شفاء انٹرنیشنل ہسپتال اسلام آباد

Shifa International Hospitals Ltd.
Sector : H-8/4, Islamabad - Pakistan
Tel: 051-8463000
Fax : 051-4863182

October 05, 2018

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

Subject: **Notice of 32nd Annual General Meeting**

Dear Sir,

Please find enclosed a copy of the Notice of the 32nd Annual General Meeting of Shifa International Hospitals Limited to be held on October 27, 2018 for circulation amongst your members.

Further, we are also enclosing herewith the copy of Statement of Material Facts U/s 134 (3) of the Companies Act, 2017.

Thanking you,

MUHAMMAD NAEEM
Company Secretary

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Tel: 051-8463000
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NOTICE OF THE 32ND ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the members of Shifa International Hospitals Limited will be held at the registered office (C-O Auditorium) of the Company at Sector H-8/4, Islamabad on Saturday, October 27, 2018 at 1100 hours to transact the following business:

ORDINARY BUSINESS

1- To confirm the minutes of the Extraordinary General Meeting of the Company held on May 28, 2018.

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, 2018 together with the directors' and auditors' report thereon.

3- To approve the payment of cash dividend @ Rs. 4.50 per share for the year ended June 30, 2018 as recommended by the directors.

4- To appoint auditors for the year ending June 30, 2019 and to fix their remuneration. The Audit Committee and the Board of Directors have recommended the name of retiring auditors M/s Grant Thornton Anjum Rahman, Chartered Accountants, to be re-appointed as auditors of the Company.

SPECIAL BUSINESS

5- To consider, and if thought fit, to pass, with or without modification, the following resolutions as special resolutions:

a- "**RESOLVED** that a private limited company under the name and style of "Shifa National Hospital Faisalabad (Pvt.) Limited be incorporated as subsidiary company.

FURTHER RESOLVED that the Company be and is hereby authorized to make investment of upto Rs. 1.6 billion (approx.) in the paid-up capital of the said subsidiary company within 5 years from the date of incorporation.

b- **RESOLVED** that a private limited company under the name and style of "Shifa Medical Center Islamabad (Pvt.) Limited" be incorporated as subsidiary company.

FURTHER RESOLVED that the Company be and is hereby authorized to make investment of upto Rs. 1.4 billion (approx.) in the paid-up capital of the said subsidiary company within 5 years from the date of incorporation.

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c- **RESOLVED** that a private limited company under the name and style of "Shifa Neuro Sciences Institute Islamabad (Pvt.) Limited" be incorporated as subsidiary company.

FURTHER RESOLVED that the Company be and is hereby authorized to make investment of upto Rs. 1.7 billion (approx.) in the paid-up capital of the said subsidiary company within 5 years from the date of incorporation.

FURTHER RESOLVED that the Chief Executive Officer and/or Company Secretary be and is/are hereby authorized singly or jointly to give effect to said resolutions."

Statement of Material Facts u/s 134 (3) of the Companies Act, 2017 is being send to the members with this notice.

By Order of the Board

ISLAMABAD
September 18, 2018

MUHAMMAD NAEEM
Company Secretary

Notes:

i) The share transfer books of the Company will remain closed from October 18, 2018 to October 27, 2018 (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 Wednesday, October 17, 2018 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 with the notice.

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.

شفاء انٹر نیشنل ہسپتال اسلام آباد

Shifa International Hospitals Ltd.
Sector : H-8/4, Islamabad - Pakistan
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v) Pursuant to the directive of the Securities & Exchange Commission of Pakistan, CNIC numbers of members are mandatorily required to be mentioned on dividend warrants. 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.

vi) 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 again advised to provide the particulars relating to their name, folio number, bank account number, 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.

vii) Pursuant to the provision of Finance Act 2018, the rates of Income tax from dividend payment under section 150 of the Income Tax Ordinance, 2001 are as under:

* **For filers - 15 %** * **For non-filers - 20 %**

All members 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) 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, members are requested to please complete the form (earlier dispatched and also enclosed with this notice) to furnish the shareholding ratio, details of themselves as Principal Shareholder and their Joint Holders to the Company's Share Registrar (if not already provided), enabling the Company to compute Withholding Tax of each member accordingly. In the event of non-receipt of the information by October 17, 2018 each member will be assumed to have equal proportion of shares and the tax will be deducted accordingly.

ix) 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 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.

x) Shareholders who wish to receive the hard copy of Financial Statements are requested to fill the standard request form (available on the company's website http://www.shifa.com.pk/wp-content/uploads/2014/05/Request-Form2018.pdf and send it to the Company's registered address.

xi) If the Company receives consent from members holding 10% or more shareholding, residing in geographical location to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility.

