

August 17, 2018

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Karachi.

Contact: 021-32439618, 35274381
Fax: 021-111-573-329

Subject: Notice of fourteenth annual general meeting 2018

Dear Sir,

Please find enclosed the following documents for your record and information:

- Notice of the Fourteenth Annual General Meeting of the Shareholders of Arif Habib Limited to be held on Saturday, September 15, 2018 at 10:30 a.m. (Annexure – I)

(As published in Business Recorder in English language and in Dunya in Urdu translation on August 17, 2018 in Karachi, Lahore & Islamabad issue of respective newspapers.)

- Statement under Section 134(3) of the Companies Act, 2017 pertaining to the special businesses regarding Investment in Associates to be transacted in the meeting. (Annexure A & Annexure B)

Statement under Section 134(3) (Annexure A & Annexure B) is included in the Annual Report of AHL for 2018 which will be dispatched to Stock Exchange, Commission and shareholders).

Kindly acknowledge the receipt.

Thanking you.

Yours sincerely,



Muhammad Taha Siddiqui
CFO & Company Secretary

NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Fourteenth Annual General Meeting of Arif Habib Limited will be held on September 15, 2018 at 10:30 A.M. at Beach Luxury Hotel, M.T. Khan Road, Karachi to transact the following business:

Ordinary Business

- 1) To confirm minutes of the Annual General Meeting held on September 23, 2017.
- 2) To review, consider and adopt audited accounts of the company together with the auditors' and directors' report thereon including approval of the annexures there to, for the year ended June 30, 2018.
- 3) To consider and approve final dividend for the year ended June 30, 2018, in cash at Rs. 3 per share i.e. 30% and by way of issue of fully paid bonus shares in the proportion of 1 share for every 5 shares held by the members i.e. 20% as recommended by the Board of Directors.
- 4) To appoint auditors of the company and fix their remuneration for the financial year 2018-19.

Special Business

- 5) To consider, subject to declaration of the final dividend as above, capitalization of a sum of Rs. 110,000,000 (Rupees One hundred ten million) by way of issue of 11,000,000 fully paid bonus shares of Rs. 10 each and if thought fit to pass an ordinary resolution in the matter.

Resolved that:

"RESOLVED THAT a sum of Rs. 110,000,000 (Rupees One Hundred Ten million) out of Reserves of the Company available for appropriation as at June 30, 2018, be capitalized and applied for issue of 11,000,000 (Eleven million) ordinary shares of Rs. 10/- each allotted as fully paid bonus shares to the members of the Company whose names appear on the register of members as at close of business on September 07, 2018 in the proportion of one shares of every five shares held (i.e. 20%) and that such shares shall rank pari passu in every respect with the existing ordinary shares of the company.

"FURTHER RESOLVED THAT the bonus shares so allotted shall not be entitled for final cash dividend for the year 2018."

"FURTHER RESOLVED THAT fractional entitlement of the members shall be consolidated into whole shares and sold on the Pakistan Stock Exchange and the sale proceeds thereof will be donated as deemed appropriate by the Board."

"FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized and empowered to give effect to this resolution and to do or cause to do all acts, deeds and things that may be necessary or required for issue of allotment and distribution of bonus shares."

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

Investment in Associated Companies & Associated Undertakings:

Resolved that:

"RESOLVED THAT the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and "Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012" for the following limit of investments/ additional investments in associated companies and associated undertakings subject to the terms and conditions mentioned in the Annexure-A of Statement under Section 134(3)."



"RESOLVED THAT the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 for renewal of the following equity investments limit up to unutilized portion of for which approval had been sought in previous general meeting(s), in associated companies and associated undertakings as mentioned in the annexed 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 for renewal of following 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 134(3) 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."

	<u>Name of Companies & Undertakings</u>	Amount in Million	
		Proposed Amount of Equity	Proposed Amount of Loan / Advance
1	<i>Safemix Concrete Products Limited (Renewal Requested)</i>	158	250
2	<i>Arif Habib Corporation Limited (Proposed Fresh Investment)</i>	-	1,500

"FURTHER RESOLVED THAT the Chief Executive 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."

7) To consider any other business with the permission of the Chair.

A Statement under Section 134(3) of the Companies Act, 2017, comprising of Annexure A and Annexure B pertaining to the special business is being sent to the shareholders along with this notice.

Karachi
Friday, August 17, 2018


By order of the Board
Muhammad Taha Siddiqui
Company Secretary



Notice of Fourteenth Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING OF ARIF HABIB LIMITED WILL BE HELD ON SEPTEMBER 15, 2018 AT 10:30 A.M. AT BEACH LUXURY HOTEL, M.T. KHAN ROAD, KARACHI TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

- 1) To confirm minutes of the Annual General Meeting held on September 23, 2017.
- 2) To review, consider and adopt audited accounts of the company together with the auditors' and directors' report thereon including approval of the annexures there to, for the year ended June 30, 2018.
- 3) To consider and approve final dividend for the year ended June 30, 2018, in cash at Rs. 3 per share i.e. 30% and by way of issue of fully paid bonus shares in the proportion of 1 share for every 5 shares held by the members i.e. 20% as recommended by the Board of Directors.
- 4) To appoint auditors of the company and fix their remuneration for the financial year 2018-19.

SPECIAL BUSINESS

- 5) To consider, subject to declaration of the final dividend as above, capitalization of a sum of Rs. 110,000,000 (Rupees One hundred ten million) by way of issue of 11,000,000 fully paid bonus shares of Rs. 10 each and if thought fit to pass an ordinary resolution in the matter.

RESOLVED THAT:

"RESOLVED THAT a sum of Rs. 110,000,000 (Rupees One Hundred Ten million) out of Reserves of the Company available for appropriation as at June 30, 2018, be capitalized and applied for issue of 11,000,000 (Eleven million) ordinary shares of Rs. 10/- each allotted as fully paid bonus shares to the members of the Company whose names appear on the register of members as at close of business on September 07, 2018 in the proportion of one shares of every five shares held (i.e. 20%) and that such shares shall rank pari passu in every respect with the existing ordinary shares of the company.

