

FORM-3

September 29, 2015

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Subject: Financial Results for the Year Ended June 30, 2015

Respected Sir:

We have to inform you that the Board of Directors of our company in their meeting held on September 29, 2015 at 12:00 noon at 1st Floor, N.I.C Building, Abbasi Shaheed Road, Karachi, recommended the following:

| | |
|-------|--|
| (i) | <u>CASH DIVIDEND</u> A final cash dividend for the year ended June 30, 2015 at Rs.2 per share i.e.20%. This is in addition to interim dividend(s) already paid at Rs. NIL per share i.e. NIL%. |
| (ii) | <u>BONUS SHARES</u> It has been recommended by the Board of Directors to issue bonus shares in the proportion of 20 share(s) for every 100 share(s) held i.e. 20%. These bonus shares shall not be eligible for the cash dividend as declared above. |
| (iii) | <u>RIGHT SHARES</u> The Board has recommended to issue 10% right shares at a premium of Rs. 40 per share in proportion of 10 shares for every 100 shares. The entitlement of right shares being declared will not be applicable on bonus shares as declared above. |

The financial results of the company for the year ended June 30, 2015 are attached herewith.

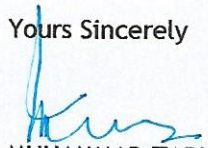
The Annual General Meeting of the company will be held on October 29, 2015 at 5:00 p.m at Institute of Chartered Accountants of Pakistan (ICAP), Chartered Accountants Avenue, Teen Talwar, Clifton, Karachi.

The above entitlement will be paid to the shareholders whose names will appear in the Register of Members on October 22, 2015.

The share transfer books of the company be closed from October 23, 2015 to October 29, 2015 (both days inclusive). Transfers received at the Share Registrar Department, CDC House, 99-B, Block 'B', S.M.C.H.S., main Shakra-e-Faisal, Karachi at the close of business on October 22, 2015 will be treated in time for the purpose of above entitlement to the transferees.

We will be sending you 200 copies of printed accounts for distribution amongst the members of the TRE Certificate Holders of the Exchange 21 days before the date of AGM.

Yours Sincerely



MUHAMMAD TARIQ
Company Secretary

- Encl: 1. Profit & Loss Account
2. Free Reserve Certificate
3. Free Reserve per share certificate for Right Issue
4. Statement of purpose, benefit, use of funds and financial projections

CC: **The Director Enforcement**
Securities & Exchange Commission Pakistan
NIC Building
Jinnah Avenue
Blue Area
Islamabad

**IBL HEALTHCARE LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED JUNE 30, 2015**

| | Note | 2015 | 2014 |
|--|------|--------------------------|-----------------------|
| | | -----Rupees in '000----- | |
| Sales - net | 17 | 931,981 | 910,004 |
| Cost of sales | 18 | (575,209) | (584,862) |
| GROSS PROFIT | | <u>356,772</u> | <u>325,142</u> |
| Selling and distribution expenses | 19 | (120,098) | (109,631) |
| Administrative expenses | 20 | (41,198) | (36,078) |
| Amortization of intangible assets | 5 | (4,944) | (8,947) |
| | | <u>(166,240)</u> | <u>(154,656)</u> |
| OPERATING PROFIT | | <u>190,532</u> | <u>170,486</u> |
| Other income - net | 21 | 15,206 | 17,619 |
| Other expenses | 22 | (7,308) | (4,149) |
| Finance cost | 23 | (1,956) | (2,602) |
| | | <u>5,942</u> | <u>10,868</u> |
| PROFIT BEFORE TAXATION | | <u>196,474</u> | <u>181,354</u> |
| Taxation | 24 | (30,837) | (32,517) |
| PROFIT FOR THE YEAR | | <u><u>165,637</u></u> | <u><u>148,837</u></u> |
| | | | (Re-stated) |
| EARNINGS PER SHARE BASIC AND DILUTED (Rupees) | 25 | <u><u>5.54</u></u> | <u><u>4.98</u></u> |

The annexed notes 1 to 35 form an integral part of these financial statements.



Chief Executive Officer

Director



Grant Thornton

An instinct for growth™

BAS/C182/15/0929

September 29, 2015

Chief Executive Officer

IBL HealthCare Limited
9th Floor, N.I.C Building,
Abbasi Shaheed Road,
Karachi

GRANT THORNTON ANJUM RAHMAN

1st & 3rd Floor,
Modern Motors House
Beaumont Road,
Karachi 75530

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Dear Sir

FREE RESERVES CERTIFICATE AS AT JUNE 30, 2015

This is to certify that the free reserves of **IBL HealthCare Limited** as at **June 30, 2015** are **Rs. 136,183,000** which is not less than **25%** of the enhanced capital amounting to **Rs. 358,800,000**. Calculation of free reserves is as under:

