

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of Beema Pakistan Company Limited shall be held at the Carlton Hotel, Phase VIII, DHA, Karachi at 4.00 pm on Wednesday, 6th January 2010 to transact the following business :

Special business :

- (a) To review the ongoing process of litigation initiated by SECP against the Company and its Directors and, if approved, to pass the following by way of Special Resolution :
"RESOLVED that the Directors of the Company be and are hereby authorized to initiate civil or criminal proceedings as may be required against any persons engaged in raising false and frivolous allegations against the Company or its Directors or Members and to recover by way of special damages all losses suffered and incurred as a result of such false and frivolous litigation."
- (b) To consider a Scheme of Rearrangement of the Company in view of an offer of financial investment from a foreign entity and, if approved, to pass the following Special resolution :
"RESOLVED that the Directors of the Company be and are hereby authorized to negotiate with a foreign entity to bring an investment of an amount equivalent to two billion rupees into the Company by the foreign entity and to engage lawyers and financial consultants to prepare the Scheme of Rearrangement and to seek requisite legal and regulatory approvals for implementation of the Scheme."
- (c) To approve the appointment of new auditors of the Company and, if approved, to pass the following Special Resolution :
"RESOLVED that in view of the refusal by SECP-approved auditors to act as auditors of the Company due to the ongoing litigation initiated by SECP against the Company, the Directors be and are hereby authorized to appoint any recognized firm of chartered accountants as auditors of the Company to conduct audit of the financial statements in accordance with the provisions of the Companies Ordinance 1984 and the Insurance Ordinance 2000."
- (d) To consider an extension in the tenure of the existing members of the Board of Directors and, if approved, to pass the following Special Resolution :
"RESOLVED that the tenure of the existing members of the Board of Directors of the Company be and is hereby authorized to be extended up to the holding of the next Annual General Meeting of the Company"

- in view of the provision contained in Article 60 of the Articles of Association of the Company”.
- (e) To consider any other business with the permission of the Chair.

By Order of the Board.

Karachi : 11th December 2009.

Sajjad Munawwar
Company Secretary.

Notes :

- (a) The Share Transfer Book of the Company shall remain closed from 30th December 2009 to 6th January 2010 (both days inclusive)
- (b) A Member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote in his/her place. Proxies, complete in every respect, in order to be effective, must be received at 4th Floor, Muhammadi House, I.I.Chundrigar Road, Karachi, the Registered Office of the Company, not later than 48 hours before the time of the meeting. Proxy Forms are available at the Registered Office of the Company.
- (c) CDC account holders will further have to follow the under mentioned guidelines as laid down by the SECP :
- I. For attending the meeting :
- (i) in case of individual, 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/her identity by showing his/her 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 meeting.
- II. For appointing proxies :
- (i) in case of individual, 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 submit the proxy form as per above requirements;
- (ii) two persons, whose name, address and CNIC numbers shall be mentioned on the form, shall witness the proxy form;
- (iii) attested copies of the CNIC or 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 passport at the time of the meeting;
- (v) 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 meeting;
- (vi) members are requested to notify the Company of change in their address, if any.

Statement u/s 160(1)(b)(c) of the Companies Ordinance, 1984 :

- (a) In December 2007 SECP filed a petition before the High Court of Sindh for winding up of the Company. The petition is based on misrepresentation of facts, contains false and frivolous allegations and is designed to mislead the Hon'ble High Court. The matter is still under arguments before the Hon'ble High Court. The trading of shares of the Company has been suspended by the Karachi and Lahore Stock

- Exchanges at the behest of SECP and, as a result of these actions, the Company has suffered huge losses and damages. Other than contesting the matter in Court to protect and safeguard the interest of all Shareholders, the Directors intend to initiate civil and criminal action against all persons involved in causing the loss and damage to the Company.
- (b) A foreign entity incorporated in the Bahamas has shown interest to make an investment in the Company. The Directors propose to avail this opportunity to seek an investment equivalent to two billion rupees. A Scheme of Rearrangement will be required to be prepared and submitted to the Hon'ble High Court of Sindh for approval. In terms of the Scheme, it shall be proposed that existing assets of the Company in the form of immovable properties be sold to the investor for one billion rupees and further allotment of shares be made in the name of the investor to the extent of one billion rupees. In order to facilitate the same, the authorized capital of the Company shall be required to be enhanced up to two billion rupees.
 - (c) Annual accounts of the Company for the financial periods ending on 31st December 2007, 2008 and 2009 are yet to be audited because auditors approved by SECP to conduct audit of insurance companies have refused to do the same in view of the ongoing litigation pending in the High Court. The Company has thus also been unable to hold AGMs for the financial periods ending on 31st Dec 2007 and 2008. The Board of Directors therefore propose to have the accounts audited by any other recognized firm of chartered accountants in accordance with the provisions contained in the Companies Ordinance, 1984 and the Insurance Ordinance 2000.
 - (d) The tenure of the members of the Board of Directors elected at the last AGM held on 29th April 2006 was due to expire after three years. However, as the Company has been unable to hold the AGM since then, the Board of Directors propose to seek from the Shareholders an extension in their term until the holding of the next AGM in accordance with the provision contained in Article 60 of the Articles of Association of the Company, whereby a retiring Director is eligible for re-election.