



October 05, 2021

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

Subject: **Notice of Annual General Meeting**

Dear Sir,

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

- Notice of Fifty Ninth Annual General Meeting of the shareholders of Javedan Corporation Limited (JCL) to be held on Tuesday, 26th October 2021 at 04:00 pm.
(Published in the issues of 'Pakistan Observer' in English Language and 'Roznama Dunya' in Urdu translation on 5th October 2021)
- Separate copy of notice along with the proxy form and Annual Report of the Company for the year ended June 30 2021 has also been delivered to the Stock Exchange, Commission and shareholders.

Yours Sincerely,

For: **JAVEDAN CORPORATION LIMITED**


Muneer Gader
Company Secretary



Encl: As Above

Javedan Corporation Limited

Registered Office: 1st Floor, Ahf Habib Center 23 M T Khan Road, Karachi Pakistan-74000. Phone: +92 (21) 32468274 Fax: +92(21) 32468824
Site Office: Naya Nazimabad, Manghopir Road, Karachi-75890 Phone: +92 (21) 36779141-2, Mobile: +92 (332) 3779670 UAN 111-511-611
Web: www.jcl.com.pk

**NOTICE OF 59TH
ANNUAL
GENERAL MEETING**

NOTICE OF 59TH ANNUAL GENERAL MEETING

Notice is hereby given that Fifty Ninth Annual General Meeting of the shareholders of Javedan Corporation Limited (the Company) will be held on Tuesday, October 26, 2021 at 04:00 p.m. at PSX Auditorium, Stock Exchange Building, Stock Exchange Road, Karachi to transact the following business

ORDINARY BUSINESS

1. To confirm minutes of the 58th Annual General Meeting held on October 27, 2020.
2. To receive, consider and adopt annual audited financial statements of the Company together with the Directors' and Auditors' Reports thereon for the year ended June 30, 2021 together with the Audited Consolidated Financial Statement of the Company and the Auditors' Report thereon for the year ended June 30, 2021.
3. To appoint Auditors and fix their remuneration for the year ending June 30, 2022. The Board of Directors have recommended for reappointment of M/s. EY Ford Rhodes Chartered Accountants and M/s. Reanda Haroon Zakaria & Co., Chartered Accountants as external auditors.
4. To elect 9 (nine) Directors, as fixed by the Board in accordance with the provision of Section 159 of the Companies Act, 2017, for a term of 3 (three) years commencing from the date of holding AGM i.e. October 26, 2021. The names of retiring directors of the Company, also eligible to offer themselves for re-election, are as follows:
 - 1) Arif Habib
 - 2) Samad A. Habib
 - 3) Alamgir A. Sheikh
 - 4) Muhammad Ejaz
 - 5) Saeed Ahmad
 - 6) Darakshan Zohaib
 - 7) Abdullah Ghaffar
 - 8) Abdul Qadir Sultan
 - 9) Muhammad Siddique Khokhar

SPECIAL BUSINESS

5. To approve the issuance of bonus shares in the proportion of 20 shares of every 100 shares held i.e. 20%.

RESOLVED THAT

A sum of Rs. 634,767,412 out of free reserve of the Company be capitalized and applied towards the issue of 63,476,741 ordinary shares of Rs. 10 each and allotted as fully paid bonus shares to shareholders in the proportion of twenty (20) shares for every hundred (100) existing ordinary shares held by the shareholders whose name appear on the Member Register on October 18, 2021.

FURTHER RESOLVED THAT

These Bonus Shares shall rank *pari passu* in all respects with existing ordinary shares of the Company.

FURTHER RESOLVED THAT

In the event of any Member holding shares which are not an exact multiple of his/her entitlement, the Board of Directors be and are hereby authorized to consolidate all such fractions of bonus shares and sell the same on Pakistan Stock Exchange and the sale proceeds thereof shall be utilized as deemed appropriate by the Board.

FURTHER RESOLVED THAT

For the purpose of giving effect to the foregoing the Chief Executive Officer, Chief Financial Officer and Company Secretary is be and are hereby singly or jointly authorized to do all acts, deeds, and things and take any and all necessary steps to fulfill the legal, corporate and procedural formalities and to file all documents/returns as deemed necessary, expedient and desirable to give effect to this resolution.

6. To authorize the Board of Directors of the Company to approve those transactions with Related Parties (if executed) during the financial year ending June 30, 2022 which require approval of shareholders u/s 207 and / or 208 of the companies Act, 2017, by passing the following special resolution with or 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 June 30, 2022.

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).

7. 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 limits of investments in associated companies and associated undertakings for a period upto next annual general meeting, and subject to the terms and conditions as mentioned in the Annexure-B of Statement under Section 134(3).

S.No	Name of Associated Companies & Undertakings	Proposed Fresh Investment	
		Equity	Loan/Advance/ Guarantee
		PKR In million	PKR In million
1	Aisha Steel Mills Limited	500	1,000
2	Power Cement Limited	500	1,000
3	Arif Habib Limited	500	1,000
4	Fatima Fertilizer Company Limited	500	-
5	Sapphire Bay Development Company Limited and or Sapphire Bay Islamic Developmental REIT	6,000	-
6	Gymkhana Apartment REIT	5,000	-
7	Globe Residences REIT	3,000	-
8	Naya Nazimabad Apartment REIT	6,500	-

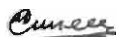
FURTHER RESOLVED THAT

Chief Financial Officer or Company Secretary (the "Group A") and Chief Executive or any Director (the "Group B"), any one from Group A jointly with any one from Group B, or any two from Group B jointly, 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

8. To transact 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
Muneer Gader
Company Secretary

Karachi

Dated: October 05, 2021

NOTES:

1. In pursuance of SECP's Circular No. 4 dated February 15, 2021, pertaining to Regulatory Relief to dilute impact of Corona Virus (COVID 19) for Corporate Sector, the shareholders shall be entitled to attend the proceedings of the AGM through online means using a video link facility, Zoom application or other electronic means for the safety and well-being of the valued shareholders and the general public.

Accordingly the company intends to convene the AGM with minimum physical interaction with shareholders while ensuring compliance with the quorum requirements and requests the members to consolidate their attendance and voting at the AGM through proxies.

Therefore the company has made arrangements to ensure that all participants including shareholders, can also participate in the AGM proceeding via video link. Hence, those members who desire online participation in the AGM are requested to register themselves by sending an email along with following particulars and valid copy of both sides of their CNIC at muhammad.adnan@jcl.com.pk with subject of "Registration for JCL AGM 2021" not less than 48 hours before the time of meeting:

Name of Shareholder	CNIC No	Folio No / CDC Account No	Cell No	Email Address

Video Link to join the AGM will be shared with only those members whose emails, containing all the required and correct particulars are received at above mentioned email address.

2. The share transfer books of the Company will remain closed from October 19, 2021 to October 26, 2021 (both days inclusive). Transfer received in order at the office of our Share Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahr-e-Faisal, Karachi - 74400 at the close of the business on Monday, October 18, 2021, will be considered in time for the determination of entitlement of shareholders to attend and vote at the meeting.
3. A member entitled to attend and vote at the meeting may appoint another person as his / her proxy who shall have such rights as respects attending, speaking and voting at the meeting as are available to a member.
4. Procedure including the guidelines as laid down in Circular No. I - Reference No. 3 (5-A) Misc / ARO / LES / 96 dated January 26, 2000 issued by Securities & Exchange Commission of Pakistan:
- 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
 - 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, CNIC 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 along with proxy form
5. For election of Directors any person who seeks to contest the election of Directors shall file with the Company at its registered office, not later than fourteen (14) days before the above said meeting his/her intention to offer himself/herself for the election of the Directors in terms of Section 159(3) of the Companies Act, 2017 together with:
- i. Consent to act as director under Section 167(1) of the Act on a duly filled and signed FORM-28.
 - ii. Declaration for eligibility to act as director of listed company and awareness of duties and powers of directors under the Companies Act, 2017, Memorandum and Articles of Association of the Company, Rule Book of Pakistan Stock Exchange Limited and the Listed Companies (Code of Corporate Governance) Regulations, 2017 and other relevant laws and regulations.
 - iii. Declaration of independence in terms of Section 166(2) of the Companies Act, 2017 as required under Listed Companies (Code of Corporate Governance) Regulations, 2017 (applicable only for person filing consent to act as independent director of the Company).
 - iv. A detailed profile along with office address for placement on the Company's website.
 - v. Detail of other directorship and offices held
 - vi. Copy of valid CNIC (in case of Pakistan national) / Passport (in case of foreign national), and
 - vii. NTN & Folio No./CDC Investors Account No./CDC Sub-Account No (applicable for person filing consent for the first time).

Important

Notice to Shareholders for provision of CNIC and other 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. CDC Share Registrar Services 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.

Further, 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. Consequently, in order to receive future cash dividends directly into bank account, if any, shareholders having physical shares are requested to fill in '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. In case of book-entry securities, shareholders must get their respective records updated as per the 'Electronic Mode Dividend Form' with their Broker / Participant / CDC account services.

