

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 26th annual general meeting of the members of Hira Textile Mills Limited will be held on Tuesday, October 31, 2017 at 11.00 AM at the registered office of the company i.e.44 E/1 Gulberg III, Lahore, to transact the following:

1. To confirm the minutes of the last General Meeting.
2. To receive and adopt the audited accounts of the company for the year ended on June 30, 2017 together with the Directors and auditor's reports thereon.
3. To consider appointment of external audits for the financial year ending June 30, 2018.

4. SPECIAL BUSINESS:

To consider and, if thought fit, Pass the following Special Resolution with or without modification(s).

- I. To consider and approve the special resolution in terms of Section 199 of the Companies Act 2017, with or without amendments:

RESOLVED that the Company be and is hereby authorized to make temporary loans/ running advances from time to time to the extent of Rs. 250,000,000/- (Rupees Two Hundred Fifty Million only) to Hira Terry Mills Ltd an associated Company for a period of one year.

FURTHER RESOLVED that the Chief Executive of the Company be and is hereby authorized to undertake and make the above temporary loans/advances as short term financing on the terms and conditions given in the statement under Section 134(3) of the companies act-2017 annexed herewith.

- II. To Consider and approve the amendment to be made in the Article of Association of the Company and if thought fit, pass the following resolution with or without amendments as a special resolution:

RESOLVED that in accordance with the provisions of Section 38 and other applicable provisions of the Companies Act, 2017, and subject to requisite permission and clearance, the following new Article 40 A be and is hereby inserted after the existing Article 40 of the Articles of Association of the Company:

“40 A. E-voting Subject to any rules or regulations that may be made from time to time by the Securities and Exchange Commission of Pakistan (the SECP), in this regard, Members may exercise voting rights at general meeting through electronic means if the Company receives the requisite demand for poll in accordance with the applicable laws. The Company shall facilitate the voting by electronic means in the manner and in accordance with the requirements prescribed by the SECP”.

- III. To seek the consent of shareholders for transmission of Annual Audited Accounts through CD/DVD/USB instead of transmitting the said accounts in hard copies and if deemed fit pass the following resolution as Special Resolution with or without modification:

RESOLVED that transmission of annual audited accounts to the shareholders in soft form i.e. CD/DVD/USB as notified by Securities & Exchange Commission of Pakistan vide its SRO No. 470(I) 2016 dated May 31, 2016 or in hard copy be and is hereby approved.

FURTHER RESOLVED that the Company Secretary be and is hereby authorized to take or cause to be taken any and all actions necessary and incidental for the purposes of altering the Articles of Association of the Company, and make necessary filings and complete legal formalities as may be required to implement the aforesaid resolution.

To transact any other business with the permission of the Chair.

(By the order of the Board)

Saeed Ahmad Khan
Company Secretary

Lahore: October 09, 2017

Notes

- 1- The statement under section 134(3) (b) of the Companies Act, 2017, is annexed with this notice to the members.
- 2- The Share Transfer Books of the Company will remain closed from October 24, 2017 to October 31, 2017 (both days inclusive).
- 3- A member entitled to attend and vote at the General Meeting may appoint any person as proxy to attend and vote instead of him/her. No person other than a member shall act as proxy.
- 4- An instrument appointing a proxy and the power of attorney or other Authority (if any) under which it is signed or a notarially 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.
- 5- Members who have not submitted copy of valid CNIC are once again advised to submit the same without further delay to ensure compliance with the Securities and Exchange Commission of Pakistan (SECP) Notification S.R.O.19(1)2014 dated January 10, 2014 read with Notification S.R.O. 831(1)2012 dated July 5, 2012.
- 6- The account holders of CDC are requested to bring their original NI/Passport for the purpose of identification at the meeting.
- 7- As directed by the SECP vide Circular No. 18 of 2012 dated June 5, 2012, we once again give the opportunity to those shareholders who have not yet provided mandate information, to authorize the company to directly credit the cash dividend, if any, declared by the company in future, in their respective bank account instead of issuing a dividend warrant by providing their dividend mandate, in case of book entry securities in CDS, to respective CDS participants and in case of physical share to Company's Independent Share Registrar. Copy of dividend mandate form may be downloaded from Company's website www.hiratex.com.pk
- 8- In compliance with directives issued by the Securities and Exchange Commission of Pakistan and / or Federal Board of Revenue from time to time. Shareholders who have not yet provided their dividend mandate information and / or CNIC and / or NTN (as the case may be) are requested to provide the same at the earliest as follows:

- The shareholders who hold Company Shares in Physical form are requested to submit the above information to the Share Registrar.
 - Shareholders maintaining their shareholdings under Central Depository system (CDS) are advised to submit the above information directly to relevant participant / CDC Investor Account Service
 - Members are also requested to update their tax paying status (Filler/Non-Filer) to the Company Share Registrar.
- 9- In terms of sub section 1(b) of Section 134 of the Companies Act, 2017, Members can also attend and participate in the AGM through video conference facility, if members residing the vicinity, collectively holding 10% or more shareholding, provide their consent in writing, to participate in the AGM through video conference at least ten (10) days prior to date of AGM. After receiving the consent of the members in aggregate 10% or more shareholding, the Company will intimate members regarding venue of video conference facility at least five (5) days before the date of the AGM along with complete information necessary to enable them to access such facility.