

**ALI ASGHAR TEXTILE MILLS LIMITED**  
**Notice of 57<sup>th</sup> Annual General Meeting**

Notice is hereby given that the 57<sup>th</sup> annual general meeting of Ali Asghar Textile Mills Limited will be held at Plot # 6 , Sector 25, Korangi Industrial Area, Karachi on October 26, 2023 at 11 A.M. sharp to transact the following business:

**ORDINARY BUSINESS**

To confirm minutes of the last General Meeting held on October 26, 2022. To receive, consider and adopt audited Accounts for the year ended 30<sup>th</sup> June 2023 together with Auditor's and Director Report thereon.

1. To confirm minutes of the last Annual General Meeting held on 26<sup>th</sup> October 2022.
2. To receive, consider and adopt audited accounts for the year ended 30<sup>th</sup> June 2023 together with Auditor's and Director Report thereon.
3. To appoint auditors for the year ended June 30, 2024 and to fix their remuneration.
4. To transact any other business with the permission of the Chair.

**SPECIAL BUSINESS:**

- 1) To consider and, if thought fit, pass with or without modification, the following special resolutions in terms of Section 12 and others of the Companies Act RESOLVED that the name of the company be and is hereby changed from Ali Asghar Textile Mills Limited to Ellahi Holdings Limited, subject to the approval of the Securities and Exchange Commission of Pakistan.
- 2) RESOLVED that the Board of Directors be and is hereby authorized to take all necessary steps to implement the foregoing resolution, including:
  - ❖ Filing an application with the Securities and Exchange Commission of Pakistan for approval of the change of name.
  - ❖ Amending the company's Memorandum and Articles of Association to reflect the change of name.
  - ❖ Notifying the relevant authorities, including the Pakistan Stock Exchange, of the change of name.
  - ❖ Making such other changes as may be necessary to implement the change of name.
3. To consider and, if thought fit, pass with or without modification, the following special resolutions in terms of Section 199 of the Companies Act, 2017, and Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2012 for authorizing Investment amounting up to PKR 200,000,000/- (Rupees Two hundred million) including cost overrun being contingencies for interest and insurance in case of any delay during construction and considering expected fluctuation between PKR and USD parity.
4. A) RESOLVED that the Company be and is hereby authorized to make investment advance/loan amounting up to PKR 200,000,000/- including cost overrun being contingencies for interest and insurance in case of any delay during construction test run and operation of the project and considering expected fluctuation between PKR and USD parity in the associated company, M/s. Fazal solar energy private Limited for a Solar Power Project of 1 MW to be built on company property at Korangi industrial area.
5. (B) FURTHER RESOLVED that such investment be and is hereby made and retained by the Company initially for the life of the project, which is five years after the date of commercial operations and as the Directors deem appropriate and/or modify the same from time to time in accordance with the instructions of the Board.

6. **FURTHER RESOLVED** that, for the purpose of giving effect to the above resolution, the Chief Executive Officer of the Company or such person or persons as may be authorized by the Chief Executive Officer of the Company being authorized to do all such acts, deeds and things and to execute and deliver all such deeds, agreements, declarations, undertakings, guarantees, standby letters of credit including any ancillary document thereto or provide any such documentation for and on behalf and in the name of the Company as may be necessary or required or as they or any of them may think fit for or in connection with or incidental to the proposed investment advance/Loan upto PKR 200,000,000 in M/s. Fazal solar energy private Limited including without limiting the generality of the foregoing, the negotiation and finalization of the terms and conditions relating to such investment,
7. **RESOLVED** as and by way of Special Resolution THAT the Company be and is hereby authorized to provide financial assistance to its Associate company/Subsidiary company M/s. Fazal solar energy private Limited by way of creation of lien/charge over the current assets/fixed assets of the Company in terms whereof the financing Bank will be provided lien/charge on the current assets /fixed assets of the Company to raise and secure Finance under finance and to execute all necessary deeds, agreements, declarations, undertakings and documents required in connection therewith.
8. **RESOLVED FURTHER**, that Mr. Nadeem Ellahi Shaikh, Chief Executive Officer and Company secretary , [singly], be and are hereby authorized to execute and deliver all necessary deeds, agreements, declarations, undertakings and documents to the financing bank in relation to the creation of security/collateral over fixed assets /current assets in respect of the Banking Facilities of M/s. Fazal solar energy private Limited, which the financing bank may require in connection therewith and to make all necessary filings in respect thereof.
9. **RESOLVED FURTHER**, that the financing bank is hereby authorized to rely upon this resolution until written notice of revocation is served upon them.
10. To transact any other business with the permission of the chair. Statements as required under section 134(3) of the Companies Act, 2017 in respect of the special business to be considered at the meeting is being sent to the shareholders with this notice
11. **Resolved by** way of special resolution that consent and approval of Ali Asghar Textile mills Limited (the "Company") be and is hereby accorded under Section 199 of the Companies Act, 2017 (the "Act") for investment in the form of loans / advances from time to time to **Ellahi Capital Private Limited**, an associated company/related party, up to an aggregate sum of **Rs. 400 million** (Rupees one thousand million only) for a period of three year commencing November 01, 2023 to October 31, 2026 (both days inclusive) at the mark-up rate of three percent above three months **KIBOR** or one percent above the average borrowing cost of the Company, whichever is higher.
12. **Resolved further** that the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized **singly** to take all steps necessary, ancillary and incidental, corporate and legal formalities for the completion of transactions in relation to the loans / advances to the associated company but not limited to filing of all the requisite statutory forms and all other documents with the Securities and Exchange Commission of Pakistan, executing documents all such notices, reports, letters and any other document or instrument to give effect to the above resolution."
13. To approve by way of special resolution with or without modification the following resolution in respect of related party transaction in terms of Section 208 of the Companies ACT. 2017
14. (i)**RESOLVED THAT** the related parties transactions conducted during the year as disclosed in the note 30 of the financial statements for the year ended June 30, 2023 be and are hereby ratified, approved and confirmed.
15. (ii)**RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to approve the transaction to be conducted with Related Parties on case to case basis during the financial year ending June 30, 2024.

