

CCML/CS/KSE-LSE-ISE/ 495
October 09, 2015

The General Manager,
The Karachi Stock Exchange (Guarantee) Limited,
Karachi Stock Exchange Building,
Stock Exchange Road
Off: I.I. Chundrigar Road,
Karachi.

The General Manager,
Lahore Stock Exchange (Guarantee) Limited,
19-Khayaban-i-Aiwan-e-Iqbal,
Lahore.

The General Manager,
Islamabad Stock Exchange (Guarantee) Limited,
Anees Plaza, 101-E,
Fazal-ul-Haq Road,
Blue Area,
Islamabad.

Dear Sir,

Re: Notice of Annual General Meeting.

Enclosed please find herewith a copy of Notice for the Annual General Meeting of Crescent Cotton Mills Limited to be held on October 31, 2015 for your record and necessary action.

Thanking you,

Yours faithfully,
for Crescent Cotton Mills Limited


(Sami Ullah Ch.)
Company Secretary

Encl: a.a.

Copy for information to:

- (1) **Joint Registrar**
Securities Exchange Commission Of Pakistan
The Company Registration Office,
Faisalabad Chamber Of Commerce Building,
2nd Floor, East Canal Road,
Faisalabad.
- (2) **Securities & Exchange**
Commission of Pakistan
NIC Building, Jinnah Avenue,
Blue Area,
Islamabad.

CRESCENT COTTON MILLS LIMITED

NOTICE OF ANNUAL GENERAL MEETING



Notice is hereby given that the 57th Annual General Meeting of the shareholders of the Company will be held on Saturday the 31st October, 2015 at 9.30 a.m. at Registered Office of the Company New Lahore Road, Nishatabad, Faisalabad to transact the following business:

1. To confirm the minutes of last Annual General Meeting of the Company held on May 30, 2015.
2. To receive, consider and adopt Annual Audited Financial Statements of the Company for the year ended June 30, 2015 together with the Directors' and Auditors' Reports thereon.
3. To appoint External Auditors and fix their remuneration.
4. **SPECIAL BUSINESS:**
To consider and pass the following special resolution with or with out amendments under section 196 read with section 208 of the Companies Ordinance, 1984:
Resolved That consent of the Board be and is hereby accorded to make investment of upto Rs. 17,632,125/- by subscribing Right Shares of The Crescent Textile Mills Limited, an associated company.
Resolved Further that Mr. Muhammad Arshad, Chief Executive Officer of the Company be and is hereby authorised to take or cause to be taken any and all actions necessary for making investment in right shares of The Crescent Textile Mills Limited and to dispose of the said right shares as he thinks fit on behalf of the Company.
5. To transact any other business with the permission of the chair.

REGISTERED OFFICE:

Crescent Cotton Mills Limited
New Lahore Road, Nishatabad,
Faisalabad: Phone No. 8752111-13
Fax No. 8750366
Dated: October 08, 2015

On Behalf Of The Board
(Sami Ullah Ch.)
Company Secretary

NOTES:

1. The Share Transfer Books of the Company will remain closed from October 23, 2015 to October 31, 2015 (both days inclusive).
2. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote instead of him/her. A Proxy must be a member of the Company
3. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially attested copy of the power of attorney must be deposited at the Registered Office of the Company at least 48 hours before the time of the meeting.
4. CDC account holders will further have to follow the under mentioned guidelines as laid down in Circular No.1 dated January 26, 2000 of the Securities and Exchange Commission of Pakistan:
 - a. **For attending the meeting:**
 - i). In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account; and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original National Identity Card (NIC) or original passport at the time of attending the meeting. The shareholders registered on CDC are also requested to bring their Participants I.D. numbers and account numbers in CDC.
 - 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 meeting.
 - b. **For appointing proxies**
 - i). In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account; and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
 - ii). The proxy form shall be witnessed by two persons whose names and NIC Nos. shall be mentioned on the form.
 - iii). Attested Copies of NIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - iv). The proxy shall produce his original NIC or original passport at the time of the meeting.
 - v). In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be submitted (unless it has been provided earlier) alongwith proxy form to the Company.

5. Computerized National Identity Card (CNIC) / National Tax Number (NTN):

CNIC or NTN of the shareholders is mandatory in terms of the directive of the Securities and Exchange Commission of Pakistan contained in S.R.O. 831(1)/2012 dated July 5, 2012 for the issuance of future dividend warrants etc., and in the absence of such information, payment of dividend may be withheld in term of SECP's above mentioned directive. Therefore, the shareholders who have not yet provided their CNICs or NTN are once again advised to provide the attested copies of their CNICs or NTN (if not already provided) directly to our Independent Share Registrar without any further delay.

