



ARIF HABIB CORPORATION L I M I T E D

Notice of Nineteenth Annual General Meeting

Notice is hereby given that the Nineteenth Annual General Meeting of the Shareholders of Arif Habib Corporation Limited ("the Company") will be held on Saturday, 21st September, 2013 at 11.00 a.m. at the Beach Luxury Hotel, Moulvi Tamizuddin Khan Road, Karachi to transact the following business:

Ordinary Business

- 1) To confirm minutes of the Eighteenth Annual General Meeting held on 29th September 2012.
- 2) To receive, consider and adopt annual audited financial statements of the Company together with the Directors' and the Auditors' Reports thereon for the year ended 30th June 2013 together with the Audited Consolidated Financial Statements of the Company and the Auditors' Reports thereon for the year ended 30th June 2013.
- 3) To appoint the Auditors for the year ending 30th June 2014 and fix their remuneration. The Board of Directors have recommended for reappointment of M/s. KPMG Taseer Hadi & Co., Chartered Accountants as external auditors.
- 4) To consider and approve final Cash Dividend for the year ended 30th June 2013 at Rs. 2.50 per share i.e. 25% as recommended by the Board of Directors.
- 5) To elect directors of the Company in accordance with the provisions of Section 178 of the Companies Ordinance, 1984. The number of the directors to be elected has been fixed at seven by the Board of Directors. Names of the present seven directors retiring and eligible to file nominations are as under:
Mr. Arif Habib, Mr. Nasim Beg, Mr. Asadullah Khawaja, Mr. Samad A. Habib, Mr. Kashif A. Habib, Mr. Muhammad Ejaz, Mr. Kashif Shah.

Special Business

- 6) To consider and if deemed fit to pass the following Special Resolutions with or without modification(s):

Investment in Associated Companies & Associated Undertakings

"RESOLVED THAT the consent and approval be and is hereby accorded under Section 208 of the Companies Ordinance, 1984 and "Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012" for the following limit of additional investment in associated companies and associated undertakings subject to the terms and conditions mentioned in the annexed statement under Section 160(1)(b).

Name of Companies & Undertakings	Rupees in million	
	Proposed amount for Equity	Proposed amount for Loan/Advance
Javedan Corporation Limited	1,250	1,250
Arif Habib Limited	-	250
Real Estate Modaraba Management Company Limited	-	300
Aisha Steel Mills Limited	750	750
Power Cement Limited (Formerly: Al-Abbas Cement Industries Limited)	300	-
Sachal Energy Development (Pvt.) Limited	1,250	-
Safe Mix Concrete Products Limited	150	150

"FURTHER RESOLVED THAT the consent and approval be and is hereby accorded under Section 208 of the Companies Ordinance, 1984 and "Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012" for renewal of equity investments limit upto unutilized portion for which approval had been sought in previous general meeting, in associated companies and associated undertakings as mentioned in the annexed statement under Section 160(1)(b).

"FURTHER RESOLVED THAT the consent and approval be and is hereby accorded under Section 208 of the Companies Ordinance, 1984 and "Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012" for renewal of sanctioned limits of loans and advances for which approval has been sought in previous general meeting, in associated companies and associated undertakings as mentioned in the annexed statement under Section 160(1)(b) whereas the renewal of limits will be in the nature of running finance for a period of one year and shall be renewable in next general meeting(s) for further period(s) of one year."

"FURTHER RESOLVED THAT the Chief Executive Officer and/or the Company Secretary 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 resolutions and to do 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."

Any Other Business

- 7) To consider any other business with the permission of the Chair.
A Statement under Section 160(1)(b) of the Companies Ordinance, 1984 pertaining to the special business is being sent to the shareholders along with this notice.

By order of the Board

Karachi; 31st August 2013

Basit Habib
Company Secretary

Notes:

1. Share transfer books of the company will remain closed from 13th September, 2013 to 21st September, 2013 (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 Thursday, 12th September, 2013 will be treated in time for the determination of entitlement of shareholders to cash dividend and 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, NIC 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 alongwith proxy form.
4. Members are requested to promptly notify any change in address by writing to the office of the registrar.