

LANDMARK SPINNING INDUSTRIES LIMITED

The Deputy Manager
Karachi Stock Exchange Ltd.
Stock Exchange Building,
Stock Exchange Road
Karachi

Dear Sir,

**SUBJECT: NOTICE OF EXTRA ORDINARY GENERAL MEETING
TO BE HELD ON 27th JUNE 2022 ON MONDAY AT 03:00 PM.**

Dear Sir,

Please find enclosed herewith COPY OF "Notice of Extra Ordinary General Meeting to be held on captioned date and time in pursuant to the Order dated 20/5/2022 of the High Court of Sindh at Karachi passed in Judicial Companies Misc 11 of 2022.

1. The share transfer books of the Company will be closed from 20/06/2022 to 27-06-2022 (Both days inclusive).

Thanking you.

Yours truly,
For Landmark Spinning Industries Ltd

Muhammed Aslam Ali

Company Secretary
Dated 31/05/2022

M. Aslam Ali



Enclosed:

- Notice & Agenda of EOGM
- News Papers Clip published on 31st May 2022, (English+Urdu)

1st Floor, Cotton Exchange Building, I.I. Chundrigar Road, Karachi, (PAKISTAN).
Tel:021-32412946 (4 Lines) Fax: 32416725

LANDMARK SPINNING INDUSTRIES LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

In the matter of: JCM. No. 11/2022

M/s Landmark Spinning Industries Limited

AND

M/S. Liven Pharmaceuticals (Private) Limited

Notice is hereby given that pursuant to the Order dated 20th May 2022 of the High Court of Sindh at Karachi passed in Judicial Companies Miscellaneous No 11 of 2022 a meeting of the members of M/s. Landmark Spinning Industries Limited, will be held on Monday 27th June 2022 at 03:00 p.m. at registered office 1st Floor Cotton Exchange Building. I.I. Chundrigger Road, Karachi to consider and if thought fit approve, adopt and agree to the Scheme of Arrangement proposed by the Board of Directors.

One copy of the statement as required under S.134 (3) of the Companies Act, 2017 setting out in detail the special business to be conducted in the Extra Ordinary General Meeting and the statement under S. 281 of the Companies Act, 2017 explaining the effects of the Scheme are being provided with the notice of the meeting sent to the members. Further copies of such documents may be obtained upon application from the registered office of the Company at 1st Floor Cotton Exchange Building. I.I. Chundrigger Road, Karachi during working hours on a day prior to the meeting.

Mr. Amin Hashwani has been appointed as the chairman of the meeting and will be subject to the subsequent approval of the Honourable Court.

Please note that the Scheme will be subject to the subsequent approval of the Honourable Court

Dated: 31/05/2022

Place; Karachi



BY ORDER OF THE BOARD

Muhammed Aslam Ali

Company secretary,

1st Floor, Cotton Exchange Building, I.I. Chundrigar Road, Karachi, (PAKISTAN).
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LANDMARK SPINNING INDUSTRIES LIMITED

NOTES;

1. The Share Transfer Books of the Company will remain closed from June 20, 2022 to June 27, 2022 (both days inclusive). Transfer received at the registered office of the company / by our Share Registrar, M/S.F. D Registrar Services (Pvt) Limited Room No 1705, 17th Floor Saima Trade Tower A. I.I. Chundrigger Road, Karachi by the close of business hour up to 05 pm on 19 June, 2022 will be treated in time for this purpose.

2. Appointment of Proxies and Attending EOGM:

i) A member eligible to attend and vote at the Meeting may appoint another member as his/her proxy to attend, and vote instead of him/her.

ii) A blank instrument of proxy applicable for the meeting is being provided with the notice sent to members. Further copies of the instrument of proxy may be obtained from the registered office of the Company during normal office hours.

iii) A duly completed instrument of proxy and the power of attorney or other authority (if any), under which it is signed or a notarized certified copy of such power or authority must, to be valid, be deposited at the registered office not less than 48 hours before the time of the meeting. Attested copies of valid CNIC or the passport of the member and the Proxy shall be furnished with the Proxy Form.

iv) In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature shall be submitted with proxy form.

v) The owners of the physical shares and the shares registered in the name of Central Depository Company of Pakistan Ltd. (CDC) and / or their proxies are required to produce their original Computerized National Identity Card (CNIC) or Passport (in case of foreign nationals) for identification purpose at the time of attending the meeting.

