



SC/138/2024

March 22, 2024

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

Subject: **Notice of Annual General Meeting for the Year ended December 31, 2023**


Dear Sir,

Enclosed please find a copy of the Notice of 89th Annual General Meeting of Atlas Insurance Limited to be held on April 15, 2024, for circulation amongst the TRE Certificate Holders of the Exchange.

Please note that this Notice is intended to be published in newspapers in next few days.

Thank you.

Yours Sincerely,


Muhammad Afzal
Company Secretary

Encl: As above.

Atlas Insurance Ltd.
Rated 'AA' by PACRA

ZONAL OFFICE: Federation House, Shahrah-e-Firdousi, Main Clifton, Karachi-75600. **Phones:** +92 (21) 3536 9394-6, 3537 8806-7 **UAN:** 021-111-245-000
Fax: +92 (21) 3537 8515

HEAD OFFICE: 63/A, Block-XX, Phase-III (Commercial), Khayaban-e-Iqbal, Defence Housing Authority, Lahore, Pakistan. **Phones:** +92 (42) 37132611-18
UAN: 042-111-245-000 **Fax:** +92 (42) 37132622 **Email:** info@ail.atlas.pk **Website:** www.ail.atlas.pk **N.T.N.** 2396345-0

Notice of Annual General Meeting

Notice is hereby given that the 89th Annual General Meeting of the members of Atlas Insurance Limited will be held on Monday, April 15, 2024, at 11:00 a.m. at the registered office of the Company situated at 63/A, Block-XX, Phase III (Commercial), Khyaban-e-Iqbal, DHA, Lahore, and through video conferencing facility to transact the following business:

Ordinary Business

1. To confirm minutes of the last Annual General Meeting held on April 27, 2023.
2. To receive, consider and adopt the audited financial statements of the Company for the year ended December 31, 2023, together with the Directors' and Auditors' Reports thereon.

As required under section 223(7) of the Companies Act, 2017 (the Act) and in terms of S.R.O. No. 389 (I) / 2023 dated March 21, 2023, the Annual Report of the Company has been uploaded on the website of the Company, which can be downloaded from the following link / QR code:

<https://ail.atlas.pk/wp-content/uploads/2024/03/AIL-AR-2023.pdf>



3. To consider and approve final cash dividend @ 30% for the year ended December 31, 2023, as recommended by the Board of Directors, and ratify 16% interim cash dividend and 60% interim bonus issue (60 bonus shares for every 100 shares held), previously announced and disbursed to the shareholders during the year 2023.
4. To elect directors of the Company for a period of three years, in accordance with the provisions of Section 159 of the Companies Act, 2017. The retiring directors are:

- | | |
|------------------------------|----------------------------|
| i. Mr. Iftikhar H. Shirazi | ii. Mr. Ali H. Shirazi |
| iii. Mr. Frahim Ali Khan | iv. Mr. M. Habib-ur-Rahman |
| v. Mr. Hasan Reza ur Rahim | vi. Mrs. Roohi Raees Khan |
| vii. Mr. Babar Mahmood Mirza | |

The Board of Directors has fixed the number of directors to be elected as seven.

All the retiring directors are eligible to offer themselves for re-election.

In terms of Section 159 (3) of the Companies Act, 2017, any person who seeks to contest an election to the office of director, whether he / she is a retiring director or otherwise, shall file with the Company, not later than fourteen days before the date of the meeting, a notice of his / her intention to offer himself / herself for election as a director.

5. To appoint auditors and fix their remuneration for the year ending December 31, 2024. The Board has recommended the appointment of BDO Ebrahim & Co., Chartered Accountants, as auditors of the Company for the year 2024 in place of retiring auditors EY Ford Rhodes, Chartered Accountants. EY Ford Rhodes has not consented to act as auditors for the year 2024 as they are consolidating and restructuring their Audit practices and focusing on EY global clients operating in Pakistan.

Special Business

6. To ratify disbursement of fractional bonus shares of interim bonus issued @ 60% during the year ended December 31, 2023, as recommended by the directors.

To give effect to the aforesaid, if thought fit, to pass with or without modification, the following resolutions as ordinary resolutions:

Resolved:

- 6.1 "that all the fractional bonus shares shall be consolidated and the directors be and are hereby authorized to consolidate and sell the fractional shares in the stock market and pay the proceeds of sales thereof, to a charitable institution approved under the Income Tax Ordinance, 2001."

Further Resolved:

- 6.2 "that the Chief Executive Officer and the Company Secretary be and are hereby authorized singly to give effect to the aforesaid resolution and to do or cause to do all acts, deeds and things that may be necessary or required for the disbursement of fractional bonus shares."
7. To consider and approve circulation / dissemination of Annual Audited Financial Statements through QR enabled code and weblink as recommended by the Board of Directors.

