



SHARE FOOD, SHARE LOVE

NFL/CORP/2025/224

December 22, 2025

Mr. Muhammad Ghufraan
DGM- Companies Affairs
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi – 74000.

Dear Sir,

Notice of Extraordinary General Meeting and Ballot Paper – Newspaper Publication

Please find enclosed herewith a copy of the Notice of Extraordinary General Meeting of National Foods Limited, to be held on Monday, 12 January 2026 at 03:00 p.m. at Beach Luxury Hotel, Karachi.

We are also enclosing copies of the advertisements published today, i.e., December 22, 2025, in Business Recorder (Karachi) and Nawa-e-Waqt (Karachi) newspapers, containing the Notice of Extraordinary General Meeting along with the Ballot Paper for voting through post for poll, in accordance with the Companies (Postal Ballot) Regulations, 2018 (“the Regulations”), for your record and reference.

**Yours faithfully,
FOR NATIONAL FOODS LIMITED**




**FAZAL UR REHMAN HAJANO
COMPANY SECRETARY**

Encl: as above.

C.c: Central Depository Company of Pakistan Limited
CDC House, 99-B, Block – 6, S.M.C.H.S,
Main Shahrah-e-Faisal, Karachi.
(together with a copy of the Notice of EOGM.)

Karachi, December 22, 2025



NATIONAL FOODS LIMITED

**NOTICE OF EXTRAORDINARY
GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting of National Foods Limited will be held on **Monday, January 12, 2026**, at 03:00 PM at Beach Luxury Hotel, Karachi to transact the following business and the shareholders who wish to attend the EGM via video link facility may do so.

Ordinary Business:

- To confirm the Minutes of Annual General Meeting held on October 20, 2025.

Special Business:

- To consider and, if thought fit, to pass with or without modification(s), the resolution appearing below as an ordinary resolution for seeking approval of shareholders for the appointment of Mr. Mohammad Hamza Hasan as Executive Director of the Company and holding the office of profit in terms of Section 171 (1)(v)(ii) of the Companies Act, 2017.

RESOLVED THAT pursuant to the provisions of Section 171 (1) (c) (i) of the Companies Act, 2017, consent of Members be and is hereby accorded to authorize Mr. Hamza Hasan for holding office or place of profit under the Company, as Executive Director of the Company, for next term of the Board, at a remuneration, other entitlements and terms and conditions as may be determined by the directors and altered from time to time, as per the Company's policies.

3. ALTERATIONS OF ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as special resolutions for alterations of Articles of Association of the Company:

RESOLVED THAT alterations and additions in the existing Articles of Association of the company as per the Comparative Statement attached to the Notice of Extraordinary General Meeting as Annexure-A also included before the meeting by the Company Secretary for the purpose of identification, be and are hereby approved.

RESOLVED FURTHER THAT any changes as may be required by the Securities and Exchange Commission of Pakistan in the revised draft shall be incorporated and the same be deemed approved and adopted by the shareholders and the same shall have effect from the date of passing of the special resolution.

RESOLVED FURTHER THAT Chief Executive or Secretary of the Company be and are hereby authorized to do or cause to be done any and all acts, deeds and things that may be necessary or expedient to complete any or all corporate and legal formalities to give effect to the above resolution.

ANY OTHER BUSINESS:

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

Statements under Section 134(3) of the Companies Act, 2017 in respect of special business contained in Agenda Item Number 2 & 3 is annexed to the notice being sent to the members.

Karachi
December 22, 2025

By Order of the Board
Fazul ur Rahman Hajoon
Company Secretary

Notes:

- NOTICE OF BOOK CLOSURE**
The share transfer books of the Company will remain closed from **January 05, 2026 to January 12, 2026** (both days inclusive). Transfers received, in order, at the office of the Share Registrar M/s. CDC Share Registrar Services Limited, CDC House-998, Block 'B', S.M.C.H.S., main Shahr-e-Faisal, Karachi-74000, by the close of business on **January 02, 2026**, will be considered in time for the determination of the entitlement of the shareholders to final cash dividend and to attend and vote at the meeting.
- PARTICIPATION IN THE EGM PROCEEDINGS VIA VIDEO LINK FACILITY**
In addition to in person meeting, the Company shall also hold its EGM through video link facility in pursuance to Circulars notified by the Securities and Exchange Commission of Pakistan (SECP). The members/proxies interested to participate in the EGM through this facility, as requested to get themselves registered with the Company at info@nfoods.com or WhatsApp Number: **8321-8200884** by providing the following details:-

Folio / CDS A/C #	Name of Shareholder	Call Company	CNIC Number	Name of Shareholder	Call Company	CNIC Number	Email Address
		National Foods Limited					

Video-link and login credentials will be shared with the members/proxies whose email containing all the above particulars are received at the given email address by the close of business on **January 07, 2026**.