"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 Annual General Meeting for their formal ratification/approval

By the order of Board

Abdullah Moosa  
Company Secretary

Dated: October 1<sup>st</sup> October 2023

**Notes:**

The Share Transfer Books will remain closed and no transfer of shares will be accepted for registration from 20<sup>th</sup> October 2023 to 26<sup>th</sup> October 2023 (both days inclusive).

**1. Participation in the annual general meeting:**

A member entitled to attend and vote at this meeting is entitled to appoint another member/any other person as his/her proxy to attend and vote.

2. Duly completed instrument of proxy, and the other authority under which it is signed, thereof, must be lodged with the secretary of the company at the company's registered office at least 48 hours before the time of the meeting.

**3. Necessary Provision of email and physical mailing address and other material information:**

As per SRO 787(I)/2014 of SECP, each TRE Holder/Shareholder who desire to receive soft copy of accounts is requested to update his/her email address with the share registrar and opt for the soft copy of financial results of The Company, so all the results and material information could be transferred in more quicker and better way and any change of address of TRE Certificate holder should be immediately notified to the company's share registrars, C&K Management Associates (PVT) Limited, Address: 404-Trade Tower, Abdullah Haroon Road Near, Metro pole Hotel, Karachi-75530, Phone: 35687839, 3568593

4. The CDC account holders will further have to follow the under-mentioned guidelines as laid down 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 identity by showing his 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 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 accordingly.
- 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
- iv) The proxy shall produce his/her original CNIC or original passport at the time of meeting.
- v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted along with proxy form to the company.

5. Accounts of the company and other material information should be provided on the website [www.aatml.com.pk](http://www.aatml.com.pk)

**6. COVID 19 Related Contingency Planning for AGM:**

In view of the prevailing and worsening situation and ensuring the health safety of our shareholder due to pandemic COVID-19 and in line with the direction issued to listed companies by the Securities & Exchange Commission of Pakistan vide is Circular No.4 of 2021 dated February 15, 2021 and subsequent Circular No.6 of 2021 dated March 03, 2021, the company

intend to convene this AGM virtually via video conference facility which ensuring compliance with the quorum requirements and request to the Members to consolidate their attendance and voting at the AGM through proxy To special arrangement for attending the AGM through electronic means will be as under:

- a) AGM will be held through Zoom application via a video link facility.
- b) Shareholder/proxy holders interested in attending the AGM through Zoom application are hereby requested to get themselves registered with the Company Secretary office by sending an e-mail with subject: "Registration for AGM" at the earliest but not later than 19<sup>th</sup> October 2023 on email ([abdullahmoosa@aatml.com.pk](mailto:abdullahmoosa@aatml.com.pk)) along with a valid copy of both side of CNIC.

Shareholder/Proxy holders are advice to mention their Name, Folio/CDC Account Number, CNIC Number and Cell number.

