



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 Thursday, July 20, 2023 at 09:30 a.m. at the Institute of Chartered Accountants of Pakistan (ICAP) Auditorium, Chartered Accountants Avenue, Clifton, Karachi / video link to transact the following businesses:

ORDINARY BUSINESS:

1. To confirm the minutes of Annual General Meeting of the Company held on 26 October 2022.
2. 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, 2023.

The names of retiring Directors are as follows:

- | | |
|---------------------------|-----------------------------|
| 1. Mr. Jonathan R. Simon | 2. Mr. Khaleequr Rahman |
| 3. Mr. Shabbir Ahmed | 4. Mr. Abdul Rehman Yaqub |
| 5. Mr. Perwez Ahmed | 6. Mr. Anas Rahman |
| 7. Mr. Zain Ashraf Mukaty | 8. Mr. Nasim Hyder |
| 9. Ms. Huma Pasha | 10. Ms. Aminah Zahid Zaheer |

Any person who seeks to contest the election of Directors must file a notice of his/her intention to offer himself/herself for election as a director, in terms of Section 159(3) of the Companies Act, 2017, not later than fourteen (14) days before the date of the EOGM.

SPECIAL BUSINESS:

3. To approve the circulation of Annual Report (including the Audited Financial Statements, Auditor’s Report, Directors’ Report, Chairman’s Review Report) to the Members of the Company through QR enabled code and weblink, in accordance with Section 223(6) of the Companies Act, 2017 read with S.R.O. 389(I)/2023 dated March 21, 2023.

“RESOLVED THAT Feroze1888 Mills Limited (the “Company”) be and is hereby authorized to circulate its Annual Report including Annual Audited Financial Statements, Auditor’s Report, Directors’ Report, Chairman’s Review Report and other reports contained therein to the Members of the Company through QR enabled code and weblink.”

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

The Statement of Material Facts is hereby annexed with the Extraordinary General Meeting notice.

By Order of the Board

(Mudassir Moten)
Company Secretary

Karachi
June 23, 2023

Notes:

1. Share Transfer Books of the Company will remain closed from Friday, July 14, 2023 to Thursday, July 20, 2023 (both days inclusive). Transfer received at the office of Share Registrar at the close of business on Thursday, July 13, 2023 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. Any person (including a retiring director) who seeks to contest the 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 fourteen (14) days before the date of EOGM:
 - 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 under section 167(1) of the Companies Act, 2017 on a duly filled and signed Form 28;
 - 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.

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(2) of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Director) Regulations, 2018.

- 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 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 the EOGM at secretary@feroze1888.com or through share registrar of the company M/s. 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 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 Section 143 and 144 of the Companies Act, 2017, Members will be allowed to exercise their right to vote through postal ballot that is voting by post or electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.
 8. Members are requested to have their updated email and cell number 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. The notice of EOGM has also been posted on the Company's website.
 10. Section 72 of the Companies Act 2017 requires all companies to replace shares issued in physical form to book-entry form within four years of the promulgation. 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 Associates (Pvt.) Ltd for the conversion of physical shares into book-entry form.

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

for personal attendance:

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

Agenda No. 2:

The Term of office of the current directors of the Company will expire on July 19, 2023. 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, 2023.

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

Accordingly, it will be ensured that the independent directors to be elected will 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.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

Agenda No. 3:

Circulation of Annual Audited Financial Statements through QR enabled code and weblink

The Securities and Exchange Commission of Pakistan (SECP) through its Notification No. S.R.O. 389(1)/2023 dated 21 March 2023 has allowed the companies to circulate the Annual Audited Financial Statements to its Members/Shareholders through Quick Response (QR) enabled code and weblink instead of through CD/DVD/USB. The notice of meeting shall be dispatched to Members as per requirements of the Companies Act, 2017 on their registered address, containing the QR code and the weblink address to view and download the Annual Audited Financial Statements together with the Reports and documents required to be annexed thereto under the Companies Act 2017.

Considering the optimum use of advancements in technology and in order to fulfil the Company's corporate social responsibility to the environment and sustainability, Members approval is sought for the circulation of the Annual Report (including Annual Audited Financial Statements and other reports contained therein) to the Members of the Company through QR enabled code and weblink in accordance with S.R.O. 389(I)/2023 dated March 21, 2023.