

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 in the C-0 Auditorium at the Company's registered office at Sector H-8/4, Islamabad on Saturday, June 15, 2024 at 1100 hours to transact the following business:

## ORDINARY BUSINESS

1. To confirm the minutes of the 37th Annual General Meeting of the Company held on October 27, 2023.
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 June 15, 2024. The names of the retiring directors are Dr. Habib Ur Rahman, Dr. Manzoor H. Qazi, Mr. Muhammad Zahid, Mr. Qasim Farooq Ahmad, Dr. Samea Kauser Ahmad, Syed Ilyas Ahmed, Prof. Dr. Shoab Ahmed Khan, Dr. Mohammad Naseem Ansari, Mr. Javed K. Siddiqui and Dr. Ioan P. Cleaton-Jones.

## SPECIAL BUSINESS

3. To consider and, if deemed fit, approve with or without modification, the following special resolution by the shareholders:  
**"RESOLVED** that the Company be and is hereby authorized and approved to make further additional investment of Rs. 1.606 billion in the paid up capital of Shifa National Hospital Faisalabad (Pvt.) Limited ("SNHF"), a subsidiary of the Company, over a period of three (3) years from the date of approval of this resolution, besides already approved invested equity of Rs. 1,582,279,120/-, 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 this resolution 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 this resolution.

**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 this resolution to all relevant parties including the shareholders of the Company.

**FURTHER RESOLVED** that this resolution 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 with this notice.

By Order of the Board

Sd/-

MUHAMMAD NAEEM  
Company Secretary

ISLAMABAD  
May 23, 2024

## Notes

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

The shareholders intending to participate in the meeting via video link are hereby requested to share following information at muhammad.naeem@shifa.com.pk at the earliest but not later than 48 hours before the time of EOGM i.e. before 11:00 a.m. on June 13, 2024:

Name of Shareholder	CNIC No.	Folio No. / CDC Account No.	Mobile No. *	Email Address*

\*Shareholders are requested to provide their active mobile number and email address to ensure timely communication.

Members who are registered on or before June 13, 2024, after the necessary verification, will be provided a Zoom video-link by the Company via return email. The login facility will remain open on the date of EOGM from 1055 hours till the end of the meeting.

### ii) Closure of Share Transfer Books

The share transfer books of the Company will remain closed from June 08, 2024 to June 15, 2024 (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 Friday, June 07, 2024 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) Election of Directors

As resolved by the Board through a resolution dated April 25, 2024 that the number of directors to be elected shall be ten, hence, in compliance with the provisions of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, election of directors will be held within the following categories;

S. No.	Categories	Number of Vacancies
1	Female Director(s)	1
2	Independent Directors	3
3	Other Directors	6

Any member who seeks to contest an election to the office of Directors, whether he is a retiring director or otherwise, shall file with the Company at its registered office not later than 14 days before the date of the above said meeting;

- Notice of his/her intention to offer himself/herself for election as a Director under Section 159(3) of the Companies Act, 2017 (the "Act"), selecting any one category stated below in which he/ she intends to contest, in accordance with the amendments by the SECP in Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the "CCG Regulations"), through S.R.O. 906(I)/2023 dated 07-07-2023;

#### a) Independent Director      b) Female Director      c) Other Director

- Consent to act as Director on signed appendix to Form 9 of Companies Regulations 2024 under Section 167 of the Act, along with copy of valid CNIC/ Passport, taxpayer registration certificate.
- A detailed profile along with official address (for placement on the Company's website) as required under SECP's SRO 1196 (1)/2019 dated October 03, 2019.
- Signed declaration to the effect that he/ she is aware of the duties and powers of directors under the Companies Act, 2017, Memorandum and Articles of Association of the Company, Rule Book of the Pakistan Stock Exchange and the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other relevant laws and regulations.
- A declaration in respect of being:
  - a) Compliant with all the applicable laws and regulations including without limiting the requirements of the CCG Regulations and eligibility criteria as set out in the Act, to act as director of the listed company.
  - b) not ineligible to become Director of a listed company under Section 153 & 177 of the Act or any other applicable law.
  - c) not serving as director, including as an alternate director, in more than seven (7) listed companies simultaneously.
  - d) aware of the duties of the directors under the Companies Act, 2017, the Memorandum and Articles of Association of the Company and Listing Regulations of the Pakistan Stock Exchange.
- In case of person contesting as independent director, he/ she shall also submit a declaration that he/ she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017 and rules and regulations issued thereunder.
- The candidates are requested to read the relevant provisions/ requirements relating to the Election of Directors, as stipulated in the Act and CCG Regulations, the applicable laws and regulations and ensure the compliance with the same in letter and spirit.

#### v) 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(I)/2022 dated December 05, 2022, members will be allowed to exercise their right to vote for

- special business in the EOGM and
- election of directors, where the number of contestants are more than the number of directors to be elected 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 mobile 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 June 12, 2024, 09:00 a.m. and shall close on June 14, 2024 at 5:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution has been casted 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 Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address, Shifa International Hospitals Limited, Sector H-8/4, Islamabad or email at chairman@shifa.com.pk one day before the Extraordinary General Meeting i.e. on June 14, 2024, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

#### vi) Change of Address

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

#### vii) Video Conference Facility

In accordance with Section 132(2) of the Companies Act, 2017 if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference at least 7 days prior to the date of Extraordinary General Meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

To avail this facility please submit such request to the Company Secretary at:

Shifa International Hospitals Limited, Sector H-8/4, Islamabad

#### viii) Statutory Code of Conduct at EOGM

Section 215 of the Companies Act, 2017 and Regulation 55 of the Companies Regulations 2024, state the Code of Conduct of Shareholders, as follows:

Shareholders are not permitted to exert influence or approach the management directly for decisions which may lead to creation of hurdles in the smooth functioning of management. The law states that Shareholders shall not bring material that may cause threat to participants or premises where the EOGM is being held, confine themselves to the agenda items covered in the notice of EOGM and shall not conduct themselves in a manner to disclose any political affiliation or offend religious susceptibility of other members. Additionally, the Company is not permitted to distribute gifts in any form to its shareholders in its meetings as per Section 185 of Companies Act, 2017.

#### ix) 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. +92-51-8464227

#### Share Registrar's Office

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