



NATIONAL FOODS LIMITED

NOTICE OF 55th ANNUAL GENERAL MEETING

Notice is hereby given that the 55th Annual General Meeting of National Foods Limited will be held on **Monday, October 26, 2026**, at 10:00 a.m. at Beach Luxury Hotel, Karachi to transact the following business. The shareholders who wish to attend the AGM via video link facility may do so.

Ordinary Business:

- To confirm the Minutes of Extra Ordinary General Meeting held on January 12, 2026.
- To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2026, 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, 2026.

Note: Member may access the Annual Audited Financial Statements through the following QR code and web-link:



Web Link: <https://www.nfoods.com/investor-relations/#annual-general>

QR Code:

- To consider, approve and declare the dividend on the ordinary shares of the Company. The Directors have recommended a Final Cash dividend of **Rs. 5.00** per ordinary share (**100%**) in addition to the **500 %** interim cash dividends announced and already paid, making a total dividend of **Rs.30** per share (**600 %**) for the financial year ended June 30, 2026.
- To appoint the external auditors of the Company for the financial year ending June 30, 2027, and to fix their remuneration. A.F. Ferguson & Co., Chartered Accountants, being eligible for appointment as auditors of the Company, have given their consent to act as auditors of the Company, and the Board of Directors has recommended their appointment.

SPECIAL BUSINESS:

- To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution for subdivision of the share capital of the Company and required amendments in the capital clauses of Memorandum and Articles of Association.**
"RESOLVED THAT pursuant to Section 85 of the Companies Act, 2017 and Article 28 of the Articles of Association of the Company, the existing share capital of the Company, including its authorized, issued and paid-up capital, be and is hereby altered in the manner that each ordinary share of the Company having a face value of Rs. 5/- be subdivided into five (5) ordinary shares of Re. 1/- each, with no change in the rights and privileges attached to such shares.
RESOLVED FURTHER THAT the Authorized Capital of the Company be and is hereby subdivided from 1,000,000,000 Ordinary Shares of Rs. 5/- each to 5,000,000,000 Ordinary Shares of Re. 1/- each, consequently the existing Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company be and is hereby amended and substituted to read as follows:
Clause V of the Memorandum of Association
"The Authorized Capital of the Company is Rs. 5,000,000,000/- (Rupees Five Billion) divided into 5,000,000,000 (Five Billion) Ordinary Shares of Re. 1/- (Rupee One) each, with power to increase or reduce as the Company may think fit. The Company may sub-divide or consolidate its shares or any of them in accordance with the provisions of the Companies Act, 2017."
Article 4 of the Articles of Association
"The authorized capital of the Company is the amount set out in Clause V of the Memorandum of Association of the Company divided into such number of shares of Re. 1/- (Rupee One) each as are set out in the said clause of the Memorandum."

RESOLVED FURTHER THAT the issued and paid-up capital of the Company comprising 233,115,425 Ordinary Shares of Rs. 5/- each be and is hereby subdivided into 1,165,577,125 Ordinary Shares of Re. 1/- each.

RESOLVED FURTHER THAT each existing Ordinary Share of the Company having a face value of Rs. 5/- shall stand subdivided into five (5) Ordinary Shares of Rs. 1/- each, and the existing 233,115,425 Ordinary Shares of Rs. 5/- each shall accordingly stand subdivided into 1,165,577,125 Ordinary Shares of Rs. 1/- each, which shall be issued/credited to the shareholders in proportion to their respective entitlements as on the effective date.

RESOLVED FURTHER THAT the Chief Executive Officer and/or the Company Secretary be and are hereby authorized, singly, to take all necessary steps and complete all corporate, legal and regulatory formalities to give effect to the foregoing resolutions, including determination and announcement of the effective date, closure of the Members' Register, coordination with the Central Depository Company/CDC Share Registrar Services Limited, issuance/credit of the subdivided shares in physical and electronic form, and making all necessary filings and disclosures with the relevant regulatory authorities."

- To consider and approve the Addendum to the Related Party Transaction in the UAE between National Foods -FZCO (NF FZCO) and Epicure FZCO - (Epicure FZCO), pursuant to which Epicure FZCO will act as the Investment Advisor/facilitator, further render post-acquisition integration & growth services, if and when required and further continue to perform its obligations as M&A advisor/ Transaction facilitator, which role was also previously approved by the Shareholders at the Extraordinary General Meeting held on 15 September 2025, and, if thought fit, to pass, with or without modification(s), the following resolution:**

"RESOLVED THAT the Shareholders hereby approve and ratify the Addendum to the Related Party Transaction entered into in the UAE between National Foods FZCO (NF FZCO) and Epicure FZCO, pursuant to which Epicure FZCO will provide investment advisory/facilitation services, further render post-acquisition integration & growth services, if and when required, and continue to perform its obligations as M&A advisor/transaction facilitator, which role was also previously approved by the Shareholders at the Extraordinary General Meeting held on 15 September 2025, on such terms and conditions as set out in the Addendum."

"FURTHER RESOLVED THAT the authorized representatives of the Company be and are hereby authorized to take all necessary actions, execute all documents and do all such acts, deeds and things as may be necessary or incidental to give effect to the foregoing resolution."

- To consider, and if thought fit, to pass the following resolutions as special resolutions, (a) to ratify and approve the transactions carried out with related parties during the financial year ended June 30, 2026, 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, 2027.**

a) "RESOLVED THAT the transactions, in which majority of directors are interested, carried out by the company with the following related parties for the financial year ended June 30, 2026, be and are hereby ratified and approved":

ATC Holdings (Private) Limited – Parent Company
National Foods FZCO - Subsidiary
Associated Environment and Energy
Epicure FZCO

b) "FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to approve all related party transactions, in which majority of directors are interested, carried out and to be carried out with any related party including the above-named related parties, on case-to-case basis, for the financial year ending June 30, 2027, and till next Annual General Meeting of the Company".

"FURTHER RESOLVED 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, 2027, shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval".

- To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution for amendment in Article 62 of the Articles of Association of the Company:**

RESOLVED FURTHER THAT the existing Article 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 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 Director and the Chairman for attending the board and its Committee(s) meetings shall be determined by the Board as per the Directors Remuneration Policy. 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."

RESOLVED FURTHER THAT the Chief Executive Officer and/or the Company Secretary be and are hereby authorized, singly, to take all necessary steps and complete all corporate, legal and regulatory formalities to give effect to the foregoing resolution.

ANY OTHER BUSINESS:

- To transact any other business with the permission of the Chair.

Statements under Section 134(3) of the Companies Act, 2017 in respect of special business contained in **Agenda Items No. 5, 6, 7 & 8** are annexed to the notice being sent to the members.

Karachi
October 05, 2026

Notes:

1. NOTICE OF BOOK CLOSURE

The share transfer books of the Company will remain closed from **October 19, 2026, to October 26, 2026** (both days inclusive). Transfers received, in order, at the office of our Share Registrar M/s. CDC Share Registrar Services Limited, CDC House-99B, Block 'B', S.M.C.H.S., main Shahrah-e-Faisal, Karachi-74000, by the close of business on **October 16, 2026**, 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.

