

TTM/SHARE/ 02 /2023
June 12, 2023

**The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi-74000, Pakistan.**

Subject: - **BALLOT PAPER & PROVISION OF ELECTRONIC VOTING**


Dear Sir,

In continuation to our notice of the Extra Ordinary General Meeting of the Company published on dated May 30, 2023, scheduled to be held on Wednesday, June 21, 2023, at 11:00 am, we are pleased to enclose herewith a copy of Ballot Paper as required under Regulation 8 of the Companies (Postal Ballot) Regulation, 2018, which shall be published on June 13, 2023, in two Newspapers, namely "The Nation (English)" and "Nawa-i-Waqt (Urdu)" nationwide circulation. The Ballot Paper has also been uploaded on the Company's website for the information of our respective shareholders.

Further, in compliance with Regulation 4 of the Companies (Postal Ballot) Regulations, 2018, the electronic voting facility will also be available to eligible members of the company in line with applicable laws.

Please disseminate this information to the TRE Certificate Holders of the Exchange accordingly.

Yours truly,
For **TATA TEXTILE MILLS LIMITED**


**Muhammad Hussain
Company Secretary**

Enclosure: As above



Tata Textile Mills Limited

Registered Office Address: 6th Floor, Textile Plaza, M. A. Jinnah Road, Karachi. Tel# 32412955-3 Lines 32426761-2-4 Website: www.tatapakistan.com

Procedure for E-Voting:

Pursuant to Companies (Postal Ballot) Regulations, 2018 ("the Regulations") amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), members of the Company will be allowed to exercise their right to vote through the electronic voting facility and voting by post for the special businesses in the EOGM to be held June 21, 2023, in accordance with the requirements and subject to the conditions contained in aforesaid Regulations.

- (i) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on June 14, 2023.
- (ii) The web address, login details and password will be communicated to members via email. The security codes will be communicated to members through SMS from the CDC Share Registrar Services Limited web portal (the e-voting service provider).
- (iii) Identity of the members intending to cast a vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- (iv) E-Voting lines will start from June 16, 2023, at 09:00 a.m. and shall close on June 20, 2023, at 5:00 p.m. Members can cast their votes at any time during this period. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently

Procedure for Voting Through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper, along with a copy of the Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through a post on the Company's registered address, 6th Floor Textile Plaza, M. A. Jinnah Road, Karachi or email at chairman@tatapakistan.com one day before the Extraordinary General Meeting on June 20, 2023, during working hours. The signature on the ballot paper shall match the signature on CNIC.

Ballot Paper for Voting Through Post for the Special Businesses at the Extraordinary General Meeting to be held on Wednesday, June 21, 2023, at 11:00 a.m. at The Institute of Chartered Accountants of Pakistan Auditorium, Chartered Accountants Avenue, Block 8 Clifton, Karachi.

Folio/CDS Account Number	
Name of shareholder / joint shareholders/ Proxy holder	
Registered Address	
Number of shares held and Folio Number	
CNIC No./Passport No - in case of a foreigner (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government)	
Name of Authorized Signatory	
CNIC Passport No. (in case of a foreigner) of Authorized Signatory (copy to be attached)	

Resolutions for Agenda Item No.1

RESOLVED that approval of members of Tata Textile Mills Limited (the "Company") via special resolution be and is hereby accorded to increase the Authorized Share Capital of the Company from PKR 1,000,000,000 (Rupees One Billion Only) divided into 100,000,000 ordinary shares of PKR 10 each to PKR 12,000,000,000 (Rupees Twelve Billion Only) divided into 1,200,000,000 ordinary shares of PKR 10 each by the creation of 1,100,000,000 additional ordinary shares of PKR 10 each to rank pari passu in every respect with the existing ordinary shares of the Company.

FURTHER RESOLVED that in consequence of the aforesaid increase in the Authorized Share Capital of the Company, the existing clause V of the Memorandum of Association and Article 6 of the Articles of Association of the Company be and is hereby substituted accordingly, to read as follows:

Clause V of Memorandum of Association:

The authorized capital of the company is Rs.12,000,000,000 (Rupees twelve billion only) divided into 1,200,000,000 (twelve hundred million) shares of Rs.10 each with power to increase or reduce the capital and 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.

