

Haji Mohammad Ismail Mills Limited

409 Commerce Centre, Hasrat Mohani Road, Karachi- 74200

Tel:32638521-3 Fax:32639843 E.mail:info@hmiml.com,

website:www.hmiml.com

Karachi: Sept.1, 2016.

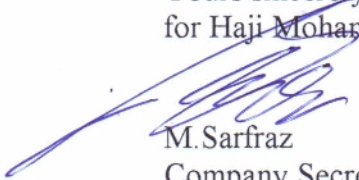
The General Manager,
Pakistan Stock Exchange Ltd
Stock Exchange Bundling,
Stock Exchange Road,
Karachi.

Sub: **Notice of Extra Ordinary General Meeting**

Dear Sir,

Enclosed please find copy of the notice of Extra Ordinary General meeting to be held on 23rd September, 2016 for circulation amongst the TRE Certificate holders of the Exchange.

Yours sincerely,
for Haji Mohammad Ismail Mills Ltd



M. Sarfraz
Company Secretary

Encl: as above.

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Karachi: Sept.1, 2016

To All Shareholders of
Haji Mohammad Ismail Mills Ltd

Sub: **Notice of Extraordinary General Meeting**

Dear Sir,

Please find herewith notice of Extraordinary General Meeting to be held on Friday, 23rd September, 2016 at 10.00 a.m. at the registered office of the company at 409 Commerce Centre, Hasrat Mohani Road, Karachi. Proxy Form is also attached.

Yours faithfully,
forHaji Mohammad Ismail Mills Ltd

M.Sarfraz
Company Secretary

Encl: as above.

HAJI MOHAMMAD ISMAIL MILLS LTD

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an extra ordinary general meeting of the company will be held at the registered office of the company at 409 Commerce Centre, Hasrat Mohani Road, Karachi on Friday 23rd September, 2016 at 10.00 a.m. for the purpose of transacting the following business.

Ordinary business

1. To confirm the minutes of Annual General Meeting held 26th October, 2015

Special Business

2. To consider and approve the addition of new object clauses 1.b to 1.w after sub clauses 1.a of clause III of Memorandum of Association, to carry on some other business which is not specified in the Memorandum of Association for revival of the company conveniently and advantageously. If deemed fit to pass with or without modification following resolution as a Special Resolution.
 - a) Resolved that addition of new sub clauses 1.b to 1.w (detail as given in the statement of material facts) after sub clause 1.a of clause III of Memorandum of Association, be and hereby approved and adopted.
 - b) Resolved that Chief Executive or Company Secretary of the company are authorized to complete all legal formalities for addition of new sub clauses in the Memorandum of Association of the company.
 - c) Resolved that all the sub clauses of clause III of Memorandum of Association be renumbered from sub clause 1 to onward accordingly.
3. To transact any other business of the company with the permission of the chair.

By order of the Board
Company Secretary

Karachi:01.09.2016

Notes:

1. The Share Transfer Books of the Company shall remain closed from 17.09.2016 to 23.09.2016 (both days inclusive).
2. A member entitled to attend and vote at the meeting may appoint another person as his / her proxy to attend and vote on his / her behalf. The Proxy form, must be received at the registered office of the Company at 409 Commerce Centre, Hasrat Mohani Road, Karachi, duly stamped, signed and witnessed not later than forty-eight (48) hours before the meeting.
3. Shareholders whose shares are deposited with Central Depository Company (CDC) are requested to bring their Computerized National Identity Card (CNIC) along with their CDC Account Number for verification. 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.
4. For attending the meeting and appointing proxies CDC account holders will further have to follow the guidelines as laid in Circular 01, dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan.
5. Members are requested to immediately inform the Company of any change in their address.

A statement under section 160(1)(b) of the Companies Ordinance, 1984, regarding the special business to be transacted at the EOGM is being sent to the members alongwith a copy of this notice.

STATEMENT OF MATERIAL FACTS UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE 1984 PERTAINING TO THE SPECIAL BUSINESS OF THE EOGM OF THE COMPANY BEING HELD ON 23RD SEPTEMBER, 2016

In view of difficult business conditions prevailing in the textile sector and increase in cost of production due to old machinery and power generators, management sold entire fixed assets of the company. Since the sale of fixed assets, board of directors are trying for revival the company. Banks are reluctant to finance to textile sector. Funds in hand are insufficient for setting up a spinning unit or power plant.

Looking the market trend, board decided to change the business dimensions from existing to commodities distribution business and other multiple business objects with the help of prosperous companies and investors.

As an abundant precaution and to keep the shareholders informed and to achieve the new business dimensions it is recommended by the board to add following multiple new objects clauses in the Memorandum of Association for revival of the company and to do business conveniently and advantageously.

It is expected that the rights and security of the shareholders and creditors of the company would be enhanced due to new business activity.

None of the directors or their relatives has any interest whether directly or indirectly in the proposed business except to the extent of their respective shareholding in the company.