2. PARTICIPATION IN THE AGM PROCEEDINGS VIA VIDEO LINK FACILITY

In addition to in person meeting, the Company shall also hold its AGM through video link facility in pursuance to Circulars notified by the Securities and Exchange Commission of Pakistan (SECP). The members/proxies interested to participate in the AGM through this facility, are requested to get themselves registered with the Company at cdcsr@cdcsrsl.com or WhatsApp Number: 0321-8200864 by providing the following details:-

Shareholder Name	Company name	Folio/ CDC Number	CNIC Number	Cell Number	Registered Email Address
	National Foods Limited				

Video-link and login credentials will be shared with the members/proxies whose email containing all the above particulars are received at the given email address by the close of business on **October 16, 2026**.

The members can also provide their comments and questions for the agenda items of the AGM on email: corporate.secretary@nfoods.com

The Company shall communicate any relevant updates regarding the meeting, including any changes to the arrangements outlined in the Notice of AGM, will be announced via a Regulatory Information Service (PUCAR) and will be available on <https://www.nfoods.com/>

3. Appointment of Proxy & Submission of CNIC/NTN for E-Dividend

Members may appoint another member as proxy to attend, speak, and vote at the AGM. A proxy form, duly signed and accompanied by an attested copy of the shareholder's CNIC, must be submitted to the Registered Office at least 48 working day hours before the meeting. Proxies must present original CNIC or passport; corporate entities must provide a Board resolution or Power of Attorney.

As per SECP and the Companies Act, 2017, CNIC/NTN is mandatory for dividend payments. Shareholders with physical shares must provide valid CNIC and updated address to the Share Registrar.

CDC account holders must submit e-dividend mandates to their participants. Corporate shareholders must also provide NTN and authorized representative's CNIC.

Forms are available at: www.nfoods.com

4. Zakat & Tax Withholding Requirements for Shareholders

To claim exemption from Zakat deduction under the Zakat & Ushr Ordinance, 1980, shareholders must submit a notarized CZ-50 Form on Rs. 200/- NSP to the Share Registrar. CDC account holders must upload the form via their Participant/Investor Account Services. Non-Muslim shareholders must submit a Solemn Affirmation (available on the Company's website) to the Share Registrar or CDC, as applicable. Exemption will not be granted without complete and timely documentation.

Under Section 150 of the Income Tax Ordinance, 2001, dividend income is subject to withholding tax. Shareholders not appearing on the Active Taxpayers List (ATL) will be taxed at a higher rate. In case of joint shareholding, tax will be withheld as per the shareholding proportion of each holder. Shareholders must provide the following details to the Share Registrar:

Folio / CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
		Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

Notes:

- If no information is received, equal proportion will be assumed for tax deduction.
- Corporate shareholders must ensure their NTN is updated with CDC or submit a copy to the Share Registrar quoting their folio number.
- Exemption certificates for tax exemption must be submitted to the Share Registrar on or before October 16, 2026.

Non-resident shareholders must also submit an **Undertaking with a copy of their valid passport** (as per Section 82 of the Income Tax Ordinance, 2001) to the Share Registrar or via email at info@cdcsrsl.com by **October 16, 2026**. Declaration form is available at: www.nfoods.com.

For queries, contact:

Company: corporate.secretary@nfoods.com
Share Registrar: info@cdcsrsl.com

5. Unclaimed Dividend/Shares

Shareholders, who by any reason, could not claim their dividend/shares, if any, are advised to contact our Share Registrar M/s. CDC Share Registrar Services Limited, CDC House-99B, Block 'B', S.M.C.H.S., main Shahrah-e-Faisal, Karachi-74000, to collect / enquire about their unclaimed dividend/shares, if any.

6. Postal Ballot/E-Voting

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification vide 451(I)/2025 dated March 13, 2025 issued by the SECP. The SECP has directed all the listed companies to conduct voting on every special business only through postal ballot and provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business. Accordingly, members of National Foods Limited will be allowed to exercise their right to vote through e-voting facility or voting by post for the special business in its forthcoming Annual General Meeting to be held on **Monday October 26, 2026 at 10:00 A.M.**, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

7. Code of Conduct for Shareholders in General Meeting:

- Section 215 of the Companies Act, 2017 ("the Act") and Regulation 55 of the Companies Regulations, 2024, "Conduct of Shareholders at Meetings" state as follows:
 - shall not bring such material that may cause threat to participants or premises where meeting is being held
 - shall confine themselves to the agenda items covered in the notice of meeting;
 - shall keep comments and discussion restricted to the affairs of the company; and
 - shall not conduct in a manner to disclose any political affiliation or offend religious susceptibility of other members

Additionally, in compliance with section 185 of the Companies Act, 2017 and SRO 452(I)/2025 dated March 17, 2025 issued by SECP, it is hereby notified that no gifts in any form or manner, shall be distributed to shareholders at the Annual General Meeting.

8. Availability of Annual Financial Statements & Electronic Transmission of Reports

The Annual Report 2026 along with notice of AGM is being sent to the members who have provided their email addresses as per SRO 452(I)/2025 issued by the SECP. Shareholders are encouraged to send/update their email address with the Company's Share Registrar, M/s CDCShare Registrar Services Limited.

9. Conversion of Physical Shares & Mandatory Registration Details

In compliance with Section 72 of the Companies Act, 2017 and SECP's directive dated March 26, 2021, shareholders holding physical shares must convert them into Book-Entry Form. To do so, shareholders are encouraged to open a CDC sub-account with a broker or an Investor Account with CDC. Physical share trading is no longer permitted under PSX regulations, and electronic conversion ensures secure custody and tradability.

Additionally, as required under Section 119 of the Companies Act, 2017 and Regulation 47 of the Companies Regulations, 2024, physical shareholders must provide their CNIC, address, email, contact number, and IBAN to the Share Registrar to ensure compliance and avoid future inconvenience.

Conversion guidelines: CDC SRSL Website https://www.cdcsrsl.com/?jet_download=7429

10. UBO Disclosure Requirement

In compliance with **S.R.O. 1356(I)/2025** and **Regulation 9 of the Companies Regulations, 2024**, every shareholder holding **at least five percent (5%) of the shares or voting rights** in the Company, and the representative of any legal person or legal arrangement holding such interest, is required to **submit or update their Ultimate Beneficial Ownership (UBO) declaration**.

For this purpose, a **natural person holding or controlling twenty-five percent (25%) or more shares or voting rights, directly or indirectly, qualifies as a UBO**.

The prescribed Form 17 is available at <http://www.nfoods.com> and shall be submitted either via email at corporate.secretary@nfoods.com or to the Company's Registered Office to ensure compliance with statutory requirements. In case of corporate entity, it shall be duly printed on Company letter and signed by authorized officer.

Please note that non-submission or delay in submission may attract regulatory action under Section 452 of the Companies Act, 2017.

