

**NOTICE OF
EXTRAORDINARY
GENERAL MEETING**

**To be held on
March 28, 2025
at 11:00 a.m.**



SHADAB TEXTILE MILLS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given to all the shareholders of **SHADAB TEXTILE MILLS LIMITED** (the "Company") that an Extraordinary General Meeting of the Company will be held on Friday, March 28, 2025 at 11:00 a.m. at A-601/A, City Towers, 6-K Main Boulevard, Gulberg-II, Lahore to transact the following business:

ORDINARY BUSINESS:

- 1) To elect seven (7) Directors of the Company as fixed by the Board under Section 159(1) of the Companies Act, 2017 for a period of three (3) years commencing from March 28, 2025. Following are the name of retiring Directors who are eligible for re-election.

- | | |
|----------------------------|------------------------|
| 1. Mr. Mian Farrukh Naseem | 5. Mr. Fahad Shafiq |
| 2. Mr. Saad Naseem | 6. Mr. Ghazanfer Feroz |
| 3. Mr. Yasir Naseem | 7. Mrs. Fatima Aamir |
| 4. Mr. Hamza Naseem | |

ANY OTHER BUSINESS:

- 2) To transact any other business with the permission of the Chair.

BY ORDER OF THE BOARD

(Tariq Javaid)

Company Secretary

Lahore: 19 February, 2025

Notes:

- 1. Closure of Share Transfer Books:** The Members Register will remain closed from 22-03-2025 to 28-03-2025 (both days inclusive). Transfers received at Corplink (Pvt.) Limited, Wings Arcade, I-K, Commercial, Model Town, Lahore, the Independent Share Registrar of the Company by the close of business on 21-03-2025 will be treated in time for attending and voting at the meeting.
- 2. Participation in Extraordinary General Meeting:** CDC account holders will further have to follow the guidelines as laid down in circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

Any individual beneficial owner of CDC entitled to attend and vote at this meeting must bring his / her CNIC or Passport to prove his / her identity, and in case of Corporate Members, the Board's resolution or power of attorney with specimen signatures of the nominee shall require to be produced (unless provided earlier) at the time of meeting.

- 3. Participation Through Video Conference Facility:** To attend the Meeting virtually, a member is required to get themselves registered by sending an email at least 48 hours prior to the date of meeting at tariq@shadabtextile.com by providing the following details:

Name	CNIC No.	Folio/CDC A/c No.	Cell No.	Email Address

The shareholders who are registered after the necessary verification shall be provided a video link by the Company on the said email address. The login facility will remain open from start of the meeting till its proceedings are concluded. Members will be able to login and participate in the Extraordinary General Meeting proceedings through their devices.

- 4. Election of Directors:** The term of office of the current directors of the Company will expire on March 28, 2025. In accordance with Section 159(1) of the Act, the Board of Directors has fixed the number of directors to be elected at the EOGM at seven (07) to hold the office of director for a period of three (3) years commencing from March 28, 2025.

Independent directors shall be selected in accordance with the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Accordingly, in compliance with the provisions of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Election of Directors will be held in the following Categories:

<u>Category of Director</u>	<u>Number of Seats</u>
Female Director	1
Independent Director	2
Other Director	4

Any person, who seeks to contest an election to the office of Directors, shall whether he is retiring Director or otherwise file with the Company at its registered office situated at A-601/A, City Towers, 6-K, Main Boulevard, Gulberg-II, Lahore not later than fourteen days (14) before the date of the meeting, the following documents:

- (a) A Notice of his / her intention and selection of any one category to which he intends to offer himself / herself for election as a Director in terms of Section 159(3) of the Companies Act, 2017.

Any member while submitting his / her Notice of intention shall select anyone of the above categories and clearly mention in his / her Notice of intention for which category he / she seeks to contest the Election of Directors.

- (b) Consent to Act as Director (Appendix to Form-9), as prescribed under the Companies Regulations, 2024 and Section 167(1) of the Companies Act, 2017;
- (c) A detailed profile along with his / her office address as required under SECP's SRO 1196(1)/2019 dated 3rd October, 2019;

