NOTICE OF 24th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Shareholders of Arif Habib Corporation Limited ("the Company") will be held on Thursday, 25th October, 2018 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 minutes of the Extra Ordinary General Meeting held on 26th September 2018.
- 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 2018 together with the Audited Consolidated Financial Statements of the Company and the Auditors' Reports thereon for the year ended 30th June 2018.
- To appoint the Auditors for the year ending 30th June 2019 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 2018 at Rs. 2.00 per share i.e. 20% as recommended by the Board of Directors.

SPECIAL BUSINESS

5) To authorize the Board of Directors of the Company to approve those transactions with related parties (if executed) during the financial year ending 30th June 2019 which require approval of shareholders u/s 207 and / or 208 of the Companies Act, 2017, by passing the following special resolution with our 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 financial year ending 30th June 2019."

"FURTHER RESOLVED THAT the transactions approved by the Board shall be deemed to have been approved by the shareholders u/s 207 and / or 208 of the Companies Act, 2017 (if triggered) and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval u/s 207 and / or 208 of the Companies Act, 2017 (if required)."

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 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 for the following limit of investments / additional investments in associated companies and associated undertakings subject to the terms and conditions mentioned in the Annexure-B of Statement under Section 134(3)."

"FURTHER 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 renewal of following equity investments limit upto unutilized portion for which approval had been sought in previous general meeting(s), in associated companies and associated undertakings as mentioned in the Annexure-C of Statement under Section 134(3)."

"FURTHER 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 renewal of following sanctioned limits of loans / advances / guarantees, for which approval has been sought in previous general meeting(s), in associated companies and associated undertakings as mentioned in the Annexure-C of statement under Section 134(3), whereas the renewal of limits will be in the nature of loan and / or running finance and/or corporate guarantee for a period of one year and shall be renewable in next general meeting(s) for further period(s) of one year."

		Proposed Free	sh Investment	Renewal Requested	
	Name of Associated Companies & Undertakings	Equity	Loan/ Advance/ Guarantee	Unutilized Equity Portion	Sanctioned Loan/ Advance/ Guarantee
	Javedan Corporation Ltd.	-	-	737	2,432
2	Summit Bank Ltd.	-	-	499	-
3	Arif Habib Ltd.	-	1,500	490	1,500
4	MCB-Arif Habib Savings and Investments Ltd.	-	-	399	-
5	Pakarab Fertilizers Ltd.	-	-	1,000	1,000
6	Fatima Fertilizer Company Ltd.	-	-	1,800	1,000
7	Rotocast Engineering Co. (Pvt.) Ltd.	-	-	300	200
8	Arif Habib Dolmen REIT Management Ltd.	-	-	1,000	500
9	Aisha Steel Mills Ltd.	-	-	591	8,250
10	Power Cement Ltd.	-	-	517	2,867
11	Sachal Energy Development (Pvt.) Ltd.	-	400	754	11,100
12	Safe Mix Concrete Ltd	-	-	150	150
13	Dolmen City REIT	-	-	799	-

------ Rupees in million ------

"FURTHER RESOLVED THAT the 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 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, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto."

ANY OTHER BUSINESS

7) 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

Manzoor Raza Company Secretary

NOTES:

- Share transfer books of the company will remain closed from 19th October 2018 to 25th October 2018 (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, 18th October 2018 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.
- 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 submit copies of their CNICs and promptly notify any change in address by writing to the office of the registrar.

Important:

PAYMENT OF CASH DIVIDEND THROUGH ELECTRONIC MODE (MANDATORY):

Under the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders.

In order to receive dividend directly into their bank account, shareholders are requested to provide their IBAN by filling the Electronic Mode Dividend Form available at Company's website containing prescribed details and send it duly signed along with a copy of CNIC to the Registrar of the Company, M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahrah-e-Faisal, Karachi, in case of physical shares. In case of book-entry securities, respective shareholders must get their respective records including IBAN updated as per the Electronic Mode Dividend Form with their Broker/Participant/CDC account services.

In the absence of a members' valid bank account details and / or IBAN, the Company will be constraint to withhold the payment of dividend to such members till provision of prescribed details.

UNCLAIMED DIVIDENDS

Shareholders, who by any reason, could not claim their dividend are advised to contact our Share 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, to collect/enquire about their unclaimed dividend, if any.

