



# 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  
Fax +92 42 35713095 - 6  
E-mail info@rupaligroup.com  
Website www.rupaligroup.com

RL/CA-PSX  
2 October 2023

**Form-4**

*Through PUCARS & Hand delivery*

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

Subject: **Notice of Annual General Meeting**

Dear Sir,

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on 23 October 2023 for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you.

Yours Sincerely,

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

**Encl: a.a.**



# RUPALI POLYESTER LIMITED

## Notice of 43rd Annual General Meeting

Notice is hereby given that the Forty Third (43rd) 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, 23 October, 2023 at 10:30 a.m. (Physical / Zoom) to transact the following business:

### Ordinary Business:

- To confirm the minutes of Forty Second (42nd) Annual General Meeting of the Company held on 21 October 2022.
- 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 2023. In accordance with Section 223(7) of the Companies Act, 2017, the Audited Financial Statements of the Company have been uploaded on the Company's website which can be downloaded from the following link and QR enabled code:

WEBLINK  
<https://www.rupaligroup.com/pdf/files/Annual%20Report%202023.pdf>



- To appoint Auditors of the Company and to fix their remuneration. The retiring Auditors M/s. RSM Avais Hyder Liaquat Nauman, Chartered Accountants being eligible have offered themselves for reappointment.

### Special Business:

- (a) To approve transactions conducted with associated companies (related parties) for the year ended 30 June 2023 by passing with or without modification the following special resolution: **"RESOLVED THAT** the following transactions conducted with associated companies (related parties) for the year ended 30 June 2023 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	1,707,599	330,535	-
Rupali Nylon (Pvt.) Limited.	Purchase of goods and services	4,711	-	-
Scorer Bank Limited	Profit on Bank deposits	-	-	12,806
ALNU Trust (major shareholder)	Repayment of loan	-	-	114,000

- (b) To authorize Chief Executive Officer of the Company to approve transactions with Related Parties for the year ending 30 June 2024 by passing the following special resolution with or without modification: **"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 2024.

- To consider, adopt with or without modification the following resolution for approval of circulation of Company's annual audited financial statements together with auditor's report, director's reports etc. ("Annual Audited Financial Statements") to the members of the Company through QR enabled code and weblink as part of notice of Annual General Meeting:

**"RESOLVED THAT** in pursuance of S.R.O No. 389(I)/2023 dated 21 March 2023, and under section 223(6) of the Companies Act, 2017 the circulation of Annual Audited Financial Statements together with auditor's report, directors' report etc. ("Annual Audited Financial Statements") to the members of the Company through QR enabled code and weblink be and is hereby approved.

**FURTHER RESOLVED THAT** the Company be and is hereby authorized to discontinue the circulation of Annual Audited Financial Statements through CD/DVD/USB. **FURTHER RESOLVED THAT** the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things take or cause to be taken any or all necessary action for the purposes of implementing this Resolution.

### Other Business:

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

By order of the Board  
 S. Ghulam Shabbir Gilani  
 Company Secretary

Lahore:  
 18 September 2023

### Notes:

#### 1. Share Transfer Books

Share transfer books of the Company will remain closed from 17 October 2023 to 23 October 2023 (both days inclusive). Transfers received at the registered office or Share Registrar M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A. Phase VII, Karachi-75500 before close of business on 16 October 2023 will be treated in time for the purpose of attending, and voting at the 43rd AGM.

#### 2. Zoom Link

In line with the guidelines of the Securities and Exchange Commission of Pakistan, the Company will convene this AGM in Physical as well as through Zoom link for convenience of the Participants while ensuring compliance with the quorum requirements and request to the Members to consolidate their attendance and voting at the AGM through proxies.

The special arrangement for attending the 43rd AGM through electronic means will be as under:

Shareholders who wish to receive the hard copies of the hard copies of the Annual General Meeting on the above mentioned email address or WhatsApp/SMS on 0323.4123854 or 0300-4799881 by 20 October 2023 before close of business hours (5.00 pm).

Name of Shareholder	CNIC Number	Folio Number/CDC Account No.	Cell No.	Email Address
---------------------	-------------	------------------------------	----------	---------------

Members will be registered, after verification as per the above requirement and will be provided a Zoom link by the Company via email provided by them.

The login facility will remain open from 10:00 a.m. till conclusion of the meeting.

The shareholders who are requested to please bring their original Computerized National Identity Card (CNIC) or original passport with a photocopy duly attested by their bankers along with participant's I.D. number and their account number in CDC for identification purposes.

#### 3. Proxy Holders

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.

#### CDC Account Holders

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 should request to please bring their original Computerized National Identity Card (CNIC) or original passport with a photocopy duly attested by their bankers along with 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. Availability of Audited Financial Statements on Company's Website

Notice of 43rd AGM along with audited financial statements of the Company for the year ended 30 June 2023 and other mandatory reports, have also been made available on the Company's website [www.rupaligroup.com](http://www.rupaligroup.com) in line with the regulatory requirements along with the QR enabled code and weblink. AGM notice was also published in the newspapers in addition to its notification to the PSX. The shareholders who wish to receive the hard copies of the hard copies of the Annual General Meeting on the above mentioned email address or WhatsApp/SMS on 0323.4123854 or 0300-4799881 by 20 October 2023 before close of business hours (5.00 pm).

#### 5. Unclaimed dividend and shares

Pursuant to Section 244 of the Act, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years from the date it became due and payable shall rest with the Federal Government after compliance of procedures prescribed under the Act. In this respect, we had already initiated the process and concerned shareholders were advised vide our letter dated 28 December 2017 and subsequent notices, to claim their unclaimed dividend/shares. However, only few shareholders have claimed their pending entitlements so far.

Shareholders are again advised to approach the Company's Share Registrar to claim their pending dividend/shares at the earliest failing which the Company shall proceed further in terms of requirement of Section 244(2) (a) & (b) of the Act.

#### 6. E-Voting on Special Business Resolutions:

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 ("the Regulations") amended through Notification dated December 05, 2022 and subsequent amendments issued by the Securities and Exchange Commission of Pakistan ("SECP"), SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Rupali Polyester Limited will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming 43rd Annual General Meeting to be held on 23 October 2023, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

#### 7. Procedure for E-Voting:

I. Details of the voting facility will be shared through an email with those members of the Company who have their valid CNIC numbers, cell numbers, and email addresses available in the register of members of the Company by the close of business (upto 5:00 p.m. on one working day preceding the 43rd AGM).

II. The web address, login details, and password, will be communicated to members via email.

III. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

IV. E-Voting lines will start from 23 October 2023, 10:30 a.m. and shall close on 23 October 2023 (till conclusion of the meeting). Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

#### 8. Procedure for Voting Through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address 241-242 Upper Mall Scheme, Anand Road, Lahore or email at [shabbir.gilani@rupaligroup.com](mailto:shabbir.gilani@rupaligroup.com) or [info@rupaligroup.com](mailto:info@rupaligroup.com) on or before Friday, 20 October 2023 during working hours (upto 5:00 pm). The signature on the ballot paper shall match the signature on CNIC. This postal Poll paper is also available for download from the website of the Company at [www.rupaligroup.com](http://www.rupaligroup.com) or use the same as attached to this Notice and published in newspapers. Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding Authority.

#### 9. Deposit of Physical Shares into CDC Account

The SECP through its letter No. CSD/ED/Misc./2016-639-640 dated 26 March 2021, has advised all listed companies to adhere to the provision of Section 72 of the Companies Act, 2017 (the "Act"), which requires all companies to replace shares issued in physical form to book-entry form within four years of the promulgation of the Act.

In accordance with the requirement of Section 72 of the Companies Act, 2017 (the Act) every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act. The shareholders having physical shares may open CDC sub-account with any of the broker or investor account directly with CDC to place their physical shares into scrip-less form.

Notes: Related to some other agenda items i.e. Submission of copy of CNIC (Mandatory), Circulation of Audited Financial Statements through email, Consent for the Facility of vide-link, Statement under Section 134(3) of the Companies Act, 2017 have been despatched to the shareholders alongwith Notice of this meeting.

## BALLOT PAPER

Ballot Paper for voting through post for the Special Businesses at the 43rd Annual General Meeting to be held on 23 October 2023, at 10:30 a.m. at Rupali House, 241-242 Upper Mall Scheme, Anand Road, Lahore and through video conferencing.

Phone: +92 42-RUPALI (787-254) ; Website: [www.rupaligroup.com](http://www.rupaligroup.com)

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	Name and CNIC of Authorized Signatory

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate):

Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
Resolutions For Agenda Item No. 4: a. To approve transactions conducted with associated companies (related parties) for the year ended 30 June 2023. b. To authorize Chief Executive Officer of the Company to approve transactions with Related Parties for the year ending 30 June 2024			
Resolution For Agenda Item No. 5 To approve circulation of Company's annual audited financial statements through QR enabled code and weblink.			

- Duly filled ballot paper should be sent to the Chairman, Rupali Polyester Limited, Rupali House, 241-242 Upper Mall Scheme, Anand Road, Lahore or e-mail at [shabbir.gilani@rupaligroup.com](mailto:shabbir.gilani@rupaligroup.com) / [info@rupaligroup.com](mailto:info@rupaligroup.com)

- Copy of CNIC/Passport (In case of foreigner) should be enclosed with the postal ballot form.

- Ballot paper should reach the Chairman or Company Secretary within business hours (upto 5:00 pm) by or before Friday, 20 October, 2023. Any postal Ballot received after this date, will not be considered for voting.

- Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).

- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.

- In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.

- Ballot Paper form has also been placed on the website of the Company at: [www.rupaligroup.com](http://www.rupaligroup.com). Members may download the Ballot paper from the website.

