

Habib Insurance Company Limited

Notice of Extra Ordinary General Meeting

NOTICE is hereby given that the Extra Ordinary General Meeting of the Shareholders of the Company will be held at Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Block 8, Clifton, Karachi on Wednesday, May 10, 2023 at 11:00 am to transact the following business. The shareholders may also attend the meeting through video conference facility managed by the Company as per instructions given in the notes section.

Ordinary Business

1. To elect nine (09) directors of the Company as fixed by the Board vide Resolution by Circular dated April 05, 2023 in accordance with the provisions of Section 159(1) of the Companies Act, 2017 for a term of three years with effect from May 10, 2023.

The following are the retiring Directors, who may offer themselves for election:

Mr. Rafiq M. Habib, Mr. Abbas D. Habib, Mr. Mansoor G. Habib, Mr. Muhammad Hyder Habib, Mr. Qumail R. Habib, Mr. Aun Mohammad A. Habib, Mr. Shahid Ghaffar, Mr. Ali Fadoo and Ms. Maleeha Humayun Bangash.

2. To consider any other business of the Company with the permission of the Chair.

Statement under Section 166(3) for item No.1 of the Companies Act, 2017 to be transacted at the said Extra Ordinary General Meeting is attached.

By order of the Board

Karachi: April 19, 2023

Muhammad Maaz Akbar
Company Secretary

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Notes:

1. Participation in the Extra Ordinary General Meeting through Video Link Facility:

The entitled shareholders who are interested to attend EOGM through online platform and whose names appeared in the Books of the Company by the close of business on May 02, 2023 are hereby requested to get themselves registered with the Company Secretary Office by providing the following details at the earliest but not later than 48 hours before the time of EOGM (no account shall be taken of any part of the day that is not a working day) at investor.relations@habibinsurance.net

Name of shareholder	CNIC No.	Folio No. / CDS No.	Cell Number	Email address

Upon receipt of the above information from interested shareholders, the Company will send the login details at their email addresses. On the EOGM day, shareholders will be able to login and participate in the EOGM proceedings through their smartphones or computer devices from any convenient location.

The login facility will be opened 30 minutes before the meeting time to enable the participants to join the meeting after identification and verification process.

The entitled shareholders (whose names appeared in the Books of the Company by the close of business on May 02, 2023) along with the details mentioned above may send their comments/suggestions for the proposed Agenda items at the above email address at least 48 hours before the time of EOGM (no account shall be taken of any part of the day that is not a working day).

2. The share transfer books of the Company will remain closed from Wednesday, May 03, 2023 to Wednesday, May 10, 2023 (both days inclusive) for the purpose of Extra Ordinary General Meeting.
3. A member entitled to attend and vote at this meeting is entitled to appoint another member of the Company as his/her proxy to attend and vote on his/ her behalf. Proxy form, in order to be effective, must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the meeting.
4. The entitled shareholders are requested to keep with them their original Computerized National Identity Cards (CNICs) / Passport along with their folio numbers / participant(s) ID numbers and CDC account numbers at the time of attending the Extra Ordinary General Meeting in order to facilitate identification of the respective shareholders. The proxy shall also produce his/her original CNIC or Passport at the time of the meeting. In case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signatures shall be submitted along with Proxy Form.
5. Members are requested to promptly communicate any change in their address to our Share Registrar, M/s. CDC Share Registrar Services Limited.
6. Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company, the following documents and information at its registered office not later than fourteen days before the date of the above said meeting:
 - a). His/her Folio No./ CDC Investor 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.10,000 in terms of Article 52 of the Articles of Association;
 - b). Notice of his/her intention to offer himself/herself for the election of directors in terms of section 159 of the Companies Act, 2017.
 - c). Information on Annexure A, along with the attachments required therein, and Affidavit on Annexure B required under Insurance Companies (Sound and Prudent Management) Regulations, 2012 notified by the Securities and Exchange Commission of Pakistan (SECP) vide S.R.O 15(1) of 2012 dated January 09, 2012. Annexure A and Annexure B are available on SECP's website (www.secp.gov.pk), website of the Company (www.habibinsurance.net) and can also be obtained from the Registered Office of the Company; 1st Floor, State Life Building No.6, Habib Square, M.A. Jinnah Road, Karachi.

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- d). Affidavit on Annexure C required under S.R.O 1165(I) of 2016 dated December 22, 2016. The affidavit is available on Company's website and S.R.O 1165 is available on SECP's website.
 - e). Undertaking on Annexure A required under direction issued vide S.R.O 1525(1) of 2018 dated December 14, 2018. The undertaking is available on Company's website and S.R.O 1525 is available on SECP's website.
 - f). Consent to act as director on Form 28 under section 167 of the Companies Act, 2017.
 - g). A detailed profile alongwith his/her office address as required under SECP's S.R.O 634(1) of 2014 dated July 10, 2014 for placing on website of the Company.
 - h). An attested copy of Computerized National Identity Card (CNIC or NICOP).
 - i). A declaration that:
 - He/She is not ineligible to become a director of the Company under section 153 of the Companies Act, 2017.
 - 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, Memorandum & Article of Association of Company and Listing Regulations of Pakistan Stock Exchange.
 - j). 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. The above information is required by the SECP for approval of the proposed directors and any other supporting information to evaluate the proposed director's fitness and propriety.
7. Pursuant to Companies (Postal Ballot) Regulations, 2018, for the purpose of election of directors and for any other agenda item subject to the requirements of section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, i.e. voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulation.

For any query / clarification / information, the shareholder may contact the Share Registrar at the following address:

M/s. CDC Share Registrar Services Limited
CDC House, 99-B, Block-B
SMCHS, Main Shahrah-e-Faisal
Karachi-74400

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Statement under Section 166(3) of the Companies Act, 2017

Item No. 1 of the Agenda

Statement under section 166(3) of the Companies Act, 2017 in respect of Election of Independent Director of the Company

Persons eligible under Section 153, meet the criteria under section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulation, 2018, may submit their nominations to be elected as independent directors. Independent directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under Section 166(2) of the Companies Act, 2017.