



# BABRI COTTON MILLS LIMITED

HABIBABAD - KOHAT (KHYBER PAKHTUNKHWA) PAKISTAN

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Ref. No.BCM/SECY/2506

November 6, 2017

The General Manager,  
Pakistan Stock Exchange Limited,  
Stock Exchange Building,  
Stock Exchange Road, Karachi.  
Ph; 021-32439618 35274381  
Fax:021-111-573-329

**Subject: Notice of Annual General Meeting.**

Dear Sir,

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on 27 November, 2017 for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you,

For Babri Cotton Mills Limited,

**Noor-un-Nabi**  
ACA,APA  
Company Secretary

**PESHAWAR OFFICE:**

Deans Trade Centre,  
145 & 146, 3rd Floor,  
Saddar Road, Peshawar Cantt.  
Tel: (091) 5286764, 5250082  
Fax: (091) 5272001

**RAWALPINDI OFFICE:**

Gammon Pakistan Ltd.  
Gammon House  
Peshawar Road, Rawalpindi.  
Tel: (051) 5477831, 5477326  
Fax: (051) 5477511

**LAHORE OFFICE:**

2nd Floor, Gardee Trust Building,  
Napier Road, Lahore  
Tel: (042) 37231691 - 37232691  
Fax: (042) 37356278

**KARACHI OFFICE:**

Gandhara House,  
109/2 Clifton Karachi - 74200  
Tel: (021) 35830251 - 57  
Fax: (021) 35831830

## NOTICE OF BABRI COTTON MILLS LIMITED

Notice is hereby given that 47<sup>th</sup> Annual General Meeting of the Company will be held on Monday 27 November, 2017 at 11.00 a.m at its registered office Habibabad, Kohat to transact the following business:

### **A. ORDINARY BUSINESS:**

1. To confirm minutes of the Extra Ordinary General Meeting held on March 30, 2017.
2. To receive, consider and adopt the annual audited Financial Statements of the Company for the year ended June 30, 2017 together with the Directors' and Auditors' reports thereon.
3. To appoint Auditors for the financial year 2017, 2018 and fix their remuneration. The Board on the recommendation of the Audit Committee has proposed the appointment of M/s. ShineWing Hameed Chaudhri & Co., Chartered Accountants, Lahore. The retiring Auditors being eligible have offered themselves for re-appointment.
4. To consider any other business with the permission of the Chair.

### **SPECIAL BUSINESS:**

5. To consider passing of the following ordinary resolutions as directed by the SECP vide its S.R.O 470 (I) 2016 dated May 31, 2016 to transmit the Annual Financial Statements to members of the company through CD/DVD/USB instead of hard copies thereof.

“RESOLVED that transmission/circulation of the annual Financial Statements, Directors and, auditors' reports of the company, to its members through CD/DVD/USB instead of hard copies at their registered addresses as per requirements of Notification No.SRO 470 dated May 31, 2016 issued by the SECP be and is hereby approved

FURTHER RESOLVED that the standard Request Form shall be posted on the Company's website for the purpose of requisitioning by any member, hard copies of the said Financial Statements.

FURTHER RESOLVED THAT that Chief Executive Officer or Company Secretary (any one of them) be and is hereby authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file necessary documents as may be necessary or incidental for the purposes of implementing this resolution”.

6. To consider and, if thought fit to pass the following resolutions as Special Resolution to amend the Articles of Association of the Company, with or Without modification in order to enable to arrange for the e-voting mechanism for the members of the Company:
7. “RESOLVED THAT pursuant to Section 38 and other applicable provisions, if any, of the Companies Act, 2017, the Articles of Association of the Company be and are hereby amended by inserting a new Article 75A immediately after the existing Article 75 to read as under;

8. 75A ELECTRONIC VOTING: The Company shall comply with the mandatory e-voting requirements as may be prescribed by the Securities and Exchange Commission of Pakistan from time to time and members may be allowed to appoint members as well as non-members as proxies for the purposes of electronic voting only pursuant to this Article.

9. FURTHER RESOLVED THAT the Chief Executive or Company Secretary (any one of them) be and is hereby authorized to complete all necessary legal and corporate formalities with regard to the above resolutions and take such actions as he may consider necessary or expedient to complete the process. Further resolved that in case of any omission or mistake if pointed out by the SECP or any other competent authority in the aforesaid resolution, the company Secretary be and is hereby authorized to make necessary corrections as permitted under the law.”

Kohat

Dated: October 30, 2017

**Noor-un-Nabi**  
**Company Secretary**

**NOTES:**

1. The share transfer books of the Company will remain closed from November 21, 2017 to November 27, 2017 (both days inclusive). The shares received in the Company's shares Registrar's office namely..... before close of business hours on November 20, 2017 will be considered in order for registration in the name of the transferees.
2. The Securities & Exchange Commission of Pakistan (SECP) vide its SRO 779 (I)/2011 dated August 18, 2011, SRO 831 (I)/2012 dated July 5, 2012 and SRO 19 (I)/2014 dated January 10, 2014 has made it mandatory that the dividend warrants should bear the Computerized National Identity Card Number (CNIC) of the registered member or authorized person, except in the case of minor(s) and corporate members. Therefore members or their authorized representatives who have not yet provided an attested copy of their valid CNICs to the Company / Share Registrar are requested to provide the same at their earliest to avoid any inconvenience.
3. Members of the Company are requested to immediately notify the change of address, if any, and ask for consolidation of their folio numbers.
4. A member entitled to attend and vote at this meeting shall be entitled to appoint any other member as his/her proxy to attend and vote in respect of him/her and the proxy instrument shall be received by the Company not later than 48 hours before the date of the meeting.
5. Individual shareholder/proxy shall produce his/her original national identity card or original passport at the time of attending the meeting and nominee of corporate entity shall produce the board of directors' resolution/power of attorney containing specimen signature of the nominee attending the meeting.
6. The shareholders registered on CDC are also requested to bring their Participants' ID numbers and accounts numbers in CDC. Further, CDC Account Holders will have to

follow the guidelines as laid down in Circular 1 dated January 26, 2000 issued by Securities and Exchange Commission of Pakistan for attending the meeting and appointment of proxies.

7. Pursuant to SECP's Circular No.10 dated May 21, 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video-link at least 10 days prior to date of meeting, the Company will arrange video-link facility in the city subject to availability of such facility in that city. In this regard, please fill the following form and submit to registered address of the Company 7 days before holding of the Annual General Meeting:-

I/We, \_\_\_\_\_ of \_\_\_\_\_ holder of \_\_\_\_\_ Ordinary shares as per Register Folio No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_  
\_\_\_\_\_. \_\_\_\_\_ Signature of member