

Habib Insurance Company Limited

Notice of Annual General Meeting

NOTICE is hereby given that the 80th Annual General Meeting of the Shareholders of the Company will be held at Institute of Bankers Pakistan located at Moulvi Tamizuddin Khan Road, Sultanabad, Karachi on Monday, May 29, 2023 at 11:00 am to transact the following business. The shareholders may also attend the meeting through video conference facility managed by the Company as per instructions given in the notes section.

Ordinary Business

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended December 31, 2022 together with the Directors' and Auditors' Report thereon.
2. To consider and approve payment of cash dividend @ 12.5% i.e., Rs. 0.625 per share of Rs. 5/- each for the year ended December 31, 2022 as recommended by the Board of Directors.
3. To appoint Auditors for the year ending December 31, 2023 and to fix their remuneration M/s. Grant Thornton Anjum Rahman, Chartered Accountants, being eligible, offered themselves for appointment.
4. To consider any other business of the Company with the permission of the Chair.

Special Business

5. To consider and if thought fit, pass the following Special Resolution for authorising investment by way of purchase of shares of the under-mentioned associated companies:

“RESOLVED that the Company be and is hereby authorised to invest the under-mentioned amounts by way of purchase of ordinary shares of the under-mentioned associated companies within a period of two years.

Sr. No.	Name of the Company	Rs. In million
1	Bank AL Habib Limited	200
2	Habib Metropolitan Bank Limited	200
3	Indus Motor Company Limited	200
4	Shabbir Tiles & Ceramics Limited	200
5	Thal Limited	200

FURTHER RESOLVED that the Company be and is hereby also authorized to invest upto Rs. 700 million in the units of Funds, managed by AL Habib Asset Management Limited within a period of two years.

FURTHER RESOLVED that the Chief Executive and the Chief Financial Officer be and are hereby authorised 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 # 5, a statement under Section 134(3) of the Companies Act, 2017 relating to the aforesaid Special Business to be transacted at the said Annual General Meeting is attached.

By order of the Board

Karachi: May 05, 2023

Muhammad Maaz Akbar
Company Secretary

Habib Insurance Company Limited

Notes:

1. Participation in the Annual General Meeting through Video Link Facility:

The entitled shareholders who are interested to attend AGM through online platform and whose names appeared in the Books of the Company by the close of business on May 15, 2023 are hereby requested to get themselves registered with the Company Secretary Office by providing the following details at the earliest but not later than 48 hours before the time of AGM (no account shall be taken of any part of the day that is not a working day) at investor.relations@habibinsurance.net

Name of shareholder	CNIC No.	Folio No. / CDS 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. On the AGM day, shareholders will be able to login and participate in the AGM proceedings through their smartphones 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 15, 2023) along with the details mentioned above may send their comments/suggestions for the proposed Agenda items at the above email address at least 48 hours before the time of AGM (no account shall be taken of any part of the day that is not a working day).

- The share transfer books of the Company will remain closed from Tuesday, May 16, 2023 to Monday, May 29, 2023 (both days inclusive) for the purpose of Annual General Meeting and payment of final dividend.
- 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 entitled shareholders are requested to keep with them their original Computerized National Identity Cards (CNICs) / Passport along with their folio numbers / participant(s) ID numbers and CDC account numbers at the time of attending the Annual General Meeting in order to facilitate identification of the respective shareholders. The proxy shall also produce his/her original CNIC or Passport at the time of the meeting. In case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signatures shall be submitted along with Proxy Form.
- 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 members 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 243(2)(a) of the Companies Act, 2017 to withhold dividend of such shareholders.
- The Government of Pakistan through Finance Act, 2022 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:
 - For filers of income tax returns 15%
 - 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 Tax-payers List (ATL) provided on the website of Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date of payment of cash dividend i.e., May 29, 2023; otherwise, tax on their cash dividend will be deducted @ 30% instead of 15%.

Habib Insurance Company Limited

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)

In case the required information is not provided to our Share Registrar latest by May 15, 2023, it will be assumed that the shares are equally held by them.

In case of corporate entity, withholding tax exemption from dividend income shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar latest by May 15, 2023, whereas physical shareholders should send a copy of their NTN certificate to the Company or Company's Share Registrar, M/s. CDC Share Registrar Services Limited. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers

As per instructions of SECP and Central Depository Company of Pakistan (CDC) circular No. 6 of 2018, the shareholders are hereby informed that the CDC has developed Centralized Cash Dividend Register (CCDR) on eServices Web Portal which contains details of cash dividend such as either paid or unpaid, withheld by the Bank, total amount of cash dividend, tax and zakat deductions and net amount credited into designated bank account of shareholders. The shareholders are requested to register themselves to CDC's eServices Portal link, <https://eservices.cdcaccess.com.pk> to obtain the aforesaid information.

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 their NTN certificate to the Company or Company's Share Registrar, M/s. CDC Share Registrar Services Limited. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

8. Payment of Cash Dividend through Electronic Mode

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 warrants.

In order to receive cash dividend directly into the designated bank account, members who have not yet provided the bank account details are requested to fill and sign the "E-Dividend Mandate Form" available on the Company's website www.habibinsurance.net and send to the relevant Participants/Investor Account Services of the CDC/Share Registrar of the Bank (as the case may be) latest by May 15, 2023 along with a copy of their valid CNICs.

In case of non-receipt or incorrect International Bank Account Number (IBAN) with other related details or non-availability of valid CNICs, the Company will withhold cash dividend of such members.

9. Deposit of Physical Shares into CDC Accounts

The shareholders having physical share certificates of the Company are advised to place / convert their physical shares into Book-Entry form in CDC as required under the provisions of Section 72 of the Companies Act, 2017.

10. Unclaimed/Unpaid Dividend and Share Certificates

In compliance of Section 244 of the Act, the Company has already requested through individual letters to shareholders and also through newspaper to collect their unclaimed shares / unpaid cash dividend, if any. Shareholders are once again requested to lodge a claim for unclaimed shares / unpaid cash dividends with the Company's Share Registrar i.e. CDC Share Registrar Services Limited

11. Transmission of Financial Statements & Notices through email

In pursuant to Section 223 of the Companies Act 2017, Annual Report 2022 which includes Auditors' Report along with Audited Financial Statements, Directors' Report, Chairman's Review Report and Notice of Annual General Meeting are being e-mailed to the members who have provided their e-mail addresses for the said purpose. Members are also requested to intimate change (if any) in their registered e-mail addresses to our Share Registrar for the aforesaid purpose. Members of the Company who wish to receive soft copy of Annual Report are requested to send their e-mail addresses to our Share Registrar through consent form, available on the Company's website

12. Postal Ballot / E-Voting

In accordance with the Companies (Postal Ballot) Regulations, 2018 and in compliance of Sections 143 and 144 of the Companies Act, 2017, the shareholders will be allowed to exercise right of vote through postal ballot i.e., by post or through electronic mode in accordance with requirements and procedures mentioned in the aforesaid regulations.

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

Habib Insurance Company Limited

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

The statement is annexed to the Notice of the 80th Annual General Meeting to be held on May 29, 2023 at which certain business are to be transacted. The purpose of this statement is to set forth material facts concerning such special business.

