



MIAN TEXTILE INDUSTRIES LIMITED

H.O: 29-B/7 Model Town Lahore (Pakistan)
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E-mail : info@miantextile.com Website:www.miantextile.com



Notice of Extra-Ordinary General Meeting

Notice is hereby given that an **Extra-Ordinary General Meeting** of the shareholders of **Mian Textile Industries Limited** (the "Company") will be held on Wednesday, the **June 30, 2021 at 11:00 a.m.** at **4th Floor Eden Tower Gulberg III, Lahore** to transact the following special business:

1. To consider and, if thought fit, to pass, with or without modifications, a special resolution as proposed in the statement of material facts, to change the principal line of business of the Company and consequent amendment in the Memorandum of Association of the Company.
2. To consider and, if thought fit, to pass with or without modifications, a special resolution as proposed in the statement of material facts, to change name of the Company from "Mian Textile Industries Limited" to "Cordoba Logistics & Ventures Limited"

(Attached to this Notice is a Statement of Material Facts concerning the above-mentioned special business and draft special resolutions, as required under Section 134(3) of the Companies Act, 2017).

By Order of the Board


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Company Secretary



Lahore:

Dated: June 9, 2021

Notes:

1. The Members Register of the Company shall remain closed from June 24, 2021 to June 30, 2021 (both days inclusive). Transfers received in order at the registered office of the Company at the close of business on June 23, 2021 will be treated in time for the purpose of attending the meeting.
2. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend, speak and vote for him/her behalf. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarized 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 holding the meeting, and must be signed, stamped and witnessed. A proxy must be a member of the company. Proxy Form in English and Urdu languages is attached.
3. In view of the SECP instructions due to Coronavirus Pandemic, the EOGM will also be conducted virtually via video link for safety and well-being of the shareholders of the Company and general public. The EOGM can be attended using smart phones/tablets/computers. 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 email at info@miantextile.com by 28 June 2021.

Name of member	CNIC No.	CDC Account No/Folio No.	Cell Number.	Email address

4. The members who are registered after the necessary verification shall be provided a video link by the Company on the same email address that they email the Company with. The Login facility will remain open from start of the meeting till its proceedings are concluded.
5. The shareholders who wish to send their comments/ suggestions on the agenda of the EOGM can email the Company at info@miantextile.com. The Company shall ensure that comments/ suggestions of the shareholders will be read out at the meeting and the responses will be made part of the minutes of the meeting.
6. 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

- 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 his/her original CNIC or, original Passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board's 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.

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.
Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- c. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- d. 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.

7. EOGM notice has been placed on the website of the Company, www.miantextile.com.

STATEMENTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

Change in Principal Line of Business & Amendment in the Memorandum of Association

The Company has recently been acquired by the new management. As per the proposal submitted to the Pakistan Stock Exchange Limited, the principal line of business of the Company shall be to carry on the logistics and related investments business. As per existing Memorandum of Association, the Company's principal line of business is to carry on the business of manufacturing of yarn and cloth of all types and to have workshops, mills, factories, showrooms and offices for the said business.

In order to change the principal line of business of the Company to logistics and related investments business, appropriate changes are required to be made in the object clause 3 of the Memorandum of Association of the Company. Accordingly, the Board of Directors of the Company has recommended to change the principal line of business and to alter the object clause with respect to principal line of business of the Company for undertaking logistics and related investments business.



In order to enable Members to compare the existing clauses and provisions of the Memorandum with the proposed amendments, a blackline draft of the amended Memorandum of Association identifying the changes proposed therein, bearing the initials of the Company Secretary for the purpose of identification, is being circulated along with this Notice to serve as a comparative analysis of the existing clauses of the Memorandum with the proposed amendments.

For the purpose aforesaid, it is proposed to consider and, if thought fit, to pass the following resolution as a special resolution, with or without modifications, to amend the Memorandum of Association of the Company:

RESOLVED THAT:

- (1) Subject to requisite approval, the Memorandum of Association (Memorandum) of the Company be and is hereby amended by altering the Clause 3 of the Memorandum to adopt the logistics and related investments business as the principal line of business and so that the Clause 3 be and is hereby substituted to read as follows:

"III. OBJECTS (i) The principal line of business of the company shall be to carry on the business of logistics and related investments and to enter into any arrangement with companies / individuals to carry out all works and services in connection therewith, to acquire (under any arrangement), purchase, exchange or otherwise obtain any movable and/or unmovable property, or any rights or privileges therein, as the Company may deem necessary for the purpose of its principal line of business.

(ii) Except for the businesses mentioned in sub-clause (iii) hereunder, the company shall engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.

(iii) Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Mutual Fund, Leasing, Investment Company, Investment Advisor, Trust management company, Housing Finance Company, Venture Capital Company, Discounting Services, Microfinance or Microcredit business), Insurance Business, Modaraba Management Company, Stock Brokerage business, forex, managing agency, business of providing the services of security guards or any other business restricted under any law for the time being in force or as may be specified by the Commission.

(iv) It is hereby undertaken that the company shall not:

- (a) engage in any of the business mentioned in sub-clause (iii) above or any unlawful operation;



(b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business

(c) engage in any of the permissible business unless the requisite approval, permission, consent or licence is obtained from competent authority as may be required under any law for the time being in force.

