



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 **Tuesday, June 20, 2023 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 an Extraordinary General Meeting of the Company held on February 03, 2023.

SPECIAL BUSINESS:-

2. To consider, and if thought fit, to pass with or without modification, the following resolution as a Special Resolution, to increase the Authorized Capital of the Company:

“Resolved that pursuant to Section 85 and all other applicable provisions of the Companies Act, 2017, the Authorized Capital of the Company be and is hereby increased from Rs. 220,000,000 divided into 22,000,000 ordinary shares of Rs. 10 each to Rs. 1,500,000,000 divided into 150,000,000 ordinary shares of Rs. 10 each by creation of 128,000,000 additional ordinary shares of Rs. 10/- each of the Company and for that purpose Clause V of the Memorandum of Association and Article 7 of the Articles of Association of the Company be and are hereby accordingly amended to read as under:

Clause V of the Memorandum of Association:

The capital of the company is Rs.1,500,000,000/- (one billion and five hundred million only) divided into 150,000,000/- ordinary shares of Rs. 10/- each with the power to increase or reduce the capital of the company and to divide the shares in the capital for the time being into several classes.

Article 7 of the Articles of Association:

The capital of the company is Rs.1,500,000,000/- (one billion and five hundred million only) divided into 150,000,000/- ordinary shares of Rs. 10/- each.

Further resolved that the additional shares when issued shall carry equal voting rights and rank *pari passu* with the existing ordinary shares in all respects/matters in conformity with the provisions of the Companies Act, 2017.

Further resolved that the Company Secretary and/or the Chief Financial Officer of the Company be and are hereby singly authorized to do all acts, deeds and things, take all necessary steps and decisions to obtain all approvals required, if any, and to sign, execute, deliver, and file all requisite documents to the relevant authorities in this regard.”

3. To consider, and if thought fit, to pass with or without modification, the following resolution as a Special Resolution, to substitute the Article 119 of the Articles of Association of the Company:

Resolved that pursuant to Section 38 and all other applicable provisions of the Companies Act, 2017, Article 119 of the existing Articles of Association of the Company be and is hereby substituted to read as follows:

119. The Board of Directors may capitalize any part of the amount for the time being standing to the credit of any reserve or the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution, amongst Members who would be entitled thereto if the same were distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied in paying up in



full un-issued shares as bonus shares or debentures of the company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other.

Further resolved that the Company Secretary and/or the Chief Financial Officer of the Company be and are hereby singly authorized to do all acts, deeds and things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alteration of Articles of Association of the Company and implementing this resolution.

Further resolved that the aforesaid alteration in the Articles of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be required, and such amendment, modification, addition or deletion shall not require fresh approval of members.

4. 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 Extraordinary General meeting is annexed.

BY ORDER OF THE BOARD

Peshawar, May 30, 2023

Sajjad Hussain
Company Secretary

NOTES:

1. The Shares Transfer Books of the Company will remain closed from **June 14, 2023 to June 20, 2023** (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 **June 13, 2023** will be treated in time for the purpose of attending and voting at the meeting.
2. 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.
3. Members, proxies or nominees shall authenticate their identity by showing their original national identity card or original passport. In case of corporate members, Board of Directors' resolution/ power of attorney in favour of the nominee shall require to be produced at the time of meeting.
4. 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.
5. Change in Address: Members are requested to promptly notify any change in their address.
6. **E-Voting / Voting by Postal Ballot:** The Company shall provide its members for, inter alia, all businesses classified as special business, with options of e-voting or voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.
7. 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 for notices/information.
8. 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 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 OF MATERIAL FACTS U/S 134(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of the Company to be held on June 20, 2023.

Item No. 2 of the Agenda – Increase in Authorized Share Capital of the Company and Consequent Amendment in the Memorandum and Articles of Association

In order to cater for future increase in paid up share capital as and when deemed necessary in accordance with growth plans and in the best interest of the Company and its stakeholders, the Board of Directors in their meeting held on May 30, 2023 have decided that the Authorized Share Capital of the company needs to be enhanced. Accordingly, the Board of Directors has recommended to increase the Authorized Share Capital of the Company from Rs. 220,000,000 divided into 22,000,000 ordinary shares of Rs. 10 each to Rs. 1,500,000,000 divided into 150,000,000 ordinary shares of Rs. 10 each by creation of 128,000,000 additional ordinary shares of Rs. 10/- each.

The new Ordinary Shares when issued shall carry same voting rights and rank parri passu with the existing Ordinary Shares in all respect/matters in conformity with the provisions of the Companies Act, 2017. The proposed increase in the Authorized Share Capital of the Company will also necessitate amendments in clause V of the Memorandum of Association and Article 7 of the Articles of Association. Therefore, the Board of Directors have also recommended alteration in the Memorandum of Association and Articles of Association of the Company to reflect increase in Authorized Share Capital of the Company.

The Directors / Chief Executive of the Company have no interest, directly or indirectly, in this Special Business and / or Special Resolution except in their capacities as Directors / Chief Executive / shareholders.

Item No. 3 of the Agenda – To amend the Article 119 of the Articles of Association of the Company

In order to allow the Board of Directors of the Company to approve issuance of bonus shares by way of capitalization any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, the Board of Directors of the Company in their meeting held on May 30, 2023 has recommended to substitute the Article 119 of the Articles of Association of the Company accordingly.

The Directors / Chief Executive of the Company have no interest, directly or indirectly, in this Special Business and / or Special Resolution except in their capacities as Directors / Chief Executive / shareholders.

Availability of Relevant Documents and Inspection

A copy, each of the existing and proposed Memorandum and Articles of Association, indicating the proposed amendments are available for inspection at the registered office of the Company from 9.00 a.m. to 5.00 p.m. on any working day, upto the last working day before the date of the Extraordinary General Meeting.

Statement of the Board of Directors

We, the members of the Board of Directors of the Company hereby confirm that the proposed amendments in the Memorandum and Articles of Association of the Company are in line with the applicable provisions of the laws and regulatory framework.

