



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting ('EOGM') of the members of **Ferozsons Laboratories Limited** ("the Company") will be held on Monday, June 26, 2023 at 12:30 P.M., at Blue Lagoon, Masood Akhter Kiani Road, Rawalpindi to transact the following business:

Ordinary Business:

1. To confirm minutes of the 66th Annual General Meeting held on September 30, 2022.
2. To elect seven (7) Directors of the Company as fixed by the Board of Directors in accordance with the provisions of Section 159 of the Companies Act, 2017, for a term of three (3) years commencing from July 07, 2023. The following retiring Directors are eligible to offer themselves for re-election:

1. Mrs. Akhter Khalid Waheed	2. Mr. Osman Khalid Waheed
3. Mrs. Amna Piracha Khan	4. Mrs. Munize Azhar Peracha
5. Mr. Shahid Anwar	6. Mr. Arshad Saeed Husain
7. Mr. Suleman Ghani	
3. To transact any other ordinary business with the permission of the chair.

Special Business:

4. To consider and approve circulation of annual audited financial statements to members of the Company through QR enabled code and weblink as allowed by Securities and Exchange Commission of Pakistan vide S.R.O. 389(I)/2023 dated March 21, 2023. In this respect, following resolutions are proposed to be passed, with or without modification, as Special Resolutions:

Resolved that the Company is hereby authorized to circulate its Annual Reports including Annual Audited Financial Statements, to the members for future years commencing from financial year 2023, through QR enabled code and weblink as allowed by Securities and Exchange Commission of Pakistan vide S.R.O. 389(I)/2023 dated March 21, 2023.

Further resolved that the Company shall be considered compliant with the relevant requirements of Companies Act 2017 by circulating Annual Reports including Annual Audited Financial Statements through QR code and weblink.

Further resolved that the Chief Executive Officer together with Chief Financial Officer or with Company Secretary of the Company be and are hereby empowered and authorized to do all the acts, matters, deeds, and take all necessary actions as may be necessary for the purpose of implementing the aforesaid resolutions.

5. To consider and approve increase in Authorized Share Capital of the Company from Rs. 500,000,000 (Rupees Five Hundred Million Only) divided into 50,000,000 ordinary shares of Rs. 10 each to Rs. 5,000,000,000 (Rupees Five Billion Only) divided in to 500,000,000 ordinary shares of Rs. 10 each together with consequent alteration in the Memorandum and Articles of Association of the Company. In this respect, following resolutions are proposed to be passed, with or without modification, as Special Resolutions:

Resolved that the Authorized Share Capital of the Company be and is hereby increased from Rs. 500,000,000 (Rupees Five Hundred Million Only) divided into 50,000,000 ordinary shares of Rs. 10 each to Rs. 5,000,000,000 (Rupees Five Billion Only) divided in to 500,000,000 ordinary shares of Rs. 10 each by creation of 450,000,000 additional ordinary shares of Rs. 10 each.

Further resolved that the additional shares created shall rank pari passu in every respect with the existing ordinary shares of the Company.

Further resolved that existing clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company be and hereby substituted. Accordingly, these shall read as follows:

Clause V of the Memorandum of Association

The Authorized Capital of the Company is Rupees 5,000,000,000/- (Rupees Five Billion) divided into 500,000,000 (Five Hundred Million) ordinary shares of Rs.10/- (Rs. ten) each.

Article 4 of the Article of Association

The Authorized Capital of the Company is Rupees 5,000,000,000/- (Rupees Five Billion) divided into 500,000,000 (Five Hundred Million) ordinary shares of Rs.10/- (Rs. ten) each.

Further resolved that the Chief Executive Officer and Company Secretary of the Company be and are hereby singly empowered and authorized to do all the acts, matters, deeds, and take all necessary actions including filing of requisite documents and returns with the Registrar of Companies - Securities and Exchange Commission of Pakistan and comply with all other legal requirements as may be necessary for the purpose of implementing the aforesaid resolutions.

