



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of the Shareholders of **Shahzad Textile Mills Limited**, (the "Company") will be held on Saturday, 5th April, 2025 at 12:00 p.m. at Registered Office, 19-A, off: Zafar Ali Road, Gulberg-V, Lahore to elect seven (7) Directors of the Company as fixed by the Board, for a period of three years commencing from April 05, 2025 in accordance with the provision of Section 159(1) of the Companies Act, 2017. The following are the names of retiring Directors, who are eligible for re-election:

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|---|-----------------------|---|-------------------|
| 1 | Mian Parvez Aslam | 2 | Mr. Imran Aslam |
| 3 | Mr. Irfan Aslam | 4 | Mr. Danish Aslam |
| 5 | Syed Raza Ali Bokhari | 6 | Dr. Ali Raza Khan |
| 7 | Mrs. Nazish Imran | | |

By Order of the Board,

(MUHAMMAD AMJAD TAYYAB)
Company Secretary



Place: Lahore

Dated: March 13, 2025

A statement under Section 166 (3) of the Companies Act, 2017 is annexed to this notice circulated to the entitled persons.

NOTES:

1. The Register of Members of the Company will remain closed from March 30, 2025 to April 05, 2025 (both days inclusive). Transfers received in order at the office of Company's Share Registrar, M/s Hameed Majeed Associates (Private) Limited, H.M. House 7-Bank Square Lahore, by close of the business (5:00 pm) on March 29, 2025, will be considered in time to be eligible for the purposes of attending, speaking and voting at the EOGM.
2. Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company at its Registered Office located at 19-A, Off: Zafar Ali Road, Gulberg-V Lahore, the following documents and information at its registered office not later than fourteen days before the date of the above said meeting:
 - a) His/her Folio No./CDC Investors Account No./CDC Participant No./Sub-Account No.
 - b) Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159 of the Companies Act, 2017 in the following categories as per Regulation & A of the Listed Companies (Code of Corporate Governance) Regulations, 2019:
 1. Female Director;
 2. Independent Director;
 3. Other Director.

- c) Consent to act as director on appendix to Form 9 in the Companies Regulation, 2024 under Section 167 of the Companies Act, 2017.
 - d) A detailed profile along with office address, email and cell phone number for placement onto the Company's website as required under SECP's SRO 1196(1)2019 dated October 03, 2019.
 - e) Details of offices & directorships held in other companies.
 - f) An attested copy of Computerized National Identity Card (CNIC) / Passport and National Tax Number;
 - g) A declaration on stamp paper that:
 - He/she is not ineligible to become a director of the Company under Section 153 of the Act, any applicable laws and regulations.
 - He/she is not serving as a director of more than seven listed companies simultaneously including as an alternate director.
 - He/she is not a defaulter in repayment of loan to a financial institution.
 - He/she is aware of his/her duties and powers under the applicable laws, Memorandum & Articles of Association of Company and listing regulations of stock exchange;
3. The candidates are requested to read the relevant provisions / requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit.
 4. Independent Director(s) 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 in Section 166 of the Companies Act 2017. The candidates intending to contest election of directors as an independent director shall file with the Company declaration on stamp paper, under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019 that he/she qualifies criteria of independence notified under Section 166 of the Companies Act, 2017.
 5. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially attested copy of the power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of holding the meeting. A proxy must be a member of the company. Proxy form in English and Urdu languages are attached.
 6. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.

7. Members who have deposited their shares into Central Depository Company of Pakistan Limited (“CDC”) will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board’s resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
 - b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
 - c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
 - d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
 - e. In case of corporate entity, the Board’s resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.
8. Representatives of corporate members should bring the Board resolution/power of attorney with specimen signature at the meeting for identification unless it had been provided earlier to the Company.
9. All CDC members are requested to immediately notify change in address, if any directly to their CDC participant (brokers)/CDC Investor Account Services. Physical members are requested to immediately notify change in address, if any, to the Company’s Share Registrar, at the address given hereinabove.
10. The members who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) to the Company are required to send the same at the earliest directly of the Company’s Share Registrar at the address given hereinabove.
11. The Company has also made arrangement for attending the meeting through Video-link facility.

To attend the meeting through video link, the members are requested to register themselves by providing the following information along with valid copy of CNIC / Passport / certified copy of board resolution/power of attorney in case of corporate shareholders with the subject "Registration for Shahzad Textile Mills Limited EOGM" through corporate@shaheencotton.com by or before 05:00 p.m. on Wednesday 2nd April 2025.

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 a video link by the Company on the same email address that they email with the Company with.

Voting through Postal Ballot (electronic voting and by ballot paper)

12. In accordance with the Companies (Postal Ballot) Regulations, 2018, voting will be provided through postal ballot provided the number of candidates is more than the number of directors to be elected.

Procedure for E-Voting:

- i. Details of e-voting facility (including web address, login details and password) will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers and e-mails address available in the register of members of the Company, not later than the close of business on March 30, 2025.
- ii. The security codes will be communicated to members through SMS form the web portal of Hameed Majeed Associates (Pvt) Limited, Limited (being the e-voting service provider).
- iii. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- iv. E-voting lines will start from April 02, 2025, 09:00 a.m. and shall close on April 04, 2025 at 05:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

Procedure for Voting Through Ballot Paper:

- i. The members 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 www.shahzadtex.com of the Company.



- ii. The members must ensure that the duly filled and signed ballot paper, along with computerized national identity card (CNIC) should reach the Chairman of the meeting through post at Company's registered address 19-A, Off. Zafar Ali Road, Gulberg-V, Lahore, or email at chairman@shahzad.com by 5:00 pm, April 04, 2025. A postal ballot received after this time/date shall not be considered for voting. The signature on the ballot paper shall match with signature on the CNIC.
13. The Notice of Extra-Ordinary General meeting has been placed on the Company's website www.shahzadtex.com in addition to its dispatch to the shareholders.

Statement under Section 166(3) of the Companies Act, 2017

Pursuant to the requirements of Section 166 (3) of the Companies Act, 2017, 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 Act. However, the names of Syed Raza Ali Bokhari and Dr. Ali Raza Khan are proposed as independent directors for the reasons that they meet the criteria of independent directors as set out in Section 166 of the Act and are listed on data bank of independent directors maintained by the Pakistan Institute of Corporate Governance. Further, their selection has been made due to their respective competencies, skill, knowledge and experience.

The present directors have no interest in the above business except that they are eligible for re-election.