

# IGI

## Insurance

SERVING YOU SINCE 1953



Our Ref:- Fin-0029/2017

January 31, 2017

**The General Manager**  
Pakistan Stock Exchange Limited  
Stock Exchange Building,  
Stock Exchange Road,  
Karachi- 74000.

Dear Sir,

**Subject: Notice of Extra Ordinary General Meeting**

Enclosed please find a copy of Notice of Extraordinary General Meeting to be held on Wednesday, February 22, 2017 for circulation amongst the TRE Certificate Holder of the Exchange.

Yours Sincerely

A handwritten signature in black ink, appearing to read 'Adil Ali Abbasi', is written over a horizontal line.

**Adil Ali Abbasi**  
Company Secretary

**Head Office & Karachi Branch**

7th Floor, The Forum, Suite No. 701 - 713, G-20, Block-9, Khayaban-e-Jami, Clifton, Karachi-75600, Pakistan.  
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Insurance

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## IN THE HIGH COURT OF SINDH AT KARACHI

(Company Jurisdiction)

J. Misc. Petition No. 1 of 2017

IN THE MATTER OF:

Sections 284, 285, 286, 287 and 288 of the Companies Ordinance 1984

AND

IN THE MATTER OF:

IGI Insurance Limited and Others ..... Petitioners

### NOTICE

Notice is hereby given that pursuant to the Order dated January 20, 2017 of the Sindh High Court at Karachi passed in Judicial Miscellaneous Petition No. 01 of 2017, an extraordinary general meeting of the members of IGI Insurance Limited ("IGI Insurance") will be held at Beach Luxury Hotel, M.T. Khan Road, Karachi on Wednesday February 22, 2017 at 2:00 pm to consider and if thought fit, approve, adopt and agree to:

- (a) Scheme of Amalgamation between IGI Insurance and IGI Investment Bank Limited ("IGI Investment Bank"), whereby the entire undertaking inclusive of all properties, rights, liabilities and duties of IGI Investment Bank will be transferred to, amalgamated with, assumed by and vested in IGI Insurance, and IGI Insurance will continue as a going concern and IGI Investment Bank upon the amalgamation will cease to exist without winding up ("Amalgamation Scheme"); and
- (b) Scheme of Arrangement between IGI Insurance, IGI General Insurance Limited ("IGI General") and IGI Investments (Private) Limited ("IGI Investments") for arrangement of IGI Insurance by: (i) division of its insurance segment along with all rights and liabilities relating thereto, and simultaneously transferring to and amalgamating the same with IGI General; and (ii) division of certain investments held by IGI Insurance along with all rights and liabilities relating thereto, and simultaneously transferring to and amalgamating the same with IGI Investments ("Arrangement Scheme").

One copy each of the Amalgamation Scheme and the Arrangement Scheme (collectively Schemes), statement as required under Section 160(1)(b) of the Companies Ordinance setting out in detail the special business to be conducted in the extraordinary general meeting ("160(1)(b) Statement"), and the statements under Section 286 of the Companies Ordinance 1984 explaining effects of the Amalgamation Scheme and the Arrangement Scheme ("286 Statements") are being provided with the notices of the meeting sent to the members. Further copies of the Schemes and Section 286 Statements may be obtained from the Registered Office of IGI Insurance on 7<sup>th</sup> Floor, The Forum, Suite No. 701-713, Block-9, Clifton, Karachi, Pakistan, during normal office hours on application prior to the meeting by the members.

Mr. Shamim Ahmad Khan has been appointed as the Chairman of the meeting and is to report the results thereof to the Court.

The Amalgamation Scheme and the Arrangement Scheme will be subject to the subsequent approval of the Court.

Abdul Haseeb  
For and On Behalf of  
IGI Insurance Limited

Karachi.  
Dated: February 01, 2017

#### NOTES:

1. Draft of resolutions proposed to be considered by the shareholders of the Company at the Extraordinary General Meeting is being attached herewith (Appendix A) as required by Section 164(1) of the Companies Ordinance 1984.
2. The Share Transfer Books of the Company will remain closed from February 15, 2017 to February 22, 2017 (both days inclusive)
3. A member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote instead of him. A proxy need not be a member of the Company. The proxy forms duly completed and signed by the member appointing the proxy must be deposited with the Company's Share Registrar, FAMCO Associates (Private) Limited, 8F, Next to Hotel Faran, Nursery Block 6, P.E.C.H.S., Shahrah-e- Faisal, Karachi, not later than forty-eight (48) hours before the time appointed for the Meeting. The Form of Proxy is attached with this Notice.
4. Shareholders (Non-CDC) are requested to promptly notify the Company's Share Registrar aforesaid of any change in their addresses.
5. Any individual beneficial owner having an account or sub-account with the Central Depository Company, entitled to vote at this Meeting, must bring his/her Computerized National Identity Card ("CNIC") with him/her to prove his/her identity, and in case of proxy must enclose an attested copy of his/her CNIC. The representatives of corporate bodies should bring attested copies of Board of Directors' Resolution/Powers of Attorney and/or all such documents as are required under Circular No. 1 dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan for the purpose.
6. Clause 1(b) of SRO No. 1027(I)/2014 dated November 13, 2014 issued by the SECP states that "The Company may provide video conference facility to its members for attending general meeting at places other than the town in which general meeting is taking place after considering the geographical dispersal of its members: Provided that if members, collectively holding 10% or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 10 days prior to date of meeting the company shall arrange video conference facility in that city subject to availability of such facility in that city."
7. If you wish to take benefit of this facility, please fill the form below and submit it to the Company at its registered address at least 10 days prior to the holding of the Meeting.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of the Extraordinary General Meeting along with complete information necessary to enable them to access the facility.

I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member of IGI Insurance Limited, holder of \_\_\_\_\_ Ordinary shares as per Register Folio No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

\_\_\_\_\_  
Signature of Member

8. Members who have not yet submitted photocopy of their Computerized National Identity Cards to the Company are requested to send the same at the earliest.
9. A member may exercise his right to vote at the meeting by electronic means through e-voting, in the manner provided in the Companies (E-Voting) Regulations 2016 notified by the Commission for this purpose, subject to satisfaction of the conditions precedent to e-voting set out in such regulations.
10. A member willing to exercise his right to vote at the meeting through E-Voting shall deposit the following form in writing with the Company at its registered office or through email at the secured email address of the Company for this purpose, in advance, at least ten (10) days prior to the date of the meeting.

#### IGI INSURANCE LIMITED

I/ We \_\_\_\_\_ of \_\_\_\_\_, being a member of IGI Insurance Limited, holder of \_\_\_\_\_ ordinary shares(s) as per Register Folio No. \_\_\_\_\_ hereby opt for e-voting through Intermediary and hereby consent to the appointment of the Execution Officer, \_\_\_\_\_, as proxy and will exercise e-voting as per the Companies (E-Voting) Regulations 2016, and hereby demand a poll for resolutions.

My/our secured email address is \_\_\_\_\_, please send login details, password and electronic signature through email.

\_\_\_\_\_  
Signature

Signed in the presence of:

\_\_\_\_\_  
Signature of Witness

\_\_\_\_\_  
Signature of Witness

11. A copy of each of the Schemes, 160(1)(b) Statement and 286 Statements are being sent to all shareholders along with the notice to the members.