



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

March 10, 2022

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

Dear Sir,

Notice of Extraordinary General Meeting for the Election of Directors

Please find enclosed a copy of the Notice of the Extraordinary General Meeting of Unity Foods Limited to be held for the election of Directors, scheduled for Friday, April 01, 2022 at 10 a.m. at Regent Plaza Hotel and Convention Centre, Main Shahreh-e-Faisal, Karachi.

Yours truly,



Syed Muhammad Tariq Nabeel Jafri
Company Secretary

CC:

The Executive Director
Corporate Supervision Department
Securities and Exchange Commission of Pakistan
7th Floor, NIC Building, 63
Jinnah Avenue
Blue Area, Islamabad

The Head of Operations
Central Depository Company of Pakistan Limited
CDC House, 99-B, S.M.C.H.S, Main
Shahreh-e-Faisal, Karachi

The Director
Surveillance Supervision Enforcement Department
Securities and Exchange Commission of Pakistan
7th Floor, NIC Building, 63
Jinnah Avenue
Blue Area, Islamabad

Encl a.a.



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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 (the "**EGM**") of the Company will be held on **Friday, April 01, 2022, at 10:00 a.m.** at **Regent Plaza Hotel and Convention Centre, Main Shahreh-e-Faisal, Karachi** to transact the following business:

ORDINARY BUSINESS:

"To elect seven (7) Directors of the Company as fixed by the Board of Directors under Section 159 of the Companies Act, 2017 (the "Act") for a period of three (3) years commencing from April 01, 2022, in accordance with the applicable provisions of the Act.

The names of the retiring directors, who are eligible for re-election, are:

- | | |
|---------------------------------|------------------------------|
| 1. MR. SULAIMAN SADRUDDIN MEHDI | 2. MS. LIE HONG HWA |
| 3. MR. MUHAMMAD FARRUKH | 4. MR. SAAD AMANULLAH KHAN |
| 5. MR. MUNEEER | 6. MR. ABDUL MAJEED GHAZIANI |
| 7. MS. TAYYABA RASHEED | |

Attached to this notice circulated to the members is a statement under Section 166 (3) of the Act.

By Order of the Board

SYED MUHAMMAD TARIQ NABEEL JAFRI
Company Secretary



Dated : March 10, 2022

Place : Karachi

NOTES:

- The Share Transfer Books of the Company shall remain closed from **March 30, 2022 to April 01, 2022** (both days inclusive).
- Physical Transfers received at the office of its Share Registrar, F.D. Registrar Services (Pvt) Ltd., 17th Floor, Saima Trade Tower A, I.I. Chundrigar Road, Karachi, by the close of business on **March 29, 2022** will be treated as being in time for the purpose of attending, speaking and voting at the EGM.



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- iii) A member entitled to attend and vote at the EGM may appoint any other members as him/her proxy to attend, speak and vote instead of him/her and a proxy so appointed shall have the same rights, as respects attending, speaking and voting at the EGM as are available to the members. The proxy must be a member of the Company.
- iv) The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarial attested copy of the power of attorney must be deposited at the Registered Office of the Company at least 48 hours before the time of the meeting. Proxy Forms, in English and Urdu languages, have been dispatched to the members along with the notice of EGM.
- v) Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board's resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his / her original CNIC or original passport at the time of the Meeting.



- e. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.
- vi) Representatives of corporate members should bring the Board resolution/power of attorney with specimen signature at the meeting for identification unless it had been provided earlier to the Company.
- vii) All CDC members are requested to immediately notify change in address, if any directly to their CDC participant (brokers)/CDC Investor Account Services. Physical members are requested to immediately notify change in address, if any, to the Company's Share Registrar, at the address given hereinabove.
- viii) Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company at its Registered Office located at 8-C PECHS Block 6, Karachi, the following documents and information at its registered office not later than fourteen days before the date of the above said meeting:
- a) His/her Folio No./CDC Investors Account No./CDC Participant No./Sub-Account No.
 - b) Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Act.
 - c) Consent to act as director on Form 28 prescribed in the Companies (General Provisions and Forms) Regulation, 2018 under Section 167 of the Act.
 - d) A detailed profile along with office address, email and cell phone number for placement onto the Company's website as required under SECP's SRO 1196(1)2019 dated October 03, 2019.
 - e) Details of offices & directorships held in other companies.
 - f) The individual(s) contesting as independent directors in terms of Section 166 (3) of the Act shall also submit a declaration on stamp paper that he/she qualifies the criteria of eligibility and independence notified under the Act and rules and regulations issued thereunder.
 - g) An attested copy of Computerized National Identity Card (CNIC) and National Tax Number;



