

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to the members that Annual General Meeting of Matco Foods Limited will be held on Wednesday, October 31,2018 at 11:30 am at Institute of Chartered Accountants of Pakistan, ICAP Auditorium, Chartered Accountants Avenue, Clifton, Karachi to transact the following business:

### A. Ordinary Business:

- 1. 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, 2018 along with the Audited Consolidated Financial Statements of the Company and Auditor's report thereon for the year ended June 30, 2018.
- 2. To approve the (i) payment of final cash dividend @ Rs. 0.40 per share i.e. 4% for the year ended June 30, 2018 as recommended by the Board of Directors in addition to the interim cash dividend already paid @ Rs. 0.30 per share i.e. 3% making a total of Rs. 0.70 per share i.e. 7% during the year and (ii) issue of bonus shares in the proportion of Five (5) shares for every hundred shares held i.e. 5% which is considered under "special business" set out below. The approved/proposed bonus shares shall not be entitled for the above final cash dividend.
- 3. To elect nine (9) Directors of the Company as fixed by the Board of Directors subject to amendment in Articles of Association and Shareholders' approval in accordance with the provisions of section 159 (1) of the companies Act 2017 for the term of three (3) years. The following are the names of 7 retiring Directors, who are eligible for re-election.

(1) Mr. Jawed Ali Ghori (5) Mr. Naeem ur Rehman Akhoond

(2) Mr. Khalid Sarfaraz Ghori(6) Syed Kamran Rashid(3) Dr. Tariq Ghori(7) Mr. Abdul Samad Khan

(4) Mr. Faizan Ali Ghori

4. To appoint Auditors of the Company for the year ending June 30, 2019 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.

#### B. Special Business

5. To consider and if deemed fit pass the following ordinary resolution;

RESOLVED "that a sum of Rs. 58,286,047 out of Company's profit for issue of Bonus Shares be capitalized and applied to the issue of 5,828,605 ordinary shares of Rs. 10/- each and allotted as fully paid-up bonus shares to the members of the company whose names appeared in the members' register of the company on October 22, 2018 in the proportion of five (5) ordinary shares of Rs. 10/- each for every 100 ordinary shares of Rs. 10/- each by the shareholder and that the said shares shall rank paripassu in all respects with the existing ordinary shares of the company".

FURTHER RESOLVED "that aggregate of the fractions of a share arising on such allotment be sold and that the net proceeds thereof be donated to any registered charitable/welfare institutions subject to the approval of the shareholders".

FURTHER RESOLVED "that company's Chief Executive Officer or Company Secretary be and are hereby authorized and empowered to give effect to this resolution and to do or cause to be done all acts, deeds and things that may be necessary for the issue, allotment and distributions of the Company's shares and the payment of sale proceeds of fractions".

Statement u/s 134 (3) of the Companies Act 2017 regarding the special business:

The Directors have recommended capitalization of reserve for issue of bonus shares. The Directors are interested in the business to the extent of bonus shares which they will be entitled to receive on their respective shareholding in the company.

The Directors of the Company have no interest in the special business/or the Resolution except to the extent of their respective shareholdings and remuneration in the company.

# 6. Transmission of the Annual Audited Accounts through CD/DVD/USB:

To approve transmission of Annual Audited Financial Statements, Auditors' report and Directors' report (Annual Audited Accounts) to the members through CD/DVD/USB at their registered addresses as allowed by the Securities and Exchange Commission of Pakistan.

To consider if deemed appropriate, the following resolution;

RESOLVED "that transmission of Annual Audited Financial Statements, Auditors' report and Directors' report (Annual Audited Accounts) to the members at their registered addresses in soft form i.e. CD/DVD/USB as notified by the Securities and Exchange Commission of Pakistan vide its SRO 470(1)2016 dated May 31, 2016 be and is hereby approved".

- 7. Amendment in Articles of Association of Matco Foods Limited by inserting new Article No. 54, 55, 56 & 57 in respect of E-Voting/Proxies and deletion/addition/alteration/amendment in Article numbered 17 which relates to Directors and their composition to bring the same in line with new Companies Act 2017 and Code of Corporate Governance, as per comparative statement attached in statement of facts u/s 134(3) of Companies Act 2017.
- (i) To consider and approve and if thought fit to pass the following resolutions with or without modifications as a special resolution to alter the Articles of Associations of the company by inserting new Article numbered 54, 55, 56 & 57 in respect of E-voting as prescribed by the Securities and Exchange Commission of Pakistan, proxies and deletion/addition/alteration/amendment in Article numbered 17 of the Articles of Association of the company, therefore the following resolutions:

