



**SHARE FOOD, SHARE LOVE®**

NFL/KSE/2016/9/1

28<sup>th</sup> September, 2016

**FORM-4**

**The General Manager,  
Pakistan Stock Exchange Limited,  
Stock Exchange Building,  
Stock Exchange Road,  
KARACHI.**

**Subject: Notice of Annual General Meeting**

Dear Sir,

Enclosed please find a copy of the Notice of 45<sup>th</sup> Annual General Meeting to be held on Thursday, 20<sup>th</sup> October, 2016 at 3:00 p.m. at Beach Luxury Hotel, Karachi.

We attach herewith the Original press clipping published in Business Recorder English and Roznama Khabrain Urdu on 28<sup>th</sup> September, 2016 in respect of the Annual General Meeting of National Foods Limited for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you,

**Yours faithfully,  
FOR NATIONAL FOODS LIMITED**

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

**Encl: As above.**

**C'to:**

- 1. Securities Exchange Commission of Pakistan, Islamabad.**
- 2. Head of Operations, Central Depository Company of Pakistan Ltd. Kar.**
- 3. Share Registrar, Central Depository Company of Pakistan Ltd., Karachi.**

# BUSINESS RECORDEE

Simultaneously published from Karachi, Lahore & Islamabad 28 SEPTEMBER 2016



**NATIONAL FOODS LIMITED**  
12/CL-6, Claremont Road, Civil Lines, Karachi-75530  
(Tel. 021-35662687)

## Notice of Annual General Meeting

Notice is hereby given that the 45th Annual General Meeting of National Foods Limited will be held on Thursday, October 20, 2016 at Beach Luxury Hotel, Karachi, at 3:00 pm to transact the following business:

### Ordinary Business:

- To confirm the minutes of the 44th Annual General Meeting held on October 21, 2015.
- To receive, consider and adopt the Audited Financial Statement of the company for the year ended June 30, 2016 together with the Directors' and Auditors' Report thereon.
- To approve and declare the dividend on the Ordinary Share of the Company. The Directors have recommended final dividend of 55% (Rs. 2.75/- per ordinary share of Rs. 5/- each) on ordinary shares, for the year ended June 30, 2016.
- To appoint External Auditors of the Company for the ensuing year and to fix their remuneration. The retiring auditors, M/s A.F. Ferguson & Co. Chartered Accountants, had indicated their consent to continue as auditors. The Company had also received a notice, under Section 253(1) of the Companies Ordinance, 1984, from one of its shareholders proposing the replacement. The Board of Directors and the Audit Committee, has thus proposed the appointment of M/s KPMG Taseer Hadi & Co., Chartered Accountants in place of retiring auditors M/s A.F. Ferguson & Co. Chartered Accountants, for the year ending June 30, 2017.
- To transact any other business with the permission of the Chair.

Karachi  
September 28, 2016

By Order of the Board

Fazal ur Rehman Hijazi  
Company Secretary

### Notes:

- Book Closure**  
The share transfer books of the company will remain closed from October 13, 2016 to October 20, 2016 (both days inclusive). Transfers received, in order, at the office of our Share Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, Block B, SMCHS, Main Shahrah-e-Faisal, Karachi-74400, by the close of business on October 12, 2016, will be considered in time for the determination of the entitlement of the shareholders to final cash dividend and to attend and vote at the meeting.
- Appointment of Proxy and Participation in the AGM**
  - A member entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint another member as his/her proxy to attend, speak and vote for his/her behalf. A proxy must be a member of the company. A proxy shall also have the right to demand and join in demanding a poll and vote on a poll.
  - The instrument appointing proxy, together with the power of attorney or other authority under which it is signed, as the case may be, or a notarially certified copy of the power or authority, must be deposited at 409, The Forum, G-20 Block-9, Klayaban-e-Jam, Clifton Karachi, at least 48 hours before the time of the meeting. Form of Proxy is enclosed. Attested copies of valid CNIC or the passport of the member and the Proxy shall be furnished with the Proxy Form.
  - Owners of the physical shares and of the shares registered in the name of Central Depository Company of Pakistan Ltd. (CDC) and/or their proxies 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**  
SECP vide SRO No. 831(1)/2012 dated July 05, 2012 directed the companies to issue dividend warrant crossed as "A/c Payee only" which should also bear the Computerized National Identity Card (CNIC) of the registered member. Availability of valid CNIC of all members is also necessary for filing, with SECP, of the list of members along with Annual Return of the Company.

