

DAWN

E-PAPER | JUNE 05, 2025

NOTICE FOR EXTRAORDINARY GENERAL MEETING

UNDER THE SUPERVISION OF THE CHAIRPERSONS APPOINTED BY LAHORE HIGH COURT,
MULTAN BENCH VIDE ORDER DATED 23RD MAY, 2025 IN C.O. NO. 06 OF 2025

In the matter of:-

Civil Original No. 06 of 2025

MAHMOOD TEXTILE MILLS LIMITED, OFFICE AT MEHR MANZIL, LOHARI GATE, MULTAN
And
MG APPAREL LIMITED, OFFICE AT MEHR MANZIL, LOHARI GATE, MULTAN

Notice is hereby given pursuant to the order dated 23 May, 2025 of the Honorable Lahore High Court, Multan Bench, passed in C.O. No. 06 of 2025 (being a Petition for sanctioning of Scheme of Arrangement between above companies under Section 279 to 283 and 285 of the Companies Act, 2017), Extra-Ordinary General Meetings (hereinafter the 'EOGMs') of Mahmood Textile Mills Limited and MG Apparel Limited will be held on 30th June 2025 as follows to transact the below mentioned special business:

Sr.	Name of Company	Venue	Date & Time
1.	Mahmood Textile Mills Limited	Mehr Manzil o/s Lohari gate Multan	12:30 P.M. Monday, June 30, 2025
2.	MG Apparel Limited	Mehr Manzil o/s Lohari gate Multan	2:00 P.M. Monday, June 30, 2025

Special Business:

To consider and if thought fit, to agree, approve and adopt the Scheme of Compromises, Arrangements and Reconstruction (the "Scheme") between Mahmood Textile Mills Limited and its wholly owned subsidiary, MG Apparel Limited by passing or otherwise, the following special resolutions, with or without modification(s), addition(s) or deletion(s):

"Resolved that the Scheme of Arrangement for, inter alia, compromise, arrangement and reconstruction (the "Scheme") between M/s. Mahmood Textile Mills Limited and its members and M/s. MG Apparel Limited and its members, considered by this meeting and initialled by the chairpersons of this meeting for purposes of identification, be and is hereby approved, adopted and agreed, subject to any modification(s) or conditions as may be required/imposed by the Honourable Lahore High Court, Multan Bench.

Resolved Further that each of the Chief Executive Officer, any of the Directors of the Company, Chief Financial Officer and Company Secretary of the Company, singly and severally, be and are hereby authorized to take any steps / measures for the implementation and completion of the Scheme".

Chairpersons for the EOGMs appointed by the Court are:

Mr. Syed Muhammad Kaswar Gardezi
Advocate High Court
House No. 43/26, Tipu Sultan Road,
Multan Cantonment, Multan

Mr. Zafar Abbas Khan
Advocate Supreme Court
Room No. 1, 2nd Floor,
Golden Heights Plaza, Opposite High Court Multan, Multan

Notes:

- The Statement under Section 281 of the Companies Act, 2017 (hereinafter the "Act") read with the statement of material facts under Section 134(3) of the Act (hereinafter the "Statement") setting forth, inter alia, the terms of the compromises, arrangements and reconstruction and explaining its effect, along with a copy of the Scheme, Board Resolutions dated May 21, 2025, the Valuation Certificate of M/s. Shinewing Hameed Chaudhri & Co., Chartered Accountants dated May 14, 2025 and supplementary audited financial statements for the period ended December 31, 2024, are being circulated along with notices of the EOGMs to the members and other person(s) entitled to receive notices of EOGMs.
- Copies of the Scheme, the Statement, the latest audited financial statements for prior periods of the respective companies can also be obtained, free of charge, from the registered office of the respective Company, each located at Mehr Manzil, Lohari Gate, Multan, during usual business hours i.e., 9:00 a.m. to 5:00 p.m. by the members and other persons entitled to attend the EOGMs by making application addressed to the Company Secretary of the respective Company at their registered address.
- Copies of the Scheme, the Statement, the latest audited financial statements of the respective Company along with all published or otherwise required financial statements of all prior periods of the respective Company along with copies of its Memorandum and Articles of Association, other report(s) and related information/documents have been kept at the registered office of the respective Company which can be inspected during the business hours on any working day from the date of publication of this notice till the day before the EOGMs by the members and other persons entitled to attend the EOGMs. The same will also be available for inspection at the EOGMs. In case of any difficulty, the same should be brought immediately to the notice of the mentioned Chairperson.
- Notice of EOGMs along with the Statement, the Scheme and the latest annual audited / half yearly financial statements of Mahmood Textile Mills Limited have also been placed on its website.
- The Shares Transfer Books of each Company will remain closed from 23rd June, 2025 to 30th June, 2025 (both days inclusive). Transfers received at the registered address of the respective Company's, and in case of Mahmood Textile Mills Limited, to its Share Registrar's Office, M/s. Hameed Majeed Associates (Private) Limited, Mahmood Department, HM House, 7-Bank Square, Lahore, by the close of business hours on 22nd June, 2025 will be treated as being in time for the purpose of attending and voting at the respective EOGM.
- A member of the Company entitled to attend and vote at the EOGM may appoint another member as his / her proxy to attend and vote in place of him / her at the EOGM. Proxies in order to be effective must be received at the registered office of the respective Company duly stamped and signed not less than 48 hours before the time of EOGMs. A proxy must be a member of the respective Company. Proxy Forms in Urdu and English languages are attached to the notices of EOGMs circulated to the shareholders.
- Members are requested to immediately notify the change, if any, in their registered addresses to the Company Secretary of the respective Company.
- No gifts will be distributed in the EOGMs.

