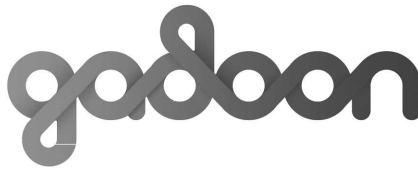


NOTICE OF 39TH ANNUAL GENERAL MEETING



GADOON TEXTILE MILLS LIMITED

Corporate Affairs Department
7-A, Muhammad Ali Society,
Abdul Aziz Haji Hashim Tabbā Street, Karachi-75350
Phone : 021-35205479-80 Fax : 021-34382436
E-mail : secretary@gadoontextile.com



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NOTICE OF 39TH ANNUAL GENERAL MEETING

Notice is hereby given that the 39th Annual General Meeting (the "AGM") of Gadoon Textile Mills Limited (the "Company") will be held on Monday, September 28, 2026 at 10:30 a.m., at the registered office of the Company at 200-201, Gadoon Amazai Industrial Area, Gadoon Amazai, District Swabi, Khyber Pakhtunkhwa and through video link to transact the following business:

ORDINARY BUSINESS:

1. To confirm minutes of the Thirty-Eight (38th) AGM of the Shareholders of the Company held on Friday, September 26, 2025.
2. To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2026, together with the Chairman's Review, Directors' and Auditor's report thereon.
3. To approve the final cash dividend @ 50% i.e., Rs.5/- per ordinary share for the year ended June 30, 2026 as recommended by the Board of Directors.
4. To appoint auditors and fix their remuneration for the year ending June 30, 2027. The presents Auditors M/s. Yousuf Adil, Chartered Accountants retire and being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS:

5. To consider and, if deemed fit, pass the following resolutions, as special resolutions, to ratify and approve (as the case may be) related party transactions / arrangements conducted / to be potentially conducted by the Company, in terms of Sections 207 and / or 208 of the Companies Act (the "Act") (to the extent applicable), with or without modification:

"RESOLVED THAT the transactions carried out by the Company with different related parties during the year ended June 30, 2026, as disclosed in note 38 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, investments in mutual funds, receipt or payment of dividends or availing or rendering of services with different related parties from time to time to the extent of Rs. 25 billion to be undertaken from time to time during the financial year ending on June 30, 2027. 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 year ending on June 30, 2027, 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."

OTHER BUSINESS:

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

THE STATEMENT OF MATERIAL FACTS AS REQUIRED UNDER SECTION 134(3) OF THE ACT, COVERING THE ABOVE-MENTIONED SPECIAL BUSINESSES IS ANNEXED WITH THE NOTICE BEING DISPATCHED TO THE MEMBERS.

By order of the Board



FUAD ZAKARIA BHURI
Company Secretary

Karachi: September 05, 2026

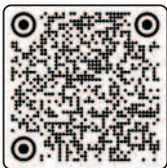
NOTES:

1. CLOSURE OF SHARE TRANSFER BOOKS

The Share Transfer Books of the Company will remain closed from Monday, September 21, 2026 to Monday, September 28, 2026 (both days inclusive). Transfer request received in order at our Share Registrar/Transfer agent, CDC Share Registrar Services Limited (the "CDCSRSL"), CDC House, 99-B, S.M.C.H. Society, Main Shahrah-e-Faisal, Karachi 74400, at the close of business on Friday, September 18, 2026 will be treated in time for the purpose of attending voting at AGM and entitlement.

2. ELECTRONIC TRANSMISSION OF ANNUAL REPORT, 2026 AND NOTICE OF AGM

In compliance with section 223(6) of the Act and pursuant to the S.R.O. 389(I)/2023 dated March 21, 2023, the Company has electronically transmitted the Annual Report, 2026 through email to shareholders whose email addresses are available with the Company's Share Registrar the CDCSRSL. In those cases, where email addresses are not available with the CDCSRSL, printed notices of AGM along with the weblink and QR enabled code to download the said Annual Report have been dispatched. However, notwithstanding the above, the Company will provide hard copies of the audited financial statements, to any Member on their request, at their registered address, free of cost, within one (1) week of receiving such request. Further, Shareholders are requested to kindly provide their valid email addresses (along with a copy of valid CNIC) to the CDCSRSL if the Member hold shares in physical form or, to the Member's respective Participant/Investor Account Services, if shares are held in book entry form. The copy of the financial statements of can be accessed through the following weblink and QR enabled code:



Annual Report 2026

<https://gadoontextile.com/financial-reports/#annual-reports>

3. PARTICIPATION IN THE MEETING

- i) All shareholders of the Company shall authenticate their identity by presenting their 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 representative shall be produced at the time of the meeting.

