



fauji foods

FFL/HO/CS/

December 04, 2023

The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi

Subject: **Notice of Extraordinary General Meeting of Fauji Foods Limited**

Dear Sir,

Enclosed please find a copy of Notice of Extraordinary General Meeting of the Company to be held on December 28, 2023 at 11:00 am at Lahore for circulation amongst the TRE certificate holders of the Exchange.

Yours sincerely,

Brig Hamid Mahmood Dar (Retd)

Company Secretary



fauji foods

# FAUJI FOODS LIMITED

Registered/ Head Office:

42 CCA, Ex Park View, DHA Phase - VIII, Lahore

Tel: +92-42-37136315-17, Website: www.faujifoods.com

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the Extraordinary General Meeting (EOGM) of the shareholders of Fauji Foods Limited will be held at FFL Head Office Lahore and also virtually through video link at **1100 hours on Thursday, December 28, 2023** to transact the following business:

### **ORDINARY BUSINESS:**

To confirm minutes of Annual General Meeting held on March 21, 2023.

### **SPECIAL BUSINESS:**

To pass the following resolutions, with or without amendments, as Special Resolutions by the shareholders:

1. **“RESOLVED THAT**, the Share Purchase Agreement (SPA) between Fauji Foods Limited and Fauji Foundation, for acquisition of all shares of Fauji Foundation in Fauji Infraavest Foods Limited, which is a wholly owned subsidiary of Fauji Foundation, together with management control be and is hereby approved and recommended for shareholders' approval.

**RESOLVED THAT**, the Business Transfer Agreement (BTA) between Fauji Foods Limited and Fauji Foundation, for sale of Fauji Cereals, which is a wholly owned business of Fauji Foundation, together with management control be and is hereby approved and recommended for shareholders' approval.

**FURTHER RESOLVED THAT**, the CEO, CFO and Company Secretary be and are hereby jointly and severally authorized and empowered: (i) to finalize and sign SPA and BTA following the approval of the shareholders; (ii) to disclose the relevant information regarding the SPA and BTA to the Pakistan Stock Exchange; (iii) to fulfill any other requirements in connection with the above, as may be required. Further the authorized representatives mentioned above are hereby authorized to delegate such powers to any other officer of the Fauji Foods Limited as may be required.”

2. To consider and if deemed fit, to pass the following resolution as special resolution in pursuance of S.R.O. 389(I) /2023 dated March 21, 2023 of the Securities and Exchange Commission of Pakistan to authorize the Company to circulate the annual audited financial statements to its Members through **QR enabled code and weblink** with or without modification, additions(s) or deletions(s):

**“RESOLVED THAT** the consent and approval of the Members of Fauji Foods Limited (the **“Company”**) be and is hereby accorded and the Company be and is hereby authorized to disseminate the annual audited financial statements to its members through **QR enabled code and weblink** as part of the notice of Annual General Meeting.

**FURTHER RESOLVED THAT** the Chief Executive Officer, Company Secretary and Chief Financial Officer, or such one or more other persons as the Chief Executive Officer may from time to time specially designate for the purpose, be and are hereby jointly and severally authorized to take any and all actions necessary or conducive for the implementation of the foregoing resolutions, including, without limitation, to seek any and all consents and approvals, to execute and (where required) file all necessary documents, declarations, applications and undertakings and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with any of the foregoing matters and to sign, issue and dispatch all such documents and notices and do all such acts, deeds and things as they may deem necessary and/or expedient.”

**OTHER BUSINESS:**

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

Lahore  
November 21, 2023

By Order of the Board

**Brig Hamid Mahmood Dar (Retd)**  
Company Secretary

**CLOSURE OF SHARE TRANSFER BOOKS:**

Share transfer books of the Company will remain closed from **December 22, 2023 to December 28, 2023** (both days inclusive) for the purpose of holding the Extraordinary General Meeting. Transfer requests received at the Company's Registrar Office M/s Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore prior to the close of business hours on **December 21, 2023** will be treated in time for the purpose of attending the Extraordinary General Meeting.

