



SHAHZAD TEXTILE MILLS LIMITED
MANUFACTURERS AND EXPORTERS OF YARN



FORM-4

Date: - 02-10-2017

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, 28, 2017 at 11:00 a.m. for circulation amongst the TRE Certificate Holders of the Exchange.

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


COMPANY SECRETARY

Encl: as above



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Certified SG05/00526

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Ninth (39th) 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 28, 2017 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2017 together with the Chairman's Review and Directors' and Auditors' Report thereon.
2. To approve and declare the payment of Final Cash Dividend @ 10.00 % i.e. Rs.1.00 per share as recommended by the Board of Directors.
3. To appoint auditors of the Company 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 ratification of Transactions with Related Parties as per Note No. 34 of Audited Accounts 2017.

Resolved that the related party transactions carried out by the Company with related parties during the year ended 30 June 2017 be and hereby approved.

Resolved Further that Chief Executive of the Company be and is hereby authorized to approve transactions to be conducted with the Related Parties in the normal course of business during the year ending June 30, 2018 which shall be placed before the shareholders in the next annual general meeting for their ratification/approval."

By order of the Board

Place: Lahore
Dated: September 27, 2017

(HASSAN-UD-DIN ANSARI)
Company Secretary

NOTES:

1. The Share Transfer Books of the Company will remain closed from October 19, 2017 to October 28, 2017 (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 18, 2017, will be treated in time for the entitlement of dividend to the transferees and to attend the annual general meeting.



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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. Members are requested to submit declaration for zakat on the required format and to advise change in address, if any.
4. Members are requested to send copies of their Computerized National Identity Cards (CNICs) to the Company's Independent Share Registrar, M/s Hameed Majeed Associates (Pvt.) Limited, H.M. House, 7- Bank Square, Lahore to enable the Company to comply with the direction of the Securities and Exchange Commission of Pakistan contained in SRO-831(1)/2012, Dated July, 05, 2012 for mentioning of CNIC Number of the Shareholders on the Dividend Warrants to be issued for Final Cash Dividend @ 10.00 % announced by the Company failing which dividend warrants may be withheld by the Company which will be released on submission of valid copy of CNIC
5. The provisions of Section 242 of the Companies Act, 2017 require the listed companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account of designated by the entitled shareholders. Subsequently, vide Circular No. 18 of 2017 dated 01 August, 2017, SECP has allowed one time relaxation till 31 October, 2017 to pay cash dividend by dividend warrants. Accordingly, the shareholders holding physical shares are requested to provide the Company's Share Registrar at the address given herein above, electronic dividend mandate on E-Dividend Form provided in the annual report and also available on website of the Company. In the case of shares held in CDC, the same information should be provided to the CDS participants for updating and forwarding to the Company.
6. Pursuant to the provisions of Finance Act, 2017, effective 01 July 2017, deduction of income tax from dividend payments shall be made on the basis of filers ad non-filers as follows:

S. No	Nature of Shareholders	Rate of Deduction
1	Filers of Income Tax Return	15.0 %
2	Non-Filers of Income Tax Return	20.0 %

Income Tax will be deducted on the basis of Active Tax Payers List posted on the Federal Board of Revenue website.

Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate are requested to submit a valid tax certificate and necessary documentary evidence, as the case may be.



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Withholding tax on dividend in case of Joint Account Holders

In order to enable the Company to follow the directives of the regulators to determine shareholding in case of Joint account, all shareholders who hold shares with joint shareholders, 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 writing. Shareholders who are filers are advised to make sure that their names (and/or the name of their joint holders) are entered into latest Active Tax Payers List (ATL) provided on the website of FBR at the time of AGM on October 28, 2017, otherwise they (and/or joint holders) shall be treated as non-filers and tax on their cash dividend will be deducted at the rate of 20.0 % instead of 15.0 %. In the event of non-receipt of the information by 28-10-2017 each shareholder will be assumed to have equal proportion of shares and the tax will be deducted accordingly.

Folio/CDC Account No.	Name of shareholder	CNIC	Shareholding	Total shares	Principal/joint shareholder
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7. The Company has placed the Audited Financial Statements for the year ended 30th June, 2017 along with Auditors' and Directors' Reports thereon on its website: www.shahzadtex.com

8. 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.

A. For Attending the Meeting

- 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.
- 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

- 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.
- The proxy form shall be witnessed by two persons, whose names, addresses and CNIC number shall be mentioned on the form.



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- 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.
9. The shareholders who intends to receive the annual report including the notice of meeting through e-mail are requested to provide their written consent on the Form available on the Company's website: www.shahzadtex.com.
10. Shareholders, who by any reason, could not claim their dividend or bonus shares or did not collect their physical shares, if any, are advised to contact our Share Registrar M/s Hameed Majeed Associates (Pvt) Limited, H.M. House 7-Bank Square, Lahore to collect/enquire about their unclaimed dividend or pending shares, if any. In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividend and shares outstanding for a period of 3 years or more from the date due and payable shall be deposited to the credit of Federal Government in case of unclaimed dividend and in case of shares, shall be delivered to the SECP.
11. Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the meeting. The demand for video-link facility shall be received by the Share Registrar at the address given herein above at least 7 days prior to the date of the meeting on the Standard Request Form available on the Company's website: www.shahzadtex.com.

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, 28, 2017.

All transaction of the Company with the related parties were reviewed by the Audit Committee Quarterly and now submitted for approval and adoption for full year.