



شفا انٹرنیشنل ہسپتال اسلام آباد

Shifa International Hospitals Ltd.

Sector : H-8/4, Islamabad - Pakistan

Tel : 051-8464227 Fax : 051-4863192

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## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting (EOGM) of the shareholders of Shifa International Hospitals Limited will be held at the registered office (C-0 Auditorium) of the Company at Sector H-8/4, Islamabad on Tuesday, June 15, 2021 at 1100 hours to transact the following business:

### **ORDINARY BUSINESS:**

1. To confirm the minutes of the last Annual General Meeting of the Company held on October 27, 2020.
2. To elect Ten (10) directors as fixed by the Board U/s 159 (1) of the Companies Act, 2017 for a period of three years commencing from May 28, 2021. The names of the retiring directors are Dr. Habib Ur Rahman, Dr. Manzoor H. Qazi, Mr. Muhammad Zahid, Mr. Shafquat Ali Chaudhary, Mr. Qasim Farooq Ahmad, Dr. Samea Kauser Ahmad, Syed Ilyas Ahmed, Prof. Dr. Shoab Ahmed Khan, Dr. Mohammad Naseem Ansari and Mr. Javed K. Siddiqui. The retiring directors are eligible for re-election.

By Order of the Board

MUHAMMAD NAEEM  
Company Secretary

Islamabad  
May 21, 2021

**Statement of material facts U/s 166(3) of the Companies Act, 2017 is annexed with this notice.**

### **NOTES:**

- i). Keeping in view the pandemic threat, the Securities & Exchange Commission of Pakistan vide Circular No. 5 dated March 17, 2020 and Circular No. 4 dated February 15, 2021 had instructed listed companies to modify their usual planning for General Meetings for the safety and wellbeing of the shareholders and public at large. Accordingly, the Company intends to convene this EOGM with minimal physical interaction with shareholders while ensuring compliance with quorum requirements and requests the members to consolidate their attendance and voting at the EOGM through proxies.

The Company, furthermore, has made arrangements to ensure that all participants, including shareholders, can now participate in the EOGM proceedings via Zoom video-link. To attend the meeting via Zoom video-link, members are requested to register themselves by providing the

following information through email at muhammad.naeem@shifa.com.pk on or before June 12, 2021:

<b>Folio No. / CDC Account No.</b>	<b>Name of Shareholder</b>	<b>CNIC No.</b>	<b>Cell No.</b>	<b>Email Address</b>

Members thus registered, after the necessary verification, will be provided a Zoom video link by the Company via return email. The login facility will remain open from 1045 hours till the end of the meeting.

Shareholders who wish to provide suggestions/ comments on the agenda of the EOGM can email the same at muhammad.naeem@shifa.com.pk or WhatsApp at 0300-8590160.

- ii). The Directors of the Company have fixed the number of directors of the Company at ten (10) under sub section (1) of section 159 of the Companies Act, 2017.
- iii). The share transfer books of the Company will remain closed from June 08, 2021 to June 15, 2021 (both days inclusive). No transfer will be accepted during this period. The members whose names appear on the register of members as of June 07, 2021 shall be entitled to attend and vote at the EOGM.
- iv). A member entitled to attend and vote at this meeting is entitled to appoint another member as his/her proxy to attend and vote for him/her. Proxies in order to be effective must be received at Registered Office, Sector H-8/4, Islamabad of the Company not less than 48 hours before the time of holding the meeting.
- v). Any person who seeks to contest an election to the office of the director shall file with the Company at its registered office, not later than 14 days before the date of the meeting a notice of his/her intention to offer himself / herself for election as director, together with his/her consent to act as director and the declarations as required under the Listed Companies (Code of Corporate Governance) Regulations, 2019.
- vi). Members are requested to notify any change in their registered addresses immediately.
- vii). CDC shareholders entitled to attend and vote at this meeting must bring his/her original CNIC or Passport along with the participant's ID numbers and account numbers to prove his/her identity. In case of proxy, the attested copy of CNIC or passport of the CDC shareholder must be enclosed. Representatives of corporate members should bring the usual documents required for such purpose.
- viii). Pursuant to the directive of the Securities & Exchange Commission of Pakistan, CNIC numbers of members are mandatorily required for the payment of dividend. Members are, therefore, requested to submit a copy of their CNIC (if not already provided) to the Company's Share Registrar, M/s Corplink (Pvt.) Limited so that the Company may disburse all future and pending dividends to the members.
- ix). The Company wishes to inform its members that pursuant to section 242 of the Companies Act, 2017 and circular 18/2017 issued by Securities & Exchange Commission of Pakistan, any dividend payable in cash declared by the listed company shall only be paid through electronic mode directly into the respective bank account designated by the entitled members instead of receiving it through dividend warrants. In this regard, members are once again advised to provide the

