



INDUS DYEING & MANUFACTURING CO. LIMITED

IDML/11/2023/(KHI)

May 24, 2023

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

Subject: Notice of Extra Ordinary General Meeting

Dear Sir,

Please find enclosed copy of the Notice of Extra Ordinary General Meeting (EOGM) to be held on Thursday, June 15, 2023 at 04:00 p.m. at Plot No. 3 & 7, Sector No. 25, Korangi Industrial Area, Karachi for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking You,

Yours truly,

Ahmed Faheem Niazi
Company Secretary



INDUS DYEING & MANUFACTURING CO. LIMITED

May 24, 2023

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

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting ("EOGM") of the members of **Indus Dyeing & Manufacturing Company Limited** (the "Company") will be held on June 15, 2023 (Thursday) at 04:00 p.m. at Plot No. 3 & 7, Sector No. 25, Korangi Industrial Area, Karachi to transact the following business:

Ordinary Business

To elect Ten (10) Directors of the Company, as fixed by the Board of Directors, for the next term of three years, in accordance with the provisions of Section 159 of the Companies Act, 2017, in place of following retiring Directors who are eligible to offer themselves for re-election: -

- | | |
|-----------------------|------------------------------|
| 1. Mr. Naveed Ahmed | 6. Mr. Sheikh Shafqat Masood |
| 2. Mian Shahzad Ahmed | 7. Mrs. Fadia Kashif |
| 3. Mian Imran Ahmed | 8. Mr. Faisal Hanif |
| 4. Mr. Kashif Riaz | 9. Mr. Aamir Amin |
| 5. Mr. Irfan Ahmed | 10. Ms. Azra Yaqub Vawda |

A Statement of Material Facts as required under Section 166 (3) of the Companies Act, 2017 concerning the manner of selection of Independent Directors is annexed to the notice of meeting circulated to the members of the Company.

Karachi
Dated: May 24, 2023

By order of the Board

(Ahmed Faeem Niazi)
Company Secretary



INDUS DYEING & MANUFACTURING CO. LIMITED

NOTES:

1) BOOK CLOSURE NOTICE:

The Share Transfer Books of the Company will remain closed for the period from June 09, 2023 to June 15, 2023 (both days inclusive) for attending and voting at Extra Ordinary General Meeting and Election of Directors. Physical Transfers / CDS Transactions IDs received in order in all respect close of business on June 08, 2023 at Share Registrar M/s. Jwaffs Registrar Services (Pvt) Ltd, 407-408 Al-Ameera Center, Shahra-e-Iraq, Saddar Karachi. ('Registrar') will be considered in time for attending of meeting and Election of Directors.

2) FOR ATTENDING THE MEETING:

- i. In case of individuals, the accounts holders and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his original CNIC or Passport at the time of attending the Meeting.
- ii. In case of corporate entity, the Board of Directors' 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.

3) FOR APPOINTING PROXIES:

- i. In case of individuals, the account holders and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirements.
- ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii. Attested copies of CNIC or the passport of the beneficial owner and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his/her original CNIC or original Passport at the time of meeting.
- v. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
- vi. Members are requested to notify Change in their addresses, if any; in case of book entry securities in CDS to their respective participants/investor account services and in case of physical shares to the Registrar of the Company by quoting their folio numbers and name of the Company at the above mentioned address, if not earlier notified/submitted.

4) ELECTION OF DIRECTORS:

Any person who seeks to contest election for the office of Director shall, whether he is a retiring director or otherwise, file following documents / information with the Company not later than fourteen (14) days before the date of meeting:

