

IGI

Holdings

Our Ref:- Fin-0083/2022

April 7, 2022

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building,
Stock Exchange Road,
Karachi- 74000.

Subject: **Notice of Annual General Meeting in Compliance of Clause 5.6.9 (b) of Rule Book of Pakistan Stock Exchange**

Dear Sir,

In accordance with Clause 5.6.9(b) of PSX Rule Book, please find enclosed herewith pre-publication copy of Notice of Annual General Meeting of IGI Holdings Limited to be held on Friday, April 29, 2022.

This notice will be published in English and Urdu newspapers on Friday, April 08, 2022 and will also be disseminated to the shareholders along with the Annual Report of the Company for the year ended December 31, 2021.

You may please inform the TRE Certificates Holders of the Exchange accordingly.

Yours sincerely,
For IGI Holdings Limited



Nadia Hussain
Company Secretary



IGI Holdings Limited

Registered Office

7th Floor, The Forum, Suite No. 701 - 713, G-20, Block-9, Khayaban-e-Jami, Clifton, Karachi-75600, Pakistan

UAN: +92 (21) 111-308-308 I Fax: + 92 (21) 35301706 I E-mail: contact.center@igi.com.pk I Web: www.igi.com.pk/holdings

Notice of the Annual General Meeting of IGI Holdings Limited

NOTICE IS HEREBY GIVEN that the 68th Annual General Meeting (AGM) of IGI Holdings Limited (the Company) will be held on Thursday, the 29th day of April, 2022 at 9:30 a.m. at the Auditorium of The Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton, Karachi to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the AGM of the Company held on April 29, 2021.
2. To receive, consider and adopt the audited financial statements of the Company for the year ended December 31, 2021 together with the Chairman's Review Report, Directors' and Auditors' Reports thereon.
3. To consider and approve the payment of final cash dividend of 35% (Rs. 3.50 per share) for the financial year ended December 31, 2021 as recommended by the Board of Directors of the Company to the shareholders of the Company. This is in addition to the interim cash dividend of 20% (Rs.2/- per share) already paid during the year making total of 55% cash dividend (Rs 5.50 per share).
4. To appoint external auditors for the financial year 2022 and to fix their remuneration. The retiring auditors, M/s A.F. Ferguson & Co., Chartered Accountants have consented to be reappointed as auditors for the financial year 2022 and the Board of Directors has recommended their appointment.

ANY OTHER BUSINESS

5. To consider and transact any other business with the permission of the Chairman.

By Order of the Board

Karachi
April 08, 2022

Nadia Hussain
Company Secretary

PARTICIPATION IN THE 68th AGM PROCEEDINGS VIA VIDEO-LINK FACILITY:

In line with the directions issued to the listed companies by the Securities and Exchange Commission of Pakistan (SECP) vide Circular No. 04 of 2021 dated February 15, 2021 to protect the well being of shareholders from continuing threats posed due to COVID-19, the Company has also made arrangements for the shareholders to attend the AGM through video link.

The shareholders interested in attending AGM through video link facility are requested to get themselves registered by sending their particulars at the designated email address agm.igiholdings@igi.com.pk mentioning their Name, Folio Number, CNIC Number and email address by the close of business hours on April 27, 2022. The login credentials will be provided to the registered shareholder.

Other Notes:

1. The Share Transfer Books of the Company will remain closed from April 22, 2022 to April 29, 2022 (both days inclusive).
2. A member entitled to attend and vote at the AGM is entitled to appoint another person as a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. The proxy forms duly completed and signed by the member(s) appointing the proxy must be deposited with the Company's Share Registrar, FAMCO Associates (Private) Limited, 8F, next to Hotel Faran, Nursery Block 6, P.E.C.H.S., Sharah-e-Faisal, Karachi, not later than forty-eight (48) hours before the time appointed for the AGM.
3. In accordance with the Companies (Postal Ballot) Regulations, 2018, for any agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017 (the Act), shareholders will be allowed to exercise their right of vote through postal ballot i.e. by post or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations.
4. Any individual beneficial owner having an account or sub-account with the Central Depository Company ("CDC"), entitled to vote at this AGM, must bring his/her Computerized/Smart National Identity Card (CNIC/SNIC) with him/her to prove his/her identity, and in case of proxy must enclose an attested copy of his/her CNIC/SNIC. The representatives of corporate bodies should provide attested copies of their board of directors' resolution/power of attorney and/or all such documents as are required under Circular No.1 dated January 26, 2000 issued by the SECP for the purpose.
5. Members (Non-CDC) are requested to promptly notify the Company's Share Registrar of any change in their particulars including IBAN details and postal and email address.
6. Pursuant to Section 223(7) of the Act, the financial statements and the reports accompanying them have been placed on website of the Company and can be accessed on <https://www.igi.com.pk/holdings/annual-reports.php> Members are hereby informed that pursuant to SECP's S.R.O. 787(1)/2014 dated September 8, 2014 and the Act, companies

