

بر حمتك يا ارحم الراحمين
JANANA DE MALUCHO TEXTILE MILLS LIMITED
SHARES DEPARTMENT
HABIBABAD, KOHAT

Ref. No.JM/Secy/24/050

Dated: 04 October, 2024

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

SUBJECT: NOTICE OF ANNUAL GENERAL MEETING PUBLISHED IN NEWSPAPERS

Dear Sir

Enclosed please find a copy of the Notice of Annual General Meeting of the Company, to be held on October 26, 2024 at 11:00 A.M. The notice has been published in the Daily "The Nation, (English)" and "Roznama Naw-i-Waqt, (Urdu)" on October 04, 2024.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours Sincerely

ABID RAZA
Company Secretary





The Nation

Rabi ul Awwal 29, 1446
FRIDAY,
October 04, 2024

TheNation.pk www.nation.com.pk facebook.com/thenationdaily @the_nation

JANANA DE MALUCHO TEXTILE MILLS LIMITED NOTICE OF 64th ANNUAL GENERAL MEETING

Notice is hereby given that 64th Annual General Meeting (AGM) of the Company will be held on **Saturday the 26th October 2024 at 11:00 A.M.** at registered office of the Company, Habibabad, Kohat, to transact the following business.

ORDINARY BUSINESS:

1. To confirm the minutes of the last Annual General Meeting held on 23rd October 2023.
2. To receive, consider and adopt the annual audited Financial Statements of the company together with the Chairman's Review Report and the Directors' and Auditors' reports thereon for the year ended 30th June 2024.

As required under section 223(6) of the Companies Act, 2017 ("the Act"), Financial Statements of the Company has been uploaded on the website of the Company, which can be downloaded from the following link / QR code

Weblink	QR enabled Code
https://jdm.com.pk/Products/Gallery/invinfdocen386.pdf	

3. To appoint statutory Auditors for the financial year 2024-25 and to fix their remuneration. The retiring Auditors M/s shineWing, Hameed Chaudhri and Co., Chartered Accountants, Lahore being eligible have consented and offered themselves for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolutions as Special Resolutions with or without modification(s):

To ratify and approve transactions entered into by the Company and the related parties in its ordinary course of business by passing the following Special Resolution:

"RESOLVED THAT the transactions carried out in normal course of business with associated companies/ related parties during the year ended June 30, 2024, (as disclosed in the note 44 of the Financial Statements for the year ended June 30, 2024) be and are hereby ratified, confirmed and approved."

"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, 2025 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."

"FURTHER RESOLVED THAT:

- i. The Chief Executive 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.
- ii. 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 the 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.

ANY OTHER BUSINESS:

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

Kohat

Dated: 4th October 2024

By order of the Board

ABID RAZA

Company Secretary

NOTES:

1. The register of members of the Company will remain closed from October 19, 2024 to October 26, 2024 (both days inclusive). Transfers received in order by the Company's Shares Registrar, M/s. Vision Consulting Limited, 5-C LDA Flats, 1st Floor, Lawrence Road, Lahore by the close of business hours (till 5:00 pm) on October 18, 2024 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.
2. 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. Attested copies of the CNIC or the Passport of beneficial owners and the proxy shall be furnished along with the proxy form. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished along with the proxy form.
3. Any individual beneficial owner having an account or sub-account with the Central Depository Company ("CDC"), is entitled to attend and vote at this meeting, must provide his/her "CNIC" or Passport to prove his/her identity, and in case of proxy must enclose an attested copy of his/her CNIC. Representatives of the corporate entities should provide attested copies of board of directors' resolution/power of attorney with specimen signatures required for the purpose and all such documents as are required under Circular No.1 dated 26th January 2000 issued by the Securities Exchange and Commission of Pakistan for the purpose.
4. 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.
5. The Securities and Exchange Commission of Pakistan ("SECP") vide Circular No. 4 of 2021 dated February 15, 2021, has advised to provide participation of the members through electronic means. Members interested to participate in the AGM are requested to email their name, Folio Number, Number of shares held in their name, Cell Number, CNIC Number (along with valid copy of both sides of CNIC) with subject "Registration for Participation in AGM" at "janana.textile@gmail.com". Video link and login credentials shall be shared with only those members whose emails, containing all the required particulars, are received by the close of business hours (till 5:00 pm) on October 24, 2024.