In this regard, specific notices as prescribed were also sent earlier to the shareholders to submit their claims within 90 days to the Company. In compliance of Section 244(1)(b) of the Companies Act, 2017 Final Notices had also been published on 29th December 2017 and 4th August 2018 in two daily newspapers i.e. (i) Business Recorder and (ii) Daily Nawa-e-Waqt in English and Urdu respectively.

Please note that in compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all dividends unclaimed for a period of three years from the date due and payable shall be deposited with the Federal Government.

WITHHOLDING TAX ON DIVIDEND

The Government of Pakistan through Finance Act, 2017 has made certain amendments in tax rates applicable through Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under :

-	For filers	s of In	come To	ax Reti	urn	IS	15%
	-	<i>c</i> 11	<i>c</i> .	-	-		0.001

- For non-filer of Income Tax Returns 20%

Shareholders are advised to make sure that their names (and/or the name of their joint holders) are appearing in latest Active Tax Payers List (ATL) provided on the website of FBR, otherwise they (and/or joint holders) shall be treated as non-filers and tax on their cash dividend income will be deducted at the rate of 20.0% instead of 15%.

WITHHOLDING TAX ON DIVIDEND IN CASE OF JOINT ACCOUNT HOLDERS

In order to enable the Company to follow the directives of the regulators to determine shareholding proportion in case of Joint account, all shareholders who hold shares with Joint shareholders, are requested to provide shareholding proportions of Principal shareholder and Joint Holder(s) in respect of shares held by them to our Share Registrar, in writing, as follows:

Folio /		Principal Shareholder		Joint Shareholder		
CDS Account #	Total Shares	Name and CNIC #	Shareholding Proportion (%)	Name and CNIC #	Shareholding Proportion (%)	

NOTE: In the event of non-receipt of the information by 18th October 2018, each shareholder will be assumed to have equal proportion of shares and the tax will be deducted accordingly.

NOTICE TO SHAREHOLDERS FOR PROVISION OF THEIR IDENTIFICATION DETAILS

The Individual Members who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) to the Company / Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share 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. The Corporate Entities are requested to provide their National Tax Number (NTN). Please give Folio Number with the copy of CNIC / NTN details. Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 779(I)/2011 dated 18th August 2011 and SRO 831(I)/2012 dated 5th July 2012,

SRO 19(1)/2014 dated 10th January 2014 and SRO 275(1)/2016 dated 31st March 2016 which mandates that the dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members.

In case of non-receipt of the copy of a valid CNIC, the Company would be unable to comply with aforementioned directives of SECP and therefore will be constrained under Section 243(2)(a) of the Companies Act, 2017 to withhold dispatch of dividend warrants of such shareholders.

Attention of corporate entities / legal persons is also invited towards SECP Circular # 16 of 2018. Respective shareholders (corporate entities / legal persons) are advised to provide the information pertaining to ultimate beneficial owners and / or other information as prescribed in the subject SECP circular to the share registrar of the company.

SUPPLY OF DOCUMENTS, INFORMATION, NOTICES TO THE MEMBERS ELECTRONICALLY

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.

CNIC/PASSPORT/NTN/EXEMPTION/ZAKAT DECLARATION

Shareholders are advised to ensure that they have provided their Passport/NTN/CNIC/Tax exemption certificates (for tax exemption, where applicable) and valid Zakat Declaration under Zakat & Ushr Ordinance 1980 (for Zakat Exemption) to their respective Participant/CDC Investor Account Services/Company's Share Registrar.

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.

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.

DISTRIBUTION OF ANNUAL REPORT

The audited financial statements of the Company for the year ended 30th June 2018 have been made available on the Company's website (http://www.arifhabibcorp.com) in addition to annual and quarterly financial statements for the prior years.

Further, this is to inform that in accordance with SRO 470(1)/2016 dated 31st May 2016, through which SECP has allowed companies to circulate the annual audited accounts to its members through CD/DVD/USB instead of transmitting the hard copies at their registered addresses, subject to consent of shareholders and compliance with certain other conditions, the Company has obtained shareholders' approval in an Extra Ordinary General Meeting held on 21st September 2016.

Accordingly, Annual Report of the Company for the year ended 30th June 2018 is dispatched to the shareholders through CD. However, if a shareholder, in addition, request for hard copy of Annual Audited Financial Statements, the same shall be provided free of cost within seven days of receipt of such request. For convenience of shareholders, a "Standard Request Form for provision of Annual Audited Accounts" have also been made available on the Company's website (http://arifhabibcorp.com/contact.php).

