

MINUTES OF 212TH MEETING OF THE BOARD OF DIRECTORS

ORS	HELD AT	ON	TIME
BOOK	KARACHI	18 TH MAY, 2010	

CONFIDENTIAL AND RESTRICTED

The 212th Meeting of the Board of Directors of State Life Insurance Corporation of Pakistan was held on Tuesday, 18th May, 2010 at 11.00 a.m. in the Board Room, State Life Building No.9, Dr. Ziauddin Ahmed Road, Karachi.

PRESENT:

- | | |
|----------------------------|-----------------|
| 1. Mr. Shahid Aziz Siddiqi | Chairman |
| 2. Mr. Shahid Rahim Shaikh | Director |
| 3. Mr. Aslam Faruque | Director |
| 4. Mr. Rasheed Y. Chinoy | Director |
| 5. Syed A. Wahab Mehdi | Director |
| 6. Syed Hur Riahi Gardezi | Director |
| 7. Mr. Akbarali Hussain | Secretary Board |

LEAVE OF ABSENCE:

- | | |
|---------------------------|----------|
| 1. Mrs. Spenta Kandawalla | Director |
| 2. Mr. Amin Qasim Dada | Director |

2. The meeting started with recitation of verses from the Holy Quran by Syed Hur Riahi Gardezi, Director.

ITEM (1) CONFIRMATION OF MINUTES OF 211TH MEETING OF THE BOARD OF DIRECTORS.

3. The minutes of the 211th meeting of the Board of Directors held on 19th April, 2010 together with Implementation report were placed before the Board.

4. The confirmation of the minutes was deferred to the next meeting of the Board.

5. Implementation report of 211th meeting of the Board of Directors were noted.

ITEM (2) CONSIDERATION AND APPROVAL OF RECOMMENDATIONS IN MINUTES OF 33RD MEETING OF BOARD AUDIT COMMITTEE HELD ON 19TH APRIL, 2010.

6. The minutes of the 33rd meeting of Board Audit Committee held on 19th April 2010 was presented before the Board of Directors for consideration and approval of decisions/recommendations made by the Committee.

7. The minutes also contained the following implementation/compliance reports relating to the 32nd meeting of the Board Audit Committee:-

Bureau of Immigration and Overseas Employment and Group & Pension premiums receivable.

The Committee was informed about the managing and investment of around Rs.1000 million fund of the Bureau with SLIC, the earning of which was being

Action:
Secretary
(Board)

Action:
ED(G&P)
DH(G&P)

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<p>Action: ED(G&P) DH(G&P)</p>	<p>shared by State Life and the Bureau. The Board Audit Committee desired that the fund of the Bureau be refunded since it was beyond the scope of State Life to manage the funds on behalf of other organizations, which was also pointed out by the auditors in their report to the Board of Directors.</p> <p><u>G&P Premium Receivable from the Punjab Government</u></p> <p>ED(G&P) informed the Committee that out of the over invoicing of Rs.666.47 million to Punjab Government due to in correct figures of employees, Rs.85.415 million have been recovered and Rs.25.924 million is expected to be recovered by June, 2010 and the remaining amount of Rs.555.131 million being unrecoverable is to be written off. The record have now been rectified by obtaining computerized data from PIFRA.</p> <p><u>Un-reconciled balances</u></p> <p>ED(PHS) informed the Committee that 13 policyholder services related schedules were still un-reconciled because of weeding out of old records, however the un-reconciled amount has been brought down to Rs.252 million from Rs.813 million and efforts are being made to reconcile the same.</p> <p>The Board Audit Committee showed its concern for removal of important records in haphazard manner and desired that PHS Division investigate the matter, fix responsibility upon the officials at fault and job description be reviewed to keep the officials answerable.</p> <p>ED(PHS) was requested to brief the Board Audit Committee in its next meeting about the progress in the matter.</p> <p><u>Tangible Fixed Assets – Coding and Physical Verification</u></p> <p>DH(P&GS) informed the Committee that the work on new type of registers is in final stage, which is likely to be completed by the mid of May, 2010.</p> <p>Board Audit Committee desired briefing on the above matter at its next meeting.</p> <p><u>Presentation by DH(IA&C) Division for enhancing the scope of internal audit in State Life Insurance Corporation of Pakistan.</u></p> <p>The presentation was circulated amongst the members of the Board Audit Committee who desired that consultants be appointed for preparation of audit manual of SLIC without disturbing the prevalent pre audit procedure system.</p> <p><u>Winding up of SAMCO</u></p> <p>The Committee was informed about the dissolution of the Board of Directors of SAMCO and appointment of Mr. Shamsuddin Khan, Advocate as liquidator for SAMCO who would fulfill the prescribed formalities of SECP and distribute</p>		
<p>Action: ED(PHS) DH(PHS)</p>			
<p>Action: ED(P&GS) DH(P&GS)</p>			
<p>Action: DH(IA&C)</p>			
<p>Action: DH(Inv)</p>			


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<p>the available cash in the accounts amongst the shareholders. An extra ordinary general meeting of SAMCO was held on 19th April, 2010, in which all the shareholders had unanimously passed a resolution for dissolution of the company.</p> <p><u>Application of IFRS-4</u></p> <p>Action: ED(F&A) DH(F&A)</p> <p>DH(F&A) informed the Committee that Institute of Chartered Accountants of Pakistan has deferred the application of IAS-1 and IAS-39 on Life Insurance Companies till the year 2010. The Committee desired to be kept informed of any progress in the matter.</p> <p><u>Examination of Budget Proposals for the year 2010 and revised budget estimates for the year 2009.</u></p> <p>Action: ED(F&A) ED(Mkt) DH(F&A) DH(Mkt)</p> <p>The Board Audit Committee desired that the Minutes of meeting of Rationalization of Acquisition Cost Committee held on 16th February, 2010 and a Report of the Marketing Division on the subject be circulated to the members of the Board Audit Committee within one week. The Board Audit Committee would then schedule a meeting for finding the solution of this impending matter as soon as possible.</p> <p><u>Examination of 3rd Quarter 2009 Internal Audit Report</u></p> <p>Action: All EDs All DHs</p> <p>The Committee was informed that the 3rd quarterly audit report has been forwarded to the respective Divisional Heads for their perusal and to take notice of irregularities committed by their subordinates. The Board Audit Committee desired to be kept informed of progress on actions taken by the Divisional Heads.</p> <p><u>Examination of Final Audited Accounts for the year 2009</u></p> <p>The Auditors of the Corporation appeared before the Board Audit Committee and submitted management letter pointing out the following anomalies which the Committee Members discussed with the management point by point:-</p> <p><u>Anti-Fraud Programs and Controls</u></p> <p>Action: DH(IA&C)</p> <p>Board Audit Committee directed that F&A and IA&C Division evolve a joint strategy to address this issue and put up the proposal for consideration by the Board of Directors.</p> <p><u>Investment Properties</u></p> <p>Action: ED(RE) DH(RE)</p> <p>Board Audit Committee directed for bifurcation of the properties between those held for investments and those held for own usages in order to remove the qualification of the external auditors.</p>			

