



شفا انٹرنیشنل ہسپتال اسلام آباد

Shifa International Hospitals Ltd.

Sector : H-8/4, Islamabad - Pakistan

Tel : 051-8463000

Fax : 051-4863182

NOTICE OF THE 38TH ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting (AGM) of the members of Shifa International Hospitals Limited (the “**Company**”) will be held at the Company’s registered office (C-0 Auditorium) situated at Sector H-8/4, Islamabad, which may also be attended through video-link (Zoom Application) on Monday, October 28, 2024 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 June 15, 2024.
2. To receive, consider and adopt the Audited Financial Statements (consolidated and unconsolidated) of the Company for the year ended June 30, 2024 together with the Directors’ and Auditors’ Report thereon.
3. To consider, approve and authorise the payment of final cash dividend of 25% i.e. Rs. 2.5 per share of Rs. 10/- each, as recommended by the Board of Directors in addition to the interim dividend of 15% i.e. Rs. 1.50 per share already paid to the shareholders thus making a total of 40% i.e. Rs. 4.00 per share for the year ended June 30, 2024.
4. To appoint auditors for the year ending June 30, 2025 and to fix their remuneration.

By Order of the Board

Islamabad
October 02, 2024

MUHAMMAD NAEEM
Company Secretary

NOTES:

i) Participation in the Annual General Meeting (AGM) through video link

In order to attend the AGM through electronic facility, shareholders are requested to get themselves registered by providing the requisite details at their earliest but not later than 48 hours before the time of the AGM (i.e. by 1100 hours on October 26, 2024) through e-mail to be sent at muhammd.naeem@shifa.com.pk

Shareholders are advised to provide the following particulars, along with the scanned copy of their CNIC and that of their proxies, if so appointed. Moreover, in the case of a corporate member, the scanned copy of the resolution of the Board of Directors/Power of Attorney with a specimen signature of the nominee must also be provided.

Name of Shareholder*	CNIC No.	Folio No./ CDC Account No.	Mobile No.**	Email Address**

**Where applicable please also give the above particulars of the proxy-holder or nominee of the shareholder*

***Shareholders are requested to provide their active mobile number and email address to ensure timely communication.*

Members who are registered on or before October 26, 2024, after the necessary verification, will be provided a Zoom video-link by the Company via return email. The login facility will be opened on the date of AGM from 1055 hours till the end of the meeting.

ii) Closure of Share Transfer Books

The share transfer books of the Company will remain closed from October 19, 2024 to October 28, 2024 (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, Wings Arcade, 1-K, Commercial, Model Town, Lahore, by the close of business on October 18, 2024 will be considered as being in time for the purpose to attend and vote at the meeting.

iii) Appointment of Proxy

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.

CDC Account holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

Guidelines for Central Depository Company of Pakistan ('CDC') Investor Account Holders

For appointing proxies

- a. In case of individuals, the account holders or sub account holders whose registration details are uploaded as per regulations, shall submit the proxy form as per the above requirements. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the proxy form. Copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- b. In case of corporate entities, the Board of Directors' resolution/ power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted (unless it has not been provided earlier) along with proxy form to the Company.

iv) Payment of dividend through bank account of the shareholder

Pursuant to the requirement of Section 242 of the Companies Act, 2017, shareholders are MANDATORILY required to provide their International Bank Account Number (IBAN) to receive their cash dividend directly in their bank accounts instead of dividend warrants. In this regard and in pursuance of the directives of the SECP vide Circular No. 18 of 2017 dated August 01, 2017, shareholders are requested to submit their written request (if not already provided) to the Company's registered address, giving particulars of their bank account. In the absence of shareholder's valid bank account details by October 18, 2024, the Company will be constrained to withhold dividend of such members.

CDC account holders are requested to submit their mandate instruction to the relevant member stock exchange or to CDC if maintaining CDC investor account.

v) **Submission of computerized national identity card (CNIC) / National Tax Number (NTN) for payment of Final Cash Dividend**

Pursuant to the directive of the Securities & Exchange Commission of Pakistan, CNIC numbers of members are mandatorily required for the payment of dividend. Members are, therefore, requested to submit a copy of their CNIC and/or NTN (if not already provided) to the Company to its registered address/ Share Registrar.

Shareholders maintaining their shareholdings under Central Depository System (CDS) are requested to submit the above information directly to relevant Participant/CDC Investor Account Service.

vi) **Confirmation of "Filer" Status for Income Tax Withholding on Cash Dividend**

For cash dividend, the rates of deduction of income tax, under section 150 of the Income Tax Ordinance, 2001 are as follows:

a.	Rate of tax deduction for filer of income tax returns	15%
b.	Rate of tax deduction for non-filer of income tax returns	30%

The FBR vide its clarification letter No. I (54) Exp/2014-132872-R of 25 September, 2014 has clarified that holders of shares held in joint names or joint accounts will be treated individually as filers or non-filers and tax will be deducted according to the proportionate holding of each shareholder. Joint shareholders should intimate the proportion of their respective joint holding to the share registrar latest by October 18, 2024, in the following form:

CDC Account Number	Folio No.	Total Shares	Principle Shareholder		Joint Shareholder	
			Name & CNIC	Shareholding Proportion	Name & CNIC	Shareholding Proportion

If no notification is received, each joint holder shall be assumed to have an equal number of shares.

