

## NOTICE OF THE 57th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 57th Annual General Meeting of THE UNITED INSURANCE COMPANY OF PAKISTAN LIMITED will be held on Saturday, April 29, 2017 at 11:00 a.m. at the Royal Palm Golf & Country Club, 52, Canal Bank Road, Lahore, to transact the following business:

### ORDINARY BUSINESS:

- To confirm the Minutes of the last Extraordinary General Meeting of the Company held on August 31, 2016.
- To receive, consider and adopt the Annual Audited Accounts of the Company for the Year ended December 31, 2016 together with the Directors' and Auditors' Reports thereon.
- To consider and approve payment of 10% final cash Dividend for the Year ended December 31, 2016 as recommended by the Board of Directors.
- To consider and approve as recommended by the Board of Directors to issue bonus shares @ 11% in proportion of 11 shares for every 100 shares held by the Company's Members.
- To approve the appointment of external auditors for the Financial year 2017 and to fix their remuneration. M/s. Avais Hyder Liaquat Nauman, Chartered Accountants, Lahore have retired. In replacement of outgoing auditors the Company's Audit Committee has recommended appointment of the external auditor namely M/s. Ilyas Saeed & Company, Chartered Accountants, Lahore to act as statutory auditors of the Company for the Year 2017.

### SPECIAL BUSINESS

- To approve capitalization for the issue of Bonus Shares (B-22) and to pass with or without modification the following resolutions as Ordinary Resolutions:-
  - Resolved that the sum of Rs. 198,352,000/- out of the profits available for appropriation as at December 31, 2016 be capitalized and adopted to the issue of ordinary shares of Rs.10 each allotted as fully paid Bonus Shares (B-22) @ 11 % in the proportion of 11 shares for every 100 shares held by Company's members whose names appear on the register of members as at close of business on **April 21, 2017**.
  - Further resolved that the Bonus shares shall rank pari passu in all respects with the existing shares.
  - Further resolved that in the event of any member becoming entitled to a fraction of bonus share the Directors be and are hereby authorized to consolidate all such fraction share(s) so constituted on the stock market and to pay the proceed of the sale when realized to a recognized charitable institution as may be selected by the Directors of the Company.
  - Further resolved that the Company Secretary be and is hereby authorized and empowered to give effect to these resolutions and to do or cause to be done all acts, deeds and things that may be necessary or required for issue, allotment and distribution of Bonus Shares.
- To consider and approve the remuneration as recommended by the Board payable to the working Directors and fee to the non-executive /independent Directors of the Company during the year 2017 and to pass the following resolution as special resolution:-  
Resolved that the remuneration payable to working Directors and fee for non-working/ independent Directors of the Company for the year 2017 as recommended by the Board be and are hereby approved.
- To transact any other business may be brought forward with the permission of the Chair.

By Order of the Board

**Athar A. Khan**  
(Company Secretary)

Karachi.  
April 07, 2017

### NOTES:

- The Register of Members and the Share Transfer Books of the Company shall remain closed from April 22, 2017 to April 29, 2017 (both days inclusive). Transfers received at Company's Share Registrar M/s. F.D. Registrar Services (SMC-Pvt.) Limited, Office # 1705, 17th Floor, Saima Trade Tower - A, I. I. Chundrigar Road, Karachi by the close of business on April 21, 2017, will be treated in time for the purpose of determining entitlement to the Dividend & Bonus Shares and to attending the meeting.
- All members entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote instead of him/her.
  - A proxy must be a member of the Company. Proxies in order to be effective must be received at the Registered Office, situated at 204, Madina City Mall, Abdullah Haroon Road, Karachi not later than forty eight (48) hours before the time fixed for the meeting.
  - The Proxy shall produce his/her original CNIC or Passport at the time of the meeting.
  - Proxy form shall be witnessed by two persons whose name, CNIC Nos. and addresses shall be mentioned on the proxy form.
- CDC Account holders are required to follow the below mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.
  - In case of individual(s), the account holder (s) or sub-account holder (s) shall authenticate his/her identity by showing his/her original CNIC card or original passport at the time of attending the meeting.
  - In case of corporate entities, the Board of Directors' 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.
- Shareholders are requested to immediately notify change in address, if any, to the Company's Share Registrar, at the following address:  
M/s. F.D. Registrar Services (SMC-Pvt.) Limited, Office # 1705, 17th Floor, Saima Trade Tower - A, I.I. Chundrigar Road, Karachi - 74000.
- Withholding Tax on Dividends:** Prevailing rates prescribed for deduction of withholding tax on the amount of dividend paid by the Company are as under:

| S. No. | Nature of Shareholders          | Rate of deduction |
|--------|---------------------------------|-------------------|
| 1.     | Filers of Income Tax Return     | 12.5%             |
| 2.     | Non-Filers of Income Tax Return | 20.0%             |

All the shareholders whose names are not entered into the Active Tax Payer List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date for approval of the Cash Dividend i.e. April 21, 2017 otherwise tax on their Cash Dividend will be deducted at the rate of 20% instead of 12.5%.

The **CNIC number/NTN details is now mandatory** and is required for checking the tax status as per the Active Taxpayer List (ATL) issued by Federal Board of Revenue (FBR) from time to time.

In case of joint account, each holder is to be treated individually as either a filer or non-filer and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder in writing as follows to our Share Registrar, or if no notification, each joint holder shall be assumed to have an equal number of shares.

| Folio/CDS Account No. | Name of Shareholder | CNIC No. | Shareholding | Total Shares | Principal/Joint Shareholding |
|-----------------------|---------------------|----------|--------------|--------------|------------------------------|
|-----------------------|---------------------|----------|--------------|--------------|------------------------------|

Members seeking exemption from deduction of Income Tax or eligible for deduction at a reduced rate are requested to submit a valid tax certificate or necessary documentary evidence as the case may be.

### 6) Notice to shareholders who have not provided CNIC:

In pursuance of the Securities and Exchange Commission of Pakistan (SECP) vide its SRO 779(I)/2011 dated August 18, 2011, SRO 831(I)/2012 dated July 5, 2012 and SRO 19(I)/2014 dated January 10, 2014 has made it mandatory that the dividend warrants should bear the Computerised National Identity Card Number (CNIC) of the registered member or authorised person, except in the case of minor(s) and corporate members. Therefore, individual members or their authorised representatives who have not yet provided a copy of their valid CNICs to the Company/Share Registrar are requested to provide the same at their earliest to avoid any inconvenience. In case of non-receipt of copy of valid CNIC (unless it has provided earlier) the Company will be constrained to withhold dispatch of dividend warrant to such shareholder as per SECP directives.

### 7) Withholding Tax on Bonus Issue @ 5%:

Pursuant to the provisions of the Financial Act, 2014 listed companies issuing bonus shares have been made responsible for collecting tax on the said deemed income, which is 5 percent of the value of bonus shares under Section 236 M of Income Tax Ordinance, 2001. Tax collected by the company shall be a final tax on the income of the shareholder of the company arising from issuance of bonus shares. The Company quoted on the stock exchange, issuing bonus shares to the shareholders of the company, shall withhold 5% of the bonus shares be issued. These bonus shares withheld shall only be issued to the shareholder if the company collects, within fifteen days, from the shareholder tax equal to five percent of the value of the total bonus shares issued to the shareholder determined on the basis of the day-end price on the first day of closure of books. In case of default, either on the part of the company or the shareholder, the company may deposit the bonus shares withheld in Central Depository Company of Pakistan Limited or any other entity as may be prescribed.

### 8) Placement of Financial Statement

The Company has placed the Audited Annual Financial Statement for the year ended December 31, 2016 along with Auditors and Directors' Reports thereon on its website: [www.theunitedinsurance.com](http://www.theunitedinsurance.com)

### Statement under Section 160(1)(b) of the Companies Ordinance, 1984

- Bonus issue will be governed by rules and regulations.
- The Directors being satisfied with the reserves and profits of the Company as at December 31, 2016 have recommended an issue of Bonus Shares. The Directors have no interest directly or indirectly, except that they are members of the Company.
- Remuneration is payable to the working Directors of the Company and Fees to the non-executive/independent directors. The Directors have no interest directly or indirectly except to the extent stated above in the special business.