MINUTES OF 186TH MEETING OF THE BOARD OF DIRECTORS

DIRECTORS	HELD AT	ON	TIME
MINUTE BOOK	KARACIII	30 ^{TR} MAY' 2006	
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CONFIDENTIAL AND RESTRICTED

The 186th Meeting of the Board of Directors of State Life Insurance Corporation of Pakistan was held on 30th May 2006 at 11:00 a.m., in the Board Room, State Life Building No.9, Dr. Ziauddin Ahmed Road, Karachi.

PRESENT:

- 1. Mr. Kamal Aßar
 2. Mr. Nasim Qureshi
 3. Air Marshal (Retd) Sharbat A. Changazi
 4. Mrs. Speuta Kandawalla
 5. Ch. Jayaid Hussain
 6. Syed Hur Riahi Gardezi
 7. Mr. Shahid Aziz Khan

 Chairman
 Director
 Director
 Director
- 2. The meeting started with recitation from Holy Quran by the Board Secretary.
- 3. The request for leave of absence of Mr. Bashir Ahmed, Director was granted by the Board.

TTEM (01) CONFIRMATION OF MINUTES OF 185¹⁴ MEETING OF THE BOARD OF DIRECTORS HELD ON 19-05-2006.

- 4. The minutes of the 185th Meeting of the Board of Directors held on 19th May, 2006, were placed before the Board. During the course of confirmation of the minutes, Syed Hur Riahi Gardezi and Mrs. Spenta Kandawalla pointed out that at page-4 of item-6 in the resolved portion after the word "approved" following sentence needs to be incorporated, "however, Board directed that complete analysis of cost in each case with break up alongwith legal opinion be placed before the Board." Board agreed and accordingly the minutes were corrected.
- 5. Syed Hur Riahi Gardezi proposed and Mrs. Spenta Kandawalla seconded that the minutes of 185th meeting held on 19th May, 2006 be confirmed.

Accordingly, it was resolved as under:

Action: Board Secretary

Action:

Bourd

Secretary

Action:

RCD(RRE)

ED(BALA)/

RESOLVED:

"that the Minutes of the 185th Meeting of the Board of Directors held on 19th May' 2006, are hereby confirmed."

TTEM (02) IMPLEMENTATION REPORTS ON DECISIONS TAKEN IN 184^{TR} AND 185^{TR} MEETINGS OF THE BOARD HELD ON 15^{TR} MARCH 2006 AND 19^{TR} MAY 2006 RESPECTIVELY.

6. The Board Secretary presented before the Board the implementation reports on decisions taken in the 184th and 185th meetings of the Board held on 15th March, 2006 and 19th May, 2006 respectively. At this point, Ms. Nargis Ghaloo, Executive Director (P&GS/Law/RE) also joined the meeting. While discussing the implementation reports Syed Hur Riahi Gardezi opined that the value of properties of State Life need to be assessed from time to time so the market price of the properties may be ascertained. Ms. Nargis Ghaloo



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	informed that the Real Estate Division of State Life properties of Real Estate have recently been assess Associates.		
Action: ED(Inv)	7. At this point, ED(B&A/Inv/Act.) and ED(PHS/CD/R&A) also joined the meeting. While discussing implementation report on item-5 of 184 th meeting, Board directed ED(Investment) to place fresh memorandum on winding up of State Asset Management Company in the light of legal opinion dated May 18, 2006, given by Orr, Dignam & Co.		
Action: Board	8. The implementation reports of 184 th and 1	85th meetings of the Board were noted,	
ecretary	ITEM (03) PRESENTATION OF BUSINESS GROUP & PENSIONS, INVESTIGATIONS.		4
	9. The business figures for Marketing/Gulf Zo Real Estate Divisions were presented before Head(Marketing) joined the meeting by invitation. Marketing, he assured the Board that all efforts we quality as well as quantity wise.	the Board. At this point, Divisional While explaining the business figures of	
	10. While discussing the business figures of Grofor improvement in the business.	oup & Pensions Division, Board stressed	
	11. Regarding investment portfolio, Syed Hur R report the corresponding period of last year nee corresponding period.	d to be compared with present year's	
	12. While discussing the business figures of Reimprovement in business.	al Estate Division, Board appreciated the	
	TTEM (04) TO CONSIDER – THE REPORTED FOR THE VISIT SUITABLE PLOT FOR THE CONSTRUCTION FOR ZONAL OFFICE QUETTA.	OF QUETTA TO FIND OUT A	
	13. Executive Director(Real Estate) presented to dated 18-05-2006 on the above subject. At this p joined the meeting by invitation.	pefore the Board, Memorandum No.05 oint, Divisional Head(Real Estate) also	
	14. Divisional Head(RE) briefed the Board (Retd) Sharbat A. Changazi stated that the building increase the confidence of people of Balochistan is able to obtain more business. He observed that for being made to find out a suitable plot for constructing The Board was informed that on the last visit of Committee Mr. Bashir Ahmed, Ch. Javaid Hussain, Syed Hur Sharbat A. Changazi were present to make the instructional detailed salient features of four plots were available.	ng for Quetta Office would definitely n State Life and thus SLIC would be r last four/five years the efforts were on of Zonal Office building at Quetta. committee constituted for this purpose, Riahi Gardezi and Air Marshal (Retd) pection of suitable plots at Quetta The	CHAIRMAN

