

Notice of Annual General Meeting

Notice is hereby given that the 27th Annual General Meeting of Reliance Weaving Mills Ltd will be held at 2nd Floor Trust Plaza L.M.Q. Road Multan, on Saturday, October 28, 2017, at 11:30 a.m. to transact the following business:

Ordinary Business

1. To confirm the minutes of the last Extra-ordinary General Meeting held on June 12, 2017.
2. To receive, consider and adopt the Company's Financial Statements for the year ended June 30, 2017, together with the Reports of the Auditors and Directors thereon.
3. To approve and declare dividend for the year ended June 30, 2017 on the Ordinary Shares of the Company. The Directors have recommended a final cash dividend of 15 % (i.e. Rs.1.50 per share) on the Ordinary Shares.
4. To appoint Auditors for the ensuing year, and to fix their remuneration. M/s Shinewing Hameed Chaudhri & Co., Chartered Accountants, retire and being eligible have offered them-selves for re-appointment.
5. Any other business with the permission of Chairman.

Special Business:

1. To consider, and if thought, it pass the following Special Resolution for alteration of Articles of Association of the company, in order to comply with the legal and regulatory requirements:

“RESOLVED THAT subject to obtaining regulatory approvals, the Articles of Association (‘the Articles’) of Reliance Weaving Mills Ltd (‘the company’), be and are hereby altered/amended as follows:

- I- By inserting the following new article immediately after Article 40 as Article 40(a), 40(b) and 40(c), namely:

E-Voting

40(a). The company shall comply with the E-Voting requirements as may be prescribed by the Securities and Exchange Commission of Pakistan from time to time.

40(b). The instrument appointing proxy for e-voting (‘under option 2’) of the Form of proxy shall be deposited in writing at least ten days before holding of general meeting at the registered office of the company through courier/in-person, or through email at email address mentioned in the notice of general meeting.”

40(c). In case of E-Voting, both members and non-members can be appointed as proxy.”

- II- **The text/contents of existing Article 43 be and is hereby replaced with the following namely:**

Entitle to vote.

A member duly registered shall be entitled to be present or to vote either personally or other person shall be appointed as a proxy although who is not a member of the company, save that an association (whether body corporate or not) being a member of the company may also appoint as its proxy any person while not a member of the company and qualified to vote on behalf of the company,”

- III- **The text/contents of existing Article 47 be and are hereby replaced as follows:**

Every instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances admit, be in the form or to the effect following:

Reliance Weaving Mills Ltd

Option 1:

Appointing other person as Proxy

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 appoint Mr. _____ of _____ holding CNIC No. _____ or Register Folio No./CDC Account No. (if member) of _____ or failing him Mr. _____ of _____ holding CNIC No. _____ or Register Folio

No./CDC Account No. _____ (if member) of _____, as my/our proxy in my/our absence to attend and vote for me/us, on my/our behalf at the Annual General Meeting/Extra Ordinary General Meeting of the company to be held on _____ and at any adjournment thereof.

Signed under my/our hand this _____ day of _____ 20__.

Option 2:

E-Voting as per the Companies (E-Voting) Regulations, 2016

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 e-voting through intermediary and hereby consent the appointment of execution officer _____ as proxy and will exercise e-voting as per the Companies (E-Voting) Regulations, 2016 and hereby demand for poll for resolutions.

My secured email address is _____, please send login details, password and other requirements through email.

Signed under my/our hand this _____ day of _____ 20__.

Signature of Member

Signed in the presence of:

Signature of Witness

Name: _____

CNIC/Passport No: _____

Address: _____

Signature of Witness

Name: _____

CNIC/Passport No: _____

Address: _____

IV- The text/contents of existing Article 49 be and are hereby replaced as follows:

The qualification of the Director shall be the member of the company.

V- The text/contents of existing Article 51 be and are hereby replaced as follows:

The remuneration of Directors for performing extra services including but not limited to attending Board & Board Committee meetings, holding of the office of Chairman or any other assignments assigned by the BOD, shall from time to time be determine by the Board of Directors. No remuneration for attending meeting shall be paid to the regular CEO or full time working directors of the company.

VI- The text/contents of existing Article 52(a) be and is hereby deleted:

VII- In order to incorporate the process of dividend payment in electronically, following new sub-clause (under the new heading of 'E-payment of dividend be added in Articles 83.

