

IBL HealthCare

A **SEARLE** Subsidiary

IBL HealthCare Limited
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Notice of Annual General Meeting

Notice is hereby given that the 17th annual general meeting of IBL HealthCare Limited will be held on Friday, October 24, 2014, at 05:00 p.m. at the Institute of Chartered Accountants of Pakistan, Clifton, Karachi, to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the last general meeting held on June 03, 2014.
2. To receive, consider and adopt the audited financial statements for the year ended June 30, 2014 together with the directors' and auditors' reports thereon.
3. To consider and approve final cash dividend for the year ended June 30, 2014, at the rate of Re.1.00 per share, equivalent to 10%.
4. To consider the appointment of external auditors for the year ending June 30, 2015 and to fix their remuneration. The present auditors, Grant Thornton Anjum Asim Shahid Rehman, Chartered Accountants being eligible, have offered themselves for re-appointment.

SPECIAL BUSINESS

5. To approve the issue of bonus shares in the ratio of thirty shares for every hundred shares held i.e. 30% as recommended by the Board of Directors and, if thought appropriate, to pass with or without modification(s) the following resolutions as ordinary resolution:

"RESOLVED that a sum of Rs.69,000,000/- out of the un-appropriated profits of the Company be capitalized and applied towards the issue of 6,900,000 ordinary shares of Rs.10/- each and allotted as fully paid bonus shares to the members who are registered in the books of the Company as at the close of business on October 17, 2014, in the proportion of thirty shares for every hundred ordinary shares held and that such new shares shall rank pari passu with the existing ordinary shares but shall not be eligible for the cash dividend declared for the year ended June 30, 2014.

FURTHER RESOLVED that in the event of any member becoming entitled to a fraction of a share, the Directors be and are hereby authorised to consolidate all such fractions and sell the shares so constituted on the Stock Market and to pay the proceeds of the sale when realized to a recognized charitable institution as may be selected by the Directors of the Company.

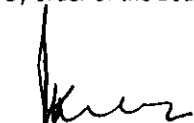
FURTHER RESOLVED that the Company Secretary be and is hereby authorized to take all necessary actions on behalf of the Company for allotment and distribution of the said bonus shares as he think fit."

OTHER BUSINESS

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

Karachi
October 2, 2014

By order of the Board



Muhammad Tariq
Company Secretary

A statement as required by section 160 (1) (b) of the Companies Ordinance 1984 in respect of the special business is being sent to the Members, along with a copy of this notice.

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

Item 5

The Directors of the Company are of the view that the Company's financial position justifies issuance of bonus shares in the ratio of thirty shares for every hundred shares held.

The Directors are interested in the business to the extent of the entitlement of bonus shares as shareholders.

Notes:

1. Share Transfer Books will be closed from October 18, 2014 to October 24, 2014 (both days inclusive).
2. 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. Proxies in order to be effective must be duly signed, witnessed and deposited at the registered office of the Company not less than 48 hours before the time of the meeting.
3. CDC account holders will have to follow the under mentioned guidelines as laid down in Circular # 1 dated January 26, 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.
 - 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.
4. In accordance with the notification of the Securities and Exchange Commission of Pakistan, 831 (I) 2012 dated 5 July 2012 dividend, warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members. Accordingly, members who have not yet submitted copy of their valid CNIC / NTN (in case of corporate entities) are requested to submit the same to the Company, with members' folio no. mentioned thereon, before book closure date. It may kindly be noted that in case of non-receipt of the copy of valid CNIC, the Company would be constrained to withhold dispatch of dividend warrants.
5. In pursuance of Finance Act 2014, the withholding tax rates have been revised and it has been directed that all non-filers of income tax return will be taxed @ 15%. However, the regular filers of income tax return will continue to be taxed @ 10%.

Shareholders are therefore requested to send the information related to their National Tax Number along with documentary evidence of the latest e-filed tax return, in case their name is not appearing in the active tax payer list available at, and updated by Federal Board of Revenue (FBR) from time to time, at FBR website <http://www.fbr.com.gov.pk>.

In this connection, if we do not receive response along with documentary evidence by October 17, 2014, we will have no option but to deduct 15% withholding tax from dividend of shareholder, not complying with this requirement.

6. 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 Shakra-e-Faisal, Karachi-74400.

Consent for video conference facility

Members can also avail video conference facility in {name of cities where facility can be provided keeping in view geographical dispersal of members}. In this regard, please fill the following and submit to registered office of the Company at least ten (10) days before the date of holding of annual general meeting.

If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video conference facility at least five (5) days before the date of annual general meeting along with complete information necessary to enable them to access such facility.

I / We _____ of _____, being a member of IBL HealthCare Limited, holder of _____ ordinary share(s) as per register folio no. _____ hereby opt for video conference facility at _____.

Signature of member