

NOTICE OF MEETING

Notice is hereby given that the 128th General Meeting (Extraordinary) of the shareholders of Rafhan Maize Products Co. Ltd. will be held on Friday, September 7, 2018 at 10:00 a.m. at the Kehkashan Hall, Serena Hotel, Faisalabad to transact the following business:

1. To confirm minutes of the 127th General Meeting (Annual Ordinary) of the shareholders of the Company held on Thursday, March 29, 2018 at Faisalabad.
2. To elect eleven (11) Directors of the Company as fixed by the Board for a term of three years commencing from 7th September, 2018 in accordance with the provision of section 159 of the Companies Act, 2017.

Names of the present Directors retiring and eligible to file for nominations are as under:

- | | | | |
|----|------------------------------|-----|---------------------|
| 1. | Mr. Pierre Perez y Landazuri | 7. | Mr. Zulfikar Mannoo |
| 2. | Mr. Usman Qayyum | 8. | Mian M. Adil Mannoo |
| 3. | Mr. James D. Gray | 9. | Mr. Wisal A. Mannoo |
| 4. | Mr. Jorgen Kokke | 10. | Mr. Muhammad Asdaf |
| 5. | Ms. Christine M. Castellano | 11. | Mr. Anis A. Khan |
| 6. | Mr. Marcel Hergett | | |

By order of the Board of Directors

M. Yasin Anwar
Company Secretary &
Manager Corporate Affairs

Faisalabad, August 17, 2018

Notes:

1. The Share Transfer Book of the Company will remain closed from August 31 to September 7, 2018 (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 attached.
3. Shareholders are requested to notify change of address, if any, to Company's Shares Registrar, M/s FAMCO Associates (Pvt.) Ltd; 8-F, Next to Hotel Faran, Nursery, Block-6, PECHS, Shahrah-e-Faisal, Karachi.
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 CNIC or passport of the CDC shareholder.
5. **E-Voting:** Members can exercise their right of vote under applicable clauses of Companies (Postal Ballot) Regulations, 2018.

6. **E-Dividend:** In accordance with the provisions of Section 242 of the Companies Act, 2017, a listed company is required to pay cash dividend to the shareholders ONLY through electronic mode directly into the bank accounts designated by the entitled shareholders.

In order to receive dividends directly into their bank accounts, shareholders are requested to fill in Dividend Mandate Request Form available at Company's website www.rafhanmaize.com and send it duly signed along with copy of CNIC to the Shares Registrar of the Company in case of physical shares. In case the shares are held in CDC, then the Form must be submitted directly to shareholders' broker/participant/CDC Account Services.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF ELECTION OF DIRECTORS:

Any member who seeks to contest an election to the office of Director, whether he is a retiring director or otherwise, shall file with the Company at its registered office not later than 14 days before the date of the above said meeting:

- Notice of his/her intention to offer himself/herself for election as Director in terms of Section 159(3) of the Companies Act, 2017.
- Consent to act as Director on Form-28, duly completed and signed by the candidate as required under Section 167(1) of the Companies Act, 2017.
- Detailed profile along with the office address for placement on the Company's website seven (7) days prior to the date of election in terms of S.R.O. 25(1)/2012 of January 16, 2012.
- Signed declaration to the effect that he/she is aware of the duties and powers of directors under the Companies Act, 2017, Memorandum and Articles of Association of the Company, Rule Book of Pakistan Stock Exchange and the Listed Companies (Code of Corporate Governance) Regulations, 2017; and other relevant laws and regulations.
- Signed declaration to the effect that he/she is compliant with the requirements and eligibility criteria as set out in the Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulations, 2017 to be appointed as a Director/Independent Director of the listed Company.
- Attested copy of valid CNIC/Passport and NTN.
- Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under section 166(2) of the Companies Act, 2017.

CONSENT FOR VIDEO CONFERENCE FACILITY

Members can also avail video conference facility at Lahore and Karachi. In this regard, please fill the following request 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

PROXY FORM

128th General Meeting (Extraordinary)

The Company Secretary,
Rafhan Maize Products Co. Ltd.,
Rakh Canal East Road,
Faisalabad.

I/WeS/W/D of.....
of

being shareholder(s) of Rafhan Maize Products Company Limited hereby appoint
..... S/W/D of.....
..... R/o

or failing him
as my/our proxy to attend and vote for me/us and on my/our behalf at the 128th General Meeting (Extraordinary) of the Company to be held on Friday, September 7, 2018 at 10:00 a.m. at the Kehkashan Hall, Serena Hotel, Faisalabad and/or at any adjournment thereof.

Signed this day of 2018.

Affix Revenue
Stamp of Rs.5/-

Signature of Proxy.....

Signature of Shareholder

Place

Folio/CDC A/c Part. Id. No.

No. of Shares held

Shareholder CNIC No.

Witness I:

Witness II:

Signature:

Signature:

Name:

Name:

CNIC #:.....

CNIC #:.....

Address:

Address:

NOTES:

- a) This Form of Proxy, duly completed and signed across a revenue stamp, must be deposited at the Company's Registered Office not less than 48 hours before the time of holding the meeting.
- b) Shareholders or their Proxies should bring their original valid Computerized National Identity Card or original valid Passport for their identification, CDC shareholders should also bring their Participant's ID Number and their Account Number.
- c) A proxy need not be a member of the Company.