

Notice of Extra Ordinary General Meeting

To be held on Saturday, 30th March 2019 at 10:00 a.m

PSX Auditorium, Stock Exchange Building, Stock Exchange Road, Karachi



Arif Habib Corp

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of **Arif Habib Corporation Limited** (“the Company”) will be held on Saturday, 30th March 2019 at 10:00 a.m. at PSX Auditorium, Stock Exchange Building, Stock Exchange Road, Karachi to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the 24th Annual General Meeting held on 25th October 2018.

SPECIAL BUSINESS:

2. *To consider and if deemed fit, to pass the following Special Resolutions under Section 199 of the Companies Act, 2017 and Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, as recommended by the Board of Directors, with or without modification(s), addition(s) or deletion(s):*

Investments in Associated Companies & Associated Undertakings

RESOLVED that the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 for the following limits of additional investments in associated companies and associated undertakings subject to the terms and conditions mentioned in Statement under Section 134(3) annexed to this Notice :-

S. No.	Name of Associate	Nature	Period	Amount
1.	Aisha Steel Mills Ltd.	Guarantee	5 Years	Any currency equivalent to USD 80 Million
2.	Power Cement Ltd.	Guarantee	5 Years	Any currency equivalent to USD 18 Million
3.	Arif Habib Ltd.	Guarantee / Pledge of shares	1 Year	PKR 1.5 Billion

FURTHER RESOLVED that Chief Executive and / or any two directors jointly and / or any one director and Chief Financial Officer / Company Secretary jointly, be and are hereby authorized to take and do, and / or cause to be taken or done, any / all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolution and to all acts, matters, deeds, and things which are necessary, incidental and / or consequential to the investment of the Company's funds as above, as and when required at the time of investment, including but not limited to negotiating and executing any necessary agreements/ documents, and any ancillary matters thereto.

ANY OTHER BUSINESS:

3. To consider any other business with the permission of the Chair.

A Statement under Section 134(3) of the Companies Act 2017 pertaining to the Special Business is being sent to the shareholders along with this notice.

By order of the Board

Karachi, 9th March 2019

Manzoor Raza
Company Secretary

Notes:

1. Share transfer books of the Company will remain closed from 23rd March 2019 to 30th March 2019 (both days inclusive). Transfers received in order at the office of 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, by the close of business on Friday, 22nd March 2019 will be treated in time for the determination of entitlement of shareholders to attend and vote at the meeting.
2. A member entitled to attend and vote at the meeting may appoint another member as his / her proxy who shall have such rights as respects attending, speaking and voting at the meeting as are available to a member.
3. Procedure including the guidelines as laid down in Circular No. I- Reference No. 3(5-A) Misc/ARO/LES/96 dated 26th January 2000 issued by Securities & Exchange Commission of Pakistan:
 - (i) Members, proxies or nominees shall authenticate their identity by showing their original national identity card or original passport and bring their folio numbers at the time of attending the meeting.
 - (ii) In the case of corporate entity, Board of Directors' resolution/power of attorney and attested copy of the CNIC or passport of the nominee shall also be produced (unless provided earlier) at the time of meeting.
 - (iii) In order to be effective, the proxy forms must be received at the office of our registrar not later than 48 hours before the meeting, duly signed and stamped and witnessed by two persons with their names, address, CNIC numbers and signatures.
 - (iv) In the case of individuals, attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - (v) In the case of proxy by a corporate entity, Board of Directors resolution/power of attorney and attested copy of the CNIC or passport of the proxy shall be submitted along with form of proxy.
4. Members are requested to submit copies of their CNICs and promptly notify any change in address by writing to the office of the registrar.

5. Section 473 of the Companies Act, 2017 requires that after a date notified by the commission, the information, notices and accounts or any other document to be provided by the company to its members under this Act, shall only be provided electronically on the email address provided by the members. Members are therefore requested to update their respective records pertaining to email address with their Broker/Participant/CDC account services. Physical shareholders are required to provide their email addresses to the share registrar of the Company.
6. E-Voting: Members can exercise their right to demand a poll subject to meeting requirements of Section 143-145 of Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations 2018.
7. Provision of Video Link Facility: Shareholders may participate in the meeting via video-link facility. If the Company receives a demand (at least 7 days before the date of meeting) from shareholder(s) holding an aggregate 10% or more shareholding residing in any other city, to participate in the meeting through video link, the Company will arrange video link facility in that city.

