



RESOLUTION OF THE BOARD OF DIRECTORS

A meeting of the Board of Directors of ADOS Pakistan Limited (the 'Company') was held on December 20, 2021 at its head office situated at 2nd Floor, Block 2, FJ Plaza, College Road, F-7 Markaz, Islamabad at 11.00 A.M.

The following resolution was passed in the meeting of the Board:

RESOLVED THAT ADOS Pakistan Limited be delisted from Pakistan Stock Exchange ("PSX") under rule 5.14 of Voluntary Delisting rules of the PSX Rule Book (the "Rule Book")

WHEREAS, the Company has been suffering losses since financial year ended 2017

WHEREAS, the Company's value proposition is not sustainable due to the severe reduction in Oil & Gas drilling activity in Pakistan, as mentioned in the directors report.

WHEREAS, the company's products are being sold at dumping rates by foreign firms trying to capture market share. Change in government policies has acted against the interest of local manufacturers in the oil in gas sector. Specifically SRO 678 & SRO 821

WHEREAS, the nature of the product and market has changed so significantly, that the company will not reasonably be able to generate enough revenue to cover minimum operational requirements, even if the local Oil & Gas sector recovers.

WHEREAS, the majority shareholder and CEO of the company has invested approximately PKR 158 million (2x the amount of paid up share capital of the company, & 71% of total equity & liability of the company) in the past few years by means of interest free directors loans to the company, due to his desire to support its survival.

WHEREAS, the manufacturing facility is becoming obsolete, resulting in high input costs and low profit margins

WHEREAS, company has been unable to gain access to working capital due to declining revenues.

WHEREAS, the external product & quality certification required to manufacture products for customers has been lost due to limited financial and human resources. Drastically affecting the scope of work that can be accessed in the next 05-10 years.

WHEREAS, the sponsors have a serious concern on the ability to operate profitably in the future. The sponsors now lack the funds required to ensure survival of the company.

WHEREAS,

a) The Company shall make a formal application to the PSX for the delisting of the shares of the Company from PSX

b) Upon acceptance of the application for delisting its shares from PSX, in accordance the

HEAD OFFICE: 2ND FLOOR, F.J PLAZA, BLOCK 2, COLLAGE ROAD MARKAZ F-7, P.O. BOX 1416, ISLAMABAD - PAKISTAN
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PAKISTAN LIMITED

Rule book, a general meeting of the shareholders of the Company be convened to seek approval through a special resolution for the delisting of the shares of the Company from PSX, which general meeting of the shareholders shall be held on such date as may be determined by Mr. Zia Akbar Ansari, Chief Executive of the Company, or at any time after the approval of the application for the delisting of the shares of the Company by PSX.

- c) The sponsors believe that the net realizable value of company assets results in a share price which is below par value, according to PSX Rules 5.14.1, the expected buyback price is multiples higher. Thus the sponsors shall seek relaxation as per clause 5.18 of PSX Rules in order to determine pricing for buy back. The sponsors reserve the right to withdraw their delisting application, if the price determined by the delisting committee is unreasonable.
- d) For the purposes of the general meeting of the shareholders as aforesaid. the Register of the Members and Share Transfer Books, of the Company be closed for a period of 7 days prior to the said general meeting of the shareholders, the dates of such closure being determined by Mr. Zia Akbar Ansari, Chief Executive of the Company;

RESOLVED FURTHER THAT the delisting and subsequent buy-back of ordinary shares held by the minority shareholders of the Company shall take place to an extent and at a price to be determined in accordance with the Rule Book or as may be determined by the PSX or the Securities & Exchange Commission of Pakistan for the purposes of voluntary Delisting of the Company from the PSX.

RESOLVED FURTHER THAT CEO Zia Ansari & Director Shehryar Ansari are hereby authorized to appoint a purchase agent as required under the regulations.

RESOLVED FURTHER THAT Mr. Shehryar Akbar Ansari, Director, Mr. Zia Akbar Ansari, Chief Executive and Miss Sabina, Company Secretary, (the "Authorized Officers") be and are hereby authorized to sign singly, execute and deliver any document, and to do any other act, deed or thing for and on behalf of the Company as may from time to time be required by the Central Depository Company ("CDC"), PSX and/or Securities & Exchange Commission of Pakistan ("SECP") and to fulfill all requisite legal and procedural formalities for accomplishing the delisting of the Company from the PSX, to appoint Advisor & Purchase Agent for the delisting of the Company and make application, to appoint Share Registrar, sign and submit requisite documents as may be necessary, negotiate the price with the PSX and so to effectuate the delisting of the Company and to take all actions and do necessary acts, deeds and things for implementation of this resolution.

RESOLVED FURTHER THAT all actions taken and/or to be taken by and on behalf of the Company by any Authorized Officers in respect of the above are hereby ratified and confirmed by the Company.

