



CHAKWAL SPINNING MILLS LTD.



7/1, E-3, Main Boulevard, Gulberg - III, Lahore, Pakistan.
Tel: +92-42-35757108, 35717510 - 17 Fax: +92-42-35764036, 35764043, 35757105
Email: ksml@pol.com.pk

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building,
Stock Exchange Road,
Karachi.

July 15, 2024

SUB: NOTICE OF EXTRAORDINARY GENERAL MEETING – CHAKWAL SPINNING MILLS LIMITED

Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting (EOGM) of Chakwal Spinning Mills Limited to be held on **August 02, 2024 at 10:30 AM** at Registered Office of the Company 7/1 E-3, Main Boulevard Gulberg-3, Lahore. for circulation amongst the TRE Certificate Holders of the Exchange. The notice will be published in daily newspapers on July 20th, 2024.

You may please inform the TRE Certificate holders of the Exchange accordingly.

Yours truly,
For Chakwal Spinning Mills Limited


Khawaja Muhammad Jahangir
Chief Executive Officer

Cc: Executive Director/HOD, Offsite II Department, Supervision Division, SECP, Islamabad.



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NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of **Chakwal Spinning Mills Limited** (the Company) will be held on **Friday, August 02, 2024** at 10:30 AM at the registered office of the Company at 7/1 E-3, Main Boulevard Gulberg-3, Lahore to transact the following business:

A. SPECIAL BUSINESSES

1. Ratification of the waiver to hold EOGM on short notice.
2. To Change the Name of the Company to "Quantum cloud & AI Technologies Limited" (or authorize the management to adopt any other name in case of its non-availability) to represent the Company's revised/intended business activities;
3. To approve the change in the principal business of the Company under Object Clause of the Memorandum of Association of the Company to accommodate the intended/planned business activities in information technology (IT) sector.

The resolutions as proposed by the Board of Directors for the approval of the shareholders are given in the attached statement in compliance with section 134(3) of the Companies Act, 2017 as annexed to the notice of EOGM.

B. OTHER BUSINESS

1. To transact any other business with the permission of the Chair.

By Order of the Board

July 19, 2024
Lahore.


Khawaja Muhammad Jahangir
Chief Executive Officer



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NOTES:

BOOK CLOSURE NOTICE;

The Shares Transfer Books of the Company will remain closed from **26-07-2024 to 02-08-2024** (both days inclusive). Transfers received in order in all respect up to the close of business hours on Thursday July 25, 2024 at Share Registrar Office, M/S Corplink (Pvt.) Limited, Wing Arcade, 1 Commercial, Model Town, Lahore, will be considered in time for attending and voting at the meeting.

ATTENDANCE AT THE MEETING

A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote. 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. A proxy must be a member of the company. The proxy form in English and Urdu languages is attached.

Members through book entry system under Central Depository Company of Pakistan Limited, are advised to must bring their original National Identity Cards/ Passport along with copy of their particulars of CDC Account duly authenticated by the concerned Participant/Investor Account Services for verification and also follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan under Circular No.1 of 2000:

A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing is/her original CNIC or, original Passport along with copy of CDC Account Registration details duly authenticated by the concerned Participant/Investor Account Services at the time of attending the Meeting.
- b. In case of corporate entity, the person attending the meeting on behalf of the corporate entity must produce Board Resolution duly certified by the Chief Executive Officer/Director and/or a duly notarized power of attorney in his favor along with copy of proxy form submitted with the Company, the Board Resolution/Power of Attorney must contain specimen signature of the person attending meeting.

B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.



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- Attested copies of the CNIC or the passport of beneficial owners, proxy holder and witnesses shall be furnished with the proxy form.
- The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- In case of corporate entity, Board Resolution duly certified by the Chief Executive Officer/Director and/or a duly notarized power of attorney in favor of proxy holder along with proxy form to the Company, the Board Resolution/Power of Attorney must contain specimen signature of proxy holder.

Video Link/Video Conference Facility for Meeting

The members can attend the EOGM via video link using smart phones/tablets etc. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card {both sides}/passport, attested copy of board resolution/power of attorney{in case of corporate shareholders) through mail at salman@chakwalgroup.com.pk at least 48 hours before holding of EOGM.

Name of Member / Proxy holder	CNIC No.	Folio No./CDC Account No.	Cell No./Whatsapp No.	Email ID

Procedure for E-Voting:

- In accordance with the Companies (Postal Ballot Regulations 2018 (the "Regulations) the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, inter alia, all business classified as special business under the Companies Act, 2017 in the manner and subject conditions contained in the Regulations.
- Detail of e-voting facility will be shared through e-mail with those members of the Company who have valid cell numbers/e-mail addresses (Registered e-mail ID) available in the Register of Members of the Company by the end of business hours on July 25, 2024. Members who intend to exercise their right of vote through E-voting shall provide their valid cell numbers and e-mail addresses on or before July 25, 2024.
- Identity of the Members who intend to cast vote through e-voting shall be authenticated through electronic signatures or authentication for login.
- Members shall cast vote for the agenda online from July 30, 2024 to August 01, 2024 till 5:00 p.m. A vote once cast by a member shall not be allowed to be changed.