ITEM NUMBER 5 OF THE AGENDA

As recommended by the Board of Directors in their meeting held on May 05, 2023, it is proposed to make investment by way of purchase of shares of our associated companies. In this regard the Company seeks the approval of the shareholders under section 208 of the Companies Act, 2017.

In compliance with Regulations No. 8 of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012 the following information is annexed with the notice for approval of investment in associated companies.

Bank AL Habib Limited

Regulation No. 3(1)a

Sr. No.	Description	Information Required
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	Bank AL Habib Limited being associated on the basis of common directorship. Mr. Abbas D.Habib and Mr. Qumail R. Habib, Directors of the Company are also Chairman and Director of Bank AL Habib Limited.
2	Purpose, benefits and period of investment	Long term investment to earn dividend income as well as prospective capital gains
3	Maximum amount of investment	Rs. 200 million
4	Maximum price at which securities will be acquired	Not more than the price quoted on the stock exchange
5	Maximum number of securities to be acquired	Equivalent to the amount of investment
6	Number of securities and percentage thereof held before and after the proposed investment	2,000,000 shares (0.180%) held before proposed investment. Number of shares and percentage after proposed investment will depend on the prevailing prices at the time of actual acquisition of shares which could vary with the market price at which shares are purchased in future
7	In case of investment in listed securities, average of the preceding twelve monthly average price of the security intended to be acquired	Rs. 65.49 per share
8	In case of investment in unlisted securities, fair market value of such securities determined in terms of regulation 6(1)	Not Applicable
9	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements	December 31, 2022: Rs. 85.70
10	Earning per share of the associated company or associated undertaking for the last three years	2022: Rs. 14.91 per share 2021: Rs. 16.83 per share 2020: Rs. 16.03 per share
11	Sources of fund from which securities will be acquired	Own source

Habib Insurance Company Limited

Sr. No.	Description	Information Required
12	Where the securities are intended to be acquired using borrowed funds: i) Justification for investment through borrowings; and ii) Detail of guarantees and assets pledged for obtaining such funds	Not Applicable
13	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment	Not Applicable
14	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	No Director or Chief Executive has any interest in the proposed investment, except in their individual capacities as Directors/ Chief Executive and/ or as shareholders of the Company
15	Any other important details necessary for the members to understand the transaction	None
16	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information, is required, namely: i) Description of the project and its history since conceptualisation; ii) Starting and expected dates of completion of work; iii) Time by which such project shall become commercially operational; and iv) Expected time by which the project shall start paying return on investment	Not Applicable

Regulation No. 3(3)

Sr. No.	Description	Information Required
	The directors of the investing company while presenting the special resolution for making investment in its associated company or associated undertaking shall submit an undertaking to the members of the investing company that they have carried out necessary due diligence for the proposed investment	The Directors of the Company submit that they have carried out necessary due diligence for the proposed investment in shares of Bank AL Habib Limited.

Habib Insurance Company Limited

Habib Metropolitan Bank Limited

Regulation No. 3(1)a

Sr. No.	Description	Information Required
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	Habib Metropolitan Bank Limited being associated on the basis of common directorship. Mr. Muhammad Hyder Habib, Director of the Company is also Director of Habib Metropolitan Bank Limited.
2	Purpose, benefits and period of investment	Long term investment to earn dividend income as well as prospective capital gains
3	Maximum amount of investment	Rs. 200 million
4	Maximum price at which securities will be acquired	Not more than the price quoted on the stock exchange
5	Maximum number of securities to be acquired	Equivalent to the amount of investment
6	Number of securities and percentage thereof held before and after the proposed investment	6,705,924 shares (0.64%) held before proposed investment. Number of shares and percentage after proposed investment will depend on the prevailing prices at the time of actual acquisition of shares which could vary with the market price at which shares are purchased in future
7	In case of investment in listed securities, average of the preceding twelve monthly average price of the security intended to be acquired	Rs. 41.46 per share
8	In case of investment in unlisted securities, fair market value of such securities determined in terms of regulation 6(1)	Not Applicable
9	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements	December 31, 2022: Rs. 71.11 per share
10	Earning per share of the associated company or associated undertaking for the last three years	2022: Rs. 13.61 per share 2021: Rs. 12.84 per share 2020: Rs. 11.46 per share
11	Sources of fund from which securities will be acquired	Own source
12	Where the securities are intended to be acquired using borrowed funds: i) Justification for investment through borrowings; and ii) Detail of guarantees and assets pledged for obtaining such funds	Not Applicable
13	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment	Not Applicable
14	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	No Director or Chief Executive has any interest in the proposed investment, except in their individual capacities as Directors/ Chief Executive and/ or as shareholders of the Company
15	Any other important details necessary for the members to understand the transaction	None
16	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information, is required, namely: i) Description of the project and its history since conceptualisation; ii) Starting and expected dates of completion of work; iii) Time by which such project shall become commercially operational; and iv) Expected time by which the project shall start paying return on investment	Not Applicable

Habib Insurance Company Limited

Regulation No. 3(3)

Sr. No.	Description	Information Required
	The directors of the investing company while presenting the special resolution for making investment in its associated company or associated undertaking shall submit an undertaking to the members of the investing company that they have carried out necessary due diligence for the proposed investment	The Directors of the Company submit that they have carried out necessary due diligence for the proposed investment in shares of Habib Metropolitan Bank Limited.

Habib Insurance Company Limited

Indus Motor Company Limited

Regulation No. 3(1)a

Sr. No.	Description	Information Required
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	Indus Motor Company Limited being associated on the basis of common directorship. Mr. Muhammad Hyder Habib, Director of the Company is also Director of Indus Motor Company Limited.
2	Purpose, benefits and period of investment	Long term investment to earn dividend income as well as prospective capital gains
3	Maximum amount of investment	Rs. 200 million
4	Maximum price at which securities will be acquired	Not more than the price quoted on the stock exchange
5	Maximum number of securities to be acquired	Equivalent to the amount of investment
6	Number of securities and percentage thereof held before and after the proposed investment	24,015 shares (0.03%) held before proposed investment. Number of shares and percentage after proposed investment will depend on the prevailing prices at the time of actual acquisition of shares which could vary with the market price at which shares are purchased in future
7	In case of investment in listed securities, average of the preceding twelve monthly average price of the security intended to be acquired	Rs. 1,213.5 per share
8	In case of investment in unlisted securities, fair market value of such securities determined in terms of regulation 6(1)	Not Applicable
9	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements	June 30, 2022 : Rs. 687.16 per share
10	Earning per share of the associated company or associated undertaking for the last three years	2022: Rs. 201.04 per share 2021: Rs. 163.21 per share 2020: Rs. 64.66 per share
11	Sources of fund from which securities will be acquired	Own source
12	Where the securities are intended to be acquired using borrowed funds: i) Justification for investment through borrowings; and ii) Detail of guarantees and assets pledged for obtaining such funds	Not Applicable
13	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment	Not Applicable
14	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	No Director or Chief Executive has any interest in the proposed investment, except in their individual capacities as Directors/ Chief Executive and/ or as shareholders of the Company
15	Any other important details necessary for the members to understand the transaction	None
16	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information, is required, namely: i) Description of the project and its history since conceptualisation; ii) Starting and expected dates of completion of work; iii) Time by which such project shall become commercially operational; and iv) Expected time by which the project shall start paying return on investment	Not Applicable

Habib Insurance Company Limited

Regulation No. 3(3)

Sr. No.	Description	Information Required
	The directors of the investing company while presenting the special resolution for making investment in its associated company or associated undertaking shall submit an undertaking to the members of the investing company that they have carried out necessary due diligence for the proposed investment	The Directors of the Company submit that they have carried out necessary due diligence for the proposed investment in shares of Indus Motor Company Limited.

