



**Annexure II**  
*[Regulation 10]*  
**Execution Report**

**DETAILS**

Name of the Company	HALLMARK COMPANY LIMITED
Date of the general meeting in which poll was demanded	15 January 2024
Date of poll	15 January 2024
Dates for casting e-voting	12 <sup>th</sup> January 2024 to 14 <sup>th</sup> January 2024
Last date of receiving postal ballot	N/A
Any other related information	N/A

**RESOLUTION**

Resolution 1	<p><b>“RESOLVED THAT</b> pursuant to Section 199 and Section 208 of the Companies Act, 2017, the Company is hereby authorized to make equity investment in its associated company, Supernet Limited (“Supernet”), by acquiring up to 100,216,722 shares constituting 81.18% of the issued and paid up share capital of Supernet from Telecard Limited, for an amount up to the sum of PKR. 1,308,830,390/- (Pak Rupees One billion three hundred eight million eight hundred thirty thousand three hundred ninety).</p> <p><b>“FURHTER RESOLVED THAT</b> 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.”</p> <p><b>“FURHTER RESOLVED THAT</b> Mr. Waseem Ahmad being Chief Executive Officer or Mr. Muhammad Farhan Saeed being Company Secretary of the Company (the “Authorized Persons”) be and are hereby singly authorized to take any and all actions as may be required from time to time for the purposes of the above resolutions, to complete all necessary legal and corporate formalities with regard to the above resolution and to do all such acts, deeds and things as may be deemed necessary or expedient for concluding the said matters.”</p> <p><b>“FURHTER RESOLVED THAT</b> all actions taken by the Authorized Persons on behalf of the Company in respect of the above matters are hereby confirmed and adopted by the Company in full.”</p>
Resolution 2	<p><b>“RESOLVED THAT</b> the authorized share capital of the Company be and is hereby increased from PKR 1,250,000,000/- (Pak Rupees One Billion Two Hundred and Fifty Million) divided into 125,000,000 (One Hundred and Twenty-Five Million) Ordinary shares of PKR 10 (Pak Rupees Ten) to PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million) divided into 150,000,000 (One Hundred and Fifty Million) Ordinary shares of PKR 10 (Pak Rupees Ten).”</p>

**HALLMARK COMPANY LIMITED**

Registered Office: 4th Floor, Tower B, World Trade Center, Khayaban-e-Roomi, Block – 5, Clifton, Karachi, Sindh 75600  
Phone: +92-21-38553750 www.hiclpk.com

**“FURTHER RESOLVED THAT** the following amendments be made in the Memorandum and Articles of Association of the Company to reflect the increase in the authorized share capital:

Clause V of the Memorandum of Association of the Company be and is hereby amended to read as follows:

*“V. The authorized share capital of the Company is PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million) divided into 150,000,000 (One Hundred and Twenty-Five Million) Ordinary shares of PKR 10/- (Pak Rupees Ten) each. The Company shall have the powers to increase, reduce or reorganize the capital of the Company and divide shares in the capital for the time being into several classes in accordance with the Companies Ordinance, 1984.”*

Article 5 of the Articles of Association of the Company be and is hereby amended to read as follows:

*“5. The authorized share capital of the Company is PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million) divided into 150,000,000 (One Hundred and Fifty Million) Ordinary shares of PKR 10/- (Pak Rupees Ten) each.”*

**“FURTHER RESOLVED THAT** Mr. Waseem Ahmad being Chief Executive Officer / Director or Mr. Muhammad Farhan Saeed being Company Secretary of the Company (the “Authorized Persons”) be and are hereby authorized singly to do all acts, deed and things, take any or all necessary actions to complete all legal and corporate formalities and file all requisite documents with the Registrar and get approvals from Securities Exchange and Commission of Pakistan in order to effectuate and implement this resolution.

## RESULT OF E-VOTING

Name of member/Folio No.	Shares held or no. of votes	Result of Resolutions			
		Resolution No. 1		Resolution No. 2	
		No. of votes in favor	No. of votes against	No. of votes in favor	No. of votes against
6122-83824	400	400	-	400	-
6684-291750	2	2	-	2	-
<b>Total</b>	<b>402</b>	<b>402</b>	<b>-</b>	<b>402</b>	<b>-</b>