Article 6 of the Articles of Association:

The authorized capital of the company is Rs.12,000,000,000 (Rupees twelve billion only) divided into 1,200,000,000 (Twelve hundred million) shares of Rs.10 each with the power 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 capital and to divide the shares in the capital for the time being into several classes in accordance with the provision of the applicable law, and any rule 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 these Articles or Policies 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 Policies in accordance with applicable law.

FURTHER RESOLVED that the Chief Executive and Company Secretary be and are hereby singly authorized to do all acts, deeds and things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and Exchange Commission of Pakistan and complying with all other regulatory requirements to effectuate and implement this resolution.

FURTHER RESOLVED that the aforesaid alteration in the Memorandum of the Company shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the SECP which suggestion, direction and advice shall be deemed to have been approved as part of the passed Special Resolution without the need of the members to pass a fresh Special Resolution.

Resolutions for Agenda Item No.2

RESOLVED that subject to passing of a resolution of the members of the Company by way of a simple majority, permission and approval to the Company is be, and hereby, accorded for circulation of annual audited financial statements to members through QR-enabled code and weblink within and as a part of the notice of general meeting, in line with Securities and Exchange Commission of Pakistan notification number S.R.O. 389(I)/2023, and as a consequence thereof, the practice of circulation of annual audited financial statements through CD be discontinued.

FURTHER RESOLVED that the Chief Executive and Company Secretary be and are hereby singly authorized to take necessary steps and execute documents as may be expedient for the purpose of giving effect to the spirit and intention of the above resolution.

Resolutions for Agenda Item No.3

Resolved that pursuant to Section 38 and all other applicable provisions of the Company Act, 2017 Article 107 of the existing Article of Association of the Company be and is hereby substituted to read as follows:

a resolution as special resolution as proposed in the statement of material facts annexed hereto, to increase the authorized share capital of the company and consequent amendments in the Articles of Association of the Company.

107. Capitalization of Reserve

The Board of Directors may capitalize 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, and accordingly that such sum be set free for distribution among the members who would have been entitled thereto if distributed by way of dividend and in the same proportions, on condition that the same be not paid in cash but be applied in or towards paying up in full unissued shares as bonus shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such members in the proportion aforesaid, and the Directors shall give effect to such resolution.

FURTHER RESOLVED that the Chief Executive and Company Secretary be and are hereby singly authorized to take necessary steps and execute documents as may be expedient for the purpose of giving effect to the spirit and intention of the above resolution.

Instructions for Poll

1.Please indicate your vote by ticking (√) the relevant box.

2.In case if both the boxes are marked as (√), your poll shall be treated as **"Rejected"**

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing a tick (√) mark in the appropriate box below;

Resolution(s)	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
Agenda Item 1: To increase in the authorized share capital of the Company as stated above		
Agenda Item 2: To approve the circulation of the Annual Audited Financial Statements to the members of the Company through QR enabled code and web link as stated above.		
Agenda Item 3: To amend the Article of Association of the Company as stated above.		

NOTES:

1. Dully filled postal ballot should be sent to the Chairman Mr. Mazhar Valjee, Tata Textile Mills Limited, Company's head office, 6th Floor, Textile Plaza, M. A. Jinnah Road, Karachi. - Pakistan or at e-mail: chairman@tatapakistan.com
2. Copy of the CNIC/Passport (in case of a foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach the chairman of the meeting on or before June 20, 2023, during working hours. Any postal ballot received after this date, will not be considered for voting.
4. Signature on the postal ballot should match with the signature on the CNIC/Passport (in case of a foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, or overwritten ballot paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Consul General of Pakistan having jurisdiction over the member.
7. Ballot Paper form has also been placed on the website of the Company at: www.tatapakistan.com (Section - D Investor Relations) Members may download the Ballot Paper from the website or use an original/photocopy published in newspapers.

Shareholders/ Proxyholder Signature / Authorized Signatory
(in the case of a corporate entity, please affix the company stamp)

Date: _____