



Through PUCARS / TCS Courier Service

May 31, 2023

**The General Manager**  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi-74000

Subject: **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Dear Sir,

We are pleased to enclose herewith the Notice of Extraordinary General Meeting of the Company to be held on Wednesday, June 21, 2023 at 12:00 noon at the Registered Office of the Company at 2<sup>nd</sup> Floor, Trust Plaza, LMQ Road, Multan.

The aforementioned Notice would be published in the Newspapers on June 1, 2023 having nation-wide circulation.

This is for your information and circulation amongst the TRE Certificate Holders of the Exchange.

Yours sincerely,  
For Reliance Weaving Mills Limited

  
**Kamran Ahmad Awan**  
Company Secretary

CC: Director/HOD, Surveillance, Supervision and Enforcement Department  
Securities & Exchange Commission of Pakistan, NIC Building  
63 – Jinnah Avenue, Blue Area  
Islamabad

Encl.: As above.

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting (EGM) of the Members of Reliance Weaving Mills Limited (the "Company") will be held on Wednesday, June 21, 2023 at 12:00 noon at the Registered Office of the Company at 2<sup>nd</sup> Floor, Trust Plaza, LMQ Road, Multan to transact the following business:

### **ORDINARY BUSINESS:**

1. To confirm the minutes of the Annual General Meeting held on October 28, 2022.

### **SPECIAL BUSINESS:**

2. **To consider and if thought fit, to pass the following resolution as a special resolution, with or without modification, addition or deletion:**

**"RESOLVED THAT** the approval of the Members of Reliance Weaving Mills Limited (the "Company") be and is hereby accorded to increase the authorized share capital of the Company from Rs. 700,000,000 (Rupees Seven Hundred Million Only) divided into 70,000,000 Ordinary shares of Rs. 10/- each to Rs. 8,000,000,000 (Rupees Eight Billion Only) divided into 800,000,000 Ordinary Shares of Rs. 10/- each.

**RESOLVED FURTHER THAT**, consequent upon the said increase in Authorized Share Capital of the Company, the existing Clause V of the Memorandum of Association, Article 3 and Article 84 of the Articles of Association of the Company be and hereby altered to read as follows:

#### **Clause V of the Memorandum of Association:**

*The Authorized capital of the Company is Rs. 8,000,000,000 (Rupees Eight Billion Only) divided into 800,000,000 Ordinary Shares of Rs. 10 each. The Company shall have the power to increase, reduce or re-organize the capital of the Company and divide the shares capital of the company for the time being into several classes in accordance with the provision of the laws applicable for the time being.*

#### **Article 3 of the Article of Association:**

*The Authorized capital of the Company is Rs. 8,000,000,000 (Rupees Eight Billion Only) divided into 800,000,000 Ordinary Shares of Rs. 10 each. The Company shall have the power to increase, reduce or re-organize the capital of the Company and divide the shares capital of the company for the time being into several classes in accordance with the provision of the laws applicable for the time being.*

#### **Article 84 of the Article of Association:**

*The Board of Directors of the Company may, at any time and from time to time, resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts including reserve against share premium or to the credit of the unappropriated profits or otherwise available for distributions, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied in or towards paying up in unissued shares as bonus*



*shares of the company to be allotted and distributed as fully paid up to and amongst such members in respective proportions and the directors shall give effect to such resolution. Whenever such a resolution shall have been passed by the Board of Directors of the Company, the directors are authorized to make all appropriations and applications of the undistributed profits to be capitalized thereby, and all allotments and issue of fully paid shares, if any, and generally shall do all acts and things required to give effects thereto.*

**RESOLVED FURTHER THAT** the aforesaid alteration in the Memorandum of Association and Articles of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be suggested by the Registrar of Companies, and any such alterations or amendments shall be effective and treated as approved by the shareholders and deemed to be part and parcel of this resolution without the need for any fresh approval of the Members in the general meeting.

