



FAUJI FOODS LIMITED

Registered/ Head Office: 42 CCA, Ex Park View, DHA Phase - VIII, Lahore
Tel:+92-42-37136315-17, Website www.faujifoods.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of the shareholders of Fauji Foods Limited will be held on **Tuesday, November 26, 2024 at 11:00 a.m.** at FFL Head Office, 42 CCA, Ex Park View, DHA Phase- VIII, Lahore and also virtually through video link to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the Annual General Meeting held on March 25, 2024.
2. To elect 9 directors in accordance with provisions of section 159 of the Companies Act, 2017.
 - a. Pursuant to Section 159(1) and (2)(a) of the Companies Act, 2017 the Board of Directors in their meeting dated October 22, 2024 have fixed the number of elected directors as nine (9) for the purpose of elections at this meeting. The tenure of the elected directors will be three years from the date of election.
 - b. Pursuant to Section 159(2)(b) of the Companies Act, 2017 the names of the retiring directors are:
 1. Lt Gen Anwar Ali Hyder, HI(M) (Retd)
 2. Lt Gen Ali Amir Awan, HI(M) (Retd)
 3. Lt Gen Dr. Muhammad Zahid Latif Mirza (Retd)
 4. Mr. Arif ur Rehman
 5. Syed Bakhtiyar Kazmi
 6. Ms. Nosheen Akhtar
 7. Mr. Ali Asrar Hossain Aga
 8. Mr. Basharat Ahmad Bhatti
 9. Mr. Javed Kureishi

“The retiring directors are eligible for re-election”.

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

A statement of material facts under Section 166(3) of the Companies Act, 2017 is annexed to this Notice.

CLOSURE OF SHARE TRANSFER BOOKS

The share transfer books of the Company will remain closed from **November 20, 2024 to November 26, 2024** (both days inclusive) for the purpose of holding the EOGM.

By Order of the Board



Brig Naveed Azam Cheema (Retd)
Company Secretary

Lahore
October 22, 2024

NOTES:

1. The Board of Directors of the Company has fixed the number of Directors to be elected as (Nine) (09) for the term of three years with effect from November 26, 2024. As per provisions of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulation 2019, it is mandatory that voting for the election of Directors of the Company shall be held separately for the following three categories:

Sr. No.	Category	No. of Seats
1.	Female Director	01
2.	Independent Directors	03
3.	Other Directors	05
	Total	09

2. Any person/ member, whether major shareholder or a minority shareholder, who seeks to contest the election to the office of the director (“the Candidate”), whether he/she is a retiring director or otherwise, is encouraged to file a notice of intention with the Company at its registered office, not later than 14 days before the date of meeting at which elections are to be held.
3. Any person/ member who seeks to contest for election in the category of independent director or a female director, should clearly mention only one category (either female or independent) in which he/she intends to contest for the election of director.
4. The following documents are required to be submitted along with notice of intention to contest election of directors:-
 - 4.1. Notice of his/her intention to offer himself/ herself for election as director in terms of Section 159(3) of the Act and Regulation 7A of CCG-2019. The Candidate should also confirm that:-
 - 4.1.1 He/she is not ineligible to become a Director of the Company under any applicable laws and regulations.
 - 4.1.2 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.
 - 4.1.3 He/she is not serving as a director in more than seven listed companies simultaneously.
 - 4.1.4 He/she is aware of the duties of the directors under the Act, the Memorandum and Articles of Association of the Company, Rule Book of the Pakistan Stock Exchange Limited, Listed Companies (Code of Corporate Governance) Regulations, 2019 and other relevant laws & regulations.
5. Consent to act as director on Appendix to the Form-9 (for the Companies Regulations, 2024) under Section 167 of the Act.

6. A detailed profile of the Candidate including his/her address (the same will be placed on Company's website as per requirements of SECP's notification S.R.O. 1196 (I)/2019 dated October 03, 2019).
7. National Tax Number (NTN) and copy of CNIC/ Passport.
8. The candidates for independent directors quota shall submit a declaration under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations 2019 that he/she qualifies the criteria of independence notified under section 166 of the Companies Act, 2017.
9. 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.
10. 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 January 26, 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.
11. Members, having physical shares, are advised to intimate any change in their registered address and the shareholders who have not yet submitted photocopies of their Computerized National Identity Cards (CNIC) are requested to send the same at the earliest to the Share Registrar of the Company.
12. Members are requested to notify immediately any change in their e-mail address to the Share Registrar of the Company, i.e. M/s Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore.

13. Consent for Video Conference Facility

As allowed by Section 132(2) of the Companies Act, 2017 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 7 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

7 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 along with complete information necessary to enable them to access such facility.

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

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

14. Virtual Participation in the EOGM Proceedings

- 14.1 In light of relevant guidelines issued by the Securities and Exchange Commission of Pakistan (SECP) from time to time, the members are encouraged to participate in the EOGM through electronic facility arranged by the Company.
- 14.2 In order to attend the EOGM through electronic facility, shareholders are requested to get themselves registered with the Company Secretariat by providing the requisite detail at their earliest but not later than 48 hours before the time of the EOGM (i.e. by 11:00 a.m. on November 24, 2024) through e-mail to be sent at **secretary@faujifoods.com**
- 14.3 Shareholders are advised to provide the following particulars, along with the scanned copy of their CNIC and that of their proxies, if so appointed. Moreover, in the case of a corporate member, the scanned copy of the resolution of the Board of Directors / Power of Attorney with specimen signature of the nominee must also be provided.

