

Notice of Annual General Meeting

Notice is hereby given that 25th Annual General Meeting of Members of Reliance Weaving Mills Ltd will be held on October 31, 2015 at 11:00 A.M at the Registered Office of the Company at 2nd Floor Trust Plaza L.M.Q. Road Multan to transact the following businesses:

Ordinary Business

1. To confirm the minutes of Extra-ordinary General Meeting held on July 13, 2015.
2. To receive, consider & adopt the Audited Financial Statements of the Company for the year ended June 30, 2015 along with Directors' & Auditors' report thereon.
3. To appoint the Auditors for the year ending June 30, 2016 and to fix their remuneration.
4. To discuss any other business with the permission of the Chair

Special Business:

To consider and if deemed fit, to pass the following resolution under Section 208 of the Companies Ordinance, 1984, with or without modification, addition(s) or deletion(s).

“Resolved by way of special resolution that consent and approval of Reliance Weaving Mills Ltd (the “Company”) be and is hereby accorded under Section 208 of the Companies Ordinance, 1984 (the “Ordinance”) for investment in the form of loans from time to time to following Associated Companies , upto an aggregate sum of Rs.100 million (Rupees one hundred million only) each for a period of three year on the revolving method commencing from the date of disbursement at the mark-up 2.5% plus KIBOR which is above the borrowing cost of the Company.

1. Fatima Sugar Mills Ltd (FSML).
2. Reliance Commodities (Pvt) Ltd (RCL).

ALSO RESOLVED that the above said resolution of investment shall be valid for three (3) years and any two of the following gentlemen be and are hereby empowered and authorized to undertake the decision of said investment as and when deemed appropriate and necessary in the best interest of the Company and its shareholders.

1. Chief Executive Officer
2. Chief Financial Officer
3. Company Secretary

FURTHER RESOLVED that the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and hereby are singly authorized to take all steps and actions necessary, incidental and ancillary for this investment and execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the special resolution.

Note. Presently Company M/s Reliance Weaving Mills Ltd has no shares in FSML & RCL. The following directors and sponsors of RWML hold shares as detailed below:

Fatima Sugar Mills Ltd	No. of Shares	Reliance Commodities (Pvt) Ltd	No. of Shares
1. Mr. Fawad Ahmed Mukhtar	1	1. Mr. Fawad Ahmed Mukhtar	2,000,000
2. Mr. Fazal Ahmed Sheikh	1	2. Mr. Fazal Ahmed Sheikh	2,000,000
3. Mr. Faisal Ahmed Mukhtar	1	3. Mr. Faisal Ahmed Mukhtar	2,000,000
4. Mrs. Fatima Fazal	1		
5. Mrs. Farah Faisal	1		
6. Mr. Fahd Mukhtar	1		

By the order of the Board

Dated: 09.10.2015

Place: Multan

Aftab Ahmed Qaiser
(Company Secretary)

Notes

1. Share Transfer Books

Share Transfer Books will be closed from October 25, 2015 to October 31, 2015(both days inclusive) when no transfer of shares will be accepted for registration. Transfers in good order, received at the office of Company's Share Registrar M/s Central Depository Company, 307, Upper mall Lahore.by the close of the Business on October 25, 2015 will be treated in time for the purpose of any entitlement.

2. Proxy

A member eligible to attend and vote at the Meeting may appoint another member as his / her proxy to attend, and vote instead of him/her. Proxies in order to be effective must be received by the Company at the Registered Office not later than 48 hours before the time for holding the meeting in the working hours. Copy of shareholders' CNIC (attested) must be attached with the proxy Form. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

3. CDC Account Holders

CDC Account Holders 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:

i) In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the 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.

ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

B. For Appointing Proxies:

- i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form accordingly.
- ii) The proxy form shall be witnessed by 2 persons whose names, addresses and CNIC # shall be mentioned on the form.
- iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his/her original CNIC or original passport at the time of meeting.
- v) In case of corporate entity, 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 proxy form to the Company.

4. Photocopy of National Identity Card (CNIC)

The Individual Members who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) to the Company/Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar, M/s Central Depository Company, 307, Upper mall Lahore. The Corporate Entities are requested to provide their National Tax Number (NTN). Please give Folio Number with the copy of CNIC /NTN details. Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 779

(I) dated August 18, 2011, and SRO 831 (I) 2012 dated July 05, 2012, which mandates that the dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members.

5. Dividend Mandate

The persons wish to deposit their Dividend amount in their respective bank Accounts are requested to provide their Bank Account No., Title of Account with cities & branch code.

6. Consent for Video Conference Facility

Members having 10% or more shareholding can also avail video conferencing facility. The Members wish to avail such facility are requested to fill the following form and submit to registered address of the Company 10 days before holding of Annual General Meeting.

Form

I /We, _____ of _____ being a member of Reliance Weaving Mills Ltd., holder of _____ Ordinary Share(s) as per Register Folio No./CDC-Account No. _____ hereby opt for video conference facility at _____.

Signatures & CNIC / Passport No.

7. E-mailing of Annual Report along with Financial Statements

Pursuant to SRO No. 787(I)/2014 issued by SECP Islamabad dated September 08, 2014. The Members willing to get soft copy of Annual Report instead of hard copy are requested to send their e-mail addresses to our share Registrar M/s Central Depository Company.

8. Change of addresses

Members are requested to notify any changes in their postal and e-mail addresses immediately.

• Statement U/S 160 (I) (b) of the Companies Ordinance 1984

Fatima Sugar Mills Ltd is public Ltd unquoted company involved in the business of Sugar & allied products. It is an associated company of Reliance Weaving Mills Limited (the "Company") by virtue of common directorship. The

Management of the Company is hopeful that this would be a good investment and can pay healthy return in shape of mark up. Main benefit of such investment is to help the companies for the time being to cater its financial needs.

Reliance commodities (Pvt) Ltd involved in the business of trading of Molasses. It is an associated company of Reliance Weaving Mills Limited (the "Company") by virtue of common directorship. Management of the Company is hopeful that this would be a good investment and can pay healthy return in shape of mark up. Main benefit of such investment is to help the company for the time being to cater its financial needs.

The Board of Directors of the Company in their meeting held on October 06, 2015 has approved Rs.100 million for each Company as a loan, being a reciprocal facility, to both Companies on the basis of escalating profit trend subject to approval of the members. The Company shall extend the facility of loans from time to time for working capital requirements to the Companies in accordance with an agreement in writing including all relevant terms and conditions as prescribed in the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012.

In Compliance of Companies (Investment in Associated Companies and Associated Undertakings) Regulations, 2012 the following information is required to be annexed with the special resolution for approval of the investment for the purpose of Section 208 of the Companies Ordinance.

LOANS

Name of Investee Company:	Fatima Sugar Mills Ltd	Reliance Commodities (Pvt) Ltd
Registration No and date:	0076592, Dated: 20.09.88	0091244, Dated: 28.01.96
Registered Office Address:	E-110, Khyaban-e-Jinah Lahore	2 nd Floor Trust Plaza LMQ Road Multan
Authorized Share capital:	Rs. 2.2 (B)	Rs. 100 (M)
Paid up Capital:	Rs. 2.102 (B)	Rs. 80.05 (M)
Shareholders:		

Investee Companies are the associated companies of the Investing Company as it, inter alia, has the following common directors:

Fatima Sugar Mills Ltd	Reliance Commodities (Pvt) Ltd
Mr. Fawad Ahmed Mukhtar	Mr. Fawad Ahmed Mukhtar
Mr. Fazal Ahmed Sheikh	Mr. Fazal Ahmed Sheikh
Mr. Faisal Ahmed Mukhtar	Mr. Faisal Ahmed Mukhtar
Mrs. Fatima Fazal	
Mrs. Farah Faisal	
Mr. Fahd Mukhtar	

(ii) Amount of loans;

Overall aggregate limit of investment of Rs.100 million for each Company to be utilized as follows:

a) Loan for cater its financial needs as per requirement of investee Company and can be used for SBLC, guarantees, indemnity or any other financial engagement as per requirement of investee Company. Any amount called under a guarantee, indemnity, or financial engagement shall also be considered a loan.