Shareholder / Proxy holder Signature/Authorized Signatory (In case of corporate entity, please affix company stamp)





# روپالی پولیستر لمیٹڈ

## اطلاع برائے تالیسواں سالانہ اجلاس عام

بذریعہ ہذا مطلع کیا جاتا ہے کہ روپالی پولیستر لمیٹڈ ("کمپنی") کا تالیسواں سالانہ اجلاس عام بروز ۲۳ اکتوبر ۲۰۲۳ء کو درج ذیل امور کی انجام دہی کے لئے صبح ۱۰:۳۰ بجے (بذریعہ ZOOM اور Physical) روپالی ہاؤس ۲۳۱-۲۳۲، عمومی امور:

1- کمپنی کے تالیسویں سالانہ اجلاس عام منعقدہ ۲۱ اکتوبر ۲۰۲۳ء کی کارروائی کی توثیق۔

2- ۳۰ جون ۲۰۲۳ء کو ختم ہونے والے مالی سال کے پرنٹ شدہ حسابات، بیج ڈائریکٹرز صاحبان اور حساب کی رپورٹوں کی وصولی، غور و خوض اور منظوری۔

کمپنی کے مطابق کمپنی کے آڈٹ شدہ مالیاتی بیانات کمپنی کی ویب سائٹ پر اپ لوڈ کیے گئے ہیں جنہیں درج ذیل لنک اور QR فعال کوڈ سے ڈاؤن لوڈ کیا جاسکتا ہے:

QR کوڈ	ویب لنک
	<a href="https://www.rupaligroup.com/pdf files/Annual%20Report%202023.pdf">https://www.rupaligroup.com/pdf files/Annual%20Report%202023.pdf</a>

3- کمپنی کے حساب کا تقرر اور ان کے معاوضہ کا تعین۔ ریٹائر ہونے والے صاحب میسرز آرمیس ایم اے ایس حیدر لیاقت نعمان، چارٹرڈ اکاؤنٹنٹس نے دوبارہ تقرر کی اہل ہونے کی بناء پر اپنی خدمات پیش کی ہیں۔ خصوصی امور:

4- (اے): ۳۰ جون ۲۰۲۳ء کو ختم ہونے والے مالی سال کے دوران منسلک کمپنیوں (متعلقہ پارٹیوں) سے کئے گئے لین دین کی درج ذیل خصوصی قرارداد کے تحت منظوری:

"قرارداد کیا کہ ۳۰ جون ۲۰۲۳ء کو ختم ہونے والے مالی سال کے دوران منسلک کمپنیوں (متعلقہ پارٹیوں) کے ساتھ کئے گئے درج ذیل لین دین کی منظوری دی جاتی ہے۔"

رقم (000 روپوں میں)		لین دین کی تفصیل		م
خرید	فروخت	خرید	فروخت	دیکر
1,707,599	330,535	گنڈا اور خدمات کی خرید و فروخت	-	روپائل لمیٹڈ
4,711	-	گنڈا اور خدمات کی خرید	-	روپالی ٹائیکون (پرائیویٹ) لمیٹڈ
-	-	ویک ڈپازٹ پر منافع	12,806	سونیری ویک لمیٹڈ
-	-	قرض کی ادائیگی	114,000	انورسٹ (بڑے حصص دار)

(بی) ۳۰ جون ۲۰۲۳ء کو ختم ہونے والے مالی سال کے دوران متعلقہ پارٹیوں سے کئے جانے والے لین دین کے لئے کمپنی کے چیف ایگزیکٹو آفیسر کو درج ذیل خصوصی قرارداد کے تحت اختیار بنانا:

"قرارداد کیا کہ کمپنی کے چیف ایگزیکٹو آفیسر ۳۰ جون ۲۰۲۳ء کو ختم ہونے والے مالی سال کے دوران متعلقہ پارٹیوں کے ساتھ لین دین کی منظوری دینے کے اختیار ہوں گے۔ مزید قرارداد کیا کہ لین دین کی ان تفصیلات کو حصص داران کے اگلے اجلاس میں برائے منظوری پیش کیا جائے گا۔"

5- کمپنی کے سالانہ آڈٹ شدہ مالیاتی گوشواروں کو آڈیٹری رپورٹ، ڈائریکٹرز کی رپورٹ وغیرہ ("سالانہ آڈٹ شدہ مالیاتی بیانات") کے ساتھ QR فعال کوڈ اور سالانہ جنرل میٹنگ کے نوٹس کے حصے کے طور پر ویب لنک کے ذریعے کمپنی کے ممبران کو بھجوانے کی منظوری کے لیے درج ذیل قرارداد پر غور، ترمیم کے ساتھ یا اس کے بغیر اختیار رکرتا۔

"طے پایا گیا کہ S.R.O نمبر ۲۸۹ (۱) / ۲۰۲۳ مورخہ ۲۱ اکتوبر ۲۰۲۳ء کو کنٹریبیوٹریکٹ، ۲۰۱۷ء کی سیکشن ۲۲۳ (۶) کے تحت آڈیٹری رپورٹ، ڈائریکٹرز کی رپورٹ وغیرہ کے ساتھ سالانہ آڈٹ شدہ مالیاتی گوشواروں کی گردش ("سالانہ آڈٹ شدہ مالیاتی بیانات") کمپنی کے ممبران کو QR فعال کوڈ اور ویب لنک کے ذریعے بھیجے جانے کی منظوری دی جاتی ہے۔

مزید طے پایا کہ کمپنی CD / DVD / USB کے ذریعے سالانہ آڈٹ شدہ مالیاتی گوشواروں کی ترسیل کو بند کرنے کی اجازت ہے اور مزید طے پایا کہ کمپنی سیکرٹری کو اس قرارداد پر عمل درآمد کرنے کی غرض سے تمام ضروری کام سرانجام دینے کا اختیار ہے۔"

دیگر امور:

6- مجیر صاحب کی اجازت سے اجلاس کے روبرو کئے گئے ایسے کسی اور عمومی امور کی انجام دہی۔

لاہور

۱۸ ستمبر ۲۰۲۳ء

نوٹ:

1- حصص کی منتقلی کی کتب

کمپنی کے حصص کی کتب ۱۷ اکتوبر ۲۰۲۳ء تا ۲۳ اکتوبر ۲۰۲۳ء (بشمول ہر دو ایام) بند رہیں گی۔ تبادلے جو ہمارے رجسٹرڈ ایڈریس کے دفتر پلاٹ نمبر C-۳۲، جامی کرشل سٹریٹ نمبر ۲، ڈی ایچ اے، فیئر VII، کراچی-۷۵۵۰۰ کو ۱۶ اکتوبر ۲۰۲۳ء کو ختم ہونے سے قبل موصول ہوں گے اس اجلاس میں شرکت اور رائے دہی کے لئے بر وقت وصول شدہ تصدق ہوں گے۔

2- Zoom لنک (Zoom Link)

سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کی ہدایات کے مطابق کمپنی اس AGM کو فزیکل کے ساتھ ساتھ Zoom لنک کے ذریعے شرکاء کی سہولت کے لئے بلائے گی۔ اور کرم کی ضروریات کی قیام کو یقینی بنانے کی، کمپنی اراکین سے اپنی ماضی اور رائے دہی بذریعہ پراسیکس (Proxies) کی درخواست کرتی ہے۔ الیکٹرانک ذرائع سے تمام تالیسویں AGM میں شرکت کا خصوصی انتظام حسب ذیل ہے

بذریعہ Zoom لنک سالانہ اجلاس عام میں شرکت کی خواہش رکھنے والے حصص داران اپنا ایسی ہولڈر سے درخواست کی جاتی ہے کہ وہ کمپنی کو [info@rupaligroup.com](mailto:info@rupaligroup.com) پر ایک ای میل عنوان: "Registration for AGM" مندرجہ ذیل معلومات فراہم کر کے اجلاس سے کم سے کم ۲۸ گھنٹے قبل خود کو رجسٹر کروائیں۔

ممبر کا نام	قومی شناختی کارڈ نمبر	فولیا ای ڈی سی اکاؤنٹ نمبر	موبائل نمبر	ای میل ایڈریس
-------------	-----------------------	----------------------------	-------------	---------------

درج بالا معلومات کی تصدیق کے بعد حصص داران کو رجسٹر کیا جائے گا اور ان کے فراہم کردہ ای میل پر کمپنی کی طرف سے Zoom لنک فراہم کیا جائے گا۔ لاگ ان کی سہولت صبح ۱۰ بجے سے اجلاس کے اختتام تک عملی رہے گی۔

حصص داران سے اتنا ہے کہ وہ اپنے تمبر سے اور تھوڑے جو کہ اجلاس کے متعلقہ ہوں مذکورہ ای میل یا اداس اپ 0323-4123854, 0300-4799881 پر ۲۰ اکتوبر ۲۰۲۳ء کو شام ۵ بجے سے قبل ارسال کر دیں۔

3- پراسیکس ہولڈرز

اجلاس ہذا میں شرکت اور ووٹ دینے کے اہل ممبروں اور شرکت کیلئے دیگر ممبر کو بطور پراسیکس مقرر کر سکتا ہے۔ پراسیکس کو آڈٹنگ، ممبروں کیسے، اجلاس کے انعقاد کے وقت سے کم از کم ۲۸ گھنٹے قبل کمپنی کے رجسٹرڈ دفتر پر لازماً وصول ہوجانی چاہئیں۔

سی ڈی سی اکاؤنٹ ہولڈرز

حساب انکم بورڈ  
ایس غلام شبیر گیلانی  
کمپنی سیکرٹری

دوسری ہو چاہتی ہیں۔

سی ڈی سی اکاؤنٹ ہولڈرز

سنٹرل ڈیپازٹری کمیٹی آف پاکستان لینڈ (CDC) کے سنٹرل ڈیپازٹری سسٹم (CDS) میں کمیٹی کی سیکورٹیز ایک انٹری کے حامل اکاؤنٹ ہولڈرز/ سب اکاؤنٹ ہولڈرز جو سالانہ اجلاس عام میں شرکت کے خواہشمند ہوں سے درخواست ہے کہ شناختی مقاصد کیلئے اپنے اصل کیپیٹل کارڈ (CNIC) یا اصل یا سپورٹ موصول ہونے تک عرصہ پابندی کے ساتھ اپنے مندرجہ ذیل سہ ماہی پر اجلاس میں اپنا اکاؤنٹ نمبر اپنے سہ ماہی سے کارپوریشن کمیٹی کی صورت میں، بروڈ آف ڈائریکٹرز کی قرارداد اختیار نہ مقرر کرو۔ دیکھنا صحت مند ہونے کے ساتھ ساتھ اصل پر کسی فارم اجلاس کے انعقاد کے وقت سے کم از کم ۳۸ گھنٹے قبل لازماً کمیٹی کے رجسٹرڈ دفتر پر موصول ہو جانا چاہئے۔ تاہم قرارداد شناختی مقاصد کیلئے اجلاس میں شرکت کے وقت اپنے اصل CNIC یا اصل یا سپورٹ موصول کرنا ہوگی۔

4- کمیٹی کی ویب سائٹ پر آڈٹ شدہ مالیاتی بیانات کی دستیابی۔

۲۰۲۳ کو ختم ہونے والے مالی سال کے لیے کمیٹی کے آڈٹ شدہ مالیاتی گوشواروں کے ساتھ ۳۳ ویں AGM کانفرنس اور دیگر لازمی رپورٹس بھی کمیٹی کی ویب سائٹ www.rupaligroup.com پر دستیاب کر دی گئی ہیں اس کے علاوہ ۳۳ ویں سالانہ اجلاس کا اطلاع نامہ حصص داران کو ارسال کر دیا گیا ہے اور PSX کو بھی ارسال کرنے کے ساتھ ساتھ ریگولیٹری ضروریات کے مطابق QR فعال کو ڈاؤن لوڈ کیا گیا ہے اور یہ لنک کے ساتھ اشعارات میں بھی شائع ہو گیا ہے۔ حصص یافتگان جو کسی کارڈ یا اصل حاصل کرنا چاہتے ہیں وہ کمیٹی بیکریٹری / شیئرز رجسٹرار سے درخواست کر سکتے ہیں اور کمیٹی اس مطالبے کے ایک ہفتے کے اندر انھیں فراہم کرے گی۔

