

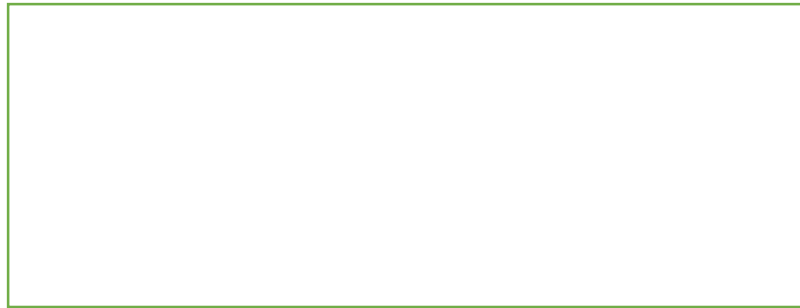
NOTICE OF EXTRA ORDINARY GENERAL MEETING



DIN TEXTILE MILLS LIMITED

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Din Textile Mills Limited

Din House, 35-A/1, Lalazar Area, Opp. Beach Luxury, M.T. Khan, Karachi.



DIN TEXTILE MILLS LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Registered Office: Din House, 35-A/1, Lalazar Area, Opp. Beach Luxury Hotel, M.T. Khan Road, Karachi.

NOTICE is hereby given that an Extra Ordinary General Meeting (EOGM) of Din Textile Mills Limited (the "Company") will be held at the Din Tower, Plot No. 1, Green Acres, 7 k.m. Raiwind Road, Lahore and through video link facility on June 19, 2023, at 10:00 a.m. to transact the following special business:

Ordinary Business

1. To confirm the Minutes of Annual General Meeting of the Company held on 28th October, 2022 at 12:00 p.m.
2. To consider and, if thought fit, approve increase in Authorized Share Capital, from PKR 2,000,000,000/- divided into 200,000,000/- ordinary shares of PKR 10/- each, to PKR 10,000,000,000/- divided into 1,000,000,000/- ordinary shares of PKR 10/- each, and to pass with or without modification(s), addition(s), or deletion(s) the following resolution as special resolution for increase of Authorized Share Capital of the company and to approve consequent amendment in the Memorandum and Article of Association of the company, subject to requisite approval, if any"

"Resolved that Authorized Share capital of the company be and is hereby increased, from PKR 2,000,000,000/- divided into 200,000,000/- ordinary shares of PKR 10/- each, up to PKR 10,000,000,000/- divided into 1,000,000,000/- ordinary shares of PKR 10/- each, by creation of 800,000,000/- additional ordinary shares of PKR 10/- each, to rank pari passu in every respect with the existing ordinary shares of the company".

"Further Resolved that in consequence of decide increase in the authorized capital of the company V of the Memorandum of Association of the company and Article 5 of the Article of Association of the company be and are replace accordingly, to read as follows".

Clause V of the Memorandum of Association

Authorized Share Capital of the Company is Rs. 10,000,000,000/- (Rupees Ten Billion) divided into 1,000,000,000/- (One Billion) ordinary shares of Rs. 10/- each with power to increase, reduce or re-organize the capital and to divide the shares, into several classes in accordance with the provision of the Companies Act, 2017.

Article 5 of the Article of Association

The authorized share capital of the Company is Rs. 10,000,000,000/- (Rupees Ten Billion) divided into 1,000,000,000/- (One Billion) ordinary shares of Rs. 10/- each with power of increase, reduce or re-organize the capital and to divide the shares into several classes provided however, that rights as between various classes of ordinary share, if any, as to profits votes and other benefits shall be strictly proportionate to the paid-up capital value of the shares.

"Further Resolved that Shaikh Mohammad Naveed the Chief Executive Officer and Mr. Farhad Shaikh Mohammad Director of the company or Company Secretary be and are hereby single authorized to do all acts, deeds, things, take any or all necessary actions to complete all legal and corporate formalities and file already request documents with the Security and Exchange Commission of Pakistan effectuate and implement this resolution".

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

BY ORDER OF THE BOARD

MUHAMMAD NAVEED YAR KHAN
Company Secretary

Karachi: May 29, 2023

Notes:

1. Book Clouse

The share transfer books of the Company will remain closed from June 13, 2023 to June 19, 2023 (both day inclusive). Transfers received in order at the office of the Company's Independent Share Registrar, M/s CDC Share Registrar Services Ltd., CDC House, 99- B, S.M.C.H.S, Main Shahrah e Faisal, Karachi by the close of business (5:00 PM) on June 12, 2023 will be treated in time for the purposes of attending and voting at the EOGM. Proxy Forms, in English and Urdu languages, have been dispatched to the members along with the notice of EOGM.

Instrument of Proxy

2. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote. The Instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarial attested copy of the power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. A proxy must be a member of the company. A Company or a Corporation being a member of the Company may appoint a representative through a resolution of board of directors for attending and voting at the meeting.

Attendance

3. To attend the meeting through video link, the members and their proxies are requested to register themselves by providing the following information along with their Name, Folio Number, Cell No., and Number of Shares held in their name, a valid copy of CNIC (both sides)/ passport attested copy of board resolution / power of attorney (in case of corporate shareholders) through email at naveedyarkhan@dingroup.com and/or muhammadjaved@dingroup.com by June 12, 2023.

