

HAJRA TEXTILE MILLS LIMITED

Source: "BUSINESS RECORDER" Dated: October 09, 2008

Hajra Textile Mills Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 29th Annual General Meeting of the shareholders of Hajra Textile Mills Limited will be held at the Company's Registered Office, 45-50, Industrial Area, Gulberg III, Lahore on Friday, October 31, 2008 at 10:30 AM to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of Extra Ordinary General Meeting held on July 04, 2008.
2. To receive, consider and adopt the Audited Financial Statements together with Directors' Report thereon for the financial year ended June 30, 2008.
3. To appoint Auditors of the Company for the financial year 2008-2009 and to fix their remuneration. The present auditors M/s Horwath Hussain Chaudhury & Co., Chartered Accountants, Lahore have retired and have not offered themselves for re-appointment. A shareholder of the Company has proposed the name of M/s Munaf Yusuf & Co., Chartered Accountants, Karachi to be appointed as the auditors of the Company for the financial year 2008-2009 and the Audit Committee has also recommended their name.
4. To consider any other business that may be placed before the meeting with the permission of the Chair.

SPECIAL BUSINESS:

To consider and if deemed fit, pass, with or without modifications, the following resolutions as **Special Resolutions**:

- a) "RESOLVED THAT the consent of the shareholders of HAJRA TEXTILE MILLS LIMITED be, and is hereby, accorded for raising further capital amounting to Rs. 300,000,000/- without issuing of right shares, after obtaining all the necessary permission(s) from Securities and Exchange Commission of Pakistan and other concerned Departments and Authorities as per provisions of First Proviso of Section 86(1) of Companies Ordinance, 1984, and in consequence whereof, the Company be, and is hereby, authorized to convert the outstanding Directors' Loan to the extent of Rs. 300,000,000/- into paid up share capital of the Company by issuing 30,000,000/- ordinary shares of Rs. 10/- each, ranking pari passu with existing shares held by the shareholders of the Company".

"FURTHER RESOLVED THAT in according the above noted consent, the shareholders of the Company hereby expressly waive their right to subscribe for the shares in the share capital being raised by an amount of Rs. 300,000,000/-".

"FURTHER RESOLVED THAT in according the above noted consent, the shareholders of the Company have hereby replaced their earlier approval given on AGM held on October 31, 2007 for conversion of outstanding directors' loan into share capital to the extent Rs. 200,000,000/-".

- b) Subject to the above sought permission of Securities and Exchange Commission of Pakistan been granted to the Company, RESOLVED THAT as empowered by Article 20 of the Memorandum and Articles of Association and Section 92(1) of the Companies Ordinance, 1984, the authorized share capital of the Company be, and is hereby, increased / altered from Rs. 140,000,000/- divided into 14,000,000/- ordinary shares of Rs. 10/- each to Rs. 450,000,000/- divided into 45,000,000/- ordinary shares of Rs. 10/- each".

"FURTHER RESOLVED THAT the Share Capital Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company be, and is hereby, amended accordingly.

- c) "RESOLVED THAT pursuant to the BMR program carried out in the Company, the consent of the shareholders of HAJRA TEXTILE MILLS LIMITED be, and is hereby, accorded for authorizing the Board of Directors, and in this respect, authorizing Mr. Noor Ellahi (the Chief Executive of the Company) acting on behalf of the Board, to sell certain items of plant and machinery, accessories, furniture, fixture and other sundry items relating to plant and machinery of the Company, either with or without replacement of new items, and to negotiate such sale or purchase and to take all necessary steps required to complete the transaction(s) of such sale or purchase"

Lahore

Dated: October 09, 2008.

NOTES:

1. A member eligible to attend and vote at this meeting may appoint another member as his / her proxy to attend and vote instead of him / her. Proxies to be effective must be received by the Company at the Registered Office not less than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed.
2. The Share Transfer Books of the Company shall remain closed from October 31, 2008 to November 08, 2008 (both days inclusive).
3. Members are requested to promptly notify any change(s) in their registered addresses to Company's Share Registrar M/s Comlink (Pvt) Limited, 1-K, Model Town, Lahore.
4. Shareholders whose shares are deposited with Central Depository Company (CDC) or their proxies are requested to bring their original National Identity Card (NIC) or Passport alongwith the participant's ID number and their bank account number at the time of attending the Annual General Meeting for the purpose of verification.

Statement as required u/s 160(1)(b) of Companies Ordinance, 1984 containing information as required by S.O. No. 865(1)/2000 dated December 06, 2006 has been sent to members alongwith this notice.

By the order of the Board

Noor Ellahi

Chief Executive