



NFL/BOD/8/2016/6/8

October 21, 2016

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

SUBJECT: Certified Copy of the Resolutions adopted in the Annual General Meeting of the Company held on October 20, 2016

Dear Sir,

In accordance with the Regulation No. 5.6.4(b) contained in the Rule Book of Pakistan Stock Exchange Limited, please find enclosed herewith copy of the resolutions passed and adopted by the members in the 45th Annual General Meeting of National Foods Limited held on October 20, 2016 at Beach Luxury Hotel, Karachi duly certified by the Company Secretary.

The above is submitted for information of the Exchange.

Thanking you,


FAZAL UR REHMAN HAJANO
COMPANY SECRETARY

RESOLUTIONS PASSED AND ADOPTED BY THE MEMBERS IN THE 45TH ANNUAL GENERAL
MEETING OF NATIONAL FOODS LIMITED HELD ON OCTOBER 20, 2016 AT BEACH LUXURY
HOTEL, KARACHI

Ordinary Business

1. To confirm the minutes of the 44th Annual General Meeting held on October 21, 2015.

“RESOLVED THAT the minutes of the 44th Annual General Meeting of shareholders of National Foods Limited held on October 21, 2015 be and are hereby confirmed and the Chairman be and is hereby authorized to sign the minutes as token of confirmation.”

2. 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.

“RESOLVED THAT the audited annual financial statements of the Company along with the Directors’ and Auditors’ reports thereon for the year ended June 30, 2016 together with the Audited Consolidated Financial Statements of the Company and the Auditors’ Report thereon for the year ended June 30, 2016 be and are hereby approved and adopted.”

3. 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.

“RESOLVED THAT pursuant to the recommendation of the Board of Directors, final dividend of 55% (Rs.2.75/- per Ordinary Share of Rs.5/- each) on 103, 606, 858 equity shares of the Company aggregating to Rupees 284,918,860/- for the year ended June 30, 2016 be and is hereby declared out of the current profit of the Company and that the same be paid to those shareholders whose names appear on the Company’s register of members on October 13, 2016.”

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4. 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.

“RESOLVED THAT on recommendation Audit Committee and Board of Directors M/s. KPMG Taseer Hadi & Co., Chartered Accountants be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and that the Board of Directors be and is hereby authorized to fix the remuneration.”

CERTIFIED TO BE TRUE COPY
ON BEHALF OF THE BOARD


Fazal Ur Rehman Hajano
Company Secretary

Certified True Copy
For NATIONAL FOODS LIMITED

Company Secretary