



## KOHAT TEXTILE MILLS LIMITED NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE** is hereby given that an **Extraordinary General Meeting** of **Kohat Textile Mills Limited** will Insha'Allah be held on Monday, **February 03, 2020 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 confirm minutes of the Annual General Meeting of the Company held on October 26, 2019.
2. To elect Seven (07) directors of the Company as fixed by the Board of Directors in accordance with the provisions of Section 159 of the Companies Act, 2017 for a term of three (03) years. Names of the present directors retiring and eligible to file nominations are as under:
  1. Mr. Osman Saifullah khan
  2. Mr. Jehangir Saifullah khan
  3. Ms. Hoor Yousafzai
  4. Mr. Assad Saifullah khan
  5. Mr. Rana Muhammad Shafi
  6. Mr. Zaheen Uddin Qureshi
  7. Mr. Abdul Rehman Qureshi
3. To transact any other business with the permission of the Chair.

**Peshawar, January 13, 2020**

**BY ORDER OF THE BOARD**

**Sajjad Hussain**  
Company Secretary

### **NOTES:**

1. The Shares Transfer Books of the Company will remain closed from **January 28, 2020 to February 03, 2020** (both days inclusive) and no transfer of shares will be accepted for registration during this period. 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 **January 27, 2020** will be treated in time for the purpose of attending and voting at the meeting.
2. Any member who seeks to contest the election of directors shall file with the Company at its Registered Office not later than 14 days before the date of the meeting his / her intention to offer himself / herself for the election of directors in terms of Section 159(3) together with **(a)** consent to act as director (if elected) in terms of Section 167 of the Companies Act, 2017 **(b)** a detailed profile along with office address for placement on the Company's website seven days prior to the date of election **(c)** declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019, and the eligibility criteria as set out in the Companies Act, 2017 **(d)** attested copy of valid CNIC and NTN **(e)** declaration by proposed independent director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and **(f)** undertaking by proposed independent director(s) 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.

3. A member entitled to attend and vote at the meeting, may appoint another member as a proxy to attend, speak and vote on behalf of him/her. Forms duly stamped with Rs.50/- 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.
4. Any CDC/sub-account holders, 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.
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. Change in Address: Members are requested to promptly notify any change in their address.
7. **E-Voting / Voting by Postal Ballot:** If the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of Section 159 of the Companies Act, 2017, then, subject to requirements of Sections 143 and 144 of the Companies Act 2017, the Company shall provide its members with options of e-voting or voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.
8. For any query/information, members may contact the Company at registered office address mentioned above. Members may also visit website of the Company [www.kohattextile.com](http://www.kohattextile.com) for notices/information.
9. Pursuant to Section 132(2) of the Companies Act, 2017 and Circular No. 10 of 2014 dated May 21, 2014 issued by the SECP, if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference at least 7 days prior to the date of the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility, please fill the following form and submit to the registered address of the Company at least (07) days before the date of the 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

#### **STATEMENT MADE UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF APPOINTMENT OF INDEPENDENT DIRECTORS**

Any person who is eligible under Section 153 and meet the criteria under section 166(2) of the Companies Act, 2017, may submit nomination to be elected as independent director. However, it is noteworthy to mention here that independent director shall be elected in the same manner as other directors are elected in terms of section 159 of the Companies Act, 2017. Final list of contesting directors will be published in Newspapers not later than seven days before the date of the said meeting in terms of section 159(4). Further, website of the Company will also be updated with the required information for each director.

No directors have direct or indirect interest in the above said business except they may consent for election of directors accordingly.