

SHADMAN COTTON MILLS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the members of **SHADMAN COTTON MILLS LIMITED** will be held on **Wednesday, March 11, 2020 at 10:30 a.m.** at Company's Registered Office, 2-E, Block-G, Mushtaq Ahmed Gurmani Road, Gulberg-II, Lahore to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of 40th Annual General Meeting held on October 28, 2019.
2. To elect Directors of the company for a period of three (3) years commencing from March 11, 2020 in terms of Section 159 of the Companies Act, 2017.
 - a) Pursuant to Section 159(1) and 2(a) of the Companies Act 2017, the existing Board through a resolution passed in the board of directors meeting held on February 04, 2020 have fixed the number of Directors in the forthcoming election scheduled on March 11, 2020 at Seven(7).
 - b) Pursuant to Section 159(2)(b) of the Companies Act 2017, the name of retiring directors are:-
 1. Mr. Shahid Mazhar
 2. Mr. Ahmed Bin Shahid
 3. Mrs. Ghazala Shahid
 4. Mrs. Naureen Rehan
 5. Mr. Muhammad Akhtar
 6. Mr. Shahid Mahmud
 7. Mr. Nadeem Bhatti

The retiring Directors are eligible to offer themselves for re-election.

3. To transact any other business with the permission of the chairperson.

Lahore;
February 11, 2020

By Order of the Board

Muhammad Akhtar
Company Secretary



NOTES:

1. Every candidate for the election as director, whether he/she retiring director or otherwise, shall file with the company not later than fourteen (14) days before the date of Extraordinary General Meeting (EOGM), a notice of his/her intention to offer himself/herself for election as a director along with the consent to serve as a director in the prescribed Form-28, a detailed profile along with his/her relevant declarations as required under the Code of Corporate Governance Regulation 2019, to his/her appointment as director of the company. Such notice must reach to the registered office of the Company at 2-E, Block-G, Mushtaq Ahmed Gurmani Road, Gulberg-II, Lahore by 25th February, 2020. He / She should also confirm that;
 - a) He / She is aware of the duties and powers under the relevant laws, Memorandum & Articles of Association and the listing regulations of the Pakistan Stock Exchange.

- b) He / She is not ineligible to become director of a listed company under any provisions of the Act, the listed companies (Code of Corporate Governance) Regulations, 2019, any other applicable law, rules and regulations.
 - c) He / She is not serving as director in more than seven listed companies.
 - d) Neither he / she nor his / her spouse is engaged in the business of brokerage or is a sponsor director or officer of a corporate brokerage house.
2. The Share Transfer Books of the Company will remain closed from March 04, 2020 to March 11, 2020 (both days inclusive). Transfers received in order at the registered office of the Company at 2-E, Block-G, Mushtaq Ahmed Gurmani Road, Gulberg-II, Lahore by March 03, 2020 will be treated in time for the purpose of attendance and vote in the meeting.
 3. A member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote instead of him/her. Only the member can act as proxy.
 4. An instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority, in order to be valid must be deposited at the registered office of the Company at least 48 hours before the time of the meeting and must be duly stamped, signed and witnessed.
 5. Any individual Beneficial Owner of CDC, entitled to attend and vote at this meeting, must bring his/her original CNIC or Passport, Account and participant's I.D. numbers, to prove his/her identity, and in case of proxy must enclose an attested copy of his/her CNIC or Passport. Representatives of corporate members should bring the usual documents required for such purpose. The account/sub account holder of CDC will further have to follow the guidelines as laid down in Circular No. 1 of 2000 issued by Securities and Exchange Commission of Pakistan.
 6. Members are requested to notify immediately any change in their address to our share Registrar, Hammed Majeed Associated (Pvt.) Ltd.
 7. Members who have not yet submitted the Computerized National Identity Cards (CNIC) are requested to send the same at the earliest.
 8. Pursuant to section 132(2) of the Companies Act, 2017 the company shall facilitate its members to attend the Extraordinary General Meeting through video-link by providing video-conference facility, if available, in the city where 10% or more shareholders of the company reside, provided that the company receives their demand to participate in EOGM through video-link at least seven (7) days prior to the due date of the meeting.

The company will intimate the members regarding the venue of the video conference facility at least five (5) days before the date of EOGM. In this regard it is requested to fill the following Form and submit at the registered address of the company at least seven (7) days before holding of the EOGM.

“ I/ We _____ being the member of _____ holder of _____ Ordinary shares vide Folio No. _____ hereby opt for video conference facility at _____.

9. Pursuant to Notification vide SRO 787(1) 2014 of September 08, 2014 SECP has directed to facilitate the members of the company receiving Annual Financial Statements and Notices through electronic mail system (e-mail). We are pleased to offer this facility to our members who desire to receive Annual Financial Statements and Notices of the company through e-mail in future. In this respect members are hereby requested to convey their consent via e-mail on a standard request Form which is available at the company website i.e. www.shadman.com.pk . Please ensure that your e-mail has sufficient rights and space available to receive such e-mail which may be larger than 2MB file in size. Further, it is the responsibility of the member to timely update the Share Registrar of any change in the registered e-mail address.

