

GADOON TEXTILE MILLS LIMITED

Ballot Paper for voting through post for poll to be held at Annual General Meeting

on Tuesday, September 26, 2023 at 03:00 p.m. at

200-201, Gadoon Amazai Industrial Estate, Gadoon Amazai, District Swabi, Khyber Pakhtunkhwa and through Video Conferencing

Contact Details and email address of the Chairman at which the duly filled in ballot paper may be sent:

The Chairman, Gadoon Textile Mills Limited, 200-201, Gadoon Amazai, Industrial Estate, Gadoon Amazai, District Swabi, Khyber Pakhtunkhwa

Email Address: agm_2023@gadoontextile.com

Name of shareholder/joint shareholders	
Registered address of shareholder(s)	
Number of shares held	
Folio number	
CNIC number (copy to be attached)	
Additional information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

Resolution for Agenda No. 3 – Consider and approve related party transactions conducted / to be potentially conducted by the Company:

“RESOLVED THAT the transactions carried out by the Company with different related parties during the year ended June 30, 2023, as disclosed in note 37 of the financial statements of the Company for the said period, be and are hereby ratified and confirmed.

FURTHER RESOLVED THAT the Company be and is hereby authorized to enter into arrangements and / or carry out transactions from time to time including, but not limited to, for the purchase and sale of goods, commodities and materials, including yarn, polyester, cement, cloth, power, electricity, steam, garments, textiles, vehicles, plant & machinery, other ancillary machinery and / or relevant parts, or availing or rendering of services, with different related parties from time to time to the extent of Rs. 20 billion to be undertaken from time to time during the financial year ending June 30, 2024. The members have noted that for the aforesaid arrangements and transactions some or a majority of the Directors may be interested. Notwithstanding the same, the members hereby grant an advance authorization and approval to the Board of Directors of the Company (irrespective of the composition of the Board), including under Sections 207 and / or 208 of the Companies Act, 2017 (to the extent applicable) to review and approve all related party transactions.

FURTHER RESOLVED THAT the related party transactions, for the period ending June 30, 2024, shall be deemed to have been approved by the members, and shall subsequently be placed before the members in the next Annual General Meeting for ratification and confirmation.”

Resolution for Agenda No. 4 – Alteration in Articles of Association of the Company:

“RESOLVED THAT Articles 118 and 119 of the Articles of Association of the Company be amended to read as follows.

118. The Board of Directors shall be empowered and may resolve that any part of the amounts for the time being standing to the credit of any reserves, or other special accounts, or the profit and loss account, or representing premiums received on the issue of shares and standing to the credit of the share premium account, or capital reserves, including arising from realized or unrealized appreciation of the assets or goodwill of the Company or from any acquisition / sale of interest in other undertakings, or amounts otherwise available for distribution, be capitalized and distributed amongst the Members as would be entitled thereto if the same were if distributed by way of dividend and in the same proportions on the condition that the same be not paid in cash (subject to Article 119) but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively, or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other.

118. Whenever such a resolution as aforesaid has been passed by the Board of Directors, the Directors shall make all appropriations and applications of the undistributed profits, reserves etc. (as the case may be) resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board of Directors to make such provisions (including by payment in cash) as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorize any person(s) to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such

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capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

FURTHER RESOLVED THAT the Chief Executive and / or the Company Secretary be and are hereby severely authorized to prepare, finalize, execute and file all necessary documents, and take all necessary steps, fulfil necessary formalities and legal procedures, and to do all such acts, deeds and things for and on behalf of, and in the name of the Company, as may be necessary or required as he may think fit for, or in connection with, or incidental for, the purposes of the abovementioned resolution, as well as carry out any other act or step which may be ancillary and / or incidental to, and necessary to fully achieve the objects of the aforesaid resolution, including without limitation, filing of requisite documents with the Securities and Exchange Commission of Pakistan.”

Resolution for Agenda No. 5 – Circulation of Annual Report through QR enabled code and weblink:

“RESOLVED THAT the Company be and is hereby authorized to circulate its annual report, including annual audited financial statements, Auditors’ report, Directors’ report, Chairman’s review report and other reports contained therein, to the members of the Company through QR enabled code and weblink, in accordance with S.R.O. 389(I)/2023 issued by the Securities and Exchange Commission of Pakistan, and that the practice of circulation of the annual report through CD / USB be discontinued.”

I / we hereby exercise my / our vote in respect of the above resolution through ballot by conveying my / our assent or dissent to the resolution by placing a tick (✓) mark in the appropriate box below:				
Sr No.	Resolution	No. of ordinary shares for which votes cast	I / We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Resolution For Agenda Item No. 3			
2	Resolution For Agenda Item No. 4			
3	Resolution For Agenda Item No. 5			

Signature of the Shareholder (s)
Place:
Date:

NOTES:

1. This Ballot paper is also available on Company’s website i.e. <https://gadoontextile.com/investor-info/>
2. Duly filled postal ballot should be sent to Chairman at above mentioned postal or email address.
3. Copy of clean and valid CNIC should be enclosed with the postal ballot form.
4. Postal ballot forms should reach Chairman of the meeting on or before Monday, September 25, 2023 during business hours. Any postal ballot received after this date will not be considered for voting.
5. Signature on postal ballot should match with signature on CNIC.
6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
7. Alternatively, the details of E-Voting facility will be communicated via e-mail to the email addresses available in the Register of Members of the Company by the Company appointed E-Voting Service Provider.
8. Members may cast E-Vote online from September 23, 2023 at 09:00 a.m. till the close of E-Voting on September 25, 2023 at 5:00 p.m.