Notice is hereby given that the 28th Annual General Meeting of Reliance Weaving Mills Ltd will be held at 2nd Floor Trust Plaza L.M.Q. Road Multan, on Monday October 29, 2018, 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 October 08, 2018.
2. To receive, consider and adopt the Company's Financial Statements for the year ended June 30, 2018, together with the Reports of the Auditors and Directors thereon.
3. To approve and declare dividend for the year ended June 30, 2018 on the Ordinary Shares of the Company. The Directors have recommended a final cash dividend of 22.50 % (i.e. Rs.2.25 per share) on the Ordinary Shares.
4. To appoint Auditors for the ensuing year, and to fix their remuneration. M/s Shinewing Hameed Chaudhri, Chartered Accountants, retire and being eligible have offered themselves for re-appointment.
5. Any other business with the permission of Chairman.

Special Business:

1. To consider and if deemed fit, to pass the following resolution under Section 199 of the Companies Act 2017, with or without modification, addition(s) or deletion(s).

"Resolved by way of special resolution that consent of the shareholders of Reliance Weaving Mills Ltd (the "Company") be and is hereby accorded under Section 199 of the Companies Act 2017 (the "Ordinance") for investment in associated company as per following detail in the form of working capital loan for a period of three years on revolving basis starting from the date of approval by Shareholders provided that the return on any outstanding amount of loan shall be KIBOR plus 2.50% (which shall not be less than the average borrowing cost of the Company) and as per other terms and conditions of the agreement to be executed in writing and disclosed to the members.

S.No.	Name of the company	Amount of Loan
1.	Fatima Energy Ltd (FEL)	100 Million
2.	Fatima Sugar Mills Ltd (FSML).	300 Million
3.	Reliance Commodities (Pvt) Ltd (RCL).	100 Million
4.	Fatima Transmission Company Ltd (FTCL)	100 Million

FURTHER RESOLVED that the said resolution shall be valid for three year starting from the date of approval by shareholders and any Director/Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to undertake the decision of said investment as and when required by above companies and to take all steps and actions necessary, incidental and ancillary including 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 implementing the aforesaid resolution.

2. To consider and if deemed fit, to pass the following resolution under Section 199 of the Companies Act 2017, with or without modification, addition(s) or deletion(s).

"Resolved that in continuation of our previous resolution passed on dated June 12, 2017 against signing of "Sponsors Sport Agreement" by way of special resolution that consent of the shareholders of Reliance Weaving Mills Ltd (the "Company") be and is hereby accorded to renew the Resolution up to the settlement of the liabilities of the company (FEL) towards the Financial Institutes. Further resolved that consent of the shareholders of Reliance Weaving Mills Ltd (the "Company") be and is hereby accorded to pay to the Financial Institutions of FEL the amount as per their demand and will consider that amount in the loan of the FEL".

3. To consider and if deemed fit, to pass the following resolution under Section 208 of the Companies Act 2017, with or without modification, addition(s) or deletion(s).

"Resolved that transactions carried out in the ordinary course of business with the Related Parties during the financial year ended June 30, 2018 be and hereby ratified, approved and confirmed.

Further Resolved that the Chief Executive of the Company authorized to approve transactions with Related Parties to be carried during the financial year ending June 30, 2019.

Note. Reliance Weaving Mills Ltd holds following shares in associated companies

Fatima Energy Ltd	80,016,370
Fatima Transmission Company Ltd	7,187,500
Fatima Sugar Mills Ltd	Nil
Reliance Commodities (Pvt) Ltd	Nil

The following directors and sponsors of RWML hold shares in these ıpanies 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	1
2. Mr. Fazal Ahmed Sheikh	1	2. Mr. Fazal Ahmed Sheikh	1
3. Mr. Faisal Ahmed Mukhtar	1	3. Mr. Faisal Ahmed Mukhtar	1
4. Mrs. Fatima Fazal	1		
5. Mrs. Farah Faisal	1		
6. Mr. Fahd Mukhtar	1		