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<p>Action: ED(F&A) DH(F&A)</p> <p>Action: ED(F&A) DH(F&A)</p> <p>Action: ED(IT) DH(IT)</p> <p>Action: ED(IT) DH(IT)</p> <p>Action: ED(RE) DH(RE) DH(Legal)</p>	<p><u>Amount Due to Life Insurance Corporation of India</u></p> <p>The Board Audit Committee directed for taking up the matter with the Ministry of Commerce for resolution of this long outstanding issue.</p> <p><u>Investment in Subsidiary</u></p> <p>This relates to SAMCO and has been already dealt with above.</p> <p><u>Assets not held in the Name of Statutory Funds</u></p> <p>The Board Audit Committee directed for submission of detailed report on the subject at its next meeting.</p> <p><u>Enterprise Resource Planning (ERP) Information System</u></p> <p>The Board Audit Committee directed the IT Division to address the issue and submit its report at its next meeting.</p> <p><u>Un-Reconciled Subsidiary Records</u></p> <p>The subject item has already been dealt with above.</p> <p><u>Information Technology (IT) Security Policy</u></p> <p>The Board Audit Committee directed the IT Division to address the issue and submit its report at its next meeting.</p> <p><u>Internal Audit</u></p> <p>The subject item has already been dealt with above.</p> <p><u>Tangible Fixed Assets-Coding and Physical verification</u></p> <p>The subject item has already been dealt with above.</p> <p><u>Corporation Occupied Properties</u></p> <p>The Board Audit Committee directed RE Division to submit a detailed report at its next meeting.</p> <p><u>Lack of Co-Ordination between Departments</u></p> <p>The Board Audit Committee directed that coordination between RE and Legal Affairs Division be improved and report on reconciliation of all the relevant record be submitted at its next meeting.</p>		
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<p>Action: ED(F&A) DH(F&A)</p> <p>Action: ED(F&A) DH(F&A)</p> <p>Action: ED(Inv) DH(Inv)</p> <p>Action: ED(Act) ED(PHS) DH(Act) DH(PHS)</p> <p>Action: DH(Inv)</p>	<p><u>Contingencies</u></p> <p>The Committee directed F&A Division for compliance and submission of its report at its next meeting.</p> <p><u>Gulf Business</u></p> <p>The Committee observed that the Gulf business has not performed well which needs to be investigated. The report of the investigation be submitted to the Committee at its next meeting.</p> <p>The actual position is that net premium income of Gulf Zone has gone up from Rs.817,199 million to Rs.1,041 million showing an increase of 27.4%, however the total income has come down from Rs.1,693 million to Rs.1,531 million due to decrease in investment income from Rs.876 million to Rs.490 million. The decrease in investment income is due to difference in exchange rate which was lesser this year as compared to last year. The position was explained to the Board by Divisional Head(Investment).</p> <p><u>Six Monthly Review of Accounts</u></p> <p>The Committee directed that a six monthly review of accounts be carried out by the management and F&A Division explain deviation therein from the approved budget.</p> <p><u>Investment Portfolio</u></p> <p>The Board Audit Committee directed that the Investment Division should show the market value of the securities and the income obtained from investment be also mentioned.</p> <p><u>Enhancement of Retention Limit of Reinsurance</u></p> <p>The Board Audit Committee proposed that the retention limit of reinsurance be enhanced from Rs.2.5 million to Rs.5 million in order to curtail the expenditure under this head of account.</p> <p><u>Investment of Income of Overseas Funds</u></p> <p>The Committee observed that the value of investments of overseas funds has declined by 44% which needs a clarification from the DH(Investment). The core business has increased by 87% but the overall investment income has come down by 10%.</p> <p>The DH(Investment) explained to the Board that last year investment income increased due to change in exchange rate of US Dollar into Pak Rupee. This year the change was comparatively lesser than last year.</p>		
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<p>The Board Audit Committee showed its concern that there existed a portfolio of Rs.4.372 billion in the gulf which is managed by ABN AMRO, but Investment Division, State Life is not informed of their investment activities and it is highly unusual that Investment Division of State Life is not supervising the same. The Investment Division was advised to submit a report on this matter at its next meeting.</p> <p>DH(Investment) mentioned to the Board that UAE portfolio is managed by ABN AMRO Bank on a non discretionary basis. The bank submits its proposals to Investment Division which are studied by the Investment Committee. After approval, ABN AMRO Bank is advised to invest the funds through our UAE office. Investment Division has regular meetings with ABN AMRO Bank four times a year, some of which are held at Karachi while some are held at UAE. The Chairman State Life, while visiting UAE also holds meetings with the Bank to discuss UAE investments.</p> <p><u>Examination/Consideration of Actuarial Valuation of Policies</u></p> <p>The item was deferred due to time constraints.</p> <p><u>Approval of Audited Accounts for the year ended 31st December, 2009</u></p> <p>The Board Audit Committee recommended for approval of accounts.</p> <p>8. Accordingly, the Board resolved as under:</p> <p><u>RESOLVED:</u> "that the minutes of 33rd meeting of Board Audit Committee held on 19th April, 2010 together with observations/recommendations are approved."</p> <p>ITEM (3) <u>PRESENTATION OF BUSINESS REVIEW FOR THE PERIOD ENDED 31ST MARCH, 2010.</u></p> <p>9. The business review of Marketing, Group & Pension and Investment Divisions for and upto the period ended on 31st March, 2010 were circulated to the members of the Board.</p> <p>10. ED(Marketing) placed before the Board, Business Review of Individual Life for and upto the Month of March' 2010. The Corporation secured 1st year premium of Rs1,681 million for the period ended on 31st March, 2010 as against Rs.1,242 million during the corresponding period of last year showing an increase of 35%. The Corporation has collected second year premium of Rs.753 million for and upto the month of March, 2010 with second year persistency of 61% as against collection of premium of Rs.564 million during the corresponding period of last year with second year persistency of 61%. The third year and over persistency for the period January to March' 2010 was 98% as against 89% for the corresponding period of last year. The number of policies sold for and upto the month of March, 2010 was 123,128 as against 97,826 during the corresponding period of last year showing an increase of 26%.</p>			

Action:
Secretary
(BAC)


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<p>11. The forecast upto the month of March 2010 was Rs.1801 million and the Corporation achieved 93% of the forecast. ED(Marketing) mentioned that although there was a shortfall upto the month of March, 2010, but the Marketing Division was hopeful that this shortfall would be wiped out in the coming months with the help of more concentrated/targeted efforts and motivational activities.</p> <p>12. The first year premium achieved by Southern Region, Central Region, Northern Region and Multan Region for and upto March, 2010 was Rs.361,275 thousand, Rs.564,318 thousand, Rs.371,657 thousand and Rs.384,201 thousand respectively showing a growth of 46.35%, 30.83%, 31.41% and 36.52% over the corresponding period of last year.</p> <p>13. ED(G&P) presented before the Board the business review for and upto the month of March, 2010 of G&P Division which collected a total premium of Rs.665.527 million as against Rs.670.750 million for the corresponding period of last year showing a decrease of 0.78%.</p> <p>14. During the period for and upto the month of March 2010, Karachi Zone collected a total premium of Rs.157.485 million as against Rs.116.485 million of last year showing an increase of 34.92%. Lahore Zone collected a premium of Rs.325.322 million as against Rs.410.457 million of last year showing a decrease of 20.74%. Rawalpindi Zone collected a premium of Rs.111.083 million as against Rs.87.342 million last year showing an increase of 27.18%. Peshawar Zone collected a total premium of Rs.71.637 million as against Rs.56.227 million showing an increase of 27.41%.</p> <p>15. DH(Investment) presented before the Board, business review of Investment Division for and upto the month of March 2010. The book value of investment portfolio which was Rs.205,805 million as on December 31, 2009 is estimated to have increased to Rs.214,771 million as on March 31, 2010 showing an increase of Rs.8,966 million and a percentage increase of 4.36% over the year ended March 31, 2010. The investments in Government securities, corporate debts, equities, bank deposits, investment property and loans to policyholders were Rs.150,484 million, Rs.4,560 million, Rs.24,561 million, Rs.15,890 million, Rs.2,536 million and Rs.16,740 million respectively.</p> <p>16. State Life earned Rs.6,038 million on its Investment portfolio excluding unrealized gain on Investment for and upto the month of March, 2010 as compared to Rs.4,709 million earned during the same period of last year. The book value of quoted equity portfolio stood at Rs.22,735 million at 31st March, 2010 while its market value was Rs.45,702 million showing an appreciation of Rs.22,967 million as on March 31, 2010. State Life purchased shares with book value of Rs.109.981 million during the period under review and sold shares with a book value of Rs.21 million for Rs.52 million, realizing capital gain of Rs.31 million.</p> <p>17. The Board was informed that the total investment of the Corporation in Pakistan Investment Bonds(PIBs) floated by Government of Pakistan since December 2000 including accrued interest as at March 31, 2010 was Rs.141,389</p>			
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<p>Action: ED(MKT) ED(G&P) DH(INV)</p> <p>Action: ED(Act) DH(Act)</p> <p>Action: ED(Act) DH(Act)</p> <p>Action: ED(Mkt) GM(Banc)</p>	<p>million. This constituted 68.70% of the total investment portfolio. The total investments in Government Securities amounted to Rs.150,484 million which constituted 73.63% of the total portfolio. As advised by Appointed Actuary of the Corporation, the Corporation purchased PIBs of 10, 15, 20 and 30 years duration with a face value of Rs.5.000 billion at a cost of Rs.4.872 billion.</p> <p>18. The corporate debts included investments in TFCs of different companies such as Pakistan Mobile Communication Ltd., Engro Chemicals Ltd., and Pak Arab Fertilizer Ltd, etc. This also includes Rs.2,100 million paid to NITL under State Enterprise Fund guaranteed by GOP and Rs.100 million placed in COI of First Dawood Investment Bank. The total investment in Corporate Bonds was Rs.4,560 million as on March 31, 2010.</p> <p>19. The Board noted the business figures of Marketing, Group & Pension and Investment Divisions for the period ended on 31st March, 2010.</p> <p>ITEM (4) POSITION PAPER ON LAST THREE YEARS REINSURANCE EXPENSES.</p> <p>20. Due to paucity of time, the consideration of the above item was deferred to the next meeting of the Board.</p> <p>ITEM (5) UNIT LINKED INSURANCE STATUTORY FUND</p> <p>21. Due to paucity of time, the consideration of the above item was deferred to the next meeting of the Board.</p> <p>ITEM (6) PRESENTATION ON OBJECTIVES AND STRATEGY TO BE ADOPTED BY GM(BANCASSURANCE)</p> <p>22. Due to paucity of time, the above matter was deferred to next meeting of the Board.</p> <p>ITEM (7) INCLUSION OF INSTITUTE OF CHARTERED SECRETARIES AND MANAGERS AS A PROFESSIONAL BODIES FOR PAYMENT OF ADMISSION FEES, SUBSCRIPTION AND REIMBURSEMENT OF COST OF BOOKS AND EXAMINATION FEES.</p> <p>23. Divisional Head(P&GS) presented before the Board, a Memorandum for inclusion of Institute of Chartered Secretaries and Managers as a professional body for payment of admission fees, subscription and reimbursement of cost of books and examination fees.</p> <p>24. The Board was informed that the following professional bodies were approved by Board of Directors of State Life for payment of admission fees, subscription and reimbursement of cost of books and examination fees:-</p> <p>a) Institute of Actuaries b) Institute of Actuarial Students Society</p>	<p>CHAIRMAN'S INITIALS</p> 	

