

NOTICE OF 34th ANNUAL GENERAL MEETING.

NOTICE IS HEREBY GIVEN that the 34th Annual General Meeting of **GHAZI FABRICS INTERNATIONAL LIMITED** will be held on Friday the October 27, 2023 at 10:30 a.m. at The Grand Marquee, 12-Babar Block, New Garden Town, Lahore to transact the following business:-

ORDINARY BUSINESS:

1. To confirm the minutes of 34th Annual General Meeting of the Company held on Thursday October 28, 2022.
2. To receive, consider and adopt the audited financial statement of the Company for the financial year ended June 30, 2023 together with the Directors' and Auditors' Reports thereon.
3. To appoint Auditors and fix their remuneration for the year ending June 30, 2024. The present auditors M/s. Qadeer & Co., Chartered Accountants, being eligible have offered themselves for reappointment. The Audit Committee and Board of Directors have also recommended M/s. Qadeer & Co., Chartered Accountants for re-appointment.
4. To elect seven Directors of the Company, as fixed by the Board in pursuance of Section 159(1) of the Companies Act 2017 for a term of three years commencing from 27th October, 2023. The names of retiring Directors are (1) Mr. Mohammad Arshad Chaudhry (2) Mr. Kamran Arshad (3) Mrs. Azra Yasmin (4) Mr. Rizwan Arshad (5) Mrs. Wajeeda Haaris (6) Mr. Khawaja Waheed Raza (7) Mr. Muhammad Imran Rasheed.

SPECIAL BUSINESS:

To approve the circulation of Annual Report (including the Audited Financial Statements, Auditors' Report, Directors' Report, Chairman's Review Report) to the Members of the company through QR enabled code and weblink, in accordance with Section 223 of the Companies Act, 2017 read with S.R.O.389(1)/2023 dated March 21, 2023.

5. To transact any other ordinary business with the permission of the Chair.

by order of the Board

LAHORE:
October 06, 2023.

(**Shahzad Ahmad Abbasi**)
Company Secretary

Note:

- I. Share Transfer Books of the Company will remain closed from October 21, 2023 to October 27, 2023 (both days inclusive).
- II. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of him/her. Proxy Forms must be deposited at the Company's Registered Office situated at 8-C, E-III, Gulberg-III, Lahore not less than 48 hours before the time for holding the meeting.
- III. Shareholders whose shares are deposited with CDC must bring their Original Computerized National Identity Card or Passport alongwith Participant's ID number and their account number at the time of attending the meeting to prove identity and in case of proxy must enclose an attested copy of CNIC. Representatives of Corporate Members should bring the usual documents required for this purpose.
- IV. Members are requested to provide by fax or courier their latest Computerized National Identity Card Number or in case of foreigner the Passport Number (unless it has been provided earlier) to enable the Company comply with relevant laws.
- V. Shareholders are requested to promptly notify to Share registrar of the Company of any change in their addresses.
- VI. Any member who seeks to contest the election of Directors shall file with the Company at its registered office not later than 14 days before the above said meeting his/her intention to offer himself/herself for the election as a Directors in accordance with provisions of the Companies Act 2017 together with:
 - Consent to act as Director in Form 28 duly completed as required under section 167(1) of companies Act 2017;
 - Declaration in respect of being complaint with the requirements of the code of corporate Governance and eligibility

criteria as set out in the Companies Act, 2017 to act as Director of a listed company;

- Detailed profile along with office address for placement onto the Company's website within seven (07) days prior to the date of election in terms of SRO 1222 dated 10 December, 2015.

Person contesting as Independent Director shall also submit:

- A declaration that he/she qualifies the criteria of independence notified under the Companies Act, 2017 and that his/her name is listed on the data bank of independent directors maintained by an institute/organization duly notified by the Securities and Exchange Commission of Pakistan.
- An 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 along with relevant supporting information supporting the undertaking.

VII. Members can also avail video conference facility. In this regard, please fill the following form and submit to registered address of the company 10 days before holding of the Annual General Meeting.

If the company receives consent from member holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the company will arrange video conference facility in the city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of the Annual General Meeting along with complete information necessary to enable them to access the facility.

“I/WE, _____ of _____ being a member of Ghazi Fabrics International Limited, holder of _____ Ordinary Shares as per Register Folio No. _____ hereby opt for video conference facility at _____”

Signature of Member

VIII. In pursuance of the directions given by SECP vide SRO 787 (1)/ 2014 dated 8th September 2014, those shareholders who desire to receive Annual Financial Statement in future through Email instead of receiving the same by post are advised to give their formal consent along with their valid email address on a standard request form which is available at the Company's website i.e . www.ghazifabrics.com and send the said form duly filled in and signed along with copy of his /her /its CNIC / Passport to the Company's registered address.

IX. Members may exercise their right to vote by means of postal ballot i.e. by post or through electronic mode subject to the requirements of section 143 and 144 of the Companies Act, 2017. Pursuance to Companies (Post Ballot) Regulations, 2018, for the purposes of Special Business and election of directors, if the number of members who offer themselves to be elected is more than the number of directors fixed under section 159(1) of the Companies Act, 2017, members will be allowed to exercise their right to vote through postal ballot/electronic mode in accordance with the requirement and procedure contained in the aforesaid Regulation. The schedule and procedure of postal ballot/electronic voting shall be circulated in due course and placed on the Company's website i.e. www.ghazifabrics.com within stipulated time in case the need to do so arises.

X. **Uncollected Shares and Unclaimed Dividend**

Shareholders who have not claimed/collected their dividend / shares are advised to contact our Company's Registered Office situated at 8-C, E-III, Gulberg-III, Lahore immediately to collect / enquire about their unclaimed dividend / shares