

NFL/BOD/8/2018/10/27

October 19, 2018

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 18, 2018

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 47th Annual General Meeting of National Foods Limited held on October 18, 2018 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 47TH ANNUAL GENERAL MEETING OF NATIONAL FOODS LIMITED HELD ON OCTOBER 18, 2018 AT BEACH LUXURY HOTEL KARACHI

Ordinary Business

1. To confirm the minutes of the 46th Annual General Meeting held on October 24, 2017.

“RESOLVED THAT the minutes of the 46th Annual General Meeting of shareholders of National Foods Limited held on October 24, 2017 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 Statements of the Company for the year ended June 30, 2018 together with the Directors’ and Auditors’ Reports thereon, together with Audited consolidated financial statements of the Company and the Auditors’ reports thereon for the year ended June 30, 2018.

“RESOLVED THAT the audited annual financial statements of the Company along with the Directors’ and Auditors’ reports thereon for the year ended June 30, 2018 together with the Audited Consolidated Financial Statements of the Company and the Auditors’ Report thereon for the year ended June 30, 2018 be and are hereby approved and adopted.”

3. To approve and declare the dividend on the Ordinary Shares of the Company. The Directors have recommended final dividend of 75% (Rs.3.75 /- per Ordinary Share of Rs. 5/- each), for the year ended June 30, 2018.

“RESOLVED THAT pursuant to the recommendation of the Board of Directors, final dividend of 75% (Rs.3.75/- per Ordinary Share of Rs.5/- each) on 103, 606, 856 equity shares of the Company aggregating to Rupees 388,525,710/- for the year ended June 30, 2018 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 at the close of business on October 11, 2018.”

4. To appoint External Auditors of the Company for the ensuing year, and to fix their remuneration. The Board of Directors, on the recommendation of Audit Committee of the Company, has proposed re-appointment of M/s KPMG Taseer Hadi & Co. Chartered Accountants as external auditors, for the year ending June 30, 2019.

“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.”

5. To elect 7 (seven) Directors, as fixed by the Board in accordance with the provision of Section 159 of the Companies Act, 2017, for a term of 3 (three) years commencing from the date of holding AGM i.e. October 18, 2018.

“RESOLVED THAT, effective as of October 18, 2018, the following individuals hereby stand elected as Directors of the Company for a period of three years:

- | | |
|----------------------|-------------------------|
| 1) Mr. Abdul Majeed | 4) Mrs. Saadia Naveed |
| 2) Mr. Abrar Hasan | 5) Mr. Taufiq H. Chinoy |
| 3) Mrs. Noreen Hasan | 6) Mr. Ehsan Ali Malik |
| 7) Mr. Zahid Majeed | |

Special Business:

6. To consider and, if thought fit, to pass with or without modification(s), the resolutions appearing below as ordinary resolutions for the capitalization of free reserves to issue bonus shares as recommended by the Directors.

“RESOLVED THAT a sum of Rs.103,606,856/- be capitalized out of the free reserves of the Company and applied towards issue of 20,721,371 Ordinary shares of Rs. 5 each, as 20 % fully paid bonus shares, i.e. in the portion of one (1) Ordinary share for every five (5) Ordinary shares held by the Members of the Company whose names appear in the Member Register at the close of the business on October 11, 2018.

FURTHER RESOLVED THAT the bonus shares shall rank pari passu in all respects with the existing shares of the Company as regards the future entitlements, however, these shares shall not be eligible for any final dividend declared by the Company for the year ended June 30, 2018.

FURTHER RESOLVED THAT members fractional entitlement, as a result of their entitlement to a fraction of a bonus share due to their respective shareholdings, shall be consolidated into whole shares and sold on the Pakistan Stock Exchange and the proceeds so realized shall be contributed towards the cause of construction of dams and be deposited into the bank account opened by the Finance Division, Government of Pakistan in pursuance of Supreme Court Order dated July 4, 2018 in Constitution Petition No.57 of 2016, Title “DIAMER BASHA AND MOHMAND DAM FUND-2018” bearing account No.03-593-299999-001-4 and IBN No.PK06SBPP0035932999990014.

FURTHER RESOLVED THAT the Chief Executive and Company Secretary be and are hereby jointly and/or severally authorized to give effect to these resolutions and to do and cause to be done all acts, deeds and things that may be necessary or required for issue, allotment and distribution of the said bonus shares and the deposit of sale proceeds of the fractions into aforementioned account.”

7. To consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution for the amendments in clause V of the Memorandum of Association of the Company.

“RESOLVED THAT the existing Clause V of the Memorandum of Association of the company be and is hereby amended and substituted with the clause as follows;

“The Authorized Capital of the company is Rs. 5,000,000,000 (Rupees Five Billion) divided into 1,000,000,000 (One Billion) Ordinary Shares of Rs.5/- each, with power to increase or reduce as the Company may think fit. The Company may subdivide or consolidate its shares or any of them in accordance with the provisions of the Companies Act, 2017.”

8. To consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution, to accord approval of Tenancy Agreement with ATC Holdings (Private) Limited (ATC), an associated Company, to provide office space to ATC.

“RESOLVED THAT the Company is hereby authorized to enter into and execute a Tenancy Agreement with ATC Holdings (Private) Limited (ATC), an associated company, to provide office space to ATC in the premises of registered office of the Company (12/CL-6, Claremont Road, Civil Lines, Karachi) based on terms and conditions prevalent in the market, is hereby approved to be retrospectively effective from October 1, 2017 for a period of five (5) years.

RESOLVED FURTHER THAT the Chief Executive Officer of the Company is hereby authorized to sign the agreement on behalf of the Company and upon expiry execute renewal(s) of the agreement with the approval of directors of the company, and along with Company Secretary complete all necessary legal and other formalities.”

9. To consider, and if thought fit, to pass the following resolutions as ordinary resolutions, (a) to ratify and approve the transactions carried out with related parties during the financial year ended June 30, 2018 and (b) & (c) to authorize the Board of Directors to approve all related party transactions carried out and to be carried out during the year ending June 30, 2019.

a) *“RESOLVED THAT the transactions carried out by the company with the following related parties for the financial year ended June 30, 2018 be and are hereby ratified and approved.”*

- i) National Foods DMCC;
- ii) ATC Holdings (Private) Limited;



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b) *RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approve all transactions carried out and to be carried out with the above-named related parties, on case to case basis, for the financial year ending June 30, 2019 and till next Annual General Meeting of the Company.*

RESOLVED FURTHER THAT the approval of transactions by the Board, as aforesaid, shall be deemed to have been approved by the shareholders and the transactions for the year ending June 30, 2019 shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval."

CERTIFIED TO BE TRUE COPY


Fazal Ur Rehman Hajano
Company Secretary

