



GENERAL

February 21, 2017

The General Manager,
Pakistan Stock Exchange Ltd.,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Dear Sir,

Re: Notice of Meeting of EFU General Insurance Limited

We enclose a copy of Notice of Meeting of our 84th Annual General Meeting to be held on April 15, 2017.

Please acknowledge receipt.

Yours faithfully,

Altaf Qamruddin Gokal
Chief Financial Officer &
*Corporate Secretary.

EFU GENERAL INSURANCE LTD.

EFU House, M.A. Jinnah Road, P.O. Box 5005; Karachi-74000.

Phones: 32313471-90. Fax: 92-21-32310450.

E-mail: info@efuinsurance.com Web: www.efuinsurance.com



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Notice of Meeting

Notice is hereby given that the 84th Annual General Meeting of the Shareholders of EFU General Insurance Ltd. will be held at the Registered Office of the Company at Kamran Centre, 1st Floor, 85 East, Jinnah Avenue, Blue Area, Islamabad on Saturday April 15, 2017 at 10.30 a.m. to:

A. ORDINARY BUSINESS:

1. confirm the minutes of the 83rd Annual General Meeting held on April 02, 2016.
2. receive, consider and approve the Audited Financial Statements for the year ended December 31, 2016 together with the Directors' and Auditors' reports thereon.
3. consider and if thought fit to approve the payment of Final Dividend at the rate of Rs.7 per share as recommended by the Board of Directors and also approve the 30 % Interim Cash Dividends already paid to the Shareholders for the year ended December 31, 2016.
4. appoint Auditors for the year 2017 and fix their remuneration. The retiring Auditors, Messrs EY Ford Rhodes, Chartered Accountants have completed five years as Auditors of the Company and are no longer eligible for appointment. The Board of Directors recommends the appointment of Messrs KPMG Taseer Hadi & Co., Chartered Accountants for the year 2017 who have indicated their consent to act as Auditors.

B. SPECIAL BUSINESS:

5. consider and if thought fit to pass the following Ordinary Resolution with or without modification(s):

“RESOLVED that transmission of annual audited financial statements, auditors' report and directors' report etc to the members of the Company at their registered addresses in soft form i.e. through CD/DVD/USB instead of transmitting the same in hard copies from the year ending December 31, 2017 in terms of SRO No. 470(1)/2016 dated May 31, 2016 be and is hereby approved.

FURTHER RESOLVED that the Chief Executive Officer and the Company Secretary of the Company be and are hereby severally authorized to give effect to this resolution and to do or cause to do all acts, deeds and things that may be necessary or required and to sign such documents and take such steps from time to time, as and when necessary for the purposes of implementing this resolution.”

6. transact any other matter with the permission of the chair.

Attached to this notice of meeting being sent to the members is a statement under Section 160(1) (b) of the Companies Ordinance, 1984 setting forth:

- a. all material facts concerning the resolutions contained in items 5 of the notice.
- b. Status of previous approval of investments in associated company

By Order of the Board


ALTAF QAMRUDDIN GOKAL
Chief Financial Officer
& Corporate Secretary

Karachi: 14 February 2017

NOTES

1. A member entitled to attend and vote at the General Meeting is entitled to appoint another member as a proxy to attend and vote in respect of him. Form of proxy must be deposited at the Company's Registered Office not later than 48 hours before the time appointed for the meeting.



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2. CDC Account holders are advised to follow the following guidelines of the Securities and Exchange Commission of Pakistan.

A. For attending the meeting:

- (i) In case of individuals, the account holder and or sub-account holder and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
- (ii) 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 the meeting.

B. For appointing proxies:

- (i) In case of individuals, the account holder and or sub-account holder and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- (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 CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (iv) The proxy shall produce his original CNIC or original passport at the time of the meeting.
- (v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

3. The Share Transfer Books of the Company will be closed from April 8, 2017 to April 15, 2017 (both days inclusive). Transfers received in order by our Share Registrar, M/s. Technology Trade (Pvt) Ltd., Dagia House, 241-C, Block-2, P.E.C.H.S., Off: Shahrah-e-Quaideen, Karachi at the close of business on April 7, 2017 will be considered in time to attend and vote at the meeting and for the entitlement of Dividend.

4. Members are requested to notify / submit the following, in case of book entry securities in CDC to respective CDC participants and in case of physical shares, to the Company's Share Registrar, if not earlier provided / notified:

- a. Change in their addresses;
- b. Valid and legible photocopies of Computerized National Identity Card (CNIC) for Individuals and National Tax Number (NTN) both for individual & corporate entities.

