



## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting (EOGM) of the Shareholders of The Universal Insurance Company Limited will be held on Friday November 15, 2024 at 10:30 A.M. at the registered office of the Company at Universal Insurance House, 63-Shahrah-e-Quaid-e-Azam, Lahore to transact the following business: -

### A. ORDINARY BUSINESS

1. To confirm the minutes of the Annual General Meeting of the Company held on April 27, 2024 at Lahore.

### B. SPECIAL BUSINESS

2. To consider to pass the following resolutions as Special Resolution with or without modification:

"Resolved that in accordance with provisions of Companies Act, 2017 together with approval of the Board to purchase of a partial floor in project "Sky Garden" of Business Vision (Pvt.) Limited situated at Plot no. 108 C.F., 1-5, old Clifton Quarters, Karachi is hereby ratified and approved"

"Resolved Further that Director and/or Principal Officer and/or Company Secretary be and is/are hereby singly and/or jointly authorized to take any and all necessary actions to complete all legal formalities and sign/ execute any and all such documents/ indentures as may be required in this regard on behalf of the Company."

### C. ANY OTHER BUSINESS

3. To transact any other business with the permission of the Chair.

**Statement under Section 134(3) of the Companies Act, 2017, pertaining to the Special Business referred to the above is annexed to this notice of meeting, being sent to the shareholders.**

Dated: October 25, 2024  
Lahore

By Order of the Board  
(Liaqat Ali Shaukat)  
Company Secretary

### NOTES:

1. The Company has decided to facilitate its shareholders by also allowing the shareholders to attend the meeting through video link. For this, the shareholders are requested to register themselves by sending an email along with the following particulars at [info@uic.com.pk](mailto:info@uic.com.pk) before close of business hours on November 13, 2024.

Name of shareholder	CNIC No.	Folio No. / CDC Account No.	Contact No.	Email Address

The shareholders can also provide their comments/ questions for the proposed agenda items of the EOGM at the email address [info@uic.com.pk](mailto:info@uic.com.pk).

2. The Share Transfer Books of the Company will remain closed from November 08, 2024 to November 15, 2024 (both days inclusive). Transfer received in order at the office of the Company Share Registrar M/s. Hameed Majeed Associates, H.M House, 7-Bank Square Lahore up to the close of business on November 07, 2024 will be considered in time to attend and vote at the meeting.
3. A member entitled to attend and vote at the meeting may appoint another member as his/ her proxy to attend and vote instead of him/ her. Proxies, in order to be effective, must be received at the Registered Office of the Company duly stamped, signed and witnessed not later than 48 hours before the meeting. A member shall not be entitled to appoint more than one proxy.
4. Form of proxy is appended with this notice in both English and Urdu languages and can be downloaded from the Company's website.
5. CDC shareholders are requested to bring their original CNIC card, Account, Sub account numbers and participant's Number in Central Depository Company (CDC) for identification purpose for attending the meeting. In case of corporate entity, the Board of Director's resolution/ Power of attorney with specimen signature of the nominee along with his /her recent photograph shall be produced (unless it has been provided earlier) at the time of the meeting.
6. Shareholders are requested to immediately notify shares registrar of the company promptly of any change in their addresses, if any and submit copy of valid CNIC if not submitted yet.
7. The Members must ensure that the duly filled and signed ballot paper (will be available on the Company's website within stipulated time to download), along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's registered address, Universal Insurance House, 63-Shahrah-e-Quaid-e-Azam, Lahore, or email at [chairman@uic.com.pk](mailto:chairman@uic.com.pk) one day before the meeting i.e., on November 14, 2024 before 05:00 pm. A postal ballot received after this time/date shall not be considered for voting. The signature on the ballot paper shall match with the signature on CNIC.

### 8. Electronic voting

- a. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of Members of the Company by the close of business on November 07, 2024.
- b. The web address, login details, and password, will be communicated to members via email from the web portal of M/s Hameed Majeed Associates (Private) Limited, H.M House, 7-Bank Square, Lahore (being the e-voting service provider).
- c. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d. Members shall cast vote online at any time from November 11, 2024, 9:00 a.m. (PST) to November 14, 2024 till 5:00 p.m. (PST). Voting shall close on November 14, 2024, at 5:00 p.m. Once the vote on the resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

### 9. Consent for Video Conference Facility

Pursuant to section 132(2) of the Companies Act, 2017, if the Company receives consent from members holding in aggregate 10% or more shareholding, residing at geographical location, to participate in the meeting through video conference at least seven (7) days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. In order to avail this facility please provide following information to the registered office of the Company:

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member of The Universal Insurance Co. Ltd., holder of \_\_\_\_\_ Ordinary Share(s) as per Folio/ CDC Account No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_ Signature of Member(s)

### Statement of Material Facts 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 EOGM of the Company to be held on November 15, 2024.

### Agenda Item No. 2 To purchase a partial floor in project Sky Garden to be passed as Special Resolution

In accordance with provisions of Companies Act, 2017, the Company wish to purchase an office partial floor in Project "Sky Garden" of Business Vision (Pvt.) Limited situated at Plot no. 108 C.F., 1-5, old Clifton Quarters, Karachi.

Size of the office is 6737 sq. ft. having total price of Rs. 336.850 million. The payment of Rs. 120 million have already been made to Business Vision (Pvt.) Limited, however remaining payment would be made in installments as per defined payment plan ending on November 30, 2026. The project is expected to be completed by December 31, 2026.

The following Directors are interested in the resolution to the extent of their common directorships and their shareholding in the Associated Company.

1. Lt. Gen (Retd.) Ali Kuli Khan Khattak
2. Mr. Ahmad Kuli Khan Khattak

Further below directors are interested in resolution to the extent of their relation with above mentioned directors.

1. Mrs. Shahnaz Sajjad Ahmad
2. Dr. Shahin Kuli Khan Khattak
3. Mr. Khalid Kuli Khan Khattak

Based on above, the matter is being presented before general meeting for approval by shareholders as special resolution.

