

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 41st Annual General Meeting of the members of **Faisal Spinning Mills Limited** will be held on Monday, 27th October 2025 at 04:00 pm at the registered office of the company i.e. Umer House, 23/1, Sector 23, S. M. Farooq Road, Korangi Industrial Area, Karachi, to transact the following business:

The following ordinary and special business is proposed to be conducted in the meeting:

Ordinary Business:

- To confirm the minutes of the last annual general meeting held on 28th October, 2024.
- To receive, consider and adopt the audited financial statements of the company for the year ended 30th June, 2025 together with the auditors' and directors' report thereon.

In accordance with Section 223 of the Companies Act, 2017, and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company which can be downloaded from the following web link and QR enabled code:



URL: <http://www.umergroup.com/faisal-financial-reports.html>

- To appoint the auditors for the next term i.e. year 2025-2026 and fix their remuneration at PKR 3,100,000 (FY2024-25 PKR 2,775,000). The retiring auditor Messer's Mushtaq and Company, Chartered Accountants, being eligible, offer themselves for reappointment.

4. Special Business:

(A) To approve by way of special resolution with or without modification the following resolutions in respect of related party transactions under the provisions of Section 208 of the Companies Act, 2017:

- Resolved That** Related Parties Transactions carried out during the year as disclosed in the financial statements for the year ended June 30, 2025, be and are hereby ratified, approved and confirmed."
- 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 during the financial year ending June 30, 2026.

Further Resolved That transactions approved by Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next general meeting for their formal ratification/approval."

5. Any Other Business:

To transact any other business with the permission of the chairman.

The statement of material facts in relation to aforesaid special business as required under section 134(3) of the Act and SRO 423 (I)/2018 is enclosed.

The notice along with statement of material fact have been dispatched to the shareholders by post and uploaded placed on company website at "www.umergroup.com".

Moreover, the notice and annual report for June 2025 have also been sent electronically to shareholder under the provisions of SRO 452(1)/2025 of 2025 issued by Securities and Exchange Commission of Pakistan on March 17, 2025

(By the order of the Board)

Karachi:
Dated: 30th September, 2025

Adeel ur Rehman Ansari
Company Secretary

Notes:

1. For attending the meeting electronically

In pursuance of SMD/SE/2(20)2021/117 to ensure the participation of members in the general meeting electronically, the members can attend the meeting through video link facility, "Zoom" which is available on Google Play or Apple App Store. The entitled member(s) can access with following ID and password:

Join Zoom Meeting
<https://us05web.zoom.us/j/3822738660?pwd=T2ppUWYxSCtjUXduQ2ErR0lNSEMzQT09>
Meeting ID: 382 273 8660
Passcode: fsmcorp

- The Shares Transfer Books of the Company will remain closed from 20th October 2025 to 27th October, 2025 (both days inclusive). Transfers received in order at the registered office of the company situated at Umer House, 23/1, Sector 23, S. M. Farooq Road, Korangi Industrial Area, Karachi by 19th October 2025 will be treated in time for the purpose of entitlement of dividend (if any) and to attend the Annual General Meeting of the company.

- Members interested to attend the virtual meeting through some other member as proxy are requested to send their proxy form (Enclosed) via email at fsm.corporate@umergroup.com or at the registered office of the company not later than 48 hours before the time of holding the meeting.

- Pursuant to section 132(2) of Companies Act, 2017 the company shall facilitate its members to attend the annual general meeting through video-link by providing video-conference facility, if available, in the city where 10% or more shareholders of the company reside, provided that the Company receives their demand to participate in annual general meeting through video-link at least seven (07) days prior to the date of meeting.

In this regard, it is requested to fill the following Form and submit at the registered address of the Company at least 10 days before holding of the Annual General Meeting:

"I/We, _____ being a member of **Faisal Spinning Mills Limited**, holder of _____ Ordinary Shares vide folio _____ hereby opt for video conference facility at _____."