6. Dividend Mandate Option

In order to make process of payment of cash dividend more efficient, e-dividend mechanism has been envisaged where shareholders can get 'amount of dividend credited into their respective bank accounts electronically without any delay. In this way, dividends may be instantly credited to respective bank accounts and there are no chances of dividend warrants getting lost in the post, undelivered or delivered to the wrong address, etc. The Securities and Exchange Commission of Pakistan (SECP) through Notice No. 8(4) SM/CDC 2008 dated April 05, 2013 advised all Listed Companies to adopt e-dividend mechanism due to the benefits it entails for shareholders. In view of the above, you are hereby encouraged to provide a dividend mandate in favour of e-dividend by providing dividend mandate form duly filled in and signed.

7. Availability of Audited Financial Statements on Company's Website

The Company has placed the Audited Annual Financial Statements for the year ended June 30, 2014 along with Auditors and Directors Reports thereon on its website: www.crescentcotton.com

8. Deduction of Income Tax from Dividend @ Revised Rates

Pursuant to the amendment in section 150 of the Income Tax Ordinance, 2001 through Finance Act 2014, the revised Income Tax Rates on Dividend Income are as follows:

Income Tax Return Filer	10%
Income Tax Return Non Filer	15%

Income Tax will be deducted on the basis of Active Tax Payers List posted on the Federal Board of Revenue website. Members seeking eligibility for deduction at reduce tax are requested to provide us valid tax certificate or documentary evidence as the case may be. Members desiring non deduction of Zakat are also requested to submit a valid declaration for non deduction of Zakat, if not provided earlier.

9. Transmission of Financial Statements to the Members through e-mail

In pursuance of SECP notification S.R.O 787 (1)12014 dated September 08, 2014, the companies have been allowed to circulate their Annual Balance Sheet and Profit and Loss Account, Auditor's Report and Director's Report (Annual Financial. Statements) along with Notice of Annual General Meeting (Notice) through e-mail to the members of the company. Members desiring to avail this facility may provide the requisite Information to the Company. Members desiring to avail this facility may provide the requisite information to the company for which form may be downloaded from the Company's website: www.crescentcotton.com

STATEMENT UNDER SECTION 160 OF THE COMPANIES ORDINANCE, 1984

This statement sets out the material facts concerning the special business to be transacted at the Annual General Meeting of the company to be held on October 31, 2015.

The board of directors of the company has proposed the investment of Rs. 17.632 million in the shape of equity in The Crescent Textile Mills Limited, an associated company. The Crescent Textile Mills Limited has offered 30.0551% Right Shares. The Company holds =3,352,343= shares of The Crescent Textile Mills Limited and as such has been offered =1,007,550= Right Shares valuing Rs. 17,632,125/=. The Market value of share of The Crescent Textile Mills Limited is around Rs. 22/= per share and it would be beneficial to subscribe the Right Shares.

The information required under SRO 27(1)/2012 dated January 16, 2012 are as under:-

In case of investment in securities:

(i)	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established;	The Crescent Textile Mills Limited There are common directors in Crescent Cotton Mills Limited and The Crescent Textile Mills Limited.
(ii)	Purpose, benefits and period of investment;	Purpose of investment is to get share of benefit from the profits to be made by The Crescent Textile Mills Limited. It would be a long term investment unless otherwise decided to disinvest earlier at some best offer price in the best interest of the company.
(iii)	Maximum amount of investment;	Pak Rupees 17,632,125/=
(iv)	Maximum price at which securities will be acquired;	Securities will be acquired at Rs. 17.50 per share.
(v)	Maximum number of securities to be acquired;	1,007,550 shares.
(vi)	Number of securities and percentage thereof held before and after the proposed investment;	Before investment, total number of shares of The Crescent Textile Mills Limited is 3,352,343 (5.44%). After investment the number of shares will be 4,359,893 (5.44%).
(vii)	In case of investment in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired;	Average price of the security is Rs. 20.50 per share.

(viii)	In case of investment in unlisted securities, fair market value of such securities determined in terms of regulations 6(1);	Not applicable.
(ix)	Break-up value of the securities intended to be acquired on the basis of the latest audited financial statements;	Rs. 56.09
(x)	Earnings per share of the associated company or associated undertaking for the last three years;	2015 Rs. 3.97 2014 Rs. 4.68 2013 Rs. 2.27
(xi)	Sources of fund from which securities will be acquired;	Company's own sources.
(xii)	Where the securities are intended to be acquired using borrowed funds -	
	(i) Justification for investment through borrowings; and	Not applicable
	(ii) detail of guarantees and assets pledged for obtaining such funds;	Not applicable.
(xiii)	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment;	Not applicable.
(xiv)	Direct or indirect interest of directors, sponsor, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	The directors of the Company have no direct or indirect interest in the above said special business that would require further disclosure, save their shareholdings in and remuneration by the Company.
(xv)	Any other important details necessary for the members to understand the transaction; and	The Crescent Textile Mills Limited has offered 30.0551% Right Shares.
(xvi)	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operation, in addition to the information referred to above, the following further information, is required, namely	
	(i) description of the project and its history since conceptualization;	Not applicable
	(ii) starting and expected date of completion of work;	Not applicable.
	(iii) time by which such project shall become commercially operational; and	Not applicable
	(iv) expected time by which the project shall start paying return on investment;	Not applicable.