Fatima Energy Ltd	No. of	Fatima Transmission Company Ltd	No. of
1. Mr. Fawad Ahmed Mukhtar	1	1. Mr. Fawad Ahmed Mukhtar	1
2. Mr. Fazal Ahmed Sheikh	1	2. Mr. Fazal Ahmed Sheikh	1
3. Mr. Faisal Ahmed Mukhtar	1	3. Mr. Faisal Ahmed Mukhtar	1
4. Mr. Fahd Mukhtar	1		

By the order of the Board

Aftab Ahmed Qaiser
(Company Secretary)

Dated: 07.10.2018
Place: Multan

1. Share Transfer Books will be closed from October 23, 2018 to October 29, 2018 (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, Khyaban-e-Aiwan-e-Iqbal , LSE Plaza Lahore by the close of the business on October 22, 2018 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.

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: 042-36362017, 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, 19- Khyaban-e-Aiwan-e-Iqbal , LSE Plaza 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/NonFiler' 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 JointHolder(s) in respect of shares held by them, to Company's Share Registrar, M/s CDC Pakistan Ltd, 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 basharat.hashmi@fatima-group.com 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 .res 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. The 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, 2018 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,

13. Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any. In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividend and shares outstanding for a period of 3 years or more from the date due and payable shall be deposited to the credit of Federal Government in case of unclaimed dividend and in case of shares, shall be delivered to the SECP.

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

Special Item No.1. FSML, FEL, RCL, FTCL needs short term finance for meeting expense of staff salary, power generation, maintenance and other working capital requirements and considering the average borrowing cost of the Company and the return offered by Banks on term deposits, the Directors of the Company have recommended to invest funds from the retain earning of the Company to these company as per their request at the interest rate of KIBOR plus 2.50% which shall not be less than the average borrowing cost of the Company. Repayment of the principle amount of loan shall be made as per terms & conditions of the agreement along with payment of interest. The management expects the transaction to be beneficial for the Company as this will enhance the return on funds available with the Company.

The directors of the Company certify/undertake that the proposed investment is being recommended after due diligence and financial health of the borrowing company is such that it has the ability to repay the loan as per agreement. The duly signed recommendation of the due diligence report and directors undertaking/certificate shall be made available to the members for inspection at the meeting.

Special Item No.2. The Company passed a special Resolution in June 12, 2017 against signing of Sponsors Sport Agreement with the Lenders of FEL including Habib Bank Limited, Bank Alfalah Limited and other financial institutions against issuance of Finance and gave guarantee to these lenders to issue loan and in case of default RWML will pay all the obligations up to the agreed percentage. As per (Investment in Associated Companies or Associated Undertakings) Companies Regulations, 2012 the resolution is being needed to be renewed up to final settlement of the all loans by FEL to Banks that's why company intends to pass such resolution.

Special Item No.3. The Ratification / approval of Related Party Transactions Since, the majority of the Company Directors were interested in the related party transactions carried out during the financial year ended June 30, 2018 with the above mentioned related parties due to their common directorship and shareholding in these associated undertakings, therefore, these transactions have been placed before the members of the Company for their approval in the General Meeting. Such that all transactions with all related parties are entered into on arms' length basis. In order to ensure smooth business operations, the shareholders may authorize the Chief Executive to approve transactions with related parties during the financial year ending June 30, 2019. However these transactions shall be placed before the shareholders in the next AGM for their approval/ratification.

Information under Clause (b) of sub-regulation (1) of regulation 3 of (Investment in Associated Companies or Associated Undertakings) Companies Regulations, 2012.

LOANS

Name of Investee Company:	Fatima Sugar Mills Ltd	Reliance Commodities (Pvt) Ltd
Registration No and date:	0076592, Dated: 20.09.88	0091244, 28.01.96
Registered Office Address:	E-110, Khyaban-e-Jinah Lahore	2nd Floor Trust Plaza LMQ Road Multan
Authorized Share Capital	Rs. 2.2 (B)	Rs. 100 (M)
Paid up Capital	Rs. 2.102 (B)	Rs. 80.08 (M)

