



## NADEEM TEXTILE MILLS LIMITED

801-804, 8th Floor, Lakson Square, Building No. 3, Block-A,  
Sarwar Shaheed Road, Karachi-74200, Pakistan. Tel.: (+92-21) 35220481-88  
Fax : (+92-21) 35220495-96 E-mail: info@nadeem.com.pk  
URL: www.nadeem.com.pk

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (hereinafter the 'EOGM') of the shareholders of Nadeem Textile Mills Limited will be held on 22<sup>nd</sup> June, 2023 at 9:00 a.m., at A-801-804, 8<sup>th</sup> Floor, Lakson Square Building No. 3, Block-A, Sarwar Shaheed Road, Karachi Pakistan; to transact the following business:

#### 1. SPECIAL BUSINESS:

To consider the increase in authorized capital of the Company and if thought fit to pass the following resolution as special resolution with or without amendments:

**“RESOLVED THAT** the authorized capital of the Company be and is hereby increased from Rs.330.00 million divided into 33.00 million ordinary shares of Rs. 10/- each to Rs.2,000 million divided into 200.00 million ordinary shares of Rs. 10/- each and Clause V of the Memorandum of Association and Article 5 of the Articles of Association be and are hereby substituted accordingly.


#### 2. ORDINARY BUSINESS:

To consider, and if deemed appropriate, to pass the following resolutions (with or without modifications) which would enable the Company to circulate the annual audited financial statements by way of QR enabled code and weblink to its shareholders as a part of the notice for annual general meeting.

#### 3. ANY OTHER BUSINESS:

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

Karachi: May 31, 2023

  
By the Order of the Board of Directors  
Abdul Amin  
Company Secretary

#### Notes:

1. The Register of Members and Share Transfer Books of the Company will remain closed from June 16, 2023 to June 22, 2023 (both days inclusive). Transfers received in order at the office of Share Registrar, M/S Hameed Majeed Associates (Private) Limited, 5<sup>th</sup> Floor, Karachi Chambers, Hasrat Mohani Road, Karachi by the close of business on June 15, 2023 will be considered in time to attend and vote at the meeting.
2. A member of the Company entitled to attend, and vote may appoint another member as his/her proxy to attend and vote instead of him/her.
3. Proxies must be received at the Registered Office of the Company not later than 48 hours before the time of the Meeting.



## **STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017**

This statement sets out material facts pertaining to the special business to be transacted at the Extraordinary General Meeting (EOGM) of the Company to be held on June 22, 2023.

### **Increase in Authorized Capital**

To meet the future capital requirements of the Company it has been decided to increase the authorized share capital from Rs.330,000,000 consisting of 33,000,000 ordinary shares of Rs.10 each, to Rs.2,000,000,000, divided into 200,000,000 ordinary shares of Rs. 10 each. Consequently, the Memorandum and Articles of Association of the Company may be amended as under:

### **Clause V of the Memorandum of Association**

The Authorized Share Capital of the Company is Rs. 2,000,000,000/-(Rupees two thousand million) divided into 200,000,000 Ordinary Shares of Rs.10/- each with powers to increase or reduce the Capital and to consolidate or subdivide the shares and issue shares of higher or lower denominations.

### **Clause 5 of the Articles of Association**

The capital of the Company is Rs.2,000,000,000/- (Rupees Two Billion only), divided into 200,000,000 (Two Hundred Million only) ordinary shares of Rs. 10/- (Rupees Ten only) each.

## **A STATEMENT UNDER CLAUSE A(9) OF SRO. 423(I)/2018 DATED APRIL 03, 2018**

<b>S.No</b>	<b>Facts to be disclosed</b>	<b>Facts</b>
i	Reasons for alteration in authorized share capital	To meet the future requirement of paid up capital by issuance of further shares.
ii	Existing authorized share capital	The Existing authorized share capital of the Company is Rs.330,000,000 divided into 33,000,000 Ordinary shares of Rs.10/- each.
iii	Amount with which authorized share capital is proposed to be increased.	The authorized share capital of the Company is being increased by Rs.1,670,000,000 divided into 167,000,000 Ordinary shares of Rs.10/- each.

### **Directors' Interest**

The directors only interested in the special business to the extent of their shareholding in the company.

### **Circulation of Financial Statements Via QR Code & Weblink**

SECP vide SRO 389(I)/2023 dated March 21, 2023, allowed listed companies to circulate the annual audited financial statements to its members through QR-enabled code and web link subject to approval by the shareholders by simple majority.

This facility will assist all members, regardless of their location, in accessing the Company's financial statements. The proposed change seeks to address technological challenges and improve accessibility while preserving members' rights and privileges.