11. Polling on Special Business:

The members of NATIONAL FOODS LIMITED "the Company" are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), wherein, SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of NATIONAL FOODS LIMITED will be allowed to exercise their right to vote through electronic voting facility and voting by post for the special business in its Annual General Meeting to be held on **October 26, 2026 at 10:00 a.m.**, in accordance with the requirements and subject to the conditions contained in the previously mentioned Regulations.

For the convenience of the Members, ballot paper is available on the Company's website at <https://www.nfoods.com> for download.

a) Procedure for E-Voting:

- Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on **October 16, 2026**.
- The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- E-Voting lines will start from **October 21, 2026, 09:00 a.m.** and shall close on **October 25, 2026 at 5:00 p.m.** Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

b) Procedure for Voting Through Postal Ballot:

The member shall ensure that the duly filled and signed ballot paper, along with a copy of the Computerized National Identity Card (CNIC), reaches the Company Secretary through post at 12/CL-6, Claremont Road, Civil Lines, Karachi, Pakistan, or via email at corporate.secretary@nfoods.com, at least one working day before the Annual General Meeting, i.e., on October 23, 2026, during working hours.

12. Video-Conferencing Facility in Other Cities

If the members holding ten percent of the total paid up capital or such other percentage of the paid-up capital as may be specified by the Commission, are resident in any other city, the company shall provide the facility of video-conferencing to such members for attending annual general meeting of the company, if so required by such members in writing to the company at least seven days (7) before the date of the meeting. The company will intimate members regarding the venue of conference facility at least 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.

Consent for Video-Conferencing Facility I/We, of being a member of National Foods Limited holder of Ordinary Share(s) as per Register Folio No. _____ hereby opt for participation in the Annual General Meeting to be held on October 26, 2026, or any adjourned meeting through video-conferencing facility at _____ (Please insert name of the City) Signature of member
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STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

Statements under Section 134(3) of the Companies Act, 2017 in respect of special business contained in Agenda Items No. 5, 6, 7 & 8 are annexed to the notice being sent to the members.

AGENDA ITEM NO. 5:

SPECIAL RESOLUTIONS – SUBDIVISION OF SHARES AND AMENDMENTS IN CAPITAL CLAUSES OF MEMORANDUM AND ARTICLES OF ASSOCIATION

This statement sets out below the material facts concerning the Special Business to be transacted at the 55th Annual General Meeting of National Foods Limited (the "Company") to be held on October 26, 2026.

The subscribed and paid-up capital of the Company comprises 233,115,425 ordinary shares, each having a face value of Rs. 5/- each. The market price of the Company's shares is significantly higher than their face value, making the shares less accessible to retail and individual investors. Accordingly, with a view to increasing the market liquidity of the Company's scrip and broadening the shareholders' base, the Board of Directors has proposed the subdivision of the Company's share capital by decreasing the face value of each ordinary share from Rs. 5/- to Re.1/-.

Accordingly, upon implementation of the proposed subdivision, the shareholders of the Company will be entitled to receive five (5) ordinary shares of Re. 1/- each against everyone (1) ordinary share of Rs. 5/- held in their names as on the effective date to be announced by the Company.

The shares resulting from the proposed subdivision shall rank pari passu in all respects with the existing shares, with no change in the rights and privileges attached to such shares. The subdivided shares shall be issued/credited to the shareholders in physical or electronic form, as applicable, in proportion to their respective entitlements as on the effective date.

The proposed subdivision will not result in any change in the total authorized, issued or paid-up share capital of the Company in monetary terms. It will only increase the number of ordinary shares and change their face value from Rs. 5/- to Re. 1/- each.

The Board of Directors has approved and recommended the proposed subdivision of shares to be passed as a Special Resolution under Section 85(1)(c) of the Companies Act, 2017.

Consequential Amendments to the Memorandum and Articles of Association

Consequent upon the proposed subdivision of shares and the resultant change in the denomination of the ordinary shares from Rs. 5/- to Re. 1/- each, the existing Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company, which presently provide for the authorized capital to be divided into shares of Rs. 5/- each, are required to be amended to reflect the revised denomination of Re. 1/- per ordinary share.

The proposed amendments are consequential in nature and will not result in any change in the total authorized share capital of the Company in monetary terms.

The Board of Directors of the Company has confirmed that the proposed alterations to the Memorandum and Articles of Association are in line with the applicable provisions of the Companies Act, 2017 and the applicable regulatory framework.

Comparison of Existing and Proposed Alterations in the Memorandum and Articles of Association

A. MEMORANDUM OF ASSOCIATION – CLAUSE V		
Existing Clause V	Proposed/New Clause V	
The Authorized Capital of the Company is Rs. 5,000,000,000/- (Rupees Five Billion) divided into 1000000000 (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.	The Authorized Capital of the Company is Rs. 5,000,000,000/- (Rupees Five Billion) divided into 5,000,000,000 (Five Billion) Ordinary Shares of Re. 1/- (Rupee One Rupees) each, with power to increase or reduce as the Company may think fit. The Company may sub-divide or consolidate its shares or any of them in accordance with the provisions of the Companies Act, 2017.	

B. ARTICLES OF ASSOCIATION – ARTICLE 4		
Existing Article 4	Proposed/New Article 4	
4. The authorized capital of the Company is the amount set out in Clause V of the Memorandum of Association of the Company divided into such number of shares of Rs. 5/- (Rupees Five) each as are set out in the said clause of the Memorandum.	"4. The authorized capital of the Company is the amount set out in Clause V of the Memorandum of Association of the Company divided into such number of shares of Re. 1/- (Rupee One) each as are set out in the said clause of the Memorandum."	

Subject to passing of special resolution in the AGM, the Company will announce Book Closure for determination of entitlement of shareholders to the subdivided shares from the effective date. Accordingly, each shareholder holding one (1) ordinary share of Rs. 5/- each immediately before the effective date will be entitled to five (5) ordinary shares of Re. 1/- each after implementation of the subdivision, without any change in the shareholder's proportionate ownership or rights in the Company.

Disclosure of Interest of Directors

The Directors of the Company have no personal interest in the proposed resolutions except to the extent of their respective shareholding in the Company.

AGENDA ITEM NO. 6

SPECIAL RESOLUTION FOR APPROVAL AND RATIFICATION OF ADDENDUM TO THE ENGAGEMENT OF EPICURE DUBAI MULTI COMMODITIES CENTRE FZCO AS INVESTMENT ADVISOR AND M&A TRANSACTION ADVISOR/FACILITATOR

National Foods - FZCO ("NF FZCO") had engaged Epicure - FZCO ("Epicure FZCO") for M&A Transaction Advisory Services.

This M&A Transaction Advisory role was duly approved by the Shareholders through a Special Resolution at the Extraordinary General Meeting held on 15 September 2025 in the context of the restructuring of NEI Canada. Subsequent thereto, Epicure FZCO was able to deliver the transaction successfully to the benefit of the shareholders.

In view of the above, the Addendum duly entered into by NF FZCO and EPICURE FZCO now further clearly articulates the engagement between the parties whereby further Investment Advisory and Facilitation Services are to be rendered. Further, the M&A Transaction Advisory and Facilitation Role shall also continue on an ongoing basis.

