



D.M. Textile Mills Limited

Westridge, Rawalpindi - Pakistan.

E-mail: dmtm@dmtextile.com.pk Website: dmtextile.com.pk
dmtextilemills@yahoo.com

D.M. TEXTILE MILLS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at factory premises at Industrial Area, Westridge, Rawalpindi, **on Saturday, October 28, 2017 at 03:00 PM** to transact the following business:

ORDINARY BUSINESS

1. To confirm the Minutes of the last Annual General Meeting held on 31 October 2016
2. To receive, consider and adopt the annual audited accounts of the company for the year ended June 30, 2017 together with Chairman's review, directors', and auditors' reports thereon.
3. To appoint auditors and fix their remuneration. Retiring auditors M/s. Riaz Ahmad & Company being eligible offer themselves for re-appointment.

SPECIAL BUSINESS

To consider and if deemed fit, to pass the following resolution(s) as ordinary resolution(s), with or without any modification, addition or deletion in terms of section 183(3)(a) of the Companies Act, 2017.

1. **Revalidation of Approval for Sale of Land & Building**
Resolved that, "Ordinary Resolution pertaining to sale of approx 07.19 Kanal land comprising open area and old worker quarters passed by the AGM held on 31 October 2016 be and is hereby revalidated for one year from the date of passing of this resolution".

Further resolved that, "Board of Directors of the Company or their nominee(s) as the board of directors may from time to time specially designate for the purpose, be and are hereby severally authorized to take any or all actions necessary or conducive for fulfilling any requirement or in implementation thereof including, without limitation, to negotiate, finalize and execute as applicable any and all contracts, instruments, power of attorney, notices, certificates, documents (of whatever nature and description) for or in connection with the aforesaid, issue any notices seek any approvals, make any filings and do all such acts, deeds and things as they may deem necessary and / or expedient".



D.M. Textile Mills Limited

Westridge, Rawalpindi - Pakistan.

E-mail: dmtm@dmttextile.com.pk Website: dmttextile.com.pk
dmttextilemills@yahoo.com

2. Renting of Surplus Covered Area / Godowns.

Resolved that, "Ex-post facto approval for renting-out of surplus covered area measuring approx 100,000 Sqft comprising of old mill building & godowns, within the Mills premises situated at Westridge Industrial Area Rawalpindi, be and is hereby granted".

Further resolved that, "Board of Directors of the Company or their nominee(s) as the Board of Directors may from time to time specially designate for the purpose, be and are hereby severally authorized to rent-out the remaining surplus covered area through negotiations, in such lot or lots and in such manner and on such basis and on such terms and subject to such conditions and for such conditions as may be determined by the Board of Directors of the Company".

3 Revalidation of approval for Sale of Plant & Machinery & other surplus assets.

Resolved that, "Ordinary Resolution pertaining to sale of plant and machinery & other surplus assets of the Company passed by the AGM held on 03 November 2012 be and is hereby revalidated upto 30-06-2017".

Further resolved that, "Ex post facto approval for the sale of plant and machinery & other surplus assets sold by 30-06-2017 as disclosed in the financial statements of the respective years be and is hereby granted".

GENERAL BUSINESS

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

Statement of material facts under section 134(3) of the Companies Act, 2017 is being sent to the members along with notice of AGM.

By the order of the Board

Rao Khalid Pervaiz
(Director)

Date: 06 October 2017



D.M. Textile Mills Limited

Westridge, Rawalpindi - Pakistan.

E-mail: dmtm@dmtextile.com.pk Website: dmtextile.com.pk
dmtextilemills@yahoo.com

Notes:

1. The members' register will remain closed from **21 October 2017 to 28 October 2017** (both days inclusive). Transfers received at Share Registrar Office, Corplink (Pvt) Ltd, Wings Arcade, 1-K Commercial, Model Town, Lahore or our registered office by the close of business on 20 October, 2017 will be entertained.
2. A member eligible to attend and vote at this meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the registered office not later than 48 hours before the time for holding the meeting.
3. Shareholders are requested to immediately notify the change in address, if any.
4. CDC account holders will further have to follow the guidelines as laid down in circular No.1 dated January 26, 2000 issued 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/her 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 signatures of the nominee shall be produced (unless it has been provided earlier) 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 as per the above requirement.
 - 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 of the beneficial owners and the proxy shall be furnished with the proxy form.



D.M. Textile Mills Limited

Westridge, Rawalpindi - Pakistan.

E-mail: dmtm@dmtextile.com.pk Website: dmtextile.com.pk
dmttextilemills@yahoo.com

- iv). The proxy shall produce his original CNIC 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 signatures shall be submitted (unless it has been provided earlier) along with proxy form to the company.

Financial Statements for the year ended 30-06-2017 are being uploaded on the website of the Company www.dmtextile.com.pk.

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

Textile industry especially old units have been passing through severe crises for the past few years due to market recess and high energy cost and rising cost of production etc.

