



# PREMIUM TEXTILE MILLS LIMITED

## PREMIUM TEXTILE MILLS LIMITED NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Premium Textile Mills Limited (the "Company") will be held on Wednesday, October 25, 2023 at 2:30 pm at registered office: 1<sup>st</sup> Floor, Haji Adam Chamber, Altaf Hussain Road, Karachi and through video link facility to conduct the following business:

### ORDINARY BUSINESS:

1. To confirm the minutes of the 35th Annual General Meeting of the Company held on Wednesday, October 26, 2022.
2. To receive, consider and adopt the Audited Financial Statements together with the Director's Report, Auditor's Report and Chairman Review Report of the Company for the year ended June 30, 2023.
3. To approve the payment of Final cash dividend @250% (i.e.Rs.25.00/- per share) as recommended by the Board of Directors.
4. To appoint the external auditors for the next financial year ending June 30, 2024 and to fix their remuneration. The present auditors, M/s Rahman Sarfaraz Rahim Iqbal Rafiq Chartered Accountants, retire and being eligible, offer themselves for re-appointment.

### SPECIAL BUSINESS:

5. Circulation of Financial Statements Via QR Code & Weblink

To consider, and if deemed appropriate, to pass the following resolutions (with or without modifications) which would enable the Company to circulate the annual audited financial statements by way of QR enabled code and weblink to its shareholders as a part of the notice for annual general meeting.

***“RESOLVED THAT*** subject to passing of a resolution of Premium Textile Mills Limited (“Company”) by way of way of simple majority permission and approval to the Company be and is hereby is accorded for circulation of annual audited financial statements to members through QR enabled code and weblink within and as a part of the notice of general meeting, in line with Securities and Exchange Commission of Pakistan notification number S.R.O. 389(I)/2023, and as a consequence thereof, the practice of circulation of annual audited financial statements through CD be discontinued. “

***“FURTHER RESOLVED THAT*** the company shall ensure all times the requirements given in Securities and Exchange Commission Notification S.R.O. 389 (I)/2023 dated March 21, 2023 and all other applicable laws in connection with transmission of Notice of General meeting and circulation of annual report to the members are complied with.”

6 Amendment in Articles of Association of Company:

To consider, and if deemed appropriate, to pass the following resolutions (with or without modifications) which would enable the Company to amend clauses of the Articles of Association of the Company.

***“RESOLVED THAT*** the existing Clause 85 of the Articles of Association of the Company be and is hereby replaced accordingly, to read as follows:

The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. A director shall also be paid reasonable travelling and other expenses of and incidental to his/her attendance at such meetings or incurred for any other purpose in connection with the affairs of the Company.”

***“FURTHER RESOLVED THAT*** the existing Clauses 81-A and 81-B of the Articles of Association of the Company be and hereby removed subject to approval of members in a general meeting.”

***“FURTHER RESOLVED THAT*** the existing Clause 82 of the Articles of Association of the Company be and hereby replaced accordingly, to read as follows, subject to approval of members in general meeting:

*The business of the company shall be managed by the directors, who may exercise all such powers allowed by the Memorandum and Articles of the Association and prevailing laws.”*

7. Increase in Directors Remuneration

To consider, and if deemed appropriate, to pass the following resolution (with or without modifications) which would enable the Company to increase the Directors remuneration:

***“RESOLVED THAT*** the remuneration of the working Directors, namely Mr. Abdul Kadir Adam Chief Executive Officer, and Mr. Yasin Siddik – Executive Director, shall be increased to Rs. 1,575,000 and Rs. 1,250,000 per month, respectively. The increase shall be accompanied by other benefits as per the company's policy.”

***“FURTHER RESOLVED THAT*** the remuneration for attending each meeting of the Board and its sub-committees shall be set at Rs. 75,000/- (Pak Rupees Seventy-Five Thousand only).

8. To transact any other business with the permission of the Chairman.

Karachi: October 2, 2023

By the Order of the Board  
**Hammad Ullah Khan**  
Company Secretary

## **STATEMENT OF SPECIAL BUSINESS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017**

This statement sets out material facts pertaining to the special business to be transacted at the AGM of the Company to be held on October 25, 2023.

### **Agenda Item No. 5 : Circulation of Financial Statements Via QR Code & Weblink**

SECP vide SRO 389(I)/2023 dated March 21, 2023, allowed listed companies to circulate the annual audited financial statements to its members through QR-enabled code and web link subject to approval by the shareholders by simple majority.

