

22 July 2016

Mr. Muhammad Ghufraan
Deputy General Manger
Karachi Stock Exchange Limited
Stock Exchange Road
Karachi.

Subject: Right Issue of Askari General Insurance Company Limited of PKR 233 million ("the Transaction")

Dear Sir,

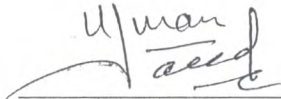
With reference to the above captioned, please find enclosed herewith the following documents:

- Auditor's certificate certifying the total amount received by the Banker to the Issue;
- Subscription statements from the Banker to the Issue.

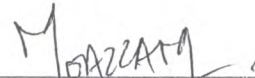
You are therefore requested to kindly issue us the No Objection Certificate (NOC) for the transfer of amount from the Banker to the Issue to the Company.

Should you require any further assistance, please feel free to contact us.

Best regards,



Usman Saeed,
VP, Corporate Finance



Muhammad Moazzam Ali
Executive Director & Head,
Corporate Finance

Enclosed: *Auditor Certificate*
Subscription statement from the Banker to the Issue



KPMG Taseer Hadi & Co.
Chartered Accountants
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Jinnah Avenue, Blue Area
Islamabad, Pakistan

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Fax + 92 (51) 282 2671
Internet www.kpmg.com.pk

The Company Secretary
askari general insurance company limited
Rawalpindi

Our ref: I-053-2016

22 July 2016

Dear Sir,

AUDITORS' CERTIFICATE FOR COMPLIANCE WITH CDC REGULATIONS

We have been requested by you to certify the compliance of askari general insurance company limited (the Company) with the Central Depository Company of Pakistan Limited (CDC) regulations for allotment of securities in capacity as statutory auditors of the Company.

Scope of certificate

We understand that pursuant to the requirements of CDC for compliance with CDC regulation for allotment of securities, our certificate is required to be filed with CDC.

Management responsibility

It is the management's responsibility to comply with requirements for CDC regulation for allotment of securities.

Auditor's Responsibility

Our responsibility is to certify the compliance with CDC regulation for allotment of securities in accordance with the 'Guidelines for Issue of Certificates for Special Purposes by Practicing Chartered Accountant Firms' issued by the Institute of Chartered Accountants of Pakistan. Our verification was limited to the procedures as mentioned below:

- a) We checked the receipt of subscription money in "Askari General Insurance Company Limited Right Shares Subscription Account No.0010100588830";
- b) We obtained the working of revised share capital and checked the amount for share capital at 31 December 2015 from the annual audited accounts of the Company and increase in share capital increased through issue of bonus shares from the CDC confirmation for transfer of bonus shares and share capital increased through issue of right share from the Company share registrar preliminary transfer list of successful allottee.



KPMG Taseer Hadli & Co.

askari general insurance company limited
Auditors' certificate for compliance with CDC regulations

Certificate

Based on procedures mentioned above, we confirm in capacity of statutory auditors of the Company following

- i. In respect of procedure "a" an amount of Rs. 241,107,287 against subscription of right shares of askari general insurance company limited (the Company) have been received in "Askari General Insurance Company Limited Right Shares Subscription Account No.0010100588830" maintained with Askari Bank Limited, bankers to issue (as mentioned in letter of right).

Details of subscription received

S. No.	Particulars	Amount	
		Number of shares	Rupees
1	Directors and sponsor	6,904,725	138,094,500
2	MCB Bank Limited – underwriter	644,628	12,892,560
3	Summit Bank Limited – underwriter	297,003	5,940,060
4	Others	4,209,008	84,180,167
Total		<u>12,055,364</u>	<u>241,107,287</u>

Out of subscription received Rs. 233,006,400 represents the amount against subscription of 11,650,320 ordinary right shares having face value of Rupee 10 each of the Company at exercise price of Rs. 20 per share and Rs. 8,100,887 being amount received in excess of subscription limit;

- ii. In respect of procedure "b" after issue of right shares capital of the Company will be Rs.543,681,630 divided into ordinary share 54,368,163 of Rs. 10 each; and
- iii. In respect of compliance with CDC procedures for allotment of securities, the transfer of security was made within the timeframe allowed by the Pakistan Stock Exchange.

Restriction on use and distribution

We wish to clarify that our procedures were limited to the extent explained in "Auditor responsibility" paragraph and does not extend to any financial statement of the Company. Further our engagement does not constitute either a review or audit. Had we performed additional procedures or had we performed an audit or review of the financial information in accordance with the International Standards on Auditing or International Standards on Review Engagements, other matters might have come to our attention that would have been reported.

This certificate is issued in relation to issuance of right shares as auditors of askari general insurance company limited on your specific request for onward submission to Pakistan Stock Exchange Limited and is not to be used or distributed for any other purpose. This certificate is restricted to the facts stated herein.

Yours faithfully

KPMG Taseer Hadli & Co.