

THE SEARLE COMPANY LIMITED**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an extraordinary general meeting of the shareholders of The Searle Company Limited will be held on Wednesday, July 9, 2014 at 11:00 a.m. at the Institute of Chartered Accountants of Pakistan, Clifton, Karachi, to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the 48th annual general meeting held on October 24, 2013.
2. To elect nine (9) directors of the Company as fixed by the Board of Directors in their meeting held on April 22, 2014 in accordance with the Section 178(1) of the Companies Ordinance, 1984 for a period of three years.

The retiring Directors are Messrs Rashid Abdulla, Syed Nadeem Ahmed, Zubair Palwala, Munis Abdullah, Asad Abdulla, Ayaz Abdulla and Adnan Asdar Ali.

The retiring Directors are eligible for re-election.

OTHER BUSINESS:

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

By order of the Board
Zubair Palwala
Director & Company Secretary

Karachi: June 17, 2014

NOTES:

- i) Share Transfer Books of the Company will remain closed from 03-07-2014 to 09-07-2014 (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 July 2, 2014 will be treated in time for the purpose of attending the Extraordinary General Meeting.
- ii) Any member who seeks to contest the election of Directors of the Company shall file with the Company at its Registered Office: First Floor, NIC Building, Abbasi Shaheed Road, Karachi, not later than fourteen (14) days before the day of the above said Meeting his/her intention to offer himself/herself for election of Directors in terms of section 178(3) of the Companies Ordinance, 1984, together with:
 - a) Consent to act as director in Form – 28, duly completed, as required under section 184(1) of the Companies Ordinance, 1984;
 - b) Detailed profile along with office address for placement onto the Company's website seven days prior to the date of election in terms of SRO 25(1) 2012 of 16th January 2012; and
 - c) Declaration in respect of being compliant with the requirements of the Code of Corporate Governance 2012 and eligibility criteria as set out in the Companies Ordinance, 1984 to act as director of the listed companies.
- iii) All members/shareholders are entitled to attend, speak and vote at the extraordinary general. 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.
- iv) 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.
- v) The Individual Members who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) to the Company/Share Registrar, are once again reminded to send the same at the earliest directly 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. The Corporate Entities are requested to provide their National Tax Number (NTN). Please give Folio Number with the copy of CNIC/NTN details. Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 779(1) dated August 18, 2011 and SRO 831(1) 2012 dated July 5, 2012, which mandates that the dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members.