

BUSINESS RECORDER

Islamabad, Thursday 27 April 2023, 6 Shawwal 1444



Shifa
International
Hospitals Ltd.



NOTICE FOR EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of the shareholders of Shifa International Hospitals Limited (the "Company") will be held at the registered office (C-0 Auditorium) of the Company at Sector H-8/4, Islamabad on Thursday, May 18, 2023 at 1100 hours to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the 36th Annual General Meeting of the Company convened on October 28, 2022.

SPECIAL BUSINESS

2. To consider and approve the circulation of the annual audited financial statements of the Company to its members through QR enabled code and weblink in accordance with S.R.O. 389(1)/2023 dated March 21, 2023 issued by the Securities and Exchange Commission of Pakistan (SECP) under the Companies Act 2017, and to pass the ordinary resolution set out in the statement of material facts circulated to the members along with a copy of this Notice.
3. To approve and authorise the sale or otherwise disposing of all shares of Shifa Medical Center Islamabad (Pvt.) Limited held by Company (the "SMCI Shares") and to pass the ordinary resolution set out in the statement of material facts circulated to the members along with a copy of this Notice.
4. To consider and, if deemed fit, approve with or without modification, the following special resolutions by the shareholders:

"RESOLVED THAT, the Company be and is hereby authorized and approved to utilise the entire amount of sale proceeds (or a portion thereof) from the sale of SMCI Shares to make an equity investment in its associated company, Shifa National Hospital Faisalabad (Private) Limited ("SNHF").

FURTHER RESOLVED that, the Company be and is hereby authorized and approved to make further additional investment of Rs. 2,196,590,172/- in SNHF, besides already approved equity investment of Rs. 1,584,222,750/- by the Board and shareholders, in the wake of escalation in project cost.

FURTHER RESOLVED that, in relation to the investment by the Company in SNHF, the Company be and is hereby authorized and approved:

- (a) to enter into any agreements with SNHF and other shareholders of SNHF; and
- (b) make relevant filings and submissions with, or procure consents from, the SECP, CCP (if required), State Bank of Pakistan (if required) and any other regulatory bodies, in accordance with the applicable law.

FURTHER RESOLVED that, Dr. Zeeshan Bin Ishtiaque, Chief Executive Officer of the Company, (the "Authorized Person") and/or any officer of the Company duly authorized by him in this regard, is hereby authorized to do, or authorize all such acts, matters and things as may be necessary for carrying out and giving full effect to these resolutions together with the execution of any other agreements, instruments, communications, certificates, notices, acknowledgements or other documents required or to be made or delivered by the Company under any of the instruments listed above or in relation therewith or as deemed necessary or desirable by the Authorized Person to give full effect to these resolutions.

FURTHER RESOLVED that, the Authorized Person and/or any officer of the Company duly authorized by him in this regard, is hereby authorized to provide a certified copy of these resolutions to all relevant parties including the shareholders of the Company.

FURTHER RESOLVED that, each of the aforesaid resolutions shall remain in full force and effect until it is revoked or amended by another resolution."

The statement of material facts under section 134(3) of the Companies Act, 2017 and information required under Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 is being sent to the members with this notice.

By Order of the Board

Sd/-

Islamabad
April 19, 2023

MUHAMMAD NAEEM
Company Secretary

Notes

- i) Participation in the EOGM via physical presence or through video-conferencing:

Securities & Exchange Commission of Pakistan through its Circular No. 4 dated February 15, 2021 has directed the listed companies to ensure the participation of members in General Meeting through electronic means as a regular feature in addition to holding physical meetings. Accordingly, the shareholders intending to participate in the meeting via video link are hereby requested to share following information with the Company Secretary office at the earliest but not later than 48 hours before the time of EOGM i.e. before 11:00 a.m. on May 16, 2023:

Name of Shareholder	CNIC No.	Folio No. / CDC Account No.	Mobile No.*	Email Address*
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*Shareholders are requested to provide their active mobile number and email address to ensure timely communication.

Members who are registered on or before May 16, 2023, after the necessary verification, will be provided a Zoom video-link by the Company via return email. The login facility will remain open from 1055 hours till the end of the meeting.

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

ii) Closure of Share Transfer Books

The share transfer books of the Company will remain closed from May 9, 2023 to May 18, 2023 (both days inclusive). No transfer will be accepted for registration during this period. Transfers received in order at the share registrar's office of the Company i.e. M/s Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore, by the close of business on Monday, May 08, 2023 will be considered as being in time for the purpose to attend and vote at the meeting.

iii) Appointment of Proxy

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 the registered office of the Company at Sector H-8/4, Islamabad, not less than 48 hours before the time of holding the meeting. Proxy form is attached with the notice.

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.

Guidelines for Central Depository Company of Pakistan ('CDC') Investor Account Holders

For appointing proxies

- a) In case of individuals, the account holders or sub account holders whose registration details are uploaded as per regulations, shall submit the proxy form as per the above requirements. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the proxy form. Copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- b) In case of corporate entities, the Board of Directors' resolution / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted (unless it has not been provided earlier) along with proxy form to the Company.

iv) Procedure for Voting for Special Agenda Items

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(1)12022 dated December 05, 2022, members will be allowed to exercise their right to vote for the special business in the EOGM, in accordance with the condition mentioned in the aforesaid regulations. The Company shall provide its members with the following options for voting:

a) E-Voting Procedure

- Details of the e-voting facility will be shared through an e-mail with those members of the Company who have valid cell numbers/ e-mail addresses available in the register of members of the Company within due course.
- The web address, login details, will be communicated to members via email from the web portal of M/s Corplink (Private) Limited (being the e-voting service provider).
- Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- E-Voting facility will start from May 15, 2023, 09:00 a.m. and shall close on May 17, 2023 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

b) Postal Ballot

The members shall ensure that duly filled and signed ballot paper along with copy of Computerised National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address, Shifa International Hospitals Limited, Pitras Bukhari Road, Sector H-8/4, Islamabad or email at chairman@shifa.com.pk one day before the Extraordinary General Meeting i.e. on May 17, 2023, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

v) Change of Address

Members are requested to notify any change in their registered addresses immediately.

vi) Deposit of Physical Shares into Central Depository

Pursuant to Section 72 of the Companies Act, 2017 and directive issued by SECP vide its letter No. CSD/ED/Misc./2016-639-640 dated March 26, 2021, every existing listed 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 Act i.e. May 30, 2017.

In view of the aforesaid requirement, the shareholders having physical shares are requested to open their CDC sub-account with any of the brokers or investors account directly with CDC to convert their physical shares into book entry form as soon as possible.

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. +92-51-8464770

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