

notice of eighteenth annual general meeting

Notice is hereby given that the Eighteenth Annual General Meeting of the Shareholders of Arif Habib Corporation Limited (“the Company”) will be held on Saturday, 29th September, 2012 at 10.30 a.m. at the Beach Luxury Hotel, Moulvi Tamizuddin Khan Road, Karachi to transact the following business:

Ordinary Business

- 1) To confirm minutes of the Seventeenth Annual General Meeting held on 22nd October 2011.
- 2) To receive, consider and adopt annual audited financial statements of the Company together with the Directors' and the Auditors' Reports thereon for the year ended 30th June 2012 together with the Audited Consolidated Financial Statements of the Company and the Auditors' Reports thereon for the year ended 30th June 2012.
- 3) To appoint the Auditors for the year ending 30th June 2013 and fix their remuneration. The Board of Directors have recommended for reappointment of M/s. KPMG Taseer Hadi & Co., Chartered Accountants as external auditors.
- 4) To consider and approve final Cash Dividend for the year ended 30th June 2012 at Rs. 2 per share i.e. 20% as recommended by the Board of Directors. This is in addition to the distribution of 41.25 million convertible preference shares of Aisha Steel Mills Limited by the company as Interim Specie Dividend.
- 5) To consider and approve bonus issue for the year ended 30th June 2012 at the rate of 10%, i.e. one share for every ten shares held, as recommended by the Board of Directors.

Special Business

- 6) To pass the following resolutions as ordinary resolutions to give effect to the bonus issue:

“RESOLVED THAT a sum of Rs. 412,500,000/- out of company's free reserves and unappropriated profits be capitalized for issuing 41,250,000 fully paid ordinary shares of Rs. 10/- each as bonus shares to be allotted to those shareholders whose names will appear on the members' register and the entitlement list to be provided by CDC at the close of business on Thursday, 20th September 2012 in the proportion of one share for every ten shares held i.e. 10%. These shares shall be treated for all purposes as an increase in paid-up capital of the company and shall rank pari passu in future with existing shares in all respect except that they shall not qualify for the entitlement of the final dividend declared & being paid simultaneously.”

“FURTHER RESOLVED THAT the fractional entitlements of less than one share be consolidated and disposed off through a member of stock exchange. The proceeds shall be distributed amongst the shareholders according to their entitlements.”

- 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 “Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012” for the following limit of additional investment in associated companies and associated undertakings subject to the terms and conditions mentioned in the annexed statement under Section 160(1)(b).”

Rupees in million

Name of Company & Undertaking	Proposed amount for Equity	Proposed amount for Loan / Advance
1. Javedan Corporation Ltd.	-	900
2. Al-Abbas Cement Industries Ltd.	500	500
3. Thatta Power (Pvt.) Ltd.	150	-

"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 equity investments limit upto unutilized portion for which approval has been sought in previous general meeting, in associated companies and associated undertakings as mentioned in the annexed 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 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 annexed 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."

"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."

Any Other Business

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

A Statement under Section 160(1)(b) of the Companies Ordinance 1984 pertaining to the special business is given from page No. 199 to 216.

By order of the Board



Basit Habib

Company Secretary

Karachi; 8th September 2012

Notes:

1. Share transfer books of the company will remain closed from 21st September, 2012 to 29th September, 2012 (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 Thursday, 20th September, 2012 will be treated in time for the determination of entitlement of shareholders to cash dividend, bonus 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. 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 our registrar 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 promptly notify any change in address by writing to the office of the registrar.