

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)  
Feb 16, 2022
2. SEC Identification Number  
38683
3. BIR Tax Identification No.  
000-315-612-000
4. Exact name of issuer as specified in its charter  
The Philodrill Corporation
5. Province, country or other jurisdiction of incorporation  
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
8th Floor Quad Alpha Centrum Bldg., 125 Pioneer St. Mandaluyong City  
Postal Code  
1550
8. Issuer's telephone number, including area code  
(02) 8631-8151 to 52
9. Former name or former address, if changed since last report  
N.A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
 

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	191,868,805,358
11. Indicate the item numbers reported herein  
Item 9

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*





# The Philodrill Corporation

## OV

**PSE Disclosure Form 4-4 - Amendments to By-Laws**  
***References: SRC Rule 17 (SEC Form 17-C) and***  
***Section 4.4 of the Revised Disclosure Rules***

### Subject of the Disclosure

Amendments to By-Laws

### Background/Description of the Disclosure

At the regular Board Meeting of The Philodrill Corporation held today, February 16, 2022, the Board approved the amendment of Article I, Sections 1 to 6 and Article III Section 1 of the Company's By-Laws relating to the alternative mode of conducting Annual Stockholders' meeting in accordance with the requirements of the Securities and Exchange Commission.

<b>Date of Approval by Board of Directors</b>	Feb 16, 2022
<b>Date of Approval by Stockholders</b>	TBA
<b>Other Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	TBA
<b>Date of Receipt of SEC approval</b>	TBA

### Amendment(s)

Article and Section Nos.	From	To
ARTICLE I SECTION 1	Please refer to the attached	Please refer to the attached
ARTICLE I SECTION 2	Please refer to the attached	Please refer to the attached
ARTICLE I SECTION 3	Please refer to the attached	Please refer to the attached
ARTICLE I SECTION 4	Please refer to the attached	Please refer to the attached
ARTICLE I SECTION 5	Please refer to the attached	Please refer to the attached

ARTICLE I SECTION 6	Please refer to the attached	Please refer to the attached	
ARTICLE III SECTION 1	Please refer to the attached	Please refer to the attached	

**Rationale for the amendment(s)**

The amendments in the Company's By-Laws are pursuant to the SEC requirements, in keeping pace with the changes in technology.

**The timetable for the effectivity of the amendment(s)**

Expected date of filing the amendments to the By-Laws with the SEC	TBA
Expected date of SEC approval of the Amended By-Laws	TBA

**Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any**

The amendment will greatly favor the Company's stockholders as it will provide alternative modes of attending annual meetings and a more convenient access for them to attend, especially during times like this pandemic.

We believe these amendments will not affect the Company's operation nor its capital structure.

