



**Tata Textile Mills Ltd.
Notice of Annual General Meeting**

Notice is hereby given that the **38th Annual General Meeting (AGM)** of the Shareholders of **Tata Textile Mills Limited (the Company)** will be held on **Tuesday, October 22, 2024, at 11:00 am.** 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, 2024, 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 of the Company and fix their remuneration for the year ending June 30, 2025. The present Auditors, M/s Yousuf Adil, Chartered Accountants, retire and being eligible, have offered themselves and consented for re-appointment, and the Board of Directors has recommended their appointment.

SPECIAL BUSINESS

3. To ratify and approve transactions conducted with Related Parties for the year ended June 30, 2024, and authorize the Board of Directors of the Company to approve the related parties transactions by passing the following special resolution with or without modifications:
 - a. "RESOLVED that the transactions carried out with related parties as disclosed in Note No. 39 of the audited financial statements for the year ended June 30, 2024, be and are hereby ratified and approved."
 - b. "FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorized to approve all related party transactions to be carried out during the financial year ending June 30, 2025. These transactions shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next AGM for their formal ratification/approval."
4. To transact any other business with the permission of the **Chair**.

Statement of Material Facts under section 134(3) pertaining to special business are annexed.

By Order of the Board of Directors

**Muhammad Hussain
Company Secretary**

Karachi:

Dated: **October 01, 2024**

Notes:

1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from **October 15, 2024, to October 22, 2024** (both days inclusive). Transfer request received at the Company's Share Registrar Office at CDC Share Registrar Services Limited Office CDC, House, 99-B Block "B", S.M.C.H.S. Main Shakra -e-Faisal, Karachi at the close of business hours on **October 14, 2024**, will be treated in time to attend and vote at the AGM.

2. Participation In the Meeting

- i. All shareholders of the Company shall authenticate his/her identity by showing his/her original CNIC or original passport at the time of attending the meeting.
- ii. In the case of the corporate entity, the Board of Directors' resolution/power of attorney with the representative's specimen signature shall be produced at the meeting.

A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend, speak and vote at the meeting.

For appointing proxies

- i. A member shall not be entitled to appoint more than one proxy. If a member appoints more than one proxy and more than one form of proxy is deposited by a member with the Company, all such forms of proxy shall be rendered invalid. The proxy must be a member of the Company.
- ii. Instrument appointing a proxy must be received at the Registered Office of the Company duly signed at least 48 hours before the time of the meeting.
- iii. The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- iv. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- v. Attested copies of CNIC or the Passport of the beneficial owners and the proxy shall be furnished with the proxy form.

3. Participation in the AGM through a video link.

Pursuant to circular 4 of 2021 issued by SECP, Shareholders who wish to participate virtually in the AGM are requested to register themselves by providing the following information with 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 by **October 21, 2024**:

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

Video conference link details and login credentials shall be shared with those shareholders whose information is received through their registered e-mail address within the specified time. Furthermore, the said facility shall login from the registered email address only. Members are, encouraged to attend the AGM through video link and by consolidating their attendance through proxies.

4. 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 before the date of the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

5. 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 special businesses in the AGM to be held **October 22, 2024**, 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 14, 2024**.
- 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 17, 2024 at 09:00 a.m. and shall close on October 21, 2024 at 5:00 p.m.** Members can cast their votes at any time during this period. Once the vote on a resolution is casted 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, 6th Floor Textile Plaza, M. A. Jinnah Road, Karachi or email at chairman@tatapakistan.com one day before the Annual General Meeting i.e. on **October 21, 2024** during working hours. The signature on the ballot paper shall match the signature on the CNIC.

6. Change / Update of Shareholders' Particulars:

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

7. CNIC / NTN:

Pursuant to the directive of the Securities Exchange Commission of Pakistan (SECP), CNIC of members are mandatorily required to be mentioned on the Tax/ Zakat certificate. Members therefore, are 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.

8. 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, listed companies are required to pay cash dividends to their shareholders only through electronic mode directly into bank accounts designated by the entitled shareholders.

Accordingly, the Shareholders are requested to fill in the Electronic Credit Mandate Form and send the duly signed form along with a copy of CNIC / NTN to our Share Registrar in case of physical shares. In case shares are held in CDC then the Electronic Credit Mandate Form must be submitted directly to the shareholder's broker/participant / CDC account services.

In case of non-receipt of IBAN detail, the Company will be constrained to withhold payment of dividends under the Companies (Distribution of Dividends) Regulations, 2017.

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. Transmission of Audited Financial Statements / Notices Through Email

Under the provisions of section 223(6) of the Act, all listed companies are permitted to circulate their annual financial statements, along with the Auditor's Report, Directors' Report, Chairman Review Report along with notice of Annual General Meetings ("Annual Report"), to its shareholders through email subject to the written consent of the shareholders. The printed copy of the financial statement can be provided to the member upon request.

12. Availability of Audited Financial Statements on Company's Website

The audited financial statements of the Company for the year ended June 30, 2024 have been placed on the website of the Company www.tatapakistan.com.