3. Members are requested to notify any changes in their addresses immediately to the Share Registrar M/S.F. D Registrar Services (Pvt) Limited.

4. Members, who have not yet submitted attested photocopy of their valid CNIC along with folio number are requested to send the same, at the earliest, directly to the Company's Share Registrar.

5. A copy of the scheme, the statement required under S. 134(3) of the Companies Act, 2017 and a statement of material facts explaining the effect of the scheme are annexed herewith. Further copies of such annexures may be obtained by the members from the registered office of the Company at 1st Floor Cotton Exchange Building. I.I. Chundrigger Road, Karachi on application during normal office hours prior to the scheduled meeting.

6. A draft of the resolution proposed to be considered by the members of the Company is being attached herewith as required by S.140(1) of the Companies Act, 2017

6. Video Conference Facility will be provided to members who hold at least 10% or more shareholding, enabling them to participate in the AGM. They will be entertained subject to availability of such facility in that city and receipt of the Consent Form 7 days before holding of Extra Ordinary General Meeting. Consent FORM is available for the purpose on Company's website.



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DRAFT RESOLUTION TO BE PLACED BEFORE THE MEMBERS OF LANDMARK SPINNING INDUSTRIES LIMITED AT THE EXTRA ORDINARY GENERAL MEETING:

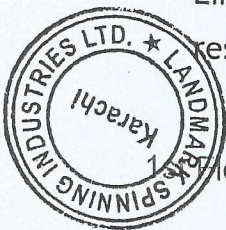
WHEREAS it is proposed that by means of a Scheme of Arrangement, M/s. Liven Pharmaceuticals (Pvt.) Limited. shall, along with all their respective assets and liabilities, be amalgamated with and merged into M/s. Landmark Spinning Industries Limited. In exchange for the issuance of ordinary shares of M/s. Landmark Spinning Industries Limited. to the shareholders respectively, in accordance with the Scheme of Arrangement. This will result in the dissolution without winding up of M/s. Liven Pharmaceuticals (Pvt.) Limited and the surviving entity shall be referred to and be renamed as M/s. Liven Pharma Limited

"IT IS THEREFORE RESOLVED

That subject to the approval of the High Court, the draft Scheme of Arrangement under Sections 279-283 and 285 of the Companies Act, 2017 between M/s. Liven Pharmaceuticals (Pvt.) Limited and M/s. Landmark Spinning Industries Limited., which is attached as Schedule 'A' herewith, and initialed by the chairman of the Meeting for purposes of identification, is hereby approved, adopted and agreed."

STATEMENT UNDER S.134(3) OF THE COMPANIES ACT, 2017

1. Judicial Companies Miscellaneous Petition No. 11 of 2022 has been filed in the Honourable High Court of Sindh at Karachi under S.279-283 and 285 of the Companies Act, 2017 for sanction of (and for other orders) in respect of the Scheme of Arrangement (hereinafter referred to as the "Scheme") between M/s. Landmark Spinning Industries Limited and M/s. Liven Pharmaceuticals (Pvt.) Limited. (Hereinafter collectively referred to as the "Petitioners") and their respective members. In that proceeding, the Honourable Court has, through



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Order dated 20th May 2022, directed the convening of separate meetings of the members and creditors, as applicable, of each of the companies for seeking their agreement to the Scheme.

2. That the Board of Directors of the Petitioner Nos. 1 and 2 have considered various options ways and means available to improve their business with the ultimate aim of maximizing shareholder returns. They have accordingly formulated the Scheme annexed herewith. The Petitioners intend to enter into the Scheme whereby the Petitioner No.1 shall, along with all their respective assets and liabilities, be amalgamated with and into the Petitioner No. 2 in exchange for the issuance of ordinary shares of Petitioner No. 2 (M/s. Landmark Spinning Industries Limited.) to the shareholders of Petitioner No 1 (M/s. Liven Pharmaceuticals (Pvt.) Limited.), in accordance with Article 05 of the Scheme this will result in the dissolution without winding up of the Petitioner No. 1.
3. In light of the aforesaid, the Scheme has been prepared. The respective Boards of the Petitioners have approved the Scheme and resolved to commence with the process to effect the Scheme and to take all such steps as are necessary in this regard and for submission of the Scheme to the Honourable High Court pursuant to S.279-283 and 285 of the Companies Act, 2017. A copy of the Scheme is attached herewith and the same may also be inspected by the members of the company during business hours at the registered office of the company.
4. Under S. 279(2) of the Companies Act, 2017, a majority in number representing three-fourths of the members of the companies present in the meeting should agree to the Scheme in order for the same to be sanctioned by the Honourable High Court. Hence, pursuant to the order dated 20th May 2022, passed in the aforesaid Judicial Companies Miscellaneous petition, an extra ordinary general meeting of the members of the Company will be held on Monday, 27th June 2022 at 03:00 p.m. at its registered office 1st Floor Cotton Exchange Building. I.I.