6. ELECTRONIC VOTING AND POSTAL BALLOT

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(1)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote for the special business (es) in the meeting, in accordance with the conditions mentioned in the aforesaid regulations. The Company shall provide its members with the following options for voting:

i. E-VOTING PROCEDURE

- a. 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 October 18, 2024.
- b. 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 web portal of Vision Consulting Ltd. (being the e-voting service provider).
- c. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d. Members shall cast vote online at any time from October 23, 2024, 9:00 a.m. (PST) to October 25, 2024 till 5:00 p.m. (PST). Voting shall close on October 25, 2024, at 5:00 p.m. Once the vote on the resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

ii. POSTAL BALLOT VOTING PROCEDURE

- a. Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper will be available on the Company's website www.jdm.com.pk within stipulated time to download.
- b. The members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's registered address, Habibabad, Kohat, or email at janana.textile@gmail.com one day before the AGM, i.e., on October 25, 2024 before 05:00 pm. A postal ballot received after this time/date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.

7. Members are requested to notify immediately any change in their address to the Company's Share Registrar.
8. To comply with requirement of section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provision and Forms) Regulations, 2018, all CDC and physical shareholders are requested to provide their email address and cell phone number incorporated/updated in their physical folio or CDC account
9. Members are informed that, in accordance with the SECP's S.R.O. 389(i)/2023 dated March 21, 2023, and the Companies Act, 2017, the company will distribute its annual audited financial statements via email to members who have provided their email addresses to the Company. The audited financial statements can also be downloaded from the QR enable Code. However, if a request has been made by a member, the Company shall send hard copy of complete financial statements, at his registered address, within one week of request.
10. The audited financial statements of the Company for the year ended June 30, 2024 and the notice of Annual General Meeting have also been posted and are made available on the Company's website www.jdm.com.pk, and can be downloaded from the website.
11. 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.

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 26th October 2024.

Item No. 04 of the Agenda: Transactions with Related Parties

- i. The transactions carried out with associated companies during the year ended June 30, 2024 to be passed as a Special Resolution. The transactions carried out in normal course of business with associated companies (Related parties) were 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.

In view of the above, the transactions conducted during the financial year ended June 30, 2024 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, confirmation and approval.

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

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

1. Lt. Gen. (Retd.) Ali Kuli Khan Khattak
2. Mr. Ahmad Kuli Khan Khattak
3. Mrs. Shahnaz Sajjad Ahmad
4. Dr. Shahin Kuli Khan Khattak
5. Mrs. Zenab Adnan Aurangzeb

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

- 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, 2025 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, 2025.

اطلاع برائے 64 واں سالانہ اجلاس عام

جانانہ ڈی مالو چوٹیکشاگل ملز لمیٹڈ

ذریعہ: ذرا مطلع کیا جاتا ہے کہ کئی 84 اس سالہ انجمن عام (AGM)، کئی کے جزاء دفتر مصیبت اور کوٹ پارس لڑیں اور کی انجمن کی کئی کے جزاء 26 اکتوبر 2024، کو صبح 11:00 بجے منعقد ہوگا۔

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1- 23 اکتوبر، 2023 / منعقد ہوا، اجلاس عام کی کارروائی کی تفصیل۔

2- 30 جون 2024 کو قائم ہونے والے سال کے لئے کھلی کے ساتھ ذاتی وعدہ و پابندی معاہدات معائنہ پابکارین کا جائزہ، انٹریکٹرز اور آڈیٹرز کی سرچشمن پر غور و خوض اور منظوری دینے۔

ہیڈ مارک (نمبر) ایکٹ 2017 کے سیکشن (6) 223 کے تحت کئی کے ساتھ ان پرائیویٹ حمایت کئی کی وجہ سے ایک پراسٹ کے لیے گئے ہیں جنہیں درج ذیل ایک اور QR کوڈ اور

کا استعمال کر کے ہوئے ہیں اور (1) ان کو کیا جاسکتا ہے:



<https://fdm.com.pk/Products/Gallery/invinfdocen386.pdf>: ویب لنک

3- مالی سال 2024-25 کے لئے قانونی اور اخلاقی اعتبارات کے ساتھ ساتھ ان کے معاشی و تعلیمی حالات کو مدنظر رکھتے ہوئے ان کے لئے ایک مخصوص فنڈ کی بنیاد رکھنے کی ضرورت ہے۔

خصوصی نامور:

4- غور و خوض اور دیگر بھرپور خیالی نگاہ کا ساتھ ساتھ سچ و میل کے اصول اور اصولوں کا ہر قسم کے ساتھ خیال کے بغیر بغور و خوض سے غور و خوض کرنا۔

مستندوں پر خصوصی ترقی اور ان کو پاس کر کے نکالیں اور حلقہ فرائض کی طرف سے عام کارروائی میں کے لئے لیجسلیٹو کی ترقی اور حکومتی دہلی:

تقریباً 30 جون 2024 کو قائم ہونے والے سال کے 100 ویں اجتماع کمپنیوں / اجتماعات فریجوں کے ساتھ کاروبار کے معمول کے مطابق کیے گئے ہیں۔ (جیسا

