



SERVICE FABRICS LIMITED

SFL/PSX/160601

June 08, 2016

General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi 74000

Subject : NOTIC EOF EXTRA ORDINARY GENERAL MEETING

Dear Sir,


It is informed that Extra Ordinary General meeting of Service Fabrics Limited will be held at 10:00 am on June 29, 2016 at the registered office of the Company at 38 Empress Road, Lahore

(Copy of Notice Attached)

The company has declared the " Book Closure Period " from June 22, 2016 to June 29, 2016 (both days inclusive) as required under Clause (xxiii) of the Code of Corporate Governance contained in the Listing Regulation No 35 of the Exchange. Accordingly, no director, CEO or Executive shall, directly / indirectly, deal in the shares of the company in any manner during the Closed Period.

For more information, contact:

Truly,


(ZAFAR IQBAL)
Company Secretary



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Anex "A"

SERVICE FABRICS LIMITED NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Shareholders of Service Fabrics Limited will be held on June 29, 2016 at 10 a.m. at registered Office 38 Empress Road Lahore to transact the following business.

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".



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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.



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- (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."



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Other Business:

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

Islamabad: June 08, 2016

By order of the Board
Zafar Iqbal
Company Secretary

Notes:

- 1) The Share Transfer Books of the Company shall remain closed from June 22, 2016 to June 29, 2016 (both days inclusive). Transfers received at our registrar office 38-Empress road, Lahore by the close of business on June 22, 2016 will be treated in time.
- 2) A member of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint a proxy to attend and vote instead of him/her. A proxy must be deposited at the Company's registered office not less than 48 hours before the time of holding the meeting. A proxy need, not be a member of the Company. The proxy shall produce his/her original CNIC or Passport to prove his/her identity.
- 3) Any individual Beneficial Owner of Central Depository Company, entitled to vote at this Meeting must bring his/her Computerized National Identity Card ("CNIC") with him/her to provide his/her identity and in case of proxy must enclose an attested copy of his/her CNIC. The representatives of corporate bodies should bring attested copy of Board of Directors Resolution/power of Attorney and/or all such documents as are required under Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan for this purpose.
- 4) Change of address, if any, should be notified immediately to the Company's Share Registrar afore stated.
- 5) Members who have not yet submitted photocopy of their Computerized National Identity Cards to the Registrar of our Company are requested to send the same at the earliest
- 6) The CDC account/sub account holders are requested to bring with them their Computerized National ID Cards along with the Participants(s) ID number and their account numbers at the time of attending the Annual General Meeting in order to facilitate identification of the respective shareholders. In case of corporate entity, the Board of Directors Resolution/Power of Attorney with specimen signatures be produced at the time of meeting.
- 7) Members are requested to promptly communicate to the Registrar of the Company any change in their address.



SERVICE FABRICS LIMITED

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) ACQUISITION OF HK SECURITIES (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.



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(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 abovementioned 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.