



East West Insurance Company Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 39th Annual General Meeting of East West Insurance Company Limited will be held on Thursday, April 28, 2022, at 11:30 A.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 Extraordinary General Meeting of the Company held on November 20, 2021.
2. To receive, consider and adopt the Audited Financial Statements of the Company together with the Directors' and Auditors' report thereon for the year ended December 31, 2021.
3. To consider the appointment of Auditors for the year ending December 31, 2022 and fix their remuneration.
4. To approve the interim bonus issue as final distribution for the year ended December 31, 2021 announced on November 23, 2021 and already issued to the shareholders in the proportion of three ordinary shares for every twenty ordinary shares held i.e., 15%.

SPECIAL BUSINESS:

5. The Board of Directors has to decide to increase the Authorized Capital of the company to facilitate the further issue of capital. To consider and if thought fit to pass following Resolution:

RESOLVED that the Authorized Capital of the Company be increased from Rs. 1,500,000,000 (Rupees One thousand Five hundred Million) to Rs. 2,000,000,000 (Rupees Two thousand Million) and divided in 200,000,000 ordinary shares of Rs. 10/- each. That respective clause of Memorandum and Articles of Association of the company be amended to the extent of increased Authorized Capital and division thereof to become effective immediately.

6. Investment in Askari Life Assurance Company Limited.

To consider and if thought fit to pass the following resolutions with or without any modification as Special Resolution:

RESOLVED that consent of the members of East West Insurance Co., Ltd., be and is hereby accorded in terms of section 199 and other applicable provisions of Companies Act, 2017 and the Company be and is hereby authorized to further invest/dis-invest up to Rs. 40,000,000/- (Rupees Forty Million) from time to time in Askari Life Assurance Company Limited, an associated company for purchase/sale of ordinary shares of face value of Rs. 10 each at the price ruling in stock exchange at the date of purchase/sale as per terms and conditions disclosed to the members and the resolution shall be valid for a period of one year from the date of passing of special resolution.

*Further Resolved that Managing Director & Chief Executive or Company Secretary be and are hereby individually authorized to fulfill all legal and corporate formalities for making the above investment.

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

Attached to this notice of meeting being to the members is a statement under section 134(3) (b) Companies Act, 2017.

By the order of the board

Shabbir Ali Kanchwala

Company Secretary

Karachi: 25th March, 2022.

NOTES:

1. PARTICIPATION IN AGM THROUGH ELECTRONIC MEANS:

In view of the prevailing situation of Pandemic Covid-19, particularly in the wake of its fifth wave and concerning the well-being of the participants of the AGM, this General Meeting being conducted as per guidelines circulated by SECP vide its Circular No. 4 of 2021 dated 1st February 2021 and Circular No. 6 of 2021 dated 3rd March 2021. Accordingly, the following arrangements have been made by the Company to facilitate the participation of the shareholders in the AGM through online video conference, either in-person or through appointed proxies.

The shareholders are requested to please provide below information to our Company Secretary at e-mail address: shabbir.a.kanchwala@ewi.com.pk, at least 24 hours before the time of AGM i.e., latest by 11.30 am on April 27, 2022.

Folio / CDC Account No.	Name	CNIC No.	Cell No.	Email Address
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Upon receipt of the above information from shareholders the Company will send login details to their email address, which will enable them to join the said AGM through video conference on Thursday April 28, 2022 at 11:30 AM.

2. A member entitled to attend and vote at the General Meeting is entitled to appoint another member as a proxy to attend and vote in respect of him. Form 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 & Exchange Commission of Pakistan.

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'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 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. 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 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. The Share Transfer Books of the company will be closed from April 22, 2022 to April 28, 2022, (both days inclusive). Transfers received in order by our Share Registrar, M/s. THK Associates (Private) Limited, Plot no. 32-C, Jami Commercial Street 2, DHA, Phase VII, Karachi, by the close of business on April 21, 2022 will be considered in time to attend and vote at the meeting.

5. 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 address;

- b. Valid and legible photocopies of Computerized National Identity Card (CNIC) for individuals and National Tax Number (NTN) both for individual & corporate entities.

6. Electronic Transmission of Financial Statements and Notices

As per SRO 787(1) 2014 dated September 06, 2014, the Securities & Exchange Commission of Pakistan (SECP) has directed all companies to facilitate their members receiving annual financial statements and notice of annual general meeting through electronic mail system (E-mail). The Company is pleased to offer this facility to our valued members who desire to receive annual financial statements and notices through email in future.

In this regard, those members who wish to avail this facility are hereby requested to convey their consent via email on a standard request form which is available at the Company's website.

Please ensure that your email account has sufficient rights and space available to receive such email which may be greater than 1 MB in size. Further, it is responsibility of member(s) to timely update the share registrar of any change in his (her/its) their registered email address at the address of Company's Registrar.

7. Electronic Dividend Mandate

Under Section 242 of Companies Act, 2017, it is mandatory for all listed company to pay cash dividend to its shareholders only through electronic mode directly in to the bank account designated by the entitled shareholders.