5- غیر رجسٹرڈ یا دیگر حصص

کمیٹیوں کے ایکٹ ۲۰۱۷ کے سیکشن ۲۳۳ کے مطابق کمیٹی کی طرف سے جاری کردہ یا دیگر ایجنٹوں کے ذریعے جاری کردہ ہونے والی کسی بھی قسم، جو واجب الادا ہونے کی تاریخ سے تین سال کی مدت تک بغیر رجسٹرڈ کمیٹی کے بغیر ادا کیے گئے رہتے ہیں اور قابل ادا نکلنے کے تحت طے شدہ طریقہ کار کی تعمیل کے بعد وفاقی حکومت کے پاس رہیں گے۔ اس سلسلے میں ہم نے پہلے ہی عمل شروع کر دیا تھا اور مختلف حصص یافتگان کو ہمارے ۲۸ دسمبر ۲۰۲۰ء کے خط اور بعد کے نوٹس کے ذریعے مشورہ دیا گیا تھا کہ وہ اپنے غیر رجسٹرڈ اربانغیہ / حصص / حصص کا حصول کریں۔ تاہم، ابھی تک صرف چند حصص داران نے یہ وصول کیے ہیں۔

حصص داران کو بورڈ اور مشورہ دیا گیا ہے کہ وہ جلد از جلد یہ حاصل کرنے کے لیے کمیٹی کے شیئرز رجسٹرار سے رجوع کریں دوسری صورت میں ہم کمیٹیوں کے قانون، بحریہ ۲۰۱۷ء سیکشن ۲۳۳ (۲) (a) اور (b) کے تقاضوں کے مطابق عمل کریں گے۔

6- خصوصی امور کی قراردادوں پر ای بیلنگ

ممبران کو مطلع کیا جاتا ہے کہ کمیٹی (پوشل بیلنگ) ریگولیشنز، ۲۰۱۸ ("ریگولیشنز") میں ترمیم بندیوں کے تحت ۰۵ دسمبر ۲۰۲۰ء سے شروع ہونے والی ترمیم کے مطابق، جو کہ کمیٹی کے ممبران کو ای بیلنگ سے متعلق "SECP" نے جاری کی ہیں۔ SECP نے تمام سہ ماہیہ کمیٹیوں کو ہدایت کی ہے کہ اپنے ممبران کو ای بیلنگ کے ذریعے ڈاک کے ذریعے ممبران کی فراہم کریں اور اس کے مطابق، روپالی پبلسٹریٹیڈ کمیٹی کے ممبران کو ای بیلنگ کی سہولت کے ذریعے ۲۳ اکتوبر ۲۰۲۳ کو ہونے والے ۳۳ ویں سالانہ اجلاس میں خصوصی امور کے لیے ووٹ کا تعلق استعمال کرنے یا ڈاک کے ذریعے ووٹ ڈالنے کی اجازت ہوگی البتہ وہ ممبران کو اور وہ خود روابط میں موجود شرائط کے پابند ہوں گے۔

7- ای ووٹنگ کا طریقہ کار:

1. ای ووٹنگ کی سہولت کی تفصیلات کمیٹی کے ان ممبروں کو ای میل کے ذریعے فراہم کی جائیں گی جن کے درستی CNIC نمبرز، ای بیل نمبرز، اداری ای میل کے پتے کمیٹی ممبران کے رجسٹر میں ۳۳ ویں سالانہ اجلاس عام سے کام والے ایک دن پہلے شامل ہوں گے۔  
2. ویب ایڈریس، لاگ ان کی تفصیلات، اور پاس ورڈ، ای میل کے ذریعے ممبران کو مطلع کیا جائے گا۔  
3. ای ووٹنگ کے ذریعے ووٹ ڈالنے کا ارادہ رکھنے والے ممبران کی شناخت الیکٹرانک ذریعے یا ڈاک کے ذریعے کی جائے گی۔  
4. ای ووٹنگ ایپس ۲۳ اکتوبر ۲۰۲۳ء صبح ۱۰:۳۰ بجے سے شروع ہوں گی اور ۲۳ اکتوبر ۲۰۲۳ء (ہفت روزہ) کے اختتام تک (بند ہونے کی صورت میں) اس مدت کے دوران کسی بھی وقت اپنا ووٹ ڈال سکتے ہیں۔ ایک بار کسی ممبر کی طرف سے قرارداد پر ووٹ ڈالنے کے بعد اسے تبدیل کرنے کی اجازت نہیں ہوگی۔

8- پوشل بیلنگ کے ذریعے ووٹ ڈالنے کا طریقہ کار:

اراکین اس بات کو یقینی بنائیں گے کہ گنج طرح سے ہر سے اور مختلف شدہ بیلنگ بھی، کیپیٹل ڈیپازٹری کمیٹی کارڈ (CNIC) کی کاپی کے ساتھ، کمیٹی کے رجسٹرڈ ایڈریس پر ڈاک کے ذریعے ممبران کے رجسٹر میں تک جمع ۲۰ اکتوبر ۲۰۲۳ء کام کے اوقات کے دوران ۱۰:۳۰ بجے تک ۲۳-۲۳ پیمال سیکم، آئیٹورڈ، لاہور کو یا shabbir.gilani@rupaligroup.com یا info@rupaligroup.com پر ای میل کریں۔ بیلنگ بھی پر مختلف CNIC پر مختلف سے موصول ہوں۔ یہ پوشل بھی کمیٹی کی ویب سائٹ www.rupaligroup.com سے حاصل کرنے کے لیے بھی دستیاب ہے یا اس نوٹس کے ساتھ منسلک ہے اور اشعارات میں شائع ہونے والے متن کو بھی استعمال کر سکتے ہیں۔ براہ کرم نوٹ فرمائیں کہ ایک سے زیادہ ووٹ ڈالنے سے ووٹنگ میں کسی تنازعہ کی صورت میں، کمیٹی فیصلہ کرنے کے مقرر ہوں گے۔

9- سی ڈی سی اکاؤنٹ میں فریکوئنٹیشن رجوع کروائیں۔

ایس ای سی نے اپنے خط نمبر CSD/ED/Misc./2016-639-640 مورخہ ۲۶ مارچ ۲۰۲۱ء کے ذریعے تمام کمیٹیوں کو مشورہ دیا ہے کہ وہ کمیٹیوں کے لیے ۲۰۱۷ء کے سیکشن ۲۳۳ پر عمل کریں۔ جس کے تحت تمام کمیٹیوں کو ایکٹ کے نفاذ کے چار سالوں کے اندر فریکوئنٹیشن فارم میں جاری کردہ حصص کو ایک انٹری فارم میں تبدیل کرنے کا حکم دیا ہے۔  
فریکوئنٹیشن رجسٹر کے ذریعے تمام داران اپنے فریکوئنٹیشن فارم کو الیکٹرانک شکل میں رکھنے کیلئے براہ راست کسی بھی بروکر یا نیوٹریٹرا اکاؤنٹ کے ساتھ سی ڈی سی کا ذیلی اکاؤنٹ کھول سکتے ہیں۔  
نوٹس متعلقہ: (i) قومی شناختی کارڈ کی کاپی جمع کروانا۔ (ii) پیمانہ شدہ حسابات بذریعہ ای میل ارسال کرنا۔ (iii) ویب بیلنگ کی سہولت اور (iv) کمیٹیوں کے قانون ۲۰۱۷ء سیکشن ۳۳ (۳) کے تحت خصوصی امور پر وضاحتیں حصص داران کو اطلاع اجلاس عام کے ساتھ ارسال کر دی گئی ہیں۔

بیلنگ شیڈول

بیلنگ بھی براہ خصوصی امور پر مقررہ کی ہوگی اور ووٹنگ بذریعہ ڈاک اور بذریعہ ویب بیلنگ کے ذریعے کیا جائے گی۔ ۲۳ ویں سالانہ اجلاس عام کے مطابق ۲۳ اکتوبر ۲۰۲۳ء پورا صبح ۱۰:۳۰ بجے سے ۲۳ اکتوبر ۲۰۲۳ء اور ۲۳ اکتوبر ۲۰۲۳ء سے ۱۰:۳۰ بجے تک (متعلقہ پارٹینر) کے ذریعے ہونے والے خصوصی امور کے ذریعے کیے جانے والے (بی) کے ذریعے ہونے والے خصوصی امور کے ذریعے کیا جائے گا۔  
تفصیلات، جہاں تک ممکن ہو، ہر سہ ماہی سے شائع ہوں گے۔ روپالی ہاؤس ۲۴۲-۲۴۱ پیمال سیکم، آئیٹورڈ، لاہور۔ فون نمبر: +92-42-RUPALI (787-254) ویب سائٹ: www.rupaligroup.com

شیئرز ہولڈرز کی تعداد	۲۵
رجسٹرڈ ایڈریس	۲۵
ملکییتی حصص کی تعداد	۲۵
CNIC نمبر (کاپی منسلک کی جائے گی)	۲۵
اضافی معلومات اور ملحوظات: (ایڈریس کارپوریشن کارپوریشن اور وفاقی حکومت کے ذریعے کی صورت میں)	۲۵

یہ تمام مندرجہ ذیل قراردادوں کی سلسلے میں پوشل بیلنگ کے ذریعے اپنا ووٹ استعمال کرنا ہوں گے۔ اگر ہاں میں اور ایل میں دیکھنے کے لیے (v) کا نشان لگا کر اپنی اتھارٹی رضامندی یا اختلاف رائے سے آگاہ کرنا ہوں گے۔

قرارداد	حصص کی تعداد	میں اہم منظور کرتے ہیں	میں اہم قرارداد سے اختلاف کرتے ہیں
قرارداد ۱: ۲۰۲۳ میں خصوصی امور (اے): ۲۰۲۳ کو ختم ہونے والے مالی سال کے دوران منسلک کمیٹیوں (متعلقہ پارٹینر) سے گئے لیکن ان کی خصوصی قرارداد کے تحت مقررہ (بی): ۲۰۲۳ کو ختم ہونے والے مالی سال کے دوران متعلقہ پارٹینر سے گئے ہونے والے لیکن ان کے لئے کمیٹی کے ذریعے کیے جانے والے خصوصی امور سے متعلقہ قرارداد کے تحت ہوں گے۔			
قرارداد ۲: خصوصی امور			

نوٹس:  
1) عمل شدہ پوشل بیلنگ نامہ میں اہم کمیٹی بیکریٹری روپالی ہاؤس ۲۳۲-۲۳۱ پیمال سیکم، آئیٹورڈ، لاہور ای میل: shabbir.gilani@rupaligroup.com یا info@rupaligroup.com کے ذریعہ ارسال کریں۔  
2) کیپیٹل ڈیپازٹری کمیٹی کارڈ کی کاپی پوشل بیلنگ فارم کے ساتھ منسلک کی جائے۔  
3) پوشل بیلنگ بھی فریکوئنٹیشن فارم بذریعہ ۲۰ اکتوبر ۲۰۲۳ کو شام ۵ بجے کے بعد موصول ہونے والا قابل قبول نہیں سمجھا جائے گا۔  
4) پوشل بیلنگ بھی پر مختلف قومی شناختی کارڈ یا اصل یا سپورٹ موصول ہونے سے متعلق ہونا چاہئے۔  
5) ہیکل، غیر رجسٹرڈ پیمانہ ہونا شروع شدہ، یا دیگر منسلک ہو یا بطور حصص رجسٹر کر دیا جائے گا۔  
6) بیلنگ بھی کمیٹی کی ویب سائٹ www.rupaligroup.com پر بھی موجود ہے۔ ممبران ویب سائٹ سے بیلنگ بھی ڈاؤن لوڈ کر سکتے ہیں یا اشعارات میں شائع شدہ اصل نوٹس کاپی استعمال کر سکتے ہیں۔







# RUPALI POLYESTER LIMITED

## Notice of 43rd Annual General Meeting

Notice is hereby given that the Forty Third (43rd) 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, 23 October, 2023 at 10:30 a.m. (Physical / Zoom) to transact the following business:

### Ordinary Business:

- To confirm the minutes of Forty Second (42nd) Annual General Meeting of the Company held on 21 October 2022.
- 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 2023.

