

M/S ALLAWASAYA TEXTILE AND FINISHING MILLS LIMITED

COMPARISON OF EXISTING AND REVISED ARTICLES OF ASSOCIATION

Revised Articles of Association, comparison of the existing, the proposed changes and the changed articles of Articles of Association of the Company are as under:

<u>EXISTING AS PER COMPANIES ORDINANCE, 1984</u>	<u>PROPOSED AS PER COMPANIES ACT, 2017</u>	<u>CHANGES</u>
<p align="center">PRELIMINARY</p> <p>Table "A" not to apply</p> <p>1. The Regulations contained in the Table "A" in the First Schedule to the Companies Ordinance, 1984 shall not apply to the Company and in lieu thereof the following shall be the Articles of the Company.</p>	<p align="center">PRELIMINARY</p> <p>1. (1) In these Articles–</p> <p>(a) "section" means section of the Act;</p> <p>(b) "the Act" means the Companies Act, 2017;</p> <p>(c) "the seal" means the common seal or official seal of the company as the case may be; and</p> <p>(d) "the company" means M/s ALLAWASAYA TEXTILE AND FINISHING MILLS LIMITED.</p> <p>1. (2) Unless the context otherwise requires, words or expressions contained in these Articles shall have the same meaning as in this Act; and words importing the singular shall include the plural, and <i>vice versa</i>, and words importing the masculine gender shall include feminine, and words importing persons shall include bodies corporate.</p>	<p>Existing Article 1 is modified and numbered as Article 1 (1) & 1 (2) and existing Article 3 is merged here.</p>
<p>2. The Regulations for the Management of the company and for the observance of the members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of or addition to its Regulations by Special Resolution as</p>	<p>Omitted</p>	<p>Existing Article 2 is Deleted.</p>

<p>prescribed or permitted by the Act, be such as are contained in these Articles.</p>		
<p style="text-align: center;">INTERPRETATION</p> <p>Interpretation</p> <p>3. In these presents unless there be something in the subject or context inconsistent therewith:-</p> <p>“The Company” means ALLAWASAYA TEXTILE AND FINISHING MILLS LIMITED.</p> <p>“The Ordinance” or “the said Ordinance” means the Companies Ordinance 1984 or any other Act for the time being in force concerning Joint Stock Companies and affecting the Company.</p> <p>“The Directors” means the Directors for the time being of the Company and includes any person occupying the position of a Director or the Directors assembled at a Board.</p> <p>“Month” means calendar month according to English Style.</p> <p>“The Office” means the registered office for the time being of the Company.</p> <p>“These presents” means these Articles of Association as originally</p>	<p>Omitted</p>	<p>Existing Article 3 is merged in Article 1.</p>

framed or altered from time to time.

“The Register” means the Register of members to be kept pursuant to Section 147 of the Companies Ordinance, 1984.

“In writing” or “written” includes printing, lithography and type writing and other modes of representing words or reproducing words in a visible form.

“Dividend” includes bonus.

“The seal” means the common seal of the Company.

“Special Resolution” has the meaning assigned thereto by the said Ordinance.

“Executor” or “Administrator” means a person who has obtained Probate or Letters of Administration, as the case may be, from some competent court in Pakistan and shall include the holder of the Certificate granted under the Succession Act, and authorizing the holder thereof to negotiate or transfer the share or shares of the deceased member.

“Authority” means the Corporate Law Authority constituted under Section 11.

<p>Words importing the singular number also include plural and vice versa.</p> <p>Words importing the masculine gender also include the feminine gender.</p> <p>Words importing persons include corporations or companies whether registered in Pakistan or elsewhere.</p> <p>Subject as aforesaid any words or expressions defined in the Ordinance shall except where subject or context forbids bear the same meaning in these Articles.</p>		
<p align="center">COMMENCEMENT OF BUSINESS</p> <p>Commencement of business</p> <p>4. The Directors shall have regard to the restrictions on the commencement of business imposed by Section 146 of the Ordinance in so far as those restrictions may be binding upon the Company.</p>	<p>2. The directors shall have regard to the restrictions on the commencement of business imposed by Section 19 if, and so far as, those restrictions are binding upon the company.</p>	<p>Existing Article 4 is re-numbered as Article 2 with changed Section as per Companies Act, 2017.</p>
<p align="center">BUSINESS</p> <p>Business</p> <p>5. The business of Company shall include the several objects expressed in the Memorandum of Association or those which are within its scope and meaning and all</p>	<p align="center">BUSINESS</p> <p>Omitted</p>	<p>Existing Article 5 is Deleted.</p>

<p>the incidental matters taken or to be taken in hand, as the Directors in their discretion shall think fit, and all matters which may appear to the Directors to be expedient for attaining these objects. The business shall be carried on by or under the management of Directors, subject only to such control of General Meeting as is provided for by these Articles and the Ordinance.</p>		
<p style="text-align: center;">CAPITAL</p> <p>Capital</p> <p>6. The Capital of the Company is Rs. 10,000,000 (Ten Millions) divided into 1,000,000 shares of Rs.10 each.</p>	<p style="text-align: center;">2A. CAPITAL</p> <p>The Authorized Capital of the Company is Rs.10,000,000 (Ten Million) divided into 1,000,000 Ordinary Shares of Rs.10/- each. The Company shall have powers to increase, reduce or reorganize the capital of the Company or increase or reduce the nominal value of the shares and divide shares in the capital for the time being into several classes to the extent permissible by law in accordance with provisions of the Law.</p>	<p>Existing Article No.6 is re-numbered as Article 2A with some additions.</p>
	<p style="text-align: center;">SHARES</p> <p>3. In case of shares in the physical form, every person whose name is entered as a member in the register of members shall, without payment, be entitled to receive, within thirty days after allotment or within fifteen days of the application for registration of transfer, a certificate under the seal specifying the share or shares held by him and the amount paid up thereon:</p> <p>Provided that if the shares are in book entry form or in case of conversion of physical shares and other transferable securities into book-entry form, the company shall, within ten days after an application is made for the</p>	<p>New Article No.3 is added under the heading SHARES.</p>

<p>Company's shares not to be purchased.</p> <p>7. Except to the extent and in the manner allowed by Section 95 of the Ordinance, none of the funds of the Company shall be employed in the purchase of or lent on shares of the Company.</p> <p>Allotment of Shares.</p> <p>8. The shares shall be under the control of the Directors who may offer shares for subscription upon such terms as the Directors think fit and the amount payable upon application shall be the full amount of the nominal value of the shares; and the Directors shall as regards any allotment of shares, duly comply with provisions of Section 68 to 73 of the Ordinance as may be applicable thereto. The Board may issue shares at a discount subject</p>	<p>registration of the transfer of any shares or other securities to a central depository, register such transfer in the name of the central depository.</p> <p>4. The company shall not be bound to issue more than one certificate in respect of a share or shares in the physical form, held jointly by several persons and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.</p> <p>5. If a share certificate in physical form is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, not exceeding one hundred rupees, and on such terms, if any, as to evidence and indemnity and payment of expenses incurred by the company in investigating title as the directors think fit.</p> <p>6. Except to the extent and in the manner allowed by Section 86, no part of the funds of the company shall be employed in the purchase of, or in loans upon the security of, the company's shares.</p> <p>Omitted</p>	<p>Existing Article 17 is re-numbered as Article 4 with modified wording.</p> <p>Existing Article 16 is re-numbered as Article 5 with modified wording.</p> <p>Article No.7 is re-numbered as Article 6 with modified wording and Section is changed as per Companies Act, 2017.</p>
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to the provision of Section 84 of the Ordinance.

Trust not recognized.

9. No person shall be recognized by the Company as having any share upon trust, and the Company shall not be bound by or required to recognize any equitable, contingent, future or partial interest in any share or (except only as by these Articles otherwise expressly provided) any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder.

Omitted

Minor Share holder.

10. A minor may become a Shareholder through his guardian and such guardian will be authorized to transfer the shares held by any minor.

Omitted

Shares held by more than one person.

11. Any share held by two or more persons in the event of death of one, belongs exclusively and wholly to the survivor or survivors.

Omitted

Notice of change of name.

12. No member who changes his name shall be entitled to recover any dividend or to vote, until notice of the change be given to the Company in order that the same may be registered.

Omitted

<p style="text-align: center;">UNDERWRITING AND BROKERAGE</p> <p>Commission for placing shares.</p> <p>13. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debenture 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, but so that if the commission in respect of shares shall be paid or payable out of capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed one percent of the capital paid up. The commission may be paid or satisfied in cash or in shares, debentures or debenture-stock of the Company.</p>	<p>Omitted</p>	
<p style="text-align: center;">CERTIFICATES</p> <p>Certificates</p> <p>14. The Certificate of title to the share shall be issued under the Seal of the Company and shall bear the signature of two Directors. The Share Certificate shall be issued within 90 days after the allotment or within forty- five days of the application for registration of transfer.</p> <p>Member's right to Certificate.</p> <p>15. Every member shall be entitled to one certificate for all the shares registered in his name. Every</p>	<p>Omitted</p> <p>Omitted</p>	

certificate of shares shall specify the number and denoting numbers of the shares in respect of which it is issued and the amount paid up thereon. For any further certificate the Directors shall be entitled but shall not be bound to prescribe a charge not exceeding one Rupee.

Issue of new certificate in place of one defaced, lost or destroyed.

16. If any certificate be worn out, defaced, destroyed or lost or there be no further space on the back thereof for endorsements of transfer, it may be renewed or replaced on payment of such sum not exceeding one Rupee as the Directors may from time to time prescribe. Provided, however, that such new certificate shall not be granted except upon delivery of the worn out or defaced or used up certificate for the purpose of cancellation or upon proof of destruction or loss to the satisfaction of the Directors and on such indemnity as the Directors deem adequate in the case of the certificate having been destroyed or lost. Any renewed certificate may be marked as such.

To which of joint holders certificate to be issued.

17. The certificate of shares registered in the names of two or more persons shall, unless otherwise directed by them, be delivered to the person first named on the Register.

Moved to number 5.

Moved to number 4.

Existing Article 16 is re-numbered as Article 5 with modified wording.

Existing Article 17 is re-numbered as Article 4 with modified wording.

TRANSFER AND TRANSMISSION

Register of Transfer

18. The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

Omitted

Surrender of Shares

19. (1) An application for registration of the transfer of shares and debentures of the Company may be made either by the transferor or the transferee, and subject to the provision of this Article, the Company shall enter in its Register of Members the name of the Transferee in the same manner and subject to the same conditions as if the application was made by the Transferee.

Omitted

(2) It shall not be lawful for the Company to register a transfer of any shares unless the proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the script.

Custody of instrument of transfer

20. The instrument of transfer shall after registration be retained by the Company and shall remain in their custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all

Omitted

transfer deeds lying with the Company for a period of ten years or more.

