

August 31, 2017

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

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

Subject: Notice of thirteenth annual general meeting 2017

Dear Sir,

Further to our letter dated August 29, 2017, please find enclosed following documents for your record, information and circulation amongst the TREC holders of the Exchange:

- Notice of the Thirteenth Annual General Meeting of the Shareholders of Arif Habib Limited to be held on Saturday, September 23, 2017 at 10:30 a.m. (Annexure – I)

(As published in Business Recorder in English language and in Dunya in Urdu translation on August 31, 2017 in Karachi & Lahore issues of respective newspapers.)

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

Statement under Section 134(3) (Annexure A) is included in the Annual Report of AHL for 2017.)

Kindly acknowledge the receipt.

Thanking you.

Yours sincerely,



Muhammad Taha Siddiqui
CFO & Company Secretary

Notice of Thirteenth Annual General Meeting

Notice is hereby given that the Thirteenth Annual General Meeting of Arif Habib Limited will be held on September 23, 2017 at 10:30 A.M. at Beach Luxury Hotel, M.T. Khan Road, Karachi to transact the following business:

Ordinary Business

- 1) To confirm minutes of the Annual General Meeting held on September 24, 2016.
- 2) To review, consider and adopt audited accounts of the Company together with the auditors' and directors' report thereon including approval of the annexures there to, for the year ended June 30, 2017.
- 3) To elect directors of the Company in accordance to the provision of the section 159 of the Companies Act, 2017. The number of directors to be elected has been fixed at seven by the Board of Directors. Name of directors retiring and eligible to file nominations are as under:
Mr. Zafar Alam, Mr. Muhammad Shahid Ali Habib, Mr. Ali Murtaza Kazmi, Mr. Haroon Usman, Ms. Sharmin Shahid, Ms. Nida Ahsan, Dr. Muhammad Sohail Salat.
- 4) To consider and approve final cash dividend for the year ended June 30, 2017 at PKR 10 per share i.e. 100% as recommended by the Board of Directors.
- 5) To appoint auditors of the Company and fix their remuneration for the financial year 2017-18.

Special Business

- 6) To consider and if deemed fit, pass the following Special Resolutions with or without modification(s):
Investment in Associated Companies & Associated Undertakings:

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

"FURTHER RESOLVED THAT the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 for renewal of following sanctioned limits of loans and advances for which approval has been sought in previous general meetings, in associated companies and associated undertakings as mentioned in the annexed statement under Section 134(3) whereas the renewal of limits will be in the nature of running finance for a period of one year and shall be renewable in next general meeting(s) for further period(s) of one year."

	Name of Companies & Undertakings	Rupees in Million	
		Proposed Amount of Equity	Proposed Amount of Loan / Advance
1	Safemix Concrete Products Limited	158	250

FURTHER RESOLVED THAT the Chief Executive and/or the Company Secretary be and are hereby authorized to take and do and/or cause to be taken or done any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential to the investment of the Company's funds as above as and when required at the time of investment."

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

A Statement under Section 134(3) of the Companies Act, 2017 pertaining to the special business is given on page No. 87 as ANNEXURE-A.

Karachi
August 31, 2017



By order of the Board
Muhammad Taha Siddiqui
Company Secretary

Notes

1. Share transfer books of the Company will remain closed from September 16, 2017 to September 23, 2017 (both days inclusive). Transfers received in order at the office of our registrar: M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahrah-e-Faisal, Karachi, by the close of business on Friday, September 15, 2017 will be treated in time for the determination of entitlement of shareholders to cash dividend and to attend and vote at the meeting.
2. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy who shall have such rights as respects attending, speaking and voting at the meeting as are available to a member.
3. Procedure including the guidelines as laid down in Circular No. I- Reference No. 3(5-A) Misc/ARO/LES/96 dated 26th January 2000 issued by Securities & Exchange Commission of Pakistan:
 - a. 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.
 - b. 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.
 - c. In order to be effective, the proxy forms must be received at the office of our registrar no later than 48 hours before the meeting, duly signed and stamped and witnessed by two persons with their names, address, CNIC numbers and signatures.
 - d. 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.
 - e. 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.
4. Members are requested to submit copies of their CNICs and promptly notify any change in address by writing to the office of the registrar.

