

NOTICE OF 58th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 58th Annual General Meeting (AGM) of Adamjee Insurance Company Limited (the "Company") will be held at The Nishat Hotel, Trade and Finance Centre Block, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore on Monday, 29th April, 2019 at 11:00 a.m. to transact the following business:

ORDINARY

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended December 31, 2018, Directors' and Auditors' reports thereon and the Chairman's Review Report.
2. To declare and approve, as recommended by the directors, the payment of final cash dividend of Rs. 1.50 per share i.e. @ 15% in addition to 10% interim cash dividend already declared and paid i.e., total 25% for the year ended December 31, 2018.
3. To appoint auditors and fix their remuneration. The members are hereby notified that the Board of Directors and the Audit Committee have recommended the name of M/s Deloitte Yousuf Adil & Co. Chartered Accountants for appointment as auditors of the Company in place of retiring auditors, M/s KPMG Taseer Hadi & Co. Chartered Accountants after completion of five years.

SPECIAL

4. To consider and if thought fit, to pass the following resolution as special resolution with or without modification(s), addition(s) or deletion(s).

RESOLVED THAT "the validity of special resolution passed in the Extraordinary General Meeting of the Company held on May 28, 2016 for investment of up to Rs. 625 million for purchase of 5,000,000 ordinary shares of Nishat Mills Limited, an associated company be and is hereby extended for further three years till May 28, 2022 to allow the Company to make balance investment till May 28, 2022 with other terms and conditions of the investment to remain unchanged".

RESOLVED FURTHER THAT "the Chief Executive and/or Company Secretary (the "Authorized Officers") of the Company be and are hereby authorized and empowered on behalf of the Company to take all steps and actions necessary, ancillary and incidental for making the investment(s) in Nishat Mills Limited and sign, execute and amend such documents, papers, instruments etc., as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the aforesaid resolution".

By Order of the Board

08 April, 2019

Tameez-ul-Haque
Secretary

NOTES:

1. The financial statements and reports have been placed on the website of the Company www.adamjeeinsurance.com.
2. The share transfer books of the Company will remain closed from 19 April, 2019 to 29 April, 2019 (both days inclusive). Transfers received in order at the office of the Company's Independent Share Registrar, M/s Central Depository Company of Pakistan Ltd., CDC House, 99- B, S.M.C.H.S, Main Shahrah e Faisal, Karachi by the close of business (5:00 PM) on 18 April, 2019 will be treated in time for the purposes of entitlement of members to the final cash dividend and for attending and voting at the Annual General Meeting.
3. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote. The Instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarial attested copy of the power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. A proxy must be a member of the company. A Company or a Corporation being a member of the Company may appoint a representative through a resolution of board of directors for attending and voting at the meeting.
4. Members, who have deposited their shares into Central Depository Company of Pakistan Limited, are being advised to bring their original National Identity Cards along with CDC Participant ID and account number at the meeting venue.
5. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan in Circular No 1 of 2000.

A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board's 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

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- e. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

6. Members are requested to timely notify any change in their addresses.

7. Notice to Shareholders who have not provided CNIC:

The shareholders who have not yet provided their CNICs are once again advised to provide the attested copies of their CNICs (if not already provided) directly to our Independent Share Registrar at the address given hereinafter without any further delay.

8. Payment of Cash Dividend Electronically:

Under the provision of Section 242 of Companies Act, 2017 and Companies (Distribution of Dividends) Regulations, 2017, it is mandatory for a listed company to pay cash dividend to their shareholders only through electronic mode directly into the bank account designated by the entitled shareholders instead of issuing physical dividend warrant.

In order to receive cash dividend directly into the designated bank account shareholders are requested to fill and sign the "Mandate Form for e-dividend" available on the Company's website link: http://www.adamjeeinsurance.com/pak/investors/downloads/shareholder_useful_documents/Mandate_for_e_dividend.pdf, and send to the relevant Broker/Participants/Investor Account Services of the CDC/Share Registrar of the Company (as the case may be) before April 19, 2019 along with a copy of their valid CNICs. The aforesaid form is also available at the end of Annual Report of the Company. The form has also been provided with CDs to the shareholders.

In case of non-receipt or incorrect International Bank Account Number (IBAN) with other related details or non-availability of CNICs, the Company will withhold cash dividend of such members in terms of Section 242 of the Companies Act, 2017.

9. Circulation of Annual Financials through E-mail:

Section 223 of the Companies Act, 2017 allows the companies to send the audited financial statements together with the reports electronically. The Securities and Exchange Commission of Pakistan vide SRO 787(1)/2014 dated September 08 2014 has allowed companies to circulate annual balance sheet, profit & loss account, auditors report and directors report along with notice of Annual General Meeting to its members through email.

The Company has also placed the Audited Financial Statements for the year ended December 31, 2018 along with Chairman's review report, Directors and Auditors Reports thereon on its website: <http://www.adamjeeinsurance.com/>

10. Deduction of Withholding Tax on the amount of Dividend:

Pursuant to 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, 2001. The Company, hereby advise to its shareholders, the important amendments, as under:

The Government of Pakistan through Finance Act, 2017 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 15%
- b. For non-filers of income tax returns 20%

To enable the company to make tax deduction 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 Federal Board of Revenue, 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 @ 15%.