As NF -FZCO and Epicure FZCO have common directors, the engagement constitutes a Related Party Transaction ("RPT") in the UAE.

The Company now proposes to seek shareholders' approval and ratification of the **aforementioned Addendum to the previously approved arrangement**, pursuant to which Epicure FZCO will additionally render Investment Advisory/Facilitation Services and other Services. The Addendum provides for:

- Continuing M&A Transaction Advisory and Facilitation;
- Investment Advisory and Facilitation Services, including but not limited to, Investment and corporate Strategy services, origination and preliminary evaluation of investment opportunities for NF FZCO's consideration.
- Post-acquisition Business Consolidation, Integration and Growth Services, as and when applicable.

The engagement is intended to be undertaken on an arm's-length basis and in accordance with applicable transfer pricing requirements.

As certain directors of the Company are interested, directly or indirectly, in the transaction, the shareholders are requested to approve and ratify the proposed Addendum by passing a Special Resolution in terms of Section 208 read with Section 207 of the Companies Act, 2017.

DISCLOSURE OF INFORMATION UNDER REGULATION 5 OF THE COMPANIES (RELATED PARTY TRANSACTIONS AND MAINTENANCE OF RELATED RECORDS) REGULATIONS, 2018 [S.R.O. 1194(I)/2018 DATED OCTOBER 2, 2018]

Particulars	Disclosure
a) Name of related party	Epicure - FZCO ("Epicure FZCO")
b) Names of the interested or concerned directors	Mr. Zahid Majeed and Mr. Abrar Hasan are interested as common directors of NF -FZCO and Epicure FZCO. Mr. Adam Fahy Majeed is interested by virtue of being the son of Mr. Zahid Majeed, while Mr. Mohammed Hamza Hasan is interested by virtue of being the son of Mr. Abrar Hasan.
c) Nature of relationship, interest or concern along with complete information of financial or other interest or concern of directors, managers or key managerial personnel in the related party	The interest arises from the common directorships of Mr. Zahid Majeed and Mr. Abrar Hasan in NF -FZCO and Epicure FZCO, and the familial relationships stated above.
d) Details, description, terms and conditions of transaction	Epicure FZCO, in addition to its M&A Advisor/Facilitator role, will - render Investment advisory and other services - pursuant to the proposed Addendum. The Addendum provides for: 1. Continuing M&A Advisory and Facilitation; 2. Investment Advisory and Facilitation Services, including but not limited to, Investment and corporate Strategy services, origination and preliminary evaluation of investment opportunities for NF FZCO's consideration. 3. Post-acquisition Business Consolidation, Integration and Growth Services.
e) Amount of transaction	The Investment advisory services are proposed at USD 400,000 for FY27. This annual retainer shall only escalate at 10% per annum for a period of (3) years under the proposed Addendum. Further, M&A Transaction Advisory shall be on a case-to-case basis between the indicative range of 2% - 8% as further confirmed by independent Transfer Pricing Studies. Post Acquisition Integration and Growth Services shall be determined through benchmarking and/or Transfer Pricing Study, if and when applicable.
f) Timeframe or duration of the transaction, contract or arrangement	The timeframe for the addendum is 3 years.
g) Pricing policy	The engagement is intended to be undertaken on an arm's-length basis and in accordance with applicable transfer pricing requirements.
h) Recommendations of the Audit Committee	The RPT to be placed before the board and the shareholders according to applicable laws.
i) Any other relevant and material information necessary for shareholders to make a well-informed decision regarding approval of the related party transaction	The proposed Addendum is further to the continued engagement of Epicure FZCO as M&A Advisor as previously approved by the Shareholders.

INSPECTION OF DOCUMENTS

The documents relating to the special business, including the proposed Addendum and other relevant supporting documents, shall be available for inspection by shareholders from the date of issuance of this Notice until the date of the AGM at the registered office of the Company during usual business hours from Monday to Friday (9:00 a.m. – 5:00 p.m.).

LIST OF DOCUMENTS AVAILABLE FOR INSPECTION

The following documents shall be available for inspection by shareholders:

- Proposed Addendum to the agreement/engagement with Epicure FZCO; and
- Other relevant documents relating to the proposed Addendum, if applicable.

DISCLOSURE OF INTEREST OF DIRECTORS

AGENDA ITEM NO. 7:
SPECIAL RESOLUTIONS -

(a) Ratification and approval of transactions with related parties carried out during the financial year ended June 30, 2026

The Company carries out transactions with its related parties on an arm's length basis, as per the approved policy with respect to 'transactions with related parties,' in the normal course of business. All transactions entered into with related parties require the approval of the Board Audit Committee of the Company, which is chaired by an independent director of the Company. Upon the recommendation of the Board Audit Committee, such transactions are placed before the Board of Directors for their approval. However, in terms of Regulation 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Code) approval of shareholders is required for such transactions with related parties in which majority of directors of the company are interested. The Companies Act 2017 (the Act) also requires approval of such related party transactions by shareholders where the majority of directors are interested.

In view of the above, following transactions, in which majority of directors are interested due to their common directorship, carried out in normal course of business on an arms' length basis with related parties during the financial year ended June 30, 2026, are being placed before the shareholders for their ratification and approval.

Name of related party	Relationship	Nature of Transaction	Amount in Rupees '000'	Pricing Policy
ATC Holding (Private) Limited	Parent Company	Rental Income	3,535	Arm's length/under approved agreement with related Party
ATC Holding (Private) Limited	Parent Company	Reimbursement of expenses from Parent	9,847	Arm's length/under approved agreement with related Party
ATC Holding (Private) Limited	Parent Company	Reimbursement of Expenses to ATC (Cooking, Driver & Vehicle maintenance, etc.)	3,290	Arm's length/under approved agreement with related Party
National Foods FZCO	Subsidiary Company	Sale of Goods	2,738,129	Arm's length/under approved agreement with related Party
National Foods FZCO	Subsidiary Company	Purchase of Goods	859,309	Arm's length/under approved agreement with related Party
Associated Environment and Energy	Associate	Purchases of O&M Services for ETP Plant	20,699	Arm's length/under approved agreement with related Party
Epicure FZCO	Associate	Transaction Advisory Fee	2,422,954	Arm's length/under approved agreement with related Party
Epicure FZCO	Associate	Annual Retainership	152,722	Arm's length/under approved agreement with related Party
Epicure FZCO	Associate	Reimbursement of Expenses	126,113	Arm's length/under approved agreement with related Party
Epicure FZCO	Associate	Board Advisory Fee	82,322	Arm's length/under approved agreement with related Party

(b) and (c) Authorization for the Board of Directors to approve the related party transactions during the financial year ending June 30, 2027, and till next Annual General Meeting

The Company is and shall be conducting transactions with its related parties during the financial year ending June 30, 2027, and subsequently, on arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business or otherwise.

