

30th August 2016

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

Subject: NOTICE OF EXTRA ORDINARY GENERAL MEETING
ARIF HABIB CORPORATION LIMITED

Dear Sir,

Please find enclosed Notice of the Extra Ordinary General Meeting of the Shareholders of Arif Habib Corporation Limited to be held on Wednesday, 21st September 2016 at 04:30 p.m. for conducting Election of Directors. The enclosure also includes Statement under Section 160(1)(b) of the Companies Ordinance 1984 pertaining to the special businesses regarding amendments in Articles of Associations. Notice will be dispatched to the shareholders on 31st August 2016.

Further, this is to inform that the Notice will also be published in "Business Recorder" in English language and in "Nawa-e-Waqt" in Urdu translation on the same date, i.e. 31st August 2016 in Karachi, Lahore and Islamabad issue of respective newspapers.

Yours' faithfully,



Manzoor Raza
Company Secretary

cc :

The Registrar of Companies, Securities and Exchange Commission of Pakistan, Company Registration Office, 4th Floor, State Life Building No. 2, Off I. I. Chundrigar Road, Karachi.	The Director (MSW/BO), Securities Market Division, Securities and Exchange Commission of Pakistan, NIC Building, Jinnah Avenue, Islamabad.	The Director, Enforcement Department, Securities and Exchange Commission of Pakistan, NIC Building, Jinnah Avenue, Islamabad. Fax: 051-9204915
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Arif Habib Corporation Limited

Registered & Corporate Office: Arif Habib Centre, 23 M.T. Khan Road, Karachi - 74000
Phone: +92 21 32460717-9 | Fax: +92 21 32468117, 32429653 | Web: www.arifhabibcorp.com

Notice of Extra Ordinary General Meeting

To be held on Wednesday, 21st September 2016 at 04:30 p.m.

At the Beach Luxury Hotel, Moulvi Tamizuddin Khan Road, Karachi



Arif Habib Corp

Notice of Extra Ordinary General Meeting

Notice is hereby given that an Extra Ordinary General Meeting of the Shareholders of Arif Habib Corporation Limited (“the Company”) will be held on Wednesday, 21st September 2016 at 04:30 p.m. at the Beach Luxury Hotel, Moulvi Tamizuddin Khan Road, Karachi to transact the following business:

Ordinary Business

- 1) To confirm minutes of the Twenty First Annual General Meeting held on 21st October 2015.
- 2) To elect directors of the Company in accordance with the provisions of Section 178 of the Companies Ordinance, 1984 for a term of three years. The number of the directors to be elected has been fixed at eight by the Board of Directors. Names of the present seven directors retiring and eligible to file nominations are as under:

Mr. Asadullah Khawaja, Mr. Arif Habib, Mr. Sirajuddin Cassim, Mr. Nasim Beg, Mr. Samad A. Habib, Mr. Kashif A. Habib, Mr. Muhammad Ejaz

Special Business

- 3) To consider and if deemed fit, approve the amendments / addition in Articles of Association of the Company as mentioned in detail in the Statement under Section 160(1)(b) in connection with consent from shareholders for the transmission of the annual audited accounts in any approved transmission medium; and provision for appointment of a non-members as proxy in case of e-voting; and pass the following resolutions, with or without modifications, as Special Resolutions:

“RESOLVED THAT transmission of the annual audited accounts of the Company either in hard copy (book form) or through any other approved transmission medium including CD/DVD/USB be and is hereby approved.”

“FURTHER RESOLVED THAT appointment of non-members as proxy in case of e-voting be and is hereby approved.”

“FURTHER RESOLVED THAT in connection with the resolutions passed above and subject to the necessary approvals to be obtained from regulators / creditors and any consequent modification thereon, the amendments / addition in Articles of Association of the Company which is laid before the members in the Statement under Section 160(1)(b) and forms an integral part of this resolution, be and are hereby approved.”

“FURTHER RESOLVED THAT the Chief Executive or / and Company Secretary be and are hereby authorized to complete necessary formalities in connection with amendments in Articles of Association, as modified in the Extra Ordinary General Meeting or in accordance with the advice of any regulator / creditor.”

Any Other Business

- 4) 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 2016

Manzoor Raza
Company Secretary

Notes:

1. Share transfer books of the company will remain closed from 9th September 2016 to 21st September 2016 (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, 8th September 2016 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, 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:

Contesting election of directors

Any person (including a retiring Director) who seeks to contest election of directors shall file with the Company at its registered office, Arif Habib Centre, 23 M. T. Khan Road, Karachi, not later than 14 days before the said meeting his / her intention to offer himself / herself for the election of the directors in terms of Section 178(3) of the Companies Ordinance, 1984 together with :

- i- Notice of his / her intention to stand for election, along with duly completed and signed Form 28 giving his / her consent to act as Director of the Company if elected, and certify that he is not ineligible to become a Director under any applicable laws, Rules and Regulations; and that he / she confirms to hold the qualification shares in accordance with Article 89 of the Articles of Association of the Company.
- ii- Detailed profile along with office address to be placed on the Company's website seven days prior to the date of election in term of SECP's SRO 25(1)2012 of 16th January 2012
- iii- Declaration in respect of being compliant with the requirements of the Code of Corporate Governance 2012 and the eligibility criteria as set out in the Companies Ordinance, 1984 to act as the directors of a listed company
- iv- Attested copy of valid CNIC and NTN.

