

Notice is hereby given that the 20th Annual General Meeting of Zephyr Textiles Limited ("ZTL" or "the Company") will be held at the Registered Office of the Company, 3rd Floor IEP Building, 97 B/D-I, Gulberg III, Lahore on Saturday, October 27, 2018, at 10:30 AM to transact the following business:

#### Ordinary Business:

1. To confirm the minutes of the last Extra Ordinary General Meeting dated August 16, 2018.
2. To approve Final Cash Dividend @ 5% [i.e. Rs.0.50/- Per Ordinary Share] as recommended by the Board of Directors
3. To receive, consider and adopt the audited accounts of the company for the year ended June 30, 2018 together with the Directors' and Auditor's report thereon.
4. To appoint auditors for the year ending June 30, 2019 and to fix their remuneration. The present Auditors M/S Azhar Zafar & Company, Chartered Accountants, retire and being eligible offer themselves for reappointment.

#### Special Business:

5. To obtain consent of the shareholders in terms of S.R.O. 470(1)/2016 dated May 31, 2016 issued by Securities of Exchange Commission of Pakistan, for the transmission of annual audited accounts, notice of the general meetings and other information contained therein of the Company either through CD or DVD or USB or in hard copy (Book form):

"Resolved that consent & approval of the members of Zephyr Textiles Limited (the "Company") be and is hereby accorded for the transmission of annual audited accounts, notice of the general meetings and other information contained therein of the Company to the members for future years commencing from the year ending June 30, 2019 through CD or DVD or USB instead of transmitting the same in hard copies."

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

By Order of the Board



**Abdul Jabbar**  
Company Secretary

Lahore:  
Friday October 05, 2018.

#### NOTES:

##### • Book Closure Notice:

Share transfer books of the company will remain closed from October 20, 2018 to October 27, 2018 (both days inclusive) and no transfer will be accepted during this period

- A Shareholder entitled to attend and vote at this meeting may appoint another shareholder as his/her proxy to attend and vote as his/her proxy to attend and vote on his/her behalf. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a naturally certified copy of the power of attorney must be received at the registered office of the company, duly stamped, signed and witnessed not later than 48 hours before the meeting.
- CDC Account holders will further have to observe the following guidelines, as laid down in Circular O 1 dated January 20, 2000, issued by the Securities and Exchange Commission of Pakistan:

### Notice to Shareholders who have not provided CNIC:

CNIC of the shareholders is mandatory in terms of directive of the Securities and Exchange Commission of Pakistan contained in S.R.O. 831(1)/2012 dated July 05, 2012 for the issuance of future dividend warrants etc. and in the absence of such information, payment of dividend may be withheld in term of SECP's above mentioned directive. Therefore, the shareholders who have not yet provided their CNICs are once again advised to provide the attested copies of their CNICs directly to our Shares Registrar without any further delay.

### Electronic Transmission of Financial Statements Etc:

SECP through its notification No. SRO 787(1)/2014 dated September 8, 2014 has allowed companies to circulate Annual Audited Financial Statements along with Notice of Annual General Meeting through email instead of sending the same through post, to those members who desires to avail this facility. The members who desire to opt to receive aforesaid statements and notice of AGM through e-mail are requested to provide their written consent on the Standard Request Form available on the Company's website:

<http://www.zephyr.com.pk>

### Deduction of Withholding Tax on Dividend:

Pursuant to the provisions of the Finance Act 2018 the rates of deduction of income tax from dividend payments under the Income Tax Ordinance have been revised as follows:

- i. Filler 15%
- ii. Non -Filler 20%

All shareholders are advised to check their status on Active Taxpayers List (ATL) available on FBR Website and may, if required, take necessary actions for inclusion of their name in ATL to avail the lower rate of tax deduction.

### Deduction of Withholding Tax on Dividend in case of Joint Account Holders:

All shareholders who hold shares jointly are requested to provide following information regarding shareholding proportions of Principal Shareholder and Joint-holder(s) in respect of shares held by them to our Share Registrar THK Associates (Pvt) Limited, latest by October 20, 2018, otherwise each joint holder shall be assumed to have an equal number of shares.

Name of the Company		Zephyr Textiles Limited
Folio No. / CDC A/C No.		
No. of Shares Held		
Principal Shareholder	Name & CNIC	
	Shareholding Proportion (No. of Shares)	
Joint Shareholder(s)	Name & CNIC	
	Shareholding Proportion (No. of Shares)	

Signature of Primary Shareholder\_\_\_\_\_



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

**This statement is annexed as an integral part of the Notice of the Annual General Meeting of the company to be held on October 27, 2018.**

### **Circulation of Financial Statements Etc. through CD/DVD/USB:**

The Securities and Exchange Commission of Pakistan (SECP) vide SRO No. 470(1) 2016 dated May 31, 2016, has allowed listed companies to circulate their Annual Audited Accounts (i.e. the annual balance sheet and profit and loss account, auditor's report and director's report) to its members through CD/DVD/USB at their registered addresses instead of sending them in hard copies, subject to approval obtained from shareholders in General Meeting. Accordingly, approval is hereby sought from members of the Company to comply with the requirements of said SRO vide an ordinary resolution.

