

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, January 14, 2015 at 03:00 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 annual general meeting held on October 24, 2014.

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.100 million in International Brands Limited, an associated company, at an agreed return of KIBOR plus one 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.

3. **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 acquisition of a piece of land measuring 0.46 acre for Rs.70 million from IBL Operations (Pvt.) Limited, an associated company.

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

4. 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: December 24, 2014

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 23% holding plus significant influence and control due to common directorship.
ii)	Purpose, benefits and period of investment	Investment in International Brands Limited to reap the benefits in long term.
iii)	Maximum amount of investment	Up to Rs.100 million
iv)	Rate of Profit to be charged	KIBOR + 1%
v)	Collateral / Security	Unsecured
vi)	Sources of Funds	Excess funds available for investment.
vii)	Repayment Schedule	Long Term Investment
viii)	Nature of Investment	Long Term Investment
xiii)	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.

Item 3

i)	Name of the associated company along with criteria based on which the associated relationship is established	IBL Operations (Pvt.) Limited , having significant influence and control due to common directorship.
ii)	Purpose and benefits of acquisition of land	For construction of company's own warehouse.
iii)	Value of land	Rs.70 million
vi)	Sources of Funds	Own sources.
vii)	Repayment Schedule	N/A
viii)	Nature of transaction	Acquisition of 0.46 acre of land.
xiii)	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 land transaction in IBL Operations (Pvt.) Limited, except that they are shareholders/directors in the Company.

Notes:

- i) The share transfer books of the Company will remain closed from January 08, 2014 to January 14, 2015 (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 Shakra-e-Faisal, Karachi-74400.