This facility will assist all members, regardless of their location, in accessing the Company's financial statements. The proposed change seeks to address technological challenges and improve accessibility while preserving members' rights and privileges.

Importantly, it should be noted that this amendment does not impact the existing right of members to receive a printed version of the financial statements, which will continue to be available upon request.

### **Agenda Item No. 6 : Amendment in Articles of Association of Company**

Over the decades, the company's financial obligations and shareholding structure has been significantly changed. These changes coupled with developments in prevailing laws related to listed companies have necessitated a review of certain clauses within our Articles of Association. As a result, there is need to revisit Clause 81-A, 81-B and 82 from the Articles of Association of the company.

Further at present, the remuneration fee for directors' attendance at meetings is specified in the clause 85 of the Articles of Association in Pak Rupees. Any modification in their remuneration necessitates an amendment to the article each time, creating a cumbersome process. To eliminate this inconvenience, it is proposed that the remuneration of directors be approved during the General Meeting whenever necessary in accordance with the company article and other applicable laws.

The existing and proposed Articles of Association of the company can be inspected from the date of the notice till the conclusion of the general meeting of the company. The Directors of the company have no personal interest directly or indirectly in the above Special business.

### **Agenda Item No. 7 : increase in Directors Remuneration**

The Board of Directors, on the recommendations of Board Human Resource and Remuneration Committee, (HRCC) decided to increase the Executive Directors Remuneration. The board also recommends the increase in remuneration for attending each meeting of the Board and its sub-committees.

The decision to increase the remuneration has been made to compensate for the time and efforts required to discharge director's obligations and to value their skills and expertise in managing the affairs of the Board and Board's Committees.

The Directors of the company have no personal interest, directly or indirectly except to the extent of their remuneration.

### **Notes:**

- a) The share transfer books of the Company will remain closed from October 19, 2023 to October 25, 2023, (both days inclusive). Transfers received by the Company's share

registrar, M/s F.D. Registrar Services (Private) Limited, Room No.1705, 17th Floor, Saima Trade Tower-A, I.I Chundrigar Road, Karachi by the close of business on October 18, 2023 will be considered for entitlement of **250% Final Cash Dividend[i.e., Rs.25/- (Rupees Twenty Five only) per Ordinary Share]** for the year ended June 30, 2023 and to attend and vote at the meeting.

b) A member of the Company entitled to attend, and vote may appoint another member as his/her proxy to attend and vote instead of him/her.

c) Proxies must be received at the Registered Office of the Company not later than 48 hours before the time of the Meeting.

#### For Attending the Meeting

- In light of the clarification issued by the Securities and Exchange Commission of Pakistan for ensuring participation of members in general meeting through electronic means as a regular feature, the company has also provided the facility for attending the meeting via video-link to its shareholders. The members are encouraged to participate in the meeting online for following the below guidelines.
- To participate in the AGM through video-link arrangement, members are requested to get themselves registered by sending the particulars prescribed in the table below at the following email address [hammad@premiumtextile.com](mailto:hammad@premiumtextile.com) by the close of business hours (5:00 pm) on October 23, 2023.

Name of member	Authorized Representative (incase of corporate member)	CNIC No. / NTN No.	CDC Participant ID/ Folio No.	Cellphone #	Email address

- The Video Conference Link would be emailed to the registered members or their proxies who have provided all the requested information.
- In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or original Passport along with Participant ID number and the account number at the time of meeting.
- In the case of a corporate entity, a resolution of the Board of Directors / power of attorney with a specimen signature of the nominee should be attached with the proxy form or may be provided at the time of the meeting.

#### For Appointing Proxies

- In the case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations shall submit the proxy form as per the above requirements.
- The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- In the case of the corporate entity, the Board's resolution/power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with a proxy form to the Company.

#### Procedure for E-Voting

- In accordance with the Companies (Postal Ballot) Regulations 2018, amended through Notification dated December 05, 2022, for the purpose of election of directors and approval of any special agenda item at the general meetings, members will be allowed to exercise their vote through postal ballot i.e., by post or e-voting, in the manner and subject to conditions contained in the Companies (Postal Ballot) Regulations, 2018.
- Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the company by the close of business on October 20, 2023.

