

# ANNUAL REPORT 2012



সেন্ট্রাল ইনস্যুরেন্স কোম্পানী লিঃ  
**CENTRAL INSURANCE COMPANY LIMITED**

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## Notice to the Shareholders

Notice is hereby given that the 25th Annual General Meeting of **Central Insurance Company Limited** will be held on Thursday, June 20, 2013 at 11.00 a.m. at the Officers Club (Ground Floor), 26, Baily Road, Dhaka to transact the following business:

- Agenda 1. To receive and adopt the Directors' and Auditors' Report and the Audited Accounts of the Company for the year ended December 31, 2012.
- Agenda 2. To declare Dividend for the year ended December 31, 2012.
- Agenda 3. To elect/re-elect Directors as per Articles of Association of the Company.
- Agenda 4. To appoint Auditors for the year 2013 and fix their remuneration.
- Agenda 5. To approve the appointment of the Independent Directors.

By order of the Board of Directors



**Mohammad Jafar Ali, ACS**  
Company Secretary

Dhaka, 22nd May, 2013.

### Notes:

- A. April 30, 2013 (Tuesday) is the Record Date. Shareholders whose names will appear in the Register of Members of the Company or in the Depository Register on that date will be eligible to attend the Annual General Meeting and receive dividend.
- B. A member entitled to attend and vote at the Annual General Meeting may appoint a proxy in his stead. The proxy form duly stamped with revenue Stamp of Tk.20 must be deposited at the Registered Office of the Company not later than 48 (forty-eight) hours before the meeting.
- C. Detailed Schedule of election / re-election of Directors is available at the Notice Board of Company at its Registered Office.
- D. Members are requested to notify change of address, if any, to the Company well ahead of time. In case of BO A/C holders, the change of address, if any, to be recorded with their Brokerage Houses well in time.

Registered Office : Uttara Bank Bhaban (13th Floor), 90-91, Motijheel Commercial Area, Dhaka-1000.

## Board of Directors



Alhaj Md. Shafi  
Chairman



Mohammad Golam Kibria  
Director



Abul Kalam  
Director



Rosy Rahman  
Director



Mohd. Masud Hossain  
Director



Sufia Kabir  
Director



Nurun Nahar  
Director



Alhaj Md. Shahjahan  
Director



Mohammed Musa  
Director



Abu Mohammad  
Director



Angee Chowdhury  
Director



Nabab Siraj-ud-Dowla  
Director



Tayeeba Alam  
Director



Shaheda Akhter  
Director



Jahanara Yousuf  
Director



Zoynal Abedin Chowdhury  
Director



Shafaietun Noor Chowdhury  
Director



Saleha Rahman  
Director



Md. Nurul Islam  
Independent Director



Md. Abdullah Zehad  
Independent Director



Md. Zahid Anwar Khan  
Managing Director

## Board of Directors and Sponsors

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### **Chairman**

Alhaj Md. Shafi

### **Directors (Group-A)**

Mr. Mohammad Golam Kibria

Mr. Abul Kalam

Mrs. Rosy Rahman

Mr. Mohd. Masud Hossain

Mrs. Sufia Kabir

Mrs. Nurun Nahar

Alhaj Md. Shahjahan

Mr. Mohammed Musa

Mr. Abu Mohammad

Ms. Angee Chowdhury

Mr. Nabab Siraj-ud-Dowla

### **Directors (Group-B)**

Mrs. Tayeeba Alam

Mrs. Shaheda Akhter

Mrs. Jahanara Yousuf

Mr. Zoynal Abedin Chowdhury

Mrs. Shafaietun Noor Chowdhury

Mrs. Saleha Rahman

### **Sponsors**

Mr. Md. Tayabur Rahman

Alhaj Md. Nurun Newaz

Alhaj Md. Abdul Maleque

Alhaj Md. Yousuf Chowdhury

Alhaj Md. Abu Taher Chowdhury

Mr. Md. Nurul Islam

Mr. Mir Rahmat Ali

Mrs. Hosne Ara Begum

Mr. S.M. Shafiul Bari

Mrs. Shahida Nazneen

Mr. Shah Alam Chowdhury

### **Independent Directors**

Mr. Md. Nurul Islam

Mr. Md. Abdullah Zehad

### **Managing Director & CEO**

Mr. Md. Zahid Anwar Khan

## Executives of Head Office

### MANAGING DIRECTOR & CEO

Md. Zahid Anwar Khan

### COORDINATOR

Tasiruddin Ahmed

### DEPUTY MANAGING DIRECTOR & CFO

Md. Zafrul Islam Bhuiyan

### HEAD (ADMIN., ESTAB. & BOARD AFFAIRS)

Md. Tarikul Alam

### EXECUTIVE VICE PRESIDENTS

S. M. Jahirul Alam  
(Claims & Re-Insurance Department)

Md. Morshed Hasan  
(Branch Control & U/W Department)

### VICE PRESIDENTS

Md. Mahfizur Rahman  
(Branch Control & Claims Department)

Mohammad Jafar Ali, ACS  
(Board, Share & Provident Fund)

### ASSISTANT VICE PRESIDENTS

Ibrahim Miah  
(Branch Control Department)

Md. Azahar Hossain  
(Accounts Department)

S. M. Hasan Akther  
(Share Department)

### SENIOR MANAGERS

Kh. Rezaur Rahman  
(Establishment Department)

Md. Firoze Akhter  
(Branch Control Department)

S.M. Mostafizur Rahman  
(Accounts Department)

Md. Enamul Haque  
(Accounts Department)

Md. Faruk Hossain  
(Accounts Department)

Md. Tazul Islam Mozumder  
(Branch Control Department)

Md. Wahidur Rahman  
(Re-Insurance Department)

Zahid Iqbal Mozumder  
(Underwriting Department)

Md. Mostafizur Rahman  
(Accounts Department)

Md. Golam Rejwani  
(Claims Department)

### COMPANY SECRETARY

Mr. Mohammad Jafar Ali, ACS

### AUDITOR

**G. Kibria & Co.**

Chartered Accountants  
24-25, Dilkusha Commercial Area  
Dhaka-1000, Bangladesh.

### CREDIT RATING COMPANY

**CRAB**

Sena Kalyan Bhaban  
195, Motijheel C/A, Level-16  
Suite-1601/1602, Dhaka-1000

### HEAD OFFICE (Before Changing Address)

Uttara Bank Bhaban (13th Floor)  
90-91, Motijheel Commercial Area, Dhaka-1000.

### HEAD OFFICE (After Changing Address)

Old Building of CIC (3rd & 4th floor)  
7-8, Motijheel C/A, Dhaka-1000

## Message from the Desk of Chairman



Bismillahir Rahmanir Rahim

Dear Shareholders,

Assalamualaikum Wa-Rahamatullahi Wa-Barkatuhu

I have the privilege to welcome you all to the 25<sup>th</sup> Annual General Meeting of **Central Insurance Company Limited**. On behalf of the Board of Directors and on my own behalf, I would like to express my sincere thanks and profound appreciation to you for your continued interest and support for your Company.

Management efficiency, Functional ability and all other matters connecting to smooth functioning of the Company rest on sound corporate governance which Central Insurance Company Limited possesses. As a result, harmonious relationship exists among the Board of Directors, Management Team, valued Shareholders & Stakeholders and all other concerned legal entities, Insurance Development and Regulatory Authority (IDRA), Bangladesh Securities and Exchange Commission (BSEC), Stock Exchanges and so on.

Despite of stiff market competition, performance of Central Insurance Company Limited during 2012 has been praise worthy. Gross premium income and net premium income stood at Tk. 247 million and Tk. 171.57 million registering a growth 3.26% and 9.10% respectively over the previous year. Pre-tax profit and after tax profit registered growth of 28.53% and 23.53% respectively. Total assets of the Company stood at Tk.1,304.61 million as at 31<sup>st</sup> December, 2012 showing a growth of 22.80 % than that of the last year.

The operating results of Central Insurance Company Limited during 2012 compared to 2011 are summarized below:

(In million Tk.)

| Particulars          | 2012     | 2011     | Growth |
|----------------------|----------|----------|--------|
| Gross Premium Income | 246.93   | 239.13   | 3.26%  |
| Net Premium Income   | 171.57   | 157.26   | 9.10%  |
| Pre-tax profit       | 94.65    | 73.64    | 28.53% |
| Net profit after Tax | 63.05    | 51.04    | 23.53% |
| Total Reserve Fund   | 363.69   | 345.03   | 5.41%  |
| Total Assets         | 1,304.61 | 1,062.43 | 22.80% |

You are aware that Central Insurance Company Limited is fully committed to extend best possible personalized services to its valued Stakeholders and maintain close relationship with them. It has a committed policy to settle all payable claims within the shortest possible time.

In order to ensure long term sustainable growth, it is pre-requisite to build up reserve and assets. To this effect, the Board of Directors has approved provision of Tk.17.2 million as exceptional loss reserve, Tk. 0.5 million for general reserves. Thus total reserves of the Company at the end of the year 2012 stood at Tk. 363.69 million, showing an increase of 5.41 % over the previous year.

Before I conclude, I would extend my heartfelt gratitude to all my colleagues in the Board for their continued support and cooperation at all times. I would also like to thank the Regulatory Authorities, Valued Clients, the Shareholders for their continuous help and cooperation in taking our mission ahead.

None the less, our members of the staff deserve all praises for their dedicated services and sense of belongingness for the company May the Almighty Allah in His infinite mercy guide us for our continued growth, prosperity and well being in the days to come.

Thanking you and Allah Hafez.



**Alhaj Md. Shafi**

Chairman

## চেয়ারম্যান মহোদয়ের বক্তব্য

বিস্মিল্লাহির রাহমানির রাহিম্

প্রিয় শেয়ারহোল্ডারবৃন্দ-আসসালামু আলাইকুম ওয়া রহমাতুল্লাহি ওয়া বারাকাতুহু।

সেন্ট্রাল ইস্যুরেন্স কোম্পানী লিমিটেডের ২৫তম বার্ষিক সাধারণ সভায় আপনাদের স্বাগত জানাতে পেরে আমি আনন্দিত। আপনারা কোম্পানীর প্রতি যে অব্যাহত আগ্রহ ও সমর্থন দিয়ে যাচ্ছেন সে জন্য পরিচালনা পর্ষদ এবং আমার নিজের পক্ষ থেকে আমি আপনাদের প্রতি আন্তরিক কৃতজ্ঞতা ও ধন্যবাদ জ্ঞাপন করছি।

ব্যবস্থাপনা দক্ষতা, কর্ম-সামর্থ্য এবং এর পরিচালনার সঙ্গে সংশ্লিষ্ট অন্যান্য বিষয়াদি নির্ভর করে ভাল কর্পোরেট সুশাসনের উপর যা আমাদের প্রাণ প্রিয় প্রতিষ্ঠান সেন্ট্রাল ইস্যুরেন্স কোম্পানী লিমিটেডের রয়েছে। ফলে পরিচালনা পর্ষদ, ব্যবস্থাপনা কর্তৃপক্ষ, শেয়ারহোল্ডারবৃন্দ এবং অন্যান্য সকল আইনি ও নিয়ন্ত্রণকারী কর্তৃপক্ষ বিশেষ করে বীমা উন্নয়ন ও নিয়ন্ত্রণ কর্তৃপক্ষ, বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন, স্টক এক্সচেঞ্জ এবং এহেন অন্যান্য সংস্থার সাথে আমাদের আন্তরিক সু-সম্পর্ক গড়ে উঠেছে।

বীমা বাজারে তীব্র প্রতিযোগিতা থাকা সত্ত্বেও ২০১২ সালে সেন্ট্রাল ইস্যুরেন্স কোম্পানী লিমিটেডের সার্বিক কার্যক্রম ছিল বিশেষভাবে প্রশংসনীয়। ২০১২ সালে মোট ও নীট প্রিমিয়াম আয় হয় যথাক্রমে ২৪৭ মিলিয়ন টাকা ও ১৭১.৫৭ মিলিয়ন টাকা যা পূর্ববর্তী বছরের তুলনায় বৃদ্ধির হার যথাক্রমে ৩.২৬% ও ৯.১০%। করপূর্ব ও কর পরবর্তী মুনাফা বেড়েছে যথাক্রমে ২৮.৫৩% ও ২৩.৫৩%। ৩১শে ডিসেম্বর, ২০১২ তারিখে কোম্পানীর মোট সম্পদের পরিমাণ দাঁড়ায় ১,৩০৪.৬১ মিলিয়ন টাকা, যা আগের বছরের তুলনায় ২২.৮০% বেশী।

২০১১ সালের তুলনায় ২০১২ সালে সেন্ট্রাল ইস্যুরেন্স কোম্পানী লিমিটেডের কার্যক্রম সংক্রান্ত তথ্য নিম্নে উল্লেখ করা হলো:-

(মিলিয়ন টাকায়)

| খাতসমূহ            | ২০১২     | ২০১১     | বৃদ্ধি  |
|--------------------|----------|----------|---------|
| মোট প্রিমিয়াম আয় | ২৪৬.৯৩   | ২৩৯.১৩   | ৩.২৬ %  |
| নীট প্রিমিয়াম আয় | ১৭১.৫৭   | ১৫৭.২৬   | ৯.১০ %  |
| করপূর্ব মুনাফা     | ৯৪.৬৫    | ৭৩.৬৪    | ২৮.৫৩ % |
| করপরবর্তী মুনাফা   | ৬৩.০৫    | ৫১.০৪    | ২৩.৫৩ % |
| মোট সংরক্ষিত তহবিল | ৩৬৩.৬৯   | ৩৪৫.০৩   | ৫.৪১ %  |
| মোট সম্পদ          | ১,৩০৪.৬১ | ১,০৬২.৪৩ | ২২.৮০ % |

আপনারা অবগত আছেন যে, সেন্ট্রাল ইস্যুরেন্স কোম্পানী লিমিটেড তাঁর সম্মানিত গ্রাহকগণের সর্বোত্তম ব্যক্তিগত সেবা প্রদান এবং তাঁদের সঙ্গে ঘনিষ্ঠ সম্পর্ক বজায় রাখতে প্রতিশ্রুতিবদ্ধ এবং প্রদানযোগ্য সব বীমা দাবী সম্ভাব্য দ্রুততম সময়ে নিষ্পত্তি করা হচ্ছে কোম্পানীর সর্বাধিক গুরুত্বপূর্ণ নীতি।

দীর্ঘ মেয়াদী স্থায়ী প্রবৃদ্ধি বজায় রাখার পূর্বশর্ত হচ্ছে সঞ্চয় ও সম্পদ গড়ে তোলা। এ লক্ষ্যে কোম্পানীর পরিচালনা পর্ষদ অস্বাভাবিক ক্ষতি খাতে সঞ্চিত তহবিলের জন্য ১৭.২ মিলিয়ন টাকা, সাধারণ সঞ্চিতির জন্য ০.৫% মিলিয়ন টাকা অনুমোদন করেছে। এ কারণে ২০১২ সালের শেষে কোম্পানীর মোট সংরক্ষিত তহবিলের পরিমাণ দাঁড়িয়েছে ৩৬৩.৬৯ মিলিয়ন টাকা যা পূর্ববর্তী বছরের তুলনায় ৫.৪১% বেশী। অনেক চ্যালেঞ্জ সত্ত্বেও আমরা আশা করছি সংশ্লিষ্ট সকলের সমর্থন ও সহযোগিতায় ২০১৩ সালটি হবে কোম্পানীর আরেকটি ব্যবসা সফল বছর।

আমি পরিচালনা পর্ষদের সার্বিক কার্যক্রমে সর্বদা সমর্থন ও সহযোগিতা প্রদানের জন্য পর্ষদের সকল সহকর্মীর প্রতি কৃতজ্ঞতা প্রকাশ করছি। কোম্পানীর কার্যক্রম সুচারুরূপে পরিচালনায় অনবরত সহায়তা ও সহযোগিতা প্রদান করার জন্য সকল শেয়ারহোল্ডার, সম্মানিত বীমা গ্রাহক ও শুভানুধ্যায়ী এবং নিয়ন্ত্রণকারী কর্তৃপক্ষকে ধন্যবাদ জানাচ্ছি।

পরিশেষে, কোম্পানীর অব্যাহত উন্নয়নে আমাদের নিবেদিত প্রাণ কর্মদলের নিঃস্বার্থ কর্মপ্রয়াস ও প্রচেষ্টাকে ধন্যবাদ জানাই। আগামী দিনগুলোতে এহেন প্রবৃদ্ধি, সমৃদ্ধি ও কল্যাণের পথে পরম করুণাময় আল্লাহ তায়ালা আমাদের সকলের সহায় হউন।

ধন্যবাদ ও আল্লাহ হাফেজ,

(আলহাজ্জ মোঃ সফি)

চেয়ারম্যান

## Message from the Desk of Managing Director



Bismillahir Rahmanir Rahim

Hon'ble Shareholders-Assalamualaikum

It gives me immense pleasure to welcome you to the 25<sup>th</sup> Annual General Meeting of **Central Insurance Company Limited**. I would like to express my heartfelt thanks to all of you for your active support although.

Central Insurance Company Limited is a general Insurance Company with a difference and the difference has been maintained since its inception in terms of its operational excellence, unique customers focus, risk management, organizational advancement, IT solution, new business developments implementation of standard operating procedures and training. A pool of efficient and dedicated employees lifted the company to a satisfactory level of compliance and transparency in all sphere of operatin and performance which they are determined to maintain for achieving further excellence.

Central Insurance Company Limited celebrated another eventful and exciting year with successful silver Jubilee during last November. I believe the gains made during the proceeding years will be instrumental for better positioning of the Company in the future. Our strategy is to enhance strength by focusing on areas where we have an advantage today where we can grow faster than our competitors in the days ahead.

I sincerely thank all our respected shareholders and customers for reposing their unshakeable trust and confidence in making the year 2012 with success. My sincere appreciation goes to the honourable Member of the Board for their judicious guidance round the year and I look forward to receive the same in future.

Thanking you.