In this regard, please fill the following and submit at the registered office of the Company situated at Sector H-8/4, Islamabad at least 10 days prior to the date of Annual General Meeting:

I/We ______________________________ of ______________________ being a member(s) of Shifa International Hospitals Limited, holding _______________ ordinary shares as per registered Folio/CDC Account No. _______________________ hereby opt for video conference facility at ____________________.

_____________________ ____________________

Date **Signature**

MJll

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Sector : H-8/4, Islamabad - Pakistan
Tel: 051-8463000
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STATEMENT OF MATERIAL FACTS U/S 134(3) OF COMPANIES ACT, 2017

a- INVESTMENT IN SUBSIDIARY COMPANY NAMELY SHIFA NATIONAL HOSPITAL FAISALABAD (PRIVATE) LIMITED

The Board of Directors have approved establishment of a subsidiary company under the name and style of "Shifa National Hospital Faisalabad (Private) Limited" which will focus on providing healthcare services at Faisalabad.

Shifa International Hospitals Limited (SIHL) has planned to set up a secondary/tertiary health care hospital at Faisalabad which will provide health care facilities to the people of Faisalabad as well as surrounding areas. We have acquired major portion of the land for the project.

As per requirements of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, following information is provided to the shareholders:-

Sr. #	Description	Information Required
(i)	Name of the associated company or associated undertaking;	Shifa National Hospital Faisalabad (Private) Limited (Proposed).
(ii)	Basis of relationship;	At the time of incorporation, the Proposed Company shall be wholly owned subsidiary company of Shifa International Hospitals Limited. However, later on potential investors shall be identified who shall invest in the 45% of the total equity of the Company where after the Proposed Company shall be the subsidiary company of Shifa International Hospitals Limited owning 55% of the equity.
(iii)	Earnings per share for the last three years;	Not Applicable
(iv)	Break-up value per share, based on latest	Not Applicable

	audited financial statements;	
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements;	Not Applicable
(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely,- (I) description of the project and its history since conceptualization; (II) starting date and expected date of completion of work; (III) time by which such project shall become commercially operational; (IV) expected time by which the project shall start paying return on investment; and (V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts;	Not Applicable
(vii)	Maximum amount of investment to be made;	Rs. 1,584,222,750/- (Rupees one billion five hundred eighty four million two hundred twenty two thousand seven hundred fifty only) in cash and kind in five years. (Total project cost of the Proposed Company is Rs. 4.2 billion (approx.). This cost would be met by the Proposed Company through financing to the tune of Rs. 1.34 billion whereas the remaining Rs. 2.86 billion shall be arranged through equity investment. 55% of the equity investment by SIHL in the Proposed Company would be Rs. 1.6 (approx.) billion whereas the remaining 45% equity investment would be injected by the potential investors).
(viii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To contribute in equity- this shall be a long term investment of the Company. Once the Proposed Company becomes

		a profitable entity, the parent company i.e. SIHL would be benefited by sharing the profits of the subsidiary company alongwith potential investors. Indirectly members of SIHL will earn higher return on their investment as well as increase in their net worth being members of SIHL. The Proposed Company will be managed by staff appointed by SIHL under the management agreement with the proposed subsidiary. This agreement will ensure the same level of quality care being provided at SIHL and for better management of its affairs.
(ix)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- (I) justification for investment through borrowings; (II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis;	Investment shall be made through internal generation of sources / further issue of share capital. Not Applicable Not Applicable Not Applicable
(x)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	Not Applicable
(xi)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	Following will have interest:- i. SIHL will have equity interest and nomination of directors on the Board. ii. Directors, sponsors, majority shareholders and their relatives are not interested in this business except as shareholders of the Company.
(xii)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment	Not Applicable

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	or write offs; and	
(xiii)	Any other important details necessary for the members to understand the transaction;	All material information has been disclosed.
(xiv)	Maximum price at which securities will be acquired;	At par value of Rs. 10/- per share
(xv)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof;	Not Applicable
(xvi)	Maximum number of securities to be acquired;	158,422,275 shares of Rs. 10/- each over a period of five years.
(xvii)	Number of securities and percentage thereof held before and after the proposed investment;	None at present. Afterward - 158.4 million shares (approx.) over a period of five years.
(xviii)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities;	Not Applicable
(xix)	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities.	Not Applicable

The directors in their meeting held on 08-09-2018 signed the recommendations of the due diligence report and the duly signed recommendations of the due diligence report shall be made available for inspection in the 32nd Annual General Meeting of the Company scheduled to be held on October 27, 2018 as required under Regulation 3(3) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.

b- INVESTMENT IN SUBSIDIARY COMPANY NAMELY SHIFA MEDICAL CENTER ISLAMABAD (PRIVATE) LIMITED

The Board of Directors have approved establishment of a subsidiary company under the name and style of "Shifa Medical Center Islamabad (Private) Limited" which will focus on providing healthcare services at Islamabad.

