



Notice of Meeting

Notice is hereby given that the Thirty Sixth Annual General Meeting of Rupali Polyester Limited ("the Company") will be held at Rupali House, 241-242 Upper Mall Scheme, Anand Road, Lahore on Monday, 31 October 2016 at 10:00 a.m. to transact the following business:

Ordinary Business:

- 1) To confirm the minutes of Thirty Fifth Annual General Meeting of the Company held on 30 October 2015.
- 2) To receive, consider and adopt Annual Audited Financial Statements of the Company together with the Directors and Auditors Reports thereon for the year ended 30 June 2016.
- 3) To appoint Auditors of the Company for the year 2016-17 and to fix their remuneration. The present Auditors, M/s. Qavi & Co., Chartered Accountants, retire and being eligible, offer themselves for reappointment.

Special Business:

- 4) To consider and approve the amendments to be made in the Articles of Association of the Company for the purpose of compliance with the mandatory e-voting requirements as prescribed in the Companies (E-Voting) Regulations, 2016 and if thought fit to pass the following resolution as Special Resolution:

"RESOLVED THAT the Articles of Association of the Company be amended by inserting following new Articles as 63(a) and 63(b) after Article No. 63:

63 (a) E-Voting: The provisions and requirements for e-voting as prescribed by the Securities and Exchange Commission of Pakistan from time to time shall be deemed to be incorporated in these Articles of Association, irrespective of other provisions of these Articles and notwithstanding anything contradictory therein.

63 (b) In case of e-voting, members may appoint either members or non-members as proxy and the Company shall comply with the requirements of the Companies (E-Voting) Regulations, 2016.

FURTHER RESOLVED THAT the following new Article 65(a) be inserted after Article 65:

65 (a) E-Voting: An instrument of proxy in relation to e-voting shall be in the following form:

I/We _____ of _____, being a member of _____, holder of _____ Share(s) as per Register Folio No. _____ hereby opt for e-voting through Intermediary and

hereby consent to 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 detail, password and electronic signature through email.

Signature of Member
(Signature should agree with the specimen signature registered with the Company)

Signed in the presence of:

Signature of Witness _____
Signature of Witness

The proxy e-voting form shall be required to be witnessed by two persons whose names, address and CNIC number shall be mentioned on the form.

FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to take or cause to be taken any and all actions necessary and incidental for the purposes of altering the Articles of Association of the Company, and make necessary filing and complete statutory formalities as may be required to implement the aforesaid resolution."

5) To get approval/consent from shareholders, as per SRO No. 470 (I)/2016 dated 31 May 2016 issued by the Securities and Exchange Commission of Pakistan for the transmission of the annual audited accounts either through CD/DVD/USB or in hard copy (book form).

6) (a) To consider to pass the following ordinary resolution:

"RESOLVED THAT the transactions carried out in normal course of business with associated companies (related parties) during the year ended 30 June 2016 be and are hereby ratified and approved."

(b) To consider to pass the following ordinary resolution.

"RESOLVED THAT the Chief Executive Officer of the Company be and is hereby authorized to approve all the transactions

carried out and to be carried out in normal course of business with associated companies (related parties) during the ensuing year ending 30 June 2017 and in this connection the Chief Executive Officer be and is hereby also authorized to take any and all necessary actions and sign / execute any and all such documents/ indentures as may be required in this regard on behalf of the Company."

7) To transact such other ordinary business as may be placed before the meeting with the permission of the Chair.

By order of the Board

Lahore:
21 September 2016

S. Ghulam Shabbir Gilani
Company Secretary

Notes:

1) Share transfer books of the Company will remain closed from 22 October 2016 to 31 October 2016 (both days inclusive).

2) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint another member as a Proxy to attend and vote. Form of proxy must be deposited at the Company's Registered Office situated at 241-242 Upper Mall Scheme, Anand Road, Lahore not later than 48 hours before the time of holding the meeting. Proxy Form is attached.

3) Accountholders / sub-accountholders holding book entry securities of the Company in Central Depository System (CDS) of Central Depository Company of Pakistan Limited (CDC) who wish to attend the Annual General Meeting are requested to please bring their original Computerized National Identity Card (CNIC) or original passport with a photocopy duly attested by their bankers alongwith participant's I.D. number and their account number in CDS for identification purposes.

In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee together with the original proxy form duly filled in must be received at the registered office of the Company not less than 48 hours before the time of holding the meeting. The nominees shall produce their original CNIC or original passport at the time of attending the meeting for identification purpose.

4) Submission of copy of CNIC (Mandatory):

In order to comply with the directives of the Securities and Exchange Commission of Pakistan issued from time to time, the shareholders are requested to kindly send photocopy of their CNICs to us immediately at our address "Rupali House, 241-242 Upper Mall Scheme, Anand Road, Lahore-54000 or our Share Registrar M/s. THK Associates (Pvt.) Limited, Ground Floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road, Karachi – 75530". The shareholders who have already provided CNIC number to us need not re-submit it unless the CNIC is expired. Corporate shareholders are requested to provide their National Tax Numbers (NTN). In case of non submission of copy of CNIC all future dividend warrants may be withheld.

