

ICC Textiles Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 31st Annual General Meeting of the Company will be held at the registered office of the Company, 242-A, Anand Road, Upper Mall, Lahore on Monday January 27, 2020 at 11:00 AM to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of 30th Annual General Meeting held on November 27, 2018.
2. To receive consider and adopt the audited financial statements of the Company for the year ended 30th June 2019 together with the Directors and Auditors Report thereon.
3. To appoint statutory auditors for the year ending 30th June 2020 and to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if deemed fit, to pass the following resolution(s) as special resolution(s), with or without any modification, in terms of section 183(3)(a) of the Companies Act, 2017.
 - I. Resolved that "Principal line of business of the Company shall be to provide facilities for storage on proprietary as well as rental basis and to undertake real estate development including investment, construction, purchase, sale, lease and disposal of real estate assets."
 - Further Resolved that "object clauses No. 1 to 4 be substituted by new clauses as shown in annexure to the notice and all subsequent clauses be deleted."
 - II. Resolved that "the Company may change its name and adopt new name as "ICC Industries Limited" subject to the approval of SECP."
 - III. Resolved that "new Articles of Association of the Company as provided in the Companies Act, 2017, be and are hereby adopted to replace the existing Articles of Association so as to comply with Companies Act, 2017, SECP Regulations and PSX Regulations."
 - IV. Further Resolved that "Mr. Javaid S. Siddiqi, Chief Executive, Mr. Salman Javaid Siddiqi, director and Mr. Javed Rashid, Chief financial Officer of the company be and are hereby authorized severally and jointly empowered for the purpose, to take or cause to be taken any and all actions necessary and make necessary filings and complete legal formalities as may be required to implement these resolutions".
5. To transact any other business with the permission of the Chair.

Statement of Material Facts under Section 134(3) of the Companies Act, 2017 is being dispatched to the shareholders along with the notice.

Lahore
Date: 06 January, 2020

By Order of the Board

Company Secretary

NOTES:

1. The members register will remain closed from 21 January 2020 to 27 January 2020 (both days inclusive). Transfers received at Share Registrar Office, Corplink (Private) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore by the close of business on 20 January 2020 will be entertained.
2. A member eligible to attend and vote at this meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the registered office not later than 48 hours before the time for holding meeting.
3. Any individual Beneficial Owner of CDC, entitled to attend and vote at this meeting, must bring his/her original CNIC or Passport, Account and participant's I.D numbers, to prove his/her identity, and in case of proxy must enclose and attested copy of his/her CNIC or Passport. Representatives of corporate members should bring the usual documents required for such purpose. The account/sub account holders of CDC will further have to follow the guidelines as laid down in Circular No.1 of 2000 dated January 26, 2000 issued by Securities & Exchange Commission of Pakistan
4. Pursuant to Section 132(2) of the Companies Act 2017, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, to participate in the meeting through video conference at least 7 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.

5. In accordance with the provisions of section 223 and 237 of the Companies Act, 2017, the audited financial statements of the Company for the year ended on June 30, 2019 are available on the Company's website (www.icctextiles.com.pk).
6. Shareholders are requested to immediately notify the change in address, if any to the Company's Share Registrar M/s Corplink (Pvt.) Limited Wings Arcade, 1-K, Commercial, Model Town, Lahore.
7. All shareholders who had not yet submitted the valid copies of CNIC, NTN certificate(s) and IBAN are requested to send the same to the Share Registrar. Shareholders of the Company who holds shares in scrip-less form on Central Depository Company of Pakistan Ltd. (CDC) are requested to update their IBAN details directly to their CDC participant (brokers)/CDC Investor Account Services.
8. Proxy Form attached with Notice dispatched to the members.

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

Change of Principal Line of Business along with name of the Company and Adoption of Memorandum and Articles of Association as prescribed in the Companies Act, 2017.

The textile industry had passed through severe financial crises during the past many years and ICC Textiles had to suspend its production process in 2016 as running the mills was causing heavy financial losses due to non availability of industrial gas connection for setting up a captive power project which was essential for continuous & cheaper power supply and difficult market conditions for textile business. Thus, directors had approved a plan to consolidate the company's resources by repaying the banks borrowings through sponsor's loans and sale of inefficient looms and allied equipment, which were no more financially viable and were causing losses. It was also decided to focus on renting out precious vacant factory buildings and open land to generate revenue. The plan has been almost fully implemented i.e. bank borrowings have been fully paid and company has rented out substantial portion of its mills premises to generate revenue. We are cautiously maintaining a close watch on the Textile business environment. While the present government regime has taken positive steps to revive this important sector, it has not yet achieved a stable consistent viability status. Hence, we do not consider resuming our existing principal line of business for the time being.