6. To consider and approve change in Article 128 of the Company's Articles of Association relating to capitalization of reserves. In this respect, following resolutions are proposed to be passed, with or without modification, as Special Resolutions:

Resolved that the members of the Company hereby approve that Board of Directors of the Company may resolve to capitalize any part of the amount being standing to credit of any of the Company's reserves available for distribution.

Further resolved that such amounts may be set free for distribution amongst the eligible members, who would have been entitled to receive if distributed by way of dividend, in the same proportions on condition that the same is not paid in cash but applied in or towards paying up in full unissued shares as bonus shares of the Company.

Further resolved that whenever such resolutions are passed by Board of Directors of the Company, Board of Directors is authorized to make such appropriations and applications of the undistributed profits resolved to be capitalized, including allotments and issue of fully paid shares, and generally shall do all acts and things required to give effects thereto.

Further resolve that in consequence of above-mentioned authorizations to Board of Directors, the Article 128 of the Articles of Association of the Company shall read as follows:

Article 128:

Any Board of Directors meeting may resolve that any moneys, investments, or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund or the Depreciation Fund or in the hands of the Company and available for dividend (or representing premia received on the issue of shares and standing to the credit of the share premium account) be capitalized and distributed amongst such of the share-holders as will be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such share-holders in paying in full either at par or at such premium as the resolution may provide, any unissued shares, debentures, or debenture-stock of the Company which shall be distributed accordingly or towards payment of the uncalled liability on any issued shares or debentures or debenture-stock, and that such distribution or payment shall be accepted by such share-holders in full satisfaction of their interest in the said capitalized sum.

Further resolved that the Chief Executive Officer and Company Secretary of the Company be and are hereby singly empowered and authorized to do all the acts, matters, deeds, and take all necessary actions including filing of requisite documents and returns with the Registrar of

Companies - Securities and Exchange Commission of Pakistan and comply with all other legal requirements as may be necessary for the purpose of implementing the aforesaid resolutions.

7. To consider and approve renewal of already extended short-term financing facility / security up to Rs. 500 million in favour of M/S BF Biosciences Limited (subsidiary Company) on need basis. In this respect, following resolutions are proposed to be passed, with or without modification, as Special Resolutions:

Resolved that the Company be and hereby authorized in terms of Section 199 and all other applicable provisions of Companies Act, 2017 to provide short term financing facility / security in favor of M/S BF Biosciences Limited ("BFBL"), a subsidiary company up to PKR 500,000,000 (Rupees Five Hundred Million Only), provided that the markup rate to be charged by the Company to BFBL on any outstanding amount of short term financing facility shall not be the less than the average rate charged by the bank(s) of the Company and as per terms and conditions disclosed to the members of the Company.

Further resolved that the Chief Executive Officer together with Chief Financial Officer or with Company Secretary of the Company be and are hereby empowered and authorized to do all the acts, matters, deeds, and take all necessary actions including signing and execution of agreements, completing legal formalities as may be necessary for the purpose of implementing the aforesaid resolutions.

Statements of material facts as required under Companies Act, 2017 and relevant disclosures as required under Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 are hereby annexed with the Extraordinary General Meeting notice.

By order of the Board

Rawalpindi
June 05, 2023

Syed Ghausuddin Saif
Company Secretary

NOTES:

1. Book closure:

The Share Transfer Books of the Company will be closed from June 20, 2023 to June 26, 2023 (both days inclusive). Transfers received at the office of the Company's Share Registrar at M/s CorpTec Associates (Pvt.) Limited, 503-E, Johar Town, Lahore, at the close of business on June 19, 2023 will be treated in time for the purpose of attendance of EOGM and as applicable.

2. Participation in the EOGM:

Members whose names are appearing in the Register of Members as of close of business on June 19, 2023, are entitled to attend and vote at the EOGM. A Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend, speak and vote for him/her. In case of individuals, a proxy must be a Member of the Company.

