RUBY TEXTILE MILLS LTD.,

35-Industrial Area, Gulberg -III, LAHORE-54660, PAKISTAN. Ph:(+92-42) 3576-1243-44, 3571-4601
Fax: (+92–42) 3576–1222, 3571–1400, E-mail: cfo@rubytextile.com.pk ,info@rubytextile.com.pk

RUBY TEXTILE MILLS LIMITED
NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of the Shareholders of RUBY TEXTILE MILLS LIMITED will be held on Friday April 10, 2020 at 4:00 PM at Registered Office of the Company at 203-Faiyaz Centre,3-A, S.M.C.H.S., Shahrah-e-Faisal, Karachi -74400 to transact the following business:

ORDINARY BUSINESS

1-To confirm the minutes of the 39th Annual General Meeting of the shareholders held on 27th November, 2019.

2-To elect 7 (seven) Directors as fixed by the board of Directors in accordance with Section 159(1) of Companies Act 2017(the "Act") for the period of three (3) years commencing from 10-04-2020. The names of retiring Directors are as under:

1. Mr.Noor Elahi
2. Mrs.Parveen Elahi
3. Mrs.Naheed Javed
4. Mr.Shariq Javed
5. Mr.Nabeel Javed
6. Mr.Faizan Javed
7. Mr.Mansoob Ahmed Khan

All retiring directors are eligible to offer themselves for re-election. The statement of facts under section 166(3) of the Act is annexed to the notice.

3-To transact any other business with the permission of the Chair.

Lahore
19th March, 2020.

By the order of the Board

Gulzar Ali
Company Secretary

Ruby Textile Mills Ltd. Lahore

Notes:-

1. Any member who seeks to contest the election of the directors whether he is retiring director or otherwise, must file the following documents and information with the Company at its Registered Office 203-Faiyaz Centre,3-A, S.M.C.H.S., Shahrah-e-Faisal, Karachi -7440, not later than 14 days before the date of the meeting:
    a) His/her Folio#/CDC Investor Account#/CDC Participation #/ Sub-Account#
    b) Notice of his/her intention to offer himself/herself for the election as directors in terms of Section 159(3) of the Act.
    c) Consent to act as director as per form 28 under Section 167 of the Act.
    d) A detailed profile for placement on Company's website.
    e) An attested copy of valid Computerized National Identity Card.

REG. OFF: 203-Faiyaz Centre, 2nd Floor, 3-A, SMCHS, Shahrah-e-Faisal, Karachi-74400, PAKISTAN. Ph:(+92-21) 3439-6600, 3438-7700, Fax:(+92-21) 3439-8800, E-mail: rubykhi@rubytextile.com.pk

MILLS: Raiwind Manga Road, Raiwind, District, Lahore, PAKISTAN. Ph:. (+92-42) 3539-1031, 3539-5259, 3539-5260,3539-5254 Fax:(+92-42) 3539-1032, E-mail: admin@rubytextile.com.pk

f) A declaration stating the qualifications to become director of the Company under applicable laws and regulations.
g) A declaration under Clause 6(3) of Listed Companies (Code of Corporate Governance) Regulations, 2019 (Applicable in case of consent to act as Independent director only.
h) Detail of other directorship and offices held, if any.

2. The Share transfer Books of the Company will remain closed from April 03, 2020 to April 10, 2020 (both days inclusive).Transfers received in order by our Shares Registrar, M/s Corplink (Pvt) Ltd, 1-k,(Commercial) wings Arcade Model Town , Lahore-54700, Pakistan at the close of business on April 02, 2020 will be treated in time for determination of entitlement to attend and vote in the Extraordinary General Meeting.
3. A member of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint another member as his/her proxy to attend and vote in place of him/her at the meeting .Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the time of meeting.
4. Shareholders, who have deposited their shares into Central Depository Company of Pakistan , must bring their participant's ID numbers and account /sub account numbers along with original Computerized National Identity Cards or original Passports at the time of attending the meeting in order to facilitate identification of respective shareholders
5. In case of corporate entity , the Board of Director's resolution /power of attorney with specimen signature of the nominee shall be produced at the time of meeting
6. Members are advised to immediately notify the change in their addresses, if any to our registrar.
7. Members who have not yet submitted copies of their Computerized National Identity card (CNIC) are requested to send the same to our Shares Registrar at the earliest.
8. Pursuant to "Companies (Postal Ballot) Regulations, 2018" issued vide SECP SRO.254 (1)/2018 dated February 22, 2018 members may exercise their right to vote through Postal Ballot.
9. Members can also avail video conference facility in the cities where facility can be provided keeping in view the geographical dispersal of members. In this regard fill the form and submit to the registered address of the company 10 days before the date of Extraordinary General Meeting .The video conference facility will be provided only in the company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting. The company will intimate members regarding venue of video conference facility at least 5 days before the date of General Meeting along with complete information necessary to enable them to access such facility.
   I/We __________of________ being member of Ruby Textile Mills Ltd , holder of ____Ordinary shares as per Register Folio#/CDC Account#/Participant Id# hereby opt for Video conference facility at ___________.

____
Signature of shareholder

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

The tenure of the present Board of Directors of the Company will be lapsed on April 10,2020 section 166(3) of the Companies Act 2017 requires that a statement of material facts is annexed to the Notice of General Meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director. Under the provisions of Listed Companies (Code of Corporate Governance) Regulations, 2019, the Company is required to have at least two (02) independent directors on its board. Accordingly , the required number of independent directors shall also be elected through the process of election of directors interms of section 159 of the Companies Act 2017 and the Articles of Association of the Company.Mr.Mansoob Ahmad Khan and Mr.Muhammad Tanveer have given consent to act as “Independent Director” .These candidates are eligible for election as director of a listed company and meet the criteria of independence laid down under section 166(2) of the Companies Act 2017, the Companies (Manner and Selection of independent Directors) Regulations ,2018 and have requisite relevant experience and skill for the position.

The Directors have no interest in the aforesaid business except as shareholder(s) of the Company.