



PAKISTAN STOCK EXCHANGE LIMITED

(formerly: Karachi Stock Exchange Limited)

PSX/N-3309

NOTICE

May 25, 2016

Reproduced hereunder letter received from S.M. SUHAIL & COMPANY, Chartered Accountants, regarding THE HALLMARK INSURANCE COMPANY LIMITED, for information of all concerned. (Copy of the same is also available on our Website www.psx.com.pk).



S.M. SUHAIL & CO.
Chartered Accountants

The Commissioner,
Insurance Division,
Securities and Exchange Commission of Pakistan,
NIC Building, Jinnah Avenue,
Blue Area,
Islamabad.

1014, Uni Centre,
I.I. Chundrigar Road,
Karachi, Pakistan.
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URL : www.smsco.pk

May 10, 2016
Our Ref: SMS-C-4102016

Dear Sir,

THE HALLMARK INSURANCE COMPANY LIMITED
COMPANY'S REGISTRATION NO. 0009011
APPLICATION UNDER SECTION 10 OF THE INSURANCE ORDINANCE, 2000
FOR REVOCATION OF INSURANCE LICENSE

On behalf of our above client we are writing to inform you that our above client is a registered as non life insurer since year 1982 and the insurance license was suspended few years ago due to unfulfilling the minimum paid up capital requirements at that time Rs. 250 million which has been increasing to Rs. 400 million and Rs. 500 million by December 31, 2016 and 2017 respectively.

In this connection, the Board of Directors & shareholders of the Company have approved in the Annual General Meeting, held on April 30, 2016, that they are not interested to inject this huge amount in the Company. Therefore the members and Directors decided in the meeting to surrender the insurance license before you and remove Company's name from the insurance ambit. It is pertinent to mention here that after surrendering the Insurance license, it shall be mandatory to remove the word "Insurance" from Company's name according to the Companies Ordinance, 1984. We are enclosing herewith the following documents for the above mentioned revocation:

1. Certified copy of Insurance License (original already burnt out in fire in 2010)
2. Minutes of the Annual General Meeting
3. Certified copy of Form '26'
4. Amended Memorandum & Articles of Association
5. Undertaking duly attested by the notary public
6. Quarterly Financial Statements for the period ended March 31, 2016

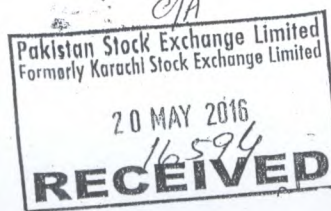
You are therefore requested to kindly release above Company from Insurance Division and grant us revocation. If you need any other documents or information in this regard kindly intimate us.

We hope that you will accede to our client's request.

Yours truly,

S.M. Suhail & Co.
S.M. Suhail & Co.
Chartered Accountants

- Encl: As stated above.
Cc to: 1. CRO SECP, Karachi
2. Hallmark Insurance Company Limited
3. Pakistan Stock Exchange Limited



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SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
INSURANCE DIVISION



No. INS : DIV 061

Certificate of Registration

No. 144

This is to certify that M/S. RAJA INSURANCE COMPANY
LIMITED.

has this day been registered in accordance with the provision of section 6
of the Insurance Ordinance, 2000 to transact the classes of business
specified in the schedule below.

Given at Islamabad

this 1st day of January

two thousand and one.



Classes of business which may be transacted.

SCHEDULE

(SHAFAT AHMAD)
Executive Director

ALL CLASSES OF NON-LIFE

INSURANCE BUSINESS, AS SPECIFIED

IN THE INSURANCE ORDINANCE, 2000.

HALLMARK INSURANCE COMPANY LIMITED

Hallmark Insurance Company Limited
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Karachi, Pakistan.
Off: 021-32414419
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**MINUTES OF THE 35TH ANNUAL GENERAL MEETING OF MEMBERS
OF THE HALLMARK INSURANCE COMPANY LIMITED
HELD AT 3:00 P.M. ON SATURDAY, THE APRIL 30, 2016
AT ITS REGISTERED OFFICE SUITE # 1001, 10TH FLOOR, UNI CENTRE,
I. I. CHUNDRIGAR ROAD, KARACHI.**

1. PARTICIPANTS:

Members Present:

Member of the Company were presented and marked their attendance in the Members Attendance Register.

