

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 32nd Annual General Meeting (AGM) of Unity Foods Limited (the “Company”) will be held on Wednesday, February 15, 2023 at 10:00 a.m. at Regent Plaza Hotel and Convention Centre, Main Shahreh-e-Faisal, Karachi, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the audited annual financial statements of the Company for the year ended June 30, 2022 together with Directors’ and Auditors’ reports thereon and Chairman’s Review Report.
2. To appoint the auditor of the Company for the year ending June 30, 2023 and fix their remuneration. Messrs. Naveed Zafar Ashfaq Jaffery & Co., Chartered Accountants retire and being eligible, have offered themselves for reappointment.
3. To transact any other business with the permission of the Chair.

By Order of the Board

Umar Shahzad  
Company Secretary

Dated: January 25, 2023  
Place: Karachi

Notes:

- i) The Share Transfer Books of the Company shall remain closed from February 09, 2023 to February 15, 2023 (both days inclusive) for determining the entitlement of shareholders for attending the Annual General Meeting.
- ii) Physical Transfers received by the Company at the close of business on February 08, 2023 will be treated as being in time for the purpose of attending the meeting.
- iii) Members entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend, speak and vote on his /her behalf. The proxy need 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. Members who have deposited their shares into the 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 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.

## **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 accordingly.
- 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 original CNIC or original passport
- e) In case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signatures shall be furnished (unless it has been provided earlier) along with proxy form to the Company.
- v) Members are requested to immediately notify any change in their addresses to the Company's registrar and share transfer agent.

## **Special Notes to the Shareholders**

### **vi) Online Participation in the Annual General Meeting**

Pursuant to Section 132(2) of the Companies Act 2017, members can also avail video conference facility at Lahore, subject to the following conditions:

The video conferencing facility will be provided only if the Company receives consent from member(s) holding in aggregate 10% or more shareholding residing at Lahore, to participate in the meeting through video conference at least 7 days prior to the date of general meeting.

The Company will intimate to the members regarding venue of video conference facility 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.

In this regard, members who wish to participate through video conference facility at Lahore should send a duly signed request to the Company Secretary, Unity Foods Limited, Unity Tower, 8-C, PECHS Block-6, Karachi, as follows:

I/We, \_\_\_\_\_ S/o, D/o, W/o \_\_\_\_\_ being a member of Unity Foods Limited, holder of \_\_\_\_\_ ordinary shares as per folio no. \_\_\_\_\_ hereby opt for video conferencing facility at Lahore.

### **vii) Payment of Cash Dividend through Electronic Mode**

In terms of section 242 of the Companies Act, 2017, any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide the Company's Share Registrar at the address mentioned above, electronic dividend mandate on E- Dividend Form which is available on website of the Company i.e. [www.unityfoods.pk](http://www.unityfoods.pk) . In case of shares held in CDC, the same information should be provided to the CDS Participants for updating and forwarding to the Company in order to make process of payment of cash dividend more efficient.

### **viii) Unclaimed dividend**

Pursuant to Section 244 of the Companies Act, 2017 any shares issued, or dividend declared by the Company which remains unclaimed or unpaid for a period of three years from the date it became due and payable shall vest with the Federal Government after compliance with the procedures prescribed under the Companies Act, 2017.

Therefore, all shareholders of the Company, who for any reason could not claim their dividend(s), if any, are requested to contact Company's Share Registrar, F.D. Registrar Services (Pvt) Limited, 1705, 17th Floor, Saima Trade Tower A, I.I. Chundrigar Road, Karachi for any unclaimed dividend(s) outstanding in their name. In compliance with section 244 of the Companies Act, 2017, after having completed the stipulated procedures, all such dividend(s) appearing as outstanding for a period of 3 years or more from the date due and payable shall be deposited to the Federal Government.

In pursuance of Section 244, the Company has sent Notices to relevant shareholders at their registered address in this regard and also published a Final Notice in newspapers (Daily The Nation and Daily Nawa-e-Waqt) of September 08, 2022.

### **ix) Circulation of Annual Audited Financial Statements and Notice of AGM to Members through Email**

SECP through its Notification no. 787 (1) / 2014, dated September 08, 2014, has allowed companies to circulate Annual Audited Financial Statements along with Notice of Annual General Meeting (AGM) to its members through email.

The shareholders who desire to received Annual Audited Financial Statements and Notice of AGM through email are requested to fill the requisite form placed on the Company's website and send it to the Company Secretary at the Registered Office of the Company. In case any member, subsequently, requests for hard copy of Annual Financial Statements, the same shall be provided free of cost within seven days of receipt of such request.

### **x) Placement of Financial Statements**

The Company has placed the Audited Financial Statements for the year ended June 30, 2022 along with Auditors and Directors Report thereon and Chairman's Review Report on its website: [www.unityfoods.pk](http://www.unityfoods.pk).

#### **xi) Withholding of payment of Dividend- Submission of copies of CNIC (Mandatory)**

In accordance with the directives of SECP, the dividends of shareholders who's valid CNIC copies have not been received by the Company shall be withheld and shall not be electronically credited until receipt thereof. Therefore, the individual shareholders who have not submitted their CNIC copies are requested to send the same at the earliest to the share registrar of the company. Corporate entities are requested to provide their NTN. While providing their CNIC / NTN, shareholders must quote their respective folio number(s).

#### **xii) Conversion of Physical Shares into Book Entry Form**

As per provisions of Section 72(2) of the Companies Act 2017 and as per the instructions issued by SECP vide its letter No. CSD/ED/Misc./2016-639-640 dated March 26, 2021, every existing company is required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by SECP, within a period not exceeding four years from the commencement of the Act i.e. May 31, 2017.

Therefore, shareholders having physical shares holding may open CDC sub-account with any of the broker or investor account directly with CDC to place their physical share(s) into scripless form, this will facilitate them in many forms including safe custody, and trade in shares anytime they want, as the trading of physical shares is not permitted as per existing regulations of the Stock Exchange.

# FORM OF PROXY

## 32<sup>nd</sup> ANNUAL GENERAL MEETING

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

I/We \_\_\_\_\_ S/o, D/o, W/o \_\_\_\_\_ shareholder(s) of  
Unity Foods Limited (the Company) holding \_\_\_\_\_ ordinary shares, 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  
Mr./Ms. \_\_\_\_\_ Folio # \_\_\_\_\_ of \_\_\_\_\_ or  
failing him /her Mr./Ms. \_\_\_\_\_ Folio # \_\_\_\_\_ of  
\_\_\_\_\_, who is also a shareholder of the Company, as my /our proxy in my /our  
absence to attend, act and vote for me / us and on my /our behalf at the Annual General Meeting of the  
Company to be held on **Wednesday, February 15, 2023, at 10:00 a.m.** and /or any adjournment thereof.

Signature across Five Rupees Revenue Stamp
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(Signature should agree with the specimen signature registered with the Registrar).

As a witness my/our hand/seal this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

1. Witness Signature \_\_\_\_\_ 2. Witness Signature \_\_\_\_\_

Name \_\_\_\_\_  
CNIC \_\_\_\_\_  
Address \_\_\_\_\_

Name \_\_\_\_\_  
CNIC \_\_\_\_\_  
Address \_\_\_\_\_

### 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. In case of CDC account holders:
  - i) Attested Copies of CNIC or Passport of the Beneficial Owners and the Proxy shall be furnished with the proxy form.
  - ii) The Proxy shall produce his/her original CNIC or original Passport at the time of meeting.

