

Notice of Meeting

Notice is hereby given that the 126th General Meeting (Annual Ordinary) of the shareholders of Rafhan Maize Products Co. Ltd. will be held on Wednesday, March 29, 2017 at 10:00 a.m. at the Overseas Investors Chamber of Commerce and Industry's Hall, Talpur Road, Karachi to transact the following business:

1. To confirm minutes of the last General Meeting (Annual Ordinary) of the shareholders of the Company held on Tuesday, March 29, 2016 at Karachi.
2. To receive, consider and adopt the Audited Accounts of the Company for the year ended December 31, 2016 together with the Directors and Auditors Reports thereon.
3. To approve final cash dividend @3000% for the year ended December 31, 2016 as recommended by the Board of Directors.
4. To appoint auditors and fix their remuneration. The present auditors Messrs KPMG Taseer Hadi & Co., Chartered Accountants, retire and being eligible, offer themselves for re-appointment. The Board of Directors, on recommendations of the Audit Committee, has proposed appointment of Messrs KPMG Taseer Hadi & Co., Chartered Accountants for the year 2017.

Special Business:

5. To consider and, if thought fit, to approve remuneration payable to Chief Executive and Managing Director.
6. To consider and approve shifting of Registered Office of the Company from Karachi, Province of Sindh to Faisalabad in the Province of the Punjab and, if thought fit, to pass with or without modification the following resolutions as a Special Resolutions:

“RESOLVED that the Registered Office of the Company be shifted from 1st Floor, Finlay House, I.I. Chundrigar Road, Karachi in the Province of Sindh to Rakh Canal East Road, Faisalabad in the Province of Punjab subject to the approval of Securities & Exchange Commission of Pakistan.”

“ALSO RESOLVED that Clause II of the Memorandum of Association of Rafhan Maize Products Co. Ltd be and is hereby altered to read as follows:

Clause II: The Registered Office of the Company shall be situated at Faisalabad in the Province of Punjab, Pakistan with power to establish work branches and factories in any part of Pakistan and abroad.”

“FURTHER RESOLVED that the Company Secretary be and is hereby authorized and empowered to do or cause to be done all acts, deeds and things that may be necessary to give effect to the above resolution”

7. To consider and, if deemed fit, pass the following ordinary resolution for getting shareholders' approval to disseminate Annual Accounts through CD/DVD/USB:

“RESOLVED that the approval be and is hereby given to allow the Company to disseminate/transmit Annual Audited Accounts to the shareholders in soft form through CD/DVD/USB instead of hardcopy at their registered addresses.”

8. To consider and, if thought fit, to approve the Car Scheme for Employee Directors and Executives.

Statements U/S 160(1)(b) of the Companies Ordinance, 1984 pertaining to the Special Business are attached.

By order of the Board

M. Yasin Anwar
Company Secretary &
Compliance Officer

Statements U/S 160(1)(b) of the Companies Ordinance, 1984

ITEM NO.5 OF THE NOTICE

REMUNERATION PAYABLE TO CHIEF EXECUTIVE AND MANAGING DIRECTOR

Mr. Usman Qayyum was appointed as Chief Executive and Managing Director of Rafhan Maize Products Company Limited by the Board on April 01, 2016. This is the senior most position in the Company. With increase in responsibilities, the remuneration of Mr. Usman Qayyum was to be increased for the financial year 2016.

The Board, through Resolution by Circulation dated April 01, 2016, has approved Managerial Remuneration including applicable allowances not exceeding Rs.12.5 million for the year ending December 31, 2016 and for subsequent years, an increase per annum as determined by the Board of Directors on the recommendations of Human Resource & Remuneration Committee, provision to him of two Company maintained cars, life/health insurance cover, leave encashment as per Company policy, personal security, club membership, statutory and performance bonuses, retirement and other applicable benefits in accordance with the Company policies.

For this purpose, the following Ordinary Resolution which sets out terms of appointment of the Chief Executive and Managing Director will be moved at the meeting.

“RESOLVED that the Company hereby approves and authorizes the payment to Mr. Usman Qayyum, Chief Executive and Managing Director, not exceeding Rs.12.5 million for the year ending December 31, 2016 and for subsequent years, an increase per annum as determined by the Board of Directors on the recommendations of Human Resource & Remuneration Committee, provision to him of two Company maintained cars, life/health insurance cover, leave encashment as per Company policy, personal security, club membership, statutory and performance bonuses, retirement and other applicable benefits in accordance with the Company policies.”

The Chief Executive is directly interested in this business as explained above.