The members can also provide their comments and questions for the agenda items of the EGM on email: corporate.secretary@nfoods.com. The Company shall communicate any relevant updates regarding the meeting, including any changes to the arrangements outlined in the Notice of EGM, will be announced via a Regulatory Information Service (PUCAR) and will be available on <https://www.nfoods.com/>

- Appointment of Proxy & Submission of CNIC/NTN for E-Voting**
Members may appoint another member as proxy to attend, speak, and vote at the EGM. A proxy form, duly signed and accompanied by an attested copy of the shareholder's CNIC, must be submitted to the Registered Office at least forty-eight working hours a day before the meeting. Proxies must present original CNIC or must provide a Board resolution or Power of Attorney.

As per Section 217, CNIC/NTN is mandatory for dividend payments. Shareholders with physical shares must provide valid CNIC and updated address to the Share Registrar.

CDC account holders must submit e-dividend mandates to their participants. Corporate shareholders must also provide NTN and authorized representative's CNIC.

Forms are available at: www.nfoods.com
- Zakat & Tax Withholding Requirements for Shareholders**
To claim exemption from Zakat deduction under the Zakat & Ushr Ordinance, 1980, shareholders must submit a notarized CD-50 Form on Rs. 50/- NFP to the Share Registrar. CDC account holders must upload the form via their Participant/Investor Account Services. Non-Mutual shareholders must submit a Solemn Affirmation (available on the Company's website) to the Share Registrar or CDC, as applicable. Exemption will not be granted without complete and timely documentation.

Under Section 150 of the Income Tax Ordinance, 2001, dividend income is subject to withholding tax. Shareholders not appearing on the Active Taxpayers List (ATL) will be taxed at a higher rate. In case of joint shareholding, tax will be withheld as per the shareholding proportion of each holder. Shareholders must provide the following details to the Share Registrar:

Folio / CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
		Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

Notes:

 - If no information is received, **equal proportion** will be assumed for tax deduction.
 - Corporate shareholders** must ensure their **NTN is updated** with CDC or submit a copy to the Share Registrar quoting their folio number.
 - Exemption certificates** for tax exemption must be submitted to the Share Registrar **on or before January 05, 2026**.

Non-voting shareholders must also submit an **Undertaking** with a copy of their valid passport (as per Section 82 of the Income Tax Ordinance, 2001) to the Share Registrar or via email at info@nfoods.com by **January 05, 2026**. Declaration form is available at: www.nfoods.com

For queries, contact:

Company: corporate.secretary@nfoods.com
Share Registrar: info@nfoods.com

 - Unclaimed Dividend/Shares**
Shareholders, who by any reason, could not claim their dividend/shares, if any, are advised to contact our Share Registrar M/s. CDC Share Registrar Services Limited, CDC House-998, Block 'B', S.M.C.H.S., main Shahr-e-Faisal, Karachi-74000, to collect / enquire about their unclaimed dividend/shares, if any.
 - Postal Ballot-E-Voting**
The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification vide 451(I)/2025 dated March 13, 2025, issued by the SECP. The SECP has directed all the listed companies to conduct voting on every special business only through postal ballot and provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business. Accordingly, members of National Foods Limited will be allowed to exercise their right to vote through e-voting facility or voting by post for the special business in its forthcoming Extraordinary General Meeting to be held on **Monday January 12, 2026** at 03:00 P.M., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

A. Procedure of Voting through Postal Ballot

 - Members of National Foods Limited may alternatively opt for voting through postal ballot. Ballot Paper shall also be available for download from the website of the Company at www.nfoods.com or as the case may be otherwise as in the Notice and published in newspapers.
 - The member shall ensure that the duly filled and signed ballot paper, along with a copy of the Computerized National Identity Card (CNIC), reaches the Company Secretary through post at 12/CIL-6, Clarendon Road, Civil Lines, Karachi, Pakistan, or via email at corporate.secretary@nfoods.com, at **least one working day before** the Extraordinary General Meeting, i.e., on **January 5, 2026** during working hours. The signature on the ballot paper should match with the signature on CNIC. Ballot Paper received after this date will not be considered valid for voting.
 - Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman of the meeting shall be the deciding authority.

B. 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, call numbers, and e-mail address available in the register of members of business by January 02, 2026.
 - 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 CDC Share Registrar Services 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.
 - E-voting lines will start from **January 09, 2026, 09:30 a.m.**, and shall close on **January 11, 2026 at 5:00 p.m.** Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

7. Code of Conduct for Shareholders in General Meeting:

Section 215 of the Companies Act, 2017 ("the Act") and Regulation 55 of the Companies Regulations, 2024, "Conduct of Shareholders at Meetings" state as follows:

 - shall not bring such material that may cause threat to participants or premises where meeting is being held;
 - shall confine themselves to the agenda items covered in the notice of meeting;
 - shall keep comments and discussion restricted to the affairs of the company; and
 - shall not conduct in a manner to disclose any political affiliation or offend religious susceptibility of other members.

