



KOHAT TEXTILE MILLS LIMITED NOTICE OF 59TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **59th Annual General Meeting** of **Kohat Textile Mills Limited** (the Company) will Insha'Allah be held on **Friday, October 24, 2025** at **11:00 a.m.** at its registered office, **APTMA House Tehkal Payan, Jamrud Road, Peshawar**, to transact the following business:

• **ORDINARY BUSINESS:**

1. To confirm the minutes of the last Annual General Meeting of the Company held on October 25, 2024.
2. To receive, consider and adopt the annual audited Financial Statements of the Company together with the Chairman's Review, the Directors' and Auditors' Reports thereon for the year ended June 30, 2025.
3. To approve final cash dividend 10% i.e. Re. 1/- per share for the year ended June 30, 2025 as recommended by the Board of Directors, in addition to Re.1/- interim cash dividend already paid during the year.
4. To appoint auditors and fix their remuneration for the year ending June 30, 2026. A notice pursuant to the provisions of sub-section (2) of section 246 of the Companies Act, 2017 is hereby given that the Board upon recommendation of the Audit Committee has recommended the name of M/s Shinewing Hameed Chaudhri & Co., Chartered Accountants, who being eligible, have offered themselves for re-appointment as external auditors of the company after obtaining their consent.

• **SPECIAL BUSINESS:**

5. To consider and if deemed fit, approve and ratify the transactions already executed and to be executed by the Company with the related parties in its ordinary course of business by passing the following special resolution:-

"RESOLVED THAT the Company be and is hereby authorized to share common expenses with its associated companies including M/s. Saif Textile Mills Limited. The common expenses may include but not limited to office rents, administrative salaries, utility expenses, repair and maintenance and other miscellaneous expenses etc. (collectively the "Administrative Expenses"), in respect of its joint offices.

RESOLVED FURTHER THAT the transactions entered into by the Company in its ordinary course of business with the related parties during the year ended June 30, 2025 as disclosed in notes to the Financial Statements are hereby ratified and approved.

ALSO RESOLVED THAT the Chief Executive of the Company be and is hereby authorized to execute/ approve all the transactions to be carried out in its ordinary course of business with Related Parties during the ensuing year ending June 30, 2026 and in this connection the Chief Executive be and is hereby also authorized to take any and all necessary actions and to sign execute any and all such documents/indentures as may be required in this regard on behalf of the Company."

A statement of material facts as required under Section 134(3) of the Companies Act, 2017 in respect of Special Business to be transacted at the Annual General meeting is annexed.

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

BY ORDER OF THE BOARD

Umar Shahzad
Company Secretary

Peshawar, October 02, 2025

NOTES:

1. The Shares Transfer Books of the Company will remain closed from **October 18, 2025** to **October 24, 2025** (both days inclusive). Transfers received in order at the office of the Company's Shares Registrar M/s Hameed Majeed Associates (Pvt) Limited, HM House, 7-Bank Square, Lahore by the close of business on dated **October 17, 2025** will be treated in time.

2. **Circulation of Annual Report through QR Code and through Web-link:** In accordance with Section 223 of the Companies Act, 2017 and pursuant to SRO 389(I)/2023 dated 21 March 2023 of the Securities & Exchange Commission, the Company obtained members' approval at the 57th Annual General Meeting held on 27 October 2023 to circulate the Annual Report to members through a QR-enabled code and web-link. The Annual Report is available on the Company's website and can be downloaded through the following QR code and web-link.

<https://kohattextile.com/investor-information/#rep>



3. The Company has electronically transmitted the Annual Report 2025 via email to members whose email addresses are available with the Company's Share Registrar, M/s Hameed Majeed Associates (Pvt) Limited while printed notices of the AGM, along with the web link and QR code to download the Annual Report, have been sent to members whose email addresses are not available. The Company will provide hard copies of the Annual Report to any member upon request, at their registered address, free of cost, within one week of receiving such a request, if the request is made by the member using the standard request form available on the Company's website or by email at ca.ktml@saifgroup.com.
4. Members or proxies who wish to attend the AGM via video link or other electronic means are requested to email the Company a clear copy of both sides of their valid Computerized National Identity Card (CNIC) along with their Name, Folio Number, Cell number, and Number of Shares held. Please use the subject '**Registration for AGM of KTM**' and send this information/document to umar.shahzad@saifgroup.com at least 48 hours before the time of the AGM. Only those members whose names appear in the Register of Members of the Company as at October 17, 2025, will be entitled to attend and vote at the AGM.
5. A member entitled to attend and vote at the meeting may appoint another person/member as a proxy to attend, speak and vote on behalf of him/her. Forms duly stamped with Rs.50/- revenue stamp, signed and witnessed by two persons, in order to be valid must be received at the Registered Office of the Company not later than 48 hours before the time of holding the meeting.
6. Any individual beneficial owners of CDC, entitled to attend and vote at the meeting must bring his/her CNIC or passport to prove his/her identity and the proxy shall produce his/ her original CNIC or passport. In case of corporate members, the Boards' resolution or power of attorney with specimen signatures of the nominee shall require to be produced at the time of the meeting.
7. Members are requested to submit an attested photocopy of their valid Computerized National Identity Cards (CNICs) as per SECP's direction, if not provided earlier.
8. Change in Address: Members are requested to promptly notify any change in their address.
9. **E-Voting / Voting by Postal Ballot:** The Company shall provide its members with facilities for e-voting and voting by postal ballot for all businesses classified as special business, in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.

