

NOTICE OF THE 34th ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting of the shareholders of Reliance Weaving Mills Limited (the "Company") will be held on Monday, October 28th, 2024, at 3:00 pm at 2nd Floor, Trust Plaza, L.M.Q. Road, Multan, and via video link to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the Extraordinary General Meeting held on March 29, 2024.
2. To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2024 together with the Auditors' and Directors' Reports thereon and Chairman's Review.
3. To appoint statutory Auditors' for year ending June 30, 2025 and to fix their remuneration. The Board Audit Committee and the Board of Directors have recommended the name of retiring auditors M/s. ShineWing Hameed Chaudhri & Co., Chartered Accountants, for their re-appointment.

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, 2024 and to pass the following Special Resolution, 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 46 of the financial statements for the year ended June 30, 2024, 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, 2025, and to pass the following Special Resolutions, 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, 2025.

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, 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 3.00% (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.

By Order of the Board



Kamran Ahmad Awan

Company Secretary

Place: Multan

Dated: October 07, 2024

CLOSURE OF SHARE TRANSFER BOOKS:

The Share Transfer Books will remain closed from October 22, 2024 to October 28, 2024 (both days inclusive). Transfers received in order at the office of our Shares Registrar by the close of business hours on October 21, 2024 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.

Polling on Special Business:

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 ("the Regulations") amended through Notification vide SRO 2192(1)/2022 dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), 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.

Accordingly, members of Reliance Weaving Mills Limited (the "Company") will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Annual General Meeting to be held on Monday, October 28, 2024, at 3:00 p.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the shareholders, ballot paper is available on the Company's website at www.fatima-group.com.

Procedure for E-Voting:

- I. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on October 21, 2024.
- II. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- III. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- IV. E-Voting lines will start from October 23, 2024, 09:00 a.m. and shall close on October 27, 2024 at 5:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

PROCEDURE FOR VOTING THROUGH POSTAL BALLOT:

The shareholders shall ensure that duly filled and signed ballot papers along with copy of valid Computerized National Identity Card (CNIC)/ copy of passport (non-resident) should reach the Chairman of the meeting through post on the Company's registered address, 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 27, 2024 during working hours. The signature on the ballot paper shall match with the signature on CNIC.

Appointment of Scrutinizer:

In accordance with the Regulation 11 of the Regulations, the Board of the Company has appointed M/s. Nasir Javaid Maqsood Imran, Chartered Accountants, (a QCR rated audit firm) to act as the Scrutinizer of the Company for the special business to be transacted in the meeting and to undertake

other responsibilities as defined in Regulation 11A of the Regulations.

Online participation in the Annual General Meeting:

- a) Pursuant to Circular 4 of 2021, for online participation in the Annual General Meeting, the shareholders are requested to get themselves registered with the Company latest by October 25, 2024 till 05:00 p.m. at kamran.ahmad@fatima-group.com. by providing the following details:

Full Name of Shareholder / Proxy Holder	Company	CNIC Number	Folio / CDC A/c No.	** Email ID	** Mobile Phone No.
	Reliance Weaving Mills Limited				

**Shareholders/proxy holders are requested to provide active email addresses and mobile phone number.

Login facility will be opened thirty minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the AGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

- b) Shareholders may send their comments and suggestions relating to the agenda items of the AGM to the Company Secretary latest by October 25, 2024 till 05:00 p.m. at above-given email address. Shareholders are required to mention their full name, CNIC No and Folio No. for this purpose.
- c) Shareholders will be encouraged to participate in the AGM to consolidate their attendance and participation through proxies.

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, 2024 have been made available on the Company's website, at-least 21 days before the date of AGM.

TRANSMISSION OF ANNUAL REPORT ELECTRONICALLY:

In terms of the approval of the members of the Company in the Annual General Meeting held on October 27, 2023 and pursuant to the SECP's Notification No. SRO 389(1)/2023 dated March 21, 2023, the Annual Report for the financial year ended June 30, 2024 containing inter alia the audited financial statements, auditors report, directors' report and Chairman's Review thereon may be viewed and downloaded by following the QR Code and weblink as given hereunder:

Weblink	QR Code
https://fatima-group.com/financial-reports/	

Annual Report has also been emailed to those shareholders who have provided their valid email ids to the Company.

