

316, Cotton Exchange Building,
I.I.Chundrigar Road, Karachi (Pakistan)
UAN: 92 021 111000100 Fax: 92 021 32416705
E-mail: contact@sapphiretextiles.com.pk



Sapphire Fibres Limited

7-A/K, Main Boulevard, Gulberg-II,
Lahore (Pakistan)
UAN: 92 042 111 000 100 Fax: 92 042 35758783, 35713753

SAPPHIRE FIBRES LIMITED NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 36th Annual General Meeting of SAPPHERE FIBRES LIMITED will be held at Trading Hall, Cotton Exchange Building, I.I.Chundrigar Road, Karachi on Monday the 26th day of October, 2015 at 04:00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. Consideration of the accounts, balance sheets and the reports of the directors and auditors.
2. Declaration of a dividend.
3. Appointment and fixation of remuneration of auditors.

SPECIAL BUSINESS:

To consider and if thought fit, pass with or without modification(s) the following resolution as Ordinary Resolution under the Companies Ordinance, 1984:

RESOLVED THAT the pursuant to Section 193 and Section 196 of the Company Ordinance 1984 the shareholders' consent be and is hereby accorded to enter into sale agreement with Sapphire Finishing Mills Limited, for sale of commercial office No.504 measuring 5273 Sq. Ft. in Tricon Corporate Centre, situated at fifth floor of Tricon Corporate Centre, constructed on Plot No.73, (Ghous-ul-Azam Road) Jail Road, Gulberg-II, Lahore.

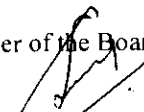
FURTHER RESOLVED THAT the Chief Executive Officer and/or any Director, be and is hereby authorized, on a joint and/or several basis, to sign, execute and deliver any and all of the Agreements and to do all acts, deeds and things, take any or all necessary action to complete all legal formalities for the purpose of the completion of the above transaction".

A Statement under Section 160(1) (b) of the Companies Ordinance, 1984, read with S.R.O. 27(1)/ 2012 dated January 16th, 2012 issued by the Securities and Exchange Commission of Pakistan pertaining to the special business is annexed to the Notice of the Meeting send to the shareholders.

OTHER BUSINESS:

4. To transact any other business with the permission of the Chair.

Karachi.
Dated : 28th September, 2015

By Order of the Board

(SHAUKAT MAHMUD)
Secretary

NOTES

1. Closure of share transfer books:
Share Transfer Books will remain closed and no transfer of shares will be accepted for registration from 20th October, 2015 to 26th October, 2015 (both days inclusive). Transfers received in order, by THK Associates (Private) Limited, 2nd Floor, State Life Building No.3, Dr. Ziauddin Ahmed Road, Karachi up to 19th October, 2015 will be considered in time for the payment of dividend.
2. Participation in the annual general meeting:
A member entitled to attend and vote at this meeting is entitled to appoint another member/any other person as his/her proxy to attend and vote.

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3. Duly completed instrument of proxy, and the other authority under which it is signed, thereof, must be lodged with the secretary of the company at the company's registered office 316, Cotton Exchange Building, I.I.Chundrigar Road, Karachi at least 48 hours before the time of the meeting.
4. Change in address: Any change of address of members should be immediately notified to the company's share registrars, THK Associates (Private) Limited, 2nd Floor, State Life Building No.3, Dr. Ziauddin Ahmed Road, Karachi.
5. The CDC account holders will further have to follow the under-mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:
 - A. For attending the meeting:
 - i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original computerized national identity card (CNIC) or original passport at the time of attending the meeting.
 - ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.
 - B. For appointing proxies:
 - i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form accordingly.
 - ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.
 - iii) Attested copies of CNIC or the passport.
 - iv) The proxy shall produce his/her original CNIC or original passport at the time of meeting.
 - v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted along with proxy form to the company.
6. In accordance with the notification of the Securities and Exchange Commission of Pakistan, SRO 831(1)2012 dated July 05, 2012 dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members. Accordingly, members who have not yet submitted copy of their valid CNIC/NTN (in case of corporate entities) are requested to submit the same to the Company, with members' folio number mentioned thereon for updating record.
7. As per the directions to all Listed Companies by SECP vide Letter No.SM/CDC 2008 dated April 05, 2013, all shareholders and the Company are encouraged to put in place an effective arrangement for Payment of Cash Dividend Electronically (e-Dividend) through mutual co-operation. For this purpose, the members are requested to provide Dividend Mandate including Name, Bank Account Number, Bank and Respective Branch Address to the Company in order to adhere the envisaged guidelines.
8. (i) Pursuant to the provisions of the Finance Act 2015 effective July 1, 2015, the rates of deduction of income tax from dividend payments under the Income Tax Ordinance have been revised as follows:

1. Rate of tax deduction for filer of income tax return 12.5%

2. Rate of tax deduction for non-filers of income tax return 17.5%

To enable the Company to make tax deduction on the amount of cash dividend @ 12.5% instead of 17.5%, 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 in ATL, otherwise tax on their cash dividend will be deducted @ 17.5% instead of 12.5%.

(ii) Further, according to clarification received from Federal Board of Revenue (FBR), with-holding 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 accounts. In this regard all shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

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Company Name	Folio / CDS Account #	Total Shares	Principal Share Holder		Joint Holder	
			Name and CNIC #	Share Holding Proportions (No of Shares)	Name and CNIC #	Share Holding Proportions (No of Shares)

The required information must reach our Share Registrar within 10 days of this notice, otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s).

(iii) 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 , Hameed Majeed Associates (Private) Limited. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

Statement under section 160(1) (b) of the Companies Ordinance, 1984

This Statement sets out below the material facts pertaining to the special business to be transacted at the Annual General Meeting of Sapphire Fibres Limited on 26th October, 2015.

Introduction

Sapphire Fibres Limited (“Company”) intends to enter into sales agreement with its associated company M/s. Sapphire Finishing Mills Limited, for sale of commercial offices. Being an associated company there are common directors hence consent of shareholders is required pursuant to section 193 of the Companies’ Ordinance, 1984

Detail of Asset to be sold:

The said office comprises of office No.504 measuring 5273 Sq. Ft situated at fifth floor of Tricon corporate Centre, constructed on Plot No.73 & 73-E, (Ghous-ul-Azam Road) Jail Road, Gulberg II, Lahore.

Salient Features of the transaction are as follows:

- The said property was acquired for the investment purpose.
- The company will get profit of about 7.8 million.

Status of Investment under Clause 4(2) of the Companies (Investment in Associated Undertakings) Regulations, 2012

Company / Date of Resolution	Amount of Investment approved	Amount of Investment made to date	Reason
Sapphire Dairies (Pvt.) Limited. October 30, 2012	Equity Investment Rs. 250 Million	Rs. 100 million	To be invested over the period of three years
Sapphire Electric Company Limited March 24, 2015	Equity Investment upto Rs.3,260 Million	Rs.3,039 Million	The full amount is not yet invested.