

# Reliance Insurance Company Ltd.

(Incorporated in Pakistan)



**Head Office :**

"Reliance Insurance House"

181-A, Sindhi Muslim Co-operative Housing Society,

Karachi-74400, Pakistan. Tel: 34539415-17

E-mail: reli-ins@cyber.net.pk Web Site : relianceins.com

REF/SH/INVT/40/04/2016

Dated: 6<sup>th</sup> April, 2016

P.O. Box No. : 13356

GRAMS : TRUSTONUS

Fax No. : 92-21-34539412

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

Dear Sir,

## NOTICE OF ANNUAL GENERAL MEETING

We are pleased to send herewith in advance copy of the Notice of our Company's Annual General Meeting (AGM) to be held on Saturday, 30 April 2016 for your information.

We are also sending herewith photo copies of the advertisements on Notice of (AGM) both in English and Urdu versions which are tentatively scheduled to be publish in daily newspaper in English language and a daily newspaper in a Urdu language on Thursday 7, April 2016 in terms of Section 50(3) of the Companies Ordinance, 1984.

Thanking you,  
Yours faithfully,

(HAROON A. SHAKOOR)

Chief Accountant & Company Secretary.

copy to:

The Commissioner  
Securities & Exchange Commission of Pakistan  
Insurance Division,  
NIC Building  
63, Jinnah Avenue,  
Islamabad

tariq.hussain@secp.gov.pk

The Executive Director (SMD)  
Securities Exchange Commission of Pakistan  
NIC Building,  
63, Jinnah Avenue, Islamabad.

general.meetings@secp.gov.pk

Please find attached AGM Notice in PDF file for your kind perusal and record.

**RELIANCE INSURANCE COMPANY LIMITED**  
**Notice of the Thirty Fourth Annual General Meeting**

Notice is hereby given that the 34th Annual General Meeting of the Shareholders of **RELIANCE INSURANCE COMPANY LIMITED** will be held on Saturday the 30th April, 2016 at 12.30 p.m. at the Head Office of the Company at RELIANCE INSURANCE HOUSE 181-A Sindhi Muslim Housing Society near Mehdi Tower, off: Sharah-e-Faisal, Karachi, to transact the following business:

**ORDINARY BUSINESS:**

1. To confirm the Minutes of the 33<sup>rd</sup> Annual General Meeting of the company held on 29th April, 2015.
2. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31st December, 2015 together with Directors' and Auditors' Reports thereon.
3. To consider and approve cash dividend 5% for the year ended 31<sup>st</sup> December, 2015 as recommended by the Board of Directors.
4. To appoint auditors and fix their remuneration for the year ending December 31, 2016. The present auditors M/s. BDO Ebrahim & Co., Chartered Accountants, retire and being eligible, offer themselves for reappointment.
5. To elect Nine (9) Directors in accordance with the provisions of Section 178 of the Companies Ordinance 1984, for a term of three years commencing from the date of holding of AGM i.e. April 30, 2016. As fixed by the Board of Directors the number of Directors to be elected will be Nine (9). The following are retiring directors and have offered themselves for re-election except Mr. Yasin Siddik:

Mr. Ismail H. Zakaria	Mr. A. Aziz Ayoob
Mr. Irfan Zakaria Bawany	Mr. Zohair Zakaria
Mr. Mohammad Omer Bawany	Mr. Noor M. Zakaria
Mr. Ahmed Ali Bawany	Mr. Hamza Omar Bawany
Mr. Yasin Siddik .	Mr. Abdul Jabbar

**SPECIAL BUSINESS:**

6. To consider and approve the issuance of bonus shares @ 10% i.e. 10 ordinary shares for every 100 ordinary shares held, out of the profit for the year ended December 31, 2015, as recommended by the Directors by passing the following Ordinary Resolution:

To consider and if though fit to pass with or without modification the following resolution:

**Resolved:**

“that a sum of Rs. 46,397,760 out of the Company's Profit be capitalized for issuing of 4,639,776 ordinary shares of Rs.10/- each and allotted as fully paid up Bonus Shares to the Members who are registered in the Book of the Company as at close of business on April 18, 2016 in the proportion of 10 new shares for every 100 existing ordinary shares held and that such new Shares shall rank pari passu with existing ordinary shares of the Company.

**Further Resolved:**

“that Bonus Shares forming part of such fraction holding which is not in exact multiple of 10:100 shares will be sold in the Stock Market and to pay the proceeds of sale when realized to a Charitable Institution .

That for the purpose of giving effect to the foregoing, the Chief Executive and Company Secretary be and hereby authorized to give such directions as may be necessary and as they deem fit to settle any questions or any difficulties that may arise in the distribution of the said new shares or in the payment of the sale proceeds of the fraction.”

7. To enhance the Fee payable to Directors for attending Board of Directors meeting from Rs.10,000/- to Rs.25,000/-and pass the following Resolution:

**Resolved:**

“that the Fee payable to Director for attending Board Meeting be and is hereby increased from 10,000/-(Rupees Ten Thousand to Rs.25,000/-(Rupees Twenty Five Thousand)”

**Further Resolved:**

“that the figure Rs.10,000/- (Rupees Ten Thousand ) appearing in Article 137 of Article of Association be and is hereby substituted by the figure Rs.25,000/-(Rupees Twenty Five Thousand )

8. To consider and approve remuneration of the Chief Executive of the Company for a further period of three years as approved by the Board of Directors.

