

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

We have examined the compliance status to the Corporate Governance Code by Asia Insurance PLC. for the year ended on 31 December 2024. 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 PLC. 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 PLC. 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 bank 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: 14 July 2025

For M. SHAHIDUL ISLAM & CO.,
Chartered Accountants




Md. 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. SEC/CMRRCD/2006-158/2017/Admin/80, dated 3 June 2018 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	Board of Directors		
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 APLC is 13 including 2 Independent Directors
1.2	Independent Director		
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 named Mr. Mahfuzur Rahman & Syed Sajedul Karim as per insurance act 2010 section 76(1)
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 declcard 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;	Complied	Do
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days and	Complied	
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 Mr. Mahfuzur Rahman & Syed Sajedul Karim 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 CEO 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 CEO 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 CEO 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.43 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
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	"

Condition No.	Title	Status	Remarks (if any)
1(5)(x)	Remuneration to directors including independent directors;	Complied	Mentioned in “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 “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 “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 “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 10% 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	
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director	Complied	Mentioned in “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)	Complied	Mentioned in “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 “Directors Report”
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 “Directors Report”
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the Company (name-wise details)	Complied	Mentioned in “Directors Report”

Condition No.	Title	Status	Remarks (if any)
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 AIPLC
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 least 1 (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 code 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	Mr. Mahfuzur Rahman 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
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	"

Condition No.	Title	Status	Remarks (if any)
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	“
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 responsibility
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 comprises all 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

Condition No.	Title	Status	Remarks (if any)
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		
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 24 th 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

Condition No.	Title	Status	Remarks (if any)
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
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' Syful Shamsul Alam & Co, 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;	Will be Complied	"

Condition No.	Title	Status	Remarks (if any)
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 24 th 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
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 & Co. 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 25 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.



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**Report to the Shareholders of Asia Insurance PLC.
on compliance on the Insurer's Corporate Governance Guideline**

We have examined the compliance status to the Insurer's Corporate Governance Guideline by Asia Insurance PLC. for the year ended on 31 December 2024. The Insurance Development and Regulatory Authority issued Letter No. 53.03.0000.075.22.025.2020.230 on 19 October 2023, outlining the "Insurer's Corporate Governance Guideline 2023".

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

This is a scrutiny and verification and an independent audit on compliance of the conditions of the Insurer's Corporate Governance Guideline 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 Insurer's Corporate Governance Guideline.

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 PLC. has complied with the conditions of the Insurer's Corporate Governance Guideline as stipulated in the above-mentioned Insurer's Corporate Governance Guideline issued by the IDRA 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 Guideline.
- 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: 14 July 2025

For M. SHAHIDUL ISLAM & CO.,
Chartered Accountants



Md. Shahidul Islam FCA
Managing Partner



STATUS OF IDRA'S INSURER'S CORPORATE GOVERNANCE GUIDELINE 2023

In order to broaden the spectrum of insurance services to address life and property risks, enhance transparency and accountability, promote professionalism and financial discipline within insurance institutions, and uphold good governance, the Insurance Development and Regulatory Authority issued Letter No. 53.03.0000.075.22.025.2020.203 on 19 October 2023, outlining the “Insurer’s Corporate Governance Guideline 2023.”

Condition No.	Description	Compliance Status	Remarks
1.	Title: This guideline shall be called “Insurer’s Corporate Governance Guideline 2023”.		
2.	Implantation: These guidelines will be effective from the date of issue.		
3.	<p>Definition:</p> <p>a) Law means Insurance Act, 2010 and Insurance Development and Regulatory Authority Act, 2010;</p> <p>b) “person” means a person referred to in section 2(32) of the Insurance Act, 2010;</p> <p>c) “Authority” means authority constituted under the Insurance Development and Regulatory Act, 2010;</p> <p>d) “Related Party Transactions” means financial or non-financial transactions where –</p> <ol style="list-style-type: none"> 1. conflict of interests between the parties to the transaction, resulting in the apprehension of non-compliance with the principles of due diligence; contains; or 2. an agreement or transaction between two parties who are related to each other in a pre-existing business relationship or similar interest; <p>e) “Chartered Accountant” means the Chartered Accountant referred to in Rule (2) of the Bangladesh Chartered Accountants Order, 1973 (Presidential Order No. 2 of 1973);</p> <p>f) “Cost and Management Accountant” means “Cost and Management Accountant” as defined in the Cost and Management Accountants Ordinance, 1977 (Ordinance No. LIII of 1977);</p> <p>g) “Chartered Secretary” means the Chartered Secretaries Act, 2010 (Act No. 25 of 2010);</p>	--	
4.	<p>Applicability:</p> <p>This guideline will be applicable to the following persons or institutions.</p> <p>a) any insurer;</p> <p>b) Jiban Bima Corporation and Sadharan Bima Corporation; Subject to section 3 of the “Insurance Corporation Act, 2019”; and</p> <p>c) any other person or institution prescribed by the Authority.</p>	--	

Condition No.	Description	Compliance Status	Remarks
5.	<p>Corporate Governance Structure:</p> <p>a) The corporate governance structure shall have a practice that ensures the protection of the rights of shareholders, stakeholders, insurers by ensuring appropriate boundaries between administrative responsibilities and supervision, clear and transparent principles of responsibilities, qualification and competence of responsible persons.</p> <p>b) To consider the main elements mentioned in the corporate governance framework for ensuring good governance.</p> <ul style="list-style-type: none"> • Board of Directors and Director(s) • Committees of the Board of Directors • Management structure • Senior management and key personnel • Actuary • External Audit/Statutory Auditor • Disclosure of Information (Disclosures) • Relationship with stakeholders • Interaction and communication with authorities • Important policies 	Complied	
6.	Board of Directors and Director(s)		
6.1	<p>Composition of Board of Directors:</p> <p>In accordance with the stipulations of Section 76(1) of the Insurance Act, 2010, the total count of directors constituting the Board of Directors of the insurer is capped at a maximum of 20 (twenty) individuals. Within this composition, there will be 2 (two) independent directors.</p>	Complied	
6.2	<p>Board of Directors and Director(s): –</p> <p>Appointment and re-appointment of directors shall have clear procedure and in this regard shall follow the provisions of the Insurance Act, 2010 and related rules and directions of the authorities as well as other laws (where applicable). Provided that the Insurance Act, 2010 and related rules shall prevail.</p>	Complied	
6.2 (a)	<p>The Board of Directors shall ensure that any director:</p> <ol style="list-style-type: none"> 1. Has not been declared insolvent by a competent court and has not been declared in default by any bank or financial institution in Bangladesh or elsewhere. 2. Has not been convicted of any criminal offense or engaged in any fraud, financial crime or other illegal activity. 3. Has not been convicted of any violation of the rules, regulations or discipline of the regulatory authorities in Bangladesh or elsewhere. 4. Has not been convicted in any legal proceeding. 5. As an insurance agent/intermediary or as a salaried employee or beneficiary auditor/consultant/advisor/actuary of any insurance institution in Bangladesh or elsewhere. 	Complied	

