

CS-26PSX/EOGM AFT/2021-2022
April 27, 2022

SECRETARY
PAKISTAN STOCK EXCHANGE LIMITED
STOCK EXCHANGE ROAD
KARACHI

**SUB: NEWSPAPERS CONTAINING NOTICE OF EXTRAORDINARY
GENERAL MEETING OF DADEX ETERNIT LTD.**

**SUB REF: EOGM ON MAY 17, 2022, 11:00 AM AT THE REGISTERED OFFICE
OF THE COMPANY, DADEX HOUSE; 34-A/1, BLOCK-6 PECHS
KARACHI**

Dear Sir,

Please refer our earlier letter No. CS-15/DEL/PSX/B-NOTC/2021-2022 dated: April 12, 2022, on the cited subject. In this regard enclosed please find herewith 03 copies of each English / Urdu News Paper in which the Notice of EOGM of the Company has been published.

Thanking you,

Yours faithfully,

For Dadex Eternit Ltd.


(FAISAL SAEED KHAN)
COMPANY SECRETARY
Encl: a/a

DADEX

DADEX ETERNIT LIMITED

NOTICE

EXTRAORDINARY GENERAL MEETING (EOGM) DADEX ETERNIT LIMITED

NOTICE is hereby given that the Extraordinary General Meeting (EOGM) of the shareholders of Dadek Eternit Ltd., will be held on day **Tuesday, May 17, 2022, 11:00 a.m.** at the Registered Office at Dadek House, 34-A/1 Block 6, P.E.C.H.S. 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 Dadek 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. 36-37N, Industrial Area, Jinnah Park, Guberg II, Lahore, and also consider to approve the sale of Karachi Factory with Land, Building, and Plant & Machinery located at DEH # 21-22, Mangroor, Karachi 75800. 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. 36-37N, Industrial Area, Jinnah Park, Guberg II, Lahore comprised of hatched land, building on hatched land and also approve the sale of Karachi Factory Land, Building and Plant & Machinery located at DEH # 21-22, Mangroor, Karachi 75800.

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:

- 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";
- selling the "Properties and Assets sale" to any individual, firm(s), partnership, bank(s) or private/public limited companies or organizations or to any other person and, for that purpose, negotiating with financial institutions for availing line of credit against assets if any, existing, its or its agreement to sell, sale deed or any other agreement with the buyers or any other person, receiving the sale consideration, executing, presenting and signing any sale deed, conveyance deed and/or transfer documents in favor of the buyers; or another person to effect the "Properties and Assets sale" in favor of the buyers; or any other person by representing the same before all parties & authorities concerned and signing execution thereof;
- 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
- generally performing and ensuring 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 Person(s)"), 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 in connection with or incidental to 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 SEC/PSE 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 approved 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, annual accounts, 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 and not be 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, JMWFS Registrar Services Pvt. Limited, 407-408, A-Phase Centre, Shahrah-e-Faisal, Sukkur 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, Dadek House, 34-A/1 Block 6, P.E.C.H.S. Shahrah-e-Faisal, Karachi, 75400 not less than 48 hours before the meeting. Any 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 signed by the Chairman and/or CEO 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, 2020, 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, allowed copies of beneficial owner's CNIC or Passport, Account and Participant's ID numbers must be deposited along with the form of proxy. In case of proxy for non-residential 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 and 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 considered 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 152(2) of the Companies Act, 2017, if the Company receives consent from members holding aggregate 10% or more shareholding residing in geographical location to participate in the meeting through video conference facility at least 10 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:

I / We _____ of _____ being a shareholder of The Dadek 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 Dadek 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 of Lahore office Land and Building situated at Plot No. 36-37N, Industrial Area, Jinnah Park, Guberg II, Lahore. Total area of Land 8 Kanal 16 Marla 45 sqt equals 8.810 Kanals, and Karachi Factory with Land, Building including Plant & Machinery located at the Factory at DEH # 21-22, Mangroor, Karachi 75800. Total area of the Karachi Factory is 26 Acres. 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 423/2019 dated April 03, 2019)

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 (3) (2)18 dated April 3, 2019 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
(a)	Description/Name of assets:	Lahore Office: Company proposes to sell its Lahore office situated at Plot No. 36-37N, Industrial Area, Jinnah Park, Guberg II, Lahore. Total Area of Land: 8 Kanal 16 Marla 45 sqt = 8.810 Kanals Karachi Factory: Company proposes to sell its Karachi Factory - Land, Building, and Plant & Machinery located Plot No. 22 & Plot No. 21, DEH Mangroor, 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. 180.80 million Building Rs. 1.616 million Karachi Factory: Land Rs. 0.389 million Building Rs. 68.42 million Plant & Machinery Rs. 752.57 million
(d)	Revalued amount and date of revaluation (if applicable):	Lahore Office: Land Rs. 355.70 million dated: 25.9.2022 Building Rs. 3.12 million dated: 25.9.2022 As per valuation report of M/s. Araf Associates (Pvt) Ltd. Karachi Factory: Land Rs. 656 million dated: 23.04.2019 Building Rs. 228 million dated: 23.04.2019 Plant & Machinery Rs. 696.77 million dated: 20.06.2021 As per valuation report of M/s. Crescent Surveys (Pvt) Ltd.
(e)	Book value:	Lahore Office: Land Rs. 555 million Building Rs. 0.10 million Karachi Factory: Land Rs. 648.81 million Building Rs. 2.98 million Plant & Machinery Rs. 944.05 million
(f)	Approximate current market price/profit 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, terms, lease rentals, payment rate, mode/basis of determination of lease rentals, and other important terms and conditions of the lease:	N/A
(i)	Additional information in case of disposal of and:	
(i)	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 45 sqt = 8.810 Kanals and is situated at Plot No. 36-37N, Industrial Area, Jinnah Park, Guberg II, Lahore. Karachi Factory: The Property is an industrial plot measuring 26 Acres and is situated at Plot No. 22 & Plot No. 21, DEH Mangroor, Taluka Karachi (West) Karachi.
(j)	The proposed manner of disposal of the said assets:	The Properties be disposed through negotiations with the buyers through person(s) authorized by the Board of Directors in a way that is most beneficial for the shareholders and the Company.
(k)	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 & Machines 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.
(l)	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 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 and Plant & Machines 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 this 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

BUSINESS
RECORDER

Founded by M.A. Zahedi

www.brecorder.com



Karachi, Monday 25 April 2022,

23 Ramanam 1443

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