**Other Relevant Information**

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**Filed on behalf by:**

<b>Name</b>	Josephine Ilas
<b>Designation</b>	Assistant Corporate Secretary

**The Philodrill Corporation  
Proposed Amendment to the Company's By-Laws**

<b>FROM</b>	<b>TO</b>
<p><b>ARTICLE I SECTION 1</b></p> <p><b>SECTION 1. – ANNUAL MEETING</b> – The annual meeting of the stockholders shall be held every third Wednesday of June of each year, if legal holiday, then on the day following, and at such time and place in Metro Manila as the Board of Directors may, by a majority vote, determine.</p>	<p><b>ARTICLE I SECTION 1</b></p> <p><b>SECTION 1. ANNUAL MEETING</b> – The annual meeting of the stockholders shall be held every third Wednesday of June of each year, if legal holiday, then on the day following, and at such time and place in Metro Manila, <b>or via remote communication,</b> as the Board of Directors may, by a majority vote, determine.</p>
<p><b>ARTICLE I SECTION 2</b></p> <p><b>SECTION 2. – SPECIAL MEETINGS</b> – Special meetings of the stockholders may be called by the Chairman of the Board, or by the President, or by order of the Board of Directors, whenever either one or the Board shall deem it necessary, and it shall be the duty of the Chairman or the President to order and call such meetings whenever the holders of record of not less than one-fourth of the outstanding capital stock of the Company with voting privilege shall, in writing, so request.</p>	<p><b>ARTICLE I SECTION 2</b></p> <p><b>SECTION 2. SPECIAL MEETINGS</b> – Special meetings of the stockholders may be called by the Chairman of the Board, or by the President, or by order of the Board of Directors, whenever either one or the Board shall deem it necessary, and it shall be the duty of the Chairman or the President to order and call such meetings whenever the holders of record of not less than one-fourth of the outstanding capital stock of the Company with voting privilege shall, in writing, so request.</p> <p><b><u>All stockholders may attend meetings or vote in person through remote communication or voting in absentia.</u></b></p>
<p><b>ARTICLE I SECTION 3</b></p> <p><b>SECTION 3. – NOTICES</b> – Notice of the time and place of holding any annual meeting or any special meeting of the stockholders shall be given either by posting the same enclosed in a postage prepaid envelope addressed to each stockholder of record entitled to vote at the address left by such stockholder with the Secretary of the Company or at his last known post-office address, or by delivering the same to him in person at least one month before the date</p>	<p><b>ARTICLE I SECTION 3</b></p> <p><b>SECTION 3. NOTICES</b> – Notice of the time and place of holding any annual meeting or any special meeting of the stockholders shall be <b><u>sent to all stockholders of record through mail, electronic mail or publication, or such other manner as the SEC shall allow under its guidelines, at least one (1) month before the date set for such meeting.</u></b> <del>be given either by posting the same enclosed in a postage prepaid envelope addressed to each stockholder of record</del></p>

<p>set for such meeting. Every stockholder shall furnish the Secretary with the address at which notices of meetings and all other corporate notices may be served upon or mailed to him and if any stockholder shall fail to furnish such address, notices may be served upon him by mail directed to him at his last known post-office address. The notice of every special meeting shall state briefly the objects of the meeting, and no other business shall be transacted at such meeting except by consent of all the stockholders of the Company entitled to vote. No notice of any meeting need be published in any newspaper. Failure to give, or any defect or irregularity in giving, the notice of the annual meeting shall not affect or invalidate the actions or proceedings at such meeting.</p>	<p><del>entitled to vote at the address left by such stockholder with the Secretary of the Company or at his last known post office address, or by delivering the same to him in person at least one month before the date set for such meeting. Every stockholder shall furnish the Secretary with the address at which notices of meetings and all other corporate notices may be served upon or mailed to him and if any stockholder shall fail to furnish such address, notices may be served upon him by mail directed to him at his last known post office address.</del> The notice of every special meeting shall state briefly the objects of the meeting, and no other business shall be transacted at such meeting except by consent of all the stockholders of the Company entitled to vote. Failure to give, or any defect or irregularity in giving, the notice of the annual meeting shall not affect or invalidate the actions or proceedings at such meeting.</p>
<p><b>ARTICLE I SECTION 4</b></p> <p><b>SECTION 4. – ORDER OF BUSINESS</b> – The order of business at the annual meeting of the stockholders shall be as follows:</p> <ol style="list-style-type: none"> <li>(1) Proof of the required notice of the meeting.</li> <li>(2) Proof of the presence of a quorum.</li> <li>(3) Reading of minutes of previous meeting and action thereon.</li> <li>(4) Report of Board of Directors.</li> <li>(5) Unfinished business.</li> <li>(6) New businesses.</li> <li>(7) Election of External Auditors</li> <li>(8) Appointment of inspectors of election to serve until the close of the next annual meeting.</li> <li>(9) Election of directors for the ensuing year.</li> <li>(10) Other matters.</li> </ol>	<p><b>ARTICLE I SECTION 4</b></p> <p><b>SECTION 4. ORDER OF BUSINESS</b> – The order of business at the annual meeting of the stockholders shall be as follows:</p> <ol style="list-style-type: none"> <li><b><u>1. Call to Order and Proof of Notice of the Meeting.</u></b></li> <li><b><u>2. Certification of Quorum.</u></b></li> <li><b><u>3. Approval of the Minutes of the previous Annual Stockholders' Meeting.</u></b></li> <li><b><u>4. Report of Management on the Company's Exploration and Production activities</u></b></li> <li><b><u>5. Presentation of Annual Report and Audited Financial Statements</u></b></li> <li><b><u>6. Ratification and Approval of all previous acts and resolutions of the Board of Directors, Management and all Committees.</u></b></li> <li><b><u>7. Appointment of Independent Auditor</u></b></li> <li><b><u>8. Election of Directors</u></b></li> <li><b><u>9. Other Matters</u></b></li> </ol>

