



SAIF TEXTILE MILLS LIMITED NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an **Extraordinary General Meeting** of **Saif Textile Mills Limited** will Insha'Allah be held on **Sunday, March 31, 2024 at 11:00 a.m.** at its registered office, **APTMA House, Tehkal Payan, Jamrud Road, Peshawar**, to transact the following business:

ORDINARY BUSINESS:-

1. To confirm minutes of an Extraordinary General Meeting of the Company held on November 24, 2023.
2. To elect Eight (08) directors of the Company as fixed by the Board of Directors in accordance with the provisions of Section 159 of the Companies Act, 2017 for a term of three (03) years. Names of the present directors retiring and eligible to file nominations are as under:
 1. Mr. Osman Saifullah Khan
 2. Ms. Hoor Yousafzai
 3. Mr. Assad Saifullah Khan
 4. Mr. Sohail Hussain Hydari
 5. Rana Muhammad Shafi
 6. Mr. Rashid Ibrahim
 7. Mr. Muhammad Danish
3. To transact any other business with the permission of the Chair.

BY ORDER OF THE BOARD

Peshawar, March 09, 2024

Sajjad Hussain
Company Secretary

NOTES:

1. The Shares Transfer Books of the Company will remain closed from **March 23, 2024 to March 31, 2024** (both days inclusive) and no transfer of shares will be accepted for registration during this period. Transfers received in order at the office of the Company's Shares Registrar **M/s. Hameed Majeed Associates (Pvt.) Limited, HM House, 7-Bank Square, Lahore** by the close of business on **March 22, 2024** will be treated in time for the purpose of attending and voting at the meeting.
2. In accordance with the directives issued to listed companies by the Securities and Exchange Commission of Pakistan through its Circular No. 4 dated February 15, 2021 and Circular No. 6 dated March 3, 2021, members or proxies who wish to attend the EOGM via video link or other electronic means are requested to email the Company a clear copy of both sides of their valid Computerized National Identity Card (CNIC) along with their Name, Folio Number, Cell number, and Number of Shares held. Please use the subject '**Registration for EOGM of STM**' and send this information/document to **sajjad.hussain@saifgroup.com** at least 48 hours before the time of the EOGM. Only those members whose names appear in the Register of Members of the Company as at March 22, 2024, will be entitled to attend and vote at the EOGM.

3. Any member who seeks to contest the election of directors shall file with the Company at its Registered Office not later than 14 days before the date of the meeting notice of his / her intention to offer himself / herself for the election of directors in terms of Section 159(3) together with **(a)** consent to act as director (if elected) in terms of Section 167 of the Companies Act, 2017 **(b)** a detailed profile along with office address and contact information for placement on the Company's website seven days prior to the date of election **(c)** declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019, and the eligibility criteria as set out in the Companies Act, 2017 **(d)** attested copy of valid CNIC and NTN and **(e)** declaration by proposed independent director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
4. In compliance with the provision of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, election of directors will be held in following categories:

- i. Female Director
- ii. Independent directors
- iii. Other directors

Any member while submitting his/her notice of intention shall select any one of the above categories and clearly mention for which category he/she seeks to contest the Election of Directors.

5. A member entitled to attend and vote at the meeting, may appoint another member as a proxy to attend, speak and vote on behalf of him/her. Forms duly stamped with Rs.50/- revenue stamp, signed and witnessed by two persons, in order to be valid must be received at the Registered Office of the Company not later than 48 hours before the time of holding the meeting.
6. Members, proxies or nominees shall authenticate their identity by showing their original national identity card or original passport. In case of corporate members, Board of Directors' resolution/ power of attorney in favour of the nominee shall require to be produced at the time of meeting.
7. Members are requested to submit an attested photocopy of their valid Computerized National Identity Cards (CNICs) as per SECP's direction, if not provided earlier.
8. Change in Address: Members are requested to promptly notify any change in their address.
9. **E-Voting / Voting by Postal Ballot:** If the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of Section 159 of the Companies Act, 2017, then, subject to requirements of Sections 143 and 144 of the Companies Act 2017, the Company shall provide its members with options of e-voting or voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.
10. For any query/information, Members may contact the Company at registered office address mentioned above. Members may also visit website of the Company www.saiftextile.com for notices/information.
11. Pursuant to Section 132(2) of the Companies Act, 2017, if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference at least 7 days prior to the date of the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility, please fill the following form and submit to the registered address of the Company at least (07) days before the date of the meeting.

I/ We, _____ of _____, being a member of Saif Textile Mills Limited, holder of _____ Ordinary Shares as per Register Folio No. / CDC A/C No. _____ hereby opt for video conference facility at _____.

Signature of member

STATEMENT MADE UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF APPOINTMENT OF INDEPENDENT DIRECTORS

Independent directors shall be elected in the same manner as other directors are elected in terms of section 159 of the Companies Act, 2017. It will be ensured that the persons contesting as independent directors must meet the criteria under Section 166 of the Companies Act, 2017 and possess the requisite competencies, skills, knowledge and experience.

No directors have direct or indirect interest in the above said business except they may consent for election of directors accordingly.