

BANNU WOOLLEN MILLS LIMITED
BALLOT PAPER FOR VOTING THROUGH POST

Ballot paper for voting through post for the Special Business at the Extraordinary General Meeting (EOGM) of the Company to be held on Wednesday, **March 27, 2024** at **09:00 a.m.** at Company's Registered Office, D.I Khan Road, Bannu.

Name of shareholder/joint shareholders/Proxy Holder	
Folio Number / CDC Account No.	
Registered Address of shareholder(s):	
Number of shares held	
CNIC/ Passport Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized signatory	
CNIC/ Passport Number of Authorized signatory (copy to be attached)	

Sr. No.	Nature and Description of Resolution
1.	<p>Agenda Item # B: To consider and if thought fit, to pass the following resolutions as special resolutions with or without modification(s):</p> <p>(1) “RESOLVED THAT the transactions with the related parties as disclosed in the note 38.5 of the annual audited Financial Statements of the Company for the year ended June 30, 2021, and also specified in the Statement of Material Information under Section 134(3) of the Companies Act, 2017 (the Act), be and are hereby approved and ratified.”</p> <p>“FURTHER RESOLVED THAT the Chief Executive or company secretary of the company be and are, hereby authorized to complete all the requisite legal and other corporate formalities with regard to this matter on behalf of the Company and to do all such acts, deeds, matters and things, as may be deemed necessary and beneficial for the company in this regard.”</p> <p>“FURTHER RESOLVED THAT the Authorized Officers, be and are hereby jointly or severally authorized to take any further modifications/amendments/corrections in these Special Resolutions at a later stage if pointed out by Securities & Exchange Commission of Pakistan (SECP) and to take such other steps, execute such other documents and make necessary corporate and other filings as may be necessary or expedient for the purpose of giving effect to the above Special Resolutions and all other matters incidental or ancillary thereto.”</p>
2.	<p>“RESOLVED THAT the Chief Financial Officer of the Company be and is hereby authorized to approve all the transactions carried out and to be carried out in normal course of business with associated companies / related parties during the year ending June 30, 2024 and in this connection, the Chief Executive Officer be and is hereby also authorized to take any and all necessary actions and sign/ execute any and all such documents/ indentures as may be required in this regard on behalf of the Company.”</p>

3.	<p>“RESOLVED THAT the existing approved limit of Rs.12.500 million, with regard to transactions amongst the Associated Companies, which fall under normal trade transactions and certain other related transactions not falling under the purview of section 199 of the Act, be and is hereby increased to Rs. 25 million, and the Board is hereby further authorized to approve all the related party transactions falling under the purview of Section 208 of the Act subject to the terms and conditions laid down in the said section. .”</p> <p>“FURTHER RESOLVED THAT the Chief Executive Officer or the Company Secretary of the Company be and are, hereby authorized to complete all necessary legal and other corporate formalities with regard to this matter and to do all such acts, deeds, matters and things, as may be deemed necessary and beneficial for the Company in this regard. ”</p> <p>“FURTHER RESOLVED THAT all acts, deeds, and things done by the Authorized Officers pursuant to the above Resolutions for and on behalf of and in the name of the Company shall be binding acts, deeds and things done by the Company. ”</p> <p>“FURTHER RESOLVED THAT the Chief Executive Officer or Secretary, be and are hereby jointly or severally authorized to make any modifications/ amendments/corrections at a later stage if pointed out by the Securities & Exchange Commission of Pakistan (SECP) and to take such other steps, execute such other documents and make necessary corporate and other filings as may be necessary or expedient for the purpose of giving effect to the above resolutions and all other matters incidental or ancillary thereto.”</p>
4.	<p>“RESOLVED THAT, subject to confirmation of the Securities and Exchange Commission of Pakistan:</p> <p>(a) Sub-Clause (1) of Clause III of the Memorandum be amended to read as principal line of business of the Company:</p> <p>(i) The principal line of business of the Company shall be to erect, maintain, alter, extend and purchase plant, machinery, apparatus, hand looms, power looms, and other textile machinery for the purpose of manufacturing, ginning, preparing, combing, spinning, weaving, bleaching, dyeing, mercerizing, printing, knitting, doubling, finishing, calendaring, processing, buying, selling, importing, exporting, trading (as wholesalers and retailers) or otherwise dealing in and working any of the fabrics and materials including wool, cotton, jute, hems, silk, artificial silk, lawn, polyester, synthetic fiber, yarn, cloth, linen, canvas, hosiery, carpets and other goods or merchandise made thereof; and to carry on the business of manufacturers, sizers, spinners, weavers, ginners, pressers, doublers, packers balers, traders, retailers, wholesalers, exporters of wool, cotton, jute, silk, hems, artificial silk, linen, lawn, polyester, synthetic fiber and any other fibrous material used in textile and the cultivation thereof.</p> <p>(b) The existing object sub-Clauses (2) to (12) of Clause III of the Memorandum of Association shall be deleted.</p> <p>(c) The following new sub-Clauses (ii), (iii) and (iv) of Clause III of the Memorandum shall be added, to read as under:-</p> <p>(ii) Except for the business mentioned in sub-clause (iii) hereunder, the Company may engage in all the lawful business and shall be authorised to take all necessary steps and actions in connection therewith and ancillary thereto.</p> <p>(iii) Notwithstanding anything contained in the forgoing sub-clauses of this clause, nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-Banking Finance Company (Mutual Fund, Leasing, Investment Company, Investment Advisor, Real Estate Investment Trust management company, Housing Finance Company, Venture Capital Company, Discounting Services, Microfinance or Microcredit business), Insurance Business, Modaraba management company, Stock Brokerage business, forex, real estate business, managing agency, business of providing the services of security guards or any other business restricted under any law for the time being in force or as may be specified by the Commission.</p>

