

# 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, 2024, Monday, at 11:00 AM at 588- Q Block, M.A Johar Town, Lahore as well as through Video Conference facility to transact the following businesses:

### Ordinary Business

1. To confirm the minutes of last Annual General Meeting (AGM) held on October 27, 2023.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2024 together with Directors' and Auditors' Report thereon, can be accessed and downloaded from the following link and QR enabled code:

Weblink	QR Code
<a href="http://www.citipharma.com.pk">http://www.citipharma.com.pk</a>	

3. To appoint statutory auditors of the Company for the year ending on June 30, 2025 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 actuals.
4. To approve payment of final cash dividend of Rs. 3.25 per share i.e. 32.5% for the year ended June 30, 2024, as recommended by the Board of Directors.

### Special Business

5. To approve the relocation of the proposed hospital site within the city from its current address at 71-E/1, Hali Road, Gulberg III, Lahore, to a new site adjacent to Khayabane Zafar/DHA Rahbar, Lahore. Furthermore, to consider and pass the following resolution as a special resolution, with or without any amendments or modifications as deemed necessary:

“RESOLVED that the consent and approval of the members of Citi Pharma Limited be and is hereby granted for the relocation of the hospital within the city, from its current site at 71-E/1, Hali Road, Gulberg III, Lahore, to the new location adjacent to Khayabane Zafar / DHA Rahbar, Lahore.

FURTHER RESOLVED THAT the Managing Director & CEO and / or the Company Secretary be and are hereby singly or jointly authorized to do all necessary acts, deeds and things in connection therewith and ancillary thereto as may be required or expedient to give effect to the spirit and intent of the above resolution.”

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

By the Order of the Board

Ghulam Dastgeer  
Company Secretary  
October 6, 2024  
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](http://www.citipharma.com.pk)





# Citi Pharma Limited

## Notes

### 1. Closure of Share Transfer Books

The Share Transfer books of the Company will remain closed from October 21, 2024 to October 28, 2024 (both days inclusive). Transfers received in order at the office of Company's Share Registrar, M/s F.D Registrar Services (Pvt.) Limited, 17th Floor, Saima Trade Tower-A, I.I Chundrigar Road, Karachi at the close of business on October 20, 2024 will be treated in time for the purpose of above entitlement to the transferees and for the purposes of attending the Annual General Meeting (AGM).

### 2. Participation in the AGM Proceeds via video conferencing facility:

- A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote. A proxy form is enclosed.
- The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarized/attested copy of power of attorney must be deposited at the Head Office of the Company situated at 588 Q Block, Johar Town, Lahore at least 48 hours before the time of the AGM i.e., latest by Saturday, October 26, 2024 at 11:00 am.
- Shareholders interested in attending the AGM through Zoom application, a video-link facility, are hereby requested to get themselves registered with the Company at least two (2) - days before the time of AGM i.e., by Saturday, October 26, 2024, 11:00 a.m. by sending an email with subject: "Registration for CPHL AGM" at the given email address [corporate@citipharma.com.pk](mailto:corporate@citipharma.com.pk) or WhatsApp No. 0312-8569507 along with a valid scanned copy of their CNIC.

Shareholders are advised to provide the following details:

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

Video-link for the meeting will be sent to members at their provided email addresses enabling them to attend the meeting on the given date and time.

Login facility will be opened thirty (30) minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the AGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

### 3. Guidelines for CDC Account Holders

CDC Account Holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:

#### A. For attending the meeting:

- In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the 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 the meeting.



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](http://www.citipharma.com.pk)







# Citi Pharma Limited

## B. For appointing proxies:

- i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form accordingly.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.
- iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The Proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- v) In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

## 4. Notification for change in address

Members holding shares in physical form are requested to promptly notify Share Registrar of the Company of any change in their addresses. Shareholders maintaining their shares in electronic form should get their address updated with their participant or CDC Investor Account Services.