**RESOLVED FURTHER THAT**, Chief Executive Officer and/or the Secretary of the Company be and is hereby singly authorized to take all necessary steps and execute documents including legal and corporate formalities and file all requisite documents with Securities & Exchange Commission of Pakistan as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the above resolutions.”

3. **To consider and if deemed fit, to pass the following resolutions as special resolutions in pursuance of S.R.O. 389(I) /2023 dated March 21, 2023 of the Securities and Exchange Commission of Pakistan to authorize the Company to circulate the annual audited financial statements to its Members through QR enabled code and weblink with or without modification, additions(s) or deletions(s):**

“**RESOLVED THAT**, the consent and approval of the Members of Reliance Weaving Mills Limited (the “**Company**”) be and is hereby accorded and the Company be and is hereby authorized to disseminate the annual audited financial statements to its Members through QR enabled code and weblink as part of the notice of Annual General Meeting.

**RESOLVED FURTHER THAT**, Chief Executive Officer and/or the Secretary of the Company be and are hereby singly authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file necessary documents as may be necessary or incidental for the purposes of implementing this resolution.”

**The statement under Section 134(3) of the Companies Act, 2017 pertaining to the aforesaid Special Businesses is annexed.**

By Order of the Board



*K.A.Awan*  
**Kamran Ahmad Awan**  
Company Secretary

Place: Multan

Dated: May 31, 2023

**NOTES:**

**1. CLOSURE OF SHARE TRANSFER BOOKS:**

The share Transfer books of the Company will remain closed from June 15, 2023 to June 21, 2023 (both days inclusive). Physical transfers / CDS Transaction IDs received at the Company's Shares Registrar, at the close of business on June 14, 2023 will be treated in time for the purposes of attending and voting at the EGM.

**2. PARTICIPATION IN EXTRAORDINARY GENERAL MEETING:**

- Members entitled to attend and vote at the Extraordinary General Meeting is entitled to cast his/ her vote by proxy. Proxies must be deposited at the Registered Office of the Company i.e. 2<sup>nd</sup> Floor, Trust Plaza, LMQ Road, Multan, not later than forty-eight (48) hours before the time for holding the meeting. Proxy Forms, in English and Urdu languages, have been dispatched to the Members along with the notice of EGM.
- CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular No. 1 of 2000 dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan:

**A. For Attending the Meeting:**

- i. In case of individuals, 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 Computerized 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 with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

**B. For Appointing Proxies:**

- i. In case of individuals, 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. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his/ her original CNIC or original passport at the time of the EGM.

**3. PARTICIPATION IN THE EGM VIA THE VIDEO CONFERENCING FACILITY:**

Shareholders interested in attending the meeting through video conferencing are requested to email the following information with the subject "Registration for Reliance Weaving Mills Limited EGM" along with a valid copy of both sides of their Computerized National Identity Card (CNIC) at [kamran.ahmad@fatima-group.com](mailto:kamran.ahmad@fatima-group.com).



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Video link and login credentials can be shared with only those Members whose emails, containing all the required particulars, are received at least 48 hours before the time of EGM.

Registration to attend Extraordinary General Meeting through Video Conferencing Facility:

<p>I/We, _____ of _____, being a Member of Reliance Weaving Mills Limited, holder of _____ ordinary share(s) as per Registered Folio/CDC Account No. _____ hereby opt for video link facility at _____.</p> <p style="text-align: right;">_____ Signature of Member</p>
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**ELECTRONIC VOTING:**

- a. In accordance with the Companies (Postal Ballot) Regulation, 2018, (the “Regulations”) the right to vote through electronic voting facility and voting by post shall be provided to Members of every listed company for, inter alia, all businesses classified as special business under the Companies Act, 2017 in the manner and subject to conditions contained in the Regulations.
- b. In this regard, shareholders who wish to opt the voting through E-voting facility should provide their consent to vote through E-voting facility along with following information:

<i>Folio / CDC Account No.</i>	<i>Name</i>	<i>CNIC No.</i>	<i>Valid Mobile No.</i>	<i>Valid Email address</i>

