

Saudi Pak Leasing Company Limited

Following Resolutions passed in the Extra Ordinary General Meeting (EOGM) of the Company held in Crown Plaza Hotel Islamabad on 24.04.2024, to transact the following pending business of last AGM (33AGM held on 26.10.23) for the respective year.

A. Ordinary Business:

1. To confirm the minutes of 32nd Annual General Meeting (AGM) held on 26th October, 2022.

Resolution:

The minutes of 32nd Annual General Meeting (AGM) held on 26th October, 2022 were considered and Passed with majority of vote as such.

2. To confirm the minutes of 33rd Annual General Meeting (AGM) held on 26th October, 2023.

Resolution:

3. The minutes of 33rd Annual General Meeting (AGM) held on 26th October, 2023, were considered and Passed with majority of vote as such.

4. To appoint M/s. UHY Hassan Naeem & Co, Chartered Accountants (UHY International Independent Member) as External Auditors for the year 2023-2024 and fix their remuneration, as recommended by Board of Directors.

Resolution:

Appointment of M/s. UHY Hassan Naeem & Co, Chartered Accountants (UHY International Independent Member) as External Auditors for the year 2023-2024 and their remuneration as recommended by the Board and were unanimously approved.

5. Any other item.

To ratify decision of the Board of Directors, regarding reconstitution of the Board of Directors, its Different Committees, filling of casual vacancy of one Director and filling of casual vacancy of CEO/ MD.

Resolution:

Appointment of Syed Najmul Hasnain Kazmi as Chairman BOD, appointment of Mr. Niaz Ahmed Khan independent Director as CEO/MD of Saudi Pak Leasing Company Ltd. against casual vacancy and reconstitution of statutory committees (Audit & HRR), and induction of one independent Director Mr. Muhammad Naeem Khan

against casual vacancy and were unanimously approved.

B. Special Business:

Special Resolution No.1

Resolved that the Object Clause i.e. clause-III of the Memorandum of Association of the Company, be and are hereby altered so as to replace it with the following, subject to approval of the Securities & Exchange Commission of Pakistan (SECP), and Mr. Niaz Ahmed Khan, Chief Executive or Mr. Muhammad Imtiaz Ali, Company Secretary of the Company be and is hereby authorized to take all necessary steps for this purpose:

- (i) The principal line of business of the Company shall be to carry on the business of rendering consultancy services to government, donors, international institutions, individuals, firms, companies, bodies, trusts, non-government organizations, associations; and to provide consultancy and advisory services in the area of strategic planning, project management, institutional development, capacity building and other ancillary services.
- (ii) Except for the businesses mentioned in sub-clause (iii) hereunder, the company may 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 (Asset Management Services, Leasing, Investment Finance Services, Investment Advisory Services, REIT management Services, Housing Finance Services, Private Equity and Venture Capital Fund Management Services, Discounting Services, Pension Fund Scheme Business, Micro Financing), Corporate Restructuring Company, Insurance Business, Modaraba management company, Stock Brokerage business, forex, Clearing House, Securities and Futures Advisor, Commodity Exchange, managing agency, business of providing the services of security guards or any other business subject to license and 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:
 - (a) Engage in any of the business mentioned in sub-clause (iii) above or any unlawful operation;
 - (b) Launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business;

- (c) 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.”

Special Resolution No.2

Further Resolved that pursuant to the change in the Object Clause i.e. clause III of the Memorandum of Association, as aforesaid and in order to meet the requirements of section 26 of the Companies Act, 2017, the name of the Company be and is hereby changed from “Saudi Pak Leasing Company Limited” to “ Saudi Pak Consultancy Company Limited”;and clause I of the Memorandum of Association of the Company be and hereby amended accordingly,subject to approval of Registrar, Securities & Exchange Commission of Pakistan and Mr. Niaz Ahmed khan, Chief Executive or Mr. Muhammad Imtiaz Ali , Company Secretary of the Company be and is hereby authorized to take all necessary steps for this purpose. The revised clause I of the Memorandum of Association of the Company shall be as under:

- I. The name of the Company is "SAUDI PAK CONSULTANCY COMPANY LIMITED."