

August 29, 2016

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

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

Subject: Notice of twelfth annual general meeting 2016

Dear Sir,

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

- Notice of the Twelfth Annual General Meeting of the Shareholders of Arif Habib Limited to held on Saturday, September 24, 2016 at 10:30 a.m. (Annexure – I)

(To be published in Business Recorder in English language and in Dunya in Urdu translation on September 2, 2016 in Karachi issue of respective newspapers.)

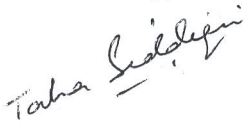
- Statement under Section 160(1)(b) of the Companies Ordinance 1984 pertaining to the special businesses regarding amendment in Articles of Association & Investment in Associates to be transacted in the meeting. (Annexure A & Annexure B)

Statement under Section 160(1)(b) (Annexure A & Annexure B) is included in the Annual Report of AHL for 2016 which will be dispatched to Stock Exchange, Commission and shareholders).

Kindly acknowledge the receipt.

Thanking you.

Yours sincerely,



Muhammad Taha Siddiqui
CFO & Company Secretary

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twelfth Annual General Meeting of Arif Habib Limited will be held on September 24, 2016 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 19, 2015.
- 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, 2016.
- 3) To consider and approve final cash dividend for the year ended June 30, 2016 at Rs. 7.00 per share i.e. 70% as recommended by the Board of Directors.
- 4) To appoint auditors of the company and fix their remuneration for the financial year 2016-17.

Special Business

- 5) To get approval/Consent from shareholders, as per SRO No. 470 dated May 31, 2016 issued by Securities and Exchange Commission of Pakistan (SECP), for the transmission of the annual audited accounts either through CD/DVD/USB or in hard copy (book form).
- 6) To consider and if deemed fit, approve the additions in certain clauses of Articles of Association of the Company as mentioned in the Annexure-A of Statement under Section 160(1)(b); which are to be laid before the members for passing the following resolutions, with or without modifications, as special resolutions:

"RESOLVED THAT subject to the necessary approvals to be obtained from regulators / creditors and any consequent modification thereon, the amendments / additions / deletions in certain Clauses of Articles of Association of the Company which are laid before the members as Annexure-A of Statement under Section 160(1)(b) and forms an integral part of this resolution, be and are hereby approved."

"FURTHER RESOLVED THAT the Chief Executive or / and Company Secretary be and are hereby authorized to complete necessary formalities in connection with amendments in Articles of Association, as modified in the Annual General Meeting or in accordance with the advice of any regulator / creditor."

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

Investment in Associated Companies & Associated Undertakings

"RESOLVED THAT the consent and approval be and is hereby accorded under Section 208 of the Companies Ordinance, 1984 and "the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012" for renewal of 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 Annexure-B of statement under Section 160(1)(b)."

"FURTHER RESOLVED THAT the consent and approval be and is hereby accorded under Section 208 of the Companies Ordinance, 1984 and "Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012" for renewal of following sanctioned limits of loans and advances for which approval has been sought in previous general meeting, in associated companies and associated undertakings as mentioned in the Annexure-B of statement under Section 160(1)(b) 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."

Rupees in Million

	Name of Companies & Undertakings	Renewal Requested	
		Unutilized Equity Portion	Sanctioned Loan/ Advance/Guarantee
1	Safemix Concrete Products Limited	250	250
2	Javedan Corporation Limited	1,532	500
3	MCB-Arif Habib Savings and Investments Limited	500	-

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

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

A Statement under Section 160(1)(b) of the Companies Ordinance, 1984 comprising of Annexure-A and Annexure-B pertaining to the special business is given on page No. 78 to 81.

Karachi
Friday, September 2, 2016

Taha Siddiqui

By order of the Board
Muhammad Taha Siddiqui
Company Secretary

Notes:

1. Share transfer books of the company will remain closed from September 17, 2016 to September 24, 2016 (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 16, 2016 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. 1- 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.

Availability of audited financial statements

The audited financial statements of the Company for the year ended June 30, 2016 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 Active Tax Payers list (ATL) at 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 ATL available at FBR website.

STATEMENT UNDER SECTION 160(1)(B) OF THE COMPANIES ORDINANCE 1984

This statement sets out the material facts concerning the Special Business given in Agenda items No. 6 & 7 of the Notice and comprise of Annexure-A and Annexure-B, to be transacted at the Annual General Meeting of the Company

"STATEMENT UNDER SECTION 160(1)(B) OF THE COMPANIES ORDINANCE 1984
ARIF HABIB LIMITED
PROPOSED AMENDMENTS IN ARTICLES OF ASSOCIATION

The Board of Directors has recommended to update the Articles of Association of the Company in order to incorporate provisions pertaining to e-voting, video conferencing and circulation of audited accounts to the members through CD/DVD/USB/email in light of various regulations, circulars and notifications of the Securities and Exchange Commission of Pakistan.

