IBL HealthCare
A *SEARLE* Subsidiary

IBL Healthcare Limited
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Notice of Extraordinary General Meeting

Notice is hereby given that the extraordinary general meeting of the shareholders of IBL HealthCare Limited will be held on Wednesday, May 18, 2016 at 05:00 p.m. at the IBL Building Center, Plot No.1, Block No. 7/8, D.M.C.H.S, Tipu Sultan Road off Shahra-e-Faisal, Karachi to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of annual general meeting held on October 29, 2015.

SPECIAL BUSINESS

2. To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

   RESOLVED that the approval of the members of the Company be and is hereby accorded in terms of section 208 of the Companies Ordinance, 1984 for investment up to Rs.200 million in International Brands Limited, an associated company, at an agreed return of KIBOR plus two percent, on the terms and conditions disclosed to the members.

   FURTHER RESOLVED that Mr. Mufti Zia ul Islam, Mr.S. Nadeem Ahmed, Mr. Zubair Palwala and Mr. Ayaz Abdulla, Directors of the Company be and are hereby authorized, singly, to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions.

OTHER BUSINESS

3. To transact any other ordinary business of the Company with the permission of the Chair.

By order of the Board

Muhammad Tariq
Company Secretary

Karachi: April 26, 2016

Statement of material facts under section 160(1) (b) of the Companies Ordinance, 1984 regarding the Special Business

Item 2

i)	Name of the associated company along with criteria based on which the associated relationship is established	**International Brands Limited** Significant influence and control due to common directorship.
ii)	Purpose, benefits and period of investment	Investment in **International Brands Limited** to utilize funds available due to delay in launching new business lines.
iii)	Maximum amount of investment	Up to Rs.200 million
iv)	Rate of Profit to be charged	KIBOR + 2%
v)	Collateral / Security	Unsecured
vi)	Sources of Funds	Funds collected against right issue.
vii)	Repayment Schedule	Short Term Investment
viii)	Nature of Investment	Short Term Investment
ix)	Direct or indirect interest of directors, sponsors, majority members and their relatives, if any, in the associated company or the transaction under consideration	The Directors have no interest directly or indirectly in the investment in International Brands Limited, except that they are shareholders/directors in the Company.
x)	Any other loan granted and the complete details thereof.	Loan amounting to Rs. 98 million @ KIBOR + 1% for a tenure of 5 years from February 12, 2015.
xi)	Financial position, including main items of balance sheet and profit and loss account of the International Brands Limited on the basis of its latest financial statement	- Capital : 1.478 billion - Equity : 1,750 billion - Assets : 2,015 billion -Operating Exp. : 0.001 billion - Profit after Tax : 0.191 billion - Earning per share : 1.3
xii)	Average borrowing cost of the investing company; Or in case of absence of borrowing the Karachi Inter Bank Offered Rate for the relevant period.	- No Borrowings - 1 year KIBOR on April 21, 2016: 6.18%.

xii)	Convertible into securities including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable.	N/A
xiv)	Repayment schedule and terms of Investment to be given to the investee company.	For a period of 1 year extendable with mutual consent on same terms & conditions and recallable immediately if required.
xv)	Relevant tenor of KIBOR	1 year KIBOR
xvi)	Salient feature of agreement to be entered with International Brands Limited with regards to proposed investment.	Same as the above.
xvii)	Any other important details necessary for the members to understand the transaction.	None
xviii)	In case any decision to make investment under the authority of a resolution passed is not implemented either fully or partially till the holding of subsequent general meeting(s), the status of the decision.	Shall be furnished accordingly.

Notes:

i) The share transfer books of the Company will remain closed from May 12, 2016 to May 18, 2016 (both days inclusive);

ii) A member of the Company entitled to attend, speak and vote at this meeting may appoint a proxy to attend, speak and vote on his/her behalf. A proxy need not to be a member of the Company. Proxies in order to be effective must be duly signed, witnessed, and deposited at our registrar M/s Central Depository Company of Pakistan Limited, CDC House 99-B, Block B S.M.C.H.S., Main Shahrah-e-Faisal, Karachi, not less than 48 hours before the time of the meeting;

iii) CDC account holders will have to follow the under mentioned guidelines as laid down in circular # 1 dated January 6, 2000 of the Securities and Exchange Commission of Pakistan for attending the meeting:

a. In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his identity by showing his original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting; and

b. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of the meeting;

iv) Shareholders are requested to notify change of their addresses, if any, to Share Registrar Department, Central Depository Company of Pakistan Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400.