Detail business plan documents are available for inspection during working hours at registered office of the company.

Following are the new object clauses proposed to be added after sub clause 1.a of clause III of Memorandum of Association of the company.

- 1.b To carry on agency business (except managing agency) and to acquire and hold selling agencies and to act as selling agents, commission agents, manufacturers' representatives and distributing agents of and for the distribution of all kinds of merchandise, goods, commodities, products, materials, substances, articles and things whether finished, semi-finished, raw, under process, refined, treated or otherwise pertaining to trade and commerce and for that purpose to remunerate them and to open and maintain depots and branches.
- 1.c To carry on the business of distributors, suppliers, importers and exporters of and dealers in all kinds of medicines, chemicals, perfumery, toilet requisites, pharmaceuticals, veterinary medicines, dentistry medicines and other compounds, preparations and materials.
- 1.d To carry on the business of chemists, druggist, importers and manufacturers of and dealers in carbide of calcium and other pharmaceutical, medicinal, chemical industrial and other preparations and articles, compounds, cements, oils, paints, pigments and varnishes, maker of any dealers in proprietary articles of all kinds and electrical, chemical, photographical, surgical and scientific apparatus and materials.

- 1.e To carry on the business as manufacturers of and dealers in, all kinds of raw and finished cosmetics, perfumes and essences, dentifrices, lotions, extracts, greases, creams, salves ointments, pomades, powders, unguents, eau de cologne, toilet requisites and preparations, cleansing compounds.
- 1.f To carry on business as manufactures of, and dealers in all types of packing materials, containers, receptacles, boxed, cartons, cases, drums cages bins, jars, carboys, tubes, creates, packing cases cans, bottles, vials and fittings there for of every kind and to, strawboard and boards of all other description and any other materials whether chemically treated or not, used for the manufacture of any of the aforesaid articles.
- 1.g To carry on the business and profession of construction of apartments, plazas, multi-storied flats, business offices, shops, markets, warehouses, industrial and commercial buildings, roads, dams, bridges, spillways, highways, reservoirs, airports, seaports, and structures of all descriptions and to equip the same or any part thereof with all or any conveniences, drainage and sewerage facilities, water supply, electric and gas installations subject to any permission required by law.
- 1.h To carry on the business of oil and petroleum, fabricate, contract, erect, lay, and manufacturers of plant, machinery and apparatus for oil and petroleum, gas and chemical installations and to purchase or otherwise acquire, produce, manufacture, refine, treat, purify, blend, reduce, distil, store, transport, market, distribute, supply, sell and otherwise dispose off and generally trade in any and all kinds of petroleum and petroleum products.
- 1.i To establish and maintain distribution centers and agencies at any place in Pakistan or any part of the world for the conduct of the business of the Company, or for the purchase and sale of any merchandise, commodities, goods, wares, materials, produce, products, articles and things required for or dealt in manufactured by or at the disposal of the Company and transact all kinds of agency business except managing agency.
- 1.j To enter into partnership, to amalgamate, or merge movable or immovable and/or to buy on all interests, assets, liabilities, stocks, or to make any arrangement for sharing profits, union of interests, co- operation, joint-venture, reciprocal concession or otherwise with any person, firm or company carrying on or proposing to carry on any business which this Company is authorized to carry on or which is capable of being conducted so as directly or indirectly to benefit this Company and to have foreign collaborations and to pay royalties/technical fees to collaborators subject to the provisions of the Companies Ordinance, 1984.
- 1.k To set-up and carryon the business of cattle rearers, sheep farmers, poultry farmers, grazers, breeding and to purchase, breed, rear, sell, import, export, improve, deal and trade in cattle, horses, asses, donkeys, mules, sheep, goats, birds, poultry, eggs, meat, milk and live and dead stocks of every description of live stock.

