

# EAST WEST INSURANCE CO., LTD.

**HEAD OFFICE:** 

EWI/KHO/CS/2023-

March 9, 2023

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Subject: Clippings of Newspapers of Notice of Extraordinary General Meeting

Dear Sir,

Please find enclosed herewith clippings of Notice of Extradinay General Meeting published in

The Nation, Daily Ausaf & Bslochistan Express Quetta on March 8, 2023.

The Extraordinary General Meeting of the company is scheduled to be held on March 31, 2023,

This is 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



# East West Insurance Company Limited

# 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.

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

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

- (1) Mr. Chief Justice (R) Mian Mahboob Ahmad
  - (5) Mr. Umeed Ansari
- Mr. Javed Yunus (3) Mr. Pervez Yunus
- Mr. Ahsan Mahmood Alvi
- (4) Mr. Saad Yunus
- (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: 8º 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 9th January 2012. Annexure A and Annexure B are available on SECP website (wwww.secp.gov.pk), website of the Company (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>-d</sup> December 2016. The Affidavit is available on Company website and SRO 1165 is available
  - (f) Undertaking on Annexure Arequired under direction issued vide SRO 933(1)2020 dated 30th 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(ई) contesting as independent directors shall also submit a declaration that he / she qualifies the criteria of eligibility an independence notified under the Companies Act, 2017 and Rules and regulations issued thereunder;
  - (j) Adeclaration under the Code of Corporate Governance for Insurer, 2016;
  - (k) Adeclaration 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

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
- Members, who have deposited their shares into Central Depositary 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
- 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. For attending the meeting

- a. In case of individuals, the account holder and / or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original Passport at the time of attending the meeting.
- b. In case of corporate entity, the Board 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

- a. In case of individuals, the account holder / and or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirements
- b. The proxy form shall be witnessed by two persons whose names, address and CNIC numbers shall be mentioned on the form
- c. Altested 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.
- In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier along with proxy form to the Company.
- Members are requested to timely notify any change in their addresses.
- The Notice of Extraordinary General Meeting has been placed on the Company's website: http://www.ewi.com.pk/
- 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 videolink facility shall be received by the Share Registrar at the address given herein blow 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

Address of Independent Share Registrar of the Company: Name: THK Associates (Pvt) Limited.

Address: Plot No. 32-C, Jamí 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 a independent director. It will be ensured that the independent directors to be elected will neet the criteria set out for independence under Section 166 of the Companies Act, 2017 and regulations is sued the reunder,

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





زرىيد بذائطانى كياجاتا ي كدايت ويست انشونس كميني كمين كميني كميني عام موردد 11 مارج 2023 بروز جعد بوقت 3:00 بجے۔ پیر کمپنی کے رجشر ڈوفٹر واقع 27ء ریکل بارزہ، جنان روڈ، گوئٹے میں درج ذیل امیورکی انجام دہی کے لئے منعقد ہوگا:

1-28 بريل 2022 كومنعقد بونے والے كمپنى كے سالاندا جلاس عام كى كارروائى كى تصديق كرنا۔ 2- كېنيز ايك، 2017 كے ييشن (1) 159 كے تحت كېنى كے نو (9) ڈائز يكمرز كا تخاب كريا

بگد وش ہونے والے حسب ذیل ذائر یکٹر زخود کو دوبار وا تخاب میں پیش کرنے کے امل ہیں۔

1- جناب چيف جسنس (رينائرة) ميان محبوب احمد 5- جناب اميدانصاري

6\_جناب احسن محمودعلوي 2\_ جناب جاويد يونس 3-جناب پرويزيونس 7\_محتر مدعروج اينس انصاري

8\_جناب جناب شنراو فاروق لودهي

3۔ چیئر مین کی منظوری ہے ویگر امور کی انجام دہی۔

(كَيْنِيرًا يَكِ، 2017 كَل دفعات كَاروے مادى حَمَّا كَنْ كا كُوشُوار دَوْشُ بِدَائِے ساتھ سَلك ہے )۔

شبيرعلى كانجوالا

كميني سكرينري 2023318:31

دُارُ يَكْمُرِزِكَا انتَابِ:

1 ـ ذائر يكثرز كا يخاب من هسه لينه ك فواهشند كي مجي خض ،خواه ودريثائر بونه والا ذائر يكثر يا كوني ديگر ، كودرج فه يل وستاه يزات اور معلومات غیر معمولی اجلاس عام کی تاریخ نے چودہ (14) بیم قبل مینی کواس کے رجسر ڈونٹر 27 ، ریکل بلازہ، جناح روز مکوئندیل جح

