SEARLE

THE SEARLE COMPANY LIMITED

Notice of Annual General Meeting

Notice is hereby given that an extraordinary general meeting of the shareholders of The Searle Company Limited will be held on Tuesday, February 16, 2016 at 05:00 p.m. at Building Centre, 2nd Floor, Plot # 1, Tipu Sultan Road, Off Shahrah-e-Faisal, Karachi to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of annual general meeting held on October 29, 2015.

SPECIAL BUSINESS

2. To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:

   RESOLVED that the approval of the members of the Company be and is hereby accorded in terms of section 208 of the Companies Ordinance, 1984 for investment up to Rs.1.2 billion in IBL HealthCare Limited, an associated company, by acquiring fully paid up ordinary shares of IBL HealthCare Limited, at market value, up to but not exceeding Rs.1.2 billion, on the terms and conditions disclosed to the members.

   FURTHER RESOLVED that Mr. Zubair Palwala, Secretary of the Company be and is hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions.

3. To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:

   RESOLVED that the approval of the members of the Company be and is hereby accorded in terms of section 208 of the Companies Ordinance, 1984 for acquisition of maximum of 1,000,000 shares of Nextar Pharma (Private) Limited (NPL), an associated company, constituting approximately 70% shareholding of the Company in NPL, at a price to be determined by the Chief Executive Officer of the Company.

   FURTHER RESOLVED that Mr. Rashid Abdulla – Director, Mr. S. Nadeem Ahmed - Chief Executive Officer and Mr. Zubair Palwala, Secretary of the Company be and are hereby authorized, singly, to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions.

OTHER BUSINESS

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

By order of the Board

Zubair Palwala

Karachi: January 22, 2016

Company Secretary

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

Item 2

i)	Name of the associated company along with criteria based on which the associated relationship is established	IBL HealthCare Limited 52% ownership plus significant influence and control due to common directorship.
ii)	Purpose, benefits and period of investment	Investment in subsidiary to reap the benefits in long term.
iii)	Maximum amount of investment	Rs.1.2 billion
iv)	Maximum price at which securities will be acquired	Market value of the shares on the Pakistan Stock Exchange on the date of transaction.
v)	Maximum number of securities to be acquired	9 million shares or such number of shares as are equivalent to Rs.1.2 billion at market value.
vi)	Number of securities and percentage thereof held before and after the proposed investment	20,186,691 shares (52%) – before investment. 28,865,856 shares (74%) after investment.
vii)	Average of the preceding twelve weekly average price of the security	Rs.125 per share.
viii)	Break-up value of securities on the basis of the latest audited financial statements	Rs.22.21
ix)	Earning per shares of associated company for last three years	2015: 5.54 2014: 4.98 2013: 4.37
x)	Sources of fund from which securities will be acquired	Company funds.
xi)	Where the securities are intended to be acquired using borrowed fund	No
	a) Justification for investment through borrowings	Not applicable
	b) Detail of guarantees and assets pledged for obtaining such funds	Not applicable
xii)	Salient features of the agreement(s), if any, entered into with associated company with regard to the proposed investment	None
xiii)	Direct or indirect interest of directors, sponsors, majority members and their relatives, if any, in the associated company or the transaction under consideration	The Directors have no interest directly or indirectly in the investment in IBL HealthCare Limited, except that they are shareholders/directors in the Company.

Item 3

i)	Name of the associated company along with criteria based on which the associated relationship is established	Nextar Pharma (Private) Limited 51% ownership plus significant influence and control due to common directorship.
ii)	Purpose, benefits and period of investment	Investment in subsidiary to reap the benefits in long term.
iii)	Maximum amount of investment	Rs.205 million approx.

iv)	Maximum price at which securities will be acquired	To be determined by the Chief Executive Officer of the Company.
v)	Maximum number of securities to be acquired	Up to 20% thereby accumulating total shareholding to 70%.
vi)	Number of securities and percentage thereof held before and after the proposed Investment	51% before investment. 70% after investment.
vii)	Average of the preceding twelve weekly average price of the security	Not applicable
viii)	Fair market value of securities determined in terms of regulation 6(1) of the Companies (Investment in Associated Companies or Associated undertakings) Regulations, 2012	Rs.117.49 as of June 30, 2015
ix)	Break-up value of securities on the basis of the latest audited financial statements	Rs.117.49 as of June 30, 2015
x)	Earning per shares of associated company for last three years	2015: -0.870 2014: -8.337 2013: 0.98
xi)	Sources of fund from which securities will be acquired	Company's funds
xii)	Where the securities are intended to be acquired using borrowed fund	No
	a) Justification for investment through borrowings	Not applicable
	b) Detail of guarantees and assets pledged for obtaining such funds	Not applicable
	c)	
xiii)	Salient features of the agreement(s), if any, entered into with associated company with regard to the proposed investment	None
xiv)	Direct or indirect interest of directors, sponsors, majority members and their relatives, if any, in the associated company or the transaction under consideration	The Directors have no interest directly or indirectly in the investment in Nextar Pharma (Private) Limited, except that they are shareholders/directors in the Company.

NOTES:

i) Share Transfer Books will be closed from February 10, 2016 to February 16, 2016 (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 Shahra-e-Faisal, Karachi-74400 by close of the business on February 9, 2016 will be treated in time for the purpose of attending the annual general meeting and entitlement of stock dividend, if approved by the shareholders.

ii) All members/shareholders are entitled to attend, speak and vote at the extraordinary 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.

iii) 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.