



# FAZAL CLOTH MILLS LIMITED



October 28, 2021  
FCML/1503psx/1130

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

**Sub: Certified Copies of Resolutions passed at the 56<sup>th</sup> Annual General Meeting of Fazal Cloth Mills Limited**

**Dear Sir,**

Pursuant to Regulation 5.6.9 (b) of the Rule Book of Pakistan Stock Exchange, we enclose herewith certified copies of resolutions approved and adopted by the members of the company at the 56<sup>th</sup> Annual General Meeting of the company held on October 27, 2021.

Yours sincerely,

*For Fazal Cloth Mills Ltd*  
*Asad Mustafa*

**Asad Mustafa** *Secretary*  
Company Secretary

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**Head Office: 59/3, Abdali Road, Multan.**

**Ph: +92 061 4579001-7, +92-61-4782796, +92-61-4573339-8, Fax: +92-061-4541832**

**E-mail: [info@fazalcloth.com](mailto:info@fazalcloth.com), Website: [www.fazalcloth.com](http://www.fazalcloth.com)**

**Registered Office: 69/7, Abid Majeed Road, Survey # 248/7, Lahore Cantt, Ph: +92 042-36684909**



# FAZAL CLOTH MILLS LIMITED



**CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE SHAREHOLDERS OF  
M/S. FAZAL CLOTH MILLS LIMITED (THE "COMPANY") IN IT'S 56<sup>TH</sup> GENERAL  
MEETING HELD ON 27 OCTOBER 2021.**

**A- ORDINARY BUSINESS**

1. To confirm the minutes of the last Annual General Meeting.

**Resolved that** the minutes of the last annual general meeting of shareholders held on 26 November, 2020 be and hereby approved and confirmed.

2. To receive, consider and adopt the Financial Statements together with the Auditors' and Director's Report thereon for the year ended 30 June 2021.

**"Resolved that** Audited Financial Statements of the Company for the year ended 30 June 2021 together with Directors' and Auditors' Reports thereon, as circulated to the members and laid before the Meeting be and are hereby received, adopted and approved."

3. Declaration of Dividend.

**To consider and approve payment of final Cash Dividend for the year ended June 30, 2021 at the rate of Rs.10 (Rupees Ten Only) per Ordinary Share each (i-e 100%), (2020: Rs. NIL) as recommended by the Board of Directors. This final cash dividend will be in addition to interim cash dividend of Rs 20 per ordinary share (i-e 200%) already paid.**

**Resolved that** the final cash dividend @ Rs 10 per ordinary share each (i-e 100%) as recommended by the board of directors for the year ended 30 June, 2021 be and hereby approved.

4. To appoint External Auditors of the Company for the year ending June 30, 2022 and fix their remuneration. The External Auditors, M/s. KPMG Taseer Hadi& CO., Chartered Accountants, Lahore, of the Company retires and being eligible offers themselves for re-appointment.

**Resolved that** M/s. KPMG Taseer Hadi& CO., Chartered Accountants, Lahore, be and hereby appointed as statutory Auditors of the company for the year ending 30 June, 2022.

**Further Resolved that** the Chief Executive of the company be and is hereby authorized to fix the remuneration of the auditors.

**B- SPECIAL BUSINESS**

1. To ratify and approve the transactions carried out by the Company with related parties as disclosed in Financial Statements for the year ended June 30, 2021 and to pass the following Resolution(s) with or without modification(s):

*For Fazal Cloth Mills Ltd*

*Secretary*

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“**Resolved that** the related party transactions carried out by the Company during the year as disclosed in Note 45 of the financial statement for the year ended June 30, 2021 be and are hereby ratified and approved and confirmed.”

2. **To approve transactions with related parties and to authorize the Board of Directors of the Company to carry out such related party transactions from time to time, irrespective of the composition of the Board of Directors and to pass the following Resolution(s) with or without modification(s);**

“**RESOLVED THAT** the Board of Directors of the Company be and are hereby authorized to approve the transactions to be conducted with related parties on case to case basis for the financial year ending June 30, 2022.

“**RESOLVED FURTHER THAT** these transaction approved by the board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next annual general meeting for their formal ratification approval where required”.

3. **To consider and if deemed fit, to pass the following resolution as special resolutions with or without modification(s) in terms of Section 199 of the Companies Act, 2017 to change the terms and conditions attached to the investment made / to be made by Fazal Cloth Mills Limited in the form of loans in Fatima Transmission Company Ltd, an associated company.**

“**RESOLVED THAT** approval of members of Fazal Cloth Mills Limited (the “Company”) be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 to extend the validity of special resolutions dated October 26, 2019 for making investments to be made in the form of loan in Fatima Transmission Company Limited, an associated undertaking till October 15, 2024.

**RESOLVED FURTHER THAT** approval of members of Fazal Cloth Mills Limited (the “Company”) be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 to revise the repayment schedule for investment in the form of loan made / to be made in Fatima Transmission Company Limited under the authority of special resolution passed by the shareholders on October 26, 2019 so that the loan is repaid in four (4) annual installments on 31<sup>st</sup> December, 2026, 31<sup>st</sup> December, 2027, 31<sup>st</sup> December, 2028 and 31<sup>st</sup> December, 2029.

**RESOLVED FURTHER THAT** the markup on loans be paid in four (4) annual installments on 31<sup>st</sup> December, 2026, 31<sup>st</sup> December, 2027, 31<sup>st</sup> December, 2028 and 31<sup>st</sup> December, 2029 along with principal repayment and the loan shall be secured against personal guarantees of directors of Fatima Transmission Company Ltd.

*For Fazal Cloth Mills Ltd*  
*Fazal Mustafa*  
Secretary

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**RESOLVED FURTHER THAT** there shall be no change in the other terms and conditions of the above investment as approved by the special resolution dated October 26, 2019.

**RESOLVED FURTHER** that the Chief Executive, Chief Financial Officer and Company Secretary be and are hereby singly empowered and authorized to do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s) with the associated company and to complete all legal formalities including filing of documents as may be necessary or incidental or expedient for the purpose of implementing the aforesaid resolutions.

**Certified True Copy**

*For Fazal Cloth Mills Ltd*

*Asad Mustafa*  
*Secretary*

**ASAD MUSTAFA**  
**(Company Secretary)**

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