



**Highnoon**  
Enriching Life

A proud recipient of

**Forbes Asia**  
**BEST** UNDER A  
BILLION  
2023

Certified True Copy of Resolutions passed and adopted by the members of Highnoon Laboratories Limited ("The Company") in their 42<sup>nd</sup> Annual General Meeting held on April 29<sup>th</sup>, 2025.

Ordinary Business:

**1. To confirm minutes of the last Extra Ordinary General Meeting (EOGM):**

"RESOLVED THAT, the minutes of the last EOGM of the Shareholders of The Company held on 02<sup>nd</sup> September 2024 be and are hereby Confirmed."

**2. To receive, consider and adopt the Chairman's Review Report, Reports of Directors and Auditors together with Audited Annual Separate and Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> December, 2024:**

"RESOLVED THAT, the separate and consolidated audited financial statements of the Company for the year ended 31<sup>st</sup> December, 2024 and Chairman's Report, Directors' and Auditors' Reports thereon, as circulated to the Members and laid before this Meeting be and are hereby received, adopted and approved."

**3. To approve the payment of final cash dividend of Rs. 40/- per share i.e. @ 400 % for the year ended 31<sup>st</sup> December, 2024, as recommended by the Board of Directors of the Company:**

"RESOLVED THAT, final cash dividend of Rs. 40/- per share i.e. @ 400 % for the year ended 31<sup>st</sup> December, 2024, as recommended by the Board of Directors of the Company in their meeting held on March 26<sup>th</sup>, 2025 be and are hereby approved."

**4. To appoint Company's auditors and to fix their remuneration:**

"RESOLVED THAT, BDO Ebrahim & Co, Chartered Accountants be and are hereby reappointed as the Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting at the remuneration decided mutually."

**Highnoon Laboratories Limited: Registered Office & Plant:** 17.5 KM, Multan Road, Lahore - 53700, Pakistan.

**Corporate Office:** Office No. 901, 9th Floor, Tricon Corporate Center, 73 E, Jail Road, Lahore - 54660, Pakistan.

**UAN:** +92 (0) 304 111 0465 | **Phone:** +92 (42) 36407346 | **Fax:** 92 (42) 37510037 | **Email:** info@highnoon.com.pk | **URL:** www.highnoon-labs.com



**Highnoon**  
Enriching Life

A proud recipient of

**Forbes Asia**  
**BEST** UNDER A  
BILLION  
2023

**Special Business:**

5. To consider, ratify and approve the transactions carried out with related parties during financial year ended 31<sup>st</sup> December, 2024 under the authority of the special resolution passed in the annual general meeting held on 29<sup>th</sup> April, 2024 and to authorize the Chief Executive to approve all the transactions with the related parties carried out or to be carried out during the financial year ending 31<sup>st</sup> December, 2025 and till the next Annual General Meeting and if thought fit, to pass, with or without modification, resolutions as Special Resolutions as proposed in the Statement of Material Facts:

The following resolutions was passed as Special Resolution with modification:

**"Resolved** that the transactions carried out in the ordinary course of business with Route 2 Health (Pvt) Limited and Curexa Health (Pvt) Limited (wholly owned subsidiary) during the financial year ended December 31<sup>st</sup>, 2024 and up to the date of Annual General Meeting i.e. 29<sup>th</sup> April 2025 be and are hereby ratified, approved and confirmed."

6. To amend the Article 79 & 79 A of the Articles of Association of the Company:

**"Resolved that** pursuant to the applicable provisions of the Companies act, 2017, Article 79 & 79 A of the existing Articles of Association of the Company be and is hereby substituted to read as follows:

**79.** The remuneration of a Director other than regular paid director for his services shall be such sum as may be fixed by the Directors, for each meeting attended by him. No such remuneration shall be paid to the Chief Executive and other Directors who work whole time on remuneration for the Company.

**79 A.** The director must be a member provided that this clause shall not apply in the case of a person representing a member which is not a natural person, a whole-time director who is an employee of the company, a chief executive or a person representing a creditor or other special interests by virtue of contractual arrangements.

**Further resolved that** the Chief Executive and / or any Director and / or Company Secretary and/or Chief Financial Officer of the Company be and are hereby singly authorized to do all acts, deeds and

**Highnoon Laboratories Limited: Registered Office & Plant:** 17.5 KM, Multan Road, Lahore - 53700, Pakistan.

**Corporate Office:** Office No. 901, 9th Floor, Tricon Corporate Center, 73 E, Jail Road, Lahore - 54660, Pakistan.

**UAN:** +92 (0) 304 111 0465 | **Phone:** +92 (42) 36407346 | **Fax:** 92 (42) 37510037 | **Email:** info@highnoon.com.pk | **URL:** www.highnoon-labs.com



**Highnoon**  
Enriching Life

A proud recipient of

**Forbes Asia**  
**BEST** UNDER A  
**BILLION**  
2023

things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alteration of Articles of Association of the Company and implementing this special resolution.

**Further resolved that** the aforesaid alteration in the Articles of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be required, and such amendment, modification, addition or deletion shall not require fresh approval of members."

Certified True Copy,

**Baqar Hasan**  
**Senior General Counsel & Company Secretary**

**Highnoon Laboratories Limited: Registered Office & Plant:** 17.5 KM, Multan Road, Lahore - 53700, Pakistan.

**Corporate Office:** Office No. 901, 9th Floor, Tricon Corporate Center, 73 E, Jail Road, Lahore - 54660, Pakistan.

**UAN:** +92 (0) 304 111 0465 | **Phone:** +92 (42) 36407346 | **Fax:** 92 (42) 37510037 | **Email:** info@highnoon.com.pk | **URL:** www.highnoon-labs.com