



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 44th Annual General Meeting of the shareholders of Crescent Fibres Limited will be held on Thursday the 28th of October, 2021 at 9.30 a.m. at Registered Office of the Company 104-Shadman-1, Lahore to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Accounts of the Company for the year ended 30th June, 2021 together with Auditors and Directors reports thereon.
2. To approve, as recommended by the Board of Directors final cash Dividend @15% i.e. 1.50 per ordinary share for the year ended June30, 2021.
3. To appoint Auditors and fix their remuneration. The retiring auditors M/s. BDO Ebrahim & Company, Chartered Accountants offer themselves for re-appointment.

SPECIAL BUSINESS

4. To approve the remuneration of Chief Executive Officer & Executive Director of the Company and if found appropriate, to pass with or without modification the resolution:

"RESOLVED THAT the Company hereby approves and authorizes the payment of remuneration to Mr. Imran Maqbool, Chief Executive Officer of the Company for a total sum not exceeding Rs.7.03 million per annum and perquisites, retirement benefits admissible under the Company's Rules."

"FURTHER RESOLVED THAT the Company hereby approves and authorizes the payment of remuneration to Mr. Humayun Maqbool, Executive Director of the Company for a total sum not exceeding Rs.7.03 million per annum and perquisites, retirement benefits admissible under the Company's Rules."

5. To ratify and approve transactions conducted with related parties for the year ended June 30, 2021 by passing the following resolution in respect of related party transactions in which the majority of Directors of the Company are interested in terms of Section 207& 208 of the Companies Act, 2017.

"RESOLVED THAT the transactions conducted with related parties as disclosed in the note of the financial statement for the year ended June 30, 2021 and specified in the Statement of Material Information under section 134(3) be and are hereby ratified, approved and confirmed."

6. To authorize the Board of Directors of the Company to approve transactions with related parties for the financial years ending June 30, 2022 by passing the following special resolution with or without modification.

"RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with related parties on case to case basis for the financial year ending June 30, 2022."

"RESOLVED FURTHER that these transactions by the 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."

OTHER BUSINESS

7. To transact any other business of the Company with the permission of the Chair.

September 30, 2021
REGISTERED OFFICE
104-Shadman-1, Lahore,

By Order of the Board
JAVAID HUSSAIN
Company Secretary

NOTES:

1. The Share Transfer Books will remain closed from 20th October, 2021 to 28th October, 2021 (both days inclusive). Transfers received in order at the office of our Share Registrar M/s. Corplink (PVT.) Limited, Wings Arcade, 1-K, Commercial, Model Town Lahore at the closed business on Tuesday 19th October, 2021 will be considered in time for the determination of entitlement of shareholders to cash dividend and to attend the meeting.
2. A member eligible to attend and vote at the Annual General Meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies in order to be valid must be received by the company duly completed not less than 48 hours before the Meeting.
3. CDC shareholders are requested to bring with them their National Identity Cards alongwith participants' ID number and their account numbers at the time of Annual General Meeting in order to facilitate identification. In case of corporate entity, a certified copy of the resolution passed by the Board of Directors/valid Power of Attorney with the specimen signature of the nominee be produced at the time of meeting.
4. Pursuant to SECP Notification S.R.O 787(I)/ 2014 dated September 8, 2014, members may inform the Company to receive the Audited Financial Statements and notices through e-mail by submitting request.
5. In accordance with the provision of Section 242 of the Companies Act, 2017, it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly credit into bank account designated by the entitled shareholders. Shareholders are requested to fill in Electronic Credit Mandate Form available on Company's website www.crescentfibres.com and send duly signed alongwith a copy of CNIC to the Registrar of the Company in case of physical shares. Incase of shares are held in CDC then Electronic Credit Mandate Form must be submitted directly to your Broker or CDC account services.
6. Under Section # 72 of the Companies Act, 2017, the shareholders who hold shares in physical form are required to replace their physical shares with book-entry form within the period to be notified by the SECP. Hence, the shareholders who hold shares in physical form are advised to convert their physical shares in electronic form at their earliest.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017**Agenda No. 4 of the notice—Approval of the remuneration of Chief Executive Officer and an Executive Director.**

The approval is being sought for payment of remuneration to Mr. Imran Maqbool Chief Executive Officer and Mr. Humayun Maqbool, Executive Director of the Company in accordance with their terms and condition of services.

Agenda No. 5 of the notice- Ratification and approval of the related party transactions

Transactions conducted with all related parties have to be approved by the Board of Directors duly recommended by the Audit Committee on quarterly basis pursuant to clause 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019. Certain related parties' transactions require Shareholders approval under Section 207 & 208(to the extent applicable) of the Companies Act, 2017 as a majority of Directors on the Company are interested in the transactions.

Relation with Company	Nature of Transaction	2021 Rupees	2020 Rupees
Associated Companies / undertakings	Sale of Yarn / Cotton	24,912,000	71,054,400
	Insurance premium	22,599,161	14,284,855
	Rent received	676,140	644,280
	Donation Paid	-	100,000
	Retirement benefit plans	Contribution to provident	
Directors/Director Close relatives	Fund	17,468,112	16,336,687
	Rent paid	4,380,000	4,290,000
	Loan received	-	12,730,000
	Remuneration and Other benefits (note 43)	45,160,533	39,463,537

Based on the aforesaid the Shareholders are requested to pass the Resolution with or without modification as stated in the Notice.

Agenda No. 6 of the notice- Ratification and approval of the related party transactions

The Company shall be conducting transactions with related parties during the year ending June 30, 2022 on an arm's length basis. In some of these transactions, including rent, remuneration, sales and others, the majority of Directors have an interest and as such these must be approved by the shareholders under Section 207 & 208(to the extent applicable) of the Companies. The shareholders are being asked to authorize the Board to approve these transactions subject to them placed before the shareholders in the next AGM for their formal approval/ratification.