



FEROZE1888 MILLS LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (the “EOGM”) of the Members of Feroze1888 Mills Limited (the “Company”) will be held on Monday, July 20, 2026 at 10:00 a.m. at the Institute of Chartered Accountants of Pakistan (ICAP) Auditorium, G-3/18, Chartered Accountants Avenue, Clifton, Karachi / video link to transact the following business:

ORDINARY BUSINESS:

1. To elect ten (10) Directors of the Company, as fixed by the Board of Directors in their meeting in accordance with the provisions of Section 159 of the Companies Act, 2017 for the next term of three (3) years commencing July 20, 2026.

The following Directors are retiring and eligible for re-election:

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|-----------------------------|-----------------------------|
| 1. Mr. Abdul Rehman Yaqub | 2. Mr. Shabbir Ahmed |
| 3. Mr. Khaleequr Rahman | 4. Mr. Perwez Ahmed |
| 5. Mr. Zain Ashraf Mukaty | 6. Mr. Anas Rahman |
| 7. Mr. Temoor Ashraf Mukaty | 8. Mr. Moin M. Fudda |
| 9. Ms. Huma Pasha | 10. Ms. Aminah Zahid Zaheer |

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

A Statement of material facts under Section 166(3) pertaining to election of Directors are being circulated to the members along with the notice of the meeting.

By Order of the Board
Faizan Zafar
Company Secretary

Karachi
June 24, 2026

Notes:

1. The Share Transfer Books of the Company will remain closed from Tuesday, July 14, 2026, to Monday, July 20, 2026 (both days inclusive) for the purpose of holding the EOGM. During this period, no transfer of shares will be accepted for registration. Transfers received at the office of the Share Registrar by the close of business on Monday, July 13, 2026, will be considered in time for the purpose of attending and voting at the EOGM.
2. A member of the Company entitled to attend and vote at this meeting may appoint a proxy to attend, speak and vote instead of him/her. A proxy must be a member of the company. An instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority to be valid must be received at the Registered Office of the Company or at the Office of the Share Registrar not later than forty-eight hours before the time for the Meeting. A member shall not be entitled to appoint more than one proxy. If a member appoints more than one proxy and more than one instrument of proxy are deposited by a member with the Company, all such instruments shall be rendered invalid. The proxy shall produce his/her Original National Identify Card or Passport to prove his/her identity.
3. 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.
4. Members should quote their Folio/CDC number in all correspondence and at the time of attending the Meeting.
5. The term of office of the current directors of the Company will expire on July 19, 2026. In accordance with section 159(1) of the Act, the Board of Directors has fixed the number of directors to be elected at the EOGM at ten (10) to hold the office of director for a period of three (3) years commencing from July 20, 2026.

Independent directors shall be selected in accordance with the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulation, 2018.

Any person (including a retiring director) who seeks to contest the election of Directors shall file the following documents with the Company Secretary, at its Registered Office H-23/4A, Scheme No. 3 Landhi Industrial Area, Karachi not later than fourteen (14) days before the date of Extraordinary General Meeting.

- 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;
- Consent to act as Director (Appendix to Form 9), as prescribed under the Companies Regulations, 2024 and Section 167 (1) of the Companies Act, 2017;
- Detailed profile 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 dated 3rd October 2019;
- Details of directorships in other companies with date;
- A signed declaration confirming that:
 - a. He/She is aware of his/her duties and powers under the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and regulations;
 - b. He/She is not ineligible to become a Directors of a Listed Company under the provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other applicable laws/regulations.
- Copy of valid CNIC or Passport (in case of a foreign national) alongwith NTN and Folio Number/CDC Account or Sub Account number; and

Additional Documents for Candidates Intending to Contest the Election as an Independent Director

Independent Director(s) will be elected in terms of section 159 of the Companies Act 2017 and they shall meet the criteria laid down in section 166 of the Companies Act, 2017 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 consent election of directors as an independent director.