To give effect to the aforesaid, if thought fit, to pass with or without modification, the following resolutions as special resolutions:

Resolved:

- 7.1 "that as notified by the SECP via S.R.O. 389(I)/2023 dated March 21, 2023, the transmission of audited financial statements to the members through QR enabled code and weblink instead of transmitting the same through CD / DVD / USB be and is hereby approved."

Further Resolved:

- 7.2 "that the Chief Executive Officer and Company Secretary be and are hereby authorized singly to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and to file requisite documents with the Registrar to effectuate and implement the aforesaid resolution."
8. To consider and approve related party transactions for the financial year ended December 31, 2023, and ensuing financial year ending December 31, 2024.

To give effect to the aforesaid, if thought fit, to pass with or without modification, the following resolutions as special resolutions:

Resolved:

- 8.1 "that the transactions carried out by the Company in the normal course of business with Atlas Foundation and Atlas Asset Management Limited (AAML), related parties, during the year 2023 be and are hereby ratified, approved and confirmed."

Further Resolved:

- 8.2 "that the Board of Directors be and is hereby authorized to approve all the transactions carried out in the normal course of business with Atlas Foundation and AAML during the ensuing year ending December 31, 2024."

Other Business

9. To consider any other business with the permission of the Chair.

The Statement under Section 134(3) of the Companies Act, 2017, pertaining to the special business referred to above is being circulated to the members along with the Notice of the Meeting.

By Order of the Board



Muhammad Afzal
Company Secretary

Lahore: March 25, 2024

Notes:

1. The share transfer books of the Company will remain closed from April 01, 2024 to April 15, 2024 (both days inclusive) when no transfer of shares will be accepted for registration. Transfers in good order, received at the office of Company's share registrar, Hameed Majeed Associates (Pvt.) Limited, 7 – Bank Square Sharah-e-Quaid-e-Azam, Lahore by the close of business on March 31, 2024 will be treated in time for the purpose of transfer of shares to the transferees.
2. Any person who seeks to contest the election of directors shall, whether he / she is retiring or otherwise, file with the Company the following documents at its registered office not later than fourteen days before the date of election / above said meeting:
 - a) Notice of his / her intention to offer himself / herself for election of directors in terms of Section 159(3) of the Companies Act, 2017 selecting any one category stated below in which he / she intends to contest, as per new amendments made by the SECP in Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 through S.R.O. 906 (I) / 2023 dated July 07, 2023:
 - I. Female Director
 - II. Independent Director
 - III. Other Director
 - b) Consent to act as a Director on Form 28 under Section 167 of the Companies Act, 2017, along with the declaration required under Clause (iv) of the Code of Corporate Governance for Insurers, 2016.
 - c) Detailed profile along with his / her office address for placement on Company's website.
 - d) Signed declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria, as set out in Section 153 of the Companies Act, 2017 to act as Director of a listed company.
 - e) Signed declaration by Independent Director under Clause 6 (3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - f) Signed undertaking by Independent Director on non-judicial stamp paper that he / she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
 - g) Attested copy of valid CNIC / Passport and NTN.
 - h) His / her Folio number / CDC Account number.
 - i) Information on Annexure A and affidavit on Annexure B required under Insurance Companies (Sound and Prudent Management) Regulation 2012 notified by the SECP vide SRO 1015(I)/2022 dated July 5, 2022, and SRO 15(I)/2012 dated January 9, 2012. Annexure A and B are available at SECP website and can also be obtained from the registered office of the Company.
 - j) Undertaking on Annexure 'A' required under the direction notified vide SRO 933(I)/2020 dated September 30, 2020. The undertaking can be obtained from the registered office of the Company.
3. A member entitled to attend, speak and vote at the AGM is entitled to appoint another person as his / her proxy to attend, speak and vote instead of him / her and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the AGM as are available to the member.

4. The duly completed instrument of proxy, and the other authority under which it is signed, or a notarial certified copy thereof, to be valid, must be received at the Registered Office of the Company not later than 48 hours before the time of the meeting.
5. Any change of address of members should be immediately notified to the Company's share registrar.
6. CDC Account Holders will further have to follow the following guidelines laid down in Circular No. 1 dated January 26, 2000, issued by the SECP:

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 CDC Regulations shall submit the proxy form as per the above requirement showing the original Computerized National Card (CNIC) or original passport at the time of attending the meeting.
- ii. In case of corporate entity, the Board of Directors' 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 CDC Regulations shall submit proxy form as per the above requirement.
- ii. The proxy form shall be witnessed by the person whose name, address and CNIC number shall be mentioned on the form.
- iii. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his / her original CNIC or original passport at the time of the meeting.
- v. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

7) Conversion of Physical Shares into Book-Entry Form

The SECP vide their letter No. CSD/ED/Misc/2016- 639-640 dated March 26, 2021, has advised the listed companies to adhere with the provisions of section 72 of the Act by replacing shares issued by them in physical form with the shares in the book-entry form.

