



FAZAL CLOTH MILLS LIMITED

Ref:- FCML/26/CAD/020

Dated:- May 8, 2026

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building, Stock Exchange Road-Karachi.

SUBJECT: NOTICE OF EXTRA ORDINARY GENERAL MEETING (PRE-PUBLICATION)

Dear Sir,

In accordance with Clause 5.6.9 (b) of the PSX Rule Book, please find enclosed herewith a copy of captioned notice to the shareholders of Fazal Cloth Mills Limited, prior to its publication in newspapers. The appended notice will be published in newspapers in compliance with Companies Act, 2017 and other applicable Laws.

The Share transfer books of the Company shall remain closed from May 26, 2026 to June 2, 2026 (both days inclusive). Transfers received in order by the Shares Registrar of the Company, M/s. Vision Consulting Limited 5-C, LDA Flats Lawrance Road Lahore up to the close of business on May 25, 2026 will be treated in time for the purpose of attending the EOGM.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours sincerely

For and on behalf of Fazal Cloth Mills Ltd

For Fazal Cloth Mills Ltd.

Basharat

Secretary

**Basharat Hashmi
(Company Secretary)**

Head Office: 59/3, Abdali Road, Multan.

Ph: +92 061 4579001-10, Fax: +92-061-4541832

E-mail: info@fazalcloth.com, Website: www.fazalcloth.com

Registered Office: 69/7, Abid Majeed Road, Survey # 248/7, Lahore Cantt, Ph: +92 042-36684909



FAZAL CLOTH MILLS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (EOGM) of Fazal Cloth Mills Ltd will be held on Tuesday June 2, 2026 at 11.00 AM at E-110, Khyaban-e-Jinnah Defense Morr Lahore as well as through electronic means/video link facility to transact the following business:

1. To confirm the minutes of the last Annual General Meeting held on October 25, 2025
2. To elect nine Directors of the Company, as fixed by the Board pursuant to Section 159(1) of the Companies Act, 2017, for a term of three years commencing from June 2, 2026 in accordance with Section 159 of the Companies Act, 2017.

The following Directors are retiring and are also eligible for re-election:

- I. Mr. Sheikh Naseem Ahmed
- II. Mr. Rehman Naseem
- III. Mr. Amir Naseem
- IV. Mr. Faisal Ahmed
- V. Mr. Abbas Mukhtar
- VI. Mr. Muhammad Mukhtar
- VII. Mr. Babar Ali
- VIII. Mr. Masood Karim Sheikh
- IX. Mst. Parveen Akhtar

3. To transact any other business with the permission of the chair

By Order of the Board

Basharat Hashmi
(Company Secretary)

Dated: May 11, 2026

Place: Multan

NOTES:

1. Share transfer books

The Share transfer books of the Company shall remain closed from May 26, 2026 to June 2, 2026 (both days inclusive). Transfers received in order by the Shares Registrar of the Company, M/s. Vision Consulting Limited 5-C, LDA Flats Lawrance Road Lahore up to the close of business on May 25, 2026 will be treated in time for the purpose of attending the EOGM.

2. Participation in the EOGM via physical presence or through video conferencing

- A member, who has deposited his/her shares into Central Depository Company of Pakistan Limited, must bring his/her participant's ID number and CDC account/sub-account number along with original Computerized National Identity Card (CNIC) or original Passport at the time of attending the meeting.
- Participation in the EOGM proceedings via physical presence or through video link facility:

Head Office: 59/3, Abdali Road, Multan.

Ph: +92 061 4579001-10, Fax: +92-061-4541832

E-mail: info@fazalcloth.com, Website: www.fazalcloth.com

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The arrangement for attending the EOGM through electronic means will be as under:

- a) To facilitate our members who want to attend EOGM through the Zoom application – a video link facility will be provided.
- b) Shareholders interested in attending the EOGM through the Zoom application are hereby requested to get themselves registered with the Company Secretary's office by providing the following details at the earliest but not later than 24 hours before the time of EOGM (i.e., before 03:00 p.m. on June 1, 2026) through following means:

i) Mobile/WhatsApp: 0300-1588167

ii) E-mail: shares@fazalgroup.com

- Shareholders are advised to mention Name, CNIC Number, Folio/CDC Account Number, cell number and email ID for identification.
- Upon receipt of the above information from the interested shareholders, the Company will send the login credentials at their e-mail address. At EOGM's date and time (until conclusion), shareholders will be able to login and participate in the EOGM proceedings through their smartphone/computer devices.
- Shareholders can also provide their comments/suggestions for the proposed agenda item of the EOGM by using the aforesaid means.

3. Election of Directors

- The term of office of the current directors of the Company will expire on May 30, 2026. 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 nine to hold the office of director for a period of three (3) years. However due to Eid-ul-Adha Holidays the EOGM will be held on June 2, 2026 and newly elected directors will commence their responsibilities from June 2, 2026 and retiring directors will continue their responsibilities up the election of their successors.
- 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.
- Any person who seeks to contest the election, whether he/she is a retiring director or otherwise, shall file the following documents with the Company Secretary, at the Head Office of Company, situated at 59-3, Abdali Road Multan not later than 14 days before the date of the Extraordinary General Meeting:
 - a) Notice of his/her intention to contest for the election to the office of Director in terms of Section 159(3) of the Companies Act, 2017.
 - b) 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;
 - c) A detailed profile along with his/her office address.
 - d) 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 Section 153 of the Companies Act, 2017 to act as director or an independent director of a listed company.
 - e) Attested copy of valid CNIC and NTN.
 - f) Details of directorship/offices held in other entities and Detailed profile along with office address;
 - g) Independent Director(s) 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 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:

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

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.

