

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

Executive Director/HOD,
Offsite-II Department, Supervision Division,
Securities & Exchange Commission of Pakistan,
63, NIC Building, Jinnah Avenue, Blue Area, Islamabad

Subject: **APPROVALS OF SHAREHOLDERS IN 44TH AGM OF FRCL**

Dear Sir,

We have to inform you that the shareholders of FRCL have approved all the agenda items of the Notice of 44TH AGM of FRCL dated October 28, 2026, as presented before the shareholders of the Company in the 44TH Annual General Meeting of FRCL held on October 28, 2026 at 9:00 Hours at 29-Industrial Estate, Jamrud Road, Peshawar and via video link / Zoom application, as also mentioned here-in-below:

1. ORDINARY BUSINESS CONDUCTED AT 44TH AGM OF FRCL

- 1.1 The shareholders, upon motion duly proposed and seconded, resolved to confirm the minutes of minutes of the Extra Ordinary General Meeting of the Company held on March 16, 2026.
- 1.2 The shareholders, upon motion duly proposed and seconded, resolved to adopt and approve the Annual Audited Financial Statements of the Company for the year ended June 30, 2026 together with the Chairperson's Review Report, Directors' and Auditors' report thereon.
- 1.3 The shareholders, upon motion duly proposed and seconded, resolved to reappoint M/s Crowe Hussain Chaudhury and Co. Chartered Accountants as auditors of the Company for the year ending June 30, 2027 on the remuneration as recommended by the Board on recommendation of the Board's Audit Committee.

2. SPECIAL BUSINESSES CONDUCTED AT 44TH AGM OF FRCL

The shareholders, through Electronic Voting, voting through Postal Ballot and voting through Ballot Box drop-in at the 44th AGM of FRCL passed following resolutions as Special Resolutions:

"Resolved that following transactions as carried out by the Company with related parties during financial year ended 30.06.2026 be and are hereby ratified and approved".

"Further Resolved That approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to approve all transactions which may be deemed necessary from time to time with related parties, associated companies and undertaking in term Section 207 and / or 208 and/or 199 and other applicable provisions of the Companies Act, 2017 during the ensuing year ending 30th June 2026."

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Registered Office: 29-INDUSTRIAL ESTATE, JAMRUD ROAD, PESHAWAR, PAKISTAN.

TEL: (092-91) 5891470-79, FAX: (92-91) 5830290

Head Office: Toyota Rawal Motors Building Swan Camp, G.T Road, Rawalpindi.

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Name of Associated Companies & Undertakings	Loan Received	Loan Paid	Advance Paid	Advance Received
Toyota Rawal Motors (Pvt) Ltd	47,000,000	59,300,000	-	-
Mr. Nadeem Khalid	12,060,000	12,357,087	-	-
Rawal Industrial Equipment (Pvt) Ltd		575,000	-	-
Khalid & Khalid Holdings (Pvt) Ltd			1,047,110,181	261,401,700

“Further Resolved That the approval of the members of the Company be and is hereby accorded to extend the loan amount up to Rs. 1.2 billion to Khalid & Khalid Holdings (Pvt) Limited in terms of Section 199 and other applicable provisions of the Companies Act, 2017 as approved by the Board of Directors of the Company in their meeting held on October 07, 2026 as per terms and conditions disclosed to the members for a period of three years @ one-year KIBOR plus 3.25%.”

2.2 Extension of Payment Date in respect of Withdrawal of Land Sale Agreement

The shareholders, through Electronic Voting, voting through Postal Ballot and voting through Ballot Box drop-in at the 44th AGM of FRCL passed following resolutions as Special Resolutions:

“Resolved That in continuation of the approval accorded by the members in the previous Annual General Meeting in respect of the withdrawal of the land sale agreement dated January 08, 2021, the members hereby approve the extension of the payment date for Rs. 200 million from May 31, 2026 to June 25, 2027, as mutually agreed with the counterparty.

“Further Resolved That the members of the Company authorize and empower the Board and management to continue to engage with the counterparty with a view to concluding the settlement of the outstanding amount in accordance with the agreed terms, in the best interest of the Company and its shareholders.

“Further Resolved That all acts, deeds, and things already done or to be done by the Board and management in connection with the said withdrawal and negotiations be and hereby ratified, confirmed and approved.”

“Further Resolved That the Company Secretary and CEO be and are hereby empowered and authorized to take and do, and/or cause to be taken or done, any /all necessary actions, deeds and things which are or may be necessary for giving effects to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental /or consequential to fulfill all requisite legal, corporate and procedural formalities and any ancillary matters thereto.”

Yours faithfully,

For and on behalf of Frontier Ceramics Ltd.


Rehman Khan Sherwani
Company Secretary

