

Suraj Cotton Mills Limited

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of Suraj Cotton Mills Limited (the "Company") will be held on June 22, 2023 (Thursday) at 12:00 p.m. at 7-B-3, Marina Home, Aziz Avenue, Gulberg-V, Lahore, to transact the following business:

To consider and, if though fit, to pass the following resolution as a special resolution, with or without modifications

RESOLVED THAT the approval of the members of Suraj Cotton Mills Limited ("the Company") be and is hereby accorded to increase authorized share capital of the Company from Rs. 500,000,000 (Rupees Five Hundred Million Only) divided into 50,000,000 ordinary shares of Rs. 10/- each to Rs. 7,500,000,000 (Rupees Seven Billion Five Hundred Million Only) divided into 750,000,000 ordinary shares of Rs. 10/- each.

FURTHER RESOLVED THAT, in consequence of the said increase in the authorized share capital of the Company, the existing Clause V of the Memorandum of Association and clause 5 of the Articles of Association of the Company be and is hereby amended accordingly, to read as follows:

Clause V of Memorandum of Association:

The Capital of the Company is Rs. 7,500,000,000 (Rupees Seven Billion Five Hundred Million Only) divided into 750,000,000 (Seven Hundred Fifty Million) ordinary shares of Rs. 10/- (Rupees Ten only) each with powers to the Company from time to time increase and reduce its capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such special rights, privileges or conditions as ay be determined by or in accordance with the regulations of the Company and to vary modify or abrogate any such right privileges or conditions in such manner as may for the time being be provided by the regulations of the Company in accordance with law provided however, that rights as between various classes or ordinary shares, if any, as to profits, votes and other benefits shall be strictly proportionate to the paid up value of the shares.

Clause 5 of Articles of Association:

The Capital of the Company is Rs. 7,500,000,000 (Rupees Seven Billion Five Hundred Million Only) divided into 750,000,000 (Seven Hundred Fifty Million) ordinary shares of Rs. 10/- (Rupees Ten only) each with power to increase, decrease, consolidate any otherwise re-organise the share capital of the Company in accordance with the provision of the Ordinance. The minimum subscription shall be Rs. 1,000,000 (Rupees One Million)

FURTHER RESOLVED THAT, the ordinary shares when issued shall carry equal voting rights and rank pari passu with the existing ordinary shares of the company in all respects/matters in conformity with the provisions of the Companies Act, 2017.

FURTHER RESOLVED THAT the Chief Executive and Company Secretary be and are hereby singly authorized to do all acts, deeds and things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and Exchange Commission of Pakistan and complying with all other regulatory requirements to effectuate and implement this resolution.

Statements under Section 134(3) of the Companies Act, 2017 concerning special business are annexed to the notice of meeting circulated to the members of the Company.

By the Order of the Board

May 30, 2023

Company Secretary

NOTES:

BOOK CLOSURE NOTICE: -

The Ordinary Shares Transfer Books of the Company will remain closed from June 15, 2023 to June 22, 2023 (both days inclusive) for attending and voting at Extraordinary General Meeting. Physical transfers/CDS Transactions IDs received in order in all respect up to 1:00 p.m. on June 14, 2023 at Share Registrar, CorpTec Associates (Private) Limited, 503-E, Johar Town, Lahore, will be considered in time, for attending of meeting.

PROXIES:

A member eligible to attend and vote at this meeting may appoint another member his/her proxy to attend and vote instead of him/her. Proxies in order to be effective must reach the Company's registered office not less than 48 hours before the time for holding the meeting. Proxies of the Members through CDC shall be accompanied with attested copies of their CNIC. In case of corporate entity, the Board's Resolution / power of attorney with specimen signature shall be furnished along with proxy form to the Company. The shareholders through CDC are requested to bring original CNIC, Account Number and Participant Account Number to produce at the time of attending the meeting.

Shareholders are requested to immediately notify the change in address, if any.

Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting

1. In case of Individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
2. In case of corporate entity, the Board's 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

- a. In case of individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.

- c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- e. In case of corporate entity, the Board's resolution/power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

SUBMISSION OF COPY OF CNIC (MANDATORY):

Individuals including all joint holders holding physical share certificates are requested to submit a copy of their valid CNIC if not already provided to the Company or our Share Registrar, CorpTec Associates (Private) Limited, 503-E, Johar Town, Lahore. The Shareholders while sending CNIC must quote their respective folio numbers.

In case of non-receipt of the copy of a valid CNIC , the Company would be unable to comply with SRO 831(1)/2012 dated July 05, 2012 of SECP and would be constrained under SECP's Order dated June 08, 2016 under Section 251(2) of the Companies Ordinance, 1984 to withhold the dispatch of dividend warrants to such shareholders .

Unclaimed Dividend/Shares:

Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any.

Video Conference Facility:

In terms of the Companies Act, 2017, members residing in a city holding at least 10% of the total paid up share capital may demand the facility of video-link for participating in the Extraordinary General Meeting. The request for video-link facility shall be received by the Share Registrar at their address at least 7 days prior to the date of the meeting on the Standard Form available on the website of the Company.

Video Link Facility for Meeting: -

Securities and Exchange Commission of Pakistan ("SECP") has advised vide Circular No. 4 of 2021 dated 15 February 2021 to provide participation of the members through electronic means. The members can attend the EOGM via video link using smart phones/tablets. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides)/passport , attested copy of board resolution/power of attorney (in case of corporate shareholders) through email at naeem.sheikh@suraj.com by June 20, 2023.

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

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 Suraj Cotton 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 June 22, 2023, at 11.00 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 15, 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 email from the web portal of Share Registrar (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 19, 2023, 09:00 a .m. and shall close on June 21, 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 I she shall not be allowed to change it subsequently.

Procedure for Voting Through Postal Ballot:

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 registered address 7-B-3, Marina Homes, Aziz Avenue, Gulberg-V, Lahore, Pakistan or email at chairman@suraj.com one day before the Extraordinary General Meeting on June 21, 2023 up to 5 p.m. The signature on the ballot paper shall match the signature on CNIC.

This postal Poll paper is also available for download from the website of the Company at www.suraj.com or use the same as attached to this Notice and published in newspapers.

Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding authority.

E-voting Service Provider:

M/s. CorpTec Associates (Pvt.) Limited

Conversion of Physical Shares into Book Entry Form

As per Section 72 of the Companies Act , 2017 all existing companies are required to convert their physical shares into book-entry form within a period not exceeding four years from the date of commencement of the Companies Act, 2017.

The Securities & Exchange Commission of Pakistan through its circular # CSD/ED/Misc./2016-639-640 dated March 26, 2021 has advised the listed companies to pursue their such members who still hold shares in physical form, to convert their shares into book-entry form .

We hereby request all members who are holding shares in physical form to convert their shares into book-entry form at the earliest. They are also suggested to contact the Central Depository Company of Pakistan Limited or any active member/stock broker of the Pakistan Stock Exchange to open an account in the Central Depository System and to facilitate conversion of physical shares into book-entry form. Members are informed that holding shares in book-entry form has several benefits including but not limited to Secure and convenient custody of shares, Conveniently tradeable and transferable, No risk of the loss, damage or theft, No stamp duty on transfer of shares in book-entry form and Hassle-free credit of bonus or right shares.

We once again strongly advise members of the Company, in their best interest, to convert their physical shares into book-entry form at earliest.