

NADEEM TEXTILE MILLS LIMITED
NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of Nadeem Textile Mills Limited will be held on 30th April, 2016 at 4:00 p.m at 801-804, 8th Floor, Lakson Square Building No.3, Block-A, Sarwar Shaheed Road, Karachi, to transact the following business:

1. To approve minutes of last Annual General Meeting held on 30th October, 2015.
2. To pass the following resolution as Special Resolution:

Special Resolution

"Resolved that, subject to fulfillment of requirements of the Companies Ordinance, 1984, approval is accorded for further issuance of 3,604,500 ordinary shares of the Company **other than Right Issue** to M/s Nadeem Power Generation (Private) Limited (NPGL), an associated company, at the premium price/rate of Rs. 40/- per share against the face value of Rs. 10/- per share, in consideration of satisfaction of outstanding amount of loan of Rs. 144,180,000/= (Rupees One Hundred forty four Million One Hundred Eighty Thousand) of NPGL."

"Further resolved that the Chief Executive of the Company or the Company Secretary is authorized to fulfill all other statutory requirements for further issue of shares without Right Issue."

3. Any other business with the permission of the chair.

Karachi
8th April 2016

By order of the Board


Abdur Amin

Company Secretary

Material Facts under section 160 (1) (b) of the Companies Ordinance, 1984:

The Board of Directors of the Company decided, in their meeting held on 31st March, 2016 to issue 3,604,500 ordinary shares of the Company **other than Right Issue** to M/s Nadeem Power Generation (Private) Limited (NPGL), an associated company, at the premium price/rate of Rs. 40/- per share against the face value of Rs. 10/- per share, in consideration of satisfaction of outstanding amount of loan of Rs. 144,180,000/= (Rupees One Hundred forty four Million One Hundred Eighty Thousand) of NPGL, thereby reducing the liabilities of the Company to that extent. It is one of the measures to minimize the losses, as the Company will not be required to pay mark-up / interest on these outstanding loans. It may be noted that NPGL has agreed to take these shares at the premium price/rate of Rs. 40/- per ordinary share against the face value of Rs. 10/- per share and current market rate of Rs. 36.94 per share.

The following directors of the Company are also Directors of NPGL:

1. Mr. Zahid Mazhar Director/Chief Executive
2. Mr. Omer Bin Zahid Director
3. Mr. Hassan Bin Zahid Director

Notes:-

1. The share transfer books of the Company will remain closed from 23-04-2016 to 30-04-2016 (both days inclusive). Transfers received before the closure of shares transfer books (i.e. 22-04-2016) at the office of share Registrar, M/s Hameed Majeed Associates (Pvt) Ltd. Karachi Chamber, Hasrat Mohani Road, Karachi by 22-04-2016 will be treated in time for the entitlement to attend the Extraordinary General Meeting.

2. Copies of Memorandum and Articles of Association of the Company, Listing Regulations of the Stock Exchanges, Companies Ordinance, 1984 and other relevant laws may be inspected during the business hours on any working day at the Head Office situated at 801-804, 8th Floor, Lakson Square Building No.3, Block-A, Sarwar Shaheed Road, Karachi, of the Company from the date of the publication of this notice till the conclusion of the General Meeting.

3. A member entitled to attend and vote at the General Meeting is entitled to appoint another member as his/her proxy to attend and vote instead of him. A proxy must be a member of the Company.

4. The instrument appointing a proxy, in order to be valid must be received at the Head Office of the Company at A -801-804, Lakson Square Building No.3, Sarwar Shaheed Road, Karachi, not less than forty-eight (48) hours before the time fixed for the meeting.

5. Any individual Beneficial Owner of CDC, entitled to attend and vote at this meeting, must bring his/her participant ID number and account/sub account number along-with original Computerized National Identity Card (CNIC) or passport at the time of attending the meeting to prove his/her identity and in case of Proxy must enclose additionally an attested copy of his/her CNIC or Passport, Representatives of corporate members should bring the usual documents required for such purpose.

6. Members are requested to immediately inform of any change in their addresses to our Share Registrar, M/S Hameed Majeed Associates (Pvt.) Ltd., 4th Floor, Karachi Chambers, Hasrat Mohani Road, Karachi.