



# The Pakistan General Insurance Company Limited

(Incorporated in 1947)

## ADVICE FOR INVESTORS

INVESTMENT IN EQUITY SECURITIES AND EQUITY RELATED SECURITIES INVOLVES A CERTAIN DEGREE OF RISKS. THE INVESTORS ARE REQUIRED TO READ THE RIGHTS SHARE OFFER DOCUMENT (HEREIN REFERRED TO AS 'OFFER DOCUMENT') AND RISK FACTORS CAREFULLY, ASSESS THEIR OWN FINANCIAL CONDITIONS AND RISK-TAKING ABILITY BEFORE MAKING THEIR INVESTMENT DECISIONS IN THIS OFFERING.

RIGHT ENTITLEMENT LETTER IS TRADABLE ON PSX, RISKS AND REWARDS ARISING OUT OF IT SHALL BE SOLE LIABILITY OF THE INVESTORS.

THIS DOCUMENT IS ISSUED FOR THE PURPOSE OF PROVIDING INFORMATION TO SHAREHOLDERS OF THE COMPANY AND TO THE PUBLIC IN GENERAL IN RELATION TO THE RIGHTS ISSUE OF PKR 35,985,550/-, CONSISTING OF 3,598,550 NEW ORDINARY SHARES BY THE PAKISTAN GENERAL INSURANCE COMPANY LIMITED. A COPY OF THIS DOCUMENT HAS BEEN REGISTERED WITH THE SECURITIES EXCHANGE.

THIS OFFER DOCUMENT IS VALID TILL, 2024.

## The Pakistan General Insurance Company Limited Right Share - Offer Document

Date and place of incorporation: July 26, 1947, Pakistan,

Incorporation number: 85.

Registered Office: LSE Plaza, 19 Khayaban-e-Aiwan-e-Iqbal, Garhi Shahu, Lahore, Punjab 54000

Corporate Office: PGI House, 5A Bank Square, The Mall, Lahore.

Contact No: +92-(42) 3732-4404; 3722-3224, Website: [www.pgi.com.pk](http://www.pgi.com.pk), Contact Person: Mr. Syed Ali Naqi, Phone: +92-(42) 3732-4404; 3722-3224, Email: [ali.naqi@pgi.com.pk](mailto:ali.naqi@pgi.com.pk) (To contact during business hours i.e. from Monday to Friday from 9:00 am to 5.00 pm.)

Issue Size: The Right Issue consists of 3,598,550 Right Shares (i.e. 7.76 % of the existing paid-up capital of The Pakistan General Insurance Company Limited) having a face value of PKR 10 /- each, at an offer price of PKR 10/- each. The total amount to be raised through the Right Issue is PKR 35,985,500/-.

Date of Placing Offer Document on PSX for Public Comments: N/A (The Public comments are not sought)

Date of Final Offer Letter: [●], 2024

Date of Book Closure: From May 16, 2024 to May 22, 2024

Subscription Amount Payment Dates: From [●], 2024 to [●], 2024

Trading Dates for Letter of Rights: From [●], 2024 to [●], 2024

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Head Office: PGI House, 5 - Bank Square, Shahrah-e-Quaid-e-Azam, Lahore.  
Tel: +92-42-37324404, 37325382, 37352182, 37323569, Fax: +92-42-37230634

President Office: Gardee Trust Building, Thornton Road, Lahore.  
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Details of the relevant contact persons:

|                                  | Name            | Designation       | Contact Number            | Office Address   | Email ID            |
|----------------------------------|-----------------|-------------------|---------------------------|--|---------------------|
| Authorised Officer of the Issuer | Syed Ali Naqi   | Company Secretary | (42) 3732-4404; 3722-3224 | PGI House, 5-A Bank Square, Shahrah-e-Quaid-e-Azam, Lahore | ali.naqi@pgi.com.pk |
| <b>Underwriters</b>              |                 |                   |                           |  |                     |
|                                  |                 |                   |                           |  |                     |
| Dawood Equities Limited          |                 |                   |                           |  |                     |
| Adam Securities Limited          |                 |                   |                           |  |                     |
| <b>Banker to the Issue</b>       |                 |                   |                           |  |                     |
|                                  | Bank Name       | Account Title     | Account Number            | Branch Code  |                     |
|                                  | JS Bank Limited |                   |                           |  |                     |

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## UNDERTAKING ON RS.100/- STAMP PAPER

### UNDERTAKING BY THE CHIEF EXECUTIVE OFFICER AND COMPANY SECRETARY

WE, Abdul Haseeb Fakhri, THE CHIEF EXECUTIVE OFFICER AND Syed Ali Naqi, COMPANY SECRETARY OF THE PAKISTAN GENERAL INSURANCE COMPANY LIMITED CERTIFY THAT;

- (i) THE OFFER DOCUMENT CONTAINS ALL INFORMATION WITH REGARD TO THE ISSUER AND THE ISSUE, WHICH IS MATERIAL IN THE CONTEXT OF THE ISSUE AND NOTHING HAS BEEN CONCEALED IN THIS RESPECT;
- (ii) THE INFORMATION CONTAINED IN THE OFFER DOCUMENT IS TRUE AND CORRECT TO THE BEST OF OUR KNOWLEDGE AND BELIEF;
- (iii) THE OPINIONS AND INTENTIONS EXPRESSED THEREIN ARE HONESTLY HELD;
- (iv) THERE ARE NO OTHER FACTS, THE OMISSION OF WHICH MAKES THE OFFER DOCUMENT AS A WHOLE OR ANY PART THEREOF MISLEADING; AND
- (v) ALL REQUIREMENTS OF THE COMPANIES ACT, 2017, THE COMPANIES (FURTHER ISSUE OF SHARES) REGULATIONS, 2020, THE CENTRAL DEPOSITORY COMPANY AND THAT OF PSX PERTAINING TO THE RIGHT ISSUE HAVE BEEN FULFILLED.

