



The Searle Company Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 50th annual general meeting of the shareholders of The Searle Company Limited will be held on Thursday, October 29, 2015 at 04:30 p.m. at the Institute of Chartered Accountants of Pakistan, Clifton, Karachi to transact the following business:

ORDINARY BUSINESS

- To confirm the minutes of annual general meeting held on October 24, 2014.
- To receive, consider and adopt the audited financial statements for the year ended June 30, 2015 together with the directors' and auditors' reports thereon.
- To consider and approve final cash dividend for the financial year ended June 30, 2015, at the rate of Rs.2/- per share of Rs.10/- each, equivalent to 20%, as recommended by the board of directors.
- To appoint auditors for the year ending June 30, 2016 and to fix their remuneration. The present auditors, Grant Thornton Anjum Rahman, Chartered Accountants being eligible, have offered themselves for re-appointment.

SPECIAL BUSINESS

- To approve the issue of bonus shares in the ratio of 20 shares for every 100 shares held i.e. 20% 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 171,681,490/- out of the un-appropriated profits of the Company be capitalized and applied towards the issue of 17,168,149 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 October 22, 2015, in the proportion of twenty shares for every hundred 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 authorised 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."

OTHER BUSINESS

- To transact any other ordinary business of the Company with the permission of the Chair.

By order of the Board

Zubair Palwala
Company Secretary

Karachi: October 8, 2015

Statement of material facts under section 160(1)(b) of the Companies Ordinance, 1984 regarding the Special Business

Item 5

The Directors of the Company are of the view that the Company's financial position justifies issuance of bonus shares in the ratio of twenty shares for every hundred shares held. The Directors are interested in the business to the extent of the entitlement of bonus shares as shareholders.

NOTES:

A. Right issue and Book closure:

- The Board of Directors of the Company in their meeting held on September 30, 2015 has declared 10% right shares (10 shares for every 100 shares held) at Rs.200 per share (including a premium of Rs.190 per share) to all the members whose names will appear on the Company's register of members at the close of business on October 22, 2015.
- The share transfer books will remain closed from October 23, 2015 to October 29, 2015 (both days inclusive) for entitlement of 20% final cash dividend and 20% bonus shares and 10% right issue. 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 Shahra-e-Faisal, Karachi-74400 by close of the business on October 22, 2015 will be treated in time for the purpose of attending the annual general meeting and entitlement of cash dividend, stock dividend and right share.
- All members/shareholders are entitled to attend, speak and vote at the annual general meeting. A member/shareholder 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.
- Members are requested to intimate any changes in address immediately to 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.

B. Submission of copy of CNIC (Mandatory):

In accordance with the notification of the Securities and Exchange Commission of Pakistan (SECP) SRO 779(1) 2011 dated August 18, 2011 dividend, warrants should bear Computerized National Identity Card (CNIC) number of the registered who have not yet submitted copy of their valid CNIC or National Tax Number (in case of corporate entities) are requested to submit the same to the Company's Share Registrar, Central Depository Company of Pakistan Limited, with members' Folio number(s)/Participant ID CDS Account number(s) mentioned thereon, before book closure date. It may kindly be noted that in case of non-receipt of the copy of valid CNIC, the Company would be constrained to withhold dispatch of dividend warrants.

C. Revision of withholding tax on dividend income under section 150 of Finance Act 2014:

It is further informed that pursuant to the provisions of Finance Act 2015, effective from July 1, 2015 a new criteria for withholding tax on dividend income has been introduced by Federal Board of Revenue (FBR), as "Filer" and "Non-Filer" shareholders and withholding tax @ 12.50% and 17.50% respectively.

Shareholders are therefore advised to check and ensure their Filer status from Active Tax Payer List (ATL) available at FBR website <http://www.fbr.com.gov.pk> as well as ensure that their CNIC/Passport number has been recorded by their Participant/Investor Account Services (in case shareholding is in book entry form) or by Company's Share Registrar, Central Depository Company of Pakistan Limited (in case of physical shareholding). Corporate bodies (non-Individual shareholders) should ensure that their names and NTN are available in ATL at FBR website and recorded by Participant/Investor Account Services or by Company's Share Registrar (in case of Physical shareholding).

D. Dividend Mandate (Optional):

Under Section 250 of the Companies Ordinance, 1984 a shareholder may, if so desires, direct the Company to pay dividend through his/her/its bank account. In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) vide circular number 18 of 2012 dated June 5, 2012, shareholders may authorize the Company for direct credit of his/her/its cash dividend in his/her/its bank account (please note that giving bank mandate for dividend payments is optional, in case shareholder do not wish to avail this facility his/her/its dividend will be paid through dividend warrant). If any shareholder wants to avail the facility of direct credit of dividend amount in his/her/its bank account, provide following information to the Company's Share Registrar, Central Depository Company of Pakistan Limited.

Bank Account Details of Shareholder	
Title of Bank Account	
Bank Account Number	
Bank's Name	
Branch name and address	
Cell number of shareholder	
Landline number of shareholder, if any	
It is stated that the above-mentioned information is correct and in case of any change therein, I/we will immediately intimate to the Company and the concerned registrar.	
Name, signature, folio # and CNIC number of shareholder	
Notes:	
(1) Those shareholders, who hold shares in book entry form in their CDS accounts, will provide the above dividend mandate information directly to their respective Participant/CDC Investor Account Services Department.	
(2) If dividend mandate information has already been provided, please ignore this request.	

E. Transmission of annual financial statements through email:

In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) vide SRO 787(1)/2014 dated September 8, 2014, those shareholders who desire to receive Annual Financial Statements in future through email, may fill the form attached to the annual report 2015 and send it back to the Company's share registrar along with a copy of CNIC.