Habib Insurance Company Limited

Shabbir Tiles & Ceramics Limited

Regulation No. 3(1)a

Sr. No.	Description	Information Required
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	Shabbir Tiles & Ceramics Limited being associated on the basis of common directorship. Mr. Rafiq M. Habib, Chairman of the Company is also Chairman of Shabbir Tiles & Ceramics Limited.
2	Purpose, benefits and period of investment	Long term investment to earn dividend income as well as prospective capital gains
3	Maximum amount of investment	Rs. 200 million
4	Maximum price at which securities will be acquired	Not more than the price quoted on the stock exchange
5	Maximum number of securities to be acquired	Equivalent to the amount of investment
6	Number of securities and percentage thereof held before and after the proposed investment	Nil
7	In case of investment in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired	Rs. 16.36 per share
8	In case of investment in unlisted securities, fair market value of such securities determined in terms of regulation 6(1)	Not Applicable
9	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements	June 30, 2022 : Rs. 10.37
10	Earning per share of the associated company or associated undertaking for the last three years	2022: Rs. 2.08 per share 2021: Rs. 3.86 per share 2020: Rs. (1.36) per share
11	Sources of fund from which securities will be acquired	Own source
12	Where the securities are intended to be acquired using borrowed funds: i) Justification for investment through borrowings; and ii) Detail of guarantees and assets pledged for obtaining such funds	Not Applicable
13	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment	Not Applicable
14	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	No Director or Chief Executive has any interest in the proposed investment, except in their individual capacities as Directors/ Chief Executive and/ or as shareholders of the Company
15	Any other important details necessary for the members to understand the transaction	None
16	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information, is required, namely: i) Description of the project and its history since conceptualisation; ii) Starting and expected dates of completion of work; iii) Time by which such project shall become commercially operational; and iv) Expected time by which the project shall start paying return on investment	Not Applicable

Habib Insurance Company Limited

Regulation No. 3(3)

Sr. No.	Description	Information Required
	The directors of the investing company while presenting the special resolution for making investment in its associated company or associated undertaking shall submit an undertaking to the members of the investing company that they have carried out necessary due diligence for the proposed investment	The Directors of the Company submit that they have carried out necessary due diligence for the proposed investment in shares of Shabbir Tiles & Ceramics Limited.

Habib Insurance Company Limited

Thal Limited

Regulation No. 3(1)a

Sr. No.	Description	Information Required
1	Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established	Thal Limited being associated on the basis of common directorship. Mr. Rafiq M. Habib, Chairman of the Company is also Chairman of Thal Limited.
2	Purpose, benefits and period of investment	Long term investment to earn dividend income as well as prospective capital gains
3	Maximum amount of investment	Rs. 200 million
4	Maximum price at which securities will be acquired	Not more than the price quoted on the stock exchange
5	Maximum number of securities to be acquired	Equivalent to the amount of investment
6	Number of securities and percentage thereof held before and after the proposed investment	Nil
7	In case of investment in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired	Rs. 264 per share
8	In case of investment in unlisted securities, fair market value of such securities determined in terms of regulation 6(1)	Not Applicable
9	Break-up value of securities intended to be acquired on the basis of the latest audited financial statements	December 31, 2022 : Rs. 336.05 per share
10	Earning per share of the associated company or associated undertaking for the last three years	2022: Rs. 52.54 per share 2021: Rs. 42.97 per share 2020: Rs. 23.04 per share
11	Sources of fund from which securities will be acquired	Own source
12	Where the securities are intended to be acquired using borrowed funds: i) Justification for investment through borrowings; and ii) Detail of guarantees and assets pledged for obtaining such funds	Not Applicable
13	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment	Not Applicable
14	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	No Director or Chief Executive has any interest in the proposed investment, except in their individual capacities as Directors/ Chief Executive and/ or as shareholders of the Company
15	Any other important details necessary for the members to understand the transaction	None
16	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information, is required, namely: i) Description of the project and its history since conceptualisation; ii) Starting and expected dates of completion of work; iii) Time by which such project shall become commercially operational; and iv) Expected time by which the project shall start paying return on investment	Not Applicable

Habib Insurance Company Limited

Status of approvals for investments in associated companies

Bank AL Habib Limited

Sr. No.	Description	Information Required
1	Information to be disclosed to the members:- If the associate Company or associated undertaking in which the investment is being made or any of its sponsors or directors is also a member of the investing company, the information about interest of the associated company or associated undertaking and its sponsors and directors in the investing company shall be disclosed in the notice of general meeting called for seeking members' approval pursuant to section 208 of the Ordinance	Bank AL Habib Limited being the associated company on the basis of common directorship of Mr. Abbas D. Habib and Mr. Qumail R. Habib Director of the Company are also Chairman and Director of Bank AL Habib Limited
2	In case any decision to make investment under the authority of a resolution passed pursuant to provisions of section 208 of the Ordinance is not implemented either fully or partially till the holding of subsequent general meeting(s), the status of the decision must be explained to the members through a statement having the following details namely:	Rs. 250 million approved by the shareholders at Annual General Meeting held on April 28, 2022
a)	total investment approved:	
b)	amount of investment made to date:	Rs. 50 million
c)	reasons for not having made complete investment so far where resolution required it to be implemented in specified time:	Remaining amount may be invested on availability of Term Finance Certificates at reasonable price within the period specified in the earlier resolution
d)	material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company	Various



Habib Insurance Company Limited

Notice of Annual General Meeting

NOTICE is hereby given that the 80th Annual General Meeting of the Shareholders of the Company will be held at Institute of Bankers Pakistan located at Mouli Tamizuddin Khan Road, Sultanabad, Karachi on Monday, May 29, 2023 at 11:00 am to transact the following business. The shareholders may also attend the meeting through video conference facility managed by the Company as per instructions given in the notes section.

Ordinary Business

- To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended December 31, 2022 together with the Directors' and Auditors' Report thereon.
- To consider and approve payment of cash dividend @ 12.5% i.e., Rs.0.625 per share of Rs.5/- each for the year ended December 31, 2022 as recommended by the Board of Directors.
- To appoint Auditors for the year ending December 31, 2023 and to fix their remuneration M/s. Grant Thornton Anjum Rahman, Chartered Accountants, being eligible, offered themselves for appointment.
- To consider any other business of the Company with the permission of the Chair.

