



If undelivered please return to:

Jubilee General Insurance Company Limited

Registered Office: 2nd floor, Jubilee Insurance House
I.I. Chundrigar Road, Karachi 74000 Pakistan

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (EOGM) of Jubilee General Insurance Company Limited will be held on Monday, June 26, 2023 at 10:00 a.m. at the Registered Office of the Company situated at Jubilee Insurance House, I.I. Chundrigar Road, Karachi and online via Zoom video link to transact the following businesses:

ORDINARY BUSINESS

To elect nine (9) Directors of the Company as fixed by the Board in the meeting held on April 18, 2023 in accordance with the provision of Section 159 of the Companies Act, 2017, for a term of three years commencing from June 26, 2023. The names of the following retiring directors are eligible to offer themselves for election:

1. Mr. R. Zakir Mahmood
2. Mr. Akbarali Pesnani
3. Mr. John Joseph Metcalf
4. Mr. Amin A. Hashwani
5. Mr. Aryn Currimbhoy
6. Mr. Riyaz Ali Towfiq Chinoy
7. Mr. Murtaza Hashwani
8. Mr. Abrar Ahmed Mir
9. Ms. Nausheen Ahmad

SPECIAL BUSINESS

To approve an increase in the Authorised Share Capital of the Company and in this connection to pass the following resolution as and by way of a Special Resolution, namely:

RESOLVED that:

- (I) The Authorised Share Capital of the Company be and is hereby increased to Rs. 6,000,000,000 by creation of 350,000,000 Ordinary shares of Rs. 10 each, such new shares to rank pari passu in all respect with the existing Ordinary Shares in the Capital of the Company.
- (II) The Memorandum of Association of the Company be and is hereby altered by substituting for the existing Article V with the following new Article V, namely,

“V. The Authorised Share Capital of the Company is Rs. 6,000,000,000 divided into 600,000,000 Ordinary Shares of Rs. 10 each.”

By Order of the Board



Abdul Wahid
Company Secretary

Karachi : June 01, 2023

PARTICIPATION IN EXTRAORDINARY GENERAL MEETING

In the light of relevant guidelines issued by Securities and Exchange Commission of Pakistan ("SECP") vide letter No. SMD/SE/2/ (20)/2021/117 dated December 15, 2021, the members are encouraged to participate in the general meetings through electronic facility organised by the Company.

A. ATTENDING MEETING THROUGH ELECTRONIC MEANS

In order to attend the EOGM online through electronic means the members are requested to get themselves registered with the Company Secretary office by 23, June 2023 till 5:00 pm at agm.jgi@jubileegeneral.com.pk by providing the following details:

Name of Shareholder	CNIC No.	Folio / CDS No.	Cell No.	Email address

The login facility will be opened thirty minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the EOGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

B. ATTENDING MEETING PHYSICALLY

Physical meeting arrangements for shareholders has been made at the Registered Office of the Company situated at Jubilee Insurance House I. I. Chundrigar Road Karachi.

C. ATTENDING MEETING THROUGH PROXIES

- I. A member entitled to attend and vote at the Meeting may appoint another member as his/her proxy to attend, speak and vote at the Meeting on his/her behalf.
- II. The proxy forms must be completed in all respect and in order to be effective must be deposited at the Registered Office of the Company not later than 48 hours before the time of the Meeting.
- III. For attending the Meeting and Appointing Proxies, CDC Account Holders will further have to follow the guidelines as laid down in Circular No. 1 of 2000 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP). The rights of members and their proxies exercisable during meetings and all other relevant information are listed in S.137 of the Companies Act 2017, which can be easily accessed on the Securities and Exchange Commission of Pakistan (SECP) website.
- IV. For attending the meeting through electronic means (Zoom), proxy form should be submitted along with proxy holders' email address and mobile number.

PROCEDURE FOR VOTING FOR SPECIAL AGENDA ITEMS

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(I)/2022 dated December 05, 2022, members will be allowed to exercise their right to vote for the special business in the EOGM, in accordance with the condition mentioned in the aforesaid regulations. The Company shall provide its members with the following options for voting:

E-VOTING PROCEDURE

- 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 within due course.
- b) The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of the Company's Share Registrar THK Associates.
- c) Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- d) E-Voting lines will start from June 22, 2023, 09:00 a.m. and shall close on June 25, 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.

