

October 03, 2023

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

Re: **PRIOR INTIMATION OF PUBLICATION OF NOTICE OF 31<sup>ST</sup> ANNUAL  
GENERAL MEETING**

Dear Sir,

Enclosed please find a copy of the Notice of 31<sup>st</sup> Annual General Meeting of the Company to be held on October 25, 2023 for circulation amongst the TRE Certificate Holders of the Exchange. The Notice will be published in "Business Recorder" (English) and "Daily Dunya" (Urdu) on Wednesday, October 04, 2023.

Thanking you,

Sincerely,  
For Artistic Denim Mills Limited



Muhammad Ozair Qureshi  
COMPANY SECRETARY



**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 31st Annual General Meeting ("AGM") of the Members of **Artistic Denim Mills Limited** (the Company) will be held on Wednesday, October 25, 2023 at 4:00 p.m. at the premises of the Dewan University, Plot No. 30 - A/1, Sector 23, Korangi Industrial Area, Karachi to transact the following business.

**Ordinary Business:**

- To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2023, together with the Directors' and the Auditors' Reports thereon.
- To approve and declare the final cash dividend @ Rs. 3.50 per share i.e. (35%) for the financial year ended June 30, 2023 as recommended by the Board of Directors.
- To appoint Auditors and fix their remuneration for the year ending June 30, 2024. The present auditors M/s Reanda Haroon Zakaria & Company, Chartered Accountants, retire and being eligible, have offered themselves for re-appointment.

**Special Business:**

**Ordinary Resolution**

- To sought approval of members to circulate annual audited financial statements through QR enabled Code and Weblink instead of transmitting the same in the form of CD / DVD / USB in pursuance of Securities and Exchange Commission of Pakistan (SECP) S.R.O. 389(1)/2023 dated March 21, 2023 and to pass following resolution with or without amendments as ordinary resolution:  
**"Resolved that** as notified by the SECP via S.R.O NO. 389(1)/2023 dated March 21, 2023 transmission of annual audited financial statements to its members through QR enabled code and weblink instead of transmitting the same in the form of CD / DVD / USB, be and is hereby ratified and approved for future."

**Other Business:**

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

By Order of the Board of Directors

**Muhammad Ozair Qureshi**  
Company Secretary

Karachi: October 04, 2023

**Notes:**

**1. Closure of Shares Transfer Books:**

The share transfer books of the Company will remain closed from October 17, 2023 to October 25, 2023 (both days inclusive). The transfers received at the office of the Company's Share Registrar F. D. Registrar Services (SMC-Pvt.) Limited, 17th Floor, Saima Trade Tower-A, I. I. Chundrigar, Road, Karachi before the close of the business on October 16, 2023 will be treated in time for the entitlement of final cash dividend and to attend and vote at the Meeting.

**2. Participation in Annual General Meeting:**

A member entitled to attend and vote at this Annual General Meeting shall be entitled to appoint another member, as a proxy to attend, speak and vote on his/her behalf. Proxies in order to be effective must be received at the Company's Share Registrar's Office not later than 48 hours before the time of the Meeting. For the convenience of the shareholders a proxy form is attached in the last portion of the Annual Report.

**For Attending the Meeting:**

- In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
- In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature and attested copy of valid CNIC of the nominee shall be submitted (unless it has been provided earlier) at the time of the meeting.

**For Appointing Proxies:**

- In case of individuals, the account holder or subaccount holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her original CNIC or original passport at the time of the Meeting.
- In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature and attested copy of valid CNIC of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

**3. Participation through Video Link Facility**

The members can also participate in the Annual General Meeting through video link facility. To attend the AGM through video link, members and their proxies are requested to register their following particulars by sending an email at ([meetinginfo@admdenim.com](mailto:meetinginfo@admdenim.com)). Shareholders/Proxy holders are advised to mention their Name, Folio/CDC Account Number, No of Shares held, CNIC Number, cell number and email address.

The video link and login credentials will be shared with the shareholders whose email, containing all the requested particulars, are received at the given email address by or before the close of business hours (5:00 p.m.) on October 21, 2023.

**4. Procedure of E-Voting**

- In accordance with the Companies (Postal Ballot) Regulations, 2018 (the "Regulations") the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for inter alia, all business classified as special business under the Companies Act, 2017 in the manner and subject to conditions contained in the Regulations.
- Detail of E-Voting facility will be shared through email with those members of the Company who have valid cell numbers/email addresses (Registered email ID) available in the Register of Members of the Company by the end of business on October 16, 2023. Members who intend to exercise their right of vote through E-Voting shall provide their valid cell numbers and email addresses on or before October 16, 2023.
- 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 for agenda item online from October 22, 2023 till October 24, 2023 till 5:00 p.m. Voting shall close on October 24, 2023 at 5:00 p.m. A vote once cast by a member, shall not be allowed to be changed.

**5. Procedure for Voting through Postal Ballot**

Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website [www.admdenim.com](http://www.admdenim.com) to download.

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, Plot No. 5 - 9 & 23 - 26, Sector 16, Korangi Industrial Area, Karachi. Or email at ([chairman@admdenim.com](mailto:chairman@admdenim.com)) one day before the AGM, i.e. on October 24, 2023 before 5:00 p.m. 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.

**6. Payment of Cash Dividend Electronically (Mandatory Requirements):**

In accordance with the provisions of Section 242 of the Companies Act, 2017 and Companies (Distribution of Dividends) Regulations 2017, a listed company, is required to pay cash dividend to the shareholders only through electronic mode directly into the bank account designated by the entitled shareholders.

Those shareholders who have still not provided their International Bank Account Number (IBAN) are once again requested to fill in "Electronic Credit Mandate Form" as reproduced below and send it duly signed along with a copy of valid CNIC to their respective CDC participant/CDC Investor account services (in case of shareholding in Book Entry Form) or to the Company's Share Registrar (in case of shareholding in Physical Form).