Special Business

- To consider and if thought fit, pass the following Special Resolution for authorising investment by way of purchase of shares of the under-mentioned associated companies:

***RESOLVED** that the Company be and is hereby authorised to invest the under-mentioned amounts by way of purchase of ordinary shares of the under-mentioned associated companies within a period of two years.

Sr. No.	Name of the Company	Rs. In million
1	Bank AL Habib Limited	200
2	Habib Metropolitan Bank Limited	200
3	Indus Motor Company Limited	200
4	Shabbir Tiles & Ceramics Limited	200
5	Thal Limited	200

FURTHER RESOLVED that the Company be and is hereby also authorized to invest upto Rs.700 million in the units of Funds, managed by AL Habib Asset Management Limited within a period of two years.

FURTHER RESOLVED that the Chief Executive and the Chief Financial Officer be and are hereby authorised 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 No.5, a statement under Section 134(3) of the Companies Act, 2017 relating to the aforesaid Special Business to be transacted at the said Annual General Meeting is being sent to shareholders along with notice of Annual General Meeting.

By order of the Board

MUHAMMAD MAAZ AKBAR
Company Secretary

Karachi: May 05, 2023

Notes:

1. Participation in the Annual General Meeting through Video Link Facility

The entitled shareholders who are interested to attend AGM through online platform and whose names appeared in the Books of the Company by the close of business on May 15, 2023 are hereby requested to get themselves registered with the Company Secretary Office by providing the following details at the earliest but not later than 48 hours before the time of AGM (no account shall be taken of any part of the day that is not a working day) at investor.relations@habibinsurance.net

Name of shareholder	CNIC No.	Folio No./CDS 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. On the AGM day, shareholders will be able to login and participate in the AGM proceedings through their smartphones 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 15, 2023) along with the details mentioned above may send their comments/suggestions for the proposed Agenda items at the above email address at least 48 hours before the time of AGM (no account shall be taken of any part of the day that is not a working day).

- The share transfer books of the Company will remain closed from Tuesday, May 16, 2023 to Monday, May 29, 2023 (both days inclusive) for the purpose of Annual General Meeting and payment of final dividend.
- 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 entitled shareholders are requested to keep with them their original Computerized National Identity Cards (CNICs)/Passport along with their folio numbers/participant(s) ID numbers and CDC account numbers at the time of attending the Annual General Meeting in order to facilitate identification of the respective shareholders. The proxy shall also produce his/her original CNIC or Passport at the time of the meeting. In case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signatures shall be submitted along with Proxy Form.
- 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 members 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 243(2)(a) of the Companies Act, 2017 to withhold dividend of such shareholders.
- The Government of Pakistan through Finance Act, 2022 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:
 - For filers of income tax returns 15%
 - 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 (FBR), despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date of payment of cash dividend i.e., May 29, 2023; otherwise, tax on their cash dividend will be deducted @ 30% instead of 15%.

According to FBR, withholding tax will be determined separately on 'Filer/Non-Filer' status of principal shareholder as well as joint-shareholder(s) based on their shareholding proportions, in case of joint accounts. Members that hold shares with joint-shareholder(s) are requested to provide shareholding proportions of principal shareholder and joint-shareholder(s) in respect of shares held by them to the Company's Share Registrar in writing in the following format.

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)

In case the required information is not provided to our Share Registrar latest by May 15, 2023, it will be assumed that the shares are equally held by them.

In case of corporate entity, withholding tax exemption from dividend income shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar latest by May 15, 2023, whereas physical shareholders should send a copy of their NTN certificate to the Company or Company's Share Registrar, M/s. CDC Share Registrar Services Limited. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers

As per instructions of SECP and Central Depository Company of Pakistan (CDC) Circular No.6 of 2018, the shareholders are hereby informed that the CDC has developed Centralized Cash Dividend Register (CCDR) on eServices Web Portal which contains details of cash dividend such as either paid or unpaid, withheld by the Bank, total amount of cash dividend, tax and Zakat deductions and net amount credited into designated bank account of shareholders. The shareholders are requested to register themselves to CDC's eServices Portal link, <https://eservices.cdaccess.com.pk> to obtain the aforesaid information.

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 their NTN certificate to the Company or Company's Share Registrar, M/s. CDC Share Registrar Services Limited. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

8. Payment of Cash Dividend through Electronic Mode

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 warrants.

In order to receive cash dividend directly into the designated bank account, members who have not yet provided the bank account details are requested to fill and sign the "E-Dividend Mandate Form" available on the Company's website www.habibinsurance.net and send to the relevant Participants/Investor Account Services of the CDC/Share Registrar of the Bank (as the case may be) latest by May 15, 2023 along with a copy of their valid CNICs.

In case of non-receipt or incorrect International Bank Account Number (IBAN) with other related details or non-availability of valid CNICs, the Company will withhold cash dividend of such members.

9. Deposit of Physical Shares into CDC Accounts

The shareholders having physical share certificates of the Company are advised to place/convert their physical shares into Book-Entry Form in CDC as required under the provisions of Section 72 of the Companies Act, 2017.

10. Unclaimed/Unpaid Dividend and Share Certificates

In compliance of Section 244 of the Act, the Company has already requested through individual letters to shareholders and also through newspaper to collect their unclaimed shares/unpaid cash dividend, if any. Shareholders are once again requested to lodge a claim for unclaimed shares/unpaid cash dividends with the Company's Share Registrar i.e. CDC Share Registrar Services Limited.

11. Transmission of Financial Statements & Notices through Email

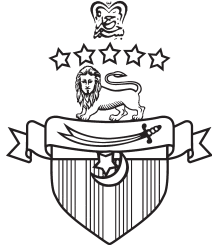
In pursuant to Section 223 of the Companies Act 2017, Annual Report 2022 which includes Auditors' Report along with Audited Financial Statements, Directors' Report, Chairman's Review Report and Notice of Annual General Meeting are being e-mailed to the members who have provided their e-mail addresses for the said purpose. Members are also requested to intimate change (if any) in their registered e-mail addresses to our Share Registrar for the aforesaid purpose. Members of the Company who wish to receive soft copy of Annual Report are requested to send their e-mail addresses to our Share Registrar through consent form, available on the Company's website.

12. Postal Ballot/E-Voting

In accordance with the Companies (Postal Ballot) Regulations, 2018 and in compliance of Sections 143 and 144 of the Companies Act, 2017, the shareholders will be allowed to exercise right of vote through postal ballot i.e., by post or through electronic mode in accordance with requirements and procedures mentioned in the aforesaid regulations.