General Power to refuse transfer.

21. The Directors shall not refuse to registrar any transfer of fully paid shares unless the transfer deed is defective or invalid.

Notice of refusal to register transfer.

22. If the Directors refuse to register a transfer of shares they shall within thirty days after the date on which the transfer deed was lodged with the Company, send to the transferee a notice of the refusal indicating therein the defect or deficiency or invalidity. The transferee shall, after removal of such defect or deficiency or unvalidity be entitled to re-lodge the transfer deed with the Company.

9. (1) Subject to the restrictions contained in Articles 10 and 11, the directors shall not refuse to transfer any share unless the transfer deed is defective or invalid. The directors may also suspend the registration of transfers during the ten days immediately preceding a general meeting or prior to the determination of entitlement or rights of the shareholders by giving seven days' previous notice in the manner provided in the Act. The directors may, in case of shares in physical form, decline to recognize any instrument of transfer unless—

- a) a fee not exceeding fifty rupees as may be determined by the directors is paid to the company in respect thereof; and
- b) the duly stamped instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer.

9. (2) If the directors refuse to register a transfer of shares, they shall within fifteen days after the date on which the transfer deed was lodged with the company send to the transferee and the transferor notice of the refusal indicating the defect or invalidity to the transferee, who shall, after removal of such defect or invalidity be entitled to re-lodge the transfer deed with the company.

Provided that the company shall, where the transferee is a central depository the refusal shall be conveyed within five days from the date on which the instrument of transfer was lodged with it notify the defect or invalidity to the

Existing Article 21 is re-numbered as Article 9. (1) with modifications.

Existing Article 22 is re-numbered as Article 9. (2) with modifications.

Execution of transfer, etc.

23. The instrument of transfer of any share shall be signed both by the transferor and the transferee and the transferor shall be deemed to remain holder of such share until the name of the transferee is entered in the register in respect thereof.

Form of Transfer.

24. The instrument of transfer of any shares shall be in the usual common form or in the following form or as near thereto as circumstances will admit:-

"I, _____ of _____, in consideration of the sum of rupees _____ paid to me by _____ of _____ (hereinafter called "the transferee"), do hereby transfer to the said transferee _____ the share (or shares) numbered _____ to _____ inclusive, in the _____ Limited, to hold unto the said transferee his executors, administrators and assigns, subject to the several conditions on which I held the same at the time of the execution hereof, and I, the said transferee, do

transferee who shall, after the removal of such defect or invalidity, be entitled to re-lodge the transfer deed with the company.

7. The instrument of transfer of any share in physical form in the company shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the register of members in respect thereof.

8. Shares in physical form in the company shall be transferred in the following form, or in any usual or common form which the directors shall approve: -

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

I..... s/or/o..... (hereinafter called "the transferor") in consideration of the sum of rupees paid to me by..... s/or/o..... (hereinafter called "the transferee"), do hereby transfer to the said transferee.....the share (or shares) with distinctive numbers fromto.....inclusive, in the Allwasaya Textile and Finishing Mills Limited, to hold unto the said transferee, his executors, administrators and assigns, subject to the several conditions on which I held the same at the time of the execution hereof, and I, the said transferee, do hereby agree to take the said share (or shares) subject to the conditions aforesaid. As witness our hands this..... day of....., 20.....

Existing Article 23 is re-numbered as Article 7 with some additions.

Existing Article 24 is re-numbered as Article 8 with some additions.

hereby agree to take the said share (or shares) subject to the conditions aforesaid.

As witness our hands this _____ day of _____.

Witness
Signature _____
Signature _____ dated _____

Full Address
Signature _____

Transferee

Full Name, Father's/
Witness
Husband's Name
Signature _____ dated _____
Nationality _____

Occupation and Full Address
Full Address
of Transferee

Signature Signature

Transferor

Transferee

Full Name, Father's / Husband's Name / Full Name, Father's / Husband's Name

CNIC Number (in case of foreigner, / CNIC Number (in case of foreigner,

Passport Number) / Passport Number)

Nationality / Nationality

Occupation and usual Residential Address / Occupation and usual Residential Address

Cell number

Landline number, if any

Email address

Witness 1:

Witness 2:

Signature.....date / Signature.....date
..... /

Name, CNIC Number and Full Address / Name, CNIC Number and Full Address

Bank Account Details of Transferee for Payment of Cash Dividend

(Mandatory in case of a listed company and optional for any other company)

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

Instrument of transfer to be left at office, and evidence of title given.

25. Every instrument of transfer shall be left at the office for registration duly stamped accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares. All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall, on demand, be returned to the person depositing the same.

Registration of Transfer when instrument of transfer is lost.

26. Where it is proved to the satisfaction of the Directors that an instrument of transfer signed by the transferor and transferee has been lost, the Company may, if the Directors think fit, by an application in writing made by the transferee and bearing the stamp required by an instrument of transfer, register the transfer on such terms as to indemnify as the Directors may think fit.

following bank account:

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

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

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

Omitted

Existing Article 25 is omitted.

<p>Company's power to effect transfer of shares transmitted by operation of law. 27.Nothing contained in these Articles shall prejudice any power of the Company to register as shareholder or debenture-holder any person to whom the right to any shares in or debentures of the Company has been transmitted by operation of law.</p> <p>Fee on transfer. 28.A fee not exceeding one rupee be charged for each transfer, and shall if required by the Directors, be paid before the registration thereof.</p> <p>When transfer book and register may be closed. 29. On giving seven days previous notice by advertisement in some newspaper having circulation in the Provinces of the Punjab and Sindh, the transfer books and register of members and debenture-holders may be closed for any time or times, not exceeding in whole forty-five days in any one year as the Directors from time to time direct, but so that the books and register shall not be closed for a period exceeding thirty days at a time.</p> <p>Shares of deceased member 30.The executors or administrators of a deceased member shall be the only persons recognized by the Company as having any title to his share except in a case of joint-holders in which case the surviving holders or the executors or administrators of the last surviving holder shall be the</p>	<p>Omitted</p> <p>Moved to 9 (1) (a).</p> <p>Omitted</p> <p>10. The executors, administrators, heirs, or nominees, as the case may be, of a deceased sole holder of a share shall be the only persons recognized by the company to deal with the share in accordance with the law. In the case of a share registered in the names of two or more holders, the survivors or survivor, or the executors or administrators of the deceased survivor, shall be the only</p>	<p>Existing Article 28 is re-numbered as Article 9. (1) (a) with modified wording.</p> <p>Existing Article 30 is re-numbered as Article 10 with modifications.</p>
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only persons entitled to be so recognized; but nothing herein contained shall release the estate of a deceased joint-holder from any liability in respect of any share jointly held by him. The Company shall not be bound to recognize such executor or administrator unless he shall have obtained probate or letters of administration or other legal representation as the case may be from a duly constituted Court in Pakistan or from any Court or authority authorized by any Act of the Legislature or by an Order or Notification of the President to grant such probate or letters of administration.

Provided nevertheless that in special cases, in such only, it shall be lawful for the Directors to dispense with the production of probate or letters of administration or such other legal representation upon such terms as to indemnify or otherwise as the Directors may deem fit.

Transfer by Nomination

31. (1) A person may on acquiring interest in the Company as member, represented by shares, at any time after acquisition of such interest deposit with the Company a nomination conferring on one or more persons the right to acquire the interest in the shares therein specified in the event of his death; PROVIDED that, where a member nominates more than one person, he shall specify in the nomination the extent of right

persons recognized by the company to deal with the share in accordance with the law.

12. A person may on acquiring interest in a company as member, represented by shares, at any time after acquisition of such interest deposit with the company a nomination conferring on a person, being the relatives of the member, namely, a spouse, father, mother, brother, sister and son or daughter, the right to protect the interest of the legal heirs in the shares of the deceased in the event of his death, as a trustee and to facilitate the transfer of shares to the legal heirs of the deceased subject to succession to be determined under the Islamic law of inheritance and in case of non-*Muslim* members, as per their respective law.

Existing Article 31 is re-numbered as Article 12.

conferred upon each of the nominees, so however that the number of shares therein specified are possible of ascertainment in whole numbers.

(2) Where any nomination, duly made and deposited with the Company as aforesaid, purports to confer upon any person the right to receive the whole or any divisible part of the interest therein mentioned, the said person shall, on the death of the member, become entitled, to the exclusion of all other persons, to become the holder of the shares or the part thereof, as the case may be, and on receipt of proof of the death of the member along with the relevant scripts, the transmission of the said shares shall be registered in favor of the nominee to the extent of his interests unless:-

(a) Such nomination is at any time varied by another nomination made and deposited before the death of the member in like manner or expressly cancelled by notice in writing to the Company:

or

(b) Such nomination at any time becomes invalid by the reason of the

happening of some contingency specified therein;

and if the said person predeceases the member, the nomination shall, so far as it relates to the right conferred upon the said person, become void and of no effect:

PROVIDED that where provision has been duly made in the nomination conferring upon some other person such right in the stead of the person deceased, such right shall, upon the deceased as aforesaid of the said person, pass to such other person.

(3) The person to be nominated as aforesaid shall not be person other than the following relatives of the members, namely, a spouse, father, mother, brother, sister and son or daughter, including a step or adopted child.

(4) The nomination as aforesaid shall in no way prejudice the rights of the member making the nomination to transfer, dispose of or otherwise deal in the shares owned by him during his lifetime and shall have effect in respect of the shares owned by the said member on the day of his death.

Transfer of share of deceased or bankrupt members.

32. Any person becoming entitled to shares in consequence of the death or bankruptcy of any member upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of 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 transfers hereinbefore contained, transfer such shares. This Article is hereinafter referred to as "the Transmission Article".

Verification and indemnity in case of transmission

33. Every transmission of share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be verified or unless an indemnity be given to the Company with regard to such registration which the Directors, at their discretion shall consider sufficient, provided, nevertheless, that there shall not be any obligation on the Company or the Directors to accept any indemnity.

Right of Legal transferee of shares

34. A person becoming entitled to a share by reason of the death or bankruptcy of a member shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered

11. The shares or other securities of a deceased member shall be transferred on application duly supported by succession certificate or by lawful award, as the case may be, in favour of the successors to the extent of their interests and their names shall be entered to the register of members.

13. The person nominated under Article 12 shall, after the death of the member, be deemed as a member of company till the shares are transferred to the legal heirs and **if the deceased was a director of the company, not being a listed company, the nominee shall also act as director of the company to protect the interest of the legal heirs.**

14. A person to be deemed as a member under Articles 11, 12 and 13 to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share and exercise any right conferred by membership in relation to meetings of the

Existing Article 32 is re-numbered as Article 11 with some modifications.

Existing Article 33 is re-numbered as Article 13 with modifications.

