



# Rupali Polyester Limited

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

UAN : +92 42 111-RUPALI (787-254)  
Tel : +92 42 35713101 - 4  
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E-mail : info@rupaligroup.com  
Website: www.rupaligroup.com

RL/CA-PSX/4568

2 November 2018

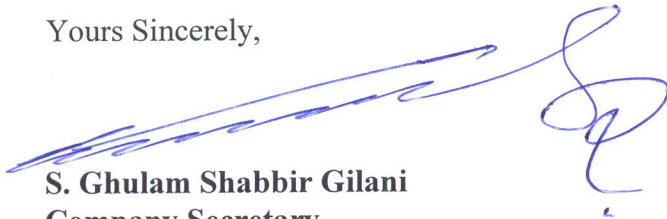
**The General Manager**  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
**Karachi**

Subject: **Resolutions passed/adopted at the 38<sup>th</sup> Annual General Meeting**

Dear Sir,

In compliance with the provision of Regulation No. 5.6.4(b) of the Rule Book, we are enclosing Resolutions passed by the shareholders of our Company at the 38<sup>th</sup> Annual General Meeting held on 27 October 2018 at 9:30 a.m. at the registered office of the Company, Rupali House, 241-242 Upper Mall Scheme, Anand Road, Lahore.

Yours Sincerely,



**S. Ghulam Shabbir Gilani**  
**Company Secretary**

Encl: a.a.



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## RESOLUTIONS PASSED BY THE SHAREHOLDERS AT 38<sup>TH</sup> ANNUAL GENERAL MEETING OF RUPALI POLYESTER LIMITED HELD ON 27 OCTOBER 2018 AT RUPALI HOUSE, 241-242 UPPER MALL SCHEME, ANAND ROAD, LAHORE

### *Quote*

#### 1. NOTICE OF 38<sup>TH</sup> ANNUAL GENERAL MEETING

Proposed by: Mst. Sumera Sheikh (CDC A/C No. 11759020559)  
Seconded by: Mst. Tehmina Hameed (CDC A/C No. 11759018678)

**“RESOLVED THAT** the Notice of 38<sup>th</sup> Annual General Meeting of the Company **“Rupali Polyester Limited”** be and is hereby taken as read.”

#### 2. CONFIRMATION OF MINUTES OF LAST (37<sup>TH</sup>) ANNUAL GENERAL MEETING HELD ON 31 OCTOBER 2016

Proposed by: Mr. Shahid Mahmood (CDC A/C No.5124000571)  
Seconded by: Mr. Zeeshan Munir (CDC A/C No. 11940016042)

**“RESOLVED THAT** the minutes of 37<sup>th</sup> Annual General Meeting of the Company held on 27 October 2017 be and are hereby approved and confirmed.”

#### 3. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS TOGETHER WITH THE DIRECTORS’ AND AUDITORS’ REPORTS THEREON FOR THE YEAR ENDED 30 JUNE 2018

Proposed by: Mr. Rizwan Yousaf (CDC A/C No. 3939-33410)  
Seconded by: Mr. Amjad Ali (CDC A/C No. 3228-22773)

**“RESOLVED THAT** the Directors Report, Auditors Report and Auditors’ Review Report to Members on Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2017 of the Company for the year ended 30 June 2018 be and are hereby taken as read.”

Proposed by: Mr. Fahad Ali (CDC A/C No. 106290281359)  
Seconded by: Mr. Khalid Mahmood (CDC A/C No. 03525-90624)

**“RESOLVED THAT** the Audited Financial Statements of the Company for the year ended 30 June 2018 together with Directors’ and Auditors’ Reports thereon to the members be and are hereby approved and adopted.”

