

**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 Thursday, 27<sup>th</sup> March, 2025 at 11.00 A.M. to transact the following business:

1. To confirm the minutes of the last Annual General Meeting held on 28<sup>th</sup> October, 2024.
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

5- Mr. Shoaib Ahmad Khan

2- Mr. Naseer Ahmad Shah

6- Mr. Shibin Yang

3- Mr. Shabir Ahmad Abid

7- Miss Chen Yan

4- Mr. Shahid Iqbal

3. To consider any other business that may be placed before the meeting with the permission of the chair.

**FOR AND ON BEHALF OF THE BOARD**

**NISAR AHMAD ALVI CA  
(COMPANY SECRETARY)**



FAISALABAD:  
06<sup>th</sup> MARCH, 2025.

**NOTES:**

1. The Share Transfer Books of the Company will remain closed for the period from 20<sup>th</sup> March, to 27<sup>th</sup> March, 2025 (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 19<sup>th</sup> March, 2025 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. Election of Directors: The term of office of the current directors of the Company will expire on March 31, 2025. In accordance with Section 159(1) of the Act, the Board of Directors has fixed the number of directors to be elected at the EOGM at seven (07) to hold the office of director for a period of three (3) years commencing from March 27, 2025.

Independent directors shall be selected in accordance with the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Accordingly, in compliance with the provisions of Regulation 7-A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Election of Directors will be held in the following Categories:

<b>Category of Director</b>	<b>Number of Seats</b>
Female Director	1
Independent Directors	2
Other Directors	4

Any person who seeks to contest the election of Directors shall, whether he/she is a retiring director or otherwise, file consent with the Company as prescribed on Form 9 under Companies Regulations, 2024, along with the following documents and information at its registered office not later than fourteen days before the day of the above said meeting:

- 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.
- b) Profile along with his/her address to be placed on the website of the Company.
- c) An attested copy of Computerized National Identity Card (CNIC)/Passport (in case of foreigner).
- d) 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 seven 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, 2019 and all other applicable laws/rules/regulations/codes etc.
- e) Person contesting as Independent Director shall also submit a declaration that he/she qualifies the criteria of independence notified under the Companies Act, 2017.

5- CDC Account Holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

**6- 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.

The SECP vide circular no 4 of 2021 has advised to provide participation of the members through electronic means. Members interested to participate in the EOGM are requested to email their



Name, Folio Numbers, Number of Shares held in their name. Cell Number, CNIC Number (along with valid copy of both sides of CNIC) with subject "Registration for Participation in EOGM" at Registered Office, Universal House, 17/1 New Civil Lines, Bilal Road, Faisalabad.

7- 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 not 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.

**Polling:**

The members are hereby notified that 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"), SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Masood Textile Mills Limited (the "Company") will be allowed to exercise their right to vote through electronic voting facility or voting by post for the Election of the Company in its forthcoming Extraordinary General Meeting to be held on March 27, 2025, at 11:00 AM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

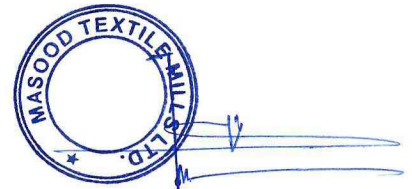
**Procedure for E-Voting:**

- I. 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 March 19, 2025.
- II. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through email from the web portal of Share Registrar (being the e-voting service provider).
- III. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- IV. E-Voting lines will start from March 24, 2025, 09:00 a.m. and shall close on March 26, 2025 at 5:00p.m. Members can cast their votes 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.

**Procedure for Voting Through Postal Ballot:**

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address Universal House, 17/1 New Civil Lines, Bilal Road, Faisalabad, Pakistan or email at waqasahmad@mtmho.com a day before the Extraordinary General Meeting on March 26, 2025 up to 5 p.m. The signature on the ballot paper shall match the signature on CNIC.

This postal Poll paper is also available for download from the website of the Company at [www.masoodtextile.com](http://www.masoodtextile.com).



Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding authority.

E-voting Service Provider: M/S. CorpTec Associates (Pvt.) Limited

In accordance with Regulation No. 11 of the Companies (Postal Ballot) Regulations, 2018 the Board of the Company has appointed M/s. Riaz Ahmad and Co., Chartered Accountants, to act as scrutinizer of the Company for Election of Directors as defined in Regulation No. 11A of the Postal Ballot Regulations.

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

The term of office of the present Directors of the Company will expire on March 31, 2025. In terms of Section 159(1) of the Companies Act, 2017 ("Act"), the directors have fixed the number of elected directors at seven (7) to be elected in the extraordinary general meeting for a period of three years.

Independent Director(s) will be elected through the process of election of director in terms of section 159 of the Companies Act, 2017 and they shall meet the criteria laid down in section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations 2018, accordingly the following additional documents are to be submitted by candidates intending to contest election of director as independent director.

- a) Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations 2019, and
- b) Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulations (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

