

# ***Taha Spinning Mills Limited***

**406 Commerce Centre, Hasrat Mohani Road, Karachi-74200**  
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Karachi: Sept. 9, 2016

To All Members/  
Shareholders of  
Taha Spinning Mills Ltd

Sub: **Notice of Extra Ordinary General Meeting**

Dear Sir,

Please find herewith notice of Extra Ordinary General Meeting to be held on Monday, 3<sup>rd</sup> October, 2016 at 10.00 a.m at the registered office of the company at 406 Commerce Centre, Hasrat Mohani Road, Karachi. Proxy Form is also attached.

Thanking you,

Yours sincerely,  
forTaha Spinning Mills Limited

Company Secretary

Encl: as above

**TAHA SPINNING MILLS LIMITED**

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that an extra ordinary general meeting of the company will be held at the registered office of the company at 406 Commerce Centre, Hasrat Mohani Road, Karachi on Monday, 3rd October, 2016 at 10.00 a.m. for the purpose of transacting the following business.

**Ordinary business**

1. To confirm the minutes of Extra Ordinary General Meeting held 31<sup>st</sup> March, 2016

**Special Business**

2. To consider and approve the addition of new object clauses 13A to 13M after sub clause 13 of clause III of Memorandum of Association, to carry on some other business which is not specified in the Memorandum of Association for revival of the company conveniently and advantageously. If deemed fit to pass with or without modification following resolution as a Special Resolution.
  - a) Resolved that addition of new sub clauses 13A to 13M (detail as given in the statement of material facts) after sub clause 13 of clause III of Memorandum of Association, be and hereby approved and adopted.
  - b) Resolved that Chief Executive or Company Secretary of the company are authorized to complete all legal formalities for addition of new sub clauses in the Memorandum of Association of the company.
  - c) Resolved that all the sub clauses of clause III of Memorandum of Association be renumbered from sub clause 13 to onward accordingly.
3. To transact any other business of the company with the permission of the chair.

By order of the Board  
Company Secretary

Karachi:09.09.2016

**Notes:**

1. The Share Transfer Books of the Company shall remain closed from 27.09.2016 to 3.10.2016 (both days inclusive).
2. A member entitled to attend and vote at the meeting may appoint another person as his / her proxy to attend and vote on his / her behalf. The Proxy form, must be received at the registered office of the Company at 406 Commerce Centre, Hasrat Mohani Road, Karachi, duly stamped, signed and witnessed not later than forty-eight (48 ) hours before the meeting.
3. Shareholders whose shares are deposited with Central Depository Company (CDC) are requested to bring their Computerized National Identity Card (CNIC) along with their CDC Account Number for verification. 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.
4. For attending the meeting and appointing proxies CDC account holders will further have to follow the guidelines as laid in Circular 01, dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan.
5. Members are requested to immediately inform the Company of any change in their address alongwith copy of their CNIC.

A statement under section 160(1)(b) of the Companies Ordinance, 1984, regarding the special business to be transacted at the EOGM is being sent to the members alongwith a copy of this notice.

**STATEMENT OF MATERIAL FACTS UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE 1984 PERTAINING TO THE SPECIAL BUSINESS OF THE EOGM OF THE COMPANY BEING HELD ON 3<sup>RD</sup> OCTOBER, 2016**

Due to heavy losses, difficult business conditions prevailing in the textile sector and increase in cost of production, management sold entire fixed assets of the company. Since the sale of fixed assets, board of directors is trying for revival the company. Banks are reluctant to finance to textile sector. Funds in hand are insufficient for setting up a small spinning unit or power plant.

Looking the market trend, board decided to change the business dimensions from existing to fast moving goods or commodities distribution business with other multiple business objects with the help of prosperous companies and investors. Due to changes in business dimensions, there are chances of takeover by the investors or change in the constitution of the company for its revival.

As an abundant precaution and to keep the shareholders informed and to achieve the new business dimensions, it is recommended by the board to add following multiple new object clauses in the Memorandum of Association for revival of the company and to do business conveniently and advantageously.

It is expected that by addition of new object clauses and change of business dimensions, the rights and security of the shareholders and creditors of the company would be enhanced.

None of the directors or their relatives has any interest whether directly or indirectly in the proposed business except to the extent of their respective shareholding in the company.

Following are the proposed new object clauses to be added after sub clause 13 of clause III of Memorandum of Association of the company. The proposed new clauses are subject to approval of Securities & Exchange Commission of Pakistan.

