

NOTICE OF EXTRAORDINARY GENERAL MEETING

DADEX

DADEX ETERNIT LTD.

BOOK POST

If undelivered please return to:

Share Registrar,

JWAFFS Registrar Services (Private) Limited

407 - 408, Al-Ameera Centre,

Shahrah-e-Iraq, Saddar, Karachi.

Phone: (92-21) 35662023-24

Fax: (92-21) 35221192

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting (EOGM) of the shareholders of Dadex Eternit Ltd., will be held on day **Tuesday, June 20, 2023 at 11:00 a.m** at the Registered Office of the Company situated at 34-A/1 Block 6, PECHS, Shahrah-e-Faisal, Karachi, 75400, to transact the following business:

SPECIAL BUSINESS:

1. The Special Resolutions as set out in this notice is proposed for consideration by the members of Dadex Eternit Limited ("Company") to transact the following special business:

To consider and approve the sale of Land and Building called "Properties" of the Company located at 34-A/1, Block 6, PECHS, Shahrah-e-Faisal, Karachi and pass the following Special Resolution(s), with or without modifications, additions or deletions, in terms of Section 183(3)(a) of the Companies Act, 2017:

"RESOLVED THAT the consent of shareholders be and is hereby accorded to the disposal and sale of Company's Land and Building called "Properties" located at 34-A/1, Block 6, PECHS, Shahrah-e-Faisal, Karachi.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized and empowered to delegate its powers to the Chairman and / or Chief Executive Officer (CEO) or including, with or without any Director of the Company or any other person on such terms and conditions they deem fit, to act on behalf of the Company in doing and performing all acts, matters, things and deeds to implement and / or give effect to the "Properties" and the transaction contemplated by it, which shall include, but not be limited to:

- a) conducting negotiations, obtaining quotations etc., with interested parties in such manner and on such terms and conditions as are in the best interest of the Company and its shareholders and which secure the best available market price for the "Properties";
- b) selling the "Properties" to any individual, firm(s) / partnership, bank(s) or private / public limited companies or organization(s) or to any other person and, for that purpose, negotiating with financial institution(s) for vacating lien/charges against assets if any, entering into an agreement to sell, sale deed or any other agreement with the buyer(s) or any other person, receiving the sale consideration, executing, preparing and signing any sale deed, conveyance deed and / or transfer documents in favor of the buyer(s) or another person to effect the "Properties" in favor of the buyer(s) or any other person by representing the same before all parties & authorities concerned and admitting execution thereof;
- c) representing before the Sub-Registrar or any other competent authority and getting any sale deed or other document(s) registered and collecting consideration amount in respect of the "Properties", and
- d) generally performing and executing in respect of the "Properties" all lawful deeds, agreements, acts and things as they may think fit and proper in order to implement and complete the "Properties" transaction(s).

FURTHER RESOLVED THAT Chairman and / or Chief Executive and / or any Director and Company Secretary, or such other person(s) as may be authorized by any of them (the "Authorized Persons"), be and are hereby, jointly or severally, authorized and empowered to take all necessary steps, make the requisite decisions from time to time, do all such acts, deeds and things, obtain necessary approvals, and to execute and deliver all such deeds, agreements, declarations, undertakings and guarantees, including any ancillary document thereto or provide any such documentation for and on behalf and in the name of the Company as may be necessary or required or as they or any of them may think fit for or in connection with or incidental for the purposes of carrying out the proposed Special Resolutions.

FURTHER RESOLVED THAT the Company be and is hereby authorized to take all actions incidental or ancillary thereto with regard to "Properties".

FURTHER RESOLVED THAT the Board be and is hereby empowered to agree upon modification in these resolutions that may be directed / required by the SECP/PSX or any other competent authority / regulator without the need for any other further approval of the shareholders.

RESOLVED FURTHER THAT all actions heretofore taken by Chairman and /or CEO and / or any Director or Authorized Person(s) on behalf of the Company in respect of the above matters are hereby confirmed, ratified, and adopted by the Company in full.

FURTHER RESOLVED THAT the Chairman and / or, Chief Executive and / or Company Secretary be and are hereby severally authorized to comply with the statutory requirements with the SECP, Pakistan Stock Exchange and or any other relevant regulatory body and do all such acts, deeds and things as may be necessary under the law in this regard.

ALSO RESOLVED THAT certified copies of resolutions as present form or modified by Chairman/CEO/Company Secretary be communicated to the concerned authorities and shall remain in force until notice in writing to the contrary be given."

