

NFL/CFD/PSX/71

April 8, 2019

The General Manager  
**Pakistan Stock Exchange (Guarantee) Ltd.,**  
Stock Exchange Building,  
Stock Exchange Road,  
KARACHI.

**Subject: Notice of Extraordinary General Meeting**

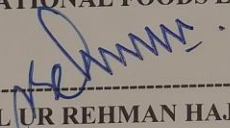
Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting to be held on April 29, 2019 at 10:00 a.m. at Beach Luxury Hotel, Karachi.

We attach herewith the original press clipping published in BUSINESS RECORDER ENGLISH AND ROZNAMA KHABRAIN URDU of April 8, 2019 for your record and circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you,

**Yours Faithfully,  
FOR NATIONAL FOODS LIMITED**

  
-----  
**(FAZAL UR REHMAN HAJANO)  
COMPANY SECRETARY**

**Encl: As above.**

**CC:**

- (1) The Executive Director, Monitoring & Enforcement Division,  
Securities Exchange Commission of Pakistan, Islamabad.**
- (2) Head of Operations, Central Depository Company of Pakistan Ltd., Karachi**
- (3) Share Registrar, Central Depository Company of Pakistan Ltd., Karachi.**

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Karachi, Monday 8 April 2019, 2 Shaban 144

## BETA PIPES

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### NATIONAL FOODS LIMITED 12/CL-6, Claremont Road, Civil Lines, Karachi-75530 (Tel. 021-35662687) NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of National Foods Limited will be held on Monday, April 29, 2019 at 10:00 am at Beach Line Hotel, Karachi, to transact the following business:-

- To confirm the minutes of the 17th Annual General Meeting held on October 19, 2018.
- To consider and if thought fit to pass with or without modification(s), the following as a special resolution for the procurement of Effluent Treatment Plant and ancillary services:  
(a) To approve and if thought fit to pass with or without modification(s), the following as a special resolution for the procurement of Effluent Treatment Plant and ancillary services:  
(b) To authorize the Board of Directors of the Company to be and is hereby authorized to sign all necessary documents and agreements in respect of procurement of Effluent Treatment Plant and ancillary services under the contract for arrangement with WQS Technologies Private Limited (WQS), a wholly owned subsidiary of AEC Holdings (Pvt.) Limited, a private company of Pakistan.
- To consider and if thought fit to pass with or without modification(s), the following as a special resolution for the alteration in Articles of Association of the Company:  
(a) To amend the existing Clause 62 of the Articles of Association of the Company to be and is hereby amended and substituted with the clause as follows:  
(b) To authorize the Board of Directors of the Company to be and is hereby authorized to sign all necessary documents and agreements in respect of arrangement of Effluent Treatment Plant and ancillary services under the contract for arrangement with WQS Technologies Private Limited (WQS), a wholly owned subsidiary of AEC Holdings (Pvt.) Limited, a private company of Pakistan.
- To transact any other business with the permission of the Chair.

By Order of the Board  
Faisal ur Rehman Haganoo  
Company Secretary

Notes:

- Share Transfer Notice: The share transfer books of the Company will remain closed from April 22, 2019 to April 29, 2019 (both days inclusive). Transfers received in order at the office of our Share Registrar Mr. Faisal ur Rehman Haganoo, National Foods Limited, C-12 House, Block 8, SACRS, Main Shahrah-e-Faisal, Karachi 74400, by the close of business on April 19, 2019, will be considered in time for the determination of the entitlement of the shareholders to attend and vote at the meeting.
- Appointment of Proxy and Participation: A member entitled to attend, speak and vote at the General Meeting is entitled to appoint another member or his/her proxy to attend, speak and vote on his/her behalf. A proxy must be a member of the Company. A proxy shall also have the right to demand and give or renounce a proxy and vote on a poll.
- The instrument appointing proxy, together with the power of attorney or other authority under which it is signed, if it can be relied on, or a notorally certified copy of the power or authority, shall be deposited at the Registered Office of the Company situated at 12/CL-6, Claremont Road, Civil Lines, Karachi-75530, at least 48 hours before the date of the meeting. Form of Proxy may be obtained from the Registrar or at the Company's offices.
- Members of the physical shares and the Shares registered in the name of Central Depository Company of Pakistan Ltd. (CDC) and/or those who are required to produce their original valid Computerized National Identity Card (CNIC) or Passport for identification purposes at the time of attending the meeting.
- Submission of Copies of valid CNICs: Members, who have not yet submitted attested photocopy of their valid CNIC, along with their numbers, are requested to send the same at the earliest, directly to the Company's Share Registrar.
- Changes in Members Addresses: Members are requested to notify any change in their addresses immediately to the Company's Share Registrar.
- Postal Ballot Voting: In accordance with the Companies (Postal Ballot) Regulations, 2016, subject to the requirements of section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot (i.e. by post or e-voting) in the manner and subject to conditions contained in aforesaid regulations.
- Video-link facility: If the members holding ten percent of the total paid up capital or such other percentage of the paid up capital as may be specified by the Commission, are resident in any other city, the company shall provide the facility of video link to such members to attend the meeting. It is required by such member to send to the company at least seven days (7) before the date of the meeting.

Consent for Video-link Facility

I/We, being a member of National Foods Limited holder of Ordinary Share(s) as per Register Folio No. \_\_\_\_\_ hereby opt for participation in the Extraordinary General Meeting to be held on \_\_\_\_\_ or any adjourned meeting through video link facility of \_\_\_\_\_ (Please insert name of the City)

Signature of member: \_\_\_\_\_

Share Registrar  
Central Depository Company of Pakistan Limited  
Share Registrar Department  
C-12 House, Block 8, SACRS, Main Shahrah-e-Faisal, Karachi-74400

Registered Office  
National Foods Limited 12/CL-6, Claremont Road, Civil Lines, Karachi

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

This statement set out all the material facts concerning Special Business under Agenda Item No. 2, and 3, to be transacted at the Extraordinary General Meeting.

