

The Companies Act, 2017
Company Limited by Shares
Draft Articles of Association of
Feroze1888 Mills Limited

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COMPANY LIMITED BY SHARES

DRAFT ARTICLES OF ASSOCIATION
OF
FEROZE1888 MILLS LIMITED

PRELIMINARY

1. **INTERPRETATION**

In these Articles, unless the context or the subject matter otherwise requires:

2. **DEFINITIONS**

“ACT” means the Companies Act, 2017 as may be amended from time to time.

“APPLICABLE LAW” means all laws as may be applicable to the Company or its stakeholders from time to time.

“ARTICLES” means the Articles of Association of the Company as originally framed or as altered from time to time by Special Resolution.

“BOARD” means Board of Directors of the Company from time to time appointed or constituted in terms hereof or the Act.

“CENTRAL DEPOSITORY” means a central depository as defined in Section 2 (vi) of the Securities Act, 2015 and is license by the Commission under Section 49 of the Securities Act, 2015.

“CENTRAL DEPOSITORIES ACT” means the Central Depositories Act, 1997.

“CENTRAL DEPOSITORY REGULATIONS” mean the Central Depository Company of Pakistan Limited Regulations made pursuant to section 35 (I) of the Central Depositories Act.

“CHARIMAN” means the Chairman of the Board appointed from time to time pursuant to Section 192 of the Act.

“CHIEF EXECUTIVE” means the Chief Executive of the Company, appointed pursuant to Sections 186 and 187 of the Act and these Articles.

"COMMISSION" means the Securities and Exchange Commission of Pakistan established under the Securities and Exchange Commission of Pakistan Act, 1997.

"COMPANY" means **FEROZE1888 MILLS LIMITED**.

"DEBENTURE" shall include term finance certificate or any instrument in the nature of redeemable capital.

"DIRECTORS" mean the Directors of the Company for the time being or the Directors present at a duly convened meeting of Directors at which quorum is present.

"DIVIDEND" includes bonus.

"OFFICE" means the registered office of the Company.

"REGISTER " means the register of members to be kept pursuant to Section 119 of the Act (and the Central Depositories Register) .

"SPECIAL RESOLUTION" has the same meaning assigned thereto in Section 2 (1) (66) of the Act.

"SECTION" means section of the Act.

"MONTH" means calendar month according to the English Calendar.

"OFFICER" includes any director, chief executive, chief financial officer, company secretary or other authorized officer of a company.

"POSTAL BALLOT" means voting by post or through any electronic mode.

"PROXY" means the person appointed in terms of section 137 of the Act.

"SEAL" means the Common Seal of the Company.

"SECRETARY" means the Secretary for the time being of the Company.

"IN WRITING" and **"WRITTEN"** include printing, lithography, typewriting and other modes of representing or reproducing words in a visible form.

Words importing the singular number only include the plural number, and vice versa.

Words importing the masculine gender only include the feminine gender.

Words importing persons include any association, company, body corporate and corporations.

The word "MONTH" means the calendar month according to the English Calendar.

The headings and hereto shall not effect the construction hereof and in these Articles unless there be something in the subject or context inconsistent therewith.

Table "A" not to apply

3. The regulations contained in Table "A" in the First Schedule to the Act shall not apply to Company, except so far as expressly incorporated herein.

Company not to purchase its own shares (Treasury Shares)

4. None of the funds of the Company shall be employed in the purchase of, or lent on the security of, shares of the Company, and the Company shall not, except to the extent permitted by Section 86 to section 88 of the Act give any financial assistance for the purpose of, or in connection with, any purchase of shares in the Company.

PUBLIC LIMITED COMPANY

Public Company

5. The Company is a public limited liability company within the meanings of Section 2(1)(52) of the Act.

BUSINESS

Business of the Company

6. The business of the Company shall include all or any of the lines of business set out in the Memorandum.
7. The Directors shall have regard to the restrictions on the commencement of business imposed by Section 19 of the Act if and so far as those restrictions are binding upon the Company.

CAPITAL AND SHARES

Authorized Capital

8. The authorised Share Capital of the Company is Rs. 4,000,000,000 (Rupees Four Billion) divided into 400,000,000 ordinary shares of Rs.10/- each.
9. No shares shall be allotted except upon the receipt of the full amount of the nominal amount of the share.
10. The Directors shall, as regards any allotment of shares, duly comply with such of the provisions of Section 67 to 70 of the Act, as may be applicable thereto.

Allotment of shares under the control of the Directors

11. Subject to the provisions of these Articles and to the provisions of Sections 82 and 83 of the Act, the shares shall be under the control of the Directors, who may allot or otherwise dispose off the same to such persons, on such terms and conditions either at a premium or at par or at discount and at such times, as the Directors think fit.

Return as to allotment

12. As regards allotment of shares, including bonus shares from time to time issued, the Directors shall duly comply with Section 70 of the Act.

Fully paid shares

13. The Company shall not issue partly paid shares.

Shares in lieu of loan etc.

14. The Company may issue ordinary shares or grant option to convert into ordinary shares against the outstanding balance of any loans, advances or credit due from the Company in accordance with Section 83 of the Act.

Commission and Brokerage

15. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures or debenture stocks of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares or debentures or redeemable capital of the Company. In case any commission shall be paid, the Company shall comply with the provisions of the Applicable Laws. The Company may also pay such brokerage as may be lawful on any issue of shares or debentures provided, however, that such brokerage shall not exceed such percentage on the paid up shares, debentures or debenture stocks, as may be prescribed by law.

Trust not recognized

16. Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any share or debenture as the absolute owner thereof and shall not, except, as ordered by a Court of Competent Jurisdiction or as by statute required, be bound to recognize any benami, equitable or other claim to or interest as joint-holders of any shares.

Who may be registered

17. Shares or debentures may be registered in the name of any limited company or other corporate body, but not in the name of a firm, not more than four persons shall be registered as joint-holder of any shares or debentures.

CERTIFICATES

Certificates

18. (a) In accordance with the applicable laws, the certificates of title (to shares and/or debentures and duplicates thereof such expression shall hereinafter be deemed to include book-entry security as defined in the Central Depositories Act and the Central Depository Regulations thereof when necessary shall be issued under the Seal of the Company and signed by 2 (two) Directors or by 1 (one) Director and the Secretary, or by 1 (one) Director and 1 (one) other persons as may be appointed by the Directors for this purpose. The Director may by resolution determine, either generally or in any particular case, that the aforesaid signatures may be affixed by mechanical or electrical means to be specified in such resolution.

Members right to certificate

- (b) Every member or holder of share/ debenture shall be entitled to 1 (one) certificate for all the shares and/or debentures registered in his name and (where applicable) in the name of other joint holders or such shares/debenture. Every certificate of share/debentures shall specify the denoting numbers of the shares in respect of which it is issued and the amount paid up thereon. Provided always that the Directors may in their absolute discretion, issued more than one certificates to each member and in that event, the Directors shall be entitled, but shall not be bound, to prescribe a charge for each further certificates.

Fractional Certificate

19. The Company may issued such fractional certificates as the Directors may approve in respect of any of the shares of the Company on such terms as the Directors think fit as to the period within which the fractional certificates are to be converted into share certificates.

As to issue of new certificate in place of one defaced, lost or destroyed

20. If any certificate be worn out or defaced, or there is no further space on the back thereof for endorsements of transfers, then, upon production thereof to the Directors, they may order the same to be cancelled, and may issue a new certificate within 15 (fifteen) days from the date of application in lieu thereof and if any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Directors, and on such indemnity as the Directors deem adequate being given, and upon such advertisement being published as the Directors may require, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate . In case of refusal to issue the certificate to the applicant the Company shall notify the reasons for refusal. For every certificate issued under this Article there shall be paid to Company a fee as the Directors may determine, together with a sum equal all the actual expenses incidental to the investigation by the Company of the evidence of title destruction or loss and of said indemnity.

To which of joint-holders certificate to issue

21. The certificate of shares registered in the name of two or more persons shall be delivered to the person first named in the Register.

Provided that, in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

TRANSFER AND TRANMISSION

Execution of Transfer etc.

22. Shares in the Company shall be transferred in accordance with the Central Depositories Act and the Central Depository Regulations and if the shares of the Company are not registered in the Central Depository, the same maybe transferred subject to the provisions of Section 74 of the Act, pursuant to which no transfer of shares or debentures shall be registered unless a proper instrument of transfer duly stamped and executed has been delivered to the Company together with the certificate or certificates of the shares. The instrument of transfer of any share signed both by the transferor or and transferee, may be delivered to the Company either by the transferor or by the transferee and shall contain the name and address both of the transferor and transferee, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect thereof. Each signature to such transfer shall be duly attested by the signatures of one creditable witness, who shall add his address and occupation.