(الف) ما نیا فولیونمبرای ڈی می اکاؤنٹ نمبرای ڈی می وصول کنند ونمبرا سب ای وَنٹ نمبر یہ ڈائر مکٹر کی کوالیفکیشن رضا مندی جمع كراتي وتت أركي آف اليوى ايش ك آركي 77 كى روى 5,000 دويكى معمولى ماليت كى مجنى بين حصص دارى بوگي (ب) ان کے اس اراد کے اطلاع کہ وہ کمپینز ایک 2017 کے سیکٹن (1593 کی روسے ڈائر بیٹرز کے انتخاب کے لئے خواکو

(نَ ) كَيْمِيْزا يَكْ 2017 كَيْمَتُنْ 167 كِيْحَتْ فَارْم 28 رِيْطُورْ وْأَرْكِيْمْ كَام كُرِيْ يِرْضَامندي-

(و) فيمير A يزمطوبات التعداس كي روية تمام خرور كي شلكه جات اورانشور نس كينيز (ساؤنله ايذكريزوزن مينجنث) زيگوليش 2012 ، ير كورير ايذا كي في كميش آف ياكتان كي جانب يدرايدالي آراد 2012/(1) 15 مورند 9جوري 2012 كوجاري كيا كيا، کے تحت شرور کا فیمے B پر بیال حلقی ضیمہ A اور شیمہ B ایس ای کی ٹی کی ویب سائٹ ( www.secp.gov.pk ) آپینی کی ویب . ت ( www.ewi.com.pk ) پر متیاب ہاوراو پر دیئے گئے پید پر تینی کر جنر ڈوفتر سے بھی حاصل کئے جائے ہیں۔ 'ر ایشمیر C بر بیان حلفی جو SRO1165(I)/2016 مورجه 22 دئیبر 2016 کے تحت ضروری ہے۔ بیان حلقی سمبی کی ویب مانك يراستياب باور SRO 1165 مائي الى كى ويب مانت يروستياب ب

ن کے بیار کی انٹرار نامہ جو SRO 933(1)2020 موری 30 وئیر 2020 کے ذریعے جاری ک کی ہوایت کے تحت شروری ے۔ یا قرارنامہ سپنی کی ویب مائٹ پروستیاب ہاور SRO933 ایس ان کی لی کی ویب مائٹ پروستیاب ہے۔ رس) تنفسیلی پروفائل مع ان کے دفتر کا پی= جوالیں ائی تی لی کے SRO 1196(1)2019 مورچہ 3 اکتوبر 2019 کے تھے۔ کمپنی

لی ویب سائٹ پرفراہم کرنے کے لئے ضروری ہے۔

ش) كېيورائز ۋقوى شاختى كارۇ ( ى اين آئى ي) لاياسپور ئەلوراين ئى اين كى تقىدىق شدە كائى -

(ص)۔خود مخار ڈائز یکٹر کےطور پرانتخاب میں حصہ لینے والے افراد کو ؤیکٹریٹن مجی جمع کرانا ہوگا کہ وہکینیز ایکٹ، 2017 کے تحت نو ٹیفائیڈ اوراس کے تحت جاری شدہ تو اعدوضوالہا کے تحت المیت کے مطلوبہ معیار پر پورااتر تے ہیں۔

(ض) كوأ آف كار يوريث كورنس فارانشورر، 2016 كي تحت إيكريش \_

الا و مرات سے زائد لساڈ کمپنیول کے ڈائز بکٹر کے طور پرخدیات انجام نیس وے رہے۔

بڑو ومتعلقہ قوا نمین، کوڈیمیٹنی کے میمورنڈم اینڈ آر ملکز آف ایسوی ایشن کے تحت اپنے فرائفن اورافتیارات اور پاکستان سٹاک ایمپیخ لمیٹن کے اسٹنگ ریکولیشنز ہے آگاہ ہیں۔

2- براوكرم نو شفر مالين كدانشورنس كيينيز (ساؤند ايند پرووزن من ينجنث) ريگوليشنز ، 2012 كرد يگوليشن (2)2 كى روس ججوز و ڈ ائر یکٹرزایس ای می کی جانب ہے اپٹی تقرری کی منظوری ہوئے تک اس نمبدے کا چارج نبیں سغیبالیں گے۔ایس ای بی لی تجوزہ ذائر یکٹری موزونیت اور معقولیت کا اندازہ لگانے کے لئے مزید دستاویزات طلب کرسکتا ہے۔