Atlas Insurance Limited, being a listed company, is also required to comply with aforesaid provisions of the Act, therefore, the shareholders having physical folios / share certificates are requested to convert their shares from physical form into book-entry form as soon as possible.

The shareholders may contact their broker or CDC investor account service provider for opening a CDC Account and subsequent conversion of physical shares into book-entry form. It would facilitate the shareholders in many ways including safe custody of shares, avoidance of formalities in connection with issuance of duplicate shares and having shares readily available for sale in the stock market at the prevailing market rates. The shareholders may contact the Company's share registrar for the conversion of their physical shares into book-entry form.

8) Participation in AGM through Electronic Means

In line with the directions issued to the listed companies by the SECP vide Circular No. 4 of 2022 dated February 15, 2022, the Company has also planned for the shareholders to attend the AGM through electronic means.

Shareholders who are interested in attending the AGM through video link are requested to get themselves registered with the Company at least 24 hours before the time of the Meeting at "muhammad.afzal@ail.atlas.pk" or WhatsApp Number "0300-2261915", by providing the following details:

Name	CNIC No.	Folio / CDC No.	Cell No.	Email Address

The shareholders can also provide their comments and questions for the agenda items of the AGM on our above-mentioned email and WhatsApp Number.

9) Availability of Audited Financial Statements at the Company's website

The audited financial statements of the Company for the year ended December 31, 2023, have been made available on the Company's website ail.atlas.pk in addition to the annual and quarterly financial statements of prior years.

10) Polling on Special Business and Election of Directors

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification vide SRO 2192(1)/2022 dated December 05, 2022, the SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business and in case of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Act. Accordingly, members of the Company will be allowed to exercise their right to vote through e-voting facility or voting by post for the election of directors in the forthcoming Annual General Meeting to be held on Monday, April 15, 2024, at 11:00 a.m. at DHA, Lahore. in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations. Further details will be shared in due course.

11) E-Dividend Mandate (Mandatory)

In compliance with the Section 242 of the Act, it is mandatory for a public listed company to pay cash dividend to its shareholders ONLY through electronic mode, directly into bank account designated by the eligible shareholder. Therefore, the shareholders who have still not provided their Bank Account Number / IBAN and other banking details are requested to provide the same to the Company at the earliest. Please be aware that dividends will only be remitted through electronic mode to the designated bank accounts and in absence of E-Dividend mandate, such cash dividends will be withheld by the Company.

12) Unclaimed Dividend

As per the provision of Section 244 of the Act, any shares issued, or dividend declared by the Company which have remained unclaimed / unpaid for a period of three years from the date on which it was due and payable are required to be deposited with the Commission for the credit of Federal Government after issuance of notices to the shareholders to file their claims. The details of the shares issued, and dividend declared by the Company which have remained due for more than three years were sent to shareholders, uploaded on the Company website and final notice was issued in the newspapers. In case, if no claim is lodged, the Company shall proceed to deposit the unclaimed / unpaid amount and shares with the Federal Government.

13) Electronic Transmission of Annual Financial Statements and Notices

Pursuant to the SECP Notification vide SRO 470(1)/2016 dated May 31, 2016, the Company in the Extra Ordinary General Meeting held on February 10, 2017, had obtained approval of the shareholders to circulate the annual audited accounts through electronic medium, i.e. through CD / DVD / USB at their registered address instead of transmitting hard copies. Accordingly, the Company has sent the Annual Report 2023 in the form of a CD / DVD / USB to the shareholders.

The financial statements have also been placed on the Company's website. The shareholders may request the Company Secretary or Share Registrar of the Company for transmitting the hard copy of annual audited accounts by filing a 'Standard Request Form' available on Company's website and the same will be provided at his / her registered address, free of cost, within one week of receipt of request.

Pursuant to Notification vide SRO 787(1) / 2014 of September 08, 2014, the SECP has directed to facilitate the members of the company receiving annual financial statements and notices through electronic mail system (e-mail). In this regard, please ensure that your email has sufficient rights and space available to receive such email which may be larger than 10 MB file in size. Further, it is the responsibility of the members to timely update the share registrar of any change in the registered email address.

The members are also informed that pursuant to SECP Notification via S.R.O. 389 (I)/2023 dated March 21, 2023, circulation of Audited Financial Statements has been allowed through QR enabled code, and weblink. Considering technological advancements and old technology becoming obsolete, the circulation of annual financial statements through CD / DVD / USB may be discontinued from next year.

