

J.K. Spinning Mills Ltd.



Ref: JKSM/T-050/2023

Dated: 31-05-2023

Associated Companies:

J. K. Power Ltd.

J. K. Agriculture Farms (Pvt) Ltd.

J. K. Tech (Pvt.) Ltd.

Fine Fabrics (Pvt) Ltd.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Sir,

Enclosed please find herewith a Notice of Extraordinary General Meeting scheduled to be held on **Thursday, June 22, 2023 at 11:00 A.M** at Head Office of the Company, 29 K.M Sheikhpura Road, Khurrianwala, Faisalabad, for circulation amongst the TRE Certificate Holders of the Exchange.

Further, in pursuance of clause 5.6.9 (b) of the Listing Regulations of Pakistan Stock Exchange, please find attached herewith a copy of the Notice prior to publication in the newspapers both Urdu and English languages.

Thanking you.
Yours faithfully,

For: **J.K. Spinning Mills Ltd.**

A handwritten signature in blue ink, appearing to read 'Syed Hussain Shahid Mansoor Naqvi'.

Syed Hussain Shahid Mansoor Naqvi
Company Secretary

**NOTICE OF
EXTRA-ORDINARY
GENERAL MEETING**



J. K. SPINNING MILLS LIMITED

J.K. Spinning Mills Ltd.



NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF J.K. SPINNING MILLS LIMITED WILL BE HELD ON THURSDAY, 22nd June, 2023 AT 11:00 AM AT 29 K.M, SHEIKHUPURA ROAD, KHURRIANWALA, FAISALABAD TO TRANSACT THE FOLLOWING BUSINESS:

Associated Companies:

J. K. Power Ltd.

J. K. Agriculture Farms (Pvt) Ltd.

J. K. Tech (Pvt.) Ltd.

Fine Fabrics (Pvt) Ltd.

ORDINARY BUSINESS:

- 1) To confirm the minutes of 36th Annual General Meeting held on 25th October, 2022.

SPECIAL BUSINESS:

- 2) To approve increase in Authorized Capital of the Company from Rs. 2,000,000,000/- (Rupees Two Billion Only) to Rs. 14,000,000,000/- (Rupees Fourteen Billion Only) and consequent amendments in the Memorandum and Articles of Association, resulting from this increase and alteration of relevant provision of Articles of Association relating to capitalization of reserves to pass special resolution given in the statement under Section 134(3) of the Companies Act, 2017.
- 3) To consider dissemination of annual audited financial statements through QR enabled code and weblink instead of transmitting the same in the form of CD/DVD/USB.

ANY OTHER BUSINESS

- 4) Any business with permission of the Chair.

Statement under section 134(3) of the Companies Act, 2017, pertaining to the special business is being sent to the Shareholders with this notice.

By Order of the Board

Syed Hussain Shahid Mansoor Naqvi
Company Secretary

Faisalabad: 29/05/2023

NOTES:

1. The Share Transfer Books of the Company will remain closed from June 15, 2023 to June 22, 2023 (both days inclusive) when no transfer of shares will be accepted for registration. Transfers received in order at the office of our Share Registrar **M/s. CorpTec Associates (Pvt.) Limited, 503-E, Johar Town, Lahore**, by the close of the business on June 14, 2023 will be in time for the purpose of attending EOGM.
2. The CDC account holders / sub-account holders are requested to bring with them their original CNICs or Passports along with Participant(s) ID Number and CDC Account Numbers at the time of attending the Extraordinary General Meeting for identification purpose. If proxies are granted by such Shareholders the same must be accompanied with attested copies of the CNICs or the Passports of the beneficial owners. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signatures of the nominee shall be produced at the time of meeting. The nominee shall produce his original CNIC at the time of attending the meeting for identification purpose.
3. The members / proxies who wish to attend the Extraordinary General Meeting, via Video Link, are requested to get themselves registered by sending their particulars at the designated email address **mansoornaqvi@jkgroup.net** giving particulars as per below table by the close of business hours (5:00 p.m.) on June 15, 2023:

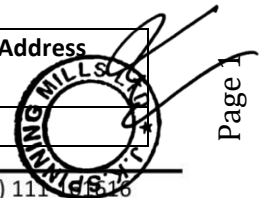
Name of Member	CNIC No. / NTC No,	CDC Participant ID/Folio No.	Cell Number	Email Address

Head Office: 29-KM, Sheikhpura Road, Khurrianwala, Faisalabad, Pakistan. UAN Tel: (92-41) 111151515 UAN Fax: (92-41) 111151516

