



PAKISTAN STOCK EXCHANGE LIMITED

PSX/N-6398

NOTICE

November 13, 2018

Reproduced hereunder letter dated November 12, 2018 received from **CHAKWAL SPINNING MILLS LIMITED**, for information of all TREC Holders of the Pakistan Stock Exchange.



CHAKWAL SPINNING MILLS LTD.



ISO 9001:2000
CERTIFIED

7/1, E-3, Main Boulevard, Gulberg - III, Lahore, Pakistan.
Tel: +92-42-35757108, 35717510 - 17 Fax: +92-42-35764036, 35764043, 35757105
Email: ksml@pol.com.pk

November 12, 2018

Mr. Muhammad Ghufan
Deputy General Manager
Pakistan Stock Exchange Limited
Karachi.

Stock Exchange Announcement

Dear Sir,

This refers to your letter no. C-649-2136 dated April 30, 2018 on subject cited above. As desired we hereby are sending you the following documents:

- Certified true copy of special resolution (Form-26) (Annexure-A)
- Certified true copy of SECP approval. (Annexure-B)
- Certified true copy of Form-3 (Annexure-C)
- Certificate from the "Statutory Auditor" (Annexure-D)

Thanking you,

Yours truly,

For Chakwal Spinning Mills Limited


Nadeem Anwar
(Company Secretary)

Copy to:

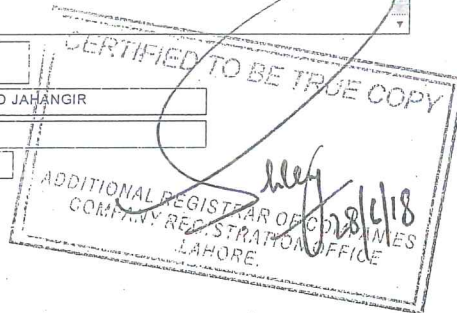
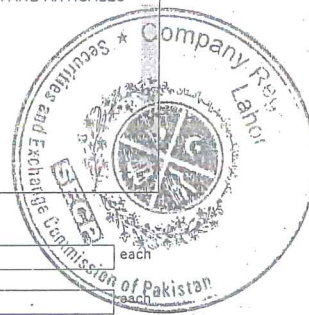
The Director (SSED)
Securities Market Division
Securities & Exchange Commission of Pakistan
Islamabad

SPECIAL RESOLUTION

Please complete in English and Urdu in bold black ink.

Only Pdf files are allowed for attachment

1. Incorporation Number	0017425		
2. Name of the Company	CHAKWAL SPINNING MILLS LIMITED		
3. Fee Paid (Rs.)	600.00	Name & Branch of the Bank	LAHORE, MCB - Main Market Gulberg [0183]
4. Receipt No.	E-2018-789553	Stamp	
5. Date of Dispatch of Notice (DD/MM/YYYY)	09/05/2018		
6. Specify the intention to propose the resolution as Special Resolution	INCREASE IN AUTHORIZED CAPITAL AND ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION		
7. Date of Passing of Special Resolution (DD/MM/YYYY)	31/05/2018		
8. Total Number of Members	1574	Representing	40000000 Shares of Rs. 5.00 each
9. Members Present in Person and/or through proxy in the meeting	27	Representing	17576645 Shares of Rs. 5.00 each
10. Members voted for	27	Representing	17576645 Shares of Rs. 5.00 each
11. Members voted against	0	Representing	0 Shares of Rs. 5.00 each
12. At a general meeting of the members of the said company, duly convened and held at	7/1 E-3 MAIN BOULEVARD GULBERG-II, LAHORE Punjab 54600		
13. Place (City)	LAHORE		
14. Text of special resolution (attach copy, if space is insufficient to reproduce it.)	TEXT OF SPECIAL RESOLUTION IS ATTACHED		
15. Signature of Chief Executive/Secretary			
16. Name of Signatory	KHAWAJA MOHAMMAD JAHANGIR		
17. Designation	Chief Executive		
18. NIC Number	37201-1571530-1		
19. Date (DD/MM/YYYY)	13/06/2018		



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CERTIFIED COPIES OF SPECIAL RESOLUTIONS:

SPECIAL BUSINESS

1. INCREASE IN AUTHORIZED CAPITAL AND ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION

SPECIAL RESOLUTION

Resolved that, the Authorized Share Capital of the Company be and is hereby increased from Rs. 500,000,000/- divided into 100,000,000 ordinary shares of Rs. 5 each to Rs. 700,000,000/- divided into 140,000,000 ordinary shares of Rs. 5 each.

Further resolved that, the figures and words Rs. 500,000,000/- divided into 100,000,000 ordinary shares of Rs. 5 each be and are hereby replaced with the figures and words Rs. 700,000,000/- divided into 140,000,000 ordinary shares of Rs. 5 each in Clause-V of the Memorandum of Association and Article 4(a) of the Article of Association of the Company.

Further resolved that, The Chief Executive Officer or Company Secretary be and are hereby singly authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal and corporate formalities and file all requisite documents with the relevant authorities to effectuate and implement this resolution."



