



8 - K.M. Manga Raiwind Road,
Raiwind District Kasur, Pakistan
Phone: (+92-42)35395360-3
E-mail : hira@hiramills.com.pk
Website: www.hiramills.com.pk
Website: www.hiratex.com.p

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given to all the shareholders of HIRA TEXTILE MILLS LIMITED (the Company) that an Extraordinary General Meeting of the Company will be held on Saturday, April 05, 2025 at 09:30 a.m. at 19-Aibak Block New Garden Town, Lahore to transact the following business:

ORDINARY BUSINESS:

To elect seven (7) Directors of the Company as fixed by the Board under Section 159(1) and section 161 of the Companies Act, 2017 for a period of three (3) years commencing from April 01, 2025. Followings are the name of retiring Directors who are eligible for re-election.

- | | |
|--------------------------------------|-----------------------------------------------------|
| 1. Dr. Azhar Waheed | 5. Mr. Muhammad Hasnain Saeed Sohbin |
| 2. Mr. Muhammad Tariq | 6. Mrs. Zainab Malik - Femail/ Independent Director |
| 3. Mr. Muhammad Awais Qarni Chudhary | |
| 4. Mr. Muhammad Haseeb Awais | |

ANY OTHER BUSINESS:

To transact any other business with the permission of the Chair.

BY ORDER OF THE BOARD

(Muhammad Hasnain Saeed Sohbin)

Lahore: 15 March, 2025

Company Secretary

Notes:

Closure of Share Transfer Books: The Members Register will remain closed from 25-03-2025 to 05-04-2025 (both days inclusive). Transfers received at Vision Consulting Limited, 5-C 2nd Floor LDA Flats Larance Road Lahore, the Independent Share Registrar of the Company by the close of business on 24-03-2025 will be treated in time for attending and voting at the meeting.

Participation in Extraordinary General Meeting: CDC account holders will further have to follow the guidelines as laid down in circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

Any individual beneficial owner of CDC entitled to attend and vote at this meeting must bring his/her CNIC or Passport to prove his/her identity, and in case of Corporate Members, the Boards resolution or power of attorney with specimen signatures of the nominee shall require to be produced (unless provided earlier) at the time of meeting.



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Participation Through Video Conference Facility: To attend the Meeting virtually, a member is required to get themselves registered by sending an email at least 48 hours prior to the date of meeting at muhammadh.sohbin@gmail.com by providing the following details:

Name

CNIC No.

Folio/CDC A/c No.

Cell No.

Email Address

The shareholders who are registered after the necessary verification shall be provided a video link by the Company on the said email address. The login facility will remain open from start of the meeting till its proceedings are concluded. Members will be able to login and participate in the Extraordinary General Meeting proceedings through their devices.

Election of Directors: The term of office of the current directors of the Company will expire on March 31, 2025. In accordance with Section 159(1) of the Act, the Board of Directors has fixed the number of directors to be elected at the EOGM at seven (07) to hold the office of director for a period of three (3) years commencing from April 01, 2025 to March 31, 2028.

Independent directors shall be selected in accordance with the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Accordingly, in compliance with the provisions of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Election of Directors will be held in the following Categories:

Category of Director	Number of Seats
Female Director	1
Independent Director	2
Other Director	4

Any person, who seeks to contest an election to the office of Directors, shall whether he is retiring Director or otherwise file with the Company at its office situated at 19-Aibak Block New Garden Town, Lahore not later than fourteen days (14) before the date of the meeting, the following documents:

A Notice of his / her intention and selection of any one category to which he intends to offer himself/herself for election as a Director in terms of Section 159(3) of the Companies Act, 2017.



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

Consent to Act as Director (Appendix to Form-9), as prescribed under the Companies Regulations, 2024 and Section 167(1) of the Companies Act, 2017;

A detailed profile along with office his / her office address as required under SECPs SRO 1196(1)/2019 dated 3rd October, 2019;

His / Her Folio No. / CDC Investor Account No. / CDC Participant A/c No. / Sub-Account No. He / She must be a member of the Company at the time of filing of his / her consent for contesting election of director.

Attested Copy of Valid CNIC and NTN.

Detail of other directorship held.

A declaration on stamp paper confirming that:

He / She is not serving as a director in more than seven (7) listed companies including this company.

His / Her name is borne on the register of National Taxpayers.

He / She is not ineligible to become a director of the Company under any applicable laws and regulations (including Listing Regulations of the Pakistan Stock Exchange);

He / She is aware of his / her duties and powers under the relevant laws, Memorandum & Articles of Association of the Company, Listing Regulations of Pakistan Stock Exchange and Listed Companies (Code of Corporate Governance) Regulations, 2019 to be elected as director/independent director of the Company

He / She is not engaged in the business of brokerage, or is not a spouse of such person or is not a sponsor, director or officer of a corporate brokerage house.

He / She is not convicted by any court of competent jurisdiction as a defaulter in payment of any loan to a banking company, a DFI or NBFI and I am not a member of stock exchange.

Independent Director(s) will be elected through the process of election of director in terms of Section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations, 2018, accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:

The final list of contesting directors will be circulated not later than seven days before the date of said meeting, in terms of section 159(4). Further, the website of the Company will also be updated with the required information.



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Appointment of Proxy: A member eligible to attend and vote at this Meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies in order to be effective must be received by the Company at Registered Office not later than 48 hours before the time for holding the Meeting.

Change of Address: Shareholders are requested to immediately notify the change of address, if any to Share Registrar of the Company.

Submission of Copies of Valid CNICs: Shareholders are requested to submit copy of their valid CNIC mentioning company name & Folio Number at our Share Registrars address at their earliest.

10. Procedure For E-Voting and Voting through Postal Ballot: In accordance with the Companies (Postal Ballot) Regulation, 2018 the right to vote through electronic voting facility will be provided if the number of persons who offer themselves to be elected is more than the number of directors fixed in each category under Section 159(1) of the Companies Act, 2017 and Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

Details of e-voting facility will be shared through e-mail with those members of the Company who have their valid CNIC numbers, Cell Numbers and e-mail addresses available in the register of Members of the Company within due course.

E-Voting lines will start from 28 March, 2025, 09:00 a.m. and shall close on 04 April, 2025 at 05:00 p.m. Members can cast their votes any time in this period. Once the vote is cast by a member, he / she shall not be allowed to change it subsequently.

The member may alternatively opt for voting through postal ballot which will be circulated to them. The postal ballot paper will also be available for download from the website of the Company at www.hiratex.com.pk

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's Head Office at 19-Aibak Block New Garden Town, Lahore till 05:00 P.M on April 04, 2025.

A postal ballot received after this time/date shall not be considered for voting. The signature on the ballot paper shall match the signature on CNIC.

Once the vote is cast by a member / proxy holder, he / she shall not be allowed to change it subsequently.

Please note that in case of any dispute in voting including the casting of more than one vote, the decision of the Chairman of the meeting shall be final.

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

The term of office of the present Directors of the Company will expire on March 31, 2025. In terms of Section 159(1) of the Companies Act, 2017 (Act), the directors have fixed the number of elected directors at seven (7) to be elected in the extraordinary general meeting for a period of three years.

Independent Director(s) will be elected through the process of election of director in terms of section 159 of the Companies Act, 2017 and they shall meet the criteria laid down in section 166 of the Act,



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and the Companies (Manner and Selection of Independent Directors) Regulations 2018, accordingly the following additional documents are to be submitted by candidates intending to contest election of director as independent director.

Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations 2019.