

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **34<sup>th</sup>** Annual General Meeting (AGM) of Unity Foods Limited (the “Company”) will be held on **Monday, October 28, 2024 at 11:30 a.m.** at Park Lane Hotel, 107-B3- M.M. Alam Road, Gulberg III, Lahore, to transact the following business:

## **Ordinary Business:**

1. To receive, consider and adopt the audited annual financial statements of the Company for the year ended June 30, 2024 together with Directors’ and Auditors’ reports thereon and Chairman’s Review Report.
2. To appoint the auditors of the Company and fix their remuneration. The members are hereby given notice that the Board Audit Committee and the Board of Directors have recommended the appointment of M/s Grant Thornton Anjum Rahman, Chartered Accountants as auditors of the Company in the AGM to replace retiring auditors M/s Naveed Zafar Ashfaq Jaffery & Co., Chartered Accountants.

**By Order of the Board**

Dated: October 07, 2024  
Place: Lahore

Umar Shahzad  
Company Secretary

## **Notes:**

- i) The Share Transfer Books of the Company shall remain closed from October 23, 2024 to October 28, 2024 (both days inclusive) for determining the entitlement of shareholders for attending the Annual General Meeting (AGM).
- ii) Physical Transfers received by the Company at the close of business on October 22, 2024 will be treated as being in time for the purpose of attending and voting at the meeting.
- iii) A member entitled to attend and vote at the AGM may appoint a proxy to attend, speak and vote on him /her/its behalf. A proxy must be a member of the Company.
- iv) Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the time of meeting. Proxy Forms in Urdu and English languages are attached to the notice circulated to the shareholders.

- v) 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 (SECP).

**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.
- vi) 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**

vii) **Online Participation in the AGM**

The members can also participate in the AGM through video link facility.

To attend the AGM through video link, members and their proxies are requested to register their following particulars by sending an e-mail at [umar.shahzad@unityfoods.pk](mailto:umar.shahzad@unityfoods.pk)

<b>Folio / CDC Account No.</b>	<b>No. of shares held</b>	<b>Name</b>	<b>CNIC No.</b>	<b>Cell No.</b>	<b>Email address</b>

The video link and login credentials will be shared with the shareholders whose e-mails, containing all the requested particulars, are received at the given e-mail address by or before the close of business hours (5:00 p.m.) on October 26, 2024.

viii) **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 below, 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, electronically.

ix) **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, Digital Custodian Company Limited, 4th Floor, Perdesi House, Old Queens 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 of Companies Act, 2017, 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.

x) **Circulation of Annual Audited Financial Statements to Members**

Pursuant to SRO No. 389 (I)/ 2023 dated March 21, 2023 of Securities and Exchange Commission of Pakistan and the approval of shareholders of the Company, the Annual Audited Financial Statements of the Company for the year ended June 30, 2024, are being circulated to the members through QR enabled code and web-link which is given below:

Weblink	QR Code
<a href="https://www.unityfoods.pk/investor-relations.html#financial_reports">https://www.unityfoods.pk/investor-relations.html#financial_reports</a>	

A soft copy of the Annual Financial Statements for the year ended on June 30, 2024 is being sent through email to the shareholders who have given their email address. Those shareholders (who have not provided the email addresses) desire to receive the Company's Annual Financial Statements through e-mail 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, requests for hard copy of Annual Financial Statements, the same shall be provided free of cost within seven days of receipt of such request.

xi) **Placement of Financial Statements**

The Company has placed the Audited Financial Statements for the year ended June 30, 2024 along with Auditors and Directors Reports thereon and Chairman's Review Report on its website: [www.unityfoods.pk](http://www.unityfoods.pk).

xii) **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).

xiii) **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 Pakistan Stock Exchange Limited.

xiv) **Withholding Tax on dividends**

Withholding Tax on cash dividend of those shareholders, whose name will not appear (at the time of issuance/process of dividend) in the Active Tax Payers List, will be subject to higher rate of tax deduction as required under prevailing Income Tax Laws. Corporate shareholders are also required to update their NTN number in CDC records or provide copy of their NTN certificate to the Company's Share Registrar (if shares are held in physical form).

xv) **Tax in case of Joint Shareholders**

In accordance with the instructions of Federal Board of Revenue, the tax on dividend income of joint holders of share will be deducted in accordance with their shareholding proportion or in equal proportion, if such proportion is not provided. Therefore, shareholders are requested to provided, if not provided earlier, shareholding proportion of each joint shareholder(s) to the Company's Share Registrar latest by October 21, 2024 in the following manner:

Folio / CDC A/c No.	Name of Shareholders (Joint Holders)	No. of shares (proportion)	CNIC No. (valid copy attached)	Signature
	1)			
	2)			
	.....			
Total Shares				

# FORM OF PROXY

## 34th ANNUAL GENERAL MEETING

The Company Secretary,  
**Unity Foods Limited,**  
Ground Floor, TAMC Building  
Plot No. 27-C-3, M.M. Alam Road  
Gulberg-III, Lahore, Pakistan.

