



SERVICE FABRICS LIMITED

SERF/Corp /PSX/26821

August 27, 2021

The General Manager

Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

SUBJECT: NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Sir,

In continuation to our letter no. SERF/Corp/PSX/26821 dated August 26, 2021 and in compliance with regulation No. 5.6.4(b) of the Rule Book of the Stock Exchange, please find attached herewith copy of Notice of Extra Ordinary General Meeting of Service Fabrics Limited to be held on 18 September 2021 at 11.00 a.m. at registered office of the company at 10-N, Model Town, Lahore, being dispatched to the shareholders and publication in newspapers

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

For and on behalf of
For Service Fabrics Limited

FARZAND ALI
Company Secretary

CC: The Director/HOD, Surveillance, Supervision and Enforcement, SMD, SECP-ISD
The Executive Director, Corporate Supervision Department, SECP-ISD

NOTICE
OF EXTRA ORDINARY GENERAL MEETING
(To be held on Saturday September 18, 2021)



SERVICE FABRICS LIMITED



SERVICE FABRICS LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the **Extra Ordinary General Meeting** (EOGM) of the shareholders of **Service Fabrics Limited** (the Company/SERF) will be held on Saturday September 18, 2021 at 11:00 AM at registered office of the Company at 10-N, Model Town Ext., Lahore to transact the following special business:-

1. To consider and, if deemed fit for equity investment up to Rs. 650 million in Kilowatt Labs Technologies Limited for setup of super capacitor project by passing the special resolution with or without modification(s) under Section 199 of the Companies Act, 2017, as annexed with statement under section 134(3) of the Companies Act, 2017.
2. To consider and, if deemed fit for equity investment amounting to Rs. 400 million in Ghani Chemical Industries Limited (GCIL) by passing the special resolution with or without modification(s) under Section 199 of the Companies Act, 2017, as annexed with statement under Section 134(3) of the Companies Act, 2017.
3. To consider and, if deemed fit for purchase of land from associated company for set up of calcium carbide project by the SERF in Hattar Economic Zone by passing the special resolution with or without modification(s) under Section 208 of the Companies Act, 2017, as annexed with statement under Section 134(3) of the Companies Act, 2017.
4. To consider and, if deemed fit for purchase of land for Super Capacitor project from FIEDMC (Faisalabad Industrial Estate Development Management Company) by passing the ordinary resolution with or without modification(s) as annexed with statement under Section 134(3) of the Companies Act, 2017.
5. To consider and, if deemed fit for approval of Voting Trust Agreement by passing the resolution as special resolution under Section 208 of the Companies Act, 2017 as proposed in the Statement under Section 134(3) of the Companies Act, 2017.

By Order of the Board

Farzand Ali

Company Secretary

Place: Lahore

Dated: August 27, 2021

Notes:

1. **Book Closure**

Share Transfer books of the Company will remain closed and no transfer of shares will be accepted for registration from Saturday, September 11, 2021 to Saturday, September 18, 2021 (both days inclusive). Transfer received in order at the office of the share registrar

M/s F.D Registrar Services (Private) Limited,

17th Floor, Saima Trade Tower – A, I.I. Chundrigar Road, Karachi.

Tel. No. 021-32271905-6, Fax No. 021-3262133, Email: fdregistrar@yahoo.com

at the close of business on Friday, September 10, 2021 will be treated in time for the purpose of the EOGM.

2. **ATTENDANCE OF MEETING**

A member entitled to attend, speak and vote at the EOGM is entitled to appoint a proxy to attend, speak and vote instead of him/her.

Proxies in order to be effective duly signed, filled and witnessed must be deposited at the Registered Office of the Company, along with the attested copies of valid Computerized National Identity Card (CNIC) or Passport, not less than 48 hours before the meeting.

CDC Account Holders will have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the SECP for attending the meeting.

Attendance in the meeting shall be on production of original CNIC or passport.

3. COVID-19 CONTINGENCY PLANNING

Due to current COVID-19 situation, the Company intends to convene this EOGM with minimal physical interaction of shareholders while ensuring compliance with the quorum requirements and requests the members to consolidate their attendance and voting at the EOGM through proxies.

The Company has arranged to ensure that all participants, including shareholders, can now participate in the EOGM proceedings via video link. In order to attend the meeting through video link members are requested to share the below information at eogm@servicefabrics.com, for their appointment/registration and proxy verification by or before Tuesday September 14, 2021 as per below format.

