

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting of The Organic Meat Company Limited (the "Company") will be held on Monday, October 28, 2024 at 11:30 am at the corporate office of the Company situated at Plot No. 257, Sector 24, Korangi Industrial Area, Karachi to transact the following businesses:

## **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2024 together with the Directors' and Auditors' Reports thereon.
2. To re-appoint BDO Ebrahim & Co. Chartered Accountants as the external auditors of the Company for the year 2024-25 and to fix their remuneration

## **Special Business:**

3. To consider and, if thought fit, to pass with or without modification(s), the resolutions appearing below as special resolutions for increasing the authorized share capital of the Company from 165,000,000 (One Hundred & Sixty-five Million) ordinary shares of Rs. 10 each (Rupees Ten) to 200,000,000 (Two Hundred Million) ordinary shares of Rs.10 each (Rupees Ten) representing an increase in authorized share capital of Rs.350,000,000 (Rupees Three Hundred and Fifty Million Only) which is an increase of 21.21% over the previous authorized share capital as recommended by the Board of Directors.

In this connection, the following special resolutions (with or without modifications) are proposed to be passed:

***Specially Resolved that the annual body of shareholders hereby ratify an increase in authorized share capital of the Company by Rs. 350,000,000 (Rupees Three Hundred and Fifty Million Only) divided into additional 35,000,000 (Thirty-five Million) ordinary shares of Rs. 10 each (Rupees Ten), thus increasing the total authorized capital of the Company to Rs,2,000,000,000 (Rupees Two Billion Only) divided into 200,000,000 (Two Hundred Million) ordinary shares of Rs.10 each (Rupees Ten).***

## **4. Clause V of the Memorandum of Association:**

To pass a special resolution in consequence of the aforesaid increase in the authorized share capital of the Company, the existing Clause V of the Memorandum of Association of the Company be and hereby replaced accordingly, to read as follows:

**Specially Resolved that** "The authorized capital of the company is Rs. 2,000,000,000/- (Rupees Two Billion Only) divided into 200,000,000 (Two Hundred Million) ordinary shares of Rs.10/- (Rupees Ten) each; with powers to increase, reduce, consolidate or otherwise reorganize the share capital and to divide the shares of the Company into different classes in accordance of the provisions of Companies Act, 2017."

**5. Clause 3 of the Articles of Association:**

To pass a special resolution in consequence of the aforesaid increase in the authorized share capital of the Company, the existing Clause 3 of the Articles of Association of the Company be and hereby replaced accordingly, to read as follows:

**Specially Resolved that** "The authorized capital of the company is Rs. 2,000,000,000/- (Rupees Two Billion Only) divided into 200,000,000 (Two Hundred Million) ordinary shares of Rs.10/- (Rupees Ten) each; with powers to increase or reduce the share capital. The Company may from time to time consolidate, sub-divide or otherwise re-organize the shares capital of the Company".

**6. Authorization to Amendment/alteration in Memorandum and Article of Association of the Company:**

**Resolved that** "the Chief Executive Officer, Chief Financial Officer and/or Company Secretary of the Company be and are hereby jointly and severally empowered and authorized to take all steps and actions necessary, incidental and ancillary as may be required in this regard and to do all acts, matters, and things as may be necessary or expedient for the purpose of increase in authorized share capital and amendment/ alteration in Memorandum and Article of Association of the Company."

A statement as required by Section 134(3) of the Companies Act, 2017 in respect of the special business to be considered at the meeting is included in this notice.

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

By Order of the Board



**Imran Khan**  
Company  
Secretary

Karachi

Dated: October 5, 2024

## **NOTES:**

1. The register of members of the Company will be closed from Monday, October 21, 2024 to Monday, October 28, 2024 (both days inclusive) and no transfers will be registered during that time. Shares received in order at the office of our Share Registrar, M/s. Corptec Associates (Private) Limited, Share Registrar and Corporate Consultants, 503-E, Johar Town, Lahore. at the close of business on Friday, October 18, 2024 will be treated in time for the above entitlement for both the Annual General Meeting and the interim bonus shares to be issued.
2. A member of the Company entitled to attend, speak and vote at this meeting may appoint any other member as his/her proxy to attend, speak and vote in his/her instead. The proxies to be effective must be in writing and must be received by the Company's corporate office 48 hours before the meeting.
3. Shareholders of the Company whose shares are registered in their account/sub-account with Central Depository System (CDS) are requested to bring original Computerized National Identity Card along with their account number in CDS and participant's ID number for verification
4. In compliance with Section 119 of the Companies Act, 2017 and Regulation 19 Companies (General Provisions and Forms) Regulations, 2018 members are requested to immediately provide their mandatory information such as CNIC number, updated mailing address, email, contact mobile/telephone number and International Banking Account Number (IBAN) together with a copy of their CNIC to update our records and to avoid any non-compliance of the law. Otherwise, all dividends will be withheld in terms of Regulation 6 of the Companies (Distribution of Dividends) Regulations, 2017;
5. Section 242 of the Companies Act, 2017 provides that in case of a listed company, any cash dividend declared by the company must be paid electronically directly into the bank accounts of entitled shareholders. Therefore, all shareholders are requested to fill in the Dividend Mandate Form available on Company's website and send it duly signed along with a copy of CNIC to the Registrar of the Company M/s. Corptec Associates (Private) Limited in case of physical shares. In case shares are held in CDC then Dividend Mandate Form must be submitted directly to shareholder's broker/ participant/CDC account services. In case of non-submission of IBAN, the Company will withhold the payment of dividends under Companies (Distribution of Dividends) Regulations, 2017.
6. All Shareholders are advised to check their status on Active Taxpayers List (ATL) available on FBR website and if required take necessary actions for inclusion of their name in ATL. In case a person's name does not appear in the ATL, the applicable tax rate will be as per law.
7. In case of joint account, please intimate proportion of shareholding of each account holder along with their individual's status on the ATL.
8. Members who desire to stop deduction of Zakat from their dividends may submit a declaration on non-judicial stamp paper duly signed as required under the law (if not submitted earlier).
9. Withholding Tax exemption from the dividend income shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar by first day of Book Closure.

