THE KARACHI STOCK EXCHANGE (GUARANTEE) LIMITED

KSE/N-6590 N O T I C E *October 15, 2008*

MAHMOOD TEXTILE MILLS LIMITED

Source: "**BUSINESS RECORDER**" Dated: October 08, 2008

MAHMOOD GROUP

MAHMOOD TEXTILE MILLS LIMITED

NOTICE OF MEETING

Notice is hereby given that **38th Annual General Meeting** of the Company will be held on **Friday, 31st October, 2008, at 11.00 A.M.,** at its Registered Office, Mehr Manzil, Lahori Gate, Multan to transact the following business:-

1. To confirm the Minutes of Extraordinary General Meeting held on 31st January, 2008.
2. To receive, consider and adopt the **Audited Accounts for the year ended 30th June,** 2008 together with Director's and Auditor's Report thereon.
3. To approve payment of **Cash Dividend @ 15% (Rs. 1.50 per ordinary Share of Rs. 10/- each)** for the year ended **30th June, 2008** as recommended by the Board of Directors.
4. To appoint Auditors for the year 2008-2009 and to fix their remuneration. The present Auditors M/s. M. Yousaf Adil Saleem & Company, Chartered Accountants being eligible have offered themselves for re-appointment.
5. To transact any other business with the permission of the Chair.

SPECIAL BUSINESS

6. To consider and if thought fit to pass with or without modifications the following resolution:-

   "**Resolved** that consent and approval of the Company be and is hereby accorded under Section 208 of the Companies Ordinance, 1984 for provision of short term loan/advances aggregated amount of Rs. 80.000(M) to Associated Companies @ KIBOR Plus 1% markup. It is further resolved that the Chief Executive of the Company be and is hereby authorized to negotiate and take any action on behalf of the Company as may be deemed necessary in this regard".

7. To consider and if thought fit to pass with or without modifications the following resolution to add/amend the following clauses of the Memorandum and Articles of Associations of the Company:-

   -Resolved that Clause-24 be added, after existing Clause-23 in the **Memorandum of Association** and re-numbering of Clauses thereafter:

   "Clause-24. To finance, design, construct, own, operate and maintain power generation facilities, power stations, power Houses, grid stations, hydroelectric, thermal gas and thermal energy projects together with all machinery, equipment and works and ancillary thereto and plan, survey, design, supply equipment and carry out the construction of grid stations and transmission, lines of all voltages and to do all such acts, deeds and things, without limitation whatsoever as may be necessary or desirable in furtherance of the objects of the Company subject to approval of competent regulatory authority. To sell own generated electricity to WAPDA and other electricity consumers and execute agreement/contracts thereof.

   -Resolved that the Article No. 23 of the Articles of Association of the Company be and is hereby amended so that the words "six months" appearing in 2nd line be substituted with the words "four months".

BY ORDER OF THE BOARD OF DIRECTORS
GHULAM MOHYUDDIN
COMPANY SECRETARY

Multan
Dated: 06th October, 2008.

Notes:-

i) The Share Transfer Books of the Company will remain Closed from 20th October, 2008 to 31st October, 2008 (Both days inclusive).

ii) A Member entitled to attend and vote at the meeting may appoint another Member of the Company as a proxy to attend and vote instead of him/her. Proxy Form duly completed should reach the Registered Office of the Company at least 48 hours before the time of Meeting.

iii) Any individual beneficial owner of CDC entitled to attend and vote at this Meeting must being his/her CNIC or Passport to prove his/her identity, and in Case of Proxy must enclose an attested Copy of his/her CNIC or Passport. Representative of Corporate Member should bring the usual documents required for such purpose.

iv) Members are requested to notify immediately any Change in their addresses.

STATEMENT UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE, 1984:

The names of Associated Companies in which short terms investment will be made are as follow:-

1. Masood Fabrics Limited
2. Masood Spinning Mills Limited
3. Roomi Fabrics Limited
4. Roomi Enterprises (Pvt) Ltd.

Loans and advances given to Associated Companies will be on revolving basis and total aggregated amount at any time in all Associated Companies will not exceed Rs. 80,000 Million. The loans/advances will be refundable/adjustable within the whole year up to the revolving limit and markup will be charged on utilized amount calculated on daily product basis. Markup rate will be revised at the start of each year and it will be not less than the borrowing cost of the company.

Due to common nature of the business of the Group of Companies, there are many instances where Import and export L/Cs are interchangeable and one company pass on business to the other due to specific requirement of the customer in such circumstances need arises to make short term loans or advances to inter companies to complete transactions expeditiously and smoothly. Moreover, on certain occasion temporary liquidity problem also arises by any Associated Companies and short term financing is given to handle the situation. The proper running of all Associated Companies is in the interest of the Company because the Company has already made million of rupees investment in the equity of the Associated Companies. The Company's Directors and their family have no vested and unvested interest in the aforementioned business transactions.

All documents of Associated Companies e.g Memorandum and Articles of Association, Financial Statement etc are available at Registered Office of the Company which can be inspected from 9 AM to 2 PM up to 25th October, 2008.

The sale of surplus electricity is not only in the interest of the Company but it is also serving the Country by providing substantial quantity of electricity to Wapda which is in dire need of single unit of electricity now-a-days. The Wapda is facing acute shortage of electricity production and the whole Country is under the grip of severe load shedding. So it is imperative to make addition in the Memorandum and Articles of Association of the Company. Generation from own sources and sale of surplus power will help to reduce cost of electricity and improve operational results of the Company.