

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This Statement sets out the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of the Company to be held on Saturday, 1st June 2024:

ANNEXURE - A (AGENDA # 2)

Investments in Associated Companies & Associated Undertakings

The Board of Directors of the Company (“AHCL”) has approved the specific limits for the fresh investments in the form of equity, along with other particulars, for additional investments in the following associated companies and associated undertakings, subject to the consent of members under Section 199 of the Companies Act, 2017 / Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017. The Board of Directors do hereby undertake / certify that necessary due diligence for the following proposed investments have been carried out and maintains confidence in the long-term potential of these investee companies.

This special resolution aims to position the Company to capitalize on investment opportunities as they arise, while also streamlining, consolidating, and strengthening our strategic investment portfolio to maximize shareholder returns. It is crucial for the Company to be able to make the investment at the right time when the opportunity is available. Therefore, these limits will be valid for two years, with the possibility of renewal thereafter.

Additionally, the proposed investments may involve transaction with related parties, directors, or substantial shareholders of the companies. Consequently, the directors of the Company may be deemed interested in these investments in their capacity as directors or shareholders of the companies involved. Separate approval under agenda # 3 is being sought from shareholders for transactions, if executed, which would be deemed as approved by shareholders under Sections 207 and/or 208 of the Companies Act, 2017.

Information under Clause (a) and (b) of sub-regulation (1) of regulation 3 of Companies (Investment in Associated Companies or Associated Undertakings), Regulations 2017

1. Investment in Security

Ref. No.	Requirement	Information
I	Name of associated company or associated undertaking	Javedan Corporation Limited (“JCL”)
II	Basis of relationship	An associated undertaking due to common control, & common directorships of Mr. Arif Habib, Mr. Samad Habib, Mr. Kashif Habib and Mr. Muhammad Ejaz
III	Earnings per share for the last three years	Year 2023: 17.70 Year 2022: 3.95 Year 2021: 0.87

IV	Break-up value of share, based on the latest audited financial statements	PKR 68.06 per share as at 30 th June 2023																
V	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	<p>30th June 2023 (PKR in Million)</p> <table> <tr> <td>Non-current assets</td> <td>13,880.22</td> </tr> <tr> <td>Current assets</td> <td>29,002.93</td> </tr> <tr> <td>Equity</td> <td>25,921.68</td> </tr> <tr> <td>Non-current liabilities</td> <td>6,744.04</td> </tr> <tr> <td>Current liabilities</td> <td>10,217.43</td> </tr> <tr> <td>Operating Revenue</td> <td>16,827.21</td> </tr> <tr> <td>Profit before Tax</td> <td>6,966.69</td> </tr> <tr> <td>Profit after Tax</td> <td>6,741.95</td> </tr> </table>	Non-current assets	13,880.22	Current assets	29,002.93	Equity	25,921.68	Non-current liabilities	6,744.04	Current liabilities	10,217.43	Operating Revenue	16,827.21	Profit before Tax	6,966.69	Profit after Tax	6,741.95
Non-current assets	13,880.22																	
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Operating Revenue	16,827.21																	
Profit before Tax	6,966.69																	
Profit after Tax	6,741.95																	
VI	<p>In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely:</p> <ol style="list-style-type: none"> 1. Description of the project and its history since conceptualization; 2. Starting date and expected date of completion of work; 3. Time by which such project shall become commercially operational; 4. Expected time by which the project shall start paying return on investment; and 5. Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts; 	Not applicable																
VII	Maximum amount of investment to be made	Fresh limit of PKR 4.5 billion is requested for approval. This is in addition to the available unutilized limit of equity investment.																
VIII	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	For the benefit of the Company and to earn better returns on investment by capturing the opportunities on the right time. The approval hereby sought shall be valid for the period of 2 years from the date of the approval by the members and shall be renewable for any further period as approved by the shareholders subsequently.																
IX	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds	The investment may be made from Company's own available liquidity and/or credit lines.																