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

This statement sets out the material facts concerning the Special Business given in Agenda item No. 5 and Agenda item No. 6 of the Notice to be transacted at the Annual General Meeting of the Company.

Directors of the Company have no interest in the special business except in their capacity as director / shareholder.

ANNEXURE A

AUTHORIZATION FOR THE BOARD OF DIRECTORS TO APPROVE THOSE TRANSACTIONS WITH RELATED PARTIES (IF EXECUTED) DURING THE FINANCIAL YEAR ENDING 30TH JUNE 2019 WHICH REQUIRE APPROVAL OF SHAREHOLDERS U/S 207 AND / OR 208 OF THE COMPANIES ACT, 2017

The Company shall be conducting transactions with its related parties during the year ending 30th June 2019 on an arm's length basis as per the approved policy with respect to `transactions with related parties' in the normal course of business. Being the directors of an investment holding Company, many Directors may be deemed to be treated as interested in transactions with related parties due to their common directorships and/or shareholding. In order to promote good corporate governance and 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, including transactions (if executed) triggering approval of shareholders u/s 207 and / or 208 of the Companies Act, 2017, for the year ending 30th June 2019, 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 shareholding and / or common directorships in such related parties.

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

INVESTMENTS IN ASSOCIATED COMPANIES & ASSOCIATED UNDERTAKINGS

The Board of Directors of the Company has approved the specific limits for loans/advances along with other particulars for 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 principle purpose of this 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.

Ref. No.	REQUIREMENT	INFORMATION
I	Name of associated company or associated undertaking	Arif Habib Limited ("AHL")
Ш	Basis of relationship	Subsidiary Company
ш	Earnings per share for the last three years	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
V	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	30th June 2018(PKR in Million)Non-current assets1,595.42Current assets3,877.95Equity3,187.32Non-current liabilities-Current liabilities2,286.05Operating Revenue656.11Profit before Tax653.01Profit after Tax536.26
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

1 LOAN AND ADVANCES

VII	Maximum amount of investment to be made	Fresh limit for issuance of Guarantee up to 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.
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 pledge / corporate guarantee utilized by AHL. 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, guarantees provided and assets pledged for obtaining such funds (III) Cost benefit analysis	Not applicable, as it will be an un-funded 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 holding company

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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	The Company has an equity investment in AHL. This is in addition to renewal requested separately for the previously sanctioned limit of Ioan amounting to Rs. 1,500 million and equity limit of Rs. 490.45 million which was unutilised upto 30 th June 2018 Performance of AHL can be referred in Point III and V above.
XIII	Any other important details necessary for the members to understand the transaction	None
XIV	Category-wise amount of investment	Fresh Limit of unfunded facility (Pledge / Guarantee) for amount of PKR 1.5 billion is being sought
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 facility is unfunded.
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, terms and conditions, triggering circumstances and other details thereof	Not applicable
XIX	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking	Not applicable

2 LOAN AND ADVANCES

Ref. No.	REQUIREMENT	INFORMATION
I	Name of associated company or associated undertaking	Sachal Energy Development (Private) Limited ("SEDPL")
Ш	Basis of relationship	Subsidiary Company
III	Earnings / (loss) per share for the last three years	Year 2018: 2.66 Year 2017: 1.36 Year 2016: (0.05)
IV	Break-up value of share, based on the latest audited financial statements	PKR 13.38 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	30th June 2018(PKR in Million)Non-current assets13,236.45Current assets2,006.80Equity4,280.45Non-current liabilities8,785.11Current liabilities2,177.69Operating Revenue2,698.27Profit before Tax853.93Profit after Tax852.40
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 running finance facility of PKR 400 million is requested for approval. This is in the addition of PKR 600 million requested for renewal for previously sanctioned limit of loan in the nature of running finance.
VIII	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	To support the working capital requirements of the Subsidiary Company. AHCL shall charge markup on the loan utilized by SEDPL which will increase profit to the shareholders. The facility is subject to renewal next year.

