

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (EOGM) of Shareholders of Saif Power Limited ("the Company") will be held on Friday, September 26, 2025, at 11:30 am at Kehkashan Hall 2 ground floor at the Islamabad Hotel, G-6 Civic Centre, Melody Chowk, Islamabad.

ORDINARY BUSINESS:

1. To confirm the minutes of EOGM held on April 15, 2025 and Annual General Meeting held on April 30, 2025.

SPECIAL BUSINESS:

2. To consider and, if thought fit, to pass, with or without modification, the following special resolutions pursuant to Section 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, for the purposes set out hereunder:

I. Amendment to existing long term loan agreement-mark-up payment terms: To approve the amendment of the loan agreement dated September 11, 2023, by revising the frequency of mark-up payments on the existing PKR 1 billion facility from quarterly to annual, with effect from October 1, 2025, at the rate specified in the Statement of Material Facts annexed hereto pursuant to Section 134(3) of the Companies Act, 2017, while the additional PKR 400 million facility shall carry annual mark-up payments from the date of its disbursement at the same rate.

II. Amendment to existing long term Loan agreement- extending the grace period: To approve the amendment of the terms and conditions of the unsecured long-term loan of PKR 1 billion, dated September 11, 2023, granted to Saif Textile Mills Limited, by extending the grace period for repayment, originally ending on September 27, 2025, by a further period of one and a half (1.5) years, while retaining the existing final maturity date of September 27, 2032, for the last quarterly principal installment; and

III. Enhancement of long term loan amount: To approve the enhancement of the said unsecured long-term loan by an additional amount of PKR 400 million (Rupees Four Hundred Million only), with a grace period of one and a half (1.5) years commencing from the date of first disbursement while retaining the final quarterly principal installment due date of September 27, 2032.

"RESOLVED THAT the consent and approval be and is hereby accorded under Section 199 and all other applicable provisions of the Companies Act, 2017 (the Act), together with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, to Saif Power Limited ("the Company") to amend the existing long-term loan agreement dated September 11, 2023 with Saif Textile Mills Limited, an associated company, to:

- revise the frequency of mark-up payments from quarterly to annual, effective October 1, 2025, at the mark-up rate specified in the Statement of Material Facts annexed hereto pursuant to Section 134(3); and
- extend the grace period for repayment of principal installments by an additional one and a half (1.5) years, while retaining the final maturity date of September 27, 2032."

"FURTHER RESOLVED THAT pursuant to Section 199 and other applicable provisions of the Companies Act, 2017, and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, approval be and is hereby accorded to Saif Power Limited ("the Company") to enhance the existing unsecured long-term loan to Saif Textile Mills Limited, an associated company, by PKR 400 million (Rupees Four Hundred Million only), disbursable in single or multiple tranches, with a grace period of one and a half (1.5) years from the date of first disbursement, while retaining the same final maturity date of September 27, 2032 and on annual mark-up terms specified in the Statement of Material Facts annexed hereto pursuant to Section 134(3) of the Act."

"RESOLVED FURTHER THAT the Chief Executive Officer of the Company or any director of the Company be and is hereby singly authorized to take and /or all actions to implement and give effect to the above resolutions and complete any or all necessary required corporate and legal formalities including signing and execution of amended long term agreement or documents for the purpose of the implementation of above resolutions."

3. To transact any other business with permission of the Chair.

A Statement of Material Facts as required by the Section 134(3) of the Companies Act, 2017 in respect of above said special business to be considered at the Extraordinary General Meeting, is annexed with the Notice of the Meeting.

BY ORDER OF THE BOARD

Islamabad
September 05, 2025

S/d
Waseemullah
Company Secretary



Notes:

- i. Share Transfer Books of the Company shall remain closed from **September 20, 2025 to September 26, 2025** (both days inclusive). Transfers received at M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500. Pakistan, the Registrar and Share Transfer Agent of the Company, by the close of the business on **September 19, 2025** will be treated in time for the purpose of the entitlement.
- ii. A shareholder entitled to attend and vote at this EOGM is entitled to appoint a person as a proxy to attend and vote for and on his/her behalf. The instrument appointing a proxy and the power of attorney/Board Resolution or other authority (if any) under which it is signed or a notarized certified copy of the power or authority shall be deposited at the office be received at the Company's Registered Office not later than 48 hours before the time of holding of the meeting

CDC individual Account holders or Sub-account holders are required to bring with them their original CNIC / Original Passport along with participant's ID number and their Account number in order to facilitate identification. In case of Corporate entity, resolution of the Board of Directors/Power of attorney with specimen signature of nominees shall be required to be produced (unless provided earlier) at the time of meeting.
- iii. Shareholders are requested to immediately notify their change in address, if any to share registrar.

