

SURAJ COTTON MILLS LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT Extra-Ordinary General Meeting of SURAJ COTTON MILLS LIMITED will be held on Tuesday, April 02, 2019 at 09:30 a.m. at 7-B-III, Marina Homes, Aziz Avenue, Gulberg V, Lahore, to transact the following business:

1. To elect seven Directors of the Company as fixed by the Board, for a period of three years commencing from March 27, 2019 in accordance with the provisions of the Companies Act, 2017. The following are the retiring Directors who are also eligible to offer themselves for re-election.

1. Mr. Ahsan Bashir	2. Mr. Adil Bashir
3. Mr. Amjad Mahmood	4. Mr. Humayun Maqbool
5. Mr. Khalid Bashir	6. Mr. Mohammad Iqbal
7. Mr. Sharik Bashir	
2. To transact any other business with the permission of the Chair.

Dated: March 11, 2019

BY ORDER OF THE BOARD

Lahore

Company Secretary

BOOKCLOSURE:

The share transfer books of the Company will remain closed from March 25, 2019 to April 02, 2019 (both days inclusive).

Note:

1. Transfer received in order at the Registered Office 7-B-III, Aziz Avenue, Gulberg V, Lahore by the close of business hours on Tuesday, March 24, 2019 will be considered in time.
2. A member eligible to attend and vote at this Meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies in order to be effective must be received by the Company at the Registered Office not later than 48 hours before the time for holding the Meeting.
3. CDC account holders will further have to follow the under mentioned guidelines as laid down in circular no.1 dated January 26, 2000 of the Securities & Exchange Commission of Pakistan for attending the meeting:
 - 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 authenticate his/her identity by showing his/her original Computerised National Identity Card or passport at the time of attending the meeting. The share holders registered on CDS are also requested to bring their Participant ID numbers and account numbers in CDS.
 - 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 meeting.

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

This statement sets out the material facts pertaining to the election of directors to be elected at the Extraordinary General Meeting of Suraj Cotton Mills Limited ("the Company") to be held on April 02, 2019.

1. The board of directors have fixed the number of directors to be elected as seven (07) for the term of three years commencing from March 27, 2019.
2. Any person/member whether majority shareholder or a minority shareholder, who seeks to contest the election to the office of director (the "Candidate"), whether he is a retiring director or otherwise, is requested to file with the Company at its registered office, not later than fourteen days before the date of the meeting at which elections are to be held, the following documents:
 - a. Notice of his/her intention to offer himself/herself for election as director in terms of Section 159(3) of the Companies Act, 2017,
 - i. The Candidate should also confirm that:
 - o He/she is not ineligible to become a director of the Company under any applicable laws and regulations.
 - o Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor director or officer of a corporate brokerage house.
 - o His/her name is borne in the register of national tax payers (except where he/she is a no-resident)
 - o He/she has not been convicted by a court of competent jurisdiction as defaulter in payment of any loan to a banking company, a development financial institution or a non-banking financial institution.
 - o He/she is not serving as a director in more than five listed companies' simultaneously, provided that this limit shall not include the directorships in the listed subsidiaries of a listed holding company.
 - o He/she is aware of the duties and powers of Director under the Companies Act, 2017, the Securities act, 2015, Memorandum and Articles of Association of the Company and all other applicable laws/rules /regulations/ codes etc.
 - b. Person contesting as independent Director shall also submit a declaration that he/she qualifies the criteria of independence notified under the Companies Act, 2017.
 - c. Consent to Act as director on Form-28 required under Section 167 of the Companies Act, 2017 along-with copy of CNIC.
 - d. A detailed profile of the Candidate including his office address (the same will be placed on Company's website as per requirements of SECP notification S.R.O. 634(1)/2014 dated 10th July, 2014).