

May 06, 2019

NOTICE OF ANNUAL GENERAL MEETING

Dear Sir/Madam,

Notice is hereby given that the Annual General Meeting of the Shareholders of the Trafco Insurance Company Limited will be held on Monday May 27, 2019 at 02.30 P.M. at the Registered Office of the company Trafco House, 1-C-1, Canal Bank Road, Canal Park, Gulberg II, Lahore to transact the following business.

A-Ordinary Business

- 1- To confirm the minutes of the last Annual General Meeting held on April 28, 2018 at Lahore.
- 2- To receive, consider and adopted the Audited Accounts of the Company for the year ended 31st December, 2018 and reports of the directors and auditors thereon.
- 3- To appoint auditors for the year 2019 and to fix their remuneration.

B. SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass the following resolutions with or without modification(s) as Special Resolutions:

“Resolved that the transactions carried out by the Company in the normal course of business with Trafco Tracking Pvt. Limited and Trafco Logistic Pvt. Limited. (related parties) in 2018 be and are hereby ratified, approved and confirmed.”

“Further Resolved that the Executive Directors & Chief Executive be and is hereby authorized to approve all the transactions carried out in the normal course of business and any nature of contract of business with Trafco Tracking Pvt. Limited and Trafco Logistic Pvt. Limited in 2019.

C-Any Other Business

- 5 To transact any other business that may be placed before the meeting with permission of the chair.

By order of the Board

Khurram Javed
Company Secretary

Lahore: May 06, 2019

Notes:

- 1- The Share Transfer Books of the Company will remain closed from 21st May, 2019 to 27th May 2019 (both days inclusive).
- 2- A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote.
- 3- Shareholders are requested to promptly notify the company of any change in their address.

CONSENT FOR VIDEO CONFERENCING FACILITY

Pursuant to the provision to the Companies Act, 2017 the members can also avail the video Conferencing facility.

In this regard, please fill the following and submit to registered address of the Company at least 10 days before the holding of annual general meeting. If the Company receives consent from members holding aggregate 10% or more shareholding residing at the geographical location to participate in the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

I / We, _____ of _____, being a member of Trafco Insurance Company Ltd. Holder of _____ ordinary share(s) as per registered folio no. _____ hereby opt for video conferencing facility

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 May 27, 2019.

1. Item No. 4 of the Notice

Transactions carried out with related parties during the year ended December 31, 2018 to be passed as a Special Resolution.

The transactions carried out in normal course of business with associated companies (related parties) are approved by the Board as recommended by the Audit Committee under Code of Corporate Governance. In the case of Trafco Tracking Pvt. Limited and Trafco Logistic Pvt. Limited, a majority of the Directors were interested and in accordance with the provisions of Section 208 of the Companies Act, 2017 and under section of 199 of the Companies Act 2017. Such transactions, therefore, are being placed before the shareholders for approval through special resolution proposed to be passed in the annual general meeting.

In view of the above, the normal business transactions conducted during the year 2018 with Trafco Tracking Pvt. Limited and Trafco Logistic Pvt. Limited as per following details are being placed before the shareholders for their consideration and approval/ratification.

Amount in PKR 000'

Trafco Tracking Pvt. Limited. Premium written Rs. 32,108.

Trafco Tracking Pvt. limited amount Paid Rs. 2,729.

Trafco Logistic Pvt. Limited office expense sharing payment in 2018 Rs.150

Authorization to the Executive Directors and Chief Executive for the approval of transactions carried out and to be carried out with Trafco Tracking Pvt. Limited and Trafco Logistic Pvt. Limited.

The Company would be conducting transactions with Trafco Tracking Pvt. Limited and Trafco Logistic Pvt. Limited in the normal course of business. The majority of Directors are interested in these transactions due to their common directorship in Trafco Tracking Pvt. Limited and Trafco Logistic Pvt. Limited as detailed herein above.

Therefore, in order to comply under Code of Corporate Governance, the shareholders may authorize the Executive Directors & Chief Executive to approve transactions carried out and to be carried out in the normal course of business and any contract of business with Trafco Tracking Pvt. Limited and Trafco Logistic Pvt. Limited till the next Annual General Meeting.

NOTES

1. A member entitled to attend and vote at the General Meeting is entitled to appoint another member as a proxy to attend and vote in respect of him. Form of proxy must be deposited at the Company's Registered Office not later than 48 hours before the time appointed for the meeting.

2. CDC Account holders are advised to follow the following guidelines of the Securities and Exchange Commission of Pakistan.

A. For attending the meeting:

(i) In case of individuals, the account holder and or sub-account holder 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 case of corporate entity, 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.

B. For appointing proxies:

(i) In case of individuals, the account holder and or sub-account holder 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 CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

(iv) The proxy shall produce his original CNIC or original passport at the time of the meeting.

(v) In 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.

3. For exercising electronic voting (E-voting) right through intermediary by providing consent in writing regarding appointment of execution officer as proxy as per the Companies (E-Voting) Regulation, 2016:

i. If Company receives demand for poll by E-voting from members having not less than one tenth of the voting power the Company will arrange for e-voting exercise.

ii. The instruction to appoint execution officer and opting to e-vote through Intermediary as per the Companies (E-Voting) Regulations, 2016 shall be deposited to the Company at least ten days before holding of general meeting.

iv. The proxy / E-voting form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

4. The Share Transfer Books of the Company will be closed from May 21, 2019 to May 27, 2019 (both days inclusive). Transfers received in order by our Share Register.

5. Members are requested to notify / submit the following, in case of book entry securities in CDC to respective CDC participants and in case of physical shares, to the Company's Share Registrar, if not earlier provided / notified:

a. Change in their addresses;

b. Valid and legible photocopies of Computerized National Identity Card (CNIC) for Individuals and National Tax Number (NTN) both for individual & corporate entities.

6. ELECTRONIC TRANSMISSION OF FINANCIAL STATEMENTS AND NOTICES

Pursuant to Notification vide SRO 787 (I) / 2014 dated September 08, 2014, the Securities and Exchange Commission of Pakistan (SECP) has directed all companies to facilitate their members receiving annual financial statements