

**NOTICE OF THE 10th ANNUAL GENERAL MEETING
OF MEMBERS OF
TAKAFUL PAKISTAN LIMITED**

Notice is hereby given that the 10th Annual General Meeting of the members of Takaful Pakistan Limited ('The Company') shall be held on Friday April 29, 2016 at 11:00 am at the Takaful Pakistan Limited's Board Room, 6th Floor, Business Centre, Block-6, P.E.C.H.S. Main Shahrah-e-Faisal Karachi-75400 to transact the following business:

Ordinary Business:

1. To confirm the minutes of the 9th Annual General Meeting held on April 30, 2015.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended December 31, 2015 together with the Auditor's and Directors' Report thereon.
3. To appoint Auditors of the Company for the year 2016 and to fix their remuneration.
4. To elect seven (7) directors as fixed by the Board of Directors in accordance with the provisions of section 178 of the Companies Ordinance, 1984 for a term of three (3) years commencing from May 01, 2016. The names of retiring directors are:
 1. Mr. Tahir Naz Siddiqui
 2. Syed Tariq Husain
 3. Mr. Ahmed Shuja Kidwai
 4. Dr. Mumtaz. A. Hashmi
 5. Mr. Abdul Razzaq
 6. Mr. Haseeb Ahmed
 7. Mr. Aadil Saleh
5. To consider, and if deemed fit, approve and adopt the amendment in the Memorandum and Articles of Association of the Company pass the following special resolutions with or without modification(s):

RESOLVED THAT "the Company be and is hereby authorized to increase its Authorized Capital from an amount of PKR 500,000,000 (Pak Rupees Five Hundred Million only) divided into 50,000,000 ordinary shares of PKR 10 each to an amount of PKR 700,000,000 (Pak Rupees Seven Hundred Million only) divided into 70,000,000 ordinary shares of PKR 10 each, and in this regard the Memorandum and Articles of Association of the Company shall be amended as follows:

**Memorandum of Association
Amended Clause V**

The Authorized Capital of the Company is Rs. 700,000,000 (Rupees Seven Hundred Million only) divided into 70,000,000 ordinary shares of Rs. 10 each, with powers to the Company from time to time to increase or reduce its capital. The shares of the Company, whether original or increased, may be divided into different classes and same may be varied, modified and abrogated as may be determined by or in accordance with the regulations of the Company and the provision of the Companies Ordinance, 1984. The shares may also be split or merged in value as per the Company regulation subject to the laws in force for the time being.

Articles of Association
Amended Clause 3

The Authorized Capital of the Company is Rs. 700,000,000 (Rupees Seven Hundred Million only) divided into 70,000,000 ordinary shares of Rs. 10 each, with powers to the Company from time to time to increase or reduce its capital. The shares of the Company, whether original or increased, may be divided into different classes and same may be varied, modified and abrogated as may be determined by or in accordance with the regulations of the Company and the provision of the Companies Ordinance, 1984.

FURTHER RESOLVED THAT “the Chief Executive and the Company Secretary of the Company be and are hereby authorized either singly or jointly, to complete any or all necessary required corporate and legal formalities for completion of the amendment.”

6. **To pass a special resolution pursuant to the first proviso to Section 86(1) of the Companies Ordinance, 1984, for issuance of ordinary shares of the Company. In this regard it is proposed to pass the following special resolutions, with or without modifications:**

“**RESOLVED THAT**, subject to the approval of the Securities and Exchange Commission of Pakistan, issue [8,710,802] shares at Rs. 5.74/- per share (i.e. at a discount of Rs. 4.26/- per share) by way of a rights issue under section 86 of the Companies Ordinance, 1984 be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Chief Executive and/or the Company Secretary of the Company be and hereby authorized singly to complete all the necessary corporate and legal formalities in respect of the above including but not limited to filing of application(s) with SECP, making necessary alterations and amendments in the application or any other matter in respect of the above.”

7. To transact any other business with the permission of the chair.

By the order of the Board



Jamil Ahmed
Company Secretary
Karachi.

April 8, 2016.

Notes:

1. Closure of Share Transfer book

The Share Transfer Book of the Company will remain closed from April 22, 2016 to April 29, 2016 (both days inclusive). Transfers received at our Registrars, Messrs. Technology Trade (Pvt.) Limited, Dagia House, 241-C, Block-2, PECHS, Karachi at the close of business on April 21, 2016 will be treated in time.

2. Change in Address

Members of the Company are requested to immediately notify the change in address if any, and ask for consolidation of folio number, provided the member holds more than one folio, to our registrar Messrs. Technology Trade (Pvt.) Limited.

Participation in General Meeting

- a. A Member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote for him/her. No person shall act as proxy, who is not a member of the Company except that Government of Pakistan/Corporate entity may appoint a person who is not a member of the Company. If the member is corporate entity (other than Government of Pakistan) its common seal should be affixed on the instrument.
- b. The instrument appointing a proxy duly completed, together with Power of Attorney, if any, under which it is signed or a notarially certificate copy thereof, should be deposited with the Company Secretary, Takaful Pakistan Limited, Plot 19-A-1, Business centre, Block 6, P.E.C.H.S, Shakra-e-Faisal, Karachi.

Statement under Section 160(1) (b) and (c) of the Companies Ordinance, 1984:

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on April 29, 2016.