Existing Article 34 is re-numbered as Article 14 with modifications.

member of the shares, except that he shall not, before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Company not liable for disregard of a notice prohibiting registration of a member

35. The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by an apparent legal owner thereof to the prejudice of persons having or claiming any equitable right, title or interest to or in the same, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to attend or give effect to any notice which may be given to them of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Directors shall so think fit.

company.

Omitted

**INCREASE, REDUCTION AND ALTERATION
OF CAPITAL**

Power to increase Capital

36. The Directors may from time to time with the sanction of the Company in General meeting by Ordinary Resolution, increase the share capital by such sum to be divided into shares of such amount as the Resolution shall prescribe.

On what conditions new shares may be issued

37. The new shares issued by the Company shall rank pari passu with the existing shares in all matters including the right to such bonus of right issue and dividend as may be declared by the Company subsequent to the date of issue of such new shares.

New shares to be offered to members

38. The new shares shall be offered to the members in proportion to the

15. The company may, by special resolution—
(a) increase its authorized capital by such amount as it thinks expedient;

16. Subject to the provisions of the Act, all new shares shall at the first instance be offered to such persons as at the date of the offer are entitled to such issue in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by letter of offer specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of the same in such manner as they think most beneficial to the company. The directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the directors, be conveniently offered under this Article.

18. The company may, by special resolution, reduce its share capital in any manner and with, and subject to confirmation by the Court and any incident authorized

Existing Article 36 is re-numbered as Article 15 (a) with modifications.

Existing Article 37 is re-numbered as Article 16.

Existing Article 38 (1) is re-numbered as Article 18.

existing shares 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 the expiration of such time or on receipt of an intimation from the member to whom such notice is given that he declines to accept the share offered, the Directors shall offer the unsubscribed part to only one or more institutions as may be specified by the Authority, and, if the said institutions do not subscribe to the whole or any part of the offer the Directors may dispose of the same in such manner as they think most beneficial to the Company.

(1) Subject to any incident authorized and consent or confirmation required by law for the time being in force, the Company shall have the power by a Special Resolution, to reduce its share capital in any way, and in particular (without prejudice in the generality of the foregoing power) may:-

and consent required, by law.

<p>(a) Either with or without extinguishing or reducing liability on any of its shares, cancel any paid up share capital which is lost or unrepresented by available assets: or</p> <p>(b) Either with or without extinguishing or reducing liability on any of its shares, pay off any paid up share capital which is in excess of the wants of the Company, and may if and so far as is necessary, alter its memorandum by reducing the amount of its share capital and of its shares accordingly.</p> <p>(2) A special resolution under this Article shall be called a resolution for reducing share capital.</p> <p>As to preferences etc.</p> <p>39. The Company may, before the issue of any new shares, determine that the same or any of them shall be offered at par or at a premium, or make any other provisions as to the issue and allotment of new shares, but, in default of any such determination, or so far as the same shall not extend,</p>	<p>15. The company may, by special resolution– (d) cancel any shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the share so cancelled.</p> <p>15. The company may, by special resolution– (c) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association, subject, nevertheless, to the provisions of Section 85;</p> <p>17. The new shares shall be subject to the same provisions with reference to transfer, transmission and otherwise as the shares in the original share capital.</p>	<p>Existing Article 38 (1) (a) is re-numbered as Article 15. (d).</p> <p>Existing Article 38 (1) (b) is re-numbered as 15. (c) with modifications.</p> <p>Existing Article 39 is re-numbered as Article 17 with modifications.</p>
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<p>the new shares may be dealt with as if they formed part of the shares in the original ordinary capital.</p>		
<p style="text-align: center;">SUB DIVISION AND CONSOLIDATION OF SHARES</p> <p>Sub Division and Consolidation of shares. 40. The Company in General meeting by ordinary resolution may from time to time subdivide or consolidate its shares or any of them and exercise any of the other powers conferred by Section 92 of the Act and shall file with the Registrar notice of exercise of any such power as may be required by the Ordinance.</p> <p style="text-align: center;">MODIFICATION OF RIGHTS</p> <p>Power to modify rights. 41. All or any of the rights and privileges attached to shares into which the Capital may at any time be divided, may be abrogated, revoked or enhanced in the manner provided in Section 108 of the Ordinance.</p>	<p>15. The company may, by special resolution— (b) consolidate and divide the whole or any part of its share capital into shares of larger amount than its existing shares;</p> <p>Omitted</p>	<p>Existing Article 40 is re-numbered as Article 15 (b) with modifications.</p>
<p style="text-align: center;">BORROWING POWERS</p> <p>Power to borrow. 42. The Directors may from time to time at their discretion, raise or borrow or secure the payment of any sum or sums of moneys for the purpose of the Company from any persons, firms or Companies (expressly including any member of the Company) and may themselves lend any such sum or sums.</p>	<p>Omitted</p>	

<p>Conditions on which money may be borrowed.</p> <p>43. The Directors may raise or secure the payment of such sum in such manner and upon such terms and conditions in all respects as they think fit and in a particular by the issue of debentures or debenture-stock or any mortgage, charge or other security or undertaking or the whole or any part of the property of the Company (both present or future).</p> <p>Securities may be assignable free from equities.</p> <p>44. Debentures, debenture-stock or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.</p> <p>45. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawing, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise.</p> <p>Register of mortgages to be kept.</p> <p>46. The Directors shall cause a proper Register to be kept in accordance with Section 135 of the Ordinance of all mortgages and charges specifically affecting the property of the Company, and shall duly comply with the requirements of Section 121, 122, 128 and 129 of the Ordinance, in regard to the registration of mortgages and charges and modifications thereof</p>	<p>Omitted</p> <p>Omitted</p> <p>Omitted</p> <p>Omitted</p>	
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therein specified and otherwise and shall also duly comply with the requirements of Section 130 of the Ordinance as to keeping a copy of every instrument creating any mortgage or charge at the office. The Directors shall also comply with Section 132 as to giving intimation to the ~~Register~~ Registrar of Companies of the payment or satisfaction of mortgages and charges.

Register of holders of debentures.

47. Every register of holders of debentures of the Company may be closed for any periods not exceeding in the whole thirty days in any year. Subject as aforesaid every such Register shall be open to the inspection of the registered holder of any such debentures and of any member, but the Company may, in General Meeting, impose any reasonable restrictions so that at least two hours in each day when such Register is open are appointed for inspection.

48. The Company shall comply with the provisions of Section 136 of the Ordinance as to allowing inspection of copies kept at the office in pursuance of Section 130 of the Ordinance and as to allowing inspection of the Register of mortgages to be kept at the office in pursuance of Section 135 of the Ordinance.

Supplying copies of Register of holders of debentures.

49. The Company shall comply with the provisions of Section 150 of the

Omitted

Omitted

Omitted

<p>Ordinance, as to supplying copies of any Register of holders of debentures or of any trust deed for securing any issue of debentures.</p> <p>Right of holders of debentures as to Balance Sheets.</p> <p>50. Holders of debentures or debenture-stock shall in accordance with Section 247 of the Ordinance have the same right to receive and inspect the Balance Sheets and Profit and Loss Accounts of the Company and the Report of the Auditors and other reports as are possessed by the holders of ordinary shares in the Company.</p>	<p>Omitted</p>	
<p style="text-align: center;">GENERAL MEETINGS</p> <p>Meeting of shareholders where to be held.</p> <p>51. All general meetings whether ordinary or extra ordinary shall be held at the registered office of the Company or other premises of the Company or at any convenient place as the Directors may think fit.</p> <p>Ordinary General Meeting</p> <p>52. An ordinary general meeting of the Company shall be held within eighteen months from the date of its incorporation and thereafter once at least in each calendar year within a period of six months following the close of its financial year, at such</p>	<p>19. The statutory general meeting of the company shall be held within the period required by Section 131.</p> <p>21. All general meetings of a company other than the statutory meeting or an annual general meeting mentioned in Sections 131 and 132 respectively shall be called extraordinary general meetings.</p> <p>Omitted</p> <p>20. A general meeting, to be called annual general meeting, shall be held, in accordance with the provisions of Section 132, within sixteen months from the date of incorporation of the company and thereafter once at least in every year within a period of one hundred and twenty days following the close of its financial year.</p>	<p>Two new Articles No.19 and 21 are inserted in revised articles of association under the heading of General Meetings.</p> <p>Existing Article 52 is re-numbered as Article 20 with modifications.</p>

time and place as the Directors may determine, provided, however, that no greater interval than fifteen months shall be allowed to elapse between two ordinary general meetings.

When extra ordinary meetings to be convened.

53. The Directors may whenever they think fit, and they shall on the requisition of the holders of not less than one tenth of the issued capital of the Company forthwith proceed to convene an extra ordinary general meeting of the Company and in the case of such requisition, the provisions of Section 159 of the Ordinance shall apply.

54. If at any time there are not in Pakistan sufficient Directors capable of acting to form a quorum any Director may convene an extra ordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

Notice of meetings

55. Twenty one days' notice at least of every general meeting (ordinary or extra ordinary) and by whomsoever called, specifying the place, the day and hour of meeting and in case of special business the general nature of that business shall be given in the manner hereinafter provided or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are under the Ordinance or under these Articles entitled to receive such notice from the Company. With the consent in

22. The directors may, whenever they think fit, call an extraordinary general meeting, and extraordinary general meetings shall also be called on such requisition, or in default, may be called by such requisitionists, as provided by Section 133. If at any time there are not within Pakistan sufficient directors capable of acting to form a quorum, any director of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be called by the directors.

Moved to number 22.

23. Twenty-one days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business, shall be given in manner provided by the Act for the general meeting, to such persons as are, under the Act or the Articles of the company, entitled to receive such notice from the company; but the accidental omission to give notice to, or the non-receipt of notice by, any member shall not invalidate the proceedings at any general meeting.

Existing Article 53 & 54 have been amalgamated in New Article 22.

Existing Article 54 & 53 have been amalgamated in New Article 22.

Existing Articles 55 & 56 are amalgamated and are re-numbered as Article 23 with modifications.