RESOLVED "that additions/amendments in Articles of Association of Matco Foods Limited are being made for insertion/incorporating new clauses numbered 54, 55, 56 & 57 in the Articles of Association which is be and hereby approved;



(ii) RESOLVED "that additions/insertions/amendments in Articles of Association of Matco Foods Limited are being made for insertion/incorporating in existing Article numbered 17 of the Articles of Association that the number of Directors comprising the board shall be Nine (9) together with other necessary deletion/addition/amendments/alteration to be carried out in existing Article numbered 17 to bring the same in line with new Companies Act 2017 and Code of Corporate Governance, the same is be and hereby approved". As per the comparative statement attached in statement of facts u/s 134(3) of the companies Act 2017 being sent with the notice of AGM.

FURTHER RESOLVED "that the company's Chief Executive Officer and the Company Secretary be and are hereby authorized and empowered to give effect to the above resolutions and to do or cause to do all acts, deeds and things that may be necessary or required and to sign such documents and take such steps from time to time as and when necessary".

# Any other business:

Any other business with the permission of the Chairman.

Karachi, October 9, 2018

For and behalf of the Board Muhammad Latif Qureshi Company Secretary

#### NOTES:

- (1) The share transfer books of the Company will be closed from Tuesday, October 23, 2018 to Wednesday October 31, 2018 (both days inclusive) and the dividend will be paid to the members whose names will appear in Register of Members on October 22, 2018.
- (2) A member entitled to attend a vote at the meeting may appoint another member as his/her proxy to attend, speak and vote at the meeting on his/her behalf. Instrument appointing proxy must be deposited duly completed in all respects with the company's registrar office at THK Associates (Pvt.) Ltd. 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi, Phone No. 34384050-34168266-34168267-34168272 not less than 48 hours before the time of meeting. The form of proxy is attached in the Annual Report.
- (3) Any member who seeks to contest the election of Directors shall file a Notice of his/her intention offering himself/herself as Director u/s 159 (3) of the Companies Act 2017 with the Company not later than 14 days before the date of meeting at which election of Directors is to be held along with (a) attested copy of valid CNIC/Passport (in case of foreigner) (b) consent to act as Director on Form 28 u/s 167 (1) of the Companies Act 2017 duly completed in all respects (c) his/her profile (d) a declaration that (i) he/she is not ineligible to become Director of a listed Company under the companies Act 2017 (ii) he/she is not serving as Director on more than 5 listed companies including this company (iii) he/she is aware of duties and powers of Directors under the Companies Act 2017, other laws and Regulations and Memorandum and Articles of Association of company (e) persons contesting as independent Director shall also submit a declaration that he/she qualifies the criteria of independence as laid down/mentioned in section 166 (2) of the Companies Act 2017 and under clause 5.19.1 (b) of Pakistan Stock Exchange Regulation.
- (4) 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.
- (5) The CDC account holders will further have to follow the undermentioned guidelines as mentioned in circular number 1 of 2000 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

### (A) For Attending the Meeting

- i) In case of individuals, 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 regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport (in case of foreigner) at the time of attending the meeting.
- ii) In case of corporate entity the certified copy of the Board of Directors' 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.



# (B) For Appointing Proxies:

i) In case of individuals, 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 Regulations, shall submit the proxy form as per the above requirement.

- ii) The proxy form shall be witnessed by 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 (in case of foreigner) at the time of the meeting.
- v) In case of corporate entity certified copy the Board of Directors' resolution/power of attorney with specimen signature of the nominee to represent and vote on behalf of the corporate entity shall be produced (unless it has been provided earlier) along with proxy form to the company.

# (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 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) Withholding Tax on dividend income u/s 150 of the Income Tax Ordinance 2001

i) Kindly note that u/s 150 of the income tax ordinance 2001 and pursuant to the provisions of Finance Act 2017 effective from July 1, 2017 withholding tax on dividend income will be deducted from 'filer and non-filer' shareholders at the rate of 15% and 20% respectively. Shareholders who are filers are advised to make sure that their names are entered into latest Active Tax Payer List (ATL) provided on the website of FBR at the time of dividend payment otherwise they shall be treated as non-filers and tax on their dividend will be deducted at the rate of 20% instead of 15%. The Federal Board of Revenue has clarified that withholding tax will be determined separately on filer and non-filer status of principal shareholder as well as joint holder (s) based on their shareholding proportions in case of joint account.

