

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 37th Annual General Meeting of the members of the Company will be held on Friday, October 27, 2017 at 11:30 a.m. at The Institute of Chartered Accountants of Pakistan (ICAP) Auditorium Hall, D-31/8, Chartered Accountants Avenue, Clifton, Karachi to transact the following business.

ORDINARY BUSINESS:

1. To confirm the minutes of the Extra Ordinary General Body Meeting held on Saturday, May 20, 2017.
2. To receive and adopt the Director's Report and Audited Financial Statements of the Company for the year ended June 30, 2017.
3. To approve the Final Cash Dividend for the year ended June 30, 2017 @ 25% i.e. Rs.1.25 per share of Rs.5 each to the members as recommended by the Board of Directors.
4. To appoint Auditors for the year ending on June 30, 2018 and fix their remuneration.
5. To transact such other business as may be placed before the meeting with the permission of the Chairman.

BY ORDER OF THE BOARD

ALI ASGHAR RAJANI
Company Secretary

Karachi: 23 August 2017.

NOTES:

- i. The share transfer books of the Company will remain closed from October 20, 2017 to October 27, 2017 (both days inclusive).
- ii. A member of the company entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies must be received at the Company's Share Registrar office not later than 48 hours prior to the meeting.
- iii. The CDC account / Sub account holders are requested to bring with them their Computerized National Identity Cards (CNIC) along with the participant(s) ID number and their account numbers at the time of attending the AGM in order to facilitate identification of the respective shareholders. In case of corporate entity, the Board of Directors Resolution / Power of attorney with specimen signature must be produced at the time of meeting.
- iv. The shareholders are requested to promptly communicate any change in their address to our Share Registrar: M/s. THK Associates (Pvt.) Limited.

- v. Pursuant to the directives of the Securities & Exchange Commission of Pakistan, CNIC number is mandatorily required to be mentioned on dividend warrants. Shareholders holding share certificate are therefore requested to submit a copy of their valid CNIC, if not already provided to M/s. THK Associates (Pvt.) Limited, 1st Floor, 40 - C, Block - 6, P.E.C.H.S., Karachi (the Share Registrar). In case of non-receipt of the copy of valid CNIC, Habib - ADM Limited would be unable to comply with SRO 831 (1) 2012 dated July 05, 2012 of SECP and therefore will be constrained under SECP Order dated 10th May 2016 to withhold dispatch of dividend warrant of such Shareholders.
- vi. The Government of Pakistan through Finance Act, 2017 has made certain amendments in 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:

- | | | |
|-----|--------------------------------------|-------|
| (a) | For filers of income tax returns | 15.0% |
| (b) | For non-filers of income tax returns | 20.0% |

To enable the Company to make tax deduction on the amount of cash dividend @15.0% instead of 20.0%, all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date for payment of the cash dividend, otherwise tax on their cash dividend will be deducted @ 20.0% instead of 15.0%.

For Shareholders holding their shares jointly, as per the clarification issue by the Federal Board of Revenue, withholding tax will be determined separately on 'Filer/Non-Filer' status of Principle shareholders as well as joint-holder(s) based on their shareholding proportions. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of Principle shareholder and Joint-holder(s) in respect of shares held by them to our share registrar, in writing as follows:

Company Name	Folio/CDC Account No.	Total Shares	Principal Shareholders		Joint Shareholders	
			Name & CNIC #	Shareholding Proportion (No. of Share)	Name & CNIC #	Shareholding Proportion (No. of Share)

The Corporate shareholders having CDC account are required to have their National Tax Number (NTN) updated with their respective participants, whereas physical shareholders should send a copy of their NTN certificate to the Company or Company's Share Registrar M/s. THK Associates (Pvt.) Limited. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective Folio numbers.

- vii. Dividend Mandate (Mandatory) - Pursuant to the requirements of Section 242 of the New Companies Act, 2017, shareholders are MANDATORILY required to provide their bank account details to receive their cash dividend directly into their bank accounts instead of receiving it through dividend warrants. In this regard and in pursuance of the directives of the SECP vide Circular No. 18 of 2017 dated August 01, 2017, shareholders are requested to submit their written request (if not already provided) to the Company's Share Registrar, giving particulars of their bank account details.
- viii. Members can also avail video conference facility at Lahore and Islamabad. In this regard, please fill the following form and submit to registered address of the Company 10 days before holding of the Annual General Meeting.

If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of the Annual General Meeting along with complete information necessary to enable them to access such facility.

I/We, _____ of _____
being a member of Habib - ADM Limited, holder of _____ ordinary share(s)
as per Register Folio/CDC Account No. _____ hereby opt for video
conference facility at _____.

Signature of Members

For any query / clarification / information, the shareholder may contact the Company. and/or the Share Registrar at the following addresses:

Company Address:

Habib - ADM Limited
2nd Floor, UBL Building, I.I. Chundrigar Road, Karachi.
Phone: (+92-21) 32411887 Fax: (+92-21) 32414581
e-mail: habib-adm@cyber.net.pk

Share Registrar Address:

M/s. THK Associates (Pvt.) Limited
1st Floor, 40 - C, Block - 6, P.E.C.H.S., Karachi-75400
UAN: (021) 111-000-322 Fax: (021) 34168271
e-mail: secretariat@thk.com.pk

PROXY FORM

I/We _____

of _____

being a member(s) of HABIB-ADM LIMITED, and a holder of _____

Ordinary Shares as per Share Register Folio Number _____

and/or CDC Account and participant's I.D. Numbers _____

hereby appoint _____ Folio No. _____ of _____

or failing him/her _____ Folio No. _____ of _____

another member of HABIB-ADM LIMITED as my/our proxy to vote for me/us and on my/our behalf
at the Annual General Meeting of the Company to be held on October 27, 2017, and at any
adjournment thereof.

Signed this _____ Day of _____

Revenue Stamp
Five
Rupees

SIGNATURE OF MEMBER(S)

(Signature should agree with the specimen signature registered with the Company)