A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend, speak and vote in at the meeting.

For Appointing Proxies

- i) A member shall not be entitled to appoint more than one proxy. If a member appoints more than one proxy and more than one form of proxy are deposited by a member with the Company, all such forms of proxy shall be rendered invalid. Proxy must be a member of the Company.
- ii) Instrument appointing a proxy must be received at the Registered Office of the Company duly signed at least 48 hours before the time of the meeting.
- iii) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- iv) The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.
- v) Attested copies for CNIC or the passport of the beneficial owners and of the proxy shall be furnished with the proxy form.

4. PARTICIPATION IN AGM THROUGH VIDEO LINK

Pursuant to circular 4 of 2021 issued by SECP, shareholders who wish to participate virtually in the AGM are requested to share below information at agm_2026@gadoontextile.com at least seven days prior to the date of the meeting.

Name of Shareholder	CNIC Number	Folio / CDC Account Number	Registered email Address	Cell Number

Video conference link details and login credentials shall be shared with those shareholders whose information are received through their registered e-mail address within specified time. Furthermore, the said facility shall be login from the registered email address only.

5. PAYMENT OF CASH DIVIDEND ELECTRONICALLY (E-DIVIDEND MECHANISM)

In accordance with Section 242 of the Act, cash dividend can only be paid through electronic mode directly into the respective bank account designated by the entitled shareholder. Shareholders are requested to provide their complete bank details along with 24-digit International Bank Account Number ("IBAN") directly to our share registrar (for physical shares) or to their respective participant/broker (for CDS shares) as the case may be for the dividends which are unclaimed

till date. Shareholders are advised to ensure that title of bank account must be in the name of the shareholder. The subject Form is available at Company's website i.e., <http://gadoontextile.com/investor-information/>. The Company has already communicated through its letters addressed to the shareholders individually along-with newspapers publications requesting to provide IBAN.

6. WITHHOLDING TAX ON DIVIDEND

Pursuant to the provisions of Section 150 of the Income Tax Ordinance, 2001 the rates of deduction of Income tax from dividend payments will be as follows:

- i) Rate of tax deduction for persons who are appearing in the active taxpayers list: 15%.
- ii) Rate of tax deduction for persons who are not appearing in the active taxpayers list: 30%.

All Shareholders are advised to check their status on Active Taxpayers List (ATL) available on Federal Board of Revenue (FBR) website and if required take necessary actions for inclusion of their name in ATL. In case a person's name does not appear in the ATL, the applicable tax rate will be increased by hundred percent.

Members seeking exemption from deduction of income tax or those who are eligible for deduction at reduce rate, are requested to submit a valid tax exemption certificate or necessary documentary evidence as the case may be. Members desiring no deduction of zakat are also requested to submit a valid declaration for non-deduction of zakat.

For shareholders holding their shares jointly as per the clarification issued by the FBR, withholding tax will be determined separately on Active and In-active status whereby tax on each joint-holder shall be deducted on the gross amount of dividend amount determined by bifurcating the shareholding of each joint holder on equal proportion except where the shareholding proportion is pre-defined as per the records of the Company's share registrar. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of principal shareholder and joint-holder(s) in respect of shares held by them to our Share Registrar in writing as follows:

Folio / CDC Account #	Total Shares	Principal Shareholder		Joint Shareholder(s)	
		Name and CNIC	Shareholding Proportion (No. of Shares)	Name and CNIC	Shareholding Proportion (No. of Shares)

7. NOTIFY THE CHANGES IN ADDRESSES OF SHAREHOLDERS

The shareholders of the Company are requested to promptly notify changes in their mailing addresses (if any), to our share registrar/transfer agent.

