

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of "Mahmood Textile Mills Limited" (the Company) will be held on Saturday 31st January, 2026 at 11 am, at Registered Office of the company, Mehr Manzil, Lohari Gate, Multan to transact the following business:

1- To **elect eight (8)** directors of the company, as fixed by the Board of Directors, in accordance with the provisions of section 159 of the Companies Act, 2017 (the Act) for a term of three (3) years commencing from Saturday 31st January 2026 in place of the following **seven (7)** retiring directors: -

1- Khawaja Muhammad Ilyas	5- Mr. Muhammad Anees
2- Khawaja Muhammad Younus	6- Mr. Abdul Rehman Qureshi
3- Khawaja Muhammad Muzaffar Iqbal	7- Mr. Muhammad Asghar
4- Mst. Farah Ilyas	

2- To transact any other business as may be placed before the meeting with the permission of the Chair.

By Order of the Board

Multan
January 9, 2026

Liaqat Ali Dolla
Company Secretary

NOTES:**1. Book Closure.**

The Share transfer books of the company will remain closed from Friday 23rd January 2026 to Saturday 31st January 2026 (both days inclusive). Transfers received in order at the office of the company's Share Registrar, M/s Hameed Majeed Associates (Pvt) Limited, HM House 7 Bank Square, Lahore by the close of business hours (5:00 P.M) on Thursday 22nd January 2026 will be treated in time for the purposes of attending and voting at the EOGM. Proxy forms, in English and in Urdu languages are available on the Company's website.

2- Any member who seeks to contest the election to the office of director shall, whether he/she is a retiring director or otherwise, file with the company at its Registered Office, Mehr Manzil O/S Lohari Gate Multan not later than fourteen days before the date of the meeting at which the election is to be held.

- (a) Notice of his/her intention to offer himself/herself for election of directors in terms of the provisions of section 159 (3) of the Act together with duly completed and signed Annexures to form 9 of The Companies Regulations 2024 giving his/her consent to act as a director under section 167 of the Act.,
- (b) A detailed profile along with mailing address for placement on the company's website along with details of other directorship (s) and other office (s) held.
- (c) A director must be a member of the company at the time of filing his/her notice of intention for contesting election except a person representing a member, which is not a natural person.
- (d) Attested copy of valid CNIC/Passport and NTN;
- (e) His/her folio No. CDC Account No./CDC Sub Account number;
- (f) The selection of independent directors shall be as per requirements of section 166 of the Companies Act, 2017. Any member intending to contest the election as an independent director shall submit a declaration and an undertaking on non-judicial stamp paper that he/she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017 and the regulations notified thereunder;
- (g) A declaration confirming that;
- (h) He/she is not serving as a director in more than seven listed companies simultaneously under section 155 read with the Listed Companies Code of Corporate Governance Regulations, 2019;
- (i) He/ she is not ineligible to become a director of the listed companies under section 153&177 of the Act, applicable law, rules and regulations;

- (j) He /she is aware of the duties and powers of directors under the Companies Act,2017and the Securities Act,2015 memorandum and articles of association of the Company, the Listing Regulations of the Pakistan Stock Exchange, Listed Companies Code of Corporate Governance Regulations, 2019 and all other applicable Laws/rules/regulations etc.
- (k) A qualified Scrutinizer will be appointed in terms of the provisions of the Listed Companies (Postal ballot) Regulations 2018.

3- Instrument of Proxy.

A member entitled to attend and vote at the meeting may appoint any other member as his/her proxy to attend and vote instead of him/her. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarized attested copy of power of attorney must be deposited at the registered office of the company at least 48 hours before the time of the meeting. A proxy must be a member of the company. A company or a corporation being a member of the company may appoint a representative through a resolution of the Board of directors for attending and voting at the meeting.

4- Participation in the EOGM through video link.

At least seven days prior to the date of meeting, on the demand of members residing in a city who hold at least ten percent of the total paid up capital of the company , the facility of video-link will be provided to such members of that city enabling them to participate in the extra-ordinary general meeting through video-link facility to attend the meeting through video link, the members and their proxies are requested to register themselves by providing the following information along with their Name, Folio Number, Number of shares held in their name, a valid copy of CNIC (both sides) or passport attested copy of board resolution/power of attorney (in case of corporate shareholder) through email at liaqat.cs@mahmoodgroup.com. After necessary verification these people shall be provided with a video link facility by the company. The login facility will remain open from the start of the meeting till its proceedings are concluded. The facility will be provided keeping in view of the provisions of section 132 of the Companies Act 2017 and the person asking the said facility shall provide the following information/documents to the company.

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

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Pursuant to the requirements of the Companies (Postal Ballot) Regulations, 2018 and notified amendments, where the number of contestants is more than the number of directors to be elected, members will be allowed to exercise their right to vote through Postal Ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

- 5- 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.
- 6- 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 has been mentioned at serial no. 1 of the Notes.

6- 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 the address given in Note No.1. 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.

