

Notice of Extra Ordinary General Meeting

to be held on Wednesday, 21st September 2022 at 4:30 p.m.

at PSX Auditorium, Stock Exchange Building, Stock Exchange Road, Karachi.



Arif Habib Corp

Notice of Extra Ordinary General Meeting

Notice is hereby given that an Extra Ordinary General Meeting [EOGM] of the Shareholders of Arif Habib Corporation Limited (“the Company”) will be held on Wednesday, **21st September 2022 at 4:30 p.m.** at PSX Auditorium, Stock Exchange Building, Stock Exchange Road, Karachi as well as through Electronic means / Video link facility to transact the following business:

Ordinary Business

- 1) To confirm minutes of the Annual General Meeting held on 28th October 2021.
- 2) To elect directors of the Company in accordance with the provisions of Section 159 of the Companies Act 2017 (Act) for a term of three years commencing from 22nd September 2022. The number of the directors to be elected has been fixed at eight by the Board of Directors. Names of the present eight directors retiring on 21st September 2022 and eligible to file nominations are as under:

- | | |
|--------------------------|------------------------|
| 1. Mr. Asadullah Khawaja | 2. Mr. Arif Habib |
| 3. Mr. Sirajuddin Cassim | 4. Mr. Nasim Beg |
| 5. Mr. Samad A. Habib | 6. Mr. Kashif A. Habib |
| 7. Mr. Muhammad Ejaz | 8. Ms. Zeba Bakhtiar |

Any Other Business

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

A Statement under Section 166(3) of the Companies Act 2017 pertaining to the material facts is being sent to the shareholders along with this notice.

Karachi: 31st August 2022

By order of the Board
Manzoor Raza
Company Secretary

NOTES:

1. Share transfer books of the Company will remain closed from **14th September 2022** to **21st September 2022** (both days inclusive). Transfers received in order at the office of our registrar: CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahrah-e-Faisal, Karachi [AHCL's Share Registrar (CDCSRSL)], by the close of business on Tuesday, 13th September 2022 will be treated in time for the determination of entitlement of shareholders 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:
 - (i) 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.
 - (ii) 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.
 - (iii) In order to be effective, the proxy forms must be received at the office of AHCL's share Registrar (CDCSRSL) not later than 48 hours before the meeting, duly signed and stamped and witnessed by two persons with their names, address, NIC numbers and signatures.
 - (iv) 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.
 - (v) 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 alongwith 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 AHCL's Share Registrar (CDCSRSL).
5. **Online Participation in EOGM:** In the wake of prevailing situation due to pandemic, SECP has instructed listed companies to modify their usual planning for General Meetings for the safety and wellbeing of the shareholders and public at large. Accordingly, in order to maximize the member's participation, the Company is convening this EOGM via video link in addition to holding physical meeting with shareholders.

The Company has made arrangements to ensure that all participants, including shareholders, can

also participate in the EOGM proceeding via video link. Accordingly, those members who desire online participation in the EOGM are requested to register themselves by sending an email along with following particulars and valid copy of both sides of their CNIC at corporate.affairs@arifhabibcorp.com with subject of ‘Registration for AHCL EOGM 2022’ not less than 48 hours before the time of the meeting:

Name of Shareholder	CNIC No.	Folio No. CDC Account No.	Cell No.	Email address

Video Link to join the EOGM will be shared with only those Members whose emails, containing all the required and correct particulars, are received at corporate.affairs@arifhabibcorp.com. The Shareholders can also provide their comments and questions for the agenda items of the EOGM on this email address and WhatsApp Number 0311-2706624.

6. **Provision of Video Link Facility** : If the Company receives a demand (at least 7 days before the date of meeting) from shareholder(s) holding an aggregate 10% or more shareholding residing in any other city, to participate in the meeting through video link, the Company will arrange video link facility in that city.

Shareholders, who wish to participate through video-link facility, are requested to fill in Video Link Facility Form available at Company's website and send a duly signed copy to the Registered Address of the Company. It may be noted that no person other than the member or proxy holder can attend the meeting through video link facility.

7. **E-Voting / Voting by Postal Ballot** : If the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Companies Act, 2017, then the Company shall provide its members with options of e-voting or voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.

Shareholders who wish to participate through e-voting, kindly provide immediately through a letter duly signed by them, i.e. Name, Folio/ CDC Account No., E-mail address, contact number to AHCL's Share Registrar (CDCSRSL).