In accordance with Section 223(7) of the Companies Act, 2017, the Audited Financial Statements of the Company have been uploaded on the Company's website which can be downloaded from the following link and QR enabled code:

WEBLINK	QR CODE
<a href="https://www.rupaligroup.com/pdf files/Annual%20Report%202023.pdf">https://www.rupaligroup.com/pdf files/Annual%20Report%202023.pdf</a>	

- To appoint Auditors of the Company and to fix their remuneration. The retiring Auditors M/s. RSM Avasi Hyder Liaquat Nauman, Chartered Accountants being eligible have offered themselves for reappointment.

### Special Business:

- (a) To approve transactions conducted with associated companies (related parties) for the year ended 30 June 2023 by passing with or without modification the following special resolution:

**"RESOLVED THAT** the following transactions conducted with associated companies (related parties) for the year ended 30 June 2023 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	1,707,599	330,535	-
Rupali Nylon (Pvt.) Limited.	Purchase of goods and services	4,711	-	-
Soneri Bank Limited	Profit on Bank deposits	-	-	12,806
ALNU Trust (major shareholder)	Repayment of loan	-	-	114,000

- (b) To authorize Chief Executive Officer of the Company to approve transactions with Related Parties for the year ending 30 June 2024 by passing the following special resolution with or without modification:  
**"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 2024.
- To consider, adopt with or without modification the following resolution for approval of circulation of Company's annual audited financial statements together with auditor's report, director's reports etc. ("Annual Audited Financial Statements") to the members of the Company through QR enabled code and weblink as part of notice of Annual General Meeting:  
**"RESOLVED THAT** in pursuance of S.R.O No. 389(I)/2023 dated 21 March 2023, and under section 223(6) of the Companies Act, 2017 the circulation of Annual Audited Financial Statements together with auditor's report, directors' report etc. ("Annual Audited Financial Statements") to the members of the Company through QR enabled code and weblink be and is hereby approved.  
**FURTHER RESOLVED THAT** the Company be and is hereby authorized to discontinue the circulation of Annual Audited Financial Statements through CD/DVD/USB.  
**FURTHER RESOLVED THAT** the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things take or cause to be taken any or all necessary action for the purposes of implementing this Resolution.

### Other Business:

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

Lahore:  
18 September 2023

Notes:

#### 1. Share Transfer Books

Share transfer books of the Company will remain closed from 17 October 2023 to 23 October 2023 (both days inclusive). Transfers received at the registered office or Share Registrar M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A. Phase VII, Karachi-75500 before close of business on 16 October 2023 will be treated in time for the purpose of attending, and voting at the 43rd AGM.

#### 2. Zoom Link

In line with the guidelines of the Securities and Exchange Commission of Pakistan, the Company will convene this AGM in Physical as well as through Zoom link for convenience of the Participants while ensuring compliance with the quorum requirements and request to the Members to consolidate their attendance and voting at the AGM through proxies.

The special arrangement for attending the 43rd AGM through electronic means will be as under:

Shareholders/Proxyholders interested in attending the AGM through Zoom are hereby requested to get themselves registered with the Company Secretary office by sending an email with subject: "Registration for AGM" at [info@rupaligroup.com](mailto:info@rupaligroup.com) at least 48 hours before the AGM:

Name of Shareholder	CNIC Number	Folio Number/CDC Account No.	Cell No.	Email Address

Members will be registered, after verification as per the above requirement and will be provided a Zoom link by the Company via email provided by them.

The login facility will remain open from 10:00 a.m. till conclusion of the meeting.

The shareholders are also encouraged to send their comments/suggestions, related to the Agenda items of the Annual General Meeting on the above mentioned email address or WhatsApp/SMS on 0323-4123854 or 0300-4799881 by 20 October 2023 before close of business hours (5.00 pm).

#### 3. Proxy Holders

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.

#### CDC Account Holders

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. Availability of Audited Financial Statements on Company's Website

Notice of 43rd AGM along with audited financial statements of the Company for the year ended 30 June 2023 and other mandatory reports, have also been made available on the Company's website [www.rupaligroup.com](http://www.rupaligroup.com) in line with the regulatory requirements along with the QR enabled code and weblink. AGM notice was also published in the newspapers in addition to its notification to the PSX. The

By order of the Board  
S. Ghulam Shabbir Gilani  
Company Secretary



purpose.

**4. Availability of Audited Financial Statements on Company's Website**

Notice of 43rd AGM along with audited financial statements of the Company for the year ended 30 June 2023 and other mandatory reports, have also been made available on the Company's website [www.rupaligroup.com](http://www.rupaligroup.com) in line with the regulatory requirements along with the QR enabled code and weblink. AGM notice was also published in the newspapers in addition to its notification to the PSX. The shareholders who wish to receive the hard copies may request to the Company Secretary / Share Registrar and the Company shall provide the same within one week of such demand.

**5. Unclaimed dividend and shares**

Pursuant to Section 244 of the Act, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years from the date it became due and payable shall rest with the Federal Government after compliance of procedures prescribed under the Act. In this respect, we had already initiated the process and concerned shareholders were advised vide our letter dated 28 December 2017 and subsequent notices, to claim their unclaimed dividend/shares. However, only few shareholders have claimed their pending entitlements so far. Shareholders are again advised to approach the Company's Share Registrar to claim their pending dividend/shares at the earliest failing which the Company shall proceed further in terms of requirement of Section 244(2) (a) & (b) of the Act.

**6. E-Polling on Special Business Resolutions:**

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 ("the Regulations") amended through Notification dated December 05, 2022 and subsequent amendments issued by the Securities and Exchange Commission of Pakistan ("SECP"), SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Rupali Polyester Limited will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming 43rd Annual General Meeting to be held on 23 October 2023, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

**7. Procedure for E-Voting:**

- I. Details of the e-voting facility will be shared through an email with those members of the Company who have their valid CNIC numbers, cell numbers, and email addresses available in the register of members of the Company by the close of business (upto 5:00 p.m. on one working day preceding the 43rd AGM).
- II. The web address, login details, and password, will be communicated to members via email.
- III. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- IV. E-Voting lines will start from 23 October 2023, 10:30 a.m. and shall close on 23 October 2023 (till conclusion of the meeting). Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

**8. Procedure for Voting Through Postal Ballot:**

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address 241-242 Upper Mall Scheme, Anand Road, Lahore or email at [shabbir.gilani@rupaligroup.com](mailto:shabbir.gilani@rupaligroup.com) or [info@rupaligroup.com](mailto:info@rupaligroup.com) on or before Friday, 20 October 2023 during working hours (upto 5.00 pm). The signature on the ballot paper shall match the signature on CNIC. This postal Poll paper is also available for download from the website of the Company at [www.rupaligroup.com](http://www.rupaligroup.com) or use the same as attached to this Notice and published in newspapers. Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding Authority.

**9. Deposit of Physical Shares into CDC Account**

The SECP, through its letter No. CSD/ED/Misc./2016-639-640 dated 26 March 2021, has advised all listed companies to adhere to the provision of Section 72 of the Companies Act, 2017 (the "Act"), which requires all companies to replace shares issued in physical form to book-entry form within four years of the promulgation of the Act.

In accordance with the requirement of Section 72 of the Companies Act, 2017 (the Act) every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act. The shareholders having physical shares may open CDC sub-account with any of the broker or investor account directly with CDC to place their physical shares into scrip-less form.

**Notes:** Related to some other agenda items i.e. Submission of copy of CNIC (Mandatory), Circulation of Audited Financial Statements through email, Consent for the Facility of wide-link, Statement under Section 134(3) of the Companies Act, 2017 have been despatched to the shareholders alongwith Notice of this meeting.

## BALLOT PAPER

Ballot Paper for voting through post for the Special Businesses at the 43rd Annual General Meeting to be held on 23 October 2023, at 10:30 a.m. at Rupali House, 241-242 Upper Mall Scheme, Anand Road, Lahore and through video conferencing.

Phone: +92-42-RUPALI (787-254) , Website: [www.rupaligroup.com](http://www.rupaligroup.com)

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	Name and CNIC of Authorized Signatory

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate):

Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
Resolutions For Agenda Item No. 4: a. To approve transactions conducted with associated companies (related parties) for the year ended 30 June 2023. b. To authorize Chief Executive Officer of the Company to approve transactions with Related Parties for the year ending 30 June 2024			
Resolution For Agenda Item No. 5 To approve circulation of Company's annual audited financial statements through QR enabled code and weblink.			

1. Duly filled ballot paper should be sent to the Chairman, Rupali Polyester Limited, Rupali House, 241-242 Upper Mall Scheme, Anand Road, Lahore or e-mail at [shabbir.gilani@rupaligroup.com](mailto:shabbir.gilani@rupaligroup.com) / [info@rupaligroup.com](mailto:info@rupaligroup.com)
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman or Company Secretary within business hours (upto 5.00 pm) by or before Friday, 20 October, 2023. Any postal Ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
7. Ballot Paper form has also been placed on the website of the Company at: [www.rupaligroup.com](http://www.rupaligroup.com). Members may download the Ballot paper from the website.

Shareholder / Proxy holder Signature/Authorized Signatory (In case of corporate entity, please affix company stamp)



# RUPALI POLYESTER LIMITED

## Notice of 43rd Annual General Meeting

Notice is hereby given that the Forty Third (43rd) 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, 23 October, 2023 at 10:30 a.m. (Physical / Zoom) to transact the following business:

**Ordinary Business:**

- To confirm the minutes of Forty Second (42nd) Annual General Meeting of the Company held on 21 October 2022.
  - 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 2023.
- In accordance with Section 223(7) of the Companies Act, 2017, the Audited Financial Statements of the Company have been uploaded on the Company's website which can be downloaded from the following link and QR enabled code:

WEBLINK	QR CODE
<a href="https://www.rupaligroup.com/pdf_files/Annual%20Report%202023.pdf">https://www.rupaligroup.com/pdf_files/Annual%20Report%202023.pdf</a>	

- To appoint Auditors of the Company and to fix their remuneration. The retiring Auditors M/s. RSM Avais Hyder Liaquat Nauman, Chartered Accountants being eligible have offered themselves for reappointment.