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 will 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.

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 Independent Share Registrar at the below mentioned address. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

11. Consent for Video-Link Facilities:

Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the meeting. The demand for video-link facility shall be received by the Share Registrar at the address given herein blow at least 7 (seven) days prior to the date of the meeting on the Standard Form which can be downloaded from the company's website: www.adamjeeinsurance.com

Address of Independent Share Registrar of the Company:

Name : Central Depository Company of Pakistan Ltd.

Address: CDC House, 99- B, S.M.C.H.S, Main Shahrah e Faisal, Karachi

Phone: +92-21-111-111-500

Statement under Section 134(3) of The Companies Act 2017

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 29, 2019.

Item 4 of agenda: Revalidation of period of investment in Nishat Mills Limited

The members of the Company in their Extraordinary General Meeting held on 28 May 2016 had approved investment in the shares of Nishat Mills Limited, an associated company up to an amount of Rs.625 million for the purchase of up to 5 million shares. The company has so far invested only Rs. 161.053 million.

Regulation 6 of Companies (Investment in Associated Companies or Associated Undertakings) Regulation 2017 issued vide SRO 1240 (1)/2017 dated 6 December 2017 requires that special resolution authorizing investment in associated companies or undertakings shall be valid for a period of twelve months unless specifically authorized by the members in the general meeting.

The members in Extraordinary General Meeting of the Company held on 28 May, 2016 approved the investment to be made up to 28 May 2019. It is now proposed to further extend the period of investment for three years up to 28 May 2022. Section 199 of the Companies Act 2017 requires that no change in the terms and conditions of the investment shall be made except under the authority of a special resolution. Accordingly, the change in the period of investment is being presented to the shareholders for approval through passing of special resolution.

Adamjee Insurance Co. Limited is an associated company of Nishat Mills Limited due to common directorship of Mr. Umer Mansha.

The directors of the Company are not directly or indirectly concerned or interested in the aforesaid business except to the extent of Mr. Umer Mansha who holds 12.60% shareholding in Nishat Mills Limited.

STATUS OF INVESTMENT UNDER REGULATION 4 (2) OF THE COMPANIES (INVESTMENT IN ASSOCIATED COMPANIES OR ASSOCIATED UNDERTAKINGS) REGULATIONS, 2017:

Description	Nishat Hotels & Properties Ltd	Nishat Mills Ltd	Hyundai Nishat Motors (Pvt) Ltd
Date of approval	April 28, 2014	May 28, 2016	March 26, 2018
Total Investment	Rs 500 million	Rs 625 million	Rs. 850 million
Amount of Investment made up to March 31, 2019	-	Rs 161.053 million	Rs. 400 million
Reasons for deviation from the approved timeline of investment, when investment decision was to be implemented in stipulated time	The special resolution is valid for 6 years.	The special resolution is valid for 3 years.	The special resolution is valid for 4 years.
Material changes in financial statement since date of resolution passed			
a. Breakup value	Jun 2013 Rs 12.26 Jun 2018 Rs 8.64	Jun 2015 Rs 216.56 Jun 2018 Rs 215.34	Dec 2017 Rs. 4.85 Dec 2018 Rs. 9.03
b. Earnings (loss) per share	Jun 2013 Rs (0.37) Jun 2018 Rs (0.96)	Jun 2015 Rs 11.13 Jun 2018 Rs 11.65	Dec 2017 Rs. (5.74) Dec 2018 Rs. (1.44)
c. Balance Sheet footing	Jun 2013 Rs 2.86 billion Jun 2018 Rs 27.36 billion	Jun 2015 Rs101.14 billion Jun 2018 Rs102.74 billion	Dec 2017 Rs. 170.73 million Dec 2018 Rs. 2936.96 million

Inspection:

The copies of special resolution and terms and conditions of the investment approved by the members in their meeting held on 28 May, 2016 have been kept at the Registered Office of the Company which can be inspected during business hours before the date of annual general meeting. The same shall also be available for inspection at the time of annual general meeting.



ADAMJEE INSURANCE COMPANY LIMITED

Registered Office: 4th Floor, 27-C-III, Tanveer Building, M.M. Alam Road, Gulberg-III, Lahore

PROXY FORM

I/We of being a member of Adamjee Insurance Company Limited and holder of shares as per Folio No. CDC Participant ID#.....and Sub Account #...../ CDC Investors Account #..... hereby appoint Mr./Miss/Mrs. of..... (Folio No.....CDC Participant ID#..... and Sub Account #...../ CDC Investors Account #.....) or failing him/her Mr./Miss/Mrs. of (Folio No.CDC Participant ID#.....and Sub Account #...../ CDC Investors Account #.....) as my/our Proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, April 29, 2019 at 11:00 a.m. and any adjournment thereof at The Nishat Hotel, Trade and Finance Centre Block, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore.

Signed this day of.....2019

WITNESSES:

- 1- Signature
Name
Address.....
.....
CNIC No.
- 2- Signature
Name
Address.....
.....
CNIC No.

Rupees Five
Revenue
Stamp

Signature of Member.....

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