"FURTHER RESOLVED THAT the bonus shares so allotted shall not be entitled for final cash dividend for the year 2018."

"FURTHER RESOLVED THAT fractional entitlement of the members shall be consolidated into whole shares and sold on the Pakistan Stock Exchange and the sale proceeds thereof will be donated as deemed appropriate by the Board."

"FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized and empowered to give effect to this resolution and to do or cause to do all acts, deeds and things that may be necessary or required for issue of allotment and distribution of bonus shares."

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

Investment in Associated Companies & Associated Undertakings:

RESOLVED THAT:

"RESOLVED THAT the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and "Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012" for the following limit of investments/ additional investments in associated companies and associated undertakings subject to the terms and conditions mentioned in the Annexure-A of Statement under Section 134(3)."

"RESOLVED THAT the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 for renewal of the following equity investments limit up to unutilized portion of for which approval had been sought in previous general meeting(s), in associated companies and associated undertakings as mentioned in the annexed 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 for renewal of following 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 134(3) 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."

	NAME OF COMPANIES & UNDERTAKINGS	AMOUNT IN MILLION	
		Proposed Amount of Equity	Proposed Amount of Loan / Advance
01.	Safemix Concrete Products Limited (Renewal Requested)	158	250
02.	Arif Habib Corporation Limited (Proposed Fresh Investment)	-	1,500

"FURTHER RESOLVED THAT the Chief Executive 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."

7) To consider any other business with the permission of the Chair.

A Statement under Section 134(3) of the Companies Act, 2017, comprising of Annexure A and Annexure B pertaining to the special business is being sent to the shareholders along with this notice.

Karachi
Friday, August 17, 2018



By order of the Board
Muhammad Taha Siddiqui
Company Secretary

Notes

A. BOOK CLOSURE:

- i. The share transfer books will remain closed from September 08, 2018 to September 15, 2018 (both days inclusive) for entitlement of 30% final cash dividend and 20% bonus shares. Transfers in good order, received at the office of Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 by close of the business on September 07, 2018 will be treated in time for the purpose of attending the annual general meeting and entitlement of cash dividend and stock dividend.
- ii. All members/shareholders are entitled to attend, speak and vote at the annual general meeting. A member/shareholder may appoint a proxy to attend, speak and vote on his/her behalf. The proxy need not be a member of the Company. Proxies in order to be effective must be received 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 Shahra-e-Faisal, Karachi-74400 not less than 48 hours before the meeting.
- iii. In pursuance of Circular No. 1. of 2000 of SECP dated January 26, 2000 the beneficial owners of the shares registered in the name of Central Depository Company (CDC) and/or their proxies are required to produce their Computerized National Identity Card (CNIC) or passport for identification purpose at the time of attending the meeting. The form of proxy must be submitted with the Company within the stipulated time, duly witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the form, along with attested copies of the CNIC or the passport of the beneficial owner and the proxy.

In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.

- iv. Members are requested to intimate any changes in address immediately to Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400.

B. PAYMENT OF CASH DIVIDEND THROUGH ELECTRONIC MODE:

In accordance with the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed company to pay cash dividend to its shareholder only through electronic mode directly into the bank account designated by the entitled shareholder. SECP through its circular # 18/2017 dated August 01, 2017, has granted listed companies one-time relaxation from the aforementioned requirements of the Act, for payment of cash dividend till October 31, 2017. Please note that giving bank mandate for dividend payments is mandatory and in order to comply with this regulatory requirement and to avail the facility of direct credit of dividend amount in your bank account, you are requested to please provide the following information to your respective CDC Participant / CDC Investor Account Services (in case your shareholding is in Book Entry Form) or to our Share Registrar M/s. Central Depository Company of Pakistan Limited, Share Registrar Department, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi – 74400 (in case your shareholding is in Physical Form):

	Details of Shareholder
Name of shareholder	
Folio/ CDS Account No.	
CNIC No.	
Cell number of shareholder	
Landline number of shareholder, if any	
Email	

	Details of Bank Account
Title of Bank Account	
Account International Bank Account Number (IBAN) "Mandatory"	PK _____ (24 digits) (Kindly provide your accurate IBAN number after consulting with your respective bank branch since in case of any error or omission in given IBAN, the company will not be held responsible in any manner for any loss or delay in your cash dividend payment).
Bank's Name	
Branch Name and Address	
<p>It is stated that the above -mentioned information is correct and in case of any change therein, I / we will immediately intimate Participant / Share Registrar accordingly.</p> <p>_____</p> <p>Signature of shareholder</p>	

Notes

C. DEDUCTION OF INCOME TAX FROM DIVIDEND UNDER SECTION 150 OF THE INCOME TAX ORDINANCE, 2001:

- a) Pursuant to the provisions of the Finance Act 2018 effective July 1, 2018, the rate of deduction of income tax from dividend payments has been revised as follows:
- i. Rate of tax deduction for filers of income tax return – 15%
 - ii. Rate of tax deduction for non-filers of income tax return – 20%
- Shareholders whose names are not entered into the Active Tax-payers List (ATL) available on the website of FBR, despite the fact that they are filers, are advised to immediately make sure that their names are entered in ATL, otherwise tax on their cash dividend will be deducted @ 20% instead of 15%.
- b) Withholding Tax exemption from the dividend income, shall only be allowed if copy of valid tax exemption certificate is made available to Company's Share Registrar by the first day of book closure.
- c) Further, according to clarification received from FBR, withholding tax will be determined separately on "Filer/Non-filer" status of principal shareholder as well as joint-holder(s) based on their shareholding proportions.

In this regard all shareholders who hold company's shares jointly are requested to provide shareholding proportions or principal shareholder and joint-holder(s) in respect of shares held by them (if not already provided) to Company's Share Registrar, in writing as follows:

			Principal Shareholder		Joint Shareholder	
Company Name	Folio/CDS Account #	Total Shares	Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

The required information must reach Company's Share Registrar within 10 days of this notice; otherwise it will be assumed that the shares are equally held by the principal shareholder and joint-holder(s).

