



Notice of Annual General Meeting

Notice is hereby given that 53rd Annual General Meeting of Javedan Corporation Limited will be held at Beach Luxury Hotel, M.T Khan Road, Karachi on Monday, October 26, 2015 at 05:30 p.m. to transact the following business:

Ordinary Business

1. To confirm the minutes of 52nd Annual General Meeting of the shareholders held on October 31, 2014.
2. To receive, consider and adopt annual audited financial statements for the year ended June 30, 2015 together with the Reports of the Auditors and Director thereon.
3. To appoint Auditors for the year ending June 30, 2016 and to fix their remuneration.
4. To elect Nine Directors as fixed by the Board of Directors in their meeting held on September 21 2015, in accordance with the companies' ordinance, 1984 for a term of three years commencing from October 26, 2015. Retiring Directors are Mr. Arif Habib (Chairman), Mr. Samad Habib (CEO), Mr. Abdul Qadir, Mr. Kashif A. Habib, Mr. Hassan Ayub Adhi, Mr. Muhammad Ejaz, Mr. Muhammad Siddiq Khokhar, Mr. Alamgir A Shiekh and Syed Ali Zulqarnain.

The retiring directors are eligible for re-election.

Special Business

Amendment in the Memorandum and Articles of Association of the Company for the increase in Authorized Share Capital

To consider and if thought fit to pass the following resolutions as Special Resolutions pursuant to the Memorandum of Association (in clause-5) and Articles of Association (in clause-6) of the Company with or without any amendments:

RESOLVED that Authorized Share Capital of Javedan Corporation Limited be and hereby increased by an amount of Rs. 500,000,000/- divided into 50,000,000 (Fifty Million only) Ordinary Shares of Rs. 10/- each to Rs. 2,900,000,000/- (Rupees Two Billion Nine Hundred Million Only) divided into 290,000,000 (Two Hundred and Ninety Million) Shares of Rs. 10/- each from existing Authorized Share Capital of Rs. 2,400,000,000/- (Rupees Two Billion and Four Hundred million Only) divided into 240,000,000 (Two Hundred and Forty Million only) Shares of Rs. 10/- each.

FURTHER RESOLVED that Ordinary Share Capital of Javedan Corporation Limited be and hereby increased by an amount of Rs. 500,000,000/- divided into 50,000,000 (Fifty Million only) Ordinary Shares of Rs. 10/- each to Rs. 1,700,000,000/- (Rupees One Billion Seven Hundred Million Only) divided into 170,000,000 (One Hundred and Seventy Million) Ordinary Shares of Rs. 10/- each from

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existing Ordinary Share Capital of Rs. 1,200,000,000/- (Rupees One Billion and Two Hundred million Only) divided into 120,000,000 (One Hundred and Twenty Million only) Shares of Rs. 10/- each.

FURTHER RESOLVED THAT Clause V of the Memorandum of Association be altered as under:

The figure and words "Rs.1,200,000,000/- (Rupees One billion two hundred million) divided into 120,000,000 (One hundred twenty million) Ordinary Shares of Rs.10/- each and 120,000,000 (One hundred and twenty million) Preference Shares of Rs.10/- each be replaced with "Rs.1,700,000,000/- (Rupees One billion Seven hundred million) divided into 170,000,000 (One hundred Seventy million) Ordinary Shares of Rs.10/- each and 120,000,000 (One hundred and twenty million) Preference Shares of Rs.10/-each"

FURTHER RESOLVED THAT article 6 of the Articles of Association be altered as under:

"The figure and words "Rs.1,200,000,000/- (Rupees One billion two hundred million only) divided into 120,000,000 (One hundred twenty million) Ordinary Shares of Rs.10/- each and 120,000,000 (One hundred and twenty million) Preference Shares of Rs.10/- each be replaced with "Rs.1,700,000,000/- (Rupees One billion and Seven Hundred million only) divided into 170,000,000 (One hundred Seventy million) Ordinary Shares of Rs.10/- each and 120,000,000 (One hundred and twenty million) Preference Shares of Rs.10/-each"

FURTHER RESOLVED that the Chief Executive and / or Company Secretary be and hereby authorized to complete all necessary formalities in this regard.

