

# NOTICE OF EIGHTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eighteenth Annual General Meeting of Arif Habib Limited (“the Company”) will be held on October 15, 2022 at 11:00 A.M. at PSX Auditorium, Stock Exchange Building, Stock Exchange Road, Karachi along video link facility, to transact the following business:

## ORDINARY BUSINESS

- 1) To confirm minutes of the Annual General Meeting held on September 25, 2021.
- 2) To review, consider and adopt audited accounts of the company together with the auditors’ and directors’ report thereon including approval of the annexures there to, for the year ended June 30, 2022 together with Audited Consolidated Financial Statements of the Company and the Auditors’ Reports thereon for the year ended June 30, 2022.
- 3) To consider and approve final dividend for the year ended June 30, 2022, in cash at Rs. 6 per share i.e. 60% as recommended by the Board of Directors.
- 4) To appoint auditors of the company and fix their remuneration for the financial year 2022-23. The Board of Directors have recommended for reappointment of M/s. Rahman Sarfaraz Rahim Iqbal Rafiq, Chartered Accountants as external auditors.

## SPECIAL BUSINESS

- 5) To consider and if thought fit to approve with or without modification(s), the following resolutions as special resolutions:

**“RESOLVED THAT** approval of the members of the Arif Habib Limited (“the Company”) be and is hereby accorded in terms of section 183 of the Companies Act, 2017 (“the Act”) and other applicable provisions of the law, that the Company be and is hereby authorized to sell its wholly owned subsidiary, Arif Habib 1857 (Pvt.) Limited to Ms. Nida Ahsan (Director of the Company), for the total consideration of PKR. 50,000,000 (PKR Fifty Million Only) i.e. PKR 10 per share.”

**“FURTHER RESOLVED THAT** approval of the members of the Company be and is hereby accorded for sale or otherwise liquidation of Arif Habib Commodities (Pvt.) Limited (a wholly owned Subsidiary), after obtaining all regulatory approvals in accordance with applicable laws, rules and regulations.”

**FURTHER RESOLVED THAT** that the Board of Directors of the Company be and are hereby authorized to decide the buyers, pricing, timing and other modalities of sale or liquidation of Arif Habib Commodities (Pvt.) Limited, as they, may think fit.”

**“FURTHER RESOLVED THAT** that the decision regarding the sale or liquidation of Arif Habib Commodities (Pvt.) Limited as and when decided by the Board of Directors of the Company will be informed accordingly to all the relevant regulatory authorities and shareholders.”

**“FURTHER RESOLVED THAT** that all the transaction details and disclosures regarding the sale or liquidation of Arif Habib Commodities (Pvt.) Limited will be placed before the shareholders in the next Annual General Meeting for their ratification.”

**“FURTHER RESOLVED THAT** the Chief Executive Officer and/or Company Secretary of the Company be and are hereby singly authorized and empowered to take all steps, necessary, ancillary and incidental to the above, and are further authorized to sign, execute, deliver all necessary documents, agreements and letters on behalf of the Company and to comply with legal corporate formalities including filing of applications to the regulators or authorities, as may be deemed necessary, desirable and expedient to give effect the above resolutions.”

- 6) To authorize the Board of Directors of the Company to approve those transactions with related parties (if executed) during the financial year ending June 30, 2023 which require approval of shareholders u/s 207 and u/s 208 of the Companies Act, 2017, by passing the following special resolution with or without modification:

**“RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with Related Parties on case to case basis for the financial year ending June 30, 2023.”

**“FURTHER RESOLVED THAT** the transactions approved by the Board shall be deemed to have been approved by the shareholders u/s 207 and / or u/s 208 of the Companies Act, 2017 (if triggered) and shall be placed before the shareholders in the Annual General Meeting for their formal ratification/approval u/s 207 and / or 208 of the Companies Act, 2017 (if required).”

**“RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with Related Parties on case to case basis for the financial year ending June 30, 2023.”

**“FURTHER RESOLVED THAT** the transactions approved by the Board shall be deemed to have been approved by the shareholders u/s 207 and / or u/s 208 of the Companies Act, 2017 (if triggered) and shall be placed before the shareholders in the Annual General Meeting for their formal ratification/approval u/s 207 and / or 208 of the Companies Act, 2017 (if required).”

7) To consider and if deemed fit, pass the following Special Resolutions with or without modification(s):

**INVESTMENT IN ASSOCIATED COMPANIES & ASSOCIATED UNDERTAKINGS:**

**“FURTHER RESOLVED THAT** the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 for renewal of the following equity investments limit up to unutilized portion of for which approval had been sought in previous general meeting(s), in associated companies and associated undertakings as mentioned in the annexed statement under Section 134(3).”

**“FURTHER RESOLVED THAT** the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 for renewal of following 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 134(3) 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.”

Name of Companies & Undertakings	Amount in Million	
	Renewal Requested	
	Equity	Loan / Advance / Guarantee
1 Safemix Concrete Products Limited	156	250
2 Arif Habib Corporation Limited	-	1,500
3 Power Cement Limited	1,003	1,000
4 Aisha Steel Mills Limited	633	1,000
5 Javedan Corporation Limited	608	1,000

**“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.

Statements under Section 134(3) of the Companies Act, 2017, comprising of Annexure A, Annexure B, Annexure C and Annexure D pertaining to the special business is being sent to the shareholders along with this notice.

**By order of the Board**



**Muhammad Taha Siddiqui**  
Company Secretary

**Karachi**  
**Friday, September 23, 2022**

## NOTES:

### A. Participation of shareholders through online facility

In order to protect the wellbeing of the shareholders, the Securities and Exchange Commission of Pakistan (“SECP”) has, vide its circulars issued from time to time, directed the listed companies to hold their general meetings virtually in addition to the requirements of holding physical meetings. Thus, to facilitate the shareholders, the Company in addition to convening a physical meeting has also arranged attendance of shareholder virtually via video link facility.

The shareholders will be able to login and participate in the AGM proceedings through their smartphones or computer devices from their homes or any convenient location after completing all the formalities required for the verification and identification of the shareholders.

The login facility will be opened at 10:30 a.m. on October 15, 2022 enabling the participants to join the proceedings which will start at 11:00 a.m. sharp.

Shareholders interested in attending the AGM through electronic means, are requested to register themselves by submitting their following particulars at the Company’s designated email address [agm2022@arifhabibltd.com](mailto:agm2022@arifhabibltd.com) before the close of business hours on October 7, 2022. The link to the zoom application will be sent to the shareholders on the email address provided in the below table:

Shareholder’s Name	CNIC No.	Folio / CDC Account No.	Cell No.	No. of shares held	Email address

Login facility will only be shared with the shareholders whose emails addresses are provided on above table, shareholders can also provide their comments / suggestions on [agm2022@arifhabibltd.com](mailto:agm2022@arifhabibltd.com) or WhatsApp or SMS on 0321-8210507 for the agenda items proposed to be conducted at the AGM in the same manner as it is being discussed in the AGM, and later shall be made part of the minutes of the meeting.

