

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 64th Annual General Meeting of the Shareholders of KHYBER TEXTILE MILLS LIMITED will be held on Thursday, the 23rd of October 2025 at the Registered Office of the Company, Baldher, District Haripur, Khyber Pakhtunkhwa at 10:00 am to transact the following business.

Ordinary Business:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 30th June, 2025 together with the Directors' and Auditor's Reports thereon.
2. To elect seven (7) Members to the Board of Directors, as fixed by the Board of Directors in accordance with the Companies Act 2017. The following existing Directors who retire under the Companies Act 2017 and being eligible have offered themselves for re-election as Directors of the Company for the next three (3) years, commencing from 25th October 2025.

1) Mr. Aurangzeb Khan	2) Mr. Amanullah Khan Jadoon
3) Mr. Muhammad Bahauddin	4) Mr. Adam Jadoon
5) Mrs. Aamna Jadoon	6) Mr. Hassan Ovais (Proposed Independent Director)
7) Mr. Nusrat Iqbal (Proposed Independent Director)	
3. To appoint Auditors of the Company for the financial year ending 30th June 2026 and to fix their remuneration. The Board of Directors has recommended the retiring Auditors M/s Clarkson Hyde Saud Ansari Chartered Accountants, who have consented and, being eligible, be re-appointed to act as Auditors of the Company for the financial year ending 30th June 2026.
4. To transact any other ordinary business of the Company with the permission of the Chair.

BY ORDER OF THE BOARD

For Khyber Textile Mills Limited



Sadaqat Khan

Company Secretary

25th September 2025

NOTES:

1. The Share transfer books of the Company will remain closed from 15th October 2025 to 23rd October 2025 (both days inclusive). Physical transfers / CDC Transactions IDs received at the Company's Registrar (F.D. Registrar Services) at close of business on 14th October 2025 will be considered in time to determine the above-mentioned entitlement and to attend and vote at the meeting.
2. Members attending the Meeting shall bring along their original Computerized National Identity Card (CNIC) or Passport at the time of attending the Meeting.
3. A Member of the Company entitled to attend and vote at the General Meeting may only appoint another Member as proxy to attend and vote in place of the Member at the Meeting. Proxies in order to be effective must be received at the Company's registered office duly stamped and signed not later than 48 hours before the time of holding the Meeting. A Member cannot appoint more than one proxy. Copies of both shareholder's and beneficial owners Computerized National Identity Card (CNIC) or Passport must be attached with the proxy form.

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4. The CDC/sub account holders are required to follow the under mentioned guidelines:-
- a) For attending the meeting.
 - i) In case of individuals, the account holder or sub-account holder and/ or the person, whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate identity by showing his/her original Computerized National Identity Card (CNIC) or 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 nominee shall be produced at the time of meeting.
 - b) For appointing proxies:
 - i) In case of individuals, the account holder or sub-account holder and/ or the person, whose securities are in a group account and their registration detail is uploaded as per the regulations, shall submit the proxy form as per the above requirement.
 - ii) The proxy form shall be witnessed by the two persons whose names, addresses and Computerized National Identity Card (CNIC/NICOP/CPOC) or Passport number shall be mentioned on the form.
 - iii) Copies of Computerized National Identity Card (CNIC/NICOP/POC) or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - iv) The proxy shall produce his/her original Computerized National Identity Card (CNIC/NICOP/CPOC) or original passport at the time of the meeting.
 - v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted to the Company along with proxy form.
5. Shareholders, who want to participate in the Annual General Meeting through video-link facility, should update their valid Email address with the Company's Share Registrar F.D. Registrar Services at info@fdregistrar.com by 14th October, 2025. Shareholders having updated their valid Email address with the Share Registrar and are interested to attend the Annual General Meeting electronically through video-link, may send their request no later than 48 hours before the Annual General Meeting date along with their Name, Folio Number, scanned copy of CNIC, Mobile Number and Email Address to companysecretaryktml@gmail.com. The video-link details will be shared with the registered participants who have provided their Name, Folio Number, scanned copy of CNIC, Mobile Number and Email Address before the meeting. It may be noted that no person other than the Member or proxy holder can attend the meeting through video-link.
6. Members are requested to promptly notify any change in their mailing address, E-mail and contact details to the Company Share Registrar Office. Members, having physical shares, are advised to intimate any change in their registered address and shareholders who have not yet submitted photocopies of their CNIC are requested to send the same to the Company's Share Registrar (F.D. Registrar Services, Office No. 1705, 17th Floor Saima Trade Tower-A, I.I Chundrigar Road, Karachi).
7. Shareholders who wish to receive notice of the General Meeting through E-mail are requested to provide, through a letter duly signed by them, their particulars, i.e. Name, Folio/ CDC A/C No., E-mail Address, Contact Number and copy of CNIC.
8. The Annual Report including the Annual Audited Financial Statements of the Company for the year ended 30th June 2025 have been placed on the Company's website: www.khybertextile.com
9. Section 72 of the Companies Act, 2017 (Act) which requires all companies to replace shares issued by them in physical form with shares to be issued in the Book-Entry-form within a period not exceeding four years from the date of the promulgation of the Act. In order to ensure full compliance with the provisions of the aforesaid Section 72 and to benefit from the facility of holding shares in the Book-

