

# **Towellers Limited**

TOWELLERS HOUSE, W.S.A 30-31, BLOCK 1, FEDERAL'B' AREA, KARACHI-75950, PAKISTAN

20 +92-21-36322500 36325500, 36323434 36323100. 36326600 36326500

+92-21-36314884

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+92-324-8282371

+92-301-8240064

towellers@towellers.com www.towellers.com

October 4<sup>th</sup> 2021

The General Manager Pakistan Stock Exchange Ltd. Stock Exchange Building Stock Exchange Road. Karachi

### Subject: Notice of Annual General Meeting to be Published in newspaper

Dear Sir

Please refer to your Post ID: 167633 dated June 2<sup>nd</sup> 2021.

Enclosed pleased find copies of the Notice of our Annual General Meeting to be held on Wednesday October 27th 2021 at 3:30 p.m. and will be published in daily Business Recorder (English) and Nawa-e-Waqt (Urdu) combined editions Karachi/Lahore on tomorrow dated October 5<sup>th</sup> 2021.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours sincerely, For Towellers Limited

M. Farhan Adil

**Company Secretary** 

Encl: As stated above



## **Towellers Limited**

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#### <u>TOWELLERS LIMITED</u> Notice of Annual General Meeting.

Notice is hereby given that the Forty Eight Annual General Meeting of the Company will be held at Towellers House WSA, 30-31, Block-1 Federal B Area Karachi on Wednesday October 27<sup>th</sup> 2021 at 3:30 p.m to transact the following business. Please note that the meeting can also be attended through Video Conference/link.

#### ORDINARY BUSINESS:

- 1. To confirm the minutes of the Annual General Meeting held on Tuesday 27<sup>th</sup> October, 2020.
- 2. To receive consider and adopt the Audited Financial Statements of the Company for the year ended June 30<sup>th</sup> 2021 together with Auditor's and Director's Reports.
- 3. To elect eight Directors of the Company as fixed by the Board for a term of three years commencing from the date of election i.e. October 27<sup>th</sup> 2021 in accordance with section 159 of the Companies Act, 2017. The following Directors are retiring and are eligible for re-election.
  - 1. Mehreen Obaid Agha 2. Mahjabeen Obaid 3. Sana Bilal 4. Hadeel Obaid
  - 5. Zeeshan K. Sattar 6. Abdul Jalil Shariff 7. Vally Tariq Rangoonwala 8. Muhammad Sarfraz
- 4. To appoint Auditors for the ensuing year and fix their remuneration.

#### OTHER BUSINESS:

5. Any other business with the permission of the Chair.

A Etatement pertaining to the material facts is being sent to the shareholders along with this notice.

Company Secretary

Karachi: October 1<sup>st</sup> 2021. NOTES:

1. The share transfer Books of the Company will remain closed from October 20<sup>th</sup> 2021 to October 27<sup>th</sup> 2021 (Both days inclusive).

- 2. A member entitled to attend, speak and vote at this AGM shall be entitled to appoint another member as a proxy to attend and vote on him / her behalf. The Instrument appointing Proxies must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting.
- 3. In light of the threat by the prevailing coronavirus (COVID-19) situation the Securities & Exchange Commission of Pakistan vide Circular No 4 of 2021 dated February 15, 2021 and subsequent Circular No 6 of 2021 dated March 03, 2021, the Company has decided to hold Annual General Meeting (AGM) through electronic means in order to protect the well- being of the shareholders.
- 4. Shareholders interested in attending the AGM through Video Conference/Link, are requested to get themselves registered with the Company Secretary office by providing the following detail at the earliest but not later than 24 hours before the time of AGM with subject Registration for Towellers Limited AGM, In case any member who want to attend the AGM personally are advise to follow SOPs for COVID -19 prescribed by the Government.

A) Mobile/WhatsApp: 03008205172 and E-mail : <u>farhan@towellers.com</u>. <u>Shareholders</u> are advised to mention Name, CNIC Number, Folio/CDC Account Number, Cell number and email ID for identification. The Company will send the login credentials at their e-mail address on the date of meeting Shareholders can also provide their comments/suggestions for the proposed agenda item of the AGM on above email or Whatsapp No.

