

THE ORGANIC MEAT COMPANY LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **15th Annual General Meeting** of **The Organic Meat Company Limited (the "Company")** will be held on Monday, October 27, 2025 at 11:30 am at the corporate office of the Company situated at Plot No. 257, Sector 24, Korangi Industrial Area, Karachi to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2025 together with the Directors' and Auditors' Reports thereon.

In accordance with section 223 of the Companies Act, 2017, and pursuant to S.R.O.389(1)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company which can be accessed through the following weblink:

Weblink: www.tomcl.net

2. To re-appoint BDO Ebrahim & Co. Chartered Accountants as the external auditors of the Company for the year 2025-26 and to fix their remuneration

Special Business:

3. To consider and, if thought fit, to pass with or without modification(s), the resolutions appearing below as ordinary resolutions for the capitalization of free reserves to issue bonus shares at the rate of 10% as recommended by the Directors.

Resolved that the annual body of shareholders hereby ratify a sum of Rs.178,491,213 be capitalized out of the free reserves of the Company for issuance of 17,849,121 ordinary shares of Rs. 10 each as fully paid bonus shares.

Further resolved that the bonus shares shall rank *Pari passu* in all aspects with the existing shares of the Company.

Further resolved that fractional entitlements of the members shall be consolidated into whole shares and sold in the stock market and the sale proceeds shall be donated to a charitable institution.

A statement as required by Section 134(3) of the Companies Act, 2017 in respect of the special business to be considered at the meeting is included in this notice.

4. To transact any other business with the permission of the Chair.

Karachi
Dated: October 6, 2025



By Order of the Board

Imran Khan
Company Secretary

Office Address: Plot No. 257, Sector 24, Korangi Industrial Area,
Karachi-Pakistan. Tel # : +92-21-35151298, +92-21-35059969, +92-35077969
E-mail : info@tomcl.net Web: www.tomcl.net
Plant Address : Survey # 310, Deh Shah Mureed, Gadap, Karachi-Pakistan.

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NOTES:

1. Notice of Book Closure

The Share Transfer Books and Register of Members of the Company will be closed as under:

I. For Annual General Meeting

The Register of Members will remain closed from **Wednesday, October 22, 2025 to Monday, October 27, 2025** (both days inclusive). During this period, no transfer of shares will be registered. Transfers received in proper order at the office of our Share Registrar, **M/s. Corptec Associates (Private) Limited, Share Registrar and Corporate Consultants, 503-E, Johar Town, Lahore**, at the close of business on **Tuesday, October 21, 2025**, will be considered in time for the entitlement to attend the Annual General Meeting.

II. For Bonus Shares

As already announced on **September 29, 2025 (Pre-Open)**, the Share Transfer Books will remain closed from **Tuesday, October 14, 2025 to Tuesday, October 21, 2025** (both days inclusive) for the purpose of Bonus Share entitlement. Transfers received in proper order at the office of our Share Registrar, **M/s. Corptec Associates (Private) Limited, Share Registrar and Corporate Consultants, 503-E, Johar Town, Lahore**, at the close of business on **Monday, October 13, 2025**, will be considered in time for the said entitlement.