Importantly, it should be noted that this amendment does not impact the existing right of members to receive a printed version of the financial statements, which will continue to be available upon request.





## For Attending the Meeting

- In light of the clarification issued by the Securities and Exchange Commission of Pakistan for ensuring participation of members in general meeting through electronic means as a regular feature, the company will also provide the facility for attending the meeting via video-link to its shareholders. The members are encouraged to participate in the meeting online for following the below guidelines.
- To participate in the EOGM through video-link arrangement, members are requested to get themselves registered by sending the particulars prescribed in the table below at the following email address [info@nadeem.com.pk](mailto:info@nadeem.com.pk) by the close of business hours (5:00 pm) on June 20, 2023.

Name of Member	Authorized Representative (incase of corporate member)	CNIC No. / NTN No.	CDC Participant ID/ Folio No.	Cellphone #	Email address

- The Video Conference Link would be emailed to the registered members or their proxies who have provided all the requested information.
- In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or original Passport along with Participant ID number and the account number at the time of meeting.
- In the case of a corporate entity, a resolution of the Board of Directors / power of attorney with a specimen signature of the nominee should be attached with the proxy form or may be provided at the time of the meeting.

## For Appointing Proxies

- In the case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations shall submit the proxy form as per the above requirements.
- The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- In the case of the corporate entity, the Board's resolution/power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with a proxy form to the Company.

## Procedure for E-Voting

- In accordance with the Companies (Postal Ballot) Regulations 2018, amended through Notification dated December 05, 2022, for the purpose of election of directors and approval of any special agenda item at the general meetings, members will be allowed to exercise their vote through postal ballot i.e., by post or e-voting, in the manner and subject to conditions contained in the Companies (Postal Ballot) Regulations, 2018.
- 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 16, 2023.  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 CDC Share Registrar Services Limited (being the e-voting service provider).



- Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- Members shall cast vote online at any time from June 17, 2023, 9:00 am to June 21, 2023 at 5:00 pm. Once the vote on the resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

**Procedure for Voting Through Postal Ballot**

- Pursuant to Companies (Postal Ballot) Regulations 2018 (“Regulations”), for the purpose of election of directors and for the purpose of approval of any special agenda item at the general meetings subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post, in accordance with the requirements and procedure contained in the aforesaid Regulations.
- The members shall ensure that the duly filled and signed ballot paper, along with a copy of the Computerized National Identity Card (CNIC) should reach the Chairman through the post at the Company’s registered office: 801-804, Lakson Square Building No.3, Block-A, Sarwar Shaheed Road, Karachi-74200, or email at [info@nadeem.com.pk](mailto:info@nadeem.com.pk) one day before the EOGM on or before June 21, 2023, during working hours. Any postal ballot received after this date, will not be considered for voting.
- The signature on the Ballot Paper shall match with signature on the CNIC.
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

**Conversion of Physical Share certificate in book entry**

- With reference to the provisions of Section 72 of the Companies Act, 2017, Securities and Exchange Commission of Pakistan, through its letter No. CSD/ED/MISC/2016-639-640 dated March 26, 2021, has required listed companies to replace the existing physical shares issued by them into Book Entry Form. In compliance to regulatory requirements, shareholders of company holding physical share certificates are requested to convert their physical share certificates into Book Entry Form.

**Mandatory registration detail of shareholders**

- According to Section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulations, 2018, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact mobile / telephone number, International Bank Account No (IBAN), etc. to registrar of the company. **BALLOT PAPER FOR VOTING THROUGH POST**

For poll at the Extraordinary General Meeting To be held on June 22, 2023, at 9:00 a.m. at Company Registered office: 801-804, Lakson Square Building No.3, Block-A, Sarwar Shaheed Road, Karachi-74200.

Designated email address of the Company at which the duly filled in ballot paper may be sent at: [info@nadeem.com.pk](mailto:info@nadeem.com.pk)

Name of shareholder/joint shareholder(s):	
Registered Address:	
CDC Participant/Investor ID with sub-account No.	
Number of shares held	
CNIC / Passport No. (in case of foreigner) (copy)	
Additional Information and enclosures (In case of representative of body corporate, corporation)	
Name of Authorized Signatory:	
CNIC / Passport No. (in case of foreigner) of Authorized Signatory - (copy to be attached)	