ITEM NO.6 OF THE NOTICE:

SHIFTING OF REGISTERED OFFICE FROM KARACHI, SINDH TO FAISALABAD, PUNJAB

As production facility (factory), Shares Department, Accounts Department and other supporting functions are located in Faisalabad, Punjab and maintaining confidential data/record at both the locations is difficult, therefore, the management has realized that shifting of Registered Office from Karachi, Province of Sindh to Faisalabad, Province of Punjab will help in strengthening the internal controls, smoothness in corporate operations, cost savings, prompt decision making; in addition to other benefits and carry on the business more economically and more efficiently.

ITEM NO.7 OF THE NOTICE

DISSEMINATION OF ANNUAL AUDITED ACCOUNTS OF THE COMPANY TO THE SHAREHOLDERS THROUGH CD/DVD/USB:

Securities & Exchange Commission of Pakistan (SECP) vide its SRO No.470(1)/2016 dated May 31, 2016 has allowed companies to circulate the Annual Balance Sheet, Profit and Loss Account, Auditors' Report and Directors' Report etc. (“Annual Audited Accounts”) to its members through CD/DVD/USB at their registered addresses. The Company shall place on its website a standard request form for the shareholders to communicate their demand for hard copies of annual audited accounts instead of sending the same through CD/DVD/USB.

ITEM NO.8 OF THE NOTICE

CAR SCHEME FOR EMPLOYEE DIRECTORS AND EXECUTIVES:

The Shareholders' approval will be sought for the implementation of Car Scheme for Employee Directors and Executives with Company maintained cars. For this purpose the following Ordinary Resolution which sets out the details of the car scheme will be moved at the meeting_

“RESOLVED that the Car Scheme for Employee Directors and Executives with the Company maintained cars; the salient features of which are that they have an option to purchase against payment ONE car (upto 1800cc) in their respective use at the following percentage of the cost:-

<u>Age of Car</u>	<u>%Age of Original Cost</u>
New	100
One year	80
Two years	60
Three years	40
Four years	20

be and is hereby approved and recommended for acceptance by the shareholders at the next Annual General Meeting.”

“ALSO RESOLVED that after purchase of one car under the Scheme, the employees will be eligible for a new Company car in accordance with the periods mentioned below:-

<u>Age of Car at Purchase</u>	<u>Eligibility for New Company Car after Buyback</u>
1 year or more	3 years
2 years or more	2 years
3 years or more	1 year
4 years	Immediate after buyback

Moreover, the employees will be eligible for buyback option during their employment or on attaining superannuation age, voluntary retirement and/or death of the employees. Similarly, the legal heirs of the employees will also be eligible to avail buyback option for purchase of one car under their use or in the use of the deceased employees as per this Scheme.

Furthermore, this buyback option will not be applicable to the employees who are allotted Company cars purely for execution of the field assignments due to their nature of job.

However, the employees resigning from the job or terminated on the charges of misconduct shall not be entitled under aforementioned buyback option.”

“FURTHER RESOLVED that the above amended Car Scheme be and is hereby approved and recommended for acceptance by the shareholders at the next Annual General Meeting.”

The Employee Directors and Executives are directly interested in this business to the extent explained above.

Consent for Video Conference Facility

Members can also avail video conference facility at Lahore and Faisalabad. In this regard, please fill the following and submit to registered address of the Company 10 days before holding of general meeting.

If the company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the company will arrange video conference facility in that city subject to availability of such facility in that city.

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

I/We, _____ of _____ being a member of Rafhan Maize Products Co. Ltd., holder of _____ Ordinary Shares as per Registered Folio No. _____ hereby opt for video conference facility at _____.

Signature of Member

NOTES:

1. The Share Transfer Book of the Company will remain closed from 22nd to 29th March, 2017 (both days inclusive) and no transfer will be accepted for registration during this period.
2. A member entitled to attend, speak and vote at the meeting shall be entitled to appoint another person as his/her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have such rights with respect to attending, speaking and voting at the meeting as are available to a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. A proxy need not be a member of the Company. Form of proxy is being mailed to shareholders.
3. Shareholders are requested to notify change of address, if any, to the Company's Shares Registrar immediately.
4. CDC shareholders desiring to attend the meeting are requested to bring their original Computerized National Identity Cards, Account and Participant's ID numbers, for identification purpose, and in case of proxy, to enclose an attested copy of his/her CNIC.

IMPORTANT NOTES TO SHAREHOLDERS

Please go through the following notes. It will be appreciated if you please respond to your relevant portion at the earliest -

Dividend Mandate

In accordance with SECP's directives, all shareholders, **who have not yet opted** for dividend mandate, are requested to authorize the Company to directly credit all future cash dividends to their bank account by conveying following particulars to our Shares Registrars, M/s FAMCO Associates (Pvt.) Ltd, 8-F, Next to Hotel Faran, Nursery, Block-6, PECHS, Shahrah-e-Faisal, Karachi.