Additionally, in compliance with section 185 of the Companies Act, 2017 and SRO 452(I)/2025 dated March 17, 2025, issued by SECP, it is hereby notified that no gifts in any form or manner shall be distributed to shareholders at the General Meeting.

8. Availability of Notice of Extraordinary General Meeting
Notice of General Meeting along with the Statements under Section 134(3) of the Companies Act, 2017 in respect of special business is being sent to the members who have provided their email addresses as per SRO 452(I)/2025 issued by the SECP. Shareholders are encouraged to send/update their email address with the Company's Share Registrar, M/s. CDC Share Registrar Services Limited.

9. Conversion of Physical Shares & Mandatory Registration Details
In compliance with Section 72 of the Companies Act, 2017 and SECP's directive dated March 26, 2021, shareholders holding physical shares must convert them into Book-Entry Form. To do so, shareholders are encouraged to open a CDC sub-account with a broker or an investor Account with CDC. Physical share trading is no longer permitted under PSR regulations, and electronic conversion is mandatory.

Additionally, as required under Section 119 of the Companies Act, 2017 and Regulation 47 of the Companies Regulations, 2024, physical shareholders must provide their CNIC, address, email, contact number, and IBAN to the Share Registrar to ensure compliance and avoid future inconvenience.

Conversion guidelines: CDC SARS Website https://www.cdcsars.com/?yt_download=7429

 - UBO Disclosure Requirement**
In compliance with S.R.O. 1356(I)/2025 and Regulation 9 of the Companies Regulations, 2024, every shareholder holding at least five percent (5%) of the shares or voting rights in a company, and the representative of any legal person or legal arrangement holding such interest, is required to submit or update their Ultimate Beneficial Ownership (UBO) declaration.

For this purpose, a natural person holding or controlling twenty-five percent (25%) or more shares or voting rights, directly or indirectly, qualifies as a UBO.

The prescribed Form 17 is available at <http://www.nfoods.com> and shall be submitted either via email at corporate.secretary@nfoods.com or to the Company's Registered Office to ensure compliance with statutory requirements. In case of corporate entity, it shall be duly printed on Company letter and signed by authorized officer.

Please note that non-submission or delay in submission may attract regulatory action under Section 452 of the Companies Act, 2017
 - Video-Conferencing Facility in Other Cities**
If members holding ten percent of the total paid up capital or such other percentage of the paid-up capital as may be specified by the Commission, are resident in any other city, the company shall provide the facility of video-conferencing to such members for attending general meeting of the company, if so required by such members in writing to the company at least seven days (7) before the date of the meeting. The Company will intimate members regarding the venue of conference facility at least 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.

Consent for Video-Conferencing Facility
(We, of being a member of National Foods Limited holder of Ordinary Share(s) as per Register Folio No. _____ hereby opt for participation in the Extraordinary General Meeting to be held on **January 12, 2026**, or any adjourned meeting through video-conferencing facility at _____ (Please insert name of the City))

Signature of member _____

Statements UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement sets out all the material facts concerning Special Business under Agenda Item No 2 & 3 to be transacted at the Extraordinary General Meeting.

AGENDA ITEM NO. 2

ORDINARY RESOLUTION – HOLDING OFFICE OF PROFIT

The Board of Directors of the Company in their meeting held on October 20, 2025 and subsequently through circular resolutions dated December 17, 2025 approved the appointment of Mr. Mohammad Hamza Hasan as an "Executive Director - Projects (Supply Chain)" in terms of Section 208 (1) (b) of the Companies Act, 2017 as per the recommendations of Human Resource & Remuneration Committee and Audit Committee under the related party policy of the company. This appointment is subject to approval by members of the Company in terms of Section 171 (1) (c) (i) of the Companies Act, 2017.

Accordingly, the Board of Directors proposed ordinary resolution pursuant to Section 171 (1) (c) (i) of the Companies Act, 2017, to accord approval of the members in general meeting to the appointment of Mr. Mohammad Hamza Hasan as Executive Director of the Company for holding of office of profit under the Company.