Full Name	Folio/CDC No.	Company Name	CNIC Number	Registered Email Address	Cell Number

Video link details and login credentials will be shared with those members whose registered emails containing all the particulars are received on or before Tuesday September 14, 2021.

Shareholders can also provide their comments and questions for the agenda items of the EOGM at the email address eogm@servicefabrics.com.

Members are therefore, encouraged to attend the EOGM through video link or by consolidating their attendance through proxies.

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

The statement set out the material facts concerning the special business to be transacted at the EOGM of the Company to be held on Saturday September 18, 2021.

Agenda Item No. 1

The Board of Directors of the Company (SERF) in their meeting held on July 16, 2021 approved the Business & Financial Plan which includes investment up to Rs. 650 million for setup of super capacitor project by Kilowatt Labs Technologies Limited (presently wholly owned subsidiary of Ghani Global Holdings Limited) with joint venture with Kilowatt Labs Inc. USA with 50:50 partnership by both the companies. Total project cost is estimated to be Rs.1,000 million, out of which SERF will invest up to Rs.650 million for up to 50% holding and for balance 50% holding USA partner will invest Rs.350 million. Detailed Business & Financial Plan is available at website of the Company www.servicefabrics.com

Investment by the SERF in Super Capacitor project will be pursuant of share of funds deposited by the Kilowatt Labs Inc. USA.

Board of directors of the Company has recommended to obtain approval from shareholders of Company under section 199 of the Companies Act, 2017 for investment in Kilowatt Labs Technologies Limited for setup of super capacitor project.

Draft special resolution to be passed by the shareholders with or without modification is as under:

RESOLVED that approval of the shareholders of Service Fabrics Limited (the “Company”) be and is hereby accorded in terms of Section 199 of the Companies Act, 2017, and subject to the compliance with all statutory and legal requirements for aggregate investment up to PKR 650,000,000/- (Rupees Six Hundred & Fifty Million Only) in Kilowatt Labs Technologies Limited (KLTL), being associated undertaking of the Company, for investment in the form of equity investment in the shares of KLTL at the rate of Rs.13 per share (including a premium of Rs.3 per share) for set up of super capacitor project.”

“FURTHER RESOLVED THAT the above said resolutions shall be valid for a period of one year starting from the date of approval by shareholders and the Chief Executive Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to undertake the decision of said investment as and when required and to take all steps and actions necessary, incidental and ancillary including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the aforesaid resolutions and alter the investment figure and/or its terms as they deem necessary in the best interest of the Company and its shareholders and such alteration shall be deemed to have been approved as part of the passed Special Resolution without the need of members to pass a fresh Special Resolution.”

Agenda Item No. 2

The Board of Directors of the Company (SERF) in their meeting held on July 16, 2021 approved the Business & Financial Plan, which includes investment up to Rs.400 million in Ghani Chemical Industries Limited (GCIL/One of the subsidiaries of Ghani Global Holdings Limited). Detailed Business & Financial Plan is available at website of the Company www.servicefabrics.com

GCIL has three (3) state-of-the-art plants, two (2) of which are located in Phool Nagar, District Kasur and one is located in Port Qasim, Karachi. GCIL is also setting up its fourth (4th) plant in Port Qasim for supply of Oxygen and Nitrogen to Engro Polymer and Chemicals Limited for a period of 15 years. The plant and machinery has already reached at Port Qasim Site and is expected to be commissioned during next few months.

GCIL is also planning to expand its capacity by setting up its fifth (5th) Plant with a capacity of 275Metric Ton per day (MTPD) to meet the fast-growing demand of Oxygen in growing network of Hospitals of KP and Northern Areas and to cater growing demand of Industrial Gases of Industries, development projects & CPEC.

GCIL is public limited unlisted company and in the process of listing on fast track through reserves merger. Shareholders of merging entity (Karim Silk Mills Limited) and GCIL have already approved the merger scheme. The Official Assignee (appointed by the Sindh High Court for merger entity) has filed his favourable recommendation to the Court. Before this, most of the observations of the SECP and the PSX have been cleared by the merger entity. The Court has fixed final hearing on merger during second week of September 2021.

