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JANANA DE MALUCHO TEXTILE MILLS LIMITED
Habibabad, Kohat (KPK) Pakistan

FORM-17

Ref. No.JM/Secy/22/049

Dated: September 26, 2022

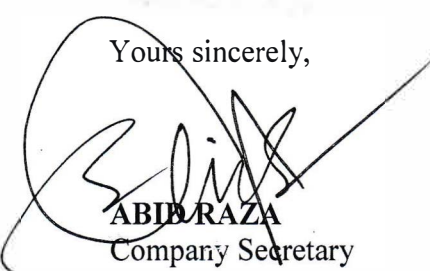
The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Subject: Notice of Annual General Meeting

Dear Sir,

Enclosed please find a copy of the Notice of Annual General Meeting to be held on October 17, 2022 at 12:15 P.M. for circulation amongst the TRE Certificate Holders of the Exchange. The aforementioned notice has also been published in "the Nation (English)" and "Nawa-E-Waqt (Urdu)", newspapers on September 26, 2022.

Yours sincerely,


ABID RAZA
Company Secretary

Encl: As Above)

KARACHI OFFICE:

Ghandhara House,
109/2 Clifton
P.O. Box 632 Karachi – 74200
Fax: (021) 35870136, 35830258
Tel: (021) 35830251–57 & 35860344

LAHORE OFFICE:

2nd Floor,
GardeeTrustBuilding
Napier Road, Lahore
Fax: (042) 37356278
Tel: (042) 37231691, 37232691

PESHAWAR OFFICE:

Dean's Trade Centre, T.F.Nos. 145
3rd Floor, Opp: State Bank of
Pakistan, Saddar Road,
Peshawar Cantt.
Fax& Tel : (091) 5272001

JANANA DE MALUCHO TEXTILE MILLS LIMITED

NOTICE OF 62nd ANNUAL GENERAL MEETING

Notice is hereby given that 62nd Annual General Meeting (AGM) of the Company will be held on **Monday the 17th October 2022 at 12:15 P.M.** at registered office of the Company, Habibabad, Kohat, to transact the following business.

ORDINARY BUSINESS:

- To confirm the minutes of an Extra Ordinary General Meeting held on 24th December, 2021.
- To receive, consider and adopt the annual audited Financial Statements for the year ended 30th June 2022 together with the Chairman's Review, Directors' and Auditors' reports thereon.
- To appoint external Auditors for the financial year 2022-23 and to fix their remuneration. The retiring Auditors M/s Shinewing Hameed Chaudhri & Co., Chartered Accountants, Lahore being eligible have consented and offered themselves for re-appointment.

SPECIAL BUSINESS:

- To consider and if thought fit, to pass the following resolutions as special resolutions with or without modification(s):
 - “RESOLVED THAT, as approved by the Board of Directors (the Board) in its meeting held on 15th February, 2022, the Authorized Share Capital of the Company be and is hereby increased from Rs.450,000,000/- (Rupees four hundred fifty million only), divided into 35,500,000 (thirty five million five hundred thousand only) ordinary shares of Rs.10/- (rupees ten only) each, and 700,000 (seven hundred thousand only) 7.5% cumulative redeemable preference shares of Rs.10/- (Rupees ten only) each, and 8,800,000 (eight million eight hundred thousand only) 10% cumulative redeemable preference shares of Rs.10/- (Rupees ten only) each to Rs.1,000,000,000/- (Rupees One Billion only) divided into 90,500,000 (Ninety million five hundred thousand only) ordinary shares of Rs.10/- each (Rupees ten only) each and 9,500,000 (Nine million Five hundred thousand only) cumulative redeemable preference shares of Rs.10/- (Rupees ten only) each and therefore, clause V of the Memorandum of Association of the Company and clause 4 of the Articles of Association of the Company be and are hereby amended and substituted as under:-**

Existing Clause V of Memorandum of Association of the Company to be Deleted

The authorized capital of the company is Rs.450,000,000/- (Rupees four hundred fifty million only) divided into 35,500,000 (thirty-five million five hundred thousand only) ordinary shares of Rs.10/- (Rupees ten only) each. 700,000/- (seven hundred thousand only) 7.5% cumulative Redeemable preference Shares of Rs.10/- (Rupees ten only) each, and 8,800,000/- (eight million eight hundred thousand only) 10% cumulative Redeemable preference shares of Rs.10/- (Rupees ten only) each with the powers of the Company, specifically, to increase the authorized share capital to include a further issue including of preference shares, and generally, to increase or reduce the said capital and to subdivide the share capital into different classes in accordance with the provisions of the Companies Ordinance, 1984 and any rules made thereunder, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association or the Regulations of the Company for the time being, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association or the Regulations of the Company in accordance with law.