A statement as required under section 160(1)(b) of the Companies Ordinance, 1984 is being sent to the members along with the notice.


By Order of the Board
Syed Muhammad Talha
Company Secretary

Karachi: October 05, 2015

Notes:

1. The Share transfer books will remain closed from October 20, 2015 to October 26, 2015 (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.

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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, October 19, 2015, 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. A statement under section 160(1) (b) of the Companies Ordinance, 1984 with respect to special business contained in the notice of the meeting is annexed. The same is also available on the Company's website: www.jcl.com.pk
6. Every candidate for election as a director whether he is a retiring director or otherwise shall file with the Company not later than 14 (fourteen) clear days before the date of Annual General Meeting a notice of his intention to offer himself for election as a director along with the consent to serve as a director in the prescribed form 28, a detailed profile along with his / her relevant declaration as required under the Code of Corporate Governance to his appointment as director of the company.
7. He/she should also confirm that:
 - i. He /she is not ineligible to become a director of the company under any applicable laws and regulations (including listing regulations of stock exchanges).
 - ii. He /She is not serving as a director in more than seven listed companies.
 - iii. Neither he/she nor his / her spouse is engaged in the business of brokerage or is a Sponsor director or officer of a corporate brokerage house.

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 160(1)(b) OF THE COMPANIES ORDINANCE, 1984 WITH RESPECT TO SPECIAL BUSINESS AS CONTAINED IN THE NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON OCT 26, 2015.

The statement sets out the material facts pertaining to the special business to be transacted at the forthcoming Annual General Meeting of the Company to be held on Oct 26, 2015. The Directors in their meeting held on Sep 21, 2015 have recommended to the shareholders to pass ordinary resolution in respect of the following item;

A statement setting out all material facts with respect to the special business is furnished as under:

I. INCREASE IN THE SHARE CAPITAL – ORDINARY RESOLUTION

It is proposed to increase the Authorized Share Capital from Rs.2,400,000,000/- to Rs.2,900,000,000/- by addition of 50,000,000 Ordinary Shares of Rs.10 each. The Ordinary shares Capital is being increased from Rs. 1,200,000,000/- to Rs.1,700,000,000/- by an addition of 50,000,000 ordinary shares of Rs. 10 each.

Clause V of the Memorandum of Association after the proposed amendment will read as under:

SHARE CAPITAL: The Authorized Capital of the Company is Rs.2,900,000,000/- (Rupees Two billion Nine hundred million) divided into 170,000,000 (one hundred Seventy million) Ordinary Shares of Rs.10/- each and 120,000,000 (one hundred twenty million) Preference Shares of Rs.10/- each, with attached thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions in accordance with the Companies Ordinance, 1984, and to vary, modify or abrogate any such rights, privileges or conditions, in such manner as may be permitted by the Companies Ordinance, 1984 and to increase and / or reduce the capital and to divide shares in the capital into several kinds and classes and to consolidate or subdivide the shares and to issue shares for higher or lower denominations.

Article 6 of the Articles of Association after the proposed amendment will be read as under:

The Authorized Capital of the Company is Rs. 2,900,000,000/- (Rupees Two billion Nine hundred million) divided into 170,000,000 (one hundred Seventy million) Ordinary Shares of Rs.10/- each and 120,000,000 (one hundred twenty million) Preference Shares of Rs.10/- each with such preferred, deferred, or other special rights, or such restrictions, whether in regard to

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dividend, voting, return of share capital, or otherwise as the Company may from time to time by special resolution determine, and any preference shares may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is liable to be redeemed.

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.

Javedan Corporation Limited

Registered Office: 2nd Floor, Arif Habib Centre 23 M.T. Khan Road, Karachi, Pakistan-74000, Phone: +92 (21) 32468274 Fax: +92 (21) 32466824 UAN: +92 (21) 111-511-611
Site Office: Naya Nazimabad, Manghopir Road, Karachi-75890 Phone: +92 (21) 36770141-2, +92 (21) 32061991-92, Mobile: +92 (332) 3779670-1 Fax: +92 (21) 36770144
Web: www.jcl.com.pk