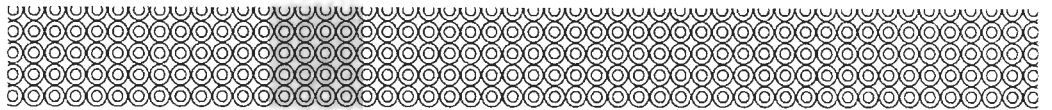


**crestex**

The Crescent Textile Mills Limited



CTM/CS/PSX/SECP/2017/  
July 28, 2017

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

Securities and Exchange Commission of Pakistan,  
NIC Building, Jinnah Avenue,  
Blue Area,  
Islamabad.

Subject: Notice of Extraordinary General Meeting

Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting to be held on Tuesday, the August 22, 2017 at 09:30 a.m. at the Mills Premises, Sargodha Road, Faisalabad for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you.

Very truly yours,  
for The Crescent Textile Mills Limited,

(Naseer Ahmad Chaudhary)  
Corporate Secretary

Encl: a.a.

C.C. to: Director/HOD,  
Surveillance, Supervision and Enforcement Department,  
Securities & Exchange Commission of Pakistan,  
NIC Building, 63-Jinnah Avenue,  
Blue Area, Islamabad.

**Mills & Head Office**  
Sargodha Road,  
Faisalabad, Pakistan  
T: +92-41-111-105-105  
F: +92-41-8786525  
E: crestex@ctm.com.pk

**Registered Office**  
45-A, Off: Zafar Ali Road, Gulberg-V,  
Lahore, Pakistan  
T: +92-42-111-245-245  
F: +92-42-111-222-245  
E: crestex@ctm.com.pk

**Share Registrar**  
CorpTec Associates (Pvt) Limited,  
503-E, Johar Town,  
Lahore, Pakistan  
T: +92-42-35170336-7  
F: +92-42-35170338  
E: info@corptec.com.pk

[www.ctm.com.pk](http://www.ctm.com.pk)

**The Crescent Textile Mills Limited**  
**Notice of Extra Ordinary General Meeting**

Notice is hereby given that an Extra Ordinary General Meeting of the shareholders of The Crescent Textile Mills Limited (the "Company") will be held on Tuesday, the August 22, 2017 at 9:30 a.m. at the mills premises, Sargodha Road, Faisalabad, to transact the following business:-

**Special Business:**

To consider and approve the long term equity investment by subscribing right shares offered by M/s Shakarganj Limited, an associated company and for this purpose, if thought fit, to pass the following resolution, with or without modification, under section 199 of the Companies Act, 2017, as recommended by the Board of Directors of the Company:

"Resolved that the approval of the members of the Crescent Textile Mills Limited (the "Company") be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 for long term equity investment of Rs. 70,353,530 in Shakarganj Limited, an associated company, for subscribing 1,082,362 ordinary right shares at Rs. 65 per share (inclusive of Rs. 55 as premium per share) offered to the Company on its existing shareholding as per term and conditions disclosed to the members.

Resolved Further That Mr. Muhammad Anwar, Chief Executive Officer and Mr. Ahmad Shafi, Executive Director of the Company, be and are hereby singly authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolution."

By Order of the Board

(Naseer Ahmad Chaudhary)  
Corporate Secretary

Registered Office:  
45-A, Off: Zafar Ali Road,  
Gulberg-V, Lahore:  
T: +92-42-111-245-245  
F: +92-42-111-222-245

Dated: August 01, 2017

**Notes:**

1. The Members' Register of the Company will remain closed from August 16, 2017 to August 22, 2017 (both days inclusive). Physical / CDC transfers received in order at the Share Registrar's Office, CorpTec Associates (Pvt) Limited, 503-E, Johar Town, Lahore by the close of business on August 15, 2017 will be treated in time for determining the entitlement of members to attend and vote at the meeting.
2. A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote in his/her place at the meeting. Proxies in order to be effective must be received by the company at the Registered Office of the Company not later than 48 hours before the time for holding the meeting.
3. Shareholders are requested to immediately notify the change in address, if any.
4. CDC account holders will further have to follow the guidelines as laid down in circular No.1 dated January 26, 2000 issued by 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/her identity by showing his original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
    - ii). In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) at the time of the 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, addresses and CNIC numbers shall be mentioned on the form.
    - iii). Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
    - iv). The proxy shall produce his original CNIC 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 signatures shall be submitted (unless it has been provided earlier) along with proxy form to the company.
5. The directive of the Securities and Exchange Commission of Pakistan contained in S.R.O. 831(I)/2012 dated 5 July 2012 requires that the dividend warrants should bear the Computerized National Identity Card Numbers (CNIC) of the registered shareholders or the authorized person except in the case of minor(s) and corporate shareholders. CNIC number of the shareholders is, therefore, mandatory for the issuance of future dividend warrants 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 copies of their valid CNICs are requested to send the same to the Company's Share Registrar, CorpTec Associates (Pvt) Limited, 503-E, Johar Town Lahore without any further delay.

6. Under second proviso to Section 242 of the Companies Act 2017, listed companies are required to pay declared cash dividends only through electronic mode directly into the bank accounts designated by the entitled shareholders. 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. Accordingly, the shareholders of the company are requested to provide the following information for payment of cash dividend to be declared by the company through electronic mode directly in the bank account designated by you.

