

## Notice of Annual General Meeting

Notice is hereby given that the **37<sup>th</sup> Annual General Meeting** of the Shareholders of **Tata Textile Mills Limited (the Company)** will be held on **Thursday, October 19, 2023, at 11:00 a.m.** at the Institute of Chartered Accountants of Pakistan (ICAP) Auditorium, Chartered Accountants Avenue, Clifton, Karachi / video link to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider, and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2023, together with the Chairman Review, Directors' Report and Auditors' Report thereon.

In accordance with Section 223 of the Companies Act, 2017, and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company which can be downloaded from the following web link:

<https://www.tatapakistan.com/tata-textile-mills>



2. To appoint statutory auditors and fix their remuneration for the year ending June 30, 2024. The shareholders are hereby notified that the Board of Directors on the recommendation of the Board Audit Committee recommend M/s Yousuf Adil, Chartered Accountants, for re-appointment as auditors of the Company.
3. To elect seven Directors of the Company as fixed by the Board of Directors for a term of three years commencing October 26, 2023, in accordance with the provision of Section 159 of the Companies Act, 2017. The following Directors retire and are eligible for re-election:

- |                                |                             |
|--------------------------------|-----------------------------|
| (i) Mr. Mazhar Valjee          | (ii) Mr. Shahid Anwar       |
| (iii) Mr. Adeel Shahid Anwar   | (iv) Mr. Bilal Shahid Anwar |
| (v) Mr. Farooq Advani          | (vi) Mr. Tayeb Afzal        |
| (vii) Ms. Samar Shahid         | (viii) Ms. Saiqa Shahid     |
| (ix) Ms. Shahbano Hameed (NIT) |                             |

4. To consider and approve the payment of the final cash dividend for the year ended June 30, 2023, @ 30% i.e. Rs.3.00 per share as recommended by the Board of Directors. This is in addition to the 20% i.e. Rs.2.00 per share interim cash dividend already paid.

### SPECIAL BUSINESS

5. To consider and approve the adoption of revision/update in the Articles of Association and if thought fit, to pass the following resolution as Special Resolutions, with or without modification so as to conform to the provisions of the Companies Act, 2017 and other Rules / Regulations made thereunder from time to time.

**“Resolved** that the changes/update in the Articles of Association, as proposed by the Board of Directors, be and are hereby adopted.”

“**Further Resolved** that the Company Secretary, be and hereby authorized and empowered to do all acts, deeds and things that may be necessary to give effect to this resolution.”

“**Further Resolved** that in case the Securities Exchange Commission of Pakistan (SECP) suggests any correction in the text of the Articles of Association, the Company Secretary be and is hereby authorized to make necessary corrections in the documents as permitted under the law in letter and spirit.”

6. To approve by way of special resolutions with or without modification the following resolutions in respect of related party transactions in terms of Section 208 of the Companies Act, 2017.
  - a. “RESOLVED that the transactions carried out in the normal course of business with associated companies as disclosed in Note No. 35 of the audited financial statements for the year ended June 30, 2023, be and are hereby ratified and approved.”
  - b. “RESOLVED that the Chief Executive Officer of the Company be and is hereby authorized to approve all the transactions carried out and to be carried out in the normal course of business with associated companies during the ensuing year ending June 30, 2024, and, in this connection, the Chief Executive Officer be and is hereby also authorized to take any and all necessary actions and sign/execute any and all such documents/indentures as may be required in this regard on behalf of the Company.”
7. To approve the circulation of the Annual Report (including the Audited Financial Statements, Auditor’s Report, Directors’ Report, and Chairman’s Review Report) to the Members of the Company through QR-enabled code and weblink, in accordance with Section 223(6) of the Companies Act, 2017 read with S.R.O. 389(I)/2023 dated March 21, 2023.

“RESOLVED THAT Tata Textile Mills Limited (the “Company”) be and is hereby authorized to circulate its Annual Report including Annual Audited Financial Statements, Auditors’ Report, Directors’ Report, Chairman’s Review Report and other reports contained therein to the Members of the Company through QR enabled code and weblink.”

8. To transact any other ordinary business or businesses with the permission of the **Chairman**.

Statement of Material Facts is hereby annexed with the Notice of Annual General Meeting.