Moreover, Real Estate Development is one of the priorities of the government and accordingly it is facilitating the same. CPEC project is also acting as a catalyst for this sector and it seems to have better future prospects. The Company has huge covered area and land situated at Sundar, Lahore already earning rental income which is expected to grow due to the available surplus covered area. Hence, the Board of Directors of the Company in their meeting held on January 6, 2020, after due consideration have recommended that:

1. The Company shall adopt a new line of business which should be considered as the principal line of business so as to provide facilities for storage on proprietary as well as rental basis and to undertake real estate development including investment, construction, purchase, sale, lease and disposal of real estate assets.
2. To reflect the new line of business the Board has further proposed that name of the Company be changed to "ICC Industries Limited" subject to the approval of SECP.
3. In order to comply with the provisions of the Companies Act, 2017, SECP Regulations and PSX Regulations, existing Articles of Association of the Company need comprehensive changes. Therefore, it has been proposed to adopt new Articles of Association as provided in the Companies Act, 2017 to meet various requirements.

It is proposed to place the following special resolutions as mentioned at Agenda No. I, II, III & IV of Special Business above for approval of members in the AGM.

- (I) Resolved that "Principal line of business of the Company shall be to provide facilities for storage on proprietary as well as rental basis and to undertake real estate development including investment, construction, purchase, sale, lease and disposal of real estate assets."

Further Resolved that "object clauses No. 1 to 4 be substituted by new clauses as shown in annexure to the notice and all subsequent clauses be deleted."
- (II) Resolved that "the Company may change its name and adopt new name as ICC Industries Limited" subject to the approval of SECP.
- (III) Resolved that "new Articles of Association of the Company as provided in the Companies Act, 2017, be and are hereby adopted to replace the existing Articles of Association so as to comply with Companies Act, 2017, SECP Regulations and PSX Regulations."
- (IV) Further Resolved that "Mr. Javaid S. Siddiqi, Chief Executive, Mr. Salman Javaid Siddiqi, Director and Mr. Javed Rashid, Chief financial Officer of the company be and are hereby authorized severally and jointly empowered for the purpose, to take or cause to be taken any and all actions necessary and make necessary filings and complete legal formalities as may be required to implement these resolutions".

Existing and amended copies of the Memorandum of Association and Articles of Association have been kept at the registered office of the company which can be inspected on any working day during usual business hours till the date of meeting. These documents will also be available for inspection at the meeting.

The directors, sponsors, majority shareholders and their relatives are not interested directly or indirectly, in the above business except to the extent of shares that are held by them in the Company.

Company Secretary
ANNEXURE

SUBSTITUTION OF OBJECT CLAUSES

S.NO.	PRESENT CLAUSE	NEW CLAUSE
I	The name of the Company is ICC Textiles Limited	The name of the Company is “ICC Industries Limited”
III (1).	To carry on the business of spinners, weavers, knitters, manufacturers, ginners, packers and balers of cotton, jute, hemp, silk, wool and any other fibrous material synthetic or natural and cultivation thereof and the business of weaving, finishing, knitting or otherwise manufacturing, bleaching, printing and selling yarn, cloth, linen, hosiery and other goods or merchandise made thereof, and generally to carry on the business of cotton spinners and doublers, linen manufacturers, cotton flax, hemp, jute, silk, artificial silk, wool, yarn and cloth merchants, bleachers and dyers, makers of vitriol, bleaching and dyeing materials and to transact all manufacturing or curing and preparing process and mercantile business that may be necessary or expedient and to purchase and vend raw materials and manufactured articles.	The principal line of business of the Company shall be to provide facilities for storage on proprietary as well as rental basis and to undertake real estate development including investment, construction, purchase, sale, lease and disposal of real estate assets.
III (1A)	To carry on the business of food processing, cold storage, power generation & systems, real estate, investment in shares and stocks and renting out vacant buildings and / or open area of the company’s premises.	
III (2).	To erect, maintain, alter, extend and purchase plant and machinery for the purpose of the company.	Except for the businesses mentioned in sub-clause (iii) hereunder, the company may engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.
III (3).	To sell or dispose off machinery materials and all articles and things belonging to the company and also all the products thereof either for cash or on credit and either for immediate or future delivery and to send the same for sale to any place that may be deemed expedient.	Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Mutual Fund, Leasing, Investment Company, Investment Advisor, Real Estate Investment Trust management company, Housing Finance Company, Venture Capital Company, Discounting Services, Microfinance or Microcredit business), Insurance Business, <i>Modaraba</i> management company, Stock Brokerage business, forex, managing agency, business of providing the services of security guards or any other business restricted under any law for the time being in force or as may be specified by the Commission.
III (4).	To borrow or raise funds by means of loans or secure the payment of money from shareholders, directors, commercial banks and government approved agencies in such manner as the company shall think fit for its manufacturing, trading and allied business and in particular by the issue of debentures, or debenture-stock, perpetual or otherwise charged upon all or any of the company’s property and other assets both present and future and to purchase, redeem, or pay off any such securities, but not to act as an investment, finance or a banking company.	It is hereby undertaken that the company shall not: (a) engage in any of the business mentioned in sub-clause (iii) above or any unlawful operation; (b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business; (c) engage in any of the permissible business unless the requisite approval, permission, consent or licence is obtained from competent authority as may be required under any law for the time being in force.

NOTE: Object clauses No. III (5) to III (23) shall stand deleted.