



KOHAT TEXTILE MILLS LIMITED

3rd Floor, City Centre, Plot No-40, Bank Road, Saddar, Cantt, Rawalpindi
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Ref # KTML(PSX)10-2017

Dated October 06, 2017

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

Subject: **Notice of 51st Annual General Meeting**

Dear Sir,

Enclosed please find a copy of Notice of 51st Annual General Meeting to be held on Friday, October 27, 2017 at 10:00 AM for circulation amongst your members.

Thanking You,

Yours faithfully,
for **KOHAT TEXTILE MILLS LIMITED**

(SABIR KHAN)
Company Secretary

Encl: As above

Mills: Saifabad, Kohat, KPK (Pakistan), Voice: +92-922-518615, 518712, Fax: +92-922-512295

Registered Office: APTMA House, Tehkal Payan, Jamrud Road, Peshawar, +92-91-5843870, 5702941, Fax: +92-21-5840273



KOHAT TEXTILE MILLS LIMITED NOTICE OF 51st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 51st Annual General Meeting of the members of the Kohat Textile Mills Limited will Insha'Allah be held on **October 27, 2017 at 10:00 a.m.** at its registered office, **APTMA House Tehkal payan, Jamrud Road, Peshawar**, to transact the following business:

• **ORDINARY BUSINESS:-**

1. To read and confirm the minutes of the Extra Ordinary General Meeting held on February 03, 2017.
2. To receive, consider and adopt the annual audited financial statements of the Company together with the Directors' and Auditors' Reports thereon for the year ended June 30, 2017.
3. To approve cash dividend @ 10 % i.e. Rs.1/- per share for the year ended June 30, 2017 as recommended by the Board of Directors.
4. To appoint auditors and to fix their remuneration for the financial year ending June 30, 2018, who will hold office till conclusion of the next Annual General Meeting. The Board on the recommendation of the Audit Committee has proposed the appointment of M/s Shinewing Hameed Chaudhri & Co, Chartered Accountants as external auditors. The retiring auditors being eligible, have offered themselves for re-appointment.

• **SPECIAL BUSINESS:-**

5. To consider and approve the following amendments in Articles of Association of the Company:-
RESOLVED THAT through a special resolution the following new Articles be added after Article 63 and the articles 96 of the Articles of Association shall be substituted as mentioned below.
 - i. 63(a) in case of e-voting both members and nonmembers can be appointed as proxy. The company while adopting e-voting shall formulate procedure for appointment and authorization of intermediaries and related methods in accordance with the act and the E- Voting Regulations 2016 and also maintain a database of registered email addresses of members in the register of members maintained under section 119 of the Act.
 - ii. ***96 The remuneration of a Director for attending meetings of the Board or the Committees of the Board shall be Rs. 5,000/- (Rupees Five Thousand only) for each meeting attended by him."***
 - iii. To consider and approve the following resolution(s), with or without modification, as special resolution for sharing of common expenses, sale and purchase of goods with M/s. Saif Textile Mills Limited an associated company or any other associated Company.

"Resolved that the company be and is hereby authorized to share common expenses with M/s. Saif Textile Mills Limited an associated company or any other associated Company which may include but not limited to office rents, administrative salaries, utilities expenses, repair and maintenance and other miscellaneous expenses etc. (collectively the "Administrative Expenses"), in respect of its joint offices.

Further Resolved that Chief Executive & Secretary of company be and are hereby authorized to take all legal and other corporate formalities with regard to these matters on behalf of the company and to do all such acts, deeds and things as may be deemed necessary and beneficial for the Company.

Resolved Further That the Related Party Transactions of sale and purchase of goods to / from associated companies as disclosed in notes to the audited financial statements be and are hereby ratified, approved and confirmed.

Further Resolved That the Chief Executive of the company be and is hereby authorized to approve the Related Party Transactions regarding sale and purchase of goods to / from associated companies as disclosed in notes to the financial statements.

