



**Shell Pakistan Limited**

Shell House

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Email: [generalpublicenquiries-pk@shell.com](mailto:generalpublicenquiries-pk@shell.com)

Website: [www.shell.com.pk](http://www.shell.com.pk)

November 28, 2024

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

Dear Sir/Madam,

Subject: Certified True copy of Resolutions passed Extra Ordinary General Meeting

In compliance with Regulation No. 5.6.9(b) of the Rule Book of Pakistan Stock Exchange, please find attached certified copy of resolutions passed at the Extra Ordinary General Meeting, held on November 28, 2024, at 12:00 p.m. at the Peal-Continental Hotel Karachi and virtually through a video link facility.

Yours faithfully,  
For and on behalf of  
Shell Pakistan Limited

Lalarukh Hussain-Shaikh  
Company Secretary

**Certified True Copy**  
**Company Secretary**



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### EXTRACT OF THE EXTRA ORDINARY GENERAL MEETING OF SHELL PAKISTAN LIMITED HELD ON WEDNESDAY, NOVEMBER 28, 2024, AT PEAL CONTINENTAL KARACHI

#### RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION OF SHELL PAKISTAN LIMITED (the 'Company')

To consider and if thought fit, change the name of the Company to "Wafi Energy Pakistan Limited" and for this purpose to pass the following resolutions as Special Resolutions:

**RESOLVED** as and by way of Special Resolution **THAT** subject to the approval of the Registrar of Companies, Securities and Exchange Commission of Pakistan ("SECP") the name of the Company be changed from "Shell Pakistan Limited" to the proposed name of "Wafi Energy Pakistan Limited", and that all necessary procedures and approvals prescribed by law be complied with and secured with a view to making the change of name complete and effective.

**FURTHER RESOLVED THAT**, the Company Secretary of the Company and / or the Chief Financial Officer of the Company, be and are hereby severally authorised to take all steps necessary, ancillary and incidental for to fully achieve the objects of the aforesaid resolutions including, inter alia, carrying out filings with the Securities and Exchange Commission of Pakistan, the Pakistan Stock Exchange or other regulatory bodies, filing of all the requisite statutory forms and all other documents as may be required to be filed with the Companies Registration Office of the SECP, submitting all such documents as may be required with the SECP, executing all such certificates, applications, notices, reports, letters and any other document or instrument including any amendments or substitutions to any of the foregoing as may be required.

1. To consider and if thought fit, to amend the Memorandum of Association to reflect the proposed change in name of the Company and for this purpose to pass the following resolution as a Special Resolution:

**RESOLVED** as and by way of Special Resolution **THAT** the Memorandum of Association of the Company be and are hereby amended as follows:



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- (a) by substituting for the existing title of the Memorandum of Association, the following title:

*MEMORANDUM OF ASSOCIATION OF WAFI ENERGY PAKISTAN LIMITED*

- (b) by substituting for the existing Clause 1. of the Memorandum of Association, the following clause:

*The name of the Company is "WAFI ENERGY PAKISTAN LIMITED".*

2. To consider and if thought fit, to amend the Articles of Association to reflect change in name of the Company and bring them in line with the latest provisions of the Companies Act 2017, and for this purpose to pass the following resolution as a Special Resolution:

**RESOLVED** as and by way of Special Resolution **THAT** the Articles of Association of the Company be and are hereby amended as follows:

- (a) by substituting for the existing title of the Articles of Association, the following title:

*ARTICLES OF ASSOCIATION OF WAFI ENERGY PAKISTAN LIMITED*

- (b) by substituting for the definition of the terms "the Company" of "this Company" in Article 1, the following definition:

*"the Company" or "this Company" means WAFI ENERGY PAKISTAN LIMITED*

- (c) by substituting for the definition of the term "the Seal" in Article 1, the following definition:

*"the Seal" means the Official Seal of the Company.*

- (d) by substituting for the existing Article 10, the following new article:

10. *Except to the extent allowed by sections 86 and 88 of the Act, no part of the funds of the Company shall be employed in the purchase of its own shares or in giving, whether directly or indirectly, 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 in the Company or its holding company.*

- (e) by substituting for the existing Article 16, the following new article:





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*Issue of physical certificate*

16. *The certificate of title to physical shares shall be issued under the signature of the authorized officer of the Company in accordance with Section 62 of the Act.*
- (f) by substituting for the existing Article 19, the following new article:
19. *If a certificate of share, debenture or debenture stock is proved to the satisfaction of the Company to have been lost or destroyed or, being defaced or mutilated or torn, is surrendered to the Company, and the Company is requested to issue a new certificate in replacement thereof, the Company shall, after making such enquiry as it may deem fit, advise the applicant within twenty days from the date of application the terms and conditions (as to indemnity and otherwise and as to payment of the actual expenses incurred on such enquiry and of a fee not exceeding ten rupees or such greater sum as may be prescribed under the Act) on which the Company is prepared to issue a new certificate and a time for compliance therewith or of the reasons why the Company is unable to issue a new certificate, as the case may be, and in the former case if the applicant shall within the time allowed comply with the terms and conditions specified the Company shall issue a new certificate to the applicant within thirty days from the date of application.*
- (g) by substituting for the existing Article 29, the following new article:
29. *The Company may by Special Resolution and subject to compliance with the requirements of section 85 of the Act:-*
- (a) *increase the authorized share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe;*
- (b) *consolidate and divide the whole or any part of its share capital into shares of larger amount than its existing shares;*
- (c) *by sub-division of its existing shares or any of them, divide the whole or any part of its share capital into shares of smaller amount than is fixed by the Memorandum of Association.*
- (d) *cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.*