- 1.l To carry on the business of discovering, exploring, extracting, drilling, pumping, drawing, treating, purifying, blending, distributing, supplying and transporting of oil, gas, petroleum and other related products and for that purpose to setup, install, erect, establish, run, operate and maintain plant, machinery, apparatus and equipments and other facilities to construct, drill, explore, dig and pump wells for extraction of petroleum and gas and to do all such acts, deeds or things as would be required for effective fulfillment of the said objective.
- 1.m To carry on the business of purchase or otherwise acquire, sale, store, transport, market, distribute, supply, sell, import, export, and otherwise dispose of and generally trade in any and all kinds of petroleum and petroleum products, oil, gas, hydrocarbons, petrochemicals, asphalt, bituminous substances and to undertake all such activities as are connected herewith or ancillary thereto and to take over the running or likely to be running business of alike nature with or without assets, liabilities, rights, privileges, registration, trade mark, import and export registration or any other facility.
- 1.n To import, export, transport, market, and distribute CNG, LNG Liquefied Petroleum Gas (LPG) and to facilitate production of CNG, LNG, LPG by third parties.
- 1.o To provide urban transport facilities for the carriage of passengers and goods and to organize, maintain and operate for hire transportation services in all parts of the world for transporting passengers, luggage, merchandise mails and freight of every descriptions and kinds of whatsoever by means of automobiles, motor buses, motor trucks, airplanes and other vehicles of all kinds and to run omnibuses, tramways or other transport of all kinds on such line as the Company may think fit.
- 1.p To erect, install and operate power plant of solar panels, furnace oil, wind power or gas etc. for self-use or sell to other industrial or commercial users and buildings and to build, purchase or otherwise acquire, on lease, freezing houses, cold storages, ware houses, sheds and other buildings and plants or machinery, nurseries, breeding or experimental station necessary or expedient for the purpose of the Company.
- 1.q To construct, improve, maintain, develop, work, manage, carry out, rent out, or control any land, building, property, warehouses, shops, stores, hospitals, supermarkets and other works and conveniences which may seem calculated directly or indirectly to advance the Company's business.
- 1.r To carry on business as agents, selling agents, buying agents, brokers, travelling agent, shipping companies agent, commission agents, stockiest and distributors for any persons, firms and companies and generally to undertake and carry out agencies and agency work of any kind whatsoever and transact all manner of agency booking, commission, canvassing, distributing and advertising business except managing agency business.
- 1.s To carry on the business of buyers, sellers, traders, importers, exporters, manufacturers, processors, commission agents, distributors, dealers and representatives in any legal form for all kinds of food and beverages including but not limited to fruits, vegetables, confectionery, infant nutrition, clinical nutrition, performance nutrition, cereals, coffee, tea, wheat, flour, food grains, pulses, cereals, rice, spices, sugar, sugar products, vegetable ghee, edible oil, cooking oil, mineral oil, cocoa based and other food products.

- 1.t To acquire, process, package, sell, import, export, preserve, deep freeze and otherwise deal in aerated, mineral and artificial waters and all kinds of beverages, nonalcoholic drinks, syrups, juices, soft drinks, squashes, jams, murabbas, milk and all types of dairy products, ice cream, meat, live cattle and sheep, fish, prawns, shrimps, poultry, eggs and in all branches of such respective trades or business.
- 1.u. To negotiate loans, under-writing contracts, mortgages, equity participation, Cash Credit, Overdrafts and other financial facilities from Banks, Financial Institutions, Government or Semi-Government bodies and others on behalf of the Company or associations which they are assisting to promote.
- 1.v To enter into working arrangements or joint venture with other companies, corporations, firms or persons including arrangements with overseas joint ventures;
- 1.w To purchase or otherwise acquire, construct, run, manage, animation studios, animation cartoons, cinematograph theatres and other theatres for hiring out or exhibiting animation cartoons films, cinema films or for staging dramas, dances, musical and other entertainment and educational programs or other cultural programs as may seem advantageous from time to time and to carry on the business of producers, script writers of animation cartoons, plays, cinema and composers of orchestra, tape recording and re-production of the same and to deal in all instruments, books, magazines and other accessories for the purpose aforesaid and to promote theatrical and other arts and music of all types.

HAJI MOHAMMAD ISMAIL MILLS LIMITED

FORM OF PROXY EXTRA ORDINARY GENERAL MEETING

I/We _____ of _____ in the district of _____ being a member(s) of the HAJI MOHAMMAD ISMAIL MILLS LIMITED holding _____ ordinary share, hereby appoint _____ of _____ or failing him/her _____ of _____ who is/are also member(s) HAJI MOHAMMAD ISMAIL MILLS LIMITED vide Registered Folio No. _____ as my/our proxy in my/our absence to attend and vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company being held on Friday, 23rd September, 2016 at 10.00 a.m. at 409 Commerce Centre, Hasrat Mohani Road, Karachi and/or any adjournment thereof.

Folio No.
CDC A/c No.

Affix Five

Rupees Revenue Stamp

Signature _____
(Signature should be agree with the specimen signature registered with the company)

Signed on _____

NOTE:

1. No person shall act as proxy unless he/she himself/herself is a member of the Company, except that a corporation may appoint a person who is not a member.
2. In the case of bank or company, the proxy form must be executed under its common seal and signed by its authorized person.
3. If this proxy form is signed under power of attorney then a notarilly certified copy of that power of attorney/authority must be deposited alongwith this proxy form.
4. Proxy form duly completed and signed, must be received at the registered office of the company at 409 Commerce Centre, Hasrat Mohani Road, Karachi at least 48 hours before the time of holding the meeting.
5. If a member appoints more than one proxy and more than one instrument of proxy are deposited by a member with the company, all such instruments of proxy shall be rendered invalid.
6. **In case of CDC account holders:**
 - i) **The proxy form shall be witnessed by two persons whose names, address and NIC numbers shall be mentioned on the form**
 - ii) **Attested copies of NIC or Passport of the beneficial owners and the proxy shall be furnished with the proxy form.**
 - iii) **The proxy shall produce his original NIC or Original passport at the time of meeting.**

Witness:

1. _____
2. _____