

QUETTA TEXTILE MILLS LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 65th General Meeting (EOGM) of the company will be held on Monday, January 23, 2023 at 9.30 a.m. at the registered office of the Company at Nadir House, ground floor, I.I Chundrigar Road, Karachi to transact the following business.

1. To confirm the minutes of the 64th Annual General Meeting held on October 28, 2024.
2. To elect Seven directors, as fixed by the board of the company in accordance with section 159 (1) of the Companies Act, 2017 The name of retiring Directors are as follows;
 1. Mr. Tariq Iqbal
 2. Mr. Omer Khalid
 3. Mrs. Saima Asim
 4. Mr. Muhammad Saeed-
 5. Mr. Asim Khalid
 6. Mr. Tauqir Tariq
 7. Mr. Abbas Ali
3. To transact any other business with the permission of the Chairman.

By order of the Board

Karachi:

Nudrat Mund Khan

December 31, 2025

NOTES:

1. The Share transfer books of the Company will remain closed from January 16, 2026 to January 23, 2026 (both days inclusive).
2. **Guidelines for Central Depository Company of Pakistan Limited ('CDC') Investor Account Holders:**

CDC Investor Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan (SECP).

a. For attending the EOGM:

- i. In case of individuals, the investor account holder or sub-account holder and / or the person whose securities are in group account where registration details are uploaded as per the CDC Regulations, shall authenticate his / her identity by showing his / her original CNIC or valid passport at the time of attending the EOGM.
- ii. In case of corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature of the nominee shall be produced at the time of the EOGM.

b. For appointing Proxies:

- i. In case of individuals, the investor account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- ii. The proxy form shall be witnessed by two (2) persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii. Copies of valid CNIC or passport of the beneficial owners and the proxy holder shall be furnished along with the proxy form.
- iv. The proxy shall produce his original CNIC or original valid passport at the time of the Meeting.
- v. 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.

3. Procedure and Documents to Contest for Election of Directors

Any person who seeks to contest the election of directors must follow the procedure and submit the necessary documents as detailed in the Statement of Material Facts which is attached with this Notice, not later than fourteen (14) days before the date of the EOGM.

4. List of Shareholders

As per Clause 2(g) of SRO 1196(I)/2019 dated October 03, 2019, a password protected list of shareholders and their addresses is available on the website of the Company. Candidates intending to contest the election can submit a request for the password to access the list of shareholders by emailing the Company at accounts@quettagroup.com with their full name, CNIC number and folio number.

5. Postal Ballot

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.

6. Requirement to incorporate email address and cell number

Members are requested to have their updated email and cell number incorporated in their physical folio with the Share Registrar of the Company and with their Participant or Broker / CDC Investor

Account Services for shares held in electronic form.

7. Restriction on Distribution of Gift

In accordance with the directive issued by the SECP Vide SRO 452 (1)/2025 dated 17th March 2025 the Company would like to inform all the shareholders that no gifts will be distributed at the EOGM.

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

Agenda Item no. 1

This Statement sets out the material facts pertaining to the Ordinary Business as described in the Notice of the Extraordinary General Meeting ("EOGM") of the Company.

The term of office of the current directors of the Company will expire on in accordance with Section 159(1) of the Companies Act, 2017, the Board of Directors have fixed the number of directors to be elected at the EOGM at Seven (7), to hold the office of director for a period of three (3) years.

Independent directors shall be selected in accordance with the provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Any person who seeks to contest the election of the office of director, whether they are a retiring director or otherwise, shall submit the following documents to the Company Secretary at the Registered Office address 5 West Wharf, Karachi, not later than fourteen (14) days before the date of the EOGM:

1. Notice of his/her intention to offer himself/herself for the election of directors as per Section 159(3) of the Companies Act, 2017 and consent to act as a director on Form 28 as prescribed under the Companies Act, 2017 and the Companies (General Provisions and Forms) Regulations, 2018.
2. Any person contesting the election of directors must be a Member of the Company at the time of filing his/her consent unless such person is representing a Member which is not a natural person.
3. A signed declaration confirming that:
 - a. He/she is aware of his/her duties and powers under the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and regulations.
 - b. He/she is not ineligible to become a director of a listed company under the provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other applicable laws/regulations.
4. A detailed profile along with his/her office address for placement on the Company's website as required under SRO 1196 (I)/2019 dated October 03, 2019.
5. Detail of directorship offices held.
6. Copy of valid CNIC or Passport (in case of a foreign national) along with NTN and Folio Number/CDC Account or Sub Account number.

Additional Documents for Candidates Intending to Contest the Election as an Independent Director

Independent directors will be elected in accordance with Sections 159 and 166 of the Companies Act, 2017 and shall meet the criteria laid down under Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The following additional documents are required to be submitted by the candidates intending to contest the election as an independent director:

- a. Declaration of independence under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
- b. Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The final list of candidates contesting the election will be circulated not later than seven (7) days before the date of the EOGM in terms of Section 159(4) of the Companies Act, 2017. The website of the Company will be updated with the required information and directors' profile.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017

Agenda Item no. 2

This Statement sets out the material facts pertaining to the Special Business as described in the Notice of the EOGM of the Company.

In the event that an Executive contests and is elected / is subsequently appointed as a Director of the Company, Member's approval is being sought to sanction the holding of office of profit in terms of his/her contract of service with the Company, in addition to holding office of director in accordance with Section 171(1)(c)(i) of the Companies Act, 2017.

The Executives of the Company are seasoned professionals with years of rich experience in their respective fields. The terms and conditions of their offices are approved by the Board of Directors and are in line with the Company's policies.

Share Registrar: C & K Management Associates (Pvt) Limited
404, Trade Tower, Abdullah Haroon Road, Near
Metropole Hotel, Karahci-75530.