

TTML/SHARE/ 01 /2026

October 02, 2026

**The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi-74000, Pakistan.**

Subject: **Notice of 40th Annual General Meeting to be Published in Newspapers**

Dear Sir,

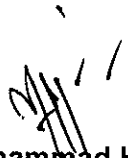
Please find enclosed the notice of the Annual General Meeting of Tata Textile Mills Limited to be held on October 27, 2026.

The said notice will be published in Urdu and English newspapers, namely **The Nation (English)** and **Daily Nawa-e-Waqat (Urdu)** on October 05, 2026.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours sincerely,

For TATA TEXTILE MILLS LIMITED


**Muhammad Hussain
Company Secretary**

Notice of Annual General Meeting

Notice is hereby given that the **Forty (40th) Annual General Meeting (AGM)** of the Shareholders of **Tata Textile Mills Limited (the Company)** will be held on **Tuesday, October 27, 2026, at 1:30 p.m.** at the Pakistan Stock Exchange, Dr. Shamshad Akhtar Auditorium, PSX Administration Building, I.I. Chundrigar Road, Karachi, as well as through video link to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2026, together with the Directors' and Auditor's Reports thereon and Chairman's Review Report.
As required under Section 223(7) of the Companies Act, 2017, and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company, which can be downloaded from the following web link:

<https://tatapakistan.com/investor-information/#information>



- To appoint statutory auditors and to fix their remuneration. The shareholders are hereby notified that the Board and the Board Audit Committee have recommended the re-appointment of M/s Yousuf Adil, Chartered Accountants, as auditors of the Company
- To elect seven (7) Directors of the Company as fixed by the Board of Directors in accordance with Section 159(1) and 161(1) of the Companies Act, 2017 for a term of three years. The following Directors are retiring and are eligible for re-election:

(i) Mr. Mazhar Valjee
(iii) Mr. Adeel Shahid Anwar
(v) Mr. Farooq Advani
(vii) Ms. Samar Shahid

(ii) Mr. Shahid Anwar
(iv) Mr. Bilal Shahid Anwar
(vi) Mr. Tayyeb Afzal

- To consider and approve the payment of the final cash dividend for the year ended June 30, 2026, @ 50% i.e. Rs. 5.00 per share, as recommended by the Board of Directors.

SPECIAL BUSINESS:

- To ratify and approve all transactions carried out with related parties disclosed in the financial statements for the year ended June 30, 2026, and authorize the Board of Directors of the Company to approve the potential transactions with related parties intended to be carried out in the financial year 2026-27, by passing the following special resolutions with or without modifications:
 - "RESOLVED that the transactions carried out with related parties as disclosed in Note No. 38 of the audited financial statements for the year ended June 30, 2026, be and are hereby ratified and approved."
 - "FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorized to approve all related party transactions to be carried out during the financial year ending June 30, 2027. These transactions shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next AGM for their formal ratification/approval."
- To transact any other business with the permission of the **Chairman**.

Statements of Material Facts under Section 134(3) about special business and under Section 166(3) relating to the Election of Directors are annexed.

By Order of the Board of Directors

Karachi
Dated: **October 05, 2026**

Muhammad Hussain
Company Secretary

Notes:

1. Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from **October 20, 2026, to October 27, 2026** (both days inclusive). Transfer requests received at the Company's Share Registrar's Office at M/s CDC Share Registrar Services Limited (CDCSRL) Office CDC, House, 99-B Block 'B', S.M.C.H.S. Main Shahra-e-Faisal, Karachi, at the close of business on **October 19, 2026**, will be considered in time to attend and vote at the AGM.

2. Participation in the Meeting

- All shareholders of the Company shall authenticate their identities by showing their original CNIC or original passport at the time of attending the meeting.
- In the case of the corporate entity, the Board of Directors' resolution/power of attorney with the representative's specimen signature shall be produced at the meeting. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend, speak and vote at the meeting.