- Signature of Member
- In compliance of SRO 1013(1)/2017 dated 6th September, 2017 the claimant wise details of unclaimed shares and dividends as on June 30, 2025 have been uploaded on our website: www.umergroup.com. In this regard, the said shareholders are requested to approach the Company Registered Office or Share Registrar Office regarding any unclaimed dividend, shares or modarba certificates. In case of failure to lodge the claim for unclaimed dividends that were overdue for more than 3 years within 90 days of this notice, the amount of such unclaimed dividends shall be deposited to the credit of Federal Government in accordance with the requirement of the Companies Act, 2017.

- Under the provision of S.R.O.452(I)/2025 issued by SECP the distribution of gifts, giveaways or complimentary items are strictly prohibited at the general meeting.

- Under the provision of S.R.O.451(I)/2025 issued by SECP to be read in conjunction with section 134 of the Companies Act 2017 , for all businesses classified as "Special Business", the voting by the members of the listed company shall only be through postal ballot and for the purpose of this there shall be no voting by show of hands by members of the listed company who attend the general meeting physically.

Further, the members who did not cast their vote through electronic voting facility and by post prior to the date of the general meeting, shall be allowed to cast his/her vote on the day of the general meeting by way of ballot paper only.

8. E-Voting and Postal Ballot

The schedule and procedure of postal ballot / E-Voting will be placed on the company's website i.e., www.umergroup.com before seven (7) days of the meeting. Members can exercise their right to demand a poll subject to meeting requirements of Section 143 -145 of the Act and applicable clauses of Companies (Postal Ballot) Regulations 2018 issued vide amended SRO 254(1)/2018.

- E-Voting**
 - The procedure for e-voting facility will be shared through email with those members of the company who have valid cell numbers/email addresses (Registered email ID) available in the register of members by the end of 19th October, 2025. Thus, those members who intends to exercise their right to vote through E-Voting shall provide their valid cell numbers and email on or before 19th October, 2025 with the registrar of the company or email us at: "fsm.corporate@umergroup.com".
 - The web address, login details and security codes will be communicated to members via email by Hameed Majeed Associates (being the e-voting service provider).
 - Identity of the Members intending to cast vote through e-Voting shall be authenticated through authentication for email login.
 - E-Voting lines will start from October 24, 2025, 9:00 a.m. and shall close on October 26, 2025 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is casted by a Member, he / she shall not be allowed to change it subsequently.
 - Postal Ballot**
 - Members may alternatively opt for voting through postal ballot and for their convenience, Ballot Paper is annexed to this notice and the same is also be downloaded from the Company's website www.umergroup.com.
 - The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at Umer House, 23/1, Sector 23, S. M. Farooq Road, Korangi Industrial Area, Karachi (Attention of the Company Secretary/ Chairman) by Saturday, October 25, 2025 before 5:00 p.m. The signature on the ballot paper shall match with the signature on CNIC/record of the Company. A postal ballot received after this time / date shall not be considered for voting.
 - The board of directors under the clause 5 of SRO 254(1)/2018 have appointed the share registrar of the company M/s Hameed Majeed & Associates (Pvt) Ltd to conduct the e-Voting services. They have their own secured web portal system to perform the services adequately in a smooth manner.
 - The board of directors under the clause 11 of SRO 254(1)/2018 have appointed Messer's Mushtaq and Company, Chartered Accountants, being eligible with satisfactory QCR rating from ICAP. They possess necessary knowledge and experience to independently scrutinize and conduct the voting services.
- Under the provision of Section 72 of the Act, the shareholders are now required to replace their physical shares with book-entry form at earliest. Accordingly, the physical shares are now required to be converted into Book-Entry Form and kept by Shareholders in their Central Depository System (CDS) Accounts. The CDS Account can be opened and maintained by any CDC Participant (Stock Broker or CDC Investor Account Services Department (CDC IAS) of Central Depository Company of Pakistan Limited situated at Karachi, Lahore and Islamabad.

The following are key features of holding shares in book-entry form in CDC:

- Book-Entry shares cannot be lost, stolen or spoiled.
- No need for issuance of duplicate shares.
- Book-Entry shares can instantly be traded (Sell/Purchase) in Stock Market.
- No requirement of transfer deed for transfer/sale of Book-Entry shares.
- Book-Entry shares can be pledged for availing of any financing facility.
- Instant credit of Bonus and Right shares entitlements in Book-Entry form.
- 24/07 online access of CDS Accounts for reviewing portfolio information.
- Easy access of periodic Account statements of CDS Accounts.