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 \_\_\_\_\_, who is also a member 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 Monday, October 28, 2024, at 11:30 a.m. and /or any adjournment thereof.

Signature across  
Fifty Rupees  
Revenue Stamp

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

As a witness my/our hand/seal this \_\_\_\_\_ day of October, 2024.

1. Witness Signature _____	2. Witness Signature _____
Name _____	Name _____
CNIC No. _____	CNIC No. _____
Address _____	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 corporate entities, the proxy form must be executed under its stamp and signed by its authorized person. The certified copy of the Board's resolution/ power of attorney with specimen signature shall be furnished along with proxy form to the Company. Corporate entities can also attend the meeting through their representatives appointed through board resolutions.
3. Proxy form duly completed and signed, must be received at the registered office of the Company at Ground Floor, TAMC Building, Plot No. 27-C-3, M.M. Alam Road, Gulberg-III, Lahore 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.

# یونٹی فوڈز لمیٹڈ

## پراکسی فارم

34 واں سالانہ اجلاس عام

کمپنی سیکرٹری

یونٹی فوڈز لمیٹڈ

گراؤنڈ فلور، ٹی اے ایم سی بلڈنگ

3-C-27، ایم۔ ایم۔ عالم روڈ

گلبرگ-III، لاہور، پاکستان

میں / ہم \_\_\_\_\_ بیٹا / بیوی / بیٹی \_\_\_\_\_ یونٹی فوڈز لمیٹڈ (کمپنی) کے شیئر ہولڈر / شیئر ہولڈرز جو کہ شیئر رجسٹر میں فوئیو نمبر \_\_\_\_\_ اور ایس ڈی سی پارٹسپنٹ آئی ڈی نمبر \_\_\_\_\_ اور اکاؤنٹ نمبر \_\_\_\_\_ (ان ممبران کے لیے جن کے شیئرز ڈی ایس میں ہیں) کے مطابق \_\_\_\_\_ عام شیئرز کے مالک ہیں، اپنی عدم موجودگی میں جناب / محترمہ \_\_\_\_\_ فوئیو نمبر \_\_\_\_\_ سکندہ \_\_\_\_\_ جو کہ کمپنی کے ممبر بھی ہیں، کو سالانہ اجلاس عام جو کہ بروز پیر 28 اکتوبر 2024 کو دن 11:30 بجے منعقد ہوگا، اور / یا اس کے کسی التواء شدہ اجلاس میں میری / ہماری طرف سے شرکت کرنے، عمل کرنے اور ووٹ دینے کے لیے اپنا نمائندہ مقرر کرتا ہوں / کرتی ہوں / کرتے ہیں۔

پچاس روپے کے رسیدی ٹکٹ چسپاں کریں

دستخط

(دستخط رجسٹرار کے پاس جمع شدہ نمونہ دستخط کے مطابق ہونے چاہئیں)

بطور گواہ میرے / ہمارے دستخط / مہر بتاریخ \_\_\_\_\_ اکتوبر 2024

2 گواہ کے دستخط \_\_\_\_\_

نام  
CNIC نمبر  
پتہ

1 گواہ کے دستخط \_\_\_\_\_

نام  
CNIC نمبر  
پتہ

نوٹ:

- 1- کمپنی کا کوئی ممبر جو اجلاس میں شرکت اور ووٹ دینے کا حق رکھتا ہو، وہ کسی دوسرے رکن کو اپنا نمائندہ مقرر کر سکتا ہے تاکہ وہ اسکی / انکی جگہ شرکت اور ووٹ دے سکے۔ نمائندہ مقرر ہونے کے لیے شخص کو کمپنی کا رکن ہونا ضروری ہے۔
- 2- کارپوریٹ اداروں کی صورت میں، پراکسی فارم پر اس ادارے کے ممبر اور مجاز شخص کے دستخط ہونا لازمی ہیں۔ کمپنی کو پراکسی فارم کے ساتھ پاور آف اٹارنی کی تصدیق شدہ کاپی بھی نمونے کے دستخط کے ہمراہ مہیا کرنی ہوگی۔
- 3- مکمل پُر شدہ اور دستخط کردہ پراکسی فارم کمپنی کے رجسٹرار آفس واقع گراؤنڈ فلور، ٹی اے ایم سی بلڈنگ، گلبرگ-III، لاہور، پاکستان کو اجلاس کے انعقاد کی تاریخ سے کم از کم 48 گھنٹے قبل موصول ہو جانا چاہئے۔

4- سی ڈی سی اکاؤنٹ ہولڈرز ہونے کی صورت میں:

- (i) پراکسی فارم کے ساتھ پراکسی اور ٹینفیل اونرز کے شناختی کارڈ یا پاسپورٹ کی کاپی مہیا کرنا ہوگی۔
- (ii) پراکسی کے لیے لازمی ہے کہ وہ اپنا اصلی شناختی کارڈ یا پاسپورٹ اجلاس کے وقت مہیا کرے۔