



INDUS DYEING & MANUFACTURING CO. LIMITED

February 01, 2021

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Indus Dyeing & Manufacturing Company Limited (the Company) will be held at the Plot 3 & 7 Korangi Karachi on Wednesday, February 24, 2021 at 04:00 p.m. to transact the following business: -

Ordinary Business

1. To confirm minutes of the 63rd Annual General Meeting held on October 28, 2020.
2. To consider and, if thought fit, to increase the authorized share capital of the Company from Rs. 450,000,000/- (Pakistan Rupees Four Hundred Fifty Million Only) to Rs. 1,000,000,000/- (Pakistan Rupees One Billion Only) by creation of 55,000,000 new ordinary shares of Rs. 10/- (Pakistan Rupees Ten only) each, and to approve the consequential amendments to the Memorandum and Article of Association of the Company, and in that connection to consider and if approve to pass the following resolutions as special resolutions:

RESOLVED THAT the authorized share capital of the Company be and is hereby increased from Rs. 450,000,000 (Pakistan Rupees Four Hundred Fifty Million Only) to Rs. 1,000,000,000/- (Pakistan Rupees One Billion Only).

RESOLVED FURTHER THAT, as a consequence of the said increase in the authorized share capital of the Company, the existing Clause V of the Memorandum of Association and Clause 5 of Article of Association of the Company be and is hereby replaced accordingly to read as follows:

CLAUSE V OF MEMORANDUM OF ASSOCIATION

The Authorized Share Capital of the Company is Rs. 1,000,000,000/- (Rupees One Billion) divided into 100,000,000/- (One Hundred Million) Ordinary Shares of Rs. 10/- each with powers to the Company to increase, reduce, sub-divide consolidate or reorganize the Capital of the company in accordance with the provisions of the Companies Ordinance, 1984.

CLAUSE 5 OF ARTICLES OF ASSOCIATION

The Authorized share Capital of the Company is Rs. 1,000,000,000/- (Rupees One Billion) divided into =100,000,000/- (One Hundred Million) Ordinary shares of Rs. 10/- each with powers to the Company to increase reduce, sub-divide consolidate or reorganize the Capital of the Company in accordance with the provisions of the Companies Ordinances, 1984.

RESOLVED FURTHER THAT Mr. Ahmed Faheem Niazi, the Company Secretary, and Mr. Zahid Mehmood Chief Financial officer of the Company, be and each of them is hereby authorized, such that either of them may do all acts, deeds and things, take any and all actions as may be necessary or expedient to complete all legal formalities, and to sign for and behalf and in the name of the Company and to file, whether with any authority or regulator or other person, any and all such applications, documents, declarations, agreements, deeds undertaking and other papers as may be necessary or proper or expedient or incidental, for the purpose of implementing the aforesaid resolutions, and to do all such acts, deeds and things as may be ancillary and/or incidental to the foregoing and / or as may be necessary to fully achieve the objects of the resolutions aforesaid, including, without limiting the generality of the foregoing, obtaining any approvals (if required) and carrying out any filings with the Securities and Exchange Commission of Pakistan or other regulatory bodies.

5th Floor, Office No.508, Beaumont Plaza, Beaumont Road, Civil Lines Quarters, Karachi-75530, Pakistan.

Tel # (92-21) 111-404-404 & 35693641 to 35693660(20 Lines). Fax # (92-21) 35693593 & 35693594

E-mail: info@indus-group.com & indus@khi.comsats.net.pk

Web Site : www.indus-group.com



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3. To transact any other ordinary business with the permission of the Chair.

The Statement of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the aforesaid Special Business to be transacted at the Extraordinary General Meeting is attached to this notice.

