



KSML/06-2020/802
June 19, 2020

The General Manager
Pakistan Stock Exchange Ltd.
Stock Exchange Building
Stock Exchange Road
Karachi

Subject: **Notice of Extra Ordinary General Meeting**

Dear Sir,

Enclosed please find copy of notice of the Extraordinary General Meeting ('EOGM') of the members of Khurshid Spinning Mills Limited (the 'Company') will be held on Saturday, July 11, 2020 at 12:00 pm for holding election of Directors.

Please circulate the above information amongst your members.

Yours sincerely,
For KHURSHID SPINNING MILLS LIMITED

Ali Mudassar
Company Secretary

Cc:
The Deputy Director
Corporate Supervision Department
Securities & Exchange Commission of Pakistan

The General Manager
Central Depository Company of Pakistan Limited

Manager Corporate
Corplink (Pvt.) Limited



ISO 9002 CERTIFIED COMPANY

Registered Office: 133-134 Regency The Mall Faisalabad, Pakistan. Tel: +92-41-2610030, Fax: +92-41-2610027

Mills: 35-Kilometers, Sheikhpura Road, Faisalabad.

URL: www.khurshidgroup.com.pk **E-mail:** mail@khurshidgroup.com.pk



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given to all the members of **Khurshid Spinning Mills Limited** ("the Company") will be held on Saturday, July 11, 2020 at 12:00 P.M. at 133-134, Regency the Mall, Faisalabad, the registered office of the Company to transact the following business.

1. To confirm the minutes of last 34th Annual General Meeting held on 28 October 2019.
2. To elect seven Directors of the Company as fixed by the Board under the provisions of section 159 (1) of the Companies Act, 2017 for a period of three years. The retiring Directors are as under:-
 - 1) Mr. Muhammad Ashraf
 - 2) Mr. Muhammad Iqbal
 - 3) Mr. Zeeshan Saeed
 - 4) Mr. Muhammad Shahbaz Ali
 - 5) Mr. Faseeh Uzaman
 - 6) Mr. Muhammad Amman Adil (Beacon Nominee)
 - 7) Mr. Qaiser Nasir (Beacon Nominee)
3. Any other business with the permission of the Chair.

BY ORDER OF THE BOARD

COMPANY SECRETARY

Dated: 19 June 2020
Faisalabad

NOTES:

1. Any person who seeks to contest the election of Directors shall, whether he/she is a retiring director or otherwise, file with the Company the following documents and information at its registered office not later than fourteen days before the day of the above said meeting:
 - a) His/her Folio no./CDC Investors Account No./CDC Sub – Account No.
 - b) Notice of his/her intention to offer himself/herself for the election of Directors in terms of Section 159(3) of the Companies Act, 2017.
 - c) Form-28 Consent to act as Director as prescribed under Section 167 of the Companies Act, 2017.
 - d) Profile along with his/her address to be placed on the website of the Company.
 - e) An attested copy of Computerized National Identity Card (CNIC)/Passport (in case of foreigner).



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- f) A declaration that:
- He/she is not ineligible to become a director of the Company under the Companies Act, 2017 or other applicable laws and regulations.
 - He/she is not serving as a director of more than seven listed companies including the Company.
 - He/she is not engaged in the business of brokerage, or is not a spouse of such person or is not a sponsor, director or officer of a corporate brokerage house.
 - He/she has not been declared by a court of competent jurisdiction as defaulter in repayment of loan to a financial institution.
 - He/she is aware of the duties and powers of Director under the Companies Act, 2017, the Securities Act, 2015, Memorandum and Article of Association of Khurshid Spinning Mills Limited, the Listing of Companies and Securities Regulations of Pakistan Stock Exchange Limited, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and all other applicable laws/rules/regulations/codes etc.
- g) Person contesting as Independent Director shall also submit a declaration that he/she qualifies the criteria of independence notified under the Companies Act, 2017.
- h) Any other document/information he/she think necessary.
2. The Share Transfer Books of the Company will remain closed from 4 July 2020 to 11 July 2020 (both days inclusive). Transfer received in order at registered office of the company or our share Registrar, M/S Corplink (Pvt.) Ltd. 1-K, Wings Arcade, Commercial, Model Town, Lahore. By the close of business on 03 July 2020 will be considered in time to attend and vote at the meeting.
3. A member of the Company entitled to attend and vote at Extra Ordinary General Meeting may appoint a person/representative as proxy to attend and vote in place of member at the meeting. Proxies in order to be effective must be received at Company's Registered Office, duly stamped and signed not later than 48 hours before the time of holding meeting and must be duly stamped, signed and witnessed.
4. CDC Account Holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting:

- i- In case of individuals, the accounts holders and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his original CNIC or Passport at the time of attending the Meeting.
- ii- In case of corporate entity, the Board of Directors' resolution /power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.



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B. For Appointing Proxies:

- i- In case of individuals, the account holders and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
 - ii- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - iii- Attested copies of CNIC or the passport of the beneficial owner and the proxy shall be furnished with the proxy form.
 - iv- The proxy shall produce his/her original CNIC or original Passport at the time of meeting.
 - v- In case of corporate entity, the Board of Directors' resolution /power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
- a) Members may avail video conference facility for this General Meeting, provided the Company receives consent (standard format is available on the Company's website: www.khurshidgroup.com.pk) at least 10 days prior to the date of the Meeting from members holding in aggregate 10% or more shareholding residing at particular location.
 - b) Members are requested to notify/submit the following information/documents; in case of book entry securities in CDS to their respective participants/investor account services and in case of physical shares to the Registrar of the Company by quoting their folio numbers and name of the Company at the above mentioned address, if not earlier notified/submitted:
 - Change in their addresses, if any;
 - Valid and legible copy of CNIC/Passport (in case of individual) and NTN Certificate (in case of corporate entity). Please note that CNIC number is mandatory for issuance of dividend warrants and in the absence of this information payment of dividend shall be withheld.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166 (3) OF THE COMPANIES ACT, 2017 RELATING TO JUSTIFICATION FOR CHOOSING THE APPOINTEE FOR APPOINTMENT AS INDEPENDENT DIRECTORS

5. In compliance of Section 166(3) of the Companies Act, 2017, for an independent director, consent papers will be accepted from those persons who are in compliance with the Section 166(2) of the Companies Act, 2017.

Accordingly, it will be ensured that the independent directors to be elected must meet the criteria of independence laid down under section 166 of the Act and the Companies (Manner and Selection of Independent Directors) Regulation, 2018 and his/her name is included in the data bank of independent directors maintained by the Pakistan Institute of Corporate Governance (PICG) duly authorized by the Securities and Exchange Commission of Pakistan. Further, their selection will be made due to their respective competencies, skill, knowledge and experience.

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