5) Circulation of Audited Financial Statements through email

Members are hereby informed that the Securities and Exchange Commission of Pakistan vide SRO No. 787(I)/2014 dated 8 September 2014 has allowed companies to circulate annual balance sheet and profit and loss account, auditor's report and directors report etc. (Audited Financial Statements) along with notice of annual general meeting (Notice) to their members through e-mail subject to compliance with the conditions outlined in the said Notification. In this regard a written notice may please be sent to us as soon as possible at our following email addresses and for convenience of the members, a standard request form has also been placed on the Company's website.

Company Secretary: shabbir.gilani@rupaligroup.com
THK Associates: aa@thk.com.pk

6) E-Dividend

In compliance of Securities and Exchange Commission of Pakistan Circular No. 8(4) SM/CDC 2008 dated 5 April 2013 shareholders are informed that to make process of payment of cash dividend more efficient, e-dividend mechanism has been envisaged whereby shareholders can get the amount of dividend credited into their respective bank accounts electronically without any delay. In addition, by this way, dividends may be instantly credited to respective accounts. The shareholders can avail the benefit of e-dividend mechanism by providing a dividend mandate in their CDC account through their participants or Share Registrar or directly to us for any future dividend, if declared.

7) Filer and Non-Filer Status

i) The Government of Pakistan through Finance Act, 2015 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. Further, these tax rates have been revised in Finance Act, 2016 as under:

a) For filers of income tax return 12.50%

b) For non-filers of income tax return 20.00%

All the shareholders whose names are not entered into the Active Taxpayers 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.

ii) The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Company or its Share Registrar i.e. THK Associates (Pvt.) Ltd. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

8) Shareholders are requested to notify any change in their addresses immediately.

Statement under Section 160 (i)(b) of the Companies Ordinance, 1984

This statement sets out the material facts concerning the special business to be transacted at the Thirty Sixth Annual General Meeting of Rupali Polyester Limited to be held on 31 October 2016.

Item No. 4 - Alteration in Articles of Association of the Company

To give effect to the Companies (E-Voting) Regulation 2016 issued by the Securities and Exchange Commission of Pakistan (the Commission), shareholders' approval is being sought to amend the Articles of Association of the Company to enable e-voting. The text of the proposed Special Resolution has been provided under above agenda item.

Item No. 5 - Transmission of Annual Audited Financial Statements Through CD/DVD/USB

The Commission through SRO 470 (1)/2016 dated May 31, 2016 has allowed companies to circulate the annual balance sheet and profit and loss account, auditor's report and directors report etc. ("annual audited accounts") to its members through CD/DVD/USB at their registered addresses.

The approval/consent will be sought from shareholders for transmission of the annual audited accounts either through CDC/DVD/USB or in hard copy (book form).

Item No. 6(a) of the Notice – Transactions carried out with associated companies during the year ended 30 June 2016 to be passed as an Ordinary Resolution.

The transactions carried out in normal course of business with associated companies (related parties) were being approved by the Board as recommended by the Audit Committee on quarterly basis pursuant to clause 5.19.6(b) of the Code of Corporate Governance, 2012.

During the Board Meeting it was pointed out by the Directors that as the majority of Company Directors were interested in these transactions due to their common directorship and holding of shares in the associated companies, the quorum of directors could not be formed for approval of these transactions which have to be approved by the shareholders in the general meeting.

In view of the above, the normal business transactions conducted during the year ended 30 June 2016 with associated companies as under are being placed before the shareholders for their consideration and approval/ratification:

Agenda item No. 6(b) of the Notice – Authorization to the Chief Executive Officer for the transactions carried out and to be carried out with associated companies during the ensuing year ending 30 June 2017 to be passed as an Ordinary Resolution

The Company would be conducting transactions with associated companies in the normal course of business. The majority of Directors are interested in these transactions due to their common directorship and shareholding in the associated companies. Therefore, such transactions with associated companies have to be approved by the shareholders.

In order to comply with the provisions of clause 5.19.6(b) of the Code of Corporate Governance, 2012, the shareholders may authorize the Chief Executive Officer to approve transactions carried out and to be carried out in normal course of business with associated companies during the ensuing year ending 30 June 2017.

The Directors are interested in the proposed special and ordinary resolutions to the extent of their common directorships and their shareholding in the associated companies.

Name	Description of Transaction	Amount in Rs. '000		
		Purchase	Sale	Others
Rupafil Limited	Sale / purchase of goods and services	219,023	621,711	-
Rupali Nylon (Pvt.) Ltd.	Purchase of good and services	5,327	-	-
Soneri Bank Limited	Profit on bank deposits	-	-	1,372