	<p>1. Justification for investment through borrowing</p> <p>2. Detail of collateral, guarantees provided and assets pledged for obtaining such funds.</p> <p>3. Cost benefit analysis</p>	<p>1. Higher rate of return</p> <p>2. Pledge of listed securities and / or charge over assets of the Company, if and where needed.</p> <p>3. Company expects to time the investment to earn return over and above the borrowing cost.</p>
X	Salient feature of agreements (if any) with associated company or associated undertaking with regards to proposed investment	There is no agreement to date
XI	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	The proposed investments may involve transaction with related parties, directors, or substantial shareholders of the companies. Consequently, the directors of the Company may be deemed interested in these investments in their capacity as directors or shareholders of the companies involved. Separate approval under agenda # 3 is being sought from shareholders for transactions, if executed, which would be deemed as approved by shareholders under Sections 207 and/or 208 of the Companies Act, 2017. Directors of the Company have no interest in the investee company except in their capacity as sponsor / director / shareholder of associated companies.
XII	In case an investment in associated company has already been made, the performance review of such investment including complete information / justification for any impairments / write-offs	JCL's performance in FY-23 showcased exceptional financial growth, marked by its highest-ever sales and impressive profit after tax. Strategic maneuvers, including successful REIT transactions and introduction of the Signature Tower project, underscored the company's innovative approach. Progress on key initiatives like the Naya Nazimabad Flyover remained on track. In the subsequent 9-month period, revenue generation persisted, fueled by residential plot sales and gains from REIT investments. Positioned for sustained growth, we expect JCL to continue leading the real estate sector with its strategic foresight and operational excellence.
XIII	Any other important details necessary for the members to understand the transaction:	None

XIV	Maximum price at which securities will be acquired	At par / premium / market / offered / negotiated price prevailing at the time of transaction / investment
XV	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	Not applicable
XVI	Maximum number of securities to be Acquired	No. of securities purchasable under approved limit in accordance with / based on Sr. Nos. VII & XIV
XVII	Number of securities and percentage thereof held before and after the proposed investment	Before: 59,495,617 (ordinary shares) being 15.62% holding in JCL as on 7 th May 2024. After: Increase in securities / percentage in accordance with Sr. Nos. VII, XIV and XVI.
XVIII	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	As at 7 th May 2024: Current price per share: PKR 35.00 Weighted average market price per share of preceding twelve weeks: PKR 33.55.
XIX	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	Not applicable

2. Investment in Security

Ref. No.	Requirement	Information																		
I	Name of associated company or associated undertaking	Power Cement Limited (“PCL”)																		
II	Basis of relationship	An associated undertaking due to common control, & common directorships of Mr. Kashif Habib, Mr. Nasim Beg and Mr. Samad Habib.																		
III	Earnings / (Loss) per share for the last three years	Year 2023: (0.19) Year 2022: (0.62) Year 2021: 0.17																		
IV	Break-up value of share, based on the latest audited financial statements	PKR 7.61 per share as at 30 th June 2023																		
V	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	<table border="0"> <tr> <td>30th June 2023</td> <td>(PKR in Million)</td> </tr> <tr> <td>Non-current assets</td> <td>38,606.49</td> </tr> <tr> <td>Current assets</td> <td>9,924.14</td> </tr> <tr> <td>Equity</td> <td>17,568.03</td> </tr> <tr> <td>Non-current liabilities</td> <td>17,969.75</td> </tr> <tr> <td>Current liabilities</td> <td>12,992.85</td> </tr> <tr> <td>Operating Revenue</td> <td>28,939.10</td> </tr> <tr> <td>Loss before Tax</td> <td>(80.91)</td> </tr> <tr> <td>Profit after Tax</td> <td>168.99</td> </tr> </table>	30th June 2023	(PKR in Million)	Non-current assets	38,606.49	Current assets	9,924.14	Equity	17,568.03	Non-current liabilities	17,969.75	Current liabilities	12,992.85	Operating Revenue	28,939.10	Loss before Tax	(80.91)	Profit after Tax	168.99
30th June 2023	(PKR in Million)																			
Non-current assets	38,606.49																			
Current assets	9,924.14																			
Equity	17,568.03																			
Non-current liabilities	17,969.75																			
Current liabilities	12,992.85																			
Operating Revenue	28,939.10																			
Loss before Tax	(80.91)																			
Profit after Tax	168.99																			
VI	<p>In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely:</p> <ol style="list-style-type: none"> 1. Description of the project and its history since conceptualization; 2. Starting date and expected date of completion of work; 3. Time by which such project shall become commercially operational; 4. Expected time by which the project shall start paying return on investment; and 5. Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts; 	Not applicable																		
VII	Maximum amount of investment to be made	Fresh limit of PKR 4 billion is requested for approval. This is in addition to the available unutilized limit of equity investment.																		

VIII	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	For the benefit of the Company and to earn better returns on investment by capturing the opportunities on the right time. The approval hereby sought shall be valid for the period of 2 years from the date of the approval by the members and shall be renewable for any further period as approved by the shareholders subsequently.
IX	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds 1. Justification for investment through borrowing 2. Detail of collateral, guarantees provided and assets pledged for obtaining such funds. 3. Cost benefit analysis	The investment may be made from Company's own available liquidity and/or credit lines. 1. Higher rate of return 2. Pledge of listed securities and / or charge over assets of the Company, if and where needed. 3. Company expects to time the investment to earn return over and above the borrowing cost.
X	Salient feature of agreements (if any) with associated company or associated undertaking with regards to proposed investment	There is no agreement to date
XI	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	The proposed investments may involve transaction with related parties, directors, or substantial shareholders of the companies. Consequently, the directors of the Company may be deemed interested in these investments in their capacity as directors or shareholders of the companies involved. Separate approval under agenda # 3 is being sought from shareholders for transactions, if executed, which would be deemed as approved by shareholders under Sections 207 and/or 208 of the Companies Act, 2017. Directors of the Company have no interest in the investee company except in their capacity as sponsor / director / shareholder of associated companies.