E-Voting

1. Member entitled to attend and vote at the meeting may opt to e-vote either by self or e-vote through intermediary or by way of instructions to appoint proxy/execution officer e-voting through intermediary.
2. A member entitled to attend and vote at the meeting may appoint another member and non-members as his / her proxy.
3. In order to be effective, the instructions/proxy forms must be received at the Company's registered office at Arif Habib Centre, 23, M.T. Khan Road, Karachi, no later than 10 days before the meeting (i.e. by the close of business on September 13, 2017), duly signed and stamped and witnessed by two persons with their names, address, CNIC numbers and signatures. Further the same instructions/proxy scanned copy may also be sent to our official email id evoting@arifhabibltd.com
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 along with proxy Form.

Availability of audited financial statements

The audited financial statements of the Company for the year ended June 30, 2017 have been made available on the Company's website (<http://www.arifhabibltd.com>) in addition to annual and quarterly financial statements for the prior years.

Important: Please note that pursuant to the provisions of Finance Act 2016 effective from July 1, 2016, new criteria for withholding of tax on dividend income has been introduced by Federal Board of Revenue (FBR). As per this criteria, 'Filer' and 'Non-Filer' shareholders will pay tax @ 12.5% and 20% respectively. The 'Filer' shareholders will be determined by matching their CNIC/Passport number available in the Active Tax Payers list (ATL) at the FBR website (<http://www.fbr.gov.pk>) from the CNIC/Passport number maintained by their respective Participant/CDC Investor Account Services or by the Company's Share Registrar (in case of physical shareholding). In the same manner, the 'Filer' status of Non-Individual shareholders will be determined by matching their National Tax Numbers (NTN). Shareholders are therefore advised to ensure that they have provided their CNIC/Passport/NTN to their respective Participant/CDC Investor Account Services/Company's Share Registrar and their names are appearing in the ATL available at the FBR 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 items No. 6 of the Notice and comprise of Annexure - A, to be transacted at the Annual General Meeting of the Company.

ANNEXURE-A

Statement under Section 134(3) of the Companies Act, 2017, for decision to make investment under the authority of a resolution passed pursuant to provisions of section 199 of the Act is not implemented either fully or partially:

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

S. No.	Description	Investment in Securities		Loans and Advances	
a)	Total investment approved;	2,000,000,000		500,000,000	
b)	Amount of investment made to date;	800,741,145		-	
c)	"reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and"	Waiting for an appropriate time in the interest of the shareholders for complete utilisation		"Facility is in the nature of running finance and availed as and when needed in the interest of the shareholders"	
d)	"material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company :"	2016	2015	2016	2015
i	Earnings per share	5.50	7.10	5.50	7.10
ii	Net Profit	695,616,000	800,521,000	695,616,000	800,521,000
iii	Shareholders Equity	8,936,538,000	8,745,100,000	8,936,538,000	8,745,100,000
iv	Total Assets	13,060,519,000	14,124,202,000	13,060,519,000	14,124,202,000
v	Break-up value	76.85	38.24	76.85	38.24
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised	Lapsed	Sanctioned	Lapsed

2. Name of associated company / undertaking : MCB - Arif Habib Savings and Investments Limited

S. No.	Description	Investment in Securities		Loans and Advances	
a)	Total investment approved;	500,000,000		-	
b)	Amount of investment made to date;	-		-	
c)	"reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and"	"Waiting for an appropriate time in the interest of the shareholders"		N/A	
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 :"	2016	2015	2016	2015
i	Earnings per share	3.32	3.87	3.32	3.87
ii	Net Profit	239,108,886	278,836,350	239,108,886.00	278,836,350
iii	Shareholders Equity	1,549,228,787	1,505,038,859	1,549,228,787.00	1,505,038,859
iv	Total Assets	2,173,870,897	2,019,331,578	2,173,870,897.00	2,019,331,578
v	Break-up value	38.87	20.90	38.87	20.90
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised	Lapsed	Sanctioned	Lapsed

3. Name of associated company / undertaking : Safe Mix Concrete Products Limited

S. No.	Description	Investment in Securities		Loans and Advances	
		2016	2015	2016	2015
a)	Total investment approved;	250,000,000		250,000,000	
b)	Amount of investment made to date;	92,284,126		-	
c)	"reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and"	Waiting for an appropriate time in the interest of the shareholders for complete utilisation		"Facility is in the nature of running finance and availed as and when needed in the interest of the shareholders"	
d)	"material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company :"				
i	Earnings / (Loss) per share	(1.49)	1.01	(1.49)	1.01
ii	Net Profit / (Loss)	(37,250,757)	21,648,586	(37,250,757)	21,648,586
iii	Shareholders Equity	256,441,019	294,807,813	256,441,019	294,807,813
iv	Total Assets	453,987,266	460,092,312	453,987,266	460,092,312
v	Break-up value	18.62	8.42	18.62	8.42
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:	Unutilised	157,715,874	Sanctioned	250,000,000

Form of Proxy

13th Annual General Meeting

The Company Secretary

Arif Habib Limited
Arif Habib Centre
23-M.T. Khan Road
Karachi.

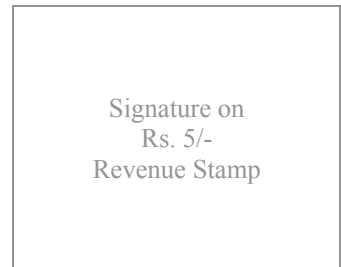
I/we _____ of _____ being a member(s) of Arif Habib Limited holding _____ ordinary shares as per _____ CDC _____ A/c. _____ No. _____ hereby appoint _____ Mr./Mrs./Miss _____ of _____ (full address) _____ or failing him/her Mr./Mrs./Miss _____ of _____ (full address) _____ (being member of the Company) as my/our Proxy to attend, act and vote for me/us and on my/our behalf at the Thirteenth Annual General Meeting of the Company to be held on September 23, 2017 and /or any adjournment thereof.

Signed this _____ day of _____ 2017.

Witnesses:

1. Name : _____
Address : _____
NIC No. : _____
Signature : _____

2. Name : _____
Address : _____
NIC No. : _____
Signature : _____



NOTICE:

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 CNIC or original passport and bring folio number at the time of attending the meeting.
3. In order to be effective, the proxy forms must be received at the office of our Registrar M/s. Central Depository Company of Pakistan Limited, Share Registrar Department, CDC House, 99-B, Block-B, S,M.C.H.S, Shahrah-e-Faisal, Karachi, not later than 48 hours before the meeting duly signed and stamped and witnessed by two persons with their signature, name, address and CNIC number given on the form.
4. In the case of individuals attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
5. In the case of proxy by a corporate entity, Board of Directors resolution/power of attorney and attested copy of the CNIC or passport of the proxy shall be submitted along with proxy Form.



AFFIX
CORRECT
POSTAGE

ARIF HABIB LIMITED

Registrar:

Central Depository Company of Pakistan,
Share Registrar Department, CDC
House, 99-B, Block-B, S.M.C.H.S, Main
Shahra-e-Faisal, Karachi.

Fold : Here

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Form of Proxy for E-Voting

13th Annual General Meeting

The Company Secretary

Arif Habib Limited
Arif Habib Centre
23-M.T. Khan Road
Karachi.

I/we, _____ of _____, holder of _____ Share(s) as per Registered Folio No./CDC A/c. No. _____ hereby opt for e-voting through Intermediary and hereby consent to the appointment of _____ as proxy and will exercise e-voting as per the Companies (E-Voting) Regulations, 2016 and hereby demand for poll for resolutions.

My secured email address is _____, please send login details, password and electronic signature through email.

Signed this _____ day of _____ 2017.

Witnesses:

1. Name : _____
Address : _____
NIC No. : _____
Signature : _____

2. Name : _____
Address : _____
NIC No. : _____
Signature : _____

Signature on
Rs. 5/-
Revenue Stamp

NOTICE:

1. A member entitled to attend and vote at the meeting may appoint another member and non-members as his / her proxy.
2. In order to be effective, the instructions/proxy forms must be received at the Company's registered office address at Arif Habib Centre, 23, M.T. Khan Road, Karachi, no later than 10 days before the meeting (i.e. by the close of business on September 13, 2017), duly signed and stamped and witnessed by two persons with their names, address, CNIC numbers and signatures. Further the same instructions/proxy scanned copy may also be sent to our official email id evoting@arifhabibltd.com.
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Shahra-e-Faisal, Karachi.

