



DAR ES SALAAM TEXTILE MILLS LIMITED

House No 37,
Street No 14, Cavalry Ground,
LAHORE – 54662, PAKISTAN

Telephone No. +92 42 36610643-4
Email: info@daressalaamtextilemills.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of the members of the Dar es Salaam Textile Mills Limited will be held on November 20, 2021, Saturday at 09:30 a.m. at the Company's registered office, located at House No 37, Street No 14, Cavalry Ground, Lahore Cantt., Lahore, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2021 together with the Auditors' and Directors' Reports thereon and the Review Report of the Chairman;
2. To appoint auditors of the Company for the year ending June 30, 2022 and to fix their remuneration. The members are hereby notified that the Board of Directors and the Board Audit Committee have recommended the name of M/S Rizwan & Co. Chartered Accountants, for re-appointment as auditors of the Company for the year ending June 30, 2022.
3. To elect (7) seven directors as fixed by the board under the provision of the Companies Act, 2017 for period of three years commencing from November 20, 2021. The names of retiring directors are as under:

- | | | | |
|----|------------------------|----|-----------------------------|
| 1. | Mr. Faisal Mukhtar | 2. | Mr. Muhammad Yousaf |
| 3. | Mr. Ejaz Hussain | 4. | Mrs. Nilofar Mukhtar |
| 5. | Miss Abida Mukhtar | 6. | Mrs. Mahwesh Faisal Mukhtar |
| 7. | Ch. Muhammad Gul Nawaz | | |

Special Business:

4. To consider and approve the change of Company Name and if thought fit, to pass the following resolutions as special resolutions, with or without modifications, addition or deletion

RESOLVED THAT the name of the company be changed from Dar es salaam Textile Mills Limited to DTM Real Estate Limited in compliance of part (i) of Sub-section (1) of Section 26 of the Companies Act, 2017 and subject to approval of Securities and Exchange Commission of Pakistan.

RESOLVED FURTHER THAT subject to approval of Securities and Exchange Commission of Pakistan under Section 12 of the Companies Act, 2017, the name of the Company be changed from "Dar es salaam Textile Mills Limited" to "DTM Real Estate Limited" and consequently the name be changed in the Memorandum and Articles of Association of the Company and all other formalities be completed in respect thereof.

Clause 1 of the Memorandum of Association be and is hereby amended to read as follows:

"The name of the company is DTM Real Estate Limited"

Article 1 of the Articles of Association be and is hereby amended to read as follows:

"The Company means DTM Real Estate Limited"

RESOLVED FURTHER THAT the name Dar es salaam Textile Mills Limited, wherever it occurs in the Memorandum and Articles of Association of the Company and/or any other Deed, Document, Titles etc. be substituted with the name "DTM Real Estate Limited".

RESOLVED FURTHER THAT the Board be and is hereby empowered to agree upon modification in these resolutions that may be directed/required by Securities and Exchange Commission of Pakistan without the need for passing any fresh resolution by the members.

RESOLVED FURTHER THAT the Chief Executive Officer and / or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem necessary or incidental and to complete all legal formalities and file all necessary documents to Securities and Exchange Commission of Pakistan, as may be necessary for the purpose of implementing the aforesaid resolution

5. **To consider and if thought fit, to approve following special business seeking disposal of freehold land and buildings on freehold by passing following resolution(s) as ordinary resolution(s) with or without any modification, addition or deletion in terms of Section 183(3)(a) of the Companies Act, 2017:**

RESOLVED THAT approval of the members of the Company be and is hereby accorded in terms of Section 183(3)(a) of the Companies Act, 2017 to dispose off freehold land measuring 126 kanals 13 marlas situated at 10 Kilometer Muridke-Sheikhupura Road, Muridke, including building on said freehold land.

RESOLVED FURTHER THAT approval be and is hereby accorded for utilization of the proceeds from sale of freehold land and building to settle the Company's liabilities towards lenders and other creditors and to utilize available funds for implementation of an alternate business plan as recommended by the Board of Directors of the Company.

RESOLVED FURTHER THAT alternate business plan as recommended by the Board of Directors of the Company, placed before the meeting, be and is hereby approved and adopted.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to sell freehold land, and building and delegate any or all of its powers in this regard to the Chief Executive Officer or any other person on such terms and conditions as they deem fit, to act on behalf of the Company in carrying out and performing all acts, matters, things and deeds to implement and/or give effect to sell land and building and utilization of the proceeds thereof.

