

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 44th Annual General Meeting of the members of Suhail Jute Mills Limited, ("the Company") is to be held on 28th October 2025 at the Registered Office of the Company, 14-B Civil Lines Rawalpindi at 15:30 PM.

ORDINARY BUSINESS

1. To confirm the minutes of Annual General Meeting held on 27th November 2024.
2. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2025 together with the Director's and Auditor's Reports thereon and Chairperson's Review
3. To appoint Auditors of the Company for the year ending June 30, 2026 and fix their remuneration.

SPECIAL BUSINESS.**PROPOSED SPECIAL RESOLUTION FOR CHANGE OF REGISTERED OFFICE**

To consider and approve the following as a Special Resolution:

Resolved that: **'The Registered Office of the Company be, and hereby is, shifted to the site of the Company's manufacturing facility at Nowshera, Khyber-Pakhtunkhwa.**

STATEMENT OF MATERIAL FACTS

1. The Company has been non-operational since 2010
2. The maintenance of a separately situated Registered Office no longer serves any meaningful business purpose.
3. The costs of maintaining the Registered Office are onerous.
4. The site of the manufacturing facility in Nowshera, Khyber-Pakhtunkhwa, has ample office and storage space, power and communication facilities and security arrangements to house the Registered Office, at no significant additional cost.
5. Given the severe financial constraints, it is in the shareholders' interest to mitigate, as much as possible, the financial burden AND it is recommended that the proposed Special Resolution be passed

RE-ELECTION OF DIRECTORS

To elect seven Directors, as fixed by the Board, for a term of three years, in accordance with Section 159 of the Companies Act, 2017.

The following are the names of the retiring Directors, who are eligible for re-election

S/#	Name	S/#	Name
1	MR.SOHAIL FAROOQ SHAIKH	5	MR. SALEEM ASGHAR MIAN
2	MRS. NEELUM SOHAIL SHAIKH	6	MR.SYED IBRAHIM AHMAD
3	MRS SADIA MOHSIN SHAIKH	7	MR SHAHMEER SHAIKH
4	MR FARRUKH HAROON RASHID		

As resolved by the Board in its meeting held on 15th August 2025 the number of Directors to be elected shall be SEVEN.

C. ANY OTHER BUSINESS

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

NOTES

1. The share transfer books of the Company will remain closed from October 21, 2025 to October 28, 2025 (both days inclusive) and no transfer will be accepted during this period. Transfers received, complete in all respect by the Shares Registrar, M/s. Corplink (Pvt) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore by the close of business on October 20, 2025 will be considered in time for the purpose of attending and voting at the meeting.
2. A member entitled to attend and vote at this meeting may appoint another person as his/her proxy to attend the meeting and vote for him/her. Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the meeting.
3. Members, who have deposited their shares into Central Depository Company of Pakistan will further have to follow the under mentioned guidelines.

A. Attending of Meeting in Person:

i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in groupaccount and their registration detail are uploaded as per the regulations, shall authenticate his/her identity by showinghis/her original Computerized National Identity Card (CNIC)/ original 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 nomineeshall be produced at the time of meeting.

B. Appointment of Proxies:

i) In case of individuals, the account holder or sub-account holder and /or the person whose securities are in groupaccount and their registration details are uploaded as per the regulations, shall submit the proxy form as per the aboverequirement.

ii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

iii) The proxy shall produce his/her original CNIC/original passport at the time of the meeting.

iv) In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signature shall besubmitted along with proxy form to the Company.

4. Filing of Consent for Election of Directors

A member desirous to contest the election of director shall file the following with the Company Secretary atits registered office, not later than fourteen (14) days before the date of the Meeting:

i. Notice of his/her intention to offer himself/herself for election as a Director under Section 159(3) of the Act, selecting any one category stated below in which he / she intends to contest, in accordance with the Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the "CCG Regulations"), introduced through S.R.O. 906(1)2023 dated July 07, 2023:

- a) Independent Director
- b) Female Director
- c) Other Director

ii. Consent to act as Director on signed appendix to Form 9 of Companies Regulations, 2024 under Section 167 of the Act, along with copy of valid CNIC / Passport, taxpayer registration certificate.

iii. A declaration in respect of being:

a) Compliant with all the applicable laws and regulations including without limiting the requirements of the CCG Regulations and eligibility criteria as set out in Section 155 & Section 156 of the Act, to act as director of the listed company.

b) That he / she is not ineligible to become Director of a listed company under Section 153 & 177 of the Act or any other applicable law.

c) That he/she is not serving as director, including as an alternate director, in more than seven (7) listed companies simultaneously.

d) That he/she is aware of the duties of the directors under the Act, the Memorandum and Articles of Association of the Company and Listing Regulations of the Pakistan Stock Exchange.

iv. A detailed profile along with official address (for placement on the Company's website) as required under SECP's SRO 1196 (1)/ 2019 dated October 03, 2019.

v. The candidates are requested to read the relevant provisions / requirements relating to the Election of Directors, as stipulated in the Act, CCG Regulations, the Companies Regulations, 2024, the applicable laws and regulations and ensure the compliance with the same in letter and spirit.