In case of absence / non-receipt of the copy of a valid CNIC and bank account details, the Company would be constrained under Section 243(2)(a) of the Companies Act, 2017 to withhold the payment of future dividends, if any, to such members till provision of prescribed details.

E-Voting

Members can also exercise their right of E-Voting subject to the requirement of Sections 143-145 of the Companies Act, 2017 and the applicable clauses of the 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 Annual Report of the Company for the year ended June 30, 2021 has been placed on the Company's website at the given link: <http://jcl.com.pk/financial-statements>.

Further, Annual Report of the Company for the year ended June 30, 2021 is dispatched to the shareholders through CD. However, if a shareholder, in addition, requests for hard copy of Annual Report, 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 Report" has also been made available on the Company's website www.jcl.com.pk

Deposit of Physical shares in CDC Accounts:

As per Section 72 of the Companies Act 2017 every exiting company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP within a period not exceeding four years from the commencement of the Companies Act 2017 i.e. 30th May 2017. The shareholders having physical shareholding are requested to open CDC sub-account with any of the brokers or investors account directly with CDC to place their physical shares into scrip less form.

Unclaimed dividends

Shareholders, who by any reason, could not claim their previous dividends are advised to contact our Share Registrar M/s. CDC Share Registrar Services 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. The details of the dividend declared by the Company which have remained due for more than three years are available on the Company's website.

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 and Agenda item No. 7 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.

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 and Agenda item No. 7 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 2022 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 June 30, 2022 on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business. However 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 June 30, 2022, 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

ANNEXURE-B

INVESTMENTS IN ASSOCIATED COMPANIES & ASSOCIATED UNDERTAKINGS

The Board of Directors of the Company has approved the specific limits for equity investments and investment in form of 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, and the limit shall be valid till the holding of next annual general meeting with the option of renewal thereon.

Ref. No.	Requirement	Information
Information required to be disclosed as per Regulation 3(1)(a):		
i	Name of associated company or associated undertaking	Aisha Steel Mills Limited ("ASML")
ii	Basis of relationship	An associated undertaking due to common directorships.
iii	Earnings per share (Basic) for the last three years	Year 2020: (0.89) Year 2019: 0.26 Year 2018: 1.57
iv	Break-up value of share, based on the latest audited financial statements	PKR 10.58 per share as at 30th June 2020.
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 2020 (PKR in Million) Non-current assets 21,226.34 Current assets 13,283.05 Equity 8,097.43 Non-current liabilities 9,467.75 Current liabilities 16,944.20 Operating Revenue 29,776.82 Loss before Tax (1,343.2) Loss after Tax (616.57)
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	Following limits are requested for approval: <ul style="list-style-type: none"> Fresh limit of PKR 500 million is requested for approval in equity securities; and Fresh limit of PKR 1 billion is requested for approval as loans / advances / running finance at the discretion of the Company.
viii	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	For the benefit of the Company and to earn better returns on investment by capturing the opportunities on the right time. Approval of limit shall remain valid for a period up to next annual general meeting, and shall be renewable thereon for further period(s).
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.

Ref. No.	Requirement	Information
	<ul style="list-style-type: none"> Justification for investment through borrowing Detail of collateral, guarantees provided and assets pledged for obtaining such funds Cost benefit analysis 	<ul style="list-style-type: none"> Higher rate of return Pledge of listed securities and / or charge over assets of the Company, if and where needed. Company's average borrowing cost is 3MK/6MK + 1.67% and the Company expects to earn over and above the average borrowing cost.
x	Salient feature of agreements (if any) with associated company or associated undertaking with regards to proposed investment	There is no agreement to date.
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 associated 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 / write-offs	Fresh approval is being sought and no previous investment has been made. Performance of ASML can be referred in Point III to V above.
xiii	Any other important details necessary for the members to understand the transaction	None
Information required to be disclosed as per Regulation 3(1)(a):		
xiv	Maximum price at which securities will be acquired	At par / premium / market / offered / negotiated price prevailing on the date of transaction/investment.
xv	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	Not applicable.
xvi	Maximum number of securities to be acquired	No. of securities purchasable under approved limit in accordance with / based on Sr. Nos. VII & XIV.
xvii	Number of securities and percentage thereof held before and after the proposed investment	Before: Nil After: Increase in securities / percentage in accordance with Sr. Nos. VII, XIV and XVI.
xviii	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	As at 22 September 2021: Current price per share: Rs. 23.16 (ordinary shares) and Rs. 32.5 (preference shares) Weighted average market price per share of preceding twelve weeks: 24.22 (ordinary shares) and Rs. 32.5 (preference shares).

Ref. No.	Requirement	Information
xix	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	Not applicable.
Information required to be disclosed as per Regulation 3(1)(C):		
xx	Category-wise amount of investment	<p>Fresh limit of PKR 1 billion is requested for approval as loans / advances / running finance at the discretion of the Company.</p> <p>The investment upto PKR 1 billion may be made in form of loan, advances or running finance at the discretion of the Company but the total shall not exceed the approved limit.</p>
xxi	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (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.	Company's average borrowing cost is 3MK/6MK + 1.67%.
xxii	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 facilities and will be decided at the time of extending the facility.
xxiii	Particulars of collateral or security to be obtained in relation to the proposed investment.	As investee is a Group Company, no collateral is required.
xxvi	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable.	Not Applicable.
xxv	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	<p>Facilities extended in the nature of Running Finance / Advance / term loan shall be for a period of one year and renewable in next general meeting for further period (s) of one year (s).</p> <p>Facility extended in the nature of term loan shall be for a period as agreed at the time of disbursement, and the portion of facility to the extent of disbursement of term loan shall be exhausted and shall not be renewable in next annual general meeting.</p>

Ref. No.	Requirement	Information
Information required to be disclosed as per Regulation 3(1)(a):		
i	Name of associated company or associated undertaking	Power Cement Limited ("PCL")
ii	Basis of relationship	An associated undertaking due to common directorship.
iii	Earnings per share (Basic) for the last three years	Year 2020: (3.4) Year 2019: 0.55 Year 2018: 0.32
iv	Break-up value of share, based on the latest audited financial statements	PKR 8.68 per share as at 30th June 2020.
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 2020 (PKR in Million) Non-current assets 38,068.90 Current assets 7,126.06 Equity 9,228.39 Non-current liabilities 16,459.21 Current liabilities 19,507.35 Operating Revenue 4,132.36 Loss before Tax (3,959.48) Loss after Tax (3,616.45)
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	Following limits are requested for approval: <ul style="list-style-type: none"> Fresh limit of PKR 500 million is requested for approval in equity securities; and Fresh limit of PKR 1 billion is requested for approval as loans / advances / running finance at the discretion of the Company.
viii	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	For the benefit of the Company and to earn better returns on investment by capturing the opportunities on the right time. Approval of limit shall remain valid for a period upto next annual general meeting, and shall be renewable thereon for further period(s).
ix	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds <ul style="list-style-type: none"> Justification for investment through borrowing Detail of collateral, guarantees provided and assets pledged for obtaining such funds 	The investment may be made from Company's own available liquidity and/or credit lines. <ul style="list-style-type: none"> Higher rate of return Pledge of listed securities and / or charge over assets of the Company, if and where needed.

Ref. No.	Requirement	Information
	<ul style="list-style-type: none"> Cost benefit analysis 	<ul style="list-style-type: none"> Company's average borrowing cost is 3MK/6MK + 1.67% and the Company expects to earn over and above the average borrowing cost.
x	Salient feature of agreements (if any) with associated company or associated undertaking with regards to proposed investment	There is no agreement to date.
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 associated 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 / write-offs	Performance of PCL can be referred in Point III to V above.
xiii	Any other important details necessary for the members to understand the transaction	None
Information required to be disclosed as per Regulation 3(1)(b):		
xiv	Maximum price at which securities will be acquired	At par / premium / market / offered / negotiated price prevailing on the date of transaction/investment.
xv	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	Not applicable.
xvi	Maximum number of securities to be acquired	No. of securities purchasable under approved limit in accordance with / bases on Sr. Nos. VII & XIV.
xvii	Number of securities and percentage thereof held before and after the proposed investment	<p>Before: Nil</p> <p>After: Increase in securities / percentage in accordance with Sr. Nos. VII, XIV and XVI.</p>
xviii	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	<p>As at 22 September 2021:</p> <p>Current price per share: Rs. 7.33</p> <p>Weighted average market price per share of preceding twelve weeks: 8.93</p>
xix	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	Not applicable.