Shareholders, who wish to participate through video-link facility, are requested to fill in Video Link Facility Form available at Company's website and send a duly signed copy to the Registered Address of the Company. It may be noted that no person other than the member or proxy holder can attend the meeting through video link facility.

ANNEXURE

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

This Statement sets out the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of the Company to be held on Saturday, 30th March 2019:

The Board of Directors of the Company has approved the specific limits for guarantee / pledge along with other particulars for additional investments in the following associated companies and associated undertakings subject to the consent of members under Section 199 of the Companies Act, 2017 / Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017. The Board of Directors do hereby undertake / certify that necessary due diligence for the following proposed investments have been carried out. The principal purpose of the special resolution is to make the Company in a ready position to capitalize on the investment opportunities as and when they arrive. It is prudent that the Company should be able to make the investment at the right time when the opportunity is available.

Information under Clause (a) and (c) of sub-regulation (1) of regulation 3 of Companies (Investment in Associated Companies or Associated Undertakings), Regulations 2017:

1. Aisha Steel Mills Limited

Ref. No.	Requirement	Information																
I	Name of associated company or associated undertaking	Aisha Steel Mills Limited (“ASML”)																
II	Basis of relationship	An associated undertaking due to Common directorships of Mr. Arif Habib, Mr. Kashif Habib, Mr. Nasim Beg and Mr. Muhammad Ejaz																
III	Earnings per share (Basic) for the last three years (in PKR)	Year 2018: 1.57 Year 2017: 1.74 Year 2016: (1.35)																
IV	Break-up value of share, based on the latest audited financial statements	PKR 10.20 per share as at 30 th June 2018																
V	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements (31 st December 2018)	(PKR in Million) <table><tr><td>Equity</td><td>8,439.69</td></tr><tr><td>Non-current assets</td><td>18,722.35</td></tr><tr><td>Non-current liabilities</td><td>6,926.54</td></tr><tr><td>Current assets</td><td>11,714.81</td></tr><tr><td>Current liabilities</td><td>15,070.93</td></tr><tr><td>Operating Revenue</td><td>4,509.68</td></tr><tr><td>Loss before Tax</td><td>(498.71)</td></tr><tr><td>Loss after Tax</td><td>(172.14)</td></tr></table>	Equity	8,439.69	Non-current assets	18,722.35	Non-current liabilities	6,926.54	Current assets	11,714.81	Current liabilities	15,070.93	Operating Revenue	4,509.68	Loss before Tax	(498.71)	Loss after Tax	(172.14)
Equity	8,439.69																	
Non-current assets	18,722.35																	
Non-current liabilities	6,926.54																	
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Current liabilities	15,070.93																	
Operating Revenue	4,509.68																	
Loss before Tax	(498.71)																	
Loss after Tax	(172.14)																	
VI	In case of investment in relation to a	Not Applicable																

	project of associated company or associated undertaking that has not commenced operations, prescribed details thereof	
VII	Maximum amount of investment to be made	<p>Fresh limit for issuance of Guarantee in any currency equivalent upto USD 80 million is requested for approval.</p> <p>Guarantee will be issued by Arif Habib Corporation Limited in favor of any bank / financial institution / supplier / company etc. in connection with financing or operational or any other facilities availed / to be availed by ASML.</p> <p>Above will be in addition to investments approved / sanctioned / renewed in previous general meeting(s).</p>
VIII	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	<p>The announced expansion plan of ASML to increase its production capacity from 220,000 to 700,000 MT per annum is in advance stages of completion. AHCL shall guarantee the deferred payments to support functionality, operations and growth of the associated undertaking to enable it to achieve its existing as well as enhanced capacity; and AHCL to earn commission on unfunded exposure thereon. The approval hereby sought shall be valid for the period of 5 years from the date of the approval by the members and shall be renewable for any further period as approved by the shareholders subsequently.</p>
IX	<p>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds</p> <p>(I) Justification for investment through borrowing</p> <p>(II) Detail of collateral, guarantees provided and assets pledged for obtaining such funds</p> <p>(III) Cost benefit analysis</p>	<p>Not applicable, as it's an unfunded facility.</p>

