



BHANERO TEXTILE MILLS LIMITED
NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting (“EOGM”) of the members of **Bhanero Textile Mills Limited** will be held on Friday, 30th January 2026 at 11:30 am at the registered office of the company located at Umer House, 23/1, Sector 23, S. M. Farooq Road, Korangi Industrial Area, Karachi, to transact the following business:

1. To confirm the minutes of the 46th Annual General Meeting of the company held on 27th October, 2025.
2. To elect Directors of the company for a period commencing from January 30, 2026 till January 30, 2029 in terms of section 159 of the Companies Act, 2017.
 - a) Pursuant to section 159(1) and 2(a) of the Companies Act 2017, the existing board through a resolution passed in the board of directors meeting held on 29th October 2025 have fixed the number of Directors in forthcoming elections scheduled for January 30, 2026 at ten (10).
 - b) Pursuant to section 159(2)(b) of the Companies Act 2017, the name of the retiring Directors are:

1.	Mr. Mohammad Salim	6.	Mr. Hamza Shakeel
2.	Mr. Muhammad Shaheen	7.	Mrs. Saba Yousuf
3.	Mr. Khurram Salim	8.	Mr. Tauqeer Ahmed Sheikh (Independent Director)
4.	Mr. Muhammad Amin	9.	Mr. Asif Elahi (Independent Director)
5.	Mr. Bilal Sharif	10.	Mr. Mustafa Tanvir (Independent Director)

3. All the retiring directors being eligible, offered themselves for reappointment.
4. To transact any other business with the permission of the chairman.

The statement under 166(3) of the Companies Act, 2017 (“Act”) pertaining to the material facts annexed with this notice.

Moreover, the statement under 166(3) attached to the notice have also been dispatched to the shareholders by post and placed on company website at “www.umergroup.com”.

Karachi:
Dated: 6th January, 2026

(By the order of the Board)

Mohammad Ahmed
(Company Secretary)

Notes:

1. For attending the meeting electronically

The shareholders can also attend the meeting remotely through video link facility, "Zoom" which is available on Google Play and Apple App Store to transact the following business:

Join Zoom Meeting

<https://us05web.zoom.us/j/3397286733?pwd=N2FFNXpkYkZCS213bzNVNzZZbm94UT09>

Meeting ID: 339 728 6733

Passcode: btmcorp

2. Every candidate for election as a director, shall file with the Company not later than 14 (fourteen) days' before the date of Extra Ordinary General Meeting("EOGM"), a notice of his intention to offer himself/herself for election as a director along with the consent to serve as a Director in the prescribed Form 28, a detailed profile along with his/her relevant declarations as required under the Code of Corporate Governance Regulations, 2019 to his/her appointment as an independent director or director of the Company.

He / She should also confirm that:

- a. He/she is aware of duties and powers under the relevant laws, Memorandum & Articles of Association of Company and listing regulations of stock exchanges.
 - b. He/she is not ineligible to become a director of a listed company under any provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019, any other applicable law, rules and regulations.
 - c. He / She is not serving as a director in more than seven listed companies.
 - d. Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor director or officer of a corporate brokerage house.
3. The Shares Transfer Books of the Company will remain closed from 24th January 2026 to 30th January, 2026 (both days inclusive). Transfers received in order at the company address i.e. Umer House, 23/1, Sector 23, S. M. Farooq Road, Korangi Industrial Area, Karachi by 23rd January 2026 will be treated in time for the purpose of attendance and vote in the meeting.
4. Members interested to attend the virtual meeting through some other member as proxy are requested to send their proxy form (Enclosed) via email at btm.corporate@umergroup.com or at the registered office of the company not later than 48 hours before the time of holding the meeting.
5. Any individual Beneficial Owner of CDC, entitled to attend and vote at this meeting, must bring his/her original CNIC or Passport, Account and participant's I.D. numbers, to prove his/her identity, and in case of proxy must enclose an attested copy of his/her CNIC or Passport. Representatives of corporate members should bring the usual documents required for such purpose. The account/ sub account holders of CDC will further have to follow the guidelines as laid down in Circular No. 1 of 2000 dated January 26, 2000 issued by Securities & Exchange Commission of Pakistan.

6. Members are requested to notify/update with our share Registrar, Hameed Majeed Associates (Private) Ltd, their Computerized National Identity Cards (CNIC), change in their postal addresses and bank details (IBAN) at the earliest.
7. Pursuant to section 132(2) of Companies Act, 2017 the company shall facilitate its members to attend the EOGM via video-link by providing video-conference facility, if available, in the city where 10% or more shareholders of the company reside, provided that the Company receives their demand to participate in EOGM through video-link at least seven (07) days prior to the date of meeting.