**By Order of the Board of Directors**

  
**Muhammad Hussain**  
**Company Secretary**

Karachi:  
Dated: September 27, 2023

**Notes:**

**1. Closure of Share Transfer Books:**

The Share Transfer Books of the Company will remain closed from **October 12, 2023, to October 19, 2023** (both days inclusive). Transfers were received at the Company's Share Registrar's Office at CDC Share Registrar Services Limited Office CDC, House, 99-B Block "B", S.M.C.H.S. Main Shahra-e-Faisal, Karachi at the close of business hours on **October 11, 2023**, will be treated in time for the purposes of attending, speaking and voting at the Annual General Meeting (AGM).

**2. Participation via Physical presence or through a video conferencing facility:**

Members whose names appear in the Register of Members on October 11, 2023, are entitled to attend and vote at the AGM. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend, speak, and vote for him/her.

An instrument of proxy applicable for the AGM is being provided with the Notice sent to Members. The proxy form may also be downloaded from the Company's website. An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified true copy of such power or authority duly notarized must, to be valid, must be received at the registered address of the Company or at the Office of the Share Registrar, not less than forty-eight (48) hours before the time of AGM, excluding public holidays.

To attend the AGM through video-conferencing facility, the Members 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 with subject "**Registration for Tata AGM**" at [ttn.corporate@tatapakistan.com](mailto:ttn.corporate@tatapakistan.com) by October 18, 2023:

Name of Member/ proxy holders	CNIC No.	Folio No./ Participant Id/ Account No.	Cell No. / WhatsApp's No.	Email ID.

The shareholders who are registered after the necessary verification shall be provided with a video link by the Company on the said email address. The login facility will remain open from the start of the meeting till its proceedings are concluded. Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address [ttn.corporate@tatapakistan.com](mailto:ttn.corporate@tatapakistan.com). Members are, therefore, encouraged to attend the AGM through video link and by consolidating their attendance through proxies.

**3. Consent For Video Conference Facility:**

Pursuant to Section 134(1)(b) of the Act, if the Company receives consent form from shareholders holding aggregate 10% or more shareholding residing at a geographical location to participate in the meeting through video conference at least seven days prior to the date of the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

**4. Guidelines for Central Depository Company of Pakistan Limited ('CDC') Investor Account Holders:**

CDC Investor Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan (SECP).

**For personal attendance:**

- i. In the case of an individual, the account holder or sub-account holder and/or the person whose securities are in a group account and whose registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) at the time of attending the meeting.
- ii. In the case of a corporate entity, the Board of Directors' 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.

**For appointing a proxy:**

- i. In the case of individuals, the account holder or sub-account holder and/or the person whose securities are in a group account and whose registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- ii. The proxy must be witnessed by two persons whose names, addresses, and Computerized National Identity Card (CNIC) number shall be mentioned on the form.
- iii. Attested copies of CNIC or the passport of the beneficial owners and of the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his/her Original CNIC or Original Passport at the time of the meeting.
- v. In the case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

**5. Change of Address and other (if any):**

Members are requested to notify their change of address, (if any) immediately to Company's Share Registrar M/s CDC Share Registrar Service Limited.

**6. CNIC / NTN:**

Pursuant to the directive of the Securities Exchange Commission of Pakistan (SECP), CNIC members are mandatorily required to be mentioned on the Tax/ Zakat certificate. Members are therefore requested to submit a copy of their valid CNIC (if not already provided) to the Company's Share Registrar M/s CDC Share Registrar Service Limited.

**7. Payment of Cash Dividend Electronically (Mandatory):**

In accordance with the provisions of Section 242 of the Companies Act, 2017, and Regulation 4 of the Companies (Distribution of Dividends) Regulations 2017, a listed company is required to pay cash dividends to the Members ONLY through electronic mode directly into the bank account designated by the entitled Member. In compliance with the above law, in order to receive dividends directly in your bank account, you are requested to provide (if not already provided) the

information mentioned in the Form placed at the Company's website to the brokers / CDC for shares held in the electronic form or to the Company's Shares Registrar, for shares held in physical form. In case of non-receipt of information, the Company will be constrained to withhold payment of dividends to Members.

**8. Tax Implications on Dividends:**

Dividend income on shares is liable to deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001. Withholding of tax on dividends based on the 'Active' and 'Non-Active' status of Members shall be @ 15% and 30% respectively. 'Active' means a person whose name appears on the Active Taxpayers List available at the e-portal of FBR (<http://www.fbr.gov.pk/>) and 'non-Active' means a person whose name does not appear on the Active Taxpayers List.