  
**Md. Zahid Anwar Khan**  
Managing Director

## ব্যবস্থাপনা পরিচালক এর বক্তব্য

বিস্মিল্লাহির রাহমানির রাহিম্

সম্মানিত শেয়ারহোল্ডারবন্দ - আসসালামু আলাইকুম

সেন্ট্রাল ইন্স্যুরেন্স কোম্পানী লিমিটেডের ২৫তম বার্ষিক সাধারণ সভায় আপনাদের স্বাগত জানাতে পেরে আমি গভীরভাবে আনন্দিত। আপনাদের সক্রিয় সমর্থনের জন্য আমি আন্তরিক কৃতজ্ঞতা প্রকাশ করছি।

সেন্ট্রাল ইন্স্যুরেন্স কোম্পানী লিমিটেড একটি ভিন্নধর্মী সাধারণ বীমা কোম্পানী। প্রতিষ্ঠালগ্ন থেকেই সর্বোচ্চ মানের কর্মদক্ষতা, বৈশিষ্ট্যপূর্ণ গ্রাহক সেবা, ঝুঁকি ব্যবস্থাপনা, সাংগঠনিক অগ্রগতি, তথ্য প্রযুক্তি সমাধান, নতুন ব্যবসার উদ্ভাবন, মানব সম্পদ কর্ম-পরিচালনা প্রভৃতির বাস্তবায়নে আমরা সচেষ্ট রয়েছি। একদল দক্ষ ও নিঃস্বার্থ কর্মী এ প্রতিষ্ঠানকে আগামীতে আরও সাফল্য অর্জনের জন্য দৃঢ় প্রতিজ্ঞ।

সেন্ট্রাল ইন্স্যুরেন্স কোম্পানী লিমিটেড আরেকটি ঘটনাবলুল ও সক্রিয়তায় গত নভেম্বরে কোম্পানীর সাফল্য গাঁথা রজত জয়ন্তি উৎযাপন করেছে। আমি বিশ্বাস করি যে, পূর্ববর্তী বছর সমূহের অর্জন আগামীতে কোম্পানীকে আরও ভাল অবস্থানে নিয়ে যেতে সহায়ক ভূমিকা রাখবে। আমাদের কৌশল হচ্ছে যে সব ক্ষেত্রে প্রতিদ্বন্দীদেব তুলনায় আমাদের অবস্থা সুবিধাজনক এবং যেখানে আমরা দ্রুত প্রবৃদ্ধি ঘটাতে পারি সেগুলোর প্রতি মনোযোগ বাড়িয়ে কোম্পানীর শক্তি বাড়িয়ে তোলা।

আমি ২০১২ইং সালকে একটি সাফল্যের বছরে পরিণত করার জন্য সকল সম্মানিত শেয়ারহোল্ডার ও গ্রাহককে তাদের গভীর বিশ্বাস ও আস্থা জ্ঞাপনের জন্য আন্তরিক ধন্যবাদ জানাচ্ছি। গোটা বছর জুড়ে বিচক্ষণ নির্দেশনা ও পরামর্শ প্রদানের জন্য আমি পরিচালনা পর্ষদের সম্মানিত সদস্যদের প্রতি আন্তরিক কৃতজ্ঞতা প্রকাশ করছি এবং আগামীতেও সর্বোত্তমরূপে সর্বাঙ্গিক সহযোগিতা কামনা করছি।

ধন্যবাদান্তে,



(মোঃ জাহিদ আনয়ার খান)

ব্যবস্থাপনা পরিচালক

## Report of the Board of Directors

Central Insurance Company Limited for the year ended December 31, 2012

Bismillahir Rahmanir Rahim,

Dear Hon'ble Shareholders, Assalamu Alaikum

It is my pleasure to welcome you all to the 25<sup>th</sup> Annual General Meeting of the Company and place before you the Report of the Board of Directors and audited financial statement of the Company for the year ended December 31, 2012 as approved by the Board of Directors of the Company on 20<sup>th</sup> April, 2013. The Directors' Report has been prepared in compliance with section 184 of the Companies Act, 1994, BSEC's notifications, Insurance Act, 2010, the listing Regulations of Dhaka and Chittagong Stock Exchanges and other relevant rules and regulations. In addition, the Directors explained and discussed certain issues, which they deemed relevant and important to ensure transparency and good governance practices.

### World Economy

The World economy presents both opportunity and challenges. It is up to us to make the best use of both by getting our own house in order economically and politically.

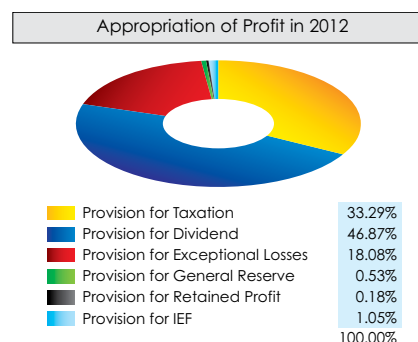
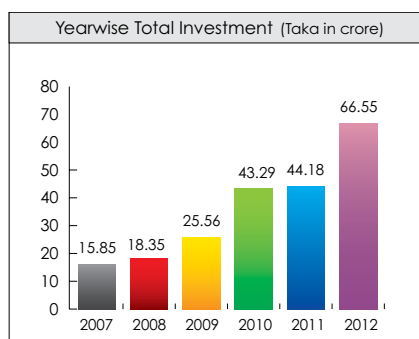
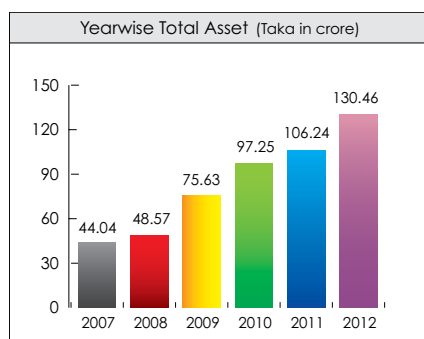
The only hope for a better export performance in FY 2013 will have to come from the positive resolutions of two global crises such as a) The fiscal cliff in the US and b) the Euro Zone debt crises. Though emerging market economics are evolving into significant buyers of our major exports, they are still not in that league by a long-shot.

The International Monetary Fund (IMF), which has already made a downward revision of its outlook for the world economy in 2013 notes in its October 2012 report that massive fiscal tightening in the United States in early 2013 (if the economy actually slips over the fiscal cliff) is a primary risk to global economic stability, events in the Euro Zone are raising serious questions about the futility of austerity measures in times of weak economic performance. Even the IMF has lately moderated its stance on what the speed of deficit and debt reduction should be, thus allowing more time and space to beleaguered economics.

When a quarter of the labor force is unemployed, IMF, in its WEO updated on October 2012, suggest that these developments will only result in a minor setback to the global outlook, with global growth at 3.3 percent in 2012 and 3.6 percent in 2013.

### Economic Scenario in Bangladesh

Bangladesh is fast developing into an extremely alternative investment destination with some lucrative dividends like demographics and cheap manpower. The country ranks fourth in growth in economically active population. Five year economic growth is strong at 6.1% (CAGR). Progress has been made



over the last few years to reduce poverty, increasing literacy levels and moderating population growth to a more sustainable level. An assertive judiciary, active civil society and a relatively free media have increased public accountability.

Bangladesh has enjoyed about 10 years' growth of steady, impressive growth; its economy has grown by 6.2% per annum for the last five years despite the global financial crisis. The Government hopes to make Bangladesh a middle-income country by 2020. Already its per capita income has more than doubled over the past decade to over \$ 800 and is on track to soon reach \$ 1000. However, the Bangladesh economy was in the grip of turbulent politics in the second half of 2012 battered by frequent hartals called by opposition political parties demanding election under neutral caretaker government. Once Hartals are factored in and no resolution to the political confrontation is in sight, it is a fair assessment that GDP growth for FY 2013 could be well shy of 6.0%

Bangladesh now faces many challenges; maintaining food security for its growing population, adapting to the adverse effects of climate change, creating job opportunities for a growing labor force and attaining higher economic growth to reduce poverty. For rapid economic growth, power and energy, improved infrastructure, and development of human and institutional capability are vital.

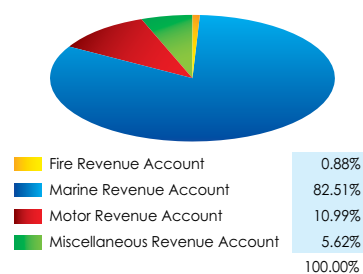
### Financial Achievement

Now I take this opportunity to present before you some of the prime aspects of the Company's Audited Accounts & Financial Statement 2012 compared to that of 2011 :-

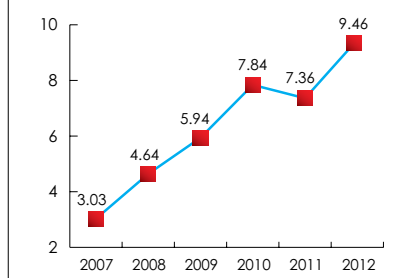
Gross premium income of the Company for the year 2012 was Tk.24,69,29,706.00 which was Tk. 23,91,26,063.00 in the year 2011. The total premium income increased by 3.26% compared to that of previous year. The net premium income of the year under review was Tk. 17,15,66,018.00 which was Tk. 15,72,55,513.00 in the previous year. Increase in the rate of the net premium is 9.10% over the previous year. In Bank and other financial instruments we have an investment of Tk. 66.55 crore and in land & building, we have so far invested Tk. 31.89 crore. Business of the Company includes our Company's share of premium on account of public sector business received through the Sadharan Bima Corporation for the year ended December 31, 2012.

Now-a-days, we are facing hard competition to procure business with limited scope of opportunity and this has ultimately affected the business of our Company like others. However, at the direction of the Board of Directors our management has taken all out efforts within legal norms to increase the business and the income as well. If we can uphold the present spirit and the Company's present position in the Industry, Inshallah, in future our Company shall come in line with other reputed Companies.

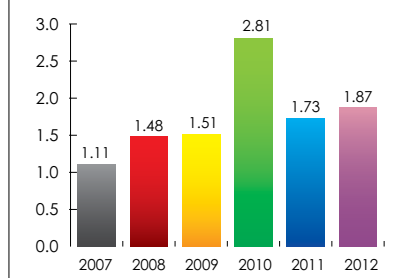
Composition of Underwriting Profit in 2012



Yearwise Net Profit before Tax (Taka in crore)



Yearwise Reserve (Taka in crore)



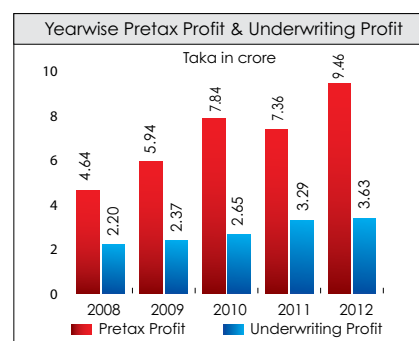
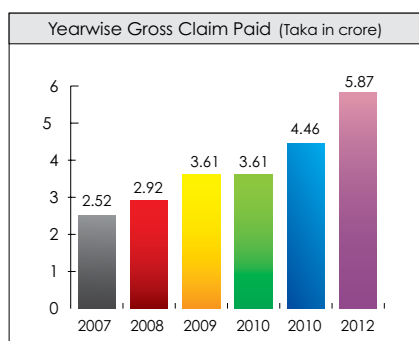
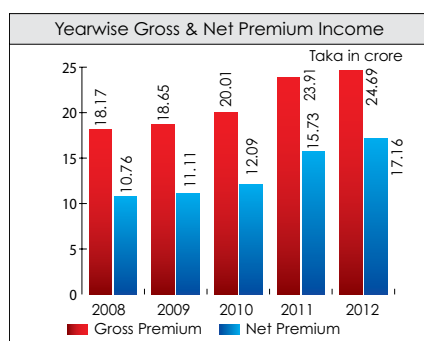
### Class wise Financial Achievements in 2012 compared to 2011 are shown below:

(Figures in million Taka)

|                                 |       |        |       |       | 2012   | 2011   |
|---------------------------------|-------|--------|-------|-------|--------|--------|
| Description                     | Fire  | Marine | Motor | Misc  | Total  | Total  |
| Gross Premium                   | 98.20 | 106.63 | 19.99 | 22.11 | 246.93 | 239.13 |
| Re-Insurance ceded              | 37.28 | 18.12  | 0.92  | 19.05 | 75.37  | 81.87  |
| Net Premium                     | 60.92 | 88.51  | 19.07 | 3.06  | 171.56 | 157.26 |
| Net Claim                       | 32.49 | 17.08  | 8.66  | 0.50  | 58.73  | 44.55  |
| Expenses of Management          | 23.00 | 23.60  | 4.60  | 2.21  | 53.41  | 45.64  |
| Reserve for unexpired Risk      | 24.37 | 35.98  | 7.63  | 1.22  | 69.20  | 62.90  |
| Underwriting Profit             | 0.32  | 29.95  | 3.99  | 2.04  | 36.30  | 32.92  |
| Investment & other income       |       |        |       |       | 66.61  | 47.21  |
| Unallocated expenses            |       |        |       |       | 8.26   | 6.49   |
| Net Profit before Tax & Reserve |       |        |       |       | 94.65  | 73.64  |
| Reserve for Exceptional Losses  |       |        |       |       | 17.16  | 15.73  |
| Taxation Provision              |       |        |       |       | 31.60  | 22.60  |
| Net Profit after Tax            |       |        |       |       | 63.05  | 51.04  |

### Dividend & Other Reserves

The Board of Directors has recommended 12% Bonus Share for the year 2012 from the net profit of Tk. 94.65 million. The Board of Directors recommended transfer of Tk. 17.16 million for exceptional loss account, Tk. 31.60 million as income tax, Tk. 0.50 million as general reserve and carried forward the balance amount of Tk. 1.00 million to transfer for provision of investment equalization fund. The policy of the Directors is to pay dividend to the heights possible extent from the surplus after being considered tax & reserve for exceptional loss subject to normal business condition. On 31<sup>st</sup> December 2011 total investments in Bank & Other financial instruments was Tk. 441.80 Million and on 31<sup>st</sup> December 2012 it increased to Tk. 665.53 million. This progress undoubtedly shall create hopes in the mind of valued shareholders.



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## **Directors List**

During the year 2012 Alhaj Md. Shafi, Mr. Mohammad Golam Kibria, Mr. Abul Kalam, Mrs. Rosy Rahman, Mr. Mohd. Masud Hossain, Mrs. Sufia Kabir, Mrs. Nurun Nahar, Alhaj Md. Shahjahan, Mr. Mohammed Musa, Mr. Abu Mohammad, Ms. Angee Chowdhury & Mr. Nabab Siraj-ud Dowla held the posts of Directors from Group-A (Sponsors) and Mrs. Tayeeba Alam, Mrs. Shaheda Akhter, Mrs. Jahanara Yousuf, Mr. Zoynal Abedin Chowdhury, Mrs. Shafaietun Noor Chowdhury, Mrs. Saleha Rahman are Directors from Group-B (Public) shareholders and Mr. Md. Nurul Islam as Independent Director. Recently (after 31-12-2012) one more Independent Director namely Mr. Md. Abdullah Zehad has been appointed.

## **Retirement of Directors**

### **Group-‘A’**

In accordance with the provision of the Articles of Association of the Company, four Directors from Group-A namely Alhaj Md. Shafi, Mr. Abul Kalam, Mrs. Sufia Kabir & Mr. Nabab Siraj-ud Dowla will retire from office by rotation at the 25<sup>th</sup> Annual General Meeting and being eligible for reappointment. Alhaj Md. Shafi has himself approached for re-election. Since the remaining 3 Directors retiring by rotation are not interested to be re-appointed as Directors, against their vacant posts, Mr. Md. Nurul Islam & Mr. Ifthehar Maleque, Sponsors have offered their candidature for appointment as directors. As per BSEC's requirements, One Independent Director will be appointed on availability of suitable candidate against the 4<sup>th</sup> vacant post later on. The 4<sup>th</sup> Independent Director will also be appointed very soon.

### **Group-‘B’**

In accordance with the provision of the Articles of Association of the Company two Directors from 'Group-B Namely Mrs. Tayeeba Alam and Mrs. Jahanara Yousuf will retire from office by rotation at the 25<sup>th</sup> Annual General Meeting.

In pursuance of the Insurance Rules 1958, necessary arrangements have been made for election of two Directors from 'Group-B' shareholders and notice has been published in two national daily newspapers inviting nominations from the eligible candidates. In this respect, Mr. A. K. Gulam Kibria, Principal of G. Kibria & Co., Chartered Accountants has been appointed as Election Commissioner as per the decision of the Board of Directors.

## **Appointment of Auditors**

M/s. G. Kibria & Co., Chartered Accountants, External Auditor of the Company will be completing 3<sup>rd</sup> consecutive year at the end of the 25<sup>th</sup> Annual General Meeting. As per Company Law, new External Auditor of the Company is required to be appointed for the year 2013. The Board of Directors have recommended for appointment of M/s. Rahman Mustafiz Haq & Co., Chartered Accountants, 85, Naya Paltan (3<sup>rd</sup> floor), Dhaka-1000 as External Auditor of the Company for the year 2013 with remuneration of Tk. 70,000/- (Taka-Seventy Thousand) only for approval by the Shareholders in the Annual General Meeting.

## **Outlook for 2013**

We have to be a hard taskmaster to carry forward further the development programmes. If mobilization of internal and external resources, appropriate allocation of the same and proper utilization of these resources can not be ensured, the pace of development will come to a halt and we will not be able to reach the desired goal in time. Our Board of Directors with a view to encounter future challenges has already taken necessary measures. We firmly believe that those steps will help the

Company to maintain its Net Profit ratio to a satisfactory level despite all adverse events in business environment.

### **Conclusion**

The Board of Directors also expresses its gratitude and deep appreciation to various nationalized and Private Banks, Financial Institutions and Private sector enterprise for the support and co-operation during the year under review. The Board of Directors are grateful to the management of Royal Cement, T.K. Group, Epic Designers, Flora Limited, J.K. Group, Aegis Cotton, Malek Spinning, Azad Rifat Fabrics, Theme-O-Graph, S.S. Steel (Pvt.) Limited, Pearl Buying, Islam Group, Bengal Group, Pioneer Sweater, Kamal Group, Shovon Group, Benz Industries, Needs Group, NRG Group, Synthia Packaging, Khansons Group, Sena Kallyan Sangstha, Progati Industries, Alco Pharma, Ispahani Group, BRB Group, Energy Pac, Kabir Steel Re-Rolling Mills, Mosharraf & Brothers, Tultul Hazi Group, Arch Limited, Rokeya Auto Rice Mills, Aftab Group, Polo Composite Limited, N.D. Printing & Embroidery, Nipa Fashion, World Food Program, Nipa Phamaceuticals, Rashid Krishi Khamar, Toka Ink (BD) Limited, Hasna Tanvir fashion Wear Limited, Crossline Factory & Roseburg Limited for reposing their confidence in the Company.

The Board of Directors also expresses its sincere thanks and gratitude to the Ministry of Finance, Ministry of Commerce, Insurance Development and Regulatory Authority, Shadharan Bima Corporation, Dhaka Stock Exchange Limited, Chittagong Stock Exchange Limited, Bangladesh Insurance Association, Registrar of joint Stock Companies & Firms, Bangladesh Securities and Exchange Commission, Central Depository of Bangladesh Limited, Government & Non-Government Organizations and all the scheduled Banks and Leasing Companies for extending their assistance and Co-operation during the year. Finally the Board of Directors place on record the appreciation for the valuable contribution made by the Hon'ble Shareholders, the Executives, Officers and Staff of all ranks of the Company for continued growth of the Company.

