



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 27, 2025, Monday, at 12:30 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 June 26, 2025.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2025 together with Directors' and Auditors' Report thereon.
3. To appoint statutory auditors of the Company for the year ending on June 30, 2026 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. 3.5 per share i.e. 35% for the year ended June 30, 2025, as recommended by the Board of Directors.
5. To elect seven (07) Directors of the Company as fixed by the Board of Directors, for a term of three years commencing from October 27, 2025 in accordance with the provisions of the Companies Act, 2017 in place of retiring Directors namely:
 1. Mr. Nadeem Amjad
 2. Mr. Rizwan Ahmad
 3. Mr. Zamir Ul Hassan Shah
 4. Mr. Muhammad Naeem
 5. Mr. Abdul Jaleel Sheikh
 6. Mrs. Saima Shafi Rana
 7. Mrs. Saira Aslam

Statement under section 166(3) pertaining to Election of Directors being circulated to the members along with notice of the meeting.

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

By the Order of the Board

Ghulam Dastgeer
Company Secretary
October 6, 2025



588 - Q, Johar Town, Lahore - Pakistan



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



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www.citipharma.com.pk



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Notes

1. Closure of Share Transfer Books

The Share Transfer books of the Company will remain closed from October 21, 2025 to October 27, 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 October 20, 2025 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 25, 2025 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 25, 2025, 11:00 a.m. by sending an email with subject: "Registration for CPHL AGM" at the given email address 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.



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been placed on the website of the Company which can be downloaded from the following link and / or QR code:

Weblink	QR Code
http://www.citipharma.com.pk	

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 they 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

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.

11. Election of Directors:

A. Any person who seeks to contest the election for the office of Director shall, whether he is a retiring director or otherwise, file following documents/ information with the Company at its Registered Office, no later than fourteen (14) days before the date of meeting:

- a. Notice of his/her intention to offer himself/herself for election of Directors in terms of Section 159(3) of the Companies Act, 2017.
- b. Consent to act as Director under section 167 of the Companies Act, 2017 on "Appendix to Form-9" as prescribed in the Companies Regulations, 2024, along with copy of attested copy of CNIC, NTN or Passport.
- c. A detailed profile of the Candidate including his/her office address for placement onto the Company's website as required under SECP's SRO 1196(I)/ 2019 dated October 03, 2019.
- d. A declaration in respect of being:
 - i. Compliant with all the applicable laws and regulations including without limiting the requirements of the Code of Corporate Governance Regulations and eligibility criteria as set out in Section 155 & Section 156 of the Act, to act as director of a Public Listed Company.
 - ii. That he/she is not ineligible to become Director of a listed company under Section 153 & 177 of the Act or any other applicable law.





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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%
- 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 Monday, October 20, 2025; 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 Monday, October 20, 2025.

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, 2025, 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, 2025 along with Auditors and Directors Report thereon, the Chairperson's Review and notice of AGM etc. have



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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 the meeting.

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.



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e. Copy of valid CNIC (in case of Pakistani national)/ Passport (in case of foreign national), and NTC and Folio Number/CDC Investors Account No. /CDC Sub-Account No (applicable for person filing consent for the first time).

B. Independent Directors shall be elected through a process of Election of Directors required under section 159 of the Companies Act, 2017. Independent Director(s) shall meet the criteria laid down in Section 166 of the Companies Act, 2017 as well as the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

12. E-Voting/ Postal Ballot:

In accordance with the Companies (Postal Ballot) Regulations, 2018, for the purpose of Election of Directors and for any other agenda item subject to the requirements of Section 143 to 145 of the Companies Act, 2017, shareholders will be allowed to exercise their right of vote through postal ballot i.e., by post or e-voting, in the manner and subject to conditions contained in aforesaid Regulations.

M/s Aslam Malik & Co Chartered Accountants has been appointed as “Scrutinizer” in terms of Companies (Postal Ballot) Regulations 2018, for the purpose of voting at the meeting. The firm is also the statutory auditors of the Company and meets the QCR rating from ICAP. The Scrutinizer has the necessary knowledge and experience to independently scrutinize the voting process. Furthermore, M/s CDC Share Registrar Services Limited, have been appointed as “e-voting service provider” as per requirement of the Regulations.

13. Consent for Video-Link Facility

Members may participate in the meeting via video-link facility. if the Company receives a demand from members holding an aggregate 10% or more shareholding residing at a geographical location outside Karachi, to participate in the meeting through video-link at least 7 days prior to the date of meeting, the Company will arrange video-link facility in that city.

In this regard, members who wish to participate through video-link facility, should send a duly signed request as per the following format to the Registered Address of the Company.

I/We, _____ of _____
being a member of Citi Pharma Limited, holder of ordinary share(s) as per Registered Folio/CDC
Account No. hereby opt for video-link facility at

Signature of Member



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