

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to the members that Annual General Meeting of Matco Foods Limited will be held on Thursday, October 21, 2021 at 11:30 am at Registered Office of the Company at B-1/A, S.I.T.E. Phase 1, Super Highway Industrial Area, Karachi through Video Conference to transact the following business:

A. Ordinary Business:

1. To read and confirm the minutes of the previous annual general meeting held on October 24, 2020.
2. To receive, consider and adopt the Audited Annual Financial Statements of the Company together with the Directors' and Auditors' reports thereon for the year ended June 30, 2021 along with the Audited Consolidated Financial Statements of the company and Auditor's report thereon for the year ended June 30, 2021.
3. To appoint Auditors of the Company for the year ending June 30, 2022 at a mutually agreed rate of remuneration. The Board of Directors on the recommendation of the Audit Committee has proposed appointment of M/s Grant Thornton Anjum Rehman Chartered Accountants. The retiring Auditors being eligible offer themselves for re-appointment.
4. To elect 9 (nine) directors of the Company, as fixed by the Board of Directors in accordance with the provisions of Section 159(1) of the Companies Act, 2017, for a period of three years commencing from November 01, 2021. The retiring Directors are:

- | | |
|--------------------------------|---------------------------|
| i. Mr. Jawed Ali Ghori | ii. Mr. Abdul Samad Khan |
| iii. Mr. Khalid Sarfaraz Ghori | iv. Mrs. Faryal Murtaza |
| v. Mr. Faizan Ali Ghori | vi. Ms. Umme Habibah |
| vii. Mr. Safwan Khalid Ghori | viii. Mr. Agha Ahmed Shah |
| ix. Syed Kamran Rasheed | |

The retiring Directors are eligible to offer themselves for re-election.

B. Any Other Business

5. To transact any other business with the permission of the Chairman.

Karachi
September 30, 2021

By order of the Board
Danish Ahmed
Company Secretary

NOTES:

1) CLOSURE OF SHARE TRANSFER BOOK

The share transfer books of the Company will remain closed and no transfer of shares will be accepted for registration from October 14, 2021 to October 21, 2021 (both days inclusive). Transfers received in

order at the Company's Registrar Office at 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 October 13, 2021 will be treated in time for the purpose of payment of the final cash dividend, if approved by the shareholders.

2) PARTICIPATION IN THE ANNUAL GENERAL MEETING

(a) In view of the prevailing & worsening situation and ensuring the health safety of our shareholder due to pandemic COVID-19 and 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 AGM 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 AGM through proxies. In this regard, special arrangements have been made for the AGM which are as under:

- (i) AGM will be held through Zoom application - a video link facility.
- (ii) Shareholders interested in attending the AGM through Zoom application will be requested to get themselves registered with Share Registrar of the Company M/s. CDC Share Registrar Services Limited at least 48 hours before the time of AGM at cdcsr@cdcsrsl.com by providing the following details:

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

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.

Login facility will be opened sixty (60) minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the AGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

- (iii) Shareholders may send their comments and suggestions relating to the agenda items of the AGM to the Company Secretary Office at least two (2) working days before the AGM, at the given email address cdcsr@cdcsrsl.com or WhatsApp on 0321-8200864. Shareholders are requested to mention their full name, CNIC # and Folio/CDC Account # for this purpose.
 - (iv) Shareholders are encouraged to participate in the AGM 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 through video-link. A proxy form is annexed in the Annual Report.

- (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 at the Share Registrar of the Company M/s. CDC Share Registrar Services Limited at least 48 hours before the time of the AGM (i.e., latest by Tuesday, October 19, 2021 at 11:00 a.m.).
- (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 group account and their 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 number 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.
 - (iv) In 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 proxy form to the Company.

3) CNIC/NTN NUMBER ON DIVIDEND WARRANT (MANDATORY)

As it has already been notified from time to time, SECP has directed vide its Notification S.R.O. 831(1)/2012 dated July 5, 2012 that the Dividend Warrant(s) should also bear the Computerized National Identity Card (CNIC) number of the registered shareholder or the authorized person, except in case of minor(s) and corporate shareholder(s).

In order to comply with the SECP's directives and in terms of Section 243(2)(a) of the Companies Act, 2017, the Company shall be constrained to withhold the Dividend Warrant(s), in case of non-availability of a copy of valid CNIC (for individuals) and National Tax Number (for corporate entities).

Accordingly, shareholders who have not yet submitted a copy of their valid CNIC or NTN are once again requested to immediately submit the same to the Company or Share Registrar, CDC Share Registrar Services Limited.

4) DEPOSIT OF PHYSICAL SHARES INTO CDC ACCOUNT

As per Section 72 of the Companies Act, 2017 every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission.