IX	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds	The investment may be made from Company's own available liquidity and/or credit lines.
	(I) Justification for investment through borrowing	Higher rate of return / support working capital of subsidiary, if and where needed
	 (II) Detail of collateral, guarantees provided and assets pledged for obtaining such funds 	Pledge of listed securities and / or charge over assets of the Company, if and where needed.
	(III) Cost benefit analysis	Company's average borrowing cost ranges from 1 month KIBOR + 1% to 3 months KIBOR + 2% and the Company is expected to earn mark-up over and above the borrowing cost.
Х	Salient feature of agreements (if any) with associated company or associated undertaking with regards to proposed investment	The markup on existing facility is 3 months KIBOR + 2.25% per annum. Markup is payable on Quarterly basis. The loan is repayable within 30 business days of notice of demand.
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 /	The Company has an equity and loan investment in SEDPL. The Company has also provided guarantee on behalf of SEDPL.
	write-offs	Performance of SEDPL can be referred in Point III and V above.
XIII	Any other important details necessary for the members to understand the transaction	None
XIV	Category-wise amount of investment	Running finance facility for amount of PKR 400 million.
		This is amount is in addition to PKR 600 million already approved in previous annual general meeting.
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	Average borrowing of Company ranges from 1 month KIBOR + 1% to 3 months KIBOR + 2%. Funded facility shall be Conventional in nature

	-	
XVI	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company	The Company shall charge markup at 3 month KIBOR + 2.25% on the loan amount utilized by SEDPL.
XVII	Particulars of collateral or security to be obtained in relation to the proposed investment	As Investee is a Subsidary Company, no collateral is required.
XVIII	If the investment carries conversion feature, terms and conditions, triggering circumstances and other details thereof	Not applicable
XIX	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking	The Running Finance Facility is for the period of one year and shall be renewable in next general meeting for further period(s) of one year(s).

FOLLOWING DIRECTORS OF THE COMPANY HAVE NO INTEREST IN THE INVESTEE COMPANIES EXCEPT IN THEIR CAPACITY AS DIRECTOR / SHAREHOLDER

Mr. Arif Habib	 Chief Executive and shareholder of Arif Habib Corporation Limited, which is the holding company of Arif Habib Limited; and Chairman and shareholder of Sachal Energy Development (Pvt.) Ltd.
Mr. Muhammad Ejaz	- Director and shareholder of Arif Habib Corporation Limited, which is the holding company of Arif Habib Limited; and - Director and shareholder of Sachal Energy Development (Pvt.) Ltd.
Mr. Asadullah Khawaja	- Director and shareholder of Arif Habib Corporation Limited, which is the holding company of Arif Habib Limited,
Khawaja Jalaluddin Roomi	- Director and shareholder of Arif Habib Corporation Limited, which is the holding company of Arif Habib Limited
Mr. Sirajuddin Cassim	- Director and shareholder of Arif Habib Corporation Limited, which is the holding company of Arif Habib Limited
Mr. Nasim Beg	- Director and shareholder of Arif Habib Corporation Limited, which is the holding company of Arif Habib Limited
Mr. Samad A. Habib	- Director and shareholder of Arif Habib Corporation Limited, which is the holding company of Arif Habib Limited
Mr. Kashif A. Habib	- Director and shareholder of Arif Habib Corporation Limited, which is the holding company of Arif Habib Limited

ANNEXURE C

STATEMENT UNDER SECTION 134(3)OF THE COMPANIES ACT 2017, IN COMPLIANCE WITH REGULATION 4(2) OF COMPANIES (INVESTMENT IN ASSOCIATED COMPANIES OR ASSOCIATED UNDERTAKINGS) REGULATIONS, 2017, FOR DECISION TO MAKE INVESTMENT UNDER THE AUTHORITY OF A RESOLUTION PASSED EARLIER PURSUANT TO PROVISIONS OF SECTION 208 OF THE COMPANIES ORDINANCE 1984 (REPEALED) OR SECTION 199 OF THE COMPANIES ACT, 2017 IS NOT FULLY IMPLEMENTED:

The Company in its previous general meetings had sought approvals under section 208 of the Companies Ordinance, 1984 (repealed) and under section 199 of Companies Act, 2017 for investments in the following Associated Companies and Associated Undertakings in which investment has not been made so far, either fully or partially. Approval of renewal of unutilised portion of equity investments and sanctioned limit of loans, advances, running finance and corporate guarantee is also hereby sought for the companies, in which directors of the company have no interest except in their capacity as director/shareholder, as per following details :

