PSX

PAKISTAN STOCK EXCHANGE LIMITED
(formerly: Karachi Stock Exchange Limited)

PSX/N-3558 **NOTICE** **June 08, 2016**

Reproduced hereunder letter received from **SERVICE FABRICS LIMITED,** for information of all TREC Holders of the Pakistan Stock Exchange.
(Copy of the same is also available on our Website www.psx.com.pk).
****

سروس فیبرکس لمیٹڈ

اطلاع برائے غیر معمولی عام اجلاس

بذریعہ نوٹس ہذا مطلع کیا جاتا ہے کہ سروس فیبرکس لمیٹڈ کے شراکت داران کا غیر معمولی اجلاس عام 29 جون 2016 کو دن 10 بجے ادارے کے رجسٹرڈ دفتر واقع 38 ایمپریس روڈ، لاہور میں منعقد ہوگا جس میں درج ذیل کارروائی عمل میں لائی جائے گی۔

Ordinary Business:

1. To confirm the minutes of last Annual General Meeting held on October 30, 2015;

Special Business:

2. **To consider and if thought fit, approve the increase in Authorized Share Capital of the Company and to pass the following Special Resolutions with or without modifications**
"RESOLVED THAT the Authorized Capital of the Company be and is hereby increased from Rs.160,000,000/- divided into 16,000,000 ordinary shares of Rs.10/- each to Rs 500,000,000/- divided into 50,000,000 ordinary shares of Rs.10/- each and the words and figures in Clause V of the Memorandum of Association of the Company be and are hereby amended accordingly."
"RESOLVED FURTHER THAT the Chief Executive or any one Director and/or the Company Secretary of the Company be and hereby authorized singly to complete all the necessary corporate and legal formalities in respect of the above."
3. **To consider the change of name of the Company from "Service Fabrics Limited" to "Armada Regal Limited" and if thought fit by the shareholders to pass with or without modification(s) the following resolution, as Special Resolution**
"RESOLVED THAT, subject to approval of the Registrar as may be required, the name of the Company be and is hereby approved to be changed from "Service Fabrics limited" to "Armada Regal Limited".
FURTHER RESOLVED THAT, subject to approval of the Registrar as may be required, Clause 1 of the Memorandum of Association be and is hereby amended and replaced by the following new paragraph:
"The name of the Company is Armada Regal Limited".
4. **To consider the change of Office of the Company from province of Punjab to Islamabad Capital Territory and if thought fit by the shareholders to pass with or without modification(s) the following resolution, as Special Resolution**
FURTHER RESOLVED THAT, subject to approval of the Registrar as may be required, Clause II of the Memorandum of Association be and is hereby amended and replaced by the following new paragraph:
"The registered office of the company will be situated in Islamabad Capital Territory".
5. **To consider acquisition of majority controlling shares of HK Securities (Pvt) Ltd and if thought fit by the shareholders to pass with or without modification(s) the following resolution, as Special Resolution**
FURTHER RESOLVED THAT, subject to approval of shareholders as may be required, majority controlling shares of HK Securities (Pvt) Ltd be acquired and hereby approved.
6. **To consider amendment and replacement of sub clauses (1) (2) (3) (4) (5) (6) (7) Clause III of the Memorandum of Association and Article 2 (C), Article 15 and Article 47 of the article of association of the company and if thought fit by the shareholders to pass with or without modification(s) the following resolution, as Special Resolution.**
FURTHER RESOLVED THAT, subject to approval of the Registrar as may be required, sub clauses (1) (2) (3) (4) (5) (6) (7) Clause III of the Memorandum of Association be and is hereby amended and replaced by the following new sub clauses:
(1) To carry on the business of buyers, sellers, traders, importers, exporters, manufacturers, processors, commission agents, distributors, dealers and representatives in any legal form for all kinds of food and beverages including but not limited to fruits, vegetables, confectionery, infant nutrition, clinical nutrition, performance nutrition, cereals, coffee, tea, wheat, flour, food grains, pulses, cereals, rice, spices, sugar, sugar products, vegetable ghee, edible oil, cooking oil, mineral oil, cocoa based and other food products.
(2) To acquire, process, package, sell, import, export, preserve, deep freeze and otherwise deal in aerated, mineral and artificial waters and all kinds of beverages, non alcoholic drinks, syrups, juices, soft drinks, squashes, jams, murabbas, milk and all types of dairy products, ice cream, meat, live cattle and sheep, fish, prawns, shrimps, poultry, eggs and in all branches of such respective trades or business.
(3) To manufacture, prepare, refine, deodorize and hydrogenate all kinds of cooking oil i.e. palm oil, groundnut oil, cottonseed oil, rapeseed oil, linseed, olive, Tung, walnut, coconut, corn oil and seeds of all kinds and different vitamins vegetable cooking oil etc. and other allied products and by-products like soap, glycerin etc of every type and description and to set up, install, own, manage, operate and run vegetable Oil Mills and plants for this purpose.
(4) To set up seed filtering, seed crushing, oil extraction and refining plants and to extract oil by mechanical or chemical process from cottonseed, sunflower seed, canola, soya bean, mustard, castor seed, peanut and all other oil producing substances and preparing by-products (soap, oil cakes and all kinds of feeds etc.) doing all such other things as are incidental or conducive to the attainment of above object.
(5) To carry on the business of manufacturers, producers, importers, exporters, dealers, distributors, agents, wholesale and retail dealers of all kinds of medicines, drugs, chemicals, perfumery, toilet requisites, pharmaceuticals and especially injectables, veterinary medicines and dentistry medicines for the health care of human beings as well as animals.
(6) To carry on the business of manufacturers of and dealers in anatomical, orthopedic and surgical appliances of all kinds, vialling, bottling, packing, repacking and processing of capsules, syrups, tablets, injectables and ointment and to carry on the business as providers of all requisites for hospitals, patients, invalids, fowls, veterinary hospitals, hatcheries and poultry farm.
(7) To carry on the business of the development of land for residential and commercial projects and Farm houses and other schemes both in urban and rural areas, planning and construction of commercial markets or multistoried buildings including offices, shopping centers, both inside and out side Pakistan with the permission of concerned authorities and subject to compliance with all relevant laws/rules.
FURTHER RESOLVED THAT, in the Articles of Association of the Company, in Article 2(C), Article 15 and Article 47 or wherever applicable "Service Fabrics Limited" be substituted and replaced with "Armada Regal Limited".
FURTHER RESOLVED THAT, the CEO and Secretary of the Company be and is hereby authorized to all acts, deeds and things as may deem necessary in this regard."

