



# SUNRAYS TEXTILES MILLS LIMITED

## BALLOT PAPER FOR VOTING THROUGH POST

For poll to be held at the Annual General Meeting of **Sunrays Textile Mills Limited** "Company" will be held on **Friday October 27, 2023 at 04:30 Pm** at Indus Dyeing & Manufacturing Company Limited, Plot No. 3 & 7, Sector No. 25, Korangi Industrial Area, Karachi.

Designated email address of the Chairman at which the duly filled in ballot paper may be sent at **corporate.affairs@indus-group.com**

Name of shareholder/joint shareholder(s):	
Registered Address of the Shareholder(s):	
Folio No., CDC Participant / Investor ID with sub-account No.	
Number of shares held	
CNIC, NICOP/Passport No. (In case of foreigner) (Copy to be attached)	
<u>Additional Information and enclosures</u> (In case of representative of body corporates and corporations and Federal Government.)	
Name of Authorized Signatory:	
CNIC, NICOP/Passport No. (In case of foreigner) of Authorized Signatory - (Copy to be attached)	

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

### Special Resolution

#### Agenda Item 5.

To ratify the transactions carried out by the Company with related parties disclosed in the Financial Statements for the year ended June 30, 2023 by passing the following resolution with or without modification.

**Resolved That** all related parties transactions carried out by the Company as disclosed in Note No 38 of the Financial Statements of the Company for the year ended June 30, 2023 be and are hereby noted, ratified and approved.

#### Agenda Item 6

To approve potential transactions with related parties intended to be carried out in the financial year 2023-2024 and to authorize the Board of Directors of the Company to carry out such related party transactions at its discretion from time to time, irrespective of the composition of the Board of Directors.

The resolutions to be passed in this respect (with or without modification) as special resolutions are as under:

**Resolved Further That** in accordance with the policy approved by the Board and subject to such conditions as may be specified from time to time, the Company be and is hereby authorized to carry out transactions with the related parties for the fiscal year 2023-24.

**Resolved Further That** the Board of Directors of the Company may, at its discretion, approves specific related party/parties transaction(s) from time to time, irrespective of the composition of the Board, and in accordance with the provisions of related laws/regulations and Company's policy pertaining to related parties transactions till the next Annual General Meeting.

**Resolved Further That** all such transactions shall be placed before the shareholders in the next Annual General Meeting for their noting/ratification/approval.

#### Agenda Item 7.

To consider and, if thought fit, approve the circulation of Company's annual audited financial statements through QR enabled code and weblink as part of notice of Annual General Meeting by passing, with or without modifications, additions or deletions, the following resolutions as special resolutions:

**Resolved That** the consent and approval of the members of Sunrays Textile Mills Limited be and is hereby accorded and the Company be and is hereby authorized to circulate its annual audited financial statements to its members through QR enabled code and weblink as part of the notice of Annual General Meeting.

**Further Resolved That** the Chief Executive Officer, Chief Financial Officer and Company Secretary, singly or jointly, be and are hereby 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.

#### Agenda Item 8.

##### To Alter Provisions of Articles of Association Relating to Capitalization of Reserves:

To consider and if deemed fit, to pass the following resolution as a special resolution, to alter the provisions of Articles of Association of the Company relating to the capitalization of reserves, with or without modification(s), addition(s) or deletion(s), as recommended by the Board of Directors, subject to the requisite approvals, if any:

**RESOLVED THAT** approval of members of the Company, be and is hereby accorded that the Board of Directors of the Company may resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied in or towards paying up in full unissued shares as bonus shares or debentures of the Company to be allotted and distributed as fully paid up to and amongst such members in the proportion aforesaid and the directors shall give effect to such resolution.

**FURTHER RESOLVED THAT** whenever such a resolution aforesaid shall have been passed by the Board of Directors of the Company, the Directors are authorized to make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issue of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effects thereto.

**FURTHER RESOLVED THAT** in consequence of aforesaid authorizations to the Board of Directors of the Company, the existing Article 100 of the Articles of Association of the Company, be and is hereby substituted as 100 respectively, to read as follows:

##### Article 100 of Articles of Association:

"The Board of Directors of the Company may resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied in or towards paying up in full unissued shares as bonus shares or debentures of the Company to be allotted and distributed as fully paid up to and amongst such members in the proportion aforesaid and the directors shall give effect to such resolution."

"Whenever such a resolution aforesaid shall have been passed by the Board of Directors of the Company, the Directors are authorized to make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issue of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effects thereto."

**FURTHER RESOLVED THAT** Mr. Kashif Riaz, Chief Executive Officer and Mr. Ahmed Faheem Niazi, Company Secretary, be and are hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions, as well as carry out any other act or step which may be ancillary and/or

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

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Special Resolution as per the Agenda Item No. 05 (as given above)			
2.	Special Resolution as per the Agenda Item No. 06 (as given above)			
3.	Special Resolution as per the Agenda Item No. 07 (as given above)			
4.	Special Resolution as per the Agenda Item No. 08 (as given above)			

#### NOTES:

1. Duly filled in postal ballot should be addressed to the Chairman of AGM at Indus Dyeing & Manufacturing Company Limited, Plot No. 3 & 7, Sector No. 25, Korangi Industrial Area, Karachi or through email at: **corporate.affairs@indus-group.com** to the company in business hours on or before **October 26, 2023**, i.e. one day before the AGM to be held on **October 27, 2023**. Any Postal Ballot paper received after this date, will not be considered for voting;

2. The signature on the Ballot Paper shall match with signature on the CNIC;

3. This Postal Ballot paper containing the Special Resolutions to be passed at the AGM and is also available on the website of the Company i.e. **www.indus-group.com**

4. Copy of CNIC, NICOP/Passport No. (In case of foreigner) should be enclosed with the postal ballot form;

5. Postal Ballot paper should reach the Chairman on or before **October 26, 2023**. Signature on postal poll paper should match with signature on CNIC, NICOP/Passport (In case of foreigner); and

6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

Shareholder/Proxy holder Signature/Authorized Signatory  
(In case of corporate entity, please affix company stamp)

Place: \_\_\_\_\_  
Date: \_\_\_\_\_