

Report to the Shareholders of Asia Insurance Limited on compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by Asia Insurance Limited for the year ended on 31 December 2023. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June 2018 of the Bangladesh Securities and Exchange Commission.

Such compliance with the Corporate Governance Code is the responsibility of Asia Insurance Limited. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of the Corporate Governance Code.

This is a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any conditions of this Corporate Governance Code.

We state that we have obtained all the information and explanations, which we have required, and after due scrutiny and verification thereof, we report that, in our opinion:

- a) Asia Insurance Limited has complied with the conditions of the Corporate Governance Code as stipulated in the above-mentioned Corporate Governance Code issued by the Commission except those mentioned in the statement of compliance status;
- b) The company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- c) Proper books and records have been kept by the company as required under the Companies Act, 1994, the Securities Laws and other relevant laws;
- d) The governance of the company is satisfactory.

Place: Dhaka
Dated: 06 June 2024

For M. SHAHIDUL ISLAM & CO.,
Chartered Accountants




M. Shahidul Islam FCA
Managing Partner

COMPLIANCE REPORT ON BSEC'S NOTIFICATION ON CORPORATE GOVERNANCE CODE

Compliance report on Corporate Governance Code

Status of compliance with the Corporate Governance Code (CGC) [as per condition No.1(5) (xxvii) status of compliance with the conditions imposed by the commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June 2018 & Notification No BSEC/CMRRCD/2009-193/66/PRD/148, dated October16, 2023 issued under section 2CC of the Securities and Exchange Ordinance-1969 of the Bangladesh Securities and Exchange Commission. (Report under condition No.9)

Condition No.	Title	Status	Remarks (if any)
1.00			
1(1)	Size of the Board of Directors The total number of members of a Company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty);	Complied	Number of Board members of AIL is 13 including 2(two) Independent Directors
1.2			
1(2) (a)	At least 2(Two) directors or one-fifth (1/5) of the total number of directors in the Company's Board whichever is higher,shall be independent directors; any frection shall be considered to the next integer or whole number for calculating number of independent director(s);"	Complied	There are 2 (two) Independent Directors.In the AIL board namely Syed Sajedul Karim & Mohammad Delwar Husain.
1(2) (b)	Without contravention of any provision of any laws,for the purpose of this clause, an "Independent Directors" means a director;		
1(2)(b)(i)	Who either does not hold any share in the company or holds less then one percent (1%) shares of the total paid-up shares of the Company;	Complied	None of the Independent Directors hold any share of the Company.
1(2)(b)(ii)	Who is not a sponsor of the Company or is not connected with the Company's any sponsor or director or nominated director or shareholder of the Company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the Company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the Company;	Complied	The Independent Directors have declard their compliance
1(2)(b)(iii)	Who has not been an executive of the Company in immediately preceding 2 (two) financial years	Complied	Do
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the Company or its subsidiary or associated companies;	Complied	Do
1(2)(b)(vi)	Independent director is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	Complied	Do

Condition No.	Title	Status	Remarks (if any)
1(2)(b)(vii)	Independent director is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned Company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	Complied	Do
1(2)(b)(viii)	They are not the Independent Directors in more than 5 (five) listed companies;	Complied	Do
1(2)(b)(ix)	Who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for non-payment of any loan advance or obligation to bank a financial institution; and	Complied	Do
1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude;	Complied	Do
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM); provided that the Board shall appoint the Independent Director, subject to prior concern of the commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the Company;		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days and	Complied	No vacancy occurred
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only;	Complied	The Independent Directors. Syed Sajedul Karim & Mohammad Delwar Husain are in first term of Office.
1.3	Qualification of Independent Director		
1(3)(a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business;	Complied	The Qualification and background of Independent Directors justify their as such.
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted Company having minimum paid-up capital of Tk. 100.00 million or any listed Company or a member of any national or international chamber of commerce or business association; or	Not Applicable	
1(3)(b)(ii)	Corporate leader who is or was a top-level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted Company having minimum paid-up capital of Tk. 100.00 million or of a listed Company; or	Not Applicable	
1(3)(b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law; provided that in case of appointment of existing official as independent director, it requires clearance from the organization where or she in service; or	Not Applicable	

