



fauji foods

FFL/HO/CS/1260-2018

February 14, 2018

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building,
Karachi.

Dear Sir,

**NOTICE OF ANNUAL GENERAL MEETING / CLOSURE OF SHARE
TRANSFER BOOKS OF NON-VOTING ORDINARY SHARES FOR
CONVERSION OF NON-VOTING SHARES INTO VOTING SHARES**

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on March 26, 2018 at Lahore.

The Share Transfer Books of the Company for both classes of shares, i.e. Ordinary Shares and Non-Voting Ordinary Shares will be closed from March 20, 2018 to March 26, 2018 (both days inclusive) for the purpose of holding the AGM and to determine the entitlement of conversion of Non-Voting Ordinary Shares into Ordinary Shares.

Transfers of Non-Voting Ordinary Shares received at the Share Registrar of the Company, i.e. M/s Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore at the close of business on March 19, 2018 will be treated in time for the purpose of conversion of Non-Voting Ordinary Shares into Ordinary Shares to the transferees.

Yours sincerely,

Brig Rizwan Rafi (Retd)
Company Secretary

FAUJI FOODS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 51st Annual General Meeting of shareholders of Fauji Foods Limited will be held on Monday, March 26, 2018 at 11:00 a.m. at Pearl Continental Hotel, Lahore to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the Extraordinary General Meeting held on September 18, 2017.
2. To receive, consider and adopt the audited accounts for the year ended December 31, 2017 and the reports of the Directors and the Auditors thereon.
3. To appoint auditors for ensuing period till next AGM and to fix their remuneration.
4. To transact any other business as may be placed before the meeting with permission of the Chairman.

SPECIAL BUSINESS

To consider and, if thought fit, to approve the following resolutions as Special Resolutions (with or without any amendments, modifications or alterations) by each class or members, namely, the members holding Ordinary Shares and the members holding Non-Voting Ordinary Shares, in each case, by the requisite majority required under the proviso to Section 38(1) of the Companies Act, 2017:

1. CHANGE IN CAPITAL STRUCTURE

RESOLVED that the authorized capital of the Voting class of shares of the Company be increased from 596,130,104 Ordinary Shares of Rs.10/- each to 700,000,000 Ordinary Shares of Rs.10/- each by addition of 103,869,896 Ordinary Shares of Rs.10/- each and deletion of 103,869,896 Non-Voting Ordinary Shares of Rs.10/- each.

2. ALTERATIONS IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

RESOLVED THAT:

- i. Clause V of Memorandum of Association of the Company be and is hereby substituted with the following:

The Authorized Capital of the Company is Rs.7,000,000,000 (Rupees seven billion) divided into 700,000,000 (seven hundred million) Ordinary Shares of Rs.10/- each, with attached thereto such preferential, deferred, qualified or special rights, privileges or conditions as provided in the Articles of Association of the Company, or in accordance with the Companies Act, 2017, and to vary, modify or abrogate such rights, privileges or conditions, in such manner as may be permitted by the Companies Act, 2017 and to increase and / or reduce the capital and to divide shares in the capital into several kinds and classes and to consolidate or subdivide the shares and to issue shares for higher or lower denominations.

- ii. Article 2(e1) of the Articles of Association of the Company, setting out the definition of "Non-Voting Ordinary Shares" be and is hereby deleted.

3. CONVERSION OF NON-VOTING ORDINARY SHARES INTO ORDINARY SHARES

RESOLVED THAT:

- i. 78,408,000 (seventy eight million four hundred eight thousand) fully paid Non-Voting Ordinary Shares be and are hereby converted into 78,408,000 (seventy eight million four hundred eight thousand) Ordinary Shares having par value of Rs.10/- per share, ranking pari passu with, and having the same rights as, the existing Ordinary Shares of the Company in all respects.
- ii. The Chief Executive and the Company Secretary are authorized jointly and severally to apply for listing of the 78,408,000 (seventy eight million four hundred eight thousand) Ordinary Shares with Pakistan Stock Exchange and also to request Central Depository Company of Pakistan Limited to add and record 78,408,000 (seventy eight million four hundred eight thousand) Ordinary Shares (being the shares converted from Non-Voting Ordinary Shares) in the Central Depository System, sign agreements, give undertakings under common seal of the Company or otherwise and to do all such acts and things as may be required in this connection.
- iii. The Company be and is hereby authorized to do all such other acts, deeds and things as may be necessary and/ or expedient for the aforesaid purposes.
- iv. The Chief Executive and Company Secretary be and are hereby jointly and severally authorized to take any and all actions necessary or conducive for the implementation of the foregoing resolutions and do all such acts, deeds and things as they may deem necessary and/or expedient, provided that the Chief Executive and Company Secretary shall jointly sign every instrument to which the common seal is affixed.