8. SUBMISSION OF COPIES OF CNIC (MANDATORY)

Individual shareholders are once again reminded to submit a copy of their valid CNIC, if not provided earlier to the Company's Share Registrar. In case of non-availability of a valid CNIC in the records of the Company, the Company shall withhold the dividend unclaimed till date, under the provisions of Section 243 of the Act which will be released by the Share Registrar only upon submission of a valid copy of the CNIC.

9. AVAILABILITY OF AUDITED FINANCIAL STATEMENTS ON COMPANY'S WEBSITE

The audited financial statements of the Company for the year ended June 30, 2026 have been placed on the website of the Company <http://gadoontextile.com/investor-information/>.

10. REQUIREMENT OF COMPANIES (POSTAL BALLOT) REGULATIONS, 2018

Pursuant to the Companies (Postal Ballot) Regulations, 2018 read with Sections 143 and 144 of the Act, members will be allowed to exercise their right to vote through postal ballot, that is voting by post or electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

11. UNCLAIMED DIVIDENDS AND / OR SHARES

As per the provision of section 244 of the Act, any shares issued or dividend declared by the Company which have remained unclaimed/unpaid for a period of three years from the date on which it was due and payable are required to be deposited with the SECP for the credit of Federal Government after issuance of notices to the shareholders to file their claim. A notice in this respect was sent to shareholders dated January 31, 2018 and the final notice was published in the newspapers dated May 02, 2018.

Shareholders, whose dividends still remain unclaimed and/or undelivered share certificates are available with the Company, are hereby once again requested to approach the Company on priority to claim their outstanding dividend amounts and/or undelivered share certificates.

12. DEPOSIT OF PHYSICAL SHARES INTO CDC ACCOUNTS

In accordance with the requirement of section 72 of the Act, every existing 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 SECP, within a period not exceeding four years from the commencement of this Act.

In this regard, a notice was sent dated June 17, 2021 to the shareholders of the Company holding physical shares wherein detailed guidelines were provided for the shareholder to open the CDC sub-account with any of the broker or investor account directly with CDC to place their physical shares into scrip-less form. This will facilitate the shareholders to streamline their information in members' register enabling the Company to effectively communicate with the shareholders and timely disburse any entitlements.

13. PROHIBITION ON GRANT OF GIFTS TO SHAREHOLDERS

The Securities and Exchange Commission of Pakistan (the "SECP"), through its Circular 2 of 2018, dated February 9, 2018, has strictly prohibited companies from providing gifts or incentives, in lieu of gifts (tokens/coupons/lunches/takeaway packages) in any form or manner, to Shareholders at or in connection with general meetings. Under Section 185 of the Act, any violation of this directive is considered an offense, and companies failing to comply may face penalties.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 PERTAINING TO AGENDAS OF SPECIAL BUSINESS

This statement sets out the material facts pertaining to the special business items to be transacted at the AGM of the Company to be held on September 28, 2026.

Agenda Item No. 5

The Company routinely enters into arrangements and carries out transactions with its related parties in accordance with its policies and the applicable laws and regulations. Certain related party transactions, in which a majority of the Directors are interested, would require members' approval under Sections 207 and / or 208 (to the extent applicable) of the Act, read with Regulation 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

As some / majority of the Directors of the Company may be deemed to be interested in certain arrangements / transactions with related parties, including due to their shareholding or common directorships in related entities / parties, and to promote transparency, an approval from the members was sought during the 38th AGM of the Company, where the members authorized the Board of Directors to approve such related party transactions conducted by the Company from time to time (and on a case to case basis) during the financial year ended June 30, 2026, and such transactions were deemed to be approved by the members. All the related party transactions have been disclosed in Note 38 to the financial statements for the year ended June 30, 2026. Such transactions were to be placed before the members in next AGM for their ratification / confirmation. Accordingly, these transactions are being placed before the AGM for ratification / confirmation by the members.

The Company carries out transactions and enters into arrangements with its related parties primarily on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business. All transactions / arrangements entered into with related parties require the periodic review of the Board Audit Committee (the "BAC"), which is chaired by an independent director of the Company. Upon the review and recommendation of the BAC, such arrangements / transactions are placed before the Board of Directors for approval.