On behalf of the Board of Directors,



**Alhaj Md. Shafi**  
Chairman

# পরিচালনা পর্ষদের প্রতিবেদন

৩১শে ডিসেম্বর ২০১২ইং তারিখে সমাপ্ত বছরে সেন্ট্রাল ইস্যুরেন্স কোম্পানী লিমিটেডের

বিস্মিল্লাহির রাহমানির রাহিম

সম্মানিত শেয়ারহোল্ডারবৃন্দ-আসসালামু আলাইকুম

পরিচালনা পর্ষদের পক্ষ থেকে অত্যন্ত আনন্দের সাথে সেন্ট্রাল ইস্যুরেন্স কোম্পানী লিমিটেডের ২৫তম বার্ষিক সাধারণ সভায় আপনাদেরকে সাদর সম্বোধন জানাচ্ছি এবং ২০শে এপ্রিল, ২০১৩ইং তারিখে পরিচালনা পর্ষদ কর্তৃক অনুমোদিত ৩১শে ডিসেম্বর, ২০১২ইং তারিখে সমাপ্ত বছরের পরিচালনা পর্ষদের প্রতিবেদন ও নিরীক্ষিত আর্থিক প্রতিবেদন আপনাদের নিকট উপস্থাপন করছি। এখানে উল্লেখ্য যে, পরিচালনা পর্ষদের প্রতিবেদন কোম্পানী আইন ১৯৯৪, বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের বিভিন্ন প্রজ্ঞাপন, বীমা আইন, ২০১০ এবং ঢাকা ও চট্টগ্রাম স্টক এক্সচেঞ্জের তালিকাভুক্তির নিয়মাবলী পরিপালন করে প্রস্তুত করা হয়েছে। উপরন্তু স্বচ্ছতা ও জবাবদিহিতার স্বার্থে আমরা কিছু কিছু গুরুত্বপূর্ণ বিষয়ে বিশেষভাবে আলোকপাত করেছি।

## বিশ্ব অর্থনীতি

বিশ্ব অর্থনীতিতে সুযোগ ও চ্যালেঞ্জ, দুটোই বিদ্যমান। এর সর্বোত্তম ব্যবহার করার জন্য আমাদের নিজেদের ঘর ঠিক করতে হবে। অর্থনৈতিক এবং রাজনৈতিক অঙ্গনের উভয় ক্ষেত্রেই কিছু এটা প্রযোজ্য।

রপ্তানী বাণিজ্যে সফলতার জন্য দুটি বিশ্ব সংকটের ইতিবাচক নিষ্পত্তি প্রয়োজন: যথা-ক) যুক্তরাষ্ট্রের আর্থিক সংকট এবং খ) ইউরো অঞ্চলের ঋণ সংকট। যদিও নতুন অর্থনৈতিক শক্তিতে পরিণত হতে চলা দেশগুলো আমাদের প্রধান প্রধান রপ্তানী পণ্যের ক্রেতা হিসেবে আবির্ভূত হচ্ছে, কিন্তু এখনো তারা প্রধান রপ্তানী গন্তব্যে পরিণত হওয়া থেকে অনেক অনেক দূরে।

আন্তর্জাতিক মুদ্রা তহবিল যারা ইতিমধ্যেই ২০১৩ অর্থ বছরের বিশ্ব অর্থনীতির জন্য আগের অনুমানের চেয়ে কম হারে প্রবৃদ্ধির পূর্বাভাস দিয়ে তাদের অক্টোবর, ২০১২-এর প্রতিবেদনে বলা হয়েছে যে ২০১৩ সালের প্রথম দিকে যুক্তরাষ্ট্রের ব্যাপক আর্থিক নিয়ন্ত্রণ “বিশ্ব অর্থনীতির স্থিতিশীলতার জন্য প্রাথমিক ঝুঁকি”। ইউরো অঞ্চলের ঘটনা প্রবাহ অর্থনীতির দুর্বল পারফরমেন্সের সময়ে কৃচ্ছতার পদক্ষেপের অসারতা নিয়ে গুরুতর প্রশ্ন উত্থাপন করেছে। এমনকি আন্তর্জাতিক মুদ্রা তহবিলও তাদের সর্বশেষ ঘাটতি ও ঋণ কমানোর গতির বিষয়ে অবস্থান নমনীয় করেছে।

যখন কয়েকটি দেশের শ্রম শক্তির এক-চতুর্থাংশ পর্যন্ত বেকার সে সময়ে ইউরোপে কৃচ্ছতার কর্মসূচী আর যাই হোক আনন্দদায়ক হতে পারে না। আইএমএফ তার অক্টোবর, ২০১২ সময়ের বিশ্ব অর্থনৈতিক আউটলুকে বলেছে, এর ফলে বিশ্ব অর্থনীতির পুনরুদ্ধারে কিছু সমস্যা সৃষ্টি হবে, ২০১২ সালে বিশ্বব্যাপী প্রবৃদ্ধি ছিল ৩.৩ শতাংশ এবং ২০১৩ সালে হবে ৩.৬ শতাংশ।

## বাংলাদেশ অর্থনীতি

বাংলাদেশ একটি দ্রুত বিনিয়োগের আকর্ষণীয় কেন্দ্র হতে চলেছে, ইহার রয়েছে সবচেয়ে সহজলভ্য ও সস্তা জনশক্তি। অর্থনৈতিক-ভাবে সক্রিয় জনগোষ্ঠীর বৃদ্ধির হারে বাংলাদেশের অবস্থান চতুর্থ। পাঁচ বছরের গড় অর্থনৈতিক প্রবৃদ্ধির হার ৬.১% (সিএজিআর)।



কোম্পানীর বার্ষিক শাখা ব্যবস্থাপক সম্মেলনে মঞ্চে উপবিষ্ট কোম্পানীর সম্মানিত চেয়ারম্যান, সাবেক প্রধান উপদেষ্টা, পরিচালনা পর্ষদের সদস্যবৃন্দ এবং ব্যবস্থাপনা পরিচালক।

দারিদ্র হ্রাস, স্বাক্ষরের হার বৃদ্ধি এবং জনসংখ্যা প্রবৃদ্ধির হারকে অধিকতর সহনীয় ও টেকসই পর্যায়ে রাখার ক্ষেত্রে গত কয়েক বছরে অগ্রগতি হয়েছে। শক্তিশালী বিচার বিভাগ, সক্রিয় নাগরিক সমাজ এবং তুলনামূলক মুক্ত ও স্বাধীন গণমাধ্যম সরকারী বেসরকারী পর্যায়ে জবাবদিহিতা বৃদ্ধিতে ভূমিকা রাখছে।

প্রায় এক দশক ধরে বাংলাদেশ ধারাবাহিক ও আকর্ষণীয় হারে প্রবৃদ্ধি বজায় রেখেছে। বিশ্বে আর্থিক সংকট সত্ত্বেও গত পাঁচ বছরে অর্থনীতিতে প্রবৃদ্ধি ঘটেছে ৬.২% হারে। বাংলাদেশ সরকার আশা করছে আগামী ২০২০ সাল নাগাদ বাংলাদেশ মধ্যম আয়ের দেশে পরিণত হবে। ইতিমধ্যে গত এক দশকে মাথা পিছু আয় দ্বিগুণের বেশি হয়ে ৮০০ মার্কিন ডলার ছাড়িয়েছে এবং দ্রুত ইহা এক হাজার ডলারে পৌঁছানোর পর্যায়ে রয়েছে। তবে ২০১২ সালের শেষার্ধ্বে বাংলাদেশের অর্থনীতি রাজনৈতিক অস্থিরতার কবলে পড়ে। এ সময়ে নির্দলীয় তত্ত্বাবধায়ক সরকারের অধীনে পরবর্তী সাধারণ নির্বাচন অনুষ্ঠানের দাবীতে বিরোধী দল ঘন ঘন হরতাল, আহ্বান করে। যখন হরতাল রাজনীতিতে স্থান করে নেয়, তখন রাজনৈতিক বিরোধ নিষ্পত্তির কোন সম্ভাবনা থাকে না, এ অবস্থায় ২০১৩ অর্থ বছরে ৬ শতাংশ প্রবৃদ্ধি অর্জন বিষয়ে সংশয় থেকে যায়।

বাংলাদেশের সামনে এখন অনেকটা চ্যালেঞ্জ: ক্রমবর্ধমান জনগোষ্ঠীর জন্য খাদ্য নিরাপত্তা বজায় রাখা, জলবায়ু পরিবর্তনজনিত বিরূপ প্রভাবের সঙ্গে মানিয়ে চলা, ক্রমবর্ধমান শ্রমশক্তির জন্য কর্মসংস্থান সৃষ্টি এবং দারিদ্র দূর করার জন্য উচ্চ অর্থনৈতিক প্রবৃদ্ধি অর্জন। দ্রুত অর্থনৈতিক প্রবৃদ্ধির জন্য বিদ্যুৎ ও জ্বালানি, উন্নত অবকাঠামো এবং মানবসম্পদ ও অবকাঠামোগত সক্ষমতা বাড়ানো অপরিহার্য।

#### ব্যবসায়িক সফলতা

২০১২ সালের ৩১শে ডিসেম্বর তারিখে সমাপ্ত বছরে কোম্পানীর হিসাব ও নিরীক্ষকের প্রতিবেদন এবং পরিচালনা পর্ষদের প্রতিবেদনের কিছু গুরুত্বপূর্ণ তথ্যাদি আপনাদের পর্যালোচনার জন্য নিম্নে উপস্থাপনা করছি:

কোম্পানী ২০১২ইং সালে ২৪,৬৯,২৯,৭০৬ টাকা মোট প্রিমিয়াম আয় করেছে। যার পরিমাণ ২০১১ইং সালে ছিল ২৩,৯১,২৬,০৬৩ টাকা। পূর্ববর্তী বছরের তুলনায় মোট প্রিমিয়াম আয় ৩.২৬% বৃদ্ধি পেয়েছে। এ বছরে নীট প্রিমিয়াম আয় হয়েছে ১৭,১৫,৬৬,০১৮ টাকা যা পূর্ববর্তী বছরে ছিল ১৫,৭২,৫৫,৫১৩ টাকা। নীট প্রিমিয়াম আয় বৃদ্ধি পেয়েছে ৯.১০%। ব্যাংক ও অন্যান্য আর্থিক প্রতিষ্ঠানে কোম্পানীর মোট বিনিয়োগের পরিমাণ প্রায় ৬৬.৫৫ কোটি টাকা এবং স্থাবর সম্পত্তিতে মোট বিনিয়োগের পরিমাণ ছিল ৩১.৮৯ কোটি টাকা। এখানে উল্লেখ্য যে, ৩১শে ডিসেম্বর ২০১২ইং সমাপ্ত বছরে উপরোক্ত ব্যবসার মধ্যে সরকারী খাত হতে আয়কৃত সাধারণ বীমার মাধ্যমে প্রাপ্ত কোম্পানীর অংশ বিদ্যমান রয়েছে। আমরা বর্তমানে অন্যান্য কোম্পানীর মত সীমিত সুযোগের মধ্যে ব্যবসা সংগ্রহে তীব্র প্রতিযোগিতার সম্মুখীন হচ্ছি। যা হোক, এ অবস্থা হতে উত্তোরণের লক্ষ্যে আয় এবং মুনাফা বৃদ্ধি করার উদ্দেশ্যে আমরা প্রয়োজনীয় পদক্ষেপ গ্রহণ করেছি যার ফলশ্রুতিতে আমাদের কোম্পানী আগামীতে নিঃসন্দেহে বীমা জগতে প্রথম সারির কোম্পানীতে পরিণত হবে।



কোম্পানীর বার্ষিক শাখা ব্যবস্থাপক সম্মেলনে উপস্থিত শাখা ব্যবস্থাপকদের উদ্দেশ্যে বক্তব্য রাখছেন কোম্পানীর সম্মানিত চেয়ারম্যান আলহাজ্ব মোঃ শফি।

২০১২ ও ২০১১ইং সনের শ্রেণীওয়ারী ব্যবসার তুলনামূলক ফলাফল নিম্নরূপ:-

(মিলিয়ন টাকায়)

|   |       |        |       |       | ২০১২   | ২০১১   |
|---|-------|--------|-------|-------|--------|--------|
| বিবরণ                                       | অগ্নি | নৌ     | মোটর  | বিবিধ | মোট    | মোট    |
| মোট প্রিমিয়াম                              | ৯৮.২০ | ১০৬.৬৩ | ১৯.৯৯ | ২২.১১ | ২৪৬.৯৩ | ২৩৯.১৩ |
| রি-ইস্যুরেন্স প্রিমিয়াম যা এসবি-তে প্রদেয় | ৩৭.২৮ | ১৮.১২  | ০.৯২  | ১৯.০৫ | ৭৫.৩৭  | ৮১.৮৭  |
| নীট প্রিমিয়াম                              | ৬০.৯২ | ৮৮.৫১  | ১৯.০৭ | ৩.০৬  | ১৭১.৫৬ | ১৫৭.২৬ |
| নীট দাবী পরিশোধ                             | ৩২.৪৯ | ১৭.০৮  | ৮.৬৬  | ০.৫০  | ৫৮.৭৩  | ৪৪.৫৫  |
| ব্যবস্থাপনা ব্যয়                           | ২৩.০০ | ২৩.৬০  | ৪.৬০  | ২.২১  | ৫৩.৪১  | ৪৫.৬৪  |
| অনুর্জীর্ণ ঝুঁকির জন্যে রিজার্ভ             | ২৪.৩৭ | ৩৫.৯৮  | ৭.৬৩  | ১.২২  | ৬৯.২০  | ৬২.৯০  |
| অবলিখন মুনাফা                               | ০.৩২  | ২৯.৯৫  | ৩.৯৯  | ২.০৪  | ৩৬.৩০  | ৩২.৯২  |
| বিনিয়োগ আয়                                |       |        |       |       | ৬৬.৬১  | ৪৭.২১  |
| অবশিষ্ট খরচ                                 |       |        |       |       | ৮.২৬   | ৬.৪৯   |
| কর পূর্ব নীট মুনাফা                         |       |        |       |       | ৯৪.৬৫  | ৭৩.৬৪  |
| অস্বাভাবিক ক্ষতি খাতে রিজার্ভ               |       |        |       |       | ১৭.১৬  | ১৫.৭৩  |
| আয়কর সঞ্চিতি                               |       |        |       |       | ৩১.৬০  | ২২.৬০  |
| কর বাদে মুনাফা                              |       |        |       |       | ৬৩.০৫  | ৫১.০৪  |

### লভ্যাংশ

২০১২ইং সালে পরিচালনা পর্ষদ ১২ শতাংশ বোনাস শেয়ার অনুমোদনের জন্য সুপারিশ করেছেন। নীট মুনাফা ৯৪.৬৫ মিলিয়ন টাকা থেকে কোম্পানীর পরিচালনা পর্ষদ ১৭.১৬ মিলিয়ন টাকা অস্বাভাবিক ক্ষতি খাতে, আয়কর খাতে ৩১.৬ মিলিয়ন টাকা, সাধারণ সঞ্চিতি হিসাবে ০.৫০ মিলিয়ন টাকা এবং অবশিষ্ট ১.০০ মিলিয়ন টাকা বিনিয়োগ সমান্তরাল তহবিলে সঞ্চিতি করেছেন। কর বাদে অস্বাভাবিক ক্ষতি খাতে রিজার্ভ এবং প্রয়োজন অনুযায়ী ব্যবসা পরিচালনার ক্ষেত্রে মুনাফা অর্জন ইত্যাদি বিষয়ের উপর লক্ষ্য রেখে ভবিষ্যতে আরো বেশী লভ্যাংশ প্রদানের জন্য সচেষ্ট থাকবেন বলে পরিচালকবৃন্দ আশাবাদ ব্যক্ত করেন। ৩১শে ডিসেম্বর ২০১১ইং তারিখে ব্যাংক ও অন্যান্য আর্থিক প্রতিষ্ঠানে মোট বিনিয়োগ ছিল ৪৪১.৮০ মিলিয়ন টাকা এবং ৩১শে ডিসেম্বর ২০১২ইং তারিখে মোট বিনিয়োগ বৃদ্ধি পেয়ে ৬৬৫.৫৩ মিলিয়ন টাকায় দাঁড়িয়েছে। এই অগ্রগতি অবশ্যই কোম্পানীর তথা শেয়ারহোল্ডারগণের জন্য অত্যন্ত আশাব্যঞ্জক।



বার্ষিক শাখা ব্যবস্থাপক সম্মেলনে কোম্পানীর উন্নতি কামনা করে মোনাজাতরত শাখা প্রধানদের সাথে অফিস নির্বাহীদের দেখা যাচ্ছে।

## পরিচালনা পর্ষদ

২০১২ইং সালে কোম্পানীর গ্রুপ-এ (উদ্যোক্তা) আলহাজ্ব মোঃ সফি, জনাব মোহাম্মদ গোলাম কিবরিয়া, জনাব আবুল কালাম মিসেস্ রোজি রহমান, জনাব মোঃ মাসুদ হোসেন, মিসেস্ সুফিয়া কবীর, মিসেস্ নূরুন নাহার, আলহাজ্ব মোঃ শাহজাহান, জনাব মোহাম্মদ মুছা, জনাব আবু মোহাম্মদ, মিস্ এঞ্জি চৌধুরী এবং জনাব নবাব সিরাজ-উদ দৌলা পরিচালক পদে বহাল ছিলেন। অপর দিকে গ্রুপ-বি (পাবলিক) অংশে মিসেস্ তৈয়বা আলম, মিসেস্ সাহিদা আক্তার, মিসেস্ জাহানারা ইউসুফ, জনাব জয়নাল আবেদীন চৌধুরী, মিসেস্ সাফায়েতুননূর চৌধুরী, মিসেস্ সালেহা রহমান পরিচালক পদে এবং জনাব মোঃ নূরুল ইসলাম স্বাধীন পরিচালক পদে বহাল ছিলেন। সম্প্রতি জনাব মোঃ আব্দুল্লাহ্ জিহাদকে স্বাধীন পরিচালক হিসাবে (৩১-১২-২০১২ এর পর) নিয়োগ দেওয়া হয়েছে।

## পরিচালকবৃন্দের অবসর গ্রহণ

### গ্রুপ-এ (স্পনসর)

কোম্পানীর আর্টিক্যালস অব এসোসিয়েশন এর ধারা অনুযায়ী পরিচালক পদের জ্যেষ্ঠতা বিচারে গ্রুপ-এ (উদ্যোক্তা) অংশের পরিচালকগণের মধ্য থেকে ০৪ (চার) জন পরিচালক যথা- (১) আলহাজ্ব মোঃ সফি (২) জনাব আবুল কালাম, (৩) মিসেস্ সুফিয়া কবীর এবং (৪) জনাব নবাব সিরাজ-উদ-দৌলা কোম্পানীর ২৫তম বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন। অবসরগ্রহণকারী পরিচালকবৃন্দ পুনর্নির্বাচনের যোগ্য। তবে তাদের মধ্যে একমাত্র আলহাজ্ব মোঃ সফি পুনর্নির্বাচনের জন্য আগ্রহ প্রকাশ করেছেন এবং পরিচালকের অবশিষ্ট ৩ টি শূন্য পদের ২ টি তে সম্মানিত উদ্যোক্তা জনাব মোঃ নূরুল ইসলাম ও সম্মানিত উদ্যোক্তা শেয়ারহোল্ডার জনাব ইফতেহার মালেক নিয়োগ লাভের জন্য আবেদন করেছেন। অবশিষ্ট শূন্য পদটি বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন অনুযায়ী স্বাধীন পরিচালক নিয়োগের জন্য যথাপোযুক্ত প্রার্থী না পাওয়ায় পূরণ করা সম্ভব হয়নি। যাহোক, অনতিবিলম্বে পদটি একজন স্বাধীন পরিচালকের মাধ্যমে পূরণ করা হবে মর্মে পরিচালনা পর্ষদ সুপারিশ করেছেন। উক্ত নোটিফিকেশনের আলোকে চতুর্থ নম্বর স্বাধীন পরিচালকও অতিশীঘ্র নিয়োগ দেওয়া হবে।

### গ্রুপ-বি (পাবলিক)

কোম্পানীর আর্টিক্যালস অব এসোসিয়েশন এর সংশ্লিষ্ট ধারার বিধান মোতাবেক পরিচালক পদের জ্যেষ্ঠতা বিচারে গ্রুপ-বি (পাবলিক) অংশের পরিচালকগণের মধ্য থেকে ০২ (দুই) জন পরিচালক যথা- ১) মিসেস্ তৈয়বা আলম এবং (২) মিসেস্ জাহানারা ইউসুফ কোম্পানীর ২৫তম বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন।

২৫তম বার্ষিক সাধারণ সভায় গ্রুপ-বি অংশের পরিচালক পদের ০২ (দুই) টি শূন্য আসনে নির্বাচনের উদ্দেশ্যে আগ্রহী যোগ্য সদস্যদের নিকট থেকে মনোনয়ন জমা দেওয়ার জন্য বীমা বিধিমালা ১৯৫৮ এর সংশ্লিষ্ট ধারা মোতাবেক যথারীতি দুইটি জাতীয় দৈনিক পত্রিকায় বিজ্ঞপ্তি প্রকাশ করা হয়েছে। নির্বাচন কমিশনার হিসেবে মেসার্স জি. কিবরিয়া এন্ড কোম্পানী, চার্টার্ড এ্যাকউন্টেন্টস এর প্রিন্সিপাল জনাব এ. কে. গোলাম কিবরিয়াকে পর্ষদের সিদ্ধান্তক্রমে নির্বাচন কমিশনার হিসেবে নিয়োগ দেওয়া হয়েছে।