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<p>c) International Actuarial Association d) Chartered Life Underwriters of America e) Chartered Insurance Institute f) Society of Actuaries, USA g) The Institute of Chartered Accountants of Pakistan h) The Institute of Chartered Accountants of England i) The Institute of Cost & Management Accounts, London j) The Pakistan Institute of Industrial Accounts now Institute of Cost & Management Accountants of Pakistan</p> <p>The payment of professional subscription was allowed for British Computer Society, UK, Society of Investment Analysis, London, The British Institute of Management and the Institute of Personnel Management. Payment of cost of books and examination fee was allowed for the Life Offices Management Association of USA, The Institute of Chartered Secretaries and Administrators of London and the Life Insurance Agency Management Association of USA.</p> <p>Notification of the approval of professional subscription and books and examination fees of the above listed professional bodies were made through Office Order ED(Admn) No.020/73 dated 7-5-1973 and 022/73 dated 7-5-1973, 082/76 dated 19-5-1976.</p> <p>25. The courses of study and examination of the Institute of Chartered Secretaries and Managers consist of prescribed subjects in business law, business communication, business economic and statistics, business organization and management, company law, secretarial practice and taxation laws and financial and managerial accounting. The examination are held twice every year in the month of January and July.</p> <p>26. The Institute of Chartered Secretaries and Managers has been set up under a licence granted by Securities & Exchange Commission of Pakistan under Section 42 of Companies Ordinance 1984 as follows -</p> <p>i) The Institute imparts post graduate and post master's professional education in Corporate Laws and Company Secretary-ship as you will kindly observe from the enclosed brochure. The Institute has prescribed a sophisticated course of study and has laid down high standard of examination. Those who pass these examinations are conferred upon the Associate-ship of "AICS" and the Fellowship of "FICS" which carry high academic and professional value in the corporate profession.</p> <p>ii) The Institute offers attractive exemption package to those holding equivalent academic and professional. Those who meet all the prescribed merit conditions could be admitted as "Associates (AICS) or "Fellow" (FICS) members depending upon their experience and standing in the corporate profession.</p>			
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	<p>iii) All those engaged in Company Secretarial work are welcomed to join this Institute as members to promote professionalism and education in secretarial practice. "Fellowship" (FICS) may be applied for if eminence in this profession has been achieved and the merit conditions are met.</p> <p>27. The Board was informed that all companies registered or incorporated under the Companies Ordinance 1984 are required to implement extensive legal obligations and statutory requirement which can be most proficiently performed by persons who are specially educated and trained to meet the requirement of corporate management, corporate laws and company secretarial functions. Every private and public limited company, public corporation, autonomous body, municipal corporation, society, association and other statutory bodies employee a Chartered Secretary who can ensure compliance of the various requirements of company law and secretarial practice. The corporate governance has gained prominence recently and CFO's and Company Secretaries have been assigned official responsibilities to play in better governance of the corporate entities.</p> <p>28. Most of the companies have Secretaries who are qualified Chartered Accountants, Chartered Management Accountants, Cost and Management Accountants and the Chartered Secretaries either from UK or Pakistan. Presently the Institute of Chartered Secretaries and Managers have 400 members as Chartered Secretaries and 600 members as Taxation Managers.</p> <p>29. The membership fee is Rs.50,000 whereas the other fees are as follows:-</p> <p>a) Student registration Rs.7,500</p> <p>b) Examination fee:</p> <p>Part-1 - Rs.3,600,</p> <p>Part-2 - Rs.4,200</p> <p>Part-3 - Rs.4,800</p> <p>Part-4 - Rs.5,400</p> <p>Part-5 - Rs.6,000</p> <p>c) Annual subscription:</p> <p>Fellow member - Rs.2,000</p> <p>Associate member - Rs.1,500</p> <p>30. The Institute of Chartered Secretaries UK was included in the list of professional bodies approved by Board of Directors for payment of books and examination fee in 1982 whereas the Institute of Chartered Secretaries and Managers has been incorporated two years later in 1984.</p> <p>31. As per circular No.P&GS/PO/08/2001 dated 23rd February, 2001(Annexure-B to the Memorandum), one professional qualification is presently allowed at Corporation's expense cost and employee if desirous to obtain more than one qualification he can do so at his own expense. Cost of prescribed books/study material and examination fee is allowed for one attempt only, however reimbursement is allowed only after the passing the failed subjects in case for one more attempt only. The annual subscription/membership fee of only one professional institution is currently paid by the Corporation for any employee.</p>		

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Action: ED(P&GS) DH(P&GS)	<p>32. Approval was sought from Board of Directors for inclusion of The Institute of Chartered Secretaries of Pakistan as a professional body for the reimbursement of admission fee, examination fee, annual subscription and cost of books in the list of already approved institutes.</p> <p>33. Accordingly, the Board resolved as under:</p> <p>RESOLVED:</p> <p>"that as recommended by DH(P&GS), the inclusion of the Institute of Chartered Secretaries of Pakistan as a professional body and reimbursement of admission fee, examination fee, annual subscription and cost of books for this institute as is also allowed to already earlier approved institutes, is approved."</p> <p>ITEM (8) OPERATION OF CDC ACCOUNT.</p> <p>34. Divisional Head(Investment) presented before the Board, a Memorandum for approval of signatories authorized for operation of CDC Account.</p> <p>35. With the incorporation of Central Depository Company, the physical dealing of shares have minimized resulting in electronic handling of the stocks. Settlement of shares of the companies eligible for CDC is carried out through Central Depository System. This requires signatories to be empowered by the Corporation for settling settlements through CDC.</p> <p>36. The Board on 26th August, 2008 besides Mr. Ansar Hussain had authorized Mr. Khizar Hayat Aamir, General Manager(F&A) and Mr. Attaullah A. Rasheed, DGM(F&A)/(Inv) to act as a signatory of the Corporation. The Board had also added the name of Mr. Waseem Khan Rao, Deputy Manager in the panel of authorized signatories. It is to be noted that Mr. Khizer Hayat Aamir, General Manager has expired on March 2009, whereas Mr. Attaullah A. Rasheed, Deputy General Manager has been transferred to Alpha Insurance Company leaving behind Mr. Ansar Hussain, General Manager (Investment) and Mr. Waseem Khan Rao, Deputy Manager as authorized signatories.</p> <p>37. It was proposed that Mr. Atif Saeed Rana and Mr. Abu Ahmed both being Managers (Investment) be substituted in place of Mr. Khizar Hayat Aamir and Mr. Attaullah A. Rasheed.</p> <p>38. The Board was requested to approve the following resolution so that CDC operations of the Corporation may continue uninterrupted.</p> <p>"Resolved that names of M/s.(Late) Khizar Hayat Aamir and Attaullah A. Rasheed, be deleted and M/s. Atif Saeed Rana and Abu Ahmed be added as authorized signatories for company's Participant Account maintained with the Central Depository of Pakistan Limited."</p>		
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<p>Further resolved that M/s. Atif Saeed Rana, Abu Ahmed be and are hereby authorized and empowered jointly with the existing authorized signatory M/s. Ansar Hussain and Waseem Khan Rao to represent the Company to CDC on all matters pertaining to the implementation and performance of the participant Agreement, to deal, liaise and correspond with CDC and to fulfill all responsibilities and obligations of the Company under the Central Depositories Act, 1977 and the Central Depository Company of Pakistan Limited Regulations from time to time, and to do all other incidental and ancillary acts, things and deeds.</p> <p>39. Accordingly, the Board resolved as under:</p> <p>RESOLVED:</p> <p>a) "that as proposed by Divisional Head(Investment), the names of Late Mr. Khizar Hayat Aamir and Mr. Attaullah A. Rasheed, DGM(Investment) (now transferred to Alpha Insurance Company), as authorized signatories for Company's Participant Account maintained with the Central Depository Company of Pakistan Limited be deleted and instead Executive Director(Investment), Divisional Head(Investment), Divisional Head(F&A), DGM(Investment) and till such time that a DGM(Investment) is posted, DGM(F&A) as authorized signatories for operation of Company's Participant Account maintained with the Central Depository of Pakistan Limited, is approved."</p> <p>b) "that Executive Director(Investment), Divisional Head(F&A), DGM(Investment) and till such time that a DGM(Investment) is posted, DGM(F&A) be and are hereby authorized and empowered jointly with the existing authorized signatories M/s. Ansar Hussain, Divisional Head(Investment) and Waseem Khan Rao to represent the Corporation/Company to CDC on all matters pertaining to the implementation and performance of the Participant Agreement, to deal, liaise and correspond with CDC and to fulfill all responsibilities and obligations of the Corporation/Company under the Central Depositories Act, 1977 and the Central Depository Company of Pakistan Limited Regulations from time to time, and to do all other incidental and ancillary acts, things and deeds, is approved."</p> <p>ITEM (9) POST FACTO APPROVAL FOR CREATION OF SEVEN ADDITIONAL POST OF EXECUTIVE OFFICERS.</p> <p>40. Executive Director(P&GS) presented before the Board, a Memorandum for post facto approval for creation of seven additional post of Executive Officers.</p> <p>41. The Board of Directors in its 211th meeting held on 19th April, 2010 agreed in principle to the proposal of the Chairman, State Life for creation of 07 seats of Executive Officers and desired that a Memorandum be submitted to the Board at its next meeting seeking post facto approval for creation of the posts.</p>			

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<p>42. State Life Insurance Corporation of Pakistan is the leading insurance coverage provider of Pakistan and like any other insurance organization, the manpower requirements/strength of State Life is determined on the basis of number of inforce insurance policies. The existing strength of Human Resources of State Life was lastly revised/set in the year 2001-02 by the Board of Directors. The business of the Corporation has increased manifold and has touched a landmark of approximately Rs. 7 billion of FYP (First Year Premium) as on 31st December, 2009. Such procurement of gigantic FYP demands expedient processing of the business as well as timely and effective customer service, which demands upward revision in the current working/sanctioned strength of Human Resources.</p> <p>43. Moreover, the target set by the Board of Directors for the year 2010 is about Rs. 10 billion i.e. 40% increase of FYP of the last year. It is quite impossible to achieve such a challenging target without adequate manpower.</p> <p>44. Accordingly, the Board resolved as under:</p> <p><u>RESOLVED:</u> "that as proposed by ED(P&GS), post facto approval for creation of seven posts of Executive Officers, is allowed."</p> <p>ITEM (10) <u>RATIFICATION OF ALREADY CREATED POSTS</u></p> <p>45. A Memorandum of Executive Director(P&GS) for ratification of already created posts (01 seat of Manager, 02 seats of Deputy Managers, 10 seats of Assistant Managers and 10 seats of Executive Officers) was submitted before the Board.</p> <p>46. The Board of Directors in its 207th meeting held on 2nd March, 2010 had agreed in principle to the proposal of creation of above posts and had instructed P&GS Division to work out the details.</p> <p>47. State Life Insurance Corporation of Pakistan is the leading insurance coverage provider of Pakistan and like any other insurance organization, the manpower requirements/strength of State Life is determined on the basis of number of inforce insurance policies. The existing strength of Human Resources of State Life was last revised/set in the year 2001-02 by the Board of Directors. The business of the Corporation has since then increased manifold and has touched a landmark of approximately Rs. 7 billion of FYP (First Year Premium) as on 31st December, 2009. The procurement of gigantic FYP demands expedient process of the business as well as timely and effective customer service, which demands upward revision in the current working/sanctioned strength of Human Resources. Year wise business performance of the organization was attached with the Memorandum for review by the members.</p>			

