

**ICC TEXTILES LIMITED**  
**Notice of Extraordinary General Meeting**

Notice is hereby given that an Extraordinary General Meeting of ICC Textiles Limited will be held at Company's Registered Office at 242-A, Anand Road, Upper Mall, Lahore on Saturday, July 16, 2016 at 11.00 a.m. to transact the following business:

**Ordinary**

1. To confirm the minutes of the 27th Annual General Meeting held on October 31, 2015.

**Special Business:**

2. To consider and approve the disposal of assets comprising old air-jet looms with back process equipment by passing the following resolutions, as ordinary resolutions, with or without modification, addition or deletion in terms of Section 196 (3) (a) of the Companies Ordinance, 1984:

*"Resolved that approval of the members of the Company be and is hereby accorded in terms of Section 196 (3) (a) of the Companies Ordinance, 1984 to authorize the disposal of assets comprising old air-jet looms with back process equipment, details whereof is contained in the statement of material facts.*

*"FURTHER RESOLVED THAT Mr. Javaid S. Siddiqi, director of the company be and is hereby authorized and empowered to sell the machinery in such lot or lots and in such manner and on such basis and on such terms and conditions and for such consideration as may be determined by him. He is further authorized to do all acts, deeds and things and take all necessary steps for the disposal of plant and machinery including negotiations and signing and execution of deeds, agreements and all other documents as may be necessary in order to give effect to, implementation and completion of the sale of the assets as aforesaid and all matters connected, necessary and incidental hereto"*

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**By Order of the Board**

  
**SOHAIL ASHRAF**  
*Company Secretary*

**Lahore:**

**Dated: June 25, 2016**

**Notes:**

1. The Share Transfer Books of the Company will remain closed from 05.07.2016 to 16.07.2016 (both days inclusive). No transfer will be accepted for registration during this period.
2. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. The CDC Account Holders are requested to bring their original CNIC and participant ID to attend the meeting.
3. Shareholders are requested to promptly notify the change in their address, if any to the Company's Shares Registrar M/s Corplink (Pvt.) Limited, Wings Arcade, 1-K Commercial, Model Town, Lahore.

**Statement U/s 160(1)(b) of the companies Ordinance, 1984**

This statement sets out the material facts pertaining to the special business to be transacted at the Extra Ordinary General Meeting of the Company scheduled to be held on July 16, 2016.

The Company is operating textile weaving unit comprising air jet and Sulzer looms. The Board of Directors of the Company in their meeting held on June 22, 2016 after due consideration has approved to dispose of 78 old air jet looms with back process equipment subject to the approval of shareholders. The information required under Notification # SRO 1227/2005 dated December 12, 2005 is as follows:

The detail of assets to be disposed off or sold is as under:

| <b>PARTICULARS OF ASSETS</b>             | <b>QUANTITY<br/>Nos</b> | <b>COST<br/>Rs. Million</b> |
|--|-------------------------|-----------------------------|
| Air Jet Looms                            | 78                      | 221.146                     |
| Warping and Sizing Machines              | 1+1                     | 54.589                      |
| Compressors                              | 3                       | 26.683                      |
| Other Back Process Equipment/Accessories | Lot                     | 52.154                      |
|  | <b>Total</b>            | <b>354.572</b>              |

Book value of the above machinery and equipment, based on revaluation, as on June 30, 2015 is Rs.225.807 million. However, the market price / fair value is expected to be around Rs. 100 million due to the continued energy crisis, the over-valued Pakistan currency and adverse government policies. A number of similar Air-jet looms are on market for sale.

**The proposed manner of disposal:**

The sale price would be determined on the basis of offers received and negotiation with the prospective buyers.

**Reason for the disposal of assets:**

Old energy intensive air-jet looms are not financially viable due to non availability of independent gas based captive power plant causing continuous losses.

**Benefits expected to accrue to the shareholders:**

The proceeds from disposal of such assets will be utilized to reduce the banks borrowings thereby reducing debt burden of the company.

Director of the company or their spouses or relatives have no direct or indirect interest in the above said business except as shareholders of the company.