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



حبیب انشورنس کمپنی لمیٹڈ اطلاع سالانہ اجلاس عام

بذریعہ بلا اطلاع دی جاتی ہے کہ کمپنی کے شیئرز بولڈرز کا ۸۰ واں سالانہ اجلاس عام بروز پیر، ۲۹ مئی ۲۰۲۳ کو صبح ۱۱:۰۰ بجے آئسٹی ٹیٹ آف انٹرنیٹرز پاکستان واقع مولوی تمیز الدین خان روڈ، سلطان آباد، کراچی میں مندرجہ ذیل امور کی انجام دہی کے لئے منعقد کیا جائے گا۔ شیئرز بولڈرز اجلاس میں بذریعہ ذیل نوٹیفکیشن سہولت سہمی شرکت کر سکتے ہیں جس کا انتظام کمپنی نے فوٹس کے پیش میں درج ہدایات کے مطابق کیا ہے:

عمومی کارروائی

- ۱۔ ۳۱ دسمبر ۲۰۲۲ کو ختم ہونے والے سال کیلئے کمپنی کے سالانہ ڈیٹ شدہ مالیاتی حسابات مع ان پروڈائزیکٹرز اور آڈیٹرز کی رپورٹس کی وصولی مجموعہ ختم اور ان کی منظوری۔
- ۲۔ ۳۱ دسمبر ۲۰۲۲ کو ختم ہونے والے سال کیلئے نقد منافع منقسم بشرح ۱۲.۵ فیصد یعنی ہر ایک روپے کے فی شیئر پر ۰.۶۲۵ روپے کی ادائیگی پر غور اور اس کی منظوری جیسا کہ بورڈ آف ڈائریکٹرز نے سفارش کی ہے۔
- ۳۔ ۳۱ دسمبر ۲۰۲۲ کو ختم ہونے والے سال کے لئے آڈیٹرز کا تقرار اور ان کے معاوضہ کا تعین۔ میسرز کرائٹ ٹھوسٹن انٹرمین، چارڈ اکاؤنٹنٹس نے اہل ہونے کی بنیاد پر خود کو تقرری کے لئے پیش کیا ہے۔
- ۴۔ صدر اجلاس کی اجازت سے کمپنی کی کسی دیگر کارروائی پر غور و خوض۔

خصوصی کارروائی

- ۵۔ درج ذیل خصوصی قرار دہ پر غور و خوض اور اگر درست پایا گیا تو درج ذیل منسلک کمپنیوں کے شیئرز کی خریداری کے ذریعے سرمایہ کاری کا اختیار دینے کی منظوری۔
- ”قرار پایا کہ کمپنی کا اختیار دیا جائے اور بذریعہ بلا اختیار دیا جائے کہ درج ذیل رقمات کی ۲ سال کی مدت کے اندر درج ذیل منسلک کمپنیوں کے عمومی شیئرز کی خریداری کے ذریعے سرمایہ کاری کی جائے۔“

نمبر شمار	کمپنی کا نام	روپے ملین میں
۱	بینک انجیب لمیٹڈ	۲۰۰
۲	حبیب میٹرو پالیٹس بینک لمیٹڈ	۲۰۰
۳	انڈس موٹر کمپنی لمیٹڈ	۲۰۰
۴	شیر ہائلز اینڈ سٹراس لمیٹڈ	۲۰۰
۵	فٹیل لمیٹڈ	۲۰۰

مزید قرار پایا کہ کمپنی کا اختیار دیا جائے اور بذریعہ بلا اختیار دیا جائے کہ انجیب لمیٹڈ کے زیر انتظام فنڈز کے پونٹ میں ۲ سال کی مدت کے اندر ۵۰ ملین روپے تک کی سرمایہ کاری کی جائے۔

مزید قرار پایا کہ جنیف انڈیکس اور جنیف فی انڈیکس فیئر مشیز کو بطور پرائیوٹ کیا جائے اور بذریعہ بلا اختیار دیا جائے اور جہاں درست تصور کریں، مذکورہ بالا سرمایہ کاری کو ممکن بنائیں اور کمپنی کے کسی بھی انصران کو مذکورہ بالا اختیارات تفویض کر لیں جیسا بھی وہ مناسب تصور کریں۔“

آئٹم نمبر ۵ کیلئے مذکورہ سالانہ اجلاس میں انجام دینے والے مذکورہ بالا خصوصی امور کے بارے میں کمپنی ایکٹ، ۲۰۱۷ کے سیکشن (۳) ۱۳۲ کے تحت ایک انٹیمٹ سالانہ اجلاس عام کے فوٹس کے ہمراہ شیئرز بولڈرز کو ارسال کیا جا رہا ہے۔

حسب اہم بورڈ

محمد معاذ اکبر
کمپنی سیکریٹری

کراچی: ۵ مئی ۲۰۲۳ء

نوٹ:

- ۱۔ **ڈیولپمنٹ کی سہولت کے ذریعے سالانہ اجلاس عام میں شرکت**
استحقاق کے حامل شیئرز بولڈرز جو سالانہ اجلاس عام میں بذریعہ بلا اختیار دیا جائے ان کے لئے پلٹ فارم شرکت کے خواہشمند ہوں اور جن کے نام ۱۵ مئی ۲۰۲۳ کو کاروباری اوقات کے اختتام پر کمپنی کی کتب میں موجود ہوں، ان سے بذریعہ بلا درخواست کی جاتی ہے کہ وہ خود کو کمپنی سیکریٹری آفس میں رجسٹرڈ کرائس اور اس سلسلے میں درج ذیل تفصیلات فوری طور پر تا ۳۱ مئی سالانہ اجلاس عام کے مقررہ وقت سے کم از کم ۲۸ گھنٹے تک (کوئی بھی اکاؤنٹ اس دن کے کسی بھی حصے میں نہیں لیا جائے گا جو کہ ایام کاروبار سے) investor.relations@habibinsurance.net پر ارسال کریں۔

شیئرز بولڈرز کا نام	سی این آئی نمبر	فولیو نمبر سی این آئی نمبر	موبائل نمبر	ای میل ایڈریس
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ڈیجیٹل ریکارڈ رکھنے والے شیئرز بولڈرز کی جانب سے مذکورہ بالا معلومات کی وصولی پر کمپنی لاگ ان کی تفصیلات ان کے ای میل ایڈریس پر ارسال کرے گی۔ سالانہ اجلاس عام کے دن شیئرز بولڈرز اپنے اسمارٹ فون یا کمپیوٹر ڈائیس کے ذریعے کسی بھی سہولت مقام سے لاگ ان کر کے سالانہ اجلاس عام کی کارروائیوں میں شرکت کر سکتے ہیں۔

لاگ ان کی سہولت اجلاس کے وقت سے ۳۰ منٹ قبل اوپن کر دی جائے گی تاکہ شرکت کنندگان اجلاس میں اپنی شناخت اور توثیق کے عمل کے بعد داخل ہو سکیں۔

استحقاق کے حامل شیئرز بولڈرز (جن کے نام ۱۵ مئی ۲۰۲۳ کو کاروباری اوقات کے اختتام پر کمپنی کی کتب میں موجود ہوں) مذکورہ بالا تفصیلات کے ساتھ درج بالا ایجنڈا آنظر کے لئے اپنے تجربے و رائے کو متجاویز بھی کر سکتے ہیں۔ ای میل ایڈریس پر سالانہ اجلاس عام کے مقررہ وقت سے کم از کم ۲۸ گھنٹے قبل تک ارسال کر سکتے ہیں (کوئی بھی اکاؤنٹ اس دن کے کسی بھی حصے میں نہیں لیا جائے گا جو کہ ایام کاروبار سے)۔