Statement of Material Facts Under Section 134 (3) of The Companies Act, 2017

Items pertaining to 5(A)(i) of the notice for ratification and approval of the related party transactions during the year ended June 30, 2025.

The related party transactions (RPT) were carried out at arm's length during the normal course of business activity during the year ended June 30, 2025 with its associated undertaking and related parties in accordance with its corporate policy, applicable laws and regulations in compliance with the provisions of IAS 24. All the RPT reviewed and approved by the board of directors were duly placed before head of internal audit for approval, followed by the approval of audit committee

However, since common directorship exists between the related parties (by virtue of being the shareholder or common directorship), these transactions are being placed for the approval by shareholders in the Annual General Meeting. All transactions with related parties to be ratified have been disclosed in the financial statements for the year ended June 30, 2025.

The transactions entered with the related parties include, but are not limited to, sale & purchase of goods, dividends paid and received, investments and divestment made (in accordance with the approval of shareholders and board where applicable). The nature of relationship with these related parties has also been stated in the financial statements for the year ended June 30, 2025.

Related Party Transactions			
The related parties comprise holding company, subsidiaries and associated undertakings, other related group companies, directors of the Company, key management personnel and post employment benefit plans. The Company in the normal course of business carries out sale and purchase of goods and services transactions with various related parties. Names, basis of relationship, nature and description of related party transactions along with monetary value are as follows:			
Name of the related party	Basis of relationship	Percentage of shareholding	
Bhanero Textiles Limited	Common directorship	N/A	
Blessed Textiles Limited	Common directorship	18.49%	
Bhanero Energy Limited	Common directorship	N/A	
Admiral (Private) Limited	Directorship of close family relative	14.40%	
Mohammad Salim	Director	0.29%	
Yasmeen Begum	Directorship of close family relative	2.39%	
Khurram Salim	Director	2.00%	
Farrukh Salim	Directorship of close family relative	1.37%	
Yousaf Salim	Directorship of close family relative	3.13%	
Saqib Salim	Directorship of close family relative	1.99%	
Muhammad Umer	Directorship of close family relative	0.97%	
Yahya Farrukh	Directorship of close family relative	2.74%	
Amna Khurram	Directorship of close family relative	1.10%	
Saba Yousaf	Directorship of close family relative	0.98%	
Saba Saqib	Directorship of close family relative	2.12%	
Bilal Sharif	Director / Chief executive	3.64%	
Samia Bilal	Directorship of close family relative	5.34%	
Abdullah Bilal	Directorship of close family relative	3.37%	
Ali Bilal	Directorship of close family relative	3.37%	
Azan Bilal	Directorship of close family relative	3.37%	
Mohammad Shaheen	Director	0.33%	
Mohammad Amin	Director	4.09%	
Seema Shaheen	Directorship of close family relative	1.58%	
Mohammad Qasim	Directorship of close family relative	6.24%	
Fatima Amin	Directorship of close family relative	4.51%	
Sumbul Qasim	Directorship of close family relative	2.36%	
Mohammad Shakeel	Directorship of close family relative	0.48%	
Nazli Shakeel	Directorship of close family relative	4.29%	
Adil Shakeel	Directorship of close family relative	4.77%	
Faisal Shakeel	Directorship of close family relative	4.77%	
Hamza Shakeel	Director	4.77%	
Nature of relationship	Nature of transactions	2025 Rupees	2024 Rupees
Associated undertaking	Sales of fabric / Made ups	424,903,214	124,346,113
	Sales of yarn	215,340,014	29,143,584
	Purchase of yarn	5,766,178,491	4,165,270,350
	Purchase of cotton	-	307,118,741
	Sales of cotton	-	24,098,925
	Purchase of fabric	479,509,719	863,612,838
	Misc purchases	-	10,384
	Services received	618,000	618,000
	Dividend received	-	19,621,140
	Electricity purchased	312,266,397	51,855,186

Items pertaining to 5(A)(ii) of the notice for board authorization to approve related party transactions that will be conducted during the period July 1, 2025 to June 30, 2026.