Title of Bank Account
Bank Name
Cell/Landline Phone Number of Shareholder

Bank Account No.
Branch Name and Address
CNIC No.

CDC shareholders will send the above particulars to their respective Stock Exchange Broker.

CNIC No.

Pursuant to the directives of the SECP, CNIC number is mandatorily required to be mentioned on dividend warrants. The Company is now unable to comply with SRO 831(1)/2012 dated 5 July 2012 of SECP and, therefore, constrained under Section 251(2)(a) of the Companies Ordinance, 1984 to withhold dispatch of dividend warrants of non-compliant shareholders. A list of such shareholders is

available on Company's website www.rafhamaize.com. Please submit a copy of your valid CNIC (only Physical Shareholders), if not already provided to the Shares Registrars of the Company. Corporate account holders should submit National Tax Number, if not yet submitted.

Deduction of Income Tax from Dividend under Section 150

Pursuant to the provisions of the Finance Act, 2016, effective July 1, 2016, the rates of deduction of withholding tax from dividend payments under the Income Tax Ordinance have been revised as under:

For filers of income tax returns	12.5%
For non-filers of income tax returns	20%

To enable the Company to make tax deduction on the amount of cash dividend @12.5% instead of 20%, all the shareholders whose names are not entered into the Active Taxpayers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date for payment of any future cash dividend otherwise tax on their cash dividend will be deducted @20% instead of 12.5%.

Further, according to clarification received from Federal Board of Revenue (FBR), with-holding tax will be determined separately on 'Filer/Non-Filer' status of Principal shareholder as well as joint-holder (s) based on their shareholding proportions, in case of joint accounts.

In this regard, all shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them, if not provided yet, to our Shares Registrar at the earliest, in writing as follows, otherwise it will be assumed that shares are equally held:

Company Name	Folio/ CDS A/C #	Total Shares	Principal Shareholder		Joint Shareholder	
			Name & CNIC #	Share- holding Propor- tion (No. of Shares)	Name & CNIC #	Share- holding Propor- tion (No. of Shares)

In another clarification by Federal Board of Revenue, valid tax exemption certificate for claim of exemption U/S 150, 151 and 233 of the Income Tax Ordinance, 2001 is required where statutory exemption under Clause 47B of Part-IV of the Second Schedule is available. Such certificate U/S 159(1) of the Income Tax Ordinance, 2001 issued by concerned Commissioner of Inland Revenue is to be produced to avail tax exemption.

For any query/problem/information, the investors may contact the Company and/or the Shares Registrar at the following phone numbers/email addresses –

<p>Company Contact: Mr. M. Yasin Anwar Company Secretary & Compliance Officer, Rafhan Maize Products Co. Ltd., Rakh Canal East Road, Faisalabad. Tel.No.041-8540121 – Ext.206 & 348 Email: corporate@rafhanmaize.com</p>	<p>Shares Registrar: Mr. Fakhar Abbasi M/s FAMCO Associates (Pvt.) Ltd, 8-F, Next to Hotel Faran, Nursery, Block-6, PECHS, Shahrah-e-Faisal, Karachi. Tel.No.021-34380101-05 Ext.118 Email: info.shares@famco.com.pk</p>
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The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Company or its Shares Registrar M/s FAMCO Associates (Pvt.) Ltd. The shareholders while sending NTN or NTN certificates, as the case may be, must quote Company name and their respective folio numbers.

Annual Accounts

Annual Accounts of the Company for the financial year ended December 31, 2016 have been placed on the Company's website –

Pursuant to SECP's SRO 787(I)/2014 dated September 8, 2014 regarding electronic transmission of Annual Report and notice which falls in the sphere of Sections 50, 158 and 233 of the Companies Ordinance, 1984, we have attached the request form in our Annual, Half Yearly and Quarterly Reports and also uploaded on our Company's website – www.rafhanmaize.com

Members desirous to avail this facility are requested to submit the request form duly filled to our Shares Registrar.

Request Form

Consent for Circulation of Annual Audited Financial Statements through e-mail

Company Name : Rafhan Maize Products Co. Ltd.

Folio No./CDC sub-account No. _____

E-mail Address: _____

CNIC No. _____

The above E-mail address will be recorded in the members register maintained under Section 147 of the Companies Ordinance, 1984. I will inform the Company or the Registrar about any change in my E-mail address immediately. Henceforth, I will receive the Audited Financial Statements along with Notice only on the above E-mail address, unless a hard copy has been specifically requested by me.

Name and Signature of Shareholder
(Attachment : Copy of CNIC)