



Habib Insurance Company Limited

Notice of Annual General Meeting

NOTICE is hereby given that the 77th Annual General Meeting of the Shareholders of the Company will convene through electronic means on Monday, May 18, 2020 at 12:00 Noon. The Securities and Exchange Commission of Pakistan through its circular No.6 dated March 17, 2020, has directed the listed companies to modify their usual planning of AGM for the wellbeing of shareholders in light of the threat posed by the evolving COVID-19 situation.

The entitled shareholders whose names appear in the Books of the Company by the close of business on May 12, 2020 and who are interested to attend AGM through online platform are hereby requested to get themselves registered with the Company Secretary Office by providing the following details at the earliest but not later than 24 hours before the time of AGM (i.e. before 12:00 Noon on May 17, 2020) at agm@habibinsurance.net

Name of shareholder	CNIC No.	Folio No / CDE No.	Cell Number	Email address
---------------------	----------	--------------------	-------------	---------------

Upon receipt of the above information from interested shareholders, the Company will send the login details at their email addresses. The company will convene the meeting through "Zoom Cloud Meetings" which can be downloaded from google play or apple app store. Our shareholders are therefore requested to download the application ahead of the meeting. On the AGM day, shareholders will be able to sign and participate in the AGM proceedings through their smart phones or computer devices from any convenient location. The login facility will be opened 30 minutes before the meeting time to enable the participants to join the meeting after identification and verification process.

The entitled shareholders whose names appeared in the Books of the Company by the close of business on May 12, 2020 along with the details mentioned above may send their comments/ suggestions for the proposed Agenda items at the above email address at least 24 hours before the meeting.

The meeting will be convened to transact the following business:

- To receive and adopt the Audited Accounts for the year ended December 31, 2019 together with the Directors' and Auditors' Report thereon.
- To approve payment of cash dividend @ 10% i.e. Rs. 0.50 per share of Rs. 5/- each for the year ended December 31, 2019 as recommended by the Board of Directors.
- To appoint Auditors for the year ending December 31, 2020 and to fix their remuneration M/s. KPMG Taseer Haid & Co., Chartered Accountants, being eligible after themselves for reappointment.
- To elect nine Directors as fixed by the Board of Directors vide Resolution by Circular dated March 31, 2020, for the next term of three years commencing from May 10, 2020, in accordance with the provisions of the Companies Act, 2017. The retiring Directors are Messrs. Rafiq M. Habib, Ahsan G. Habib, Muneeb G. Habib, Mohammed R. Haid, Qasim R. Habib, Anwar Mohammed A. Habib & Shahid Ghaffar.
- To consider any other business of the Company with the permission of the Chair.

Special Business

6. To consider and pass the following special resolution for authorizing investment by way of purchase of units of funds managed by our associated company, Habib Asset Management Limited.

"RESOLVED that the Company be and is hereby authorized to invest upto Rs. 750 million in the units of Funds, managed by Habib Asset Management Limited.

FURTHER RESOLVED that the Chief Executive and the Chief Financial Officer be and are hereby authorized jointly to make the aforesaid investments as and when deemed appropriate and to delegate the aforesaid powers to any officers of the Company as he may deem fit."

For item 6, a statement under Section 180 of the Companies Act, 2017 is annexed

By Order of the Board

MUHAMMAD MAAZ AKBAR
Company Secretary

Karachi:
April 22, 2020

Notes:

- The share transfer books of the Company will remain closed from Saturday, May 04, 2020 to Monday, May 18, 2020 (both days inclusive).
- A member entitled to attend and vote at this meeting is entitled to appoint another member of the Company as his/her proxy to attend and vote on his/her behalf. Proxy form, in order to be effective, must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the meeting.
- The CDC account/ sub account holders are requested to bring with them their Computerized National ID Cards along with the Participant's ID number and their account numbers at the time of attending the AGM in order to facilitate identification of the respective shareholders. In case of corporate entity, the Board of Directors Resolution/ Power of Attorney with specimen signature be produced at the time of meeting.
- Members are requested to promptly communicate any change in their address to our Share Registrar, M/s. CDC Share Registrar Services Limited.
- Pursuant to the directive of the Securities and Exchange Commission of Pakistan (SECP), it is mandatory to mention CNIC number of member on members' register and other statutory returns. Those shareholders who have not submitted copy of their CNIC to the Company are once again requested to submit copy of their CNIC, otherwise the Company will be constrained under section 245(2)(a) of the Companies Act, 2017 to withhold dividend of such shareholders.
- 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:
(i) For filers of income tax returns 15%
(ii) For non-filers of income tax returns 30%

Shareholders who are filers are advised to make sure that their names are entered in to Active Taxpayer List (ATL) provided on the website of FBR at the time of dividend payment, otherwise they shall be treated as non-filers and tax on their cash dividend will be deducted at the rate of 30% instead of 15%.