Condition No.	Description	Compliance Status	Remarks
6.2 (b)	<p>1. The Chairman and Vice-Chairman of the Board of Directors shall be elected in accordance with section 79 of the Insurance Act, 2010.</p> <p>2. In the absence of the Chairman of the Board of Directors, the Vice-Chairman shall preside at the meeting.</p> <p>3. In the absence of both the Chairman and the Vice-Chairman of the Board of Directors the remaining members may elect one of the non-executive directors as Chairman for that particular Board meeting.</p> <p>4. The reasons for non-compliance of the Chairman and Vice-Chairman in (2) and (3) above shall be duly recorded in the minutes.</p>	Complied	
6.3	Independent Director:		
6.3 (a)	<p>“Independent Director” means a Director, who</p> <p>1. Does not hold any shares in insurance companies;</p> <p>2. He or his family members are not the sponsors of the insurer or the sponsors directors of the insurer or the shareholder directors or the nominated directors;</p> <p>3. He or his family member is not an associates, sister concerns, subsidiaries or parent company, entrepreneur or director of the insurer’s entrepreneur or shareholder director of the insurer. is not or is not a nominated director;</p> <p>4. He or his family member is not an Sponsor or Sponsor director or shareholder director or nominee director of any Holding Entity of the insurer or he or his family members do not jointly or separately hold any shares in the holding entity.</p> <p>5. Who has not held any executive or advisory position of the insurer during the preceding 2 (two) financial years immediately preceding his appointment as an independent director;</p> <p>6. Whose has no financial or other relationship with its subsidiary company or associated (corporate) company;</p> <p>7. who has not been involved in the statutory audit or internal audit activities or special audit of the insurer during the period of 3 (three) years immediately preceding his appointment as an independent director;</p> <p>8. who has not been declared insolvent by a bank or non-bank financial institution;</p> <p>9. has not been convicted of a criminal offense of moral turpitude by a competent court;</p>	Complied	
6.3 (b)	<p>1. The Independent or director(s) shall be appointed by the Board and approved by the shareholders at the Annual General Meeting.</p> <p>2. The post of independent director shall not be left vacant for more than 90 (ninety) days;</p> <p>3. The term of office of an Independent Director shall be for 3 (three) years, renewable for 1 (one) term only.</p> <p>Provided that an ex-officio director may be considered for re-appointment after serving 2 (two) consecutive terms i.e. 6 (six) years after the lapse of 1 (one) term;</p> <p>Provided further that an individual director shall not retire during the period under the Companies Act, 1994 (Act No. 18 of 1994);</p> <p>Explanation: For the purpose of computing the term or term of an independent director, any partial term of the term shall be treated as a full term.</p>	Complied	

Condition No.	Description	Compliance Status	Remarks
6.3 (c)	<p>Competency of Independent Director:</p> <p>An independent director should be able to contribute meaningfully to the business by ensuring compliance with financial laws, regulatory authorities and corporate laws and regulations through integrity and knowledge. Qualifications and experience in the following shall be considered as qualifications of an Independent Director-</p> <ol style="list-style-type: none"> 1. Ex-servicemen of Government or Statutory or Autonomous or Regulatory bodies who have been working in a post below Grade 5 in the National Pay Scale 2015 and have at least a Distinction Degree in Economics or Commerce or Business Studies Law; or 2. a teacher of a recognized university having a master’s degree in economics or commerce or business studies or insurance law; or 3. a professional who- <ul style="list-style-type: none"> • At least an advocate practicing in the High Court Division of the Supreme Court of Bangladesh • Chartered Accountant or Certified Public Accountant (CA/CPA) • Cost and Management Accountant or Chartered Management Accountant (ICMAB or CMA/CIMA) • Chartered Financial Analyst (CFA Chartered) • Actuary • Chartered Secretary or equivalent qualification • Insurance Professional Accreditation (E.g. FCII, ACII, FLMIL, ABIA) • Any other professional qualification prescribed by the authority; or 4. Required educational qualification in actuarial science or business of finance and accountancy or economics or any other subject prescribed by the Authority; <p>(Explanation: Must have at least 10 (ten) years of experience in any of the above (2) and (3) and (4) series) or</p> <ol style="list-style-type: none"> 5. Any officer holding a senior business position in a private or multinational company with at least 15 (Fifteen) years of experience, subject to the prior approval of the authorities; or 6. who has been working as a Chief Executive Officer or Managing Director of an authorized bank or insurance or financial institution and at least 3 (three) years have elapsed since his retirement or resignation from the said post. 	Complied	

Condition No.	Description	Compliance Status	Remarks
6.4	<p>Role of the Board of Directors:</p> <p>It is the responsibility of the Board of Directors to provide direction and oversee the achievement of long-term goals and effective and efficient management of the insurance company. Board of Directors and corporate policies necessary to achieve this goal Shall develop governance structure/procedure.</p> <ul style="list-style-type: none"> • Formulating and implementing the overall direction of institutional business, policies, strategies and risk management policies; • Taking action accordingly considering capital requirements, income and expenditure, insurer and shareholder expectations and potential profit and loss; • To ensure full compliance with the Insurance Act and the rules made thereunder including circulars and instructions issued by the authorities and other applicable laws and regulations; • Establishing and regulating various structures for problem identification and resolution; • Encouraging officers and employees to report potential violations of laws and regulations, including whistle-blowing policies and procedures; • Identifying, monitoring and resolving conflicts regarding actual or potential interests of directors, business personnel and shareholders; • To monitor and control all types of transactions, including related party transactions; • Encouraging ethics and good practice in business and identifying and resolving issues arising in this regard. 	Complied	
6.5	<p>Board of Directors Code of Conduct</p> <p>a. The Board of Directors shall formulate a code of conduct for all officers/employees including the Chairman of the Board, members of the Board, Chief Executive Officer of the Company on the recommendation of the 'Nomination and Remuneration Committee' (NRC). Code of conduct includes issues that contribute to ensuring good governance, prudent conduct, confidentiality, conflict of interest; Compliance with laws and regulations; This will include working environment, relations with employees, insurers and stakeholders etc.;</p> <p>b. All board members and senior executives must ensure compliance with the Code of Conduct on an annual basis by providing a signed declaration. All board members should maintain standards of ethics and business conduct and impose an obligation on all officers/employees employed by the company to uphold those standards.</p>	Complied	
7.	Committees of the Board of Directors		
7.1	<p>To ensure good governance in the Company, the Board of Directors shall have at least the following committees;</p> <ol style="list-style-type: none"> 1) Audit Committee; 2) Nomination and Remuneration Committee (NRC); 3) Investment Committee); 4) Risk Management Committee 5) Policyholder Protection & Compliance Committee 	Complied	