# صفواتنلى كتبى بندش

3 كيمني كاصم نتلى ك كب 29 مارچ 2023 سے 31 مارچ 2023 كك (بشول ويول ايام) بندر يين كى - صرف وہ افراد جن كے نام 28 مارچ 2023 کوئینی کے ارکان کے رجش پر ظاہر ہوں گے ،اجلاس میں خاضری، حصہ لینے اور ووٹ وینے کے حقدار ہوں گے۔ غير معمولي اجلاس عام من شركت:

4۔ا جلاس بنمائش حاضری اور ووٹ دینے کا حقبارز کن کی دوسرے رکن کواپٹی پراکس کےطور پر حاضر ہونے اور دوٹ دینے کیلیے مقرر رسکنا عمّی ہے۔ پراکس کے تقر رکی وستاویز اور پاورآف اٹارنی یا دیگر اتھاری جس کے تحت اس پر پیخط کتے جا نمیں، بیا پاورآف اٹارنی کی فرای تقدد این شدد کا لیا اجلاس کے دقت سے 48 میلے کیٹنی کے رجنر ڈوفتر میں جج کرا دی جائے۔ پراکس کے لئے کمپنی کارکن بونالازم ہے۔ کوئی کمپنی یا کار پورٹیش جو کمپنی کی رکن ہو،ا جلاس شی حاضری اور ووٹ دینے کے لئے اپنے نمائندے کا تقرر بورڈ آف ة الزيكن قرارداد ك ذريع كركتي ب-اردواد راثكريزي زبانون من يراكمي فارمۇش مؤاك بمرادهم واران كومجواديا حمياب-5- جوار کان اپج جمع سفزل ڈپازٹری میخی آف پاکستان لینٹر کوچی کر ایچے ہیں، انہیں شورہ دیا جا ہے کہ دوا بناام س قوی شاختی کارڈ مع ق في ق يارشيست آني ذي اورا كاؤنث فمبرا جلاس كے مقام پر جمراه لائيں۔

6۔ جوار کان اپنے تھ عم سنٹرل ڈیازٹری کمپنی آٹ پاکستان کمیٹٹر (''ی ڈی ک') کوچھ کر ایکھ میں ، انہیں سکیور شز اینڈ ایکسچھ کیشن آ ف یا کتان کی جانب سے سر کلرنبر 1 ، مجربہ 2000 میں بیان کئے گئے درج ذیل رہنمااصولوں رعمل کرنا ہوگا:

# الف) \_ اجلال من شركت كيلي:

a) ـ افراد کی مصورت میں ، اکاؤنٹ جولڈراور یاسب اکاؤنٹ ہولڈراوران کی رجنزیش تفصیلات ی ڈئی کی قوائد کے مطابق اپ لوؤمیں این شاخت کیلئے اصل می این آئی می یاصل یاسپورٹ اجلاس کے موقع مر پیش کرنا ہوگا۔

b)۔ کارپوریٹ ادارے کی صورت میں ؛ بورڈ آف ڈائر یکٹرز کی قرار دانایا درآف اٹارٹی معینا مزدفر و کے پیخٹی نمونے (اگر پہلے فراہم نہ کیا گیاہو) اجلاس کے موقع پر پیش کرناہوگا۔

# ب)-يراكى كاتقررى كيلي:

a)۔افراد کی مورت میں ،اکاؤنٹ بولڈریا سب اکاؤنٹ بنولڈراوران کی رجٹر پیش تفسیلا ہے ی ڈی ق قرائد کے مطابق ایساوڈ میں ، يروكى قارم مندرجه بالاشرائط كے مطابق جمع كروانا ہوگا:

> b)\_ پروکس فادم پر دوافراد کی گوائی ہونی جا ہے جن کے نام، چة اوری این آئی می نمبرز فادم میں ورج ہوں۔ ٥) مبران اور يردكى كيت اين آئى يا يا سيورك كاتفيديق شده كاپيان پروكن قارم كي بمراو مُسلك وونا عاسية d)۔ پروکی کوا جلاس کے موقع پر اصل کا این آئی کی یاصل پاسپورٹ پیش کرنا ہوگا۔

e) - کار پاریٹ ادارے کی صورت میں، بورڈ آف ڈائز کیکٹر از کار اوا ایا درآف اٹارٹی معتام دفرد کے دستھا کا نمورڈ (اگر پہلے فراہم ن کیا گیا ہو) پروکی فارم کے ہمراہ کمپنی کو پیش کرنا ہوگا۔

7۔ ارکان سے التماس ہے کہ وہ اپنے پیتہ میں کسی بھی تبدیلی کے بارے میں بروقت مطلع کریں۔

