



**HALLMARK  
COMPANY LIMITED**

16 January 2024

**The General Manager**  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Karachi

**Subject: Certified True Copy of Resolutions Passed in the Extraordinary General Meeting held on 15 January 2024**

Dear Sir,

In accordance with clause 5.6.9(b) of the Pakistan Stock Exchange Rule Book, we are pleased to submit certified true copy of the Resolutions passed by the Shareholders at the Extraordinary General Meeting of Hallmark Company Limited held on 15 January 2024.

Regards,

**Muhammad Farhan Saeed**  
Company Secretary

**Enclosure: As above.**



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**Extract of The Resolutions Passed in the Extraordinary General Meeting of Hallmark Company Limited held on Monday, 15<sup>TH</sup> January 2024 at 16:30 PST at Hotel Crown Inn located at Karachi.**

**ORDINARY BUSINESS**

**1. Minutes of Extraordinary General Meeting:**

**“RESOLVED THAT** the Minutes of Extraordinary General Meeting of Hallmark Company Limited held on 30 November 2023, be and is hereby approved and adopted.”

**2. Election of Directors:**

**“RESOLVED THAT** the following seven (7) candidates have been elected unopposed as Directors of the Company, for the next term of three (3) years, commencing from 15 January 2024:

- Mr. Syed Aamir Hussain (Non – Executive Director)
- Mr. Waseem Ahmad (Executive Director)
- Mr. Syed Hashim Ali (Non – Executive Director)
- Mr. Jamal Nasir Khan (Non – Executive Director)
- Mr. Syed Imran Haider (Non – Executive Director)
- Mr. Asad Mujtaba Naqvi (Independent Director)
- Ms. Fabzia Ahsen (Female Independent Director)”

**SPECIAL BUSINESS (through Special Resolution)**

**3. Acquisition of Majority Shareholding of Supernet Limited:**

**“RESOLVED THAT** pursuant to Section 199 and Section 208 of the Companies Act, 2017, the Company is hereby authorized to make equity investment in its associated company, Supernet Limited, by acquiring up to 100,216,722 shares constituting 81.18% of the issued and paid up share capital of Supernet Limited from Telecard Limited, for an amount up to the sum of PKR. 1,308,830,390/- (Pak Rupees One Billion Three Hundred Eight Million Eight Hundred Thirty Thousand Three Hundred Ninety).”

**“FURHTER RESOLVED THAT** as permitted in Regulation 6 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017, the members specifically authorize the validity of the abovementioned equity investments to extend beyond 12 months and remain valid for a period of up to 18 months.”

**“FURHTER RESOLVED THAT** Mr. Waseem Ahmad being Chief Executive Officer/Director or Mr. Muhammad Farhan Saeed being Company Secretary of the Company (the “Authorized Persons”) be and are hereby singly authorized to take any and all actions as may be required from time to time for the purposes of the above resolutions, to complete all necessary legal and corporate formalities with regard to the above resolution and to do all such acts, deeds and things as may be deemed necessary or expedient for concluding the said matters.”



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**“FURTHER RESOLVED THAT** all actions taken by the Authorized Persons on behalf of the Company in respect of the above matters are hereby confirmed and adopted by the Company in full.”

**4. Increase in Authorized Capital from PKR. 1.25 Billion to PKR. 1.5 Billion**

**“RESOLVED THAT** the authorized share capital of the Company be and is hereby increased from PKR 1,250,000,000/- (Pak Rupees One Billion Two Hundred and Fifty Million) divided into 125,000,000 (One Hundred and Twenty-Five Million) Ordinary shares of PKR 10/- (Pak Rupees Ten) each to PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million) divided into 150,000,000 (One Hundred and Fifty Million) Ordinary shares of PKR 10/- (Pak Rupees Ten) each.”

**“FURTHER RESOLVED THAT** the following amendments be made in the Memorandum and Articles of Association of the Company to reflect the increase in the authorized share capital:

Clause V of the Memorandum of Association of the Company be and is hereby amended to read as follows:

*“V. The authorized share capital of the Company is PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million) divided into 150,000,000 (One Hundred and Twenty-Five Million) Ordinary shares of PKR 10/- (Pak Rupees Ten) each. The Company shall have the powers to increase, reduce or reorganize the capital of the Company and divide shares in the capital for the time being into several classes in accordance with the Companies Ordinance, 1984.”*

Article 5 of the Articles of Association of the Company be and is hereby amended to read as follows:

*“5. The authorized share capital of the Company is PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million) divided into 150,000,000 (One Hundred and Fifty Million) Ordinary shares of PKR 10/- (Pak Rupees Ten) each.”*

**“FURTHER RESOLVED THAT** Mr. Waseem Ahmad being Chief Executive Officer / Director or Mr. Muhammad Farhan Saeed being Company Secretary of the Company be and are hereby authorized singly to do all acts, deed and things, take any or all necessary actions to complete all legal and corporate formalities and file all requisite documents with the Registrar and get approvals from Securities Exchange and Commission of Pakistan in order to effectuate and implement this resolution.

**ANY OTHER BUSINESS**

There being no other business left to discuss, the meeting was concluded.

**Certified by**

**Muhammad Farhan Saeed**  
Company Secretary

**HALLMARK COMPANY LIMITED**

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