- The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- Members shall cast vote online at any time from October 21, 2023, 9:00 am to October 24, 2023 at 5:00 pm. Once the vote on the resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

#### **Procedure for Voting Through Postal Ballot**

- Pursuant to Companies (Postal Ballot) Regulations 2018 (“Regulations”), for the purpose of election of directors and for the purpose of approval of any special agenda item at the general meetings subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post, in accordance with the requirements and procedure contained in the aforesaid Regulations.
- The members shall ensure that the duly filled and signed ballot paper, along with a copy of the Computerized National Identity Card (CNIC) should reach the Chairman through the post at the Company’s registered address: 1<sup>st</sup> Floor, Haji Adam Chamber, Altaf Hussain Road, Karachi, or email at chairman@premiumtextile.com one day before the AGM on or before October 24, 2023, during working hours. Any postal ballot received after this date, will not be considered for voting.
- The signature on the Ballot Paper shall match with signature on the CNIC.
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

#### **Conversion of Physical Share certificate in book entry**

- With reference to the provisions of Section 72 of the Companies Act, 2017, Securities and Exchange Commission of Pakistan, through its letter No. CSD/ED/MISC/2016-639-640 dated March 26, 2021, has required listed companies to replace the existing physical shares issued by them into Book Entry Form. In compliance to regulatory requirements, shareholders of company holding physical share certificates are requested to convert their physical share certificates into Book Entry Form.

#### **Mandatory registration detail of shareholders**

- According to Section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulations, 2018, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact mobile / telephone number, International Bank Account No (IBAN), etc. to registrar of the company.

#### **Payment of Cash Dividend Electronically (Mandatory)**

- Under the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed Company to pay a cash dividend to its shareholders only through electronic mode directly into a bank account designated by the entitled shareholders. Therefore, shareholders are requested to provide the details of their bank mandate specifying: (a) title of account, (b) account number (c) IBAN (d) bank name, and (e) branch name, code, and address to the Company & Share Registrar.
- Those shareholders who hold shares with participants / Central Depository Company of Pakistan (CDC) are advised to provide the same to their concerned participants / CDC.
- Please note that as per Section 243(3) of the Companies Act, 2017, listed companies are entitled to withhold payment of dividends if the necessary information is not provided by shareholders. Shares are held in CDC the Electronic Credit Mandate Form must be submitted directly to the shareholder’s broker/participant/CDC account services.

#### **Withholding Tax on Dividend Income:**

- The rates of deduction of income tax under Section 150 of the Income Tax Ordinance, 2001 from dividend payment will be as follows:

For Filer of income tax returns 15 % (b) For Non-Filer of income tax returns 30 %

- Shareholders, who are filers, are advised to make sure that their names are entered into latest Active Tax Payers List (ATL) provided on the website of FBR at the time of dividend payment, otherwise they shall be treated as non-filers and tax on their cash dividend will be deducted at the rate of 30% instead of 15%.
- In case of joint account, each holder is to be treated individually as appearing in ATL. Tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder in writing as follows to our Share Registrar, or if not so notified, each joint holder shall be assumed to have an equal number of shares.

Folio/CDC Account No.	Total Shares	Principal Shareholder		Joint Shareholder	
		Name & CNIC No.	Shareholding proportion (No. of Shares)	Name & CNIC No.	Shareholding proportion (No. of Shares)

#### Availability of Financial Statements and Reports on the Website

- In accordance with the provisions of Section 223(7) of the Companies Act, 2017, the audited financial statements of the Company for the year ended June 30, 2023, are available on the Company's website (<http://www.premiumtextile.com>).

#### Unclaimed/Unpaid Shares and Dividends

In accordance with the provisions of Section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years from the date it is due and payable, the Company shall proceed to deposit the unclaimed or unpaid Dividends with the Federal Government.

#### BALLOT PAPER FOR VOTING THROUGH POST

For poll at the Annual General Meeting To be held on October 25, 2023 at 2:30 p.m. at Company Registered office: 1<sup>st</sup> Floor, Haji Adam Chamber, Altaf Hussain Road, Karachi

Designated email address of the Chairman at which the duly filled in ballot paper may be sent at:

[chairman@premiumtextile.com](mailto:chairman@premiumtextile.com)

Name of shareholder/joint shareholder(s):	
Registered Address:	
CDC Participant/Investor ID with sub-account No.	
Number of shares held	
CNIC / Passport No. (in case of foreigner) (copy to be attached)	
<i>Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government)</i>	
Name of Authorized Signatory:	
CNIC / Passport No. (in case of foreigner) of Authorized Signatory – (copy to be attached)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by giving my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below:

S. No.	Nature and description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1	<p><b><u>Agenda Item 5: Circulation of Financial Statements Via QR Code &amp; Weblink</u></b></p> <p>To consider, and if deemed appropriate, to pass the following resolutions (with or without modifications) which would enable the Company to circulate the annual audited financial statements by way of QR enabled code and weblink to its shareholders as a part of the notice for annual general meeting.</p> <p><i>“RESOLVED THAT subject to passing of a resolution of the members of the Premium Textile Mills Limited (“Company”) by way of simple majority, permission and approval to the Company be and is hereby accorded for circulation of annual audited financial statements to members through QR enabled code and weblink within and as a part of the notice of general meeting, in line with Securities and Exchange Commission of Pakistan notification number S.R.O. 389(I)/2023, and as a consequence thereof, the practice of circulation of annual audited financial statements through CD be discontinued.”</i></p> <p><i>“FURTHER RESOLVED THAT the company shall ensure all times the requirements given in Securities and Exchange Commission Notification S.R.O. 389 (I)/2023 dated March 21, 2023 and all other applicable laws in connection with transmission of Notice of General meeting and circulation of annual report to the members are complied with.”</i></p>			
2	<p><b><u>Agenda Item No.6: Amendment in Articles of Association of Company</u></b></p>			

	<p>To consider, and if deemed appropriate, to pass the following resolutions (with or without modifications) which would enable the Company to amend clauses of the Articles of Association of the Company.</p> <p><b><i>“RESOLVED THAT the existing Clause 85 of the Articles of Association of the Company be and is hereby replaced accordingly, to read as follows:</i></b></p> <p><i>The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. A director shall also be paid reasonable travelling and other expenses of and incidental to his/her attendance at such meetings or incurred for any other purpose in connection with the affairs of the Company.”</i></p> <p><b><i>“FURTHER RESOLVED THAT the existing Clauses 81-A and 81-B of the Articles of Association of the Company be and hereby removed subject to approval of members in a general meeting.”</i></b></p> <p><b><i>“FURTHER RESOLVED THAT the existing Clause 82 of the Articles of Association of the Company be and hereby replaced accordingly, to read as follows, subject to approval of members in general meeting:</i></b></p> <p><i>The business of the company shall be managed by the directors, who may exercise all such powers allowed by the Memorandum and Articles of the Association and prevailing laws.”</i></p>			
3	<p><b><u>Agenda Item No.7: Increase in Directors Remuneration</u></b></p> <p>To consider, and if deemed appropriate, to pass the following resolution (with or without modifications) which would enable the Company to increase the Directors remuneration:</p>			



	<p><b>"RESOLVED THAT</b> the remuneration of the working Directors, namely Mr. Abdul Kadir Adam – Chief Executive Officer, and Mr. Yasin Siddik – Executive Director, shall be increased to Rs. 1,575,000 and Rs. 1,250,000 per month, respectively. The increase shall be accompanied by other benefits as per the company's policy."</p> <p><b>"FURTHER RESOLVED THAT</b> the remuneration for attending each meeting of the Board and its sub-committees shall be set at Rs. 75,000/- (Pak Rupees Seventy-Five Thousand only)."</p>			
<p><b>NOTES:</b></p> <ol style="list-style-type: none"> <li>1. Dully filled postal ballot should be sent to the Chairman of Premium Textile Mills Limited at 1<sup>st</sup> Floor, Haji Adam Chamber, Altaf Hussain Road, Karachi (Email: <a href="mailto:chairman@premiumtextile.com">chairman@premiumtextile.com</a>).</li> <li>2. Copy of CNIC/ Passport No. (in case of foreigner) should be enclosed with the postal ballot form.</li> <li>3. Postal ballot forms should reach the Chairman of the meeting within business hours by or before October 24, 2023. Any postal ballot received after this date, will not be considered for voting.</li> <li>4. Signature on postal ballot should match with signature on CNIC/ Passport No. (in case of foreigner).</li> <li>5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten ballot paper will be rejected.</li> <li>6. This Postal Poll paper is also available for download from the website of Premium Textile Mills Ltd at <a href="http://www.premiumtextile.com">www.premiumtextile.com</a>. Shareholder may download the ballot paper from website or use the same ballot paper published in newspapers.</li> </ol>		<p>_____</p> <p><b>Signature of shareholder(s)/Authorized Signatory</b> (in case of corporate entity, please affix company stamp)</p> <p>Place: _____</p> <p>Date: _____</p>		