Company is facing financial problems and has to pay the liabilities of the financial institutions, raw material suppliers, store suppliers, employees, debt providers, EOBI, Social Security, Cantonment Board and income taxes etc. Therefore, it is appropriate to dispose off the said piece of land. The Board of Directors of the Company in their meeting held on April 20, 2016 & 06 October 2017 after due consideration has decided to sell approx 07.19 Kanal piece of land comprising about 40 years old worker quarters and open area of the company subject to consent of members of the company in general meeting and clearance from the banks/financial institutions where such assets are under lien/charge.

1. Members of the Company in their meeting held on 31 October 2016 granted approval for sale of this piece of land/building. Due to non-availability of good buyer(s), these assets could not be sold.

The information required under Notification SRO No. 1227/2005 dated 12 December 2005 is as follow:

<u>Description</u>	<u>Owner/Leased Assets/Rupees</u>
Detail of Assets to be sold	07.19 Kanal Land comprising open area and old worker quarters



D.M. Textile Mills Limited

Westridge, Rawalpindi - Pakistan.

E-mail: dmtm@dmtextile.com.pk Website: dmtextile.com.pk
dmttextilemills@yahoo.com

Location	Factory premises, Westridge Industrial Area, Rawalpindi
Cost of Land & building	Rs.4,721,085/=
Book Value	Rs.60,650,523/=
Revalued amount	Rs.39,559,100/=
Approximate current market price/ fair value	Rs. 33,625,235/=

It is proposed to place the resolution as mentioned at Agenda No. 1 of Special Business above for approval of members in the AGM.

2. Due to closure of Mills, Company has surplus approximate 150,000 Sqft. covered area (including old Mill building, godowns & worker's residential halls/rooms) situated at Mills premises, Westridge Industrial Area Rawalpindi. To meet the fixed expenses and repayment of company's liabilities, with the approval of the Board, management rented out approx 100,000 sqft. surplus covered area gradually during the last years, proper disclosures were made in the financial statements. Rest of the surplus covered area is in more depleted condition and needs repairing before it could be rented-out. To fulfill the compliance with relevant rules & regulations, member's ex- post facto approval is required. Rental income during the last years was as under:
2013 - Rs. 2.841 Million, 2014 – Rs. 3.036 Million,
2015 – Rs.6.574 Million, 2016 – Rs.10.899 Million, 2017 – Rs.12.388 Million

It is proposed to place the resolution as mentioned at Agenda No. 2 of Special Business above for approval of members in the AGM.

3. Members in their meeting held on 03 November 2012 granted approval for sale of plant and machinery and other surplus assets under section 196(3)(a) of the Companies Ordinance, 1984. The management could not sell the approved plant & machinery within one year as good buyers were not available. Accordingly, Management partially sold its old and obsolete plant & machinery and other surplus assets with the approval of the Board and made proper disclosures in the financial statements of respective years upto 30-06-2017. Approvals under SRO 1227/2005 dated 12 December 2005 need revalidation of members after



D.M. Textile Mills Limited

Westridge, Rawalpindi - Pakistan.

E-mail: dmtm@dmtextile.com.pk Website: dmtextile.com.pk
dmtextilemills@yahoo.com

completion of every one year. Hence, member's ex-post facto approval is required to revalidate their resolution dated 03 November 2012.

Year wise details of sold plant and machinery & other surplus assets is given as under:-

2014-15

Description	Book Value Rs.	Sale Proceeds Rs.
Plant, Machinery & Equipment	25,016,833	28,135,600

2015-16

Description	Book Value Rs.	Sale Proceeds Rs.
Plant, Machinery & Equipment	27,327,536	21,625,000

2016-17

Description	Book Value Rs.	Sale Proceeds Rs.
Plant, Machinery & Equipment	11,647,625	11,645,000

It is proposed to place the resolution as mentioned at Agenda No. 3 of Special Business above for approval of members in the AGM.

As per requirement, additional information with respect to sale/renting of assets is as under:

The proposed manner of disposal/renting

Outright sale/renting and/or through any other mean (advertisement for tenders, quotations, bids etc), to be sold/rented in a transparent manner.

Reason for the disposal/sale/renting

To pay off the liabilities of the Company

Benefits expected to accrue to the shareholders

The sale proceeds/rental income will be used to decrease the financial liabilities/over due payments to avoid litigations.

Purchase : (92-51) - 5181980
Accounts : (92-51) - 5181981
Mills Gate: (92-51) - 5181982

Chief Executiv : (92-51) - 5181977-78
Sales : (92-51) - 5181975
Fax : (92-51) - 5181979



D.M. Textile Mills Limited

Westridge, Rawalpindi - Pakistan.

E-mail: dmtm@dmtextile.com.pk Website: dmtextile.com.pk
dmttextilemills@yahoo.com

Nature and extent of interest, if any,
of Directors

None of the Directors have any
direct or indirect interest in the
sale/disposal/renting of the said assets
except as shareholders of the Company

Availability of Relevant Documents:

The documents pertaining to above resolutions are available for inspection at the registered office of the company on any working day upto 27 October 2017 during business hours and also at the time of meeting.

By the order of the Board

Rao Khalid Pervaiz
(Director)

Date: 06 October 2017