XII	In case an investment in associated company has already been made, the performance review of such investment including complete information / justification for any impairments / write-offs	PCL has shown remarkable growth and resilience amidst challenging market conditions. In FY-23, PCL witnessed a substantial surge in net sales revenue, with a 65% increase compared to the previous year. This growth was fueled by both local sales and exports, resulting in a significant improvement in gross profit margin. Despite facing unprecedented financial costs, PCL maintained operational efficiency, achieving a clinker production capacity utilization of 72%. In the 9-month period ending 31st March 2024, PCL continued its growth trajectory with a 16% increase in sales revenue and sustained gross profit growth. Looking ahead, we expect PCL to sustain its efforts to improve operational efficiency, align its strategies with the evolving economic landscape for sustained growth & stability, and capitalize on potential opportunities in infrastructure development and housing.
XIII	Any other important details necessary for the members to understand the transaction:	None
XIV	Maximum price at which securities will be acquired	At par / premium / market / offered / negotiated price prevailing at the time of transaction / investment
XV	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	Not applicable
XVI	Maximum number of securities to be Acquired	No. of securities purchasable under approved limit in accordance with / based on Sr. Nos. VII & XIV
XVII	Number of securities and percentage thereof held before and after the proposed investment	Before: 49,639,500 (ordinary shares) and 18,766,114 (preference shares) being 5.18% holding in the PCL as on 7 th May 2024. After: Increase in securities / percentage in accordance with Sr. Nos. VII, XIV and XVI.
XVIII	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	As at 7 th May 2024: Current price per share: PKR 5.32 (ordinary shares) and PKR 9.80 (preference shares) Weighted average market price per share of preceding twelve weeks: PKR 5.39 (ordinary shares) and PKR 9.22 (preference shares).
XIX	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	Not applicable

3. Investment in Security

Ref. No.	Requirement	Information																
I	Name of associated company or associated undertaking	Aisha Steel Mills Limited (“ASML”)																
II	Basis of relationship	An associated undertaking due to common control, & common directorships of Mr. Arif Habib, Mr. Samad Habib, Mr. Kashif Habib and Mr. Nasim Beg																
III	Earnings / (Loss) per share for the last three years	Year 2023: (3.56) Year 2022: 1.27 Year 2021: 8.21																
IV	Break-up value of share, based on the latest audited financial statements	PKR 16.87 per share as at 30 th June 2023.																
V	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	<p>30th June 2023 (PKR in Million)</p> <table> <tr> <td>Non-current assets</td> <td>22,264.83</td> </tr> <tr> <td>Current assets</td> <td>15,781.34</td> </tr> <tr> <td>Equity</td> <td>15,691.72</td> </tr> <tr> <td>Non-current liabilities</td> <td>3,738.56</td> </tr> <tr> <td>Current liabilities</td> <td>18,615.89</td> </tr> <tr> <td>Operating Revenue</td> <td>31,102.38</td> </tr> <tr> <td>Loss before Tax</td> <td>(4,841.30)</td> </tr> <tr> <td>Loss after Tax</td> <td>(3,215.65)</td> </tr> </table>	Non-current assets	22,264.83	Current assets	15,781.34	Equity	15,691.72	Non-current liabilities	3,738.56	Current liabilities	18,615.89	Operating Revenue	31,102.38	Loss before Tax	(4,841.30)	Loss after Tax	(3,215.65)
Non-current assets	22,264.83																	
Current assets	15,781.34																	
Equity	15,691.72																	
Non-current liabilities	3,738.56																	
Current liabilities	18,615.89																	
Operating Revenue	31,102.38																	
Loss before Tax	(4,841.30)																	
Loss after Tax	(3,215.65)																	
VI	<p>In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely:</p> <ol style="list-style-type: none"> 1. Description of the project and its history since conceptualization; 2. Starting date and expected date of completion of work; 3. Time by which such project shall become commercially operational; 4. Expected time by which the project shall start paying return on investment; and 5. Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts; 	Not applicable																