Action:

ED(P&GS)

ED(F&A)

DH(P&GS)

DH(F&A)

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<p>48. It was emphasized in the Memorandum, that the Corporation had made recruitments in various grades in the year 1995-96 and in the year 2000, under rightsizing policy, offered Voluntary Retirement and Separation Scheme, which was availed by substantial number of employees. Since the year 2000, there has been continuous attrition of manpower in the form of retirements, resignations, deaths etc. Therefore, acute shortage of manpower is being felt in the organization.</p> <p>49. The target set by the Board of Directors for the year 2010 is about Rs. 10 billion i.e. 40% increase of FYP over the year 2009 which is quite impossible to achieve without adequate manpower.</p> <p>50. In the light of justifications stated above, ED(P&GS) proposed that Board of Directors ratify the earlier in principle approval of creation of afore mentioned posts and subsequent selection of suitable candidates against these seats during regular recruitment process.</p> <p>51. Accordingly, the Board resolved as under:</p> <p>RESOLVED: "that as recommended by ED(P&GS) post facto approval is given to creation of already created one post of Manager, two post of Deputy Managers, ten post of Assistant Managers and ten post of Executive Officers.</p> <p>ITEM (11) ADVANCE PAYMENT TO M/S. IMAGE GRAPHIC SOLUTIONS.</p> <p>52. Divisional Head(F&A) presented before the Board, a Memorandum regarding post facto approval of advance payment of Rs.2.175 million to M/s. Image Graphic Solutions.</p> <p>53. GM(F&A) submitted that State Life Insurance Corporation of Pakistan had entered into a contract on 1st September, 2009 with M/s. Image Graphic Solution for manufacture, installation, display and maintenance of Bill Board at Allama Iqbal International Airport, Lahore at a cost of Rs.4.350 million. This cost is inclusive of site rent, advertising tax, CAA levies, Municipal/Cantonment taxes and other charges, electric consumption charges, printing and maintenance for a period of six months from 11th September, 2009 to 10th March, 2010 for R.3.750 million plus 16% GST Rs.600,000/- (total Rs.4.35 million).</p> <p>54. GM(F&A) further submitted that as per terms of contract, the payment was to be made in two equal installments quarterly after completion of each quarter i.e. Rs.1.875 million through monitoring by State Life officials and confirmation of continuous display of Billboard satisfactory services and no advance payment will be made. Copy of contract was attached as Annexure-A with the Memorandum..</p> <p>55. M/s. Image Graphic Solution had submitted an invoice for Rs.4.35 million inclusive of GST with a covering letter dated 25th November, 2009 stating that 50% is payable on 10th December, 2009 and balance 50% on 10th March, 2010. However, the company requested that due to their weak economic situation complete payment of Rs.4.35 million may be made to them.</p>			

Action:

ED(P&GS)


ED(F&A)

DH(P&GS)

DH(F&A)

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Action: ED(F&A) DH(F&A)	<p>56. The Delegation of Financial Powers approved by the Board of Directors requires specific approval of the Executive Committee for payment of advance to contractors beyond 25% of the contract value (Annexure-B to the Memorandum). M/s. Image Graphic Solution was paid 50% of the invoice amount (which was due on 10th December, 2009) vide cheque No.3237287 dated 16th December, 2009 after deduction of the withholding tax as per rules and keeping in view the terms of agreement.</p> <p>57. DH(F&A) further submitted that the contractor reiterated his request to pay him full amount of the invoice. Since the advance payment requires the approval of the Executive Committee of the Board, the matter was placed before the Chairman, State Life, who decided as under:-</p> <p style="padding-left: 40px;">"Payment be made and post facto approval of Executive Committee will be taken."</p> <p>58. As per the decision of the Chairman, the contractor has been paid the total amount of the invoice after deduction of necessary taxes as per law in force.</p> <p>59. The matter is placed before the Board of Directors for post facto approval of the advance payment of Rs.2.175 million to M/s. Image Graphic Solution to avoid observation (if any) by the commercial Auditors of the Govt. of Pakistan.</p> <p>60. The Board decided that since the Chairman has already decided the issue, the matter need not have been referred to the Board.</p> <p>ITEM (12)</p> <p>I) POSITION PAPER ON CENTRE POINT PROJECT</p> <p>II) MINUTES OF 10TH MEETING OF REAL ESTATE AND INVESTMENT DIVISION COMMITTEE.</p> <p>III) REVENUE STEAM OF CO GENERATION PLANT</p> <p>IV) REVIEW OF DOCUMENTS DEFINING THE POWERS OF CEO AND CHAIRMAN OF JOINT VENTURE.</p> <p>V) <u>STAMP DUTY ON SHARES TO BE ISSUED TO STATE LIFE.</u></p> <p>61. The Board of Directors at its 211th meeting had made the following observations/directives on the above project as follows:-</p> <p>(a) A file be prepared on Centre Point Project by DH(Investment) Division in coordination with and after incorporating the views of DH(RE) and DH(Legal Affairs) as per directives of the Board at para-12 of the minutes of 211th meeting of the Board and circulated to each member of the Board for review by the Board at its 212th meeting..</p> <p>(b) The objections raised by ED(RE) on the Centre Point Project be addressed and the Real Estate and Investment Division Committee should put up its views on objections raised for review by the Board at its 212th meeting.</p>		
	<p style="text-align: right;">CHAIRMAN'S INITIALS</p> 		

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	<p>(c) Two separate escrow accounts of Rs.400 million each be operated.</p> <p>(d) All legal and other issues raised by the Board from time to time should be clearly elaborated and explained by all those who have been delegated responsibility to carry out due diligence of the project i.e. all the members of the Real Estate and Investment Division Committee of Centre Point Project comprising of 1) Mr. Rasheed Y. Chinoy, 2)Mr. Amin Qasim Dada, 3)Syed Hur Riahi Gardezi, Mr. Mohammad Yahya(representing RE Division) and 4) Mr. Ansar Hussain(representing Investment Division), before the matter is finally concluded.</p> <p>(e) The Board had also directed Mr. Ansar Hussain, Divisional Head(Investment) to obtain, check and submit revenue stream of co generation plant of Centre Point Project to the Board of Directors at its next meeting.</p> <p>(f) The Board had further directed Mr. Ansar Hussain, Divisional Head(Investment), to submit legal documents containing the powers of CEO and Chairman to the Board to review at its next meeting. The Board was also informed by Mr. Ansar Hussain that the transfer cost of the property from M/s. A&A Associates to M/s. TPL Properties (Pvt) Ltd would be borne by Jameel Group themselves. The stamp duty for increase in authorized and paid up capital of M/s. TPL Properties (Pvt) Ltd would also be borne by Jameel Group.</p> <p>(g) The Board had also directed Mr. Ansar Hussain, Divisional Head(Investment) to let the Board know at its next meeting, the amount of stamp duty that would be levied on the shares of Rs.1.4 billion to be issued to State Life.</p> <p>(h) The Board had desired that the legal consultant of State Life on Centre Point Project Mr. Mahmood Mandviwalla should be available at the next Board meeting to answer any queries and guide the Board on matters relating to Centre Point Project.</p> <p>(i) The Board had further desired that Mr. Mohammad Yahya, ED(RE) should also be present in the next Board meeting to brief the Board on observation made by him on the Centre Point Project in his Note Sheet to the Chairman which was submitted to the Board for information.</p> <p>(j) Syed A. Wahab Mehdi, Mr. Aslam Faruque and Mrs. Spenta Kandawalla had suggested and which was agreed to by the Board, that the Centre Point Project should be considered alongwith the new proposals received in response to the Expression of Interest of Interest to be advertised in the newspapers by the Real Estate and Investment Division Committee which exist for real estate matters and investment in properties and which consist of four members of the Board including the Chairman, ED(RE), DH(Inv) and GM(RE), who would also be the Secretary of the Committee.</p>		