14) Deduction of Withholding Tax on the Amount of Dividend

Pursuant to the directives vide Circular No. 19 / 2014 dated October 24, 2014, the SECP has directed all the companies to inform their shareholders about the changes made in Section 150 of the Income Tax Ordinance, 2001 for deduction of withholding tax on the amount dividend and accordingly the shareholders are advised as under:

The government of Pakistan through Finance Act 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. For the tax year 2023-24 these tax rates are as under:

- a) For persons appearing in the Active Taxpayers List (ATL) 15%
- b) For persons not appearing in the ATL 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 appearing in the ATL available at the FBR website, even though they are filers, are advised to make sure that their names are entered into ATL for future payment of dividends, if any.

15) Deduction of Withholding Tax on Joint Account Holder(s)

The joint account holders whose shareholding details as to principal shareholder have not yet been determined for deduction of withholding tax on the upcoming dividend of the Company, are requested to furnish to the Company's share registrar, the shareholding details of yourself as principal shareholder and your joint holder(s) in the following manner, enabling the Company to compute withholding tax of each shareholder accordingly.

CDC Account No. / Folio No.	Name of Principal Shareholder / Joint Holder	Shareholding Proportion (%)	CNIC Number (Copy attached)	Signature

Please note that in case of non-receipt of the information each account holder will be assumed to hold an equal proportion of shares and the deduction will be made accordingly.

Statement under Section 166 (3) of the Companies Act, 2017

Section 166 of the Companies Act, 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee as independent director. The Company will ensure that the independent directors are elected in accordance with the Companies Act, 2017, Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Any person who is eligible to be appointed as Independent Director shall file the following with the Registered Office of the Company / Share Registrar, not later than fourteen days before the date of the meeting:

- Signed declaration under Clause 6 (3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019 confirming complying with criteria of independence as notified under the Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulations, 2019;
- Signed undertaking on non-judicial stamp paper that he / she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The present directors are interested in this business only to the extent that they are eligible for re-election as directors of the Company.

Statement under Section 134(3) of the Companies Act, 2017

This Statement is annexed to the Notice of the 89th Annual General Meeting of Atlas Insurance Limited to be held on April 15, 2024, at which certain special business is to be transacted. The purpose of this statement is to set forth the material facts concerning this special business.

Item No. 6 of the Agenda

In its meeting held on June 15, 2023, the Board of Directors had approved 60% fully paid bonus shares and thereby capitalized a sum of Rs. 560,309 thousand. The bonus shares were disbursed to the eligible shareholders on June 23, 2023, which shall rank pari passu with the existing ordinary shares in all respects.

The Directors had also approved that all the fractional bonus shares should be consolidated and sold in the stock market. The proceeds of sales should be paid to a charitable institution approved under the Income Tax Ordinance, 2001. Ratification is being sought from the members for disbursement of fractional bonus shares as approved by the Directors.

The Directors are not interested in this business except as shareholders of the Company.

Item No. 7 of the Agenda

The SECP had issued S.R.O. 389 (I)/2023 dated March 21, 2023, whereby subject to the approval of the shareholders in the general meeting, the listed companies have been allowed to circulate the annual balance sheet and profit and loss account, auditor's report and directors' report, etc. (annual audited financial statements) to its members through QR enabled code and weblink.

Considering technological advancements and old technology becoming obsolete, the circulation of annual financial statements through CD / DVD / USB may be discontinued from the next year.

Accordingly, approval is hereby sought from the shareholders to comply with the requirements of the said SRO, as recommended by the Board of Directors of the Company.

The Directors are not interested in this business except as shareholders of the Company.

Item No. 8 of the Agenda

The transactions carried out in a normal course of business with associated companies (related parties) are recommended by the Audit Committee and approved by the Board on quarterly basis.

In the case of Atlas Foundation and Atlas Asset Management Limited (AAML), a majority of the Directors were interested and in accordance with the provisions of Section 208 of the Act, and Regulation No. 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019, such transactions shall be placed before the general meeting for approval.

In view of the above, the following normal business transactions carried out during the year 2023 with Atlas Foundation and AAML are being placed before the shareholders for approval / ratification:

(Rupees in thousand)

Nature of Transactions	Atlas Foundation	Atlas Asset Management Limited
Premium underwritten	1,774	14,711
Premium collected	3,342	24,298
Claims paid	783	5,537
Rent/Lease paid	2,063	-
Fee paid	-	5,589
Dividend paid	15,669	-
Finance Cost	1,002	-
Donations paid	20,956	-
Investments in Mutual Funds	-	1,116,171
Redemptions of Mutual Funds	-	1,321,617
Dividend received from Mutual Funds	-	13,023

Names of the Directors with interest as Directors in the related parties:

Mr. Iftikhar H. Shirazi, Mr. Ali H. Shirazi, Mr. Fahim Ali Khan and Mr. M. Habib-ur-Rahman, the Directors of Atlas Insurance Limited are also Directors of Atlas Foundation and AAML.