

DEWAN SALMAN FIBRE LIMITED

FORM-4

September 2, 2022

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi, Pakistan Fax No. (+92 21) 111-573-329


Subject: **Notice of Extra Ordinary General Meeting**

Dear Sir,

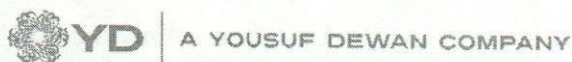
Enclosed please find a copy of the Notice of the Extra Ordinary General Meeting to be held on Monday, September 26, 2022 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours faithfully


Muhammad Hanif German
Company Secretary


Muhammad Irfan Ali
Director

Enclosures: (As above)



DEWAN SALMAN FIBRE LIMITED

Registered Office: Plot No. 6, Street No. 9, Fayyaz Market,
G-8/2, Islamabad, Pakistan.

Fax +92 51 2266426 - 430 I UAN +92 51 2266440

Corporate Office: Dewan Centre, 3-A, Lalazar Beach Hotel Road,
Karachi - 74000 Pakistan

Fax +92 21 35630884, 35630873 I UAN +92 21 111 364 111

WWW.YOUSUFDEWAN.COM

DEWAN SALMAN FIBRE LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extra Ordinary General Meeting of **Dewan Salman Fibre Limited** ("DSFL" or "**the Company**") will be held on **Monday, September 26, 2022, at 12:00 noon.** at Plot No. 6, Street No. 9, Fayyaz Market, G-8/2, Islamabad, Pakistan; to transact the following businesses upon recitation from Holy Qur'aan and other religious recitals:

Ordinary Business:

1. To confirm the minutes of the preceding Annual General Meeting of the Company held on Thursday, October 28, 2021;
2. To elect Seven Directors on the Board of Directors of the Company, pursuant to the provisions of Section 159 of the Companies Act, 2017 ("Act."). The following are the retiring Directors:
 - i. **Mr. Ishtiaq Ahmad**
 - ii. **Mr. Saleem-ul-Haque**
 - iii. **Mr. Asghar Iqbal**
 - iv. **Mr. Muhammad Irfan Ali**
 - v. **Mr. Muhammad Wajid**
 - vi. **Syed Farhan Asdaque**
 - vii. **Ms. Momna Gull**
3. To consider any other business with the permission of the Chair.

Special Business:

1. To consider and approve short term loans/ advances to an associated company in compliance with the provisions of Section 199 of the Companies Act, 2017.

By order of the Board


Muhammad Hanif German
Company Secretary

Karachi: September 2, 2022

"Statement under Section 134(3) of the Companies Act, 2017, concerning the Special Business, is attached along with the Notice circulated to the members of the Company, and is deemed an integral part hereof"

NOTES:

1. The Share Transfer Books of the Company will remain closed for the period from September 19, 2022 to September 26, 2022 (both days inclusive).



DEWAN SALMAN FIBRE LIMITED

Registered Office: Plot No. 6, Street No. 9, Fayyaz Market,
G-8/2, Islamabad, Pakistan.

Fax +92 51 2266426 - 430 | UAN +92 51 2266440

Corporate Office: Dewan Centre, 3-A, Lalazar Beach Hotel Road,
Karachi - 74000 Pakistan

Fax +92 21 35630884, 35630873 | UAN +92 21 111 364 111

DEWAN SALMAN FIBRE LIMITED

2. Members are requested to immediately notify change in their addresses, if any, at our Shares Registrar Transfer Agent BMF Consultants Pakistan (Private) Limited, located at Anum Estate Building, Room No. 310 & 311, 3rd Floor, 49, Darul Aman Society, Main Shahr-e-Faisal, adjacent to Baloch Colony Bridge, Karachi, Pakistan.
3. A member of the Company entitled to attend and vote at this meeting, may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received by the Company at the abovesaid address, not less than 48 hours before the meeting.
4. CDC Account holders will further have to observe the following guidelines, as laid down in Circular 01 dated January 20, 2000, issued by the Securities and Exchange Commission of Pakistan:
 - a) **For Attending Meeting:**
 - i) In case of individual, the account holder or sub-account holder, and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original National Identity Card (CNIC), or original passport at the time of attending the meeting.
 - ii) In case of corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be produced (unless it has been provided earlier) at the time of meeting.
 - b) **For Appointing Proxies:**
 - i) In case of individual, the account holder or sub-account holder, and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirements.
 - ii) Two persons, whose names, addresses, and CNIC numbers shall be mentioned on the form, shall witness the proxy.
 - iii) Attested copies of CNIC or passport of the beneficial owners and proxy shall be furnished along with the proxy form.
 - iv) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
 - v) In case of corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be produced (unless it has been provided earlier) along with the proxy form to the Company.



