

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



**Reliance Cotton Spinning Mills Limited**

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

Ref: RSCML/Corp/Res- EoGM-II/ 2025

December 08, 2025

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

**Filing of certified copy of resolution passed by the shareholders of Reliance Cotton Spinning Mills Limited at Extra Ordinary General Meeting held on December 08, 2025.**

Dear Sir

In accordance with the requirements of Regulation No. 5.6.9.(b) of the Rule Book of Pakistan Stock Exchange Limited, we are pleased to submit herewith certified copy of the resolution passed and adopted by the members in the Extra Ordinary General Meeting of Reliance Cotton Spinning Mills Limited held on December 08, 2025 at 312- Cotton Exchange Building, I. I Chundrigar Road, Karachi at 03:00 pm.

The above is submitted for information of the Exchange.

Yours sincerely  
For and on behalf of **Reliance Cotton Spinning Mills Limited**

  
**Rameez Ghausi**  
Company Secretary



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**Reliance Cotton Spinning Mills Limited**

**CERTIFIED COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS AT THE EXTRA ORDINARY GENERAL MEETING HELD ON DECEMBER 08, 2025**

WHEREAS by means of a Scheme of Arrangement Reliance Cotton Spinning Mills Limited shall, along with all their respective assets and liabilities, be amalgamated with and into Sapphire Fibres Limited, in exchange for the issuance of ordinary shares of Sapphire Fibres Limited to the shareholders of Reliance Cotton Spinning Mills Limited [in the manner as outlined in the Scheme of Arrangement]. This will result in the dissolution without winding up of Reliance Cotton Spinning Mills Limited.

WHEREAS by means of the aforesaid Scheme of Arrangement the shares of Reliance Cotton Spinning Mills Limited held by Sapphire Fibres Limited shall be cancelled so as to eliminate the cross holding between Reliance Cotton Spinning Mills Limited and Sapphire Fibres Limited.

WHEREAS by means of the aforesaid Scheme of Arrangement the shares of Sapphire Fibres Limited held by Reliance Cotton Spinning Mills Limited shall be distributed to the shareholders of Reliance Cotton Spinning Mills Limited (excluding Sapphire Fibres Limited) so as to eliminate the cross holding between Reliance Cotton Spinning Mills Limited and Sapphire Fibres Limited.

WHEREAS pursuant to the Scheme of Arrangement, it is envisaged thereunder that there will be a reduction of the issued and paid-up share capital of Reliance Cotton Spinning Mills Limited.

**IT IS THEREFORE RESOLVED:**

That subject to the approval / sanction of the High Court, the draft Scheme of Arrangement under Sections 279-283 of the Companies Act, 2017, between Sapphire Fibres Ltd. and Reliance Cotton Spinning Mills Limited, which is attached as Schedule 'A' herewith, and initialed by the Chairman of the Meeting for purposes of identification, is hereby approved, adopted and agreed.

Further, subject to the approval / sanction of the Honourable High Court and compliance with applicable laws and regulations, the issued, subscribed and paid-up share capital of Reliance Cotton Spinning Mills Limited shall be reduced by cancellation of the ordinary shares of the Company in the manner as envisaged under the Scheme of Arrangement.

Further, it is reaffirmed that the Scheme of Arrangement is approved along with all ancillary and incidental matters thereto. Further, all approvals under the law, in relation to the Scheme of Arrangement, are deemed to be granted.

**CERTIFIED TRUE COPY**

**Rameez Ghausi**  
Company Secretary

