

BARKAT FRISIAN AGRO LIMITED



NOTICE OF
ANNUAL GENERAL
MEETING



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Notice is hereby given that the 9th Annual General Meeting (AGM) of the shareholders of Barkat Frisian Agro Limited (the Company) shall be held on Monday, October 27, 2025 at 11:00 A.M. at Majestic next to Lal Qila Restaurant, Main Shahrah-e-Faisal, Karachi as well as through video link facility to transact the following business:

ORDINARY BUSINESS

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

In accordance with Section 223 of the Companies Act, 2017, the financial statements of the Company have been uploaded on the website of the Company which can be downloaded from the following web link <https://www.barkatfrisian.com/financial-reports.html>

2. To appoint Auditors of the Company for the year ending June 30, 2026 and fix their remuneration. The present auditors M/s. Naveed Zafar Ashfaq Jaffery and Co. Chartered Accountants, being eligible, have offered themselves for reappointment at a fee to be mutually agreed and the Board of Directors has recommended their appointment.

SPECIAL BUSINESS

3. To consider and approve the circulation of the Annual Audited Financial Statements (including Balance Sheet, Profit and Loss Account, Auditor's Report, Director's Report and other reports contained therein) to Members of the Company through QR enabled code and weblink, as allowed by the Securities and Exchange Commission of Pakistan vide S.R.O. 389(0)/2023 dated March 21, 2023.

ANY OTHER BUSINESS

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

By order of the Board

Muhammad Ali Ansari
Company Secretary

Karachi: October 06, 2025

Notes:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company shall remain closed from Monday, October 20, 2025 to Monday, October 27, 2025 (both days inclusive). Share transfers received in order at the office of our Share Registrar / Transfer Agent, CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, by the close of business on Friday, October 17, 2025 shall be treated as being in time for the purpose of attending, and voting at, the AGM.

2. Participation in the AGM (In person or through proxy)

Members whose names appear in the Register of Members as of October 20, 2025, are entitled to attend and vote at the AGM. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend, speak and vote for him / her. An instrument of proxy applicable for the AGM is being provided with the Notice sent to the members.

An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified true copy of such power or authority duly notarized must, to be valid, be deposited through email on **general.meetings@barkatfrisian.com** or by post at the registered address of the Company's Share Registrar, CDC Share Registrar Services Limited (as provided above) not less than forty-eight (48) hours before the time of AGM, excluding public holidays. If a member appoints more than one proxy and more than one instrument of proxy is deposited by a member, all such instruments of proxy shall be rendered invalid.

3. Participation in the AGM through video conferencing:

- a) To attend the AGM through video-conferencing facility, members are requested to register themselves by providing the following information through email at **general.meetings@barkatfrisian.com** at least forty-eight (48) hours before the AGM:
 - i. Name of Member;
 - ii. CNIC / NTN No.;
 - iii. Folio No. / CDC IAS No.;
 - iv. Cell No.; and
 - v. Email Address.
- b) Members will be registered, after necessary verification as per the above requirement and will be provided a video-link by the Company via email.
- c) Only those members will be accepted at the AGM via video-conferencing whose names match the details shared with the Company for registration
- d) The login facility will remain open from 10:30 a.m. till the end of AGM.

4. Guidelines for Central Depository Company of Pakistan Limited ('CDC') Investor Account Holders:

CDC Investor Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan (SECP)

A. For Attending the Meeting

- i. In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
- ii. In case of corporate entity, the certified true copy of Board of Directors' resolution / power of attorney (duly notarized and attested) with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

B. For Appointing Proxies

- i. In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form in accordance with the requirements set out herein.
- ii. The proxy form shall be witnessed by two (2) persons (two (2) male or one (1) male and two (2) female in accordance with the laws of Pakistan) whose names, addresses and CNIC numbers shall be mentioned in the form.
- iii. Attested copies of CNIC or passport of beneficial owner and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his / her original CNIC or passport at the time of the meeting. In case of corporate entity, the certified true copy of Board of Directors' resolution / power of attorney (duly notarized and attested) with the specimen signature of the nominee shall be produced (unless it has been provided earlier) at the

time of the meeting. Pursuant to Para 3(a) of SRO 634(I)/2014 dated July 10, 2014 issued by the SECP the financial statements and reports have been placed on website of the Company.

5. E-voting and Postal Ballot

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(1)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote for the special business in a General Meeting, in accordance with the conditions mentioned in the aforesaid Regulations. The Company shall provide its members with the following options for voting:

A. E-Voting Procedure

- i. 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 within due course. Members who intend to exercise their right of vote through E-Voting shall provide their valid cell numbers and e-mail addresses on or before October 17, 2025.
- ii. The web address, login details, will be communicated to members via email.
- iii. Identity of the members intending to cast vote through E-Voting shall be authenticated through authentication for login.
- iv. E-Voting lines will start from October 23, 2025, 9:00 a.m., and shall close on October 26, 2025 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.

