

**MINUTES OF 35<sup>th</sup> ANNUAL GENERAL MEETING OF  
SPCL HELD ON October, 20<sup>th</sup>, 2025 AT KARACHI**

35<sup>th</sup> Annual General Meeting of Saudi Pak Consultancy Company Limited (SPCL) for the year ended June 30, 2025 was held on 20<sup>th</sup> October, 2025 at 11: 00a.m. at the Registered Office of the company situated at 6<sup>th</sup> Floor, Lakson Square Building # 1, Sarwar Shaheed Road, Saddar, Karachi to transact following business.

**A. Ordinary Business:**

1. To confirm the minutes of Extra Ordinary General Meeting (EOGM) held on 22<sup>nd</sup> April, 2025 at Islamabad.
2. To receive, consider and adopt the Annual Audited Accounts for the year ended June 30, 2025 together with the Directors' and Auditors' reports thereon approved by Board of Directors.
3. To appoint M/s. UHY Hassan Naeem & Co, Chartered Accountants (UHY International Independent Member) as External Auditors for the year 2025-2026 and fix their remuneration as recommended by Board of Directors.

**B. Special Business:**

1. To approve the changes proposed by the Board in its 183<sup>rd</sup> Meeting held on 17.09.2025,U/S 32(6) of the Companies Act, 2017, in the Clauses (i) and (ii) of Memorandum of the Company (SPCL) and its onward submission to the Registrar of Companies, SECP and following special resolution be passed accordingly.

“Resolved to approve the Alterations / Changes / additions as proposed by the Board U/S 32(6) of the Act, that in clause I of memorandum after the word services including but not limited to civil, mechanical , electrical services, interior designing, commission agent, indenting , road transporting, travel and Tour agent and general order suppliers.

In clause II insert after word in the lawful and unlicensed.

It was further Resolved that the Object Clause i.e. clauses I and II of the Memorandum of Association of the Company, be and are hereby altered so as to replace it with the above mentioned Changes / additions / alterations , subject to approval of the Securities & Exchange Commission of Pakistan (SECP), and Mr. Niaz Ahmed Khan, Chief Executive Officer or Mr. Muhammad Imtiaz Ali, Company Secretary be and is hereby authorized to take all necessary steps for this purpose.”

**C. Other Business:**

1. To transact any other business with the permission of the Chair.

The following Directors and personnel and External Auditors of the Company attended the meeting, besides a large number of shareholders..

S. No	NAME	DESIGNATION	Mode of Participation
1	SYED NAJMUL HASNAIN KAZMI	CHAIRMAN	In person
2	MR. NIAZ AHMED KHAN	DIRECTOR MD/CEO	In person
3	Mr. MUHAMMAD NAEEM KHAN	DIRECTOR	----do----
4	SHEIKH AFTAB AHMAD	DIRECTOR	-----do---
5	Ms. PARVEEN A. MALIK	DIRECTOR	-----do-----
6	Ms. LUBNA FAROOQ	DIRECTOR	-----do-----
7	MR. NAYYAR ALAM ILYAS	DIRECTOR	-----do-----
8	Mr. IMRAN	EXTERNAL AUDITORS	-----do-----
9	MR. MUHAMMAD ZAHOOR	CFO	-----do-----
10	Mr. MUHAMMAD IMTIAZ ALI	COMPANY SECRETARY	-----do-----

Quorum being complete, the AGM was considered to be duly constituted. On confirmation of this fact by the CDC/Registrar of the Company, the Chairman, SPCL, Board took the chair and called the meeting to order. Thereafter, the meeting commenced with the recitation of a verse from Holy Quran by Mr. Muhammad Imtiaz Ali, Company Secretary. The Chairman welcomed the participants of the meeting.

**Proceedings:**

35<sup>th</sup> AGM of the Company was accordingly held after completing all the procedure and formalities as laid down in the Companies Act 2017 for listed companies at the registered office of the company in Karachi.

Following Resolutions passed in the 35<sup>th</sup> Annual General Meeting (AGM) of the Company.

