

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members, holding Ordinary Shares of Masood Textile Mills Limited will be held at its Registered Office, Universal House, 17/1 New Civil Lines, Bilal Road, Faisalabad on Sunday, 31st March, 2019 at 11.00 A.M. to transact the following business:

1. To confirm the minutes of the last Annual General Meeting held on 27th October, 2018.
2. To elect Seven Directors of the Company, as fixed by the Board of Directors in accordance with the provisions of Section 159 of the Companies Act, 2017, for a period of three years commencing from the date of election. The names of the Retiring Directors are as under:
 - 1- Mr. Shahid Nazir Ahmad (Chief Executive Officer)
 - 2- Mr. Naseer Ahmad Shah (Chairman)
 - 3- Mr. Fazal Ahmad
 - 4- Mr. Matloob Hussain
 - 5- Mr. Shoaib Ahmad Khan (NIT Nominee)
 - 6- Mr. Shubin Yang (Shanghai Challenge Nominee)
 - 7- Miss Chen Yan (Shanghai Challenge Nominee)
3. To consider any other business that may be placed before the meeting with the permission of chair

FAISALABAD:
7th MARCH, 2019.

FOR AND ON BEHALF OF THE BOARD
NISAR AHMAD ALVI
(COMPANY SECRETARY)

NOTES:

1. The Share Transfer Books of the Company will remain closed for the period from 24th March, to 31st March, 2019 (both days are inclusive) Transfers received in order at the Registered Office of the Company or our Share Registrar, by the close of business on 23rd March, 2019 will be treated in time to attend and vote at the Meeting.
2. The Preference Shareholders are not entitled to attend the meeting.
3. A member of the Company entitled to attend and vote at this meeting, may appoint another person as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.
4. Any person who seeks to contest the election of Directors shall, whether he/she is a retiring director or otherwise, file with the Company the following documents and information at its registered office not later than fourteen days before the day of the above said meeting:
 - a) His/her Folio no./CDC Investors Account No./CDC Sub – Account No.
 - b) 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.
 - c) Form-28 Consent to act as Director as prescribed under Section 167 of the Companies Act, 2017.
 - d) Profile along with his/her address to be placed on the website of the Company.
 - e) An attested copy of Computerized National Identity Card (CNIC)/Passport (in case of foreigner).
 - f) A declaration that:
 - He/she is not ineligible to become a director of the Company under the Companies Act, 2017 or other applicable laws and regulations.
 - He/she is not serving as a director of more than five listed companies including this Company (when elected/appointed as Director) Provided that this limit shall not include the directorship in the listed subsidiaries of a listed holding company.
 - 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.
 - He/she has not been declared by a court of competent jurisdiction as defaulter in repayment of loan to a financial institution.
 - He/she is aware of the duties and powers of Director under the Companies Act, 2017, the Securities Act, 2015, Memorandum and Article of Association of Masood Textile Mills Limited, the Listing of Companies and Securities Regulations of Pakistan Stock Exchange Limited, the Listed Companies (Code of Corporate Governance) Regulations, 2017 and all other applicable laws/rules/regulations/codes etc.
 - g) Person contesting as Independent Director shall also submit a declaration that he/she qualifies the criteria of independence notified under the Companies Act, 2017.
 - h) Any other document/information he/she think necessary.
- 5- CDC Account Holders 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:**
 - i- In case of individuals, the accounts holders and/or-sub account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his original CNIC or Passport at the time of attending the Meeting.
 - ii- In case of 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.
 - B. For Appointing Proxies:**
 - i- In case of individuals, the account holders 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.
 - ii- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - iii- Attested copies of CNIC or the passport of the beneficial owner and 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 meeting.
 - v- In case of 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.
- 7- Members may avail video conference facility for this General Meeting, provided the Company receives consent (standard format is available on the Company's website: www.masoodtextile.com) at least 10 days prior to the date of the Meeting from members holding in aggregate 10% or more shareholding residing at particular location
- 8- Members are requested to notify/submit the following information/documents; in case of book entry securities in CDS to their respective participants/investor account services and in case of physical shares to the Registrar of the Company by quoting their folio numbers and name of the Company at the above mentioned address, if no earlier notified/submitted:
 - Change in their addresses, if any;
 - Valid and legible copy of CNIC/Passport (in case of individual) and NTN Certificate (in case of corporate entity). Please note that CNIC number is mandatory for issuance of dividend warrants and in the absence of this information payment of dividend shall be withheld.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166 (3) OF THE COMPANIES ACT, 2017 RELATING TO JUSTIFICATION FOR CHOOSING THE APPOINTEE FOR APPOINTMENT AS INDEPENDENT DIRECTORS

In compliance of Section 166(3) of the Companies Act, 2017, for an independent director, consent papers will be accepted from those persons who are in compliance with the Section 166(2) of the Companies Act, 2017.