

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of Matco Foods Limited will be held on Wednesday, June 21, 2023, at 11:00 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 the minutes of the Annual General Meeting held on October 24, 2022.

### B. SPECIAL BUSINESS

To consider and if thought fit, to increase the authorized share capital of the Company from Rs. 2,000,000,000/- to Rs. 7,000,000,000/- by the creation of 500,000,000 ordinary shares of Rs. 10/- each and to alter Clause E of the Memorandum of Association and Article 3 of the Articles of Association of the Company by passing the following resolution as a special resolution, with or without modification(s), addition(s) or deletion(s):

"RESOLVED THAT the Authorized Share Capital of Matco Foods Limited (the "Company") be increased from Rs. 2,000,000,000/- divided into 200,000,000 shares of Rs. 10/- each to Rs. 7,000,000,000/- divided into 700,000,000 ordinary shares of Rs. 10/- each".

"FURTHER RESOLVED THAT consequent upon the said increase in Authorized Share Capital of the Company, Clause E of the Memorandum of Association and Article 3 of the Articles of Association of the Company be and are hereby altered to read as follows:

#### CLAUSE E OF THE MEMORANDUM OF ASSOCIATION

The authorized capital of the Company is Rs. 7,000,000,000/- divided into 700,000,000/- ordinary shares of Rs. 10/- each with powers to increase or reduce the capital for the time being into several classes.

#### ARTICLE 3 OF THE ARTICLE OF ASSOCIATION

Share capital of the Company is Rs. 7,000,000,000/- divided into 700,000,000/- ordinary shares of Rs. 10/- each.

"FURTHER RESOLVED that the additional shares when issued shall carry equal voting rights and rank pari passu with the existing ordinary shares in all respects/matters in conformity with the provisions of the Companies Act, 2017."

"FURTHER RESOLVED that the Chief Executive and/or Company Secretary of the Company be and are hereby singly authorized to take all necessary steps and decisions to obtain all approvals required, if any and sign, execute and deliver and file all information/documents to the relevant authorities as deemed necessary."

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

### C. ANY OTHER BUSINESS

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

By order of the Board  
Muhammad Noman Ansari  
Company Secretary

Karachi  
June 01, 2023

### NOTES:

#### 1) CLOSURE OF SHARE TRANSFER BOOK

The Share Transfer Books of the Company will be closed from June 15, 2023, to June 21, 2023 (both days inclusive). Transfers received at the registrar of the Company M/s CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi, up to 01:00 p.m. on June 14, 2023, will be treated in time to attend and vote at the meeting.

CDC Participant ID / Folio No.	Company	Name of Shareholder	CNIC No. / NTN No.	Cell No.	E mail address
	Matco Foods Limited				

#### 2) PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING VIA PHYSICAL PRESENCE OR THROUGH VIDEO-CONFERENCING

(a) In line with the direction issued to listed companies by the Securities & Exchange Commission of Pakistan, vide its Circular No. 4 of 2021 dated February 15, 2021, and subsequent Circular No.6 of 2021 dated March 03, 2021, the Company intends to convene this General Meeting (GM) physically and virtually via video conference facility while ensuring compliance with the quorum requirements and request to the Members to consolidate their attendance and voting at the GM through proxies.

(i) Shareholders interested in attending the EOGM through Zoom application will be requested to get themselves registered with the Company at least 48 hours before the time of the EOGM at noman.ansari@matcofoods.com by providing the following details:

Video-link for the meeting will be sent to members at their provided email addresses enabling them to attend the meeting on the given date and time.

The login facility will be opened thirty (30) minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to log in and participate in the EOGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

(ii) Shareholders may send their comments and suggestions relating to the agenda items of the EOGM to the Company Secretary's Office at least two (2) working days before the EOGM, at the given email address noman.ansari@matcofoods.com. Shareholders are requested to mention their full name, CNIC #, and Folio/CDC Account # for this purpose.

(iii) Shareholders are encouraged to participate in the EOGM to consolidate their attendance and participation through proxies.

(b) A member entitled to attend the meeting may appoint any other member as his/her proxy to attend the meeting physically or through video-link.

(c) The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially attested copy of power of attorney must be deposited with the Company at least 48 hours before the time of the EOGM.

(d) For appointing proxies, the shareholders will further have to follow the under-mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:

(i) In case of individuals having physical shareholding or the account holder or sub-account holder and/or the person whose securities are in a group account and whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form accordingly.

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

(iii) Notarized copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

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

#### 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 Wednesday, June 21, 2023:

"RESOLVED THAT the Authorized Share Capital of Matco Foods Limited (the "Company") be increased from Rs. 2,000,000,000/- divided into 200,000,000 shares of Rs. 10/- each to Rs. 7,000,000,000/- divided into 700,000,000 ordinary shares of Rs. 10/- each".

"FURTHER RESOLVED THAT consequent upon the said increase in Authorized Share Capital of the Company, Clause E of the Memorandum of Association and Article 3 of the Articles of Association of the Company be and are hereby altered to read as follows:

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"FURTHER RESOLVED that the additional shares when issued shall carry equal voting rights and rank pari passu with the existing ordinary shares in all respects/matters in conformity with the provisions of the Companies Act, 2017."

"FURTHER RESOLVED that the Chief Executive and/or Company Secretary of the Company be and are hereby singly authorized to take all necessary steps and decisions to obtain all approvals required, if any and sign, execute and deliver and file all information/documents to the relevant authorities as deemed necessary."