For appointing proxies

- A member shall not be entitled to appoint more than one proxy. If a member appoints more than one proxy and more than one form of proxy is deposited by a member with the Company, all such forms of proxy shall be rendered invalid. The proxy must be a member of the Company.
- Instrument appointing a proxy must be received at the Registered Office of the Company at 6th Floor, Textile Plaza, M.A. Jinnah Road, Karachi, duly signed at least 48 hours before the time of the meeting.
- The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of CNIC or the Passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- Proxy Form may also be downloaded from the Company's website, i.e. www.tatapakistan.com

3. Participation in the AGM through a video link.

Pursuant to Circular 4 of 2021 issued by SECP, Shareholders who wish to participate virtually in the AGM are requested to register themselves by providing the following information with a valid copy of CNIC (both sides) / Passport, attested copy of board resolution/power of attorney (in case of corporate shareholders) through email with subject **"Registration for Tata AGM"** at ttm.corporate@tatapakistan.com by **October 26, 2026**:

Name of Member / Proxy Holder	CNIC No.	Folio No./ Participant Id/ Account No.	Cell No. / WhatsApp's No.	Email ID.

Video conference link details and login credentials will be shared with shareholders whose information is received through their registered email address within the specified time. Furthermore, shareholders may log in only through their registered email addresses. Members are encouraged to attend the AGM through video link and by consolidating their attendance through proxies.

4. E-Voting / Postal ballot

The Members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 (the "Regulations"), as amended through S.R.O. 2192(I)/2022 dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), the SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business. Accordingly, the shareholders of the Company will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in the AGM to be held on Tuesday, October 27, 2026 at 01:30 p.m.

For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website www.tatapakistan.com to download.

i. Procedure for e-Voting

- Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on October 19, 2026.
- The web address and login details will be communicated to members via email on October 20, 2026. The security codes will be communicated to members through SMS from the web portal of CDCSRL (being the e-voting service provider).
- Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- Members shall cast their vote online at any time from October 21, 2026. Voting shall close on October 26, 2026, at 5:00 p.m. Once a Member casts a vote on the resolution, he/she shall not be allowed to change it subsequently.

ii. Procedure for voting through postal ballot paper

The members shall ensure that duly filled and signed ballot paper along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's address at 6th floor Textile Plaza M.A. Jinnah Road Karachi, or email chairman@tatapakistan.com one day before the day of poll, during working hours i.e., till 5:00 p.m. on October 26, 2026. The signature on the ballot paper shall match with the signature on CNIC.

Pursuant to the requirements of the Companies (Postal Ballot) Regulations, 2018, in the event of an election of directors, the relevant Ballot Paper will be published in the newspapers and made available on the Company's website not later than seven (7) days before the date of the Annual General Meeting.

In the same manner, the members will also be allowed to exercise the right to vote through electronic voting facility and postal ballot for the election of directors, if required and the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 of the Act, voting shall be conducted in the manner and as per the procedures contained in the Regulations.

5. Appointment of Scrutinizer:

In accordance with Regulation 11 of the Companies (Postal Ballot) Regulations, 2018 (the Regulation), the Board of the Company has appointed M/s. BDO Ibrahim & Company Chartered Accountants, a QCR rated audit firm, to act as scrutinizer of the Company for election of Directors in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations.

6. Consent For Video Conference Facility:

Pursuant to Section 134(1)(b) of the Act, if the Company receives consent form from shareholders holding aggregate 10% or more shareholding residing at a geographical location to participate in the meeting through video conference at least seven days before the date of the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

7. Contesting for Election of Directors:

Any member seeking to contest the election of Directors shall file with the Company at its registered office 6th Floor, Textile Plaza, M. A. Jinnah Road, Karachi, not later than fourteen (14) days before the date of AGM his /her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Companies Act 2017, via notice in terms of the aforementioned sections together with:

- Consent to Act as a Director (Appendix to Form-9) in accordance with Section 167 of the Companies Act 2017;
- Detailed profile, along with office address, in accordance with S.R.O. 1196(I) 2019 dated October 3, 2019;
- Attested copy of CNIC;
- Declaration that:
 - He/she is aware of his/her duties and powers under prevailing law, the Listing Regulations of the Pakistan Stock Exchange and the Memorandum and Articles of Association of the Company;
 - He/she is not a minor, of unsound mind or an undischarged insolvent;
 - He/she is borne on the register of National Taxpayers;
 - He/she has not been convicted by a Court as a defaulter on Account of payment of a loan to Financial Institution(s);
 - He/she is not serving as Director of more than Seven listed Companies, including the Company;
 - Neither he/she, nor his/her spouse, is engaged in the Business of Stock Brokerage;
 - He/she is aware of, and will adhere to, the restrictions of the "Closed Period", that will be announced periodically by the Company.
- Independent Director(s) will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations, 2018, accordingly, the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:
 - Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - 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.

The final list of contesting directors will be circulated not later than seven (7) days before the date of the AGM in terms of Section 159(4) of the Companies Act, 2017. Further, the website of the Company will also be updated with the required information.

8. Change / Update of Shareholders' Particulars:

Members having physical shareholding are requested to notify their change of address (if any) immediately to the Company's Share Registrar, CDCSRL. Whereas, CDC account holders are requested to contact their respective CDC Participant/Broker/Investor Account Services.

9. CNIC / NTN:

Pursuant to the directive of the SECP, CNIC of members are mandatorily required to be mentioned on the Tax/ Zakat certificate. Members, therefore, are requested to submit a copy of their valid CNIC (if not already provided) to the Company's Share Registrar, CDCSRL.

10. Payment of Cash Dividend Electronically (Mandatory):

In accordance with the provisions of Section 242 of the Companies Act, 2017, and Regulation 4 of the Companies (Distribution of Dividends) Regulations 2017, listed companies are required to pay cash dividends to their shareholders only through electronic mode directly into bank accounts designated by the entitled shareholders.

Accordingly, the Shareholders are requested to fill in the Electronic Credit Mandate Form available on the company's website and send the duly signed form along with a copy of CNIC / NTN to our Share Registrar, CDCSRL, in case of physical shares. In case shares are held in CDC, then the Electronic Credit Mandate Form must be submitted directly to the shareholder's broker/participant / CDC account services.

In case of non-receipt of IBAN details, the Company will be constrained to withhold payment of dividends under the Companies (Distribution of Dividends) Regulations, 2017.

11. Unclaimed Dividends and Bonus Shares:

Shareholders who for any reason could not claim their dividend or bonus shares or did not collect their physical shares are advised to contact the Company's Share Registrar, CDCSRL, to collect/enquire about their unclaimed dividend or pending shares, if any. Please note that in compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all dividends unclaimed for a period of three (3) years from the date due and payable shall be deposited to the credit of the Federal Government and in case of shares, shall be delivered to the SECP.

12. Deduction of Withholding Tax on the Amount of Dividend:

Dividend income on shares is liable to deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001. Withholding of tax on dividends based on the 'Active' and 'Non-Active' status of Members shall be @ 15% and 30% respectively. 'Active' means a person whose name appears on the Active Taxpayers List available at the e-portal of FBR (<http://e.fbr.gov.pk/>) and 'Non-Active' means a person whose name does not appear on the Active Taxpayers List.

Further, according to clarification received from the Federal Board of Revenue (FBR), withholding tax will be determined separately on the Active/Non-Active status of the principal Member as well as joint-holder(s) based on their shareholding proportions, in case of joint accounts.

Joint shareholders should notify the proportion of their shareholding to the Company's Share Registrar CDCSRL by October 19, 2026. If the proportion of shareholding is not notified then each joint shareholder shall be presumed to hold an equal proportion of shares

13. Deposit of Physical Shares into CDC Account:

As per Section 72 of the Companies Act, 2017, every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP, within a period not exceeding four years from the commencement of the Companies Act, 2017, i.e. May 31, 2017.