Material facts and disclosures, required under Para B(i) and C (2) of the aforesaid SRO 423 of 2018, are provided herein below:

S. No	Details	Description
i)	Details of the office of profit proposed to be held by the director;	Mr. Mohammad Hamza Hasan's appointment as an "Executive Director - Projects (Supply Chain)" of the Company
ii)	Brief job description of the office to be held by the director;	a. Lead key procurement and supply chain transformation projects to support National Foods' limited strategic objectives. b. Act as a bridge between strategic planning and operational execution. c. Maintain direct accountability for project success with high visibility to senior leadership.
iii)	Remuneration of the director, including perks and benefits, pecuniary or otherwise;	Rs. 15,513,984 per annum
iv)	Benefits to the company and its members as a result of such office of profit to be held by the director; and	It will drive strategic initiatives across procurement and supply chain, enhancing efficiency, reducing costs, and creating sustainable value for the company and its shareholders.
v)	Period of holding of such office.	For the remaining term or until the conclusion of the next election, whichever is earlier.
vi)	Nature and extent of interest, if any, therein of every director, whether directly or indirectly.	Mr. Mohammad Hamza Hasan himself and Mr. Abrar Hasan being his father are interested in this matter.

AGENDA ITEM NO. 3

Special Resolution – Alteration in Articles of Association

To ensure that the Articles of Association of the Company remain aligned with the provisions of the Companies Act, 2017 and other applicable regulatory requirements, the Board of Directors has proposed certain amendments and additions to the existing Articles of Association. These proposed amendments are reflected in the Comparative Statement annexed to the Notice of the Extraordinary General Meeting as Annexure-A. The purpose of these changes is to update, modernize, and ensure consistency of the Articles with current corporate governance practices, legal requirements, and operational flexibility.

The proposed amendments do not in any way prejudice the rights of the shareholders. Instead, they are intended to streamline procedures, eliminate outdated provisions, and incorporate regulatory changes introduced under the Companies Act, 2017.

Shareholders are therefore requested to approve the alterations and additions to the Articles of Association by passing the proposed special resolution.

Comparative Statement of Alteration in the Articles of Association (Annexure-A)

NATIONAL FOODS LIMITED

Extraordinary General Meeting



Monday, 12 January 2026 at 03:00 p.m. at Beach Luxury Hotel, Karachi
VOTING THROUGH POSTAL BALLOT ON SPECIAL BUSINESS

Ballot paper for voting through post for the Special Business at the Annual General Meeting to be held on
12 January 2026 at 03:00 p.m. at Beach Luxury Hotel, Moulvi Tamizuddin Khan Road, Karachi -74000:
Website: <https://www.nfoods.com/>

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

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 following resolution by placing tick (✓) mark in the appropriate box below;

Special Business:

2. To consider and, if thought fit, to pass with or without modification(s), the resolution appearing below as an ordinary resolution for seeking approval of shareholders for the appointment of Mr. Mohammad Hamza Hasan as Executive Director of the Company and holding the office of profit in terms of Section 171 (1)(C)(i) of the Companies Act, 2017.

“RESOLVED THAT pursuant to the provisions of Section 171 (1) (c) (i) of the Companies Act, 2017, consent of Members be and is hereby accorded to authorize Mr. Hamza Hasan for holding office or place of profit under the Company, as Executive Director of the Company, for next term of the Board, at a remuneration, other entitlements and terms and conditions as may be determined by the directors and altered from time to time, as per the Company's policies.

3. ALTERATIONS OF ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as special resolutions for alterations of Articles of Association of the Company:

“RESOLVED THAT alterations and additions in the existing Articles of Association of the company as per the Comparative Statement attached to the Notice of Extraordinary General Meeting as Annexure-A, also initialed before the meeting by the Company Secretary for the purpose of identification, be and are hereby approved.

RESOLVED FURTHER THAT any changes as may be required by the Securities and Exchange Commission of Pakistan in the revised draft shall be incorporated and the same be deemed approved and adopted by the shareholders and the same shall have effect from the date of passing of this special resolution.

RESOLVED FURTHER THAT Chief Executive or Secretary of the Company be and are hereby authorized to do or cause to be done any and all acts, deeds and things that may be necessary or expedient to complete any or all corporate and legal formalities to give effect to the above resolution.”

S. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Agenda Item No. 2			
2.	Agenda Item No. 3			

NOTES:

1. Dully filled ballot paper should be sent to the Chairman/Company Secretary, **NATIONAL FOODS LIMITED** at 12/CL-6, Claremont Road, Civil Lines, Karachi, or email at corporate.secretary@nfoods.com
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman/Company Secretary within business hours by or before Friday, January 9, 2026 Any postal ballot received after this date will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport. (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten poll paper will be rejected.
6. 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., the Counsel General of Pakistan having jurisdiction over the member must attest all documents.
7. Ballot Paper form has also been placed on the website of the Company at: <https://www.nfoods.com> Members may download the ballot paper from the website or use an original/photocopy published in newspapers.

Date: _____

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

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