

# ZEPHYR

ZEPHYR TEXTILES LIMITED

3rd Floor, IEP Building, 97-B/D-1, Gulberg III, Lahore, Pakistan.

Tel: +92(42)35782905 | Fax: +92(42)35753202 | Email: info@zephyr.com.pk

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 26th Annual General Meeting of Zephyr Textiles Limited ("ZTL" or "the Company") will be held at the Registered Office of the Company, 3rd Floor IEP Building, 97 B/D-I, Gulberg III, Lahore on Friday, October 27, 2023, at 10:30 AM to transact the following business:

### ORDINARY BUSINESS:

1. To confirm the minutes of the last Extra Ordinary General Meeting dated April 13, 2023.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2023 together with the Chairperson's Review Report, Directors' and Auditor's report thereon.
3. To appoint auditors for the year ending June 30, 2024 and to fix their remuneration. The Board of Directors, on recommendation of the Audit Committee has proposed the appointment of M/s. BDO EBRAHIM & CO., Chartered Accountants, as auditors for the year ending on June 30, 2024.

### SPECIAL BUSINESS:

4. Approval of shareholders of Zephyr Textiles Limited (Company) be and is hereby accorded and the Company be and is hereby authorized to circulate Annual Audited Financial Statements of the Company together with the reports and documents required to be annexed thereto under the Companies Act, 2017 through QR enable code and weblink.
5. To transact any other business with the permission of the Chair.

By Order of the Board



Abdul Jabbar  
Company Secretary

Lahore:

Friday October 06, 2023.

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## NOTE:

### ➤ **BOOK CLOSURE NOTICE:**

Share transfer books of the company will remain closed from October 21, 2023 to October 27, 2023 (both days inclusive) and no transfer will be accepted during this period.

#### **1. Instrument of Proxy**

A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting. The CDC account holders are requested to bring their original CNIC and participant ID to attend the meeting. Form of proxy in English and Urdu languages is attached to the notice of meeting sent to the shareholders.

#### **2. Attendance**

The Company will provide the video-link facility for participation in the meeting. The entitled shareholders interested in attending the Extraordinary General Meeting (EOGM) are requested to get themselves registered with the Company Secretary office at least Seven working days before the holding of the time of EOGM at [corporate.affairs@zephyr.com.pk](mailto:corporate.affairs@zephyr.com.pk) by providing the following details:-

<b>Name of Shareholder</b>	<b>CNIC Number</b>	<b>Folio Number</b>	<b>Cell Number.</b>	<b>Email Address</b>

3. Upon receipt of the above information from interested shareholders, the Company will send the login details at their email addresses. On the EOGM day, the shareholders will be able to login and participate in the EOGM proceedings through their smart phone or computer devices from their any convenient location. The login facility will be opened thirty (30) minutes before the meeting time to enable the participants to join the meeting after identification process and verification process.
4. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CD C") will further have to follow the applicable guidelines as laid down by the Securities and Exchange Commission of Pakistan in Circular No 1 of 2000.
5. Members are requested to be timely notified of any change in their addresses to our independent Share Registrar.
6. **Notice to Shareholders who have not provided CNIC:**

The shareholders who have not yet provided their CNICs are once again advised to provide the attested copies of their CNICs (if not already provided) directly to our Independent Share Registrar at the address given in Note No. 1.

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## **Polling on Special Business Resolutions:**

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 (“the Regulations”) amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan (“SECP”), SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Zephyr Textiles Limited (the “Company”) will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Extraordinary General Meeting to be held on Friday October 27, 2023, at 10.30 AM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

## **Procedure for E-Voting**

- E-Voting facility will be provided by Corplink (Private) Limited, the Share Registrars & Corporate Consultants, acting as E-Voting Services Provider.
- Detail of E-Voting facility will be shared through e-mail with those members of the Company who have valid cell numbers / e-mail addresses available in the Register of Members of the Company by the end of business on October 19, 2023 by Corplink (Private) Limited being the e voting service provider.
- Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- Members shall cast vote for Agenda Items No. 4 through the web portal provided by Corplink (Private) Limited from 9:00 AM {Pakistan Standard Time (“PST”)} October 24, 2023 to till 5:00 PM (PST) October 26, 2023. Votes shall only be casted during the aforementioned schedule. A vote once casted shall not be allowed to be changed.

