

5<sup>th</sup> November 2024

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

Subject:

NOTICE OF THIRTIETH ANNUAL GENERAL MEETING

**ARIF HABIB CORPORATION LIMITED** 

Dear Sir

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

- Notice (including the proposed resolutions to be adopted) of the Thirtieth Annual General Meeting of the Shareholders of Arif Habib Corporation Limited (AHCL) to be held on Wednesday, 27<sup>th</sup> November 2024 at 11:30 a.m. at Karachi.

(To be published in the issues of 'The Nation' in English language (Annexure - I) and in 'Nawa-e-Waqt' in Urdu translation (Annexure - II) on  $6^{th}$  November 2024.)

- Statement under Section 134(3) of the Companies Act 2017 (Annexure III) as Annexures to the Notice pertaining to the special businesses regarding transactions with related parties and Investments in Associates, to be approved in the meeting.
- Proxy Form and Ballot Paper

The above will also be sent to the shareholders and included in the Annual Report of Arif Habib Corporation Limited for 2024 which will be available at the following weblink, on 6<sup>th</sup> November 2024:

https://www.arifhabibcorp.com/financialsnapshots.php

Yours' faithfully

Manzoor Raza
Company Secretary

cc:

Director / HOD

Listed Companies Department - Supervision Division Securities & Exchange Commission of Pakistan

63, NIC Building, Jinnah Avenue, Blue Area, Islamabad

The Registrar of Companies - SECP

Company Registration Office - Karachi Region 4<sup>th</sup> Floor, State Life Building No.2, Wallace Road

Karachi

Director / HOD

Securities Market Division

Securities & Exchange Commission of Pakistan 63, NIC Building, Jinnah Avenue, Blue Area, Islamabad

**Executive Director/HOD** 

Offsite-II Department, Supervision Division, Securities & Exchange Commission of Pakistan,

63, NIC Building, Jinnah Avenue, Blue Area, Islamabad

**Arif Habib Corporation Limited** 

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

Email: info@arifhabibcorp.com | Web: www.arifhabibcorp.com



weblink or QR code:

## IF HABIB CORPORAT

Annexure - I

(copy to be attached)

NOTICE OF THIRTIETH ANNUAL GENERAL MEETING Notice is hereby given that the Thirtieth Annual General Meeting (AGM) of the Shareholders of Arif Habib Corporation Limited (the Company) will be held on Wednesday, 27th November 2024 at 11:30 a.m. at PSX Auditorium, Stock Exchange Building, Stock Exchange Road, Karachi to transact the following business:

ORDINARY BUSINESS To confirm minutes of the Extra Ordinary General Meeting held on 1st June 2024. To receive, consider and adopt annual audited financial statements of the Company together with the Directors' and the Auditors' Reports thereon for the year ended 30th June 2024 together with the Auditors' Reports thereon for the year ended 30th June 2024. In accordance with Section 223 of the Companies Act, 2017, and pursuant to SRO 389(I)/2023 dated 21<sup>st</sup> March 2023, as well as the approval granted by shareholders a the AGM held on 28<sup>th</sup> October 2023, the financial statements of the Company have been uploaded to the Company's website and can be downloaded via the following

https://www.arifhabibcorp.com/financialsnapshots.php

To appoint the Auditors for the year ending 30th June 2025 and fix their remuneration. The Board of Directors has recommended for reappointment of M/s. A. F Ferguson & Co., Chartered Accountants as external auditors. To consider and approve final Cash Dividend for the year ended 30th June 2024 at Rs. 7.00 per share i.e. 70% as recommended by the Board of Directors.

To approve the following in connection with transactions with related parties:
- ratification and approval of related parties transactions / arrangements / agreements / balances as disclosed in audited financial statements for the year ended 30<sup>th</sup> June 2024

ii- authorize the Board of Directors of the Company to approve those transactions with related parties (if executed) during the financial year ending 30th June 2025 or upto the next annual general meeting, which require approval of shareholders u/s 207 and / or 208 of the Companies Act, 2017 by passing the following special resolutions with or without modification:

Resolved that, the transactions / arrangements / agreements / balances with related parties as disclosed in the audited financial statements for the year ended 30<sup>th</sup> June 2024 be and are hereby approved.

Further resolved that, the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with Related Parties for the financial year ending 30th June 2025 or upto the next annual general meeting.

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:

- fresh limit of additional investments amounting to Rs.386 Million for equity and Rs.1,000 Million for loans, advances, running finance, guarantee, indemnity, pledge of

shares etc. be allocated for the Arif Habib Limited (subsidiary company), subject to the terms and conditions as mentioned in Annexure-B of Statement under Section 134(3), valid for a period upto next annual general meeting, which shall be renewable thereon for further period(s) as specified. renewal of following unutilised limits of equity investment, and sanctioned limits of loans / advances / guarantees etc. in associated companies and associated undertakings, for which approval has been sought in previous general meeting(s), as mentioned in detail in the Annexure-C of statement under Section 134(3), for a

period upto next annual general meeting, unless specifically approved for a longer period, and shall be renewable thereon for further period(s) as specified.

		Renewal Requested		
Sr.	Name of Associated Companies & Undertakings			
		Unutilized Equity Portion	Sanctioned Loan/ Advance/ Guarantee etc	
		PKR	PKR / USD	
1	Javedan Corporation Ltd.	2,059	PKR 3,132	
2	Arif Habib Ltd.	114	PKR 5,500	
3	Fatima Fertilizer Company Ltd.	2,800	PKR 2,000	
4	Rotocast Engineering Co. (Pvt.) Ltd.	300	PKR 500	
5	Arif Habib Dolmen REIT Management Ltd.	1,000	PKR 500	
6	Aisha Steel Mills Ltd.	3,706	PKR 8,103 plus USD 80	
7	Power Cement Ltd.	3,697	PKR 1,500 plus USD 49	
8	Sachal Energy Development (Pvt.) Ltd.	754	PKR 1,000 plus USD 100	
9	Safe Mix Concrete Ltd.	200	PKR 250	
10	REIT Schemes under management of Arif Habib Dolmen REIT Management Ltd.	*11,507	*	

Companies or Associated Undertakings) Regulations, 2017 that:

investments in associated companies transferred pursuant to the sanction of the Scheme of Arrangement by the Honourable High Court of Sindh pertaining to, interalia, the demerger of certain non-core business, including assets, liabilities and obligations, from Arif Habib Limited (AHL) and the merger / amalgamation of the same with and into Arif Habib Corporation Limited (AHCL), being the holding company of AHL, along with ancillary matters, be and is hereby approved.

\*\* unutilized investment limit of Rs.11,507 Million for the REIT Schemes under management of Arif Habib Dolmen REIT Management Ltd. (associated company), be

hereby approved to be continue to be utilized in any form / nature of investment including equity, loans, advances, running finance, guarantee, indemnity, pledge of shares etc Further resolved that, the Chief Executive and/or any two directors jointly and/or any one director and Chief Financial Officer / Company Secretary jointly, be and are

hereby authorized to take and do, and/or cause to be taken or done, any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential to the investment of the Company's funds as above, as and when required at the time of investment, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary ANY OTHER BUSINESS

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

A Statement under Section 134(3) of the Companies Act 2017 pertaining to the special businesses is being sent to the shareholders along with this notice.

By order of the Board Manzoor Raza Company Secretary Share transfer books of the Company will remain closed from 13th November 2024 to 15th November 2024 (both days inclusive), Transfers received in order at the office

Karachi: 6th November 2024

of our registrar: M/s. CDC Share Registrar Services Limited, CDC House, 99-8, Block-B, S.M.C.H.S, Main Shahrah-e-Faisal, Karachi [ AHCL's Share Registrar (CDCSRSL) ], by the close of business on Tuesday, 12th November 2024 will be treated in time for the determination of entitlement of shareholders to cash dividend and to attend and

In accordance with the Scheme of Arrangement between AHCL, AHL, and their respective members, as sanctioned by the Honorable High Court of Sindh by Order dated 21st October 2024, the AHCL Board has allotted 13,321,747 shares of the Company to the eligible shareholders of AHL as of the Record Date of 31st October 2024. As the issuance process may take time to complete, the Board also resolved that these shares allotted and to be issued to shareholders of AHL as of the Record Date, will also be entitled to the final Cash Dividend for the year ended 30th June 2024 recommended to be approved under Agenda # 4 of this AGM Notice. Further, these AHCL shares shall also be entitled to attend and vote at the AGM. 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

Procedure including the guidelines as laid down in Circular No. I- Reference No. 3(5-A) Misc/ARO/LES/96 dated 26th January 2000 issued by Securities & Exchange Commission of Pakistan: 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 registered office of the company 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.

along with proxy form.

Online Participation in the Annual General Meeting
In order to maximize the member's participation, the Company is convening this AGM via video link in addition to holding physical meeting with shareholders.

Accordingly, those members and participants 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 <a href="mailto:corporate.affairs@arifhabibcorp.com">corporate.affairs@arifhabibcorp.com</a> with subject of 'Registration for AHCL AGM 2024' not less than 48 hours

fore the time of the meeting:

voting at the meeting as are available to a member.

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 <u>corporate.affairs@arifhabibcorp.com</u>. The Shareholders can also provide their comments and questions for the agenda items of the AGM on this email address and WhatsApp Number 0311-2706624.

Provision of Video Link Facility:
If the Company receives a demandary 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. It may be noted that no person other than the member or proxy holder can attend the meeting through video link

Vote Casting In-Person or Through Proxy
Polling booth will be established at the place of physical gathering of the AGM for voting.
E-Voting / Postal Ballot

(c) Pl Note:

Members are hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 read with Sections 143-144 of the Companies Act, 2017 and SRO 2192(1)/2022 dated 5<sup>th</sup> December 2022, members will be allowed to exercise their right to vote for the special business(es) in accordance with the conditions mentioned

therein. Following options are being provided to members for voting:

i) E-Voting Procedure (a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on 12th November 2024.

The web address, login details and password will be communicated to members via email. The security codes will be communicated to members through SMS and email from web portal of the e-voting service provider.

Identity of the members intending to cast vote through E-Voting shall be authenticated through electronic signature or authentication for login.