detailed salient features of four plots were available at annexure-A. The Committee was of

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	the opinion that Plot No.4 mentioned in annexure- Chilton Housing Scheme, Airport Road was the me	ost suitable plot.	
	15. Replying to a query raised by Mr. Na purchase of plot would be for the purposes of hou as for investment. Mr. Nasim Qureshi stressed that followed for the purchase of plot and deviation st procedures. ED(RE) informed that the proposal witheir expert views. Chairman stated that as SLIC is therefore all the possible safe guards must be applied Hur Riahi Gardezi opined that the plot acquiring negotiation for price may be made keeping in view the legal position like clearance of title on the basexamined. Ms. Nargis Ghaloo informed the Boappointed as Consultants in the year 2004 and for SLIC, their expert opinion would be relevant and a feasibility alongwith their recommendation may burgent basis. At this point, Divisional Head(RE) left chair.	a proper plan and procedure need to be hould not be made from the laid down would be referred to M/s. NESPAK for the custodian of policyholders money dibefore the purchase of the plot. Syeding procedure should be transparent, the best interest of State Life, similarly sis of documentary proof may also be pard that M/s. NESPAK have been or acquisition/disposal of plots/land of admissible. Chairman informed that the be obtained from M/s. NESPAK on	
	After thorough discussion, it was resolved as under:	- -	
Action: ED(RE)	RESOLVED: "that Board directed ED(RE) to obtain to recommendations of M/s. NESPAK in the annexure-A to the memorandum on urge before the Board, is approved."	onnection with plots shown in	
	FIEM (05) FINANCIAL FRAUD AT SUKE FIGURES AND AMOUNTS OF C THE ZONE.		
	16. At this point, on invitation Divisional Heat Director(B&A) presented a memorandum regard tampering figures and amounts of cheques by employees.	ing financial fraud at Sukkur Zone by	16
	17. In September, 2005, it came to the knowledge Zone that a fraud had been committed where the a was deposited at HBL, Tower Branch, Sukkur. A pr Principal Office of State Life. As per finding of amounting to Rs.8,910,404/- were fraudulently encareport, 9 officers and staff were suspended. Another which is being finalized by the committee.	emount of a cheque was tampered and reliminary inquiry was conducted by the fifthe preliminary inquiry, 94 cheques ashed. Based on the findings of inquiry	
	18. In the meanwhile, the matter was also referr probe into the matter. The NAB's office at Sukk Director IW-1 of NAB (Sindh) at Karachi requested relevant bank accounts operated and maintained by of Chartered Accountants for the period from I st Vide his letter dated 17 th March, 2006. He further respectial Audit Assignment, a copy of their report materials.	State Life to arrange a Special Audit of Sukkur Zone through a practicing firm fanuary, 1995 to 31 st December, 2005 equested that on completion of the said	CHAIRMAN