The purpose of the aforementioned arrangements is to ensure maximum participation of the shareholders in the AGM through an online facility. Shareholders are also requested to consolidate their attendance through proxies, so that the quorum requirement may also be fulfilled.

### B. Book closure:

- i) The share transfer books will remain closed from October 8, 2022 to October 15, 2022 (both days inclusive). Transfers in good order, received at the office of Company’s Share Registrar, CDC Share Registrar Services Limited, CDC House, 99 – B, Block ‘B’, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 by close of the business on October 7, 2022 will be treated in time for the purpose of attending the annual general meeting and for determination of entitlement of shareholders to cash dividend and bonus shares.
- ii) All members/shareholders are entitled to attend, speak and vote at the annual general meeting. A member/shareholder may appoint a proxy to attend, speak and vote on his/her behalf. The proxy need not be a member of the Company. Proxies in order to be effective must be received at the office of our Registrar: M/s. CDC Share Registrar Services Limited, CDC House, 99 – B, Block ‘B’, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 not less than 48 hours before the meeting.
- iii) In pursuance of Circular No. 1. of 2000 of SECP dated January 26, 2000 the beneficial owners of the shares registered in the name of Central Depository Company (CDC) and/or their proxies are required to produce their Computerized National Identity Card (CNIC) or passport for identification purpose at the time of attending the meeting. The form of proxy must be submitted with the Company within the stipulated time, duly witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the form, along with attested copies of the CNIC or the passport of the beneficial owner and the proxy.

In case of corporate entity, the Board of Directors’ resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.

### CNIC / NTN Number on Dividend Warrant (Mandatory)

As already been notified from time to time, SECP has directed vide its Notification S.R.O. 831(1)/2012 dated July 5, 2012, that the electronic Dividend should also bear the Computerized National Identity Card (CNIC) Number of the registered shareholder or the authorized person, except in case of minor(s) and corporate shareholder(s).

In order to comply with the SECP's directives and in terms of Section 243(2)(a) of the Companies Act, 2017, the Company shall be constrained to withhold the Dividend Warrant(s), in case of non-availability copy of valid CNIC (for individuals) and National Tax Number (for a corporate entity).

Accordingly, shareholders who have not yet submitted a copy of their valid CNIC or NTN are once again requested to immediately submit the same to the Company or Share Registrar, M/s. CDC Share Registrar Services Limited.

### C. Payment of Cash Dividend through electronic mode:

In accordance with the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed company to pay cash dividend to its shareholder only through electronic mode directly into the bank account designated by the entitled shareholder. Please note that giving bank mandate for dividend payments is mandatory and in order to comply with this regulatory requirement, you are requested to please provide the following information to your respective CDC Participant / CDC Investor Account Services (in case your shareholding is in Book Entry Form) or to our Share Registrar M/s. CDC Share Registrar Services Limited, Share Registrar Department, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi – 74400 (in case your shareholding is in Physical Form):

Details of Shareholder	
Name of shareholder	
Folio/ CDS Account No.	
CNIC No.	
Cell number of shareholder	
Landline number of shareholder, if any	
Email	

  

Details of Bank Account	
Title of Bank Account	
Account International Bank Account Number (IBAN) "Mandatory"	PK _____ (24 digits) (Kindly provide your accurate IBAN number after consulting with your respective bank branch since in case of any error or omission in given IBAN, the company will not be held responsible in any manner for any loss or delay in your cash dividend payment).
Bank's Name	
Branch Name and Address	

**It is stated that the above-mentioned information is correct and in case of any change therein, I / we will immediately intimate Participant / Share Registrar accordingly.**

\_\_\_\_\_  
**Signature of shareholder**

#### **D. Deduction of Income Tax from Dividend under section 150 of the Income Tax Ordinance, 2001:**

- a) Pursuant to the provisions of the Finance Act 2022 effective July 1, 2022, the rate of deduction of income tax from dividend payments has been revised as follows:
- Rate of tax deduction for filers of income tax return – 15%
  - Rate of tax deduction for non-filers of income tax return – 30%

Shareholders whose names are not entered into the Active Tax-payers List (ATL) available on the website of FBR, despite the fact that they are filers, are advised to immediately make sure that their names are entered in ATL, otherwise tax on their cash dividend will be deducted @ 30% instead of 15%.

- b) Withholding Tax exemption from the dividend income, shall only be allowed if copy of valid tax exemption certificate is made available to Company's Share Registrar by the first day of book closure.
- c) Further, according to clarification received from FBR, withholding tax will be determined separately on "Filer/Non-filer" status of principal shareholder as well as joint-holder(s) based on their shareholding proportions.

In this regard all shareholders who hold company's shares jointly are requested to provide shareholding proportions or principal shareholder and joint-holder(s) in respect of shares held by them (if not already provided) to Company's Share Registrar, in writing as follows:

			<b>Principal Shareholder</b>		<b>Joint Shareholder</b>	
<b>Company Name</b>	<b>Folio/CDS Account #</b>	<b>Total Shares</b>	<b>Name and CNIC #</b>	<b>Shareholding Proportion (No. of Shares)</b>	<b>Name and CNIC #</b>	<b>Shareholding Proportion (No. of Shares)</b>

The required information must reach Company's Share Registrar within 10 days of this notice; otherwise it will be assumed that the shares are equally held by the principal shareholder and joint-holder(s).

- d) The corporate shareholders having CDC accounts are required to have their NTN updated with their respective participants, whereas corporate physical shareholders are requested to send a copy of their NTN certificate to the Company's Share Registrar. The shareholders while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.

#### **E. Availability of annual audited financial statements**

The audited financial statements of the Company for the year ended June 30, 2022 have been made available on the Company's website (<http://www.arifhabiltld.com>) in addition to annual and quarterly financial statements for the prior years.

Further, this is to inform that in accordance with SRO 470(I)/2016 dated May 31, 2016, through which SECP has allowed companies to circulate the annual audited accounts to its members through CD/DVD/USB instead of transmitting the hard copies at their registered addresses, subject to consent of shareholders and compliance with certain other conditions, the Company has obtained shareholders' approval in its Annual General Meeting held on September 24, 2016. Accordingly, Annual Report of the Company for the year ended June 30, 2022 is dispatched to the shareholders through CD. However, if a shareholder, in addition, request for hard copy of Annual Audited Financial Statements, the same shall be provided free of cost within seven working days of receipt of such request. For convenience of shareholders, a "Standard Request Form for provision of Annual Audited Financial Accounts" have also been made available on the Company's website.

## F. Unpaid Dividend Account

In accordance with the provisions of Section 244 of the Companies Act, 2017.

- (i) Where a dividend has been declared by a company but has not been paid or claimed, within a time period specified under Section 242, to any shareholder entitled to the payment of the dividend, the company shall, within fifteen days from the date of expiry of the said period, transfer the total amount of dividend which remains unpaid or unclaimed to a separate profit bearing account to be called the unpaid dividend account opened by the company for this purpose in any scheduled bank. The deposits in the unpaid dividend account shall only be used for payment to a claimant as given in sub-section 4.

Explanation - Dividend for the purpose of this section means the dividend payable in cash.

