



fauji foods

Formerly Noon Pakistan Limited

FFL/HO/CS

August 17, 2017

1. The General Manager
Pakistan Stock Exchange Ltd.
Stock Exchange Building,
Karachi.
2. Securities and Exchange Commission of Pakistan
7th Floor, NIC Building, Jinnah Avenue, Blue Area,
Islamabad.

Dear Sir,

ISSUE OF 300% RIGHT SHARES / HOLDING OF EGM

We have to inform you that the Board of Directors of Fauji Foods Limited (the Company) in their meeting held at Rawalpindi on August 17, 2017 recommended to issue Right Shares at par value of Rs.10/- per share in the proportion of 300 Ordinary shares for each 100 Ordinary shares held (300%). Non-Voting Ordinary shareholders will be likewise offered Non-Voting Ordinary Shares at par value of Rs.10/- per share in the proportion of 300 Non-Voting Ordinary shares for each 100 Non-Voting Ordinary shares held (300%).

An Extraordinary General Meeting (EGM) of the Company will be held on September 18, 2017 at 11:00 a.m. at Pearl Continental Hotel, Mall Road, Lahore primarily to approve adjustment in classes of the authorized capital structure of the Company to accommodate the aforesaid Right Issue.

CLOSURE OF SHARE TRANSFER BOOKS FOR HOLDING EGM

The Share Transfer Books of the Company (FFL and FFLNV) will be closed from September 11, 2017 to September 18, 2017 (both days inclusive) for the purpose of holding the EGM.

The proposed notice of EGM is enclosed. Financial projections for 5 years signed by all the directors in their meeting held on July 25, 2017 have already been sent.

Yours sincerely,

Brig Rizwan Rafi (Retd)
Company Secretary

Encl: As above.

Fauji Foods Limited

Registered Office: 3rd Floor, Bahria Complex Tower, 103 A/B, Shahrah-e-Quaid-e-Azam, Lahore.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders (Ordinary & Non-Voting Ordinary) of Fauji Foods Limited will be held at 11:00 a.m. on September 18, 2017 at Pearl Continental Hotel, Lahore, to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of Annual General Meeting held on March 30, 2017.

SPECIAL BUSINESS

2. To pass the following resolutions as Special Resolutions by the holders of voting shares and the holders of non-voting shares with or without any amendments, modifications or alterations:

ADJUSTMENT IN CLASSES OF THE AUTHORIZED CAPITAL STRUCTURE

RESOLVED that the authorized capital of the Voting class of shares of the Company be decreased from 680,250,000 Ordinary Shares of Rs.10/- each to 596,130,104 Ordinary Shares of Rs.10/- each.

FURTHER RESOLVED that the authorized capital of the Non-Voting class of shares of the Company be increased from 19,750,000 Non-Voting Ordinary Shares of Rs.10/- each to 103,869,896 Non-Voting Ordinary Shares of Rs.10/- each.

ALTERATIONS IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

RESOLVED that the authorized capital structure of the Company be and is hereby modified and the alterations in Clause V of the Memorandum of Association of the Company be made as under:

- i. The words and figure "680,250,000 (six hundred eighty million two hundred fifty thousand) Ordinary Shares of Rs.10/- each" shall be replaced with words and figure "596,130,104 (five hundred ninety six million one hundred thirty thousand one hundred and four) Ordinary Shares of Rs.10/- each".
- ii. The words and figure "19,750,000 (nineteen million seven hundred fifty thousand) Non-Voting Ordinary Shares of Rs.10/- each," shall be replaced with words and figure "103,869,896 (one hundred three million eight hundred sixty nine thousand eight hundred ninety six) Non-Voting Ordinary Shares of Rs.10/- each".

OTHER BUSINESS:

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

CLOSURE OF SHARE TRANSFER BOOKS:-

Share transfer books of the Company will remain closed from September 11, 2017 to September 18, 2017 (both days inclusive) for the purpose of holding the EGM

August 17, 2017

By Order of the Board
Fauji Foods Limited
Brig Rizwan Rafi (Retd)
Company Secretary

NOTES:-

1. A member of the Company entitled to attend and vote at the EGM 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 guidelines as laid down by Securities and Exchange Commission of Pakistan contained in Circular No. 1 of 2000 dated 26 January, 2000.
3. Members are requested to promptly notify any change in their addresses.
4. The shareholders, who have yet not submitted copy of their CNIC, are requested to submit the copy of their valid CNIC to our shares registrar, i.e., M/s Corplink (Pvt) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore.

STATEMENT U/S 134(3) OF THE COMPANIES ACT, 2017 WITH RESPECT TO SPECIAL BUSINESS AS CONTAINED IN THE NOTICE OF EXTRAORDINARY GENERAL MEETING TO BE HELD ON SEPTEMBER 18, 2017.

ADJUSTMENT IN CLASSES OF THE AUTHORIZED CAPITAL STRUCTURE

Adjustment in classes of the authorized share capital is necessary to cater for the issue of Non-Voting Right Shares to the holders of Non-Voting Ordinary Shares in the Company.

The proposed changes in the Memorandum of Association of the Company are being made to accommodate above adjustments in authorized capital of Non-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.

The directors of the Company do not have any interest in the special resolution that would require disclosure.

Consent for Video Conference Facility

Members holding in aggregate 10% or more shareholding 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.

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) / Non-
Voting Ordinary Share(s) as per Register Folio / CDC Account No _____ hereby
opt for video conference facility at _____.

Signature of member

FAUJI FOODS LIMITED

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 Monday, September 18, 2017 at Pearl Continental Hotel, Lahore at 11:00 a.m. and at any adjournment thereof.

As witness my hand this _____ day of _____ 2017.

Signature of the Shareholder/ Appointer

WITNESSES

1. Name _____

Address _____

CNIC # _____

2. Name _____

Address _____

CNIC # _____

Revenue
Stamp
(Rs.5/-)

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.