Title of Bank Account
Bank Account Number
Bank's Name
Branch Name and Address
Cell Number of Shareholder
Landline number of Shareholder
Email of Shareholder
It is stated that the above-mentioned information is correct and I will intimate the changes, if any in the above-mentioned information to the company and the concerned Share Registrar as soon as these occur.

7. Pursuant to Notification vide SRO 787 (1)/2014 dated September 08, 2014, SECP has directed all companies to facilitate their members receiving Annual Financial Statements and Notice of Annual General Meeting through electronic mail system (e-mail). The Company is pleased to offer this facility to our valued members who desire to receive Annual Financial Statements and Notices of Meetings through email in future. In this regard, those members who wish to avail this facility are hereby requested to convey their consent via email on a standard request form which is available at the Company website i.e. at [www.crescenttextile.com](http://www.crescenttextile.com)

**STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON AUGUST 22, 2017**

The 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 August 22, 2017.

Shakarganj Limited is an associated listed company of the Crescent Textile Mills Limited (the "Company") by virtue of common directorship with an existing investment of 7,937,328 Ordinary Shares representing 7.22% of the total paid-up capital of Shakarganj Limited. Mr. Muhammad Anwar, Mr. Khalid Bashir and Mr. Anjum Muhammad Saleem are common directors in both the companies.

Shakarganj Limited has announced 13.6363% right shares to its members and the Company has been offered 1,082,362 right shares on its above mentioned shareholding at a price of Rs. 65 per share (inclusive of Rs. 55 as premium per share). Accordingly, the Board of Directors of the Company has approved subscription of right shares amounting to Rs. 70,353,530/- and has recommended the same for approval of shareholders pursuant to the requirement of Section 199 of the Companies Act, 2017.

The Directors, sponsors and majority shareholders of the Company and their relatives have no interest, directly or indirectly, in Shakarganj Limited and the proposed investment except to the extent of their/spouses' shareholdings the detail of which is as under:

<b>Name</b>	<b>% of Shareholding</b>
<b>Directors</b>	
Mr. Muhammad Anwar	0.15
Mr. Khalid Bashir	0.26
Mr. Anjum Muhammad Saleem	4.38
Mr. Amjad Mehmood	0.03
Mr. Ahmad Shafi	0.62
Mr. Shaukat Shafi	0.01
<b>Sponsors and relatives</b>	<b>12.32</b>

The Directors submit that they have carried out necessary due diligence for the proposed investment in Shakarganj Limited and duly signed recommendation of the due diligence report shall be available for inspection of members in the general meeting.

Shakarganj Limited and its sponsors/directors have no interest in the Company or transaction except for their respective shareholdings in the Company, the detail of which is as under:

<b>Name</b>	<b>% of Shareholding</b>
<b>Directors</b>	
Mr. Muhammad Anwar	1.16
Mr. Anjum Muhammad Saleem	0.77
Mr. Khalid Bashir	1.48
Mr. Muhammad Arshad	0.49
Ms. Hajerah Ahsan Saleem	0.04
Mr. Ali A Saleem	0.09
<b>Shakarganj Limited</b>	<b>0.01</b>
<b>Sponsors and relatives</b>	<b>4.46</b>

Latest audited and reviewed accounts of Shakarganj Limited shall be made available for inspection of members in the extraordinary general meeting.

Information required under Clause (a) of sub regulation 1 of regulation 3 of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012

i.	Name of the associated company Criteria of associated relationship	Shakarganj Limited Common directorship
ii.	Purpose  Benefits  Period of investment	To subscribe right shares to keep intact strategic interest in the associated company.  To earn return on equity through dividend income and capital appreciation.  Long term
iii.	Maximum amount of investment	Rs. 70,353,530
iv.	Maximum price at which securities will be acquired	Rs. 65 per share
v.	Maximum number of securities to be acquired	1,082,362 ordinary shares
vi.	Shareholding before investment  Shareholding after investment	No of shares: 7,937,328 Shareholding Percentage: 7.22%  No of shares: 9,019,690 Shareholding Percentage: 7.22%
vii.	Average of the preceding twelve weekly average price of the security intended to be acquired	Rs. 106.0844 per share (Apr-17 to Jul-17)
viii.	In case of investment in unlisted securities, fair market value of such securities determined in terms of regulation 6(1) of the Companies (investment in Associated Companies or Associated Undertakings) Regulations, 2012	Not applicable as Shakarganj Limited is a listed security.
ix.	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements	Rs. 45.19 per share with surplus on revaluation and Rs. 0.26 per share without surplus on revaluation, as at Sep 30, 2016 as per audited accounts.
x.	Earnings / (loss) per share for the last three years	2016 Rs. (0.18) per share 2015 Rs. (1.89) per share 2014 Rs. (9.19) per share
xi.	Source of funds from which shares will be acquired.	Investment will be made from the company's own funds.

xii.	Requirement if shares are intended to be acquired using borrowed fund	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	The Company will be subscribing to right shares, hence no agreement is required.
xiv.	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives in the associated company or transaction under consideration.	Directors, sponsors and majority shareholders and their relatives are interested in associated company and transaction to the extent of their shareholdings as mentioned hereinabove.
xv.	Any other important details necessary for the members to understand the transaction; and	None
xvi.	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information, is required namely.	Not applicable
	(I) Description of the project and its history since conceptualization;	
	(II) Starting and expected date of completion of work;	
	(III) Time by which such project shall become commercially operational; and	
	(IV) Expected time by which the project shall start paying return on investment	