



engro foods

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of Engro Foods Limited will be held at Hotel Avari Towers, Karachi on Friday 26th April 2019, at 10 a.m. to transact the following business:

A) ORDINARY BUSINESS

- (1) To receive and consider the Audited Accounts for the year ended December 31, 2018 and the Directors' and Auditors' Reports thereon.
- (2) To appoint Auditors and fix their remuneration.

B) SPECIAL BUSINESS

- (1) To change the name of the Company from Engro Foods Limited to FrieslandCampina Engro Pakistan Limited as the current major shareholders intend to incorporate their names in the name of the Company;
To consider and if thought fit, pass the following resolutions for approval of alteration in the Memorandum and Articles of Association of the Company under the requirement of the laws of Pakistan.

“RESOLVED that the name of the Company shall be changed from Engro Foods Limited to FrieslandCampina Engro Pakistan Limited.”

“RESOLVED FURTHER that the Company Secretary be and is hereby singly authorized to fulfill all legal, corporate and procedural formalities for changing the name of the Company and alteration of the Company's Memorandum and Articles of Association.”

- (2) Amendments in the Memorandum and Articles of Association of the Company due to change of name of the Company:
 - i. Clause I of the Memorandum of Association of the Company shall stand amended, restated and replaced with the following clause:
“I. The name of the Company is “FrieslandCampina Engro Pakistan Limited.”
 - ii. Wherever the name of the Company is mentioned as Engro Foods Limited in the Articles of Association of the Company shall stand amended, restated and replaced with the following proposed name:
“FrieslandCampina Engro Pakistan Limited.”
- (3) Changes in the Memorandum and Articles of Association of the Company due to enactment of the Companies Act, 2017 in place of the Companies Ordinance, 1984

3.1 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”

3.2 Alteration in the Articles of Association of the Company

1. The words “The Companies Ordinance, 1984” appearing in the beginning of the Articles be replaced with “The Companies Act, 2017”.
2. The definition of “The Ordinance” appearing in Article 2 shall be amended and replaced as follows: ““The Act” means the Companies Act 2017, or any statutory modification or re-enactment thereof for the time being in force.”
3. The words “Section 2(1)(36) of the Ordinance” appearing in the definition of “Special Resolution” be replaced with “Section 2(1)(66) of the Act”.
4. The words “Section 2(1)(21) of the Ordinance” appearing in the definition of “Member” be replaced with “Section 118 of the Act”.
5. The words “Section 147 of the Ordinance” appearing in the definition of “Register” be replaced with “Section 119 of the Act”.
6. The words “Section 86 of the Ordinance” appearing in Article 7 be replaced with “Section 83 of the Act”.
7. The words “Section 96 of the Ordinance” appearing in Article 9 be replaced with “Section 89 of the Act”.
8. The words “Section 95 of the Ordinance” appearing in Article 10 be replaced with “Section 86 of the Act”
9. The words “Section 82 of the Ordinance” appearing in Article 11 be replaced with “the Act”.
10. The words “within thirty [30] days” appearing in Article 21 be replaced with “within fifteen [15] days”.
11. The words “Section 80 of the Ordinance” appearing in Article 27 be replaced with “Section 79 of the Act”.
12. The words “the Ordinance” appearing in Article 30 be replaced with “the Act”.
13. The words “Section 158 of the Ordinance” appearing in Article 31 be replaced with “Section 132 of the Act”.
14. The words “eighteen months” appearing in Article 31 be replaced with “sixteen months”.
15. The words “Section 159 of the Ordinance” appearing in Article 32 be replaced with “Section 133 of the Act”.
16. The words “Section 158 and 159 of the Ordinance” appearing in Article 33 be replaced with “Section 132 and 133 of the Act”.
17. The words “Section 160(1)(b) of the Ordinance” appearing in Article 33 be replaced with “Section 134(3) of the Act”.
18. The words “Section 167 of the Ordinance” appearing in Article 41 be replaced with “Section 143 of the Act”.
19. The words “Section 168 of the Ordinance” appearing in Article 42 be replaced with “Section 145 of the Act”.
20. The words “Section 177 of the Ordinance” appearing in Article 60 be replaced with “Section 158 of the Act”.
21. The words “Section 181 of the Ordinance” appearing in Article 64 be replaced with “Section 163 of the Act”.
22. The words “Section 178 of the Ordinance” appearing in Article 64 be replaced with “Section 159 of the Act”
23. The words “Section 196(2) of the Ordinance” appearing in Article 68 be replaced with “Section 183(2) of the Act”.
24. The words “Section 196(2) of the Ordinance” appearing in Article 71 be replaced with “Section 183(2) of the Act”.
25. The words “Section 214 of the Ordinance” appearing in Article 73 be replaced with “Section 205 of the Act”.
26. The words “Section 219 of the Ordinance” appearing in Article 75 be replaced with “Section 209 of the Act”.
27. The words “Section 187 of the Ordinance” appearing in Article 79 be replaced with “Section 153 of the Act”.
28. The words “Section 196 of the Ordinance” appearing in Article 84 be replaced with “Section 183 of the Act”.
29. The words “Section 199 to 201 of the Ordinance” appearing in Article 86 be replaced with “Section 187 to 189 of the Act”.
30. The words “Section 202 of the Ordinance” appearing in Article 86 be replaced with “Section 190 of the Act”.
31. The words “Section 249(2) of the Ordinance” appearing in Article 91 be replaced with “Section 241 of the Act”.
32. The words “Section 251 of the Ordinance” appearing in Article 95 be replaced with “Section 243 of the Act”.
33. The words “Section 230 of the Ordinance” appearing in Article 98 be replaced with “Section 220 of the Act”.
34. The words “Section 233, 234 and 236 of the Ordinance” appearing in Article 101 be replaced with “Section 223 to 227 of the Act”.
35. The words “Section 236 of the Ordinance” appearing in Article 103 be replaced with “Section 227 of the Act”.
36. The words “Section 236 and 241 of the Ordinance” appearing in Article 103 be replaced with “Section 227 and 232 of the Act”.
37. The words “Section 252 to 255 of the Ordinance” appearing in Article 105 be replaced with “Section 246 to 249 of the Act”.
38. The words “the Ordinance” appearing anywhere in the Articles be replaced with “the Act”.