X	Salient feature of agreements (if any) with associated company or associated undertaking with regards to proposed investment	Will be decided with mutual consent at the time of extending the facility
XI	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	Directors of the Company have no interest in the investee company except in their capacity as sponsor / director / shareholder of associated company
XII	In case an investment in associated company has already been made, the performance review of such investment including complete information / justification for any impairments / write-offs	Investments already made by AHCL in ASML upto February 2019 can be referred in Point XIII below. There are no impairments / write-offs against the investments made. Performance of ASML can be referred in Point III to V above.
XIII	Any other important details necessary for the members to understand the transaction:	<u>Investments already made by AHCL in ASML upto February 2019:</u> Utilized cumulatively PKR 3.46 Billion against approved equity investment limit of PKR 3.75 Billion. PKR 860 Million was outstanding Running Finance Facility against approved limit of PKR 2.54 Billion. PKR 182.36 Million was outstanding Loan against approved limit of PKR 210.79 Million. Guarantee amounting to USD 10 Million and PKR 2.48 Billion were issued against approved limit of PKR 5.5 Billion Unutilized portion of above facilities may be utilized upto next annual general meeting or any another period as specifically approved, where these shall be renewable for further period(s) of twelve month(s) or any other period.
XIV	Category-wise amount of investment	Category of investment is 'guarantee' and amount will be any currency equivalent to USD 80 million.
XV	Average borrowing cost of the investing company, the KIBOR for the relevant period, rate of return for Shariah compliant products and rate of	Not applicable as the proposed investment shall be in nature of unfunded facility.

	return for unfunded facilities, as the case may be, for the relevant period	
XVI	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company	Negotiable, in line with prevailing commercial rates for similar unfunded facilities.
XVII	Particulars of collateral or security to be obtained in relation to the proposed investment	Letter of Indemnity to be obtained from Associated company before execution of unfunded facility.
XVIII	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	Not applicable
XIX	Repayment schedule and terms of loans or advances to be given to the associated company or associated undertaking	Not applicable

2. Power Cement Limited

Ref. No.	Requirement	Information
I	Name of associated company or associated undertaking	Power Cement Limited ("PCL")
II	Basis of relationship	An associated undertaking due to Common directorships of Mr. Kashif Habib, Mr. Nasim Beg, Mr. Samad Habib and Mr. Muhammad Ejaz
III	Earnings per share (Basic) for the last three years (in PKR)	Year 2018: 0.32 Year 2017: 1.14 Year 2016: 1.22
IV	Break-up value of share, based on the latest audited financial statements	PKR 10.63 per share as at 30 th June 2018

		(PKR in Million)
V	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements (31 st December 2018)	Equity 11,328.21 Non-current assets 26,150.32 Non-current liabilities 15,170.85 Current assets 5,912.19 Current liabilities 5,563.46 Operating Revenue 2,018.14 Loss before Tax (66.05) Profit after Tax 29.14
VI	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, prescribed details thereof	Not Applicable
VII	Maximum amount of investment to be made	Fresh limit for issuance of Guarantee in any currency equivalent upto USD 18 million is requested for approval. Guarantee will be issued by Arif Habib Corporation Limited in favor of any bank / financial institution / supplier / company etc. in connection with financing or operational or any other facilities availed / to be availed by PCL. Above will be in addition to investments approved / sanctioned / renewed in previous general meeting(s).
VIII	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	PCL is exploring the possibility of installing components/machinery which shall make its plant energy efficient. PCL is currently under negotiation with potential suppliers to finalize agreement on deferred payment basis. AHCL shall guarantee the deferred payment to support functionality, operations and growth of the Associated Undertaking and to earn commission on unfunded exposure. The approval hereby sought shall be valid for the period of 5 years from the date of the approval by the members and shall be renewable for any further period as approved by the shareholders subsequently.

