



# Shadab Textile Mills Limited

*Manufacturer, Importer & Exporter*

Registered Office: A-601/A, City Towers, 6-K, Main Boulevard, Gulberg-II, Lahore.  
Ph: (042) 35788714-16 Fax: (042) 35788718 E-mail: shadstm@brain.net.pk N.T.N.: 0657824-1

STM/PSX/16  
October 07, 2016

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

Subject: **NOTICE OF ANNUAL GENERAL MEETING**

Dear Sir,

Please find enclosed a copy of the Notice of the Annual General Meeting to be held on October 31, 2016 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,  
for SHADAB TEXTILE MILLS LIMITED

**Company Secretary**

Encl: a/a.



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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 37<sup>th</sup> Annual General Meeting of the Shareholders of **SHADAB TEXTILE MILLS LIMITED** will be held on Monday, October 31, 2016 at 10:00 a.m. at the Registered Office of the Company at A-601/A, City Towers, 6-K Main Boulevard, Gulberg-II, Lahore to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts for the year ended June 30, 2016 together with Directors' and Auditors' Reports thereon.
2. To declare and approve the Final Cash Dividend at Rs. 4.37 per share i.e. 43.74% for the year ended June 30, 2016 as recommended by the Board of Directors.
3. To appoint auditors for the year 2016-2017 and fix their remuneration.

### SPECIAL BUSINESS

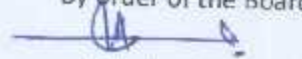
4. To consider and, if deemed fit, pass the following resolution as a Special Resolution with or without modification for alterations in the Articles of Association of the Company:

**"RESOLVED** that pursuant to Section 28 and other applicable provisions, if any, of the Companies Ordinance, 1984 and any other law(s), Articles of Association of the Company be and are hereby amended by inserting a new Article 62-A immediately to read as under;

**62-A. 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 pursuant to this Article.

**"RESOLVED FURTHER** that the Chief Executive Officer of Company Secretary be and is hereby authorized to do all acts, deed and things, take all steps and action necessary, ancillary and incidental for altering the Articles of the Company including filing of all requisite documents/statutory forms as may be required to be filed with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alterations in the Articles of Association and implementing the aforesaid resolution."

By order of the Board

  
(Mazhar Hussain)  
Company Secretary

LAHORE: October 5, 2016



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## NOTES:

1. The Share Transfer Books of the Company will remain closed from October 25, 2016 to October 31, 2016 (both days inclusive). Transfers received at Corplink (Pvt) Limited, Wings Arcade, I-K, Commercial, Model Town, Lahore, the Registrar and Shares Transfer Office of the Company by the close of business on October 24, 2016 will be treated in time for the purpose of above entitlement to the transferees.
2. A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies in order to be effective must be received by the Company at the Registered Office not less than 48 hours before the time of holding the meeting. A proxy must be a member.
3. 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's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.



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4. **Submission of Copies of Valid CNICs:** Shareholders are once again requested to submit copy of their valid CNIC mentioning company name & Folio Number at our Share Registrar's address for compliance of SECP SRO No. 831(1)/2012. In case of non-receipt of copy of valid CNIC, the company may be constrained to withhold dispatch of dividend warrants.
5. **Deduction of Income Tax under section 150 of the Income Tax Ordinance, 2001:** Through the Finance Act 2016, effective July 01, 2016, the rate of deduction of income tax under Section 150 of the Income Tax Ordinance, 2001 has been revised. New tax rates are (a) For Filers of Income Tax return 12.5% (b) For Non-Filers of Income Tax Return 20%.

At the time of dividend distribution, the Company, being a withholding agent, would check each shareholder status on the ATL and if the shareholder's name does not appear on the ATL, the increased rate of withholding tax at 20% would be applied. In the instance of a 'filer' withholding tax rate of 12.5% will be applicable.

The FBR has clarified that withholding tax will be determined separately on 'Filer/Non Filer' status of Principal shareholder as well as joint-holders(s) based on their shareholding proportions, in case of joint accounts. In this regard all shareholders, who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and joint-holder(s) in respect of shares held by them to our Share Registrar, in the following format:

Folio No./CDS Account No.	Name of Principal Shareholder/Joint Holders	Shareholding Proportions	CNIC/Passport No. (Copy attached)	Signature

The required information must reach our Share Registrar by the close of business on October 24, 2016, otherwise it will be assumed that the shares are equally held by Principal Shareholder and joint holders.

6. **Transmission of Annual Financial Statements through Email:** SECP vide SRO 787(1)/2014 dated September 8, 2014 has provided an option to receive audited financial statements electronically through email, those shareholders who are interested in receiving the annual reports electronically in future are required to submit their e-mail address at Registered Office of the Company on a standard request form which is available on Company's website: [www.shadabtextile.com](http://www.shadabtextile.com).
7. In compliance with SECP notification No. 634(1)/2014 dated July 10, 2014, the audited financial statements of the Company for the year ended June 30, 2016 are being placed on the Company's website: [www.shadabtextile.com](http://www.shadabtextile.com).



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8. Shareholders are requested to immediately notify the change of address, if any to Share Registrar of the Company.

## **Statement under Section 160(1)(b) of the Companies Ordinance, 1984**

This statement set 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, 2016.

### **Alteration in the Articles of Association**

Securities and Exchange Commission has issued Companies (E-Voting) Regulation 2016 on January 22, 2016 vide S.R.O 43(1) /2016. The directors have recommended alteration in the Articles of Association by inserting a new Articles of Association by inserting a new Article 62-A therein which will give the members option to be part of the decision making in the general meeting of the Company through electronic means. Accordingly, it has been proposed to pass the resolution as Special Resolution for alteration the Articles of Association of the Company, as specified in the notice of meeting.

The directors are not interested, directly or indirectly, in the above business except to the extent of their investment as has been detailed in the pattern of shareholding annexed to the Directors Report.