

# ARIF HABIB EQUITY (PVT.) LTD.

## SCHEDULE II Disclosure under section 109 (2) of the Act [Regulation 4(1)]

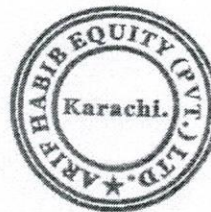
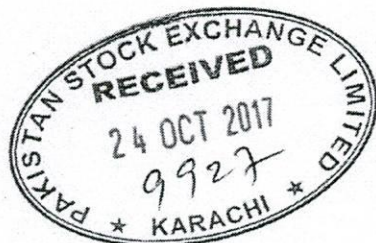
24<sup>th</sup> October 2017

<b>The General Manager</b> Pakistan Stock Exchange Limited Stock Exchange Building Stock Exchange Road Karachi	<b>The Chief Executive</b> Power Cement Limited Arif Habib Centre 23 M. T. Khan Road Karachi	<b>The Director (MSW/BO),</b> Securities Market Division, Securities and Exchange Commission of Pakistan NIC Building, 63 Jinnah Avenue, Blue Area Islamabad
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**Subject: Disclosure of exempted Transactions pursuant to section 109 of the Securities Act, 2015**

### Part - A

1. It is reported pursuant to Section 109 of the Securities Act, 2015 read with regulation 4 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017, that on 20-Oct-2017, 207,778,060 ordinary shares being 21.67% of the paid-up voting shares of Power Cement Limited (POWER) have been transferred to M/s. Arif Habib Equity (Private) Limited from M/s International Complex Projects Limited pursuant to the order of the High Court of Sindh dated 31<sup>st</sup> 2017 sanctioning Scheme of Arrangement dated 4<sup>th</sup> April 2016 under sections 284 to 288 of the Companies Ordinance, 1984 (repealed) signed between M/s. International Complex Projects Limited (ICPL) and Arif Habib Equity (Private) Limited (AHEPL). This transaction does not attract part IX of the Act (except reporting) in terms of section 109(1)(e) and section 109(1)(h) of the Act.
2. Before this acquisition Arif Habib Equity (Private) Limited was holding NIL shares and NIL % shares of the Company. After abovementioned acquisition total shareholding of AHEPL in POWER is 207,778,060 shares, which represent 21.67% of the total issued voting shares of the POWER.



# **ARIF HABIB EQUITY (PVT.) LTD.**

## **Part – B**

### **Particulars of the Acquirer(s)**

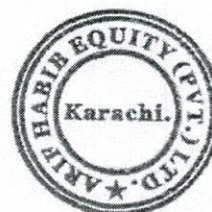
[This list is not intended to be exhaustive. The acquirer must disclose any information which is important to the shareholders of the company of which the shares have been acquired]

#### **3. If acquirer(s) is a Fund/company etc.**

i)	Name and registered address of the acquirer.	Arif Habib Equity (Private) Limited Arif Habib Centre 23 M. T. Khan Road Karachi
ii)	CUIN	0047484
iii)	Date of incorporation.	18 <sup>th</sup> May 2004
iv)	Jurisdiction of incorporation.	CRO Karachi
v)	The authorized and issued share capital.	<b>Before sanctioning of scheme :</b> Authorised : Rs.200,000,000 Issued : Rs.200,000,000  <b>After sanctioning of scheme :</b> Authorised : Rs.270,000,000 Issued : Rs.267,265,710
vi)	Names and addresses of sponsors or persons having control over the acquirer.	Muhammad Arif Habib House # 86/2, Street # 10, Khayaban-e-Saher, DHA Phase-VI, Karachi
vii)	Names and addresses of board of directors of acquirer(s).	Abdus Samad – Chief Executive House # 86/2, Street # 10, Khayaban-e-Saher, DHA Phase-VI, Karachi  Muhammad Kashif - Director House # 86/2, Street # 10, Khayaban-e-Saher, DHA Phase-VI, Karachi

#### **4. If acquirer(s) is an individual - NOT APPLICABLE**

- (i) Name(s) and address(es) of each acquirer.
- (ii) CNIC number(s) or Passport or NICOP number.



*[Handwritten signature]*

# **ARIF HABIB**

## **EQUITY (PVT.) LTD.**

### **Part - C**

Particulars of persons acting in concert (vide section 108(d) of the Act).

- (i) In case of Fund/company, all details at Para 3.
- (ii) In case of individual, all details at Para 4.

(i)	Name and address of acquirer. (Sponsor if deemed to be acting in concert)	Muhammad Arif Habib House # 86/2, Street # 10, Khayaban-e- Saher, DHA Phase-VI, Karachi
(ii)	CNIC number	42301-1015651-1

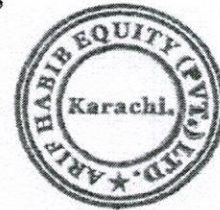
- (iii) Number of shares held by the person acting in concert :  
227,719,000 Ordinary Shares of POWER

### **Part - D**

Detail, if the Acquirer / person acting in concert has representation on the board of directors of the target company

- (i) The directors of AHEPL were already included on the Board of POWER prior to the subject transfer. Their names and addresses are disclosed in point # 3(vii) above. Their CNIC numbers are below.
- (ii) - Mr. Abdus Samad : 42000-0548037-1  
- Mr. Muhammad Kashif : 42000-0548038-3

Signature : \_\_\_\_\_  
Designation : Company Secretary  
Date : 24<sup>th</sup> October 2017  
Website address of the acquirer : Not Applicable



cc :

<b>The Executive Director (Enforcement)</b> Securities and Exchange Commission of Pakistan NIC Building, 63 Jinnah Avenue, Blue Area Islamabad	<b>The Director / Head of Department</b> Surveillance, Supervision and Enforcement Department Securities and Exchange Commission of Pakistan NIC Building, 63 Jinnah Avenue, Blue Area Islamabad
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