IX	<p>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds</p> <p>(I) Justification for investment through borrowing</p> <p>(II) Detail of collateral, guarantees provided and assets pledged for obtaining such funds</p> <p>(III) Cost benefit analysis</p>	Not applicable, as it's an unfunded facility.
X	Salient feature of agreements (if any) with associated company or associated undertaking with regards to proposed investment	Will be decided with mutual consent at the time of extending the facility
XI	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	Directors of the Company have no interest in the investee company except in their capacity as sponsor / director / shareholder of associated company
XII	In case an investment in associated company has already been made, the performance review of such investment including complete information / justification for any impairments / write-offs	<p>Investments already made by AHCL in PCL upto February 2019 can be referred in Point XIII below. There are no impairments / write-offs against the investments made.</p> <p>Performance of PCL can be referred in Point III to V above.</p>
XIII	Any other important details necessary for the members to understand the transaction:	<p><u>Investments already made by AHCL in PCL upto February 2019 :</u></p> <p>Utilized cumulatively PKR 3 Billion against approved equity investment limit of PKR 3.32 Billion.</p> <p>No outstanding Running Finance Facility against approved limit of PKR 1 Billion.</p> <p>Guarantee amounting to USD 10.127 Million was issued against approved limit of USD 11 Million and PKR 500 Million</p> <p>Unutilized portion of above facilities may be utilized upto next annual general meeting or any another period as specifically approved, where these shall be renewable for further period(s) of twelve month(s) or any other period.</p>

XIV	Category-wise amount of investment	Category of investment is 'guarantee' and amount will be any currency equivalent to USD 18 million.
XV	Average borrowing cost of the investing company, the KIBOR for the relevant period, rate of return for Shariah compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period	Not applicable as the proposed investment shall be in nature of unfunded facility.
XVI	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company	Negotiable, in line with prevailing commercial rates for similar unfunded facilities.
XVII	Particulars of collateral or security to be obtained in relation to the proposed investment	Letter of Indemnity to be obtained from Associated company before execution of unfunded facility.
XVIII	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	Not applicable
XIX	Repayment schedule and terms of loans or advances to be given to the associated company or associated undertaking	Not applicable

3. Arif Habib Limited

Ref. No.	Requirement	Information
I	Name of associated company or associated undertaking	Arif Habib Limited ("AHL")
II	Basis of relationship	Subsidiary Company
III	Earnings per share (Basic) for the last three years (in PKR)	Year 2018: 9.75 Year 2017: 16.01 Year 2016: 7.45
IV	Break-up value of share, based on the latest audited financial statements	PKR 57.95 per share as at 30 th June 2018

		(PKR in Million)
V	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements (31 st December 2018)	Equity 3,093.54 Non-current assets 1,849.67 Non-current liabilities - Current assets 5,629.52 Current liabilities 4,385.66 Operating Revenue 254.88 Profit before Tax 104.47 Profit after Tax 71.22
VI	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, prescribed details thereof	Not Applicable
VII	Maximum amount of investment to be made	Fresh limit for issuance of Guarantee amounting upto PKR 1.5 Billion is requested for approval. This Guarantee may be in the form of pledge of shares or corporate guarantee by Arif Habib Corporation Limited in favour of any bank / financial institution / company etc. in connection with financing or other facilities availed / to be availed by AHL. Above will be in addition to investments approved / sanctioned / renewed in previous general meeting(s).
VIII	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	To support the functionality, operations and growth of the subsidiary company. This will enhance the credibility of AHL to make further investment(s) in the market and ultimately earn profits. Consequently, it will add value to AHCL’s shareholders, in the form of cash dividend or bonus etc. In addition, AHCL shall charge commission on the amount of facility(ies) secured by its pledge of shares. The facility (pledge / corporate guarantee) shall be renewable in next general meeting(s) for further period(s) of one year(s)
IX	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds (I) Justification for investment through borrowing (II) Detail of collateral,	Not applicable, as it will be an unfunded facility.

