



MATCO FOODS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to the Members that the Annual General Meeting ("AGM") of **Matco Foods Limited** ("the Company") will be held on Tuesday, October 28, 2025, at 11:00 a.m. at the Institute of Cost and Management Accountants of Pakistan, Seminar Room, ICMA Pakistan Building ST-18/C, ICMAP Avenue, Block 6, Gulshan-e-Iqbal, Karachi 75300, and through Video Conference to transact the following business:

A. Ordinary Business:

- To read and confirm the minutes of the previous EOGM held on June 27, 2025.
- 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, 2025, along with the Audited Consolidated Financial Statements of the Company and Auditors' report thereon for the year ended June 30, 2025.

Under Section 223 of the Companies Act, 2017, and according to S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company, which can be downloaded from the following web link and QR-enabled code:



<https://matcofoods.com/investor-relations#financialResult>

- To appoint Auditors of the Company for the year ending June 30, 2026, at a mutually agreed rate of remuneration. The Board of Directors, on the recommendation of the Audit Committee, has proposed the appointment of M/s Grant Thornton Anjum Rehman Chartered Accountants. The retiring Auditors, being eligible, have offered themselves for re-appointment.

B. Any Other Business

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

By order of the Board

Karachi
October 07, 2025

Muhammad Noman Ansari
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 22, 2025, to October 28, 2025 (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 21, 2025, will be treated in time for the purpose of attending and voting at the AGM.

2) Participation in the AGM via Physical Presence or Through Video-Conferencing

Members whose names appear in the Register of Members as of October 21, 2025, are entitled to attend and vote at the AGM. Such members may appoint a proxy to attend, speak, and vote on their behalf. Additionally, members are encouraged to join the AGM proceedings via the video conferencing facility, for which a link will be provided by the Company.

- Members interested in attending the AGM through the video conferencing facility will be requested to get themselves registered with the Company at least 48 hours before the time of the AGM at corporate@matcofoods.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				

- Members will be registered, after necessary verification as per the above requirement, and will be provided with a video conferencing link by the Company via email, enabling them to attend the meeting on the given date and time.
 - Only those Members will be accepted at the AGM via video-conferencing whose names match the details shared with the Company for registration (as mentioned in point 'i' above).
 - The login facility will be opened thirty (30) minutes before the meeting time till the end of the AGM.
 - Shareholders may send their comments and suggestions relating to the agenda items of the AGM at least two (2) working days before the AGM, at the given email address corporate@matcofoods.com. Shareholders are requested to mention their full name, CNIC #, and Folio/CDC Account # for this purpose.
- Shareholders are encouraged to participate in the AGM to consolidate their attendance and participation through proxies.
 - A member entitled to attend the meeting may appoint any other member as his/her proxy to attend the meeting, either in person or via video conferencing. The instrument of proxy, applicable for the AGM, is enclosed with the Notice sent to the members. The proxy form can also be downloaded from the Company's website: <https://matcofoods.com>.
 - The instrument appointing a proxy, along with the power of attorney or any other authority under which it is signed, or a notarially attested copy of such power of attorney, must be submitted to the Company no later than 48 hours prior to the scheduled time of the Annual General Meeting (AGM).
 - For the appointment of proxies, shareholders are required to adhere to the following guidelines as stipulated by the Securities and Exchange Commission of Pakistan:
 - 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.
 - The proxy form shall be witnessed by two persons whose names, addresses, and CNIC numbers shall be mentioned on the form.
 - Notarized copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - 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 a proxy form to the Company.
 - If a member appoints more than one proxy and more than one instrument of proxy is deposited by a member, all such instruments of proxy shall be rendered invalid.
 - The proxy shall produce his original CNIC or original valid passport at the time of the AGM.

3) Electronic transmission of Notice of Annual General Meeting

In compliance with section 223(6) of the Act, read with S.R.O. 452(I)/2025, dated March 17, 2025, by SECP, the Company has electronically transmitted the Notice of the Annual General Meeting to its Shareholders whose email addresses are available with the Company's Share Registrar. Furthermore, Shareholders are kindly requested to provide their valid email address (along with a copy of their valid CNIC) to the Company's Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S. M. C. H. S., Main Shahra-e-Faisal, Karachi - 74400, if the Member holds any shares in physical form or to the respective Member's Participant Investor Account Services, if shares are held in book entry form.

4) Submission of Mandatory Information (CNIC, NTN, IBAN, Email, And Zakat Declaration)

As per the directives of the Securities and Exchange Commission of Pakistan (SECP), Members are requested to immediately provide their mandatory information such as CNIC number, updated mailing address, email, contact mobile/telephone number, and International Banking Account Number (IBAN) together with a copy of their CNIC to update our records and to avoid any non-compliance of the law. Otherwise, all dividends will be withheld in terms of the directives of the SECP.