Ref. No.	Requirement	Information
Information required to be disclosed as per Regulation 3(1)(c):		
xx	Category-wise amount of investment	<p>Fresh limit of PKR 1 billion is requested for approval as loans / advances / running finance at the discretion of the Company.</p> <p>The investment upto PKR 1 billion may be made in form of loan, advances or running finance at the discretion of the Company but the total shall not exceed the approved limit.</p>
xxi	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (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	Company's average borrowing cost is 3MK/6MK + 1.67%.
xxii	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 facilities and will be decided at the time of extending the facility.
xxiii	Particulars of collateral or security to be obtained in relation to the proposed investment	As investee is a Group Company, no collateral is required.
xxiv	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable	Not Applicable.
xxv	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	<p>Facilities extended in the nature of Running Finance / Advance / term loan shall be for a period of one year and renewable in next general meeting for further period (s) of one year (s).</p> <p>Facility extended in the nature of term loan shall be for a period as agreed at the time of disbursement, and the portion of facility to the extent of disbursement of term loan shall be exhausted and shall not be renewable in next annual general meeting.</p>

Requirement		Information
Information required to be disclosed as per Regulation 3(1)(a):		
i	Name of associated company or associated undertaking	Arif Habib Limited ("AHL")
ii	Basis of relationship	An associated undertaking due to common control.
iii	Earnings per share (Basic) for the last three years	Year 2021: 35.08 Year 2020: 1.00 Year 2019: (0.95)
iv	Break-up value of share, based on the latest audited financial statements	PKR 84 per share as at 30th June 2021.
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 2021 (PKR in Million) Non-current assets 2,221.558 Current assets 6,249.943 Equity 4,995.383 Non-current liabilities 3.525 Current liabilities 3,472.593 Operating Revenue 1,511.596 Profit before Tax 2,393.102 Profit after Tax 2,084.005
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	Following limits are requested for approval: <ul style="list-style-type: none"> Fresh limit of PKR 500 million is requested for approval in equity securities; and Fresh limit of PKR 1 billion is requested for approval as loans / advances / running finance at the discretion of the Company.
viii	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	For the benefit of the Company and to earn better returns on investment by capturing the opportunities on the right time. Approval of limit shall remain valid for a period upto next annual general meeting, and shall be renewable thereon for further period(s).
ix	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds <ul style="list-style-type: none"> Justification for investment through borrowing Detail of collateral, guarantees provided and assets pledged for obtaining such funds 	The investment may be made from Company's own available liquidity and/or credit lines. <ul style="list-style-type: none"> Higher rate of return Pledge of listed securities and / or charge over assets of the Company, if and where needed.

Ref. No.	Requirement	Information
Information required to be disclosed as per Regulation 3(1)(a):		
	<ul style="list-style-type: none"> Cost benefit analysis 	<ul style="list-style-type: none"> Company's average borrowing cost is 3MK/6MK + 1.67% and the Company expects to earn over and above the average borrowing cost.
x	Salient feature of agreements (if any) with associated company or associated undertaking with regards to proposed investment	There is no agreement to date.
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 associated 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 / write-offs	Performance of AHL can be referred in Point III to V above.
xiii	Any other important details necessary for the members to understand the transaction	None.
Information required to be disclosed as per Regulation 3(1)(b):		
xiv	Maximum price at which securities will be acquired	At par / premium / market / offered / negotiated price prevailing on the date of transaction/investment.
xv	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	Not applicable.
xvi	Maximum number of securities to be acquired	No. of securities purchasable under approved limit in accordance with / bases on Sr. Nos. VII & XIV.
xvii	Number of securities and percentage thereof held before and after the proposed investment	<p>Before: Nil</p> <p>After: Increase in securities / percentage in accordance with Sr. Nos. VII, XIV and XVI.</p>
xviii	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	<p>As at 22 September 2021:</p> <p>Current price per share: Rs. 51.64</p> <p>Weighted average market price per share of preceding twelve weeks: 81.12</p>
xix	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	Not applicable.

Ref. No.	Requirement	Information
Information required to be disclosed as per Regulation 3(1)(c):		
xx	Category-wise amount of investment	<p>Fresh limit of PKR 1 billion is requested for approval as loans / advances / running finance at the discretion of the Company.</p> <p>The investment upto PKR 1 billion may be made in form of loan, advances or running finance at the discretion of the Company but the total shall not exceed the approved limit.</p>
xxi	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (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	Company's average borrowing cost is 3MK/6MK + 1.67%.
xxii	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 facilities and will be decided at the time of extending the facility.
xxiii	Particulars of collateral or security to be obtained in relation to the proposed investment	As investee is a Group Company, no collateral is required.
xxiv	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable	Not Applicable.
xxv	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	<p>Facilities extended in the nature of Running Finance / Advance / term loan shall be for a period of one year and renewable in next general meeting for further period (s) of one year (s).</p> <p>Facility extended in the nature of term loan shall be for a period as agreed at the time of disbursement, and the portion of facility to the extent of disbursement of term loan shall be exhausted and shall not be renewable in next annual general meeting.</p>

Ref. No.	Requirement	Information
Information required to be disclosed as per Regulation 3(1)(a):		
i	Name of associated company or associated undertaking	Fatima Fertilizer Company Limited ("FFCL")
ii	Basis of relationship	An associated undertaking due to common directorship.
iii	Earnings per share (Basic) for the last three years	Year 2020: 6.32 Year 2019: 5.75 Year 2018: 5.67
iv	Break-up value of share, based on the latest audited financial statements	PKR 41.48 per share as at 30th June 2020
v	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	31 December 2020 (PKR in Million) Non-current assets 114,999.261 Current assets 42,557.629 Equity 87,102.656 Non-current liabilities 29,303.057 Current liabilities 41,151.177 Operating Revenue 71,267.316 Profit before Tax 18,742.755 Profit after Tax 13,274.691
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	Following limits are requested for approval: <ul style="list-style-type: none"> Fresh limit of PKR 500 million is requested for approval in equity securities.
viii	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	For the benefit of the Company and to earn better returns on investment by capturing the opportunities on the right time. Approval of limit shall remain valid for a period upto next annual general meeting, and shall be renewable thereon for further period(s).
ix	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds <ul style="list-style-type: none"> Justification for investment through borrowing Detail of collateral, guarantees provided and assets pledged for obtaining such funds Cost benefit analysis 	The investment may be made from Company's own available liquidity and/or credit lines. <ul style="list-style-type: none"> Higher rate of return Pledge of listed securities and / or charge over assets of the Company, if and where needed. Company's average borrowing cost is 3MK/6MK + 1.67% and the Company expects to earn over and above the average borrowing cost.

Ref. No.	Requirement	Information
Information required to be disclosed as per Regulation 3(1)(a):		
x	Salient feature of agreements (if any) with associated company or associated undertaking with regards to proposed investment	There is no agreement to date.
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 associated 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 / write-offs	Performance of FFCL can be referred in Point III to V above.
xiii	Any other important details necessary for the members to understand the transaction	None.
Information required to be disclosed as per Regulation 3(1)(b):		
xiv	Maximum price at which securities will be acquired	At par / premium / market / offered / negotiated price prevailing on the date of transaction/investment.
xv	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	Not applicable.
xvi	Maximum number of securities to be acquired	No. of securities purchasable under approved limit in accordance with / bases on Sr. Nos. VII & XIV.
xvii	Number of securities and percentage thereof held before and after the proposed investment	Before: Nil After: Increase in securities / percentage in accordance with Sr. Nos. VII, XIV and XVI.
xviii	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	As at 22 September 2021: Current price per share: Rs. 29.7 Weighted average market price per share of preceding twelve weeks: 28.84
xix	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	Not applicable.

Ref. No.	Requirement	Information
Information required to be disclosed as per Regulation 3(1)(a):		
i	Name of associated company or associated undertaking	Sapphire Bay Development Company Limited ("SBDCL") and or Sapphire Bay Islamic Developmental REIT ("SBIDR")
ii	Basis of relationship	<p>SBDCL is a wholly owned subsidiary of the Company [The approval of Investment in Associated Companies & Associated undertakings is being sought for SBDCL in case if during the period SBDCL no longer remain a wholly owned subsidiary company].</p> <p>Further the company is in process of forming SBIDR [The approval of Investment in Associated Companies & Associated undertakings is being sought for SBIDR in case if at time of formation of proposed REIT or subsequently during the period until next General Meeting proposed REIT does no longer remain a wholly owned subsidiary of the Company.]</p>
iii	Earnings per share (Basic) for the last three years	SBDCL has been incorporated on 25 August 2021 and SBIDR is in process of formation therefore this information is not applicable.
iv	Break-up value of share, based on the latest audited financial statements	SBDCL has been incorporated on 25 August 2021 and SBIDR is in process of formation therefore this information is not applicable.
v	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	SBDCL has been incorporated on 25 August 2021 and SBIDR is in process of formation therefore this information is not applicable.
vi	<p>In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information namely,</p> <p>i) Description of the project and its history since conceptualization;</p>	Not applicable, as Company is investing in Sapphire Bay Development Company Limited and or Sapphire Bay Islamic Developmental REIT and not any of its project.