Important:

8. **Contesting Election of Directors** : Any person (including a retiring Director) who seeks to contest election of directors shall file with the Company at its registered office, Arif Habib Centre, 23, M. T. Khan Road, Karachi, not later than 14 days before the said meeting his / her intention to offer himself / herself for the election of the directors in terms of Section 159(3) of the Companies Act, 2017 together with :

- (i) Notice of his / her intention to stand for election, along with duly completed and signed Form 28 giving his / her consent to act as Director of the Company if elected (under

Section 167(1) of the Companies Act, 2017), and certify that he / she is not ineligible to become a Director under any applicable laws, Rules and Regulations; and that he / she confirms to hold the qualification shares in accordance with Article 89 of the Articles of Association of the Company.

- (ii) Detailed profile along with office address to be placed on the Company's website seven days prior to the date of election in term of SECP's SRO 1196(I)/2019 of 3rd October 2019.
- (iii) Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria as set out in the Companies Act, 2017 and rules and regulations issued thereunder, to act as the director (or independent director, if applicable) of a listed company.
- (iv) Attested copy of valid CNIC and NTN.
- (v) Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019.
- (vi) Undertaking on non-judicial stamp paper that he / she meet the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

9. **Provision of Information by Shareholders** : To comply various statutory requirements, and to avoid any non-compliance of law or any inconvenience in future, all shareholders are hereby advised to coordinate / update their records with their respective Participant / CDC Investor Account Services / AHCL's Share Registrar (CDCSRSL) in connection with following :

- Submission of copies of their valid / updated CNIC / NTN Certificate / Zakat Declaration (Exemption) Form / Tax Exemption Certificate
- Provision of valid bank account details / IBAN in order to enable the Company to pay any future cash dividends
- Provision of details of previous unclaimed dividend, if any.
- In case of a Joint account, shareholding proportions of Principal shareholder and Joint Holder(s)
- Convert their physical shares into scrip less form, which will also facilitate the shareholders having physical shares in many ways, including safe custody, efficient trading and convenience in other corporate actions.
- Provision of mandatory registration details in terms of Section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulations, 2018.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT 2017

Section 166 of the Companies Act 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

Being a listed company, Arif Habib Corporation is required to have at least two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the Company shall ensure that at least two independent directors are elected in accordance with the procedures for election of directors laid down in Section 159 of the Companies Act 2017.

After the contestants file their notice / intention to stand for elections, the Company shall apply following criteria for choosing the appointee for appointment as independent director :

- Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP.
- Respective competencies, diversity, skill, knowledge and experience of the election contestants shall be assessed.
- The company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.

Form of Proxy

Extra Ordinary General Meeting

The Company Secretary
Arif Habib Corporation Limited
Arif Habib Centre
23, M.T. Khan Road,
Karachi.

I/we _____ of _____ being a member(s) of
Arif Habib Corporation 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 vote for me/us and on my/ our behalf at the Extra Ordinary
General Meeting of the Company to be held on Wednesday 21st September 2022 and/or any adjournment thereof.

Signed this _____ day of _____ 2022

Witnesses:

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

Signature
Revenue Stamp

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

NOTES:

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 original CNIC / Passport and bring folio number at the time of attending the meeting.
3. In order to be effective, the proxy Form must be received at the office of our Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99-B, S.M.C.H.S, Main Shakra-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.

نوٹس برائے غیر معمولی اجلاس عام

نوٹس ہذا کے ذریعے مطلع کیا جاتا ہے کہ عارف حبیب کارپوریشن لمیٹڈ (کمپنی) کے حصص یافتگان کا غیر معمولی اجلاس عام (EOGM) بروز بدھ 21 ستمبر 2022 کو شام 4:30 بجے پاکستان اسٹاک ایکسچینج آڈیٹوریم، اسٹاک ایکسچینج بلڈنگ، اسٹاک ایکسچینج روڈ، کراچی میں بمعدہ الیکٹرونک ذرائع/ وڈیولنک کی سہولت کے ساتھ مندرجہ ذیل امور کی انجام دہی کے لئے منعقد کیا جائے گا۔

عمومی امور:

- (1) سالانہ اجلاس عام منعقدہ 28 اکتوبر 2021 کی کارروائی کی توثیق۔
- (2) کمپنیز ایکٹ مجریہ 2017 کی دفعہ 159 کی شقوں کے مطابق کمپنی کے ڈائریکٹرز کا تین سالہ مدت کے لئے انتخاب جس کا آغاز 22 ستمبر 2022 سے ہوگا۔ بورڈ آف ڈائریکٹرز کی جانب سے قابل انتخاب ڈائریکٹرز کی تعداد آٹھ (8) مقرر کی جا چکی ہے۔ 21 ستمبر 2022 کو ریٹائر ہونے والے موجودہ آٹھ ڈائریکٹرز، جو دوبارہ تفری کے اہل ہیں، کے نام درج ذیل ہیں:

- | | |
|-------------------------|-----------------------|
| 1- جناب اسد اللہ خواجہ | 2- جناب عارف حبیب |
| 3- جناب سراج الدین قاسم | 4- جناب نسیم بیگم |
| 5- جناب صداع حبیب | 6- جناب کاشف اے حبیب |
| 7- جناب محمد اعجاز | 8- محترمہ ربیہ بختیار |

دیگر امور:

- (3) چیئرمین کی اجازت سے دیگر کسی امور کی انجام دہی۔
- کمپنیز ایکٹ مجریہ 2017 کی دفعہ 166(3) کے تحت اہم امور سے متعلق ایک بینائی نوٹس ہذا سے منسلک کر کے حصص یافتگان کو ارسال کیا جا رہا ہے۔

بلکم بورڈ
منظور رضا
کمپنی سیکریٹری

کراچی 31 اگست 2022

نوٹ:

- 1- کمپنی کی منتقلی حصص کی کتب 14 ستمبر 2022ء تا 21 ستمبر 2022ء (بشمول دونوں دن) بند رہیں گی، ہمارے رجسٹر اریمریزی ڈی سی شیئرز رجسٹر اریمر و سز لمیٹڈ کے دفتر واقع سی ڈی سی ہاؤس، 99 بی، بلاک بی ایس ایم سی ایچ ایل مین شاہراہ فیصل، کراچی (AHCL کے شیئرز رجسٹر (CDSCRSL)) کو منگل 13 ستمبر 2022ء کو اختتام کار تک موصول ہونے والی منتقلیاں اجلاس ہذا میں شرکت اور رائے وہی کیلئے حصص یافتگان کے استحقاق کے تعین کیلئے بروقت سمجھی جائیں گی۔
- 2- اجلاس ہذا میں شرکت اور رائے وہی کا/کی اہل ممبر اپنی جانب سے شرکت اور رائے وہی کے لیے دوسرے ممبر کو اپنا پروکسی مقرر کر سکتا/ کر سکتی ہے جسے ممبر کی طرح تمام حقوق حاصل ہوں گے۔
- 3- سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے جاری کردہ سرکل نمبر 1 ریفرنس نمبر 3 (اے) (متفرق اے آر او/ ایل ای ایس/ 96 مورخہ 26 جنوری 2000ء میں درج ہدایات سمیت طریقہ کار:
- (i) ممبران، پراکسیوں یا نامزد افراد کو اپنی شناخت کے لیے اجلاس میں شرکت کے موقع پر اصل قومی شناختی کارڈ یا اصل پاسپورٹ پیش کرنا ہوگا اور اپنا فوٹو نمبر ہمراہ لانا ہوگا۔
- (ii) کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/ پاور آف اٹارنی اور نامزد فرد کے قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ کاپی (اگر پہلے فراہم نہ کی گئی ہو) اجلاس کے موقع پر پیش کرنے ہوں گے۔

(iii) مؤثر العمل ہونے کے لیے، پروکسی فارم دستخط اور مہر شدہ اور دو گواہوں کے نام، پتہ قومی شناختی کارڈ نمبر اور دستخط کے ساتھ اجلاس کے انعقاد سے کم از کم 48 گھنٹے قبل AHCL کے شیئر رجسٹرار (CDCSRL) کے دفتر پر موصول ہو جانے چاہئیں۔

(iv) انفرادی صورت میں تین فیضیل انزاور پر کسی کے قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ کاپیاں پر کسی فارم کے ہمراہ منسلک کرنی ہوں گی۔

(v) کارپوریٹ ادارے کے پروکسی ہونے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/ پاور آف اتارنی اور پروکسی کے قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ کاپی پر کسی فارم کے ہمراہ جمع کرانی ہوگی۔

4- ممبران سے درخواست ہے کہ پتے میں کسی قسم کی تبدیلی سے تحریری طور پر AHCL کے شیئر رجسٹرار (CDCSRL) کے دفتر کو فوری مطلع کریں اور اپنے سی این آئی سی کی کاپی فوری طور پر فراہم کریں۔

5- غیر معمولی اجلاس عام میں آن لائن شرکت: وہائی صورت حال کے باعث ایس ای سی پی نے کمپنیوں کو حصص یافتگان اور عوام کے تحفظ کیلئے معمول کے مطابق اجلاس عام کے انعقاد میں تبدیلی کی ہدایات جاری کی ہیں لہذا کمپنی اس غیر معمولی اجلاس عام میں ممبران کی زیادہ سے زیادہ شرکت کو یقینی بنانے کے لیے ان کی بذات خود موجودگی کے ساتھ ساتھ وڈیولنک کے ذریعے شرکت کی سہولت فراہم کر رہی ہے۔

