

IN THE HIGH COURT OF SINDH AT KARACHI

JCM No. 48 of 2025

IN THE MATTER OF SECTION.279-283 OF THE COMPANIES ACT, 2017, AND
IN THE MATTER OF:

Sapphire Fibres Ltd. & another

.... Petitioners

AND IN THE MATTER OF THE SCHEME OF ARRANGEMENT BETWEEN
SAPPHIRE FIBRES LTD., AND RELIANCE COTTON SPINNING MILLS LTD.

NOTICE OF MEETING OF CREDITORS


Notice is hereby given that pursuant to the Order dated 5th November, 2025 of the High Court of Sindh at Karachi passed in Judicial Miscellaneous Petition No. 48 of 2025 a Meeting of the creditors of Reliance Cotton Spinning Mills Ltd will be held on 8th December, 2025 at 3.30 PM, 312 Cotton Exchange Building, I.I. Chundrigar Road, Karachi, Pakistan; to consider and if thought fit, approve, adopt and agree to the Scheme of Arrangement proposed by the Board of Directors.

A copy of the Scheme, the Statement as required under s.134(3) of the Companies Act, 2017 setting out in detail the special business to be conducted in the meeting of the Creditors and the Statement under s.281 of the Companies Act, 2017, explaining the effects of the Scheme is available online at <http://www.sapphire.com.pk/rcsml/notices.htm> (QR Code below). Further copies of such documents may be obtained upon application from the registered office of the company at 312 Cotton Exchange Building, I.I. Chundrigar Road, Karachi, Pakistan, during working hours on a day prior to the meeting.

Mr. Abdul Sattar Arain has been appointed as the Chairman of the meeting and will report the results thereof to the Court.

Please note that the Scheme will be subject to the subsequent approval of the Honourable Court.

Karachi

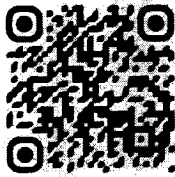

Company Secretary

Dated: 17 November 2025

Notes:

1. A draft of the resolution proposed to be considered by the creditors of the Company is being attached herewith as required by s.140(1) of the Companies Act, 2017.
2. A copy of the Scheme, Statements required under Section 134(3) and Section 281 of the Companies Act, 2017 setting out the material facts are annexed herewith. Further copies of Memorandum and Articles of Association of the Company; Statements required under Section 134(3) and Section 281 of the Companies Act, 2017; Scheme of Arrangement; Letter dated September 25, 2025, issued by Shinewing Hameed Chaudri & Co; annual audited financial statements of the Company for the year ended June 30, 2025; and any other information relevant to the special business in respect of the Company shall be available upon request, and for inspection, by any person entitled to attend the from the registered office of the Company, located at 312- Cotton Exchange Building, I.I. Chundrigar Road, Karachi, Pakistan, free of cost during normal office hours, from the date of this notice till the conclusion of the meeting.
3. Any creditor may appoint a proxy to attend, speak and vote on his behalf and a proxy so appointed shall have such rights as respect speaking and voting at the meeting as are available to the creditor himself. The instrument of proxy must be in the form annexed as Schedule 'A' to this notice. Instruments of proxy must be lodged with the company no later than forty-eight hours before the time of the meeting.

The notice of the creditors along with the statements, the Scheme of Arrangement, the latest annual audited financial statements of the Company have also been placed on the website of the Company. which can be downloaded from the following weblink and QR enabled code:

http://www.sapphire.com.pk/rcsml/notices.htm	<div>QR Code</div> <div> RCSML</div>
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**DRAFT RESOLUTION TO BE PLACED BEFORE THE CREDITORS OF
RELIANCE COTTON SPINNING MILLS LTD AT THE MEETING OF CREDITORS:**

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

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

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

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

IT IS THEREFORE RESOLVED:

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

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

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

FORM OF PROXY

The Chief Financial Officer,
Reliance Cotton Spinning Mills Ltd

I/We _____ of _____ being a creditor of Reliance Cotton Spinning Mills Ltd, HEREBY APPOINT _____ of _____ or failing him/her _____, as my/our proxy in my/our absence to act for me/us and vote for me/us on my/our behalf at the Meeting of Creditors of the said Company convened pursuant to the Order dated 5th November, 2025 of the High Court of Sindh at Karachi in Judicial Miscellaneous Petition No. 48 of 2025 and to be held on 8th December 2025, 03:30 p.m at 312- Cotton Exchange Building, I.I. Chundrigar Road, Karachi, Pakistan or at any adjournment thereof), for the purpose of considering and if thought fit, approving, adopting and agreeing to the Scheme of Arrangement among Sapphire Fibres Ltd and Reliance Cotton Spinning Mills Limited and referred to in the Notice convening the said meeting.

As witness my/our hand/seal on this ____ day of _____, 2025.

Signature:

IMPORTANT:

The proxy form, duly completed and signed, must be received at the registered office of the Company or at the office of the Registrars of the Company, not less than forty-eight hours before the time of holding the meeting

Creditors and proxies must submit either a photocopy of their NADRA CNIC or their passport along with the instrument of proxy to the Company.

Any creditor may appoint a proxy to attend, speak and vote on his behalf and a proxy so appointed shall have such rights as respect speaking and voting at the meeting as are available to the creditor himself. The instrument of proxy must be in the form annexed as Schedule 'A' to this notice. Instruments of proxy must be lodged with the company no later than forty-eight hours before the time of the meeting. The proxy need not be a creditor himself.