



ISO 9001:2008 Certified

SARITOW SPINNING MILLS LIMITED

17 – Aziz Avenue, Canal Bank, Gulberg-V, Lahore (Pakistan), Phone: (042) 35715029-31, Fax: 35715105
Email: azamsaritow@saigols.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of **Saritow Spinning Mills Limited** will be held on **Friday, March 22, 2024 at 11:00 A.M.** at 06-Egerton Road, Opposite LDA Plaza, Lahore to transact the following business:-

1. To confirm the minutes of the Annual General Meeting held on October 27, 2023.
2. To elect Seven Directors as fixed by the Board under Sections 159 and 161 of the Companies Act, 2017 for a period of three years. The following Directors retire and are eligible for re-election:
 1. Mr. M. Naseem Saigol
 2. Mr. M. Zeid Yousuf Saigol
 3. Mr. M. Murad Saigol
 4. Mr. Samir Iqbal Saigol
 5. Mr. Muhammad Omer Farooq
 6. Mrs. Sadaf Kashif
 7. Mr. Jamal Nasim
3. Any other business with the permission of the Chair.

A statement of material facts under Section 166(3) of the Companies Act, 2017 pertaining to the election of directors is being sent to the shareholders along with this Notice.

By Order of the Board

Company Secretary

Lahore: March 01, 2024

Notes:

1. The Share transfer books of the Company will remain closed from March 16, 2024 to March 22, 2024 (both days inclusive). Physical transfers/CDS transactions ID's received in order at "Company Registrar office M/s Corplink (Pvt.) Limited", Wings arcade, 1-K, Commercial, Model Town, Lahore on March 15, 2024 will be treated in time.



ISO 9001:2008 Certified

SARITOW SPINNING MILLS LIMITED

17 – Aziz Avenue, Canal Bank, Gulberg-V, Lahore (Pakistan), Phone: (042) 35715029-31, Fax: 35715105

Email: azamsaritow@saigols.com

2. Any person who seeks to contest the election of Directors shall file with the Company at 14-K.M., Ferozpur Road, Lahore, not later than fourteen (14) days before the day of the Meeting, his/her intention to offer himself/herself for Election of Directors in terms of Section 159(3) of the Companies Act, 2017 along with his/her consent to act as Director, if elected. Such consent should be accompanied by the following declaration:
 - a. I am not serving as a director on more than seven listed companies in Pakistan.
 - b. I am aware of my duties and powers under the relevant law(s) and the Memorandum & Articles of Association of Saritow Spinning Mills Limited and the Listing Regulations of Pakistan Stock Exchange.
 - c. I have not been convicted by a court of law for an offense involving moral turpitude;
 - d. I have not been declared debarred by any court of law for lacking fiduciary behaviour.
 - e. I am a registered tax payers at NTN # _____.
 - f. I have not been convicted by a court of competent jurisdiction as a defaulter in payment of a loan to a Banking Company, a Development Finance Institution or a Non-Banking Financial Institution, or being a member of a Stock Exchange have not been declared as a defaulter by such Stock Exchange.
 - g. Neither I nor my Spouse is engaged in the business of Stock Brokerage.
 - h. I am not ineligible to become Director under section 153 or 157 of the Companies Act, 2017.
3. A member entitled to attend and vote at this meeting may appoint another Member as his/her proxy. Proxies in order to be effective, must be received at 14-K.M., Ferozpur Road, Lahore, not later than forty-eight hours before the time for holding the meeting and must be duly stamped, signed and witnessed.
4. Members whose shares are deposited with Central Depository System (CDS) are requested to bring their original National Identity Cards or original Passport along with their Account Numbers in CDS for attending the meeting.
5. Specimen of Postal Ballot Paper is available on the Company's Website.
6. Members are requested to notify the Company of any change in their addresses, if any.



ISO 9001:2008 Certified

SARITOW SPINNING MILLS LIMITED

17 – Aziz Avenue, Canal Bank, Gulberg-V, Lahore (Pakistan), Phone: (042) 35715029-31, Fax: 35715105

Email: azamsaritow@saigols.com

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

Section 166 of the Companies Act 2017 required that a statement of material facts is annexed to the notice of the extraordinary general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

Being a listed company Saritow Spinning Mills Limited is required to have independent directors on its Board in accordance with Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the Company shall ensure that independent directors are elected in accordance with the procedures for election of directors laid down in Section 159 of The Companies Act, 2017.

After the contestants file their notice / intention to stand for elections, the Company shall apply following criteria for choosing the appointee for appointment as independent director:

- Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP.
- Respective competencies, diversity, skill, knowledge and experience of the election contestants shall be assessed.
- The company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.

Ballot Paper for Voting Through Post

For Poll to be held at 11:00 am on March 22, 2024
at 06-Egerton Road, Lahore.

SARITOW SPINNING MILLS LIMITED

Registered Office: 17-Aziz Avenue, Canal Bank, Gulberg-V, Lahore
Landline: +92-42-35715029-31 Website: <http://saritowspinningmillsLtd.com/>
E-mail: safee.sultan@saigols.com

Name of Shareholder / Joint Shareholders	
Registered address	
Number of Shares held (on March 15, 2024) and Folio No.	
CNIC No. / Passport No. (in case of foreigner) (Copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government)	

I / we hereby exercise my/our vote in respect of election of Directors through postal ballot as follows:
Agenda No. 2: To elect Seven Directors as fixed by the Board under Sections 159 and 161 of the Companies Act, 2017 for a period of three years.

Sr. No.	Name of Director	No. of Ordinary Shares, used for voting in favor of the Director	Number of Votes (Number of voting shares X number of directors to be elected i.e. 7)
1			
2			
3			
4			
5			
6			
7			
	TOTAL		

Signature of Shareholder(s)

Place: _____ Date: March ____, 2024

Notes:

1. Duly filled postal ballot should be sent to Company Secretary, at 14-KM, Ferozepur Road, Lahore.
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Postal ballot forms should reach Company Secretary on or before March 20, 2024. Any postal ballot received after this, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.