The CNIC number / NTN detail is now mandatory and is required for checking the tax status as per the Active Taxpayers List (ATL) issued by the Federal Board of Revenue (FBR) from time to time.

vii) **Exemption from deduction of Income Tax / Zakat**

Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate are requested to submit a valid tax withholding

exemption certificate or necessary documentary evidence for this purpose. Members desiring non-deduction of zakat are also requested to submit a valid declaration for non-deduction of zakat.

CDC account holders are requested to submit their declaration for non-deduction of zakat to the relevant member stock exchange or to CDC if maintaining CDC investor account.

viii) Unclaimed Dividend/ shares U/s 244 of the Companies Act, 2017

As per the provisions of Section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Company which have remained unclaimed/unpaid for a period of three years from the date on which it was due and payable, are required to be deposited with the SECP for the credit of Federal Government after issuance of notices to the shareholders to file their claim. Shareholders are requested to ensure that their claims for unclaimed dividend and shares are lodged promptly. In case no claim is lodged, the Company shall proceed to deposit the unclaimed/unpaid amount and shares with the Federal Government pursuant to the provision under Section 244(2) of the Companies Act, 2017 as and when notified by the SECP.

ix) Transmission of Audited Financial Statements/Notices:

Members are hereby informed that Securities and Exchange Commission of Pakistan (SECP) vide SRO 389(I)/2023 dated March 21, 2023 has allowed Companies for transmission of the annual balance sheet, profit and loss account, auditor's report and directors' report, etc. (annual audited financial statements or the annual report) to the members/ shareholders through QR-enabled code and web-link, instead of transmitting the same through CD/ DVD/USB, the same was approved by the shareholders in Company's Annual General Meeting held on October 27, 2023.

The Annual Audited Financial Statements/ Annual Report and the Notice of Annual General Meeting for the year ended June 30, 2024, have been placed on the Company's Website, which can be accessed/downloaded from the following link and QR code:

website: <https://www.shifa.com.pk/annual-report/>



The Annual Audited Financial Statements / Annual Report along with the Notice of Annual General Meeting are being emailed to the members having opted to receive such communication in electronic format. Other members who wish to receive the Annual Report 2024 in electronic form are requested to fill the standard request form (available on the Company's website <https://www.shifa.com.pk/wp-content/uploads/2014/05/Request-Form-2018.pdf>) and send it to the Company's registered address.

For printed copy of the Annual Report of the Company any member can send request on a standard request form which is available at Company's website (<https://www.shifa.com.pk/wp-content/uploads/2019/12/Financial-Statements-Request-Form.pdf>) duly signed along with copy of CNIC/PoA to the Company's Share Registrar

Members are also requested to intimate any change in their registered email addresses in a timely manner, to ensure effective communication by the Company

x) Change of Address

Members are requested to notify any change in their registered addresses immediately.

xi) Video Conference Facility

In accordance with Section 132(2) of the Companies Act, 2017 if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location, other than the registered office of the Company, to participate in the meeting through video conference at least 7 days prior to the date of AGM, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

To avail this facility please submit such request to the Company Secretary at:

Shifa International Hospitals Limited, Sector H-8/4, Islamabad.

xii) Statutory Code of Conduct at AGM

Section 215 of the Companies Act, 2017 and Regulation 55 of the Companies Regulations 2024, state the Code of Conduct of Shareholders, as follows:

Shareholders are not permitted to exert influence or approach the management directly for decisions which may lead to creation of hurdles in the smooth functioning of management. The law states that Shareholders shall not bring

material that may cause threat to participants or premises where the AGM is being held, confine themselves to the agenda items covered in the notice of AGM and shall not conduct themselves in a manner to disclose any political affiliation or offend religious susceptibility of other members. Additionally, the Company is not permitted to distribute gifts in any form to its shareholders in its meetings as per Section 185 of Companies Act, 2017.

xiii) Deposit of Physical Shares into Central Depository

Pursuant to Section 72 of the Companies Act, 2017 and directive issued by SECP vide its letter No. CSD/ED/Misc./2016-639-640 dated March 26, 2021, every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP, within a period not exceeding four years from the commencement of the Act i.e. May 30, 2017.

In view of the aforesaid requirement, the shareholders having physical shares are requested to open their CDC sub-account with any of the brokers or investors account directly with CDC to convert their physical shares into book entry form as soon as possible.

For any query/information, the shareholders may contact the Company and/or the Share Registrar at the following addresses/contact numbers:

Company's Registered Office

M/s Shifa International Hospitals Limited
Pitras Bukhari Road, Sector H-8/4,
Islamabad.
Phone # 051-8464227

Share Registrar's Office

M/s Corplink (Pvt.) Limited
Wings Arcade, 1-K, Commercial,
Model Town, Lahore.
Phone # 0423-5839182