Loss of Transfer Deed

23. Where a transfer deed is lost or destroyed or mutilated before its lodgment, the Company may on an application made by the transferee and bearing the stamp required by an

instrument of transfer register the transfer of shares or debentures if transferee proves such loss, destruction or mutilation to the satisfaction of the Directors.

Form of transfer

24. The instrument of transfer of any share shall be in writing in the usual common form, or in the following form, or as near thereto as circumstances will admit.

FEROZE1888 MILLS LIMITED
Form for Transfer of Shares
(First Schedule to the Companies Act, 2017)

I/We _____ s/d/w/o _____ r/o _____ (hereinafter called "the transferor") in consideration of the sum of rupees _____ paid to me / us by _____ s/d/w/o us by _____ r/o _____ (hereinafter called "the transferee(s)"), do hereby transfer to the said transferee(s) _____ the share (or shares) with distinctive number from _____ to _____ inclusive, in the _____ Limited, to hold unto the said transferee(s), his/her/their executor(s) administrator(s) and assigns, subject to the several conditions on which I/we held the same at the time of execution hereof, and I / we the said transferee(s), do hereby agree to take the said share (or shares) subject to the conditions aforesaid.

Signature _____
Transferor (seller)
Full Name Full Name
Father's / Husband's Name
CNIC No. Encl: _____
photocopy of CNIC
(In case of foreigner, Passport #)
Nationality _____
Occupation _____
Residential Address _____
Cell No. _____
Landline _____
Email Address _____

Signature _____
Transferee (buyer)
Full Name Full Name
Father's / Husband's Name
CNIC No. Encl: photocopy
of CNIC
(In case of foreigner, Passport #)
Nationality _____
Occupation _____
Residential Address _____
Cell No. _____
Landline _____
Email Address _____

WITNESS 1:
Signature _____
Dated _____
Name _____
CNIC _____
Full Address _____
(Encl: photocopy of CNIC)

WITNESS 2:
Signature _____
Dated _____
Name _____
CNIC _____
Full Address _____
(Encl: photocopy of CNIC)

Bank Account Details of Transferee for Payment of Cash Dividend
(Mandatory in case of a listed company or optional for any other company)

It is requested that all my cash dividend amounts declared by the company, may be credited into the following bank account:

Title of Bank Account	
Bank Account Number	
Bank's Name	
Branch Name and	

It is stated that the above mentioned information is correct and that I will intimate the changes in the above-mentioned information to the company and the concerned Share Registrar as soon as these occur.

.....
Signature of the
Transferee(s)

Restriction of transfers

25. The Directors shall not refuse to transfer any fully paid shares or debentures of the Company, unless the transfer deed is for any reason defective or invalid, provided the Company shall within 15 (fifteen) days from the date on which the instrument of transfer was lodged with it, or when the transferee is the Central Depository, within 5 (five) days or such other period as maybe required by the applicable laws, notify the defect or invalidity to the transferee who shall, after the removal of such defect or invalidity, be entitled to re-lodge the transfer deed with the Company. Upon such re-lodgment, the Company shall register such transfer in favor of the transferee, if satisfied about removal of such defect or invalidity.

No transfer to minors etc.

26. No transfer shall be made to a minor or to a person of unsound mind.

Transfer to be left at office and evidence of title given

27. Every instrument of transfer shall be left at the office for registration, accompanied by the certificate of the shares to be transferred and such other evidence as the Directors may require to prove the title of the transferor or his right to transfer the share, the transferee shall (subject to Article 22) be registered as a member in respect of shares. The Directors may waive the production of any certificate upon evidence satisfactory to them of its loss or destruction.

When transfer to be retained

28. All instruments of transfer which shall be registered and shall be retained by the Company, but any instrument of transfer which the Director may decline to register shall (except in any case of fraud) be returned to the person depositing the same. If the Directors refuse to register the transfer of any shares they shall within thirty days from the date on which the instrument of transfer was lodged with the Company send to the transferee and transferor notice of the refusal. The Directors may cause to be destroyed all the transfer deeds lying with the Company above four years or for such a period as may be determined from time to time.

Fee on transfer etc. when transfer books and register may be closed

29. No fees will be charged on the transfer of shares. The Transfer Books and Register of Members may be closed during such time as the Directors think fit, not exceeding it the whole forty five days in each year, but not exceeding thirty days at a time, provided always at least seven days previous notice by advertisement in newspaper as is specified in Section 125 of the Act shall first be given for such closure.

30. In the case of the death of a Member who was a joint holder of shares, the legal heirs shall be the only persons recognized by the Company as having any title to his interest in the shares. If the deceased Member was a sole holder of shares, the nominee or nominees of the deceased, where a nomination under Article 33 is effective, such nominee shall be the only person recognized by the Company as having title to his interest in the shares.

As to Transfer of shares of infant, deceased, or bankrupt members

31. Any committee or guardian of a lunatic or minor member or any person becoming entitled to any shares in consequence of the death or bankruptcy or insolvency of any member upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or his title as the Directors think sufficient, may, with the consent of the Directors (which they shall not be under any obligation to give) be registered as a member in respect of such shares, or may, subject to the regulations as to transfer herein before contained, transfer such shares.

Rights of unregistered personal representative or trustee in bankruptcy

32. A person so becoming entitled shall have the right to receive and give a discharge for any dividends or other moneys payable or other advantages arising in respect of any share, but he shall have no right to receive notice of, or to attend or vote at meeting of the Company, or (save as aforesaid) to any of the rights or privileges of a member in respect of the share, unless and until he shall be registered as shareholders thereof.

Nomination by shareholders

33. The Company shall act in accordance with the provisions of Section 79 of the Act, if and when a member deposits with the Company a nomination conferring on one or more persons the right to acquire the interest in the shares specified therein the event of his death, subject to the receipt of the Order/ inheritance certificate from competent court of

law. A person shall be eligible for nomination for the purposes of this Article only if he is the legal heir of the member nominated and the applicable relationship shall be specified in the nomination in respect of each nominee. A member may at any time by notice in writing cancel, or by making and depositing with the Company another nomination before his death varying any nomination already made by him in pursuant to this Article.

INCREASE AND REDUCTION OF CAPITAL

On what condition new shares may be issued

34. The new shares shall be issued upon such terms and conditions and with such rights as the resolution creating the same shall prescribe.

Further issue of capital by Directors

35. The Directors may from time to time decide to increase the issued share capital of the Company by issued of further shares by such sum as they think fit. Except as otherwise permitted by Section 83 of the Act, all new shares intended to be issued by the Directors shall, before issue, be offered to the Members in proportion to the existing share held by each member (irrespective of class) and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer, if not accepted, will be deemed to be declined and after expiration of such time or no receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors shall offer the unsubscribed shares to any one or more institutions as may be specified by the Authority and if the said institution(s) do not subscribe to the whole or any part of the offer, the Directors may dispose off the same in such manner as they think most beneficial to the Company.
36. The Company may, by Special Resolution reserve certain percentage of further issue for its employees under the "Employees Stock Option Scheme" ("ESOP Scheme") approved by the Commission and the Company be expressly authorized to offer the ESOP Scheme to the employees of the Company.

Inequality in number of new shares

37. If owing to any inequality in the number of new shares to be issued and the number of shares held by members entitled to have the offer of such new shares, any difficulty shall arise in the apportionment of such new shares or any of them amongst the members such difficulty shall, be determined by the Directors.

How far new shares rank with shares in original capital

38. Except so far otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered part of the original ordinary capital and shall be subject to the provisions contained in these Articles and the provisions of the Act.

Reduction of capital

39. The Company may (subject to confirmation by the Court and subject to the provisions of Section 89 of the Act) from time to time by Special Resolution reduce its capital by paying off any paid-up capital which is in excess of the needs of the Company or cancelling any paid-up capital which has been lost or is unrepresented by available assets and may, if and so far as is necessary, alter its Memorandum of Association by reducing the nominal amount of its share capital and if its shares accordingly.

SUB-DIVISION AND CONSOLIDATION OF SHARES

Power to modify rights

40. The Company shall have only ordinary share capital and may by Special Resolution and subject to compliance with the requirements of Section 85 of the Act:
- (a) increase its authorized capital by such amount as it thinks expedient;
 - (b) consolidate and divide the whole and any part of its share capital into shares of larger amount than its existing shares;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company; and
 - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

PROVISIONS REGARDING INVESTMENT, TRADING CONTRACTS AND INTERESTS ETC

Statutory Restrictions

41. The Company and its Directors, as the case may be, shall comply with the applicable provisions of the Act and Applicable Laws with respect to decisions regarding investments, trading contracts and/ or disclosures of interest.