The shareholder having physical shareholding may open a CDC sub-account with any of the brokers or investors' accounts directly with the CDC to place their physical shares into scrip-less form. This will facilitate them in many ways, including safe custody and sale of shares, at any time they want, as the trading of physical shares is not permitted as per the existing regulations of the Stock Exchange.

14. Transmission of Audited Financial Statements and Notices of AGM through Email

Under the provisions of section 223(6) of the Act, all listed companies are permitted to circulate their annual financial statements, along with the Auditor's Report, Directors' Report, Chairman Review Report and notice of Annual General Meetings ("Annual Report"), to their shareholders through email, subject to the availability of email addresses of shareholders with the Company's Share Registrar the CDCSRL. The printed copy of the financial statement can be provided to the member upon request. Pursuant to S.R.O. 452(I)/2025, Notice of the AGM shall be circulated to members at their registered email addresses provided to the Company, in accordance with applicable laws.

Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address ttm.corporate@tatapakistan.com

15. Intimation of No Gift Distribution

The SECP, vide Circular No. 2 of 2018 dated February 9, 2018, and S.R.O. 452(I)/2025 dated March 17, 2025, has strictly prohibited companies from offering or distributing gifts, incentives, or any similar benefits (including but not limited to tokens, coupons, meals, or takeaway packages) to members at or in connection with general meetings. In accordance with Section 185 of the Companies Act, 2017, any non-compliance with these directives constitutes a punishable offence, and companies found in violation may be subject to enforcement actions and penalties. Members are hereby informed that no gifts will be distributed at the meeting.

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

Agenda No.5

- All transactions carried out by the company with related parties during the year ended June 30, 2026, are given in the related parties note no.38 of the Annual Financial Statement of the Company.

The Company carried out transactions with related parties as per the approved Related Party Transactions Policy and approved by the Board as recommended by the Audit Committee on a quarterly basis pursuant to clause 15 of the Listed Companies Code of Corporate Governance Regulations 2019.

The transactions with related parties have been approved by the Board in the Quarterly and annual financial statements during the financial year 2025-26. However, the Board decided to place the above-related party transactions before the shareholders in the AGM for ratification and approval, considering the interests/concerns of the majority of directors due to common directorship.

- Authorization to the Board of Directors for all transactions to be carried out with related parties during the ensuing year ending June 30, 2027.

The Company is expected to be conducting transactions with related parties as per the approved Related Party Transactions Policy. All transactions entered into or to be entered into with related parties require the recommendation of the Audit Committee, and such transactions shall be placed before the Board of Directors for approval. In order to promote transparent business practices, the shareholders are recommended to authorize the Board of Directors of the Company to approve transactions with the related parties for the year ending June 30, 2027, which transactions shall be deemed to be approved by the shareholders. These transactions shall be placed before the shareholders in the next AGM for their formal ratification/approval.

The Directors are interested in the resolution only to the extent of their common directorships and their shareholding in the associated companies.

STATEMENT UNDER SECTION 166 (3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning the Election of Directors to be carried out at the AGM.

As a listed company, the Company is required to have Independent Directors on its Board in accordance with the requirements of the Listed Companies (Code of Corporate Governance) Regulations 2019. The Company shall ensure that its election of independent Directors complies with the requirements of Sections 159 and 166(2) of the Companies Act 2017, the Companies (Manner and Selection of Independent Directors) Regulations 2018 and that such Independent Directors are included in the databank of Independent Directors maintained by the Pakistan Institute of Corporate Governance. Core competencies: diversity, skill set, knowledge and experience of the election contestants shall also be considered during the finalization of Independent Directors.

The Directors are not interested, directly or indirectly, in the above other than as Shareholders of the Company and that they are eligible to contest the Election for Directorship.

