



**NOTICE OF 63RD
ANNUAL GENERAL MEETING**

**JANANA DE MALUCHO TEXTILE
MILLS LIMITED
HABIBABAD, KOHAT**

JANANA DE MALUCHO TEXTILE MILLS LIMITED
NOTICE OF 63RD ANNUAL GENERAL MEETING

Notice is hereby given that 63rd Annual General Meeting (AGM) of the Company will be held on Monday the 23rd October 2023 at 11:45 A.M. at registered office of the Company, Habibabad, Kohat, to transact the following business.

ORDINARY BUSINESS:

1. To confirm the minutes of an Extra Ordinary General Meeting held on 22nd June 2023.
2. To receive, consider and adopt the annual audited Financial Statements for the year ended 30th June 2023 together with the Chairman's Review, Directors' and Auditors' reports thereon.

As required under section 223 of the Companies Act, 2017 and pursuant to the requirements of S.R.O. 389(I)/2023 dated March 21, 2023, the annual Financial Statements of the Company have been posted on the Company's website, which can be viewed/ downloaded using the following link and QR enabled code:

<https://jdm.com.pk/Products/Gallery/invinfdocen370.pdf>



3. To appoint Statutory Auditors for the financial year 2023-24 and to fix their remuneration. The retiring Auditors M/s Shinewing, Hameed Chaudhri and Co., Chartered Accountants, Lahore being eligible have consented and offered themselves for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolutions as special resolutions with or without modification(s):

“RESOLVED THAT the transactions carried out in normal course of business with associated companies/ related parties during the year ended June 30, 2023, as disclosed in the note 43 of the Financial Statements for the year ended June 30, 2023 are hereby approved.”

“RESOLVED THAT the Chief Executive Officer and the Chief Financial Officer of the Company be and are hereby authorized jointly to approve all the transactions carried out and to be carried out in normal course of business with associated companies/ related parties during the year ending June 30, 2024 and in this connection the Chief Executive Officer and the Chief Financial Officer jointly be and is hereby also authorized to take any and all necessary actions and sign/execute any and all such documents as may be required in this regard on behalf of the Company.”

A statement of material facts under Section 134 (3) of the Companies Act, 2017 pertaining to the Special Business as stated above is annexed to this notice of meeting being sent to the Members.

ANY OTHER BUSINESS:

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

Kohat
Dated: 2nd October 2023

By order of the Board


ABID RAZA
Company Secretary

NOTES:

1. The register of members of the Company will remain closed from October 16, 2023 to October 23, 2023 (both days inclusive). Transfers received in order by the Company's Shares Registrar, M/s. Vision Consulting Limited, 5-C LDA Flats, 1st Floor, Lawrence Road, Lahore by the close of business hours (till 5:00 pm) on October 14, 2023 will be considered in time for registration in the name of the transferees, and be eligible for the purpose of attending and voting at the AGM.

2. A member entitled to attend and vote at the meeting may appoint another member of the Company as a proxy to attend and vote instead of him/her. Proxy Form duly completed must be deposited at the registered office of the Company at least 48 hours before the time of meeting. Attested copies of the CNIC or the Passport of beneficial owners and the proxy shall be furnished along with the proxy form. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished along with the proxy form.

3. Any individual beneficial owner having an account or sub-account with the Central Depository Company ("CDC"), is entitled to attend and vote at this meeting, must provide his/her "CNIC" or Passport to prove his/her identity, and in case of proxy must enclose an attested copy of his/her CNIC. Representatives of the corporate entities should provide attested copies of board of directors' resolution/powers of attorney with specimen signatures required for the purpose and all such documents as are required under Circular No.1 dated 26th January 2000 issued by the Securities Exchange and Commission of Pakistan ("SECP") for the purpose.

4. Pursuant to provisions of section 134 of the Act, 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 Seven (7) days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

5. The SECP vide Circular No. 4 of 2021 dated February 15, 2021, has advised to provide participation of the members through electronic means. Members interested to participate in the AGM are requested to email their name, Folio Number, Number of shares held in their name, Cell Number, CNIC Number (along with valid copy of both sides of CNIC) with subject "Registration for Participation in AGM" at "janana.textile@gmail.com". Video link and login credentials shall be shared with only those members whose emails, containing all the required particulars, are received by the close of business hours (till 5:00 pm) on October 21, 2023.