S. No.	Description	Investment in Securities	Loans & Advance	es In The Nature of:
			Running Finance	Corporate Guarantee
a) b) c)	total investment approved; amount of investment made to date; reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time;	3,250,000,000 2,513,399,501 Waiting for an appropriate time in the interest of the shareholders for complete utilisation	2,231,550,000 1,468,000,000 Facility is in the nature of running finance to be availed as when needed in the interest of the shareholders	200,000,000 - Facility is in the nature of Guarantee to be availed as when needed in the interest of the shareholders
d)	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2018	FY2017 (Restated)
i ii	Earnings per share - basic & diluted Net Profit		3.35 & 3.06 703,713,000	7.43 & 5.66 989,557,000
iii i∨ ∨	Shareholders Equity Total Assets Break-up value		13,835,272,000 20,840,488,000 51,77	9,777,974,000 14,441,022,000 48,36
•	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 736,600,499	Sanctioned 2,231,550,000	Sanctioned 200,000,000

1. NAME OF ASSOCIATED COMPANY/UNDERTAKING: JAVEDAN CORPORATION LIMITED

2. NAME OF ASSOCIATED COMPANY / UNDERTAKING : SUMMIT BANK LIMITED

S. No.	Description	Investment in Securities	Loans & Advance	es In The Nature of:
			Running Finance	Corporate Guarantee
a)	total investment approved;	755,822,522	-	-
b)	amount of investment made to date;	257,071,472	-	-
	reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time;	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	-	-
d)	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2017	FY2016
i	Earnings per share - basic & diluted		(0.51) & (0.51)	(1.00) & (1.00)
ii	Net Loss		(1,146,439,000)	(2,174,392,000)
iii	Shareholders Equity		11,034,525,000	12,671,952,000
iv	Total Assets		233,049,936,000	215,022,348,000
V	Break-up value		4.18	6.35
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 498,751,050	Sanctioned -	Sanctioned -

3. NAME OF ASSOCIATED COMPANY / UNDERTAKING : ARIF HABIB LIMITED

S. No.	Description	Investment in Securities	Loans & Advance	es In The Nature of:
			Running Finance	Corporate Guarantee
a)	total investment approved	2 421 676 000	1,500,000,000	
a) b)	total investment approved; amount of investment made to date;	3,421,676,000 2,931,230,887	1,500,000,000	-
(0	amouni oi invesimeni made io adie;	, , , , ,,,,,	- Facelik de la de europhise	-
C)	reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time;	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of running finance and availed as when needed in the interest of the shareholders	-
d)	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2018	FY2017
i	Earnings per share		9.75	16.01
ii	Net Profit		536,256,096	880,535,448
iii	Shareholders Equity		3,187,315,847	3,201,059,751
iv	Total Assets		5,473,367,385	5,692,984,008
V	Break-up value		57.95	58.20
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 490,445,113	Sanctioned 1,500,000,000	Sanctioned -

4. NAME OF ASSOCIATED COMPANY / UNDERTAKING : MCB - ARIF HABIB SAVINGS AND INVESTMENTS LIMITED

S. No.	Description	Investment in Securities	Loans & Advance	es In The Nature of:
			Running Finance	Corporate Guarantee
a)	total investment approved;	481,200,000	-	-
b)	amount of investment made to date;	81,947,527	-	-
C)	reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time;	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	-	-
d)	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2018	FY2017
i	Earnings per share		1.77	2.81
ii	Net Profit		127,628,140	202,194,317
iii	Shareholders Equity		1,570,971,369	1,579,537,437
iv	Total Assets		2,248,727,899	2,263,773,646
V	Break-up value		21.82	21.94
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 399,252,473	Sanctioned -	Sanctioned -

5. NAME OF ASSOCIATED COMPANY / UNDERTAKING : PAKARAB FERTILIZERS LIMITED

S. No.	Description	Investment in Securities	Loans & Advance	es In The Nature of:
			Running Finance	Corporate Guarantee
a)	total investment approved;	2,324,332,000	1,000,000,000	-
b)	amount of investment made to date;	1,324,332,073	-	-
C)	reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time;	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of running finance to be availed as when needed in the interest of the shareholders	-
d)	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2017	FY2016
i	Loss per share		(8.76)	(4.28)
ii	NetLoss		(3,941,887,000)	(1,927,087,000)
iii	Shareholders Equity		19,701,914,000	22,007,339,000
iv	Total Assets		61,483,295,000	60,560,581,000
V	Break-up value		43.78	48.91
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 999,999,927	Sanctioned 1,000,000,000	Sanctioned -