- d) The corporate shareholders having CDC accounts are required to have their NTN updated with their respective participants, whereas corporate physical shareholders are requested to send a copy of their NTN certificate to the Company's Share Registrar. The shareholders while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.

D. VIDEO CONFERENCE FACILITY:

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 ten days before holding of the annual general meeting.

If the company receives consent from members holding in aggregate 16% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 day prior to day of meeting, the company will arrange a video conference facility in the city subject to availability of such facility in that city

I/We, _____ of _____ being member of Arif Habib Limited, holder of _____ ordinary shares as per registered folio # _____ hereby opt for video conference facility at _____.	_____ Signature of shareholder
-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-----------------------------------

The company will intimate members regarding venue of video conference facility at least five days before the date of annual general meeting along with the complete information necessary to enable them to access the facility.

E. E-VOTING

Member entitled to attend and vote at the meeting may opt to e-vote either by self to e-vote through intermediary or by way of instructions to appoint proxy/execution officer e-voting through intermediary.

F. AVAILABILITY OF ANNUAL AUDITED FINANCIAL STATEMENTS:

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

Further, this is to inform that in accordance with SRO 470(I)/2016 dated May 31, 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 its Annual General Meeting held on September 24, 2016. Accordingly Annual Report of the Company for the year ended June 30, 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 working days of receipt of such request. For convenience of shareholders, a "Standard Request Form for provision of Annual Audited Financial Accounts" have also been made available on the Company's website.

G. UNCLAIMED DIVIDEND / SHARES

Pursuant to Section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years from the date it become due and payable shall vest with the Federal Government after compliance of procedures prescribed under the Company Act, 2017. Section 244(1)(a) of the ACT requires the Company to give a 90 days' notice to the members to file their claims with the Company. Further, SECP vide Direction No. 16 of 2017 issued on July 7, 2017 directed all listed companies issue such notices to the members and submit statement of unclaimed shares or dividend or any other instrument which remain unclaimed or unpaid for a period of three years from the date it is due and payable as of May 30, 2017.

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. 6 of the Notice and comprise of Annexure - A and Annexure B, to be transacted at the Annual General Meeting of the Company.

Annexure - A

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

Material facts concerning special business to be transacted at the Annual General Meeting are given below:

The Board of Directors' of the Company has approved the specific limits for equity investment and loans/advance along with other particulars for investment in its followings existing and planned associated companies undertaking subject to the contest of members under section 199 Companies Act, 2017 / Companies (Investment in Associated Companies or Associated Undertaking) Regulations, 2012. The Board of Directors do hereby undertake that necessary due diligence for the following proposed investment have been carried out. The principle purpose of this special resolution is to make the Company in a ready position capitalise 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.

NO.	DESCRIPTION	INFORMATION
	INVESTMENT IN SECURITIES	
1.	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	SAFE MIX CONCRETE PRODUCTS LIMITED An associated undertaking due to investments by the holding Company
2.	Purpose, benefits and period of investment	For the benefit of the Company and to earn better returns in the long run on strategic investment by capturing the opportunities on the right time
3.	Maximum amount of investment	Fresh limit of PKR 157.72 million is requested for approval. This is in addition to Investment at cost of PKR 92.28 million already made upto 30 June, 2018
4.	Maximum price at which securities will be acquired	At par/premium/market/offered/negotiated price prevailing on the date of transaction/investment
5.	Maximum number of securities to be acquired	No of securities purchasable under approved limit in accordance with / based on Sr. Nos. 3 & 4 above
6.	Number of securities and percentage thereof held before and after the proposed investment	Before: 7.43 million shares held in the Company as on 30 June, 2018 After: Increase in securities / percentage in accordance with / based on Sr. No. 3, 4 & 5 above
7.	In case of investment in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired	PKR 10.73
8.	In case of investment in unlisted securities, fair market value of such securities determined in terms of regulation 6 (1)	Not Applicable
9.	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements	PKR 9.55
10.	Earning per share of the associated company or associated undertaking for the last three years	2017: PKR (0.67) 2016: PKR (1.49) 2015: PKR 1.04
11.	Sources of fund from which securities will be acquired	From company's own available liquidity and credit lines

NO.	DESCRIPTION	INFORMATION
	INVESTEMENT IN SECURITIES	
12.	Where the securities are intended to be acquired using borrowed funds	
i)	Justification for investment through borrowings	The Company foresee the return on this strategic investment higher than the borrowing cost
ii)	Detail of guarantees and assets pledged for obtaining such funds	Pledge of listed securites
13.	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment	There is no agreement as this is a Long Term Strategic Investment
14.	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	No interest in the investee company in capacity as director / shareholder.
15.	Any other important details necessary for the members to understand the transaction	Not Applicable
16.	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information, is required, namely	
i)	Description of the project and its history since conceptualization	Not Applicable
ii)	Starting and expected dated of completion of work	Not Applicable
iii)	Time by which such project shall become commercially operational	Not Applicable
iv)	Expected time by which the project shall start paying return on investment	Not Applicable

NO.	DESCRIPTION	INFORMATION
	LOANS AND ADVANCES	
1.	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	SAFE MIX CONCRETE PRODUCTS LIMITED An associated undertaking due to investments by the holding Company
2.	Amount of loans or advances	Fresh limit of PKR Nil is requested for approval. This is in addition to renewal requested separately for the previously sanctioned limit of loan amounting to PKR 250 million which was unutilised upto June 30, 2018. Above facilities will be in the nature of running finance for a period of one year and shall be renewable in next general meeting for further period of one year.
3.	Purpose of loans or advances and benefits likely to accrue to the investing company and its members from such loans or advances	To support the functionality , operations and growth of the associate.
4.	In case any loan has already been granted to the said associated company or associated undertaking, the complete details thereof	During 2017-18, no loan was extended to the associate.
5.	Financial position, including main items of balance sheet and profit and loss account of the associated company or associated undertaking on the basis of its latest financial statements	Total Equity, Total assets and total liability amounting to PKR 239 million, PKR 504 million and PKR 265 million respectively. Gross profit, Loss before tax and Loss after tax amounting to PKR 6.88 million, PKR (19.76) million and PKR (16.77) million respectively"
6.	Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Inter Bank Offered Rate for the relevant period	Average borrowing cost of the investing Company is 7.5% in 2017-18
7.	Rate of interest, mark up, profit, fees or commission etc. to be charged	Higher than the Companys' prevalent average borrowing cost.
8.	Sources of funds from where loans or advances will be given	From Company's own available liquidity and credit lines
9.	Where loans or advances are being granted using borrowed funds	
i)	Justification for granting loan or advance out of borrowed funds	To support the functionality, operations and growth of the associate.
ii)	Detail of guarantees / assets pledged for obtaining such funds, if any	Pledge of listed securities
iii)	Repayment schedules of borrowing of the investing company	Obtained facilities have different maturity dates upto June 30, 2018.