RESOLVED FURTHER THAT Chief Executive Officer and/or Company Secretary be and are hereby singly authorized and empowered on behalf of the Company to do all acts, deeds and take all necessary steps including negotiations, and signing/execution of the agreements and all other documents as may be necessary in order to give effect to, implement and complete sale of freehold land and building of the Company.

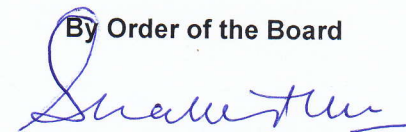
RESOLVED FURTHER THAT the Board be and is hereby empowered to agree upon modification in these resolutions that may be directed/required by Securities and Exchange Commission of Pakistan without the need for passing any fresh resolution by the members.

RESOLVED FURTHER THAT certified copies of this resolution be communicated to the concerned authorities, wherever required and shall remain in force until notice in writing to the contrary be given.

6. **To transact any other business, as may be placed before the meeting with the permission of the Chair.**

Statement under Section 134(3) of the Companies Act, 2017, pertaining to the Special Business referred to the above is annexed to this notice of meeting, being sent to the shareholders.

By Order of the Board



(Shahid Amin)
Company Secretary

Lahore: October 29, 2021

Notes:

- 1) The Members Register and Share Transfer Books will remain closed from November 13, 2021 to November 20, 2021 (both days inclusive) for the purpose of the Annual General Meeting. Transfers received at M/s Corplink (Pvt.) Limited, Wing Arcade, 1-K Commercial, Model Town, Lahore, the Registrar and Shares Transfer Office of the Company, by the close of business on November 12, 2021 will be treated in time for the purpose of Annual General Meeting.

Only those persons whose names appear in the Register of Members of the Company as at November 12, 2021 are entitled to attend and vote at the Annual General Meeting.

Election of Directors

Any shareholder who seeks to contest election to the office of director whether he/she is a retiring director must file with the Company Secretary not later than Fourteen days before the date of annual general meeting under Section 159 (3) of the Companies Act, 2017 along with a valid copy of Computerised National Identity Card, detailed profile, Consent to Act as Director on Form 28 and Declaration under the provisions of the Code of Corporate Governance.

- 2) A Member entitled to attend and vote at the Annual General Meeting may appoint another Member as his/her proxy to attend and vote for him/her provided that a corporation may appoint as its proxy a person who is not a member but is duly authorized by the corporation. Proxies must be received at the Registered Office of the Company not less than 48 hours before the time of the holding of the Annual General Meeting.
- 3) 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 account 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 of 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 the 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.

4. Members are requested to notify/submit the following information/documents, in case of book entry securities in CDS to their respective participant/investor account services and in case of physical shares to the Registrar of the Company by quoting their folio number and name of the Company at the above-mentioned address, if not earlier notified/submitted:

- Members are requested to notify any change in their registered address immediately.
- 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.
- Dividend mandate information mentioning title of bank account, International Bank Account Number (IBAN) bank name, branch name, branch code, and address towards direct transfer/credit of cash dividend in your account. Please note that all future dividends shall only be paid through online bank transfer as required under Section 242 of the Companies Act, 2017.

5. Pursuant to the provisions of the Companies Act 2017 the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link

for participating in the meeting. The demand for video-link facility shall be received by the Share Registrar at the address given herein above at least 10 days prior to the date of the meeting on the Standard Form available on the company's website.

The Company will intimate respective members regarding venue of the video-link facility before five days of the Meeting along with complete information necessary to enable them to access the facility.

I/we _____ of _____ being members of Dar es Salaam Textile Mills Limited holder _____ Ordinary Shares(s) as per Registered Folio No. CDC/Account No. _____ hereby opt for video conference facility at Lahore in respect of Annual General Meeting of the Company.

6. For any query / problem/information Members may contact the Company at email info@daressalaamtextilemills.com and/or the Share Registrar of the Company at above mentioned address
7. Members can exercise their right to demand a poll subject to meeting requirements of Section 143-145 of the Companies Act, 2017 and applicable clauses of the Companies (Postal Ballot) Regulations, 2018.
8. The Company also considered to provide e-voting facility in accordance with the requirements of the Companies (E-Voting) Regulations, 2016. However, e-voting facility cannot be made available to the members for this meeting as other mandatory conditions prescribed under the aforesaid Regulations including the availability of accredited intermediary could not be satisfied.
9. As per Circular No. 05 of 2020 dated March 16, 2020 read with Circular No. 4 of 2021 dated February 15, 2021; the shareholders may contact the Company at either of following:

Email: info@daressalaamtextilemills.com

Whatsapp: 0300-4010996

Mobile: 0300-4010996