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	of their outputs with the figures confirmed in audit Annex "A"). 19. As advised by NAB, State Life reque conducting audit of the accounts of State Life for carrying out Special Audit of State Life, Sukkur Zi to 31 st December, 2005 on the basis of specified each of them (copy of TOR is enclosed at Annex their fee, time-table and other requirements of the	ested its appointed statutory auditors, or the year 2005, to quote their fee for one for the period from 1 st January, 1995. Terms of Reference (TOR) provided to "B"). The firms were requested to quote	
	i) M/s. Anjum Asim Shahid Rahman,ii) M/s. Avais Haider Nauman Rizwan	^	
	20. Quotations of both the firms have been rewere very high. M/s. Anjum Asim Shahid Ra Rs.5,500,000/- while M/s. Avais Haider Nauman Rs.3,480,000/ Both audit firms have quoted to co	ahman have quoted their total fee as a Rizwani have asked for a total fee of	
· ·	21. While discussing this memorandum, S why the Internal Auditor of State Life were not viremained unnoticed. The other members of the F over this matter and suggested that serious action against the culprits. However, while discussing expressed its reservation and pointed out that Accountant firms were on the higher side. The Bo of Chartered Accountant firms for such a high Chairman was authorized to arrange to write Accountability Bureau, Karachi in this regard.	Board also expressed their deep concern may be taken as per Service Regulations the proposed fees of auditors Board the fees demanded by the Chartered pard disapproved the idea of appointment proposed fee as suggested above and	
and the same of th	Accordingly, it was resolved as under:		
Action: ED(B&A)	RESOLVED: "that the Board did not approve the Accountants firm on such a high profession of the Chairman to arrange to write an approved Accountability Bureau, Karachi, is approved.	ssional fee and authorized the ppropriate reply to National	,
Gozga	FTEM (06) OVERTIME IN EXCESS OF A BUDGET BY KARACHI SOUT ZONE IN 2005.		
and the second second	22. Executive Director(B&A) presented before overtime in excess of approved and allocated budge Zone in 2005.		
	23. The Zonal Heads of Karachi Southern and staff in excess of the approved amount of overtise Southern Zone allowed overtime over and above the Multan Zone exceeded the budget by Rs.338,000/	ime budget for the year 2005. Karachi he approved budget by Rs.555,000/- and	CHAIR

The Board of Directors was, therefore, apprised of the following actions which have

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1	been taken i	n this respect:-		
	<i>i</i>)	release payments of overti- budget for the year 2006 b	nern Zone and Multan Zone have been advised me out of the budget for the year 2006. That been reduced by the corresponding amountain during the year 2006. (Copy enclosed	he nts
	ii)	Regional Chiefs/Zonal Hea advising them that they sl allowing late sitting to offic advised not to surpass the proper altendance records, i staff and oversee that they Moreover, the assigned wo	issued by the Executive Director (B&A) to ds, with copy endorsed to all Divisional Heat nould be vigilant and have cogent reasons there and overtime to staff. They have also be allocated budgetary limits and should maintain improve working conditions both for officers a do not waste their time during working hourk should be completed within office time. Lashould be discouraged unless it is very essential	ds, for cen ain nd rs. ate
	iii)		Zones are now required to submit a month ate sitting with justification alongwith budgets Annex "C")	
	iv)	notices as to why due dilige and overtime and why such	mentioned above, have been issued show each ence was not exercised while allowing late sitting payment was approved for payment to office the amount so involved should not be recover Annex "E" respectively).	ng ors
e e	irregularity i	n utilization of main budget in	the head of overtime by virtue of which a agement from the budget of 2006.	
	Accordingly,	, it was resolved as under:	× **	
Action: ED(B&A)	with th	ne Management is directed	to take appropriate action in accordance gainst the officers responsible so that in proved."	
∞ 4	ITEM (07)	THE SAME AND THE FREE L	OF COMMENCEMENT OF THE POLICY BY OOK PERIOD OF 14 DAYS AND THE GRACE DUNTED WITH EFFECT FROM THE DATE OF DLICY.	
			PHS) by invitation joined the meeting. Executing a memorandum on the above subject.	VC
			ard meeting that "the policy be back dated to the of work on the closing days(F/A).	ne To
			ECP (Insurance) Rules, 2002 the Securities are sthat the policyholder be provided a fourtee	



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	days free look period from the date of commencements	nent of the policy. The Rule 39 ibid (F/B)	
	Pree Look Period for life insurance:		
	which is for more than one year, short of the policyholder within fourted policyholder cancels the policy with of premiums shall be refunded to	a group life insurance policy, and term of hall be liable to be cancelled at the option on days of commencement, and if the hin that time, all the amounts paid by way without any deduction of management curred in connection with the medical under the policy."	
	29. Securities and Exchange Commission dated 24-11-2005 has accordingly directed for i provision in the policy documents/life insurance con		
ı	30. The Free Look Period will be co commencement. Currently the date of commencem of the 152 nd meeting of the Board as referred to month regardless of which date of the month it was can not be made effective.	have is back date to the 1st day of the	
	31. In addition to the above, it is interesting policy with effect from 1 st day of the month depr days grace period particularly when the first premiu month thus the facility of grace period of thirty one	m receipt is issued on the last day of the	
	32. In the larger interest of policyholders Period of fourteen days and the grace of thirty on the date of issue of the policy should be the same period of thirty one days be counted with effect I policy.	and the Free Look Period and the grace	
e	Accordingly, it was resolved as under:		
Action: ED(PHS)	RESOLVED: "that the proposal of ED(PHS) contained 17th April, 2006 regarding the date of comm should be the same and the free look period 31 days should be counted w.e.f. the date of approved."	of 14 days and the grace period of	
	ITEM (08) PROPOSAL OF M/S. KINGDOM HOA HOTEL IN ISLAMABAD – UPTO		
	33. Executive Director(RE) informed the connection with proposed construction of a 5-star has proposed by M/s. Kingdom Hotel Investments (Khad agreed to change their proposal as following:-		CHAIRMA
		of jurisdiction of the Joint Stock ge the country of incorporation from	green and green was the control of t

