



TATA TEXTILE MILLS LIMITED

Notice of Extra Ordinary General Meeting

To be held on
April 30, 2021 (Friday) at 11:00 a.m.

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Tata Textile Mills Limited (the "Company") will be held on Friday, April 30, 2021 at 11:00 a.m. through video link facility from the Company's head office, 6th Floor, Textile Plaza, M. A. Jinnah Road, Karachi to transact the following business:

Special Business

1. To consider and, if thought fit, to pass, with or without modification, a resolution as special resolution as proposed in the statement of material facts annexed hereto, to increase the authorized share capital of the company and consequent amendments in the Memorandum and Articles of Association of the Company.

Attached to this Notice is a statement of material facts along with draft resolutions proposed to be passed as special resolution in relation to the aforesaid special business, as required under Section 134(3) of the Companies Act, 2017.

By Order of the Board of Directors


Muhammad Hussain
Company Secretary

Karachi:

Dated: April 08, 2021

Notes:

1. The Share Transfer Books of the Company will remain closed from **April 23, 2021 to April 30, 2021** (both days inclusive). Transfers received at the Company's Share Registrar's Office at CDC Share Registrar Services Limited Office CDC, House, 99-B Block "B", S.M.C.H.S. Main Shahra-e-Faisal, Karachi at the close of business hours on April 22, 2021 will be treated in time for the purposes of attending, speaking and voting at the extra ordinary general meeting (EOGM).
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 and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the EOGM as are available to the member. 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 notarial 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. Proxy Forms, in English and Urdu languages, have been dispatched to the members along with the notice of EOGM.
4. Due to rising COVID-19 cases and to ensure the safety and well-being of the shareholders and general public, the Company is holding this meeting through video link as allowed by the Securities and Exchange Commission of Pakistan vide its Circular No. 6 of 2021 dated 03 March, 2021. To attend the EOGM through video link, the members and their proxies are requested to register themselves by providing the following information along with their Name, Folio Number, Cell No., and Number of Shares held in their name, a valid copy of CNIC (both sides)/ passport

attested copy of board resolution / power of attorney (in case of corporate shareholders) through email at ttm.corporate@tatapakistan.com by 28 April, 2021:

Name of Member/ proxyholders	CNIC No.	Folio No./ Participant Id/ Account No.	Cell No./ WhatsApp's No.	Email ID.

The shareholders who are registered after the necessary verification shall be provided a video link by the Company on the said email address. The login facility will remain open from start of the meeting till its proceedings are concluded. Shareholders can also provide their comments and questions for the agenda items of the EOGM at the email address ttm.corporate@tatapakistan.com or at WhatsApp No.0333-2313361 Members are therefore, encouraged to attend the EOGM through video link and by consolidating their attendance through proxies.

- Members are requested to notify their change of address, (if any) immediately to Company's Share Registrar M/s CDC Share Registrar Service Limited.

Statement under Section 134 (3) of the Companies Act, 2017

This statement sets out material facts pertaining to the special business to be transacted at the Extraordinary General Meeting of the Company to be held on April 30, 2021.

Increase in Authorized Share Capital of the Company and consequent alterations in the Memorandum and Articles of Association of the Company.

The existing paid-up share capital of the Company is PKR 173,247,500 divided into 17,324,750 ordinary shares of PKR 10 each while the existing authorized share capital of the Company is PKR 200,000,000 divided into 20,000,000 ordinary shares of PKR. 10/- each.

In order to cater for increase in paid up share capital of the Company in future and to provide for increase in paid up share capital of the Company pursuant to the sanction of the Scheme of Arrangement by the honorable Sindh High Court at Karachi for amalgamation of Island Textile Mills Limited, Salfi Textile Mills Limited and Tata Energy Limited with and into the Company, the authorized share capital of the Company needs to be enhanced. Accordingly, the Board of Directors has recommended to increase the authorized share capital of the Company from PKR 200,000,000 divided into 20,000,000 ordinary shares of Rs. 10/- each to PKR 1,000,000,000 divided into 100,000,000 ordinary shares of Rs. 10/- each i.e., creation of additional 80,000,000 ordinary shares of PKR. 10/- each.

The proposed increase in the authorized share capital of the Company will also necessitate amendment in Clause V of Memorandum and Article 6 of the Articles of Association of the Company. The Board of Directors has also recommended requisite alterations in the Memorandum and Articles of Association of the Company to reflect increase in authorized share capital of the Company.