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4. TO APPROVE THE PAYMENT OF FINAL CASH DIVIDEND @ 10% I.E. RE. 1.00 PER SHARE FOR THE YEAR ENDED 30 JUNE 2018

Proposed by: Sheih Muhammad Dawood (CDC A/C No. 3525080487)  
Seconded by: Syed Farman Ali (CDC A/C No. 10488005035)

**"RESOLVED THAT** payment of final cash dividend @ 10% i.e. Re. 1.00 per share for the year ended 30 June 2018 as recommended by the Board of Directors be and is hereby approved.

5. TO ELECT EIGHT (8) DIRECTORS OF THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF SECTION 159 OF THE COMPANIES ACT, 2017 FOR A TERM OF THREE (3) YEARS COMMENCING 30 OCTOBER 2018

Proposed by: Mr. Akbar Ali (CDC A/C No.16345001117)  
Seconded by: Mr. Amer Ikram (CDC A/C No. 7294009241)

**"RESOLVED THAT** Mr. Nooruddin Feerasta, Mr. Muhammad Rashid Zahir, Mrs. Aymna Feerasta, Mr. Yaseen M. Sayani, Mr. Sultan Ali Rajwany, Mr. Shehzad Feerasta, Mr. Zeeshan Feerasta and Mr. Abdul Hayee be and are hereby elected as directors of the Company for a term of three years commencing 30 October 2018.

**FURTHER RESOLVED THAT** the Company Secretary be and is hereby authorized to complete the statutory requirements in this respect."

6. TO APPOINT AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION

Proposed by: Sh. Abdul Qayyum (CDC A/C No:3525-29942)  
Seconded by: Mrs. Naila Ashiq (CDC A/C No: 10488008765)

**"RESOLVED THAT** M/s. Qavi & Co., Chartered Accountants, the retiring auditors of the Company being eligible, be and are hereby appointed as External Auditors for the year 2018-19 at a fee to be fixed by the Audit Committee and Board of Directors of the Company."

#### SPECIAL BUSINESS

7. A) TRANSACTIONS CARRIED OUT WITH ASSOCIATED COMPANIES DURING THE YEAR ENDED 30 JUNE 2017

Special Resolution (passed by more than 3-4<sup>th</sup> majority of present in person/by proxy)

Proposed by: Mr. Muhammad Arshad (CDC A/C No: 11759011640)  
Seconded by: Mr. Iftikhar Ahmed (CDC A/C No: 3525080782)

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**“RESOLVED THAT** the following transactions conducted with associated companies (related parties) for the year ended 30 June 2018 be and are hereby ratified, approved and confirmed:

Name	Description of Transaction	Amount in Rs. '000		
		Purchase	Sale	Others
Rupafil Limited	Sale/purchase of goods and services	594,124	503,052	-
Rupali Nylon (Pvt.) Limited.	Purchase of goods and services	4,478	-	-
Soneri Limited	Bank Profit on Bank deposits	-	-	919

**B) AUTHORIZATION TO THE CHIEF EXECUTIVE OFFICER FOR THE TRANSACTIONS CARRIED OUT AND TO BE CARRIED OUT WITH ASSOCIATED COMPANIES**

Special Resolution (passed by more than 3-4<sup>th</sup> majority of present in person/by proxy)

Proposed by: Mr. Jamel Ahmed Saleemi (CDC A/C No: 3038025308)  
Seconded by: Mr. Imran Saeed (CDC A/C No: 10629155419)

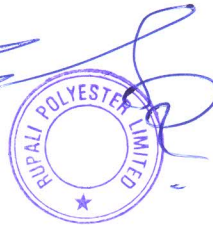
**“RESOLVED THAT** the Chief Executive Officer of the Company be and is hereby authorized to approve the transactions to be conducted with Related Parties on case to case basis during the year ending 30 June 2019.

**FURTHER RESOLVED THAT** these transactions shall be placed before the shareholders in the next general meeting for their ratification/approval.”

*Unquote*

**Certified true copy**

**S. Ghulam Shabbir Gilani**  
Company Secretary



Dated: 1 November 2018