

September 21, 2017

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

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

Subject: Addendum to the Notice of thirteenth annual general meeting 2017

Dear Sir,

Further to our letter dated August 31, 2017, please find enclosed following documents for your record, information and circulation amongst the TREC holders of the Exchange:

- Addendum to the 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 September 21, 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)

Kindly acknowledge the receipt.

Thanking you.

Yours sincerely,



Muhammad Taha Siddiqui
CFO & Company Secretary

ADDENDUM TO THE NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 23, 2017

The following agenda item as Special Business is being amended in the notice of Thirteenth Annual General Meeting of Arif Habib Limited for seeking shareholders' in the forthcoming AGM to be held on September 23, 2017 at 10:30 A.M. at Beach Luxury Hotel, M.T. Khan Road, Karachi.

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:

"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, 2012" for renewal of the following equity investments limit in Safemix Concrete Products Limited, 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 and "Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012" for renewal of following sanctioned limits of loans and advances in Safe Mix Concrete Products Limited for which approval has been sought in previous general meeting, in associated companies and associated undertakings as mentioned in the annexed statement under Section 134(3) whereas the renewal of limits will be in the nature of running finance for a period of one year and shall be renewable in next general meeting(s) for further period(s) of one year."

	<u>Name of Companies & Undertakings</u>	<u>Amount in Million</u>	
		<u>Proposed Amount of Equity</u>	<u>Proposed Amount of Loan / Advance</u>
1	<i>Safemix Concrete Products Limited</i>	158	250
* It is notified to the members that previously approved limits of equity investments, loans & advances in Javedan Corporation Limited and MCB – Arif Habib Savings and Investments Limited as were approved in the previous general meetings stands lapsed for the financial year June 30, 2018.			

"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."

A Statement under Section 134(3) of the Companies Act, 2017, comprising of Annexure A pertaining to the special business is annexed herewith.

Karachi
Thursday, September 21, 2017


By order of the Board
Muhammad Taha Siddiqui
Company Secretary

BUSINESS RECORDER

Karachi, Thursday 21 September 2017, 29 Zilhij 1438



ADDENDUM TO THE NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 23, 2017

The following agenda item as Special Business is being amended in the notice of Thirteenth Annual General Meeting of Arif Habib Limited for seeking shareholders' in the forthcoming AGM to be held on September 23, 2017 at 10:30 A.M. at Beach Luxury Hotel, M.T. Khan Road, Karachi.

Special Business

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Investment in Associated Companies & Associated Undertakings:

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"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, 2012" for renewal of the following equity investments limit in Safemix Concrete Products Limited, 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 and "Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012" for renewal of following sanctioned limits of loans and advances in Safe Mix Concrete Products Limited for which approval has been sought in previous general meeting, in associated companies and associated undertakings as mentioned in the annexed statement under Section 134(3) whereas the renewal of limits will be in the nature of running finance for a period of one year and shall be renewable in next general meeting(s) for further period(s) of one year."

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

* It is notified to the members that previously approved limits of equity investments, loans & advances in Javedan Corporation Limited and MCB – Arif Habib Savings and Investments Limited as were approved in the previous general meetings stands lapsed for the financial year June 30, 2018.

"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."

A Statement under Section 134(3) of the Companies Act, 2017, comprising of Annexure A pertaining to the special business is also being updated on website for members review.

Karachi
Thursday, September 21, 2017

By order of the Board
Muhammad Taha Siddiqui
Company Secretary

DAILY DUNYA KARACHI

www.dunya.com.pk



جلد نمبر 6	جمعرات 29 ذی الحجہ 1438ھ 21 ستمبر 2017ء	شمارہ نمبر 306
رسول نمبر 357	فون نمبر: 021-111-777-777، 021-111-4030	اسٹریٹ 16 قیمت 13 روپے

Thursday September 21, 2017

DAILY DUNYA LAHORE

www.dunya.com.pk



جلد نمبر 27	جمعرات 29 ذی الحجہ 1438ھ 21 ستمبر 2017ء	شمارہ نمبر 321
رسول نمبر 357	فون نمبر: 042-111-777-777، 042-36296817	اسٹریٹ 16 قیمت 13 روپے