<b>(i) Shareholders details:</b>	
Name of the Shareholder(s)	
Folio # / CDS Account No(s)	
CNIC No (Copy attached)	
Mobile / Landline No	
<b>(ii) Shareholders' Bank details:</b>	
Title of Bank Account	
International Bank Account Number (IBAN)	
Bank's Name	
Branch Name and address	

In the absence of IBAN, or in case of incomplete details, the Company will have to withhold the payment of cash dividends under the Companies (Distribution of Dividends) Regulations, 2017.

**7. Withholding Tax on Dividend:**

Dividend income on shares is liable to deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001 and currently, the deduction of withholding tax on the amount of dividend paid by the companies 'based on 'Active' and 'Non-Active' status of shareholders shall be @ 15% and 30% respectively where 'Active' means a person whose name appears on the Active Taxpayers List available at e-portal of FBR (<http://www.fbr.gov.pk/>) and 'Non-Active' means a person whose name is not being appeared on the Active Taxpayers List.

In case of joint account, each holder is to be treated individually as either 'Active' or 'Non-Active' and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing as follows, to our Share Registrar, or if not so notified, each joint holder shall be assumed to have an equal number of shares.

Company Name	Folio/CDS Account No.	Total No. of Shares	Principal Shareholder		Joint Shareholder	
			Name & CNIC No.	Shareholding Proportion (No. of shares)	Name & CNIC No.	Shareholding Proportion (No. of shares)

The required information must reach the Share Registrar of the Company before the close of the business on October 16, 2023 otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Shareholder(s).

The shareholders seeking to avail exemption or are eligible for deduction at a reduce rate U/S 150 of the Ordinance, must provide valid Tax Exemption Certificate or necessary documentary evidence as the case may be, to the Company's Share Registrar F. D. Registrar Services (SMC-Pvt.) Limited before book closure otherwise tax will be deducted on dividend as per applicable rates.

**8. Electronic Transmission of Audited Financial Statements & Notices**

The Securities and Exchange Commission of Pakistan (SECP) through its Notification S.R.O. 787(I)/2014 dated 8th September 2014 has permitted companies to circulate Audited Financial Statements along with Notice of Annual General Meeting to its Members through e-mail. Accordingly, Members are hereby requested to convey their consent and e-mail address for receiving Audited Financial Statements and Notice through e-mail.

Please note that giving email address for receiving of Annual Financial Statements instead of receiving the same by post is optional, in case you do not wish to avail this facility please ignore this notice. Annual Financial Statements will be sent at your registered address, as per normal practice.

**9. Postal Ballot:**

Pursuant to the Companies (Postal Ballot) Regulations, 2018, members will be allowed to exercise their right to vote through postal ballot that is voting by post or through any electronic mode subject to requirements of Section 143 to Section 145 of the Companies Act, 2017 and procedure contained in the aforesaid Regulations.

**10. Zakat Declaration (CZ-50):**

Zakat will be deducted from the dividends at source at the rate of 2.5% of the paid-up value of the share (Rs. 10 each) and will be deposited within the prescribed period with the relevant authority. In case of claiming exemption, please submit your Zakat Declaration under Zakat and Ushr Ordinance, 1980 and Rule 4 of Zakat (Deduction and Refund) Rules, 1981, CZ-50 Form with our Share Registrar. Physical shareholders are requested to submit the said declaration to our Share Registrar in the proper manner. The Shareholders must write Artistic Denim Mills Limited's name and their respective CDS A/C # or Folio numbers on Zakat Declarations at relevant place.

**11. Deposit of Physical Shares in CDC Accounts:**

As per Section 72 of the Companies Act, 2017, every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and form the date notified by the SECP, within a period not exceeding four years from the commencement of the Companies Act, 2017.

The shareholders having physical shareholding may please be open CDC sub-account with any of the brokers or investors account directly with CDC to place their physical shares into scrip less form.

For any query/information, the investors may contact the Company's Share Registrar.

**12. Unclaimed Dividend:**

Shareholders, whose dividends still remain unclaimed are available with the Company, are hereby once again requested to approach the Company to claim their outstanding dividend amounts.

**13. Submission of CNIC or Passport:**

Shareholders are requested to provide photocopy of their CNIC or passport (in case of foreigner), unless it has been provided earlier, enabling the Company to comply with relevant laws.

**14. Change of Address:**

Shareholders are requested to immediately notify the change of address, if any to the Company's Share Registrar.

**15. Placement of Audited Financial Statements on the website**

Annual Audited Financial Statements of the Company for the year ended June 30, 2023 have been placed on Company's website i.e. [www.admdenim.com](http://www.admdenim.com)

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

This statement sets out the material facts concerning the Special Business, given as agenda item number 4 of the Notice to be transacted at the Annual General Meeting of the Company.

**Agenda Item 4 - Transmission of Annual Audited Financial Statements through QR - enabled Code and Weblink**

The SECP has allowed listed companies to circulate annual audited financial statements to its members through QR enabled code and weblink instead of transmitting the same in the form of CD / DVD / USB in pursuance of SECP S.R.O. 389(1)/2023 dated March 21, 2023. The Company shall circulate Annual Audited Financial Statements through email address in case it has been provided by the member to the Company, and upon demand, supply hard copies of the Annual Audited Financial Statements to the shareholders free of cost upon receipt of a duly completed Request Form, which may be obtained from the Company's website i.e. [www.admdenim.com](http://www.admdenim.com).

**Directors' Interest**

The directors of the Company have no direct or indirect interest in the above-mentioned Special Business except to the extent that they are the members of the Company.