Further, according to clarification received from the Federal Board of Revenue (FBR), withholding tax will be determined separately on the Active/Non-Active status of the principal Member as well as joint-holder(s) based on their shareholding proportions, in case of joint accounts.

Joint shareholders should notify the proportion of their shareholding to the Company's Share Registrar by October 11, 2023. If the proportion of shareholding is not notified then each joint shareholder will be presumed to hold an equal proportion of shares.

**9. Unclaimed Dividends and Bonus Shares:**

Shareholders, who for any reason, could not claim their dividend or bonus shares or did not collect their physical shares, are advised to contact the Company's Share Registrar M/s CDC Share Registrar Services Limited to collect/ enquire about their unclaimed dividend or pending shares, if any. Please note that in compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all dividends unclaimed for a period of three (3) years from the date due and payable shall be deposited to the credit of the Federal Government and in case of shares, shall be delivered to the Securities & Exchange Commission of Pakistan.

**10. Deposit of Physical Shares into CDC Account:**

As per Section 72 of the Companies Act, 2017 every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP, within a period not exceeding four years from the commencement of the Companies Act, 2017 i.e. May 31, 2017.

The shareholder having physical shareholding may open a CDC sub-account with any of the brokers or investor's accounts directly with the 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 Stock Exchange.

**11. Procedure for Voting:**

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"), members of the Company will be allowed to exercise their right to vote through the electronic voting facility and voting by post for the Election of Directors and special businesses in the AGM to be held **October 19, 2023**, in accordance with the requirements and subject to the conditions contained in aforesaid Regulations.

**I. Procedure for E-Voting**

- a) 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 October 11, 2023.
- b) The identity of the members intending to cast a vote through e-voting shall be authenticated through electronic signature or authentication for login.
- c) E-voting lines will start on October 16, 2023, at 09:00 a.m. and shall close on October 18, 2023, at 5:00 p.m. Members can cast their votes at 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.
- d) 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).

**II. Procedure for Voting Through Postal Ballot**

The members shall ensure that duly filled and signed ballot paper, along with a copy of the Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through a post on the Company's registered address, 6<sup>th</sup> Floor Textile Plaza, M. A. Jinnah Road, Karachi or email at [chairman@tatapakistan.com](mailto:chairman@tatapakistan.com) one day before the Annual General Meeting i.e. on October 18, 2023, during working hours. The signature on the ballot paper shall match the signature on the CNIC.

**12. Contesting for Election of Directors:**

Any member (including a retiring director) who seeks to contest the election of Directors shall file with the Company at its registered office 6<sup>th</sup> Floor Textile Plaza, M. A. Jinnah Road, Karachi not later than fourteen (14) days before the date of AGM, the following details/documents.

- (i) 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 in the following categories as per new amendments through SECP's SRO dated July 07, 2023, in Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019:
  - a) Female Director
  - b) Independent Director
  - c) Other Director
- (ii) Consent to act as Director under section 167(1) of the Companies Act, 2017 on a duly filled and signed Form 28;
- (iii) Detailed profile along with office address for placement on the Company's website.
- (iv) Details of directorships and offices held in other companies with date;
- (v) A signed declaration confirming that:

- a) He / She is aware of his/her duties and powers under the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and regulations.
  - b) He / She is not ineligible to become a Director of a Listed Company under the provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019, and other applicable laws/regulations.
- (vi) Copy of valid CNIC or Passport (in case of a foreign national) along with NTN and Folio Number/CDC Account or Sub Account number.

**Additional Documents for Candidates Intending to Contest the Election as an Independent Director**

Independent Director(s) will be elected in terms of section 159 of the Companies Act 2017 and they shall meet the criteria laid down in section 166(2) of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Director) Regulations, 2018.

- (i) Declaration of Independence under Regulation 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 Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The final list of contesting directors will be circulated not later than seven (7) days before the date of the AGM in terms of Section 159(4) of the Companies Act, 2017. Further, the website of the Company will also be updated with the required information.

**13. Transmission of Annual Report**

Pursuant to the notification of the SECP S.R.O. 1196(I)/2019 dated October 03, 2019, the financial statements of the Company for the year ended June 30, 2023, along with reports, have been placed on the Company's website at [www.tatapakistan.com](http://www.tatapakistan.com).