Condition No.	Description	Compliance Status	Remarks
7.2	<p>Audit Committee</p> <p>a) In addition to reviewing the disclosures to be published in the proposed financial report, the board of directors and the company will have an audit committee for the purpose of supervising external and internal audit. This committee will serve as a sub-committee of the board.</p> <p>b) Composition of Audit Committee :</p> <ol style="list-style-type: none"> 1. The Audit Committee shall consist of at least 3 (three) members; 2. The Board of Directors shall appoint the members of the Audit Committee. The audit committee shall include non-executive directors of the company and at least 1 (one) independent director other than the chairperson of the board; 3. All members of the Audit Committee shall have adequate knowledge of accounting or related matters and at least 1 (one) member shall have 10 (ten) years of experience in related matters; 4. If any member of the Committee is unable to hold office for any reasonable reason before the expiration or expiration of the term, the vacant office shall be filled within 1 (one) month from the date of vacancy; 5. The Company Secretary shall perform secretarial duties of the Committee; 	Complied	
	<p>c) Chairperson of the Audit Committee;</p> <ol style="list-style-type: none"> 1) The Board of Directors shall elect 1 (one) member of the Audit Committee as Chairperson of the Audit Committee, who shall be an independent director; 2) In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of their number as Chairperson for that particular meeting, provided that the reasons for the Chairperson's absence shall be duly recorded in the minutes. Provided, however, that at any meeting at least one (1) Independent directors must be present; 3) Chairperson of the Audit Committee shall be present at the Annual General Meeting; <p>Provided that, in the absence of the Chairperson of the Audit Committee, any other member of the Audit Committee may be elected to attend the Annual General Meeting and in such case the reasons for the absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the Annual General Meeting.</p>	Complied	
	<p>d) Meeting of Audit Committee:</p> <ol style="list-style-type: none"> 1) The Audit Committee shall hold at least four meetings in a financial year. Provided that, if reasonable cause arises, any emergency meeting may be called in addition to the regular meeting at the request of any member of the Committee; 2) The quorum of a meeting of the Audit Committee shall be two members or two-thirds of the members of the Audit Committee (whichever is higher), provided that the consent of an unbiased director shall be deemed necessary. 	Complied	

Condition No.	Description	Compliance Status	Remarks
	<p>e) Role of Audit Committee:</p> <p>1) Evaluating the insurer’s accounting policies and practices and ensuring appropriate internal control over financial reporting, including reviewing financial statements and disclosures in accordance with accounting principles and standards;</p> <p>2) The audit committee shall examine whether the financial statements reflect complete and accurate information and determine whether the statements have been prepared in accordance with the laws, regulations and rules and accounting standards prevailing in the country;</p> <p>3) Recommending the appointment of the external auditor after ascertaining his competence and availability;</p> <p>4) Determining the audit fee based on the audit plan, scope and scope of work, efficiency and time required for an effective audit;</p> <p>5) Reviewing the results of external audits and taking necessary corrective actions by assessing the impact of audits on financial reporting and internal control, and reviewing the performance of external auditors;</p> <p>6) Evaluating the efficiency and effectiveness of the internal audit structure and reviewing the internal audit plan report prepared by the internal audit and taking necessary corrective action;</p> <p>7) To check whether the findings and recommendations of internal audit are properly considered by the management;</p> <p>8) Assessing whether management has ensured internal control, risk management, responsibility awareness of all employees, regular communication with stakeholders and grievance redressal;</p> <p>9) To review and submit to the Board the necessary action taken by the management in view of reports relating to fraud, deficiencies in internal control or problems identified by the auditor(s) of internal and external regulatory authorities;</p> <p>10) To review compliance with laws, regulations and directives made by authorities and other bodies and internal rules and policies approved by the Board;</p> <p>11) carry out the objectives and oversight functions set by the Board of Directors and regularly evaluate the Committee’s own performance;</p>	Complied	

Condition No.	Description	Compliance Status	Remarks
	<p>f) Rights of Audit Committee:</p> <p>The Audit Committee shall have unrestricted access (open access) to all relevant data, reports, documents and information along with the Chief Executive, Internal Audit Committee/Head of Structure, Actuary and other concerned officers.</p> <p>g) Report of the Audit Committee:</p> <p>1) The Audit Committee shall submit a report/reports on its activities to the Board of Directors;</p> <p>2) The Audit Committee shall immediately report to the Board of Directors, if—</p> <ul style="list-style-type: none"> • There is a conflict of interest; • Suspect or fraud or irregularities or errors or problems identified in the internal audit or financial statements; • Violations of laws and regulations or violations of rules that result in loss of business; • Any other matter which the Audit Committee deems necessary to immediately inform the Board; <p>3) Reporting to authorities:</p> <p>After the audit committee informs the board and management of material matters affecting the financial statements and business results for correction or change, if the same is unreasonably neglected, the committee shall first report the correction or change to the board and management. After making the report, if necessary, after 2 reminders or after the expiry of 6 (six) months from the date of first report to the Board, whichever is earlier, submit the report to the authority;</p> <p>4) Reporting to shareholders and general investors:</p> <p>The report of the activities carried out by the audit committee, including any report of the audit committee submitted to the board of directors, will be published in the annual report of the said financial year.</p>	Complied	

