

**NOTICE OF  
EXTRA-ORDINARY  
GENERAL MEETING**



**J. K. SPINNING MILLS LIMITED**



Associated Companies:

J. K. Power Ltd.

J. K. Agriculture Farms (Pvt) Ltd.

J. K. Tech (Pvt.) Ltd.

Fine Fabrics (Pvt) Ltd.

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

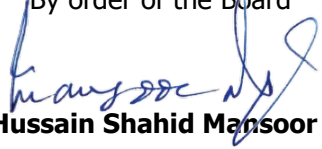
NOTICE is hereby given that an Extra-Ordinary General Meeting ("EOGM") of the shareholders of **J. K. SPINNING MILLS LIMITED** (the "Company") will be held on **Thursday, 28 March 2024** at **11:00 am** at its Head Office 29-K.M, Sheikhpura Road, Khurrianwala, Faisalabad and through video-link to elect Seven (7) Directors of the Company as fixed by the Board under Section 159 (1) of the Companies Act, 2017 for a period of Three (3) years commencing from 29 March, 2024.

Following are the names of retiring Directors who are eligible for re-election:

- |                      |                            |
|----------------------|----------------------------|
| 1. Mr. Jawed Anwar   | 5. Mrs. Sadaf Aamir Arshad |
| 2. Mr. Faiq Jawed    | 6. Mr. Rehan Ashfaq        |
| 3. Mr. Shaiq Jawed   | 7. Mr. Mamoor Ijaz         |
| 4. Mrs. Farhat Jehan |                            |

A statement under Section 166 (3) of the Companies Act, 2017 is annexed to this notice circulated to the entitled persons.

**Faisalabad: 01 March, 2024**

By order of the Board  
  
**Syed Hussain Shahid Mansoor Naqvi**  
Company Secretary



### NOTES:

### BOOK CLOSURE NOTICE:

The Register of Members and Share Transfer Books of the Company will remain closed from March 21, 2024 to March 28, 2024 (both days inclusive). Transfers received in order by our Shares Registrar, M/s CorpTec Associates (Private) Limited, 503-E, Johar Town, Lahore by the close of business on March 20, 2024 will be considered in time for the purpose of entitlement to attend, speak and vote at the EOGM.

### ELECTION OF DIRECTORS:

1. Any member who seeks to contest the election of Directors, whether he is retiring Director or otherwise, shall file with the Company at its Head office not later than Fourteen days before the date of meeting, the following documents:

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- i) Notice of his / her intention to offer himself / herself for election of Directors in terms of Section 159 of the Companies Act, 2017 in the following categories as per Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019:
  1. Female Director
  2. Independent Director
  3. Other Director
- ii) His / her Folio Number / CDC Investor Account Number / CDC Participant ID Number / Sub-Account Number.
- iii) Consent to act as a Director in Form-28 under Section 167 of the Companies Act, 2017.
- iv) A detailed profile along with office address and contact information for placement on Company's website as required under SECP's SRO 1196(I)/2019 dated 3<sup>rd</sup> October 2019.
- v) Independent Directors shall submit a declaration under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019 that he / she qualifies the criteria of independence notified under Section 166 of the Companies Act, 2017.
- vi) Attested Copy of valid Computerized National Identity Card (CNIC) / Passport.
- vii) Detail of other Directorship(s) and office(s) held.

The candidates are requested to read the relevant provisions / requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit.

- viii) A declaration confirming that:
  - a) He/she is aware of duties and powers under the relevant applicable laws, Memorandum & Articles of Association of Company, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and listing regulations of Pakistan Stock Exchange Limited;
  - b) He/she is not serving as a director in more than Seven (7) listed companies simultaneously including as an alternate Director;



**Head Office:** 29-KM, Sheikhpura Road, Khurrianwala, Fasilabad, Pakistan. UAN Tel: (92-41) 111151515 UAN Fax: (92-41) 111-161616

Ph: (92-41) 2401011-16 Fax: (92-41) 2401017-18

**Mills:** Ph: 041-2401100-03 Fax: 041-2401104

**Email:** jkgroup@jkgroup.net **URL:** <http://www.jkgroup.net>

# J.K. Spinning Mills Ltd.



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c) He / she is eligible to become a Director of a listed company under Section 153 of the Companies Act, 2017 and any other applicable laws and regulations.