- (d) His / Her Folio No. / CDC Investor Account No. / CDC Participant A/c No. / Sub-Account No. He / She must be a member of the Company at the time of filing of his / her consent for contesting election of director.
 - (e) Attested Copy of Valid CNIC and NTN.
 - (f) Detail of other directorship held.
 - (g) A declaration on stamp paper confirming that:
 - i) He / She is not serving as a director in more than seven (7) listed companies including this company.
 - ii) His / Her name is borne on the register of National Taxpayers.
 - iii) He / She is not ineligible to become a director of the Company under any applicable laws and regulations (including Listing Regulations of the Pakistan Stock Exchange);
 - iv) He / She is aware of his / her duties and powers under the relevant laws, Memorandum & Articles of Association of the Company, Listing Regulations of Pakistan Stock Exchange and Listed Companies (Code of Corporate Governance) Regulations, 2019 to be elected as director / independent director of the Company.
 - v) He / She is not engaged in the business of brokerage, or is not a spouse of such person or is not a sponsor, director or officer of a corporate brokerage house.
 - vi) He / She is not convicted by any court of competent jurisdiction as a defaulter in payment of any loan to a banking company, a DFI or NBFIs and is not a member of stock exchange.
 - (h) Independent Director(s) will be elected through the process of election of director in terms of Section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations, 2018, accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:
 - a) Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations 2019, and
 - b) Undertaking on non-judicial stamp paper that he / she meets the requirements of sub-regulations (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
- 5. Appointment of Proxy:** A member eligible to attend and vote at this Meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies in order to be effective must be received by the Company at Registered Office not later than 48 hours before the time for holding the Meeting.

6. **Change of Address:** Shareholders are requested to immediately notify the change of address, if any to Share Registrar of the Company.
7. **Submission of Copies of Valid CNICs:** Shareholders are requested to submit copy of their valid CNIC mentioning company name & Folio Number at our Share Registrar's address at their earliest.
8. **Dividend Mandate (Mandatory):** In accordance with the provisions of section 242 of the Companies Act and Companies (Distribution of Dividends), Regulations 2017, a listed company is required to pay cash dividend to the shareholders only through electronic mode directly into the bank account designated by the entitled shareholders.

All shareholders who have still not provided their IBAN are once again requested to provide the details of their bank mandate specifying (a) Title of Account (b) Account Number (c) IBAN Number (d) Name of Bank (e) Branch Name, code and address to the Company's Share Registrar. Those shareholders who hold shares with Participants / Central Depository Company of Pakistan (CDC) are advised to provide bank mandate detail as mentioned above, to the concerned Participants/CDC. The Dividend Mandate Form is placed on Company's website www.shadabtextile.com.

9. **Deposit of Physical Shares into CDC Account:** As per Section 72 of the Companies Act, 2017, every existing listed company will be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by Commission, within a period not exceeding four years from the commencement of the Act i.e., May 30, 2017.

The Shareholders having physical shareholding are encouraged to open CDC sub-accounts with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange.

10. **Procedure For E-Voting and Voting through Postal Ballot:** In accordance with the Companies (Postal Ballot) Regulation, 2018 the right to vote through electronic voting facility will be provided if the number of persons who offer themselves to be elected is more than the number of directors fixed in each category under Section 159(1) of the Companies Act, 2017 and Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

Details of e-voting facility will be shared through 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 within due course.

E-Voting lines will start from 25 March, 2025, 09:00 a.m. and shall close on 27 March, 2025 at 05:00 p.m. Members can cast their votes any time in this period. Once the vote is cast by a member, he / she shall not be allowed to change it subsequently.

The member may alternatively opt for voting through postal ballot which will be circulated to them. The postal ballot paper will also be available for download from the website of the Company at www.shadabtextile.com.

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address at A-601/A, City Towers, 6-K, Main Boulevard, Gulberg-II, Lahore or email at chairman@shadabtextile.com till 05:00 p.m. one day before EOGM i.e. March 27, 2025.

A postal ballot received after this time / date shall not be considered for voting. The signature on the ballot paper shall match the signature on CNIC.

Once the vote is cast by a member / proxy holder, he / she shall not be allowed to change it subsequently.

Please note that in case of any dispute in voting including the casting of more than one vote, the decision of the Chairman of the meeting shall be final.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

The term of office of the present Directors of the Company will expire on March 28, 2025. In terms of Section 159(1) of the Companies Act, 2017 ("Act"), the directors have fixed the number of elected directors at seven (7) to be elected in the extraordinary general meeting for a period of three years.

Independent Director(s) will be elected through the process of election of director in terms of section 159 of the Companies Act, 2017 and they shall meet the criteria laid down in section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations 2018.

The present Directors are interested to the extent that they are eligible for re-election as Directors of the Company.

