

Bhanero Textile Mills Limited

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting of the members of **Bhanero Textile Mills Limited** will be held on Tuesday 31st January 2017 at 4:00 PM at Umer House 23/1, Sector 23, S. M. Farooq Road, Korangi Industrial Area, Karachi, to transact the following business:

1. To confirm the minutes of the 37th Annual General Meeting held on 28th October 2016.
2. To elect the (Nine) directors as fixed by the Board of Directors for a term of three years in accordance with requirement of section 178 of The Companies Ordinance 1984. The names of retiring directors are 1. Mr. Khurram Salim 2. Mr. Bilal Sharif 3. Mr. Mohammad Amin 4. Mr. Adil Shakeel 5. Mr. Mohammad Salim 6. Mr. Mohammad Sharif 7. Mr. Mohammad Shaheen 8. Mr. Mohammad Shakeel 9. Mr. Iqbal Mehboob

The following persons filed their consent to act as director in the forth coming election.

1.	Mr. Khurram Salim	6.	Mr. Mohammad Salim
2.	Mr. Bilal Sharif	7.	Mr. Mohammad Sharif
3.	Mr. Mohammad Amin	8.	Mr. Mohammad Shaheen
4.	Mr. Adil Shakeel	9.	Mr. Iqbal Mehboob
5.	Mr. Hamza Shakeel		

3. To transact any other business with the permission of the chairman.

Karachi:

(By the order of the Board)

Dated: 6th January, 2017

**Syed Ashraf Ali, FCA
Company Secretary**

NOTES:

1. Every candidate for election as a Director, shall file with the Company not later than 14 (fourteen) days' before the date of Extra ordinary General Meeting, a notice of his intention to offer himself for election as a Director alongwith the consent to serve as a Director in the prescribed Form 28, a detailed profile alongwith his/her relevant declarations as required under the Code of Corporate Governance to his appointment as Director of the Company.

He / She should also confirm that:

- a. He / She is not ineligible to become a Director of the Company under any applicable laws and regulations (including listing regulations of Stock Exchanges).
- b. He / She is not serving as a Director in more than seven listed companies.

Karachi Office : Umer House. 23/1, Sector 23, S. M. Farooq Road, Korangi Industrial Area, Karachi - 74900 Phones : (92-21) 35115177-80 Fax : (92-21) 35115190 & 35115191 E-mail : khiuff@umergroup.com Website : www.umergroup.com	Lahore Office : 9 th Floor, City Towers, 6-K, Main Boulevard, Gulberg-II, Lahore - 54660 Phones: (92-42) 111 – 130 - 130, Fax: (92-42) 35770015 E-mail : lhroff@umergroup.com Website : www.umergroup.com
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- c. Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor director or officer of a corporate brokerage house.
2. The Shares Transfer Books of the Company will remain closed from 24th January 2017 to 31st January, 2017 (both days inclusive). Transfers received in order at the company address i.e. Umer House, 23/1, Sector 23, S. M. Farooq Road, Korangi Industrial Area, Karachi by 23rd January 2017 will be treated in time for the purpose of attendance and vote in the meeting.
3. A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote instead of him/ her. No person other than a member shall act as proxy.
4. An 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 such power or authority, in order to be valid, must be deposited at the registered office of the company at least 48 hours before the time of the meeting and must be duly stamped, signed and witnessed.
5. Any individual Beneficial Owner of CDC, entitled to attend and vote at this meeting, must bring his/her original CNIC or Passport, Account and participant's I.D. numbers, to prove his/her identity, and in case of proxy must enclose an attested copy of his/her CNIC or Passport. Representatives of corporate members should bring the usual documents required for such purpose. The account/ sub account holders of CDC will further have to follow the guidelines as laid down in Circular No. 1 of 2000 dated January 26, 2000 issued by Securities & Exchange Commission of Pakistan.
6. Any individual Beneficial Owner of CDC, entitled to attend and vote at this meeting, must bring his/her original CNIC or Passport, Account and participant's I.D. numbers, to prove his/her identity, and in case of proxy must enclose an attested copy of his/her CNIC or Passport. Representatives of corporate members should bring the usual documents required for such purpose. The account/ sub account holders of CDC will further have to follow the guidelines as laid down in Circular No. 1 of 2000 dated January 26, 2000 issued by Securities & Exchange Commission of Pakistan.
7. As instructed by Securities and Exchange Commission of Pakistan (SECP) vide their letter No. EMD/D-II/Misc/2009-1342 dated April 4, 2013 dividend warrants cannot be issued without insertion of CNIC Numbers; therefore, all shareholders holding physical shares were requested to submit copies of their valid CNICs as requested by our letters and also through advertisement in newspapers. All those shareholders who have not submitted their valid CNICs are once again requested to send a photocopy of their valid CNIC/National Tax numbers alongwith the folio numbers to the Company's Share Registrar. No dividend will be payable unless the CNIC number is printed on the dividend warrants, so please let us have your CNIC numbers failing, which we will not be responsible if we are not able to pay the dividends.
8. Members are requested to immediately inform of any change in their addresses to our share Registrar, Hameed Majeed Associates (Private) Limited.

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