- ۲۔ کمپنی کی شیئرز انٹرسٹریکس منگل ۱۶ مئی ۲۰۲۳ تا پیر ۲۹ مئی ۲۰۲۳، (شمول وہ دنوں میں) سالانہ اجلاس عام اور جنسی منافع منقسم کی ادائیگی کے ضمن میں بند رہیں گی۔
- ۳۔ دو ہمبر حصے اجلاس بلا اختیار دیا جائے اور دوٹ دینے کا حق حاصل ہے۔ اپنے بجائے شرکت کرنے اور دوٹ دینے کے لئے کمپنی کے دوسرے ممبر کو اپنا کسی مقرر کرنے کا حق رکھتا ہے۔ مقررہ عمل ہونے کے لئے پراسی فارم یا قواعد اسٹیپ شدہ اور مندرجہ اجلاس سے کم از کم ۲۸ گھنٹے قبل کے رجسٹرڈ آفس میں لازماً موصول ہوجائے۔

۴۔ استحقاق کے حامل شیئرز بولڈرز سے درخواست ہے کہ سالانہ اجلاس عام میں شرکت کے وقت متعلقہ شیئرز بولڈرز کی شناخت میں سہولت کی غرض سے اپنے اصل کمپیوٹر یا ڈیجیٹل قومی شناختی کارڈ (سی این آئی بیڈ) یا سپورٹ ہشول اپنے فولیو نمبر یا پروفائیل آئی ڈی نمبر اور سی ڈی ای اکاؤنٹ نمبر ساتھ رکھیں۔ پراسی فارم کو بھی اپنا سہولت اجلاس کے وقت پیش کرنا ہوگا۔ کارپوریشن اور سی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد یا پاور آف اٹارنی مع نمونہ دستخط پراسی فارم کے ساتھ جمع کرے ہوں گے۔

۵۔ ممبران سے درخواست ہے کہ وہ اپنے ہونوں میں کسی بھی تبدیلی سے فوری طور پر ہمارے شیئرز رجسٹر اریسٹری ڈی سی شیئرز رجسٹر اریسٹریڈنگ کو مطلع فرمائیں۔

۶۔ سیکورٹیز اینڈ ایکسچینج آف پاکستان (اس ایس سی پی) کی ہدایات کے مطابق یہ لازمی ہے کہ ممبران کی سی این آئی نمبر ممبران کے رجسٹر اور دیگر قانونی نوٹیفکیشن پر درج کیا جائے۔ وہ شیئرز بولڈرز جنہوں نے ایچ ایچ ای سی این آئی سی این آئی کی کوئی بھی کوئی نہیں کیا ہے ان سے ایک بار پھر درخواست کی جاتی ہے کہ وہ اپنے سی این آئی کی کوئی بھی کوئی نہیں کیا ہے اور اس صورت میں اپنے شیئرز بولڈرز کا منافع منقسم کمپنیز ایکٹ، ۲۰۱۷ء کے سیکشن (۲۲۲) (a) کے تحت روک لے گی۔

۷۔ حکومت پاکستان نے فاس ایکٹ ۲۰۲۲ء کے ذریعے انکم ٹیکس آرڈیننس ۲۰۰۱ء کی دفعہ ۱۵۰ میں ترامیم کی ہیں جس کے ذریعے کمپنیوں کی جانب سے ادا کئے جانے والے منافع منقسم کی رقم پر وہ ہولڈنگ ٹیکس کی کوئی کیلئے مختلف شرح مقرر کئے گئے ہیں۔ یہ ٹیکس ریٹس درج ذیل ہیں:

- ۱۵ فیصد - برائے انکم ٹیکس ریٹرز کے فائلرز
- ۳۰ فیصد - برائے انکم ٹیکس ریٹرز کے نان۔ فائلرز

کمپنی کو نقد منافع منقسم کی رقم پر ۳۰ فیصد کے بجائے ۱۵ فیصد کی ٹیکس کوئی کا پابند بنانے کے ضمن میں اپنے شیئرز بولڈرز جن کے نام ۱۵ مئی ۲۰۲۳ کو کاروبار کے دن فیڈرل بورڈ آف انویسٹمنٹ (ایف آئی آر) کی ویب سائٹ پر فراہم کردہ ایکٹیو سٹیکس ریٹرز لسٹ (اس ای ایف ایل) پر موجود ہیں، انہیں ہدایت کی جاتی ہے کہ وہ نقد منافع منقسم کی ادائیگی کی تاریخ مئی ۲۹ مئی ۲۰۲۳ء سے قبل اس ای ایف ایل پر اپنے ناموں کی موجودگی کو یقینی بنائیں بصورت دیگر ان کے نقد منافع منقسم پر ٹیکس کی کوئی ۱۵ فیصد کے بجائے ۳۰ فیصد کی شرح سے کی جائے گی۔

۸۔ ایف آئی آر کے مطابق وہ ہولڈنگ ٹیکس کا تعین ایک ایک پریشنل شیئرز بولڈرز کے انٹیشن، فائلرز، نان۔ فائلرز، پریشنل شیئرز بولڈرز کا ڈیٹس کی صورت میں ان کے شیئرز بولڈنگ تناسب پر مبنی جو انٹ ہولڈرز (بولڈرز) کے طور پر کیا جائے گا۔ اپنے نمبرز جو جو انٹ شیئرز بولڈرز (بولڈرز) کے ساتھ شیئرز کے حامل ہوں، ان سے درخواست ہے کہ وہ اپنی شیئرز بولڈنگ کے تناسب اپنے پاس موجود شیئرز کے سلسلے میں پیش شیئرز بولڈرز اور جو انٹ شیئرز بولڈرز (بولڈرز) کے لحاظ سے تمام تفصیلات درج ذیل فارمیٹ پر کمپنی کے شیئرز رجسٹر اریسٹریڈنگ پر فراہم کریں:

کمپنی کا نام	فولیو/سی ڈی ای اکاؤنٹ نمبر	مجموعی شیئرز	پیشنل شیئرز بولڈرز		جو انٹ شیئرز بولڈرز	
			نام اور سی این آئی نمبر	شیئرز بولڈنگ کا تناسب (شیئرز کی تعداد)	نام اور سی این آئی نمبر	شیئرز بولڈنگ کا تناسب (شیئرز کی تعداد)

ہمارے شیئرز رجسٹر اریسٹریڈنگ ۲۰۲۳ تک مطلوبہ معلومات فراہم کرنے کی صورت میں یہ تصور کر لیا جائے گا کہ ان کے پاس شیئرز مساوی تعداد میں موجود ہیں۔ کارپوریشن اور سی ڈی ای منافع منقسم کی آمدنی سے وہ ہولڈنگ ٹیکس سے انکمٹی صرف اس صورت میں حاصل ہوگا اگر کارڈ ٹیکس اسٹیٹس سرٹیفکیٹ کی کوئی ہمارے شیئرز رجسٹر اریسٹریڈنگ ۲۰۲۳ تک لازماً فراہم کیا جائے۔ جبکہ فزیکل شیئرز بولڈرز اپنے این ٹی این سرٹیفکیٹ کی ایک کوئی بھی کمپنی کے شیئرز رجسٹر اریسٹریڈنگ سے نامزد کردہ ہولڈنگ کو ارسال کریں۔ شیئرز بولڈرز این ٹی این یا این ٹی این سرٹیفکیٹس، جتنی بھی صورت ہو، کو ارسال کرتے وقت لازماً کمپنی کا نام اور اپنے متعلقہ فولیو نمبر درج کریں۔