Copy of the Form of Proxy may be downloaded from the Company's website: <http://www.ferozsons-labs.com>.

Form of Proxy and the Power of Attorney or any other authority (if any) under which it is signed, or a notarial certified copy/CTC of such power or authority, must be valid and submitted through email on cs@ferozsons-labs.com not less than 48 hours before the time of holding EOGM.

Members are requested to submit a copy of their Computerized National Identity Card/Smart National Identity Card (CNIC/SNIC), if not already provided and immediately notify changes in the registered address to our Shares Registrar, CorpTec Associates (Pvt.) Ltd.

3. Guidelines for Central Depository Company of Pakistan Limited ('CDC') Account Holders:

a. For Attending the EOGM:

- (i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by sharing a copy of his/her CNIC/SNIC or passport through email (as mentioned in the notes) at least 48 hours before the time of holding EOGM.
- (ii) In case of corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature of the nominee shall be shared through email at cs@ferozsons-labs.com (unless it has been provided earlier) at least 48 hours before the time of holding EOGM.

b. For Appointing Proxies:

- (i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall share the Form of Proxy as per the above requirement.
- (ii) The Form of Proxy shall be witnessed by two persons whose names, addresses and CNIC/SNIC numbers shall be mentioned on the form.
- (iii) Copies of CNIC/SNIC or the passport of the beneficial owners and the proxy shall be furnished with the Form of Proxy through email (as mentioned in the notes).
- (iv) The proxy shall share a copy of his/her CNIC/SNIC or passport through email (as mentioned in the notes).
- (v) In case of a corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature shall be submitted (unless it has been provided earlier) along with Form of Proxy to the Company through email (as mentioned in the notes).

4. Video Conferencing Facility

In accordance with provisions of the Companies Act, 2017, members can also avail video conference facility.

If the Company receives consent from members holding in aggregate 10% or more shareholding, residing at a geographical location other than the city of the meeting, to participate in the meeting through video conference at least 14 days prior to the date of the Extraordinary General Meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. In this regard, a formal request must be submitted at registered addresses of the Company OR through e-mail at cs@ferozsons-labs.com.

5. Procedure for Election of Directors:

Any individual intending to contest an election for the position of director, whether they are a retiring director or not, must submit the following documents and information to the Company's registered office no later than fourteen days before the scheduled Extraordinary General Meeting (EOGM):

- a. Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017.
- b. Consent to act as director on Form 28 under Section 167 of the Companies Act, 2017 along with copy of attested copy of CNIC, NTN or Passport.
- c. Detailed profile for placement onto the Company's website as required under SECP's SRO 1196(1)2019 dated October 03, 2019.

- d. A declaration that:
 - i. He/she is not ineligible to become a director of a listed Company under Section 153 of the Companies Act, 2017, any applicable laws and regulations (including listing regulations as mentioned in Rule Book of Pakistan Stock Exchange);
 - ii. He/she is not serving as a director of more than seven listed companies including the Company; and
 - iii. He/she is aware of his/her duties, liabilities and powers under the relevant laws, Memorandum & Articles of Association of Company and listing regulations of stock exchange.
- e. Independent Directors shall be elected through a process of Election of Directors required under Section 159 of the Companies Act, 2017. Independent Directors shall meet the criteria laid down in Section 166 of the Companies Act, 2017 as well as the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the following additional documents required are to be submitted by the candidates intending to contest Election of Directors as an Independent Director:
 - i. Declaration by Independent Director under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019; and
 - ii. Undertaking on the appropriate denomination of non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
- f. A candidate must be a member of the Company except a person representing a member, which is not a natural person.

6. Postal Ballot / E-voting

In accordance with the Companies (Postal Ballot) Regulations, 2018, for the purpose of Election of Directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members holding in aggregate 10% or more shareholding as per law, will be allowed to exercise their right of vote through postal ballot i.e., by post or e-voting, in the manner and subject to conditions contained in aforesaid Regulations.