B. Postal Ballot

- i. Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website www.barkatfrisian.com to download.
- ii. The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at Office No: 601, 6th Floor, Balad Trade Center-III (BTC-3) Karachi (Attention to Company Secretary) by Sunday, October 26, 2025 before 5:00 p.m. The signature on the ballot paper shall match with the signature on CNIC/record of the Company. A postal ballot received after this time / date shall not be considered for voting.

Postal Ballot

Ballot Paper for voting through post for the Special Businesses at the Annual General Meeting to be held on Monday, October 27, 2025 at 11:00 A.M. at Majestic next to Lal Qila Restaurant, Shahrah-e-Faisal Service Rd N, Mohammad Ali Society Muhammad Ali Cooperative Housing Society (MACHS), Karachi and through video conferencing.

Contact Details of the Chairman at which the duly filled in ballot paper may be sent:

Address: Office No: 601, 6th Floor, Balad Trade Center-III (BTC-3). Attention to the Company Secretary E-mail address: company.secretary@barkatfrisian.com Phone: +92-21-33383348 / +92-21-33480833 Website: www.barkatfrisian.com

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	

Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name and CNIC of Authorized Signatory	
I/we hereby exercise my/our vote in respect of the following special resolutions through postal ballot by conveying my/our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:	
(In case if both the boxes are marked as (✓), your poll shall be treated as “Rejected”).	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below: (In case if both the boxes are marked as (✓), your poll shall be treated as “Rejected”).

Agenda & Description of Special Business	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
Agenda No.3 – Transmission of Annual Audited Accounts via QR enabled Code and weblink To consider and if thought fit, pass with or without modification, an ‘Ordinary Resolution’ to approve transmission of the annual balance sheet, profit and loss account, auditors report, directors’ report & ancillary statements/notes/documents (‘Annual Audited financial statements’) to the shareholders through QR enabled code and weblink, pursuant to SRO 389(I)/2023, issued by Securities and Exchange Commission of Pakistan.		

- i. Duly filled ballot paper should be sent to the Chairman at Office No: 601, 6th Floor, Balad Trade Center-III (BTC-3), Karachi. Attention to the Company Secretary or e-mail at company.secretary@barkatfrisian.com.
- ii. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form
- iii. Ballot paper should reach the Chairman within business hours by or before Sunday, October 26, 2025. Any postal Ballot received after this date, will not be considered for voting.
- iv. Signature on ballot paper should match with signature on CNIC/ Passport (in case of foreigner).
- v. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
- vi. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.

vii. Ballot Paper form has also been placed on the website of the Company at: www.barkatfrisian.com.

Shareholder / Proxy Holder Signature/Authorized Signatory
(In case of corporate entity, please affix company Stamp)

Statement under section 134(3) of the Companies Act, 2017

This Statement sets out the material facts pertaining to the Special Business described in the Notice of AGM, intended to be transacted at the 9th AGM of the Company that is scheduled to be held on October 27, 2025.

Agenda item No.3 Transmission of Annual Audited Accounts via QR enabled Code and weblink

SECP vide SRO 389(I)/2023, has allowed listed companies to circulate their annual balance sheet, profit and loss account, auditor's report, directors' report and ancillary statements/notes/documents ("Annual Audited Accounts") along with notice of general meeting to its shareholders in electronic form through QR enabled code and weblink. This would result in cost effective and timely delivery of Annual Audited Accounts to the shareholders.

For the convenience of its shareholders, the Company will place on its website a standard request form along with postal and e-mail address of Company Secretary/Share Registrar, so that shareholders may request a hard copy of the Audited Annual Accounts. The Company will provide one hard copy free of cost to the requesting shareholder at their registered address within one week of receipt of request.

The Company is seeking shareholder approval to circulate the Annual Audited Accounts along with notice of general meeting in electronic form as aforesaid and pass the Resolution noted at Agenda item 3 with or without modification.

6. Proxy Form

Proxy Form is available on the Company's Website.

7. Restriction on Distribution of Gifts, Coupons / Vouchers or Any Other Form of Gift

In compliance with Section 185 of the Companies Act, 2017 and SECP directives vide S.R.O. 452(I)/2025 dated March 17, 2025, **NO GIFTS, CASH, COUPONS / VOUCHERS OR ANY OTHER FORM OF GIFT WILL BE DISTRIBUTED** at the Annual General Meeting.