7- Unclaimed dividend /shares under section 244 of The Companies Act, 2017

The shareholders who for any reason, could not claimed their dividends for the previous years are advised to contact our Share Registrar M/S Hameed Majeed Associates (private) Limited 7- Bank Square Lahore to enquire/claim their dividend immediately. List of unclaimed dividends is available on the company's website, www.mahmoodtextile.com. www.mahmoodgroup.com

8- Conversion of physical shares in to Book Entry Form

As per section 72 of The Companies Act, 2017 all the members of listed companies are required to convert their physical shares in to **Book Entry** form with in a period not exceeding four years from the commencement of The Companies Act, 2017. 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, the company hereby requests all such members who hold physical shares to convert the shares in to book entry form at the earliest. For the purpose they may contact "Central Depository Company of Pakistan Limited" or any active member of the Pakistan Stock Exchange to open an account with the "Central Depository Company of Pakistan Limited "at the earliest possible.

09 - Prohibition of Distribution of Gifts

In accordance with the company's policy and regulatory guidelines, no gifts or incentive shall be distributed at the EOGM. Shareholders are requested to refrain from bringing or presenting any gifts during the meeting.

STATEMENT UNDER SECTION 166 (3) OF THE COMPANIES ACT, 2017 IN RESPECT OF THE APPOINTMENT OF INDEPENDENT DIRECTORS.

Any person who is eligible under section 153 and meets the criteria under Section 166 (2) of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations 2018, may submit a nomination to be elected as independent directors.

It is noteworthy that Independent Directors shall be elected in the same manner as other directors, in accordance with Section 159 of the Companies Act, 2017. The final list of contesting directors will be published in newspapers not later than Seven (7) days before the date of the Extraordinary General Meeting, in compliance with Section 159(4).

Further, the Company's website will be updated with all required information for each director. The present directors are interested in the Ordinary Business only to the extent that they are eligible for re-election as directors of the Company.

FORM OF PROXY

I/We -----
 of -----
 being a member(s) of Mahmood Textile Mills Limited hold -----
 ordinary Shares hereby appoint Mr/Mrs./Miss -----
 of ----- or failing him / her -----
 of ----- 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 Saturday, 31st January, 2026 at Company's Registered Office, Mehr Manzil, Lohari Gate, Multan and / or any adjournment thereof.
 As witness my / our hand / seal this ----- day of ----- 2026.

Signature of Member -----

In the presence of -----

Signatures -----

Signatures -----

Name -----

Name -----

Address -----

Address -----

Folio No.		CDC Account No.
	Participant I.D	Account No.

Signature on
Revenue Stamp

The signature should
match with the specimen signature
Registered with the company

Notes:

- 1 Proxies, in order to be effective, must be received at the Company's Registered Office Mehr Manzil, Lohari Gate, Multan not later than 48 hours before the time for the meeting and must be duly stamped, signed and witnessed.
- 2 Any individual beneficial owner of CDC, entitled to attend and vote at this meeting, must bring his / her CNIC or Passport, to prove his / her identity, and in case of proxy must enclose an attested copy of his /

her CNIC or Passport, Representative of corporate members should bring the usual documents required for such purpose.

In addition to the above the following requirements have to be met.

- i) Attested copies of CNIC or copy of the Passport of the beneficial owners shall be provided with the proxy form.
- ii) The proxy shall produce his original CNIC or original Passport at the time of the meeting.
- iii) 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 along with proxy form to the company).

POSTAL BALLOT

Following information is required for voting through post for the Business at the Extraordinary General Meeting to be held 11 am on Saturday, 31st January, 2026

At Mehr Manzil, Lohari Gate, Multan / and on line through Zoom. Phone 061-111 181 181 and Web site www.mahmoodgroup.com

Name of Shareholder/ Proxy Holder	
Registered Address	
Folio/CDS Account Number	
Number of Shares held	
CNIC / Passport No. (in case of foreigner (copy to be attached.)	
Additional information and enclosures (in case of representative of body corporate, corporation and Federal Government)	
Name of Authorized Signatory	
CNIC/Passport No.(in case of foreigner) of the authorized signatory	

“Further resolved that the Chief Executive and company secretary be and are hereby jointly or severally authorized to do all acts, deeds and things, take or cause to be taken any action as may be necessary, incidental or consequential to give effect to this resolution.”

Instructions for Poll

- 1- Please indicate your vote by ticking (✓) the relevant box.
- 2- In case both the boxes are marked as (✓), your poll shall be treated as “Rejected.”

I / we hereby exercise my / our vote in respect of the below special resolutions through ballot by conveying my / our assent or dissent to the special resolutions by placing tick (✓) mark in the appropriate box below.

Resolutions	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Resolution for Agenda item No. 5		
Resolution for Agenda item No. 6		

Notes:

1. Dully filled ballot paper should be sent to the Chairman, Khawaja Muhammad Ilyas, at Mehr Manzil O/S Lohari gate Multan
2. Copy of CNIC / Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the aforementioned Chairman within business hours by or before Friday 30th day of January 2026. Any postal ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with the signature on CNIC / Passport.
5. Incomplete, unsigned, incorrect, defaced torn, mutilated, overwritten ballot paper will be rejected.
6. In case of corporate entity, Corporation or Federal government, the Board of Directors Resolution/ Power of Attorney with specimen signature and attested copy of valid CNIC of the nominee (unless it has been provided earlier) should be enclosed with the ballot paper.
7. Ballot paper form has also been placed on the website of the company at www.mahmoodgroup.com. Members may download the ballot paper from the website or use an original / photocopy published in newspapers.
8. The decision of Chairman of the meeting regarding validity of the vote shall be final.

Shareholder / proxy Holder Signature / Authorized Signatory

(in case of Corporate entity, please affix company stamp)

Date: 09-01- 2026.

Place: Multan