In order to receive dividend directly into their bank account, shareholders are requested (if not already provided) to fill in Bank Mandate Form for Electronic Credit of Cash Dividend available in the Annual Report and also on the Company's website and send it duly signed along with a copy of CNIC to the Share Registrar of the Company, M/s. THK Associates (Private) Limited, Plot no. 32-C, Jami Commercial Street 2, DHA, Phase VII, Karachi in case of physical shares.

In case shares are held CDC, electronic, dividend mandate form must be directly submitted shareholder's brokers / participant / CDC account services as the case may be.

In case of non-receipt of information, the Company will be constrained to withhold payment of dividend to shareholders.

8. Submission of Valid CNIC (Mandatory)

As per SECP directives, the dividend warrants of the shareholders whose valid CNICs are not available with the Share Registrar could be withheld. All shareholders having physical shareholding are, therefore advised to submit a photocopy of their valid CNICs immediately, if already not provided, to the Company's Share Registrar at the following address, M/s. THK Associates (Private) Limited, Plot no. 32-C, Jami Commercial Street 2, DHA, Phase VII, Karachi without any further delay.

9. Zakat Declaration (CZ-50)

Zakat will be deducted from the dividends at source under the Zakat and Usher Laws and will be deposited within the prescribed period with the relevant authority. In case you want to claim exemption, please submit Zakat declaration under Zakat and Usher Ordinance, 1980 and Rule 4 of Zakat (Deduction & Refund) Rules, 1981 CZ-50 Form with our Share Registrar, M/s. THK Associates (Private) Limited, Plot no. 32-C, Jami Commercial Street 2, DHA, Phase VII, Karachi or in case of book entry securities in CDC to respective CDC participants. The shareholders while sending the Zakat Declaration must quote company name and their respective CDS/AG # or Folio No.

10. Deduction of Withholding Tax on the Amount of Dividend

Pursuant to SECP directive vide Circular No. 19/2014 dated October 24, 2014, SECP has directed all companies to inform shareholders about changes made in the Section 150 of the Income Tax Ordinance, 2001. We hereby advise shareholders as under:

The Government of Pakistan through Finance Act, 2019 has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

- a. For filers of income tax returns: 15%

- b. For non-filers of income tax returns: 30%

To enable the Company to make tax deduction on the amount of cash dividend @ 15% instead of 30%, all the shareholders whose names are not entered into the Active Tax Payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date for payment of cash dividend otherwise tax on their cash dividend will be deducted @ 30% instead @ 15%.

11. Consent for Video Conference

Pursuant to the provision to the Companies Act, 2017 the member can also avail the video conferencing facility in this regard, please fill in the following and submit at registered address to the Company at least ten days prior to the date of meeting. If the Company receive consent from members holding aggregate 10% or more shareholding residing at the geographical location to participate in the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

I/We / Messrs: _____ of _____ being a member of East West Insurance Co., Ltd. holder of _____ ordinary share(s) as per registered Folio / CDC Account no: _____ hereby opt for video-link facility.

12. Unclaimed Dividend

As per the provision of Section 244 of the Companies Act, 2017 any shares issued or dividend declared by the Company which have remained unclaimed / unpaid for a period of three years from the date on which it was due and payable are required to be deposited with the Commission for the credit of Federal Government after issuance of notices to the shareholders to file their claim. The details of the shares issued and dividend declared by the Company which have remained due for more than three years was sent to shareholders, in case, no claim is lodged with the company in the given time, the Company will deposit the unclaimed / unpaid amount and shares with the Federal Government pursuant to the provision of Section 244(2) of Companies Act, 2017.

13. Demand Poll

Members can exercise their right to demand a poll subject to meeting requirements of Sections 143 and 144 of the Companies Act, 2017 and applicable clause of the Companies (Postal Ballot) Regulation 2018.

14. Transmission of The Annual Audited Financial Statements through CD/ DVD

The company has circulated financial statements to its members through CD at their registered address, printed copy of above referred statements can be provided to members upon request.

15. Availability of Audited Financial Statement on Company's Website

The audited financial statement of the Company for the year ended December 31, 2021 have been available on the Company's website www.eastwestinsurance.com.pk

16. Deposit of Physical Shares in to CDC Accounts

As per Section 72 of the Companies Act, 2017 every existing company shall be required to replace its physical shares with book-entry from in a manner as may be specified from the date notified by the Commission within a period not exceeding four years from the commencement of companies Act, 2017.

The shareholder having physical shareholding may open CDC sub-account with any of the brokers or investors account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways including safe custody and sale of shares, anytime they want as the trading or physical shares in not permitted as per existing regulation of Pakistan Stock Exchange.

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 Annual General Meeting of the Company to be held on April 28, 2022.

Item No.5

The Authorized Share Capital of East West Insurance Company Limited at present is Rs. 1,500,000,000. In order to take care of expansion, it is considered necessary to increase the Authorized Share Capital from 1,500,000,000 to Rs. 2,000,000,000.

Item No.6

The details and information to be furnished regarding Item No. 6 investment in associated company under section 199 of the Companies Act, 2017.