Sabina Ansari
Company Secretary





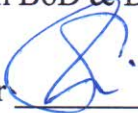


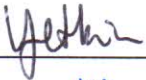
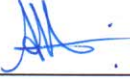
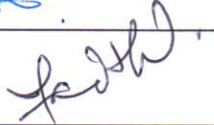
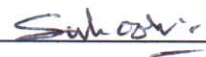
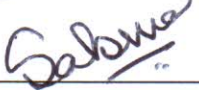
Zia Akbar Ansari
Chief Executive Officer & Director

ADOS PAKISTAN LIMITED
MINUTES OF BOARD OF DIRECTORS MEETING HELD AT ITS
REGISTERED OFFICE ON
DECEMBER 20, 2021 AT 11.00 PM

Agenda of Board Meeting:

To discuss the future strategy of the company keeping in view the current circumstances as discussed in the directors report to the shareholders.

Present:

1. Zia Akbar Ansari – CEO & Director 
2. Shoobarna Zia Ansari – Chairman BoD & Director 
3. Shehryar Akbar Ansari – Director 
4. Asfandiyar Akbar Ansari – Director 
5. Bakhtiyar Akbar Ansari – Director 
6. Aylin Ansari – Director 
7. Aysha Masood – Director 
8. Muhammad Fahd Shaffi – Director 
9. Suboohi Ansari – Director 
10. Sabina Ansari – Company Secretary 

START OF THE MEETING: The meeting starts with a general review of the declining nature of the business, the prevailing market and business environment, and the challenges faced by ADOS in generating sustainable revenues. The company recently lost its certification license, which shall make it extremely challenging to qualify for supply opportunities for the next 05-10 years.

All directors are requested by the chairman to provide their proposal on the solution to the current financial challenges faced by the company.

Shoobarna Ansari, the chairman starts the conversation by proposing that the company should initiate an activity to identify a new business scope or product line, separate from



the Oil & Gas sector, as a solution to the declining business and poor market dynamics in the current space.

Suboohi Ansari, proposed that the company keeps in line with the previously proposed solution of relocating the facility to Faisalabad industrial zone, to take advantage of the local geographical market, and to recover funds from sale of land and to further utilize the same for the setting up of a new modern facility and marketing expenses.

Asfandyar Ansari, proposed that the company seek financing from financial institutions or from the stock market in order to modernize the facility, clear current liabilities, & to utilize these funds to try and improve the feasibility of the current business line of Oil & Gas and that of armored vehicles.

Shehryar Ansari, proposed that the position of the company is not sustainable in the near future, there is a serious concern about the financial health of the company, and that its existence is only guaranteed by injection of further directors loans. The recent loss of the certification results in the company not being able to access big orders from customers for a long period of time. Thus the company will not be able to sustain itself financially without the eventuality of consuming the asset value of the company in order to pay operating expenses, which is an undesirable position.

Zia Akbar Ansari has proposed that he believes it is going to be unfeasible to further financially support the company by means of directors loans, or by taking any actions discussed by all other directors, as the facility and its competitive advantages are now uncompetitive. Additionally, the company does not have access to, nor can it reasonably raise the funds required to either relocate, diversify, or to recover its historical revenue figures. He proposed that the company has performed in a positive manner for the past 29 years, and he believes that this is the end of it's business cycle. As the company is listed on the Pakistan Stock Exchange (G) limited (PSX) and that himself and his family own a significant majority of the company's shares, he proposes that the company be delisted as per PSX Rules 15.4 in order to ensure that all minority investors are not exposed to further losses or deterioration in financial health. He requests BoD to consider his proposal with extreme significance, as he feels personal responsibility to ensure that minority shareholders do not face further loss of value due to the company's position.

The board of directors discuss the details and mechanism of delisting with Zia Ansari, and all members of the BoD agree on his proposal. They feel that the current best course of action for the company would be to delist the company and allow the sponsors to buy back shares from minority shareholders, in order to fulfill their responsibility of protecting the interest of the investors.

The board of directors has agreed that the following sponsors:

1. Zia Akbar Ansari
2. Shoobarna Zia Ansari
3. Shehryar Akbar Ansari
4. Asfandyar Akbar Ansari
5. Bakhtiyar Akbar Ansari
6. Aylin Ansari
7. Aysha Masood

Shall be considered as sponsors for the purpose of delisting & buyback of shares. These sponsors immediately intimate the company secretary of their intent to delist & buyback the shares as per PSX Rules 15.4

The BoD request the company secretary to include the agenda of delisting the company in this board meeting held on 20-12-2021, as intimated by the above named sponsors.

The company secretary, has accepted the inclusion of this agenda. The resolution is adopted.

WHEREAS, the Company's profitability is not expected to improve in the near term due to prevailing adverse market conditions, the Sponsors believe it would be in the best interest of the minority shareholders who hold only 25.85% of the paid up share capital of the Company, to be provided a fair opportunity to exit, so that they can invest the fund in other profitable avenues.

In view of the above, it is hereby

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VOTE OF THANKS:

The meeting terminated with a cordial vote of thanks to the Board of Directors, moved by Mr. Zia Akbar Ansari to which the Chairperson suitably responded and declared the meeting closed.



Sabina Ansari
Company Secretary



Zia Akbar Ansari
CEO & Director



Place: Islamabad
Dated: December 20, 2021