NO.	DESCRIPTION	INFORMATION
	LOANS AND ADVANCES	
10.	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any	Will be decided with mutual consent at the time of extending the loan.
11.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable	Not Applicable
12.	Repayment schedule and terms of loans or advances to be given to the investee company	Above facilities will be in the nature of running finance for a period of one year and shall be renewable in next general meeting for further period of one year.
13.	Salient features of all agreements entered or to be entered with its associated company or associated undertaking with regards to proposed investment	Not Applicable
14.	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	The directors of the Company have no interest in the investee company except in their capacity as director / shareholder of the holding company.
15.	Any other important details necessary for the members to understand the transaction	Not Applicable
16.	In case of investment in a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information is required, namely	
i)	A description of the project and its history since conceptualization	Not Applicable
ii)	Start date and expected date of completion	Not Applicable
iii)	Time by which such project shall become commercially operational	Not Applicable
iv)	Expected return on total capital employed in the project	Not Applicable
v)	Funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts	Not Applicable

NO.	DESCRIPTION	INFORMATION
	LOANS AND ADVANCES	
1.	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	ARIF HABIB CORPORATION LIMITED An associated undertaking due to Parent Comapny.
2.	Amount of loans or advances	Fresh limit of PKR 1,500 million is requested for approval. Above facilities will be in the nature of running finance for a period of one year and shall be renewable in next general meeting for further period of one year.
3.	Purpose of loans or advances and benefits likely to accrue to the investing company and its members from such loans or advances	To support the functionality , operations and growth of the associate.
4.	In case any loan has already been granted to the said associated company or associated undertaking, the complete details thereof	During 2017-18, no loan was extended to the associate.
5.	Financial position, including main items of balance sheet and profit and loss account of the associated company or associated undertaking on the basis of its latest financial statements	Total Equity, Total assets and total liability amounting to PKR 30.469 million, PKR 37.735 million and PKR 7.266 million respectively. Gross profit, Profit before tax and Profit after tax amounting to PKR 2.17 million, PKR (2.38) million and PKR (2.39) million respectively"
6.	Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Inter Bank Offered Rate for the relevant period	Average borrowing cost of the investing Company is 7.5% in 2017-18
7.	Rate of interest, mark up, profit, fees or commission etc. to be charged	Higher than the Companys' prevalent average borrowing cost.
8.	Sources of funds from where loans or advances will be given	From Company's own available liquidity and credit lines
9.	Where loans or advances are being granted using borrowed funds	
i)	Justification for granting loan or advance out of borrowed funds	To support the functionality, operations and growth of the associate. Pledge of listed securites
ii)	Detail of guarantees / assets pledged for obtaining such funds, if any	Obtained facilities have different maturity dates upto June 30, 2018.
iii)	Repayment schedules of borrowing of the investing company	

NO.	DESCRIPTION	INFORMATION
	LOANS AND ADVANCES	
10	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any	Will be decided with mutual consent at the time of extending the loan.
11	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable	Not Applicable
12	Repayment schedule and terms of loans or advances to be given to the investee company	Above facilities will be in the nature of running finance for a period of one year and shall be renewable in next general meeting for further period of one year.
13	Salient features of all agreements entered or to be entered with its associated company or associated undertaking with regards to proposed investment	Not Applicable
14	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	The directors of the Company have no interest in the investee company except in their capacity as director / shareholder of the holding company.
15	Any other important details necessary for the members to understand the transaction	Not Applicable
16	In case of investment in a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information is required, namely	
(i)	A description of the project and its history since conceptualization	Not Applicable
(ii)	Start date and expected date of completion	Not Applicable
(iii)	Time by which such project shall become commercially operational	Not Applicable
(iv)	Expected return on total capital employed in the project	Not Applicable
(v)	Funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts	Not Applicable

Annexure - B

STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017 IN COMPLIANCE WITH REGULATION 4(2) OF COMPANIES (INVESTMENT IN ASSOCIATED COMPANIES ASSOCIATED UNDERTAKINGS) REGULATIONS, 2012, 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) IS NOT IMPLEMENTED EITHER FULLY OR PARTIALLY:

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

1. NAME OF ASSOCIATED COMPANY / UNDERTAKING : SAFE MIX CONCRETE PRODUCTS LIMITED

NO.	DESCRIPTION	INVESTMENT IN SECURITIES		LOANS AND ADVANCES	
a)	total investment approved;	250,000,000		250,000,000	
b)	amount of investment made to date;	92,284,126		-	
c)	"reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and"	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 and 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 :"	2017	2016	2017	2016
i)	Earnings per share	(0.67)	(1.49)	(0.67)	(1.49)
ii)	Net Profit	(16,767,581)	(37,250,757)	(16,767,581)	(37,250,757)
iii)	Shareholders Equity	238,694,210	256,441,019	238,694,210	256,441,019
iv)	Total Assets	503,902,449	453,987,266	503,902,449	453,987,266
v)	Break-up value	9.55	10.26	9.55	10.26
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E. :	UNUTILISED	157,715,874	SANCTIONED	250,000,000