- (ii) The company shall, within a period of ninety days of making any deposit of the amount under sub-section (1) to the unpaid dividend account, prepare a statement containing the names, the last known addresses, number of shares held, the amount of unpaid dividend to be paid to each shareholder and such other particulars as may be specified and place it on the website of the company required under any law, rules, regulations or directions to maintain a website and also on any other website as may be specified.
- (iii) Any change in the information to be maintained on the website under sub-section (2) shall be effected by the company in such manner and within such time as may be specified.
- (iv) Any person claiming to be entitled to any money transferred under sub-section (1) to the unpaid dividend account of the company may apply to the company for payment of the money claimed.
- (v) The company shall make payment to the bonafide claimant within a period of thirty days from the date of submission of a claim with the company. No claimant shall be entitled to any amount except his unclaimed dividend amount.
- (vi) The amount of profit generated from the account maintained by the company under this section shall be used by the company for its corporate social responsibility initiatives and specified purposes.

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

This statement sets out the material facts concerning the Special Business given in Agenda item No. 5, Agenda Item No. 6 and Agenda item No. 7 of the Notice to be transacted at the Annual General Meeting of the Company. Directors of the Company have no interest in the special business except in their capacity as director / shareholder.

## ANNEXURE A

### SALE OF ARIF HABIB 1857 (PRIVATE) LIMITED

Arif Habib 1857 (Private) Limited ('AH1857') is a wholly owned subsidiary of the Company. AH1857 was incorporated on July 18, 2014 as a private limited company under the Companies Ordinance, 1984 (replaced now with the Companies Act, 2017).

The Board of Directors, subject to the provisions of Section 183 of the Companies Act, 2017 and all other applicable provisions of law, approved the sale of AH1857.

### OTHER CONSIDERATIONS

The Directors of the Company do hereby undertake / certify that necessary due diligence of the sale of AH1857 has been carried out.

The Board of Directors of the Company have confirmed that the proposed sale of AH1857 is in line with the applicable provisions of the law and regulatory framework.

Material facts covering the sale of AH1857 as required under S.R.O 423(I)/2018 dated April 03, 2018 issued by the Securities & Exchange Commission of Pakistan ('SECP') are as under:

i)	Name of the subsidiary	Arif Habib 1857 (Pvt.) Limited
ii)	Cost and book value of investment in subsidiary	As at June 30, 2022 Cost: PKR 50,000,000 Net Book Value: PKR 43,558,105
iii)	Total market value of subsidiary based on value of the shares of the subsidiary company:	
	a) In case of listed subsidiary company: quoted price of shares of subsidiary on day of decision of the board for disposal;	Not applicable since the subsidiary is not listed.
	b) In case of non-listed subsidiary: value determined by a registered valuer, who is eligible to carry out such valuation along with name of the valuer.	Per share value of PKR 9.81 has been determined by S.M. Suhail & Co. Chartered Accountants having satisfactory Quality Control Review rating awarded by Institute of Chartered Accountants of Pakistan.
iv)	Net worth of subsidiary as per latest audited financial statements and subsequent interim financial statements, if available;	Net worth of subsidiary as per latest audited financial statements as at June 30, 2022 is PKR 49,055,945 and break-up value per share is PKR 9.81.

v)	Total consideration for disposal of investment in subsidiary, basis of determination of the consideration of the and its utilization;	PKR 50,000,000 determined on the basis of par value of the shares.  The amount realized will be utilized by the Company to meet its working capital requirements.
vi)	Quantitative and qualitative benefits expected to accrue to the members	The proposed sale of subsidiary will result in reversal of previously booked impairment loss of PKR 6,441,895. The board of directors believe that the proposed sale will provide additional liquidity to the holding company to meet its working capital requirements.

### DISCLOSURE OF INTEREST BY THE DIRECTORS IN SPECIAL BUSINESS

Except for Ms. Nida Ahsan (being the buyer of AH1857) all the other directors of the Company have no personal interest in above sale of Subsidiary except to the extent of their respective shareholding.

### SALE / LIQUIDATION OF ARIF HABIB COMMODITIES (PRIVATE) LIMITED

Arif Habib Commodities (Private) Limited ('AH Commodities') is a wholly owned subsidiary of the Company. AH Commodities was incorporated on April 02, 2012 as a private limited company under the Companies Ordinance, 1984 (replaced now with the Companies Act, 2017).

### OTHER CONSIDERATIONS

The Directors of the Company do hereby undertake / certify that necessary due diligence of the sale / liquidation of AH Commodities will be ensured.

The Board of Directors of the Company have confirmed that the proposed sale / liquidation of AH Commodities will be in line with the applicable provisions of the law and regulatory framework.

Material facts covering the sale / Liquidation of AH Commodities as required under S.R.O 423(I)/2018 dated April 03, 2018 issued by the Securities & Exchange Commission of Pakistan ('SECP') are as under:

i)	Name of the subsidiary	Arif Habib Commodities (Pvt.) Limited
ii)	Cost and book value of investment in subsidiary	As at June 30, 2022  Cost: PKR 38,000,000 Net Book Value: PKR 38,000,000
iii)	Total market value of subsidiary based on value of the shares of the subsidiary company:	
	a) In case of listed subsidiary company: quoted price of shares of subsidiary on day of decision of the board for disposal;	Not applicable since the subsidiary is not listed.
	b) In case of non-listed subsidiary: value determined by a registered valuer, who is eligible to carry out such valuation along with name of the valuer.	Per share value of will be determined by a registered valuer having satisfactory Quality Control Review rating awarded by Institute of Chartered Accountants of Pakistan after finalization of mode of disposal by the Board of Directors.
iv)	Net worth of subsidiary as per latest audited financial statements and subsequent interim financial statements, if available;	Net worth of subsidiary as per latest audited financial statements as at June 30, 2022 is PKR 90,107,550 and break-up value per share is PKR 23.71.



v)	Total consideration for disposal of investment in subsidiary, basis of determination of the consideration of the and its utilization;	Total consideration will be determined by the Board of Directors after finalization of mode of disposal.  The amount realized will be utilized by the Company to meet its working capital requirements.
vi)	Quantitative and qualitative benefits expected to accrue to the members	The quantitative benefits will be determined after determination of total sale consideration by the Board of Directors. Proposed sale / disposal will provide additional liquidity to the holding company to meet its working capital requirements.

### **DISCLOSURE OF INTEREST BY THE DIRECTORS IN SPECIAL BUSINESS**

Except for Ms. Nida Ahsan (being the director of AH Commodities) all the other directors of the Company have no personal interest in above sale of Subsidiary except to the extent of their respective shareholding.

## **ANNEXURE B**

### **AUTHORIZATION FOR THE BOARD OF DIRECTORS TO APPROVE THOSE TRANSACTIONS WITH RELATED PARTIES (IF EXECUTED) DURING THE FINANCIAL YEAR ENDING 30TH JUNE 2022 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 year ending 30th June 2023 on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business. Being the directors of a brokerage house, many Directors may be deemed to be treated as interested in transactions with related parties due to their shareholding in such companies. 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 the year ending 30th June 2023, which transactions shall be deemed to be approved by the Shareholders. The nature and scope of such related party transactions is explained above. These transactions shall be placed before the shareholders in the next AGM for their formal approval/ratification.