## 5. Submission of copy of CNIC/NTN (Mandatory)

Individual members who have not yet submitted photocopy of their valid CNIC to the Company/Share Registrar, are once again requested to send their CNIC (copy) at the earliest directly to the Company's Share Registrar, M/s F.D Registrar Services (Pvt.) Limited, 17th Floor, Saima Trade Tower-A, I.I Chundrigar Road, Karachi. Corporate Entities are requested to provide their National Tax Number (NTN). Please also give Folio Number with the copy of CNIC/NTN details.

## 6. Payment of Cash Dividend Electronically (Mandatory)

In accordance with the provisions of Section 242 of the Companies Act, 2017 and Regulation no. 4 of the Companies (Distribution of Dividends) Regulations, 2017, it is mandatory for a listed company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders.

In order to receive dividend directly into their bank account, shareholders are requested to fill in "E-Dividend Mandate Form" available on Company's website (<http://www.citipharma.com.pk>) and send it duly signed along with a copy of CNIC to the Company's Share Registrar, M/s F.D Registrar Services (Pvt.) Limited, 17th Floor, Saima Trade Tower-A, I.I Chundrigar Road, Karachi, in case of physical shares.

In case shares are held in CDC then "E-Dividend Mandate Form" must be submitted directly to shareholder's broker/participant/CDC Investor Account Services.

Please note that as per Section 243 of the Companies Act, 2017 and Regulation No. 6 of the Companies (Distribution of Dividends) Regulations, 2017, listed companies are entitled to withhold payment of dividend, if necessary, information is not provided by the shareholders.

## 7. Withholding Tax on Dividend Income

The rates of deduction of income tax from dividend payments under the Income Tax Ordinance, 2001 are as follows:

- i) Rate of tax deduction for persons appearing in Active Taxpayer List (ATL) | 15%



588 - Q, Johar Town, Lahore - Pakistan



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



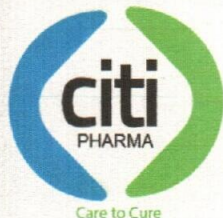
Head Office : +92. 42. 35316587 - 90 | Factory : +92. 49. 4510189, +92. 49. 4513392



[www.citipharma.com.pk](http://www.citipharma.com.pk)







# Citi Pharma Limited

ii) Rate of tax deduction for persons not appearing in Active Taxpayer List 30%

In this regard, all shareholders who hold shares with Joint Shareholder(s) are requested to provide shareholding proportions of and Joint Shareholder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

Folio/CDC Account #	Total Shares	Principal Shareholder		Joint Shareholder	
		Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

Note: The required information must reach the Company's Share Registrar by Sunday, October 20, 2024; otherwise, it will be assumed that the shares are equally held by Principal Shareholder and Joint Shareholder(s).

To enable the Company to make tax deductions on the amount of cash dividend @15% instead of 30%, shareholders are requested to please check and ensure Filer status from Active Taxpayer List ("ATL") available at FBR website <http://www.fbr.gov.pk/> as well as ensure that their CNIC/Passport number has been recorded by the Participant/Investor Account Services or by Share Registrar (in case of physical shareholding). Corporate entities (non-individual shareholders) should ensure that their names and National Tax Numbers (NTN) are available in ATL at FBR website and recorded by respective Participant/Investor Account Services or in case of physical shareholding by Company's Share Registrar.

Withholding tax exemption from dividend income, shall only be allowed if a copy of valid tax exemption certificate is made available to the Company's Share Registrar by Sunday, October 20, 2024.

## 8. Availability of Annual Audited Financial Statements on the Company's website

In accordance with the provisions of Section 223(7) of the Companies Act, 2017, the audited financial statements of the Company for the year ended June 30, 2024, are available on the Company's website (<http://www.citipharma.com.pk>).

## 9. Transmission of Financial Statements to the Members through e-mail

In terms of the approval of the members of the Company in their Annual General meeting held on October 27, 2023 and pursuant to the SECP's Notification No. 389(I)/2023 dated March 21, 2023, the annual report of the Company containing audited financial statements of the Company for the year ended June 30, 2024 along with Auditors and Directors Report thereon, the Chairperson's Review and notice of AGM etc. have been placed on the website of the Company which can be downloaded from the following link and / or QR code:

Weblink	QR Code
<a href="http://www.citipharma.com.pk">http://www.citipharma.com.pk</a>	

The shareholders who wish to receive hard copy of the Annual Report may send their request to the Company Secretary / Share Registrar, the Standard Request Form available on the website of the company and the will supply hard copy of the Annual Report to the Shareholders on demand, free of cost, within one week of such demand.