ONLY FOR THE MEMBERS OF MAHMOOD TEXTILE MILLS LIMITED**Participation in the EOGM through video link.**

To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information; Name, Folio Number, Number of shares held in their name, a valid copy of CNIC (both sides) or passport, and an attested copy of board resolution/power of attorney (in case of corporate shareholder) through email at liaqat.cs@mahmoodgroup.com. Those members who register and are verified, shall be provided with the video link facility by the company at the email address provided. The login facility will remain open from the start of the meeting until its conclusion. This facility will be provided in accordance with the provisions of section 132 of the Act.

Name of Member/ proxy holders	CNIC	Folio No./ Participant id/ Account No.	Cell No./ WhatsApp No.	Email ID

- Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the applicable guidelines as laid down by the Securities and Exchange Commission of Pakistan in Circular No. 1 of 2000.
- Members are requested to notify in adequate time of any change in their addresses to the Share Registrar of the company. Name and address of the share registrar is mentioned at serial no. 5 of the Notes.
- Notice to Shareholder who have not provided CNIC:**
The shareholders who have not yet provided their CNICs are once again advised to provide attested copies (both sides) of their CNIC's (if not already provided) directly to the Share Registrar at address given in Note No. 5. The shareholders are further requested to furnish their **IBAN bank account number containing 24 digits directly to our Share Registrar** so that the dividend if any may be sent into their bank accounts. It is further clarified that tax deduction as presently applicable will be applicable on the dividend amount.
- Conversion of physical shares in to Book Entry Form**
As per Section 72 of the Act, all the shareholders of listed companies are required to convert their physical shares into **Book Entry** form within a period not exceeding four years from the commencement of the Act. The SECP vide its circular No. CSD/ED/misc/2016- 639-640 dated March 26, 2021, has advised the listed companies to pursue their members who still hold shares in physical form to convert their shares in to Book Entry Form. Therefore, Mahmood Textile Mills Limited hereby requests all such members who hold physical shares to convert their shares into book entry form at the earliest. For this purpose, they may contact CDC or any active member of the Pakistan Stock Exchange to open an account with CDC at the earliest possible.
- Electronic Voting**
In accordance with Sections 143 145 of Act, and Companies (Postal Ballot) Regulations, 2018 ("Regulations"), the right to vote through electronic voting facility and voting by postal ballot shall be provided to members of every listed company for, inter alia, all business classified as special business under the Act, in the manner and subject to conditions contained in the Regulations. Accordingly, members of "MAHMOOD TEXTILE MILLS LIMITED" will be allowed to vote through electronic voting or voting by post for the special business mentioned above whenever needed in accordance with the requirements and subject to the conditions contained in the said Regulations.
 - Detail of e-Voting facility will be shared through e-mail with those members of the company who have valid cell numbers / e-mail addresses (Registered e-mail ID) available in the Register of Members of the Company by the end of business on 23rd June, 2025. Members who intend to exercise their right of vote through E-voting shall provide their valid cell numbers and email addresses on or before 23rd June, 2025.
 - Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
 - Members shall cast vote for agenda item **SPECIAL BUSINESS** online from 26th June, 2025 till 30th June, 2025, 11:00 a.m. Voting shall close on 30th June, 2025, at 11:00 a.m. A vote once cast by a Member, shall not be allowed to be changed.
- Procedure for Voting Through Postal Ballot**
 - Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website www.mahmoodtextile.com. www.mahmoodgroup.com to download.
 - The members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairperson of the meeting through post one working day before the EOGM during working hours i.e. on Friday, 27 June, 2025, before 5:00 p.m. at the following address:
Mr. Syed Muhammad Kaswar Gardezi House No. 43/26, Tipu Sultan Road, Multan Cantonment, Multan

A postal ballot received after this time / date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.