The Directors are interested in the resolution only to the extent of their shareholding and / or directorships in such companies.

## Annexure - C

### INVESTMENTS IN ASSOCIATED COMPANIES & ASSOCIATED UNDERTAKINGS

The Board of Directors of the Company has approved the specific limits for loans/advances along with other particulars for 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. The principle purpose of this special resolution is to make the Company in a ready position to capitalize on the investment opportunities as and when they arrive. It is prudent that the Company should be able to make the investment at the right time when the opportunity is available.

#### 1 INVESTMENT IN SECURITIES

S.No	Description	Information
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	<b>SAFE MIX CONCRETE PRODUCTS LIMITED</b> An associated undertaking due to investments by the Company
2	Purpose, benefits and period of investment	For the benefit of the Company and to earn better returns in the long run on strategic investment by capturing the opportunities on the right time
3	Maximum amount of investment	Unutilized limit of PKR 155.69 million is requested for approval. This is in addition to Investment at cost of PKR 94.31 million already made upto 30 June, 2022.
4	Maximum price at which securities will be acquired	At par/premium/market/offered/negotiated price prevailing on the date of transaction/investment
5	Maximum number of securities to be acquired	No of securities purchasable under approved limit in accordance with / based on Sr. Nos. 3 & 4 above
6	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
7	Number of securities and percentage thereof held before and after the proposed investment	Before: 5.69 million shares held in the Company as on 30 June, 2022 being 22.80% holding.  After: Increase in securities / percentage in accordance with / based on Sr. No. 3, 4 & 5 above
8	In case of investment in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired	PKR 6.00
9	In case of investment in unlisted securities, fair market value of such securities determined in terms of regulation 6 (1)	Not Applicable

S.No	Description	Information
10	Financial position, including main items of balance sheet and profit and loss account of the associated company or associated undertaking on the basis of its latest financial statements	Total Equity, Total assets and total liability amounting to PKR 182.87 million, PKR 520.83 million and PKR 337.96 million respectively. Gross Profit, Loss before tax and Profit after tax amounting to PKR 17.63 million, PKR 1.38 million and PKR 6.56 million respectively"
11	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements	PKR 7.31
12	Earning per share of the associated company or associated undertaking for the last three years	2020: PKR 0.26 2020: PKR (3.95) 2019: PKR (1.19)
13	Sources of fund from which securities will be acquired	From company's own available liquidity and credit lines
14	Where the securities are intended to be acquired using borrowed funds	
(i)	Justification for investment through borrowings	The Company foresee the return on this strategic investment higher than the borrowing cost
(ii)	Detail of guarantees and assets pledged for obtaining such funds	Pledge of listed securities and / or charge over assets of the Company, if and where needed.
(iii)	Cost Benefit Analysis	Company's expects to time the investment to earn return over and above the borrowing cost.
15	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment	There is no agreement as this is a Strategic Investment
16	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	Directors of the Company have no interest in the investee Company except in their capacity as Sponsor / Director / Shareholder of Investee Company.
17	Any other important details necessary for the members to understand the transaction	Not Applicable
18	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information, is required, namely	
(i)	Description of the project and its history since conceptualization	Not Applicable
(ii)	Starting and expected dated of completion of work	Not Applicable
(iii)	Time by which such project shall become commercially operational	Not Applicable
(iv)	Expected time by which the project shall start paying return on investment	Not Applicable

S.No	Description	Information
19	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	SMCPL reported earnings per share of PKR 0.26 for the year ended 30th June 2021 as compared to loss per share of PKR 3.95 last year. Consequently, the investment is expected to add value to AHL shareholders. Performance of SMCPL can be referred in Point 10 to 12 above.

## 2 INVESTMENT IN SECURITIES

S.No	Description	Information
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	<b>POWER CEMENT COMPANY LIMITED</b> An associated undertaking due to investments by the holding Company
2	Purpose, benefits and period of investment	For the benefit of the Company and to earn better returns in the long run on strategic investment by capturing the opportunities on the right time
3	Maximum amount of investment	Unutilized limit of PKR 1003 million is requested for approval. This is in addition to Investment at cost of PKR 103.48 million already made upto 30 June, 2022.
4	Maximum price at which securities will be acquired	At par/premium/market/offered/negotiated price prevailing on the date of transaction/investment
5	Maximum number of securities to be acquired	No of securities purchasable under approved limit in accordance with / based on Sr. Nos. 3 & 4 above
6	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
7	Number of securities and percentage thereof held before and after the proposed investment	Before: 22.32 million shares held in the Company as on 30 June, 2022 being 1.71% holding. After: Increase in securities / percentage in accordance with / based on Sr. No. 3, 4 & 5 above
8	In case of investment in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired	PKR 5.28
9	In case of investment in unlisted securities, fair market value of such securities determined in terms of regulation 6 (1)	Not Applicable
10	Financial position, including main items of balance sheet and profit and loss account of the associated company or associated undertaking on the basis of its latest financial statements	Total Equity, Total assets and total liability amounting to PKR 10,745 million, PKR 45,492 million and PKR 34,747 million respectively. Gross profit, Loss before tax and Profit after tax amounting to PKR 3,089 million, PKR (671) million and PKR 358 million respectively"
11	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements.	PKR 8.21

S.No	Description	Information
12	Earning per share of the associated company or associated undertaking for the last three years	
13	Sources of fund from which securities will be acquired	2021: PKR 0.17 2020: PKR (3.4) 2019: PKR 0.55
14	Where the securities are intended to be acquired using borrowed funds	From company's own available liquidity and credit lines
(i)	Justification for investment through borrowings	
(ii)	Detail of guarantees and assets pledged for obtaining such funds	The Company foresee the return on this strategic investment higher than the borrowing cost
(iii)	Cost Benefit Analysis	Pledge of listed securities and / or charge over assets of the Company, if and where needed.
15	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment	Company's expects to time the investment to earn return over and above the borrowing cost.  There is no agreement as this is a Strategic Investment
16	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	Directors of the Company have no interest in the investee Company except in their capacity as Sponsor / Director / Shareholder of Investee Company.
17	Any other important details necessary for the members to understand the transaction	Not Applicable
18	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information, is required, namely	
(i)	Description of the project and its history since conceptualization	Not Applicable
(ii)	Starting and expected dated of completion of work	Not Applicable
(iii)	Time by which such project shall become commercially operational	Not Applicable
(iv)	Expected time by which the project shall start paying return on investment	Not Applicable
19	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	Not Applicable
		POWER reported earnings per share of PKR 0.17 for the year ended 30th June 2021 as compared to loss per share of PKR 3.41 last year. Consequently, the investment is expected to add value to AHL shareholders. Performance of POWER can be referred in Point 10 to 12 above.