Agenda Item 2: Election of Directors

Section 166 of the Companies Act, 2017 requires to circulate a statement of Material Facts with the notice of the general meeting called for the purpose of election of directors, which shall indicate the justification for appointment of independent directors.

Being a listed company, Ferozsons Laboratories Limited is required to have two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations 2017. Accordingly, the Company shall ensure that two independents are elected in accordance with the procedures for election of directors laid down in Section 159 of the Companies Act, 2017.

After the contestants file their notices / intention to stand for elections, the Company shall assess the relevant qualification and experience along with ensuring that their names are duly included in data bank maintained by Pakistan Institute of Corporate Governance.

Furthermore, the Company shall also exercise its due diligence before selecting a person as Independent Director that the person meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.

Agenda Item 4: Circulation of Annual Reports, including Annual Audited Financial Statements through QR enabled code and weblink

The Securities and Exchange Commission of Pakistan through its Notification S.R.O. No. 389(I)2023 dated March 21, 2023, has allowed listed companies to circulate the Annual Reports, including Annual Audited Financial Statements to their members through QR enabled code and weblink instead of transmitting through CD/DVD/USB. The Company shall circulate the same through email address (in case it has been provided by the members to the company) and upon demand, supply hard copies to the members free of cost.

The approval of the shareholders has to be obtained in the general meeting to circulate the Annual Reports, including Annual Audited Financial Statements to their members through QR enabled code and weblink.

None of the Directors of the Company have any direct or indirect interest in this special business except in their capacity as Shareholders or Directors of the Company.

Agenda Item 5: Increase in Authorized Share Capital of the Company and consequent amendments in Memorandum & Articles of Association of the Company

In order to cater future share issuance needs, the Company seeks to increase its Authorized Share Capital from Rs. 500,000,000 (Rupees Five Hundred Million) divided into 50,000,000 shares of Rs. 10 each to Rs. 5,000,000,000 (Rupees Five Billion) divided into 500,000,000 shares of Rs. 10 each. The existing Authorized Share Capital of the Company is near to full utilization. To cater future needs (either as bonus, right or new share issuance), the increase in Authorized Share Capital is essential at this stage.

As a consequence of aforesaid increase, some of the clauses relating to Memorandum and Articles of Association need to be changed, of which details are as follows:

Clause V of the Memorandum of Association:

Existing:	The Authorized Capital of the Company is Rupees 500,000,000/- (Rupees Five Hundred Million) divided into 50,000,000 (Fifty Million) ordinary shares of Rs.10/- (Rs. ten) each.
Proposed:	The Authorized Capital of the Company is Rupees 5,000,000,000/- (Rupees Five Billion) divided into 500,000,000 (Five Hundred Million) ordinary shares of Rs.10/- (Rs. ten) each.

Article 4 of the Article of Association

Existing: The Authorized Capital of the Company is Rupees 500,000,000/- (Rupees Five Hundred Million) divided into 50,000,000 (Fifty Million) ordinary shares of Rs.10/- (Rs. ten) each.

Proposed: The Authorized Capital of the Company is Rupees 5,000,000,000/- (Rupees Five Billion) divided into 500,000,000 (Five Hundred Million) ordinary shares of Rs.10/- (Rs. ten) each.

None of the Directors of the Company have any direct or indirect interest in this special business except in their capacity as Shareholders or Directors of the Company.

Agenda Item 6: Capitalization of Reserves

The existing provisions of the Company's Articles require members' approval in a General Meeting for the capitalization of reserves.

It is proposed that the existing provision that necessitates members' approval in a general meeting for capitalizing reserves should be revised. Currently, obtaining approval from members for capitalizing reserves takes longer time. Since this is a non-cash distribution, it is proposed that the authority for capitalizing such reserves is delegated to Board of Directors.

