

NOTICE OF MEETING

Notice is hereby given that an Extra Ordinary General Meeting (“**EOGM**”) of Adamjee Insurance Company Limited (the “**Company**”) will be held on Monday, 25 February 2019, at 11:00 a.m. at The Nishat Hotel, Trade and Finance Centre Block, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore, to transact the following special business:

To consider and if deemed fit, to pass the following resolution as Special Resolution, with or without modification, addition(s) or deletion(s):

“**RESOLVED**, by way of a special resolution in terms of Section 199 of the Companies Act, 2017, and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, that Adamjee Insurance Company Limited (the “**Company**”) be and is hereby authorized to invest up to a further PKR 401,200,515/- (Rupees Four Hundred and One Million Two Hundred Thousands Five Hundred and Fifteen Only) in Adamjee Life Assurance Company Limited by acquiring its 24,059,855 ordinary shares of par value Rs.10/- each at a purchase price of approximately PKR 16.68/- per share from IVM Intersurer B.V. and its three nominee directors, subject to fulfillment of all applicable legal and regulatory requirements.”

“**FURTHER RESOLVED**, that each of the Chief Executive Officer, the Chief Financial Officer, or the Company Secretary of the Company, acting singly, be and is hereby empowered and authorized to act on behalf of the Company in signing any or all documents, instruments, and agreements, and in doing and performing any or all acts, matters, deeds and things, and in taking any or other all necessary actions, to implement and/or give effect to the foregoing resolution, including but not limited to procuring authorizations or permissions from statutory or regulatory bodies of competent jurisdiction, and in completing or submitting any or all applications, reports, letters, documents or all other formalities as may be necessary, incidental, or expedient in this regard.”

A statement relating to the foregoing special business as required under Section 134(3) and Section 199 of the Companies Act, 2017, read with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, is annexed hereto and is being sent to the members of the Company along with this notice.

Lahore, 25 January 2019

By Order of the Board
Tameez Ul Haque
Company Secretary

Notes:

1. 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.
2. 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.
3. Members who have deposited their shares into Central Depository Company of Pakistan Limited (“**CDC**”) will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.
 - A. For Attending the Meeting
 - a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
 - b. In case of corporate entity, the Board’s 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
 - a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
 - 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 the CNIC or the passport of 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 Meeting.
 - e. In case of corporate entity, the Board’s resolution/power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.
4. Members are requested to timely notify any change in their addresses.
5. Pursuant to the provisions of the Companies Act, 2017, members residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the meeting. The demand for video-link facility shall be received by the Share Registrar at the address given herein below at least 07 days prior to the date of the meeting on the Standard Form which can be downloaded from the Company’s website: www.adamjeeinsurance.com

Address of Independent Share Registrar of the Company:

Central Depository Company of Pakistan Ltd.
CDC House, 99- B, S.M.C.H.S
Main Shahrah e Faisal, Karachi

Book Closure:

The Register of Members of the Company will remain closed from 18 February, 2019 to 25 February, 2019 (both days inclusive). Transfers received in order at the office of the Company’s Independent Share Registrar, Karachi by the close of business (5:00 PM) on 15 February, 2019 will be considered in time to be eligible for the purpose of attending, speaking and voting at the Extraordinary General Meeting.