

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 28th Annual General Meeting of the Members of Artistic Denim Mills Limited (the Company) will be held on Saturday, October 24, 2020 at 4:00 p.m. at the premises of the Sindh Institute of Management & Technology, LS-37/10, Sector 15, Main Korangi Industrial Area, Karachi to transact the following business.

Ordinary Business

- To confirm the Minutes of the Annual General Meeting held on October 19, 2019.
- To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2020, together with the Directors' and the Auditors' Reports thereon.
- To consider and approve the payment of final cash dividend @ Rs. 3.00 per share (30%) for the financial year ended June 30, 2020 as recommended by the Board of Directors.
- To appoint auditors and fix their remuneration for the year ending June 30, 2021. The present auditors M/s Rosalia Hassan Zakaria & Company, Chartered Accountants, retire and being eligible, have offered themselves for re-appointment.
- To transact any other business of the Company with the permission of the Chair.

Special Business

- To consider and approve increase in the Company's Authorized Share Capital from Rs. 1,000,000,000/- to Rs. 5,000,000,000/- by creation of 400,000,000 Ordinary Shares of Rs. 10/- each. It is, therefore, proposed that the following resolutions be passed with or without modification(s) by way of a Special Resolution:
"RESOLVED that the Authorized Share Capital of the Company be and is hereby increased from Rs. 1,000,000,000/- divided into 100,000,000 Ordinary Shares of Rs. 10/- each, to Rs. 5,000,000,000/- divided into 500,000,000 Ordinary Shares of Rs. 10/- each, by creation of 400,000,000 new Ordinary shares; that the new shares shall rank pari passu in all respects with the existing ordinary shares in the Capital of the Company".
"FURTHER RESOLVED that the Memorandum and Articles of Association of the Company be and is hereby amended by substituting "Rs. 1,000,000,000/-" with "Rs. 5,000,000,000/-" in Clause No. V of the Memorandum of Association and "Rs. 1,000,000,000/-" with "Rs. 5,000,000,000/-" in Clause No. 4 of the Articles of Association".

By Order of the Board of Directors

Muhammad Ozaib Qureshi
Company Secretary

Karachi: October 02, 2020

Notes:

1. Closure of Shares Transfer Books:

The share transfer books of the Company will remain closed from October 16, 2020 to October 24, 2020 (both days inclusive). The transfers received in order at the office of the Company's Share Registrar M/s, F.D. Registrar Services (SMC-Pvt.) Limited, 17th Floor, Saima Trade Tower-A, I.I. Chundrigar Road, Karachi before the close of the business on October 15, 2020 will be treated in time for the entitlement of final cash dividend and to attend and vote at the Meeting.

2. Participation in Annual General Meeting:

A member entitled to attend and vote at this Annual General Meeting shall be entitled to appoint another member, as a proxy to attend, speak and vote on his/her behalf. Proxies in order to be effective must be received at the Company's Share Registrar's Office not later than 48 hours before the time of the Meeting.

Any Individual Beneficial Owner of CDC, entitled to vote at this Meeting, must bring his / her original Computerized National Identity Card (CNIC) to prove identity, and in case of proxy, a copy of shareholder's attested CNIC must be attached with the proxy form. Representatives of corporate members should bring the usual documents required for such purpose.

CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2008, issued by the Securities and Exchange Commission of Pakistan.

A. For attending the Meeting:

- In case of individuals, the account holder or subaccount holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate identity by showing his / her original CNIC or original passport at the time of attending the Meeting.
- Members registered on CDC are also requested to bring their particulars, I.D. numbers and account numbers in CDS.
- In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of Meeting.

B. For appointing proxies:

- In case of individuals, the account holder or subaccount holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her original CNIC or original passport at the time of the Meeting.
- In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

3. Payment of Cash Dividend Electronically (Mandatory Requirement):

In accordance with the provisions of Section 242 of the Companies Act, 2017 and Companies (Distribution of Dividends) Regulations 2017, a listed company, is required to pay cash dividend to the shareholders only through electronic mode directly into the bank account designated by the entitled shareholders.

Those shareholders who have still not provided their International Bank Account Number (IBAN) are once again requested to fill in "Electronic Credit Mandate Form" as reproduced below and send it duly signed along with a copy of valid CNIC to their respective CDC participant/CDC Investor account services (in case of shareholding in Book Entry Form) or to the Company's Share Registrar (in case of shareholding in Physical Form).

(A) Shareholders' details:	
Name of the Shareholder(s)	
Folio # / CDS Account No(s)	
CNIC No (Copy attached)	
Mobile / Landline No	
(B) Shareholders' Bank details:	
Title of Bank Account	
International Bank Account Number (IBAN)	
Bank's Name	
Branch Name and address	

In the absence of IBAN, or in case of incomplete details, the Company will have to withhold the payment of cash dividends under the Companies (Distribution of Dividends) Regulations, 2017.

4. Withholding Tax on Dividends:

Dividend income on shares is liable to deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001 and currently, the deduction of withholding tax on the amount of dividend paid by the companies based on 'Active' and 'Non-Active' status of shareholders shall be @ 15% and 30% respectively where 'Active' means a person whose name appears on the Active Taxpayers List available at e-portal of FBR (<http://www.fbr.gov.pk>) and 'Non-Active' means a person whose name is not being appeared on the Active Taxpayers List.

In case of joint account, each holder is to be treated individually as either 'Active' or 'Non-Active' and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing as follows, to our Share Registrar, or if not so notified, each joint holder shall be assumed to have an equal number of shares.

