



## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 26<sup>th</sup> annual general meeting of the shareholders of IBL HealthCare Limited will be held on Friday, October 27, 2023, at 03:30 p.m. through video link facility, to transact the following business:

### **ORDINARY BUSINESS**

1. To confirm the minutes of extraordinary general meeting held on June 08, 2023.
2. To receive, consider and adopt the audited financial statements of the company for the year ended June 30, 2023, together with the directors' and independent auditors' reports thereon.

In accordance with Section 223 of the Companies Act, 2017, and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company which can be downloaded from the following weblink and QR enabled code:

<https://www.iblhc.com/assets/documents/investorrelations/55/>



3. To appoint auditors for the financial year ending June 30, 2024, and to fix their remuneration. The present auditors, A.F. Ferguson & Co., Chartered Accountants, have retired and being eligible, have offered themselves for re-appointment. The Board of Directors has recommended their re-appointment.

### **SPECIAL BUSINESS**

4. To approve the issue of bonus shares in the ratio of twenty shares for every hundred shares held i.e. 20% as recommended by the Board of Directors and, if thought appropriate, to pass with or without modification(s) the following resolution as ordinary resolution.

**RESOLVED** that a sum of Rs.142,791,276/- out of the un-appropriated profits of the Company be capitalized and applied towards the issue of 14,279,127.60 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 20, 2023, in the proportion of twenty shares for every hundred ordinary shares held and that such new shares shall rank Pari-Passu with the existing ordinary shares.

**FURTHER RESOLVED** that in the event of any member becoming entitled to a fraction of a share, if any, the Directors be and are hereby authorized 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 thinks fit.”

5. To ratify and approve transactions conducted with related parties for the year ended June 30, 2023, by passing the following special resolution with or without modification:

**RESOLVED THAT** the transactions conducted with related parties as disclosed in the note 32 of the financial statements for the year ended June 30, 2023, and specified in the Statement of Material Information under section 134(3) be and are hereby ratified, approved and confirmed.

6. To authorize the Board of Directors of the Company to approve transactions with related parties for the financial year ending June 30, 2024, by passing the following special resolution with or without modification:

**RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with Related Parties on case-to-case basis for the period up to the conclusion of next AGM.

**RESOLVED FURTHER** that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval.

#### **OTHER BUSINESS**

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

Attached to this notice is a statement of Material Facts covering the above-mentioned Special Business, as required under section 134(3) of the Companies Act, 2017.

By the order of the board

October 06, 2023,

Hussain Murtaza  
Company Secretary

## **NOTES:**

### **A. Book closure:**

The share transfer books will remain closed from October 21, 2023, to October 27, 2023 (both days inclusive) for entitlement of 20% bonus shares. 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 October 20, 2023, will be treated in time for the purpose of attending the annual general meeting and entitlement of bonus shares.

### **B. Participation in General Meeting through Video Link Facility:**

The Company intends to convene the Annual General Meeting (AGM) through video link facility managed from the 3<sup>rd</sup> Floor, One IBL Center, Plot No. 1, Block 7 & 8, Tipu Sultan Road, Off Shahrah-e-Faisal, 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 and the outbreak of conjunctivitis epidemic in Karachi. For the foregoing reasons, the Company plans to convene the AGM electronically which, without compromising the safety and well-being of its stakeholders, shall allow accommodation of a large number of members across the country. Needless to mention that Corona SOPs are largely irrelevant in the given circumstances and their observance cannot alleviate the above concerns of the Company.

Shareholders interested in attending the AGM through video link facility are hereby advised to get themselves registered with the Company by providing the following information through email [hussain.murtaza@iblhc.com](mailto:hussain.murtaza@iblhc.com) earliest but not later than 48 hours before the time of the AGM i.e., before 3:30 p.m. on October 25, 2023.

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

Online meeting link and login credentials will be shared with only those members who provide their intent to attend the meeting containing all the required particulars as mentioned above on or before October 25, 2023, by 3:30 p.m.

All members are entitled to attend, speak and vote at the annual general meeting. A member may appoint a proxy to attend, speak and vote on his/her behalf. The proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company's Registered Office: 2<sup>nd</sup> Floor, One IBL Center, Plot No. 1, Block 7 & 8, Tipu Sultan Road, Off Shahrah-e-Faisal, Karachi-75530 not less than 48 hours before the meeting.