Procedure for Voting Through postal Ballot:

- Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on



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- the Company's website www.chakwalspinningmills.com to download.
- b. The members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's Registered Office, 7/1 E-3, Main boulevard Gulberg-3, Lahore, or e-mail at salman@chakwalgroup.com.pk one day before the EOGM i.e. on August 01, 2024 before 5:00 p.m. In case, member is a corporate entity, the Board's resolution/power of attorney with specimen signatures shall also be furnished (unless it has been provided earlier) along with ballot paper to the Company. A postal ballot received after this time/date shall not be considered for voting. The signatures on ballot paper shall match with signatures on the CNIC..
 - c. In accordance with the Regulation 11 of the Regulations, the Board of the Company has appointed M/S H.A.M.D & Co. Chartered Accountants (a QCR rated audit firm) to act as the Scrutinizer of the Company for the special business. to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11 of the Regulations..

For any query/problem/information, the investors may contact the Share Registrar, M/S Corplink (Private) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore: Mr. Muhammad Akbar Mughal, Phone No. 042-35839182, 35916714, 35916719, e-mail address: corplink786@gmail.com and/or the Company: Mr. Salman, Phone No. 042-35757108, e-mail address: salman@chakwalgroup.com.pk.



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STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT 2017

This statement sets out the material facts concerning the Special Businesses to be transacted at the Extraordinary General Meeting to be held on August 02, 2024.

1. Ratification of the waiver to hold EOGM on short notice

Under Section 133(8) of the Companies Act, 2017 - Ratification of the waiver to hold EOGM on short notice

"RESOLVED UNANIMOUSLY THAT the Twenty-one (21) days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) as per relevant provisions of the Companies Act, 2017 is hereby waived and shorter notice period for EOGM is hereby rectified".

2. Change of Name of the Company to represent its revised/intended business activities;

Under Section 12 of the Companies Act, 2017 - Change of name by a company

Under Section 13 of the Companies Act, 2017 - Registration of change of name and effect thereof

Under Section 26 of the Companies Act, 2017 - Business and objects of a company

"RESOLVED THAT the name of the Company be and is hereby changed from Chakwal Spinning Mills Limited to proposed name of **"Quantum cloud & AI Technologies Limited"**, subject to the availability of name from SECP.

RESOLVED FURTHER THAT approval be and is hereby accorded to Chief Executive to suggest and adopt and execute any other suitable name in case of non-availability due to any reason(s) or circumstances.

RESOLVED FURTHER THAT in consequence of the aforesaid change of name the relevant clauses of Memorandum and Articles of Association are hereby accordingly be changed."

3. Change in the Object Clause of the Memorandum of Association of the Company;

Under Section 32 of the Companies Act, 2017 - Alteration of Memorandum

Under Section 26 of the Companies Act, 2017 - Business and objects of a company

The principal line of business of the company shall be mentioned in the memorandum of association of the company which shall always commensurate with name of the Company.
Therefore, Clause III (1) is changed as under



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"The principal line of business of the Company is to provide information technology (IT) and IT enabled services including importing, exporting, selling, purchasing, trading, production, distribution, customization, establishment, development or otherwise deal in all types of applications, programs, software packages, internet programs, software programs, mobile applications, web applications, products, portals, the marketplace, services, applications, web design, cloud stations and all other related/allied Services/Products."

"RESOLVED THAT the approval be and is hereby accorded to replace the existing Object clause under Clause III (1) of the Memorandum of Association to change its principal line of business as mentioned above"

RESOLVED FURTHER THAT each of the Chief Executive, and the Company Secretary of the Company, acting singly, be and is hereby authorized to take all necessary steps and execute all necessary documents towards fulfillment of all legal and corporate requirements involved, and to file all requisite documents with the Securities and Exchange Commission of Pakistan, as may be necessary or expedient for the purpose of fully giving effect to and implementing the letter, spirit and intent of the foregoing resolutions.

RESOLVED FURTHER THAT the aforesaid special resolution(s) shall be subject to any amendment, addition or deletion as may be suggested, directed and advised by the SECP and/or any other regulatory body which suggestion, direction or advice shall be deemed to be part of these Special Resolution(s) without the need of the Shareholders to pass fresh Resolution(s)."

The directors of the Company have no direct or indirect interest in the above-mentioned Special Businesses except to the extent that they are the members of the Company.