Condition No.	Description	Compliance Status	Remarks
8.	<p>Nomination & Remuneration Committee</p> <p>a) As a sub-committee of the Board of Directors, the Nomination and Remuneration Committee (NRC) shall provide necessary assistance to the Board of Directors in determining the qualifications, skills, experience, personality of all officers including senior management and formulating standards/policies for their remuneration/honorarium/salary (where applicable) will provide.</p> <p>b) Composition of NRC</p> <p>1) The members of the Committee shall be nominated and appointed by the Board of Directors</p> <p>2) The committee shall consist of at least four directors including at least one independent director. All members shall be non-executive directors;</p> <p>3) The Chairperson of the Board of Directors may be included in this committee. but shall not hold the office of Chairperson of this Committee;</p> <p>4) The Board of Directors shall have power to appoint and remove any member of the Committee. However, the reason for removal shall be clearly recorded in the minutes of the meeting of the Board of Directors;</p> <p>5) In the case of death, resignation, disqualification or removal of any member of the Committee or in case of any vacancy, the Board of Directors shall fill such vacancy within 180 (one hundred and eighty) days from the date of vacancy of the Committee;</p> <p>6) The Company Secretary shall perform secretarial duties of the Committee;</p> <p>7) The chairperson of the committee may appoint or co-opt as advisors among the external experts and/or staff members who are not affiliated with the said company or cannot vote on the committee, as necessary or in the evaluation of employees or in relevant cases.</p>	Complied	
	<p>c) Chairperson of NRC</p> <p>1) The Board shall elect an Independent Director as Chairperson of the Committee;</p> <p>2) In the absence of the Chairperson, the remaining members shall elect one of their member as Chairperson for that meeting. However, the reason for the regular chairperson's inadequacy is precisely that to be recorded in the minutes;</p> <p>3) The Chairperson shall be available to give information and explanation to all concerned including shareholders at the Annual General Meeting. Provided that in the absence of the Chairperson, any other member of the Committee shall be elected to fill the position at the Annual General Meeting and the reason for the absence of the regular Chairperson shall be duly recorded in the minutes of the Annual General Meeting.</p>	Complied	

Condition No.	Description	Compliance Status	Remarks
	<p>d) Meeting of NRC:</p> <p>1) NRC will hold at least two meetings in a financial year;</p> <p>2) The chairperson of the NRC may call emergency meetings when necessary or at the request of any member of the NRC-Committee;</p> <p>3) The presence of two members or one-third of the members of the Committee, whichever is greater, shall constitute a quorum. Provided that the said meeting must be attended by an impartial/independent Director;</p> <p>4) The minutes of every meeting of the NRC shall be duly recorded and preserved and the minutes of the previous meeting shall be confirmed at the next meeting of the NRC;</p> <p>5) No member of NRC shall directly or indirectly receive any honorarium/remuneration other than director's fee or honorarium from the Company other than in any advisory or consulting role.</p>	Complied	
	<p>e) Role of NRC</p> <p>1) NRC shall perform duties as per the scope of work determined by the Board of Directors. NRC will be accountable to the Board of Directors and shareholders;</p> <p>2) NRC will supervise the written matters and submit a report with recommendations to the Board of Directors;</p> <p>A. to propose to the Board of Directors a policy regarding the honorarium/remuneration of Directors, Senior Management considering the following matters;</p> <p>1. Honorarium/remuneration structure should be reasonable which will help in recruitment and retention of competent officers-employees in the company;</p> <p>2. the honorarium/remuneration policy is explicit and conducive to enhancing the performance of managers and employees;</p> <p>3. the honorarium/remuneration structure is uncomplicated and the rationale and operation of the structure is straight forward;</p> <p>4. Determinants of awards, potential value of awards and identifying and mitigating risks, identifying efficient officers and employees in the success of the company and awarding strategies etc. should be explicitly mentioned in the policy;</p> <p>B. Identifying and recommending the appointment to the Board of Directors of those eligible to be appointed to the top executive positions according to the prescribed criteria;</p> <p>C. formulation of criteria for evaluating the competence of impartial/independent directors and board of directors;</p> <p>D. determining the criteria for selection, transfer or transfer and promotion of officers and employees in various departments by identifying the needs of the company; And</p> <p>E. recommending improvements including annual reviews of the company's human resource and training policies;</p> <p>3) NRC shall disclose NRC activities, nomination and remuneration/remuneration policy and evaluation criteria in a financial year in the annual report of the company.</p>	Complied	

Condition No.	Description	Compliance Status	Remarks
9.	<p>Investment Committee</p> <p>a) As a sub-committee of the Board of Directors, there shall be an 'Investment Committee' for the purpose of overseeing the investment portfolio of the Company in the interest of insurance customers, shareholders and stakeholders on behalf of the Board.</p> <p>b) Composition and Meeting of Investment Committee</p> <ol style="list-style-type: none"> 1) The Board of Directors shall appoint an 'Investment Committee' consisting of at least 5 (five) members and 1 Director as the Chairman; 2) In the case of holding a meeting of the Committee, the presence of 3 (three) members shall constitute a quorum. The Chief Executive Officer will be an ex-officio member of the Committee. However, he shall have no voting power at the meeting. The committee may invite the chief financial officer, chief investment officer and chief risk officer of the insurance company to attend the meeting for cooperation; 3) The company secretary shall perform secretarial duties of the committee. The decision of the meeting shall be recorded in the minutes. <p>c) Role of the Investment Committee</p> <ol style="list-style-type: none"> 1) Recommend to the Board of Directors for approval an effective investment policy in due compliance with the investment related provisions of the Insurance Act, 2010; 2) The Investment Committee shall have access to all information, documents, reports etc. relating to the investment of the insurance company; 3) Monitor and report to the Board of Directors including review of investment and investment income on a monthly basis; 4) Ensure the appropriateness of the investment by considering the investment risk before making the investment; 5) Ensure investments in appropriate investment sectors with a view to timely and proper repayment of insurance company liabilities and review investment risk and results on a quarterly basis; 6) Ensure that necessary measures are taken to minimize investment risk; 7) The Committee may, if necessary, take the advice of appropriate experts; 8) Ensure preservation of necessary solvency and advise the Board of Directors in this regard; 9) Ensure that the funds of the insurance company are not invested for the benefit of any member of the Board of Directors; 10) Ensure that capital losses on investments are properly accounted for in the accounts; 11) Monitor the use of assets and the accounting of rental income if rent is paid; 12) Oversee the protection of the insurer's assets; 13) Perform any other investment related duties as assigned by the Board of Directors; 	Complied	