**NOTES:-**

1. A member of the Company entitled to attend and vote at the General Meeting may appoint a person/representative as proxy to attend and vote in place of member at the meeting. Proxies in order to be effective must be received at Company's registered office duly stamped and signed not later than 48 hours before the time of holding meeting. A member cannot appoint more than one proxy. Attested copy of shareholder's CNIC must be attached with the proxy form.
2. The CDC/sub account holders are required to follow the under mentioned guidelines as laid down by Securities and Exchange Commission of Pakistan contained in Circular No. 1 of 2000 dated January 26, 2000:-
  - (a) **For attending the meeting**
    - i. In case of individuals, the account holder or sub-account holder shall authenticate his/her identity by showing his / her original national identity card or original passport at the time of attending the meeting.
    - ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of meeting.
  - (b) **For appointing proxies**
    - i. In case of individuals, the account holder or sub-account holder shall submit the proxy form as per the above requirement.
    - ii. The proxy form shall be witnessed by the two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
    - iii. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
    - iv. The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
    - v. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted to the Company along with proxy form.
3. Members, having physical shares, are advised to intimate any change in their registered address and the shareholders who have not yet submitted photocopies of their Computerized National Identity Cards (CNIC) are requested to send the same at the earliest.
4. Shareholders are also requested to notify immediately any change in their e-mail address to the Share Registrar of the Company i.e. M/s Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore.

## 5. ELECTRONIC VOTING

In accordance with the Companies (Postal Ballot) Regulation, 2018, (the "Regulations") the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, inter alia, all business classified as special business under the Companies Act, 2017 in the manner and subject to conditions contained in the Regulations.

**Detail of E-Voting** facility will be shared through e-mail with those members of the Company who have valid cell numbers / e-mail addresses available in the Register of Members of the Company by the end of business on **December 21, 2023** by **Corplink (Pvt.) 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 of login.

Members shall cast vote online from **December 25, 2023 at 9:00 a.m. till December 27, 2023 at 5:00 p.m. Voting shall close on December 27, 2023 at 5:00 p.m.** Once the vote on the resolutions has been casted by a member, he/she shall not be allowed to change it subsequently.

## 6. PROCEDURE FOR VOTING THROUGH POSTAL BALLOT

Member may alternative opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and will also be available on the Company's website **www.faujifoods.com**

The members must ensure that the duly filled and signed ballot paper, along with a copy of CNIC should reach the **Chairman** of the meeting through post at the Company's registered address, **Fauji Foods Limited 42 CCA, Ex Park View, DHA Phase - VIII, Lahore** or email at **chairman@faujifoods.com** one day before the EOGM i.e. on **December 27, 2023** before at **5:00 p.m.** A postal ballot received after this time / date shall not be considered for voting. The signature on the Ballot Paper shall matched with signature on the CNIC.

7. In compliance with section 134(1)(b) of the Companies Act, 2017, If the Company receives request from members holding aggregate **10%** or more shareholding, residing at a geographical location to participate in the meeting through video link facility, at least **10 days** prior to the date of General Meeting, the Company will arrange video link facility in that city. To avail this facility, please provide following information and submit to Registered Office of the Company.

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of Fauji Foods Limited, holder of \_\_\_\_\_ Ordinary Share(s) as per Register Folio / CDC Account No \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

\_\_\_\_\_  
Signature of member

The Company will intimate members regarding venue of video conference facility at least **5 days** before the date of the General Meeting along with complete information necessary to enable them to access the facility.

8. In order to ensure convenience of our shareholders, the Company shall also provide online facility for participation in EOGM. Shareholders interested in attending the EOGM online are hereby requested to get themselves registered with the Company Secretary Office by sending an e-mail on **secretary@faujifoods.com** with subject: Registration for EOGM at the earliest but not later than 72 hours before the meeting along with a valid copy of both sides of CNIC, Folio/ CDC account number, and cell number.

After due verification, the Company shall share relevant detail with shareholders through email.

9. The Company has circulated Notice of Extraordinary General Meeting to the members at their registered address. Printed copy may be provided to the members upon request.

**STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017.**

Pursuant to Section 134(3) of the Companies Act 2017, this statement sets forth the material facts concerning the special business to be transacted at Extraordinary General Meeting of Fauji Foods Limited to be held at FFL Head Office, Lahore and virtually on **December 28, 2023 at 11:00 a.m.**

1. **“RESOLVED THAT**, the Share Purchase Agreement (SPA) between Fauji Foods Limited and Fauji Foundation, for acquisition of all shares of Fauji Foundation in Fauji Infravest Foods Limited, which is a wholly owned subsidiary of Fauji Foundation, together with management control be and is hereby approved and recommended for shareholders' approval.

**RESOLVED THAT**, the Business Transfer Agreement (BTA) between Fauji Foods Limited and Fauji Foundation, for sale of Fauji Cereals, which is a wholly owned business of Fauji Foundation, together with management control be and is hereby approved and recommended for shareholders' approval.

**FURTHER RESOLVED THAT**, the CEO, CFO and Company Secretary be and are hereby jointly and severally authorized and empowered: (i) to finalize and sign SPA and BTA following the approval of the shareholders; (ii) to disclose the relevant information regarding the SPA and BTA to the Pakistan Stock Exchange; (iii) to fulfill any other requirements in connection with the above, as may be required. Further the authorized representatives mentioned above are hereby authorized to delegate such powers to any other officer of the Fauji Foods Limited as may be required.”

2. **Circulation of Annual Audited Financial Statements through QR enabled code and weblink:**

The Securities and Exchange Commission of Pakistan (SECP) through its Notification No. S.R.O. 389(I)/2023 dated March 21, 2023 has allowed the Companies to circulate the annual audited financial statements to its Members/ Shareholders through **Quick Response (QR) enabled code and weblink** instead of through CD/DVD/USB.

However, a shareholder may request the Company Secretary at **Fauji Foods Limited 42 CCA, Ex Park View, DHA Phase - VIII, Lahore** to provide a printed copy of the Annual Financial Statements and the same will be provided at his/her registered address, free of cost, within one week of the written/ formal demand.

Lahore  
November 21, 2023



**fauji foods**

# FAUJI FOODS LIMITED

Registered/ Head Office: 42 CCA, Ex Park View, DHA Phase - VIII, Lahore

Tel: +92-42-37136315-17 Website: www.faujifoods.com

## BALLOT PAPER FOR VOTING THROUGH POST

Ballot paper for voting through post for the Special Business at the Extraordinary General Meeting (EOGM) of the shareholders of Fauji Foods Limited will be held at FFL Head Office Lahore and also virtually through video link at **1100 hours on Thursday, December 28, 2023.**

Designated email address of the Chairman at which the duly filled in ballot paper may be sent: **chairman@faujifoods.com**

Name of Shareholder/Joint Shareholders	
Registered Address	
Folio No. / CDC Participant / Investor ID with sub-account No.	
Number of shares held	
CNIC, NICOP/ Passport Number (in case of foreigner) (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government)	
Name of Authorized Signatory:	
CNIC, NICOP/ Passport Number (in case of foreigner) of Authorized Signatory- (copy to be attached)	

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 resolutions by placing tick (✓) mark in the appropriate box below (delete as appropriate);

### SPECIAL RESOLUTIONS

- “RESOLVED THAT**, the Share Purchase Agreement (SPA) between Fauji Foods Limited and Fauji Foundation, for acquisition of all shares of Fauji Foundation in Fauji Infraavest Foods Limited, which is a wholly owned subsidiary of Fauji Foundation, together with management control be and is hereby approved and recommended for shareholders' approval.

**RESOLVED THAT**, the Business Transfer Agreement (BTA) between Fauji Foods Limited and Fauji Foundation, for sale of Fauji Cereals, which is a wholly owned business of Fauji Foundation, together with management control be and is hereby approved and recommended for shareholders' approval.

**FURTHER RESOLVED THAT**, the CEO, CFO and Company Secretary be and are hereby jointly and severally authorized and empowered: (i) to finalize and sign SPA and BTA following the approval of the shareholders; (ii) to disclose the relevant information regarding the SPA and BTA to the Pakistan Stock Exchange; (iii) to fulfill any other requirements in connection with the above, as may be required. Further the authorized representatives mentioned above are hereby authorized to delegate such powers to any other officer of the Fauji Foods Limited as may be required.”