**ARTICLE I SECTION 5**

**SECTION 5. – VOTING** – At every meeting of the stockholders of the Company, every stockholder entitled to vote shall be entitled to vote of each share of stock outstanding in his name on the books of the Company. Provided, however, that in the case of the election of directors every stockholder entitled to vote shall be entitled to cumulate his votes in accordance with the provisions of law in such case made and provided. Every stockholder entitled to vote at any meeting of stockholders may so vote by proxy, provided that the proxy shall have been appointed in writing by the stockholder himself or by his duly authorized attorney. The instrument authorizing a proxy to act shall be exhibited to the Secretary and inspectors of election and shall be lodged with the Secretary if he shall so request. At any meeting of the stockholders, the holders if the Company then issued and outstanding and entitled to vote, represented in person or by proxy, shall constituted a quorum for the transaction of business, and, in the absence of a quorum, the stockholders attending or represented at the time and place at which such meeting shall have been called, or to which it may have been adjourned, or any officer entitled to preside at such meeting or to act as secretary thereof, may adjourn such meeting for a period not exceeding twenty days.

**ARTICLE I SECTION 6**

**SECTION 6. – ELECTION INSPECTORS** – The stockholders entitled to vote may, at each annual meeting, appoint two persons (who need not be stockholders) to act as inspectors of election at all meetings of the annual meeting. If any inspector shall refuse to serve, or neglect to attend at any meeting of the stockholders, or

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**ARTICLE I SECTION 6**

~~**ELECTION INSPECTORS** – The stockholders entitled to vote may, at each annual meeting, appoint two persons (who need not be stockholders) to act as inspectors of election at all meetings of the annual meeting. If any inspector shall refuse to serve, or neglect to attend at any meeting of the stockholders, or his office shall become~~

<p>his office shall become vacant, the meeting may appoint an inspector in his place.</p>	<p><del>vacant, the meeting may appoint an inspector in his place.</del></p> <p><b><u>SECTION 6. QUORUM – At the meeting of the stockholders, a majority of the subscribed capital stock of the corporation, whether represented in person or by proxy, shall constitute a quorum, unless otherwise provided by the Corporation Code. A majority of such quorum shall decide on any question that may be brought before the meeting, save and except those other matters, in which the laws of the Philippines, if any, expressly require the affirmative vote of a greater majority. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present or represented.</u></b></p> <p><b><u>A stockholder who participates through remote communication or in absentia shall be deemed present for the purpose of determining quorum.</u></b></p>
<p><b>ARTICLE III SECTION 1</b></p> <p><b>SECTION 1. – EXECUTIVE OFFICERS –</b> The officers of the Company shall be a Chairman of the Board, a Vice-Chairman, a President, who shall all be members of the board of directors, Executive Vice-President, one or more Vice-Presidents, a Treasurer and a Secretary, all of whom shall be elected by the board of directors. The same person may be elected to the positions of Chairman of the board and President, or Vice-Chairman and President. The same person may hold the office and perform the duties of both an Executive Vice-President or a Vice-President and Treasurer and also of the Secretary and Treasurer. The Treasurer shall be ex-officio an Assistant Secretary, the Secretary shall be ex-officio an Assistant Treasurer.</p>	<p><b>ARTICLE III SECTION 1</b></p> <p><b>SECTION 1. – EXECUTIVE OFFICERS –</b> The officers of the Company shall be a Chairman of the Board, a Vice-Chairman, a President, who shall all be members of the board of directors, Executive Vice-President, one or more Vice-Presidents, a Treasurer, a Secretary, <b><u>and a Compliance Officer</u></b>, all of whom shall be elected by the board of directors. The same person may be elected to the positions of Chairman of the board and President, or Vice-Chairman and President. The same person may hold the office and perform the duties of both an Executive Vice-President or a Vice-President and Treasurer and also of the Secretary and Treasurer. <del>The Treasurer shall be ex-officio an Assistant Secretary, the Secretary shall be ex-officio an Assistant Treasurer.</del></p>