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

S. No.	Nature and description of Resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
	<p><u>Agenda Item 1: Increase in Authorized Capital</u></p> <p>To consider, and if deemed appropriate, to pass the following resolutions (with or without modifications) which would enable the Company to increase its authorized share capital from Rs.330,000,000 to Rs.2,000,000,000.</p> <p>“RESOLVED THAT the authorized share capital of the company be and is hereby increased from Rs.330,000,000 (Rupees Three hundred thirty Million only) divided into 33,000,000 (Thirty three million only) shares of Rs.10 each to Rs.2,000,000,000 (Rupees Two Billion only) divided into 200,000,000 (Two Hundred Million only) shares of Rs.10 each ranking paripassu in every respect with the existing ordinary shares of the Company.”</p> <p>“FURTHER RESOLVED THAT in consequence of the said increase in the Authorized Share Capital of the Company, the existing Clause V of the Memorandum of Association of the Company and Clause 5 of the Articles of Association of the Company be and is hereby replaced accordingly, to read as follows:</p>			
	<p>Clause V of the Memorandum of Association</p> <p>“The Authorized Share Capital of the Company is Rs. 2,000,000,000/- (Rupees two thousand million) divided into 200,000,000 Ordinary Shares of Rs.10/- each with powers to increase or reduce the Capital and to consolidate or subdivide the shares and issue shares of higher or lower denominations.</p> <p>”Clause 5 of the Articles of Association</p> <p>The capital of the Company is Rs. 2,000,000,000/- (Rupees Two Billion only), divided into 200,000,000 (Two Hundred Million only) ordinary shares of Rs. 10/- (Rupees Ten only) each.“</p> <p>“FURTHER RESOLVED THAT Mr. Zahid Mazhar Chief Executive officer or Mr. Abdul Amin Secretary of the Company be and are hereby authorized singly to complete all legal and corporate formalities for increasing the authorized share capital of the company and alteration of memorandum and article of association of the company.</p>			



	<p><b>Agenda Item 2: Circulation of Financial Statements Via QR Code &amp; Weblink</b></p> <p>To consider, and if deemed appropriate, to pass the following resolutions (with or without modifications) which would enable the Company to circulate the annual audited financial statements by way of QR enabled code and weblink to its shareholders as a part of the notice for annual general meeting.</p> <p>“RESOLVED THAT subject to passing of a resolution of the members of the</p> <p>Nadeem Textile Mills Limited (“Company”) by way of simple majority, permission and approval to the Company be and is 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.”</p> <p>“FURTHER RESOLVED THAT the company shall ensure all times the requirements given in Securities and Exchange Commission Notification S.R.O.389 (I)/2023 dated March 21, 2023 and all other applicable laws in connection with transmission of Notice of General meeting and circulation of annual report to the members are complied with.”</p>			
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<p>NOTES:</p> <ol style="list-style-type: none"> <li>1. Dully filled postal ballot should be sent to Nadeem Textile Mills Limited at 801-804, Lakson Square Building No.3, Block-A, Sarwar Shaheed Road, Karachi-74200(Email:<a href="mailto:info@nadeem.com.pk">info@nadeem.com.pk</a>)</li> <li>2. Copy of CNIC/ Passport No. (in case of foreigner) should be enclosed with the postal ballot form.</li> <li>3. Postal ballot forms should reach the Chairman of the meeting within business hours by or before June 22, 2023. Any postal ballot received after this date, will not be considered for voting.</li> <li>4. Signature on postal ballot should match with signature on CNIC/ Passport No. (in case of foreigner).</li> <li>5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.</li> <li>6. This Postal Poll paper is also available for download from the website of Nadeem Textile Mills Ltd at <a href="http://www.nadeem.com.pk">www.nadeem.com.pk</a> Shareholder may download the ballot paper from website or use the same ballot paper published in newspapers.</li> </ol>	<p>Signature of shareholder(s)/Authorized Signatory (in case of corporate entity, please affix company stamp)</p> <p>Place: _____</p> <p>Date: _____</p>
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# NADEEM TEXTILE MILLS LIMITED

## FORM OF PROXY

### Extraordinary General Meeting

Folio No. \_\_\_\_\_

No. of Shares \_\_\_\_\_

I / We \_\_\_\_\_ of  
\_\_\_\_\_ being member(s)

of NADEEM TEXTILE MILLS LIMITED, \_\_\_\_\_  
\_\_\_\_\_ hereby appoint \_\_\_\_\_ of  
\_\_\_\_\_ failing him

as my / our proxy to attend, act and vote for me/ us on my/ our behalf at Extraordinary General Meeting of the members of the Company to be held at A-801-804, 8<sup>th</sup> Floor, Lakson Square Building No. 3, Block-A, Sarwar Shaheed Road, Karachi on June 22, 2023 at 9:00 a.m. and at any adjournment(s) thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

Sign by the said Member

Affix  
Revenue Stamp

Signed in the presence of;

1. Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

CNIC/Passport No. \_\_\_\_\_

2. Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

CNIC/Passport No. \_\_\_\_\_