



SAIF TEXTILE MILLS LIMITED

NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 27th Annual General Meeting of the members of M/s. Saif Textile Mills Limited will Insha Allah be held at registered office of the Company, **APTMA House, Tehkal Payan, Jamrud Road, Peshawar** on **Monday, October 31, 2016** at **12:00 Noon** to transact the following business:

• **ORDINARY BUSINESS:-**

- 1) To confirm the minutes of the last Annual General Meeting dated October 30, 2015.
- 2) To receive, consider and adopt Annual Audited Financial Statements for the year ended June 30, 2016 together with the Directors' and Auditors' Reports thereon.
- 3) To appoint Auditors for the year 2016-2017 and fix their remuneration. The retiring auditors M/s. ShineWing Hameed Chaudhri & Co., Chartered Accountants, being eligible offered themselves for re-appointment.

• **SPECIAL BUSINESS:-**

To consider and approve the following resolution(s), with or without modification, as special resolution for sharing of common expenses, sale and purchase of goods with M/s. Kohat Textile Mills Limited an associated company.

"Resolved that the company be and is hereby authorized to share common expenses which may include but not limited to office rents, administrative salaries, utilities expenses, repair and maintenance and other miscellaneous expenses etc. (collectively the "Administrative Expenses"), in respect of its joint offices.

Further Resolved that chief executive of the company be and is hereby authorized to take all necessary steps to give full effect to the aforesaid resolution."

Resolved Further That the Related Party Transactions of sale and purchase of goods to/from associated companies as disclosed in the note # 46 of the audited financial statements be and are hereby ratified, approved and confirmed.

Further Resolved That the Chief Executive of the company be and is hereby authorized to approve the Related Party Transactions for sale and purchase of goods to/from associated companies on case to case basis.

• **ANY OTHER BUSINESS:-**

To transact any other business with the permission of the Chair.

Place: Peshawar
Dated: **October 10, 2016**

BY ORDER OF THE BOARD

(SABIR KHAN)
Company Secretary

STATEMENT U/S 160(1) (B) OF THE COMPANIES ORDINANCE, 1984

The transactions with associated companies regarding sharing of common expenses and sale and purchase of goods had to be approved by board duly recommended by the audit committee on quarterly basis pursuant to clause (x) of the code of corporate governance.

However, the majority of company directors were interested in these transactions due to their common directorship and holding of shares in the associated companies, the quorum of the directors could not be formed for approval of these transactions pursuant to section 216 of the companies ordinance, 1984, therefore these transactions have to be approved by the shareholders in the general meeting.

The Directors have no personal interest; they are interested in the resolution only to the extent of their common directorship and shareholding in the associated companies.

NOTES:

- i. The Share Transfer Books of the Company will remain closed from October 25, 2016 to October 31, 2016 (Both Days Inclusive).
- ii. A member entitled to attend and vote at the meeting may appoint another member as his / her proxy to attend and vote on his / her behalf. Proxies in order to be effective must be received at the Registered office of the company **APTMA House, Tehkal Payan, Jamrud Road, Peshawar, Pakistan** duly stamped and signed not less than 48 hours before the time of the meeting.
- iii. Members are requested to promptly notify any change in their address, if any, to our Share Registrar/Transfer Agent M/s. Hameed Majeed Associates (Pvt) Limited, HM House, 7-Bank Square, Lahore.
- iv. CDC account holders are advised to follow the following guidelines as laid down in circular 1 dated January 26, 2000, issued by the Securities & 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 a group account and their registration details are uploaded as per the Regulations, shall authorize his/her identity by showing original Computerized National Identity Card (CNIC) at the time of attending the meeting.
The shareholders registered on CDC are also requested to bring their particulars, I.D. Numbers and account numbers in CDS.
- ii. In case of Corporate entity, the Board of Directors' resolution/power of attorney with specimen signatures of the nominees shall be produced (unless it has been provided earlier) at the time of meeting.

B. FOR APPOINTING PROXIES:

- (i) In case of proxy for an individual beneficial owner of shares from CDC, attested copies of beneficial owner's CNIC or Passport, account and participant's I.D. numbers must be deposited along-with the form of proxy. In case of proxy for representative of corporate members from CDC, Board of Directors' resolution and power of attorney and the specimen signature of the nominee must be deposited along-with the form of proxy. The proxy shall produce his/her original CNIC or Passport at the time of meeting.
- (ii) In order to be effective, this form of proxy duly completed, stamped, signed and witnessed along-with Power of Attorney, or other instruments (if any), must be deposited at the registered office of the Company.
- (iii) If a member appoints more than one proxy and more than one form of proxy are deposited by a member with the company, all such forms of proxy shall be rendered invalid