SPECIAL NOTES TO SHAREHOLDERS:

1. Consent for video conference facility:

Shareholders can also avail video conference facility under the provision of Section 134 of the Companies Act, 2017 to participate in EOGM. Shareholders must hold in aggregate 10% or more shareholding residing in that city and consent of shareholders must reach at the registered address of the Company at least 10 days prior to the Extraordinary General Meeting in order to participate in the meeting through video conference facility.

2. E-Voting / Postal Ballot and Appointment of a Scrutinizer:

Pursuant to the 'Companies (Postal Ballot) Regulations, 2018' read with Sections 143 and 144 of the Companies Act, 2017, members are entitled to exercise their right to vote through Postal Ballot, i.e. voting by post or electronic mode in accordance with the requirements and procedure contained in the aforesaid Regulations. In accordance with Regulation No.11 of the Regulations, the Board of Directors has appointed M/s KPMG Taseer Hadi & co, Chartered Accountants, Islamabad, a QCR rated audit firm, to act as the Scrutinizer of the Company for the Special Business to be transacted in the meeting and to undertake other responsibilities as defined in Regulation No.11A of the Regulations.

3. Participation of Shareholders through Online Facility:

To facilitate and ensure the safety and health of the shareholders, the Company will also be providing the online platform / facility to participate in the EOGM in the shape of webinar/webex/zoom after completing all the formalities required for the verification and identification of the shareholders. The login facility will be opened at 11:15 a.m. on September 26, 2025 enabling the participants to join the proceedings which will start at 11:30 a.m. sharp. For this purpose, shareholders are requested to register themselves by providing the following information through email at info.spl@saifgroup.com at least 48 hours before the time of EOGM: Name of member/proxy holders, CNIC, Folio Number/CDC account no, Cell no/WhatsApp no, and Email address.

This Statement set out the material facts concerning the special business to be transacted at the Extraordinary General Meeting

Item No. 2: Investment (Long Term Loan) in Saif Textile Mills Limited, a listed company, an associated company.

Saif Textile Mills Limited (STML) is a public limited company incorporated in Pakistan on December 24, 1989, under the Companies Ordinance, 1984 (now the Companies Act, 2017), and its shares are listed on the Pakistan Stock Exchange. The Company entered into a long-term loan agreement with STML, an associated company, on September 11, 2023, for PKR 1 billion to meet its working capital requirements.

In addition, a running finance facility of PKR 1.5 billion was extended to STML on April 15, 2024, for the same purpose, which was subsequently renewed for a further period of one year from April 15, 2025.

STML has now requested an enhancement of the long-term loan by PKR 400 million, with a grace period of one and a half (1.5) years from the date of disbursement. It has also proposed extending the existing grace period, currently ending on September 27, 2025, by an additional one and a half (1.5) years, while retaining the existing final maturity date of September 27, 2032. Furthermore, STML has requested an amendment to the loan agreement to change the frequency of mark-up payments from quarterly to annual, effective October 1, 2025. These measures are intended to support STML's liquidity position and ensure adequate cash flows.

In compliance with Regulation 3(3) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, issued by the SECP, the Directors of the Company have certified that they have conducted the necessary due diligence for the proposed investment and have kept the audited/unaudited accounts of STML, as required under the regulation.

The information about the Material Facts covering the above-mentioned special business, in compliance with the relevant provisions of the Companies Act, 2017 and Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017, as per SRO 1240 (1)/2017 dated 06 December, 2017 is as under:

S.no	Requirements	Information																										
(a) Disclosure for all types of Investments																												
(A) DISCLOSURE REGARDING ASSOCIATED COMPANY																												
(i)	Name of associated company or associated undertaking	Saif Textile Mills Limited ("STM")																										
(ii)	Basis of relationship	Due to common directorship and shared management role by the following: 1. Mr. Javed Saifullah Khan 2. Mrs. Hoor Yousafzai, director 3. Mr. Assad Saifullah Khan, director 4. Mr. Osman Saifullah Khan 5. Mr. Asif Saifullah Khan																										
(iii)	Earnings/(loss) per share for the last three years	Year ended June 30, ----- 2024 2023 2022 Rs. Rs. Rs. 0.44 (42.93) 10.68																										
(iv)	Break-up value per share, based on latest audited financial statements	Rupees 157.06 for audited financial statements for the year ended June 30, 2024																										
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements.	<p style="text-align: right;">Main Items of Balance Sheet:</p> <p style="text-align: right;">Un-Audited Dec 31, 2024 Half Yearly</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 70%;"></th> <th style="text-align: right;">Amount (Rs.)</th> </tr> </thead> <tbody> <tr> <td>Paid up Capital</td> <td style="text-align: right;">264,128,800</td> </tr> <tr> <td>Unappropriated Profits & Reserves</td> <td style="text-align: right;">1,302,698,000</td> </tr> <tr> <td>Surplus on revaluation of property, plant and equipment</td> <td style="text-align: right;">2,424,774,000</td> </tr> <tr> <td>Current Liabilities</td> <td style="text-align: right;">8,283,217,000</td> </tr> <tr> <td>Current Assets</td> <td style="text-align: right;">6,516,645,000</td> </tr> <tr> <td>Non-Current Liabilities</td> <td style="text-align: right;">2,071,891,000</td> </tr> <tr> <td>Non-Current Assets</td> <td style="text-align: right;">7,830,064,000</td> </tr> </tbody> </table> <p style="text-align: right;">Main Items of Profit & Loss:</p> <p style="text-align: right;">Un-Audited Dec 31, 2024 Half Yearly</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 70%;"></th> <th style="text-align: right;">Amount (Rs.)</th> </tr> </thead> <tbody> <tr> <td>Sales-net</td> <td style="text-align: right;">6,136,408,000</td> </tr> <tr> <td>Gross Profit</td> <td style="text-align: right;">805,590,000</td> </tr> <tr> <td>Loss before tax</td> <td style="text-align: right;">(109,661,000)</td> </tr> <tr> <td>Loss after tax</td> <td style="text-align: right;">(156,949,000)</td> </tr> </tbody> </table>		Amount (Rs.)	Paid up Capital	264,128,800	Unappropriated Profits & Reserves	1,302,698,000	Surplus on revaluation of property, plant and equipment	2,424,774,000	Current Liabilities	8,283,217,000	Current Assets	6,516,645,000	Non-Current Liabilities	2,071,891,000	Non-Current Assets	7,830,064,000		Amount (Rs.)	Sales-net	6,136,408,000	Gross Profit	805,590,000	Loss before tax	(109,661,000)	Loss after tax	(156,949,000)
	Amount (Rs.)																											
Paid up Capital	264,128,800																											
Unappropriated Profits & Reserves	1,302,698,000																											
Surplus on revaluation of property, plant and equipment	2,424,774,000																											
Current Liabilities	8,283,217,000																											
Current Assets	6,516,645,000																											
Non-Current Liabilities	2,071,891,000																											
Non-Current Assets	7,830,064,000																											
	Amount (Rs.)																											
Sales-net	6,136,408,000																											
Gross Profit	805,590,000																											
Loss before tax	(109,661,000)																											
Loss after tax	(156,949,000)																											

