


**NATIONAL FOODS LIMITED**

Source: ***BUSINESS RECORDER*** Dated: September 24, 2008

	<p><b>NATIONAL FOODS LIMITED</b> 12/CL-6, Claremont Road, Civil Lines, Karachi 75530 Phone: 5652587, 5670540, 5670585 Fax: 5694870</p>
<p><b>NOTICE OF MEETING</b></p>	
<p>Notice is hereby given that the 37th Annual General Meeting of National Foods Limited will be held at the registered office situated at 12/CL-6, Claremont Road, Civil Lines Karachi, on Wednesday, October 15, 2008 at 11:00 a.m., to transact the following business:</p>	
<p><b>Ordinary Business:</b></p>	
<ol style="list-style-type: none"><li>1. To confirm the minutes of the 36th Annual General Meeting held on October 05, 2007.</li><li>2. To receive, consider and approve the audited accounts for the year ended June 30, 2008.</li><li>3. To appoint auditors for the year 2008-2009 and to fix their remuneration.</li></ol>	
<p><b>Special Business:</b></p>	
<ol style="list-style-type: none"><li>4. To consider and approve the following resolution as an Ordinary Resolution seeking to increase Authorized Share Capital of the Company:</li></ol>	
<p>*Resolved that the Authorized Share Capital of the Company be increased from existing Rs. 100,000,000 to Rs. 750,000,000 and for the purpose aforesaid:</p>	
<ol style="list-style-type: none"><li>(a) the words and figures "Rs. 750,000,000 (Rupees Seven Hundred and Fifty Million) divided into 75,000,000 (Seventy Five Million)" shall be substituted for the words and figures "Rs. 100,000,000 (One Hundred Million) divided into 10,000,000 (Ten Million)" appearing in Clause V of the Memorandum of Association of the Company; and</li></ol>	
<ol style="list-style-type: none"><li>(b) all legal and ancillary formalities shall be carried out by the Company under the Companies Ordinance, 1984.</li></ol>	
<ol style="list-style-type: none"><li>5. To consider and approve amendments in Articles of Association of the Company and in that connection to pass the following resolution as a Special Resolution with or without modification:</li></ol>	
<p>Resolved that Article 4 of Company's Articles of Association shall stand replaced with the following new Article: "The authorized capital of the Company is the amount set out in Clause V of the Memorandum of Association of the Company divided into such number of shares of Rs. 10 (Rupees ten) each as are set out in the said Clause of the Memorandum."</p>	
<ol style="list-style-type: none"><li>6. Subject to the enhancement in the authorized capital and the completion of all relevant legal formalities connected therewith, to consider and if thought fit to capitalize a sum of Rs.270,182,870/- out of the reserves of the Company and Rs.6,102,100/- representing the shares premium account for the issuance of 27,528,497 as bonus shares in the proportion of 5 (five) ordinary shares for every 1 (one) ordinary share held by the Members of the Company as on October 07, 2008.</li></ol>	
<ol style="list-style-type: none"><li>7. To approve the names of executive directors (i.e. those Directors who are holding offices of profit in the Company) and to approve the authority of the Board of Directors to determine the remuneration therefore, including post retirement benefits to the Executive Directors and the Chief Executive of the company.</li></ol>	
<ol style="list-style-type: none"><li>8. To transact any other matter with the permission of the Chairman.</li></ol>	
<p>By order of the Board of Directors</p>	
<p><b>A. Majeed</b> Chairman</p>	<p>Karachi, September 24, 2008</p>
<p>A statement as required by Section 160 (1) (b) of the Companies Ordinance 1984 in respect of the business to be considered at the meeting is being sent to the Members along with a copy of this notice.</p>	
<p><b>Notes:</b></p> <ol style="list-style-type: none"><li>1. The share transfer books of the Company will remain closed from October 08, 2008 to October 15, 2008 (both days inclusive).</li><li>2. All members are entitled to attend and vote at the meeting. A member may appoint a proxy to attend, speak and vote for him/her. A proxy must be a member of the Company.</li><li>3. In order to be valid, an instrument proxy and the power of attorney or other authority under which it is signed, or a notariarily certified copy of such power of attorney, must be deposited at the office of the Company's Share Registrar not less than 48 hours before the time of the meeting.</li><li>4. Any change of address of Members should be notified immediately to the Company's Share Registrar, Noble Computer Services (Pvt.) Ltd., 2nd Floor, Sohni Center, BS 5 &amp; 6,</li></ol>	<p>Karimabad, Block 4, Federal B. Area, Karachi.</p> <ol style="list-style-type: none"><li>5. A member who has deposited his/her shares into Central Depository Company of Pakistan Limited, a. in case of individuals, must bring his/her participant's ID number and account/sub-account number alongwith original Computerised National Identity Card or original Passport at the time of attending the meeting. b. in case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.</li><li>6. Members who have not yet submitted photocopy of their Computerised National Identity Cards to the Company are requested to send the same at the earliest.</li></ol>