২৪তম বার্ষিক সাধারণ সভায় মঞ্চে উপবিষ্ট আছেন কোম্পানীর পরিচালনা পর্ষদের সদস্যবৃন্দ এবং ব্যবস্থাপনা পরিচালক।

## নিরীক্ষক

কোম্পানীর বর্তমান বহিঃ নিরীক্ষক মেসার্স জি. কিবরিয়া এন্ড কোম্পানী চার্টার্ড একাউন্টেন্টস ফার্মের মেয়াদকাল পরপর তিন মেয়াদ আসন্ন ২৫তম বার্ষিক সাধারণ সভায় পূর্ণ হবে বিধায় কোম্পানী আইন অনুযায়ী নতুন বহিঃ নিরীক্ষক নিয়োগ করা প্রয়োজন। এর প্রেক্ষিতে কোম্পানীর পরিচালনা পর্ষদ ২০১৩ সালের বহিঃ নিরীক্ষা কার্য সম্পন্ন করার জন্য মেসার্স রহমান মোস্তাফিজ হক এন্ড কোং, চার্টার্ড এ্যাকাউন্টেন্টস ৮৫, নয়া পল্টন (৪র্থ তলা), ঢাকা-১০০০ কে বাৎসরিক ৭০,০০০/- (সত্তর হাজার) টাকা ফি নির্ধারণপূর্বক ২৫তম বার্ষিক সাধারণ সভায় কোম্পানীর শেয়ারহোল্ডারগণের অনুমোদন নেওয়ার জন্য সুপারিশ করেছেন।

## ২০১৩ইং সালের সম্ভাবনা

কোম্পানীর সার্বিক কর্মকাণ্ডকে আরও উত্তরোত্তর সমৃদ্ধির দিকে এগিয়ে নিয়ে যেতে হবে। সে যাত্রাপথ খুব সুগম কিংবা অনায়াসলব্ধ নয়। অভ্যন্তরীণ ও বৈদেশিক সম্পদের সমাহার, যথাপোযুক্ত বন্টন এবং সদ্যবহার করা না গেলে উন্নয়নের গতি ধারা বাধাগ্রস্ত হয়ে পড়বে। ফলে ইম্পিত লক্ষ্যে আমরা পৌঁছাতে পারব না। আপনারা জেনে আনন্দিত হবেন যে, আমাদের পরিচালনা পর্ষদ ভবিষ্যতের চ্যালেঞ্জ মোকাবেলার জন্য প্রয়োজনীয় পদক্ষেপ নিয়েছেন এবং আগামী দিনে আশাব্যঞ্জক মুনাফা অর্জনে আমরা সফলকাম হবো বলে আশাবাদ ব্যক্ত করছি।

## উপসংহার

পরিশেষে পরিচালনা পর্ষদ কোম্পানীর কার্যক্রমে সাহায্য ও সহযোগীতা প্রদানের জন্য সরকারী ও বেসরকারী ব্যাংকসমূহ, বিভিন্ন আর্থিক প্রতিষ্ঠান, ব্যক্তি মালিকানাধীন প্রতিষ্ঠান ও সর্বোপরি কোম্পানীর শেয়ারহোল্ডারদের প্রতি কৃতজ্ঞতা জানাচ্ছে। পরিচালনা পর্ষদ আরো কৃতজ্ঞতা জানাচ্ছে রয়েল সিমেন্ট, টি.কে. গ্রুপ, ইপিক ডিজাইনার্স, ফ্লোরা লিমিটেড, জে.কে. গ্রুপ, এজিস কটন, মালেক স্পিনিং, আজাদ রিফাত ফেব্রিক্স, থিম-ও-গ্রাফ, এস.এস. স্টীল (প্রাঃ) লিমিটেড, পার্ল বায়িং, ইসলাম গ্রুপ, বেঙ্গল গ্রুপ, পাইওনিয়ার সুয়েটার, কামাল গ্রুপ, শোভন গ্রুপ, বেনজ্ ইন্ডাস্ট্রিজ, নীডস্ গ্রুপ, এনআরজি গ্রুপ, সিনথিয়া প্যাকেজিং, খান সঙ্গ গ্রুপ, সেনা কল্যাণ সংস্থা, প্রগতি ইন্ডাস্ট্রিজ, এলকো ফার্মা, ইম্পাহানী গ্রুপ, বিআরবি গ্রুপ, এনার্জি প্যাক, কবির স্টীল রি-রোলিং মিলস্, মোশাররফ এন্ড ব্রাদার্স, তুলতুল হাজী গ্রুপ, আর্চ লিমিটেড, রোকেয়া অটো রাইস মিলস্, আফতাব গ্রুপ, পলো কম্পোজিট লিমিটেড, এন. ডি. প্রিন্টিং এন্ড এন্ড্রয়ডারী, নিপা ফ্যাশন, ওয়ার্ল্ড ফুড প্রোগ্রাম, নিপা ফার্মাসিউটিক্যালস, রসিদ কৃষি খামার, টোকা ইংক (বিডি) লিমিটেড, হাসান তানভীর ফ্যাশন ওয়্যার লিমিটেড, ক্রসলাইন ফ্যাক্টরী, রোজবার্গ গ্রুপ এবং বসুমতি গ্রুপসহ সকল গ্রাহকবৃন্দকে কোম্পানীর প্রতি বিশ্বাস স্থাপনের জন্য। পরিচালনা পর্ষদ ধন্যবাদ জ্ঞাপন করছে অর্থ মন্ত্রণালয়, বাণিজ্য মন্ত্রণালয়, বীমা উন্নয়ন ও নিয়ন্ত্রণ কর্তৃপক্ষ, সাধারণ বীমা কর্পোরেশন, ঢাকা ষ্টক এক্সচেঞ্জ লিমিটেড, চট্টগ্রাম ষ্টক এক্সচেঞ্জ লিমিটেড, বাংলাদেশ ইস্যুরেন্স এসোসিয়েশন, রেজিষ্টার অব জয়েন্ট ষ্টক কোম্পানীজ এন্ড ফার্মস, বাংলাদেশ সিকিউটিজ এন্ড এক্সচেঞ্জ কমিশন, সেন্ট্রাল ডিপোজিটরি অব বাংলাদেশ লিমিটেড, সকল সরকারী ও বেসরকারী সংস্থা এবং সকল তফসিলি ব্যাংক ও লিজিং কোম্পানীসমূহকে তাঁদের সহযোগীতা প্রদানের জন্য। পরিশেষে, কোম্পানীর চলমান উন্নতিতে পরিচালনা পর্ষদ সকল শ্রেণীর কর্মকর্তা ও কর্মচারীদের আন্তরিক কর্মনিষ্ঠা, অক্লান্ত পরিশ্রম ও নিবেদিত সেবার প্রশংসা করে কোম্পানীর শেয়ারহোল্ডারগণকে কৃতজ্ঞতা ও ধন্যবাদ জানাচ্ছে।

পরিচালনা পর্ষদের পক্ষে -

আলহাজ্জ্ব মোঃ সফি  
চেয়ারম্যান

## Report of Corporate Governance

### **RAHMAN MUSTAFIZ HAQ & CO.**

Chartered Accountants

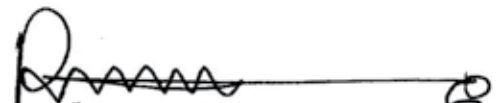
85, Naya Paltan (3<sup>rd</sup> Floor)  
Dhaka – 1000  
Tel: 9357324

**Certificate on compliance of conditions of Corporate Governance.  
Guidelines of the Bangladesh Securities and Exchange Commission  
(BSEC) of Central Insurance Co. Ltd.**

### **TO WHOM IT MAY CONCERN**

This is to certify that the management of Central Insurance Co. Ltd. has complied with the necessary requirements of Corporate Governance for the year ended December 31, 2012 as per compliance requirements of the conditions passed by Bangladesh Securities and Exchange Commissions Notification No. SEC/CMRRC/2006-158/134/Admin/44 dated 07 August, 2012 issued under section 2CC of the Securities and Exchange Ordinance 1969.



  
**RAHMAN MUSTAFIZ HAQ & CO.**  
Chartered Accountants

## Status of Compliance of Corporate Governance

Status of Compliance with the conditions imposed by BSEC's Notification on Corporate Governance.  
(Report under conditions No. 7.00)

| Condition No. | Title   | Compliance status<br>(Put ✓ in the appropriate column) |              | Remarks<br>(if any) |
|---------------|---|--|--------------|---------------------|
|               |   | Complied   | Not Complied |                     |
| 1.1           | Board Size  | ✓  |              |                     |
| 1.2           | Independent Directors   |  |              |                     |
| 1.2 (i)       | Number of Independent Director  | ✓  |              | Partially Complied  |
| 1.2 (ii)(a)   | Shareholding position of Independent Director   | ✓  |              | Nil                 |
| 1.2 (ii)(b)   | Independent Director is not sponsor, nor any family member/family relationship of the sponsor   | ✓  |              |                     |
| 1.2 (ii)(c)   | Independent Director does not have any other relationship with the Company or its' subsidiary associates companies  | ✓  |              |                     |
| 1.2 (ii)(d)   | Independent Director is not a member, director or officer of any stock exchange   | ✓  |              |                     |
| 1.2 (ii)(e)   | Independent Director is not a shareholder, director or officer of any member of stock exchange or an intermediary of the capital market   | ✓  |              |                     |
| 1.2 (ii)(f)   | 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   | ✓  |              |                     |
| 1.2 (ii)(g)   | Independent Director shall not be an independent director in more than 3 (three) listed companies   | ✓  |              |                     |
| 1.2 (ii)(h)   | Independent Director has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a NBF   | ✓  |              |                     |
| 1.2 (ii)(i)   | Independent Director has not been convicted for a criminal offence involving moral turpitude.   | ✓  |              |                     |
| 1.2(iii)      | The Independent Director(s) shall be appointed by the board, and approved by the shareholders in the Annual General Meeting (AGM)   | ✓  |              |                     |
| 1.2(iv)       | The post of Independent Director(s) cannot remain vacant for more than 90 (ninety) days.  | ✓  |              |                     |
| 1.2(v)        | The Board shall lay down a code of conduct of all Board members and annual compliance of the code to be recorded  | ✓  |              |                     |
| 1.2(vi)       | The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only.  | ✓  |              |                     |
| 1.3           | Qualification of Independent Director (ID)  |  |              |                     |
| 1.3(i)        | Independent director shall be a knowledgeable individual with integrity, ensure compliance with financial, regulatory and corporate laws.   | ✓  |              |                     |
| 1.3(ii)       | Independent Director should be a Business Leader/ Corporate Leader Bureaucrat/University Teacher with Economics or Business Studies or Law background/Professionals. Independent Director must have at least 12 (twelve) years corporate management/ professional experiences | ✓  |              |                     |

## Status of Compliance of Corporate Governance

| Condition No. | Title  | Compliance status<br>(Put ✓ in the appropriate column) |              | Remarks<br>(if any)                  |
|---------------|--|--|--------------|--------------------------------------|
|               |  | Complied   | Not Complied |                                      |
| 1.3(iii)      | In special cases the above qualifications may be relaxed subject to prior approval of the Commission   | ✓  |              | Not required such approval           |
| 1.4           | Chairman of the Board and Chief Executive Officer shall be filled by different individuals. The Board of Directors shall clearly define respective roles and responsibilities of the Chairman and the Chief Executive Officer.   | ✓  |              |                                      |
| 1.5           | The Director's Report to Shareholders shall include the following additional statements.   |  |              |                                      |
| 1.5(i)        | Industry outlook and possible future developments in the industry  | ✓  |              | Available in Annual Report           |
| 1.5(ii)       | Segment-wise or product-wise performance   | ✓  |              | Available in Annual Report           |
| 1.5(iii)      | Risks and concerns   | ✓  |              | Available in Annual Report           |
| 1.5(iv)       | A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin  | ✓  |              | Available in Annual Report           |
| 1.5(v)        | Discussion on continuity of any Extra-Ordinary gain or loss.   | ✓  |              | No such extra-ordinary gain or loss  |
| 1.5(vi)       | Basis for related party transactions-a statement or all related party transactions should be disclosed in the annual report  | ✓  |              | Available in Annual Report           |
| 1.5(vii)      | Utilization of proceeds from public issues, rights issues and/or through any others instruments.   | ✓  |              |                                      |
| 1.5(viii)     | An explanation if the financial results deteriorate after the company goes IPO, RPO, Rights Officer, Direct Listing, etc.  | ✓  |              | Financial result is not deteriorated |
| 1.5(ix)       | Significant variance occurs between Quarterly Financial Performance and Annual Financial Statements  | ✓  |              | No such significant variance occurs  |
| 1.5(x)        | Remuneration to directors including independent director   | ✓  |              | Available in Annual Report           |
| 1.5(xi)       | Financial statements present fairly state of affairs, the result of its operations, cash flows and changes in Shareholders' equity of the company  | ✓  |              |                                      |
| 1.5(xii)      | Proper books of account of the issuer company have been maintained   | ✓  |              |                                      |
| 1.5(xiii)     | Appropriate accounting policies have been consistently applied in preparation of the financial statements and accounting estimates are based on reasonable and prudent judgment.   | ✓  |              |                                      |
| 1.5(xiv)      | International Accounting Standards (IAS)/ Bangladesh Accounting Standards (BAS)/ International Financial Reporting Standard (IFRS)/ Bangladesh Financial Reporting Standards (BERS), as applicable in Bangladesh have been followed in preparation of the financial statements | ✓  |              |                                      |
| 1.5(xv)       | The system of internal control is sound in design and has been effectively implemented and monitored   | ✓  |              |                                      |
| 1.5 (xvi)     | There are no significant doubts upon the issuer Company's ability to continue as a going concern.  | ✓  |              | Available in the Annual report       |

## Status of Compliance of Corporate Governance

| Condition No. | Title   | Compliance status<br>(Put ✓ in the appropriate column) |              | Remarks<br>(if any)  |
|---------------|---|--|--------------|--|
|               |   | Complied   | Not Complied |  |
| 1.5(xvii)     | Significant deviations from the last year's operating results of the company shall be highlighted   | ✓  |              | No such significant deviations observed                    |
| 1.5(xviii)    | Key operating and financial data of at least preceding 5 (five) years shall be summarized   | ✓  |              | Available in the Annual report                             |
| 1.5(xix)      | If the issuer company has not declared dividend (cash or stock) for the year  | ✓  |              | Declared dividend regularly (cash & Stock)                 |
| 1.5(xx)       | The number of Board meeting held during the year and attendance by each director shall be disclosed   | ✓  |              | .... Meetings took place with an average .....% attendance |
| 1.5(xxi)(a)   | Share holding position parent/Subsidiary/ Associated Companies and other related parties  | ✓  |              | Available in the Annual report                             |
| 1.5(xxi)(b)   | Share holding position of Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children   | ✓  |              | Available in the Annual report                             |
| 1.5(xxi)(c)   | Share holding position of Executives of the Company   | ✓  |              | Available in the Annual report                             |
| 1.5(xxi)(d)   | Share holding ten percent (10%) or more voting interest in the Company  | ✓  |              | Available in the Annual report                             |
| 1.5(xxii)(a)  | A brief resume of the appointed/re appointed director   | ✓  |              | Available in the Annual report                             |
| 1.5(xxii)(b)  | Expertise in specific functional areas of the appointed/ reappointed director   | ✓  |              |  |
| 1.5(xxii)(c)  | Names of companies in which the person also holds the directorship and the membership of committees of the board  | ✓  |              | Available in the Annual report                             |
| 2.1           | The company appointed Chief Financial Officer, a Head of Internal Audit (Internal Control and Compliance) and Company Secretary. The Board of Directors clearly defined respective roles, responsibilities and duties of the CFO, the Head of Internal Audit and the CS | ✓  |              |  |
| 2.2           | Requirement to attend the Board Meeting. The CFO and the Company Secretary of the companies attend meetings of the Board of Directors   | ✓  |              |  |
| 3             | Audit Committee   |  |              |  |
| 3(i)          | The company has an Audit Committee as a sub-committee of the Board of Directors   | ✓  |              |  |
| 3(ii)         | The Audit Committee assist the Board of Directors 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  | ✓  |              |  |
| 3(iii)        | The Audit Committee is responsible to the Board of Directors. The duties of the Audit Committee clearly set forth in writing  | ✓  |              |  |
| 3.1           | Constitution of the Audit Committee   |  |              |  |
| 3.1(i)        | The Audit Committee shall be composed of at least 3 (three) members   | ✓  |              | 3 (three members)  |
| 3.1(ii)       | The Board of Directors appointed members of the Audit Committee who are directors of the company and includes 1 (one) independent directors   | ✓  |              |  |

## Status of Compliance of Corporate Governance

| Condition No. | Title  | Compliance status<br>(Put ✓ in the appropriate column) |              | Remarks<br>(if any)     |
|---------------|--|--|--------------|-------------------------|
|               |  | Complied   | Not Complied |                         |
| 3.1(iii)      | All members of the audit committee are “financially literate” and 1(one) member have accounting or related financial management experience                         | ✓  |              |                         |
| 3.1(iv)       | Board of Directors appoint the new Committee member(s) to fill up the vacancy immediately or not later than 1 (one) month from the date vacancies in the Committee | ✓  |              |                         |
| 3.1(v)        | The Company secretary shall act as the secretary of the committee  | ✓  |              |                         |
| 3.1(vi)       | The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director   | ✓  |              |                         |
| 3.2           | Chairman of the Audit Committee  | ✓  |              |                         |
| 3.2(i)        | Independent Director is the Chairman of the Audit Committee  |  |              |                         |
| 3.2(ii)       | Chairman of the Audit Committee shall remain present in the Annual General Meeting (AGM)   | ✓  |              |                         |
| 3.3           | Role of the Audit Committee  | ✓  |              |                         |
| 3.3(i)        | Audit Committee oversees the financial reporting process   | ✓  |              |                         |
| 3.3(ii)       | Audit Committee monitor choice of accounting policies and principles   | ✓  |              |                         |
| 3.3(iii)      | Audit Committee monitor Internal Control Risk Management process   | ✓  |              |                         |
| 3.3(iv)       | Audit Committee oversee hiring and performance of external auditors  | ✓  |              |                         |
| 3.3(v)        | Audit Committee review along with the management, the actual financial statements before submission to the board for approval                                      | ✓  |              |                         |
| 3.3(vi)       | Audit Committee review the quarterly and half yearly financial statements before submission to the board for approval  | ✓  |              |                         |
| 3.3(vii)      | Audit Committee review the adequacy of internal audit function   | ✓  |              |                         |
| 3.3(viii)     | Audit Committee review statements of significant related party transactions submitted by the management  | ✓  |              |                         |
| 3.3(ix)       | Audit Committee review Management Letters/Letter of Internal Control weakness issued by statutory auditors.  | ✓  |              |                         |
| 3.3.(x)       | Money is raised through IPO. RPO/Rights Issue the company shall disclose to the Audit Committee about the uses/applications of funds.                              | ✓  |              |                         |
| 3.4           | Reporting of the Audit Committee   | ✓  |              |                         |
| 3.4.1         | Reporting to the Board of Directors  | ✓  |              |                         |
| 3.4.1(i)      | The Audit Committee shall report on its activities to the Board of Directors   | ✓  |              |                         |
| 3.4.1(ii)(a)  | The Audit Committee shall immediately report on conflict of interest.  | ✓  |              | No conflict of interest |
| 3.4.1(ii)(b)  | Suspected or presumed fraud or irregularity or material defect in the internal control system.   | ✓  |              |                         |
| 3.4.1(ii)(c)  | Suspected infringement of laws, including securities related laws, rules and regulations.  | ✓  |              |                         |
| 3.4.1(ii)(d)  | Any other matter which shall be disclosed to the Board of Directors immediately  | ✓  |              |                         |