- 5. CDC Account Holders will also have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and change Commission of Pakistan.
- 6. Any person who seeks to contest the election of Director shall file with the Company not later than 14 days before the date of meeting at which elections are to be held, a notice of his/her intention to offer himself/herself for election as Director in terms of section 159(3) of the Companies Act 2017, along with (a) Duly filed and signed consent on Form 28 (b) Profile, along with attested copy of valid CNIC/Passport(c) Declaration that (i) he/she is not ineligible to become director of a company under Companies Act 2017(ii) he/she is not serving as director on more than seven listed companies including this Company (iii) he/she is aware of duties and powers of directors under Companies Act, 2017 other laws/regulations and Memorandum & Articles of Association of the Company(d) persons contesting as Independent Director shall also submit a declaration that he/she qualifies the criteria of independence as laid down in section 166 of the Companies Act, 2017.
- 7. Pursuant to Companies (Postal Ballot) Regulations, 2018, for the purpose of election of directors, where in case number of contestants are more than the number of directors to be elected, members will be allowed to exercise their right to vote through postal ballot, that is voting by post in accordance with the requirements and procedures contained in the aforesaid Regulations.

### STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

1. The Board of Directors in its meeting held on 21<sup>st</sup> September 2021, has fixed the number of directors to elected as eight (8) for the period of the next three years.

For Independent Directors, consent papers will be accepted from only those persons who fulfil the criteria of independence as laid down in section 166 of the Companies act, 2017.



#### Size 30cm x 2col 4-10-2021 Towellers Limited Towellers House, W.S.A. 30-31, Block-1, Federal 'B' Area, Karachi - 75950 NOTICE OF ANNUAL GENERAL MEETING Notice is hereby given that the Forty Eighth Annual General Meeting of the Company will be held at Towellers House, W.S.A, 30-31, Block-1, Federal B Area, Karachi on Wedne October 27th, 2021 at 3:30 p.m. to transact the following business. Please note that the Meeting can also be attended through Video Conference/Link. ORDINARY BUSINESS: 1. To confirm the minutes of the Annual General Meeting held on Tuesday, 27<sup>th</sup> October, 2020. 2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30<sup>th</sup>, 2021 logether with the Auditor's and Director's Reports 3. To elect eight Directors of the Company as fixed by the Board for a term of three years commencing from the date of election, i.e., October 27th, 2021 in accordance with Section 159 of the Companies Act, 2017. The following Directors are retiring and are eligible for re-election. 1. Mehreen Obaid Agha 2. Mahjabeen Obaid 3. Sana Bilal 4. Hadeel Obaid 5. Zeeshan K. Sattar 6. Abdul Jalil Shariff 7. Vally Tariq Rangoonwala 8. Muhammad Sarfaraz 4. To appoint Auditors for the ensuing year and fix their remuneration. OTHER BUSINESS: 5. Any other business with the permission of the Chair. A statement pertaining to the material facts is being sent to the shareholders along with this notice. M. Farhan Adil Company Secretary Karachi: October 1st, 2021 NOTES: 1. The Share Transfer Books of the Company will remain closed from October 20th, 2021 to October 27<sup>th</sup>, 2021 (both days inclusive) 2. A member entitled to attend, speak and vote at this AGM shall be entitled to appoint another member as a proxy to attend and vote on his/her behall. The instrument appointing Proxies must be received at the Registered Office of the Company not less than 48 hours before the time of the Meeting. 3. In light of the threat by the prevailing Coronavirus (COVID-19) situation, the Securities & Exchange Commission of Pakistan vide Circular No. 4 of 2021 dated February 15\*; 2021 and subsequent Circular No. 6 of 2021 dated March 03rd, 2021, the Company has decided to hold the Annual General Meeting (AGM) through electronic means in order to protect the well-being of the shareholders. Shareholders interested in attending the AGM through Video Conference/Link are Shareholders interested in attending the AGM through Video Conterence/Link are requested to get themselves registered with the Company Secretary office by providing the following details at the earliest, but not later than 24 hours before the time of the AGM, with the subject 'Registration for Towellers Limited AGM'. In case any members want to attend the AGM personally, they are advised to follow the SOPs for COVID-19 recencibed by the Conceptent. cribed by the Government. A) Mobile/WhatsApp: 0300-8205172 and E-mail: farhan@towellers.com. Shareholders are advised to mention Name, CNIC Number, Folio/CDC Account Number, Cell Number and E-mail ID for identification. The Company will send the login credentials at their e-mail address on the date of the Meeting. Shareholders can also provide their comments/suggestions for proposed agenda items of the AGM on the above e-mail or WhatsApp number. 5. CDC Account Holders will also have to follow the undermentioned quidelines as laid

