

NOTICE OF

EXTRAORDINARY GENERAL MEETING

OF

ZAHUR COTTON MILLS LIMITED

BOOK POST

UNDER POSTAL CERTIFICATE



If undelivered please return to:

ZAHUR COTTON MILLS LIMITED

Ground Floor, 623-B, PCSIR-II, Lahore, Pakistan

Tel: 0321-6644337 | 0300-8416505

website: <https://zahurcotton.com>

ZAHUR COTTON MILLS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN pursuant to Order dated 1 March 2024 passed by Honorable Judge of the Lahore High Court, Lahore in Commercial Original No. 13792 of 2024, that an Extraordinary General Meeting of the shareholders of Zahur Cotton Mills Limited will be held at its registered office, i.e. Ground Floor, 623-B, PCSIR-II, Lahore, Pakistan, on 27th March 2024, at 12 pm to consider and, if thought fit, approve, adopt and agree to the Scheme of Arrangement between **Zahur Cotton Mills Limited** and its members and **ITANZ Technology (Private) Limited** and its members, and if thought fit to pass the following special resolution with or without modification:

*“RESOLVED THAT the Scheme of Arrangement for inter alia the merger (the “Scheme”) between **Zahur Cotton Mills Limited** and its members and **ITANZ Technology (Private) Limited** and its members, considered by this meeting and initiated by the chairperson of this meeting for purposes of identification, be and is hereby approved, adopted and agreed”.*

A print of the Scheme of Arrangement and a Statement of Information explaining its effect and Proxy form are attached with the notice of meeting. Further copies of the Scheme of Arrangement and of the Statement of Information may be obtained from the Registered Office of the Company during normal office hours on application prior to the meeting by the members and other persons entitled to attend the meeting.

Ms. Asma Hamid, Advocate Supreme Court of Pakistan has been appointed by the Honorable Lahore High Court, Lahore to convene and to act as Chairperson of the meeting and to report the result thereof to the Honorable High Court.

The Scheme of Arrangement will be subject to subsequent approval and sanction of the Honorable High Court.


Ms. Asma Hamid
Advocate Supreme Court
Chairperson


Chief Executive Officer
Zahur Cotton Mills Limited



Dated: March 06, 2024

NOTES:

1. Voting through Ballot paper in accordance with Regulation 8(2) of the Companies (Postal Ballot) Regulations, 2018. Members have the option to cast their votes using ballot paper copy of which is accessible from printed notice or also available on the Company's website. The duly verified ballot paper should reach the Chairman of the meeting through e-mail at sheraz00000007@gmail.com or through post to Ground Floor, 623-B, PCSIR-II, Lahore, not later than one day prior to the EOGM during working hours.
2. Electronic voting in accordance with Regulation 4(4) of the Companies (Postal Ballot) Regulations, 2018. Members also have the option to cast their votes through e-voting. Detail of e-voting facility will be shared through e-mail with those members of the Company who have valid cell numbers / e-mail addresses available in the Register of Members of the Company by the end of business on March 20, 2024 by Corplink (Private) Limited being the e-voting service provider.

The Facility of e-voting shall open on March 24, 2024 at 9:00 a.m. and shall close at 17:00 hours on March 26, 2024.

3. The share transfer books of the Company shall remain closed from March 21, 2024 to March 27, 2024 (both days inclusive). Transfers received in order at the head office of the respective companies by the close of business on March 20, 2024 will be treated in time for the purpose of entitlement of attending the meeting.

4. All members are entitled to attend (in person or by video link facility) and vote at the meeting.
5. Any member of the Company entitled to attend and vote at the meeting may appoint a proxy to attend, speak and vote for him / her. The instrument appointing a proxy, together with Power of Attorney, if any, under which it is signed or a materially certified copy thereof, must be received at the head office of the Company, not less than 48 (forty-eight) hours before the time of holding the meeting.
6. In case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting. If proxies are granted by such corporate shareholders the same must be accompanied with the Board of Directors' resolution / power of attorney with specimen signatures.
7. If a member appoints more than one proxy and more than one instrument of proxy is deposited by a member, all such instruments of proxy shall be rendered invalid.
8. Members are requested to immediately notify any change in their addresses to the Company.
9. Pursuant to the provisions of the Companies Act 2017 the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the meeting. The demand for video-link facility shall be received by the Share Registrar at the address given herein below at least 07 days prior to the date of the meeting by filling the following specimen. The Company will intimate respective members regarding venue of the video-link facility before five days of the Meeting along with complete information necessary to enable them to access the facility.