At present, the paid-up capital of GCIL is Rs. 1535.250 million. For 9 months ended March 31, 2021, GCIL's net profit stood at RS.413.832 million. Similarly, as on March 31, 2021, the capital reserves of the Company stood at Rs.1099.919 million.

GCIL is planning to issue right shares at Rs.40 per share including a premium of Rs.30 per share for setup its 5th plant. The Company (SERF) intends to invest in unsubscribed right shares of GCIL in accordance with Section 83(1) (a) (iv) of the Companies Act, 2017.

Draft special resolution to be passed by the shareholders with or without modification is as under:

RESOLVED that approval of the shareholders of Service Fabrics Limited (the “Company”) be and is hereby accorded in terms of Section 199 of the Companies Act, 2017, and subject to the compliance with all statutory and legal requirements for aggregate equity investment up to PKR 400,000,000/- (Rupees Four Hundred Million Only) in Ghani Chemical Industries Limited (GCIL), being associated undertaking of the Company for investment in the form of equity investment in the shares of GCIL at the rate of Rs.40 per share (including a premium of Rs.30 per share).”

“FURTHER RESOLVED THAT the above said resolutions shall be valid for a period of one year starting from the date of approval by shareholders and the Chief Executive Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to undertake the decision of said investment as and when required and to take all steps and actions necessary, incidental and ancillary including execution of any and all documents as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the aforesaid resolutions and alter the investment figure and/or its terms as they deem necessary in the best interest of the Company and its shareholders and such alteration shall be deemed to have been approved as part of the passed Special Resolution without the need of members to pass a fresh Special Resolution.”

Agenda Item No. 3

The Company (SERF) is planning to setup import substitute Calcium Carbide project in Hattar Economic Zone with an investment of Rs. 1,000 Million. SERF intent to acquire 12.5 Acre land situated at Hattar Economic Zone from associated company named Ghani Chemical Industries Limited (GCIL) for set up of Calcium Carbide project. Hattar Industrial Estate, KP providing tax exemption for 10years under clause 126E of the Second Schedule of the Income Tax Ordinance, 2001. The sponsors of Ghani Global Group are providing technical and administrative support to SERF for its revival and GCIL has decided to sell the land to SERF for setup of Calcium Carbide project at cost to cost basis at a total consideration of Rs. 70 million.

For purchase of land from GCIL, the Board of directors of SERF has recommended to sort approval of shareholders under section 208 of the Companies Act, 2017.

Draft special resolution to be passed by the shareholders with or without modification is as under:

“RESOLVED that approval of shareholders of Service Fabrics Limited (the Company) be and is hereby granted under Section 208 of the Companies Act, 2017 for purchase of 12.5 Acre land situated at Hattar Economic Zone from Ghani Chemical Industries Limited (GCIL) at a total consideration of Rs.70/- (seventy) million.”

“FURTHER RESOLVED THAT the above said resolutions shall be valid for a period of one year starting from the date of approval by shareholders and the Chief Executive Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to enter into sale agreement and to take all steps and actions necessary, incidental and ancillary including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the aforesaid resolutions and alter the same and/or its terms as they deem necessary in the best interest of the Company and its shareholders and such alteration shall be deemed to have been approved as part of the passed Special Resolution without the need of members to pass a fresh Special Resolution.”

Agenda Item No. 4

SERF has been investing Rs. 650 million in Kilowatt Labs Technologies Limited (KLTL) for setup of super capacitor project in Faisalabad as equity investment up to 50% holding and balance 50% will be invested by Kilowatt Labs Inc. USA. SERF intends to purchase 10 Acre land in the name of for KLTL from FIEDMC (Faisalabad Industrial Estate Development Management Company) for setup of capacitor project. Company will inject funds in the Company only

after Kilowatt Labs Inc. USA injects its amount (i.e. PKRs. 350.00million), except payment required to purchase the required land at FIEDMC. Getting large tract of land requires immediate booking/action by the Company instead of waiting the said injection of funds by Kilowatt Labs Inc. USA.

The Board of directors of SERF has recommended to sort approval of shareholders for purchase of the land for KLTL.

Draft ordinary resolution to be passed by the shareholders with or without modification is as under:

“RESOLVED that approval of shareholders of Service Fabrics Limited (the Company) be and is hereby granted for purchase of 10 Acre from FIEDMC (Faisalabad Industrial Estate Development Management Company) for setup of super capacitor project in the name of Kilowatt Labs Technologies Limited.”

