

FEROZE1888 MILLS LIMITED
NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of the Feroze1888 Mills Limited will be on Monday, 20 July 2020 at 09:00 a.m. at C-3, SITE, Karachi and if the current situation of COVID-19 pandemic continues the meeting will be held through video link to transact the following businesses:

ORDINARY BUSINESS

1. To confirm the minutes of Annual General Meeting of the Company held on 23 October 2019.
2. To elect Ten (10) Directors of the Company as fixed by the Board of Directors in their meeting pursuant to a requisition from a shareholder under Section 162 of the Companies Act, 2017 for holding of fresh election of the directors of Feroze1888 Mills Limited for the next new term of three years commencing 20 July 2020.

The following are the retiring Directors;

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|---------------------------|---------------------|
| 1. Mr. Khaleequr Rahman | 5. Mr. Perwez Ahmed |
| 2. Mr. Shabbir Ahmed | 6. Mr. Nasim Hyder |
| 3. Mr. Abdul Rehman Yaqub | 7. Mr. Usama Rehman |
| 4. Mr. Jonathan R.Simon | 8. Ms. Huma Pasha |

The retiring Directors are eligible for re-election.

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

A statement pertaining to the material facts is being sent to the shareholders alongwith this notice.

By Order of the Board

(Muhammad Usama Siddiqui)
Company Secretary

Karachi
June 29, 2020

Notes:

1. Share Transfer Books of the Company will remain closed from Monday, 13 July 2020 to Monday, 20 July 2020 (both days inclusive). Transfer received at the office of Share Registrar at the close of business on Friday, 10 July 2020 will be considered in time to attend and vote at the meeting and for the purpose of above entitlement to the transferees.
2. Any person (including a retiring director) who seeks to contest election of directors shall file with the Company at its registered office H-23/4A., Scheme No. 3 Landhi Industrial Area, Karachi not later than (14) fourteen days before the day of the above said meeting at which elections will be held, the following documents (the soft copy mentioned documents are available at our website or may be obtained from the office of the Company Secretary):
 - 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 together with,
 - Consent to act as Director under section 167(1) of the Companies Act, 2017 on a duly filled and signed Form 28.
 - Detailed profile/CV along with office address to be placed on the Company's website seven days prior to the date of election in term of SECP's SRO 1196(1)/2019 of 3rd October 2019. Details of holding of other offices and directorships in other companies with date.

- Details of family members (spouse, lineal ascendants and descendants and siblings including stepfather, stepmother, stepson, stepdaughter, stepbrother or stepsister, if any).
- Declaration in respect of being compliant with the requirements of eligibility criteria as set out in the Companies Act, 2017 to act as the director of a listed company.
- Attested copy of valid CNIC/Passport and NTN.
- Latest passport size photograph.

3. Independent Director(s) will be elected through the process of election of director in terms of section 159 of the Act and they shall meet the criteria laid down in section 166 the Act, and the Companies (Manner and Selection of Independent Director) Regulations, 2018, accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as on independent director (the soft copy mentioned documents are available at our website or may be obtained from the office of the Company Secretary):

- Declaration by Independence Director(s) chapter II clause 6 (3) of the Listed companies (CCG) Regulations, 2019.
- Undertaking on non-judicial stamp paper that he / she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

4. **For attending the meeting through video link due to COVID-19 Pandemic:**

In pursuance of SECP Circular Nos. 5 and 10 of 2020 dated 17 March 2020 and 01 April 2020 respectively regarding Regulatory Relief to dilute impact of Corona Virus (COVID-19) for Corporate Sector, the shareholders interested in attending the Extraordinary General Meeting (EOGM) through video link facility ("Zoom" which can be downloaded from Google Play or Apple App Store) are requested to get themselves registered with the Company Secretary office at least two working days before the holding of the time of EOGM at secretary@feroze1888.com or through share registrar of the company (FAMCO Associates (Pvt.) Ltd, 8-F, Next to Hotel Faran, Nursery Block-6, PECHS, Shahrah-e-Faisal, Karachi.by providing the following details:

Name of Shareholders	CNIC No.	Folio / CDC	Cell No.	Email Address

- ✓ Upon receipt of the above information from interested shareholders, the Company will send the login details at their email addresses.
- ✓ On the EOGM day, the shareholders will be able to login and participate in the EOGM proceedings through their smart phone or computer devices from their any convenient location.
- ✓ The login facility will be opened twenty (20) minutes before the meeting time to enable the participants to join the meeting after identification process and verification process

- Members are requested to submit copies of their CNICs and promptly notify any change in their address by writing to the office of the registrar.
- Members should quote their Folio/CDC number in all correspondence and at the time of attending the Meeting.
- Members can also exercise their right of e-Voting subject to the requirements of Section 143 and 144 of the Companies Act, 2017 and the applicable, 2018 clause of the Companies (Postal Ballot) Regulations.

Shareholders who wish to participate through e-voting, kindly provide immediately through a letter duly signed by them i.e. Name, Folio/CDC Account No., E-mail address, contact number to the share registrar of the company (FAMCO Associates (Pvt.) Ltd, 8-F, Next to Hotel Faran, Nursery Block-6, PECHS, Shahrah-e-Faisal, Karachi.

8. **GUIDELINES FOR CDC ACCOUNT HOLDERS ISSUED BY SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN**

for personal attendance:

- In case of individual, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original National Identity Card at 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.

for appointing proxy

- (i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- (ii) The proxy must be witnessed by two persons whose names, addresses and Computerized National Identity Card (CNIC) number shall be mentioned on the form.
- (iii) Attested copies of CNIC or the passport of the beneficial owners and of 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 the meeting.
- (v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless is has been provided earlier) alongwith proxy form to the Company.

Registered Office

Feroze1888 Mills Limited
H-23/4A, Scheme # 3
Landhi Industrial Area,
Karachi

Share Registrar

FAMCO Associates (Pvt.) Ltd
8-F, Next to Hotel Faran, Nursery
Block-6 PECHS, Shahrah-e-Faisal
Karachi

Statement of Material Facts

1. Under Section 166(3) of the Companies Act, 2017

As per Section 166 of Companies Act, 2017 a statement of material facts is annexed to the notice of the Extra Ordinary General Meeting called for the purpose of fresh election of directors which shall indicate the justification for choosing the appointee for appointment as Independent director.

Being a listed company, Feroze1888 Mills Limited is required to have independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations 2019. Accordingly the company shall ensure that Independents Director are elected in accordance with the procedures for election of directors laid down in section 159 of the Companies Act, 2017.

After the contestants file their notice / intention to stand for election, the Company shall apply following criteria for choosing the appointee for appointment as Independent Director;

- Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP.
- Respective competencies diversity, skill knowledge and experience of the election contestants shall be assessed
- The company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independent criteria as mentioned in Section 166 (2) of the Company Act, 2017.

2. Pursuant to a requisition from a shareholder under Section 162 of the Companies Act, 2017 fresh election of the directors of Feroze1888 Mills Limited are being held on 20 July 2020.