

askari general insurance co. ltd.

NOTICE OF 23rd ANNUAL GENERAL MEETING

It is our pleasure to announce the holding of 23rd Annual General Meeting of askari general insurance company limited (the Company) as follows:

Date & Time: Thursday, 26th April, 2018 at 11:00 a.m.
Venue: Blue Lagoon Complex (off the Mall), Masood Akhtar Road, Rawalpindi Cant.

Agenda

Ordinary Business:

- To confirm minutes of the 22nd Annual General Meeting held on 26th April, 2017.
- To consider, approve and adopt the Financial Statements of the Company together with Chairman's Review, Directors' Report and Auditors' Report thereon for the year ended 31st December, 2017.
- To consider and approve payment of final cash dividend of 15% (Rs. 1.50 per share of Rs. 10 each) for the year ended 31st December, 2017 as recommended by the Directors of the Company.
- To appoint auditors for the year 2018 and to fix their remuneration.

Special Business:

- To consider and if thought fit pass the following resolution as Special Resolution with or without modification to amend the Articles of Association of the Company to bring the Articles in conformity with the Companies Act, 2017:

Resolved that, subject to obtaining the requisite approvals, Articles of Association of the Company be and are hereby amended as follows:

- In Article 1, the words "Companies Ordinance, 1984" be replaced with the words "Companies Act, 2017".
- In Article 2(a), the words "Ordinance" and "Companies Ordinance, 1984" be replaced with the words "Act" and "Companies Act, 2017".
- In Article 2(d), the definition clause of "The Directors" be substituted as follows:
"The Directors" mean the directors of the Company appointed from time to time pursuant to these Articles and the provisions of the Listed Companies (Code of Corporate Governance) Regulations, 2017, as amended, substituted or altered from time to time, and shall include alternate Directors."
- In Article 2(h), the words "section 2(1)(36) of the Ordinance" be replaced with words "section 2(1)(66) of the Act".
- The existing Article 2(i) shall be substituted as follows:
"Chief Executive or Managing Director" means the Chief Executive or Managing Director appointed from time to time by the Company pursuant to these Articles."
- In Article 2(j), the definition clause of "Member" shall be removed.
- In Article 2(l), the words "section 147 of the Ordinance" be replaced with words "section 119 of the Act".
- In Article 5, the following be added after the existing text:
"The Board shall, as regard any allotment of shares, duly comply with such provisions of Sections 67 to 70 of the Act as may be applicable and also comply with all the Rules and Regulations of the Pakistan Stock Exchange Limited as may be applicable unless any of the Rules and Regulations are inconsistent with the provisions of Act."
- In Article 6, the word "Ordinance" be replaced with word "Act"
- In Article 8, the word "Ordinance" be replaced with word "Act"
- In Article 15, the form of instrument of transfer be replaced with following:

"I,.....of.....being a.....National (hereinafter called the "Transferor"), in consideration of the sum of Rs.....(Rupees.....) paid to me by.....s/o.....a National (hereinafter called The "Transferee") do hereby transfer to the Transferee.....Ordinary share(s) numbered.....in the undertaking called ASKARI GENERAL INSURANCE COMPANY LIMITED to hold the same unto the said Transferee, his (or her) executors administrators and assigns subject to the several conditions on which I held the same immediately before the execution hereof, and I, the Transferee, do hereby agree to take the said share(s) subject to the said conditions aforesaid.

Signature of Transferor Full name, Father's/Husband's Name CNIC number (in case of foreigner, passport number) Nationality Occupation and usual Residential Address	Signature of Transferor Full name, Father's/Husband's Name CNIC number (in case of foreigner, passport number) Nationality Occupation and usual Residential Address Cell number and Landline nos.
Witness 1 Signature Name, CNIC, Full Address	Witness 2 Signature Name, CNIC, Full Address

Bank Account Details of Transferee for Payment of Cash Dividend

It is requested that all my cash dividend amounts declared by the company, may be credited into the following bank account:

- Title of Bank Account
- International Bank Account Number (IBAN)
- Bank's Name
- Branch Name and Address

It is stated that the above mentioned information is correct and that I will intimate the changes in the abovementioned information to the company and the concerned Share Registrar as soon as these occur.

