

03. CORPORATE GOVERNANCE

PROFILE OF DIRECTORS



Jameel Yusuf
Chairman

Mr. Jameel Yusuf Ahmed is a businessman by profession and is the chairman of TPL Holdings. He was the founder chairman of Citizen-Police Liaison Committee (CPLC), and remained its chairman from September 1989 to March 2003. He is also the Director of Asia Crime Prevention Foundation (ACPF) and is the founding trustee of "PANAHA" a shelter home established for women in distress. Mr. Yusuf is also a member of Advisory council Fellowship Fund for Pakistan (FFFP), Woodrow Wilson International Centre for Scholars (WWC) since 2004.

He was awarded Presidential Award "Sitar-e-Shujaat" for gallantry services in August 1992 and was also nominated for the First United Nations Vienna Civil Society Award in 1999.



Saad Nissar
Chief Executive Officer

Mr. Nissar is an experienced marketing professional. He joined TPL Trakker Limited in the year 2000 at its inception as "National Sales Manager". Mr. Nissar has been instrumental in the setting up and executing retail network nationwide, successful packaging and promoting of fleet management and portfolio management services in the corporate sector and Financial Institution Group (FIG) of Pakistan respectively. Mr. Nissar was appointed as Director of TDI effective July 2005 and consequently he assumed the role of Chief Executive Officer. TDI has won "Brand of the Year Award" for five consecutive years under his leadership.

Mr. Nissar holds an MBA degree from the Institute Of Business Administration.

PROFILE OF DIRECTORS



Muhammad Ali Jameel
Director

Mr. Ali Jameel is the CEO of TPL Trakker Ltd., Pakistan's first vehicle tracking Company. He is also the director of TRG Pakistan Ltd. Formerly Mr. Jameel was the Chief Executive of Jahangir Siddiqui Investment Bank. He has also held several advisory posts in Board of Investment, Economic Advisory Council, the Pakistan's information technology and telecommunication sectors, including appointments on the task Force on Telecom Deregulation, the Fiscal Incentive group on the IT Commission and the Task Force on Venture Capital.

Mr. Jameel received his B.Sc. degree in Economics from the London School of Economics. He is also an Associate Member of the Institute of Chartered Accountants in England & Wales and qualified in 1994 at KPMG Peat Marwick in London.



Syed Kazim Hasan
Director / COO / CFO

Mr. Kazim Hasan is an experienced professional who has worked for more than two decades with multinational insurance companies operating in Pakistan. He managed the finance, human resource, and information technology departments making them lean and more responsive to the customer's needs. Mr. Hasan has worked on many cross-functional assignments with marketing, underwriting and claims departments. He established effective system of internal controls and assured that business processes remain effective. Mr. Kazim is an Associate Public Accountant with an MBA degree in finance.

PROFILE OF DIRECTORS



Adil Matcheswala
Director

Mr. Adil Matcheswala served as Chairman of JS Global Capital Limited. Mr. Matcheswala joined the JS Group in April 1993 and remained an employee till October 2001. During his 8 years with the group, he served in various capacities ranging from Head of Equity Operations, Head of Equity Sales and as a member of various Committees ranging from technology, investment, special projects and acquisitions. He is also on the board of Jahangir Siddiqui and Company Limited, Food Basics (Private) Limited and Speed (Private) Limited.

At present he is the Chief Executive Officer of Speed (Private) Limited, a company he co-founded. The company's scope of operations revolve around the retail and service industry and it is the exclusive distributor and representative in Pakistan for brands like Nike, Tag Heuer, Dior, Fendi, Oris SA, Timex Watches and HCA International Hospitals UK. He is an Alumni of Brown University in Rhode Island, USA from where he obtained a degree in Economics.



Mustafa Ali
Director

Mr. Mustafa Ali is a qualified Cost and Management Accountant with over 10 years of experience in construction and automobile sector. He started his career in 1991 as Manager Finance & Administration in Baltistan Trading & Contracting Co. (Pvt.) Ltd. In 2000, he joined Ghandhara Nissan Diesel Ltd. as Manager Finance before joining Trakker Group in 2001 as Finance Manager. Under his supervision, TPL has maintained a sound financial position despite the multifaceted nature of its services. Currently he is serving as Vice President Finance in TPL Holdings.