6. NAME OF ASSOCIATED COMPANY / UNDERTAKING : FATIMA FERTILIZER COMPANY LIMITED

S. No.	Description	Investment in Securities	Loans & Advance	s In The Nature of:
			Running Finance	Corporate Guarantee
a)	total investment approved;	2,500,000,000	1,000,000,000	-
b)	amount of investment made to date;	700,037,106	-	-
C)	reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time;	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of running finance to be availed as when needed in the interest of the shareholders	-
d)	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2017	FY2016
i	Earnings per share		5.04	4.66
ii	Net Profit		10,576,013,000	9,782,143,000
iii	Shareholders Equity		53,741,792,000	47,374,016,000
iv	Total Assets		99,336,477,000	110,597,118,000
V	Break-up value		25.59	22.56
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 1,799,962,894	Sanctioned 1,000,000,000	Sanctioned -

7. NAME OF ASSOCIATED COMPANY / UNDERTAKING : ROTOCAST ENGINEERING COMPANY (PRIVATE) LIMITED

S. No.	Description	Investment in Securities	Loans & Advance	es In The Nature of:
			Running Finance	Corporate Guarantee
a)	total investment approved;	300,000,000	200,000,000	-
b)	amount of investment made to date;	-	-	-
C)	reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time;	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of running finance to be availed as when needed in the interest of the shareholders	-
d)	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2017	FY2016
i	(Loss) / Earnings per share		14.27	(13.65)
ii	Net (Loss) / Profit		14,267,403	(13,650,874)
111	Shareholders Equity		4,036,178,817	3,952,528,001
iv	Total Assets		6,104,624,574	6,100,237,462
V	Break-up value		4,036.18	3,952.53
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 300,000,000	Sanctioned 200,000,000	Sanctioned -

8. NAME OF ASSOCIATED COMPANY / UNDERTAKING : ARIF HABIB DOLMEN REIT MANAGEMENT LIMITED

S. No.	Description	Investment in Securities	Loans & Advance	es In The Nature of:
			Running Finance	Corporate Guarantee
a)	total investment approved;	1,000,000,000	500,000,000	-
b)	amount of investment made to date;	-	-	-
C)	reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time;	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of running finance to be availed as when needed in the interest of the shareholders	-
d)	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2018	FY2017
i	Earnings / (Loss) per share		(6.81)	0.98
ii	Net Profit / (Loss)		(136,283,015)	19,574,929
iii	Shareholders Equity		156,804,304	496,550,603
iv	Total Assets		172,901,459	1,540,186,006
V	Break-up value		7.84	24.83
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 1,000,000,000	Sanctioned 500,000,000	Sanctioned -

9. NAME OF ASSOCIATED COMPANY / UNDERTAKING : AISHA STEEL MILLS LIMITED

S. No.	Description	Investment in Securities	Loans & Advances	In The Nature of:
			Running Finance & Long Term	Corporate Guarantee
a)	total investment approved;	3,750,000,000	2,539,206,765 & 210,793,235	5,500,000,000
b)	amount of investment made to date;	3,158,959,297	175,000,000 & 201,315,405	3,477,457,000
c)	reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time;	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	of running finance to be availed as when needed in the interest	Facility is in the nature of Guarantee to be availed as when needed in the interest of the shareholders
d)	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2018	FY2017 (Restated)
i	Earnings per share		1.57 & 1.54	1.74 & 1.31
ii	Net Profit		1,283,982,000	1,020,149,000
iii	Shareholders Equity		8,491,106,000	6,700,473,000
iv	Total Assets		20,425,788,000	18,183,865,000
V	Break-up value		10.20	9.14
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 591,040,703	Sanctioned 2,539,206,765 (RF)* 210,793,235 (LTL)**	Sanctioned 5,500,000,000

*RF = Running Finance

**LTL = Long Term Loan

10. NAME OF ASSOCIATED COMPANY / UNDERTAKING : POWER CEMENT LIMITED

S. No.	Description	Investment in Securities	Loans & Advance	es In The Nature of:
			Running Finance	Corporate Guarantee
a)	total investment approved;	3,322,000,000	1,000,000,000	1,867,300,000*
b)	amount of investment made to date;	2,804,619,545	-	-
C)	reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time;	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of running finance to be availed as when needed in the interest of the shareholders	Facility is in the nature of Guarantee to be availed as when needed in the interest of the shareholders
d)	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2018	FY2017
i	Earnings per share		0.32	1.14
ii	Net Profit		319,907,000	466,793,000
iii	Shareholders Equity		11,299,062,000	8,394,241,000
iv	Total Assets		24,517,306,000	11,387,114,000
V	Break-up value		10.63	22.95
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 517,380,455	Sanctioned 1,000,000,000	Sanctioned 1,867,300,000*

*This includes PKR 1,367,300,000 equivalent to USD 11 million being limit of Corporate Guarantee approved by shareholders in their extra ordinary general meeting (EoGM) held on 26th September 2018. USD conversion rate @ Rs.124.3 per dollar prevailing on the date of EoGM has been taken as indicative rate for disclosure purposes only. Actual Corporate Guarantee, however, will be given in USD currency amounting to 11 million.

