

PURE FOOD JUST TASTES BETTER



NFL/KSE/2015/9/2

28th September, 2015

**The General Manager,
Karachi Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
KARACHI.**

Fax No. (021) 111 573 329

Subject: Notice of Annual General Meeting

Dear Sir,

Enclosed please find a copy of the Notice of 44th Annual General Meeting to held on Wednesday, 21st October, 2015 at 3:00 p.m. at Beach Luxury Hotel, Karachi.

We attach herewith the Original press clipping published in Business Recorder English and Roznama Express Urdu on 28th September, 2015 in respect of the Annual General Meeting of National Foods Limited.

Thanking you,

**Yours faithfully,
FOR NATIONAL FOODS LIMITED**


**(FARHAN ABDUL LATIF)
COMPANY SECRETARY**

Encl: As above.

C'to:

1. The Secretary, Lahore Stock Exchange Ltd. Fax No. (042) 36368485
2. The Secretary, Islamabad Stock Exchange Ltd. Fax No. (051) 111 473 329
3. The Executive Director, Monitoring & Enforcement Division, Securities Exchange Commission of Pakistan, Islamabad. Fax No. (051) 9218592.
4. Head of Operations, Central Depository Company of Pakistan Ltd. Kar.
5. Share Registrar, Central Depository Company of Pakistan Ltd., Karachi.

An ISO 9001 Certified Company



Regd. Off: 12/CL-6, Claremont Road, Civil Lines, Karachi-75530
Tel: 9221-35662687, 35670793, 35670646, 35670585 **Fax:** 9221-35684870
Off: 219, The Forum G-20, Block-9, Khayaban-e-Jami, Clifton, Karachi
Tel: 9221-35821243-46 **Fax:** 9221-35821247
Factory: F/133, F/160-C, SITE, Karachi-75760
Tel: 9221-32577707-10 **Fax:** 9221-32572217
URL: www.nfoods.com

BUSINESS RECORDER

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Founded by M.A. Zuberi

Karachi, Monday 28 September 2015, 13 Zilhaj 1436



NATIONAL FOODS LIMITED
12/CL-6, Claremont Road, Civil Lines, Karachi-75530
(Tel 021-35662587 & 35670646)

Notice of Meeting

Notice is hereby given that the 44th Annual General Meeting of National Foods Limited will be held on Wednesday, October 21, 2015 at 3:00 p.m. at Beach Luxury Hotel, Karachi, to transact the following business:

Ordinary Business:

- To confirm the minutes of the 43rd annual general meeting held on October 22, 2014.
- To receive, consider and adopt the Audited Financial Statement of the Company for the year ended June 30, 2015 together with the Directors' and Auditors' Report thereon.
- To approve and declare the dividend on the Ordinary Share of the Company. The Directors have recommended final dividend of 200% (Rs. 10.00/- per Ordinary share of Rs. 5/- each) on Ordinary Shares, for the year ended June 30, 2015.
- To appoint External Auditors of the Company for the ensuing year, and to fix their remuneration. The Board of Directors, on the recommendation of Audit Committee of the Company, has proposed the appointment of M/s A. F. Ferguson & Co. Chartered Accountants as external auditors, for the year ending June 30, 2016.
- To elect 7 (seven) Directors, as fixed by the Board in accordance with the provision of Section 178(1) of the Companies Ordinance, 1984, for a term of 3 (three) years commencing from the date of holding AGM i.e. October 21, 2015.

The names of retiring directors of the Company, also eligible to offer themselves for re-election, are as follows:

- | | |
|---------------------|------------------------------------|
| 1) Mr. Abdul Majeed | 5) Mr. Khawaja Munir Mashhoorullah |
| 2) Mr. Akbar Hassan | 6) Mr. Ebrahim Qassim |
| 3) Mr. Waqar Usman | 7) Mr. Iqbal Altmohamed |
| 4) Mr. Zahid Majeed | |

Special Business:

- To consider and if thought fit, pass with or without modification, the following resolutions as special resolutions for the alterations and additions to be made in the Articles of Association of the Company:

RESOLVED THAT alterations and additions in the existing Articles of Association of the Company as per the Comparative Statement attached to the Notice of Annual General Meeting as Annexure-A, as laid before the meeting initiated by the Company Secretary for the purpose of identification, be and are hereby approved.

RESOLVED FURTHER THAT any changes, as may be required by the Securities and Exchange Commission of Pakistan in the revised articles shall be treated as approved and adopted by the shareholders and the same shall have effect from the date of passing of this special resolution.