## **PROXIES:**

- A member, entitled to attend this EOGM may appoint another member as his / her proxy to attend, speak and vote on his / her behalf. In order for Proxies to be effective, they must reach the Company's Head Office not less than 48 hours before the time for holding the meeting. Proxies of the Members shall be accompanied with attested copies of their CNIC and notarized copy of the Power of Attorney or other authority under which it is signed along with a specimen signature of the proxy holder. A proxy must be a member of the Company. Proxy Form in English and Urdu languages is attached to this notice circulated to the Shareholders.
- Shareholders are requested to immediately notify change in address, if any.
- Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will have to follow the under-mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

### **A. For Attending the Meeting**

1. In case of Individuals, the account holder and / or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his / her identity by showing his / her original CNIC or, original Passport at the time of attending the Meeting.
2. In the case of a Corporate Entity, the Board's resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

### **B. For Appointing Proxies**

1. In the case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per CDC Regulations, shall submit the proxy form as per above requirements.
2. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.



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3. Attested copies of the CNIC or the Passport of beneficial owners and the proxy shall be furnished with the proxy form.
4. The proxy shall produce his original CNIC or Original Passport at the time of the Meeting.
5. In the case of a Corporate Entity, the Board's resolution/power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

## **VIDEO LINK FACILITY FOR MEETING:**

The Members can attend the EOGM via video link. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides)/Passport, attested copy of Board Resolution / Power of Attorney (in case of corporate shareholders) through email at [legal@jkgroup.net](mailto:legal@jkgroup.net) by March 25, 2024.

Name of Member/Proxy holder	CNIC Number	Folio Number /CDC Account Number	Cell Number/ WhatsApp Number	Email Address

The video link and login credentials will be shared with the shareholders whose e-mails, containing all the requested particulars, are received at the given e-mail address.

## **PROCEDURE FOR E-VOTING:**

- a. In accordance with the Companies (Postal Ballot) Regulation, 2018, (the "Regulations") the right to vote through electronic voting facility will be provided if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 (1) of the Companies Act, 2017.
- b. Details of e-Voting facility will be shared through e-mail with those Members of the Company who have valid cell numbers / e-mail addresses (Registered e-mail ID) available in the Register of Members of the Company by the end of business on March 19, 2024. Members who intend to exercise their right of vote through E-voting shall provide their valid cell numbers and email addresses on or before March 19, 2024.





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- c. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d. E-Voting will start from March 25, 2024, 09:00 a.m. and shall close on March 27, 2024 at 5:00 p.m. Members can cast their votes any time during this period.
- e. Once the vote is casted by a member/proxyholder, he / she shall not be allowed to change it subsequently.

## **PROCEDURE FOR VOTING THROUGH POSTAL BALLOT:**

The Members may alternatively opt for voting through postal ballot which is available for download from the website of the Company at [www.jkgroup.net](http://www.jkgroup.net)

The Members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's Head Office address 29-K.M, Sheikupura Road, Khurrinawala, Faisalabad, Pakistan or email at [legal@jkgroup.net](mailto:legal@jkgroup.net) on March 25, 2024 up to 5 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 the signature on CNIC.

Please note that in case of any dispute in voting including the casting of more than one vote, the decision of the Chairman of the meeting shall be final.

E-voting Service Provider: M/s. CorpTec Associates (Pvt.) Limited

## **CONVERSION OF PHYSICAL SHARES INTO BOOK ENTRY FORM**

We hereby request all members who are holding shares in physical form to convert their shares into book-entry form at the earliest. They are also requested to contact the Central Depository Company of Pakistan Limited or any active member/stockbroker of the Pakistan Stock Exchange Limited to open an account in the Central Depository System and to facilitate conversion of physical shares into book-entry form. Members are informed that holding shares in book-entry form has several benefits including but not limited to secure and convenient custody of shares, conveniently tradeable and transferable, no risk of the loss, damage or theft, no stamp duty on transfer of shares in book-entry form and hassle-free credit of bonus or right shares. Members are requested to timely notify any change in their addresses.



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## **STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017**

Section 166(3) of the Companies Act, 2017 (the "Act") provides that the statement of material facts annexed to the notice of the general meeting called for the purpose of election of Directors shall indicate the justification for choosing the appointee for appointment as Independent Directors. This provision also provides that the Independent Directors of a listed company shall be elected in the same manner as other directors are elected in terms of Section 159 of the Act. Accordingly, it will be ensured that the persons contesting as independent directors must meet the criteria of independence laid down under the applicable law and their names are listed on the data bank of Independent Directors maintained by Pakistan Institute of Corporate Governance.

The present Directors of the Company have no interest in the above said business except that they are eligible for re-election as directors of the Company.



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