I/we _____ of _____ being members of Zahur Cotton Mills Limited holder _____ Ordinary Shares(s) as per Registered Folio No. CDC/Account No. _____ hereby opt for video conference facility at _____ in respect of the General Meeting of the Company.

10. In light of threat posed by Covid-19 and under the instructions of Securities and Exchange Commission of Pakistan (SECP) facility of Video Link is available for shareholders to attend/participate in Extraordinary General Meeting to avoid the public gathering to protect the health of valued shareholders' and their well-being. To attend the General Meeting through video link, members and proxies are requested to register their particulars such as Name, CNIC Number, Folio/CDC Account Number, Cell Number and e-mail Address by sending an e-mail sheraz00000007@gmail.com, but not later than 48 hours before the time of Extraordinary General Meeting.

Upon receipt of the above information from the interested shareholders, the Company will send the login credentials at their email address. On the date of the Extraordinary General Meeting, shareholders will be able to login and participate in the meeting through their smart phones / computer devices. The facility login shall be opened thirty (30) minutes before the meeting time to enable the particulars to join the meeting after identification process and verification process. In view of the above, the shareholders can also provide their comments/suggestions for the proposed agenda items of the Extraordinary General Meeting by using the aforesaid means.

11. For any query / problem/information Members may contact the Company at email sheraz00000007@gmail.com and/or the Share Registrar of the Company at Corplink Private Limited, Wings Arcade, 1-K Commercial, Model Town, Lahore.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

The statements pertaining to the material facts of the special business to be transacted at the extraordinary general meetings of the respective companies, including the nature and interests of the directors of ZHCM and ITANZ with respect to the Scheme of Arrangement along with other ancillary information, may be obtained or inspected upon request by any person entitled to attend the extraordinary general meetings of the respective companies from the respective offices of the companies, free of cost during normal office hours and has also been placed on the respective companies' websites.

The aforesaid statement has been sent along with the notices of the extraordinary general meetings to the members of the respective companies.



<https://zahurcotton.com/scheme-of-arrangement/>

STATEMENT UNDER SECTION 281(1) (A) OF THE COMPANIES ACT, 2017

Pursuant to the Order dated 01 March 2024, passed by the Honourable Lahore High Court (the “**Court**”), in Petition bearing C.O. No. 13792 of 2024, under sections 279 to 283 and 285(8) of the Companies Act, 2017, the Court has directed, *inter alia*, that a meeting of the members of Zahur Cotton Mills Limited (“**Zahur**”) and the members of ITANZ Technology (Private) Limited (“**ITANZ**”) be convened for the sanction of the Scheme of Arrangement (the “**Scheme**”) as approved by the Board of Directors of Zahur and ITANZ on February 26, 2024.