The Shareholders having physical shareholding are encouraged to open CDC sub - account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want,



as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange.

5) UNCLAIMED DIVIDEND/SHARES

Information of unclaimed dividend/shares has been placed at the website of the Company www.matcofoods.com. Respective shareholders are requested to contact Share Registrar of the Company to collect their unclaimed dividend/shares.

6) TRANSMISSION OF ANNUAL AUDITED ACCOUNTS THROUGH EMAIL

The Securities and Exchange Commission of Pakistan through its notification SRO787(1)/2014 dated 8th September 2014 has permitted / allowed companies to circulate Annual Financial Statements along with the Notice of Annual General Meeting to its members through email. Accordingly, members are requested to send written request to the company's registered office at mentioned above along with your valid email address to provide you the financial statements at your valid email address. In case you don't wish to avail this facility, the financial statements will be sent to you at your registered address as per normal practice.

7) ELECTION OF DIRECTORS

Any person who seeks to contest the election of Directors shall, whether he/she is a retiring director or otherwise, file with the Company the following documents and information at its registered office not later than fourteen days before the day of the above said meeting:

- a) Notice of his/her intention to offer himself/herself for the election of Directors in terms of Section 159(3) of the Companies Act, 2017.
- b) Consent to act as Director as prescribed under Section 167 of the Companies Act, 2017.
- c) Declaration in respect of being compliant with the requirements of the Code of Corporate Governance and the eligibility criteria as set out in the Companies Act, 2017 to act as Director of a listed Company.

8) PLACEMENT OF FINANCIAL ACCOUNTS ON WEBSITE

Pursuant to the notification of the SECP (SRO 634(I)/2014) dated July 10, 2014, the financial statements of the Company have been placed on the Company's website at www.matcofoods.com.

9) CHANGE OF ADDRESS (IF ANY)

The shareholders are requested to notify the Company at its registered office at aforesaid address if there is any change in their addresses and update zakat status with their participants immediately.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Agenda Item # 4 – ELECTION OF DIRECTORS

The term of office of the present Directors of the company will expire on October 31, 2021. In terms of Section 159(1) of the Companies Act, 2017 (“Act”), the Board of Directors in its Board meeting held on September 09, 2021 has fixed the number of elected Directors at 9 (nine) to be elected in the Annual General Meeting of the Company for the period of next three years.

Any person who seeks to contest the election to the office of a Director, whether he is retiring director or otherwise, shall file with the Company Secretary, at the Registered Office of the Company located at B-1/A, S.I.T.E. Phase 1, Super Highway Industrial Area, Karachi not later than fourteen (14) days before the date of Annual General Meeting, the following documents:

- 1) His/her Folio No./CDC Investors Account No./CDC Sub-Account No. and number of shares held.
- 2) Notice of his/her intention to offer himself/herself for the election of Directors in terms of Section 159(3) of the Companies Act, 2017.
- 3) Consent to act as Director as prescribed under Section 167 of the Companies Act, 2017.
- 4) Detailed Profile along with his/her address to be placed on the website of the Company.
- 5) A director must be a member of the Company at the time of filing of his / her consent for contesting election of Directors except a person representing a member, which is not a natural person.
- 6) An attested copy of Computerized National Identity Card (CNIC)/Passport (in case of foreigner).
- 7) A declaration that:
 - He/she is not ineligible to become a director of the Company under the Companies Act, 2017 or other applicable laws/rules/regulations.
 - He/she is not serving as a director including as an alternate director of more than seven listed companies including this Company (when elected/appointed as Director). Provided that this limit shall not include the directorships in the listed subsidiaries.
 - He/she is not engaged in the business of brokerage, or is not a spouse of such person or is not a sponsor, director or officer of a corporate brokerage house.
 - He/she has not been declared by a court of competent jurisdiction as defaulter in repayment of loan to a financial institution.
 - He/she is aware of the duties and powers of a Director under the applicable laws/rules/regulations etc.



8) Person contesting as Independent Director shall also submit:

- A declaration that he/she qualifies the criteria of independence notified under the Companies Act, 2017 and that his/her name is listed on the data bank of independent directors maintained by an institute/organization duly notified by the Securities and Exchange Commission of Pakistan.
- An undertaking on non-judicial stamp paper that he/she meets the requirements of Sub-Regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018 along with relevant supporting information supporting the undertaking.

9) Any other document/information he/she thinks necessary and/or the Company may require.

The Final list of contesting directors will be circulated not later than seven days before the date of said meeting, in term of section 159 (4). Further, the website of the Company will be updated with the required information.