“FURTHER RESOLVED THAT the above said resolutions shall be valid for a period of one year starting from the date of approval by shareholders and the Chief Executive Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to take all steps and actions necessary, incidental and ancillary including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the aforesaid resolutions and alter the same and/or its terms as they deem necessary in the best interest of the Company and its shareholders and such alteration shall be deemed to have been approved as part of the passed Ordinary Resolution without the need of members to pass a fresh Ordinary Resolution.”

Agenda Item No. 5

Sponsors of Ghani Global Group through Ghani Global Holdings Limited (GGL) is providing technical and administrative support to the Company (SERF) for investment and setup of Super capacitor project in Faisalabad in collaboration with Kilowatt Labs Inc. USA in the name of Kilowatt Labs Technologies Limited (KLTL) and set up of Calcium Carbide project in Hattar Economic Zone. GGL is in process to sign JV agreement with USA partner and in accordance with the understanding between GGL and USA partner 50% of the board members will be nominated by the GGL and rest of the 50% will be nominated by the USA partner.

Under the Collaboration Agreement between the Company (SERF) and GGL, SERF will transfer irrevocable its voting rights (attached to its shares of KLTL, present and future) to the voting trust to be formed for the purpose in favour of GGL (or its nominee as appointed and authorized through BoD resolution by the GGL) on behalf of SERF as they deem fit and necessary.

For execution of Voting Trust Agreement to be executed among SERF, GGL and Digital Custodian Company Limited, board of directors of SERF has recommended to sort approval of shareholders under Section 208 of the Companies Act, 2017 by passing the special resolution. The shareholders of the Company already approved voting trust by passing the ordinary resolution in EOGM held on May 29, 2021 and it was submitted to SECP and honorable Lahore High Court along with “Revival Business Plan.

Draft special resolution to be passed by the shareholders with or without modification is as under:

“RESOLVED THAT approval of shareholders of the Service Fabrics Limited(SERF) be and is hereby granted under Section 208 of the Companies Act, 2017 for enter into irrevocable Collaboration Agreement (Voting Trust Agreement) among the SERF, Ghani Global Holdings Limited (GGL) and Digital Custodian Company Limited(DCCL) for transfer of SERF's voting rights attached to its shares (present and future) of Kilowatt Labs Technologies Limited to the voting trust for the purpose and in favour of GGL (or its nominee as appointed and authorized through Board of Directors resolution by the GGL) on behalf of SERF as they (GGL) deem fit and necessary.”

“**FURTHER RESOLVED THAT** any resolution passed before above stated resolution in respect of voting trust should be replaced with above stated resolution now passed under section 208 of the Companies Act, 2017.”

“**FURTHER RESOLVED THAT** the Chief Executive Officer and/or Company Secretary of the Company be and is hereby singly authorized and empowered to sign the Voting Trust Agreement on behalf of SERF with GGL and DCCL, registration of this agreement with competent authority/registrar concern and to take all necessary steps and execute documents including legal and corporate formalities including any alteration and/or addendum thereon or later on as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the above resolution and such alteration/ addendum shall be deemed to have been approved as part of the passed Special Resolution without the need of members to pass a fresh Special Resolution.”

The information required under SRO 1240(1)/2017 dated 06 December 2017 are as under:

(a) DISCLOSURES:

