



ARSHAD ENERGY LTD.

T: +92-42-35711990

W: www.arshadgroup.com

E: info@arshadgroup.com

A: 16th Floor, Tricon Corporate Center
Main Jail Road, Gulberg II, Lahore - 54660, Pakistan.

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock exchange Road
Karachi

RESOLUTION PASSED AT EXTRAORDINARY GENERAL MEETING

Dear Sir,

Pursuant to Rule No. 5.6.9 (b) of PSX Rule Book, we enclosed a certified copy of the resolution passed unanimously at the Extraordinary General Meeting of the Company held on February 24, 2022.

Thanking You,

Yours Truly
For ARSHAD ENERGY LIMITED



Shafiq Ijaz
Company Secretary



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ARSHAD ENERGY LIMITED
Resolutions passed in Extraordinary General Meeting
Held on Feb 24, 2022, at 12.30 p.m. at 404/5, Business Center, 4th Floor, Mumtaz Hasan
Road, near SBP, Karachi

Ordinary Business:

The minutes of the Annual General Meeting of the Company held on October 28, 2021 are hereby approved.

Special Business:

1. Sale and disposal of a sizable part of the assets of the Company:

"RESOLVED THAT the Company be and is hereby authorized to sell and dispose of the Company's assets located at 35 kilometers, Sheikhpura Road, Tehsil Jaranwala, District Faisalabad, Punjab, comprising freehold land measuring 40 kanal 13 marla, all building and construction thereon, along with all plant and machinery, and other ancillary assets (collectively, the "**Assets**") to its related parties i.e. Arshad Textile Mills Limited and / or Arshad Corporation (Private) Limited, in accordance with the provisions of Sections 183(3) and 208 of the Companies Act, 2017, subject to the completion of necessary corporate, regulatory and legal formalities (the "**Proposed Sale**").

FURTHER RESOLVED THAT, notwithstanding the above approval, the Company be and is hereby authorized to sell and dispose of the Assets or any part thereof (including the moveable assets) to any third parties, as may be deemed fit by the authorized representatives of the Company in case appropriate value for the same is not offered by the Company's related parties.

FURTHER RESOLVED THAT the alternate/revival business plan, as recommended by the Board of Directors of the Company and placed before the meeting, duly initiated by the Chairman of the Board of Directors ("**Alternate/Revival Business Plan**"), be and is hereby approved and adopted.

FURTHER RESOLVED THAT approval be and is hereby accorded for utilization of the proceeds from the Proposed Sale to repay / settle non-current/current liabilities of the Company along with other costs incurred; and to initiate/start/implement the Alternate/Revival Business Plan, as approved and recommended by the Board of Directors of the Company.

RESOLVED FURTHER THAT as part and parcel of the foregoing consent, the Board of Directors of the Company be and is hereby authorized and empowered to conclude negotiations with respect to, enter into, and effectuate, the Proposed Sale, including to delegate any or all of the powers hereby conferred in this regard to any director of the Company or any other person on such terms and conditions as they deem fit, to act on behalf of the Company in carrying out and performing all acts, matters, things and deeds to implement and/or give effect to the Proposed Sale and / or the utilization of proceeds thereof, which shall include, but not be limited to:-

- (i) carrying out and concluding negotiations with respect to the Proposed Sale with the related parties or any third parties, including determining and agreeing to the terms and conditions



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thereof, provided that the same do not materially deviate from the binding terms approved by the members, as stipulated in the statement of material facts accompanying the notice;

- (ii) entering into, executing and performing any and all agreements, deeds and documents with respect to the Proposed Sale and matters pertaining to the above resolutions;
- (iii) receiving the sale consideration, executing, preparing and signing any sale deed, conveyance deed and / or transfer documents in favor of the buyer(s) to effect the Proposed Sale (or any portion thereof) in favour of the buyer(s);
- (iv) taking necessary actions with respect to the Assets as may be required for the purposes of the Proposed Sale and the documents pertaining thereto;
- (v) representing the Company before all parties & authorities concerned and admitting execution of the documents;
- (vi) representing the Company before the Sub-Registrar or any other competent authority and getting any sale deed or other documents registered and collecting the consideration amount in respect of the sale of the Assets;
- (vii) obtaining all necessary approvals, consents and clearances that may be required under the applicable laws;
- (viii) generally performing and executing, in respect of the Assets, all lawful deeds, agreements, acts and things as they may think fit and proper in order to implement and complete the sale / disposal of the Assets; and
- (ix) taking all necessary steps, and carrying out and performing all such acts, deeds and things, including causing the same to be performed, for and on behalf and in the name of the Company as may be necessary or required for the purposes of carrying out, fulfilling and implementing the resolutions, along with all matters incidental or ancillary thereto.