The Company will intimate the members regarding the venue of video conference facility at least five (5) days before the date of EOGM. In this regard it is requested to fill the following form & submit at the registered address at least seven (07) days before holding of the EOGM:

*"I/We, _____ being a member of **Bhanero Textile Mills Ltd** , holder of _____ Ordinary Shares vide folio _____ hereby opt for video conference facility at _____."*

Signature of Member

8. In compliance of SRO 1013(1)/2017 dated 6th September, 2017 the claimant wise details of unclaimed shares and dividends as on June 30, 2025 have been uploaded on our website: www.umergroup.com. In this regard, the said shareholders are requested to approach the Company Registered Office or Share Registrar Office regarding any unclaimed dividend, shares or modarba certificates. In case of failure to lodge the claim for unclaimed dividends that were overdue for more than 3 years within 90 days of this notice, the amount of such unclaimed dividends shall be deposited to the credit of Federal Government in accordance with the requirement of the Companies Act, 2017.
9. Under the provision of Section 72 of the Act, the shareholders are now required to replace their physical shares with book-entry form at earliest. Accordingly, the physical shares are now required to be converted into Book-Entry Form and kept by Shareholders in their Central Depository System (CDS) Accounts. The CDS Account can be opened and maintained by any CDC Participant Stock Broker or CDC Investor Account Services Department (CDC IAS) of Central Depository Company of Pakistan Limited situated at Karachi, Lahore and Islamabad.
10. Under the provision of S.R.O.451(I)/2025 issued by SECP to be read in conjunction with section 134 of the Companies Act 2017 , for all businesses classified as "Special Business", the voting by the members of the listed company shall only be through postal ballot and for the purpose of this there shall be no voting by show of hands by members of the listed company who attend the general meeting physically.
Further, the members who did not cast their vote through electronic voting facility and by post prior to the date of the general meeting, shall be allowed to cast his/her vote on the day of the general meeting by way of ballot paper only.
11. E-Voting and Postal Ballot
The schedule and procedure of postal ballot / E-Voting will be placed on the company's website i.e., www.umergroup.com before seven (7) days of the meeting. Members can exercise their right to demand a poll subject to meeting requirements of Section 143 -145 of the Act and applicable clauses of Companies (Postal Ballot) Regulations 2018 issued vide amended SRO 254(1)/2018.

a) **E-Voting**

- i) The procedure for e-voting facility will be shared through email with those members of the company who have valid cell numbers/email addresses (Registered email ID) available in the register of members by the end of 23rd January, 2026. Thus, those members who intends to exercise their right to vote through E-Voting shall provide their valid cell numbers and email on or before 23rd January, 2026 with the registrar of the company or email us at: "btm.corporate@umergroup.com".
- ii) The web address, login details and security codes will be communicated to members via email by Hameed Majeed Associates (being the e-voting service provider).
- iii) Identity of the Members intending to cast vote through e-Voting shall be authenticated through authentication for email login.
- iv) E-Voting lines will start from January 26, 2026, 9:00 am and shall close on January 28, 2026 at 5:00 pm. Members can cast their votes any time in this period. Once the vote on a resolution is casted by a Member, he / she shall not be allowed to change it subsequently.

b) **Postal Ballot**

- i) Members may alternatively opt for voting through postal ballot and for their convenience, Ballot Paper is annexed to this notice and the same is also be downloaded from the Company's website www.umergroup.com.
- ii) The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at Umer House, 23/1, Sector 23, S. M. Farooq Road, Korangi Industrial Area, Karachi (Attention of the Company Secretary/ Chairman) by Wednesday, January 28, 2026 before 5:00 p.m. The signature on the ballot paper shall match with the signature on CNIC/record of the Company. A postal ballot received after this time / date shall not be considered for voting.
- c) The board of directors under the clause 5 of SRO 254(1)/2018 have appointed the share registrar of the company M/s Hameed Majeed & Associates (Pvt) Ltd to conduct the e-Voting services. They have their own secured web portal system to perform the services adequately in a smooth manner.
- d) The board of directors under the clause 11 of SRO 254(1)/2018 have appointed Messer's Mushtaq and Company, Chartered Accountants, being eligible with satisfactory QCR rating from ICAP. They possess necessary knowledge and experience to independently scrutinize and conduct the voting services.

12. Under the provision of S.R.O.452(I)/2025 issued by SECP the distribution of gifts, giveaways or complimentary items are strictly prohibited at the general meeting.

13. Statement made under section 166(3) of the Companies Act, 2017 in respect of appointment of Independent Directors.

The independent directors shall be selected from a data bank containing names, addresses and qualifications of the persons who are eligible and willing to act as independent directors in terms of section 166(1) of the Companies Act, 2017.

Any person who is eligible under section 153 and meet the criteria under section 166(2) of the Companies Act, 2017, may submit nomination to be elected as independent director. However, it is noteworthy to mention here that independent director shall be elected in the same manner as other directors are elected in terms of section 159 of the Companies Act, 2017. The final list of contesting directors will be circulated not later than seven days before the date of said meeting in terms of section 159(4). Further, the website of the company will also be updated with the required information for each contesting directors in terms of note 2 mentioned above.

No directors have direct or indirect interest in the above said business except as a shareholder and that they may consent for election of directors accordingly.