

MAQBOOL TEXTILE MILLS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (“EOGM”) of the shareholders of Maqbool Textile Mills Ltd (“the Company”) will be held on Friday June 23, 2023, at 11:30 A.M., at its registered office situated at 2- Industrial Estate, Multan, to transact the following special business:

- 1. To consider and if thought fit, pass with or without modification, the following resolutions as special resolutions:**

Resolved:

1.1 **“THAT** the Authorized Capital of the company be and is hereby increased from Rs.500,000,000 (Rupee Five Hundred Million only) to Rs.2,500,000,000 (Rupee Two Billion Five Hundred Million only) by creation of 200,000,000 (Two Hundred Million) new ordinary shares of Rs.10/- each”.

Further Resolved:

1.2 **“THAT** the Memorandum of and Articles of Association of the Company be and are hereby altered by substituting the figures and words of Rs.500,000,000 (Rupee Five Hundred Million only) divided into 50,000,000 ordinary share of Rs.10/- each appearing in clause V of the Memorandum of Association and Articles 6 of the Articles of the Association with the words and figures of Rs.2,500,000,000 (Rupee Two Billion Five Hundred Million only) divided into 250,000,000 (Two Hundred Fifty Million) ordinary shares of Rs.10/- each”.

1.3 **“THAT** the ordinary shares when issued shall carry equal voting rights and ranked pari passu with the existing ordinary shares of the Company in all respect/matters in the conformity with the provisions of the Company Act, 2017.

1.4 **“THAT** the Chief Executive Officer and / or Company Secretary of the Company be and is hereby singly authorized to take all necessary steps and execute documents including legal and corporate formalities and file all requisite documents with Securities & Exchange Commission of Pakistan as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the above resolutions.”

- 2. Transmission of Audited Annual Report of the Company:**

To approve, as and by way of an Ordinary Resolution, the transmission of the annual balance sheet, profit & loss account, auditor’s report, directors report (the “Audited Annual Financial Statements”) to the Company’s shareholders through email or QR enabled code and weblink as allowed by the Securities and Exchange Commission of Pakistan via S.R.O No. 389(i)/2023 dated March 21, 2023:



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“RESOLVED THAT as notified by the Securities and Exchange Commission of Pakistan via S.R.O No. 389(i)/2023 dated March 21, 2023 transmission of Annual Audited Financial Statements to the members through QR enabled code and weblink instead of transmitting the Annual Audited Accounts through CD/DVD/USB, be and is hereby ratified and approved for future.”

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

Muhammad Irfan Siddique
Company Secretary

June 2, 2023

Closure of the Share Transfer Books

The Shares Transfer Books of the Company will remain closed from June 17, 2023 to June 23, 2023 (both days inclusive). Transfers received in order at the office our Share Registrar M/S Hameed Majeed Associates (Private) Limited, 7-Bank square, Sharah-e-Quaid-e-Azam, Lahore, before the close of business on June 16, 2023, will be considered in time to attend and vote at the meeting.

Participation in EOGM

A member entitled to attend, speak and vote at the EOGM is entitled to appoint another member as a proxy to attend, speak and vote on his/her behalf. In case of corporate entity, being a member, may appoint as its proxy any of its officials or any other person, through Board Resolution/Power of Attorney.

The instrument appointing proxy must be received at the registered Office of the Company not less than 48 hours before the time of the meeting. A proxy form is also enclosed with this notice.

Guidelines to for CDC Account Holders

CDC Account Holders will have to follow the guidelines below as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan:

For Attending the Meeting

- a) In case of individual, the account holder and/or sub-account holder whose securities and their registration details are up-loaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (“CNIC”) or original passport at the time of attending the EOGM.

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- b) In case of corporate entity, the Board of Director's Resolution / Power of Attorney with specimen signature and attested copy of valid CNIC of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

For Appointing Proxies

- a) In case of individual, the account holder or sub-account holder whose securities and their registration details are uploaded as per CDC registrations, shall submit the proxy form as per above requirement.
- b) The proxy shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form
- c) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- d) The proxy shall produce his/her original CNIC or original passport at the time of the EOGM.
- e) In case of corporate entity, the Board of Director's Resolution / Power of Attorney with specimen signature and an attested copy of valid CNIC of the person nominated to represent and vote on the behalf of the corporate entity, shall be submitted along with proxy form to the Company.