POSTAL BALLOT

The members shall ensure that duly filled and signed ballot paper along with copy of Computerised National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address, Head Office, 2nd Floor, Jubilee Insurance House, I.I. Chandigarh Road, Karachi, or email at cm.agm@jubileegeneral.com.pk one day before the Extraordinary General Meeting i.e June 25, 2023, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

NOTES:

1. The Share Transfer Books of the Company will be closed from June 20, 2023 to June 26, 2023 (both days inclusive). Transfer received to the Company's Share Registrar at the close of business on June 19, 2023 will be treated in time for the purpose of determining the right to attend the meeting.
2. Members are requested to immediately inform the Company of any change in their addresses.
3. Any person who seeks to contest the election of Directors shall file with the Company at its registered office not later than fourteen days before the date of the said meeting notice of his / her intention to offer himself / herself for the election of the Directors in terms of Section 159(3) of the Companies Act, 2017 together with:
 - a) His/her folio no./CDC Investor Account No./CDC Participant No./Sub-Account No.
 - b) An attested copy of valid Computerized National Identity Card.
 - c) 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.
 - d) Consent to act as director in Form 28 under Section 167 (I) of the Companies Act, 2017.
 - e) Declaration required under Clause iv of the Code of Corporate Governance for Insurers, 2016. Declaration format is available on SECP website and can also be obtained from the Registered office of the Company.
 - f) Information on Annexure A and affidavits on Annexure B & C required under Insurance Companies (Sound and Prudent Management) Regulation, 2012. Annexure A, B and C are available on SECP website and can also be obtained from the Registered office of the Company.
 - g) Detailed profile along with office address for placing on website of the Company seven days prior to the date of election in term of SRO 1196(I)/2019 dated October 3, 2019.
4. Approval from SECP is required to become director of the Company. The qualification of a director shall be holding shares in the Company of the nominal value of Rs.21,000 in terms of Article 72 of the Article of Association.

Address of the Share Registrar of the Company.

THK Associates (Private) Limited
Plot No.32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500

Statement U/S 134(3) of the Companies Act 2017 pertaining to the Special business.

This statement sets out the material facts pertaining to the Special Business to be transacted at the Extraordinary General Meeting of Jubilee General Insurance Company Limited to be held on Monday June 26, 2023.

1) Increase in the Authorised Share Capital of the Company

The Company presently has Authorised Share Capital of Rs.2,500,000,000 divided into 250,000,000 Ordinary Shares of Rs. 10 each of which 198,491,241 Ordinary Shares are fully subscribed issued and paid up.

In order to facilitate future increase in the paid up capital, the Board of Directors of the Company has recommended that the Authorised Share Capital of the Company should be raised from Rs.2,500,000,000 divided into 250,000,000 Ordinary Shares of Rs. 10 each to Rs. 6,000,000,000 by the creation of a further 350,000,000 Ordinary Shares of Rs. 10 each. For this purpose, the Board of Directors has also recommended that the resolution set forth under the heading of special business of the notice convening the Extraordinary General Meeting of the Company should be passed as a Special Resolution.

PROXY FORM

JUBILEE GENERAL INSURANCE COMPANY LIMITED
JUBILEE INSURANCE HOUSE
I.I. CHUNDRIGAR ROAD,
KARACHI

I/We _____ of _____
being a member of Jubilee General Insurance Company Limited and a holder of _____
ordinary shares, as per Share Register Folio No. _____ and/or CDC
Participant I.D. No. _____ and Sub Account No. _____
hereby appoint _____ of _____
(Name)
failing him _____ of _____
(Name)

who are also members of Jubilee General Insurance Company Limited, as my/our proxy to vote for me/us
and on my/our behalf at the Extraordinary General Meeting of the Company to be held on June 26, 2023 at
10:00 a.m. and at any adjournment thereof.

Signed this _____ day of _____ 2023.

WITNESS

- Signature: _____
Name: _____
Address: _____

CNIC No: _____
- Signature: _____
Name: _____
Address: _____

CNIC No: _____

Signature

Revenue
Stamp

Note:

- Signature should agree with the specimen signature registered with the Company.
- The Proxy Form must be deposited at the Registered Office of the Company not later than 48 hours before the time of holding the Meeting.
- No person shall act as proxy unless he/she is a member of the Company.
- CDC Shareholders and their proxies are each requested to attach an attested Photocopy of their Computerised National Identity Card or Passport with this proxy form before submission to the Company.