Condition No.	Description	Compliance Status	Remarks
10.	<p>Risk Management Committee</p> <p>a) A Risk Management Committee shall be formed as a sub-committee of the Board of Directors to play an effective role in mitigating the risks arising and potential in the implementation of the strategies and action plans formulated by the Board of Directors and to carry out the responsibilities of the Board of Directors in this regard;</p> <p>b) Constitution of Risk Management Committee and its meetings;</p> <p>1) The Board of Directors shall appoint a ‘Risk Management Committee’ consisting of 3 (three) Directors including at least 1 Independent Director and 1 Independent Director as Chairman of the Committee. At least 1 (one) member of the Risk Management Committee shall be selected from among the members of the Audit Committee. In the absence of the Chairperson of the Risk Management Committee, the remaining members may elect one person from among themselves as the Chairperson of the meeting. However, in that case, the reason for the absence of the regular chairperson shall be duly recorded in the minutes of the meeting;</p> <p>2) In the case of holding a meeting of the committee, the presence of 2 (two) members shall constitute a quorum. The Committee may invite the Chief Executive Officer, Chief Financial Officer, Chief Investment Officer, and Chief Risk Officer of the insurance company to attend the meeting;</p> <p>3) The Company Secretary shall perform secretarial duties of the Committee;</p> <p>4) The members of the committee should have proper understanding and knowledge about the insurer’s business, management, risks and related issues and responsibilities and duties as committee members. Committee members may invite risk management experts to Committee meetings from time to time. However, in that case the arbitrator(s) will not have voting rights.</p>	Complied	

Condition No.	Description	Compliance Status	Remarks
	<p>c) Role of Risk Management Committee</p> <p>1) It is the responsibility of the Risk Management Committee to determine the risks of various activities of the organization and to formulate appropriate strategies for its control and to ensure proper implementation. The Risk Management Committee will review the risk management policies and procedures of the organization and revise them if necessary. The Risk Management Committee shall review existing risk management procedures to ensure effective prevention and control measures;</p> <p>Risk management policies and procedures: The insurer should have a clearly defined risk management strategy and well-documented approach taking into account the overall business and business objectives. The definition and classification of the risks to which the company is exposed and the procedure for determining the risk limits for each risk shall be contained in the insurer's written policy. Appropriate processes should be in place for risk identification, assessment, monitoring and reporting, including internal models.</p> <p>2) Determining risk thresholds and reporting to the Board on cost-benefit comparative analysis and qualitative review of identified risks (risk exposures).</p> <p>3) Overall supervision including determination of institutional risk for all risks such as insurance risk, current context risk, liquidity risk, business risk, compliance risk, legal risk etc.</p> <p>4) To provide necessary advice to the Board on corporate strategy, mergers and acquisitions and business risk mitigation decisions.</p> <p>5) Monitor and review updated information on matters relevant to business continuity</p> <p>6) Adoption/preparation of action plan on existing methods to reduce risk.</p> <p>7) Assisting the company in meeting the required solvency margin provided by the authorities by reviewing the company's solvency margin and submitting a report to the board regarding the steps taken to mitigate the same with details of the risks identified.</p>	Complied	

Condition No.	Description	Compliance Status	Remarks
11.	<p>Policyholder Protection and Compliance Committee</p> <p>a) There shall be a Policyholder Protection and Compliance Committee as a sub-committee of the Board of Directors to review the grievances of the policyholders for expeditious settlement and protection of interests and to carry out the duties assigned to the Board of Directors in this regard in a timely manner.</p> <p>b) Constitution of Policyholder Protection and Compliance Committee and its meetings:</p> <p>1) The Board of Directors shall appoint a “Policyholder Protection and Compliance Committee” consisting of 3 (three) directors including at least 1 independent director and 1 director as the chairman of the committee;</p> <p>2) In the case of holding a meeting of the committee, the presence of 2 members shall constitute a quorum. In the absence of the chairperson of the committee, the remaining members can elect one person from among themselves as the chairperson of the meeting. However, in that case, the reason for the absence of the regular Chairperson shall be duly recorded in the minutes of the meeting;</p> <p>3) The Company Secretary shall perform secretarial duties of the Committee;</p> <p>c) Role of Policyholder Protection and Compliance Committee:</p> <p>1) To review customer complaints and make recommendations to the Board of Directors for the purpose of expeditious resolution of complaints and to supervise the implementation of complaint resolution activities in accordance with the policy;</p> <p>2) to submit regular reports to the Board of Directors regarding the number, nature, time of disposal and details of the claims of the insured;</p> <p>3) Compilation of pre-defined service commitments/agreements clear claims service procedures/parameters and standard operating procedures;</p> <p>4) Procedures for expediting settlement of filed insurance complaints, details of complaints including outstanding, matters to be done in relation to insurance claims, etc. Including customer service related laws, regulations and decisions of authorities and necessary measures to ensure the company’s commitments. to accept;</p> <p>5) Overseeing the implementation of various initiatives undertaken by the company for consumer awareness and knowledge dissemination related to insurance.</p>	Complied	

Condition No.	Description	Compliance Status	Remarks
12.	<p>Senior Management and Key Personnel:</p> <p>a) The Board of Directors should have a policy of recruiting and retaining qualified and competent senior management/key personnel in the company to manage the day-to-day operations of the insurance company as a whole.</p> <p>b) Appointment of Senior Management and Key Personnel :</p> <p>1) Board of Directors Senior Management/Key Personnel namely: Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary (CS), Chief Investment Officer (CIO), Chief Risk Officer (CRO), Head of Internal Audit and Compliance (HIAC) etc.;</p> <p>2) The posts of Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary (CS), Chief Investment Officer (CIO), Chief Risk Officer (CRO), Head of Internal Audit and Compliance (HIAC) will be filled with various qualified individuals;</p> <p>3) The Board of Directors will delineate the responsibilities and determine the duties of the Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary (CS), Chief Investment Officer (CIO), Chief Risk Officer (CRO), Head of Internal Audit and Compliance (HIAC), etc.</p> <p>4) The Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary (CS), Chief Investment Officer (CIO), Chief Risk Officer (CRO), and Head of Internal Audit and Compliance (HIAC) shall not concurrently hold any executive position in another company.</p> <p>c) Importance of Attendance at Board of Directors meetings:</p> <p>Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary (CS), Chief Investment Officer (CIO), Chief Risk Officer (CRO), and Head of Internal Audit and Compliance (HIAC) will be present at the Board meetings;</p> <p>Provided that, if any matter related to the activities of the Head of Internal Audit and Compliance (HIAC), Chief Investment Officer (CIO) and Chief Risk Officer (CRO) is included in the agenda or agenda of the meeting, he will be present at the meeting.</p> <p>It is further provided that if there is an agenda related to the personal matters of any of the said officers, the concerned officer shall not attend the said board meeting.</p>	Complied	

