

NOTICE OF 59TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 59th Annual General Meeting (AGM) of Adamjee Insurance Company Limited (the "Company") will be held at The Nishat Hotel, 9A Gulberg III, Main Mehmood Ali Kasuri Road, Lahore on 22 May 2020 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 **31** December, 2019, 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 **31** December, 2019.
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 retiring auditors M/s Deloitte Yousuf Adil, Chartered Accountants for appointment as auditors of the Company.

SPECIAL

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

RESOLVED THAT "the validity of special resolution passed in the Annual General Meeting of the Company held on 28 April 2014 for investment of up to Rs. 500 million for purchase of 50 million ordinary shares of Nishat Hotels & Properties Limited, an associated company be and is hereby extended for further two years till 28 April 2022 to allow the Company to make investment until 28 April 2022 with other terms and conditions of the investment to remain unchanged".

RESOLVED THAT "approval of the members of Adamjee Insurance Company Limited (the "Company") be and is hereby accorded to increase %age of long term equity investment in Hyundai Nishat Motor (Private) Limited (HNMPL), an associated company from 10% to up to 13% of the total paid up share capital of HNMPL provided that the aggregate limit of equity investment in HNMPL shall not exceed the amount of Rs. 1,056.4 million for subscription of 105.64 million ordinary shares approved pursuant to the authority of special resolutions passed on 26 March 2018 and 30 November 2019 and other terms with condition of 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, incidental 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 resolutions".

By Order of the Board
Tameez-ul-Haque
Secretary

29 April, 2020

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 14 May 2020 to 22 May 2020 (both days inclusive). Transfers received in order at the office of the Company's Independent Share Registrar, M/s CDC Share Registrar Services Ltd., CDC House, 99- B, S.M.C.H.S, Main Shahrah e Faisal, Karachi by the close of business (1:00 PM) on 13 May 2020 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 13 May 2020 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 statement of financial position, profit & loss account, auditors report and directors report and Chairman's review 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, 2019 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, 2019 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 30%

To enable the company to make tax deduction on the amount of cash dividend @ 15% instead of 30%, all the shareholders whose names are not entered into the Active Taxpayers 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 @ 30% 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 below 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 : CDC Share Registrar Services 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 22 May 2020.

Item 4 (a) of agenda: Revalidation of period of investment in Nishat Hotels & Properties Limited

The members of the Company in their Extraordinary General Meeting held on 28 April 2014 had approved investment in the shares of Nishat Hotels & Properties Limited, an associated company up to an amount of Rs. 500 million for the purchase of up to 50 million shares by 28 April 2017. The period of investment was revalidated up to 28 April 2020 in Annual General Meeting held on 29 April 2017.

Regulation 6 of Companies (Investment in Associated Companies or Associated Undertakings) Regulations 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.

It is now proposed to further extend the period of investment for two years up to 28 April 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. There is no change in other terms and conditions of investment.

The directors of the Company are not directly or indirectly concerned or interested in the aforesaid business except to the extent of Umer Mansha who holds 21.72% shareholding in Nishat Hotels & Properties Limited. He may be regarded as indirectly interested as directors or shareholders of the following companies which are shareholder of Nishat Hotels & Properties Ltd:

1. D.G. Khan Cement Ltd
2. Nishat Mills Ltd
3. Security General Insurance Company Ltd

Item 4 (b) of agenda: Increase in %age of stake in Hyundai Nishat Motor (Private) Ltd (HNMPL)

Adamjee Insurance Company Limited (the "Company") as on 31 March 2020 holds 74,750,000 ordinary share of PKR 10 each of HNMPL comprising 10% equity stake. The Company is authorized to make equity investment of up to PKR 1,056,400,000 for acquisition of 105,640,000 ordinary shares of HNMPL at PKR 10 each pursuant to the special resolutions passed by the shareholders on 26 March 2018 and 30 November 2019. The %age of Company's equity investment in HNMPL as mentioned in the Statement of Material Facts was 10% of the total paid up share capital of HNMPL. This %age may increase up to 13% of the total paid up share capital of HNMPL due to non-subscription by other shareholders of HNMPL. The Company's aggregate amount of equity investment in HNMPL at any point in time shall not exceed the amount of PKR 1,056,400,000 pursuant to the already passed special resolutions by the shareholders. Section 199 of the Companies Act, 2017 requires that no change in the terms and conditions attached to the investment in associated companies shall be made except under the authority of a special resolution. There is no change in other terms and conditions of the equity investments in HNMPL except increase in equity stake of from 10% up to 13% which is proposed for approval.