FOR AND ON BEHALF OF THE PAKISTAN GENERAL INSURANCE COMPANY LIMITED

\_\_\_\_\_  
Chief Executive Officer

\_\_\_\_\_  
Company Secretary

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## UNDERTAKING ON RS.100/- STAMP PAPER

### UNDERTAKING BY THE BOARD OF DIRECTORS (BOARD)

WE, THE BOARD OF DIRECTORS OF THE PAKISTAN GENERAL INSURANCE COMPANY LIMITED HEREBY CONFIRM THAT:

- (i) ALL MATERIAL INFORMATION AS REQUIRED UNDER THE COMPANIES ACT, 2017, THE SECURITIES ACT, 2015, COMPANIES (FURTHER ISSUE OF SHARES) REGULATIONS, 2020, THE LISTING OF COMPANIES AND SECURITIES REGULATIONS OF THE PAKISTAN STOCK EXCHANGE LIMITED HAS BEEN DISCLOSED IN THIS OFFER DOCUMENT AND THAT WHATEVER IS STATED IN OFFER DOCUMENT AND IN THE SUPPORTING DOCUMENTS IS TRUE AND CORRECT TO THE BEST OF OUR KNOWLEDGE AND BELIEF AND THAT NOTHING HAS BEEN CONCEALED.
- (ii) WE UNDERTAKE THAT ALL MATERIAL INFORMATION, INCLUDING RISKS THAT WOULD ENABLE THE INVESTOR TO MAKE AN INFORMED DECISION, HAS BEEN DISCLOSED IN THE OFFER DOCUMENT.
- (iii) RIGHT ISSUE IS THE DISCRETION OF BOARD OF THE ISSUER AND IT NEITHER REQUIRE APPROVAL OF THE COMMISSION NOR THE SECURITIES EXCHANGE.
- (iv) THE DRAFT OFFER DOCUMENT WAS PLACED ON THE WEBSITE OF THE SECURITIES EXCHANGE AND THE ISSUER ON \_\_\_\_\_ (I.E. WITHIN 45 DAYS OF THE DATE OF ANNOUNCEMENT BY THE BOARD).
- (v) COMMENTS FROM SECURITIES EXCHANGE AND THE SECP WERE RECEIVED ON \_\_\_\_\_
- (vi) THE BOARD HAS ENSURED THAT DRAFT OFFER DOCUMENT IS UPDATED IN LIGHT OF THE SECURITIES EXCHANGE AND SECP COMMENTS.
- (vii) THE FINAL OFFER DOCUMENT WAS PLACED ON SECURITIES EXCHANGE WEBSITE ON \_\_\_\_\_ ALONG WITH THE BOOK CLOSURE DATES AND RELEVANT RIGHT ISSUANCE TIMELINES. (I.E. WITHIN 20 WORKING DAYS FROM THE DATE OF RECEIPT OF COMMENTS OF PSX & SECP).
- (viii) THE STATUTORY AUDITOR M/s. MUSHTAQ & CO., CHARTERED ACCOUNTANTS, WILL MONITOR THE PROCEED UTILISATION IF THE ISSUANCE PROCEEDS EXCEED RS.750 MILLION OR 50% OF THE PAID-UP CAPITAL OF THE LISTED COMPANY ISSUING RIGHT SHARES, WHICHEVER IS HIGHER.

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| CEO Details   | Company Secretary Details   |
|---|---|
| <p>Mr. Haseeb brings over 30 years of extensive experience in the insurance industry. He has held leadership positions in major multinational and local insurance companies like Commercial Union Assurance, AIG - New Hampshire Insurance, IGI Insurance, Saudi Pak Insurance, and Dawood Family Takaful Limited, among others. Throughout his career, Mr. Haseeb has served in pivotal roles including Head of departments such as Underwriting, Claims, Reinsurance, Risk Management, and Training &amp; Development, progressing to the role of Chief Executive Officer. This demonstrates his versatile expertise across operational, managerial, and strategic functions.</p> | <p>Syed Ali Naqi is a distinguished legal professional with extensive expertise in corporate law and regulatory compliance. Syed Ali Naqi built a successful career as a reputable lawyer, specialising in corporate and commercial law. As the Company Secretary of Pakistan General Insurance Company, Syed Ali Naqi plays a pivotal role in ensuring the company operates in accordance with regulatory requirements and best practices. He oversees board communications, corporate governance protocols, and legal compliance frameworks to uphold the integrity and transparency of the organisation.</p> |

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## DISCLAIMER:

- i. In line with Companies Act, 2017 and Companies (Further Issue of Shares) Regulations, 2020, this document does not require approval of the Securities Exchange and the Securities Exchange Commission of Pakistan (SECP).
- ii. The Securities Exchange and the SECP disclaims:
  - a. Any liability whatsoever for any loss however arising from or in reliance upon this document to anyone, arising from any reason, including, but not limited to, inaccuracies, incompleteness and / or mistakes, for decisions and / or actions taken, based on this document.
  - b. Any responsibility for the financial soundness of the Company and any of its schemes /projects stated herein or for the correctness of any of the statements made or opinions expressed with regards to them by the Company in this Offer document.
  - c. Any responsibility w.r.t quality of the issue.
- iii. It is clarified that information in this Offer document should not be construed as advice on any particular matter by the SECP and the Securities Exchange and must not be treated as a substitute for specific advice.