Pursuant to SRO 470(1)2016, dated May 31, 2016, the shareholders of the Company have accorded approval in the general meeting for transmission of the Annual Reports to its members through CD/DVD/USB at their registered addresses instead of transmitting the same in hard copies. Therefore, the Annual Report 2023 of the Company is dispatched in the form of DVDs to all members. Any member requiring a printed copy of the Annual Report 2023 may send a request for the same.

**STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017**

**Agenda No.3**

The Term of office of the current directors of the Company will expire on October 25, 2023. In accordance with Section 159(1) of the Companies Act, 2017, the Board of Directors has fixed the number of Directors to be elected at the AGM at Seven (7), to hold the office of Director for a period of three (3) years commencing October 26, 2023.

Section 166 of the Companies Act, 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

Accordingly, it will be ensured that the independent directors to be elected will meet the criteria set out for independence under provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019, and Companies (Manner and Selection of Independent Directors) Regulations, 2018 and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP. Appropriate competency, diversity, skill set knowledge, and experience of the contestants shall also be assessed during the finalization of independent directors.

No directors have a direct or indirect interest in the above-said business, except as shareholders and they may consent to the election of directors accordingly

### STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017

#### Agenda No.5

The Board of Directors has recommended updating the present Articles of Association in order to comply with the requirements laid down in the Companies Act, 2017 and the rules and regulations introduced by the Commission for listed companies. The amendments are summarized below;

S. No	Clause No. Subject	Present	Proposed Change / Amendments
1	2 Interpretation	“Applicable Law” includes Acts, Ordinance, Securities and Exchange Ordinance, Electronic Transactions Ordinance, Securities and Exchange Commission Act, Central Depositories Act, Central Depository Regulations, Listing Requirements, Code of Corporate Governance, Buy-Back of Shares Rules, Issue of Capital Rules, Share Capital Rules and such other laws and rules and regulations, made or to be made under the law, as may be applicable to the Company from time to time.	“Applicable Law” includes Acts, Ordinance, <u>Securities Act</u> , Electronic Transactions Ordinance, Securities and Exchange Commission Act, Central Depositories Act, Central Depository Regulations, Listing Requirements, Code of Corporate Governance, Buy-Back of Shares Rules <u>and Regulations</u> , Issue of Capital Rules <u>and Regulations</u> , Share Capital Rules and such other laws and rules and regulations, made or to be made under the law, as may be applicable to the Company from time to time.
		<b><u>Buy-Back of Shares Rules</u></b> “Buy-Back of Shares Rules” means the Companies (Buy-Back of Shares) Rules, 1999.	<b><u>Buy-Back of Shares Rules</u></b> “Buy-Back of Shares Rules” means the Companies (Buy-Back of Shares) Rules, 1999, <u>and Regulations of 2019.</u>

	<p><b><u>Central Depository</u></b>  “Central Depository” means a Central Depository as defined in sub-section (ca) of section 2 of the Securities and Exchange Ordinance and registered with the Commission under section 32A of the said Ordinance.</p>	<p><b><u>Central Depository</u></b>  “Central Depository” <u>means a central depository as defined in clause (vi) of Section 2 of the Securities Act, 2015 (III of 2015), and is licensed by the Commission under Section 49 of the Securities Act, 2015.</u></p>
	<p><b><u>Code of Corporate Governance</u></b>  “Code of Corporate Governance” means the Listed Companies (Code of Corporate Governance) Regulations 2017 and as amended from time to time.</p>	<p><b><u>Code of Corporate Governance</u></b>  “Code of Corporate Governance” means the Listed Companies (Code of Corporate Governance) Regulations 2019 and as amended from time to time.</p>
	<p><b><u>Issue of Capital Rules</u></b>  “Issue of Capital Rules” means Companies (Issue of Capital) Rules, 1996.</p>	<p><b><u>Issue of Capital Rules</u></b>  “Issue of Capital Rules” means Companies (Issue of Capital) Rules, 1996 and Regulations 2020</p>
	<p><b><u>Register</u></b>  “Register” means, unless the context otherwise requires, both the Register of Members to be kept at the Office, pursuant to Section 147 of the Ordinance and Central Depository Register.</p>	<p><b><u>Register</u></b>  “Register” means, unless the context otherwise requires, both the Register of Members to be kept at the Office, pursuant to section 119 of The Act and Central Depository Register.</p>
	<p><b><u>Securities and Exchange Ordinance</u></b>  “Securities and Exchange Ordinance” means the Securities and Exchange Ordinance, 1969.</p>	<p><b><u>Securities Act</u></b>  “Securities Act” means the Securities and Exchange Act 2015.</p>
	<p><b><u>Special Resolution</u></b>  “Special Resolution” has the meaning assigned to it by the Companies Act 2017.</p>	<p><b><u>Special Resolution</u></b>  “Special Resolution” has the meaning assigned to it by Section 2(1) (66) of the Companies Act 2017.</p>
	<p><b><u>Writing and written</u></b>  “Writing” and “written” includes printing, lithography, typewriting and other modes of representing or reproducing words in a visible form, or electronic transmission, including but not limited to, facsimile, telex, and electronic mail or any</p>	<p><b><u>Writing and written</u></b>  “Writing” and “written” includes printing, lithography, typewriting and other modes of representing or reproducing words in a visible form, or Electronic transmission, including but not limited to, facsimile, telex and Electronic mail or any other mechanical or electronic process, as</p>