By Order of the Board

Ahmed Faheem Niazi
Company Secretary

Karachi: February 01, 2021

Notes:

- 1) The share transfer books for ordinary shares of the Company will be closed from February 17, 2021 to February 24, 2021 (both days inclusive). Valid transfer(s) received in order by our Share Registrar, M/s Jwaffs Registrar Services (Pvt) Limited, 407-408 Al-Ameera Centre Shakra-e-Iraq Saddar Karachi by the close of business on February 23, 2021 will be in time for the purpose of attending the Extraordinary General Meeting.
- 2) A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint another member as proxy. Proxies, in order to be effective, must be received at the Company's registered office not less than forty-eight (48) hours before the time of meeting. Member through CDC appointing proxies must attach attested copy of their Computerized National Identity Card (CNIC) with the proxy form.
- 3) The Shareholders through CDC, who wish to attend the Extraordinary General Meeting, are requested to please bring original CNIC with copy thereof duly attested by their bankers, account number and participant I.D number for identification purpose.
- 4) In case of corporate entity, certified copy of the Board of Director's resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form of the Company.
- 5) Members who have not submitted copy of valid CNIC are once again advised to submit the same without further delay to ensure compliance with the Securities and Exchange Commission of Pakistan (SECP) Notification S.R.O. 275(i)/2016 dated March 31, 2016 read with Notification S.R.O. 19(I)/2014 dated January 10, 2014 and Notification S.R.O. 831(I)/2012 dated July 5, 2012.
- 6) The Company has placed the Notice of Extra Ordinary General Meeting along with form of proxy on its website: www.indus-group.com.
- 7) Shareholders interested in attending the Extraordinary General Meeting (EOGM) through video link facility are requested to get themselves registered with the Company Secretary office at least two working days before the holding of the time of EOGM at qaisarmuzaffar28@gmail.com by providing the following details:

Name of Shareholder	CNIC NO	Folio CDC No.	Cell No.	Email address

- The Login facility will remain open from 3.45 P.M. till the end of the meeting.
- Shareholders will be encouraged to participate in the EOGM to consolidate their attendance and participation through proxies.
- Shareholders will be able to login and participate in EOGM proceedings through their smart phone or computer devices from their home after completing all the facilities required for the identification and verification of the Shareholders.

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The Company will follow the best practices and comply with the instructions of the Government and SECP to ensure protective measure are in place for the well-being of its members.

- 8) Members are requested to promptly notify the Company of any change in their registered address.

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

This statement sets out the material facts concerning the special business to be transacted at the Extraordinary General Meeting of Indus Dyeing & Manufacturing Company Limited to be held on Wednesday February 24, 2021.

In order to cater for future Increase in the Issued and paid share Capital of the Company / issuance of shares, the authorized share capital of the Company needs to be enhanced.

In the light of the same and for future potential issuance of shares, the Board of Directors has resolved (subject to obtaining the approval of the shareholders of the Company) that the authorized share capital of the Company be increased from Rs. 450,000,000/- (Pak Rupees Four Hundred Fifty Million). divided into 45,000,000 (forty-Five Million) Ordinary shares of Rs 10 each to Rs. 1,000,000,000/- (Pak Rupees One Billion) divided into 100,000,000 (One Hundred Million) ordinary Shares of Rs. 10 each Accordingly the amount of increase in authorized share capital of the Company will be equal to Rs. 550,000,000 (Pak Rupees Five Hundred Fifty Million only) comprising 55,000,000 ordinary shares of Rs. 10/- each.

For the purpose of the same, corresponding amendments are required to be made to the Memorandum of Association of the Company to reflect the increase in the authorized share capital of the Company, as detailed in the proposed resolutions appearing in the notice of the general meeting.

The above requires the approval of the shareholders / members of the Company, through special resolutions, in accordance with Article V of the Article of Association of the Company read with section 85 of the Companies Act, 2017.

The Board of Directors of the Company has confirmed that the requisite alterations to the Memorandum of Association of the Company are in line with the applicable provisions of the law and regulatory framework.

The Directors of the Company have no personal interest in the Resolutions except in their capacity as shareholders of the Company to the extent of their respective shareholding.

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