

Chapter

8

**SHARE
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NOTICE OF 2nd ANNUAL GENERAL MEETING

Notice is hereby given that the 2nd Annual General Meeting (AGM) of the members of Stylers International Limited (Company) will be held on Tuesday, October 28, 2025 at 12:00 pm at the registered office of the Company at 20-KM, Ferozepur Road, Glaxo Town, Lahore, in person and through video-conferencing to transact the following businesses:

A. ORDINARY BUSINESS:

1. To receive, consider, and adopt the annual audited financial statements of the Company for the year ended June 30, 2025, along with the Chairman`s Message, Directors` and Auditor`s Reports thereon.

As required under Section 223 of the Companies Act, 2017 (the "Act"). Financial Statements of the Company have been uploaded on the website of the Company, which can be down-loaded from the following link and/or QR enable code:
https://www.stylersintl.com/?page_id=2987



2. To declare and approve the final cash dividend at the rate of PKR 0.75/- per share, i.e., 7.5%, for the year ended June 30, 2025, as recommended by the Board of Directors. This is in addition to the Interim Cash Dividend at the rate of PKR. 0.25/- per share, i.e., 2.5%, for the third quarter (nine months) ended March 31, 2025, which has already been paid. The total cash distribution stands at PKR 1.00/- per share, i.e., 10%, for the year ended June 30, 2025.

3. To appoint auditors and fix their remuneration for the financial year 2025-26. The Members are hereby given notice that the Board of Directors, on the recommendation of the Audit Committee of the Company, has proposed the name of the retiring auditors, M/s BDO Ebrahim & Company, Chartered Accountants for reappointment as the auditors of the company.

B. SPECIAL BUSINESS:

4. To ratify and approve all Related Party Transactions approved by the Board of Directors during the year ended June 30, 2025 by passing the following resolution as Special Resolution with or without modification(s):

RESOLVED THAT pursuant to the powers conferred upon the Board of Directors of the Company by the members of the Company through Special Resolution passed in their Annual General Meeting held on October 28, 2024, the Related Party Transactions made during the financial year ended June 30, 2025 as disclosed in Annual Financial Statements of the Company for the year ended 30 June 2025 and as approved by the Board of Directors of the Company be and are hereby ratified, approved and confirmed in all respects.

C. ANY OTHER BUSINESS:

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

The statement of material facts pursuant to Section 134(3) of the Companies Act, 2017, is annexed to the notice of the meeting sent to the Members.

By Order of the Board



Tariq Majeed

Company Secretary

Lahore

October 07, 2025

Notes:**1. Closure of Share Transfer Books**

The Share Transfer Books of the Company will remain closed from October 21, 2025, to October 28, 2025 (both days inclusive). Share transfers received in order at the office of our Share Registrar, F.D. Registrar Services (Pvt.) Limited, Suite 1705-A, 17th Floor, Saima Trade Tower, I.I. Chundrigar Road, Karachi, by the close of business on October 20, 2025, will be considered in time to entitle the transferees to the dividend warrant and vote at the AGM.

2. Virtual Participation in the AGM Proceedings

All shareholders interested in attending the AGM virtually, please register with the Company by providing the following information through email at tariq.majeed@styler-sintl.com

Name of Shareholder	CNIC No.	Folio/CDC Acc. No.	No. of Shares	Contact Number	Email Address
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Online meeting link and login credentials will be shared with only those Members whose emails, containing all the required particulars, are received at the given email address by the end of business on Saturday October 25, 2025. The login facility shall remain open from 11:50 am till the end of the Meeting on October 28, 2025.

3. Participation in the AGM

All members, entitled to attend and vote at the meeting, are entitled to appoint another person in writing as their proxy to attend and vote on their behalf. A proxy must be a member of the Company. In case of corporate entities, a resolution of the Board of Directors / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity and an attested copy of CNIC shall be submitted to the Company at the meeting or along with a completed proxy form. The proxy holders are required to produce their original valid CNICs or original passports at the time of the meeting.

In order to be effective, duly completed and signed proxy forms, must be received at the Company's Registered Office at least 48 hours before the time for holding the meeting. Central Depository Company (CDC) account holders will further have to follow the below mentioned guidelines, as laid down by the Securities and Exchange Commission of Pakistan in this regard:

a) For Attending the Meeting

- i. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall authenticate his/her original valid CNIC or the original passport at the time of attending the meeting.
- ii. Members registered on CDC are also requested to bring their particulars, I.D. numbers and account numbers in CDS.
- iii. 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.

b) For Appointing Proxies

- i. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per above requirements.
- ii. Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iii. The proxy shall produce original valid CNIC or original passport at the time of the meeting.
- iv. In case of a 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.

- v. Proxy form will be witnessed by two persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.

4. Electronic Transmission of Annual Report 2025

A copy of the Annual Report 2025 will be electronically sent by email to shareholders, whose email addresses are available at the company's registered office, in accordance with section 223(6) of the Companies Act, 2017. However, in case where email address is not available with the Company's Share Registrar, printed copy of the notice of the AGM has been dispatched along with the QR-enabled code/web link to download the Annual Report 2025 (containing the financial statements).