		Principal Shareholder		Joint Holder	
Company Name	Folio/CDC Account No.	Total Shares	Name & CNIC No.	Shareholding Proportion No. of Shares	Shareholding Proportion No. of Shares

The above required information must be reached to the company's registrar office at above mentioned address within ten days of this notice otherwise it will be construed that the shares are equally held by principal shareholder and joint holder (s).

The shareholders who holds shares jointly are requested to provide shareholding proportions of the principal shareholder and joint holder (s) in respect of shares held by them (only if not provided) to our registrar in writing.

i) As per FBR circulars C.No. 1(29)WHT/2006 dated June 30, 2010 and C.No.1(43)DG(WHT)2008-Volume-ii 66417R dated May 12, 2015, the valid exemption certificate is mandatory to claim exemption of withholding tax u/s 150 of the income tax ordinance 2001 (tax on dividend amount) where the statuary exemption under clause 47B of part iv of second schedule is available. The shareholders who fall in the category mentioned in above clause and want to avail exemption u/s 150 of the ordinance must provide valid tax exemption certificate to the Company at its registered address mentioned above before book closer positively otherwise tax will be deducted on dividend as per applicable rules.

#### (8) Payment of cash dividend electronically

The Securities and Exchange Commission of Pakistan had earlier initiated e-dividend process through its letter No. 8(4)SM/CDC/2008 dated April 5, 2013. The Companies Act 2017 also now provides in section 242 that any dividend payable in cash shall only be paid through electronic mode directly into shareholders IBAN provided by the shareholders. As such the Company will only be able to make payment of cash dividend to its shareholders through electronic mode therefore shareholders are requested to provide the details of IBAN specifying (i) Folio Number (ii) Number of Shares (iii) Title of Account (iv) Account Number (v) Bank Name (vi) Branch Name and its code and address be provided as soon as possible to the Company through the following email address:

Email: latif.qureshi@matcofoods.com

Phone: 36311649, 36320779, 0301-8250969

# (9) Shareholder's IBAN and CDC Account

The Shareholders of the Company who have not provided details of IBAN as per details as mentioned in Notes against serial number 7 and CDC participant/CDC Investor Account services (CDS-IAS). Kindly provide us the IBAN and that of the CDC Account so that the company may credit the dividend amount and the shares into their respective accounts.



# (10) Consent for Video Conference Facility:

In accordance with Section 132 (2) of the Companies Act, 2017, the Members can also avail video conference facility at Lahore and Islamabad, in this regard, please file the following form and submit to registered address of the Company 10 days before holding of the Annual General Meeting.

If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 7 days prior to date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that City.

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

I / We of being a members of Matco Foods Ltd, holder of ordinary share (s) as per Registered Folio / CDC Account No. hereby opt for video conference facility at .

Signature of member

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

Material facts concerning special business at the Annual Meeting are given below:-

Amendments in Articles of Association of Matco Foods Ltd.

In accordance with the Companies (E-voting) Regulations, 2016 issued by SECP, certain amendments are necessitated in the Articles of Association of Matco Foods Ltd.

The Additions / amendments in Articles of Association of Matco Foods Ltd as per Comparative statements appended below are proposed to be approved as special resolution.

Comparative statements of proposed amendments in Existing Articles of Association of the company is as follows.

Article	Existing Article	Proposed Alteration	Reason for change
17	The number of Directors comprising the board shall be seven (7). The company shall have at least two (2) Independent Directors. The Sponsors shall have the right to nominate four (4) Directors (the "Sponsor Directors") and IFC shall, ensure that such nominees are promptly appointed as a Director. At any time when the shares in the Company held by IFC represent at least five percent (5%) of all ordinary shares of the Company then outstanding, IFC shall have the right to nominate one (1) Director (the "IFC Nominee Director") and the Sponsors shall ensure that such nominee is promptly appointed as a Director, provided, however, that IFC shall not have the right to nominate an IFC Nominee Director if there are three (3) Independent Directors.	The number of Directors comprising the board shall be nine (9). The Company shall, have at least two Independent Directors. The Sponsors shall have the right to nominate six (6) Directors (the Sponsors Directors) and IFC shall ensure that such nominees are promptly appointed as a Director. At any time when the shares in the Company held by IFC represent at least five percent (5%) of all ordinary shares of the Company then outstanding, IFC shall have the right to nominate one (1) Director (the "IFC Nominee Director") and the Sponsors shall ensure that such nominee is promptly appointed as a Director, provided, however, that IFC shall not have the right to nominate an IFC Nominee Director if there are three (3) Independent Directors.	The Company's Articles is being amended to the same in line with Companies Act, 2017 CCG where necessary.



