



HIGHNOON LABORATORIES LIMITED
Notice of Extraordinary General Meeting

NOTICE is hereby given that Extraordinary General Meeting of **Highnoon Laboratories Limited** will be held on Thursday, February 16, 2017 at 10:30 a.m. at Registered Office, 17.5 Kilometer Multan Road, Lahore to transact the following business:

1. To confirm minutes of the Annual General Meeting held on April 21, 2016.

Special Business:

2. To consider and pass the following resolution with or without modification as special resolution:

RESOLVED THAT *the authorized capital of the Company be and is hereby increased from Rs.250 million to Rs.500 million and the words and figures of capital as appearing in the Memorandum & Articles of Association “Rs. 250,000,000 (Rupees two hundred fifty million) divided into 25,000,000 (twenty-five million) ordinary shares of Rs.10/- each” be and are hereby changed to “Rs. 500,000,000 (Rupees five hundred million) divided into 50,000,000 (fifty million) ordinary shares of Rs.10/- each.”*

RESOLVED FURTHER THAT *the Chief Executive Officer and the Company Secretary be and are hereby jointly and / or severally authorized to do all acts, deeds and things necessary for the increase of authorized capital of the Company.*

3. To obtain consent of shareholders in pursuance of SRO 470(1) 2016 dated May 31, 2016, issued by Securities & Exchange Commission of Pakistan (SECP) for transmission of the annual audited accounts either through CD / DVD/ USB or by other permissible electronic means instead of transmitting the said accounts in hard copies by passing an ordinary resolution:
4. To discuss any other business with permission of the Chair.

STATEMENT U/S 160(1) (b) OF THE COMPANIES ORDINANCE, 1984

The statement u/s 160 (1) b of the Companies Ordinance 1984 setting out the material facts pertaining to the special business is attached herewith.

By Order of the Board

Lahore
24 January 2017

KHADIM HUSSAIN MIRZA
Company Secretary



Notes:

1. Share transfer books of the Company will remain closed from February 9, 2017 to February 16, 2017 (both days inclusive) for determining the entitlements.
2. A member entitled to attend and vote at this meeting may appoint another member as proxy to attend and vote instead of him. The instrument of proxy complete in all respect, in order to be effective, must be received at the Registered Office of the Company, 17.5 K.M. Multan Road, Lahore not less than 48 hours before the time of holding the meeting.
3. Members are advised to immediately intimate our share registrar M/s Corplink (Pvt.) Limited any change in their address. Members who have not yet submitted photocopy of their CNIC are requested to send the same at the earliest.
4. All account holders registered through Central Depository System shall authenticate their identity by showing original CNIC at the time of attending the meeting. In case of corporate entity, a certified copy of resolution of the Board of Directors / valid Power of Attorney having the name and specimen signature of the nominee should be produced at the time of meeting.
5. If the Company receives consent from members holding in aggregate 10% or more shares residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the company will arrange video conference facility in the city subject to availability of such facility in the city. The Company will intimate members regarding venue of video conference facility at least 5 days before the date of general meeting.

I/We _____ of _____ being a member of Highnoon Laboratories Limited, holder of _____ Ordinary Share(s) as per Registered Folio No. _____ hereby opt for video conference facility at _____.

Signature of Member

STATEMENT U/S 160(1) (b) OF THE COMPANIES ORDINANCE, 1984

AGENDA ITEM No. 2

To accommodate any future increase in paid up capital by way of bonus / right issue the board of directors of the Company in their meeting held on January 20, 2017 have recommended to increase Authorized Capital of the Company for approval by shareholders in the extraordinary general meeting.

The directors are not interested, directly or indirectly, in the above business except to the extent of their shareholding.

AGENDA ITEM No. 3

Circulation of Annual Reports through CD/DVD/USB

Securities and Exchange Commission of Pakistan has vide S.R.O 470(1)/2016 dated 31 May 2016 allowed the companies to circulate the annual audited accounts, notices of annual general meetings and other information contained therein of the Company to its members through CD/DVD/USB instead of transmitting the said accounts in hard copies subject to consent of the shareholders in the general meeting.



Accordingly, the directors have placed the matter before the shareholders for their approval and to pass the ordinary resolution. The directors are not interested, directly or indirectly, in the above business except to the extent of their shareholding.