4. Requirements for appointing Proxies

- A member entitled to attend and vote at the EOGM may appoint another member as his/her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the meeting as are available to a member. A proxy must be a member of the Company.
- Form of proxy, in order to be valid must be properly filled-in/executed and received at the Head office of the Company situated at 59-3, Abdali Road Multan not later than 24 hours before the time of the meeting
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Copies of CNIC or the valid passport of the beneficial owners and the proxy shall be furnished along with the proxy form.
- The proxy shall produce his original CNIC or original valid passport at the time of the Meeting.
- In the case of a corporate entity, the Board of Directors' resolution/Power of Attorney with specimen signature shall be submitted.

5. Updation of shareholder addresses/other particulars

- Members holding shares in physical form are requested to promptly notify the Shares Registrar of the Company of any change in their addresses or any other particulars. Shareholders maintaining their shares in electronic form should have their address updated with their participant or CDC Investor Accounts Service.
- Further, to comply with requirements of Section 119 of the Companies Act, 2017 and Regulation
- 47 of the Companies Regulations, 2024, all CDC and physical shareholders are requested to ensure that their email address and cell phone numbers are incorporated / updated in their physical folio or CDC account.

6. Conversion of Physical Shares into Book Entry Form

- The Securities and Exchange Commission of Pakistan vide its letter No. CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised all listed companies to adhere to the provision of Section 72 of the Companies Act, 2017, which requires all companies to convert shares issued in physical form into book-entry form.
- Accordingly, you are requested to convert your shares from physical into book-entry form at the earliest. Maintaining shares in book-entry form has many advantages: safe custody of shares in digital form with CDC, avoidance of formalities required for the issuance of duplicate shares and readily available for sale and purchase in open market at better rates.

- The shareholders 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. Shareholders requiring shareholding information and guidance on conversion may contact the Share Registrar and Transfer Agent of the Company, namely Vision Consulting Ltd, at the address given above for the conversion of physical shares into book-entry form.

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

Shareholder, who for any reason could not claim their dividend/bonus shares are advised to contact our share Registrar "Vision Consulting Ltd" to collect/enquire about their unclaimed dividend/bonus shares if any.

8. 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 under Section 159(1) of the Companies Act, 2017.
- 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 May 26, 2026, 09:00 AM and shall close on Tuesday June 2, 2026 at 12.30 PM. 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. The postal ballot paper will be available for download from the website of the Company at www.fazalgroup.com
- 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 or email at basharat.hashmi@fazalgroup.com one day before EOGM i.e., on June 1, 2026 by 05:00 PM.
- 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.
- Members who have not exercised their right to vote earlier may cast their vote in person at the venue on the day of the Meeting through a ballot provided at the venue.
- 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.

9. Submission of copies of CNIC not provided earlier

Non-CDC Individual Shareholders are once again reminded to submit a copy of their valid CNIC to the Shares Registrar, of the Company, Vision Consulting Ltd, if not provided earlier and in case of CDC IAS or Participant Account holders, please submit copy of CNIC to CDC IAS or relevant participant.

10. Appointment of Scrutinizer

In accordance with the regulation 11 of the Companies (Postal Ballot) Regulation, 2018 (the Regulation), the Board of the Company will also appoint rated audit firm, to act as scrutinizer of the Company (as per requirement) for election of Directors in the meeting and to undertake other responsibilities as defined in regulation 11A of the Regulations. The name will be communicated after finalization.

11. Restriction on Distribution of Gifts to Members

The SECP, vide Circular No. 2 of 2018 dated February 9, 2018, and S.R.O. 452(I)/2025 dated March 17, 2025, has strictly prohibited companies from offering or distributing gifts, incentives, or any similar benefits (including but not limited to tokens, coupons, meals, or takeaway packages) to Members at or in connection with general meetings. In accordance with Section 185 of the Companies Act, 2017, any non-compliance with these directives constitutes a punishable offence, and companies found in violation may be subject to enforcement actions and penalties.

12. Statement under Section 166 (3) of the Companies Act, 2017 is as under:

Statement of Material Facts under section 166(3) of the Act The statement sets out the material facts pertaining to the justification for selecting the persons for appointment as an independent directors to be elected at the EOGM of the Company to be held on June 2, 2026.

The independent directors shall be elected through the process of election of directors in terms of Section 159 and 166(1) of the Act, read with the Code; they shall meet the criteria laid down under Section 166(2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The Company shall exercise its due diligence of candidates contenting as an independent directors and ensure that the names of independent directors are available in the databank of independent directors maintained by the Pakistan Institute of Corporate Governance. Final list of contesting directors will be published in Newspapers not later than seven (7) days before the date of the said meeting in terms of section 159(4) of the Act.

Further, the website of the Company will also be updated with the required information for each Director.

The Contestant Directors have no interest in the business except their eligibility for the election as directors of the Company and existing shareholding.

13. Form of Proxy will be annexed with the EOGM Notice and also appeared on the Company's website: www.fazalgroup.com