



# INDUS DYEING & MANUFACTURING CO. LIMITED

May 31, 2023

**The General Manager**  
Pakistan Stock Exchange Limited,  
Stock Exchange Building,  
Stock Exchange Road,  
Karachi.

**SUBJECT: DECISION OF EMERGENT BOARD MEETING**

Dear Sir,

We would like to inform you that the Board of Directors in its Emergent Meeting held on Wednesday, **May 31, 2023** at the Registered Office of the Company situated at 508, 5<sup>th</sup> Floor, Beaumont Plaza, Beaumont Road, Civil Lines Quarters, Karachi at 02:30 p.m. have proposed to increase the Authorized Capital of the Company.

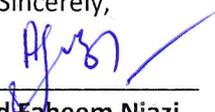
The Company had issued a Notice on May 24, 2023 of an Extraordinary General Meeting (EOGM) scheduled to be held on June 15, 2023, which was dispatched to the shareholders on May 25, 2023 in compliance with 21 days' notice period. However, subsequent to an Emergent Meeting of the Board of Directors an addendum to the above Notice is being issued including an Agenda for seeking shareholders' approval to increase the Authorized Capital of the Company at the EOGM.

The dates of Book Closure and any entitlement remain unchanged. Register of Members and the Share Transfer Books of the Company shall remain closed from **June 09, 2023 to June 15, 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 08, 2023**, will be considered in time to determine the entitlement and to attend and vote at the Meeting.

The Addendum to Notice containing Special Resolutions is annexed with this letter prior to its dissemination to the shareholders. Furthermore, the Notice of addendum shall be published in English and Urdu newspapers and a hard copy of the same shall also be furnished to the Exchange along with uploading the same through PUCARS.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours Sincerely,

  
\_\_\_\_\_  
**Ahmed Faheem Niazi**  
Company Secretary

Encl: As above.

**C.C to: The Executive Director / HOD**  
Enforcement Department,  
Securities & Exchange Commission of Pakistan,  
NIC Building, 63 Jinnah Avenue,  
Islamabad.

**5th Floor, Office No.508, Beaumont Plaza, Beaumont Road, Civil Lines Quarters, Karachi-75530, Pakistan.**

**Tel # (92-21) 111-404-404 & 35693641 to 35693660(20 Lines). Fax # (92-21) 35693593 & 35693594**

**E-mail: info@indus-group.com & indus@khi.comsats.net.pk**

**Web Site : www.indus-group.com**



# INDUS DYEING & MANUFACTURING CO. LIMITED

## Addendum to Notice

### Indus Dyeing & Manufacturing Company Limited

**Addendum to the Notice of Extraordinary General Meeting of Indus Dyeing & Manufacturing Company Limited ("the Company") to be held on June 15, 2023 at 04:00 p.m. at Plot No.25, Korangi Industrial Area, Karachi.**

The Board of Directors have recommended the following resolutions as Special Resolutions for the approval of the shareholders of the Company:

#### **Agenda Item No.03**

#### **SPECIAL BUSINESS**

To consider and, if thought fit, pass with or without modification, the following Special Resolutions related to the increase in authorized capital of the Company, subject to the approval of the shareholders of the Company:

#### **Special Resolutions:**

**RESOLVED** that the Authorised Capital of the Company be and is hereby increased from Rs.1,000,000,000/- (Rupees One Billion Only) to Rs.25,000,000,000/- (Rupees Twenty Five Billion Only).

**FURTHER RESOLVED THAT**, as a consequence of the said increase in the authorized share capital of the Company, the existing Clause V of the Memorandum of Association and Article 5 of Articles of Association of the Company be and is hereby replaced/substituted accordingly to read as follows:

#### **CLAUSE V OF MEMORANDUM OF ASSOCIATION**

The Authorized Share Capital of the Company is Rs.25,000,000,000/- (Rupees Twenty Five Billion) divided into =2,500,000,000= (Twenty Five Hundred Million) Ordinary Shares of Rs.10/- each with powers to the Company to increase, reduce, sub-divide consolidate or reorganize the Capital of the company and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017 and related Rules and Regulations.

#### **ARTICLE 5 OF ARTICLES OF ASSOCIATION**

The Authorized share Capital of the Company is Rs.25,000,000,000/- (Rupees Twenty Five Billion) divided into =2,500,000,000= (Twenty Five Hundred Million) Ordinary shares of Rs.10/- each with powers to the Company to increase reduce, sub-divide consolidate or reorganize the Capital of the Company and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017 and related Rules and Regulations.

**RESOLVED FURTHER** that the Chief Executive or Director or Company Secretary be and is hereby authorised to do all acts to effect the Special Resolution and appoint Consultant(s) for the purpose of alteration to be made in the Share Capital Clause of the Memorandum and Articles of Association of the Company and authorise them to comply with all the necessary requirements of the law in this behalf.

A Statement under section 134(3) of the Companies Act, 2017 is attached herewith pertaining to the Special Resolutions and is being sent to the shareholders with this Addendum to the EOGM.

**Other Agenda Items mentioned in the Notice of the Extraordinary General Meeting published on May 26, 2023 remain Unchanged.**

Karachi.

Dated: May 31, 2023

By order of the Board

(Ahmed Faheem Niazi)  
Company Secretary

**5th Floor, Office No.508, Beaumont Plaza, Beaumont Road, Civil Lines Quarters, Karachi-75530, Pakistan.**

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## Statement under section 134(3) of the Companies Act, 2017

This statement sets out the material facts concerning the special business to be transacted at the Extraordinary General Meeting of the Company to be held on **June 15, 2023**.

### **Item 3 of the Agenda**

In order to cater for future Increase in the Issued and paid share Capital of the Company / issuance of shares, the authorized share capital of the Company needs to be enhanced.

In the light of the same and for future potential issuance of shares, the Board of Directors has resolved (subject to obtaining the approval of the shareholders of the Company) that the Authorized share capital of the Company be increased from Rs. 1,000,000,000/- (Pak Rupees One Billion) divided into 100,000,000 (One Hundred Million) Ordinary Shares of Rs. 10 each to Rs. 25,000,000,000/- (Pak Rupees Twenty Five Billion) divided into 2,500,000,000 (Twenty Five Hundred Million) Ordinary Shares of Rs.10 each. Accordingly the amount of increase in authorized share capital of the Company will be equal to Rs.24,000,000,000 (Pak Rupees Twenty Four Billion Only) comprising 2,400,000,000 Ordinary Shares of Rs.10/- each.

For the purpose of the same, corresponding amendments are required to be made to the Memorandum & Article of Association of the Company to reflect the increase in the authorized share capital of the Company, as detailed in the proposed resolutions appearing in the notice of the Extra Ordinary General Meeting.

The above requires the approval of the shareholders / members of the Company, through Special Resolutions, in accordance with Article 5 of the Article of Association of the Company read with section 85 of the Companies Act, 2017.

The Board of Directors of the Company has confirmed that the requisite alterations to the Memorandum and Articles of Association of the Company are in line with the applicable provisions of the law and regulatory framework.

The Directors of the Company have no personal interest in the Resolutions except in their capacity as shareholders of the Company to the extent of their respective shareholding.

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