4. CIRCULATION OF ANNUAL REPORTS THROUGH CD / DVD / USB

RESOLVED that annual reports containing financial statements, directors' report, auditor' report, balance sheet, profit and loss accounts and notices of annual general meetings be circulated to the members through CD/DVD/USB at their registered addresses instead of hard copies unless the member requests the company in writing for hard copy of the same.

FURTHER RESOLVED that the Company shall be bound to provide hard copies of all the future annual audited accounts to those members only who request the Company in writing to receive hard copies.

5. CHANGES IN THE MEMORANDUM AND ARTICLES DUE TO ENACTMENT OF THE COMPANIES ACT, 2017 IN PLACE OF THE COMPANIES ORDINANCE, 1984

5.1. Alteration in the Memorandum of Association of the Company

RESOLVED that the words "The Companies Ordinance, 1984" appearing in the beginning of the Memorandum of Association be replaced with "The Companies Act, 2017".

5.2. Alteration in the Articles of Association of the Company

RESOLVED that:

- a. After Article 26, the following new **Article 26 A** be inserted:

26 A. VIDEO CONFERENCE FACILITY TO MEMBERS

"The Company may provide video conference facility to its Members at places other than the town in which general meeting is taking place after considering the geographical dispersal of its Members. For the purpose of providing video conference facility to members the Company shall follow the procedure laid down in the SECP Circular No. 10 of 2014 dated May 21, 2014 (including any modification thereof) or any other law/ regulations for the time being in force, as amended from time to time.

- b. After Article 35, the following new **Article 35 A** be inserted:

35 A. E-VOTING AND VOTING THROUGH POST IN A GENERAL MEETING

"A member may opt right of vote through postal ballot or e-voting in a general meeting of the Company. For the purpose of e-voting and/or voting through post and related matters the Company shall follow the provisions/ procedure laid down in the Companies (Postal Ballot) Regulation, 2017 (including any modification thereof) or any other law/ regulations for the time being in force, as amended from time to time."

- c. After Article 59, the following new **Article 59 A** be inserted:

59 A. PARTICIPATION OF A DIRECTOR THROUGH TELEPHONE / VIDEO CONFERENCE IN MEETING OF DIRECTORS

"The Directors of the Company may participate in the Board of Directors' meetings, whether in Pakistan or abroad, through telephone/ video conferencing. The draft minutes of meeting shall be sent to those Director(s) who had participated in the proceedings of the meeting through telephone/ video conference, for his/her confirmation. Thereafter, the minutes shall be signed by the Chairman of the meeting".

- d. After Article 81 the following new **Article 81 A** be inserted:

81 A. DIVIDEND PAYMENT THROUGH ELECTRONIC MODE

- i. The Company shall pay any dividend payable in cash through electronic mode directly into the bank accounts designated by the entitled shareholders.
- ii. Any dividend declared by the Company shall be paid to its registered shareholders within such period as may be specified.
- iii. Intimate the Pakistan Stock Exchange Limited immediately as soon as the entire dividend is paid through electronic mode directly into the bank account of the member/ shareholders.
- iv. Dividend shall be deemed to have been declared on the date of the general meeting in case of a dividend declared or approved in the general meeting and on the date of commencement of closing of share transfer for purposes of determination of entitlement of dividend in the case of an interim dividend and where register of members is not closed for such purpose, on the date on which such dividend is approved by the Board.

- e. **Article 83** be replaced with the following:

83. UNCLAIMED SHARES AND DIVIDEND TO VEST WITH THE FEDERAL GOVERNMENT

Where shares of the Company have been issued or where dividend has been declared by the Company which remain unclaimed or unpaid for a period of three years from the date it is due and payable the same shall vest with the Federal Government and the Company shall follow the procedure laid down in S.R.O. 1013(I)/2017 dated 06 October, 2017 or any modification thereof.

f. After Article 89, the following new Article 89 A be inserted:

89 A. TRANSMISSION OF ACCOUNTS ELECTRONICALLY

"The Company may, after obtaining prior written consent from members, circulate notices of general meeting and the annual balance sheet and profit and loss account, auditors' report and directors' report (annual audited accounts) to its members through e-mail. Further, subject to the consent of the members in general meeting, circulate the annual balance sheet and profit and loss account, auditors' report and directors' report (annual audited accounts) to its member through CD/DVD/USB at their registered addresses. However, if a member prefers to receive hard copies for all the future annual audited accounts than such preference of the member shall be given to the Company in writing and thereafter the Company shall provide hard copies of all the future annual audited accounts to such members".

