

**Annexure II**  
**Regulation 10 and 11A**  
**Result of Voting on Resolution/Execution Report**

Name of the Company	OCTOPUS DIGITAL LIMITED
Date of the Extraordinary General Meeting	December 22, 2023
Date of poll	December 22, 2023
Dates for casting e-voting	December 18, 2023 to December 21, 2023
Last date of receiving postal ballot	December 21, 2023
Any other related information	

**RESOLUTION-2**

**ITEM 3 OF AGENDA**

RESOLVED that, pursuant of Section 199 of the Companies Act, 2017, the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 and other prevailing laws, Octopus Digital FZ-LLC, Dubai, UAE, a wholly owned subsidiary of the Company to invest in Octopus Digital Inc. Pennsylvania USA (formerly Engro Innovative, Inc.), a wholly owned subsidiary of Avanceon FZE, Dubai, UAE, which in turn is the wholly owned subsidiary of Avanceon Limited, by way of purchase/acquisition of its entire shareholding, in consideration of USD 2,550,000 (\$ Two Million Five Hundred and Fifty Thousand Only).

FURTHER RESOLVED that, this transaction to be settled by way of adjustments of short term/long term loan/liabilities due within the group on such terms and conditions as specified under the ODI Business Transfer/Sale Agreement ("Agreement") dated 30 September 2023.

FURTHER RESOLVED that, Mr. Tanveer Karamat (CEO) and/or Mr. Faisal Nadeem Sheikh (CFO) and/or Mr. Ahsan Khalil (Company Secretary) be and are hereby authorized to do all acts, deeds and things, to execute such agreements, documents and papers and make any applications, including but not limited to any applications, notices, disclosures required to be filed with the Securities and Exchange Commission of Pakistan, Pakistan Stock Exchange Limited and any other regulatory authorities, and undertake all such steps for the purposes of purchase/acquisition as the aforesaid officer(s) of the Company.

**Votes casted: RESOLUTION-2**

Particulars			Result of voting on resolution			
Name of member*/Folio No.	Attendance mode	No. of shares held or no. of votes	No. of Votes Casted	No. of Invalid Votes	Voting Position	
					In Favor	Against
00307-57822	IN-PERSON	3,740	3,740	0	3,740	0
00307-74710	IN-PERSON	5	5	0	5	0
00307-117956	IN-PERSON	2	2	0	2	0
00307-149298	IN-PERSON	41	41	0	41	0
01826-57703	IN-PERSON	1	1	0	1	0
01826-129197	IN-PERSON	500	500	0	500	0
03525-22958	IN-PERSON	100	100	0	100	0
03525-80487	IN-PERSON	1,297	1,297	0	1,297	0
03525-83592	IN-PERSON	3	3	0	3	0
03525-118579	IN-PERSON	11	11	0	11	0
05264-162813	IN-PERSON	62	62	0	62	0
06122-66878	IN-PERSON	5	5	0	5	0
06445-82943	IN-PERSON	1	1	0	1	0
06700-36987	IN-PERSON	10	10	0	10	0