Transactions entered into with the related parties include, but are 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, investments in mutual funds, receipt or payment of dividends or availing or rendering of services.

The nature of relationship with these related parties has also been indicated in Note 38 to the financial statements of the Company for the year ended June 30, 2026. The Directors are interested in the resolution only to the extent of their common directorships and shareholdings (to the extent applicable) in such related parties.

Accordingly, the members are requested to ratify and confirm the transactions with related parties as disclosed in the financial statements of the Company for the year ended June 30, 2026.

Furthermore, the Company will be entering into arrangements and conducting transactions with its related parties including, but not limited to, those stipulated in the resolution, during the year ending on June 30, 2027. As some or a majority of the Directors of the Company may be deemed to be interested in certain arrangements or transactions, inter alia, due to their shareholding or common directorships in related entities, and in order to promote transparent business practices, an approval from the members is being sought to authorize the Company to conduct such related party transactions

and enter into arrangements with related parties, and further to authorize and grant power to the Board of Directors to approve related party transactions to be conducted by the Company during the financial year ending on June 30, 2027 (irrespective of composition of the Board and interest of the Directors). The related party transactions as aforesaid for the year ending on June 30, 2027 shall be deemed to have been approved by the members.

The members should note that it is not possible for the Company or the Directors to accurately predict the nature of related party arrangements / transactions, or the specific related parties with whom the transactions will be carried out. The transactions that may be carried out by the Company include, but are not limited to, 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, investments in mutual funds, receipt or payment of dividends or availing or rendering of services.

The related parties include, but are not limited to, the following:

- | | |
|--------------------------------------|--|
| 1. Lucky Cement Limited | 2. Lucky Core Industries Limited |
| 3. Lucky Energy (Private) Limited | 4. Lucky Investments Limited |
| 5. Lucky Knits (Private) Limited | 6. Lucky Landmark (Private) Limited |
| 7. Lucky Motor Corporation Limited | 8. Lucky Textile Mills Limited |
| 9. National Bank of Pakistan | 10. Tricom Solar Power (Private) Limited |
| 11. Y. B. Holdings (Private) Limited | 12. Yunus Energy Limited |
| 13. Yunus Textile Mills Limited | 14. Yunus Wind Power Limited |

The members should also note that, for the Special Resolutions described in the Notice of AGM, it is not possible for the Company to predict the quantum of related party transactions / arrangements to be undertaken in the year ending on June 30, 2027, however, the members are requested to authorize the Board of Directors to carry out the transactions / arrangements to the extent of Rs.25 billion to be undertaken from time to time for the period ending on June 30, 2027. The Company will present the actual figures for subsequent ratification and confirmation by the members, at the next AGM. Furthermore, the Company and the Board continuously serve to protect the interests of the shareholders of the Company and the said transactions are entered into in order to benefit the Company and its stakeholders.

Based on the aforesaid the members are requested to pass the Special Resolutions (with or without modification) as stated in the Notice.

None of the Directors of the Company have any personal interest in the aforesaid special business, except in their capacity as members and Directors of the Company.

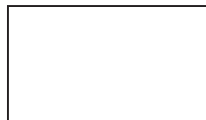
FORM OF PROXY

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

I/We _____ of (full address)

_____ being member of **Gadoon Textile Mills Limited** and holder of _____ ordinary shares as per Share Register Folio No. _____ and/or CDC Participant I.D. No. _____ and Sub-Account No. _____ hereby appoint _____ of (full address) _____ or failing him/her _____ of (full address) _____ who is who is also a member of **Gadoon Textile Mills Limited**, as my/our proxy in my/our absence to attend and to vote and act for me/us and on my/our behalf at the 39th Annual General Meeting of the Company to be held on Monday, September 28, 2026 at 10.30 am and at any adjournment thereof.

Signature this _____ day of _____, 2026.



Signature of members should match with the specimen signature registered with the company.