Ref. No.	Requirement	Information
	ii) Starting date and expected date of completion of work; iii) Time by which such project will become commercially operational iv) Expected time by which the project shall start paying return on investment; and v) Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.	
vii	Maximum amount of investment to be made	Following limits are requested for approval: <ul style="list-style-type: none"> Fresh limit of PKR 6,000 million is requested for approval in equity securities.
viii	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	For the benefit of the Company and to earn better returns on investment by capturing the opportunities on the right time. Approval of limit shall remain valid for a period upto next annual general meeting, and shall be renewable thereon for further period(s).
ix	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds <ul style="list-style-type: none"> Justification for investment through borrowing Detail of collateral, guarantees provided and assets pledged for obtaining such funds Cost benefit analysis 	The investment may be made from Company's own available liquidity and/or credit lines. <ul style="list-style-type: none"> Higher rate of return Pledge of listed securities and / or charge over assets of the Company, if and where needed. Company's average borrowing cost is 3MK/6MK + 1.67% and the Company expects to earn over and above the average borrowing cost.
x	Salient feature of agreements (if any) with associated company or associated undertaking with regards to proposed investment	There is no agreement to date.
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 associated company.

Ref. No.	Requirement	Information
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	Not applicable.
xiii	Any other important details necessary for the members to understand the transaction	None.
Information required to be disclosed as per Regulation 3(1)(b):		
xiv	Maximum price at which securities will be acquired	At par / premium / market / offered / negotiated price prevailing on the date of transaction/investment.
xv	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	Not applicable.
xvi	Maximum number of securities to be acquired	No. of securities purchasable under approved limit in accordance with / bases on Sr. Nos. VII & XIV.
xvii	Number of securities and percentage thereof held before and after the proposed investment	Before: Nil After: Increase in securities / percentage in accordance with Sr. Nos. VII, XIV and XVI.
xviii	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	Not applicable.
xix	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	Regulation 5(1) of Companies (Investment in associated Companies & Associated undertakings) Regulations 2017 provides that in case of investment in un-listed securities of an associated company or undertaking, the fair value for such security shall be determined based on the generally accepted valuation techniques and latest financial statement of the associated company. SBDCL is currently not an operating company and SBIDR has not been formed therefore the determination of fair value of its shares/units provided for in the regulation cannot be made at this time. The initial investment or subscription in shares is at par/face value which in case SBDCL is PKR 10 per share and it is expected for SBIDR it will be PKR 10 per unit.

Ref. No.	Requirement	Information
Information required to be disclosed as per Regulation 3(1)(a):		
i	Name of associated company or associated undertaking	Gymkhana Apartment REIT
ii	Basis of relationship	<p>A company is in process of forming a REIT by the name "Gymkhana Apartment REIT".</p> <p>An approval of investment is being sought from members in General Meeting in case if the proposed REIT at time of formation is not a wholly owned subsidiary or subsequently during the period until next General Meeting does no longer remain a wholly owned subsidiary of the Company.</p>
iii	Earnings per share (Basic) for the last three years	REIT is in process of formation / registration therefore this information is not applicable.
iv	Break-up value of share, based on the latest audited financial statements	REIT is in process of formation / registration therefore this information is not applicable.
v	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	REIT is in process of formation / registration therefore this information is not applicable.
vi	<p>In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information namely,</p> <p>i) Description of the project and its history since conceptualization;</p> <p>ii) Starting date and expected date of completion of work;</p> <p>iii) Time by which such project will become commercially operational</p> <p>iv) Expected time by which the project shall start paying return on investment; and</p> <p>v) Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.</p>	Not applicable, as Company is investing in Gymkhana Apartment REIT and not any of its projects.

Ref. No.	Requirement	Information
vii	Maximum amount of investment to be made	Following limits are requested for approval: • Fresh limit of PKR 5,000 million is requested for approval in equity securities.
viii	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	For the benefit of the Company and to earn better returns on investment by capturing the opportunities on the right time. Approval of limit shall remain valid for a period upto next annual general meeting, and shall be renewable thereon for further period(s).
ix	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds • Justification for investment through borrowing • Detail of collateral, guarantees provided and assets pledged for obtaining such funds • Cost benefit analysis	The investment will be in the form of kind. • N/A • N/A • N/A
x	Salient feature of agreements (if any) with associated company or associated undertaking with regards to proposed investment	There is no agreement to date.
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 shall have no interest in the investee company except in their capacity as sponsor or shareholder of associated undertaking (if any).
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	Not applicable.
xiii	Any other important details necessary for the members to understand the transaction	None.
Information required to be disclosed as per Regulation 3(1)(b):		
xiv	Maximum price at which securities will be acquired	At par / premium / market / offered / negotiated price prevailing on the date of transaction/investment.
xv	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	Not applicable.
xvi	Maximum number of securities to be acquired	No. of securities purchasable under approved limit in accordance with / bases on Sr. Nos. VII & XIV.

Ref. No.	Requirement	Information
xvii	Number of securities and percentage thereof held before and after the proposed investment	Before: Nil After: Increase in securities / percentage in accordance with Sr. Nos. VII, XIV and XVI.
xviii	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	Not applicable.
xix	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	Regulation 5(1) of Companies (Investment in associated Companies & Associated undertakings) Regulations 2017 provides that in case of investment in un-listed securities of an associated company or undertaking, the fair value for such security shall be determined based on the generally accepted valuation techniques and latest financial statement of the associated company. The Gymkhana Apartment REIT is in process of registration therefore the determination of fair value of its units provided for in the regulation cannot be made at this time. The initial investment or subscription in units will be at par/face value i.e., PKR 10 per unit.

Ref. No.	Requirement	Information
Information required to be disclosed as per Regulation 3(1)(a):		
i	Name of associated company or associated undertaking	Globe Residences REIT
ii	Basis of relationship	A company is in process of forming a REIT by the name "Globe Residences REIT". An approval of investment is being sought from members in General Meeting in case if the proposed REIT at time of formation is not a wholly owned subsidiary or subsequently during the period until next General Meeting does no longer remain a wholly owned subsidiary of the Company.
iii	Earnings per share (Basic) for the last three years	REIT is in process of formation / registration therefore this information is not applicable.
iv	Break-up value of share, based on the latest audited financial statements	REIT is in process of formation / registration therefore this information is not applicable.
v	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	REIT is in process of formation / registration therefore this information is not applicable.

Ref. No.	Requirement	Information
vi	<p>In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information namely,</p> <p>i) Description of the project and its history since conceptualization;</p> <p>ii) Starting date and expected date of completion of work;</p> <p>iii) Time by which such project will become commercially operational</p> <p>iv) Expected time by which the project shall start paying return on investment; and</p> <p>v) Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.</p>	Not applicable, as Company is investing in Globe Residencies REIT and not any of its projects.
	Maximum amount of investment to be made	<p>Following limits are requested for approval:</p> <ul style="list-style-type: none"> Fresh limit of PKR 3,000 million is requested for approval in equity securities.
vii	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	For the benefit of the Company and to earn better returns on investment by capturing the opportunities on the right time. Approval of limit shall remain valid for a period upto next annual general meeting, and shall be renewable thereon for further period(s).
viii	<p>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds</p> <ul style="list-style-type: none"> Justification for investment through borrowing Detail of collateral, guarantees provided and assets pledged for obtaining such funds 	The investment will be in the form of kind.
ix	<ul style="list-style-type: none"> Cost benefit analysis 	<ul style="list-style-type: none"> N/A N/A N/A
x	Salient feature of agreements (if any) with associated company or associated undertaking with regards to proposed investment	There is no agreement to date.
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 shall have no interest in the investee company except in their capacity as sponsor or shareholder of associated undertaking (if any).

Ref. No.	Requirement	Information
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	Not applicable.
xiii	Any other important details necessary for the members to understand the transaction	None.
Information required to be disclosed as per Regulation 3(1)(b):		
xiv	Maximum price at which securities will be acquired	At par / premium / market / offered / negotiated price prevailing on the date of transaction/investment
xv	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	Not applicable.
xvi	Maximum number of securities to be acquired	No. of securities purchasable under approved limit in accordance with / bases on Sr. Nos. VII & XIV.
xvii	Number of securities and percentage thereof held before and after the proposed investment	Before: Nil After: Increase in securities / percentage in accordance with Sr. Nos. VII, XIV and XVI.
xviii	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	Not applicable.
xix	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	Regulation 5(1) of Companies (Investment in associated Companies & Associated undertakings) Regulations 2017 provides that in case of investment in un-listed securities of an associated company or undertaking, the fair value for such security shall be determined based on the generally accepted valuation techniques and latest financial statement of the associated company. The Globe Residencies REIT is in process of registration therefore the determination of fair value of its units provided for in the regulation cannot be made at this time. The initial investment or subscription in units will be at par/face value i.e., PKR 10 per unit.

