



KCL/AGM/01/2023-2024

October 28, 2023.

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

Dear Sir,

Subject: **CERTIFIED COPY OF RESOLUTION PASSED IN ANNUAL
GENERAL MEETING**

In accordance with the requirements of Regulation No. 5.6.9 (b) of the Rule Book of Pakistan Stock Exchange, please find enclosed a certified true copy of the resolutions passed at the 44th Annual General Meeting of the Company held at 3.00 p.m. on Friday, October 27, 2023 at the Registered Office Karachi.

Thanking you,

Yours truly,
For Karam Ceramics Limited

Manzooral Natha
Company Secretary



karam ceramics limited

A-31, S.M.C.H.S. Karachi, Pakistan - 75400

Telephone : +92 (21) 345-555-12 & 13 Fax : +92 (21) 345-555-42 Email : nova-kcl@nova-kcl.com URL: www.nova-kcl.com



CERTIFIED COPY OF RESOLUTIONS PASSED IN 44TH ANNUAL GENERAL MEETING OF KARAM CERAMICS LIMITED HELD ON OCTOBER 27, 2023 AT 1500 HOURS IN REGISTERED OFFICE KARACHI.

1. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2023 TOGETHER WITH THE REPORTS OF THE BOARD AND THE AUDITORS:

“Resolved that the Audited Financial Statements of the Company for the year ended June 30, 2023 together with reports of the Board and the Auditors thereon be and are hereby approved and adopted”.

2. APPOINTMENT OF STATUTORY AUDITOR'S FOR THE YEAR 2023-2024.

“Resolved that M/s. Crowe Hussain Choudhury & Co Chartered Accountants being eligible for re-appointment, be appointed as auditors of the Company for the year ending June 30, 2024 and until conclusion of the next Annual General Meeting, at a fee as mutually agreed between management and auditors”.

SPRCIAL BUSINESS

3. INCREASE IN AUTHORIZED CAPITAL AND SUBSEQUENT AMENDMENT IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

“Resolved that the authorized capital of the Company be and is hereby increased from Rs. 150,000,000/- (Rupees one hundred fifty million only) to Rs. 450,000,000/- (Rupees four hundred fifty million only)
By creation 30,000,000 (thirty million) new ordinary shares of Rs. 10/- each.”

“Further Resolved That the Memorandum and Articles of Association of the Company be and hereby altered by substituting the figures and words of Rs. 150,000,000/- (Rupees one hundred fifty million only) divided into 15,000,000 (fifteen million) ordinary shares of Rs. 10/- each appearing in Clause 5 of the Memorandum of Association and Article 2 of the Articles of Association with the words and figures of Rs. 450,000,000/- (Rupees four hundred fifty million only) divided into 45,000,000 (forty-five million) shares of Rs. 10/- each.”

“Further Resolved That the ordinary shares when issued shall carry equal voting rights and rank Pari passu with the existing ordinary shares of the Company in all respect / matters in conformity with the provisions of the Company Act, 2017.”

“Further Resolved That the Chief Executive Officer and Company Secretary be and hereby authorized singly to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and to file requisite documents with the Registrar to effectuate and implement the aforesaid resolutions.”

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4. **CIRCULATION / DISSEMINATION OF AUDITED ANNUAL FINANCIAL STATEMENTS OF THE COMPANY THROUGH QR ENABLE CODE AND WEBLINK;**

“Resolved That pursuant to compliance of S.R.O. 389(1)/2023 dated. March 21, 2023, the Company may circulate the annual balance sheet, profit and loss account, auditors’ report and directors’ report etc. (“audited financial statements”) to its members through QR enabled code and weblink instead of transmitting the same through CD / DVD/ USB.”

“Further Resolved That the Chief Executive Officer and Company Secretary be and are hereby authorized singly to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and to file requisite documents with the Registrar to effectuate and implement the aforesaid resolutions.”

CERTIFIED TRUE COPY:

Syed Mazhar Ali Nasir
Chief Executive Officer



Manzooral Natha
Company Secretary

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