GENERAL

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (EOGM) of the Company will be held on Tuesday June 20, 2023 at 11:30 a.m. at ISE Auditorium, ISE Towers, 55-B, Jinnah Avenue, Blue Area, Islamabad to transact the following business:

SPECIAL BUSINESS:

1. To consider and if thought fit, to increase the authorized share capital of the Company from Rs. 2,000,000,000/- up to Rs. 17,000,000,000/- by creation of 1,500,000,000 ordinary shares of Rs. 10/- each and to alter Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company by passing the following resolution as special resolution, with or without modification(s), addition(s) or deletion(s):

RESOLVED:

i. "That the Authorized Share Capital of EFU General Insurance Limited (the "Company") be increased from Rs. 2,000,000,000/- divided into 200,000,000 shares of Rs. 10/- each up to Rs. 17,000,000,000/- divided into 1,700,000,000 ordinary shares of Rs. 10/- each".

ii. "That consequent upon the said increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company be and are hereby altered to read as follows:

CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

The Share Capital of the Company is Rs. 17,000,000,000/- (Rupees Seventeen billion) divided into 1,700,000,000 Ordinary Shares of Rs. 10/- each with power of the Company to increase or reduce the said capital, original or increased, with or without preference, priority or special priority or special privileges, or subject to any postponement of rights or to restrictions, and so that unless the conditions of issue of shares shall otherwise expressly declare, every issue of shares whether declared to be preference or otherwise, shall be subject to the powers hereinbefore contained. The Company also have the power to attach special rights and privileges to the various classes of shares.

ARTICLE 4 OF THE ARTICLES OF ASSOCIATION

The Share Capital of the Company is Rs. 17,000,000,000/- (Rupees Seventeen billion) divided into 1,700,000,000 Ordinary Shares of Rs. 10/- each with power of the Company to increase or reduce the said capital, original or increased, with or without preference, priority or special priority or special privileges, or subject to any postponement of rights or to restrictions, and so that unless the conditions of issue of shares shall otherwise expressly declare, every issue of shares whether declared to be preference or otherwise, shall be subject to the powers hereinbefore contained. The Company also have the power to attach special rights and privileges to the various classes of shares.

2. To consider, and if thought fit to pass the following Resolution for the transmission of the Annual Report through QR enabled code with Annual General Meeting notice and web link:

"RESOLVED THAT the circulation of Annual Report of EFU General Insurance Limited to its members through QR enabled code with Annual General Meeting notice and web link instead of CD/DVD/USB at their registered addresses, as per the Notification No. SRO 389 (I)/2023 dated March 21, 2023 issued by the Securities and Exchange Commission of Pakistan be and is hereby approved."

Attached to this notice of meeting being sent to the members is a statement under Section 134 (3) of the Companies Act, 2017 setting forth:

3. All material facts concerning the resolutions contained in items 1 & 2 of the Notice.

By Order of the Board

HASANALI ABDULLAH
Managing Director & Chief Executive

Karachi: Tuesday May 30, 2023

NOTES

1. **PARTICIPATION IN EOGM THROUGH ELECTRONIC MEANS**

In light of the clarification issued by the Securities and Exchange Commission of Pakistan vide Circular No. 4 of 2021 for ensuring participation of member in general meeting through electronic means as a regular feature, the Company has also provided the facility for attending the meeting via a video-link to its shareholders. The members are encouraged to participate in the meeting online by following the below guidelines.

The shareholders who intend to attend and participate in EOGM through video-link are requested to provide below information to Company Secretary at e-mail address: amin.punjani@efuinsurance.com, at least 24 hours before the time of EOGM i.e. latest by 11:30 a.m. on June 19, 2023.

Folio / CDC Account No.	Name	CNIC No.	Cell No.	Email Address

Upon receipt of the above information from shareholders, the Company will send login details to their email addresses, which will enable them to join the said EOGM through video conference on Tuesday June 20, 2023 at 11:30 a.m.

2. A member entitled to attend and vote at the EOGM is entitled to appoint another member as a proxy to attend and vote in respect of him. Forms of proxy must be deposited at the Company's Registered Office not later than 48 hours before the time appointed for the meeting.

3. CDC Account Holders are advised to follow the following guidelines of the Securities and Exchange Commission of Pakistan.

a. **For Attending the Meeting:**

i. In case of individuals, the account holder or sub-account holder and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.

ii. In case of corporate entity, the Board of 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:**

i. In case of individuals, the account holder or sub-account holder and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement

ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

iii. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

iv. The proxy shall produce his original CNIC or original passport at the time of the meeting.

v. 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.