Upon receipt of the above information from the interested shareholders, the Company will send the login credentials at their email address. On the date of AGM, shareholders will be able to login and participate in the AGM proceedings through their smart phones/computer devices. The login facility will be opened from 10:00 am 10:30 a.m. on October 26, 2023 enabling the participants to join the proceedings which will start at 11:00 p.m. sharp.

**STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 AND INFORMATIONS REQUIRED UNDER S.R.O. 27(I)/2012 ARE PROVIDED BELOW**

**(A) Investment and lien of company assets for lenders to Fazal solar energy Power Limited:**

Sr. No.	Description	Information Required										
(i)	Name of the related party or Associated/subsidiary undertaking along with criteria based on which the subsidiary relationship is established.	Fazal solar energy Power Limited due to Common Directorship by the following: <ol style="list-style-type: none"> <li>1) Mr. Nadeem Ellahi Shaikh</li> <li>2) Ali Asghar textile mills holding 98% of the equity</li> <li>3) Mr. Naveed Ellahi, Director of fazal solar is also substantial shareholder in Ali Asghar textile mills Ltd.</li> </ol>										
(ii)	Purpose, benefits and period of investment advance/loan.	<table border="1"> <thead> <tr> <th>Nature</th> <th>Loan / advance</th> </tr> </thead> <tbody> <tr> <td>Purpose</td> <td>To earn mark-up / profit on loan / advance being provided to Fazal Solar energy which long-term strategy for diversification and increasing shareholders' value</td> </tr> <tr> <td>Period</td> <td>Five Year</td> </tr> <tr> <td>Rate of Mark-up</td> <td>three percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher.</td> </tr> <tr> <td>Repayment</td> <td>Principal plus mark-up / profit upto October 31, 2028</td> </tr> </tbody> </table>	Nature	Loan / advance	Purpose	To earn mark-up / profit on loan / advance being provided to Fazal Solar energy which long-term strategy for diversification and increasing shareholders' value	Period	Five Year	Rate of Mark-up	three percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher.	Repayment	Principal plus mark-up / profit upto October 31, 2028
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Repayment	Principal plus mark-up / profit upto October 31, 2028											

		Penalty , charges	@ 3-months KIBOR plus three percent in addition to the outstanding amount(s).
(iii)	Maximum amount of investment advance /loan.	Long term funding investment advance/loan up to PKR 200,000,000/- (Rupees seven hundred and twenty million) including cost overrun being contingencies for interest and insurance in case of any delay during construction operation of the plant and maintenance and considering the expected fluctuation between PKR and USD parity	
(vi)	Number of securities and percentage thereof held before and after the proposed investment.	98% of equity before investment and no change in number of securities held afterwards.	
(v)	Earnings per share of the associate company/ subsidiary undertaking for the last three years.	M/s. Fazal solar energy Power Limited has not yet commenced commercial operations and the project is under developmentphase. Expenses have incurred so far.  Hence, Loss per share for the period ended June 30, 2023 was PKR Nil	

Sr. No.	Description	Information Required
(vi)	Sources of fund from which investment loan/advance will be.	Surplus funds of the Company/ Banking limits/sale of liquid assets.
(vii)	Where the given to be acquired using borrowed funds:  (I) Justification for investment through borrowing; and	
	(II) Detail of guarantees and assets pledged for obtaining such funds	Ali Asghar textile mills will provide necessary lien on it assets to financial institutions
(viii)	Salient features of the agreement(s), if any, entered into with its subsidiary / associated undertaking with regards to the proposed loan and advance	No separate agreement
(xi)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the subsidiary or associated undertaking or the transaction under consideration.	<p>Director of Ali Asghar textile mills Limited on the Board of Fazal solar energy Power Limited are:</p> <p>1. Mr. NAdeem Ellahi Shaikh</p> <p>He has no direct or indirect interest except to the extent of 1% shareholding in Fazal Solar energy and Ali Asghar textile mills shareholding in the investing company.</p>
(x)	<p>Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;</p> <p>Any others important details necessary for the members to understand the transaction</p>	<p><b>Purpose</b> :The Company is intending to invest in an associate company /subsidiary company, for the development of a 1 MW Solar Power Project in the context that the country is facing severe shortage of electricity and Government of Pakistan is encouraging investment in power sector, especially in Renewable Energy Sector, the benefits to the company are:</p> <p><b>Benefits:</b></p> <p>(i) High return on its investment.</p> <p>(ii) 10 years steady cash flow stream.</p> <p>(iii) Guaranteed off take of power produced from the project</p> <p><b>Period:</b></p> <p>Initially For a period of five year from November 01, 2023 or subject to NEPRA approval and availability of funding to October 31, 2028</p>