6. ELECTRONIC VOTING AND POSTAL BALLOT

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(1)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote for the special business (es) in the meeting, in accordance with the conditions mentioned in the aforesaid regulations. The Company shall provide its members with the following options for voting:

i. E-VOTING PROCEDURE

a. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on October 14, 2023.

b. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of Vision Consulting Ltd. (being the e-voting service provider).

c. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

d. Members shall cast vote online at any time from October 19, 2023, 9:00 a.m. (PST) to October 22, 2023 till 5:00 p.m. (PST). Voting shall close on October 22, 2023, at 5:00 p.m. Once the vote on the resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

ii. **POSTAL BALLOT VOTING PROCEDURE**

a. Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper will be available on the Company's website www.jdm.com.pk within stipulated time to download.

b. The members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's registered address, Habibabad, Kohat, or email at janana.textile@gmail.com one day before the AGM, i.e., on October 22, 2023 before 05:00 pm. A postal ballot received after this time/date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.

7. Members are requested to notify immediately any change in their address to the Company's Share Registrar.

8. If a request has been made by a member, the Company shall send hard copy of complete financial statements, at his registered address, within one week of request.

9. Members are requested to replace their physical shares in Book-entry form and get their Names registered with the CDC, as early as possible, in compliance with the provisions of Section 72 (2) of the Companies Act, 2017.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 REGARDING 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 23rd October 2023.

Item No. 04 of the Agenda (Approval of transaction carried out during the year ended June 30, 2023, to be passed as Special Resolution)

The transactions carried out with associated companies during the year ended June 30, 2023 to be passed as a Special Resolution. The transactions carried out in normal course of business with associated companies (Related parties) were being approved by the Board as recommended by the Audit Committee on quarterly basis.

Since the majority of Directors were interested in this/these transactions(s) due to their common directorship and holding of shares in the associated companies, therefore these transactions have to be approved by the members in the General Meeting.

The transactions conducted during the financial year ended June 30, 2023 with associated companies and related parties as shown in relevant notes of the Audited Financial Statements are being placed before the members for their consideration and approval.

The following Directors are interested in the resolution to the extent of their relation, common directorships and their shareholding in the Associated Companies:

1. Lt. Gen. (Retd.) Ali Kuli Khan Khattak
2. Mr. Ahmad Kuli Khan Khattak
3. Mr. Gohar Ayub Khan
4. Mrs. Shahnaz Sajjad Ahmad
5. Dr. Shahin Kuli Khan Khattak

Approval of the members is, therefore sought in order to comply with the requirements of Section 208 of the Companies Act, 2017.

Authorization of the Chief Executive and the Chief Financial Officer jointly for the transactions carried out and to be carried out with associated companies during the ensuing year ending June 30, 2024 to be passed as a Special Resolution.

The Company would be conducting transactions with associated companies in the normal course of business. Majority of the Directors are interested in these transactions due to their common directorship and shareholding in the associated companies. Therefore, such transactions with associated companies have to be approved by the members.

The shareholders may authorize the Chief Executive and the Chief Financial Officer jointly to approve transactions carried out and to be carried out in normal course of business with associated companies during the ensuing year ending June 30, 2024.

The Directors are interested in the resolution to the extent of their common directorships and their shareholding in the associated companies.

The following Directors are interested in the resolution to the extent of their relation, common directorships and their shareholding in the Associated Companies:

1. Lt. Gen. (Retd.) Ali Kuli Khan Khattak
2. Mr. Ahmad Kuli Khan Khattak
3. Mr. Gohar Ayub Khan
4. Mrs. Shahnaz Sajjad Ahmad
5. Dr. Shahin Kuli Khan Khattak

FORM OF PROXY
JANANA DE MALUCHO TEXTILE MILLS LIMITED

I/We _____, of _____ being a member of the Janana De Malucho Mills Limited and holder of _____ Shares as per Folio No. _____ and/or CDC Participation ID # _____ and Sub Account # _____ do hereby appoint Mr. _____ of _____ having Folio No. _____ and/or CDC Participation ID# _____ and Sub Account # _____ as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the company scheduled to be held on **Monday, the October 23, 2023 at 11:45 a.m.**, and at any adjournment thereof at registered office of the company Habibabad, Kohat.

At witness my/our hand this _____ day of _____ 2023.

1. Signature _____

Name _____

C.N.I.C _____

Address _____

Please affix
Revenue Stamps
of Rs. 50/-

2. Signature _____

Name _____

C.N.I.C _____

Address _____

Member's signature

(This signature should agree with specimen registered with the Company)

Notes:

1. A member entitled to attend and vote at this meeting may appoint any other member as his / her proxy to attend, speak and vote instead of him / her. A proxy must be a member of the Company.
2. A member shall not be entitled to appoint more than one proxy.
3. The instrument appointing a proxy must be duly signed and witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
4. Attested copies of the CNIC or the Passport of beneficial owners and the proxy shall be furnished along with the proxy form. In case of corporate entity, the Board's resolution/power of attorney with specimen signature shall be furnished along with the proxy form.
5. Proxies in order to be valid, must be received at the registered office Habibabad, Kohat. not later than forty eight (48) hours before the time scheduled for the meeting.
6. The proxy shall produce his original CNIC or original Passport at the time of the Meeting.