

# THE ORGANIC MEAT COMPANY LIMITED

002/Secy/AGM/PSX /2019-20  
September 30, 2020

The General Manager  
Pakistan Stock Exchange  
Stock Exchange Building  
Stock Exchange Road  
Karachi



**SUB: NOTICE OF HOLDING OF 10th ANNUAL GENERAL MEETING**

Dear Sir,

Please find attached a copy of Notice of 10th Annual General Meeting of The Organic Meat Company Limited to be held on Tuesday, October 27, 2020 at 11:00 am via video link prior to its publication in the newspapers for circulation amongst the TRE Certificate Holders of the Exchange for their information and necessary reference please.

Thanking you,

Yours faithfully,  
For **The Organic Meat Company Limited**

  
  
(**Abdul Quadir**)  
Company Secretary

Encl: a/a

**Office Address:** 9th Floor, Room # 902, Port Way Trade Tower,  
Plot # 189/A, S.M.C.H.S, Karachi-Pakistan.  
Tel # : +92-21-34552146 - 47, 34555919  
E-mail : info@tomcl.net Web: www.tomcl.net  
**Plant Address :** Survey # 310, Deh Shah Mureed, Gadap, Karachi.

# THE ORGANIC MEAT COMPANY LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 10<sup>th</sup> Annual General Meeting of The Organic Meat Company Limited (the "Company") will be held on Tuesday, October 27, 2020 at 11:00 am via video link to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2020 together with the Directors' and Auditors' Reports thereon.
2. To consider and approve the payment of final cash dividend @ 20% (Rs.2.00 per share) for the year ended June 30, 2020 as recommended by the Board of Directors.
3. To appoint Auditors for the year 2020-21 and to fix their remuneration.
4. To transact any other business with the permission of the Chair.

### SPECIAL BUSINESS

5. In compliance of the direction issued by Securities and Exchange Commission of Pakistan under S.R.O.470(I)/2016 dated 31-05-2016, it is proposed that the following resolution be passed as and by way of a Special Resolution:

*"Resolved that pursuant to compliance of S.R.O.470(I)/2016 dated 31-05-2016 and subject to the consent and approval of shareholders, the Board of Directors of the Company be and is hereby authorized to circulate the Annual Audited Accounts of the Company to its members through CD/DVD/USB; that the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all acts, deeds and things that may be necessary or required to give effect to this resolution".*

6. To consider and approve the amendment in Article 36 of the Articles of Association of the Company as and by way of a special resolution with or without modification, be and is hereby amended to read as under;

*Resolved that the Remuneration of the fulltime working directors and Chief Executive of the Company and the remuneration of directors other than regular paid and fulltime working directors for attending meeting(s) of the Board and Committees of the Board shall from time to time be determined by the Board. Every Director other than regular paid & fulltime working director shall be entitled to a fee for attending meetings of the Board and Committees of the Board and in addition may be reimbursed any expenses incurred by him/her for attending the meeting, as set and approved by the Board.*

(The statement of material facts under section 134(3) of the Companies Act, 2017, pertaining to the above-mentioned special businesses is attached with the Notice).

By Order of the Board  
Abdul Quadir  
Company Secretary

Karachi  
Dated: September 30, 2020

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## NOTES:

1. The register of members of the Company will be closed from Tuesday, October 20, 2020 to Tuesday, October 27, 2020 (both days inclusive) and no transfers will be registered during that time. Shares received in order at the office of our Share Registrar, M/s. F.D. Registrar Services (Pvt) Ltd, 17th Floor, Saima Trade Tower–A, I.I. Chundrigar Road, Karachi 74000, at the close of business on Monday, October 19, 2020 will be treated in time for the above entitlement.
2. To attend the meeting, members are requested to register themselves by providing the following information through email at [cs@tomcl.net](mailto:cs@tomcl.net) on or before October 22, 2020.

