



Shell Pakistan Limited

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December 9, 2020

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

Subject: SUBMISSION OF AMENDED COPY OF MEMORANDUM OF ASSOCIATION

Dear Sir/Madam,

We are submitting herewith amended copy of Memorandum of Association of our Company duly Certified.

Kind regards,

Lalarukh Hussain-Shaikh
Company Secretary

THE COMPANIES ACT, 2017

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

Certified True Copy


Company Secretary

Shell Pakistan Limited

(Incorporated the 28th day of June 1969)

Certified True Copy


Company Secretary

THE COMPANIES ACT, 2017

MEMORANDUM OF ASSOCIATION

OF

SHELL PAKISTAN LIMITED

1. The name of the Company is “SHELL PAKISTAN LIMITED”.
2. The Registered Office of the Company will be situated in the province of SINDH.
3. The objects for which the Company is established are:
 - (1) To acquire and take over as a going concern the marketing undertaking now being carried on in Pakistan by Burmah Shell Oil Storage & Distributing Company of Pakistan Limited and all or any of the assets and liabilities now owned or hereafter acquired by the said Company in connection therewith.
 - (2) To carry on in Pakistan the business of pumping, trading, storing, supplying, transporting, distributing, marketing, lubricants blending and dealing as principals or agents in petroleum and allied products.
 - (3) To carry on in Pakistan any other business of a similar nature, or any business which may in the opinion of the Directors be conveniently carried on in Pakistan by the Company.
 - (4) To purchase, lease, build, charge or otherwise acquire any real or leasehold estate or other rights of property, installations, buildings, ships, vessels, plant, apparatus, machinery, tools, office furniture, wagons, carts, motor vehicles, railways trucks and wagons, implements, utensils and other appliances which may seem to the Company necessary or suitable or convenient for the Company's business or any part thereof on such terms and conditions as the Company shall deem expedient.
 - (5) To clear, manage, farm, cultivate, plant, work, or improve any land or any interest therein, which may belong to the Company; to deal with any farm or other products of any such land, and to carry on the business of general traders for the purpose of supplying goods to any employees of the Company, or to the occupiers of any such land, or to other persons.

- (6) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery and expenses attendant upon the formation of agencies and local boards.
- (7) Upon any issue of shares, debentures or other securities of the Company, to employ brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash, or by the issue of shares, debentures or other securities of the Company, or by the granting of options to take the same, or in any other manner allowed by law.
- (8) To purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, formed for all or any part of the purposes within the objects of this Company, and to conduct and carry on, or liquidate and wind up, any such business.
- (9) To purchase, take on lease, or otherwise acquire for the purposes of the Company, any estates, lands, buildings, easements or other interests in real estate, and to sell, let on lease, or otherwise dispose of or grant rights over any real property belonging to the Company.
- (10) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any offices, workshops, jetties, tanks and pipelines, mills, plant, machinery and other things found necessary or convenient for the purposes of the Company.
- (11) To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, copyright to secret processes, which may be useful for the Company's objects, and to grant licences to use the same.
- (12) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.
- (13) To let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company shall determine.
- (14) To issue, or guarantee the issue of, or the payment of interest on, the share, debenture, debenture stock, or other securities or obligations of any company or association, and to pay or provide for brokerage, commission and underwriting in respect of any such issues.

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Company Secretary

- (15) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (16) To borrow or raise money by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities, founded or based upon all or any of the property and rights of the Company, or without any such security, and upon such terms as to priority or otherwise, as the Company shall think fit.
- (17) To lend money to such persons and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons.
- (18) To receive money on deposit, with or without allowance of interest thereon.
- (19) Generally to purchase, take on lease or exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with any such property, rights or privileges.
- (20) To invest the moneys of the Company not immediately required in such manner, other than in the shares of this Company, as from time to time may be determined.
- (21) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock in any company, society or undertaking the objects of which shall, either in whole or in part, be similar to those of this Company, or such as may be likely to promote or advance the interests of this Company.
- (22) To provide for the welfare of persons in the employment of the Company, or formerly in the employment of the Company or its predecessors in business, and the wives, widows and families of such persons, by grants of money, pensions or other payments and by providing or subscribing towards places of instruction and recreation, and hospitals, dispensaries, medical and other attendance, and other assistance, as the Company shall think fit, and to form, subscribe to or otherwise aid benevolent, religious, scientific, national or other institutions.
- (23) From time to time to subscribe or contribute to any charitable, benevolent or useful object of a public character the support of which will, in the opinion of the Company, tend to increase its repute or popularity among its employees, its customers, or the public.

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Company Secretary

- (24) To enter into and carry into effect any arrangement for joint working in business, or for sharing of profits, or for amalgamation, with any other company, or any partnership or person, carrying on business within the objects of this Company.
- (25) To apply for purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring an exclusive or non exclusive or limited right to use any secret or other information as to any invention which may seem capable for being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of or otherwise turn to account the property, rights and information so acquired and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (26) To accept stock or shares in, or the debenture, mortgaged debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
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- (27) To distribute in *specie* or otherwise as may be resolved any assets of the Company among its Members.
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- (28) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with, or as trustees or agents for, any other companies or persons, or by or through any trustees or agents.
- (29) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.
- (30) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
4. The liability of the Members is limited.
5. The Share Capital of the Company is Rs. 3,000,000,000/- (Pakistan Rupees Three Billion Only) divided into 300,000,000 shares of Rs. 10/- each, with power to increase and reduce the Capital of the Company.

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Company Secretary

We, the several persons whose names and addresses and descriptions are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
<p style="text-align: center;">Sd/ S. H. Zaidi (SADIQ HUSAIN ZAIDI) Finlay House McLeod Road, Karachi</p> <p style="text-align: right;">Advocate</p>	ONE
<p style="text-align: center;">Sd/ Aftab Ahmad Khan (AFTAB AHMAD KHAN) Finlay House McLeod Road, Karachi</p> <p style="text-align: right;">Advocate</p>	ONE

Dated this 21st day of June 1969.

WITNESS to the above Signatures :

Sd/ Anver Salim
(ANVER SALIM)
Finlay House
McLeod Road,
Karachi
Advocate

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Company Secretary