3(1)(c) Investments in the form of loans,

Ref. No.	Requirement	Information
(i)	Category-wise amount of investment;	Long term loan for To earn mark-up / profit on investment loan / advance being provided to Fazal Solar energy also for diversification and increasing shareholders' value  Requirement for a period of five year as dilated in preamble.
(ii)	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah Compliant and conventional products rate of return for unfunded facilities, as the case may be, for the	Average borrowing cost of the Company is KIBOR + 2.5% for the year ended June 30, 2023.
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Mark-up will be charged from Fazal solar energy at three percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher.
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment;	No collateral is considered necessary since Fazal Solar energy is a holding company of the Company..
(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place the time when the conversion may be exercisable; and	N/A
(vi)	Repayment schedule and terms and conditions of investment loans or advances to be given to the associated company or associated undertaking.	The loan / advance would be for a period of five years from November 01, 2023 to October 31, 2028 (both days inclusive). Fazal Solar energy will pay interest / mark-up on demand basis whereas repayment of principal amount shall be on or before October 31, 2028.

Disclosure under Regulation 4(1):

Two Directors shares in the associate company / subsidiary company i.e. Fazal Solar energy are also the members of the Company and interested to the extent of their shareholding as under:

Name	%age of shareholding in Fazal Solar	%age of shareholding in the Company
Mr. Naveed Ellahi	1%	45%
Mr . Nadeem Ellahi	1%	41%

Disclosure under Regulation 4(2):

Name of Investee Company	Fazal solar energy private Limited
Total Investment Approved:	Nil
Amount of Investment Made to date:	Investment has been Rs.98000 made yet to date.
Reasons for not having made complete investment so far where resolution required it to be implemented in specified time:	Fazal solar energy was not in operation.
Material change in financial statements of associated company or undertaking since date of the resolution passed for approval of investment in such company	N/A

As mentioned above and as per the disclosure requirements of Regulation 4(1) of the Companies (Investment in Associated/subsidiary Companies or Associated Undertakings) Regulations 2012, it is informed that the following directors of the company are also the directors of the Investee Company:

- 1) Mr. Nadeem Ellahi Shaikh



## STATEMENT 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 Annual General Meeting of the Company to be held on October 26, 2023.

### AGENDA ITEM NO. 11 OF THE NOTICE – Provision of Loan and advance to Ellahi capital private limited:

ELLAHI CAPITAL PRIVATE LIMITED ("ELLAHI CAPITAL PRIVATE LIMITED"), the related party, having its Registered Office at 306-308 UNITOWER I.I CHUNDIRGARH Road Karachi, is investing company.

The Board of Directors of the Company in their meeting held on 25 September, 2023 has approved upto Rs. 400 million as loans / advances, being a reciprocal facility, to ELLAHI CAPITAL PRIVATE LIMITED on the basis of satisfactory profit trend of ELLAHI CAPITAL PRIVATE LIMITED subject to approval of the members. The Company shall extend the facility of loans / advances from time to time for working capital requirements to ELLAHI CAPITAL PRIVATE LIMITED in accordance with an agreement in writing including all relevant terms and conditions as prescribed in the Regulations.

The Directors have carried out necessary due diligence for the proposed investment and duly signed recommendations of the due diligence report / undertaking have been kept at the Registered Office of the Company for inspection and shall also be available for inspection of members in the general meeting along with the latest audited and interim financial statements of the associated company.

#### (B) Transaction with Ellahi Capital private Limited:

Ref. No.	Requirement	Information												
(i)	Name of associated company or associated undertaking;	<b>Ellahi capital private Limited</b> (the "Ellahi capital")												
(ii)	Basis of relationship;	Ellahi capital private Limited a related party due to Sponsor by the following:  1) Mr. Naveed Ellahi Shaikh director of Ellahi capital is a major shareholder of Ali Asghar textile mills . "Company").												
(iii)	Earnings per share for the last three years;	<b>(Rupees)</b>  <table><thead><tr><th>Year</th><th>Basic</th><th>Diluted</th></tr></thead><tbody><tr><td>30.06.2020</td><td>(2045.21)</td><td>(2045.21)</td></tr><tr><td>30.06.2021</td><td>397.87</td><td>397.87</td></tr><tr><td>30.06.2022</td><td>2872.66</td><td>2872.66</td></tr></tbody></table>	Year	Basic	Diluted	30.06.2020	(2045.21)	(2045.21)	30.06.2021	397.87	397.87	30.06.2022	2872.66	2872.66
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30.06.2022	2872.66	2872.66												

