



MATCO FOODS LIMITED

B - 1/A, S.I.T.E. Phase 1,
Super Highway Industrial Area, Karachi 75340

March 27, 2019

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

Subject: NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting of the Members of Matco Foods Limited to be held on Thursday, April 18, 2019 at 10:00 a.m. for circulation amongst the TRE certificate holders. The said notice shall be published in newspapers in Urdu and English on March 28, 2019.

Yours sincerely,

Muhammed Latif Qureshi
Company Secretary

Encl: Notice of EOGM

Copy to:-

The Director / HOD
Surveillance, Supervision and Enforcement Department
Securities & Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue, Blue Area
Islamabad



MATCO FOODS LIMITED

B - 1/A, S.I.T.E. Phase 1,
Super Highway Industrial Area, Karachi 75340

**NOTICE OF
EXTRAORDINARY
GENERAL MEETING
APRIL 18, 2019**



MATCO FOODS LIMITED

B - 1/A, S.I.T.E. Phase 1,
Super Highway Industrial Area, Karachi 75340

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Matco Foods Limited will be held on Thursday, April 18, 2018, at 10:00 a.m., at Seminar Hall, The Institute of Cost and Management Accountants of Pakistan (ICMAP), ICMA Pakistan Building ST-18/C, ICMAP Avenue, Block 6, Gulshan-e-Iqbal, Karachi 75300 to transact the following businesses:

A. ORDINARY BUSINESS

To confirm minutes of the Annual General Meeting held on October 31, 2018.

B. SPECIAL BUSINESS

To consider and if deemed fit, to pass the following resolutions as Special Resolutions, with or without modification, addition(s) or deletion(s):

“RESOLVED THAT the approval of the members of Matco Foods Limited (“the Company”) be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017, and the Company be and is hereby authorized to invest up to PKR 24,500,000 (Rupees Twenty Four Million and Five Hundred Thousands Only) for subscribing at Par, fully paid up 2,450,000 ordinary shares of PKR 10 each of Barentz Pakistan (Private) Limited (“BPPL”) as per terms and conditions disclosed to the members.”

“FURTHER RESOLVED THAT for the purpose of giving effect to the above investment, the Company’s Chief Executive Mr. Khalid Sarfaraz Ghorri and/or Company’s Director Mr. Faizan Ali Ghorri and/or Company Secretary Mr. Muhammad Latif Qureshi be and are hereby singly empowered / authorized to do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s) and to complete all legal formalities including filing of applications for no objection certificate/permission from any authority / Commission as may be necessary or incidental or expedient for the purpose of implementing the aforesaid resolution.”

“FURTHER RESOLVED THAT Company’s Directors Mr. Tariq Ghorri and Mr. Faizan Ali Ghorri be and are hereby nominated/appointed as directors to the board of Barentz Pakistan (Private) Limited.”

Statements as required under section 134(3) of the Companies Act, 2017 in respect of the special business is annexed to the notice of meeting circulated to the members of the Company.



MATCO FOODS LIMITED

B – 1/A, S.I.T.E. Phase 1,
Super Highway Industrial Area, Karachi 75340

C. ANY OTHER BUSINESS

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

By Order of the Board

Muhammed Latif Qureshi
Company Secretary

Karachi: March 27, 2019

Notes:

1. Book Closure

The Shares Transfer Books of the Company will remain closed from April 12, 2019 to April 18, 2019 (both days inclusive) for attending and voting at Extraordinary General Meeting. CDS Transactions IDs received in order in all respect up to 1:00 p.m. on April 11, 2019 at Share Registrar, **THK Associates {Private} Limited**, Karachi Office, 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi – 75400 and Lahore Office, 1st Floor, DYL Motorecycles Limited Office, 147-Q, Block, Behind Emporium Mall, Johar Town, Lahore, will be considered in time for attending of meeting.

2. A member entitled to attend and vote at this meeting may appoint any other member as his / her proxy to attend and vote. The Instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially attested copy of the power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. A proxy must be a member of the company.
3. Members, who have deposited their shares into Central Depository Company of Pakistan Limited, are being advised to bring their original National Identity Cards along with CDC Participant ID and account number at the meeting venue.
4. Members who have deposited their shares into Central Depository Company of Pakistan Limited (CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

4.1. For Attending the Meeting

- 4.1.1. In case of Individuals, the account holder and / or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his / her Identity by showing his / her original CNIC or, original Passport at the time of attending the Meeting.



MATCO FOODS LIMITED

B – 1/A, S.I.T.E. Phase I,
Super Highway Industrial Area, Karachi 75340

4.1.2. In case of corporate entity, the Board's resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

4.2. For Appointing Proxies

4.2.1. In case of individuals, the account holder and / or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.

4.2.2. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.

4.2.3. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.

4.2.4. The proxy shall produce his original CNIC or original passport at the time of the Meeting.

4.2.5. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

5. Members are requested to timely notify any change in their addresses.

6. Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city and holding at least 10% of the total paid-up share capital may demand the Company to provide the facility of video-link for participating in the meeting. The demand for video-link facility shall be received by the Share Registrar at the address given hereinabove at least 07 days prior to the date of the meeting.

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

Set out below are the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of Matco Foods Limited to be held on Thursday, April 18, 2019 and the required details of the investment proposed to be made by the Company, in the associated Company, Barentz Pakistan (Private) Limited:

(a) Disclosure for all types of Investments:		
(A) Disclosure regarding associated company		
(i)	Name of the associated company or associated undertaking	Barentz Pakistan (Private) Limited ("BPPL")
(ii)	Basis of Relationship	Common Directorship on appointment of nominee of the company on the Board of BPPL.
(iii)	Earnings / (Loss) per share for the last three Years	N/A

