



FAZAL CLOTH MILLS LIMITED



June 24, 2022

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

**Sub: Certified Copies of Resolutions passed at the Extra-Ordinary 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 Extra Ordinary General Meeting of the company held on June 23, 2022.

Yours sincerely,

For Fazal Cloth Mills Ltd.

Secretary

Asad Mustafa
Company Secretary

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, Website: 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 EXTRA ORDINARY GENERAL MEETING HELD ON JUNE 23, 2022.

ORDINARY BUSINESS

1. To confirm the minutes of the Extraordinary General Minutes (EOGM) held on Thursday, March 10, 2022.

Resolved That:

The minutes of Extraordinary General Meeting held on March 10, 2022 be and are hereby approved.

SPECIAL BUSINESS:

2. To consider and if deemed fit, to pass the following resolutions to be passed as special resolution(s), with or without any modification(s), addition(s) or deletion(s) in terms of Section 199 of the Companies Act, 2017:

RESOLVED THAT approval be and is hereby accorded and Fazal Cloth Mills Limited (the "Company") be and is hereby authorized to change the terms and conditions of the long-term investments of PKR 550 million in Fatima Transmission Company Limited (the "FTCL") approved by the shareholders under Section 199 by including conversion feature whereby the loans/advances provided / to be provided to the FTCL pursuant to the already passed special resolutions on October 31, 2015, March 25, 2017 may be convertible into non-cumulative, redeemable, non-voting, participatory Preference Shares of the FTCL, as may be decided by the Board of Directors of the Company from time to time in accordance with the terms and conditions provided in the statement of material facts annexed to the notice of the meeting.

RESOLVED FURTHER THAT the above investment in Preference Shares of FTCL categorized as equity investment up to the extent of PKR 550 million in conversion of loan/advances already provided/to be provided to FTCL on the terms and conditions disclosed in the statement of material facts annexed to the notice of meeting be and is hereby approved. The investment by way of convertible loan/advance as approved above shall be adjusted against the rights offer of Preference Shares from FTCL and/or by subscribing to any un-subscribed portion of rights offered of Preference Shares to the Company, in a manner as approved by the Board of Directors in the best interest of the Company.

RESOLVED FURTHER THAT the Chief Executive Officer, Chief Financial Officer and Company Secretary be and is hereby singly authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions.

For Fazal Cloth Mills Ltd.

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

Secretary

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

E-mail: info@fazalcloth.com, Website: www.fazalcloth.com

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



FAZAL CLOTH MILLS LIMITED



RESOLVED FURTHER THAT each of the aforesaid special resolutions shall remain valid till five years from date of passing.

Certified True Copy
For Fazal Cloth Mills Ltd.

Asad Mustafa
Secretary

ASAD MUSTAFA
(Company Secretary)

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, Website: www.fazalcloth.com

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