11. NAME OF ASSOCIATED COMPANY / UNDERTAKING : SACHAL ENERGY DEVELOPMENT (PRIVATE) LIMITED

S. No.	Description	Investment in Securities	Loans & Advance	es In The Nature of:
			Running Finance	Corporate Guarantee
			(00.000.000	
	total investment approved;	3,500,000,000	600,000,000	10,500,000,000
b)	amount of investment made to date;	2,746,465,560	525,000,000	10,500,000,000
C)	reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time;	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of running finance to be availed as when needed in the interest of the shareholders	Facility is in the nature of Guarantee to be availed as when needed in the interest of the shareholders
	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2018	FY2017
i	Earnings per share		2.66	1.36
ii	Net Profit		852,402,656	372,843,487
iii	Shareholders Equity		4,280,449,684	2,974,512,128
iv	Total Assets		15,243,250,439	13,569,292,046
V	Break-up value		13.38	10.83
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR	Unutilised	Sanctioned	Sanctioned
	PORTION I.E.:	753,534,440	600,000,000	10,500,000,000

12. NAME OF ASSOCIATED COMPANY / UNDERTAKING : SAFEMIX CONCRETE LIMITED

S. No.	Description	Investment in Securities	Loans & Advance	s In The Nature of:
			Running Finance	Corporate Guarantee
a)	total investment approved;	150,000,000	150,000,000	
b)	amount of investment made to date;	-	-	
c)		Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of running finance to be availed as when needed in the interest of the shareholders	-
d)	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2017	FY2016
i	Loss per share		(0.67)	(1.49)
ii	Net Loss		(16,767,581)	(37,250,757)
iii	Shareholders Equity		238,694,210	256,441,019
iv	Total Assets		503,902,449	453,987,266
V	Break-up value		9.55	10.26
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR	Unutilised	Sanctioned	Sanctioned
	PORTION I.E.:	150,000,000	150,000,000	-

13. NAME OF ASSOCIATED COMPANY / UNDERTAKING : DOLMEN CITY REIT

S. No.	Description	Investment in Securities	Loans & Advance	es In The Nature of:
			Running Finance	Corporate Guarantee
a)	total investment approved;	1,000,000,000	-	-
b)	amount of investment made to date;	201,492,133	-	-
C)	reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time;	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	-	-
d)	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2018	FY2017
i	Earnings per unit		2.27	1.70
ii	Net Profit		5,055,268,000	3,787,120,000
iii	Total unit-holders' fund		42,232,181,000	41,735,498,000
iv	Total Assets		42,998,020,000	42,399,852,000
V	Net Asset Value per unit		18.99	18.77
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 798,507,867	Sanctioned -	Sanctioned -

	Company Secretary		
	Habib Corporation Lim	nited	
	Habib Centre		
	M.T. Khan Road		
Kar	achi.		
l/ w	e	of	being a member(s)
		Limited holding	
CD	C A/c. No.	_ hereby appoint Mr./Mrs./Miss	
		of (full address)	
Mr.,	/Mrs./Miss		of (full address)
Sigi	ned thisc	day of 2018.	
Wit	nesses:		[]
1.	Name :		Signature on
	Address :		Rs. 5/-
	CNIC No. :		Revenue Stamp
	Signature :		
2	Name :		
2.	Name : Address :		
2.	Address :		
2.	Address : CNIC No. :		
2.	Address :		
	Address : CNIC No. :		
NO	Address : CNIC No. : Signature : TES: A member entitled to	attend and vote at the meeting such rights as respects attending, sp	may appoint another member c beaking and voting at the meeti
NO 1.	Address : CNIC No. : Signature : TES: A member entitled to proxy who shall have s available to a member Proxy shall authenticat	attend and vote at the meeting such rights as respects attending, sp	peaking and voting at the meeting at the meeting and voting at the meeting at
NO 1. 2.	Address : CNIC No. : Signature : TES: A member entitled to proxy who shall have s available to a member Proxy shall authenticat number at the time of In order to be effectiv. Depository Company S.M.C.H.S, Main Shahr	e attend and vote at the meeting such rights as respects attending, sper. The his/her identity by showing his/he	r original CNIC / passport and brin at the office of our Registrar M/s partment, CDC House, 99-B, B 8 hours before the meeting duly
	Address : CNIC No. : Signature : TES: A member entitled to proxy who shall have s available to a member Proxy shall authenticat number at the time of In order to be effective Depository Company S.M.C.H.S, Main Shahr and stamped and wit given on the form.	attend and vote at the meeting i such rights as respects attending, sper. The his/her identity by showing his/he attending the meeting. e, the proxy form must be received of Pakistan, Share Registrar De a-e-Faisal, Karachi, not later than 4 nessed by two persons with their sig als attested copies of CNIC or pass	r original CNIC / passport and brin at the office of our Registrar M/s partment, CDC House, 99-B, E 8 hours before the meeting duly nature, name, address and CNIC

