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Founded by M.A. Zuberi

Lahore, Friday 8 April 2016, 29 Jamadi-us-Sa

The Pakistan General Insurance Company Limited

PGI

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 68th Annual General Meeting of The Pakistan General Insurance Company Limited (the "Company") will be held on Saturday, April 30, 2016, at 10:00 a.m. at 5 Bank Square, The Mall, Lahore to transact following business.

1. To confirm the minutes of Annual General Meeting of the Company held on April 30, 2015;
2. To receive, consider and adopt the Audited Financial Statements of the Company together with the Directors' and Auditors' report thereon for the year ended December 31, 2015.
3. To appoint auditors for the ensuing year and to fix their remuneration.
4. To elect seven directors of the Company as fixed by the board for a term of three years in accordance with the provisions of section 178 of the Companies Ordinance, 1984. The retiring directors are:

Ch. Manzoor Ahmed	**Ch. Zahoor Ahmed**	**Ghulam Mustafa**	**Nasir Ali**
Raees ud Din	**Ather Zahoor**	**Rehan Beg**	**Mazhar Zahoor**

5. Consider and if thought fit to approve the payment of Final Cash Dividend at the rate of Rs. 0.75 per share as recommended by the Board of Directors for the year ended December 31, 2015
6. To consider any other business with the permission of the Chairman.

Attached to this notice of meeting being sent to the members is a statement under Section 160(1) (b) of the Companies Ordinance 1984 setting forth "Status of previous approval of investment in associated Company".

By Order of the Board
Mazhar Zahoor
Company Secretary.

Notes:

1. A member entitled to attend and vote at the General Meeting is entitled to appoint another member as a proxy to attend and vote in respect of him. Form of proxy must be deposited at the Company's Registered Office not later than 48 hours before the time appointed for the meeting.
2. CDC Account holders are advised to follow the following guidelines of the Securities and Exchange Commission of Pakistan.

A. For attending the meeting:

(i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.

(ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

B. For appointing proxies:

(i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.

(ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

(iii) Attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with proxy form.

(iv) The proxy shall produce his original CNIC or original passport at the time of the meeting.

(v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

3. The Share Transfer Books of the Company will be closed from April 23, 2016 to April 30, 2016 (both days inclusive). Transfers received in order by our Shares Registrar, M/s. Corplink (Private) Limited, Lahore at the close of business on April 22, 2016 will be considered in time to attend and vote at the meeting and for the entitlement of Bonus Shares.
4. Members are requested to communicate to our Shares Registrar of any change in their addresses.

Statement of material facts

This statement sets out the material facts pertaining to the Special Business to be transacted at the Annual General Meeting of the Company to be held on April 30, 2015.

Status of previous approval for investment in associated company

As required under clause 4(2) of SRO No. 27(1) / 2012 dated January 16, 2012 the status of investment in PGI Autos and Tracking Services (Private) limited, against approval obtained by the Company in Annual General Meeting held on April 30, 2015 is as under:

a) Total Investment approved: Rs. 4.90 million approved by the shareholders at Annual General Meeting of April 30, 2015.

b) Amount of investment made to date: The Company has not invested in the Company yet, as the Company is registered as a private limited company in November 2015.

c) Reasons for not having made complete investment so far where resolution required it to be implemented in specified time: The proposed company was incorporated as a private limited company with SECP in November 2015

d) Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company: None

8/4/2016