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



4. The Video link will be emailed to the registered members / proxies who have provided all the requested information.
5. The shareholders will be allowed to exercise their right to vote through e-voting and postal ballot subject to the requirements of Sections 143 and 144 of the Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018.
6. The members are also required to attach the copy of their CNIC and where applicable, copy of CNIC of member(s) of whom he / she / they hold proxy(ies) while sending the information with reference to Note 3 hereof. Without the copy of the CNIC, such member(s) shall not be registered for the Video link facility.
7. A member entitled to attend and vote at the meeting may appoint another member as proxy to attend, speak and vote instead of him / her. Proxies in order to be effective must be received at the Head Office of the Company duly stamped and signed not later than 48 hours before the meeting. A proxy must be a member of the Company.
8. Shareholders holding shares in physical form, are requested to notify any change in their addresses immediately to the Share Registrar of the Company. Shareholders having shares in their CDC accounts are required to have their addresses updated with their respective participants.
9. As per Section 72 of the Companies Act, 2017, all existing companies are required to convert their physical shares into book-entry form within a period not exceeding four years from the date of commencement of the Companies Act, 2017. The Securities and Exchange Commission of Pakistan through its circular # CSD/ED/Misc./2016-639-640 dated March 26, 2021 has advised the listed companies to pursue their members who still hold shares in physical form, to convert their shares into book entry form. We hereby request all members who are holding shares in physical form to convert their shares into book-entry form at the earliest.
10. The notice of EOGM has also been posted on the Company's website.
11. The Proxy form attached.

Associated Companies:

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

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

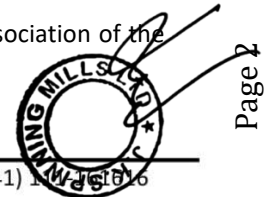
The statement sets out the material facts pertaining to the special business to be transacted at the forthcoming Extraordinary General Meeting of the Company to be held on June 22, 2023. The Directors in their meeting held on May 29, 2023 have recommended to the Shareholders to pass following special resolutions.

INCREASE IN AUTHORIZED SHARE CAPITAL AND CAPITALIZATION OF RESERVES OF THE COMPANY:

The Board is of the view that present Authorized Share Capital of the Company is quite insufficient to absorb any further increase in paid-up capital for future capitalization by way of Bonus or Right Shares for the expansion of spinning unit / processing unit, implementation of weaving unit and BMR in existing units. The Board considers that raising of equity would be the most viable option in view of lower tax incidence in the hands of investors and as such maximum reliance would be placed on this option to meet the Company's growth plans. Therefore, in order to cater the 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. 2,000,000,000/- divided into 200,000,000 ordinary shares of Rs 10 each to Rs. 14,000,000,000/- divided into 1,400,000,000 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.



In order to allow the Board of Directors of the Company to approve issuance of bonus shares by way of capitalization any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, the Board of Directors of the Company in their meeting held on May 29, 2023 has recommended to substitute the clause 100 of the Articles of Association of the Company accordingly.

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Fine Fabrics (Pvt) Ltd.

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 to the extent of their shareholding.

For this purpose, it is intended to pass with or without modification the following resolutions as Special Resolutions:

- a) **Resolved that** the Authorized Share Capital of the Company be and is hereby increased from Rs. 2,000,000,000/- divided into 200,000,000 ordinary shares of Rs 10/- each to Rs. 14,000,000,000/- divided into 1,400,000,000 ordinary shares of Rs. 10/- each.
- b) **Further Resolved that** 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, clause 5 and clause 100 of the Articles of Association of the Company be and are hereby amended to read as follows:

CLAUSE - V OF MEMORANDUM OF ASSOCIATION:

- V. The capital of the company is Rs. 14,000,000,000/- (Rupees Fourteen Billion) divided into 1,400,000,000 (One Billion Four 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. 14,000,000,000/- (Rupees Fourteen Billion) divided into 1,400,000,000 (One Billion Four 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 - 100 OF ARTICLES OF ASSOCIATION:

The Board of Directors may resolve that moneys, investments or other assets forming part of the Company standing to the credit of the Reserve Fund or in the hands of the Company and available for dividend or representing premiums received hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium accounts be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized funds be applied on behalf of such shareholder in paying up in full any unissued shares of the Company which shall be distributed accordingly and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.



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Fine Fabrics (Pvt) Ltd.

- c) **Resolved Further that** 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) **Resolved Further that** 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) **Resolved Further that** 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 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 Head 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.