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## GLOSSARY OF TECHNICAL TERMS AND DEFINITIONS

|                               |   |
|-------------------------------|---|
| <b>Banker to the Issue</b>    | Any bank with whom an account is opened and maintained by the Issuer for keeping the issue amount.<br>JS Bank Limited has been appointed, in this Right Issue, as the Banker to the Issue.  |
| <b>CDC</b>                    | Central Depository Company of Pakistan Limited  |
| <b>CDS</b>                    | Central Depository System   |
| <b>Company / PGI / Issuer</b> | The Pakistan General Insurance Company Limited  |
| <b>Companies Act</b>          | Companies Act, 2017   |
| <b>Commission / SECP</b>      | Securities & Exchange Commission of Pakistan  |
| <b>Ordinary Shares</b>        | Ordinary Shares of the Company having a face value of PKR 10/- each.  |
| <b>PSX</b>                    | Pakistan Stock Exchange Limited   |
| <b>PKR / Pak Rupees</b>       | Pakistani Rupees  |
| <b>Regulations</b>            | The Companies (Further Issue of Capital) Regulations, 2020  |
| <b>Right Issue / Issue</b>    | 3,598,550 Right Shares representing 7.76% of total paid-up capital of the Company.  |
| <b>Right Shares</b>           | Shares offered by a company to its members strictly in proportion to the shares already held in respective kinds and classes.   |
| <b>Sponsors</b>               | A person who has contributed initial capital in the issuing company or has the right to appoint majority of the directors on the board of the issuing company directly or indirectly;<br>A person who replaces the person referred to above; and<br><br>A person or group of persons who has control of the issuing company whether directly or indirectly. |

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## 1 SALIENT FEATURES OF THE RIGHT ISSUE

### 1.1. BRIEF TERMS OF THE RIGHT ISSUE

|    |  |  |
|----|--|--|
| a) | Description of Issue:  | Issuance of Right Shares to existing shareholders  |
| b) | Size of the proposed Issue:  | PKR 35,985,500/- is being raised via issuance of 3,598,550 ordinary shares at an issue price of PKR 10/- per share.  |
| c) | Face Value of the share:   | PKR 10/-   |
| d) | Basis of determination of price of the right issue:                                | The Board of Directors of the company decided the price of Right Issue is reasonable, considering various factors including current market value of the Company's shares and break-up value per share. |
| e) | Proportion of new issue to existing shares with any condition applicable there to: | 7.76 right shares for every 100 ordinary shares held i.e. 7.76% of the existing paid-up capital of the company.  |
| f) | Date of meeting of Board of Directors (BoD) wherein the right issue was approved:  | Monday, April 22, 2024   |
| g) | Name of directors attending the Board Meeting:                                     | 1. Mrs. Nasira Raees<br>2. Mr. Abdul Haseeb Fakhir<br>3. Mr. Aftab Ahmad<br>4. Mr. Ali Shahzad<br>5. Mr. Muhammad Asad Jaweed<br>6. Mr. Abrar Ahmed Cheema<br>7. Mr. Muhammad Naeem                    |

- Last six months' average share price is PKR 5.24 per share (From November 22, 2023 to April 22, 2023)

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|    |  |  |
|----|--|--|
| h) | Brief purpose of utilisation of right issue proceeds:  | The funds generated from the further issue of capital will be utilised to meet the working capital requirement and to meet the minimum paid-up capital requirement and minimum solvency requirement under the Insurance Ordinance, 2000. The Company is on the defaulter counter and the main purpose of the right issue is to remove the Company from the defaulter counter through compliance of the minimum paid up capital and solvency requirement as per the SECP's letter dated March 29, 2024 bearing reference # ID/PRDD/024-RA/2024/3145 |
| i) | Purpose of the Right Issue - Details of the main objects for raising funds through present right issue:              | The purpose of the Issue: <ul style="list-style-type: none"><li>● Working capital requirement;</li><li>● To meet the minimum paid-up capital requirement;</li><li>● To meet the minimum solvency requirement;</li></ul> as per the Insurance Ordinance, 2000.  |
| j) | Minimum level of subscription (MLS):   | Not Applicable.  |
| k) | "Application Supported by Blocked amount" (ASBA) facility, if any, will be provided for subscription of right shares | Not Applicable.  |

