



## Pakistan Reinsurance Company Limited

PRC Towers, 32-A, Lalazar Drive, M.T. Khan Road, Karachi, Pakistan.

Ph: 021-9202908 to 14, Fax: 9202921-22, E-mail: [prcl@pakre.org.pk](mailto:prcl@pakre.org.pk) Website: [www.pakre.org.pk](http://www.pakre.org.pk)

### **NOTICE OF THE 10<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that 10<sup>th</sup> Annual General Meeting of Pakistan Reinsurance Company Limited (PRCL) will be held on Friday the 30<sup>th</sup> April, 2010 at 11:00 a.m. at Marriott Hotel, 9 Abdullah Haroon Road, Karachi to transact the following business:-

#### **ORDINARY BUSINESS:**

1. To confirm the minutes of the last Annual General Meeting of the company held on 30<sup>th</sup> May, 2009.
2. To consider and adopt the audited annual Accounts of the Company for the year ended 31<sup>st</sup> December, 2009 and the reports of Directors and Auditors thereon.
3. To consider and approve the payment of final dividend @ (30%). That is Rupees 3.00 per ordinary share of Rupees Ten (10) for the year ended December 31, 2009.
4. To consider the appointment of auditors for the year ending December 31, 2010 and fix their remuneration. The retiring auditors M/s. Anjum Asim Shahid Rehman, Chartered Accountants, being eligible, offer themselves for re-appointment.
5. To fix and approve directors' fee for attending the meeting of the Board of Directors.
6. To consider any other business with the permission of the Chair.

#### **SPECIAL BUSINESS:**

7. To consider and amend Article 63 of the Articles of Association of the Company.

#### **STATEMENT UNDER SECTION 160 OF THE COMPANIES ORDINANCE, 1984 REGARDING THE SPECIAL BUSINESS:**

To bring the impact of the remuneration of directors in Articles 63, the Articles of Association is required to be amended from time to time. In order to bring efficiency in the process, it has been decided by the Board of Directors to amend Article 63 of the Articles of Association in accordance with the law. In this regard, the following Special Resolution is proposed to be passed by the shareholders:

**Resolved further that** Article 63 of the Articles of Association of the Company be and is hereby substituted to be read as under:

63. The remuneration to be paid to the Directors for attending the meeting of the Board shall from time to time be determined by the Board of Directors of the Company.

**Resolved further that** the Company Secretary be and is hereby authorized to do all acts to effect the Special Resolution for the purpose of the amendment to be made in the Articles of Association of the Company and to comply with all the necessary requirements of the law in this behalf.

**By Order of the Board**

**(Shahzad F. Lodhi)**  
**Company Secretary**

Place: Karachi.  
Dated: 09/04/2010

**NOTES:**

1. The share transfer books of the company shall remain closed for eight days i.e. from 23<sup>rd</sup> April, 2010 to 30<sup>th</sup> April, 2010 (both days inclusive), no transfer will be accepted for registration during the period.
2. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend the meeting and vote for him/her. A proxy must be deposited at the Company not less than 48 hours before the meeting and in case of default; form of proxy will not be treated as valid.
3. CDC Accounts holders are advised to follow the following guidelines of the Securities and Exchange Commission of Pakistan.

**A. For attending the meeting:**

- i. In the case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original Computerized National Identity Card (CNIC) or original Passport at the time of attending the meeting.
- ii. In the case of corporate entity, the Board of Director'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:**

- i. In the case of individuals, the account holder or sub-account holder and/or the person whose securities are in a group and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
  - ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
  - iii. Attested copies of the CNIC or the Passport of the beneficial owners and the proxy shall be furnished with the proxy form.
  - iv. The proxy shall produce his/her original CNIC or original Passport at the time of the meeting.
  - v. In the case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier along with proxy form to the Company).
4. Shareholders are requested to communicate to the CDC (Share Registrar) any change in their address and provide the Zakat Declaration/Tax exception certificate (if any) immediately along with contact details.

\*\*\*\*\*