4. Members are requested to communicate to Shares Registrar of the Company of any change in their addresses. The Shareholders holding shares through CDC are requested to please update their addresses with their Participants.

5. The Share Transfer Books of the Company will be closed from June 13, 2023 to June 20, 2023 (both days inclusive). Transfers received in order by our Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 at the close of the business on June 12, 2023 will be considered in time to attend and vote at the meeting.

6. Members are requested to notify/submit the following, in case of book entry securities in CDC to respective CDC participants and in case of physical shares, to the Company's Share Registrar, if not earlier provided / notified:

   a. Change in their addresses;
   b. Valid and legible photocopies of Computerized National Identity Card (CNIC) for Individuals and National Tax Number (NTN) both for individual and corporate entities.

7. **REGISTRATION DETAILS OF PHYSICAL SHAREHOLDERS**

   As per Section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulations, 2018, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact mobile/telephone number, International Bank Account Number (IBAN), etc. to our Share Registrar at their below address immediately to avoid any non-compliance of law or any inconvenience in future:

CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400. Tel. Toll Free: 0800-23275, Email: info@cdcsrsl.com, website: www.cdcsrsl.com

8. **PROCEDURE FOR E-VOTING**

In accordance with the Companies (Postal Ballot) Regulation, 2018, ("the Regulations") the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, inter alia, all businesses classified as special business under the Companies Act, 2017, ("the Act") and election of Directors in the manner and subject to conditions contained in the Regulations.

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 June 12, 2023.

b) The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (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) Voting lines will start from June 15, 2023, 09:00 a.m. and shall close on June 19, 2023 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

9. **PROCEDURE FOR VOTING THROUGH POSTAL BALLOT**

Pursuant to Regulations, the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for all businesses classified as special business under the Act in the manner and subject to conditions contained in the Regulations in accordance with the requirements and procedure contained in the aforesaid Regulations. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website www.efuinsurance.com to download.

Statement 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 June 20, 2023.

1. **Item No. 1 of the Notice**

RESOLVED:

i. "That the Authorized Share Capital of EFU General Insurance Company Limited (the "Company") be increased from Rs. 2,000,000,000/- divided into 200,000,000 shares of Rs. 10/- each up to Rs. 17,000,000,000/- divided into 1,700,000,000 ordinary shares of Rs. 10/- each".

ii. "That consequent upon the said increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company be and are hereby altered to read as follows:

2. Item No. 2 of the Notice

The Board of Directors has recommended that as per the requirements under S.R.O. 389(I)/2023 dated March 21, 2023, issued by the SECP, shareholders' approval be sought to transmit Annual Report through QR enabled code and web link which is included in the Notice of the Extra Ordinary General Meeting.

For this purpose, it is proposed that the following resolution be passed at the Extra Ordinary General Meeting:

> "**RESOLVED THAT** the circulation of Annual Report of EFU General Insurance Limited to its members through QR enabled code with the notice of Annual General Meeting and web link instead of CD/DVD/USB at their registered addresses, as per the Notification No. SRO 389 (I)/2023 dated March 21, 2023 issued by the Securities and Exchange Commission of Pakistan be and is hereby approved."

EFU General Insurance Limited

GENERAL

Ballot paper for voting through post for the Special Business at the Extra Ordinary General Meeting to be held at ISE Auditorium, ISE Towers, 55-B, Jinnah Avenue, Blue Area, Islamabad,
on Tuesday June 20, 2023 at 11:30 a.m.
Website: www.efuinsurance.com.

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of Shares Held	
CNIC / Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC / Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Agenda Item # 1

"RESOLVED THAT the Authorized Share Capital of EFU General Insurance Company Limited (the "Company") be increased from Rs. 2,000,000,000/- divided into 200,000,000 shares of Rs. 10/- each up to Rs. 17,000,000,000/- divided into 1,700,000,000 ordinary shares of Rs. 10/- each.

RESOLVED THAT consequent upon the said increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company be and are hereby altered to

Agenda Item # 2

"RESOLVED THAT the circulation of Annual Report of EFU General Insurance Limited to its members through QR enabled code with Annual General Meeting notice and web link instead of CD/DVD/USB at their registered addresses, as per the Notification No. SRO 389 (I)/2023 dated March 21, 2023 issued by the Securities and Exchange Commission of Pakistan be and is hereby approved."

Instructions For Poll

1. Please indicate your vote by ticking (√) the relevant box.
2. In case if both the boxes are marked as (√), you poll shall be treated as **"Rejected"**.

I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (√) mark in the appropriate box below;

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Agenda Item # 1		
Agenda Item # 2		

NOTES:

1. Dully filled ballot paper should be sent to the Chairman, 7th Floor, EFU House, M.A. Jinnah Road, Karachi or email at amin.punjani@efuinsurance.com
2. Copy of CNIC / Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman within business hours by or before Monday June 19, 2023. Any postal ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC / Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.