DEWAN SALMAN FIBRE LIMITED

Registered Office: Plot No. 6, Street No. 9, Fayyaz Market,
G-8/2, Islamabad, Pakistan.
Fax +92 51 2266426 - 430 I UAN +92 51 2266440

Corporate Office: Dewan Centre, 3-A, Lalazar Beach Hotel Road,
Karachi - 74000 Pakistan
Fax +92 21 35630884, 35630873 I UAN +92 21 111 364 111

DEWAN SALMAN FIBRE LIMITED

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement is annexed as an integral part of the Notice of the Extra Ordinary General Meeting of Dewan Salman Fibre Limited ("the Company" or "DSFL") to be held on Monday, September 26, 2022 at Plot No. 6, Street No. 9, Fayyaz Market, G-8/2, Islamabad, Pakistan; and sets out the material facts concerning the Special Business to be transacted at the meeting.

SPECIAL BUSINESS

- To consider and approve of the limits of short-term loan to an associated company in compliance with the provisions of Section 199 of the Companies Act, 2017.

SR.#	DESCRIPTION	Reference		
a)	Name of the Associated Company Criteria of associated relationship	Dewan Khalid Textile Mills Limited Common Directorship		
b)	Amount of loans and advances	Rs. 117.050 million		
c)	In Case any loan has already been granted to the said associated company or associated undertaking, the complete details thereof.	None		
d)	Earnings/(Loss) per share for the last three years.	2021 -4.77	2020 -7.73	2019 -7.92
e)	Financial position, including main items of balance sheet and profit and loss	Earnings / (loss) per share Shareholders' equity Total Assets Break-up value	-4.77 -176.89 million 86.71 million -18.41	
f)	Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Interbank offered rate at the relevant period	As the Company has approached its lenders for restructuring and no mark-up is payable as per the proposal. Therefore, as per regulation 5(4) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, three months KIBOR rate is applicable.		
g)	Rate of interest, mark-up, profit, fees or commission etc., to be charged	Rate of interest to be charged will be 1% above three months KIBOR rate. Three months KIBOR as of August 25, 2022 is 15.92% per annum.		
h)	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any:	Borrowing is unsecured.		



YD | A YOUSUF DEWAN COMPANY

DEWAN SALMAN FIBRE LIMITED

Registered Office: Plot No. 6, Street No. 9, Fayyaz Market,
G-8/2, Islamabad, Pakistan.

Fax +92 51 2266426 - 430 I UAN +92 51 2266440

Corporate Office: Dewan Centre, 3-A, Lalazar Beach Hotel Road,
Karachi - 74000 Pakistan

Fax +92 21 35630884, 35630873 I UAN +92 21 111 364 111

DEWAN SALMAN FIBRE LIMITED

i)	Repayment schedules and terms of loans or advances to be given to the investee company.	As per mutual understanding.
J)	Salient feature of all the agreements entered or to be entered with its associated company or associated undertaking with regards to proposed investment.	The tenure of loan may be extended by the lender, subject to the approval of shareholders. As per the terms of the agreement with the borrower the Company may recover the amount of loan by way of swap with assets/investments owned by the borrower.
k)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration.	The following are interested directors to the extent of their respective shareholding in the investee company which are as follows: a) Mr. Ishtiaq Ahmad 500 (0.005%)
l)	Any other important details necessary for the members to understand the transaction.	None.

In this regard, the following resolution is proposed to be passed, with or without modification, as a "SPECIAL RESOLUTION":

"RESOLVED THAT, the company, in accordance with the provisions of Section 199 of the Companies Act, 2017, Clause XI of the Memorandum of Association and the terms and conditions hereby approved in the Extra Ordinary General Meeting of the Company, be and is hereby authorized and empowered to renew the limits for short term loan sought for approval in the previous general meeting in respect of following associated company:

LOAN

Borrowing Company:
Dewan Khalid Textile Mills Limited

(Rupees in Million)
117.050

The above limit shall be for a period of one year and shall be renewable in the next general meeting for further period of one year."