Shifa International Hospitals Limited (SIHL) has planned to set up an OPD, Day Care Surgeries and Diagnostic Services Centre at F-11, Islamabad which will provide health care facilities to the people of F-11 as well as surrounding areas. The land in this regard has already been acquired.

As per requirements of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, following information is provided to the shareholders:-

Sr. #	Description	Information Required
(i)	Name of the associated company or associated undertaking;	Shifa Medical Center Islamabad (Private) Limited (Proposed).
(ii)	Basis of relationship;	At the time of incorporation, the Proposed Company shall be wholly owned subsidiary company of Shifa International Hospitals Limited. However, later on potential investors shall be identified who shall invest in the 45% of the total equity of the Company where after the Proposed Company shall be the subsidiary company of Shifa International Hospitals Limited owning 55% of the equity.
(iii)	Earnings per share for the last three years;	Not Applicable
(iv)	Break-up value per share, based on latest audited financial statements;	Not Applicable
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements;	Not Applicable
(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely,- (I) description of the project and its history since conceptualization; (II) starting date and expected date of completion of work; (III) time by which such project shall become commercially operational; (IV) expected time by which the project shall start paying return on investment; and (V) funds invested or to be invested by the promoters, sponsors, associated company or	Not Applicable

	associated undertaking distinguishing between cash and non-cash amounts;	
(vii)	Maximum amount of investment to be made;	Rs. 1,357,050,750/- (Rupees one billion three hundred fifty seven million fifty thousand seven hundred fifty only) in cash and kind in five years. (Total project cost of the Proposed Company is Rs. 3.5 billion (approx.). This cost would be met by the Proposed Company through financing to the tune of Rs. 1 billion whereas the remaining Rs. 2.5 billion shall be arranged through equity investment. 55% of the equity investment by SIHL in the Proposed Company would be Rs. 1.4 billion (approx.) whereas the remaining 45% equity investment would be injected by the potential investors).
(viii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To contribute in equity- this shall be a long term investment of the Company. Once the Proposed Company becomes a profitable entity, the parent company i.e. SIHL would be benefitted by sharing the profits of the subsidiary Company alongwith potential investors. Indirectly members of SIHL will earn higher return on their investment as well as increase in their net worth being members of SIHL. The Proposed Company will be managed by staff appointed by SIHL under the management agreement with the proposed subsidiary. This agreement will ensure the same level of quality care being provided at SIHL and for better management of its affairs.
(ix)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- (I) justification for investment through borrowings;	Investment shall be made through internal generation of sources / further issue of share capital. Not Applicable

	(II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis;	Not Applicable Not Applicable
(x)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	Not Applicable
(xi)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	Following will have interest:- i. SIHL will have equity interest and nomination of directors on the Board. ii. Directors, sponsors, majority shareholders and their relatives are not interested in this business except as shareholders of the Company.
(xii)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	Not Applicable
(xiii)	Any other important details necessary for the members to understand the transaction;	All material information has been disclosed.
(xiv)	Maximum price at which securities will be acquired;	At par value of Rs. 10/- per share
(xv)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof;	Not Applicable
(xvi)	Maximum number of securities to be acquired;	135,705,075 shares of Rs. 10/- each over a period of five years.
(xvii)	Number of securities and percentage thereof held before and after the proposed investment;	None at present. Afterward – 135.7 million shares (approx.) over a period of five years.
(xviii)	Current and preceding twelve weeks' weighted average market price where	Not Applicable

	investment is proposed to be made in listed securities;	
(xix)	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities.	Not Applicable

c- INVESTMENT IN SUBSIDIARY COMPANY NAMELY SHIFA NEURO SCIENCES INSTITUTE ISLAMABAD (PRIVATE) LIMITED

The Board of Directors have approved establishment of a subsidiary company under the name and style of "Shifa Neuro Sciences Institute Islamabad (Private) Limited" which will focus on providing healthcare services at Islamabad.