Syed Nadir Shah
Director

Syed Nadir Shah is an experienced professional who has served at ANZ Banking Group, Grindlays Bank Ltd., Jardine Fleming Pakistan, World Tel (MECA), Infinity Global Telecom and Energy Saving Solution Ltd. Mr. Shah holds a BA Degree in Economics and a BBA Degree in the Finance Majors. Mr. Shah is serving as the Chairman of the Audit Committee and as a member in the Human Resources & Remuneration Committee of TPL Direct Insurance Ltd. His valuable inputs have made it possible to achieve the highest standards in the audit and HR functions. At present he is also holding positions of directorship in Fauji Akbar Portia Terminals (Pvt.) Limited, Meskay & Famtee Trading Co. (Pvt.) Limited and Princely Jets Private Limited.

MANAGEMENT TEAM



Standing from left to right: Kamran Hanif (Head of Underwriting), Ali Hassan (Head of Reporting and Compliance), Adnan Ahmed (Head of Information Technology), Farhan Sheikh (Head of Marketing), Nadir Nawaz (Head of Human Resources), Naveed Ahsan (Head of Claims), Muhammad Abbas (Head of Internal Audit), Farrukh Beg (Head of Operations).

Sitting from left to right: Yasmin Sadiq (Head of Personal Lines), Kazim Hasan (Chief Operating Officer/Chief Financial Officer/Company Secretary), Saad Nissar (Chief Executive Officer), Altaf Hussain (Head of Finance) and Khurram Mughal (Head of Sales).

PRINCIPAL BOARD COMMITTEES

Board Audit Committee

The Board Audit committee assists the Board in fulfilling its oversight responsibilities primarily in reviewing and reporting financial and non-financial information to stakeholders, systems of internal control, risk management and the audit process. It has the power to call for information from management and to consult directly with the external auditors or their advisors as considered appropriate.

The Chief Financial Officer, head of Internal Audit and a representative of the external auditors attend meetings of the Audit Committee at which issues relating to accounts and audit are discussed. The Chief Executive Officer attends the meetings by invitation. The Committee also privately meets with the external auditors at least once a year. After each meeting the Chairman of the Committee reports to the Board.

Director's Names:

Syed Nadir Shah – Chairman
Adil Matcheswalla
Mustafa Ali

The Secretary of the Committee is Mr. Muhammad Abbas, the Internal Auditor of the Company.

Board Human Resource and Remuneration Committee

The Board Human Resource and Remuneration Committee is responsible for administering the compensation, organization and employee development matters relating to the Company. It reviews the key human resource initiatives and organizational overview of the Company.

Director's Names:

Adil Matcheswalla – Chairman
Syed Nadir Shah
Saad Nissar

The Secretary of the Committee is Mr. Mustafa Ali who is also a director of the Company.

Finance & Investment Committee

The Committee assists the Board in reviewing the Company's investment transactions and performances, oversee the Company's capital and financial resources and advice on future strategy. The Committee regularly reports to the Board of Directors.

Director's Names:

Ali Jameel – Chairman
Mustafa Ali

The Secretary of the Committee is Syed Kazim Hasan who is also a director and CFO of the Company.

PRINCIPAL OPERATIONS COMMITTEES

The following Committees act at the operation level in an advisory capacity providing recommendations relating to business matters:

Underwriting Committee

Underwriting committee ensures that underwriting activities are in line with strategic goals and risk policies devised by the Board of directors. The committee periodically reviews the policies and procedures governing the insurance and reinsurance underwriting business; policies regarding agents, brokers, insured, ceding company and reinsurer. The committee continually evaluates the professional and development plans for key insurance and reinsurance underwriting and actuarial functions and ensures that controls over underwriting business are adequate and effective.

Members:

Saad Nissar - Chairman

Syed Kazim Hasan - Member

Farrukh Beg - Member & Secretary

Claims Committee

Claims committee is responsible for establishing, implementing and maintaining claims processing time; monitoring and ensuring transparency and fairness; reviewing the salvages made from claim recoveries. The committee continually reviews the policies and procedures for claim settlement and claim recovery from coinsurers and reinsurers.

Members:

Saad Nissar - Chairman

Syed Kazim Hasan - Member

Naveed Ahsan - Member & Secretary

Co-insurance and Reinsurance Committee

Coinsurance and reinsurance committee monitors the process of coinsurance and reinsurance. The committee continually evaluates the counter party risk and the level of risk assumed by TDI, the commissions charged and paid on outward and inward cessions and such other responsibilities as the Board of Directors may from time to time assign to ensure that the objectives and goals of the Company are achieved.

Members:

Saad Nissar - Chairman

Syed Kazim Hasan - Member

Farrukh Beg - Member

Kamran Hanif - Member & Secretary