



Mari Petroleum Company Limited

21 Mauve Area, 3rd Road, G-10/4, Islamabad-44000, Pakistan.
UAN: +92-51-111-410-410 Fax: +92-51-2352859 P.O. Box No.1614

www.mpcl.com.pk

NTN: 1414673-8
GST No. 07-01-2710-039-73

MPCL-CA-23-3532
June 23, 2023

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
KARACHI

Subject: **Certified True Copy of Resolutions Adopted at the EOGM - June 23, 2023**

Dear Sir,

In pursuance of clause 5.6.9(b) of Regulations of Pakistan Stock Exchange, we are pleased to enclose certified true copy of the resolutions adopted by the Shareholders of the Company at the Extraordinary General Meeting (EOGM) held today i.e. June 23, 2023.

For and on behalf of
Mari Petroleum Company Limited


Muhammad Sajjad
Acting Company Secretary

Encl. As stated above

Daharki Field Office

Daharki, District Ghotki,
Pakistan.
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Certified True Copy of Special Resolutions Adopted by the Shareholders at the Extraordinary General Meeting of the Company held on June 23, 2023

Agenda Item 1

To consider and, if thought fit, approve an increase in the authorized share capital of the Company, with or without any modifications, and alter the Memorandum and Articles of Association of the Company by passing, additions or deletions, the following resolutions as special resolutions:

a) **Increase in Authorized Share Capital of the Company**

“RESOLVED THAT, the authorized share capital of Mari Petroleum Company Limited (the “Company”) be and is hereby increased from Rs. 13,090,001,000 divided into 1,309,000,100 ordinary shares of Rs. 10 each to Rs. 170,000,000,000 divided into 17,000,000,000 ordinary shares of Rs. 10 each.”

b) **Alteration in the Authorized Share Capital in the Memorandum of Association**

“RESOLVED THAT, subject to requisite approvals and completion of all legal/regulatory formalities, the existing Clause V of the Memorandum of Association of the Company be substituted so as to read as follows:

V. The Authorized Share Capital of the Company is Rs. 170,000,000,000 (Rupees One Hundred and Seventy Billion only) divided into 17,000,000,000 ordinary shares of Rs. 10 each, having the rights, privileges and conditions attaching thereto as provided in the Articles of the Company for the time being and approved by the members as and by way of a special resolution from time to time. The Company shall have the power (1) to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act and/or the Articles and/or applicable rules and regulations; (2) to increase and/or reduce the capital and to divide shares in the capital into several classes; and (3) to consolidate or subdivide the shares and to issue shares of higher or lower denominations.”

c) **Amendment in Article 5 of the Articles of Association**

“RESOLVED THAT, in consequence of the substitution of Clause V of the Memorandum of Association of the Company, the existing Article 5 of the Articles of Association of the Company be substituted so as to read as follows:

5. The Authorized Share Capital of the Company is Rs. 170,000,000,000 (Rupees One Hundred and Seventy Billion only) divided into 17,000,000,000 ordinary shares of Rs. 10 each, having the rights, privileges and conditions attaching thereto as provided in the Articles of the Company for the time being. The Company shall have the power (1) to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act and/or the Articles and/or the applicable rules and regulations; (2) to increase and/or reduce the capital and to divide shares in the capital into several classes; and (3) to consolidate or subdivide the shares and to issue shares of higher or lower denominations.

FURTHER RESOLVED THAT, the shares when issued shall carry equal voting rights and rank *pari passu* with the existing ordinary shares in all respects in conformity with the provisions of Section 85 of the Companies Act, 2017.

Attested to be True Copy

Secretary

Mari Petroleum Company Limited

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FURTHER RESOLVED THAT, the aforesaid alteration in the Memorandum and Articles of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be required in accordance with the applicable laws and approval by the Managing Director/CEO which amendment, modification, addition or deletion shall be deemed part of this special resolution without the need for passing a fresh special resolution.

FURTHER RESOLVED THAT, the Managing Director/CEO and Company Secretary, singly or jointly, be and are hereby authorized to do all acts, deeds and things that may be required to carry out the aforesaid purposes and to give full effect to the above resolutions.”

Agenda Item 2

To consider and, if thought fit, approve amendment in Article 16 of the Articles of Association of the Company, by passing, with or without any modifications, additions or deletions, the following resolution as special resolution:

“RESOLVED THAT, subject to requisite approvals and completion of all legal/regulatory formalities, the existing Article 16 of the Articles of Association of the Company be substituted so as to read as follows:

16. The Company may purchase or otherwise acquire any of its own shares as permitted under the corporate laws. However, the Company shall not purchase or otherwise acquire the shares of its holding company (if any), and the Company shall not except as permitted by Sections 86 and 87 of the Act give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of any shares of the Company or its holding company (if any) or give any loan upon the security of any shares of the Company or those of its holding company (if any).

FURTHER RESOLVED THAT, Managing Director/CEO and the Company Secretary, singly or jointly, be and are hereby authorized to do all acts, deeds and things, take or cause to be taken any action as may be necessary, incidental or consequential to give effect to this resolution.”

Agenda Item 3

To consider and, if thought fit, approve the circulation of Company’s annual audited financial statements through QR enabled code and weblink as part of notice of Annual General Meeting by passing, with or without any modifications, additions or deletions, the following resolutions as special resolutions:

“RESOLVED THAT, the consent and approval of the members of Mari Petroleum Company Limited be and is hereby accorded and the Company be and is hereby authorized to circulate its annual audited financial statements to its members through QR enabled code and weblink as part of the notice of Annual General meeting.

FURTHER RESOLVED THAT, the Managing Director/CEO and Company Secretary, singly or jointly, be and are hereby authorized to do all acts, deeds and things, take or cause to be taken any action as may be necessary, incidental or consequential to give effect to this resolution.”

Attested to be True Copy

Secretary

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