		other mechanical or electronic process, as prescribed by section 3 of the Electronic Transactions Ordinance, or partly one and partly the other.	prescribed by section 3 of the Electronic Transactions Ordinance <u>2002</u> or partly one and partly the other.
		Words and phrases used herein but not defined shall be assigned the same meaning as given to them in the applicable law. References in these Articles to applicable law and the Policies shall include any amendments, re-enactments or modifications thereof for the time being in force.	Words and phrases used herein but not defined <u>and unless inconsistent with the subject or context</u> , shall be assigned the same meaning as given to them in the applicable law. References in these Articles to applicable law and the Policies shall include any amendments, re-enactments or modifications thereof for the time being in force.
<b>SHARE</b>			
2	9 Allotment of Shares under the control of the Directors	The applicable law	Section 82 of the Act
3	13 Trusts not Recognized	Section 73 Save as herein otherwise provided, the Company shall be entitled to treat the registered holder (including an account and sub-account holder of a Central Depository) of any Shares as the absolute owner thereof and accordingly, shall not be bound, even when having notice thereof (except as ordered by a court of competent jurisdiction or as required by the applicable law) to recognize any equitable, contingent, future, partial or other claim to or interest in such share or in any fractional part thereof on the part of any other persons.	Save as herein otherwise provided, the Company shall be entitled to treat the registered holder (including an account and sub-account holder of a Central Depository) of any Shares as the absolute owner thereof <u>no person shall be recognized by the Company as holding any share upon trust, and the Company shall not be bound by or be compelled in any way to recognize</u> and accordingly, shall not be bound, even when having notice thereof (except as ordered by a court of competent jurisdiction or as required by the applicable law) to recognize any equitable, contingent, future, partial or other claims to or interest in such share or in any fractional part thereof on the part of any other persons.

<b>CERTIFICATE</b>			
4	21 Book-Entry Securities / Share Certificates	Every person whose name is entered as a member in the register of members shall, without payment, be entitled to receive, within three months after allotment or within forty-five days of the application for registration of transfer or within the time as per applicable law a certificate (including a book-entry security under the Central Depositories Act and the Central Depository Regulations) under the seal specifying the share or shares held by him and the amount paid up thereon	Every person whose name is entered as a member in the register of members shall, without payment, be entitled to receive, within <u>30 days</u> after allotment or within <u>15 days</u> of the application for registration of transfer or within the time as per applicable law a certificate (including book-entry security under the Central Depositories Act and the Central Depository Regulations) under the seal specifying the share or shares held by him and the amount paid up thereon.
5	22 A Joint Shareholder	-	<u>Joint Shareholders</u> <u>If any share stands in the name of two or more persons, the person first named in the Register shall, as regards to receipt of dividend or bonus or service of notices and all or any other matters connected with the Company except voting at the meeting and the transfer of shares, be deemed the sole holder.</u>
<b>TRANSFER AND TRANSMISSION OF SHARES</b>			
6	25 Registration of Transfer	The directors shall not refuse to transfer any fully paid shares unless the instrument of transfer is defective or invalid. The directors may also suspend the registration of transfer during ten days immediately preceding a general meeting or prior to the determination of entitlement or rights of the shareholders by giving seven days previous notice in the manner provided in the	The <u>Board</u> shall not refuse to transfer any fully paid shares unless the <u>transfer deed</u> is defective or invalid. The <u>Board</u> may also suspend the registration of transfer <u>during the close period</u> immediately preceding a general meeting or prior to the determination of entitlement or rights of the shareholders by giving seven days previous notice in the manner provided in the <u>Act</u> , Register of Members may be closed for such period