Shifa International Hospitals Limited (SIHL) has planned to set up a centre of excellence of neuroscience at H-8, Islamabad which will cater the needs of all over Pakistan related to neurological diseases and disorders. Initially this project will have 100 beds and 10 OPD clinics covering advance areas of neurosciences. We have also acquired the land for the project.

As per requirements of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, following information is provided to the shareholders:-

Sr. #	Description	Information Required
(i)	Name of the associated company or associated undertaking;	Shifa Neuro Sciences Institute Islamabad (Private) Limited (Proposed).
(ii)	Basis of relationship;	At the time of incorporation, the Proposed Company shall be wholly owned subsidiary company of Shifa International Hospitals Limited. However, later on potential investors shall be identified who shall invest in the 45% of the total equity of the Company where after the Proposed Company shall be the subsidiary company of Shifa International Hospitals Limited owning 55% of the equity.
(iii)	Earnings per share for the last three years;	Not Applicable
(iv)	Break-up value per share, based on latest	Not Applicable

	audited financial statements;	
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements;	Not Applicable
(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely,- (I) description of the project and its history since conceptualization; (II) starting date and expected date of completion of work; (III) time by which such project shall become commercially operational; (IV) expected time by which the project shall start paying return on investment; and (V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts;	Not Applicable
(vii)	Maximum amount of investment to be made;	Rs. 1,705,000,000/- (Rupees one billion seven hundred and five million only) in cash and kind in five years. (Total project cost of the Proposed Company is Rs. 4.8 billion (approx.). This cost would be met by the Proposed Company through financing to the tune of Rs. 1.7 billion whereas the remaining Rs. 3.1 billion shall be arranged through equity investment. 55% of the equity investment by SIHL in the Proposed Company would be Rs. 1.7 (approx.) billion whereas the remaining 45% equity investment would be injected by the potential investors).
(viii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To contribute in equity- this shall be a long term investment of the Company. Once the Proposed Company becomes a profitable entity, the parent company i.e. SIHL would be benefitted by

		sharing the profits of the subsidiary company alongwith potential investors. Indirectly members of SIHL will earn higher return on their investment as well as increase in their net worth being members of SIHL. The Proposed Company will be managed by staff appointed by SIHL under the management agreement with the proposed subsidiary. This agreement will ensure the same level of quality care being provided at SIHL and for better management of its affairs.
(ix)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- (I) justification for investment through borrowings; (II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis;	Investment shall be made through internal generation of sources / further issue of share capital. Not Applicable Not Applicable Not Applicable
(x)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	Not Applicable
(xi)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	Following will have interest:- i. SIHL will have equity interest and nomination of directors on the Board. ii. Directors, sponsors, majority shareholders and their relatives are not interested in this business except as shareholders of the Company.
(xii)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	Not Applicable

(xiii)	Any other important details necessary for the members to understand the transaction;	All material information has been disclosed.
(xiv)	Maximum price at which securities will be acquired;	At par value of Rs. 10/- per share
(xv)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof;	Not Applicable
(xvi)	Maximum number of securities to be acquired;	170,500,000 shares of Rs. 10/- each over a period of five years.
(xvii)	Number of securities and percentage thereof held before and after the proposed investment;	None at present. Afterward – 170.5 million shares (approx.) over a period of five years.
(xviii)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities;	Not Applicable
(xix)	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities.	Not Applicable

The directors in their meeting held on 08-09-2018 signed the recommendations of the due diligence report and the duly signed recommendations of the due diligence report shall be made available for inspection in the 32nd Annual General Meeting of the Company scheduled to be held on October 27, 2018 as required under Regulation 3(3) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.

Muhammad Naeem
Company Secretary

BUSINESS RECORDER

Islamabad, Friday 5 October 2018, 24 Muharram 1440

Shifa International Hospitals Ltd.

ISO 9001 Certificate No. 2555

NOTICE OF THE 32nd ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the members of Shifa International Hospitals Limited will be held at the registered office (C-O Auditorium) of the Company at Sector H-8/4, Islamabad on Saturday, October 27, 2018 at 1100 hours to transact the following business:

ORDINARY BUSINESS

1- To confirm the minutes of the Extraordinary General Meeting of the Company held on May 28, 2018.

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, 2018 together with the directors' and auditors' report thereon.

3- To approve the payment of cash dividend @ Rs. 4.50 per share for the year ended June 30, 2018 as recommended by the directors.