Existing Clause 4 of Articles of Association of the Company to be Deleted

The authorized Share Capital of the Company is Rs.450,000,000/- (Rupees four hundred fifty million only) divided into 35,500,000 (thirty-five million five hundred thousand only) ordinary Shares of Rs.10/- (Rupees ten only) each, 700,000 (seven hundred thousand only) 7.5% cumulative redeemable preference Shares of Rs.10/- (Rupees ten only) each, and 8,800,000/- (eight million eight hundred thousand only) 10% cumulative redeemable preference Shares of Rs.10/- (Rupees ten only) each with power of the Company, specifically, to increase the authorized Share Capital to include a further issue, and generally, to increase or reduce the Capital and to divide the Shares in the Capital for the time being into several classes in accordance with the provisions of the Ordinance, and any rules made there under, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with these Articles or the Regulations for the time being, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by these Articles or the Regulations in accordance with the Applicable Law.

“FURTHER RESOLVED THAT:

- The Chief Executive Officer, the Chief Financial Officer and the Company Secretary (hereinafter referred to as the “Authorized Officers”) be and are hereby jointly authorized to complete all the necessary legal and corporate formalities pertaining to this resolution.
- All acts, deeds, and things done by the Authorized Officers 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.
- The Chief Executive Officer and the Company Secretary, be and are also hereby jointly authorized to take any further modifications/amendments/corrections at a later stage if pointed out by Securities and Exchange Commission of Pakistan (the Commission) and to take such other steps, execute such other documents and make necessary corporate and other filings as may be necessary or expedient for the purpose of giving effect to the above resolutions and all other matters incidental or ancillary thereto.”

- “RESOLVED THAT** pursuant to Section 170 read with Section 208 of the Companies Act, 2017, the approval of the members of the Company be and is hereby accorded to the Board of Directors to appoint Dr. Shahin Kuli Khan Khattak as Executive Director Public Relations at a gross salary of Rs. 600,000/- per month, in addition to other usual expenses such as utilities and other perquisites, with effect from July 01, 2022, shared by the following Associated Companies on pro rata basis, w.e.f July 01, 2022, at the end of every quarter of the financial year:

| | |
|---|-------------------------------|
| i. Janana De Malucho Textile Mills Ltd. | ii. Bannu Woollen Mills Ltd. |
| iii. Ghandhara Nissan Ltd. | iv. Ghandhara Industries Ltd. |
| v. The Universal Insurance Company Ltd. | vi. Rahman Cotton Mills Ltd. |

“FURTHER RESOLVED THAT:

- Chief Executive Officer, the Chief Financial Officer and the Company Secretary (hereinafter referred to as the “Authorized Officers”) be and are hereby authorized jointly to complete all the necessary legal and corporate formalities pertaining to this resolution.
- All acts, deeds, and things done by the Authorized Officers 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.
- The Chief Executive Officer and the Company Secretary, be and are also hereby jointly authorized to take any further modifications/amendments/corrections at a later stage if pointed out by Securities and Exchange Commission of Pakistan (the Commission) and to take such other steps, execute such other documents and make necessary corporate and other filings as may be necessary or expedient for the purpose of giving effect to the above resolutions and all other matters incidental or ancillary thereto.”

- “RESOLVED THAT** approval be and is hereby accorded to enter into a rental agreement of residential apartment situated at 6th floor, 25 Park Lane Town, 172 Tufail Road, Lahore with Mr. Khalid Kuli Khan Khattak, Executive Director (Finance & Production) of Janana De Malucho Textile Mills Ltd. for the monthly rent of Rs. 465,000/- per month in advance which shall be shared by following Associated Companies on pro rata basis w.e.f January 01, 2023 and subject to other terms and conditions disclosed to the members in the statement of material facts under section 134(3) of the Companies Act, 2017:

| | | |
|---|------------------------------|-------------------------------|
| i. Janana De Malucho Textile Mills Ltd. | ii. Bannu Woollen Mills Ltd. | iii. Rahman Cotton Mills Ltd. |
|---|------------------------------|-------------------------------|

FURTHER RESOLVED THAT:

- The Chief Executive Officer, the Chief Financial Officer and the Company Secretary (hereinafter referred to as the “Authorized Officers”) be and are hereby jointly authorized to complete all the necessary legal and corporate formalities pertaining to this resolution.
- The Chief Executive Officer and the Company Secretary, be and are also hereby jointly authorized to take any further modifications/amendments/corrections at a later stage if pointed out by Securities and Exchange Commission of Pakistan (the Commission) and to take such other steps, execute such other documents and make necessary corporate and other filings as may be necessary or expedient for the purpose of giving effect to the above resolutions and all other matters incidental or ancillary thereto.”

