



31st October, 2014

Ref: C-7100/KSE/2014

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

Subject: Notice of Annual General Meeting.

Dear Sir,

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on 27th November, 2014 at 03:30 P.M. for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you,

Yours Truly,
For Shadman Cotton Mills Limited

Fida Hussain
Company Secretary

Encl: As above.

SHADMAN COTTON MILLS LIMITED
NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that 35th Annual General Meeting of the Company will be held at Pakistan Institute of International Affairs, Aiwan-e-Sadar Road, Karachi, on Thursday the 27th November 2014 at 03:30 p.m. to transact the following business.

ORDINARY BUSINESS

1. To confirm the Minutes of the Extra Ordinary General Meeting of the Company held on 11 March, 2014.
2. To receive, consider, and adopt the audited financial statements for the year ended 30th June, 2014 together with the Directors' and Auditors' reports thereon.
3. To appoint Auditors of the Company and fix their remuneration for the next term.
4. To transact any other ordinary business as may be placed before the meeting with the permission of the Chair.

SPECIAL BUSINESS

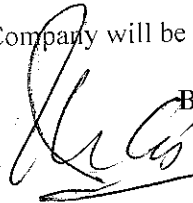
To pass the following special resolution with or without modification (s), addition(s) or deletion (s)
"RESOLVED THAT registered office of the Company is shifted from 58, Al-Humra Cooperative Housing Society, Block 7/8, Tipu Sulatan Road, Off: Shaheed-e-Millat Road, Karachi, Sindh province TO 2-E, Block-G, Mushtaq Ahmed Gurmani Road, Gulberg-II, Lahore, Punjab province."

Pursuant to above change clause (ii) of Memorandum of Association is also required to be altered as under.

"RESOLVED THAT the registered office of the Company will be situated in the province of Punjab"

Karachi:-

Dated: 31ST October, 2014


BY ORDER OF THE BOARD
Fida Hussain
Company Secretary

Notes:

- 1) The share transfer books of the Company will remain closed from November 20, 2014 to November 27, 2014 (Both days inclusive). Transfers received at Technology Trade (Pvt.) Limited, 241-C, P.E.C.H.S., Karachi, the Registrar and Share Transfer Office of the Company, at the close of the Business on November 19, 2014 will be treated in time for the entitlement to attend the Annual General Meeting.
- 2) A member entitled to attend and vote at the Annual General Meeting may appoint another member as his/her proxy to attend and vote instead of him/her. A proxy must be a member of the Company.
- 3) The instrument appointing a proxy, in order to be valid must be received at the Registered Office of the Company, 58, Al-Humra Cooperative Housing Society, Block 7/8, Tipu Sulatan Road, Off: Shaheed-e-Millat Road, Karachi, not less than forty-eight (48) hours before the time fixed for the meeting.
- 4) An 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 original passport at the time of attending the meeting to prove his/her identity.
- 5) Members are requested to immediately inform of any change in their addresses to our Share Registrar Technology Trade (PVT) Limited, 241-C, P.E.C.H.S. Karachi.

- 6) The financial statement of the company for the year ended 30th June 2014 has been published on the website and may be downloaded from the following link: <http://www.shadman.com>
- 7) Pursuant to SRO No. 787(1)/2014 issued by SECP Islamabad dated September 08, 2014. The Members willing to get soft copy of Annual Report along with Notice of Annual General Meeting instead of hard copy are requested to send their e-mail addresses to the Company Secretary at the following postal and e-mail address:
Shadman Cotton Mills Limited, 2-E, Block-G, Mushtaq Ahmed Gurmani Road, Gulberg-II, Lahore.
Tel: 042-35959121-26 (6 Lines) Fax: 042-35959120 E-Mail: cfo@shadman.com.pk

**STATEMENT UNDER SECTION 160(1) (b) OF THE COMPANIES ORDINANCE 1984,
PERTAINING TO THE SPECIAL BUSINESS.**

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on November 27, 2014.

A. CHANGE OF REGISTERED OFFICE.

The company was incorporated as a Public Limited Company on 24th November 1979 with main object of manufacturing and sale of Yarn. The Company was having 3 spinning Units. Two spinning Units are situated at Warberton (Punjab) and one unit was in Kotri which was sold on 30th June 2013.

Now the Company has Two spinning Units at warberton District Nankana located near to Lahore. The Head Office of the Company is also situated at Lahore. Now it is the need that Registered office to be shifted to Lahore for the Following reasons.

- I. To run and carry on business more economically and more efficiently.
- II. Six out of Seven Directors reside in Lahore.
- III. That 124 Shareholders holding 15,505,270 shares in their name which constitute 88% of the total paid up capital of 17,636,719 shares reside in Lahore only. There are many other who live in Punjab province. It is more convenient for them to attend the meeting of the Shareholders. Thus the members attending shareholders meetings will be holding shares equivalent to plus 90% of the Total paid up capital.
- IV. The company will attain its main purpose by taking quick decision in the Board meetings and Addressing various government department for timely reply who usually communicate on the registered office of the Company.
- V. All our lending institutions are situated in Lahore. It will be more convenient to best utilize the financial resources without any loss of time and communication gap while having registered office in Lahore.

B. INTEREST OF DIRECTORS IN SPECIAL BUSINESS.

The Directors of the Company have no special interest in the Special business other than being shareholders of the Company.