The related parties' transactions in which the majority of Directors are interested due to their common directorship and/or shareholding, therefore necessitate approval of shareholders. Accordingly, approval of shareholders is being sought to authorize the Board of Directors of the Company to approve all such transactions, in which majority of directors are interested, carried out and to be carried out with such related parties during the financial year ending June 30, 2027, and till next Annual General Meeting, which transactions shall be deemed to be approved by the Shareholders.

The nature and scope of such related party transactions is explained above in the statement under clause (a) of the agenda. The related party transactions requiring shareholders' approval, conducted during the financial year ending June 30, 2027, shall then be placed before the shareholders in the next AGM for their formal approval/ratification.

Disclosure of Interest of Directors: Mr. Abrar Hasan, Mr. Mohammed Hamza Hasan, Mr. Adam Fahy Majeed and Mr. Zahid Majeed are interested in the agenda to the extent of their common directorships and/or their shareholding in respective related parties.

AGENDA ITEM NO. 8:
SPECIAL RESOLUTION FOR THE ALTERATION IN ARTICLE 62 OF THE ARTICLES OF ASSOCIATION

The Board of Directors of the Company proposed to amend Article 62 of the Articles of Association of the Company to facilitate decision of any changes in the meeting fee from time to time with the approval of the Board of Directors.

Comparison of existing and proposed clauses of the Articles of Association, is provided below:

ARTICLES OF ASSOCIATION	
Existing Clause 62	Proposed Clause 62
Every Director other than Chief Executive and 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 Director 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.	Every Director other than Chief Executive and 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 Director and the Chairman for attending the board and its Committee(s) meetings shall be determined by the Board as per the Directors Remuneration Policy approved by the board from time to time. 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.

The Directors have confirmed that the proposed alterations are in line with the applicable provisions of the law and regulatory framework.

Disclosure of Interest of Directors: The directors of the Company have no interest in this matter except to the extent of their directorship in the Company.

National Foods Limited Annual General Meeting



Monday, 26 October 2026 at 10:00 a.m. at Beach Luxury Hotel, Karachi
VOTING THROUGH POSTAL BALLOT ON SPECIAL BUSINESS

Ballot paper for voting through post for the Special Business at the Annual General Meeting to be held on Monday October 26, 2026 at 10:00 a.m.
at Beach Luxury Hotel, Moulvi Tamizuddin Khan Road, Karachi -74000:
Website: <https://www.nfoods.com>

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

Agenda No. 5

“RESOLVED THAT pursuant to Section 85 of the Companies Act, 2017 and Article 28 of the Articles of Association of the Company, the existing share capital of the Company, including its authorized, issued and paid-up capital, be and is hereby altered in the manner that each ordinary share of the Company having a face value of Rs. 5/- be subdivided into five (5) ordinary shares of Re. 1/- each, with no change in the rights and privileges attached to such shares.

RESOLVED FURTHER THAT the Authorized Capital of the Company be and is hereby subdivided from 1,000,000,000 Ordinary Shares of Rs. 5/- each to 5,000,000,000 Ordinary Shares of Re. 1/- each, consequently the existing Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company be and is hereby amended and substituted to read as follows:

Clause V of the Memorandum of Association

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

Article 4 of the Articles of Association

“The authorized capital of the Company is the amount set out in Clause V of the Memorandum of Association of the Company divided into such number of shares of Re. 1/- (Rupee One) each as are set out in the said clause of the Memorandum.”

RESOLVED FURTHER THAT the issued and paid-up capital of the Company comprising 233,115,425 Ordinary Shares of Rs. 5/- each be and is hereby subdivided into 1,165,577,125 Ordinary Shares of Re. 1/- each.

RESOLVED FURTHER THAT each existing Ordinary Share of the Company having a face value of Rs. 5/- shall stand subdivided into five (5) Ordinary Shares of Rs. 1/- each, and the existing 233,115,425 Ordinary Shares of Rs. 5/- each shall accordingly stand subdivided into 1,165,577,125 Ordinary Shares of Rs. 1/- each, which shall be issued/credited to the shareholders in proportion to their respective entitlements as on the effective date.

RESOLVED FURTHER THAT the Chief Executive Officer and/or the Company Secretary be and are hereby authorized, singly, to take all necessary steps and complete all corporate, legal and regulatory formalities to give effect to the foregoing resolutions, including determination and announcement of the effective date, closure of the Members’ Register, coordination with the Central Depository Company/CDC Share Registrar Services Limited, issuance/credit of the subdivided shares in physical and electronic form, and making all necessary filings and disclosures with the relevant regulatory authorities.”

Agenda No. 6

“RESOLVED THAT the Shareholders hereby approve and ratify the Addendum to the Related Party Transaction entered into in the UAE between National Foods FZCO (NF FZCO) and Epicure FZCO, pursuant to which Epicure FZCO will provide investment advisory/facilitation services, further render post-acquisition integration & growth services, if and when required, and continue to perform its obligations as M&A advisor/transaction facilitator, which role was also previously approved by the Shareholders at the Extraordinary General Meeting held on 15 September 2025, on such terms and conditions as set out in the Addendum.”

“FURTHER RESOLVED THAT the authorized representatives of the Company be and are hereby authorized to take all necessary actions, execute all documents and do all such acts, deeds and things as may be necessary or incidental to give effect to the foregoing resolution.”

Agenda No. 7

“RESOLVED THAT the transactions, in which majority of directors are interested, carried out by the company with the following related parties for the financial year ended June 30, 2026, be and are hereby ratified and approved”.

ATC Holdings (Private) Limited – Parent Company
National Foods FZCO - Subsidiary
Associated Environment and Energy
Epicure FZCO

“FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to approve all related party transactions, in which majority of directors are interested, carried out and to be carried out with any related party including the above-named related parties, on case-to-case basis, for the financial year ending June 30, 2027, and till next Annual General Meeting of the Company”.

"FURTHER RESOLVED 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, 2027, shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval".

Agenda No. 8

"RESOLVED FURTHER THAT the existing Article 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 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 Director and the Chairman for attending the board and its Committee(s) meetings shall be determined by the Board as per the Directors Remuneration Policy. 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."

RESOLVED FURTHER THAT the Chief Executive Officer and/or the Company Secretary be and are hereby authorized, singly, to take all necessary steps and complete all corporate, legal and regulatory formalities to give effect to the foregoing resolution."

S. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Agenda Item No. 5: as stated above			
2.	Agenda Item No. 6: as stated above			
3.	Agenda Item No. 7: as stated above			
4.	Agenda Item No. 8: as stated above			

NOTES:

1. Duly filled ballot paper should be sent to the Chairman/Company Secretary, **NATIONAL FOODS LIMITED** at 12/CL-6, Claremont Road, Civil Lines, Karachi, Pakistan or email at corporate.secretary@nfoods.com
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman/Company Secretary within business hours by or before Friday, October 16, 2026. Any postal ballot received after this date will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport. (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten poll paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., the Counsel General of Pakistan having jurisdiction over the member must attest all documents.
7. Ballot Paper form has also been placed on the website of the Company at: <https://www.nfoods.com> Members may download the ballot paper from the website or use an original/photocopy published in newspapers.