(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations.	Not Applicable																																	
(B) GENERAL DISCLOSURE																																			
(i)	Maximum amount of investment to be made.	Initial long term loan amount of Rs. 1 billion out of which Rs. 999,981 have been utilized. Enhancement of Rs. 400 million is requested accumulating to Rs. 1,400 million as long term loan. In addition to this, running finance facility is provided amounting to Rs. 1,500 million. This aggregates the total exposure to Rs. 2,900 million.																																	
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	The investment amount will be utilized by STML for debt servicing and to meet its working capital requirement. Saif Power Limited ("the Company") will earn markup income from the associated company.																																	
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds: (I) Justification for investment through borrowings; (II) Detail of collateral, guarantees provided and assets pledged for obtaining such funds and; (III) Cost benefit analysis	The Company shall use un-utilized bank borrowing lines Banks facilities are secured by way of mortgage charge on the fuel stocks inventory and energy payments receivables. The Company will charge 0.1% over and above the average annual borrowing cost to STML on outstanding balances.																																	
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment.	Both parties agreed to amend the terms & condition of the long term loan agreement as follows: 1. The current grace period, ending on September 27, 2025, be extended by one and half year, while retaining the loan's existing maturity of 9 (nine) years; 2. The mark-up payment frequency from quarterly to annual, effective from October 1, 2025. Remaining terms and conditions shall be in compliance with the requirements of section 199 of the Companies Act 2017 and Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.																																	
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration.	The directors, Chief Executive and their relatives have no interest directly or indirectly, in STML or transaction under consideration except in their capacity as being director, Chief Executive and shareholder of STML. STML holds 100 shares (0.00%) in the Company Following are the present shareholding of directors in the Company: <table border="1" data-bbox="476 1065 951 1263"> <thead> <tr> <th>Name of Director</th> <th>Shareholding</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>Mr. Javed Saifullah Khan</td> <td>21,678,182</td> <td>5.61</td> </tr> <tr> <td>Mr. Osman Saifullah Khan</td> <td>11,208,182</td> <td>2.90</td> </tr> <tr> <td>Mr. Assad Saifullah Khan</td> <td>11,333,520</td> <td>2.93</td> </tr> <tr> <td>Mr. Asif Saifullah Khan</td> <td>7,000,313</td> <td>1.81</td> </tr> <tr> <td>Miss. Saima Akbar Khattak</td> <td>50</td> <td>0.00</td> </tr> </tbody> </table> Four directors, Mr. Javed Saifullah Khan, Mr. Osman Saifullah Khan, Mr. Assad Saifullah Khan and Mr. Asif Saifullah Khan are also directors of the STML and Mr. Assad Saifullah Khan is CEO of STML. Their shareholding in STML is as follows: <table border="1" data-bbox="476 1369 951 1531"> <thead> <tr> <th>Name of Director & CEO</th> <th>Shareholding</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>Mr. Javed Saifullah Khan</td> <td>1000</td> <td>0.0038%</td> </tr> <tr> <td>Mr. Osman Saifullah Khan</td> <td>3,500</td> <td>0.0133%</td> </tr> <tr> <td>Mr. Assad Saifullah Khan</td> <td>500</td> <td>0.0019%</td> </tr> <tr> <td>Mr. Asif Saifullah Khan</td> <td>500</td> <td>0.0019%</td> </tr> </tbody> </table>	Name of Director	Shareholding	Percentage	Mr. Javed Saifullah Khan	21,678,182	5.61	Mr. Osman Saifullah Khan	11,208,182	2.90	Mr. Assad Saifullah Khan	11,333,520	2.93	Mr. Asif Saifullah Khan	7,000,313	1.81	Miss. Saima Akbar Khattak	50	0.00	Name of Director & CEO	Shareholding	Percentage	Mr. Javed Saifullah Khan	1000	0.0038%	Mr. Osman Saifullah Khan	3,500	0.0133%	Mr. Assad Saifullah Khan	500	0.0019%	Mr. Asif Saifullah Khan	500	0.0019%
Name of Director	Shareholding	Percentage																																	
Mr. Javed Saifullah Khan	21,678,182	5.61																																	
Mr. Osman Saifullah Khan	11,208,182	2.90																																	
Mr. Assad Saifullah Khan	11,333,520	2.93																																	
Mr. Asif Saifullah Khan	7,000,313	1.81																																	
Miss. Saima Akbar Khattak	50	0.00																																	
Name of Director & CEO	Shareholding	Percentage																																	
Mr. Javed Saifullah Khan	1000	0.0038%																																	
Mr. Osman Saifullah Khan	3,500	0.0133%																																	
Mr. Assad Saifullah Khan	500	0.0019%																																	
Mr. Asif Saifullah Khan	500	0.0019%																																	

(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs.	Approval of PKR one billion long term loan was granted to STML in September 2023. In addition to this, running finance facility was renewed for a period of 1 (one) year in April 2025. STML is now taking initiatives including installation of 10 MW Solar System, savings in dyeing unit through new boiler, direct exports and measures to increase mills' production capacity. In accordance with IFRS 09, the Company has recognized the necessity to provide an allowance for expected credit losses on financial assets. This provision reflects the Company's commitment to prudent financial management and adherence to international accounting standards.
(vii)	Any other important details necessary for the members to understand the transaction.	As explained above. Queries will be responded to in the EOGM.
(c) ADDITIONAL DISCLOSURE REGARDING LOAN		
(i)	Category-wise amount of investment.	Running finance facility balance of PKR 1,499.58 million appearing outstanding. Long term loan balance of PKR 999,981 million appearing outstanding. Enhancement of Rs. 400 million has been requested in long term loan aggregating it to PKR 1,399.981 million.
(ii)	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period.	Average borrowing cost of the Company: a) 1Month KIBOR plus spread ranges from 0.6% to 2.0%; and b) 3 Month KIBOR plus spread ranges from 0.6% to 2.0%.
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	The Company will charge 0.1% over and above the average borrowing cost (for one year) to investee / associated company on outstanding balances or Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, which ever higher.
(iv)	Particulars of collateral or security to be obtained in relation to the propose investment	No collateral is considered necessary since STM is an associated company of the Company.
(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable.	Not applicable
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	<ul style="list-style-type: none"> • Existing long term loan balance is payable in 22 equal quarterly instalment, after end of revised grace period, with last principal instalment due on September 27, 2032. • new long term loan is payable in equal quarterly instalment from disbursement date, after grace period, with due date of last instalment will be September 27, 2032 • Markup of long term to be paid on an annual basis within 15 days from the date of invoice issued by the Company
The directors of the Company undertake that they carried out necessary due diligence for the proposed loan/ investment in Saif Textiles Mills Limited.		