

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

Notice is hereby given that an Extra-Ordinary General Meeting of the shareholders of **Suraj Cotton Mills Limited** will be held physically as well as virtually (through Zoom) on **Friday, April 01, 2022 at 10:30 A.M.** at the registered office of the Company situated at 7-B-III, Aziz Avenue, Canal Bank, Gulberg-V, Lahore to transact the following business:

Ordinary Business:

1. To elect **(7)** Directors, as fixed by the Board of Directors of the Company in their meeting held on February 24, 2022, in accordance with the provisions of Section 159 of the Companies Act, 2017 for a term of three (3) years commencing from April 01, 2022.

The term of office of following Directors will expire on April 02, 2022 and they are eligible for re-election:

- | | | | |
|---|--------------------|---|---------------------|
| 1 | Mr. Khalid Bashir | 2 | Mr. Ahsan Bashir |
| 3 | Mr. Adil Bashir | 4 | Mr. Amjad Mahmood |
| 5 | Mr. Mohammad Iqbal | 6 | Mr. Humayun Maqbool |
| 7 | Mr. Sharik Bashir | | |

Any Other Business:

2. To transact any other business with the permission of the Chair.

Statement U/s 166(3) of the Companies Act, 2017 in respect of justification for choosing the appointee for appointment as independent director is being sent to the shareholders along with this notice.

By Order of the Board**Lahore:** March 10, 2022**Company Secretary**

BOOK CLOSURE:

The Members' Register will remain closed from **March 26, 2022 to April 01, 2022 (both days inclusive)**

NOTES:

1. Transfers received in order at the company's Share Registrar Office, M/s Corptec Associates Private Limited, 503-E, Johar Town, Lahore by the close of business hours on or before **March 25, 2022** will be considered in time.
2. As per the guidelines issued by SECP vide its letter No. SMD/SE/2(20)/2021/117 dated December 15, 2021, Circular No. 4 of 2021 dated February 15, 2021 and Circular No. 6 of 2021 dated March 03, 2021, arrangements have also been made by the Company to facilitate maximum participation of the Shareholders in the meeting through online platform / facility (i.e. ZOOM) either in-person or through appointed proxies, in addition to physical presence. Please note that in order to comply with the directives of the Government, only fully vaccinated persons can attend the Meeting Physically and such peoples must bring their vaccination certificate with them.

Those Shareholders who are interested to participate in the EOGM virtually are requested to share below information at info@corptec.com.pk for their appointment and proxy's verification by or before Friday, March 25, 2022 by 3:00 P.M.

Name of Shareholder	CNIC No.	Folio No. / CDC Account No.	Cell No.	E-mail Address

Shareholders who will be registered, after necessary verification as per the above requirement, will be provided a password protected video link by the Company via email. The said link will be available at the start of EOGM till the end of the meeting. Shareholders can also provide their comments and questions for the agenda items of EOGM at aforementioned e-mail on or before Friday, March 25, 2022 by 05:00 p.m.

3. A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies in order to be effective must be received by the Company at the Registered Office not later than 48 hours before the time of holding the meeting. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form. A proxy must be a member of the Company. The proxy form is annexed to the notice sent to the members. In case of corporate entity, the Board of Director's resolution/power of attorney with specimen signature of the nominee shall be submitted along with copy of CNIC of the representative.

4. Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company the following documents and information at its registered office not later than fourteen (14) days before the date of the above said meeting:
- a) His/her Folio No./CDC Investors Account No./CDC Participant No./Sub-Account No. He / She must be a member of the Company at the time of filing of his/her consent for contesting election of directors.
 - b) Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017.
 - c) Consent to act as director on Form 28 under Section 167 of the Companies Act, 2017.
 - d) A detailed profile along with office address for placement onto the Company's website as required under SECP's SRO 1196(1)2019 dated October 03, 2019.
 - e) The individual(s) contesting as independent directors shall also submit a declaration that he/she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017 and rules and regulations issued thereunder.
 - f) An attested copy of Computerized National Identity Card (CNIC) and National Tax Number;
 - g) A declaration that:
 - He/she is not ineligible to become a director of the Company under Section 153 of the Companies Act, 2017, any applicable laws and regulations (including listing regulations of Stock Exchange).
 - He/she is not serving as a director of more than seven listed companies including the Company.
 - He/she is not a defaulter in repayment of loan to a financial institution.
 - He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of Company and listing regulations of stock exchange;
 - He / She is not engaged in the business of brokerage, or is not a spouse of such person or is not a sponsor, director or officer of a corporate brokerage house.
5. In case number of candidates are more than the number of directors to be elected, Pursuant to the Companies (Postal Ballot) Regulations 2018, for the purpose of election of directors, the members will be allowed to exercise their right of vote through postal ballot, that is voting by post, in accordance with the requirements and procedure contained in the aforesaid Regulations.
6. **Change of Address:** Shareholders are also requested to notify immediately any change in their postal address / E-mail address (if any) to the Share Registrar of the Company, M/s. Corptec Associates (Private) Limited, 503-E, Johar Town, Lahore. Ph. 042-35170335- 37

7. **Submission of Copies of Valid CNICs:** Shareholders are requested to submit copy of their valid CNIC mentioning company name & Folio Number at our Share Registrar's address at their earliest.
8. The notice of Extra – Ordinary General Meeting has been placed on the Company's website <https://www.suraj.com/>

Video Conference Facility

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 EOGM. The demand for video-link facility shall be received by the Share Registrar at the address given hereinabove at least seven (7) days prior to the date of the meeting on the Standard Form available on the company's website.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

The term of office of the present Directors of the Company will expire on April 02, 2022. In terms of Section 159(1) of the Companies Act, 2017 ("Act"), the directors have fixed the number of elected directors at seven (7) to be elected in the extraordinary general meeting for a period of three years.

Independent Director(s) will be elected through the process of election of director in terms of section 159 of the Companies Act, 2017 and they shall meet the criteria laid down in section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations 2018, accordingly the following additional documents are to be submitted by candidates intending to contest election of director as independent director.

- a) Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations 2019, and
- b) Undertaking on non-judicial stamp paper that he/she meet the requirements of sub-regulations (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The present Directors are interested to the extent that they are eligible for re-election as Directors of the Company.