

**DADEX**

CS-15/DEL/PSX/B-NOTC/2021-2022
April 12, 2022

The General Manager
Pakistan Stock Exchange
Stock Exchange Building
Stock Exchange Road
KARACHI.

SUB: DRAFT NOTICE OF HOLDING EXTRAORDINARY GENERAL MEETING (EOGM)

Dear Sir,

Kindly refer to our earlier letter bearing No. CS-12/DEL/PSX/EOGM/2021-2022, on April 08, 2022, where, the Board of Directors in their meeting held on 07th April 2022 have confirmed / fixed date and time of Extraordinary General Meeting (EOGM), of the Company on Tuesday 17th May 2022, at 11:00 am at the Head Office of the Company, Dadex House: 34-A/1, Block 6, PECHS, Shahrah-e-Faisal, Karachi-75400.

Whereas, in accordance with Regulation No. 5.6.9 (b) of PSX Rule Book, a hard copy of the EOGM Notice as well as resolutions prior to the publication and dispatch to the shareholders is enclosed herewith for circulation amongst the members of the Exchange for their information and necessary reference please.

Thanking you,

Yours faithfully,
For Dadex Eternit Ltd.

(FAIZAL SAEED KHAN)
COMPANY SECRETARY

Encl: Encl: As above.



NOTICE
EXTRAORDINARY GENERAL MEETING (EOGM)
DADEX ETERNIT LIMITED

NOTICE is hereby given that the Extraordinary General Meeting (EOGM) of the shareholders of Dadex Eternit Ltd., will be held on day **Tuesday, May 17, 2022, 11:00 a.m** at the Registered Office at Dadex House, 34-A/1 Block 6, PECHS, Shahrah-e-Faisal, Karachi, 75400, to transact the following business:

SPECIAL BUSINESS:

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

- 1) To consider and approve the sale of Lahore Office Land and Building, located at Plot No. 36-37/N. Industrial Area, Jinnah Park, Gulberg -II, Lahore, and also consider to approve the sale of Karachi Factory with Land, Building, and Plant & Machinery located at DEH # 21-22, Manghopir, Karachi 75890, **Called "Properties and Assets sale"** by passing following resolution(s) as special resolution(s) with or without any modification, addition, or deletion 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 located at Plot No. 36-37/N. Industrial Area, Jinnah Park, Gulberg -II, Lahore comprised of freehold land, building on freehold land and also approve the sale of Karachi Factory Leasehold land and building on leasehold land along with Plant & Machinery of the Factory located at DEH # 21-22, Manghopir, Karachi 75890.

RESOLVED FURTHER THAT, as part and parcel of the foregoing consent, Board of Directors be and are hereby authorized and empowered for "Properties and Assets sale". The Board may 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 Assets sale" and the transactions 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 and Assets sale";

- b) selling the “Properties and Assets sale” 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 and Assets sale” 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 Assets sale”, and
- d) generally performing and executing in respect of the “Properties and Assets sale” all lawful deeds, agreements, acts and things as they may think fit and proper in order to implement and complete the “Properties and Assets sale” transactions.

FURTHER RESOLVED THAT Chairman and / or Chief Executive Officer, 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 resolutions.

FURTHER RESOLVED that the Company be and is hereby authorized to take all actions incidental or ancillary thereto with regard to “Properties and Assets sale”.

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.

ALSO RESOLVED THAT Chairman and / or, Chief Executive Officer and or the Company Secretary of the Company be and are hereby severally authorized to sign and submit required statutory returns, announcements, e-filings with the Registrar of Companies, CRO, SECP, Pakistan Stock Exchange and or any other authority / regulator and to do all such acts, deeds and things as may be necessary to do 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
Faisal Saeed Khan
Company Secretary**

Karachi, April 07, 2022

***** * * *****

NOTES:

The Register of Members and the Share Transfer Books of the Company shall remain closed from **May 10, 2022, to May 17, 2022**, (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 **May 09, 2022**, 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 need not be a member of the Company. Proxies in order to be effective must be received by the Company's Registered Office: JWAFS Registrar Services (Pvt.) Limited, 407 - 408, Al-Ameera Centre, Shahrah-e-Iraq, Saddar Karachi 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 **May 17, 2022, 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 07, 2022**, to dispose its Lahore office-Land and Building situated at Plot No. 36-37/N. Industrial Area, Jinnah Park, Gulberg -II, Lahore 8. Total area of Land 8 Kanal 16 Marla 46 sqft equals 8.810 Kanals, and Karachi Factory with Land, Building including Plant & Machinery located at the Factory at DEH # 21-22, Manghopir, Karachi 75890. Total area of the Karachi Factory is 26 Acers. The sale proceeds apply for restructuring the company’s financial obligations which will improve the company’s performance and provide additional liquidity to the Company for the utilization of funds towards other profitable business avenues.

Purpose of the sale

In view of the huge market demand for the company’s products, the Company is in the process of restructuring its management, finance, and operations. The Board of Directors has recommended selling the Lahore Office, Land and Building and Karachi Factory, Land and Building with Plant & Machinery.

Details as per SRO 423(I)/2018, dated: April 03, 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 is provided below:

S.No	SRO Description	Company detail
i)	Detail of assets to be sold, leased or disposed of shall include the following:	
a)	Description/Name of assets;	Lahore Office: Company proposes to sale its Lahore office situated at Plot No. 36-37/N. Industrial Area, Jinnah Park, Gulberg -II, Lahore. Total Area of Land 8 Kanal 16 Marla 46 sqft = 8.810 Kanals Karachi Factory: Company proposes to sale its Karachi Factory - Land, Building, and Plant & Machinery located Plot No. 22 & Plot No. 21, DEH Manghopir, Tapo Manghopir, Taluka Karachi (West) Karachi.

		Total Area of the Land is 26 Acres
b)	Acquisition date of the assets;	Lahore Office: Purchased by the Company in the year 1976 Karachi Factory: Purchased by the Company in the year 1968
c)	Cost;	Lahore Office: Land Rs. 180.60 million Building Rs. 1.616 million Karachi Factory Land Rs. 0.389 million Building Rs. 69.42 million Plant & Machinery Rs. 752.80 million
d)	Revalued amount and date of revaluation (if applicable);	Lahore Office: Land Rs. 355.70 million dated:25.9.2020 Building Rs. 3.12 million dated:25.9.2020 As per valuation report of M/s. Asif Associates (Pvt) Ltd. As per valuation report of M/s. Oceanic Surveyors (Pvt) Ltd. Karachi Factory: Land Rs. 936 million dated:23.04.2019 Building Rs. 238 million dated:23.04.2019 Plant & Machinery Rs. 695.70 million dated: 20.09.2021 As per valuation report of M/s. Oceanic Surveyors (Pvt) Ltd.
e)	Book value;	Lahore Office: Land Rs. 355 million Building Rs. 3.00 million Karachi Factory: Land Rs. 646.81 million Building Rs. 2.99 million Plant & Machinery Rs. 104.05 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	N/a

	important terms and conditions of the lease;	
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.	Lahore Office: The Property is an Industrial plot measuring 8 Kanal 16 Marla 46 sqft = 8.810 Kanals. and is situated at plot No. 36-37/N. Industrial Area, Jinnah Park, Gulberg -II, Lahore. Karachi Factory: The Property is an Industrial plot measuring 26 Acres and is situated at Plot No. 22 & Plot No. 21, DEH Manghopir, Tapo Manghopir, Taluka Karachi (West) Karachi.
b)	The proposed manner of disposal of the said assets.	The Properties 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 a buyer(s) willing to pay the fair market value of the Properties and Plant & Machineries and completing the transactions 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 or disposal of assets along with following details:	
a)	Utilization of the proceeds received from the transactions;	The proceeds will be utilized for repayments of loans of the Company, and Other Creditors. Consequently, the financial cost will be substantially 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 of other profitable business avenues.
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 led 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 and Plant & Machineries 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 transactions.

Expected time of completion of the transactions

It is expected that transactions will be completed by **April 2023**.

*** **