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	UK to Pakistan. (ii) Government Laws and agreed to change the go Life agreed that the Inte London, UK (subject to Pakistan-Board of Investigation) Development Budget fig development budget fig The final figures will be and State Life and will	stan and the country of Jurisdiction from International Arbitration Location KIII overning laws from UK to Pakistan, State ornational Arbitration Location to be of the non-objection of the Government of	
	may be brought into the notice of Minis proposed plot is the property of policyho pointed out that the method for evaluating value of the land US\$:7 million (23% of sl was not the actual price of land. The value present market value of the plot. Mr. Nasin may be arranged with the representatives reservations of SLIC may be placed before the	Retd) Sharbat A. Changazi opined that this fact try of Commerce/Board of Investments, that lders of State Life. Syed Hur Riahi Gardezi the plot of SLIC was not understandable. The nare) was based on theoretical calculations and of the land need to be ascertained in terms of a Qureshi suggested that a face to face meeting of M/s. Kingdom Hotel Investments and the them. It was also suggested that as the plot/land lding therefore Capital Development Authority hotel on the land.	
w	The matter was discussed in great detail and	Board agreed to resolve as under:	
Action: ED(RE)	T .	man to write an appropriate letter to M/s. II) in the light of above discussion, is IHE PERMISSION OF THE CHAIR.	
	(I) STATE LIFE TOWER PRO	JECT-ISLAMABAD.	
v.,		Pardezi left the meeting with the permission of the before the Board, a Memorandum No.09(I) or Project-Islamabad.	v
	Ground + 18 upper floor, however Board August 2001 decided to construct State Life Contract for civil and plumbing works was basements + Ground + 4 floors. Later Board	of Directors in its $162^{\rm nd}$ meeting held on 11 building Islamabad in three phases (Annex- A). awarded to M/s Moin Sons for 1 st phase i.e. 3 rd of Directors in its $179^{\rm th}$ meeting held on $7^{\rm th}$ ire building in one-go instead of phase-wise.	CHAIRMA

The decision of 179th meeting is as under;

" That the proposal as mentioned in Real Estate Division's of the original



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	façade design with fully finished rentable was approved to make the construction in with central air-conditioning, at a cost hundred nine million)."	one-go within a period of four years	
e e	37. In compliance to the above stated Board Pasha commenced the working on various options 14- floors/building with phase-I (ref: M/s. Suhail & 'C'), thereafter the matter came under discussion Consultant. The foregoing matter was also dis NESPAK in the subsequent progress review a submitted following 4 No. of options on 10 th Januar	s of dovetailing to construct the remaining & Pasha letter dated 18-11-2004 – Annex and correspondences were made with the cussed with the project managers M/s neetings. M/s. Suhail & Pasha finally	1
	 OPTION -1: Work of phase II is carried out thru separate ter OPTION - II: Terminate the present contract at a convenier works and phase -II whole work together. 		
	 OPTION -III: Structural work of the whole project is complet OPTION - IV: Whole work of the project of phase-II is aw additional work with price adjustment. 	-	
	38. The option-IV was recommended by the CRED and Law Division and both are of the view transparency.	Consultants. This option was reviewed by that option IV is not advisable as it lacks	
	39. The options of Consultants were sent to March 199, 2006 & April 25, 2006 at site and NESPAK vide their letter no. 2690/08/FA/01/268 analysis and study regarding captioned matter. (An Option-II: "The present Contract may be terminal Clause No. 75.1 of the Condition of Contract; "convenience".	held with M/S NESPAK in this regard, Head Office Karachi, respectively. M/S 39 dated May 05, 2006, submitted their nex 'F') M/s NESPAK then advised for ted by State Life under the provisions of	
	40. With the enforcing of this clause M/s N estimate of Rs. 16.35 million which includes Rs 9 and Rs. 6.85 million for demobilization, site charge	.5 million in terms of rate re-adjustment	
	41. Mr. Suhail Abbasi of M/S Suhail & Pasha, to State Life, Principal office on 12 th May 2000 difference due to the balancing of rates made at the out flow of payment to which the contractor ha original rate (tender rate) will not be practical termination of contract at "00" level being optic apprehension.	6 gave his opinion that the amount in the time of tender was to ensure uniform d agreed, thus to revert back with the Also the method of dove-tailing by	CHAIRMAN