مختار نامہ (پراکسی فارم)

جوبلی جزل انشورنس کمپنی لمیٹڈ
جوبلی انشورنس ہاؤس
آئی آئی چندریگر روڈ
کراچی۔

میں رہم _____ ساکن _____ بحیثیت رکن
جوبلی جزل انشورنس کمپنی لمیٹڈ اور حامل _____ حصص۔ بمطابق شیئر رجسٹر فوئیو نمبر _____ اور ری ای ڈی سی پارٹیسپینٹ (شرکت)
آئی ڈی نمبر _____ اور سب اکاؤنٹ (ذیلی کھاتہ) نمبر _____
محترمہ محترمہ _____ ساکن _____ یا ان کی غیر حاضری کی صورت میں
محترمہ محترمہ _____ ساکن _____ جو کہ خود بھی جوبلی جزل انشورنس کمپنی لمیٹڈ کا رکن ہے۔

۲۶ جون، ۲۰۲۳ء، صبح ۱۰:۰۰ بجے منعقد ہونے والے کمپنی کے غیر معمولی اجلاس عام میں حق رائے وہی استعمال کرنے یا کسی بھی التواء میں اپنا مہارا بطور مختار (پراکسی)
مقرر کرنا ہوں کرتے ہیں۔

آج بروز _____ تاریخ _____ ۲۰۲۳ء کو دستخط کئے گئے۔
گواہان:

۱۔ دستخط: _____

نام: _____

پتہ: _____

کمپیوٹرائزڈ شناختی کارڈ یا پاسپورٹ نمبر:

۲۔ دستخط: _____

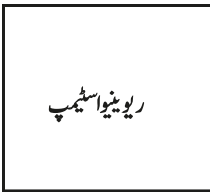
نام: _____

پتہ: _____

کمپیوٹرائزڈ شناختی کارڈ یا پاسپورٹ نمبر:

نوٹ:

- ۱۔ دستخط کمپنی کے پاس پہلے سے محفوظ۔ دستخطی نمونے کے مطابق ہونے ضروری ہیں۔
- ۲۔ یہ پراکسی فارم مکمل پر شدہ کمپنی کے رجسٹرڈ آفس میں میٹنگ سے ۴۸ گھنٹے قبل جمع کرایا جانا لازمی ہے۔
- ۳۔ ضروری ہے کہ پراکسی جس کو دی جائے وہ بھی کمپنی کا ممبر ہو۔
- ۴۔ CDC میں اکاؤنٹ رکھنے والے کارپوریٹ ممبران کیلئے مندرجہ بالا کے علاوہ درج ذیل شرائط کو پورا کرنا بھی ضروری ہے۔
ا۔ پراکسی جس کے حق میں ہو اس کا شناختی کارڈ یا پاسپورٹ کی ایک تصدیق شدہ نقل پراکسی کے ساتھ لگائی جائے۔
ب۔ پراکسی اجلاس میں شریک ہوتے وقت اصل شناختی کارڈ یا پاسپورٹ پیش کرے۔



دستخط

ریونیو اسٹیٹمپ



POSTAL BALLOT PAPER FOR SPECIAL BUSINESS ITEM EXTRAORDINARY GENERAL MEETING OF JUBILEE GENERAL INSURANCE COMPANY LIMITED

To be held on Monday June 26, 2023 at 10:00 am at registered office of the Company situated at Jubilee Insurance House I.I. Chundrigar Road, Karachi.
Through Physically and Electronic Means
www.jubileegeneral.com.pk

The designated email address of the Chairman at which the duly filled-in ballot paper be sent is:
cm.agm@jubileegeneral.com.pk

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate);

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions. (AGAINST)
1	<p>To approve an increase in the Authorised Share Capital of the Company and in this connection to pass the following resolution as and by way of a Special Resolution, namely:</p> <p>RESOLVED that:</p> <p>(I) The Authorised Share Capital of the Company be and is hereby increased to Rs. 6,000,000,000 by creation of 350,000,000 Ordinary shares of Rs. 10 each, such new shares to rank pari passu in all respect with the existing Ordinary Shares in the Capital of the Company.</p> <p>(II) The Memorandum of Association of the Company be and is hereby altered by substituting for the existing Article V with the following new Article V, namely,</p> <p><i>"V. The Authorised Share Capital of the Company is Rs. 6,000,000,000 divided into 600,000,000 Ordinary Shares of Rs. 10 each."</i></p>			

Signature of shareholder(s)

Place:

Date:

NOTES:

- Duly filled postal ballot should be sent to Chairman Mr. R. Zakir Mahmood, C/o Jubilee General Insurance Company Limited, Jubilee Insurance House, 11 Chundrigar Road Karachi at cm.agm@jubileegeneral.com.pk
- Copy of CNIC should be enclosed with the postal ballot form.
- Postal ballot forms should reach Chairman of the meeting on or before 25th June 2023. Any postal ballot received after this date, will not be considered for voting.
- Signature on postal ballot should match with signature on CNIC.
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

اسپیشل بزنس آکٹم کے لیے پوسٹل بیلٹ پیپر

جوبلی جنرل انشورنس کمپنی لمیٹڈ کا غیر معمولی اجلاس عام بروز پیر 26 جون 2023 کو صبح 10 بجے برہم مقام کمپنی کے رجسٹرڈ آفس واقع جوبلی انشورنس ہاؤس،

آئی آئی چندرگر روڈ کراچی پر منعقد ہو گا

شخصی اور ذریعہ الیکٹرانک شرکت

www.jubilee-general.com.pk

چیز مین کا متعین ای میل ایڈریس جس پر بیلٹ پیپر بھیجے جائیں گے: cm.agm@jubilee-general.com.pk

شیر ہولڈر / جوائنٹ شیر ہولڈر کا نام	
رجسٹرڈ ایڈریس	
شیرز کی تعداد اور فوٹیو نمبر	
CNIC نمبر (کاپی منسلک کرنی ہوگی)	
اضافی معلومات اور دیگر منسلک دستاویزات (کارپوریٹ ادارے، کارپوریٹن اور وفاقی حکومت کے نمائندے کی صورت میں)	

میں / ہم یہاں پوسٹل بیلٹ کے ذریعے مندرجہ ذیل قراردادوں کے حوالے سے میرا / اپنا ووٹ دیتے ہوئے ذیل میں مناسب باکس پر ٹک مارک کے ذریعے اپنی رضامندی یا مخالفت کا اظہار کرتے ہیں (مناسب طور پر حذف کریں)

سیریل نمبر	قراردادوں کی تفصیل اور نوعیت	عمومی شیرز کی تعداد جن کے لیے ووٹ دیا	میں / ہم قراردادوں سے متفق ہیں (اتفاق)	میں / ہم قراردادوں سے اتفاق نہیں کرتے (مخالفت)
1	کمپنی کے مجاز حصص سرمایہ میں اضافے کی منظوری کے لیے اور اس سلسلے میں درج ذیل کو بطور خصوصی قرارداد پاس کرنے کے لیے، یہ قرار پایا کہ: (I) 350,000,000 عمومی حصص کی تخلیق سے کمپنی کا مجاز حصص سرمایہ 6,000,000,000 روپے تک بڑھایا جائے۔ 10 روپے کے ان نئے حصص کو موجودہ عام حصص کے ساتھ ہر لحاظ سے برابر سمجھا جائے۔ (II) کمپنی کے میمورنڈم آف ایسوسی ایشن کو موجودہ آرٹیکل 7 کی جگہ درج ذیل نئے آرٹیکل 7 کے ذریعہ تبدیل کیا جائے، "V. کمپنی کا مجاز شیر سرمایہ 6,000,000,000 روپے ہے۔ جو کہ 10 روپے کے 600,000,000 عام حصص میں منقسم ہے۔"			

شیر ہولڈر کے دستخط

جگہ

تاریخ

نوٹس

- 1- باضابطہ طور پر مکمل کردہ پوسٹل بیلٹ چیز مین جناب آرڈر محمود صاحب کو بھیجنے ہوں گے، معرفت جوبلی جنرل انشورنس کمپنی لمیٹڈ، جوبلی انشورنس ہاؤس، آئی آئی چندرگر روڈ، کراچی ذریعہ ای میل: cm.agm@jubilee-general.com.pk
- 2- پوسٹل بیلٹ فارم کے ساتھ CNIC کی کاپی منسلک کریں۔
- 3- پوسٹل بیلٹ فارم 25 جون 2023 یا قبل چیز مین کو موصول ہونے چاہئیں۔ تاخیر سے موصول ہونے والے بیلٹ پیپر کو ووٹنگ میں شامل نہیں کیا جائے گا۔
- 4- پوسٹل بیلٹ پر موجود CNIC پر موجود دستخط جیسے ہونے چاہئیں۔
- 5- نامکمل، غیر دستخط شدہ، غلط، سچ شدہ، پھینے ہوئے، کٹے ہوئے اور بلا ضرورت زیادہ تکرار کردہ بیلٹ پیپر منسوخ کئے جائیں گے۔