



# THAL INDUSTRIES

C O R P O R A T I O N

## Notice of Extra Ordinary General Meeting

Notice is hereby given that the Extra Ordinary General Meeting of the Shareholders of The Thal Industries Corporation Limited will be held on Saturday the 11<sup>th</sup> May 2019 at 4:30 P.M. at 2D-1, Gulberg III, Lahore to transact the following business:

### ORDINARY BUSINESS:

1. Confirmation of the minutes of the 65<sup>th</sup> Annual General Meeting of the Thal Industries Corporation Limited held on 26<sup>th</sup> January 2019.
2. To increase the limit of authorized share capital of the Company beyond the present limit of Rs.200,000,000/- (Rupees Two Hundred Million) divided in 20,000,000 ordinary share of Rs10/- (Rupees Ten) each to Rs.1,000,000,000 (One Billion only) divided into 100,000,000 ordinary shares of Rs.10/- (Rupees Ten) each.

### SPECIAL BUSINESS:

#### INCREASE IN AUTHORIZED CAPITAL

To consider and pass the following ordinary resolution, with or without modification as special resolutions:

- a) **“Resolved that** the authorized share capital of the Company be and is hereby increased from Rs.200,000,000 (Rupees two hundred million) divided in 20,000,000 ordinary share of Rs10/- (Rupees Ten) each to Rs.1,000,000,000 (One Billion only) divided into 100,000,000 ordinary shares of Rs.10/- (Rupees Ten) each and in consequence of this increase, Clause (V) of the Memorandum of Association and Clause (8) of the Articles of Association of the Company be amended which read as follows:

#### CLAUSE (V) OF MEMORANDUM OF ASSOCIATION

The Authorized Capital of the Company is Rs.1,000,000,000 (Rupees One Billion) into 100,000,000 (One Hundred Million) ordinary shares of Rs.10/ (Rupees Ten) each with powers to increase or reduce the capital, to divide the shares in the capital for the time being into several clauses and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company and to consolidate or subdivide the shares and issue shares of higher or lower denomination.

#### CLAUSE (8) OF THE ARTICLES OF ASSOCIATION

The authorized capital of the Company is 100 million shares of Rs. 10/- each  
Subject to the provisions of the articles, the shares of the company shall be under the control of the Directors who may allot or otherwise dispose of the same on such terms and conditions and at such times as they think fit and with full powers to give to any person the right to call for an allotment of any shares either at par or at premium for such time and for such consideration as the Directors may deem fit and subject to provisions of Section 83 of

The Thal Industries Corporation Limited

Head Office:

2 D 1, Gulberg III, Lahore, Pakistan

Ph: +92 42 3577 1066 71

Fax: +92 42 3575 6687

Registered Office:

23 Pir Khurshid Colony, Multan,

Pakistan Ph: +92 61 6524621,

6524 675 Fax: +92 61 6524 676

Plant No 1:

Layyah Sugar Mills, Layyah,

Pakistan Ph: +92 60 6411 981 4

Fax: +92 60 6411 284

Plant No 2:

Safina Sugar Mills, Lalian, Distt. Chiniot,

Pakistan Ph: +92 47 6610 011 6

Fax: +92 60 6610 012



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the Companies Act 2017, unless the Directors shall have obtained the decision of the Company in General Meeting to the issue of shares on other terms.

- b) Further resolved that Mr. Muhammad Shamim Khan, Director/Chief Executive and Mr. Nauman Ahmed Khan, Director be and are hereby singly authorized and empowered to give effect to the above resolution and to take all necessary steps as required under the law or otherwise and to sign and execute any applications, documents, letters of authorities etc. for and on behalf of the Company."
3. To consider any other business with the permission of the Chair."

BY ORDER OF THE BOARD

(WASIM MAHMOOD)  
Company Secretary

Dated: 15<sup>TH</sup> April, 2019  
Place: Lahore

## NOTES:

### 1. Closure of Shares Transfer Books:

Share Transfer Books of the Company will remain closed from **05-05-2019 to 11-05-2019** (both days inclusive). No transfer of shares will be accepted for registration during the closed period. However, transfer received at the office of the Company's Share Registrar Office at M/s. Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial Model Town, Lahore by the close of business hours on 04<sup>th</sup> May, 2019 will be treated in time for the entitlement of payout of cash dividend (if any).

### 2. Participation in the Extra Ordinary General Meeting

Members are requested to attend in person alongwith national identity card or appoint some other member as proxy and send their proxy duly witnessed so as to reach at 2D-1 Gulberg III, Lahore not later than 48 hours before the time of holding the meeting.

Copies of Memorandum and Articles of Association of the Company, Listing Regulations of the Stock Exchanges, Companies Act 2017 and other relevant laws/record may be inspected during the business hours on any working day at 2D-1, Gulberg III, Lahore from the date of the publication of the notice till the conclusion of the general meeting. A Corporate member of the Company may by a resolution of its Board of Directors authorize a person to act as its representative at the meeting.

### 3. Change of Address:

Shareholders are requested to promptly notify the change in their address, if any to the Company's Share Registrar M/s. Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore and also furnish attested photocopy of their computerized National Identity Card as per Listing Regulations, if not provided earlier.

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#### 4. Further Guidelines for CDC Account Holders:

CDC shareholders are requested to bring with them their CNICs, Participants' ID numbers and their account numbers duly verified by the CDC at the time of attending the Extra Ordinary General Meeting in order to facilitate identification. In case of corporate entity, a certified copy of the resolution passed by the Board of Directors/ valid Power of Attorney with specimen signatures of the nominee be produced at the time of meeting. Other relating information could be downloaded from Company's website: [www.thalindustries.com](http://www.thalindustries.com).

#### 5. Video Conferencing Facility:

If the Company receives consent from members holding aggregate 10% or more shareholding, residing in geographical location to participate in the meeting through video conference at least 7 days prior to the date of EOGM, the Company will arrange video conference facility in that city subject to availability of such facility in that city. In this regard, please fill the following and submit to registered address of the company at least 7 days prior to the date of EOGM.

"I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of The Thal Industries Corporation Limited, holder of \_\_\_\_\_ ordinary share(s) as per Registered Folio/CDC Account/Sub Account No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

#### **STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017:**

A statement of material facts under Section 134(3) of the Companies Act, 2017 in respect of the aforesaid special business to be considered at the Extra Ordinary General Meeting, is being sent to the shareholders along with the Notice. The present Authorized Share Capital of the Company from Rs. 200,000,000 divided into 20,000,000 ordinary shares of Rs. 10/- each. In order to provide the Company with leverage for capitalization of reserves by issuing right shares and funding of future growth and expansion plans in years to come, the Board of Directors has proposed to increase the Share Capital of the Company from existing Share Capital of Rs. 200,000,000 to Rs. 1,000,000,000.

Further reference of the Companies Act 2017 in the existing Clause (V) of the Memorandum of Association and Clause (8) of the Articles of Association of the Company has been proposed to be amended to refer the Companies Act, 2017. The Directors of the Company have no interest in this business except to the extent of their respective shareholding in the Company.

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