



## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting ('EOGM') of the shareholders of Ferozsons Laboratories Limited (the "Company") will be held on Friday, July 03, 2026 at 11:45 a.m., at Hotel Blue Lagoon, Masood Akhter Kiani Road, Rawalpindi, as well as through a video link facility to transact the following business:

### **Ordinary Business:**

1. To confirm the minutes of the 69<sup>th</sup> Annual General Meeting held on October 25, 2025.
2. To elect seven (7) Directors as fixed by the Board of Directors in accordance with the provisions of Section 159 (1) of the Companies Act, 2017, for a term of three (3) years commencing from July 07, 2026.

Mrs. Akhter Khalid Waheed Chairperson of the Board, sadly passed away on June 1, 2026. Accordingly, the following six remaining retiring directors are eligible for re-election:

1. Mr. Osman Khalid Waheed
2. Mrs. Amna Piracha Khan
3. Mrs. Munize Azhar Peracha
4. Mr. Shahid Anwar
5. Mr. Arshad Saeed Husain
6. Mr. Suleman Ghani

### **Other Business:**

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

The Statement of Material Facts under Section 166(3) of the Companies Act, 2017 is annexed to the notice.

By order of the Board

Rawalpindi  
June 12, 2026

  
**Syed Ghausuddin Saif**  
Company Secretary

### **NOTES:**

#### **1. BOOK CLOSURE:**

The Share Transfer Books of the Company will remain closed from June 27, 2026 to July 03, 2026 (both days inclusive). Transfers received at the office of the Company's Share Registrar, M/s CorpTec Associates (Pvt.) Limited, 503-E, Johar Town, Lahore, by the close of business on June 26, 2026 will be considered in time for attendance of the EOGM and as applicable.

## **2. ELECTION OF DIRECTORS:**

Any member who seeks to contest an election to the office of Director shall file the following documents with the Company Secretary at the registered office of the Company, not later than fourteen days before the date of the EOGM:

- a. Notice of his/her intention to contest for the election to the office of Director under Section 159(3) of the Companies Act, 2017;
- b. Consent to act as director (Appendix to Form-9) in accordance with Section 167 of the Companies Act, 2017;
- c. Detailed profile, along with office address for placement onto the company's website, in accordance with S.R.O 1196(1) 2019 dated October 3, 2019;
- d. Attested copy of CNIC, NTN or Passport;
- e. Signed Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility/qualification criteria, as set out in Regulation 101 of the Companies Regulations, 2024 and Section 153 of the Companies Act, 2017 to act as director of a listed company;
- f. Independent director(s) will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down in section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director and
  - Signed declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
  - Signed undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulation, 2018.

## **3. PARTICIPATION OF SHAREHOLDERS THROUGH ONLINE FACILITY:**

Shareholders interested in attending the meeting through electronic means are requested to register their Name, Folio Number, Cell Number, and Number of Shares held in their name with the subject "**Registration for Ferozsons Laboratories Limited EOGM - 2026**" along with a valid copy of both sides of the Computerized National Identity Card (CNIC) at [cs@ferozsons-labs.com](mailto:cs@ferozsons-labs.com).

The video link and login credentials will be shared with only those members/designated proxies whose emails, containing all the required particulars, are received at least 48 hours before the time of EOGM.

## **4. APPOINTMENT OF PROXIES:**

A member entitled to attend and vote at the EOGM may appoint another member, as a proxy, to attend, speak and vote on his/her behalf. The instrument of proxy and the power of attorney or any other authority must be deposited at the Registered office of the Company, duly signed, not later than 48 hours before the time of EOGM. An attested copy of the shareholder's CNIC must be attached to the Proxy Form. The Proxy form is annexed.

## **5. CHANGE / UPDATE OF SHAREHOLDERS' PARTICULARS:**

Shareholders holding physical shares are requested to promptly notify the Company's share registrar of any changes to their addresses or other particulars. CDC account holders are requested to update their particulars with their respective participants.

## **6. CONVERSION OF PHYSICAL SHARES INTO BOOK ENTRY FORM**

Pursuant to section 72 of the Companies Act, 2017, listed companies are required to replace the physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the date of promulgation of the Act.

The Shareholders who hold physical shares are encouraged to open a CDC sub-account with any of the brokers or an Investor Account directly with CDC to place their physical shares into scrip-less form.

## **7. CDC ACCOUNT HOLDERS:**

CDC Account Holders will have to follow the under-mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

### **A. For attending the EOGM:**

- (i) In case of individuals, the account holder or sub-account holder whose securities 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 EOGM.
- (ii) In case of a corporate entity, the Board of Directors' resolution/power of attorney with the specimen signature of the nominee shall be sent to the Company before the EOGM.

### **B. For appointing proxies:**

- (i) In the case of individuals, the account holder or sub-account holder whose registration details are uploaded as per CDC regulations shall submit the proxy form as per the above requirement.
- (ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers 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 EOGM.
- (v) In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature along with proxy form shall be submitted (unless it has not been provided earlier) at least 48 hours before the time of the EOGM.

## **8. Postal Ballot / E-VOTING:**

In accordance with the Companies (Postal Ballot) Regulations, 2018 and notified amendments, members will be allowed to exercise the right to vote through electronic voting facility and postal ballot for election of directors, if the number of people who offer themselves to be elected is more than the number directors fixed under Section 159 of the Act, voting shall be conducted in the manner and as per the procedures contained in the Regulations.

## **9. CONSENT FOR VIDEO CONFERENCING FACILITY:**

Pursuant to section 132 and 134 of the companies act, 2017 and SECP's circular no. 10 of 2014 dated May 21, 2014, if the company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location to participate in the meeting through video conference at least 10 days before the date of extraordinary general meeting, the company will arrange video conference facility in that city, subject to the availability of such facility in that city. to avail this facility, please submit such a request to the company secretary.

## **10. Appointment of Scrutinizer**

In accordance with Regulation 11 of the Companies (Postal Ballot) Regulation, 2018 (the Regulation), the Board of the Company will also appoint a rated audited firm to act as the scrutinizer of the Company (as per requirement) for the election of Directors in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulation. The name will be communicated after finalization.

## **11. Intimation of No Gift Distribution**

The SECP, vide Circular No. 2 of 2018 dated February 9, 2018 and S.R.O. 452(I)/2025 dated March 17, 2025, has strictly prohibited companies from offering or distributing gifts, incentives, or similar benefits (including but not limited to tokens, coupons, meals, or takeaway packages) to members at or in connection with general meetings. In accordance with section 185 of the Companies Act, 2017, any non-compliance with these directives constitutes a punishable offence, and companies found in violation may be subject to enforcement actions and penalties. Members are hereby informed that no gifts will be distributed at the meeting.

## **STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017**

This Statement sets out the material facts concerning the election of directors to be carried out at the EOGM.

Section 166(3) of the Companies Act, 2017 (the Act) requires that a statement of material facts be annexed to the notice of the general meeting called for the election of directors, which shall indicate the justification for choosing independent directors.

The Company is required to have at least (2) independent directors on the Board under the Listed Companies (Code of Corporate Governance) Regulations, 2019. The independent directors shall also be elected through the process of election of directors in terms of section 159 of the Companies Act, 2017.

Accordingly, it will be ensured that the independent directors to be elected must meet the criteria set out for independence laid down under section 166 of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and his/her name is included in the data bank of independent directors maintained by the Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP. Further, their selection will be made due to their respective competencies, skills, knowledge and experience.

The present Directors of the Company have no interest in the above-mentioned business except for being eligible for re-election as a director of the Company.