



SHAHZAD TEXTILE MILLS LIMITED
MANUFACTURERS AND EXPORTERS OF YARN



Certificate SG05/00526

FORM-4

Date: - 03-10-2016

THE GENERAL MANAGER
Pakistan Stock Exchange Limited,
Stock Exchange Building
Stock Exchange Road,
Karachi.

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 Saturday, October, 29, 2016 at 11:00 a.m. for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,
for **SHAHZAD TEXTILE MILLS LIMITED**

COMPANY SECRETARY



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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Eighth Annual General Meeting of the Shareholders of **SHAHZAD TEXTILE MILLS LIMITED** will be held at Company's Registered Office, 19-A, Off Zafar Ali Road, Gulberg-V, Lahore on Saturday, October 29, 2016 at 11: a.m to transact the following business:

ORDINARY BUSINESS:

1. To confirm minutes of the Extra Ordinary General Meeting of the Company held on 31st March, 2016.
2. To receive, consider and approve the Audited Financial Statements for the year ended June 30, 2016 together with the Directors' and Auditors' Report thereon.
3. To appoint Company's auditors and fix their remuneration.

Special Business:

4. To consider and, if deemed fit, to pass the following resolution as Special Resolution with or without modification for alterations in the Article 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 as follows:

- (a) By inserting the following new article and its marginal note immediately after Article 42 as Article 42-A, namely:

Exercise of
Voting Rights
through Elec-
tronic means

42-A "Subject to any rules or regulations that may be made from time to time by the Commission in this regard. Members may exercise voting rights at general meeting through electronic means if the Company receive the requisite demand for poll in accordance with the applicable laws. The Company shall facilitate the voting by electronic means in the manner and in accordance with the requirements prescribed by the Commission".

Proxies where
Voting Rights
Exercised
through Elec-
tronic means

- (b) by inserting the following new article and its marginal note immediately after Article 51 as Article 51-A, namely:

51-A. Notwithstanding anything contained in these Articles, in case of voting by electronic means, both members and non-members can be appointed as Special Proxy or General Proxy.

- (c) by inserting the following new article and its marginal note immediately after Article 54 as Article 54-A, namely:



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Form of
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ronic means

54-A Notwithstanding anything contained in these Articles, for the purposes of voting by electronic means, the instrument appointing the proxy shall be in such form, and provided to the Company, in the manner stipulated under the applicable laws.

Resolved Further, that the Chief Executive Officer or 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 Association of the Company including filing of all requisite documents/ statutory forms as may be required and complying with all other regulatory requirements so as to effectuate the alteration in the Articles of Association of the Company.”

A statement as required under Section 160(1)(b) of the Companies Ordinance 1984 in respect of the special business to be considered at the meeting is annexed to this notice of meeting being sent:

By order of the Board

Place: Lahore
Dated: September 30, 2016

HASSAN-UD-DIN ANSARI
Company Secretary

NOTES:

1. The Share Transfer Books of the Company will remain closed from October 21, 2016 to October 29, 2016 (both days inclusive). Transfers received in order at Company's Independent Share Registrar's Office, Hameed Majeed Associates (Pvt.) Limited, H.M. House, 7- Bank Square, Lahore by the close of business on October 20, 2016 will be treated in time for the entitlement to attend the meeting.
2. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote instead of him/her. 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.
3. The Shareholders are requested to immediately notify the change in address if any.
4. CDC Account Holder will further have to follow the under mentioned guidelines as laid down in Circular No. 1 of 2000, Dated 26th January, 2000 issued by The Securities and Exchange Commission of Pakistan.



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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 by two persons, whose names, addresses and CNIC number 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 the 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.

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

The Company has placed the Audited Annual Financial Statements for the year ended June 30, 2016 along with Auditors and Directors Reports thereon on its website: www.shahzadtext.com.

6. Notice to Shareholders who have not provided their CNIC's:

Members who have not yet submitted photocopy of their Computerized National Identity Cards to the Company are requested to send the same at the earliest.

Distribution of Annual Report through Email:

We are pleased to inform shareholders that SECP has under and pursuant to SRO No. 787(1) 2014 dated 8th September, 2014 allowed companies to circulate their annual balance sheet and profit & loss accounts, auditor's report and director's report etc. ("Annual Report") alongwith the notice of annual general meeting (*Notice*) to its shareholders by email. Shareholders of the Company who wish to receive the Company's Annual Report and notices of annual general meeting by email are requested to provide the completed **Electronic Communication Consent Form** that will be sent together with the Annual Reports 2015-2016 and also can be downloaded from our Company's website i.e www.shahzadtext.com



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**STATEMENT OF MATERIAL FACTS UNDER SECTION 160(1)(b) 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 Saturday, October 29, 2016.

Item (4) of the Agenda

In order to give effect to the Companies (E-voting) Regulation, 2016 vide S.R.O 43(1) 2016 issued by the Securities & Exchange Commission of Pakistan, shareholder approval is being sought to amend the Article of Association.

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.