Date: _____

Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)

Polling on Special Business:

The members of **NATIONAL FOODS LIMITED** "the Company" are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), wherein, SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of NATIONAL FOODS LIMITED will be allowed to exercise their right to vote through electronic voting facility and voting by post for the special business in its Annual General Meeting to be held on October 26, 2026 at 10:00 a.m., in accordance with the requirements and subject to the conditions contained in the previously mentioned Regulations.

For the convenience of the Members, ballot paper is available on the Company's website at <https://www.nfoods.com> for download.

Procedure for E-Voting:

- I. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on **October 16, 2026**.
- II. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- III. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- IV. E-Voting lines will start from **October 21, 2026, 09:00 a.m.** and shall close on **October 25, 2026 at 5:00 p.m.** Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

Procedure for Voting Through Postal Ballot:

The member shall ensure that the duly filled and signed ballot paper, along with a copy of the Computerized National Identity Card (CNIC), reaches the Company Secretary through post at 12/CL-6, Claremont Road, Civil Lines, Karachi, Pakistan, or via email at corporate.secretary@nfoods.com, **at least one working day before** the Annual General Meeting, i.e., on October 23, 2026, during working hours.



نیشنل فوڈ لمیٹڈ

سالانہ اجلاس عام

پیر، 26 اکتوبر 2026 بوقت صبح 10:00 بجے، سچ لکھڑی ہوٹل، کراچی

خصوصی امور پر پوسٹل بیلٹ کے ذریعے دو ٹنگ

پوسٹل بیلٹ پیچر

پیر، 26 اکتوبر 2026 کو صبح 10:00 بجے سچ لکھڑی ہوٹل، مولوی تمیز الدین حنان روڈ، کراچی-74000 میں منعقد ہونے والے سالانہ اجلاس عام میں خصوصی امور کے لیے بذریعہ

ڈاک دو ٹنگ کا بیلٹ پیچر:

ویب سائٹ: <https://www.nfoods.com>

شئیر ہولڈر / پراکسی ہولڈرز کا نام

رجسٹرڈ پتہ

ملکیت میں موجود شئیرز کی تعداد

کمپیوٹرائزڈ قومی شناختی کارڈ (کاپی منسلک کی جائے)

اضافی معلومات اور غنیمت جبات (ہائی کارپوریٹ، کارپوریشن یا وفاق حکومت کے نمائندے صورت میں)

بجٹڈ اکٹھ نمبر 5

"**طے کیا گیا کہ کمپنیز ایکٹ، 2017 کی دفعہ 85 اور کمپنی کے ایسوسی ایشن کے آرٹیکلز کے آرٹیکل 28 کے مطابق، کمپنی کے موجودہ شئیر کیٹل، بشمول اس کے مجاز، جاری کردہ اور اداس شدہ سرمائے میں اس طرح ترمیم کی جائے کہ کمپنی کا ہر عام شئیر، جس کی ظاہری مالیت 5 روپے ہے، کو ایک (1) روپے کی ظاہری مالیت کے پانچ (5) عام شئیرز میں تقسیم کر دیا جائے، جبکہ ایسے شئیرز سے منسلک حقوق اور مراعات میں کوئی تبدیلی نہیں ہوگی۔**

مزید طے کیا گیا کہ کمپنی کے مجاز شئیر کیٹل کو 1,000,000,000 عام شئیرز، 5 روپے فی شئیر سے تقسیم کر کے 5,000,000,000 عام شئیرز، 1 روپے فی شئیر کر دیا جائے، اور اس کے نتیجے میں کمپنی کے میمورنڈم آف ایسوسی ایشن کی موجودہ صفحہ 7 اور ایسوسی ایشن کے آرٹیکلز کے آرٹیکل 4 میں ترمیم کر کے انہیں مندرجہ ذیل عبارت سے تبدیل کر دیا جائے:

میمورنڈم آف ایسوسی ایشن کی صفحہ 7

"کمپنی کا مجاز شئیر کیٹل 5,000,000,000 روپے (پانچ ارب) روپے ہے، جو 5,000,000,000 (پانچ ارب) عام شئیرز پر مشتمل ہے، جن میں سے ہر ایک کی ظاہری مالیت 1 روپے ہے، اور کمپنی کو اختیار حاصل ہوگا کہ وہ اپنی صوابدید کے مطابق اس سرمائے میں اضافہ یا کمی کر سکے۔ کمپنی، کمپنیز ایکٹ، 2017 کی دفعات کے مطابق، اپنے شئیرز یا ان میں سے کسی حصے کو تقسیم یا بیچ کر سکتی ہے۔"

ایسوسی ایشن کے آرٹیکلز کے آرٹیکل 4

"کمپنی کا مجاز سرمایہ ورہم ہے جو کمپنی کے میمورنڈم آف ایسوسی ایشن کی صفحہ 7 میں درج ہے، اور یہ اتنی تعداد میں شئیرز میں تقسیم ہوگا، جن میں سے ہر ایک کی ظاہری مالیت 1 روپے ہوگی، جیسا کہ میمورنڈم کی مذکورہ صفحہ میں بیان کیا گیا ہے۔"

مزید طے کیا گیا ہے کہ کمپنی کا ہر موجودہ عام شئیر، جس کی ظاہری مالیت 5 روپے ہے، کو 1 روپے کی ظاہری مالیت کے پانچ (5) عام شئیرز میں تقسیم کر دیا جائے، اور اس طرح موجودہ 233,115,425 عام شئیرز، جن میں سے ہر ایک کی ظاہری مالیت 5 روپے ہے، کو 1,165,577,125 عام شئیرز میں تقسیم کر دیا جائے، جن میں سے ہر ایک کی ظاہری مالیت 1 روپے ہوگی۔ یہ تقسیم شدہ شئیرز مؤثر تاریخ کو ہر شئیر ہولڈر کے متعلقہ استحقاق کے تناسب سے جاری / اس کے اکاؤنٹ میں کریڈٹ کیے جائیں گے۔

مزید طے کیا گیا ہے کہ چیف ایگزیکٹو آفیسر اور / یا کمپنی سیکریٹری کو انحصار کی طور پر تمام ضروری اقدامات کرنے اور مذکورہ بالا امتدادوں پر عمل درآمد کے لیے تمام کارپوریٹ، قانونی اور ریگولیٹری رسی کارروائیاں مکمل کرنے کا اختیار دیا جاتا ہے، جس میں مؤثر تاریخ کا تعین اور اعلان، اراکین کے رجسٹر کی بندش، سینٹرل ڈپازٹری کمپنی / سی ڈی سی شئیر رجسٹر اور سرورسز لمیٹڈ کے ساتھ رابطہ کاری، تقسیم شدہ شئیرز کو منسٹرنگ اور الیکٹرانک صورت میں جاری / کریڈٹ کرنا، اور متعلقہ ریگولیٹری اعتبار شیز کے پاس تمام ضروری دستاویزات جمع کرانا اور مطلوب ڈیکلیریشنز کرنا شامل ہیں۔"