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## 1.2 PRINCIPAL PURPOSE OF THE ISSUE AND FUNDING ARRANGEMENTS:

|          |  |                |
|----------|--|----------------|
| <b>A</b> | <b>Details of the principal purpose of the Right Issue</b>   |                |
|          | The Company intends to issue rights to meet the compliances as defined under the stipulated laws and regulations in support of the guidelines provided by the SECP to the Company specifically. Moreover, according to the SECP's letter regarding the conditional revocation of the directive under section 63(1) of the Insurance Ordinance, 2000, the Company is required to meet the minimum paid-up capital requirement of Rs. 500 million by issuing shares. |                |
| <b>B</b> | <b>Additional disclosure relating to purpose of the Right Issue</b>  |                |
|          | Activities that are classified as working capital  | Not Applicable |

## 1.3 FINANCIAL EFFECTS ARISING FROM RIGHT ISSUE

| Description                            | Measurement Unit | Pre-Issue   | Post-Issue  |
|--|------------------|-------------|-------------|
| Authorised Capital                     | PKR              | 500,000,000 | 500,000,000 |
| Paid-up Capital*                       | PKR              | 464,014,500 | 500,000,000 |
| Net Assets / Breakup value per share * | PKR              | 581,517,047 | 581,517,047 |
| Gearing Ratio**                        | Times            | 2.25        | 2.10        |

### Note:

\* These numbers are taken from the audited financial statements of the Company for the year ended June 30, 2023.

\*\* Expected / Estimated

## 1.4 TOTAL EXPENSES TO THE ISSUE

|   |     |         |
|---|-----|---------|
| Underwriting Commission                               | PKR | 200,000 |
| Underwriter Take-up Commission                        | PKR | 300,000 |
| Bankers to the Issue – Out of Pocket                  | PKR | 100,000 |
| CDC – Fresh Issue Fee                                 | PKR | 58,580  |
| CDC – Annual Fees for Eligible Security (Listing Fee) | PKR | 100,000 |
| Letter of Right Fee                                   | PKR | 18,000  |
| PSX Fee   | PKR | 120,000 |
| SECP Supervisory Fee                                  | PKR | 12,000  |
| Auditor Fee for Auditor Certificates                  | PKR | 100,000 |
| Printing costs  | PKR | 500,000 |
| Lawyers and consultation fees                         | PKR | 500,000 |

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## 1.5 DETAILS OF UNDERWRITERS

| Name of the Underwriter | Amount Underwritten | Associated Company Undertaking of the Issuer |
|-------------------------|---------------------|--|
| Dawood Equities Limited | *                   | No   |
| Adam Securities Limited | *                   | No   |

\*Will be determined in due course

## 1.6 COMMITMENTS FROM DIRECTORS:

| Name of the Person       | Status (Substantial Shareholder / Director) | Number of Shares Committed to be subscribed <sup>2</sup> | Amount Committed to be Subscribed | Shareholding (post issuance) <sup>3</sup> % |
|--------------------------|---|--|-----------------------------------|---|
| Mr. Abdul Haseeb Fasih   | Chief Executive                             | 40   | 400                               | 0.0011                                      |
| Mr. Aftab Ahmad          | Director                                    | 40   | 400                               | 0.0011                                      |
| Miss. Nasira Raees       | Director                                    | 173,846  | 1,738,460                         | 4.831                                       |
| Mr. Ali Shahzad          | Director                                    | 1,054,807  | 10,548,070                        | 29.312                                      |
| Mr. Muhammad Asad Jaweed | Director                                    | 40   | 400                               | 0.0011                                      |
| Mr. Abrar Ahmed Cheema   | Director                                    | 40   | 400                               | 0.0011                                      |
| Mr. Muhammad Naeem       | Director                                    | 40   | 400                               | 0.0011                                      |

<sup>2</sup> These may be subscribed to through persons arranged by the said directors as permitted under the Regulations.

<sup>3</sup> Subject to actual subscription of right entitlements (as stated above, the same may be subscribed by persons arranged by individuals) and / or subscription of additional shares.

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## 1.7 FRACTIONAL SHARES

The Board of Directors of the Company have resolved in their meeting held on April 22, 2024 that all fractional entitlements, if any, will be consolidated in the name of the Company Secretary (under trust), and unpaid letters of right in respect thereof shall be sold on the PSX, the net proceeds from which sale, once realised, shall be distributed / paid to the entitled shareholders in proportion to their respective entitlements as per the Regulations.

## 1.8 IMPORTANT DATES

| THE PAKISTAN GENERAL INSURANCE COMPANY LIMITED                        |   |     |      |
|---|---|-----|------|
| Tentative Schedule for Issuance of Letter of Rights                   |   |     |      |
| Book Closure: From May 16, 2024 to May 22, 2024 (both days inclusive) |   |     |      |
| Sr. No.   | Procedure   | Day | Date |
| a)  | Date of credit of unpaid Rights into CDC in Book Entry Form |     |      |
| b)  | Dispatch of Letter of Right (LOR) to physical shareholders  |     |      |
| c)  | Intimation to PSX for dispatch of physical Letter of Rights |     |      |
| d)  | Commencement of trading of unpaid Rights on PSX             |     |      |
| e)  | Last date of trading of letter of Rights                    |     |      |
| f)  | Payment of subscription amount start date                   |     |      |
| g)  | Last date for acceptance of payment                         |     |      |
| h)  | Allotment of shares and credit of Shares into CDS           |     |      |
| i)  | Date of dispatch of physical shares certificates            |     |      |

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# The Pakistan General Insurance Company Limited

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## 2 SUBSCRIPTION AMOUNT PAYMENT PROCEDURE

