

CRESCENT COTTON MILLS LIMITED

NOTICE OF ANNUAL GENERAL MEETING



Notice is hereby given that the 61st Annual General Meeting of the shareholders of the Company will be held on Saturday the 28th October, 2019 at 9.30 a.m. at Registered Office of the Company New Lahore Road, Nishatabad, Faisalabad to transact the following business:

1. To receive, consider and adopt Annual Audited Financial Statements of the Company for the year ended June 30, 2019 together with the Directors' and Auditors' Reports thereon.
2. To appoint External Auditors and fix their remuneration.

3. SPECIAL BUSINESS:

To consider and, if thought fit, approve an increase in the authorized share capital of the Company and for this purpose pass the following special resolution, with or without any amendments:

"Resolved that, the authorized share capital of the Company be and is hereby increased from Rs. 300,000,000 (Rupees three hundred million) divided into 30,000,000 (Thirty million) shares of Rs. 10 each to Rs. 400,000,000 (Rupees four hundred million) divided into 40,000,000 (Forty million) shares of Rs. 10 each.

Further resolved that Clause V of the Memorandum of Association of the Company and Article 7 of the Articles of Association of the Company be and is hereby substituted by the following new clause :

"V. The Share Capital of the Company is Rs. 400,000,000/- (Rupees Four hundred million) divided into 40,000,000 (Forty million) Ordinary Shares of Rs. 10/- (Rupees Ten) each with the rights, privileges and conditions attaching thereto as are provided by the Regulation of the Company for the time being, with power to the Company to increase or reduce its Capital, and to divide the share in the Capital for the time being in the several classes, and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as determined by, or in accordance with the Regulation of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may, from time to time be decided by the Company."

"7. The authorised capital of the company is Rupees 400,000,000 (Rupees four hundred million) divided into 40,000,000 (Forty million) Ordinary Shares of Rupees 10 each."

Further resolved that the Chief Executive Officer and / or Company Secretary of the Company, be and are hereby authorized singly and / or jointly ("Authorized Persons") to take all necessary steps and execute documents as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the above resolutions.

4. To transact any other business with the permission of the chair.

REGISTERED OFFICE:

Crescent Cotton Mills Limited
New Lahore Road, Nishatabad,
Faisalabad: Phone No. 8752111-13
Fax No. 8750366
Dated: October 03, 2019

On Behalf Of The Board
(Sami Ullah)
Company Secretary

NOTES:

1. The Share Transfer Books of the Company will remain closed from October 18, 2019 to October 28, 2019 (both days inclusive) and Cash Dividend if approved, will be issued to such members whose names appear in the Company's Register of Members by the close of business on October 18, 2019. Transfers received at the Share registrar office Vision Consulting Limited, 3-C, LDA Flats, Lawrence Road, Lahore at the close of business on October 18, 2018 will be treated in time for the entitlement of cash dividend.
2. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote instead of him/her. A Proxy must be a member of the Company
3. 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.
4. CDC account holders will further have to follow the under mentioned guidelines as laid down in Circular No.1 dated January 26, 2000 of the Securities and 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 group account; and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original National Identity Card (NIC) or original passport at the time of attending the meeting. The shareholders registered on CDC are also requested to bring their Participants I.D. numbers and account numbers in CDC.
- ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of meeting.

b. For appointing proxies

- i). In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account; and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- ii). The proxy form shall be witnessed by two persons whose names and NIC Nos. shall be mentioned on the form.
- iii). Attested Copies of NIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv). The proxy shall produce his original NIC or original passport at the time of the meeting.
- v). In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be submitted (unless it has been provided earlier) alongwith proxy form to the Company.