## Status of Compliance of Corporate Governance

| Condition No. | Title   | Compliance status<br>(Put ✓ in the appropriate column) |              | Remarks<br>(if any)                        |
|---------------|---|--|--------------|--|
|               |   | Complied   | Not Complied |  |
| 3.4.2         | If the Audit Committee reported to the Board of directors about anything which has material impact on the financial condition as result of operation. Audit Committee funds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission. | ✓  |              |  |
| 3.5           | Report on activities carried out by the Audit Committee, under condition 3.4.1(ii) above during the year, shall be signed by the Chairman of the Audit Committee  | ✓  |              |  |
| 4             | External/statutory auditors to perform  |  |              |  |
| 4(i)          | Appraisal or valuation services or fairness opinions  | ✓  |              |  |
| 4(ii)         | Financial information systems design and implementation.  | ✓  |              |  |
| 4(iii)        | Book-keeping or other services related to the accounting records or financial statements  | ✓  |              |  |
| 4(iv)         | Broker-dealer services  | ✓  |              |  |
| 4(v)          | Actuarial services  | ✓  |              |  |
| 4(vi)         | Internal audit services   | ✓  |              |  |
| 4(vii)        | Any other service that the Audit Committee determines   | ✓  |              |  |
| 4(viii)       | No partner or employees of the external audit firms shall possess any share of the Company  | ✓  |              |  |
| 5             | Subsidiary Company  |  |              |  |
| 5(i)          | The compositions of the Board of Directors of the subsidiary company.   | ✓  |              |  |
| 5(ii)         | At least 1 (one) independent director shall be a director on the Board of Directors of the subsidiary company.  | ✓  |              |  |
| 5(iii)        | The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company   | ✓  |              |  |
| 5(iv)         | The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also   | ✓  |              |  |
| 5(v)          | The Audit Committee of the holding company shall also review the investments made by the subsidiary company   | ✓  |              |  |
| 6             | Duties of Chief Executive Officer (CEO) and Chief Financial Officer (CFO)   |  |              |  |
| 6(i)(a)       | The CEO and CFO shall certify to the Board that Financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading  | ✓  |              | No such material fact                      |
| 6(i)(b)       | Financial statements together present a true and fair view the company's affairs and are in compliance existing accounting standards and applicable laws.   | ✓  |              |  |
| 6(ii)         | To the best of knowledge and belief, no transaction entered into by the company during the year which fraudulent, illegal or violation of the Company's code of conduct.  | ✓  |              |  |
| 7             | Reporting and Compliance of Corporate Governance  |  |              |  |
| 7(i)          | The company obtained a certificate from a practicing Chartered Accountant regarding compliance of conditions of Corporate Governance Guidelines.  | ✓  |              | Certificate available in the Annual Report |
| 7(ii)         | The directors of the Company shall state, in accordance with the Annexure attached, in the directors' report whether the company has complied with these conditions   |  |              |  |

## Name of the Directors/Sponsors with shareholdings in 2012

| (i) Shareholding of Directors          | Number of shares held | (ii) Shareholding of Sponsor  | Number of shares held |
|--|-----------------------|-------------------------------|-----------------------|
| Alhaj Md. Shafi                        | 743242                | Alhaj Md. Nurun Newaz         | 903804                |
| Mr. Mohammad Goalm Kibria              | 749598                | Alhaj Md. Yousuf Chowdhury    | 392337                |
| Mr. Abul Kalam                         | 1544598               | Mr. Md. Tayabur Rahman        | 926755                |
| Mrs. Rosy Rahman                       | 742648                | Alhaj Md. Abdul Maleque       | 191302                |
| Mr. Mohd. Masud Hossain                | 926755                | Alhaj Md. Abu Taher Chowdhury | 742500                |
| Mrs. Sufia Kabir                       | 761623                | Mr. Md. Nurul Islam           | 742500                |
| Mrs. Nurun Nahar                       | 836983                | Mr. S. M. Shafiul Bari        | 704045                |
| Alhaj Md. Shahjahan                    | 741767                | Mrs. Shahida Nazneen          | 741496                |
| Mr. Mohammed Musa                      | 741617                | Mrs. Hosne Ara Begum          | 203502                |
| Mr. Abu Mohammad                       | 741592                | Mr. Shah Alam Chowdhury       | 159079                |
| Mr. Nabab Siraj-ud Dowla               | 741767                | Mr. Mir Rahmat Ali            | 227700                |
| Ms. Angee Chowdhury                    | 741571                | Mr. Ifthehar Maleque          | 742588                |
| Mrs. Tayeeba Alam                      | 515684                | Mr. Mohd. Sazzad-un Newaz     | 222469                |
| Mrs. Shaheda Akhter                    | 208725                | Mr. A.K. M. Azizur Rahman     | 184107                |
| Mrs. Jahanara Yousuf                   | 742500                | Mr. S. M. Nasiruddin          | 9680                  |
| Mr. Zoynal Abedin Chowdhury            | 751551                | M. S. M. Fazlul Bari          | 180262                |
| Mrs. Shafaietun Noor Chowdhury         | 63916                 | Mr. S.M. Rizwanul Bari        | 16587                 |
| Mrs. Saleha Rahman                     | 508695                |                               |                       |
| Mr. Md. Nurul Islam (Ind. Director)    | Nil                   |                               |                       |
| Mr. Md. Abdullah Zehad (Ind. Director) | Nil                   |                               |                       |

### (iii) Shareholding of the Executives:

| Name of the Executives       | Designation                 | Number of Share held |
|------------------------------|-----------------------------|----------------------|
| Mr. Md. Zahid Anwar Khan     | Managing Director           | Nil                  |
| Mr. Md. Zafrul Islam Bhuiyan | Dy. Managing Director & CFO | Nil                  |
| Mr. Mohammad Jafar Ali, ACS  | Company Secretary           | Nil                  |

(iv) Shareholders who hold 10% or above shares - Nil

### Board Meeting held in the year 2012

| Name of Meeting                 | Meeting Date | Director present (A) | Director present (B) |
|---------------------------------|--------------|----------------------|----------------------|
| 177 <sup>th</sup> Board Meeting | 03/01/2012   | 7                    | 6                    |
| 178 <sup>th</sup> Board Meeting | 29/02/2012   | 8                    | 7                    |
| 179 <sup>th</sup> Board Meeting | 14/03/2012   | 6                    | 5                    |
| 180 <sup>th</sup> Board Meeting | 02/05/2012   | 5                    | 6                    |
| 181 <sup>st</sup> Board Meeting | 28/06/2012   | 9                    | 5                    |
| Emergency Board Meeting         | 24/09/2012   | 6                    | 4                    |
| 182 <sup>nd</sup> Board Meeting | 04/10/2012   | 7                    | 6                    |
| 183 <sup>rd</sup> Board Meeting | 05/11/2012   | 8                    | 6                    |

## Company's Performance

5 Years at a Glance

Taka in Million

| Financial Performance              | 2008      | 2009      | 2010      | 2011      | 2012      |
|------------------------------------|-----------|-----------|-----------|-----------|-----------|
| Gross Premium                      | 181.75    | 186.45    | 200.10    | 239.13    | 246.93    |
| Net Premium                        | 107.58    | 111.09    | 120.88    | 157.26    | 171.57    |
| Gross Claim Paid                   | 33.82     | 36.23     | 36.09     | 44.55     | 58.73     |
| Underwriting Profit                | 22.09     | 23.74     | 26.47     | 32.92     | 36.30     |
| Investment Income                  | 29.88     | 41.45     | 56.89     | 47.21     | 66.61     |
| Net Profit before Tax              | 46.41     | 59.38     | 78.43     | 73.64     | 94.65     |
| Net Profit after Tax               | 27.91     | 40.57     | 57.26     | 51.04     | 63.05     |
| Share Capital and Reserve          |           |           |           |           |           |
| Paid up Capital                    | 130.68    | 169.88    | 195.37    | 224.67    | 370.71    |
| Shareholders Equity                | 221.96    | 495.27    | 552.53    | 603.57    | 835.21    |
| Total Reserves                     | 77.91     | 299.62    | 327.71    | 345.03    | 363.69    |
| Assets                             |           |           |           |           |           |
| Investment in Shares and Security  | 19.58     | 33.46     | 165.29    | 153.69    | 156.63    |
| Cash, FDR and Bank balances        | 173.58    | 237.34    | 287.56    | 317.48    | 540.57    |
| Land at Cost                       | 104.53    | 311.13    | 311.13    | 311.18    | 318.92    |
| Fixed Assets                       | 14.75     | 13.81     | 13.25     | 14.81     | 13.84     |
| Other Assets                       | 172.95    | 160.61    | 195.29    | 265.26    | 274.65    |
| Total Assets                       | 485.39    | 756.35    | 972.52    | 1062.43   | 1304.61   |
| Ratios                             |           |           |           |           |           |
|                                    | In Taka   |           |           |           |           |
| Dividend in Percent                | 10% Bonus | 15% Bonus | 15% Bonus | 15% Bonus | 12% Bonus |
| Earning per Share (Weight average) | 15.73     | 24.81     | 29.81     | 2.19      | 1.79      |
| Book Value per Share               | 159.85    | 276.53    | 267.82    | 25.36     | 21.33     |



২৪তম বার্ষিক সাধারণ সভায় যোগদানকারী সম্মানিত শেয়ারহোল্ডারগণের রেজিস্ট্রেশন।



২৪তম বার্ষিক সাধারণ সভায় কোম্পানীর উন্নতি কামনা করে মনোজাতরত শেয়ারহোল্ডারগণের একাংশকে দেখা যাচ্ছে।

## Photographs



২৪তম বার্ষিক সাধারণ সভায়  
অংশগ্রহনকারী শেয়ারহোল্ডারগণের  
একাংশ।



কোম্পানীর কাওরান বাজারের  
জায়গায় বহুতল ভবনের ভিত্তি  
প্রস্তর স্থাপনকালীন সময়ে উপস্থিত  
পরিচালনা পর্যদের সদস্যবৃন্দ।

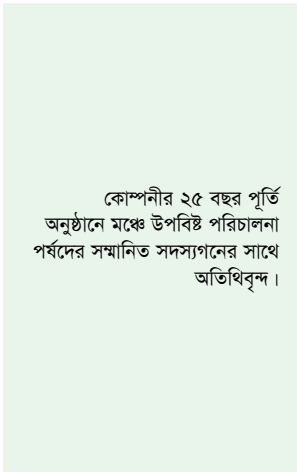


কোম্পানীর ব্যবস্থাপনা পরিচালক  
জনাব মো: জাহিদ আনোয়ার  
খান, মেসার্স বনফুল পোল্ডিফার্মের  
অগ্নিবীমা দাবীর একটি চেক উক্ত  
প্রতিষ্ঠানের সত্বাধিকারী জনাব মো:  
আব্দুল হামিদের নিকট হস্তান্তর  
করছেন।

## Photographs



কোম্পানীর রজত জয়ন্তী অনুষ্ঠানের শুভ উদ্বোধনে কেক কাটা অবস্থায় সম্মানিত অতিথিবৃন্দকে দেখা যাচ্ছে।



কোম্পানীর ২৫ বছর পূর্তি অনুষ্ঠানে মধ্যে উপবিষ্ট পরিচালনা পর্ষদের সম্মানিত সদস্যগণের সাথে অতিথিবৃন্দ।



কোম্পানীর ২৫ বছর পূর্তি অনুষ্ঠানে মধ্যে উপবিষ্ট ব্যবস্থাপনা কর্তৃপক্ষের সাথে অতিথিবৃন্দ।

## Investors' Information

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### Company Publication

The Company informs the investors about the Company's business and operation by issuing an Annual Report (with Notice of Meeting) and other reports on financial statements like 1<sup>st</sup> quarter, half yearly & 3<sup>rd</sup> quarter (Un-audited).

### Voting Rights

The voting rights of shareholders are set out in the Company's Articles of Association. Each holder of ordinary shares is entitled to vote at any General Meeting of Shareholders. On a show of hands, each Member is entitled to one vote irrespective of shareholding. On a poll, one vote is counted for every Ordinary Shares. A person is not entitled to vote when disqualified by virtue of the restrictions contained in the Company's Articles of Association, Companies Act 1994 and other relevant laws of the land.

### Inquiries

Shareholders having inquiries about registration of share transfer, change of address and dividend payment etc. should contact the Share Department at 9554778. Other questions should be directed to the Company Secretary at the registered office.

### Stock Exchange

The Company's ordinary shares are traded in the Dhaka Stock Exchange Ltd. and Chittagong Stock Exchange Ltd. The market lot of shares in both the Stock Exchanges is 200 shares.

### Share Department

93, Motijheel Commercial Area (1<sup>st</sup> floor)  
Dhaka-1000  
Telephone-9554778

### Mission

Our mission is to improve the quality of the life style of the people by providing security of their trade and hard earned properties through our professional service.

### Vision

Our vision is to be the most confident and a reliable insurer of the country.

## Directors' Certificate

As per Regulations contained in the First Schedule of the Insurance Act, 1938 as amended and as per Section 40-C of the said Act, we certify that :

1. The value of investments as shown in the Balance Sheet have been taken at cost.
2. The values of all assets as shown in the Balance Sheet and as classified on Form "AA" annexed have been duly reviewed as at 31st December, 2012 and in our belief, the said assets have been setforth in the Balance Sheet at amounts not exceeding their realisable or market values under the several headings as enumerated in the annexed form.
3. All expenses of Management, wherever incurred and whether incurred directly or indirectly in respect of Fire, Marine, Motor and Miscellaneous insurance business have been duly debited to the related Revenue Accounts and Profit & Loss Account.



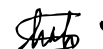
(Md. Zahid Anwar Khan)  
Managing Director



(Zoynal Abedin Chowdhury)  
Director



(Md. Golam Kibria)  
Director



(Alhaj Md. Shafi)  
Chairman

## Auditors' Report

### To the shareholders of Central Insurance Company Limited

We have audited the accompanying Balance Sheet of the **Central Insurance Company Limited** as of December 31, 2012, the related Revenue Accounts as well as the Profit & Loss Account, Profit & Loss Appropriation Account and Statement of Cash Flows for the year then ended. The preparations of these financial statements are the responsibility of the Company's management. Our responsibility is to express an independent opinion on these financial statements based on our audit.

#### SCOPE:

We conducted our audit in accordance with Bangladesh Standards on Auditing (BSA). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit includes examining, on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

#### OPINION:

In our opinion, financial statements read in conjunction with our remarks appended to the notes to the financial statements and subject to our above observations give a true and fair view of the financial position of the **Central Insurance Company Limited** as of December 31, 2012, the result of its operation and its Cash Flows for the year then ended and that they comply with the Companies Act, 1994, the Insurance Act 1938 (except section 40C relating to limitation of management expenses, section 41 relating to rebate of premiums and rule 44 of the Insurance rules 1958 relating to collection of premiums), the securities and Exchange Rules, 1987, the Bangladesh Accounting Standards (BSA) and other applicable laws and regulations.

#### We also report that:

- I. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- II. In our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books and proper returns adequate for the purpose of our audit have been received from Branches not visited by us;
- III. The Company's Balance Sheet and Profit and Loss Account and its Cash Flows dealt with by the report are in agreement with books of accounts and returns;
- IV. The expenditure incurred was for the purposes of the Company's business;
- V. As per section 40-C(2) of the Insurance Act, 1938 as amended Act-2010, we certify that to the best of our knowledge and belief and according to the information and explanations given to us, all expenses of management wherever incurred and whether incurred directly or indirectly, in respect of Insurance business of the Company transacted in Bangladesh during the year under report have been duly debited to the related Profit & Loss Accounts of the Company; and
- VI. As per regulation 11 of part 1 of the third schedule of the Insurance Act, 1938 as amended Act-2010, we certify that to the best of our information and as shown by its books, during the year under report has not paid any person any commission in any form outside Bangladesh in respect of its business Re-Insurance abroad.

Place: Dhaka  
Date: April 20, 2013

  
**G. Kibria & Co.**  
Chartered Accountants

# Central Insurance Company Limited

## BALANCE SHEET AS

| CAPITAL & LIABILITIES   | NOTES | 2012<br>Taka         | 2011<br>Taka         |
|---|-------|----------------------|----------------------|
| <b>SHARE CAPITAL</b>  |       |                      |                      |
| <b>AUTHORISED</b>   |       |                      |                      |
| 10,00,00,000 nob Ordinary shares of Tk.10 each                                | 2.00  | 1,000,000,000        | 1,000,000,000        |
| <b>ISSUED, SUBSCRIBED AND PAID UP</b>   |       |                      |                      |
| 3,70,70,814 nob Ordinary shares of Tk.10 each                                 |       | 370,708,140          | 224,671,600          |
| <b>SHARE PREMIUM</b>  |       |                      |                      |
| 1,12,33,580 nob Ordinary shares of Tk.5 each                                  |       | 56,167,900           | -                    |
| <b>RESERVE OR CONTINGENCY ACCOUNT</b>   |       |                      |                      |
|   | 3.00  | 363,853,654          | 345,194,578          |
| Reserve for exceptional losses  |       | 127,988,225          | 110,831,623          |
| General Reserve   |       | 21,000,000           | 20,500,000           |
| Investment Equalization Fund  |       | 8,100,000            | 7,100,000            |
| Revaluation Reserve   |       | 206,599,638          | 206,599,638          |
| Profit & Loss Appropriation Account   |       | 165,791              | 163,317              |
| <b>BALANCE OF FUND &amp; ACCOUNT</b>  |       |                      |                      |
|   | 4.00  | 69,204,150           | 62,902,205           |
| Fire Insurance Business Account   |       | 24,367,476           | 23,654,717           |
| Marine Insurance Business Account   |       | 35,981,290           | 29,264,853           |
| Motor Insurance Business Account  |       | 7,629,294            | 8,433,641            |
| Misc. Insurance Business Account  |       | 1,226,090            | 1,548,994            |
| <b>DEPOSIT PREMIUM</b>  |       |                      |                      |
|   | 5.00  | 23,255,099           | 7,404,658            |
| <b>LIABILITIES &amp; PROVISIONS</b>   |       |                      |                      |
|   |       | 158,360,288          | 136,650,135          |
| Estimated liability in respect of outstanding-claims whether due or intimated | 6.00  | 25,091,206           | 24,013,053           |
| Amount due to other persons or bodies-carrying on insurance business          | 7.00  | 133,269,082          | 112,637,082          |
| <b>Provision for Stock Dividend (Bonus Share)</b>                             | 8.00  | 44,484,980           | 33,700,740           |
| <b>SUNDRY CREDITORS</b>   |       |                      |                      |
| (Including provision for expenses & taxes)                                    | 9.00  | 190,986,595          | 220,704,601          |
| <b>OTHER LIABILITIES ( Bank Overdraft)</b>                                    | 10.00 | 27,589,583           | 31,196,873           |
|   |       | <b>1,304,610,389</b> | <b>1,062,425,390</b> |

The annexure notes form an integral part of these Financial Statements.