(A) Regarding associated company or associated undertaking

Agenda Item	No. 1	No. 2																																												
Requirement	Equity Investment in Kilowatt Labs Technologies Limited	Equity Investment in Ghani Chemical Industries Limited																																												
Name of the associated company	Kilowatt Labs Technologies Limited (KLTL).	Ghani Chemical Industries Limited (GCIL).																																												
Basis of Relationship	Common Directorship.	Common Directorship.																																												
Earnings/(Loss) per share for the last three years	Not applicable Being new company formed during March 2021.	2021: 3.01 (for 9 months) 2020: (1.39) 2019: (0.56) 2018: (0.08)																																												
Breakup value per share, based on latest audited financial statements	Not applicable Being new company formed during March 2021.	Rs. 17.16 per share based on Accounts for 9 months ended March 31, 2021																																												
Financial position, including main items of balance sheet and profit and loss account on the basis of its latest financial statements;	Audited Financial Statements for the period from March 22, 2021 to June 30, 2021 showed: <table style="width: 100%; border-collapse: collapse;"> <tr> <td></td> <td style="text-align: right;">Rupees</td> </tr> <tr> <td>Profit & Loss:</td> <td></td> </tr> <tr> <td>Sales (net)</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Gross profit</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Admin expenses</td> <td style="text-align: right;">98,923</td> </tr> <tr> <td>Other income</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Finance Cost</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Loss for the period</td> <td style="text-align: right;">(98,923)</td> </tr> <tr> <td>Financial Position:</td> <td></td> </tr> <tr> <td>Operating fixed assets</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Capital work in progress</td> <td style="text-align: right;">-</td> </tr> </table>		Rupees	Profit & Loss:		Sales (net)	-	Gross profit	-	Admin expenses	98,923	Other income	-	Finance Cost	-	Loss for the period	(98,923)	Financial Position:		Operating fixed assets	-	Capital work in progress	-	Unaudited Financial Statements for the 9 months ended March 31, 2021 showed: <table style="width: 100%; border-collapse: collapse;"> <tr> <td></td> <td style="text-align: right;">Rupees in “000”</td> </tr> <tr> <td>Profit & Loss:</td> <td></td> </tr> <tr> <td>Sales (net)</td> <td style="text-align: right;">2,660,160</td> </tr> <tr> <td>Gross profit</td> <td style="text-align: right;">1,122,595</td> </tr> <tr> <td>Admin expenses</td> <td style="text-align: right;">(108,797)</td> </tr> <tr> <td>Other income</td> <td style="text-align: right;">25,710</td> </tr> <tr> <td>Finance Cost</td> <td style="text-align: right;">(163,937)</td> </tr> <tr> <td>Loss for the period</td> <td style="text-align: right;">413,832</td> </tr> <tr> <td>Financial Position:</td> <td></td> </tr> <tr> <td>Operating fixed assets</td> <td style="text-align: right;">3,923,964</td> </tr> <tr> <td>Capital work in progress</td> <td style="text-align: right;">40,717</td> </tr> </table>		Rupees in “000”	Profit & Loss:		Sales (net)	2,660,160	Gross profit	1,122,595	Admin expenses	(108,797)	Other income	25,710	Finance Cost	(163,937)	Loss for the period	413,832	Financial Position:		Operating fixed assets	3,923,964	Capital work in progress	40,717
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	Other non-current assets	-	Other non-current assets	97,251
	Current assets	500,000	Current assets	1,939,039
	Total Assets	500,000	Total Assets	6,000,971
	Paid up Capital	500,000	Paid up Capital	1,535,250
	Loss for the period	(98,923)	Capital Reserve-Share Premium	913,951
	Total equity	401,077	Accumulated Profits	185,968
	Non-current liabilities	-	Total equity	2,635,169
	Current liabilities	98,923	Non-current liabilities	1,395,959
	Total Equity and Liabilities	500,000	Current liabilities	1,969,843
			Total Equity and Liabilities	6,000,971

(B) General Disclosures:

Maximum amount of investment to be made	Up to Rs. 650 million for set up of super capacitor project in Faisalabad.	Up to Rs. 400.00 million for set up of 5th plant of GCIL in Hattar Economic Zone.
Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	JV between SERF & GGL, wherein SERF will contribute up to Rs. 650 million for 50% shareholding and Kilowatt Labs Inc. USA will contribute Rs. 350 million for rest of the 50% shareholding in Pakistani incorporated company Kilowatt Labs Technologies Limited (KLTL). Investment by the company in super capacitor project will be pursuant of share of funds deposited by the Kilowatt Labs Inc. USA., except payment required purchasing the required land at FIEDMC. Getting large tract of land requires immediate booking/action by the Company instead of waiting the said injection of funds by Kilowatt Labs Inc.	GCIL is planning to expand its capacity by setting up its fifth (5th) plant with a capacity of 275 Metric Ton per day (MTPD) to meet the fast growing demand of Oxygen in growing network of hospitals of KP and northern areas and to cater growing demand of industrial gases, development projects & CPEC. The investment from SERF shall be utilized in the establishment of GCIL's 5th production facility.
Sources of funds to be utilized for investment	Issuance of 1486% Right shares which has already announced in July 16, 2021.	Issuance of 1486% Right shares which has already announced in July 16, 2021.
salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	Upon collaboration agreement between the company and Ghani Global Holdings Limited (GGL), SERF will transfer irrevocably its voting rights to the voting trust to be formed	NIL