4- To appoint auditors for the year ending June 30, 2019 and to fix their remuneration. The Audit Committee and the Board of Directors have recommended the name of retiring auditors M/s Grant Thornton Anjum Rahman, Chartered Accountants, to be re-appointed as auditors of the Company.

SPECIAL BUSINESS

5- To consider, and if thought fit, to pass, with or without modification, the following resolutions as special resolutions:

a- **"RESOLVED** that a private limited company under the name and style of "Shifa National Hospital Faisalabad (Pvt.) Limited be incorporated as subsidiary company.

FURTHER RESOLVED that the Company be and is hereby authorized to make investment of upto Rs. 1.6 billion (approx.) in the paid-up capital of the said subsidiary company within 5 years from the date of incorporation.

b- **RESOLVED** that a private limited company under the name and style of "Shifa Medical Center Islamabad (Pvt.) Limited" be incorporated as subsidiary company.

FURTHER RESOLVED that the Company be and is hereby authorized to make investment of upto Rs. 1.4 billion (approx.) in the paid-up capital of the said subsidiary company within 5 years from the date of incorporation.

c- **RESOLVED** that a private limited company under the name and style of "Shifa Neuro Sciences Institute Islamabad (Pvt.) Limited" be incorporated as subsidiary company.

FURTHER RESOLVED that the Company be and is hereby authorized to make investment of upto Rs. 1.7 billion (approx.) in the paid-up capital of the said subsidiary company within 5 years from the date of incorporation.

FURTHER RESOLVED that the Chief Executive Officer and/or Company Secretary be and is/are hereby authorized singly or jointly to give effect to said resolutions."

Statement of Material Facts u/s 134 (3) of the Companies Act, 2017 is being sent to the members with this notice.

By Order of the Board

ISLAMABAD
September 18, 2018

MUHAMMAD NAEEM
Company Secretary

Notes:

i) The share transfer books of the Company will remain closed from October 18, 2018 to October 27, 2018 (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 Wednesday, October 17, 2018 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 with the notice.

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

vi) 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 again advised to provide the particulars relating to their name, folio number, bank account number, 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.

vii) Pursuant to the provision of Finance Act 2018, the rates of Income tax from dividend payment under section 150 of the Income Tax Ordinance, 2001 are as under:

- For filers - 15 %
- For non-filers -20 %

All members 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) 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, members are requested to please complete the form (earlier dispatched and also enclosed with this notice) to furnish the shareholding ratio, details of themselves as Principal Shareholder and their Joint Holders to the Company's Share Registrar (if not already provided), enabling the Company to compute Withholding Tax of each member accordingly. In the event of non-receipt of the information by October 17, 2018 each member will be assumed to have equal proportion of shares and the tax will be deducted accordingly.

ix) 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 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.

x) Shareholders who wish to receive the hard copy of Financial Statements are requested to fill the standard request form (available on the company's website http://www.shifa.com.pk/wp-content/uploads/2014/05/Request-Form2018.pdf and send it to the Company's registered address.

xi) If the Company receives consent from members holding 10% or more shareholding, residing in geographical location to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility.

In this regard, please fill the following and submit at the registered office of the Company situated at Sector H-8/4, Islamabad at least 10 days prior to the date of Annual General Meeting:

I/We ________________ of ________________ being a member(s) of Shifa International Hospitals Limited, holding ________________ ordinary shares as per registered Folio/CDC Account No. ________________ hereby opt for video conference facility at ________________.

Date ________________

Signature ________________

DAILY EXPRESS

FRIDAY, OCTOBER 05, 2018

روزنامہ ایکسپریس اسلام آباد

پاکستان کے 11 شہروں سے بیک وقت شائع ہونے والا واحد اخبار

شفا انٹرنیشنل ہسپتال لمیٹڈ

ISO 9001 Certificate No. 2555

UKAS

نوٹس برائے 32 واں سالانہ اجلاس عام

بذریعہ نوٹس مطلع کیا جاتا ہے کہ شفا انٹرنیشنل ہسپتال لمیٹڈ کے ممبران کا 32 واں سالانہ اجلاس عام کمپنی کے رجسٹرڈ آفس (C-0 آڈیٹوریم) واقع سیکٹر H-8/4، اسلام آباد میں بروز ہفتہ 27 اکتوبر 2018 دن 11:00 بجے درج ذیل معاملات کے سلسلے میں منعقد ہوگا:

عام کاروبار:

1۔ 28 مئی 2018 کو منعقد کئے گئے کمپنی کے غیر معمولی اجلاس عام کے منٹس کی توثیق کرنا۔