BORROWING POWERS

Power to borrow

42. Subject to the provisions of the Act, and these Articles, the Directors may from time to time, at their discretion obtain finance under any mode of finance as permissible under Applicable Laws or otherwise raise or borrow or secure payment of any sum or sums of money for the purpose of the Company, from any persons, firms, companies or banks, financial institutions and may themselves lend any such sum or sums of the Company on security or otherwise.

Conditions on which money may be borrowed

43. The Directors may obtain finances or raise or secure the repayments of any sum or sums in such manner and upon such terms and conditions in all respect as they think fit. And in particular by the creation of any mortgage or charge upon its undertaking in whole or any part of the property, present or future, or by the issue of bonds, perpetual or redeemable debentures or debenture-stock of the Company, charge upon all or any part of the property of the Company, both present and future.

Securities may be assignable free from equities

44. Debentures, debenture-stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
45. Any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise, and with any provisions as to redemption, surrender, drawings and conversion into ordinary shares, provided that the Company shall not issued any debenture of whatever nature carrying voting right at any meeting of the Company, except the debenture convertible into ordinary shares which may carry voting right not in excess of the voting right attached to ordinary shares of equal paid-up value. Issuance of debenture by the Company shall be subject to the provisions of Section 63 to 66 and Section 122 of the Act.

Register of mortgages to be kept

46. The Directors shall cause a proper Register to be kept in accordance with Section 112 of the Act of all mortgages and charges specifically affecting the property of the Company, and shall duly comply with the requirement of Section 100 to 112 and 124 of the Act in regard to the registration of mortgages and charges.

Inspection of register of Debenture holders & members

47. (a) Every register of members and debenture holder of the Company including the index referred to in Section 123 of the Act and the register of the annual list of members as provided in Section 119 of the Act shall be kept at the registered office of the Company and shall, during the business hours, subject to such reasonable restrictions, as the company in general meeting may impose, do that not less than two hours in each day be allowed for inspection, be open to the inspection of member or debenture-holders gratis and to the inspection of any other person on payment of such amount not exceeding the amount as the Company may fix; and any such member, debenture-holder or other person may make extracts there from.

(b) Any member or debenture-holder or other person may require as certified copy of the registered and index thereof mentioned in Article 47(a), or of any part thereof, on payment of such amount not exceeding the amount as the Company may fix and the Company shall cause any copy so required by any person to be sent to that person within a period of ten

days, exclusive of non-working day after the day on which the request is received by the Company.

(c) The Company may on given not less than seven days previous notice by advertisement in some newspaper having circulation in the province in which the registered office of the Company is situated and also in a newspaper having circulation in the province in which the stock exchange on which the company is listed is situated, close the register of members or of debenture-holders, as the case may be, for any time or times not exceeding in the whole forty -five days in a year and not exceeding thirty days at a time.

Reserve Fund

48. The Directors may, from time to time, before recommending any dividend set apart any and such portion of the profits of the Company as they think fit as Reserve Fund to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company, for equalization of dividends, for repairing, improving or maintaining any of the property of the Company, and for such other purposes of the company as the Directors in their absolute discretion think conducive to the interests of the Company, and subject to Section 183 of the Act may invest the several sums so set aside upon such investment (other than shares of the Company), as they may think fit, and from time to time deal with and vary such investments, and dispose off all or any part thereof, for the benefit of the Company, and may divide the Reserve Fund into such special funds as they think fit, with full power to employ the Reserve Funds or any part thereof in the business of the Company, and that without being bound to keep the same separate from the other assets.

Depreciation Fund

49. The Directors may, from time to time, before recommending any dividend, set apart any such profits of the Company as they think fit, as a Depreciation Fund applicable at the discretion of the Directors, for providing against any depreciation in the investment of the Company or for rebuilding, re-storing, replacing or for altering any part of the buildings, work, plants, machinery, or other property of the Company, destroyed or damaged by fire, flood, storm, tempest, earthquake, accident, riot, wear and tear, or any other means whatsoever, for repairing, altering or keeping in good condition the property of the company, or for extending or enlarging the buildings, machinery and property of the Company with full power to employ the assets constituting such Depreciation Fund in the business of the Company, and that without being bound to keep the same separate from the other assets.

Investment of money

50. All moneys carried to the Reserve Fund and Depreciation Fund respectively shall nevertheless remain and be profits of the Company applicable, subject to the provisions being made for actual loss or depreciation, for the payment of dividends and such moneys and all the other moneys of the Company not immediately required for the purposes of the Company may be invested by the Directors subject to Section 183 of the Act in or upon

such investments or securities as they may select, or may be used as working capital or may be kept in any Bank on deposit of otherwise as the Directors may from time to time think proper.

GENERAL MEETING

Annual General Meeting

51. (a) The Company shall hold in the town in which they registered office of the Company is situated, in addition to any other meeting, a general meeting, as its annual general meeting, once at least in every calendar year within a period of one hundred twenty days following the close of its financial year and not more than eighteen months after the holding of its last preceding Annual General Meeting.

(b) The notice of an Annual General Meeting shall be sent to the shareholders at least twenty-one days before the date fixed for the meeting and, such notice, in addition to its being dispatched in the normal course, shall also be published at least in one issue each of a daily newspaper in English language and a daily newspaper Urdu language having nationwide circulation.

Distinction between ordinary and Extraordinary Meetings

52. The General Meeting referred to in the last preceding Article be called Annual General Meeting; all other meeting of the Company shall be called Extraordinary General Meetings.

When General Meeting to be held

53. The Directors may, whenever they think fit, call an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be called on such requisition as is provided by Section 133(2) of the Act. Notice of the Extraordinary General Meeting shall be sent to the members at least twenty one days before the date of the meeting and shall also be published in the manner provided in Article 51(b). In the event of an emergency affecting the business of the Company an Extraordinary General Meeting may be held with the authorization of the Registrar of Joint Stock Companies at such shorter notice as he may prescribe.

Provision as to Notices

54. The following provisions shall apply to the general meeting of the company or meetings of a class of members of the company, namely;-

(a) Notice of the meeting specifying the place and the day and hour of the meeting along with a statement of the business to be transacted at the meeting shall be given.

(i) to every member of the company;

(ii) to any person entitled to a share in consequence of death of a member if the interest of such person is known to the company; and

(iii) to the auditor or auditors of the Company.

- (b) Where any special business, that is to say business other than consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the declaration of dividend, the appointment and fixation of remuneration of auditors and the election or appointment of Directors, is to be transacted at a General Meeting there shall be annexed to the notice of the meeting a statement setting out all material facts concerning such business including, in particular, the nature and extent of the interest, if any, therein of every Director, whether directly or indirectly, and, where any item of business consists of the according of approval to any document by the meeting, the time when and the place where the document may be inspected shall be specified in the statement.
- (c) Where a resolution is intended to be proposed for consideration at a General Meeting as a Special Resolution, a copy thereof shall be annexed to the notice convening such meeting as provided under Section 140 of the Act.
- (d) If a Special Resolution is intended to be passed at a General Meeting, the notice convening that meeting shall specify the intention to propose the resolution as a Special Resolution.
- (e) The accidental omission to give a notice to or on non-receipt of any such notice by any Member shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETING

Business of Ordinary Meeting

55. The business of an Annual General Meeting shall be to receive and consider the Profit and Loss Account, the Balance Sheet and the Reports of the Directors and of the Auditors, to elect Directors in the place of those retiring in the manner provided in Section 159 of the Act, to elect Auditors, to declare dividends and to transact any other business which under these Article and under the Act ought to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting shall be deemed special.

Quorum change

56. Subject to the provisions of Section 135 (1) (a) of the Act, not less than ten members present in person or by video link, representing not less than twenty five per cent of the total voting power either of their own account or as a proxy, shall be quorum for a general meeting for all purposes.

Quorum to be present when business commenced

57. No business shall be transacted at any General Meeting unless the quorum requisite shall be present at the commencement of the business.

Chairman of General Meeting

58. The Chairman of the Board of Directors shall be entitled to take the chair at every General Meeting, or if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or if unwilling to act the members present shall choose another Director as Chairman, and if no Directors be present or if all the Directors present decline to take the chair, then the members shall choose one of the members to be the Chairman.