- h) A declaration on stamp paper that:
- He/she is not ineligible to become a director of the Company under Section 153 of the Act, any applicable laws and regulations (including Rule Book of Stock Exchange).
 - He/she is not serving as a director of more than seven listed companies including the Company.
 - He/she is not a defaulter in repayment of loan to a financial institution.
 - He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of the Company and the Rule Book of Pakistan Stock Exchange Limited;
- ix) Pursuant to the Companies (Postal Ballot) Regulations, 2018, for the purpose of election of directors, the members will be allowed to exercise their right to vote through postal ballot, that is voting by post in accordance with the requirements and procedures contained in the aforesaid Regulation in case the number of candidates are more than the number of directors to be elected.
- x) The Company has also made arrangement for attending the meeting through Video-link facility for the safety and well-being of shareholders and the public at large.

The meeting can be attended using smart phones/tablets/computer. To attend the meeting through video link, the members are requested to register themselves by providing the following information along with valid copy of CNIC / Passport / certified copy of board resolution/power of attorney in case of corporate shareholders with the subject "Registration for Unity Foods Limited EGM" through email by or before 05:00 p.m. on Tuesday 29th March 2022 at the following address fdregistrar@yahoo.com.

Name of Member	CNIC No.	CDC Account No/ Folio No.	Cell Number	Email address



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The members who are registered after the necessary verification shall be provided a video link by the Company on the same email address that they email with the Company with. The login facility will remain open from start of the meeting till its proceedings are concluded.

- xi) The Notice of Extraordinary General meeting has been placed on the Company's website www.unityfoods.pk in addition to its dispatch to the shareholders.



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**STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3)
OF THE COMPANIES ACT, 2017**

Section 166(3) of the Act provides that the statement of material facts annexed to the notice of the general meeting called for the purpose of election of directors shall indicate the justification for choosing the appointee for appointment as independent directors. This provision also provides that the independent directors of a listed company shall be elected in the same manner as other directors are elected in terms of Section 159 of the Act. Accordingly, it will be ensured that the persons contesting as independent directors must meet the criteria of independence laid down under Section 166 of the Act and the Listed Companies (Code of Corporate Governance Regulations, 2019). The names of Mr. Sulaiman Sadruddin Mehdi and Ms. Tayyaba Rasheed have been proposed by the Board of Directors as independent directors for the reason that both meet the criteria of independence set out in the Act and the Regulations and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance. Furthermore, their selection has been made due to their respective competencies, skill, knowledge and experience.



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**UNITY FOODS LIMITED
 PROXY FORM
 EXTRAORDINARY GENERAL MEETING**

The Company Secretary,
 Unity Foods Limited,
 8-C PECHS, Block 6,
 Karachi.

I/We _____
 of _____ being member(s) of UNITY FOODS LIMITED
 (the Company) holding _____ ordinary shares of the Company,
 as per Share Register Folio no. _____ and /or CDC Participant ID No.
 _____ and A/c No. _____ (for members who have shares in
 CDS) hereby appoint _____
 of _____ or failing him /her
 _____ of
 _____ as my /our proxy in my /our absence to attend, act
 and vote for me / us and on my /our behalf at the Extraordinary General Meeting of
 the Company to be held on **Friday, April 01, 2022, at 10:00 a.m.** and /or any
 adjournment thereof.

Affix Five Rupees
 Revenue Stamp

Signature _____
 (Signature should agree with the specimen signature registered with the Registrar).

As a witness my/our hand/seal this _____ day of March, 2022.

1. Witness Signature _____ 2. Witness Signature _____

Name _____
 CNIC _____
 Address _____

Name _____
 CNIC _____
 Address _____



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NOTE:

1. A member of the Company entitled to attend, and vote may appoint another member as his/her/ its/their proxy to attend and vote instead of him/her/them. To be appointed as proxy, a person has to be a member of the Company.
2. In the case of bank or company, the proxy form must be executed under its common seal and signed by its authorized person. The certified copy of the Board's resolution/ power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.
3. Proxy form duly completed and signed, must be received at the registered office of the Company at Unity Tower, Plot 8-C, Block-6, PECHS, Karachi at least 48 hours before the time of holding the meeting.
4. If a member appoints more than one proxy and more than one instrument of proxy are deposited with the Company, all such instruments of proxy shall be rendered invalid.
5. In case of CDC account holders:
 - i) The Proxy Form shall be witnessed by two persons whose names, address and CNIC numbers shall be mentioned on the form.
 - ii) Attested Copies of CNIC or Passport of the Beneficial Owners and the Proxy shall be furnished with the proxy form.
 - iii) The Proxy shall produce his/her original CNIC or original Passport at the time of meeting.