- (2) the Chief Executive and / or Company Secretary be and are hereby singly authorized to do all acts, deeds and things and take all steps to fulfill the legal, corporate and procedural formalities and all necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies, SECP and complying with all other regulatory requirements so as to effectuate the alteration in the Memorandum of Association of the Company and implementing this resolution.
- (3) that the aforesaid alteration in the Memorandum of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be required by the SECP in accordance with the applicable law and approved by the Chief Executive / Secretary which amendment, modification, addition or deletion shall be deemed part of this special resolution without the need for passing a fresh special resolution."

The Directors / Chief Executive of the Company have no interest, directly or indirectly, in this Special Business and/or Special Resolution except in their capacities as directors/Chief Executive/shareholders and the entitlements to the remunerations

Comparative Analysis

In order to enable the members to compare the existing Memorandum with the proposed Memorandum of Association, a blackline draft identifying the proposed changes in the document along with reasons and justifications for the proposed changes, bearing the initials of the Company Secretary for the purposes of identification is being circulated with this notice to serve as a comparative analysis

Existing Principal Line of Business

To carry on the business of manufacturing of yarns and cloth of all types and to have workshops, mills, factories, show rooms and offices and places for the purpose of business of the Company

Proposed Principal Line of Business

The principal line of business of the company shall be to carry on the business of logistics, related investments and to enter into any arrangement with companies / individuals to carry out all works and services in connection therewith, to acquire (under any arrangement), purchase, exchange or otherwise obtain any movable



and/or unmovable property, or any rights or privileges therein, as the Company may deem necessary for the purpose of its principal line of business.

Reasons for Change in Principal Line of Business / Alteration of Memorandum

The Company has recently been acquired by the new management. As per the proposal submitted to the Pakistan Stock Exchange Limited, the principal line of business of the Company shall be to carry on the business of logistics and related investments. As per existing Memorandum of Association, the Company's principal line of business is to carry on the business of manufacturing of yarn and cloth of all types and to have workshops, mills, factories, showrooms and offices for the said business.

Benefits Likely to Accrue to the Company and its Members:

The Company was a dormant company which has been acquired by the new management. The new line of business is expected to resume operations and the management expects that the business will be profitable resulting capital gains and dividends to the shareholders.

Financial Projections, Project Cost, Source of Funds, Revenue, Expenses and Underlying Assumptions

The sponsor shall provide a subordinated loan to the company amounting to Rs 200 Million by injecting capital to be utilized for investing in new principal line of business.

Impact on existing line of business

No impact, as there are no current operations of textile business.

Expected Time when the proposed change is expected to be implemented

The new line of business is expected to be implemented during the current financial year.

Availability of Relevant Documents and Inspection

A copy of the Memorandum of Association of the Company as on date and also indicating the proposed amendments is available for inspection at the registered office of the Company from 9.00 a.m. to 5.00 p.m. on any working day, upto the last working day before the date appointed for the meeting.

Statement of the Board of Directors

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



Change of Name of the Company

In view of change of principal line of business, the Board of Directors have recommended to change the name of the Company from "Mian Textile Industries Limited: to "Cordoba Logistics & Ventures Limited", subject to requisite approvals.

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

RESOLVED THAT the name of the Company be and is hereby changed from Mian Textile Industries Limited to Cordoba Logistics & Ventures Limited, subject to approval of Securities and Exchange Commission of Pakistan.

RESOLVED FURTHER THAT that the name of the Company wherever appearing in the Memorandum and Articles of Association and all other documents of the Company be and is hereby altered to read as Cordoba Logistics & Ventures Limited.

RESOLVED FURTHER THAT the Chief Executive Officer and/or Company Secretary be and is hereby singly authorized to do or cause to be done all acts, deeds and things and necessary actions and fulfill all legal, corporate, secretarial and procedural formalities including filing of returns with the Registrar of Companies, SECP, intimation to stock exchange(s) and SECP under applicable provision and making of necessary entries in the statutory registers to that effect and for accomplishing the change of name of the Company and for alteration of the Company's Memorandum and Articles of Association.

Reasons for Change of Name

The Company is proposing change of principal line of business, therefore, the Board of Directors have recommended to change the name of the Company from "Mian Textile Industries Limited: to "Cordoba Logistics & Ventures Limited", subject to requisite approvals. The Company will be entering into a different line of business

Proposed Name of the Company

Cordoba Logistics & Ventures Limited

Proposed Name Must commensurate with the Principal Business of the Company

It is confirmed that the proposed name commensurate with the principal line of business





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COMPARTIVE STATEMENT OF THE CHANGES IN THE MEMORANDUM OF ASSOCIATION

EXISTING PROVISIONS OF THE MEMORANDUM OF ASSOCIATION

Mian Textile Industries Limited

Objects Clause and Principal line of business: To carry on the business of manufacturing of yarns and cloth of all types and to have workshops, mills, factories, show rooms and offices and places for the purpose of business of the Company

PROVISIONS OF THE MEMORANDUM OF ASSOCIATION AFTER ALTERATIONS

Cordoba Logistics & Ventures Limited

The principal line of business of the company shall be to carry on the business of logistics and related investments and to enter into any arrangement with companies / individuals to carry out all works and services in connection therewith, to acquire (under any arrangement), purchase, exchange or otherwise obtain any company, movable and/or unmovable property, or any rights or privileges therein, as the Company may deem necessary for the purpose of business of the Company

Syed Ali Jawwad Jafri
Company Secretary

