



**SHAHZAD
TEXTILE**

FORM-17

THE GENERAL MANAGER
Pakistan Stock Exchange Limited,
Stock Exchange Building
Stock Exchange Road,
KARACHI.

Date: 08-03-2022

SUBJECT: NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting to be held on Thursday 31st March 2022 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,
For SHAHZAD TEXTILE MILLS LIMITED


COMPANY SECRETARY

Encl: as above



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 Thursday, 31st March, 2022 at 11:30 a.m. at Registered Office, 19-A, off: Zafar Ali Road, Gulberg-V, Lahore to transact the following ordinary business:

1. To elect seven (7) Directors of the Company as fixed by the Board, for a period of three years commencing from April 01, 2022 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:

- | | | | |
|---|-----------------------|---|-------------------|
| 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 | | |

Lahore
Dated March 07, 2022

By Order of the Board,
(SYED IMRAN HAIDER)
Company Secretary

A statement under Section 166 (3) of the Companies Act, 2017 for the purposes of electing independent directors is being circulated to the members along with notice of the meeting.

NOTES:

1. The Register of Members of the Company will remain closed from March 23, 2022 to March 31, 2022 (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 (5:00pm) on March 22, 2022, will be considered in time to be eligible for the purposes of attending 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(3) of the Companies Act, 2017 (the "Act").

- c) Consent to act as director on Form 28 prescribed in the Companies (General Provisions and Forms) Regulation, 2018 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) 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 (including listing regulations of Stock Exchange).
 - He/she is not serving as a director of more than seven listed companies including the Company.
 - 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 relevant laws, Memorandum & Articles of Association of Company and listing regulations of stock exchange;
3. 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
 4. 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 the meeting. A proxy must be a member of the company. Proxy form in English and Urdu languages are attached.
 5. 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.
 6. 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.
7. 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.
 8. 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.
 9. 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.
 10. The Company has also made arrangement for attending the meeting through Video-link facility to for the safety and well-being of shareholders and the public at large.

The meeting can be attended using smart phones/tablets/computer. 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 Monday 28th March 2022.

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. The login facility will remain open from start of the meeting till its proceedings are concluded.

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

This explanatory statement sets out the material facts pertaining to the businesses to be transacted at the Extra-Ordinary General Meeting of the Company to be held on Thursday, March 31, 2022 at the Registered Office at 11:30 a.m. at 19-A, Off: Zafar Ali Road, Gulberg-V, Lahore.

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 above named directors shall be subject to election through the process of election stipulated under Section 159 of the Act.