**Special Business:**

- (a) To approve transactions conducted with associated companies (related parties) for the year ended 30 June 2023 by passing with or without modification the following special resolution:  
**\*RESOLVED THAT** the following transactions conducted with associated companies (related parties) for the year ended 30 June 2023 be and are hereby ratified, approved and confirmed:

Name	Description of Transaction	Amount in Rs. '000		
		Purchase	Sale	Others
Rupali Limited	Sale/purchase of goods and services	1,707,599	330,535	-
Rupali Nylon (Pvt.) Limited.	Purchase of goods and services	4,711	-	-
Soneri Bank Limited	Profit on Bank deposits	-	-	12,806
ALNU Trust (major shareholder)	Repayment of loan	-	-	114,000

- (b) To authorize Chief Executive Officer of the Company to approve transactions with Related Parties for the year ending 30 June 2024 by passing the following special resolution with or without modification:  
**\*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 2024.
- To consider, adopt with or without modification the following resolution for approval of circulation of Company's annual audited financial statements together with auditor's report, director's reports etc. ("Annual Audited Financial Statements") to the members of the Company through QR enabled code and weblink as part of notice of Annual General Meeting:  
**\*RESOLVED THAT** in pursuance of S.R.O No. 389(I)/2023 dated 21 March 2023, and under section 223(6) of the Companies Act, 2017 the circulation of Annual Audited Financial Statements together with auditor's report, directors' report etc. ("Annual Audited Financial Statements") to the members of the Company through QR enabled code and weblink be and is hereby approved.  
**FURTHER RESOLVED THAT** the Company be and is hereby authorized to discontinue the circulation of Annual Audited Financial Statements through CD/DVD/USB.  
**FURTHER RESOLVED THAT** the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things take or cause to be taken any or all necessary action for the purposes of implementing this Resolution.

**Other Business:**

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

Lahore:  
18 September 2023  
Notes:

By order of the Board  
S. Ghulam Shabbir Gilani  
Company Secretary

**1. Share Transfer Books**

Share transfer books of the Company will remain closed from 17 October 2023 to 23 October 2023 (both days inclusive). Transfers received at the registered office or Share Registrar M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A. Phase VII, Karachi-75500 before close of business on 16 October 2023 will be treated in time for the purpose of attending, and voting at the 43rd AGM.

**2. Zoom Link**

In line with the guidelines of the Securities and Exchange Commission of Pakistan, the Company will convene this AGM in Physical as well as through Zoom link for convenience of the Participants while ensuring compliance with the quorum requirements and request to the Members to consolidate their attendance and voting at the AGM through proxies.

The special arrangement for attending the 43rd AGM through electronic means will be as under:

Shareholders/Proxyholders interested in attending the AGM through Zoom are hereby requested to get themselves registered with the Company Secretary office by sending an email with subject: "Registration for AGM" at [info@rupaligroup.com](mailto:info@rupaligroup.com) at least 48 hours before the AGM:

Name of Shareholder	CNIC Number	Folio Number/CDC Account No.	Cell No.	Email Address

Members will be registered, after verification as per the above requirement and will be provided a Zoom link by the Company via email provided by them.

The login facility will remain open from 10:00 a.m. till conclusion of the meeting.

The shareholders are also encouraged to send their comments/suggestions, related to the Agenda items of the Annual General Meeting on the above mentioned email address or WhatsApp/SMS on 0323-4123854 or 0300-4799881 by 20 October 2023 before close of business hours (5.00 pm).

**3. Proxy Holders**

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.

**CDC Account Holders**

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. Availability of Audited Financial Statements on Company's Website

Notice of 43rd AGM along with audited financial statements of the Company for the year ended 30 June 2023 and other mandatory reports, have also been made available on the Company's website [www.rupaligroup.com](http://www.rupaligroup.com) in line with the regulatory requirements along with the QR enabled code and weblink. AGM notice was also published in the newspapers in addition to its notification to the PSX. The shareholders who wish to receive the hard copies may request to the Company Secretary / Share Registrar and the Company shall provide the same within one week of such demand.

#### 5. Unclaimed dividend and shares

Pursuant to Section 244 of the Act, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years from the date it became due and payable shall rest with the Federal Government after compliance of procedures prescribed under the Act. In this respect, we had already initiated the process and concerned shareholders were advised vide our letter dated 28 December 2017 and subsequent notices, to claim their unclaimed dividend/shares. However, only few shareholders have claimed their pending entitlements so far.

Shareholders are again advised to approach the Company's Share Registrar to claim their pending dividend/shares at the earliest failing which the Company shall proceed further in terms of requirement of Section 244(2) (a) & (b) of the Act.

#### 6. E-Polling on Special Business Resolutions:

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 ("the Regulations") amended through Notification dated December 05, 2022 and subsequent amendments issued by the Securities and Exchange Commission of Pakistan ("SECP"), SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Rupali Polyester Limited will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming 43rd Annual General Meeting to be held on 23 October 2023, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

#### 7. Procedure for E-Voting:

I. Details of the e-voting facility will be shared through an email with those members of the Company who have their valid CNIC numbers, cell numbers, and email addresses available in the register of members of the Company by the close of business (upto 5:00 p.m. on one working day preceding the 43rd AGM).

II. The web address, login details, and password, will be communicated to members via email.

III. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

IV. E-Voting lines will start from 23 October 2023, 10:30 a.m. and shall close on 23 October 2023 (till conclusion of the meeting). Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

#### 8. Procedure for Voting Through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address 241-242 Upper Mall Scheme, Anand Road, Lahore or email at [shabbir.gilani@rupaligroup.com](mailto:shabbir.gilani@rupaligroup.com) or [info@rupaligroup.com](mailto:info@rupaligroup.com) on or before Friday, 20 October 2023 during working hours (upto 5.00 pm). The signature on the ballot paper shall match the signature on CNIC. This postal Poll paper is also available for download from the website of the Company at [www.rupaligroup.com](http://www.rupaligroup.com) or use the same as attached to this Notice and published in newspapers. Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding Authority.

#### 9. Deposit of Physical Shares into CDC Account

The SECP, through its letter No. CSD/ED/Misc./2016-639-640 dated 26 March 2021, has advised all listed companies to adhere to the provision of Section 72 of the Companies Act, 2017 (the "Act"), which requires all companies to replace shares issued in physical form to book-entry form within four years of the promulgation of the Act.

In accordance with the requirement of Section 72 of the Companies Act, 2017 (the Act) every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act. The shareholders having physical shares may open CDC sub-account with any of the broker or investor account directly with CDC to place their physical shares into scrip-less form.

**Notes:** Related to some other agenda items i.e. Submission of copy of CNIC (Mandatory), Circulation of Audited Financial Statements through email, Consent for the Facility of vide-link, Statement under Section 134(3) of the Companies Act, 2017 have been despatched to the shareholders alongwith Notice of this meeting.

## BALLOT PAPER

Ballot Paper for voting through post for the Special Businesses at the 43rd Annual General Meeting to be held on 23 October 2023, at 10:30 a.m. at Rupali House, 241-242 Upper Mall Scheme, Anand Road, Lahore and through video conferencing.

Phone: +92-42-RUPALI (787-254), Website: [www.rupaligroup.com](http://www.rupaligroup.com)

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	Name and CNIC of Authorized Signatory

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate):

Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
<b>Resolutions For Agenda Item No. 4:</b> a. To approve transactions conducted with associated companies (related parties) for the year ended 30 June 2023. b. To authorize Chief Executive Officer of the Company to approve transactions with Related Parties for the year ending 30 June 2024			
<b>Resolution For Agenda Item No. 5</b> To approve circulation of Company's annual audited financial statements through QR enabled code and weblink.			

1. Duly filled ballot paper should be sent to the Chairman, Rupali Polyester Limited, Rupali House, 241-242 Upper Mall Scheme, Anand Road, Lahore or e-mail at [shabbir.gilani@rupaligroup.com](mailto:shabbir.gilani@rupaligroup.com) / [info@rupaligroup.com](mailto:info@rupaligroup.com)

2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.

3. Ballot paper should reach the Chairman or Company Secretary within business hours (upto 5.00 pm) by or before Friday, 20 October, 2023. Any postal Ballot received after this date, will not be considered for voting.

4. Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).

5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.

6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.

7. Ballot Paper form has also been placed on the website of the Company at: [www.rupaligroup.com](http://www.rupaligroup.com). Members may download the Ballot paper from the website.



# RUPALI POLYESTER LIMITED

## Notice of 43rd Annual General Meeting

Notice is hereby given that the Forty Third (43rd) 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, 23 October, 2023 at 10:30 a.m. (Physical / Zoom) to transact the following business:

### Ordinary Business:

- To confirm the minutes of Forty Second (42nd) Annual General Meeting of the Company held on 21 October 2022.
- 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 2023. In accordance with Section 223(7) of the Companies Act, 2017, the Audited Financial Statements of the Company have been uploaded on the Company's website which can be downloaded from the following link and QR enabled code:

WEBLINK  
<https://www.rupaligroup.com/pdf/files/Annual%20Report%202023.pdf>

QR CODE



- To appoint Auditors of the Company and to fix their remuneration. The retiring Auditors M/s. RSM Avais Hyder Liaquat Nauman, Chartered Accountants being eligible have offered themselves for reappointment.

### Special Business:

- (a) To approve transactions conducted with associated companies (related parties) for the year ended 30 June 2023 by passing with or without modification the following special resolution: **"RESOLVED THAT** the following transactions conducted with associated companies (related parties) for the year ended 30 June 2023 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	1,707,599	330,535	-
Rupali Nylon (Pvt.) Limited.	Purchase of goods and services	4,711	-	-
Scorer Bank Limited	Profit on Bank deposits	-	-	12,806
ALNU Trust (major shareholder)	Repayment of loan	-	-	114,000

- (b) To authorize Chief Executive Officer of the Company to approve transactions with Related Parties for the year ending 30 June 2024 by passing the following special resolution with or without modification: **"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 2024.

- To consider, adopt with or without modification the following resolution for approval of circulation of Company's annual audited financial statements together with auditor's report, director's reports etc. ("Annual Audited Financial Statements") to the members of the Company through QR enabled code and weblink as part of notice of Annual General Meeting:

**"RESOLVED THAT** in pursuance of S.R.O No. 389(I)/2023 dated 21 March 2023, and under section 223(6) of the Companies Act, 2017 the circulation of Annual Audited Financial Statements together with auditor's report, directors' report etc. ("Annual Audited Financial Statements") to the members of the Company through QR enabled code and weblink be and is hereby approved.

**FURTHER RESOLVED THAT** the Company be and is hereby authorized to discontinue the circulation of Annual Audited Financial Statements through CD/DVD/USB.

**FURTHER RESOLVED THAT** the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things take or cause to be taken any or all necessary action for the purposes of implementing this Resolution.

### Other Business:

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

By order of the Board  
 S. Ghulam Shabbir Gilani  
 Company Secretary

Lahore:  
 18 September 2023

### Notes:

#### 1. Share Transfer Books

Share transfer books of the Company will remain closed from 17 October 2023 to 23 October 2023 (both days inclusive). Transfers received at the registered office or Share Registrar M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A. Phase VII, Karachi-75500 before close of business on 16 October 2023 will be treated in time for the purpose of attending, and voting at the 43rd AGM.

#### 2. Zoom Link

In line with the guidelines of the Securities and Exchange Commission of Pakistan, the Company will convene this AGM in Physical as well as through Zoom link for convenience of the Participants while ensuring compliance with the quorum requirements and request to the Members to consolidate their attendance and voting at the AGM through proxies.

The special arrangement for attending the 43rd AGM through electronic means will be as under:

Shareholders who wish to receive the hard copies of the hard copies of the Annual General Meeting on the above mentioned email address or WhatsApp/SMS on 0323.4123854 or 0300-4799881 by 20 October 2023 before close of business hours (5.00 pm).

