



# Citi Pharma Limited

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given to the members that the Extra Ordinary General Meeting of Citi Pharma Limited will be held on June 26, 2025, Thursday, at 12:00 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 28, 2024.

### Special Business

2. To consider and, if deemed appropriate, pass with or without modification(s), the following special resolution as recommended by the Board of Directors in its meeting held on **April 30, 2025**.

**"RESOLVED THAT** the Company is hereby authorized to reallocate the unutilized Initial Public Offering (IPO) proceeds, which were originally earmarked for the construction of a hospital, towards the establishment of new pharmaceutical manufacturing plants, in line with the strategic direction of the Company and the evolving business environment.

**FURTHER RESOLVED THAT** the Company shall comply with all necessary legal and regulatory requirements, including but not limited to seeking shareholder approval and offering an exit opportunity to dissenting shareholders, as required under the applicable regulations of the Securities and Exchange Commission of Pakistan (SECP)."

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

By the Order of the Board

**Ghulam Dastgeer**  
Company Secretary  
May 31, 2025  
Lahore

### Notes

#### 1. Closure of Share Transfer Books

The Share Transfer books of the Company will remain closed from June 19, 2025 to June 26, 2025 (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 June 18, 2025 will be treated in time for the purpose of above entitlement to the transferees and for the purposes of attending the Extra Ordinary General Meeting (EOGM).



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



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## 2. Participation in the EOGM 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 EOGM i.e., latest by Tuesday, June 24, 2025 at 12:00 am.
- Shareholders interested in attending the EOGM 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 EOGM i.e., by Tuesday, June 24, 2025, 12:00 a.m. by sending an email with subject: "Registration for CPHL EOGM" 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 EOGM 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.

### B. For appointing proxies:

- 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.





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- 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.

#### 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 Extra Ordinary General Meeting to be held on Thursday, June 26, 2025, at 12:00 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 June 18, 2025.



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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 June 22, 2025, 09:00 a.m. and shall close on June 25, 2025 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, \_\_\_\_\_ or by email \_\_\_\_\_, one (1) day before the day of poll i.e. June 25, 2025 during working hours. The signature on the ballot paper shall match with the signature on CNIC.





# Citi Pharma Limited

**CITI PHARMA LIMITED**

## POSTAL BALLOT PAPER

for voting through post for the Special Business at the Extra Ordinary General Meeting to be held on Thursday, June 26, 2025, at 12:00 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)		
<p><b>Resolution For Agenda Item No. 2</b></p> <p>2. To consider and, if deemed appropriate, pass with or without modification(s), the following special resolution as recommended by the Board of Directors in its meeting held on April 30, 2025.</p> <p>"RESOLVED THAT the Company is hereby authorized to reallocate the unutilized Initial Public Offering (IPO) proceeds, which were originally earmarked for the construction of a hospital, towards the establishment of new pharmaceutical manufacturing plants, in line with the strategic direction of the Company and the evolving business environment.</p> <p>FURTHER RESOLVED THAT the Company shall comply with all necessary legal and regulatory requirements, including but not limited to seeking shareholder approval and offering an exit opportunity to dissenting shareholders, as required under the applicable regulations of the Securities and Exchange Commission of Pakistan (SECP)."</p>		
<b>Instructions For Poll</b>		
1. Please indicate your vote by ticking (v) the relevant box.		
2. In case if both the boxes are marked as (v), your poll shall be treated as " <del>Rejected</del> ".		
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. 2</b>		



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1. Fully filled ballot paper should be sent to the Chairman at \_\_\_\_\_ or e-mail at \_\_\_\_\_
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman within business hours by or before **June 25, 2025**. Any postal Ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
6. 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.
7. 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)



## Statement of Facts to Shareholders

### **Subject: Reallocation of IPO Proceeds from Hospital Project to establishment of new API/Formulation Plants**

Dear Shareholders,

We wish to inform you of an important decision taken by the Board of Directors regarding the utilization of IPO proceeds. In the Board meeting held on April 30, 2025, it was resolved to reallocate the funds initially designated for the construction of a hospital towards the establishment of new API/Formulation Plants.

#### **Background**

At the time of the IPO, a part of the proceeds was allocated for the development of a hospital to support healthcare infrastructure. However, given the significant lapse in time and rising construction and operational costs, the remaining funds are no longer sufficient to execute the hospital project at the intended scale. The construction cost in Lahore has seen a significant rise over the past few years. Currently, it ranges between PKR 8,000 to 10,000 per square foot, compared to just PKR 2,800 to 3,500 per square foot in 2021. Furthermore, the profit Margins in new potential plants are higher as compared to the hospital Facility. As such, the Board has determined that investing these funds in the Company's core pharmaceutical business will yield greater value for shareholders and positively impact the healthcare sector.

#### **Board Deliberations**

During the meeting, the following key points were raised:

- - Inflation and cost escalation have made the hospital project financially unviable.
- - Hospital management is not part of the Company's core competencies, potentially exposing the Company to operational and strategic risks.
- - Investing in new pharmaceutical plants aligns with the Company's long-term goals, improves operational capacity and enhances returns for shareholders.
- - The proposed facilities will focus on producing critical molecules and therapeutic products, contributing meaningfully to Pakistan's healthcare system.

#### **Cost Efficiency Through Allied Facilities**

The new pharmaceutical manufacturing plants will benefit from existing allied facilities, including infrastructure, utilities, quality assurance systems and regulatory approvals. These shared resources will substantially reduce project setup costs and timelines, allowing us to become operational faster and more cost-effectively.

Sr. No.	PROJECTS	Total Project Cost	Saving From existing resources (PKR)	% of Savings
1	Project Biotech Formulation (Ampoules)	843,720,925	460,000,000	55%
2	Project Carbapenem Formulation(3-Sections)	593,767,618	360,000,000	61%
3	Project Pencillin Formulation (4-Sections)	857,829,603	370,000,000	43%
	<b>Total</b>	<b>2,295,318,145</b>	<b>1,190,000,000</b>	<b>52%</b>

#### Reliable Existing Supply Chain

We have established relationships with reliable suppliers for the procurement and installation of plant and machinery. These long-standing partnerships will ensure the timely, high-quality and cost-efficient execution of the new manufacturing facilities.

#### Competitive Advantage and Industry Positioning

The new facilities will give Citi Pharma a significant competitive advantage in terms of scale, production efficiency and product range. This will allow us to:

- Expand our market share;
- Improve economies of scale;
- Introduce new therapeutic molecules rapidly;
- Meet both domestic and export market demands more effectively.

#### Justification and National Interest

At the time of IPO, the hospital project was a priority. However, due to changing circumstances, the reallocation of funds is now considered a more strategic use of capital, aligned with the Company's core business and the national healthcare agenda. The new manufacturing facilities will enhance domestic pharmaceutical capabilities and support economic growth.

The Company will provide shareholders with a detailed presentation at the EOGM outlining:

- - Project details of the new plants;
- - Therapeutic areas and product categories to be targeted;
- - The strategic rationale and national impact of the reallocation.

#### Regulatory Compliance

- The Company is fully committed to regulatory compliance and transparency. As per SECP regulations:
- - The change in utilization of IPO funds requires approval from the Board of Directors and shareholders through an Extraordinary General Meeting (EOGM).
- - An exit opportunity will be provided to shareholders who vote against the proposed change.



- - Any additional disclosures or filings required by SECP will be duly made.

We appreciate your continued support and trust as we pursue initiatives that serve both shareholder interests and the broader healthcare needs of the country.

Sincerely,  
Company Secretary  
Citi Pharma Limited