Other Business:

5. To transact any other business with the permission of the Chair.

نوٹس:

(1) کمپنی کی حصص منتقلی کی کتابیں جون 22، 2016 سے جون 29، 2016 (بشمول دونوں دنوں کے) بند رہیں گی۔ جون 22، 2016 کو کاروباری وقت کے اختتام تک ہمارے رجسٹرار کے دفتر 38 ایمپریس روڈ، لاہور میں موصول ہونے والے منتقلی کے کیسوں کو بروقت تصور کیا جائے گا۔

(2) غیر معمولی اجلاس میں شرکت کرنے اور ووٹ دینے کا اہل کمپنی کا رکن اجلاس میں اپنی جگہ حاضر ہونے اور ووٹ دینے کے لئے اپنی بجائے کسی پراکسی کو مقرر کر سکتا/سکتی ہے۔ پراکسی اجلاس منعقد ہونے کے وقت سے کم از کم 48 گھنٹے قبل کمپنی کے رجسٹرڈ دفتر میں جمع کروانا لازم ہے۔ کسی پراکسی کے لئے کمپنی کا رکن ہونے کی ضرورت نہیں ہے۔ پراکسی اپنی شناخت ثابت کرنے کے لئے اپنا اصل CNIC یا پاسپورٹ پیش کرے گا/گی۔

(3) سنٹرل ڈیپازٹری کمپنی کا کوئی بھی انفرادی استفادی مالک، جو اس اجلاس میں ووٹ دینے کا حق رکھتا/رکھتی ہے اس پر اپنی شناخت کروانے کے لئے اپنے ساتھ اپنا کمپیوٹرائزڈ قومی شناختی کارڈ ("CNIC") ہمراہ لانا لازم ہوگا اور پراکسی کی صورت میں ان کے لئے اپنے CNIC کی مصدقہ کاپی لف کرنا لازم ہوگا۔ کارپوریٹ اداروں کے نمائندوں کو اپنے ہمراہ اس مقصد کے لئے سیکورٹیز اینڈ ایکس چینج کمیشن کی جانب سے مورخہ 26 جنوری، 2000 کو جاری کردہ سرکلر نمبر 1 کے تحت درکار بورڈ آف ڈائریکٹرز کی قرارداد/ مختار نامہ اور/ یا تمام ایسی دستاویزات لانی چاہئیں۔

(4) پتے میں تبدیلی، اگر کوئی ہے، تو اس کی اطلاع فوری طور پر کمپنی کے درج بالا حصص رجسٹرار کو دینی چاہیئے۔