## **Voting Through Postal Ballot**

- Members may alternatively opt for voting through postal ballot, which has been made available; (i) as attachment to this notice dispatched to each Member and (ii) on Company’s website, i.e. [www.zephyrtextiles.com](http://www.zephyrtextiles.com) ;
- Members casting their votes for Agenda Items No. 4 should send the postal ballot, duly filled in, signed and accompanied with a copy of valid Computerized National Identity Card (“CNIC”) to the Chairman of EOGM at 3<sup>rd</sup> Floor I.E.P Building 97-B/D-1, Gulberg-III, Lahore and/or through email at [corporate.affairs@zephyr.com.pk](mailto:corporate.affairs@zephyr.com.pk). The postal ballot should reach the aforementioned office on or before 5:00 pm, October 26, 2023. Any postal ballot received after this time/date, will not be considered for voting.
- Signature on postal ballot should match with signature on CNIC, NICOP/Passport (In case of foreigner)

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- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

- **Transmission of audited financial statements / notices through email**

As notified by the SECP vide SRO.787(I)/2014 dated September 8, 2014, all listed companies are allowed to circulate audited financial statements along with notice of annual general meetings to its shareholders through their e-mail addresses subject to written consent of the shareholders. Standard Request Form available on the Company's website:

<http://www.zephyrtextiles.com>

- **Transmission of annual financial statements through cd/dvd/usb**

SECP through its SRO.470(I)/2016 dated May 31, 2016 have allowed companies to circulate their annual balance sheet, profit and loss account, auditor's report and directors' report to its members through CD/DVD/USB at their registered addresses. In view of the above the Company has sent its Annual Report to the shareholders in the form of CD/DVD. Any Member can send request for printed copy of the Annual Report to the Company on standard request form placed under the Investor Information section on its website <http://zephyrtextiles.com/investor-information>

- **Unclaimed Dividends:**

As per the provision of section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Company which have remained unclaimed/unpaid for a period of three years from the date on which it was due and payable are required to be deposited with the Commission for the credit of Federal Government after issuance of notices to the shareholders to file their claim. In this regards, a notice to shareholder was sent at their provided addresses and subsequently final notice was Published in newspapers having nationwide circulation.

Shareholders are requested to ensure that their claims for unclaimed dividend and shares are lodged timely. In case, no claim is lodged with the Company in the given time, the Company shall proceed to deposit the unclaimed/unpaid amount and shares with the Federal Government pursuant to the provision of Section 244 (2) of companies Act, 2017.

- **Conversion of Shares into Book Entry Form (CDC)**

Pursuant to provisions of Section 72 of the Companies Act, 2017 (the Act), all shares holders who having their physical shares are requested to convert all physical shares into the book-entry-form (CDC).

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

This statement sets out the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of the Company to be held on 27<sup>th</sup> October, 2023.

### **Agenda Items No. 4 – Approval of Shareholder to circulate Annual Audited Financial through QR enable code and weblink.**

Approval of shareholders of Zephyr Textiles Limited (Company) be and is hereby accorded and the Company be and is hereby authorized to circulate Annual Audited Financial Statements of the Company together with the reports and documents required to be annexed thereto under the Companies Act, 2017 through QR enable code and weblink

### **The following is proposed to be passed as special resolution, with or without any modification:**

**Resolved that** approval of shareholders of Zephyr Textiles Limited (Company) be and is hereby accorded and the Company be and is hereby authorized to circulate Annual Audited Financial Statements of the Company together with the reports and documents required to be annexed thereto under the Companies Act, 2017 through QR enable code and weblink. Also resolved that Chief Executive and / or Company Secretary be and are hereby authorized to do all such acts, deeds and things and take all such actions as may be necessary for implementing this resolution.