- a) Notice of his/her intention to offer himself / herself for election of directors in terms of Section 159(3) of the Companies Act, 2017.
- b) Consent to act as director in Form-28 under section 167 of the Companies Act, 2017.
- c) A detailed profile along with his / her office address for placement on to the Company's website as required under SECP's SRO 1196(I)/2019 dated October 03, 2019.
- d) A candidate must be a member of the Company at the time of filing his/her notice of intention for contesting election of directors except a person representing a member, which is not a natural person;
- e) An attested copy of Computerized National Identity Card (CNIC).
- f) A declaration that:
 - He/she is aware of his/her duties and powers under the relevant laws, Companies Act 2017, Listed Companies (Code of Corporate Governance) Regulations, 2019, listing regulations of stock exchange and Memorandum and Article of Association of the Company.
 - He/she is not a minor neither of unsound mind nor an un-discharged insolvent.
 - He/she is borne on the register of National Tax Payers.
 - He/she has not been convicted by a court as defaulter in payment of loan to financial institutions, Development Financial Institution and Non-Banking Financial Institution.
 - He/she is not serving as director of more than seven listed companies.
 - Neither he / she nor his / her spouse is engaged in the business of stock brokerage.
 - He/she is aware of "Closed Period", required prior to the announcement of interim and final results, and business decisions, which may materially affect the market price of company's securities.
 - In case of independent directors, a declaration of Independence in terms of Section 166(2) of the Companies Act, 2017 as required under Listed Companies (Code of Corporate Governance) Regulations, 2019.

5th Floor, Office No.508, Beaumont Plaza, Beaumont Road, Civil Line Quarters, Karachi-75530, Pakistan.

Tel # (92-21) 111-404-404 & 35693641 to 35693660(20 Line). Fax # (92-21) 35693593 & 35693594

E-mail: info@indus-group.com Web Site : www.indus-group.com



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5) VIDEO CONFERENCE FACILITY

Members may avail video conference facility for this Meeting other than Karachi, provided the Company receives consent (standard format is given below) atleast 07 days prior to the date of the Meeting from members holding in aggregate 10% or more shareholding residing at respective city.

The Company will intimate respective members regarding venue of the video-link facility before the date of Meeting along with complete information necessary to enable them to access the facility.

"I/we _____ of _____ being member(s) of Indus Dyeing & Manufacturing Company Limited, holder of _____ Ordinary Share(s) as per Registered Folio No./CDC Account No. _____ hereby opt for video conference facility at _____ in respect of Meeting of the Company.

6) VIDEO-LINK ARRANGEMENT FOR ONLINE PARTICIPATION IN MEETING

Shareholders interested in attending the Extra Ordinary General Meeting (EOGM) through video link facility are requested to get themselves registered with the Company Secretary office at least two working days before the holding of the time of EOGM at corporate.affairs@indus-group.com by providing the following details: -

Name of Shareholder	CNIC No.	Folio CDC No.	Cell No.	Email Address

- The Login facility will remain open from 03:45 P.M. till the end of the meeting.
- Shareholders will be encouraged to participate in the EOGM to consolidate their attendance and participation through proxies.
- Shareholders will be able to login and participate in EOGM proceedings through their smart phone or computer devices from their home after completing all the facilities required for the identification and verification of the Shareholders.

The Company will follow the best practices and comply with the instructions of the Government and SECP to ensure protective measure are in place for the well-being of its members.

7) POSTAL BALLOT

Pursuant to companies (Postal Ballot) Regulations, 2018 for the 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 e-voting, in accordance with the requirements and procedure contained in the aforesaid regulations.

8) CONVERSION OF PHYSICAL SHARES INTO BOOK ENTRY FORM

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. Further SECP vide Letter dated March 26, 2021 has advised to comply Section 72 of the Act and encourage shareholders to convert their shares in book – entry form.

In light of above, shareholders holding physical share certificates are requested 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.

9) UNCLAIMED DIVIDENDS AND BONUS SHARES

Shareholders, who for any reason, could not claim their dividend and/or bonus shares are advised to contact our Shares Registrar M/s. Jwaffs Registrar Services (Pvt) Limited to collect/enquire about their unclaimed dividends and/or bonus shares if any.

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STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Section 166(3) of the Companies Act, 2017 provides that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent directors on its Board in accordance with the Companies Act, 2017 and Listed Companies (Manner and Selection of Independent Directors) Regulations, 2018 and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP. Further, their selection will be made due to their respective competencies, skill, knowledge and experience. It is noteworthy to mention here that independent directors 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 of contesting persons will be published in Newspapers not later than seven days before the date of the said meeting in terms of Section 159(4).

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

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