| | Free reserves | Paid up share capital |
|--|----------------------------|-----------------------|
| | ----- Rupees in '000 ----- | |
| Issued, subscribed and paid up share capital (before issue of bonus shares) | | 299,000 |
| Free Reserves | | |
| Unappropriated profit | 365,327 | |
| Less: | | |
| Intangibles | (9,187) | |
| Commitments | (100,357) | |
| Cash dividend | (59,800) | |
| Reserves before issuance of bonus shares | 195,983 | |
| Effect of issue of 20% bonus shares | (59,800) | 59,800 |
| Free reserves and capital (after issue of bonus shares) | 136,183 | 358,800 |
| Free reserves as a percentage of increased capital | 38% | |

This certificate has been issued on the specific request of the management of the Company under clause (iii) of rule 6 read together with the clause (i) and (ii) of the rule 6 of The Companies (Issue of Capital) Rules, 1996.

Yours truly

Grant Thornton Anjum Rahman

Chartered Accountants
Karachi



Grant Thornton

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BAS/C182/15/0929/1

September 29, 2015

Chief Executive Officer
IBL HealthCare Limited
9th Floor, N.I.C Building
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Karachi 75530

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Dear Sir

FREE RESERVES PER SHARE AS AT JUNE 30, 2015

This is to certify that the free reserves of **IBL HealthCare Limited** as at **June 30, 2015** as per the audited financial statements as on that date are as under:

| | Rupees in '000 |
|--|-----------------------|
| Unappropriated profit | 365,327 |
| Less: | |
| Commitments | (100,357) |
| Intangible assets | (9,187) |
| Free reserves | <u><u>255,783</u></u> |
| Number of ordinary shares outstanding (in thousands) | 29,900 |
| Free reserves per share (Rupees) | 8.55 |

The above amounts have been computed as per the definition of the free reserves given in Rule 5 of Companies (Issue of Capital) Rules, 1996. Free reserve computed does not account for 20% cash dividend and 20% bonus shares recommended by the Board of Directors in their meeting held on September 29, 2015. Free reserves per share after considering dividend and bonus shares recommended by the Board of Directors would amount to Rs. 4.55 per share.

The above computation of the free reserves is based on the audited financial statements for the year ended June 30, 2015 and is calculated on 100% capital of the Company, however, the board has recommended to offer 10% right shares i.e. 10 shares for every 100 shares held.

This letter is being issued at the request of the Company for the purpose of issue of right shares in accordance with Rule 5 of the Companies (Issue of Capital) Rules, 1996.

Yours truly


Grant Thornton Anjum Rahman
Chartered Accountants
Karachi

**Statement of Purpose, Benefits, Use of Funds and Financial Projections under Section 5(II) of
 The Companies (Issue of Capital) Rules, 1996**

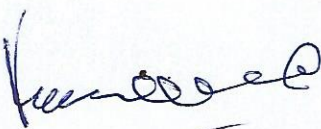
| | |
|-----------------------------------|--|
| PURPOSE OF THE RIGHT ISSUE | The purpose of right issue is to ensure availability of funds for diversification of the business by adding new business lines in the field of Nutrition and Health Care. The management of the Company is persistently endeavouring for this purpose and finally signed agreements with the U.S. and U.K. based Companies, leading producers of Vitamins, Minerals, Skincare, Sports nutrition and supplements. |
| BENEFITS TO THE COMPANY | The new business lines will add value to the company by increasing its revenue and enhancing its domestic market share. It will further entails the following benefits: <ul style="list-style-type: none"> • Reduce dependency on existing segments / partners • Increase profitability • Strengthening the equity |
| USE OF FUNDS | The amount raised through the right issue will be utilized towards the addition of the new business lines. |

FINANCIAL PROJECTIONS:

Three years financial projections of IBL HealthCare Limited based on the anticipated benefits are as follows:

| | 2015-16 | 2016-17 | 2017-18 |
|------------------|----------------|----------------|----------------|
| Revenue | 1,213,164 | 1,415,797 | 1,628,166 |
| Profit after Tax | 190,069 | 240,788 | 277,108 |


* The financial projections provided herein above reflect considered opinion of the directors regarding the performance of the business in the current business environment. The Company or its directors do not accept any liability for conclusion drawn or any investment decision by any person on the basis of above information.



 Mr. Rashid Abdulla



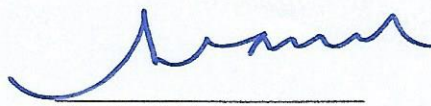
 Mr. Adnan Asdar Ali




 Mr. Syed Nadeem Ahmed



 Mr. Mufti Zia ul Islam



 Mr. Asad Abdulla



 Mr. Ayaz Abdulla



 Ms. Shaista Khalid Rehman