يرانسي فارم 24th سالانه جنزل اجلاس

سمپنی سیریٹری عارف حبيب كار پوريش لميٹر عارف حبيب سينثر 23،ايم ڻي خان روڙ کراچی۔

میں مشتمی / مسماً ۃ ۔ ۔ ۔ ۔ ۔ ۔ ۔ ۔ ۔ ۔ ۔ ۔ ۔ ۔ کان ۔ ۔ ۔ ۔ ۔ ۔ ۔ ۔ ۔ ۔ ۔ ۔ ۔ صلع بحثيت ممبر عارف حبيب كاريوريش لميثذ،مشخى / مسمآ ة _____ ساکن _____ کو میری جگداور میری طرف سے کمپنی کے سالانہ اجلاس عام جو بتاریخ 25 اکتوبر ، 2018 کومنعقد ہور ہاہے میں اوران کے سی ملتوی شدہ اجلاس میں ووٹ ڈالے۔ دستخط: _____ د وز/ بتاريخ

د ښخط۵روپ ريوينيواسٿيمپ

: :	گوابا
-----	-------

1	2
ئام:	نام:
: <i>*</i> .	:*;
شناختی کارڈنمبر:	شناختی کارڈنمبر:
دىتخط:	وستخط:

نوے:

- وہ رُکن جسے بیاجلاس یااجلاس میں ووٹ کاحق حاصل ہے وہ کسی ناگز ریصور تحال میں اپنی جگہ کسی دوسرے (مخصوص) رُکن کو بیر قن دے سکتا ہے کہ وہ رُکن اُس کی پراکسی استعال کرتے ہوئے ،اُس کے بجائے اجلاس میں شریک ہوسکتا ہے،خطاب کرسکتا ہے یا ووٹ کا اندراج کرسکتا ہے۔
- پراکسی ثابت کرنے کے لئے اُسے اپنااصل پاسپورٹ اور فولیونمبر سے دکھانا لازمی ہے تا کہ اجلاس میں شرکت کی اجازت سے قبل اُس کی شاخت کی جاسکے۔
- مئوثر بنانے کے لئے، پراکسی فارم ہمارے رجسڑا رکے دفتر (ایم/ایس) سینٹرل ڈیپوزیٹری کمپنی آف پاکستان، شیئر رجسڑار ڈیپار شنٹ، سی ڈی سی ہاؤس،B-99، ایس،ایم، سی،ا پنج، ایس، شاہراہ فیصل، کراچی، پاکستان، میں اجلاس سے کم از کم 48 گھنے قبل وصول ہونالازمی ہے۔فارم میں تمام مطلوبہ معلومات، رُکن کے دستخط اور مہر، نیز دو گواہان کی بنیا دی معلومات یعنی نام پنے، دستخط اور شناختی کارڈنمبر کا اندراج ضروری ہے۔
 - انفردی رُکن کی صورت میں اصل اونراور پراکسی کے شناختی کارڈیا پاسپورٹ کی نصدیق شدہ نقول منسلک کرنالا زمی ہے۔
- پراکسی کے کارپوریٹ ہونے کی صورت میں بورڈ آف ڈائیر یکٹر کی قرارداد، پاور آف اٹارنی، شناختی کارڈ اور پاسپورٹ کی تصدیقی شدہ نقول، پراکسی فارم کے ساتھ منسلک کرنا ضروری ہے۔