

THE COMPANIES ORDINANCE, 1984

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Associations

of

FEROZE1888 MILLS LIMITED

Incorporated on the 26th day of October, 1972

Converted into a Public Company and New Articles

Adopted on the 19th November, 1974

New Articles Adopted on March 31, 1986

THE COMPANIES ORDINANCE, 1984
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

FEROZE1888 MILLS LIMITED

- I. The name of the Company is **"FEROZE1888 MILLS LIMITED"**
- II. The Registered Office of the Company will be situated in **"PAKISTANI"** in the province of **"SINDH"**.
- III. The objects for which the Company is established:-

1. To carry on the business of spinners, weavers, manufacturers, ginnerers, pressers, packagers and balers of cotton, jute, hemp, silk, wool and any other fibrous material and the cultivation thereof and the business of weaving, knitting or otherwise manufacturing, bleaching, printing and selling yarn, cloth, linen, hosiery and other goods or merchandise made thereof, and generally to carry on the business of cotton spinners and doublers, linen manufacturers, cotton, flex, hemp, jute, silk, artificial silk, wool, yarn and cloth merchants, bleachers and dyers, makers of vitriol, bleaching and dyeing materials and to transact all manufacturing or curing and preparing process and mercantile business that may be necessary or expedient and to purchase and vend raw materials and manufactured articles.
2. To erect, maintain, alter, extend and purchase plant and machinery for the purpose of ginning, preparing, combing, spinning, weaving, manufacturing, bleaching, dyeing, mercerizing, printing or otherwise working any of the fabrics and materials and to erect, maintain, alter extended, purchase and sell mills, factories, warehouses, engine-houses, power houses, dwelling houses for employees, tanks, chawls and other building on any land purchased, leased or otherwise acquired by, to or for the Company or for any of the purposes connected with the business of the Company.
3. To carry on the business of importers and exporters of all kinds of goods, commodities and merchandise from and to all countries of the world.
4. To carry on forward and/or ready business of dealers in cotton, jute, wool, gunny bags, twine, hessian cloth, terry towel, terry cloth, textile, cloth, yarn, thread, rope, coir, silk, woollen goods hosiery, artificial silk and its manufacturers rayon's, all kind of fabrics, fibrous substances, products and manufactures therefore, seeds, grain, rice, millets, pulses, wheat, tea, coffee, cocoa, sago, cinchona, gum, salt, timber, cutch, all kinds of forest produce, all kind of country produce, cloves, pepper, turmeric, zeera, spices, kariana and other products of the soil, fish (dry, fresh or salted), fish oil, vegetable products, butter, ghee, all kinds of vegetable and mineral oils, oil-cake, sugar, matches, groceries, provisions (tinned or untinned), dry and fresh fruits, meat, old newspapers, plastic manufacturers, ready made old and new clothes, tobacco, cigarettes and all articles manufactured out of or containing tobacco, pottery porcelain and porcelain ware, tiles, bricks, crockery, cutlery, hardware, machinery, clocks, watches, aluminum ware enamel-ware, iron, steel, zinc, tin, lead, brass, copper, gold manufactures, silver, silver-ware and manufactures, bullion, minerals, coal, all ferrous and non-ferrous metals, sheets, bars, rods and other metal manufactures, building materials, cement, sanitary-ware, paints, varnishes, dyes, chemicals, drugs, patent medicines, confectionery, biscuits, soaps, toys perfumes, toilet requisites medical and pharmaceutical appliances, preparations and compounds, glass and glass-ware, hides and skins, leather goods, live and dead stock, poultry, eggs and other eatables, electrical, photographic, surgical and scientific instruments, apparatus and materials, gems, jewellery, precious stones, ivory, and all other goods, materials, articles, products, substances and merchandise of any nature or kind whatsoever.

5. To purchase, charter, hire, build or otherwise acquire steam or other ships or vessels, steam launches, flats, barges and cargo boats, with all equipments and furniture and to employ the same in conveyance of passengers, mails, troops, ammunitions of war, meats, live-stock, grain and other agricultural produce and treasure, and also goods and merchandise of every description and species by sea and inland waters including rivers and tributaries and also to and from any ports or places whatsoever, whether inland, sea-board, Pakistani or Foreign, to take vessels, flats, barges and other craft in tow of its vessels as the Company may from time to time determine and to acquire postal subsidies, and enter into mail or other contracts and generally to carry on business of carriers by sea.
6. To buy, sell, manufacture, refine, prepare and deal in all kinds of oils, oil cakes, and oleaginous and saponaceous substances and all kinds of unguents and ingredients.
7. To carry on the business of soap manufacturers.
8. To manufacture drugs and chemicals necessary or required for any of the purposes of the Company.
9. To carry on the business of pharmaceutical manufacturing and general chemists and druggists and manufacturers of and dealers in all kind of patent medicines, toilet requirements, and manufacturers of all kinds of boxes and cases of card, wood, metal and otherwise.
10. To carry out the business of electricians, mechanical engineers, suppliers of electricity for the purpose of light, heat, motive power or otherwise, and manufacturers of an dealers in all apparatus and things required for of capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity.
11. To carry on in Pakistan or elsewhere the business of manufacturers of and dealers in, whether wholesale or retail, all kinds and descriptions of matches, match lights or other lighting appliances or apparatus whether composed or made in part or in whole of or from any combustible or non-combustible substance, material or thing whatsoever.
12. To cultivate tea, coffee, cinchona, rubber, coconuts, timber, tobacco, spices and other produce to carry on and work the businesses of planters, cultivators, winnowers, buyers and sellers of every kind of vegetable, mineral or other produce of the soil, to grow, prepare, manufacture and render marketable any such produce and to buy, sell, import, export, dispose of and deal in any such produce, either in its prepare, manufactured or raw state and either by wholesale or retail and to purchase, take on lease or otherwise acquire, hold and work, any lands of plantations suitable for any such purposes, and any concessions, rights, powers and privileges relating thereto.
13. To carry on the business of manufacturers, hirers, repairers, cleaners, and store of motor cars, motor cycles, motors, motor boats, motor launches, motor lorries, motor vans, are planes, sea planes, gliders and other conveyance of all descriptions whether propelled or assisted by means of petrol, spirit, steam, gas, electricity, animal, atomic or other powers and of engines, chassis, bodies and other things used for, in or in connection with the above mentioned things.
14. To carry on the business, in Pakistan and elsewhere, of garage proprietors, public and private conveyance proprietors, running motor omnibuses, taxicabs, tractors, lorries and motor cars of all kinds and on all such lines as the Company may think fit and transport passengers and goods and generally to carry on the business of common carriers by land and water by any vehicle whatsoever.
15. To carry on the business of manufacturers of motor omnibuses, motor cars, lorries, taxicabs etc., and generally of all kinds of omnibuses and vehicles for the transport of persons and goods, whether propelled or moved by electricity, atomic energy, steam, oil, vapor, gas or other motive or mechanical power.

