FAZAL CLOTH MILLS LIMITED

TGA / DAR
Registration No. 9903492

Ref No. FCML/1500/G/ 294

Dated: 20-04-2015.

The General Manager,
Karachi Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
KARACHI.

The Secretary,
Lahore Stock Exchange Limited,
19-Khayaban-e-Aiwan-e-Iqbal,
LAHORE.

Sub: ***NOTICE OF BOARD MEETING.***

Dear Sir,

Enclosed please find herewith a copy of the Notice of Meeting of the Board of Directors of the Company to be held on **MONDAY**, the **27th day of APRIL 2015** at **11:00 a.m.** at **129/1 OLD BAHAWALPUR ROAD, MULTAN.**, for your perusal and necessary action please.

You may please inform the members of the Exchange accordingly.

Regards,

Yours sincerely,

(FAIZAN UL HAQ)
Chief Financial Officer

Encl: As Above.

Registered Office: 69/7, Abid Majeed Road, Survey # 248/7, Lahore Cantt, Lahore. Ph: +92 042-36684909
Mills: Fazal Nagar, Jhang Road, Muzaffargarh, Pakistan. Ph: +92 662-422216, 422218, Fax +92 0662 422217
Mills: 20KM, Qadirpur Rawan By Pass, Khanewal Road, Multan. Ph +92 061 6740041-3, Fax +92 061-6740052
Shares Deptt/Head Office: 129/1, Old Bahawalpur Road, Near Faisal Bank, Multan. Ph +92 061 4579001-7, 4587632, 4781637, Fax: +92 061-4541832, 4583425
E-mail: kanwar@fazalcloth.com, corporate@fazalcloth.com

FAZAL CLOTH MILLS LIMITED

TGA / DAR
Registration No. 9903492

Ref No. FCML/1500/G/ 291

Dated: 20-04-2015.

KSE

All the Directors,
Fazal Cloth Mills Limited,
MULTAN.

Dear Sir(s)/Madam,

Notice is hereby given that the **Meeting** of the **Board of Directors** of the Company will be held on **MONDAY,** the **27th day of April 2015 at 11:00 a.m.** at ***129/1 OLD BAHAWALPUR ROAD, MULTAN*** to transact the following business:

1. To confirm the minutes of the last Meeting of the Board of Directors of the Company dated **24-02-2015.**

2. To receive and consider the recommendations of the Audit Committee regarding quarterly accounts in pursuance of the Code of Corporate Governance.

3. To consider and approve the un-audited Quarterly Accounts of the Company for the **3rd Quarter Ended 31st March 2015** and to allow its placement on website of the Company <www.fazalcloth.com>.

4. To consider and approve Directors' Review.

5. To consider and approve to incur Capital Expenditure (Approximately) at Units at Qadir Pur Rawan By Pass, Khanewal Road, MULTAN:-

Ser #	L/C #	DESCRIPTION OF ASSETS	CCY	AMOUNT
1.	LC-11/ NBP	One set complete Chain Grate & Mechanical Stockers Coal Firing System	US $.	81,200.00
2.	LC-10/NBP	One set complete Coal Fired Oil Heater	US $.	34,800.00

(Contd.....P/2).

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6. To consider for making investment in "Fatima Transmission Company Ltd", an associated undertaking and to recommend for seeking approval of the following resolution from the shareholders under clause 208 of the Companies Ordinance, 1984 :

"**Resolved** to make equity investment in Fatima Transmission Company Limited, an associated undertaking (hereinafter the **"Associated Undertaking**) approximately up to the sum of Rs.200,000,000/- (Pak Rupees Two Hundred Million Only) within a period of two years ending on March 31, 2017 by making payments either partial or lump sum to the Associated Undertaking to acquire equivalent amount of Ordinary Shares of Rs. 10/- each of the Associated Undertaking as recommended by the Board of Directors of the Company. This investment will represent 37.50% of the total equity of the Associated Undertaking. The Company will charge markup under the provisions of clause 208 of the Companies Ordinance, 1984 till the date shares of Associated Undertaking are issued to the Company. Associated Undertaking has its plant at Sanawan, Tehsil Kot Addu, District Muzaffargarh. The proposed investment shall comply with the requirements of clause 208 of the Companies Ordinance, 1984".

7. Any other business with the permission of the Chairman.

BY ORDER OF THE CHIEF EXECUTIVE

(FAIZAN UL HAQ)
Chief Financial Officer

ASI*

NOTE.
In pursuant of clause xxvi of Code of Corporate Governance, the closed period will be from 20th April 2015 to 27th April 2015 (both days inclusive) during which, No director/CEO or executive shall, directly or indirectly, deal in the shares of the Company in any manner.