Condition No.	Description	Compliance Status	Remarks
12.1	<p>Managing Director/Chief Executive Officer (CEO):</p> <p>a) The board of directors shall appoint the chief executive officer of the insurer in accordance with the “Insurance Companies (Appointment and Removal of Chief Executive Officers) Rules 2012”;</p> <p>b) The Chief Executive Officer shall regularly provide reports to the Board of Directors containing clear, understandable, accurate, timely and relevant information. In cases where the consideration, decision or approval of the Board of Directors comes to the notice of the Chief Executive Officer, he shall inform the Board of Directors as soon as possible;</p> <p>c) the Chief Executive Officer shall be accountable to the Board of Directors for his/her performance and direction, management and performance of the Company;</p> <p>d) In addition to the above matters, the roles and responsibilities of the Chief Executive Officer include-</p> <p>1) To assist the Board of Directors in formulating and promoting a clear vision and direction of the company;</p> <p>2) provide leadership in achieving the vision and goals set by the Board of Directors;</p> <p>3) ensuring that the day-to-day, professional and administrative activities of the insurer are consistent with the Board of Directors’ prescribed framework as well as the existing legal and prescribed framework as well as the existing legal and regulatory framework;</p> <p>4) Ensuring the development and implementation of all activities and strategies, including risk management and internal control.</p> <p>5) Assist the Board of Directors in developing policies, procedures and governance to ensure effective implementation of the company’s strategy.</p> <p>6) To evaluate the work of other executive leadership including department heads of various functional departments of the company.</p> <p>7) The Chief Executive Officer shall certify that, to the best of his ability, knowledge and belief, no transaction has been made by the Company during the year which is fraudulent, illegal or in violation of the Code of Conduct of the Company and this certification shall be published in the Annual Report.</p>	Complied	
12.2	<p>Responsibilities of Senior Management and Key Personnel:</p> <p>The Board shall determine the Charter of Duties for each position, including the Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO), Chief Investment Officer (CIO), Chief Risk Officer (CRO), Head of Internal Audit and Compliance (HIAC), and Senior Management, along with key personnel. This involves clarifying and defining their roles, responsibilities, and duties, and ensuring compliance with the established charter</p>	Complied	

Condition No.	Description	Compliance Status	Remarks
12.3	<p>Appointed Actuaries:</p> <p>a) Actuaries shall be conducted in accordance with the Insurance Act, 2010 and the rules relating thereto;</p> <p>b) Actuarial valuation of the financial matters arising from the insurance scheme in accordance with the applicable rules and regulations of the competent authority;</p> <p>c) The appointed actuary should not hold any position within or outside the insurer which may create a conflict of interest or compromise professional impartiality;</p> <p>d) If the appointed actuary is not a salaried employee of the company, the board must determine whether there is a potential conflict of interest from the outside actuary, such as whether the employing firm provides audits or other services to the insurer. If a potential conflict of interest exists, the Board should take appropriate measures to address it;</p> <p>e) The appointed actuary should be able to report to the external auditor on matters of importance;</p> <p>f) The role and responsibilities of the appointed actuary should include the following;</p> <p>1) Determining or giving an opinion on the correct actuarial valuation and technical feasibility</p> <p>2) providing professional advice or certification to the Board on the following matters;</p> <ul style="list-style-type: none"> • Measurement of whether the technical capability /provisions conforms to the evaluation framework • Identifying and measuring organizational risks and taking appropriate risk mitigation measures. • Financial statement test • Required Solvency Margin • Correctness of Premium and Surrender Price /value • Management of Participating Funds including risk impact analysis due to strategies and policies • Other regulations relating to product development/innovation, reinsurance including risk mitigation and risk management. 	To be complied	
13.	<p>Other committees of insurance companies:</p> <p>The Insurance Company may form committees on matters related to its objectives and needs and the board of directors shall clearly define the responsibilities of such committees.</p> <ul style="list-style-type: none"> • Corporate Social Responsibility (CSR) Committee • Environmental, Social and Governance (ESG) Committee • Integrity and Ethics Committee. • Reinsurance and Retro cession Committee. • Asset, Liability Management (ALM) Committee. 	To be comply	

Condition No.	Description	Compliance Status	Remarks
14.	<p>Disclosures (Publishable Information) of Board of Directors and Board Committee Meetings:</p> <p>1) Meetings of the Board of Directors: The Company shall record, preserve and, where applicable, disclose (publish) the minutes of its Board meetings.</p> <p>2) shall disclose (publish) on the website the code of conduct of all officers/employees including the chairman of the board, members of the board and the chief executive officer;</p> <p>3) The Board of Directors/Boards shall publish the minutes of their meetings;</p> <p>a) the number of meetings of the Board of Directors and Committees in a financial year;</p> <p>b) Details of the composition of the Board of Directors and the names of the mandatory committees, qualifications, competencies and areas of specialization (if any), status of directors etc.</p> <p>c) details of remuneration paid to all directors (including independent directors), if any;</p> <p>d) Other relevant information.</p>	Complied	
15.	<p>Activities related to Related Party Transactions:</p> <p>a) Proper conduct of insurers and insurers and stakeholders in order to ensure the protection of interests, in order to approve and manage related party transactions in a certain manner, will formulate the necessary policies for the identification of related party transactions taking into account the following matters;</p> <p>1) definitions and specific procedures for all transactions in the insurance business;</p> <p>2) method of pricing;</p> <p>3) List of matters requiring approval from the Authority, any other policy-making body (where applicable), the insurer's audit committee, board of directors, shareholders;</p> <p>4) matters relevant to interest-related transactions</p> <p>b) Related party transactions should be avoided as far as possible;</p> <p>c) if it is not possible to avoid related party transactions the trading authority must ensure that the transaction is arms length transactions and preserve documents relating to the transactions;</p> <p>d) the Board of Directors shall review the related party Transactions to ensure that no irregularities are committed or any stakeholder-related Transactions are not affected;</p> <p>e) In the case of transactions involving assets, services, transfers, etc., in the financial statements, the nature of the relationship of related party transactions, the details of the transaction (dues, matters specified in the agreement, etc.) must be disclosed.</p> <p>f) In order to prevent misuse, fraud and financial loss in the case of related party transactions, the authorities may verify the same and issue necessary directions where applicable.</p> <p>g) Group companies shall ensure overall review, compliance and proper safeguarding in respect of insurance cover provided by insurance companies, disclosure of financial matters payable by policyholders to the group of insurers and related party transactions of this nature.</p>	Complied	