<p>writing of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as provided under Section 459 (7) of the Ordinance.</p> <p>Omission to give notice not to invalidate proceedings.</p> <p>56. The accidental omission to give notice to or the non-receipt of notice by any of the members shall not invalidate the proceedings at any such meeting or the resolutions passed thereat.</p>	<p>Moved to number 23.</p>	<p>Existing Articles 56 & 55 are amalgamated and are re-numbered as Article 23 with modifications.</p>
<p>PROCEEDINGS AT GENERAL MEETINGS</p> <p>Business of Ordinary meeting.</p> <p>57. The business of an Ordinary Meeting shall be to receive and consider the profit and loss amount, the balance sheet and the reports of the Directors and of the auditors, to fill up vacancies, if any amongst the Directors, and auditors, to declare dividends and to transact any of the business which under these presents ought to be transacted at an ordinary meeting. All other business transacted at an ordinary meeting and all business transacted at an extra ordinary meeting, shall be deemed special.</p>	<p>24. All the business transacted at a general meeting shall be deemed special other than the business stated in subsection (2) of Section 134 namely; the consideration of financial statements and the reports of the board and auditors, the declaration of any dividend, the election and appointment of directors in place of those retiring, and the appointment of the auditors and fixing of their remuneration.</p>	<p>Existing Article 57 is re-numbered as Article 24.</p>

<p>Quorum</p> <p>58. Five members who represent not less than twenty five percent of the total voting power either of their own account or as proxies present in person or by proxy shall be a quorum for General Meeting.</p> <p>Quorum to be present when business commences.</p> <p>59. No business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the business.</p> <p>When if Quorum not present meeting to be dissolved and when to be adjourned.</p> <p>60. If within half an hour from the time appointed for the meeting a quorum is 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. If at such adjourned meeting a quorum is not present those</p>	<p>34. Except for the businesses specified under sub-section (2) of Section 134 to be conducted in the annual general meeting, the members of a private company or a public unlisted company (having not more than fifty members), may pass a resolution (ordinary or special) by circulation signed by all the members for the time being entitled to receive notice of a meeting. The resolution by circulation shall be deemed to be passed on the date of signing by the last of the signatory member to such resolution.</p> <p>25. No business shall be transacted at any general meeting unless a quorum of members is present at that time when the meeting proceeds to business. The quorum of the general meeting shall be two members present personally, or through video-link who represent not less than twenty-five percent of the total voting power, either of their own account or as proxies.</p> <p>Moved to number 25.</p> <p>26. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; 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 the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present, being not less than two, shall be a quorum.</p>	<p>New Article No. 34 is inserted in revised articles of association.</p> <p>Existing Articles 58 & 59 are amalgamated and re-numbered as Article 25.</p> <p>Existing Articles 59 & 58 are amalgamated and re-numbered as Article 25.</p> <p>Existing Article 60 is re-numbered as Article 26 with modifications.</p>
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members who are present not being less than two shall be inserted, shall be a quorum and may transact the business for which the meeting was called.

Chairman at General Meeting.

61. The Chairman, if any, of the Board of Directors shall be entitled to take the chair at every General Meeting. If there be no Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present may choose a Chairman, and in default of their doing so, the members present shall choose one of the Directors to be the Chairman and if no Director present be willing to take the Chair, shall choose one of their numbers to be the Chairman.

How questions to be decided at meetings.

62. 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 on a poll, have casting vote in addition to the vote or votes to which he may be entitled as member.

63. At any general meeting a resolution put to the vote or the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of a show of hands) demanded by at least five members having the right to vote on the resolution and present in person or by

27. The chairman of the board of directors, if any, shall preside as chairman at every general meeting of the company, but if there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for the meeting, or is unwilling to act as chairman, any one of the directors present may be elected to be chairman, and if none of the directors is present, or willing to act as chairman, the members present shall choose one of their number to be chairman.

52. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same or is unwilling to act as chairman, the directors present may choose one of their number to be chairman of the meeting.

33. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall have and exercise a second or casting vote.

29. (1) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded. 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

Existing Article 61 is re-numbered as Article 27.

Existing Article 61 is re-numbered as Article 52 with modifications.

Existing Article 62 is re-numbered as Article 33 with modifications.

Existing Article 63 is re-numbered as Article 29. (1) with modifications.

proxy or by any member or members present in person or by proxy and having not less than one tenth of the total sum paid up on all the shares conferring that right, a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority or lost and an entry to that effect in the books of the proceedings of the Company, shall until the contrary is proved, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against the resolution.

Poll

64. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.

Power of adjourning General Meeting.

65. 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.

entry to that 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 favour of, or against, that resolution.

29. (2) At any general meeting, the company shall transact such businesses as may be notified by the Commission, only through postal ballot.

30. A poll may be demanded only in accordance with the provisions of Section 143.

31. If a poll is duly demanded, it shall be taken in accordance with the manner laid down in Sections 144 and 145 and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time 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. When a meeting is adjourned for fifteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

New Article 29. (2) is inserted in revised articles of association.

New Article No.30 is inserted in revised articles of association.

Existing Article 64 is re-numbered as Article 31 with modifications.

Existing Article 65 is re-numbered as Article 28.

<p>Business may proceed not withstanding demanded for poll.</p> <p>66. 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. A poll demanded on the election of a 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 it is demanded as the Chairman of the meeting may direct.</p> <p>Chairman's decision conclusive</p> <p>67. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.</p>	<p>32. A poll demanded on the election of chairman or on a question of adjournment shall be taken at once.</p> <p>Omitted</p>	<p>Existing Article 66 is re-numbered as Article 32 with modifications.</p>
<p style="text-align: center;">VOTES OF MEMBERS</p> <p>Votes of Members.</p> <p>68. On a show of hands every member present in person shall have one vote, and upon a poll every member present in person or by proxy shall have one vote for every share held by him.</p> <p>No voting by proxy on a show of hands.</p> <p>69. No member not personally present shall be entitled to vote on a show of hands unless such member is a corporation present by a proxy or a Company present by a representative duly authorized under Section 162 of the Ordinance in which case such proxy</p>	<p>35. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote except for election of directors in which case the provisions of section 159 shall apply. On a poll every member shall have voting rights as laid down in section 134.</p> <p>Omitted</p>	<p>Existing Article 68 is re-numbered as Article 35 with modifications.</p>

or representative may vote on the show of hands as if he were a member of the Company.

Vote in respect of shares of deceased and bankrupt members.

70. Any person entitled under the transmission clause to transfer any share 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 Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

Joint holders.

71. Where there are joint registered holders of any share, any one of such persons may vote at any meeting in either personally or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy then one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose sole name any shares stand shall for the purposes of this clause be deemed joint holders thereof.

Omitted

36. In case of joint-holders, the vote of the senior who tenders a vote, whether in person or by proxy or through video-link shall be accepted to the exclusion of the votes of the other joint-holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

Existing Article 71 is re-numbered as Article 36 with modifications.

<p>Votes in respect of shares of members of unsound mind.</p> <p>72. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll by his committee or other legal guardian, and any such committee or guardian may on a poll vote by proxy.</p> <p>Proxies permitted.</p> <p>73. On a poll, votes may be given either personally or by proxy in the case of the Company by a representative duly authorized by a resolution of its Directors as aforesaid.</p> <p>Instrument appointing proxy to be in writing.</p> <p>74. The instrument appointing a proxy shall be in writing under the hand 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 an officer or attorney so authorized and shall be attested by one or more witnesses. No person shall be appointed a proxy who is not a member of the Company and qualified to vote, save that a corporation being a member of the Company may appoint as its representative one of the officers of such corporation or any other person whether a member of the Company or not.</p>	<p>37. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on show of hands or on a poll or through video link, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.</p> <p>38. On a poll votes may be given either personally or through video-link, by proxy or through postal ballot:</p> <p>Provided that nobody corporate shall vote by proxy as long as a resolution of its directors in accordance with the provisions of section 138 is in force.</p> <p>39. (1) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing.</p>	<p>Existing Article 72 is re-numbered as Article 37 with modifications.</p> <p>Existing Article 73 is re-numbered as Article 38 with modifications.</p> <p>Existing Article 74 is re-numbered as Article 39. (1) with modifications.</p>
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Power of Authority to be deposited at office.

75. The instrument appointing 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 of authority shall be deposited at the registered office of the Company not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

Qualification of proxy

76. A proxy need not be a member at the time of the appointment but he must be member and qualified to vote as such at the time of his being present at any meeting or tendering his vote as proxy.

When vote by proxy valid through authority revoked.

77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, revocation or transfer shall have been received at the office by the Chairman of the meeting before the vote is given.

Form of proxy.

78. Every instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances will admit, be in the form or to the effect following:-

39. (2) The instrument appointing 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 registered office of the company 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.

Omitted

41. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

40. An instrument appointing a proxy may be in the following form, or a form as near thereto as may be:

Existing Article 75 is re-numbered as Article 39. (2) with modifications.

Existing Article 77 is re-numbered as Article 41 with modifications.

Existing Article 78 is re-numbered as Article 40 with modifications.

ALLAWASAYA TEXTILE & FINISHING MILLS

LTD

I _____ of _____
in the District of _____ being
a member of ALLAWASAYA TEXTILE &
FINISHING MILLS LIMITED, hereby appoint
_____ of _____ being a
member of the Company as my proxy to
vote for me and on my behalf at the
(Annual, Extraordinary, as the case may
be) General Meeting of the Company to
be held on the _____ day of _____
and at any adjournment thereof.

As witness by hand this _____ day of
_____ Signed by the said

Time for objection to vote.

79. No objection shall be made to the
validity of any vote except at the
meeting or poll at which such vote
shall be tendered and every vote
whether given personally or by proxy,
not disallowed at such meeting or poll
shall be deemed valid for all purposes
of such meeting or poll whatsoever.

**Resolution in writing of Directors in
certain cases to be equivalent to
Resolution of General Meeting.**

80. Any resolution passed by the
Directors notice whereof shall be given
to the members in the manner in which
notices are herein after directed to be
given and which shall within one month

INSTRUMENT OF PROXY

Allawasaya Textile and Finishing Mills Limited

“I s/o r/o
..... being a member of the
..... Limited, hereby appoint
..... s/o r/o
.....as my proxy to attend and vote
on my behalf at the (statutory, annual, extraordinary, as
the case may be) general meeting of the company to be
held on the day of, 20..... and
at any adjournment thereof.”

Omitted

Omitted

<p>after it shall have been so passed be ratified and confirmed in writing by members entitled at a poll to three-fifth of the votes shall be as valid and effectual as a resolution of a general meeting but this clause shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by the statute or these presents ought to be dealt with by Special or Extraordinary Resolution.</p>		
<p style="text-align: center;">DIRECTORS</p> <p>Number of Directors. 81. The Board of Directors shall fix the number of elected Directors which number shall not be less than seven. The Directors shall be elected in accordance with the provisions of Section 178 of the Ordinance. The first Directors of the Company shall be 1. Haji Ahmad Hassan 2. Sheikh Maqbool Ahmad 3. Haji Mohammad Saleh 4. Haji Ali Mohammad Omer 5. Mian Ali Ahmad 6. Mr. Abdul Ghaffar Haji Abdullah 7. Mr. Imdad Ahmed</p> <p>Chairman of the Board of Directors. 82. The first named Director viz Haji Ahmad Hassan shall be the first Chairman of the Board of Directors and shall continue to hold this office unless otherwise decided by the Directors. In case he resigns his office, the Directors may elect a Chairman and determine the period for which he is to hold that office, but if no such Chairman is elected or, if in</p>	<p style="text-align: center;">DIRECTORS</p> <p>42. The following were the first directors of the company, so, however, that the number of directors shall not in any case be less than that specified in Section 154 of the Act and subsequent directors shall be elected in the manner and procedure provided under sections 159 and 161 of the Act</p> <ol style="list-style-type: none"> 1. Haji Ahmad Hassan 2. Sheikh Maqbool Ahmad 3. Haji Mohammad Saleh 4. Haji Ali Mohammad Omer 5. Mian Ali Ahmad 6. Mr. Abdul Ghaffar Haji Abdullah 7. Mr. Imdad Ahmed <p>Omitted</p>	<p>Existing Article 81 is re-numbered as Article 42 with modifications.</p>

any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one from among themselves to be the Chairman of the meeting.

