



Citi Pharma Limited

Ref: CPHL/AGM/21
October 7, 2021

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Subject: Notice of Annual General Meeting – Citi Pharma Limited

Dear Sir,

Enclosed please find a copy of Notice of the Annual General Meeting of Citi Pharma Limited to be held on Thursday, October 28, 2021 at 3:00 PM at 588-Q Block, M.A Johar Town, Lahore being dispatched to shareholders and to publish in newspaper.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

For and on behalf of
Citi Pharma Limited



Muhammad Riaz
Company Secretary

Encl:- As Above

CC: The Director/HOD, Surveillance, Supervision and Enforcement, SMD, SECP
Executive Director, Corporate Supervision Department, SECP



588 - Q, Johar Town, Lahore - Pakistan



3KM. Head Balloki Road, Phool Nagar, District Kasur - Pakistan



Head Office : +92. 42. 35316587 - 90 | Factory : +92. 49. 4510189, +92. 49. 4513392



www.citipharma.com.pk



Citi Pharma Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to the members that the Annual General Meeting of the Company will be held on October 28, 2021, Thursday, at 3:00 PM at 588- Q Block, M.A Johar Town, Lahore to transact the following businesses:

Ordinary Business

1. To confirm the minutes of last Extra Ordinary General Meeting (EOGM) held on December 24, 2020.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2021 together with Directors' and Auditors' Report thereon.
3. To consider and approve final cash dividend @ 15% (Rs. 1.5 per share) and Bonus @ 10% (10 shares for every 100 shares held) for the year ended June 30, 2021 as recommended by the Board of Directors.
4. To appoint statutory auditors Company for the year ending June 30, 2022 and fix their remuneration. The retiring Auditors M/s Aslam Malik & Co. Chartered Accountant, being eligible, have offered themselves for re-appointment at a fee to be mutually agreed and reimbursements of out-of-pocket expenses at actuals.

Special Business

5. To approve transmission of annual reports including annual audited financial statement, auditor's report, chairman's review, Director's report and notice of annual general meeting to the Company's shareholders electronically through Email/CD/DVD/USB at their registered emails or mailing addresses instead of transmitting the annual reports including annual audited accounts in printed form as allowed under Section 223(6) of the companies Act, 2017.

RESOLVED THAT Company be and is hereby allowed to transmit its annual reports including annual audited financial statements, auditor's report, Chairman's review, Director's report and notice of annual general meeting to Company's shareholders electronically through Email/CD/DVD/USB at their registered emails or mailing addresses, as allowed under Section 223(6) of the companies Act, 2017 instead of transmitting the annual reports including annual audited accounts in printed form.



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

By the Order of the Board

Muhammad Riaz
Company Secretary
October 7, 2021
Lahore

Notes

1. Participation in the AGM Proceeds via video conferencing facility:

Due to current COVID-19 situation and for the well-being of the stakeholders the AGM proceedings can also be attended via video conferencing facility only.

Shareholders interested to participate in the meeting are requested to email following information with subject "registration for CITI PHARMA LIMITED AGM" along with valid copy of both sides of computerized National Identity Card (CNIC) at corporate@citipharma.com.pk. Video link and login credentials will be share with only those members whose email containing all the required particulars, are received at least 48 hours before the time of AGM.

Registration to Attend Annual General Meeting through Videos Conferencing Facility

1. Folio No./ CDC investors A/c No./Sub-A/c No. _____
2. Name of Shareholder (s) : _____
3. Cell phone Numbers _____
4. Email Address _____
5. No. of shares held at the date of Book
Closure to establish the right to attend AGM _____

Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address corporate@citipharma.com.pk.

BooL Closure

2. The share transfer Books of the Company shall remain closed form October 21, 2021 to October 28, 2021 (both days inclusive) to establish the right to attend annual general meeting and to receive the dividend and Bonus declared.
3. A Member entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint another member as his/her proxy to attend, speak and vote on his/her behalf.



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4. An instrument appointing proxy and the power of attorney or other authority under which it is signed or a notarized certified copy of the power or authority must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. Form of Proxy is enclosed.
5. CDC Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular 1 dated 26 January 2000 issued by the Securities Exchange Commission of Pakistan.

a. For Attending AGM

- I. In case of individuals, the account holder or sub-account holder whose securities and their registration details are uploaded as per the Regulations, shall produce proof of his/her identity by showing original computerized National Identity Card (CINC) at the time of attending meeting.
- II. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of meeting.

b. For Appointing Proxy

- I. In case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the CDC regulations shall submit the proxy form as per the above requirement.
- II. Attested copies of CNIC of the beneficial owners and the proxy shall be furnished with the proxy form. The proxy shall produce this original CNIC at the time of the meeting.

Electronic Voting:

- I. Members can exercise their right to demand a poll subject to meeting requirements of Section 143 -145 of the Companies Act, 2017 and application clauses of the Companies Postal Ballot Regulations, 2018
- II. Filer and Non-Filer Status

The Government of Pakistan through Finance Act, 2021 in Section 150 of the Income Tax Ordinance, 2001 prescribed the following rates for withholding tax against dividend payments by the companies:

- a. For filers of income tax returns -15%
- b. For non-filer of income tax return 30%



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Members whose name are not entered into the Active Taxpayer List (ATL) provided on the website of FBR, despite the fact that they are filer, are advised to make sure that their name are entered into ATL to avoid higher to deductions against any future dividend.

STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning the Special Business to be transacted at Annual General Meeting of the Company to be held on October 28, 2021.

ITEM 4 OF THE AGENDA

To proceed towards paperless environment and to fulfill the responsibility towards environment, Company had already passed resolution with the consent of its shareholder in Extraordinary General Meeting held on December 24, 2020 and had already granted approval to transmit annual reports in the form of soft copies in CD/DVD/USB instead of transmitting the annual audited accounts in printed copy as per the Securities and Exchange Commission of Pakistan's SRO No.470(I)/2016 dated May 31, 2016. Whereas, in addition to the above approval, the Section 223 (6) of the Companies Act, 2017 allows every listed company to send its audited financial statements together with the auditors' report, chairman review and directors' report to every member of the company and every person who is entitled to receive notice of general meeting, either by post or electronically at least twenty-one days before the date of meeting at which it is to be laid before the members of the company, and shall keep a copy at the registered office of the company for the inspection of the members. Now Company sought approval of shareholders to issue & dispatch its annual reports including annual audited financial statements, Auditor's report, Chairman's review, Director's report and notice of annual general meeting through Email/CD/DVD/USB at their registered emails or mailing addresses instead of transmitting the annual reports including annual audited accounts in printed form as allowed under Section 223(6) of the Companies Act, 2017. However, an option of hard copy of the same information is offered to any interested shareholder.



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