Condition No.	Description	Compliance Status	Remarks
16.	<p>Corporate Social Responsibility (CSR):</p> <p>All insurance companies shall ensure corporate social responsibility in order to comply with the laws and regulations of the authorities. The annual report of the insurer shall compulsorily disclose the reference to corporate social responsibility along with the audited financial statements.</p>	Complied	
17.	<p>Policies of Insurer:</p> <p>Apart from the above mentioned policies, formulation and implementation of the following policies by the insurer will be helpful for corporate governance.</p>		
17.1	<p>Whistle Blowing Policy</p> <p>Insurers should formulate a Whistle Blowing Policy so that any officer-employees, their representatives, external stakeholders, internal stakeholders can report to the Board about inappropriate behaviour/ activities, it may include the following methods:</p> <p>1) The Board should delegate responsibility for the implementation and review of whistle-blowing practices to one of the Board's companies with clear allocations.</p> <p>2) The Board should establish an internal unit, provide regular training to those responsible for overseeing whistle-blowing reports, including any appeals filed by persons involved in the investigation of complaints.</p> <p>3) The committee responsible for whistle-blowing matters should ensure that the officers and employees are aware of the report/ submission of the report and the procedure for disposal of the report submitted by them.</p> <p>4) The whistle blowing structure should empower appointed actuary and external auditor to carry out key responsibilities. If the insurer fails to take appropriate action in matters related to the interests of the insured and suffers financial loss, it may submit a timely report to the Board of Directors and authorities.</p>	Complied	
17.2	<p>Other policies</p> <p>a) The following policies may be formulated and implemented in support of good governance under this section-</p> <ul style="list-style-type: none"> • Assets and Liabilities Management Policy • Underwriting Policy • Re-Insurance Policy • Insurance Claim Payment Policy • Code of Conduct for Officers and Employees • Corporate Social Responsibility (CSR) Policy • Sanctity Policy • Gender Equality Policy • Human Resource Management Policy • Financial Policy • Anti-Corruption Policy • Anti-Discrimination Policy • Information and Technology Policy <p>b) In addition, the Company may adopt such other policies as may be deemed necessary by it to be conducive to good corporate governance.</p>	To be comply	

Condition No.	Description	Compliance Status	Remarks
18.	<p>Activities of Insurer's Disclose able Information Maintenance of Website by the Company:</p> <p>a) There should be an official website with a link to the relevant authority.</p> <p>b) The Company shall publish the necessary information on its website and keep it updated. For the benefit of insurance customers, information on the following matters will be regularly updated and uploaded to the website of the insurance company;</p> <p>1) Summaries of audited accounts and actuarial valuation (subsequent) reports of the insurer including annual reports;</p> <p>2) Details of the insurance plan including benefits;</p> <p>3) Chairman of the insurer, chairman of all sub-committees of the board of directors, chief executive officer, advisers, consultants, list of all officers of the head office (including mobile number and department); and</p> <p>4) Any other information prescribed by the Authority from time to time for publication.</p>	Complied	
19.	<p>Annual Compliance Report on Corporate Governance:</p> <p>1) The self-assessment report prepared by the board of directors on the compliance of the corporate governance described in this guideline should be submitted to the authority by 31st January of the following year and the main points of this report should be included in the annual report of the company.</p>	Complied	
	<p>2) A certificate of compliance by the insurer with the terms of the Corporate Governance Guidelines shall be obtained on an annual basis from a chartered accountant or distress and management accountant or chartered secretary other than the insurer's external or statutory auditor or audit firm and shall publish the same in the annual report.</p>	To be comply	
	<p>3) The issuer of the certificate of compliance with the conditions of corporate governance mentioned in clause 2 shall be appointed at the annual general meeting of the shareholders.</p>	Complied	
20.	<p>Authority to issue directions and enforcement thereof:</p> <p>The Authority (IDRA) may issue necessary directions to the Insurer regarding the compliance of these guidelines for ensuring corporate governance and the Insurer shall comply with such directions.</p>	To be comply	

DISCLOSURE CHECKLIST AS PER ICMAB EVALUATION CRITERIA

A	Capitalization and Solvency	
	1. External Liability Ratio	
	2. Internal Capital Generation Ratio	
	3. Exceptional Loss Reserve to Net Premium	220,221
	4. Capital & Fund to Total Asset	
B	Technical	
	1. Retention Ratio	
	2. Claim Ratio	220
	3. Premium to Equity	
C	Profitability & Management Efficiency	
	1. Gross Underwriting Margin Return	
	2. Return on Average Assets (ROAA)	
	3. Return on Average Equity (ROAE)	
	4. Available Solvency Margin	
	5. Management Expenses to Net premium	130
	6. Agency Commission to Net Premium	
	7. Underwriting Profit on Gross Premium	
D	Liquidity & Funding	
	1. Current Ratio	
	2. Liquid Assets to Total Insurance Fund	221
	3. Total Liquid Assets to Total Assets	
E	External Credit Rating(ECA)	
	1. Short Term	
	2. Long Term	188
F	Corporate Governance	
	1. No. of Non-Shareholding Director	140
	2. Single Family Domination Board	140
	3. Shareholding Concentration (Public)	198
	4. Audit Committee Led by Independent Directors	167
	5. Directors' Minimum Shareholding	140
	6. Audit Opinion	228
G	Performance with respect to shareholders	
	1. Dividend yield	
	2. Net Asset Value (NAV) Growth	130
	3. Capital Appreciation	
H	Human Resources Management	
	1. No. of Employee	
	2. Per Employee Average Salary	
	3. Gender Diversity	95
	4. Training Costper Employee	
I	Corporate Social Responsibility (CSR)	
	1. CSR to Net Income (%)	78
J	Regulatory Authority	
	1. Contribution to National Exchequer	190