		<p>Ordinance, Register of Members may be closed for such period or periods not exceeding forty-five(45) days or the period as per applicable law in one year as the directors may from time to time determine, but so that the Register of Member shall not be closed for a longer period than thirty (30) days at a time or such other period as may be required by the applicable law. The directors may decline to recognize any instrument of transfer unless:</p> <p>If the directors refuse to register a transfer of shares, they shall within fifteen days, or when the transferee is a Central Depository, within ten days, or such other period as may be required by the applicable law, after the date on which the Instrument of Transfer was lodged with the company send to the transferee and the transferor notice in Writing of the refusal indicating the defect or invalidity to the transferee, who shall after removal of such defect or invalidity be entitled to re-lodge the Instrument of transfer with the company.</p>	<p>or periods not exceeding <u>in the whole thirty days in each year, thereafter for another 15 days subject to an application to the Commission.</u> The directors may decline to recognize any instrument of transfer unless:</p> <p>If the <u>Company</u> refuse to register a transfer of shares, they shall within fifteen days, or where the transferee is a Central Depository, within <u>five days, from the date on which the instrument of transfer was lodged with it notify the defect or invalidity to the transferee, who shall after removal of such defect or invalidity be entitled to re-lodge the transfer deed with the company.</u></p>
7	31 Entitlement of Shares		<p><u>Before recognizing any legal personal representative, the Directors may require him to obtain a grant of probate or letters of administration or</u></p>

			<p><u>succession certificate or other legal representation, from a court of competent jurisdiction in Pakistan. Provided nevertheless that in any case where the Directors in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of probate, letters of administration, succession certificate or other legal representation upon such terms as to indemnity or otherwise as the Board in its absolute discretion, may consider necessary.</u></p>
8	32A Indemnity against wrongful transfer		<p><u>The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to a transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the persons having or claiming any equitable right, title or interest in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.</u></p>

**ALTERATION AND FURTHER ISSUE OF CAPITAL**

9	35 Offer for new shares	<p>Subject to the provisions of applicable law, all new shares shall, before issue be offered to such persons as at the date of the offer are entitled to receive notices from the company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of the same in such manner as they think most beneficial to the company. The directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the directors, be conveniently offered under this regulation as per the provisions of applicable law.</p>	<p>Subject to the provisions of applicable law, all new shares shall, before issue be offered to such persons as at the date of the offer are entitled to receive notices from the company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of the same in such manner as they think most beneficial to the company <u>within the time period provided within section 83(1)(a)(iv) of The Act.</u> The directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the directors, be conveniently offered under this regulation as per the provisions of applicable law.</p>
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**GENERAL MEETINGS**

10	41 Calling of Extra Ordinary General Meeting	<p>The directors may, whenever they think fit, call an extraordinary general meeting. Extraordinary general meeting shall also be called on such requisition, or in default, may be called by such requisitions, as is provided under the applicable law. If at any time there are not within Pakistan sufficient number of directors capable of acting to form a quorum, any director of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be called by the directors.</p>	<p>The directors may, whenever they think fit, call an extraordinary general meeting <u>in accordance with Section 133 of the Act.</u> Extraordinary general meeting shall also be called on such requisition, or in default, may be called by such requisitionists, as is provided under the applicable law. If at any time there are not within Pakistan sufficient number of directors capable of acting to form a quorum, any director of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be called by the directors</p>
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**DIRECTORS**