10. Statement made under section 166(3) of the Companies Act, 2017 in respect of independent Directors.

The independent directors shall be selected from a data bank containing names, addresses and qualifications of the persons who are eligible and willing to act as independent directors in terms of section 166(1) of the Companies Act, 2017.

Any person who is eligible under section 153 and meet the criteria under section 166(2) of the Companies Act, 2017, may submit nomination to be elected as independent director. However, it is noteworthy to mention here that independent director shall be elected in the same manner as other directors are elected in terms of Section 159 of the Companies Act, 2017. The final list contesting directors will be circulated not later than seven (7) days before the date of said meeting in terms of section 159(4). Further, the website of the company will also be updated with the required information for the each contesting director in terms of note 1 mentioned above.

No directors have direct or indirect interest in the above said business except as shareholders and that they may consent for election of directors accordingly.

شادمان کائن ملز لمیٹڈ

غیر معمولی اجلاس عام

مطلع کیا جاتا ہے کہ شادمان کائن ملز لمیٹڈ کے ممبران کا غیر معمولی اجلاس عام بدھ 11 مارچ 2020 کو صبح 10:30 بجے رجسٹرڈ آفس 2E بلاک G مشتاق احمد گرمانی روڈ گلبرگ III لاہور میں مندرجہ ذیل امور کی انجام دہی کے لئے منعقد کیا جائے گا۔

- 1- کمپنی کے چالیسویں سالانہ اجلاس عام مورخہ 28 اکتوبر 2019 کی کاروائی کی توثیق۔
- 2- 11 مارچ 2020 تا 10 مارچ 2023 کے لئے کمپنی ایکٹ مجریہ 2017 کی دفعہ 159 کے تحت کمپنی کے ڈائریکٹرز کا انتخاب۔
- (الف) کمپنی ایکٹ مجریہ 2017 کی دفعہ 159 (1) اور 2(a) کے تحت موجودہ بورڈ نے بورڈ آف ڈائریکٹرز کے اجلاس منعقدہ 4 فروری 2020 میں قرارداد پاس کر کے 11 مارچ 2020 کے انتخابات کے لئے ڈائریکٹرز کی تعداد سات (7) مقرر کر دی ہے۔
- (ب) کمپنی ایکٹ مجریہ 2017 کی دفعہ 159 (2) (b) کے تحت مندرجہ ذیل ڈائریکٹرز سبکدوش ہونے والے ہیں۔

1	جناب شاہ مظہر	2	جناب احمد بن شاہد
3	محترمہ غزالہ شاہد	4	محترمہ نورین ریحان
5	جناب محمد اختر	6	جناب شاہد محمود
7	جناب ندیم بھٹی		
3-	چیئر پرسن کی اجازت سے دیگر امور کی انجام دہی:		

بجلم بورڈ

محمد اختر

کمپنی سیکریٹری



لاہور

11 فروری 2020

نوٹس:

- 1- ڈائریکٹرز کے انتخابات کا امیدوار ہر ممبر کو غیر معمولی اجلاس عام ہذا کے انعقاد سے کم از کم چودہ (14) دن قبل اپنے عندیہ سے کمپنی کو مقرر فارم 28 پر مطلع کرنا ہوگا اور کوڈ آف کارپوریٹ گورننس کے تحت مطلوبہ تفصیل، پروفائل اور کمپنی کے ڈائریکٹرز کے طور پر تقرری سے متعلق ڈیکلریشن بھی داخل کرنا ہوگا۔ ممبر تصدیق کرے گا کہ: (الف) وہ متعلقہ قوانین، کمپنی کے میمورنڈم اینڈ آرٹیکلز آف ایسوسی ایشن اور شاک ایڈجسٹمنٹ کے لیسٹنگ ریگولیشنز کے تحت اختیارات اور فرائض سے واقف ہے۔ (ب) وہ ایکٹ کی کسی شق، لیسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز مجریہ 2019 اور دیگر نافذ العمل رولز اور ریگولیشنز کے تحت کسی لیسٹڈ کمپنی کے ڈائریکٹر کے لئے نااہل نہیں۔ (پ) وہ سات لیسٹڈ کمپنیوں سے زائد میں ڈائریکٹر کے طور پر کام نہیں کر رہا۔ (ت) وہ یا ان کے اہل خانہ بروکریج کاروبار میں ملوث نہیں یا کسی کارپوریٹ بروکریج ہاؤس کے آفیسر یا اسپانسر ڈائریکٹر نہیں۔
- 2- کمپنی کی منتقلی حصص کی کتب 4 مارچ 2020 تا 11 مارچ 2020 (دونوں دن شامل) بند رہیں گی۔ کمپنی کے رجسٹرڈ آفس 2E بلاک G مشتاق احمد گرمانی روڈ گلبرگ III لاہور میں 3 مارچ 2020 تک موصول ہونے والی منتقلیاں اجلاس میں شرکت اور رائے دہی کے لئے بروقت سمجھی جائیں گی۔
- 3- غیر معمولی اجلاس عام ہذا میں شرکت اور رائے دہی کا اہل ممبر اپنی جانب سے شرکت اور رائے دہی کے لئے پراکسی مقرر کر سکتا ہے۔ صرف ممبر ہی پراکسی کے لئے مقرر کیا جاسکتا ہے۔