Date: April 20, 2013

  
(Md. Zahid Anwar Khan)  
Managing Director

  
(Zoynal Abedin Chowdhury)  
Director


# Central Insurance Company Limited

AT DECEMBER 31, 2012

| PROPERTY & ASSETS   | NOTES | 2012<br>Taka         | 2011<br>Taka         |
|---|-------|----------------------|----------------------|
| <b>INVESTMENT (At cost)</b>   | 11.00 | 156,631,633          | 153,694,443          |
| <b>OUTSTANDING PREMIUM</b>  |       | -                    | -                    |
| <b>INTEREST, DIVIDEND &amp; RENT OUTSTANDING</b>                              | 12.00 | 22,903,310           | 18,341,882           |
| Accrued Interest  |       |                      |                      |
| <b>AMOUNT DUE FROM OTHER PERSONS OR BODIES CARRYING ON INSURANCE BUSINESS</b> | 13.00 | 157,489,020          | 129,076,170          |
| <b>SUNDRY DEBTORS</b>   | 14.00 | 93,323,725           | 116,662,443          |
| <b>CASH AND BANK BALANCES</b>   | 15.00 | 540,571,674          | 317,484,176          |
| Fixed Deposit Accounts  |       | 508,901,010          | 288,101,010          |
| Current and STD Accounts  |       | 29,702,096           | 25,085,064           |
| Cash in Hand  |       | 1,968,568            | 4,298,102            |
| <b>OTHER ACCOUNTS</b>   |       | 333,691,027          | 327,166,276          |
| Land & Land Development Cost  | 16.00 | 318,922,500          | 311,180,000          |
| Other Fixed Assets (At cost less Depreciation)                                | 17.00 | 13,840,587           | 14,806,022           |
| Stock of Stationery   | 18.00 | 417,747              | 405,099              |
| Security Deposit  | 19.00 | 162,175              | 162,175              |
| Insurance Stamps in hand  | 20.00 | 348,018              | 612,980              |
|   |       | <b>1,304,610,389</b> | <b>1,062,425,390</b> |

Signed in terms of our separate report of even date

  
(Md. Golam Kibria)  
Director

  
(Alhaj Md. Shafi)  
Chairman

  
G. Kibria & Co.  
Chartered Accountants

## Central Insurance Company Limited

### PROFIT AND LOSS ACCOUNT FOR

|  | 2012<br>Taka       | 2011<br>Taka      |
|--|--------------------|-------------------|
| <b>Expenses of Management</b>  |                    |                   |
| (Not Applicable to any particular Fund or Account)   | 8,267,166          | 6,485,212         |
| Advertisement & Publicity  | 400,364            | 140,410           |
| Directors Meeting Fee  | 636,000            | 472,000           |
| Audit Fees   | 50,000             | 97,000            |
| Legal Fees   | 88,425             | 10,000            |
| Contribution and Subscription  | 285,000            | 1,167,231         |
| Depreciation   | 2,577,905          | 2,820,205         |
| Other Expenses   | 4,229,472          | 1,778,366         |
| <b>Profit/Loss for the year transferred to<br/>Profit &amp; Loss Appropriation Account</b> | <b>94,646,427</b>  | <b>73,637,041</b> |
|  | <b>102,913,593</b> | <b>80,122,253</b> |

### PROFIT AND LOSS APPROPRIATION ACCOUNT FOR

|  | 2012<br>Taka      | 2011<br>Taka      |
|--|-------------------|-------------------|
| Reserve for Exceptional Losses             | 17,156,602        | 15,725,551        |
| Provision for Taxation                     | 30,498,470        | 20,938,014        |
| Deferred Income Tax                        | 100,000           | 100,000           |
| Provision for Taxation (Previous year)     | 1,000,000         | 1,560,647         |
| Provision for General Reserve              | 500,000           | 500,000           |
| Provision for Investment Equalization Fund | 1,000,000         | 1,100,000         |
| Provision For Proposed Dividend            | 44,484,980        | 33,700,740        |
| Balance transferred to Balance Sheet       | 165,791           | 163,317           |
|  | <b>94,905,843</b> | <b>73,788,269</b> |

The annexure notes form an integral part of these Financial Statements.

Date: April 20, 2013

  
**(Md. Zahid Anwar Khan)**  
 Managing Director

  
**(Zoynal Abedin Chowdhury)**  
 Director

# Central Insurance Company Limited

THE YEAR ENDED DECEMBER 31, 2012


|  | 2012<br>Taka       | 2011<br>Taka      |
|--|--------------------|-------------------|
| <b>INTEREST, DIVIDEND AND RENTS</b>                |                    |                   |
| (Not applicable to any particular fund or account) |                    |                   |
| Interest Received and Accrued                      | 50,347,785         | 28,940,060        |
| House Rent Income                                  | 14,399,400         | 13,359,400        |
| Dividend Income                                    | 1,302,588          | 1,189,261         |
| Capital Gain on Sale of share                      | 561,467            | 3,718,209         |
| <b>PROFIT OR (LOSS) TRANSFERRED FROM</b>           | <b>36,302,353</b>  | <b>32,915,323</b> |
| Fire Revenue Account                               | 321,177            | (7,335,970)       |
| Marine Revenue Account                             | 29,951,362         | 33,973,968        |
| Motor Revenue Account                              | 3,990,718          | 3,432,198         |
| Miscellaneous Revenue Account                      | 2,039,096          | 2,845,127         |
|  | <b>102,913,593</b> | <b>80,122,253</b> |

THE YEAR ENDED DECEMBER 31, 2012

|   | 2012<br>Taka      | 2011<br>Taka      |
|---|-------------------|-------------------|
| Balance brought forward from last year                                | 163,317           | 151,228           |
| Prior Years Adjustment  | 96,099            | -                 |
| Net Profit for the year<br>(Transferred from Profit and Loss Account) | 94,646,427        | 73,637,041        |
|   | <b>94,905,843</b> | <b>73,788,269</b> |

Signed in terms of our separate report of even date

  
(Md. Golam Kibria)  
Director

  
(Alhaj Md. Shafi)  
Chairman

  
G. Kibria & Co.  
Chartered Accountants

# Central Insurance Company Limited

## CONSOLIDATED BUSINESS REVENUE ACCOUNT FOR

|  | 2012<br>Taka       | 2011<br>Taka       |
|--|--------------------|--------------------|
| <b>CLAIMS UNDER POLICIES LESS RE-INSURANCE</b>   | 58,732,504         | 44,550,489         |
| Paid during the year   | 57,654,351         | 48,859,115         |
| Total estimated liability in respect of outstanding claim<br>at the end of the year whether due or intimated | 25,091,206         | 24,013,053         |
| Less: Outstanding at the beginning of the year   | 82,745,557         | 72,872,168         |
|  | 24,013,053         | 28,321,679         |
| <br><b>Agency Commission</b>   | <br>35,767,390     | <br>37,345,380     |
| <br><b>Expenses of Management</b>  | <br>53,415,247     | <br>45,639,578     |
| <br><b>Balance of Account at the end of the year</b><br>as shown in the Balance Sheet :                      |                    |                    |
| Reserve for unexpired risks being 100% for Marine Hull<br>& other classes 40% on net premium income          | 69,204,150         | 62,902,205         |
| <br>Profit/(Loss) Transferred To Profit & Loss Account   | <br>36,302,353     | <br>32,915,323     |
|  | <b>253,421,644</b> | <b>223,352,975</b> |

The annexure notes form an integral part of these Financial Statements.

Date: April 20, 2013

  
(Md. Zahid Anwar Khan)  
Managing Director

  
(Zoynal Abedin Chowdhury)  
Director


# Central Insurance Company Limited

THE YEAR ENDED DECEMBER 31, 2012

|   | 2012<br>Taka       | 2011<br>Taka       |
|---|--------------------|--------------------|
| Balance of Account at the Beginning of the year | 62,902,205         | 48,351,064         |
| Premium Less Re-Insurance                       | 171,566,018        | 157,255,513        |
| Commission on Re-Insurance ceded                | 18,953,421         | 17,746,398         |
|   | <b>253,421,644</b> | <b>223,352,975</b> |

Signed in terms of our separate report of even date

  
(Md. Golam Kibria)  
Director

  
(Alhaj Md. Shafi)  
Chairman

  
G. Kibria & Co.  
Chartered Accountants

## Central Insurance Company Limited

### FIRE INSURANCE REVENUE ACCOUNT FOR

|  | 2012<br>Taka      | 2011<br>Taka      |
|--|-------------------|-------------------|
| <b>CLAIMS UNDER POLICIES LESS RE- INSURANCE</b>  | 32,486,009        | 27,072,272        |
| Paid during the year   | 32,304,757        | 31,069,260        |
| Total estimated liability in respect of outstanding claims-<br>at the end of the year whether due or intimated | 10,086,611        | 9,905,359         |
| Less: Outstanding at the end of the previous year  | 42,391,368        | 40,974,619        |
|  | 9,905,359         | 13,902,347        |
| <br><b>Agency Commission</b>   | <br>16,654,790    | <br>19,561,639    |
| <br><b>Expenses of Management</b>  | <br>23,003,072    | <br>20,632,509    |
| <br><b>BALANCE OF ACCOUNT AT THE END OF THE YEAR</b>   |                   |                   |
| Reserve for unexpired risks @ 40 % of<br>premium income of the year  | 24,367,476        | 23,654,717        |
| Profit /(Loss) transferred to Profit & Loss Account  | 321,177           | (7,335,970)       |
|  | <b>96,832,524</b> | <b>83,585,167</b> |

The annexure notes form an integral part of these Financial Statements.

Date: April 20, 2013

  
(Md. Zahid Anwar Khan)  
Managing Director

  
(Zoynal Abedin Chowdhury)  
Director


# Central Insurance Company Limited

THE YEAR ENDED DECEMBER 31, 2012

|   | 2012<br>Taka      | 2011<br>Taka      |
|---|-------------------|-------------------|
| Balance of Account at the beginning of the year | 23,654,717        | 13,101,048        |
| Premium Less Re-Insurance                       | 60,918,689        | 59,136,793        |
| Commission on Re-Insurances ceded               | 12,259,118        | 11,347,326        |
|   | <b>96,832,524</b> | <b>83,585,167</b> |

Signed in terms of our separate report of even date

  
(Md. Golam Kibria)  
Director

  
(Alhaj Md. Shafi)  
Chairman

  
G. Kibria & Co.  
Chartered Accountants

# Central Insurance Company Limited

## MARINE INSURANCE REVENUE ACCOUNT FOR

|   | 2012<br>Taka       | 2011<br>Taka       |
|---|--------------------|--------------------|
| <b>CLAIMS UNDER POLICIES LESS RE- INSURANCE</b>   | 17,080,074         | 8,439,455          |
| Paid during the year  | 15,831,978         | 9,421,873          |
| Total estimated liability in respect of outstanding claim-<br>at the end of the year whether due or intimated | 13,031,303         | 11,783,207         |
| Less: Outstanding at the end of the previous year   | 28,863,281         | 21,205,080         |
|   | 11,783,207         | 12,765,625         |
| <b>Agency Commission</b>  | 15,612,670         | 12,240,707         |
| <b>Expenses of Management</b>   | 23,604,602         | 17,913,238         |
| <b>BALANCE OF ACCOUNT AT THE END OF THE YEAR</b>  |                    |                    |
| Reserve for unexpired risks @ 40 % of Marine Cargo-<br>and @ 100 % of Marine Hull premium income of the year  | 35,981,290         | 29,264,853         |
| Porfit/(Loss) transferred to Profit & Loss Account  | 29,951,362         | 33,973,968         |
|   | <b>122,229,998</b> | <b>101,832,221</b> |

The annexure notes form an integral part of these Financial Statements.

Date: April 20, 2013

  
(Md. Zahid Anwar Khan)  
Managing Director

  
(Zoynal Abedin Chowdhury)  
Director


# Central Insurance Company Limited

THE YEAR ENDED DECEMBER 31, 2012

|   | <b>2012<br/>Taka</b>      | <b>2011<br/>Taka</b>      |
|---|---------------------------|---------------------------|
| Balance of Account at the beginning of the year | 29,264,853                | 24,667,052                |
| Premium Less Re-Insurance                       | 88,508,869                | 73,162,132                |
| Commission on Re-Insurance ceded                | 4,456,276                 | 4,003,037                 |
|   | <b><u>122,229,998</u></b> | <b><u>101,832,221</u></b> |

Signed in terms of our separate report of even date

  
(Md. Golam Kibria)  
Director

  
(Alhaj Md. Shafi)  
Chairman

  
G. Kibria & Co.  
Chartered Accountants


## Central Insurance Company Limited

### MOTOR INSURANCE REVENUE ACCOUNT FOR

|   | 2012<br>Taka      | 2011<br>Taka      |
|---|-------------------|-------------------|
| CLAIMS UNDER POLICIES LESS RE- INSURANCE  | 8,662,190         | 8,515,389         |
| Paid during the year  | 9,132,183         | 8,326,249         |
| Total estimated liability in respect of outstanding claim-<br>at the end of the year whether due or intimated | 1,288,137         | 1,758,130         |
|   | 10,420,320        | 10,084,379        |
| Less: Outstanding at the beginning of the year  | 1,758,130         | 1,568,990         |
| <br>  |                   |                   |
| Agency Commission   | 2,813,118         | 4,275,363         |
| <br>  |                   |                   |
| Expenses of Management  | 4,595,459         | 4,581,367         |
| <br>  |                   |                   |
| BALANCE OF ACCOUNT AT THE END OF THE YEAR   |                   |                   |
| Reserve for unexpired risks @ 40 % of<br>premium income of the year   | 7,629,294         | 8,433,641         |
| <br>  |                   |                   |
| Profit/(Loss) transferred to Profit & Loss Account  | 3,990,718         | 3,432,198         |
|   | <b>27,690,779</b> | <b>29,237,958</b> |

The annexure notes form an integral part of these Financial Statements.

Date: April 20, 2013

  
(Md. Zahid Anwar Khan)  
Managing Director

  
(Zoynal Abedin Chowdhury)  
Director


# Central Insurance Company Limited

THE YEAR ENDED DECEMBER 31, 2012

|   | 2012<br>Taka      | 2011<br>Taka      |
|---|-------------------|-------------------|
| Balance of Account at the beginning of the year | 8,433,641         | 7,860,847         |
| Premium Less Re-Insurance                       | 19,073,235        | 21,084,102        |
| Commission on Re-Insurance ceded                | 183,903           | 293,009           |
|   | <b>27,690,779</b> | <b>29,237,958</b> |

Signed in terms of our separate report of even date

  
(Md. Golam Kibria)  
Director

  
(Alhaj Md. Shafi)  
Chairman

  
G. Kibria & Co.  
Chartered Accountants

## Central Insurance Company Limited

### MISCELLANEOUS INSURANCE REVENUE ACCOUNT FOR

|   | 2012<br>Taka     | 2011<br>Taka     |
|---|------------------|------------------|
| <b>CLAIMS UNDER POLICIES LESS RE-INSURANCE</b>  | 504,231          | 523,373          |
| Paid during the year  | 385,433          | 41,733           |
| Total estimated liability in respect of outstanding claim-<br>at the end of the year whether due or intimated | 685,155          | 566,357          |
|   | 1,070,588        | 608,090          |
| Less: Outstanding at the beginning of the year  | 566,357          | 84,717           |
| <br>  |                  |                  |
| Agency Commission   | 686,812          | 1,267,671        |
| Expenses of Management  | 2,212,114        | 2,512,464        |
| <br>  |                  |                  |
| <b>BALANCE OF ACCOUNT AT THE END OF THE YEAR</b>  |                  |                  |
| Reserve for unexpired risks @ 40 % of Net premium income of the year  | 1,226,090        | 1,548,994        |
| Porfit/(Loss) transferred to Profit & Loss Account  | 2,039,096        | 2,845,127        |
|   | <b>6,668,343</b> | <b>8,697,629</b> |

The annexure notes form an integral part of these Financial Statements.

Date: April 20, 2013

  
(Md. Zahid Anwar Khan)  
Managing Director

  
(Zoynal Abedin Chowdhury)  
Director


# Central Insurance Company Limited

THE YEAR ENDED DECEMBER 31, 2012

|   | 2012<br>Taka     | 2011<br>Taka     |
|---|------------------|------------------|
| Balance of Account at the beginning of the year | 1,548,994        | 2,722,117        |
| Premium Less Re-Insurance                       | 3,065,225        | 3,872,486        |
| Commission on Re-Insurance ceded                | 2,054,124        | 2,103,026        |
|   | <b>6,668,343</b> | <b>8,697,629</b> |

Signed in terms of our separate report of even date

  
(Md. Golam Kibria)  
Director

  
(Alhaj Md. Shafi)  
Chairman

  
G. Kibria & Co.  
Chartered Accountants

## Central Insurance Company Limited

### STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY FOR THE YEAR ENDED DECEMBER 31, 2012

| Particulars                             | Share Capital      | Share Premium     | Reserve for Exceptional Loss | General Reserve & Investment Equalization Fund | Revaluation Reserve | Proposed Dividend | Retained Earnings | Total              |
|---|--------------------|-------------------|------------------------------|--|---------------------|-------------------|-------------------|--------------------|
| Opening Balance as on 01-01-2012        | 224,671,600        | -                 | 110,831,623                  | 27,600,000                                     | 206,599,638         |                   | 163,317           | 569,866,178        |
| Net Profit (after tax)                  | -                  | -                 | -                            | -  | -                   |                   | 63,144,056        | 63,144,056         |
| Bonus & Right Share                     | 146,036,540        |                   |                              |  |                     |                   |                   | 146,036,540        |
| Share Premium                           |                    | 56,167,900        |                              |  |                     |                   |                   | 56,167,900         |
| Reserve for Exceptional Loss            |                    |                   | 17,156,602                   |  |                     |                   | (17,156,602)      |                    |
| General Reserve                         |                    |                   |                              | 500,000  |                     |                   | (500,000)         |                    |
| Investment Equalization Fund            |                    |                   |                              | 1,000,000                                      |                     |                   | (1,000,000)       |                    |
| Proposed Dividend                       |                    |                   |                              |  |                     | 44,484,980        | (44,484,980)      |                    |
| <b>Closing Balance as on 31-12-2012</b> | <b>370,708,140</b> | <b>56,167,900</b> | <b>127,988,225</b>           | <b>29,100,000</b>                              | <b>206,599,638</b>  | <b>44,484,980</b> | <b>165,791</b>    | <b>835,214,674</b> |
| Opening Balance as on 01-01-2011        | 195,366,600        | -                 | 95,106,072                   | 26,000,000                                     | 206,599,638         |                   | 151,228           | 523,223,538        |
| Net Profit (after tax)                  | -                  | -                 | -                            | -  | -                   |                   | 51,038,380        | 51,038,380         |
| Bonus Share                             | 29,305,000         |                   |                              |  |                     |                   | -                 | 29,305,000         |
| Reserve for Exceptional Loss            |                    |                   | 15,725,551                   |  |                     |                   | (15,725,551)      |                    |
| General Reserve                         |                    |                   |                              | 500,000  |                     |                   | (500,000)         |                    |
| Investment Equalization Fund            |                    |                   |                              | 1,100,000                                      |                     |                   | (1,100,000)       |                    |
| Proposed Dividend                       |                    |                   |                              |  |                     | 33,700,740        | (33,700,740)      |                    |
| <b>Closing Balance as on 31-12-2011</b> | <b>224,671,600</b> | <b>-</b>          | <b>110,831,623</b>           | <b>27,600,000</b>                              | <b>206,599,638</b>  | <b>33,700,740</b> | <b>163,317</b>    | <b>603,566,918</b> |

The annexure notes form an integral part of these Financial Statements.