(iv)	Break-up value per share, based on latest audited financial statements;	As on June 30, 2022 With revaluation surplus Rs. 2458 Without revaluation surplus Rs. 2458																								
(v)		<p>Based on the audited financial statements for the financial year ended 30 June 2022, the financial position of Ellahi capital is as under: -</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td colspan="2">Rupees</td> </tr> <tr> <td>Paid up capital</td> <td>27,000</td> </tr> <tr> <td>Reserves</td> <td>9,973,000</td> </tr> <tr> <td><b>Total Equity</b></td> <td><b>66,356,005</b></td> </tr> <tr> <td><b>Current liabilities</b></td> <td><b>378,039,913</b></td> </tr> <tr> <td><b>Current assets</b></td> <td><b>430,458,981</b></td> </tr> <tr> <td>Revenue</td> <td>13,809,458</td> </tr> <tr> <td>Gross Profit</td> <td>9,204,700</td> </tr> <tr> <td>Operating Profit</td> <td>9,204,700</td> </tr> <tr> <td>Net Profit</td> <td>7,756,183</td> </tr> <tr> <td>Earnings per share (Rs.)</td> <td>2872.66</td> </tr> </tbody> </table>	Particulars	Amount	Rupees		Paid up capital	27,000	Reserves	9,973,000	<b>Total Equity</b>	<b>66,356,005</b>	<b>Current liabilities</b>	<b>378,039,913</b>	<b>Current assets</b>	<b>430,458,981</b>	Revenue	13,809,458	Gross Profit	9,204,700	Operating Profit	9,204,700	Net Profit	7,756,183	Earnings per share (Rs.)	2872.66
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General Disclosure

Ref. No.	Requirement	Information
(i)	Maximum amount of investment to be made;	Rs. 400 million (Rupees four hundred million)

(ii)	<p>Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;</p>	<p><b>Purpose:</b> To earn income on the loans and/or advances to be provided to Ellahi capital from time to time for working capital requirements of Ellahi capital.</p> <p><b>Benefits:</b> The Company will receive markup at the rate of three percent above three months KIBOR or one percent above its average borrowing cost, whichever is higher. This shall benefit the Company's cash flow by earning profit on idle funds.</p> <p><b>Period:</b> For a period of three year from November 01, 2023 to October 31, 2026.</p>													
(iii)	<p>Source of funds to be utilized for investment and</p> <p>where the investment is intended to be made using borrowed funds, -</p> <p>(I) Justification for investment through borrowings;</p> <p>(II) Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(III) <u>Cost benefit analysis;</u></p>	<p>Loan and/or advance will be given out of own funds of the Company.</p> <p>N/A</p>													
(iv)	<p>Salient features of agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;</p>	<table border="1"> <tr> <td data-bbox="786 1136 979 1174"><b>Nature</b></td> <td data-bbox="979 1136 1337 1174"><b>Loan / advance</b></td> </tr> <tr> <td data-bbox="786 1174 979 1384"><b>Purpose</b></td> <td data-bbox="979 1174 1337 1384">To earn mark-up / profit on loan / advance being provided to Ellahi capital which will augment the Company's cash</td> </tr> <tr> <td data-bbox="786 1384 979 1446"><b>Period</b></td> <td data-bbox="979 1384 1337 1446">Three Year</td> </tr> <tr> <td data-bbox="786 1446 979 1694"><b>Rate of Mark-up</b></td> <td data-bbox="979 1446 1337 1694">three percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is</td> </tr> <tr> <td data-bbox="786 1694 979 1827"><b>Repayment</b></td> <td data-bbox="979 1694 1337 1827">Principal plus mark-up / profit upto October 31,2026</td> </tr> <tr> <td data-bbox="786 1827 979 1959"><b>Penalty, charge</b></td> <td data-bbox="979 1827 1337 1959">@ 3-months KIBOR plus three percent in addition to the</td> </tr> </table>	<b>Nature</b>	<b>Loan / advance</b>	<b>Purpose</b>	To earn mark-up / profit on loan / advance being provided to Ellahi capital which will augment the Company's cash	<b>Period</b>	Three Year	<b>Rate of Mark-up</b>	three percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is	<b>Repayment</b>	Principal plus mark-up / profit upto October 31,2026	<b>Penalty, charge</b>	@ 3-months KIBOR plus three percent in addition to the	
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(v)	<p>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;</p>	<p>Sponsor of Ellahi capital private Limited are:</p> <ol style="list-style-type: none"> <li>1) Mr. NAVEED Ellahi Shaikh</li> <li>2) Mrs Gulnar Humanyun</li> </ol> <p>Mr Naveed Ellahi is the brother of CEO of Ali Asghar textile Mills Mr NAdeem Ellahi and Mrs Gulnar Humanyun is Mother of Mr Nadeem Ellahi other than that no direct or indirect interest</p>
(vi)	<p>In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and</p>	<p>.. There is no impairment and/or write off against the above facility.</p>
(vii)	<p>Any other important details necessary for the members to understand the transaction;</p>	

