ROSHAN
Packages Limited.

DGM TRADING

10 Novemebr, 2018

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

Sub: Certified Copy of Special Resolutions

Dear Sir,

You are requested to please find enclosed certified copy of resolutions passed at 15th Annual General Meeting of Roshan Packages Limited ("The Company") for your information and record.

Please acknowledge the receipt of same.

Yours Sincerely,

ROSHAN PACKAGES LIMITED
Company Secretary

Muhammad Adil
Company secretary

Encl: As above

Bushra, Ali Abbas
PS: noted
12/11/2018.

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

ROSHAN
Packages Limited.

Certified Copy of Special Resolutions passed at 15th Annual General Meeting of Roshan Packages Limited

Special Resolutions:

1. **Issue of Bonus Shares to Members**

Resolution

(i) A sum of Rs. 236, 500,000 be capitalized out of the share premium account of the Company and applied towards issue of 23,650,000 ordinary shares of Rs. 10 each to be allotted as fully paid bonus shares in the proportion of two (2) 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 19 October, 2018.

(ii) The bonus shares shall rank pari passu in all respects with the existing ordinary shares of the Company.

(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 in the name of the company secretary and sell the same on the Pakistan Stock Exchange Limited and the proceeds so realized shall be paid to any r charitable institution/person, as may be decided by the Chief Executive 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.

2. **Approval and Authorization of Related Party transactions**

Resolution

Resolved that following transactions carried out in the ordinary course of business with the Related Party during the financial year ended June 30, 2018 be and are hereby ratified, approved and confirmed.

Name of Related Party	Nature of Transaction	Rupees
Roshan Enterprises	Sale of Boxes	16.34 Million

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Resolved that the Chief Executive of the Company be and is hereby authorized to approve transactions to be conducted with the Related Parties in the normal course of business during the year ending June 30, 2019 and 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.

3. Conversion of Trade receivable from Roshan Enterprises into loan and advance

Resolution

Resolved that approval of the members of Roshan Packages Limited (the "**Company**") be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017, and the Company be and is hereby authorized to convert the trade receivable of PKR 122,722, 688 (Rupees one hundred twenty-two million seven hundred twenty two thousand and six hundred eighty-eight Rs.) from Roshan Enterprises, an associated company, by way of loan and advance for a period of two years starting from the date of approval by the members at markup rate of 1year KIBOR plus 2% per annum (which shall not be less than borrowing cost of the Company or Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, and as per terms and conditions disclosed to the members.

Resolved Further that the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s) and to complete all legal formalities as may be necessary or incidental expedient for the purpose of implementing the aforesaid resolutions.

Company Secretary
ROSHAN PACKAGES LIMITED

Company Secretary
Muhammad Adil

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