**AGENDA ITEM NO. 2**  
**SPECIAL RESOLUTION FOR THE PROCUREMENT OF EFFLUENT TREATMENT PLANT AND ANCILLARY SERVICES**

National Foods Limited (NFI) is in the process of procuring Effluent Treatment Plant for NFI's Post System Plant. The plant is being procured from M/s. WQS Technologies Private Limited (WQS), a wholly owned subsidiary of AEC Holdings (Pvt.) Limited, a private company of Pakistan. The plant is being procured from WQS Technologies Private Limited (WQS), a wholly owned subsidiary of AEC Holdings (Pvt.) Limited, a private company of Pakistan. The plant is being procured from WQS Technologies Private Limited (WQS), a wholly owned subsidiary of AEC Holdings (Pvt.) Limited, a private company of Pakistan.

a) Name of related party	Associated Environment & Energy Solution Private Limited (AESSE) - a wholly owned company of AEC Holdings (Pvt.) Limited (AEC)
b) Names of the interested or connected directors	Mr. Abdul Mujeeb, Mr. Abrar Iqbal, Mr. Zahid Mujeeb and Mr. Naveed Hasan
c) Nature of relationship, interest or concern, along with complete particulars of financial or other interest or concern of directors, managers or any managerial personnel in the related party	M/s. WQS Technologies Private Limited (WQS) being the supplier is represented by AEC Private Limited in Pakistan.
d) Detail description, terms and conditions of transactions	1. Supply and Commissioning of Effluent Treatment Plant of 500 cum/day with in-situ applicable Environment Quality Standards. ii. Local Supervision iii. Supply of trained manpower for the plant operation for a limited time period.
e) Amount of transactions	i. USD 1.95 million - WQS ii. PKR 3 million - AESSE iii. PKR 5 million - AESSE
f) Timeframe or duration of the transactions or contracts or arrangements	12-18 months from installation
g) Pricing policy	AEC's Length
h) Recommendations of the audit committee	The matter was discussed and recommended in the board meeting to be placed before the shareholders in a specially convened Extraordinary General Meeting in this regard.
i) Any other relevant and material information that is necessary for the shareholders to make a well informed decision regarding the approval of related party transactions.	Three proposals were received from the vendors. An independent technical consultant namely M/s. E3 Environmental Consultants (E3C) was appointed to evaluate the proposal technically. Based on the evaluation report of E3C, WQS was identified to provide Effluent Treatment Plant.

ARTICLES OF ASSOCIATION		Rationale
Existing Article 62	Proposed Article 62	
Every Director other than Chief Executive and full-time working Director shall be entitled to a fee for attending every meeting of directors, including committee meetings, plus the actual travelling expenses incurred by him for attending the meeting. The remuneration for extra services performed by the directors shall be determined by the Board of Directors.	Every Director other than Chief Executive and a full-time working Director shall be entitled to a fee for attending meeting of directors, including committee meetings, as may be fixed by the Board of Directors from time to time to time, to the "then incumbent" including independent directors and the Chairman for attending the board and its committee meetings shall be determined by the Board and approved by the shareholders on a pre or post facta basis in the Annual General Meeting.	Avoid amending articles whenever there is a change in Director's remuneration. Approving mechanism for the determination of the scale of remuneration for directors.

Statement of Directors pursuant to 580 A23 of 2018 dated April 03, 2018  
The Directors have duly given a statement, as required under Para 5 of the aforesaid 580, that the proposed alterations are in line with the applicable provisions of the law and regulatory framework.

Disclosure of Interest of Directors: The directors of the Company have no interest in this matter except to the extent of their directorship in the Company and payment of remuneration.

8 April, 2019

# نیشنل فوڈز لمیٹڈ

(021-35662687) 75530 (ٹیلیفون) لاہور، پاکستان



## اطلاع برائے غیر معمولی (ہنگامی) اجلاس عام

1۔ یہ اجلاس 2019ء کی سالانہ اجلاس کے طور پر منعقد کیا گیا ہے۔

2۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

3۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

4۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

5۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

6۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

7۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

8۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

9۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

10۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

نام	پتہ
محمد علی احمد	لاہور، پاکستان

11۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

12۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

13۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

14۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

15۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

سلسلہ کار	تاریخ	مقام
1	2019	لاہور
2	2018	لاہور
3	2017	لاہور
4	2016	لاہور
5	2015	لاہور
6	2014	لاہور
7	2013	لاہور
8	2012	لاہور
9	2011	لاہور
10	2010	لاہور
11	2009	لاہور
12	2008	لاہور
13	2007	لاہور
14	2006	لاہور
15	2005	لاہور
16	2004	لاہور
17	2003	لاہور
18	2002	لاہور
19	2001	لاہور
20	2000	لاہور

موضوع	تاریخ	مقام
1	2019	لاہور
2	2018	لاہور
3	2017	لاہور
4	2016	لاہور
5	2015	لاہور
6	2014	لاہور
7	2013	لاہور
8	2012	لاہور
9	2011	لاہور
10	2010	لاہور
11	2009	لاہور
12	2008	لاہور
13	2007	لاہور
14	2006	لاہور
15	2005	لاہور
16	2004	لاہور
17	2003	لاہور
18	2002	لاہور
19	2001	لاہور
20	2000	لاہور

16۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

17۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

18۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

19۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔

20۔ اس اجلاس میں شرکت کے لیے ہر ایک شیئر ہولڈر کو اس اجلاس کے لیے ایک ووٹ دینا پڑے گا۔