When, if quorum not present, meeting to be dissolved and when to be adjourned

59. If within half-an-hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon such requisition as aforesaid shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present within half an hour from the time appointed for the meeting, those members who are present personally or through video-link and not being less than two shall be a quorum and may transact the business for which the meeting was called.

How questions to be decided at meetings

60. Every question submitted to a meeting shall be decided in the first instance by a show of hands unless a poll is (before or on declaration of the result of the show of hands) demanded, in accordance with section 141 of the Act. A declaration by the Chairman that a resolution by show of hands, unless poll has been demanded, has been carried, or carried by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

What is to be evidence of the passing of a resolution where poll not demanded

61. At a General Meeting a resolution put to the vote in the Meeting shall be decided on a show of hands, unless a poll (before or on the declaration of the result of the show of hands) demanded, in accordance with the provision of Sub-section (1) of Section 143 of the Act and unless a poll is so demanded, a declaration by the Chairman that a resolution, has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to the effect in the book of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of, or against that resolution.

Time of taking poll

62. A poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith and a poll demanded on any other question shall be taken at such time, not more than fourteen days from the day on which was demanded, as the Chairman of the meeting may direct. When a poll is taken, the Chairman or his nominee and a representative of the members demanding the poll shall scrutinize the votes given on the

poll and the result shall be announced by the Chairman. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. Subject to the provisions of these Articles, the Chairman shall have power to regulate the manner in which a poll shall be taken. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken. In case of any dispute as to the admission or rejection of a vote on poll, the Chairman shall decide such dispute and his decision made in good faith shall be final and conclusive.

Power to adjourn General Meeting

63. The Chairman of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, except as provided by the Act.

Business may proceed notwithstanding demand of poll

64. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMEBERS

Votes of members

65. On a show of hands every member present in person, through video-link, postal ballot or by proxy shall have one vote, except for election of Directors in which case the provisions of Article 89 herein shall apply. On a poll every member shall have voting rights as are laid down in these Articles.

- (a) The Company shall comply with the mandatory e-voting requirement as may be prescribed by the Commission from time to time.
- (b) An instrument to opt e-Voting and to appoint proxy for e-Voting requirements as may be prescribed in the Companies (E-Voting) Regulations, 2016:

FEROZE1888 MILLS LIMITED

I/We, _____ of _____ being a member of Feroze1888 Mills Limited holder of _____ ordinary shares as per Register Folio/CDC # hereby opt for e-Voting through intermediary and hereby consent the requirement of execution officer _____ as proxy and will exercise e-Voting as per the Companies (E-Voting Regulations, 2016) and hereby demand for poll for resolution. My secured email address is _____. Please send login details, password and electronic signature through email.

Procedure where a company is a member of the Company

66. Where a Company registered under the provisions of the Act or the Companies Ordinance, 1984 is a member of the Company such Company may by resolution of its Directors authorize any of its official or any other person to act as its representative at any meeting of the Company and the person so authorized shall be entitled to exercise the same powers on behalf of the Company which he represents, as if he were an individual shareholder of the Company. Such authorized person shall not be deemed to be proxy. It shall be sufficient evidence of the validity of the appointment of such authorized person for purpose of acceptance by the Company if he produces and deposits at the meeting of the Company a copy of the resolution of Directors of such Company duly certified by any one Director of such Company, as being a true copy of the resolution. So long as such resolution is in force, such company shall not vote by proxy.

Votes in respect of deceased, insane and insolvent members

67. Any person entitled under the Articles to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Director of his right to transfer such shares, or the Directors shall have previously admitted his right to vote at such meeting in respect thereof. A member if unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll vote by proxy.

Joint holders

68. Where there are joint registered holders of any shares any one of such persons may vote at any meeting either personally or through video-link or by proxy or by postal ballot in respect of such shares as if he was solely entitled hereto and if more than one of such joint-holders be present at any meeting either personally or through video link or or by proxy, that one of the said persons so present whose name stands first on the Register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint-holder thereof.

Proxies permitted

69. (a) Votes may be given either personally, through video-link or by postal ballot or by proxy, or in the case of a company, by a representative duly authorized as aforesaid such a corporation shall not vote by proxy.

(b) Every notice of a meeting of the Company shall prominently set out the members' right to appoint a proxy and the right of such proxy to attend, speak and vote at the meeting and every such notice shall be accompanied by a proxy form mentioned in Article 73.

(c) A member entitled to vote at a meeting shall be entitled to inspect all proxies lodged with the Company during its business hours.

70. *Instruments appointing proxy to be in writing*

Instrument appointing a proxy shall be in writing under the hands of the appointer or of his Attorney duly authorized in writing or if such appointer is a corporation under its common seal or the hand of its Attorney. A proxy who is appointed for a specified meeting only shall be called a Special Proxy. Any other proxy shall be called General Proxy. No person shall be appointed as Proxy who is not a member of the Company and qualified to vote. A proxy shall have such rights as respects speaking and voting at a Meeting as are available to a member personally present at the Meeting. A Member shall not be entitled to appoint more than one proxy to attend any one Meeting. If any member appoint more than one proxy for any one Meeting and more than one instruments of proxy are deposited with the Company, all such instruments shall be rendered invalid.

Proxies may be General or Special

71. The instrument appoint a proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarially certified copy of that Power or authority, shall be deposited at the office not less than forty eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

When vote by proxy valid through authority revoked

72. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument of transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer of the share shall have been received at the office before the meeting; provided nevertheless that the chairman of any meeting shall be entitled to require such evidence as he may in his direction think fit of the due execution of an instrument of proxy and that the same has not been revoked.

Form of instrument to appoint a Proxy

73. Every Ordinary instrument of proxy whether for a specified meeting or otherwise be in the form or to the effect following and shall be retained by the Company.

FEROZE1888 MILLS LIMITED

Proxy Form

PROXY FORM (Option 1)

I/We

of

being a member(s) of Feroze1888 Mills Limited holding

ordinary shares as per the Share Register Folio

No.

and/or CDC

Participant I. D. No.

and Account/Sub-Account No.

hereby appoint

of

or failing him/her

PROXY FORM E-voting (Option 2)

I/We

Of

being a member of Feroze1888 Mills Limited holding

ordinary shares as per the Share Register Folio

No.

and/or CDC

Participant I. D. No.

and Account/Sub-Account No.

hereby appoint

of

or failing him/her

Restriction on voting

74. No member shall be entitled to be present or vote on any question either personally or by proxy or as proxy for another member at any general meeting or upon a poll or be reckoned in a quorum or be deemed to have acquired shares by transfer, unless his name has been first entered as the registered holder of the shares in respect of which he claims to vote in show of hands or on poll, but this shall not affect the right of the person to vote who is entitled under the Articles to the transfer of shares of the Company.

DIRECTOR

Number of Directors

75. The Company shall have at least seven Directors. Subject to the aforesaid, the directors shall determine from time to time the number of Directors the Company shall have.

Debenture Directors by the Trustees thereof

76. Subject to the provisions of the Act, any Trust Deed for securing debentures or debenture-stock may, if so arranged, provide for the appointment from time to time, by trustees thereof or by the holders of the debenture-stock, of some person or persons to be a Director or Directors of the Company and may empower such trustees or holds of debentures or

debenture-stock from time to time to remove any Director to appointed. A Director under this Article is herein referred to as a "Debtenture Director". A Debtenture Director shall not be bound to hold any qualification shares and shall not be liable to retire or be removed by the Company. The Trust Deeds may contain such ancillary provisions as may be arranged between the Company and the trustees and such provisions shall have effect notwithstanding any of the other provisions herein contained.

Qualifications of Directors

77. The qualification of a Director shall be holding of shares in the Company of the nominal value (Par value) of Rs.5,000/- in his own name but the Directors representing an interest holding shares of the nominal value (Par value) of Rs.5,000/- or more shall require no share qualification.

Failure of Director to acquire qualifications

78. If a Director fails to acquire his share qualification within two months, he shall cease to be a Director forthwith but all acts done by him during the interim period of his office as Director shall be hold to have been properly done.

Remuneration of Director

79. The Director shall be entitled to receive by way of fee, for attending meetings of the Board and of Committee of Directors, such sum as shall from time to time be determined by the Board giving due consideration to the role to be performed by the members.

Special remuneration to Directors from performing extra duties

80. Any Director appointed to any executive office including for the purpose of this Article or the offices of Chief Executive/Chairman or to serve in any committee or to devote special attention to the business of the Company or who otherwise performs extra services, which in the opinion of the Directors are outside the scope of the ordinary duties of the Directors, may be paid such extra remuneration by way of a salary, fees, percentage of profits or otherwise as shall from time to time be determined by the board of directors.

