

بر حمتك يا ارحم الراحمين

JANANA DE MALUCHO TEXTILE MILLS LIMITED
SHARES DEPARTMENT
HABIBABAD, KOHAT

Ref. No. JM/Secy/23/109

Dated: June 13, 2023

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

Subject: **Notice of E-voting facility and Ballot Paper**

Dear Sir,

Enclosed please find copy of Notice of E-Voting facility and Ballot Paper for Voting Through Post in relation to the Extra Ordinary General Meeting to be held on June 22, 2023 at 09 :45 A.M

The aforementioned notice shall be published tomorrow i.e. June 14, 2023 in the newspapers "The Nation, Karachi (English) and Naw-i-Waqt, Karachi (Urdu).

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

Thanking you,

Yours sincerely,


ABID RAZA
Company Secretary



JANANA DE MALUCHO TEXTILE MILLS LIMITED

NOTICE OF BALLOT PAPER AND E-VOTING FACILITY

The members of Janana De Malucho Textile Mills Limited (the Company) are notified that pursuant to Companies (Postal Ballot) Regulations, 2018, issued by Securities and Exchange Commission of Pakistan (SECP), wherein SECP has directed all listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of the Company will be allowed to exercise their right to vote through electronic voting facility and voting by post for the special business in Extraordinary General Meeting (EOGM) of the Company to be held on Thursday, June 22, 2023, at 09:45 a.m. in accordance with the requirements and subject to conditions contained in the aforesaid Regulations.

KOHAT

Dated: June 14, 2023

ABID RAZA

Company Secretary

Procedure for E-Voting:

- 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 (Registered email ID) available in the register of members of the Company by the close of business of June 14, 2023, by M/s Corplink (Private) 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.
- E-Voting lines will start from June 19, 2023, 09:00 a.m. and shall close on June 21, 2023 at 5:00 p.m.
- Members can cast their votes any time in 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 copy of Computerized National Identity Card (CNIC) should reach the Chairmen of the meeting through post on the Company's registered address, at Habibabad, Kohat, or email at janana.textile@gmail.com one day before the EOGM i.e. June 21, 2023, by 5 P.M.

BALLOT PAPER FOR VOTING THROUGH POST

Ballot paper for voting through post for the Special Business at the Extraordinary General Meeting (EOGM) to be held on Thursday, June 22, 2023 at 09:45 a.m. at Company's Registered Office, Habibabad, Kohat.

Name of shareholder / joint shareholders	
Folio Number / CDC Account Number	
Registered Address:	
Number of shares held	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

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 tick (✓) mark in the appropriate box below (delete as appropriate):

Sr. No.	Nature and Description of Resolution	No. of ordinary shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	<p>Agenda Item # 2: To consider and if deemed fit, to pass with or without modification, the following special resolutions to increase authorized capital of the Company:-</p> <p>"RESOLVED THAT pursuant to Section 85 and all other applicable provisions of the Companies Act, 2017, the Authorized Capital of the Company be and is hereby increased and the existing clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company be and are hereby amended to read as under:</p> <p>Clause V of Memorandum of Association: The authorized share capital of the Company is Rs.1,600,000,000/- (Rupees one billion six hundred million only) divided into 150,500,000 (one hundred fifty million five hundred thousand only) ordinary shares of Rs.10/- each and 9,500,000 (nine million five hundred thousand only) cumulative redeemable preferences shares of Rs.10/- each with the power to increase or reduce the capital of the company and to divide the shares into several classes.</p> <p>Article 4 of the Articles of Association: The authorized share capital of the Company is Rs.1,600,000,000/- (Rupees one billion six hundred million only) divided into 150,500,000 (one hundred fifty million five hundred thousand only) ordinary shares of Rs.10/- each and 9,500,000 (nine million five hundred thousand only) cumulative redeemable preferences shares of Rs.10/- each with the power to increase or reduce the capital of the company and to divide the shares into several classes.</p> <p>"FURTHER RESOLVED THAT additional shares when issued shall carry equal voting rights and rank pari passu with the existing ordinary shares in all respect/matters in conformity with provisions of the Companies Act, 2017.</p> <p>"FURTHER RESOLVED THAT:</p> <ol style="list-style-type: none">The Chief Executive Officer, and the Company Secretary (hereinafter referred to as the "Authorized Officers") be and are hereby jointly or severally 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 or severally 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 such further modifications/amendments/corrections shall be deemed part of this special resolution without the need for passing a fresh special resolution, 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.			