Ref. No.	Requirement	Information
Information required to be disclosed as per Regulation 3(1)(a):		
i	Name of associated company or associated undertaking	Naya Nazimabad Apartment REIT
ii	Basis of relationship	<p>A company is in process of forming a REIT by the name "Naya Nazimabad Apartment REIT".</p> <p>An approval of investment is being sought from members in General Meeting in case if the proposed REIT at time of formation is not a wholly owned subsidiary or subsequently during the period until next General Meeting does no longer remain a wholly owned subsidiary of the Company.</p>
iii	Earnings per share (Basic) for the last three years	REIT is in process of formation / registration therefore this information is not applicable.
iv	Break-up value of share, based on the latest audited financial statements	REIT is in process of formation / registration therefore this information is not applicable.
v	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	REIT is in process of formation / registration therefore this information is not applicable.
vi	<p>In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information namely,</p> <p>i) Description of the project and its history since conceptualization;</p> <p>ii) Starting date and expected date of completion of work;</p> <p>iii) Time by which such project will become commercially operational</p> <p>iv) Expected time by which the project shall start paying return on investment; and</p> <p>v) Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.</p>	Not applicable, as Company is investing in Naya Nazimabad Apartment REIT and not any of its projects.

Ref. No.	Requirement	Information
vii	Maximum amount of investment to be made	Following limits are requested for approval: <ul style="list-style-type: none"> • Fresh limit of PKR 6,500 million is requested for approval in equity securities.
viii	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	For the benefit of the Company and to earn better returns on investment by capturing the opportunities on the right time. Approval of limit shall remain valid for a period upto next annual general meeting, and shall be renewable thereon for further period(s).
ix	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds <ul style="list-style-type: none"> • Justification for investment through borrowing • Detail of collateral, guarantees provided and assets pledged for obtaining such funds • Cost benefit analysis 	The investment will be in the form of kind. <ul style="list-style-type: none"> • N/A • N/A • N/A
x	Salient feature of agreements (if any) with associated company or associated undertaking with regards to proposed investment	There is no agreement to date.
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 shall have no interest in the investee company except in their capacity as sponsor or shareholder of associated undertaking (if any).
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	Not applicable.
xiii	Any other important details necessary for the members to understand the transaction	None.

Ref. No.	Requirement	Information
Information required to be disclosed as per Regulation 3(1)(b):		
xiv	Maximum price at which securities will be acquired	At par / premium / market / offered / negotiated price prevailing on the date of transaction/investment.
xv	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	Not applicable.
xvi	Maximum number of securities to be acquired	No. of securities purchasable under approved limit in accordance with / bases on Sr. Nos. VII & XIV.
xvii	Number of securities and percentage thereof held before and after the proposed investment	Before: Nil After: Increase in securities / percentage in accordance with Sr. Nos. VII, XIV and XVI.
xviii	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	Not applicable.
xix	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	Regulation 5(1) of Companies (Investment in associated Companies & Associated undertakings) Regulations 2017 provides that in case of investment in un-listed securities of an associated company or undertaking, the fair value for such security shall be determined based on the generally accepted valuation techniques and latest financial statement of the associated company. The Naya Nazimabad Apartment REIT is in process of registration therefore the determination of fair value of its units provided for in the regulation cannot be made at this time. The initial investment or subscription in units will be at par/face value i.e., PKR 10 per unit.

Following directors of the company have no interest in the investee companies except in their capacity as director / shareholder

Mr. Arif Habib	<ul style="list-style-type: none"> - Director / shareholder of Aisha Steel Mills Limited - Shareholder of Power Cement Limited - Indirect Shareholding of Arif Habib Limited - Director / Shareholder of Fatima Fertilizer Company Limited - Director of Sapphire Bay Development Company Limited
Mr. Samad A. Habib	<ul style="list-style-type: none"> - Director of Sapphire Bay Development Company Limited - Director and shareholder of Power Cement Limited - Director of Aisha Steel Mills Limited

Form of Proxy

59th Annual General Meeting

The Company Secretary
Javedan Corporation Limited
Arif Habib Centre
23, M.T. Khan Road
Karachi.

I/we _____ of _____ being a member(s)
of Javedan 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 Fifty Ninth Annual General Meeting of the Company to be held on October 26, 2021 and/or any adjournment thereof.

Signed this _____ day of _____ 2021.

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 CDC Share Registrar Services Limited Share Registrar Department, CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahra-e-Faisal, Karachi, not less 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.

میں مسٹی / مسماة ----- ساکن ----- ضلع -----

مسٹی / مسماة -----

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

سالانہ اجلاس عام جو بتاریخ 26 اکتوبر، 2021 بوقت دن 04:00 بجے منعقد ہو رہا ہے اس میں یا اس کے

کسی ملاتی شدہ اجلاس میں شرکت کرے اور ووٹ ڈالے۔

دستخط: ----- بروز/بتاریخ ----- 2021

گواہان:

1

2

نام: ----- نام: -----

پتہ: ----- پتہ: -----

شناختی کارڈ نمبر: ----- شناختی کارڈ نمبر: -----

دستخط: ----- دستخط: -----

دستخط ۵ روپے
ریونیو اسٹیٹمپ

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 فوٹیو 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 ڈیپوزٹری کمپنی آف پاکستان، شیئرز 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 اوزار پر 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۔

Notice of 59thAnnual General Meeting

Notice is hereby given that Fifty Ninth Annual General Meeting of the shareholders of **Javedan Corporation Limited** (the Company) will be held on Tuesday, October 26, 2021 at 04:00p.m. at PSX Auditorium, Stock Exchange Building, Stock Exchange Road, Karachi to transact the following business

ORDINARY BUSINESS

- To confirm minutes of the 58thAnnual General Meeting held on October 27, 2020.
- To receive, consider and adopt annual audited financial statements of the Company together with the Directors' and Auditors' Reports thereon for the year ended June 30, 2021 together with the Audited Consolidated Financial Statement of the Company and the Auditors' Report thereon for the year ended June 30, 2021.
- To appoint Auditors and fix their remuneration for the year ending June 30, 2022. The Board of Directors have recommended for reappointment of M/s. EY Ford Rhodes Chartered Accountants and M/s. Reanda Haroon Zakaria & Co., Chartered Accountants as external auditors.
- To elect 9 (nine) Directors, as fixed by the Board in accordance with the provision of Section 159 of the Companies Act, 2017, for a term of 3 (three) years commencing from the date of holding AGM i.e. October 26, 2021. The names of retiring directors of the Company, also eligible to offer themselves for re-election, are as follows:

- | | | |
|--------------------------|---------------------|------------------------------|
| 1) Arif Habib (Chairman) | 4) Muhammad Ejaz | 7) Abdullah Ghaffar |
| 2) Samad A. Habib (CEO) | 5) Saeed Ahmad | 8) Abdul Qadir Sultan |
| 3) Alamgir A. Sheikh | 6) Darakshan Zohaib | 9) Muhammad Siddique Khokhar |

SPECIAL BUSINESS

- To approve the issuance of bonus shares in the proportion of 20 shares of every 100 shares held i.e. 20%

RESOLVED THAT

A sum of Rs. 634,767,412 out of free reserve of the Company be capitalized and applied towards the issue of 63,476,741 ordinary shares of Rs. 10 each and allotted as fully paid bonus shares to shareholders in the proportion of twenty (20) shares for every hundred (100) existing ordinary shares held by the shareholders whose name appear on the Member Register on October 18, 2021.

FURTHER RESOLVED THAT

These Bonus Shares shall rank pari passu in all respects with existing ordinary shares of the Company.

FURTHER RESOLVED THAT

In the event of any Member holding shares which are not an exact multiple of his/her entitlement, the Board of Directors be and are hereby authorized to consolidate all such fractions of bonus shares and sell the same on Pakistan Stock Exchange and the sale proceeds thereof shall be utilized as deemed appropriate by the Board.

FURTHER RESOLVED THAT

For the purpose of giving effect to the foregoing the Chief Executive Officer, Chief Financial Officer and Company Secretary is be and are hereby singly or jointly authorized to do all acts, deeds, and things and take any and all necessary steps to fulfill the legal, corporate and procedural formalities and to file all documents/returns as deemed necessary, expedient and desirable to give effect to this resolution.

- To authorize the Board of Directors of the Company to approve those transactions with Related Parties (if executed) during the financial year ending June 30, 2022 which require approval of shareholders u/s 207 and / or 208 of the companies Act, 2017, by passing the following special resolution with or 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 June 30, 2022.

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).

- 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 limits of investments / additional investments in associated companies and associated undertakings for a period upto next annual general meeting, and subject to the terms and conditions as mentioned in the Annexure-B of Statement under Section 134(3).

S. No	Name of Associated Company & Associated Undertakings	Proposed Fresh Investment Equity	Loans / Advances
		Amount in PKR (million)	
1	Aisha Steel Mills Limited	500	1,000
2	Power Cement Limited	500	1,000
3	Arif Habib Limited	500	1,000
4	Fatima Fertilizer Limited	500	
5	Sapphire Bay Development Company Limited and or Sapphire Bay Islamic Developmental REIT	6,000	
6	Gymkhana Apartment REIT	5,000	
7	Globe Residencies REIT	3,000	
8	Naya Nazimabad Apartment REIT	6,500	

FURTHER RESOLVED THAT

Chief financial officer or Company Secretary (the "Group A") and Chief Executive or any Director (the "Group B"), any one from Group A jointly with any one from Group B, OR any two from Group B jointly, 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

- To transact any other business with the permission of the chair.

