



# FAZAL TEXTILE MILLS LTD.

Head Office: 6-A Muhammad Ali Housing Society, Abdul Aziz Haji Hashim Tabba Street, Karachi-75350, Pakistan.  
Tel: (92-21) 35205479-80 Fax: (92-21) 34382436 E-mail: export@fazaltextile.com Web: www.fazaltextile.com



Karachi : August 04, 2015

The General Manager  
Karachi Stock Exchange Limited  
Stock Exchange Road  
Karachi

FAX NO 111 573 329

Dear Sir,

SUB : FINANCIAL RESULTS FOR THE YEAR ENDED SEPTEMBER 30, 2014

We have to inform you that the Board of Directors of the Company in their meeting held on August 04, 2015 at 11.00 am. have recommended the following appropriation :

|                  |     |
|------------------|-----|
| CASH DIVIDEND    | Nil |
| BONUS ISSUE      | Nil |
| RIGHT ISSUE      | Nil |
| INTERIM DIVIDEND | Nil |

Contd P/2



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## Profit & Loss Account for the quarter ended September 30, 2014

|  | Rupees in " 000 " |             |
|--|-------------------|-------------|
|  | Sept., 2014       | Sept., 2013 |
| Sales  | 2,139,737         | 1,739,847   |
| Cost of sales                                  | 1,959,276         | 1,500,908   |
| Gross Profit                                   | 180,461           | 238,939     |
| Distribution Costs                             | 51,113            | 36,383      |
| Administrative expenses                        | 14,370            | 13,690      |
| Other operating expenses                       | 5,995             | 8,783       |
|  | 71,478            | 58,856      |
|  | 108,983           | 180,083     |
| Other income                                   | 916               | 9,932       |
| Operating profit                               | 109,899           | 190,015     |
| Financial cost                                 | 43,305            | 23,136      |
| Profit before taxation                         | 66,594            | 166,879     |
| Taxation :                                     |                   |             |
| Current  | 24,523            | 17,556      |
| Prior  | 382               | -           |
| Deferred                                       | 719               | (1,839)     |
|  | 25,624            | 15,717      |
| Profit after taxation                          | 40,970            | 151,162     |
| Earning per share-basic and diluted ( Rupees ) | 6.62              | 24.43       |

In compliance with the requirements of para 5.6.1(c) of the KSE Rule Book, you are hereby informed that final book closure of Fazal Textile Mills Limited (the "Company") shall commence on August 18, 2015 for determining the identities of the shareholders of the Company in accordance with the provisions of the Scheme of Arrangement dated December 29, 2014 (sanctioned by the High Court of Sindh at Karachi vide order dated June 4, 2015) (the "Scheme of Arrangement").

The shareholders of the Company existing on the Record Date shall be entitled to the shares of Gadoon Textile Mills Limited and / or Lucky Landmark (Private) Limited in accordance with the provisions of the Scheme of Arrangement.

You are hereby informed that the shares of the Company shall no longer be traded on the stock exchange after the said book closure date.

You may please inform the TRE Certificate Holders of the Karachi Stock Exchange Limited accordingly.

Yours truly  
For : Fazal Textile Mills Limited

Director

c c Secretary, Lahore Stock Exchange (G) Ltd Fax No (042) 3636 8485

c c Secretary, Islamabad Stock Exchange (G) Ltd Fax No (051) 227 5044



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August 04, 2015

**The General Manager**  
**Karachi Stock Exchange Limited**  
Stock Exchange Building  
Stock Exchange Road  
Karachi – 74000

**The General Manager**  
**Lahore Stock Exchange Limited**  
Lahore Stock Exchange Building  
19, Khayaban-e-Aiwan-e-Iqbal  
Lahore

**The Managing Director**  
**Islamabad Stock Exchange Limited**  
ISE Towers, 55-B, Jinnah Avenue  
Islamabad

**Subject: Disclosure of Material Information**

Dear Sirs,

In accordance with Sections 96 and 131 of the Securities Act, 2015, Clause 5.19.13(c) of the Rule Book of the Karachi Stock Exchange Limited, Clause (xxiii) of Listing Regulations No. 35 (Code of Corporate Governance) of the Lahore Stock Exchange Limited and Clause (xx) of Listing Regulations No. 35 (Code of Corporate Governance) of the Islamabad Stock Exchange Limited, we hereby convey the following:

