

TTM/SHARE/ 04 /2023
October 12, 2023

**The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi-74000, Pakistan.**

Subject: - **Notice Under Section 159 (4) Of the Company's Act, 2017 Regarding Election of Directors Under Rule No. 5.6.9(B) of PSX Rules And Publication of Ballot Paper**

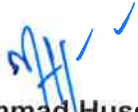
Dear Sir,

In pursuant to Rule No. 5.6.9(b) of PSX Rules, please find copies of the notice under section 159(4) of the Companies Act, 2017 and the ballot paper as required under regulation 8 of the Companies (Postal Ballot) Regulations, 2018 regarding Election of Directors & approval of Special Business to be held in Annual General Meeting of the Company scheduled on October 19, 2023, which shall be published in two newspapers namely "The Nation" (English) and in "Daily Nawa-e-Waqt" (Urdu) today for the information of shareholders.

Further, in compliance with Regulation 4 of the Companies (Postal Ballot) Regulations, 2018, the e-voting facility will be available to eligible members of the company in line with applicable laws. M/s CDC Share Registrar Service Limited has been appointed as an E-voting service provider.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours Sincerely,
For TATA TEXTILE MILLS LIMITED



**Muhammad Hussain
Company Secretary**

**C.C. The Executive Director/HOD,
Offsite-II Department, Supervision Division
Securities and Exchange Commission of Pakistan
63, NIC Building, Jinnah Avenue, Blue Area,
ISLAMABAD.**

Enclosed: As above

Election of Directors
Notice U/S.159 (4) of the Companies Act, 2017

The shareholders of the Company are hereby notified that pursuant to Section 159(4) of the Companies Act, 2017 and as per amendments through SECP's SRO No.905(I)/2023 and 906(I)/2023 dated July 07, 2023, the following Seven (7) persons have filed their intention to contest the Election of Directors of the Company at the Annual General Meeting of the Company scheduled to be held on Thursday, October 19, 2023, at 11:00 a.m. at The Institute of Chartered Accountants of Pakistan (ICAP) Auditorium, Chartered Accountants Avenue, Block 8, Clifton, Karachi / video link:

Sr. No.	Category - Sr. No	Name of Contesting Candidates	No of Directors to be Elected
A. Candidate for the Category of Female Directors			
1	1	Ms. Samar Shahid	01 (One)
B. Candidate for the Category of Independent Directors			
2	1	Mr. Mazhar Valjee	02 (Two)
3	2	Mr. Tayyeb Afzal	
C. Candidate for the Category of Other Directors			
4	1	Mr. Shahid Anwar	04 (Four)
5	2	Mr. Adeel Shahid Anwar	
6	3	Mr. Bilal Shahid Anwar	
7	4	Mr. Farooq Advani	

Since the number of persons who have offered themselves to be elected are not more than the number of Directors as fixed by the Board of Directors of the company under Section 159(1) of the Companies Act, 2017, therefore all the above-named seven (7) persons shall be deemed to have been elected unopposed, without the voting process as Director of the Company in terms of Section 159(5) of the Act for the next term of three (3) years commencing from October 26, 2023 at the forthcoming Annual General Meeting.

The profiles of the above-named candidates have been placed on the website of the company. The independent directors have been selected on the basis of their experience, competencies, diversity, skills, and knowledge in compliance with the requirements of Section 166 of the Act, 2017, and the Regulations issued thereunder.


Muhammad Hussain
 Company Secretary

Karachi:

Dated: October 12, 2023

	Tata Textile Mills Limited Registered Office Address: 6th Floor, Textile Plaza, M. A. Jinnah Road, Karachi. Tel# 32412955-3 Lines 32426761-2-4 Website: www.tatapakistan.com
---	---

Ballot Paper For Voting Through Post

For a poll to be held on Thursday, October 19, 2023, at 11:00 a.m. at The Institute of Chartered Accountants of Pakistan (ICAP) Auditorium, Chartered Accountants Avenue, Block 8, Clifton, Karachi, Sindh 75600

Designated email address of the chairman at which the duly filled-in ballot paper may be sent: chairman@tatapakistan.com

Name of shareholder / joint shareholders/ Proxy holder	
Registered Address	
Folio No. / CDC Participant / Investor ID with Sub-Account #	
Number of shares held (Shall be taken as of book closure in the notice)	
CNIC No./Passport No - in case of foreigner (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation, and Federal Government)	

Agenda No. 3:

The number of persons who have offered themselves to be elected as Directors is not more than the number of Directors fixed under section 159(1) of the Companies Act, 2017 to be elected. Accordingly, all persons who had offered themselves to be elected as Directors shall be deemed to have been elected as Directors of the Company and no separate casting of vote shall be carried out.