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<p>62. Mr. Ansar Hussain, Divisional Head(Investment) also attended the meeting to assist the Board in respect of arriving at decision on price to be offered to M/s. TPL Properties (Pvt) Ltd, in respect of Centre Point Project and to answer the queries if any in the matter.</p> <p>63. Col (Rtd) Mohsin Ali Shah, GM(RE) also attended the meeting to assist the Board in respect of technical points of the project including its documentations, title deeds of land, power plant, lifts, construction, approvals of the various Government and regulatory authorities and valuation reports of NESPAK, Oceanic Surveyors, Ernst & Young and payment schedule of the purchase price of the share in joint venture.</p> <p>64. Mr. Shahid Aziz Khan, DH(Legal Affairs Division) also attended the meeting to assist the Board on points regarding legal documents to be executed i.e. land documents, transaction documents i.e. (a). The agreement proposed to be entered into between the Sellers and State Life for acquisition of the Shares of the Company by State Life, the Shareholder (b). Escrow agreement whereby State Life shall deposit the sale consideration in the Escrow account and the Sellers shall subscribe and pay for 279,990,000 shares in the Company out of which State Life's portion would be released upon completion of the various milestones under the agreement. The Escrow Account would be jointly operated by a representative of the Seller and State Life. State Life will be required to deposit the entire purchase price of its shareholdings i.e. Rs. 1.4 billion into the escrow account, (c). the shareholders agreement to be entered between the Sellers, State Life and the Company to govern the relationship of the Sellers and State Life as shareholders as the Company outlining the rights and obligation of both State Life and the Seller, (d). agreement defining the powers of the CEO and the Chairman of the Company and the procedure of sell-off of the shareholding of the State Life and the Sellers (e). PPRA Rules regarding procurements whether applicable to purchase of shareholdings of J.V. owning under construction building or for outright purchase of property only, (f) whether the investment is as per laid down rules of Insurance Ordinance, SECP rules and various directives issued by Finance Ministry from time to time.</p> <p>CONSIDERATION AND APPROVAL OF RECOMMENDATIONS IN MINUTES OF 10TH MEETING OF REAL ESTATE AND INVESTMENT DIVISION COMMITTEE HELD ON 17TH MAY, 2010.</p> <p>65. The minutes of the 10th meeting of Real Estate and Investment Division Committee held on 17th May, 2010 was presented before the Board of Directors for consideration and approval of decisions/recommendations made by the Committee.</p>			
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<p>66. The minutes of the 10th meeting of the Real Estate and Investment Division Committee contained the following:-</p> <p><u>A) REPORT ON CENTRE POINT.</u></p> <p><u>i) Points raised by ED(RE) Mr. Mohammad Yahya</u></p> <p>The points raised by ED(RE), Mr. Mohammad Yahya were discussed. Remarks on each point is given below:-</p> <table border="1"><thead><tr><th>OBSERVATIONS</th><th>REMARKS</th></tr></thead><tbody><tr><td>a) The valuation done by M/s. Oceanic Surveyors (Pvt) Ltd. For the project has not been supported by any concrete material evidence. Apparently the value is on the higher side. No document has ever mentioned cost of land and the BOQ.</td><td rowspan="2">It was pointed out that the evaluation report of M/s Oceanic is in the draft shape and was valid for 3 weeks from the date of its issue. REIC decided that upto date report be sought from M/s Oceanic</td></tr><tr><td>b) The valuator has relied on the properties on I.I. Chundrigar Road, Shahrah-e-Faisal and Clifton which are far prestigious areas than Centre Point.</td></tr><tr><td>c) The valuator have not mentioned the cost/make of equipment i.e. the elevators, co-generation plant and air-conditioning plant in their evaluate report</td><td>M/s A & A Associates gave the undertaking to REIC that all costing and make of imported equipments will be their responsibility</td></tr><tr><td>d) Another serious concern which needs to be brought in the notice of Board of Directors is the exact rentable area because it appears that M/s. TPL Properties (Pvt) Ltd. have increased the total saleable area from 161,722 square feet to 196,618 square feet without any increase in the carpet area. It needs due-diligence as to how an area can increase without increase in number of floors.</td><td>M/s A & A Associates assured that increase in area is due to the additional floor which will be got certified from KBCA</td></tr></tbody></table>				OBSERVATIONS	REMARKS	a) The valuation done by M/s. Oceanic Surveyors (Pvt) Ltd. For the project has not been supported by any concrete material evidence. Apparently the value is on the higher side. No document has ever mentioned cost of land and the BOQ.	It was pointed out that the evaluation report of M/s Oceanic is in the draft shape and was valid for 3 weeks from the date of its issue. REIC decided that upto date report be sought from M/s Oceanic	b) The valuator has relied on the properties on I.I. Chundrigar Road, Shahrah-e-Faisal and Clifton which are far prestigious areas than Centre Point.	c) The valuator have not mentioned the cost/make of equipment i.e. the elevators, co-generation plant and air-conditioning plant in their evaluate report	M/s A & A Associates gave the undertaking to REIC that all costing and make of imported equipments will be their responsibility	d) Another serious concern which needs to be brought in the notice of Board of Directors is the exact rentable area because it appears that M/s. TPL Properties (Pvt) Ltd. have increased the total saleable area from 161,722 square feet to 196,618 square feet without any increase in the carpet area. It needs due-diligence as to how an area can increase without increase in number of floors.	M/s A & A Associates assured that increase in area is due to the additional floor which will be got certified from KBCA
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	<p>e) Another important factor is that when State Life was considering the outright purchase of the building M/s. TPL Properties (Pvt) Ltd. had given assurance about the definite income stream from the day one through M/s. Uni Lever Pakistan, which is now missing. The terms show that before April, 2011 all payment of Rs. 1.4 billion will have been released, thus how will State Life protect the default?</p>	<p>Since the status of agreement has changed from outright purchase to JV therefore the observation is no more valid. However the default clause for delay in completion needs to be added in the agreement.</p>	
	<p>f) The agreement should have a clause that in case of misrepresentation and concealment of facts as it stands before signing of the agreement should render the agreement null and void ab-initio.</p>	<p>Agreed</p>	
	<p>g) State Life will have no control over the quality of work/cost. Therefore it is suggested that all expenses subsequent to the agreement with State Life should be certified by a Project Manager to be appointed by State Life and checked with BOQ before release of payment to the Contractors.</p>	<p>Project Management by M/s Adnan Asdar Associates shall remain unchanged.</p>	
	<p>h) The capacity in which the Jameel Group would be executing the agreement should be clear as to who would make the payment of stamp duty on increase in authorized and paid up capital from Rs 10 million to Rs. 3 billion.</p>	<p>M/s. A & A Associates agreed to pay the stamp duty.</p>	

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	<p>ii) Technical Report of GM(RE) pertaining to NESPAK report on <u>Centre Point</u></p> <p>All points raised by GM(RE) were discussed threadbare in presence of General Manager/Head NESPAK Mr. Farhat Adil, Mr. Jameel Yousuf and Ali Jameel of M/s. A&A Associates (owners of Centre Point), who attended the meeting on invitations.</p> <p>(a) M/s. A&A Associates gave assurance to SLIC regarding all follow up actions of conditions prescribed in NOC on IEE report issued by SEPA.</p> <p>(b) M/s. A&A Associates assured REIC that they would obtain NOC from KBCA for additional floors and floor area ratio(FAR).</p> <p>(c) M/s. A&A Associates pleaded that they do not plan to use KESC electricity, therefore, NOC from KESC is not required.</p> <p>(d) Obtaining of certificate from NEPRA for operation of cogen would be followed by M/s. A&A Associates.</p> <p>(e) Conditions prescribed by SSGC shall be strictly followed by M/s. A&A Associates being their responsibility.</p>												
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	<p>(f) M/s. NESPAK were directed to substantiate salient aspects of their project costing and land evaluation. M/s NESPAK also pleaded that for detailed project evaluation they would charge Rs 5 million and require 4 months to complete the report. However NESPAK opined that no material difference is expected in the detailed report. The point was therefore disposed off by REIC. NESPAK pleaded that some of the points of GM(RE) were not included in their scope of Consultancy hence cannot be replied at this stage.</p> <p>(g) M/s. A&A Associates pleaded that 15% (+/-) cost factor shall be discussed during finalization stage of negotiated agreement.</p> <p>(h) Being a 50:50 partner with SLIC, M/s. A&A Associates would ensure the quality assurance, structural stability and other aspects of good engineering practices of Project Management.</p> <p><u>B) EXPRESSION OF INTEREST SUBMITTED BY VARIOUS DEVELOPERS</u></p> <p>Sequel to the advertisement of SLIC published in the newspapers, four developers have so far submitted EOI's of their project. Each EOI was discussed by REIC as follows:</p> <p>a) M/s A&A Associates. (Centre Point) REIC decided that the project is already under due diligence stage therefore its evaluation is already in process.</p> <p>b) M/s Shahyar Ahmed & Associates (Islamabad Stock Exchange Tower). REIC decided that RED should seek additional details of the project regarding its tenancy and availability of other floors.</p> <p>c) M/s GMMS (Emaar Project). REIC decided that the developer should give a presentation to REIC in four weeks time.</p> <p>d) M/s GMMS (Hi-Tech shopping Mall). REIC decided that the developer should give a presentation to REIC in four weeks time.</p> <p>REIC directed that RED should prepare a check list for evaluation of such proposals</p> <p>67. The Board at its 211th meeting had decided that the Centre Point Project should be considered alongwith the new proposals received in response to the Expression of Interest to be advertised in the newspapers, by the Real Estate and Investment Division Committee which exist for real estate matters and investment in properties and which consist of four members of the Board including the Chairman, ED(RE), DH(Inv) and GM(RE), therefore the Board approved the recommendations of the Real Estate and Investment Division Committee made at its 10th meeting, that the Centre Point specific committee of Real Estate and Investment Division be dissolved.</p> <p>68. Mr. Rasheed Y. Chinoy mentioned that State Life Board of Directors had decided at the time when outright purchase of Centre Point was being considered by State Life that an independent qualified Project Manager would be appointed by State Life to check the quality, measurement and specification as given by the</p>		