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Name of member*/Folio No.	Attendance mode	No. of shares held or no. of votes	No. of Votes Casted	No. of Invalid Votes	Voting Position	
					In Favor	Against
06957-3145	IN-PERSON	55	55	0	55	0
06957-5744	IN-PERSON	5	5	0	5	0
10629-197940	IN-PERSON	5	5	0	5	0
10629-204076	IN-PERSON	2	2	0	2	0
15875-3607	IN-PERSON	57	57	0	57	0
18432-49667	IN-PERSON	150	150	0	150	0
18432-63197	IN-PERSON	5	5	0	5	0
18432-74004	IN-PERSON	10	10	0	10	0
18432-74152	IN-PERSON	1	1	0	1	0
18549-2670	IN-PERSON	8,010	8,010	0	8,010	0
<b>Sub Total</b>		<b>14,078</b>	<b>14,078</b>	<b>0</b>	<b>14,078</b>	<b>0</b>
10629-274699	POSTAL BALLOT	575	575	0	575	0
05264-103056	POSTAL BALLOT	20,001	20,001	0	20,001	0
12732-8779	POSTAL BALLOT	1,169	1,169	0	1,169	0
05264-62112	POSTAL BALLOT	3,450	3,450	0	3,450	0
10629-168933	POSTAL BALLOT	1,150	1,150	0	1,150	0
10629-168834	POSTAL BALLOT	97	97	0	97	0
05264-48871	POSTAL BALLOT	67,501	67,501	0	67,501	0
10629-168776	POSTAL BALLOT	1	1	0	1	0
03228-44355	POSTAL BALLOT	1	1	0	1	0
10629-282890	POSTAL BALLOT	115	115	0	115	0
03525-112897	POSTAL BALLOT	1	1	0	1	0
06122-56424	POSTAL BALLOT	2,300	2,300	0	2,300	0
<b>Sub Total</b>		<b>96,361</b>	<b>96,361</b>	<b>0</b>	<b>96,361</b>	<b>0</b>
03277-116359	PROXY POSTAL BALLOT	116,877,484	116,877,484	0	116,877,484	0
12732-3143	PROXY POSTAL BALLOT	345,000	345,000	0	345,000	0
<b>Sub Total</b>		<b>117,222,484</b>	<b>117,222,484</b>	<b>0</b>	<b>117,222,484</b>	<b>0</b>
03277-102604	E-VOTING	575	575	0	575	0
14746-106083	E-VOTING	107	107	0	107	0
00307-80105	E-VOTING	575	575	0	575	0
04341-29013	E-VOTING	1,150	1,150	0	1,150	0
03277-39567	E-VOTING	1,150	1,150	0	1,150	0
11387-30877	E-VOTING	23,000	23,000	0	23,000	0
03277-87121	E-VOTING	1,946	1,946	0	1,946	0
04705-124833	E-VOTING	575	575	0	575	0
18432-74574	E-VOTING	2,300	2,300	0	2,300	0
03277-120909	E-VOTING	575	575	0	575	0
04085-84051	E-VOTING	575	575	0	575	0
03350-152153	E-VOTING	575	575	0	575	0
10629-396211	E-VOTING	575	575	0	575	0
03244-127471	E-VOTING	575	575	0	575	0
03277-146	E-VOTING	9,017,996	9,017,996	0	9,017,996	0

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Name of member*/Folio No.	Attendance mode	No. of shares held or no. of votes	No. of Votes Casted	No. of Invalid Votes	Voting Position	
					In Favor	Against
06502-4005	E-VOTING	632	632	0	632	0
06122-168799	E-VOTING	575	575	0	575	0
06700-37225	E-VOTING	11,000	11,000	0	11,000	0
04705-118685	E-VOTING	575	575	0	575	0
00620-47410	E-VOTING	1,150	1,150	0	1,150	0
04457-90681	E-VOTING	75	75	0	75	0
06684-262769	E-VOTING	1,150	1,150	0	1,150	0
14746-90170	E-VOTING	1,000	1,000	0	1,000	0
01826-135871	E-VOTING	1,000	1,000	0	1,000	0
10629-280217	E-VOTING	575	575	0	575	0
03277-115570	E-VOTING	575	575	0	575	0
04457-91887	E-VOTING	575	575	0	575	0
03277-117931	E-VOTING	1,150	1,150	0	0	1,150
03525-18720	E-VOTING	575	575	0	0	575
10629-285588	E-VOTING	1,150	1,150	0	1,150	0
01826-215814	E-VOTING	500	500	0	0	500
06122-78907	E-VOTING	517	517	0	0	517
00620-41017	E-VOTING	600	600	0	600	0
03277-59838	E-VOTING	575	575	0	0	575
<b>Sub Total</b>		<b>9,076,198</b>	<b>9,076,198</b>	<b>0</b>	<b>9,072,881</b>	<b>3,317</b>

<b>Total</b>	<b>126,409,121</b>	<b>126,409,121</b>	<b>0</b>	<b>126,405,804</b>	<b>3,317</b>
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**Consolidated Result of Voting on Resolution: RESOLUTION-2**

Total No. of Shares/ Votes Held	Total Number of Votes Casted	Total Number of Invalid Votes	Number of Votes Casted In Favor	Number of Votes Casted Against	% of Votes Casted In Favor	Resolution Passed / Not Passed	Remarks
126,409,121	126,409,121	0	126,405,804	3,317	99.997%	Passed	



Signature of Chairman

Place : Lahore

Date : 22 December 2023