(5) وہ ارکان جنہوں نے اب تک اپنے کمپیوٹرائزڈ قومی شناختی کارڈز کی فوٹو کاپیاں ہماری کمپنی کے رجسٹرار کو پیش نہیں کی ہیں ان سے درخواست کی جاتی ہے کہ وہ جلد سے جلد یہ کاپیاں بھجوا دیں۔

(6) CDC اکاؤنٹ/ ذیلی اکاؤنٹ رکھنے والوں سے درخواست کی جاتی ہے کہ وہ سالانہ عام اجلاس میں شرکت کے موقع پر اپنے کمپیوٹرائزڈ قومی شناختی کارڈ اور متعلقہ حصص داران کی شناخت میں سہولت کے لئے شرکاء کے شناختی نمبر اور ان کے اکاؤنٹ نمبرز اپنے ہمراہ لے کر آئیں۔ کارپوریٹ کمپنی ہونے کی صورت میں، اجلاس کے موقع پر بورڈ آف ڈائریکٹرز کی قرارداد/ مختار نامہ جس پر دستخط کا نمونہ موجود ہو، ساتھ لائیں۔

(7) ارکان سے درخواست کی جاتی ہے کہ اگر ان کے پتے میں کوئی تبدیلی واقع ہوئی ہے تو اس کی اطلاع فوری طور پر کمپنی کے رجسٹرار کو پہنچائیں۔

EXPLANATORY STATEMENT ACCOMPANYING NOTICE TO THE MEMBERS UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE, 1984

The accompanying copy of the notice is for the purpose of convening the meeting of the members for passing of the Special Resolutions specified in the notice. The material facts relating to the Special Resolutions are as follows:

1) INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY

In order to issue further shares, it is necessary to increase the Authorized Share Capital of the Company. As per recommendations of the Board of Directors, the Authorized Share Capital of the Company is to be increased from Rs. 160,000,000/- to Rs.500,000,000/-. This increase in capital will also necessitate amendments in clause V of the Memorandum of Association of the Company accordingly and after the proposed amendment will be read as under:

Clause V of the Memorandum of Association of the Company

The authorized capital of the Company is Rs 160,000,000/= (Rupees One hundred and Sixty million only) divided into 16,000,000 (Sixteen million) ordinary shares of Rs 10/- each. The Company shall have the powers to increase, reduce or reorganize the capital of the Company and divide shares in the capital for the time being into several classes in accordance with the provisions of the Company Ordinance, 1984."

2) CHANGE OF NAME OF THE COMPANY

As the management of Service Fabrics Limited has been changed, scope of business is also going to be changed, Board of Directors of the Company is in the view that the name of the Company should be changed. Therefore, the Board of Directors of the Company seeks approval for proposed change of name.

3) CHANGE OF OFFICE ADDRESS OF THE COMPANY

As the management of Service Fabrics Limited has been changed, the Board of Directors of the Company is in the view that the office of the Company should be changed from Province of Punjab to Islamabad Capital Territory to administer better control over company affairs. Therefore, the Board of Directors of the Company seeks approval for proposed change of Registered Office Address.

4) ACQUISTION OF HK SECURITES (PVT) LTD

Board of Directors intends to acquire majority controlling shares in HK Securities (Pvt) Ltd which is an Islamabad based Corporate TREC Holder of the Pakistan Stock Exchange Limited (PSX). Therefore, the Board of Directors of the Company seeks approval for proposed acquisition.

5) CHANGE IN OBJECTS CLAUSES OF THE COMPANY

The newly elected directors have decided to revive the operations by restructuring its entire business towards production food items, cooking oil, manufacturing of pharma and development of residential and commercial land projects. New line of business requires addition/ replacement of above mentioned clauses in Memorandum.

INSPECTION OF DOCUMENTS

Copies of statement u/s 160(1)(b) of the Companies Ordinance, 1984, recent annual/quarterly accounts along with all published or otherwise required accounts of all prior periods of the Company along with financial projections of the Company, Memorandum and Articles of Association of the Company and any other related information of the Company may be inspected/procured during the business hours on any working day at Office 38- Empress road, Lahore from the date of publication of this notice till the conclusion of the Extra Ordinary General Meeting.

INTEREST OF THE DIRECTORS AND THEIR RELATIVES

The Directors of the Company and their relatives (if any) are interested to the extent of their shareholdings which may also be inspected during the business hours on any working day at the Office 38-Empress road, Lahore from the date of publication of this notice till the conclusion of the Extra Ordinary General Meeting.