



A Subsidiary Company of The New India Assurance Co. Ltd., (Mumbai), India

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## NOTICE OF 53<sup>RD</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 53<sup>rd</sup> Annual General Meeting of Prestige Assurance Plc will be held on Wednesday, 28<sup>th</sup> June 2023 at 12.00 noon prompt, at the Agip Recital Hall, Muson Centre, No. 8/9 Marina, Onikan, Lagos State, to transact the following businesses:

### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31<sup>st</sup> December 2022, together with the Reports of the Directors, Auditors, and the Audit Committee thereon.
2. To elect/approve the appointment of the following Directors:
  - i. Mr. Nalam Sri Rama Chandra Prasad an Independent Director
  - ii. Dr Nosike Agokei as Non-Executive Director
  - iii. Mr Agrawal Ramakant as Non-Executive Director
3. To re-elect the following Directors who are eligible for retirement by rotation and have offered themselves for re-election:
  - i. Mrs Funmi Oyetunji
  - ii. Mrs Rekha Gopalkrishnan
4. To authorise the Directors to fix the remuneration of the Auditors for the 2023 Financial Year.
5. To disclose the remuneration of Managers of the Company.
6. To elect members of the Audit Committee.

### SPECIAL BUSINESS:

7. To consider and if thought fit, pass the following as an Ordinary Resolution:

"To appoint DCSL Corporate Services Limited as the Consultant on Board Evaluation".

**Dated this 26<sup>th</sup> day of April 2023.**

**By Order of the Board.**

**MRS CHIDINMA IBE-LOUIS**  
Company Secretary  
FRC/2021/002/000000/23803

## NOTES

### 1. **PROXY**

A member entitled to attend and vote at the Annual General Meeting is also entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. To be valid, a proxy form must be completed and duly stamped by the Commissioner of Stamp Duties and returned to the Registrar, First Registrar and Investor Services Limited, 2, Abebe Village, Iganmu, Lagos, Nigeria, not less than 48 hours before the fixed time of the meeting.

However, Members are encouraged to select from the list below, a proxy to attend and vote in their stead at the AGM:

- i. Mrs Funmi Oyetunji - Chairman
- ii. Mr. Rajesh Kamble – Managing Director
- iii. Engr M.O.T. Tobun – Shareholder
- iv. Mr. Adewale Oyenuga – Shareholder
- v. Mr. Adebayo Williams – Shareholder
- vi. Mr. Adeleke Oladimeji – Shareholder

### 2. **STAMPING OF PROXY**

The Company has made arrangements, at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated time.

### 3. **VIRTUAL MEETING LINK**

The AGM will be streamed live online. This will enable Shareholders and other relevant Stakeholders who will not be attending the meeting physically to also be part of the proceedings. The link for the live streaming will be made available on the Company's website at [www.prestigeassuranceplc.com](http://www.prestigeassuranceplc.com)

### 4. **CLOSURE OF REGISTER AND TRANSFER BOOKS**

The Register of Members and Transfer books will be closed from 6<sup>th</sup> to 9<sup>th</sup> June 2023 both days inclusive for the purpose of updating the Register of Members.

### 5. **AUDIT COMMITTEE**

In accordance with Section 404(6) of the Companies and Allied Matters Act (CAMA) 2020, any shareholder may nominate another shareholder for appointment to the Audit Committee. Such nomination should be in writing and should reach the Company Secretary not less than twenty-one (21) days before the date of the Annual General Meeting.

Section 404(5) of CAMA 2020 has mandated that all members must be literate and at least a member should be financially literate and able to read and interpret financial statements.

The Corporate Governance guidelines issued by the Securities and Exchange Commission stipulate that members of the Audit Committee should have basic financial literacy and should be able to read financial statements.

## 6. UNCLAIMED DIVIDEND WARRANTS AND SHARE CERTIFICATES

Shareholders are hereby informed that several dividends warrant and share certificates remain unclaimed. Some dividend warrants have not been presented to the bank for payment or to the Registrar for revalidation. A list of such members has been circulated with the Annual Report.

Affected members are advised to contact the Registrars during normal working hours at First Registrars & Investor Services Limited, No. 2, Abebe Village Road, Iganmu, Lagos.

## 7. E-DIVIDEND

Shareholders who are yet to complete the e-dividend registration are advised to download the Registrar's E-Dividend Mandate Activation Form, which is also available on their website: [www.firstregistrarsnigeria.com](http://www.firstregistrarsnigeria.com), complete and submit to the Registrar or their respective Banks. Detachable forms in respect of mandate for e-dividend payment, unclaimed dividend/stale warrants and shareholder's data update are attached to the Annual Report for convenience. The aforementioned forms can also be downloaded from the Company's website at [www.prestigeassuranceplc.com](http://www.prestigeassuranceplc.com)

This is to enable shareholders furnish particulars of their accounts to the Registrars as soon as possible. All mandates and records update should be deposited at First Registrars & Investor Services Limited, No. 2, Abebe Village Road, Iganmu, Lagos or via email at [info@firstregistrarsnigeria.com](mailto:info@firstregistrarsnigeria.com)

## 8. ELECTRONIC VERSION OF THE ANNUAL REPORT AND ACCOUNTS

The electronic version (e-copy) of the 2022 Annual Report and Accounts will be available at [www.prestigeassuranceplc.com](http://www.prestigeassuranceplc.com). Shareholders who have provided their email details to the Registrar will receive the electronic version of the Annual Report via email. Additionally, Shareholders who are interested in receiving the electronic version of the Annual Report may request via e-mail to [info@firstregistrarsnigeria.com](mailto:info@firstregistrarsnigeria.com)

## 9. PROFILE OF DIRECTORS

To elect the above-listed directors who were appointed since the last Annual General Meeting of the Company and have been approved by the National Insurance Commission (NAICOM). The Profile of the Directors seeking election and re-election are available in the Annual Report and on the Company's website.

## 10. RIGHT OF SECURITY HOLDERS TO ASK QUESTIONS

Pursuant to Rule 19.12(c) of the Nigerian Exchange Limited Rulebook 2015, Shareholders and other holders of the Company's securities have the right to ask questions not only at the meeting, but also in writing prior to and after the meeting on any item contained in the Annual Report and Accounts. Please send all questions to the Company on or before 14<sup>th</sup> June 2023.