

**ELAHI COTTON MILLS LIMITED****NOTICE OF EXTRA-ORDINARY  
GENERAL MEETING**

Notice is hereby given that an Extra-ordinary General Meeting of the members of the Company will be held at its Registered Office at 270- Sector I/9, Industrial Area, Islamabad on Saturday 23<sup>rd</sup> April, 2011, at 10.30 a.m. to transact the following business:-

1. To confirm the minutes of the 40<sup>th</sup> Annual General Meeting.
2. To elect new Board of Directors of the Company in accordance with the provisions of Section 178 of the Companies Ordinance, 1984 for the period of three years commencing from the conclusion of this Extra-ordinary General Meeting, in place of the following retiring Directors :-
 

1. Mr. Mahboob Elahi	2. Mr. Mahfooz Elahi	3. Mr. Mahmood Elahi
4. Mr. Abdul Rasheed	5. Mr. Farrukh Ahmed	6. Mr. Naveed Akhter
7. Mr. Raunaq ud Din		
3. To determine and approve terms and conditions for the appointment of the Chief Executive of the Company.
4. To transact any other ordinary business of the Company with the prior approval of the Chairman.

BY ORDER OF THE BOARD

*Mahfooz Elahi*

( MAHFOOZ ELAHI )  
Director

Islamabad,  
March 30, 2011

**NOTES:**

1. The number of Directors for election has been fixed by the Board of Directors in their meeting held on March 18, 2011, at seven. All the retiring Directors shall eligible for re-election for the next term. Any person whether he is retiring Director or otherwise, who seeks to contest election, shall file with the Company at its Registered Office, not later than fourteen clear days before the date of the above Extra-ordinary General Meeting:
  - a) A Notice of his/her intention to offer himself /herself for election in terms of Section 178(3) of the Companies Ordinance, 1984;
  - b) Form-28 (Consent to Act as Director) prescribed under Companies Ordinance, 1984;
  - c) A declaration with the Consent to act as Director in the prescribed form under clause (ii) of the Code of Corporate Governance to the effect that he/she is aware of duties and powers of Directors as mentioned in Companies Ordinance, 1984, the Memorandum & Articles of the Company and the Listing Regulations of Karachi/Islamabad Stock Exchanges and has read the relevant provisions contained therein;
  - d) A declaration in terms of the Code of Corporate Governance to the effect that he/she is not serving as a Director of more than ten other listed companies, and he/she is a registered National Tax Payer (exception for non residents), that he/she has not been convicted by a court of competent jurisdiction as defaulter in payment of any loan to a banking company, development financial institution or a non-banking financial institution; and that he/she or their spouse are not engaged in the business of Stock Brokerage (unless specifically exempted by the SECP).
  - e) An attested copy of CNIC / NTN or passport in case of a non resident.
2. A member entitled to attend and vote at this meeting may appoint another Member as his/her proxy. Proxies in order to be effective, must reach the Registered Office of the Company not later than forty eight hours before the time of holding the meeting and must be duly stamped, signed and witnessed.
3. Members whose securities are deposited in the CDS are requested to bring their original National Identity Cards and in case of non resident their original passport alongwith their Account Numbers in CDS for attending the meeting.
4. The Share transfer books of the Company shall remain closed from 18.04.2011 to 24.04.2011 (both days inclusive). Physical shareholders are requested to notify the Company of any change in their registered address and notify their National Identity Cards for record.

*ATT: MR. ALI AMBER*