



**INDUS DYEING & MANUFACTURING COMPANY
LIMITED**

**NOTICE OF EXTRA ORDINARY GENERAL
MEETING (EOGM)**

Dated: June 15, 2026

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting (“EOGM”) of the members of **Indus Dyeing & Manufacturing Company Limited** (the “Company”) will be held on June 15, 2026 (Monday) at 04:00 p.m. at Plot No. 3 & 7, Sector No. 25, Korangi Industrial Area, Karachi to transact the following business:

Ordinary Business

1. To confirm minutes of 68th Annual General Meeting held on October 28, 2025.
2. To **Elect (9)** Directors of the Company, as fixed by the Board of Directors, for the next term of three years, commencing from June 15, 2026 in accordance with the provisions of Section 159 of the Companies Act, 2017, in place of following retiring Directors who are eligible to offer themselves for re-election: -

- | | |
|-----------------------|------------------------------|
| 1. Mr. Naveed Ahmed | 6. Mr. Sheikh Shafqat Masood |
| 2. Mian Shahzad Ahmed | 7. Mrs. Fadia Kashif |
| 3. Mian Imran Ahmed | 8. Mr. Faisal Hanif |
| 4. Mr. Kashif Riaz | 9. Mr. Aamir Amin |
| 5. Mr. Irfan Ahmed | 10. Ms. Azra Yaqub Vawda |

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

A Statement of Material Facts as required under Section 166 (3) of the Companies Act, 2017 concerning the manner of selection of Independent Directors is annexed to the notice of meeting circulated to the members of the Company.

By order of the Board

Karachi
Dated: May 21, 2026

(Ahmed Faheem Niazi)
Company Secretary

NOTES:

1) BOOK CLOSURE NOTICE:

The Share Transfer Books of the Company will remain closed for the period from June 09, 2026 to June 15, 2026 (both days inclusive) for attending and voting at Extra Ordinary General Meeting and Election of Directors. Physical Transfers / CDS Transactions IDs received in order in all respect close of business on June 08, 2026 at Share Registrar M/s. Jwaffs Registrar Services (Pvt) Ltd, Office # 20, 5th Floor, Arkay Square Extension, New Chali Shahrah-e-Liaquat, Karachi. Tel. (+92-21) 32440974-75 ('Registrar') will be considered in time for attending of meeting and Election of Directors.

2) FOR ATTENDING THE MEETING:

- i. In case of individuals, the accounts holders and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his original CNIC or Passport at the time of attending the Meeting.
- ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

3) FOR APPOINTING PROXIES:

- i. In case of individuals, the account holders and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirements.
- ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii. Attested copies of CNIC or the passport of the beneficial owner and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his/her original CNIC or original Passport at the time of meeting.
- v. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
- vi. Members are requested to notify Change in their addresses, if any; in case of book entry securities in CDS to their respective participants/investor account services and in case of physical shares to the Registrar of the Company by quoting their folio numbers and name of the Company at the above mentioned address, if not earlier notified/submitted.

4) ELECTION OF DIRECTORS:

Any person (including a retiring Director) who seeks to contest the election of directors shall file with the Company at its Registered Office or through email at corporate.affairs@indus-group.com not later than 14 days before the date of EOGM, the following documents/information.

- a) his/her Folio No./CDC Investor Account No./CDC Participant No./Sub-Account Number. He/ She must be a member of the Company at the time of filing of his/her consent for the contesting election of directors;
- b) a notice of his/her intention to offer himself/herself for the election of Directors in terms of section 159(3) of the Companies Act, 2017 in any of the following categories in compliance with the requirements of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019:
 - Female Director
 - Independent Director
 - Other Director

A member who seeks to contest for election may select any one above mentioned category in which he / she intends to contest election of directors. In case of simultaneous nominations in more than one category,

acceptance to contest shall be made in only one category. For the purposes of election of directors of the Company the voting shall be held separately in the above three (3) categories.

The member on his/her discretion may cast the vote to any candidate in each category of female, independent and other directors contesting the election of directors. It must, however, be noted that the division of votes available to each member for a category shall be in proportion to the number of seats of directors under such category.

If the number of persons who offer themselves to be elected in a category is not more than the number of directors to be elected in such category, such persons will be elected unopposed without the voting process.

- c) consent to act as Director under section 167 of the Companies Act, 2017 ;
- d) a detailed profile along with his/her office address for placement on the Company's website as required under SRO 1196(1)/2019 dated October 3, 2019 issued by the Securities and Exchange Commission of Pakistan ("SECP").
- e) an attested copy of CNIC or passport in case of non-resident along with 02 latest passport size photograph and National Tax Number.
- f) active email address and valid personal cell phone number for electronic correspondence.
- g) details of holding of other offices & directorships and interest therein in other companies.
- h) in case of independent director, compliance with the requirements of Section 166 of the Companies Act. A member contesting as independent director shall also submit a declaration on stamp paper that he/she qualifies the criteria of eligibility and Independence as notified under the Companies Act and rules and regulations issued thereunder
- i) a declaration on stamp paper confirming that:
 - he/she is not ineligible to become a director of the Company under Section 153 of the Companies Act, any other provision of the Companies Act and any other applicable laws, rules and regulations (including the Listing Regulations of the Pakistan Stock Exchange Limited ("PSX"));
 - he/she is not serving as director of more than seven listed companies simultaneously including as an alternate director;
 - he/she is aware of his/ her duties and powers under the relevant laws, the Company's Memorandum & Articles of Association and Listing Regulations of PSX, and the Listed Companies (Code of Corporate Governance) Regulations, 2019;
- j) The independent directors will be elected through the process of election of directors in terms of sections 159 read with Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and 166(1) of the Companies Act, 2017 and they shall meet the criteria laid down under section 166(2) of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. It will be ensured that the name of Independent Director is available in the Databank of Independent Directors being maintained by the Pakistan Institute of Corporate Governance ("PICG").
- k) Further, website of the Company will also be updated with the required information for each Director and justification for selecting candidates as an Independent Directors.
- l) The interested candidates are requested to read the relevant provisions / requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and the other applicable laws and regulations and ensure the compliance with the same in letter and spirit.