کمپنی نے یہ بندوبست بھی کیا ہے کہ تمام شرکا بشمول شیئر ہولڈرز وڈیولنک کے ذریعے اجلاس ہذا میں شرکت کریں۔ آن لائن شرکت کے متنی ممبران سے درخواست ہے کہ مندرجہ ذیل کوائف اور سی این آئی سی کی (دونوں اطراف) کاپی کے ہمراہ corporate.affairs@arifhabibcorp.com پر بذریعہ ای میل برائے ”رجسٹریشن اے ایچ سی ایل- EOGM 2022“ کے عنوان سے اجلاس ہذا کے انعقاد سے کم از کم اٹالیس (48) گھنٹے قبل رجسٹریشن کرالیں۔

شیئرز ہولڈر کا نام	سی این آئی سی نمبر	فولیو نمبر/ سی ڈی سی/ اکاؤنٹ نمبر	موبائل نمبر	ای میل ایڈریس

EOGM میں شرکت کیلئے وڈیولنک صرف ان ممبران کیلئے کھولا جائیگا جن کے تمام مطلوبہ درست کوائف پر مشتمل ای میل corporate.affairs@arifhabibcorp.com پر موصول ہوگی۔ حصص یافتگان مذکورہ ای میل ایڈریس اور وائس ایپ نمبر 0311-2706624 پر اپنے ایجنڈہ آئینہ کیلئے رائے اور سوالات بھی ارسال کر سکتے ہیں۔

6- ڈیولنک سہولت کی فرہمی: اگر کمپنی کو اجلاس کے انعقاد سے کم از کم سات (7) روز قبل کسی دوسرے شہر میں مقیم دس فیصد یا زائد شیئر ہولڈرز کی جانب سے بذریعہ وڈیولنک اجلاس میں شرکت کی درخواست موصول ہونے کی صورت میں کمپنی متعلقہ مقام پر وڈیولنک سہولت کا اہتمام کرے گی۔

بذریعہ وڈیولنک اجلاس میں شرکت کے متنی شیئر ہولڈرز سے درخواست ہے کہ کمپنی کی ویب سائٹ پر دستیاب ”وڈیولنک فیسیلٹی فارم“ پُر کر کے کمپنی کے رجسٹرڈ پتے پر ارسال کر دیں۔ واضح ہو کہ میمبر پروکسی کے علاوہ کوئی فرد وڈیولنک کانفرس میں شرکت کا اہل نہیں ہوگا۔

7- ای وونگ/روونگ بذریعہ ڈاک: کمپنیز ایکٹ مجریہ 2017ء کی دفعہ (159) کے تحت ڈائریکٹر کے انتخاب کے خواہشمند افراد تعداد زیادہ ہونے کی صورت میں کمپنی اپنے تمام ممبران کو ای وونگ/روونگ بذریعہ ڈاک کی سہولت متعلقہ قوانین کمپنیز (پوسٹیل بلٹ) ریگولیشنز مجریہ 2018ء کے مطابق فراہم کرے گی۔

وہ حصص یافتگان جو بذریعہ ای وونگ شرکت کے خواہاں ہیں برائے مہربانی اپنے دستخط کردہ ایک خط کے ذریعے سے، نام، فولیو ای سی ڈی سی/ اکاؤنٹ نمبر، ای میل ایڈریس، رابطہ نمبر فی الفور AHCL کے شیئر رجسٹرار (CDCSRL) کو فراہم کر دیں۔

اہم:

8- ڈائریکٹرز کے انتخاب کا مقابلہ: کوئی بھی فرد (بشمول ریٹائر ہونے والا ڈائریکٹر) جو کہ ڈائریکٹر کے انتخاب کے لیے مقابلے کا خواہاں ہو، کمپنی کے رجسٹرڈ آفس، عارف حبیب سینٹر، 123، ایم ٹی خان روڈ، کراچی میں مذکورہ اجلاس سے کم از کم 14 دن قبل کمپنیز ایکٹ 2017 کی دفعہ (3) 159 کے تحت ڈائریکٹران کے انتخاب کے لئے اپنے کاغذات نامزدگی مندرجہ ذیل دستاویزات کے ساتھ فراہم کر دے:

i- انتخاب لڑنے کے لئے اپنے ارادے کے نوٹس کے ساتھ مکمل پُر شدہ اور دستخط شدہ فارم 28 جس میں منتخب ہونے پر بحیثیت ڈائریکٹر کام کرنے کی رضامندی

(زیر دفعہ (1) 167 کمپنیز ایکٹ 2017) اور اس کی بات کی تصدیق کردہ قوانین و ضوابط کے تحت ڈائریکٹر بننے کے لیے نااہل نہیں ہے اور یہ کہ وہ کمپنی کے آرٹیکلز آف ایسوسی ایشن کی شق 89 کے مطابق اہلیت کے لیے حصص رکھے۔