A statement of material facts under Section 134 (3) of the Companies Act, 2017 pertaining to the Special Business as stated above is annexed to this notice of meeting being sent to the Members.

- (I) “RESOLVED THAT** the transactions carried out in normal course of business with associated companies/ related parties during the year ended June 30, 2022, as disclosed in the note 42 of the Financial Statements for the year ended June 30, 2022 are hereby approved.”

(II) “RESOLVED THAT the Chief Executive Officer and the Chief Financial Officer of the Company be and are hereby authorized jointly to approve all the transactions carried out and to be carried out in normal course of business with associated companies/ related parties during the year ending June 30, 2023 and in this connection the Chief Executive Officer and the Chief Financial Officer jointly be and is hereby also authorized to take any and all necessary actions and sign/execute any and all such documents as may be required in this regard on behalf of the Company.”

A statement of material facts under Section 134 (3) of the Companies Act, 2017 pertaining to the Special Business as stated above is annexed to this notice of meeting being sent to the Members.

ANY OTHER BUSINESS:

- To transact any other business with the permission of the Chair.

NOTES:

- The register of members of the Company will remain closed from October 10, 2022 to October 17, 2022 (both days inclusive). Transfers received in order by the Company's Shares Registrar, M/s. Vision Consulting Limited, 3-C LDA Flats, 1st Floor, Lawrence Road, Lahore by the close of business hours (till 5:00 pm) on October 07, 2022 will be considered in time for registration in the name of the transferees, and be eligible for the purpose of attending and voting at the AGM.
- A member entitled to attend and vote at the meeting may appoint another member of the Company as a proxy to attend and vote instead of him/her. Proxy Form duly completed must be deposited at the registered office of the Company at least 48 hours before the time of meeting.
- Any individual beneficial owner having an account or sub-account with the Central Depository Company (“CDC”), is entitled to vote at this Meeting, must provide his/her Computerized National Identity Card (“CNIC”) to prove his/her identity, and in case of proxy must enclose an attested copy of his/her CNIC. The representatives of corporate bodies should provide attested copies of board of directors' resolution/powers of attorney and/or all such documents as are required under Circular No.1 dated 26th January 2000 issued by the Securities Exchange Commission of Pakistan for the purpose.
- The members holding physical shares are also required to bring their original CNIC and/ or copy of CNIC of shareholder(s) of whom he/ she/ they hold Proxy (ies). Without CNIC such shareholder(s) shall not be allowed to attend and/ or sign the Register of Shareholders/ Members at the AGM.
- Pursuant to provisions of section 134 of the Act, if the Company receives consent from members holding aggregate 10% or more shareholding, residing in geographical location to participate in the meeting through video conference at least Seven (7) days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.
- Members are requested to notify change in their address immediately to the share registrar, if any.
- Members are requested to replace their physical shares in Book-entry form and get their Names registered with the CDC, as early as possible, in compliance with the provisions of Section 72 (2) of the Companies Act, 2017
- The audited financial statements of the Company for the year ended June 30, 2022 have been posted and are made available on the Company's website www.jdm.com.pk.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 REGARDING THE SPECIAL BUSINESS

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on 17th October 2022.

Item No. 04 of the Agenda

- Approval of the members is being sought for amendment in Clause V of Memorandum of Association of the Company and in Clause 4 of the Articles of Association of the Company so as to increase authorized share capital of the Company in order to implement the decision of the Board of Directors as taken in their meeting held on 15th February, 2022.

B. Approval of Remuneration of Non-Executive Director

Keeping in view the communication from Associated Companies to the public and in order to develop and implement the Associated Companies public relations strategies, in accordance with the provisions of the Companies Act, 2017 with regards to the Related Party Transactions, the Board has recommended to appoint Dr. Shahin Kuli Khan Khattak as Executive Director Public Relations at a gross salary of Rs. 600,000/- per month, in addition to other usual expenses such as utilities and other perquisites, with effect from July 01, 2022. Further, keeping in view the austerity measures and to reduce the overhead expense of an Associated Company, the salary and expenses of the said Executive Director shall be shared by the following Associated Companies on a pro rata basis by each Associated Company at the end of every quarter of the financial year:-

| | |
|---|------------------------------|
| 1. Janana De Malucho Textile Mills Ltd. | 2. Bannu Woollen Mills Ltd. |
| 3. Ghandhara Nissan Ltd. | 4. Ghandhara Industries Ltd. |
| 5. The Universal Insurance Company Ltd. | 6. Rahman Cotton Mills Ltd. |