- a) Payment as indicated above should be made by cash or crossed cheque or demand draft or pay order made out to the credit of "The Pakistan General Insurance Company Limited - Right Shares Subscription Account" through any of the authorised branches of above-mentioned bank(s) on or before \_\_\_\_\_, 2024 along with this Right Subscription Request duly filled in and signed by the subscriber(s).
- b) In case of Non-Resident Pakistani / Foreign shareholder, the demand draft of equivalent amount in Pak Rupees should be sent to the Company Secretary, The Pakistan General Insurance Company Limited at the registered office of the Issuer along with Right Subscription Request (both copies) duly filled and signed by the subscriber(s) with certified copy of NICOP / Passport well before the last date of payment.
- c) All cheques and drafts must be drawn on a bank situated in the same city where Right Subscription Request is deposited. Cheque is subject to realisation.
- d) The Bankers to the Issue will not accept Right Subscription Request delivered by post which may reach after the closure of business on \_\_\_\_\_, 2024, unless evidence is available that these have been posted before the last date of payment.
- e) Payment of the amount indicated above to the Issuer's Banker(s) to the Issue on or before on \_\_\_\_\_, 2024, shall be treated as acceptance of the Right offer.
- f) After payment has been received by the Company's Banker(s) to the Issue, the Right Securities will be credited into respective CDS Accounts within 14 business days from the last payment date. Paid Right Subscription Request will not be traded or transferred.

## 3 PROFILES OF THE BOARD OF DIRECTORS OF THE COMPANY

| BOARD OF DIRECTORS       |                        |                     |
|--------------------------|------------------------|---------------------|
| Name                     | Position               | Date of Appointment |
| Mr. Abdul Haseeb Fakhri  | Chief Executive        | April 29, 2023      |
| Mr. Aftab Ahmad          | Non-Executive Director | July 21, 2023       |
| Mr. Muhammad Naeem       | Non-Executive Director | September 11, 2023  |
| Mr. Ali Shahzad          | Executive Director     | October 30, 2023    |
| Miss. Nasira Raees       | Independent Director   | April 29, 2022      |
| Mr. Abrar Ahmed Cheema   | Independent Director   | April 29, 2023      |
| Mr. Muhammad Asad Jaweed | Independent Director   | July 11, 2023       |

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## 3.1. PROFILE OF THE BOARD OF DIRECTORS OF THE COMPANY

### Mrs. Nasira Raees

Mrs. Nasira Raees is a dedicated insurance professional with a wealth of experience in the Insurance Industry. Her expertise extends to various aspects of the insurance industry, including but not limited to claims management, and training fellow officers. In her role, she has demonstrated a strong work ethic, her commitment to excellence is evident in her proactive approach to problem-solving and her willingness to assist other officers in navigating complex insurance procedures.

Nasira's leadership skills shine through in her efforts to train and mentor other officers, sharing her knowledge and expertise to help them excel in their roles. Overall, Mrs. Nasira Raees is a valuable asset to any insurance company, bringing a combination of experience, dedication, and a passion for helping others succeed in the industry.

### Mr. Abdul Haseeb Fakih - Chief Executive

Mr. Haseeb boasts over 30 years of extensive experience within the insurance industry and broader corporate sector. His career spans leadership roles in major multinational and local insurance companies, including Commercial Union Assurance, AIG - New Hampshire Insurance, IGI Insurance, Saudi Pak Insurance, and Dawood Family Takaful Limited, among others. Mr. Fakih has held pivotal positions ranging from Head of various departments, such as Underwriting, Claims, Reinsurance, Risk Management, and Training & Development to Chief Executive Officer, demonstrating his multifaceted expertise across operational, managerial, and strategic realms. Additionally, he possesses in-depth knowledge of applicable laws, regulations, and governance frameworks governing the insurance and takaful sectors.

### Mr. Aftab Ahmad

Mr. Aftab is an accomplished professional with extensive leadership experience across multi-dimensional roles, specialising in regulatory framework development, market supervision, compliance, risk management, and industry relations. Proven track record in driving policy reforms, strategic initiatives, and investment promotion across diverse sectors in Pakistan and South Asia. Mr. Aftab expertise in regulatory framework development, advocating for policy reforms across equity, corporate debt, SME, and commodity markets, fostering stakeholder engagement, and leading legislative review processes. Directed market supervision and risk management for stock exchanges, ensuring compliance and orderly market functioning. Established financial sector cooperation and industry visibility across South Asia, cultivating partnerships with regional governments and global exchanges. Spearheaded real estate policy initiatives, managing high-value construction projects, and mobilising project funds. Provided advisory services for capital market modernization, public-private partnerships, and equity capital funding, driving technology-driven market reforms and infrastructure development. In current roles, leading investment initiatives as MD/CEO of LSE Ventures Limited and Digital Custodian Company Limited, and revitalising companies through Islamic venture capital/private equity. Past engagements include senior policy advising for USAID, promoting regional capital market development as Secretary General of South Asian Federation of Exchanges, and leading operational initiatives as Managing Director/CEO of Lahore Stock Exchange. Experienced in budgetary planning, financial management, logistics, supply chain, and human resources administration from a military background, serving in the Pakistan Army and with international assignments including UN operations in Somalia. Proficient in research, training, and teaching in finance and capital markets.

