J. K. SPINNING MILLS LTD.

29-K.M, Sheikhupura Road, Drumman Wala More,
Near Khurrianwala, Faisalabad, Pakistan.

J. K. Tech (Pvt) Ltd.
Fine Fabrics (Pvt) Ltd.
J. K. Agriculture Farms (Pvt) Ltd.
J. K. Power Ltd.

Phones: +92-41-111-151515
Fax: +92-41-111-161616
E-mail: jkgroup@jkgroup.net

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 30TH ANNUAL GENERAL MEETING OF THE MEMBERS OF J. K. SPINNING MILLS LIMITED WILL BE HELD ON SATURDAY 29th OCTOBER, 2016 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 29 K.M, SHEIKHUPURA ROAD, KHURRIANWALA, FAISALABAD TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To confirm the minutes of the 29th Annual General Meeting held on 31st October, 2015.
2. To receive, consider and adopt the Annual Audited Accounts alongwith the reports of Directors' and Auditors of the company for the year ended 30th June, 2016.
3. To consider, approve and declare Final Cash Dividend at Rs. 0.5/- per share @ 5 % to Ordinary Share Holders for the year ended 30th June, 2016 as recommended by the Board of Directors.
4. To appoint Auditors for the year 2016-2017 and fix their remuneration. The present Auditors M/s. Riaz Ahmad & Company., Chartered Accountants, being eligible offer themselves for reappointment.
5. To transact any other business or businesses with the permission of the Chairman.

SPECIAL RESOLUTION

6. To Authorize Chief Executive Officer of the Company to approve Related Party Transactions for sale and purchase of goods/ Services to / from J.K. Tech (Pvt.) Limited & J.K. Agriculture Farms (Pvt.) Limited - associated companies for the year ending June 30,2017 by passing the following resolution with or without modification.

   "Resolved that the Chief Executive of the Company be and is hereby authorized to approve the Related Party Transactions for sale and purchase of goods/ Services to/from J.K. Tech (Pvt.) Limited for Rs: 200 million & to/from J.K. Agriculture Farms (Pvt.) Limited for Rs: 50 million – associated companies from time to time for the year ending June 30, 2017 and take any and all actions and sign any and all such documents as may be required in this regard."

BY THE ORDER OF THE BOARD

FAISALABAD:
Dated: 07-10-2016

SYED HUSSAIN SHAHID MANSOOR NAQVI
COMPANY SECRETARY

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NOTES:

1. Book Closure:

The share Transfer Books of the Company will remain closed from 20 October 2016 to 29 October 2016 (both days inclusive). Transfers received in order at Share Registrar's Office, Orient Software & Management Services (Pvt.) Ltd., 35-Z Ameer Plaza, Opposite Mujahid Hospital commercial Centre, Madina Town, Faisalabad by the close of business on 19 October 2016, will be treated in time for the entitlement of cash dividend to the transferees and to attend the meeting.

2. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote instead of him/her. A Proxy must be a member of the Company.

3. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially attested copy of the power of attorney must be deposited at the Registered Office of the Company at least 48 hours before the time of the meeting.

4. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. For attending the meeting:

I) In case of Individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original 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 (unless it has been provided earlier) at the time of the Meeting.

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B. **For appointing proxies:**

I) In case of individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements

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 the CNIC or the passport of 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's resolution/power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

5. Notice to Shareholders who have not provided CNIC:

The Company has made several requests through advertisements in Urdu and English newspapers having circulation throughout the country and the Company has also sent letters through Registered Post to the shareholders who have not yet provided valid copies of their Computerized National Identity Card (CNIC), requesting them to provide their CNIC's. The directive of the Securities and Exchange Commission of Pakistan contained in S.R.O. 831(I)/2012 dated 5 July 2012 requires that the dividend warrants should bear the Computerized National Identity Card Numbers (CNIC) of the registered shareholders or the authorized person except in the case of minor(s) and corporate shareholders.

CNIC number of the shareholders is, therefore, mandatory for the issuance of future dividend warrants and in the absence of such information, payment of dividend may be withheld in term of SECP's order dated 10th May, 2016. Therefore, the shareholders who have not yet provided their CNICs are once again advised to provide the attested copies of their CNICs directly to our Independent Share Registrar at the address given herein above without any further delay

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6. Mandate for E-DIVIDEND for Shareholders:

In order to make process of payment of cash dividend more efficient, e-dividend mechanism has been envisaged where shareholders can get amount of dividend credited into their respective bank accounts electronically without any delay. In this way, dividends may be instantly credited to respective bank accounts and there are no chances of dividend warrants getting lost in the post, undelivered or delivered to the wrong address, etc. The Securities and Exchange Commission of Pakistan (SECP) through Notice No. 8(4) SM/CDC 2008 dated 5 April 2013 has advised all Listed Companies to adopt e-dividend mechanism due to the benefits it entails for shareholders. In view of the above, you are hereby encouraged to provide a dividend mandate in favour of e-dividend by providing dividend mandate form duly filled in and signed

7. Electronic Transmission of Financial Statements Etc.:

SECP through its Notification No. SRO. 787(1)/2014, dated September 08, 2014 has allowed companies to circulate Annual Audited Financial Statements along with Notice of Annual General Meeting through email instead of sending the same through post, to those members who desires to avail this facility. The members who desire to opt to receive aforesaid statements and notice of AGM through e-mail are requested to provide their written consent on the Standard Request Form available on the Company's website: www.jkgoup.net

8. Deduction of Income Tax from Dividend at Revised Rates:

Pursuant to the provisions of Finance Act, 2016 effective 1 July 2016, deduction of income tax from dividend payments shall be made on the basis of filers and non-filers as follows:

S.No	Nature of Shareholders	Rate of deduction
1.	Filers of Income Tax Return	12.5%
2.	Non-Filers of Income Tax Return	20.0%

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Income Tax will be deducted on the basis of Active Tax Payers List posted on the Federal Board of Revenue website.

Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate are requested to submit a valid tax certificate or necessary documentary evidence, as the case may be.

The shareholders who have joint shareholdings held by Filers and Non-Filers shall be dealt with separately and in such particular situation, each account holder is to be treated as either a Filer or a Non-Filer and tax will be deducted according to his shareholding. If the share is not ascertainable then each account holder will be assumed to hold equal proportion of shares and the deduction will be made accordingly. Therefore, in order to avoid deduction of tax at a higher rate, the joint account holders are requested to provide the below details of their shareholding to the Share Registrar of the Company latest by the AGM date.

Folio/CDC Account No.	Name of Shareholder	CNIC	Shareholding	Total Shares	Principal/Joint Shareholder

9. **Placement of Financial Statements:**

The Company has placed the Audited Annual Financial Statements for the year ended 30 June 2016 along with Auditors and Directors Reports thereon on its website: www.jkgoup.net