Item No. 4 of the notice - Election of Directors

Term of office of the present Directors of the Company will expire on April 29, 2016. The Board of Directors in terms of Section 178 of the Companies Ordinance, 1984 have fixed seven (7) Directors to be elected for a fresh period of three years. The present Directors are interested to the extent that they are eligible for re-election as Directors of the Company.

Any person, who seeks to contest an election to the office of Director, shall whether he is a retiring Director or otherwise, file with the Company at its registered office not later than fourteen days before the date of the Meeting, a Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 178(3) of the Companies Ordinance, 1984 together with:

1. Consent to Act as Director on Form-28.

A declaration with consent to act as director in the prescribed form under Clause (ii) of Code of Corporate Governance to the effect that he/she is aware of duties and powers of directors under the Companies Ordinance, 1984, the Insurance Ordinance, 2000, Insurance Companies (Sound and Prudent Management) Regulations 2012, the Memorandum and Articles of Association of the Company and the Listing Regulations of the Stock Exchanges in Pakistan and have read the provisions contained therein.

2. A declaration in terms of Clause (v) and (vi) of the Code of Corporate Governance for insurers to the effect that:

- a. I am aware of my duties and powers to act as director under the relevant law(s), the Memorandum and Article of Association of the Company.
- b. I am not serving as Director on the Board of more than 7 (seven) listed companies.
- c. I am a registered National Tax Payer (except where he/she is a non-resident) I have not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a Banking Company a Development Financial Institution or a non-Banking Financial Institution or, I, being a member of a Stock Exchange(s) have not been declared as a defaulter by such Stock Exchange(s). Neither I nor my spouse is engaged in the business of Stock Brokerage.

Item No 5 of the notice – Revision of Authorized Share Capital

Approval of the shareholders of the Company will be sought for amendment in clause v of the Memorandum of Association and Articles 3 of the Articles of Association of the Company. The amendment seeks to increase the Authorized Share Capital of the Company considering future needs.

The Board of Directors have approved and recommended the amendments in the relevant clauses and articles for increase in the Company's Authorized Share Capital by amending the Memorandum and Articles of Association.

Item No 6 of the notice – Issuance of Right Shares

SUBJECT TO APPROVAL OF SECP ISSUANCE OF ORDINARY SHARES AT RS 5.74/- PER SHARE (AT A DISCOUNT OF RS 4.26/- PER SHARE) UNDER PROVISIONS OF SECTION 86(1) OF THE COMPANIES ORDINANCE, 1984

- a) The Company is operating as a General Takaful Operator in Pakistan and its authorized capital is an amount of Rs. 500,000,000/- (Pak Rupees Five Hundred Million) divided into 50,000,000/- (Fifty Million) shares having a face value of Pak Rupee 10/- per share.
- b) The total paid up and issued share capital of the Company is an amount of Rs. 300,000,000/- (Pak Rupees Three Hundred Million) divided into 30,000,000 (Thirty Million) ordinary shares of Rs. 10/- each.
- c) The Securities and Exchange Commission of Pakistan wide its S.R.O. 828(I)/2015 dated August 18, 2015 has enforced Insurance/Takaful operators to keep the Minimum Required Paid Up Capital as per the deadlines given in the table below to carry out Insurance/Takaful business.

Type of Insurer	Minimum Paid-up Capital Requirement				
	Amount given in million rupees				
	Year 2015	Year 2016		Year 2017	
	31 st December	30 th June	31 st December	30 th June	31 st December
Non-Life insurers	300	350	400	450	500

- d) The Board of Directors has approved a step wise plan for capital enhancement of the Company to comply with the minimum requirement set by the Securities and Exchange Commission of Pakistan. The Board has approved that a total of Rs. 100,000,000/- (Pak Rupees One Hundred Million) shall be raised as ordinary share capital over a period expiring 31st December 2016 based on the following schedule:

	Issue Amount	Deadline for Completion
1 st Tranche	Rs. 50,000,000/-	30 th June 2016
2 nd Tranche	Rs. 50,000,000/-	31 st December 2016

The issue price for each tranche would be determined based on the Book Value per share of the latest available audited accounts at the time of approval of the issue by the shareholders.

- e) The Directors of the Company have no interest in the Issue of Right Shares of the Company whether directly or indirectly except to the extent of shareholding held by them in the Company. The shares and percentage of personal shareholdings by the Directors of Takaful Pakistan Limited in proportion to the paid up capital of the Company are as under:

Name of Directors	No. of Shares Held	Percentage%
MR. HASEEB AHMED	500	0.0017
DR. MUMTAZ AHMED HASHMI	500	0.0017
SYED TARIQ HUSAIN	500500	1.6683
AHMED SHUJA KIDWAI	500	0.0017
SYED ABDUL RAZZAQ	500	0.0017

INSPECTION OF DOCUMENTS

Copies of statement u/s 160(1)(b) of the Companies Ordinance, 1984, recent annual/quarterly accounts along with all published or otherwise required accounts of all prior periods of the Company along with financial projections of the Company, Memorandum and Articles of Association of the Company and any other related information of the Company may be inspected/procured during the business hours on any working day at 6th Floor, Business Centre, 19-1-A, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi from the date of publication of this notice till the conclusion of the Annual General Meeting.