



THE COMPANIES ACT, 2017 (XIX of 2017)
(Company Limited by Shares)

ARTICLES OF ASSOCIATION

OF

AGROANIMAL IMPEX(SMC-PRIVATE) LIMITED

INTERPRETATION

1. In the interpretation of these articles the following expressions shall have the following meanings unless repugnant to or inconsistent with the subject articles –

- (a) “company” or “this company” means AGROANIMAL IMPEX(SMC-Private) Limited;
- (b) “directors” or “board of directors” means board of directors consist of only the sole director or more than one directors if so appointed under the relevant provisions of the Act;
- (c) “member director” means a director who is a member of the company;
- (d) “non-member director” means an individual who is not a member, but has been nominated under the provisions of the Act;
- (e) “private company” means a private company having two more members;
- (f) “sole member” means the single member of the company; and
- (g) “sole director” means the director of the company who is for the time being the only director and includes a non-member director of the company.

2. Unless the context otherwise requires, words or expressions contained in these regulations shall have the same meaning as in the Act; and words importing the singular shall include the plural, and vice versa, and words importing the masculine gender shall include feminine, and words importing persons shall include bodies corporate.

PRELIMINARY

3. Any provision of the Act or rules and regulations made thereunder which apply in relation to a private company limited by shares incorporated under the Act shall, in the absence of any express provision to the contrary, apply in relation to a single member company as it applies in relation to such a company which is formed by two or more persons or which has two or more persons as members and the provisions contained in part I of Table A of First Schedule in the Act shall be deemed part of these articles of association in so far as these are not inconsistent with or repugnant to the provisions contained herein below.

SINGLE MEMBER COMPANY

4. The company is a single member company and as such being a private company limited by shares

- (a) it shall not invite the public to subscribe for any shares of the company;
- (b) the company shall not register any share(s) in the name of two or more persons to hold one or more shares jointly; and
- (c) number of the members of the company shall be limited to one.

SHARES

5. The company may alter its share capital in accordance with section 85.

6. Share certificate shall be issued under the seal of the Company and shall be signed by the member director or the non-member director, as the case may be.

TRANSFER AND TRANSMISSION OF SHARES

7. The company shall not transfer all of the shares of a single member to two or more persons or part of shares of single member to other person(s) or allot further shares to any person other than the single member or at any time, allow transfer of shares or allotment of shares or both resulting in number of members to become two or more, except for change of status from single member company to private company and to alter its articles accordingly.

8. The single member may transfer all of his shares to a single person whereby the company shall remain a single member company as it was before such transfer.

9. The sole member shall nominate a person who, in the event of death of the sole member,

shall be responsible to. –

- (a) transfer the shares to the legal heirs of the deceased subject to succession to be determined under the Islamic law of inheritance and in case of a non-Muslim members,

as per their respective law; and

(b) manage the affairs of the company as a trustee, till such time the title of shares are transferred:

Provided that where the transfer by virtue of the above provision is made to more than one legal heir, the company shall cease to be a single member company and comply with the provisions of section 47 of the Act.

CHANGE OF STATUS

10. The company may convert itself from single member private company to a private company in accordance with the provisions of section 47.

MEETINGS, VOTES AND ELECTION OF DIRECTORS

11. All the requirements of the Act regarding calling of, holding and approval in general meeting, board meeting and election of directors in case of a single member company, shall be deemed complied with; if the decision is recorded in the relevant minutes book and signed by the sole member or sole director as the case may be.

DIRECTOR(S)

12. The company shall always have the sole member or in case it is not a natural person its nominee, as a director but it may have such number of other director(s) who fulfil the conditions as specified in section 153.

13. The board shall not have the power to remove the member director provided that where the sole member is not a natural person it may change its nominee.

14. The sole member shall have the power to remove any director, chief executive or secretary through a resolution.

15. The director(s) shall appoint a chief executive in accordance with the provisions of sections 186 and 187.

16. The directors may hold their meetings through tele or video link provided that the minutes of such meeting are approved and signed subsequently by all the directors.

17. The directors shall cause records to be kept and minutes to be made in book or books with regard to–

(a) all resolutions and proceedings of the meeting(s) of directors and Committee(s) of directors, and every director present at any meeting of directors or Committee of directors shall put his signatures in a book to be kept for that purpose;

(b) recording the names of the persons present at each meeting of the directors and of

any committee of the directors, and the general meeting; and

(c) all orders made by the directors and Committee(s) of directors:

Provided that all records related to proceedings through video-link shall be maintained in accordance with the relevant regulations specified by the Commission which shall be appropriately rendered into writing as part of the minute books according to the said regulations.

SECRETARY

18. The company may appoint a secretary who shall be responsible for discharge of duties and functions normally discharged by a secretary under the corporate laws and secretarial practice.

CONTRACTS WITH THE SINGLE MEMBER

19. Where a single member company enters into a contract with the single member of the company, the single member company shall, unless the contract is in writing, ensure that the terms of the contract are forthwith set out in a written memorandum or are recorded in the minutes of the first meeting of the directors of the company following the making of the contract.

DIVIDENDS AND RESERVES

20. The company may declare dividends and pay in accordance with the provisions of the Act.

ACCOUNTS

21. The director(s) shall cause to keep proper books of account in accordance with the provisions of section 220.

22. Auditors shall be appointed and their duties regulated in accordance with the provisions of sections 246 to 249.

THE SEAL

23. The director shall provide for safe custody of the seal and the seal shall not be affixed to any instrument except by the authority of a resolution of the board of directors or by a committee of directors authorized in that behalf by the member director or the non-member director and in the presence of at least member director or the non-member director and of the secretary or such other person as the directors may appoint for the purpose and the member director or the non-member director and the secretary or other person as aforesaid shall sign every instrument to which the seal of the company is affixed in their presence.

WINDING UP

24. The company shall follow, in case of its winding up, the relevant provisions of the Act.

INDEMNITY

25. Every officer or agent for the time being of the company may be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal arising out of his dealings in relation to the affairs of the company, except those brought by the company against him, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under section 487 in which relief is granted to him by the Court.

I, whose name and address is subscribed below, am desirous of forming a company in pursuance of these articles of association and agree to take the number of shares in the capital of the company as set opposite my name:

Name and surname (present & former) in full (in Block Letters)	NIC No. (in case of foreigner, Passport No)	Father`s/ Husband`s Name in full	Nationality(ies) with any former Nationality	Occupation	Usual residential address in full or the registered/ principal office address for a subscriber other than natural person	Number of shares taken by each subscriber (in figures and words)	Signatures
muham mad tayyab iqbal	361036 311738 1	Not Required	Pakistan	Business	colony#1 ,street#4, house#8 85,khane wal, Khanewa l, Khanewa l, Punjab, Pakistan	50 (Fifty)	Electroni cally Signed

Dated the 05 day of August ,2024