Karachi
Dated: October 05, 2021

By Order of the Board
Muneer Gader
Company Secretary

NOTES:

- In pursuance of SECP's Circular No. 4 dated February 15, 2021, pertaining to Regulatory Relief to dilute impact of Corona Virus (COVID 19) for Corporate Sector, the shareholders shall be entitled to attend the proceedings of the AGM through online means using a video link facility, Zoom application or other electronic means for the safety and well-being of the valued shareholders and the general public.

Accordingly, the company intends to convene the AGM with minimum physical interaction with shareholders while ensuring compliance with the quorum requirements and requests the members to consolidate their attendance and voting at the AGM through proxies.

Therefore, the company has made arrangements to ensure that all participants including shareholders, can also participate in the AGM proceeding via video link. Hence, those members who desire on-line participation in the AGM are requested to register themselves by sending an email along with following particulars and valid copy of both sides of their CNIC at muhammad.adnan@jcl.com.pk with subject of "Registration for JCL AGM 2021" not less than 48 hours before the time of meeting:

Name of Shareholder	CNIC No	Folio No / CDC Account No	Cell No	Email Address

- Video Link to join the AGM will be shared with only those members whose emails, containing all the required and correct particulars are received at above mentioned email address.
- The share transfer books of the Company will remain closed from October 19, 2021 to October 26, 2021 (both days inclusive). Transfer received in order at the office of our Share Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi - 74400 at the close of the business on Monday, October 18, 2021, will be considered in time for the determination of entitlement of shareholders to attend and vote at the meeting.
- A member entitled to attend and vote at the meeting may appoint another person 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 January 26, 2000 issued by Securities & Exchange Commission of Pakistan:
 - 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
 - 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
 - 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, CNIC numbers and signatures
 - 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
 - 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 along with proxy form
- For election of Directors any person who seeks to contest the election of Directors shall file with the Company at its registered office, not later than fourteen (14) days before the above said meeting his/her intention to offer himself/herself for the election of the Directors in terms of Section 159(3) of the Companies Act, 2017 together with:
 - Consent to act as director under Section 167(1) of the Act on a duly filled and signed FORM-28.
 - Declaration for eligibility to act as director of listed company and awareness of duties and powers of directors under the Companies Act, 2017, Memorandum and Articles of Association of the Company, Rule Book of Pakistan Stock Exchange Limited and the Listed Companies (Code of Corporate Governance) Regulations, 2017 and other relevant laws and regulations.
 - Declaration of independence in terms of Section 166(2) of the Companies Act, 2017 as required under Listed Companies (Code of Corporate Governance) Regulations, 2017 (applicable only for person filing consent to act as independent director of the Company).
 - A detailed profile along with office address for placement on the Company's website.
 - Detail of other directorship and offices held
 - Copy of valid CNIC (in case of Pakistan national) / Passport (in case of foreign national), and
 - NTN & Folio No. / CDC Investors Account No. / CDC Sub-Account No (applicable for person filing consent for the first time).

Important

Notice to Shareholders for provision of CNIC and other 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. CDC Share Registrar Services 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.

Further, 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. Consequently, in order to receive future cash dividends directly into bank account, if any, shareholders having physical shares are requested to fill in '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. In case of book-entry securities, shareholders must get their respective records updated as per the 'Electronic Mode Dividend Form' with their Broker / Participant / CDC account services.

In case of absence / non-receipt of the copy of a valid CNIC and bank account details, the Company would be constraint under Section 243(2) (a) of the Companies Act, 2017 to withhold the payment of future dividends, if any, to such members till provision of prescribed details.

E-Voting

Members can also exercise their right of E-Voting subject to the requirement of Sections 143-145 of the Companies Act, 2017 and the applicable clauses of the 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 Annual Report of the Company for the year ended June 30, 2021 has been placed on the Company's website at the given link: <http://jcl.com.pk/financial-statements>.

Further, Annual Report of the Company for the year ended June 30, 2021 is dispatched to the shareholders through CD. However, if a shareholder, in addition, requests for hard copy of Annual Report, 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 Report" has also been made available on the Company's website www.jcl.com.pk

Deposit of Physical shares in CDC Accounts:

As per Section 72 of the Companies Act 2017 every exiting company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP within a period not exceeding four years from the commencement of the Companies Act 2017 i.e. 30th May 2017. The shareholders having physical shareholding are requested to open CDC sub-account with any of the brokers or investors account directly with CDC to place their physical shares into scrip less form.

Unclaimed Dividend:

Shareholders, who by any reason, could not claim their previous dividends are advised to contact our Share Registrar M/s. CDC Share Registrar Services 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. The details of the dividend declared by the Company which have remained due for more than three years are available on the Company's website.

نوٹس برائے 59 واں سالانہ اجلاس عام

ذریعہ ہذا اطلاع دی جاتی ہے کہ جاویدان کارپوریشن لمیٹڈ کا 59 واں سالانہ اجلاس عام PSX، آئی ٹی، اسٹاک ایکسچینج لمیٹڈ، اور اسٹاک ایکسچینج روڈ، کراچی میں بروز جمعرات مورخہ 26 اکتوبر 2021 بجے منعقد ہوگا جس میں درج ذیل امور نمائندے جائیں گے:

عمومی امور

- مورخہ 27 اکتوبر 2020 کو منعقدہ 58 ویں سالانہ اجلاس عام کی کارروائی کی توثیق؛
- آئی ٹی اور ڈائریکٹروں کی رپورٹوں کے ہمراہ مورخہ 30 جون 2021 کو مختصر سال کے سالانہ نظر ثانی شدہ مالیاتی گوشوارے اور آئی ٹی اور ڈائریکٹروں کی رپورٹوں کے ہمراہ مورخہ 30 جون 2021 کو مختصر سال کے نظر ثانی شدہ مجموعی مالیاتی گوشوارے وصول کرنا، ان پر غور و خوض کرنا اور ان کی منظوری دینا؛
- مورخہ 30 جون 2022 کیلئے آڈیٹرز کا تقرر کرنا اور ان کے مشاہرے کا تعین کرنا؛ بورڈ آف ڈائریکٹرز سے مندرجہ ذیل نوٹس، چارٹرڈ اکاؤنٹنٹس اور میسرز رینڈا ہارون ڈکریا اینڈ کمپنی، چارٹرڈ اکاؤنٹنٹس کو بطور ایکسٹرنل آڈیٹرز دوبارہ مقرر کرنے کی منظوری دی ہے۔
- یکٹیز ایکٹ 2017ء کی دفعہ 159 کے تحت بورڈ آف ڈائریکٹرز سے مقرر کردہ کمپنی کے (نو) ڈائریکٹرز کا انتخاب برائے مدت تین (3) سال AGM کے انعقاد کی تاریخ یعنی 26 اکتوبر 2021 سے آغاز۔ ریٹائر ہونے والے ڈائریکٹرز کے نام، جو دوبارہ انتخاب کے لئے خود کو پیش کرنے کے اہل ہیں، مندرجہ ذیل ہیں:-

- عارف حبیب (جی بی این)
- جناب معصا حبیب
- حاجی اعجاز
- محمد اعجاز
- عبدالمجید غفار
- عبدالقادر سلطان
- محمد صدیق کھوکھر
- حاجی اعجاز

خصوصی امور:

ممبران کی ملکیت میں موجود ہر 100 حصص کے مقابل 20 حصص یعنی 20% کی شرح سے بونس شیئرز کے اجراء کی منظوری دینا۔

قرار پایا کہ ان ممبران کیلئے جن کے نام رجز میں مورخہ 18 اکتوبر 2021 تک شامل ہوں، ان کی ملکیت میں موجود ہر ایک سو (100) حصص کے مقابل تین (20) یعنی 20% کی شرح سے مکمل ادا شدہ بونس شیئرز کے اجراء کی غرض سے کمپنی کے محفوظ سرمائے میں سے مبلغ 10/- روپے فی حصص قدر کے حامل 63,476,741 معمولی حصص میں منقسم ملے 634,767,412 روپے کی سرمایہ کاری کی جائے۔

مزید قرار پایا کہ بونس شیئرز کمپنی کے موجودہ معمولی حصص کے بر لحاظ سے برابر قدر کے حامل ہوں گے۔

مزید قرار پایا کہ اس صورت میں جب کسی ممبر کی ملکیت میں موجود حصص مجموعی طور پر اسے ہقدار بنائیں تو تعداد میں نہ ہوں، بورڈ آف ڈائریکٹرز کو اختیار دیا جائے کہ وہ بونس شیئرز کے لیے تمام حصص کو جمع کر سکیں اور انہیں پاکستان اسٹاک ایکسچینج میں فروخت کر دیں اور فروخت سے حاصل ہونے والی یافتوں کو بورڈ جیسے موزوں تصور کر کے کام میں لانے اور ذریعہ ہذا بورڈ آف ڈائریکٹرز کو یہ اختیار دیا جاتا ہے۔