THURSDAY, SEPTEMBER 21, 2017



ضمیمہ تیرھویں سالانہ اجلاس عام منعقدہ 23 ستمبر، 2017

23 ستمبر، 2017 کو صبح 10:30 بجے چیف گلٹری ہوٹل، ایم ٹی خان روڈ، کراچی پر منعقد ہونے والے عارف حبیب لمیٹڈ کے تیرھواں سالانہ اجلاس میں حصص یافتگان کی تلاش میں مندرجہ ذیل ایجنڈا کی بطور خصوصی امور ترمیم کی جارہی ہے۔

خصوصی امور

6۔ مندرجہ ذیل خصوصی قراردادوں پر ترمیم کے ساتھ یا ترمیم کے بغیر غور اور موزوں پانے کی صورت میں منظوری:

قرار پایا کہ:

"قرار پایا کہ سیف کس کنکریٹ پروڈکٹس لمیٹڈ میں غیر استعمال شدہ حصوں تک مندرجہ ذیل ایکویٹی انوسٹمنٹس حد کی تجدید کے لئے رضامندی اور منظوری کمپنیز ایکٹ، 2017 کے سیکشن 199 اور "کمپنیز (ایسوسی ایٹڈ کمپنیز یا ایسوسی ایٹڈ انڈر ٹیکنگز میں سرمایہ کاری) ریگولیشنز، 2012" کے تحت دی گئی ہے جس کے لئے منظوری سیکشن (3) 134 کے تحت مقبوضہ بیان میں مندرج ایسوسی ایٹڈ کمپنیز اور ایسوسی ایٹڈ انڈر ٹیکنگز میں سابقہ اجلاس عام میں دی گئی تھی۔"

"مزید قرار پایا کہ سیف کس کنکریٹ پروڈکٹس لمیٹڈ میں قرضوں اور ایڈوانسز کی مندرجہ ذیل منظور شدہ حد کی تجدید کے لئے رضامندی اور منظوری کمپنیز ایکٹ، 2017 کے سیکشن 199 اور "کمپنیز (ایسوسی ایٹڈ کمپنیز یا ایسوسی ایٹڈ انڈر ٹیکنگز میں سرمایہ کاری) ریگولیشنز، 2012" کے تحت دی گئی ہے جس کے لئے منظوری سیکشن (3) 134 کے تحت مقبوضہ بیان میں مندرج ایسوسی ایٹڈ کمپنیز اور ایسوسی ایٹڈ انڈر ٹیکنگز میں سابقہ اجلاس عام میں دی گئی تھی جبکہ تجدید کی حدود رواں مالیات کی صورت میں ایک سال کی مدت کے لئے ہوگی اور مزید ایک سال کی مدت کے لئے آئندہ اجلاس عام میں قابل تجدید ہوگی۔"

رقم ملین میں			
کمپنیز اور انڈر ٹیکنگز کے نام	ایکویٹی کی مجوزہ رقم	قرض ایڈوانس کی مجوزہ رقم	
1 سیف کس کنکریٹ پروڈکٹس لمیٹڈ	158	250	

* اراکین کو مطلع کیا جاتا ہے کہ جاویداں کارپوریشن لمیٹڈ اور ایم سی بی۔ عارف حبیب سیکورٹیز اینڈ انوسٹمنٹس لمیٹڈ کی ایکویٹی سرمایہ کاری، قرضوں اور ایڈوانسز کی منظوری سابقہ اجلاس عام میں منظوری گئی تھی مالی سال 30 جون، 2018 کے لئے منتقل شدہ ہے۔

"مزید قرار پایا کہ چیف ایگزیکٹو اور ایگزیکٹو سیکریٹری کو سرمایہ کاری کے وقت بر مطابق درج بالا ضرورت کے مطابق تمام اقدامات / ضروری کارروائیاں، ڈیڈز اور معاملات طے کرنے اور کمپنی کے فنڈز میں سرمایہ کاری کے ضمن میں تمام ضروری اور بنجائی اقدامات جو سرمایہ کاری کے موقع پر مطلوب ہوں، انجام دینے کا اختیار دیا جاتا ہے۔"

کمپنیز ایکٹ، 2017 کے سیکشن (3) 134 کے تحت خصوصی امور سے متعلق ضمیمہ اے پر مشتمل ایک بیان اراکین کے جائزے کے لئے ویب سائٹ پر اپلوڈ بھی کیا جا رہا ہے۔

بجگم یورڈ
محمد طلحہ صدیقی
کمپنی سیکریٹری

کراچی
جمعرات، 21 ستمبر، 2017

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

This statement sets out the material facts concerning the Special Business given in Agenda items No. 6 of the Notice and comprise of Annexure - A, to be transacted at the Annual General Meeting of the Company.