Witness : 1

1. Signature: _____
Name _____
Address _____

CNIC No. _____

Witness : 2

2. Signature: _____
Name _____
Address _____

CNIC No. _____

Notes:

1. Proxies in order to be effective, must be deposited by the registered office of Company not less than 48 hours before the meeting. Proxy must be a member of the Company.
2. CDC Shareholders and their proxies are each requested to attach an attested photocopy of their Computerized National Identity Card with this proxy form before submission to the Company.
3. For representatives of corporate members, Board of director's resolution / power of attorney and the specimen signature of the nominee must be deposited along with the proxy form. The representative shall produce his/her original CNIC at the time of meeting.

تشکیل نیابت داری اُنٹالیسواں سالانہ اجلاس عام

جناب کمپنی سیکریٹری
گدون ٹیکسٹائل ملز لمیٹڈ،
200-201 گدون اماڑ کی انڈسٹریل اسٹیٹ،
ڈسٹرکٹ صوابی،
خیبر پختونخوا۔

میں / ہم ----- ساکن ----- بحیثیت رکن گلدون
نیکسٹل ملز لمیٹڈ اور حال عام حصص، بمطابق شیئر رجسٹرڈ فولیو ای ڈی سی شراکت آئی ڈی نمبر۔ اور ذیلی کھاتہ
نمبر مسمیٰ / مسماۃ ----- ساکن -----
فولیو ای ڈی سی شراکت آئی ڈی نمبر۔ اور ذیلی کھاتہ نمبر۔ بالصوربت دیگر مسمیٰ / مسماۃ -----
ساکن ----- فولیو ای ڈی سی شراکت آئی ڈی نمبر۔ اور ذیلی
کھاتہ نمبر۔ کو اپنی جگہ بروز پیر 28 ستمبر 2026 بوقت 10:30 بجے صبح منعقد یا ملتوی ہونے والے کمپنی کے (39th) اربتالیسوواں
سالانہ اجلاس عام میں رائے دہندی کے لئے اپنا نمائندہ (پراسا کی) محقر کرتا کرتی ہوں۔

2026- - - - - مورخہ



دستخط کمپنی میں درج نمونہ کے دستخط کے مطابق ہونے چاہئے۔

دستخط گواه نمبر 1	دستخط گواه نمبر 2
نام	نام
پتہ	پتہ
شناختی کارڈ نمبر	شناختی کارڈ نمبر

نوٹ:

- تشکیل نیابت داری کی درخواست، اجلاس سے کم از کم ۴۸ گھنٹے قبل کمپنی کو موصول ہو جانی چاہیے۔ پراسس کا کمپنی کارکن ہونا ضروری ہے۔

- سی ڈی سی شیئر ہولڈرز اور ان کے نمائندوں سے درخواست ہے کہ پراسیکیوٹر کے ساتھ اپنے سی این آئی سی کی مصدقہ نقول فراہم کریں۔

- بصورت کاروباری ادارے، اجلاس میں شرکت کے وقت بورڈ آف ڈائریکٹرز کی قرارداد/مختار نامہ بمعہ ماحز کردہ شخص کے دستخط کے نمونے ظاہر کرنا لازم ہیں۔

BALLOT PAPER

Ballot Paper for voting through post for poll to be held at Annual General Meeting on Monday, September 28, 2026 at 10:30 a.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_2026@gadoontextile.com

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

Resolution for Agenda No. 5 - 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, 2026, as disclosed in note 38 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, investments in mutual funds, receipt or payment of dividends or availing or rendering of services with different related parties from time to time to the extent of Rs. 25 billion to be undertaken from time to time during the financial year ending on June 30, 2027. 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 year ending on June 30, 2027, 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."

S. 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. 5			

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 Friday, September 25, 2026 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 Thursday, September 24, 2026 at 09:00 a.m. till the close of E-Voting on Sunday, September 27, 2026 at 5:00 p.m.

Place: _____

Date: _____

Signature of the Shareholder (s)



BY COURIER

If undelivered please return to:

GADOON TEXTILE MILLS LIMITED

Corporate Affairs Department

7-A, Muhammad Ali Society,

Abdul Aziz Haji Hashim Tabba Street, Karachi-75350

Phone : 021-35205479-80 Fax : 021-34382436

E-mail : secretary@gadoontextile.com