### 3 INVESTMENT IN SECURITIES

S.No	Description	Information
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	<b>Aisha Steel Mills Limited</b> An associated undertaking due to investments by the holding Company
2	Purpose, benefits and period of investment	For the benefit of the Company and to earn better returns in the long run on strategic investment by capturing the opportunities on the right time
3	Maximum amount of investment	Unutilized limit of PKR 633 million is requested for approval. This is in addition to Investment at cost of PKR 367.36 million already made upto 30 June, 2022.
4	Maximum price at which securities will be acquired	At par/premium/market/offered/negotiated price prevailing on the date of transaction/investment
5	Maximum number of securities to be acquired	No of securities purchasable under approved limit in accordance with / based on Sr. Nos. 3 & 4 above
6	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
7	Number of securities and percentage thereof held before and after the proposed investment	Before: 23.86 million (ordinary) & 0.12 million (preference) shares held in the Company as on 30 June, 2022, being 2.93% holding. After: Increase in securities / percentage in accordance with / based on Sr. No. 3, 4 & 5 above
8	In case of investment in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired	PKR 11.28
9	In case of investment in unlisted securities, fair market value of such securities determined in terms of regulation 6 (1)	Not Applicable
10	Financial position, including main items of balance sheet and profit and loss account of the associated company or associated undertaking on the basis of its latest financial statements	Total Equity, Total assets and total liability amounting to PKR 14,467 million, PKR 36,524 million and PKR 22,057 million respectively. Gross profit, Profit before tax and Profit after tax amounting to PKR 11,185 million, PKR 8,588 million and PKR 6,368 million respectively"
11	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements	PKR 20.39
12	Earning per share of the associated company or associated undertaking for the last three years	2021: PKR 8.19 2020: PKR (0.89) 2019: PKR 0.26
13	Sources of fund from which securities will be acquired	From company's own available liquidity and credit lines

S.No	Description	Information
13	Sources of fund from which securities will be acquired	From company's own available liquidity and credit lines
14 (i)	Where the securities are intended to be acquired using borrowed funds Justification for investment through borrowings	The Company foresee the return on this strategic investment higher than the borrowing cost
(ii)	Detail of guarantees and assets pledged for obtaining such funds	Pledge of listed securities and / or charge over assets of the Company, if and where needed.
(iii)	Cost Benefit Analysis	Company's expects to time the investment to earn return over and above the borrowing cost.
15	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment	There is no agreement as this is a Strategic Investment.
16	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	Directors of the Company have no interest in the investee Company except in their capacity as Sponsor / Director / Shareholder of Investee Company.
17	Any other important details necessary for the members to understand the transaction	Not Applicable
18	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information, is required, namely	
(i)	Description of the project and its history since conceptualization	Not Applicable
(ii)	Starting and expected dated of completion of work	Not Applicable
(iii)	Time by which such project shall become commercially operational	Not Applicable
(iv)	Expected time by which the project shall start paying return on investment	Not Applicable
19	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	ASL reported earnings per share of PKR 8.19 for the year ended 30th June 2021 as compared to loss per share of PKR 0.89 last year. Consequently, the investment is expected to add value to AHL shareholders. Consequently the investment is expected to add value to AHL shareholders. Performance of ASL can be referred in Point 10 to 12 above.

## 4 INVESTMENT IN SECURITIES

S.No	Description	Information
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	<b>JAVEDAN CORPORATION LIMITED</b> An associated undertaking due to investments by the holding Company
2	Purpose, benefits and period of investment	For the benefit of the Company and to earn better returns in the long run on strategic investment by capturing the opportunities on the right time
3	Maximum amount of investment	Unutilized limit of PKR 607.68 million is requested for approval. This is in addition to Investment at cost of PKR 392.32 million already made upto 30 June, 2022.
4	Maximum price at which securities will be acquired	At par/premium/market/offered/negotiated price prevailing on the date of transaction/investment
5	Maximum number of securities to be acquired	No of securities purchasable under approved limit in accordance with / based on Sr. Nos. 3 & 4 above
6	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
7	Number of securities and percentage thereof held before and after the proposed investment	Before: 8.05 million (ordinary) shares held in the Company as on 30 June, 2022, being 2.11% holding. After: Increase in securities / percentage in accordance with / based on Sr. No. 3, 4 & 5 above
8	In case of investment in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired	PKR 31.53
9	In case of investment in unlisted securities, fair market value of such securities determined in terms of regulation 6 (1)	Not Applicable
10	Financial position, including main items of balance sheet and profit and loss account of the associated company or associated undertaking on the basis of its latest financial statements	Total Equity, Total assets and total liability amounting to PKR 17,852 million, PKR 27,998 million and PKR 10,147 million respectively. Gross profit, (Loss) / Profit before tax and Profit after tax amounting to PKR 782.38 million, PKR 370.17 million and PKR 331.24 million respectively"
11	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements	PKR 56.25
12	Earning per share of the associated company or associated undertaking for the last three years	2021: PKR 1.04 2020: PKR 0.66 2019: PKR 1.83
13	Sources of fund from which securities will be acquired	From company's own available liquidity and credit lines



S.No	Description	Information
14	Where the securities are intended to be acquired using borrowed funds	
(i)	Justification for investment through borrowings	The Company foresees the return on this strategic investment higher than the borrowing cost
(ii)	Detail of guarantees and assets pledged for obtaining such funds	Pledge of listed securities and / or charge over assets of the Company, if and where needed.
(iii)	Cost Benefit Analysis	Company's expects to time the investment to earn return over and above the borrowing cost.
15	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment	There is no agreement as this is a Strategic Investment
16	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	Directors of the Company have no interest in the investee Company except in their capacity as Sponsor / Director / Shareholder of Investee Company.
17	Any other important details necessary for the members to understand the transaction	Not Applicable
18	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information, is required, namely	
(i)	Description of the project and its history since conceptualization	Not Applicable
(ii)	Starting and expected dated of completion of work	Not Applicable
(iii)	Time by which such project shall become commercially operational	Not Applicable
(iv)	Expected time by which the project shall start paying return on investment	Not Applicable
19	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	During the financial year the Company recorded sale of PKR 1,047 million as compared to PKR 1,643 million in the corresponding period last year. The Cost of sales for the period was recorded at PKR 264 million as compared to PKR 708 million in the corresponding period. The gross profit over the year declined by 16% amounting to PKR 152 million and to the contrary gross profit margin has increased by 17%. The administrative expenses for the period remained at PKR 420 million representing an increase of 9% over the corresponding period. The finance cost for the year remained at PKR 107 million as compared to PKR 207 million resulting in a decline of 48%. The finance cost has declined due to improved working capital leading to reduced financing cost on short-term running finance. The initiatives of Government of Pakistan and State Bank of Pakistan (SBP) "Mera Pakistan – Mera Ghar scheme", "Roshan Apna Ghar scheme" and new guidelines for housing finance particularly for high rise under construction projects by SBP have completely changes the dynamics of the sector. These steps will increase the potential customer base manifold for the project. And it is likely to create additional demand of plots, Houses, and apartments (to be launched soon) in Naya Nazimabad. Consequently the investment is expected to add value to AHL shareholders. Performance of JCL can be referred in Point 10 to 12 above.