6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.

7. Ballot paper form has also been placed on the website of the Company at: www.efuinsurance.com. Members may download the ballot paper from the website or use an original/photocopy published in newspapers.

________________________ Date __________

Shareholder / Proxy holder Signature / Authorized Signatory

(In case of corporate entity, please affix company stamp)

GENERAL

Form Of Proxy

I / We ____

of ____

being a member of E F U GENERAL INSURANCE LIMITED hereby appoint

Mr. ____

of ____

or failing him ____

of ____

as my / our proxy in my / our absence to attend and vote for me / us and on my / our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday June 20, 2023 at 11:30 a.m. and at any adjournment thereof.

Signed this ____________ day of ______ 2023.

WITNESSES:

1. Signature: ____________________
   Name: ____________________
   Address: ____________________
   ____
   CNIC Or Passport No: ____________________

Revenue Stamp

Signature of Member(s)

2. Signature: ____________________
   Name: ____________________
   Address: ____________________
   ____
   CNIC Or Passport No: ____________________

Shareholder's Folio No. ____________
and / or CDC
Participant I.D.No. ____________
and Sub Account No. ____________

Important:

This form of Proxy, duly completed, must be deposited at the Company's Registered Office at Kamran Centre, 1st Floor, 85 East, Jinnah Avenue, Blue Area, Islamabad, not later than 48 hours before the time appointed for the meeting.

CDC Shareholders and their Proxies are each requested to attach attested photocopy of their Computerized National Identity Card (CNIC) or Passport with this proxy form before submission to the Company.

CDC Shareholders or their Proxies are requested to bring with them their Original Computerized National Identity Card or Passport along with the Participant's ID number and their account number at the time of attending the Extraordinary General Meeting in order to facilitate their identification.

EFU GENERAL

پراکسی فارم

میں/ہم ________________________________

ساکن ________________________________

بحیثیت ممبر ای ایف یو جنرل انشورنس لمیٹڈ بذریعہ ہذا مسمی ________________________________

ساکن ________________________________

کو یا ان کی عدم دستیابی کی صورت میں مسمی ________________________________

ساکن ________________________________

کو اپنی/ہماری جانب سے پراکسی مقرر کر رہا/رہی ہوں تا کہ وہ منگل ۲۰ جون ۲۰۲۳ء بوقت ۱۱:۳۰ بجے صبح منعقد ہونے والے غیر معمولی اجلاسِ عام یا اس کے کسی بھی التواء میں میری/ہماری جگہ شرکت کرے اور ووٹ ڈالے۔

دستخط بروز ________ بتاریخ ________ ۲۰۲۳ء

گواہان:

۱۔ دستخط: ________________

نام: ________________

پتہ: ________________

____

سی این آئی سی یا پاسپورٹ نمبر ________________

ریونیو اسٹیمپ

ممبر (ممبران) کے دستخط

۲۔ دستخط: ________________

نام: ________________

پتہ: ________________

____

سی این آئی سی یا پاسپورٹ نمبر ________________

شیئر ہولڈر کا فولیو نمبر اور/یا سی ڈی سی ________________

پارٹیسپینٹ کا آئی ڈی نمبر ________________

اور ذیلی اکاؤنٹ نمبر ________________

اہم نوٹ:

پراکسی کا یہ فارم جو ہر طرح سے مکمل ہو، لازماً کمپنی کے رجسٹرڈ آفس واقع کامران سینٹر، پہلی منزل، ۸۵ ایسٹ، جناح ایونیو، بلیو ایریا، اسلام آباد میں اجلاس کے طے شدہ وقت سے کم از کم ۴۸ گھنٹے قبل جمع کرا دیا جائے۔

سی ڈی سی شیئر ہولڈرز اور ان کے پراکسیز سے درخواست ہے کہ ہر ایک اپنے کمپیوٹرائزڈ قومی شناختی کارڈ (سی این آئی سی) یا پاسپورٹ کی مصدقہ نقل کمپنی کو پراکسی فارم جمع کرانے سے قبل اس کے ساتھ منسلک کرے۔

سی ڈی سی شیئر ہولڈرز یا ان کے پراکسیز سے درخواست ہے کہ اپنے اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ بشمول پارٹیسپینٹ کا آئی ڈی نمبر اور ان کے اکاؤنٹ نمبر اپنی شناخت میں سہولت کی غرض سے غیر معمولی اجلاسِ عام میں شرکت کے وقت ہمراہ لائیں۔