To appoint Technical, Working, Operative, Financial, Legal, Administrative, Sales and Purchase Directors.

83. The Directors shall have power at any time and from time to time to appoint any qualified person as Technical Director, Working Director, Operative Director, Financial Director, Legal Director, Administrative Director, Sales Director, Purchase Director, Ordinary Director or Directors for such period and on such remuneration and with such specific powers as may be determined by the Board of Directors from time to time.

No power to operate Bank Accounts or Borrow Funds.

84. The Working and Technical Directors unless they are Directors otherwise as well shall not be allowed to operate Bank Account or borrow funds from Banks or any other Institution or parties or create any liabilities on behalf of the Company unless otherwise especially empowered by the Board of Directors.

Omitted

Omitted

Debenture Director.

85. If and when debentures of the Company shall be issued, the Directors may agree that the holders thereof shall have the right to appoint and from time to time remove and reappoint a Director.

Alternate Director.

86. A Director who is out of Pakistan or about to go out of Pakistan for a period not less than 3 months may, with the approval of the Directors, appoint any person to be an Alternate Director during his absence and such appointment shall have effect and such appointee, while he holds office Alternate Director shall be entitled to notice of the meetings of the Directors and to attend and to vote therein accordingly, but he shall not require any qualification and shall ipso facto vacate office if and when the appointed returns to Pakistan or vacates office as Director or remove the appointee from office. Any appointment under this Article shall be effected by notice in writing under the hand of the Director making the same.

87. Industrial Development Bank of Pakistan shall be entitled during the currency of the IDBP's loan (s) to the Company, to appoint one person on the Board of Directors of the Company and to recall and/ or replace such a person from time to time. The nominee of IDBP on the Board of Directors of the Company may not be holder of share(s) in the Capital of the Company and the Articles and other Regulations and/ or Rules pertaining to the election,

Omitted

Omitted

retirement, qualification and/ or disqualification of the Directors shall not apply to him.

Qualification of Directors, other than Technical Directors etc.

88. The qualification of a Director shall be the holding of shares in the Company of the nominal value of Rupees Twenty Five Thousand in his sole name relaxable in the case of Directors representing interest holding shares of the requisite value.

Remuneration of Directors.

89. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting but the remuneration of a Director for attending meeting of the Board shall not exceed Rs. 10,000 for each meeting attended by him. A Director shall be entitled to be paid his reasonable travelling expenses, travelling charges and other expenses incurred by him for attending meetings.

Remuneration of extra services.

90. If any Director being willing shall be called upon to perform extra services or to make any special exertion in going and residing abroad or otherwise for any of the purposes of the Company, the Company shall remunerate the Director so doing either by a fixed sum or by a percentage of profits, or otherwise, as may be determined by the Company in General Meeting and such remuneration may be either in addition to or in

44. Save as provided in section 153, no person shall be appointed as a director unless he is a member of the company **holding not less than 2,500 shares.**

43. The remuneration of the directors shall from time to time be determined by the company in general meeting subject to the provisions of the Act. The remuneration of a director for attending each meeting of the Board shall be Rs. 20,000/- and Rs. 10,000/- for attending any committee meeting attended by him. A director shall also be entitled to be paid actual travelling boarding and lodging expenses.

Omitted

Existing Article 88 is re-numbered as Article 44 with modifications.

Existing Article 89 is re-numbered as Article 43 with modifications.

substitution for his remuneration above provided. If the payment for extra services is to be made in the form of commission fixed as percentage of profits, it will be subject to prior approval of the Controller of Capital issues.

When Director vacates.

91. The office of the Director shall be vacated if:-

- a) he is found to be unsound mind by a Court of competent jurisdiction, or
- b) has applied to be adjudicated as an insolvent and his application is pending, or
- c) he or any firm of which he is partner or any private company of which he is a Director without the sanction of the Company in General Meeting accepts or holds any office of profit under the Company other than that of a Managing Director, Technical Director, Working Director, Financial Director, Legal Director, Administrative Director, Sales Director, Purchase Director or Managing or a Legal or Technical Adviser or a Banker, or

50. No person shall become the director of a company if he suffers from any of the disabilities or disqualifications mentioned in Section 153 or disqualified or debarred from holding such office under any of the provisions of the Act as the case may be and, if already a director, shall cease to hold such office from the date he so becomes disqualified or disabled:

Provided, however, that no director shall vacate his office by reason only of his being a member of any company which has entered into contracts with, or done any work for, the company of which he is director, but such director shall not vote in respect of any such contract or work, and if he does so vote, his vote shall not be counted.

Existing Article 91 is re-numbered as Article 50 with modifications.

- d) he acts in contravention of Section 195 of the Ordinance, or
- e) he acts in contravention of Section 214 of the Ordinance, or
- f) by notice in writing to the Company he resigns his office, or
- g) he acts in contravention of Section 188 of the Ordinance.

Directors may act notwithstanding vacancy.

92. The continuing Directors may act notwithstanding any vacancy in their body, but so that if the number falls below the minimum above fixed, the Directors shall not, except in emergencies or for the purpose of filling vacancies, act so long as the number falls below the minimum.

Directors may Contract with Company.

93. No Director shall be disqualified by his office from contacting with the Company either as vendor, purchaser or otherwise nor shall any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director be liable to account to the Company for any profit realized by any such contract or arrangement but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the Contract or arrangement is

Omitted

Omitted

determined on, if his interest then exists or in any other case at the first meeting of the Directors after the acquisition of his interest. A general notice that a Director is a member of any specified firm or a member or Director of any specified company and is to be regarded as interested in all transactions with that firm or Company, shall be sufficient disclosure under his clause as regards such Director and the said transaction, and after such general notice it shall not be necessary for such Director to give special notice relating to any particular transaction with that firm or Company.

PROVIDED ALWAYS that, except with the consent of Directors, a Director of the Company or any firm of which he is a partner or any partner of such firm or private company of which he is a member or Director, shall not enter into and contracts for the sale, purchase or supply of goods and materials with the Company.

Register of contracts in Directors are interested.

94. The Company shall keep a Register of all contracts or arrangements in which any Director is interested or concerned directly or indirectly, as required by Section 219 of the Ordinance.

Director may be Director of companies promoted by the Company.

95. A Director of this Company may be or become a Director of any Company promoted by this Company or in which it may be interested as a vendor,

Omitted

Omitted

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

Retirement of Directors.

96. The Directors elected under Section 178 of the Ordinance shall hold office for a period of three years unless they earlier resigns, become disqualified from being a Director or otherwise cease to hold office.

Retiring Director eligible for re-election.

97. A retiring Director shall be eligible for re-election.

Power to remove Director by Special Resolution.

98. The Company may by Special Resolution remove any Director before the expiration of his period of office and appoint another qualified person in his stead, the person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed. The Company shall comply with the provisions of Section 181 of the Ordinance while removing a Director.

60. At the first annual general meeting of the company, all the directors shall stand retired from office, and directors shall be elected in their place in accordance with section 159 for a term of three years.

61. A retiring director shall be eligible for re-election.

62. The directors shall comply with the provisions of Sections 154 to 159 and Sections 161, 162 and 167 relating to the election of directors and matters ancillary thereto.

64. The company may remove a director but only in accordance with the provisions of the Act.

Existing Article 96 is re-numbered as Article 60 with modifications.

Existing Article 97 is re-numbered as Article 61 with modifications.

New Article No. 62 is inserted in revised articles of association.

Existing Article 98 is re-numbered as Article 64 with modifications.

<p>When candidate for office of Director must give notice.</p> <p>99. Any person including a retiring Director, shall not be eligible to be elected as Director at Any General Meeting unless he has, at least fourteen clear days before the date of General Meeting given notice at the office of his intention to offer himself for election as a Director. PROVIDED that any such person may, at any time before the holding of election, withdraw such notice.</p> <p>Casual Vacancy</p> <p>100. Any casual vacancy occurring among the Directors may be filled by the Directors and the person so appointed shall hold office for the remainder of the term of the Director in whose place he is appointed.</p>	<p>Omitted</p> <p>63. Any casual vacancy occurring on the board of directors may be filled up by the directors, but the person so chosen shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is chosen was last elected as director.</p>	<p>Existing Article 100 is re-numbered as Article 63 with modifications.</p>
<p style="text-align: center;">MANAGING DIRECTOR</p> <p>Terms and conditions for appointment of Managing Director</p> <p>101. The Company shall have a Chief Executive to be called as the Managing Director. Within fourteen days from the date of election of Directors under Section 178 of the Ordinance or the office of the Managing Director falling vacant, as the case may be, the Directors of the Company shall appoint any person, including an elected Director to be the Managing Director, but such appointment shall not be for a period exceeding three years from the date of appointment. On the expiry of his term of office the Managing Director shall be eligible for reappointment. The retiring Managing</p>	<p>46. The directors shall appoint a chief executive in accordance with the provisions of Sections 186 and 187.</p> <p>47. The amount for the time being remaining undischarged of moneys borrowed or raised by the directors for the purposes of the company (otherwise than by the issue of share capital) shall not at any time, without the sanction of the company in general meeting, exceed the issued share capital of the company.</p> <p>48. The directors shall duly comply with the provisions of the Act, or any statutory modification thereof for the time being in force, and in particular with the provisions in regard to the registration of the particulars of mortgages,</p>	<p>Existing Article 101 is re-numbered as Article 46 with modifications.</p> <p>New Article No. 47 is inserted in revised articles of association.</p> <p>New Article No. 48 is inserted in revised articles of association.</p>

<p>Director shall continue to perform his functions until his successor is appointed unless non-appointment of his successor is due to any fault on his part or his office is expressly terminated. The terms and conditions of appointment of the Managing Director shall be determined by the Directors. The Managing Director shall, if he is not already a Director of the Company, be deemed to be its Director and entitled to all the rights and privileges and subject to all liabilities of that office. No person who is ineligible to become a Director of the Company under Section 187 of the Ordinance shall be appointed or continue as the Managing Director of the Company. The Directors of the Company by resolution passed by not less than three fourth of the total number of Directors for the time being, or the Company by a Special Resolution may remove the Managing Director before the expiration of his term of office notwithstanding anything contained in these Articles or in any agreement between the Company and such Managing Director.</p>	<p>charges and pledge affecting the property of the company or created by it, to the keeping of a register of the directors, and to the sending to the registrar of an annual list of members, and a summary of particulars relating thereto and notice of any consolidation or increase of share capital, or sub-division of shares, and copies of special resolutions and a copy of the register of directors and notifications of any changes therein.</p>	
<p style="text-align: center;">PROCEEDINGS OF DIRECTORS</p> <p>Meeting of Directors and quorum.</p> <p>102. The Directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings and proceedings as they think fit and determine the quorum necessary for the transaction of business. The quorum necessary for transaction of business of the Directors shall not be less than one third of their number or four</p>	<p>51. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. A director may, and the secretary on the requisition of a director shall, at any time, summon a meeting of directors. Notice sent to a director through email whether such director is in Pakistan or outside Pakistan shall be a valid notice.</p>	<p>Existing Article 102 is re-numbered as Article 51 with modifications.</p>

whichever is greater. The Directors shall meet at least twice in a year.