	for the purpose in favor of GGL as a beneficiary. Voting rights will be exercised by GGL (or its nominee as appointed and authorized through BOD resolution by the GGL) on behalf of SERF as they deem fit and necessary.																																																																			
direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	<p>Currently shareholding position of the following directors of the Company (Service Fabrics Limited) in associated company (KLTL) is as under:</p> <table border="1"> <thead> <tr> <th>Names of Directors</th> <th>Number of Shares</th> <th>Holding%</th> </tr> </thead> <tbody> <tr> <td>Mr. Masroor Ahmad Khan</td> <td>1</td> <td>0.002</td> </tr> <tr> <td>Mr. Atique Ahmad Khan</td> <td>1</td> <td>0.002</td> </tr> <tr> <td>Hafiz Farooq Ahmad</td> <td>1</td> <td>–</td> </tr> <tr> <td>Mr. Aftab Ahmad</td> <td>–</td> <td>–</td> </tr> <tr> <td>Mr. Usman Hassan</td> <td>–</td> <td>–</td> </tr> <tr> <td>Ms. Maleeha Humayun Bangash</td> <td>–</td> <td>–</td> </tr> <tr> <td>Hafiz Imran Lateef</td> <td>--</td> <td>--</td> </tr> </tbody> </table> <p>KLTL holds no shares in SERF. The directors of KLTL holds the following shares in SERF:</p> <table border="1"> <thead> <tr> <th>Names of Directors</th> <th>Number of Shares</th> <th>Holding%</th> </tr> </thead> <tbody> <tr> <td>Mr. Masroor Ahmad Khan</td> <td>1,000</td> <td>0.006</td> </tr> <tr> <td>Mr. Atique Ahmad Khan</td> <td>1,000</td> <td>0.006</td> </tr> </tbody> </table>	Names of Directors	Number of Shares	Holding%	Mr. Masroor Ahmad Khan	1	0.002	Mr. Atique Ahmad Khan	1	0.002	Hafiz Farooq Ahmad	1	–	Mr. Aftab Ahmad	–	–	Mr. Usman Hassan	–	–	Ms. Maleeha Humayun Bangash	–	–	Hafiz Imran Lateef	--	--	Names of Directors	Number of Shares	Holding%	Mr. Masroor Ahmad Khan	1,000	0.006	Mr. Atique Ahmad Khan	1,000	0.006	<p>Currently shareholding position of the following directors of the Company (Service Fabrics Limited) in associated company (GCIL) is as under:</p> <table border="1"> <thead> <tr> <th>Names of Directors</th> <th>Number of Shares</th> <th>Holding%</th> </tr> </thead> <tbody> <tr> <td>Mr. Masroor Ahmad Khan</td> <td>1</td> <td>0.000001</td> </tr> <tr> <td>Mr. Atique Ahmad Khan</td> <td>30,001</td> <td>0.019</td> </tr> <tr> <td>Hafiz Farooq Ahmad</td> <td>1</td> <td>0.000001</td> </tr> <tr> <td>Mr. Aftab Ahmad</td> <td>1</td> <td>0.000001</td> </tr> <tr> <td>Mr. Usman Hassan</td> <td>1</td> <td>0.000001</td> </tr> <tr> <td>Ms. Maleeha Humayun Bangash</td> <td>1</td> <td>0.000001</td> </tr> <tr> <td>Hafiz Imran Lateef</td> <td>1</td> <td>0.000001</td> </tr> </tbody> </table> <p>GCIL holds no shares in SERF. The directors of GCIL holds the following shares in SERF:</p> <table border="1"> <thead> <tr> <th>Names of Directors</th> <th>Number of Shares</th> <th>Holding%</th> </tr> </thead> <tbody> <tr> <td>Mr. Masroor Ahmad Khan</td> <td>1,000</td> <td>0.006</td> </tr> <tr> <td>Mr. Atique Ahmad Khan</td> <td>1,000</td> <td>0.006</td> </tr> </tbody> </table>	Names of Directors	Number of Shares	Holding%	Mr. Masroor Ahmad Khan	1	0.000001	Mr. Atique Ahmad Khan	30,001	0.019	Hafiz Farooq Ahmad	1	0.000001	Mr. Aftab Ahmad	1	0.000001	Mr. Usman Hassan	1	0.000001	Ms. Maleeha Humayun Bangash	1	0.000001	Hafiz Imran Lateef	1	0.000001	Names of Directors	Number of Shares	Holding%	Mr. Masroor Ahmad Khan	1,000	0.006	Mr. Atique Ahmad Khan	1,000	0.006
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Mr. Atique Ahmad Khan	1,000	0.006																																																																		
Names of Directors	Number of Shares	Holding%																																																																		
Mr. Masroor Ahmad Khan	1	0.000001																																																																		
Mr. Atique Ahmad Khan	30,001	0.019																																																																		
Hafiz Farooq Ahmad	1	0.000001																																																																		
Mr. Aftab Ahmad	1	0.000001																																																																		
Mr. Usman Hassan	1	0.000001																																																																		
Ms. Maleeha Humayun Bangash	1	0.000001																																																																		
Hafiz Imran Lateef	1	0.000001																																																																		
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Mr. Atique Ahmad Khan	1,000	0.006																																																																		