Notwithstanding the above, the Company will provide free hard copies of the Annual Report 2025 to any Member upon request, at their registered address, within one (1) week of receiving such request.

5. Conversion of Physical Shares into the Book Entry Form

The SECP through its letter No. CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised listed companies to adhere to provisions of Section 72 of the Companies Act, 2017 by replacing physical shares issued by them into book entry form.

The Members of the Company having physical folios / share certificates are requested to convert their shares from physical form into book-entry form as soon as possible. The Members may contact their Broker, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. It would facilitate the Members in many ways including safe custody of shares, avoidance of formalities required for the issuance of duplicate shares, etc. For further information and assistance, the Members may contact our Share Registrar, F.D. Registrar Services (Pvt.) Limited.

6. Submission of CNIC / NTN (Mandatory)

Pursuant to the directives of the SECP, the dividends of shareholders who's valid CNIC or NTN (in case of corporate entities) are not available with the Share Registrar, could be withheld. Shareholders are therefore requested to submit a copy of their valid CNIC (if not already provided) to the Company's Share Registrar, F.D. Registrar Services (Pvt.) Limited.

All shareholders who hold shares with joint shareholders are requested to provide shareholding proportions of the principal shareholder and joint-holder(s) in respect of shares held by them to our share registrar, F.D Registrar Services (Pvt.) Limited before the close of business on October 20, 2025 as per the following format:

Name of Principal Shareholder/Joint Holders	Shareholding Proportions (%)	CNIC NO. (Copy to be attached)	Folio / CDC Account No.	Total Shares	Signatures
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7. Video Conference

Pursuant to Section 132(2) of the Companies Act, 2017, if the Company receives consent from members holding in aggregate 10% or more shareholding requesting participation through video conference, at least 7 days prior to the date of the meeting, the Company will arrange video conference facility. To avail this facility, please fill the following information and submit at the registered office at least (07) days before the date of the meeting.

I/ We, _____ of _____, being a member of Stylers International Limited, holder of _____ Ordinary Shares as per Register Folio No. / CDC/Accounts No. _____ hereby opt for video conference facility at _____.

Signature of member

8. Unclaimed Dividend / Shares under Section 244 of the Companies Act, 2017

An updated list for unclaimed dividend / shares of the Company is available. These are unclaimed dividend / shares which have remained unclaimed or unpaid for a period of three (3) years from the date these have become due and payable.

Claims can be lodged by shareholders on claim forms, which can be obtained from company secretary or company's share registrar. Claims forms must be submitted to the Company's Share Registrar, F.D Registrar Services (Pvt.) Limited for receipt of dividend / shares.

9. Voting

Pursuant to the Companies (Postal Ballot) Regulations, 2018 read with Sections 143 and 144 of the Companies Act, 2017, Members will be allowed to exercise their right to vote through postal ballot, that is voting by post or electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

10. Payment of cash dividend electronically (e-mandate)

In accordance with the provisions of section 242 of the Companies Act, 2017 and Companies (Distribution of Dividend) Regulations, 2017, it is mandatory that dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholder. All shareholders are once again requested to provide details of their bank mandate specifying:

Title of Account	Account Number	IBAN (Bank Account)	Bank Name	Branch Code & Name	Branch Address
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to Company's share registrar. Shareholders who hold shares with participants/CDC are advised to provide the mandate to the concerned broker/CDC. No gifts will be distributed at the meeting.

11. Deduction of Income Tax for filer and non-Filer at revised rates

Under Section 150 of the Income Tax Ordinance, 2001 rates of withholding income tax on dividend will be as follows:

- i. For shareholders appearing in Active Tax Payers list 15%
- ii. For shareholders not appearing in Active Tax Payers list 30%

In case of joint account, each holder is to be treated individually and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing, to our Share Registrar, or if no notification, each joint holder shall be assumed to have an equal number of shares.

12. Exemption from Deduction of Income Tax / Zakat

Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate are requested to submit a valid tax exemption certificate or necessary documentary evidence as the case may be, before the start of book closure. Members desiring non-deduction of zakat are also requested to submit a valid declaration for non-deduction of zakat.

13. Intimation of Changes of Address

Shareholders are requested to promptly notify any changes in their registered addresses, to the Share Registrar of the Company. Members who hold shares in CDC / participant accounts are required to update their addresses, to the CDC or their respective participants.

15. Appointment of e-Voting Service Provider

In accordance with the requirements of the Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018. M/s. Corp-link (Pvt.) Limited appointed as e-voting service provider and shall comply applicable requirements as per Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017 PERTAINING TO THE SPECIAL BUSINESS

Agenda # 4 . Approval of transactions conducted with the Related Parties during the year ended June 30, 2025.