.....Signature of the Transferee(s)"

- In Article 17, the following words be added after the existing text:
"provided that the Commission may, on application of the Company, extend such period for a further period of fifteen days"
- In Article 25, the words "ordinary resolution" be replaced with words "special resolution" and words "section 92 of the Ordinance" be replaced with words "section 85 of the Act"
- The existing Article 27 be and is hereby replaced as follows:
"The Board may from time to time borrow any money for purposes of the company from the member or from any other persons, firms, companies, corporations, institutions, or banks, or directors may themselves lend any money to the Company. The borrowing powers of the Company shall be in accordance with the provisions set out in Section 30 of the Act."
- The existing Article 30 be and is hereby replaced as follows:
Any bonds, debentures or other securities may be issued at a discount, premium or otherwise with any special privileges as to redemption, surrender, drawing, convertibility into shares, attending and voting at General Meeting of the Company, appointment of Directors and otherwise, provided that debentures with the right to vote or convertible into shares shall not be issued unless authorized by a Special Resolution of the General Meeting of Shareholders.
- In Article 32, the words "Companies Ordinance" be replaced with word "Act"
- The existing Article 33 be substituted as follows:
"A general meeting, to be called annual general meeting, shall be held according to provisions of section 132 of the Act. All general meetings other than annual general meetings shall be called extraordinary general meetings."
- In Article 34, the words "section 159 of the Ordinance" be replaced with words "section 133 of the Act"
- In Article 39, the following shall replace existing text:
"At least ten members entitled to vote and present in person or through video-link, holding or representing not less than thirty percent (30%) of the issued capital of the company for the time being either of their own account or as proxies shall be a quorum for a general Meeting and no business shall be transacted at any general meeting unless the quorum requisite is present at the commencement of the business."
- In Article 43, following shall replace the existing text:
"At any General Meeting an ordinary resolution put to the vote of the Meeting shall be decided by an affirmative vote of Members present in person or through video-link or through postal ballot or by proxy and holding or representing not less than fifty one percent of the issued capital of the Company for the time being. Said vote shall be made on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five Members present in person or by proxy, or by the Chairman of the Meeting, or by any member or members present in person or by proxy and holding or representing not less than one-tenth of the issued capital carrying voting rights, and unless a poll is so demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the books of the proceedings of the Company, shall be conclusive evidence of the fact without further proof of the number or proportion of the votes recorded in favour of or against such resolution."
- The existing Article 44 shall be replaced as follows:
"If a poll is demanded as aforesaid, on matter other than those specified in Article 45, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, but not later than fourteen days from the day on which it is demanded, and the results of the poll shall be deemed to be resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn."
- In Article 51, the words "section 162 of the Ordinance" be replaced with words "section 138 of the Act"
- After existing Article 51, the following new Article 51(a) be inserted:
"The Company shall comply with the mandatory e-voting/postal ballot requirements made under the Regulations issued by the Securities & Exchange Commission of Pakistan (SECP) relating to e-voting / postal ballot (including any statutory modification thereof), as amended from time to time and in the case of e-voting, both members and non-members can be appointed as proxy. The members opting for e-voting shall be required to communicate their intention to opt for e-voting and demand for poll for resolutions through an instrument of e-voting to the Company according to the regulations issued by SECP. The Company shall arrange for e-voting if it receives demand for poll from such number of members as prescribed in regulations issued by SECP."
- The existing Article 55 be amended as follows:
"An instrument of proxy may be in the following form, or, in any other form which the Directors, shall approve.

ASKARI GENERAL INSURANCE COMPANY LIMITED

"I.....of.....in the district of....., being a member of Askari General Insurance Company Limited, holder of.....share(s) as per Register Folio no.....hereby appoint as my proxy to vote for me and on my behalf at the Annual/Extra-Ordinary (as the case may be) General Meeting of the Company to be held on the.....day of And at any adjournment thereof.

After existing Article 55, the following new Article 55(a) be inserted:

"An instrument of proxy in relation to e-voting shall be in the following form:

"I.....of.....in the district of....., being a member of Askari General Insurance Company Limited, holder of.....share(s) as per Register Folio no.....hereby opt for e-voting through Intermediary and hereby give consent to the appointment of Execution Officer.....as proxy and will exercise e-voting at the Annual/Extra-Ordinary (as the case may be) General Meeting of the Company to be held on the.....day of and at any adjournment thereof, as per regulations issued by the Securities and Exchange Commission of Pakistan and hereby demand for poll for resolutions. My secured email address is....., please send login details, password and electronic signature through email."