5. Computerized National Identity Card (CNIC) / National Tax Number (NTN):

CNIC or NTN of the shareholders is mandatory in terms of the directive of the Securities and Exchange Commission of Pakistan contained in S.R.O. 831(1)/2012 dated July 5, 2012 for the issuance of future dividend warrants etc., and in the absence of such information, payment of dividend may be withheld in term of SECP's above mentioned directive. Therefore, the shareholders who have not yet provided their CNICs or NTN are once again advised to provide the attested copies of their CNICs or NTN (if not already provided) directly to our Independent Share Registrar without any further delay.

6. Dividend Mandate

Section 242 of Companies Act, 2017 and Circular No. 18/2017 dated August 01, 2017 issued by Securities and Exchange Commission of Pakistan (SECP) has directed all listed companies to pay dividend only through electronic mode directly into the bank accounts designated by the entitled shareholders with effect from November 01, 2017.

In view of above, you are advised to provide your complete bank account/IBAN detail as per format given below to our share Registrar M/s. Vision Consulting Limited, 3-C, LDA Flats, Lawrence Road, Lahore (in case CDC accountholders/Sub accountholder, please provide said details to respective member Stock Exchange) enabling us to comply with above Section/Circular.

Dividend Mandate Detail

Folio Number	
Name of Shareholder	
Title of Bank Account	
Bank Account Number (Complete)	
Bank's Name, Branch Name, Code and Address	
Cell Number	
Landline number, if any	
CNIC Number (also attach copy)	

It is stated that the above mentioned information is correct, that I will intimate the changes in the above mentioned information to the company and the concerned Share Registrar as soon as these occur.

7. Transmission of Financial Statements to the Members through e-mail

In pursuance of SECP notification S.R.O 787 (1)2014 dated September 08, 2014, the companies have been allowed to circulate their Annual Balance Sheet and Profit and Loss Account, Auditor's Report and Director's Report (Annual Financial. Statements) along with Notice of Annual General Meeting (Notice) through e-mail to the members of the company. Members desiring to avail this facility may provide the requisite Information to the Company. Members desiring to avail this facility may provide the requisite information to the company for which form may be downloaded from the Company's website: www.crescentcotton.com

8. Deduction of Income Tax from Dividend @ Revised Rates

Pursuant to the provisions of Finance Act, 2017 effective 1 July 2017, deduction of income tax from dividend payments shall be made on the basis of filers and non-filers as follows:

Income Tax Return Filer	15.0%
Income Tax Return Non- Filer	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 eligibility for deduction at reduce tax rate are requested to provide us valid tax certificate or documentary evidence as the case may be. The shareholders who have joint shareholdings held by Filers and Non-Filers shall be dealt with separately and in such particular situation, each account holder is to be treated as either a Filer or a Non-Filer and tax will be deducted according to his shareholding. If the share is not ascertainable then each account holder will be assumed to hold equal proportion of shares and the deduction will be made accordingly. Therefore, in order to avoid deduction of tax at a higher rate, the joint account holders are requested to provide the below details of their shareholding to the Share Registrar of the Company latest by the AGM date.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 CONCERNING THE SPECIAL BUSINESS :

This statement set out the material facts concerning the special business to be transacted at the annual general meeting of the Company to be held on October 28, 2019.

Increase in Authorized Share Capital of the Company and Consequent Amendments in the Memorandum of Association :

The Company is planning to conduct a right issuance, as such authorized share capital of the Company needs to be enhanced. Accordingly, the Board of Directors has recommended to increase the authorized share capital of the Company from Rs. 300,000,000/= divided into 30,000,000 shares of Rs. 10 each to Rs. 400,000,000/= divided into 40,000,000 shares of Rs. 10 each.

The proposed increase in the authorized share capital of the Company will also necessitate amendments in Clause V of the Memorandum of Association of the Company to reflect the increase in the authorized share capital of the Company.

A copy of the Memorandum of Association has been kept at the registered office of the Company and may be inspected during business hours on any working day from the date of publication of this notice till the conclusion of the annual general meeting.

The Directors are not interested, directly or indirectly, in the above special businesses, other than as Directors and shareholders of the Company.