



SAIF GROUP

# KOHAT TEXTILE MILLS LIMITED

4<sup>th</sup> Floor, Kashmir Commercial Complex 1032-E, Fazal-e-Haq Road, Blue Area, Islamabad (Pakistan)  
Voice: +92-51-2604733-35, Fax: +92-51-2604732, E-Mail: ktm@saifgroup.com



REF # KTML/PSX/10/2022

OCTOBER 03, 2022

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

**SUBJECT: NOTICE OF 56<sup>TH</sup> ANNUAL GENERAL MEETING**

Dear Sir,

Enclosed please find a copy of the Notice of 56<sup>th</sup> ANNUAL GENERAL MEETING to be held on 25<sup>th</sup> October, 2022 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,

*for and on behalf of*  
**KOHAT TEXTILE MILLS LIMITED**

  
**Sajjad Hussain**  
Company Secretary



**Registered Office**

KPTMA House, Tehkal Payan  
Jamrud Road, Peshawar  
Voice: +92-91-5843870, 5702941  
Fax: +92-91-5840273  
E-mail: peshawar@saifgroup.com

**Mills:**

Saifabad  
Kohat  
Voice: +92-922-862309, 862065  
Fax: 92-922-862058  
E-mail: ktmkht@saifgroup.com

**Marketing & Sale Office:**

Room # 03, 5<sup>th</sup> Floor  
KDLB Building  
58-West Wharf Road  
Karachi  
Voice: +92-21-3231470-23  
P-17, Near Allied Bank Ltd.  
Montgomery Bazar,  
Clock Tower Chowk,  
Faisalabad.  
Voice +92-41-2611007-8



## KOHAT TEXTILE MILLS LIMITED NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **56<sup>th</sup> Annual General Meeting** of the **Kohat Textile Mills Limited** (the Company) will Insha'Allah be held on **Tuesday, October 25, 2022** at **11:00 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 25, 2021.
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, 2022.
3. To appoint auditors and fix their remuneration for the year ending June 30, 2023. 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:-

**"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.

**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, 2022 as disclosed in notes to the Financial Statements are hereby ratified and approved.

**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, 2023 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.

**BY ORDER OF THE BOARD**

Peshawar, October 04, 2022

**Sajjad Hussain**  
Company Secretary

**NOTES:**

1. The Shares Transfer Books of the Company will remain closed from **October 19, 2022 to October 25, 2022** (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 18, 2022** 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. 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.
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 the 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](http://www.kohattextile.com). Those Members, who opt to receive the hard copies of the annual audited financial statements instead of receiving 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 [ca.ktml@saifgroup.com](mailto:ca.ktml@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. Change in Address: Members are requested to promptly notify any change in their address.
7. 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, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail such facility, please fill the following form and submit to the registered address of the Company atleast seven (07) days before the date 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

**8. 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.	

9. Shareholders, who for any reason, could not claim their dividend, are advised to contact our Share Registrar M/s Hameed Majeed Associates (Pvt) Limited, HM House, 7-Bank Square, Lahore and collect/ enquire about their unclaimed dividend.
10. As per Section 72 of the Companies Act, 2017 every company is required to replace its physical shares with book-entry form. The Shareholders having physical shares are therefore requested to open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into book-entry form. This will facilitate them in many ways including safe custody/online trading of shares, easy transfer of ownership, no risk of damage/lost/duplicate shares, instant credit of entitlements (bonus/right issue) etc.



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

### **Agenda no. 4:**

The transactions conducted with associated companies 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, since a majority of the company's 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 are being placed before the members for their approval.