10. The corporate shareholders having CDC accounts are required to have their National Tax Numbers (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the company or our Share Registrar M/s. Corptec Associates (Private) Limited. The shareholders while sending NTN or NTN certificate, as the case may be, must quote company name and their respective folio numbers.

11. In compliance of Section 244 of the Companies Act, 2017, once the Company has completed stipulated formalities, any unclaimed dividend and /or shares that have remained outstanding for a period of three years from the date of becoming due and payable or more shall be credited to the Federal Government (in case of dividend) or delivered to the SECP (in case of physical shares). Shareholders who could not collect their dividend/physical shares are advised to contact the Share Registrar of the Company to collect/inquire about their unclaimed dividend or shares, if any.

12. Annual Audited Accounts of the Company for the year ended June 30, 2024 have been placed on Company’s website at and .

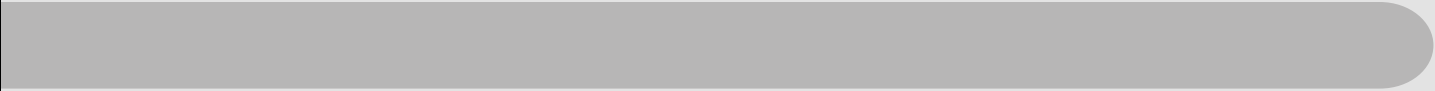
13. The AGM can be attended by shareholders using smart phones/tablets/computers. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides)/passport, attested copy of board resolution / power of attorney (in case of corporate shareholders) through email at by October 25, 2024.

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

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

14. Members can exercise their right to vote by means of postal ballot i.e., by post or through electronic mode subject to the requirements of Section 143 -145 of Companies Act, 2017, and applicable clauses of Companies (Postal Ballot) Regulations 2018.

15. **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 18, 2024.



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 Registrar of the Company M/s. Corptec Associates (Private) 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.

Members shall cast vote online at any time from October 25, 2024, 9:00 am to October 27, 2024 at 5:00 pm. Once the vote on the resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

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

### **Pertaining to Item No. 3: Increase in authorized share capital**

To consider and approve the increase in authorized share capital of the Company by 21.21% of its existing authorized share capital. This increase represents 35,000,000 ordinary shares of Rs.10 each, thus increasing the total authorized capital of the Company to Rs.2,000,000,000 divided into 200,000,000 ordinary shares of Rs.10 each.

In this connection, the following special resolutions (with or without modifications) are proposed to be passed:

***Specially Resolved that the annual body of shareholders hereby ratify an increase in authorized share capital of the Company by Rs. 350,000,000 (Rupees Three Hundred and Fifty Million Only) divided into additional 35,000,000 (Thirty-five Million) ordinary shares of Rs. 10 each (Rupees Ten), thus increasing the total authorized capital of the Company to Rs,2,000,000,000 (Rupees Two Billion Only) divided into 200,000,000 (Two Hundred Million) ordinary shares of Rs.10 each (Rupees Ten).***

### **Pertaining to Item No. 4: Clause V of the Memorandum of Association:**

In consequence of the aforesaid increase in the authorized share capital of the Company, the existing Clause V of the Memorandum of Association of the Company be and hereby replaced accordingly, to read as follows:

*"The authorized capital of the company is Rs. 2,000,000,000/- (Rupees Two Billion Only) divided into 200,000,000 (Two Hundred Million) ordinary shares of Rs. 10/- (Rupees Ten) each; with powers to increase, reduce, consolidate or otherwise reorganize the share capital and to divide the shares of the Company into different classes in accordance of the provisions of Companies Act, 2017."*

### **Pertaining to Item No.5: Clause 3 of the Articles of Association:**

In consequence of the aforesaid increase in the authorized share capital of the Company, the existing Clause 3 of the Articles of Association of the Company be and hereby replaced accordingly, to read as follows:

*"The authorized capital of the company is Rs. 2,000,000,000/- (Rupees Two Billion Only) divided into 200,000,000 (Two Hundred Million) ordinary shares of Rs.10/- (Rupees Ten) each; with powers to increase or reduce the share capital. The Company may from time to time consolidate, sub-divide or otherwise re-organize the shares capital of the Company"*

**Pertaining to Item No. 6: Authorization to Amendment/alteration in Memorandum and Article of Association of the Company:**

*“the Chief Executive Officer, Chief Financial Officer and/or Company Secretary of the Company be and are hereby jointly and severally empowered and authorized to take all steps and actions necessary, incidental and ancillary as may be required in this regard and to do all acts, matters, and things as may be necessary or expedient for the purpose of increase in authorized share capital and amendment/ alteration in Memorandum and Article of Association of the Company.”*