GLOSSARY

Terms	Meaning
Account Payable	Amount owed to a creditor for delivered goods or completed services
Accounting Policies	The specific principles, bases conventions, rules, and practices adopted by the enterprise in preparing and presenting financial statements
Accounting Profit	Profit or Loss for a period before deducting tax expense
Accounts Receivable	Short-term monetary assets that arise from sales on credit to customers at either the wholesale or the retail level
Accrual Accounting	The reporting of revenues from sales in the period in which they are sold, regardless of when the cash is received, and the reporting of expenses in the period of purchase regardless of when the payment is made.
Active Market	A market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis
Amortization	Amortization is the systemic allocation of the depreciable amount of an intangible asset over its useful life.
Bangladesh Financial Reporting Standards (BFRSs)	are Standards and interpretations adopted by ICAB from the International Financial Reporting Standards (IFRS), BFRS comprise a) Bangladesh Financial Reporting Standards: b) Bangladesh Accounting Standards: c) BFR Interpretations, and d) BAS Interpretations
Book Value	The total assets of a company less total liabilities, owners equity, Fixed Assets less Depreciation
Borrowing costs	Interest and other costs that an entity incurs in connection with the borrowing of funds
Budget	Financial plan that serves as an estimate of future cost, revenues or both.
Carrying Amount	The amount at which an asset is recognized in the balance sheet after deducting any accumulated depreciation and accumulated impairment losses thereon.
Carrying amount	The amount at which an asset is recognized after deducting any accumulated impairment losses thereon.
Carrying amount	The amount at which an asset is recognized in the statement of financial position.
Cash	Cash on hand and demand deposits
Cash Equivalents	Short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.
Cash Flow Statement	A financial statement that shows a company's sources and uses of cash during an accounting period
Cash flows	Inflows and outflows of cash and cash equivalents.
Cedant	The policyholder under a reinsurance contract
Claim	A demand made by the insured or the insured's beneficiary for payment of the benefit as provided by the policy

Terms	Meaning
Contingent liability	Contingent Liability is (a) A possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity, or (b) a present obligation that arises from past events but is not recognized because (i) it is not possible that an outflow of resources embodying economic benefits will be required to settle the obligation; or (ii) the amount of the obligation cannot be measured with sufficient reliability.
Current Tax	The amount of income taxes payable (recoverable) in respect of taxable profit (tax loss) for a period.
Deductible temporary differences	Temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base that will result in amounts that are deductible in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled.
Deferred tax assets	The amounts of income taxes recovered in future periods in respect of: (a) deductible temporary differences; (b) the carry forward of unused tax losses; and (c) the carry forward of unused tax credits.
Deferred tax liabilities	The amounts of income taxes recovered in future periods in respect of taxable temporary differences.
Depreciation	The systemic allocation of the depreciable amount of an asset over its useful life.
Direct insurance contract	An insurance contract that is not a reinsurance contract.
Dividends	Distributions of profits to holders of equity instruments in proportion to their holdings of a particular class of capital.
Earnings Per Share (EPS)	EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.
Events after the reporting period	Those events, favourable and unfavourable, that occur between the end of the reporting period and the date when the financial statements are authorised for issue. Two types of event scan be identified: (a) those that provide evidence of conditions that existed at the end of the reporting period (adjusting events after the reporting period); and (b) those that are indicative of conditions that arose after the reporting period (non-adjusting events after the reporting period).
Fair Market Value	Fair market value is the price that two parties are willing to pay for an asset or liability when both parties have full information and are not pressured to close the sale.
Fair value	The amount for which an asset could be exchanged, a liability settled, or an equity instrument granted could be exchange, between knowledgeable, willing parties in an arm's length transaction.
Generally Accepted Account Principles(GAAP)	The conventions, rules, and procedures necessary to define accepted accounting practice at a particular time.
Gross premium underwritten	That is the total sum before expenses or cost.
Held to maturity investment	Financial assets with fixed or determinable payments and fixed maturity that an enterprise has the positive intent and ability to hold to maturity other than loans and receivables originated by the enterprise.
Insurance contract	A contract under which one party (the insurer) accepts significant insurance risk from another party (the policyholder) by agreeing to compensate the policyholder if a specified uncertain future event (the insured event) adversely affects the policyholder.
Insurance liability	An insurer's net contractual obligations under an insurance contract.
Insurance risk	Risk, other that financial risk, transferred from the holder of a contract to the issuer.
Insurer	The party that has an obligation under an insurance contract to compensate a policyholder if an insured event occurs

Terms	Meaning
Intangible Assets	Long-term assets that have no physical substance but have a value based on rights or privileges accruing to the owner.
Interest	The cost associated with the use of money for a specific period of time.
Market Value	The amount obtainable from the sale or payable on the acquisition, of a financial instrument in an active market
Marketable Securities	An investment in securities which are readily marketable; temporary investments.
Net Premium underwritten	Gross Premium less ceded Reinsurance.
Ordinary share	An equity instrument that is subordinate to all other classes of equity instruments.
Policy holder	A party that has a right to compensations under a insurance contract if an insured event occurs.
Post-employment benefits	Formal or informal arrangements under which an entity provides post-employment benefits for one or more employees.
Premium	The price of insurance protection for a specified risk for a specified period of time.
Prepaid Expenses	The expenses paid in advance that do not expire during the current accounting period.
Prior period errors	Omissions from, and misstatements in, the entity's financial statements for one or more prior periods arising from a failure to use, or misuse of, reliable information that: (a) was available when financial statements for those periods were authorised for issue; and (b) could reasonably be expected to have been obtained and taken into account in the preparation and presentation of those financial statements. Such errors include the effects of mathematical mistakes in applying accounting policies, oversights or misinterpretations of facts, and fraud.
Property, plant and equipment	Tangible items that: (a) are held for use in the production or supply of goods or services, for rental to others, or for administrative purpose; and (b) are expected to be used during more than one period.
Provision	A liability of uncertain timing or amount.
Re – insurance	Also known as “Insurance for insurers”. The contract between an insurance company and a third party to protect the insurance company from loss.
Reinsurance assets	A cedant's net contractual rights under a reinsurance contract.
Related party Transaction	A transfer of resources or obligations between related parties, regardless of whether a price is charged.
Reserve for Exceptional Losses	A reserve either specific or general required by law.
Return on Assets	A measure of profitability that shows how efficiently a company is using all its assets.
Revenue	The gross inflow of economics benefits during the period arising in the course of the ordinary activities of an entity when those inflows result in arise in equity, other than increases relating to contributions from equity participants.
Tangible Assets	Long-term assets that have physical substance.
Tax expense (tax income)	The aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax. Tax expense (tax income) comprises current tax expense (current tax income) and deferred tax expense (deferred tax income).
taxable temporary differences	Temporary differences that will result in taxable amounts in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled.
Unpaid Dividend	A dividend that is owed to stockholders of record but has yet to be distributed.
Useful life	The estimated remaining period, from the commencement of the lease term, without limitation by the lease term, over which the economic benefits embodied in the asset are expected to be consumed by the entity.
Working Capital	The amount by which the total current assets exceed total current liabilities.