Signed in terms of our separate report of even date



(Md. Zahid Anwar Khan)  
Managing Director




(Zoynal Abedin Chowdhury)  
Director



(Md. Golem Kibria)  
Director



(Alhaj Md. Shafiq)  
Chairman



G. Kibria & Co.  
Chartered Accountants

# Central Insurance Company Limited

## STATEMENT OF CASH FLOW FOR THE YEAR ENDED DECEMBER 31, 2012

|  | 2012<br>Taka        | 2011<br>Taka        |
|--|---------------------|---------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>          |                     |                     |
| Collection from premium and other income               | 294,512,332         | 258,170,201         |
| Income Tax paid  | (34,648,565)        | (22,680,448)        |
| Payment for Management Exp. Re-Insurance & Claim       | (160,960,298)       | (151,174,883)       |
| <b>Net cash flow from operating activities</b>         | <b>98,903,469</b>   | <b>84,314,870</b>   |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>          |                     |                     |
| Purchase of Fixed Assets (Addition)                    | (9,354,970)         | (4,425,104)         |
| Investment Enhancement                                 | (2,937,190)         | 9,097,321           |
| <b>Net cash flow from investing activities</b>         | <b>(12,292,160)</b> | <b>4,672,217</b>    |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>          |                     |                     |
| Share Capital (Right Share Issued)                     | 168,503,700         | -                   |
| Overdraft  | (31,233,299)        | (58,595,072)        |
| Dividend Paid  | (794,212)           | (465,647)           |
| <b>Net cash flow from Financing activities</b>         | <b>136,476,189</b>  | <b>(59,060,719)</b> |
| <b>D. Net inflows/(out flows) for the year (A+B+C)</b> | <b>223,087,498</b>  | <b>29,926,368</b>   |
| E. Opening Cash and Bank balance                       | 317,484,176         | 287,557,808         |
| <b>F. Closing Cash and Bank balances ( D + E)</b>      | <b>540,571,674</b>  | <b>317,484,176</b>  |
| Net operating cash flow per share (NOCFPS)             | 2.67                | 3.75                |

The annexure notes form an integral part of these Financial Statements.

Signed in terms of our separate report of even date

  
(Md. Zahid Anwar Khan)  
Managing Director

  
(Zoynal Abedin Chowdhury)  
Director

  
(Md. Golam Kibria)  
Director

  
(Alhaj Md. Shafi)  
Chairman

  
G. Kibria & Co.  
Chartered Accountants

# Form "AA"

## CLASSIFIED SUMMARY OF ASSETS AS ON DECEMBER 31, 2012

(IN TAKA)

| PARTICULARS  | BOOK VALUE AS PER BALANCE SHEET | MARKET VALUE         | REMARKS  |
|--|---------------------------------|----------------------|--|
| National Investment Bond   | 4,500,000                       | 4,500,000            | Not quoted in market<br>Realisable value                   |
| Investment in Share  | 52,131,933                      | 33,609,617           | do   |
| Investment in CIC Investment Ltd.  | 99,999,700                      | 99,999,700           | do   |
| In Fixed deposit with Bank   | 508,901,010                     | 508,901,010          | do   |
| In STD A/C. with Banks   | 29,424,583                      | 29,424,583           | do   |
| Cash in Hand   | 1,968,568                       | 1,968,568            | do   |
| Accrued interest   | 22,903,310                      | 22,903,310           | do   |
| At call on short notice  | 277,513                         | 277,513              | do   |
| <b>OTHER ASSETS:</b>   |                                 |                      |  |
| Amount due from other<br>Persons or bodies carrying<br>on insurance business | 157,489,020                     | 157,489,020          | do   |
| Sundry Debtors   | 93,323,725                      | 93,323,725           | do   |
| Stock in Stationery  | 417,747                         | 417,747              | At cost  |
| Security Deposit   | 162,175                         | 162,175              | do   |
| Stamps in hand   | 348,018                         | 348,018              | do   |
| Fixed Assets (at cost Less Depreciation)                                     | 332,763,087                     | 332,763,087          | Depreciated value<br>(Except Land and<br>Development Cost) |
| <b>Total</b>   | <b>1,304,610,389</b>            | <b>1,286,088,073</b> |  |

Certificate u/s 7 (a) of part of the first schedule to the Insurance Act, 1938.

Certified that the value of all assets have been reviewed, that the said costs have been set forth in the balance sheet at amounts not exceeding their realizable or market value.

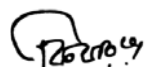
Notes form the integral part of these financial statements.



(Md. Zahid Anwar Khan)  
Managing Director



(Zoynal Abedin Chowdhury)  
Director



(Md. Golam Kibria)  
Director



(Alhaj Md. Shafi)  
Chairman



G. Kibria & Co.  
Chartered Accountants

## Central Insurance Company Limited

### SCHEDULE OF FIXED ASSETS AS ON DECEMBER 31, 2012

| Sl #      | Particulars                          | Cost               |                            |                        | Rate of Dep | Depreciation         |                          |                        | Written Down value as on 31/12/2012 |
|-----------|--------------------------------------|--------------------|----------------------------|------------------------|-------------|----------------------|--------------------------|------------------------|-------------------------------------|
|           |                                      | As on 1/1/2012     | Addition During the period | Total As on 31/12/2012 |             | As on 1/1/2012       | Charge During the period | Total as on 31/12/2012 |                                     |
| 1         | Furniture & Fixture                  | 7,486,226          | 151,477                    | 7,637,703              | 10%         | 6,079,996.00         | 155,771.00               | 6,235,767              | 1,401,936.00                        |
| 2         | Office Decoration                    | 20,165,780         |                            | 20,165,780             | 10%         | 16,609,832.00        | 355,595.00               | 16,965,427             | 3,200,353.00                        |
| 3         | Office Equipment                     | 9,881,045          | 978,920                    | 10,859,965             | 15%         | 7,760,275.00         | 464,954.00               | 8,225,229              | 2,634,736.00                        |
| 4         | Electrical Equipment                 | 814,308            | 308,523                    | 1,122,831              | 15%         | 582,394.00           | 81,066.00                | 663,460                | 459,371.00                          |
| 5         | Motor Vehicle                        | 24,298,544         | 104,500                    | 24,403,044             | 20%         | 17,344,714.00        | 1,411,666.00             | 18,756,380             | 5,646,664.00                        |
| 6         | Telephone Installation               | 2,561,303          | 49,409                     | 2,610,712              | 20%         | 2,413,422.00         | 39,458.00                | 2,452,880              | 157,832.00                          |
| 7         | Air Cooler                           | 3,245,250          |                            | 3,245,250              | 15%         | 2,916,476.00         | 49,316.00                | 2,965,792              | 279,458.00                          |
| 8         | Sundry Assets                        | 706,435            | 19,641                     | 726,076                | 25%         | 645,760.00           | 20,079.00                | 665,839                | 60,237.00                           |
|           | <b>Sub total</b>                     | <b>69,158,891</b>  | <b>1,612,470</b>           | <b>70,771,361</b>      |             | <b>54,352,869.00</b> | <b>2,577,905.00</b>      | <b>56,930,774</b>      | <b>13,840,587.00</b>                |
| <b>10</b> | <b>Land &amp; Land Development :</b> |                    |                            |                        |             |                      |                          |                        |                                     |
| a.        | 7-8 Motijheel                        | 267,930,000        | 242,500                    | 268,172,500            |             |                      |                          |                        | 268,172,500                         |
| b.        | Kawranbazar                          | 43,250,000         | 7,500,000                  | 50,750,000             |             |                      |                          |                        | 50,750,000                          |
|           | <b>Sub total</b>                     | <b>311,180,000</b> | <b>7,742,500</b>           | <b>318,922,500</b>     |             |                      |                          |                        | <b>318,922,500</b>                  |
|           | <b>Grand Total :</b>                 | <b>380,338,891</b> | <b>9,354,970</b>           | <b>389,693,861</b>     |             | <b>54,352,869</b>    | <b>2,577,905.00</b>      | <b>56,930,774</b>      | <b>332,763,087</b>                  |

# Central Insurance Company Limited

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012

### 1.00 BASIS OF PRESENTATION OF FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICES:

#### A. NOTES GENERAL

##### A.01 BUSINESS DESCRIPTION:

The Central Insurance Co. Ltd. was incorporated as a Public Limited Company on November 12, 1987 under the Companies Act, 1913 having registered office in Bangladesh. The Company went into public issue during 1994 and its shares are listed with both Dhaka and Chittagong Stock Exchange of Bangladesh.

The principal place of business of the Company is at Uttara Bank Bhaban (13th Floor), 90-91, Motijheel C/A, Dhaka-1000, Bangladesh which is also the Registered Office of the Company.

The Company has form another subsidiary company viz; Central Insurance Investment Ltd. with a view to carry out business activity of Merchant Bank.

##### A.02 BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

The Financial Statements have been prepared on going concern basis under historical cost convention, cash flow statement has been prepared on Direct Method and accrual basis of accounting has been followed.

##### A.03 COMPLIANCE WITH LOCAL LAWS:

The financial statements have been prepared in compliance with requirement of the Companies Act, 1994, Securities & Exchange Rules 1987, Insurance Act, 1938, amended Act of 2010 Insurance Rules 1956 and other relevant local laws. The cash flow from operating activities are computed under direct method.

All assets of the company shown in financial statement that are with in the scope of BAS-36, are in physical existence and valued on more than their recoverable, amount following International Accounting Standards adopted by ICAB disclosures with regards to "Impairment of Assets" as per BAS-36 have not been considered necessary.

##### A.04 COMPLIANCE WITH INTERNATIONAL ACCOUNTING STANDARDS:

The financial statements have been prepared as on December 31, 2012 in compliance with requirement of the International Accounting Standards (IAS) International Financial Reporting Standard (IFRS) approved by the International Accounting Standard Board (IASB) and as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) as Bangladesh accounting Standards (BAS) and regulations applicable in Bangladesh.

##### A.05 REPORTING CURRENCY:

The financial statements are presented in Bangladesh currency (Taka) which have been rounded off to the nearest Taka where indicated otherwise.

**A.06 ACCOUNTING PERIOD:**

The Financial period of the Insurance Company covers one year from January 01, 2012 to December 31, 2012.

**A.07 GENERAL**

- i) Figures of previous periods have been rearranged wherever necessary to conform the current period's presentation.
- ii) Figures have been rounded off to the nearest Taka.

**B. SIGNIFICANT ACCOUNTING POLICIES****B.01 INVESTMENT:**

- i. Investment are stated at cost of acquisition.
- ii. Income on Investment, Other than shares are accounted for on accrual concept basis.
- iii. Dividend income on Investment in shares are accounted for the year of receipt of such dividend.
- iv. Gain on sale of shares are accounted for, on actual realization basis.

**B.02 FIXED ASSETS:**

All assets of the Company shown in financial statement that are with in the scope of BAS-36, are in physical existence and valued on more than their recoverable amount following International Accounting Standards adopted by ICAB, disclosures with regards to "Impairment of Assets" as per BAS 36 have not been considered necessary.

Fixed Assets stated at cost of acquisition less accumulated depreciation thereon as at Balance Sheet date. Depreciation charged on diminishing balance method. A comprehensive fixed Assets Register is to be introduced by the Company which at present are not maintaining.

2 ( Two) Car No. Dhaka Metro GA 31-4550 and Dhaka Metro GA 31-4551 purchased through lease finance from Islamic Finance and Investment Limited, Nayabazar, Dhaka-1100. Out of 36 installment total 21 installment were paid to the Balance Sheet date.

Land and land development stated at revalued price during the year [Note 16.00] and no depreciation has been charged on the value of land and land development. Depreciation charged on all other fixed assets at a rate mentioned below :

|                           |     |
|---------------------------|-----|
| a) Furniture and fixtures | 10% |
| b) Office Equipment       | 15% |
| c) Office decoration      | 10% |
| d) Air Cooler             | 15% |
| e) Motor Vehicles         | 20% |
| f) Telephone Installation | 20% |
| g) Sundry Assets          | 25% |
| h) Electrical Equipments  | 15% |

**B.03 SHARE OF PUBLIC SECTOR BUSINESS:**

Company's share of public sector business is accounted for in the period for four quarters commencing from January 2011 to December 2011 for which the complete statement of accounts from Sadharan Bima Corporation (SBC) has been received and which was consistently followed by the Company.

**B.04 PROVISION FOR TAX:**

During the year under audited provision for income tax has been made @ 42.50% as per financial Act 2011 in addition provision also made to meet up the short fall of the previous year.

**B.05 CLASSIFIED SUMMARY OF ASSETS:**

The valuation of all assets as at December 31, 2012 as shown in the Balance Sheet and in the classified summary of Assets on Form "AA" annexed with the report with the report have been reviewed and the said assets have been set-forth in the Balance Sheet at amount not exceeding their realizable or market value in aggregate except cost of shares.

**B.06 EMPLOYEE'S BENEFIT PLAN:**

Company has introduced gratuity benefit for its permanent employees as per board decision those who has been working since 1st April, 2006 are entitled to get this benefit and company provides @ 10% of basic salary of the employee to contributory provident fund which is wholly administrated by a Board of Trustees.

**B.07 EARNING PER SHARE (EPS):**

The company calculates Earning Per Share (EPS) in accordance with the International Accounting Standards - IAS-33 "Earning Per share" as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB).

**B.08 RESERVE FOR EXCEPTIONAL LOSSES:**

Provision for the said reserve has been made in the accounts to cover the liabilities for insurance claims and other unforeseen losses.

**B.09 REVENUE RECOGNITION:**

Revenues are generated from premium income received against the insurance policies and by adjusting the deposit premium received against Cover Note and from business of share trade in the stock market.

**B.10 CASH & CASH EQUIVALENTS:**

According to BAS-7 "Cash flow statement" Cash comprises cash in hand and demand deposit and cash equivalents are short term, high liquid investments that are readily convertible to know amount of cash and which are subject to an insignificant risk of changes in value, BAS-1 "Presentation of Financial Statement" also provides that cash equivalents are those which have no restriction in use considering the provision of BAS-7 and BAS-1, cash in hand and Bank balance have been considered as cash and Cash equivalents.

**B.11 DEFERRED TAX LIABILITIES:**

Provision for deferred tax liabilities has been provided in the accounts against BAS-12.

## Central Insurance Company Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012

### 2.00 SHARE CAPITAL :

Authorized shares capital Tk. 1,000,000,000

100,000,000 nob Ordinary Shares of Tk. 10 each.

Issued, Subscribed & Paid-up Capital : Tk.370,708,140

37,070,814 nob ordinary shares of Tk.10 each

The Category wise shareholding position as on 31 December, 2012 are noted below :

| Category of Shareholders          | No. of Shares     | % of Holdings | Amount Tk.         |
|-----------------------------------|-------------------|---------------|--------------------|
| 1. Sponsors & Directors (Group-A) | 20,095,545        | 54.21         | 200,955,450        |
| 2. ICB & Institutions (Group-B)   | 3,918,579         | 10.57         | 39,185,790         |
| 3. General Public (Group-B)       | 13,056,690        | 35.22         | 130,566,900        |
| <b>Total</b>                      | <b>37,070,814</b> | <b>100.00</b> | <b>370,708,140</b> |

Classification of Shareholders according to holding of shares :

#### i) Group-A

| Class Interval        | No. of Shares     | No. of Shareholders | Total Holding% | % of Total Paid Up-Capital |
|-----------------------|-------------------|---------------------|----------------|----------------------------|
| Less than 5000 Shares | Nil               | Nil                 | Nil            | Nil                        |
| 5001-10,000           | Nil               | Nil                 | Nil            | Nil                        |
| 10,001-50,000         | 26,267            | 2                   | 0.13           | 0.07                       |
| 50,001-100,000        | 63,916            | 1                   | 0.32           | 0.17                       |
| 100,001-200,000       | 714,750           | 4                   | 3.56           | 1.93                       |
| 200,001-500,000       | 1,254,733         | 5                   | 6.24           | 3.38                       |
| 500,001-1,000,000     | 16,491,281        | 22                  | 82.06          | 44.49                      |
| 1,000,001-2,000,000   | 1,544,598         | 1                   | 7.69           | 4.17                       |
| <b>Total of (A)</b>   | <b>20,095,545</b> | <b>35</b>           | <b>100.00</b>  | <b>54.21</b>               |

#### ii) Group-B

| Class Interval        | No. of Shares     | No. of Shareholders | Total Holding% | % of Total Paid Up-Capital |
|-----------------------|-------------------|---------------------|----------------|----------------------------|
| Less than 5000 Shares | 4,787,796         | 4,864               | 28.20          | 12.92                      |
| 5001-10,000           | 615,500           | 79                  | 3.63           | 1.66                       |
| 10,001-50,000         | 1,296,994         | 90                  | 7.64           | 3.50                       |
| 50,001-100,000        | 780,232           | 11                  | 4.60           | 2.10                       |
| 100,001-200,000       | 1,635,257         | 12                  | 9.63           | 4.41                       |
| 200,001-500,000       | 2,582,109         | 9                   | 15.21          | 6.97                       |
| 500,001-1,000,000     | 1,394,936         | 2                   | 8.22           | 3.76                       |
| 1,000,001-2,000,000   | 3,882,445         | 3                   | 22.87          | 10.47                      |
| <b>Total of (A)</b>   | <b>16,975,269</b> | <b>5,070</b>        | <b>100.00</b>  | <b>45.79</b>               |

|                           |                   |              |  |               |
|---------------------------|-------------------|--------------|--|---------------|
| <b>Grand Total (A +B)</b> | <b>37,070,814</b> | <b>5,105</b> |  | <b>100.00</b> |
|---------------------------|-------------------|--------------|--|---------------|

This shares are listed with both DSE and CSE.

|             |  | 2012                   |            | 2011               |
|-------------|--|------------------------|------------|--------------------|
| <b>3.00</b> | <b>RESERVE OR CONTINGENCY ACCOUNT:</b> | <b>Tk. 363,853,654</b> | <b>Tk.</b> | <b>345,194,578</b> |

This has been made up as under:

|   |                  |                    |  |                    |
|---|------------------|--------------------|--|--------------------|
| <b>A. Reserve for Exceptional Loss :</b>            |                  |                    |  |                    |
| Balance as on January 01, 2011                      |                  | 345,031,261        |  | 327,705,710        |
| Add: Reserve made during the year                   |                  | 17,156,602         |  | 15,725,551         |
| Add: General Reserve for the year                   |                  | 500,000            |  | 500,000            |
| Add: Investment Equalization Fund                   |                  | 1,000,000          |  | 1,100,000          |
|   |                  | <b>363,687,863</b> |  | <b>345,031,261</b> |
| <b>B. Profit &amp; Loss Appropriation Account :</b> |                  |                    |  |                    |
| Undistributed Profit up to Balance Sheet Date       |                  | 165,791            |  | 163,317            |
|   | <b>Total Tk.</b> | <b>363,853,654</b> |  | <b>345,194,578</b> |

|             |                                       |                       |            |                   |
|-------------|---------------------------------------|-----------------------|------------|-------------------|
| <b>4.00</b> | <b>BALANCE OF FUND &amp; ACCOUNT:</b> | <b>Tk. 69,204,150</b> | <b>Tk.</b> | <b>62,902,205</b> |
|-------------|---------------------------------------|-----------------------|------------|-------------------|

This has been made up as under:

|                               |                    |                   |  |                   |
|-------------------------------|--------------------|-------------------|--|-------------------|
| Fire Revenue Account          |                    | 24,367,476        |  | 23,654,717        |
| Marine Revenue Account        |                    | 35,981,290        |  | 29,264,853        |
| Motor Revenue Account         |                    | 7,629,294         |  | 8,433,641         |
| Miscellaneous Revenue Account |                    | 1,226,090         |  | 1,548,994         |
|                               | <b>Total Taka:</b> | <b>69,204,150</b> |  | <b>62,902,205</b> |

|             |                          |                       |            |                  |
|-------------|--------------------------|-----------------------|------------|------------------|
| <b>5.00</b> | <b>DEPOSIT PREMIUM :</b> | <b>Tk. 23,255,099</b> | <b>Tk.</b> | <b>7,404,658</b> |
|-------------|--------------------------|-----------------------|------------|------------------|

