



**DIN GROUP**

**DIN TEXTILE MILLS LIMITED**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Company will be held on Saturday the 28<sup>th</sup> October 2017 at 9:00 a.m. at Beach Luxury Hotel, M. T. Khan Road, Karachi.

**Ordinary Business:**

1. To confirm the minutes of the Annual General Meeting of the Company held on 29<sup>th</sup> October 2016.
2. To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2017 together with Directors and Auditors Report thereon.
3. To appoint Auditors, and fix their remuneration.

**Special Business:**

4. To consider and pass the following resolutions:

"RESOLVED that following business be and are included in the object clause of the Memorandum of Association of the Company".

To establish, structure, incorporate and operate a new wholly owned subsidiary to carry on the business of wheat storage silos project to take on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouses, Steel silos, godowns, open platforms, refrigeration houses, stores and other similar establishments to provide facilities for storage of commodities, goods, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent, stockist, financier, auctioneer, importer, exporter, or otherwise to deal in all sorts of commodities, wheat and other grains, vegetables, fruits, edibles and similar goods.

"FURTHER RESOLVED that clause III of the Memorandum of the Association be and are hereby amended accordingly and to add new sub-clauses as under".

54- To carry on the business of wheat storage silos project to take on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouses, Steel silos, godowns, open platforms, refrigeration houses, stores and other similar establishments to provide facilities for storage of commodities, goods, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent, stockist, financier, auctioneer, importer, exporter, or otherwise to deal in all sorts of commodities, wheat and other grains, vegetables, fruits, edibles and similar goods.

55- Except for the businesses mentioned in sub-clause (56) hereunder, the company shall engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.

**Din Textile Mills Ltd.**

Din House, 35-A/1, Lalazar Area, Opp. Beach Luxury Hotel, P.O Box No. 4696 Karachi-74000, Pakistan.  
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56- Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Mutual Fund, Leasing, Investment Company, Investment Advisor, Real Estate Investment Trust management company, Housing Finance Company, Venture Capital Company, Discounting Services, Microfinance or Microcredit business), Insurance Business, Modaraba management company, Stock Brokerage business, forex, real estate business, managing agency, business of providing the services of security guards or any other business restricted under any law for the time being in force or as may be specified by the Commission.

57- It is hereby undertaken that the company shall not:

- a) engage in any of the business mentioned in sub-clause (56) above or any unlawful operation;
- b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business;
- c) engage in any of the permissible business unless the requisite approval, permission, consent or licence is obtained from competent authority as may be required under any law for the time being in force.

"FURTHER RESOLVED that Mr. S.M. Tanveer, Chief Executive, Mr. Farhad Shaikh Mohammad Directors or Islam Ahmed, the Company Secretary of the Company be and are hereby singly authorized to take all necessary steps for fulfillment of all formalities".

"FURTHER RESOLVED that Mr. S.M. Tanveer, Chief Executive, Mr. S. M. Pervez, Mr. S. M. Naveed, Mr. Fawad Jawed, Mr. Farhad Shaikh Mohammad Directors of the Company and Mr. Shaikh Mohammad Raffay, the Authorized Representative of the Company be and are hereby singly authorized to negotiate fixed service fixed service charges by Punjab Food Department, Government of Punjab to SILO operators and to sign concession agreement for Near Farm Wheat SILO with the Punjab Food Department.

FURTHER RESOLVED that the Directors of the Company be and are hereby authorized to set-up, sale, purchase and run / maintain Wheat Warehouse Silo Projects, to the extent of total cost Rs.1.8 billion approximately with the net investment to Rs.1 billion.

5. In compliance of the directions issued by the Securities and Exchange Commission of Pakistan through S.R.O.470 (I)/2016 dated May 31, 2016 it is proposed that the following resolution be passed as and by way of a Special Resolution,

"RESOLVED that pursuant to compliance of S.R.O.470 (I)/2016 dated May 31, 2016 the Board of Directors of the Company be and is hereby authorized to circulate the Annual Audited Accounts of the Company to its members through CD/DVD/USB; that the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all acts, deeds and things that may be necessary or required to give effect to this resolution."

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Statement under section 134 of the Companies Act, 2017 in the above matters mentioned in item No.3 is being sent to the members alongwith notice.