**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	28 April, 2014	28 May, 2016	26 March, 2018
Total Investment	Rs 500 million	Rs 625 million	a) Rs. 1056 million - Equity b) Rs. 1,277.10 million - Standby letter of credit
Amount of Investment made up to 31 March, 2020	-	Rs 161.053 million	a) Rs. 747.5 million - Equity b) Rs. 990 million - Standby letter of credit
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, hence no deviation.	The special resolution is valid for 6 years, hence no deviation.	The special resolution is valid for 4 years, hence no deviation.
Material changes in financial statement since date of resolution passed			
a. Breakup value per share	Jun 2013 Rs. 12.26 Jun 2019 Rs. 18.09	Jun 2015 Rs. 216.56 Jun 2019 Rs. 189.46	Dec 2017 Rs. 4.85 Dec 2019 Rs. 8.93
b. Earnings (loss) per share	Jun 2013 Rs. (0.37) Jun 2019 Rs. 1.42	Jun 2015 Rs. 11.13 Jun 2019 Rs. 16.66	Dec 2017 Rs. (5.74) Dec 2019 Rs. (1.18)
c. Balance Sheet footing	Jun 2013 Rs. 2.86 billion Jun 2019 Rs. 37.07 billion	Jun 2015 Rs. 101.14 billion Jun 2019 Rs. 100.545 billion	Dec 2017 Rs. 1.7 billion Dec 2019 Rs. 13.99 billion



ADAMJEE INSURANCE COMPANY LIMITED

Registered Office: Adamjee House, 80/A, E-1, Main Boulevard, 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 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 59th Annual General Meeting of the Company to be held on Friday, 22 May 2020 at 11:00 a.m. and any adjournment there of at The Nishat Hotel, 9A Gulberg III, Mian Mahmood Ali Kasuri Road, Lahore.

Signed this day of 2020

WITNESSES:

1- Signature
Name
Address
CNIC No.

Rupees Five
Revenue
Stamp

2- Signature
Name
Address
CNIC No.

Signature of Member

NOTES

1. 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.
2. Members, who have deposited their shares into Central Depository Company of Pakistan Limited, are being advised to bring their original Computerized National Identity Cards along with CDC Participant ID and account number at the meeting venue.
3. 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.

A. For Attending the Meeting

- i. 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.
- ii. 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

- i. 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.
- 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 the CNIC or the passport of 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's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

نمائندگی نامہ

میں/ہم..... مقیم.....، آدمجی انشورنس کمپنی لمیٹڈ کے ایک ممبر اور..... شیز کی ملکیت/فولیو نمبر.....
سی ڈی سی پالیسی نمبر..... اور سب اکاؤنٹ نمبر...../سی ڈی سی انویسٹرز اکاؤنٹ نمبر..... کے مطابق محترم/محترمہ.....
مقیم..... (فولیو نمبر..... سی ڈی سی پالیسی پالیسی نمبر..... اور سب اکاؤنٹ نمبر...../سی ڈی سی انویسٹرز اکاؤنٹ نمبر.....)
یا اُن کے شریک نہ ہونے پر محترم/محترمہ..... مقیم..... (فولیو نمبر.....)
سی ڈی سی پالیسی نمبر..... اور سب اکاؤنٹ نمبر...../سی ڈی سی انویسٹرز اکاؤنٹ نمبر..... (کو بذریعہ بذاتِ نشاط ہوٹل، 9A، گلبرک-III،
میاں محمود علی قصوری روڈ، لاہور میں بروز جمعہ مورخہ 22 مئی 2020ء بوقت صبح 11:00 بجے یا کسی ممکنہ التوائی وقت پر منعقد ہونے والے 59 ویں سالانہ اجلاس عام میں شریک ہونے، گفتگو کرنے اور ووٹ دینے کیلئے میرے/ہمارے نمائندے کے طور پر نامزد کرنا چاہتا ہوں/چاہتے ہیں۔

آج بروز..... بتاریخ..... 2020ء دستخط کیے گئے۔

گواہان

5/- روپے کی
ریونیو اسٹیپ

1. دستخط.....
نام.....
پتہ.....
کمپیوٹرائزڈ قومی شناختی کارڈ نمبر.....