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	<p>architect in the bill of quantity and payment would be released to the contractor only after certification of the Project Manager. Mr. Aslam Faruque pointed out that the Board of Directors had decided on the appointment of Project Manager by State Life at its 210th meeting when State Life was considering the JV for purchase of the above project as such State Life should not reverse its earlier decision of appointing a Project Manager to oversee the progress of the project.</p> <p>69. Mr. Aslam Faruque, Director also pointed out that since State Life would be appointing a project Manger, the requirement of applicability of PPRA rules to Centre Point Project JV should be looked into by Legal Affairs Division of State Life in coordination with Mr. Mahmood Mandviwala, Legal Advisor to State Life on the Centre Point Project and reply be obtained from M/s. PPRA in this regard. Alternatively Mr. Ansar Hussain, DH(Investment) should give a certificate that PPRA rules is not applicable to a joint venture formed for purchase of an under construction building. Mr. Muzaffar Ahmad, AGM, Corporate Communication Department informed the Board that he had a telephonic conversation with PPRA and was informed that PPRA rules are not applicable in the case of investment to be made by State Life in purchase of shares of joint venture for Centre Point Project. The Chairman pointed out that PPRA does not give opinion on specific references and expects such implementation of its rules as reflected in them by Departments concerned.</p> <p>70. Mr. Ansar Hussain, DH(Investment) informed that as confirmed by Sidat Morshed Associates to the Board and in his own opinion State Life can purchase shares of an unlisted company, where the amount of investment does not exceed 2.5% of the life fund.</p> <p>71. In reply to the above query of Mr. Aslam Faruque, Director, Mr. Mahmood Mandviwala mentioned that PPRA rules were applicable to purchase of goods, services and works. However he mentioned that he would go through the PPRA rules and give his views subsequently whether the PPRA rules required that the purchase of the property has to be advertised in the newspapers.</p> <p>72. Mr. Ansar Hussain, handed over copies of letter dated May 14, 2010 received from M/s. Mandviwala and Zafar, given their opinion on the Centre Point Project with regard to draft of a) The Agreement, b) The Shareholder Agreement and c) The Escrow Agreement collectively referred to as "the Transaction Documents". The agreement did not comment or opine on the commercial agreement and understanding reached between State Life and the Sellers as is reflected in the transaction document. The opinion given in respect of each transaction document is given below:-</p> <p><u>Agreement</u></p> <p>3.1 Agreement</p> <p>3.1.1 The Agreement is proposed to be entered into between the Sellers and State Life for acquisition of the Shares of the Company by State Life from the Sellers.</p>		

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	<p>3.1.2 In terms of the Agreement, State Life has agreed to purchase the Shares of the Company from the Sellers for the Sale Consideration. In order to effect payment of the Sale Consideration and complete the transfer of the Shares, the Sellers and State Life have agreed that:</p> <p>(a) within 15 days of the date of execution of the Agreement, State Life shall deposit the Sale Consideration in the Escrow Account in accordance with the terms and conditions of the Escrow Agreement;</p> <p>(b) within 60 days of the deposit of the Sale Consideration by State Life, the Sellers shall:</p> <p>(i) procure the increase of the authorized share capital of the Company to PKR 3,000,000,000;</p> <p>(ii) subscribe and pay for 279,990,000 shares in the Company;</p> <p>(iii) deposit the Shares in the Escrow Account and issue the relevant instruction for the release of the same to State Life in accordance with the release mechanism set forth in Schedule 7 of the Agreement and the Escrow Agreement;</p> <p>(iv) deposit the share register of the Company;</p> <p>(v) Procure the execution of the Agreement to Sell Assets;</p> <p>(vi) enter into and execute the Sale Deed for the transfer of the property in the name of the Company.</p> <p>3.1.3 Under the Agreement, the parties have agreed that upon completion of each milestone the Escrow Agent will release (in accordance with the proportions set forth in Schedule 7 of the Agreement), the Sale Consideration to the Sellers and the proportion Shares to State Life.</p> <p>3.1.4 Upon completion of the First Milestone under the Agreement and upon receipt of the portion of the Sale Consideration payable in respect of the First Milestone, the Sellers shall:</p> <p>(a) make all such payments as are required to be made to the relevant authorities for the registration of the Sale Deed transferring the property in the name of the Company and deposit a copy of the Sale Deed with the Escrow Agent;</p> <p>(b) make complete payment and vacate the encumbrances existing on the Property to the extent of PKR 400,000,000 and provide copies of the vacation certificate and relevant Redemption Deed;</p> <p>(c) novate the Operational Agreements in respect of the Project;</p> <p>(d) execute the Shareholders Agreement to be entered into between the Sellers, State Life and the Company to govern the relationship of the Sellers and State Life as shareholders of the Company;</p> <p>(e) procure the appointment of 4 directors nominated by State Life on the Board of Directors of the Company and notify the same to the Securities and Exchange Commission of Pakistan;</p>		

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<p>3.1.5 In terms of the Agreement, the Completion shall occur on the date of transfer of the entire Shares to State Life and the receipt by the Sellers from the Escrow Agent of the Sale Consideration.</p> <p><u>Shareholders Agreement</u></p> <p>3.2.1 As a consequence of the acquisition of the Shares of the Company by State Life, the Sellers and State Life have agreed to enter into a Shareholders Agreement for the purposes of outlining the rights and obligation of both State Life and the Sellers as the shareholders of the Company.</p> <p>3.2.2 In terms of the Shareholders Agreement, the parties have agreed that the Board of the Company shall comprise of 8 eight directors, out of which 4 shall be appointed by State Life and 4 directors will be the nominees of the Sellers. The parties have further agreed that the Chairman of the Company shall at all times be a nominee of State Life and the Chairman shall have a casting vote in relation to the following matters:</p> <p>(a) Decision to making borrowing for any new project if the amount required exceeds PKR 100,000,000;</p> <p>(b) Decision to making borrowing for or in relation to Project if the amount required exceeds PKR 300,000,000;</p> <p>(c) Payment of dividends and any other forms of distribution of assets by the Company;</p> <p>(d) Amendment in the budget of the Company or approval for any expenditure which has not been approved by the Board of Directors in the annual budget and for which the CEO is not expressly authorized hereunder;</p> <p>(e) Construction of additional floors above the 28 floors;</p> <p>(f) Any capital expenditure being undertaken by the Company (for the Purposes of the Project or otherwise), which capital expenditure has not been forecasted and approved in the annual budget already approved by the Board of Directors, provided that such capital expenditure is in excess of PKR 20,000,000;</p> <p>(g) Any sale, transfer, disposal, assignment or any other similar treatment of assets and /or properties of the Company for which the CEO is not expressly authorized;</p> <p>(h) approving the appointment and execution of contracts for service providers, the fees for which are in excess of PKR 500,000 per month;</p> <p>(i) the purchase of any equipment which has not been approved in the annual budget of the Company.</p>			

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	<p>3.2.3 The Chief Executive Officer of the Company shall be Mr. Ali Jameel and the management of the Company shall be vested in Mr. Ali Jameel.</p> <p>3.2.4 In terms of the Agreement, the following matters shall be dealt with at the General meetings of the Company and shall only be decided by 100% votes of the shareholders of the Company;</p> <ul style="list-style-type: none"> (a) amendment of the Memorandum and Articles of Association or of the other constitutional documents of the Company; (b) merger, consolidation, reconstruction, dissolution or liquidation of the Company (except as otherwise specifically agreed or provided in this Agreement) or the establishment of a Subsidiary; (c) appointment or removal of the Company's auditors, (d) increase or reduction of the share capital of the Company for any reason whatsoever; (e) approval of the annual budget the Company highlighting all the expenditures required in the forthcoming financial year of the Company; (f) issue of any Shares or creation of any new Shares of the Company; (g) payment of dividends and any other forms of distribution of assets by the Company; (h) the making, execution or delivery on behalf of the Company of any assignment for the benefit of creditors; (i) passing of any resolution and / or the initiation of a proceeding for the winding up or liquidation of the Company or any composition or arrangements with any of their creditors, any action for insolvency or any other act whereby the Company may be wound up, liquidated or dissolved or its equivalent, whether voluntarily or compulsorily, or any resolution to wind up the Company; (j) the alteration of the rights attaching to any class of the Shares or the consolidation, sub-division or conversion of any of the share capital of the Company; (k) any action or transaction not in the ordinary course of business of the Company, as the case may be; (l) the undertaking of any business by the Company other than those pertaining to the Project. (m) the establishment of branch offices of the Company; (n) determination of use of hedging instruments or swap transactions against foreign exchange risk; (o) transferring the whole or any material part of the undertaking of the Company, acquiring, disposing of, surrendering or assigning any freehold or leasehold property, or acquiring or disposing of any assets or property other than for the purposes of subletting or subleasing the subplots of the Project; (p) forming any subsidiary, acquiring or disposing of any material interest in any business or company, participating in any partnership, joint venture or profit/revenue sharing arrangement or entering into any scheme of arrangement or merger; 		


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	<p>(q) registering any transfer or allotment of Shares except in accordance with this Agreement and the Memorandum and Articles of Association;</p> <p>(r) initiating or settling any litigation or arbitration (other than the collection of debts arising in the ordinary course of trading);</p> <p>(s) Appointment of Chief Financial Officer and the Company Secretary and any such employee who will be hired for a total monthly salary of more than PKR 250,000/- per month from the candidates short listed by the CEO;</p> <p>(t) decisions to develop new projects.</p> <p>3.2.5 In terms of the Agreement, the CEO retains the absolute discretion to make decisions in relation to the following matters:</p> <p>(a) negotiate and execute contracts to enable the Company to borrow finances required for the project for an amount not exceeding PKR 300,000,000;</p> <p>(b) negotiate and execute contracts of tenancy and lease of floor space within the Project;</p> <p>(c) to appoint a maintenance company to maintain the Project and execute contracts in relation to such maintenance companies from time to time;</p> <p>(d) to appoint contractors from time to time to provide various services pertaining to the Project for an amount not exceeding Rs. 500,000 per month;</p> <p>(e) to appoint employees for the Company, decide their remuneration and enter into employment contracts on behalf of the Company the terms and conditions provided that the remuneration in each case shall not be in excess of PKR 250,000 (Pak Rupees Two Hundred Fifty Thousand only);</p> <p>(f) to short-list candidates of senior management of the Company and any such employee who will be hired for a total monthly salary which is in excess of or equal to PKR 250,000 per month;</p> <p>(g) to purchase machinery (including generators), equipment, spares and other materials for the effective management and maintenance of the Project which have been approved in the annual budget or otherwise do not require an expenditure of more than PKR 20,000,000.</p> <p>3.2.6. both the Sellers and State Life have agreed pursuant to the Shareholders Agreement, to not sell off their shareholding in the Company to a third party without first offering such shares to the remaining shareholders, unless the procedure prescribed in the Shareholders Agreement has been exhausted by any shareholder desirous of transferring its shareholding in the Company.</p>		