Name of Shareholder *	CNIC / NTN No.	Folio No. / CDC Account No.	Cell No.	E-mail Address
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*Where applicable, please also give the above particulars of the proxy-holder or nominee of the shareholder.

- 14.4 The details of the electronic facility (Video-link and the login credentials) will be sent to the interested shareholders, at their provide e-mail addresses. Accordingly, the shareholders will be able to participate in EOGM proceedings through their smartphones or computer devices. In addition to above, the shareholders can also provide their comments and/or suggestions in connection with the agenda items of the EOGM by using the aforesaid means.
- 14.5 The login facility will be opened at 10:30 a.m. on November 26, 2024 enabling the participants to join the proceedings after identification and verification process before joining the meeting, which will start at 1100 hours sharp.

15. Participation in the EOGM through electronic means:

Video-link for participation virtually in the EOGM shall be available on Company's website i.e., www.faujifoods.com

Members are also requested to participate in the Extraordinary General Meeting through the following means:

1. Telephone No. [042-37136310]
2. Email ID [secretary@faujifoods.com]

3. Video Link [Join Through Below Zoom Link]
<https://us06web.zoom.us/j/83984031278?pwd=Z1X9Zo6hpfazhFGx8CIV2MSLTFG74N.1>
4. Meeting ID: 839 8403 1278
5. Passcode: 386140

16. Postal Ballot / E- Voting

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification vide SRO 2192(1)/2022 dated December 05, 2022 and SRO 905(1)/2023 dated July 07, 2023 issued by the SECP. The SECP has directed all the listed Companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business and in case of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Act. Accordingly, members of Fauji Foods Limited will be allowed to exercise their right to vote through e-voting facility or voting by post for the election of directors in its forthcoming Extraordinary General Meeting to be held on Tuesday, November 26, 2024 at 11:00 a.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations. Further details will be shared in due course.

17. Statutory Code of Conduct at EOGM

Shareholders are requested to observe the conduct referred in sub-regulation 2 of Regulation 55 of the Companies Regulations, 2024 while attending the EOGM.

18. Conversion of Physical Securities into Book Entry Form

As per Section 72 of the Companies Act, 2017 every listed company is 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, within a period not exceeding four years from the commencement of the Act, i.e., May 30, 2017. Further, vide its letter dated March 26, 2021, SECP has directed all the listed companies to pursue its shareholder for conversion of their physical securities into book entry form.

In light of the aforementioned directives, the Shareholders having physical shareholding are encouraged to open CDC account with CDS participant/CDC Investor Account Services and convert their existing physical securities into book entry form.

Annexure:

Statement made under section 166(3) of the Companies Act, 2017 in respect of appointment of Independent Directors

The statement sets out the material facts pertaining to the justification for choosing a person for appointment as an independent director to be elected at the EOGM of Company to be held on November 26, 2024.

The independent directors will also be elected through the process of election of directors in terms of Section 159 and 166(1) of the Companies Act, 2017 read with the CCG Regulations, they shall meet criteria laid down under section 166(2) of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. The Company shall exercise its due diligence before selecting a person as an independent director and ensure that the name of independent directors are available in the databank of independent directors maintained by the Pakistan Institute of Corporate Governance.

Final list of contesting directors will be published in Newspapers not later than seven days before the date of the said meeting in terms of section 159(4) of the Companies Act, 2017. Further, website of the Company will also be updated with the required information for each Director.

The present Directors of the Company have no interest in the above business except their eligibility for re-election as director of the Company.

Lahore
October 22, 2024



FAUJI FOODS LIMITED

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FORM OF PROXY

Registered Folio No. /
CDC Account No. _____

I/We _____
Name

of _____
Address

being a member of **FAUJI FOODS LIMITED** hereby appoint

_____ Name

of _____ Address

or failing him _____ Name

of _____ Address

(also being a member of the Company) as my/ our proxy to attend, act and vote for me/ us and on my/ our behalf, at the **Extraordinary General Meeting** of the Company to be held on **Tuesday, November 26, 2024 at 11:00 a.m.** at FFL Head Office, 42 CCA, Ex Park View, DHA Phase-VIII, Lahore and also virtually through video link and at any adjournment thereof.

As witness my hand this _____ day of _____ 2024.

Signature of the Shareholder/ Appointer

Revenue
Stamp
Rs.50/-

Witness 1
Signature _____

Name _____

Address _____

CNIC # _____

Witness 2
Signature _____

Name _____

Address _____

CNIC # _____

NOTE: Proxies in order to be effective must reach the Company’s Registered Office not less than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed. Proxies of the Members through CDC shall be accompanied with attested copies of their CNIC.

BOOK POST

If undelivered please return to:

FAUJI FOODS LIMITED

42 CCA, Ex Park View, DHA Phase - VIII, Lahore

Tel: +92 42-37136310, +92 042 37136315-17

Website: www.faujifoods.com