Comparative Analysis

It is proposed to increase the authorized share capital of the Company by PKR. 800 million i.e., Increase from PKR. 200 Million to PKR. 1 Billion.

Reasons for alteration in authorized share capital

Alteration of authorized share capital is being proposed to enhance the existing authorized capital in order to allow issue of shares in future and to provide for issuance of shares pursuant to the sanction of the Scheme of Arrangement by the honorable Sindh High Court at Karachi for amalgamation of Island Textile Mills Limited, Salfi Textile Mills Limited and Tata Energy Limited with and into the Company. Additional authorized capital of PKR 800,000,000 i.e., creation of additional 80,000,000 ordinary shares of PKR. 10/- each is being proposed.

Reasons for alterations of Memorandum and Articles of Association

The Company is increasing its authorized share capital in order to cater for increase in paid up share capital of the Company as mentioned hereinabove. Consequently, the provisions in the Memorandum and Articles of Association relating to authorized share capital will need to be amended.

Existing Clause V of Memorandum of Association:

The authorized capital of the company is Rs.200,000,000 (Rupees two hundred million only) divided into 20,000,000 (twenty million) shares of Rs.10 each with power to increase or reduce the capital and divide the shares in the capital for the time being into several classes provided however, that rights, as between various classes of ordinary shares, if any, as to profits, votes and other benefits shall be strictly proportionate to the paid-up value of the shares.

Proposed Clause V of Memorandum of Association:

The authorized capital of the company is Rs.1,000,000,000 (Rupees one billion only) divided into 100,000,000 (One hundred million) shares of Rs.10 each with power to increase or reduce the capital and divide the shares in the capital for the time being into several classes provided however, that rights, as between various classes of ordinary shares, if any, as to profits, votes and other benefits shall be strictly proportionate to the paid-up value of the shares.

Existing Article 6 of Articles of Association:

The authorized capital of the company is Rs.200,000,000 (Rupees two hundred million only) divided into 20,000,000 (twenty million) shares of Rs.10 each with power of the Company, specifically, to increase the authorized share capital to include a further issue including of preference shares, and generally, to increase or reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with the provision of the applicable law, and any rule made there-under, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with these Articles or Policies for the time being, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by these Articles or the Policies in accordance with applicable law.

Proposed Article 6 of Articles of Association:

The authorized capital of the company is RS. 1,000,000,000 (Rupees one billion only) divided into 100,000,000 (One hundred million) shares of Rs.10 each with power of the Company, specifically, to increase the authorized share capital to include a further issue including of preference shares, and generally, to increase or reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with the provision of the applicable law, and any rule made there-under, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with these Articles or Policies for the time being, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by these Articles or the Policies in accordance with applicable law.

Interest of directors

No directors or Chief Executive of the Company or their relatives have any interest in the proposed alterations of the Memorandum and Articles of Association of the Company / increase in authorized share capital of the Company except in their capacities as directors/Chief Executive/shareholders of the Company.

Availability of Relevant Documents

A copy each of the existing and amended Memorandum and Articles of Association identifying the changes proposed therein bearing the initial of the company secretary are available for inspection at the registered office of the Company from 9.00 a.m. to 5.00 p.m. on any working day, up to the last working day before the date of the EOGM. The same shall also be available for inspection by the members in the EOGM.

Statement of the Board of Directors

“We, the members of the Board of Directors hereby confirm that the proposed amendments/alterations in the Memorandum and Articles of Association of the Company are in line with the applicable laws and regulatory framework.”

For the purpose aforesaid, it is proposed to consider and, if though fit, to pass the following resolution as a special resolution, with or without modifications:

RESOLVED that approval of members of Tata Textile Mills Limited (the “**Company**”) via special resolution be and is hereby accorded to increase the Authorized Share Capital of the Company from PKR 200,000,000 (Rupees Two Hundred Million Only) divided into 20,000,000 ordinary shares of PKR 10 each to PKR 1,000,000,000 (Rupees One Billion Only) divided into 100,000,000 ordinary shares of PKR 10 each by creation of 80,000,000 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 the aforesaid increase in the Authorized Share Capital of the Company, the existing clause V of the Memorandum of Association and

Article 6 of the Articles of Association of the Company be and is hereby substituted accordingly, to read as follows:

Clause V of Memorandum of Association:

The authorized capital of the company is Rs.1,000,000,000 (Rupees one billion only) divided into 100,000,000 (one hundred million) shares of Rs.10 each with power to increase or reduce the capital and divide the shares in the capital for the time being into several classes provided however, that rights, as between various classes of ordinary shares, if any, as to profits, votes and other benefits shall be strictly proportionate to the paid-up value of the shares.