By Order of the Board

Mohammad Irfan
Company Secretary

Karachi, April 26, 2023

NOTES:

The Register of Members and the Share Transfer Books of the Company shall remain closed from June 13, 2023, to June 20, 2023, (both days inclusive). Transfers received in order at the office of our Share Registrar, JWAFS Registrar Services (Pvt.) Limited, 407 - 408, Al-Ameera Centre, Shahrah-e-Iraq, Saddar Karachi by the close of business hours on June 12, 2023, will be considered in time to determine the above-mentioned entitlement and to attend and vote at the Meeting.

A. Participation at the General Meeting:

All members are entitled to attend, speak and vote at the Extraordinary General Meeting. A member may appoint a proxy to attend, speak and vote on his/her behalf. The proxy needs be a member of the Company. Proxies in order to be effective must be received by the Company's Registered Office: 34-A/1, Block 6, PECHS, Shahrah-e-Faisal, Karachi 75400, not less than 48 hours before the meeting.

An individual beneficial owner of the shares must bring his/her original CNIC or Passport, Account and Participant's ID numbers to prove his / her identity. A representative of a corporate member must bring the Board of Directors' Resolution and/or Power of Attorney and the specimen signature of the nominee. CDC account holders will further have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan.

CDC account holders are advised to follow the following guidelines:

B. For attending the meeting:

In case of individuals, the account holder or sub-account holder and/or the person whose securities are in a group account and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original CNIC or original passport at the time of attending the meeting.

In case of corporate entity, the Board of Directors' 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.

C. For appointing proxies:

In case of Proxy for an individual beneficial owner of shares from CDC, attested copies of beneficial owner's CNIC or Passport, Account and Participant's I.D. numbers must be deposited along with the form of proxy.

In case of proxy for representative of corporate members from CDC, Board of Directors' Resolution and Power of Attorney and the specimen signature of the nominee must be deposited along with the form of proxy. The proxy shall produce his/her original CNIC or Passport at the time of meeting.

In order to be effective, the form of proxy duly completed, stamped, signed and witnessed along with a Power of Attorney, or other instruments (if any), must be deposited at the registered office of the Company at least 48 (forty-eight) hours before the time of holding the meeting.

If a member appoints more than one proxy and more than one form of proxy are deposited by a member with the Company, all such forms of proxy shall be rendered invalid.

D. Notification of Change in Address of Shareholder:

The members of the Company are requested to notify changes in their mailing addresses (if any), to our Share Registrar.

E. Consent for Video Conference Facility:

Pursuant to Section 132(2) of the Companies Act, 2017, if the Company receives consent forms from members holding aggregate 10% or more shareholding residing at geographical location to participate in the meeting through video conference at least 10 (ten) days prior to the date of meeting, the Company will arrange video conference facility in that city, subject to availability of such facility in that city. To avail this facility, please provide following information and submit to registered office of the Company.

Consent Form for Video Conference Facility

I / We _____ of _____ being a shareholder of
The Dadex Eternit Limited, holder of _____ ordinary share(s) as per Registered Folio / CDC Account No.
_____ hereby opt for video conference facility at _____.

Signature of Member(s)

"Statement under Section 134(3) of the Companies Act, 2017, concerning the Special Resolutions, is attached along with the Notice circulated to the members of the Company, and is deemed an integral part thereof."

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017**Agenda Item No. 1**

This statement sets out below the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of Dadex Eternit Limited (the "Company") to be held at Karachi on June 20, 2023, at 11:00 a.m. The purpose of this Statement is to set forth the material facts concerning Special Business.

The Board of Directors has proposed in its meeting held on April 26, 2023, to dispose its Land and Building "Properties" situated at 34-A/1, Block 6, PECHS, Shahrah-e-Faisal, Karachi. Total area of Land and Building is 1,249.82 Sq. Yds. The sale proceeds would be applied for restructuring the Company's financial obligations and improve performance by providing additional liquidity to the Company for utilization of funds towards profitable business activities.

Purpose of the sale

In view of the large market demand for the Company's products, the Company is in the process of restructuring its management, finance and operations. Like many other businesses in the Country, the Company has been hit with high interest rates and control on imports of raw materials and essential items required for production and sales. To focus on the core business of the Company, the Board of Directors has recommended selling the above properties as described below.

Details as per SRO 423(I)/2018

Special Business relating to members' approval for sale, lease or disposal of the undertaking or sizeable part thereof or sale / disposal of subsidiary that is to be transacted under clause (a) or (b) of sub-section (3) of section 183 of the Act.