- In Article 67, the word "Ordinance" be replaced with words "Act/Listed Companies (Code of Corporate Governance) Regulations, 2017."
- In Article 75, the following shall replace the existing text:
"A director shall ipso facto cease to hold office if:
■ he becomes ineligible to be appointed as a director on any one or more of the grounds enumerated in section 153 of the Act;
■ he absents himself from three consecutive meetings of the board without seeking leave of absence;
■ he or any firm of which he is a partner or any private company of which he is a director—
- without the sanction of the company in general meeting accepts or holds any office of profit under the company other than that of chief executive or a legal or technical adviser; or
- accepts a loan or guarantee from the company in contravention of section 182 of the Act;
■ he acts in contravention of section 205 of the Act; or
■ he resigns his office by notice in writing to the Company. The appointment of an alternate Director will constitute leave of absence from the Board to the Director for whom such alternate is appointed during such Director's absence;
■ he is removed before expiration of period of office under section 163 of the Act or by a special resolution passed by the Company at a General Meeting, provided he is not a nominee Director appointed under section 165 of the Act; or
■ he fails to obtain within two months after his appointment, or at any time thereafter cease to hold the share qualification, if any, necessary for his appointment."
- In Article 77, the following shall replace the existing text:
Subject to the provisions of Section 183(2)(f), 205, 207 and 209 of the Act, and Regulation 16 of the Listed Companies (Code of Corporate Governance) Regulations, 2017 (as amended or substituted from time to time), the Directors shall not be disqualified from contracting with the Company either as vendor, purchaser or otherwise. Nor shall any such contract or arrangement entered into by or on behalf of the Company with any Company or partnership or in which any Director shall be a member or otherwise interested be avoided, nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established, provided that the nature of their or his interest must be disclosed by them or him at the meeting of the Directors at which the contract or arrangement is determined, if the interest then exists, or in any other case at the first meeting of the Directors after the acquisition of the interest. Provided nevertheless that no Director shall vote on such contract or arrangement in which he is so interested as aforesaid, and if he do so vote, his vote shall not be counted, but he shall be entitled to be present at the meeting during the transaction of the business in relation to which he is precluded from voting although he shall not be reckoned for the purpose of ascertaining whether there be a quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them an indemnity against any loss which they or any of them may suffer by reason of becoming or being sureties for the Company. A general notice that any Director is a director or a member of any specified Company, or is a partner of any specified firm and is to be regarded as interested in any subsequent transactions be sufficient disclosure under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or Company. Any such general notice shall expire at the end of financial year in which it is given but may be renewed for further period of one financial year in which it will otherwise expire. No such general notice, and no renewal thereof shall be of effect unless either it is given at the meeting of Directors or the Director concerned takes reasonable steps to ensure that it is brought up and read at first at the first meeting of the Directors after it is given.

- In Article 82, the words "section 191 of the Ordinance" be replaced with words "section 163 of the Act"
- The existing Article 84 be replaced as follows:
"A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under these Articles vested in or exercisable by the Board generally. At least four Directors, present personally or through video link or any other audio visual means, shall constitute a quorum."
- After existing Article 95, the following new Article 95(a) be inserted:
(a). Subject to Section 242 of the Act, any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders.
- (b). The Company shall comply with the requirements of Section 244 of the Act regarding unclaimed dividends.
- (c). When a dividend has been declared it shall not be lawful for the Directors or Company to forfeit, withhold or defer its payment and the Chief Executive of the Company shall be responsible to make the payment in the manner provided in Section 243 within 15 working days of the declaration."
- The existing Article 99 be replaced as follows:
"Once at least in every year, the Directors shall lay before the Company in General Meeting a balance sheet and profit and loss account, both made up in accordance with the Act and to a date as specified in section 223 of the Act. Every such balance sheet shall be accompanied by Auditors' certificate and the Directors' report, in accordance with the provisions of the Act in that behalf."
- In Article 101, the word "Ordinance" be replaced with word "Act"
- The existing Article 102(a) be replaced as follows:
"A notice may be given by the Company to any Member or Director either personally or by sending it to him by First Class mail postage prepaid or registered post, at his registered address, or if he has no registered address in Pakistan, to the address supplied to the Company for the giving of notices to him, or through electronic means or in any other manner as may be specified by the Commission."
- In Article 108, the word "Ordinance" be replaced with word "Act"
- In Article 110, the words "section 488 of the Ordinance" be replaced with words "section 492 of the Act"
- Further resolved that "the Company Secretary be and is hereby authorized to take or cause to be taken any and all actions necessary and incidental for the purposes of altering the Articles of Association of the Company and make necessary filings and complete legal formalities as may be required to implement the aforesaid resolution".

Other Business

- To transact any other business with permission of the Chair.