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<p><u>Escrow Agreement</u></p> <p>3.3.1 As the Shares and the Sale Consideration shall be released to State Life and the Sellers respectively in accordance with a escrow mechanism, the Sellers, State Life and the Escrow Agent shall enter into the Escrow Agreement for the purposes of dealing with the release and transfer of the Sale Consideration and the Shares.</p> <p>3.3.2 In terms of the Escrow Agreement, the Sale Consideration shall be released in installments in accordance with the Schedule attached to the Escrow Agreement and the corresponding shares and the transfer deeds in relation to such shares shall also be released in accordance with the manner set forth in the Schedule to the Escrow Agreement.</p> <p>73. Mr. Mahmood Mandviwala mentioned that he has given his legal opinion in a letter dated 16th March, 2010 addressed to Mr. Manzoor Ali Vigho, Manager, Legal Affairs Division that Mr. Mohammad Ali Jameel and Mr. Jameel Yousuf are the registered owner of the property and have valid and marketable title in respect of the same, however the opinion does not address any mortgage or encumbrance that may have been created on the property and his opinion is only confined to the title of the property.</p> <p>74. Mr. Shahid Aziz Khan, Divisional Head, Legal Affairs Division submitted before the Board his observation in a Position Paper which are as follows:-</p> <p>a) The Legal Affairs Division till today has not cleared the documents relating to Centre Point, as letter dated 17-3-2010 addressed to Mr. Mahmood Mandviwala still requires the clearance of title and investigation regarding authenticity of documents relating to the title of Centre Point.</p> <p>b) The legal opinion dated 15-4-2010 given by the Legal Affairs Division is comprehensive and self speaking on the subject wherein, certain legal observations were raised and intimated to Investment Division, in terms of Insurance Ordinance, 2000, Securities Exchange Commission of Pakistan(Insurance) Rules – 2002 as regards whether the transaction fell in the category of admissible assets as envisaged in Section 32 and Section 10 of the Insurance Ordinance and SECP rules respectively and in the light of other enabling provisions of law the legal objections raised by the Legal Affairs Division still have not been cleared.</p> <p>c) The procedure and criteria approved by the Executive Committee in its 274th meeting held on 6th March, 2007 are the prerequisite for going into this transaction. Likewise PPRA rules are also needed to be followed.</p> <p>d) Legal Affairs Division agree and support the objections raised by the Executive Directors in 211th meeting of the Board.</p>			
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	<p>Mr. Mahmood Mandviwala informed the Board that he would be given his opinion on the above observations of the Legal Affairs Division in a letter shortly.</p> <p>75. Mr. Mahmood Mandviwala mentioned that he had gone through the land documents and transaction documents mentioned in his letter of March 16, and May 14, 2010. To a query, he submitted that the capitalization of assets would be completed within 60 days after close of transfer of the property.</p> <p>76. Mr. Rasheed Y. Chinoy, Director explained that M/s. Jameel Group would renounce their ownership title in the land to M/s. TPL Properties (Pvt) Ltd and give them a clean clear title free of encumbrance, once the payment is made by State Life to M/s. Habib Metropolitan Bank for adjustment of dues against the Jameel Group who have pledged the property to them.</p> <p>77. Mr. Mahmood Mandviwala informed the Board that he has gone through the list of powers of CEO of M/s. TPL Properties (Pvt) Ltd which includes general superintendence of day to day affairs of the project, item requiring concurrence of the Board and powers of the Chairman.</p> <p>78. Mr. Aslam Faruque, Director inquired as to whether Legal Affairs Division, Investment Division or Real Estate Division had reviewed the land and transaction documents and who had suggested the quantum of borrowing powers, power to incur capital expenditure, approving the appointment and execution of contract for service providers to be given to the Chief Executive Officer as mentioned in the agreement and the list of events mentioned in the powers which needs hundred percentage vote of the shareholders of the company and which will be dealt with at the general meeting of the company.</p> <p>79. Mr. Ansar Hussain, DH(Investment) and Mr. Rasheed Y. Chinoy, Director replied that the letter of opinion from Mr. Mahmood Mandviwala dated 14th May, 2010 was received in the evening of 17th May, 2010. Mr. Aslam Faruque, Director suggested that the transaction documents and the land documents should be thoroughly examined by Mr. Shahid Aziz Khan, DH(Legal Affairs) Division and related documents by Mr. Ansar Hussain and Col (Retd) Mohsin Ali Khan with Mr. Mahmood Mandviwala and then submitted to the Real Estate and Investment Division Committee for their review and onward circulation to the Board.</p> <p>80. Mr. Rasheed Y. Chinoy, Director and Mr. Ansar Hussain, DH(Investment) mentioned that the full amount of the purchase consideration would be deposited in the escrow account to be jointly operated by a representative of State Life and of M/s. TPL Properties (Pvt) Ltd. The amount to be paid to M/s. Habib Metropolitan Bank would be against a guarantee from the bank for unconditional and clean release of the property documents to be transferred in the name of M/s. TPL Properties (Pvt) Ltd.</p> <p>81. On a query from Mr. Aslam Faruque, Director as to in whose name the property was registered and as to against whom a lien existed in the bank Mr. Ali Jameel mentioned that the property was jointly owned by Mr. Jameel Yousuf and</p>		

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	<p>Mr. Ali Jameel who were partners in M/s. A & A Associates (Pvt) Ltd, the developer of the property. An irrevocable conveyance deed would be registered with the Registrar for transfer of the property directly to M/s. TPL Properties (Pvt) Ltd by Mr. Jameel Yousuf and Mr. Ali Jameel. A shareholder purchase agreement would be signed between State Life and Mr. Jameel Yousuf and Mr. Ali Jameel, after which an amount of Rs.1.4 billion would be deposited by State Life in the escrow account to be jointly operated by a representative of State Life and M/s. TPL Properties (Pvt) Ltd under the direct supervision of escrow agent, with whom M/s. TPL Properties (Pvt) Ltd would deposit the shares which would be released as and when the money from the escrow account is paid to the contractor of the project on completion of various milestones mentioned in the payment schedule.</p> <p>82. Mr. Ali Jameel mentioned that the property was gifted to his father, Mr. Jameel Yousuf by Mr. Asghar Ali Agha.</p> <p>83. Mr. Aslam Faruque, Director inquired from GM(RE) as to the nomenclature of the co generation plant and to the various approvals from NIPRA, KESC. Mr. Ansar Hussain, DH(Investment) mentioned that for the purpose of cost benefit analysis and risk and return analysis and for estimation appraisal price and the assumption on which the price has been arrived at the report of ERNST & Young, independent professionals submitted by Mr. Ali Jameel of M/s. TPL Properties (Pvt) Ltd and the working carried out by the Investment Division was relied upon. The report of M/s. Sidat Hyder Morshed Associates was relied upon as a guideline. Mr. Ansar Hussain submitted that the Internal Rate of Return on Centre Point Project over a period of 20 years is over 16%.</p> <p>84. It was agreed that DH(Investment), DH(RE) and DH(Legal Affairs) Division will take a review of all the decisions and various observations of the Board at its various meetings and bring together a consolidated formal proposal duly signed off by all of them and submit the same to the Board to make a decision at its meeting to be held on 7th June, 2010. Syed A. Wahab Mehdi also said that the report should also reflect recommended valuation.</p> <p>85. The Board further decided that as regards the legal issues, due diligence be exercised on the draft agreements which spells out the powers of the Chairman and the CEO and a report be submitted to the Board in this respect by the Divisional Head Legal Affairs Division in coordination with Divisional Head(Investment) and Divisional Head(RE) as to that all the observations of the Board at its various meeting have been incorporated with regard to cost over run, penalty clauses and completion date, the interest of the Corporation is duly protected and that the transaction is within the rules of creation of JV allowed by SECP, PPRA and the Insurance Ordinance and various directives issued for investments by Finance Ministry from time to time and that equal rights are given both to State Life and M/s. TPL Properties (Pvt) Ltd as equal partners in the project as to management control and exit strategy.</p>		

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Action:
ED(RE)
DH(Inv)
DH(RE)
DH(Legal)


Action:
ED(RE)
DH(Inv)
DH(RE)
DH(Legal)