[Handwritten signature]

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LANDMARK SPINNING INDUSTRIES LIMITED

Chundrigger Road, Karachi to consider and if through fit approve, adopt and agree to the Scheme.

5. No director of the Company has any interest, whether directly or indirectly, except to the extent of their shareholding held by them in the Petitioner Companies and their employment within the said Companies. The Directors are also interested to the extent of remuneration and benefits as per the policy of the Company.

Dated: 31/05/2022

Place; Karachi



BY ORDER OF THE BOARD

Muhammed Aslam Ali

Company secretary

LANDMARK SPINNING INDUSTRIES LIMITED NOTICE OF EXTRA ORDINARY GENERAL MEETING

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M/s Landmark Spinning Industries Limited
AND
M/s Liven Pharmaceuticals (Private) Limited

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Dated: 31/05/2022
Place: Karachi

BY ORDER OF THE BOARD
Muhammad Aslam Ali
Company secretary

NOTES

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 - A duly completed instrument of proxy and the power of attorney or other authority (if any), under which it is signed or a notarized certified copy of such power or authority must, to be valid, be deposited at the registered office not less than 48 hours before the time of the meeting. Attested copies of valid CNIC or the passport of the member and the Proxy shall be furnished with the Proxy Form.
 - In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature shall be submitted with proxy form.
 - The owners of the physical shares and the shares registered in the name of Central Depository Company of Pakistan Ltd. (CDC) and / or their proxies are required to produce their original Computerized National Identity Card (CNIC) or Passport (in case of foreign nationals) for identification purpose at the time of attending the meeting.
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DRAFT RESOLUTION TO BE PLACED BEFORE THE MEMBERS OF LANDMARK SPINNING INDUSTRIES LIMITED AT THE EXTRA ORDINARY GENERAL MEETING:

WHEREAS it is proposed that by means of a Scheme of Arrangement, M/s.Liven Pharmaceuticals (Pvt.) Limited shall, along with all their respective assets and liabilities, be amalgamated with and merged into M/s.Landmark Spinning Industries Limited in exchange for the issuance of ordinary shares of M/s.Landmark Spinning Industries Limited to the shareholders respectively, in accordance with the Scheme of Arrangement. This will result in the dissolution without winding up of M/s.Liven Pharmaceuticals (Pvt.) Limited and the surviving entity shall be referred to and be renamed as M/s.Liven Pharma Limited.

"IT IS THEREFORE RESOLVED

That subject to the approval of the High Court, the draft Scheme of Arrangement under Sections 279-283 and 285 of the Companies Act, 2017 between M/s.Liven Pharmaceuticals (Pvt.) Limited and M/s.Landmark Spinning Industries Limited, which is attached as Schedule 'A' herewith, and initiated by the chairman of the Meeting for purposes of identification, is hereby approved, adopted and agreed."