Entry-Form, the shareholders who still hold shares in physical form are requested to convert their shares in the Book-Entry-Form. For further information, please contact the Company's Share Registrar.

10. Any member (including a retiring Director) who seeks to contest election of directors shall file with the Company at its registered office Baldher, District Haripur, Khyber Pakhtunkhwa not later than fourteen (14) days before the said meeting his / her intention to offer himself / herself for the election of the directors in terms of Section 159(3) of the Companies Act, 2017 together with:
 - (i) Notice of his / her intention to stand for election, along with duly completed and signed Form 28 giving his / her consent to act as a Director of the Company if elected (under Section 167(1) of the Companies Act, 2017), and certify that he/she is not ineligible to become a Director as set out in the provisions of the Companies Act 2017 Under Section 153 or under any applicable laws, Rules and Regulations; and further confirms that he / she holds the qualification shares in accordance with the Articles of Association of the Company.
 - (ii) Detailed profile along with office address to be placed on the Company's website seven days prior to the date of election.
 - (iii) Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria as set out in the Companies Act, 2017 to act as the director of a listed Company.
 - (iv) Attested copy of valid CNIC and National Tax Number, along with proof of active tax filer status.
 - (v) Declaration to be submitted by Independent Director(s) under Clause 6(3) of the Listed Companies Code of Corporate Governance) Regulation 2019 and Section 166 of the Companies Act, 2017.
 - (vi) An Undertaking on non-judicial stamp paper that he / she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
11. Pursuant to Companies (Postal Ballot) Regulations 2018, if the number of persons who offer themselves to be elected are more than the number of Directors fixed then for the purpose of election of Directors and for any other agenda item subject to the requirements of Sections 143 and 144 of the Companies Act 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post and through E-voting, in accordance with requirements and procedure contained in the aforesaid regulations.
12. In accordance with the Regulation 11 of the Companies (Postal Ballot) Regulations, 2018, the Board of the Company has appointed Clarkson Hyde Saud Ansari Chartered Accountants Karachi, (a QCR rated audit firm) to act as the Scrutinizer of the Company for the Election of Directors to be transacted in the Meeting.
13. Shareholders who wish to participate through e-voting are requested to send their details including Name, Folio/CDC Account Number, Email Address, and Contact Number - via Email to the Company's Share Registrar, FD Registrar (Pvt) Limited, at info@fdregistrar.com.

14. STATEMENT UNDER SECTION 166 OF THE COMPANIES ACT 2017

This Statement sets out the material facts pertaining to the Ordinary Business as described in the Notice of the Annual General Meeting of the Company. The term of office of the current Directors of the Company will expire on 25th October, 2025. In accordance with Section 159(1) of the Act, the Board of Directors have fixed the number of Directors to be elected at the AGM as seven (07) to hold the office of Director for a period of three (3) years. Being a listed company, KHYBER TEXTILE MILLS LIMITED is required to have two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Independent Directors shall be selected in accordance with the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the Company shall ensure that two independents 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.

Further, in accordance with the Listed Companies Code of Corporate Governance Regulation 2019 the Company is also required to have at least one qualified female director elected to the board. The Company has complied with this requirement.