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SC/228/2023

May 30, 2023

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

Subject: **Notice of Extraordinary General Meeting**

Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting of Atlas Insurance Limited to be held on June 21, 2023, prior publication, for circulation amongst the TRE Certificate Holders of the Exchange.

Please note that this Notice is intended to be published in newspapers on May 31, 2023.

Thank you.

Yours Sincerely,

Muhammad Afzal
Company Secretary

Encl: As above.

Atlas Insurance Ltd.

ZONAL OFFICE: Federation House, Shahr-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 House 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

Atlas Insurance Limited
Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of the shareholders of Atlas Insurance Limited ("the Company") will be held on Wednesday, June 21, 2023, at 12:00 Noon at the registered office of the Company situated at 63/A, Block-XX, Phase III (Commercial), Khyaban-e-Iqbal, DHA, Lahore, to transact the following business:

Ordinary Business:

1. To confirm the minutes of the Annual General Meeting held on April 27, 2023.

Special Business:

2. To consider and, if thought fit, pass with or without modification, the following resolutions as special resolutions:

Resolved:

- 2.1 "that the authorized capital of the Company be and is hereby increased from Rs.1,500,000,000/- (Rupees fifteen hundred million only) to Rs.2,500,000,000/- (Rupees two billion five hundred million only) by creation of 100,000,000 (one hundred million) new ordinary shares of Rs.10/- each."

Further Resolved:

- 2.2 "that the Memorandum and Articles of Association of the Company be and are hereby altered by substituting the figures and words of Rs.1,500,000,000/- (Rupees fifteen hundred million only) divided into 150,000,000 (one hundred fifty million) ordinary shares of Rs.10/- each appearing in Clause V of the Memorandum of Association and Article 4 of the Articles of Association with the words and figures of Rs. 2,500,000,000/- (Rupees two billion five hundred million only) divided into 250,000,000 (two hundred fifty million) ordinary shares of Rs.10/- each."

Further Resolved:

- 2.3 "that the ordinary shares when issued shall carry equal voting rights and rank pari passu with the existing ordinary shares of the Company in all respect / matters in conformity with the provisions of the Companies Act, 2017."

Further Resolved:

- 2.4 "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 resolutions."

Other Business:

3. To transact any other business with the permission of the Chair.

BY ORDER OF THE BOARD



Muhammad Afzal
Company Secretary

Lahore: May 31, 2023



NOTES:**1. Closure of Share Transfer Books**

The shares transfer books of the Company will remain closed from June 17, 2023, to June 21, 2023 (both days inclusive). Transfers received in order at the office of our Share Registrar M/s. Hameed Majeed Associates (Private) Limited, 7 – Bank Square, Sharah-e-Quaid-e-Azam, Lahore, before the close of business on June 16, 2023, will be considered in time to attend and vote at the meeting.

2. Participation in EOGM

A member entitled to attend, speak and vote at the EOGM is entitled to appoint another member as a proxy to attend, speak and vote on his / her behalf. In the case of a corporate entity, being a member, may appoint as its proxy any of its officials or any other person, through Board Resolution / Power of Attorney.

The instrument appointing proxy must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting. A proxy form is also enclosed with this notice.

3. Guidelines for CDC Account Holders

CDC Account Holders will have to follow the guidelines below as laid down in Circular 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan:

For Attending the Meeting

- a) In case of individual, the account holder and / or sub-account holder whose securities and their registration details are uploaded as per the CDC Regulations, shall authenticate his / her identity by showing his / her original Computerized National Identity Card ("CNIC") or original passport at the time of attending the EOGM.
- b) In the case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature and attested copy of valid CNIC of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

For Appointing Proxies

- a) In case of individual, the account holder or sub-account holder whose securities and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirement.
- b) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- c) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- d) The proxy shall produce his / her original CNIC or original passport at the time of the EOGM.
- e) In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature and an attested copy of valid CNIC of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the Company.

4. Change of Address

Members are requested to immediately inform the Company's Share Registrar of any change in their mailing address.



5. Submission of CNIC or Passport

The shareholders are informed that as per Sub Clause 9 (i) of Regulation 4 of Companies (Distribution of Dividends) Regulations, 2017 the identification of the registered shareholder or its authorized person should be made available with the Company. Therefore, it is requested that shareholders must provide a valid copy of their CNIC (in case of individual) or National Tax Number (in case of other than individual) or Passport (in case of foreign individual) by mail to the Share Registrar, unless it has been provided earlier.

6. Voting

Members can exercise their right to poll through postal ballot subject to meeting of requirements of Section 143 to 145 of the Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations, 2018.

7. Participation through video conferencing facility

The shareholders can now participate in the EOGM proceedings via video link also. Those members who are willing to attend and participate in the EOGM via video link are requested to register themselves by sending an email along with following particulars and valid copy of both sides of CNIC at muhammad.afzal@ail.atlas.pk with subject of 'Registration for EOGM' not less than 48 hours before the time of the meeting:

Name of Shareholder	CNIC No.	Folio No. / CDC Account No.	Cell No.	Email Address

Members who will be registered, after necessary verification as per the above requirement, will be provided a password protected video link by the Company via email. The said link will remain open from 11:50 a.m. on the date of EOGM till the end of the meeting.

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

This statement is annexed to the Notice of the EOGM of the Company to be held on June 21, 2023, at which certain special business is to be transacted. The purpose of this statement is to set forth the material facts concerning such special business mentioned as item No. 2 of the agenda.

The current authorized share capital of the Company is Rs.1,500,000,000/- (Rupees fifteen hundred million only) divided into 150,000,000 (one hundred fifty million) ordinary shares of Rs.10/- each.

In order to cater for an increase in paid up share capital, the Board of Directors has recommended that the authorized capital be increased from Rs. 1,500,000,000/- to Rs.2,500,000,000/- by creation of additional 100,000,000 ordinary shares of Rs.10/- each. The proposed increase in the authorized share capital of the Company will also necessitate amendments in Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company to reflect the increase in authorized share capital of the Company. For this purpose, a special resolution is required to be considered and approved in this meeting.

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

