



Through PUCARS / TCS Courier Service

October 05, 2023

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

Sub: **NOTICE OF 33rd ANNUAL GENERAL MEETING**

Dear Sir,

Enclosed please find a copy of the Notice of 33rd Annual General Meeting of the Company to be held on Friday, October 27, 2023 at 3:00 p.m. for circulation amongst the TRE Certificate Holders of the Exchange.

The aforementioned Notice would be published on October 6, 2023 in English and Urdu languages respectively in the Newspapers, having nation-wide circulation.

Yours truly,
For and on behalf of 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 THE 33rd ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting of the shareholders of Reliance Weaving Mills Limited (the “Company”) will be held on Friday, October 27, 2023, at 03:00 pm at 2nd Floor, Trust Plaza, L.M.Q. Road, Multan, to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the 32nd Annual General Meeting held on October 27, 2022.
2. To receive, consider and adopt the audited financial statements of the Company together with the Directors’ and Auditors’ Reports thereon for the year ended June 30, 2023.
3. To appoint statutory Auditors for year ending June 30, 2024 and to fix their remuneration.

SPECIAL BUSINESS:

4. To ratify and approve the transactions carried out by the Company with related parties as disclosed in the financial statements for the year ended June 30, 2023 and to pass the following Special Resolution(s), with or without modification(s) in terms of Section 208 of the Companies Act, 2017:

“RESOLVED THAT, related party transactions carried out by the Company during the year in which majority of Directors are interested as disclosed in Note 45 of the financial statements for the year ended June 30, 2023, be and are hereby ratified, approved and confirmed.”

5. To authorize the Board of Directors of the Company to approve related party transactions for the financial year ending June 30, 2024, and to pass the following Special Resolution(s), with or without modification(s):

“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 for the financial year ending June 30, 2024.

FURTHER RESOLVED THAT, these transactions, approved by the 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 wherever required.”

6. To consider and, if deemed fit, pass, with or without modification(s), the following resolutions as Ordinary resolutions to enable and authorize the Company to circulate the annual audited financial statements, to the Members of the Company through QR enabled code and weblink as allowed by the Securities and Exchange Commission of Pakistan (SECP) vide its Notification S.R.O. 389(I)/2023 dated March 21, 2023, instead of circulating the same through CD/DVD/USB.

“RESOLVED THAT, the Company be and is hereby authorized to circulate its annual audited financial statements to the Members of the Company through QR enabled code and weblink, in accordance with S.R.O. 389(I)/2023 dated March 21, 2023 issued by SECP and that the practice of circulation of the annual audited financial statements through CD/DVD/USB may be discontinued.



FURTHER RESOLVED THAT, the Company shall be considered compliant with the relevant requirements of Section 223(6) of the Companies Act, 2017 by sending the audited financial statements through email and/or sending a notice of meeting containing the QR enabled code and the weblink address. In case a hard copy of audited financial statements and/or Notice of AGM is desired, a specific request for the same will be made.

FURTHER RESOLVED THAT, the Company Secretary be and is hereby authorized to do all necessary acts, deeds and things in connection therewith and ancillary thereto as may be required or expedient to give effect to the spirit and intent of the above resolution."

7. To consider and if deemed fit, to pass the following special resolutions under Section 199 of the Companies Act, 2017, with or without modification(s), addition(s) or deletion(s):

"RESOLVED THAT, consent of the shareholders of the Company be and is hereby accorded under Section 199 of the Act for investment in associated companies, as per following details, in the form of working capital loan, to be made from time to time, for a period of one year starting from the date of approval by the shareholders provided that the return on any outstanding amount of loan shall be KIBOR plus 2.50% (which shall not be less than the average borrowing cost of the Company) and as per other terms and conditions of the agreement to be executed in writing and as disclosed to the Members:

Sr. #	Name of Associated Company	Amount of Loan
1	Fatima Sugar Mills Limited	PKR 400 Million
2	Reliance Commodities (Pvt.) Limited	PKR 200 Million
3	Fatima Transmission Company Limited	PKR 300 Million
4	Fazal Cloth Mills Limited	PKR 200 Million
5	Fatima Holding Limited	PKR 200 Million

FURTHER RESOLVED THAT, any of the Directors/Chief Executive Officer and/or Chief Financial Officer and/or the Company Secretary of the Company be and are each hereby authorized singly to take all steps necessary in this regard, including but not limited to negotiating and executing any necessary agreements/documents and any ancillary matters thereto for implementing the aforesaid resolution."

Statement under Section 134(3) of the Companies Act, 2017 concerning special business is annexed to this notice of meeting circulated to the shareholders of the Company.

Place: Multan
Dated: October 06, 2023

By Order of the Board


Kamran Ahmad Awan
Company Secretary



CLOSURE OF SHARE TRANSFER BOOKS:

The Share Transfer Books will remain closed from October 21, 2023 to October 27, 2023 (both days inclusive). Transfers received in order at the office of our Shares Registrar by the close of business hours on October 20, 2023 will be treated in time to attend and vote at the Annual General Meeting. The Members are requested to notify the change of address, if any, immediately to our Shares Registrar.

PARTICIPATION IN THE ANNUAL GENERAL MEETING:

A Member entitled to attend and vote may appoint another Member as his/her proxy to attend and vote instead of him/her. In order to be effective, duly completed and signed Proxy Form must be received at the Company's Registered Office at 2nd Floor, Trust Plaza, L.M.Q. Road, Multan at least 48 hours before the time of the meeting. For the convenience of the Members, a blank Proxy Form is being dispatched with the notice of AGM.

CDC account holders will further have to follow the under mentioned guidelines as laid down by the SECP:

FOR ATTENDING THE MEETING:

- i) In case of individuals, the account holder or sub-account holder and their registration details are uploaded as per CDC 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; and
- ii) In case of corporate entities, the Board of Directors' resolution / Power of Attorney with specimen signature of the nominee shall be produced at the time of the meeting.

FOR APPOINTING PROXIES:

In case of Individuals:

The account holder or sub-account holder and their registration details are uploaded as per CDC regulations, shall submit the Proxy Form as per the above requirement. Proxy Form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. Attested copies of CNIC or the Passport of beneficial owners and the Proxy shall be furnished with the Proxy Form. The Proxy shall produce his / her original CNIC or original Passport at the time of the meeting;

In case of Corporate Entities:

The Board of Directors' resolution / Power of Attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted along with the proxy form to the Company. A corporate entity, being Member, may appoint any person, regardless of whether they are a Member or not, as its proxy.



VOTING THROUGH E-VOTING AND POSTAL BALLOT PAPER:

Pursuant to the Companies (Postal Ballot) Regulations, 2018 for the purpose of special business and for any other agenda item subject to the requirements of Sections 143 and 144 of the Companies Act, 2017. Accordingly, the Company shall publish the ballot paper and information as provided in sub-regulation 8(1) in newspaper and also upload the ballot paper on its website not later than seven days before the general meeting. Voting lines will be opened for the shareholders from October 23, 2023 at 9:00 a.m. till October 26, 2023, at 5:00 pm.

The shareholders shall ensure duly filled and signed ballot paper along with the copy of CNIC, in case of individual and in case of body corporate, acceptable identification documents should reach the chairperson of the meeting through post at 2nd Floor, Trust Plaza, L.M.Q. Road, Multan or by email at Kamran.Ahmad@fatima-group.com, one (1) day before the day of poll i.e. October 26, 2023 during working hours.

CONSENT FOR VIDEO LINK FACILITY:

Pursuant to the Companies Act, 2017, if the Company receives a request from Member(s) holding an aggregate 10% or more shareholding residing at another city, such Member(s) may request a video link facility for the purpose of participating in the meeting at such a location by sending a request to the Company within prescribed time prior to the date of meeting. The Company will arrange video link facility in that city subject to the availability of such facility in that city.

COMPUTERIZED NATIONAL IDENTITY CARD (CNIC) / NATIONAL TAX NUMBER (NTN):

The shareholders holding physical shares who have not yet provided their CNIC Number(s) are once again reminded to immediately submit the copy of their CNICs to the Company's Shares Registrar. The corporate Members having CDC accounts are required to have their NTN updated with their respective participants, whereas corporate entities having physical shares should send a copy of their NTN certificates to the Company's Shares Registrar. The shareholders and the corporate Members while sending their CNIC and NTN, as the case may be, must mention their folio number(s).

UNCLAIMED SHARE(S) / DIVIDEND(S):

Pursuant to the Companies Act, 2017, the Company has previously discharged its responsibility whereby the Company approached its shareholders to claim their unclaimed dividends and undelivered share certificates in accordance with the law. Shareholders, whose dividends still remained unclaimed and/or undelivered share certificates are available with the Company are hereby once again requested to approach the Company to claim their outstanding dividend amounts and/or unclaimed share certificates.

DEPOSIT OF PHYSICAL SHARES INTO CDC ACCOUNTS:

As per Section 72 of the Companies Act, 2017, every listed company is required to replace its physical shares with book-entry form. Therefore, the shareholders having physical shares are requested to convert their shares into book-entry form, which would facilitate them in many ways including swift sale/purchase of shares and to streamline their information in Members' Register enabling the Company to effectively communicate with the shareholders.



AVAILABILITY OF AUDITED FINANCIAL STATEMENTS ON THE COMPANY'S WEBSITE:

In accordance with the provisions of Section 223(7) of the Companies Act, 2017, the audited financial statements of the Company for the year ended June 30, 2023 have been made available on the Company's website, at-least 21 days before the date of AGM.

TRANSMISSION OF ANNUAL REPORT ELECTRONICALLY:

The shareholders interested to receive the Annual Report and notice of Annual General Meeting electronically, i.e. through email, are requested to approach our Shares Registrar or the Company Secretary at his email id Kamran.Ahmad@fatima-group.com. The Company shall, however, additionally provide hard copies of the Annual Report free of cost to such shareholders, on request.

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