An individual beneficial owner of the shares must bring his/her original CNIC or Passport, Account and Participant's ID numbers to prove his / her identity. In case of corporate entity, the Board of Directors' Resolution and/or Power of Attorney with specimen signature of the nominee shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

### **C. 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.

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
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Signature of Member (s)

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

**D. Electronic transmission of financial statements & notice of annual general meeting**

Members who desire to receive financial statements & notice of annual general meeting through email are requested to send their consent on Standard Request Form available on company's website [www.iblhc.com](http://www.iblhc.com) in order to avail the facility. The financial statements & notice of annual general meeting are also available on company's website.

**E. Postal Ballot/E-Voting**

In accordance with the Companies (Postal Ballot) Regulations 2018, for the purpose of approval of any agenda item, members will be allowed to exercise their vote through postal ballot i-e, by post or e-voting, in the manner and subject to conditions contained in aforementioned regulations.

**F. Deposit of Physical Shares in CDC Account**

As per section 72 of the Companies Act, 2017 every listed company is required to replace its physical shares with book-entry form. Therefore, the shareholders having physical shares are requested to convert the shares into book entry.

**G. Change of address**

Members are requested to notify changes in their address, if any, immediately to the Company's Share Registrar, CDC Share Registrar Services Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahrah-Faisal, Karachi-74400.

**STATEMENT OF MATERIAL FACTS UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017**

**1. Item number 4 of the notice – approval of bonus shares**

The Directors of the Company are of the view that the Company's financial position justifies issuance of bonus shares in the ratio of twenty shares for every hundred shares held. The Directors are interested in the business to the extent of the entitlement of bonus shares as shareholders.

**2. Item number 5 of the notice – Ratification and approval of the related party transactions**

Transactions conducted with all related parties have to be approved by the Board of Directors duly recommended by the Audit Committee on quarterly basis pursuant to clause 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019. However, during the year since majority of the Company's Directors were interested in certain transactions due to their common directorships in the group companies. These transactions are being placed for the approval by shareholders in the Annual General Meeting. All transactions with related parties to be ratified have been disclosed in the note 32 to the financial statements for the year ended June 30, 2023. Party-wise details of such related party transactions are given below:

Name of Related Party	Transaction Type	PKR in '000
International Brands (Private) Limited	Corporate service charges	21,000
	Dividend paid	208
	SAP maintenance fee	1,139
The Searle Company Limited	Dividend paid	46,810
	Purchase of goods	473,611
	Reimbursement of expenses	46,915

	Utilities	4,015
	Rent expense	3,974
	Sale of goods	2,428
IBL Operations (Private) Limited	Sale of goods	1,859,215
	Shared costs	11,200
United Brands Limited	Sale of goods	52,443
Searle Pakistan Limited	Sale of goods	200
	Purchase of goods	28,418
Searle Biosciences (Private) Limited	Purchase of goods	1,403
IBL Logistics (Private) Limited	Cartage and freight charges	23,313
United Retail (Private) Limited	Rental Income	1,161
	Other Income	1,603
	Sale of goods	41
Universal Retails (Private) Limited	Rental income	1,265
Employees' Provident Fund	Contribution Paid	3,564
Key management personnel	Salaries and other benefits	73,938
	Directors' fee and conveyance	2,765
	Sale of goods	66

The Company carries out transactions with its related parties on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business. All transactions entered into with related parties require the approval of the Board Audit Committee of the Company, which is chaired by an independent director of the company. Upon the recommendation of the Board Audit Committee, such transactions are placed before the Board of Directors for approval.

Transactions entered into with the related parties include, but are not limited to, sale of goods, rental income, shared cost, dividends paid, (in accordance with the approval of shareholders and board where applicable) and salaries and other benefits paid to the key management personnel.

The nature of relationship with these related parties has also been indicated in the note 32 to the financial statements for the year ended June 30, 2023. The Directors are interested in the resolution only to the extent of their common directorships in such related parties.

**3. Item number 6 – Authorization for the Board of Directors to approve the related party transactions during the year ending June 30, 2024**

The Company shall be conducting transactions with its related parties during the year ending June 30, 2024, on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business. The majority of Directors are interested in these transactions due to their common directorship in the holding / associated companies. In order to promote transparent business practices, the shareholders desire to authorize the Board of Directors to approve transactions with the related parties from time-to-time on case to case basis for the period up to the conclusion of next AGM, which transactions shall be deemed to be approved by the Shareholders. The nature and scope of such related party transactions is explained above. These transactions shall be placed before the shareholders in the next AGM for their formal approval/ratification.

The Directors are interested in the resolution only to the extent of their common directorships in such related parties.