



ADAMJEE INSURANCE COMPANY LIMITED

Registered Office: 4th Floor, 27-C-III, Tanveer Building, M.M. Alam Road, Gulberg-III, Lahore

NOTICE OF 56TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 56th Annual General Meeting (AGM) of Adamjee Insurance Company Limited (the "Company") will be held at Park Lane Hotel, 107 - B3-MM Alam Road, Gulberg III, Lahore on Saturday, 29th April, 2017 at 9:30 a.m. to transact the following business:

ORDINARY:

1. To receive, consider and adopt the Audited Annual Unconsolidated and Consolidated Financial Statements of the Company for the year ended December 31, 2016 and the Directors' and Auditors' reports thereon.
2. To declare and approve, as recommended by the directors, the payment of final cash dividend of Rs. 2.50 per share i.e. @ 25% in addition to 15% interim cash dividend already declared and paid i.e., total 40% for the year ended December 31 2016.
3. To appoint auditors and fix their remuneration.

SPECIAL:

- 4 (a) To consider and if thought fit, to pass the following resolution as special resolution with or without modification(s), addition(s) or deletion(s):**

RESOLVED THAT "the validity of special resolution passed in the Annual General Meeting of the Company held on April 28, 2014 for investment of upto Rs. 500 million by way of acquisition of upto 50 million shares of Nishat Hotels and Properties Limited, an associated company be and is hereby extended for further three years till April 28, 2020 to allow the Company to invest till April 28, 2020 with other terms and conditions of the investments to remain unchanged".

RESOLVED FURTHER THAT "the Chief Executive and/or Company Secretary (the "Authorized Officers") of the Company be and are hereby authorized and empowered on behalf of the Company to take all steps and actions necessary, ancillary and incidental for making the investment(s) in Nishat Hotels and Properties Limited and sign, execute and amend such documents, papers, instruments etc., as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the aforesaid resolution".

- (b) To consider and if thought fit, to pass the following resolution as ordinary resolution with or without modification(s), addition(s) or deletion(s):**

RESOLVED THAT "pursuant to notification S.R.O. 470 (I)/2016 dated 31 May, 2016 issued by the Securities and Exchange Commission of Pakistan, the consent & approval of the members of Adamjee Insurance Company Limited (the "Company") be and is hereby accorded for transmission of annual reports including the annual audited accounts, notices of annual general meetings, and other information contained therein to the members for future years commencing from the year ending December 31, 2017 through CD/DVD/USB at their registered addresses instead of transmitting the same in hardcopies."

RESOLVED FURTHER THAT "Company Secretary be and is hereby authorized to take or cause to be taken any and all actions necessary and to complete formalities as may be required to implement this resolution".

By Order of the Board

8 April, 2017

Tameez-ul-Haque
Secretary

NOTES:

- 1) The financial statements and reports have been placed on the website of the Company www.adamjeeinsurance.com.
- 2) The share transfer books of the Company will remain closed from 20 April, 2017 to 29 April, 2017 (both days inclusive). Transfers received in order at the office of the Company's Independent Share Registrar, M/s Technology Trade (Private) Limited, Dagia House, 241-C, Block-2, P.E.C.H.S., Karachi by the close of business (5:00 PM) on 19 April, 2017 will be treated in time for the purposes of entitlement of members to the final cash dividend and for attending and voting at the Annual General Meeting.
- 3) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint another member as a proxy to attend and vote instead of him/her. A proxy must be a member of the Company. A corporation or a company being a member of the Company may appoint any of its officers through a resolution of its board of directors for attending and voting at the meeting.
- 4) The instrument appointing a proxy must be received at the Registered Office of the Company not less than 48 hours before the time appointed for the Meeting. A member shall not be entitled to appoint more than one proxy. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with Company, all such instruments of proxy shall be rendered invalid. In case of corporate entity the Board of Directors resolution / power of attorney with specimen signature of nominee shall be submitted with the above time limit.
- 5) Members who have deposited their shares in the Central Depository System of the Central Depository Company of Pakistan Limited will have to follow the under mentioned guidelines as laid down by Securities and Exchange Commission of Pakistan:

A. For Attending the Meeting

- i) In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or original Passport along with Participant ID number and the Account number at the time of attending the Meeting.
- ii) In case of corporate entity, the Board's resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies

- i) In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- ii) The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii) Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his/her original CNIC or original passport at the time of the Meeting.
- v) In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

6. NOTICE to Shareholders who have not provided CNIC:

CNIC number of the shareholders is, mandatory for the issuance of dividend warrants in terms of S.R.O. 831(I)/ 2012 dated July 05 2012 read with SRO NO. 19 (I)/2014 dated January 10 2014 and in the absence of this information, payment of dividend shall be withheld. SECP vide its letter No. ID/PRDD/002-Approvals/2016/6262 dated August 5, 2016 has allowed Adamjee Insurance Company Limited to withhold all future dividends of those shareholders who had not yet provided copies of their valid CNICs. Therefore, the shareholders who have not yet provided their CNICs are once again advised to provide the attested copies of their CNICs (if not already provided) directly to our Independent Share Registrar at the address given hereinafter without any further delay.