2.	<p>Agenda Item # 3:To consider, and if thought fit, to pass the following resolution as a Special Resolution, to substitute the Article 49 of the Articles of Association of the Company, with or without modification, addition(s) or deletion(s), as recommended by the Board of Directors: "RESOLVED THAT Article 49 of the existing Articles of Association of the Company be and is hereby substituted to read as follows:</p> <p>1) The Board of Directors may at any time pass a resolution to capitalize any part of the sum for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares or debentures of the Company, or being undivided net profits in the hand of the Company, be capitalized, and that such sum be appropriated as capital to and amongst the ordinary shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares, effective; and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares as bonus shares or debentures of the Company on behalf of the ordinary shareholders aforesaid, and appropriate such bonus shares or debentures and distribute the same credited as fully paid up to any amongst such shareholders in the proportions aforesaid in satisfaction of the shares and interests of such shareholders in the said capitalized sum or otherwise deal with such sum as directed by such resolution.</p> <p>2) Where any difficulty arises with regard to any distribution to be made as aforesaid, the Directors may settle the same as they may think expedient and, in particular, may fix the value for distribution of any Shares constituting fractional Certificates or any part thereof, and may, in order to adjust the rights of all parties, determine that cash payment shall be made to any Member upon the footing of the value so fixed in order to adjust rights, and may vest any such Shares or assets in trustees upon such trusts for the persons entitled to the shares in the appropriation or distribution as may seem expedient to the Directors.</p> <p>"FURTHER RESOLVED THAT:</p> <p>a) The Chief Executive Officer and the Company Secretary (hereinafter referred to as the "Authorized Officers") be and are hereby jointly or severally authorized to complete all the necessary legal and corporate formalities pertaining to this resolution.</p> <p>b) The Chief Executive Officer and the Company Secretary, be and are also hereby jointly or severally 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 such further modifications/amendments /corrections shall be deemed part of this special resolution without the need for passing a fresh special resolution, 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."</p>			
3.	<p>Agenda Item # 4:To consider and if deemed fit, to pass the following resolution as ordinary resolution to approve the circulation of Company's annual audited financial statements through QR enabled code and weblink, as recommended by the Board of Directors. "RESOLVED THAT circulation/ dissemination of Annual Audited Financial Statements to the shareholders through QR enabled code and web-link as notified by the Securities and Exchange Commission of Pakistan vide its S.R.O. 389 (1)/2023 dated March 21, 2023 or any other transmission medium allowed by the regulators, be and is hereby approved."</p> <p>"Further Resolved that the Chief Executive and the Company Secretary be and is hereby jointly or severally authorized to do all acts, deeds and things, take or cause to be taken any action as may be necessary, incidental or consequential to give effect to this resolution.</p>			
<p>Instructions for the Poll</p> <ol style="list-style-type: none"> 1. Please indicate your vote by ticking the relevant box. 2. In case both the boxes are marked, your poll shall be treated as "rejected". 3. The signature on the ballot paper shall match with the signature on CNIC. In case the signatures do not match, your poll shall be treated as "rejected". 				
<p>Signature of Shareholders/Proxy holder/Authorized Signatory _____ Date:_____.</p>				
<p>NOTES:</p> <ol style="list-style-type: none"> 1. Duly filled postal ballot should be sent to the Chairmen of the meeting at Janana De Malucho Textile Mills Limited, Habibabad Kohat, or email at janana.textile@gmail.com. 2. Copy of CNIC should be enclosed with the postal ballot form. 3. Postal ballot form should reach the Chairmen of the meeting on or before close of business (i.e. 5 p.m.) on June 21, 2023. Any postal ballot received after this date, will not be considered for voting. 4. Signature on postal ballot should match with signature on CNIC. 5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected. 6. In case of representative of a body corporate, corporation or Federal Government, the ballot paper form must be accompanied by an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., with specimen signature & copy of CNIC of nominee, in accordance with Section(s) 138 or 139 of the Companies Act, 2017, as applicable, unless these have already been submitted along with Proxy Form. In case of foreign body corporate, all documents must be attested by the Consulate General of Pakistan having jurisdiction over the member. 7. Ballot paper form has also been uploaded on the website of the Company at www.jdm.com.pk. Members may download the Ballot Paper from the website or use an original / photocopy published in newspapers. 				