E-Voting lines will start from 22<sup>nd</sup> November 2024, 9:00 a.m. and shall close on 26<sup>th</sup> November 2024 at 5:00 p.m. Members can cast their votes any time during this

Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding authority.

period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently. ii) Postal Ballot

(a) Members may alternatively opt for voting through postal ballot. Ballot Paper shall also be available for download from the website of the Company at www.arifhabibcorp.com or use the same as annexed to this Notice and published in newspapers.

www.arinabiocorp.com or use the same as annexed to this Notice and published in newspapers.

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at Arif Habib Centre, 23 M. T. Khan Road, Karachi (Attention of the Company Secretary) OR through the registered email address of shareholder at <a href="mailto:chairman.generalmeeting@arifhabibcorp.com">chairman.generalmeeting@arifhabibcorp.com</a> with subject of 'Postal Ballot for AHCL AGM 2024 by Tuesday, 26th November 2024 before 5:00 p.m.

The signature on the ballot paper shall match with the signature on CNIC. A postal ballot received after this time / date shall not be considered for voting.

In accordance with the Regulation 11 of the Companies (Postal Ballot) Regulations, 2018, the Board of the Company has appointed M/s. UHY Hassan Naeem & Co. Chartered Accountants, (a QCR rated audit firm) to act as the Scrutinizer of the Company for the special business to be transacted in the meeting (Agenda # 6 pertaining to approval for Investments in associates under section 199 of the Companies Act, 2017), and to undertake other responsibilities as defined in Regulation 11A of the Regulations. Qualification & experience are mentioned on their website (www.uhy-hnco.com/) in detail.

Payment of Cash Dividend through Electronic Mode (Mandatory):
Under the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders.

In order to receive cash dividends (if any) directly into their bank account, shareholders are requested to provide their IBAN by filling the Electronic Mode Dividend Form available at Company's website containing prescribed details and send it duly signed along with a copy of CNIC to AHCL's Share Registrar (CDCSRSL), in case of physical shares. In case of book-entry securities, respective shareholders must get their respective records including IBAN updated as per the Electronic Mode Dividend Form with

their Broker/Participant/CDC account services.
In the absence of a members' valid bank account details and / or IBAN, the Company will be constrained to withhold the payment of dividend (if any) to such members in accordance with the requirements of the Companies (Distribution of Dividends) Regulations, 2017 read with Section 243(2)(a) of the Companies Act, 2017, till provision of

Withholding Tax on Dividend Dividend income on shares is liable to deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for

deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

For Filers [persons whose names are appearing in Active Taxpayers List (ATL)]: 15%

For Non-filers [persons whose names are not appearing in (ATL)]: 30%

Shareholders are advised to make sure that their names (and/or the name of their joint holders) are appearing in latest ATL provided on the website of FBR, otherwise

they (and/or joint holders) shall be treated as non-filers and tax on their cash dividend income (if any) will be deducted at the rate of 30% instead of 15%. Withholding Tax on Dividend in Case of Joint Account Holders

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

Principal Shareholder Folio / CDS Joint Shareholder Total Shares Name and CNIC# Shareholding Proportion (%) Name and CNIC# Shareholding Proportion (%) NOTE: In the event of non-receipt of the information by 15th November 2024, each shareholder entitled to cash dividend will be assumed to have equal proportion of

shareholding with respective jointholder(s) and the tax will be deducted accordingly. Shareholders, who by any reason, could not claim their previous dividends are advised to contact AHCL's Share Registrar (CDCSRSL) 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

Distribution of Annual Report

The audited financial statements of the Company together with the auditors' report, directors' report and the chairman's review report for the year ended 30th June 2024

website.

(Annual Report) are available on the Company's website (www.arifhabibcorp.com) in addition to annual and quarterly financial statements of prior years. In compliance with section 223(6) of Companies Act 2017, the Company has electronically transmitted the Annual Report via email to shareholders whose email addresses are registered with AHCL's Share Registrar (CDCSRSL). For shareholders without a registered email address, printed AGM notices, along with the weblink and QR code to download the Annual Report, have been dispatched. Hard copies of the Annual Report will be provided free of cost to any shareholder upon request, delivered to their registered address within one week of receiving such a request. For the convenience of shareholders, a "Standard Request Form for provision of Annual Audited Accounts" is also available on the Company's website. Provision of Information by Shareholders:

To comply with various statutory requirements, and to avoid any non-compliance of law or any inconvenience in future, all shareholders are hereby advised to coordinate / update their records with their respective Participant / CDC Investor Account Services / AHCL's Share Registrar (CDCSRSL) in connection with following :

Submission of copies of their valid / updated CNIC / NTN Certificate / Zakat Declaration (Exemption) Form / Tax Exemption Certificate.

Convert their physical shares into scrip less form, which will also facilitate the shareholders having physical shares in many ways, including safe custody, efficient trading and convenience in other corporate actions.

Provision of mandatory registration details in terms of Section 119 of the Companies Act, 2017 and Regulation 47 of the Companies Regulations, 2024, including mobile number / landline number and email address (if available). Promptly notify any change in mailing address, email address and mobile number by writing to the office of AHCL's Share Registrar (CDCSRSL).

Registered and Corporate Office:

Arif Habib Centre, 23, M.T. Khan Road, Karachi, Pakistan.

Phone: +92 21 32450717-9 | Fax: +92 21 32468117, 32429653 | Email: info@arifhabibcorp.com | Web: www.arifhabibcorp.com

ARIF HABIB CORPORATION LIMITED BALLOT PAPER FOR VOTING THROUGH POST / EMAIL

For the Special Business at the Annual General Meeting to be held on Wednesday, 27th November 2024 at 11:30 a.m. at PSX Auditorium, Stock Exchange Building, Stock Exchange Road, Karachi as well as through electronic means.

Name of shareholder / Joint shareholder(s) / Proxy Holder(s)	
Registered Address:	
olio /CDC Participant / Investor ID with sub-account No.	
Number of shares held	

Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government Name of Authorized Signator CNIC/Passport No. (in case of foreigner) of Authorized Signatory

I/we hereby exercise my/our vote in respect of the following resolution(s) through postal ballot by conveying my/our assent or dissent to the following resolution(s) by placing tick (√) mark in the appropriate box below:

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Agenda item No. 5 To approve the following in connection with transactions with related parties: i. ratification and approval of related parties transactions / arrangements / agreements / balances as disclosed in audited financial statements for the year ended 30 <sup>th</sup> June 2024 ii. authorize the Board of Directors of the Company to approve those transactions with related parties (if executed) during the financial year ending 30 <sup>th</sup> June 2025 or upto the next annual general meeting, which require approval of shareholders u/s 207 and / or 208 of the Companies Act, 2017 by passing the following special resolutions with or without modification:  Resolved that, the transactions / arrangements / agreements / balances with related parties as disclosed in the audited financial statements for the year ended 30 <sup>th</sup> June 2024 be and are hereby approved.  Further resolved that, the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with Related Parties for the financial year ending 30 <sup>th</sup> June 2025 or upto the next annual general meeting.  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).			
2.	Agenda item no. 6 To consider and if deemed fit, to pass the following Special Resolutions with or without modification(s): Investment in Associated Companies & Associated Undertakings Resolved that, the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and the Companies	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissen to the Resolutions (AGAINST)

subject to the terms and conditions as mentioned in Annexure-B of Statement under Section 134(3), valid for a period upto next annual general meeting, which shall be renewable thereon for further period(s) as specified. renewal of following unutilised limits of equity investment, and sanctioned limits of loans guarantees etc. in associated companies and associated undertakings, for which approval has been sought in previous general meeting(s), as mentioned in detail in the Annexure-Cof statement under Section 134(3), for a period upto next annual general meeting, unless specifically approved for a longer period, and shall

be renewable thereon for further period(s) as

(Investment in Associated Companies or Associated

fresh limit of additional investments amounting to Rs.386 Million for equity and Rs.1,000 Million for

loans, advances, running finance, guarantee, indemnity, pledge of shares etc. be allocated for

the Arif Habib Limited (subsidiary company),

Undertakings) Regulations, 2017, for:

specified. Amount in million Renewal Requested Sanctioned Name of Associated Loan/ Companies & Advance/ Equity Undertakings Portion Guarantee PKR PKR/USD Javedan Corporation 1. 2,059 PKR 3,132 Ltd. 2. Arif Habib Ltd. 114 PKR 5,500 Fatima Fertilizer 3. 2.800 PKR 2,000 Company Ltd. Rotocast Engineering 4. 300 PKR 500 Co. (Pvt.) Ltd. Arif Habib Dolmer 1,000 PKR 500 REIT Management Ltd. PKR 8,103 6. Aisha Steel Mills Ltd. 3,706 plus USD 80 PKR 1.500 7. Power Cement Ltd. 3,697 plus USD 49 Sachal Energy PKR 1,000 8. Development (Pvt.) plus USD 100 Ltd. 9. Safe Mix Concrete Ltd. PKR 250 200 **REIT Schemes under** management of Arif 10 \*11,507 Habib Dolmen REIT Management Ltd. Further resolved that, the consent and approval be

and is hereby accorded under Section 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 that: investments in associated companies transferred

pursuant to the sanction of the Scheme of Arrangement by the Honourable High Court of Sindh pertaining to, inter alia, the demerger of certain non-core business, including assets, liabilities and obligations, from Arif Habib Limited (AHL) and the merger / amalgamation of the same with and into Arif Habib Corporation Limited (AHCL), being the holding company of AHL, along with ancillary matters, be and is hereby approved unutilized investment limit of Rs.11,507 Million for the REIT Schemes under management of Arif Habib Dolmen REIT Management Ltd. (associated company), be hereby approved to be continue to be utilized in any form / nature of investment including equity, loans, advances, running finance, guarantee, indemnity, pledge of shares etc.

Further resolved that, the Chief Executive and/or any two directors jointly and/or any one director and Chief Financial Officer / Company Secretary jointly, be and are hereby authorized to take and do, and/or cause to be taken or done, any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential to the investment of the Company's funds as above, as and when required at the time of investment, including but not limited to negotiating and executing any necessary agreements /documents, and any ancillary matters

NOTES: Dully filled postal ballot should be sent to the Chairman of Arif Habib Corporation Limited through post at Arif Habib Centre, 23, M.T. Khan Road, Karachi, Pakistan (Attention of the Company Secretary) OR through the registered email address of shareholder at chairman.generalmeeting@arifhabibcorp.com

Copy of CNIC / Passport No. (in case of foreigner) should be enclosed with the postal ballot form. Postal ballot forms through post or email should reach the Chairman by Tuesday, 26th November 2024 before 5:00 p.m. Any postal ballot received after this date and time, will not be considered for voting. Signature on postal ballot should match with signature on CNIC / Passport No. (in case of

foreigner).

Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

This postal Poll paper is also available for download from the website of Arif Habib Corporation Limited at <a href="https://arifhabibcorp.com/announcement.php">https://arifhabibcorp.com/announcement.php</a> Shareholders may download the ballot paper from website or use the same ballot paper as published in newspapers.

	of corporate entity, please affix company stamp)
Place:	
Date:	



ی کے لئے قصص یافتگان کے رو بروویش کیاجات گا۔

# عارب حبيب كار يوريش لميثلر

نوتس برائے تنیسواں سالاندا جبلاس عام کیاجاتا ہے کہ مارف حبیب کار پورٹن لینڈ (کین) کے صصی افتان کا تیموال (30) سالاندا جالاس مام پروز بدھ 27 نوم ر 2024 کو گا 11:30 کیا ایس ایکس آؤیٹوری، سالک آجیٹی بلڈنگ، اساک آجیٹی بود کراہی میں مندرجہ ذیل امور کی انجام دی کیلے منعقد کیاجا بیگ

غير معمولي احلاس عام معقده 1 جون 2024 ، كى كاررواني كى توثيق .. کھنی کے مالیاتی گوشوار کے پین کی ویب سائٹ پرآپ اوڑ کیے جارہے میں اور درج ذیل ویب لنگ یا QR کوڈ کے ذریعے ڈاؤن اوڑ کیے جاسکتے ہیں:

https://www.arifhabibcorp.com/financialsnapshots.php 30 جُون 2025ء کوکسل ہونے والے سال کیلئے آڈییزز کی تقرری اوران کے مشاہرے کا تعین پورڈ آف ڈائریکٹرز نے میسرزاے ایف فرگون اینڈ کیٹن، چارٹرڈ اکاؤنٹٹس کی ایطور ہیرونی آڈییز زدوبار وتقرری کی سفارش کی ہے۔ 2024ء کوکسل ہونے والے سال کیلئے بورڈ آف ڈائریکٹرز کی سفارشات کے مطابق 7 روپے فی حصن بیغی سنز (70 نیسدگ شررے سے تھی تقدمیاتی منتقب پرفورونونون اور منظوری۔ ملحقه بار شيول كرسا تدلين وين ك سلسله ثال ورج ذيل كومنظور كرنا:

i) 30 جون 2024 کوٹم ہوئے والے سال کے لیےآؤٹ شدہ مالی گوشواروں میں ظاہر کیے کے ملحقہ پارٹیوں کے مودوں/انظامات/معاہدوں/میلنس کی توثیق اور منظوری۔ ii) کمپنی کے بورڈ آف ڈائز کیکرز کومجاز بنانا کددہ مالیاتی سال 30 جون 2026 کے دوران یا لگے سالانہ اجلاس عام تک ملحقہ پارٹیوں کے ساتھ کے جانے والے ان مودوں (آگر واقع ہوں) کی منظوری دے سکیں بن کے لئے سمپنز ایکٹ کی وفعہ 207 یا/اور 208 کے محت صصی

مندرجة في طن صوصى قرار دادول يرفورونوش اورموزول پائے پرتر يم يابلاتر يم پاس كرنا: اليوي اشيد كمپنيز اورايسوي اشيدا تذركيكتو ميں سرمايكاري ا پینوا اولی پینزا والیسوی اتفیا افزر مصلومی مرابی بین قرار پایا کمپنیزا کمپنیز این بین بین: ایس کمپنیزا کمپنیز این مین بین ایس کمپنیز این بین معاون بیش کمپنیز یاایسوی اینڈ کمپنیز یاایسوی اینڈ کمپنیز یاایسوی اینڈ کمپنیز یاایسوی اینڈ کمپنیز یا ایسوی اینڈ کمپنیز یاایسوی اینڈ کمپنیز یا ایسوی اینڈ کمپنیز یا کمپنیز یا کمپنیز (ویلی کمپنیز اور میسور کمپنیز اور کمپنیز کمپنیز اور کمپنیز کم

ملحقة كمبينيول اورملحقدا دارول كانام فض كرده قرمنه/ پيشكي/گارنگ وغيره ا يكوين كاغيراستعال شده هسه 2,059 3,132 روپ جاويدال كار پوريش كميثذ 5,500 روپ 2,000 رو ي ورو يوسي 300 500 روپے 8,103روپے + 80 امریکی ڈالر 1500 روپے + 49 امریلی ڈالر 1,000 رو کے +100 امریکی ڈالر

مورد قرار پایا کمپنیزا میں بی وقعہ 199 ورکینیز (افوسنسف ان ایسوی ایٹر کمپنیز ایالیوی ایٹر کمپنیز ایالیوی ایٹر ایٹر کمپنیز ایالیوی ایٹر ایٹر کمپنیز ایالیوی ایٹر ایٹر کمپنیز ایالیوی ایٹر کمپنیز ایالیوی ایٹر کمپنیز ایول کمپنیز کا میران کمپنیز کا میران کمپنیز کا میران کمپنیز کا میران کمپنیز کی ہے، جس میں ، دیگر امور کے عالماہ ، معاونہ میران کمپنیز کی ہے، جس میران کمپنیز کمپنیز کمپنیز کمپنیز کمپنیز کر کمپنیز کمپنی

سی میسید. اگر چیف ایگر بیکنیدوار ایا سی دو دائز بیکٹرز کوششر که طور پر باکسی ایک ڈائر بیکٹراور چیف فناهنل آفیسر آمین سیکرٹری کوششر کہ طور پر مندرجہ بالاقر اردادوں پر عملدر آمدامی ٹربنانے کے لیے تنام اقدامات/کارروائیاں شروری امورادر معاملات جو خرری یا بینگا کی طور پر اور ایا حسب بالا ارزے سرمرا بیکاری کیلئے لازی جوں ادرجب اورجس وقت سرما بیکاری کرنی ہوئیکن گفت وشندینک محدود نہ ہوادر شروری معاہدے مطے کرنے اور تھا ویزات کی تیاری کا اختیار دیاجا تاہید۔

چینز مین کی اجازت سے دیگر امور کی انجام دیں۔ المراحات المربع المراح المراح

كيني سيريزي

سالاندا جلاس عام ين آن لائن شركت

کھنی اس سالا حاجلاس عام میں معبران کی زیادہ ہے نہ یادہ شرکت کوفیٹین بنانے کے لیے آئی بذات خورسوجو وگی کے ساتھ ساتھ دؤیولنگ کے ذریعی شرکت کی سولت فراہم کرری ہے ۔لبذا آن لائن شرکت کے شنی تنمام شرکا دادر مجران ہے دوخواست ہے کہ مندر دیؤیل کو انتخاب کی ایس (48) محینے قبلی رشسٹریشن کرایس ۔ ک کی ( دونوں اطریف ) کابی کے ہمر او corporate\_affairs@arifhabibcorp.com کے بغیران کے انتخاب کی اور میں میں میں میں اس کے اس کے معینے قبلی رشسٹریشن کرایس ۔

ير ايم بن شركت كيك وزيونتك ميرن ان مجيران كيك فحدولا جانيكا تن ميرت ام مطلوبه ورست كوا كنت پر مستقل اي ميل اي درس اوروانس ايپ نمبر 270662-311 ويرايخ التي اي ايجابيزاء آ تینمز کیلئے رائے اور والات بھی ارسال کرسکتے ہیں۔

5-وڑ یولنگ کی سہولت کی فراہی س یافتطان اجلاس پذاتی پذر بیدوڈ یولنگ سولت شریک ہوسکتے ہیں۔ کپنی کواجلاس کے انعقادے کم از کم سات (7) روزقبل کی ووسرے شپر ٹیل منتجے دیں فیصد یا زائد شیئز ،ولڈرز کی جانب سے بذر بیدوڈ یولنگ اجلاس بین شرکت کی ورخواست موصول ہونے کی صورت میں کمپنی متعلقہ مقام پروڈ یولنک سپولت کا ہتمام کریلی۔

ہے۔ پذر بیدوڈ پولک اجلاس میں شرکت کے شیخ شیز بولا رزے درخواست ہے کمکٹن کی دیب سائٹ پروستیاب' دُو پولٹک فیسیلٹی فارم' پر کر کے کمپٹن کے دِسٹرڈ پیدیراسال کردیں۔ دانشے ہو کدمبر یا پروکسی کے طلادہ کوئی فرد دیا پیولٹک کا نفرس میں شرکت کا اہلی نہیں ہوگا۔ 6- ڈائی طور پر پاپرانسی کے ذریعے دائے دی 7- دریاں کی کر رہا ہا ۔ انہ کی لیے میٹنگ کے لیے میٹنگ کے لیے میٹنگ کے لیے میٹنگ کے لیے میٹنگ میں پولٹک بوٹھ قائم کیا جائے گا۔

مبران کوبذرید، با الطح کما جاتا ہے کیکیٹیز ایک ، 2017 کی دفعہ 144-143 اور 2022 (1)2022 موریہ 5 رسمبر 2022 اور کمپیٹر (پوشل بیلٹ) ریکلیشز 2018 کے مطابق مبران کواس ٹیل بیان کی گئی شرائط کے مطابق مصوصی امور کے لیے اپنا جی رائے دہی استعمال رُ نَے کی اجازت ہوگی۔رائے وہی یعنی ووٹنگ کے لیے مہران کودرج ذیل متبادل اختیارات فراہم کیے جارہے بیں:

ہ ہی ووسک ہم چیدہوں (1) ای ووشک سیوات کاتصیات کینی کے ان ممبران کوائی میں گی بٹن کے درست کمپیٹرائز ڈقو میں ثاقتی کارڈنسر مویائل قبراورائ میں ایڈریس 12 نومبر 2024 کوافشتام کارٹکٹ کین کے دستان ہوں گے۔ (پ) دیب ایڈریس، لاگ اِن کاتصیات اور پاس ورڈائی میں میں کے در میٹ میں کہ سیار ٹی کوڈز، ای ووٹٹا سے اور ایم کمبران کو بتائے ہائیں کی جانے کی جانے ہائیں کی جانے ہائیں کی جانے ہائیں کی جانے ہیں ہور کی جانے کی جانے کی جانے ہور کی جانے ہائیں کی جانے ہائیں کی جانے ہائیں کی جانے ہور کی جانے کی جانے ہور کی جانے کی جانے کی جانے ہائیں کی جانے ہور کی جانے کی کارٹر کی جانے کی (1) ای دوونلک کاائنین 22 نوم 2024 کومیح 2020 یج محلین کی اور 26 نوم 2024 کوشام 2020 کوشام 2020 کج بند بول کی میم ران اس مدت کے دوران کسی مجلی وقت اپناووٹ ڈال سکتے بیل۔ایک بارکسی میم رکی طرف سے قرار داوپر ووٹ ڈالنے کے بعدا ہے تبدیل کرنے کی