Officials of the Company Present:

Officials of the Company including Chairman, Directors, and the Company Secretary were present and marked their attendance.

2. CHAIRMAN:

Mr. S. Muhmmad Imran being the Director of the Company was the Chairman of the Meeting.

3. ORDINARY BUSINESS PROCEEDINGS:

The Company Secretary declared validity of the quorum as required under the Articles of Association of the Company.

- The Company Secretary formally announced the commencement of the proceeding, and the Company Secretary, Ms. Kishwar Parveen requested the participant to recite from the Holy Quran.
- Mr. Muhamamd Adil recited from the Holy Quran.

- a) First agenda item of the notice was confirmation of minutes of the meeting of the previous AGM; they were read by Mr. Haris Shamsi (Director) and proposed to confirm by all the member present in the meeting unanimously. Accordingly following resolution was passed.

"Resolved that the minutes of the 34rd AGM of the Company be and are hereby approved".

- b) Second agenda item was to receive, consider and adopt the Audited Financial Statements of the Company, together with the Directors and Auditors Report thereon.

The Company Secretary addressed to the Members in this regard and some points related to items appearing in the Balance Sheet were highlighted and discussed by the members.

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Mr. Abdul Majeed (Folio No. 1491) asked from the Directors regarding the position of Sundry Receivables amounting to Rs. 591,106 appearing in the Balance Sheet and argued that why it is not received by the Company and appearing as it is appearing for more than six or seven years. In response Mr. Muhammad Adil (Chief Executive Officer) explained that the existing management of the Company when took the charge five years back did cross verified and obtained confirmation from the relevant parties but received no response. Mr. Muhamamd Adil further explained to the members that in last quarter meeting of the Board of Directors they have approached the previous management of the Company and once again discussed these issues with them that if they have any references or lead regarding various parties appearing in the books of accounts of the Company, but they also said that this amount is no longer receivable and thus the same have been written off during the quarter ended March 31, 2016. Mr. Abdul Majeed (Folio no. 1491) along with Mr. Isteifa Khurheed said that then this amount should be eliminated from the subsequent reports. They were explained that the Directors are going to approve that accounts and the same also been incorporated.

Another member, Mr Ahrar Hussain (Folio no. 1564) asked from the Directors regarding status of the amount appearing in the Creditors and Accruals totaling Rs. 2,220,702 in the Balance Sheet. He further asked that why the amount is not yet paid. In response, Mr. S. Muhamamd Imran (Director) explained the members that from total amount of Creditors of Rs. 2,220,702 a balance belongs to Income Tax amounting to Rs. 72,248 and it is written off in the earlier months of the first quarter being confirmed and paid. Another amount is due to insurers/re-insurers which again after thorough verification and confirmation found to be not payable by the Company and written off in the first quarter ending on March 31, 2016. Members has agreed to the decision of the board and said that any amount remain untraceable and un-reconciled should be written-off.

Mr. Muhammad Adil reviewed the financial performance of the Company during the year and explained that the Company has managed to keep its equity in positive by having a profit for the year amounting to Rs. 175,000. This is due to the inflow from the investment property which gives a return of Rs. 25,000 per month.

After the above discussion on the Financial Statements of the Company, following resolution was passed unanimously:

"Further Resolved that the Financial Statements of the Company as of December 31, 2015 together with the Auditors' Report and Directors Report thereon and Report on Compliance with the Code of Corporate Governance by and are hereby considered and adopted".

- b. The next agenda item was that the tenure of the Directors had been completed hence the existing Board was stand retired, and the election of the Directors was due. It was considered and accepted by the Members that the Company is dormant and no new Member has offered his services as Director of the Company as not having the relevant experience and can fulfill the requirements of fit and proper criteria.

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Moreover as no other nomination was received by the Company and the retiring Directors provided their consent for re-election. Accordingly, following Members have been re-elected as Directors of the Company with effect from April 30, 2016; and following resolution was passed:

"Further resolved that the following seven Members be and are hereby re-elected as Directors of M/s. Hallmark Insurance Company Limited, for a period of three years with effect from April 30, 2016, in accordance, and to comply with the requirements of the Companies Ordinance 1984.

