

March 05, 2025

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

Subject: **Notice of Extra-Ordinary General Meeting**

This is to inform that the Company intends to hold its Extra-Ordinary General Meeting to be held on Thursday, March 27, 2025 at 10:00 A.M, at the registered office of the Company, Tricon Corporate Center, 8th Floor, 73-E, Main Jail Road, Gulberg 2, Lahore. The Notice of the meeting is attached for your Information.

The Share transfer book of the Company will remain closed from March 20, 2025 to March 27, 2025 (both days inclusive). Please note that transfer received at the Share Registrar, Corptec Associates (Pvt.) Limited, 503-E, Johar Town, Lahore, at the close of business on March 19, 2025 will be treated in time for the purpose of entitlement to attend, speak, and vote at the EOGM.

Yours Sincerely,



Shahzad Nazir
Company Secretary

SURAJ COTTON MILL LIMITED
NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of SURAJ COTTON MILLS LIMITED (the "Company") will be held on Thursday, March 27, 2025 at 10:00 AM. at the registered office Tricon Corporate Center, 8th Floor, 73-E, Main Jail Road, Gulberg 2, Lahore, to transact the following business:

Ordinary Business:

1. To elect seven (7) Directors of the Company, as fixed by the Board of Directors of the Company, in accordance with the provisions of Section 159(1) of the Companies Act, 2017 (the "Act") for a term of three (3) years commencing from April 01, 2025. The following are the names of retiring Directors who are eligible to offer themselves for re-election.

- | | |
|------------------------------|-----------------------|
| 1. Mr. Khalid Bashir | 5. Mr. Shams Rafi |
| 2. Mr. Ahsan Bashir | 6. Mr. Asif Bashir |
| 3. Mr. Adil Bashir | 7. Mr. Mohammad Iqbal |
| 4. Ms. Maheen Hisham Adamjee | |

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

A statement of material facts under Section 166(3) of the Companies Act, 2017 in respect of the election of directors is annexed to the Notice of EOGM circulated to the members and other entitled persons.

BY ORDER OF THE BOARD



Shahzad Nazir
Company Secretary

Lahore

March 05, 2025

Notes:

1. **Closure of Share Transfer Books:** The Register of Members will remain closed from March 20, 2025 to March 27, 2025 (both days inclusive). Transfers received at Corptec Associates (Pvt.) Limited, 503-E, Johar Town, Lahore, the Independent Share Registrar of the Company by the close of business on (5:00 PM) on March 19, 2025 will be treated in time for the purpose of attending and voting at the meeting.

- 2. Change of Address:** Members are requested to immediately notify the change of address, if any, to Share Registrar of the Company.
- 3. Election of Directors:** Pursuant to Section 159(1) of the Companies Act, 2017, the Board of Directors has fixed the number of Directors at Seven (07), to be elected in the Extra-Ordinary General meeting of the Company for Three (03) years including one (01) seat for 'female director' category, two (02) seats for 'independent director' category and four (04) seats for 'other (executive/nonexecutive)' category. A person can contest an election in any one category.

Any member who seeks to contest election to the office of a director, whether he is a retiring director or otherwise, shall file with the Company the following documents/information at its registered office at Tricon Corporate Center, 8th Floor, 73-E, Main Jail Road, Gulberg 2, Lahore, not later than fourteen (14) days before the date of the scheduled EOGM:

- a)** Notice of his/her intention to offer himself/herself for the election of Directors in terms of Section 159(3) of the Companies Act, 2017 selecting any one category stated below in which he/she intends to contest, as per amendments made by SECP in Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 through S.R.O. 906(I)/2023 dated 7 July 2023:
- Female Director
 - Independent Director
 - Other Director
- b)** Consent to act as a Director in Appendix to Form-9 of the Companies Regulations, 2024, duly completed and signed by the candidate, as required under section 167(1) of the Companies Act, 2017;
- c)** A detailed profile along with office address and contact information for placement on Company's website as required under SECP's SRO 1196(1)/2019 dated 3rd October 2019.
- d)** A declaration on stamp paper confirming that:
- i)** He/she is not ineligible to become a director of the Company under Section 153 of the Companies Act, any other provision of the Companies Act, and any other applicable laws, rules, and regulations (including the Listing Regulations of the Pakistan Stock Exchange Limited ("PSX");
 - ii)** he/she is not serving as director of more than seven listed companies, simultaneously including as an alternate director.
 - iii)** he/she is aware of his/her duties and powers under the relevant laws, the Company's Memorandum & Article of Association and Listing Regulations of PSX, and the Listed Companies (Code of Corporate Governance) Regulations, 2019;
 - iv)** His / Her name is borne on the register of National Taxpayers.

