

ALI ASGHAR TEXTILE MILLS LIMITED
Notice of 55th Annual General Meeting

Notice is hereby given that the 55th annual general meeting of Ali Asghar Textile Mills Limited will be held at 306-308 Unitowers, I.I. Chundrigar road, Karachi on October 28, 2021 at 2 P.M. sharp to transact the following business:

ORDINARY BUSINESS

To confirm minutes of the last General Meeting held on October 27, 2020. To receive, consider and adopt audited Accounts for the year ended 30th June 2021 together with Auditor's and Director Report thereon.

1. To confirm minutes of the last Annual General Meeting held on 27th October 2020.
2. To receive, consider and adopt audited accounts for the year ended 30th June 2021 together with Auditor's and Director Report thereon.
3. To appoint auditors for the year ended June 30, 2022 and to fix their remuneration.
4. To transact any other business with the permission of the Chair.

SPECIAL BUSINESS:

5. To approve by way of special resolution with or without modification the following resolution in respect of related party transaction in terms of Section 208 of the Companies ACT. 2017.
6. (i)RESOLVED THAT the related parties transactions conducted during the year as disclosed in the note 31 of the unconsolidated financial statements for the year ended June 30, 2021 be and are hereby ratified, approved and confirmed.

(ii)RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to approve the transaction to be conducted with Related Parties on case to case basis during the financial year ending June 30, 2022.

“FURTHER RESOLVED that transactions approved by Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval

By the order of Board

Abdullah Moosa
Company Secretary

Dated: October 4th October 2021

Notes:

The Share Transfer Books will remain closed and no transfer of shares will be accepted for registration from October 22nd to October 28th (both days inclusive).

1. Participation in the annual general meeting:

A member entitled to attend and vote at this meeting is entitled to appoint another member/any other person as his/her proxy to attend and vote.

2. Duly completed instrument of proxy, and the other authority under which it is signed, thereof, must be lodged with the secretary of the company at the company's registered office at least 48 hours before the time of the meeting.

3. Necessary Provision of email and physical mailing address and other material information:

As per SRO 787(I)/2014 of SECP, each TRE Holder/Shareholder who desire to receive soft copy of accounts is requested to update his/her email address with the share registrar and opt for the soft copy of financial results of The Company, so all the results and material information could be transferred in more quicker and better way and any change of address of TRE Certificate holder should be immediately notified to the company's share registrars, C&K Management Associates (PVT) Limited, Address: 404- Trade Tower, Abdullah Haroon Road Near, Metropole Hotel, Karachi-75530, Phone: 35687839, 3568593

4. The CDC account holders will further have to follow the under-mentioned guidelines as laid down by 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 computerized national identity card (CNIC) or original passport at the time of attending the meeting.

ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the 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 accordingly.

ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

iii) Attested copies of CNIC or the passport

iv) The proxy shall produce his/her original CNIC or original passport at the time of meeting.

v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted along with proxy form to the company.

5. Accounts of the company and other material information should be provided on the website www.aatml.com.pk

6. COVID 19 Related Contingency Planning for AGM:

In view of the prevailing and worsening situation and ensuring the health safety of our shareholder due to pandemic COVID-19 and in line with the direction issued to listed companies by the Securities & Exchange Commission of Pakistan vide is Circular No.4 of 2021 dated February 15, 2021 and subsequent Circular No.6 of 2021 dated March 03, 2021, the company intend to convene this AGM virtually via video conference facility which ensuring compliance with the quorum requirements and request to the Members to consolidate their attendance and voting at the AGM through proxy To special arrangement for attending the AGM through electronic means will be as under:

- a) AGM will be held through Zoom application via a video link facility.
- b) Shareholder/proxy holders interested in attending the AGM through Zoom application are hereby requested to get themselves registered with the Company Secretary office by sending an e-mail with subject: "Registration for AGM" at the earliest but not later than 21st October 2021 on email (aatml@cyber.net.pk) along with a valid copy of both side of CNIC.

Shareholder/Proxy holders are advice to mention their Name, Folio/CDC Account Number, CNIC Number and Cell number.

Upon receipt of the above information from the interested shareholders, the Company will send the login credentials at their email address. On the date of AGM, shareholders will be able to login and participate in the AGM proceedings through their smart phones/computer devices. The login facility will be opened at 1:30 p.m. on October 28, 2021 enabling the participants to join the proceedings which will start at 2:00 p.m. sharp.

STATEMENT MATERIAL FACTS UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017

1. Relating to item Number 5(i) of the notice-Ratification and approval of the related party transactions.

The company carries out transaction with its associates and related parties in accordance with its policies, applicable laws, regulations and with approval of board of directors of the company. However, during the year some of the Company's Directors are interested in certain transactions (by virtue of being the shareholder of common directorship), therefor due to absent of requisite quorum for approval in Board of Directors meeting, these transactions are being placed for the approval by shareholders in the Annual General Meeting.

All transactions with related parties to be ratified have been disclosed in the note 42 to the unconsolidated financial statements for the year ended 30th June 2021.

The company carries out transactions with its related parties on an arm's length as per the approved policy with respect to 'transactions with related parties' in the normal

course of business and periodically reviewed by the Board Audit Committee. Upon the recommendation of the board, Audit Committee, Upon the recommendation of the Board Audit Committee, such transactions are placed before the board of directors for approval.

Transactions entered into with the related parties include, but are not limited to, sale and purchase of goods, dividends paid and received, investments made (in accordance with the approval of shareholders and board where applicable) and sharing of common expenses.

The nature of relationship with these related parties has also been indicated in the note 31 to the unconsolidated financial statements for the year ended 30th June 2021.

2. Relating to Item Number 5 (ii) of the notice- Authorization for the Board of Directors to approve the related party transaction during the year ending 30th June 2022.

The Company shall be conducting transactions with its related parties during the year ended 30th June 2022 on an arm's length basis as per the approved policy with respect to 'transaction with related parties' in the normal course of business some Directors are interested in these transactions due to their common directorship substantial shareholding in the subsidiary/associated companies. In order to promote transparent business practices, the Board of Directors seeks authorization from the shareholders to approve transactions with the related parties from time-to-time on case to case basis for the year ended 30th June, 2022 and such transactions shall be deemed to be approved by the Shareholders. The nature and scope of such related party transactions is explained above. These transactions shall be placed before the shareholders in the next AGM for their formal approval/ratification.