42. The Architect has now given an after thought. The present contract should be continued and only external finishing items be deleted, which may be within 15% of the

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	contract value, however the electrical conduiting we the present civil contractor as an extra item. This can this stage as it will be embedded in the concrete wheelectrical contract that will be floated later. The estimated at Rs 1.0 million (approx).	electrical conduiting work is necessary at tile the wiring will be a part of the main cost implication of this extra item is	
	43. In this connection a meeting was held on N M/S NESPAK in NESPAK's office. He agreed that the project should be continued as per the agree and an additional item of conduiting for electrical we contractor. In this way, we may eliminate the possib	o the suggestion given by the Architect ement except the exterior finishing items, firing be negotiated with the present civil	
	44. On a query Divisional Head(RE) inform NESPAK dated May 15, 2006 were still awaited. Cadvice of M/s. NESPAK may be obtained, whi financial impact for the proposed change should para-42 mentioned in the memorandum may be exa	Ch. Javaid Hussain opined that technical le Mr. Nasim Qureshi suggested that be analyzed. Chairman suggested that	
	Accordingly, it was resolved as under:		
Action: ED(RE)	RESOLVED: "that ED(RE) is directed to obtain technical the proposal mentioned in para-42 and to precommendations, is approved." ITEM (09) ANY OTHER ITEM WITH THE Proposal Means of the proposal mentioned in para-42 and to precommendations.	rocced in the light of their	
, X	(II) <u>BEAUTIFICATION OF I. I. CHUN</u>	DRIGAR ROAD KARACIII.	
	45. Executive Director(RE) presented befor dated 29-05-2006 regarding beautification of I. I. C.	re the Board, a memorandum No.09(II) hundrigar Road, Karachi.	
	Governor, State Bank of Pakistan on March 10, 200 initiate a comprehensive campaign for the beautific This includes to face lift the buildings by the LLChundrigar Road, Karachi. A Beautification Committee comprised of Dr. Ishrat Hussain, Govern Mr. Shaukat Tarin, President, Union Bank, as Chaorganizations including Chairman, State Life Ins Yasmin Lari from Heritage Foundation and others.	O4 and it was decided in the meeting to ation of I.I.Chundrigar Road, Karachi. business and property owners on Committee was also formed. The or, State Bank of Pakistan, as a Patron, irman and five members from relevant	
* *	47. Several meetings have taken place regarding Road, Karachi. In these meetings several decisions were City Government, Karachi, a Project Steering Comproject was finalized with total share of all stakehol State Life was allocated a share of Rs.12.50 mile exchanged between the Committee and SLIC. research	were taken; a fund was setup under the mmittee was formed, the plan of the lders' amounting to Rs. 222.5 million. Different correspondences were	CHAIR

exchanged between the Committee and SLIC, regarding share of contribution of stake

The matter was placed before the Board of Directors, in its 183rd meeting held on

holders in the project.

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STAIL LIFE

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	15th November 2005, wherein the ED (RE) was like how the share of SLIC and others was comput for taking a decision. 49. In pursuance to the Board decision, State requested the desired information from the Secret Committee. The Secretary Beautification Committee March 2006. SLIC's queries and information provided has requested for co-operation for the betterment of State Life toward Corporate Social Responsibility. 51. The budget of above expenditure if approved.	directed to place all the relevant details ed, audit of funds etc before the Board Life vide letter dated March 22, 2006, stary, Chundrigar Road, Beautification ec sent the information vide letter 31 st ded by the committee is at (Annex-1). letter dated April 15, 2006 (Annex-II), if our environment and contribution of	
3 5 3 *****	is a Corporate Social responsibility for improvementation. 52. Air Marshal (Retd) Sharbat A. Changazi p share of stakeholders have been calculated. Ch. Java would run on I. I. Chundrigar Road would SLIC empaced and stakeholders it was resolved as under:	ointed out that it was not clear how the	,
Action: ED(RE)	RESOLVED: "that Board authorized the Chairman to array Steering Committee for rehabilitation/beautif on behalf of SLIC and get full and complete were calculated, is approved."	iculian of 1 1 /il	
	53. The meeting ended with mutual vote of the	nanks.	
		CHAIRMAN	
×	y v		
			CHAIRM