- ii- تفصیلی تعارف (پروفائل) مع دفتری پتہ جو کہ کمپنی کی ویب سائٹ پر انتخاب سے سات روز قبل SECP کے 2019/1(1) SRO 1196 مورخہ 3 اکتوبر 2019 کے تحت آویزاں کر دیا جائے گا۔
- iii- اقرار نامہ کہ وہ لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز 2019 کے قواعد و ضوابط پر پورا اترتا ہے اور لسٹڈ کمپنی کے ڈائریکٹر (یا بطور آزاد ڈائریکٹر، اگر قابل اطلاق ہو) کے حیثیت سے کام کرنے کے لیے کمپنیز ایکٹ 2017 کے طے کردہ معیار اہلیت پر پورا اترتا ہے۔
- iv- قومی شناختی کارڈ (CNIC) اور این ٹی این (NTN) کی تصدیقی شدہ نقل۔
- v- آزاد ڈائریکٹر (ڈائریکٹرز) کا لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز 2019 کی شق (3) 6 کے تحت اقرار نامہ۔
- vi- نان جوڈیشل اسٹامپ پیپر پر حلف نامہ کہ وہ کمپنیز (مینبر اینڈ سلیکشن آف اینڈ پیڈنٹ ڈائریکٹرز) ریگولیشنز 2018 کی شق (1) 4 کی مطلوبات پر پورا اترتا/اترتی ہے۔

9- شیر ہولڈرز کی جانب سے معلومات کی فراہمی: مختلف قوانین کی تعمیل اور کسی بھی قانون کی عدم تعمیل یا مستقبل میں کسی بھی قسم کی تکلیف سے بچنے کے لیے تمام شیر ہولڈرز کو مشورہ دیا جاتا ہے کہ وہ مندرجہ ذیل معلومات / دستاویزات اپنے متعلقہ شرک/سی ڈی سی انویسٹر کاؤنٹ سروسز/AHCL کے شیر رجسٹرار (CDCSRS) کو فراہم کر دیں:

- i- درست سی این آئی سی / این ٹی این سرٹیفکیٹ / ذکاؤتائی سرٹیفکیٹ / ٹیکس اسٹیفی سرٹیفکیٹ کی فراہمی۔
- ii- درست بینک اکاؤنٹ کی تفصیلات اور/یا IBAN کی فراہمی تاکہ کمپنی مستقبل میں نقد منافع منقسمہ کی ادائیگی کر سکے۔
- iii- گذشتہ غیر دعویٰ شدہ منافع منقسمہ کی تفصیلات کی فراہمی۔
- iv- جوائنٹ اکاؤنٹ ہولڈرز کی صورت میں پرنسپل شیر ہولڈر اور جوائنٹ شیر ہولڈر کے شیرز کے درمیان تناسب۔
- v- فزیکل حصص کی اسکرپ لیس صورت میں تبدیلی، جس سے حصص یافتگان کو کوئی انداز سے سہولت ملے گی جس میں محفوظ تحویل، مستعد خرید و فروخت اور دیگر کارپوریٹ کاروائیوں میں آسانی ہے۔
- vi- کمپنیز ایکٹ 2017 کی دفعہ 119 اور کمپنیز (جنرل پروویشن اینڈ فارمز) ریگولیشن 2018 کی شق نمبر 19 کے تحت لازمی رجسٹریشن کی معلومات کی فراہمی۔

کمپنیز ایکٹ 2017 کی دفعہ (3) 166 کے تحت بیانیہ

کمپنیز ایکٹ 2017 کی دفعہ 166 کے تحت ڈائریکٹران کے انتخاب کے لئے اجلاس عام کے نوٹس کے ساتھ اہم امور پر مبنی بیانیہ بھیجنا ضروری ہے جس میں منتخب شدہ فرد کی بحیثیت آزاد ڈائریکٹر تفری کا جواز پیش کیا جائے۔

بحیثیت لسٹڈ کمپنی، عارف حبیب کارپوریشن لمیٹڈ کے لئے ضروری ہے کہ اس کے بورڈ میں لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز 2019 کے تحت کم از کم دو آزاد ڈائریکٹرز ہوں۔ لہذا کمپنی اس بات کو یقینی بنائے گی کہ کم از کم دو آزاد ڈائریکٹرز کمپنیز ایکٹ 2017 کی دفعہ 159 کے تحت ڈائریکٹر کے انتخابی طریقہ کار کے مطابق منتخب ہوں۔

امیدواروں کی جانب سے انتخاب لڑنے کے ارادے کی درخواست کی وصولی کے بعد کمپنی آزاد ڈائریکٹری کی تفری کے لئے درج ذیل طریقہ کار اپنائے گی:

- امیدواروں کے نام کی SECP کے باضابطہ مجاز پاکستان انسٹیٹیوٹ آف کارپوریٹ گورننس (PICG) کے تیار کردہ ڈیٹا بینک میں شمولیت۔
- الیکشن لڑنے والے امیدواروں کی متعلقہ صلاحیتوں، تنوع، مہارت، تعلیم اور تجربہ کی تشخیص کی جائے گی۔
- ڈیٹا بینک سے کسی کا نام منتخب کرنے سے قبل کمپنی جامع تشخیص کرے گی کہ الیکشن لڑنے والا امیدوار کمپنیز ایکٹ 2017 کی دفعہ (2) 166 کے طے کردہ آزاد ڈائریکٹر کے معیار پر پورا اترتا ہے۔

BOOK POST

PRINTED MATTER



Arif Habib Corporation Limited

Arif Habib Centre
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Karachi-74000
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Fax: (021) 32429653, 32468117
E-mail: info@arifhabibcorp.com
Website: www.arifhabibcorp.com

NEWS DESK KYIV

Ukraine ramps up its offensive to retake Russian-occupied territory in the country's south, and has regained four villages and broken through Russian defenses at multiple points of the front line in the Kherson region, according to Ukrainian officials. Ukraine's President Volodymyr Zelenskyy also issued a warning to Russian forces during his evening address Monday, saying it was time for them to "run away, go home," and that "the occupiers must know we will chase them to the border." Yet one of his advisers cautioned that the operation will be a slow one, that it will "grind the enemy." "This process will not be fast," Oleksiy Arestovych, adviser to the head of the office of the President of Ukraine, said in a statement posted on Telegram late Monday, "but with the installation of the Ukrainian flag on all the settlements of Ukraine." The Ukrainian Armed Forces have broken through the frontline in several sectors," Arestovych said in a video interview posted on YouTube, adding that Ukrainian forces were shelling Russian-occupied territory over the Dniester river in the Kherson region.



مادی کی جارحیت سے وادی کشمیر لہو
6 ستمبر 1965ء: معرکہ حق و باطل
سیلاب کی تباہ کاریاں اور سیاسی منظر
23 شارع فاطمہ جناح لاہور فون 042-36367583 ٹیکس 6367552
http://nidaimillat.nawaiwaqt.com.pk

PAKISTAN AERONAUTICAL COMPLEX BOARD KAMRA AIRCRAFT REBUILD FACTORY SHORT TENDER NOTICE

Sealed tenders are invited from sales tax registered firms for procurement of Micronic Filters for Aircraft Refuelers. Tenders are to be addressed to Logistics, Aircraft Rebuild Factory, PACB Kamra Distt Attock and must be submitted before 10:30 Hrs on date of opening.

Tender No. & Description of Stores	Time & Date of opening
ARF/PROV-002/2022-23 Procurement of Micronic Filters for Aircraft Refuelers	15-09-2022 1100 HRS

For further details please visit PPRA website www.ppra.org.pk and PAC website www.pac.org.pk

DIRECTORATE OF LOGISTICS
AIRCRAFT REBUILD FACTORY, PAC KAMRA (ATTOCK)
CONT NO. 051-90992260



protesters: medic

AGENCIES ANTANANARIVO

Eighteen people died Monday after police in Madagascar opened fire on what they called a lynch mob angered at the kidnapping of an albino child, a senior doctor told AFP.

Dozens were wounded, some of them seriously. "At the moment, 18 people have died in all, nine on the spot and nine in hospital," said doctor Tango Oscar Toky, chief physician at a hospital in southeastern Madagascar.

"Of the 34 injured, nine are between life and death," said the doctor giving graphic details of the injuries. "We are waiting for a government helicopter to evacuate them to the capital."

Around 500 protesters armed with blades and machetes "tried to force their way" into the station, a police officer involved in the shooting said, speaking on condition of an-

onymity. "There were negotiations, (but) the villagers insisted," the officer told AFP over the phone from the town of Ikongo, 90 kilometres (56 miles) southeast of the capital Antananarivo. Police first fired teargas and then rounds in the air to try to disperse the crowd, he said.

"They continued to force their way through. We had no choice but to defend ourselves," the officer added.

APPEAL

Philanthropists are requested to donate generously.
Nawa-i-Waqt Fund for Stranded Pakistanis in Bangladesh

23- Sharaey Fatima
Jinnah, Lahore.
A/C No.
01380043512303
Habib Bank Ltd. Lake Road Branch, Lahore.