This profile highlights a robust career encompassing strategic leadership, regulatory expertise, and market

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development initiatives spanning various sectors and regions.

## Mr. Ali Shahzad

Mr. Ali is a driven and dedicated insurance professional with over 10 years of experience in management and business development. Skilled in enhancing operational efficiency, conducting detailed analysis, and implementing strategic changes to drive business growth. Proven ability to develop effective strategies and communications to engage target audiences. Experienced in managing teams, ensuring compliance, and delivering high-quality services to clients. Since January 2022, Mr. Ali has served as Assistant General Manager (Development) at IGI Insurance Company Ltd., where he has played a pivotal role in driving the company's general insurance business forward. His primary area of focus has been securing significant insurance contracts for IGI General Insurance Company Ltd. In order to guarantee that company goals are fulfilled on schedule, he also managed teams. His hands-on management of the underwriting and claims department guaranteed adherence to legal requirements and oversaw the handling of claims. He was instrumental in growing the general insurance business and developing a solid corporate culture that was in line with organisational behaviour theories while serving as Assistant Vice President (Marketing) at Askari General Insurance Company from February 2013 to August 2021. Through shrewd correspondence and negotiations, he oversaw crucial duties like claim settlements, policy renewals, and the acquisition of new policies.

## Mr. Muhammad Asad Jaweed

Mohammad Asad Javed is a seasoned professional with over 33 years of experience in the insurance and reinsurance industry. He is known for his dynamic leadership and strategic vision, having successfully implemented operational strategies to drive organisational growth. Mr. Javed possesses extensive expertise in managing large-scale operations encompassing reinsurance, underwriting, claims, clientele relations, and P&L management. He is recognized for his excellent interpersonal skills, effective communication, and negotiation abilities across all levels of business. Throughout his career, Mohammad Asad Javed has held significant positions in multinational insurance companies such as Seib Insurance & RI. Company in Doha, Qatar, Malath Cooperative Ins & RI Company in Riyadh, KSA, Global Insurance Consultants in London, UK, Islamic Arab Insurance Co. (IAIC) in Jeddah, KSA, and EFU General Insurance Limited in Pakistan, among others.

## Mr. Muhammad Naeem

Muhammad Naeem Chaudhry is an accomplished professional with over 32 years of experience in both government and private sectors. He possesses exceptional leadership, communication, and problem-solving skills, demonstrating a strong commitment to public service and organisational excellence. Muhammad has a proven track record of successfully managing diverse teams and implementing strategic initiatives that align with the public sector's mission and objectives. Muhammad Naeem Chaudhry has demonstrated strong leadership and strategic management skills in executive roles at Hope Field International Pvt. Ltd. and the Government of Punjab's Labour & Human Resource Department. He excelled in fostering relationships, driving operational efficiencies, and resolving complex issues with trade unions and industries. His career also includes significant contributions as a Technical Inspector and Assistant Engineer, where he implemented policies and managed projects effectively.

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# The Pakistan General Insurance Company Limited

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Mr. Abrar Ahmed Cheema

Mr. Abrar is a proactive, innovative, and success-driven professional with over 30 years of experience in the banking and financial sector. With a strong background in banking industry operations, business development, and management, Abrar has demonstrated exceptional performance in market vision and integrity. He has a proven track record of building and leading high-performing teams, establishing new distribution channels, launching branches, and nurturing customer relationships. Abrar's expertise spans a wide range of areas including accounting, financial analysis, risk management, credit administration, and relationship management. Throughout his career, Abrar has held senior executive positions at leading banks including AlBaraka Bank, Burj Bank Ltd., Faysal Bank Ltd., and Allied Bank Ltd., where he managed extensive branch networks, developed robust processes for talent acquisition, and ensured compliance with regulatory standards. Abrar's accomplishments include achieving 100% Bancassurance and Wealth Management targets, leading top-performing regional teams, and consistently driving business growth through strategic initiatives and effective leadership. He is recognized for his dedication to professional excellence, employee engagement, and delivering exceptional customer service.

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# The Pakistan General Insurance Company Limited

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## 3.2. DIRECTORS' DIRECTORSHIP IN OTHER COMPANIES

| Name  | Directorship in Other Companies  |
|---|--|
| Mrs. Nasira Raees<br>(Chairperson)                  | N/A  |
| Mr. Abdul Haseed Fakih<br>(Chief Executive Officer) | N/A  |
| Mr. Aftab Ahmad<br>(Non-Executive Director)         | 1. LSE Ventures Limited<br>2. LSE PropTech Limited<br>3. LSE Financials Services Limited<br>4. Digital Custodian Company Limited<br>5. Ensmile Limited<br>6. National Clearing Company of Pakistan Limited |
| Mr. Ali Shahzad<br>(Executive Director)             | N/A  |
| Mr. Muhammad Naem<br>(Non-Executive Director)       | Hope Field International Pvt. Ltd  |
| Mr. Abrar Ahmed Cheema<br>(Independent Director)    | N/A  |
| Mr. Muhammad Asad Jaweed<br>(Independent Director)  | N/A  |

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# The Pakistan General Insurance Company Limited

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## 4 FINANCIAL DETAILS OF THE ISSUER