مزید قرار پایا کہ چیف ایگزیکٹو آفیسر، چیف فنانس آفیسر اور کمپنی سیکریٹری کو مشترکہ طور پر اقرار و قراوداد ہذا کو مستحضر بنانے اور بونس شیئرز کے اجراء، الائنمنٹ اور تقسیم کے ضمن میں ضروری تمام افعال، اقدامات اور معاملات انجام دینے یا انجام دلوانے کا اختیار دیا جائے اور ذریعہ ہذا انہیں یہ اختیار دیا جاتا ہے۔

30 جون 2022 مختصر مالی سال کے دوران متعلقہ پارٹنروں کے ساتھ ان ممبران کیلئے کی منظوری دینے جن کی کمپنیز ایکٹ 2017 کی دفعہ 207 اور 208 کے تحت حصص داران کی منظوری درکار ہو، درج ذیل خصوصی قراوداد مع بلا ترمیم پاس کر کے منظوری دینے کا کمپنی کے بورڈ آف ڈائریکٹرز کو یہ اختیار دیا۔

مزید قرار پایا کہ کمپنی کے بورڈ آف ڈائریکٹرز کو 30 جون 2022 مختصر مالی سال کے لئے کیس نوٹس بنیاد پر متعلقہ پارٹنروں کے ساتھ کی جانے والی ممبران کیلئے کی منظوری کا اختیار دیا جاتا ہے۔

مزید قرار پایا کہ بورڈ کی طرف سے منظور شدہ ممبران کیلئے کمپنیز ایکٹ 2017 کی دفعہ 207 اور 208 کے تحت حصص داران کی طرف سے منظور شدہ خیال کی جائیں گی (اگر کی گئی) اور کمپنیز ایکٹ 2017 کی دفعہ 207 اور 208 کے تحت حصص داران کی توثیق / منظوری (اگر ضرورت ہوگی) کے لئے لے گئے سالانہ اجلاس عام میں حصص داران کے رویہ اور سبکی جائیں گی۔

7۔ غور و خوض اور اگر بہتر خیال لگے تو، درج ذیل خصوصی قراودادوں کو مع بلا ترمیم پاس کرنا۔

نمبر شمار	نام ایسوی ایف کمپنی ایف ایسوی ایف انڈر رائٹنگز	مجموعہ کردہ جی سرمایہ کاری رقم پاکستانی روپے (ملین) میں
1	عائشہ اسٹیل ملز لمیٹڈ	500
2	پاور سینٹ لمیٹڈ	500
3	عارف حبیب لمیٹڈ	500
5	سفارے ڈویلپمنٹ کمپنی لمیٹڈ اور یا سفارے اسٹاک ڈویلپمنٹ REIT	6,000
6	جی این اے پارٹنر شپ REIT	5,000
7	گلوب ریڈیو پیکچرز REIT	3,000
8	نیا ٹیلم آف اڈا پارٹنر شپ REIT	6,500

مزید قرار پایا کہ چیف فنانس آفیسر یا کمپنی سیکریٹری ("گروپ اے") اور چیف ایگزیکٹو آفیسر ("گروپ بی")، گروپ اے میں سے کسی ایک کے ساتھ مشترکہ طور پر گروپ بی میں سے کسی ایک کے ساتھ، یا گروپ بی سے کوئی دو مشترکہ طور پر، اور/یا اقرار و قراوداد ہذا کو مستحضر بنانے اور کمپنی کے فنڈز کی سرمایہ کاری کے ضمن میں ضروری تمام افعال، اقدامات اور معاملات انجام دینے یا انجام دلوانے کا اختیار دیا جائے، جس میں شامل ہے لیکن محدود نہیں لغت و شنید اور کوئی ضروری معاہدات و دستاویزات اور اس میں کوئی واقعیاتی معاملات کی تکمیل اور ذریعہ ہذا انہیں یہ اختیار دیا جاتا ہے۔

دیگر امور

8۔ صدر کمپنی کی اجازت سے کوئی اور امور انجام دینا۔

حساب نگار
 منیر گلدر
 کمپنی سیکریٹری

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نوٹس:

1۔ SECP کے سرگرم نمبر 4 مورخہ 15 فروری 2021 کی بیرونی میں کوویڈ-19 (COVID-19) کے اثرات کو کم کرنے کے لئے باقاعدہ ریلیف سے متعلق کارپوریٹ سیکٹر کے لئے، ممبران قابل قدر ممبروں اور عام حوام کی حفاظت اور فلاح کے لئے ویڈیو سہولت، زوم ایپلی کیشن یا دیگر الیکٹرانک ذرائع کے ذریعہ آن لائن ذرائع سے AGM کی کارروائی میں شریک ہونے کے حقدار ہوں گے۔

اس کے مطابق، کمپنی ضرور ضروریات کی قیام کو یقین بنانے ہوئے حصص داران کی کم از کم مادی انٹرکشن کے ساتھ AGM کی کارروائی کرنے کا ارادہ رکھتی ہے اور پراسیسر کے ذریعے AGM میں شرکت اور ووٹنگ مستحکم کرنے کے لئے ارکان کے درخواست کرتی ہے۔

لہذا کمپنی نے یہ یقینی بنانے کے انتظامات کئے ہیں کہ حصص داران سمیت تمام شرکاء، AGM کارروائی میں ووٹوں کے ذریعے شرکت کر سکتے ہیں۔ چنانچہ وہ ممبران جو AGM میں آن لائن شرکت کے خواہاں ہیں ان سے درخواست کی جاتی ہے کہ وہ درج ذیل نوٹس اور ایسے CNIC کی دونوں اطراف کی کارڈ کارڈ کی ہر ایک ای میل جس کا عنوان "رجسٹریشن برائے JCL AGM 2021" ای میل ایڈریس muhammad.adnan@jcl.com.pk پر اجلاس کے وقت سے کم از کم 48 گھنٹے قبل بھیج کر خود کو رجز میں رکھیں۔

حصص دار کا نام	CNIC نمبر	فولیو / سی ڈی سی اکاؤنٹ نمبر	موبائل نمبر	ای میل ایڈریس

AGM میں شرکت کے لئے ووٹوں تک صرف ان ممبران کو فراہم کیا جائے گا جنہوں نے تمام مطلوبہ معلومات اور دست کوآف مذکورہ ای میل ایڈریس پر فراہم کی ہیں۔

2۔ کمپنی کے حصص منتقلی کھاتے 19 اکتوبر 2021 تا 26 اکتوبر 2021 (دونوں دن شامل) بند رہیں گی۔ ہمارے شیئرز رجسٹر میں رجسٹرڈ سی ڈی سی شیئرز رجسٹر میں رجسٹرڈ، B-99، بلاک SMCHS-B، مین شاہراہ فیصل کراچی 74400 کے پاس سموار 118 اکتوبر 2020 اختتام کاروبار کے وقت تک موصول ہونے والے موزوں منتقلی اجلاس میں شرکت کرنے اور ووٹ دینے کے اختیارات کے تعین کیلئے بر وقت بھیجی جائیں گی۔

- 3۔ اجلاس میں شرکت اور ووٹ دینے کا اہل رکن کسی دوسرے فرد کو اپنا کسی مقرر کر سکتا ہے جسے اجلاس میں شرکت، بولنے اور ووٹنگ کی بابت وہی حقوق حاصل ہوں گے جو ایک رکن کو دستیاب ہیں۔
- 4۔ سیکریٹری اینڈ ایکسچینج کمیشن پاکستان کی طرف سے جاری کردہ سرکل نمبر 1 ریفرنس نمبر Misc (5-A) 3/96 ARO/LES/26 جنوری 2000 میں دی گئی گائیڈ لائنز میں شامل طریقہ کار۔
- (i) ارکان، پراسیسر یا نامزدگان اجلاس میں شرکت کے وقت اپنی شناخت کی تصدیق اپنا اصل CNIC یا اصل پاسپورٹ پیش کر کے کرے گا اور اپنا فوٹو نمبر ہمراہ لائے گا۔
- (ii) کارپوریٹ ادارہ ہونے کی صورت میں بورڈ آف ڈائریکٹرز کی قراوداد یا بورڈ آف انٹاری اور نامزدہ کے CNIC یا پاسپورٹ کی تصدیق کی جائے گی (تاکہ تین افراد یا تین افراد کو دیئے گئے ہوں) اجلاس کے وقت پیش کرنا ہو گئے۔
- (iii) مؤثر ہونے کی غرض سے پراسیسر کا باقاعدہ سرٹیفکیشن اور دو افراد کی طرف سے گواہی شدہ جس کے نام، پتے، CNIC نمبر اور دو تصدیق نام پر کنندہ ہوں ہمارے شیئرز رجسٹر کے آفس میں اجلاس کے انعقاد سے کم از کم 48 گھنٹے قبل تک موصول ہونا لازمی ہے۔
- (iv) فرد ہونے کی صورت میں پیشکش آنرز اور پراسیسر کے CNIC یا پاسپورٹ کی تصدیق نقل پر کسی فارم کے ساتھ جمع کرانی جائیں گی۔
- (v) کارپوریٹ ادارہ کا پراسیسر ہونے کی صورت میں بورڈ آف ڈائریکٹرز کی قراوداد یا بورڈ آف انٹاری اور پراسیسر کے CNIC یا پاسپورٹ کی تصدیق کی جائے گی (تاکہ تین افراد یا تین افراد کو دیئے گئے ہوں) پراسیسر کے ہمراہ جمع کرنا ہو گئے۔

