



BHANERO TEXTILE MILLS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 41st Annual General Meeting of the members of **Bhanero Textile Mills Limited** will be held at the registered office of the company situated Umer House, 23/I, Sector 23, S. M. Farooq Road, Korangi Industrial Area, Karachi on Tuesday 27th October 2020 at 10:30 am to transact the following business:

Ordinary Business:

1. To confirm the minutes of the last Extra Ordinary General Meeting held on 31st January 2020.
2. To receive, consider and adopt the audited financial statements of the company for the year ended 30th June, 2020 together with the Auditors' and Directors' Report thereon.
3. To appoint the auditors for the next term i.e. year 2020-2021 and fix their remuneration. The retiring auditor M/S Mushtaq and Company, Chartered Accountants, being eligible, offer themselves for reappointment.
4. To transact any other business with the permission of the chairman.

(By the order of the Board)

Karachi:
Dated: 29th September, 2020

Mohammad Ahmed
Company Secretary

Notes:

1. For attending meeting electronically due to COVID 19 Pandemic

In pursuance of circular 5 & 25 of 2020 issued by SECP to facilitate the shareholder(s) for attending the Annual General Meeting (AGM) of the company electronically through video link facility, "Zoom" which is available on Google Play or Apple App Store. The entitled member(s) are requested to get themselves registered at least 2 working days before holding of the time of AGM at btm.corporate@umergroup.com by providing the details on the following format:

Name of Shareholder	CNIC No.	Folio No.	Cell No.	Email Address

The company will send login details to the members email address for participation in AGM proceedings either through their smart phones or computer devices.

The login facility will be opened (30) thirty minutes prior to the schedule of meeting for verification process.

Members are encouraged to participate virtually due to prevailing pandemic situation.

2. The Shares Transfer Books of the Company will remain closed from 19th October 2020 to 27th October, 2020 (both days inclusive). Transfers received in order at the registered office of the company situated at Umer House, 23/I, Sector 23, S. M. Farooq Road, Korangi Industrial Area, Karachi by 18th October 2020 will be treated in time for the purpose of entitlement to attend the Annual General Meeting of the company.
3. Members are requested to attend in person along with Computerized National Identity Card ("CNIC") or appoint some other member as proxy and send their proxy duly witnessed so as to reach the registered office of the company not later than 48 hours before the time of holding the meeting.
4. Pursuant to section 132(2) of Companies Act, 2017 the company shall facilitate its members to attend the annual general meeting through video-link by providing video-conference facility, if available, in the city where 10% or more shareholders of the company reside, provided that the Company receives their demand to participate in annual general meeting through video-link at least seven (07) days prior to the date of meeting.

In this regard, it is requested to fill the following Form and submit at the registered address of the Company at least 10 days before holding of the Annual General Meeting:

"I/We, _____ being a member of **Bhanero Textile Mills Limited**, holder of _____ Ordinary Shares vide folio _____ hereby opt for video conference facility at _____."

Signature of Member

5. 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.
6. In compliance of SRO 1013(1)/2017 dated 6th September, 2017 the claimant wise details of unclaimed shares, dividend or modarba certificates as on June 30, 2020 have been uploaded on our website: www.umergroup.com. In this regard, the said shareholders are requested to approach the Company Registered Office or Share Registrar Office with regard to any unclaimed dividend, shares or modarba certificates.
7. Members are requested to immediately inform of any change in their addresses and bank details to our share Registrar, Hameed Majeed Associates (Private) Limited.
8. Pursuant to Notification vide SRO 787(1)/2014 of September 08, 2014, SECP has directed to facilitate the members of the company receiving Annual Financial Statements and Notices through electronic mail system (e-mail). We are pleased to offer this facility to our members who desire to receive Annual Financial Statements and Notices of the Company through e-mail in future. In this respect members are hereby requested to convey their consent via e-mail on a standard request form which is available at the Company website i.e. www.umergroup.com. Please ensure that your e-mail has sufficient rights and space available to receive such e-mail which may be larger than 2MB file in size. Further, it is the responsibility of the member to timely update the Share Registrar of any change in the registered e-mail address.
9. E-Voting, members can exercise their right to demand a poll subject to meeting requirements of Section 143 -145 of Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations 2018.
10. Due to prevailing pandemic situation members are requested to adhere the following SOP's for their own safety during the meeting;
 - i) Wear the mask appropriately during the entire meeting.
 - ii) Maintain the social distancing during the entire meeting.
 - iii) Follow the seating arrangement as per social distancing norms in the meeting area.
 - iv) Children should not accompany members.
 - v) Members with even mild cough or low-grade fever are prohibited to attend the meeting.