

J.K. Spinning Mills Ltd.



Ref: JKSM/T-95/2020

Dated: 21-08-2020

The General Manager

Pakistan Stock Exchange Ltd,
Stock Exchange Building,
Stock Exchange Road,
KARACHĪ.

Associated Companies:

J. K. Power Ltd.

J. K. Agriculture Farms (Pvt) Ltd.

J. K. Tech (Pvt.) Ltd.

Fine Fabrics (Pvt) Ltd.

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Sir,

Please find enclosed herewith Notice of Extra Ordinary General Meeting of J.K. Spinning Mills Ltd which will be held on September 14, 2020 at 11:00 AM, AT 29 K.M, Sheikhpura road, Khurrianwala, Faisalabad for Circulation among the TRE Certificate holder of the exchange.

Thanking you.

Yours faithfully,

For: J. K. Spinning Mills Ltd.

Syed Hussain Shahid Mansoor Naqvi
Company Secretary

Copy to:

The Director/HOD,

Surveillance, Supervision and Enforcement Department,
Security Exchange Commission of Pakistan,
NIC Building, 63 Jinnah Avenue, Blue Area,
ISLAMABAD.

Head Office: 29-KM, Sheikhpura Road, Khurrianwala, Faisalabad, Pakistan. UAN Tel: (92-41) 111151515 UAN Fax: (92-41) 111-161616

Ph: (92-41) 2401011-16 Fax: (92-41) 2401017-18

Mills: Ph: 041-2401100-03 Fax: 041-2401104

Email: jkgroup@jkgroup.net **URL:** <http://www.jkgroup.net>

**NOTICE OF
EXTRA-ORDINARY
GENERAL MEETING**

J. K. SPINNING MILLS LIMITED



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Associated Companies:
J. K. Power Ltd.
J. K. Agriculture Farms (Pvt) Ltd.
J. K. Tech (Pvt.) Ltd.
Fine Fabrics (Pvt) Ltd.

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF J.K. SPINNING MILLS LTD WILL BE HELD ON MONDAY 14TH SEPTEMBER, 2020 AT 11:00 AM AT 29 K.M, SHEIKHUPURA ROAD, KHURRIANWALA, FAISALABAD TO TRANSACT THE FOLLOWING BUSINESS:

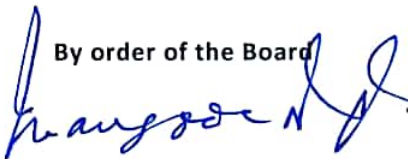
ORDINARY BUSINESS:

- 1) To confirm the Minutes of the 33rd Annual General Meeting held on 28th October 2019.
- 2) To transact any other business with the permission of the Chair.

SPECIAL BUSINESS:

- 3) To approve increase in authorized capital of the Company and consequent amendments in the Memorandum and Articles of Association.

Faisalabad: 21-08-2020

By order of the Board

Syed Hussain Shahid Mansoor Naqvi
Company Secretary

NOTES:

1. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote. The Instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially attested copy of the power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting.
2. Members, who have deposited their shares into Central Depository Company of Pakistan Limited, are being advised to bring their original National Identity Cards along with CDC Participant ID and account number at the meeting venue.
3. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

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J.K. Spinning Mills Ltd.



Associated Companies:

J. K. Power Ltd.
J. K. Agriculture Farms (Pvt) Ltd.
J. K. Tech (Pvt.) Ltd.
Fine Fabrics (Pvt) Ltd.

A. For Attending the Meeting

- a. In case of Individuals, the accountholder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board's resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- e. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.
- f. Form of Proxy is enclosed herewith.

4. Members are requested to timely notify any change in their addresses.

Book Closure:

The Register of Members of the Company will remain closed from 7th September 2020 to 14th September 2020 (both days inclusive).

Transfers received in order at the office of the company's Independent Share Registrar, M/s. CorpTec Associates (Pvt.) Limited, 503-E, Johar Town, Lahore by the close of business (5:00 PM) on 7th September 2020 will be considered in time to be eligible for the purpose of attending and voting at the extraordinary general meeting.