2. NAME OF ASSOCIATED COMPANY / UNDERTAKING : ARIF HABIB CORPORATION LIMITED

NO.	DESCRIPTION	INVESTMENT IN SECURITIES		LOANS AND ADVANCES	
a)	total investment approved;	-	-	1,500,000,000	-
b)	amount of investment made to date;	-	-	-	-
c)	"reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and"			"Facility is in the nature of running finance and availed as and 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 :"	2017	2016	2017	2016
i)	Earnings per share	5.27	2.82	5.27	2.82
ii)	Net Profit	2,391,373,017	1,281,123,988	2,391,373,017	1,281,123,988
iii)	Shareholders Equity	30,469,478,512	29,063,030,636	30,469,478,512	29,063,030,636
iv)	Total Assets	37,735,009,679	36,764,442,758	37,735,009,679	36,764,442,758
v)	Break-up value	67.15	64.05	67.15	64.05
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E. :	UNUTILISED	-	SANCTIONED	1,500,000,000

BUSINESS RECORDER

Simultaneously published from Karachi, Lahore & Islamabad


Founded by M.A. Zuberi

<http://www.brecorder.com>

Registration No. SC-27

**Allied Cables**
Allied Cables
Guaranteed High Conductivity 99.99% Pure Copper Product, SS 6004
QUALITY CERTIFIED : ISO 9001:2008 & PSQCA

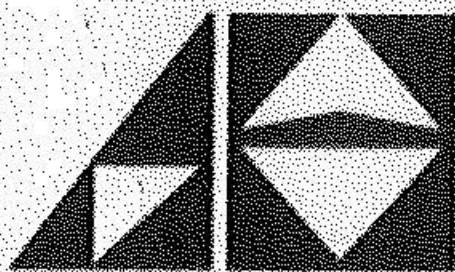
YOUR ALLIANCE with *Quality*



UAN: 111-236-547

E-mail: sales@alliedgroup.com.pk
www.alliedcables.net

Karachi, Friday 17 August 2018, 5 Zilhij 1439



ARIF HABIB
L I M I T E D

NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Fourteenth Annual General Meeting of Arif Habib Limited will be held on September 15, 2018 at 10:30 A.M. at Beach Luxury Hotel, M.T. Khan Road, Karachi to transact the following business:

Ordinary Business

- 1) To confirm minutes of the Annual General Meeting held on September 23, 2017.
- 2) To review, consider and adopt audited accounts of the company together with the auditors' and directors' report thereon including approval of the annexures there to, for the year ended June 30, 2018.
- 3) To consider and approve final dividend for the year ended June 30, 2018, in cash at Rs. 3 per share i.e. 30% and by way of issue of fully paid bonus shares in the proportion of 1 share for every 5 shares held by the members i.e. 20% as recommended by the Board of Directors.
- 4) To appoint auditors of the company and fix their remuneration for the financial year 2018-19.

Special Business

- 5) To consider, subject to declaration of the final dividend as above, capitalization of a sum of Rs. 110,000,000 (Rupees One Hundred Ten million) by way of issue of 11,000,000 fully paid bonus shares of Rs. 10 each and if thought fit to pass an ordinary resolution in the matter.

Resolved that:

"RESOLVED THAT a sum of Rs. 110,000,000 (Rupees One Hundred Ten million) out of Reserves of the Company available for appropriation as at June 30, 2018, be capitalized and applied for issue of 11,000,000 (Eleven million) ordinary shares of Rs. 10/- each allotted as fully paid bonus shares to the members of the Company whose names appear on the register of members as at close of business on September 07, 2018 in the proportion of one shares of every five shares held (i.e. 20%) and that such shares shall rank pari passu in every respect with the existing ordinary shares of the company.

"FURTHER RESOLVED THAT the bonus shares so allotted shall not be entitled for final cash dividend for the year 2018."

"FURTHER RESOLVED THAT fractional entitlement of the members shall be consolidated into whole shares and sold on the Pakistan Stock Exchange and the sale proceeds thereof will be donated as deemed appropriate by the Board."

"FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized and empowered to give effect to this resolution and to do or cause to do all acts, deeds and things that may be necessary or required for issue of allotment and distribution of bonus shares."

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

Investment in Associated Companies & Associated Undertakings:

Resolved that:

"RESOLVED THAT the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and "Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012" for the following limit of investments/ additional investments in associated companies and associated undertakings subject to the terms and conditions mentioned in the Annexure-A of Statement under Section 134(3)."

"RESOLVED THAT the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 for renewal of the following equity investments limit up to unutilized portion of for which approval had been sought in previous general meeting(s), in associated companies and associated undertakings as mentioned in the annexed 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 for renewal of following 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 134(3) 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."

S.#	Name of Companies & Undertakings	Amount in Million	
		Proposed Amount of Equity	Proposed Amount of Loan / Advance
1	Safemix Concrete Products Limited (Renewal Requested)	158	250
2	Arif Habib Corporation Limited (Proposed Fresh Investment)	-	1,500

"FURTHER RESOLVED THAT the Chief Executive 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."

- 7) To consider any other business with the permission of the Chair.

A Statement under Section 134(3) of the Companies Act, 2017, comprising of Annexure A and Annexure B pertaining to the special business is being sent to the shareholders along with this notice.

Karachi

Friday, August 17, 2018

By order of the Board
Muhammad Taha Siddiqui
Company Secretary

A. Book closure:

- The share transfer books will remain closed from September 08, 2018 to September 15, 2018 (both days inclusive) for entitlement of 30% final cash dividend and 20% bonus shares. Transfers in good order, received at the office of Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99 - B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 by close of the business on September 07, 2018 will be treated in time for the purpose of attending the annual general meeting and entitlement of cash dividend and stock dividend.
- All members/shareholders are entitled to attend, speak and vote at the annual general meeting. A member/shareholder may appoint a proxy to attend, speak and vote on his/her behalf. The proxy need not be a member of the Company. Proxies in order to be effective must be received at the office of Company's Registrar: Central Depository Company of Pakistan Limited, CDC House, 99 - B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 not less than 48 hours before the meeting.
- In pursuance of Circular No. 1 of 2000 of SECP dated January 26, 2000 the beneficial owners of the shares registered in the name of Central Depository Company (CDC) and/or their proxies are required to produce their Computerized National Identity Card (CNIC) or passport for identification purpose at the time of attending the meeting. The form of proxy must be submitted with the Company within the stipulated time, duly witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the form, along with attested copies of the CNIC or the passport of the beneficial owner and the proxy. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.
- Members are requested to intimate any changes in address immediately to Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99 - B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400.