The shareholders who wish to receive hard copy of the Annual Report may send their demand to the Company Secretary / Shares Registrar and the Company will supply hard copy of aforesaid document to the shareholders on demand, free of cost, within one week of such demand.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT 2017 IN RESPECT OF SPECIAL BUSINESS:

The statement sets out the material facts under Section 134(3) of the Companies Act, 2017 concerning the special business to be transacted at the Annual General Meeting of Reliance Weaving Mills Limited to be held on Monday, October 28, 2024.

SPECIAL BUSINESS RELATING TO APPROVAL OF RELATED PARTY TRANSACTIONS:

The transactions carried out with the associated companies/ related parties have been approved by the Board as recommended by the Audit Committee on quarterly basis pursuant to the provisions of applicable laws. The Board has recommended that these transactions be placed before the shareholders of the Company in the general meeting for ratification/approval pursuant to the provisions of the Companies Act, 2017 (the "Act"). These transactions are given in Note 46 of the financial statements for the year ended June 30, 2024.

All the related party transactions for the year ended June 30, 2024 were executed on arm's length basis in the normal course of business and there were no departures from the guidelines provided in the Code of Corporate Governance for such transactions. Pursuant to above, these transactions have to be approved/ratified by the shareholders in the general meeting. The Directors and their relatives do not have any direct or indirect interest in the aforesaid transactions except to the extent of their shareholding/common directorship with related parties.

SPECIAL BUSINESS RELATING TO RELATED PARTY TRANSACTIONS FOR YEAR ENDING JUNE 30, 2025:

The Company shall be conducting transactions with its related parties during the year ending June 30, 2025 on an

arm's length basis as per the approved policy with respect to "transactions with related parties" in the normal course of business. There could be cases where majority of the Directors hold common directorship with these associated companies. In line with good governance practices, it is recommended that the Board of Directors of the Company be authorized to approve transactions with related parties on case to case basis for the year ending June 30, 2025, which transactions shall be deemed to be approved by the shareholders. The nature and scope of related party transactions is explained above. These transactions shall be placed before the shareholders in the next AGM for their formal approval/ratification. The Directors are interested in the resolution to the extent of their shareholding/common directorship in the companies.

SPECIAL BUSINESS RELATING TO INVESTMENT IN ASSOCIATED COMPANIES:

As per the disclosure requirement of Para 4(1) of the S.R.O. 1240(II)/2017 dated December 06, 2017, it is informed that the following Directors of the Company are also the Directors in the investee company; however, they have no direct or indirect interest except to the extent of shareholding / directorship in the investee company:

Fatima Sugar Mills Limited	Reliance Commodities (Pvt.) Limited	Fatima Transmission Company Limited	Fazal Cloth Mills Limited	Fatima Holding Limited
<ul style="list-style-type: none"> • Mr. Fawad Ahmed Mukhtar • Mr. Faisal Ahmed • Mr. Abbas Mukhtar • Mr. Muhammad Mukhtar Sheikh • Muhammad Fazeel Mukhtar 	<ul style="list-style-type: none"> • Mr. Fawad Ahmed Mukhtar • Mr. Faisal Ahmed 	NONE	<ul style="list-style-type: none"> • Mr. Faisal Ahmed • Mr. Abbas Mukhtar • Mr. Muhammad Mukhtar Sheikh 	<ul style="list-style-type: none"> • Mr. Fawad Ahmed Mukhtar • Mr. Faisal Ahmed

The Directors have carried out the required due diligence for the purpose of this loan.