6. CHANGES IN THE ARTICLES DUE TO ENACTMENT OF THE COMPANIES ACT, 2017 IN PLACE OF THE COMPANIES ORDINANCE, 1984

1. The words "The Companies Ordinance, 1984" appearing in the beginning of the articles be replaced with "The Companies Act, 2017".
2. The words "The Companies Ordinance, 1984" appearing in article 1 be replaced with "The Companies Act, 2017".
3. Article 2(b1) be replaced with the following: "(b1)"central depository" shall have the same meaning as assigned to it under the Securities Act, 2015 (III of 2015)".
4. The words "Ordinance" and "Companies Ordinance, 1984" appearing in article 2(g) be replaced with "Act" and "Companies Act, 2017" respectively.
5. The words "Section 147 of the Ordinance" appearing in article 2(h) be replaced with "Section 119 of the Act".
6. The word "Ordinance" appearing in article 2(j) be replaced with "Act".
7. The words "Section 2(1)(36)" and "Ordinance" appearing in article 2(k) be replaced with "Section 2(1)(66)" and "Act" respectively.
8. The word "Ordinance" appearing in article 2(q) be replaced with "Act".
9. The word "Ordinance" appearing in article 3 be replaced with "Act".

10. The words "section 90 of the Ordinance" and the word "Ordinance" appearing in article 3(ii) be replaced with "section 58 of the Act" and "Act" respectively.
11. The words "including redemption in accordance with the provisions of these Articles subject to section 85 of the Ordinance, including but not intended to," appearing in article 3(ii)(d) are hereby deleted.
12. The words "section nos. 85 and 94(4)(a) of the Ordinance" and the words "Ordinance" appearing in article 3(iii) be replaced with "the provisions of the Companies Act, 2017" and "Act" respectively.
13. The word "Ordinance" and the words "section 84 of the Ordinance" appearing in article 4 be replaced with "Act" and "section 82 of the Act" respectively.
14. The word "Ordinance" appearing in article 6 be replaced with "Act" and the figures "68 to 73" appearing in article 6 be replaced with "67 to 70".
15. The figure "95" appearing in article 12 be replaced with "86".
16. The word "Ordinance" appearing in article 16 be replaced with "Act".
17. The figure "86" appearing in article 21 be replaced with "83".
18. The words and figures "clause (d) of sub-section (1) of section 92" appearing in article 23(b) be replaced with "clause (d) of sub-section(1) of section 85".
19. The words and figures "section 108 of the Ordinance" appearing in article 23a be replaced with "section 59 of the Act".
20. The words and figure "section 159" appearing in article 28 be replaced with "section 133".
21. The words "Ordinance" appearing in article 29 be replaced with "Act".
22. The words and figure "section 167" appearing in article 36 be replaced with "section 143".
23. The figure "168" appearing in article 37 be replaced with "145".
24. The figures "178" and "160" appearing in article 40 be replaced with "159" and "134" respectively.
25. The figure "162" appearing in article 43 be replaced with "138".
26. The figure "187" appearing in article 49 be replaced with "153".
27. The figure "192" appearing in article 53 be replaced with "174".

28. The words "Ordinance" appearing in article 54 be replaced with "Act".
29. The word "Ordinance" appearing in article 56 be replaced with "Act".
30. The figure "187" appearing in article 58 be replaced with "153".
31. The figure "178" appearing in article 66 be replaced with "159".
32. The words and figures "174 to 178 and section 180 and 184" appearing in article 68 be replaced with "154 to 159 and section 161 and 167".
33. The words "Ordinance" appearing in article 70 be replaced with "Act".
34. The figure "213" appearing in article 72 be replaced with "203".
35. The word "Ordinance" appearing in article 77 be replaced with "Act".
36. The figure "251" appearing in article 82 be replaced with "243".
37. The figure "230" appearing in article 84 be replaced with "220".
38. The word "Ordinance" appearing in article 87 be replaced with "Act".
39. The words and figures "section 233 and 245 of the Ordinance" appearing in article 89 be replaced with "section 223 and 237 of the Act".
40. The word "ORDINANCE" and words and figures "section 230 to 236" appearing in article 90 be replaced with "ACT" and "section 220 to 227" respectively.
41. The words and figures "section 252 to 255" appearing in article 92 be replaced with "section 246 to 249".
42. The words and figure "section 488" appearing in article 98 be replaced with "section 492".

