



INDUS DYEING & MANUFACTURING CO. LIMITED

March 2, 2020

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road,
Karachi

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Indus Dyeing & Manufacturing Company Limited (the Company) will be held at the Plot 3 & 7 Korangi Karachi on Tuesday, March 24, 2020 at 04:00 p.m. to transact the following business: -

Ordinary Business

1. To confirm minutes of the 62nd Annual General Meeting held on October 28, 2019.
2. To **Elect 14** Directors of the Company as Fixed by the Board for a period of three years commencing from March 24, 2020 in accordance with the provisions of Section 159(1) of the Companies Act, 2017.


The name of the retiring Directors, who are eligible to offer themselves for re-election, are as follows:

- | | |
|-----------------------------|---------------------------------|
| I. Mr. Naveed Ahmed | II. Mian Shahzad Ahmed |
| III. Mian Imran Ahmed | IV. Mr. Irfan Ahmed |
| V. Mr. Riaz Ahmed | VI. Mr. Kashif Riaz |
| VII. Mr. Shahwaiz Ahmed | VIII. Mr. Sheikh Shafqat Masood |
| IX. Mr. Sheikh Nishat Ahmed | X. Mr. Farooq Hassan |
| XI. Ms. Azra Yaqub Vawda | |

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

A statement under Section 166 (3) of the Companies Act, 2017 is annexed as an integral part of the Notice of the Extraordinary General Meeting of the Members of the Company.

By Order of the Board


Ahmed Faeem Niazi
Company Secretary

February 29, 2020

NOTES:

- 1) The share transfer books for ordinary shares of the Company will be closed from Tuesday, March 17, 2020 to Tuesday March 24, 2020 (both days inclusive). Valid transfer(s) received in order by our Share Registrar, M/s Jwaffs Registrar Services (Pvt) Limited, 403-404 Al-Ameera Centre Shahra-e-Iraq Saddar Karachi by the close of business on Monday, March 16, 2020 will be in time for the purpose of attending the Extraordinary General Meeting.

5th Floor, Office No.508, Beaumont Plaza, Beaumont Road, Civil Lines Quarters, Karachi-75530, Pakistan.

Tel # (92-21) 111-404-404 & 35693641 to 35693660(20 Lines). Fax # (92-21) 35693593 & 35693594

E-mail: info@indus-group.com & indus@khi.comsats.net.pk

Web Site : www.indus-group.com



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- 2) Any person who seeks to contest election for the office of Director shall, whether he is a retiring director or otherwise, file following documents / information with the Company not later than fourteen (14) days before the date of meeting:
- Notice of his/her intention to offer himself / herself for election of directors in terms of Section 159(3) of the Companies Act, 2017.
 - Consent to act as director in Form-28 under section 167 of the Companies Act, 2017.
 - A detailed profile along with his / her office address for placement on to the Company's website as required under SECP's SRO 1196(i)/2019 dated October 03, 2019.
 - An attested copy of Computerized National Identity Card (CNIC).
 - A declaration that:
 - He/she is aware of his/her duties and powers under the relevant laws, Companies Act 2017, Listed Companies (Code of Corporate Governance) Regulations, 2019, listing regulations of stock exchange and Memorandum and Article of Association of the Company.
 - He/she is not a minor neither of unsound mind nor an un-discharged insolvent.
 - He/she is borne on the register of National Tax Payers.
 - He / she has not been convicted by a court as defaulter in payment of loan to financial institutions, Development Financial Institution and Non-Banking Financial Institution.
 - He / she is not serving as director of more than seven listed companies.
 - Neither he / she nor his / her spouse is engaged in the business of stock brokerage.
 - He / she is aware of "Closed Period", required prior to the announcement of interim and final results, and business decisions, which may materially affect the market price of company's securities.
 - In case of independent directors, a declaration of Independence in terms of Section 166(2) of the Companies Act, 2017 as required under Listed Companies (Code of Corporate Governance) Regulations, 2019.
- 3) The selection of Independent Directors will be complied with the requirements of Section 166 of the Companies Act, 2017 and the rules and regulations issued thereunder.
- 4) A member entitled to attend and vote at the General Meeting is entitled to appoint another member as proxy. Proxies, in order to be effective, must be received at the Company's registered office not less than forty-eight (48) hours before the time of meeting. Member through CDC appointing proxies must attach attested copy of their Computerized National Identity Card (CNIC) with the proxy form.
- 5) The Shareholders through CDC, who wish to attend the Extraordinary General Meeting, are requested to please bring original CNIC with copy thereof duly attested by their bankers, account number and participant I.D number for identification purpose.
- 6) In case of corporate entity, certified copy of the Board of Director's resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form of the Company.

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- 7) 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. 275(i)/2016 dated March 31, 2016 read with Notification S.R.O. 19(I)/2014 dated January 10, 2014 and Notification S.R.O. 831(I)/2012 dated July 5, 2012.
- 8) The Company has placed the Notice of General Meeting along with form of proxy on its website: www.indus-group.com.
- 9) Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of directors' subject to the requirements of Section 143 -145 of Companies Act, 2017, members will be allowed to exercise their right to vote through postal ballot, that is voting by post, in accordance with the requirements and procedure contained in the aforesaid Regulations.
- 10) If the Company receives consent from the members holding at least 10% shareholding residing in a city, to participate in the meeting through video-link at least 07 days prior to date of the meeting, the Company will arrange facility of video-link in that city subject to availability of such facility in that city.
The Company will intimate respective members regarding venue of the video-link facility before the date of Meeting along with complete information necessary to enable them to access the facility.
- 11) Members are requested to promptly notify the Company of any change in their registered address.
- 12) Shareholders are requested to contact the Registered Office of the Company or the Share Registrar, M/s Jwaffs Registrar Services (Pvt) Limited 403-404 Al-ameera Centre Shahra-e-iraq, Saddar Karachi for collection of their unclaimed shares / unpaid dividend which they have not received due to any reasons.

Statement made under Section 166(3) of the Companies Act, 2017 in respect of Appointment of Independent Directors

Section 166 of the Companies Act, 2017 provides that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent directors on its Board in accordance with the Companies Act, 2017 and Companies (Manner and Selection of Independent Directors) Regulations, 2018 and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP.

Further, their selection will be made due to their respective competencies, skill, knowledge and experience. It is noteworthy to mention here that independent director shall be elected in the same manner as other directors are elected in terms of section 159 of the Companies Act, 2017.

Final list of contesting person will be published in Newspapers not later than seven days before the date of the said meeting in terms of Section 159(4).

No directors have direct or indirect interest in the above said business except as shareholders and that they may consent for election of directors accordingly.