	<p>(iv) It is hereby undertaken that the Company shall not:</p> <p>(a) engage in any of the business mentioned in sub-clause (iii) above or any unlawful operation;</p> <p>(b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/business or any lottery business;</p> <p>(c) engage in any of the permissible business unless the requisite approval, permission, consent or licence is obtained from competent authority as may be required under any law for the time being in force.</p> <p>(d) the existing Clause V of the Memorandum be substituted to read as under:-</p> <p>V. The authorized Share Capital of the Company is Rs.200,000,000 (Rupees two hundred million only) divided into 20,000,000 (Twenty million) ordinary shares of Rs.10/- (Rupees ten) each.</p> <p>(e) the Revised Memorandum be and is hereby affirmed as the revised Memorandum of Association of the Company.</p> <p>(f) the aforesaid alteration in the Memorandum of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be deemed appropriate by the authorized person or as may be suggested, directed and advised by the Commission which suggestion, direction and advice shall be deemed to have been approved as part of the passed 'Special Resolution'.</p>
5.	<p>“FURTHER RESOLVED THAT:(a) the existing Articles of Association be substituted with the Revised Articles, so as to update the same in conformity with the provisions of the Act.</p> <p>(b) the Revised Articles be affirmed as the new revised of Association of the Company.</p> <p>(iii) “FURTHER RESOLVED THAT Mr. Azmat Khan, Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things, take any and all necessary steps, to fulfill the legal, corporate and procedural formalities and file all necessary documents/returns as he deemed necessary in this behalf and the matters ancillary thereto.”</p>

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 (delete as appropriate);

Instructions for the Poll

1. Please indicate your vote by ticking the relevant box.
2. In case both the boxes are marked, your poll shall be treated as “rejected”.
3. The signature on the ballot paper shall match with the signature on CNIC. In case the signatures do not match, your poll shall be treated as “rejected”.

Resolution	I/ We assent for the Resolution (FOR)	I/ We dissent to the Resolution (Against)
Resolution for Agenda item no. 1 of special Business		
Resolution for Agenda item no. 2 of special Business		
Resolution for Agenda item no. 3 of special Business		
Resolution for Agenda item no. 4 of special Business		
Resolution for Agenda item no. 5 of special Business		

Signature of Shareholder / Proxy holder / Authorized Signatory

Date: _____

NOTES:

1. Duly filled postal ballot should be sent to the Chairman of the meeting at Bannu Woollen Mills Limited, D. I Khan Road Bannu, or email at corporate@bwm.com.pk.
2. Copy of CNIC / Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach the Chairman of the meeting on or before close of business (i.e. 5 p.m.) on 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 / Passport (in case of foreigner)..
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. In case of representative of a body corporate, corporation or Federal Government, the ballot paper form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017, as applicable.
7. Ballot paper form has also been uploaded on the website of the Company at www.bwm.com.pk. Members may download the Ballot Paper from the website or use an original / photocopy published in newspapers.