DISSEMINATION OF INFORMATION REGARDING ANNUAL AUDITED FINANCIAL STATEMENTS THROUGH QR ENABLED CODE AND WEBLINK

In order to implement SECP notification with respect to transmission / circulation of information such as annual audited financial statements through QR enabled code and weblink instead of CD/DVD/USB, will also be provided through e-mail if they desire to receive the same at their e-mail addresses. The following Special Resolution is a part of the notice for the approval of shareholders to adopt the newly introduced mode of transmission. However, for convenience of shareholders, Standard Request Form is available on Company's website for those who opt to receive the hard copy of annual audited financial statements with relevant documents at their registered addresses.

Resolved Further that that dissemination of information regarding annual audited financial statements to the shareholders through QR enabled code and weblink as notified by the Securities and Exchange Commission of Pakistan vide its SRO 389 (1)/2023 dated 21' March, 2023, be and is hereby approved while considering technological advancements and old technology becoming obsolete, the circulation of annual financial statements through CD/DVD/USB be discontinued.

FORM OF PROXY

Extra-Ordinary General Meeting

I/We, _____ of _____, holding Computerized National Identity Card (CNIC)/Passport No. _____ and being a member of J.K. Spinning Mills Limited, hereby appoint _____ of _____, holding CNIC/Passport No. _____, or failing him/her hereby appoint _____ of _____, holding CNIC/Passport No. _____, as my/our proxy to vote for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on the 22nd day of June, 2023 and at any adjournment thereof.

As witness my/our hand/seal this _____ day of _____, 2023.

Witnesses:

1. Signature _____

Name _____

Address _____

CNIC/Passport No. _____

2. Signature _____

Name _____

Address _____

CNIC/Passport No. _____

CDC Account No.

Revenue Stamp of Rs. 5/-

To be signed by the above named shareholder

Notes:

1. This Proxy Form, duly completed and signed, must be received at the Head Office of the Company, not less than 48 hours before the time of holding the meeting. A proxy need not to be a member of the Company.
2. The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
3. Attested copies of CNIC of the appointer and the proxy-holder shall be furnished with the Proxy Form.
4. The proxy-holder shall produce his/her original CNIC at the time of the meeting.
5. In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature shall be submitted along with Proxy Form.

پراکسی فارم

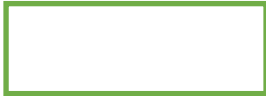
غیر معمولی اجلاس عام

میں / ہم _____ ساکن _____ حامل کمپیوٹر انڈسٹری کارڈ / (CNIC) پاسپورٹ نمبر _____ اور بطور رکن جے کے سیننگ ملز لمیٹڈ _____
_____ حامل / CNIC پاسپورٹ نمبر _____ یا اس کی عدم موجودگی میں _____ حامل / CNIC پاسپورٹ نمبر _____
_____ کو مورخہ 22 جون 2023 کو منعقد ہونے والے غیر معمولی اجلاس عام اور اس کے کسی ملتوی شدہ اجلاس کے لئے میری / ہماری جانب سے ووٹ ڈالنے کے لئے بطور
نمائندہ (پراکسی) تقرر کرتا ہوں / کرتی ہوں / کرتے ہیں
گواہان کی موجودگی میں میرے / ہمارے دستخط / مہر روز 2023 ثبت کیے گئے / کی گئی

گواہان

1. دستخط _____
نام _____
پتہ _____
کمپیوٹر انڈسٹری کارڈ / پاسپورٹ نمبر _____
2. دستخط _____
نام _____
پتہ _____
کمپیوٹر انڈسٹری کارڈ / پاسپورٹ نمبر _____

پانچ روپے کاربونیو اسٹمپ



حصص یافتہ کے دستخط

سی ڈی سی اکاؤنٹ نمبر



نوٹس

1. یہ پراکسی فارم مکمل اور دستخط شدہ کمپنی کے ہیڈ آفس میں اجلاس کے انعقاد سے کم از کم ۸ گھنٹے پہلے موصول ہونا ضروری ہے۔ پراکسی کا ممبر ہونا لازمی نہیں۔
2. پراکسی فارم پر دو گواہان کے نام، پتے اور شناختی کارڈ نمبر درج ہونے چاہئیں
3. پراکسی فارم کے ساتھ تقرر کرنے والے اور پراکسی کے حامل فرد کے شناختی کارڈ کی تصدیق شدہ نقول جمع کی جائیں گی
4. اجلاس کے وقت پراکسی کا حامل شخص اپنا اصل شناختی کارڈ فراہم کرے گا
5. کارپوریٹ ادارے کی صورت میں، ادارے کے بورڈ آف ڈائریکٹرز کی منظور شدہ قرارداد / پاور آف اٹارنی بشمول نمونہ دستخط پراکسی فارم کے ساتھ جمع ہوگی