



Ideal Spinning Mills Ltd.



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of the members of Ideal Spinning Mills Limited (the "Company") will be held on Monday, May 25, 2026 at 11:00 a.m. at Room No. 404 & 405, 4th Floor, Business Centre, Mumtaz Hassan Road, Karachi and through video-link facility to transact the following business:

ORDINARY BUSINESS

1. Confirmation of Minutes

To confirm the minutes of the Annual General Meeting held on October 28, 2025.

2. Election of Directors

The number of directors has been fixed at eight (8) by the Board of Directors in accordance with Section 159(1) for a term of three (3) years commencing from May 25, 2026 in accordance with Section 159 of the Companies Act, 2017 in place of the following retiring directors:

- | | |
|-------------------------------------|---------------------------------------|
| 1. Mr. Muhammad Saeed | 2. Mr. Amjad Saeed |
| 3. Mrs. Robina Amjad | 4. Mr. Omer Saeed |
| 5. Mr. Ahsan Saeed | 6. Mr. Khizer Saeed |
| 7. Mr. Muhammad Azhar (Independent) | 8. Mr. Rizwan-ul-Hassan (Independent) |

The retiring directors are eligible to offer themselves for re-election.

Any person who seeks to contest the election shall file notice of his/her intention along with consent and requisite documents at least fourteen (14) days before the meeting.

SPECIAL BUSINESS

3. Change of Name of the Company

To consider and, if deemed fit, to pass the following as a Special Resolution:

"RESOLVED THAT, subject to all applicable regulatory approvals, if required, including approval of the Securities and Exchange Commission of Pakistan and pursuant to the availability of the proposed name as obtained from SECP, the name of the Company be and is hereby changed from 'Ideal Spinning Mills Limited' to 'Ideal Dynamics Limited'.

FURTHER RESOLVED THAT Clause I of the Memorandum of Association and the relevant provisions of the Articles of Association of the Company be and are hereby altered accordingly to reflect the aforesaid change of name.

FURTHER RESOLVED THAT Mr. Amjad Saeed, Chief Executive Officer, and/or Mr. Muhammad Nadeem, Company Secretary, be and are hereby jointly and/or severally authorized to make, sign, execute and submit all applications, forms, returns and documents with the Securities and Exchange Commission of Pakistan and the Pakistan Stock Exchange Limited, and to do all acts, deeds and things as may be necessary or expedient for giving effect to this resolution."

STATEMENT OF MATERIAL FACTS

(Pursuant to Section 134 of the Companies Act, 2017)

The Statement of Material Facts relating to the special business is annexed herewith and forms part of this notice.

By order of the Board

Karachi

Muhammad Nadeem

Dated: May 03, 2026

(Company Secretary)

IDEAL SPINNING MILLS LTD.


Company Secretary

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NOTES TO MEMBERS

1. Book Closure

The share transfer books of the Company will remain closed from 15 May 2026 to 22 May 2026 (both days inclusive) Transfers received in order at the office of the Company's Share Registrar, F.D. Registrar Services (SMC-Pvt.) Limited, 1705, 17th Floor, Saima Trade Tower-A, I.I. Chundrigar Road, Karachi at the close of business on 14 May 2026 will be treated in time for purposes of attending and voting at the EOGM.

2. Proxy

A Member entitled to attend and vote at the Meeting may appoint another person as proxy to attend and vote on his/her behalf.

Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form

An instrument of proxy and the Power of Attorney or other authority (if any) under which it is signed, or a Notary Public certified copy of such Power of Attorney, in order to be valid, must be received at the Registered Office of the Company not later than (48) forty-eight hours before the time of holding the EOGM.

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

The proxy shall produce his / her original CNIC or original Passport at the time of EOGM.

Form of Proxy in Urdu and English language is herewith enclosed.

3. CDC Account Holders

CDC account holders are required to follow the guidelines of Circular No.1 dated January 26, 2000 of the SECP for attending the EOGM:

- In case of individuals: The account holder or sub account holder and / or the person whose securities are registered on CDS; and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original CNIC or original passport at the time of attending the EOGM. Members are also required to bring their Participants' I.D. Number and Account Numbers in CDS.
- In case of a corporate entity: Board of Directors Resolution / Power of Attorney with specimen signature of nominee shall be produced (unless it has been provided earlier) at the time of the EOGM.

4. Election of Directors

Any member, who seeks to contest the election of directors, shall file with the Company at its Registered Office at 404-405, 4th Floor, Business Centre, Mumtaz Hassan Road, Karachi- 74000 not later than fourteen (14) days before the date of the above said meeting;

His/her intention to offer himself/herself for the election of Directors together with Consent on Appendix to Form 9 as prescribed by the Act.