16. To carry on the business of insurance agents for all or any kind of insurance, shipping agents, and clearing and forwarding agents.
17. To undertake and carry out any operations or transactions whatsoever (except the issuing of policies of assurance on human life) which may lawfully be undertake and carried out by capitalists and which the Company may think it expedient to undertake and carry out.
18. To carry on the business of proprietors or managers of theatres, places and halls, studios and cinematographic shows and exhibitions, both silent and talkie, and to permit the Company's premises to be used for such other purposes as ma seem expedient.
19. To purchase, hire or otherwise acquire any photographic and other apparatus in connection with cinematographic shows and exhibitions.
20. To produce cinematographic films, and to let on hire or sell the same.
21. To import foreign films, machinery, apparatus, cameras and export Pakistan films to foreign countries.
22. To purchase films or to take on hire films from other persons and to re-let on hire the same.
23. To carry on the business of manufacturing, importing exporting and dealing in cycles, bicycles, tricycles and carriages of all kinds and of all articles and things used in the manufacture, maintenance and working thereof, and also all apparatus and implements and things for use in spot.
24. To carry on the business of hotel, restaurant, café, tavern, refreshment room and lodging-house keepers, licensed victallers, importers and manufacturers of aerated, mineral and artificial waters and others drinks, purveyors, caterers, for the public generally, carriage, taxi, motor car and motor lorry proprietors, diary men, ice merchants, importers and brokers of food, live and dead stock and foreign produce of all descriptions, hairdressers perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sport, entertainment and instruction of all kinds, tobacco, cigar and cigarette merchants, agents for railway and shipping companies and carriers, theatrical and opera-box office proprietors and general agents and other business which can conveniently be carried on in connection therewith.
25. To carry on business of milling all kind of grains by taking on lease or in exchange, hiring, purchasing, erecting, getting allotted or otherwise acquiring rice mills, husking mills, flour mills, grinding mills, etc., and for that purpose buying ready and/or forward paddy, wheat, maize, barley, gram and other grains and generally to carry on ready and/or forward grain business in all its branches, including advancing money on crop of grains, giving advances for purchase of paddy, wheat and other grains, buying, sell, making and preparing for market grains in any form and buying and selling ready and/or forward all by-products, in any manner as may seem to the Company convenient and profitable and doing all allied business or businesses directly or indirectly connected with the said line of business.
26. To carry on business as goldsmiths, silversmiths, jewelers, gem merchants, watch and cloth repairers, electro-platters, dressing bag makers, importers and exporters of bullion and buy, sell and deal (wholesale and retail) in bullion, precious stones, jewellery, watches clocks, gold and silver plate cups, shield, electroplate, cutlery, dressing bags, bronzes, articles of virtue, objects of art, and such other articles and goods as the Company may consider capable of being conveniently dealt in relation to its business; and to manufacture and establish factories for manufacturing goods for the above business.
27. To carry on the business of buying, selling and importing of all kinds of meat, live cattle and sheep and also dealing in cattle, sheep and meat and generally, in all branches of such respective traders or businesses.

28. To acquire by purchase or otherwise ranches and sheep farms and to carry on the traders or businesses of cattle rear and sheep farmers, fell mongering, tanning and warehousing generally, preserved meat manufacturers, dealers in hides, fat tallow, grease offal and other animal products.
29. To carry on the business as exporters, importers of and traders and dealers in hides, skins and leathers of all animals and in all kinds of leather goods, such as books, shoes leather dresses and generally all kinds of rubbers and leather goods.
30. To carry on the business of general manufacturer and to manufacture, buy, sell and deal in commodities, apparatus, machinery, materials and articles of all kinds.
31. To erect and build abattoirs, freezing-houses, warehouse, sheds and other buildings necessary or expedient for the Company.
32. To carry on the business of proprietors and publishers of newspaper, magazines, periodicals, journals, books and other literary works and undertakings.
33. To carry on the business of extracting, pumping, drawing, transporting and purifying and dealing in petroleum and other mineral oils.
34. To carry on the business of bakers, confectioners, butchers, milk-sellers, butter-sellers, dairymen, grocers, poultries, green-grocers, farmers and ice merchants.
35. To search for, inspect, examine and explore, work take on lease, purchase or otherwise acquire lands and places which may seem to the Company capable of affording supply of mineral oil and to establish, utilize and turn to account pumping stations, pipe-lines and other works and conveniences suitable for the purpose.
36. To carry on the business of stationers, printers, lithographers, stereo-types, electro-types, photographic, printers, photographers, type-founders, photo-lithographers, chromo-lithographers, engravers, die-sinkers, envelope manufacturers, book-binders, designers, draughtsman, paper and ink manufacturers, book-sellers, publishers, advertising agents, accounts book manufacturers, machine-rulers, numerical printers, paper makers, paper bag makers, box makers, cardboard manufacturers, engineers, cabinet makers and manufacturers of and dealers in paper, pencils, fountain pens, stamps and playing, visiting, railway, festive, complimentary and fancy cards and in any other articles or things of a character, similar or analogues to the foregoing or any of them of connected therewith.
37. To carry on the business as timber merchants, saw mill proprietors and timber growers and to buy, sell, grow, prepare for market, manipulate, import, export and deal in articles of all kinds in the manufacture of which timber or wood is used, any to carry on business as general merchants, and to buy, clear, plant and work timber estates and to carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the above or calculated directly or indirectly to render profitable or enhance the value of the Company's property or rights for the time being.
38. To carry on business of theatre proprietors and managers and in particulars to provide for the production, representation and performance of operas, stage plays, burlesques, ballets, pantomimes, spectacular pieces, concerts and other musical and dramatic performances and entertainments.
39. To construct theatres and other buildings and works convenient for the purposes therefore of and to manage, maintain and carry on the said theatres and other building when constructed and to let out in whole or in parts or otherwise dispose of them when they are not required for the immediate purpose of the Company.

40. To enter into agreements with authors or other persons for the dramatic or other rights of operas, plays, burlesques, ballets, pantomimes, spectacular pieces, musical compositions and other dramatic and musical entertainments or for the representation thereof in Pakistan and elsewhere.
41. To carry on the business of manufacturers of and dealers in tobacco, cigars, cigarettes, match light, pipes and any other articles required by or which may be convenient to smokers and snuff grinders and snuff merchants and box merchants and to deal in any other articles or things commonly dealt in by tobacconists.
42. To carry on the business of manufacturers of and dealers in chemical products of any nature and kind whatsoever and as wholesale and retail chemists and druggists, analytical chemists, dry-salter's, oil and color men, importers, exporters and manufacturers of and dealers in heavy chemicals, alkalis, acids, drugs, tannins, essences, pharmaceutical, photographic, sizing, medicinal, chemical, industrial and other preparations and articles of any nature and kind whatsoever, mineral and other waters, cement, oils, paints, pigments and varnishes, compounds, drugs, dyestuffs, organic or mineral intermediates, paint and color grinders, makers of and dealers in proprietary articles of all kinds and of electrical, chemical, photographic, surgical and scientific apparatus and materials.
43. To manufacture, refine, manipulate, import, export and deal in salt and marine minerals and their derivatives, by-products and compounds of any nature and kind whatsoever.
44. To carry on business as manufacturers of chemicals, distillers, dye makers, gas makers, metallurgists, engineers, ship-owners and charterers and carriers by land, sea and air, ware-housemen, planters, farmers, saw mill proprietors, timber merchants, sugar merchants and to buy, sell grow, prepare for market, manipulate, import, export and deal in timber, wood and/or produce or products of the earth of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber, wood or any such product is used.
45. To purchase, take on lease or otherwise acquire any lands, mines, mining right, metal-lifer, cal carious or any other land and to turn to account the same.
46. To crush, win, get, quarry, smelt, calcine, refine dress, amalgamate, manipulate and prepare for market all metal, cement, lime and mineral and cal carious substances of all kinds and to carry on any other metallurgical operations whatsoever.
47. To carry on all or any of the business as manufacturers of and dealers and workers in manure, paper pulp, paper, glass, bricks, gravel, and pottery, terra cotta and sanitary and disinfecting preparation, coke, cement, lime plasters, whiting clay, artificial stones and builders' requisites and conveniences of all kinds and to carry on business as quarry masters and stone merchants.
48. To carry on the traders or businesses of manufacturers of blasting pallistic and pyrotechnic apparatus and other articles and things of a similar or analogous description or use or of and in the several component parts thereof.
49. To carry on the traders or businesses of manufacturers of and dealers in explosives, ammunitions, fireworks and other explosive products and accessories of all kinds and of whatsoever composition and whether for military, sporting, mining or industrial purposes or for pyrotechnical display or for any other purposes.
50. To carry on the business of manufacturers of every sort of missile, arms and weapons for warlike, sporting or other purposes.

