



Rated 'AA-' by PACRA

Recipient of:
Best Corporate Report Awards 2003, 06, 07, 08, 09, 10 & 11
SAFA Best Presented Accounts Awards 2006, 07, 08, 09, 10 & 11
KSE Top 25 Companies Award 2005

SC/21/2017

January 18, 2017

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Subject: Notice of Extraordinary General Meeting Prior to Publication

Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting (EOGM) of Atlas Insurance Limited to be held on February 10, 2017 at Lahore for circulation amongst your members.

We intend to publish enclosed notice of EOGM in Daily Business Recorder and Daily Nawa-e-Waqt (combined editions of Karachi and Lahore) on Friday, January 20, 2017.

Please communicate the information to the members of your Exchange accordingly.

Thank you.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Afzal", is written over a horizontal line.

Muhammad Afzal
Company Secretary

Atlas Insurance Ltd.

ZONAL OFFICE: Federation House, Abdullah Shah Ghazi Road, Main Clifton, Karachi-75600. **Phones:** +92 (21) 3536 9394-6, 3537 8806-7 **Fax:** +92 (21) 3537 8515
HEAD OFFICE: 3-Bank Square, Shahrah-e-Quaid-e-Azam, Lahore - 54000, Pakistan. **Phones:** +92 (42) 3732 0542-3, 3732 2271 & 73 **Fax:** +92 (42) 3723 4742
Email: info@atlasinsurance.com.pk **Website:** www.atlasinsurance.com.pk N.T.N. 2396345-0

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of the members of Atlas Insurance Limited will be held on Friday, February 10, 2017 at 3:00 p.m. at 3-Bank Square Shahrah-e-Quaid-e-Azam, Lahore to transact the following business:

Ordinary Business

1. To confirm the minutes of the last Annual General Meeting held on April 15, 2016.

Special Business

2. To consider and, if thought fit, to pass with or without modification the following resolutions as special resolutions:

Resolved:

“that the Articles of Association of the Company be amended to add new Articles 59A and 62A as under:

- 59A. The provisions and requirements for E-Voting as prescribed by the Securities and Exchange Commission of Pakistan (SECP) from time to time shall be deemed to be incorporated in these Articles, irrespective of the other provisions of these Articles of Association and notwithstanding anything contradictory therein;
- 62A. In case of E-Voting both members and non-members can be appointed as proxy through an instrument of proxy as prescribed in option 2 of Schedule II of SRO 43(1) / 2016 dated January 22, 2016 being SECP Notification of Companies (E-Voting) Regulations 2016.”

Further Resolved:

“that the Chief Executive Officer and / or Company Secretary are hereby authorized to do all acts, deeds and things and take all steps necessary to complete the legal formalities and file required documents as may be necessary for implementing the aforesaid resolution in connection with effectuating the above changes in the Article of Association of the Company.”

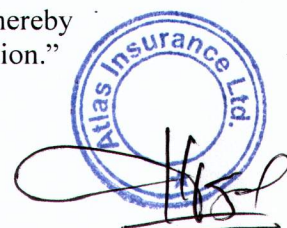
3. To consider dissemination of annual audited accounts through CD/DVD/USB instead of transmitting the same in the form of hard copies. However, for convenience of the shareholders standard request form will be uploaded on the Company’s website for those who opt to receive the annual audited accounts at their registered addresses or through email.

Resolved:

“that pursuant to the compliance of S.R.O. 470 (I) / 2016 dated May 31, 2016, unless specifically requested by a shareholder for a hard copy, transmission / circulation of the annual audited accounts to the shareholders through CD/DVD/USB, instead of transmitting the same in hard copies, be and is hereby approved.”

Further Resolved:

“that the Chief Executive Officer and / or Company Secretary be and are hereby authorized to take all steps necessary for implementing the aforesaid resolution.”



Other Business

4. To consider any other business with the permission of the Chair.

The Statement under Section 160(1)(b) of the Companies Ordinance, 1984, pertaining to the special business referred to above is being circulated to the members along with the Notice of the Meeting.

By Order of the Board

**Muhammad Afzal
Company Secretary**

Lahore: January 19, 2017

Notes:

- i. The share transfer books of the Company will remain closed from February 4, 2017 to February 10, 2017 (both days inclusive) when no transfer of shares will be accepted for registration. Transfers in good order, received at the office of Company's share registrar, Hameed Majeed Associates (Pvt.) Limited, 7 – Bank Square Sharah-e-Quaid-e-Azam, Lahore by the close of business on February 3, 2017 will be treated in time for the purpose of transfer of shares to the transferees.
- ii. The individual members who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC), are once again reminded to send the same at the earliest directly to the Company's share registrar at the above address at the earliest. The corporate entities are requested to provide their National Tax Number (NTN). Please give folio number with the copy of CNIC / NTN details.
- iii. A member of the Company, 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 instead of him / her and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the Extraordinary General Meeting as are available to the member.
- iv. Duly completed instrument of proxy, and the other authority under which it is signed, or a notarially certified copy thereof, in order to be valid, must be received at the registered office of the Company not less than 48 hours before the time of meeting.
- v. Any change of address of members should be immediately notified to the Company's share registrar.
- vi. CDC account holders will further have to follow the guidelines laid down in Circular No. 1 dated January 26, 2000 issued by the SECP.



Availability of audited financial statements at the Company's website

The audited financial statements of the Company for the year ended December 31, 2015 have been made available on the Company's website www.atlasinsurance.com.pk in addition to the annual and quarterly financial statements of the prior years.

Minutes of previous AGM

Copies of the minutes of the Annual General Meeting held on April 15, 2016 will be available to the members on request.

Consent for the Video Conference Facility

Members can also avail video conference facility in cities where facility can be provided keeping in view geographical dispersal of members. In this regard, please fill the following and submit at the registered address of the Company 10 days before holding of the general meeting.

"I/we, _____ of _____, being a member of Atlas Insurance Limited, holder of _____ ordinary share(s) as per register folio no. _____ hereby opt for video conference facility at _____."

If the Company receives consent from members in aggregate 10% or more shareholding residing at a geographical location to participate in the meeting through video conference at least 10 days prior to the date of the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

Submission of CNIC (Mandatory)

Pursuant to the directive of the SECP shareholders are requested to submit a copy of their CNIC (if not already provided) to the share registrar.

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

This Statement is annexed to the Notice of Extraordinary General Meeting of Atlas Insurance Limited to be held on February 3, 2017, at which certain special business is to be transacted. The purpose of this statement is to set forth the material facts concerning such special business.

Item No 2 of the Agenda

The directors of the Company have recommended the alteration of the Article of Association of the Company to the extent of inserting two new sub-articles which will provide option to the shareholders to be part of the decision making in the general meetings of the Company through electronic means. The same is being carried out in order to facilitate voting through electronic means to implement the SECP directives under the Companies (E-Voting) Regulations 2016, notified through SRO 43(1)/2016, dated January 22, 2016. The directors are not interested, directly or indirectly, in the above business.

Item No 3 of the Agenda

The resolution is being proposed to implement SECP directives regarding circulation of the annual audited accounts through CD/DVD/USB instead of hard copies, notified through SRO 470(1)/2016, dated May 31, 2016. The directors are not interested, directly or indirectly, in the above business.



A handwritten signature in black ink is written over a circular blue stamp. The stamp contains the text "Atlas Insurance Ltd." around its perimeter.