The material facts required to be disclosed under S.R.O 423 (I) /2018 dated April 3,2018 when the Board of Directors proposes to sell, lease or otherwise dispose of an 'undertaking' or a 'sizeable part" thereof are given hereunder:

S.No	SRO Description	Detail
i)	Detail of assets to be sold, leased or disposed of shall include the following:	
a)	Description/Name of asset.	Company proposes to sale its Land & Building situated at 34-A/1, Block 6 PECHS, Shahrah-e-Faisal, Karachi. Total Area of Land & Building is 1,249.82 Sq. Yds.
b)	Acquisition date of the asset.	Land purchased by the Company in the year 1979 and finished constructing a building on the land on November 7, 2002.
c)	Cost.	Land: Rs. 185.030 million Building: Rs. 83.217 million Plant & Machinery: Rs. 58.662 million
d)	Revalued amount and date of revaluation (if applicable).	As per valuation report of the Registered Valuer namely: M/s. Oceanic Surveyors (Private) Limited dated. 25.07.2020 Land: Rs. 850.000 million Building: Rs. 170.000 million Plant & Machinery: Rs. 95.796 million
e)	Book value.	Land: Rs. 421.050 million Building: Rs. 44.730 million Plant & Machinery: Rs. 8.047 million
f)	Approximate current market price/fair value.	The Current market price / fair value is expected to be in line with the re-valued amount as stated. The exact amount, however, will be ascertained at the time of finalizing the transactions with the potential buyer(s).
g)	In case of sale, if the expected sale price is lower than book value or fair value, then the reasons thereof;	N/a
h)	In case of lease of assets, tenure, lease rentals, increment rate; mode/basis of determination of lease rentals; and other important terms and conditions of the lease;	N/a

S.No	SRO Description	Detail
ii)	Additional information in case of disposal of land:	
a)	i) Location; ii) Nature of land (e.g. commercial, agriculture, etc); and iii) Area proposed to be sold.	The Property is a commercial plot measuring 1,249.82 Sq. Yds. and situated at 34-A/1, Block 6, PECHS, Shahrah-e-Faisal, Karachi.
b)	The proposed manner of disposal of the said assets.	The Property be disposed through negotiations with the buyer(s) through person(s) authorized by the Board of Directors in a way that is most beneficial for the shareholders and the Company.
c)	In case the company has identified a buyer, who is a related party the fact shall be disclosed in the statement of material facts.	The Company shall exercise all reasonable diligence in identifying buyer(s) willing to pay the fair market value of the "Properties" and completing the transaction(s) in the best interest of the Company and its shareholders. As a result, there is no related party that requires disclosure in the statement of material facts.
iii)	Purpose of the sale, lease along with following details:	
a)	Utilization of the proceeds received from the transaction.	The proceeds will be utilized for repayments of loans of the Company, and other creditors. Consequently, the financial cost will be reduced in the next financial year. It will improve running and managing the working capital requirements of the Company and provide additional liquidity to the Company for the utilization towards profitable business activities.
b)	Effect on operational capacity of the company, if any; and	The proposed transactions will not have any impact on the operational capacity of the Company.
c)	Quantitative and qualitative benefits expected to accrue to the members.	The proceeds will enable the Company to improve liquidity and quantitative performance, reduction in bank loans (current liabilities), improvement in current ratio that will eventually lead to better financial performance by the Company and contribute towards increase earnings per share of the Company and the shareholders' value.

Nature & Extent of Interest of Directors, directly or indirectly

None of the Directors have any direct or indirect interest in the sale/disposal of the said Properties of the Company.

Availability of Relevant Documents

Copies of the documents pertaining to foregoing Special Business are available for inspection at the Registered Office of the Company during normal office working hours from the date of publication of the Notice till the date of the EOGM.

Undertaking by the Directors

The Board of Directors have carried out necessary due diligence for the proposed transaction.

Expected time of completion of the transaction

It is expected that transaction will be completed within one year from the date of passing of Special Resolutions at the General Meeting.

The Company Secretary
Dadex Eternit Limited
Dadex House, 34-A/1, Block 6, PECHS,
Shahrah-e-Faisal, Karachi-75400

FORM OF PROXY

I/We _____ son / daughter /wife of _____
of _____ (full address)
being a member(s) of Dadex Eternit Limited holding _____
ordinary shares hereby appoint _____
of _____ (full address)
or failing him _____ of
_____ (full address)
who is/are also member(s) of Dadex Eternit Limited as my/our proxy in my/our absence to attend and vote
for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on
Tuesday, June 20, 2023, at 11:00 a.m., at Dadex House, 34-A/1, Block-6, PECHS, Shahrah-e-Faisal, Karachi
and or at any adjournment thereof.