The following Directors are interested in the resolution to the extent of their relation, common directorships and their shareholding in the Associated Companies:

| | |
|---|--------------------------------|
| 1. Lt. Gen. (Retd.) Ali Kuli Khan Khattak | 2. Mr. Ahmad Kuli Khan Khattak |
| 3. Mr. Gohar Ayub Khan | 4. Mrs. Shahnaz Sajjad Ahmad |
| 5. Dr. Shahin Kuli Khan Khattak | |

C. Lease/ Rent of Residential Premises owned by a Related Party:

The Company intends to enter into a contract for leasing / rent of premises for residence of its directors / senior executives of Textile division during attending meetings / visits / attending seminars in Lahore located at 25 Park Lane Town, 172 Tufail Road, Lahore with Executive Director (Finance & Production), Mr. Khalid Kuli Khan Khattak at a monthly rent of Rs. 465,000 per month measuring total area of 3,200 square feet located at 6th floor along with one store & servant quarter located at 3rd floor of the building. The rent rates are in line with prevailing rent rates in the said locality. The property will be jointly shared with other Associated Companies i.e. Janana De Malucho Textile Mills Ltd., Bannu Woollen Mills Ltd. and Rahman Cotton Mills Ltd. The other terms and conditions would be:

- Agreement tenor: 03 (three) years (renewable on mutual terms and conditions)
- 10% increase after each year
- Utility bills and taxes will be responsibility of the tenants
- Tenants will be responsible for the proper upkeep and maintenance of the building

Mr. Khalid Kuli Khan Khattak, the Executive Director (Finance & Production) of the Company owns the above premises and is, therefore, interested in the above agreement.

The Directors are interested in the resolution to the extent of their common directorships and their shareholding in the associated companies.

The following Directors are interested in the resolution to the extent of their relation, common directorships and their shareholding in the Associated Companies:

| | |
|---|--------------------------------|
| 1. Lt. Gen. (Retd.) Ali Kuli Khan Khattak | 2. Mr. Ahmad Kuli Khan Khattak |
| 3. Mr. Gohar Ayub Khan | 4. Mrs. Shahnaz Sajjad Ahmad |
| 5. Dr. Shahin Kuli Khan Khattak | |

Approval of the members is, therefore sought in order to comply with the requirements of Section 170 and 208 of the Companies Act, 2017.

D (I): Approval of transaction carried out during the year ended June 30, 2022, to be passed as special resolution

The transactions carried out with associated companies during the year ended June 30, 2022 to be passed as a Special Resolution. The transactions carried out in normal course of business with associated companies (Related parties) were being approved by the Board as recommended by the Audit Committee on quarterly basis.

Since the majority of Directors were interested in this/these transactions(s) due to their common directorship and holding of shares in the associated companies, therefore these transactions have to be approved by the members in the General Meeting

The transactions conducted during the financial year ended June 30, 2022 with associated companies and related parties as shown in relevant notes of the Audited Financial Statements are being placed before the members for their consideration and approval.

The following Directors are interested in the resolution to the extent of their relation, common directorships and their shareholding in the Associated Companies:

| | | |
|---|---------------------------------|------------------------|
| 1. Lt. Gen. (Retd.) Ali Kuli Khan Khattak | 2. Mr. Ahmad Kuli Khan Khattak | 3. Mr. Gohar Ayub Khan |
| 4. Mrs. Shahnaz Sajjad Ahmad | 5. Dr. Shahin Kuli Khan Khattak | |

Approval of the members is, therefore sought in order to comply with the requirements of Section 208 of the Companies Act, 2017.

D (II): Authorization of the Chief Executive and the Chief Financial Officer jointly for the transactions carried out and to be carried out with associated companies during the ensuing year ending June 30, 2023 to be passed as a Special Resolution.

The Company would be conducting transactions with associated companies in the normal course of business. Majority of the Directors are interested in these transactions due to their common directorship and shareholding in the associated companies.

Therefore, such transactions with associated companies have to be approved by the members.

The shareholders may authorize the Chief Executive and the Chief Financial Officer jointly to approve transactions carried out and to be carried out in normal course of business with associated companies during the ensuing year ending June 30, 2023.

The Directors are interested in the resolution to the extent of their common directorships and their shareholding in the associated companies.

The following Directors are interested in the resolution to the extent of their relation, common directorships and their shareholding in the Associated Companies:

| | | |
|---|---------------------------------|------------------------|
| 1. Lt. Gen. (Retd.) Ali Kuli Khan Khattak | 2. Mr. Ahmad Kuli Khan Khattak | 3. Mr. Gohar Ayub Khan |
| 4. Mrs. Shahnaz Sajjad Ahmad | 5. Dr. Shahin Kuli Khan Khattak | |