- 13A To carry on the business of buyers, sellers, traders, importers, exporters, suppliers, manufacturers, processors, commission agents, distributors, dealers and representatives in any legal form for all kinds of food products and beverages including but not limited to fruits, vegetables, confectionery, infant nutrition, clinical nutrition, performance nutrition, cereals, coffee, tea, wheat, flour, food grains, pulses, cereals, rice, spices, sugar, sugar products, vegetable ghee, edible oil, cooking oil, mineral oil, cocoa based, animal feed, veterinary medicines, other food products and other compounds, preparations and materials
- 13B To carry on business as manufactures of, and dealers in all types of packing materials, containers, receptacles, boxed, cartons, cases, drums cages bins, jars, carboys, tubes, creates, packing cases cans, bottles, vials and fittings there for of every kind and to, strawboard and boards of all other description and any other materials whether chemically treated or not, used for the manufacture of any of the aforesaid articles.

- 13C To carry on the business of edible oil and other products, fabricate, contract, erect and lay the manufacturing plant, refinery, machinery and apparatus for edible oil and ghee products installations and to purchase or otherwise acquire, produce, manufacture, refine, treat, purify, blend, reduce, distil, store, transport, market, distribute, supply, sell and otherwise dispose off and generally trade in any and all kinds of edible oil, ghee and other eatable oils.
- 13D To carry on agency business (except managing agency) and to acquire and hold selling agencies and to act as selling agents, commission agents, manufacturers' representatives and distributing agents of and for the distribution of all kinds of merchandise, goods, commodities, products, materials, substances, articles and things whether finished, semi-finished, raw, under process, refined, treated or otherwise pertaining to trade and commerce and for that purpose to remunerate them and to open and maintain depots and branches.
- 13E To establish and maintain distribution centers and agencies at any place in Pakistan or any part of the world for the conduct of the business of the Company, or for the purchase and sale of any merchandise, commodities, goods, wares, materials, produce, products, articles and things required for or dealt in manufactured by or at the disposal of the Company and transact all kinds of agency business except managing agency.
- 13F To enter into partnership, to invest in shares, to amalgamate, or merge movable or immovable and/or to buy on all interests, assets, liabilities, stocks, or to make any arrangement for sharing profits, union of interests, co- operation, joint-venture, reciprocal concession or otherwise with any person, firm or company carrying on or proposing to carry on any business which this Company is authorized to carry on or which is capable of being conducted so as directly or indirectly to benefit this Company and to have foreign collaborations and to pay royalties/technical fees to collaborators subject to the provisions of the Companies Ordinance, 1984.
- 13G To set-up and carry on the business of cattle rearers, sheep farmers, poultry farmers, grazers, breeding and to purchase, breed, rear, sell, import, export, improve, deal and trade in cattle, horses, asses, donkeys, mules, sheep, goats, birds, poultry, eggs, meat, milk and live and dead stocks of every description of livestock.
- 13H To erect, install and operate power plant of solar panels, furnace oil, wind power or gas etc. for self-use or sell to other industrial or commercial users and buildings and to build, purchase or otherwise acquire, on lease, freezing houses, cold storages, ware houses, sheds and other buildings and plants or machinery, nurseries, breeding or experimental station necessary or expedient for the purpose of the Company.

- 13I To construct, improve, maintain, develop, work, manage, carry out, rent out, lease or control any land, building, property, warehouses, shops, stores, hospitals, supermarkets and other works and conveniences which may seem calculated directly or indirectly to advance the Company's business.
- 13J To carry on business as agents, selling agents, buying agents, brokers, travelling agent, shipping companies agent, commission agents, stockiest and distributors for any persons, firms and companies and generally to undertake and carry out agencies and agency work of any kind whatsoever and transact all manner of agency booking, commission, canvassing, distributing and advertising business except managing agency business.
- 13K To acquire, process, package, sell, import, export, preserve, deep freeze and otherwise deal in aerated, mineral and artificial waters and all kinds of beverages, nonalcoholic drinks, syrups, juices, soft drinks, squashes, jams, murabbas, milk and all types of dairy products, ice cream, meat, live cattle and sheep, fish, prawns, shrimps, poultry, eggs and in all branches of such respective trades or business.
- 13L To negotiate loans, under-writing contracts, mortgages, equity participation, Cash Credit, Overdrafts and other financial facilities from Banks, Financial Institutions, Government or Semi-Government bodies and others on behalf of the Company or associations which they are assisting to promote.
- 13M To enter into working arrangements or joint venture with other companies, corporations, firms or persons including arrangements with overseas joint ventures; "

