

NOTICE OF 35th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Data Textiles Limited (the "Company") will be held on **Saturday, February 18, 2023** at 1000hrs at Register Office of the Company Office No. 505, 5th Floor, LSE Building, Aiwan-e-Iqbal, Lahore to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the Annual General Meeting held on October 28, 2021 and to confirm the minutes of Extraordinary General Meeting held on August 10, 2022.
2. To receive, consider and adopt the Annual Audited Accounts of the Company for the year ended June 30, 2022 together with Directors' and Auditors' Reports thereon.
3. To elect seven (07) directors as fixed by the board under the provisions of the Companies Act, 2017 for a period of three years.

The names of retiring directors are as under:

1. Mr. Faiz Ahmad	2. Mr. Muhammad Iqbal
3. Mr. Hafiz Mudassar Alam	4. Ms. Alia Riaz
5. Ms. Sara Mahmud	6. Mr. Muhammad Nasir Mirza
7. Mr. Farhan Abbas Sheikh	

4. To appoint Auditors of the Company for the year ending June 30, 2023 and to fix their remuneration.
5. Any other business with permission of the Chair.

Place: Lahore

Dated: January 24, 2023

By Order of the Board



Inamullah
Company Secretary

NOTES:

CLOSURE OF SHARE TRANSFER BOOKS

The share transfer books of the Company will remain closed and no transfer of shares will be accepted for registration from **February 10, 2023** to **February 18, 2023** (both days inclusive). Transfers received in order at the office of Share Registrar M/s **F.D Registrar Services (Pvt) Limited**, 17th Floor, Saima Trade Tower-A, I.I Chundrigar Road, Karachi at the close of business on **February 09, 2023** will be treated in time for the purpose of attendance in the AGM.

ELECTION OF DIRECTORS

In terms of Section 159(1) of the Companies Act, 2017 ("Act") the Board of Directors has fixed the number of elected Directors at 7 (Seven) to be elected in the Annual General Meeting of the Company for the period of next three years. Out of these, 05 (Five) directors shall be elected from the shareholders category, while 02 (two) directors shall be appointed as independent directors, The proposed/nominated independent directors have been chosen, after due diligence by the Company and whose name appears in the databank and are eligible to act as such, as required under Section 166(1) of the Companies Act, 2017.

Any person who seeks to contest the election to the office of a Director, whether he/she is retiring director or otherwise, shall file the following documents with the Company Secretary, at its Registered Office, No. 505, 5th Floor, LSE Building, Aiwan-e-Iqbal, Lahore, not later than fourteen (14) days before the date of the meeting, i.e. by February 04th, 2023:

- a) Notice of his / her intention to offer him / herself for the election to the Office of Director in terms of section 159(3) of the Companies Act, 2017 (the Act);
- b) Consent to act as director of the Company along with consent on Form 28 prescribed under the Act;
- c) A detailed profile along with office address as required under SECP' SRO 634(1)2014 dated July 10, 2014;
- d) Declaration under Clause 3 of the Listed Companies (Code of Corporate Governance) Regulations 2019;
- e) Declaration that he/she is not ineligible to become a director of a listed company under any provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and any other applicable law, rules and regulations;
- f) Declaration that he/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of the Company and listing regulations of the Pakistan Stock Exchange; and
- g) An affidavit under oath that he/she has no overdue payment to any financial institution together with a copy of his/her Credit Information Bureau (CIB) report from State Bank of Pakistan;

A candidate consenting for the election as a shareholder director must be a member of the Company at the time of filing of his/her consent except a person representing a member, which is not a natural person.

Pursuant to Companies (Postal Ballot) Regulation 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of Section 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 the requirements and procedure contained in the aforesaid Regulations.

DEPOSIT OF PHYSICAL SHARES INTO CENTRAL DEPOSITORY

As per section 72 of the Companies Act, 2017, every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act i.e. May 30, 2017.

In light of above, shareholders holding physical share certificates are encouraged to deposit their shares in Central Depository by opening CDC sub-accounts with any of the brokers or Investor Accounts maintained directly with CDC to convert their physical shares into scrip less form. This will facilitate the shareholders to streamline their information in member's register enabling the Company to effectively communicate with the shareholders and timely disburse any entitlements. Further, shares held shall remain secure and maintaining shares in scrip less form allows for swift sale/purchase.

PARTICIPATION IN THE ANNUAL GENERAL MEETING (AGM)

In the light of COVID-19 situation in the Country, the Company has made the arrangement for the safety of the members attending the meeting physically. The relevant SOPs should be followed strictly

All members entitled to attend and vote at this Meeting may appoint another person as his/her proxy to attend and vote for him / her. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of holding the meeting. The CDC Accounts Holders will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan. Proxy form is available at the Company's website i.e. www.datatextile.com

For Attending the Meeting

- a. In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration detail is uploaded as per the Regulations, shall authenticate their identity by showing his/ her original National Identity Card ("CNIC") or original passport at the time of attending the meeting.
- b. In case of corporate entity, Board of Directors' resolution/ power of attorney with specimen signature of the nominee shall be produced (unless provided earlier) at the time of the meeting.

For Appointing Proxies

- a. In case of individuals, the account holder or sub-account holder is and / or the person whose securities are in group account and their registration detail is uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.

- b. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form, and as per the requirements mentioned in the attached form.
- c. Attested copies of the CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- e. In case of corporate entities, board of directors' resolution/ power of attorney with specimen signature of the nominee shall be submitted (unless provided earlier) along with the proxy form to Company.

CONSENT FOR VIDEO CONFERENCE

Pursuant to SECP's Circular No 10 dated 21 May 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. In this regard, please fill the following and submit to registered address of the Company at least 10 days before the date of AGM.

I/We _____ of _____, being member(s) of Data Textiles Limited holder _____ Ordinary share(s) as per Register Folio No. _____ hereby opt for video conference facility at _____