	<p>guarantees provided and assets pledged for obtaining such funds</p> <p>(III) Cost benefit analysis</p>	
X	Salient feature of agreements (if any) with associated company or associated undertaking with regards to proposed investment	Will be decided with mutual consent at the time of extending the facility
XI	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	Directors of the Company have no interest in the investee company except in their capacity as sponsor / director / shareholder of holding company.
XII	In case an investment in associated company has already been made, the performance review of such investment including complete information / justification for any impairments / write-offs	<p>Investments already made by AHCL in AHL upto February 2019 can be referred in Point XIII below. There are no impairments / write-offs against the investments made.</p> <p>Performance of AHL can be referred in Point III to V above.</p>
XIII	Any other important details necessary for the members to understand the transaction:	<p><u>Investments already made by AHCL in AHL upto February 2019 :</u></p> <p>Utilized cumulatively PKR 2.93 Billion against approved equity investment limit of PKR 3.42 Billion.</p> <p>No outstanding Running Finance Facility against approved limit of PKR 1.5 Billion.</p> <p>Guarantee amounting to PKR 1 Billion was issued against approved limit of PKR 1.5 Billion</p> <p>Unutilized portion of above facilities may be utilized upto next annual general meeting or any another period as specifically approved, where these shall be renewable for further period(s) of twelve month(s) or any other period.</p>
XIV	Category-wise amount of investment	Category of investment is 'guarantee' and amount will be PKR 1.5 Billion.
XV	Average borrowing cost of the investing company, the KIBOR for the relevant period, rate of return for	Not applicable as the proposed investment shall be in nature of unfunded facility.

	Shariah compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period	
XVI	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company	Negotiable, in line with prevailing commercial rates for similar unfunded facilities.
XVII	Particulars of collateral or security to be obtained in relation to the proposed investment	Letter of Indemnity to be obtained from AHL before execution of unfunded facility.
XVIII	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	Not applicable
XIX	Repayment schedule and terms of loans or advances to be given to the associated company or associated undertaking	Not applicable

نوٹ:

1. کمپنی کی منتقلی حصص کی کتب 23 مارچ 2019ء تا 30 مارچ 2019ء (دونوں دن شامل) بند رہیں گی، ہمارے رجسٹرار میسرز سینٹرل ڈیپازٹری کمپنی آف پاکستان لمیٹڈ کے دفتر واقع سی ڈی سی ہاؤس، 99، بلاک بی ایس ایم سی ایچ ایس مین شاہراہ فیصل، کراچی میں جمعہ 22 مارچ 2019ء کو اختتام کار تک موصول ہونے والی منتقلیاں اجلاس ہذا میں شرکت اور رائے دہی کیلئے حصص یافتگان کے استحقاق کے تعین کیلئے بروقت بھیجی جائیں گی۔
 2. اجلاس ہذا میں شرکت اور رائے دہی کا/کی اہل ممبر اپنی جانب سے شرکت اور رائے دہی کے لیے دوسرے ممبر کو اپنا پُر وکسی مقرر کر سکتا/کر سکتی ہے جسے ممبر کی طرح تمام حقوق حاصل ہوں گے۔
 3. سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے جاری کردہ سرکلر نمبر 1 ریفرنس نمبر 3 (5 اے) متفرق اے آر او/ایل ای ایس/96 مورخہ 26 جنوری 2000ء میں درج ہدایات سمیت طریقہ کار:
 - (i) ممبران، پراسیکیوٹران یا نامزد افراد کو اپنی شناخت کے لیے اجلاس میں شرکت کے موقع پر اصل قومی شناختی کارڈ یا اصل پاسپورٹ پیش کرنا ہوگا اور اپنا فوٹیو نمبر ہمارا ہانا ہوگا۔
 - (ii) کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف اٹارنی اور نامزد فرد کے قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ کاپی (اگر پہلے فراہم نہ کی گئی ہو) اجلاس کے موقع پر پیش کرنے ہوں گے۔
 - (iii) مؤثر العمل ہونے کے لیے، پُر وکسی فارم دستخط اور مہر شدہ اور دو گواہوں کے نام، پتہ قومی شناختی کارڈ نمبر اور دستخط کے ساتھ اجلاس کے انعقاد سے کم از کم 48 گھنٹے قبل ہمارے رجسٹرار کے دفتر پر موصول ہو جانے چاہئیں۔
 - (iv) انفرادی صورت میں بتفصیل آنراور پُر وکسی کے قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ کاپیاں پُر وکسی فارم کے ہمراہ منسلک کرنی ہوں گی۔
 - (v) کارپوریٹ ادارے کے پُر وکسی ہونے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف اٹارنی اور پُر وکسی کے قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ کاپی پُر وکسی فارم کے ہمراہ جمع کرانی ہوگی۔
 4. ممبران سے درخواست ہے کہ پتے میں کسی قسم کی تبدیلی سے تحریری طور پر رجسٹرار کے دفتر کو فوری مطلع کریں اور اپنے سی این آئی سی کی کاپی فوری طور پر فراہم کریں۔
 5. کمپنیز ایکٹ مجریہ 2017ء کی دفعہ 473 کے تحت ضروری ہے کہ کمیشن کی مقرر کردہ تاریخ کے بعد ممبران کو ان کے فراہم کردہ ای میل پر صرف الیکٹرونک معلومات، نوٹس اور اکاؤنٹس یا دیگر دستاویزات فراہم کی جائیں لہذا ممبران سے درخواست ہے کہ وہ ای میل ایڈریس سے متعلق تمام معلومات اپنے بروکر/شریک/سی ڈی سی اکاؤنٹ سروسر کو فراہم کر دیں۔ فزیکل شیئرز ہولڈرز کو اپنے ای میل ایڈریس سے کمپنی کے شیئرز رجسٹرار کو مطلع کرنا ہوگا۔
 6. ای ووٹنگ: ممبران کمپنیز ایکٹ مجریہ 2017ء کی دفعہ 143-145 اور کمپنیز (پوسٹل بلیٹ) ریگولیشنز مجریہ 2018ء کے تحت انتخابات کے مطالبہ کا حق استعمال کر سکتے ہیں۔
 7. ویڈیو لنک سہولت کی فراہمی: حصص یافتگان اجلاس میں بذریعہ ویڈیو لنک سہولت شریک ہو سکتے ہیں۔ کمپنی کو اجلاس کے انعقاد سے کم از کم سات (7) روز قبل کسی دوسرے شہر میں مقیم دس فیصد یا زائد شیئرز ہولڈرز کی جانب سے بذریعہ ویڈیو لنک اجلاس میں شرکت کی خواہش موصول ہونے کی صورت میں کمپنی متعلقہ مقام پر ویڈیو لنک سہولت کا اہتمام کرے گی۔
- بذریعہ ویڈیو لنک اجلاس میں شرکت کے متنبی شیئرز ہولڈرز سے درخواست ہے کہ کمپنی کی ویب سائٹ پر دستیاب ”ویڈیو لنک“ فیسیلٹی فارم، پُر وکسی کے کمپنی کے رجسٹریٹر پتہ پر ارسال کر دیں۔ واضح ہو کہ ممبر پُر وکسی کے علاوہ کوئی فرد ویڈیو لنک کانفرس میں شرکت کا اہل نہیں ہوگا۔

غیر معمولی اجلاس عام

مطلع کیا جاتا ہے کہ عارف حبیب کارپوریشن لمیٹڈ (کمپنی) کا ایک غیر معمولی اجلاس عام ہفتہ 30 مارچ 2019ء کو صبح 10:00 بجے پاکستان اسٹاک ایکسچینج آڈیو ریم، اسٹاک ایکسچینج بلڈنگ، اسٹاک ایکسچینج روڈ کراچی میں مندرجہ ذیل امور کی انجام دہی کے لیے منعقد کیا جائے گا۔

