



# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 56<sup>th</sup> Annual General Meeting (“AGM”) of **PHILIP MORRIS (PAKISTAN) LIMITED** (“the Company”) will be held on **Thursday, April 24, 2025, at 11:00 a.m.** at the Pakistan Stock Exchange Auditorium, Stock Exchange Building, Pakistan Stock Exchange Road, Karachi. To ensure maximum participation by the shareholders a video link for attending the meeting online will also be provided.

The shareholders can download the application /software through <https://zoom.us/download> and login via video-link by giving their email ID and password to participate in the AGM proceedings to transact the following business: (for details please see the notes below).

## ORDINARY BUSINESS

1. To receive, consider, and adopt the audited financial statements for the year ended December 31, 2024, together with the Directors’ and Auditor’s Report thereon.
2. To appoint the External Auditors and fix their remuneration for the year ending December 31, 2025.

The retiring auditor M/s. A. F. Ferguson & Co. Chartered Accountants has given consent to act as Auditor of the Company for the year ending December 31, 2025.

## OTHER BUSINESS

3. To discuss any other matter with the permission of the Chair.

By Order of the Board

**Mohammad Saad Khaleel**  
Company Secretary

Karachi: March 28, 2025,

## NOTES:

### 1. Participation in the Annual General Meeting in person or online via video link.

To ensure maximum participation from the members, online arrangements are also being made.

The shareholders interested in attending the AGM in person or online via video link are requested to register themselves by providing the following information via email at Companysecretary.pmpk@pmi.com at least 48 hours before the AGM.

Name of Shareholders	CNIC Number	Folio Number/CDC Account No	Cell Number	Email Address

The Company reserves the right to refuse entry to any shareholder who has not pre-registered for physical attendance.

The shareholders can also provide their comments/suggestions along with attendance for the proposed agenda items of the AGM on the email Companysecretary.pmpk@pmi.com 24 hours before the meeting.

## **2. Weblink and QR Enabled Code to access the Annual Audited Financial Statements for the Year Ended December 31, 2024.**

The Securities and Exchange Commission of Pakistan (SECP) through its S.R.O. 389(1)/2023 dated March 21, 2023, has allowed the listed companies to circulate the annual balance sheet and profit and loss account, auditor's report, and directors' report, etc. ("annual audited financial statements") to its members through QR enabled code and weblink. The Company in its Extra Ordinary General Meeting held on October 26, 2023, sought approval from the shareholders to circulate the annual audited financial statements through QR-enabled code and weblink. The weblink and the QR code to download the annual audited financial statements for the year ended December 31, 2024, is as follows: <http://philipmorrispakistan.com.pk>



## **3. Closure of Shares Transfer Books.**

The share transfer books of the Company will remain closed from April 17, 2025, to April 24, 2025 (both days inclusive). Transfer received in order at the Office of the Company's share Registrar, CDC Share Registrar Services Limited., CDC House, 99-B, Block B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi – 74400 up to April 16, 2025, will be considered in time to be eligible to attend the meeting.

## **4. Participation in the AGM.**

The members whose names appear in the Register of Members as of April 16, 2025, are entitled to attend and vote at the AGM. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend, speak, and vote for him/her. A proxy must be a Member of the Company.

An instrument of proxy applicable for the Meeting is being provided with the Notice sent to Members. Further copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours. Proxy form may also be downloaded from the Company's website: <http://philipmorrispakistan.com.pk> An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must, to be valid, be deposited through email on [Companysecretary.pmpk@pmi.com](mailto:Companysecretary.pmpk@pmi.com) not less than 48 hours before the time of AGM.

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

## **5. Guidelines for Central Depository Company of Pakistan (CDC) Accounts Holders.**

CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan (SECP).

#### **A. For Attending the AGM:**

- i. In case of individuals, the account holder or sub-account holder and/or the person whose securities are in a 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 AGM.
- ii. In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be shared through email (as mentioned in the notes) (unless it has been provided earlier) at least 48 hours before the AGM.

#### **B. For Appointing Proxies:**

- i. In the case of individuals, the account holder or sub-account holder and/or the person whose securities are in a group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirement.
- ii. The proxy form 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 proxy form through email (as mentioned in the notes)
- iv. The proxy shall produce his original CNIC/SNIC or original passport at the time of the AGM.
- 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 proxy form to the Company through email (as mentioned in the notes).

#### **6. Placement of Financial Statements on Company's Website.**

The Financial Statements of the Company for the year ended December 31, 2024 have been placed on the website of the Company <http://philipmorriskakistan.com.pk>.

#### **7. Unclaimed Dividend.**

As per the provision of section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Company which have remained unclaimed / unpaid for a period of three years from the date on which it was due and payable are required to be deposited with Securities and Exchange Commission of Pakistan for the credit of Federal Government after issuance of notices to the Shareholders. The details of the shares issued, and dividend declared by the Company which have remained due for more than three years was sent to Shareholders. The Shareholders are requested to ensure that claims for unclaimed dividend and shares are lodged promptly. In case, no claim is lodged with the Company, the Company shall, after giving notice in the newspaper, proceed to deposit the unclaimed / unpaid amount and shares with the Federal Government pursuant to the provision of Section 244(2) of the Act.

## **8. Conversion of Physical Shares into CDC Account.**

The Securities and Exchange Commission of Pakistan (SECP), through its letter No. CSD/ED/Misc/2016-639-640 dated March 26, 2021, has advised all listed companies to adhere to the provisions of Section 72 of the Companies Act, 2017 (the “Act”), which requires all companies to replace shares issued in physical form to book-entry form within four years of the promulgation of the Act. Accordingly, all Shareholders of the Company having physical folios/share certificates are requested to convert their shares from physical form into book-entry form at the earliest.