Rawalpindi
04 April 2018

By order of the Board
Faizan Zafar
Company Secretary

Notes:

- Statement under Section 134(3) of the Companies Act, 2017 with respect to special business in Agenda 6:**
The proposed changes to the Articles of Association (Articles) of the Company have been proposed due to promulgation of the Companies Act, 2017 (Act). These changes necessary to bring the Articles in conformity with the Act.
The Directors have no personal interest.
- The Share Transfer Books of the Company will remain closed from April 17, 2018 to April 26, 2018 (both days inclusive). Transfers received at our Registrars, Messrs. THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi at the close of business on April 16, 2018 will be treated in time.
- Members of the Company are requested to immediately notify the change in address if any, and ask for consolidation of folio number, provided the member holds more than one folio, to our registrar Messrs. THK Associates (Pvt.) Limited.
- A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote for him/her. No person shall act as proxy, who is not a member of the Company except that Government of Pakistan/Corporate entity may appoint a person who is not a member of the Company. If the member is corporate entity (other than Government of Pakistan) its common seal should be affixed on the instrument.
- A member shall not be entitled to appoint more than one proxy to attend any one meeting. If any member appoints more than one proxy for any one meeting and more than one instruments of proxy are deposited with the company, all such instruments of proxy shall be rendered invalid. The instrument appointing a proxy duly completed, together with Power of Attorney or Board Resolution, if any, under which it is signed or a notarially certified copy thereof, should be deposited with the Company Secretary, askari general insurance company limited, 3rd Floor, AWT Plaza, The Mall, Rawalpindi, not later than 48 hours before the time of holding the meeting.
- Consent for Video Conference Facility**
The Securities and Exchange Commission of Pakistan (SECP), vide Circular No. 10 of 2014 dated May 21, 2014 and through section 134 of the Companies Act 2017, allowed the members facility of video-link for attending the meeting. Members can avail video conference facility for this Annual General Meeting, at Lahore and Karachi, provided the Company receives consent from the members holding in aggregate 10% or more shareholding, residing at above mentioned locations, at least 7 days prior to date of the meeting.
Subject to the fulfillment of the above conditions, members shall be informed of the venue, 5 days before the date of the General Meeting along with complete information necessary to access the facility.
In this regard, please send a duly signed request as per following format at the registered address of the Company 7 days before holding of General Meeting.
I / We,.....of.....being a member of askari general insurance company limited, holder of..... Ordinary Share(s) as per Registered Folio No. hereby opt for video conference facility at.....
- Deduction of Withholding Tax on the Amount of Dividend**
Please further note that under Section 150 of the Income Tax Ordinance, 2001 and pursuant to Finance Act, 2017, withholding tax on dividend income will be deducted as follows:
For filers of Income Tax returns 15%
For non-filers of Income Tax returns 20%
To enable the Company to make tax deduction on the amount of cash dividend @ 15% instead of 20%, all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL by the close of business on April 16, 2018, otherwise tax on their cash dividend will be deducted @ 20% instead of 15%.
- Requirement of valid tax exemption certificate for claiming exemption from withholding tax:**
As per FBR circulars C. No. 1(29) WHT/2006 dated 30 June 2010 and C. No. 1(43) DG (WHT) /2008 – Vol. II – 66417-R dated 12 May 2015, the valid exemption certificate is mandatory to claim exemption of withholding tax u/s 150 of the Income Tax Ordinance 2001 (tax on dividend amount) where the statutory exemption under clause 47B of part IV of Second Schedule is available. The shareholders, who fall in the category mentioned in the above clause and want to avail the above mentioned exemption, must provide valid Tax Exemption Certificate to our Share Registrar by April 16, 2018 otherwise tax will be deducted on dividend as per applicable rates.
- Taxation for Joint Shareholders**
In order to ensure that holders of shares held in joint names or joint accounts are treated individually as filers or non-filers, all such shareholders are requested to provide shareholding proportions of principal shareholder and joint holder(s) in respect of shares held by them to our Share Registrar, on the address mentioned at end of notice, in writing before close of business on April 16, 2018, otherwise it will be assumed that the shares are equally held by principal shareholder and joint holder(s), as per format given below.

Name of Principal Shareholder/Joint Holders	Shareholding proportions (%)	CNIC No. (copy to be attached)	Signature

- ELECTRONIC DIVIDEND MANDATE**
Under section 242 of Companies Act, 2017, it is mandatory for all listed Companies to pay cash dividend to its shareholders only through electronic mode directly in to the bank account designated by the entitled shareholders. In order to receive dividend directly into their respective bank account, shareholders are requested (if not already provided) to fill in Bank Mandate Form for Electronic Credit of Cash Dividend produced below and also on the Company's website and send it duly signed along with a copy of CNIC to the Share Registrar of the Company, THK Associates (Pvt.) Ltd., 40-C, Block 6, P.E.C.H.S. Karachi, Pakistan, in case of physical shares. In case shares are held in CDC, electronic dividend mandate form must be directly submitted to shareholder's brokers / participant / CDC account services. In case of non-receipt of information, the Company will be obliged to withhold payment of dividend to such shareholders.