(iii) Purpose of loans or advances and benefits likely to accrue to the investing company and its members from such loans;

For Fatima Sugar Mills Ltd

Fatima Sugar Mills Ltd is public Ltd unquoted company involved in the business of Sugar & allied products. It is an associated company of Reliance Weaving Mills Limited (the "Company") by virtue of common directorship. Management of the Company is hopeful that this would be beneficial for both companies because investing company will earn income against Mark-up on the loan to be provided to FSML from time to time and investee

company will fulfill its short term immediate funds/working capital requirements.

For Reliance Commodities (Pvt) Ltd

Reliance commodities (Pvt) Ltd is a private Ltd Company involved in the business of trading of Molassis. It is an associated company of Reliance Weaving Mills Limited (the "Company") by virtue of common directorship. Management of the Company is hopeful that this would be beneficial for both companies because investing company will earn income against Mark-up on the loan to be provided to FSML from time to time and Investee Company will fulfill its short term immediate funds/working capital requirements.

(iv) In case any loan has already been granted to the said associated company or associated undertaking, the complete details thereof;

No loan or advance has been granted.

(v) Latest Financial position, including main items of balance sheet and profit and loss account of the associated company or associated undertaking;

Particulars	Fatima Sugar Mills Ltd	Reliance Commodities (Pvt) Ltd
	Rupees in million	
Paid up capital	2,102	80
Un-appropriated profit	322	9,557
Current liabilities	2,844	1,141
Current assets	2,494	10,529
Sales	5,939	3,263
Gross Profit	566	418
Operating Profit	428	197
Net Profit	137	2,644
		In Rupees
Breakup value per share (Rs.)	11.53	1,211
Earnings per share (Rs.)	0.65	330
Current Ratio	0.88 : 1	9.22 : 1

(vi) Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Inter Bank Offered Rate for the relevant period;

KIBOR + 1.25%

(vii) Rate of interest, mark up, profit, fees or commission etc. to be charged;

2.5% above KIBOR

(viii) Sources of funds from where loans or advances will be given;

Retained earnings/own funds of the Company.

(ix) Where loans or advances are being granted using borrowed funds,-

NA

(a) Justification for granting loan or advance out of borrowed funds;

NA

(b) Detail of guarantees / assets pledged for obtaining such funds, if any; and

NA

(c) Repayment schedules of borrowing of the investing company;

Loans will be called for one month notice

(x) Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any;
N/A as the investment is an advance for shares.

(xi) If the 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;
NA

(a) Conversion Formula:-

NA

(b) Circumstances in which conversion may take place:-

NA

(c) Time when the conversion may be exercisable:-

NA

(xii) Repayment schedule and terms of loans or advances to be given to the investee company;

i) Loan will be pay back by Investee Company with-in one month Notice.

(xiii) Salient feature of all agreements entered or to be entered with its associated company or associated undertaking with regards to proposed investment;

- **Nature** Loan
- **Purpose** To earn mark- up on loan being provided to FSML & RCL which will augment the Company's cash flow
- **Period** Maximum period of three years on revolving basis
- **Rate of Markup** 2.5% above KIBOR
- **Repayment** Investee Company will pay Loan and mark-up to investing company on one month notice

(xiv) 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 are sponsors of the investee Company.

(xv) Any other important details necessary for the members to understand the transaction; and

NA

(xvi) In case of investment in a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information is required, namely,-

(I) A description of the project and its history since conceptualization;

NA

(II) Starting date and expected date of completion;

NA

(III) Time by which such project shall become commercially operational;

NA

(IV) Expected return on total capital employed in the project; and

(V) Funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts

Total Cash