Information to be disclosed to members - (1) The company shall disclose following information in the statement annexed to the notice, pursuant to section 134(3) of the Act, of a general meeting called for considering investment decision under section 199 of the Act.

Regulation No. 3(1)(a) - Disclosures for all types of investment.**A) Regarding associated company or associated undertaking:**

S.No	Description	Information Required
i	Name of associated company	Askari Life Assurance Co., Ltd (formerly East West Life Assurance Co., Ltd.)
ii	Basis of relationship	Common directorship
iii	Earnings per share for the last three years	September 30, 2021 PKR (0.82) December 31, 2020 PKR (2.09) December 31, 2019 PKR (2.39)
iv	Break-up value per share, based on latest audited financial statements	Rs. 2.08 on the basis of financial statements for the period September 30, 2021
v	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements; and	As on September 30, 2021 Total asset base of Askari Life Assurance Co., Ltd is Rs. 999 Million. It's After tax loss for the period September 30, 2021 was Rs. 138 Million and Paid-up Capital was Rs. 1502 Million
vi	In case of investment in relation to a project of an associated company or associated undertaking that has not commenced operations, following further information, namely:- (i) description of the project and its history since conceptualization; (ii) starting and expected dated of completion of work; (iii) time by which such project shall become commercially operational; and (iv) expected time by which the project shall start paying return on investment; (v) funds invested or to be invested by promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.	Not applicable

Regulation No. 3(1)(b) - General disclosures

i	Maximum amount of investment	Upto PKR 40 Million
ii	Purpose, benefit and likely to accrue to the investing company and its members from such investment and period of investment	Long term strategic investment for return and capital appreciation which will enhance the profitability of the Company and add to the value of the members.
iii	Source of funds to be utilized for investment and where the investment is intended to be made i. Justification for investment through borrowings; ii. detail of collateral, guarantees provided and assets pledged for obtaining such funds; and iii. Cost benefit analysis	The investment will be made from Company's own funds. Hence, there is no need to provide justifications.
iv	Salient features of the agreement(s) if any, with associated company or associated undertaking with regards to the proposed investment.	Not applicable, as shares will be purchased from time to time on an arms length transaction agreed between buyer and seller or at the prevailing stock exchange price.
v	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives if any, in the associated company or associated undertaking or the transaction under consideration;	No Director or their relatives has any interest in the proposed investment, except, in their individual capacities as "Director" and/or as shareholders of the company
vi	In case any investment in associated company or associated undertaking has already been made the performance review of such investment including complete information/justification for any impairment or write offs, and any other important details necessary for the members to understand the transaction;	Askari Life Assurance Co., Ltd, is an associated company of the Company with 19% shares at a book value of Rs. 286 million as at December 31, 2019. The market value of the associate is Rs. 217 Million.
vii		None

Regulation No. 3(b) - In case of equity investment following disclosure in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made:-

i	Maximum price at which securities to be acquired	Not more than the price quoted on Stock Exchange
ii	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof.	The intended purchase of shares will be on an arms length transaction not more than the market value.
iii	Maximum number of securities to be acquired	The maximum number of securities will be at the optimum extent, we get the approval.
iv	Number of securities and percentage thereof held before and after the proposed investment.	28,490,824 shares (19%) held to date i.e. before proposed investment. Number of Shares and percentage after proposed investment will depend on the prevailing prices at the time of actual purchase.
v	Current and preceding twelve week's weighted average market price where investment is proposed to be made in listed securities; and	Current market value per share as of March 25, 2022 Rs. 6/- and weighted average value of twelve weeks is Rs. 7.72
vi	Fair value determined in terms of sub-regulation 5 for investment in unlisted securities;	Not Applicable

Regulation No. 4(1) - Other information to be disclosed to the members. - (1) If the associated company or associated undertaking or any of its sponsors or directors is also a member of the investing company, the information about interest of the associated company or associated undertaking and its sponsors and directors in the investing company shall be disclosed in the notice of general meeting called for seeking members' approval pursuant to section 199 of the Act.

No Director or Chief Executive has any interest in the investing Company except in their individual capacities as "Director/Chief Executive" and/or as shareholders of the investing Company. The shareholding of Directors is Mr. Javed Yunus 2,500 and Mr. Naved Yunus 1662,091.

Status of approval for investment in Associated undertakings:

associated companies and associated undertakings) Regulations, 2017 the status of approval is as follows:

i. Total investment approved;

Rs. 60 million; Rs. 60 million, Rs. 99 million, Rs. 90 million and 75 million in Askari Life Assurance Co., Ltd were approved by the shareholders at Annual general meeting and Extraordinary general meeting of the company held on May 28, 2020, January 25, 2019, April 24, 2018, February 04, 2017 and September 10, 2016 respectively

ii. amount of investment made to date;

Rs. 286 million

iii. reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time; and

The investment was made to date was within the approved limit. However, we had excess approval which was not made due to the price on which shares were available from secondary market were higher than the approval limit and also on the floor the required shares were not offered to sale.

iv. material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment.

There is no material change occurred since the date of approval. However, we expect that Askari Life Insurance will be profitable when the group companies insurance will be underwritten.