Name of Shareholder	CNIC Number	Folio Number/CDC Account No.	Cell No.	Email Address
---------------------	-------------	------------------------------	----------	---------------

Members will be registered, after verification as per the above requirement and will be provided a Zoom link by the Company via email provided by them.

The login facility will remain open from 10:00 a.m. till conclusion of the meeting.

The shareholders who are requested to please bring their original Computerized National Identity Card (CNIC) or original passport with a photocopy duly attested by their bankers along with participant's I.D. number and their account number in CDCs for identification purposes.

#### 3. Proxy Holders

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.

#### CDC Account Holders

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 along with 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. Availability of Audited Financial Statements on Company's Website

Notice of 43rd AGM along with audited financial statements of the Company for the year ended 30 June 2023 and other mandatory reports, have also been made available on the Company's website [www.rupaligroup.com](http://www.rupaligroup.com) in line with the regulatory requirements along with the QR enabled code and weblink. AGM notice was also published in the newspapers in addition to its notification to the PSX. The shareholders who wish to receive the hard copies of the hard copies of the Annual General Meeting on the above mentioned email address or WhatsApp/SMS on 0323.4123854 or 0300-4799881 by 20 October 2023 before close of business hours (5.00 pm).

#### 5. Unclaimed dividend and shares

Pursuant to Section 244 of the Act, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years from the date it became due and payable shall rest with the Federal Government after compliance of procedures prescribed under the Act. In this respect, we had already initiated the process and concerned shareholders were advised vide our letter dated 28 December 2017 and subsequent notices, to claim their unclaimed dividend/shares. However, only few shareholders have claimed their pending entitlements so far. Shareholders are again advised to approach the Company's Share Registrar to claim their pending dividend/shares at the earliest failing which the Company shall proceed further in terms of requirement of Section 244(2) (a) & (b) of the Act.

#### 6. E-Voting on Special Business Resolutions:

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 ("the Regulations") amended through Notification dated December 05, 2022 and subsequent amendments issued by the Securities and Exchange Commission of Pakistan ("SECP"), SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Rupali Polyester Limited will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming 43rd Annual General Meeting to be held on 23 October 2023, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

#### 7. Procedure for E-Voting:

- Details of the voting facility will be shared through an email with those members of the Company who have their valid CNIC numbers, cell numbers, and email addresses available in the register of members of the Company by the close of business (upto 5:00 p.m. on one working day preceding the 43rd AGM).
- The web address, login details, and password, will be communicated to members via email.
- Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- E-Voting lines will start from 23 October 2023, 10:30 a.m. and shall close on 23 October 2023 (till conclusion of the meeting). Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

#### 8. Procedure for Voting Through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address 241-242 Upper Mall Scheme, Anand Road, Lahore or email at [shabbir.gilani@rupaligroup.com](mailto:shabbir.gilani@rupaligroup.com) or [info@rupaligroup.com](mailto:info@rupaligroup.com) on or before Friday, 20 October 2023 during working hours (upto 5.00 pm). The signature on the ballot paper shall match the signature on CNIC. This postal Poll paper is also available for download from the website of the Company at [www.rupaligroup.com](http://www.rupaligroup.com) or use the same as attached to this Notice and published in newspapers. Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding Authority.

#### 9. Deposit of Physical Shares into CDC Account

The SECP through its letter No. CSD/ED/Misc./2016-639-640 dated 26 March 2021, has advised all listed companies to adhere to the provision of Section 72 of the Companies Act, 2017 (the "Act"), which requires all companies to replace shares issued in physical form to book-entry form within four years of the promulgation of the Act. In accordance with the requirement of Section 72 of the Companies Act, 2017 (the Act) every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act. The shareholders having physical shares may open CDC sub-account with any of the broker or investor account directly with CDC to place their physical shares into scrip-less form.

Notes: Related to some other agenda items i.e. Submission of copy of CNIC (Mandatory), Circulation of Audited Financial Statements through email, Consent for the Facility of vide-link, Statement under Section 134(3) of the Companies Act, 2017 have been despatched to the shareholders alongwith Notice of this meeting.

## BALLOT PAPER

Ballot Paper for voting through post for the Special Businesses at the 43rd Annual General Meeting to be held on 23 October 2023, at 10:30 a.m. at Rupali House, 241-242 Upper Mall Scheme, Anand Road, Lahore and through video conferencing.  
 Phone: +92 42-RUPALI (787-254) ; Website: [www.rupaligroup.com](http://www.rupaligroup.com)

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	Name and CNIC of Authorized Signatory

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate):

Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
Resolutions For Agenda Item No. 4: a. To approve transactions conducted with associated companies (related parties) for the year ended 30 June 2023. b. To authorize Chief Executive Officer of the Company to approve transactions with Related Parties for the year ending 30 June 2024			
Resolution For Agenda Item No. 5 To approve circulation of Company's annual audited financial statements through QR enabled code and weblink.			

- Duly filled ballot paper should be sent to the Chairman, Rupali Polyester Limited, Rupali House, 241-242 Upper Mall Scheme, Anand Road, Lahore or e-mail at [shabbir.gilani@rupaligroup.com](mailto:shabbir.gilani@rupaligroup.com) / [info@rupaligroup.com](mailto:info@rupaligroup.com)

- Copy of CNIC/Passport (In case of foreigner) should be enclosed with the postal ballot form.

- Ballot paper should reach the Chairman or Company Secretary within business hours (upto 5.00 pm) by or before Friday, 20 October, 2023. Any postal Ballot received after this date, will not be considered for voting.

- Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).

- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.

- In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.

- Ballot Paper form has also been placed on the website of the Company at: [www.rupaligroup.com](http://www.rupaligroup.com). Members may download the Ballot paper from the website.

Shareholder / Proxy holder Signature/Authorized Signatory (In case of corporate entity, please affix company stamp)



# روپالی پولیسیٹر لمیٹڈ

## اطلاع برائے تالیسواں سالانہ اجلاس عام

بذریعہ ہذا مطلع کیا جاتا ہے کہ روپالی پولیسیٹر لمیٹڈ ("کمپنی") کا تالیسواں سالانہ اجلاس عام بروز ۲۳ اکتوبر ۲۰۲۳ء کو درج ذیل امور کی انجام دہی کے لئے صبح ۱۰:۳۰ بجے (بذریعہ ZOOM اور Physical) روپالی ہاؤس ۲۳۱-۲۳۲، عمومی امور:

- 1- کمپنی کے تالیسویں سالانہ اجلاس عام منعقدہ ۲۱ اکتوبر ۲۰۲۳ء کی کارروائی کی توثیق۔
- 2- ۳۰ جون ۲۰۲۳ء کو ختم ہونے والے مالی سال کے پرنٹ شدہ حسابات، بیج ڈائریکٹرز صاحبان اور حساب کی رپورٹوں کی وصولی، غور و خوض اور منظوری۔
- 3- کمپنی کے حساب کا تقرر اور ان کے معاوضہ کا تعین۔ ریٹائر ہونے والے صاحب میسرز آرمیس ایم اے ایس حیدر لیاقت نعمان، چارٹرڈ اکاؤنٹنٹس نے دوبارہ تقرر کی اہل ہونے کی بناء پر اپنی خدمات پیش کی ہیں۔
- 4- (اے): ۳۰ جون ۲۰۲۳ء کو ختم ہونے والے مالی سال کے دوران منسلک کمپنیوں (متعلقہ پارٹیوں) سے کئے گئے لین دین کی درج ذیل خصوصی قرارداد کے تحت منظوری: "قرارداد کیا کہ ۳۰ جون ۲۰۲۳ء کو ختم ہونے والے مالی سال کے دوران منسلک کمپنیوں (متعلقہ پارٹیوں) کے ساتھ کئے گئے درج ذیل لین دین کی منظوری دی جاتی ہے۔"

QR کوڈ	ویب لنک
	<a href="https://www.rupaligroup.com/pdf/files/Annual%20Report%202023.pdf">https://www.rupaligroup.com/pdf/files/Annual%20Report%202023.pdf</a>

رقم (000 روپوں میں)		لین دین کی تحصیل		م
دیکر	فروخت	خرید		
-	330,535	1,707,599	گنڈا اور خدمات کی خرید و فروخت	روپائل لمیٹڈ
-	-	4,711	گنڈا اور خدمات کی خرید	روپالی ٹائیکون (پرائیویٹ) لمیٹڈ
12,806	-	-	ویک ڈپازٹ پر منافع	سونیری بینک لمیٹڈ
114,000	-	-	قرض کی ادائیگی	انورسٹ (بڑے حصص دار)

(بی) ۳۰ جون ۲۰۲۳ء کو ختم ہونے والے مالی سال کے دوران متعلقہ پارٹیوں سے کئے جانے والے لین دین کے لئے کمپنی کے چیف ایگزیکٹو آفیسر کو درج ذیل خصوصی قرارداد کے تحت اختیار دینا:

"قرارداد کیا کہ کمپنی کے چیف ایگزیکٹو آفیسر ۳۰ جون ۲۰۲۳ء کو ختم ہونے والے مالی سال کے دوران متعلقہ پارٹیوں کے ساتھ لین دین کی منظوری دینے کے اختیار ہوں گے۔ مزید قرارداد کیا کہ لین دین کی ان تفصیلات کو حصص داران کے اگلے اجلاس میں برائے منظوری پیش کیا جائے گا۔"

5- کمپنی کے سالانہ آڈٹ شدہ مالیاتی گوشواروں کو آڈیٹری رپورٹ، ڈائریکٹرز کی رپورٹ وغیرہ ("سالانہ آڈٹ شدہ مالیاتی بیانات") کے ساتھ QR فعال کوڈ اور سالانہ جنرل میٹنگ کے نوٹس کے حصے کے طور پر ویب لنک کے ذریعے کمپنی کے ممبران کو بھجوانے کی منظوری کے لیے درج ذیل قرارداد پر غور، ترمیم کے ساتھ یا اس کے بغیر اختیار کرتا۔

"طے پایا گیا کہ S.R.O نمبر ۲۸۹ (۱) ۲۰۲۳ مورخہ ۲۱ اکتوبر ۲۰۲۳ء کو کنٹریبیوٹرز ایکٹ، ۲۰۱۷ء کی سیکشن ۲۲۳ (۶) کے تحت آڈیٹری رپورٹ، ڈائریکٹرز کی رپورٹ وغیرہ کے ساتھ سالانہ آڈٹ شدہ مالیاتی گوشواروں کی گردش ("سالانہ آڈٹ شدہ مالیاتی بیانات") کمپنی کے ممبران کو QR فعال کوڈ اور ویب لنک کے ذریعے بھیجے جانے کی منظوری دی جاتی ہے۔

مزید طے پایا کہ کمپنی CD/DVD/USB کے ذریعے سالانہ آڈٹ شدہ مالیاتی گوشواروں کی ترسیل کو بند کرنے کی اجازت ہے اور مزید طے پایا کہ کمپنی سیکرٹری کو اس قرارداد پر عمل درآمد کرنے کی غرض سے تمام ضروری کام سرانجام دینے کا اختیار ہے۔

دیگر امور:

حساب انکم بورڈ  
ایس غلام شبیر گیلانی  
کمپنی سیکرٹری

6- مجیر صاحب کی اجازت سے اجلاس کے روبرو کئے گئے ایسے کسی اور عمومی امور کی انجام دہی۔