Notice to Shareholders who have not provided their CNIC

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 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, SRO 831(I)/2012 dated 5th July 2012, SRO 19(I)/2014 dated 10th January 2014 and SRO 275(I)/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 251(2)(a) of the Companies Ordinance, 1984 to withhold dispatch of future dividend warrants, if any, of such shareholders.

STATEMENT UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE 1984

- SECP has issued The Companies (E-Voting) Regulations, 2016 through SRO 43(I)/2016 dated 22nd January 2016. These regulations provide members with a right to vote at general meetings through electronic means, subject to satisfaction of certain conditions, including the amendment of Articles of Association so as to stipulate that in case of E-Voting both members and non-members can be appointed as proxy.

For the purpose of incorporating the facility of E-Voting in the Articles of Association of the company, it is proposed to amend the Articles of Association by adding a new clause 74A and amending existing clause 75 as follows:

Clause	Existing Provision	Proposed Provision	Remarks
74A	-	The provisions and requirements for e-voting including instrument for appointing proxy as prescribed by the regulatory authority from time to time shall be deemed to be incorporated in these Articles, irrespective of the other provisions of these Articles of Association and notwithstanding anything contradictory therein.	New Clause
75	The instrument appointing proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or if the appointer is a corporate body either under the common seal or under the hand of an officer of attorney so authorized. A proxy appointed only for specified meeting shall be called a special proxy and other proxy shall be called a general proxy. Provided no person shall be appointed as proxy who is not a member of the Company and qualified to vote.	The instrument appointing proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or if the appointer is a corporate body either under the common seal or under the hand of an officer of attorney so authorized. A proxy appointed only for specified meeting shall be called a special proxy and other proxy shall be called a general proxy. Provided that except for the purposes specifically allowed by the regulatory authority including the purpose of e-voting, no person shall be appointed as proxy who is not a member of the Company and qualified to vote.	Amended

STATEMENT UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE 1984

- Through SRO 470(I)/2016 dated 31st May 2016 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.

To give effect to the above, clause 139 of the Articles of Association of the company is proposed to be amended as follows:

Clause	Existing Provision	Proposed Provision	Remarks
139	A printed copy of every such account, balance sheet and report shall at least twenty one days previously to the meeting be sent to the registered address of every registered holder of share of the Company and a copy shall also be deposited at the office for the inspection of members of the Company during a period at least twenty one days before the meeting.	A printed copy of every such account, balance sheet and report shall at least twenty one days previously to the meeting be sent to the registered address of every registered holder of share of the Company either in the printed form or in other medium/form including CD/DVD/USB/email as allowed by the regulatory authority and a copy shall also be deposited at the office for the inspection of members of the Company during a period at least twenty one days before the meeting.	Amended

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 21st September 2016 and/or any adjournment thereof.

Signed this _____ day of _____ 2016.

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 Shakra-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.

کمپنی سیکریٹری

عارف حبیب کارپوریشن لمیٹڈ

عارف حبیب سینٹر

23، ایم ٹی خان روڈ

کراچی۔

میں منسٹی / مسماۃ _____ ساکن _____ ضلع _____

بحیثیت ممبر عارف حبیب کارپوریشن لمیٹڈ، منسٹی / مسماۃ _____

ساکن _____ کو بطور مختار (پراکسی) مقرر کرتا ہوں تاکہ وہ میری جگہ اور میری طرف سے کمپنی کے

غیر معمولی اجلاس عام جو بتاریخ 21 ستمبر، 2016 بروز بدھ منعقد ہو رہا ہے میں اور ان کے کسی ملتوی شدہ اجلاس میں ووٹ ڈالے۔

دستخط: _____ بروز/بتاریخ _____ 2016

گواہان:

1

2

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 فوٹو نمبر سے دکھانا لازمی ہے تاکہ اجلاس میں شرکت کی اجازت سے قبل اُس کی شناخت کی جاسکے۔
- منوثر بنانے کے لئے، پراکسی فارم ہمارے رجسٹرار کے دفتر (ایم/ایس) سینٹرل ڈیپوزیٹری کمپنی آف پاکستان، شیئر 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 پتے، 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 5 روپے
ریونیو اسٹیٹمپ



Arif Habib Corp

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Karach-74000
Tel: (021) 32460717-19
Fax: (021) 32429653, 32468117
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Group website: www.arifhabib.com.pk