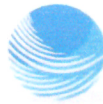
**VOTE CAST ON THE DAY OF POLL**

Name of member/Folio No.	Shares held or no. of votes	Result of Resolutions			
		Resolution No. 1		Resolution No. 2	
		No. of votes in favor	No. of votes against	No. of votes in favor	No. of votes against
001491	100	100		100	
001492	100	100		100	
001518	100	100		100	
001545	100	100		100	
001547	400	400		400	
001571	100	100		100	
001572	100	100		100	
001574	100	100		100	
001587	400	400		400	
001598	100	100		100	
001599	100	100		100	
00208-000543	2	2		2	
00208-026134	1	1		1	
00208-027538	3	3		3	
00208-027553	1	1		1	
00208-028775	1	1		1	
00208-042560	1	1		1	
01826-117044	1	1		1	
03277-082768	100	100		100	
03277-082994	200	200		200	
03277-112502	2	2		2	
03277-119961	314,220	314,220		314,220	
03277-122799	4	4		4	
04002-026076	55	55		55	
04085-114494	1	1		1	
04085-114718	1	1		1	
04085-114734	1	1		1	
04085-115079	1	1		1	

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**HALLMARK  
COMPANY LIMITED**

04085-141208	1	1		1	
04366-001788	1	1		1	
04424-031753	1	1		1	
04457-058068	1	1		1	
04457-059967	3	3		3	
04457-065253	1	1		1	
04457-077191	1	1		1	
04952-010621	1	1		1	
05348-026281	900	900		900	
06684-006976	1	1		1	
06684-084528	1	1		1	
06684-099211	10	10		10	
06684-126832	5	5		5	
06684-126840	5	5		5	
06684-126857	5	5		5	
06684-128572	5	5		5	
06684-161243	5	5		5	
06684-197825	1	1		1	
06684-277015	1	1		1	
06684-277114	1	1		1	
06684-291750	2	2		2	
10231-010745	1	1		1	
<b>Total</b>	<b>317,248</b>	<b>317,248</b>	<b>NIL</b>	<b>317,248</b>	<b>NIL</b>

**CONSOLIDATED RESULT OF VOTING**

Sr. No.	Resolutions	No of votes in favor of resolution	No. of votes against resolution	Remarks
1	Resolution 1	317,650	NIL	<b>PASSED</b>
2	Resolution 2	317,650	NIL	<b>PASSED</b>

**Signature of Chairman**

**15 January 2024 at Karachi**

**HALLMARK COMPANY LIMITED**

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**Report of Scrutinizer - From S.M. Suhail & Co., Chartered Accountants**

[Regulation 11(A)]

To,  
Mr. Waseem Ahmed  
Chairman  
Extraordinary General Meeting of M/S. Hallmark Company Limited  
Held on Monday, January 15, 2024 at 2:30 P.M. at Hotel Crown Inn located at Plot No. 171, Off 21, Sharah – e – Iraq, Saddar, Karachi.

Dear Sir,

We, S.M. Suhail & Co., Chartered Accountants, appointed as Scrutinizer by the Board of Directors of Hallmark Company Limited (the "Company") under the Postal Ballot Regulations, 2018 (the "Regulations"), for the purpose of monitoring and validating the voting undertaken on the below mentioned resolution(s). As per the requirements of the Regulations, at the Extraordinary General meeting of the Company, held on Monday, January 15, 2024 at 2:40 P.M. at Hotel Crown Inn located at Plot No. 171, Off 21, Sharah – e – Iraq, Saddar, Karachi, we submit our report as required under the Regulations as under:

1. Details of voting taken place during the meeting are as following:

**For Election of Directors**

**Vote casted in person or through proxy:**

Particulars					Result of election of Directors (No. of votes in Favor)						
No. of Members present in Person	No. of Members present through Proxy	Total No. of Shares held or no. of votes	Total No. of Votes Casted	Total No. of Invalid Votes	No. 1	No. 2	No. 3	No. 4	No. 5	No. 6	No. 7
					Mr. Syed Aamir Hussain	Mr. Waseem Ahmad	Mr. Jamal Nasir Khan	Mr. Syed Hashim Ali	Mr. Asad Mujtaba Naqvi	Mr. Syed Imran Haider	Ms. Fabzia Ahsen
N/A											
Total	-	-	-	-	-	-	-	-	-	-	-

**Vote casted through e-voting:**

Particulars		Result of election of Directors (No. of votes in Favor)								
No. of Members Casting the Vote	Total No. shares held	Total No. of Votes Casted	Total No. of Invalid Votes	No. 1	No. 2	No. 3	No. 4	No. 5	No. 6	No. 7
				Mr. Syed Aamir Hussain	Mr. Waseem Ahmad	Mr. Jamal Nasir Khan	Mr. Syed Hashim Ali	Mr. Asad Mujtaba Naqvi	Mr. Syed Imran Haider	Ms. Fabzia Ahsen
N/A										
Total	-	-	-	-	-	-	-	-	-	-