The Company routinely enters into transactions and arrangements with its related parties in the ordinary course of business and in accordance with its internal policies, applicable laws and regulatory requirements. However, as a majority of the Company's Directors are deemed to be interested in certain related party transactions, by virtue of their common directorships and shareholding in the associated or related entities, the Board of Directors has recommended that such transactions be placed before the shareholders for ratification and/or approval in a general meeting. This is being done in compliance with the requirements of Sections 207 and/or 208 (as applicable) of the Companies Act, 2017, read with Regulation 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

All related party transactions are in accordance with the Company's policies. These are primarily transactions conducted in the ordinary course of business and on an arm's length basis. Under the Company's policy for Related Party Transactions, all related party arrangements and transactions are reviewed periodically by the Audit Committee which is chaired by an Independent Director. Following review and recommendation by the Audit Committee, the said arrangements / transactions are placed before the Board of Directors for approval.

Accordingly, the Members are requested to ratify and approve the following transactions with related parties as disclosed in the financial statements of the Company for the year ended June 30, 2025.

Name of the Related Party	Nature of Transaction	Rupees "000"
U.S. Apparel and Textiles (Private) Limited	Purchase of electricity	7,551
	Services provided	147,009
	Services obtained	75,127
	Purchase of fixed asset	288
	Right shares subscribed	1,490,076
	Balances of defined benefit obligation transferred t	4,143
	Balances of defined benefit obligation transferred by the Company	41,794
U.S. Denim Mills (Private) Limited	Purchase of fabric and materials	2,781,201
	Right shares subscribed	813,252
U.S. Dying & Finishing Mills (Private) Limited	Purchase of fabric and materials	885,766
A.J. Holdings (Private) Limited	Advance received against RUDA investment	257,677
	Loan repaid	1,197,103
Naimat Saleem Trust	Services provided	4,063
	Donations paid	70,545
Mr. Javed Arshad Bhatti	Loan obtained	160,000
	Loan obtained against Musharakah agreement	40,000
	Loan repaid / converted to Musharakah	185,500
	Profit on Musharakah	10,587
Ms. Ayesha Haroon	Loan obtained Against Musharakah Agreement	40,000
	Profit on Musharakah	10,587
Mian Muhammad Ahsan	Loan obtained	200,000
	Loan repaid	185,500
	Loan obtained Against Musharakah Agreement	120,000
	Profit on Musharakah	24,201
Mr. Muhammad Saqib	Loan obtained Against Musharakah Agreement	40,000
	Profit on Musharakah	10,587
Mr. Muhammad Siddique Bhatti	Loan obtained Against Musharakah Agreement	40,000
	Right shares subscribed	622
	Profit on Musharakah	10,587
Mian Salman Ahsan	Loan obtained Against Musharakah Agreement	80,000
	Profit on Musharakah	29,769
Mian Muhammad Umer	Right shares subscribed	1.57
Automotive Plastics (Private) Limited	Loan repayment	10,088
LAMA Retail (Private) Limited	L Services provided	28,947
SJ Holdings (Private) Limited	Right shares subscribed	1,097
	Loan obtained Against Musharakah Agreement	40,000
	Profit on Musharakah	10,057
Key Management Personnel	Director meeting fee	3,250
Employees' Gratuity Fund Trust	Contributions paid	217,000
Dividend Paid to Related Parties	Associated Companies	145,795
	Directors	221,966
	Other Related Parties	118,625

POSTAL BALLOT PAPER

**Ballot paper for voting through post/physical for poll to be held on
October 28, 2025 at 12:00 p.m. at the Registered Office at
20-KM, Ferozpur Road, Glaxo Town, Lahore Phone Numbers 042-111 00 50 50,
website address www.stylersintl.com**

Designated email address of the Chairman at which the duly filled in ballot paper
may be sent chairman@usaparel.com.

Name of shareholder/ joint Shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

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 tick (✓) mark in the appropriate box below (delete as appropriate);

Sr. No.	Nature and Description of Resolution	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
	Special Resolution			
4	RESOLVED THAT pursuant to the powers conferred upon the Board of Directors of the Company by the members of the Company through Special Resolution passed in their Annual General Meeting held on October 28, 2024, the Related Party Transactions made during the financial year ended June 30, 2025 as disclosed in Annual Financial Statements of the Company for the year ended 30 June 2025 and as approved by the Board of Directors of the Company be and are hereby ratified, approved and confirmed in all respects.			

Signature of shareholder(s)

Place

Date

NOTES / PROCEDURES FOR SUBMISSION OF BALLOT PAPER:

- Duly filled-in and signed original postal ballot should be sent to the Chairman, at above-mentioned postal or email address.
- Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Postal ballot form should reach chairman of the meeting by 23 October 2025, during working hours from 9:00 a.m. to 5:00 p.m. Any postal ballot received after this date and time will not be considered for voting.
- Signature on postal ballot should match the signature on CNIC/Passport (in case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten ballot papers will be rejected.
- In the case of representative of body corporate and corporation, postal ballot must be accompanied with copy of CNIC of authorized person, along with a duly attested copy of Board Resolution, Power of Attorney, or Authorization Letter.
- Ballot paper has also been placed at the website of the Company <https://www.stylersintl.com/> Members may also download the ballot paper from the website or use original/photocopy dispatch & email.