

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of IBL HealthCare Limited will be held on Thursday, June 08, 2023 at 04:00 p.m. through video link facility to transact the following business;

ORDINARY BUSINESS

1. To confirm the minutes of annual general meeting held on October 28, 2022.
2. To elect seven (7) directors of the company as fixed by the Board of Directors in accordance with Section 159 (2) of the Companies Act, 2017 for a term of three (3) years in place of following retiring directors who are eligible for re-election.

1. Ms. Ameena Saiyid	2. Mr. Munis Abdullah
3. Mr. S. Nadeem Ahmed	3. Mr. Mufti Zia ul Islam
5. Mr. Zubair Palwala	6. Mr. Mobeen Alam
7. Mr. Shuja Malik	

SPECIAL BUSINESS

Ordinary Resolution:

3. To sought approval of members to circulate the annual audited financial statements through QR enabled Code & weblink as required by notification issued by SECP through S.R.O. 389 (I) 2023 dated March 21, 2023.

Special Resolution:

4. To consider the increase of authorized share capital of the Company from Rs. 750,000,000 to Rs. 1,050,000,000 divided into 105,000,000 ordinary shares of Rs. 10/- each and to consider and if thought fit to pass the following resolution as special resolution.

RESOLVED that the authorized share capital of the Company be and is hereby increased from Rs.750,000,000/- divided into 75,000,000 ordinary shares of Rs.10/- each to Rs.1,050,000,000/- divided into 105,000,000 ordinary shares of Rs.10/- each, by the creation of 30,000,000 additional ordinary shares at nominal value of Rs. 10/- each to rank pari passu in every respect with the existing ordinary shares of the Company.

FURTHER RESOLVED that the Memorandum and Articles of Association of the Company be and are hereby altered for increase in authorized share capital to read as follows:

- Clause V of Memorandum of Association “The authorized capital of the Company is Rs.1,050,000,000/- divided into 105,000,000 ordinary shares of Rs.10/- each.”
- Article 4 of Articles of Association “The authorized capital of the Company is Rs. 1,050,000,000/- divided into 105,000,000 ordinary shares of Rs.10/- each.”

FURTHER RESOLVED that the Company Secretary be and is hereby authorized 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 implementation the aforesaid resolution.”

OTHER BUSINESS

5. To transact any other business of the company with the permission of the Chair.

Statement under Section 134(3) of the Companies Act, 2017 in respect of special business contained in Agenda 2 & 4 is annexed to the notice being sent to the members.

May 18, 2023

By the order of the board
Shariq Zafar
Company Secretary

NOTES:

A. Book closure:

- i. The share transfer books will remain closed from June 02, 2023 to June 08, 2023 (both days inclusive). Transfers in good order, received at the office of Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Shahrah-e-Faisal, Karachi-74400 by close of the business on June 01, 2023 will be treated in time for the purpose of attending & voting at the extraordinary general meeting.

B. Participation in Extraordinary General Meeting through video link facility:

The Company intends to convene the Extra Ordinary General Meeting (EOGM) through video link facility managed from the 3rd Floor, One IBL Center, Plot No. 1, Block 7 & 8, Tipu Sultan Road, Karachi for the safety and well-being of all its stakeholders. Meeting through video link facility is being held in line with Company's austerity cum safety measures in the wake of the current macroeconomic situation & political uncertainty causing law and order situation. For the foregoing reasons, the Company plans to convene the EOGM electronically which, without compromising the safety and well-being of its stakeholders, shall allow accommodation of a large number of members across the country. Shareholders interested in attending the EOGM through video link facility are hereby advised to get themselves registered with the Company by providing the following information through email shariq.zafar@iblhc.com earliest but not later than 48 hours before the time of the EOGM i.e. before 04:00 p.m. on June 08, 2023.

Name of Shareholder	CNIC No.	Folio No./CDC Account No.	No. of shares	Cell No.	Email address

All members/shareholders are entitled to attend, speak, and vote at the extraordinary general meeting. A member/shareholder may appoint a proxy to attend, speak and vote on his/her behalf. The proxy need not be a member of the Company. Proxies to be effective must be received by the Company's Registered Office: 2nd floor, One IBL Centre, Block 7&8, DMCHS, Tipu Sultan Road, off Shahrah-e-Faisal, Karachi not less than 48 hours before the meeting.

Members are requested to intimate any changes in address immediately to Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Shahrah-e-Faisal, Karachi-74400.

Members may exercise their right to vote by means of Postal Ballot i.e. by post or through electronic mode subject to requirements of Section 143-145 of Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations, 2018.

C. Election of Directors

Any member, who seeks to contest election of directors, shall file with the company at its registered office 2nd floor, One IBL Centre, Block 7&8, DMCHS, Tipu Sultan Road, off Shahrah-e-Faisal, Karachi not later than fourteen (14) days before the date of the aforementioned meeting.

- i. Notice of his/her intention to offer himself/herself for the election of directors together with consent on Form-28 as prescribed by the Companies Act 2017.
- ii. Details of other Directorship(s) and office(s) held.
- iii. A declaration to the effect that he/she is aware of duties and powers of Directors under the relevant laws and the Rule Book of Pakistan Stock Exchange and that he/she meets the requirements/criteria of appointment as independent director under Code of Corporate Governance (CCG) 2019 & section 166 of the Companies Act 2017.
- iv. A declaration in respect of being compliant with the requirements of CCG 2019 and eligibility criteria as set out in Companies Act, 2017 to act as director of listed company.
- v. An attested valid copy of Computerized National Identity Card.

D. Request for Video conference facility:

In term of SECP's Circular No. 10 of 2014 dated May 21, 2014 read with the provisions contained under section 134(1)(b) of the Act, if the Company receives request /demand from members holding in aggregate 10% or more shareholding residing at a 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 that city, subject to availability of such facility in that city.

<p>I/We, _____ of _____ being a member of the IBL HealthCare Limited, holder of _____ ordinary shares as per registered folio # _____ hereby opt for video conference facility at _____</p> <p style="text-align: right; margin-top: 20px;">_____ Signature of Member (s)</p>

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Item No.2

Pursuant to the requirements of Section 166(3) of the Companies Act, 2017, independent directors will be elected through the process election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down under section 166(2) of the Act.

No Directors have direct or indirect interest in the above said business other than as shareholders of the Company and that they are eligible to contest the election or directorship.

Item No.4

The amendment in Memorandum and Articles of Association of the Company is proposed to enhance the authorized capital of the Company by Rs.300 million. The enhancement of authorized capital will enable the Company to further issue share capital in future.

The Directors have no interest, directly or indirectly, in alteration of the Memorandum and Articles of Association of the Company, except that they are shareholders/directors in the Company.