### 4.1 FINANCIAL HIGHLIGHTS OF ISSUER FOR LAST THREE YEARS

|                             |     | June, 2023*<br>(Half Year) | December,<br>2022* | December,<br>2021** |
|-----------------------------|-----|----------------------------|--------------------|---------------------|
| Revenue                     | PKR | -                          | -                  | -                   |
| Gross Profit (Loss)         | PKR | -                          | -                  | -                   |
| Operating Profit (Loss)     | PKR | (6,439,258)                | (29,659,701)       | 5,069,341           |
| Profit after Tax (Loss)     | PKR | (6,988,646)                | (28,791,613)       | 13,087,435          |
| Accumulated Profit / (Loss) | PKR | (102,365,808)              | (95,962,817)       | (68,284,583)        |
| Total Assets                | PKR | 470,480,585                | 478,416,532        | 507,997,602         |
| Total Liabilities           | PKR | 35,174,952                 | 35,547,537         | 38,475,546          |
| Net Equity                  | PKR | 435,305,633                | 442,868,995        | 469,522,056         |
| Earnings per Share          | PKR | (0.15)                     | (0.62)             | 0.28                |
| Cash Dividend               | %   | -                          | -                  | -                   |
| Bonus Dividend              | %   | -                          | -                  | -                   |

\* Lonsonated figures

\*\* Unconsolidated figures

### 4.2. DETAILS OF ISSUE OF CAPITAL IN PREVIOUS FIVE YEARS

|             | FY 2023 | FY 2022 | FY 2021 | FY 2020 | FY 2019 |
|-------------|---------|---------|---------|---------|---------|
| Right issue | None    | None    | None    | None    | None    |
| Bonus Issue | None    | None    | None    | None    | None    |

### 4.3. AVERAGE MARKET PRICE OF THE SHARE OF THE ISSUER DURING THE LAST SIX MONTHS

Average market price of the share of the Company during the last six months (from November 22, 2023 to April 22, 2024) is PKR 5.24/- per share.

### 4.4. SHARE CAPITAL AND RELATED MATTERS

#### Pattern of Shareholding of the Issuer (form-34)

| Shareholders  | Shares Held       | (%)            |
|---|-------------------|----------------|
| <b>Directors, Chief Executive Officer, their Spouse(s) and Minor Children</b> |                   |                |
| Mr. Abdul Haseeb Fasih  | 500               | 0.0011         |
| Miss Nasira Raees   | 2,241,652         | 4.831          |
| Mr. Aftab Ahmad   | 500               | 0.0011         |
| Mr. Ali Shahzad   | 13,601,242        | 29.312         |
| Mr. Muhammad Asad Jaweed  | 500               | 0.0011         |
| Mr. Abrar Ahmed Cheema  | 500               | 0.0011         |
| Mr. Muhammad Naeem  | 500               | 0.0011         |
| Raees-ud-Din  | 117,999           | 0.2543         |
| <b>Total</b>  | <b>15,963,393</b> | <b>34.4028</b> |

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Shares held by Directors of the Issuer (both Existing and Post Right Issue)

| Shares held by Directors | Existing Shareholding | %      | Post Right Shareholding <sup>4</sup> | %      |
|--------------------------|-----------------------|--------|--------------------------------------|--------|
| Mr. Abdul Haseeb Fakih   | 500                   | 0.0011 | 540                                  | 0.0011 |
| Miss Nasira Raees        | 2,241,652             | 4.831  | 24,154,98                            | 4.831  |
| Mr. Aftab Ahmad          | 500                   | 0.0011 | 540                                  | 0.0011 |
| Mr. Ali Shahzad          | 13,601,242            | 29.312 | 14,656,049                           | 29.312 |
| Mr. Muhammad Asad Jaweed | 500                   | 0.0011 | 540                                  | 0.0011 |
| Mr. Abrar Ahmed Cheema   | 500                   | 0.0011 | 540                                  | 0.0011 |
| Mr. Muhammad Naem        | 500                   | 0.0011 | 540                                  | 0.0011 |

<sup>4</sup> Subject to the actual number of shares subscribed during the Right Issue (note that directors and subscribers may arrange for others to subscribe to their entitlements; furthermore, such persons may subscribe to additional shares offered by the Board).

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## 5 RISK FACTORS

### 5.1. RISK ASSOCIATED WITH THE RIGHT ISSUE

#### Under Subscription Risk

There is a risk that the Right Issue may get undersubscribed due to lack of interest from shareholders of the Company. The substantial shareholder and directors of the Company have confirmed that they shall subscribe to (or arrange the subscription of) their respective right entitlements, while the balance portion of the Right Issue will be underwritten in accordance with the applicable laws.

Hence there is no major investment risk associated with the Right Issue. The Directors / Shareholders have given undertaking for subscription (or arrangement of subscription) of their respective right entitlements. The balance portion of Right Issue is to be fully underwritten as per requirement of applicable regulations. Normal risks associated with the business will remain.

### 5.2. RISK ASSOCIATED WITH ISSUER

#### 1. Internal Risk Factors

##### Operational Risk

Operational risk summarises the uncertainties a business faces when it attempts to conduct its day-to-day business activities. It can result from breakdowns in internal procedures, people and systems.

A high turnover ratio of skilled staff, disruption in the Company's operations or inappropriate planning could be a major determinant to operational risk for the Company.