Name of Shareholder	CNIC Number	CDC Account No./Folio No.	Cell Number	Email Address

3. Members who are registered, after the necessary verification, will be provided a video link by the Company on the same email address that they email the Company with. The login facility will remain open from 10:45 a.m. till the end of the meeting.
4. A member of the Company entitled to attend, speak and vote at this meeting may appoint any other member as his/her proxy to attend, speak and vote in his/her instead. The proxies to be effective must be in writing and must be received by the Company's Corporate Office 48 hours before the meeting.
5. Shareholders of the Company whose shares are registered in their account/sub-account with Central Depository System (CDS) are requested to bring original Computerized National Identity Card along with their account number in CDS and participant's ID number for verification
6. Shareholders of the Company are requested to immediately notify any change in their addresses to the Share Registrar of the Company.
7. Section 242 of the Companies Act, 2017 provides that in case of a listed company, any cash dividend declared by the company must be paid electronically directly into the bank accounts of entitled shareholders. Therefore, all shareholders are requested to fill in Dividend Mandate Form available on Company's website i.e. [www.tomcl.net](http://www.tomcl.net) and send it duly signed along with a copy of CNIC to the Registrar of the Company, M/s. F.D. Registrar Services (Pvt) Ltd in case of physical shares. In case shares are held in CDC then Dividend Mandate Form must be submitted directly to shareholder's broker/participant/CDC account services. In case of non-submission of IBAN, the Company will withhold the payment of dividends under Companies (Distribution of Dividends) Regulations, 2017.
8. All Shareholders are advised to check their status on Active Taxpayers List (ATL) available on FBR website and if required take necessary actions for inclusion of their name in ATL. In case a person's name does not appear in the ATL, the applicable tax rate will be increased by hundred percent.
9. In case of joint account, please intimate proportion of shareholding of each account holder along with their individual's status on the ATL.
10. Members who desire to stop deduction of Zakat from their dividends may submit a declaration on non-judicial stamp paper duly signed as required under the law (if not submitted earlier).
11. Withholding Tax exemption from the dividend income shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar by first day of Book Closure.
12. The corporate shareholders having CDC accounts are required to have their National Tax Numbers (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the company or our Share Registrar, M/s. F.D. Registrar Services (Pvt) Ltd. The shareholders while sending NTN or NTN certificate, as the case may be must quote company name and their respective folio numbers.

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13. In compliance of Section 244 of the Companies Act 2017, once the Company has completed stipulated formalities, any unclaimed dividend and/or shares that have remained outstanding for a period of three years from the date of becoming due and payable or more shall be credited to the Federal Government (in case of dividend) or delivered to the SECP (in case of physical shares). Shareholders who could not collect their dividend/physical shares are advised to contact the Share Registrar of the Company to collect/inquire about their unclaimed dividend or shares, if any.
14. With reference to S.R.O. 787(I)/2014 dated September 8, 2014 issued by SECP; shareholders have an option to receive Annual Audited Financial Statements and Notice of Annual General Meeting through email. Shareholders of the Company are requested to give their consent to the Company's Corporate Office to update our record if they wish to receive Annual Audited Financial Statements and Notice of General Meeting through email. However, if shareholders, in addition, request for hard copy of Audited Financial Statements, the same shall be provided free of cost within seven [7] days of receipt of such written request.
15. Annual Audited Accounts of the Company for the year ended June 30, 2020 have been placed on Company's website at www.tomcl.net.
16. Members can exercise their right to vote by means of postal ballot i.e. by post or through electronic mode subject to the requirements of Section 143 -145 of Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations 2018.
17. Members can also avail video conference facility, in this regard, please fill the following and submit to the Registered Office of the Company seven (7) days before holding of the Annual General Meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least seven (7) days prior to date of the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of The Organic Meat Company Limited, holder of \_\_\_\_\_ Ordinary Share(s) as per Register CDC/ Folio no. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

## STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

### SECP S.R.O.470(I)/2016 dated 31-05-2016, Circulation of Annual Audited Accounts through CD/DVD/USB to the shareholders (Item No. 5 of the Notice).

As per S.R.O.470(I)/2016 dated 31-05-2016, the Securities and Exchange Commission of Pakistan allowed companies to circulate Annual Audited Accounts to its members through CD/DVD/USB at their registered addresses. However, the company shall furnish hard copy of the annual report / annual audited accounts free of cost to the members on demand at their registered address within one week of such demand.

For convenience of shareholders, the company shall place a Standard Request Form on its website to communicate their need of hard copies of the annual audited accounts instead of sending the same through CD/DVD/USB.

### To consider and approve the amendment in Article 36 of the Articles of Association of the Company (Item No. 6 of the Notice).

The Remuneration of the fulltime working directors & the Chief Executive of the Company and the remuneration of directors other than regular paid & fulltime working directors, for attending meeting(s) of the Board and Committees of the Board are determined by the Board. In order to align the Article 36 of the Articles of Association of the Company with Section 170 of the Companies Act, 2017, the Article 36 of the Articles of Association of the Company is required to be amended.

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