

**MINUTES OF 50<sup>TH</sup> ANNUAL GENERAL MEETING OF MORAFCO INDUSTRIES  
LIMITED, FAISALABAD HELD ON OCTOBER 30, 2015 AT 10.00 AM AT  
REGISTERED OFFICE OF THE COMPANY AT REPUBLIC MOTORS (PVT) LIMITED  
87-SHAHRAH-E-QUAID-E-AZAM, LAHORE.**

**Present: -**

1	Mr. Khalid Mahmood Chadda	M.D / Chairman	Member PIDC / Govt
2	Mr. Javed Iqbal	Director (Director)	Member PIDC Nominee
3	Mr. Zahid ur Rehman Mughal	(Director)	Member PIDC Nominee
4	Mr. Ashfaq Ahmad	(Director)	Member PIDC Nominee
5	Mr. Muhammad Azam Zaman	(Director)	Member PIDC Nominee
6	Mr. Waheed Shahzad But	(Director)	Member PIDC Nominee
7	Mr. Mohammad Bukhsh		Member
8	Mr. Muhammad Azam Zaman		Member
9	Mr. Asif Aftab	Administrator Kashmir Affairs	Member
10	Mr. Arshad		Member

**In Attendance**

**Mr. Muhammad Nadeem Athar**

**Company Secretary**

**Proceedings**

Proceedings started with the recitation from Holy Quran.

**Election of Chairman:**

Mr. Khalid Mahmood Chadda, Chairman and Managing Director of the Company took the chair and the proceedings of the meeting started according to the agenda.

**ITEM NO. 1:**

**TO CONFIRM THE MINUTES OF THE 49<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON OCTOBER 30, 2014:**

The minutes of the last meeting were read out by the Secretary. The shareholders made no observation and the minutes were unanimously declared as confirmed by the shareholders.

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**ITEM NO. 2:**

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED ACCOUNTS OF THE COMPANY FOR THE YEAR ENDED JUNE 30, 2015 TOGETHER WITH DIRECTORS' AND AUDITORS' REPORTS THEREON:**

The financial Statement of the Company along with Directors' and Auditors' Reports thereon were placed before the shareholders. Copies of the said accounts along with Directors' and Auditors' reports had already been sent to the shareholders as required under the Companies Ordinance 1984. The members were informed that the unit sustained a net loss of Rs. 1.962 million against loss of Rs. 2.391 million in the previous year. Reports were read out and informed the members that Auditors report is open for inspection by any member of the company. The Chairman invited comments and views of the shareholders on annual report. Certain queries were raised regarding present position of the company which were clarified and explained to the entire satisfaction of the members. After the discussion the members passed the following resolution:-

**“Resolved that the Audited accounts of the company along with the notes for the year ended June 30, 2015 and Directors' Report thereon be and are hereby approved and adopted.”**

**ITEM NO. 3:**

**TO APPOINT AUDITORS FOR THE YEAR 2015-16 AND FIX THEIR REMUNERATION:**

The Company Secretary informed the members that the present Auditors M/s. Hameed Khan & Co., Chartered Accountants, Lahore have retired. The retiring auditors had served the company as auditors for Five years and eligible for re-appointment and the Board of Directors has recommended the name of M/s. Hameed Khan & Co. Chartered Accountants, Lahore through Engagement Partner Mr. Inam ul Haq Chartered Accountant for appointment as Auditors of Morafco Industries Limited, Faisalabad for the financial year 2015-16 at a professional fee of Rs. 30,000/- plus out of pocket expenses. M/s. Hameed Khan & Co. Chartered Accountants, Lahore through Mr. Inam ul Haq (Engagement Partner) have offered their services for re-appointment for the year 2015-16 was received. The company Secretary further informed the members that no personal / nominations for the appointment of any other auditors of the company for the year 2015-16 have been received from any member.

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The members were informed that the Board of Directors of Morafco Industries Limited has recommended that M/s. Hameed Khan & Co. Chartered Accountants, Lahore as

the auditors of the Company for the year 2015-16. After discussion following resolution was passed:-

**“Resolved that M/s. Hameed Khan & Co. Chartered Accountants, Lahore (through Mr. Inam ul Haq Engagement Partner) be and are hereby appointed as auditors of Morafco Industries Limited for the financial year 2015-16 at a fee of Rs. 30,000 plus out of pocket expenses, other terms and conditions for the appointment shall remain the same.”**

**ITEM NO. 4:**

**TO ELECT THE DIRECTORS (NOMINEES OF PIDC) OF THE COMPANY FOR THE NEXT TERM OF THREE YEARS UPTO 30-10-2018.**

The Board of Directors of the company has fixed the number of Directors as 07 (Seven) under section 178 of the Companies Ordinance 1984. The retiring directors of the company are eligible for reappointment. For this purpose notice of intention under section 184 of the Companies Ordinance 1984 on Form 28 for contesting election is not required under section 183 of the Ordinance for directors representing holding company i.e. Nominees of PIDC / Government. No other member submitted his intention for contesting the election of directors. Hence the existing members of the Board stand re-elected for the next term of three years.