بجٹڈ اکٹھ نمبر 6

"**طے کیا گیا ہے کہ شئیر ہولڈرز متحدہ عرب امارات میں نیشنل فوڈز FZCO (NF FZCO) اور فیکٹوری FZCO (Epicure FZCO) کے درمیان متعلقہ منسٹرنگ کے ساتھ طے پانے والی ٹرانزیکشنز کے ضمیمے کی منظوری اور توثیق کرتے ہیں، جس کے تحت فیکٹوری سرمایہ کاری سے متعلق مشاورتی / سہولت کاری کی خدمات منسٹرنگ کرے گا، مزید برآں حصول کے بعد انصاف اور کاروباری ترقی سے متعلق خدمات بھی، جب اور جہاں ضرورت ہو، منسٹرنگ کرے گا، اور ایم ایس اے مشیر / ٹرانزیکشنز کے سہولت کار کی حیثیت سے اپنی ذمہ داریاں بدستور انجام دیتا رہے گا۔ اس حیثیت میں اس کا کردار اس سے قبل 15 ستمبر 2025 کو منعقدہ غیر معمولی اجلاس عام شئیر ہولڈرز کی جانب سے بھی منظور کیا جا چکا ہے، اور یہ خدمات ضمیمے میں درج شرائط و ضوابط کے مطابق منسٹرنگ کی جائیں گی۔"**

"**مزید طے کیا گیا کہ کمپنی کے مجاز نمائندگان کو اس امر کا اختیار دیا جاتا ہے کہ وہ مذکورہ بالا منسٹرنگ پر عمل درآمد کے لیے تمام ضروری اقدامات کریں، تمام ضروری دستاویزات پر دستخط کریں اور تمام ایسے اعمال، اقدامات اور امور انجام دیں جو مذکورہ منسٹرنگ کو مؤثر بنانے کے لیے ضروری یا معنی ہوں۔"**

بجٹڈ اکٹھ نمبر 7

"**طے کیا گیا کہ وہ تمام ٹرانزیکشنز، جن میں بورڈ کے اکثریتی ڈائریکٹرز کا مفاد شامل ہے، اور جو کمپنی نے درج ذیل متعلقہ منسٹرنگ کے ساتھ 30 جون 2026 کو ختم ہونے والے مالی سال کے دوران انجام دیے، ان کی توثیق اور منظوری دی جاتی ہے۔"**

ایس ای ہولڈنگز (پرائیویٹ) لمیٹڈ - پیئررنٹ کمپنی
نیشنل فوڈز DMCC - ذیلی ادارہ
ایس ای ایسٹرن انوائسمنٹ ایسٹرنٹی
ایس ایس ایس FZCO

"**مزید طے کیا گیا ہے کہ کمپنی کے بورڈ آف ڈائریکٹرز کو اختیار دیا جاتا ہے کہ وہ تمام متعلقہ منسٹرنگ کے ساتھ، جن میں اکثریتی ڈائریکٹرز کا مفاد شامل ہے 30 جون 2027 کو ختم ہونے والے مالی سال اور آئندہ سالانہ اجلاس تک کیے گئے اور کیے جانے والے ٹرانزیکشنز کی کیس ٹوکس بنیاد پر، منظوری دے سکیں جن میں اوپر نامزد متعلقہ منسٹرنگ بھی شامل ہیں۔"**

"**مزید طے کیا گیا ہے کہ بورڈ کی جانب سے مذکورہ بالا ٹرانزیکشنز کی منظوری کو شئیر ہولڈرز کی منظوری تصور کیا جائے گا اور 30 جون 2027 کو ختم ہونے والے مالی سال، کے لیے کیے گئے یہ ٹرانزیکشنز آئندہ سالانہ اجلاس عام میں شئیر ہولڈرز کے سامنے بات عدہ توثیق / منظوری کے لیے پیش کیے جائیں گے۔"**

لجنڈا آئٹم نمبر 8

طے کیا گیا ہے کہ کمپنی کے ایسوسی ایشن کے آرٹیکلز کے موجودہ آرٹیکل 62 میں ترمیم کر کے اسے مندرجہ ذیل شق سے تبدیل کر دیا جائے:

"چیف ایگزیکٹو اور کل وقتی خدمات انجمن دینے والے ڈائریکٹرز کے علاوہ ہر ڈائریکٹر کے اجلاس، بشمول کمپنی کے اجلاسوں میں شرکت کے لیے ایسی فیس کا حقدار ہوگا جو بورڈ آف ڈائریکٹرز وقت فوقتاً مقرر کرے۔ بورڈ اور اس کی کمیٹیوں کے اجلاسوں میں شرکت کے لیے نان ایگزیکٹو ڈائریکٹرز، بشمول آزاد ڈائریکٹر، اور چیئرمین کو وقتاً فوقتاً ادا کیے جانے والے معاوضے کی شرح ڈائریکٹرز کے معاوضے کی پالیسی کے مطابق بورڈ آف ڈائریکٹرز کی جانب سے مقرر کی جائے گی۔ اجلاس میں شرکت کے لیے ڈائریکٹر کی جانب سے کیے جانے والے اخراجات کمپنی کی طرف سے ادا کیے جائیں گے۔ ڈائریکٹرز کی جانب سے انجمن دی جانے والی اضافی خدمات کا معاوضہ بورڈ آف ڈائریکٹرز کی جانب سے مقرر کیا جائے گا۔"

مزید طے کیا گیا ہے کہ چیف ایگزیکٹو آفیسر اور / یا کمپنی سیکریٹری کو انفرادی طور پر مذکورہ بالا مقررہ ادائیگی پر عمل درآمد کے لیے تمام ضروری اقدامات کرنے اور تمام کارپوریٹ، قانونی اور ریگولیٹری رسمی کارروائیاں مکمل کرنے کا اختیار دیا جائے گا۔

رائے شماری کے لیے ہدایات

۱۔ براہ کرم متعلقہ باکس پر نشان لگا کر (✓) اپنے ووٹ کی نشاندہی کریں۔

۲۔ اس صورت میں، اگر دونوں حناؤں کو (✓) کے بطور نشان زد کیا گیا ہے، تو آپ کے پول کو "مسترد" سمجھا جائے گا۔

میں / ہم مندرجہ بالا مقررہ ادائیگی کے سلسلے میں اپنا ووٹ بیلٹ کے ذریعے استعمال کرتا ہوں / کرتے ہیں اور ذیل میں مناسب باکس میں ٹک (✓) کا نشان لگا کر مقررہ ادائیگی پر اپنی / اپنی رضامندی یا اختلاف رائے سے آگاہ کرتا ہوں / کرتے ہیں:

مقررہ ادائیگی	میں / ہم مقررہ ادائیگی منظور دیتا ہوں / دیتے ہیں (حمایت)	میں / ہم مقررہ ادائیگی اختلاف کرتا ہوں / کرتے ہیں (مخالفت)
لجنڈا آئٹم نمبر 5 کے لیے مقررہ ادائیگی		
لجنڈا آئٹم نمبر 6 کے لیے مقررہ ادائیگی		
لجنڈا آئٹم نمبر 7 کے لیے مقررہ ادائیگی		
لجنڈا آئٹم نمبر 8 کے لیے مقررہ ادائیگی		