A declaration to the effect that he/she is aware of the duties and powers of Directors under the relevant laws, the Memorandum and Articles of Association of the Company and the Rule Book of the Pakistan Stock Exchange Limited that he/she meets the requirement of appointment as Director under the Code of Corporate Governance 2019.

A declaration in respect of being compliant with the requirements of the Code of Corporate Governance 2019 and eligibility criteria as set out in the Companies Act, 2017 to act as director of the listed company.

Detailed profile along with office address for placement on the Company's website www.idealsm.com seven (7) days prior to the date of election in terms of SRO # 25(I)/2012 of January 16, 2012.

An attested valid copy of Computerized National Identity Card.

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5. E-Voting

- In accordance with the Companies (Postal Ballot) Regulations, 2018 (the "Regulations"), the right to vote through electronic voting facility and postal ballot shall be provided to members for the Special Business (Agenda Item No. 3) and for election of directors in the manner and subject to conditions contained in the Regulations
- Details of E-Voting facility will be shared through e-mail with those members of the Company who have valid cell numbers / e-mail addresses (Registered e-mail ID) available in the Register of Members of the Company by the end of business on 18 May 2026. Members who intend to exercise their right of vote through E-Voting shall provide their valid cell numbers and email addresses not later than 18 May 2026 (COB).
- Identity of the members intending to cast vote through E-Voting shall be authenticated through electronic signature or authentication for login.
- Members shall cast vote for Agenda Item No. 3 online from 22 May 2026 till 24 May 2026 before 5:00 p.m. Voting shall close on 24 May 2026 at 5:00 p.m. A vote once cast by a member shall not be allowed to be changed.

6. Postal Ballot

- Members may alternatively opt for voting through postal ballot. For the convenience of the members, ballot paper in respect of the Special Business (Agenda Item No. 3) is annexed to this notice and is also available for download on the Company's website (www.idealsm.com).
- Ballot paper in respect of the election of directors shall be published and made available separately not later than seven (7) days before the date of the EOGM in accordance with the applicable laws.
- Members must ensure that a duly filled and signed Ballot Paper along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's address. Room Number 404 & 405, 4th Floor, Business Centre, Mumtaz Hassan Road, Karachi or email at eogm2026@idealsm.com one day before the EOGM, that is on 24 May 2026 before 5:00 p.m. A postal ballot received after this time / date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.

7. Scrutinizer

M/s. S.M. Sohail & Co., Chartered Accountants, have been appointed as Scrutinizer for the purpose of e-voting and postal ballot in respect of the special business in accordance with the Companies (Postal Ballot) Regulations, 2018.

8. Attending meeting Through Electronic Means

The Company, furthermore, has made arrangements to ensure that all participants, including shareholders, can now participate in the EOGM proceedings via Zoom video-link. To attend the meeting via Zoom video-link, members are requested to register themselves through email at eogm2026@idealsm.com on or before 24 May 2026 before 5:00 PM.

9. Prohibition of Gift

In view of prohibition under Section 185 of the Companies Act, 2017, the Company does not distribute gifts in any form to its members in the general meetings.

10. Change of Address

Members are requested to immediately notify change of address to the Company's Share Registrar at the following address:
F.D.Registrar Services (SMC-Pvt.) Limited
1705, 17th Floor, Saima Trade Tower-A,
I.I. Chundrigar Road, Karachi 74000, Pakistan

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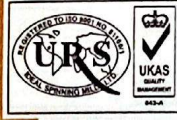

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IDEAL SPINNING MILLS LIMITED

ROOM NO 404 & 405, 4th FLOOR, BUSINESS CENTRE, MUMTAZ HASSAN ROAD, KARACHI

POSTAL BALLOT PAPER

(For Voting on Special Resolution at the Extraordinary General Meeting to be held on 25 May 2026 at 11:00 A.M.)

Designated email address of the Chairman: eogm2026@idealsm.com

PARTICULARS OF MEMBER

Name of Member / Joint Members	
Registered Address	
Folio No. / CDC Account No.	
Number of Shares held (as on Book Closure Date):	
CNIC No. / Passport No. (In case of foreign Shareholder) (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 resolution through postal ballot by conveying my/our assent or dissent to the following resolution by picking tick (V) mark in the appropriate box below:

EOGM's Agenda Item No.	Resolution	No. of ordinary shares for which votes cast	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
3.	<p>RESOLVED THAT, subject to all applicable regulatory approvals, if required, including approval of the Securities and Exchange Commission of Pakistan and pursuant to the availability of the proposed name as obtained from SECP, the name of the Company be and is hereby changed from 'Ideal Spinning Mills Limited' to 'Ideal Dynamics Limited'.</p> <p>FURTHER RESOLVED THAT Clause I of the Memorandum of Association and the relevant provisions of the Articles of Association of the Company be and are hereby altered accordingly to reflect the aforesaid change of name.</p> <p>FURTHER RESOLVED THAT Mr. Amjad Saeed, Chief Executive Officer, and/or Mr. Muhammad Nadeem, Company Secretary be and are hereby jointly and/or severally authorized to make and submit all applications, forms, returns and documents with the Securities and Exchange Commission of Pakistan and the Pakistan Stock Exchange Limited and to do all acts, deeds and things as may be necessary or expedient for giving effect to this resolution.</p>			

DECLARATION

I hereby confirm that the information given above is true and correct and I understand that any incorrect or false information may render my vote invalid.

Signature of Member : _____

Date : _____

Place : _____

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NOTES / INSTRUCTIONS

1. Postal ballot paper must reach the Chairman at the designated address/email not later than 24 hours before the EOGM i.e. by 24 May 2026 at 11:00 A.M.
2. A copy of CNIC/Passport (in case of foreign shareholder) must be attached.
3. In case of corporate shareholders, ballot must be accompanied by Board Resolution/Power of Attorney.
4. Signature on ballot paper must match CNIC/record signature.
5. Incomplete, unsigned or unclear ballot papers will not be considered valid.
6. Results of postal ballot will be consolidated by the Scrutinizer and announced at the EOGM.

By order of the Board

Karachi

Muhammad Nadeem

Dated: May 03, 2026

(Company Secretary)

STATEMENT OF MATERIAL FACTS

(Pursuant to Section 134 of the Companies Act, 2017)

This statement sets out the material facts concerning the Special Business to be transacted at the EOGM.

Background and Rationale

The Board of Directors has recommended changing the name of the Company to better reflect its evolving business model, diversification strategy, and future growth plans beyond traditional spinning operations.

SECP Name Availability

The proposed name "Ideal Dynamics Limited" has already been approved and reserved by the Securities and Exchange Commission of Pakistan.

Effect of Change

The change of name will not affect the legal status, shareholding structure, listing status, business operations, financial position or obligations of the Company.

Alteration of Documents

Clause I of the Memorandum of Association and relevant provisions of the Articles of Association shall be amended accordingly.

Interest of Directors

The directors have no direct or indirect interest except to the extent of their shareholding.

IDEAL SPINNING MILLS LTD.

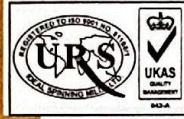

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Board Recommendation

The Board recommends the resolution for approval of members.

The change of name shall be effective from the date of issuance of revised certificate of incorporation by the Securities and Exchange Commission of Pakistan.

By order of the Board

Karachi

Muhammad Nadeem

Dated: May 03, 2026

(Company Secretary)

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

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down under Section 166(2) of the Act.

The present directors are interested to the extent that they are eligible for re-election as directors of the company subject to eligibility criteria.

By order of the Board

Karachi

Muhammad Nadeem

Dated: May 03, 2026

(Company Secretary)

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FORM OF PROXY

I / We _____ of _____ being a member(s) of Ideal Spinning Mills Limited holder of _____ ordinary Shares as per Share Registrar Folio/CDC Account No. _____ hereby appoint Mr./Miss/Mrs. _____ Folio/CDC Account No. _____ of _____ who is also a member of the Company as my / our proxy to attend, speak & vote for me / us and on my / our behalf at the at the Extra Ordinary General Meeting ("EOGM") of the Company to be held at 404-405, 4th Floor, Business Centre, Mumtaz Hassan Road, Karachi- 74000 on Monday, May 25, 2026 at 11:00 a.m. and at any adjournment thereof.

Signed this _____ day of _____ 2026

Five Rupees
Revenue Stamp

Signature of Proxy
Folio / CDC A/C NO.

Signature of Shareholder
Folio / CDC A/C NO.

Witnesses:

1. Signature _____
Name: _____
Address: _____
CNIC or _____ or Passport No. _____

2. Signature _____
Name: _____
Address: _____
CNIC or _____ or Passport No. _____

Important:

1. This form of Proxy, duly completed and signed, must be submitted at the Company's Registered Office not later than 48 hours.
2. For CDC Account Holder / Corporate Entities: In addition of the above following requirements have to be met:
 - i) The proxy form shall be witnessed by two persons whose names, address and CNIC Numbers shall be mentioned on the form.
 - ii) Attested copies of CNIC or Passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - iii) The proxy shall produce his/ her original CNIC or passport at the time of the meeting
 - iv) In case of corporate entity, the Board of Directors resolution / power of attorney with specimen
 - v) signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company

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