For shareholder 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 Principal 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 Principal shareholder and joint-holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

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

The required information must reach to the Company's Share Registrar within 10 days of the notice, otherwise it will be assumed that the shares are equally held by principal shareholder and joint holder(s).

The Corporate shareholders having CDC account are required to have their National Tax number (NTN) updated with their respective participants, whereas physical shareholders should send a copy of the NTN certificate to the Company or Company's Share Registrar, M/s. CDC Share Registrar Services Limited. The shareholders while sending NTN or NTN certificate, as the case may be, must quote company name and their respective folio numbers.

7. Mandatory requirement of Bank details for payment of dividend

Pursuant to the provision of Section 242 of the Companies Act, 2017, a listed company is required to pay 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 of the e-dividend mandate form which is available on the Company's website www.habibinsurance.net and send duly signed to the Share Registrar, M/s. CDC Share Registrar Services Limited. CDC shareholders are requested to submit their dividend mandates directly to their broker (if any) or CDC.

8. Unclaimed/Unpaid Dividend and Share Certificates

Shareholders who could not collect their dividend (physical shares) are advised to contact Share Registrar or our Registered Office to enquire and collect their unclaimed dividends/shares. If any, in compliance with Section 244 of the Companies Act, 2017, after hearing completed the standard procedure, all such unclaimed dividend and shares for a period of 3 years or more from the date it is due and payable shall be deposited to the credit of Federal Government in case of unclaimed dividend and in case of shares, shall be delivered to Securities and Exchange Commission of Pakistan (SECP).

9. Transmission of Financial Statements & Notices through email

The Securities and Exchange Commission of Pakistan (SECP) through its Notification S.R.O. 787(I)/2014 dated September 8, 2014 has permitted companies to circulate Audited Financial Statements along with Notice of Annual General Meeting to its members through e-mail. Accordingly, members are requested to send their consent e-mail address for receiving Audited Financial Statements and Notices through e-mail. In order to avail this facility, a standard request form is available at the Company's website.

10. Election of Directors

Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company the following documents and information at its registered office not later than fourteen days before the date of the aforesaid meeting:

- His/her Folio No./ CDC Investor Account No./ CDC Participant No./ Sub-Account No. The qualification of a director shall be his/her holding shares in the Company of the nominal value of Rs.10,000/- in terms of Article 52 of the Articles of Association;
- Notice of his/her intention to offer himself/herself for the election of directors in terms of section 156 of the Companies Act, 2017.
- Information on Annexure A, along with the statements required therein, and Affidavit on Annexure B required under Insurance Companies (Sound and Prudent Management) Regulations, 2012 notified by the Securities and Exchange Commission of Pakistan (SECP) vide S.R.O. 15(1) of 2012 dated January 09, 2012. Annexure A and Annexure B are available on SECP's website (www.secp.gov.pk), website of the Company (www.habibinsurance.net) and can also be obtained from the Registered Office of the Company; 1st Floor, State Life Building No.8, Habib Square, I.I.A., Jinnah Road, Karachi.
- Affidavit on Annexure C required under S.R.O. 1185(I) of 2018 dated December 22, 2018. The affidavit is available on Company's website and S.R.O. 1115(I) is available on SECP's website.
- Undertaking on Annexure A required under direction issued vide S.R.O. 1525(I) of 2018 dated December 14, 2018. The undertaking is available on Company's website and S.R.O. 1525 is available on SECP's website.
- Consent to act as director on Form 28 under section 167 of the Companies Act, 2017.
- A detailed profile alongwith his/her office address as required under SECP's S.R.O. 534(I) of 2014 dated July 10, 2014 for placing on website of the Company.
- An attested copy of Computerized National Identity Card (CNIC or NICOP).
- A declaration that:
 - He/she is not ineligible to become a director of the Company under Section 153 of the Companies Act, 2017.
 - He/she is not serving as a director of more than seven listed companies.
 - He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Article of Association of Company and Listing Regulations of Pakistan Stock Exchange.
- Please note that as per Regulation 22 of the Insurance Companies (Sound and Prudent Management) Regulations, 2012, proposed directors shall not assume the charge of office until a new appointment has been approved by the SECP. The above information is required by the SECP for approval of the proposed directors and any other supporting information to evaluate the proposed director's fitness and propriety.

11. Pursuant to Companies (Postal Ballot) Regulations, 2018, for the purpose of election of directors and for any other agenda item subject to the requirements of sections 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, i.e. voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulation.

For any query / clarification / information, the shareholder may contact the Share Registrar at the following address:

M/s. CDC Share Registrar Services Limited
CDC House, 99-B, Block-B, SMCHS, Main Shahrah-e-Faisal, Karachi-74400

Statement of Material Facts under Section 186(3) of the Companies Act, 2017

Persons eligible under Section 153, meet the criteria under section 186 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulation, 2018, may submit their nominations to be elected as independent directors. However, it is noteworthy to mention that independent directors shall be elected in the same manner as other directors are elected in terms of Section 189 of the Companies Act, 2017.



