

Certified True Copy of Resolutions passed and adopted by the members of Roshan Packages Limited in their Annual General Meeting held on 27 October, 2023.

Ordinary Resolutions:

- 1- To receive, consider and adopt the Chairman's Review Report, Reports of Directors and Auditors together with Audited Annual Separate and Consolidated Financial Statements of the Company for the year ended 30 June, 2023.

"**RESOLVED THAT** the separate and consolidated audited financial statements of the Company for the year ended 30 June 2023 and Chairman's Report, Directors' and Auditors' Reports thereon, as circulated to the Members and laid before this Meeting be and are hereby received, adopted and approved."

- 2- To appoint Company's auditors and to fix their remuneration. The members are hereby notified that the Board and the Audit Committee have recommended the appointment of KPMG Taseer Hadi & Co, Chartered Accountants as auditors of the Company.

RESOLVED THAT M/s KPMG Taseer Hadi & Co, Chartered Accountants be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of next annual general meeting at the remuneration decided mutually."

- 3- To approve the payment of final cash dividend of Rs.1 per share i.e. @ 10 % for the year ended 30 June 2023, as recommended by the Board of Directors of the Company.

Resolved that the 10% final cash dividend declared by Board of Directors in their meeting held on September 30,2023 for the year ended June 30, 2023 be and is hereby approved.

Special Business:

- 4- To approve, as and by way of an Ordinary Resolution, transmission of the annual balance sheet, profit & loss account, auditors report, directors report etc., (the "Audited Annual Financial Statements") to the Company's shareholders through QR enabled code and weblink as allowed by the Securities and Exchange Commission of Pakistan via SRO No. 389(I)/2023 dated March 21, 2023.

RESOLVED THAT, approval of the shareholders of Roshan Packages Limited (the "Company") be and is hereby accorded and the Company be and is hereby authorized to circulate the Annual Audited Financial Statements of the Company together with the reports and documents required to be annexed thereto under the applicable law through QR enabled code and weblink instead of circulation through CD/DVD/USB.

RESOLVED THAT the Chief Executive Officer and / or Company Secretary of the Company be and are hereby singly empowered and authorized to do all acts, deeds and things, take or cause to be taken all necessary action for the proposes of implementing this resolution."

- 5- To consider, ratify and approve the transactions carried out with related parties during financial year ended 30 June, 2023 under the authority of the special resolution passed in the annual general meeting held on 28 October, 2022 and to authorize the Chief Executive to approve all the transactions with the related parties carried out or to be carried out during the financial year ending 30 June 2024 and till the next Annual General Meeting and if thought fit, to pass, with or without modification, resolutions as Special Resolutions as proposed in the Statement of Material Facts.

The following resolutions was passed as Special Resolutions:

“RESOLVED THAT the following transactions carried out in the ordinary course of business at arm’s length basis with Roshan Enterprises and Roshan Sun Tao Paper Mills (Pvt) Limited during the financial year ended June 30, 2023 be and are hereby ratified, approved and confirmed.

Transaction detail of Roshan Enterprises:

Name of Related Party	Name of Interested directors	Nature of relationship	Description of Transaction and terms and conditions	Time frame	Pricing policy	Amount Rupees
Roshan Enterprises	Saadat Eijaz	Directorship	Markup accrued on long term loan	July 22- June 23	Arm’s length	14.88 Million
	Zaki Aijaz		Markup settled during the year			30.09 Million
	Quasim Aijaz		Receipts during the year			3.18 Million
	Khalid Eijaz Qureshi		Loan principle settled during the year			130.86 Million

Transaction detail of Roshan Sun Tao Paper Mills (Pvt) Limited:

Name of Related Party	Name of Interested directors	Nature of Transaction	Time Frame	Pricing policy	Amount Rupees
Roshan Sun Tao Paper Mills (Pvt) Limited	Tayyab Aijaz	Long Term Loan Given	July21- June22	Arm's length	110.95 Million
	Saadat Eijaz	Markup accrued on long term loan			88.97 Million
	Zaki Aijaz	Markup accrued on short term loan			75.05 Million
	Quasim Aijaz	Markup received during the year.			75.05 Million
	Khalid Eijaz Qureshi				

Resolved that the Chief Executive of the Company be and is hereby authorized to approve transactions to be conducted with the Related Parties in the normal course of business during the year ending June 30, 2023 and till the next annual general meeting.

Resolved further that these transactions shall be placed before the shareholders in the next annual general meeting for their ratification/approval.”

- 6- To consider and if thought fit, to pass, with or without modification, a resolution as Special Resolution as proposed in the Statement of Material Facts pursuant to Section 199 of the Companies Act, 2017 for increase in the amount of long-term loan from Rs. 500 million to up to Rs. 700 million and to change the nature of the investment made in the form of loan to the Company's subsidiary, Roshan Sun Tao Paper Mills (Private) Limited.

RESOLVED THAT approval of the members of Roshan Packages Limited (the “**Company**”) be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017 and the Company be and is hereby authorized to make maximum investment of up to Rs. 700 Million (Rupees Seven Hundred Million Only) in Roshan Sun Tao Paper Mills (Private) Limited, a subsidiary, to be payable by 30 June 2024 in lump sum or with one year of the commercial operations whichever is later and the markup rate will be equal to borrowing cost of company or 1year KIBOR plus 2% per annum (whichever is higher) to be payable quarterly within 10 days of the end of quarter on outstanding amount of loan.

RESOLVED THAT “approval of the Company be and is hereby accorded to adjust the aforesaid loan of up to Rs. 700 Million into equity of Roshan Sun Tao Paper Mills (Private) Limited at Par value of Rs. 10 each.

RESOLVED FURTHER THAT the Chief Executive and/or Company Secretary (the "Authorized Officers") of the Company be and are hereby authorized and empowered on behalf of the Company to take all steps and actions necessary, ancillary and incidental and sign, execute and amend such documents, papers, instruments, agreement etc., as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the aforesaid resolution.

- 7- **To consider, and if thought fit, to pass with or without modification, a resolution as a Special Resolution, to substitute the Article 91 of the Articles of Association of the Company.**

“Resolved that pursuant to the applicable provisions of the Companies act, 2017, Article 91 of the existing Articles of Association of the Company be and is hereby substituted to read as follows:

“The Board of Directors may, resolve that any moneys, investments, or other assets forming part of the undivided profits of the company standing to the credit of any reserve or other fund or in the hands of the company and available for dividend (or representing premium received on the issue of shares and standing to the credit of the shares premium account) be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled hereto as capital and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full, any unissued shares, debentures or debenture-stock of the company which shall be distributed accordingly and that such distribution of payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

Further resolved that the Chief Executive and / or any Director of the Company be and are hereby singly authorized to do all acts, deeds and things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alteration of Articles of Association of the Company and implementing this special resolution.

Further resolved that the aforesaid alteration in the Articles of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be required, and such amendment, modification, addition or deletion shall not require fresh approval of members.”