Name of Member / Proxy holder	CNIC No.	Folio No. / Participant Id/Account No.	Cell No. / WhatsApp No.	Email ID.

The shareholders who are registered after the necessary verification shall be provided with a video link by the Company at the said email address. The login facility will remain open from the start of the meeting till its proceedings are concluded.

4. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the applicable guidelines as laid down by the Securities and Exchange Commission of Pakistan in Circular No 1 of 2000.
5. Members are requested to be timely notified of any change in their addresses to our independent Share Registrar.
- 6. Notice to Shareholders who have not provided CNIC:**

The shareholders who have not yet provided their CNICs are once again advised to provide the attested copies of their CNICs (if not already provided) directly to our Independent Share Registrar at the address given in Note No. 1.

Polling on Special Business Resolutions:

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 ("the Regulations") amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Din Textile Mills Limited (the "Company") will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Extraordinary General Meeting to be held on Monday June 19, 2023, at 11.30 AM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

Procedure for E-Voting

- I. Details of the e-voting facility will be shared through an 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 by the close of business on June 12, 2023.
- II. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- III. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- IV. E-Voting lines will start from June 14, 2023, 09:00 a.m. and shall close on June 18, 2023 at 5:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

Statement under Section 134(3) of The Companies Act 2017

This statement sets out material facts concerning the special businesses listed at agenda items No. 2 to be transacted at the extraordinary general meeting of the Company to be held on June 19, 2023.

Agenda Items No. 2

The present Authorized Share Capital of the Company is Rs. 2,000,000,000/- divided into 200,000,000/- ordinary shares of Rs. 10/- each. In order to provide the Company with adequate leverage for funding of future growth and expansion plans and capitalization of reserves by issuing right/bonus shares in years to come, the Board of Directors has proposed to increase, the Authorized Share Capital of the Company by Rs. 8,000,000,000/- divided into 8000,000,000/- Ordinary Shares of Rs. 10/- each from existing Share Capital of Rs. 2,000,000,000/- to Rs. 10,000,000,000/-, Future reference of the Companies Act, 2017 in the existing clause V of the Memorandum of Association and clause 5 of the Articles of Association has been proposed to be amended to refer the Companies Act, 2017, to bring it in line with the current statute.

For this purpose, a Special Resolution is proposed in the forthcoming Extra Ordinary General Meeting with respect to increase in Authorized Share Capital and related alterations in the Memorandum and Article of Association respectively.

The Director of the Company have no interest in this business except to the extent of their respective shareholding in the Company.

Procedure for Voting Through Postal Ballot

- a. Members may alternatively opt for voting through postal ballot. For the convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website www.dingroup.com
- b. The members must ensure that the 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 Karachi Office, Din Textile Mills Limited Din House, 35-A/1, Lalazar Area, Opp. Beach Luxury Hotel, Karachi, or email at naveedyarkhan@dingroup.com one day before the EOGM, i.e., on June 18, 2023 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.

Ballot Paper for voting through post for poll to be held in person and virtual at Extraordinary General Meeting to be held on Monday, June 19, 2023 at 10:00 a.m.

Designated email address of the Company Secretary at which duly filled in ballot paper may be sent: Naveedyarkhan@dingroup.com or muhammadiaved@dingroup.com

Name of shareholder/joint shareholders	
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):

S. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/we assent to the Resolutions (FOR)	I/we dissent to the Resolutions (AGAINST)
1	"Resolved that authorized capital of Din Textile Mills Limited be increased from Rs. 2,000 billion to 10,000 billion			
2	To subtitle Article 118 of Article of Association			
3	"Resolved that approval of shareholders of Din Textile Mills Limited (Company) be and is hereby accorded and the Company be and is hereby authorized to circulate Annual Audited Financial Statements of the Company together with the reports and documents required to be annexed thereto under the Companies Act, 2017 through QR enable code and weblink. Also resolved that Chief Executive and / or Company Secretary be and are hereby authorized to do all such acts, deeds and things and take all such actions as may be necessary for implementing this resolution".			

 Shareholder / Proxy holder Signature/Authorized Signatory
 (In case of corporate entity, please affix company stamp)

Place: _____ Date: _____

DIN TEXTILE MILLS LIMITED

PROXY FORM

Folio No. _____ CDC Participant ID No. _____ Account No. _____

I / We, _____

of _____, being a Member(s) of **DIN TEXTILE MILLS LIMITED** holding of _____ Ordinary Shares hereby appoint Mr. / Mrs. / Miss. _____

of _____ Share Register Folio/CDC ID & Account No. _____ or

Mr. / Mrs. / Miss. _____ of _____ Share Register Folio / CDC ID & Account No. _____

is also a member of **DIN TEXTILE MILLS LIMITED**, as my proxy vote for me on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on June 19, 2023 and at any adjournment thereof.

Signed this _____ day of _____ 2023

Witnesses:

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



To be signed by the above named shareholder

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

NOTICE:

1. This Proxy Form, duly completed and signed, must be received at the Registered Office of the Company, not less than 48 hours before the time of holding the meeting. A proxy must be a member of the Company.
2. The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
3. Attested copies of CNIC of the appointer and the proxy-holder shall be furnished with the Proxy Form.
4. The proxy-holder shall produce his/her original CNIC at the time of the meeting.
5. In case of corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature shall be submitted along with Proxy Form.