کہ 30 ستمبر 2024 کو قلم اٹانے والے سال کے باہمی مساوات کے نوٹ 44 میں ظاہر کیا گیا ہے کہ اس کی توثیق قصور خیز اور منظور کیا گیا ہے۔*

قرارداد کو کھلی کے چیف ایگزیکٹو آفیسر اور چیف فنانس ایگزیکٹو آفیسر مشورہ کر رہے ہیں۔ 30 جون 2025 کو ختم ہونے والے سال کے دوران حلقہ کنجیہ میں مختلف فرجنوں کے ساتھ کے لئے کام نہیں کریں اور کاروبار کے معمول کے مطابق کرنے کے لئے ہمارے اس خطے میں چیف ایگزیکٹو آفیسر اور چیف فنانس ایگزیکٹو آفیسر مشورہ کر رہے ہیں۔ کوئی بھی اور کام

ضروری کارروائی کرنے اور اس مسئلے میں دنیا کا کسی بھی حصہ رابطے میں نہ آجائے۔ جو حرج امت کی کھائی کی جانب سے دھماکا اعلیٰ درجہ کرنے کے لئے ہے۔"

سحر و قوماک

(۱) جیجی کا بیٹا میسر نور کہتی پکڑاوی (۲) ہزار پٹریں (۳) مشرق کی طرف برساتا ادا دے حلقہ کا مشہوری قانونی اور کاروبار، جیجی کی کارروائیوں کو مکمل کرنے کے لئے ہے۔

(G) یہاں تجزیہ افسر اور کئی دیگر افسرین کے طور پر ہمارا ہے کہ وہ بعد کے مرحلے میں حرج کوئی دیکھا جاتا ہے اور اس طرح کریں اگر سیکورٹیز ایجنسی کی کئی کھینچ آئے پاکستان

(SECP) کی طرف سے نکال دئی گئی ہے اور اس طرح کے دیگر اقدامات اٹھائے جائیں۔ اس طرح کے دیگر اقدامات

کو متوجہ اور افرادوں کو گالزہ کرنے کے مقصد کے لئے ضروری اسباب سے مالا مال اور دیگر امور اقتصادی اور مالی معاملات کریں۔

5- صاحب صدری اجازت سے کسی دیگر امور پر کارروائی کرے۔

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2024.07.04

عابد رضا

کھلی بکری

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نوٹ:

1- کنفی کے ممبرین کا سفر 19 اکتوبر 2024 تا 26 اکتوبر 2024، (شمالی واپس ایام) بند رہے گا۔ منگل کو کنفی کے شیڈول سفر کے دفتر میسرز ویس کنسٹیک لٹڈ، 5-C ایل ڈی اے فیس، پہلی منزل، ڈائریکٹر، 18 اکتوبر 2024 کو (5:00pm بجے تک) کاروبار کے اختتام تک وصول ہونے والی ٹرانسپورٹ کے چارج میں

2- اہلاس میں شرکت اور ووٹ دینے کا حق کوئی ممبر اپنی بجائے شرکت اور ووٹ دینے کیلئے کسی دیگر ممبر کو اپنا نائبی براہ کی مقرر کر سکتا رہتی ہے۔ باقاعدہ مکمل شدہ براہ کی فارم رجسٹریشن اور AGM میں شرکت اور ووٹنگ کے مقصد کے لئے بروقت حضور ہرگی۔

۱۔ اس کے وقت سے کم از کم 48 بجے کل بکٹی کے رجسٹر دفتر میں لانا وصول ہو جانی چاہئیں۔ **تفصیل** ادارہ اور یا کسی کے کپیڈ انکار و قومی شناختی کارڈ یا پاسپورٹ کی تصدیق
 نقول پر یا کسی فارم کے سر نوذج جمع کرنا ہوگی۔ کار رجسٹر ادارہ کی صورت میں، جو ریکی قرار دیا جائے گا۔ صدر یا کسی ہولڈر کے داخلہ شدہ پر یا کسی فارم کے سر نوذج بکٹی میں جمع کرنا

۱۰۰

3- سنیوں نے جو دعویٰ کیا ہے، اس کا کوئی نظریاتی جھنڈا نہیں ہے۔ یہ ایک جبر و اجبار کا نام ہے۔ یہ دوسرے مذاہب کے خلاف دھم دھم کرنے کے لئے ایک کیڑا مار کا نام ہے۔

شائقی کاروائی سپورٹس ڈائریکٹریٹ اور پرائیویٹ کی صورت میں سہ ماہی کے شائقوں کی شائقی کاروائی سپورٹس کی صلاحیتوں کی کاروائی کرنا چاہئے۔ کاروائی کے لئے 26

2000 کے قحطی کا دورہ آج سے دو تہائی صدی قبل لڑایا کرتی تھیں۔

- [illegible]