- c. Details of the e-voting facility will be shared through an e-mail with those Members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of Members of the Company by the close of business on June 14, 2023.
- d. The web address, login details, and password, will be communicated to Members via email. The security codes will be communicated to Members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- e. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- f. Members shall cast vote online at any time from June 17, 2023, 9:00 a.m. (PST) to June 20, 2023 till 5:00 p.m. (PST). Voting shall close on June 20, 2023, at 5:00 p.m. Once the vote on the resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

**PROCEDURE FOR VOTING THROUGH POSTAL BALLOT:**

- a. Members MAY ALTERNATIVELY OPT for voting through postal ballot. For convenience of the Members, Ballot Paper will be available on the Company’s website [www.fatimagroup.com/rwml](http://www.fatimagroup.com/rwml) within stipulated time to download.



*Handwritten signature in blue ink.*

- b. The Members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's registered address, 2<sup>nd</sup> Floor, Trust Plaza, LMQ Road, Multan, or email at [kamran.ahmad@fatima-group.com](mailto:kamran.ahmad@fatima-group.com) one day before the EGM, i.e., on June 20, 2023 before 05:00 p.m. A postal ballot received after this time/date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.
- c. In accordance with the Regulation 11 of the Regulations, the Board of the Company has appointed M/s. Rizwan & Co., Chartered Accountants, Lahore (a QCR rated audit firm) to act as the Scrutinizer of the Company for the special business to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11 of the Regulations.

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

This statement sets out the material facts pertaining to the special business to be transacted at the extraordinary general meeting of Reliance Weaving Mills Limited (the "Company") to be held on June 21, 2023.

**INCREASE IN AUTHORIZED CAPITAL OF THE COMPANY:**

At present the authorized capital of the Company is Rs. 700,000,000 (Rupees Seven Hundred Million Only) divided into 70,000,000 ordinary shares of Rs. 10/- each. The Board of Directors has recommended to increase authorized share capital to Rs. 8,000,000,000 (Rupees Eight Billion Only) divided into 800,000,000 Ordinary shares of Rs. 10/- each.

Accordingly, the Board of Directors has recommended, subject to approval of the Board / Members and Securities and Exchange Commission of Pakistan in accordance with the provisions of the Companies Act, 2017, and rules and regulations framed thereunder, to substitute Clause V of Memorandum of Association and Article 3 and Article 84 of the Articles of the Association to reflect the proposed increase in the authorized share capital of the Company. The increased authorised share capital may be utilised to cater future increase in the paid-up share capital, as and when required, and in the best interest of the Company and its stakeholders.

**Existing Authorised Share Capital** Existing authorised share capital of the Company is Rupees 700,000,000 divided into 70,000,000 having face value of Rupees 10 per share.

**Proposed Authorised Share Capital** Proposed authorised share capital is Rupees 8,000,000,000 (Rupees Eight Billion Only) divided into 800,000,000 (Eight Hundred Million Only) shares of Rupees 10 each.

**Comparative analysis of existing clause with the proposed alteration along with the reasons and justification of the proposed change:**

**MEMORANDUM OF ASSOCIATION**

**Existing Clause**

V. The Authorized capital of the Company is Rs. 700,000,000 (Rupees seven hundred million Only) divided into 70,000,000 Ordinary Shares of Rs. 10 each. The Company shall have the power to increase, reduce or re-organize the capital of the Company and divide the shares capital of the company for the time being into several classes in accordance with the provision of the laws applicable for the time being.

**Amended Clause**

V. The Authorized capital of the Company is Rs. 8,000,000,000 (Rupees Eight Billion Only) divided into 800,000,000 Ordinary Shares of Rs. 10 each. The Company shall have the power to increase, reduce or re-organize the capital of the Company and divide the shares capital of the company for the time being into several classes in accordance with the provision of the laws applicable for the time being.



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## ARTICLES OF ASSOCIATION

### **Existing Clause**

3. The Authorized capital of the Company is Rs. 700,000,000 (Rupees seven hundred million Only) divided into 70,000,000 Ordinary Shares of Rs. 10 each. The Company shall have the power to increase, reduce or re-organize the capital of the Company and divide the shares capital of the company for the time being into several classes in accordance with the provision of the laws applicable for the time being.

