

## **E-VOTING AND POSTAL BALLOT:**

The procedure for E-Voting and Voting through Postal Ballot on Special Business Agendas of the Extraordinary General Meeting to be held on June 26, 2023 at Blue Lagoon, Masood Akhter Kiani Road, Rawalpindi is as follows:

### **Procedure for E-voting:**

- i. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of June 19, 2023.
- ii. The web address and login details will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of M/S Corptec (Private) Limited (being e-voting service provider).
- iii. Identity of the members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- iv. E-Voting lines will start from 21 June 2023, 09:00 A.M. and shall close on 24 June 2023 at 5:00 P.M. Members can cast their votes any time during this period. Once the vote on a resolution is casted by a Member, the same will not be allowed to change subsequently.

### **Procedure For Voting Through Postal Ballot:**

- i. Duly filled Postal Ballot paper should be sent to the Chairperson of Ferozsons Laboratories Limited at registered office address 197-A, The Mall, Rawalpindi or via e-mail at [chairperson@ferozsons-labs.com](mailto:chairperson@ferozsons-labs.com)
- ii. Copy of CNIC or Passport (in case of foreign nationals only) should be enclosed with the Postal Ballot Form.
- iii. Postal ballot forms should reach chairperson of the meeting on or before June 24, 2023. Any postal ballot received after this date, will not be considered for voting.
- iv. Signature on the Postal Ballot should match with the signature on CNIC/Passport.
- v. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
- vi. In case of representative of Corporate Body or any other institution, Postal Ballot must be accompanied with the copy of CNIC/Passport of authorized person, attested copy of the Board Resolution etc. in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In case of foreign corporate body, all documents must be attested from the Council General of Pakistan having jurisdiction over the Shareholder.
- vii. Ballot Paper has also been placed at the Company's website <https://www.ferozsons-labs.com>

**BALLOT PAPER FOR VOTING THROUGH POST FOR POLL TO BE HELD ON JUNE 26, 2023 AT 12:30 P.M. AT  
BLUE LAGOON, MASOOD AKHTER KIANI ROAD, RAWALPINDI**



**Registered Office:** 197-A, The Mall, Rawalpindi.  
**Phone:** +92-51-4252155-57 **Website:** [www.ferozsons-labs.com](http://www.ferozsons-labs.com)  
**E-mail:** [cs@ferozsons-labs.com](mailto:cs@ferozsons-labs.com)

Designated address of the Chairperson at which the duly filled in ballot paper may be sent:

**Physical:** 197-A, The Mall, Rawalpindi, Pakistan.

**E-mail:** [chairperson@ferozsons-labs.com](mailto:chairperson@ferozsons-labs.com)

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (v) mark in the appropriate box below:

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1	<p><b><u>Special Business - Agenda Item No. 4</u></b></p> <p><b>Resolved that</b> 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.</p> <p><b>Further resolved that</b> 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.</p> <p><b>Further resolved that</b> 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.</p>			
2	<p><b><u>Special Business - Agenda Item No. 5</u></b></p> <p><b>Resolved that</b> the Authorized Share Capital of the Company be and is hereby increased</p>			

	<p>from Rs. 500,000,000 (Rupees Five Hundred Million Only) divided into 50,000,000 ordinary shares of Rs. 10 each to Rs. 1,500,000,000 (Rupees One Billion Five Hundred Million Only) divided in to 150,000,000 ordinary shares of Rs. 10 each by creation of 100,000,000 additional ordinary shares of Rs. 10 each.</p> <p><b>Further resolved that</b> the additional shares created shall rank pari passu in every respect with the existing ordinary shares of the Company.</p> <p><b>Further resolved that</b> 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:</p> <p><b>Clause V of the Memorandum of Association</b> The Authorized Capital of the Company is Rupees 1,500,000,000/- (Rupees One Billion Five Hundred Million) divided into 150,000,000 (One Hundred Fifty Million) ordinary shares of Rs.10/- (Rs. ten) each.</p> <p><b>Article 4 of the Article of Association</b> The Authorized Capital of the Company is Rupees 1,500,000,000/- (Rupees One Billion Five Hundred Million) divided into 150,000,000 (One Hundred Fifty Million) ordinary shares of Rs.10/- (Rs. ten) each.</p> <p><b>Further resolved that</b> 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.</p>			
<p>3</p>	<p><b><u>Special Business - Agenda Item No. 6</u></b></p> <p><b>Resolved that</b> 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.</p> <p><b>Further resolved that</b> 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.</p> <p><b>Further resolved that</b> 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.</p> <p><b>Further resolve that</b> 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:</p> <p><b>Article 128:</b> 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</p>			

	<p>satisfaction of their interest in the said capitalized sum.</p> <p><b>Further resolved that</b> 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.</p>			
4	<p><b><u>Special Business - Agenda Item No. 7</u></b></p> <p><b>Resolved that</b> 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.</p> <p><b>Further resolved that</b> 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.</p>			

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Signature of Shareholder(s)

Date:

Place: