



Rupali Polyester Limited

241-242 Upper Mall Scheme, Anand Road, Lahore - 54000, Pakistan

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RL/CA-KSE/5172
3 October 2015

Form-4

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Subject: **Notice of Annual General Meeting**

Dear Sir,

We are enclosing the Notice of the Annual General Meeting of our Company to be held on 30 October 2015 before publication. The Notice will be published in newspapers as per statutory requirement, in due course.

Thanking you.

Yours Sincerely,

S. Ghulam Shabbir Gilani
Company Secretary

Encl: a.a.

cc: The Director
Company Law Division
Securities & Exchange Commission of Pakistan
Jinnah Avenue, Islamabad

RUPALI POLYESTER LIMITED

Notice of Annual General Meeting

Notice is hereby given that the Thirty Fifth Annual General Meeting of Rupali Polyester Limited (“the Company”) will be held at Rupali House, 241-242 Upper Mall Scheme, Anand Road, Lahore on Friday, 30 October 2015 at 10:00 a.m. to transact the following business:

Ordinary Business:

- 1) To confirm the minutes of Thirty Fourth Annual General Meeting of the Company held on 31 October 2014.
- 2) To receive, consider and adopt Annual Audited Accounts of the Company together with the Directors and Auditors Reports thereon for the year ended 30 June 2015.
- 3) To elect seven (7) Directors of the Company in accordance with the provisions of Section 178 of the Companies Ordinance, 1984 for a period of three (3) years commencing from 30 October 2015. The retiring Directors are Mr. Nooruddin Feerasta, Mr. Muhammad Rashid Zahir, Mr. Muhammad Ali Sayani, Mr. Sultan Ali Rajwany, Mr. Amin A. Feerasta, Mr. Shehzad Feerasta and Mr. Abdul Hayee.
- 4) To appoint Auditors of the Company and to fix their remuneration. The retiring Auditors M/s. Qavi & Co., Chartered Accountants being eligible have offered themselves for reappointment.
- 5) 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 2015

S. Ghulam Shabbir Gilani
Company Secretary

Notes:

- 1) In accordance with Section 178(1) of the Companies Ordinance, 1984, the Board of Directors of the Company in its meeting held on 21 September 2015 has fixed the number of Directors to be elected as seven (7).
- 2) In terms of Section 178(3) of the Companies Ordinance, 1984, any person who seeks to contest an election to the office of Director, shall file with the Company, not later than fourteen (14) days before the date of this meeting, a notice of his/her intention to offer himself/herself for election as a Director in terms of section 178(3) of the Companies Ordinance, 1984 together with (a) consent Form-28 (b) declaration with consent to act as Director in the manner as provided in the Code of Corporate Governance 2012 with shareholding details under the Securities Act. 2015, (c) detailed profile.
- 3) Share transfer books of the Company will remain closed from 22 October 2015 to 30 October 2015 (both days inclusive).
- 4) A member entitled to attend and vote at this meeting may appoint another member as his or her proxy to attend and vote. Proxies in order to be effective must be received at the registered office of the Company not less than 48 hours before the time of holding the meeting.
- 5) 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.

6) **Submission of copy of CNIC (Mandatory):**

In order to comply with the directives of the Securities and Exchange Commission of Pakistan (SECP) 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.

7) **Circulation of Audited Financial Statements through email**

Members are hereby informed that the Securities and Exchange Commission of Pakistan (SECP) 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

8) **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.

9) **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. These tax rates are as under:
 - a) For filers of income tax return 12.5%
 - b) For non-filers of income tax return 17.5%

All the shareholders whose names are not entered into the Active Taxpayers List (ATL) provided on the website of FBR, despite the fact that these 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.

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