84 Subject to any necessary sanction or authority being obtained, the company in General Meeting may at any time and from time to time pass a resolution that any sum (a) for the time being standing to the credit of any reserve fund or reserve account of the company, including premiums received on the issue of any shares or debentures of the company, or (b) being unappropriated net profits in the hand of the company, be capitalized, and that such sum be appropriated as capital to and amongst the ordinary shareholders in the proportions in which they would have been entitled there to if the same had been distributed by way of dividend on the ordinary shares, and in such manner as the resolution may direct, and such resolution shall be effective; and the Directors shall in accordance with such resolution apply such sum in paying up in full any un issued shares or debentures of the company on behalf of the ordinary shareholders aforesaid, and appropriate such shares of debentures and distribute the same credited as fully paid up to and amongst such shareholders in the proportions aforesaid in satisfaction of the shares and interests of such shareholders in the said capitalized sum or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may subject to the provisions of Section 86 (2) of the Ordinance settle the same as they think expedient, and in particular they may fix the value for distribution of any fully paid-up shares or debentures, make cash payments to any shareholders on footing of the value so fixed in order to adjust rights, and vest any such shares or debentures in trustees upon such trusts for or for the benefit of the persons entitled to share in the appropriation and distribution as may seem just expedient to the Directors. When required, a proper contract for the allotment and

### **Amended Clause**

3. The Authorized capital of the Company is Rs. 8,000,000,000 (Rupees Eight Billion Only) divided into 800,000,000 Ordinary Shares of Rs. 10 each. The Company shall have the power to increase, reduce or re-organize the capital of the Company and divide the shares capital of the company for the time being into several classes in accordance with the provision of the laws applicable for the time being.

84. The Board of Directors of the Company may, at any time and from time to time, resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts including reserve against share premium or to the credit of the unappropriated profits or otherwise available for distributions, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied in or towards paying up in unissued shares as bonus shares of the company to be allotted and distributed as fully paid up to and amongst such members in respective proportions and the directors shall give effect to such resolution. Whenever such a resolution shall have been passed by the Board of Directors of the Company, the directors are authorized to make all appropriations and applications of the undistributed profits to be capitalized thereby, and all allotments and issue of fully paid shares, if any, and generally shall do all acts and things required to give effects thereto.



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acceptance of any shares to be distributed as aforesaid shall be delivered to the registrar of companies for registration in accordance with section 73 of the Ordinance and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation in distribution and such appointment shall be effective.

**Interest of Directors** The Directors of the Company have no interest in the proposed increase in authorized capital of the Company except in their capacities as Directors/Chief Executive/Members of the Company.

**Statement of the Board of Directors** We, the Members of the Board of Directors hereby confirm that the proposed amendments/alterations in the Memorandum of Association and Articles of Association of the Company are in line with the applicable laws and regulatory framework.

**TRANSMISSION OF ANNUAL AUDITED FINANCIAL STATEMENTS THROUGH QR ENABLED CODE AND WEBLINK:**

Securities and Exchange Commission of Pakistan, vide its notification No. SRO 389(I)/2023 dated March 21, 2023, has allowed listed companies to circulate the annual audited financial statements to its Members through QR enabled code and weblink subject to approval of shareholders in the general meeting. This facility will help all Members, wherever they are located, to access the financial statements of the Company. Secondly, it will also reduce unnecessary expenditure for making CDs etc. Considering technological advancements, the circulation of annual audited financial statements through CD/DVD/USB will be discontinued. The Company shall supply the hard copies of the annual audited financial statements to the shareholders on demand, free of cost, within one week of such demand.

**Interest of Directors** None of the Directors have direct or indirect interest in the above-said business other than as shareholders of the Company.

**Availability of relevant documents** A copy of existing and amended Memorandum and Articles of Association of the Company is available for inspection at the Registered Office of the Company on any working day up to the last working day before the EGM. The same shall be available for inspection in the EGM.



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