RESOLVED FURTHER THAT Chief Executive or Secretary of the Company be and are hereby authorized to do or cause to be done any and all acts, deeds and things that may be necessary or expedient to complete any or all corporate and legal formalities to give effect to the above resolution.

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

A STATEMENT UNDER SECTION 160 (1) (b) of the Companies Ordinance, 1984 is appended to the notice and being sent, along with comparative Statements showing alterations & additions in Existing and Proposed Clauses of the Articles of Association (Annexure A).

By Order of the Board

Farhan Abdul Latif
Company SecretaryKarachi
September 28, 2015

Notes:

- Book Closure**
The share transfer books of the Company will remain closed from October 14, 2015 to October 21, 2015 (both days inclusive). Transfers received, in order, at the office of our Share Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, Block B, SMCHS, Main Shalabi-e-Faisal, Karachi - 74400, by the close of business on October 13, 2015, will be considered in time for the determination of the entitlement of the shareholders to final cash dividend and to attend and vote at the meeting.

2. Appointment of Proxy and Participation in the AGM

- A member entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint another member as his/her proxy to attend, speak and vote for his/her behalf. A proxy must be a member of the Company. A proxy shall also have the right to demand and join in demanding a poll and vote on a poll.
- The instrument appointing proxy, together with the power of attorney or other authority under which it is signed, as the case may be, or a notarially certified copy of the power or authority, must be deposited at 219, The Forum, G-20 Block-9, Khayaban-e-Jamri, Clifton Karachi, at least 48 hours before the time of the meeting. Form of Proxy is enclosed. Attested copies of valid CNIC or the passport of the member and the Proxy shall be furnished with the Proxy Form.

- Owners of the physical shares and of the shares registered in the name of Central Depository Company of Pakistan Ltd. (CDC) and / or their proxies are required to produce their original valid Computerized National Identity Card (CNIC) or Passport, for identification purposes, at the time of attending the meeting.

3. Election of Directors

Every candidate for election as a Director, whether a retiring Director or otherwise, shall file with the Company not later than 14 (fourteen) days' before the date of Annual General Meeting a notice of his/her intention to offer himself/herself for election as a Director along with (a) the consent to serve as a Director in the prescribed Form 28, (b) a detailed profile with office address and (c) a declaration confirming following facts, including the one required under the Code of Corporate Governance, to his/her appointment as Director of the Company.

- He/She is not ineligible to become a Director of the Company under any applicable laws and regulations (including listing regulations of Stock exchanges).
- He/She is not serving as a Director in seven (7) or more listed companies excluding directorships in listed subsidiaries of listed holding company.
- He/She is a registered taxpayer.
- Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor director or officer of a corporate brokerage house.

4. Submission of Copies of Valid CNICs:

SECP vide SRO No. 831(1)/2012 dated July 05, 2012 directed the companies to issue dividend warrant crossed as "A/c Payee only" which should also bear the Computerized National Identity Card (CNIC) of the registered member. Availability of valid CNIC of all members is also necessary for filing, with SECP, of the list of members along with Annual Return of the Company.

Members, who have not yet submitted attested photocopy of their valid CNIC along with folio number are requested to send the same, at the earliest, directly to the Company's Share Registrar.

In case of non-availability of valid copy of CNIC of any member, in the Company's records, the Company may withhold the Dividend Payment, which will be released only upon providing the copy.

5. Dividend Mandate Option / E-Dividend Facility

Dividend Mandate Forms are available at the Registered Office of the Company and the same are also placed on the Company's website. Members are encouraged to provide, duly filled in dividend mandate form, to receive the cash dividend declared by the Company, if any, directly into their bank account through e-dividend payment mechanism, as advised by the Securities and Exchange Commission of Pakistan vide its communication reference No. 8(4)SM/CDC2008 dated April 05, 2013. The members who wish to avail e-dividend payment facility shall not receive the dividend warrant. Members not providing dividend mandate shall continue to be paid through the dividend warrants.

6. Changes in Members Addresses

Members are requested to notify any change in their addresses immediately to the Share Registrar M/s. Central Depository Company of Pakistan Limited.