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J.K. Spinning Mills Ltd.



STATEMENTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF SPECIAL BUSINESS AND RELATED DRAFT RESOLUTIONS

Associated Companies:
J. K. Power Ltd.
J. K. Agriculture Farms (Pvt) Ltd.
J. K. Tech (Pvt.) Ltd.
Fine Fabrics (Pvt) Ltd.

Increase in Authorized Share Capital of the Company and Consequent Amendments in the Memorandum and Articles of Association:

The present Authorized Share Capital of the Company is insufficient to allow any further increase in capital for the future financing needs of the Company. Therefore, in order to cater for the future increase in paid up share capital, the Authorized Share Capital of the Company needs to be enhanced. Accordingly, the Board of Directors has recommended to increase the Authorized Share Capital of the Company from Rs. 960,000,000/- divided into 96,000,000 ordinary shares of Rs 10 each to Rs. 2,000,000,000/- divided into 200,000,000 ordinary shares of Rs. 10 each subject to approval of shareholders.

The proposed increase in the Authorized Share Capital of the Company will also necessitate amendments in clause V of the Memorandum of Association and clause 5 of the Articles of Association of the Company. The Board of Directors have also recommended alteration in the Memorandum and Articles of Association of the Company to reflect increase in Authorized Share Capital of the company.

No directors or Chief Executive of the Company or their relatives have any interest in the proposed increase in authorized share capital and alterations of the Memorandum and Articles of Association of the Company except in their capacities as directors/Chief Executive/shareholders.

The following resolutions are proposed to be passed as Special Resolutions:

Draft Resolutions

“RESOLVED that:

- a) the Authorized Share Capital of the Company be and is hereby increased from Rs. 960,000,000/- divided into 96,000,000 ordinary shares of Rs 10 each to Rs. 2,000,000,000/- divided into 200,000,000 ordinary shares of Rs. 10 each.
- b) consequent upon the said increase in the Authorized Share Capital of the Company, the existing Clause V of the Memorandum of Association of the Company and clause 5 of the Articles of Association of the Company be and is hereby amended to read as follows:

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J.K. Spinning Mills Ltd.



Associated Companies:

J. K. Power Ltd.

J. K. Agriculture Farms (Pvt) Ltd.

J. K. Tech (Pvt.) Ltd.

Fine Fabrics (Pvt) Ltd.

CLAUSE –V OF MEMORANDUM OF ASSOCIATION:

V. The capital of the company is Rs. 2,000,000,000/- (Rupees Two Billion) divided into 200,000,000 (Two Hundred Million) ordinary shares of Rs.10/- (Rupees Ten) each with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes provided however, that rights as between various classes of ordinary shares, if any, as to profits, votes and other benefits shall be strictly proportionate to the paid up value of the shares.

CLAUSE –5 OF ARTICLES OF ASSOCIATION:

5. The capital of the company is Rs. 2,000,000,000/- (Rupees Two Billion) divided into 200,000,000 (Two Hundred Million) ordinary shares of Rs.10/- (Rupees Ten) each with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes provided however, that rights as between various classes of ordinary shares, if any, as to profits, votes and other benefits shall be strictly proportionate to the paid up value of the shares.
- c) the ordinary shares when issued shall carry equal voting rights and rank *pari passu* with the existing ordinary shares of the company in all respects/matters in conformity with the provisions of Section 85 of the Companies Act, 2017.
- d) the Chief Executive Officer and / or Company Secretary be and are hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal and corporate formalities, make amendments, modification addition or deletion and file all requisite documents with the Registrar to effectuate and implement this resolution.
- e) the aforesaid amendments in the Memorandum and Articles of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be deemed appropriate by the authorized person or as may be suggested, directed and advised by the SECP which suggestion, direction and advise shall be deemed to be have been approved as part of these Special Resolutions without the need of the shareholders to pass a fresh Special Resolution.”

A copy of the Memorandum and Articles of Association has been kept at the registered Office of the Company and may be inspected during business hours on any working day from the date of publication of this notice till the conclusion of the extraordinary general meeting.

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