

J.K. Spinning Mills Ltd.



Ref: JKSM/T-050/2019

Dated: 29-04-2019

The General Manager,
Pakistan Stock Exchange Ltd,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

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

Dear Sir,

Enclosed please find a copy of the notice of the Extra Ordinary General Meeting to be held on Friday, the May 24, 2019 at 10:00 am at 29 K.M. Sheikhpura Road, Druman Wala More, Near Khurrianwala, Faisalabad, for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you.

Yours faithfully,

For: J.K. Spinning Mills Ltd.

Syed Mansoor Naqvi
Company Secretary

CC to:

The Joint Registrar
Company Registration Office,
Faisalabad Chamber of
Commerce and Industry Building,
2nd Floor, East Canal Road,
Faisalabad.

Director/HOD
Surveillance, Supervision and
Enforcement Department,
Securities & Exchange Commission of Pakistan,
NIC Building, 63-Jinnah Avenue, Blue Area,
Islamabad.

Head Office: 29-KM, Sheikhpura Road, Khurrianwala, Faisalabad, 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>



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 Friday, the May 24, 2019 at 10:00 a.m. at 29 K.M. Sheikhpura Road, Druman Wala More, Near Khurrianwala, Faisalabad, to transact the following **Special Business**: -

Associated Companies:

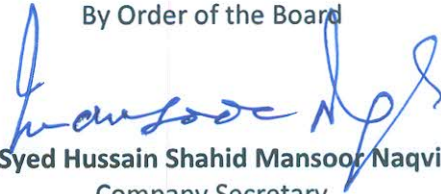
J. K. Power Ltd.
J. K. Agriculture Farms (Pvt) Ltd.
J. K. Tech (Pvt.) Ltd.
Fine Fabrics (Pvt) Ltd.

To shift the Registered Office of the Company from 29 K.M. Sheikhpura Road, Druman Wala More, Near Khurrianwala, Faisalabad, to 34-Falcon Enclave , Tufail Road, Lahore Cantt, Lahore and, if thought fit, to pass the following resolution, with or without modification, under Section 21 (2) of the Companies Act, 2017, as recommended by the Board of Directors of the Company:

"Resolved that subject to the compliance with applicable provisions of the Companies Act, 2017, the approval of the members of J. K. Spinning Mills Limited (the "Company") be and is hereby accorded in terms of Section 21 (2) of the Companies Act, 2017 for shifting the Registered Office of the Company 29 K.M. Sheikhpura Road, Druman Wala More, Near Khurrianwala, Faisalabad in the Province of Punjab to 34-Falcon Enclave ,Tufail Road, Lahore Cantt, Lahore, in the Province of Punjab."

Statement under Section 134 (3) of the Companies Act, 2017 is annexed to the notice of the meeting being sent to the shareholders.

By Order of the Board


(Syed Hussain Shahid Mansoor Naqvi)
Company Secretary



Faisalabad

Dated: April, 30, 2019

Notes:

1. The Share Transfer Books of the Company will remain closed from May 17, 2019 to May 24, 2019 (both days inclusive). Transfers received in order at the office of our Share Registrar, M/S CorpTec Associates (Private) Limited, 503-E, Johar Town, Lahore by the close of business on May 24, 2019, will be treated in time for the purposes of entitlement to attend, speak and vote at the EOGM.
2. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote instead of him/her and a proxy so appointed shall have the same rights, as respects attending, speaking and voting at the EOGM as are available to the members. A Proxy must be a member of the Company.

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- : (2) : -

3. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarial attested copy of the power of attorney must be deposited at the Registered Office of the Company at least 48 hours before the time of the meeting. Proxy Forms, in English and Urdu languages, have been dispatched to the members along with the notice of EOGM.
4. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.
 - a) **For Attending the Meeting**
 - i. 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.
 - ii. In case of 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**
 - i. In case of individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
 - ii. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
 - iii. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
 - iv. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
 - v. In case of 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.

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5. Video Conference Facility

Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city and holding at least 10% of the total paid-up share capital may demand the Company to provide the facility of video-link for participating in the EOGM. The demand for video-link facility shall be received by the Share Registrar at the address given hereinabove at least seven (7) days prior to the date of the meeting on the Standard Form available on the company's website: www.jkgroup.net

6. Placement of EOGM Notice on website

The Company has placed a copy of the Notice of EOGM along with proxy form on the website of the Company: www.jkgroup.net



Cont.....(P/4)

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**STATEMENT OF MATERIAL FACTS UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017
RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRA ORDINARY GENERAL
MEETING TO BE HELD ON MAY 24, 2019**

The Statement sets out the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of the Company to be held on May 24, 2019.

Presently, the Registered Office of the Company is situated at Faisalabad in the Province of Punjab. Since all major offices, Head offices of various dealing institutions are situated at Lahore, therefore the Company is facing lot of administrative and corporate problems. In order to maintain a smooth working with SECP, Stock Exchange, CDC, Registrar and Financial institutions etc. and to allow the Company better co-ordination and facilitation, the Board of Directors of the Company in the meeting held on April 25, 2019 has recommended to shift the Registered Office of the Company from 29 K.M. Sheikhpura Road, Druman Wala More, Near Khurrianwala, Faisalabad, Punjab to 34-Falcon Enclave ,Tufail Road, Lahore Cantt, Lahore, Punjab, subject to approval of shareholders in terms of Section 21 of the Companies Act, 2017.

The Directors have no interest, directly or indirectly, in the proposed shifting of registered office of the Company.



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