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پراسی فارم

13واں سالانہ جنرل اجلاس

کمپنی سیکریٹری

عارف حبیب لمیٹڈ

عارف حبیب سینٹر

23، ایم ٹی خان روڈ

کراچی۔

میں/ہم۔۔۔۔۔ بحیثیت عارف حبیب لمیٹڈ ہولڈنگ کے رکن (اراکین)۔۔۔۔۔ آرڈینری شیئر بمطابق سی ڈی سی اکاؤنٹ نمبر۔۔۔۔۔
اپنی جانب سے مسٹر/مسز/مس۔۔۔۔۔ کو تقرر/برخواست کرتا ہوں۔ ان کا مکمل پتہ۔۔۔۔۔ یا ناکامی
مسٹر/مسز/مس۔۔۔۔۔ کو تقرر/برخواست کرتا ہوں۔ ان کا مکمل پتہ۔۔۔۔۔
بحیثیت رکن کمپنی میری/ہماری، کمپنی کے گیارہویں سالانہ اجلاس میں شرکت اور ووٹ دینے کے لئے، میرے/ہمارے لئے یا ہماری جانب سے
جو کہ 23 ستمبر 2017 کو منعقد ہوا اور یا التوا کا شکار ہوا۔

دستخط:۔۔۔۔۔ بروز/بتاریخ۔۔۔۔۔ 2017۔۔۔۔۔

گواہان:

1	نام:۔۔۔۔۔
2	نام:۔۔۔۔۔
	پتہ:۔۔۔۔۔
	شناختی کارڈ نمبر:۔۔۔۔۔
	دستخط:۔۔۔۔۔

فارم برائے نمائندہ تیرہواں سالانہ اجلاس عام 23 ستمبر 2017ء

اطلاع:

- 1) ایک رکن جو اجلاس میں حاضر ہونے اور ووٹ ڈالنے کا اہل ہے اپنی جگہ کسی اور رکن کو اپنے نمائندے کے طور پر مقرر کر سکتا ہے جو ایسے حقوق جیسے حاضر ہونے، بات کرنے اور اجلاس میں ووٹ ڈالنے کیلئے اہل ہو جائے گا/گی جیسے حقوق ایک رکن کو دستیاب ہیں۔
- 2) نمائندہ اجلاس میں حاضری کے وقت اپنی شناخت کا ثبوت اپنا کمپیوٹرائزڈ قومی شناختی کارڈ دکھا کر یا اصل پاسپورٹ دکھا کر ظاہر کرے گا/گی اور فوٹو نمبر بھی ہمراہ لائے گا/گی۔
- 3) نمائندہ خازن (پراسی فارمز) موثر ہونے کی غرض سے ہمارے رجسٹرار میسرز سینٹرل ڈپازٹری کمپنی آف پاکستان لمیٹڈ، شیئر رجسٹرار ڈپارٹمنٹ، سی ڈی سی ہاؤس، 99-بی، ایس ایم سی ایچ ایس، شارع فیصل، کراچی پر واقع دفتر پر اچھی طرح دستخط اور مرد و استخفاف کی گواہی مع انکے دستخط، نام پتہ اور شناختی کارڈ نمبر جو فارم پر دیا گیا ہے اجلاس کے انعقاد سے زیادہ سے زیادہ 48 گھنٹوں قبل موصول ہونا لازمی ہیں۔
- 4) مستفید ہونے والے مالکان اور نمائندے کے تصدیق شدہ کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ نقول نمائندہ فارم (پراسی فارم) کے ہمراہ ظاہر کرنے ہوئے اگر معاملہ افراد کی صورت میں ہے۔
- 5) اگر معاملہ ایک کاروباری ادارے کی جانب سے نمائندہ (پراسی) کا ہے تو بورڈ آف ڈائریکٹرز قرارداد/مختار نامہ (وکالت نامہ) اور نمائندہ کے کمپیوٹرائزڈ قومی شناختی کارڈ کی تصدیق شدہ نقول یا پاسپورٹ نمائندہ فارم (پراسی فارم) کے ہمراہ لازمی طور پر جمع کرانا ہوگا۔