لاہور  
۱۸ ستمبر ۲۰۲۳ء  
نوٹ:

1- کمپنی کے حصص کی کتب ۱۷ اکتوبر ۲۰۲۳ء تا ۲۳ اکتوبر ۲۰۲۳ء (بشمول ہر دو ایام) بند رہیں گی۔ تبادلے جو ہمارے رجسٹرڈ ایڈریس ایچ کے ایسوی ایچ کے دفتر پلاٹ نمبر C-۳۲، جامی کرشل سٹریٹ نمبر ۲، ڈی ایچ اے، فیئر VII، کراچی-۷۵۵۰۰ کو ۱۶ اکتوبر ۲۰۲۳ء کو ختم ہونے سے قبل موصول ہوں گے اس اجلاس میں شرکت اور رائے دہی کے لئے بر وقت وصول شدہ تصدروں ہوں گے۔

2- Zoom لنک (Zoom Link)

سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کی ہدایات کے مطابق کمپنی اس AGM کو فزیکل کے ساتھ ساتھ Zoom لنک کے ذریعے شرکاء کی سہولت کے لئے بلائے گی۔ اور کرم کی ضروریات کی قیام کو یقینی بنانے کی، کمپنی اراکین سے اپنی ماضی اور رائے دہی بذریعہ پراسیکس (Proxies) کی درخواست کرتی ہے۔ الیکٹرانک ذرائع سے تمام تالیسویں AGM میں شرکت کا خصوصی انتظام حسب ذیل ہے

بذریعہ Zoom لنک سالانہ اجلاس عام میں شرکت کی خواہش رکھنے والے حصص داران اپنا ایسی ہولڈر سے درخواست کی جاتی ہے کہ وہ کمپنی کو [info@rupaligroup.com](mailto:info@rupaligroup.com) پر ایک ای میل عنوان: "Registration for AGM" مندرجہ ذیل معلومات فراہم کر کے اجلاس سے کم سے کم ۲۸ گھنٹے قبل خود کو رجسٹر کروائیں۔

ممبر کا نام	قومی شناختی کارڈ نمبر	فولیا ای ڈی سی اکاؤنٹ نمبر	موبائل نمبر	ای میل ایڈریس
-------------	-----------------------	----------------------------	-------------	---------------

درج بالا معلومات کی تصدیق کے بعد حصص داران کو رجسٹر کیا جائے گا اور ان کے فراہم کردہ ای میل پر کمپنی کی طرف سے Zoom لنک فراہم کیا جائے گا۔ لاگ ان کی سہولت صبح ۱۰ بجے سے اجلاس کے اختتام تک عملی رہے گی۔

3- حصص داران سے اتنا ہے کہ وہ اپنے تمبر سے اور تھوڑے جو کہ اجلاس کے متعلقہ ہوں مذکورہ ای میل یا اداس اپ 0323-4123854, 0300-4799881 پر ۲۰ اکتوبر ۲۰۲۳ء کو شام ۵ بجے سے قبل ارسال کر دیں۔

3- پراسیکس ہولڈرز

اجلاس ہذا میں شرکت اور ووٹ دینے کے اہل ممبروں اور شرکت کیلئے دیگر ممبروں کو بطور پانچ ایسی مقرر کر سکتا/سکتی ہے۔ پراسیکس ہولڈرز، ممبروں کے انتخاب کے وقت سے کم از کم ۲۸ گھنٹے قبل کمپنی کے رجسٹرڈ دفتر پر لا رہا وصول ہوجانی چاہئیں۔

سی ڈی سی اکاؤنٹ ہولڈرز





# RUPALI POLYESTER LIMITED

## Notice of 43rd Annual General Meeting

Notice is hereby given that the Forty Third (43rd) 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, 23 October, 2023 at 10:30 a.m. (Physical / Zoom) to transact the following business:

**Ordinary Business:**

- To confirm the minutes of Forty Second (42nd) Annual General Meeting of the Company held on 21 October 2022.
  - 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 2023.
- In accordance with Section 223(7) of the Companies Act, 2017, the Audited Financial Statements of the Company have been uploaded on the Company's website which can be downloaded from the following link and QR enabled code:

WEBLINK	QR CODE
<a href="https://www.rupaligroup.com/pdf_files/Annual%20Report%202023.pdf">https://www.rupaligroup.com/pdf_files/Annual%20Report%202023.pdf</a>	

- To appoint Auditors of the Company and to fix their remuneration. The retiring Auditors M/s. RSM Avais Hyder Liaquat Nauman, Chartered Accountants being eligible have offered themselves for reappointment.

**Special Business:**

- (a) To approve transactions conducted with associated companies (related parties) for the year ended 30 June 2023 by passing with or without modification the following special resolution:  
**\*RESOLVED THAT** the following transactions conducted with associated companies (related parties) for the year ended 30 June 2023 be and are hereby ratified, approved and confirmed:

Name	Description of Transaction	Amount in Rs. '000		
		Purchase	Sale	Others
Rupali Limited	Sale/purchase of goods and services	1,707,599	330,535	-
Rupali Nylon (Pvt.) Limited.	Purchase of goods and services	4,711	-	-
Soneri Bank Limited	Profit on Bank deposits	-	-	12,806
ALNU Trust (major shareholder)	Repayment of loan	-	-	114,000

- (b) To authorize Chief Executive Officer of the Company to approve transactions with Related Parties for the year ending 30 June 2024 by passing the following special resolution with or without modification:  
**\*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 2024.
- To consider, adopt with or without modification the following resolution for approval of circulation of Company's annual audited financial statements together with auditor's report, director's reports etc. ("Annual Audited Financial Statements") to the members of the Company through QR enabled code and weblink as part of notice of Annual General Meeting:  
**\*RESOLVED THAT** in pursuance of S.R.O No. 389(I)/2023 dated 21 March 2023, and under section 223(6) of the Companies Act, 2017 the circulation of Annual Audited Financial Statements together with auditor's report, directors' report etc. ("Annual Audited Financial Statements") to the members of the Company through QR enabled code and weblink be and is hereby approved.  
**FURTHER RESOLVED THAT** the Company be and is hereby authorized to discontinue the circulation of Annual Audited Financial Statements through CD/DVD/USB.  
**FURTHER RESOLVED THAT** the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things take or cause to be taken any or all necessary action for the purposes of implementing this Resolution.

**Other Business:**

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

Lahore:  
18 September 2023  
Notes:

By order of the Board  
S. Ghulam Shabbir Gilani  
Company Secretary

**1. Share Transfer Books**

Share transfer books of the Company will remain closed from 17 October 2023 to 23 October 2023 (both days inclusive). Transfers received at the registered office or Share Registrar M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A. Phase VII, Karachi-75500 before close of business on 16 October 2023 will be treated in time for the purpose of attending, and voting at the 43rd AGM.

**2. Zoom Link**

In line with the guidelines of the Securities and Exchange Commission of Pakistan, the Company will convene this AGM in Physical as well as through Zoom link for convenience of the Participants while ensuring compliance with the quorum requirements and request to the Members to consolidate their attendance and voting at the AGM through proxies.

The special arrangement for attending the 43rd AGM through electronic means will be as under:

Shareholders/Proxyholders interested in attending the AGM through Zoom are hereby requested to get themselves registered with the Company Secretary office by sending an email with subject: "Registration for AGM" at [info@rupaligroup.com](mailto:info@rupaligroup.com) at least 48 hours before the AGM:

Name of Shareholder	CNIC Number	Folio Number/CDC Account No.	Cell No.	Email Address

Members will be registered, after verification as per the above requirement and will be provided a Zoom link by the Company via email provided by them.

The login facility will remain open from 10:00 a.m. till conclusion of the meeting.

The shareholders are also encouraged to send their comments/suggestions, related to the Agenda items of the Annual General Meeting on the above mentioned email address or WhatsApp/SMS on 0323-4123854 or 0300-4799881 by 20 October 2023 before close of business hours (5.00 pm).

**3. Proxy Holders**

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.

**CDC Account Holders**

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. Availability of Audited Financial Statements on Company's Website

Notice of 43rd AGM along with audited financial statements of the Company for the year ended 30 June 2023 and other mandatory reports, have also been made available on the Company's website [www.rupaligroup.com](http://www.rupaligroup.com) in line with the regulatory requirements along with the QR enabled code and weblink. AGM notice was also published in the newspapers in addition to its notification to the PSX. The shareholders who wish to receive the hard copies may request to the Company Secretary / Share Registrar and the Company shall provide the same within one week of such demand.

#### 5. Unclaimed dividend and shares

Pursuant to Section 244 of the Act, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years from the date it became due and payable shall rest with the Federal Government after compliance of procedures prescribed under the Act. In this respect, we had already initiated the process and concerned shareholders were advised vide our letter dated 28 December 2017 and subsequent notices, to claim their unclaimed dividend/shares. However, only few shareholders have claimed their pending entitlements so far.

Shareholders are again advised to approach the Company's Share Registrar to claim their pending dividend/shares at the earliest failing which the Company shall proceed further in terms of requirement of Section 244(2) (a) & (b) of the Act.

#### 6. E-Polling on Special Business Resolutions:

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 ("the Regulations") amended through Notification dated December 05, 2022 and subsequent amendments issued by the Securities and Exchange Commission of Pakistan ("SECP"), SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Rupali Polyester Limited will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming 43rd Annual General Meeting to be held on 23 October 2023, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

#### 7. Procedure for E-Voting:

I. Details of the e-voting facility will be shared through an email with those members of the Company who have their valid CNIC numbers, cell numbers, and email addresses available in the register of members of the Company by the close of business (upto 5:00 p.m. on one working day preceding the 43rd AGM).

II. The web address, login details, and password, will be communicated to members via email.

III. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

IV. E-Voting lines will start from 23 October 2023, 10:30 a.m. and shall close on 23 October 2023 (till conclusion of the meeting). Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

#### 8. Procedure for Voting Through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address 241-242 Upper Mall Scheme, Anand Road, Lahore or email at [shabbir.gilani@rupaligroup.com](mailto:shabbir.gilani@rupaligroup.com) or [info@rupaligroup.com](mailto:info@rupaligroup.com) on or before Friday, 20 October 2023 during working hours (upto 5.00 pm). The signature on the ballot paper shall match the signature on CNIC. This postal Poll paper is also available for download from the website of the Company at [www.rupaligroup.com](http://www.rupaligroup.com) or use the same as attached to this Notice and published in newspapers. Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding Authority.

#### 9. Deposit of Physical Shares into CDC Account

The SECP, through its letter No. CSD/ED/Misc./2016-639-640 dated 26 March 2021, has advised all listed companies to adhere to the provision of Section 72 of the Companies Act, 2017 (the "Act"), which requires all companies to replace shares issued in physical form to book-entry form within four years of the promulgation of the Act.

In accordance with the requirement of Section 72 of the Companies Act, 2017 (the Act) every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act. The shareholders having physical shares may open CDC sub-account with any of the broker or investor account directly with CDC to place their physical shares into scrip-less form.

**Notes:** Related to some other agenda items i.e. Submission of copy of CNIC (Mandatory), Circulation of Audited Financial Statements through email, Consent for the Facility of vide-link, Statement under Section 134(3) of the Companies Act, 2017 have been despatched to the shareholders alongwith Notice of this meeting.

