



BHANERO TEXTILE MILLS LIMITED
NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting (“EOGM”) of the members of **Bhanero Textile Mills Limited** will be held on Tuesday, 31st January 2023 at 11:30 am at the registered office of the company located at Umer House, 23/1, Sector 23, S. M. Farooq Road, Korangi Industrial Area, Karachi, to transact the following business:

1. To confirm the minutes of the 43rd Annual General Meeting of the company held on 27th October, 2022.
2. To elect Directors of the company for a period commencing from January 31, 2023 till January 31, 2026 in terms of section 159 of the Companies Act, 2017.
 - a) Pursuant to section 159(1) and 2(a) of the Companies Act 2017, the existing board through a resolution passed in the board of directors meeting held on 26th October 2022 have fixed the number of Directors in forthcoming elections scheduled for January 31, 2023 at ten (10).
 - b) Pursuant to section 159(2)(b) of the Companies Act 2017, the name of the retiring Directors are :

| | | | |
|----|----------------------|-----|---|
| 1. | Mr. Mohammad Salim | 6. | Mr. Hamza Shakeel |
| 2. | Mr. Muhammad Shaheen | 7. | Mrs. Saba Yousaf |
| 3. | Mr. Khurram Salim | 8. | Mr. Iqbal Mehboob - Independent Director |
| 4. | Mr. Muhammad Amin | 9. | Mr. Asif Elahi - Independent Director |
| 5. | Mr. Bilal Sharif | 10. | Mr. Mustafa Tanvir - Independent Director |

- c) The retiring directors are eligible to offer themselves for re-appointment except Mr. Iqbal Mehboob who is ineligible to act as an independent director under the provisions of section 166(2)(g) of the Companies Act, 2017, since he has completed three consecutive terms as an independent director of the company.
3. To transact any other business with the permission of the chairman.

The statement under 166(3) of the Companies Act, 2017 (“Act”) pertaining to the material facts annexed with this notice.

Moreover, the statement under 166(3) along with the notice have also been dispatched to the shareholders by post and placed on company website at “www.umergroup.com”.

Karachi:
Dated: 7th January, 2023

(By the order of the Board)

Mohammad Ahmed
(Company Secretary)

Notes:

1. For attending the meeting electronically

The shareholders can also attend the meeting remotely through video link facility, "Zoom" which is available on Google Play and Apple App Store to transact the following business:

Join Zoom Meeting

<https://us05web.zoom.us/j/3397286733?pwd=N2FFNXpkYkZCS213bzNVNzZZbm94UT09>

Meeting ID: 339 728 6733

Passcode: btmcorp

2. Every candidate for election as a director, shall file with the Company not later than 14 (fourteen) days' before the date of Extra Ordinary General Meeting("EOGM"), a notice of his intention to offer himself/herself for election as a director along with the consent to serve as a Director in the prescribed Form 28, a detailed profile along with his/her relevant declarations as required under the Code of Corporate Governance Regulations, 2019 to his/her appointment as an independent director or director of the Company.

He / She should also confirm that:

- a. He/she is aware of duties and powers under the relevant laws, Memorandum & Articles of Association of Company and listing regulations of stock exchanges.
 - b. He/she is not ineligible to become a director of a listed company under any provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019, any other applicable law, rules and regulations.
 - c. He / She is not serving as a director in more than seven listed companies.
 - d. 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.
3. The Shares Transfer Books of the Company will remain closed from 24th January 2023 to 31st January, 2023 (both days inclusive). Transfers received in order at the company address i.e. Umer House, 23/1, Sector 23, S. M. Farooq Road, Korangi Industrial Area, Karachi by 23rd January 2023 will be treated in time for the purpose of attendance and vote in the meeting.
4. A member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote instead of him/ her whereas only the member can act as proxy.
5. An instrument appointing a proxy and the power of attorney or other Authority (if any) under which it is signed or a notarized certified copy of such power or authority, in order to be valid, must be deposited at the registered office of the company at least 48 hours before the time of the meeting and must be duly stamped, signed and witnessed.
6. Any individual Beneficial Owner of CDC, entitled to attend and vote at this meeting, must bring his/her original CNIC or Passport, Account and participant's I.D. numbers, to prove his/her identity, and in case of proxy must enclose an attested copy of his/her CNIC or Passport. Representatives of corporate members should bring the usual documents required for such purpose. The account/ sub account holders of CDC will further have to follow the guidelines as laid down in Circular No. 1 of 2000 dated January 26, 2000 issued by Securities & Exchange Commission of Pakistan.
7. Members are requested to notify/update with our share Registrar, Hameed Majeed Associates (Private) Ltd, their Computerized National Identity Cards (CNIC), change in their postal addresses and bank details (IBAN) at the earliest.