2۔ ڈائریکٹرز اور آڈیٹرز کی رپورٹ کے ساتھ اختتامی سال 30 جون 2018 کمپنی اور اس کے ذیلی ادارے کے سالانہ آڈٹ شدہ اکاؤنٹس اور مجموعی آڈٹ شدہ اکاؤنٹس کی وصولی، غور وخوض اور عمل درآمد کرنا۔

3۔ اختتامی سال 30 جون 2018 کیلئے ڈائریکٹرز کے سفارش کردہ 4.50 روپے فی شیئر کے حتمی نقد منافع کی ادائیگی کی منظوری دینا۔

4۔ اختتامی سال 30 جون 2019 کے لئے آڈیٹرز کی تقرری اور ان کے معاوضہ کی منظوری دینا۔ آڈٹ کمیٹی اور بورڈ آف ڈائریکٹرز نے کمپنی کے دستبردار ہونے والے آڈیٹرز میسرز گرانٹ تھارنٹن انجم رحمان، چارٹرڈ اکاؤنٹنٹس کا نام بطور آڈیٹر دوبارہ تعینات کرنے کی سفارش کی ہے۔

خاص کاروبار:

5۔ اگر موزوں سمجھا جائے تو درج ذیل قراردادوں کو زیر غور لاتے ہوئے خاص قراردادوں کے طور پر منظور کیا جائے:

a- "طے پایا کہ شفا انٹرنیشنل ہسپتال فیصل آباد (پرائیویٹ) لمیٹڈ کی طرز اور نام کے تحت ایک پرائیویٹ لمیٹڈ کمپنی، ذیلی کمپنی کے طور پر تشکیل دی جائے۔
مزید طے پایا کہ کمپنی اس ذیلی کمپنی کے قائم ہونے کے 5 سال کے اندر اندر اس کے ادا شدہ سرمائے میں تقریباً 1.6 بلین روپے تک کی سرمایہ کاری کرنے کی کی مجاز ہے۔

b- طے پایا کہ شفا میڈیکل سینٹر اسلام آباد (پرائیویٹ) لمیٹڈ کی طرز اور نام کے تحت ایک پرائیویٹ لمیٹڈ کمپنی، ذیلی کمپنی کے طور پر تشکیل دی جائے۔
مزید طے پایا کہ کمپنی اس ذیلی کمپنی کے قائم ہونے کے 5 سال کے اندر اندر اس کے ادا شدہ سرمائے میں تقریباً 1.4 بلین روپے تک کی سرمایہ کاری کرنے کی مجاز ہے۔

c- طے پایا کہ شفا نیورو سائنسز انسٹی ٹیوٹ اسلام آباد (پرائیویٹ) لمیٹڈ کی طرز اور نام کے تحت ایک پرائیویٹ لمیٹڈ کمپنی، ذیلی کمپنی کے طور پر تشکیل دی جائے۔
مزید طے پایا کہ کمپنی اس ذیلی کمپنی کے قائم ہونے کے 5 سال کے اندر اندر اس کے ادا شدہ سرمائے میں تقریباً 1.7 بلین روپے تک کی سرمایہ کاری کرنے کی مجاز ہے۔

مزید طے پایا کہ چیف ایگزیکٹو آفیسر اور/یا کمپنی سیکرٹری اس بات کے مجاز ہیں کہ وہ انفرادی یا مشترکہ طور پر ان قراردادوں کو موثر بنائیں۔

کمپنیز ایکٹ، 2017 کے سیکشن (3)134 کے تحت سٹیٹمنٹ آف مٹیریل فیکٹس اس نوٹس کے ساتھ شیئر ہولڈرز کو بھجوا دیا گیا ہے۔

بحکم بورڈ

محمد نعیم
کمپنی سیکریٹری

اسلام آباد
18 ستمبر 2018

نوٹس:

i) کمپنی کے شیئر ٹرانسفر کھاتے 18 اکتوبر 2018 سے 27 اکتوبر 2018 (بشمول دونوں دن) بند رہیں گے۔ اس مدت کے دوران کوئی بھی ٹرانسفر، رجسٹریشن کیلئے قبول نہیں ہوگی۔ 17 اکتوبر 2018 بروز بدھ کو کاروبار کے اختتام تک کمپنی کے شیئر رجسٹرار آفس یعنی میسرز کارپ لنک (پرائیویٹ) لمیٹڈ، ونگز آرکیڈ، K-1، کمرشل، ماڈل ٹاؤن لاہور کو موصول ہونے والی ٹرانسفر کو منافع کیلئے ادائیگی کی غرض سے بروقت تصور کیا جائے گا۔