## 1 LOANS, ADVANCES AND CORPORATE GUARANTEES

S.No	Description	Information
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	<b>SAFEMIX CONCRETE PRODUCTS LIMITED</b> An associated undertaking due to investment by the Company
2	Amount of loans or advances	Previously sanctioned unutilized limit of PKR 250 million is requested for renewal. Above facilities will be in the nature of running finance & corporate guarantee for a period of one year and shall be renewable in next general meeting for further period of one year.
3	Purpose of loans or advances and benefits likely to accrue to the investing company and its members from such loans or advances	To support the functionality , operations and growth of the associate.
4	In case any loan has already been granted to the said associated company or associated undertaking, the complete details thereof	During 2021-22, no loan was extended to the associate.
5	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	During 2021-22, no loan was extended to the associate.
6	Financial position, including main items of balance sheet and profit and loss account of the associated company or associated undertaking on the basis of its latest financial statements	Total Equity, Total assets and total liability amounting to PKR 182.87 million, PKR 520.83 million and PKR 337.96 million respectively. Gross Profit, Loss before tax and Profit after tax amounting to PKR 17.63 million, PKR 1.38 million and PKR 6.56 million respectively"
7	Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Inter Bank Offered Rate for the relevant period	Average borrowing cost of the investing Company ranges from 1 month KIBOR + 0.5% to 1.0%, 3 month KIBOR + 0.50% to 1.5% in 2021 - 2022.
8	Rate of interest, mark up, profit, fees or commission etc. to be charged	Higher than the Companys' prevalent average borrowing cost.
9	Sources of funds from where loans or advances will be given	From Company's own available liquidity and credit lines
10	Where loans or advances are being granted using borrowed funds	
(i)	Justification for granting loan or advance out of borrowed funds	To support the functionality, operations and growth of the associate.
(ii)	Detail of guarantees / assets pledged for obtaining such funds, if any	Pledge of listed securities and / or charge over assets of the Company, if and where needed.
(iii)	Repayment schedules of borrowing of the investing company	Obtained facilities have different maturity dates upto September 30, 2024.
11	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any	Will be decided with mutual consent at the time of extending the loan.

S.No	Description	Information
12	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable	Not Applicable
13	Repayment schedule and terms of loans or advances to be given to the investee company	Above facilities will be in the nature of running finance for a period of one year and shall be renewable in next general meeting for further period of one year.
14	Salient features of all agreements entered or to be entered with its associated company or associated undertaking with regards to proposed investment	Not Applicable
15	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	Directors of the Company have no interest in the investee Company except in their capacity as Sponsor / Director / Shareholder of Investee Company.
16	Any other important details necessary for the members to understand the transaction	Not Applicable
17	In case of investment in a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information is required, namely	
(i)	A description of the project and its history since conceptualization	Not Applicable
(ii)	Start date and expected date of completion	Not Applicable
(iii)	Time by which such project shall become commercially operational	Not Applicable
(iv)	Expected return on total capital employed in the project	Not Applicable
(v)	Funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts	Not Applicable

## 2 LOANS AND ADVANCES

S.No	Description	Information
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	<b>ARIF HABIB CORPORATION LIMITED</b> An associated undertaking due to Parent Company.
2	Amount of loans or advances	Previously sanctioned unutilized limit of PKR 1,500 million is requested for renewal. Above facilities will be in the nature of running finance and corporate guarantee for a period of one year and shall be renewable in next general meeting for further period of one year.
3	Purpose of loans or advances and benefits likely to accrue to the investing company and its members from such loans or advances	To support the functionality, operations and growth of the associate.
4	In case any loan has already been granted to the said associated company or associated undertaking, the complete details thereof	During 2021-22, no loan was extended to the associate.
5	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	During 2021-22, no loan was extended to the associate.
6	Financial position, including main items of balance sheet and profit and loss account of the associated company or associated undertaking on the basis of its latest financial statements	Total Equity, Total assets and total liability amounting to PKR 21,365 million, PKR 22,764 million and PKR 1,399 million respectively. Profit before tax and Profit after tax amounting to PKR 4,297 million and PKR 3,874 million
7	Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Inter Bank Offered Rate for the relevant period	Average borrowing cost of the investing Company ranges from 1 month KIBOR + 0.5% to 1.0%, 3 month KIBOR + 0.50% to 1.5% in 2021 - 2022.
8	Rate of interest, mark up, profit, fees or commission etc. to be charged	Higher than the Company's prevalent average borrowing cost.
9	Sources of funds from where loans or advances will be given	From Company's own available liquidity and credit lines
10	Where loans or advances are being granted using borrowed funds	
(i)	Justification for granting loan or advance out of borrowed funds	To support the functionality, operations and growth of the associate.
(ii)	Detail of guarantees / assets pledged for obtaining such funds, if any	Pledge of listed securities and / or charge over assets of the Company, if and where needed.
(iii)	Repayment schedules of borrowing of the investing company	Obtained facilities have different maturity dates upto September 30, 2024.
11	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any	Will be decided with mutual consent at the time of extending the loan.

S.No	Description	Information
12	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable	Not Applicable
13	Repayment schedule and terms of loans or advances to be given to the investee company	Above facilities will be in the nature of running finance for a period of one year and shall be renewable in next general meeting for further period of one year.
14	Salient features of all agreements entered or to be entered with its associated company or associated undertaking with regards to proposed investment	Not Applicable
15	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	Directors of the Company have no interest in the investee Company except in their capacity as Sponsor / Director / Shareholder of Investee Company.
16	Any other important details necessary for the members to understand the transaction	Not Applicable
17	In case of investment in a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information is required, namely	
(i)	A description of the project and its history since conceptualization	Not Applicable
(ii)	Start date and expected date of completion	Not Applicable
(iii)	Time by which such project shall become commercially operational	Not Applicable
(iv)	Expected return on total capital employed in the project	Not Applicable
(v)	Funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts	Not Applicable

### 3 LOANS AND ADVANCES

S.No	Description	Information
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	<b>POWER CEMENT LIMITED</b> An associated undertaking due to investment by the holding Company
2	Amount of loans or advances	Previously sanctioned unutilized limit of PKR 1,000 million is requested for renewal. Above facilities will be in the nature of running finance and corporate guarantee for a period of one year and shall be renewable in next general meeting for further period of one year.
3	Purpose of loans or advances and benefits likely to accrue to the investing company and its members from such loans or advances	To support the functionality , operations and growth of the associate.
4	In case any loan has already been granted to the said associated company or associated undertaking, the complete details thereof	During 2021-22, no loan was extended to the associate.
5	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	During 2021-22, no loan was extended to the associate.
6	Financial position, including main items of balance sheet and profit and loss account of the associated company or associated undertaking on the basis of its latest financial statements	Total Equity, Total assets and total liability amounting to PKR 10,745 million, PKR 45,492 million and PKR 34,747 million respectively. Gross profit, Loss before tax and Profit after tax amounting to PKR 3,089 million, PKR (671) million and PKR 358 million respectively"
7	Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Inter Bank Offered Rate for the relevant period	Average borrowing cost of the investing Company ranges from 1 month KIBOR + 0.5% to 1.0%, 3 month KIBOR + 0.50% to 1.5% in 2021 - 2022.
8	Rate of interest, mark up, profit, fees or commission etc. to be charged	Higher than the Companys' prevalent average borrowing cost.
9	Sources of funds from where loans or advances will be given	From Company's own available liquidity and credit lines
10	Where loans or advances are being granted using borrowed funds	
(i)	Justification for granting loan or advance out of borrowed funds	To support the functionality, operations and growth of the associate.
(ii)	Detail of guarantees / assets pledged for obtaining such funds, if any	Pledge of listed securities and / or charge over assets of the Company, if and where needed.
(iii)	Repayment schedules of borrowing of the investing company	Obtained facilities have different maturity dates upto September 30, 2024.
11	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any	Will be decided with mutual consent at the time of extending the loan.

