

NOTICE OF 32nd ANNUAL GENERAL MEETING

Notice is hereby given that 32nd Annual General Meeting of the members of Redco Textiles Limited will be held at its Registered Office at Redco Arcade, 78-E, Blue Area, Islamabad on **Friday, 27th October 2023 at 09:00 AM** to transact the following business:

Ordinary Business:

- 1) To confirm the minutes of Extraordinary General Meeting held on 10th February 2023.
- 2) To receive, consider and adopt the annual audited financial statements for the year ended 30th June 2023 along with Directors and Auditors reports thereon.
- 3) To appoint Auditors of the Company for the financial year ending 30th June 2024 and to fix their remuneration. The present Auditors, M/s Mushtaq & Co. Chartered Accountants, being eligible offer themselves for reappointment.

Special Business:

- 4) To ratify and approve the transactions conducted by the Company with related parties as disclosed in the financial statements for the year ended June 30, 2023 by passing the following resolutions with or without modifications as ordinary resolutions:

RESOLVED THAT the transactions conducted with related parties by the Company from time to time as disclosed in the financial statements for the year ended June 30, 2023 be and are hereby ratified, approved and confirmed.

FURTHER RESOLVED THAT the Board of Directors of the Company is authorized to approve the transactions conducted with the related parties as disclosed in the note 37 of the financial statements for the year ended 30 June 2023 be and are hereby ratified, approved and confirmed.

- 5) To consider, ratify and approve the sale of plant and machinery and to utilize sale proceeds to manage capital expenditure and working capital of weaving unit by passing the following resolutions with or without modifications as special resolutions:

RESOLVED THAT consent of shareholders be and is hereby accorded to the disposal and sale of plant and machinery comprised of comber and draw frames.

FURTHER RESOLVED THAT the Board of Directors may authorize Chief Executive Officer (CEO) or any Director or any other person on such terms and conditions as they deem fit, to act on behalf of the Company in doing and performing all acts, matters and deeds to implement and / or give effect to the plant and machinery sale.

Other Business:

- 6) To consider any other business with permission of the chair.

By order of the Board
(Muhammad Kashif)
Company Secretary

Islamabad
October 05, 2023

Notes:

- a) The Share Transfer Books of the Company will remain closed from 20th October to 27th October 2023 (both days inclusive).
- b) A member entitled to attend and vote at the meeting may appoint any other member as his/ her proxy to attend and vote.
- c) The proxy to be valid must be in writing and received at the registered office of the company not later than 48 hours before the time of meeting and must be stamped, signed and witnessed.
- d) Members are requested to notify the Company regarding change in their addresses, if any.
- e) CDC shareholders desiring to attend the meeting are requested to bring their original National Identity Card, Account and Participants ID number, for identification purpose.
- f) Members can also avail video conference facility. In this regard, please fill the following and submit to registered address of the Company 10 days before holding of the Annual General Meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

"I/We, _____ of _____, being a member of Redco Textiles Limited, holder of _____ ordinary share(s) as per Registered Folio No. _____ hereby opt for video conference facility at _____."

Signature of member

Statement Pursuant to Section 134 (3) of the Companies Act, 2017

Pursuant to Section 134 (3) of the Companies Act, 2017, this statement sets forth the material facts concerning the special business listed hereinabove, to be transacted at the Annual General Meeting of Redco Textiles Limited to be held on October 27, 2023.

Transactions with Related Parties

During the financial year 2022-23, the Company entered into various transactions with related parties of which the major transactions are with the Sponsor against the purchase of machinery.

Sale of Plant and Machinery

During the financial year 2022-23, the Company purchased plant and machinery, which comprised of comber and draw frames, amounting to Rs. 718 million. Owing to current economic and industrial conditions the management doesn't foresee that it will be beneficial for the Company to operate this machinery. Hence, it is decided to dispose-off this machinery.