معمبران متیاول طور پر پوشل بیلٹ کے ڈار سیعے ووٹنگ کا انتخاب کر سکتے بیٹ بیٹ کی ویب سائٹ www.arifhabibcorp.com کے اور انتہارات بیٹن شانگ ہونے والا بیکٹ بیٹر مجلی رائے دیتی کے

ببيوٹرائز قومي شافتي کارڈے دستھاہ مماثل ہونے جاميل مقررہ وقت اور تاريخ کے بعد موصول ہونے والا پوشل بيلٹ و دلنگ ميں شامل ميں ہوگا۔

(ج) براه کرم نوت کریں کدوونگ بین کسی تنازع بشمول ایک سے زیادہ ووٹ ڈالنے کی صورت میں ، چینز ٹین فیصلہ کرنے کامجاز ہوگا۔ کہتیز (پریٹل بیلٹ)ریکلیشنز،2018 کی ٹنٹونسر11 کے مطابق، کپٹن کے بورڈ نے اجلاس (ایجنڈانمبر 5 کمپیٹز ایک 2017 کی وفعہ 199 کے تحت ایسوی ایش میں سرماییکاری کا منظوری سے متعلق کی شن انجام دیے جانے والے نصوبی امور کے لیے میسرزیوا تھا وائی شن تھیم اینڈ کمپٹن

میں وہ میں ہوں کا دورہ کا ایک میں ہوں ہے ہوں ہوں ہے۔ پارٹراؤا کا کا مشتر (ایک QCR ریٹر آؤٹ فرم) کو کپنی کے باغ کرنے والے کے طور پر اور میکر ڈسرداریوں کو نیجانے کے لیے، جیسا کر بیکویشٹو کی ٹٹی نہر 114 میں بیان کیا گیا ہے، مقرر کیا ہے۔ ان کی ویب سائٹ www.uhy-hnco.com پر انٹی اہمیت اور تجربے کے بارے میں تصمیل دی تئی ہے۔ ئی ہے۔ تقسمہ کی بذریعہ الیکٹرونک طریقہ کارادائی (لازی) مقسمہ کی بذریعہ الیکٹرونک طریقہ کارادائیگ

ھے حکومت کی پر اپیدا میں کو اور کی کو اور کے اس کو تقد منافع مقتب کی اور کئے صرف الیکٹرا کک طریقہ کا راہ سے ان کے بینک اکاؤنٹ بٹی شخلی ہے کہ یں۔ متعلقہ بینک اکاؤنٹ بٹی براہ راست نقد منافع مقتب (اگر کوئی ہے کہ کو شغلی کے لیے شیخ موالد روزے درخواست کی جاتی ہے کہ کہن کی ویب سائٹ پر دستیاب الیکٹرا تک مواڈ ڈیو یڈ نڈ ڈارم کم انقلیات ، آئی ٹی اے این اوری این آئی تی کی کائی کے ہمراہ دستی کر اور کئی شیخ زکی صورت بٹی ما AHCL شیخر رحسرار (CDCSRSL) کو ارسال کردیں جبکہ بب امٹری سیکیو رہنے کا صورت بٹی بشیخ موالد کر کو مقتلے رکھوں آئی کہا ہے۔ این الیکٹرا تک مواڈ ٹویڈ پڑ ٹھ ڈارم کے مطابق ہے برد کراخم پر کے اس کو مورٹ کی مورٹ بٹی ہوگر کا مورٹ بھی مورٹ کو بھی کا دور کراخم پر کیا ہے۔ یں میں ان کے درست بینک اکاؤٹٹ کی تضییات اورا یا IBAN کی عدم موجودگی ٹی کپٹن حقلقہ معلومات وتضییات کی فراہمی تک کپنیز (ؤسٹری بیٹن آف ڈیویڈیڈز) ریگولیشٹو 2017 ہے کپنیز ایک 2017 کی وفد (4)(2)22 کے ماجھا کر پڑھا جائے ، کے تحت منافع منظسر کی اوائل کو ان کی برود مولا گرائی کو ان کی برود مولا گرائی کو ان کی برود مولا گرائی کو ان کرد کرد کو کٹری کو کٹری کو کٹری جسٹر کو کٹری جسٹر کو کٹری جسٹر کا کو کٹری کو کٹری کٹری کٹری جسٹر کی گرائی آرڈیٹٹن کو پر یہ 100 کے تعت کمیٹوں کی جانب سے منافع منظسر کی اوائل پرود ہولا گائی کرد وہولا گائی کئی کو کٹر کٹری جسٹر کی ایک کٹری حسب ڈیل ہے:

نگرال اداروں کے ہمایت پرکیٹن کی جانب سے جوانحت آگاؤنٹ کی صورت بین صفس یا فی کے تناسب کے لغین کے لیے ہوایات پرٹمل کرنے کے لیے تمام شیئز بولڈرز نے جوجوائٹ شیئز بولڈرٹیں ورخواست کی جاتی ہے کہ وہ پرنہیل شیئز بولڈر اور جوائٹ شیئز بولڈر کے شیئز نے کتاسب جے حریر پرطور پر AHCL شیئز رجسز ار (COCSRSL) کو مسب ڈیل مطلع کریں۔ كاشيزز نوكيو/ى دى ايس ا كاؤنث تمبر

		نام وى اين آنى ى نبر	قص كاتناسب (فيسد)	نام وى الن آنى ى فمير	قصص كاتناسب (فيعد)
توپ : متعلقه معلومات کی 15 انومبر 2024	2 تک عدم فراجی کی صورت میں سمجھا جائے گا	] كەنقەمناقىغ منقسمە كام حقدار حصص يافة	] د اورا سکیمتعلقه جوائدید اکاؤنیش بولله را	ر دمیادی تناسب سے شیئرز کے عامل ہو	يكن الاي اعتبار بيدمنها كرلماها بيزگل
11-غيردوي شده منافع منقسمه	-:			.0,,.	۔ من ای اسپارے میں سربیا ہوں۔ لاگریں۔ تین سال سے زائد عرصہ سے غیروموی شدہ منافع مشعمہ کی تفصیلات کمپنی ک
جوفصص يافتكان كسي سبب اينا كذشته منافع	فع منقسمه طلب بذكر سكے بيوں ،ان كو بدايت	ما جاتی ہے کہ وہ اپنے غیر دعویٰ شدہ منار	ع منقسمه کی معلومات/ وصولی کیلئے اHCL	AF کے شیئز رجسٹرار (CDCSRSL)۔	لله کریں۔ تین سال ہےزائد عرصہ سے غیر دعویٰ شدہ منافع مقسمہ کی تفصیلات کمپنی کی
ویب سائٹ پردستیاب ہیں۔ 12-سالاندر پورٹ کی قلیم					
-12	Part of the Control o	NE - IV.	A 180 1 20	20202	2.6 2.2 2.2

(CDCSRSL) کے پاس دستاب بیں۔ آن صورتوں میں ، جہال ای میل ایڈر س AHCL کے شیئر رجسٹرار (CDCSRSL) کے پاس دستاب ہیں ہیں ، اس صورت میں مجبران کوسالانا اجلاس مام کے اشاعت شدہ لوکس، بشمول ویب لیک اور CR کوڈ (سالاندر پورٹ ڈواؤن لوڈ کرنے کے لیے ) جیجے جارہے ہیں۔ کس بھی شیئر مولار زبی ہولت کے ایک سینے کا دیک سینے کے ایک سینے کے ایمان کے درخواست موسول ہونے کے کیا ہے جاتھ کے ایمان کی رجسٹرڈ چئے پر مفت فراہم کی جائے گی۔ شیئر ہولڈ زز کی ہولت کے لیے اسلانہ آؤٹ شدہ کو اکا ذریخواست موسول ہونے کے ایک سینے کے ایمان کے درخواست فارم " کہن

کی دیب سائٹ بڑی دستاب ہے۔ 13۔ شیئر زورلدرز کی جانب معلومات کی فراہی مختلف تو این کی تعلیل ، اور کسی بھی قانون کی دیم تقلیل میں کسی بھی قسم کی تعلیف سے بیچنے کے لیے تمام شیئر بولدرز کومشورہ دیا جاتا ہے کہ وہ مندرجہ ذیل معلومات/ دستاویزات/ امور کے سلسلے بیں اپنے متعلقہ شریک/ ی ٹوئی کی انویسٹر اکاؤنٹ مرومز/ AHCL کے مختلف تو این کی تعلیل ، اور کسی بھی قانون کی دیم تعلیق شریک/ بی ٹوئی کی انویسٹر اکاؤنٹ مرومز/ AHCL کے

-ا ب بت ، ای میل ایدریس اورموبائل نمبرین می صحم کی تبدیلی کافوریری طور پر AHCL سے شیئر رجسفرار (CDCSRSL) کے دفتر کوفوری اطلاع۔

رجسٹر ڈاور کار پوریٹ آنسس عارف حبیب سنٹر، 23 ،ایم ٹی حنان روڈ ، کراچی ، پاکستان۔ الى سيسل: +92 21 32460717.9 | www.arifhabibcorp.com | الى مسيسل: +92 21 32468117,32429653 | ويسيسانيات: www.arifhabibcorp.com | الى مسيسل: +92 21 32460717.9

عارف مبيب كار پوريش لميثلا

بیلٹ بیپر برائے ووٹنگ بذریعہ پوسٹ/ای میل

27 نومبر 2024 بروز بدھ سی 11:30 بنج بی ایس ایکس آفی پلوریم، اسٹاک آئیجینی بلذنگ، اسٹاک آئیجینی روز ، کراپی میں منعقد ہوئے والے مالا نہا جلاس عام میں اورالیکٹرا نگ ذرائع ہے زیرخورآنے والے فصوصی امور کی ووٹنگ تملئے۔ چینز بین کامخض کردوای میل ایڈریس chariman.generalmeeting@arifhabibcorp.com جس پرمکمل پُرشدہ بیلٹ بیپر جیسے جا شيتر جولار / جوانت شيتر مولار (ز) / پراسي مولار (ز)