Following is the list of persons presently holding the position of directors in the Board of Directors of Morafco Industries Limited: -

<b>Sr. No.</b>	<b>Names</b>	<b>Status</b>	<b>Date of commencement of Tenure</b>
1	Mr. Khalid Mahmood Chadda M.D/Chairman	Member PIDC / Govt	30-10-2012
2	Mr. Naseem ul Haq Satti (Director) PIDC Nominee	Member (Representing Minority shareholders)	30-10-2012
3	Mr. Javed Iqbal Director (Director)	Member PIDC Nominee	30-10-2012
4	Syed Shahnwaz Burney (Director) PIDC / Govt Nominee	Member (Representing Minority shareholders)	30-10-2012
5.	Mr. Ashfaq Ahmad (Director)	Member PIDC Nominee	30-10-2012
6	Mr. Zahid ur Rehman Mughal (Director)	Member PIDC Nominee	30-10-2012
7	Mr. Muhammad Azam Zaman	Member PIDC Nominee	30-10-2012

The above mentioned directors were appointed for the next term of 3 years. In the light of above-mentioned situation, the election of two directors representing minority shareholders is also becoming due on 30-10-2015 and is here in above submitted for consideration by the management.

Five persons were existing nominees directors of PIDC whereas two persons Mr. Naseem ul Haq Satti and Syed Shahnwaz Burney (Directors representing minority shareholders) did not intend to contest the election of directors. So the names of Mrs Surriya Abid and Mr. Waheed Shahzad Butt were proposed by Board of Directors being nominees of PIDC who intended to contest the election of directors the names of seven directors are as follows: -

Following are the names of persons, who submitted their intention for contesting the election of Directors in 50<sup>th</sup> Annual General Meeting,

<b>Sr. No.</b>	<b>Names</b>	<b>Status</b>
1	Mr. Khalid Mahmood Chadda CEO / Chairman	Member PIDC / Govt
2	Mr. Javed Iqbal Director (Director)	Member PIDC Nominee
3	Mr. Ashfaq Ahmad (Director)	Member PIDC Nominee
4	Mr. Zahid ur Rehman Mughal (Director)	Member PIDC Nominee
5.	Mr. Muhammad Azam Zaman (Director)	Member PIDC Nominee
6	Mrs. Surriya Jabeen Abid GM (PP&ME) PIDC	Rep. Minority shareholders
7	Mr. Waheed Shahzad Butt	Rep. Minority shareholders

Since no other member filed the notice of his intention to contest the election of directors, so the following were appointed directors for the next term of next three years.

Following resolutions were unanimously passed: -

**“Resolved that Mr. Khalid Mahmood Chadda, Mr. Javed Iqbal, Mr. Ashfaq Ahmad, Mr. Zahid ur Rehman Mughal, Mr. Muhammad Azam Zaman and be and are hereby re-appointed as directors in the Board of Directors of Morafco Industries Limited for the next term of three years and two members namely Mrs.Surriya Jabeen Abid G.M (PP&ME) PIDC Karachi and Mr. Waheed Shahzad Butt (Advocate Lahore High Court) Lahore were also appointed Directors representing minority shareholders .”**

**“Further resolved that Mr. Muhammad Nadeem Athar Company Secretary is directed to file necessary returns in the office of Securities and Exchange Commission of Pakistan within the prescribed period of time and take all necessary actions required under the Law.”**

**ITEM NO. 5:**

**TO TRANSACT ANY OTHER BUSINESS WITH THE PERMISSION OF THE CHAIRMAN.**

The company Secretary informed that the Board of directors took several decisions in the meetings during the year under review. In this regard, the points discussed in the minutes of previous Board meetings were presented for the information of the members. The members showed their satisfaction to the decisions of the Board.

There being no other business the meeting ended with a vote of thanks to the chair.

**Muhammad Nadeem Athar  
Company Secretary**

**Chief Executive & Managing Director  
Morafco Industries Limited**