Members, who have not yet submitted attested photocopy of their valid CNIC along with folio number are requested to send the same, at the earliest, directly to the Company's Share Registrar.

In case of non-availability of valid copy of CNIC of any member, in the company's records, the company may withhold the dividend payment, which will be released only upon providing the copy.

- Dividend Mandate Option/E-Dividend Facility**  
Dividend Mandate Forms are available at the Registered Office of the Company and the same are also placed on the company's website. Members are encouraged to provide, duly filled in dividend mandate form, to receive the cash dividend declared by the company, if any, directly into their bank account through e-dividend payment mechanism, as advised by the Securities and Exchange Commission of Pakistan vide its communication reference No. 8(A)SM/CDC2008 dated April 05, 2013. The members who wish to avail e-Dividend payment facility shall not receive the dividend warrant. Members not providing dividend mandate shall continue to be paid through the dividend warrants.

- Changes in Members Addresses**  
Members are requested to notify any change in their addresses immediately to the Share Registrar M/s. Central Depository Company of Pakistan Limited.

- Deduction of Income Tax under Section 150 of the Income Tax Ordinance, 2001**
  - Pursuant to the Finance Act, 2016, effective July 01, 2016, the rate of deduction of income tax under Section 150 of the Income Tax Ordinance, 2001, from payment of dividend to a NON-FILER of income tax return is prescribed as 20% and for FILER of Tax Returns as 12.5%. List of Filers is available at Federal Board of Revenue's (FBR) website: <http://www.fbr.gov.pk>. Members are therefore advised to update their tax FILER status latest by October 13, 2016.

- Further, according to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Filer/Non-Filer' status of Principal shareholder as well as joint-holder(s) based on their shareholding proportions, in case of joint accounts.

In this regard all shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and joint-holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

Folio/CDC A/C No.	Total number of shares	Principal Shareholders		Joint Holder(s)	
		Name and CDC No.	Shareholding Proportion (No. of Shares)	Name and CDC No.	Shareholding Proportion (No. of Shares)

The required information must reach our Share Registrar by the close of business (5:00 pm) on October 12, 2016; otherwise it will be assumed that the shares are equally held by Principal Shareholder and joint Holder(s).

- The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Company or Share Registrar. The shareholders while sending CNIC or NTN certificates, as the case may be, must quote company name and their respective folio numbers.
- The information received within the above specified time would enable the company to deduct income tax at the applicable rates from the payment of dividend if announced by the company on October 20, 2016.
- Members seeking exemption from deduction of income tax or deduction at a reduced rate under the relevant provisions of the Income Tax Ordinance, 2001, are requested to submit a valid tax certificate or necessary documentary evidence, as the case may be, latest by October 12, 2016.
- For any query/problem/information, the investors may contact the company and/or the Share Registrar at the following email addresses:

Company: [Corporate.Secretary@nfoods.com](mailto:Corporate.Secretary@nfoods.com)

Share Registrar: [info@cdcpak.com](mailto:info@cdcpak.com)

- Availability of Financial Statements and Reports on the Website:**  
The Annual Report of the Company for the year ended June 30, 2016 has been placed on the company's website at the given link: <http://nfoods.com/investor-relations/financial-report/>
- Transmission of Annual Financial Statements and Notice of Meeting through Email**  
In terms of SRO No. 787(1)/2014 dated September 8, 2014, shareholders can opt to obtain annual balance sheet and profit and loss account, auditors report and directors report etc. alongwith the notice of Annual General Meeting through email. Members who desire to receive annual financial statements and notice of meeting for the financial year ending June 30, 2017 or onward through e-mail, instead of registered post/courier, are requested to submit their consent alongwith your valid email ID on the FORM available for the purpose on company's website.