فوليو / يَ دُي يَ شِرِكت كُننده / انويسلر ID بمعدد بلي اكاؤنت نمبر شافق کارڈ / یاسپورٹ قبر (فیرللی ہونے کی صورت میں)

(كانى ملك كى جائے) ا شافی معلوبات اورمنسد کات (بالوی کارپوریٹ ،کارپوریش اوروفاقی حکومت کے ثما تندے کی صورت ش ):

شافتی کارڈ / پامپورٹ نمبر (فیرملی اونے کی صورت بیل) مجاز وسخط کندہ - ( کالی مسلک کی جائے) ہم/ میں درج ذیل قرار دادوں کے بارے میں اپنی رضامندی/ اختلاف ظاہر کرنے کیلئے قرار داد کے سامنے خالے میں نگ (۷۷) کا نشان لگا کر

يناه وث بذريعه يوشل بيلث استعال كررب بين: شيئز زكى تعداد قرارداه كي نوعيت اورتضيل جن كيلئے دوث قراردادے قراردادے

12/4

والأكيا متفق في أجول متفق فهيل

قراردادے

حفق في المول

جن كيلية ووث

ا. ايجذا نمبرة ملحقه پارشوں كے ساتھ ليكن دين كے سلسلے بين ورج ( يل كومنظور كرنا: i) 30 جون 2024 كوقتم موفى والسال ك ليرة وت شده مالي كوشوارون من ظاهر ك کے ملحقہ پارلیوں کے مُودوں/ انتظامات امعابدوں ابیلنس کی آو ثبق اور منظوری ۔ ii) كمينى ك بوردُ أف أواتر يكثرو كومجا زبنانا كدوه بالياتي سال 30 جون 2025 كدوران يا اکھے سالانہ اجلاس عام تک ملحقہ پارٹیوں کے ساتھ کئے جانے والے اُن حوووں (اگر واقع

ہوں) کی منظوری وے ملین جن کے لئے کمپنیز ایک کی وفعہ 207 یا/اور 208 کے تحت مصص یافتگان کی منظوری در کار ہوتی ہے۔ اس كے لئے مندرجہ ذیل تصوی قرار دادیں ترجم یا بلاتر میم منظور كی جا تيں گی: قرار پایا کد لحق پارٹیوں کے ساتھ وووں/افطانات/معابدوں/ بیلنس جیبا کہ 30 جون 2024 كوقتم جوفے والے سال كے ليے آؤٹ شده مالى كوشواروں ثل ظاہر كيا كيا ہے، بذريعبذ ااس

مزید قرار پایا کہ مین کے بورڈ آف ڈائر یکٹرز کومجاز بنایا جاتا ہے کہ مالیاتی سال 30جون 2025 كردوران يا الكي سالاندا جلاس عام تك المحقد بإرثيول كساحد ك باف والي سودول

مزید قراریایا که ووول کی از از یکرزے منظوری کو (اگرواقع جوں ) کمپنیز (یکٹ کی وقعہ 207 یا/اور 208 کے عمد حصص یافتگان کی منظوری تصور کیا جائے گااور (اگر خروری جوا) توانہیں كمينيز الكك كى دفعه 207 يا/ اور 208 كے تحت الكے سالان اجلاس عام مين بإضابط تو ثیق /مظوری کے لئے حصص یافتگان کرو بروپیش کیاجائے گا۔

مندرجة بل خصوصي قراروا دول يرغورو توض اور صورول يافي يرترمهم يا بالترميم إلى كرنا: ايسوى اليدكم بنيز اورايسوى اليداند رميكنكويس مرمايكارى قرار پایا که ممینیزا یکث مجربه 2017 و کی دفعه 199 اور کمپنیز ( انویسنمت ان ایسوی ایند کمپنیزیا اليوى اينْدانْدُ رئيكنَّدِ ﴾ ريگوليشز مجرية 2017 م كرفخت مندرجه فيل منظوريال دى جانتيل بين:

- ا يكويل كي لي 386 ملين روبي اور قرض ، پيشى ، رنگ فنانس ، كارشى ، معاون ، شيترك ضائت وغیرہ کے لیے 1,000 ملین روپے کی اضافی سربانے کاری کی نی عد عارف حبیب لمیشد ( فیل کین ) کے لیے مخص کی جائے گی ، جو کرسیکش (3) 134 کے تحت بیان کے جرو -B يثل پيش كرده شرائط وضوابط كے مطابق بوكى ، بيعد الكي سالا خاجلاس عام تك قابل عمل بوكى اور اس کے بعدمزید مدت کے لیے قابل تخدید ہوگی جیسا کہ بیان کیا گیاہے۔ - ایکویٹی سرمایے کاری کی غیر استعمال شده اور قرضوں/ پیشکیول/گارشیوں کی منظورشدہ حدود میں تجدید جن کے لیے گزشتہ عام اجلا مول میں منظور پال طلب کی گئیں تھی ،جنہیں دفعہ (3) 134

کے تحت گوشوارہ کے جزور C پر موجود بیانیہ میں تفصیلاً بتایا گیاہے ، اس کی مدت الحکے سالانہ اجلاس عام تک ہوگی ماسوائے اگر گزشته منظوری مزید مدت کی جو، ادراس میں الگے سالانه عام اجلاسول من مزيد مدتول تك تجديد بوسك كي-

ادرخواست	تجديدكم	ملحقه كمينيون اورملحقدا دارون كانام	1
مخض کرده قرمنه امینظی اگارنگ دفیره	ا یکویڈا کا فیر استعال شدہ صد		
رو <u>پد</u> اؤالر (ملين مين)	روپ (طین ش)		
3,132 روي	2,059	حباويدان كار يوريشن كميثذ	-1
5,500 روپ	114	عارف عبيب لميثذ	2
2,000	2,800	فاطمه قرشلا تيزر كميني لميشذ	3
500 رو پ	300	رەنوكاست انجىينىز نگىكىپنى( پرائيويىڭ ) لىينۇ	4
500 رو پ	1,000	عارف صبيب أو وكمين ريث ينجمنث لميناز	5
8,103روپ + 80 امریکی ڈالر	3,706	هائشة المثيل ملولميط	6.
1500روپ + 49 امریکی ڈالر	3,697	بإورسين لميلا	7
1,000 روپ +100 امریکی والر	754	عجل ان <sub>د ف</sub> ی ژبو پسنٹ (پرائیویٹ) کمینڈ	8
ى پى 250	200	سيف مكس كنكريث لميثلا	9
Y	11,507.*	عارف صبيب أو ليمين ريث يتجمسُ الميشرُ كَ زيرا نظام ريش	10

كمينيز ياليسوى اينداند ركيكنكو ) ريكوليشز مجرية 2017 ، تحت منظوريال وي عاتين إلى كه: - اليوى ايْل كمينيون ين سرمايكاريون كي تتفلى ، توك عزت مآب منده وأنى كورث كرة ريع اسكيم آف ار پنجنٽ كي منظوري كے تحت كي كئى ہے، جس بين ، ويگرامور كے علاوو، عارف حبيب ميلا (AHL) كي يكي غير بنيادى كاروبار، بشول الاشفر، واجبات اور دُمد داريان، كودُيرجر كر ك أمين مارف حبيب كار يوريش لمينة (AHCL) جوكه AHL كى بولا لك كمين ب، على الله الميا كيا ميا الياب اوراس كرسا الدمتعالة معاملات كي منظوري وي عاتى ب-- \* مارف حبيب ولمن REIT منجنث لميثله (ايسوى ايند كين ) كرزير انتظام REIT

مزيد قرار پايا كه كمپنيز ايكث مجريه 2017 ، كى دفعد 199 اور كمپنيز ( انويسمنت ان ايسوى اينز

اسكيموں كے ليے 11,507 ملين رويے كى غير استعمال شده سرمايكارى عد كوكسى بحى قسم كى سرمايہ كارى، بشول ا يكويل ، قريض ايدُ وانسز ، رنتك فنانس، منانت ، معادضه، شيئزز كي كروي وغيرو میں جاری رکھنے کی منظوری دی جاتی ہے۔ مزيد قراريايا كه جيف ايكزيك وادار ياكس وو دائر يكفرز كومشتر كه طور يرياكس ايك والزيكشراور چیف فناشنل آ فیسر کمینی سیرتری کومشتر که طور پر مندرجه بالا قر اردادول پر عملدرآ مداموثر بنانے کے کیے تمام اقدامات/کارروائیاں ضروری امور اور معاملات جو ضروری یا بیگامی طور پر اور ایا حسب بالالميني كے فنڈ زے مرما يكارى كيك لازى جول اورجب اورجس وقت سرما يكارى كرنى ہو لیکن گفت دشنیدتک محدود دود و اور ضروری معابدے طے کرنے اور قانونی وستاویزات کی تیاری کا

من المرابع على المرابع المراف حبيب مينزار 23 والمرابع عن رفاد الرابع عن واك عرفه ريع ( كين المرابع المرابع الم کے دہسترہ ای میل ہےchariman.generalmeeting@arifhabibcorp.com پر ارسال کے میا تیں۔ سل بیلٹ فارم کے ساتھ شناقتی کارڈ/ پاسپورٹ (غیرانکی ہونے کی صورت میں ) کی کانی جمع کرانالازی ہے۔ وطن بيلٹ فارم بذريد واک يااي ميل پيمزين تک بروزمنگل 26 نومبر2024 شام 5.00 يج سے پيلے بين جانے جائيل مطروة تاريخ كے بعد

ل بونے والے بیلٹ فارم دونگ میں شار میں کیے جا ٹیل گے۔ سل بیلٹ فارم پرموجود دستخط شائنی کارڈ/ پاسپورٹ ( غیرملکی ہونے کی صورت بیں ) ہے مماثل ہونے چاہیئں۔

، نامكل غيرو سخط شده و خلط، چينے ہوئے ، بوسيده يا كاٹ چيعانث والے بيك بيير مستر دكرد ہے جا كي گے۔ 6- يا يوسل بول بيير مارف حبيب كار يوريش لميند كي ويب سائت

(https://www.arifhabibcorp.com/announcement.php) ہے ڈاؤن اوڑ کے لیے بھی وستیاب ہے مشیز ،ولڈرزویب سائٹ ے بیلٹ بیم واون اور کر سکتے ہیں واخبارات ٹل شائع ہونے والے ای بیلٹ بیم کواستعمال کرسکتے ہیں۔

> وستخطشيئر مولدُر(ز)/ پراکسی مولدُر(ز)/مجاز دستخط کننده ( کاروباری ادارہ ہونے کی صورت میں کمینی کی میرانگا کیں )

# Statement under section 134(3) of the Companies Act, 2017

This statement sets out the material facts concerning the Special Business given in Agenda item No. 5 and Agenda No. 6 of the Notice to be transacted at the Annual General Meeting of the Company. Directors of the Company have no interest in the special businesses, except in their capacity as sponsor / director / shareholder.

