



# SAMIN TEXTILES LIMITED

## Notice of Annual General Meeting

Notice is hereby given that the 28th Annual General Meeting of the shareholders of Samin Textiles Limited (the "Company") will be held on Saturday, November 25, 2017 at 12:00 noon at the registered office of the Company, 50-C Main Gulberg, Lahore, to transact the following business:

### ORDINARY BUSINESS:

- i) To confirm the minutes of last AGM held on October 26, 2016.
- ii) To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2017 together with the Directors' and Auditors' Reports there on.
- iii) To appoint auditors of the Company for the year ending June 30, 2018 and fix their remuneration. The retiring auditors M/S Grant Thornton Anjum Rahman, Chartered Accountant, being eligible, offer themselves for re-appointment.
- iv) Elect seven (7) Directors of the company as fixed by the Board of Directors under Section 178 of the Companies Ordinance 1984.

The names of the retiring Directors are:

- i) Mrs. Mehvash Amin
- ii) Mr. Jehanzeb Amin
- iii) Mr. Jamil Masud
- iv) Mr. Safder Hussain Tariq
- v) Mr. Qamber Hamid
- vi) Mr. Tariq Jilani
- vii) Mr. Shehryar Amin

All the retiring directors shall be eligible to offer themselves for re-election.

In terms of section 178(3) of the Companies Ordinance 1984, any person who seeks to contest an election to the office of director, whether he is a retiring director or otherwise, shall file with the company not later than fourteen (14) days before the date of the meeting, a notice of his intention to offer himself for election as a director.

### SPECIAL BUSINESS:

- v) To consider and if deemed fit, to pass the following resolutions as special resolutions under Section 208 of the Companies Ordinance, 1984, with or without modification, addition(s) or deletion(s), as recommended by the directors:

**RESOLVED** that pursuant to the requirements of Section 208 of the Companies Ordinance, 1984, Samin Textiles Limited (the "Company") be and is hereby authorized to impair the investment amounting to Rs. 2,953,419 in its associated company Onetel Pakistan (Private) Limited.

**RESOLVED** that Chief Executive Officer or Company Secretary of the Company 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"

#### Head Office:

50-Main Gulberg, #C, Lahore, Pakistan.

Tel: (92-42) 35753761-64 Fax: (92-42) 35753688

E-mail: [samin@samintextile.com](mailto:samin@samintextile.com) [www.samintextile.com](http://www.samintextile.com)

#### Mills:

8-K.M Off. Manga Raiwind Road,  
Tehsil & Distt. Kasur, Pakistan.

Tel: + 92-42-35392593-5 Fax: +92-42-35392592



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- vi) To consider and, if deemed fit, pass the following resolution as a Special Resolution with or without modification(s), alteration(s) or deletion(s) to alter 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 52A immediately after the existing Article 52 to read as under;

## **52A. ELECTRONIC VOTING:**

- (i) This article shall only be applicable for the purpose of electronic voting.
- (ii) The Company shall comply with the mandatory requirements of law regarding the use of electronic voting by its members at general meetings. Members may be allowed to appoint members as well as non-members as proxies for the purposes of electronic voting pursuant to the articles.

**RESOLVED** further that the Company Secretary be and is hereby authorized to take or cause to be taken any and all actions necessary filings and complete legal formalities as may be required to implement this resolution."

- vii) To consider dissemination of annual audited accounts through CD/DVD/USB instead of transmitting the same in the form of hard copies and approve the following resolution as Special Resolution with or without modification:-

**"Resolved** that dissemination of information regarding annual audited accounts to the shareholders in soft form i.e. CD/DVD/USB as notified by Securities and Exchange Commission of Pakistan vide its SRO 470(I)2016 dated May 31, 2016 be and is hereby approved."

**(Statement under Section 160(1)(b) of the Ordinance pertaining to the Special Business referred to the above is annexed to this notice of meeting, being sent to the shareholders.)**

- viii) To transact any other business with the permission of the chair.

By order of the Board

Muhammad Tayyab  
Company Secretary

Lahore:  
November 04, 2017



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## Notes:

- i). The share transfer books of the Company will REMAIN closed from November 18<sup>th</sup>, 2017 to November 25<sup>th</sup>, 2017(both days inclusive).
- ii). Shareholders are requested to promptly notify any change in their addresses to the Company's Share Registrar, M/s Corplink (Private) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore.
- iii). 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.
- iv). 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.
- v). Members who have deposited their shares into Central Depository Company of Pakistan limited ("CDC") 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

- a) In case of Individuals, the account holder and /or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC, or, original passport at the time of attending the Meeting.
- b) In case of corporate entity, the Board's 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.

### B. For Appointing Proxies

- a) In case of Individuals, the account holder 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.
- b) The proxy form shall be witnessed two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c) Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with proxy form.
- d) The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- e) 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.

### f) Electronic Transmission of Financial Statements Etc.,

SECP through its Notification No. SRO. 787(1)/2014, dated September 08, 2014 has allowed companies to circulate Annual Audited Financial Statements along with Notice of Annual General Meeting through email instead of sending the same through post, to those members who desires to avail this facility. The members who desire to opt to receive aforesaid statements and notice of AGM through e-mail are requested to provide their written consent on the Standard Request Form available on the Company's website: ([www.samintextile.com](http://www.samintextile.com))

- vi). Accounts of the company for the year ended June 2017 has been provided on the Company's website ([www.samintextile.com](http://www.samintextile.com))

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## 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 November 25, 2017.

### Impairment of investment

The purpose for which the investment was made in its associated Company, One Tel Pakistan (Private) Limited, that hasn't been accomplished being unviable under the present circumstances. Moreover, there is no possibility in the near future for its becoming viable.

### Circulations of Annual Reports through CD/DVD/USB

Securities and Exchange Commission of Pakistan has vide S.R.O 470(I)/2016 dated 31 May 2016 allowed the companies to circulate the annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company to its members through CD/DVD/USB subject to consent of the shareholders in the general meeting. This will save time and expenses incurred on printing of the annual report.

The Company shall supply the hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand. After approval of the shareholders, the Company will place a Standard Request Form on its website to communicate their need of hard copies of the documents along with postal and email address of the Company Secretary/Share Registrar to whom such requests shall be made.

### Alteration in the Articles of Association

Securities and Exchange Commission of Pakistan 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 Article 52A 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 a Special Resolution for alteration in the Articles of Association of the Company, as specified in the notice of meeting.

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