۹۔ ایس ای سی ڈی ہدایات اور سٹیک ہولڈرز کی کوئی کوئی آف پاکستان (سی ڈی سی) کے سرگرمیوں ۶ ماہت ۲۰۱۸ء کے مطابق شیئرز بولڈرز کو بذریعہ بلا اطلاع دی جاتی ہے کہ سی ڈی سی نے ای سروسز سب پورٹل پر سٹیک ہولڈرز ڈیٹیلز (سی ڈی سی آئی آر) مرتب کیا ہے جس میں نقد منافع منقسم جیسا کہ ادا شدہ یا غیر ادا شدہ، بینک کی جانب سے روکے گئے نقد منافع منقسم کی مجموعی رقم، ٹیکس اور زکوٰۃ کی کوئیوں اور شیئرز بولڈرز کے نامزد ہولڈنگ اکاؤنٹ میں جمع کرائی جانے والی مجموعی رقم کی تفصیلات شامل ہیں۔ شیئرز بولڈرز سے درخواست ہے کہ وہ مذکورہ بالا معلومات حاصل کرنے کے سلسلے میں خود کو سی ڈی سی کی سروسز پورٹل تک <https://eservices.cdcaccess.com.pk> پر رجسٹر کرائیں۔

سی ڈی سی اکاؤنٹ کے حامل کارپوریشنل شیئرز بولڈرز کے لئے یہ لازم ہے کہ اپنے پیش ٹیکس نمبر (این ٹی این) اپنے متعلقہ پروفائیلز سے پاس اپ ڈیٹ کرائیں۔ جبکہ فزیکل شیئرز بولڈرز اپنے این ٹی این سرٹیفکیٹ کی ایک کوئی بھی کمپنی کے شیئرز رجسٹر اریسٹریڈنگ سے نامزد کردہ ہولڈنگ کو ارسال کرتے ہیں۔ شیئرز بولڈرز اپنے این ٹی این یا این ٹی این سرٹیفکیٹس، جتنی بھی صورت ہو، ارسال کرتے وقت لازماً کمپنی کا نام اور اپنے متعلقہ فولیو نمبر درج کریں۔

۸۔ نقد منافع منقسم کی بذریعہ ایکٹریٹک ملٹریٹک ادا کرنا

کمپنیز ایکٹ، ۲۰۱۷ء کے سیکشن ۲۲۲ اور کمپنیز (ڈسٹریوشن آف ڈیویڈنڈز) ریگولیشنز، ۲۰۱۷ء کی سٹون کے مطابق کسی بھی لیکڈ کمپنی کے لئے یہ لازم ہے کہ وہ شیئرز بولڈرز کو نقد منافع منقسم ہولڈنگ ڈیویڈنڈز وارڈس صرف بذریعہ ایکٹریٹک ملٹریٹک کارروائیاں استحقاق کے حامل شیئرز بولڈرز کی جانب سے نامزد کردہ بینک اکاؤنٹ میں ادا کرے۔

نقد منافع منقسم نامزد کردہ بینک اکاؤنٹ میں وصول کرنے کی غرض سے وہ ممبران جنہوں نے ابھی تک اپنے بینک اکاؤنٹ کی تفصیلات فراہم نہیں کی ہیں، ان سے درخواست کی جاتی ہے کہ وہ کمپنی کی ویب سائٹ www.habibinsurance.net پر دستیاب "ای۔ ڈیویڈنڈ مینڈیٹ فارم" کو پُر کریں اور اس پر دستخط کر کے متعلقہ پروفائیلز/فولیو نمبر اکاؤنٹ سرورسز، سی ڈی سی/بینک کے شیئرز رجسٹر اریسٹریڈنگ (جتنی بھی صورت ہو) کو یاد سے زیادہ ۱۵ مئی ۲۰۲۳ تک اپنی کارڈ مدعی این آئی سی کی نقل کے ساتھ ارسال کریں۔

انٹرنیشنل بینک اکاؤنٹ نمبر (آئی بی این) کی عدم وصولی یا ناقص نمبر مع دیگر تفصیلات نہ ملنے یا کارڈ مدعی این آئی سی کی عدم دستیابی پر کمپنی کے ممبران کے نقد منافع منقسم روک لے گی۔

۹۔ سی ڈی سی اکاؤنٹس میں فزیکل شیئرز کا جمع کرنا

اپنے شیئرز بولڈرز جو کمپنی کے فزیکل شیئرز سرٹیفکیٹس کے حامل ہیں ان کو ہدایت کی جاتی ہے کہ وہ اپنے فزیکل شیئرز کمپنیز ایکٹ، ۲۰۱۷ء کے سیکشن ۱۷۷ کی متعلقہ سٹون کے تحت سی ڈی سی میں بینک انٹری فارم کی صورت میں منتقلی تہذیب کرائیں۔

۱۰۔ غیر کلیم کردہ/غیر ادا شدہ منافع منقسم اور شیئرز سرٹیفکیٹس

ایکٹ کے سیکشن ۲۲۳ پر عمل کرتے ہوئے کمپنی شیئرز بولڈرز سے افرادی خطوط کے ذریعے اور مزید برآں اخبار کے ذریعے پہلے ہی درخواست کر چکی ہے کہ وہ اپنے غیر کلیم کردہ شیئرز/غیر ادا شدہ نقد منافع منقسم، اگر کوئی ہیں، وصول کرائیں۔ شیئرز بولڈرز سے ایک بار پھر درخواست کی جاتی ہے کہ وہ اپنے غیر کلیم کردہ شیئرز/غیر ادا شدہ نقد منافع منقسم کے لئے کلیم کمپنی کے شیئرز رجسٹر اریسٹریڈنگ سی ڈی سی شیئرز رجسٹر اریسٹریڈنگ کے پاس جمع کرائیں۔

۱۱۔ مالیاتی حسابات اور لوٹریز کی بذریعہ ای میل منتقلی

کمپنیز ایکٹ، ۲۰۱۷ء کے سیکشن ۲۲۳ کے مطابق سالانہ رپورٹ ۲۰۲۲ء، جس میں آڈیٹرز کی رپورٹ شامل آڈٹ شدہ مالیاتی حسابات، ڈائریکٹرز رپورٹ، جینٹلمن کی جائزہ رپورٹ اور سالانہ اجلاس عام کے فوٹس شامل ہیں، ان ممبران کو ای میل کی مدد سے جنہوں نے اس مقصد کے لئے اپنے ای میل ایڈریس فراہم نہیں کیے تھے۔ ممبران سے یہ بھی درخواست کی جاتی ہے کہ اپنے رجسٹرڈ ای میل ایڈریسز میں کسی بھی تبدیلی (اگر کوئی ہو) سے ہمارے شیئرز رجسٹر اریسٹریڈنگ کو مذکورہ بالا مقصد کے لئے آگاہ کریں، کمپنی کے ایسے ممبران جو سالانہ رپورٹ کی سائنٹ کا کوئی وصول کرنے کے خواہشمند ہوں، ان سے درخواست ہے کہ کمپنی کی ویب سائٹ پر دستیاب اجازت نامہ ذریعے ہمارے شیئرز رجسٹر اریسٹریڈنگ ای میل ایڈریسز ارسال کریں۔