# Statement under section 134(3) of the Companies Act, 2017

ANNEXURE - A (AGENDA # 5)

#### Approval of transactions with related parties

In compliance with applicable laws, related party transactions are approved by the Board as recommended by the Audit Committee on a quarterly basis. As common directors may be deemed to be interested in certain related party transactions due to their directorship and / or shareholding in the associated companies / related parties, the Board, in order to promote transparency, is seeking shareholders' approval for related party transactions / arrangements / agreements / balances as disclosed in the audited financial statements for the year ended 30th June 2024.

Authorization for the Board of Directors to approve those transactions with related parties (if executed) conducted during the financial year ending 30<sup>th</sup> June 2025 and thereafter upto the next Annual General Meeting, 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 aforementioned period as per the approved policy with respect to 'transactions with related parties'. Being the directors of multiple companies, many or majority of the 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, including transactions (if executed) triggering approval of shareholders u/s 207 and / or 208 of the Companies Act, 2017, for the year ending 30<sup>th</sup> June 2025 and thereafter upto the next annual general meeting, 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 (if required). The Directors are interested in the resolution to the extent of their shareholding and / or common directorships in such related parties.

#### ANNEXURE - B (AGENDA # 6)

#### Investments in Associated Companies & Associated Undertakings

The Board of Directors of the Company (AHCL) has approved the specific limits for the investments in the form of equity and loans / advances / running finance / guarantee / indemnity / pledge of shares etc., along with other particulars for investments in Arif Habib Limited, 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 existing / proposed investment has been carried out. The proposed investments may involve transactions with related parties, directors, or substantial shareholders of the company. Consequently, the directors of the Company may be deemed interested in these investments to the extent and in their capacity as directors or shareholders of the companies involved. Separate approval under Agenda # 5 is being sought from shareholders for such transactions, if executed, which would be deemed as approved by shareholders under Sections 207 and/or 208 of the Companies Act, 2017. Directors of the Company have no interest in the investee company except in their capacity as sponsor / director / shareholder of associated company. 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.

#### A - Disclosures for all types of investments:

Ref. No.	Requirement	Information	
I	Name of associated company or associated undertaking	Arif Habib Limited (AHL)	
II	Basis of relationship	Subsidary Company	
III	Earnings per share for the last three years	Year 2024: Rs. 9.37 Year 2023: Rs. 2.83 Year 2022: Rs. 12.65	
IV	Break-up value of share, based on the latest audited financial statements	PKR 19.49 per share as at 30th June 2024.	
V	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements.	t	

Ref. No.	Requirement	Information
VI	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely:	Not applicable
	<ol> <li>description of the project and its history since conceptualization;</li> <li>starting date and expected date of completion of work;</li> <li>time by which such project shall become commercially operational;</li> <li>expected time by which the project shall start paying return on investment; and</li> <li>funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts;</li> </ol>	
VII	Maximum amount of investment to be made	<ul> <li>Fresh limit of PKR 386 million for equity investments and PKR 1 billion for loans, advances, running finance, etc. is requested for approval. This is in addition to:         <ul> <li>Renewal requested separately for the unutilized limit of equity investment of PKR 114 million; and cumulative investment at cost of PKR 3,307.630 million already made up to 31st October 2024.</li> </ul> </li> <li>Renewal requested of PKR 4 billion for previously sanctioned limit of guarantee, indemnity, pledge of shares etc. and renewal requested for previously sanctioned limit of PKR 1.5 billion as running finance / advance / loan.</li> </ul>
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 in the long run on strategic investment. Approval of limits shall remain valid for a period upto next general meeting and shall be renewable thereon for further period(s).

Ref. No.	Requirement	Information
IX	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds  1. Justification for investment through borrowing  2. Detail of collateral, guarantees provided and assets pledged for obtaining such funds  3. Cost benefit analysis	<ol> <li>The investment may be made from Company's own available liquidity and/or credit lines.</li> <li>Higher rate of return</li> <li>Pledge of listed securities and / or charge over assets of the Company, if and where needed.</li> <li>Company expects to time the investment to earn return over and above the borrowing cost.</li> </ol>
Х	Salient feature of agreement(s), 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	The proposed investment may involve transaction with related parties, directors, or substantial shareholders of the companies. Consequently, the directors of the Company may be deemed interested in these investments in their capacity as directors of the holding company or shareholders of the companies involved. Separate approval under agenda # 5 is being sought from shareholders for transactions, if executed, which would be deemed as approved by shareholders under Sections 207 and/or 208 of the Companies Act, 2017. Directors of the Company have no interest in the investee company except in their capacity as sponsor / director / shareholder of the holding company.
XII	In case an investment in associated company has already been made, the performance review of such investment including complete information / justification for any impairments / 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

#### B - Disclosures relating to proposed equity investments:

Ref. No.	Requirement	Information	
XIV	Maximum price at which securities will be acquired	At par / premium / 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: 49,979,978 (ordinary shares) being 76.49% holding in the company as on 31st October 2024.  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 31st October 2024: Current price per share: PKR 36.07 (ordinary shares) Weighted average market price per share of preceding twelve weeks: PKR 72.34 (ordinary shares).	
XIX	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	Not applicable	

## C - Disclosures relating to proposed investments in the form of loans, advances and guarantees etc:

Ref. No.	Requirement	Information	
XX	Category-wise amount of investment	As disclosed in Sr. VII above	
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	Existing average borrowing cost ranges from 3-month KIBOR plus 0.7% to 3-month KIBOR plus 1.75% per annum.	
XXII	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company		
XXIII	Particulars of collateral or security to be obtained in relation to the proposed investment		
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	Facilities to be extended in the nature of Running Finance Facility / Advance shall be for a period of one year and renewable in next general meeting for further period(s) of one year(s). Facilities to be extended in the nature of Long-term Loan shall be for a period as agreed at the time of disbursement.	

#### ANNEXURE - C (AGENDA # 6)

Statement under Section 134(3) of the Companies Act, 2017, in compliance with Regulation 4(2) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, for decision to make investment under the authority of a resolution passed earlier pursuant to provisions of Section 208 of the Companies Ordinance, 1984 (Repealed) / Section 199 of the Companies Act, 2017 is not implemented either fully or partially:

The Company in its previous general meetings had sought approvals under section 208 of the Companies Ordinance, 1984 (repealed) / section 199 of the Companies Act, 2017 for investments in the following Associated Companies and Associated Undertakings in which investment has not been made so far, either fully or partially. Approval of renewal of unutilized portion of equity investments and sanctioned limit of loans, advances, running finance and corporate guarantee are also hereby sought for the companies / undertakings as per following details for a period upto next annual general meeting, unless specifically approved for a longer period. The investments may involve transactions with related parties, directors, or substantial shareholders of the companies / schemes. Consequently, the directors of the Company may be deemed interested in these investments to the extent and in their capacity as directors or shareholders or unitholders of the companies / schemes involved. Separate approval under Agenda # 5 is being sought from shareholders for such transactions, if executed, which would be deemed as approved by shareholders under Sections 207 and/or 208 of the Companies Act, 2017. Directors of the Company have no interest in the investee companies / schemes except in their capacity as sponsor / director / shareholder of associates. In the 26th AGM held in 2020, the already approved respective limits for long-term loans / running finance were approved to be consolidated, and accordingly the Company may utilise the consolidated limit at its discretion for extending long-term loans and / or running finance and / or advances; provided that sum of respective natures of investments so extended does not exceed the already approved investment limit in the aggregate. Provided further that the limit so utilised to the extent of extending long term loan shall be exhausted and shall not be renewable in next general meeting(s). In the 29th AGM held in 2023, the already approved unutilized limits for equity investment in various REIT Schemes under management of Arif Habib Dolmen REIT Management Limited were approved to be merged and utilized in any form / nature of investment including equity, loans, advances, running finance, guarantee, indemnity, pledge of shares etc. Provided further that the limit so utilised to the extent of making equity investment and / or extending long term loan shall be exhausted and shall not be renewable in next general meeting(s):

Any amount not specified in a particular currency is to be read and understood as PKR

#### 1. Name of associated company / undertaking: Javedan Corporation Limited

		Investment	Investment in the nature of		
S No.	Description	in securities	Funded Facility	Unfunded Facility	
а	total investment approved;	8,750,000,000	2,731,550,000	400,000,000	
b	amount of investment made to date;	6,691,355,833	156,602,352	-	
С	reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of long-term loans and / or running finance and / or advances, and availed as & when needed in the interest of the shareholders	Facility is in the nature of Guarantee / indemnity / pledge of shares etc. and availed as & when needed in the interest of the shareholders	
d	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2024	FY2023	
i ii iii iv v	Earnings per share - basic & diluted Net Profit Shareholders Equity Total Assets Break-up value		4.47 1,703,627,000 25,339,236,000 40,313,731,000 66.53	17.70 6,741,951,000 25,921,679,000 42,883,146,000 68.06	
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 2,058,644,167	Sanctioned 2,731,550,000	Sanctioned 400,000,000	

## 2. Name of associated company / undertaking: Arif Habib Limited

		Investment	Investment in the nature of		
S No.	S No. Description in securities		Funded Facility	Unfunded Facility	
а	total investment approved;	3,421,676,000	1,500,000,000	4,000,000,000	
b	amount of investment made to date;	3,307,630,636	-	2,290,560,000	
С	reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	ate Facility is in the nature of long-term loans and Guarantee / in		
d	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2024	FY2023	
i ii iii iv v	Earnings per share Net profit Shareholders Equity Total Assets Break-up value		9.37 611,946,740 1,273,181,740 5,679,897,459 19.49	2.83 184,672,102 4,994,252,286 7,785,551,720 76.43	
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 114,045,364	Sanctioned 1,500,000,000	Sanctioned 4,000,000,000	