Company Name	Folio/CDS Account No.	Total No. of Shares	Principal Shareholder		Joint Shareholder	
			Name & CNIC No.	Shareholding Proportion (No. of shares)	Name & CNIC No.	Shareholding Proportion (No. of shares)

The required information must reach the Share Registrar of the Company before the close of the business on October 15, 2020 otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Shareholder(s).

As per FBR Circulars C. No.1 (29) WHT/2006 dated 30 June 2006 and C. No.1 (43) DG (WHT/2008-Vol. II-66417-R dated 12 May 2015, the valid exemption certificate is mandatory to claim exemption of withholding tax US\$ 150 of the Income Tax Ordinance, 2001 (tax on dividend amount) where the statutory exemption under clause 47B of Part-IV of Second Schedule is available. The shareholders who fall in the category mentioned in above clause and want to avail exemption US\$ 150 of the Ordinance, must provide valid Tax Exemption Certificate to the Company's Share Registrar M/s, F.D. Registrar Services (SMC-Pvt.) Limited before book closure otherwise tax will be deducted on dividend as per applicable rates.

5. Electronic Transmission of Audited Financial Statements & Notices

The Securities and Exchange Commission of Pakistan (SECP) through its Notification S.R.O. 787(I)/2014 dated 8th September 2014 has permitted companies to circulate Audited Financial Statements along with Notice of Annual General Meeting to its Members through e-mail. Accordingly, Members are hereby requested to convey their consent and e-mail address for receiving Audited Financial Statements and Notice through e-mail. Please note that giving email address for receiving of Annual Financial Statements instead of receiving the same by post is optional, in case you do not wish to avail this facility please ignore this notice. Annual Financial Statements will be sent at your registered address, as per normal practice.

6. Video Conference Facility

Members can avail video conference facility, in this regard, please fill the following and submit to head office of the Company 10 days before holding of the Annual General Meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

"I/We, _____ of _____, being a member of Artistic Denim Mills Limited, holder of _____ ordinary share(s) as per Registered Folio/CDC Account No. _____ hereby opt for video conference facility at _____".

7. Zakat Declaration:

Zakat will be deducted from the dividends at source at the rate of 2.5% of the paid-up value of the share (Rs. 10/- each) and will be deposited within the prescribed period with the relevant authority. In case of claiming exemption, please submit your Zakat Declaration under Zakat and Ushr Ordinance, 1980 and Rule 4 of Zakat (Deduction and Refund) Rules, 1981, CZ-50 Form with our Share Registrar. Physical shareholders are requested to submit the said declaration to our Share Registrar in the proper manner. The Shareholders must write Artistic Denim Mills Limited's name and their respective CDS A/C # or Folio numbers on Zakat Declarations at relevant place.

8. Deposit of Physical Shares in CDC Accounts:

As per Section 72 of the Companies Act, 2017 every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and form the date notified by the SECP, within a period not exceeding four years from the commencement of the Companies Act, 2017.

The shareholders having physical shareholding may please be open CDC sub-account with any of the brokers or investors account directly with CDC to place their physical shares into scrip less form.

For any query/information, the investors may contact the Company's Share Registrar.

9. Submission of CNIC or Passport:

Shareholders are requested to provide photocopy of their CNIC or passport (in case of foreigner), unless it has been provided earlier, enabling the Company to comply with relevant laws.

10. Change of Address:

Shareholders are requested to immediately notify the change of address, if any to the Company's Share Registrar.

STATEMENT UNDER SECTION 136(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning the Special Business, given as agenda item no. 6 of the Notice to be transacted at the 28th Annual General Meeting of the Company.

ITEM NO. 6: INCREASE IN AUTHORIZED SHARE CAPITAL:

Artistic Denim Mills Limited currently has an authorized share capital of Rs. 1,000,000,000/- divided into 100,000,000 ordinary shares of Rs. 10/- each. In order to facilitate future increase in the paid-up share capital of the company, the Board of Directors has recommended that the authorized share capital of the Company be increased from Rs. 1,000,000,000/- to Rs. 5,000,000,000/- by creation of 400,000,000 ordinary shares of Rs. 10/- each. For this purpose, the Board of Directors has also recommended that the resolution be passed as a Special Resolution. The Resolutions increases the Authorized Share Capital of the Company in the manner state makes the required consequential changes to the Memorandum and Articles of Association of the Company.

Comparative Clauses are as under:

Memorandum of Association	
Existing Clause V	Proposed Clause V
The Capital of the company is Rs. 1,000,000,000/- (Rupees one billion) divided into 100,000,000 Ordinary shares of Rs. 10/- each with the power to increase or reduce the said capital and to divide the shares in the capital for the time being into several classes in such manner as may for the time being be provided by the Articles of Association of the Company.	The Authorized Capital of the Company is Rs. 5,000,000,000/- (Rupees Five Billion Only) divided into 500,000,000 Ordinary Shares of Rs. 10/- each with the power to increase or reduce the said capital and to divide the shares in the capital for the time being into several classes in such manner as may for the time being be provided by the Articles of Association of the Company.
Articles of Association	
Existing Clause 4	Proposed Clause 4
The Capital of the Company is Rs. 1,000,000,000 (Rupees one billion only) divided into 100,000,000 ordinary shares of Rs. 10/- each with the power to increase or reduce the said capital and to divide the shares in the capital for the time being into several classes in such manner as may from time to time being provided by the Articles of Association of the Company.	The Authorized Capital of the Company is Rs. 5,000,000,000 (Rupees Five Billion only) divided into 500,000,000 Ordinary Shares of Rs. 10/- each with the power to increase or reduce the said capital and to divide the shares in the capital for the time being into several classes in such manner as may from time to time being provided by the Articles of Association of the Company.

The directors of the Company have no direct or indirect interest in the above-mentioned Special Business except to the extent that they are the members of the Company.