2. A member of the Company entitled to attend, speak and vote at this meeting may appoint any other member as his/her proxy to attend, speak and vote in his/her instead. The proxies to be effective must be in writing and must be received by the Company's corporate office 48 hours before the meeting.
3. Shareholders of the Company whose shares are registered in their account/sub-account with Central Depository System (CDS) are requested to bring original Computerized National Identity Card along with their account number in CDS and participant's ID number for verification
4. In compliance with Section 119 of the Companies Act, 2017 and Regulation 19 Companies (General Provisions and Forms) Regulations, 2018 members are requested to immediately provide their mandatory information such as CNIC number, updated mailing address, email, contact mobile/telephone number and International Banking Account Number (IBAN) together with a copy of their CNIC to update our records and to avoid any non-compliance of the law. Otherwise, all dividends will be withheld in terms of Regulation 6 of the Companies (Distribution of Dividends) Regulations, 2017;
5. Section 242 of the Companies Act, 2017 provides that in case of a listed company, any cash dividend declared by the company must be paid electronically directly into the bank accounts of entitled shareholders. Therefore, all shareholders are requested to fill in the Dividend Mandate Form available on Company's website www.tomcl.net and send it duly signed along with a copy of CNIC to the Registrar of the Company M/s. Corptec Associates (Private) Limited in case of physical shares. In case shares are held in CDC then Dividend Mandate Form must be submitted directly to shareholder's broker/ participant/CDC account services. In case of non-submission of IBAN, the Company will withhold the payment of dividends under Companies (Distribution of Dividends) Regulations, 2017.

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6. All Shareholders are advised to check their status on Active Taxpayers List (ATL) available on FBR website and if required take necessary actions for inclusion of their name in ATL. In case a person's name does not appear in the ATL, the applicable tax rate will be as per law.
7. In case of joint account, please intimate proportion of shareholding of each account holder along with their individual's status on the ATL.
8. Members who desire to stop deduction of Zakat from their dividends may submit a declaration on non-judicial stamp paper duly signed as required under the law (if not submitted earlier).
9. Withholding Tax exemption from the dividend income shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar by first day of Book Closure.
10. The corporate shareholders having CDC accounts are required to have their National Tax Numbers (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the company or our Share Registrar M/s. Corptec Associates (Private) Limited. The shareholders while sending NTN or NTN certificate, as the case may be, must quote company name and their respective folio numbers.
11. In compliance of Section 244 of the Companies Act, 2017, once the Company has completed stipulated formalities, any unclaimed dividend and /or shares that have remained outstanding for a period of three years from the date of becoming due and payable or more shall be credited to the Federal Government (in case of dividend) or delivered to the SECP (in case of physical shares). Shareholders who could not collect their dividend/physical shares are advised to contact the Share Registrar of the Company to collect/inquire about their unclaimed dividend or shares, if any.
12. Annual Audited Accounts of the Company for the year ended June 30, 2025 have been placed on Company's website at www.tomcl.net and www.psx.com.pk.
13. The AGM can be attended by shareholders using smart phones/tablets/computers. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides)/passport, attested copy of board resolution / power of attorney (in case of corporate shareholders) through email at cs@tomcl.net by October 24, 2025.

| Name of member | CNIC No. | CDC Account No/Folio No. | Cell Number. | Email address |
|----------------|----------|--------------------------|--------------|---------------|
| | | | | |

The members who are registered after the necessary verification shall be provided with a video link by the Company at the same email address that they emailed the Company with. The Login facility will remain open from the start of the meeting till its proceedings are concluded.

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14. Members can exercise their right to vote by means of postal ballot i.e., by post or through electronic mode subject to the requirements of Section 143 -145 of Companies Act, 2017, and applicable clauses of Companies (Postal Ballot) Regulations 2018.
15. **Procedure for E-Voting:** Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the company by the close of business on October 17, 2025.

The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of Registrar of the Company M/s. Corptec Associates (Private) Limited (being the e-voting service provider). Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

Members shall cast vote online at any time from October 24, 2025, 9:00 am to October 26, 2025 at 5:00 pm. Once the vote on the resolution is cast by a Member, he/she shall not be allowed to change it subsequently.



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STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

Pertaining to Item No. 3: Bonus Shares

To consider and approve the bonus shares at the rate of 10% (i.e., 1 share for every 10 shares) as recommended by the Board of Directors.

In this connection, the following resolutions (with or without modifications) are proposed to be passed:

Resolved that the annual body of shareholders hereby ratify a sum of Rs.178,491,213 be capitalized out of the free reserves of the Company for issuance of 17,849,121 ordinary shares of Rs. 10 each as fully paid bonus shares.

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