ROSHAN
Packages Limited.

28 Novemebr, 2017

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

Sub: Certified Copy of Resolutions

Dear Sir,

Please find enclosed certified copies of the resolutions passed at the 14th Annual General Meeting of Roshan Packages Limited held on November 22, 2017 for your information and record.

Yours Sincerely,

ROSHAN PACKAGES LIMITED
Company Secretary

Muhammad Adil
Company secretary

Encl: As above

Email: info@roshanpackages.com.pk www.roshanpackages.com.pk
ROSHAN PACKAGES LIMITED.
Head Office: 325-G-III, M.A Johar Town, Lahore, Pakistan.
Tel: +92-42-35290734-38 **Fax:** +92-42-35290731

<u>Certified Copy of Resolutions passed at 14th Annual General Meeting of Roshan Packages Limited held on November 22, 2017.</u>

Ordinary Business

<u>Ordinary Resolution</u>

"**Resolved That** Separate & Consolidated Audited Financial Statements of the Company for the year ended 30 June 2017 together with Chairman's Review Report, Directors' and Auditors' Reports thereon, as circulated to the members and laid before the Meeting be and are hereby received, adopted and approved."

<u>Ordinary Resolution</u>

"**Resolved That** as recommended by the Directors, final cash dividend @ 10% i.e. Rs. 1.0 per share for the year ended 30 June 2017 be and is hereby approved."

"**Resolved Further That** the final cash dividend @ 10% shall be distributed to such members of the Company whose names are borne on the Register of Members at the close of business on November 13, 2017."

"**Resolved Further That** the Chief Executive and/or Company Secretary of the company be and are/is hereby singly authorized to give effect to this resolution as required under the law and take or cause to be taken all necessary actions in respect of the payment of cash dividend.

<u>Ordinary Resolution</u>

"**Resolved** That KPMG Taseer Hadi & Company, Chartered Accountants be and are hereby appointed as Auditors of the Company from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and the Chief Executive Officer be and is hereby authorized to fix the remuneration of the Auditors.

Special Business

<u>Ordinary Resolution</u>

(i) A sum of Rs.107, 500,000 be capitalized out of the share premium account of the Company and applied towards issue of 10,750,000 ordinary shares of Rs. 10 each to be allotted as fully paid bonus shares in the proportion of one (1) ordinary shares for every ten (10) held by the Members of the Company whose names appear on the Members' Register at the close of the business on 13 November, 2017.

(ii) The bonus shares shall rank *pari passu* in all respects with the existing shares but shall not be eligible for the final dividend declared for the year ended 30 June 2017.

(iii) In the case of members' entitlement to a fraction of a share, the Chief Executive be and is hereby authorized to consolidated the fractions into whole shares and sell the same on the Pakistan Stock Exchange Limited and the proceeds so realized shall be paid to any recognized charitable institution, as may be approved by the Board of Directors of the Company.

(iv) The Chief Executive Officer and Company Secretary be and are hereby jointly and/or severally authorized to give effect to this resolution and to do and cause to be done all acts, deeds and things that may be necessary or required for issue, allotment and distribution of the said bonus shares and payment of the sale proceeds of the fractional shares as they may think fit.

Special Resolution

"**Resolved** that pursuant to the applicable provisions of the Companies Act, 2017, Articles of Association of the Company be and are hereby amended by inserting a new Article 54A immediately after the existing Article 54A to read as under;

"**54A. ELECTRONIC VOTING:** The Company shall comply with the mandatory e-voting requirements as may be prescribed by the Securities and Exchange Commission of Pakistan from time to time and members may be allowed to appoint members as well as non-members as proxies for the purposes of electronic voting pursuant to this Article."

"**Resolved Further** that the Chief Executive Officer or Company Secretary be and is hereby authorized to do all acts, deed and things, take all steps and action necessary, ancillary and incidental for altering the Articles of Association of the Company including filling of all requisite documents/ statutory forms as may be required to filed with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alterations in the Articles of Association and implementing the aforesaid resolution."

Special Resolution

"**Resolved** that following transactions carried out in the ordinary course of business with the Roshan Enterprises during the financial year ended June 30, 2017 be and hereby ratified, approved and confirmed.

Name of Related Party	Nature of Transaction	Rupees
Roshan Enterprises	Sale of Boxes	23.181 Million

Special Resolution

"**Resolved** that the Chief Executive of the Company be and is hereby authorized to approve transactions to be conducted with Roshan Enterprises in the normal course of business from 01 July, 2017 till the next annual general meeting.

Resolved further that these transactions shall be placed before the shareholders in the next annual general meeting for their ratification/approval."

Ordinary Resolution

"**Resolved** that consent & approval of the members of Roshan Packages Limited (the "Company") be and is hereby accorded for transmission of annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company to the members for future years commencing from the year ending on 30 September 2018 through CD or DVD or USB instead of transmitting the same in hard copies.

Resolved Further that Chief Executive Officer or Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file necessary documents as may be necessary or incidental for the purposes of implementing this resolution"

Special Resolution

Resolved that the approval of the members of Roshan Packages Limited ("The Company") be and is hereby accorded in terms of section 199 of the Companies Act for long term equity investment for up to Rs 506.4 Million in M/S Roshan Sun Tao Paper Mills (Pvt) Limited, a Subsidary company, by subscribing ordinary shares at Rs.10 per share to be offered to the company on its existing shareholding as per terms and conditions disclosed to the Members

Resolved Further that the approval of the members of the Roshan Packages Limited ("The Company") be and is hereby accorded in terms of Section 199 of the companies Act 2017 for investment of up to 260 million in the form of loans and advances to M/S Roshan Sun Tao Paper Mills (Pvt) Limited , a Subsidary company, for a period of 4 years at markup rate of 8% per annum and as per other terms and conditions of the agreement in writing and as disclosed to the members.

Resolved Further that the resolution shall be valid for 5 years and the Chief Executive Officer of the company be and is hereby authorized to do all acts deeds and things, to take any or all necessary actions to complete all legal formalities including signing and execution of agreements and other documents and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolution.

Company Secretary
Muhammad Adil