ii) ایک ممبر جو اس اجلاس میں شرکت اور ووٹ کا حقدار ہے، اس طرح وہ حقدار ہے کہ وہ دوسرے ممبر کو اپنی پراکسی مقرر کر سکے تاکہ وہ اس کی جگہ اجلاس میں شرکت اور ووٹ استعمال کر سکے۔ پراکسی موثر ہونے کیلئے اجلاس سے کم از کم 48 گھنٹے پہلے کمپنی کے رجسٹرار آفس واقع سیکٹر H-8/4، اسلام آباد میں وصول ہو جانی چاہئیں۔ پراکسی فارم نوٹس کے ساتھ منسلک ہے۔

iii) ممبران سے درخواست کی جاتی ہے کہ وہ اپنے رجسٹرڈ پتہ میں تبدیلی سے فوراً مطلع کریں۔

iv) سی ڈی سی ممبران، جو کہ اس اجلاس میں شرکت اور ووٹنگ کے حقدار ہیں، اپنا اصلی قومی شناختی کارڈ یا پاسپورٹ، شریک آئی ڈی نمبر اور اکاؤنٹ نمبر لازمی ساتھ لائیں تاکہ وہ اپنی شناخت کروا سکیں۔ پراکسی کی صورت میں سی ڈی سی ممبران کی تصدیق شدہ قومی شناختی کارڈ یا پاسپورٹ کی کاپی لازمی منسلک ہو۔ کارپوریٹ ممبران کے نمائندگان معمول کے دستاویزات ہمراہ لائیں جو اس مقصد کیلئے ضروری ہوتے ہیں۔

v) سکیورٹیز اور ایکسچینج کمیشن آف پاکستان کی ہدایات کی روشنی میں ممبران کا کمپیوٹرائزڈ قومی شناختی کارڈ نمبر، ڈیویڈنڈ وارنٹس پر لکھنا لازمی ہے۔ لہذا ممبران سے گزارش ہے کہ وہ موثر شناختی کارڈ کی ایک کاپی (اگر پہلے سے فراہم نہیں کی گئی ہے تو) کمپنی شیئر رجسٹرار، میسرز کارپ لنک (پرائیویٹ) لمیٹڈ میں جمع کرائیں۔

vi) کمپنی اپنے ممبران کو مطلع کرنا چاہتی ہے کمپنیز ایکٹ 2017 اور سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کی طرف سے جاری کردہ سرکلر 18/2017 کے سیکشن 242 کے مطابق، لسٹڈ کمپنی کی طرف سے اعلان شدہ نقد منافع کی ادائیگی ممبران کو منافع وارنٹ کے ذریعے موصول ہونے کی بجائے صرف الیکٹرانک طریقہ کار کے ذریعہ ان کے نامزد متعلقہ بینک اکاؤنٹ نمبر میں براہ راست ادا کی جائے گی۔ اس سلسلے میں ممبران کو دوبارہ نصیحت کی جاتی ہے کہ وہ اپنے نام، فولیو نمبر، بینک اکاؤنٹ نمبر، اکاؤنٹ ٹائٹل اور بینک کا مکمل پتہ تفصیل کے ساتھ (اگر پہلے سے فراہم نہیں کی گئی ہے تو) کمپنی شیئر رجسٹرار کو جمع کروائیں۔ سی ڈی سی اکاؤنٹ ہولڈر اپنی درخواست براہ راست اپنے بروکر (شریک)/سی ڈی سی کو جمع کرائیں۔

vii) فنانشل ایکٹ 2018 کے مطابق، انکم ٹیکس آرڈیننس، 2001 کے سیکشن نمبر 150 کے تحت منافع کی ادائیگی سے انکم ٹیکس کی کٹوتی کے ریٹس درج ذیل ہے:

