

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting ("EOGM") of the members of Faisal Spinning Mills Limited will be held virtually on Tuesday, 28th December 2021 at 11:30 am. Since we are still struggling with pandemic situation in the country, the company has decided to hold EOGM virtually to ensure the safety and well-being of our shareholder's in pursuance of Circular 6 dated March 3, 2021 issued by the Securities and Exchange Commission of Pakistan. Accordingly, the EOGM will be held through video link facility, "Zoom" which is available on Google Play and Apple App Store to transact the following business:

- To confirm the minutes of the 37th Annual General Meeting of the company held on 27th October, 2021.
- To elect Directors of the company for a period commencing from December 28, 2021 till December 28, 2024 in terms of section 159 of the Companies Act, 2017.
 - 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 28th October 2021 have fixed the number of Directors in forthcoming elections scheduled for December 28, 2021 at ten (10).
 - 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. Fatima Amin
3.	Mr. Khurram Salim	8.	Mr. Iqbal Mehboob (Independent Director)
4.	Mr. Mohammad Amin	9.	Mr. Asif Elahi (Independent Director)
5.	Mr. Bilal Sharif	10.	Mr. Mustafa Tanvir (Independent Director)

The retiring directors are eligible to offer themselves for re-appointment except Mr. Iqbal Mehboob who is ineligible to act as an independent director since he has completed three consecutive terms as an independent director of the company.

- 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 of material facts annexed with this notice.

Moreover, the statement under 166(3) and copy of minutes of the last AGM held on October 27, 2021 along with the notice have also been dispatched to the shareholders by post and placed on company website at "www.umergroup.com".

Karachi:

(By the order of the Board)

Dated: 6th December, 2021

**Adeel-ur-Rehman Ansari
Company Secretary**

Notes:

- For attending the meeting electronically due to COVID 19 Pandemic
In pursuance of Circular 6 date March 3, 2021 issued by SECP to facilitate the shareholder(s) for attending the EOGM of the company electronically through video link facility, "Zoom" which is available on Google Play or Apple App Store. The entitled member(s) are requested to get themselves registered at least 2 working days before holding of the time of EOGM at fsm.corporate@umergroup.com by providing the details on the following format:

Name of Shareholder	CNIC No.	Folio No.	Cell No.	Email Address

- The company will send login details to the member's email address for participation in EOGM proceedings either through their smart phones or computer devices.
 - The login facility will be opened (10) ten minutes prior to the schedule of meeting for verification process.
 - While accessing the application "Zoom" members are requested to enter full name and folio number on the following format "Full Name - Folio Number" to mark proper attendance.
 - Members are requested to stay on 'Mute' and 'off Camera' unless moderator request for the member's consent/comments/questions to approve the resolutions for the ordinary business.
- 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, 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:

- He/she is aware of duties and powers under the relevant laws, Memorandum & Articles of Association of Company and listing regulations of stock exchanges.
 - 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.
 - He/She is not serving as a director in more than seven listed companies.
 - 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.
- The Shares Transfer Books of the Company will remain closed from 21st December 2021 to 28th December, 2021 (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 20th December 2021 will be treated in time for the purpose of attendance and vote in the meeting.
 - A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy to attend and vote instead of him/her whereas only the member can act as proxy.
 - An instrument appointing a proxy and the power of attorney or other Authority (if any) under which it is signed or a notarized certified copy of such power or authority, in order to be valid, must be deposited at the registered office of the company at least 48 hours before the time of the meeting and must be duly stamped, signed and witnessed.
 - 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.
 - Members are requested to notify immediately any change in their addresses to our share Registrar, Hameed Majeed Associates (Private) Limited.
 - Members who have not yet submitted the Computerized National Identity Cards (CNIC) are requested to send the same at the earliest.
 - E-Voting, members can exercise their right to demand a poll subject to meeting requirements of Section 143 -145 of Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations 2018.
 - Pursuant to section 132(2) of Companies Act, 2017 the company shall facilitate its members to attend the extraordinary general meeting (EOGM) through 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 and submit at the registered address of the Company at least seven (07) days before holding of the EOGM:

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

Signature of Member

- Pursuant to Notification vide SRO 787(1)/2014 of September 08, 2014, SECP has directed to facilitate the members of the company receiving Annual Financial Statements and Notices through electronic mail system (e-mail). We are pleased to offer this facility to our members who desire to receive Annual Financial Statements and Notices of the Company through e-mail in future. In this respect members are hereby requested to convey their consent via e-mail on a standard request form which is available at the Company website i.e. www.umergroup.com. Please ensure that your e-mail has sufficient rights and space available to receive such e-mail which may be larger than 2MB file in size. Further, it is the responsibility of the member to timely update the Share Registrar of any change in the registered e-mail address.
- 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.
- 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 shareholders and that they may consent for election of directors accordingly.