

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of IGI Life Limited (the "Company") will be held at The Institute of Chartered Accountant of Pakistan (ICAP), Chartered Accountants Avenue, Clifton, Karachi-75600 on Tuesday, May 23, 2023 at 11:00 a.m. to transact the following business:

### ORDINARY BUSINESS:

- To confirm the minutes of the 28th Annual General Meeting held on 27th April 2023.
- To elect seven Directors as fixed by the Board, in accordance with the provisions of the Companies Act, 2017 for a period of three years commencing from May 21, 2023. The names of the retiring directors are:

1. Mr. Shamim Ahmad Khan	5. Mr. Khurram Raza Bakhtayari
2. Syed Hyder Ali	6. Ms. Zehra Naqvi
3. Syed Yawar Ali	7. Ms. Faresa Ahsan
4. Mr. Mohammad Kamal Syed	

The Board of Directors, in its meeting held on March 20, 2023, has fixed the number of Directors to be elected at this meeting to be seven (7).

The retiring Directors are eligible for re-election.

### ANY OTHER BUSINESS:

- To consider and transact any other business with the permission of the Chairman.

By order of the Board

May 02, 2023  
Karachi

**Nadia Hussain**  
Company Secretary

### NOTES:

- A member entitled to attend and vote at this meeting is entitled to appoint another member as proxy. Proxies in order to be effective must be received not later than 48 hours before the time appointed for the meeting. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a Member with the Company, all such instruments of proxy shall be rendered invalid. (Form of proxy is attached with this Notice) Every proxy shall have the right to attend, speak and vote in place of the member appointing him/her.
- The Share Transfer Books of the Company will remain closed from May 16, 2023 to May 23, 2023 (both days inclusive).
- The CDC account/sub account holders and/or the persons whose securities are in group account and their registration details are uploaded as per the regulations, shall for identification purpose have to produce their original Computerized National Identity card (CNIC) or original passport at the time of attending the meeting. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.
- Every person who seeks to contest election of Directors must be a Member of the Company, except where he represents a Member who is not a natural person. Accordingly, all such candidates representing a body corporate or other Member who is not a natural person must file with the Company a letter from body corporate or other person which is not a natural person confirming that the candidate represents such body corporate or other person. A candidate who is the chief executive or a whole time Director who is an employee of the Company is also not required to be a Member of the Company.
- The Members, who are willing to attend and participate in the EOGM through video link, are requested to register themselves by sending an email at [igilifeogm@igi.com.pk](mailto:igilifeogm@igi.com.pk) with subject registration for EOGM and by providing the following particulars.

S. No.	Name of the Shareholder	CNIC No.	Folio No.	Mobile	Registered Email Address

### Procedure Election of Directors:

Any person who seeks to contest the election to the office of a director, whether he/she is a retiring director or otherwise, shall file the following documents with the Company at least fourteen (14) days before the General Meeting:

- Notice of his/her intention to offer him/herself for the election to the office of director in terms of Section 159(3) of the Companies Act, 2017.
- Consent to act as director of the Company along with consent on Form 28 prescribed under the Companies Act, 2017.
- A detailed profile along with his/her office address as required under SRO 1196(1)/2019 dated October 3, 2019 issued by the Securities and Exchange Commission of Pakistan ("SECP") for placement on the Company's website.
- Declarations confirming that:
  - He/she is aware of the duties of the directors under the Companies Act, 2017, the Memorandum and Articles of Association of the Company and Listing Regulations of the Pakistan Stock Exchange.
  - He/she is compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria as set out in the Companies Act, 2017.
  - He/she is not serving as director, including as an alternate director, in more than seven (7) listed companies simultaneously.

Independent director(s) 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 and the Companies (Manner and Selection of Independent Directors) Regulations 2018. Accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:

- Declaration under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations 2019.
- Undertaking on a non-Judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

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

#### Justification for selecting Independent Directors:

The Company shall ensure that the election of independent directors complies with the provisions of Sections 159 and Section 166 (3) of the Companies Act, 2017 and also the Companies (Manner and Selection of Independent Directors) Regulations 2018. Independent Directors shall meet the criteria laid down under Section 166 (2) of the said Act and the Company shall further ensure that they are listed on the databank of Independent Directors maintained by the Pakistan Institute of Corporate Governance duly authorized by the SECP under Section 166 (1) of the said Act.