- فائلرز کیلئے 15%
- نان فائلرز کیلئے 20%

تمام ممبران سے درخواست ہے کہ ان کی کمپیوٹرائزڈ قومی شناختی کارڈ اور NTN کی کاپی شیئر رجسٹرار کے پاس موجود ہو۔ مزید برآں یہ نوٹ فرمالیں کہ کمپیوٹرائزڈ قومی شناختی کارڈ اور NTN کی کاپی کی عدم دستیابی کی صورت میں شیئر رجسٹرار ان کی حیثیت کی جانچ پڑتال نہیں کر پائے گا اور مجبور ہوگا کہ ان کیلئے نان فائلرز کے ٹیکس ریٹس لاگو کرے۔

viii) ممبران سے درخواست ہے کہ وہ متعلقہ فارم (پہلے سے ارسال شدہ اور اس نوٹس کے ساتھ منسلک شدہ) کمپنی شیئر رجسٹرار کو بھجوائیں (اگر پہلے سے فراہم نہیں کیا گیا تو)، جس میں وہ شیئر ہولڈنگ تناسب اپنی بطور پرنسپل شیئر ہولڈر اور جوائنٹ ہولڈرز کی تفصیل پیش کریں تاکہ اسی تناسب سے ہر ممبر کے انفرادی ود ہولڈنگ ٹیکس کا تعین کیا جا سکے۔ تاکہ کمپنی نگراں ادارے کی جانب سے دی گئی ہدایات کے مطابق جوائنٹ اکاؤنٹ ہولڈر/ہولڈرز (جہاں پرنسپل شیئر ہولڈر کی جانب سے شیئر ہولڈنگ تعین نہیں کیا گیا) شیئر ہولڈنگ کے تناسب کا تعین کر سکے تاکہ کمپنی کے منافع سے ود ہولڈنگ ٹیکس کی وصولی کی جا سکے۔
17 اکتوبر 2018 تک تفصیلات کی عدم دستیابی کی صورت میں ہر ممبر کا شیئر میں برابر کا حق تصور کیا جائیگا اور اسی تناسب سے ٹیکس کی کٹوتی کی جائے گی۔

ix) سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کی نوٹیفکیشن نمبر SRO.787(1)/2014 بتاریخ 8 ستمبر 2014 کے مطابق یہ ہدایات دی گئی ہیں کہ کمپنی کے ممبران کو سالانہ فنانشل سٹیٹمنٹس اور نوٹسز بذریعہ الیکٹرانک میل سسٹم (ای میل) کی سہولت فراہم کی جائے۔ ہمیں اپنے ممبران کو اس سہولت کی پیشکش کرتے ہوئے خوشی محسوس ہو رہی ہے جو آئندہ ای میل کے ذریعے سالانہ فنانشل سٹیٹمنٹس وصول کرنا چاہتے ہوں۔ چنانچہ ممبران سے درخواست ہے کہ وہ اپنی رضامندی مقررہ درخواست فارم کے ذریعے جو کہ کمپنی کی ویب سائٹ http://www.shifa.com.pk/files/finst/Financial-Statments-Request-form.pdf پر دستیاب ہے، دستخط کر کے کمپیوٹرائزڈ قومی شناختی کارڈ/PoA کی کاپی، کمپنی رجسٹرار کو ارسال کریں۔

x) وہ شیئر ہولڈرز جو کمپنی کی فنانشل سٹیٹمنٹس ٹھوس حالت میں موصول کرنا چاہتے ہیں ان سے درخواست ہے کہ مقررہ درخواست فارم (کمپنی کی ویب سائٹ https://www.shifa.com.pk/wpcontent/uploads/2014/05/Request-Form-2018.pdf پر دستیاب ہے) پُر کریں اور کمپنی کے رجسٹرڈ پتہ پر ارسال کریں۔

xi) اگر کمپنی کو اجلاس کی تاریخ سے کم از کم 10 دن پہلے ویڈیو کانفرنس کے ذریعے اجلاس میں شرکت کرنے کے لئے کسی جغرافیائی محل وقوع میں رہنے والے 10 فیصد یا اس سے زائد شیئر ہولڈنگ والے ارکان کی طرف سے درخواست موصول ہوتی ہے تو کمپنی ویڈیو کانفرنس کی سہولت کا بندوبست کرے گی۔ اس سلسلے میں، مندرجہ ذیل فارم پُر کریں اور سالانہ اجلاس عام کی تاریخ کے کم از کم 10 دن پہلے کمپنی کے رجسٹرڈ دفتر واقع H-8/4، اسلام آباد میں جمع کرائیں۔

میں/ہم ---------- ساکن ---------- شفا انٹرنیشنل ہسپتال لمیٹڈ کے رُکن کی حیثیت سے ---------- عام حصص کا مالک بمطابق رجسٹرڈ فولیو نمبر/سی ڈی سی اکاؤنٹ نمبر ---------- ویڈیو کانفرنس کی سہولت بمقام ---------- منعقد کرانے کا انتخاب کرتا/کرتی/کرتے ہیں۔

---------- دستخط

---------- تاریخ