

# NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting (EOGM) of Adamjee Insurance Company Limited (the "Company") will be held at The Nishat Hotel, Mahmud Ali Kasuri Road, Gulberg, Lahore on Wednesday, May 28, 2025 at 11 a.m. to transact the following ordinary business:

## ORDINARY BUSINESS

To elect seven (7) directors of the Company, being the number of directors fixed by the Board pursuant to the provisions of Section 159 (1) of the Companies Act 2017 (the "Act") for the next term of three (3) years commencing from May 29, 2025, in accordance with the provisions of the Act. The following are the names of retiring directors:

i. Mr. Ibrahim Shamsi	ii. Mr. Imran Maqbool	iii. Khawaja Jalaluddin	iv. Mr. Muhammad Arif Hameed
v. Shaikh Muhammad Jawaid	vi. Mrs. Sadia Younas Mansha	vii. Mr. Umer Mansha	

By Order of the Board

Tameez ul Haque  
Secretary

Lahore: May 7, 2025

## **NOTES:**

### **Election of Directors:**

- Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company at its registered office Adamjee House, 80/A, Block E-1, Main Boulevard, Gulberg III, Lahore the following documents and information not later than fourteen (14) days before the date of the EOGM:
  - His/her Folio No./CDC Investors Account No./CDC Participant No./Sub-Account No. The qualification of a director shall be his/her holding shares in the Company of the nominal value of Rs 25,000 in term of Article 79 of the Article of Association at the time of filing consent.
  - Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Companies Act 2017;
  - Consent to act as director on Appendix to Form 9 under Section 167 of the Companies Act 2017.
  - Information on Annexure A, along with all attachments required therein, and affidavit on Annexure B required under Insurance Companies (Sound and Prudent Management) Regulation 2012 notified by the Securities and Exchange Commission of Pakistan vide SRO 15 (1)/2012 dated 9th January 2012. Annexure A and Annexure B are available on SECP website ([www.secp.gov.pk](http://www.secp.gov.pk)), website of the Company ([www.adamjeeinsurance.com](http://www.adamjeeinsurance.com)) and can also be obtained from Registered Office of the Company at addressed mentioned hereinabove.
  - Affidavit on Annexure C required under SRO 1165 (I)/2016 dated 22nd December 2016. The Affidavit is available on Company website and SRO 1165 is available on SECP website.
  - Undertaking on Annexure A as required under direction issued vide SRO 933(1)2020 dated 30th September 2020. The undertaking is available on Company website and SRO 933 is available on SECP website.
  - A detailed profile along with his/her office address as required under SECP's SRO 1196(1)2019 dated October 3, 2019 for placing on website of the Company.
  - An attested copy of Computerized National Identity Card (CNIC)/Passport and NTN;
  - The individual(s) contesting as independent directors shall also submit a declaration that he / she qualifies the criteria of eligibility an independence notified under the Companies Act, 2017 and Rules and regulations issued thereunder;
  - A declaration under the Code of Corporate Governance for Insurer, 2016;
  - A declaration that:
    - He/she is not ineligible to become a director of the Company under Section 153 of the Companies Act 2017 or any other applicable law and regulations.
    - He/she is not serving as a director of more than seven listed companies.
    - He/she is aware of his/her duties and powers under the relevant laws, Codes, Memorandum & Articles of Association of Company, and listing regulations of Pakistan Stock Exchange Limited.
- Please note that as per Regulation 2(2) of the Insurance Companies (Sound and Prudent Management) Regulations, 2012 proposed directors shall not assume the charge of office until their appointment has been approved by the SECP. SECP may require any further documents to evaluate the proposed director's fitness and propriety.
- M/s Riaz Ahmad & Company Chartered Accountants have been appointed by Board as scrutinizer under Regulation 11 of SRO 254(I)/2018 dated 22nd February 2018 as amended from time to time. They are statutory auditors of the Company and have the necessary knowledge and experience to independently scrutinize the voting process.

### **Closure of Share Transfer Books:**

- The share transfer books of the Company will remain closed from 19 May 2025 to 28 May 2025 (both days inclusive). Transfers received in order at the office of the Company's Independent Share Registrar, CDC Share Registrar Services Ltd., CDC House, 99- B, S.M.C.H.S, Main Shahrah-e- Faisal, Karachi by the close of business (5:00 PM) on 16 May, 2025 will be treated in time for the purposes of entitlement of members for attending and voting at the EOGM.

### **Attendance at the EOGM:**

- A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote. The Instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarial attested copy of the power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. A proxy must be a member of the company. A Company or a Corporation being a member of the Company may appoint a representative through a resolution of board of directors for attending and voting at the meeting. Proxy Form in Urdu and English languages is attached with the notice circulated to the shareholders.
- Members, who have deposited their shares into Central Depository Company of Pakistan Limited, are being advised to bring their original National Identity Cards along with CDC Participant ID and account number at the meeting venue.
- Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the applicable guidelines as laid down by the Securities and Exchange Commission of Pakistan in Circular No 1 of 2000.

### **Prohibition of Gift**

In view of prohibition under Section 185 of the Companies Act, 2017, the Company does not distribute gifts in any form to its members in the general meetings.



**Adamjee Insurance Company Limited**  
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