

SANA Industries Limited

33-D-2, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi-75400
Tel: 021-34322556-9, Fax: 021-32570833, E-mail: info@sana-industries.com

MINUTES OF THE 38TH ANNUAL GENERAL MEETING OF M/S. SANA INDUSTRIES LIMITED HELD ON FRIDAY THE 27TH OCTOBER, 2023 AT 4:00 P.M. AT 33-D-2, P.E.C.H.S., BLOCK-6, SHAHRA-E-FAISAL, KARACHI

12 Shareholders holding total of 13,345,706 Shares, representing 66.85% of the total outstanding Shares were present.

The meeting started at 4:00 p.m. as approved by Pakistan Stock Exchange, under the Chairmanship of Mr. Ibrahim Younus, the Chairman of the Company. On confirmation of enough members to form quorum, in accordance with Clause 60 of the Articles of Association of the Company, the proceedings started.

PROCEEDINGS

The meeting commenced with the recitation of Holy Quran by Mr. Ismail Younus.

The Chairman requested Mr. Abdul Hussain Antaria, the Secretary of the Company to read out the Notice and Agenda of the meeting and minutes of the Annual General Meeting held on 28th October, 2022. The Notice and Agenda of the meeting were already circulated. Mr. M. Ilyas, Folio No.10231-753 proposed that the Minutes of the Annual General Meeting held on 28th October 2022 be taken as read. Proposed by Muhammad Shahid Folio No.03277-41419 and seconded by Mr. Ismail Younus, Folio No.03277-101077, it was unanimously:-

RESOLUTION

"RESOLVED that the Minutes of the Annual General Meeting held on 28th October, 2022, be and are hereby confirmed."

The Chairman then invited the Shareholders to review the audited accounts of the Company. The Shareholders were already served with annual audited accounts of the Company (Both Unconsolidated and Consolidated) for the year ended 30th June, 2023, along with the Directors' and Auditors' Reports thereon. The shareholders enquired about the profitability and future prospects, Mr. Saad bin Hilal, the CFO, explained that the previous years' profit was converted in loss due to severe economic challenges, inflation, demand and supply chain disruptions and devaluation of local currency, which increased the raw material prices and conversion costs with a significant rise in finance cost.

Despite the above challenges, the company has recorded consolidated gross revenue to Rs.5.08 billion which is about 12% increase from last year.

After detailed discussions, and further briefings by the Directors of the Company to the shareholders, proposed by Mr. M. Ilyas, Folio No. 10231-753 and seconded by Mr. Muhammad Shahid, Folio No.03277-41419, it was unanimously:-

RESOLUTION

"RESOLVED that the Audited Accounts of the Company for the year ended 30th June, 2023 together with the Review report by the Chairman, Directors' Report and Auditors' Report thereon be and are hereby adopted and approved."

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:(2):

The Chairman then brought next item of the Agenda to the Notice of the Shareholders regarding the disposal of 187 shares of the Company being fractional shares of stock dividend (Bonus shares) @ 65% distributed on 23rd June, 2023.

After discussion, proposed by Ms.Faiza, Folio No.03277-81516, and seconded by Muhammad Shahid, Folio No.03277-41419, it was unanimously:-

RESOLUTION

"RESOLVED that 187 shares of the Company being fractional shares of stock dividend (Bonus shares) @ 65% distributed on 23rd June, 2023, be disposed of and its proceeds be donated to a charitable institution".

The Chairman then brought the next item of the agenda to the notice of Shareholders regarding the appointment of the Auditors, he informed the Members that the retiring Auditors M/s. Rahman Sarfaraz Rahim Iqbal Rafiq,, Chartered Accountants, being eligible to be re-appointed as Auditors of the Company for the year 2023-2024, has offered themselves for re-appointment. Proposed by Mr. Muhammad Ilyas Folio No.10231-753 and seconded by Mr. Muhammad Faizanullah, Folio No.03277-39384, it was unanimously:

RESOLUTION

"RESOLVED that M/s. Rahman Sarfaraz Rahim Iqbal Rafiq be appointed as Auditors for the year 2023-2024, with remunerations to be negotiated by the Directors.

Special Business

The Chairman then brought the next item of the Agenda, that the transactions conducted with Related Parties as disclosed in Note No.43 of the audited unconsolidated financial statements for the year ended June 30, 2023, be approved as an ordinary resolution.

After detailed explanation, proposed by Mr. Muhammad Shahid Folio No.03277-41419, and seconded by Ms.Safia, Folio No.03277-108712, it was unanimously:-

RESOLUTION

"RESOLVED that the transactions conducted with Related Parties as disclosed in Note 42 of the unconsolidated financial statements for the year ended June 30, 2023 and specified in the Statement of Material Information under Section 134(3) be and are hereby ratified, approved and confirmed."

Special Business

The Chairman then brought the next item of the Agenda, that the Chief Executive Officer of the Company be authorized to approve all the transactions carried out and to be carried out in normal course of business with Related Parties during the ensuing year ending June 30, 2024 and in this connection the Chief Executive Officer be authorized to take any and all necessary actions and sign / execute any and all such documents / indentures as may be required in this regard on behalf of the Company, and be approved as an ordinary resolution. Proposed by Mr. M. Ilyas, Folio No.10231-753, and seconded by Mr. Muhammad Shahid Folio No.03277-41419, it was unanimously:-

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:(3):

RESOLUTION

"RESOLVED that the Chief Executive Officer of the Company be and is hereby authorized to approve the transactions to be conducted with Related Parties on case to case basis for the financial year ending June 30, 2024."

"FURTHER RESOLVED that these transactions by the Chief Executive Officer shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval."

Special Business

The Chairman then brought the next item of the Agenda, to consider and approve circulate annual audited financial statements through QR enabled Code and Weblink instead of transmitting the same in the form of CD / DVD / USB in pursuance of Securities and Exchange Commission of Pakistan (SECP) S.R.O. 389(1)/2023 dated March 21, 2023 and to pass following resolution with or without amendments as ordinary resolution:

After discussion, proposed by Mr. Ismail Younus Foilo No.03277-101077 and seconded by Mr. Muhammad Ilyas Folio No.10231-753, it was unanimously:

RESOLUTION

"RESOLVED THAT as notified by the SECP via S.R.O NO. 389(1)/2023 dated March 21, 2023 transmission of annual audited financial statements to its members through QR enabled code and weblink instead of transmitting the same in the form of CD / DVD / USB, be and is hereby ratified and approved for future."

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

(CHAIRMAN)

CERTIFIED TRUE COPY
For Sana Industries Limited


Company Secretary