## SPECIAL RESOLUTIONS

2. To consider and if deemed fit, to pass the following resolution as special resolution in pursuance of S.R.O. 389(I)/2023 dated March 21, 2023 of the Securities and Exchange Commission of Pakistan to authorize the Company to circulate the annual audited financial statements to its Members through **QR enabled code and weblink** with or without modification, additions(s) or deletions(s):

**“RESOLVED THAT** the consent and approval of the Members of Fauji Foods Limited (the **“Company”**) be and is hereby accorded and the Company be and is hereby authorized to disseminate the annual audited financial statements to its members through **QR enabled code and weblink** as part of the notice of Annual General Meeting.

**FURTHER RESOLVED THAT** the Chief Executive Officer, Company Secretary and Chief Financial Officer, or such one or more other persons as the Chief Executive Officer may from time to time specially designate for the purpose, be and are hereby jointly and severally authorized to take any and all actions necessary or conducive for the implementation of the foregoing resolutions, including, without limitation, to seek any and all consents and approvals, to execute and (where required) file all necessary documents, declarations, applications and undertakings and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with any of the foregoing matters and to sign, issue and dispatch all such documents and notices and do all such acts, deeds and things as they may deem necessary and/or expedient.”

Sr. No.	Nature and Description of resolutions	No. of Ordinary Shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Special Resolution as per <b>Agenda # 1</b> (as given above)			
2.	Special Resolution as per <b>Agenda # 2</b> (as given above)			

Signature of shareholder(s) \_\_\_\_\_ Place \_\_\_\_\_ Date \_\_\_\_\_

### NOTES:

- Duly filled postal ballot should be sent to **Chairman** Fauji Foods Limited at Registered / Head Office 42 CCA, Ex Park View, DHA Phase- VIII, Lahore or through email at **chairman@faujifoods.com**.
- Copy of CNIC, NICOP/ Passport No. (In case of foreigner) should be enclosed with the postal ballot form.
- Postal ballot forms should reach **Chairman** of the meeting on or before **Wednesday, December 27, 2023** upto **5:00 p.m.** (last date of receiving postal ballot). Any postal ballot received after this date, will not be considered for voting.
- Signature on postal ballot should match with signature on CNIC, NICOP/Passport (In case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
- In case of representative of body corporate and corporation, postal ballot must be accompanied with copy of CNIC of authorized person, along with a duly attested copy of Board Resolution, Power of Attorney, as applicable, unless these have already been submitted along with the Proxy Form.
- Ballot paper has also been placed at the website of the Company **www.faujifoods.com** Members may download the ballot paper form the website or use original / photocopy published in newspapers.



# FAUJI FOODS LIMITED

fauji foods

## FORM OF PROXY

Registered Folio No./  
CDC Account No. \_\_\_\_\_

I/We \_\_\_\_\_  
(NAME)

of \_\_\_\_\_  
(Address)

being a member of FAUJI FOODS LIMITED , hereby appoint

\_\_\_\_\_

(NAME)

of \_\_\_\_\_  
(Address)

or failing him \_\_\_\_\_  
(NAME)

of \_\_\_\_\_  
(Address)

(also being a member of the Company) as my/ our proxy to attend, act and vote for me/ us and on my/ our behalf, at the **Extraordinary General Meeting** of the Company to be held at Company's Head Office situated at **42 CCA, Ex Park DHA Phase-VIII, Lahore** and also virtually through video link on **Thursday, December 28, 2023 at 1100** hours and at any adjournment thereof.

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 2023

\_\_\_\_\_  
Signature of Shareholder / Appointer

Revenue  
Stamp  
Rs. 50/-

### Witness 1

### Witness 2

Signature \_\_\_\_\_

Signature \_\_\_\_\_

Name \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_

Address \_\_\_\_\_

CNIC #

CNIC #

**Note:** Proxies, in order to be effective must reach the Company's Registered office not less than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed. Proxies of the Members through CDC shall be accompanied with attested copies of their CNIC.



**BOOK POST**

*If undelivered, please return to:*

**FAUJI FOODS LIMITED**

42 CCA, Ex Park View, DHA Phase-VIII, Lahore.

Tel: +92 42 37136310, +92 42 37136315-17

Web: [www.faujifoods.com](http://www.faujifoods.com)