B. Payment of Cash Dividend through electronic mode:

In accordance with the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed company to pay cash dividend to its shareholder only through electronic mode directly into the bank account designated by the entitled shareholder. SECP through its circular # 18/2017 dated August 01, 2017, has granted listed companies one-time relaxation from the aforementioned requirements of the Act, for payment of cash dividend till October 31, 2017. Please note that giving bank mandate for dividend payments is mandatory and in order to comply with this regulatory requirement and to avail the facility of direct credit of dividend amount in your bank account, you are requested to please provide the following information to your respective CDC Participant / CDC Investor Account Services (in case your shareholding is in Book Entry Form) or to our Share Registrar M/s. Central Depository Company of Pakistan Limited, Share Registrar Department, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi - 74400 (in case your shareholding is in Physical Form):

Details of Shareholder	
Name of shareholders	
Folio/CDS Account No.	
CNIC No.	
Cell number of shareholder	
Landline number of shareholder, if any	
Email	

Details of Bank Account	
Title of Bank Account	
Account International Bank Account Number (IBAN) "Mandatory"	PK _____ (24 digits) (Kindly provide your accurate IBAN number after consulting with your respective bank branch since in case of any error or omission in given IBAN, the company will not be held responsible in any manner for any loss or delay in your cash dividend payment).
Bank's Name	
Branch Name and Address	
It is stated that the above-mentioned information is correct and in case of any change therein, I / we will immediately intimate Participant / Share Registrar accordingly.	
Signature of shareholder	

C. Deduction of Income Tax from Dividend under section 150 of the Income Tax Ordinance, 2001:

- Pursuant to the provisions of the Finance Act 2018 effective July 1, 2018, the rate of deduction of income tax from dividend payments has been revised as follows:
 - Rate of tax deduction for filers of income tax return - 15%
 - Rate of tax deduction for non-filers of income tax return - 20%

Shareholders whose names are not entered into the Active Tax-payers List (ATL) available on the website of FBR, despite the fact that they are filers, are advised to immediately make sure that their names are entered in ATL, otherwise tax on their cash dividend will be deducted @ 20% instead of 15%.

- Withholding Tax exemption from the dividend income shall only be allowed if copy of valid tax exemption certificate is made available to Company's Share Registrar by the first day of book closure.
- Further, according to clarification received from FBR, withholding tax will be determined separately on "Filer/Non-filer" status of principal shareholder as well as joint-holder(s) based on their shareholding proportions.

In this regard all shareholders who hold company's shares jointly are requested to provide shareholding proportions or principal shareholder and joint-holder(s) in respect of shares held by them (if not already provided) to Company's Share Registrar, in writing as follows:

Company Name	Folio/CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

The required information must reach Company's Share Registrar within 10 days of this notice; otherwise it will be assumed that the shares are equally held by the principal shareholder and joint-holder(s).

- The corporate shareholders having CDC accounts are required to have their NTN updated with their respective participants, whereas corporate physical shareholders are requested to send a copy of their NTN certificate to the Company's Share Registrar. The shareholders while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.

D. Video conference facility:

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 ten days before holding of the annual general meeting.

If the company receives consent from members holding in aggregate 16% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 day prior to day of meeting, the company will arrange a video conference facility in the city subject to availability of such facility in that city.

I/We, _____ of _____ being member of Arif Habib Limited, holder of _____ ordinary shares as per registered folio # _____ hereby opt for video conference facility at _____.
Signature of shareholder

The company will intimate members regarding venue of video conference facility at least five days before the date of annual general meeting along with the complete information necessary to enable them to access the facility.

E. E-Voting

Member entitled to attend and vote at the meeting may opt to e-vote either by self to e-vote through intermediary or by way of instructions to appoint proxy/execution officer e-voting through intermediary.

F. Availability of annual audited financial statements:

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

Further, this is to inform that in accordance with SRO 470(I)/2016 dated May 31, 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 its Annual General Meeting held on September 24, 2016. Accordingly Annual Report of the Company for the year ended June 30, 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 working days of receipt of such request. For convenience of shareholders, a "Standard Request Form for provision of Annual Audited Financial Accounts" have also been made available on the Company's website.

G. Unclaimed dividend / Shares

Pursuant to Section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years from the date it become due and payable shall vest with the Federal Government after compliance of procedures prescribed under the Company Act, 2017. Section 244(1)(a) of the ACT requires the Company to give a 90 days' notice to the members to file their claims with the Company. Further, SECP vide Direction No. 16 of 2017 issued on July 7, 2017 directed all listed companies issue such notices to the members and submit statement of unclaimed shares or dividend or any other instrument which remain unclaimed or unpaid for a period of three years from the date it is due and payable as of May 30, 2017.

دیا ہے کہ سابق وزیراعظم کے پرنسپل سیکریٹری نواد حسن لود کے بھائی وقار حسن کوئٹہ کے بغیر گرفتار نہ کیا جائے اور ہدایت کی کہ وقار حسن جائیداد کے معاملے میں جیب کی تحقیقات میں شامل ہوں۔

جیب کو نواد حسن کے بھائی کو بغیر نوٹس گرفتار نہ کر دیا حکم
لاہور (نمائندہ ڈان) لاہور ہائیکورٹ نے جیب کو

ریلوے میں انکشاف کیا گیا کہ پاکستان ریلوے کی ملک بھر میں چار ارب دس کروڑ مالیت کی زمین پر لوگ قابض ہیں۔ اس وقت ریلوے کا شمار 37 ارب روپے سے زائد جبکہ حکومت کی جانب سے 37 ارب روپے سبسڈی ملتی ہے۔

ریلوے کو 37 ارب کا خسارہ 4 ارب 10 کروڑ کی اراضی پر مافیہ قابض
اسلام آباد (نمائندہ گارڈین) سمیت کی قائمہ کمیٹی برائے