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.

Karachi,
February 07, 2019.

By order of the Board
Muneza Iftikar
Company Secretary

A statement under Section 134 (3) of the Companies Act, 2017, setting forth all material facts concerning the special business contained in items no. 4 and 5 of the Notice which will be considered for the adoption at the Meeting will be annexed to this Notice of the Meeting being sent to members.

N.B.

- (1) The Share Transfer Books of the Company will be closed from Friday, April 19, 2019 to Friday, April 26, 2019 (both days inclusive). Transfers received in order at the office of our Registrar, M/s. FAMCO ASSOCIATES (PVT.) LTD, 8-F, near Hotel Faran, Nursery, Block 6, PECHS, Shahra-e-Faisal, Karachi (PABX Nos. (92-21) 34380101-5 and email info.shares@famco.com.pk by the close of business (5:00 p.m) on Thursday, April 18, 2019 will be treated as being in time for the transferees and to attend and vote at the meeting.
- (2) A member entitled to attend and vote at this Meeting shall be entitled to appoint another person as his/her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have such rights as respects attending, speaking and voting at the Meeting as are available to a member. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the Meeting. A proxy need not be a member of the Company.
- (3) Pursuant to SECP Circular No 10 of 2014 dated May 21, 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference at least 7 days prior to the date of Annual General Meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility please provide the following information to the Share Registrar Office of the Company i.e. Messrs. FAMCO ASSOCIATES (PRIVATE) LIMITED, 8-F, near Hotel Faran, Nursery, Block 6, PECHS, Shahra-e-Faisal, Karachi PABX Nos (+9221) 34380101-5 and email info.shares@famco.com.pk
- (4) E-Voting

Members can exercise their right to demand a poll subject to meeting requirements of Sections 143 -145 of Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations 2018.

I/We, of being a member of Engro Foods Limited holder of Ordinary Share(s) as per Register Folio No. _____ hereby opt for video conference facility at (Please insert name of the City) _____
_____. Signature of member

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