THE SEARLE COMPANY LIMITED
First Floor, N.I.C.L Building
Abbasi Shaheed Road,
P.O. Box 5696, Karachi-75530
Tel: 35674321 (8 lines)
Telegram: SEARIN Karachi
FAX: (92-21) 35687693, 35674593

Karachi-Plant
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Tel: 32578001 (7 lines)
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Lahore-Plant
32-Km Multan Road, Lahore
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Fax: (92-42) 35380040

Dated: January 25, 2016 **Ref:** C/PSE.RI/20160125-

Mr. Muhammad Ghufran
Deputy General Manager - Operations
Pakistan Stock Exchange Limited
(Formerly Karachi Stock Exchange Limited)
Stock Exchange Building
Stock Exchange Road
Karachi

Dear Sir,

SEARLE

No objection certificate for release of fund – 10% issuance of Right Shares

We are pleased to convey the following information in compliance with clause 7 & 8 of Annexure – II (Procedure to be complied with for Issue of Right Shares) of your letter # KSE-C-890-8033 dated 01-10-2015:

Particulars	**Shares**	**Value (PKR)**
Total shares offered to shareholders for subscription through Right Issue	8,584,074	1,716,814,800
Right Issue portion subscribed by shareholders Soneri Bank Limited	8,076,966	1,615,393,200
Unsubscribed portion of Right Issue	507,108	101,421,600

In exercise of power conferred under section 86(7) of the Companies Ordinance, 1984, the Board of Directors has allocated unsubscribed portion of Right Shares to the shareholders vide its resolution dated January 18, 2016 and proceeds have been received in this regard.

As required, copy of Auditors' confirmation certificate towards the receipt of aforesaid Right Subscription is enclosed herewith.

You are therefore, requested to kindly issue no objection certificate to Soneri Bank Limited (Banker to the issue) for release of subscription amount at your earliest.

We will submit certified copy of Return of Allotment (Form-3) under the Companies Ordinance, 1984, in due course of time.

Your early response would be highly appreciated.

Kind regards,

Yours truly

Zubair Palwala

Zubair Palwala
Director & Company Secretary

Grant Thornton
An instinct for growth™

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REPORT TO THE BOARD OF DIRECTORS ON FACTUAL FINDING UPON RIGHT ISSUE OF THE SEARLE COMPANY LIMITED IN CASH

We have performed the procedures agreed with you as statutory auditor and enumerated below with respect to the right issue in cash. Our engagement was undertaken in accordance with the International Standard on Related Services applicable to agreed-upon procedures engagements. The procedures were performed solely to assist you in fulfilling the requirement of CDC and onward submission of report to CDC and Pakistan Stock Exchange for obtaining "No Objection Certificate" in the name of banker to the issue for release of subscription amount received by the banker to the issue and are summarized as follows:

1. We examined the books of account to verify the face value of shares issued, subscribed and paid-up;

2. We obtained the bank statement maintained with Soneri Bank Limited (banker to the issue) bearing account number 2040014536 and verified the receipt of right issue proceeds from bank statement;

3. We obtained the resolution passed by board of directors to allocate the unsubscribed portion of right issue;

4. We verified the receipts of proceeds of shares allocated by the board of directors from bank statement maintained with banker to the issue relating to unsubscribed amount; and

5. We recalculated the expected paid-up capital after right issue.

We report our findings below:

(a) With respect to item 1, we found that the Company has issued, subscribed and paid-up shares having face value of Rs. 10 each.

(b) With respect to item 2, we found that banker to the issue has received Rs. 1,615,393,200 against 8,076,966 shares out of 8,584,074 shares required to be issued;

(c) With respect to item 3, we found that board of directors vide resolution dated January 18, 2016 have resolved to allocate the 1,107 unsubscribed shares to First UDL Modaraba, 2,268 unsubscribed shares to EFU general Insurance and 503,733 unsubscribed shares to International Brands Limited;

(d) With respect to item 4, we found that banker to the issue has received Rs. 221,400, Rs. 453,600 and 100,746,600 from First UDL Modaraba, EFU general Insurance and International Brands Limited respectively against shares allocated at the discretion of board of directors;

(e) With respect to item 5, we found that revised paid-up of the Company would be 111,592,968 ordinary shares of Rs. 10 per share, after right issue.

Because the above procedures do not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements, we do not express any assurance on such assignment. .

Had we performed additional procedures or had we performed an audit or review of the financial statements in accordance with International Standards on Auditing or International Standards on Review Engagements, other matters might have come to our attention that would have been reported to you.

Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties. This report relates only to the item specified above and does not extend to any financial statements of The Searle Company Limited, taken as a whole.

Grant Thornton Anjum Rahman

Date: January 29, 2016
Karachi

Gant Thornton Anjum Rahman
Chartered Accountants
Khaliq-ur-Rahman

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EXTRACT FROM THE MINUTES OF THE 149TH MEETING OF THE BOARD OF DIRECTORS HELD ON MONDAY, JANUARY 18, 2016 AT 12:00 NOON AT REGISTERED OFFICE, FIRST FLOOR, NIC BUILDING, ABBASI SHAHEED ROAD, KARACHI

SEARLE

Allocation of unsubscribed letter of Right

*It was **RESOLVED** "that the consent of the Board of Directors of the Company be and is hereby accorded to the Company to allocate unsubscribed right shares to the following members of the Company:*

Sr. #	Name		No. of shares	Amount
1	First UDL Modaraba		1,107	221,400
2	EFU General Insurance		2,268	453,600
3	International Brands Limited		503,733	100,746,600
		Total	507,108	101,421,600

***FURTHER RESOLVED** that Mr. Zubair Palwala, Director and 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 corporate and legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolution.*

***FURTHER RESOLVED** that any two Directors of the Company be and are hereby authorized to sign the new share certificates and to affix common seal of the Company thereon.*

CERTIFIED TRUE COPY

Zubair Palwala

Zubair Palwala
Director & Company Secretary