	Hafiz Farooq Ahmad 1,000 0.006	Hafiz Farooq Ahmad 1,000 0.006
	Mr. Waseem Ashraf Qureshi - -	Mr. Aftab Ahmad 5,000 0.032
		Mr. Usman Hassan 500 0.003
		Ms. Maleeha Humayun Bangash 500 0.003
		Hafiz Imran Lateef 500 0.003
in case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs	NIL	NIL
any other important details necessary for the members to understand the transaction;	Detailed Business and Financial Plan(along with addendum thereon) is available at www.servicefabrics.com	Detailed Business and Financial Plan(along with addendum thereon) is available at www.servicefabrics.com

(b) In case of Equity Investment

Maximum price at which securities will be acquired;	Rs. 13 per share (including a premium of Rs.3 per share)	Rs. 40 per share (including a premium of Rs. 30 per share)
Maximum number of securities to be acquired;	50,000,000 ordinary shares	10,000,000 ordinary shares
Number of securities and percentage thereof held before and after the proposed investment;	Before Investment : NIL After proposed Investment: 50,000,000 upto 50%.	Before Investment : NIL After proposed investment: 10,000,000 i.e. 6.115 %
Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities	Not Applicable (In future KLTL may opt for Listing)	Not Applicable (GCIL is in process of listing through reverse merger subject to the approval from Sindh High Court)
Fair value determined for investments in unlisted securities	Rs. 18.32	Rs. 59.15

In pursuance to Regulation No. 3 (3) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 under SRO 1240(1)/2017 dated 6 December 2017, the directors of the Company have carried out due diligence for the proposed investment in its associated companies i.e. Kilowatt Labs Technologies Limited and Ghani Chemical Industries Limited.

The following documents shall be available to the members of the Company for inspection in the EOGM to be held on September 18, 2021.

1. Recommendations of due diligence report of investing company.
2. Last three years annual reports in case of Ghani Chemical Industries Limited.
3. Audited financial statements for the period from March 22, 2021 to June 30, 2021 in case of Kilowatt Labs Technologies Limited.
4. Draft of Voting Trust as already approved by shareholders in their meeting held on May 29, 2021.
5. Valuation Report for land in Hattar Economic Zone, Haripur.
6. Fair value determined by the Chartered Accountant for investment in unlisted Securities (KLTL and GCIL).



SERVICE FABRICS LIMITED

Extra-Ordinary General Meeting FORM OF PROXY

I/We _____

of _____

being a member of SERVICE FABRICS LIMITED _____

hereby appoint _____

of _____

failing him _____

as my / our Proxy to attend act and vote for me/us on my/our behalf at Extra-Ordinary General Meeting of the members of the Company to be held at Lahore on Saturday September 18, 2021 at 11:00 A.M. and at any adjournment(s) thereof.

Signed this _____ day of September 2021.

Sign by the said Member

Signed in the presence of:

1. Signature: _____

2. Signature: _____

Name: _____

Name: _____

Address: _____

Address: _____

CNIC/Passport No. _____

CNIC/Passport No. _____

Information required		For Member (Shareholder)	For Proxy	For alternate Proxy (*)
			(If member)	
Number of shares held				
Folio No.				
CDC Account No.	Participant I.D.			
	Account No.			

Affix
Revenue
Stamp of
Rs.5/

(*) Upon failing of appointed Proxy.

