

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017.

This statement sets out the material facts pertaining to the special business to be transacted in the Annual General Meeting of the Company to be held on 30th April, 2026.

Item 5 of the Agenda: Approval & Authorization of related party transactions

To consider and if deemed fit, ratify and approve (as the case may be), the following resolution, 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:

Purpose:

In order to obtain the requisite permissions and approvals under Section 207 and / or 208 of the Companies Act 2017 and to apprise the members of the Company with the related parties' transactions being carried out and to ensure compliance with the applicable law. The transactions for the Year 2025 have been specified under Note 49 of the financial statements, have been provided hereunder:

Name of related party	Relationship	Nature of transactions	2025 Rupees	2024 Rupees
Curexa Health (Private) Limited	Subsidiary (100% owned subsidiary)	Sales during the year	526,613,328	-
		Purchases	231,742,630	94,816,547
		Royalty Income	4,485,679	-
		Sale of fixed assets	38,321,201	11,574,291
		Payments during the year	-	83,785,049
		Receipts during the year	220,856,989	6,872,574
		Payments made on behalf	25,557,928	7,189,855
		Loan repayment received	-	10,000,000
		Interest on loan to subsidiary	7,592,011	305,142
		Receivable adjusted against loan	150,777,712	-
		Equity investment	125,000,000	-
Loan to subsidiary	425,000,000	-		
Route 2 health (Private) Limited	Associate (Common directorship and shareholder of 0.45%(2024:0.45%))	Sales during the year - net	115,296,184	-
		Purchases-net	-	44,894,204
		Royalty Income	6,354,522	-
		Sale of fixed assets	152,271	-
		Payments during the year	-	42,741,032
		Receipts during the year	127,073,970	-
		Purchase return	7,424,165	-
		Dividend declared	9,523,160	20,439,870
		Dividend paid	9,523,160	20,439,870
Pharmatec Investments Limited	Associate common control and (Shareholder of 8.34% (2024:8.34%))	Dividend declared	176,649,680	132,487,260
		Dividend paid	176,649,680	243,787,108

Name of related party	Relationship	Nature of transactions	2025 Rupees	2024 Rupees
	Staff retirement funds and welfare trust	Contribution to retirement benefit plans	88,374,163	80,799,212
		Dividend paid to retirement benefit plans	8,542,000	6,406,500
		Contribution to staff welfare trust	3,689,049	3,775,483
		Dividend paid to retirement benefit plans	7,860,680	7,743,690
Curexa Health (Private) Limited	Subsidiary (100% owned subsidiary)	Trade receivables	101,544,385	-
		Other receivables	29,675,707	11,574,291
		Accrued Income	1,182,903	-
		Trade and other payables	128,997,228	7,361,340
Route 2 health (Private) Limited	Associate (Common directorship and shareholder of 0.45% (2024:0.45%))	Trade and other payables	-	2,153,172

Related party transactions with Route 2 Health (Pvt) Limited and Curexa Health (Pvt) Limited (wholly owned subsidiary) were carried out in the ordinary course of business.

All related party transactions were presented before the Board of Directors for their review and consideration as recommended by the Audit Committee Accordingly, these transactions are being placed before the members of the Company for their approval.

The following resolution is proposed to be passed as Special Resolution with or without any modification:

“Resolved that, the related party transactions carried out by the Company during the financial year ended 31st December, 2025 and as disclosed in Financial Statements for the Year ended 31st December, 2025 be and are hereby ratified and approved”

Further Resolved that, the Board of Directors of the Company be and is hereby authorize to undertake the transactions to be conducted with the Related Parties during the financial year ending on 31st December, 2026 and to take all necessary steps including but not limited to signing/executing any purchase order/document on behalf of the Company as may be required and to authorize any other officer of the Company to do so in order to implement this resolution.

Resolved further, that these transactions shall be placed before the shareholders in the next annual general meeting for their ratification/approval.”

Interest of directors

The Directors of the Company have no interest, directly or indirectly, in this Special Business and/or Special Resolution except in their capacities as directors / Chief Executive Officer/ Shareholders.