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(h) by substituting for the existing Article 45, the following new article:

45. *If a poll is demanded, it shall be taken in such manner as the chairman of the meeting directs complying with sections 144 of the Act, and any regulations enforced by the Commission. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.*

(i) by substituting for the existing Article 46, the following new article:

46. *A poll demanded on the election of chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions 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 directs complying with section 145 of the Act, and any regulations enforced by the Commission. The demand of a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.*

(j) by substituting for the existing Article 48, the following new article:

48. *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. On a poll every Member present in person or by proxy shall have votes proportionate to the paid-up value of the shares or other securities carrying voting rights held by him according to the entitlement of the class of such shares or securities, as the case may be, and any regulations enforced by the Commission. Provided always that in the case of an election or removal of a Director, the provisions of Articles 65 and 66 respectively shall apply.*

(k) by substituting for the existing Article 49, the following new article:

49. *In the case of joint holders, the vote of the senior present, 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 their names stand in the Register.*

(l) by substituting for the existing Article 50, the following new article:





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50. *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 or through video-link, by his committee or other legal guardian and any such committee or guardian may, on a poll, vote by proxy.*

(m) by substituting for the existing Article 52, the following new article:

52. *On a poll, votes may be given either personally or through video-link, or by proxy or through postal ballot in compliance with any regulations enforced by the Commission.*

(n) by substituting for the existing Article 53, the following new article:

53. *The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, be signed by an officer or an attorney duly authorized by it. A proxy need not be a Member of the Company.*

(o) by substituting for the existing Article 54, the following new article:

54. *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 Office not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote (subject however to section 137(6) of the Act) and in default the instrument of proxy shall not be treated as valid.*

(p) by substituting for the existing Article 55, the following new article:

55. *An instrument appointing a proxy may be in the following form or, subject to section 137(4) of the Act in any other form which the Directors shall approve:-*

-- "WAFI ENERGY PAKISTAN LIMITED

I, ..... of ..... in  
the district of ..... being a Member of WAFI ENERGY PAKISTAN LIMITED,  
hereby appoint ..... of ..... or in his absence ..... of ..... as my proxy to vote  
for me and on my behalf at the (Annual or Extraordinary, as the case may be)



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*General Meeting of the Company to be held on the.....day of.....and at any adjournment thereof.*

*Signed this.....day of .....*."

(q) by substituting for the existing Article 58, the following new article:

58. *Any company or other corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of that other Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the company or corporation which he represents as that company or corporation could exercise if it were an individual Member of the Company, present in person. The production before or at the meeting of a copy of such resolution purporting to be signed by a director or the secretary of such company or corporation and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the validity of the appointment of such representative.*

(r) by substituting for the existing Article 77, the following new article:

77. *A Director who, or whose relatives, as defined in section 205 of the Act, is in any way, whether directly or indirectly, concerned or interested in any contract or arrangement or proposed contract or arrangement with the Company shall disclose the nature of such concern or interest in accordance with section 205 of the Act.*

(s) by substituting for the existing Article 86, the following new article:

86. *A Director shall ipso facto cease to hold office if:*

- (a) *he becomes ineligible to be appointed as a Director on any one or more of the grounds specified in section 153 of the Act, or*
- (b) *he absents himself from three consecutive meetings of the Directors or from all meetings of the Directors for a continuous period of three months, whichever is the longer, without leave of absence from the Directors, or*





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- (c) *he or any firm of which he is a partner or any private company of which he is a director without the sanction of the Company in a general meeting accepts or holds any office of profit under the Company other than that of a chief executive or a legal or technical advisor, or*
- (d) *he or any firm of which he is a partner or any private company of which he is a director accepts a loan or guarantee from the Company in contravention of section 182 of the Act.*
- (t) by substituting for the existing Article 87, the following new article:
87. *The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit; questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. 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.*
- (u) by substituting for the existing Article 99, the following new article:
99. *The Directors shall provide for the safe custody of the Seal which shall only be affixed by the authority of a resolution of the board of Directors or of a committee of the Directors authorized by the Directors in that behalf; and every instrument to which the Seal shall be affixed shall either be signed by one Director and countersigned by the Secretary or by a second Director or by some other person authorized by the company under section 203 of the Act in any territory not situated in Pakistan, who shall, by writing under his hand, on the deed or other document to which the seal is affixed, certify the date and place of affixing the same.*
- (v) by substituting for the existing Article 115. (1), the following new article:
115. *(1) The Directors shall arrange to place before the Annual General Meeting of the Company in every year duly audited financial statements confirming to the requirements of sections 223 and 225 of the Act and made up to a date not more than one hundred and twenty days before the date of such meeting and having*





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*the auditor's report attached thereto, and a report of the Directors conforming to the requirements of section 227 Act.*

(w) by substituting for the existing Article 116. (2), the following new article:

116. (2) *After the financial statement and the reports of the Directors and auditors have been laid before the Annual General Meeting of the Company and duly adopted, five copies of such financial statements together with reports and documents required to be annexed to the same signed by the signatories thereto shall be filed as required by section 233 of the Act.*

(x) by substituting for the existing Article 122, the following new article:

122. *A notice may be given by the Company to the persons entitled to a share in consequence of the death or in solvency of a Member by name or by the title or representatives of the deceased, or assignees of the insolvent or by any like description at the address (if any) in Pakistan supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or insolvency had not occurred.*

(y) by substituting for the existing Article 124. (1), the following new article:

124. (1) *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, 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.*

Lalarukh Hussain – Shaikh

Company Secretary