FURTHER RESOLVED that the Company Secretary be and is hereby authorised to do all acts, deeds and things that may be required to carry out the purpose aforesaid and to give full effect to the above resolutions.

FURTHER RESOLVED that the Company Secretary is authorized to make any corrections/ modifications/ alterations as may be pointed out or directed by the Securities and Exchange Commission of Pakistan/ Registrar of Companies.

CLOSURE OF SHARE TRANSFER BOOKS

The Share Transfer Books of the Company for both classes of shares, i.e. Ordinary Shares and Non-Voting Ordinary Shares will be closed from March 20, 2018 to March 26, 2018 (both days inclusive) for the purpose of holding the AGM and to determine the entitlement of conversion of Non-Voting Ordinary Shares into Ordinary Shares. Transfers of Non-Voting Ordinary Shares received at the Share Registrar of the Company, i.e. M/s Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore at the close of business on March 19, 2018 will be treated in time for the purpose of conversion of Non-Voting Ordinary Shares into Ordinary Shares to the transferees.

By Order of the Board

Brig Rizwan Rafi (Retd)
Company Secretary

Lahore.
January 25, 2018

NOTES:

1. A member of the Company entitled to attend and vote at the General Meeting may appoint a person/ representative as proxy to attend and vote in place of member at the meeting. Proxies in order to be effective must be received at Company's registered office duly stamped and signed not later than 48 hours before the time of holding meeting. A member cannot appoint more than one proxy. Attested copy of shareholder's CNIC must be attached with the proxy form.
2. The CDC/sub account holders are required to follow the under mentioned guidelines as laid down by Securities and Exchange Commission of Pakistan contained in Circular No. 1 of 2000 dated 26 January, 2000:-
 - (a) For attending the meeting
 - i. In case of individuals, the account holder or sub-account holder shall authenticate his/her identity by showing his / her original national identity card or original passport at the time of attending the meeting.
 - ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of meeting.
 - (b) For appointing proxies
 - i. In case of individuals, the account holder or sub-account holder shall submit the proxy form as per the above requirement.
 - ii. The proxy form shall be witnessed by the 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 at the time of the meeting.

- v. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted to the Company along with proxy form.
3. Members are requested to promptly notify any change in their addresses to the Share Registrar of the Company, i.e. M/s Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore.

Consent for Video Conference Facility

Members can also avail video conference facility in Karachi and Islamabad. In this regard please fill the following and submit to registered address of the Company 10 days before holding the general meeting.

If the Company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, to participate in the meeting through video conference at least 10 days prior to the 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 general meeting alongwith complete information necessary to enable them to access such facility.

I/We, _____ of _____, being a member of Fauji Foods Limited, holder of _____ Ordinary Share(s) as per Register Folio / CDC Account No _____ hereby opt for video conference facility at _____.

Signature of member

(Signatures and names of the Chief Executive and Directors)

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

The following statement sets out the material facts pertaining to the Special Business to be transacted at the Annual General Meeting of Fauji Foods Limited (the "Company") at 11:00 a.m. on Monday, March 26, 2018 at PC Hotel, Lahore:

1. CONVERSION OF NON-VOTING SHARES INTO VOTING SHARES / CHANGE IN CAPITAL STRUCTURE

The Board of Directors in their meeting held on January 25, 2018 has decided to convert 78,408,000 Non-Voting Ordinary Shares into Ordinary Shares at par value of Rs.10/- per share after required amendments in the Memorandum and Articles of Association of the Company subject to the approval by the members as Special Resolutions in AGM with or without modification, addition or deletion.

Modification in classes of the authorized share capital is necessary to cater for the conversion of Non-Voting Ordinary Shares into Ordinary Shares. The proposed changes in the Memorandum of Association of the Company are being made to accommodate above modification in the structure of authorized capital of Voting class of shares as approved by the Board subject to approval by the holders of voting shares and the holders of non-voting shares.

2. CHANGES IN THE MEMORANDUM AND ARTICLES DUE TO ENACTMENT OF THE COMPANIES ACT, 2017 IN PLACE OF THE COMPANIES ORDINANCE, 1984

The alterations in the Memorandum and Articles of Association of the Company are being proposed to bring in line with the requirements of various S.R.Os/ Regulations/ Directions issued by the SECP and enactment of the Companies Act, 2017 to replace the Companies Ordinance, 1984.

None of the Directors of the Company have any personal interest in the aforesaid Special Resolutions except in their capacity as Shareholders or Directors of the Company.

Lahore.

January 25, 2018