Consent to Act

81. No person shall be appointed or nominated a director or Chef Executive of a Company or represent as holding such office, nor shall any person describe or name any other person as a director or proposed director or chief executive or proposed chief executive of any company, unless such person or such other person has given his consent in writing to such appointment or nomination and that consent has been filed by the company with the registrar before such appointment or nomination or being described or named as a Director or proposed Director or chief executive or proposed chief executive of the company, as the case may be.

Ineligibility to become Director

82. No person shall be appointed as a Director of the Company if he-

- a) is a minor;
- b) is of unsound mind;
- c) has applied to be adjudicated as an insolvent and his application is pending;
- d) is an undischarged insolvent;
- e) has been convicted by a court of law for an offence involving moral turpitude;
- f) has been debarred from holding such office under any provision of this Act;
- g) has betrayed lack of fiduciary behavior and a declaration to this effect has been made by the Court under Section 212 of the Act at any time during the preceding five year;
- h) is not a member;

Provided that clause (h) shall not apply in the case of-

- (i) a person representing the Government or an institution or authority which is a member;
- (ii) a whole-time Director who is an employee of the Company;
- (iii) a chief executive; or
- (iv) a person representing a creditor

Vacation of Office by Director

83. A director shall ipso facto ceases to hold office on the grounds specified in Section 171 of the Act and in addition if-
- a) he becomes ineligible to be appointed as a director on any one or more of the grounds enumerated in clauses (a) to (h) of Article 82;
 - b) he absents himself from three consecutive meetings of the directors or from all the meetings of the directors for a continuous period of three months, whichever is the longer, without leave of absence from the directors;
 - c) he or any firm of which he is a partner of any private company of which he is a director

- (I) without the sanction of the company in general meeting accepts or holds any office of profit under the company other than that of Chief Executive or a legal or technical advisor or a banker; or
 - (II) accepts a loan or guarantee from the company in contravention of Section 182 of the Act;
 - (III) he is removed as a director by resolution under section 153 of the Act.
- d) he resigns from his office.

Directors may contract with the Company

84. Subject to Section 205 and 206 of the Act the Directors shall not be disqualified from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested be void nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation hereby established, but the nature of their or his interest must be disclosed by them or him at meeting of the Directors after the acquisition of the interest. Except as provided in Section 207 of the Act, a Director shall not vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid, and if he does so vote, his vote shall not be counted, but he shall be entitled to be present at the meeting during the transaction of the business in relation to which he is precluded from voting provided that his presence shall not be counted for the purpose of forming a quorum at the time of any discussion or voting on any such contract or arrangement. This provision shall not apply to any contract by or on behalf of the Company to give to directors or any of them any security for advance or by way of indemnity against any loss which they or any of them may suffer by reason of becoming or being sureties for the Company. A general notice that any Director is a Director or a member of any specified company or is a member of any specified firm and is to be regarded as interested in any subsequent transaction with such firm or company shall as regards any such transaction be sufficient disclosure under this Article and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such a firm or company. Provided any such general notice shall expire at the end of the financial year in which it was given and may be renewed for a further period of one financial year by giving fresh notice in the last month of the financial year in which it would otherwise expire.

Directors of company may be Directors of a subsidiary company

85. The Director of the Company may be or become Directors of any Company promoted by the Company or in which it may be interested as a vendor, shareholder or otherwise and

no such Director shall be accountable for any benefits received as Directors or member of such Company.

ELECTION OF DIRECTORS

Period of office of Directors

86. A director shall hold office for a period of 3 (three) years unless he earlier resigns, becomes disqualified from being a Director or otherwise ceased to hold office

Eligible for re-election

87. A retiring Director shall be eligible for re-election.
88. The Company at the General Meeting at which a Director retires in manner aforesaid, may fill up the vacated office by electing a person thereto as provided in Article 87, provided election of all the Directors to be elected under Article 87 shall be held at the same General Meeting.

Election of Directors

89. (1) The Directors shall subject to Article 75, fix the number of elected Directors of the Company not later than thirty five days of the convening of the general meeting at which directors are to be elected, and the number so fixed shall not be changed except with the prior approval of a general meeting of the Company
- (2) The notice of the meeting at which directors are proposed to be elected shall among other matters expressly state;-
- (a) The number of elected directors fixed; and
- (b) The names of the retiring directors
- (3) Any person who seeks to contest an election to the office of director shall, whether he is a retiring director or otherwise, file with the Company not later than fourteen days before the date of the meeting at which elections are to be held, a notice of his intention to offer himself for election as a director;
- (4) All notices received by the Company in pursuance of these Articles and Applicable Laws shall be transmitted to the members not later than seven days before the date of the meeting by publication at least in one issue each of a daily newspaper in English language and a daily newspaper in Urdu language having circulation in the Province having nationwide circulation.
- (5) The directors of the Company shall, unless the number of persons who offer themselves to be elected is not more than the number of directors fixed under Article 75, be elected by the members of the Company in general meeting in the following manner, namely;

- (a) A member shall have such number of votes as is equal to the product of the number of voting shares or securities held by him and the number of directors to be elected;
- (b) A member may give all his votes to a single candidate or divide them between more than one of the candidates in such manner as he may choose; and
- (c) The candidate who gets the highest number of votes shall be declared elected as director and then the candidate who gets the next highest number of votes shall be so declared and so on until the total number of directors to be elected has been so elected.

Creditors may nominate Directors

90. In addition to the Directors elected or deemed to have been elected under Article 86, the Company may have Directors nominated by the Company's creditors or other special interest by way of contractual arrangement.

Directors may fill up casual vacancy

91. Any casual vacancy occurring among the Directors may be filled up by the Directors, provided that any person so chosen shall remain in office so long as the vacating Director would have retained the same if no vacancy had occurred.

Register of Directors and Officers and notice of change

92. The Company shall keep at its office a register containing name and addresses and occupations and other particulars required as maybe required under the Act, of its Directors and officers and shall send to the Registrar a return and shall also from time to time notify to the Registrar any change that takes place in such Directors or officers, as the case may be.

Alternate Director

93. Any Directors intending to be absent from Pakistan for not less than three months may, with the approval of the Board of Directors, appoint any person to serve as his Alternate Directors during his absence and such appointee shall be entitled to notices of the meeting of Directors and General Meeting during the absence of the Directors and to attend and vote thereat accordingly but he shall not require any qualification and shall ipso facto vacate office if and when the appointer returns to Pakistan or vacates office as a Director or remove the appointee from office and any appointment and removal under these

Articles shall be effected by notice in writing under the hand of the Director making the same.

Responsibility of Alternate Director

94. An Alternate Director shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the director appointing him. The remuneration of an Alternate Director shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

PROCEEDINGS OF DIRECTORS

Meeting of Directors and Quorum

95. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Provided always that they shall so meet at least once in each quarter of a year or at such other higher frequency as maybe required by the Board, or prescribed by any Applicable Laws or notification of the Commission. The quorum at Directors' meeting shall consist of not less than one-third number or four whichever is greater, including Alternate Director present in person at the Board of Directors meeting and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this Article and as per applicable laws.

Directors may summon meeting

96. The Chairman or Chief Executive may at any time and shall upon the request of any director convene a meeting of Directors. It shall not be necessary to give notice of a meeting of the Directors to a Director who is not for the time being resident in Pakistan. Question arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.

Chairman

97. If at any meeting of the Directors the Chairman be not present at the time appointed for holding the same, the Directors shall choose someone of them to be the Chairman of such meeting.

Power of quorum

98. A meeting of the Directors for the time being at which a quorum be present shall be competent to exercise all or any of the authorities, powers and directions by or under the

Articles of the Company for the time being vested in or exercisable by the Directors generally.

When Directors may act without quorum

99. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or in accordance with these Articles as the necessary quorum of Directors the continuing Directors may act for the purpose of increasing their number by co-option of new Directors or for summoning a General Meeting of the Company, but for no other purpose.

Directors may appoint Committee

100. The Directors may delegate any of their powers (other than the powers which are compulsorily to be exercised by the directors at their meetings under the Act) to Committees consisting of such member or members of their body as they think fit and may from time to time revoke such delegation. Any committee formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Directors.

Proceedings of Committee

101. The meeting and proceedings of any such committees, consisting of two or more members, shall be governed by the provisions herein contained for regulation the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.

Resolution without a Board meeting is valid

102. A resolution circulated in writing to all the Directors for the time being of the Company and passed without any meeting of the Directors and signed by all of the Directors entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted and may consist of several documents in like form each signed by one or more of the Directors.