As witness my/our hand/seal this _____ day of _____ 2023

Signed by the said _____
in the presence of

1 _____

2 _____

Folio/CDC Account No

Signature on
Revenue Stamp
of Rs. 5/-

Important:

- 1 This proxy duly completed and signed, must be received at the Registered Office of the Company, Dadex House, 34-A/1, Block 6, P.E.C.H.S., Shahrah-e-Faisal, Karachi, not less than 48 hours before the time of holding the meeting.
- 2 No person shall act as proxy unless he himself is a member of the Company, except that a corporation may appoint a person who is not a member.
- 3 If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.

For CDC Account Holders/Corporate Entities:

In addition to the above the following requirements have to be met:

- i) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- ii) Attested copies of CNIC or of the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iii) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- iv) In the case of a corporate entity, the Board of Directors resolution/power of attorney with the specimen signature should be submitted (unless it has been provided earlier) along with the proxy form to the Company.

مختار نامہ

کمپنی سیکریٹری
ڈاؤنیکس ایگزٹ لیمنڈ
ڈاؤنیکس ہاؤس، 34-A/1، بلاک 6، PECHS،
شارع فیصل، کراچی-75400

میں / ام _____ ولد / بنت / زوجہ _____ سن _____
(مکمل پتہ) بحیثیت رکن ڈاؤنیکس ایگزٹ لیمنڈ، اور
حاصل _____ عام حصص، مسی / مسات _____
سن _____ (مکمل پتہ) کو یا
ان کی غیر حاضری کی صورت میں مسی / مسات _____
سن _____
ڈاؤنیکس ایگزٹ لیمنڈ کے حصص دار ہیں کو میری / ہماری غیر حاضری کی صورت میں اپنا / ہمارا مختار مقرر کرتا / کرتی / کرتے ہیں۔ انہیں ہمارے ایماء پر، بروز منگل 20 جون، 2023 بوقت صبح
11:00 بجے، ڈاؤنیکس ایگزٹ لیمنڈ، ڈاؤنیکس ہاؤس، 34-A/1، بلاک 6، PECHS، شارع فیصل، کراچی میں منعقد ہونے والے کمپنی کے غیر معمولی اجلاس عام یا کسی بھی التواء کی صورت میں
حق رائے دہی استعمال کرنے کی اجازت دینا / دیتی / دیتے ہیں۔

یہ مختار نامہ آج بروز _____ تاریخ _____ 2023 کو مندرجہ ذیل گواہان کی موجودگی میں دستخط کیا گیا۔

_____ ۱-
_____ ۲-

فولیو / سی ڈی سی اکاؤنٹ نمبر

۵ روپے مالیت کے ریونیوٹکٹ پر دستخط کریں

ضروری ہدایات:

- یہ مختار نامہ اجلاس کے مقررہ وقت سے کم از کم 48 گھنٹے قبل مکمل کوائف اور دستخط کے ہمراہ کمپنی کے رجسٹرڈ آفس ڈاؤنیکس ہاؤس، 34-A/1، بلاک 6، PECHS،
شارع فیصل، کراچی میں جمع کرانا ضروری ہے۔
- کسی ایسے شخص کو مختار مقرر نہیں کیا جاسکتا جو کہ خود کمپنی کا رکن نہ ہو البتہ کوئی دوسری کمپنی یا ادارہ غیر رکن کو اپنا مختار مقرر کر سکتا ہے۔
- اگر کسی رکن نے ایک سے زائد مختار مقرر کیے یا مختار نامے کمپنی میں جمع کرائے تو ایسی صورت میں تمام مختار نامے منسوخ کر دیے جائینگے۔
برائے سی ڈی سی اکاؤنٹ ہولڈرز / کارپوریٹ ادارے:
- مذکورہ بالا ہدایات کے علاوہ درج ذیل ضروری شرائط بھی پوری کرنا لازمی ہیں:
- مختار نامہ پر ۲ گواہان کے دستخط بمعہ نام، پتہ اور کمپیوٹرائزڈ قومی شناختی کارڈ نمبر درج کرنا لازمی ہیں۔
- مختار نامہ کے ہمراہ اصل مالکان اور مختار کے کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی مصدقہ نقول بھی منسلک کرنا ہوں گی۔
- مختار کو اجلاس کے وقت اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ پیش کرنا ہوگا۔
- کارپوریٹ ادارہ ہونے کی صورت میں بحیثیت رکن، بورڈ آف ڈائریکٹرز کی منظور شدہ قرارداد / پاور آف اٹارنی بمعہ نمونہ دستخط ہمراہ مختار نامہ کمپنی میں جمع کرنا ہوگا۔