



KOHAT TEXTILE MILLS LIMITED NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **54th Annual General Meeting** of the **Kohat Textile Mills Limited** (the Company) will Insha'Allah be held through video link on **Wednesday, October 28, 2020 at 11:00 am** to transact the following business:

• **ORDINARY BUSINESS:-**

1. To confirm minutes of the Extraordinary General Meeting of the Company held on February 03, 2020.
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, 2020.
3. To appoint auditors and fix their remuneration, for the year ending June 30, 2021. The retiring auditors, being eligible, have offered themselves for re-appointment. 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 of the company after obtaining their consent.

• **SPECIAL BUSINESS:-**

4. To ratify and approve transactions entered into by the Company with related parties in its ordinary course of business by passing the following special resolutions:-
 - i) **"RESOLVED THAT** the Company be and is hereby authorized to share common expenses with its associated companies including M/s. Saif Textile Mills Limited. The common expenses may include but not limited to office rents, administrative salaries, utility expenses, repair and maintenance and other miscellaneous expenses etc. (collectively the "Administrative Expenses"), in respect of its joint offices.
 - ii) **RESOLVED FURTHER THAT** the transactions entered into by the Company in its ordinary course of business with related parties during the year ended June 30, 2020 as disclosed in notes to the Financial Statements are hereby ratified and approved.
 - iii) **RESOLVED FURTHER THAT** the Chief Executive of the Company be and is hereby authorized to execute/ approve all the transactions to be carried out in its ordinary course of business with Related Parties during the ensuing year ending June 30, 2021 and in this connection the Chief Executive be and is hereby also authorized to take any and all necessary actions and to sign execute any and all such documents/indentures as may be required in this regard on behalf of the Company."
5. To transact any other business with the permission of the Chair.

Statement of material facts required under Section 134(3) of the Companies Act, 2017 in respect of Special Business to be transacted at the forthcoming Annual General meeting is annexed.

Peshawar, October 07, 2020

BY ORDER OF THE BOARD

Sajjad Hussain
Company Secretary

NOTES:

1. The Shares Transfer Books of the Company will remain closed from **October 22, 2020 to October 28, 2020**(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 21, 2020** will be treated in time.
2. In pursuance of SECP's Circular no. 5 dated March 17, 2020, Circular no.10 dated April 01, 2020 and Circular no.25 dated August 31, 2020, respectively, the proceedings of the AGM will be held using video link facility, webinar or other electronic means for safety and the well-being of the members and the general public. Accordingly, the Company intends to convene

this AGM with minimal physical interaction of members, while ensuring compliance with the quorum requirements and requests members to consolidate their attendance and voting at the meeting through proxies.

Members interested in attending the AGM through electronic means are requested to email their Name, Folio Number, CNIC and Cell number with subject 'Registration for AGM of KTM' at sajjad.hussain@saifgroup.com before 05:00 p.m. by October 26, 2020.

3. Members are also encouraged to send their comments and suggestions for the agenda items of the AGM on WhatsApp +923215383360 and email sajjad.hussain@saifgroup.com which will be appropriately addressed in the meeting.
4. 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. 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.
5. 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 the meeting.
6. 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 the postal address i.e. APTMA House, TehkalPayan, Jamrud Road, Peshawar or email address c.a@saifgroup.com.
7. 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.
8. Change in Address: Members are requested to promptly notify any change in their address.
9. Pursuant to Section 132(2) of the Companies Act, 2017 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 Annual General 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 within seven (07) days before holding of the 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 07 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.

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

Agenda no. 4:

The transactions with associated companies regarding sharing of common expenses and sale and purchase of goods require the approval of the Board on the recommendation of the audit committee on the quarterly basis pursuant to clause (15) of the Listed Companies (Code of Corporate Governance) Regulations, 2019, however, the majority of company's directors being 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 are being placed before the members for their approval.