Information under Regulation 3 of the Companies' (Investment in Associated Companies or Associated Undertakings) Regulations, 2017

	Fatima Sugar Mills Limited	Reliance Commodities (Pvt.) Limited	Fatima Transmission Company Limited	Fazal Cloth Mills Limited	Fatima Holding Limited
Registration No. and Date	0076592 15.07.2011	0036107 28.01.1996	0091244 26.12.2014	0002266 14.05.1966	0018591 20.09.1988
Registered Office Address	E-110, Khayaban-e-Jinnah, Lahore-Cantt	2nd Floor Trust Plaza LMQ Road, Multan	E-110, Khayaban-e-Jinnah, Lahore Cantt	697, Abid Majeed Road, Lahore Cantt	E-110, Khayaban-e-Jinnah, Lahore Cantt
Authorized Share Capital	PKR 2,200 (M)	PKR 350 (M)	PKR 1,000 (M)	PKR 1,700 (M)	PKR 1,180(M)
Paid up Capital	PKR 2,102 (M)	PKR 80.05 (M)	PKR 647(M)	PKR 300 (M)	PKR 1,172(M)
Basis of Relationship	Common Directorship	Common Directorship	Sponsorship	Sponsorship	Common Directorship

Earning / Loss per share of the associated companies are as under:

PKR					
Year	FSML	RCL	FTCL	FCML	FHL
2021	3.39	45.52	(2.5063)	181.06	1.40
2022	1.94	85.86	(0.5583)	153.68	(1.26)
2023	3.39	0.701	0.4702	19.54	(2.16)

Breakup value per share of the associated companies are as under:

PKR					
Year	FSML	RCL	FTCL	FCML	FHL
2021	26.36	337.89	(3.8099)	1156.58	90.30
2022	28.50	453.33	5.2212	1350.98	89.04
2023	29.26	46.034	4.7072	750.53	86.88

Latest financial position, including main items of the financial position and statement of profit or loss of the associated companies or associated undertakings;

PKR in million					
Particulars	FSML	RCL	FTCL	FCML	FHL
Paid up capital	2,101.71	80.05	646.72	300	1,171.55
Un-appropriated profit/(loss)	4,317.22	2,970.928	(342)	21,140	5,872.65
Current liabilities	8,098.58	6,021.963	244	39,172	9,842.19
Current assets	7,955.01	8,994.018	57	48,917	12,072.80
Sales	17,922.71	6,350.820	95	77,697	431.12
Gross profit/(loss)	4,717.21	1,921.806	70	10,086	423.69
Net Profit/Loss	713.40	56.112	30	586	(253.24)

In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, further information as per Regulations are as under:

		Fatima Transmission Company Limited																																
I	Description of the project and its history since conceptualization	Fatima Transmission Company Limited (FTCL) was incorporated on December 26, 2014 as a public company under the Companies Ordinance, 1984. The principal activity of the Company is to lay down power transmission line. The National Electric Power Regulatory Authority (NEPRA) has granted permission to FTCL for constructing and owning transmission facilities in 2015. Under the license, FTCL has setup a 37 km long transmission line for evacuating 120MW electricity from generation facilities to supply to a number of Bulk Power Consumers.																																
II	Starting date and expected date of completion of work	The project was taken over from EPC contractor in May 2017 and duly tested through dispatch from August 2019 to December 2019 under wheeling arrangement. COD was achieved in June 2020.																																
III	Time when such project became commercially operational	The commercial operations of the Company are directly linked with the operations of the Fatima Energy Limited. As soon as the commercial operations of the Fatima Energy Limited commences; the commercial operations of the FTCL also commenced simultaneously.																																
IV	Expected time by which the project shall start paying return on investment	In addition to above, the management of FTCL expects that it would be able to achieve its optimum capacity in next couple of years, which will enable sufficient cash flows to repay its obligations as well as payout to its shareholders.																																
V	Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts	<table><tr><td colspan="2">Investment in Preference Shares</td></tr><tr><td>Name of Sponsor</td><td>PKR Million</td></tr><tr><td>Reliance Weaving Mills Limited</td><td>73.398</td></tr><tr><td>Fazal Cloth Mills Limited</td><td>127.956</td></tr><tr><td>Fatima Holdings Limited</td><td>152.282</td></tr><tr><td>Fazal Holdings (Private) Limited</td><td>14.506</td></tr><tr><td>Fatima Sugar Limited</td><td>48.585</td></tr><tr><td colspan="2">416.727</td></tr><tr><td colspan="2">Investment in Ordinary Shares</td></tr><tr><td>Name of the Sponsor</td><td>PKR Million</td></tr><tr><td>Reliance Weaving Mills Limited</td><td>71.875</td></tr><tr><td>Fazal Cloth Mills Limited</td><td>55.200</td></tr><tr><td>Fatima Holding Limited</td><td>87.400</td></tr><tr><td>Fazal Holdings (Private) Limited</td><td>15.525</td></tr><tr><td>Directors</td><td>0.000</td></tr><tr><td colspan="2">230.000</td></tr></table>	Investment in Preference Shares		Name of Sponsor	PKR Million	Reliance Weaving Mills Limited	73.398	Fazal Cloth Mills Limited	127.956	Fatima Holdings Limited	152.282	Fazal Holdings (Private) Limited	14.506	Fatima Sugar Limited	48.585	416.727		Investment in Ordinary Shares		Name of the Sponsor	PKR Million	Reliance Weaving Mills Limited	71.875	Fazal Cloth Mills Limited	55.200	Fatima Holding Limited	87.400	Fazal Holdings (Private) Limited	15.525	Directors	0.000	230.000	
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General Disclosures:

Requirements	Fatima Sugar Mills Limited	Reliance Commodities (Pvt.) Limited	Fatima Transmission Company Limited	Fazal Cloth Mills Limited	Fatima Holding Limited
	PKR in million				
Maximum amount of investment	400	200	300	200	200
In case any loan has already been granted to the said associated companies or associated undertakings, the complete details thereof.	Given in below.				
Purpose of loans or advances and benefits likely to accrue to the investing company and its Members from such loans;	<p>Purpose: To earn income on the loans/advances to be provided to the associated companies to meet working capital needs of the associated companies.</p> <p>Benefits: The Company will receive markup above the borrowing cost of the Company, which will benefit the Company's cash flow by earning profit on its surplus funds.</p> <p>Period: For a period of one year from the date of Annual General Meeting.</p>				
Sources of funds to be utilized for investment	Loan/advance will be given out of own funds of the Company.				
Where loans or advances are being granted using borrowed funds:					
- Justification for granting loan or advance out of borrowed funds	Not Applicable				
- Detail of guarantees/assets pledged for obtaining such funds, if any;	Not Applicable				
- Cost Benefit Analysis	Not Applicable				
Salient features of all agreements entered or to be entered with its associated company or associated undertaking with regards to proposed investment.					
- Nature	Loan/advance				
- Purpose	To earn mark-up on loan being provided to FSML, FTCL, RCL, FCML and FHL, this will augment the Company's cash flow.				
- Period	Maximum period of one year.				
- Rate of markup	KIBOR+3.00% but above average borrowing cost of the Company.				
- Repayment	Investee Company shall pay loan and mark-up to investing company on one-month notice or at maturity.				
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;	The Directors of the Company are Sponsors and Directors of the Investee Companies. None of the Directors or their relatives or associates are interested in above resolution in any way except as Members of the Company.				
In case of 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	There is no impairment and/or write off against any facility given to any associated company.				

Requirements	Fatima Sugar Mills Limited	Reliance Commodities (Pvt.) Limited	Fatima Transmission Company Limited	Fazal Cloth Mills Limited	Fatima Holding Limited
	PKR in million				
Maximum amount of investment	400	200	300	200	200
Any important details necessary for the Members to understand the transaction.	Not Applicable				
Category-wise amount of investment;	Short term loan for working capital requirements for a period of one year as detailed in preamble.				
Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Inter Bank Offered Rate for the relevant period;	22.28%				
Rate of interest, markup, profit, fees or commission to be charged;	KIBOR+3.00%				
Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any;	Not Applicable				
If loans carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	Not Applicable				
(a) Conversion formula	Not Applicable				
(b) Circumstances in which conversion may take place	Not Applicable				
(c) Time when conversion may be exercisable;	Not Applicable				
Repayment schedule and terms and conditions of loans or advances to be given to Investee companies.	Loan will be paid back by each investee company within one month notice or at maturity.				