

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 EXTRA ORDINARY GENERAL MEETING OF M/S. SANA INDUSTRIES LIMITED HELD ON THURSDAY THE 18TH FEBRUARY, 2021 AT 05:00 P.M. AT 33-D-2, P.E.C.H.S., BLOCK-6, KARACHI

33 Shareholders holding total of 6,861,250 Shares, representing 79.84% of the total outstanding Shares were present.

The meeting started at 05:00 p.m. and Mr. Ibrahim Younus, presided over the meeting, who on confirmation of the presence of enough members to form quorum, in accordance with Clause 60 of the Articles of Association of the Company, accorded approval to start the proceedings of the meeting.

PROCEEDINGS

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

Item No.1 of the Agenda

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 35th Annual General Meeting held on 26th October, 2020. The Notice and Agenda of the meeting were already circulated. Syed Mohammed Iradat Jawed Khan, Folio No.10231-12774 proposed that the Minutes of the 35th Annual General Meeting held on 26th October 2020 be taken as read. Proposed by Syed Muhammad Ashfaq. Folio No.07450-11643, and seconded by Mr. Muhammad Ali, Folio No.06445-18582, it was unanimously:-

RESOLUTION

"RESOLVED that the Minutes of the 35th Annual General Meeting held on 26th October, 2020, be and are hereby confirmed."

Special Business - Item No.2 of the Agenda

The Chairman then invited the Shareholders to review the 2nd item of the Agenda. Mr. Muhammad Faizanullah, Director, explained that since our Paid-up Capital is 85.94% of the Authorized Capital, we need to increase the Authorized Capital minimum by Rs.100 million. This is to have a cushion for increase in Paid-up Capital for future expansions. Syed Muhammad Ashfaq Folio No.07450-11643 asked if the management see a better condition for expansion to which Mr. Muhammad Faizanullah replied in affirmative. After detailed discussion and briefing, it was proposed by Mr. Mohammed Shahid, Folio No. 03277-41419, and seconded by Syed Muhammad Ashfaq Folio No.07450-11643, it was:

RESOLUTION

"RESOLVED THAT the approval of the members be and is hereby accorded to increase the authorized capital of the Company from Rs.100,000,000 to Rs.200,000,000 and clause V of Memorandum of Association and Article 4 of Articles of Association of the Company be and is hereby altered by deleting existing clause V and replacing the same with the following clause:"

Contd....P/2

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

Page No.2

Clause V of Memorandum of Association

"The share capital of the Company is Rs. 200,000,000 (Rupees Two Hundred Million Only) divided into 20,000,000 ordinary shares of Rs. 10/- each with power to the Company to increase or reduce the said capital and to sub-divided or consolidate the Shares in the capital for the time being into several classes and to issue any part of its capital original or increased with such preferred, deferred or other special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."

Article 4 of Articles of Association

"The authorized capital of the Company shall be Rs. 200,000,000 (Rupees Two Hundred Million Only) divided into 20,000,000 ordinary shares of Rs. 10/- each."

Special Business - Item No.3 of the Agenda

The Chairman then brought the 3rd item of the Agenda, Mr. Ismail Younus, Director explained about investment in newly formed subsidiary Company "Sana Distributors (Private) Limited". He, also explained that the Associated Company has already contracted with Shell Pakistan Limited for distribution of their lubricants in Karachi Region. Replying to Mr. M.R. Monems' question, Mr. Ismail Younus replied that it will be turned into fully owned subsidiary of Sana Industries Limited and that we have got the services of expertise, for sale and compliance of the products. After detailed discussion, proposed by Mr. Muhammad Zahiduddin, Folio No. 06684-154529, and seconded by Mr. M. R. Monem Folio No.06452-20900, it was unanimously:-

RESOLUTION

"RESOLVED THAT the consent and approval of the members of the Company be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 and "Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017" for investment of Rs. 60 Million by way of subscription of 6 Million Ordinary Right Shares of Rs.10/- each, @ Rs.10/- per share in Sana Distributors (Private) Limited (SDPL), a private limited associated company and associated undertaking subject to the terms and conditions mentioned in the Statement under Section 134(3) of the Companies Act, 2017."

"FURTHER RESOLVED THAT Mr. Mohammed Irfan Nawab, the Chief Executive/ Director of the Company and/or Mr. Ibrahim Younus, Director of the Company be and are hereby authorized to take and do and/or cause to be taken or done any/all necessary actions, which are or may be necessary for giving effect to the aforesaid resolutions and/or consequential to the investment of the Company's funds as above as and when required at the time of investment."

As permitted in Regulation 6 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017 ("the Regulations"), it is specifically authorized by the members that the approval of above equity investments will not lapse after 12 months and will continue till the investment limits are fully utilized.

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

CERTIFIED TRUE COPY

For Sana Industries Limited


Company Secretary