When acts of Directors or Committee valid notwithstanding defective appointment, etc

103. All acts done by any meeting of the Directors or by a Committee of Directors or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person has been duly appointed and was qualified to be a Director. Provided, however, as soon as any such defect has come to the notice, the Director concerned shall not exercise the right of his office till the defect has been rectified.

MINUTES

Minutes to be made

104. The Directors shall cause a fair and accurate summary of minutes to be duly entered in books or an electronic record provided for the purpose:-

- (a) Of the names of the Directors present at each meeting of the Directors and of any Committee of Director;
- (b) Of all appointments of officers made by the Directors and the Committees of Directors;
- (c) Of all resolutions and proceedings of General Meeting and of meetings of the Directors and Committees of Directors

And any such minutes of any meeting of the Directors or of any Committee or of the Company, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be conclusive evidence of the proceedings until the contrary is proved. Every meeting of the Directors of the Company in respect of the proceedings whereof minutes have been so made shall be deemed to have been duly called and held.

POWERS OF DIRECTORS

General Power of Company vested in Directors

105. The control of the Company shall be vested in the Directors and the business of the Company shall be managed by the Directors who in addition to the powers and authorities by the Articles or the Act or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by statute law expressly directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of any statute law and of the Articles and to any regulations not being inconsistent with the Articles from time to time made by the Company in General Meeting, provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Specific powers of Directors

106. Without prejudice to the general powers conferred by the last preceding Articles and the other powers conferred by the Articles and subject to provisions of Section 183 of the Act it is hereby expressly declared that the Directors shall have the following powers:-

- (1) To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as they think fit and subject to the provisions of Section 183(3) of the Act, to sell, let, exchange or otherwise dispose off absolutely or conditionally any part

of the property, privilege and undertaking of the Company upon such terms and conditions and for such consideration as they may think fit.

- (2) At their discretion to pay for any property, rights or privileges acquired by or services rendered to the Company either wholly or partially in cash or in shares (subject to Section 83 of the Act), bonds, debentures or other securities of the Company, and any such shares may be issued as fully paid up and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company or not so charges.
- (3) To secure the fulfillment of any contract, agreements or engagements entered into by the Company by mortgage or charge on all or any of the property of the Company for the time being or in such other manner as they may think fit.
- (4) To appoint any person or persons to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose and to execute and do all such deeds, documents and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.
- (5) To institute, conduct, defend, compound and abandon any legal proceeding by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any claims or demands by or against the Company.
- (6) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.
- (7) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.
- (8) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.
- (9) Subject to the provisions of Section 199 and 200 of the Act to invest and deal with any of the surplus moneys of the Company upon such securities (not being shares in this Company) and in such manner as the Directors think fit, and from time to time to vary or realize investment.
- (10) To execute in the name and on behalf of the Company in favour of any Director, or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as

the Directors think fit, and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

- (11) To give to any Director or any person employed by the Company as remuneration for their services as such, a commission on the profits of any particular business or transaction and such commission shall be treated as part of the working expenses of the Company.
- (12) From time to time make, vary and repeal by-laws for the regulation of the business of the Company, its officers and employees.
- (13) Subject to the provisions of section 218 of the Act, the Board may before recommending any dividends to set aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities, or compensation; or to create any provident or benevolent fund or for a Depreciation Fund, Reserve fund or any special fund in such or any other manner as the Directors may deem fit, which shall, at the discretion of the Board, be applicable for meeting contingencies, or for equalizing dividends or for any other purpose to which the profits of the Company may be properly applied and pending such application may at their discretion, either be employed in the business of the company or be invested in such investments as the Board may, subject to the provisions of the Act and any Applicable Law, from time to time think fit.
- (14) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purpose of the Company.
- (15) To make, draw, endorse, sign accept, negotiate and give all cheques, bills, of lading, drafts orders, bill of exchange and promissory notes and other negotiable instruments required in the business of the Company.
- (16) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, products and other movable and immovable property of the Company either separately or co-jointly; also, to insure all or any portion of the goods produced, machinery and other articles deal with, imported or exported by the Company, and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.
- (17) To open accounts with any bank of banks or with any company, firm or individual and to pay money into or draw money from any such account from time to time as the Directors may think fit.

- (18) To determine from time to time who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, release, contracts and documents.
- (19) To comply with the requirement of any local law which in their opinion shall in the interest of the Company, be necessary or expedient to comply with.
- (20) (a) To appoint and at their discretion remove or suspend such managers, secretaries, treasurers, officers, clerks, agents and employees for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit.
- (b) From time to time provide for the management and transaction of the affairs of the Company, in any specified locality in Pakistan or elsewhere in such manner as they think fit and from time to time and at any time to establish any branch offices for managing any of the affairs of the Company in Pakistan or elsewhere, and to appoint any persons to be the attorneys or agents of the Company with such power (including power to sub-delegate) and upon such terms as may be thought fit.
- (d) At any time and from time to time by power of attorney appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions and for such period and subject to such conditions as the Directors may from time to time think fit.

CHIEF EXECUTIVE

Appointment of Chief Executive

107. (a) The directors of the company shall subject to the provisions of Section 189 of the Act, appoint a Chief Executive of the Company. The person so appointed may be an elected director, but if he is not already a director, he shall be deemed to be its directors and be entitled to all the rights and privileges and subject to all the liabilities of that office. If the Directors appoint to Director to be the chief Executive such Chief Executive shall be designated as the Managing Director till next election of Director or till he ceases to hold that office earlier than the next election of Directors.
- (b) Such appointment of Chief Executive shall not be for a period exceeding three years from the date of appointment. Upon expiry of such term, a Chief Executive shall be eligible for re-appointment.
- (c) The terms and conditions of appointment of a Chief Executive shall be determined by the Directors.

(d) The Chief Executive shall act subject to the retractions and removals as are provided in Section 188 to 190 of the Act.

(e) The Chief Executive shall have overall authority over and responsibility for the administration of the affairs of the Company and the conduct, and the custody and maintenance of its properties, assets, records and accounts, in accordance with the policies and guidelines established by the Board. In addition, the Board may entrust to and confer upon the Chief Executive any of the powers exercisable by the Board (other than the powers which are required to be compulsorily exercised under the Act by the Board at its meetings) upon such terms and conditions and with such restrictions as it may think fit, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

EXECUTIVE DIRECTORS AND OTHER APPOINTMENTS

Power to appoint Executive Director and to appoint Directors to other officers

108. The Directors may, from time to time, appoint one or more of their body to hold or continue in the office of Manager or legal or technical adviser or the office of Executive Director or any other office of profit under the Company and may procure any one or more of their number to hold or continue in any office or place of profit under any other company, which is subsidiary of or otherwise associated with this company, as they may decide, and for such period as the directors shall think fit, and the Directors may also from time to time remove or dismiss him or their from office, and appoint another or others in his or their place or places.

To what provisions he will be subject

109. An Executive Director shall, if he ceases to hold the office of Directors from any cause ipso facto and immediately, cease to be and Executive Director.

Remuneration of Executive Director, etc.

110. The remuneration of a Chief or any Directors or Director holding any office as is mentioned in the Articles may from time to time be fixed by the Directors. The remuneration of any such Director may include such provision (if any) for himself or any dependents (whether by pension, superannuation or otherwise) after the termination of his office as the Directors shall think proper. A Director holding any such office as is mentioned in this Article 110 shall not be precluded merely by reason of his office of Director Form membership of any superannuation or Pension Fund for the time being established or supported by the Company.

Powers and duties of Executive Directors

111. The Director may from time to time entrust to and confer upon an Executive Director or Executive Director for the time being such of the powers exercisable under these Articles by the Directors as they may think fit (other than those power which are compulsorily required to be exercised by the Directors at their meetings under the Ordinance) and may confer such powers for such time and, to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may confer such powers, either collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Directors in that behalf; and may from time to time revoke, with draw, alter or vary all or any of such powers.

THE SEAL

Custody of Seal

112. The Directors shall provide for the safe custody of the seal and subject to provision hereinbefore contained as for the signature to certificates of title to share in the company, the Seal shall never be sued except by or under the authority given of the Directors or a Committee of the Directors and one Director at least shall sign every instrument to which the Seal is affixed. Provided nevertheless that any instrument bearing the Seal of the Company and issued for valuable consideration shall be binding on the Company, notwithstanding any irregularity of the Directors issuing the same.

RETURN

Annual Returns

113. The company shall make the requisite Annual Return in accordance with section 130 of the Act.

DIVIDENDS

How profit shall be divided

114. Subject to the provisions of these Articles as to the Reserve Fund and Depreciation Fund, that part of the net profits of the Company which the Directors decide to distribute by way of dividend in respect of any year or other period shall be applied in the payment of a dividend on the ordinary shares of the Company in accordance with this section of these Articles.

115. The Company in General Meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and may fix the time to payment, provide the dividends shall be paid within the period specified in Section 242 of Act or as the Commission may, from time to time, specify.

Restrictions on amount of Dividend

116. No large dividend shall be declared than is recommended by the Directors, but the company in General Meeting may declare a smaller dividend.

Dividend out of profit only and not to carry interest

117. Subject to Section 240(2) of the Act, no dividend shall be payable except out of the profits of the company of the year or any other undistributed profits and dividends shall not carry any interest as against the company.

What to be deemed net profit

118. The declaration of the Directors as to the amount of net profit of the company shall be conclusive.

Interim Dividend

119. The Directors may from time to time pay to the members such interim dividend as in their judgment the position of the Company justifies.

Dividend in specie

120. Any General Meeting declaring a dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets and in particulars of paid-up shares, debentures-stock either of the company, or of any other company or in any one or more such ways.

Effect of transfer

121. A transfer of shares shall not pass the right to any dividend declare thereon before the registration of the transfer.

Retention in certain cases

122. The Directors may retain the dividends payable upon shares in respect of which any person is under the Transmission article entitled to become a member or which any person under that is entitled to transfer, until such person hall become a member in respect thereof or shall duly transferred the same.

Dividend to joint holders

123. Any one of several person who are registered as the Joint-holders of any share, may give effectual receipts for all dividends and payment on account of dividend in respect of such shares.

Dispatch through Electronic mode

124. Subject to the provisions of Section 242 of the Act and any regulations made in that regard, any dividend payable in cash in respect of such share may be paid through electronic mode directly into the bank account designated or through such other means as may generally or specially be permitted by the Commission. Any one of two or more joint- holders may give effectual receipts for any dividends payable in respect of the shares held by them as joint-holders.

Compulsory procedure for payment of dividend

125. (1) No dividend shall be paid except to the registered holder of any share or to his order or to this bankers or a financial institution nominated by him for the purpose.
- (2) Nothing contained in clause (1) shall be deemed to require the bankers of a registered shareholders or the financial institution nominated by him to make a separate application to the company for payment of dividend
- (3) The dividend warrants shall be sent by the Company by registered post unless the shareholders entitled to receive the dividend require otherwise in writing.

126. When a dividend is declared, it shall become the exclusive responsibility of the Chief Executive of the Company to make payment in the manner provided in the Articles.

Unclaimed dividend

127. All dividends unclaimed or unpaid for a period of three years shall be dealt with in accordance with the provisions of Section 244 of the Act and all Applicable Laws in this regard.

CAPITALISATION OF PROFIT

Capitalization of Reserves

128. Subject to Applicable Laws, any General Meeting may be upon the recommendation of the Directors resolve, that any sum or sums representing the whole or any part of the profits of the company for the time being undivided standing at the credit of its accounts or any sum of sums standing at the credit of any Reserve Account (including any Capital Reserve Account) or any sum or sums at any time received as premiums upon the issue of any shares, debentures or debentures stock of the Company or any amount or amounts arising by reason of any sale or other disposition of the company be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend on the shares, and in the same proportions on the footing that they become entitled thereto as capital and that such capitalized fund be applied on behalf of such shareholders in paying in full any unissued shares, debentures, or

debenture stock of the company which shall be distributed according, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

Directors to do all acts and things for capitalization

129. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby and allotments and issued of fully paid shares or debentures, if any, generally shall do all acts and things required to give effect thereto with full power to the Director to make such provisions by the issues of fractional certificates or by payment in cash or otherwise as they think fit for in the case of shares or debentures becoming distributable infractions and also to authorize any person to entre on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid-up of any further shares or debentures to which they may be entitled upon such capitalization, and any agreement made under such authority shall be effective and blinding on all such Members.

BOOKS AND DOCUMENTS

130. (1) The Directors shall cause to be kept at the registered office of the company proper books of accounts with respect to:
- (a) all such of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place,
 - (b) all sales and purchases of goods by the Company,
 - (c) all the assets and liabilities of the Company,
where provisions of Section 220(1) of the Act are applicable, such particulars relating to utilization of material or labor or to other inputs or items of cost as may be prescribed.
- (2) The Company shall be deemed to have complied with the provisions of clause (1) above, if proper books of account relating to the transactions effected at the branch office of the company are kept at the branch office and proper summarized returns, made up to date at intervals of not more than three months are sent by the such branch office to the company's registered office.

(3). The books of accounts kept whether at the registered office or at the branch office shall contain true and fair view of the state of affairs of the Company and to explain its transactions.

Where to be kept

131. The books of accounts and other books and papers of the company shall be kept at the Registered Office of the company or at such other place as the Directors shall think fit and shall be open to inspection by the Directions during business hours. If the Directors decide to keep the books of account at a place other than the registered office they shall comply with the directions contained in the proviso to Section 220 (1) of the Act.
132. The Directors shall from time to time determine whether and to what extent and at which time and places and under what conditions or regulations the accounts and books or paper of the Company or any of them shall be open to the inspection of members not being directors and no members, not being a directors, shall have any right of inspecting ay account and books or papers of the Company except as conferred by the Act or authorized by the Directors or by the company in general meeting.

Preparation of Profit and Loss Account and Balance Sheet

133. A balance sheet and profit and loss account shall be made out in every year and laid before the company in General Meeting made upto a date not more than six months before such meeting, conforming to the requirements of the Act. The balance sheet and profit and loss account shall be audited and shall be accompanied by a report of the Directors and also report of the auditors be accompanied by a report of the Directors and also report of the Auditors as to the state of the company's affairs, and the amount (if any) which the Directors recommended to be paid by way of dividend, and the amount (if any) which they propose to carry to a reserve and such other particulars as are required to be included herein by the Act.

Copies of Balance Sheet and Report to be posted to person entitled

134. (1) The Company shall send a copy of such balance sheet and profit and loss account so audited together with a copy of the auditors' report and the directors' report to the registered address of every member of the Company at least twenty-one days before the meeting at which it is to laid before the members of the Company, and shall keep a copy at the registered office of the Company for the inspection of the members of the company during a period at least twenty-one days before that meeting.

(2) The Company, shall, simultaneously with the dispatch of the balance sheet and profit and loss account together with the requisite reports send three copies of such balance sheet and profit and loss account and other documents to the Authority, the Stock Exchange and the Registrar of Joint Stock Companies. The Director shall comply with the requirements of Section 233 of the Act about filing the said documents with the Registrar after the same have been laid before the members in General Meeting.

(3) The company shall -

- (a) within two months of the close of the first half of its year of account, prepare and transmit to the members and the stock exchange in which the shares of the Company are listed a profit and loss account for and balance sheet as a the end of that half year, whether audited or otherwise; and
- (b) simultaneously with the transmission of the half yearly profit, and loss account and balance sheet to the members and the stock exchange, file with the Registrar and the Authority such number of copies thereof, not being than five, as may be prescribed by the Authority.

Copies of Balance Sheet and Report to be posted to person entitled

135. (1) The balance sheet and profit and loss account of the Company shall be approved by the Directors and shall be signed by Chief Financial Officer, Chief Executive and at least one Director subject to (2) below.

(2) When the Chief Executive is for the time being in Pakistan, than the balance sheet and profit and loss account or income and expenditure of the Company shall be signed by not less than two directors for the time being in Pakistan but in such a case there shall be subjoined to the balance sheet and profit and loss account or income and expenditure account a statement signed by such directors explaining the reason for non-compliance with the provisions set out hereinabove.

(3) The directors shall make out an attached to every balance sheet and report with respect to the state of the Company affairs, the amount, if any which they record should be paid by way of dividend and the amount, if any, which they propose to carry to the Reserve Fund, General Reserves or Reserve Account show specifically in the balance sheet or to a Reserve Fund, General Reserve or Reserve Account to be show specifically in a subsequent balance sheet.

- (4) The directors shall, in addition to the matters specified in clause 3 above-
- (a) disclose any material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the balance sheet relates and the date of the report;
 - (b) so far as is material for the appreciation of the state of the company's affairs by its members, deal with any changes that have occurred during the financial year concerning the nature of the business of the company or in the classes of business which the company has interest, whether as a member of another company or otherwise, unless the Authority exempts the Company from making such disclosure on the ground that such disclosures would be prejudicial to the business of the company;
 - (c) contain the fullest information about the pattern of holding of the shares in the form prescribed.
136. The directors shall in all respect comply with the provisions of Section 220 to 239 of the Act (to the extent applicable) or any statutory modifications, thereof for the time being in force.