83(a) According to Section 242 of Companies Act 2017, any dividend payable in cash shall only be paid through electronic mode directly into the bank account of shareholders. In order to process the dividend payment in electronic form, at the time of becoming the member of the company, following information will be furnished to the company by the shareholder;-

- 1) IBAN number
- 2) Title of Bank Account;
- 3) Bank Account number;
- 4) Bank Code and Branch; Code
- 5) Bank Name, Branch Name and Address;
- 6) Cell/Landline Number;
- 7) CNIC number; and
- 8) Email Address.

- VIII- **Manner in order to incorporate the transmission of annual balance sheet, profit & loss account, auditor's report, and directors' reports, etc., to the members through CD/DVD/USB, following new Article 87(a) (under the new heading of Annual Report on CD/DVD/USB) be added.**

Annual Report on CD/DVD/USB

87(a). A copy of the annual report, including but not limited to, annual balance sheet, profit & loss account, auditor's report, and directors' report etc., can also be sent to the persons, entitled to receive notices of general meetings, at least twenty-one days preceding the general meeting, through CD/DVD/USB or any other means as may be prescribed by any law/rule/ regulation or by any regulatory authority from time to time. If a member prefers to receive hard copies of all the future annual audited accounts, then such member shall provide a written request to the company, and the company will be bound to provide hard copies of all the future annual audited accounts to the said member only and if SECP allows the company to fix and charge cost from the member(s) requiring the supply of any of the document (mentioned relative section of Companies Act 2017) in physical form shall bear the cost as fixed by the company.

RESOLVED FURTHER THAT the Chief Financial Officer and the Company Secretary of the company, be and are hereby authorized jointly to apply/obtain regulatory approvals and do all necessary arrangements for the incorporation of above alteration/amendments/additions to the Articles of Association of the Bank, and to do all other acts, deeds, and things, including signing the necessary documents, as may be necessary and ancillary for the purpose of the same."

1. **A statement of material facts under Section 134(3) of the Companies Act, 2017 in respect of the aforesaid special business to be considered at the Annual General Meeting is being sent to the members along with the Notice.**
2. None of the Directors of the Company have any direct or indirect interest in the above said special business.

By Order of the Board

October 06, 2017

Place: Lahore

Aftab Ahmed Qaiser

Company Secretary

Notes:-

1. Share Transfer Books will be closed from October 22, 2017 to October 28, 2017 (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 CDC Pakistan Ltd, 307 Upper Mall, Lahore by the close of the business on October 21, 2017 will be treated in time for the transfer and entitled to attend and vote at the meeting & payment of any entitlement approved in meeting.

2. A member entitled to attend, and vote at the Meeting is entitled to appoint another member as a proxy to attend, speak and vote on his/her behalf. A corporation being a member may appoint as its proxy any of its official or any other person whether a member of the company or otherwise.

3. An instrument of proxy and a Power of Attorney or other authority (if any) under which it is signed, or notarized copy of such Power of Attorney must be valid and deposited at the following address of the Share Registrar of the Company, not less than 48 hours before the time of the Meeting.

Registrar Services, CDC Pakistan Ltd, 307 Upper Mall Lahore

4. Those shareholders whose shares are deposited with Central Depository Company of Pakistan Limited (CDC) are requested to bring their original Computerized National Identity Card (CNIC) along with participant's ID number and their account/sub-account numbers in CDC to facilitate identification at the time of Annual General Meeting.

In case of Proxy, attested copies of proxy's CNIC or passport, Account and Participant's I.D. numbers must be deposited along with the Form of Proxy with our Share Registrar. In case of Proxy for corporate members, the Board of Directors' Resolution/Power of Attorney with specimen signature of the nominee shall be produced at the time of the meeting.

5. Change of address Shareholders are requested to promptly notify change in their address, if any, to our Share Registrar.

6. Please be informed that SECP vide its Notification No. SRO.831 (1)2012 of 5th July, 2012 has made mandatory for Companies to provide CNIC number of registered shareholder on the dividend warrant and other documents to be filed to SECP. In view of the foregoing, those shareholders who have not yet submitted a valid copy of their Computerized National Identity Card (CNIC) are once again requested to submit the same immediately to our Share Registrar at their address mentioned above.

