

NFL/BOD/2019/4/89

April 30, 2019

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

Subject: Certified copy of the Resolutions adopted in Extra Ordinary General Meeting of the Company held on April 29, 2019

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 resolution passed and adopted by the members in the Extra Ordinary General Meeting of National Foods Limited held on April 29, 2019 at Beach Luxury Hotel, Karachi duly certified by the Company Secretary.

The above is submitted for information of the Exchange.

Thanking you,

Yours sincerely,

FOR NATIONAL FOODS LIMITED


Fazal Ur Rehman Hajano
Company Secretary

Encl: As above.

RESOLUTIONS PASSED AND ADOPTED BY THE MEMBERS IN THE EXTRA ORDINARY GENERAL MEETING OF NATIONAL FOODS LIMITED HELD ON APRIL 29, 2019 AT BEACH LUXURY HOTEL, KARACHI.

Ordinary Business

1. To confirm the minutes of the 47th Annual General Meeting held on October 18, 2018.

“RESOLVED THAT the minutes of the 47th Annual General Meeting of shareholders of National Foods Limited held on October 18, 2018 be and are hereby confirmed and the Chairman be and is hereby authorized to sign the minutes as token of confirmation.”

Special Business:

2. To consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution for the procurement of Effluent Treatment Plant and ancillary services.

“RESOLVED THAT National Foods Limited ('NFL') hereby approve/ratify contracts or arrangements for the procurement of Effluent Treatment Plant from WOG Technologies Private Limited (WOG), Singapore and provision of installation work supervision directly by WOG or through its local representatives i.e. Associated Environment & Energy Solutions (Private) Limited (wholly-owned subsidiary of ATC Holdings Pvt Limited, parent company of NFL) for the amount of transactions stated in clause (e) of the Statement of Material Facts, as annexed with the notice of meeting, including any increase in the amount of transactions or variation in the scope of work or alteration in the terms and conditions of the contracts, including the time frame, as they may happen during the course of the project.

RESOLVED FURTHER THAT the Chief Executive Officer of the Company be and is hereby authorized to sign all necessary documents and agreements in respect of procurement of Effluent Treatment Plant and related services, including on any revisions or addendums or contracts supplementary to thereof, and those already signed are hereby ratified and approved.


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 in respect of procurement of Effluent Treatment Plant and ancillary services under the contract or arrangement with WOG.”

3. To consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution for the alteration in Articles of Association of the Company.

“RESOLVED THAT the existing Clause 62 of the Articles of Association of the Company be and is hereby amended and substituted with the clause as follows:

“Every Director other than Chief Executive and a full-time working Director shall be entitled to a fee for attending meeting of directors, including committee meetings, as may be fixed by the Board of Directors from time to time. The scale of the remuneration to be paid, from time to time, to the Non-Executive including Independent Directors and the Chairman for attending the board and its Committee(s) meetings shall be determined by the Board and approved by the shareholders on a pre or post facto basis in the Annual General Meeting. The expenses incurred by a director for attending the meeting shall be reimbursed by the Company. The remuneration for extra services performed by the directors shall be determined by the Board of Directors.”

CERTIFIED TO BE TRUE COPY


Fazal Ur Rehman Hajano
Company Secretary
April 30, 2019

