

# EAST WEST INSURANCE CO., LTD.

HEAD OFFICE:

EWI/KHO/CS/2023-

March 6, 2023

Mr. Akbar Ali  
Assistant Manager – TMAD  
Trading & TREC Holder's Affairs  
Pakistan Stock Exchange Limited  
Karachi.

**Subject: Notice of Extraordinary General Meeting (Election of Directors)**

Dear Sir,

Enclosed please find attached a copy of the Notice of Extradinay General Meeting to be held on March 31, 2023, for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you.

Yours faithfully  
**EAST WEST INSURANCE CO., LTD.**

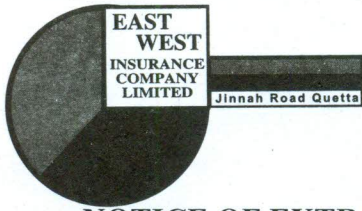
**SHABBIR ALI KANCHWALA**  
COMPANY SECRETARY

Encl: As above

**THE ONLY PUBLIC LIMITED INSURANCE COMPANY OF BALUCHISTAN**

**REGISTERED OFFICE :** 27, Regal Plaza, Jinnah Road, Quetta. Phones : (081) 2822913, 2821397 Fax: (081) 2821460  
**HEAD OFFICE :** 401 - 404, Block "B", 4th Floor, Lakson Square Building No. 3, Sarwar Shaheed Road, Karachi.  
**PABX :** 021-35630400-11 Fax: 021-35630414-35630415 E-mail : info@eastwestinsurance.com.pk Web: www.eastwestinsurance.com.pk

**BRANCHES ALL OVER PAKISTAN**



## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of East West Insurance Co., Ltd will be held on Friday, March 31, 2023, at 3:00 P.M at the Registered Office of the Company located at 27, Regal Plaza, Jinnah Road, Quetta, to transact the following business:

### ORDINARY BUSINESS:

1. To confirm the minutes of Annual General Meeting of the Company held on April 28, 2022.
2. To elect Nine (9) Directors of the Company in accordance with section 159(1) of the Companies Act, 2017.

The following retiring directors are eligible to offer themselves for election: -

- (1) Mr. Chief Justice (R ) Mian Mahboob Ahmad
- (2) Mr. Javed Yunus
- (3) Mr. Pervez Yunus
- (4) Mr. Saad Yunus
- (5) Mr. Umeed Ansari
- (6) Mr. Ahsan Mahmood Alvi
- (7) Mrs. Urooj Yunus Ansari
- (8) Mr. Shahzad Farooq Lodhi

3. To consider other business with the permission of the chair.

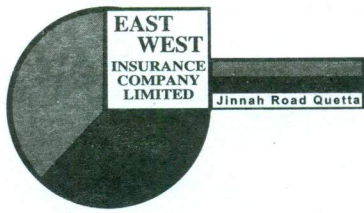
(Attached to this Notice is a statement of material facts pursuant to the provisions of the Companies Act, 2017).

By the order of the board

**Shabbir Ali Kanchwala**  
Company Secretary  
Karachi: 8<sup>th</sup> March, 2023

### Election of Directors:

- 1) Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company at its registered office 27, Regal Plaza, Jinnah Road, Quetta the following documents and information not later than fourteen (14) days before the date of the EOGM:



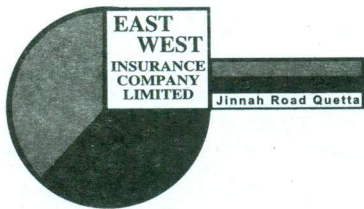
- (a) His/her Folio No./CDC Investors Account No./CDC Participant No./Sub-Account No. The qualification of a director shall be his/her holding shares in the Company of the nominal value of Rs 5,000 in term of Article 77 of the Article of Association at the time of filing consent.
  - (b) Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Companies Act 2017;
  - (c) Consent to act as director on Form 28 under Section 167 of the Companies Act 2017.
  - (d) Information on Annexure A, along with all attachments required therein, and affidavit on Annexure B required under Insurance Companies (Sound and Prudent Management) Regulation 2012 notified by the Securities and Exchange Commission of Pakistan vide SRO 15 (1)/2012 dated 9<sup>th</sup> January 2012. Annexure A and Annexure B are available on SECP website ([www.secp.gov.pk](http://www.secp.gov.pk)), website of the Company ([www.ewi.com.pk](http://www.ewi.com.pk)) and can also be obtained from Registered Office of the Company at addressed mentioned hereinabove.
  - (e) Affidavit on Annexure C required under SRO 1165 (I)/2016 dated 22<sup>nd</sup> December 2016. The Affidavit is available on Company website and SRO 1165 is available on SECP website.
  - (f) Undertaking on Annexure A required under direction issued vide SRO 933(1)2020 dated 30<sup>th</sup> September 2020. The undertaking is available on Company website and SRO 933 is available on SECP website.
  - (g) A detailed profile along with his/her office address as required under SECP's SRO 1196(1)2019 dated October 3, 2019 for placing on website of the Company.
  - (h) An attested copy of Computerized National Identity Card (CNIC)/Passport and NTN;
  - (i) The individual(s) contesting as independent directors shall also submit a declaration that he / she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017 and Rules and regulations issued thereunder;
  - (j) A declaration under the Code of Corporate Governance for Insurer, 2016;
  - (k) A declaration that:
    - He/she is not ineligible to become a director of the Company under Section 153 of the Companies Act 2017 or any other applicable law and regulations.
    - He/she is not serving as a director of more than seven listed companies.
    - He/she is aware of his/her duties and powers under the relevant laws, Codes, Memorandum & Articles of Association of Company, and listing regulations of Pakistan Stock Exchange Limited.
2. Please note that as per Regulation 2(2) of the Insurance Companies (Sound and Prudent Management) Regulations, 2012 proposed directors shall not assume the charge of office until their appointment has been approved by the SECP. SECP may require any further documents to evaluate the proposed director's fitness and propriety.

#### **Closure of Share Transfer Books**

3. The Share Transfer books of the Company will remain closed from March 29, 2023 to March 31, 2023, (both days inclusive). Only persons whose names appear in the register of members of the Company as at, March 28, 2023 shall be entitled to attend, participate in, and vote at the Meeting.

#### **Attendance at the EOGM:**

4. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote. The Instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarial attested copy of the power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. A proxy must be a member of the company. A Company or a Corporation being a member of the Company may appoint a representative through a resolution of board of directors for attending and voting at the meeting. Proxy Form in Urdu and English languages is attached with the notice circulated to the shareholders.



5. Members, who have deposited their shares into Central Depository Company of Pakistan Limited, are being advised to bring their original National Identity Cards along with CDC Participant ID and account number at the meeting venue.
6. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan in Circular No 1 of 2000.

**A. or Attending the Meeting**

- a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board's 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.

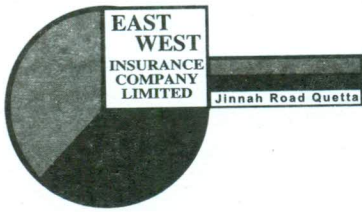
**B. For Appointing Proxies**

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
  - b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
  - c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
  - d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
  - e. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.
7. Members are requested to timely notify any change in their addresses.
  8. The Notice of Extraordinary General Meeting has been placed on the Company's website: <http://www.ewi.com.pk/>.
  9. Pursuant to Companies (Postal Ballot) Regulations, 2018, the shareholders will be allowed to exercise their right to vote through postal ballot for election of directors in case number of candidates contesting the election are more than the number of directors to be elected.
  10. Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the meeting. The demand for video-link facility shall be received by the Share Registrar at the address given herein below at least 7 (seven) days prior to the date of the meeting on the Standard Form which can be downloaded from the company's website: [www.ewi.com.pk](http://www.ewi.com.pk)

Address of Independent Share Registrar of the Company:

Name: THK Associates (Pvt) Limited.

Address: Plot No. 32-C, Jami Commercial Street 2, DHA,  
Phase VII, Karachi. Phone: +92-21-37120628-29



**STATEMENT OF MATERIAL FACTS PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT 2017**

**Election of Directors**

Section 166 of the Companies Act 2017 provides that the statement of material facts annexed to the notice of the general meeting called for election of directors shall indicate the justification for selecting the individual as a candidate for election as independent director. It will be ensured that the independent directors to be elected will meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and regulations issued thereunder,

The Directors are not interested, directly or indirectly, in the above business other than as shareholders of the Company and that they are eligible to contest the election for directorship.