- i. Muhammad Adil**
- ii. Muhammad Farrukh Bashir**
- iii. Saad Aftab Shamsi**
- iv. Haris A. Shamsi**
- v. Ahtesham Ashraf**
- vi. Naveed Hamid**
- vii. S. Muhammad Imran"**

- d. The next point of agenda was appointment of Auditors for the year ending on December 31, 2016 and to fix their remuneration. The retiring auditors were eligible and offered, for reappointment, it was unanimously agreed by the Members and following resolution was passed.

"Further Resolved that M/s. Munif Ziauddin & Co., Chartered Accountants be and are hereby appointed as Auditors of the Company for the year ending on December 31, 2016 / for the year ended (June 30, 2016 due to change of financial year) at a total remuneration amounting to Rs. 75,000 all inclusive".

4. SPECIAL BUSINESS PROCEEDING

- a. Mr. Muhammad Adil (Chief Executive Officer) on behalf of the Directors of the Company read the first agenda item from the special business of the Notice of AGM. He recalled from the last annual general meeting wherein certain members approached to the Directors and told them to not to go for liquidation or winding up as they will lose all their wealth in the Company. Instead, members have suggested to the Directors to consider to change the nature of the Business as the Company has facing difficulties in doing Insurance Business because of various restrictions imposed by the Securities and Exchange Commission of Pakistan (SECP).

Mr. Muhammad Adil inform the members that the management of the Company throughout the last year tried its best to revive the Insurance business of the Company, but due to many restriction by the SECP, specially the requirement of increased paid-up capital for the Insurance Companies is exceeding on semiannual basis by the Securities and Exchange Commission of Pakistan (SECP) that is upto minimum of Rs. 400 million and Rs. 500 million as on December 31, 2016 and 2017 respectively. In these difficult circumstances the Insurance Business has no more remained feasible for the Company. Mr. Muhammad Adil again recalling last meeting of the members and on their previous requests, asked the members to consider the change of nature of Business of the Company other than Insurance.

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On this all the present members have agreed on this proposal and ensure the Directors their support and prayers for initiating to change the business of the company from Insurance and consequently de-registration as Non-life Insurer from SECP shall be applied and other requirements shall be completed in this regard. As it was unanimously agreed by the Members, following resolution was passed.

"Further resolved that the change the nature of business of the Company shall be done and the insurance license shall be surrender before the Insurance Division and name of the Company shall be removed from the insurance ambit".

- b. Other agenda relevant to change of the nature of the Company was discussed with the members. In this regard, Mr. S. Muhammad Imran (Director) explained the members regarding the need of appointment of a consultant, who shall advise the Company and submit a Proposed Business Plan that may be considered by the Management and Shareholder of the company in the next upcoming general meeting for its consideration and approval. Mean time for revival of the Company, general trading and I.T. business activity shall be modified in the Memorandum of the Company. Consequently following resolution was unanimously passed by the members.

"Further resolved to the engagement of a consultant be and is hereby considered and approved for the submission of a Proposed Business Plan and that shall be presented in the upcoming general meeting for consideration and approval."

"Further resolved that consequent to above change the Memorandum of Association and Articles of Association of the Company shall be altered by change of nature of business accordingly from insurance to general trading and I.T. related activities."

"Further resolved that on surrendering the Insurance license, it shall be mandatory to remove the word "Insurance" from Company's name according to the requirements of the Companies Ordinance, 1984, therefore the name of the Company shall be changed accordingly."

"Further resolved that the name of the Company be and is hereby changed from "Hallmark Insurance Company Limited" to "HALLMARK COMPANY LIMITED", subject to approval of the Registrar of Companies, the Securities and Exchange Commission of Pakistan."

"Further resolved that the Memorandum of Association and Articles of Association of the Hallmark Insurance Company Limited shall be altered by replacing the name "HALLMARK COMPANY LIMITED", in place of old name."

"Further resolved that due to above change, the Financial Year of the Company be and is hereby changed from December 31, to June 30 each year due to surrendering of the Insurance License."

There was no other business to discuss; meeting was concluded with a vote of thanks to the Chair.



Chairman