The Company shall be entering into transactions with its related parties during the year ending June 30, 2026 on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business activity. Since, there has been common directorship in the related party transactions, the Board seeks member's consent to approve such transactions with the related parties from time-to-time on case to case basis for the fiscal year ending June 30, 2026 and such transactions shall be deemed to be approved by the shareholders. The nature and scope of such related party transactions is explained above and these transactions shall be placed before the shareholders in the next AGM for their formal approval/ratification.

BALLOT PAPER FOR VOTING THROUGH POST

Ballot Paper for the Special Businesses at the Annual General Meeting to be held on Monday, 27th October, 2025 at **04:00 pm** at the Registered Office of the Company located at Umer House, 23/1, Sector 23, SM Farooq Road, Korangi Industrial Area, 74900, Karachi.

Contact details of Chairman, where ballot paper may be sent:

Business Address: The Chairman, **Faisal Spinning Mills Limited** at Umer House, 23/1, Sector 23, SM Farooq Road, Korangi Industrial Area, 74900, Karachi.

Email Address: **fsm.corporate@umergroup.com**

Name of shareholder/joint shareholder(s):	
Registered Address:	
Folio / CDC Participant / Investor ID with sub- account No.	
Number of shares held	
CNIC / Passport No. (in case of foreigner) (copy to be attached)	
Additional Information and enclosures {In case of representative of body corporate, corporation and Federal Government)	
Name of Authorized Signatory:	
NIC / Passport No. (in case of foreigner) of Authorized Signatory - (copy to be attached)	

I/We hereby exercise my/our vote in respect of the following Resolutions through postal ballot by giving my/our assent or dissent by placing tick 'mark' in the appropriate box below:

Nature and Description of Resolutions	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
Agenda A(i) <i>"Resolved That Related Parties Transactions carried out during the year as disclosed in the financial statements for the year ended June 30, 2025, be and are hereby ratified, approved and confirmed."</i>		
Agenda A(ii) <i>"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 during the financial year ending June 30, 2026.</i> <i>Further Resolved That that transactions approved by Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next general meeting for their formal ratification/approval."</i>		

Notes:

- Duly filled postal ballot should be sent to the Chairman of **Faisal Spinning Mills Ltd** at above-mentioned postal or email address.
- Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Postal ballot forms should reach the Chairman of the meeting within business hours on or before 25th October, 2025. Any postal ballot received after this date, will not be considered for voting.
- Signature on postal ballot should match with signature on CNIC/ Passport (in case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
- This postal Poll paper is also available for download from the website at <https://www.umergroup.com> Shareholders may download the ballot paper from website or use the same ballot paper published in newspapers.

Signature of Shareholder(s) / Proxy Holder(s) / Authorized Signatory

(In case of corporate entity, please affix company stamp)

Place: _____

Dated: _____

فیصل سپنگ ملزمیڈ



ڈاک کے ذریعے ووٹنگ کے لیے بیلٹ پیپر

بروز سوموار، 27 اکتوبر 2025 کو شام 04:00 بجے کینی کے رجسٹرڈ دفتر بواقع عمر ہاؤس، 23/1، سیکٹر 23، ایس ایم فاروق روڈ، کورنگی انڈسٹریل ایریا، 74900، کراچی، پر منعقد ہونے والے سالانہ اجلاس عام میں خصوصی امور کے لئے بیلٹ پیپر۔

چیئر مین کے رابطہ کی تفصیلات، جہاں بیلٹ پیپر بھیجا جاسکتا ہے۔

کاروباری پتہ: چیئر مین، فیصل سپنگ ملزمیڈ، عمر ہاؤس، 23/1، سیکٹر 23، ایس ایم فاروق روڈ، کورنگی انڈسٹریل ایریا، 74900، کراچی۔