Director may summon meeting.

103. Any two Directors may at any time convene a meeting of the Directors.

How questions to be decided.

104. Question arising at any meeting shall be decided by a majority of votes, and in case of an equality of vote, the Chairman shall have a second or casting vote.

Power of quorum.

105. A meeting of the Directors for the time being at which a quorum is 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 excisable by the Directors generally.

Power to appoint committee and delegates.

106. The Directors may delegate any of their powers 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 exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Director. The meetings and proceedings of any such committees, consisting of two or more members, shall be governed by the provisions herein contained for

53. At least one-third (1/3rd) of the total number of directors or two (2) directors whichever is higher, for the time being of the company, present personally or through video-link, shall constitute a quorum.

54. Save as otherwise expressly provided in the Act, every question at meetings of the board shall be determined by a majority of votes of the directors present in person or through video-link, each director having one vote. In case of an equality of votes or tie, the chairman shall have a casting vote in addition to his original vote as a director.

Omitted

55. The directors may delegate any of their powers not required to be exercised in their meeting to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any restrictions that may be imposed on them by the directors.

43. The remuneration of the directors shall from time to time be determined by the company in general meeting subject to the provisions of the Act. The remuneration of a director for attending each meeting of the Board shall be Rs.20,000/- and Rs.10,000/- for attending any committee meeting attended by him. A director shall also be entitled

Existing Article 103 is re-numbered as Article 53 with modifications.

Existing Article 104 is re-numbered as Article 54 with modifications.

Existing Article 106 is re-numbered as Article 55 with modifications.

Existing Article 106 is also amalgamated with Article 43 with modifications.

regulating 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 this clause. The remuneration of members of the committee shall be from time to time **fixed by the Board of Directors of the Company.**

Resolution without Board Meeting.

107. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly called, held and constituted.

When acts of Directors of Committee valid notwithstanding defective appointment etc.

108. All acts done at any meeting of the Directors or 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 had been duly appointed and was qualified to be a Director.

to be paid actual travelling boarding and lodging expenses.

56. (1) A committee may elect a chairman of its meetings; but, if no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same or is unwilling to act as chairman, the members present may choose one of their number to be chairman of the meeting.

56. (2) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. In case of an equality of votes, the chairman shall have and exercise a second or casting vote.

59. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

57. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

New Article No. 56 (1) & (2) is inserted in revised articles of association.

Existing Article 107 is re-numbered as Article 59 with modifications.

Existing Article 108 is re-numbered as Article 57 with modifications.

MINUTES

Minutes to be made.

109. The Directors shall cause minutes of the following to be duly entered in books provided for the purpose:-

- a) The names of the Directors present at such meeting of the Directors and of any Committee of Directors.
- b) All orders made by the Directors and Committee of Directors.
- c) All resolutions and proceedings of general meetings and of meetings of the Directors and Committees.

And any such minutes of any meeting of the Directors, of any committee or of the Company, if purporting to be signed by the Chairman of such meeting or by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

49. The directors shall cause records to be kept and minutes to be made in book or books with regard to-

- (a) all resolutions and proceedings of general meeting(s) and the meeting(s) of directors and Committee(s) of directors, and every member present at any general meeting and every director present at any meeting of directors or Committee of directors shall put his signature in a book to be kept for that purpose;
- (b) recording the names of the persons present at each meeting of the directors and of any committee of the directors, and the general meeting; and
- (c) all orders made by the directors and Committee(s) of directors:

Provided that all records related to proceedings through video-link shall be maintained in accordance with the relevant Article specified by the Commission which shall be appropriately rendered into writing as part of the minute books according to the said Article.

58. A copy of the draft minutes of meeting of the board of directors shall be furnished to every director within seven working days of the date of meeting.

Existing Article 109 is re-numbered as Article 49 with modifications.

New Article No.58 is inserted in revised articles of association.

POWER OF DIRECTORS

General Power of Company vested in Directors.

110. The business of the Company shall be managed by the Directors who may pay all costs, charges and expenses incurred in getting up and registering the Company and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company and, may exercise all such powers of the Company as are not by the Ordinance or any statutory modification thereof for the time being in force or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any Regulation of these Articles, to the provisions of the said Ordinance and to such Regulations being not inconsistent with the aforesaid Regulations or provisions as may be prescribed by the Company in General Meeting, but no Regulation made by the Company in General Meeting, shall invalidate prior act of Directors which would have been valid if that Regulation had not been made.

The Directors shall exercise the following powers on behalf of the Company, and shall do so by means of a resolution passed at their meeting, namely:

- a) To issue ordinary shares, debentures or Participation Term Certificates;

45. The business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not by the Act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the company in general meeting, subject nevertheless to the provisions of the Act or to any of these Articles, and such Articles being not inconsistent with the aforesaid provisions, as may be prescribed by the company in general meeting but no Article made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that Article had not been made.

Existing Article 110 is re-numbered as Article 45 with modifications.

b) (i) to borrow or secure payments of any sum or sums of money, otherwise than on debentures, for the purpose of the Company at such rate of interest as the Directors may deem proper;

(ii) To secure repayment of such loans to the Company in such manner and upon such terms and conditions in all respects as they may think fit, and in particular by the issue of debentures or debenture stock of the Company;

c) To invest the funds of the Company;

d) To make loans;

e) To authorize a Director or the firm of which he is a partner or any partner of such firm or a private company of which he is a member or director to enter into any contract with the Company for making sale, purchase or supply of goods or rendering services with the Company;

f) To approve annual or half year or other periodical accounts as are required to be circulated to the

<p>members;</p> <p>g) To approve bonus to the employees; and</p> <p>h) To incur capital expenditure exceeding two hundred thousand Rupees or any single item or dispose of a fixed asset of the value exceeding one hundred thousand rupees.</p>		
<p>Specific powers given to Directors.</p> <p>111. Without prejudice to the general powers conferred by the last proceeding clause and the other powers conferred by these presents, it is hereby expressly declared that the Directors shall have the following powers that is to say power:-</p> <p>a) To purchase or other 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.</p> <p>b) 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, debentures or other securities of the Company, and any such shares may be issued either as fully paid up or with any such amount credited as paid up thereon as may be agreed upon and any such debentures or other securities may be either specifically charged</p>	<p>Omitted</p>	

upon all or any part of the property of the Company and its uncalled capital or not so charged.

- c) To secure the fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they may think fit.
- d) To appoint and at their discretion, remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary, or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amounts as they think fit.
- e) 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 such deeds and things as may be requisite in relation to such trust and to provide for the remuneration of such trustee or trustees.
- f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company, and also to

compound and allow time for payment or satisfaction of any debts due to and of any claims and demands by or against the company.

- g) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.
- h) To make and give receipts, releases and other discharges for money payable to the Company and for the claim and demands of the Company.
- i) To determine from time to time who shall be entitled to on the Company's behalf bills, notes, receipts, acceptances, endorsements, Cheques, releases, contracts and documents.
- j) From time to time provide for the management of the affairs of the Company outside Multan in such manner as they think fit, and in particular to appoint any person or persons to be the attorneys or agents of the Company with such powers (including power to sub delegate) and upon such terms as may be thought fit.
- k) To invest and deal with any of the moneys of the Company in favor 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 on.
- l) To execute in the name and on

behalf of the Company the favor of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgage of the Company's property (present and future) as they may think fit, and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on.

- m) To give to any person employed by the Company a commission on sales or purchase or on the profits of any particular business or transaction or a share in the general profits and such commission or share of profits shall be treated as part of the working expenses of the Company.
- n) From time to time to make, vary and repeal bye laws for the regulation of the business of the Company, its officers and servants.
- o) To give award or allow any bonus, pension, gratuity or compensation to any employee of the Company or his widow, children or dependents, that may appear to the Directors just or proper, whether such employee or his widow, children or dependents have or have not a legal claim upon the Company.
- p) Before declaring any dividend, to set aside such portion of the profits of the Company as they may think fit, to form a fund to provide for such pension, gratuities or compensations or to create any Provident or benefit fund in such manner as the

Directors may deem fit.

- q) Before recommending any dividend to set aside out of the profits of the Company such sums as they think proper as Reserve Fund to meet contingencies or for equalizing dividends or for repairing, improving and maintaining any of the property of the Company and for such other purposes as the Directors shall in their absolute discretion think conducive to the interests of the Company and may invest the several sums so set aside upon such investments (other than shares of the Company) as they may think fit, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company.
- r) To make advances and loans without security or on such security as they may deem proper.
- s) To borrow money on behalf of and for the purpose of the Company from individuals, firms, bodies, companies, banks or other persons by overdraft or otherwise and also upon mortgage or pledge or hypothecation or otherwise on security of all or any of the properties of the Company at such times and upon such terms as they may in their discretion think fit.
- t) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute all such facts, deeds and things in the name and on behalf of the Company as they may consider expedient or

<p>in relation to any of the matters aforesaid or otherwise for the purpose of the Company.</p> <p>u) To open accounts with any bank or banks with any company, firm or individual and to pay money from any such account from time to time as the Directors may think fit.</p> <p>v) To reserve a reasonable sum from the net profits in a particular year for charitable and other purposes to be spent at the discretion of the Directors.</p> <p>w) To delegate, entrust to and confer from time to time upon a manager or managers or attorney or attorneys for the time being such of the powers exercisable by the Directors as they may think fit 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, withdraw, alter or vary all or any of such powers.</p>		
<p style="text-align: center;">THE SEAL</p> <p>The seal, its custody and use. 112. The Directors shall provide a Common Seal for the purpose of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof,</p>	<p>Omitted</p>	

<p>and provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority previously given of the Directors or a Committee of Directors.</p>		
<p style="text-align: center;">DEEDS</p> <p>Execution of Deeds. 113. Every deed or other instrument to which the Seal of the Company is required to be affixed shall, unless the same is executed by a duly constituted Attorney for the Company, be signed by the Directors.</p> <p style="text-align: center;">RETURNS</p> <p>Returns. 114. The Directors shall duly comply with the provisions of the Ordinance and, in particular, with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and to keeping a register of the Directors, and to sending to the Registrar of Companies an annual list of members, and summary of particulars relating thereto, and notice of any consolidation or increase of capital and copies of Special Resolution, and a copy of the register of Directors, and notification of any changes therein.</p>	<p>Omitted</p> <p>Omitted</p>	

DIVIDENDS

115. The profits of the Company subject to any special rights relating thereto created or authorized to be created by these presents and subject to the provisions of these presents shall be divisible among the members in proportion to the amount of the capital paid upon the shares held by them respectively. The dividend shall be paid within 45 days of the declaration and in accordance with the provisions of Section 250.