2. دستخط.....
نام.....
پتہ.....
کمپیوٹرائزڈ قومی شناختی کارڈ نمبر.....

ممبر کے دستخط.....

ملاحظات (نوٹس):

- 1- سالانہ اجلاس عام میں شرکت اور رائے دہی کا حق رکھنے والا ممبر کسی دوسرے ممبر کو اپنی بجائے شرکت اور حق رائے دہی کے استعمال کیلئے اپنا نمائندہ (پروکسی) مقرر کر سکتا ہے۔ کوئی کارپوریشن یا کمپنی، بحیثیت کمپنی یا ممبر، اپنے افسران میں سے کسی کی تقرری بورڈ ریزولوشن کے ذریعے کر سکتی ہے۔ نمائندگی نامہ (Proxy(s) اس اجلاس کے انعقاد کے مقررہ وقت سے کم از کم 48 گھنٹے قبل کمپنی کے رجسٹرڈ آفس میں وصول ہو جانا چاہیے۔
- 2- ایسے ممبران جو سینٹرل ڈپازٹری کمپنی آف پاکستان میں شیئرز جمع کروا چکے ہیں وہ اصل کمپیوٹرائزڈ قومی شناختی کارڈ اور سی ڈی سی پالیسی نمبر ساتھ لائیں۔
- 3- CDC اکاؤنٹ ہولڈرز کو کمپیوٹرائزڈ اینڈ آئیڈنٹیفیکیشن آف پاکستان کی طرف سے جاری کردہ درج ذیل ہدایات کی مزید پیروی کرنا ہوگی:

(A) اجلاس میں شرکت کیلئے:

- i) افراد کی صورت میں، اکاؤنٹ یا سب اکاؤنٹ ہولڈر جس کی رجسٹریشن کی تفصیلات CDC ضوابط کے مطابق اپ لوڈ کی جا چکی ہیں، اجلاس میں شرکت کے وقت اپنی شناخت کی تصدیق کیلئے اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) یا اصل پاسپورٹ دکھائے گا۔
- ii) کاروباری ادارے کی صورت میں، اجلاس کے موقع پر بورڈ آف ڈائریکٹرز کی قرارداد/مختار نامہ نامزد نمائندے کے دستخط کے نمونے کے ساتھ پیش کرنا ہوگا (ماسوائے اس کے کہ وہ پہلے ہی پیش کیا جا چکا ہو)۔

(B) نمائندوں کی تقرری کیلئے:

- i) افراد کی صورت میں، اکاؤنٹ یا سب اکاؤنٹ ہولڈر جس کی رجسٹریشن کی تفصیلات CDC ضوابط کے مطابق اپ لوڈ کی جا چکی ہیں، اجلاس میں شرکت کے وقت درج بالا تقاضوں کے مطابق نمائندگی نامہ (Proxy Form) جمع کروائے گا۔
- ii) نمائندگی نامے پر دو افراد کی گواہی موجود ہونی چاہیے جن کے نام، پتے اور CNIC نمبر تقرری نامے میں درج ہوں۔
- iii) نمائندگی نامے کے ہمراہ اصل مالکان (beneficial owner) اور نمائندے کے CNIC یا پاسپورٹ کی تصدیق شدہ نقول مہیا کی جائیں۔
- iv) نمائندے کو اجلاس کے موقع پر اپنا اصل CNIC یا اصل پاسپورٹ پیش کرنا ہوگا۔
- v) کاروباری ادارے کی صورت میں، اجلاس کے موقع پر نمائندگی نامے کے ہمراہ بورڈ آف ڈائریکٹرز کی قرارداد/مختار نامہ نامزد نمائندے/انارنی کے دستخط کے نمونے کے ساتھ پیش کرنا ہوگا (ماسوائے اس کے کہ وہ پہلے ہی پیش کیا جا چکا ہو)۔