7. Mandate for E-Dividends for shareholders:

In order to make process of payment of cash dividend more efficient, e-dividend mechanism has been envisaged by SECP. The shareholders are encouraged to provide a dividend mandate in favour of e-dividend by providing dividend mandate form duly filled in and signed. The Company shall adopt the procedure of e-dividend in phases. The dividend mandate form is available on Company's website and can be emailed. The members who have opted for mandate are requested to check the particulars of bank account which must be in sixteen (16) digits and immediately notify change if any to Independent Share Registrar in case of physical shares and to brokers/CDC in case of CDC account holder.

8. Circulation of annual financials through e mail:

The Securities and Exchange Commission of Pakistan vide SRO 787(1)/2014 dated September 08 2014 has allowed companies to circulate annual balance sheet, profit & loss account, auditors report and directors report along with notice of Annual General Meeting to its members through email. Members who wish to avail this facility can give their consent on the Standard Request Form available on Company's website.

9. Deduction of Withholding Tax on the amount of Dividend:

Pursuant to Circular No.19/2014 dated October 24, 2014, SECP has directed all companies to inform shareholders about changes made in the Section 150 of the Income Tax Ordinance, 2001. The Company, hereby advise to its shareholders, the important amendments, as under:

The Government of Pakistan through Finance Act, 2016 has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

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| a. | For filers of income tax returns | 12.5% |
| b. | For non-filers of income tax returns | 20.0% |

To enable the company to make tax deduction on the amount of cash dividend @ 12.5% instead of 20.0%, all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of Federal Board of Revenue, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date for payment of the cash dividend otherwise tax on their cash dividend will be deducted @ 20.0% instead @ 12.5%.

In the case of shares registered in the name of two or more shareholders, each joint-holder is to be treated individually as either a filer or non-filer and tax will be deducted by the Company on the basis of shareholding of each joint-holder as may be notified to the Company in writing. The joint-holders are, therefore, requested to submit their shareholdings otherwise each joint holder shall be presumed to have an equal number of shares.

The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Company or its Independent Share Registrar at the below mentioned address. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

10. E-Voting Facilities

Company is in the process of setting up the e-voting facility in accordance with the requirements of the Companies (E-Voting) Regulations, 2016 and in this connection, a special resolution for alteration of the Articles of Association to allow e-voting facility was passed by the members. However, the e-voting facility cannot be made available to the members for this meeting as other mandatory conditions prescribed under the aforesaid Regulations including the availability of accredited intermediary could not be satisfied.

Address of Independent Share Registrar of the Company:

Name : Technology Trade (Pvt) Limited.
Address: Dagia House, 241-C Block 2, PECHS, Karachi
Phone: +92-21-34391316-17-19

Statement under Section 160(1)(b) of the Companies Ordinance 1984.

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on April 29, 2017.

Item 4 (a) of agenda: Revalidation of period of investment in Nishat Hotels & Properties Limited

The members of AICL in their Annual General Meeting held on 28 April 2014 had approved investment in the shares of Nishat Hotels & Properties Limited, an associated company upto an amount of Rs.500 million for the purchase of upto 50 million shares. The company has not so far received any offer for investment.

Regulation 8 (1) of Companies (Investment in Associated Companies or Associated Undertakings) Regulation 2012 issued vide SRO 27 (1)/2012 (SRO 27) dated 16 January 2012 requires that special resolution authorizing investment in associated companies or undertakings shall be valid for a period of twelve months unless specifically authorized by the members in the general meeting.

The members in Annual General Meeting of the Company held on 28 April, 2014 approved the investment to be made up to 28 April 2017. It is now proposed to further extend the period of investment for three years up to 28 April 2020. Section 208 of the Companies Ordinance, 1984 requires that no change in nature and terms and condition of the investment shall be made except under the authority of a special resolution. Accordingly, the change in the period of investment is being presented to the shareholders for approval through passing of special resolution.

Adamjee Insurance Co. Limited is an associated company of Nishat Hotels & Properties Limited due to common directorship of Mr. Umer Mansha.

The directors of the Company are not directly or indirectly concerned or interested in the aforesaid business except to the extent of Mr. Umer Mansha who holds 21.72% shareholding in Nishat Hotels & Properties Limited.

Item 4(b) of Agenda: Transmission of annual reports through CD/DVD/USB

Securities and Exchange Commission of Pakistan has vide S.R.O 470(I)/2016 dated 31 May 2016 allowed the companies to circulate the annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company to its members through CD/DVD/USB subject to consent of the shareholders in the general meeting. This will save time and expenses incurred on printing of the annual report.

The Company shall supply the hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand. After approval of the shareholders, the Company will place a Standard Request Form on its website to communicate their need of hard copies of the documents along with postal and email address of the Company Secretary/Share Registrar to whom such requests shall be made.

Accordingly, the directors have placed the matter before the shareholders for their approval and to pass the ordinary resolution as proposed in the notice of meeting.

The directors are not interested, directly or indirectly, in the above business except to the extent of their investment as has been detailed in the pattern of shareholding annexed to the Directors Report.