

# **SAJJAD TEXTILE MILLS LIMITED**

## **ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING**

### **Special Business:**

4. To approve the disposal of a sizable part of plant and machinery for the settlement of certain liabilities of the Company.

"Resolved that Plant and Machinery of the Company be disposed off for the settlement of certain liabilities of the Company".

5. To consider and, if deemed fit, to pass the following resolution as Special Resolution with or without modification for alterations in the Article of Association of the Company:

"Resolved that pursuant to Section 28 and other applicable provisions, if any, of the Companies Ordinance, 1984 and any other law(s), Articles of Association of the Company be and are hereby amended as follows:

(a) By inserting the following new article and its marginal note immediately after Article 42 as Article 42-A, namely:

#### **Exercise of Voting Rights through Electronic means**

42-A "Subject to any rules or regulations that may be made from time to time by the Commission in this regard. Members may exercise voting rights at general meeting through electronic means if the Company receives the requisite demand for poll in accordance with the applicable laws. The Company shall facilitate the voting by electronic means in the manner and in accordance with the requirements prescribed by the Commission".

#### **Proxies where Voting Rights Exercised through Electronic means**

(b) by inserting the following new article and its marginal note immediately after Article 51 as Article 51-A, namely:

51-A. Notwithstanding anything contained in these Articles, in case of voting by electronic means, both members and non-members can be appointed as Special Proxy or General Proxy.

(c) by inserting the following new article and its marginal note immediately after Article 54 as Article 54-A, namely:

#### **Form of Proxies where Voting Rights Exercised Through electronic means**

54-A Notwithstanding anything contained in these Articles, for the purposes of voting by electronic means, the instrument appointing the proxy shall be in such form, and provided to the Company, in the manner stipulated under the applicable laws.

"Resolved Further, that the consent of the general meeting be and is hereby reckoned to the Board of Directors of the Company in terms of section 196(3) and other applicable provisions if any of the Companies Ordinance, 1984 to dispose of the assets of the Company comprising plant & machinery for such consideration and upon such terms and conditions as may be agreed upon between the Board of Directors of the Company and prospective buyers in the best interest of the company to dispose of the said assets for the repayment certain liabilities of the Company. That the Board of Directors of the Company be and is hereby authorized to complete the sale with any modification as they may consider beneficial for the Company and do all such acts, deeds, matters and things as may be deemed necessary and expedient in the interest of the Company, to execute the documentation on behalf of the Company relating to the disposal, to call bids, and compile competitive analysis for the decision of the Board of Directors."

"Resolved Further, that the Chief Executive Officer or Company Secretary be and is hereby authorized to do all acts, deed and things, take all steps and action necessary, ancillary and incidental for altering the Articles of Association of the Company including filing of all requisite documents/ statutory forms as may be required and complying with all other regulatory requirements so as to effectuate the alteration in the Articles of Association of the Company."

**A statement as required under Section 160(1)(b) of the Companies Ordinance 1984 in respect of the special business to be considered at the meeting is annexed to this notice of meeting being sent:**

6. To transact any other business with the permission of the Chair.

By Order of the Board

Lahore

Dated: October 05, 2016

(IRFAN HAMID)  
Company Secretary

### **STATEMENT OF MATERIAL FACTS UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE, 1984**

This statement sets out the material facts concerning the Special Business to be transacted at the Annual General Meeting of the Company to be held on Monday, October 31, 2016.

Item (5) of the Agenda in addition to item (4) already published in AGM Notice:

In order to give effect to the Companies (E-voting) Regulation, 2016 vide S.R.O 43(1)2016 issued by the Securities & Exchange Commission of Pakistan, shareholder approval is being sought to amend the Article of Association.

The directors are not interested, directly or indirectly in the above business except to the extent of their investment as has been detailed in the pattern of shareholding annexed to the Directors Report.