

Notice of Annual General Meeting

Notice is hereby given that 55th Annual General Meeting of Javedan Corporation Limited will be held at Stock Exchange Building, Stock Exchange Road, Karachi on November 27th, 2017 at 04:30 p.m. to transact the following business:

Ordinary Business

1. To confirm the minutes of Annual General Meeting of the shareholders held on October 25, 2016.
2. To receive, consider and adopt annual audited financial statements for the year ended June 30, 2017 together with the Reports of the Auditors and Director thereon.
3. To appoint Auditors for the year ending June 30, 2018 and to fix their remuneration.
4. To consider and approve final cash dividend for the year ended June 30, 2017 @ 25% i.e at PKR 2.5 per ordinary share as recommended by the Board of Directors.

Special Business

5. **To consider and if thought fit to pass the following Special Resolution with or without modification(s):**

The Company after due and careful consideration of the proposal for re-alignment of Company's overall authorized capital by reallocation of Authorised Capital to remain available as decided by the directors for issuance of Ordinary/Preference Shares of the Company, and pass the following special resolutions to give effect to same :

"RESOLVED THAT, the existing Clause V of the Memorandum of Association of the Company shall be deleted and replaced with the following new clause V in the Memorandum of Association of the Company:

"The Authorised Share Capital of the Company is Rs. 2,900,000,000 (Pakistan Two Billion Nine Hundred Million only) which may be utilized to issue Ordinary Shares of Rs 10/ each and/or Preference Shares of Rs 10/ each of the Company as the Board of Directors of the Company may decide from time to time in accordance with the Companies Act, 2017 and the rules and regulations made by the Securities and Exchange Commission of Pakistan from time to time. The Preference Shares shall carry such rights and privileges and be subject to such conditions as provided in the Company's Article of Association. The Company shall have the power to increase, reduce, consolidate, sub-divide or re-organize

Javedan Corporation Limited



the capital of the Company and divide the shares in the capital and kinds thereof for the time being into several classes in accordance with the provisions of the Companies Act, 2017 and the rules and regulations made by the Securities and Exchange Commission of Pakistan from time to time."

Further Resolved That the Chief Executive Officer or Company Secretary be and is hereby authorized to take and do and/or cause to be taken or done any/all necessary actions, deeds, agreements, contracts, appointments and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, agreements, contracts, appointments and things which are necessary, incidental and/or consequential to aforesaid resolutions"

Statement under Section 134(3) of the Companies Act 2017 containing material facts concerning special business to be transacted as special resolution at the Annual General Meeting is attached with the notice.

6. Any Other Business

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

A statement as required under section 134(3) of the Companies Act, 2017 is being sent to the members along with this notice.

By Order of the Board

Syed Muhammad Talha
Company Secretary

Karachi: November 06, 2017

Notes:

1. Share transfer books will remain closed from November 21, 2017 to November 27, 2017 (both days inclusive).
2. All Members are entitled to attend and vote at the meeting. A member may appoint a proxy who needs to be a Member of the Company.
3. Transfer received in order at the office of our Share Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi - 74400 at the close of the business on Monday, November 20, 2017, will be considered in time for the determination of entitlement of shareholders to attend and vote at the meeting.
4. Any change of addresses of Members should be notified immediately to the Company's Registered Office or Share Registrar's Office.
5. CDC Account Holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:

A. 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 Regulations, shall authenticate his 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 signature of the nominee shall be produced 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 Regulations, shall submit the proxy form as per requirement by the Company.
- 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.
- v. In case of corporate entity, the Board of Director's resolution / power of attorney with specimen signature shall be submitted along with proxy form to the Company.



**STATEMENT U/S 134(3) OF THE COMPANIES ACT, 2017 WITH RESPECT TO
SPECIAL BUSINESS AS CONTAINED IN THE NOTICE OF ANNUAL GENERAL MEETING
TO BE HELD ON NOVEMBER 27th, 2017.**

This Statement sets out the material facts concerning the Special Business to be transacted at the Annual General Meeting of the Company to be held on November 27, 2017.

The Company wishes to reallocate the Authorised Capital as Authorized Capital for Ordinary / preference Shares, as decided by the board of directors, and in order to do so wishes to amend its Memorandum of Association by passing a special resolution.

The interest of the Directors in the proposed special resolutions is that of their being the directors/shareholders of the Company and/or the nominees of the institutional shareholders.

INSPECTION OF DOCUMENTS

A copy of the Memorandum and Articles of the Company being altered is available for inspection at the Company's Registered Office of the Company.