**Vote casted through post:**

Particulars		Result of election of Directors (No. of votes in Favor)								
No. of Members Casting the Vote	Total No. of Shares held or no. of votes	Total No. of Votes Casted	Total No. of Invalid Votes	No. 1	No. 2	No. 3	No. 4	No. 5	No. 6	No. 7
				Mr. Syed Aamir Hussain	Mr. Waseem Ahmad	Mr. Jamal Nasir Khan	Mr. Syed Hashim Ali	Mr. Asad Mujtaba Naqvi	Mr. Syed Imran Haider	Ms. Fabzia Ahsen
N/A										
Total	-	-	-	-	-	-	-	-	-	-

**For Specil Business - Acquisition of Majority Shareholding of Supernet Limited**

In Perosn or Through Proxy					Through Ballot Paper				Through E-Vosting				Result
No. of Members present in Person	No. of Members present through Proxy	Total No. of Shares held or no. of votes	Total No. of Votes Casted	Total No. of Invalid Votes	No. of Members Casting the Vote	Total No. of Shares held or no. of votes	Total No. of Votes Casted	Total No. of Invalid Votes	No. of Members Casting the Vote	Total No. of Shares Held	Total No. of Votes Casted	Total No. of Invalid Votes	Total No. of Votes in Favor
50	1	317,248	317,248	-	-	-	-	-	2	402	402	-	317,650
<b>Total</b>	<b>50</b>	317,248	317,248	-	-	-	-	-	2	402	402	-	317,650

**For Specil Business - Increase in Authorized Capital from PKR 1.25 Billion to Rs. 1.5 Billion**

In Perosn or Through Proxy					Through Ballot Paper				Through E-Vosting				Result
No. of Members present in Person	No. of Members present through Proxy	Total No. of Shares held or no. of votes	Total No. of Votes Casted	Total No. of Invalid Votes	No. of Members Casting the Vote	Total No. of Shares held or no. of votes	Total No. of Votes Casted	Total No. of Invalid Votes	No. of Members Casting the Vote	Total No. of Shares Held	Total No. of Votes Casted	Total No. of Invalid Votes	Total No. of Votes in Favor
50	1	317,248	317,248	-	-	-	-	-	2	402	402	-	317,650
<b>Total</b>	<b>50</b>	317,248	317,248	-	-	-	-	-	2	402	402	-	317,650

**Consolidated Report of Voting:**

S.No.	Resolutions		Total Number of Votes	Total Number of Votes Casted	Total Number of Invalid Votes	Number of Votes Casted in Favour	Number of Votes Casted Against	Percentage of Votes Casted in Favour	Remarks
1.1	Election of Directors	Mr. Syed Aamir Hussain	N/A	N/A	N/A	N/A	N/A	N/A	Elected
1.2		Mr. Waseem Ahmad				N/A	N/A	N/A	Elected
1.3		Mr. Jamal Nasir Khan				N/A	N/A	N/A	Elected
1.4		Mr. Syed Hashim Ali				N/A	N/A	N/A	Elected
1.5		Mr. Asad Mujtaba Naqvi				N/A	N/A	N/A	Elected
1.6		Mr. Syed Imran Haider				N/A	N/A	N/A	Elected
1.7		Ms. Fabzia Ahsen				N/A	N/A	N/A	Elected
2	Specil Business - Acquisition of Majority Shareholding of Supernet Limited		317,650	317,650	-	317,650	-	100%	Passed
3	Specil Business - Increase in Authorized Capital from PKR 1.25 Billion to Rs. 1.5 Billion		317,650	317,650	-	317,650	-	100%	Passed

2. That the voting process was conducted by the Company as per the requirements of the Postal Ballot Regulations 2018 except for the matters disclosed below (if any):
Nil
3. Any other necessary information that the Scrutinizer would like to disclose for the information of the members of the Company:
Nil

**Other Details:**

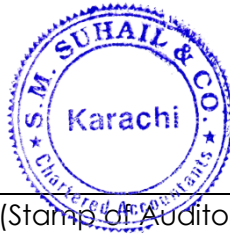
Date and Time of un-blocking of e-voting results by the Chairman.	January 15, 2024, 02:40 PM
Last date and time of receiving postal ballot by the Company.	January 14, 2024, 05:00 PM

**Resolutions:**

Agenda 1	Election of Directors
Agenda 2	Specil Business - Acquisition of Majority Shareholding of Supernet Limited
Agenda 3	Specil Business - Increase in Authorized Capital from PKR 1.25 Billion to Rs. 1.5 Billion

*S.M. Suhail & Co.*

**S.M. Suhail & Co. Chartered Accountants**



**Name & Signature of Scrutinizer:**

(Stamp of Auditors)

**Place: Karachi**

**Date: January 15, 2024**