#### 3. Name of associated company / undertaking: Fatima Fertilizer Company Limited (Fatima)

		Investment	Investment i	n the nature of
S No.	Description	in securities	Funded Facility	Unfunded Facility
а	total investment approved;	4,824,332,000	2,000,000,000	-
b	amount of investment made to date;	2,024,369,179	-	-
С	reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of long-term loans and / or running finance and / or advances, and availed as & when needed in the interest of the shareholders	-
d	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2024	FY2023
i ii iii iv v	Earnings per share Net profit Shareholders Equity Total Assets Break-up value		14.93 31,357,817,000 127,194,069,000 256,225,216,000 60.57	6.71 14,093,154,000 105,384,772,000 228,965,936,000 50.18
	Proposals for renewal for future investments:	Unutilised 2,799,962,821	Sanctioned 2,000,000,000	Sanctioned -

#### 4. Name of associated company / undertaking: Rotocast Engineering Company (Private) Limited

		Investment	Investment in the nature of		
S No.	Description	in securities	Funded Facility	Unfunded Facility	
а	total investment approved;	300,000,000	500,000,000	-	
b	amount of investment made to date;	-	-	-	
С	reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of long-term loans and / or running finance and / or advances, and availed as & when needed in the interest of the shareholders	-	
d	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2023	FY2022	
i ii iii iv v	Loss per share Net loss Shareholders Equity Total Assets Break-up value		(3.10) (30,969,351) 5,875,551,011 6,952,013,830 587.56	(6.56) (65,550,929) 5,027,426,146 6,609,746,468 502.74	
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 300,000,000	Sanctioned 500,000,000	Sanctioned -	

#### 5. Name of associated company / undertaking: Arif Habib Dolmen REIT Management Limited (AHDRML)

		Investment	Investment i	n the nature of
S No.	Description	in securities	Funded Facility	Unfunded Facility
а	total investment approved;	1,000,000,000	500,000,000	-
b	amount of investment made to date;	-	-	-
С	reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of long-term loans and / or running finance and / or advances, and availed as & when needed in the interest of the shareholders	-
d	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2024	FY2023
i ii iii iv v	(Loss) / earnings per share Net (loss) / profit Shareholders Equity Total Assets Break-up value		(3.39) (67,849,551) 453,174,778 1,327,045,953 22.66	13.76 275,276,849 521,024,329 1,446,715,693 26.05
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 1,000,000,000	Sanctioned 500,000,000	Sanctioned -

#### 6. Name of associated company / undertaking: Aisha Steel Mills Limited

0 NI	Baradallan	Investment	Investment	in the nature of
S No.	No. Description in securities		Funded Facility	Unfunded Facility
а	total investment approved;	8,750,000,000	2,539,206,765 (RF)* & 63,886,911 (LTL)**	PKR 5,500,000,000 plus USD 80,000,000
b	amount of investment made to date;	5,044,491,283	250,000,000(RF) '63,886,911 (LTL)	PKR 1,302,457,000
С	reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of long-term loans and / or running finance and / or advances, and availed as & when needed in the interest of the shareholders	Facility is in the nature of Guarantee / indemnity / pledge of shares etc. and availed as & when needed in the interest of the shareholders
d	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2024	FY2023
i ii iii iv v	Loss per share - basic & diluted Net loss Shareholders Equity Total Assets Break-up value		(0.26) (132,470,000) 15,706,978,000 40,597,158,000 12.01	(3.56) (3,215,653,000) 15,691,715,000 38,046,164,000 12.00
	Proposals for renewal for future investments:	Unutilised 3,705,508,717	Sanctioned 2,539,206,765 (RF)* 63,886,911 (LTL)**	Sanctioned PKR 5,500,000,000 plus USD 80,000,000

<sup>\*</sup>RF = Running Finance

#### 7. Name of associated company / undertaking: Power Cement Limited

		Investment	Investment in the nature of			
S No.	Description	in securities	Funded Facility	Unfunded Facility		
a	total investment approved;	8,322,000,000	1,000,000,000	PKR 500,000,000 plus USD 49,000,000*		
b	amount of investment made to date;	4,625,431,606	-	USD 3,055,257		
С	reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of long-term loans and / or running finance and / or advances, and availed as & when needed in the interest of the shareholders	Facility is in the nature of Guarantee / indemnity / pledge of shares etc. and availed as & when needed in the interest of the shareholders		
d	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2024	FY2023		
i ii iii iv v	Loss per share Net (loss) / profit Shareholders Equity Total Assets Break-up value		(2.88) (2,703,284,000) 19,419,121,000 47,777,776,000 5.85	(0.19) 168,993,000 17,568,027,000 48,530,623,000 8.01		
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 3,696,568,394	Sanctioned 1,000,000,000	Sanctioned PKR 500,000,000 plus USD 49,000,000*		

<sup>\*\*</sup>LTL = Long Term Loan

## 8. Name of associated company / undertaking: Sachal Energy Development (Private) Limited

		Investment	Investment i	n the nature of
S No.	No. Description in securities		Funded Facility	Unfunded Facility
a	total investment approved;	3,500,000,000	1,000,000,000	USD 100,000,000
b	amount of investment made to date;	2,746,465,560	-	USD 30,000,000
С	reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of long-term loans and / or running finance and / or advances, and availed as & when needed in the interest of the shareholders	Facility is in the nature of Guarantee / indemnity / pledge of shares etc. and availed as & when needed in the interest of the shareholders
d	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2024	FY2023
i ii iii iv v	Earnings per share Net profit Shareholders Equity Total Assets Break-up value		11.59 3,708,318,354 13,967,677,631 22,929,995,397 43.65	7.70 2,463,927,078 11,859,359,277 23,696,773,086 37.06
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 753,534,440	Sanctioned 1,000,000,000	Sanctioned USD 100,000,000

## 9. Name of associated company / undertaking: Safe Mix Concrete Limited

		Investment	Investment ir	the nature of
S No.	Description	in securities	Funded Facility	Unfunded Facility
a	total investment approved;	250,000,000	250,000,000	-
b	amount of investment made to date;	49,702,000	-	-
С	reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of long-term loans and / or running finance and / or advances, and availed as & when needed in the interest of the shareholders	-
d	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:		FY2024	FY2023
i ii iii iv v	Earnings per share Net profit Shareholders Equity Total Assets Break-up value		4.46 111,605,625 382,393,629 805,627,771 15.30	5.33 133,370,457 274,294,662 744,983,048 10.97
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised 200,298,000	Sanctioned 250,000,000	Sanctioned -

#### 10. Name of associated company / undertaking:

#### REIT Schemes under management of Arif Habib Dolmen REIT Management Limited (AHDRML)

		Investment	Investment in the nature of			
S No.	Description	in securities Funded Facility	Funded Facility	Unfunded Facility		
а	total investment approved;	14,259,074,996				
b	amount of investment made to date;	2,752,542,080 REIT wise detail in Annexure C-1	100,000,000 REIT wise detail in Annexure C-1	No corporate guarantee provided to date		
С	reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and	Waiting for an appropriate time in the interest of the shareholders for complete utilisation	Facility is in the nature of long-term loans and / or running finance and / or advances, and availed as & when needed in the interest of the shareholders	Guarantee / indemnity / pledge of shares etc. and availed as & when needed in the interest of the		
d	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:	Details relating to existing REIT Schemes under management is disclosed in Annexure C-1				
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised Limited PKR 11,506,532,916				

#### **ANNEXURE C-1**

ANNEXUNE U-1						
Particulars	Globe Residency REIT (GRR)	Silk Islamic Development REIT (SIDR)	Naya Nazimabad Apartment REIT (NNR)	Pakistan Corporate CBD REIT (PCCR)		
b) amount of investment made to date;						
Investment in securities	PKR 11,379,390	None	None	None		
Loans / Advance / RF	None	PKR 100,000,000	None	None		
Current audited accounts	FY 2024	FY 2023 & 2024	FY 2024	FY 2024		
Earnings / (loss) per share	1.79			N/A		
Net profit / loss	251,915,000	Audit in	Audit in	16,779,000		
Shareholders Equity	1,687,405,000	progress	progress	7,163,273,000		
Total Assets	4,789,967,000	progress	progress	7,198,366,000		
Break-up value	12.05			N/A		
Last year audited accounts	FY 2023	FY 2022	FY 2023	FY 2023		
Earnings / (loss) per share	1.93	(0.02)	(0.16)	NA		
Net profit / loss	271,083,000	(4,607,000)	(46,270,000)	6,879,000		
Shareholders Equity	1,855,490,000	2,995,393,000	2,891,230,000	3,833,662,000		
Total Assets	4,113,180,000	4,104,947,000	5,863,981,000	3,864,430,000		
Break-up value	13.25	9.98	9.84	NA		

#### **ANNEXURE C-1**

Particulars	Rahat Residency REIT (RRR)	Parkview Apartment REIT (PAR)	Apartment REIT (GAR)	Dolmen City REIT (DCR)
b) amount of investment made to date;				
Investment in securities	None	PKR 1,262,136,440	PKR 1,200,000,000	None
Loans / Advance / RF	None	None	None	None
Current audited accounts	FY 2024	FY 2024	FY 2024	FY 2024
(Loss) / earnings per share Net (loss) / profit Shareholders Equity Total Assets Break-up value	(0.40) (20,205,000) 437,942,000 2,422,798,000 8.76	(0.17) (37,234,000) 2,119,632,000 2,314,694,000 42.39	Audit in progress	3.66 8,140,055,000 73,189,002,000 74,054,969,000 32.91
Last year audited accounts	FY 2023	FY 2023	FY 2023	FY 2023
(Loss) / earnings per share Net (loss) / profit Shareholders Equity Total Assets Break-up value	(0.84) (41,853,000) 458,147,000 1,938,042,000 9.16	Not applicable	Not applicable	4.18 9,291,819,000 69,496,347,000 70,295,216,000 31.25