عمومی امور

1. چوبیسواں (24) سالانہ اجلاس عام منعقدہ 25 اکتوبر 2018ء کی کارروائی کی توثیق۔

خصوصی امور

2. بورڈ آف ڈائریکٹرز کی سفارشات کے مطابق کمپنیز ایکٹ مجریہ 2017ء کی دفعہ 199 اور کمپنیز (انویسٹمنٹ ان ایسوسی ایٹڈ کمپنیز یا ایسوسی ایٹڈ انڈر ٹیکنگ) ریگولیشنز 2017ء کے تحت مندرجہ ذیل خصوصی قرارداد پر غور و خوض اور موزوں پانے پر ترمیم بلاترمیم اضافہ یا ترمیم پاس کرنا۔
ایسوسی ایٹڈ کمپنیوں اور ایسوسی ایٹڈ انڈر ٹیکنگ میں سرمایہ کاری۔

قرار پایا کہ کمپنیز ایکٹ مجریہ 2017ء کی دفعہ 199 اور کمپنیز (انویسٹمنٹ ان ایسوسی ایٹڈ کمپنیز یا ایسوسی ایٹڈ انڈر ٹیکنگ) ریگولیشنز مجریہ 2017ء کے مطابق دفعہ 134(3) کے تحت منسلک گوشوارے میں درج شرائط و ضوابط کے مطابق مندرجہ ذیل ایسوسی ایٹڈ کمپنیوں میں اضافی سرمایہ کاری کی حد کے لیے منظوری دی جاتی ہے۔

نمبر شمار	ایسوسی ایٹ کا نام	نوعیت	مدت	رقم
1	عائشہ اسٹیل ملز	گارنٹی	5 سال	80 ملین امریکی ڈالر کے مساوی کوئی بھی کرنسی
2	پاور سمیٹ لمیٹڈ	گارنٹی	5 سال	18 ملین امریکی ڈالر کے مساوی کوئی بھی کرنسی
3	عارف حبیب لمیٹڈ	گارنٹی / سپر دہ شیئرز	1 سال	1.5 بلین پاکستانی روپے

مزید قرار پایا کہ چیف ایگزیکٹو اور / یا کوئی دو ڈائریکٹر مشترکہ اور / یا کوئی ایک ڈائریکٹر اور چیف فنانشل آفیسر / کمپنی سیکرٹری کو مشترکہ طور پر مذکورہ بالا قرارداد کو مؤثر بنانے کے لیے ضروری اقدامات / ڈیڈز، کارروائیوں اور کمپنی کے فنڈز کی حسب بالا سرمایہ کاری کے سلسلہ میں تمام کارروائیاں انجام دینے، معاملات نمٹانے اور اتفاقی یا ضروری کارکردگی انجام دینے اور سرمایہ کاری کے مواقع پر ضروری ہتھول گرفت شنید اور معاہدے دستاویزات طے کرنے اور قانونی معاملات نمٹانے کا اختیار دیا جاتا ہے۔

دیگر امور

3. چیئرمین کی اجازت سے دیگر امور کی انجام دہی۔
کمپنیز ایکٹ مجریہ 2017ء کی دفعہ 134(3) کے تحت خصوصی امور سے متعلق ایک گوشوارہ نوٹس ہذا سے منسلک کیا جا رہا ہے۔

بحکم بورڈ
منظور رضا
کمپنی سیکرٹری

کراچی 9 مارچ 2019ء

Form of Proxy

Extra Ordinary General Meeting

The Company Secretary
Arif Habib Corporation Limited
Arif Habib Centre
23, M.T. Khan Road
Karachi.

I/we _____ of _____ being a member(s) of
Arif Habib Corporation Limited holding _____ ordinary shares as per CDC A/c. No.
_____ hereby appoint Mr./Mrs./Miss. _____ of (full
address) _____

_____ or failing him/her
Mr./Mrs./Miss _____ of (full address)

(being member of the company) as my/our Proxy to attend, act vote for me/us and on my/our behalf at the
Extra Ordinary General Meeting of the Company to be held on 30th March 2019 and/or any adjournment thereof.

Signed this _____ day of _____ 2019.