51. To carry on the business of manufacturers and producers of fats, fertilizer, manures, dips, sprays, fungicides, medicines and remedies of all kinds for agricultural, fruit-growing or other purposes or as remedies for men or animals and whether produced from vegetable or animal matter or by any chemical process.
52. To carry on the business of water proofers and manufacturers of India rubber, Leather, imitation leather, leather cloth, plastics, oil cloths, linoleum tarpaulins, hospital sheeting's and surgical bandages.
53. To cultivate, grow, produce or deal in any vegetable products for the time being required for any of the manufacturers which the Company is authorized to undertake, and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers, millers,, purveyors and vendors of milk, cream cheese, butter, poultry and provisions of all kinds, growers and dealers in corn, hay and straw, seed men and nurserymen, and to buy, sell and trade in any goods usually traded in any of the above business, or any other business associated with the farming interest which may be advantageously carried on by the Company.
54. To carry on all or any of the business of engineers, iron, brass and other metal founders, machinists, tool makers, wire drawers, tube, pipe and tank manufacturers, molders, metallurgists and metal workers, fitters, mill rights, galvanizers, electroplaters and enamellers.
55. To carry on business as cotton ginning and pressing factory owners and for that purpose to take on lease, hire, purchase, erect or acquire by licensee or allotment or otherwise cotton ginning and pressing factories.
56. To take on lease, hire, purchase, erect, or acquire by licensee or allotment or otherwise linter machines and to carry on linter business in all its branches.
57. To carry on the business of ginning and pressing cotton and for that purpose buying ready and/or forward cotton-pods (phutty) and ginned cotton and generally to carry on ready and/or forward cotton business in all its branches including advances money on the crop of cotton pods (phutty), giving advance for purchase of cotton, cotton pods (phutty) or cotton seed buying selling making and preparing for market cotton in any form loose or in bales and buying and selling ready and forward all by-products of cotton
58. To carry on in Pakistan and elsewhere the business of balers, pressers, spinners, weavers and manufacturers of jute, jute cuttings, jute rejections, hemp, cotton and any other fibrous materials and the business of buyers and sellers and dealers in jute, jute cutting, jute rejections and any other fibrous materials, hides, skins, oil-seeds, and any other seeds and produce and goods or merchandise, made thereof, and to transact all manufacturing processes and mercantile business that may be necessary or expedient and to purchase and vend the raw materials and manufactured articles.
59. To carry on all or any of the businesses of manufacturers, buyers and sellers of and dealers in textile, cloth, canvas, Pauline, carpets, webbing, belting and all other kinds of woven fabrics, ropes and yarns, linoleums and other covering, boots, shoes and all articles of war, paper pulp, cardboard packages and containers, insulators and insulting materials of all kinds, plastics and all mouldable or formative substances and all such other goods products merchandise and things as are or may be made capable of use with or in any manner by means of jute or other fibrous material.
60. To carry on the business of a water works company in all its branches and to sink wells and shafts and to make, build and construct, lay down and maintain dams, reservoirs, water-works, cistern, culverts, filter beds, mains and other pipes and appliances and to execute and do all other acts and things necessary or convenient for obtaining, storing, selling, delivering, measuring, distributing and dealing in water.

61. To own, prospect for, explore, acquire by lease, licensee, purchase or otherwise, open, work, develop and maintain natural deposits of salt, brine, soda, nitrates and othr chemical substances of all kinds and to carry on and conduct the business of working and getting and supplying to other persons such salt, brine and other substances.
62. To refine, treat and render merchantable and fit for use natural deposit of salt, brine, soda, nitrates and other chemical substances of all kinds obtained as aforesaid and to manufacture there form by any electrolytic, metallurgic or others forms of plant or process, every kind of chemical and other products and by-products.
63. To own, prospect for, explore, acquire by lease, licensee, purchase or otherwise, open, work, develop and maintain clay and sand pits, slate, stone and lime-stone quarries coal mines, copper mines and mineral oil, nitrate and mining properties of all kinds and to conduct the business of working and getting there form clay, sand substances, coal, copper, oil nitrates and minerals of all kings.
64. To manufacture, prepare and treat and mineral substances or products of all kinds obtained as aforesaid for sale or use of for manufacturing, building or any other purposes or processes and to manufacture there fore every kind of product.
65. To fix atmospheric nitrogen by the synthetic ammonia or by any other process and to manufacture its derivative compounds.
66. To purchase, take on lease or in exchange of otherwise acquire, either absolutely or be lease, licensee, concession, grant or otherwise any lands, mines, mineral rights, easement, rights and privileges and to search for ores and minerals, mine and grant licensee for mining in or over any lands which may be acquired by the Company and to lease out any such lands for building or agricultural use and to sell or otherwise dispose of the lands, mines or other property of the Company.
67. To work mines of quarries and to find, win, get, work, crush, smelt, manufacture or otherwise deal with lime-stone, chalk, clay, ores, metals, minerals, oil, precious and other stones or deposits and generally to carry on the business of mining in all branches.
68. To acquire by concession, grant purchase, barter, lease, licensee or otherwise any tract or country in Pakistan or elsewhere together with such rights and may be agreed upon and granted by Government or the rulers or owners thereof, and to expend such sums of money as may be deemed requisite and advisable in the exploration, survey and development thereof.
69. To adopt, co-operate with and carry out the industrial policy of the Government of Pakistan as may be declared from time to time.
70. To acquire by concession, grant purchase, amalgamation, barter, lease, licensee, allotment or otherwise, either absolutely or conditionally and either solely or jointly with others any houses, buildings, lands, farms, quarries, water rights, way leave and other works, privileges, rights and here diamantes and any machinery, plant, utensils, trade marks and other movable and immovable property of description.
71. To acquire, be interested in construct, maintain or take on lease any omnibuses and other vehicles, ships, boats, barges, launches, aero plans, airships, balloons and aircraft of every description and kind and to equip, maintain, work and develop the same by electricity, steam, oil, gas, petroleum, horses or any other motive power and to employ the same in the conveyance of passengers, merchandise and goods of every descriptions, and to authorize any local authority, Company or persons to use and to work the same or any part thereof.