Clause	Existing Provision	Proposed Provision	Remarks
60A	-	The Company may provide video conference facility to its members at places other than the town in which general meeting is taking place after considering the geographical dispersal of its members, subject to the condition that members collectively holding ten percent (10%) or more shareholding residing at a geographical location provide their consent to participate in the general meeting through video conference at least ten (10) days prior to the date of the general meeting. The Company shall arrange video conference facility in that city subject to availability of such facility in that city. The Company shall intimate to members regarding venue of video conference facility at least five (5) days before the date of the general meeting along with complete information necessary to enable them to access such facility. The quorum as required under the Ordinance as well as Chairman of the general meeting shall be present at the place of the general meeting.	New Clause
75A	-	A member may opt for e-voting in a general meeting of the Company under the provisions of the Companies (E-Voting) Regulations, 2016 (including any statutory modification thereof), as amended from time to time. In the case of e-voting, both members and non-members can be appointed as proxy. The instruction to appoint execution officer and option to e-vote through intermediary shall be required to be deposited with the Company, at least ten (10) days before holding of the general meeting, at the Company's registered office address or through email. The Company will arrange for e-voting if the Company receives demand for poll from at least five (5) members or by any member having not less than one tenth of the voting power.	New Clause as per the Companies (E-Voting) Regulations, 2016
79A	-	An instrument of proxy in relation to e-voting shall be in the following form: I/We, _____ of _____, being a member of _____, holder of _____ Shares(s) as per Register Folio No. _____ hereby opt for e-voting through Intermediary and hereby consent to the appointment of Execution Officer _____ 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. ----- Signature of member (Signature should agree with the specimen signature registered with the Company) Signed in the presence of: _____ Signature of Witness _____ Signature of Witness The proxy e-voting form shall be required to be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.	New Clause as per the Companies (E-Voting) Regulations, 2016

Clause	Existing Provision	Proposed Provision	Remarks
100A	-	The Directors of the Company may participate in the Board of Directors' meetings, whether in Pakistan or abroad, through tele/video conferencing. The draft minutes of the meeting shall be sent to those Director(s) who had participated in the proceedings of the meeting through tele/video conference, for his/their confirmation. Thereafter, the minutes shall be signed by the Chairman of the meeting.	New Clause
134A	-	The Company may, after obtaining prior written consent from members, circulate notices of the general meeting and the annual balance sheet and profit and loss account, auditors' report and directors' report (annual audited accounts) to its members through email. Further, subject to the consent of the members obtained in the general meeting, circulate the annual balance sheet and profit and loss account, auditors' report and directors' report (annual audited accounts) to its members through CD/DVD/USB at their registered addresses. However, if a member prefers to receive hard copies for all the future annual audited accounts then such preference of the member shall be given to the Company in writing and thereafter the Company shall provide hard copies of all the future annual audited accounts to such member.	New Clause as per S.R.O 470 (I)/2016 dated May 31, 2016 issued by SECP.

ANNEXURE-B

Statement under Section 160(1)(b) of the Companies Ordinance, 1984, in compliance with Regulation 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012, for decision to make investment under the authority of a resolution passed pursuant to provisions of section 208 of the Ordinance 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;	467,741,145		-	
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 :	2015	2014	2013	2012
i	Earnings / (Loss) per share	7.10	14.48	7.10	14.48
ii	Net Profit / (Loss)	800,521,000	842,277,000	800,521,000	842,277,000
iii	Shareholders Equity	8,745,100,000	6,903,235,000	8,745,100,000	6,903,235,000
iv	Total Assets	14,124,202,000	12,890,840,000	14,124,202,000	12,890,840,000
v	Break-up value	38.24	61.30	38.24	61.30
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E. :	Un-utilised	1,532,258,855	Sanctioned	250,000,000

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 :	2015	2014	2013	2012
i	Earnings / (Loss) per share	3.87	2.19	3.87	2.19
ii	Net Profit / (Loss)	278,836,350	157,649,698	278,836,350.00	157,649,698
iii	Shareholders Equity	1,505,038,859	1,273,028,929	1,505,038,859.00	1,273,028,929
iv	Total Assets	2,019,331,578	1,411,536,548	2,019,331,578.00	1,411,536,548
v	Break-up value	20.90	18.80	20.90	17.68
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E. :	Un-utilised	500,000,000	Sanctioned	N/A

3 Name of associated company / undertaking : Power Cement Limited

S. No.	Description	Investment in Securities		Loans and Advances	
a)	total investment approved;	500,000,000		500,000,000	
b)	amount of investment made to date;	8,368,000		-	
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 :	2014	2013	2014	2013
i	Earnings / (Loss) per share	1.19	(0.20)	1.19	(0.20)
ii	Net Profit / (Loss)	433,833,000	(73,909,000)	433,833,000.00	(73,909,000.00)
iii	Shareholders Equity	1,862,170,000	1,428,542,000	1,862,170,000.00	1,428,542,000.00
iv	Total Assets	5,988,209,000	5,785,815,000	5,988,209,000.00	5,785,815,000.00
v	Break-up value	5.09	3.91	5.09	3.91
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E. :	Un-utilised	To be lapsed	Sanctioned	To be lapsed

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

S. No.	Description	Investment in Securities		Loans and Advances	
a)	total investment approved;	250,000,000		250,000,000	
b)	amount of investment made to date;	8,368,000		-	
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 :	2014	2013	2014	2013
i	Earnings / (Loss) per share	1.04	0.68	1.04	0.68
ii	Net Profit / (Loss)	22,262,785	13,546,182	22,262,785	13,546,182
iii	Shareholders Equity	298,127,012	225,864,227	298,127,012	225,864,227
iv	Total Assets	458,307,524	387,934,327	458,307,524	387,934,327
v	Break-up value	11.93	11.29	11.93	11.29
	RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E. :	Un-utilised	250,000,000	Sanctioned	250,000,000