

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

P.O. Box No. : 13356
GRAMS : TRUSTONUS
Fax No. : 92-21-34539412

Sh/invet/56/05/2017

Dated : May 03, 2017

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

Subject: **Certified Copy of the Resolutions adopted at the 35th Annual General Meeting of the Company held on April 29, 2017 at registered of Company at Karachi.**

Dear Sir,

We are pleased to attach a copy of Resolutions adopted by the Shareholders of Reliance Insurance Company Limited at the 35th Annual General Meeting of the Company held on Saturday April 29, 2017 at 12:30 p.m. at Reliance Insurance House, 181-A, Sindhi Muslim Housing Society, near Mehdi Tower, off: Sharah-e-Faisal, Karachi duly certified by the undersigned.

The above is submitted for information as per Clause 5.6.4 (b) of the Pakistan Stock Exchange Rule Book.

Kindly acknowledge receipt.

Best Regards,


HAROON A. SHAKOOR
Chief Accountant & Company Secretary



RESOLUTIONS ADOPTED BY THE SHAREHOLDERS OF RELIANCE INSURANCE COMPANY LIMITED AT THE 35TH ANNUAL GENERAL MEETING HELD ON SATURDAY, APRIL 29, 2017 AT HEAD OFFICE OF THE COMPANY 181-A, SINDHI MUSLIM HOUSING SOCIETY, NEAR MEHDI TOWER, OFF, SHARAH-E-FAISAL KARACHI.

ORDINARY BUSINESS

1. CONFIRMATION OF LAST MINUTES.

"RESOLVED that Minutes of the 34th AGM held on 30th April 2016 at RICL Head Office premises, be and are hereby Approved."

2. ADOPTION OF THE ANNUAL REPORT & AUDITED ACCOUNTS.

"RESOLVED that the Audited Accounts and the Auditors' and Directors' Report for the year ended December 31, 2016 be and are hereby approved and adopted."

3. TO CONSIDER AND APPROVE THE CASH DIVIDEND.

"It was resolved that as recommended by the Board of Directors payment of final cash dividend @ 5% is hereby approved."

4. APPOINTMENT OF AUDITORS.

"RESOLVED that M/s. Kreston Hyder Bhimji & Company (Chartered Accountants) be and hereby appointed as auditors of Reliance Insurance Company for the year ending 2017 at the remuneration fixed by the Board of Directors."

SPECIAL BUSINESS

5. APPROVAL OF BONUS SHARES.

"RESOLVED that a sum of Rs.51,037,530 out of the Company's Profit be capitalized for issuing of 5,103,753 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, 2017 in the proportion of 10 new shares for every 100 existing ordinary shares held and that such new Shares shall rank paripassu 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."



6. TRANSMISSION OF THE ANNUAL ACCOUNTS THROUGH CD/DVD/USB TO THE SHAREHOLDERS.

"RESOLVED that transmission of annual balance sheet, profit and loss account, auditors' and directors' reports etc. ("Annual Audited Accounts") and other information contained therein to the members at their registered address through CD/DVD/USB, instead of transmitting the same in hard copies, be and is hereby approved."

7. ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY.

"RESOLVED by way of special resolution the Articles of Association of the Company be amended by adding following new clauses as 94-A, 113-A and 120-A."

94-A *"RESOLVED that the company may provide video conference facility to its Members at places other than the town in which general meeting is taking place after considering the geographical dispersal of its Members, subject to the condition that Members collectively holding ten percent (10%) or more shareholding residing at a geographical location provide their consent to participate in the general meeting through video conference at least ten (10) days prior to the date of general meeting. The company shall arrange video conference facility subject to availability of such facility in that city and an intimation to the Members shall be given by the Company at least five (5) days before the date of general meeting regarding venue of video conference facility along with complete information. However, the quorum, as required under the Ordinance, as well as the Chairman of the general meeting, shall be present at the place of the general meeting."*

113-A *"RESOLVED that a Member may opt for e-voting in a general meeting of the Company under the provision of the Companies (E-Voting) Regulations, 2016 (including any statutory modification thereof), as amended from time to time, in the case of e-voting both Members and non-members can be appointed as proxy. The instruction to appoint execution officer and option to e-vote through intermediary shall be required to be deposited with the Company, at least ten (10) days before holding of the general meeting, at the Company's registered office address or through email. The Company will arrange for e-voting if the Company receives demand for poll from at least five (5) members or by any member having not less than one tenth of the voting power."*

120-A *An instrument appointing a proxy relating to e-voting shall be in the following form:*

I/We _____ of _____ being a member of Reliance Insurance Company Limited holding _____ Ordinary Share(s) as per Registered Folio No. _____ hereby opt for e-voting through intermediary and hereby consent the appointment of execution officer _____ as proxy and will exercise e-voting as per the Companies (E-voting) Regulations, 2016 and hereby demand for poll for resolutions. My secured e-mail address is _____ please send login details, password and electronic signature through e-mail.

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Signature of Members

CNIC No. _____

(Signature should agree with the specimen signature registered with the Company.)

Signature of Witness

CNIC No. _____

Signature of Witness

CNIC No. _____

"Further Resolved that the Chief Executive Office and/or Company Secretary be and is hereby authorized to do all acts, deed and things, take all steps and actions necessary, ancillary and incidental for altering the Articles of Association of the Company including filing of all requisite documents/statutory forms as may be required to be filed with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alterations in the Articles of Association and implementing the aforesaid special resolution."

Certified True Copy

HAROON A. SHAKOOR
Chief Accountant & Company Secretary.