S.No	Description	Information
12	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable	Not Applicable
13	Repayment schedule and terms of loans or advances to be given to the investee company	Above facilities will be in the nature of running finance for a period of one year and shall be renewable in next general meeting for further period of one year.
14	Salient features of all agreements entered or to be entered with its associated company or associated undertaking with regards to proposed investment	Not Applicable
15	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	Directors of the Company have no interest in the investee Company except in their capacity as Sponsor / Director / Shareholder of Investee Company.
16	Any other important details necessary for the members to understand the transaction	Not Applicable
17	In case of investment in a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information is required, namely	
(i)	A description of the project and its history since conceptualization	Not Applicable
(ii)	Start date and expected date of completion	Not Applicable
(iii)	Time by which such project shall become commercially operational	Not Applicable
(iv)	Expected return on total capital employed in the project	Not Applicable
(v)	Funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts	Not Applicable

## 4 LOANS AND ADVANCES

S.No	Description	Information
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	Aisha Steel Mills Limited An associated undertaking due to investment by the holding Company
2	Amount of loans or advances	Previously sanctioned unutilized limit of PKR 1,000 million is requested for renewal. Above facilities will be in the nature of running finance and corporate guarantee for a period of one year and shall be renewable in next general meeting for further period of one year.
3	Purpose of loans or advances and benefits likely to accrue to the investing company and its members from such loans or advances	To support the functionality , operations and growth of the associate.
4	In case any loan has already been granted to the said associated company or associated undertaking, the complete details thereof	During 2021-22, no loan was extended to the associate.
5	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	During 2021-22, no loan was extended to the associate.
6	Financial position, including main items of balance sheet and profit and loss account of the associated company or associated undertaking on the basis of its latest financial statements	Total Equity, Total assets and total liability amounting to PKR 14,467 million, PKR 36,524 million and PKR 22,057 million respectively. Gross profit, Profit before tax and Profit after tax amounting to PKR 11,185 million, PKR 8,588 million and PKR 6,368 million respectively"
7	Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Inter Bank Offered Rate for the relevant period	Average borrowing cost of the investing Company ranges from 1 month KIBOR + 0.5% to 1.0%, 3 month KIBOR + 0.50% to 1.5% in 2021 - 2022.
8	Rate of interest, mark up, profit, fees or commission etc. to be charged	Higher than the Companys' prevalent average borrowing cost.
9	Sources of funds from where loans or advances will be given	From Company's own available liquidity and credit lines
10	Where loans or advances are being granted using borrowed funds	
(i)	Justification for granting loan or advance out of borrowed funds	To support the functionality, operations and growth of the associate.
(ii)	Detail of guarantees / assets pledged for obtaining such funds, if any	Pledge of listed securities and / or charge over assets of the Company, if and where needed.
(iii)	Repayment schedules of borrowing of the investing company	Obtained facilities have different maturity dates upto September 30, 2024.
11	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any	Will be decided with mutual consent at the time of extending the loan.



S.No	Description	Information
12	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable	Not Applicable
13	Repayment schedule and terms of loans or advances to be given to the investee company	Above facilities will be in the nature of running finance for a period of one year and shall be renewable in next general meeting for further period of one year.
14	Salient features of all agreements entered or to be entered with its associated company or associated undertaking with regards to proposed investment	Not Applicable
15	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	Directors of the Company have no interest in the investee Company except in their capacity as Sponsor / Director / Shareholder of Investee Company.
16	Any other important details necessary for the members to understand the transaction	Not Applicable
17	In case of investment in a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information is required, namely	
(i)	A description of the project and its history since conceptualization	Not Applicable
(ii)	Start date and expected date of completion	Not Applicable
(iii)	Time by which such project shall become commercially operational	Not Applicable
(iv)	Expected return on total capital employed in the project	Not Applicable
(v)	Funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts	Not Applicable

## 5 LOANS AND ADVANCES

S.No	Description	Information
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	JAVEDAN CORPORATION LIMITED An associated undertaking due to investment by the holding Company
2	Amount of loans or advances	Previously sanctioned limit of PKR 1,000 million is requested for renewal. Above facilities will be in the nature of running finance and corporate guarantee for a period of one year and shall be renewable in next general meeting for further period of one year.
3	Purpose of loans or advances and benefits likely to accrue to the investing company and its members from such loans or advances	To support the functionality , operations and growth of the associate.
4	In case any loan has already been granted to the said associated company or associated undertaking, the complete details thereof	The markup on facility shall be 3 months KIBOR + 1.75% per annum. Markup is payable on Quarterly basis. The loan is repayable within 30 business days of notice of demand. The markup rate may be increased / reduced if borrowing cost of the Company is increased.
5	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	Not Applicable
6	Financial position, including main items of balance sheet and profit and loss account of the associated company or associated undertaking on the basis of its latest financial statements	Total Equity, Total assets and total liability amounting to PKR 17,852 million, PKR 27,998 million and PKR 10,147 million respectively. Gross profit, (Loss) / Profit before tax and Profit after tax amounting to PKR 782.38 million, PKR 370.17 million and PKR 331.24 million respectively"
7	Average borrowing cost of the investing company or in case of absence of borrowing the Karachi Inter Bank Offered Rate for the relevant period	Average borrowing cost of the investing Company ranges from 1 month KIBOR + 0.5% to 1.0%, 3 month KIBOR + 0.50% to 1.5% in 2021 - 2022.
8	Rate of interest, mark up, profit, fees or commission etc. to be charged	Higher than the Companies' prevalent average borrowing cost.
9	Sources of funds from where loans or advances will be given	From Company's own available liquidity and credit lines
10	Where loans or advances are being granted using borrowed funds	
(i)	Justification for granting loan or advance out of borrowed funds	To support the functionality, operations and growth of the associate.
(ii)	Detail of guarantees / assets pledged for obtaining such funds, if any	Pledge of listed securities and / or charge over assets of the Company, if and where needed.
(iii)	Repayment schedules of borrowing of the investing company	Obtained facilities have different maturity dates upto September 30, 2024.
11	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any	Will be decided with mutual consent at the time of extending the loan.