Condition No.	Title	Status	Remarks (if any)
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;or	Not Applicable	
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	Not Applicable	
1(3)(c)	The independent director has at least 10 (ten) years of experiences in any field mentioned in clause (b);	Complied	
1(3)(d)	In special cases, above qualifications or experiences may be relaxed subject to prior approval of the Commission;	Not Applicable	
1.4	Duality of Chairperson of the Board of Directors and Managing Director (MD) and/or Chief Executive Officer (CEO)		
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the Company shall be filled by different individuals;	Complied	Chairman of the Board and the Managing Director are the different individuals.
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed Company shall not hold the same position in another listed Company;	Complied	The Managing Director does not hold the same position in another listed Company.
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the Company;	Complied	The Chairperson is elected from among the non-executive directors.
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	Complied	The roles and responsibilities of the Chairperson and Managing Director are clearly defined.
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	Complied	No such situation arisen
1(5)	The Directors' Report to Shareholders		
1(5)(i)	An Industry outlook and possible future developments in the industry;	Complied	The Directors' Report complies with the guideline.
1(5)(ii)	Segment-wise or product-wise performance	Complied	Do
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	Complied	Discussed at Risk and concerns.
1(5)(iv)	A Discussion on cost of goods sold, gross profit margin and net profit margin;	Complied	The Directors' Report complies with the guideline
1(5)(v)	Discussion on continuity of any Extra-Ordinary gain or loss;	Complied	No such situation arisen
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	Complied	Discussed at 'Director Report'and subsequently elaborated in the note No.35 of Audited Financial Statements.
1(5)(vii)	Utilization of proceeds from public issues, right issues and/ or through any others instruments;	Complied	The Directors' Report complies with the guideline

Condition No.	Title	Status	Remarks (if any)
1(5)(viii)	An explanation if the financial results deteriorate after the Company goes for IPO, RPO, Rights Offer, Direct Listing etc.	Complied	No such situation arisen
1(5)(ix)	Explanation on significant variance occurs between Quarterly Financial performance and Annual Financial Statements;	Complied	“
1(5)(x)	Remuneration to directors including independent directors;	Complied	Mentioned in “The Directors Report”
1(5)(xi)	The financial statements prepared by the management of the issuer Company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	Complied	Mentioned in “The Directors Report”
1(5)(xii)	A statement that Proper books of account of the issuer Company have been maintained;	Complied	“
1(5)(xiii)	A statement that Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	Complied	“
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	Complied	“
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored;	Complied	“
1(5)(xvi)	A statement that Minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	Complied	“
1(5)(xvii)	There is no significant doubt upon the issuer Company’s ability to continue as a going concern, if the issuer Company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	Complied	“
1(5)(xviii)	An explanation that Significant deviations from the last year’s operating results of the issuer Company shall be highlighted and the reasons thereof shall be explained	Complied	Mentioned in “The Directors Report”
1(5)(xix)	A statement that was Key operating and financial data of at least preceding 5 (five) years shall be summarized	Complied	Mentioned in “The Directors Report”
1(5)(xx)	An explanation on the reasons If the issuer Company has not declared dividend (cash or stock) for the year;	Complied	The Company has declared 11% cash dividend.
1(5)(xxi)	Board’s statement to the effect that no bonus shares or stock dividend has been or shall be declared as interim dividend;	Not Applicable	Mentioned in “The Directors Report”
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director	Complied	Mentioned in “The Directors Report”
1.5 (xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name wise details were stated below) held by:-		
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details)	Not Applicable	Mentioned in “The Directors Report”
1(5)(xxiii)(b)	Directors; Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details)	Complied	Mentioned in “The Directors Report”

