



Ghazi Fabrics International Limited

8-C, E-III, Gulberg-III, Lahore - 54660, Pakistan



NOTICE OF 27th ANNUAL GENERAL MEETING.

NOTICE is hereby given that the 27th Annual General Meeting of the Shareholders of **GHAZI FABRICS INTERNATIONAL LTD.** will be held on Monday the 21st November, 2016 at 10:30 a.m. at Qasr-e-Noor, 9-E-2, Gulberg-III, Lahore to transact the following business:-

ORDINARY BUSINESS:

1. To confirm the minutes of 26th Annual General Meeting of the members of the Company held on Saturday the 31st October, 2015.
2. To receive, consider and adopt the audited accounts of the Company for the year ended June 30, 2016 together with the Directors' and Auditors' Reports thereon...
3. To appoint Auditors and fix their remuneration for the year ending June 30, 2017. The present auditors M/s. Qadeer & Co., Chartered Accountants, retire and being eligible has offered themselves for reappointment.
4. To transact any other ordinary business with the permission of the Chair.

SPECIAL BUSINESS:

5. To Consider and if deemed fit, pass a special resolution to amend the Articles of Association of the Company to set out the members' right to exercise their votes by electronic means.
6. To seek the consent of shareholders for transmission of Annual Audited Accounts through CD/DVD/USB instead of transmitting the said accounts in hard copies in compliance with Securities and Exchange Commission of Pakistan's SRO No.470(1)/2016 dated May 31,2016.

A statement of material facts under section 160(1)(b) of the Companies Ordinance 1984 covering the above mentioned special business is being sent to the shareholders along with a copy of this notice.

by order of the Board

L A H O R E:
October 31, 2016.

(NAUMAN IQBAL)
Company Secretary

NOTES:-

- I. Share Transfer Books of the Company will remain closed from 15th November, 2016 to 21st November, 2016 (both days inclusive).
- II. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of him/her. Proxy Forms must be deposited at the Company's Registered Office not less than 48 hours before the time for holding the meeting.



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- III. Shareholders whose shares are deposited with CDC must bring their Original Computerized National Identity Card or Passport alongwith Participant's ID number and their account number at the time of attending the meeting to prove identity and in case of proxy must enclose an attested copy of CNIC. Representatives of Corporate Members should bring the usual documents required for this purpose.
- IV. Members are requested to provide by fax or courier of their latest Computerized National Identity Card Number or Passport Number if foreigner (unless it has been provided earlier) to enable the Company comply with relevant law.
- V. Shareholders are requested to notify the change in their addresses, if any, immediately.
- VI. In pursuance of the directions given by SECP vide SRO 787 (1)/ 2014 dated 8 September 2014, those shareholders who desire to receive Annual Financial Statement in future through Email instead of receiving the same by Post are advised to give their formal consent along with their valid email address on a standard request from which is available at the Company's website i.e. www.ghazifabrics.com and send the said form duly filled in and signed along with copy of his /her /its CNIC / Passport to the Company's registered address.

Statement of Material Facts under Section 160(1)(b) of The Companies Ordinance 1984.

Item No. 5 of the Notice

Amendment in Articles of Association regarding E-Voting

SECP has issued The Companies (E-Voting) Regulations, 2016. These Regulations provide members with a right to vote at general meetings through electronic means, subject to satisfaction of certain conditions, including the amendment of Articles of Association so as to stipulate that in case of E-Voting both members and non-members can be appointed as proxy.

For the purpose of incorporation the facility of E-Voting in the Articles of Association of the Company, it is proposed that the following special resolution be passed to amend Articles of Association.

Resolved that

- a. Article 66 be replaced with
A member duly registered shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, or to be reckoned in a quorum, at any General Meeting. In case of E-voting voters may appoint either members or non-members as proxy.
- b. Article 67 be replaced with
Votes may be cast either, personally or by proxy or electronically. Provided that no company shall vote by proxy as long as a resolution of board of directors in accordance with Section 162 of the Ordinance is in force.
- c. The following new Article 70A be and hereby inserted after Article 70.



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An instrument appointing a proxy for the purpose of E-Voting shall be in the following form, and shall be deposited in writing with the Company at its registered office or through email at the email address of the Company provided for this purpose, at least ten (10) days prior to the date of general meeting.

I/We _____ of _____ being a member of Ghazi Fabrics International Limited, holder of _____ ordinary share(s) as per registered folio/CDC investor account number _____ hereby opt for E-Voting through intermediary and hereby consent the appointment of execution officer _____ as proxy and will exercise E-Voting as per The Companies (E-Voting) Regulations, 2016 and hereby demand for poll for resolutions.

My secured email address is _____ please send login details, password and electronic signature through email.

Further Resolved that the Chief Executive/Directors and Company Secretary be and is hereby authorized and empowered to fulfill all legal, corporate and procedural formalities to give effect to these resolutions and to do or cause to be done all acts, deeds and things that may be necessary or required for alteration of the Company's Articles of Association.

Further Resolved that in case of any omission or mistake if pointed out by the Commission (SECP) and any other competent authority in the aforesaid resolutions the Company Secretary be and is hereby authorized to make necessary corrections as permitted under the law in letter and spirit.

Item No. 6 of the Notice

Securities and Exchange Commission of Pakistan through SRO No.470 (1)/2016 dated May 31, 2016 has allowed companies to circulate the annual audited accounts to its members through CD/DVD/USB at their registered address after approval by members. The Company shall supply hard copies of the annual audited accounts to the shareholders, on demand, at their registered addresses, free of cost, within one week of such demand. For the convenience of its members, the company shall place on its website a standard request form, for despatch of annual audited accounts in hard copy instead of sending the same through CD/DVD/USB, along with postal and email address.