2. ISSUE OF SHARES OTHERWISE THAN RIGHT SHARES

"Resolved that, subject to compliance with the provisions of all applicable laws and requisite regulatory approvals, permissions and sanctions, including the approvals of the Securities and Exchange Commission of Pakistan (the "SECP") under Section 83 (1)(b) of the Companies Act, 2017, approval of the shareholders of the Company be and is hereby accorded to increase the paid up share capital of the Company from Rs. 200 million divided into 40 million ordinary shares of PKR 5 each to Rs. 622.956 million divided into 124,591,200 Ordinary Shares of PKR 5 each by the issuance of additional 84,591,200 Ordinary Shares AT PAR value of PKR 5 each by way of otherwise than right shares at a price of PKR 5 each to the following Directors of the Company against their outstanding loans towards the Company"

Mr. Khawaja Mohammad Jawed . PKR. 124.205 Million
Mr. Khawaja Mohammad Kaleem . PKR. 280.751 Million
Mr. Khawaja Mohammad Jahangir . PKR. 18.000 Million

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Further resolved that, the Chief Executive Officer and / or Company Secretary of the Company, be and are hereby authorized singly and / or jointly ("Authorized Persons") to enter into and execute such documents as may be required in relation to the further issue of shares otherwise than right shares.

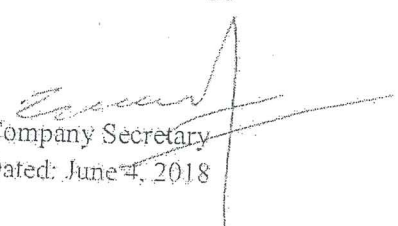
Further resolved that, the Authorized Persons, be and are hereby further authorized singly and / or jointly, to take all steps necessary, ancillary and incidental for the issuance of the shares otherwise than right shares including but not limited to obtaining all requisite regulatory approvals, preparation and circulation of the notice of the General Meeting, preparing the resolutions to be placed before the General Meeting; engaging legal advisor(s) and consultants for the purposes of the above, filing of the requisite application(s), statutory forms and all other documents as may be required to be filed with SECP and any other authority, submitting all such documents as may be required, executing all such certificates, applications, notices, reports, letters and any other document or instrument including any amendments or substitutions to any of the foregoing as may be required in respect of the issue of further shares without right shares and all other matters incidental or ancillary thereto.

Further resolved that, the Company be and is hereby authorized to take all such actions including but not limited to the filing the requisite applications (through the Authorized Persons or their appointed consultants) for seeking permission from the Securities and Exchange Commission of Pakistan and such other regulatory authorities as may be required for issuance of further capital without right offering and all matters relating thereto.

Further resolved that, all acts, deeds, and actions taken by the Authorized Persons pursuant to the above resolutions for and on behalf of and in the name of the Company shall be binding acts, deeds and things done by the Company

Further resolved that, the aforesaid special resolution(s) shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the shareholders, SECP and / or any other regulatory body which suggestion, direction and advice shall be deemed to be part of these Special resolution(s) without the need of the shareholders to pass fresh Special Resolution(s)."

Certified True Copy


Company Secretary
Dated: June 4, 2018

~~CERTIFIED TRUE COPY~~



No.EMD/CI/31/2005-964

September 27, 2018

Mr. Nadeem Anwar,
Company Secretary
Chakwal Spinning Mills limited
7/1, E-3, Main Boulevard Gulberg-III
Lahore
Fax: (042)35764036

Subject: Issue of further shares other than right under section 83 of the Companies Act, 2017

Dear Sir,

Please refer to your letter dated September 19, 2018 and previous correspondence regarding the aforementioned subject.

2. In this connection, the competent authority on the basis of special resolution passed by the shareholders of the Chakwal Spinning Mills Limited ("the Company") in the Extra Ordinary General Meeting (EOGM) held on May 31, 2018, information provided to the Commission and circumstances of the case, has allowed the Company to issue 81,576,200 ordinary shares at par, i.e. Rs. 5.00 per share, by way of shares other than right under clause (b) of subsection (1) of Section 83 of the Companies Act, 2017 to the following:

i.	Mr. Khawaja Mohammad Jawed:	24,841,000 shares
ii.	Mr. Khawaja Mohammad Kaleem:	53,135,200 shares
iii.	Ms. Khawaja Mohammad Jahangir:	<u>3,600,000 shares</u>
	Total	<u>81,576,200 shares</u>

3. Please note that loan amounting to Rs. 15,075,000 (pertaining to loan from Mr. Mohammad Kaleem) remains unverifiable and therefore has not been considered for the aforesaid approval.

4. The aforesaid approval is, however, subject to the following conditions:

- Shares shall be issued within 60 days from the date of this letter under intimation to this office;
- The Company shall inform the Commission within 07 days of the issuance of shares;
- The aforesaid parties shall not divest their shareholding for a period of three years;
- The aforesaid approval for issuance of shares is being given based on the documents/ information provided, relevant laws and regulations and hence the Commission bears no responsibility whatsoever for the (express or implied) agreements between the lenders and the Company.

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[Signature]

5/6

5. It may be noted that the aforesaid is issued without prejudice to the relevant requirements of Securities Act, 2015, if applicable.

6. Please acknowledge receipt.



Abid Hussain
Executive Director
Corporate Supervision Department

CERTIFIED TRUE COPY


cc: Pakistan Stock Exchange
Stock Exchange Building, Stock Exchange Road, Karachi-74000, Pakistan.

cc; Central Depository Company
CDC House, 99-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal, Karachi, 74400