

THE SEARLE COMPANY LIMITED**Notice of 53rd Annual General Meeting**

Notice is hereby given that the 53rd annual general meeting of the shareholders of The Searle Company Limited will be held on Thursday, November 22, 2018 at 04:00 p.m. at the Aquarius Hall, Beach Luxury Hotel, M.T Khan Road, Karachi-74000 to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of annual general meeting held on October 27, 2017.
2. To receive, consider and adopt the audited financial statements for the year ended June 30, 2018 together with the directors' and auditors' reports thereon.
3. To declare and approve final cash dividend for the financial year ended June 30, 2018, at the rate of Rs.5/- per share of Rs.10/- each, equivalent to 50%, as recommended by the board of directors.
4. To appoint auditors and fix their remuneration for the year ending June 30, 2019. The present auditors, M/s. A. F. Ferguson & Co., Chartered Accountants, retire and being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS**Ordinary Resolutions:**

5. To approve the issue of bonus shares in the ratio of fifteen shares for every hundred 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 Rs.277,076,400/- out of the un-appropriated profits of the Company be capitalized and applied towards the issue of 27,707,640 ordinary shares of Rs.10/- each and 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 November 15, 2018, in the proportion of fifteen shares for every hundred ordinary shares held and that such new shares shall rank pari passu with the existing ordinary shares but shall not be eligible for the final cash dividend declared for the year ended June 30, 2018.

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.

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 think fit.”

6. 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:

“RESOLVED that the Chief Executive Officer and one full-time working director will be paid an amount not exceeding PKR 95 million which includes allowances and other benefits as per terms of their employment for the year ending June 30, 2019 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.”

Special Resolutions:

7. To ratify and approve transactions conducted with related parties for the year ended June 30, 2018 by passing the following special resolution with or without modification:

“RESOLVED that the transactions carried out with related parties as disclosed in the note 39 of the unconsolidated financial statements for the year ended June 30, 2018 and specified in the statement of material information under section 134(3) of the Companies Act, 2017 be and are hereby ratified, approved and confirmed.”

8. To authorize the Board of Directors of the Company to approve transactions with related parties for the financial year ending June 30, 2019 by passing the following special resolution with or without modification:

“RESOLVED that the Board of Directors of the Company be and is hereby authorized to approve the transactions to be carried out, in the normal course of business, with the related parties for the financial year ending June 30, 2019.

FURTHER RESOLVED that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval.”

OTHER BUSINESS

9. To transact any other ordinary business of the Company with the permission of the chair.

Statement of material facts covering the abovementioned special business, as required under section 134(3) of the Companies Act, 2017 is being sent to the members along with the notice of the meeting and is also available on our website.

By order of the Board

Zubair Palwala
Company Secretary

Karachi: November 1, 2018

NOTES:

A. Book closure

The share transfer books will remain closed from November 16, 2018 to November 22, 2018 (both days inclusive). Transfers in good order, received at the office of Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahr-e-Faisal, Karachi-74400 at the close of business on November 15, 2018 shall be treated in time for the purpose of attending the annual general meeting and entitlement of cash dividend and stock dividend, if approved by the members.

B. Participation in General Meeting

All members are entitled to attend, speak and vote at the annual general meeting. A member may appoint a proxy to attend, speak and vote on his/her behalf. The proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company's Registered Office: First Floor, NIC Building, Abbasi Shaheed Road, Karachi – 75530 not less than 48 hours before the meeting.

In pursuance of Circular No. 1. of 2000 of SECP dated January 26, 2000 the beneficial owners of the shares registered in the name of Central Depository Company (CDC) and/or their proxies are required to produce their Computerized National Identity Card (CNIC) or passport for identification purpose at the time of attending the meeting. The form of proxy must be submitted with the Company within the stipulated time, duly witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the form, along with attested copies of the CNIC or the passport of the beneficial owner and the proxy.

In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.

C. Payment of Cash Dividend electronically (mandatory requirement)

In accordance with the provisions of Section 242 of the Companies Act, 2017 and Companies (Distribution of Dividends) Regulation 2017, a listed company, is required to pay cash dividend to its shareholder **only** through electronic mode directly into the bank account designated by the entitled shareholder. In this regard, the Company has already sent letters and Electronic Credit Mandate Forms to the shareholders and various reminders requesting the shareholders to comply with the requirements of providing their International Bank Account Number (IBAN).

Those shareholders who have still not provided their IBAN are once again requested to fill in “Electronic Credit Mandate Form” as reproduced below and send it duly signed along with a copy of valid CNIC to their respective CDC participant / CDC Investor account services (in case of shareholding in Book Entry Form) or to the Company’s Share Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block ‘B’, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 (in case of shareholding in Physical Form).

Details of Shareholder	
Name of shareholder	
Folio / CDS Account No.	
CNIC No.	
Cell number of shareholder	
Landline number of shareholder, if any	
Email	
Details of Bank Account	
Title of Bank Account	
International Bank Account Number (IBAN) “Mandatory”	PK _____ (24 digits) (Kindly provide your accurate IBAN number after consulting with your respective bank branch since in case of any error or omission in given IBAN, the company will not be held responsible in any manner for any loss or delay in your cash dividend payment).
Bank’s name	
Branch name and address	
It is stated that the above-mentioned information is correct and in case of any change therein, I / we will immediately intimate Participant / Share Registrar accordingly.	
_____ Signature of shareholder	

In case of non-provision of IBAN, the Company will have to withhold the cash dividend according to SECP directives.

C. Withholding tax on Dividend

I) Pursuant to the provisions of the Finance Act 2018 effective July 1, 2018, the rate of deduction of income tax from dividend payments has been prescribed as follows:

- i. Rate of tax deduction for filers of income tax return – 15%
- ii. Rate of tax deduction for non-filers of income tax return – 20%

Shareholders whose names are not entered into the Active Tax-payers List (ATL) available on the website of FBR, despite the fact that they are filers, are advised to immediately make sure that their names are entered in ATL, otherwise tax on their cash dividend will be deducted @ 20% instead of 15%.

II) Withholding Tax exemption from the dividend income, shall only be allowed if copy of valid tax exemption certificate is made available to Company’s Share Registrar by the first day of book closure.

III) Further, according to clarification received from FBR, withholding tax will be determined separately on “Filer/Non-filer” status of principal shareholder as well as joint-holder(s) based on their shareholding proportions.

In this regard all shareholders who hold company’s shares jointly are requested to provide shareholding proportions or principal shareholder and joint-holder(s) in respect of shares held by them (if not already provided) to Company’s Share Registrar, in writing as follows:

Company Name	Folio/CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

The required information must reach Company’s Share Registrar within 10 days of this notice; otherwise it will be assumed that the shares are equally held by the principal shareholder and joint-holder(s).

IV) The corporate shareholders having CDC accounts are required to have their NTN updated with their respective participants, whereas corporate physical shareholders are requested to send a copy of their NTN certificate to the Company’s Share Registrar. The shareholders while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.

D. Request for Video conference facility

Members can also avail video conference facility at Lahore and Islamabad. In this regard, please fill the following form and submit to registered address of the company ten days before holding of the annual general meeting.

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 day prior to day of meeting, the company will arrange a video conference facility in the city subject to availability of such facility in that city.

I/We, _____ of _____ being a member of the Searle Company Limited, holder of _____ ordinary shares as per registered folio # _____ hereby opt for video conference facility at _____.

Signature of Member

The Company will intimate members regarding venue of video conference facility at least five days before the date of annual general meeting along with the complete information necessary to enable them to access the facility.

E. Change of Address

Members are requested to notify changes in their address, if any, immediately to the Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400.