

J.K. Spinning Mills Ltd.



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF J. K. SPINNING MILLS LIMITED WILL BE HELD ON MONDAY 30TH OCTOBER, 2017 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 29 K.M, SHEIKHUPURA ROAD, KHURRIANWALA, FAISALABAD TO TRANSACT THE FOLLOWING BUSINESS:

Associated Companies:

J. K. Power Ltd.

J. K. Agriculture Farms (Pvt) Ltd.

J. K. Tech (Pvt.) Ltd.

Fine Fabrics (Pvt) Ltd.

ORDINARY BUSINESS:

1. To confirm the minutes of the 30th Annual General Meeting held on 29th October, 2016.
2. To receive, consider and adopt the Annual Audited Accounts alongwith the reports of Directors' and Auditors of the company for the year ended 30th June, 2017.
3. To consider, approve and declare Final Cash Dividend at Rs. 0.5/- per share @ 5 % to Ordinary Share Holders for the year ended 30th June, 2017 as recommended by the Board of Directors.
4. To appoint Auditors for the year 2017-2018 and fix their remuneration. The present Auditors M/s. Riaz Ahmad & Company., Chartered Accountants, being eligible offer themselves for reappointment.
5. To transact any other business or businesses with the permission of the Chairman.

SPECIAL RESOLUTION

6. To Authorize Chief Executive Officer of the Company to approve Related Party Transactions for sale and purchase of goods/ Services to / from J.K. Tech (Pvt.) Limited & J.K. Agriculture Farms (Pvt.) Limited - associated companies for the year ending June 30, 2018 by passing the following resolution with or without modification.

"Resolved that the Chief Executive of the Company be and is hereby authorized to approve the Related Party Transactions for sale and purchase of goods/ Services to/from J.K. Tech (Pvt.) Limited for Rs: 200 Million & to/from J.K. Agriculture Farms (Pvt.) Limited for Rs: 100 Million – associated companies from time to time for the year ending June 30, 2018 and take any and all actions and sign any and all such documents as may be required in this regard."

BY THE ORDER OF THE BOARD

FAISALABAD:

Dated: 23-09-2017

SYED HUSSAIN SHAHID MANSOOR NAQVI
COMPANY SECRETARY

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

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

J.K. Spinning Mills Ltd.



STATEMENT OF MATERIAL FACTS UNDER SECTION
134 (3) OF THE COMPANIES ACT, 2017
RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED
AT THE ANNUAL GENERAL MEETING TO BE HELD ON
OCTOBER 30, 2017:

Associated Companies:
J. K. Power Ltd.
J. K. Agriculture Farms (Pvt) Ltd.
J. K. Tech (Pvt.) Ltd.
Fine Fabrics (Pvt) Ltd.

J.K. Tech (Pvt.) Ltd and J.K. Agriculture Farms (Pvt.) Ltd are Associated Companies of J.K. Spinning Mills Ltd by virtue of common Directorship.

J.K. Spinning Mills Ltd has investment of 750 shares in J.K. Tech (Pvt.) Ltd representing 50% of total paid up capital of J.K. Tech (Pvt.) Ltd. Mr. Jawed Anwar is Nominee Director on behalf of J.K. Spinning Mills Ltd.

Mr. Jawed Anwar, Mr. Faiq Jawed, Mr. Shaiq Jawed and Mrs. Sadaf Aamir & Mrs. Farhat Jehan are common directors of J.K. Spinning Mills Ltd and having following share holdings in J.K. Agriculture Farms (Pvt.) Ltd:

Name	% of shareholding
1. Mr. Jawed Anwar, Director	65%
2. Mr. Faiq Jawed, Director	10%
3. Mr. Shaiq Jawed, Director	10%
4. Mrs. Sadaf Aamir, Director	5%
5. Mrs. Farhat Jehan, Spouse	10%

Transactions with related parties (Associated Companies) are carried out in normal course of business and at "Arm's Length Basis".

The Directors, Sponsors and majority shareholders have no interest, directly or indirectly in J.K. Agriculture Farms (Pvt.) Ltd except to the extent of their / Spouse's shareholding as disclosed above. Nominee Director, Mr. Jawed Anwar has no interest, directly or indirectly in J.K. Tech (Pvt.) Ltd.

NOTES:

1. Book Closure:

The share Transfer Books of the Company will remain closed from 21st October 2017 to 30th October 2017 (both days inclusive). Transfers received in order at Share Registrar's Office, Orient Software & Management Services (Pvt.) Ltd., 35-Z Ameer Plaza, Opposite Mujahid Hospital commercial Centre, Madina Town, Faisalabad by the close of business on 20th October 2017, will be treated in time to attend the Annual General Meeting and for their entitlements.

J.K. Spinning Mills Ltd.



Associated Companies:

J. K. Power Ltd.

J. K. Agriculture Farms (Pvt) Ltd.

J. K. Tech (Pvt.) Ltd.

Fine Fabrics (Pvt) Ltd.

2. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend the meeting and vote instead of him/her. Proxies in order to be effective must be received by the Company not later than 48 hours before the meeting.

For CDC Account Holders/Corporate Entities:

In addition to the above the following requirements have to be met:

3. The proxy form shall be witnessed by two persons whose names, addresses and NIC numbers shall be mentioned on the form.
4. Attested copies of NIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
5. The proxy shall produce his original NIC or original passport at the time of meeting.
6. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the company.
7. Shareholders are informed that rate of withholding tax for non filers is 20% against 15% for filers of income tax return. The shareholders are advised to e-file their returns as the Department places the names of the e-filers on their website and to provide their NTN to the Share Registrar of the Company for availing the benefits of lower withholding rate.
8. In term of section 242 of Companies Act, 2017, listed Companies are required to pay cash dividend only through electronic mode directly into the bank account designated by the entitled shareholders. In order to comply with this requirement, shareholders are therefore requested to immediately provide the dividend mandate (bank account details) to the share registrar of the company in case of physical shares and to the CDC in case shares are held electronically.
9. Shareholders are requested to provide copies of their valid CNICs, mandatory for dispatch of dividend warrants and also promptly notify any changes in their addresses.

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