ADDENDUM NO.1

The Tender opening date of STG Tender No. GEPCO / PMU / 2022-23 / STG-EPC-RT-03 for Design, Supply, Erection, Testing and Commissioning of complete Grid Station (AIS) with construction of all Associated civil works for 132/11.5KV AIS Grid Station at City Housing Gujranwala on Turnkey Basis to be opened on 30.08.2022 published in the daily "Khabrain" & "The News" on 29.07.2022 is hereby extended and now the tender will be opened on 15.09.2022 at 11.30AM. PID(L)598

Chief Engineer (Dev.) PMU
GEPCO LTD. GUJRANWALA

PAKISTAN CRICKET BOARD TENDER NOTICE

FOR PURCHASE OF Q2X BAGGAGE SCANNER MACHINES

- Pakistan Cricket Board (PCB), with its Head Office located at Gaddafi Stadium, Ferozpur Road invites sealed bids from eligible firms in accordance with applicable PPRA Rules on "Single Stage Two Envelope Procedure" for purchase of Two (2) Baggage Scanner Machines. The firms participating in the biddings process must have GST and NTN numbers.
- A complete set of bidding documents can be obtained free of cost, by interested firms from the PCB Security & Anti-Corruption Department located at PCB Head Office, Gaddafi Stadium, Lahore from Monday to Friday during office hours (09:00 a.m. to 05:00 p.m.).
- The proposal shall be submitted latest by or before 16th September, 2022 at 1100 hrs. The technical proposals will be opened on same date at 1130 hrs and financial proposal of only those bidders/firms will be opened who shall qualify technically based upon scrutiny/assessment of technical credentials/evaluation criteria mentioned in the bidding documents.
- The firms providing unsubstantiated and/or incorrect information are liable to be disqualified. The disqualified bidders will be informed the grounds of rejection only upon written query.

SR. MANAGER SECURITY & ANTI-CORRUPTION
PAKISTAN CRICKET BOARD
GADDAFI STADIUM, FEROZPUR ROAD
LAHORE - PAKISTAN
Tel: 042-3571-7231-4, Fax: 042-3571-1860



Pakistan Cricket Board reserves the right, in its sole discretion, to cancel or amend the bidding process at any stage and may reject any or all bids or proposals at any time prior to acceptance. PID(L)566



ARIF HABIB CORPORATION LIMITED

Notice of Extra Ordinary General Meeting

Notice is hereby given that an Extra Ordinary General Meeting [EOGM] of the Shareholders of Arif Habib Corporation Limited ("the Company") will be held on **Wednesday, 21st September 2022 at 4:30 p.m.** at PSX Auditorium, Stock Exchange Building, Stock Exchange Road, Karachi as well as through Electronic means / Video link facility to transact the following business:

ORDINARY BUSINESS

- To confirm minutes of the Annual General Meeting held on 28th October 2021.
- To elect directors of the Company in accordance with the provisions of Section 159 of the Companies Act 2017 for a term of three years commencing from 22nd September 2022. The number of the directors to be elected has been fixed at eight by the Board of Directors. Names of the present eight directors retiring on 21st September 2022 and eligible to file nominations are as under:

- | | |
|--------------------------|------------------------|
| 1. Mr. Asadullah Khawaja | 2. Mr. Arif Habib |
| 3. Mr. Sirajuddin Cassim | 4. Mr. Nasim Beg |
| 5. Mr. Samad A. Habib | 6. Mr. Kashif A. Habib |
| 7. Mr. Muhammad Ejaz | 8. Ms. Zeba Bakhtiar |

ANY OTHER BUSINESS

- To consider any other business with the permission of the Chair.
- A Statement under Section 166(3) of the Companies Act 2017 pertaining to the material facts is being sent to the shareholders along with this notice.

Karachi: 31st August 2022

By order of the Board
Manzoor Raza
Company Secretary

Notes:

- Share transfer books of the Company will remain closed from 14th September 2022 to 21st September 2022 (both days inclusive). Transfers received in order at the office of our registrar: CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahrah-e-Faisal, Karachi [AHCL's Share Registrar (CDCSRL)], by the close of business on Tuesday, 13th September 2022 will be treated in time for the determination of entitlement of shareholders to attend and vote at the meeting.
- 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.
- Procedure including the guidelines as laid down in Circular No. I- Reference No. 3(S-A) Misc/ARO/LES/96 dated 26th January 2000 issued by Securities & Exchange Commission of Pakistan:
 - 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.
 - 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.
 - In order to be effective, the proxy forms must be received at the office of AHCL's Share Registrar (CDCSRL) not later than 48 hours before the meeting, duly signed and stamped and witnessed by two persons with their names, address, NIC numbers and signatures.
 - 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.
 - 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 alongwith proxy form.
- Members are requested to submit copies of their CNICs and promptly notify any change in address by writing to the office of AHCL's Share Registrar (CDCSRL).
- Online Participation in EOGM:** In the wake of prevailing situation due to pandemic, SECP has instructed listed companies to modify their usual planning for General Meetings for the safety and wellbeing of the shareholders and public at large. Accordingly, in order to maximize the member's participation, the Company is convening this EOGM via video link in addition to holding physical meeting with shareholders. The Company has made arrangements to ensure that all participants, including shareholders, can also participate in the EOGM proceeding via video link. Accordingly, those members who desire online participation in the EOGM are requested to register themselves by sending an email along with following particulars and valid copy of both sides of their CNIC at corporate.affairs@arifhabibcorp.com with subject of 'Registration for AHCL EOGM 2022' not less than 48 hours before the time of the meeting:

Name of Shareholder	CNIC No.	Folio No. / CDC Account No.	Cell No.	Email Address
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Video Link to join the EOGM will be shared with only those Members whose emails, containing all the required and correct particulars, are received at corporate.affairs@arifhabibcorp.com. The Shareholders can also provide their comments and questions for the agenda items of the EOGM on this email address and WhatsApp Number 0311-2706624.

- Provision of Video Link Facility:** If the Company receives a demand (at least 7 days before the date of meeting) from shareholder(s) holding an aggregate 10% or more shareholding residing in any other city, to participate in the meeting through video link, the Company will arrange video link facility in that city. Shareholders, who wish to participate through video-link facility, are requested to fill in Video Link Facility Form available at Company's website and send a duly signed copy to the Registered Address of the Company. It may be noted that no person other than the member or proxy holder can attend the meeting through video link facility.
- E-Voting / Voting by Postal Ballot:** If the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Companies Act, 2017, then the Company shall provide its members with options of e-voting or voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018. Shareholders who wish to participate through e-voting, kindly provide immediately through a letter duly signed by them, i.e. Name, Folio/ CDC Account No., E-mail address, contact number to AHCL's Share Registrar (CDCSRL).

IMPORTANT:

- Contesting Election of Directors:** Any person (including a retiring Director) who seeks to contest election of directors shall file with the Company at its registered office, Arif Habib Centre, 23, M. T. Khan Road, Karachi, not later than 14 days before the said meeting his / her intention to offer himself / herself for the election of the directors in terms of Section 159(3) of the Companies Act, 2017 together with:
 - Notice of his / her intention to stand for election, along with duly completed and signed Form 28 giving his / her consent to act as Director of the Company if elected (under Section 167(1) of the Companies Act, 2017), and certify that he / she is not ineligible to become a Director under any applicable laws, Rules and Regulations; and that he / she confirms to hold the qualification shares in accordance with Article 89 of the Articles of Association of the Company.
 - Detailed profile along with office address to be placed on the Company's website seven days prior to the date of election in term of SECP's SRO 1196(I)/2019 of 3rd October 2019.
 - Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria as set out in the Companies Act, 2017 and rules and regulations issued thereunder, to act as the director (or independent director, if applicable) of a listed company.
 - Attested copy of valid CNIC and NTN.
 - Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019.
 - Undertaking on non-judicial stamp paper that he / she meet the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
- Provision of Information by Shareholders:** To comply with various statutory requirements, and to avoid any non-compliance of law or any inconvenience in future, all shareholders are hereby advised to coordinate / update their records with their respective Participant / CDC Investor Account Services / AHCL's Share Registrar (CDCSRL) in connection with following:
 - Submission of copies of their valid / updated CNIC / NTN Certificate / Zakat Declaration (Exemption) Form / Tax Exemption Certificate
 - Provision of valid bank account details / IBAN in order to enable the Company to pay any future cash dividends
 - Provision of details of previous unclaimed dividends, if any.
 - In case of a Joint account, provision of shareholding proportions between Principal shareholder and Joint Holder(s)
 - Convert their physical shares into scrip less form, which will also facilitate the shareholders having physical shares in many ways, including safe custody, efficient trading and convenience in other corporate actions.
 - Provision of mandatory registration details in terms of Section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulations, 2018

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT 2017

Section 166 of the Companies Act 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

Being a listed company, Arif Habib Corporation is required to have at least two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the Company shall ensure that at least two independent directors are elected in accordance with the procedures for election of directors laid down in Section 159 of the Companies Act 2017. After the contestants file their notice / intention to stand for elections, the Company shall apply following criteria for choosing the appointee for appointment as independent director:

- Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP.
- Respective competencies, diversity, skill, knowledge and experience of the election contestants shall be assessed.
- The company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.

Registered and Corporate Office

Arif Habib Centre, 23, M.T. Khan Road, Karachi
Phone: +92 21 32460717-9 | Fax: +92 21 32468117, 32429653
Email: info@arifhabibcorp.com | Web: www.arifhabibcorp.com