## BALLOT PAPER

Ballot Paper for voting through post for the Special Businesses at the 43rd Annual General Meeting to be held on 23 October 2023, at 10:30 a.m. at Rupali House, 241-242 Upper Mall Scheme, Anand Road, Lahore and through video conferencing.

Phone: +92-42-RUPALI (787-254), Website: [www.rupaligroup.com](http://www.rupaligroup.com)

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	Name and CNIC of Authorized Signatory

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate):

Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
<b>Resolutions For Agenda Item No. 4:</b> a. To approve transactions conducted with associated companies (related parties) for the year ended 30 June 2023. b. To authorize Chief Executive Officer of the Company to approve transactions with Related Parties for the year ending 30 June 2024			
<b>Resolution For Agenda Item No. 5</b> To approve circulation of Company's annual audited financial statements through QR enabled code and weblink.			

1. Duly filled ballot paper should be sent to the Chairman, Rupali Polyester Limited, Rupali House, 241-242 Upper Mall Scheme, Anand Road, Lahore or e-mail at [shabbir.gilani@rupaligroup.com](mailto:shabbir.gilani@rupaligroup.com) / [info@rupaligroup.com](mailto:info@rupaligroup.com)

2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.

3. Ballot paper should reach the Chairman or Company Secretary within business hours (upto 5.00 pm) by or before Friday, 20 October, 2023. Any postal Ballot received after this date, will not be considered for voting.

4. Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).

5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.

6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.

7. Ballot Paper form has also been placed on the website of the Company at: [www.rupaligroup.com](http://www.rupaligroup.com). Members may download the Ballot paper from the website.





# RUPALI POLYESTER LIMITED

## Notice of 43rd Annual General Meeting

Notice is hereby given that the Forty Third (43rd) 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, 23 October, 2023 at 10:30 a.m. (Physical / Zoom) to transact the following business:

### Ordinary Business:

- To confirm the minutes of Forty Second (42nd) Annual General Meeting of the Company held on 21 October 2022.
- 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 2023.

In accordance with Section 223(7) of the Companies Act, 2017, the Audited Financial Statements of the Company have been uploaded on the Company's website which can be downloaded from the following link and QR enabled code:

WEBLINK	QR CODE
<a href="https://www.rupaligroup.com/pdf files/Annual%20Report%202023.pdf">https://www.rupaligroup.com/pdf files/Annual%20Report%202023.pdf</a>	

- To appoint Auditors of the Company and to fix their remuneration. The retiring Auditors M/s. RSM Avasi Hyder Liaquat Nauman, Chartered Accountants being eligible have offered themselves for reappointment.

### Special Business:

- (a) To approve transactions conducted with associated companies (related parties) for the year ended 30 June 2023 by passing with or without modification the following special resolution:

**"RESOLVED THAT** the following transactions conducted with associated companies (related parties) for the year ended 30 June 2023 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	1,707,599	330,535	-
Rupali Nylon (Pvt.) Limited.	Purchase of goods and services	4,711	-	-
Soneri Bank Limited	Profit on Bank deposits	-	-	12,806
ALNU Trust (major shareholder)	Repayment of loan	-	-	114,000

- (b) To authorize Chief Executive Officer of the Company to approve transactions with Related Parties for the year ending 30 June 2024 by passing the following special resolution with or without modification:  
**"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 2024.
- To consider, adopt with or without modification the following resolution for approval of circulation of Company's annual audited financial statements together with auditor's report, director's reports etc. ("Annual Audited Financial Statements") to the members of the Company through QR enabled code and weblink as part of notice of Annual General Meeting:  
**"RESOLVED THAT** in pursuance of S.R.O No. 389(I)/2023 dated 21 March 2023, and under section 223(6) of the Companies Act, 2017 the circulation of Annual Audited Financial Statements together with auditor's report, directors' report etc. ("Annual Audited Financial Statements") to the members of the Company through QR enabled code and weblink be and is hereby approved.  
**FURTHER RESOLVED THAT** the Company be and is hereby authorized to discontinue the circulation of Annual Audited Financial Statements through CD/DVD/USB.  
**FURTHER RESOLVED THAT** the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things take or cause to be taken any or all necessary action for the purposes of implementing this Resolution.

### Other Business:

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

Lahore:  
18 September 2023

Notes:

#### 1. Share Transfer Books

Share transfer books of the Company will remain closed from 17 October 2023 to 23 October 2023 (both days inclusive). Transfers received at the registered office or Share Registrar M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A. Phase VII, Karachi-75500 before close of business on 16 October 2023 will be treated in time for the purpose of attending, and voting at the 43rd AGM.

#### 2. Zoom Link

In line with the guidelines of the Securities and Exchange Commission of Pakistan, the Company will convene this AGM in Physical as well as through Zoom link for convenience of the Participants while ensuring compliance with the quorum requirements and request to the Members to consolidate their attendance and voting at the AGM through proxies.

The special arrangement for attending the 43rd AGM through electronic means will be as under:

Shareholders/Proxyholders interested in attending the AGM through Zoom are hereby requested to get themselves registered with the Company Secretary office by sending an email with subject: "Registration for AGM" at [info@rupaligroup.com](mailto:info@rupaligroup.com) at least 48 hours before the AGM:

Name of Shareholder	CNIC Number	Folio Number/CDC Account No.	Cell No.	Email Address

Members will be registered, after verification as per the above requirement and will be provided a Zoom link by the Company via email provided by them.

The login facility will remain open from 10:00 a.m. till conclusion of the meeting.

The shareholders are also encouraged to send their comments/suggestions, related to the Agenda items of the Annual General Meeting on the above mentioned email address or WhatsApp/SMS on 0323-4123854 or 0300-4799881 by 20 October 2023 before close of business hours (5.00 pm).

#### 3. Proxy Holders

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.

#### CDC Account Holders

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. Availability of Audited Financial Statements on Company's Website

Notice of 43rd AGM along with audited financial statements of the Company for the year ended 30 June 2023 and other mandatory reports, have also been made available on the Company's website [www.rupaligroup.com](http://www.rupaligroup.com) in line with the regulatory requirements along with the QR enabled code and weblink. AGM notice was also published in the newspapers in addition to its notification to the PSX. The

By order of the Board  
S. Ghulam Shabbir Gilani  
Company Secretary

purpose.

**4. Availability of Audited Financial Statements on Company's Website**

Notice of 43rd AGM along with audited financial statements of the Company for the year ended 30 June 2023 and other mandatory reports, have also been made available on the Company's website [www.rupaligroup.com](http://www.rupaligroup.com) in line with the regulatory requirements along with the QR enabled code and weblink. AGM notice was also published in the newspapers in addition to its notification to the PSX. The shareholders who wish to receive the hard copies may request to the Company Secretary / Share Registrar and the Company shall provide the same within one week of such demand.

**5. Unclaimed dividend and shares**

Pursuant to Section 244 of the Act, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years from the date it became due and payable shall rest with the Federal Government after compliance of procedures prescribed under the Act. In this respect, we had already initiated the process and concerned shareholders were advised vide our letter dated 28 December 2017 and subsequent notices, to claim their unclaimed dividend/shares. However, only few shareholders have claimed their pending entitlements so far. Shareholders are again advised to approach the Company's Share Registrar to claim their pending dividend/shares at the earliest failing which the Company shall proceed further in terms of requirement of Section 244(2) (a) & (b) of the Act.

**6. E-Polling on Special Business Resolutions:**

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 ("the Regulations") amended through Notification dated December 05, 2022 and subsequent amendments issued by the Securities and Exchange Commission of Pakistan ("SECP"), SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Rupali Polyester Limited will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming 43rd Annual General Meeting to be held on 23 October 2023, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

**7. Procedure for E-Voting:**

- I. Details of the e-voting facility will be shared through an email with those members of the Company who have their valid CNIC numbers, cell numbers, and email addresses available in the register of members of the Company by the close of business (upto 5:00 p.m. on one working day preceding the 43rd AGM).
- II. The web address, login details, and password, will be communicated to members via email.
- III. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- IV. E-Voting lines will start from 23 October 2023, 10:30 a.m. and shall close on 23 October 2023 (till conclusion of the meeting). Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

**8. Procedure for Voting Through Postal Ballot:**

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address 241-242 Upper Mall Scheme, Anand Road, Lahore or email at [shabbir.gilani@rupaligroup.com](mailto:shabbir.gilani@rupaligroup.com) or [info@rupaligroup.com](mailto:info@rupaligroup.com) on or before Friday, 20 October 2023 during working hours (upto 5.00 pm). The signature on the ballot paper shall match the signature on CNIC. This postal Poll paper is also available for download from the website of the Company at [www.rupaligroup.com](http://www.rupaligroup.com) or use the same as attached to this Notice and published in newspapers. Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding Authority.

**9. Deposit of Physical Shares into CDC Account**

The SECP, through its letter No. CSD/ED/Misc./2016-639-640 dated 26 March 2021, has advised all listed companies to adhere to the provision of Section 72 of the Companies Act, 2017 (the "Act"), which requires all companies to replace shares issued in physical form to book-entry form within four years of the promulgation of the Act.

In accordance with the requirement of Section 72 of the Companies Act, 2017 (the Act) every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act. The shareholders having physical shares may open CDC sub-account with any of the broker or investor account directly with CDC to place their physical shares into scrip-less form.

**Notes:** Related to some other agenda items i.e. Submission of copy of CNIC (Mandatory), Circulation of Audited Financial Statements through email, Consent for the Facility of wide-link, Statement under Section 134(3) of the Companies Act, 2017 have been despatched to the shareholders alongwith Notice of this meeting.

## BALLOT PAPER

Ballot Paper for voting through post for the Special Businesses at the 43rd Annual General Meeting to be held on 23 October 2023, at 10:30 a.m. at Rupali House, 241-242 Upper Mall Scheme, Anand Road, Lahore and through video conferencing.

Phone: +92-42-RUPALI (787-254) , Website: [www.rupaligroup.com](http://www.rupaligroup.com)

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	Name and CNIC of Authorized Signatory

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate):

Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
Resolutions For Agenda Item No. 4: a. To approve transactions conducted with associated companies (related parties) for the year ended 30 June 2023. b. To authorize Chief Executive Officer of the Company to approve transactions with Related Parties for the year ending 30 June 2024			
Resolution For Agenda Item No. 5 To approve circulation of Company's annual audited financial statements through QR enabled code and weblink.			

1. Duly filled ballot paper should be sent to the Chairman, Rupali Polyester Limited, Rupali House, 241-242 Upper Mall Scheme, Anand Road, Lahore or e-mail at [shabbir.gilani@rupaligroup.com](mailto:shabbir.gilani@rupaligroup.com) / [info@rupaligroup.com](mailto:info@rupaligroup.com)
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman or Company Secretary within business hours (upto 5.00 pm) by or before Friday, 20 October, 2023. Any postal Ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
7. Ballot Paper form has also been placed on the website of the Company at: [www.rupaligroup.com](http://www.rupaligroup.com). Members may download the Ballot paper from the website.

Shareholder / Proxy holder Signature/Authorized Signatory (In case of corporate entity, please affix company stamp)