

THE KARACHI STOCK EXCHANGE (GUARANTEE) LIMITED**(Copy of the same is also available on our Website www.kse.com.pk).**

KSE/N-4433

NOTICE

August 24, 2010

FAZAL TEXTILE MILLS LIMITED

Source: "BUSINESS RECORDER"

Dated: August 24, 2010

**FAZAL TEXTILE MILLS LIMITED****NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the shareholders of the Fazal Textile Mills Limited will be held at the registered office of the Company located at L.A. 2/B, Block 21, Rashid Minhas Road, Federal "B" Area, Karachi on 14th September 2010 at 11:00 a.m to transact the following business.

- To read and confirm the minutes of the 47th Annual General Meeting held on 28th October 2009.
- Further to the resolutions passed at the 46th Annual General Meeting with regard to the Project, to consider and pass the following resolutions with or without any modification(s) as Special Resolution(s) for authorizing / approving execution of a joint venture agreement between the Company and its associated undertaking, namely M/s. Lucky Textile Mills ("LTM"), for building/constructing of a mall/residential towers project ("Project") on lands owned by the Company and LTM, respectively, and in this regard with LTM jointly investing in the newly incorporated associated company, namely Lucky One (Private) Limited, which will build, construct, develop, run, manage and maintain the Project on such terms and conditions as may be agreed upon.

"RESOLVED that the approval of the shareholders be and is hereby accorded in terms of Section 208 of the Companies Ordinance, 1984 for investment in Lucky One (Private) Limited, an associated company, which will build, construct and develop the Project on the Company's land bearing Plot No. LA-2/B, measuring 10.22 acres, situated at Block 21, F. B. Area, Rashid Minhas Road, Karachi and upto Rs. 500,000,000/= (Rupees five hundred million and subsequently run, manage and maintain the same on such terms and conditions as may be agreed upon."

"RESOLVED that Mr. Sohail M. Yunus, and Mr. Muhammad Ali Razzak, directors of the Company be and are hereby nominated as directors of the Company on the Board of Lucky One (Private) Limited."

"FURTHER RESOLVED that Mr. Sohail M. Yunus, or Mr. Muhammad Ali Razzak, directors of the Company, be and is hereby singly authorized to do, perform and take any and all acts, deeds and decisions, from time to time, as may be required vis-a-vis the management / affairs of Lucky One (Private) Limited."

"RESOLVED that Mr. Sohail M. Yunus, or Mr. Muhammad Ali Razzak, directors of the Company, be and is hereby singly authorized to execute the Joint Venture Agreement with LTM on such terms and conditions as they deem appropriate."

"FURTHER RESOLVED that all arrangements between the Company and LTM for construction and development of the Project through Lucky One (Private) Limited shall be conducted on a fair and arms-length basis."

"RESOLVED that all approvals, permits, sanctions and / or concessions sought / obtained from any department(s), government(s) whether provincial and/or federal, agency(ies), body(ies) / corporation(s) and / or bodies corporate on the Company's land for the purpose of construction and development of the Project shall be obtained in the name of Lucky One (Private) Limited."

"FURTHER RESOLVED that Lucky One (Private) Limited may operate in a manner as may be deemed necessary for the purposes of the construction, development and maintenance of the Project and to carry out and conduct all formalities relating thereto, which shall include but not be limited to the issuance of leases, sub-leases, licences, allotments, tenancies and other documents and letters as may be required to sell and/or lease units constructed within and forming part of the Project. Any documentation, including but not limited to, powers of attorney which may be required be executed and/or registered by FTML and LTM in favour of Lucky One (Private) Limited to ensure that the above acts and tasks may also be duly concluded by the respective parties.

By order of the Board

M. Toufique Yusuf
Company Secretary

Karachi; 23rd August, 2010

Notes:

- The Statement under Section 160 of the Companies Ordinance, 1984 relating to the Special Business is annexed to this notice.
- The share transfer books of the Company will remain closed from 7th September, 2010 to 15th September, 2010 (both days inclusive).
- A member entitled to attend and vote at the meeting may appoint any person who is a member of the Company as his proxy to attend the meeting and to vote on his behalf. A proxy in order to be valid must be received at the registered office of the Company not later than 48 hours before the time of holding the meeting.
- An individual beneficial owner of shares from CDC must bring his/her original CNIC or Passport, Account and Participant's I.D numbers to prove his/her identity. A representative of a corporate member of the Company or CDC must bring the Board of Directors' Resolution and/or Power of Attorney and the specimen signature of the nominee.
- Members are requested to notify the Company of any change in their addresses immediately.

**STATEMENT UNDER SECTION 160(1)(B) OF THE COMPANIES ORDINANCE, 1984
INVESTMENT IN ASSOCIATED UNDERTAKING/ COMPANY FOR CONSTRUCTION OF
MALL/RESIDENTIAL TOWERS PROJECT.**

The Company through its earlier Board Resolution dated June 07, 2007 has already resolved that the production facilities of the Company be shifted from Plot No. LA-2/B, Block 21, F. B. Area, Rashid Minhas Road, Karachi to Super Highway, Nooriabad, in compliance of the said resolution, the shifting is to commence from October/November 2010. At such time the said plot where the manufacturing and other operating facilities are located shall become fully vacant and available for the proposed use and in view of the fact that the Company has already converted this plot from industrial to commercial use, the same is now available for commercial activity. The management after weighing various options has finally decided to build a mega mall and luxurious residential towers project on the said plot ("Project") for which shareholders

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