Instructions for Poll

1. Please indicate your Vote by ticking (✓) the relevant box.
 2. In case if both the boxes are marked as (✓) your poll shall be treated as "Rejected"
- I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing a tick (✓) mark in the appropriate box below.

Sr No.	Nature and Description of Resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We assent to the Resolutions (AGAINST)
	<u>Special Business</u>			
01	Agenda no. 5 To consider and approve the adoption of revision/update in Article of Association and if thought fit, to pass the following resolution as			

	<p>Special Resolutions, with or without modification so as to conform to the provisions of the Companies Act, 2017 and other Rules / Regulations made thereunder from time to time.</p> <p>Resolved that the changes/update in Articles of Association, as proposed by the Board of Directors, be and are hereby adopted.</p> <p>Further Resolved that the Company Secretary, be and hereby authorized and empowered to do all acts, deeds and things that may be necessary to give effect to this resolution.</p> <p>Further Resolved that in case the Securities Exchange Commission of Pakistan (SECP) suggests any correction in the text of the Articles of Association, the Company Secretary be and is hereby authorized to make necessary corrections in the documents as permitted under the law in letter and spirit.”</p>			
02	<p>Agenda no. 6 To approve by way of special resolutions with or without modification the following resolutions in respect of related party transactions in terms of Section 208 of the Companies Act, 2017.</p> <p>RESOLVED that the transactions carried out in the normal course of business with associated companies as disclosed in Note No. 35 of the audited financial statements for the year ended June 30, 2023, be and are hereby ratified and approved.”</p> <p>RESOLVED that the Chief Executive Officer of the Company be and is hereby authorized to approve all the transactions carried out and to be carried out in the normal course of business with associated companies during the ensuing year ending June 30, 2024, and, in this connection, the Chief Executive Officer be and is hereby also authorized to take any and all necessary actions and sign/execute any and all such documents/indentures as may be required in this regard on behalf of the Company.</p>			
03	<p>Agenda no. 7 To approve the circulation of the Annual Report (including the Audited Financial Statements, Auditor's Report, Directors' Report, and Chairman's Review Report) to the Members of the Company through QR-enabled code and weblink, in accordance with Section 223(6) of the</p>			

<p>Companies Act, 2017 read with S.R.O. 389(I)/2023 dated March 21, 2023.</p> <p>RESOLVED THAT Tata Textile Mills Limited (the "Company") be and is hereby authorized to circulate its Annual Report including Annual Audited Financial Statements, Auditor's Report, Directors' Report, Chairman's Review Report and other reports contained therein to the Members of the Company through QR enabled code and weblink.</p>			
---	--	--	--

Signature of shareholder(s)/Proxy Holder(s)/Authorized Signatory
(In the case of a corporate entity, please affix the company stamp)

Place: _____

Date: _____

NOTES/PROCEDURE FOR SUBMISSION OF BALLOT PAPER:

1. Dully filled postal ballot should be sent to the Chairman **Mr. Mazhar Valjee, Tata Textile Mills Limited, Company's head office, 6th Floor, Textile Plaza, M. A. Jinnah Road, Karachi. - Pakistan or at e-mail: chairman@tatapakistan.com**
2. A copy of CNIC/Passport (in case of a foreigner) should be enclosed with the postal ballot form.
3. Ballot Paper forms should reach the chairman of the meeting on or before **October 18, 2023**, up to 05:00 p.m. Any postal ballot received after this date, will not be considered for voting.
4. The signature on the ballot should match with the signature on the CNIC/Passport (in case of a foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over-written ballot paper will be rejected.
6. In the case of a representative of a body corporate corporation, the postal ballot must be accompanied by a copy of the CNIC of an authorized person, along with a duly attested copy of the Board Resolution, Power of Attorney, or Authorization Letter in accordance with Section(s) 138 or 139 of the Companies Act, 2017, as applicable, unless these have already been submitted along with the Proxy Form. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
7. Ballot paper has also been placed on the website of the Company www.tatapakistan.com. Members may download the ballot paper from the website or use original/photocopy published in newspapers.