At a meeting of the Board of Directors of Fazal Textile Mills Limited (hereinafter referred to as the "Company") held at 11:00 a.m. on August 04, 2015 at the registered office of the Company, the Board of Directors discussed the post-merger steps / procedures required to be undertaken in terms of the Scheme of Arrangement dated December 29, 2014 (the "Scheme"), which had been sanctioned by the High Court of Sindh at Karachi vide order dated June 4, 2015, in terms of which, *inter alia*, the Textile Undertaking of the Company stood merged with and into Gadoon Textile Mills Limited ("GTML") and the Real Estate Undertaking of the Company stood merged with and into Lucky Landmark (Private) Limited ("LLPT") with effect from the close of business on September 30, 2014.

Accordingly, the Board of Directors resolved, *inter alia*, that the Record Date shall be August 18, 2015 for determining the identities of the shareholders of the Company and that final book closure shall commence from August 18, 2015. Furthermore, the shareholders of the Company shall be required to submit physical shares of the Company for cancellation by September 01, 2015. It was also resolved that the Company take all necessary steps to fulfil the requirements / post-completions steps prescribed under the Scheme along with all actions ancillary thereto. Additionally, in accordance with the provisions of the Scheme, the Company shall stand dissolved without winding-up upon the issuance of the shares of GTML to the shareholders of the Company.

**Registered Office:**  
L-A-2/B, Block-21, Federal "B" Area, Karachi-Pakistan.  
Tel: (92-21) 36321311 - 36322048 Fax : (92-21) 36313372

**Factory Super Highway:**  
57 Km Mile Stone, Near Lucky Cement,  
Besides Edhi Village, Super Highway, Karachi.





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The Board of Directors of the Company also approved the Company's accounts for the period ended September 30, 2014.

A disclosure form as required under S.R.O. 143(1)/2012 dated December 5, 2012 read with Sections 96 and 131 of the Securities Act, 2015 is also enclosed as **Annexure A**.

Yours faithfully,

M. Toufique Yusuf  
Company Secretary

**Cc:**  
**Joint Director (Enforcement),**  
**Securities and Exchange Commission of Pakistan**  
NIC Building, Jinnah Avenue, Blue Area  
Islamabad



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## ANNEXURE A

### DISCLOSURE FORM

#### IN TERMS OF SECTIONS 96 AND 131 OF THE SECURITIES ACT, 2015

August 04, 2015

|                      |   |
|----------------------|---|
| Name of Company:     | Fazal Textile Mills Limited<br>L-A-2/B, Block-21,<br>F.B.Area,<br>Karachi.  |
| Date of Report:      | August 04, 2015   |
| Contact Information: | M. Toufique Yusuf<br>Company Secretary<br>L-A-2/B, Block-21,<br>F.B.Area,<br>Karachi.<br><br>Telephone Number: 021 36321311 - 021 36322048<br>Fax Number: 021 36334729<br>Email Address: finance@fazaltextile.com |

Please mark the appropriate box below (see General Instruction A.1 below before filing the details).

Disclosure of price sensitive / inside information by listed company.

Public disclosure of price sensitive / inside information, which directly concerns the listed securities.

At a meeting of the Board of Directors of Fazal Textile Mills Limited (hereinafter referred to as the "Company") held at 11:00 a.m. on August 04, 2015 at the registered office of the Company, the Board of Directors discussed the post-merger steps / procedures required to be undertaken in terms of the Scheme of Arrangement dated December 29, 2014 (the "Scheme"), which had been sanctioned by the High Court of Sindh at Karachi vide order dated June 4, 2015, in terms of which, *inter alia*, the Textile Undertaking of the Company stood merged with and into Gadoon Textile Mills Limited ("GTML") and the Real Estate Undertaking of the Company stood merged with and into Lucky Landmark (Private) Limited with effect from the close of business on September 30, 2014.

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The Board of Directors of the Company also approved the Company's accounts for the period ended September 30, 2014.

The company has duly caused this form / statement to be signed / on its behalf by the undersigned hereunto duly authorized.

M. Toufique Yusuf  
Company Secretary

Dated: August 04, 2015