Article 6 of Articles of Association:

The authorized capital of the company is Rs.1,000,000,000 (Rupees one billion only) divided into 100,000,000 (One hundred million) shares of Rs.10 each with power of the Company, specifically, to increase the authorized share capital to include a further issue including of preference shares, and generally, to increase or reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with the provision of the applicable law, and any rule made there-under, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with these Articles or Policies for the time being, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by these Articles or the Policies in accordance with applicable law.

FURTHER RESOLVED that the Chief Executive and Company Secretary be and are hereby singly authorized to do all acts, deeds and things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and Exchange Commission of Pakistan and complying with all other regulatory requirements to effectuate and implement this resolution.

FURTHER RESOLVED that the aforesaid alteration in the Memorandum of the Company shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the SECP which suggestion, direction and advise shall be deemed to be have been approved as part of the passed Special Resolution without the need of the members to pass a fresh Special Resolution.

Form of Proxy

I/We _____ of _____, being a Member of Tata Textile Mills Limited, holder of _____, Ordinary Share(s) as per Register Folio No. _____ hereby Appoint Mr. _____, having CNIC No. _____ as my/our proxy in my/our absence to attend and vote for me/us, and on my/our behalf at the Extra Ordinary General Meeting of the company to be held on April 30, 2021 and at any adjournment thereof.

Signed this _____ day of _____ 2021.



Witness 1 _____

Witness 2 _____

Signature _____

Signature _____

Name _____

Name _____

CNIC # _____

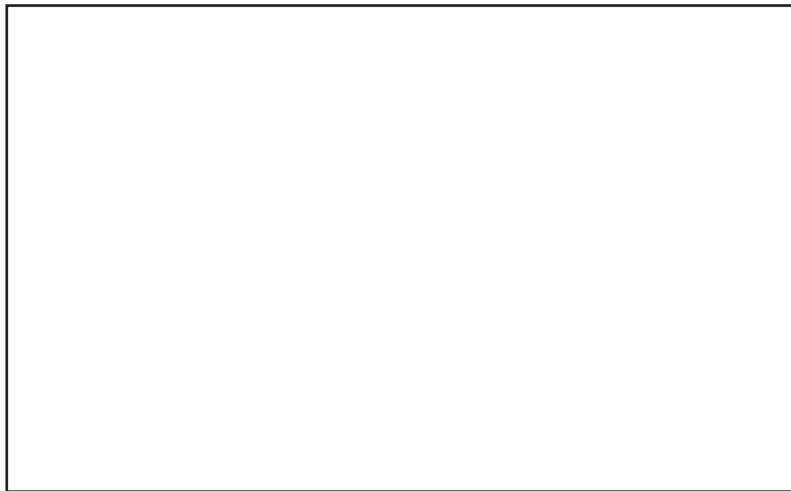
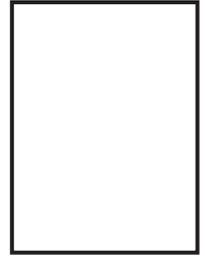
CNIC # _____

NOTES:

1. This instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a corporation either under the common seal or under the hand of an official or attorney so authorized. No person shall be appointed as proxy who is not member of the company qualified to vote except that a corporation being a member may appoint a person who is not a member.
2. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notorially certified copy of that power of authority, shall be deposited at the office of the Company not less than 48 (forty eight) hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of a proxy shall not be treated as valid.
3. CDC Shareholders or their Proxies should bring their original CNICs or Passport along with the Participant's ID Number and their Account Number to facilitate their identification. Detail procedure is given in Notes to the Notice of EOGM.

BOOK POST

Printed Matter
Under Postal Certificate



If Undelivered please return to :
TATA TEXTILE MILLS LIMITED
6th Floor, Textile Plaza,
M. A. Jinnah Road,
Karachi-74000