



Shell Pakistan Limited

Shell House
6, Ch. Khaliqzaman Road
Karachi-75530
Tel +92 (21) 111 888 222
Fax: +92 (21) 3563 0110
P.O. Box 3901 Karachi
Email: generalpublicenquiries-pk@shell.com
Website: www.shell.com.pk

May 05, 2023

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

Dear Sir/Madam,

Subject: **Certified True copy of Resolutions passed at the 54th Annual 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 54th Annual General Meeting, held on May 4, 2023, at 10:30a.m. at the Marriott hotel Karachi and virtually through a video link facility.

Yours faithfully,
For and on behalf of
Shell Pakistan Limited

Lalarukh Hussain-Shaikh
Company Secretary



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**EXTRACT OF MINUTES OF THE 54th ANNUAL GENERAL MEETING OF SHELL
PAKISTAN LIMITED HELD ON THURSDAY, MAY 4, 2023,
AT MARRIOTT HOTEL KARACHI**

**TO RECEIVE, CONSIDER, ADOPT AND APPROVE THE AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2022, TOGETHER WITH REPORT OF DIRECTORS
AND AUDITORS THEREON**

RESOLVED THAT the Directors' Report and Audited Accounts for the year ended December 31, 2022 produced at the meeting be and the same are hereby approved and adopted.

**TO APPOINT AUDITORS FOR THE FINANCIAL YEAR ENDING DECEMBER 31, 2023, AND TO
FIX THEIR REMUNERATION**

RESOLVED THAT the Messrs. Ernst & Young Ford Rhodes, Chartered Accountants, be and are hereby re-appointed as external Auditors of the Company for a term ending at the conclusion of the next Annual General Meeting at a fee of Rs. 7.4 million plus applicable taxes, along with out-of-pocket expenses.

**TO MEET THE REQUIREMENTS UNDER S.R.O. 389(I)/2023 ISSUED BY THE SECURITIES AND
EXCHANGE COMMISSION OF PAKISTAN (SECP)**

RESOLVED THAT the annual audited financial statements and related documents (included in the Annual report) be circulated to the Members through a QR enabled code and weblink included in the Notice of a General meeting as per the requirements under S.R.O. 389(I)/2023 dated March 21, 2023, issued by the Securities and Exchange Commission of Pakistan

**TO AMEND THE ARTICLES OF ASSOCIATION 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 Articles of Association of the Company be and are hereby amended as follows:

(a) by substituting for the existing Article 95, the following new article:

95. A resolution, other than a resolution in respect of any matter specified in section 183 of the Act, passed without any meeting of the Directors or of a committee of Directors and evidenced in writing under the hands of majority of the Directors (or in their absence their alternate Directors) shall be valid and effectual as if it had been passed at the meeting of the Directors, or as the case may be of such committee, duly called or constituted. Such resolution may be contained in one document or several documents in like form each signed by one or more of the Directors or members of the committee concerned. A facsimile or email transmission of a document setting out the resolution and purporting to be signed by a Director or a member of the committee shall be deemed to be a document signed by him for the purposes of this Article.



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(b) by substituting for the existing Article 118, the following new article:

118. The Company may upon the recommendation and approval of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit or any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would be entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied in or towards paying up in full unissued share or debentures of the Company to be allotted and distributed credit as fully paid up to and amongst such Members in the proportion aforesaid, and the Directors shall give effect to such resolution

TO ELECT TEN (10) DIRECTORS IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT, 2017 FOR A PERIOD OF THREE YEARS COMMENCING FROM JUNE 13, 2023

RESOLVED THAT the following persons elected as Directors on the Board of Shell Pakistan Limited, in accordance with the provisions of the Companies Act 2017, at the 54th Annual General Meeting of the shareholders of the company held on May 4, 2023 for a period of three years commencing from June 13, 2023

Mr. Zain K. Hak	Mr. John King Chong Lo
Mr. Zaffar A. Khan	Mr. Amir R. Paracha
Mr. Rafi. H Basheer	Mr. Zarrar Mahmud
Mr. Parvez Ghias	Ms. Madiha Khalid
Mr. Badaruddin F. Vellani	Mr. Imran R. Ibrahim

TO AUTHORISE THE EXECUTIVE DIRECTORS WHO ARE WHOLE TIME WORKING DIRECTORS OF THE COMPANY TO HOLD THEIR RESPECTIVE OFFICES OF PROFIT AS EXECUTIVES OF THE COMPANY

RESOLVED THAT the Executive Directors (including Alternate Directors) of the Company be and are hereby authorized to hold their respective offices of profit as executives of the Company under their respective contracts of service and that they be allowed benefits arising under their respective contracts of service and the applicable service rules of the Company.

RESOLVED FURTHER THAT in the event of any of the aforesaid offices of profit falling vacant, the approval hereby given shall be equally applicable to any other person appointed to fill such vacancy.

TRUE CERTIFIED COPY

Lalarukh Hussain-Shaikh
COMPANY SECRETARY