

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that 45th Annual General Meeting of Beema-Pakistan Company Limited, will Insha Allah be held at the Chez Nova, Mezzanine Floor Chapal Ocean Centre, Block-4, Clifton Karachi on 29th April at 4:00 p.m. to transact the following business.

**A) Ordinary Business:**

1. To confirm the minute of the 2nd Extra Ordinary Annual General Meeting held on the 30th March 2006.
2. To receive, consider and adopt the annual audited accounts of the Company for the year ended 31st December 2005, together with the Report of the Auditors and Directors thereon.
3. To consider increase remuneration of Chairman/Chief Executive Mirza Shahnawaz Agha.
4. To receive consideration from the members of the Company are hereby informed that the Company has received a notice U/s 253 (1) of the Companies Ordinance, 1984 from a member of the Company, proposing the name of M/s. Muniff Ziauddin & Co. Chartered Accountants for the appointment as Auditors of the Company, in place of retiring auditors M/s. Rao & Company, Chartered Accountants for the year ending December 31, 2006 and fix their remuneration.
5. To elect seven directors of the Company as fixed by the Board of Directors for a term of three years commencing, May 1, 2006 in accordance with the provision of the Companies Ordinance, 1984, The following present directors being eligible, offer themselves for election.
  - i) Mirza Shahnawaz Agha
  - ii) Mr. Zaheer Agha
  - iii) Mr. Javied Ishaque
  - iv) Mr. Salaman Agha
  - v) Rear Admiral (R) Syed Hamid Khalid
  - vi) Dr. Naseemuddin Qureshi
  - vii) Syed M. Salahuddin
6. To transact any other business with the permission of the Chairman.

**B) Special Business:**

7. To approve allotment of 4,157,556 shares of Rs. 10 each (face value) against loan from Chief Executive amounting to Rs. 41,575,557/- As at December 31, 2005 subject to approval from Securities and Exchange Commission of Pakistan.

**By the order of the Board**

**Sarfraz Khan**  
Company Secretary

Karachi: 6th April, 2006

**NOTES:**

- a. The share transfer books of the Company shall remain closed from 22nd to 29th April, 2006 (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 Mohammadi House I.I. Chundrigar Road, Karachi, the Registered Office of the Company, not later than 48 hours before the time of the meeting.
- c. Central Depository Company Account Holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:

**A. For Attending the Meeting**

1. In 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/her original National Identity Card (CNIC) or Original Passport at the time of attending the Meeting.
2. 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**

1. In 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 submit the proxy form as per the above requirements.
2. Two persons whose names, addresses and CNIC numbers shall be mentioned on the form shall witness the proxy form.
3. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
4. The proxy shall produce his/her original CNIC or original passport at the time of the Meeting.
5. 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.
6. Members are requested to notify the Company of change in their addresses, if any.

Statement under section 160(1)(b) of the Companies Ordinance 1984 in respect of the special business to be considered at the meeting is being sent to the members along with a copy of this Notice.

**1) Item # 6 on Agenda-Allotment of Shares against Loan from Chairman.**

To consider and, if thought fit, to approve allotment of Ordinary shares 4,157,556 of Rs. 10 each against loan from Chief Executive amounting to Rs. 41,575,557/- as at December 31, 2005 subject to approval from Securities and Exchange Commission of Pakistan. The loan was acquired from Mr. Shahnawaz Agha the present Chairman & Chief Executive of the Company. The continued support from the Chairman in addressing the liquidity requirement the company has indeed enabled restoration of the insurance and operations in all respect.

The shareholders are requested to consider and approve, if thought fit, to pass with or without modification the following Special Resolution:

"Resolved that the Company be and is hereby authorized to issue ordinary shares of Rs. 10 each in respect of loan of Mr. Shahnawaz Agha, Chairman & Chief Executive of the Company to the extent of Rs. 41,575,557/-. As at December 31, 2005 subject to approval from Securities and Exchange Commission of Pakistan.