Shareholder's Detail	
Name of Company	
Name of shareholder	
Folio No./CDC Participants ID A/c No.	
CNIC No/NTN	
Passport No. (in case of foreign shareholder)	
Cell Number & Land Line Number	
Email Address (Mandatory)	

Shareholder's Bank Detail	
Title of Bank Account (Mandatory)	
International Bank Account Number (IBAN) Mandatory (24 Digits)	
P K	
Bank's Name	
Branch Name and Address	

- Circulation of annual reports through CD/DVD/USB:**
The Company obtained approval of shareholders in the 22nd Annual General Meeting, held on 26 April 2017, for circulation of future annual reports through CD/DVD/USB. Therefore, the annual reports for year ended 31 December 2017 have been circulated to all the shareholders in the form of CD. Any member requiring printed copy of Annual Report 2017 may send a request using a Standard Request Form placed on Company website.
- Conversion of Physical Shares into Book-Entry Form:**
The Shareholders having physical shares may open CDC sub-account with any of the brokers or Investor Account directly with the Central Depository Company (CDC) of Pakistan Limited to have their physical shares converted into electronic form. This will facilitate them in many ways including safe custody and timely sale of shares. Additionally, Section 72 of the Companies Act, 2017 (Act) requires that after the commencement of the Act from a date notified by the Securities and Exchange Commission of Pakistan (SECP), a company having share capital, shall have shares in electronic form only. Every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by SECP, within a period not exceeding four years from the commencement of the Act.

Special notes to the shareholders:

- FOR ATTENDING THE MEETING:**
 - In case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the Regulations shall authenticate his/her original valid Computerized National Identity Card (CNIC) or the original Passport at the time of attending the meeting.
 - The shareholders registered on CDC are also requested to bring their particulars, I.D numbers and account numbers in CDS.
 - In case of corporate entity, the Board of Directors' resolution/power of Attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of meeting.
- FOR APPOINTMENT OF PROXIES:**
 - In case of individuals, the account holder or sub-account holder and / or the persons whose registration details are uploaded as per the Regulations shall submit the proxy form as per requirement notified by the Company.
 - The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - The proxy shall produce his / her original CNIC or original passport at the time of the meeting.
 - In case of corporate entity being a Member, the Board of Directors' resolution / power of attorney with specimen signature of the nominee / attorney shall have to be submitted (unless it has been provided earlier) along with the proxy form to the Company.
- Submission of CNIC (Mandatory)**
The SECP vide its SRO 779 (I)/2011 dated August 18, 2011, SRO 831 (I)/2012 dated July 5, 2012 and SRO 19 (I)/2014 dated January 10, 2014 has made it mandatory that the dividend warrants should bear the CNIC of the registered member or authorized person except in the case of minor(s) and corporate members. Therefore, individual members/their authorized representatives are requested, if they have not already done so, to provide an attested copy of their valid CNICs to the Share Registrar at their earliest to avoid any inconvenience. The corporate entities are requested to provide their NTNs to our Share Registrars, THK Associates (Pvt.) Ltd. on the address mentioned at end of this notice.
- Electronic transmission of financial statements and notices**
Pursuant to Notification vide SRO 787 (I) / 2014 dated September 08, 2014, the SECP has directed all companies to facilitate their members receiving annual financial statements and notice of annual general meeting through electronic mail system (E-mail). The Company is pleased to offer this facility to our valued members who desire to receive annual financial statements and notices through email in future.
In this regards, those members who wish to avail this facility are hereby requested to convey their consent via email on a standard request form which is available at the Company's website.
Please ensure that your email account has sufficient rights and space available to receive such email attachments that may be greater than 1 MB in size. It shall be the responsibility of member(s) to timely communicate to the share registrar any change in his/her registered email address at the address of Company's Shares Registrar mentioned at end of this notice.

Contact Information:

For any query/problem/information, the investors may contact the company and/or the Share Registrar at the following:

Company Representative

Mr. Faizan Zafar, Company Secretary

051-9028119, 051-9270080, faizan.zafar@agico.com.pk

Shares Registrar

THK Associates (Private) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi 75400, Pakistan. +92 (021) 111-000-322