6. To transact any other business with the permission of the chair.

**BY ORDER OF THE BOARD**

  
**ISLAM AHMED**  
COMPANY SECRETARY

Karachi: October 03, 2017

**Notes:**

1. The share transfer books of the Company will remain closed from October 22, to October 28, 2017 (both days inclusive)
2. A Member entitled to attend, speak and vote at the Annual General Meeting may appoint another member as his/her proxy to attend the meeting and vote instead of him/her. A proxy in order to be effective must be received by the Company not less than 48 hours before the time of the meeting.
3. Members whose shares are deposited with Central Depository Company of Pakistan Limited are requested to bring their valid Computerized National Identity Cards along with the Participants I.D number and their account number in Central Depository Company of Pakistan Limited to facilitate identification at the time of Annual General Meeting. In case of proxy an attested copy of proxy's Identity Card, Account & Participants I.D. number be enclosed. In case of corporate entity, the Board of Directors, resolution / Power of attorney with specimen signature of the nominee shall be produced at the time of the meeting (unless it has been provided earlier).
4. Shareholders are advised to submit / send attested photocopy of their valid Computerized National Identity Card (CNIC) as it is mandatory to be printed its number on Dividend Warrants vide CBR's S.R.O. 641 (i)/2005 dated June 27, 2005, SECP's Notice dated April 02, 2010 issued in respect of S.R.O. 286/(I)/2005 dated March 31, 2005 & SECP's SRO Notification dated August 18, 2011, and also notify immediately of any change in their addresses to our **Share Registrar Services**, Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shakra-e-Faisal, Karachi.
5. Payment of Cash Dividend Electronically in accordance with the provision of section 242 of the companies Act, 2017, dividend payable in cash shall only be paid through electronic mode directly into bank account designated by the entitled shareholders. SECP vide circular No. 18 of 2017 dated August 01, 2017, has presently waived this condition till October 31, 2017. Any dividend payable after this due date shall be paid in the manner prescribed only.

All shareholders are requested to provide details of their bank mandate specifying;

- (i) title of account (ii) account number (iii) ABAN number (iv) bank name and (v) branch name, code & address, to the Company's Share Registrar. Shareholders who hold shares with CDC are advised to provide the bank mandate details as mentioned above, to the concerned CDC.

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**STATEMENT OF MATERIAL FACTS CONCERNING SPECIAL BUSINESS PURSUANT TO SECTION 134(3) OF THE COMPANIES ACT 2017**

*This statement sets out the material facts concerning the Special Business, given in agenda item Nos. 4 - 5 of the Notice will be considered to be passed by the members. The purpose of the Statement is to set forth the material facts concerning such Special Business.*

**Agenda item No. 4 of the Notice – Amendment/change in Memorandum of Association of the Company**

*The addition in object clause in the Memorandum of Association for business to set-up, and run / maintain Wheat Silo Warehouse Facilities and other lawful businesses, shareholders' approval is being sought to amend the Memorandum of Association of the Company and enable to establish, structure, incorporate and operate a new wholly owned subsidiary, to carry on the business of wheat storage silos project to take on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouses, Steel silos, godowns, open platforms, refrigeration houses, stores and other similar establishments to provide facilities for storage of commodities, goods, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent, stockist, financier, auctioneer, importer, exporter, or otherwise to deal in all sorts of commodities, wheat and other grains, vegetables, fruits, edibles and similar goods and all other lawful businesses. The board of Directors have recommended to the members to approve and adopt amendment/change in Memorandum of Association of the Company. Subject to approval of the members the proposed resolution will be considered to be passed by the members as a special resolution.*

**Agenda item No. 5 of the Notice – Circulations of Annual Reports through CD/DVD/USB**

*Securities and Exchange Commission of Pakistan has vide S.R.O 470(1) 2016 dated 31 May 2016 allowed the companies to circulate the annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company to its members through CD/DVD/USB subject to consent of the shareholders in the general meeting. This will save time and expenses incurred on printing of the annual report.*

*The Company shall supply the hard copies of the aforesaid document to the shareholders on demand on their registered address, free of cost, within one week of such demand.*

*The Directors of Din Textile Mills Limited and their relatives have no interest in the above business directly or indirectly except to the extent of their shareholding in the Company.*

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