

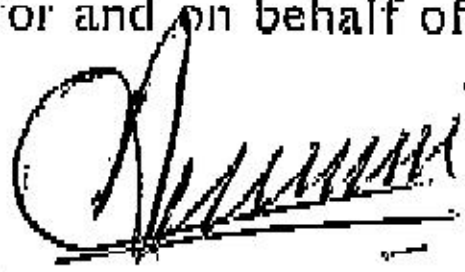
Shadman**SHADMAN COTTON MILLS LIMITED****NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given to the shareholders of Shadman Cotton Mills Limited that an Extraordinary General Meeting of the Company will be held on Saturday June 29, 2013, at 9:00 a.m. at Hotel Crown Inn, Plot No. 171, Off 21 AM, Frere Road, Saddar, Karachi, to transact the following business:

1. To confirm the minutes of the Annual General Meeting held on January 22, 2013.
2. To consider and approve the sale of Sindh Segment including Kotri Unit, all fixed and current assets of Shadman Cotton Mills Limited, along with long term and current liabilities and other assets of the Company located at Sindh, i.e. Plots No. E-8 & E-11, situated at S.I.T.E., Kotri, industrial Plots No. A-293-294, situated at S.I.T.E., Nooriabad and offices at Room No. 201-202, 2nd Floor, Commerce Centre, Hasrat Mohani Road, Karachi, and Room No. 801-802, 8th Floor, Lakson Square, Building No. 3-A, Sarwar Shaheed Road, Karachi to Nadeem Textile Mills Limited, and if deemed fit to pass with or without modification the following resolutions as ordinary Resolutions.
 - a) Resolved that pursuant to section 196(3) of the Companies Ordinance, 1984 the directors of the Company be and are hereby authorised to sell Sindh Segment including Kotri Unit all fixed and current assets of Shadman Cotton Mills Limited along with long term and current liabilities and other assets of the Company located at Sindh, i.e. Plots No. E-8 & E-11, situated at S.I.T.E., Kotri, industrial Plots No. A-293-294, situated at S.I.T.E., Nooriabad and offices at Room No. 201-202, 2nd Floor, Commerce Centre, Hasrat Mohani Road, Karachi, and Room No. 801-802, 8th Floor, Lakson Square, Building No. 3-A, Sarwar Shaheed Road, Karachi to Nadeem Textile Mills Limited.
 - b) Resolved that Mr. Zahid Mazhar Chief Executive/Director of the Company be and is hereby authorized and empowered to sell the Sindh Segment including Kotri Unit (land, building, plant & machinery, offices along with current assets and long term and short term liabilities) along with other assets i.e. industrial Plots No. E-8 & E-11, situated at Kotri, industrial Plots No. A-293-294, situated at S.I.T.E., Nooriabad and offices at Room No. 201-202, 2nd Floor, Commerce Centre, Hasrat Mohani Road, Karachi, and Room Nos. 801-802, 8th Floor, Lakson Square, Building No.3-A, Sarwar Shaheed Road, Karachi, on behalf of the Company and complete all the legal formalities to give effect to the aforesaid Resolution.
 - c) Resolved that acts, deeds and things done by the above authorized person for and on behalf of the Company shall be binding acts and deeds upon the Company.
 - d) Resolved that the above resolutions are valid till July 31, 2013.
3. To consider any other business of the Company with the permission of the Chair,

Karachi.

Dated: June 07, 2013


 By order of the Board
 Abdul Amin
 Company Secretary

Notes:

1. The Share Transfer Books of the Company shall remain closed from 22-06- 2013 to 29-06- 2013 (both days inclusive).
2. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. The Proxy form, must be received at the Head Office of the Company, at 801-804, 8th Floor, Lakson Square Building No.3-A, Sarwar Shaheed Road, Karachi duly stamped, signed and witnessed not later than forty-eight (48) hours before the meeting.
3. Shareholders whose shares are deposited with Central Depository Company of Pakistan Ltd. (CDC) are requested to bring their Computerized National Identity Card (CNIC) along with their CDC Account Number for verification. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.
4. For attending the meeting and appointing proxies CDC account holders will further have to follow the guidelines as laid down in Circular No.01, dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan.
5. Members are requested to immediately inform the Company of any change in their address.
6. A statement under section 160(1)(b) of the Companies Ordinance, 1984, regarding the business to be transacted at the Extraordinary General Meeting is being sent to the members alongwith a copy of this notice.