3(1)(c) Investments in the form of loans,		
Ref. No.	Requirement	<sup>1</sup> Information
(viii)	Category-wise amount of investment;	Long term loan for working capital  Requirement for a period of three year as dilated in preamble.
(xi)	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah Compliant and conventional and products rate of return for unfunded facilities, as the case may be, for the relevant period;	Average borrowing cost of the Company is three month KIBOR + 2.5% for the year ended June 30, 2023.
x)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Mark-up will be charged from Ellahi Capital at three percent above three months KIBOR or one percent above the average borrowing cost of the Company, whichever is higher.
(xi)	Particulars of collateral or security to be obtained in relation to the proposed investment;	No collateral.
(xii)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place the time when the conversion may be exercisable; and	N/A
(xiii)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	The loan / advance would be for a period of three year from November 01, 2023 to October 31, 2026 (both days inclusive). ELLAHI CAPITAL will pay interest / mark-up on quarterly basis whereas repayment of principal amount shall be on or before October 31, 2026.

Disclosure under Regulation 4(1):

One Directors including Sponsors of the associated company i.e. Ellahi capital are also the members of the Company and interested to the extent of their shareholding as under:

Name	%age of shareholding in Ellahi capital	%age of shareholding in the Company
Mr. Naveed Ellahi	50%	45%
Mrs . Gulnar Humayun	50%	8%

Disclosure under Regulation 4(2):

<b>Name of Investee Company</b>	<b>Ellahi capital private Limited</b>
Total Investment Approved:	N/A
Amount of Investment Made to date:	N/A.
Reasons for not having made complete investment so far where resolution required it to be implemented in specified time:	N/A.
Material change in financial statements of associated company or undertaking since date of the resolution passed for approval of investment in such company	N/A

1. Relating to item Number 12 of the notice-Ratification and approval of the related party transactions.
2. The company carries out transaction with its associates and related parties in accordance with its policies, applicable laws, regulations and with approval of board of directors of the company. However, during the year some of the Company's Directors are interested in certain transactions (by virtue of being the shareholder of common directorship), therefor due to absent of requisite quorum for approval in Board of Directors meeting, 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 note 31 to the unconsolidated financial statements for the year ended 30<sup>th</sup> June 2023.

The company carries out transactions with its related parties on an arm's length as per the approved policy with respect to 'transactions with related parties' in the normal course of business and periodically reviewed by the Board Audit Committee. Upon the recommendation of the board, Audit Committee, Upon the recommendation of the Board Audit Committee, such transactions are placed before the board of directors for approval.

Transactions entered into with the related parties include, but are not limited to, sale and purchase of goods, dividends paid and received, investments made (in accordance with the approval of shareholders and board where applicable) and sharing of common expenses.

The nature of relationship with these related parties has also been indicated in the note 31 to the unconsolidated financial statements for the year ended 30<sup>th</sup> June 2023.

3. Relating to Item Number 11 of the notice- Authorization for the Board of Directors to approve the related party transaction during the year ending 30<sup>th</sup> June 2023.

The Company shall be conducting transactions with its related parties during the year ended 30<sup>th</sup> June 2023 on an arm's length basis as per the approved policy with respect to 'transaction with related parties' in the normal course of business some Directors are interested in these transactions due to their common directorship substantial shareholding in the subsidiary/associated companies. In order to promote transparent business practices, the Board of Directors seeks authorization from the shareholders to approve transactions with the related parties from time-to-time on case to case basis for the year ended 30<sup>th</sup> June, 2024 and such transactions shall be deemed to be approved by the Shareholders. The nature and scope of such related party transactions is explained above. These transactions shall be placed before the shareholders in the next AGM for their formal approval/ratification.