FURTHER RESOLVED THAT the Board of Directors of the Company, or any person authorized by them, be and is hereby authorized and empowered to agree to and make any modification to these resolutions that may be directed by the Securities & Exchange Commission of Pakistan without the need for passing of any fresh resolution by the members of the Company in respect thereof.

FURTHER RESOLVED THAT certified copies of these resolutions may be communicated to the concerned parties, organizations or authorities, whenever required, and shall remain in force until notice in writing to the contrary be given."

2. Change of name of the Company:

"RESOLVED THAT, subject to the approval of the Securities and Exchange Commission of Pakistan in accordance with Section 12 of the Companies Act, 2017, the name of the Company be changed from



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"Arshad Energy Limited" to "AEL Textiles Limited", and consequently the name be changed in the Memorandum and Articles of Association of the Company and all formalities be completed in respect thereof.

FURTHER RESOLVED THAT the Chief Executive Officer and/or Company Secretary of the Company be and are hereby severally authorized and empowered to suggest, adopt and execute / effectuate any other suitable name in case of non-availability (or withdrawal of availability) of the new name due to any reason(s) or circumstances, without the need for passing any fresh resolutions by the members.

FURTHER RESOLVED THAT the Chief Executive Officer and/or Company Secretary of the Company be and are hereby severally empowered and authorized to do all such acts, deeds and things as they may in their absolute discretion deem necessary or incidental to implement the above resolutions including, but not limited, to complete all legal formalities and file all necessary documents with the Securities and Exchange Commission of Pakistan, and seek any approvals.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized and empowered to agree upon modification in these resolutions as may be directed by the Securities and Exchange Commission of Pakistan without the need for passing of any fresh resolution by the members of the Company in respect thereof."

3. Change in the Company's principal line of business, along with the alterations to the Memorandum of Association of the Company:

"RESOLVED THAT the principal line of business of the Company be changed from "generation and distribution of electricity" to "textile trading and manufacturing and ancillary matters" as per the revised provisions of the Memorandum of Association of the Company.

FURTHER RESOLVED THAT, in accordance with the change in the principal line of business of the Company, the existing Clause III of the Memorandum of Association of the Company be and is hereby replaced in its entirety to read as follows, subject to the completion of necessary corporate, regulatory and legal formalities where required:

- (i) The principal line of business of the Company shall be (a) to undertake services that are legally permissible in the textile and allied products industry including, *inter alia*, sale, purchase, manufacture, import, export and generally dealing in textile products and materials, as well as to act as general traders, general order suppliers of products commodities, material legally permissible in any form or shape, including manufactured, semi manufactured, raw materials supplied by any company, firm, association of persons, body, whether incorporated or not, individuals, government, semi government or any local authority; and (b) to develop, and / or set up an industrial undertaking to manufacture and / or trade in all kinds of textile and allied products and to undertake all such things as are incidental or conducive to the attainment of the above said objects / businesses.



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- (ii) Except for the businesses mentioned in sub-clause (iii) hereunder, the Company shall engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.
- (iii) Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Mutual Fund, Leasing, Investment Company, Investment Advisor, Real Estate Investment Trust management company, Housing Finance Company, Venture Capital Company, Discounting Services, Microfinance or Microcredit business), Insurance Business, Modaraba management company, Stock Brokerage business, forex, real estate business, managing agency, business of providing the services of security guards or any other business restricted under any law for the time being in force or as may be specified by the Commission.
- (iv) It is hereby undertaken that the Company shall not:
- engage in any of the business mentioned in sub-clause (iii) above or any unlawful operation;
 - launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business; engage in any of the permissible business unless the requisite approval, permission, consent or license is obtained from competent authority as may be required under any law for the time being in force.

FURTHER RESOLVED THAT the Chief Executive Officer and/or Company Secretary of the Company be and are hereby severally authorized to take all steps and actions necessary, incidental and ancillary as may be required in this regard and to do all acts, matters, and things as may be necessary or expedient for the purpose of amending the Memorandum of Association of the Company, including, inter alia, obtaining any approvals (if required) and carrying out any filings with the Securities and Exchange Commission of Pakistan or other regulatory bodies.

FURTHER RESOLVED THAT the Board of Directors be and is hereby empowered to agree to, approve and make any modifications in the Memorandum of Association of the Company or in the resolutions above as may be directed by the Securities and Exchange Commission of Pakistan, without the need of passing of fresh resolutions by the members."

Shafiq Ijaz
Company Secretary

Karachi
Dated: Feb 24, 2022