۱. مکمل طور پر پُر کردہ بیلٹ پیپر چیئرمین / کمپنی سیکریٹری، نیشنل فوڈز لمیٹڈ کو پتہ 12/6-CL، کلیئر مونیٹ روڈ، سول لائنز، کراچی، پاکستان پر بھیجا جائے گا corporate.secretary@nfoods.com پر ای میل کیا جائے۔
۲. پوسٹل بیلٹ فارم کے ساتھ کمپیوٹر انڈقومی شناختی کارڈ یا پاسپورٹ (غیر ملکی شہری کی صورت میں) کی کاپی منسلک کی جانی چاہیے۔
۳. بیلٹ پیپر دفتری اوقات کے دوران جمع، 16 اکتوبر 2026 کو یا اس سے پہلے چیئرمین تک پہنچا جانا چاہیے۔ اس تاریخ کے بعد موصول ہونے والے کسی بھی پوسٹل بیلٹ کو دو ٹکٹ کے لیے شمار نہیں کیا جائے گا۔
۴. بیلٹ پیپر پر موجود دستخط، کمپیوٹر انڈقومی شناختی کارڈ یا پاسپورٹ (غیر ملکی شہری کی صورت میں) پر موجود دستخط سے مطابقت رکھنے چاہئیں۔
۵. نامکمل، دستخط کے بغیر، غلط، متشدد، بھینے ہوئے، کٹے پھٹے یا اور نامکمل (تحریر کے اوپر دوبارہ لکھے جانے) والے بیلٹ پیپر مسترد کر دیے جائیں گے۔
۶. کسی کارپوریٹ ادارے، کارپوریشن یا وفاقی حکومت کے نمائندے کی صورت میں، بیلٹ پیپر فارم کے ساتھ مجاز شخص کے کمپیوٹر انڈقومی شناختی کارڈ کی کاپی اور بورڈ کی مقررہ ادائیگی / مختار نام / اجازت نامہ وغیرہ کی تصدیق شدہ کاپی منسلک کرنا لازمی ہے، جو کہ کمپنیز ایکٹ 2017 کی دفعہ 139(13) (جیسا کہ متاثرہ اطلاق ہو) کے مطابق ہو۔
۷. بیلٹ پیپر فارم کمپنی کی ویب سائٹ <https://www.nfoods.com> پر بھی دستیاب ہے۔ اراکین ویب سائٹ سے بیلٹ پیپر ڈاؤن لوڈ کر سکتے ہیں۔

شینیز ہولڈر / پراکسی ہولڈر کے دستخط / مجاز دستخط کنندہ

(کارپوریٹ ادارے کی صورت میں، براہ کرم کمپنی کی مہر ثبت کریں)

خصوصی کارپوریٹ

نیشنل فوڈز لمیٹڈ ("کمپنی") کے ممبران کو مطلع کیا جاتا ہے کہ کمپنیز (پوسٹل بیلٹ) ریگولیشنز، 2018، جو کہ سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (SECP) کی جانب سے مورخہ 5 دسمبر 2022 کو جاری کردہ نوٹیفیکیشن تحت ترمیم شدہ ہیں، کے مطابق SECP نے تمام لسٹڈ کمپنیوں کو ہدایت دی ہے کہ وہ "خصوصی امور" کے تمام معاملات پر ممبران کو الیکٹرانک ووٹنگ اور ووٹنگ بڈریف ڈاک کی سہولت مقرر کریں۔

اسی کے پیش نظر، نیشنل فوڈز لمیٹڈ کے اراکین کو یہ سہولت مقررہ ادائیگی کی جانے لگی کہ وہ اپنی سالانہ عمومی اجلاس، جو کہ 26 اکتوبر 2026 کو صبح 10:00 بجے منعقد ہوگا، میں شامل خصوصی امور پر ای ووٹنگ یا پوسٹل بیلٹ کے ذریعے اپنا ووٹ کارڈ کر سکیں، جو مذکورہ ریگولیشنز میں بیان کردہ شرائط و ضوابط کے مطابق لازم ہے۔

ممبران کی سہولت کے لیے، بیلٹ پیپر کمپنی کی ویب سائٹ پر دستیاب ہے جسے نیچے دیے گئے لنک سے ڈاؤن لوڈ کیا جاسکتا ہے: <https://www.nfoods.com>

الف) ای ووٹنگ کا طریقہ کار:

- i. ای ووٹنگ کی سہولت کی تفصیلات کمپنی کے ان ممبران کے ساتھ ایک ای میل کے ذریعے شینیز کی جانب سے جن کے پاس 16 اکتوبر 2026 کو کارڈ کے اختتام تک کمپنی کے ممبران کے رجسٹر میں ان کے درست کمپیوٹر انڈقومی شناختی کارڈ نمبر، سیل نمبر، اور ای میل ایڈریس دستیاب ہو گئے۔
- ii. ویب ایڈریس، لاگ ان کی تفصیلات، اوپاس ورڈ، ای میل کے ذریعے اراکین کو مطلع کیا جائے گا۔ سیکورٹی کوڈز سی ڈی سی شینیز رجسٹر اسروسز لمیٹڈ کے ویب پورٹل (ای ووٹنگ سروس مقررہ کنندہ ہونے کے ناطے) سے ایس ایم ایس کے ذریعے ممبران کو بتائیں گے۔
- iii. ای ووٹنگ کے ذریعے ووٹ ڈالنے کا ارادہ رکھنے والے ممبران کی شناخت الیکٹرانک دستخط یا لاگ ان کے لیے تصدیق کے ذریعے کی جائے گی۔
- iv. ای ووٹنگ لائنیں 21 اکتوبر 2026، صبح 09:00 بجے سے شروع ہوں گی اور 25 اکتوبر 2026 کو شام 5:00 بجے بند ہوں گی۔ ممبران اس مدت کے دوران کسی بھی وقت اپنا ووٹ ڈال سکتے ہیں۔ ایک بار کسی ممبر کی طرف سے مقررہ ادائیگی ووٹ ڈالنے کے بعد، اسے بعد میں اسے تبدیل کرنے کی اجازت نہیں ہوگی۔

ب) پوسٹل بیلٹ کے ذریعے ووٹ ڈالنے کا طریقہ کار:

ممبر اس بات کو یقینی بنائے گا کہ کمپیوٹر انڈقومی شناختی کارڈ کی ایک کاپی کے ساتھ صحیح طریقے سے بھرا ہوا اور دستخط شدہ بیلٹ پیپر کمپنی سیکریٹری تک بذریعہ ڈاک 12/6-CL، کلیئر مونیٹ روڈ، سول لائنز، کراچی، پاکستان، یا ای میل کے ذریعے corporate.secretary@nfoods.com پر، کم از کم ایک ورنگ دن قبل یعنی 23 اکتوبر 2026 کو دفتری اوقات کے دوران موصول ہو جائے۔