Founded by Shahed Salmaan Taseer

Rs 30.00 Vol XIX No 225 16 Pages

Karachi Edition

FRIDAY,

September 2, 2022

Safar 5, 1444

times.com.pk

Your Right to Know



/DailyTimesPak

DEWAN SALMAN FIBRE LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extra Ordinary General Meeting of Dewan Salman Fibre Limited ("DSFL" or "the Company") will be held on Monday, September 26, 2022, at 12:00 noon, at Plot No. 6, Street No. 9, Fayyaz Market, G-8/2, Islamabad, Pakistan; to transact the following businesses upon recitation from Holy Qur'aan and other religious recitals:

Ordinary Business:

- 1) To confirm the minutes of the preceding Annual General Meeting of the Company held on Thursday, October 28, 2021;
- 2) To elect Seven Directors on the Board of Directors of the Company, pursuant to the provisions of Section 159 of the Companies Act, 2017 ("Act"). The following are the retiring Directors;

i. Mr. Ishtiaq Ahmad	v. Mr. Muhammad Wajid
ii. Mr. Muhammad Irfan Ali	vi. Mr. Asghar Iqbal
iii. Mr. Saleem-ul-Haque	vii. Ms. Momma Gull
iv. Syed Farhan Asdaq	

- 3) To consider any other business with the permission of the Chair.

Special Business:

- 1) To consider and approve short term loans/ advances to an associated company in compliance with the provisions of Section 199 of the Companies Act, 2017.

Karachi:

September 2, 2022

By order of the Board
Muhammad Hanif German
Company Secretary

"Statement under Section 134(3) of the Companies Act, 2017, concerning the Special Business, is attached along with the Notice circulated to the members of the Company, and is deemed an integral part hereof"

NOTES:

- 1) The Share Transfer Books of the Company will remain closed for the period from September 19, 2022 to September 26, 2022 (both days inclusive).
- 2) Members are requested to immediately notify change in their addresses, if any, at our Shares Registrar Transfer Agent BMF Consultants Pakistan (Private) Limited, located at Anum Estate Building, Room No. 310 & 311, 3rd Floor, 49, Darul Aman Society, Main Shahrah-e-Faisal, adjacent to Baloch Colony Bridge, Karachi, Pakistan.
- 3) A member of the Company entitled to attend and vote at this meeting, may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received by the Company at the abovesaid address, not less than 48 hours before the meeting.
- 4) CDC Account holders will further have to observe the following guidelines, as laid down in Circular 01 dated January 20, 2000, issued by the Securities and Exchange Commission of Pakistan:
 - a) For Attending Meeting:
 - i) In case of individual, the account holder or sub-account holder, and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original National Identity Card (CNIC), or original passport at the time of attending the meeting.
 - ii) In case of corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be produced (unless it has been provided earlier) at the time of meeting.
 - b) For Appointing Proxies:
 - i) In case of individual, the account holder or sub-account holder, and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirements.
 - ii) Two persons, whose names, addresses, and CNIC numbers shall be mentioned on the form, shall witness the proxy.
 - iii) Attested copies of CNIC or passport of the beneficial owners and proxy shall be furnished along with the proxy form.
 - iv) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
 - v) In case of corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be produced (unless it has been provided earlier) along with the proxy form to the Company.



A YOUSUF DEWAN COMPANY
DEWAN SALMAN FIBRE LIMITED

تیسرے معمولی اخلاص عام

939

550

- 1

۱۷۵۱

لوری -

میں سے ملے

20

上

1

کری

1

10

— 312 —

人

**A YOUSUF DEWAN COMPANY
DEWAN SALMAN FIBRE LIMITED**

نہایت دلچسپ و دلکش ہے۔

ABC

Daily Mail Mail

چیف القایلیز: جوہی بھدرجن

18

www.naiibaat.pk

ok

e-mail: karachi@naibaat.com

—

22

روزنامہ ”نئی بات“ کراچی (06) 02 ستمبر 2022ء