



Citi Pharma Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to the members that the Annual General Meeting of **Citi Pharma Limited** will be held on **October 28, 2022, Friday**, at **11:00 AM** at **588- Q Block, M.A Johar Town, Lahore** to transact the following businesses:

Ordinary Business

1. To confirm the minutes of last Annual General Meeting (AGM) held on October 28, 2021.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2022 together with Directors' and Auditors' Report thereon.
3. To appoint statutory auditors of the Company for the year ending on June 30, 2023 and fix their remuneration. The Board of Directors upon recommendations of Audit Committee has recommended M /s Aslam Malik & Co. Chartered Accountant, being eligible for re-appointment and have offered themselves for re-appointment at a fee to be mutually agreed and reimbursements of out-of-pocket expenses at actual.

Special Business

4. To elect Seven (7) Directors of the Company for the term of three years commencing from October 28, 2022 in accordance with the provisions of section 159 of the Companies, Act, 2017.

Board of Directors has fixed the number of directors to be elected as Seven (7).

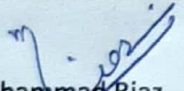
The retiring directors are:

1) Mr. Nadeem Amjad	2) Mr. Rizwan Ahmad	3) Mr. Muhammad Naeem
4) Mr. Abdul Jaleel Shaikh	5) Ms. Saira Aslam	6) Ms. Farzin Khan
7) Mr. Zameer Ul Hassan Shah		

The above retiring directors are eligible for re-election.

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

By the Order of the Board



Muhammad Riaz
Company Secretary
October 7, 2022
Lahore



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



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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.

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

Full Name	CNIC Number	Folio/CDC Account No.	Email Address	Cell Number	No. of Shares

Shareholders can also send their comments and feedback at the email address corporate@citipharma.com.pk.

2. Book Closure

- The share transfer Books of the Company shall remain closed form October 21, 2022 to October 28, 2022 (both days inclusive) to establish the right to attend annual general meeting.
- 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.
- 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.
- 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

- 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.
- 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.



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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 his 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

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF ELECTION OF DIRECTORS

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, 2022.

Contesting Election of Directors: Any person (including a retiring Director) who seeks to contest election of directors shall file with the Company at its office at 2nd Floor, 588- Q Block, M.A Johar Town, Lahore, not later than fourteen (14) days before the date of election of directors in terms of section 159(2)(3) of the Companies Act, 2017 together with:

- a. Notice of his/her intention to contest election, along with duly completed signed Form 28 (Consent to act as Director of the Company) if elected (under section 167(1) of the Companies Act, 2017), and certify that he/she is not ineligible to become director under any applicable laws, Rules & Regulations.
- b. Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2017 and the eligibility criteria as set out in the Companies Act, 2017 to act as the director of a listed company.
- c. Attested copy of valid CNIC and NTN.
- d. Declaration by Independent Director(s) under clause 6(2) of the Listed Companies (Code of Corporate Governance) Regulations 2017.



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