- 5۔ کوئی شخص جو ڈائریکٹر کے انتخابی مقابلہ میں حصہ لینے کا خواہشمند ہو کمپنی کے ہاں اس کے رجز دفتر میں مذکور بالا اجلاس کی تاریخ سے کم از کم 14 یوم قبل کمپنیز ایکٹ 2017 کی دفعہ 159(3) کی شرائط میں ڈائریکٹرز کے انتخاب کے لئے خود کو پیش کرنے کی اپنی رضامندی مع مندرجہ ذیل دستاویزات معلومات جمع کرانے گا۔
- i۔ ایکٹ کی دفعہ 167(1) کے تحت باقاعدہ پُر اور دستخط شدہ فارم 28 میں بطور ڈائریکٹر کام کرنے کی رضامندی۔
- ii۔ کمپنیز ایکٹ، 2017ء، میمورنڈم اور آرٹیکل آف ایسوسی ایشن، پاکستان اسٹاک ایکسچینج لمیٹڈ کی اسٹاک اور لیڈ کمپنیز (کوڈ آف کارپوریٹ گورنس) ریکولیشنز، 2017 اور دیگر متعلقہ قوانین اور ضوابط کے تحت لیڈ کمپنی کے ڈائریکٹر کے طور پر کام کرنے کی اہلیت اور ڈائریکٹرز کے فرائض اور اختیارات سے آگاہی کا اعلان ہے۔
- iii۔ لیڈ کمپنیز (کوڈ آف کارپوریٹ گورنس) ریکولیشنز، 2017ء کے تحت مطلوبہ کمپنیز ایکٹ، 2017ء کے سیکشن 166(2) کے مطابق آزادی کا اعلان ہے (صرف کمپنی کے آزاد ڈائریکٹر کے طور پر کام کرنے کے لیے رضامندی داخل کرنے والے شخص کے لیے قابل اطلاق ہے)۔
- iv۔ کمپنی کی ویب سائٹ پر پبلشمنٹ کیلئے تفصیلی پروفائل مع دفعہ پڑھنا۔
- v۔ مگسٹریٹ کی سرپرستی اور فائزر کے تفصیل۔
- vi۔ کارڈر ایکسپریسز کوئی شناختی کارڈ (پاکستانی قومیت کی صورت میں) / پاسپورٹ (غیر ملکی قومیت کی صورت میں) کی تصدیق۔
- vii۔ NTN اور فوٹیو نمبر / سی ڈی سی ایس ایس اکاؤنٹ نمبر / سی ڈی سی سب اکاؤنٹ نمبر (پہلی دفعہ رضامندی داخل کرنے والے فرد کے لئے قابل اطلاق ہے)۔

اہم

حصص داران جنہوں نے CNIC مہیا نہیں کئے کو اطلاع

انفرادی ارکان جنہوں نے ابھی تک اپنے کارڈر ایکسپریسز کوئی شناختی کارڈ (CNIC) کی کاپی کمپنی کے شیئرز رجسٹر اکوئیشن نہیں کرائی، کو دوبارہ یاد دہانی کروائی جاتی ہے کہ براہ راست کمپنی کے شیئرز رجسٹر میسرز CDC شیئرز رجسٹر میں رجسٹرڈ سی ڈی سی ہاؤس، B-99، بلاک S.M.C.H.S.B، مین شاہراہ فیصل، کراچی کو ارسال کریں۔ کارپوریٹ اسٹاکس سے درخواست ہے کہ اپنے قومی ٹیکس نمبر (NTN) مہیا کریں۔ براہ مہربانی فوٹیو نمبر مع CNIC کی کاپی / NTN تفصیلات لازمی دیں۔

کمپنیز ایکٹ 2017 کی دفعہ 242 لیڈ کمپنیوں پر شرط عائد کرتی ہے کہ ہر شخص نقد قابل ادائیگی منافع مقدم صرف برقیاتی ذرائع سے، استحقاق کے حامل حصص یافتگان کے فراہم کردہ بینک اکاؤنٹ میں براہ راست ادائیجا جائیگا۔ چنانچہ طبی حصص کے حامل حصص یافتگان سے التماس ہے کہ وہ مندرجہ بالا پتہ پر واپس کمپنی کے شیئرز رجسٹر کو سالانہ رپورٹ میں شامل اور کمپنی کی ویب سائٹ پر دستیاب "ای" ڈیٹڈ فارم" پر برقی ذریعے سے منافع مقدمہ کی ادائیگی پر مبنی کارڈر ایکسپریسز مہیا کریں۔ حصص کو CDC میں رکھے جانے کی صورت میں یہی معلومات تازہ ترین بنانے اور کمپنی کو یقین کی غرض سے CDS پاسٹیشنس کو فراہم کی جانی چاہئے۔

کارڈر CNIC کی کاپی اور بینک اکاؤنٹ تفصیلات کی غیر موجودگی / وصول نہ ہونے کی صورت میں، کمپنی کمپنیز ایکٹ 2017 کی دفعہ 243(2) کے تحت باقتصد مجوزہ تفصیلات وصول ہونے تک ایسے ارکان کے آئندہ ڈیویڈنڈز وٹس، اگر کوئی ہوں، روک لینے پر مجبور ہوگی۔

اق روٹنگ

کمپنیز (پومپل بیلٹ) ریکولیشنز 2018 اور کمپنیز ایکٹ 2017 کی دفعہ 145-143 کے مطلوبات کی شرط پر مذکورہ ریکولیشنز میں متعین کردہ طریقے پر عمل اور شرائط کی تکمیل پر ممبران کو اپنا راز شاری کا حق بذریعہ ای۔ ویٹنگ کے ذریعے استعمال کرنے کی اجازت دی جائیگی۔

ڈیویڈنڈ کی سہولت

حصص یافتگان ویڈیو سہولت کے ذریعے اجلاس میں شرکت کر سکتے ہیں۔ کمپنی ہذا کے کل ادا شدہ سرمائے کے 10% حصے یا ادا شدہ سرمائے کے کمیشن کے صراحت کردہ کسی دیگر تناسب کے حامل حصص یافتگان اگر کسی اور شرکے پر ہاشی ہیں تو اجلاس کے انعقاد کی تاریخ سے کم از کم سات (07) دن قبل تحریری طور پر کمپنی سے درخواست کرنے پر کمپنی ایسے ممبران کو کمپنی کے سالانہ اجلاس عام میں شرکت کرنے کیلئے ویڈیو سہولت کی سہولت مہیا کرے گی۔

حصص داران جو ویڈیو سہولت کے ذریعے شرکت کرنا چاہتے ہیں کمپنی کی ویب سائٹ پر دستیاب ڈیویڈنڈ سہولت میں درخواست پُر اور باقاعدہ دستخط شدہ کاپی کمپنی کے رجز دفتر پتہ پر ارسال کریں۔

سالانہ رپورٹوں کی ترسیل

30 جون 2021 کو مختصر سال کیلئے کمپنی کے سالانہ رپورٹ دیئے گئے لنک <http://jcl.com.pk/financial-statements/> پر چپاں کردی گئی ہیں۔

اس کے علاوہ 30 جون 2021 کو مختصر مالیاتی سال کے لئے کمپنی کے سالانہ رپورٹ حصص داران کو CD کے ذریعہ ارسال کی گئی ہے۔ تاہم، اگر حصص دار، اس کے علاوہ سالانہ رپورٹ کی ہارڈ کاپی کے لئے درخواست کرتا ہے تو، یہ ایسی درخواست کی وصولی کے سات یوم کے اندر بغیر لاگت فراہم کردی جائیں گی۔ حصص داران کی سہولت کے لئے معیاری درخواست فارم برائے وصول سالانہ رپورٹ کمپنی کی ویب سائٹ www.jcl.com.pk پر بھی چپاں کر دیا ہے۔

فزیکل حصص سی ڈی سی اکاؤنٹس میں جمع کرنا:

کمپنیز ایکٹ، 2017ء کے سیکشن 72 کے مطابق، ہر ایک موجودہ کمپنی کو اپنے فزیکل حصص کو بک انٹری شکل کے ساتھ SECP کی طرف سے اعلان کردہ مخصوص طریقے اور تاریخ سے کمپنیز ایکٹ، 2017ء کے آغاز یعنی 31 مئی 2017ء سے چار سالوں سے تیار نہیں مدت کے اندر تبدیل کرنا ضروری ہوگا۔ فزیکل شکل میں حصص رکھنے والے حصص داروں سے درخواست ہے کہ وہ اپنے حصص کو سکرپس شکل میں رکھنے کے لئے، کسی بھی بروز کر کے ہاں سی ڈی سی سب اکاؤنٹ سی ڈی سی کے ہاں براہ راست انویسٹر اکاؤنٹ کھولیں۔