Change of Address

Members are requested to immediately inform the Company's Share Registrar of any change in their mailing address.

Submission of CNIC or Passport

The shareholders are informed that as per Sub Clause 9 of Regulation 4 of Companies (Distribution of Dividends) Regulations, 2017 the identification of the registered shareholder or its authorized person should be made available with the Company. Therefore, it is requested that shareholders must provide a valid copy of their CNIC (in case of individual) or National Tax Number (in case of other than individual) or Passport (in case of foreign individual) by mail to the Share Registrar, unless it has been provided earlier.

Voting

Members can exercise their right to poll through postal ballot subject to meeting of requirements of Section 143 to 145 of the Companies Act 2017 and applicable clauses of Companies (Postal Ballot) Regulations, 2018.



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Participation through video conferencing facility

The shareholders can now participate in the EOGM proceedings via video link also. Those members who are willing to attend and participate in the EOGM via video link are requested to register themselves by sending an email along with the following particulars and valid copy of both sides of CNIC at irfan@maqboolgroup.com with subject of "Registration for EOGM" not less than 48 hours before the time of the meeting.

Name of Shareholder	CNIC o.	Folio No./CDC Account No.	Cell No.	Email Address

Members who will be registered, after necessary verification as per the above requirement, will be provided a password protected video link by the Company via email. The said link will remain open from 11:30 AM on the date of the meeting.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 PERTAINING TO THE SPECIAL BUSINESS

Agenda Item No.1: INCREASE IN AUTHORIZED CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENTS IN MEMORANDUM & ARTICLES OF ASSOCIATION OF THE COMPANY:

In order to cater for future increase paid up share capital, the authorized share capital needs to be enhanced. In the light of the same and for future potential issuance of shares, the Company seeks to increase its authorized share capital from Rs.500,000,000 divided into 50,000,000 shares of Rs.10 each to Rs.2,500,000,000 divided into 250,000,000 shares of Rs.10 each and make the necessary amendments to Memorandum and Article of Association of the Company.

Existing Clause V of the Memorandum of Association

The Authorized capital of the Company is Rs.500,000,000 (Rupees Five Hundred Million Only) divided into 50,000,000 ordinary shares of Rs. 10 each. The Company shall have the power to increase or reduce the capital as may be determined by or in accordance with the Regulations of the Company. And to modify, abrogate, or vary all or any of the rights and privileges and conditions in such manners as may for the time being be provided by the Regulations of the company and to consolidate or sub divide the shares.



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Proposed Clause V of the Memorandum of Association

The Authorized capital of the Company is Rs.2,500,000,000 (Rupees Two Billion Five Hundred Million Only) divided into 250,000,000 ordinary shares of Rs.10 each. The Company shall have the power to increase or reduce the capital as may be determined by or in accordance with the Regulations of the Company. And to modify, abrogate, or vary all or any of the rights and privileges and conditions in such manners as may for the time being be provided by the Regulations of the company and to consolidate or sub divide the shares.

Existing Article 6 of the Article of Association

The Authorized Capital of the Company is Rs.500,000,000 (Rupees Five Hundred Million) divided into 50,000,000 shares of Rs.10 each.

Proposed Article 6 of the Article of Association

The Authorized Capital of the Company is Rs.2,500,000,000 (Rupees Two Billion Five Hundred Million) divided into 250,000,000 shares of Rs.10 each.

Agenda Item 2: TRANSMISSION OF ANNUAL AUDITED FINANCIAL STATEMENTS THROUGH QR CODE AND WEBLINK:

The Securities and Exchange Commission of Pakistan has allowed listed Companies, through its S.R.O No. 389(i)/2023 dated March 21, 2023 to circulate the Annual Audited Financial Statements to their Members through QR-enabled code and weblink instead of transmitting the Annual Audited Financial Statements through CD/DVD/USB. The Company shall circulate Annual Audited Financial Statements through email address in case it has been provided by the member to the Company, and upon demand, supply hard copies of the Annual Audited Financial Statements to the shareholders free of cost upon receipt of a duly completed Request Form, which may be obtained from the Company's website i.e. <http://www.maqboolgroup.com>.

The Directors of the Company have interest only to the extent of their shareholding in the Company.

Muhammad Irfan Siddique
Company Secretary

June 2, 2023