ای میل ایڈریس: fsm.corporate@umergroup.com

شیئر ہولڈر/مشترکہ شیئر ہولڈرز کا نام	
رجسٹرڈ ایڈریس	
فولیو نمبر/سی ڈی سی پارٹیشنٹ/انویسٹری ڈی معر سب اکاؤنٹ نمبر	
ملکیتی حصص کی تعداد	
CNIC/پاسپورٹ نمبر (بصورت غیر ملکی) (کاپی منسلک ہو)	
اضافی معلومات اور وضاحتیں (باڈی کارپوریٹ، کارپوریشن اور وفاقی حکومت کے نمائندہ کی صورت میں)	
مجاز دستخط کنندہ کا نام:	
مجاز دستخط کنندہ کا CNIC/پاسپورٹ نمبر (بصورت غیر ملکی) (کاپی منسلک ہو)	

میں/ہم مندرجہ ذیل قراردادوں کے سلسلے میں پوسٹل بیلٹ کے ذریعے اپنا/اپنے ووٹ استعمال کرتے ہیں اور ذیل میں مناسب باکس میں ٹک (✓) کا نشان لگا کر اپنی رضامندی یا اختلاف رائے دیتے ہیں:

نوعیت اور قراردادوں کی تفصیل	میں/ہم قراردادوں میں/ہم قراردادوں پر رضامند ہیں	میں/ہم قراردادوں پر کے خلاف ہیں
ایجنڈا (i) - "قرار پایا کہ سال کے دوران کئے گئے متعلقہ فریقین کے لین دین جیسا کہ 30 جون 2025 مختتم سال کے مالیاتی گوشواروں میں انکشاف کیا گیا ہے، بذریعہ ہذا اس کی توثیق، منظوری اور تصدیق شدہ ہے۔"		
ایجنڈا (ii) - "قرار پایا کہ کینی کے بورڈ آف ڈائریکٹرز 30 جون 2026 اختتام پذیر ہونے والے مالی سال کے دوران متعلقہ فریقوں کے ساتھ کس ٹوکس کی بنیاد پر لین دین کی منظوری دینے کا مجاز ہے۔"		
مزید قرار پایا کہ بورڈ کی طرف سے منظور شدہ لین دین کو شیئر ہولڈرز کی طرف سے منظور شدہ سمجھا جائے گا اور ان کی باضابطہ توثیق/منظوری کے لئے اگلے عام اجلاس میں شیئر ہولڈرز کے زور رکھا جائے گا۔		

نوٹس:

- صحیح طریقے سے پُر شدہ پوسٹل بیلٹ چیئر مین فیصل سپنگ ملزمیڈ کو مذکورہ بالا ڈاک کے پتہ پر ای میل کے ذریعے بھیجا جاسیے۔
- CNIC/پاسپورٹ کی کاپی (غیر ملکی کی صورت میں) پوسٹل بیلٹ فارم کے ساتھ منسلک ہونی چاہیے۔
- پوسٹل بیلٹ فارم 125 اکتوبر 2025 کو یا اس سے پہلے صدر اجلاس تک پہنچ جانے چاہئیں۔ اس تاریخ کے بعد موصول ہونے والا کوئی بھی پوسٹل بیلٹ ووٹنگ کے لیے قبول نہیں کیا جائے گا۔
- پوسٹل بیلٹ پر دستخط CNIC/پاسپورٹ (غیر ملکی کی صورت میں) کے دستخط سے مماثل ہونا چاہئے۔
- نامکمل، بغیر دستخط شدہ، غلط، کاٹ کر لکھا ہوا، پھٹا ہوا، منحنی شدہ، دوبارہ لکھا ہوا بیلٹ پیپر مسترد کر دیا جائے گا۔
- یہ پوسٹل پول پیپر کینی کی ویب سائٹ <https://www.umergroup.com> سے ڈاؤن لوڈ کے لئے بھی دستیاب ہے اور کین ویب سائٹ سے بیلٹ پیپر ڈاؤن لوڈ کر سکتے ہیں یا اخبارات میں شائع ہونے والا بیلٹ پیپر استعمال کر سکتے ہیں۔

شیئر ہولڈر/پراسی ہولڈر/مجاز دستخط کنندہ کے دستخط:

(بصورت کارپوریٹ ادارہ، کینی کی مہر ثبت کریں)

تاریخ:

مقام: