



شفا انٹرنیشنل ہسپتال اسلام آباد

Shifa International Hospitals Ltd.

Sector : H-8/4, Islamabad - Pakistan

Tel : 051-8463000

Fax : 051-4863182

September 30, 2016

The General Manager
Pakistan Stock Exchange
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Notice of 30th Annual General Meeting

Dear Sir,

Please find enclosed a copy of the Notice of the 30th Annual General Meeting of Shifa International Hospitals Ltd to be held on October 29, 2016 for circulation amongst your members.

Further, we are enclosing the copy of Statement of Material Facts U/s 160(1)(b) of the Companies Ordinance, 1984 alongwith the notice of Annual General Meeting.

Thanking you,

Truly yours,

MUHAMMAD NAEEM
Company Secretary



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NOTICE OF THE 30TH ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of the shareholders of Shifa International Hospitals Limited will be held at the registered office of the Company at Sector H-8/4, Islamabad on Saturday, October 29, 2016 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 31, 2015.
- 2- To receive, consider and adopt the annual audited accounts and consolidated audited accounts of the Company and its subsidiary for the year ended June 30, 2016 together with the directors' and auditors' report thereon.
- 3- To approve the payment of final cash dividend @ Rs. 3.00 per share for the year ended June 30, 2016 as recommended by the directors. This is in addition to the interim cash dividend of Rs. 2.00 per share already paid during the year.
- 4- To appoint auditors for the year ending June 30, 2017 and to fix their remuneration.

SPECIAL BUSINESS

- 5- To consider, and if thought fit, to pass the following resolutions as special resolutions:

"RESOLVED THAT the Articles No. 45 and 60 of the Articles of Association of the Company be and are hereby amended to be read as follows:

45. Ten (10) members present in person representing not less than twenty five (25%) of the total voting power, either of their own account or as proxies, shall be quorum for a general meeting. Furthermore, the Company may provide video conference facility to its members for attending general meeting at places other than the town in which general meeting is taking place after considering the geographical dispersal of its members, provided that if members, collectively holding ten percent (10%) or more shareholding residing at a geographical location, convey their consent to participate in the meeting through video conference at least ten (10) days prior to date of meeting, the Company shall arrange video conference facility in that city subject to availability of such facility in that city.
60. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy must be a member of the Company. Notwithstanding the above, a non-member may be appointed as a proxy by a member participating in General Meetings through e-voting in the manner stipulated under the applicable laws.

FURTHER RESOLVED THAT the Chief Executive Officer and/or Company Secretary be and is/are hereby authorized to give effect to this resolution."

- 6- To consider, and if thought fit, to pass the following resolutions as special resolutions:



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“RESOLVED THAT the Company is hereby authorized to make an investment of Rs. 120,000/- to acquire 1.2 million shares of its subsidiary company namely Shifa Consulting Services (Pvt.) Limited whereafter Shifa Consulting Services (Pvt.) Limited shall become the wholly owned subsidiary company of Shifa International Hospitals Limited.

FURTHER RESOLVED THAT the Chief Executive Officer and/or Company Secretary be and is/are hereby authorized to do or cause to do be done all acts, deeds and things that deems necessary to give effect to these resolutions.”

Statement of Material Facts u/s 160 (1)(b) of Companies Ordinance, 1984 is being sent to the shareholders with this notice.

By Order of the Board

ISLAMABAD
September 16, 2016


MUHAMMAD NAEEM
Company Secretary

Notes:

- i) The share transfer books of the Company will remain closed from October 22, 2016 to October 29, 2016 (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 situated at Wings Arcade, 1-K, Commercial, Model Town, Lahore at the close of business on Friday, October 21, 2016 will be considered in time for the purpose of payment of dividend to the transferees.
- ii) 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.
- iii) Members are requested to notify any change in their registered addresses immediately.
- iv) CDC shareholders entitled to attend and vote at this meeting must bring their original CNIC or Passport along with the participant's ID numbers and account numbers to prove their 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.
- v) **SUBMISSION OF COPIES OF CNIC**

Pursuant to the directive of the Securities & Exchange Commission of Pakistan, CNIC numbers of shareholders are mandatorily required to be mentioned on dividend warrants. Shareholders 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.



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vi) **PAYMENT OF CASH DIVIDEND ELECTRONICALLY (OPTIONAL)**

The Company wishes to inform its shareholders that under the law they are also entitled to receive their cash dividend directly in their bank accounts instead of receiving it through dividend warrants. Shareholders wishing to exercise this option may submit their application to the Company's Share Registrar, giving particulars relating to their name, folio number, bank account number, title of account and complete mailing address of the bank. CDC account holders should submit their request directly to their broker (participant)/ CDC.

vii) **DEDUCTION OF INCOME TAX FROM DIVIDEND**

Pursuant to the provision of Finance Act 2016, the rates of Income tax from dividend payment under section 150 of the Income Tax Ordinance, 2001 have been revised as under:

- **For filers - 12.5%**
- **For non-filers - 20.0%**

All shareholders are requested to make it sure that copy of their valid CNIC/NTN should be available with the Shares Registrar. Please also note that in case of non-availability of CNIC/NTN, the Share Registrar could not check their status and would be constrained to apply tax rate prescribed for non-filers.

viii) **WITHHOLDING TAX ON DIVIDEND IN CASE OF JOINT ACCOUNT HOLDERS**

In order to enable the Company to follow the directives of the regulators to determine shareholding ratio of the Joint Account Holder(s) (where shareholding has not been determined by the Principal Shareholder) for deduction of Withholding Tax on dividends of the Company, shareholders are requested to please complete the form (earlier dispatched) to furnish the shareholding ratio, details of themselves as Principal Shareholder and their Joint Holders to the Company's Share Registrar, enabling the Company to compute Withholding Tax of each shareholder accordingly. In the event of non-receipt of the information by October 21, 2016 each shareholder will be assumed to have equal proportion of shares and the tax will be deducted accordingly.

ix) **ELECTRONIC TRANSMISSION OF ANNUAL FINANCIAL STATEMENTS AND NOTICES**

Pursuant to Notification vide SRO. 787(I)/2014 of September 08, 2014, the Securities and Exchange Commission of Pakistan has directed to facilitate the members of the Company receiving Annual Financial Statements and Notices through electronic mail system (e-mail). We are pleased to offer this facility to our members who desire to receive Annual Financial Statements and Notices of the Company through email in future. In this respect members are hereby requested to send their consent on a standard request form which is available at Company's website <http://www.shifa.com.pk/files/finst/Financial-Statements-Request-Form.pdf> duly signed alongwith copy of CNIC/PoA to the Company's Shares Registrar.



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STATEMENT UNDER SECTION 160 (1)(B) OF THE COMPANIES ORDINANCE, 1984

AMENDMENTS IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Articles of Association of the Company are being amended in order to comply with the amendment in the Companies Ordinance, 1984 or rules or regulations made from time to time. The Board of Directors have recommended to amend the Articles of Association of the Company as envisaged in the notice. The proposed amendments shall be incorporated in the Articles of Association of the Company after the approval of special resolutions. All necessary requirements of law will be complied with in this regard, therefore, the proposal for incorporation in Articles of Association of the Company is hereby being placed before the shareholders for their consideration and approval. The existing and proposed Articles No. 45 and 60 are as under:

Article No.	Existing Articles	Proposed Articles
45	No business shall be transacted at any general meeting unless a quorum of members is present at that time when the meeting proceeds to business. Three members present personally who represent not less than twenty five percent of the total voting power, either of their own account or as proxies shall be a quorum.	Ten (10) members present in person representing not less than twenty five (25%) of the total voting power, either of their own account or as proxies, shall be quorum for a general meeting. Furthermore, the Company may provide video conference facility to its members for attending general meeting at places other than the town in which general meeting is taking place after considering the geographical dispersal of its members, provided that if members, collectively holding ten percent (10%) or more shareholding residing at a geographical location, convey their consent to participate in the meeting through video conference at least ten (10) days prior to date of meeting, the Company shall arrange video conference facility in that city subject to availability of such facility in that city.

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Article No.	Existing Articles	Proposed Articles
60	The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy must be a member of the Company.	The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy must be a member of the Company. Notwithstanding the above, a non-member may be appointed as a proxy by a member participating in General Meetings through e-voting in the manner stipulated under the applicable laws.

INVESTMENT IN RELATED PARTY

Mr. Sohail A. Siddiqi, Chief Executive Officer of Shifa Consulting Services (Pvt.) Limited (SCS) who owns 40% equity of SCS (1,200,000 shares), have offered these shares to Shifa International Hospitals Limited at nil consideration. The Board of Directors, however, decided to purchase these shares at token price of Rupee 0.10 per share which would entail investment of Rs. 120,000/- whereafter SCS shall become the wholly owned subsidiary company of Shifa International Hospitals Limited. The Board is of the considered opinion that SCS shall gain more confidence of the clients if Shifa International Hospitals Limited becomes the 100% stakeholders in SCS. The fair market value of the shares of SCS ranges between Re. 0.82 to Rs. 2.21 rupees as ascertained by duly approved Chartered Accountant Firm. After the purchase of said 1.2 million shares, Mr. Sohail A. Siddiqi shall remain the Chief Executive Officer of the SCS so that SCS remain benefitted from his personal skills and expertise. Currently SCS has five (5) directors on its Board, three (3) are nominee directors of Shifa International Hospitals Limited, after this arrangement Mr. Sohail A. Siddiqi shall become the nominee director of Shifa International Hospitals Limited whereas fifth director shall also be replaced by another nominee director of Shifa International Hospitals Limited.

As per requirements of the Companies (Investment in Associated Companies and Associated Undertaking) Regulations, 2012, following information is provided to the shareholders:-

Sr. #	Description	Information Required
(i)	Name of the associated company or associated undertaking alongwith criteria based on which the associated relationship is established.	Shifa Consulting Services (Pvt.) Ltd will become wholly owned subsidiary company of Shifa International Hospitals Limited.
(ii)	Purpose, benefits and period of investment.	To contribute in equity - to be long term investment.

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(iii)	Maximum amount of investment;	Invest upto Rs.120,000/- excluding ancillary expenses.												
(iv)	Maximum price at which securities will be acquired.	Re. 0.10/- per share.												
(v)	Maximum number of securities to be acquired.	1.2 million shares within one month.												
(vi)	Number of securities and percentage thereof held before and after the proposed investment.	1.8 million shares at present (60%). Afterward – 3 million shares (100%)												
(vii)	In case of investment in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired.	Not applicable												
(viii)	In case of investment in unlisted securities, fair market value of such securities determined in terms of regulation 6(1).	Re. 0.82 to Rs. 2.21												
(ix)	Break-up value of securities intended to be acquired on the basis of the latest audited financial statement.	Rs. 2.21												
(x)	Earnings per share of the associated company or associated undertaking for the last three years.	<table> <tr> <th colspan="3">Year Ended</th></tr> <tr> <th>2015</th><th>-</th><th>2016</th></tr> <tr> <th>Rs.</th><th></th><th>Rs.</th></tr> <tr> <td>(3.6)</td><td></td><td>(4.2)</td></tr> </table> (SCS was incorporated on December 18, 2014)	Year Ended			2015	-	2016	Rs.		Rs.	(3.6)		(4.2)
Year Ended														
2015	-	2016												
Rs.		Rs.												
(3.6)		(4.2)												
(xi)	Sources of fund from which securities will be acquired.	Internal generation of resources.												
(xii)	Where the securities are intended to be acquired using borrowed funds:	Not applicable.												
	(1) Justification for investment through borrowing; and	-												
	(2) Details of guarantees and assets pledged for obtaining such funds.	-												
(xiii)	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment.	Not applicable.												
(xiv)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, If any, in the associated company or associated undertaking or the transaction	Holding company will have 100% equity interest.												

	under consideration.	
(xv)	Any other important details necessary for the members to understand the transaction; and	None
(xvi)	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information, is required, namely;- (I) Description of the project and its history since conceptualization; (II) Starting and expected dated of completion of work; (III) Time by which such project shall become commercially operational; and (IV) Expected time by which the project shall start paying return on investment.	Not applicable.

The directors in their meeting held on August 25, 2016 signed the undertaking as required under sub regulation 3 of Regulation 3 of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012 and the duly signed recommendations of the due diligence report shall be available for inspection in the 30th Annual General Meeting of the Company scheduled to be held on October 29, 2016.


MUHAMMAD NAEEM
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ix) ELECTRONIC TRANSMISSION OF ANNUAL FINANCIAL STATEMENTS AND NOTICES

ISLAMABAD, Friday 30 September 2016, 27 Zilhaj 1437

**BUSINESS
 RECORDER**