7. Deduction of Income Tax under Section 150 of the Income Tax Ordinance, 2001

Pursuant to the Finance Act, 2015, effective July 01, 2015, the rate of deduction of income tax under Section 150 of the Income Tax Ordinance, 2001, from payment of dividend to a NON-FILER of income tax return is prescribed as 17.5% and for FILER of Tax Returns as 12.5%. List of Filers is available at Federal Board of Revenue's (FBR) website: <http://www.w.fbr.gov.pk>. Members are therefore advised to update their tax FILER status latest by October 13, 2015.

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

In this regard all shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and joint-holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

Filer/Non-Filer A/c No.	Total number of shares	Principal Shareholders		Joint Holder (s)	
		Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

The required information must reach our Share Registrar by the close of business (5:00 p.m.) on October 13, 2015; otherwise it will be assumed that the shares are equally held by Principal shareholder and joint holder(s).

- The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the company or Share Registrar. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

- The information received within the above specified time would enable the Company to deduct income tax at the applicable rates from the payment of dividend if announced by the Company on October 21, 2015.

- Members seeking exemption from deduction of income tax or deduction at a reduced rate under the relevant provisions of the Income Tax Ordinance, 2001, are requested to submit a valid tax certificate or necessary documentary evidence, as the case may be, latest by October 13, 2015.

- For any query/problem/information, the investors may contact the company and/or the Share Registrar at the following email addresses:

Company: Corporate.Secretary@nfoods.com

Share Registrar: muhammad_sarwar@cdcpak.com

8. Availability of Financial Statements and Reports on the Website:

The Annual Report of the Company for the year ended June 30, 2015 has been placed on the Company's website at the given link: <http://nfoods.com/contents/our-company/financials/>

9. Electronic Transmission of Financial Statements and Notice of Meeting

Members who desire to receive annual financial statements and notice of meeting for the financial year ending June 30, 2016 or onward through e-mail, instead of registered post/courier, are requested to submit their consent on the FORM available for the purpose on Company's website.

STATEMENT UNDER SECTION 160 (1) (b) OF THE COMPANIES ORDINANCE, 1984

This Statement sets out the material facts concerning Election of Directors and the Special Business to be transacted at the 44th Annual General Meeting and the proposed Resolution related thereto:

Agenda Item No. 5

ELECTION OF DIRECTORS

The term of office of the present Board of Directors of the Company will expire on October 21, 2015. In terms of Section 178 (1) of the Companies Ordinance, 1984, the directors, at their meeting held on August 21, 2015, have fixed the number of elected directors at Seven (7) to be elected at the Annual General Meeting ("AGM") for a period of three years.

Every candidate for election as a Director, whether a retiring Director or otherwise, shall file with the Company not later than 14 (fourteen) days' before the date of Annual General Meeting a notice of his intention to offer himself for election as a Director along with the consent to serve as a Director in the prescribed Form 28 and a detailed profile with office address along with a declaration confirming that:

- He/She is not ineligible to become a Director of the Company under any applicable laws and regulations (including listing regulations of Stock exchanges).
- He/She is not serving as a Director in seven (7) or more listed companies excluding directorships in listed subsidiaries of listed holding company.
- Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor director or officer of a corporate brokerage house.

The present Directors have no interest in the matter, except to the extent that they are eligible for re-election as Directors of the Company.

AGENDA ITEM NO. 6

ALTERATIONS & ADDITIONS IN THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY
The existing Articles of Association of the Company (the Articles) contains some regulations which are no longer in conformity with the provisions of the Companies Ordinance, 1984 (the Ordinance). Accordingly, the Board of Directors has recommended certain alterations and additions to the Articles in line with the provisions of the Ordinance, recently issued notifications and the Code of Corporate Governance, 2012.

Further alterations in certain provisions of the Articles are proposed to make editorial corrections, not having any effect on the substance of the provisions thereto.

The Board has also proposed amendment in the Article 62 whereby fee for attending directors and committees meetings is being proposed to be revised from Rs. 25,000/- to Rs. 50,000/- per meeting so as to encourage value creation by the board members as envisaged under the Code of Corporate Governance as well.

A Comparative Statement of existing clauses of the Articles and proposed alteration and additions is annexed as Annexure-A, and being sent along with the notice of AGM.

The aforesaid comparative statement and the revised/amended Articles of Association are also placed at the Registered Office of the Company for inspection during business hours.

Pursuant to Section 28 of the Companies Ordinance, 1984 the consent of the members of the Articles of Association of the Company is required for alterations and additions in the shareholders for approval.

The Directors of the Company have no interest in the proposed alterations and additions in the Articles of Association, except to the extent of revised meeting fee of directors or their shareholding in the Company.

**BETA
PIPES**

Shafisons Engineering (Pvt.) Ltd.
t: +92-42-35172409, 35172410-11
e: enquiries@betapipes.com.pk
w: www.betapipes.com.pk

PVC-U Pressure Piping System, PPRC Piping System,
PVC Electrical Conduit System, PVC-U Soil Waste &
Vent System, PE Pressure Pipes.

DAILY EXPRESS, KARACHI- MONDAY, SEPTEMBER 28, 2015

نیشنل فوڈز لمیٹڈ

75530 12/CL-6، گلبرگ مینسٹریٹ روڈ، لاہور، پاکستان

(ٹیلی فون 021-35670646)

National Foods

SINCE 1970

اطلاع برائے سالانہ اجلاس عام

ذرا بڑے پیمانے پر پبلک کمپنی کے طور پر 44 سالہ سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء 3 بجے، گلبرگ مینسٹریٹ، لاہور

موجودہ ایجنڈا:

- 1۔ جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 22 اکتوبر 2014ء کو درجہ اول کی اجلاس۔
- 2۔ جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔
- 3۔ جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔
- 4۔ جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔
- 5۔ 1984ء کے کنوینشنز کے تحت 178 (1) کے مطابق درجہ اول کی اجلاس۔

موجودہ ایجنڈا:

- 1۔ جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔
- 2۔ جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔
- 3۔ جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔
- 4۔ جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔
- 5۔ 1984ء کے کنوینشنز کے تحت 178 (1) کے مطابق درجہ اول کی اجلاس۔

ایجنڈا 2015

1۔ جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔

2۔ جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔

3۔ جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔

4۔ جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔

5۔ 1984ء کے کنوینشنز کے تحت 178 (1) کے مطابق درجہ اول کی اجلاس۔

4۔ قابل مہربان کمپنی پرائیویٹ لمیٹڈ کی طرف سے جاری کردہ 2015ء کے سالانہ رپورٹ کے مطابق، جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔

5۔ قابل مہربان کمپنی پرائیویٹ لمیٹڈ کی طرف سے جاری کردہ 2015ء کے سالانہ رپورٹ کے مطابق، جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔

6۔ قابل مہربان کمپنی پرائیویٹ لمیٹڈ کی طرف سے جاری کردہ 2015ء کے سالانہ رپورٹ کے مطابق، جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔

7۔ قابل مہربان کمپنی پرائیویٹ لمیٹڈ کی طرف سے جاری کردہ 2015ء کے سالانہ رپورٹ کے مطابق، جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔

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51	52	53	54	55
56	57	58	59	60
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76	77	78	79	80
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91	92	93	94	95
96	97	98	99	100

8۔ قابل مہربان کمپنی پرائیویٹ لمیٹڈ کی طرف سے جاری کردہ 2015ء کے سالانہ رپورٹ کے مطابق، جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔

9۔ قابل مہربان کمپنی پرائیویٹ لمیٹڈ کی طرف سے جاری کردہ 2015ء کے سالانہ رپورٹ کے مطابق، جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔

10۔ قابل مہربان کمپنی پرائیویٹ لمیٹڈ کی طرف سے جاری کردہ 2015ء کے سالانہ رپورٹ کے مطابق، جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔

11۔ قابل مہربان کمپنی پرائیویٹ لمیٹڈ کی طرف سے جاری کردہ 2015ء کے سالانہ رپورٹ کے مطابق، جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔

12۔ قابل مہربان کمپنی پرائیویٹ لمیٹڈ کی طرف سے جاری کردہ 2015ء کے سالانہ رپورٹ کے مطابق، جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔

13۔ قابل مہربان کمپنی پرائیویٹ لمیٹڈ کی طرف سے جاری کردہ 2015ء کے سالانہ رپورٹ کے مطابق، جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔

14۔ قابل مہربان کمپنی پرائیویٹ لمیٹڈ کی طرف سے جاری کردہ 2015ء کے سالانہ رپورٹ کے مطابق، جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔

15۔ قابل مہربان کمپنی پرائیویٹ لمیٹڈ کی طرف سے جاری کردہ 2015ء کے سالانہ رپورٹ کے مطابق، جنرل کے نام پر 43 ویں سالانہ اجلاس عام، مہذبہ دورہ، 21 اکتوبر 2015ء کو درجہ اول کی اجلاس۔