



Sargodha Spinning Mills Limited

Manufacturer, Importer & Exporter

Registered Office: A-601/B, City Towers, 6-K, Main Boulevard, Gujberg-II, Lahore.
Ph: (042) 35788758-59 Fax: (042) 35788718 E-mail: shadstm@brain.net.pk NTN.: 0657821-7

SSM/PSX/16
October 07, 2016

The General Manager,
Pakistan Stock Exchange Limited,
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 October 31, 2016 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,
For SARGODHA SPINNING MILLS LIMITED

Company Secretary

Encl: As above.

MILLS:
6-k.m, Sargodha Road Faisalabad.
Ph. No. 0092-41-8868132-35
Fax: 0092-41-8868139
E-mail: sargo@fsd.paknet.com.pk

KARACHI OFFICE:
Room No. 351 3rd Floor
Trade Avenue,
Hasrat Mohani Road,
Karachi,
Phone: 021-32472354



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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given to all the shareholders of **Sargodha Spinning Mills Limited** (the "Company") that **30th** Annual General Meeting of the Company will be held on **Monday, October 31, 2016** at **10:30 a.m.** at A-601/B, City Towers, 6-K Main Boulevard, Gulberg-II, Lahore to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts for the year ended June 30, 2016 together with Directors' and Auditors' Reports thereon.
2. To appoint auditors for the year ended 2016-2017 and fix their remuneration.

SPECIAL BUSINESS

3. To consider and, if deemed fit, pass the following resolution as a Special Resolution with or without modification for alterations in the Articles 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 by inserting a new Article 52-A immediately to read as under;

52-A. Electronic Voting: The Company shall comply with the mandatory e-voting requirements as may be prescribed by the Securities and Exchange Commission of Pakistan from time to time and members may be allowed to appoint members as well as non-members as proxies for the purposes of electronic voting pursuant to this Article.

"RESOLVED FURTHER that the Chief Executive Officer of 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 the Company including filing of all requisite documents/statutory forms as may be required to be filed with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alterations in the Articles of Association and implementing the aforesaid resolution."

BY ORDER OF THE BOARD

(Mazhar Hussain)
Company Secretary

Dated: October 6, 2016.



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Notes:

1. The Members' Register will remain closed from October 25, 2016 to October 31, 2016 (both days inclusive). Transfers received at Corplink (Pvt.) Limited, Wings Arcade, I-K, Commercial, Model Town, Lahore, the Independent Share Registrar of the Company by the close of business on October 24, 2016 will be treated in time.
2. A member eligible to attend and vote at this Meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies in order to be effective must be received by the Company at Registered Office not later than 48 hours before the time for holding the Meeting.
3. CDC account holders will further have to follow the guidelines as laid down in circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.
 - a. **For attending the meeting**
 - i. In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
 - ii. In case of corporate entity, the Board of directors' resolution/power of attorney with specimen signatures 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 or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
 - 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 CNIC or the passport of the 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.



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- v. In case of corporate entity, the Board of directors' resolution/power of attorney with specimen signatures shall be submitted (unless it has been provided earlier) along with proxy form to the company.
4. **Transmission of Annual Financial Statements through Email:** SECP vide SRO 787(1)/2014 dated September 8, 2014 has provided an option to receive audited financial statements electronically through email, those shareholders who are interested in receiving the annual reports electronically in future are required to submit their e-mail address at Registered Office of the Company on a standard request form which is available on Company's website: www.sargodhaspinning.com.
5. **Submission of Copies of CNIC:** CNIC number of the shareholders is mandatory in terms of S.R.O. 831(I)/2012 dated 5 July 2012 for the issuance of future dividend warrants etc., and in the absence of such information, payment of dividend may be withheld in term of SECP's above mentioned directive. Therefore, the shareholders who have not yet provided their CNICs are once again advised to provide the attested copies of their CNICs (if not already provided) directly to our Independent Share Registrar Corplink (Pvt.) Limited, Wings Arcade, I-K, Commercial, Model Town, Lahore without any further delay.
6. **Change of Address:** Shareholders are requested to immediately notify the change of address, if any to Share Registrar of the Company.

Statement under Section 160(1)(b) of the Companies Ordinance, 1984

This statement set out the material facts concerning the special business to be transacted at the annual general meeting of the Company to be held on October 31, 2016.

Alteration in the Articles of Association

Securities and Exchange Commission has issued Companies (E-Voting) Regulation 2016 on January 22, 2016 vide S.R.O 43(1) /2016. The directors have recommended alteration in the Articles of Association by inserting a new Articles of Association by inserting a new Article 52-A therein which will give the members option to be part of the decision making in the general meeting of the Company through electronic means. Accordingly, it has been proposed to pass the resolution as Special Resolution for alteration the Articles of Association of the Company, as specified in the notice of meeting.

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.