

COLONY TEXTILE MILLS LIMITED
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 10th Annual General Meeting of Colony Textile Mills Limited will be held on Wednesday, October 28, 2020 at 10:00 hours at Ismail Aiwana-e-Science Building, 205-Ferozepur Road, Lahore to transact the following business:

1. To confirm the minutes of 9th Annual General Meeting held on October 28, 2019.
2. To receive, consider and adopt the Annual Audited Un-consolidated and Consolidated Financial Statements of the Company for the year ended June 30, 2020 together with reports of the Auditors' and the Board thereon.
3. To appoint the Company's Auditors and to fix their remuneration for the next Financial Year 2020-21.
4. To elect seven (07) directors as fixed by the Board of Directors u/s 159(1) of the Companies Act, 2017. The retiring directors are:
 - i. Mr. Mughis A. Sheikh
 - ii. Mr. Fareed Mughis Sheikh
 - iii. Mr. Muhammad Tariq
 - iv. Mr. Muhammad Atta ullah Khan
 - v. Mr. Muhammad Ashraf Saif
 - vi. Mr. Abdul Hakeem Khan Qasuria
 - vii. Mr. Muhammad Ikram ul Haq
5. Any other business with the permission of Chairman.

Statement of Material Facts as required under Section 166(3) of the Companies Act, 2017 concerning the manner of selection of Independent Directors is annexed.

By Order of the Board

Muhammad Tayyab
Company Secretary

Lahore:
October 06, 2020

NOTES:

- i. The Share Transfer Books of the Company will remain closed from October 21, 2020 to October 28, 2020 (both days inclusive).
- ii. A member eligible to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote. In case of a corporate entity, votes may be given through attorney or proxy. In both cases the instrument of proxy duly completed, must reach to the Registered Office of the Company not later than 48 hours before the time of holding Annual General Meeting.
- iii. The Annual Report is being transmitted to shareholders in the form of DVD instead of sending it in Book form in terms of SRO No. 470(I)/2016 dated May 31, 2016 and is also available at website of the Company at www.colonytextiles.com. Any Member requiring printed copy of Annual Report may send request using a standard Request Form placed on the Company's website.
- iv. In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) vide SRO 787 (I)/2014 dated September 8, 2014, those shareholders who desire to receive Annual Financial Statements in future through email instead of receiving the same by post, are advised to give their formal consent along with their valid email address on a standard request form which is available at the Company's website and send the form, duly signed by the shareholder, along with copy of his/her CNIC to the Company's Registered Office.
- v. Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any.
- vi. Members can also avail video conference facility at their hometown. In this regard fill the application as per following format and submit to the registered address of the company. The video conference facility will be provided only If the company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location at least 07 days prior to the date of general meeting. Upon receipt of request, the company shall arrange and intimate members regarding venue of video conference facility at least 5 days before the date of Annual General Meeting with guidelines to participate in video conference.

I / We----- of ----- being member of Colony Textile Mills Limited, holder of ----- Ordinary shares as per Register Folio # / CDC Account # / Participant Id # hereby opt for Video conference facility at -----.

Signature of shareholder
- vii. Members can exercise their right to vote through e-voting or postal ballot subject to provisions of sections 142, 143, 144 and 145 of the Companies Act, 2017 and Regulation 11 of the "Companies (Postal Ballot) Regulations, 2018".
- viii. Any person who intends to contest the election to the office of Directors, file a notice of his/her intention to contest the election as Director. The said notice is required to be received by the Company at its Registered Office not later than 14-days before the date of Annual General Meeting. The intention to contest the election of directors must accompanied with the following:
 - a) Consent of the candidate to act as director on Form 28 duly completed and signed
 - b) Declaration of the candidate for 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 to act as directors of the listed companies.

- c) Confirmation of candidate that he/she is not serving as director in more than seven listed companies simultaneously, provided that his/her limit shall not include the directorship in the listed subsidiaries.
 - d) Detailed profile of the candidate along with copy of valid CNIC and contact/ mailing details.
 - e) In case of an independent director, a declaration of the candidate as per the Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - f) Desirous candidate may contact the company at corporate@colonytextiles.com for any queries or assistance.
- ix. The Members are again advised:
- i) To provide the copies of their valid CNIC's if not provided earlier to update the members register.
 - ii) To notify the change of address immediately, if any.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Section 166 of the Companies Act 2017 provides that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as an independent director. The Company is required to have at least [two] independent directors on its board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. The Company shall ensure that the Independent Directors will be elected in accordance with the procedures for election of directors laid down in Section 159 of the Companies Act, 2017. Once the contestants will file their consent to offer themselves for elections as independent director, the Company shall ensure that:

- i) Names of these contestants are included in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) as authorized by SECP
- ii) These contestants meet the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017 and
- iii) Experience, competencies and skills of the contestants shall be assessed.