

NOTICE OF ANNUAL GENERAL MEETING OF IGI HOLDINGS LIMITED

NOTICE IS HEREBY GIVEN that the 65th Annual General Meeting of IGI Holdings Limited (the “**Company**”) will be held on Friday, the 26th day of April, 2019 at 3:30 p.m., at the Tulip Hall, Beach Luxury Hotel, Lalazar, M.T. Khan Road, Karachi, to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the last Extraordinary General Meeting (EoGM) of the Company held on October 8, 2018.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st December 2018 together with the Chairman’s Review Reports and Directors’ and Auditors’ Report thereon.
3. To consider and approve the payment of final cash dividend of Rs.3/- (30%) per share for the financial year ended December 31, 2018 as recommended by the Board of Directors. This is in addition to the interim cash dividend paid of Rs. 3/- (30%) per share to the members during the year.
4. To appoint auditors for the year 2019 and to fix their remuneration, the current Auditors, M/s A.F. Ferguson & Co., Chartered Accountants have consented to be appointed as Auditors for the Financial Year 2019 and the Board of Directors has recommended their appointment.

ANY OTHER BUSINESS

5. To consider any other business with the permission of the Chairman.

By Order of the Board

Yasir Ali Quraishi
Company Secretary

Karachi: April 5, 2019

Notes:

1. The Share Transfer Books of the Company will remain closed from April 19, 2019 to April 26, 2019 (both days inclusive).
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as a proxy to attend and vote instead of him. A proxy need not be a member of the Company. The proxy forms duly completed and signed by the member appointing the proxy must be deposited with the Company's Share Registrar, FAMCO Associates (Private) Limited, 8F, next to Hotel Faran, Nursery Block 6, P.E.C.H.S., Sharah-e-Faisal, Karachi, not later than forty-eight (48) hours before the time appointed for the Meeting.
3. Shareholders (Non-CDC) are requested to promptly notify the Company's Share Registrar of any change in their addresses.
4. Any individual beneficial owner having an account or sub-account with the Central Depository Company, entitled to vote at this Meeting, must bring his/her Computerized National Identity Card ("CNIC") with him/her to prove his/her identity, and in case of proxy must enclose an attested copy of his/her CNIC. The representatives of corporate bodies should bring attested copies of board of directors' resolution/powers of attorney and/or all such documents as are required under Circular No.1 dated 26th January 2000 issued by the Securities and Exchange Commission of Pakistan for the purpose.
5. Pursuant to Section 223(7) of the Companies Act, 2017, the financial statements and reports have been placed on website of the Company.
6. Members are hereby informed that in pursuant to SECP's S.R.O. 787(1)/2014 dated September 8, 2014 and Companies Act, 2017, the companies have been allowed to circulate the Annual Report to members through email, we have attached the request form in the Annual Report and also uploaded on our company's website-www.igi.com.pk/holdings. Members who want to avail this facility are requested to submit the request form duly filled to the Share Registrar.
7. Further, in accordance with SRO 470(I)/2016 dated May 31, 2016, through which SECP has allowed companies to circulate the annual audited accounts to its members through

CD/DVD/USB instead of transmitting the hard copies at their registered addresses, subject to consent of shareholders and compliance with certain other conditions, the Company has obtained shareholders' approval in the Extraordinary General Meeting held on October 8, 2018.

7.1 Accordingly, Annual Report of the Company for the year ended December 31, 2018 is dispatched to the shareholders through CD. However, if a shareholder, in addition, requests for hard copy of Annual Audited Financial Statements, the same shall be provided free of cost within seven days of receipt of such request. For convenience of shareholders, a "Standard Request Form for provision of Annual Audited Accounts" have also been made available on the Company's website www.igi.com.pk/holdings.

8. In accordance with the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed company to pay the cash dividend to shareholders only through electronic mode directly into the bank account designated by the entitled shareholders. In order to receive your dividends directly into your Bank account, please complete the particulars in E-Credit Dividend Mandate Form. The dividend mandate form has been attached in the Annual Report and also uploaded on our Company's website - www.igi.com.pk/investor.html
9. In the absence of a member's valid bank account details and/or IBAN, the Company will be constrained to withhold the payment of dividend to such members till provision of prescribed details.
10. The members who hold shares in dematerialized form are requested to submit the dividend bank mandate form duly filled to their participant/investor account services in the CDC.
11. The Government of Pakistan through Finance Act, 201 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 rates are as under:

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| (a) For filers of income tax returns | 15% |
| (b) For non-filers of income tax returns | 20% |

To enable the Company to make tax deductions 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 the ATL before the book closure of the Company, otherwise tax on their cash dividend will be deducted @ 20% instead of 15%.

12. For shareholders holding their shares jointly as per the clarification issued by the Federal Board of Revenue, withholding tax will be determined separately on “Filer / Non-Filer” status of the principle shareholder as well as joint-holder(s) based on their shareholding proportions. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of the principle shareholder and Joint-holder(s) in respect of shares held by them to the Share Registrar, in writing as follows:

Company Name	Folio / CDC Account No.	Total shares	Principle Shareholder		Joint Shareholder	
			Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

NOTE: In the event of non-receipt of the information by April 18, 2019, each shareholder will be assumed to have equal proportion of shares and the tax will be deducted accordingly.

For any query/problem/information, the investors may contact the Company and/or the Share Registrar at the following phone numbers or email addresses:-

Contact Persons:

Yasir Ali Quraishi
 Phone: 111-234-234
 Yasir.quraishi@igi.com.pk

Salman Rauf
 Tel # 92-21-34380101-5
 92-21-34384621-3

13. A valid tax exemption certificate is necessary for exemption from the deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001. Members who qualify under Income Tax Ordinance, 2001 and wish to seek exemption must provide a copy of their valid tax exemption certificate to the Shares Registrar prior to the date of book closure otherwise tax will be deducted according to applicable law.
14. Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any. In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividend and shares outstanding for a period of three (3) years or more from the date due and payable shall be deposited to the credit of the Federal Government in case of unclaimed dividend and in case of shares, shall be delivered to the SECP.
15. If Members holding ten (10) percent of the total paid up capital, reside in a city, such Members, may demand the Company to provide them the facility of video-link for attending the Meeting. If you wish to take benefit of this facility, please fill send a request in the below terms to the Company at its registered address at least seven (7) days prior to the date of the Meeting:

<p>I/We, _____ of _____ being a member of IGI Holdings Limited, holder of _____ Ordinary shares as per Registered Folio / CDC Account No. _____ hereby opt for video conference facility at _____.</p> <p style="text-align: right;">_____ Signature of member</p>
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16. Members who have not yet submitted photocopy of their Computerized National Identity Cards to the Company are requested to send the same at the earliest.