Condition No.	Title	Status	Remarks (if any)
1(5)(xxiii)(c)	Executives;(Top five salaried employees of the company other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit.	Complied	Mentioned in "The Directors Report"
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the Company (name-wise details)	Complied	Mentioned in "The Directors Report"
1.5(xxiv)	In case of the appointment or re-appointment of a director a disclosure on the following information to the shareholders;		
1(5)(xxiv)(a)	A brief resume of the director	Complied	Stated in the profile of Directors.
1(5)(xxiv)(b)	Nature of his or her expertise in specific functional areas;	Complied	Stated in the profile of Directors.
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board	Complied	Stated in the profile of Directors & directorship with others Companies.
1.5(xxv)	A management Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements; among others, focusing on;		
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements	Complied	Mentioned to the Management Discussion and Analysis;
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes	Complied	Mentioned to the Management Discussion and Analysis;
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediately preceding five years explaining reasons thereof;	Complied	Mentioned to the Management Discussion and Analysis;
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	Complied	Mentioned to the Management Discussion and Analysis;
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe;	Complied	Mentioned to the Management Discussion and Analysis;
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the Company;	Complied	Mentioned to the Management Discussion and Analysis;
1(5)(xxv)(g)	Future plan or projection or forecast for Company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	Complied	Mention to the Management Discussion and Analysis;
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A;	Complied	Mentioned to the CEO and CFO's declaration to the board;
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C;	Complied	The certificate regarding compliance of the conditions is disclosed;
1(5)(xxviii)	The Directors' Report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality;	None	No such event arisen

Condition No.	Title	Status	Remarks (if any)
1(6)	Meetings of the Board of Directors’;		
1(6)	The Company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	Complied	Company maintains a book for Board Meeting Minutes as per the provision of Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB).
1.7	Code of conduct for the Chairperson, other Board members and Chief Executive Officer		
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the chairperson of the Board, other board members and Chief Executive Officer of the Company;	Complied	A code of conduct set for chairman of the Board, other members of the Board and Chief Executive Officer of the company based on the recommendation of the Nomination and Remuneration Committee (NRC).
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the Company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and in dependency;	Complied	A code of conduct as determined by the NRC is posted on the website.
2.00	Governance of Board of Directors of Subsidiary Company		
2(a)	Provisions relating to the composition of the Board of the holding Company shall be made applicable to the composition of the Board of the subsidiary Company;	Not Applicable	There is no subsidiary of AIL.
2(b)	At least 1 (one) independent director on the Board of the holding Company shall be a director on the Board of the subsidiary Company;	Not Applicable	
2(c)	The minutes of the Board meeting of the subsidiary Company shall be placed for review at the following Board meeting of the holding Company;	Not Applicable	
2(d)	The minutes of the respective Board meeting of the holding Company shall state that they have reviewed the affairs of the subsidiary Company also;	Not Applicable	
2(e)	The Audit Committee of the holding Company shall also review the financial statements, in particular the investments made by the subsidiary Company;	Not Applicable	
3.00	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC); and Company Secretary (CS);		
3.1	Appointment		
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	Complied	The company has appointed CEO, CFO, CS and HIAC.
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	Complied	The CEO, CFO, CS and HIAC are four individuals