S.no	Description	Information
1	INVESTMENT IN SECURITIES	
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	SAFE MIX CONCRETE PRODUCTS LIMITED An associated undertaking due to investments by Arif Habib Limited
2	Purpose, benefits and period of investment	For the benefit of the Company and to earn better returns in the long run on strategic investment by capturing the opportunities on the right time.
3	Maximum amount of investment	Fresh limit of Rs. 158 million is requested for approval. This is in addition to Investment at cost of Rs. 92 million already made upto June 30, 2017.
4	Maximum price at which securities will be acquired	At par/premium/market/overed/negotiated price prevailing on the date of transaction/investment.
5	Maximum number of securities to be acquired	No of securities purchasable under approved limit in accordance with / based on Sr. Nos. 3 & 4 above.
6	Number of securities and percentage thereof held before and after the proposed investment	Before : 7.4 million shares held in the company as on 30 June 2017 After : Increase in securities / percentage in accordance with / based on Sr. No. 3, 4 & 5 above.
7	In case of investment in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired	Rs. 13.52
8	In case of investment in unlisted securities, fair market value of such securities determined in terms of regulation 6(1)	Not Applicable
9	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements	Rs. 10.24
10	Earning per share of the associated company or associated undertaking for the last three years	2016 : Rs. (1.49) 2015 : Rs. 1.01 2014 : Rs. 0.62
11	Sources of fund from which securities will be acquired	From Company's own available liquidity and credit lines
12	Where the securities are intended to be acquired using borrowed funds	
(i)	Justification for investment through borrowings	Company foresee the return on this strategic investment higher than the borrowing cost
(ii)	Detail of guarantees and assets pledged for obtaining such funds	Pledge of listed securities
13	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment	There is no agreement as this will be for capital appreciation Investment

S.no	Description	Information
14	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	No interest in the investee company in capacity as director / shareholder.
15	Any other important details necessary for the members to understand the transaction	Not Applicable
16	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information, is required, namely	
(i)	Description of the project and its history since conceptualization	Not Applicable
(ii)	Starting and expected date of completion of work	Not Applicable
(iii)	Time by which such project shall become commercially operational	Not Applicable
(iv)	Expected time by which the project shall start paying return on investment	Not Applicable

S.no	Description	Information
1	LOANS AND ADVANCES	
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	SAFEMIX CONCRETE PRODUCTS LIMITED An associated undertaking due to investment by Arif Habib Limited
2	Amount of loans or advances	Fresh limit of Rs.250 million is requested for approval. This is in addition to renewal requested separately for the previously sanctioned limit of loan amounting to Rs. 250 million which was unutilised upto June 30, 2017. Above facilities will be in the nature of running finance for a period of one year and shall be renewable in next general meeting(s) for further period(s) of one year(s).
3	Purpose of loans or advances and benefits likely to accrue to the investing company and its members from such loans or advances	To support the functionality , operations and growth of the associate.
4	In case any loan has already been granted to the said associated company or associated undertaking, the complete details thereof	No loan was outstanding as at June 30, 2017
5	Financial position, including main items of balance sheet and profit and loss account of the associated company or associated undertaking on the basis of its latest financial statements	Total Equity, Total assets and Total liability amounting to Rs. 256 million , Rs. 453 million and Rs. 197 million respectively. Gross (Loss)/Profit, (Loss)/Profit before tax and (Loss)/Profit after tax to Rs. 37 million, Rs. (54.8) million and Rs. (37.2) million respectively
6	Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Inter Bank Offered Rate for the relevant period	Average borrowing cost of the investing company is 7.5% in 2016-17
7	Rate of interest, mark up, profit, fees or commission etc. to be charged	Higher than the companys' prevalent average borrowing cost.
8	Sources of funds from where loans or advances will be given	From company's own available liquidity and credit lines
9	Where loans or advances are being granted using borrowed funds	
(i)	Justification for granting loan or advance out of borrowed funds	To support the functionality , operations and growth of the associate.
(ii)	Jetail of guarantees / assets pledged for obtaining such funds, if any	Pledge of listed securities
(iii)	Repayment schedules of borrowing of the investing company	Obtained facilities have different maturity dates upto 30 June 2017.
10	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any	Will be decided with mutual consent at the time of extending the loan.

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