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

Agenda No.3

- a. All transactions carried out by the company with related parties during the year ended June 30, 2024, given in the related parties Note No.39 of the Annual Financial Statement of the Company.

The Company carried out transactions with related parties as per the approved Related Party Transactions Policy and 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.

The transactions with related parties have been approved by the Board in Quarterly and annual financial statements during the financial year 2023-24. However, the Board decided to place the above-related party transactions before the shareholders in the AGM for ratification and approval, considering the interest/concerns of the majority directors due to common directorship.

- b. Authorization to the Board of Directors for all transactions to be carried out with related parties during the ensuing year ending June 30, 2025.

The Company is expected to be conducting transactions with related parties as per the approved Related Party Transactions Policy. All transactions entered into or to be entered with related parties require the recommendation of the Audit Committee and such transactions shall be placed before the Board of Directors for approval. In order to promote transparent business practices, the shareholders are recommended to authorize the Board of Directors of the Company to approve transactions with the related parties for the year ending June 30, 2025, which transactions shall be deemed to be approved by the shareholders. These transactions shall be placed before the shareholders in the next AGM for their formal ratification/approval.

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



Tata Textile Mills Limited
Registered Office Address: 6th Floor, Textile Plaza, M. A. Jinnah
Road, Karachi. Tel#: 32412955-3 Lines 32426761-2-4 Website:
www.tatapakistan.com

Ballot Paper For Voting Through Post

For a poll to be held on Tuesday, October 22, 2024, at 11:00 a.m. at The Institute of
Chartered Accountants of Pakistan (ICAP) Auditorium, Chartered Accountants Avenue,
Block 8, Clifton, Karachi, Sindh 75600

Designated email address of the chairman at which the duly filled-in ballot paper may
be sent: chairman@tatapakistan.com

| | |
|--|--|
| Name of shareholder / joint shareholders/ Proxy holder | |
| Registered Address | |
| Folio No. / CDC Participant / Investor ID with Sub-Account # | |
| Number of shares held (Shall be taken as of book closure in the notice) | |
| CNIC No./Passport No - in case of foreigner (copy to be attached) | |
| Additional Information and enclosures (In case of representative of body corporate, corporation, and Federal Government) | |

Instructions for Poll

1. Please indicate your Vote by ticking (✓) the relevant box.
 2. In case if both the boxes are marked as (✓) your poll shall be treated as "Rejected"
- 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 a
tick (✓) mark in the appropriate box below.

| Sr No. | Nature and Description of Resolutions | No. of ordinary shares for which votes cast | I/We assent to the Resolutions (FOR) | I/We assent to the Resolutions (AGAINST) |
|-----------|--|---|---|---|
| | Special Business | | | |
| 01 | Agenda No. 3 To ratify and approve transactions conducted with Related Parties for the year ended June 30, 2024, and authorize the Board of Directors of the Company to approve the related parties transactions by passing the following special resolution with or without modifications. a. "RESOLVED that the transactions carried out with related parties as disclosed in Note No. 39 of the audited financial statements for the year ended June 30, 2024, be and are hereby ratified and approved." b. "FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorized to approve all related party transactions to be carried out during the financial year ending June 30, 2025. These transactions shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next AGM for their formal ratification/approval." | | | |

Signature of shareholder(s)/Proxy Holder(s)/Authorized Signatory
(In the case of a corporate entity, please affix the company stamp)
Place: _____
Date: _____

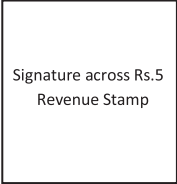
NOTES/PROCEDURE FOR SUBMISSION OF BALLOT PAPER:

1. Duly filled postal ballot should be sent to the Chairman Mr. Mazhar Valjee, Tata Textile Mills Limited, Company's head office, 6th Floor, Textile Plaza, M. A. Jinnah Road, Karachi. - Pakistan or at e-mail: chairman@tatapakistan.com
2. A copy of CNIC/Passport (in case of a foreigner) should be enclosed with the postal ballot form.
3. Ballot Paper forms should reach the chairman of the meeting on or before **October 21, 2024**, up to 05:00 p.m. Any postal ballot received after this date, will not be considered for voting.
4. The signature on the ballot should match with the signature on the CNIC/Passport (in case of a foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over-written ballot paper will be rejected.
6. In the case of a representative of a body corporate and corporation, the postal ballot must be accompanied by a copy of the CNIC of an authorized person, along with a duly attested copy of the Board Resolution, Power of Attorney, or Authorization Letter in accordance with Section(s) 138 or 139 of the Companies Act, 2017, as applicable, unless these have already been submitted along with the Proxy Form. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
7. Ballot paper has also been placed on the website of the Company www.tatapakistan.com. Members may download the ballot paper from the website or use original/photocopy published in newspapers.

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 38th Annual General Meeting of the company to be held on October 22, 2024 and at any adjournment thereof.

Signed this _____ day of _____ 2024.



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 a proxy who is not a 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. A detailed procedure is given in Notes to the Notice of AGM.