Witnesses:

1. Name : _____
Address : _____
CNIC No. : _____
Signature : _____

2. Name : _____
Address : _____
CNIC No. : _____
Signature : _____

Signature on Rs. 5/- Revenue Stamp
--

NOTES:

1. A member entitled to attend and vote at the meeting may appoint another member as his / her proxy who shall have such rights as respects attending, speaking and voting at the meeting as are available to a member.
2. Proxy shall authenticate his/her identity by showing his/her original CNIC / passport and bring folio number at the time of attending the meeting.
3. In order to be effective, the proxy Form must be received at the office of our Registrar M/s. Central Depository Company of Pakistan, Share Registrar Department, CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahra-e-Faisal, Karachi, not later than 48 hours before the meeting duly signed and stamped and witnessed by two persons with their signature, name, address and CNIC number given on the form.
4. In the case of individuals attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy Form.
5. In the case of proxy by a corporate entity, Board of Directors resolution/power of attorney and attested copy of the CNIC or passport of the proxy shall be submitted alongwith proxy Form.

پراکسی فارم غیر معمولی جنرل اجلاس

کمپنی سیکریٹری
عارف حبیب کارپوریشن لمیٹڈ
عارف حبیب سینٹر
23، ایم فی خان روڈ
کراچی۔

میں مسماۃ / مسکن ----- ضلع -----
بحیثیت ممبر عارف حبیب کارپوریشن لمیٹڈ، مسماۃ / مسکن -----
مسکن ----- کو بطور مختار (پراکسی) مقرر کرتا ہوں تاکہ وہ میری جگہ اور میری طرف سے کمپنی کے
غیر معمولی اجلاس عام جو بتاریخ 30 مارچ، 2019 بروز ہفتہ منعقد ہو رہا ہے میں اور ان کے کسی ملوثی شدہ اجلاس میں ووٹ ڈالے۔
دستخط: ----- بروز / بتاریخ ----- 2019

گواہان:

2

1

نام: -----

نام: -----

پتہ: -----

پتہ: -----

شناختی کارڈ نمبر: -----

شناختی کارڈ نمبر: -----

دستخط: -----

دستخط: -----

نوٹ:

- وہ رکن جسے یہ اجلاس یا اجلاس میں ووٹ کا حق حاصل ہے وہ کسی ناگزیر صورتحال میں اپنی جگہ کسی دوسرے (مخصوص) رکن کو یہ حق دے سکتا ہے کہ وہ رکن اُس کی پراکسی استعمال کرتے ہوئے، اُس کے بجائے اجلاس میں شریک ہو سکتا ہے، خطاب کر سکتا ہے یا ووٹ کا اندراج کر سکتا ہے۔
- پراکسی ثابت کرنے کے لئے اُسے اپنا اصل پاسپورٹ اور فوٹیو نمبر سے دکھانا لازمی ہے تاکہ اجلاس میں شرکت کی اجازت سے قبل اُس کی شناخت کی جاسکے۔
- منوٹ بنانے کے لئے، پراکسی فارم ہمارے رجسٹرار کے دفتر (ایم/ایس) سینٹرل ڈیپوزیٹری کمپنی آف پاکستان، شیئرز رجسٹرار ڈیپارٹمنٹ، سی ڈی سی ہاؤس، 99-B، ایس، ایم، سی، ایچ، ایس، شاہراہ فیصل، کراچی، پاکستان، میں اجلاس سے کم از کم 48 گھنٹے قبل وصول ہونا لازمی ہے۔ فارم میں تمام مطلوبہ معلومات، رکن کے دستخط اور مہر، نیز دو گواہان کی بنیادی معلومات یعنی نام، پتہ، دستخط اور شناختی کارڈ نمبر کا اندراج ضروری ہے۔
- انفرادی رکن کی صورت میں اصل اور پراکسی کے شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ نقول منسلک کرنا لازمی ہے۔
- پراکسی کے کارپوریٹ ہونے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد، پاور آف اٹارنی، شناختی کارڈ اور پاسپورٹ کی تصدیق شدہ نقول، پراکسی فارم کے ساتھ منسلک کرنا ضروری ہے۔

دستخط ھاروے
ریونیو اسٹیپ

BOOK POST

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UNDER POSTAL CERTIFICATE**



Arif Habib Corp

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Group website: www.arifhabib.com.pk