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#### 4-10-2021 Size 30cm x 2col ٹاولىرز لىمىيٹڈ ٹاولرز باؤس، ڈبلیوایس اے 31-30، بلاک نمبر 1، نيدُرلُ بِي الريا، كراچى-75950 اطلاع برائے سالانہ اجلاس عام بذريعة نوش بذا مطلع كياجاتات كه ثادارزلميندُ كا اثرتاليه وال(48) سالانه اجلاس عام، 27 اكتوبرا 202. بروز بده، مد بير3:30 بيج، بمقام ذبليوالس ايه،31-30، بلاك-1، فيذرل بي ايريا، كراي، مندرجہ ذیل أمور كى انجام دبنى كے ليے منعقد ہوگا۔ داختے رب كه اس اجلاس ميں دؤيو كانفرنس أنك كے ذريع بھی ترکت کی جائلتی ہے: عموى كارروائي: 1- 27 اكتوبر 2020، بروز منظل منعقد وف وال سالان اجاس عام كى كارروائى كى توثيق كرنا-2- مختمه سال30 جون ،2021 کے لیے کپنی ئے آ ڈیٹرزاورڈائر یکٹرز کی رپورٹس کے ہمراہ تمپنی تے آ ڈی شده مالیاتی کوشوار دل کی دصولی ،ان پرغور دخوض کر نا اور منظوری دینا .. 3- تمين سال كي بدت كيليح كميني كي ذائر يكترز كاانتخاب بذريعه اليكثن منعقد، 27 اكتوبر 2021 - كمينيز آرد نین محربه 2017 کى جن (1) 159 كے تحت بورة آف ڈائر كمٹرز كے مقرر كرد، كمبنى كے فتخب شد، ۋاتر كمرزكى تعداد 8 ب درن ذيل ريلائر بون والف دائر كمرز دوبار، فتخب بون كرابل بول ع. (1) ممرین عبید آغا (2) مدجمین عبید (3) ثنا بال (4) حد مل تبید (5) ذیشان 2-ستار (6) عبد الجلیل شريف (7) ولى طارق رتكون دالا (8) محد سرفراز -4۔ آئندہ سال کے لیے آڈیٹرز کا تقرراوران کے معاوضے کانغین کرنا۔ ويكركاررواني: 5۔ چینز بین اجلاس کی اجازت سے کسی بھی قسم کے دیگر عموی معاملات کی انحام دہی۔ اہم حقائق مے متعلق ایک اشیمنٹ اس نوٹس کے ہمراہ شیئر ہولڈرز کو بھوائی جار دی ہے۔ محدفرجان عادل تېپنى سىكرىيرى كراحي: 01 كتوبر، 2021 نوش: 1 - سمينى كالصص منتقلى كى كمايل، مؤرنة 20 اكتوبر، 2021 تاكتوبر، 2021 بندرييں گى ( دونوں دن شال ہیں)۔ 2- اجلاس میں شرکت کرنے، بولنے اورووٹ کاحق رکھنے والا/والی ہرمبرا پن جگہ کچنی کے کسی دوسر یم مبر کواپن جانب سے اجلام میں شرکت کرنے اور دوٹ دینے کیلئے اپنا نمائندہ مقرر کرسکتا/ کر علق ہے۔ نمائندگی نامہ اجاس کے انعقاد کے وقت ہے کم از کم اڑتا لیس (48) تکھنے پہلے کمپنی کے رجنر ڈ آفس یاشیئر رجنر ار افس میں جمع کراد یاجائے۔ 3۔ کروہا وائری (COVID-19) کی موجودہ صورت حال کی طرف ہے خطر ہے بیٹ نظر سکور شیز اینڈ الميني كيشن آف باكتان كاطرف يد يدر بعد مركل نبر 4، تارة 15 فرورك 2021، بعد من سركل نمبر6 بتار تن 103 مار 2021 کی ہدایات کی روشی میں کمپنی نے شیئر ہولڈرز کی صحت وسامتی کے تتحفظ کے لیے الیکٹرا تک ذرائع سے سالان اجلاس عام منعقد کرنے کا فیصلہ کیا ہے۔ 4۔ ایسے شیئر ہولڈرت، جوہ ڈیوکا نفرنس النگ کے ذریعے سالا نہ اجلاس عام میں شرکت میں دل چہی رکھتے ہوں، درخواست کی جاتی ہے کہ جلداز جلدلیکن سالانہ اجائں عام کے وقت ہے کم از کم 2 2 تحفظ سل جنیک می Registration for Towellers Limited AGM درج کر کے اور کمین سیکرٹری کے افس کودرج فرمل تفصیلات مہیا کر کے خود کورجنر ڈکرائمیں۔ اگر کوئی ممبر ذاتی طور پر سالانہ اجلاس عام میں شر کت کا خواہش مند ہوتو اے تعومت کی طرف ہے کوو یکہ 19 کے لیے مقرر کرد ،SOPs کی بیرو کی کا مشورہ دیا جاتا ہے: (الف) مو بأكر اداش اب :03008205172 اوراني ميل farhan@towellers.com شيئر بولڈرز کو جايت کی جاتی بے کہا ہے نام، #CNIC نمبر، فولید/CDC کا ڈنٹ نمبر، موبائل نمبراور ای میل آئی ڈی این شاخت کے لیے درج کریں۔ کمین AGM کی تاریخ کوان کے ای میں ایڈریس پرالگ ان کے کوائف بیسج کی - شیئر بولدر دمندرد بالا ای میل یا داش ایپ نمبر پر سالا ند اجاب عام کے ب بحوز دا يجند اآتنم ك ليماين آ را اتجاديز فراجم كريسكة بين . 5- ى دى كى الادى بولترد كوسيم رئير ايد المحيق كيش آف باكتان (SECP) كى جانب - 26 جوری 2000 کوجاری کے لئے سر کلر 1 میں درین موایات پر بھی کم کر تا ہوگا۔ 6۔ ڈائر کملر کا انتخاب لڑ نے کا خواہش مندلونی بھی تشق انتخاب کی تاریخ بے 14 دن ہے کم بینے ایک 2017 کی شن 159 (3) کے موالے سے اپنے انتخاب لڑنے کے اراد سے کا نوٹس (الف) با ضابط بُد اورد متخط شدہ فارم 28 پر رضامتدی (ب) تعارف مع #CNIC / پاسپورٹ کی کارآ مدتعدین شدہ کا بی (ج) اعلامیر که (i) وہ مینی ایک 2017 کے تحت سمینی کا ڈائر یکٹر بند کے لیے نااہل نہیں بے (ii) وہ سات ے زائد لعذ کمینز، بشرول اس کمینی کے لیے بطور ڈائر کم خدمات انجام نہیں دے رہا( ۱۱۱ ) وہ کمینیز ا یک ، 2017ادر دیگر توانین/ تواعد دخواد بله ادر کمپنی کے میور غدم اور آرئیل آف ایسوی ایشن کے تحت ڈائر یکٹرز کے فرائض ادرا تقدارات سے آگاہ ب۔ (و)جوافرادخو دیتارڈ ائر یکٹر کے طور پرا تخاب لزرب میں وہ بیاعلامیہ بھی پیش کریں کے کہ وہ کمپنیز ایک 2017 کی شق 166 میں طے کردہ خود فتاری کے معيار پر يورااتر تاب 7- دائر يكمرون كالتخاب كي مقتعد ك ليكينيز (نوشل يلك) ديكوليشنز 2018 كمطابق جهال مقابله کرنے والول کی تعداد منتخب ہونے والے ڈائر کیٹرز کی تعداد سے زیادہ ہو، اراکین کو پوش کے ذریع اپنے ووٹ کا حق استعال کرنے کی اجازت ہوگی ،جس کا مطلب ندکورہ بالا ضابطوں میں شامل نظا ضوں ادرطريقه كار مح مطابق ذاك كور يع دون ذالناب-كېنى ايك،2017 كىش66 (3) كىتى ادى ھائق كاييان ہورڈ آف ڈائر یکٹرز نے 21 تشمبر 2021 کوہونے دالے اپنے اجلاس میں الحظی تمین سالوں کے لیے پتخب ہونے والے ڈائر یکٹرز کی تعداد آ تھ (8) مقرر کی ہے۔

خود مخارد ڈائر کے لیے، رضامندی کے کاغذات صرف ان افراد ۔ قبول کیے جا کی تے جو کہنیز ایک ، 2017 کے سیکش 166 کے مطابق خود تخاری کے معارکہ بورا کرتے ہوں۔