



Through PUCARS / TCS Courier Service

March 7, 2024

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


Sub: **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Dear Sir,

We are pleased to enclose herewith the notice of Extraordinary General Meeting ("EGM") of our Company, M/s. Reliance Weaving Mills Limited along with Statement of Material Facts under Section 166(3) of the Companies Act, 2017 for circulation amongst the TRE Certificate Holders of the Exchange.

The aforementioned notice would be published in English and Urdu languages respectively in the Newspapers having nation-wide circulation on Friday, March 8, 2024.

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 shareholders of Reliance Weaving Mills Limited (the “Company”) will be held on Friday, March 29, 2024 at 12:30 pm at 2nd Floor, Trust Plaza, LMQ Road, Multan, and through video-conferencing facility to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the Annual General Meeting held on October 27, 2023.
2. To elect eight (8) Directors of the Company, as fixed by the Board of Directors, in accordance with the provisions of Section 159 of the Companies Act, 2017, for a term of three years commencing from March 31, 2024. Following are the retiring Directors:
 - Mr. Fawad Ahmed Mukhtar
 - Mr. Faisal Ahmed
 - Mr. Abbas Mukhtar
 - Mr. Muhammad Mukhtar Sheikh
 - Mrs. Fatima Fazal
 - Mr. Shahid Aziz
 - Mr. Muhammad Shaukat
3. To transact any other business with the permission of the Chair.

Attached to this notice is a statement of material facts, as required under Section 166 (3) of the Companies Act, 2017.

Place: Multan
Dated: March 8, 2024

By Order of the Board


Kamran Ahmad Awan
Company Secretary

NOTES:

1. The share transfer books of the Company will remain closed from March 22, 2024 to March 29, 2024 (both days inclusive). Transfers received in order at the office of our Shares Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block B, SMCHS, Main Shahrah-e-Faisal, Karachi-74400 by the close of business on March 21, 2024 will be treated in time to attend, speak and vote at the EGM.
2. A Member desirous to contest the election of director shall file the following with the Company Secretary at its Registered Office, located at 2nd Floor, Trust Plaza, LMQ Road, Multan, not later than fourteen (14) days before the date of the Meeting:



- (i) Notice of his/her intention to offer himself/herself for election as a Director under Section 159(3) of the Companies Act, 2017 (the "Act"), selecting any one category stated below in which he/ she intends to contest, in accordance with the amendments by the SECP in Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the "CCG Regulations"), through S.R.O. 906(I)2023 dated 07-07-2023:
- Independent Director
 - Female Director
 - Other Director
- (ii) Consent to act as Director on signed Form-28 under Section 167 of the Act, along with copy of valid CNIC / Passport, Taxpayer Registration Certificate.
- (iii) A declaration in respect of being:
- Compliant with all the applicable laws and regulations including without limiting the requirements of the CCG Regulations and eligibility criteria as set out in Section 155 & Section 156 of the Act, to act as director of the listed company.
 - That he / she is not ineligible to become Director of a listed company under Section 153 & 177 of the Act or any other applicable law.
- (iv) A detailed profile along with official address (for placement on the Company's website) as required under SECP's SRO 1196 (I)/ 2019 dated October 03, 2019.
- (v) The candidates are requested to read the relevant provisions / requirements relating to the Election of Directors, as stipulated in the Act and CCG Regulations, the applicable laws and regulations and ensure the compliance with the same in letter and spirit.
3. Pursuant to the Regulation 4 of the Companies (Postal Ballot) Regulations, 2018, the right to vote through electronic voting facility and voting by post shall be provided to the Members, if the number of persons who offer themselves to be elected is more than the number of directors fixed by board of directors' of the Company.
- The Members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification vide SRO 2192(I)/2022 dated December 05, 2022, SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the Members on all businesses classified as special business and in case of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Act. Accordingly, the Members of the Company will be allowed to exercise their right to vote through e-Voting facility or voting by post for the election of directors in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.
4. In light of relevant guidelines issued by the Securities and Exchange Commission of Pakistan, the shareholders are encouraged to participate in the EGM through electronic facility arranged by the Company. In order to attend the EGM through electronic facility, the shareholders are requested to register themselves by providing the requisite details at their earliest but not later than 48 hours before the time of EGM (i.e. by 12:30 pm on March 27, 2024) with the subject "**Registration for Reliance Weaving Mills Limited EGM**" through an email corporate.rewm@fatima-group.com.



Shareholders are advised to provide the following particulars, along with the scanned copy of their CNIC and that of their proxies, if so appointed. Moreover, in the case of a corporate member, the scanned copy of the resolution of the Board of Directors / Power of Attorney with specimen signature of the nominee must also be provided.

Name of Member	CNIC No.	CDC Account No. / Folio No.	Cell Number	Email Address

The details of electronic facility (video-link and the login credentials) will be sent to the interested shareholders, at their provided email addresses. Accordingly, the shareholders will be able to participate in EGM proceedings through their smartphones or computer devices. The login facility will be opened at 12:00 noon on March 29, 2024 enabling the participants to join the proceedings after identification and verification process before joining the meeting.

5. Members can exercise their right to demand a poll subject to meeting requirements of Sections 143-145 of Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations 2018.

6. A Member entitled to attend and vote at this meeting may appoint any other Member as his/her proxy to attend and vote instead of him/her. A proxy must be a Member of the Company. A proxy so appointed shall have same rights, with respect to attend, speak and vote at the meeting as are available to the Member. The proxy shall produce his/her original Computerized National Identity Card (CNIC) or passport to prove his identity.

The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarial attested copy of the power of attorney must be deposited at the Registered Office of the Company at least forty-eight (48) hours before the time of the meeting. Form of Proxy in English and Urdu languages is attached to the notice of meeting sent to the shareholders.

7. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") 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

- a. In case of Individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity as per above procedure.
- b. In case of corporate entity, the Board's resolution/power of attorney with specimen signature of the nominee shall be as per above procedure.

B. FOR APPOINTING PROXIES

- a. In case of individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.



- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
 - c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
 - d. In case of corporate entity, the Board's resolution/power of attorney with specimen signature shall be furnished along with proxy form to the Company.
8. Shareholders, who by any reason, could not claim their dividend or bonus shares or did not collect their physical shares, if any, are advised to contact our Shares Registrar to collect/enquire about their unclaimed dividend or pending shares.
9. As per Section 72 of the Companies Act, 2017, every listed company is required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission. SECP has directed all the listed companies to pursue its shareholders for conversion of their physical securities into book entry form. In light of the aforementioned directives, the shareholders are encouraged to open CDC accounts with CDS participant / CDC Investor Account Services and convert their existing physical securities into book-entry form.
10. Members are requested to immediately notify the Company's Shares Registrar of any change in their registered address.



STATEMENT OF MATERIAL FACTS UNDER SECTION 166 (3) OF THE COMPANIES ACT, 2017

Section 166(3) of the Companies Act, 2017 (the "Act") requires that a statement of material facts be annexed to the notice of Extraordinary General Meeting called for the purpose of election of directors, which shall indicate the justification for choosing the appointee for appointment as Independent Director.

Reliance Weaving Mills Limited, being a listed company, is required to have Independent Directors on its Board in accordance with Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the Company shall ensure that Independent Directors are elected in accordance with the procedures for election of directors as laid down in Section 159 of the Companies Act, 2017.

Once the contestants have filed their notice / intention for elections, the Company shall apply following criteria for choosing the appointee for appointment as an independent director.

- Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP;
- Respective competencies, diversity, skill, knowledge and experience of the election contestants shall be assessed; and
- The Company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.