Condition No.	Title	Status	Remarks (if any)
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed Company shall not hold any executive position in any other Company at the same time; Provided that CFO or CS of any listed company may be appointed for the same position in other listed or non listed company under the same group for reduction of cost or for technical expertise, with prior approval of the commission. Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately;	None	No such situation arisen
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	Complied	The roles, responsibilities and duties of MD or CEO, CS, CFO and HIAC are clearly defined.
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s);	None	No such situation arisen
3.2	Requirement to attend Board of Directors Meetings:		
3(2)	The MD or CEO, CS, CFO and HIAC of the Company shall attend the meetings of the Board:	Complied	In practice
3.3	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO);		
3.3(a)	The MD or CEO and CFO shall certify to the board that they have reviewed financial statements for the year and that to the best of their knowledge and belief;	Complied	Mentioned to the CEO and CFO's Declaration to the Board.
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	Complied	Do
3(3)(a)(ii)	These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws;	Complied	Do
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board or its members;	Complied	Do
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	Complied	Do
4	Board of Directors Committee		
4(i)	Audit Committee, and	Complied	In practice
4(ii)	Nomination and Remuneration Committee.	Complied	In practice
5	Audit Committee		
5(1)(a)	The Company shall have an Audit Committee as a subcommittee of the Board;	Complied	The ToR of Audit Committee is available
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the Company and in ensuring a good monitoring system within the business;	Complied	The Audit Committee duly discharged its responsibilities.
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing;	Complied	The ToR of Audit Committee is available

Condition No.	Title	Status	Remarks (if any)
5.2	Constitution of the Audit Committee		
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	Complied	The Audit Committee is comprised of 6(Six) members.
5(2)(b)	The Board shall appoint members of the Audit committee who shall be non-executive directors of the Company excepting Chairperson of the Board and shall include at least1 (one) independent director;	Complied	The members of the Audit Committee are appointed by the Board of Director and which includes 2(Two) Independent Director.
5(2)(c)	All members of the audit committee should be “financially literate” and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	Complied	All members of the audit committee should be “financially literate” and they have related financial management experience, as per codes of BSEC.
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	None	No such situation arisen in the reporting year
5(2)(e)	The Company secretary shall act as the secretary of the Committee;	Complied	In practice
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director;	Complied	In practice
5.3	Chairperson of the Audit Committee		
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an Independent Director;	Complied	Mohammad Delwar Husain has been appointed as Chairman of the Audit Committee who is an Independent Director
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b). And the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	None	No such situation arisen in the reporting year
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM): Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM;	Complied	In practice
5.4	Meeting of Audit Committee		
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year. Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the committee;	Complied	During the year 4 (Four) Audit Committee meeting were held.

Condition No.	Title	Status	Remarks (if any)
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must;	Complied	In practice
5.5	Role of Audit Committee		
5(5)(a)	Oversee the financial reporting process;	Complied	In practice
5(5)(b)	Monitor choice of accounting policies and principles;	Complied	In practice
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	Complied	In practice
5(5)(d)	Oversee hiring and performance of external auditors;	Complied	In practice
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	Complied	In practice
5(5)(f)	Review along with the management, the annual financial statements before submission to the Board for approval;	Complied	In practice
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	Complied	In practice
5(5)(h)	Review the adequacy of internal audit function;	Complied	In practice
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	Complied	In practice
5(5)(j)	Review statement of all related party transactions submitted by the management;	Complied	In practice
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	Complied	In practice
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;	Complied	In practice
5(5)(m)	Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission;	None	No such situation arisen in the reporting year
5.6	Reporting of the Audit Committee		
5.6(a)	Reporting to the Board of Directors;		
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board;	Complied	Report in place
5(6)(a)(ii)(a)	The Audit Committee shall immediately report to the Board on the following findings report on conflicts of interests;	Not Applicable	No such situation arisen
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;	Not Applicable	"
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;	Not Applicable	"
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	Not Applicable	"
5(6)(b)	Reporting to the Authorities: If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier;	Not Applicable	"