- 6 to obtain consent of the members for transmission of annual audited financial statements or the other periodical accounts through CD / DVD /USB instead of transmitting such accounts in the form of hard copy.
7. To transact any other business with the permission of the Chair.

Attached to this Notice is a Statement of Material Facts covering the above-mentioned special business, as required under Section 134(3) of the Companies Act, 2017.

Peshawar, October 06, 2017

BY ORDER OF THE BOARD

(SABIR KHAN)

Company Secretary

NOTES:

1. The Shares Transfer Books of the Company will remain closed from **October 21, 2017 to October 27, 2017** (both days inclusive) transfers received in order at the office of the Company's Shares Registrar. **M/s Hameed Majeed Associates (Pvt) Limited, HM House, 7-Bank Square, Lahore** by the close of business on dated **October 20, 2017** will be treated in time.
2. A member entitled to attend and vote at the meeting, may appoint another person/member as a proxy to attend, speak and vote on behalf of him/her. Proxy Forms duly stamped with Rs.5/- revenue stamp, signed and witnessed by two persons, in order to be valid must be received at the Registered Office of the Company not later than 48 hours before the time of holding the meeting.
3. Any individual beneficial owners of CDC, entitled to attend and vote at the meeting must bring his/her CNIC or passport to prove his/her identity and the proxy shall produce his/ her original CNIC or passport. In case of corporate members, the Boards' resolution or power of attorney with specimen signatures of the nominee shall require to be produced at the time of meeting.
4. For the convenience of Members, a Standard Request Form with appropriate details has been uploaded on the Company's website <www.kohattextile.com>. Those Members who opt to receive the hard copies of the annual audited financial statements instead of sending the same through CD/DVD/USB at their registered addresses may apply to the Company Secretary at his postal address i.e. APTMA House Tehkal Payan Jamrud Road, Peshawar or email address c.a@saifgroup.com.
5. Members are requested to submit an attested photocopy of their valid Computerized National Identity Cards (CNICs) as per SECP's direction, if not provided earlier.
6. Members can also avail Video Conference facility in (name of cities where facility can be provided keeping in view geographical dispersal of members). In this regard please fill the following form and submit to the registered address of the Company within ten (10) days before holding of annual general meeting.

I/ We, _____ of _____, being a member of
Kohat Textile Mills Limited, holder of _____ Ordinary Shares
as per Register Folio No./ CDC A/C No.. _____ hereby opt for Video Conference Facility at _____

Signature of member

If the Company receives consent from members holding an aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through Video Conference at least 10 days prior to the date of meeting, the Company will arrange Video Conference facility in that city subject to availability of such facility in that city.

7. Change in Address: Members are requested to promptly notify any change in their address.

9. DIVIDEND PAYMENTS THROUGH ELECTRONIC MODE:

In order to receive the future dividends through electronic mode as per requirements of Section 242 of the Companies Act, 2017 shareholders are requested to provide the following detail to our share registrar M/s Hameed Majeed Associates (Pvt.) Limited

Name of Shareholder	
Folio / CDS Account No.	
CNIC	
Email	
Title of Bank of Account	
Bank Account (IBAN) Number (24-Digits)	
Bank's Name	
Branch Name and Address	
Contact No.	

STATEMENT OF MATERIAL FACTS U/S 134(3) OF THE COMPANIES ACT, 2017

Pursuant to Regulation No. 5 of the Companies (E – Voting) Regulations, 2016, the general requirements to be complied with by the company are being provided in its articles of association.

Since a nominal meeting fee Rs.1,000/- was provided in the articles, hence, the relevant article 96 has been substituted to fix a reasonable amount of meeting fee.

The transactions with associated companies regarding sharing of common expenses and sale and purchase of goods require approval of the Board on the recommendation of the audit committee on quarterly basis pursuant to clause (x) of the code of corporate governance-2012 and since the majority of company directors were interested in the said transactions due to their common directorship and holding of shares in the associated companies, the quorum of the directors could not be formed for approval of these transactions pursuant to section 207 of the Companies Act, 2017, thus, these transactions have been place before the members for their approval.