

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of **MCB-Arif Habib Savings and Investments Limited** (Formerly, Arif Habib Investments Limited) will be held on Friday, February 07, 2014 at 11:00 a.m. at Carlton Hotel, DC-5, Opp. Zulfiqar Street # 1, DHA Phase-VIII, Karachi – Pakistan to transact the following business:

Ordinary Business:

1. To confirm the minutes of the last Annual General Meeting held on October 25, 2013.
2. To elect seven (7) Directors of the Company as fixed by the Board of Directors in their meeting held on December 31, 2013 in accordance with Section 178(1) of the Companies Ordinance, 1984 for a period of three years, commencing from February 07, 2014. The retiring Directors are Mian Mohammad Mansha, Mr. Nasim Beg, Mr. Yasir Qadri, Syed Salman Ali Shah, Mr. Haroun Rashid, Mr. Ahmed Jahangir, Mr. Samad A. Habib and Mirza Mahmood Ahmad.
3. To transact any other business with the permission of the Chair.

By Order of the Board

January 15, 2014
Karachi.

Muhammad Saqib Saleem
Company Secretary

Notes:

1. Any person who seeks to contest the election of Directors shall file with the Company at its registered office, 8th Floor, Techno City, Corporate Tower, Hasrat Mohani Road, Karachi, not later than 14 days before the said meeting his/her intention to offer himself/herself for the election of the Directors in terms of Section 178(3) of the Companies Ordinance, 1984 together with:
 - a) Consent to act as director in Form 28, duly completed, as required under Section 184(1) of the Companies Ordinance, 1984;
 - b) Detailed profile along with office address to be placed on the Company's website seven days prior to the date of election in terms of SECP's SRO 25(1)2012 of January 16, 2012; and
 - c) Declaration in respect of being compliant with the requirements of the Code of Corporate Governance 2012 and the eligibility criteria as set out in the Companies Ordinance, 1984 to act as director of the listed companies.
 - d) Annexure-A and Annexure-B of Schedule-IX (Fit & Proper Criteria) of the NBFC & Notified Entities Regulation 2008 for seeking approval from Securities and Exchange Commission of Pakistan under these regulations.

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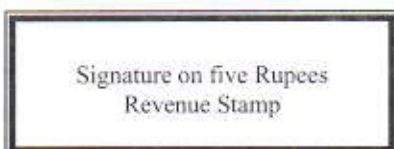
2. The Share Transfer Books of the Company will remain closed from Saturday, February 01, 2014 to Friday, February 07, 2014 (both days inclusive). Transfers received in order at the office of our Share Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, Block B, SMCHS, Main Shahrah-e-Faisal, Karachi – 74400, by the close of business (5:00 p.m) on Friday, January 31, 2014, will be considered in time for the determination of the entitlement of the shareholders to attend and vote at the meeting.
3. A member entitled to attend, speak and vote at the Extraordinary General Meeting is entitled to appoint another person as his/her proxy to attend, speak and vote for his/her behalf. A proxy need not be a member of the Company. A proxy shall also have the right to demand and join in demanding a poll and vote on a poll.
4. The instrument appointing proxy, together with the power of attorney or other authority under which it is signed, as the case may be, or a notarially certified copy of the power or authority, must be deposited at the Registered Office of the Company at least 48 hours before the time of the meeting. Form of Proxy is enclosed.
5. Beneficial owners of the physical shares and the shares registered in the name of Central Depository Company of Pakistan Ltd. (CDC) and / or their proxies are required to produce their **original Computerized National Identity Card (CNIC) or Passport for identification purpose at the time of attending the meeting.**
6. Further, the CDC Account Holders will have to follow the guidelines as laid down in Circular 1, dated January 26, 2000, issued by the Securities & Exchange Commission of Pakistan. These guidelines have however been incorporated in the Notice being sent to the shareholders.
7. Members are requested to notify any change in their addresses immediately to the Share Registrar M/s. Central Depository Company of Pakistan Limited.
8. SECP vide SRO No. 831(1)/2012 dated July 05, 2012 directed the companies to issue dividend warrant only crossed as "A/c Payee only" and should bear the Computerised National Identity Card (CNIC) of the registered member. Members, who have not yet submitted photocopy of their valid CNIC are requested to send the same at the earliest directly to the Company's Share Registrar, so that the Company can issue future dividend warrants, if any, as per the requirement of SRO # 831(1)/2012.
9. Members are encouraged to provide, their dividend mandate, to receive any cash dividend declared by the Company, directly into their bank account through e-dividend payment mechanism, as advised by the Securities and Exchange Commission of Pakistan vide its communication reference No. 8(4)SM/CDC2008 dated April 05, 2013. The members who wish to avail e-Dividend payment facility shall not receive the dividend warrant. Members not providing dividend mandate shall continue to be paid through the dividend warrants.

FORM OF PROXY
EXTRAORDINARY GENERAL MEETING
On February 07, 2014.

The Company Secretary
MCB-Arif Habib Savings and Investments Limited
(Formerly, Arif Habib Investments Limited)
8th Floor, Techno City Corporate Tower
Hasrat Mohani Road,
Karachi-Pakistan

I/We _____ of _____ in the district of _____ being a member of MCB-Arif Habib Savings and Investments Limited (Formerly, Arif Habib Investments Limited), hereby appoint _____ of _____ as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Friday, February 07, 2014 and at any adjournment thereof.

Signed this _____ day of _____ 2014



(The signature should agree with the specimen registered with the Company)

1. WITNESS:

Signature: _____

Name: _____

Address: _____

CNIC/ Passport No. _____

2. WITNESS:

Signature: _____

Name: _____

Address: _____

CNIC/ Passport No. _____

Shareholder Folio No.

CDC Participant ID No & Sub Account No.

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Note:

1. This Proxy Form, duly completed and signed, must be received at the Registered Office of the Company at 8th Floor, Techno City, Corporate Tower, Hasrat Mohani Road, Karachi-Pakistan not less than 48 hours before the time of holding the meeting. A proxy need not be a member of the Company.
2. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of the proxy shall be rendered invalid.
3. CDC share holders and their proxies are each requested to attach an attested photocopy of their Computerized National Identity Card or Passport with this proxy form before submission to the Company.
4. The proxy shall produce his original CNIC or original passport at the time of the meeting.
5. In case of a corporate entity, the Board of Directors resolution / power of attorney with specimen signature of the nominee shall be submitted (unless it has been provided earlier) along with proxy form to the Company.