- v) He / She is not engaged in the business of brokerage, or is not a spouse of such person or is not a sponsor, director or officer of a corporate brokerage house.
 - vi) He / She is not convicted by any court of competent jurisdiction as a defaulter in payment of any loan to a banking company, a DFI or NBF and I am not a member of stock exchange.
- e) Independent director(s) shall have to meet the criteria laid down in Section 166 of the Companies Act, 2017, 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 give consent for the election of Directors as an Independent Director:
- i) Declaration by Independent Director(s) under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - ii) 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.
- f) Details of holding of other offices and directorships and interest therein in other companies.
- g) Attested copy of CNIC or passport in case of non-resident along with 02 latest passport size Photograph and National Tax Number.
- h) Folio No./ CDC Investor Account No./ CDC Participant No./ CDC Sub-Account Number.
- i) Active email address and valid personal cell phone number for electronic correspondence.
- j) Any other document/information he/she thinks necessary.

The final list of contesting directors will be circulated not later than seven (07) days before the date of the scheduled Extra-Ordinary General Meeting, in terms of Section 159(4) along with the necessary information and guidelines for the members. The same shall also be uploaded on the Company's website.

4. **Appointment of Proxy:** A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf, provided such a proxy is also a member. Proxies in order to be effective must be received by the Company at the Registered Office not later than 48 hours before the time for holding the Meeting.
5. **Procedure For E-Voting and Voting through Postal Ballot:** The Company will provide the facility of electronic voting and voting by post 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.

- 6. Participation in Extraordinary General Meeting:** CDC account holders will further have to follow the guidelines as laid down in circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

Any individual beneficial owner of CDC entitled to attend and vote at this meeting must bring his/her CNIC or Passport to prove his/her identity, and in case of Corporate Members, the Board's resolution or power of attorney with specimen signatures of the nominee shall require to be produced (unless provided earlier) at the time of meeting.

- 7. Participation Through Video Conference Facility:** To attend the Meeting virtually, the member is required to get themselves registered by sending an email at least 48 hours prior to the date of meeting at maria.atif@suraj.com by providing the following details:

Shareholder Name	CNIC No.	Folio/CDC No.	Cell No.	Email Address

The shareholders who are registered after the necessary verification shall be provided a video link by the Company on the said email address. The login facility will remain open from start of the meeting till its proceedings are concluded. Members will be able to login and participate in the Extraordinary General Meeting proceedings through their devices.

- 8. Deposit of Physical Shares into CDC Account:** As per Section 72 of the Companies Act, 2017, every existing listed company will be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by Commission, within a period not exceeding four years from the commencement of the Act i.e., May 30, 2017.

The Shareholders having physical shareholding are encouraged to open CDC sub-accounts with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF APPOINTMENT OF INDEPENDENT DIRECTORS

Statement of Material Facts under section 166(3) of the Companies Act, 2017 regarding Independent Directors Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017. They shall meet the criteria stipulated under Section 166 (2) of the Companies Act, 2017 and the regulations issued thereunder, and their names are included in the data bank of independent directors maintained by the Pakistan Institute of Corporate Governance duly authorized by the SECP. Further, their selection will be made due to their respective competencies, skills, knowledge, and experience.

Further, the company website will also be updated with the required information for each director and justification for selecting candidates as independent directors.

The candidates are requested to read the relevant provisions/requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the other applicable laws and regulations and ensure compliance with the same in letter and spirit.

The present Directors of the Company have no interest in the above business except their eligibility for re-election as directors of the Company.

For any query/problem/information, members may contact the Company at the following address: corp.info@suraj.com