Condition No.	Title	Status	Remarks (if any)
5(7)	Reporting to the shareholders and General Investors: Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer Company;	Not Applicable	“
6	Nomination and Remuneration Committee (NRC)		
6(1)	Responsibility to the Board of Directors		
6(1)(a)	The Company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	Complied	The ToR of Nomination and Remuneration Committee (NRC) is available
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top-level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	Complied	The NRC duly discharged its responsibilities) is available
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No.6(5)(b);	Complied	The Terms of Reference is clearly set forth in writing covering all relevant areas as stated in the code.
6.2	Constitution of the Nomination and Remuneration Committee (NRC)		
6(2)(a)	The Committee shall comprise of at least three members including an Independent Director;	Complied	The NRC is comprised of 4(Four) members including two Independent Directors.
6(2)(b)	All members of the Committee shall be non-executive directors;	Complied	In practice
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	Complied	In practice
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	Complied	In practice
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	None	No such situation arisen
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;	None	No such situation arisen
6(2)(g)	The Company Secretary shall act as the secretary of the Committee;	Complied	In practice
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	Complied	In practice
6.2 (i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director’s fees or honorarium from the Company;	Complied	In practice
6(3)	Chairperson of the NRC		

Condition No.	Title	Status	Remarks (if any)
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	Complied	The Chairman of NRC is Syed Sajedul Karim who has been appointed as chairman of NRC is an Independent Director;
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	None	No such situation arisen in the reporting year
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders: in absence of chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholders queries and reason for absence of the chairperson of the NRC shall be recorded in the minutes of the AGM;	Complied	Chairperson of the NRC was present at 123 rd AGM.
6.4	Meeting of the NRC		
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	Complied	In practice
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	None	To be complied if necessary.
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	Complied	In practice
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	Complied	In practice
6.5	Role of the NRC		
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	Complied	In practice
6.5 (b)	NRC shall oversee among others, the following matters and make report with recommendation to the Board;	Complied	In practice
6.5(b)(i)	Formulating the criteria for determining qualification, positive attributes and independence of a director and recommended a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	Complied	In practice
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract retain and motivate suitable directors to run the Company successfully;	Complied	In practice
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	Complied	In practice
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;	Complied	In practice
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	Complied	In practice

Condition No.	Title	Status	Remarks (if any)
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	To be complied	No such list as yet
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	Complied	In practice
6(5)(b)(v)	Identifying the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	Complied	In practice
6(5)(b)(vi)	Developing, recommending and reviewing annually the Company's human resources and training policies;	Complied	In practice
6(5)(c)	The Company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report;	Complied	The criteria,policy and activities of NRC are disclosed in the Annual Report.
7.	External or Statutory Auditors		
7.1	The issuer company shall not engage its external or statutory auditors to perform the following services of the company,namely;-		
7(1)(i)	Appraisal or valuation services or fairness opinions;	Complied	As declared by the auditors' Pinaki & Company, Chartered Accountants'
7(1)(ii)	Financial information systems design and implementation;	Complied	"
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements;	Complied	"
7(1)(iv)	Broker-dealer services;	Complied	"
7(1)(v)	Actuarial services;	To be Complied	"
7(1)(vi)	Internal audit services or special audit services;	Complied	"
7(1)(vii)	Any service that the Audit Committee determines;	Complied	"
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1);	Complied	"
7(1)(ix)	Any other service that creates conflict of interest;	Complied	"
7(2)	No partner or employees of the external audit firms shall possess any share of the Company they audit at least during the tenure of their audit assignment of that Company; his or her family members also shall not hold any shares in the said Company:	Complied	In practice
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders;	Complied	Representative of external auditor was present in the 23 rd Annual General Meeting.
8	Maintaining a website by the Company		
8(1)	The Company shall have an official website linked with the website of the stock exchange;	Complied	Website (www.asiainsurancebd.com which linked with the stock exchange(s).
8(2)	The Company shall keep the website functional from the date of listing;	Complied	In practice
8(3)	The Company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	Complied	In practice

Condition No.	Title	Status	Remarks (if any)
9	Reporting and compliance of Corporate Governance		
9(1)	The Company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report;	Complied	The company obtained certificate from M. Shahidul Islam & Company Chartered Accountants.
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting;	Complied	The agenda will be placed in the 24 th Annual General Meeting.
9(3)	The directors of the Company shall state, in accordance with the Annexure-C attached, in the directors' report whether the Company has complied with these conditions or not;	Complied	Detailed status given at "directors' report" in the Annual Report.