SHADAB TEXTILE MILLS LIMITED

Folio No./CDC Participant ID
and Account No. _____
CNIC No. _____

FORM OF PROXY

I/We _____
Son / Daughter / Wife of _____ being a member of
SHADAB TEXTILE MILLS LIMITED and holder of _____ Ordinary Shares as per
(Number of Shares)

Registered Folio No./ CDC Participant ID number and Account No. _____
hereby appoint Mr. _____ of _____
or failing him Mr. _____ of _____ who is
also a member of **SHADAB TEXTILE MILLS LIMITED** Vide Registered Folio No./CDC
/Participant ID and Account No. _____ as my/our proxy to vote for me/us
and on my/our behalf at the Extraordinary General Meeting of the Company to be held on
Friday 28 March 2025 at 11:00 a.m. and at any adjournment thereof.

As witness my/our hand(s) this _____ day of _____ 2025

1) Witness:

Signature: _____

Name: _____

Address: _____

CNIC No. _____

Affix Revenue
Stamp

2) Witness:

Signature: _____

Name: _____

Signature of Shareholder

Address: _____

CNIC No. _____

NOTE:

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint an other member as his / her proxy to attend and vote on his/her behalf. Proxies in order to be valid must be received at the Registered Office of the Company 48 hours before the time of the meeting. A proxy must be a member of the Company.
2. Any individual Beneficial Owner of CDC, entitled to attend and vote at this meeting, must bring his/her original CNIC or Passport to prove his/her identity and in case of proxy must enclose an attested copy of his/her CNIC or Passport. Representative of corporate members should bring the usual documents required for such purposes.
3. Signature should agree with specimen signature registered with the company.

شاداب ٹیکسٹائل ملز لمیٹڈ

فولیو نمبر / سی ڈی سی پارٹنر شپ (شرکت) ID

اور کھانا نمبر:

کمپیوٹرائزڈ شناختی کارڈ نمبر:

پراکسی فارم

میں / ہم

بیٹا / بیٹی / زوجہ

شاداب ٹیکسٹائل ملز لمیٹڈ اور حامل

(تعداد حصص)

سی ڈی سی پارٹنر شپ (شرکت) آئی ڈی اور اکاؤنٹ (کھاتہ) نمبر:

کا / کے

یا عدم موجودگی کی صورت میں، محترم

بھی، جو کہ شاداب ٹیکسٹائل ملز لمیٹڈ کے رکن ملاحظہ رجسٹرڈ فولیو نمبر /

سی ڈی سی پارٹنر شپ (شرکت) آئی ڈی اور اکاؤنٹ (کھاتہ) نمبر: کو اپنے / ہمارے ایما پر

مورخہ 28 مارچ 2025 بروز جمعہ، صبح 11:00 بجے منعقد ہونے والے کمپنی کے غیر معمولی اجلاس عام میں حق رائے دہی استعمال کرنے یا کسی

بھی التوا کی صورت میں اپنا / ہمارا پراکسی مقرر کرتا ہوں / کرتے ہیں۔

آج بروز _____ بتاریخ _____ 2025 بطور گواہ دستخط کئے گئے۔

(1) گواہ: دستخط:

رسمی نکتہ چسپاں کریں

نام:

پتہ:

کمپیوٹرائزڈ شناختی کارڈ نمبر:

(2) گواہ: دستخط:

ممبر کے دستخط

نام:

پتہ:

کمپیوٹرائزڈ شناختی کارڈ نمبر:

نوٹ:

1- کوئی بھی رکن (ممبر) جو غیر معمولی اجلاس میں شرکت کرنے اور ووٹ دینے کا / کی حقدار ہے وہ اجلاس میں شرکت کرنے اور ووٹ دینے کے لیے کسی دوسرے رکن (ممبر) کو اپنا پراکسی مقرر کر سکتا / سکتی ہے۔ پراکسیاں موثر ہونے کے لیے اجلاس کے انعقاد سے 48 گھنٹے قبل کمپنی کے رجسٹرڈ آفس میں موصول ہو جانی چاہئیں۔ پراکسی کارکن (ممبر) ہونا لازمی ہے۔

2- سی ڈی سی کے انفرادی مالک جو اس اجلاس میں شرکت کے اہل ہیں اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ اپنی شناخت کے لیے ہمراہ لائیں۔ پراکسی کی صورت میں اپنے قومی شناختی کارڈ یا پاسپورٹ کی مصدقہ نقل منسلک کریں۔ کارپوریٹ ممبرز کے نمائندگان شناخت کے لیے اس موقع پر درکار معمول کی دستاویزات ہمراہ لے کر آئیں۔

3- دستخط کمپنی کے رجسٹرڈ نمونہ دستخط سے مماثل ہونے چاہئیں۔