ARIF HABIB LIMITED

چودھویں سالانہ اجلاس عام کی اطلاع

مطلح کیا جاتا ہے کہ عارف حبیب لمیٹڈ کا چودھواں سالانہ اجلاس عام 15 ستمبر 2018 کو صبح 10:30 بجے گزشتہ ہونٹل، ایم۔ ٹی خان روڈ کراچی میں مندرجہ ذیل امور کی انجام دہی کیلئے منعقد کیا جائیگا:

عمومی امور:

- (1) سالانہ اجلاس عام منعقدہ 23 ستمبر 2017ء کی کارروائی کی توثیق۔
- (2) 30 جون 2018ء کو اختتام پزیر ہونے والے سال کیلئے کمپنی کے آڈٹ شدہ اکاؤنٹس معاً ڈیڑھ اور ڈائریکٹرز کی رپورٹس بشمول ضمیمات کی وصولی، غور و خوض اور منظوری۔
- (3) 30 جون 2018ء کو اختتام پزیر ہونے والے سال کیلئے بورڈ آف ڈائریکٹرز کی سفارش کے تحت 30 فیصد یعنی 3 روپے فی شیئر حتمی منافع منقسمہ اور ممبران کے پاس موجود ہر 5 شیئرز کے مقابل 1 شیئر یعنی 20 فیصد کے تناسب سے مکمل طور سے ادا شدہ نوٹس شیئرز کی ادائیگی پر غور و خوض اور منظوری۔
- (4) مالی سال 2018-19 کیلئے کمپنی کے آڈٹرز کی تقرری اور ان کے مشاہرے کا تعین۔

خصوصی امور:

- (5) مذکورہ بالا کے مطابق حتمی منافع منقسمہ کی منظوری کی شرط پر مبلغ 10 روپے فی شیئر کی قیمت پر 11,000,000 مکمل طور سے ادا شدہ نوٹس شیئرز کے اجراء کے ذریعے مبلغ 110,000,000 (ایک سو ملین صرف روپے کی سرمایہ کاری اور موزوں پائے جانے پر معادلہ پڑا ایک عمومی قرار دہی کی منظوری۔

قرارداد پایا کہ:

”قرارداد پایا کہ 30 جون 2018 تک کمپنی کے محفوظ سرمائے میں سے تصرف کیلئے موجود مبلغ 110,000,000 (ایک سو ملین روپے کی سرمایہ کاری کی جائے جسے مبلغ 10 روپے فی شیئر کی قدر والے 11,000,000 (گیارہ ملین) معمولی شیئرز کی صورت میں بطور مکمل طور سے ادا شدہ نوٹس شیئرز کے طور پر کمپنی کے ان ممبران کو، جنکے نام 07 ستمبر 2018 کو اختتام کاروبار تک ممبران کے رجسٹر میں موجود ہوں، کمپنی کے ممبران کے پاس موجود ہر پانچ شیئرز کے مقابل ایک شیئر (یعنی 20%) کے تناسب سے جاری کئے جائیں اور ان شیئرز کو بطور حتمی کے موجودہ معمولی شیئرز کے مساوی قرار دیا جائے۔“

”مزید قرارداد پایا کہ جاری کردہ ایسے نوٹس شیئرز برائے سال 2018 حتمی منافع منقسمہ کے حق دار نہیں ہوں گے۔“

مزید قرارداد پایا کہ ممبران کی ترقی داری حق دار پر سے شیئرز میں جمہور جو جاگ اور پاکستان اسٹاک ایکسچینج میں فروخت کی جائیگی اور فروخت کی یا فیس بیلوں کی جانب سے موزوں قرار دیے جانے پر عینک کی جائیگی۔“

”مزید قرارداد پایا کہ کمپنی سیکریٹری کو قرارداد پڑا آکونٹرو بنانے اور الاؤنسٹ کے اجراء اور نوٹس شیئرز کے تقسیم کے ضمن میں ضروری یا درکار تمام اقدامات، دستاویزات اور معاملات انجام دینے یا انجام دلوانے کا اختیار دیا جائے اور مزید قرارداد پایا کہ اختیار دیا جاتا ہے۔“

(6) غور و خوض کرنا اور موزوں پائے جانے پر کسی ترمیم (ترمیمات) کے ساتھ یا بغیر درج ذیل خصوصی قرار دہی منظور کرنا:

ایسوسی ایٹڈ کیمپنیز اور ایسوسی ایٹڈ انڈر ٹیکسٹنگز میں سرمایہ کاری:

قرارداد پایا کہ:

”قرارداد پایا کہ دفعہ (3) 134 کے تحت انشٹنٹ کے انکوارر۔ A میں مذکور شرائط و ضوابط سے مشروط ایسوسی ایٹڈ کیمپنیز اور ایسوسی ایٹڈ انڈر ٹیکسٹنگز میں سرمایہ کاریوں/ اضافی سرمایہ کاریوں کی رضامندی اور منظوری دی جائے اور انکوارر ایکٹ 2017 کی دفعہ 199 (ایسوسی ایٹڈ کیمپنیز یا ایسوسی ایٹڈ انڈر ٹیکسٹنگز میں سرمایہ کاری) کے تحت ذریعہ رضامندی اور منظوری دی جاتی ہے۔“

”قرارداد پایا کہ ایسوسی ایٹڈ کیمپنیز اور ایسوسی ایٹڈ انڈر ٹیکسٹنگز، جیسا کہ دفعہ (3) 134 کے تحت منسلک انشٹنٹ میں مذکور کیا گیا ہے، میں غیر استعمال شدہ حصے تک درج ذیل ایکویٹی کی سرمایہ کاری کی تجدید، جسکی منظوری گزشتہ اجلاس عام میں حاصل کی گئی کی، رضامندی اور منظوری دی جائے اور انکوارر ایکٹ 2017 کی دفعہ 199 کے تحت ذریعہ رضامندی اور منظوری دی جاتی ہے۔“