8 فيرمعمولي اجلاك عام كانوش كيني كي ويب مائك: http://www. wi.com.pk/ يرجى فرا بمركز وإعمار

9 كينيز (بيش بيك)ر كيليشز، 2018 كى روى، تصفى داران كو الزيكرز كا انتخاب كے لئے اس صورت ميں بيش بيك ك ريع ووت دين كاحق استعال كرف كي اجازت وكي كه انتخاب من حصه لين والحاميد دارون كي اقداد متنب ك جان وال دُائرَ یکٹرز کی تعداد ہے: زیادہ ہو۔

10 کیٹیزا کیٹ، 2017 کی دفعات کی روے، ایک شبر میں مقیم همص داران جوکل ادا شدہ شیئر کیٹول کے کم از کم 10 فیصد کے حال ہوں، مینی سے اجلاس میں شرکت کے لئے وؤیولنگ کی سمولت فراہم کرنے کا نقاضًا کر کتے ہیں۔ وؤیولنگ کی سہولت کا نقاضا شیئر رجبز ار کوا جاری کی تاریخ ہے 7 (سات) یوم بل شینڈ رو فارم پر موصول ہو جانا جا ہے جو کمپنی کی ویب سائے۔ www.ewi.com.pk ت ذاذن او ذكيا جاسكتا ب

كمپنى كانڈىيندنٹ شيئررجىڑاركاية:

نام في التي كاليوى السر (يرا يُويث) لميثله

بة: بلات فمبر C-32، جاي مَرشُل سريت 2، وَي التَّحَ ال ، فيز VII ، كرا جي

نون: 92-21-37120628-29

# كمينزا يك 2017 كى دفعات كى روے مادى حقائق كا كوشواره

لمینزا یک 2017 کائیش 166 میاگرتا ہے کہ ڈائزیکٹر زے آتا ہا کے لئے طلب کھے گئے اجلاں عام کے واس سے رتی خیر کے طور پرہ یا گیا والی حقائق کا گوشوار وکئی فروکو فوومتار ڈائز کیٹر کے طور پیا تھا ہے گئے اسیدوار کے طور پراٹھا ہے کا جواز فعا ہرکرے گا۔ اس بات ویقینی منایہ جائے کہ خود مختار ڈائز کیلٹرز چوشنٹ ہونا دول کیپٹیزا گیٹ 2017 کے سکٹن 166 اوراس کے تحت جاری کرد و شواہیا ك تحت خود مثارى ك الله ويان ك عظم مطلوبه معياري يورااتري على

ذا فريكة زيطور كبنى تيضعن داران كالماه وخاكوره بالامورثين بالواسط بالمؤاء اسطيطور يردفيجي فيمن ركحته اورييكه ووالزيكة شب ك القابين هد لين سامل بيا-

# The Nation Karachi | Wednesday, March 08, 2023



# East West Insurance Company Limited

# 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

### **ORDINARY BUSINESS:**

- To confirm the minutes of Annual General Meeting of the Company held on April
- To elect Nine (9) Directors of the Company in accordance with section 159(1) of the

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

- (1) Mr. Chief Justice (R ) Mian Mahboob Ahmad (5) Mr. Umeed Ansari
- (2) Mr. Javed Yunus
- (3) Mr. Pervez Yunus
- (4) Mr. Saad Yunus
- (6) Mr. Ahsan Mahmood Alvi (7) Mrs. Urooj Yunus Ansari (8) Mr. Shahzad Faroog Lodhi
- 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: 8th March, 2023

- 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 9th January 2012. Annexure A and Annexure B are available on SECP website (wwww.secp.gov.pk), website of the Company (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>∞</sup> December 2016. The Affidavit is available on Company website and SRO 1165 is available
- (f) Undertaking on Annexure A required under direction issued vide SRO 933(1)2020 dated 30th 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 SRC 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:
- 11 (i) The Individual(s) contesting as independent directors shall also submit a declaration that he / she qualifies the criteria of eligibility an independence notified under the Companies Act, 2017 and Rules and regulations issued thereunder;
  - (j) Adeclaration under the Code of Corporate Governance for Insurer, 2016;
  - (k) Adeclaration 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

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.

- 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 lit 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
- Members, who have deposited their shares into Central Depositary 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
- 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

# A. For attending the meeting

- a. In case of individuals, the account holder and / or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original Passport at the time of attending the meeting.
- In case of corporate entity, the Board 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

- a. In case of individuals, the account holder / and or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirements.
- The proxy form shall be witnessed by two persons whose names, address 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
- e. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (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 blow 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

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.