**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 alongwith the Notice of the Meeting.**

**OTHER BUSINESS:**

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

**The Share Transfer Books of the Company will remain closed from 19th April, 2016 to 30th April, 2016 (both days inclusive).**

By order of the Board  
**(HAROON A. SHAKOOR)**  
Chief Accountant & Company Secretary.

Dated: 26th March, 2016

**NOTES:**

1. A member of the Company entitled to attend and vote may appoint any member as his/her proxy to attend and vote on his/her behalf. PROXIES MUST BE RECEIVED AT THE HEAD OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. Any member desirous to contest the election of Directors shall file the following with Company Secretary of the Company at its Head Office located at 181-A, Sindhi Muslim Co-operative Housing Society Karachi, not later than 14 days before the date of the above said Annual General Meeting.
  - (a) His/Her intention to offer himself/herself for the election in terms of Section 178(3) of the Companies Ordinance 1984. He/She should also confirm that:
    - (i) He/She is not ineligible to become a director of the Company under any applicable laws and regulations (Including listing regulations of Stock Exchanges.)
    - (ii) Neither he/she nor his /her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house.
    - (iii) He/She is not serving as a director in more than seven listed companies simultaneously. Provided that this limit shall not include the directorships in the listed subsidiaries of a listed holding company.
    - (iv) His/her name is borne in the register of national tax payers.
  - (b) Consent to act as Director on Form 28 under Section 184 of the Companies Ordinance, 1984. A copy of the relevant documents may be obtained from the office of the Company Secretary of the Company or may be Downloaded from the website of SECP.
  - (c) Detailed profile along with his / her office address as required under SRO 25(1) 2012 dated January 16, 2012 of the SECP.
  - (d) Signed declaration in respect of being compliant with the requirements of Code of Corporate Governance for Insurance, 2016 and the eligibility criteria as set out in the Companies Ordinance, 1984 to act as director of a listed companies.
  - (e) Information on Annexure A and affidavit on Annexure B required under the Insurance Companies (Sound and Prudent Management) Regulations 2012 notified by the SECP vide SRO 15(1)/2012 dated January 9, 2012. Annexure A and B are available at SECP website and can also be obtained from the Office of the Company Secretary of the Company.
3. CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

**A. For Attending the Meeting:**

- i) In case of individuals, the account holder or sub-account holder and/or person whose securities are in group account and their registration details are up-loaded 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 or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the 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 CNIC or 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 of the nominee shall be submitted (unless it has been provided earlier) alongwith proxy form to the Company.



**9. Requirement of Valid Tax Exemption Certificate for Claiming from Withholding Tax.**

As per FBR Circulars C No.1(29) WHT/2006 dated June 30, 2010 and C No.1(43)DG (WHT) 2008-Vol-II-66417-R dated May 12, 2015 the valid exemption certificate is mandatory to claim exemption amount 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 shareholder, who fall in the category mentioned in the above clause and want to avail exemption U/S 150 of the Ordinance, must provide Tax Exemption Certificate to our Share Registrar.

In case of those shareholders who are non-residents are requested to please provide their respective detail including residence status/country of residence with copy of their NICOP to our Share Registrar before book closure in case of non availability of status in their respective portfolio, the respective tax on dividends would be applicable.

**STATEMENT UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE 1984  
PERTAINING TO THE SPECIAL BUSINESS:**

The statement set 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 30, 2016.

**ITEM NO. 6, 7 AND 8 OF THE AGENDA**

“Further Resolved that the decision of the Board of Directors of the Company to issue 4,639,776 ordinary shares of Rs. 10 each by capitalizing Rs. 46,397,760 out of the Free Reserve of the Company and allotted as fully paid up bonus shares to the members of the company who were registered in the book of the company on 18th April, 2016 in the ratio of 10 shares such new shares for every 100 existing ordinary shares held ranking pari passu with the existing ordinary shares of the Company”.

None of the Directors of the Company are interested in this business except to the extent of their entitlement to bonus shares as shareholders.

A special Resolution to amend the sub-clause in the Articles of Association of the Company Approval of the Shareholders of the Company will be sought for amendment of Article 137. The amendment seek to increase Fees payable to directors from existing limit of Rs.10,000/- to Rs.25,000/- for attending Board meetings.

Shareholders' approval will be sought for the payment of remuneration and provision of certain facilities to the Chief Executive/Managing Director, as approved by the Board in their meeting held on 26th March, 2016. The Chief Executive is interested only in the remuneration payable to him. It is proposed to move the following resolution at the meeting.

Resolved that the Company hereby approve and authorize payment as remuneration to the Chief Executive/Managing Director as follows:

- i) Monthly Basic Salary Rs. 493,000/-. The Chairman be and is hereby authorized to determine annual increases.
- ii) All fringe benefits and other perquisites as are allowed to Senior Executives of the Company.