Note: If the number of persons who offer themselves to be elected is more than the number of Directors fixed under Section 159 (1) of the Companies Act, 2017, then the Company shall provide members with the option of e-voting or voting by postal ballot in accordance with the provisions of Companies (Postal Ballot) Regulations, 2018.

5) VIDEO CONFERENCE FACILITY

Members may avail video conference facility for this Meeting other than Karachi, provided the Company receives consent (standard format is given below) atleast 07 days prior to the date of the Meeting from members holding in aggregate 10% or more shareholding residing at respective 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.

“I/we _____ of _____ being member(s) of Indus Dyeing & Manufacturing Company Limited, holder of _____ Ordinary Share(s) as per Registered Folio No./CDC Account No. _____ hereby opt for video conference facility at _____ in respect of Meeting of the Company.

6) VIDEO-LINK ARRANGEMENT FOR ONLINE PARTICIPATION IN MEETING

Shareholders interested in attending the Extra Ordinary General Meeting (EOGM) through video link facility are requested to get themselves registered with the Company Secretary office at least two working days before the holding of the time of EOGM at corporate.affairs@indus-group.com by providing the following details: -

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

- The Login facility will remain open from 03:45 P.M. till the end of the meeting.
- Shareholders will be encouraged to participate in the EOGM to consolidate their attendance and participation through proxies.
- Shareholders will be able to login and participate in EOGM proceedings through their smart phone or computer devices from their home after completing all the facilities required for the identification and verification of the Shareholders.

The Company will follow the best practices and comply with the instructions of the Government and SECP to ensure protective measure are in place for the well-being of its members.

7) POSTAL BALLOT

Pursuant to companies (Postal Ballot) Regulations, 2018 for the agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through e-voting, in accordance with the requirements and procedure contained in the aforesaid regulations.

8) CONVERSION OF PHYSICAL SHARES INTO BOOK ENTRY FORM

As per Section 72 of the Companies Act, 2017, every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act i.e. May 30, 2017. Further SECP vide Letter dated March 26, 2021 has advised to comply Section 72 of the Act and encourage shareholders to convert their shares in book –entry form.

In light of above, shareholders holding physical share certificates are requested to deposit their shares in Central Depository by opening CDC sub-accounts with any of the brokers or Investor Accounts maintained directly with CDC to convert their physical shares into scrip less form. This will facilitate the shareholders to streamline their information in member’s Register enabling the Company to effectively communicate with the shareholders and timely disburse any entitlements. Further, shares held shall remain secure and maintaining shares in scrip less form allows for swift sale/purchase.

9) UNCLAIMED DIVIDENDS AND BONUS SHARES

Shareholders, who for any reason, could not claim their dividend and/or bonus shares are advised to contact our Shares Registrar M/s. Jwaffs Registrar Services (Pvt) Limited to collect/enquire about their unclaimed dividends and/or bonus shares if any.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act. A candidate who contests the election as an Independent Director shall be required to meet the requirements and criteria stipulated under Section 166(2) of the Companies Act read with Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019; and Section 166(3) of the Companies Act requires 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 independent directors. Accordingly, it will be ensured that the independent directors to be elected must meet the criteria of independence stipulated in Section 166 of the Companies Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and his/her name is included in the data bank of independent directors maintained by the Pakistan Institute of Corporate Governance duly authorized by the SECP. Further, their selection will be made due to their respective competencies, skills, knowledge and experience.

Further, website of the Company will also be updated with the required information for each Director and justification for selecting candidates as an Independent Directors

The candidates are requested to read the relevant provisions / requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit.

The present Directors of the Company have no interest in the above business except their eligibility for re-election as director of the Company.

**INDUS DYEING & MANUFACTURING COMPANY LIMITED
PROXY FORM
EXTRA ORDINARY GENERAL MEETING**

Shareholder's Folio No. -----Number of shares held -----I/We. -----
-----of (full address) -----

being a member of **INDUS DYEING & MANUFACTURING COMPANY LIMITED** hereby appoint.

Mr. / Mrs. / Ms. -----of (full address) -----
-----or failing him/her/ Mr. / Ms. -----of (full address) -----

as my / our proxy in my/our absence to attend and vote for me/us on my/our behalf at the **Extra Ordinary General Meeting** of the Company to be held on 15th day of June, 2026 at 04:00 p.m. plot # 3 &7, Sector-25 Korangi Industrial Area, Karachi and at any adjourned meeting thereof.

WITNESSES	
WITNESS # 1	WITNESS # 2
SIGNATURE	SIGNATURE
NAME CNIC #	NAME CNIC#

Note:

1. Proxies in order to be effective, must be received at the Company's Registered Office/ Shares Registrar not less than 48 hours before the meeting and must be duly stamped, signed and witnessed.
2. CDC shareholders and their proxies are requested to attach an attested photocopy of their CNIC or passport with this proxy form before submission to the Company.

Signature on
Rs. 5/-
Revenue Stamp

AFFIX
CORRECT
POSTAGE

The Company Secretary
INDUS DYEING & MANUFACTURING CO. LTD.
5th Floor 508 Beaumont Plaza Beaumont Road
Civil Lines Qtrs Karachi