MINUTES OF 212TH MEETING OF THE BOARD OF DIRECTORS

DIRECTORS	HELD AT	ON	TIME
MINUTE BOOK	KARACHI	18 th MAY, 2010	
<p>Action: ED(RE) DH(Inv) DH(RE) DH(Legal)</p>	<p>86. Mr. Aslam Faruque and Syed A. Wahab Mehdi, Directors desired that the approval and resolutions passed in the 210th meeting of the Board on Centre Point Project in para-34, page-3053 to 3055 be kept pending till the receipt of the report mentioned above in para-84 & 85 and a final decision is taken by the Board.</p>		
	<p>87. Accordingly, the Board resolved as under:</p>		
<p>Action: ED(RE) DH(Inv) DH(RE) DH(Legal)</p>	<p><u>RESOLVED:</u> that the minutes of 10th meeting of Real Estate and Investment Division Committee held on 17th May, 2010 are approved subject to above observations of the Board."</p>		
	<p>ITEM (13) POSITION PAPER ON ENTERPRISE RESOURCE PLANNING INFORMATION SYSTEM AND INFORMATION TECHNOLOGY SECURITY POLICY.</p>		
<p>Action: ED(IT) DH(IT)</p>	<p>88. Due to paucity of time, the matter was deferred to the next meeting of the Board.</p>		
	<p>ITEM (14) POSITION PAPER ON INTERNAL AUDIT/ANTI-FRAUD PROGRAMME.</p>		
<p>Action: DH(IA&C)</p>	<p>89. Due to paucity of time, the matter was deferred to the next meeting of the Board.</p>		
	<p>ITEM (15) POSITION PAPER ON FIXED ASSETS REGISTER AND PHYSICAL VERIFICATION – DEVELOPMENT OF COMPUTER SOFTWARE.</p>		
<p>Action: ED(P&GS) DH(P&GS)</p>	<p>90. Due to paucity of time, the matter was deferred to the next meeting of the Board.</p>		
	<p>ITEM (16) POSITION PAPER ON UN-RECONCILED SUBSIDIARY RECORDS.</p>		
<p>Action: ED(PHS) DH(PHS)</p>	<p>91. Due to paucity of time, the matter was deferred to the next meeting of the Board.</p>		
	<p>ITEM (17) APPOINTMENT OF CHAIRMAN FOR:</p>		
	<p>I) STATE LIFE EMPLOYEES CONTRIBUTORY PROVIDENT FUND</p>		
	<p>II) STATE LIFE EMPLOYEES PENSION FUND</p>		
	<p>III) <u>STATE LIFE OFFICERS GRATUITY FUND</u></p>		
	<p>92. Divisional Head(F&A) presented before the Board, a Memorandum for appointment of Chairman for the above funds.</p>		

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DIRECTORS MINUTE BOOK	HELD AT KARACHI	ON 18 TH MAY, 2010	TIME
<p>Action: ED(F&A) DH(F&A)</p>	<p>93. DH(F&A) mentioned that Mr. Allah Rakha Aasi, Executive Director (F&A), holding the position of Chairman of above three funds relating to employees retirement benefits, has been transferred from State Life, hence after his transfer, the position of Chairman of all three funds has fallen vacant.</p> <p>94. DH(F&A) submitted that the Corporation has the authority to appoint Chairman of these funds. Under the provisions of LINO, Corporation' business is transacted through its Directors, therefore appointment of Chairman for each of above mentioned funds comes under purview of Board of Directors.</p> <p>95. It is proposed that Syed Arshad Ali, Executive Director (Marketing & G&P) be considered for appointment as Chairman of following three funds with immediate effect:</p> <ul style="list-style-type: none"> i) State Life Insurance Corporation Employees Contributory Provident Fund ii) State Life Employees Pension Fund iii) State Life Officers Gratuity Fund <p>96. Accordingly, the Board resolved as under:</p> <p><u>RESOLVED:</u></p> <p>"that as proposed by Divisional Head(F&A), the appointment of Syed Arshad Ali, Executive Director(Marketing/G&P) as Chairman of three funds: i) State Life Insurance Employees Contributory Provident Fund, ii) State Life Employees Pension Fund and iii) State Life Officers Gratuity Fund with immediate effect in place of Mr. Allah Rakha Aasi, ED(F&A), who has since been transferred from State Life, is approved."</p> <p><u>ITEM (18) CHANGE OF ADMINISTRATORS/TRUSTEES OF EMPLOYEES' RETIREMENT BENEFITS FUNDS.</u></p> <p>97. Divisional Head(F&A) presented before the Board, a Memorandum regarding change of Administrators/Trustees of Employees' Retirement Benefits Funds.</p> <p>98. DH(F&A) submitted that recently, some officers and staff members, appointed as Administrators, Trustees and Secretary of (i) Provident Fund and (ii) Gratuity Fund have been transferred from Principal Office to other places. It is therefore necessary to fill in the gap by appointment of new Administrators/Trustees/Secretary to comply with the provisions of Trust Deeds of these funds.</p> <p>99. As per the terms of provisions of regulations/trust deeds of these funds, the power to appoint Chairman, Secretary and Administrators/ Trustees of these funds is with the Corporation and since the business of the Corporation is transacted through its Board of Directors, the matter of appointment of Administrator & Trustee/ Secretary of these funds comes under the purview of Board of Directors.</p> <p>100. Detail of vacant positions of administrators, trustees and Secretary to the above Funds is as under:</p>		
	<p>CHAIRMAN'S INITIALS</p> 		

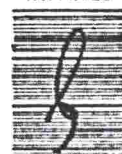
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<p><u>State Life Insurance Employees Contributory Provident Fund (CPF)</u></p> <p>101. The Employees Union has requested to replace their representative Rana M. Shahnawaz, who has been transferred to Lahore, with a new Administrator of CPF. They have suggested to appoint Mr. Muhammad Saleem, Office Assistant (GS) as Administrator CPF as per their letter dated 16th April, 2010 placed at Annexure-A to the Memorandum.</p> <p><u>Officers Gratuity Fund</u></p> <p>102. Mr. Mukhtar A. Chaudhry, Deputy General Manager (F&A), who was appointed as Secretary, Officers Gratuity Fund, has been transferred to Lahore Central Zone. As a result, the position of Secretary Officers Gratuity Fund has fallen vacant. It is proposed that Mr. Qaim Zamir, Deputy General Manager (F&A) may be appointed as Trustee/Secretary of the Fund.</p> <p>103. The Resolutions passed by administrators/trustees of both the funds, recommending to the Board of Directors for consideration to approve above stated appointments, are placed with the Memorandum.</p> <p>104. It is requested that changes in Trustees, Administrators and Secretary, as resolved by trustees/administrators and recommended to the Board may kindly be considered and approved as submitted in above paras.</p> <p>105. Accordingly, the Board resolved as under:</p> <p><u>RESOLVED:</u></p> <p>a) "that as proposed by Divisional Head(F&A) in the Memorandum and suggested by Employees Union in their letter, the name of Mr. Muhammad Saleem, Office Assistant(GS) as Administrator State Life Insurance Employees Contributory Provident Fund instead of Mr. Rana M. Shahnawaz, who has been transferred to Lahore, is approved."</p> <p>b) "that as proposed by Divisional Head(F&A) in the Memorandum, the appointment of Mr. Qaim Zamir, Deputy General Manager(F&A) as Trustee/Secretary of Officers Gratuity Fund instead of Mr. Mukhtar A. Chaudhry, Deputy General Manager(F&A) who has been transferred to Lahore Central Zone is approved."</p> <p>ITEM (19) <u>ANY OTHER ITEM WITH THE PERMISSION OF THE CHAIR</u></p> <p>(I) <u>EXTENSION OF CONTRACT OF ENGR. ANWAR ALI BALOCH, ASSISTANT GENERAL MANAGER.</u></p> <p>106. Divisional Head(P&GS) presented before the Board, a Memorandum for extension of contract of Engr. Anwar Ali Baloch, Assistant General Manager for a further period of six months.</p> <p>107. Engr. Anwar Ali Baloch was appointed as Assistant General Manager on contract basis vide letter dated 27th May, 2009 for a period of 6-months. The Board had authorized Chairman, State Life for contractual appointments and extension for further six months. His contract, after completion of six months and further extension of six months is expiring. Real Estate Division has requested for further extension of six months which Chairman has already approved with post facto approval by Board of Directors.</p>			

Action:
ED(F&A)
DH(F&A)

Action:
ED(F&A)
DH(F&A)

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DIRECTORS	HELD AT	ON	TIME
IN JTE BOOK	KARACHI	18 th MAY, 2010	
	<p>108. RE Division has stated that Engr. Anwar Ali Baloch was assigned the following jobs in Projects & Maintenance Division:</p> <p>A. <u>Projects:</u></p> <ol style="list-style-type: none"> 1. State Life Building, Gujranwala. 2. State Life Tower, Islamabad 3. State Life Building, Rahim Yar Khan 4. State Life Building, Sialkot. <p>B. <u>Renovation of Buildings:</u></p> <ol style="list-style-type: none"> 1. State Life Building, Hyderabad 2. State Life Building, Larkana <p>109. Engr. Anwar Ali Baloch is senior, well experienced Civil Engineer having worked with Pak PWD & well versed with the technical requirements of engineering to carry out the same under government procedures/practices, e.g. PC-1, PPRA & PEC rules etc. He is handling/carrying out the above mentioned assignments with complete responsibility & professional engineering skills.</p> <p>110. PC-1 of the Projects at A above, have been prepared by the concerned consultants under his guidance and are ready for submission to Departmental Development Working Party, at its forth coming meeting expected in the current month. The job of Phase-II of State Life Tower, Islamabad has been awarded and the work shall commence in the running month. The work of State Life Building, Gujranwala is already in full swing.</p> <p>111. The works mentioned at B above (renovation of buildings) are in progress. The work at State Life Building, Hyderabad is almost completed and the work at State Life Building, Larkana is in progress.</p> <p>112. GM(P&GS) mentioned that Real Estate Division has also stressed and it is on the record that Corporation is in acute shortage of senior engineers. It is therefore suggested/recommended the services of Engr. Anwar Ali Baloch may be extended for further period of 2-years so that the work entrusted to him may not suffer.</p> <p>113. GM(P&GS) submitted for kind perusal and ex post facto approval of Board of Directors for further extension of six months in contract of Engr. Anwar Ali Baloch.</p> <p>114. Accordingly, the Board resolved as under:-</p> <p><u>RESOLVED</u></p> <p>"that the proposal of Divisional Head(P&GS) contained in the Memorandum, for ex-post facto approval of Board of Directors for further extension of six months in contract of Engr. Anwar Ali Baloch be referred to HR Committee for review and recommendation if any."</p> <p>115. The meeting ended with vote of thanks to the chair.</p>		

Action:
ED(P&GS)
DH(P&GS)

Sandhu
(CHAIRMAN)

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