The list of contesting Directors will be circulated not later than seven (7) days before the date of the Meeting, in terms of Section 159(4). Further, website of the Company will also be updated with the relevant information.

5. Participation in the Annual General Meeting

SECP, through its guidelines, has directed the listed companies to also arrange the provision of video link facility. Accordingly, in the best interest of our valued shareholders and to ensure maximum participation, the Company has also arranged video link facility for attending this AGM. The shareholders interested in attending AGM through video link are requested to register their following particulars by sending message at whatsapp no. 03165584455.

Folio / CDC Account No.	Company Name	No. of shares held	Name	CNIC	Cell No.	Email Address
	SUHAIL JUTE MILLS LIMITED					

The video link and login credentials will be shared with the shareholders whose emails, containing all therequested particulars, are received at the above Whatsapp number by or before the close of business hours (5:00 P.M.) on 16th October 2025.

6. Video Conference Facility

Without prejudice to the requirements and the arrangements as described above, keeping in viewthe requirements of Section 132 of the Companies Act, 2017 read with SECP Circular 10 of 2014, if theCompany receives consent from members holding in aggregate 10% or more shareholding residing at ageographical location, to participate in the Annual General Meeting through videoconference at least seven days prior to the date of AGM, the Company will arrange a video conferencefacility in that city subject to availability of such facility in that city. The Company will intimate membersregarding the video conference facility venue at least 5 days before the date of the AGM along with thecomplete information needed to access the facility.

If you would like to avail video conferencing facility, as per above, please fill the following and submit toregistered office of the Company at least 07 days before AGM.

I/ We, _____ of _____ being a member of SUHAIL JUTE MILLS LIMITED, holder of _____ Ordinary Share(s) as per Register Folio No / CDC Account No. _____ hereby optfor video conference facility at _____.

7. Polling on Special Business Resolutions:

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amendedthrough Notification vide SRO 2192(1)/2022 dated December 05, 2022 issued by the SECP. The SECP hasdirected all the listed companies to provide the right to vote through electronic voting facility and voting by postto the members on all businesses classified as special business and in case of election of directors, **if thenumber of persons who offer themselves to be elected is more than the number of directors fixed under subsection (1) of section 159 of the Act.** Accordingly, members of SUHAIL JUTE MILLS LIMITED will be allowed to exercise their right to vote through e-voting facility or voting by post for the election of directors in its forthcoming Annual General Meeting to be held on 28th October 2025 at 15:30 P.M., in accordance with therequirements and subject to the conditions contained in the aforesaid Regulations further details will be sharedin due course.

By Order of the Board of Directors
Company Secretary

Rawalpindi Dated: 06th October 2025.

NOTES

1. The Register of members will remain closed from 21st October 2025 to 28th October 2025. (both dates inclusive). The Members whose names appear on the Register of Members as on 20th October 2025 shall be entitled to attend and vote at the AGM.
2. A member entitled to attend, speak and vote at the meeting shall also be entitled to appoint his / her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have such rights with respect to attending, speaking and voting. The Instrument of Proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarized certified copy of that Power of Attorney or authority, in order to be effective, must be received by the Company at least 48 hours before the meeting. A proxy need not be a member of the Company. The Form of Proxy is enclosed with this notice. Members may request participation through Video link in terms of SECP Circular No.10. of 2014, read with section 134(1)(b) of the Companies Act 2017.
3. Any company or other body corporate which is a member of the Company may, by resolution of its Directors, or proxy signed by authorized officers, authorize any of its officials or any other person to act as its representatives at the meeting and the person so authorized shall be entitled to exercise the same powers as if he/she were an individual member of the Company.
4. Individual members who have lodged their shares at the Central Depository Company (CDC), desiring to attend the meeting are requested to bring their original Computerized National Identity Cards (CNICs) along with the Investor Account or Participant ID and House Account/Sub-Account numbers, for identification purposes, whereas, in case of corporate member, the resolution of Board of Directors / Power of Attorney with specimen signature of the nominee may preferably be provided to the Company well in advance or otherwise produced at the time of meeting.
5. Members are requested to notify any change of their registered address, if any, immediately, but before the first day of book closure, to the Company Secretary.
6. Pursuant to Section 242 of the Companies Act, 2017 (the Act) read with relevant provisions of the Companies (Distribution of Dividends) Regulations, 2017 (the Regulations), all listed companies have been mandated to pay dividend directly into the bank accounts of entitled shareholders, as designated by them. Please provide bank account details at the earliest.
7. Members may access Financial Statements and other information from the company's Website (www.sjmlimited.com) and post comments and questions on email suhailjutemill@hotmail.com.