11	61 Number of Directors	<p>Subject to the applicable law, the Board shall, every three (3) Years or the period as per applicable law, before General Meeting at which the election of Directors takes place, fix the number of Directors for the following triennium, or such other term as per applicable law. However such number of Directors shall not be less than seven (7), or such other number as may be required by the applicable law</p>	<p>Subject to the applicable law, the Board shall, every three (3) Years or the period as per applicable law, before the General Meeting at which the election of Directors takes place, fix the number of Directors <u>not later than thirty-five (35) days before the convening of the General Meeting</u> for the following triennium, or such other term as per applicable law. However such number of Directors shall not be less than seven (7), or such other number as may be required by the applicable law.</p>
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<b>DIVIDENDS AND RESERVE</b>			
12	107 Capitalization of Reserve	Any General Meeting may resolve that money, investment or other assets forming part of the Company standing to the credit of the Reserve Fund or in the hands of the Company and available for dividend or representing premiums received on the issue of shares and standing to the credit of the shares premium accounts be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized funds be applied on behalf of such shareholder in paying up in full any un-issued shares of the company which shall be distributed accordingly and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.	<u>The Board of Directors may capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution among the members who would have been entitled thereto if distributed by way of dividend and in the same proportions, on condition that the same be not paid in cash but be applied in or towards paying up in full unissued shares as bonus shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such members in the proportion aforesaid, and the Directors shall give effect to such resolution.</u>
<b>BOOKS AND ACCOUNT</b>			
13	123 Transmission of Annual Audited Accounts		<u>The Board must comply with the provisions of Sections 220 to 239 of The Act or any statutory modifications thereof from the time being in force.</u>
<b>NOTICES</b>			
14	126 Notice to Members	The Company shall comply with such provision of the applicable law as may apply to the manner in which certain notices are to be issued, served and/or received by the Company.	The Company shall comply with such provision of the applicable law as may apply, <u>such as the Electronic Transactions Ordinance 2002</u> , to the manner in which certain notices are to be issued, served and/or received by the Company.

None of the directors are in any way interested or concerned in the resolution except to the extent of their shareholding in the Company. The said alteration will not affect anyone's interest unfavorably in the company.

#### **Agenda No.6**

- a. Transactions carried out with associated companies during the year ended June 30, 2023, to be passed as an Ordinary Resolution.

The transactions carried out in the normal course of business with associated companies (Related parties) were being approved by the Board as recommended by the Audit Committee on a quarterly basis pursuant to clause 15 of the Listed Companies Code of Corporate Governance Regulations 2019.

During the Board meeting it was pointed out by the Directors that as the majority of Company Directors were interested in these transactions due to their common directorship and holding of shares in the associated companies, the quorum of directors could not be formed for approval of some of these transactions specifically, therefore, these transactions have to be approved by the shareholders in the General Meeting.

In view of the above, the transactions carried out during the financial year ended June 30, 2023, with associated companies shown in Note No. 35 of the financial statements are being placed before the shareholders for their consideration and approval/ratification.

The Directors are interested in the resolution to the extent of their common directorships and their shareholding in the associated companies.

- b. Authorization to the Chief Executive Officer for the transactions carried out and to be carried out with associated companies during the ensuing year ending June 30, 2024, to be passed as an Ordinary Resolution.

The Company is expected to be conducting transactions with associated companies in the normal course of business. The majority of Directors are interested in these transactions due to their common directorship and shareholding in the associated companies. Therefore, such transactions with associated companies have to be approved by the shareholders.

In order to comply with the provisions of clause 15 of the Listed Companies Code of Corporate Governance Regulations 2019, the shareholders may authorize the Chief Executive Officer to approve transactions carried out and to be carried out in the normal course of business with associated companies during the ensuing year ending June 30, 2024.

The Directors are interested in the resolution to the extent of their common directorships and their shareholding in the associated companies.

#### **Agenda No.7**

**Circulation of Annual Audited Financial Statements through QR-enabled code and weblink**

The Securities and Exchange Commission of Pakistan (SECP) through its Notification No. S.R.O. 389(I)/2023 dated March 21, 2023, has allowed the listed companies to circulate the annual audited financial statements to its members through Quick Response (QR) enabled code and web link instead through CD/DVD/USB. The notice of the meeting shall be dispatched to Members as per the requirements of the Companies Act 2017 at their registered address, containing the QR code and the weblink address to view and download the Annual Audited Financial Statements together with the Reports and documents required to be annexed thereto under the Companies Act 2017.

Considering the optimum use of advancement in technology and in order to fulfil the Company's corporate social responsibility to the environment and sustainability, Members' approval is sought for the circulation of the Annual Report (including Annual Audited Financial Statements and other reports contained therein) to the Members of the Company through QR enabled code and weblink in accordance with S.R.O. 389(I)/2023 dated March 21, 2023.