- Declaration of Independence under Regulation 6(3) of the Listed companies (Code of Corporate Governance) Regulations, 2019;
- Undertaking on non-judicial stamp paper that he / she meets the requirements Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The final list of contesting directors will be circulated not later than seven (7) Days before the date of EOGM in terms of Section 159(4) of the Companies Act, 2017. Further, the website of the Company will also be updated with the required information.

6. The shareholders interested in attending the General Meeting through Zoom video link facility, are requested to get themselves registered with the Company Secretary office at least two working days before the holding of the time of the EOGM at secretary@feroze1888.com or through share registrar of the company M/s. FAMCO Share Registration Services (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 day of meeting, the shareholders will be able to login and participate in the proceedings through their smart phone or computer devices from 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 and verification process.

7. Pursuant to the Companies (Postal Ballot) Regulations, 2018, read with Sections 143 and 144 of the Companies Act, 2017, and the amendments thereto notified vide S.R.O. dated December 05, 2022, all Listed Companies are required to provide members with the facility to exercise their right to vote through postal ballot, including voting by post or electronic mode, for the purpose of election of directors where the number of persons offering themselves for election exceeds the number of directors fixed under Section 159(1) of the Companies Act, 2017. The voting process shall be conducted in accordance with the requirements and procedures prescribed under the aforesaid Regulations.

Pursuant to S.R.O 451(I)/2025 dated 13 March 2025, members attending the meeting physically may vote only by postal ballot since voting by show of hands is not allowed.

8. Members are requested to have their updated email addresses and cell phone numbers incorporated in their physical folio with the Share Registrar of the Company and with their Participant or Broker / CDC Investor Account Services for shares held in electronic form.
9. Notice of the Extraordinary General Meeting of the Company has been placed on the website of the Company, <https://feroze1888.com/investor/election-of-directors/notice-of-election-of-directors/>.
10. Section 72 of the Companies Act 2017 (the 'Act') requires all companies to replace shares issued in physical form to book-entry form within four years of the promulgation of the Act. The shareholders having physical shares are encouraged to convert their shares into book-entry form at the earliest. The shareholders of the Company may contact the Share Registrar, namely M/s. FAMCO Share Registration Services (Pvt.) Ltd for the conversion of physical shares into book-entry form.
11. As per SECP Circular No. 2 of 2018 and Section 185 of the Companies Act, 2017, companies are strictly prohibited from offering gifts or incentives to shareholders at General Meetings. Furthermore, in compliance with SECP's S.R.O. 452(1)/2025 dated March 17, 2025, no gifts will be distributed at the EOGM.

12. Appointment of Scrutinizer

In accordance with the regulation 11 of the Companies (Postal Ballot) Regulations, 2018 (the Regulations), the Board of the Company has appointed M/s. Junaidy Shoaib Asad, Chartered Accountants, a QCR rated audit firm, to act as scrutinizer of the Company for election of Directors in the meeting and to undertake other responsibilities as defined in regulation 11A of the Regulations.

13. Shareholders are requested to follow the code of conduct prescribed under sub-regulation (2) of Regulation 55 of the Companies Regulations, 2024 while attending the Extraordinary General Meeting.

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

For attending the Meeting:

- I. 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 form 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 it has been provided earlier) along with proxy form to the Company.

Registered Office

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

Share Registrar

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

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

The Term of office of the current directors of the Company will expire on July 19, 2026. In accordance with Section 159(1) of the Companies Act, 2017, the Board of Directors have fixed the numbers of Directors to be elected at the EOGM at ten (10), to hold the office of Director for a period of three (3) years commencing July 20, 2026.

Section 166 of the Companies Act, 2017 requires that a statement of material facts is annexed to the notice of the extraordinary general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

The Company shall have at least three (3) or one third members whichever is higher on the Board as independent directors in accordance with the Listed Companies (Code of Corporate Governance), 2019. Accordingly, it will be ensured that the independent directors to be elected meet the criteria set out for independence under provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and Companies (Manner and Selection of Independent Directors) Regulations, 2018 and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP. Appropriate competency, diversity, skill set knowledge and experience of the contestants shall also be assessed during the finalization of independent directors.

No directors have direct or indirect interest in the above said business, except as shareholders and that they may consent for election of directors accordingly.