Subject to the approval of resolution in the AGM, the company will circulate its annual accounts in future through CD/DVD/USB. However, members will have the right to request hard copies free of cost at their registered addresses after submitting the Standard Request Form which shall be made available on Company website. While members who wish to receive hard copies for all future annual audited accounts shall also require to give their preference in writing.

The directors of the Company have no direct or indirect interest in this agenda except to the extent of their respective directorships and /or shareholdings.

**ZEPHYR**  
TEXTILES LIMITED

عمومی امور:

2۔ 30 جون 2018 کو قلم ہونے والے مالی سال کیلئے 0.50 روپے فی شیئر یعنی 5 فیصد حتمی منافع منقسمہ کی منظوری، جیسا کہ بورڈ آف ڈائریکٹرز نے سفارش کی ہے۔

30.4 جون 2018 کو ختم ہونے والے مالی سال کیلئے کھن کی ڈاؤنڈ کا قطر اور ان کے صلہ خدمت کا مقنن۔ ریٹائرڈ ہونے والے ڈاؤنڈ زیمسز اعلیٰ قدر یافتہ کھن چارڈاؤنڈ کا مقنن نے اہلیت کی ڈاؤنڈ خدمات و دیگر قریبی کھن کی

۵۱-

ٹے پایا کہ کھنی ا

1829-05  
نوبت:

a. کوئی بھی شخص جو سالانہ اجلاس عام میں شرکت کرنے اور ووٹ دینے کا حق رکھتا ہے وہ اجلاس میں شرکت کرنے اور ووٹ دینے کیلئے کسی دوسرے شخص کو بطور نائب پارکسی مقرر کر سکتی ہے۔ پارکسی کی تقرری کیلئے جاری کی گئی دستاویز، رپورٹ

آف اٹارنی یا کسی اور اتھارٹی کی مصدقہ نقل کے ہمراہ ملحق کے رجسٹرڈ دفتر میں کم از کم 48 گھنٹے قبل جمع کروائی جانی چاہئیں۔ یہاں کسی پر مہر، ممبر اور گواہوں۔

b۔ سی ڈی سی کے اکاؤنٹ ہولڈرز کو مندرجہ ذیل ہدایات کا مشاہدہ کرنا ہوگا جیسا کہ SECP کے

﴿ نفوس برائے حصص داران جنہوں نے کمپیوٹرائزڈ قومی شناختی کارڈ کو فراہم نہیں کیے۔۔

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۴۔ مالی حسابات وغیرہ کافی کی الیکٹرانک ترسیل:

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۴ ڈیوڈ نڈرود ہولڈنگ ٹیکس کی کٹوتی:

فرانس ایکٹ 2018ء کے مطابق کھجی کی جانب سے ادا کئے جانے والے پورے طور و موالاتگ لکس کی کتنوئی کے لکھتہ رعیت تجوز کئے گئے ہیں جو کہ درج ذیل ہیں

a۔ اگم فلکس و سٹرن کے فاکٹر کیلئے 15 فیصد

b۔ اگم ٹیکس ریٹرن کے نان فائلر کیلئے 20 فیصد

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۶. جوائنٹ اکاؤنٹ ہولڈرز کی صورت میں منافع پر دو ٹیکس لگے :-

شیئر ہولڈرز سے گزارش ہے کہ وہ پرنسپل شیئر ہولڈرز کی حیثیت سے اور اجائٹ اکاؤنٹ ہولڈرز کی شیئر ہولڈنگ کے حاسب کی حیثیت میں ایل این ڈی کے فارمیٹ کے مطابق 20 اکتوبر 2018 تک تحریری طور پر کچھ کی شیئر رجسٹراری  
 کے ساتھ کارپوری ایٹس (برائونٹ) ایجنٹ کو پیش کر کرنا چاہئے اس کے مطابق پرنسپل شیئر ہولڈرز کو اوولڈنگ لکس کی کٹوتی کر سکے۔

Name of the Company		Zephyr Textiles Limited
Folio No. / CDC A/C No.		
No. of Shares Held		
Principal Shareholder	Name & CNIC	
	Shareholding Proportion (No. of Shares)	
Joint shareholder(s)	Name & CNIC	
	Shareholding Proportion (No. of Shares)	

Signature of Shareholder \_\_\_\_\_

کے بارے میں جاننا

منافع آمدنی سے مالی نقصان کی چھوٹ اس صورت میں ہونی اگر ضابطہ کے مطابق تین چھوٹوں کی نقل و حرکت کے لئے اس کے ایسی ایجنسی (رائٹس) کے لئے 20 اکتوبر 2018 تک مقابہ کر دی جائے۔

﴿ زکوٰۃ ڈیٹا کر لیجن (CZ-50) ﴾

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﴿ بذریعہ الیکٹرانک موڈ نقد منافع کی لازمی ادائیگی:﴾

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Signature of Shareholder \_\_\_\_\_

پہنیز ایکٹ 2017 کے سیکشن (3) 134 کے تحت ہمارا

بیان 27 اکتوبر 2018 کو منعقدہ کچنی کے سالانہ اجلاس عام کے نوٹس کا ایک لازمی حصہ ہے

نڈی نڈی وی وی ڈی ایو ایس بی کے قریب سے مانی بہانات و طہرہ کا سرکلر

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