STATEMENT UNDER S.134(3) OF THE COMPANIES ACT, 2017

- Judicial Companies Miscellaneous Petition No. 11 of 2022 has been filed in the Honourable High Court of Sindh at Karachi under S.279-283 and 285 of the Companies Act, 2017 for sanction of (and for other orders) in respect of the Scheme of Arrangement (hereinafter referred to as the "Scheme") between M/s. Landmark Spinning Industries Limited and M/s. Liven Pharmaceuticals (Pvt.) Limited (Hereinafter collectively referred to as the "Petitioners") and their respective members. In that proceeding, the Honourable Court has, through Order dated 20th May 2022, directed the convening of separate meetings of the members and creditors, as applicable, of each of the companies for seeking their agreement to the Scheme.
- That the Board of Directors of the Petitioner Nos. 1 and 2 have considered various options ways and means available to improve their business with the ultimate aim of maximizing shareholder returns. They have accordingly formulated the Scheme annexed herewith. The Petitioners intend to enter into the Scheme whereby the Petitioner No.1 shall, along with all their respective assets and liabilities, be amalgamated with and into the Petitioner No. 2 in exchange for the issuance of ordinary shares of Petitioner No. 2 (M/s. Landmark Spinning Industries Limited) to the shareholders of Petitioner No 1 (M/s. Liven Pharmaceuticals (Pvt.) Limited), in accordance with Article 05 of the Scheme this will result in the dissolution without winding up of the Petitioner No. 1.
- In light of the aforesaid, the Scheme has been prepared. The respective Boards of the Petitioners have approved the Scheme and resolved to commence with the process to effect the Scheme and to take all such steps as are necessary in this regard and for submission of the Scheme to the Honourable High Court pursuant to S.279-283 and 285 of the Companies Act, 2017. A copy of the Scheme is attached herewith and the same may also be inspected by the members of the company during business hours at the registered office of the company.
- Under S. 279(2) of the Companies Act, 2017, a majority in number representing three-fourths of the members of the companies present in the meeting should agree to the Scheme in order for the same to be sanctioned by the Honourable High Court. Hence, pursuant to the order dated 20th May 2022, passed in the aforesaid Judicial Companies Miscellaneous petition, an Extra Ordinary General Meeting of the members of the Company will be held on Monday, 27th June 2022 at 03:00 noon at its registered office - 1st Floor Cotton Exchange Building, I.I. Chundrigar Road, Karachi to consider and if through fit approve, adopt and agree to the Scheme.
- No director of the Company has any interest, whether directly or indirectly, except to the extent of their shareholding held by them in the Petitioner Companies and their employment within the said Companies. The Directors are also interested to the extent of remuneration and benefits as per the policy of the Company.

Dated: 31/05/2022
Place: Karachi

BY ORDER OF THE BOARD
Muhammad Aslam Ali
Company secretary

جے سی ایم نمبر 11/2022 کے مطابق غیر معمولی سالانہ اجلاس عام کانوٹس

میسرز لائیون فارماسیوٹیکلز (پرائیویٹ) لمیٹڈ

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پنجگم بورڈ
محمد اسلم علی
پیشی سیکرٹری

مئی 31، 2022

کراچی

نوٹس:

2. (i) اعلانِ شہادت اور شہادت نامہ کا اصل اور کاپی اس جانب سے تیار کرانے کے لئے درج ذیل امور کو اس قدر مہیا کرنا ہے کہ اس کے ذریعہ تمام کاپیاں منسلک ہو سکیں۔

(ii) جرنل کے تمام افسرانے جو اس جانب سے شہادت نامہ دیا ہے اس کے تحت درج ذیل امور کو اس قدر مہیا کرنا ہے کہ اس کے ذریعہ تمام کاپیاں منسلک ہو سکیں۔

(iii) جرنل کے تمام افسرانے جو اس جانب سے شہادت نامہ دیا ہے اس کے تحت درج ذیل امور کو اس قدر مہیا کرنا ہے کہ اس کے ذریعہ تمام کاپیاں منسلک ہو سکیں۔

(iv) جرنل کے تمام افسرانے جو اس جانب سے شہادت نامہ دیا ہے اس کے تحت درج ذیل امور کو اس قدر مہیا کرنا ہے کہ اس کے ذریعہ تمام کاپیاں منسلک ہو سکیں۔

(v) جرنل کے تمام افسرانے جو اس جانب سے شہادت نامہ دیا ہے اس کے تحت درج ذیل امور کو اس قدر مہیا کرنا ہے کہ اس کے ذریعہ تمام کاپیاں منسلک ہو سکیں۔

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ملیر پور پراکٹر
 کینبرا ایکٹ 2017 سے سیکشن 283-279 اور 285 سے قوت میں لائین کا ناماسٹیکٹر (پراکٹر) کیلنڈر اور میٹرڈ کیلنڈر ایکسچینج
 انڈسٹری ریلیف کے دوران انعام کے تقسیم کے حکم کے سرور میں یہاں فیڈیل اے کے طور پر منسلک کیا گیا جس پر ہالاس کے جینٹری میں کمرٹ
 سے شناخت کے مقاصد کیلئے راولپنڈی کا آؤٹ گارڈ کیا گیا کا اعلان ہے۔ یہ منظور کیا گیا ہے تاہم اس کی اپ لوڈنگ کی ضروری ہے۔ شرط ہے۔
 کینبرا ایکٹ، 2017 سے سیکشن 3(34) کے تحت

[illegible][illegible][illegible][illegible][illegible]

جنگم پور
عمراسلم علی
کپنی سیکر

موردہ 31 مئی، 2022

کراچی