AUDIT

Appointment of Auditors and their duties

137. Auditors shall be appointed and their duties regulated in accordance with Sections 246 to 251 of the Act.

NOTICES

How notices to be served on members

138. (a) The Company shall comply with such provisions of the Act and where possible, the Electronic Transactions Ordinance, 2002, as may be applicable to the manner in which certain notices are to be issued, served and/ or received by the Company.
- (b) A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address of (if he has not registered address in Pakistan) to the address, if any, within Pakistan supplied by him to the Company for giving notice to him.
- (c) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless the

contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

Member resident abroad

139. If a member has no registered address in Pakistan, and has not supplied to the Company an address within Pakistan for the giving of notices to him, a notice addressed to him advertised in newspaper circulating in the Province in which the Registered Office of the company is situated, shall be deemed to be duly given to him on the day on which the advertisement appear. In addition, the company shall cause notice to be published at least in one issue each of a daily newspaper in English language and a daily newspaper in Urdu languages having nationwide circulation.

Notice to Joint-holders

140. A notice may be given by the company to joint-holders of a share by giving the notice to the joint-holder named first in the Register in respect of the share.

Notice to person entitled to transmission

141. A notice may be given by the Company to the person entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name or by the title to representative of the deceased or assignee of the insolvent or by any like description, at the address (if any) in Pakistan supplied for the purpose by the person claiming to be so entitled, or (until such an address has been supplied) by giving notice in any manner in which the same might have been given if the death or insolvency had not occurred.

Notice of General Meeting

142. Notice of every General Meeting shall be given in such manner hereinbefore authorized to (a) every member of the Company except those members who (having no registered address within Pakistan) have not supplied to the Company an address within Pakistan for the giving of notice to them, and (b) every person entitled to a share in consequence of the death or insolvency of a member who but for his death of insolvency would be entitled to receive notice of the meeting and (c) to the auditors of the Company.

When notice may be given by advertisement

143. Any notices required to be given by the Company to members or any of them and not expressly provided for by these Articles shall be sufficiently given by advertisement in one daily English and one daily Urdu newspapers in Pakistan subject to provisions of the Act.

When notice by advertisement deemed to be served

144. Any notice given by advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.

Transferees etc. bound by prior notices

145. Every person who, by operation of law transfer or by the other means whatsoever, shall become entitle to any share shall be bound by every notice is respect of such share which previously to his name and address and title to the share being entered in the Registrar shall be duly given to the person from whom he derives his title to such shares.

Notice valid through member deceased

146. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding such members be than deceased and whether or not the Company have notice of his demise, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such by such member, until some other person be registered in his stead as the holder or joint-holder thereof and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his or her heirs, executors or administrators, and all person, if any, jointly interested with him or her in any such share.

How notice to be signed

147. The signature to any notice to be given by the Company may be written or printed.

Service of process in winding up

148. In the event of a winding-up of the Company every member of the Company who is not for the time being in Karachi shall be bound within eight weeks after the passing of an effective resolution to wind up the company voluntarily or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person residing in Karachi upon whom all summons, notices, process, orders and judgment in relation to or under the winding-up of the Company may be served, and in default of such nomination the Liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any appointee whether appointed by the member or the liquidator shall be deemed to be good personal service on such member for all purposes, and where the Liquidator makes any such appointment, he shall, with all convenient speed give notice thereof to such member by advertisement in some daily newspaper in accordance with Article 148 or by a registered letter sent through the post and addressed to such member at his address as mentioned in the Register of members of the Company, and such notice shall be deemed to be served on the day

following that on which the advertisement appears or the letter in posted. The provisions of this Article shall not prejudice the right of the liquidator of the Company to serve any notice or other documents in any other manner prescribed by regulations of the Company.

RECONSTRUCTION

Reconstruction

149. On any sale of the undertaking of the Company, the Directors or the Liquidator in a winding-up may, if authorized by a Special Resolution, accept fully paid or partly paid up shares, debentures or securities of any other company, whether incorporated in Pakistan or not, either than existing or to be formed for the purchase in whole or in part of the property of the company, and the Directors (if the profits of the Company permit), or the Liquidator (in winding-up), may distribute such shares, debentures or securities, or any other property of the Company amongst the members without realization, or vest the same in trustees for them, and any Special Resolution may provide for the distribution or appropriation of the cash, shares, debentures, benefits or property otherwise than in accordance with the strict legal rights of the members or contributories of the Company, and for the valuation of such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorized, and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 356 of the Act , as are incapable of being varied or excluded by these Articles.

SECRECY

Secrecy

150. Every Director, Chief Executive, the Secretary, manager, Auditor, trustee, member of a committee, Officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Directors before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of law and except as far as may be necessary in order to comply with any of the provisions in these Articles.

No shareholder to enter the premises of the company without permission

151. No member or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of Directors of the Company for the time being, or to required discovery of or any information respecting any detail of the Company's trading or any matter, which is or may be in the nature of a trade secret, mystery of trade or secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which is in the opinion of the Directors it will be inexpedient in the interest of the members of the Company to communicate.

INDEMNITY

Rights of Directors etc. to indemnity

152. (a) Subject to the provisions of Section 180 of the Act, every Director of the Company, Chief Executive, the Secretary, Manager and other officer or employee of the Company shall be indemnified by the Company with respect to all costs, losses, liabilities and expenses (including travelling expenses) which any such Director, Chief Executive, Secretary, Manager, Officer or other employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such Director, Secretary, Manager, Officer or other employee in the discharge of his duties.

(b) Subject as aforesaid every Director, Chief Executive, Secretary, Manager, Auditor or any other officer of the company shall be indemnified against any liability incurred by him as such Director, Secretary, Manager, Auditor or officer in defending any proceedings whether civil or criminal, arising out of his dealings in relation to the affairs of the Company, except those brought by the Company against him, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 492 of the Act in which relief is given to him by the Court.

Directors etc. not responsible for acts of others

153. Subject to the provisions of Section 180 of the Act, no, Director, Chief Executive, Secretary, manager, Auditor or other officer of the Company shall be liable for the act, receipt neglect or default of any other Director or officer or for joining in any receipt or other act or for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors, for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which an of the moneys of the Company shall be invested, or any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person with whom any money, securities or effects shall be deposited, or for any loss occasioned by an error of judgment, omission,

default or oversight on his part not amounting to negligence in law or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through the willful default and neglect of such Director, Chief Executive, Secretary, Manager, Auditor or other officer of the Company.

WINDING UP

Notice of resolution in voluntary winding up

154. Notice of any resolution for winding up a Company voluntarily shall be given by the Company within ten days of the passing of the same by advertisement in the official Gazette, and also in a newspaper circulating in the Province where the Office of the Company is situate and such notice shall also be published at least in one issue of a daily newspaper in the English language and a daily newspaper in the Urdu language having wide circulation and a copy thereof shall be sent to the registrar immediately thereafter.

Distribution of assets

155. Subject to the provisions of the Act, if the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid-up or which ought to have been paid up at the commencement of the winding-up on the shares held by them respectively. And if in a winding-up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up the commencement of the winding-up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of winding-up, paid-up or which ought to have been paid on the shares held by them respectively.

Distribution of assets in specie

156. Subject to the provisions of the Act, if the Company shall be wound up whether voluntarily or otherwise the Liquidator may with the sanction of a Special Resolution of the Company and any other procedures of the Act (as maybe applicable) divide amongst the members in specie or kind the whole or any part of the assets of the Company, and may with the like sanction vest any part of the assets of the Company, in trustee upon such trusts for the benefits of the members or any of them as the Liquidator with the like sanction, shall think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Articles of Association and we respectively

agree to take the number of shares in the Capital of the Company set opposite our respective name

Name and surname (present & former) in full (in Block Letters)	NIC No. (in case of foreigner, Passport No)	Father's / Husband's Name in full	Nationality (ies) with any former Nationality	Occupation	Usual residential address in full or the registered/ principal office address for a subscriber other than natural person	Number of shares taken by each subscriber (in figures and words)	Signatures
Mr. Ahmed	-	Haji Habib	Pakistani	Business men	117/3, Garden East, Karachi	1 (one)	
Mr. Haroon	-	Haji Karim	Pakistani	Business men	232, Manekji Street, Garden East Karachi	1 (one)	
Mr. Ebrahim	-	Haji Karim	Pakistani	Business men	117/6, Vines Street Garden East, Karachi	1 (one)	
		Total number of shares taken (in figures and words)				3 (three)	