particulars related to their name, folio number, bank account number (24 digits IBAN), title of account and complete mailing address of the bank (if not already provided) to the Company's Share Registrar. CDC account holders should submit their particulars to their broker (participant)/ CDC.

- x). Shareholders who have not collected their dividend/physical shares so far are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any.
- xi). Pursuant to Companies (Postal Ballot) Regulations, 2018 for the purpose of election of directors, where in case number of contestants are more than the number of directors to be elected, members will be allowed to exercise their right to vote through postal ballot, that is voting by post in accordance with the requirements and procedures contained in the aforesaid Regulations.
- xii). As per section 72 of the Companies Act, 2017 every existing Company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP, within a period not exceeding four years from the commencement of the Companies Act, 2017.

The shareholders having physical shares may please open their CDC sub-account with any of the brokers or investors account directly with CDC to change their physical shares into book entry form.

For any query/information, the shareholders may contact the Company and/or the Share Registrar at the following addresses/contact numbers:

**Company's Registered Office**

M/s Shifa International Hospitals Limited  
Sector H-8/4, Islamabad.  
Ph. No. +92-51-8464227

**Share Registrar's Office**

M/s Corplink (Pvt.) Limited  
Wings Arcade, 1-K, Commercial,  
Model Town, Lahore.  
Ph. No. +92-42-35916714

**STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF ELECTION OF DIRECTORS**

The term of office of the present Board of Directors of the Company will expire on May 27, 2021. In terms of section 159 (1) of the Companies Act, 2017 ("the Act"), the Board of Directors has fixed the number of directors at ten (10) to be elected in the forthcoming Extraordinary General Meeting.

Due to certain unavoidable reasons/circumstances including spread of COVID-19, lock-down, more than usual Eid-ul-Fitr holidays and in order to safeguard the valuable rights of the shareholders, the Company decided to hold the Extraordinary General Meeting for the election of directors on June 15, 2021 instead of May 28, 2021. The Company has already informed the Registrar, SECP in this regard as required under the provisions of Section 158(2) of the Act.

No directors have direct or indirect interest in the above said business except as shareholders and that they may consent for election of directors accordingly.

Any person who seeks to contest the election to the office of a Director, whether he is retiring director or otherwise, shall file the following documents with the Company Secretary at the

registered office of the Company located at Shifa International Hospitals Limited, Sector H-8/4, Islamabad, not later than fourteen days before the date of Extraordinary General Meeting:

1. Notice of his/her intention to offer himself / herself for the election of the directors in terms of section 159 (3) of the Act together with the consent to act as a director of the Company in Form 28 prescribed under the Act.
2. A detailed profile alongwith office address as required under SECP's SRO 1196(I)/2019 dated 03-10-2019.
3. Declaration under clause 3 of the Listed Companies (Code of Corporate Governance) Regulations, 2019 issued by Securities and Exchange Commission of Pakistan.
4. Declaration by Independent Director under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019 in case of independent directors.
5. Declaration that he/she is not ineligible to become a director of the Company in terms of Section 153 of the Act.

Independent Directors will be elected through the process of election of directors in terms of section 159 of the Act and they shall meet the criteria laid down under section 166 (2) of the Act.

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