



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 44th Annual General Meeting of the Shareholders of **SHADAB TEXTILE MILLS LIMITED** will be held on Saturday, October 28, 2023 at 11.30 a.m. at the Registered Office of the Company at A-601/A, City Towers, 6-K Main Boulevard, Gulberg-II, Lahore to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts for the year ended June 30, 2023 together with Directors' and Auditors' Reports thereon.
2. To appoint auditors for the year 2023-2024 and fix their remuneration.

SPECIAL BUSINESS

3. To consider and, it deemed fit, pass, with or without modification(s), the following resolution, as an ordinary resolution, to enable and authorize the Company to circulate the Annual Report (including the audited financial statements, auditor's report, Director's report, Chairman's review report) to the members of the company through QR enable code and weblink.

"RESOLVED THAT the company be and is hereby authorized to circulate its annual audited financial statements to its members through QR enabled code and weblink in accordance with S.R.O. 389(1)/2023 dated 21 March, 2023 issued by the Securities and Exchange Commission of Pakistan to view and download the annual audited financial statements instead of transmitting through CD/DVD/USB form."

"RESOLVED FURTHER THAT the Chief Executive and the Company Secretary be and are hereby singly authorized to complete all legal formalities for giving effect to the resolution".

By order of the Board

(Muhammad Adeel Anwar Khan)
Company Secretary

LAHORE: September 27, 2023

NOTES:

1. **Closure of Share Transfer Books:** The Share Transfer Books of the Company will remain closed from October 22, 2023 to October 28, 2023 (both days inclusive). Transfers received at Corplink (Pvt) Limited, Wings Arcade, I-K, Commercial, Model Town, Lahore, the Registrar and Shares Transfer Office of the Company by the close of business on October 21, 2023 will be treated in time for the purpose to attend and vote at the AGM.
2. **Participation in General Meeting:** An individual beneficial owner of share must bring his/her original CNIC or Passport, Account and Participant's I.D numbers to prove his/her identity. A representative of corporate members must bring the Board of Directors' Resolution and / or Power of Attorney and the specimen signature of the nominee. 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.

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 the Registered Office not less than 48 hours before the time of holding the meeting. A proxy must be a member.

3. Electronic Voting:

- a) In accordance with the Companies (Postal Ballot) Regulation, 2018, (the "Regulations") the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, inter alia, all businesses classified as special business under the Companies Act, 2017 in the manner and subject to conditions contained in the Regulations;



- b) Detail of E-Voting facility will be shared through e-mail with those members of the company who have valid cell numbers/e-mail addresses available in the Register of Members of the Company by the end of business on October 21, 2023 by M/s Corplink (Pvt) Limited being the E-voting service provider.
- c) Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d) Members shall cast vote online from October 25, 2023 at 09:00 a.m. till October 27, 2023 at 5:00 p.m. and voting shall close on October 27, 2023 at 5:00 p.m. Once the vote on the resolution has been casted by a Member, he/she shall not be allowed to change it subsequently.

4. Procedure for Voting Through Postal Ballot

- a) Members may alternatively opt for voting through post ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website www.shadabtextile.com to download.
- b) The members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at A-601/A, City Towers, 6-K Main Boulevard, Gulberg-II, Lahore or email at the chairman@shadabtextile.com one day before the AGM, i.e. on October 27, 2023 before 5:00 p.m. A postal ballot received after this time/date shall not be considered for voting. The signature on Ballot Paper shall match with signature on the CNIC.

5. **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 sale 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.

- 6. **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.
- 7. 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.
- 8. **Unclaimed Dividend/Shares:** Shareholders, who by any reason, could not claim their dividend/shares, if any, are advised to contact our Share Registrar M/s. Corplink (Pvt) Limited, Wings Arcade, I-K, Commercial, Model Town, Lahore to enquire about their unclaimed dividend/shares.
- 9. **Transmission of Annual Financial Statements through Email:** SECP vide SRO 787(1)/2014 dated September 8, 2014 has provided an option to receive audited financial statements electronically through email, those shareholders who are interested in receiving the annual reports electronically in future are required to submit their e-mail address at Registered Office of the Company on a standard request form which is available on Company's website: www.shadabtextile.com.



Pursuant to Section 223(7) of the Companies Act, 2017, the audited financial statements of the Company for the year ended June 30, 2023 together with Chairman's Review Report, Directors' and Auditors' Report thereon have been made available on the Company's website: www.shadabtextile.com.

10. **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 for compliance of SECP SRO No. 831(1)/2012. In case of non-receipt of copy of valid CNIC, the company may be constrained to withhold payment of dividend.
11. **Request of Video Conference Facility:** Members can also avail Video Conference facility in (name of cities where facility can be provided keeping in view geographical dispersal of members). In this regard please fill the following and submit to the registered address of the company within ten (10) days before holding of general meeting.

I/We. _____ of _____ being a member of **SHADAB TEXTILE MILLS LIMITED**, holder of _____ Ordinary Shares as per Registered Folio No./CDC A/C No. _____ hereby opt for Video conference Facility at _____.

Signature of members

12. **Change of Address:** Shareholders are requested to immediately notify the change of address, if any to Share Registrar of the Company.

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

This statement sets out the material facts concerning the Special Business to be transacted at the Annual General Meeting of the Company to be held on October 28, 2023.

The Securities and Exchange Commission of Pakistan vide its S.R.O. 389(1)/2023 dated March 21, 2023 has allowed companies to circulate annual audited financial statements to its members through QR enable code and weblink, therefore, the Board of Directors of the Company in their meeting held on September 27, 2023 has recommended for transmission of Annual Report (including the audited financial statements, auditor's report, Director's report, Chairman's review report) to its members through QR enabled code and weblink instead of transmitting the same through CD/DVD/USB, however, hard copy of the annual audited financial statements will be supplied to the shareholders, on demand, at their registered addresses, free of cost, within one week of receipt of such demand.

None of the Directors of the Company have any personal interest in the aforesaid special business, except in their capacity as members and Directors of the Company.