Members are requested to advise any update in their mailing addresses and submit a declaration (CZ-50) as per Zakat & Ushr Ordinance 1980 for Zakat exemption.

Members having physical shares submit the abovementioned details to M/s CDC Share Registrar Services Limited and for shares in CDS, submit the details to CDC Investors Account Services or respective Participant.

5) Conversion of Physical Shares into Book Entry Form

As per Section 72 of the Companies Act, 2017, every existing listed company is required to replace its physical shares with book-entry form within a period not exceeding four (4) years from the date of commencement of the Companies Act, 2017.

The Securities and Exchange Commission of Pakistan, through its circular # CSD/ED/Misc./2016-639-640 dated March 26, 2021, has advised the listed companies to pursue their such members who still hold shares in physical form to convert their shares into book-entry form.

The Members of the Company having physical folios/share certificates are requested to convert their shares from physical form into book-entry form as soon as possible. The Members may contact their Broker, CDC Participant, or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. It would facilitate the Members in many ways, including secure and convenient custody of shares, conveniently tradeable and transferable, no risk of loss, damage, or theft, and seamless credit of bonus or right shares. For further information and assistance, the Members may contact our Share Registrar, M/s CDC Share Registrar Services Limited.

6) Unclaimed Dividend/Shares

An updated list of unclaimed dividends/shares of the Company is available on the Company's website www.matcofoods.com. These are unclaimed dividends/shares that have remained unclaimed or unpaid for a period of three (3) years from the date these have become due and payable.

Shareholders, who for any reason, could not claim their dividend and/or bonus shares, are advised to contact our Shares Registrar M/s CDC Share Registrar Services Limited, to collect/enquire about their unclaimed dividends and/or bonus shares if any.

7) Electronic dividend mandate

In accordance with the provisions of Section 242 of the Companies Act, 2017, and Regulation 4 of the Companies (Distribution of Dividends) Regulations 2017, a listed company is required to pay cash dividends to the Members ONLY through electronic mode directly into the bank account designated by the entitled Member. In compliance with the above law, in order to receive dividends directly in your bank account, you are requested to provide (if not already provided) the information mentioned in the Form placed on the Company's website www.matcofoods.com to the brokers/CDC for shares held in the electronic form or to the Company's Shares Registrar, for shares held in physical form. In case of non-receipt of information, the Company will be constrained to withhold payment of dividends to Members.

8) Income tax on dividend payments

Dividend income on shares is liable to deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001. Withholding of tax on dividends based on the 'Active' and 'Non-Active' status of Members shall be @ 15% and 30% respectively. 'Active' means a person whose name appears on the Active Taxpayers List available at e-portal of FBR (<http://www.fbr.gov.pk/>) and 'Non-Active' means a person whose name does not appear on the Active Taxpayers List.

Further, according to clarification received from the Federal Board of Revenue (FBR), withholding tax will be determined separately on the Active/Non-Active status of the Principal Member as well as Joint-Holder(s) based on their shareholding proportions, in case of joint accounts.

All Members who hold shares with joint Members are requested to provide shareholding proportions of Principal Member and Joint Member(s) in respect of shares held by them to our share registrar, M/s CDC Share Registrar Services Limited before the close of business on October 21, 2025, as per the following format:

Name of Principal Member/Joint Holders	Shareholding Proportions (%)	CNIC No. (Copy to be attached)	Folio/CDC Account No.	Total Shares	Signature

9) Participation through Video Conference Facility

If the Company receives a demand (at least 7 days before the date of the AGM) from members holding an aggregate of at least 10% shareholding residing in any other city, to participate in the AGM through video link, the Company will arrange a video conference facility in that city (subject to availability thereof in such city).

In this regard, please send a duly signed request as per the following format to the registered address of the Company, at least 7 days before holding of the AGM.

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

Signature of member

10) Availability of Financial Statements and Reports on the Website

In accordance with the provisions of Sections 223(6) and (7) of the Companies Act, 2017, the audited financial statements of the Company for the year ended June 30, 2025, are available on the Company's website.

Notwithstanding the above, the Company will provide hard copies of the audited financial statements to any member, upon request, at their registered address, free of charge, within one (1) week of receiving such a request.

11) Prohibition of Gifts

In view of the prohibition under Section 185 of the Companies Act, 2017, the Company does not distribute gifts in any form to its members in the general meetings.