**A. Ordinary Business:**

1. To confirm the minutes of Extra ordinary General Meeting (EOGM) held on 22<sup>nd</sup> April, 2025 at Islamabad.

**Minutes:**

Mr. Akhter Lodhi CDC 0668-45883 proposed and Mr. Mansha Iqbal Folio # 5348-19864 seconded confirmation of the minutes. After some deliberation the house confirmed the minutes of Extra Ordinary General Meeting (EOGM) held on 22.04.2025 at Islamabad.

**Resolution:**

“Resolved that the minutes of Extra ordinary General Meeting (EOGM) held on 22<sup>nd</sup> April, 2025 at Islamabad were confirmed with majority of votes.”

2. To receive, consider and adopt the Audited Accounts for the year ended June 30, 2025 together with the Directors' and Auditors' reports thereon approved by Board of Directors.

**Minutes:**

Mr. Izhar Hussain, Folio/CDC No: 3277-66867 proposed and Mr. Soofi Saifullah Akber of SAPICO, Folio/ CDC # 06247-48 seconded. After consideration and discussion the accounts for the year ended June 30, 2025 as already approved by the Board together with Directors' and Auditors' reports thereon were duly approved by the majority of vote and as such adopted accordingly and following resolution was passed.

**Resolution:**

“Resolved that the Audited Accounts for the year ended June 30, 2025 together with the Directors' and Auditors' reports thereon approved by Board of Directors, were hereby received, considered and approved hence adopted with majority of votes.”

3. To appoint M/s. UHY Hassan Naeem & Co, Chartered Accountants (UHY International Independent Member) as External Auditors for the year 2025-2026 and fix their remuneration as recommended by Board of Directors.

**Minutes:**

Mr. M. Hanif Folio/CDC # 4952-10671 proposed and Mr. Abdul Hai Folio/CDC # 10629-197569 seconded appointment of M/s. UHY Hassan Naeem & Co, Chartered Accountants (UHY International Independent Member) as External Auditors for the year 2025-2026 and approved their remuneration as recommended by the Board and following resolution was passed unanimously.

**Resolution:**

“Resolved to appoint M/s. UHY Hassan Naeem & Co, Chartered Accountants (UHY International Independent Member) as External Auditors for the year 2025-2026 and fixed their remuneration as recommended by Board of Directors with majority of votes.

**B. Special Business:**

1. To approve the changes proposed by the Board in its 183<sup>rd</sup> Meeting held on

17.09.2025,U/S 32(6) of the Companies Act, 2017, in the Clauses (i) and (ii) of Memorandum of the Company (SPCL) and its onward submission to the Registrar of Companies, SECP and following special resolution be passed accordingly.

“Resolved to approve the Alterations / Changes / additions as proposed by the Board U/S 32(6) of the Act, that in clause I of memorandum after the word services including but not limited to civil, mechanical , electrical services, interior designing, commission agent, indenting , road transporting, travel and Tour agent and general order suppliers.

In clause II insert after word in the lawful and unlicensed.

It was further Resolved that the Object Clause i.e. clauses I and II of the Memorandum of Association of the Company, be and are hereby altered so as to replace it with the above mentioned Changes / additions / alterations , subject to approval of the Securities & Exchange Commission of Pakistan (SECP), and Mr. Niaz Ahmed Khan, Chief Executive Officer or Mr. Muhammad Imtiaz Ali, Company Secretary of the Company be and is hereby authorized to take all necessary steps for this purpose.”

Minutes:

Mr. Zohaib Lodhi Folio/CDC # 06684-145584 proposed and Mr. Shahida Jawaid Khan Folio/CDC # 10231-18609 seconded the above mentioned Special Resolution and the same was passed with majority of votes and consensus and following resolution was passed.

“Resolved to approve the Alterations / Changes / additions as proposed by the Board U/S 32(6) of the Act, that in clause I of memorandum after the word services including but not limited to civil, mechanical , electrical services, interior designing, commission agent, indenting , road transporting, travel and Tour agent and general order suppliers.

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C. Other Business:

1. To transact any other business with the permission of the Chair.

As there was no other item to discuss the meeting concluded with vote of thanks to the Chair.



**Muhammad Imtiaz Ali**  
Company Secretary



**Syed Najmul Hasnain Kazmi**  
Chairman