



DIN TEXTILE MILLS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Company will be held on Friday the 25th October 2019 at 11:00 a.m. at Beach Luxury Hotel, Tulip-1 Hall (on 1st floor), M. T. Khan Road, Karachi,

Ordinary Business

1. To confirm the minutes of the Extra Ordinary General Meeting of the Company held on 12th March 2019.
2. To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2019 together with Directors and Auditors Report thereon.
3. To approve and declare cash dividend @ 25% i.e. Rs. 2.50 per share as recommended by the Board of Directors.
4. To appoint Auditors, and fix their remuneration.

Special Business

5. To consider and, if thought fit, approve increase in Authorized Share Capital of the company, from PKR 771,000,000/- divided into 77,100,000 ordinary shares of PKR 10/- each, to PKR 2,000,000,000/-, divided into 200,000,000 ordinary shares of PKR 10/-each, and to pass with or without modification(s), addition(s), or deletion(s), the following resolution as special resolution for increase of Authorized Share Capital of the company and to approve consequent amendment in the Memorandum and Article of Association of the company, subject to requisite approval, if any"

"Resolved that Authorized Share Capital of the company be and is hereby increased, from PKR 771,000,000/-, divided into 77,100,000 ordinary shares of PKR 10/- each, up to PKR 2,000,000,000/- divided into 200,000,000 ordinary shares of PKR 10/- each, by creation of 122,900,000 additional ordinary shares of PKR 10/-each, to rank Pari passu in every respect with the existing ordinary shares of the company".

"further resolved that in consequence of decide increase in the authorized capital of the company V of the Memorandum of Association of the company and Article 5 of the Article of Association of the company be and are replaced accordingly, to read as follows".

Clause V of the Memorandum of Association

- V. Authorized share capital of the Company is Rs. 2,000,000,000/- (Rupees Two Billion) divided into 200,000,000/- (Two Hundred Million) ordinary shares of Rs. 10/- each with power to increase, reduce or re-organize the capital and to divide the shares, into several classes in accordance with the provision of the Companies Ordinance, 1984.

Din Textile Mills Ltd.

Din House, 35-A/1, Lalazar Area, Opp. Beach Luxury Hotel, P.O Box No. 4696 Karachi-74000, Pakistan.
Tel: +92-21 3561 0001-3, Fax: +92-21 3561 0009 & 3561 0455, E-mail: dingroup@dingroup.com, Website: www.dingroup.com



Article 5 of the Article of Association

DIN GROUP

5. The authorized share capital of the Company is Rs. 2,000,000,000/- (Rupees Two Billion) divided into 200,000,000/- (Two Hundred Million) ordinary shares of Rs.10/- each with power to increase, reduce or re-organize the capital and to divide the shares into several classes provided however, that rights as between various classes of ordinary share, if any, as to profits votes and other benefits shall be strictly proportionate to the paid-up value of the shares.

"Further resolved that Sheikh Mohammed Tanveer Chief Executive Officer and Mr. Farhad Sheikh Mohammed Director of the company or Company Secretary be and are hereby single authorized to do all acts, deeds things, take any or all necessary actions to complete all legal and corporate formalities and file already requisite documents with the Security and Exchange Commission of Pakistan effectuate and implement this resolution".

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

Statement under section 134(3) of the Companies Act, 2017 in respect of special business contained in Agenda Items No. 5 is ament to the notice being sent to the members.

BY ORDER OF THE BOARD

ISLAM AHMED
COMPANY SECRETARY

Karachi: September 25, 2019

Notes:

1. The share transfer books of the Company will remain closed from October 19, to October 25, 2019 (both days inclusive)
2. A Member entitled to attend, speak and vote at the Annual General Meeting may appoint another member as his/her proxy to attend the meeting and vote instead of him/her. A proxy in order to be effective must be received by the Company not less than 48 hours before the time of the meeting.
3. Members whose shares are deposited with Central Depository Company of Pakistan Limited are requested to bring their valid Computerized National Identity Cards along with the Participants I.D number and their account number in Central Depository Company of Pakistan Limited to facilitate identification at the time of Annual General Meeting. In case of proxy an attested copy of proxy's Identity Card, Account & Participants I.D. number be enclosed. In case of corporate entity, the Board of Directors, resolution / Power of attorney with specimen signature of the nominee shall be produced at the time of the meeting (unless it has been provided earlier).
4. Shareholders are advised to submit / send attested photocopy of their valid Computerized National Identity Card (CNIC) as it is mandatory to be printed its number on Dividend Warrants vide CBR's S.R.O. 641 (I)/2005 dated June 27, 2005, SECP's Notice dated April 02, 2010 issued in respect of S.R.O. 286(I)/2005 dated March 31, 2005 & SECP's SRO Notification dated August 18, 2011, and also notify immediately of any change in their addresses to our **Share Registrar Services**, Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shakra-e-Faisal, Karachi.

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5. *Payment of Cash Dividend Electronically in accordance with the provision of section 242 of the companies Act, 2017, dividend payable in cash shall only be paid through electronic mode directly into bank account designated by the entitled shareholders. SECP vide circular No. 18 of 2017 dated August 01, 2017, has presently waived this condition till October 31, 2017. Any dividend payable after this due date shall be paid in the manner prescribed only.*

All shareholders are requested to provide details of their bank mandate specifying;

- (i) title of account (ii) account number (iii) IBAN number (iv) bank name and (v) branch name, code & address, to the Company's Share Registrar. Shareholders who hold shares with CDC are advised to provide the bank mandate details as mentioned above, to the concerned CDC.*
6. *In accordance with SRO 470(I)2016 dated 31st May 2016. SECP has allowed the Companies to circulate the annual audited accounts to its members through CD / DVD / USB instead of transmitting the hard copies at their registered addresses. The Company has obtained shareholders' approval in its 30th Annual General Meeting held on 28th October, 2017. Accordingly, the Annual Report of Din Textile Mills Limited for the year which ended on 30th June, 2019 is being dispatched to the shareholders through CD. However, if an shareholders, in addition, desires to get the hard copy of Annual Audited Financial Statements, the same shall be provided free of cost within seven working days of receipt of such request.*
7. *For convenience of shareholders, a "Standard Request Form" for Annual Audited Financial Accounts is available on the Company's website.*

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Statement under section 134(3)

The statement sets out the material facts concerning the Special Business listed at agenda items No. 5 to be transacted at the forthcoming Thirty Second Annual General Meeting of the Company to be held on October 25, 2019.

Agenda Item No. 5

The present Authorized Share Capital of the Company is Rs. 771,000,000/- divided into 77,100,000 Ordinary Shares of Rs. 10/- each. In order to provide the Company with adequate leverage for funding of future growth and expansion plans and capitalization of reserves by issuing right/bonus shares in years to come, the Board of Directors has proposed to increase, the Authorized Share Capital of the Company by Rs. 1,229,000,000 divided into 122,900,000/- Ordinary Shares of Rs. 10/- each, from existing Share Capital of Rs. 771,000,000/- to Rs. 2,000,000,000/-. Future reference of the Companies Ordinance 1984, in the existing clause V of the Memorandum of Association and clause 5 of the Articles of Association has been proposed to be amended to refer the Companies Act, 2017, to bring it in line with the current statute.

For this purpose a Special Resolution is proposed in the forthcoming Annual General Meeting with respect to increase in Authorized Share Capital and related alterations in the Memorandum and Article of Association respectively.

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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