



Shadab Textile Mills Limited

Manufacturer, Importer & Exporter

Registered Office: A-601/A, City Towers, 6-K, Main Boulevard, Gulberg-II, Lahore.
Ph: (042) 35788714-16 Fax: (042) 35788718 E-mail: shadstm@brain.net.pk N.T.N.: 0657824-1

STM/PSX/22

March 02, 2022

The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Subject: **NOTICE OF EXTRAORDINARY GENERAL MEETING**
PRIOR TO PUBLICATION

Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting – prior to publication to be held on March 28, 2022 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours sincerely,
For **SHADAB TEXTILE MILLS LIMITED**



Company Secretary

Encl: as above



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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 Monday, March 28, 2022 at 11:30 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, 2022. Following are the name of retiring Directors who are eligible for re-election.

- | | |
|------------------------|------------------------|
| 1. 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

Lahore: **15 February, 2022**

(Khurram Zahoor)

Company Secretary



Notes:

- 1. Closure of Share Transfer Books:** The Members Register will remain closed from 22-03-2022 to 28-03-2022 (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 21-03-2022 will be treated in time.
- 2. Election of Directors:** 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 not later than fourteen days (14) before the date of the meeting, the following documents:
 - (a) 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 directors.

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- (b) A Notice of His /Her intention to offer Himself/Herself for election as a Director in terms of Section 159(3) of the Companies Act, 2017.
 - (c) Consent to act as a director in Form 28 duly completed and signed under Section 167(1) of the Companies Act, 2017.
 - (d) Detailed profile along with office address as required under SECP's SRO 1196(1)/2019 dated 3rd October, 2019;
 - (e) Valid copy of CNIC/Passport and NTN.
 - (f) A declaration confirming that:
 - i) He/She is not serving as a director in more than seven (7) listed companies including this company.
 - ii) 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);
 - iii) 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.
 - iv) 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.
3. **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.
4. **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.
- a) 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.

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- b) Due to the prevailing situation caused by Covid-19 pandemic, SECP has instructed listed companies to modify their usual planning for general meetings. Accordingly, the Company intends to convene the EGM with minimal physical interaction of shareholders while ensuring compliance with the quorum requirements. Members interested in attending the EGM through ZOOM are requested to register themselves by sending an email at least 48 hours prior to the date of meeting at csstm@outlook.com by providing the following detail:

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

The shareholders who are registered after the necessary verification shall be provided a video link by the Company on said email. 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 EGM proceeding through their devices.

5. **Postal Ballot:** Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of Directors, subject to the requirements of sections 143 and 144 of the Companies Act 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with requirements and procedure contained in the aforesaid Regulations.
6. **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

7. **Change of Address:** Shareholders are requested to immediately notify the change of address, if any to Share Registrar of the Company.
8. **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.

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- 9. 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.

- 10. 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.

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, 2022. 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, accordingly the following additional documents are to be submitted by candidates intending to contest election of director as independent director.

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- 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 meet the requirements of sub-regulations (1) of Regulation 4 of 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.