NEW ADDITIONS	
Addition of new Article No. 54	New Heading
Members may exercise voting rights at General Meetings through electronics means, if the company receives the requisite demand for poll in accordance with the companies (E-voting) Regulations 2016 and any amendments made from time to time hereinafter referred to as E-voting in accordance with the mandatory requirements prescribed under the said Regulations and amendments made to them from time to time by the Securities and Exchange Commission of Pakistan.	E-voting
Addition of new Article No. 55	
The instrument appointing a proxy to be in writing under the hand of the appointer of this attorney duly authorized in writing. A proxy must be a member Notwithstanding the above, in case of E-voting both members and non members can be appointed as proxy in the manner and in accordance with the companies E-voting Regulations, 2016.	Proxy be in writing
Addition of new Article No. 56	
The instrument appointing a proxy and the power of attorney or the other authority (if any) under which it is signed, or notarially certified copy of that power or authority, shall be deposited at the registered office of the company not less than forty eight hours before the time for holding the meeting at which the person named in the instrument of proxy shall not be treated as valid notwithstanding the above, an instrument appointing a proxy for purpose of E-voting shall be deposited in writing, with the company in the manner and within such timelines as prescribed under companies (E-voting) Regulations, 2016 or any amendments made there from time to time.	Deposit of instrument of proxy
Addition of new Article No. 57	
The instrument appointing a proxy may be in usual or common form or as near thereto which the directors shall approve or in the form prescribed for the purpose of E-voting by the SECP from time to time.	Form of proxy

The directors of the Company have not direct or indirect interests in the above agenda.

# Option 1

Form	of	proxy	

		member (s) of Matco Foods Ltd,
nereby appoint	or failing him / h	nerof
	as proxy in my / our be	herof ehalf at the Annual General Meeting of the
		countants of Pakistan, ICAP Auditorium
Chartered Accountant Avenue, C	Clifton Karachi, on October 31,	2018 at 11: 30 am and at any adjournment
hereof. As witness my hand this		9 9
Day of		±
igned by		Signature
n the presence of		Revenue stamp of
		Rupees Seven
Option 2		
-voting as per Companies (E-vo	ting) Regulations, 2016.	
ORM OF PROXY (E-VOTING)		
/ We	of	being a member of Matco Foods re (s) as per Register Folio
td, holder of	Ordinary shar	re (s) as per Register Folio
Nohere	eby opt for E-voting through	h intermediary and hereby consent the
		as proxy and will exercise e-voting as per
Companies (E-voting) Regulation	is, 2016 and hereby demand for	or poll for resolutions.
My secured email address is		, please send login details, password and
electronic signature through em		
signed by	·	
n the presence of		
		Signature of Shareholder
		Signature should agree
		With the specimen signature
		Registered with the company
		negistered with the company
.) Signature of witness		2) Signature of witness

#### Note:

The instrument of e-voting under option 2 shall be deposited in advance in writing at least ten days before holding of general meeting at the registered office of the Company at L-24/1 Block 21, F.B. Industrial Area, Karachi, Pakistan or through email detail of secure email address of the company.

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

Material facts concerning special business at the Annual Meeting are given below:

## Dissemination of Annual Audited accounts through CD/DVD/USB.

Securities and Exchange Commission of Pakistan (SECP) issued a SRO No. 470 (1) 2016 dated: May 31, 2016 has allowed companies to circulated its Annual Accounts (i..e) the annual balance sheet and profit and loss account, auditor's report and director's report to it's members through CD/DVD/USB at their registered addresses.

In the term of said SRO, consent of shareholders shall be obtained in Annual General Meeting or Extra Ordinary General Meeting for transmission of Annual Audited Accounts through CD/DVD/USB instead of transmitting the said accounts in hard copies. Accordingly, approval is hereby sought from shareholders to comply with the requirements of said SRO.

Subject to the approval in the Annual General Meeting, the shareholder will have an opportunity to request hard copy free of cost at their registered address after submitting a Standard Request Form (available on Company's website). While shareholders who wish to receive hard copies for all future Annual Audited Accounts shall give their preferences in writing.

Also note that in pursuance of SRO 787 (1) dated September 08, 2014, the company will continue to provide Annual Audited Accounts through email to those shareholders who have given their consent in this regard. Any changes to such arrangement should be communicated to the company on the Standard Request Form.