7. (i) The Government of Pakistan through circular 4 of 2017 has made certain amendments in Section 150 of the Income Tax Ordinance 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the Companies as under:(a) For Filers of Income Tax Return 15%. (b) For Non-Filers of Income Tax Return 20%. To enable the Company to make tax deduction on the amount of cash dividend @ 15% instead of 20% all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the start of book closure date for entitlement otherwise tax on their cash dividend will be deducted @ 20.0% instead of 15%.

(ii) For any query/problem/information, the investor may contact the Share Registrar: CDC Pakistan Ltd, phone number: 042-35789367, or e-mail at basharat.hashmi@fatima-group.com.

(iii) The corporate shareholders should send a copy of their NTN certificate to the Company or its Share Registrar M/s CDC Pakistan Ltd, 307 Upper Mall, Lahore if it has not yet been provided. The Shareholders while sending NTN or NTN certificates, as the case may be, must quote Company name and their respective folio/CDC Account numbers.

According to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Filer/Non-Filer' status of Principal Shareholder as well as Joint Holder(s) based on their shareholding proportions, in case of joint holding/joint account. In this regard, all shareholders who hold shares with joint shareholders, are requested to provide shareholding proportions of Principal Shareholder and Joint-Holder(s) in respect of shares held by them, to Company's Share Registrar, M/s CDC Pakistan Ltd, 307 Upper Mall, Lahore, in writing, otherwise it will be assumed that the shares are equally held by Principal Shareholder and Joint – Holder(s).

8. According to Section 242 of Companies Act 2017, any dividend payable in cash shall only be paid through electronic mode directly into the bank account of shareholders. In order to process the dividend payment in electronic form, issuers will be required to have bank details of each shareholder.

The Company may withhold the payment of dividend where the member has not provided the complete information (NIC and etc.). Shareholders are requested to provide complete detail of their Bank Account along with IBAN (in consultation with their banker) in which Dividend amount could be electronically transferred.

It is to be noted that the following information are must, when applying for e-Dividend;

- 1) IBAN number
- 2) Title of Bank Account;
- 3) Bank Account number;
- 4) Bank Code and Branch; Code
- 5) Bank Name, Branch Name and Address;
- 6) Cell/Landline Number;
- 7) CNIC number; and
- 8) Email Address.

9. SECP vide SRO No. 787(I) 2014 dated 8th September, 2014 has allowed companies to circulate the audited financial statements and notice of Annual General Meeting to shareholders through their email address subject to their written consent. Desiring shareholders are requested to provide their complete email address through a duly signed letter along with copy of valid CNIC.

Such shareholders are also required to notify immediately any change in email address in writing to our Share Registrar.

10. Video Conference Facility for Attending General Meetings With reference to the SECP's Circular No. 10 of 2014 dated 21st May, 2014 ('the Circular'), members may avail video conference facility in Karachi, Lahore, Islamabad, subject to fulfillment of the requirements and procedures of the Circular.

The members should provide their consent as per the following format and submit to the registered address of the company, 10 days before holding of AGM.

Consent Form for Video Conference Facility

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

Signature of member

If the company receives 10 days prior to meeting date, consent from members holding minimum 10% shares residing at a geographical location, to participate in the meeting through video conference, the company will arrange video conference facility in that city subject to availability of such facility in that city. Company will intimate members regarding venue of video conference facility at least 5 days before the date of Annual General Meeting.

11. The Annual report of the Company for the year ended June 30, 2017 has been placed on the Company's website.

12. Any change of address of Members should be immediately notified to the Company's Share Registrars, M/s CDC Pakistan Ltd, 307 Upper Mall, Lahore.

A statement of material facts under Section 134(3) of the Companies Act, 2017 in respect of the aforesaid special business.

- Recently Securities & Exchange Commission of Pakistan introduced Companies Act 2017 in which few new options regarding E-voting, right to appoint non-member also as proxy, e-dividend. All such items are concerning to the policy to be included in Articles of Association that's why Article No. 40(a), 40(b), 40(c), 43, 47 and 83(a) are added and substituted respectively.
- There are few changes are required regarding qualification & remuneration of Directors that's why Article No. 49, 51 and 52(a) are substituted and deleted respectively.
- Shareholders of the Company already passed a special resolution in November 30, 2016 regarding transmission of soft copy of Annual Account, including but not limited to, annual balance sheet, profit & loss account, auditor's report, and directors' report etc., to the shareholders. All such items are concerning to the policy to be included in Articles of Association that's why Article No. 87(a) is added.