

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th Annual General Meeting of the members of the Company will be held on Monday, September 26, 2016 at 11:30 a.m. at The Institute of Chartered Accountants of Pakistan (ICAP) Auditorium Hall, D-31/8, Chartered Accountants Avenue, Clifton, Karachi to transact the following business.

ORDINARY BUSINESS:

1. To confirm the minutes of the Annual General Body Meeting held on October 03, 2015.
2. To receive and adopt the Director's Report and Audited Financial Statements of the Company for the year ended June 30, 2016.
3. To approve the Final Cash Dividend for the year ended June 30, 2016 @ 20% i.e. Rs.1.00 per share of Rs.5 each to the members as recommended by the Board of Directors.
4. To appoint Auditors for the year ending on June 30, 2017 and fix their remuneration.
5. To transact such other business as may be placed before the meeting with the permission of the Chairman.

SPECIAL BUSINESS:

6. To authorize the Company, subject to the approval of the Securities and Exchange Commission of Pakistan, to transmit its quarterly accounts by placing the same on the Company's website instead of circulating by post to the Shareholders, as and by way of passing the following ordinary resolution:

RESOLVED THAT subject to all prior necessary approvals as stipulated by the regulatory authorities, the Company be and is hereby authorised to transmit its quarterly accounts by placing the same on the Company's website instead of circulating by post to the Shareholders.

FURTHER RESOLVED that the Company Secretary be and is hereby authorised to do all necessary acts, deeds and things in connection therewith and ancillary thereto as may be required or expedient to give effect to the spirit and intent of the above resolution.

By Order of the Board

Ali Asghar Rajani
Company Secretary

Karachi: 23 August 2016

NOTES:

- i. The share transfer books of the Company will remain closed from September 19, 2016 to September 26, 2016 (both days inclusive).
- ii. A member of the company entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies must be received at the Company's Share Registrar office not later than 48 hours prior to the meeting.
- iii. The CDC account / Sub account holders are requested to bring with them their Computerized National Identity Cards (CNIC) along with the participant(s) ID number and their account numbers at the time of attending the AGM in order to facilitate identification of the respective shareholders. In case of corporate entity, the Board of Directors Resolution / Power of attorney with specimen signature must be produced at the time of meeting.
- iv. The shareholders are requested to promptly communicate any change in their address to our Share Registrar: M/s. THK Associates (Pvt.) Limited and provide the Zakat declaration / Valid Tax Exemption Certificate (if any) immediately along with contact details.
- v. Pursuant to the directives of the Securities & Exchange Commission of Pakistan, CNIC number is mandatory required to be mentioned on dividend warrants. Shareholders holding share certificate are therefore requested to submit a copy of their valid CNIC, if not already provided to M/s. THK Associates (Pvt.) Limited, 2nd Floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road, Karachi (the Share Registrar). In case of non-receipt of the copy of valid CNIC, Habib - ADM Limited would be unable to comply with SRO 831 (1) 2012 dated July 05, 2012 of SECP and therefore will be constrained under Section 251(2)(a) of the Companies Ordinance, 1984 to withhold dispatch of dividend warrant of such Shareholders.
- vi. The Government of Pakistan through Finance Act, 2016 has made certain amendments in 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:

(a) For filers of income tax returns	12.5%
(b) For non-filers of income tax returns	20.0%

To enable the Company to make tax deduction on the amount of cash dividend @12.5% instead of 20.0%, all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date for payment of the cash dividend, otherwise tax on their cash dividend will be deducted @ 20.0% instead of 12.5%.

For Shareholders holding their shares jointly, as per the clarification issue by the Federal Board of Revenue, withholding tax will be determined separately on 'Filer/Non-Filer' status of Principle shareholders as well as joint-holder(s) based on their shareholding proportions. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of Principle shareholder and Joint-holder(s) in respect of shares held by them to our share registrar, in writing as follows:

Company Name	Folio/CDC Account No.	Total Shares	Joint Shareholders			
			Name of CNIC #	Shareholding Proportion (No. of Share)	Name of CNIC #	Shareholding Proportion (No. of Share)

The Corporate shareholders having CDC account are required to have their National Tax Number (NTN) updated with their respective participants, whereas physical shareholders should send a copy of their NTN certificate to the Company or Company's Share Registrar M/s. THK Associates (Pvt.) Limited. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective Folio numbers.

For any query / clarification / information, the shareholder may contact the Company. and/or the Share Registrar at the following addresses:

Company Address:

Habib - ADM Limited
 2nd Floor, UBL Building, I.I. Chundrigar Road, Karachi.
 Phone: (+92-21) 32411887 Fax: (+92-21) 32414581
 e-mail: habib-adm@cyber.net.pk

Share Registrar Address:

M/s. THK Associates (Pvt.) Limited
 2nd Floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road, Karachi-75530
 UAN: (021) 111-000-322 Fax: (021) 35655595 e-mail: secretariat@thk.com.pk

PROXY FORM

I/We _____

of _____

being a member(s) of HABIL-ADM LIMITED, and a holder of _____

Ordinary Shares as per Share Register Folio Number _____

and/or CDC Account and participant's I.D. Numbers _____

hereby appoint _____ Folio No. _____ of _____

or failing him/her _____ Folio No. _____ of _____

another member of HABIL-ADM LIMITED as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on September 26, 2016, and at any adjournment thereof.

Signed this _____ Day of _____

Revenue Stamp
Five
Rupees

SIGNATURE OF MEMBER(S)

(Signature should agree with the specimen signature registered with the Company)