#### **ANNEXURE C-1**

Particulars	Silk World Islamic REIT (SWIR)	Meezan Centre REIT (MCR)	Sapphire Bay Islamic Development REIT (SBIDR)	Signature Residency REIT (SRR)
b) amount of investment made to date;				
Investment in securities	None	None	None	None
Loans / Advance / RF	None	None	None	None
Current audited accounts	FY 2024	FY 2024	FY 2024	FY 2024
(Loss) / earnings per share	(0.24)	8.21	1.19	(0.51)
Net (loss) / profit	(142,499,000)	1,069,927,000	287,059,000	(16,697,000)
Shareholders Equity	5,382,737,000	1,323,780,000	7,112,876,000	300,950,000
Total Assets	6,055,030,000	1,515,586,000	9,722,681,000	1,529,741,000
Break-up value	9.11	10.15	11.45	9.12
Last year audited accounts	FY 2023	FY 2023	FY 2023	FY 2023
Earnings / (loss) per share	0.49		N/A	(0.37)
Net loss	(290,268,000)		119,069,000	(12,353,000)
Shareholders Equity	5,525,236,000	Not Applicable	4,483,345,000	317,647,000
Total Assets	6,029,827,000		5,558,591,000	1,576,742,000
Break-up value	9.35		N/A	9.63

# Form of Proxy 30<sup>th</sup> Annual General Meeting

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

I/ we	e	of		being	a member(s)
		poration Limited holding		•	` '
		hereby appoint Mr./Mrs./N		-	-
		of (full address)			
		,			
Mr./ľ	Mrs./Miss				O
•		of the company) as my/our Proxy to atter			
	Thirtieth Ar adjournment	nnual General Meeting of the Compang thereof.	y to be held	on 2/Novembe	r 2024 and/or
Sign	ed this	day of 2024.			
Witn	esses:				
1.	Name :			Signature on	
	Address:				
	CNIC No.:		F	Revenue Stamp	
	Signature :				
2.	Name :				
	Address:				
	CNIC No.:				
	Signature :				

#### 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 registered office of the company not later than 48 hours before the meeting duly signed and stamped and witnessed by two persons with their signature, name, address and CNIC number given on the form.
- 4. In the case of individuals attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy Form.
- 5. In the case of proxy by a corporate entity, Board of Directors resolution/power of attorney and attested copy of the CNIC or passport of the proxy shall be submitted alongwith proxy Form.



For the Special Business at the Annual General Meeting to be held on Wednesday, 27th November 2024 at 11:30 a.m. at PSX Auditorium, Stock Exchange Building, Stock Exchange Road, Karachi as well as through electronic means.

Designated email address of the Chairman at which the duly filled in ballot paper may be sent:

chairman.generalmeeting@arifhabibcorp.com

ion and Federal Government):

I/we hereby exercise my/our vote in respect of the following resolution(s) through postal ballot by conveying my/our assent or dissent to the following resolution(s) by placing tick ( $\sqrt{\ }$ ) mark in the appropriate box below:

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Agenda item No. 5			
	To approve the following in connection with transactions with related parties:			
	<ul> <li>ratification and approval of related parties transactions / arrangements / agreements / balances as disclosed in audited financial statements for the year ended 30th June 2024</li> </ul>			
	ii. authorize the Board of Directors of the Company to approve those transactions with related parties (if executed) during the financial year ending 30 <sup>th</sup> June 2025 or upto the next annual general meeting, which require approval of shareholders u/s 207 and / or 208 of the Companies Act, 2017			
	by passing the following special resolutions with or without modification:			
	Resolved that, the transactions / arrangements / agreements / balances with related parties as disclosed in the audited financial statements for the year ended 30th June 2024 be and are hereby approved.			
	Further resolved that, the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with Related Parties for the financial year ending 30th June 2025 or upto the next annual general meeting.			
	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).			
2.	Agenda item no. 6	No. of ordinary	I/We assent	I/We dissent
	To consider and if deemed fit, to pass the following Special Resolutions with or without modification(s):	shares for which votes cast	to the Resolutions (FOR)	to the Resolutions (AGAINST)
	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:			

- fresh limit of additional investments amounting to Rs.386 Million for equity and Rs.1,000 Million for loans, advances, running finance, guarantee, indemnity, pledge of shares etc. be allocated for the Arif Habib Limited (subsidiary company), subject to the terms and conditions as mentioned in Annexure-B of Statement under Section 134(3), valid for a period upto next annual general meeting, which shall be renewable thereon for further period(s) as specified.
- renewal of following unutilised limits of equity investment, and sanctioned limits of loans / advances / guarantees etc. in associated companies and associated undertakings, for which approval has been sought in previous general meeting(s), as mentioned in detail in the Annexure-C of statement under Section 134(3), for a period upto next annual general meeting, unless specifically approved for a longer period, and shall be renewable thereon for further period(s) as specified.

		Amoun	t in million
		Renewal	Requested
Sr.	Name of Associated Companies & Undertakings	Unutilized Equity Portion	Sanctioned Loan/ Advance/ Guarantee etc.
		PKR	PKR / USD
1.	Javedan Corporation Ltd.	2,059	PKR 3,132
2.	Arif Habib Ltd.	114	PKR 5,500
3.	Fatima Fertilizer Company Ltd.	2,800	PKR 2,000
4.	Rotocast Engineering Co. (Pvt.) Ltd.	300	PKR 500
5.	Arif Habib Dolmen REIT Management Ltd.	1,000	PKR 500
6.	Aisha Steel Mills Ltd.	3,706	PKR 8,103 plus USD 80
7.	Power Cement Ltd.	3,697	PKR 1,500 plus USD 49
8.	Sachal Energy Development (Pvt.) Ltd.	754	PKR 1,000 plus USD 100
9.	Safe Mix Concrete Ltd.	200	PKR 250
10.	REIT Schemes under management of Arif Habib Dolmen REIT Management Ltd.	*11,507	*

Further resolved that, the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 that:

- investments in associated companies transferred pursuant to the sanction of the Scheme of Arrangement by the Honourable High Court of Sindh pertaining to, inter alia, the demerger of certain non-core business, including assets, liabilities and obligations, from Arif Habib Limited (AHL) and the merger / amalgamation of the same with and into Arif Habib Corporation Limited (AHCL), being the holding company of AHL, along with ancillary matters, be and is hereby approved.
- \*unutilized investment limit of Rs.11,507 million for the REIT Schemes under management of Arif Habib Dolmen REIT Management Ltd. (associated company), be hereby approved to be continue to be utilized in any form / nature of investment including equity, loans, advances, running finance, guarantee, indemnity, pledge of

Further resolved that, the Chief Executive and/or any two directors jointly and/or any one director and Chief Financial Officer / Company Secretary jointly, be and are hereby authorized to take and do, and/or cause to be taken or done, any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential to the investment of the Company's funds as above, as and when required at the time of investment, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto.

- Dully filled postal ballot should be sent to the Chairman of Arif Habib Corporation Limited through post at Arif Habib Centre, 23, M.T. Khan Road, Karachi, Pakistan (Attention of the Company Secretary) OR through the registered email address of shareholder at chairman.generalmeeting@arifhabibcorp.com
   Copy of CNIC / Passport No. (in case of foreigner) should be enclosed with the postal ballot form.
   Postal ballot forms through post or email should reach the Chairman by Tuesday, 26th November 2024 before 5:00 p.m. Any postal ballot received after this date and time, will not be considered for voting.
   Signature on postal ballot should match with signature on CNIC / Passport No. (in case of foreigner).

- 5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
- 6. This postal Poll paper is also available for download from the website of Arif Habib Corporation Limited at https://arifhabibcorp.com/announcement.php Shareholders may download the ballot paper from website or use the same ballot paper as published in newspapers.





پرانسی فارم تیسواں سالانہ جز ل اجلاس
<sup>س</sup> مپینی سیکریٹری
عارف حبیب کار پوریشن کمیشد عارف حبیب سینشر
23ءایم ٹی خان روڈ کراچی۔

(تعداد ) عمومی/خصوصی حصص بمطابق سی ڈی سی ا کاونٹ کو،بصورت دیگرسٹی/مسٹما <u>ۃ</u> _ کوبطور مختار (پراکسی ) مقرر کرتا ہوں تا کہ وہ میری جگہ اور میری طرف سے کمپینی کے	يوان سالاندا عبلاسِ عام جو بتاريخ 27 نومبر 2024
_ کوبطور مختار (پراکسی)مقرر کرتا ہوں تا کہ وہ میری جگہ اور میری طرف ہے کمپنی کے	يوان سالاندا عبلاسِ عام جو بتاريخ 27 نومبر2024
	واں سالاندا جلاسِ عام جو بتاریخ 27 نومبر2024
ووٹ ڈالے۔	
2	
نام:	
:	المختس
شناختی کار ژنمبر:	ر نوینیواسٹیمپ
2 نام:ــــ پية:ــــــ	  نمبر:

#### ا لورطى

- وہ رکن جسے اجلاس میں شرکت یا ووٹ کا حق حاصل ہے وہ کسی نا گزیرصورت حال میں اپنی جگہ کسی دوسرے ممبر کو بیرق دے سکتا ہے کہ وہ رکن اس کی پراکسی استعمال کرتے ہوئے اسکے بجائے اجلاس میں شریک ہوسکتا ہے خطاب کرسکتا ہے یا ووٹ کا اندراج کرسکتا ہے۔
  - پراکسی ثابت کرنے کے لئے اسے اپنااصل شاختی کارڈیا پاسپورٹ اورفولیونمبر کودکھانالازمی ہے تا کہ اجلاس میں شرکت کی اجازت ہے قبل اسکی شاخت کی جاسکے۔
  - مئوثر بنانے کے لئے، پراکسی فارم کمپنی کے رجٹر ڈوفتر پر اجلاس سے کم از کم 48 گھنٹے قبل وصول ہونالاز می ہیں۔فارم میں تمام مطلوبہ علومات،رکن کے دستخط اورمہر، نیز دوگواہان کی بنیادی معلومات یعنی نام ہے، دستخط اور شناختی کارڈنمبر کا اندراج ضروری ہے۔
    - انفرادی رکن کی صورت میں اصل اونراور پراکسی کے شاختی کارڈیا یاسپورٹ کی تصدیق شدہ نقول منسلک کرنالازی ہے۔
- پراکسی کے کارپوریٹ ہونے کی صورت میں بورڈ آف ڈائیر کیٹر کی قرار داد ، پاورآ ف اٹارنی ، شناختی کارڈیا پاسپورٹ کی تصدیق شدہ نقول ، پراکسی فارم کے ساتھ منسک کرنالازمی ہے۔