1. The Object of the scheme is to:
 - (a) transfer the whole undertaking of ITANZ, as more particularly described in the Scheme to Zahur, in consideration of which, Zahur shall allot and issue certain number of shares to the shareholders of ITANZ as determined and calculated in accordance with the Scheme.
 - (b) Authorized and Paid-up Capital of Zahur shall be increased.
 - (c) The name of Zahur will be changed from “Zahur Cotton Mills Limited” to “ITANZ Technologies Limited” to more accurately reflect the nature of activities being undertaken by Zahur after the sanction of the Scheme.
 - (d) The principal line of business of Zahur shall stand changed / altered to include Information Technology related services to give full effect to the purposes of the Scheme.
 - (e) The registered address of the Company shall also be transferred from Ground Floor, 623-B, PCSIR-II, Lahore to 503-504 5th Floor, Faiyaz Centre 3-A, S.M.C.H.S, Karachi.
 - (f) On transfer of the undertaking of ITANZ to Zahur, ITANZ shall stand dissolved without winding-up
2. A copy of the Scheme (along with its annexures) may be obtained from the head office of Zahur, situated at the Ground Floor, 623-B, PCSIR-II, Lahore, Pakistan, free of cost during normal business hours. Furthermore, a copy of the Scheme has been circulated along with the notice of the meeting circulated to the members of Zahur.
3. As required under section 279(2) of the Companies Act, 2017, the Scheme has to be passed at the meeting of the shareholders convened pursuant to the Order of the Court, by a majority representing three-fourths in value of the issued shares held by the shareholders of the Zahur, present in person or by proxy, and voting at the General Meeting. The sanctioning of the Scheme and the making of other appropriate orders in connection therewith will be considered by the Court after the Scheme is approved as aforesaid.
4. Upon sanction by the Court, the Scheme shall be treated as having effect from immediately after the end of business on September 30, 2023 or such other date as may be stated by the Court, without the need for any further act or deed or documents or process being required to be carried out, executed, registered or filed.
5. Zahur has only one class of members. The effect of the Scheme on the interests of Directors/CEO of Zahur does not differ from the effect on the like interest of other members.

Zahur Cotton Mills Limited
Ground Floor, 623-B, PCSIR-II, Lahore, Pakistan,
Tel: 0321-6644337 | 0300-8416505, website: <https://zahurcotton.com>

BALLOT PAPER FOR VOTING THROUGH POST

For poll at the Extra Ordinary General Meeting of Zahur Cotton Mills Limited to be held on Wednesday, March 27, 2024 at 12.00 p.m. at Ground Floor, 623-B, PCSIR-II, Lahore

Designated email address of the Chairman at which the duly filled in ballot paper may be sent: sheraz00000007@gmail.com.

Name of shareholder/joint shareholders	
Registered Address	
Folio No. / CDC Participant / Investor ID with sub-account No	
Number of shares held	
CNIC, NICOP/Passport No. (in case of foreigner) (Copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized Signatory:	
CNIC, NICOP/Passport No. (In case of foreigner) of Authorized Signatory - (Copy to be attached)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (√) mark in the appropriate box below;

Special Resolutions				
Agenda No. 1: “RESOLVED THAT the Scheme of Arrangement for inter alia the merger (the “Scheme”) between Zahur Cotton Mills Limited and its members and ITANZ Technology (Private) Limited and its members, considered by this meeting and initialed by the chairperson of this meeting for purposes of identification, be and is hereby approved, adopted and agreed”.				
Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1	Special Resolution as per Agenda # 1 (as given above)			

Signature of
shareholder(s)

NOTES:

1. Duly filled postal ballot should be sent to the **Chairman of the meeting at Zahur Cotton Mills Limited Ground Floor, 623-B, PCSIR-II, Lahore.** or through email at **sheraz00000007@gmail.com.**
2. Copy of CNIC, NICOP/Passport No. (In case of foreigner) should be enclosed with the postal ballot form
3. Postal ballot forms should reach chairman of the meeting till **5.00 p.m. March 26, 2024**. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC, NICOP/Passport (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

Form of Proxy

I/We, _____ of _____ being a member of Zahur Cotton Mills Limited, holder of _____ Ordinary shares as per Register Folio No. _____.

For beneficial owners as per CDC List

CDC Participant I.D No. ----- Sub Account No. -----

CNIC No

Passport No. -----

Hereby Appoint Mr. /Mrs. /Miss _____ of _____ person or failing him / her Miss / Mrs / Mr. _____ of _____ another person on my / our proxy to attend and vote for me / us and my / our behalf at Extraordinary General Meeting of the Company to be held on March 27, 2024 at 12:00 A.M. at Ground Floor, 623-B, PCSIR-II, Lahore, the registered office of the Company, and at every adjournment thereof, if any

Please affix Rupees

Fifty Revenue Stamp

(Signature should agree with specimen
Signature registered with the Company)