E-Voting Procedure: a) Details of the e-voting facility will be shared through an e-mail with those members who have their valid CNIC numbers, cell numbers and registered e-mail address available in the register of the members of the Company by the close of business on October 17, 2025. b) E-voting facility will be available to eligible members from October 21, 2025, 9:00 am and shall close on October 23, 2025 at 5:00 pm. c) Members can cast their votes at any time in this period. Once the vote on a resolution is cast by a member, he/she shall not be allowed to change it subsequently.

10. Pursuant to Section 132(2) of the Companies Act, 2017 if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail such facility, please fill the following form and submit to the registered address of the Company atleast seven (07) days before the date of the annual general meeting.

I/ We, _____ of _____, being a member of Kohat Textile Mills Limited, holder of _____ Ordinary Shares as per Register Folio No. / CDC A/C No. _____ hereby opt for Video Conference facility at _____.

Signature of member

11. DIVIDEND PAYMENTS THROUGH ELECTRONIC MODE:

In order to receive the future dividends through electronic mode as per requirements of Section 242 of the Companies Act, 2017, members are requested to provide the following detail to our share registrar M/s Hameed Majeed Associates (Pvt.) Limited:

Name of Member	
Folio / CDS Account No.	
CNIC	
Email	
Title of Bank of Account	
Bank Account (IBAN) Number (24-Digits)	
Bank's Name	
Branch Name and Address	
Contact No.	

12. Pursuant to Section 244 of the Companies Act, 2017 any shares issued, or dividend declared by the Company which remains unclaimed or unpaid for a period of three years from the date it became due and payable shall vest with the Federal Government after compliance with the procedures prescribed under the Companies Act, 2017. Members, who for any reason, could not claim their dividend, are advised to contact our Share Registrar M/s Hameed Majeed Associates (Pvt.) Limited, HM House, 7-Bank Square, Lahore and collect/ enquire about their unclaimed dividend. In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedures, all such dividend(s) appearing as outstanding for a period of 3 years or more from the date due and payable shall be deposited to the Federal Government.
13. As per Section 72 of the Companies Act, 2017 every company is required to replace its physical shares with book-entry form. Members having physical shares are therefore requested to open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into book-entry form. This will facilitate them in many ways including safe custody/online trading of shares, easy transfer of ownership, no risk of damage/lost/duplicate shares, instant credit of entitlements (bonus/right issue) etc.
14. As per SECP's SRO 452 dated March 17, 2025, no gifts shall be distributed at the General Meetings.

STATEMENT OF MATERIAL FACTS U/S 134(3) OF THE COMPANIES ACT, 2017

Agenda no. 5:

The transactions conducted with associated companies require the approval of the Board on the recommendation of the audit committee on the quarterly basis pursuant to clause 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019. However, since a majority of the company's directors were interested in the said 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 207 of the Companies Act, 2017, thus, these transactions are being placed before the members for their approval.

KOHAT TEXTILE MILLS LIMITED BALLOT PAPER FOR VOTING THROUGH POST

For the Special business at the Annual General Meeting to be held on **Friday, October 24, 2025 at 11:00 a.m.** at its registered office, **APTMA House, Tehkal Payan, Jamrud Road, Peshawar**, as well as through electronic means.

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

ca.ktml@saifgroup.com

Name of shareholder/joint shareholders	
Registered Address	
Folio /CDC Participant / Investor ID with sub-account No.	
Number of shares held	
CNIC / Passport No. (in case of foreigner) (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	
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 conveying my/our assent or dissent to the following resolutions by placing tick (✓) mark in the appropriate box below:

S. No.	Agenda / Description of Resolutions	I/we assent to the Resolution(s) (FOR)	I/we dissent to the Resolution(s) (AGAINST)
1.	<p>Agenda item no. 5</p> <p>To ratify and approve transactions entered into by the Company with related parties in its ordinary course of business by passing the following special resolution: -</p> <p>“RESOLVED THAT the Company be and is hereby authorized to share common expenses with its associated companies including M/s. Saif Textile Mills Limited. The common expenses may include but not limited to office rents, administrative salaries, utility expenses, repair and maintenance and other miscellaneous expenses etc. (collectively the “Administrative Expenses”), in respect of its joint offices.</p> <p>RESOLVED FURTHER THAT the transactions entered into by the Company in its ordinary course of business with the related parties during the year ended June 30, 2025 as disclosed in notes to the Financial Statements are hereby ratified and approved.</p> <p>ALSO RESOLVED THAT the Chief Executive of the Company be and is hereby authorized to execute/ approve all the transactions to be carried out in its ordinary course of business with Related Parties during the ensuing year ending June 30, 2026 and in this connection the Chief Executive be and is hereby also authorized to take any and all necessary actions and to sign execute any and all such documents/indentures as may be required in this regard on behalf of the Company.”</p>		

NOTES:

1. Duly filled postal ballot should be sent to the Chairman of **Kohat Textile Mills Limited** at **4th Floor, Kashmir Commercial Complex, Fazal-e-Haq Road, Blue Area, Islamabad, Pakistan.** or
(Email: ca.ktml@saifgroup.com)
2. Copy of CNIC/ Passport No. (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach the Chairman within business hours by or before October 23, 2025. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC/ Passport No. (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. This postal Ballot paper is also available for download from the website of Kohat Textile Mills Limited at www.kohattextile.com. Members may download the Ballot paper from the website or use an original/photocopy published in newspapers.

Signature of shareholder(s)/ Proxy Holder(s)/Authorized Signatory
(in case of corporate entity, please affix company stamp)

Place: _____

Date: _____