72. To establish, maintain and work lines of aerial conveyances, aero planes, seaplanes, gliders, airships, etc between two or more places in Pakistan and between other places in and outside Pakistan to be from time to time selected by the Company.
73. To manufacture, buy, sell, prepare, let on hire and deal in aerial conveyance of all kinds and the component parts thereof and all kinds of machinery and all apparatus for us in connection therewith.
74. To acquire, construct, provide and maintain aerodromes, hangers, sheds, garages and accommodation for or in connection with all kinds of aerial conveyances.
75. To train and to employ ground engineers, pilots, fliers, assistants, mechanical and electrical engineers.
76. To create any depreciation fund, reserve fund, sinking fund, insurances fund, dividend equalization fund, redemption fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other purpose.
77. To purchase, take on lease, or in exchange or otherwise acquire, erect, maintain, equip, construct, reconstruct, repair, renovate, or adopt movable or immovable property including building, residential bungalows, labor lines, quarters, offices, places of worship, schools, dispensaries, canteens, recreation rooms, clubs, warehouses, godowns, structures, erections, workshops, mills, factories, foundries or places for manufacturing plants, machinery, spindles, looms, presses, engines, tools, electric light accessories, implements, appliances, apparatus, articles and other things found necessary or convenient for the purpose of Company and for the welfare of the employees and also to extend the business of the Company by purchasing, acquiring, getting transferred, adding to altering, enlarging, all or any of the buildings, mills, factories, premises, places being the property of the Company or on all or any of the lands for the time being the property or in possession of the company and by expending from time to time such sum or sums of money as may be necessary or expedient for improving, adding to, altering, repairing and maintaining the buildings, structures, machinery, plant and property for time being of the Company and to sell or mortgage or let out on hire all or any portion of the same as may be thought desirable.
78. To enter into partnership, or into any arrangement for sharing profit, union of interest, co-operation, joint adventures, reciprocal concession or otherwise, with any person or company carrying on, or engaged in, or about to carry on, or engage in any business or transaction capable of being carried on or conducted so as directly or indirectly to benefit this company, and to lend money to, or guarantee the contracts of, or otherwise assist any such person or company, and to take, or otherwise acquire, share and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
79. To enter into any arrangements with the Government of Pakistan or any local Government or any other Government or Native State or with any authorities, public, municipal, local, railway or otherwise or any other person that may seem conducive to the Company's objects of any of them and to obtain from any such Government, Native State, authority or persons any rights, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise, and comply with any such arrangements, right, privileges and concessions and dispose of or turn to account the same.
80. To carry on the business of railway, tramway, airway, omnibus van, carriage and boat proprietors and carriers of passengers and goods by land, sea or air.
81. To search for any to purchase or otherwise acquire from any Government, State or authority any licenses, concessions, grants, rights, powers and privileges whatsoever may seem to the Company capable of being turned to account and in particular any water rights or concessions either for the purposes of obtaining motive power or otherwise and to work, develop, carry out, exercise, and turn to account the same.

82. To carry on the business of a General Electric Power Supply Company is all its branches, and to construct, lay down, establish, fix and carry out all necessary power stations, cables, wires, lines, accumulators, lamps and works and to generate accumulate, distribute and supply electricity and to light cities, towns, streets, docks, markets, theatres, building and places other public and private.
83. To acquire the right to use or manufacture and to put up telegraphs, telephones, phonographs, dynamos, accumulators and all apparatus now known or which may hereafter be invented in connection with the generation, accumulations, distribution, supply and employment of electricity or any power that can be used as substitutes therefore, including all cables, wires or appliances for connecting apparatus at a distance with other apparatus, and including the formation of exchanges or centre.
84. To carry on the business of electricians and electrical, mechanical engineers, suppliers of electricity for the purposes of light, hat, motive power or otherwise and manufacturers of and dealers in apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, galvanism, magnetism or otherwise.
85. To manufacture, acquire, produce, use, sell and supply gas and electricity for lighting, heating or power purposes and to deal with, manufacture and render saleable all residual products obtained in the manufacture of gas.
86. To carry on the business of a telephone and telegraph Company, and in particular to establish, work, manage, control and regulate telephone exchanges and works and to transmit and facilitate the transmission of telephonic and telegraphic communications and messages.
87. To construct, maintain, lay down, carry out, work, sell, let on hire and deal in telephonic and all kinds of works, machinery, apparatus, conveniences and things capable of being used in connection with any of these objects and in particular any cables, wireless lines, stations, exchange, reservoirs, accumulators, lamps, meters and engines.
88. To establish, provide, maintain and conduct or otherwise subsidies research laboratories and experimental workshops for scientific and technical research and experiments and undertake and carry on all scientific and technical researches, experiments and tests of all kinds to promote studies and research both scientific and technical investigation and invention by providing, subsidizing or assisting laboratories, workshops, libraries, lectures, meeting and conferences and by providing the remunerations of scientific or technical professors or teachers and by providing for the award of exhibition, scholarship, prizes, grants and bursaries to students or independent students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the company is authorized to carry on.
89. To erect, construct, enlarge, alter and maintain buildings and structure of every kind necessary or convenient of or the Company's business.
90. To lend and advance money or give credit to such persons, firms or companies and such terms as may deem expedient and in particular to customers and other having deals with the Company, and to give guarantees or become security for any such persons, firms and companies.
91. To sell, improve mange, work, develop, lease, mortgage, abandon or otherwise deal with all or any part of the property rights or concessions of the Company.
92. To acquire, be interested in, construct, maintain, carry out, improve, work, alter, control, and manage any tramway, railways, airways, steam boat, tunnels, water work, water right, canals, irrigation works, gas works, electric works, reservoirs, furnaces, stamping works, smelting works, factories, warehouses and other works and conveniences which the Company may think conducive to and of its objects and to

contribute to and take part in constructing, maintaining, carrying on, improving, working, controlling and managing of any such works of conveniences.

93. To let out on hire all or any of the property of the Company whether immovable or movable including all and every description of apparatus of appliances and to hold use, cultivate, works, manage, improve, carry on and develop the undertaking, land, immovable property and assets of any kind of the Company or any part thereof.
94. To apply for purchase or by any other means acquire and protect, prolong and renew, whether in Pakistan or elsewhere any trade marks, patents, right, brevets d' invention, licenses, protections, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company and to use exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.
95. To buy, sell, manufacture, refine, manipulate, import, export and deal, both wholesale and retail, in commodities, substances, apparatus, articles and things of all kinds capable of being used or which can be conveniently dealt in by the Company in connection with any of its objects.
96. To obtain and/or hold the office of and act as managing agents, managers, agents, brokers, contractors, secretaries and treasurers of any trading of manufacturing Company, Board, Corporation, Committee or concern whether owned, patronized or controlled by any government, local authority or other person or persons.
97. To carry on any other trade or business, whether manufacturing or otherwise which may seem to Company capable of being carried on in connection with any of the Company's object or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
98. To purchase or otherwise acquire and undertake the whole or any party of the business, property, assets, liabilities and transactions of any person, firm or Company, carry on any business of a nature altogether or in part similar to the business which this company is authorized to carry on, or possessed of any property suitable for the purposes of the Company in Pakistan or elsewhere, and to pay for the same, and all other property or rights of whatsoever kind acquired by the Company, in cash or in shares, debentures or debenture-stock, Participation Term Certificate, Musharika or any other Islamic mode of financing or profit and loss sharing instruments of the Company.
99. To take, or otherwise acquire and hold shares, of any other company, having objects altogether or in part similar to those of the Company, or carrying on business capable of being conducted so as directly or indirectly to benefit this Company.
100. To be interest in, promote and undertake the formation and establishment of such institutions, business or companies (industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit and interest of the Company, and to carry on any other business (industrial, agricultural, trading, manufacturing or other) which may seem to the company capable of being conveniently carried on in connection with any of these objects or otherwise calculated directly or indirectly to render any of the Company's properties or rights for the time being profitable, and also to acquire, promote, aid, foster, subsidies or acquire interest in any industry or undertaking.
101. To enter into partnership or into any arrangement for sharing or pooling profit, amalgamation, union or interest, co-operation, joint adventure, reciprocal concession or otherwise with any person or firm or company carry on or engaged in or about to carry on or engage in, any business or transaction with this

company is authorized to carry on or engage in, any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit this company.

102. To amalgamate with any company or companies having objects altogether or in part similar to those of this company.
103. To pay for any properties, rights or privileges acquired by the Company either in shares of the company or partly in shares and partly in cash, or otherwise.
104. To pay all the costs, charges, and expense if any incidental to the promotion, formation, registration and establishment of the company and the issue of its capital including any undertaking or other commission, brokers' fees and charges in connection therewith, and to remunerate or make donations (by cash or other assets or by the allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture-stock, Participation Term Certificate, Musharika or any other Islamic mode of financing or profit and loss sharing instrument or securities of this or any other company, or in any other manner, whether out of the company's capital or profits or otherwise) any person, firm or company for services rendered to be rendered in introducing any property or business to the company or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debentures-stock, Participation Term Certificate, Musharika or any other Islamic mode of financing or profit and loss sharing instruments or other securities of the company, or in or about the formation or promotion of the company or for any other reason which the company may think proper.
105. To draw, accept and make and to endorse, discount, execute, retire, issue and negotiate promissory notes, hundies, bill of exchange, bill of lading, participation term certificate, Musharika or any other Islamic mode of financing or profit and loss sharing instruments and other negotiable instruments.
106. To borrow or raise moneys for any of the purposes of the company and, from time to time, without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bill of exchange, warrants, bonds, redeemable debentures charged upon the property of the company, participation term certificate, Musharika or any other Islamic mode of financing or profit and loss sharing or any other recognized Islamic mode of financing and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon, by mortgage upon or pledge or charge upon all or any property of the company or otherwise dispose of such bonds or other obligations of the company for its corporate purposes and to redeem and pay off any securities and indebtedness of the company.
107. To accumulate funds and to lend, invest or otherwise employ moneys, belonging to or entrusted to the company upon any shares, securities or investment upon such terms as may be thought proper and from time to time to vary such transactions in such manner as the company may think fit.
108. To invest and deal with the moneys of the company in any investments movable or immovable in such manner as may from time to time seem expedient and be determined.
109. To sell and in any other manner deal with or dispose of the undertaking of the company, or any part thereof, for such consideration as the company may think fit, and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the company.
110. To establish, conduct, carry on or assist all kinds of financial, trading, commercial, industrial, manufacturing, mining, processing, catering, hotelier, shipping or mercantile or agency business and any other business which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

111. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, by granting prize, rewards and donations.
112. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company of for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interest of the Company.
113. To construct, carry out, maintain, improve, manage, work, control and super intend any huts, market reservoirs, water-works, tanks, bridges and works in connection therewith, hydraulic works, electrical works and factories, coolie and houses and villages and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company and to contribute, subsidies or otherwise aid or take part in any such operations.
114. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, participation term certificate, Musharika or any other Islamic mode of financing or profit and loss sharing instruments contracts, mortgage charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any person, whatsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
115. To undertake and execute any trust, the undertaking of which may seem to the company desirable and either gratuitously or otherwise.
116. To provide for the welfare of employees or ex-employees of the company and the wives and families or the dependents or connection of such person, by building or contributing to the building of houses, dwellings or chawls or by grants of moneys, gratuities, pension, allowances, bonuses, payments towards insurance or other payments or by creating and from time to time subscribing or contributing to provident or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit, and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reasons of locality of operations or of public and general utility or otherwise.
117. To place to reserve or to distribute as dividend or bonus among the members or otherwise to apply as the company may from time to time thin fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company and moneys received in respect of dividends accrued on forfeited shares, and moneys arising from the sale by the company of forfeited shares or from unclaimed dividends.
118. To distribute any of the property of the Company amongst the members in specie or kind but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
119. To dedicate, present or otherwise dispose of either voluntarily, or for value any property of the company deemed to be of national, public or local interest, to any national trust, public body, museum, corporation, or authority or any trustees for or on behalf of any of the same or of the public.
120. To appropriate, use or lay out land belonging to the company for streets, parks, pleasure grounds, allotment, and other conveniences and to present any such land so laid out to the public or to any persons or company conditionally or unconditionally as the company thing fit.

121. To aid, peculiarly or otherwise, any association, body of movement having an object the solution, settlement or surmounting of industrial or labor problems or troubles or the promotion of industry of trade.
122. To procure the company to be registered in any country or place outside Pakistan.
123. To do all or any of the things hereinbefore authorized in any part of the world either alone or in conjunction with other or as factor, trustees or agents for other residing in any part of the world by or through factors, trustees and agents appointed in any part of the world.
124. Any generally to do and perform al such other acts and things as may be incidental or conducive to the attainment of the above object, or any of them.

AND it is hereby declared that word "Company" (save when used in reference to this company) in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not and wherever domiciled and that the object set forth in any sub-clause of this clause shall not, except when the context expressly so required be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary. And the Company shall have full power to exercise, from time to time, all or any of the powers conferred by any part of any sub-clause of this clause in any part or parts of the world.

The liability of the members is limited.

- V. The capital of the Company is Rs.4,000,000,000/- (Rupees Four Billion) divided into 400,000,000 Ordinary Share of Rs.10/- each with power to increase or reduce the said capital.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective name.

| Name, Addresses and Description of Subscribers | Number of Shares Taken by each Subscriber | Name, Addresses and Descriptions of witnesses |
|---|---|---|
| 1. MR.AHMED HAJI HABIB 117/3, Garden East, Karachi | ONE | HYDER BHIMJI & CO Chartered Accountant Oriental Building I.I. Chundrigar Road Karachi |
| 2. MR.HAROON HAJI KARIM 232, Manekji Street Garden East Karachi | ONE | |
| 3. MR.EBRAHIM HAJI KARIM 117/6, Vines Street Garden East, Karachi | ONE | |

THE COMPANY ORDINANCE, 1984
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
FEROZE1888 MILLS LIMITED

PRELIMINARY

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

2. **DEFINITIONS**

"THE COMPANY" means **FEROZE1888 MILLS LIMITED**

"THE ORDINANCE" means the Companies Ordinance, 1984 with such statutory modifications as may be made from time to time in Pakistan.

"THE OFFICE" means the register office for the time being of the company.

"THE SPECIAL RESOLUTION" has the same meaning assigned hereby by clause 36 of sub-section (1) of section 2.

"THE CHIEF EXECUTIVE" means the Chief Executive of the Company as defined in section 2(6) of the Ordinance and as appointed pursuant to section 198 and 200 of the Ordinance and any amendment made therein and such person can be titled as Managing Director of the Company in addition to the Chief executive.

"THE DIRECTORS" mean the Directors of the Company for the time being.

"THE BOARD" means the Corporate Law Authority constituted under section 11.

"THE ARTICLES" means the Articles of Association of the Company as originally framed or as altered from time to time by special resolution.

"THE CHARIMAN" means the Chairman of the Board appointed from time to time pursuant to these Articles.

"THE SECTION" means section of the Ordinance.

"DIVIDEND" includes bonus.

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

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

"PROXY" means the person appointed in terms of section 161 of the Ordinance and Articles 6 as hereof.

"THE SEAL" in relation to the company means the Common Seal 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 bodies corporate.

3. The regulations contained in Table "A" in the First Schedule to the Ordinance shall not apply to Company, except so far as expressly incorporated herein.
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 95 give any financial assistance for the purpose of, or in connection with, any purchase of shares in the Company.

CAPITAL AND SHARES

Issued Capital

5. The 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.
6. No shares shall be allotted except upon the receipt of the full amount of the nominal amount of the share.
7. The Directors shall, as regards any allotment of shares, duly comply with such of the provisions of Section 68 to 73, as may be applicable thereto.

Allotment of shares under the control of the Directors

8. Subject to the provisions of these Articles, and to the provisions of Section 84 & 86 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

9. As regards allotment of shares, including bonus shares from time to time issued, the Directors shall duly comply with Section 73.

Fully paid shares

10. The Company shall not issue partly paid shares.

Shares in lieu of loan etc

11. The Company may issued ordinary shares or grant option to convert into ordinary shares against the outstanding balance of any loans, advances or credit due from the Company.

Commission and Brokerage

12. The Company may, at any time when shares or debentures or debenture-stock are offered for allotment or for sale, pay commission or brokerage to any person for subscribing or agreeing to subscribe (whether absolute or conditionally) for any shares, debentures or debenture-stock of the Company, or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares, debentures or debenture-stock of the Company, or employed in the sale or underwriting to such shares, debenture or debenture-stock subject to Compliance with the requirements as prescribed in Section 82 of the Ordinance and the amount of such commission shall be such as will not exceed the rate which may be fixed by the Authority and the rate of brokerage shall not exceed one percent of the price at which shares of debentures issued have been actually sold through the broker or such other rate as may be prescribed by the Authority. The commission and brokerage may be paid or satisfied subject to the provision of section 82, either fully or partly in cash or in shares, debenture or debenture-stock of the company. The company may make any allotment on the terms that the person to whom such allotment is made shall have the right to call for further shares at such time or times and at such prices (not being less than par) as may be thought fit.

Trust not recognized

13. 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

14. 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

15. (a). The certificates of title to shares and/or debentures and duplicates thereof when necessary shall be issued under the seal of the Company and signed by two Directors or by one Director and the Secretary, or by one Director and one other persons 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 means to be specified in such resolution.

Members right to certificate

- (b). Every member or holder of debenture shall be entitled to 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

16. 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

17. If any certificate be worn out or defaced, or there is no further space o the back thereof for endorsements of transfers, then, upon production thereof to the Directors, they may order the same to be cancelled, and may issued a new certificate within forty five 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 certificates in lieu thereof shall be given to the party entitled to such lost or destroyed certificate . I 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

18. The certificate of shares registered in the name of two or more persons shall be delivered to the person first name in the Registered.

Provide that, in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more then 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.

19. Subject to the provisions of Section 76 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

20. 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

21. 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)

The _____ 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 _____ 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.

As witness our hands this _____ day of _____
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. _____

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:

Restriction of transfers

22. 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 forty five days from the date on which the instruments of transfer was lodged with it notify the defect or invalidity to the transferee who shall, after the removal thereof be entitled to re-lodge the transfer deed with the Company. Upon such re-lodgment, the Company shall within forty five days thereof register such transfer in favor of the transferee, if satisfied about removal of such defect or invalidity.

No transfer to minors etc

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

Transfer to be left office and evidence of title given

24. 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 tilt 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

25. 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

26. 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 151 of the Ordinance shall first be given for such closure.

Transmission of registered shares

27. The executors or administrators of a deceased member (not being one of several joint-holders) shall be the only person recognized by the Company as having any title to the shares registered in the name of such member and in case of the death of any one of more of the joint-holder of any registered shares, the survivors shall be the only persons recognized by the Company as having any title to, or interest in such shares. Before recognizing any executor or administrator the Directors may require him to obtain a Grant of Probate, Letter of Administration, Succession Certificate or other legal presentation as the case may be, from some competent court in Pakistan. Provided nevertheless that in any case where the Board in their absolute discretion think fit. It shall be lawful for the Director to dispense with the production of Probate, Letter of Administration, Succession Certificate or such other legal representation upon such terms as to indemnity or otherwise as the Directors in their absolute discretion, may consider necessary.

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

28. 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. This Article is hereinafter referred to as "The Transmission Article".

Rights of unregistered personal representative or trustee in bankruptcy

29. 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

30. The Company shall act in accordance with the provisions of Section 80 of the Ordinance, 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.

INCREASE AND REDUCTION OF CAPITAL

Power to increase capital

31. Subject to Section 92 the Company in General Meeting may, by ordinary resolution, from time to time increase its authorized capital by creation of shares of such amount as may be deemed expedient.

On what condition new shares may be issued

32. The new shares shall be issued upon such terms and conditions and with such right as the Resolution creating the same shall direct, and if no direction be given, as the Directors shall determine.

Further issue of capital by Directors

33. Subject to the Resolution in General Meeting sanctioning the increase of Share Capital where the Directors decide to increase capital of the company by issued of further shares, the Directors shall offer all new shares 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.

Inequality in number of new shares

34. 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 in the absence of any direction in the resolution creating the new shares or by the company in General Meeting, be determined by the Directors.

How far new shares rank with shares in original capital

35. 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 Ordinance.

Reduction of capital

36. The company may (subject to confirmation by the Court and subject to the provisions of Section 97 and 98) from time to time by Special Resolution reduce its capital by paying off and paid-up capital which is in excess of the needs of the Company or cancelling 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

37. The Company shall have only ordinary share capital and may be ordinary resolution.
- (a) Consolidate and divide the whole and any part of its shares capital into shares of larger amount than its existing shares;

- (b) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, and subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 09;
- (c) 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

38. The Company and its Directors, as the case may be, shall comply with the provisions of the Ordinance, being Section 208 regarding investment in the associated companies and undertaking, Section 209 for holding, investment in its own name, Section 210 for forms of the contract, Section 212 regarding execution of deeds, Section 214 concerning disclosure of interest by the Directors, Section 215, regarding disclosure of interest of the officers other than Directors, Section 216 regarding non-participation of the interest Directors in the proceedings, Section 218 regarding disclosure to members of Directors' interest in contract appointing chief executive or secretary, Section 222 regarding submission of statement of beneficial owners, if any, of listed securities, Section 223 concerning short selling, Section 224 regarding gains if any of the Directors and Officers on purchase and sale or sale and purchase of securities, Section 225 regarding contracts by agents of the Company in which it is undisclosed principal and Section 226 concerning securities and deposits.

BORROWING POWERS

Power to borrow

39. Subject to the provisions of the Ordinance, and these Articles the Directors may from time to time, at their discretion obtain finance under any mode of finance as defined in the Banking Tribunals Ordinance 1984 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 and may themselves lend any such sum of sums of the Company on security or otherwise.

Conditions on which money may be borrowed

40. 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 on the undertaking or the 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

41. 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.
42. 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. Issued of debenture by the Company shall be subject to the provisions of Section 113 to 120 and Section 149.

Register of mortgages to be kept

43. The Directors shall cause a proper Register to be kept in accordance with Section 125 of all mortgages and charges specifically affecting the property of the Company, and shall duly comply with the requirement of Section 121, 122 and 129 in regard to the registration of mortgages and charges therein specified and otherwise shall also duly comply with the requirement of Section 130 as to keeping a copy of every instrument creating any mortgage or charge by the Company at the Office, and the requirement of Section 132 as to giving intimation of the payment or satisfaction of any charge or mortgage created by the Company.

Inspection of register of Debenture holders & members

44. (a). Every register of members and debenture holder of the Company including the index referred to in Section 149 of the Ordinance and the register of the annual list of members as provided in Section 156 (4) 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 45(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 and days on which the transfer books of the company are closed, commencing on the day next after the days on which the requirement 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

45. 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 196 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

46. 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

47. 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 196 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 or otherwise as the Directors may from time to time think proper.

GENERAL MEETING

Annual General Meeting

48. (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 six months following the close of its financial year and not more than fifteen 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 issued each of a daily newspaper in English language and a daily newspaper Urdu language having circulation in the province in which the stock exchange on which the Company is listed is situated.

Distinction between ordinary and Extraordinary Meetings

49. 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

50. 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 159(2) of the Ordinance. 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 49(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

51. 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 alongwith 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 in the manner in which notices are required to be served by Section 50, but the accidental omissions to give notice to, or the non-receipt of notice by any members shall not invalidate the proceedings at any meeting.

- (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;

PROCEEDINGS AT GENERAL MEETING

Business of Ordinary Meeting

52. 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 178, to elect Auditors, to declare dividends and to transact any other business which under these Article and under the Ordinance ought to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting shall be deemed special.

Quorum

53. Five members entitled to vote and present in person or by proxy of whom at least three shall be present in person, 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

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

Chairman of General Meeting

55. 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 it 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 their number being a member entitled to vote to be the Chairman.

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

56. 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, those members who are present 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

57. Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairman shall, both on a show of hands and at the poll have a casting vote in addition to the vote or votes to which he may be entitled as a member.

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

58. 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 167 of the Ordinance 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.

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

59. 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

60. 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.

Power to adjourn General Meeting

61. 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

62. On a show of hands every member present in person or by proxy shall have one vote except for election of Directors in which case the provisions of Articles 87 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 Securities and Exchange Commission of Pakistan 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) Regulation:

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 Regulation 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

63. Where a Company registered under the provisions of the Ordinance or by Companies Act, 1913 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

64. Any person entitled under the Transmission 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 tic, idiot or non compos mentis, he may vote whether by a show of hands or at a poll by his committee, curator bones or other legal curator and such last mentioned persons may give their votes by proxy.

Joint holders

65. Where there are joint registered holders of any shares any one of such persons may vote at any meeting either personally or by proxy 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 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

66. (a). Votes may be given either personally or by proxy, or in the case of a company, by a representative duly authorized as aforesaid.
- (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 Articles 71.
- (c). A member entitled to vote at a meeting shall be entitled to inspect all proxies lodged with the Company during its business hours.

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

68. 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

69. 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 appoint a Proxy

70. 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

I, _____ being a member of Feroze1888 Mills Limited hereby appoint _____ of _____ or failing him _____ of _____ as my proxy to attend and vote for me, and on my behalf at the Annual or Extraordinary, (as the case may be) General Meeting of the Company to be held on the _____ day of _____ and at any adjournment thereof.

Signed by me this _____ day of _____ 20 ____ Provided always that a instrument appointing a proxy me be in the form set out in Regulation 39 in Table "A" in the first Schedule to the Ordinance.

Restriction on voting

71. 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 Transmission Articles to the transfer of shares of the Company.

DIRECTOR

Number of Directors

72. The Company shall have at least seven elected Directors, and subject to the said minimum, the Directors may from time to time, which the consent of the Company is General Meeting increase or decrease the number of Directors.

The present directors are:-

- 1.MR.HAJI ALIMOHAMMAD
- 2.MR.ABDUL GHAFAR HAJI SATTAR
- 3.MR.IQBAL ALIMOHAMMAD
- 4.SIRAJUDDIN KHAN (NIT)
- 5.MR.BASHIR H.ALIMOHAMMED
- 6.MR.RAZAK HAJI SATTAR
- 7.MR.GHULAM H.ALIMOHAMMED
- 8.MR. MUHAMMAD ASIF ABDUL GHAFAR

Debenture Directors by the Trustees thereof

73. Subject to Section 182, 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 "Debenture Director". A Debenture 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

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

Failure of Director to acquire qualifications

75. 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

76. 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

77. Any Director appointed to any executive office including for the purpose of this Article 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 provided that so long as is required by the controller of capital issue such remuneration shall require approval of the members in General Meeting.

Consent to ACT

78. 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

79. 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 Ordinance;
- g) has betrayed lack of fiduciary behavior and a declaration to this effect has been made by the Court under Section 217 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

80. A director shall ipso facto ceases to hold office if-

- a) he becomes eligible to be appointed as a director on any one or more of the grounds enumerated in clauses (a) to (h) of Article 80;
- 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 195 of the Ordinance;
 - (III) he is remove as a director by resolution under section 181 of the Ordinance.
- d) he resigns from his office.

Directors may contract with the Company

81. Subject to Section 214 and 215 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 to 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. Provided nevertheless that no Director shall 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 Directors 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

82. 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

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

Eligible for re-election

84. A retiring Director shall be eligible for re-election.
85. 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

86. (1). The Director shall subject to Article 73, 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 under Articles 87(1) 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 Articles 87(3) 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 in which the stock exchange on which its share are listed is situated.

(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 73, 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

87. In addition to the Directors elected or deemed to have been elected under Article 87, 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

88. 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

89. The Company shall keep at its office a register containing name and addresses and occupations and other particulars required by Section 205 of the Ordinance, 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

90. 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

91. 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

92. 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 twice a year. 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.

Directors may summon meeting

93. 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

94. 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

95. 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

96. 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

97. 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 Ordinance) 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

98. 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

99. A resolution in writing signed or initialed by a majority of the Directors for the time being of the Company shall be as valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted.

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

100. 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

101. The Directors shall cause a fair and accurate summary of minutes to be duly entered in books 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 orders 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

102. 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 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 been made.

Specific powers of Directors

103. Without prejudice to the general powers conferred by the last preceding Articles and the other powers conferred by the Articles but subject to the restrictions of Section 197 of the Ordinance 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 196(3) of the Ordinance, 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, bonds, debentures or other securities of the Company, and any such shares shall 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 of 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 (whether incorporated or not) 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 purposes 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 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 208 and 209 of the Ordinance to invest and deal with any of the moneys of the Company not immediately required for the purposes thereof upon such securities (not being shares in this Company) and in such manner as they 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 they 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 or a share in the general profits of the Company and such commission or share or profits shall be treated as part of the working expenses of the Company subject to approval of the company in General Meeting so long as such approval is required by the controller of capital issues.
- (12) From time to time make, vary and repeal byelaws for the regulation of the business of the Company, its officers and employees.

- (13) 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 in such or any other manner as the Directors may deem fit.
- (14) To make and alter rules and regulations concerning the time and manner of payment of the contribution of the employees and the Company respectively to any Fund and the accrual, employment, suspension and forfeiture of the benefits of the said Fund and the application and disposal thereof, and otherwise in relation to the working and management of the said Funds as the Directors shall from time to time think fit.
- (15) 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.
- (16) 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.
- (17) 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 dealt with, imported or exported by the Company, and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.
- (18) 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.
- (19) To accept from any member on such terms and conditions as shall be agreed a surrender of his shares or stock or any part thereof, subject to the Ordinance.
- (20) 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
- (21) To provide for the welfare of an employee or employees of the Company and the wives, widows and families of the dependants or connections of such persons, by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and other associated institutions, funds and trusts and providing or subscribing or contributing towards places, of instruction and recreation, mosques, schools, colleges, universities, hospitals and dispensaries, medical and other attendance and such other assistance as the Directors shall think fit, and to subscribe to contribute or otherwise to assist or to guarantee money to charitable benevolent, religious, scientific, national or other objects which shall have any moral or other claim to support or aid by the Company either by reason of locality or operation of public and general utility or otherwise.
- (22) Before recommending any dividend to set aside out of the profits of the Company such sums as they may think proper for Depreciation Fund; Reserve Fund or Sinking Fund or any special fund to meet contingencies or to repay debentures, or debenture-stock or for special dividends or for equalizing dividend or for repairing, improving, extending, and maintaining any part of the property of the

Company, and for such other purposes (including the purposes referred to in the preceding clause) as the Directors may, in their absolute discretion think conducive to the interest of the Company, and to invest to several sums so set aside or so much thereof as are required to be invested upon such investment (subject to the restrictions imposed by Section 195, 196 and 208 and other provisions of the Ordinance as the Directors may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company in such manner and for such purpose as the Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interests of the Company, notwithstanding that the matters to which the Directors apply or upon which they expend the same or any part thereof may be matters to or upon which the capital money of the Company might rightly be applied or expended, and to divide the Reserve Funds into such special funds as the Directors may think fit, and to employ the assets constituting all of any of the funds, including the Depreciation Fund, in the business of the Company or in the purchase or payment of debentures or debenture-stock and that without being bound to pay interest on the same separate from the other assets, with power, however, to the Directors at their discretion to pay or allow to the credit of such fund interest at such rate as the Directors may think proper, not exceeding fourteen percent per annum.

- (23) To comply with the requirement of any local law which in their opinion shall in the interest of the Company, be necessary of expedient to comply with.
- (24) (a) To appoint and 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 subject to Section 196 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.
- (c) From time to time and at any time to establish any Local Boards or branch offices for managing any of the affairs of the Company, in any special locality in Pakistan or elsewhere, and to appoint any persons to be members of any Local Boards, and to fix their remuneration. And from time to time and at any time delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Directors, (other than their powers which are compulsorily required to be exercised at the meeting of Directors under the Ordinance) and to authorize the members for the time being of any Local Boards or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit and the Directors may at any time remove any person so appointed, and may annual or vary any such delegation.
- (d) At any time and from time to time by powers of attorney to appoint any person or persons to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in and exercisable by the Directors under these presents and not including the powers which are compulsorily required to be exercised by the Directors at their meetings under the Ordinance) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors think fit) be made in favour of the members or any of the members of any Local Board established as aforesaid, or in favour of any company or the members, directors, nominees or managers of the company, or firm or otherwise in favour of any fluctuating body or person whether nominated directly or indirectly by the Directors, and any such power or attorney may contain such powers for the

protection or convenience of persons dealing with such attorney as the Directors may think fit, and may contain powers enabling any such delegate or attorney as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

(e) To delegate, entrust to and confer from time to time upon the Secretary, manager or managers or attorneys from time to time such of the powers exercisable by the Directors as they may think fit (other than the powers which are compulsorily required to be exercised at meeting of the Directors 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 power 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, withdraw, alter or vary all or any of such powers.

(f) To delegate all or any of their powers (other than the powers which are compulsorily required to be exercised at meetings of the Directors under the Ordinance) to a Chief Executive or to a Managing Director or to a Secretary or any other executive as they may from time to time think fit.

CHIEF EXECUTIVE

General Power of Company vested in Directors

104. (a) The directors of the company shall appoint a Chief Executive within 14 days from the date of election of Directors under article 87 or the office of the chief Executive falling vacant, as the case may be. 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 201 to 203 Ordinance.

EXECUTIVE DIRECTORS AND OTHER APPOINTMENTS

General Power of Company vested in Directors

105. 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

106. 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

107. The remuneration of a Chief or any Directors or Director holding any office as is mentioned in Article 78 may from time to time be fixed by the Directors, and may be by way of fixed salary, allowance and perquisites provided so long as is so required by the controller of capital issue the remuneration of a Chief Executive or other Director above referred shall require approval of the members in General Meeting. 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 Article 105 and 106 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

108. 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

109. 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

110. The company shall make the requisite Annual Return in accordance with section 156 of the Ordinance.

DIVIDENDS

How profit shall be divided

111. 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.

How profit shall be divided

112. 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 the Ordinance.

Restrictions on amount of Dividend

113. 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

114. Subject to Section 248 (2) of the Ordinance, 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

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

Interim Dividend

116. 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

117. 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

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

Retention in certain cases

119. 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 shall become a member in respect thereof or shall duly transferred the same.

Dividend to joint holders

120. 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 by post

121. Unless otherwise directed any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto or, in the case of joint-holders to the registered address of that one whose name stands first in the Register in respect of the Joint-holding, or to such persons and such address as the member or person entitled for such Joint-holders, as the case may be, may direct, and every cheque or warrant so sent shall be made payable to the order of such other person entitled or such joint-holders as the case may be, may direct. Several executors of administrators of a deceased mother in which sole name any share shall stand, shall for the purpose of this clause be deemed to be joint-holders thereof.

Compulsory procedure for payment of dividned

122. (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.

123. 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 Article 124 within forty-five days of the declaration of dividend as laid down in Section 251.

Unclaimed dividend

124. All dividends unclaimed for any other reason for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed. Unpaid dividends shall not bear interest as against the Company and all unpaid dividends for 6 years after having been declared may be forfeited by the Directors for the benefits of the Company. Provided, however, the Directors may at any time annual such forfeiture and pay any such dividend.

CAPITALISATION OF PROFIT

Capitalization of Reserves

125. 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

126. 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 in fractions and also to authorize any person to enter 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 binding on all such Members.

BOOKS AND DOCUMENTS

127. (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,

(d) Particulars relating to utilization of material or labor or to other inputs or items of cost as may be prescribed if the Company is a company of such class which is required by the Authority to include such particulars in the Books Accounts.

(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

128. 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.
129. The Directors shall from time to time determine whether and to what extend 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 Ordinance or authorized by the Directors or by the company in general meeting.

Preparation of Profit and Loss Account and Balance Sheet

130. 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. 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 Ordinance.

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

131. (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 five 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 242 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

132. (1). The balance sheet and profit and loss account of the Company shall be approved by the Directors and shall be signed by 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 of Clause (11) above.

(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.

133. The directors shall in all respect comply with the provisions of Section 230 to 247 (to the extent applicable) or any statutory modifications, thereof for the time being in force.

AUDIT

Appointment of Auditors and their duties

134. Auditors shall be appointed and their duties regulated in accordance with Section 252 to 257.

NOTICES

How notices to be served on members

135. (a). 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.

(b). Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing 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

136. 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 appears. 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 circulation in the Province in which stock exchange on which company is listed is situated.

Notice to Joint-holders

137. 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

138. 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

139. 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 or 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

140. 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.

Notice how to be advertised

141. Any notice required to be or which may be given by advertisement shall be advertised once in daily newspapers in Pakistan as specified in Articles 138.

When notice by advertisement deemed to be served

142. 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

143. Every person who, by operation of law transfer or by the other means whatsoever, shall become entitled to any share shall be bound by every notice in 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

144. 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 member be then 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 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

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

Service of process in winding up

146. 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 138 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 is 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

147. 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 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 the law, as are incapable of being varied or excluded by these Articles.

SECRECY

Secrecy

148. 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

149. 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

150. (a) Subject to the provisions of Section 194 every Director of the Company, Chief Executive, the Secretary, Manager and other officer or employee of the Company shall be indemnified by the Company and it shall be the duty of the Directors of the Company to pay out of the funds of the Company all costs, losses 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 in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 488 of the Ordinance in which relief is given to him by the Court.

Directors etc not responsible for acts of others

151. No, Director, Chief Executive, Secretary, Manager, Auditor or other officer of the Company shall be liable for the act, receipt neglect of 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 any 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

Distribution of assets

152. 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 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

153. If the Company shall be wound up whether voluntarily or otherwise the Liquidator may with the sanction of a Special Resolution divide among the members in specie or kind 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.

Chief Executive

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, Addresses and Description of Subscribers | Number of Shares Taken by each Subscriber | Name, Addresses and Descriptions of witnesses |
|--|---|---|
| 1.MR.AHMED HAJI HABIB 117/3, Garden East, Karachi | ONE | HYDER BHIMJI & CO Chartered Accountant Oriental Building I.I. Chundrigar Road Karachi |
| 2.MR.HAROON HAJI KARIM 232, Manekji Street Garden East Karachi | ONE | |
| 3.MR.EBRAHIM HAJI KARIM 117/6, Vines Street Garden East, Karachi | ONE | |