



ADDENDUM TO THE NOTICE OF 27th ANNUAL GENERAL MEETING

The following agenda item as Special Business is being amended in the notice of 27th Annual General Meeting of the Shareholders of EFU Life Assurance Ltd. that will be held at Kamran Centre, 1st Floor, 85 East, Jinnah Avenue, Blue Area, Islamabad on Tuesday April 23, 2019 at 11.30 a.m.

B. SPECIAL BUSINESS:

7) To consider and if deemed fit, pass the following Special Resolutions with or without modification(s)


Investment in Associated Companies & Associated Undertakings:

“RESOLVED THAT consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and “the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012” for following investment in Term Finance Certificate of JS Bank Limited as mentioned in the annexed statement under Section 134(3).”

“FURTHER RESOLVED THAT the Chief Executive and/or the Chief Financial Officer and/or the Company’s Secretary be and are hereby authorized to take and do and/or cause to be taken or done any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential to the investment of the Company’s funds as above as and when required at the time of investment.”

A Statement Under Section 134(3) of the Companies Act, 2017 pertaining to the special business is annexed herewith.

Karachi: 17 April 2019


By Order of the Board
Abbas Hussain
Company Secretary

STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017:

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 23, 2019.

2. Item No. 7 of the Notice

(A) Regarding Associated Company or associated undertakings

- i) Name of Associated Company or associated undertakings
JS Bank Limited
- ii) Basis of relationship
Subsidiary of our Associated Company, JSCL
- iii) EPS for the last three years
- **2016: 1.77**
 - **2017: 0.74**
 - **2018: 0.30**
- iv) Break-up Value per share, based on latest audited financial statements
12.03
- v) Financial positions, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements; and
- | | Rs. In '000 |
|-------------------------------|------------------------|
| Total Assets | 456,754,076,000 |
| Total Liabilities | 441,137,050,000 |
| Total Equity | 15,617,026,000 |
| Profit before Taxation | 904,757,000 |
| Profit after Taxation | 562,338,000 |
- vi) In case of investment in relation to a project of associated company or associated undertaking that has not commenced operation.
Not applicable

(B) General Disclosures

- vii) Maximum amount investment to be made.
Rs.500 Million (Five hundred million only)
- viii) Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment
For the benefit of the Company and to earn better returns.

- ix) Sources of funds to be utilized for investment
From Company's own available liquidity.
- x) Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment
No such agreement as buying from secondary market.
- xi) Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration
None of the Director of the company are Director in the investee Company.

(C) Additional Disclosures

- xii) Category-wise amount of investment
Tier I Term Finance Certificate of Rs.500 Million at par (Five Hundred Million only)
- xiii) Average borrowing cost of the investing company, the KIBOR for the relevant period, rate of return for Shariah compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period;
Not applicable
- xiv) Rate of interest, mark-up, profit, fees or commission etc. to be charged by investing company;
6-months KIBOR (ask) + 2.25%
- xv) Particulars of collateral or security to be obtained in relation to the proposed investment
Unsecured
- xvi) If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and
The maximum number of shares to be issued to TFC holders at the Pre-Specified Trigger and / or Point on Non Viability (or otherwise as directed by SBP) will be subject to a specified cap of 329,595,476 ordinary shares, or such other number as may be agreed to in consultation with SBP
- xvii) Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.
Perpetual Non-Cumulative Debt Instrument in the nature of Additional Tier I Capital Term Finance Certificate.