

HAJI MOHAMMAD ISMAIL MILLS LTD
NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of the company will be held on Tuesday 31st March, 2020 at 10.00 a.m. at its registered office at 409 Commerce Centre, Hasrat Mohani Road, Karachi to transact the following business:

1. To confirm the minutes of the last Annual General Meeting held on 26.10.2019
2. To elect seven directors of the company as fixed by the board in accordance with the provision of section 159 for a term of three years in place of following retiring directors. The retiring directors are also eligible for re-election.
 1. Mr.Gulzar Siddiq
 2. Mr.Muhammad Sarfraz
 3. Mr.Farrukh Shafiq
 4. Mr.Noman Mustafa Zuberi
 5. Mr.Mohammad Irfan
 6. Mr.Muhammad Sadiq
 7. Mr.Ali Asghar
3. To consider any other business with the permission of the Chair.

Karachi:
March 09, 2020

By order of the Board
Company Secretary

Note:

1. The share transfer books of the company will remain closed from 25th March to 31st March, 2020 (both days inclusive)
2. A member entitled to attend and vote at this meeting may appoint to a member as his/her proxy to attend the meeting and vote on his/her behalf. Proxies to be effective must be received by the company at its registered office not less than 48 hours before the meeting.
3. Any individual, beneficial owner of CDC entitled to attend and vote at this meeting, must bring his/her original CNIC or Passport, Account No. and participant's ID No. to prove his/her identity. In case of proxy, must enclose an attested copy of his/her CNIC or Passport.
4. Corporate members should bring their board of directors' resolution/power of attorney with specimen signature of nominee or proxy holder.
5. Every candidate who seeks to contest election of directors shall, whether he is a retiring director or otherwise, file with the company at registered office, not later than 14 days before the date of this meeting a notice of his/her intention to offer himself/herself for election as a director alongwith his/her own consent to act as director on the prescribed form alongwith the declaration as required under the Code of Corporate Governance.
6. Shareholders are requested to notify any change in their address, if any, immediately to Share Registrar of the company with copy of CNIC and Bank Account detail with IBAN.
7. Shareholders having 10% or more shareholding can participate in the meeting through video link facility, provided their request is received 10 days before the meeting by the company.
8. Statement of material facts is annexed with the notice of the meeting dispatched to the members.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT 2017 CONCERNING THE ELECTION OF DIRECTORS

1. The Board of directors in their meeting has fixed the number of directors to be elected as seven (7) for the period of three years.
2. Any member who seeks to contest the election of directors of the company shall file with the company at its registered office not later than fourteen (14) days before the date of the meeting his/her intension to offer himself/herself for election of directors in terms of section 159(3) of the Companies Act, 2017
3. Consent to act as director should be submitted on Form 28, duly completed and signed by the candidate as required under section 167(1) of Companies Act, 2017.
4. Detail profile of the candidate for placement on company's web site prior to seven days before election.
5. Signed declaration as per CCG to the effect that he/she is aware to the duties and power of directors and is eligible to meet the criteria under Companies Act, 2017 and CCG.
6. Attested copy of CNIC/Passport and NTN certificate.
7. The company is required to have at least two independent directors on its board. Candidate should be on the approved list of data bank for independent directors and must be member of the company.
8. Independent director must meet the criteria as laid down in section 166 of the Companies Act, 2017 and Code of Corporate Governance Regulation 2017. Send his/her willingness and consent to act in writing to the company.
9. Directors have no interest directly or indirectly in the above said business except to the extent of election of directors.

HAJI MOHAMMAD ISMAIL MILLS LIMITED
FORM OF PROXY
FOR EXTRAORDINARY GENERAL MEETING

I/we _____ s/o _____

r/o _____

being a member(s) of the HAJI MOHAMMAD ISMAIL MILLS LIMITED holding _____ ordinary share, hereby appoint _____ s/o _____

r/o _____

who is/are also member(s) HAJI MOHAMMAD ISMAIL MILLS LIMITED vide Registered Folio No. _____ as my/our proxy in my/our absence to attend and vote for me/us and on my/our behalf at the

Extraordinary General Meeting of the Company to be held on Tuesday, 31st March, 2020 at 10:00 a.m. at

409 Commerce Centre, Hasrat Mohani Road, Karachi and/or any adjournment thereof.

Folio No.
CDC A/c No.

Affix Five Rupees
Revenue Stamp

Signature _____
(Signature should be agree with the specimen signature registered with the company)

Signed on _____

NOTE:

1. No person shall act as proxy unless he/she himself/herself is a member of the Company, except that a corporate body may appoint a person who is not a member.
2. In the case of bank or company, the proxy form must be executed under its common seal and signed by its authorized person.
3. If this proxy form is signed under power of attorney then a notarilly certified copy of that power of attorney/authority must be deposited alongwith the proxy form.
4. Proxy form duly completed and signed, must be received at the registered office of the company at 409 Commerce Centre, Hasrat Mohani Road, Karachi at least 48 hours before the time of holding the meeting.
5. 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 of proxy shall be rendered invalid.
6. In case of CDC account holders:
 - i) The proxy form shall be witnessed by two persons whose names, address and NIC numbers shall be mentioned on the form
 - ii) Attested copies of CNIC or Passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - iii) The proxy shall produce his original CNIC or Original passport at the time of meeting.

Witness : 1 _____ 2. _____