To address this, it is proposed to amend Article 128 of the Company's Articles of Association. The suggested modification would authorize the Board of Directors to make decisions regarding the capitalization of reserves. The details of existing and proposed Article 128 of the Articles of Association of the Company are as follows:

Existing: Any general meeting may resolve that any moneys, investments, or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund or the Depreciation Fund or in the hands of the Company and available for dividend (or representing premia received on the issue of shares and standing to the credit of the share premium account) be capitalized and distributed amongst such of the share-holders as will be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such share-holders in paying in full either at par or at such premium as the resolution may provide, any unissued shares, debentures, or debenture-stock of the Company which shall be distributed accordingly or towards payment of the uncalled liability on any issued shares or debentures or debenture-stock, and that such distribution or payment shall be accepted by such share-holders in full satisfaction of their interest in the said capitalized sum.

Revised: Any Board of Directors meeting may resolve that any moneys, investments, or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund or the Depreciation Fund or in the hands of the Company and available for dividend (or representing premia received on the issue of shares and standing to the credit of the share premium account) be capitalized and distributed amongst such of the share-holders as will be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such share-holders in paying in full either at par or at such premium as the resolution may provide, any unissued shares, debentures, or debenture-stock of the Company which shall be distributed accordingly or towards payment of the uncalled liability on any issued shares or debentures or debenture-stock, and that such distribution or payment shall be accepted by such share-holders in full satisfaction of their interest in the said capitalized sum.

None of the Directors of the Company have any direct or indirect interest in this special business except in their capacity as Shareholders or Directors of the Company.

Agenda Item 7: Renewal of Already Extended Short-Term Financing Facility / Security in favour of M/S BF Biosciences Limited

BF Biosciences Limited ("BFBL") is an eighty percent owned subsidiary of Ferozsons Laboratories Limited ("the Company"), and is a joint venture between M/S Ferozsons Laboratories Limited and the M/S Grupo Empresarial Bago S.A.

BFBL is currently in expansion phase and in order to meet the challenges posed by increase in Rupee Dollar Parity along with working capital needs, BFBL has requested the Company to renew the already extended short-term financing facility. The facility is set to expire by Sep 30, 2023.

The Board of Directors in their meeting held on May 30, 2023 has recommended the same for approval of shareholders in the Extraordinary General Meeting.

None of the Directors of the Company have any direct or indirect interest in this special business except in their capacity as Shareholders or Directors of the Company.

**Information Under Regulation 3 of
"The Companies (Investment in Associated Companies or
Associated Undertakings) Regulations, 2017"**

INVESTMENT BY WAY OF SHORT-TERM FINANCING FACILITY / SECURITY (AGENDA ITEM NO. 7)

Sec. 3 (a) - Disclosure for all types of investments		
(A) – Disclosures regarding associated company		
(i)	Name of associated company or associated undertaking	BF Biosciences Limited
(ii)	Basis of relationship	Subsidiary Company
(iii)	Earnings per share for the last three years	FY 2022: Rs. 16.16 / share FY 2021: Rs. 32.00 / share FY 2020: Rs. 2.48 / share
(iv)	Break-up value per share, based on latest audited accounts	Rs. 96.06/ share as at 30 June 2022
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	As at 30 June 2022: Non-Current Assets: Rs. 2,139,856,510 Current Assets: Rs. 2,295,214,875 Non-Cur. Liabilities: Rs. 1,894,954,228 Current Liabilities: Rs. 714,964,438 Equity: Rs. 1,825,152,718 Revenue: Rs. 1,520,702,614 Gross Profit: Rs. 457,773,078 Operating Profit: Rs. 414,378,802 Profit After Tax: Rs. 306,977,758
(vi) In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely		
(I)	description of the project and its history since conceptualization;	Not Applicable
(II)	starting date and expected date of completion of work;	Not Applicable
(III)	time by which such project shall become commercially operational;	Not Applicable
(IV)	expected time by which the project shall start paying return on investment;	Not Applicable
(V)	funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts;	Not Applicable
(B) – General disclosures		
(i)	Maximum amount of investment to be made	PKR 500,000,000 (Five Hundred Million Only)
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	This will enable the Company to lend BFBL at rates higher than its average borrowing costs on BFBL's need basis. As the BFBL is 80% owned subsidiary, the benefits will eventually be accrued to the Company's shareholders.
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds	The Company shall use its internally generated funds as well as its un-utilized financing lines.
	i) justification for investment through borrowings	The rate charged by the Company to BFBL on outstanding balances shall be 0.5% over and above the average borrowing cost of the Company.

	ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds	The Company shall obtain an indemnity from BFBL to re-pay the amount. As the BFBL is a subsidiary company of FLL, FLL is confident that any financing arrangement will be repaid.
	iii) cost benefit analysis	The Company will charge 0.5% over and above the average borrowing cost to BFBL on outstanding balances.
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	As detailed above.
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	<p>The interest (either direct or indirect) in the associated company are as follows:</p> <ol style="list-style-type: none"> 1) M/S Ferozsons Laboratories Limited holds 15,199,996 shares (i.e., 80%). 2) Mrs. Akhter Khalid Waheed, Chairperson of the Company is serving on the Board of BFBL as Chief Executive Officer and holds 1 share. The member is interested only to the extent of being on the board of both companies. 3) Mr. Osman Khalid Waheed, Chief Executive Officer of the Company is serving on the Board of BFBL Limited as Director and holds 1 share. The member is interested only to the extent of being on the board of both companies. 4) Mrs. Munize Azhar Peracha, Director of the Company is also serving on the Board of BFBL as Director and holds 1 share. The member is interested only to the extent of being on the board of both companies.
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs;	The Company subscribed shares of BFBL at Rs. 10 per share. Since inception, BFBL has been proved valuation investment. The current breakup value of BFBL is Rs. 96.06 / share. In addition to equity investment, the Company also lent loan of Rs. 425 million in year 2010 which has been successfully repaid as per repayment schedule. Being an un-listed entity, the market value of BFBL cannot be ascertained easily, however, if the value of BFBL is estimated through Discounted Cash Flow Model, its value is significantly higher than its breakup value.
(vii)	Any other important details necessary for the members to understand the transaction	There are no other significant details.
Additional disclosure regarding loans, advances and guarantees		
(i)	Category-wise amount of investment	The limit of short-term financing facility / security to BFBL is PKR 500 million.
(ii)	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for	The current average borrowing cost of Company is One/Three Month KIBOR plus 0.10% to 1% spread.

	the relevant period, rate of return for Shariah compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period	
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company	The Company will charge 0.5% higher rate than its average borrowing cost on outstanding balances of BFBL.
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment	The Company shall obtain an indemnity from BFBL to re-pay the amount. As BFBL is a subsidiary company of FLL, FLL is confident that any financing arrangement will be repaid.
(v)	If the investment carries conversion feature i.e., it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable	Not Applicable
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Facility granted for a period of one year, renewable for further periods of one year each. The other terms are mentioned above.

Statement under Rule 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017

Name of Investee Company	BF Biosciences Limited
Total Investment Approved:	1. Cross corporate guarantees up to Rs. 3.5 Billion in favor of financial institutions/lenders of Investee company for a tenor of 10 years along with provision of security to the lenders of investee company up to Rs 2.5 Billion for a tenor of 5 years were approved by the members in EOGM held on February 12, 2021. 2. Short term financing facility / security up to Rs. 500 million for a tenor of twelve months.
Amount of investment made to date:	Bank guarantees amounting to Rs. 2.925 Billion and Security in the form of charge over fixed assets amounting to Rs 0.457 Billion have been issued against this approval to date. Furthermore, none of the amounts under short-term financing facility / security is outstanding as of today.
Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time:	Not applicable
Metrical change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment:	As per latest available audited financial statements for the year ended June 30, 2022 the basic earnings per share is Rs. 16.16 and breakup value per share is Rs.96.06.