”مزید قرارداد پایا کہ ایسوسی ایٹڈ کیمپنیز اور ایسوسی ایٹڈ انڈر ٹیکسٹنگز، جیسا کہ دفعہ (3) 134 کے تحت منسلک انشٹنٹ میں مذکور کیا گیا ہے، میں قرضوں اور پیکیجیوں کی درج ذیل منظور شدہ حدود کی تجدید، جسکی منظوری گزشتہ اجلاس عام میں حاصل کی گئی کی، رضامندی اور منظوری دی جائے اور انکوارر ایکٹ 2017 کی دفعہ 199 کے تحت ذریعہ رضامندی اور منظوری دی جاتی ہے جبکہ حدود کی تجدید مالیات کی نوعیت کی مناسبت سے ایک برس کی مدت کیلئے ہوگی اور مزید ایک برس کی مدت (مدتوں) کیلئے آئندہ اجلاس عام (عام اجلاسوں) میں قابل تجدید ہوگی۔“

نمبر شمار	کمپنیز اور انڈر ٹیکسٹنگز کے نام	ایکویٹی کی مجوزہ رقم	قرضوں/ پیکیجیوں کی مجوزہ رقم
1	سیف کس ٹکنگٹ پروڈکشن لمیٹڈ (تجدید کی استدعا)	158	250
2	عارف حبیب کارپوریشن لمیٹڈ (مجوزہ جدید سرمایہ کاری)	—	1,500

”مزید قرارداد پایا کہ چیف ایگزیکٹو آفیسر یا کمپنی سیکریٹری کو ایسوسی ایٹڈ کیمپنیز اور ایسوسی ایٹڈ انڈر ٹیکسٹنگز میں سرمایہ کاریوں کو منظور بنانے کیلئے ضروری ہوں یا ضروری خیال کئے جائیں اور وہ تمام اقدامات، دستاویزات اور چیزیں جو کمپنی کے مذکورہ بالا تفہیز کی سرمایہ کاری کے وقت جب اور جہاں ضروری اور انتہائی اور یا حتمی ہوں انجام دینے یا انجام دلوانے کے اختیارات دینے جائیں اور مزید قرارداد پایا کہ اختیار دینے جائے ہیں۔“

(7) صدر مجلس کی اجازت سے مزید کسی کارروائی پر غور و خوض کرنا۔

انکوارر ایکٹ مجریہ 2017 کی دفعہ (3) 134 کے تحت خصوصی امور سے متعلق Annexure-A اور Annexure-B پر مشتمل ایک انشٹنٹ حصص یافتگان کو نوٹس پڑا کے ساتھ ارسال کیا جا چکا ہے۔

بحکم بورڈ
محمد طحطہ صدیقی
کمپنی سیکریٹری

کراچی
جمعہ، 17 اگست، 2018

نوٹس:

ا۔ کتب کی بندش

i۔ کمپنی جسے مندرجہ بالا 08 ستمبر 2018ء سے 15 ستمبر 2018ء (بشمول دونوں ایام) بغرض تعین استحقاق 30 فیصد حتمی منافع منقسمہ اور 20 فیصد نوٹس شیئرز بند ہیں گی۔ کمپنی کے شیئرز جزا سینٹرل ڈیپازٹری کمپنی آف پاکستان لمیٹڈ کی ڈی سی باؤس 99-B، بلاک B، ایس۔ ایم۔ سی۔ ایچ۔ ایس۔ میں شاہراہ فیصل کراچی 74400، کو 07 ستمبر 2018 کو اختتام کاروبار تک موصول ہونے والی منگلیاں بمقتصد شرکت سالانہ اجلاس عام اور تعین استحقاق منافع منقسمہ اور اسٹاک منافع منقسمہ، بروقت بھیجے جائیں۔

ii۔ تمام ممبران/ شیئرز بولڈر سالانہ اجلاس عام میں شرکت کرنے، بولٹے اور ووٹ دینے کے اہل ہیں۔ کوئی بھی ممبر/ شیئرز بولڈر یا جیب سے اجلاس میں شرکت کرنے، بولٹے اور ووٹ دینے کی غرض سے کسی کو اپنا پراکسی مقرر کر سکتا ہے۔ پراکسی کیلئے کمپنی کا ممبر یا ممبر ضروری نہیں۔ پراکسی کو نوٹس پڑانے کیلئے ضروری ہے کہ وہ کمپنی رجسٹر آف فزیکل پراکسی کے نام پر رجسٹرڈ ہو کر 75530 کے پاس اجلاس کے انعقاد سے کم از کم 48 گھنٹے قبل تک پہنچ جائیں۔

iii۔ SECP کے سرکل نمبر 1 بابت 2000ء اور 26 جنوری 2000ء کی فیمل میں سینٹرل ڈیپازٹری کمپنی (CDC) کے نام پر رجسٹرڈ شیئرز کے رجسٹریشنل آفیسر یا ان کے پراکسی کو چاہئے کہ اجلاس میں شرکت کے وقت بغرض شناخت اپنا کمپیوٹرائزڈ فوٹو یا شناختی کارڈ (CNIC) یا پاپورٹ فوٹو لائے۔ کمپنی میں پراکسی کا فارم مقرر مدت کے اندر دو گواہان جتنے نام، ہے اور CNIC نمبرز فارم پر درج ہوں ہمراہ رجسٹریشنل آفیسر یا پراکسی کے CNIC یا پاپورٹ فوٹو کی تصدیق و قبول کمپنی میں جمع کرانے چاہیں۔

کارپوریٹ ادارہ ہونے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد یا بورڈ آف انارنی مع نامزد کردہ فرد کے نمونہ دستخط و قلمت اجلاس پیش کئے جائیں گے۔

iv۔ ممبران سے التماس ہے کہ اپنے نوٹس میں کسی تبدیلی سے کمپنی کے شیئرز رجسٹر اری سینٹرل ڈیپازٹری کمپنی آف پاکستان لمیٹڈ، CDC، باؤس 99-B، بلاک B، SMCHS میں شاہراہ فیصل کراچی 74400 کو فوری طور سے مطلع کریں۔