## 10. Conversion of Physical Shares into Book Entry Form



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](http://www.citipharma.com.pk)







# Citi Pharma Limited

As per section 72 of the Companies Act, 2017 every listed Company is required to replace its physical shares with book-entry form. Therefore, the shareholders having physical shares are requested to convert the shares into book entry.

## Polling on Special Business:

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 (“the Regulations”) amended through Notification vide SRO 2192(1)/2022 dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan (“SECP”), SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Citi Pharma Limited will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Annual General Meeting to be held on Monday, October 28, 2024, at 11:00 am, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the shareholders, ballot paper is available on the Company’s website at [www.citipharma.com.pk](http://www.citipharma.com.pk).

## Procedure for E-Voting:

- I. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on October 18, 2024.
- II. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- III. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- IV. E-Voting lines will start from October 24, 2024, 09:00 a.m. and shall close on October 27, 2024 at 5:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

## PROCEDURE FOR VOTING THROUGH POSTAL BALLOT:

The shareholders shall ensure that duly filled and signed ballot papers along with copy of valid Computerized National Identity Card (CNIC)/ copy of passport (non-resident) should reach the Chairman of the meeting through post on the Company’s registered address, 588- Q Block, M.A Johar Town, Lahore or by email [corporate@citipharma.com.pk](mailto:corporate@citipharma.com.pk), one (1) day before the day of poll i.e. October 27, 2024 during working hours. The signature on the ballot paper shall match with the signature on CNIC.



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](http://www.citipharma.com.pk)





# Citi Pharma Limited

CITI PHARMA LIMITED  
POSTAL BALLOT PAPER

for voting through post for the Special Business at the Annual General Meeting to be held on Monday, October 28, 2024, at 11:00 a.m. at 588- Q Block, M.A Johar Town, Lahore .

Website: [www.citipharma.com.pk](http://www.citipharma.com.pk).

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

### Resolution For Agenda Item No. 5

To approve the relocation of the hospital within the city from its current address at 71-E/1, Hali Road, Gulberg III, Lahore, to a new site adjacent to Khayabane Zafar/DHA Rahbar, Lahore. Furthermore, to consider and pass the following resolution as an ordinary resolution, with or without any amendments or modifications as deemed necessary:

**"RESOLVED** that the consent and approval of the members of Citi Pharma Limited be and is hereby granted for the relocation of the hospital within the city, from its current site at 71-E/1, Hali Road, Gulberg III, Lahore, to the new location adjacent to Khayabane Zafar / DHA Rahbar, Lahore.

**FURTHER RESOLVED** THAT the Managing Director & CEO and / or the Company Secretary be and are hereby singly or jointly authorized to do all necessary acts, deeds and things in connection therewith and ancillary thereto as may be required or expedient to give effect to the spirit and intent of the above resolution."

### Instructions For Poll

- Please indicate your vote by ticking (v) the relevant box.
- In case if both the boxes are marked as (v), you poll shall be treated as **"Rejected"**.

I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (v) mark in the appropriate box below;

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<b>Resolution For Agenda Item No. 5</b>		

- Dully filled ballot paper should be sent to the Chairman at 588- Q Block, M.A Johar Town, Lahore or e-mail at [corporate@citipharma.com.pk](mailto:corporate@citipharma.com.pk)
- Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Chairman within business hours by or before **October 27, 2024**. Any postal Ballot received after this date, will not be considered for voting.
- Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
- In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
- Ballot Paper form has also been placed on the website of the Company at: [www.citipharma.com.pk](http://www.citipharma.com.pk). Members may download the Ballot paper from the website or use an original/photocopy published in newspapers.

Date

Shareholder / Proxy holder Signature/Authorized Signatory

(In case of corporate entity, please affix company stamp)