Signed this _____ day of _____, 2024

Signature of Shareholder _____

Signature of Proxy _____

[illegible]

1. This proxy form, duly completed and signed, must be received at above mentioned address the Registered Office of the Company, not less than 48 hours before the time of holding the meeting.
2. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
3. For CDC Account Holders / Corporate Entities In addition to the above the following requirements have to be met
 - i. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be provided with the proxy forms.
 - ii. The proxy shall produce his original CNIC or original passport at the time of the meeting.
In case of a corporate entity, the Board of Directors resolution/power of attorney with specimen signature shall be

مختار نامہ

میں / ہم _____ ساکن _____
 بحیثیت رکنِ نلم بورڈ کاشن ملز لمیٹڈ، مالک _____ عام حصص برطانیق رجسٹرڈ فلیو نمبر _____
 برٹینیشیل مالکان برطانیق سی ڈی سی فہرست
 سی ڈی سی پارٹنیشن آئی ڈی نمبر _____ سب اکاؤنٹ نمبر _____
 شناختی کارڈ نمبر _____
 پاسپورٹ نمبر _____
 بذریعہ مذکور / محترم _____ ساکن _____ یا ان کی ناکامی کی صورت میں
 محترم / محترمہ _____ ساکن _____ کو اپنے / ہمارے ایماء پر مورخہ 27 مارچ
 2024ء دوپہر 12:00 بجے، کمپنی کے رجسٹرڈ دفتر گراؤنڈ فلور، PCSIR-II.623-B، لاہور میں منعقد ہونے والے کمپنی کے غیر معمولی اجلاس عام میں
 شرکت اور حق رائے دہی استعمال کرنے کی کسی بھی التواء کی صورت اپنا / ہمارا بطور مختار (پراکسی) مقرر کرتا ہوں / کرتے ہیں۔

50/- روپے کارسیدی ٹکٹ
 یہاں چسپاں کریں

(دستخط کمپنی کے ہاں رجسٹرڈ نمونہ دستخط سے مماثل ہونے چاہئیں)
 آج بروز تاریخ 2024ء کو میرے دستخط کئے گئے۔

شیئرز ہولڈر کے دستخط: _____
 پراکسی کے دستخط: _____

گواہ 1	گواہ 2
دستخط _____	دستخط _____
نام _____	نام _____
پتہ _____	پتہ _____
قومی شناختی کارڈ نمبر _____	قومی شناختی کارڈ نمبر _____

1- یہ پراکسی فارم، مناسب طریقے سے مکمل اور دستخط شدہ، کمپنی کے رجسٹرڈ دفتر کے مذکورہ پتہ پر، اجلاس منعقد ہونے کے وقت سے کم از کم 48 گھنٹے پہلے
 لازماً موصول ہو جانا چاہئے۔

2- اگر کوئی رکن ایک سے زیادہ پراکسی مقرر کرتا ہے اور پراکسی کے ایک سے زیادہ آلات کسی رکن کی طرف سے کمپنی کے ہاں جمع کروائے جاتے ہیں تو پراکسی
 کے ایسے تمام آلات غیر مؤثر قرار دیئے جائیں گے۔

3- سی ڈی سی اکاؤنٹ ہولڈرز / کارپوریٹ اداروں کو مندرجہ بالا کے علاوہ مندرجہ ذیل ضروریات کو پورا کرنا ہوگا:

i- بینیفیشل مالک اور پراکسی کے شناختی کارڈ نمبر یا پاسپورٹ کی تصدیق شدہ کاپیاں پراکسی فارمز کے ساتھ جمع کرائی جائیں گی۔

ii- پراکسی اجلاس کے وقت اپنا اصل شناختی کارڈ نمبر یا اصل پاسپورٹ مہیا کرے گا۔

کارپوریٹ ادارہ کی صورت میں، بورڈ آف ڈائریکٹرز کی قرارداد / مختار نامہ نمونہ دستخط پراکسی فارم کے ہمراہ جمع کرانے ہو گئے۔