# Form of Proxy

I/We \_\_\_\_\_ of \_\_\_\_\_, being a Member of Tata Textile Mills Limited, holder of \_\_\_\_\_, Ordinary Share(s) as per Register Folio No \_\_\_\_\_ hereby Appoint Mr. \_\_\_\_\_, having CNIC No. \_\_\_\_\_ as my/our proxy in my/our absence to attend and vote for me/us, and on my/our behalf at the Annual General Meeting of the company to be held on October 19, 2023 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023.



Witness 1 \_\_\_\_\_

Witness 2 \_\_\_\_\_

Signature \_\_\_\_\_

Signature \_\_\_\_\_

Name \_\_\_\_\_

Name \_\_\_\_\_

CNIC # \_\_\_\_\_

CNIC # \_\_\_\_\_

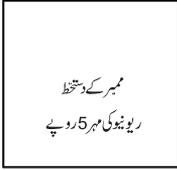
**NOTES:**

1. This instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a corporation either under the common seal or under the hand of an official or attorney so authorized. No person shall be appointed as proxy who is not member of the company qualified to vote except that a corporation being a member may appoint a person who is not a member.
2. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power of authority, shall be deposited at the office of the Company not less than 48 (forty eight) hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of a proxy shall not be treated as valid.
3. CDC Shareholders or their Proxies should bring their original CNICs or Passport along with the Participant's ID Number and their Account Number to facilitate their identification. Detail procedure is given in Notes to the Notice of AGM.

## پراکسی فارم (مختار نامہ)

میں / ہم ..... کا / کی .....  
بحیثیت رکن ٹائٹیکسٹائل ملز لمیٹڈ اور حلال ..... عام حصص بمطابق رجسٹرڈ فوئیو نمبر .....  
بذریعہ ہذا مختار نامہ بھرتہ ..... کمپیوٹرائزڈ قومی شناختی کارڈ نمبر .....  
مورخہ 19 اکتوبر 2023ء

کواسے/ ہمارے ایماہ پر: .....  
منفقہ ہونے والے کابینے کے (37<sup>th</sup>) اجلاس عام میں حق رائے دہی استعمال کرنے، تقریر اور شرکت کرنے یا کسی بھی التواء کی صورت میں اپنا/ ہمارا بطور مختار نامہ (پراکسی) مقرر کرنا  
ہوں کرتے ہیں۔



آج بروز ..... تاریخ ..... 2023 کو میرے/ ہمارے دستخط سے گواہوں کی تصدیق سے جاری ہوا۔

گواہان

گواہان

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1-

دستخط:

دستخط:

نام:

نام:

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر:

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر:

نوٹ:

- 1- پراکسی تقرری کے آلات تقرری کرنے والے کے دستخط یا اس کے باقاعدہ یا اختیار روکیل کے تحریری اجازت نامہ یا اگر تقرری کرنے والا کارپوریٹن ہے تو عام ممبر یا ایکسٹینڈڈ دستخط کے تحت یا ایسے یا اختیار روکیل کے دستخط ہوں گے۔ جو پہلی کارکن نہیں ہے اسے پراکسی مقرر نہیں کیا جائے گا سوائے ایک کارپوریٹن کے جو ووٹ ڈالنے کے لئے ایک ممبر کو پراکسی مقرر کر سکتی ہے۔
- 2- پراکسی اور مختار نامہ یا دیگر اختاری (اگر کوئی ہوں) تقرری کے آلات، جس کے تحت یہ دستخط شدہ ہو یا اس مختار نامہ کی فوٹیبل مصدقہ کاپی، کاپی کے دفتر میں کم از کم 48 (زینتیس) گھنٹے قبل اجلاس جس میں ووٹ دینے کے مقاصد کے لئے انٹرمیٹ میں نامزدگی کی جمع کروایا جائے گا، بصورت دیگر پراکسی کا انٹرمیٹ کارآمد تصور نہ ہوگا۔
- 3- سی ڈی سی حصص یا فریکان یا ان کے پراسیز کو اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا اصل پاسپورٹ معہ پارٹیشنڈ (حزمت) آئی ڈی نمبر اور اکاؤنٹ نمبر اپنی شناخت کی ہولت کے لئے اپنے ہمراہ لانا چاہئے۔ تصدیقی طریقہ کارڈوں AGM کے نوٹ میں دیا گیا ہے۔