S.No	Description	Information
12	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable	Not Applicable
13	Repayment schedule and terms of loans or advances to be given to the investee company	Above facilities will be in the nature of running finance for a period of one year and shall be renewable in next general meeting for further period of one year.
14	Salient features of all agreements entered or to be entered with its associated company or associated undertaking with regards to proposed investment	Not Applicable
15	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	Directors of the Company have no interest in the investee Company except in their capacity as Sponsor / Director / Shareholder of Investee Company.
16	Any other important details necessary for the members to understand the transaction	Not Applicable
17	In case of investment in a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information is required, namely	
(i)	A description of the project and its history since conceptualization	Not Applicable
(ii)	Start date and expected date of completion	Not Applicable
(iii)	Time by which such project shall become commercially operational	Not Applicable
(iv)	Expected return on total capital employed in the project	Not Applicable
(v)	Funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts	Not Applicable

## ANNEXURE - D

**Statement under Section 134(3) of the Companies Act, 2017, in compliance with Regulation 4(2) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012, for decision to make investment under the authority of a resolution passed earlier pursuant to provisions of section 208 of the Companies Ordinance, 1984 (repealed) is not implemented either fully or partially:**

The Company in its previous general meetings had sought approvals under section 208 of the Companies Ordinance, 1984 (repealed) for investments in the following Associated Companies and Associated Undertakings in which investment has not been made so far, either fully or partially. Approval of renewal of unutilised portion of equity investments and sanctioned limit of loans and advances is also hereby sought for the companies, in which directors of the company have no interest except in their capacity as director/shareholder, as per following details :

1 Name of associated company / undertaking : **Arif Habib Corporation Limited**

S. No.	Description	Investment in Securities		Loans / Advances and Corporate Gurantees	
		2021	2020	2021	2020
a)	total investment approved;	-	-	1,500,000,000	-
b)	amount of investment made to date;	-	-	-	-
c)	reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and			Facility is in the nature of Running Finance to be availed as and when needed in the interest of the shareholders	
d)	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company :				
i	Earnings per share - basic & diluted	9.49	(1.38)	9.49	(1.38)
ii	Net (Loss) / Profit	3,874,064,243	(569,875,093)	3,874,064,243	(569,875,093)
iii	Shareholders Equity	21,364,538,086	18,103,036,343	21,364,538,086	18,103,036,343
iv	Total Assets	22,764,012,281	18,978,026,120	22,764,012,281	18,978,026,120
v	Break-up value	52.32	44.33	52.32	44.33
	<b>RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E. :</b>	<b>Unutilised</b>	<b>-</b>	<b>Sanctioned</b>	<b>1,500,000,000</b>

2 Name of associated company / undertaking : **Safe Mix Concrete Products Limited**

S. No.	Description	Investment in Securities		Loans / Advances and Corporate Gurantees	
a)	total investment approved;	250,000,000		250,000,000	
b)	amount of investment made to date;	94,300,696		-	
c)	reasons for not having made complete investment so far wheresolution required it to be implemented in specified time; and	Waiting for an appropriate time in the interest of the shareholders for complete utilisation		Facility is in the nature of running finance and availed as and when needed in the interest of the shareholders	
d)	material change in financial statementsof associated company or associated undertaking since date of the resolution passed for approval of investment in such company :				
		<b>2021</b>	2020	<b>2021</b>	2020
i	Earnings per share	0.26	(3.95)	0.26	(3.95)
ii	Net (Lose)/Profit	6,566,728	(98,777,041)	6,566,728	(98,777,041)
iii	Shareholders Equity	182,871,165	177,356,035	182,871,165	177,356,035
iv	Total Assets	520,829,314	490,062,787	520,829,314	490,062,787
v	Break-up value	7.31	7.09	7.31	7.09
	<b>RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:</b>	<b>Unutilised</b>	<b>155,699,304</b>	<b>Sanctioned</b>	<b>250,000,000</b>

3 Name of associated company / undertaking : **Power Cement Limited**

S. No.	Description	Investment in Securities		Loans / Advances and Corporate Gurantees	
a)	total investment approved;	250,000,000		500,000,000	
b)	amount of investment made to date;	143,048,035		-	
c)	reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and"	Waiting for an appropriate time in the interest of the shareholders for complete utilisation		Facility is in the nature of running finance and availed as and when needed in the interest of the shareholders	
d)	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company :				
		<b>2021</b>	2020	<b>2021</b>	2020
i	Earnings per share	0.17	(3.41)	0.17	(3.41)
ii	Net Profit	358,359,000	(3,621,629,000)	358,359,000	(3,621,629,000)
iii	Shareholders Equity	10,744,915,000	8,478,635,000	10,744,915,000	8,478,635,000
iv	Total Assets	45,491,678,000	45,501,205,000	45,491,678,000	45,501,205,000
v	Break-up value	8.21	9.96	8.21	9.96
	<b>RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:</b>	<b>Unutilised</b>	<b>1,003,519,430</b>	<b>Sanctioned</b>	<b>1,000,000,000</b>

4 Name of associated company / undertaking : **Aisha Steel Mills Limited**

S. No.	Description	Investment in Securities		Loans / Advances and Corporate Gurantees	
a)	total investment approved;	1,000,000,000		1,000,000,000	
b)	amount of investment made to date;	367,359,224		-	
c)	reasons for not having made complete investment so far wheresolution required it to be implemented in specified time; and	Waiting for an appropriate time in the interest of the shareholders for complete utilisation		Facility is in the nature of running finance and availed as and when needed in the interest of the shareholders	
d)	material change in financial statementsof associated company or associated undertaking since date of the resolution passed for approval of investment in such company :	<b>2021</b>	2020	<b>2021</b>	2020
i	Eanings per share	8.19	(0.89)	8.19	(0.89)
ii	Net (Lose)/Profit	6,368,348,000	(616,573,000)	6,368,348,000	(616,573,000)
iii	Shareholders Equity	16,644,584,000	8,097,437,000	16,644,584,000	8,097,437,000
iv	Total Assets	36,523,517,000	34,530,748,000	36,523,517,000	34,530,748,000
v	Break-up value	20.39	9.96	20.39	9.96
	<b>RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:</b>	<b>Unutilised</b>	<b>632,640,776</b>	<b>Sanctioned</b>	<b>1,000,000,000</b>

3 Name of associated company / undertaking : **Javedan Corporation Limited**

S. No.	Description	Investment in Securities		Loans / Advances and Corporate Gurantees	
a)	total investment approved;	1,000,000,000		1,000,000,000	
b)	amount of investment made to date;	392,319,205		-	
c)	reasons for not having made complete investment so far where resolution required it to be implemented in specified time; and"	Waiting for an appropriate time in the interest of the shareholders for complete utilisation		Facility is in the nature of running finance and availed as and when needed in the interest of the shareholders	
d)	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company :	<b>2021</b>	2020	<b>2021</b>	2020
i	Eanings per share	1.04	0.66	1.04	0.66
ii	Net Profit	331,240,000	236,700,000	331,240,000	236,700,000
iii	Shareholders Equity	17,852,266,000	17,523,409,000	17,852,266,000	17,523,409,000
iv	Total Assets	27,998,944,000	26,154,969,000	27,998,944,000	26,154,969,000
v	Break-up value	56.25	55.21	56.25	55.21
	<b>RENEWAL IN PREVIOUS LIMITS REQUESTED FOR PORTION I.E.:</b>	<b>Unutilised</b>	<b>607,680,795</b>	<b>Sanctioned</b>	<b>1,000,000,000</b>