Declaration of dividends

116. The Company in a General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Directors.

69. Subject to the rights of persons (if any) entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares.

73. The dividend shall be paid within the period laid down under the Act.

70. (1) The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for meeting contingencies, or for equalizing dividends, or for any other purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of company or be invested in such investments (other than shares of the company) as the directors may, subject to the provisions of the Act, from time to time think fit.

70. (2) The directors may carry forward any profits which they may think prudent not to distribute, without setting them aside as a reserve.

65. The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the directors.

Existing Article No.115 is re-numbered as Article 69 with modifications.

New Article No.73 is inserted in revised articles of association.

New Article 70. (1) & 70. (2) is inserted in revised articles of association.

Existing Article 116 is re-numbered as Article 65 with modifications.

<p>Dividend out of profits only. 117. No dividend shall be payable otherwise than out of the profits of the year or other period or any other undistributed profits of the Company.</p> <p>What to be deemed not profit. 118. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.</p> <p>Interim dividends 119. The Directors may from time to time pay to members such interim dividends as in their judgement the position of the Company justifies.</p> <p>Dividend in specific assets. 120. Any general meeting declaring a dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets, and in particular or paid up shares, debenture or debenture-stock of any other company, or in any one or more of such ways.</p> <p>Effect of transfer. 121. A transfer of shares shall not pass the right to any dividend declared thereon after such transfer and before the registration of the transfer.</p> <p>Retention in certain cases. 122. The Directors may retain the dividends payable upon shares in respect of which any person is under the Transmission Clause entitled to become a member or which any person under that clause is entitled to transfer, until such person shall</p>	<p>67. Any dividend may be paid by a company either in cash or in kind only out of its profits. The payment of dividend in kind shall only be in the shape of shares of listed company held by the distributing company.</p> <p>Omitted</p> <p>66. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.</p> <p>68. Dividend shall not be paid out of unrealized gain on investment property credited to profit and loss account.</p> <p>Omitted</p> <p>Omitted</p>	<p>Existing Article 117 is re-numbered as Article 67 with modifications.</p> <p>Article No.119 of existing articles of association is replaced with Article No.66 of revised articles of association.</p> <p>Existing Article 120 is re-numbered as Article 68 with modifications</p>
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become a member in respect of such shares or shall duly transfer the same.

Dividend to Joint Holders

123. Any one of several persons who are registered as the joint holders of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

Payment by post.

124. 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 or in the case of joint holders to the registered address of that one whose name stands first on the Register in respect of the joint holding, and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent.

Dividends unclaimed for one year.

125. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by

71. If several persons are registered as joint-holders of any share, any one of them may give effectual receipt for any dividend payable on the share.

72. (1) Notice of any dividend that may have been declared shall be given in manner hereinafter mentioned to the persons entitled to share therein but, in the case of a public company, the company may give such notice by advertisement in a newspaper circulating in the Province in which the registered office of the company is situate.

72. (3) In case of a listed company, any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders.

73. The dividend shall be paid within the period laid down under the Act.

72. (2) Any dividend declared by the company shall be paid to its registered shareholders or to their order. The dividend payable in cash may be paid by cheque or warrant or in any electronic mode to the shareholders entitled to the payment of the dividend, as per their direction.

Omitted

Existing Article 123 is re-numbered as Article 71 with modifications.
New Article No.72 (1) & 72 (3) is inserted in revised articles of association.

New Article No.73 is inserted in revised articles of association.

Existing Article 124 is re-numbered as Article 72. (2) with modifications.

<p>the Directors for the benefit of the Company until claimed.</p> <p>Dividends unclaimed for six years. 126. All dividends unclaimed for six years after having been declared may be forfeited by the Directors for the benefit of the Company, and the Directors think fit they may be applied in augmentation of Reserve Fund.</p> <p>No interest on Dividends. 127. No dividend shall bear interest against the Company.</p>	<p>Omitted</p> <p>Omitted</p>	
<p>CAPITALIZATION OF PROFITS AND RESERVES</p> <p>Power to capitalizes 128. Any General Meeting may resolve that any money, investments or other assets forming part of the undivided profits (including profits or surplus moneys arising from the realization (where permitted by law) from the appreciation in value or any capital assets of the Company) standing to the credit of the Reserve Fund or any other fund of the Company or in the hands of Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalized:- i) by the distribution among the holders of the shares of the Company or any of them on the footing that they become entitled thereto as capital in accordance with their respective rights and interests and in proportion to the amount paid or credited as paid thereon of paid up shares, debentures or debenture stock, bonds or other obligations of the Company.</p>	<p>Omitted</p>	

ii) by crediting shares of the Company which may have been issued and are not fully paid up, in proportion to the amounts paid or credited as paid thereon of paid up share, debentures or debenture stock, bonds or other obligations of the Company, or

The Directors shall give effect to any such resolution and apply such portion of the profits or Reserve Fund or any other fund as may be required for the purpose of making payment for the shares, debentures or debenture stock, bonds, or other obligations of the Company so distributed provided that no such distribution or payment shall be made unless recommended by the Directors and if so recommended such distribution and payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum. For the purpose of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates and generally may make such arrangement for the acceptance, allotment and sale of such shares, debentures, debenture stock, bonds or other obligations and fractional certificates or otherwise as they think fit and may make cash payment to any holders of shares on the footing of the value so fixed and in order to adjust rights may vest any shares, debenture, debenture stock, bonds or other obligations in trustees upon such trusts for adjusting such rights as may seem expedient to the Directors. When deemed requisite a proper contract shall be filled in

accordance with the Ordinance and the Directors may appoint any person to sign such contract on behalf of the holders of the shares of the Company which shall have been issued prior to such capitalization and such appointment shall be effective.

BOOKS AND ACCOUNTS

Accounts to be kept.

129. The Directors shall cause books of account to be kept in accordance with Section 230 of the Ordinance. The books of account shall be kept at the registered office of the Company or at such other place as the Directors think fit.

Inspection by members.

130. The Directors shall from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members (not being Directors) and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorized by the Directors or by the Company in General Meeting.

74. The directors shall cause to be kept proper books of account as required under Section 220.

75. The books of account 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 directors during business hours.

76. The directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or Article the accounts and books or papers of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspect any account and book or papers of the company except as conferred by law or authorized by the directors or by the company in general meeting.

Existing Article 129 is re-numbered as Article 74 & 75 with modifications.

Existing Article 130 is re-numbered as Article 76 with modifications.

Annual account and balance sheet.

131. The Directors shall at some date not later than 18 months after the incorporation of the Company and subsequently once at least in every calendar year lay before the Company in General Meeting a Balance Sheet and Profit and Loss Account, in the case of the first account since the incorporation of the Company and in any other case since preceding account, made up to a date not earlier than the date of the meeting by more than six months.

Annual Report of Directors.

132. The Directors shall make out and attach to every Balance Sheet a report with respect to the state of the Company's affairs, the amount if any which they purpose to carry to the Reserve Fund, General Reserve or Reserve Account to be shown specifically on the Balance Sheet or to a Reserve Fund, General Reserve or Reserve Account to be shown specifically in a subsequent Balance Sheet. The Balance Sheet and Profit and Loss Account shall be approved by the Directors and shall be signed by the Chief Executive and at least one Director, as provided in Section 241 of the Ordinance. The Directors' Report shall be signed by the Chairman of the Directors or the Chief Executive of the Company on behalf of the Directors if authorized in that behalf by the Directors and, when not so authorized shall be signed by the Chief Executive and such number of Directors as are

77. The directors shall as required by Sections 223 and 226 cause to be prepared and to be laid before the company in general meeting the financial statements duly audited and reports as are referred to in those sections.

78. The financial statements and other reports referred to in Article 80 shall be made out in every year and laid before the company in the annual general meeting in accordance with Sections 132 and 223.

79. A copy of the financial statements and reports of directors and auditors shall, at least twenty-one days preceding the meeting, be sent to the persons entitled to receive notices of general meetings in the manner in which notices are to be given hereunder.

Moved to number 78.

Existing Article 131 & 132 are amalgamated and are re-numbered as Article 77.

Existing Article 131 & 132 are re-numbered as Article 78 with modifications.

New Article No.79 is inserted in revised articles of association.

Existing Article 132 & 131 are re-numbered as Article 78 with modifications.

required to sign the Balance Sheet and Profit and Loss Account under Section 241 of the Ordinance.

Contents of Profit and Loss Account.

133. The Profit and Loss Account shall in addition to the matters referred to in Section 234 of the Ordinance show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before the meeting, and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in one year, the whole account of such item shall be stated with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

Directors to comply with provision of Sections 230 to 235.

134. The Directors shall in all respects comply with the provisions of Section 230 to 235 of the Ordinance.

Filing of the copies with the Registrar.

135. After such account, balance sheet and report with auditors' report thereon has been laid before the

Omitted

80. The directors shall in all respect comply with the provisions of Sections 220 to 227.

Omitted

Existing Article 134 is re-numbered as Article 80 with modifications.

Company in general meeting, copies thereof, signed by the Chief Executive, Directors, Chairman of Directors, as the case may be filed with the Registrar of Companies, within 30 days, after the meeting. If the general meeting before which such account, balance sheet and report are laid does not adopt the balance sheet a statement of that fact and the reasons thereof shall be annexed to the balance sheet and to and copy thereof filed with the Registrar of Companies.

AUDIT

Accounts to be audited.

136. Every Balance sheet and Profit and Loss Account or Income and Expenditure Account shall be audited by one or more Auditors to be appointed as hereinafter mentioned.

137. The Company at the Annual General Meeting in each year shall appoint an Auditor or Auditors to hold office until the next Annual General Meeting and the following provisions shall have effect, that is to say:-

Audit provisions.

- 1) If an appointment of Auditors is not made at any Annual General Meeting, the authority may, on the application of any member of the Company, appoint an Auditor for the current year and fix the remuneration to be paid to him by the Company for his services.
- 2) A Director or officer of the Company and a partner of such Director or officer and any person

81. Auditors shall be appointed and their duties regulated in accordance with Sections 246 to 249.

Omitted

Existing Article 136 is re-numbered as Article 81.

indebted to the Company shall not be capable of being appointed Auditor of the Company.

3) A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless notice of an intention to nominate that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members either by advertisement or in any other mode allowed by the Articles not less than seven days before the Annual General Meeting.

4) The Directors may fill any casual vacancy in the office of Auditor.

Remuneration Of Auditors.

138. The remuneration of the Auditors shall be fixed by the Company in General Meeting, except that the remuneration of any Auditors appointed before the first Ordinary Meeting or to fill any casual vacancy may be fixed by the Directors.

Rights and duties of Auditors.

139. (1) Every Auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditors.

Omitted

Omitted

(3) Every account of the Directors when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

NOTICES

How notice to be served on members.

140. 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, or (if he has no registered address in Pakistan) to the address, if any, within Pakistan supplied by him to the Company for giving of notice to him.

Members Resident outside Pakistan.

141. Each holder of registered shares whose registered place of address is not in Pakistan may from time to time notify in writing to the Company an address in Pakistan, which shall be deemed his registered place of address within the meaning of the last preceding clause.

When notice May be given By advertisement.

142. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless the contrary is proved, to have been effected at the time at which letter

82. (1) A notice may be given by the company to any member to his registered address or if he has no registered address in Pakistan to the address, if any, supplied by him to the company for the giving of notices to him against an acknowledgement or by post or courier service or through electronic means or in any other manner as may be specified by the Commission.

Omitted

82. (2) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, to have been effected at the time at which the letter will be delivered in the ordinary course of post.

Existing Article 140 is re-numbered as Article 82 (1) with modifications.

Existing Article 142 is re-numbered as Article 82. (2) with modifications.

would be delivered in the ordinary course of post and a certificate in writing signed by the Manager, Secretary or other officer of the Company that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

When notice May be given By advertisement.

143. 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 and advertised in a newspaper circulating in Pakistan shall be deemed to be duly given to him on the day on which the advertisement appears.

Notice how to Be given

144. Any notice by a Court of law or otherwise required or allowed to be given by the Company to the members or any of them by advertisement shall be deemed to be sufficiently advertised. If advertised once in any daily newspaper circulating in Pakistan.

Notice to Joint Holders.

145. A notice may be given by the Company to the joint holders of a share by giving the notice to the Joint holder named first in the Register in respect of the share. Several executors or administrators of a deceased members shall be deemed to be jointly entitled for the purpose of this Article.

Omitted

Omitted

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

84. A notice may be given by the company to the person entitled to a share in consequence of the death or

Existing Article No.145 is re-numbered as Article 83 with modifications.

How notice to be given to representative of a Deceased or Bankrupt member.

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

To whom notice of general meeting to be given.

147. Notice of every General Meeting shall be given in some manner hereinbefore authorized to (a) every member of the Company (including bearers of shares warrants) except those members who (having no registered address within Pakistan) have not supplied to the Company as address within Pakistan for the giving of notice to them, and also (b) every person entitled to a share in consequence of the death or bankruptcy of a member, who but for his death or bankruptcy would be entitled to receive notice of the meeting.

Transferees etc. bound by prior notice.

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

insolvency of a member in the manner provided under Article 85 addressed to them by name, or by the title or representatives of the deceased, or assignees of the insolvent, or by any like description, at the address, supplied for the purpose by the person claiming to be so entitled.

85. Notice of every general meeting shall be given in the manner hereinbefore authorized to (a) every member of the company and also to (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 for the time being and every person who is entitled to receive notice of general meetings.

Omitted

Existing Article 146 is re-numbered as Article 84.

Existing Article 147 is re-numbered as Article 85 with modifications.

respect of such share which previously to his name and address and title to the share being notified to the Company shall be duly given to the person from whom he derives his title to such share.

How notice to be signed.

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

150. Where a given number of days' notice or notices extending over any other period are required to be given, the day of service shall unless it is otherwise provided be counted in such number of days or other period.

WINDING UP

Distribution of assets.

151. (a) if the company shall be wound up, and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up to 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 the sufficient sum needed to repay the whole of the Capital paid up at the commencement of the winding up the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up which ought to have been

Omitted

Omitted

86. (1) In the case of members' voluntary winding up, with the sanction of a special resolution of the company, and, in the case of creditors' voluntary winding up, of a meeting of the creditors, the liquidator shall exercise any of the powers given by sub-section (1) of section 337 of the Act to a liquidator in a winding up by the Court including inter-alia divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they consist of property of the same kind or not.

86. (2) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

86. (3) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Existing Article No.151 (a) & (b) is re-numbered as Article No.86 (1) with modifications.

New Article No.86 (2) is inserted in revised articles of association.

New Article No.86 (3) is inserted in revised articles of association.

paid up on the shares held by them or paid up respectively.

(b) If the Company shall be wound up whether voluntarily or otherwise the liquidators may with the sanction of a Special Resolution, divide among the contributories 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 trustees upon such trusts for the benefit of the contributories or any of them as the liquidators with the like sanction shall think fit.

(c) if thought expedient, any such division may be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the Memorandum of Association) and in particular, any class may be excluded altogether or in part but in case any division other than in accordance with the legal rights of the contributories shall be determined on, any contributory who would be prejudiced thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 367 of the Ordinance.

(d) In case any shares to be divided as aforesaid involve a liability to calls or otherwise, any person entitled under such division to any of the said shares may, within ten days after passing of the Special Resolution, by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the liquidators shall, if practicable, act accordingly.

87. Every officer or agent for the time being of the company may be indemnified out of the assets of the company against any liability incurred by him in defending

<p style="text-align: center;">INDEMNITY</p> <p>Indemnity. 152. Subject to the provisions of section 194 of the Ordinance as such provisions permit every Directors, Manager, Auditor, Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses which any such officer or servant may incur, or become liable to by reason of any contract entered into or thing done by him as such officer or servant or in any way in the discharge of his duties; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the members over all other claims.</p> <p>Individual responsibility 153. Subject to the provisions of section 194 of the Ordinance, no Director, Auditor or other officer of the Company shall be liable for the act, receipt, neglect or default or any other Director or officer or for joining in any receipt of other act or conformity or for any loss or expense appending to the Company through the insufficiency or deficiency of title of 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 damage arising from the bankruptcy, insolvency or tortious act of any person with whom</p>	<p>any proceedings, whether civil or criminal, arising out of his dealings in relation to the affairs of the company, except those brought by the company against him, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 492 in which relief is granted to him by the Court.</p> <p style="text-align: center;">Omitted</p>	<p>Existing Article 152 is re-numbered as Article 87 with modifications.</p>
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any moneys, securities or effects shall be deposited or for any loss occasioned by an error of judgment, omission, default or oversight on his part 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 his own dishonesty.

RECONSTRUCTION

Reconstruction.

154. On any sale of the undertaking of the Company, the Directors or the Liquidators on a winding-up may, if authorized by a Special Resolution, accept fully paid up shares, debentures or securities of any other Company, whether incorporated in Pakistan or not either then 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 Liquidators (in a winding-up), may distribute such shares, or securities, or any other property of the Company amongst the members without realization, or vest the same in trustees for them, and any Special Resolution may provide for

SECRECY

Secrecy.

155. Every Director, Manager, Auditor, Trustee, member of 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 a strict secrecy

RECONSTRUCTION

88. On any sale of the undertaking of the Company, the Directors or the Liquidators on a winding-up may, if authorized by a Special Resolution, accept fully paid up shares, debentures or securities of any other Company, whether incorporated in Pakistan or not either then 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 Liquidators (in a winding-up), may distribute such shares, or securities, or any other property of the Company amongst the members without realization, or vest the same in trustees for them, and any Special Resolution may provide for.

SECRECY

89. Every Director, Manager, Auditor, Trustee, member of 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 a 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 be such declaration 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 so far as may be necessary in order to comply with any of

Existing Article 154 is re-numbered as Article 88.

Existing Article 155 is re-numbered as Article 89.

respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall be such declaration 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 so far as may be necessary in order to comply with any of the provisions in these presents contained.

No shareholder to enter the premises of the Company without permission.

156. 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 the Directors of the Company for the time being, or, to require discovery of 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 process of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the members of the Company to communicate.

ARBITRATION

157. Whenever any difference arises between the Company on the one hand, and any of the members their executors, administrators, or assigns on the other hand, touching the true intent or construction, or the incidents or consequences of these payments, or of

the provisions in these presents contained.

90. 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 the Directors of the Company for the time being, or, to require discovery of 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 process of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the members of the Company to communicate.

ARBITRATION

91. Whenever any difference arises between the Company on the one hand, and any of the members their executors, administrators, or assigns on the other hand, touching the true intent or construction, or the incidents or consequences of these payments, or of the statutes, of touching anything then or thereafter done, executed, omitted or suffered in pursuance of these presents, or of the statutes or touching any breach or alleged breach of these presents, or any claim on account of any such breach, or otherwise relating to the premises, or to these presents or to any statutes affecting the Company, or to any of the affairs of the Company., every such difference

Existing Article 156 is re-numbered as Article 90.

Existing Article 157 is re-numbered as Article 91.

the statutes, of touching anything then or thereafter done, executed, omitted or suffered in pursuance of these presents, or of the statutes or touching any breach or alleged breach of these presents, or any claim on account of any such breach, or otherwise relating to the premises, or to these presents or to any statutes affecting the Company, or to any of the affairs of the Company., every such difference shall be referred under the Arbitration Act, 1940, to the decision of an arbitrator to be appointed by the parties in difference, or if they cannot agree upon a single arbitrator, to the decision of two arbitrators, of whom one shall be appointed by the parties in difference, or if they cannot agree upon a single arbitrator, to the decision of two arbitrators, of whom one shall be appointed by each of the parties in difference or an umpire to be appointed by the two arbitrators. The cost of, and incident to, any such reference and award shall be in the discretion of the arbitrators or umpire respectively, who may determine the amount thereof, or direct the same to be taxed as between attorney and client or otherwise, and may award by whom, and to whom and in what manner the same shall be borne and paid.

shall be referred under the Arbitration Act, 1940, to the decision of an arbitrator to be appointed by the parties in difference, or if they cannot agree upon a single arbitrator, to the decision of two arbitrators, of whom one shall be appointed by the parties in difference, or if they cannot agree upon a single arbitrator, to the decision of two arbitrators, of whom one shall be appointed by each of the parties in difference or an umpire to be appointed by the two arbitrators. The cost of, and incident to, any such reference and award shall be in the discretion of the arbitrators or umpire respectively, who may determine the amount thereof, or direct the same to be taxed as between attorney and client or otherwise, and may award by whom, and to whom and in what manner the same shall be borne and paid.