##### Credit Risk

Credit risk represents the risk that one party to a financial instrument will cause to the other party by failing to discharge a financial obligation. The Company manages credit risk *inter alia* by setting credit limits. Consequently, the Company believes that it is not exposed to any major concentration of credit risk.

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## Liquidity Risk

Liquidity risk is where an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash and ensuring the fund availability through adequate credit facilities. Based on the above, the management believes the liquidity risk to be insignificant.

## Risk of Non-compliance with Regulations of SECP and PSX

In the event of non-compliance with any regulatory requirements of SECP or PSX, the Company may be placed on the defaulter segment of PSX which may potentially hamper trading in the Company's shares, leading to potential suspension in trading of its shares as well as delisting.

## 2. External Risk Factors

### Interest Rate Risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in the market interest rates. When interest rates are high, borrowing costs increase, making it more expensive for the Company to finance its operations. This can lead to reduced business spending, lower economic growth, and decreased profitability. It also discourages business investment as financing expansion becomes more expensive.

### Foreign Exchange Risk

Foreign exchange risk represents the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Foreign exchange risks arise mainly from future economic transactions or receivables and payables that exist due to transactions in foreign currencies. Though, the Company is not exposed to foreign exchange risk arising from currency value fluctuations.

### Economic Slowdown

Slow down and/or deterioration of macroeconomic conditions could trigger a reduction in disposable incomes. The growth of any sector is affected by the economic conditions prevailing in the country. An economic slowdown may adversely affect the growth and performance of the Insurance sector, as a whole.

### Regulatory Risk

Regulatory risk pertains to the possibility of future changes in government policies and regulations which could potentially impact the various business segments the Company operates in. Modifications in the regulatory landscape have the potential to notably impact the industry's overall performance. Additionally, any change in regulatory duties or taxes could directly affect the Company's profitability and operational efficiency.

## 3. Additional Risk Factors

### Capital Risk Management

The Company's objectives in managing capital is to ensure the Company's ability to continue as a going concern so that it can continue to provide returns to shareholders and benefits for other stakeholders while maintaining an optimal capital structure to reduce the cost of capital. The Company finances its operations through equity, borrowings and management of working capital with a view to maintain an appropriate balance between the various sources of finance to minimise risk and cost. The Company is not exposed to any

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externally imposed capital requirement.

## Profitability

The Company's after-tax profit for FY 2023 amounted to Rs. 85,040,644, compared to loss of Rs. 28,791,613 in FY 2022. The profitability may be impacted if there is a fall in demand of the products or due to the overall economic slowdown.

## 4. Company's Efforts to Mitigate Risk Factors

Although there are other competitors in the market but the Company already has the advantage of holding a niche market, the risk is greatly mitigated. Moreover, the sponsors of the company already have an experience of more than 30 years in the Insurance Industry and the decision for growth is based on the experience.

The Directors / Shareholders have given their undertaking for subscription (or arrangement of subscription) of their respective right entitlements. The balance portion of Right Issue is to be fully underwritten as per requirement of applicable regulations. Hence, no major risk is involved.

**NOTE: IT IS STATED THAT TO THE BEST OF OUR KNOWLEDGE AND BELIEF, ALL MATERIAL RISK FACTORS HAVE BEEN DISCLOSED AND THAT NOTHING HAS BEEN CONCEALED IN THIS RESPECT.**

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## 6 LEGAL PROCEEDINGS:

### 6.1. OUTSTANDING LEGAL PROCEEDINGS OF THE COMPANY

There are certain cases pending for adjudication against the Company before Civil/Sessions/Insurance Tribunal/Lahore High Court and Supreme Court of Pakistan amounting to Rs. 71.24 Million (2022: Rs. 77.99 Million). The Company has also filed counter suits against parties which are pending adjudication amounting to Rs. 41 Million (2022: Rs. 41 Million). No provision has been made in these financial statements in respect of the aforementioned matters/amounts, as the management is confident that the ultimate outcome of cases will be in favour of the Company. The legal advisor is of the considered opinion that the cases will be settled in favour of the Company and the said matters are being pursued vigorously.

### 6.2. ACTION TAKEN BY THE SECURITIES EXCHANGE AGAINST THE ISSUER OR ASSOCIATED LISTED COMPANIES OF THE ISSUER DURING THE LAST THREE YEARS DUE TO NON-COMPLIANCE OF ITS REGULATIONS

Securities & Exchange Commission of Pakistan (SECP) passed orders dated May 05, 2023 and September 04, 2023 against the Company under the relevant jurisdiction of the SECP by penalising the Company with certain amounts in the respective orders distinctively. The Company, based on reasonable grounds and advice of legal counsel, expects that the ultimate outcome of the case will be in the favour of the company and accordingly the appeals against the both said orders have been filed with the Appellate Bench Tribunal of SECP within the due time as specified under the passed orders. The appeals in both cases have been registered by SECP and the Company is awaiting the hearing of the registered appeals. Further, the Company has certain belief on the reasonable grounds that the same will be dismissed.

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# The Pakistan General Insurance Company Limited

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## 7 SIGNATORIES TO THE OFFER DOCUMENT

| Chief Executive Officer | Company Secretary |
|-------------------------|-------------------|
| Abdul Haseeb Fakhri     | Syed Ali Naqvi    |

  
Syed Ali Naqvi  
(Company Secretary)



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