Name of Investee Company:	Fatima Transmission Co. Ltd	Fatima Energy Ltd
Registration No and date:	0091244, Dated: 26.12.14	0047770, Dated: 22.06.04
Registered Office Address:	E-110, Khyaban-e-Jinah Lahore	E-110, Khyaban-e-Jinah Lahore
Authorized Share Capital	Rs. 250 (M)	Rs. 5,700 (M)
Paid up Capital	Rs. 230 (M)	Rs. 8,000 (M)

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

Fatima Sugar Mills Ltd

1. Mr. Fawad Ahmed Mukhtar
2. Mr. Fazal Ahmed Sheikh
3. Mr. Faisal Ahmed Mukhtar
4. Mrs. Fatima Fazal
5. Mrs. Farah Faisal
6. Mr. Fahd Mukhtar

Reliance Commodities (Pvt) Ltd

1. Mr. Fawad Ahmed Mukhtar
2. Mr. Fazal Ahmed Sheikh
3. Mr. Faisal Ahmed Mukhtar

Fatima Energy Ltd

1. Mr. Fawad Ahmed Mukhtar
2. Mr. Fazal Ahmed Sheikh
3. Mr. Faisal Ahmed Mukhtar
4. Mr. Fahd Mukhtar

Fatima Transmission Company Ltd

1. Mr. Fawad Ahmed Mukhtar
2. Mr. Fazal Ahmed Sheikh
3. Mr. Faisal Ahmed Mukhtar 1

(ii) Amount of loans;

S.No.	Name of the company	Amount of Loan
1	Fatima Energy Ltd (FEL)	100 Million
2.	Fatima Sugar Mills Ltd (FSML).	300 Million
3.	Reliance Commodities (Pvt) Ltd (RCL).	100 Million
4.	Fatima Transmission Company Ltd (FTCL)	100 Million

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;
Working capital needs of the associated company
(iv) In case any loan has already been granted to the said associated company or associated undertaking, the complete details thereof;
Except 15 million loan issued to FTCL and RWML signed SSA with the bankers of FEL such that no loan or advance has been granted to any other associated company.

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

	FSML	RCL	FEL	FTCL
	Particulars Rupees in million			
Paid up capital	2,102	80	5700	230
Un-appropriated profit	1,169	1,430	(280)	(8)
Current liabilities	5,592	4,052	7472	190
Current assets	5,738	5,416	1367	916
Sales	7,658	1,139	-	-
Gross Profit	733	153	-	-
Operating Profit	387	116	-	-
Net Profit	100	116	(108)	(13)
In Rupees				
Breakup value per share	15.56	244	-	-
Earnings per share	0.48	19.284	-	-
Current Ratio	1.03	1.33:1	-	-

(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;
KIBOR+2.5%

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

(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

(Time when the conversion may be exercisable:-
N..

(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, FTCL, FEL & RCL which will augment the Company's cash flow
• Period	Maximum period of three years on revolving basis
• Rate of Markup	KIBOR+2.5% but above Financial cost of the Company
• Repayment	Investee Company will pay Loan and mark-up to investing company on one month notice
Note:-	All the Loan Agreements signed between the Associated companies can be inspected on the meeting date

(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,-

NA

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

Total Cash

Status of the decision regarding resolution already passed for the investment in associated companies and

Detail	Fatima Transmission Company Ltd	Fatima Holding Ltd	Fatima Energy Ltd
Total investment approved	300 million	750 Million	7,523 million
Amount of investment made to date	87.1 million	Nil	Company signed Sponsors sport agreement with the Bankers of the FEL in case of default by FEL, RWML will pay default amount.
Reasons for not having made complete investment so far	As per approved terms & conditions the investment will be made as per requirement of the investee company	Company will create a charge on the fixed assets of the company to DIB against the facility provided to Fatima Holding Ltd	As per approved terms & conditions the investment will be made as per requirement of the investee company
Material change in financial statements of associated company	**Rupees in million** Equity 221 Noncurrent Liability 395 Current liability 190 Noncurrent assets 805 Current assets 0.9	**Rupees in million** Equity 19,851 Noncurrent Liability 0 Current liability 4673 Noncurrent assets 0 Current assets 5703	**Rupees in million** Equity 5,420 Noncurrent Liability 15,460 Current liability 7,472 Noncurrent assets 26,984 Current assets 1,367

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