۱۲۔ پائلٹ ملٹریٹک ای۔ ویٹ

کمپنیز (پائلٹ ملٹریٹک) ریگولیشنز، ۲۰۱۸ء کے مطابق اور کمپنیز ایکٹ، ۲۰۱۷ء کے سیکشن ۱۷۳ اور ۱۷۳ا پر عمل کرتے ہوئے شیئرز بولڈرز کو پائلٹ ملٹریٹک ای۔ ویٹ کے ذریعہ ڈاک بذریعہ ایکٹریٹک ملٹریٹک کارڈ ذریعہ بالا ریگولیشنز میں درج طریقہ کار اور شرانکھ کے مطابق ووٹ کا حق استعمال کرنے کی اجازت دی جائے گی۔

کسی اختلاف و وضاحت/معلومات کے لئے شیئرز بولڈرز درج ذیل پتے پر شیئرز رجسٹر اریسٹریڈنگ سے رابطہ کر سکتے ہیں:

میسری ڈی سی شیئرز رجسٹر اریسٹریڈنگ

سی ڈی سی ہاؤس، ۹۹۔ بی، بلاک۔ بی، ایس، ایم این ایچ، ایس، مین شاہراہ فیصل، کراچی۔ ۷۴۰۰

Form of Proxy

I/We _____ of _____

being a member(s) of Habib Insurance Company Limited and holding _____

ordinary shares, as per Register Folio No./CDC Account and Participant's I.D. No. _____

do hereby appoint _____ Folio No./CDC Account and Participant's I.D.

No. _____ of _____

or failing him/her _____ Folio No./CDC Account and Participant's I.D.

No. _____ of _____

another member of the Habib Insurance Company Limited as my/our proxy to vote for me/us and on my/our behalf at the Eightieth Annual General Meeting of the Company to be held on Monday, May 29, 2023 and at any adjournment thereof.

As witness my/our hand this _____ day of _____ 2023.

REVENUE STAMP RS. 5

SIGNATURE OF MEMBER (S)

(The signature of the shareholder should agree with the specimen signature registered with the Company or as per CNIC/ Passport in case the share(s) is/ are registered in CDC account).

Witnesses:

1. Signature _____ 2. Signature _____

Name _____ Name _____

Address _____ Address _____

CNIC/Passport No. _____ CNIC/Passport No. _____

A member entitled to attend the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him/ her. No person shall act as proxy (except for a corporation) unless he/ she is entitled to be present and vote in his/ her own right.

CDC account holder or sub-account holder appointing a proxy should furnish attested copies of his/ her own as well as the proxy's CNIC/ Passport with the proxy form. The proxy shall also produce his/ her original CNIC/ Passport at the time of the meeting. In case of corporate entity, the Board of Directors resolution/ power of attorney with specimen signature shall be submitted along with proxy form.

The instrument appointing a proxy should be signed by the member or by his/ her attorney duly authorised in writing. If the member is a corporation, its common seal (if any) should be affixed to the instrument.

The proxy forms, together with the power of attorney (if any), under which it is signed or a notarially certified copy thereof, shall be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.

مختار نامہ (پراکسی فارم)

میں/ہم _____ ساکن _____ بحیثیت ممبر (رکن) حبیب انشورنس کمپنی لمیٹڈ اور حامل _____
 عام حصص، برطانیق شیئرز رجسٹرڈ فولیو نمبر/سی ڈی سی اکاؤنٹ اور پارٹیسپینٹ آئی ڈی نمبر _____
 ممبر (رکن) محترم/محترمہ _____ فولیو نمبر/سی ڈی سی اکاؤنٹ اور پارٹیسپینٹ آئی ڈی نمبر _____ کو
 یا ان کی غیر حاضری میں ممبر (رکن) محترم/محترمہ _____ فولیو نمبر/سی ڈی سی اکاؤنٹ اور پارٹیسپینٹ آئی ڈی نمبر _____
 کو اپنے/ہمارے ایما پر بروز پیر ۲۹ مئی ۲۰۲۳ء کو حبیب انشورنس کمپنی لمیٹڈ کے رجسٹرڈ آفس میں منعقد ہونے والے ۸۰ ویں سالانہ اجلاس عام میں حق رائے دہی
 استعمال کرنے یا کسی بھی التواء کی صورت میں اپنا/ہمارا بطور مختار (پراکسی) مقرر کرتا/کرتی ہوں/کرتے ہیں۔
 آج بروز _____ بتاریخ _____ ۲۰۲۳ء کو دستخط کئے گئے۔

پانچ روپے مالیت کا
 رسیدی ٹکٹ پر دستخط

دستخط ممبر (رکن)

ممبر (رکن) کے دستخط بینک میں رجسٹرڈ شدہ دستخط سے مماثلت رکھتے ہوں اور سی ڈی سی اکاؤنٹ ہولڈرز کے دستخط ان کے کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ
 کے نمونہ دستخط سے مماثل ہونا ضروری ہے۔

گواہان:

۱۔ دستخط _____ ۲۔ دستخط _____
 نام _____ نام _____
 پتہ _____ پتہ _____
 کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ نمبر _____ کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ نمبر _____

ممبر (رکن) جو اجلاس میں شرکت اور ووٹ دینے کا مجاز ہوا اپنی جگہ کسی اور ممبر (رکن) کو بطور مختار (پراکسی) شرکت کرنے اور ووٹ دینے کا حق تفویض کر سکتا ہے۔
 سی ڈی سی اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر کو مختار نامہ (پراکسی فارم) کے ہمراہ کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی مصدقہ نقول بھی منسلک کرنی ہوگی۔
 مختار (پراکسی) کو اجلاس کے وقت اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا اصل پاسپورٹ پیش کرنا ہوگا۔ کارپوریٹ ادارہ ہونے کی صورت میں بحیثیت ممبر (رکن)،
 بورڈ آف ڈائریکٹرز کی منظور شدہ قرارداد/پاور آف اٹارنی بمعہ نمونہ دستخط ہمراہ مختار نامہ (پراکسی فارم) جمع کرانا ہوئے۔
 مختار نامہ (پراکسی فارم) پر ممبر (رکن) یا ان کے اٹارنی کے دستخط ہونا لازمی ہے۔ کارپوریٹ ادارہ ہونے کی صورت میں مختار نامہ (پراکسی فارم) پر کمپنی کی مہر ہونا
 بھی ضروری ہے۔

مختار نامے (پراکسی فارم) بمعہ نامزد کرنے والے شخص کی تصدیق شدہ پاور آف اٹارنی (حسب ضرورت) کمپنی کے رجسٹرڈ آفس میں اجلاس کے مقررہ وقت سے
 کم از کم ۴۸ گھنٹے قبل جمع کرانا ضروری ہے۔