5. **ELECTRONIC TRANSMISSION OF ANNUAL FINANCIAL STATEMENTS AND NOTICES**

Securities and Exchange Commission of Pakistan (SECP) vide SRO.787 (1)/2014 of September 08, 2014, has directed to facilitate the members of the company receiving Annual Financial Statements and Notices through electronic mail system (e-mail). We are pleased to offer this facility to our members who desire to receive Annual Financial Statements and Notices of the Company through email in future. In this respect members are hereby requested to convey their consent via email on a standard request form which is available at the Company website i.e. www.efuinsurance.com. Please ensure that your email has sufficient rights and space available to receive such email which may be larger than 1 MB file in size. Further, it is the



responsibility of the member to timely update the Share Registrar of any change in the registered email address.

6. **MANDATE FOR DIVIDEND (OPTIONAL) / E-DIVIDEND**

Under section 250 of the Companies Ordinance, 1984 shareholders, if they so desire, may elect to have their cash dividend warrants deposited directly in their bank accounts by giving bank mandate. The shareholders holding physical shares can request to the Company for direct deposit of their dividend warrants into their bank accounts by submitting their requests to the Company's Share Registrar on the Bank Mandate Form placed at the end of Annual Report. CDC Account Holders are required to kindly contact their Participants/ Brokers/ Investor Account Services Department for record of Bank Mandate.

As per the Circular No. 18 dated June 05, 2012 of SECP and its Notice No. 8(4) SM/CDC 2008 dated April 05, 2013 listed Companies are advised to encourage their shareholders to provide dividend mandate for payment of cash dividend electronically to make the process of dividend payment more efficient, the Company is making required arrangements for providing this facility in phased manner.

7. **SUBMISSION OF VALID CNIC (MANDATORY)**

As per SECP directives the dividend warrants of the shareholders whose valid CNICs, are not available with the Share Registrar could be withheld. All shareholders having physical shareholding are therefore advised to submit a photocopy of their valid CNICs immediately, if already not provided, to the Company's Share Registrar at the following address, M/s. Technology Trade (Pvt) Ltd. Dagia House, 241-C, Block-2, P.E.C.H.S., Off: Shahrah-e-Quaideen, Karachi without any further delay.

8. **DEDUCTION OF WITHHOLDING TAX ON THE AMOUNT OF DIVIDEND**

Pursuant to SECP directives vide 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, we hereby advise shareholder as under;

- (i) 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:

- | | |
|--|--------|
| a. for filers of income tax returns: | 12.5 % |
| b. for non-filers of income tax returns: | 20 % |

To enable the Company to make tax deduction on the amount of cash dividend @ 12.5% 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 before the date for payment of the cash dividend otherwise tax on their cash dividend will be deducted @20% instead @12.5%.

- (ii) 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 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.





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- (iii) For any query / problem / information, the investors may contact the Company and / or the Share Registrar at the following phone numbers & email address. The contact number of Company Secretary is 021-32313471-90 & email: altaf.gokal@efuinsurance.com and the contact numbers of Share Registrar, Technology Trade (Pvt.) Limited is 021-34391316-7 & 19 & email: mail@ttpl.com.pk.
- (iv) 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 Share Registrar, M/s. Technology Trade (Pvt.) Ltd. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

Statement under section 160 of the Companies Ordinance, 1984 pertaining to the Special business:

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 15, 2017.

Item 5 Circulations of Annual Reports through CD/DVD/USB

Securities and Exchange Commission of Pakistan has vide S.R.O 470(1)/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.

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. 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.

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. This is in compliance to the above mentioned notification of Securities and Exchange Commission of Pakistan and the Directors and Shareholders are interested to this as Directors & Shareholders.

Status of previous approval for investment in associated company.

As required under clause 4(2) of SRO No. 27(1) / 2012 dated January 16, 2012 the status of investment in our associated Company EFU Life Assurance Ltd., against approval obtained by the Company in Annual General Meeting held on April 5, 2014 for two years and further extended it for next three years by a Special Resolution passed at Annual General Meeting on April 2, 2016 is as under:

a) total investment approved;

Rs. 100 million approved by the shareholders at Annual General Meeting of April 05, 2014 to be invested within a period of two years which was revalidated by a Special Resolution on April 2, 2016 to extend the period of investment up to next three years.

b) amount of investment made to date;

Rs. 21.52 million.

c) reasons for not having made complete investment so far where resolution required it to be implemented in specified time;

The period in which the investment is to be made as approved by the shareholders is up to April 4, 2019.

d) and material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company.

Since the date of passing the initial resolution by the shareholders of the Company on April 05, 2014 the shareholders equity of the investee company has increased to Rs. 4,193 million from Rs. 2,533 million due to increase in Reserves and un-appropriated profits of Rs. 1,660 million.

