

THE SEARLE COMPANY LIMITED  
One IBL Centre, 2nd Floor,  
Plot # 1. Block 7 & 8, D.M.C.H.S.,  
Tipu Sultan Road. Off Shahra-e-Faisal,  
Karachi Postal Code-75350  
UAN: (021) 111 SEARLE (732753)  
Tel: (92-21) 371 70 200, 370 70 201  
Fax: (92-21) 371 70 224, 371 70 225

**Dated:** October 29, 2025

**The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi - 74000**

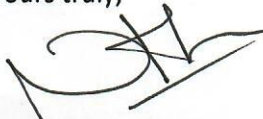
**SEARLE**

Dear Sir,

**CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE 60<sup>TH</sup> ANNUAL GENERAL MEETING OF THE SEARLE COMPANY LIMITED (THE "COMPANY")**

In compliance with clause 5.6.9(b) of Pakistan Stock Exchange Limited (PSX) Regulations, please find enclosed the certified copy of the resolutions passed by the members at the 60<sup>th</sup> Annual General Meeting of the Company held on October 28, 2025, at 04:00 p.m. at Avari Towers, Karachi, including through video link. These resolutions have been passed, adopted and have become effective.

Yours truly,



Mudassir Habib Khan  
Company Secretary

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**Encl:** as above

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**RESOLUTIONS PASSED AT 60<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE SEARLE COMPANY LIMITED (THE "COMPANY") HELD ON TUESSDAY, OCTOBER 28, 2025, AT 04:00 P.M. AT AVARI TOWERS, KARACHI INCLUDING THROUGH VIDEO LINK**

**ORDINARY BUSINESS:**

**SEARLE**

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2025, together with the Directors' and Auditor's Reports thereon.

**"RESOLVED THAT** the annual audited financial statements of The Searle Company Limited (unconsolidated and consolidated) for the year ended June 30, 2025, together with the Directors' and Auditor's Reports thereon be and are hereby approved."

2. To appoint auditors of the Company for the year ending June 30, 2026, till the conclusion of the next AGM and fix their remuneration.

**"RESOLVED THAT** M/s. A.F. Ferguson & Co., Chartered Accountants, be and is hereby appointed as statutory auditors of the Company, for the financial year ending June 30, 2026, till the conclusion of next Annual General Meeting, at a remuneration to be fixed by the Directors."

**SPECIAL BUSINESS:**

3. To approve the issue of bonus shares in the ratio of 15 shares for every 100 shares held i.e 15% as recommended by the board of directors and, if thought appropriate, to pass with or without modification(s) the following resolutions as ordinary resolution:

**"RESOLVED THAT** a sum of PKR 767,241,630/- out of the un-appropriated profits of the Company be capitalized and applied towards the issue of 76,724,163 ordinary shares of PKR 10/- each and that the said shares be allotted as fully paid bonus shares to the members who are registered in the books of the Company as at the close of business on October 10, 2025, in the proportion of 15 shares for every 100 ordinary shares held and that such new shares shall rank pari passu with the existing ordinary shares.

**FURTHER RESOLVED THAT** in the event of any member becoming entitled to a fraction of a share, the Directors be and are hereby authorized to consolidate all such fractions and sell the shares so constituted on the Stock Market and to pay the proceeds of the sale when realized to a recognized charitable institution as may be selected by the Directors of the Company.

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**FURTHER RESOLVED THAT** the Company Secretary be and is hereby authorized to take all necessary actions on behalf of the Company for allotment and distribution of the said bonus shares as he thinks fit."

4. To approve the remuneration of Executive Director(s) including the Chief Executive Officer and, if thought appropriate, to pass with or without modification(s) the following resolutions as ordinary resolution:

**SEARLE**

**"RESOLVED THAT** the Chief Executive Officer and one full-time working director will be paid an amount not exceeding PKR 100 million approximately which includes allowances and other benefits as per terms of their employment for the year ending June 30, 2026 be and is hereby approved. Further, the Chief Executive Officer and Executive Director are entitled for free use of Company maintained transport for official and private purposes as approved by the Board."

5. To consider and if deemed fit, ratify and approve (as the case may be), the following resolutions, as special resolutions, with respect to related party transactions / arrangements conducted, in terms of Section 207 and / or 208 of the Companies Act, 2017 (to the extent applicable), with or without modification:

**"RESOLVED THAT** the transactions carried out by the Company with different Related Parties, during the year ended June 30, 2025, as disclosed in note 45 of the unconsolidated financial statements of the Company for the said period and specified in the Statement of Material Information under Section 134(3), be and are hereby ratified and confirmed.

**FURTHER RESOLVED THAT** the Company be and is hereby authorized to enter into arrangements or carry out transactions from time to time including, but not limited to, for the purchase and sale of goods and material including chemicals or availing or rendering of services or share subscription, with different related parties to the extent deemed fit and /or approved by the Board of Directors, during the financial year ending June 30, 2026. The members have noted that for the aforesaid arrangements and transactions some or a majority of the Directors may be interested. Notwithstanding the same, the members hereby grant an advance authorization and approval to the Board Audit Committee and the Board of Directors of the Company, including under Section 207 and/ or 208 of the Companies Act, 2017 (to the extent applicable) to review and approve all related party transactions as per the quantum approved by the Board of Directors from time to time.

**FURTHER RESOLVED THAT** the related party transactions, for the period ending June 30, 2026, shall be deemed to have been approved by the members, and shall

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subsequently be placed before the members in the next Annual General Meeting for ratification and confirmation."

**CERTIFIED TRUE COPY**

**SEARLE** &



Mudassir Habib Khan  
Company Secretary