For your convenience, a Standard Request Form has been made available at Matco's website www.matcofoods.com either to opt to receive future annual reports through email or in hard copies or otherwise request for hard copy of the accounts if and when needed. The scanned copy of the duly filled & signed form may be emailed to the Company Secretary at latif.qureshi@matcofoods.com or the same can be submitted through post / courier to Company's Share Registrar M/s. THK Associates (Pvt.) Ltd. 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi, Phone No. 34384050-34168266-34168267-34168272 Second Floor, State Lie Building No. 3, Dr. Ziauddin Ahmed Road Karachi.

This statement is annexed to the notice of the Annual General Meeting of the Company to be held on October 31,2018.

The directors of the Company have no direct or indirect interests in the above agenda.





The Company Secretary,
Matco Foods Limited,
L-24/1, BLOCK 21, FEDERAL B INDUSTRIAL AREA
Karachi.

# **PROXY FORM**

I/We		
of		
being member(s) of Ma	atco Foods Limited holding	ordinary share
per Folio No	and/or CDC Account No	
hereby appoint		
of		
Folio No	and/or CDC Acc	count No
Failing him/her		
of	od ◆ of the Control	
Folio No	and/or CDC Account No	/ / our behalf at the Annual General Meetin
adjournment thereof.	*	Avenue, Block 8 Clifton, Karachi) and at e
Signed this	day of	,,2018.
Witness:		AFFIX
Cianaturo		REVENUE
Jigilature		STAMP
Name		Sizuvii
CNIC or Passport No		
Note:		

- •The proxy must be a member of the company.
- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint another member as a proxy to attend, act and vote on his / her behalf. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting.
- CDC shareholders and their proxies are requested to attach an attested photocopy of their Computerized National Identity Card (CNIC) or Passport with this proxy form before submission to the Company.

THE COMPANY SECRETARY
MATCO FOODS LIMITED
L-24/1, BLOCK 21, FEDERAL B
INDUSTRIAL AREA, KARACHI

AFFFIX POSTAGE



درست رقم کائک میکاونو ژزلمینژ میکاونو ژزلمینژ دل-24/1 بلاک21،فیڈرل بی انڈسٹریل ایریا، کراچی۔

	سمپنی سیریٹری
	ميڪوفو ڙزلميڻڻر
_21، فیڈرل بی انڈسٹریل ایریا،	L-24/1، بلاك
	کراچی۔

		مختارنامه
ــــــــــــــــــــــــــــــــــــــ	ار کھے ہوئے۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔۔	بحثيت ممبر(ز)ميڪوفو ڏزلميڻڏاورحق ملکيت
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	ادر/ یای دٔ ی ی ا کا وَ نٹ نمبر	فوليونمبر
,	اور/ياس ڈی ی ا کاؤنٹ نمبر	سكنير
	.ه میری/ ہماری جگداور میری/ ہماری طرف سے کمپنی کے سالانہ عام اجلاس منعقدہ بوقت .m. نینٹ آف پاکستان (چارٹرڈ اکا وُٹلینٹس الوینیو، بلاک 8 ہکلفٹن، کراچی ) میں یاا سکے کسی ملتو ی ش	
ورست رقم كافكت	اه داوراه داور	د متخط کیے گئے ہیں سال 2018 کے۔۔۔۔
چپاں کریں		گواه: د شخط:
وشخطاركن		نام: ــــــــــــــــــــــــــــــــــــ

ك:

معتار کار کن ہونالازمی ہے۔

۔ کمپنی کے عام اجلاس میں شرکت اورووٹ کا حقدار رکن اپنی جگہ شرکت اورووٹ کیلئے پراکسی مقرر کرنے کا حقدار ہے۔ کوئی بھی شخص جو کمپنی کارکن نہیں ہے اسے بطور پراکسی مقرر نہیں کیا جاسکتا سوائے اس شخص کے جےکوئی ادارہ رکن نہ ہونے پرمقرر کرے۔ پراکسیز کے موثر ہونے کیلئے لازمی ہے کہوہ کمپنی کواجلاس شروع ہونے سے کم ازم کم 88 گھنے قبل موصول ہوجا کیں۔ سے ڈی بی شئیر ہولڈرز اوران کے پراکسیز سے درخواست ہے کہ اپنے کمپیوٹر اکرز ڈتو می شناختی کارڈیا پاسپورٹ کی نقل اس پراکسی فارم کے ساتھ کمپنی کوجمع کروا کیں۔