have been allowed to circulate the Annual Report to members through email. The Company shall, however additionally provide hard copies of the annual report to members on request, free of cost. For this purpose, we have attached the request form in the Annual Report and have also uploaded the same on our Company's website <https://www.igi.com.pk/holdings/notices-shareholders.php#> Members who want to avail this facility are requested to submit the duly filled request form to the Share Registrar.

7. Further, in accordance with S.R.O. 470(I)/2016 dated May 31, 2016, through which SECP has allowed companies to circulate the annual audited accounts to its members through CD/DVD/USB instead of transmitting the hard copies at their registered addresses, subject to consent of shareholders and compliance with certain other conditions, the Company has obtained shareholders' consent for the same in the Extraordinary General Meeting held on October 8, 2018.
8. In accordance with the provisions of Section 242 of the Act, it is mandatory for a listed company to pay cash dividend to shareholders only through electronic mode directly into the bank account designated by the entitled shareholders. In order to receive dividends directly into bank account, members are requested to complete the particulars in e-Credit Dividend Mandate Form. This form has been attached with the Annual Report and is also available on our Company's website <https://www.igi.com.pk/holdings/notices-shareholders.php#>

In case of shares held in the CDC, the same information should be provided to the CDS participants for updating and forwarding to the Company. In absence of members' valid bank account details and/or IBAN, the Company will be constrained to withhold the payment of dividend to such members till provision of prescribed details.

9. Shareholders, who for any reason, could not claim their dividend/physical/bonus shares, are advised to contact our Share Registrar at the address mentioned above.
10. In compliance with Section 150 read with Division I of Part III of the First Schedule of the Income Tax Ordinance, 2001 and Section 100BA read with the Tenth Schedule of the Income Tax Ordinance, 2001, withholding tax on dividend income will be deducted as follows:

For shareholders whose names appear in the Active Taxpayers List (ATL):	15%
For shareholders whose names do not appear in the ATL:	30%

To enable the Company to withhold tax at 15%, all shareholders are advised to ensure that their names appear in the latest available ATL on FBR website, otherwise tax on their cash dividend will be deducted at 30%.

Withholding tax exemption from dividend income shall only be allowed to a corporate shareholder if a copy of valid tax exemption certificate is made available to the Share Registrar of the Company by the first day of book closure.

11. The FBR has clarified that in case of joint account, each holder is to be treated individually as either a filer or non-filer and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing as follows, to the Company's Share Registrar. Otherwise it will be assumed that the shares are equally held by the joint shareholders:

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

12. Shareholders are advised to ensure that they have provided their passport/NTN/CNIC/SNIC/valid tax exemption certificates (for tax exemption, where applicable) and valid Zakat declaration under Zakat & Ushr Ordinance, 1980 (for Zakat exemption) to their respective Participant/CDC Investor Account Services/Company's Share Registrar.
13. Members holding shares in physical form are encouraged to convert their physical shares into Book-Entry-Form (CDC) pursuant to the requirements of Section 72 of the Act.

For any query/problem/information, the members/investors may contact the Company and/or the Share Registrar at the following phone numbers and email addresses:

Contact Persons:
Taha Naqvi (Financial Controller)
 Phone: 111-308-308
 Email: taha.naqvi@igi.com.pk

Salman Rauf (Share Registrar)
 Phone : 92-21-34380101-5
 Email: salman.rauf@famco.com.pk