VII	Maximum amount of investment to be made	Fresh limit of PKR 3 billion is requested for approval. This is in addition to the available unutilized limit of equity investment.
VIII	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	For the benefit of the Company and to earn better returns on investment by capturing the opportunities on the right time. The approval hereby sought shall be valid for the period of 2 years from the date of the approval by the members and shall be renewable for any further period as approved by the shareholders subsequently.
IX	<p>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds</p> <p>1. Justification for investment through borrowing</p> <p>2. Detail of collateral, guarantees provided and assets pledged for obtaining such funds.</p> <p>3. Cost benefit analysis</p>	<p>The investment may be made from Company's own available liquidity and/or credit lines.</p> <p>1. Higher rate of return</p> <p>2. Pledge of listed securities and / or charge over assets of the Company, if and where needed.</p> <p>3. Company expects to time the investment to earn return over and above the borrowing cost.</p>
X	Salient feature of agreements (if any) with associated company or associated undertaking with regards to proposed investment	There is no agreement to date
XI	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	The proposed investments may involve transaction with related parties, directors, or substantial shareholders of the companies. Consequently, the directors of the Company may be deemed interested in these investments in their capacity as directors or shareholders of the companies involved. Separate approval under agenda # 3 is being sought from shareholders for transactions, if executed, which would be deemed as approved by shareholders under Sections 207 and/or 208 of the Companies Act, 2017. Directors of the Company have no interest in the investee company except in their capacity as sponsor / director / shareholder of associated companies.

XII	In case an investment in associated company has already been made, the performance review of such investment including complete information / justification for any impairments / write-offs	Despite economic challenges, ASML showed resilience, with FY-24 witnessing a 16% increase in sales volume and a 37% rise in production compared to the previous year. Strategic measures, including quasi-equity injections ensured operational stability amidst declining revenue. With a positive outlook in raw material prices and market stability, ASML is expected to deliver sustainable returns for shareholders, poised for long-term growth.
XIII	Any other important details necessary for the members to understand the transaction:	None
XIV	Maximum price at which securities will be acquired	At par / premium / market / offered / negotiated price prevailing at the time of transaction / investment
XV	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	Not applicable
XVI	Maximum number of securities to be acquired	No. of securities purchasable under approved limit in accordance with / based on Sr. Nos. VII & XIV
XVII	Number of securities and percentage thereof held before and after the proposed investment	Before: 126,755,765 (ordinary shares) and 34,857,999 (preference shares) being 16.58% holding in ASML as on 7 th May 2024. After: Increase in securities / percentage in accordance with Sr. Nos. VII, XIV and XVI.
XVIII	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	As at 7 th May 2024: Current price per share: PKR 7.16 (ordinary shares), PKR 7.70 (preference shares) and PKR 24.90 (cumulative preference shares) Weighted average market price per share of preceding twelve weeks: PKR 7.19 (ordinary shares), PKR 7.09 (preference shares) PKR N/A (cumulative preference shares).
XIX	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	Not applicable

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

ANNEXURE - B (AGENDA # 3)

Approval of transactions with related parties

Authorization for the Board of Directors to approve those transactions with related parties (if executed), conducted during the period upto the next annual general meeting, which require approval of shareholders u/s 207 and / or 208 of the Companies Act, 2017

The Company shall be conducting transactions with its related parties during the period as per the approved policy with respect to ‘transactions with related parties’. Being the directors of multiple companies, many Directors may be deemed to be interested in transactions with related parties due to their common directorships and/or shareholding. In order to promote good corporate governance and transparent business practices, the shareholders desire to authorize the Board of Directors to approve transactions with the related parties from time-to-time on case to case basis, including transactions (if executed) triggering approval of shareholders u/s 207 and / or 208 of the Companies Act, 2017, for a period upto the next annual general meeting, which transactions shall be deemed to be approved by the Shareholders. Authorization for such related party transactions for the financial year ending 30th June 2024 had already granted by shareholders in the AGM held on 28th October 2023. The time of authorization is hereby extended for a period upto the next annual general meeting. The nature and scope of such related party transactions is explained above. The Directors are interested in the resolution to the extent of their shareholding and / or common directorships in such related parties.

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Following directors of the Company have no interest in the investee companies except in their capacity as sponsor / director / shareholder of associated companies :

Mr. Arif Habib	- Chairman of Javedan Corporation Limited and Aisha Steel Mills Limited - Substantial Shareholder of Power Cement Limited
Mr. Nasim Beg	- Chairman of Power Cement Limited - Director of Aisha Steel Mills Limited
Mr. Muhammad Ejaz	- Director of Javedan Corporation Limited
Mr. Samad A. Habib	- Chief Executive of Javedan Corporation Limited - Director of Aisha Steel Mills Limited and Power Cement Limited
Mr. Kashif A. Habib	- Chief Executive of Power Cement Limited - Director of Aisha Steel Mills Limited and Javedan Corporation Limited