



UNITY FOODS LIMITED
— food for life! —

UNITY FOODS LIMITED

UNITY TOWER,
Plot # 8 C, Block-6, P.E.C.H.S,
Karachi 75400, Pakistan
Phone : +92 21 34373605 - 7
Fax : +92 21 34373608
Email : info@unityfoods.pk
Website : www.unityfoods.pk

January 16, 2019

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

Dear Sir,

Notice of Extraordinary General Meeting

Please find enclosed herewith a copy of Notice of the Extraordinary General Meeting of **Unity Foods Limited** along with Statement of material facts under section 134 (3) of the Companies Act, 2017 to be held on **Wednesday, February 06, 2019 at 10 a.m.** at **Regent Plaza Hotel and Convention Centre, Main Shahreh-e-Faisal, Karachi** for your information and record

Kindly acknowledge the receipt.

Yours truly,

Syed Muhammad Tariq Nabeel Jafri
Company Secretary



CC:

The Executive Director
Corporate Supervision Department
Securities and Exchange Commission of Pakistan
63, Jinnah Avenue, Blue Area, Islamabad

The Head of Operations
Central Depository Company of Pakistan Limited
CDC House, 99-B, SMCHS, Main
Shahreh-e-Faisal, Karachi

The Joint Registrar
Company Registration Office
Securities and Exchange Commission of Pakistan
4th floor, State Life Building No. 2
Wallace Road, Off I.I.Chundrgar Road
Karac



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NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given to all the members of Unity Foods Limited (the “**Company**”) that an Extraordinary General Meeting of the Company will be held on **Wednesday, February 06, 2019** at **10 a.m.** at Regent Plaza Hotel and Convention Centre, Main Shahreh-e-Faisal, Karachi, to transact the following businesses:

Ordinary Business:

1. To confirm the minutes of the Annual General Meeting of the Company held on October 24, 2018.

Special Business:

2. To consider, and if thought fit, approve increase in authorized share capital of the Company from PKR 1,700,000,000/-, divided into 170,000,000 ordinary shares of PKR 10/- each, to PKR 10,000,000,000/-, divided into 1,000,000,000 ordinary shares of PKR 10/- each, by creation of 830,000,000 new ordinary shares, and in that connection to make the necessary amendments to the Memorandum and Articles of Association of the Company.

Other Business:

3. Any other business with the permission of the Chair.

Dated: January 16, 2019

Place: Karachi

By Order of the Board

Syed Muhammad Tariq Nabeel Jafri
Company Secretary





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Notes:

- i) The Share Transfer Books of the Company shall remain closed from January 31, 2019 to February 06, 2019 (both days inclusive) for determining the entitlement of shareholders for attending the Extraordinary General Meeting.
- ii) Physical Transfers received by the Company at the close of business on January 30, 2019 will be treated as being in time for the purpose of attending the meeting.
- iii) Members entitled to attend and vote at the Extraordinary General Meeting may appoint a proxy to attend, speak and vote on him /her behalf. The proxy need not to be a member of the Company.
- iv) Forms of proxy to be valid must be properly filled in/ executed and received by the company not later than forty eight hours before the commencement of the meeting.
- v) Shareholders who have deposited their shares into the Central Depository Company of Pakistan Limited will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan. Such shareholders must bring their original Computerized National Identity Card (CNIC) or Original Passport at the time of attending the meeting. If proxies are granted by such shareholders the same must be accompanied with attested copies of the CNIC or the Passport of the beneficial owners. Additionally, (i) the proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form; (ii) attested copies of CNIC or the passport of the proxy shall be furnished with the proxy form; and (iii) the proxy shall produce his / her original CNIC or original passport at the time of the meeting.
- vi) In case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting. If proxies are granted by such corporate shareholders the same must be accompanied with the Board of Directors' resolution / power of attorney with specimen signatures.
- vii) Members are requested to immediately notify any change in their addresses to the Company's registrar and share transfer agent.
- viii) Pursuant to SECP Circular No 10 of 2014 dated May 21, 2014, if Company receives consent from members holding aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference at least 5 days prior to the date of Extraordinary General Meeting. The Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility please provide the following information to the Share Registrar Office of the Company i.e. F.D. Share Registrar Services (SMC-Pvt.) Limited Office No. 1705, 17th Floor, Saima Trade Tower-A, I. I. Chundrigar Road, Karachi.





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I/We, of being a member of -Unity Foods Limited, holder of Ordinary Share(s) as per Register Folio No. _____ hereby opt for video conference facility at (Please insert name of the City)

Signature of member

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

Increase in Authorized Capital of the Company:

The Company is in growth phase and this proposed increase in capital will facilitate in raising additional capital to successfully execute its growth plans as and when required.

In light of the same and for future potential issuance of shares, the Company seeks to increase its authorized share capital from PKR 1,700,000,000/-, divided into 170,000,000 ordinary shares of PKR 10/- each, to PKR 10,000,000,000/-, divided into 1,000,000,000 ordinary shares of PKR 10/- each and make the necessary amendments to the Memorandum and Articles of Association of the Company.

For this purpose, it is proposed to consider and, if thought fit, to pass the following resolutions as special resolutions, with or without modification:

“RESOLVED THAT the authorized share capital of the Company be and is hereby increased from PKR 1,700,000,000/-, divided into 170,000,000 ordinary shares of PKR 10/- each, to PKR 10,000,000,000/-, divided into 1,000,000,000 ordinary shares of PKR 10/- each, ranking pari passu with the existing shares in all matters, including the right to dividend, bonus or right issues and that:



Clause V of the Memorandum of Association of the Company be and is hereby amended to read as follows”.

The Authorized Capital of the Company is Rs. 10,000,000,000 (Rupees Ten Billion) divided into 1,000,000,000 (One Billion) ordinary shares of Rs.10/- (Rupees Ten Only) each with powers to increase or reduce the capital, to subdivide or otherwise reorganize the share in the capital or increase into several classes and to attach thereto such preferential, special qualified or deferred rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and the provision of the Companies Act, 2017 and to vary, modify or abrogate any such rights, privileges or conditions.

Article [2] of the Articles of Association of the Company be and is hereby amended as follows:

The authorized share capital of the Company is Rs. 10,000,000,000 (Rupees Ten Billion), divided into 1,000,000,000 (Rupees One Billion) ordinary shares of Rs. 10/- each.

FURTHER RESOLVED THAT *the Company Secretary and the Chief Executive Officer of the Company be and are hereby singly authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolution, as well as carry out any other act or step which may be ancillary and / or incidental to do the above and necessary to fully achieve the object of the aforesaid resolution.”*

The Directors of the Company have no personal interest in the Resolutions except in their capacity as shareholders of the Company to the extent of their respective shareholdings.

Dated: January 16, 2019
Place: Karachi


Syed Muhammad Tariq Nabeel Jafri
Company Secretary