The above balance represents the premium, stamp duty and VAT received against cover-notes for which policies have not yet been issued.

|             |   |                       |            |                   |
|-------------|---|-----------------------|------------|-------------------|
| <b>6.00</b> | <b>ESTIMATED LIABILITY IN RESPECT OF OUTSTANDING CLAIMS AT THE END OF THE PERIOD WHETHER DUE OR INTIMATED :</b> | <b>Tk. 25,091,206</b> | <b>Tk.</b> | <b>24,013,053</b> |
|-------------|---|-----------------------|------------|-------------------|

The break up of the above is as under:

|                         |                    |                   |  |                   |
|-------------------------|--------------------|-------------------|--|-------------------|
| Fire Insurance          |                    | 10,086,611        |  | 9,905,359         |
| Marine Insurance        |                    | 13,031,303        |  | 11,783,207        |
| Motor Insurance         |                    | 1,288,137         |  | 1,758,130         |
| Miscellaneous Insurance |                    | 685,155           |  | 566,357           |
|                         | <b>Total Taka:</b> | <b>25,091,206</b> |  | <b>24,013,053</b> |

|             |   |                        |            |                    |
|-------------|---|------------------------|------------|--------------------|
| <b>7.00</b> | <b>AMOUNT DUE TO OTHER PERSONS OR BODIES CARRYING ON INSURANCE BUSINESS :</b> | <b>Tk. 133,269,082</b> | <b>Tk.</b> | <b>112,637,082</b> |
|-------------|---|------------------------|------------|--------------------|

The break up of the above is as follows:

|   |                    |                    |  |                    |
|---|--------------------|--------------------|--|--------------------|
| Sadharan Bima Corporation               |                    | 131,717,005        |  | 111,085,005        |
| Other Insurance Companies of Bangladesh |                    | 1,552,077          |  | 1,552,077          |
|   | <b>Total Taka:</b> | <b>133,269,082</b> |  | <b>112,637,082</b> |

|             |                                    | 2012       |                   | 2011       |                   |
|-------------|------------------------------------|------------|-------------------|------------|-------------------|
| <b>8.00</b> | <b>PROVISION FOR BONUS SHARE :</b> | <b>Tk.</b> | <b>44,484,980</b> | <b>Tk.</b> | <b>33,700,740</b> |

The above balance represents provision for Bonus shares for the year 2012 @ 12% on its paid up capital subject to approval by the shareholders in the subsequent Annual General Meeting.

|             |                           |            |                    |            |                    |
|-------------|---------------------------|------------|--------------------|------------|--------------------|
| <b>9.00</b> | <b>SUNDRY CREDITORS :</b> | <b>Tk.</b> | <b>190,986,595</b> | <b>Tk.</b> | <b>220,704,601</b> |
|-------------|---------------------------|------------|--------------------|------------|--------------------|

This has been made up as under

|   |                    |                    |
|---|--------------------|--------------------|
| Provision for Income Tax                    | 82,199,227         | 108,470,513        |
| Bills Payable                               | 924,663            | 6,999              |
| Advance Rent Receive                        | 2,361,249          | 7,114,875          |
| Provision for Audit Fee                     | 55,000             | 55,000             |
| Income Tax Deduction at source              | 337,512            | 1,115,532          |
| VAT deducted at source                      | 119,957            | 106,157            |
| Dividend Payable                            | 1,179,005          | 2,073,217          |
| Deferred Income Tax                         | 700,000            | 600,000            |
| Provision for Bonus                         | 3,714,129          | 1,917,308          |
| Excess Deposit Premium                      | 21,471             | -                  |
| Provision for Provident Fund                | 129,382            | -                  |
| Loan from Central Insurance Investment Ltd. | 99,245,000         | 99,245,000         |
| <b>Total Taka:</b>                          | <b>190,986,595</b> | <b>220,704,601</b> |

|              |                         |            |                   |            |                   |
|--------------|-------------------------|------------|-------------------|------------|-------------------|
| <b>10.00</b> | <b>BANK OVERDRAFT :</b> | <b>Tk.</b> | <b>27,589,583</b> | <b>Tk.</b> | <b>31,196,873</b> |
|--------------|-------------------------|------------|-------------------|------------|-------------------|

The above mentioned overdrawn facility was allowed by the bank as mentioned below against lien of Fixed Deposit of the Company.

|                                       |                   |                   |
|---------------------------------------|-------------------|-------------------|
| National Bank Ltd., Babu Bazar Branch | 12,784,515        | 7,583,565         |
| NCCBL, Foreign Exchange Branch        | 14,794,177        | 12,083,015        |
| Bank Asia, MCB Dilikusha Branch       | 10,891            | 11,530,293        |
| <b>Total Taka:</b>                    | <b>27,589,583</b> | <b>31,196,873</b> |

|              |                    |            |                    |            |                    |
|--------------|--------------------|------------|--------------------|------------|--------------------|
| <b>11.00</b> | <b>INVESTMENT:</b> | <b>Tk.</b> | <b>156,631,633</b> | <b>Tk.</b> | <b>153,694,443</b> |
|--------------|--------------------|------------|--------------------|------------|--------------------|

This is made up as follows.

|                                   |                    |                    |
|-----------------------------------|--------------------|--------------------|
| National Investment Bond (NIB)    | 4,500,000          | 4,500,000          |
| Investment in Share               | 52,131,933         | 49,194,743         |
| Investment in CIC Investment Ltd. | 99,999,700         | 99,999,700         |
| <b>Total Taka:</b>                | <b>156,631,633</b> | <b>153,694,443</b> |

Value of share has been shown at cost price which was inflated by Tk. 18,522,316 as per market price as on 31.12.2012 and are shown in annexure-1. Moreover unquoted shares also shown at cost price. Considering the instability in stock market the company has made a provision around the year for Tk. 1,000,000 to compensate the future cost. Consequence of the said provision cumulative reserve arrives to Tk. 8,100,000.

|              |   |            |                   |            |                   |
|--------------|---|------------|-------------------|------------|-------------------|
| <b>12.00</b> | <b>INTEREST, DIVIDEND &amp; RENT OUTSTANDING:</b> | <b>Tk.</b> | <b>22,903,310</b> | <b>Tk.</b> | <b>18,341,882</b> |
|--------------|---|------------|-------------------|------------|-------------------|

The amount represents interest receivable on National Investment Bond (NIB) and Fixed Deposit Receipts (FDR) as on the date of Balance Sheet.

|  | 2012                   | 2011                   |
|--|------------------------|------------------------|
| <b>13.00 AMOUNT DUE FROM OTHER PERSONS OR BODIES CARRYING ON</b> |                        |                        |
| <b>INSURANCE BUSINESS:</b>                                       | <b>Tk. 157,489,020</b> | <b>Tk. 129,076,170</b> |

The break up of the above is as follows:

|   |                    |                    |
|---|--------------------|--------------------|
| Sadharan Bima Corporation               | 153,975,296        | 125,562,446        |
| Other Insurance Companies of Bangladesh | 3,513,724          | 3,513,724          |
| <b>Total Taka:</b>                      | <b>157,489,020</b> | <b>129,076,170</b> |

|                               |                       |                        |
|-------------------------------|-----------------------|------------------------|
| <b>14.00 SUNDRY DEBTORS :</b> | <b>Tk. 93,323,725</b> | <b>Tk. 116,662,443</b> |
|-------------------------------|-----------------------|------------------------|

The break up of the above is as follows:

|                                       |                   |                    |
|---------------------------------------|-------------------|--------------------|
| Advance Against Salary                | 79,330            | 44,816             |
| Advance Against Lease Deposit         | 115,785           | 115,785            |
| Advance Against Office Rent           | 1,158,405         | 1,599,181          |
| Advance Income Tax                    | 78,233,316        | 101,738,378        |
| Advance & Security Deposit            | 2,500,000         | 2,500,000          |
| Deposit Clearing                      | -                 | 5,904,643          |
| Advance Against Printing              | 733,125           | 334,672            |
| Advance Ag. Right Share               | -                 | 178,504            |
| Advance Income Tax Against House Rent | 3,078,420         | 2,358,450          |
| Advance Against CIC Investment        | 2,636,676         | 1,858,988          |
| Bills Receivable                      | 1,053,325         | 29,026             |
| Bank Guarantee                        | 2,129,331         | -                  |
| Agent Balance                         | 1,606,012         | -                  |
| <b>Total Taka:</b>                    | <b>93,323,725</b> | <b>116,662,443</b> |

The above debts are considered good for realization / adjustment.

|                                      |                        |                        |
|--------------------------------------|------------------------|------------------------|
| <b>15.00 CASH AND BANK BALANCES:</b> | <b>Tk. 540,571,674</b> | <b>Tk. 317,484,176</b> |
|--------------------------------------|------------------------|------------------------|

The break up of the above is as follows :

|                    |                    |                    |
|--------------------|--------------------|--------------------|
| A) At Bank         |                    |                    |
| Short term Deposit | 29,424,583         | 23,429,689         |
| Current Deposit    | 277,513            | 1,655,375          |
| Fixed Deposit      | 508,901,010        | 288,101,010        |
|                    | <b>538,603,106</b> | <b>313,186,074</b> |
| B) Cash in Hand    | 1,968,568          | 4,298,102          |
|                    | <b>540,571,674</b> | <b>317,484,176</b> |

|   | 2012       |                    | 2011       |                    |
|---|------------|--------------------|------------|--------------------|
| <b>16.00 LAND &amp; LAND DEVELOPMENT COST :</b> | <b>Tk.</b> | <b>318,922,500</b> | <b>Tk.</b> | <b>311,180,000</b> |

The above value represents the revalued price of Land and Land Development at the Balance Sheet date. They has employed an independent valued viz. A. Wahab & Co., Chartered Accountant during the year 2009 and the value arrived as under:

|                                |                    |                    |
|--------------------------------|--------------------|--------------------|
| Land at Kawran Bazar Area      | 50,750,000         | 43,250,000         |
| Land and building at Motijheel | 268,172,500        | 267,930,000        |
|                                | <b>318,922,500</b> | <b>311,180,000</b> |

|                                   |            |                   |            |                   |
|-----------------------------------|------------|-------------------|------------|-------------------|
| <b>17.00 OTHER FIXED ASSETS :</b> | <b>Tk.</b> | <b>13,840,587</b> | <b>Tk.</b> | <b>14,806,022</b> |
|-----------------------------------|------------|-------------------|------------|-------------------|

The above balance represents written down value of the fixed assets as balance sheet date, Details of the fixed assets are shown in Schedule A.

|                                    |            |                |            |                |
|------------------------------------|------------|----------------|------------|----------------|
| <b>18.00 STOCK OF STATIONERY :</b> | <b>Tk.</b> | <b>417,747</b> | <b>Tk.</b> | <b>405,099</b> |
|------------------------------------|------------|----------------|------------|----------------|

The stock of stationery was valued at cost price.

|                                 |            |                |            |                |
|---------------------------------|------------|----------------|------------|----------------|
| <b>19.00 SECURITY DEPOSIT :</b> | <b>Tk.</b> | <b>162,175</b> | <b>Tk.</b> | <b>162,175</b> |
|---------------------------------|------------|----------------|------------|----------------|

This represents the security money deposited against Bangladesh Telephone & Telegraph Board (BTTB), Bangladesh Power Development Board (BPDB) and Dhaka Electric Supply Authority (DESA).

|  |            |                |            |                |
|--|------------|----------------|------------|----------------|
| <b>20.00 INSURANCE STAMP IN HAND :</b> | <b>Tk.</b> | <b>348,018</b> | <b>Tk.</b> | <b>612,980</b> |
|--|------------|----------------|------------|----------------|

This represents unused insurance stamp in hand at the end of the period and was valued at cost price.

|  |            |                    |            |                    |
|--|------------|--------------------|------------|--------------------|
| <b>21.00 PREMIUM LESS RE-INSURANCE :</b> | <b>Tk.</b> | <b>171,566,018</b> | <b>Tk.</b> | <b>157,255,513</b> |
|--|------------|--------------------|------------|--------------------|

This represents net premium from Direct Business and Government Business.

| Class of Business | Gross Premium      | Re-Insurance Accepted | Re-Insurance Ceded | Net Premium        | Net Premium        |
|-------------------|--------------------|-----------------------|--------------------|--------------------|--------------------|
| Fire              | 98,196,383         | -                     | 37,277,694         | 60,918,689         | 59,136,793         |
| Marine            | 106,629,652        | -                     | 18,120,783         | 88,508,869         | 73,162,132         |
| Motor             | 19,988,579         | -                     | 915,344            | 19,073,235         | 21,084,102         |
| Misc.             | 22,115,092         | -                     | 19,049,867         | 3,065,225          | 3,872,486          |
| <b>Total Tk.</b>  | <b>246,929,706</b> | <b>-</b>              | <b>75,363,688</b>  | <b>171,566,018</b> | <b>157,255,513</b> |

## 21.00A Compliance of Section 40C of Insurance Act, 1938

The Section 40C deals with the limitation of Expenses of Management of General Insurance business and in the light of the Section 40C and Rule 40 the Insurance Rule, 1958 the comparative figure of Management Expenses is given below:

| Class                                  | Level of Premium   | Rate | Allowable Expenses | Actual Expenses   | Variance            | Remarks        |
|--|--------------------|------|--------------------|-------------------|---------------------|----------------|
| <b>Income from Non Marine Business</b> |                    |      |                    |                   |                     |                |
| First                                  | 10,000,000         | 30%  | 3,000,000          |                   |                     |                |
| Next                                   | 10,000,000         | 25%  | 2,500,000          |                   |                     |                |
| Next                                   | 10,000,000         | 24%  | 2,400,000          |                   |                     |                |
| Next                                   | 10,000,000         | 24%  | 2,400,000          |                   |                     |                |
| Next                                   | 10,000,000         | 23%  | 2,300,000          |                   |                     |                |
| Next                                   | 10,000,000         | 22%  | 2,200,000          |                   |                     |                |
| Next                                   | 12,500,000         | 18%  | 2,250,000          |                   |                     |                |
| Balance                                | 73,923,165         | 16%  | 10,848,009         |                   |                     |                |
| <b>Sub-Total</b>                       | <b>146,423,165</b> |      | <b>27,898,009</b>  |                   |                     |                |
| <b>Income from Marine Business</b>     |                    |      |                    |                   |                     |                |
| First                                  | 10,000,000         | 18%  | 1,800,000          |                   |                     |                |
| Next                                   | 10,000,000         | 15%  | 1,500,000          |                   |                     |                |
| Next                                   | 10,000,000         | 15%  | 1,500,000          |                   |                     |                |
| Next                                   | 10,000,000         | 13%  | 1,300,000          |                   |                     |                |
| Next                                   | 10,000,000         | 13%  | 1,300,000          |                   |                     |                |
| Next                                   | 10,000,000         | 13%  | 1,300,000          |                   |                     |                |
| Next                                   | 12,500,000         | 11%  | 1,375,000          |                   |                     |                |
| Balance                                | 20,202,898         | 10%  | 3,412,965          |                   |                     |                |
| <b>Sub-Total</b>                       | <b>92,702,898</b>  |      | <b>13,487,965</b>  |                   |                     |                |
| <b>Total:</b>                          | <b>239,126,063</b> |      | <b>41,385,974</b>  | <b>59,104,509</b> | <b>(17,718,535)</b> | <b>Adverse</b> |

No provision for income tax has been made for excess management expenses as per 4th Schedule of Income Tax Ordinance, 1984 because the company has applied for condonation of contravention of Section 40C of the Insurance Act, 1938.

**NOTES ON OTHERS****22.00 EARNING PER SHARES-BASIS:**

Weighted average number of ordinary shares outstanding during the period.

In computing the basic EPS for the period ended as on December 31, 2012 the total number of shares including the bonus shares have been considered as the basis for weighted average number of shares outstanding during the period as on December 31, 2012.

The Computation of EPS is given below:

| Date            | No. of Shares     | Period               | Days       | Weight     | Weighted average |
|-----------------|-------------------|----------------------|------------|------------|------------------|
| 01.01.2012      | 25,837,234        | 01.01.12 to 31.12.12 | 365        | 365        | 254.39           |
| 21.06.2012 (R.) | 11,233,580        | 21.06.12 to 31.12.12 | 194        | 194        | 58.79            |
| <b>Total</b>    | <b>37,070,814</b> |                      | <b>559</b> | <b>559</b> | <b>313.18</b>    |

Earning Attributable to ordinary shareholders

$$\text{EPS} = \frac{56,856,402 \times 365}{37,070,814 \times 313.18}$$

Weighted average earning per shares during the period = 1.79

**23.00 CLAIMS AGAINST COMPANY NOT ACKNOWLEDGED AS DEBT:**

There was no claim against Company, which is not acknowledged as debt other than normal course of business.

**24.00 CONTINGENT LIABILITIES:**

There was no contingent liabilities other than normal course of business.

**25.00 CREDIT FACILITIES**

There was no credit facility available to the Company under any contract and availed of as on December 31, 2012 other than trade available in the ordinary course of business.

**26.00 MISC. EXPENSES**

No single transaction under this head of accounts Miscellaneous exceeded Tk. 5,000.

**27.00 Capital Expenditure Commitment :**

There was no capital expenditure commitment as at 31st December 2012.

28.00 There were 303 numbers of employees and no employees have drawn salary less than Tk. 3,000 per month

29.00 There was no bank guarantee issued by the Company on behalf of their directors.

30.00 Auditors were paid only statutory audit fee duly approved by the Shareholders in the last AGM.

31.00 There was no capital work in progress at the end of the Accounting year.

32.00 No expenses were paid as Royalty and Salary to Technical Experts etc.

33.00 During the year the Company was not entered into any agreement with the third party

34.00 There was no event occurred after Balance Sheet date, which might effect financial position of the Company as on Balance Sheet date.

# Central Insurance Company Limited

INVESTMENT IN SHARE AS ON DECEMBER 31, 2012

Annexure-1

| Sl. | Name of Items                      | No.of Share | Book Value           | Market Value as on 30.12.12 |
|-----|------------------------------------|-------------|----------------------|-----------------------------|
| 1   | ACI                                | 6,000       | 2,484,900            | 847,200.00                  |
| 2   | BRAC Bank Ltd.                     | 576         | 23,371               | 20,044.80                   |
| 3   | Central Depository Bangladesh Ltd. | 456,945     | 1,569,450            | 1,569,450.00                |
| 4   | Eastland Insurance                 | 13,700      | 1,566,240            | 775,420.00                  |
| 5   | Fareast Islami Life Insurance Ltd. | 3,247       | 5,000                | 344,831.40                  |
| 6   | GMG Air Lines Ltd.                 | 100,000     | 5,000,000            | 5,000,000.00                |
| 7   | Grameen Mutual Fund (One)          | 15,000      | 1,170,401            | 793,500.00                  |
| 8   | Green Delta Mutual Fund            | 100,000     | 1,000,000            | 1,000,000.00                |
| 9   | IBBL Mudaraba Perpetual Bond       | 500         | 460,652              | 496,375.00                  |
| 10  | ICB AMCL 1st Mututal Fund          | 40,000      | 2,862,673            | 1,624,000.00                |
| 11  | ICB AMCL Islamic Mututal Fund      | 30,000      | 1,490,175            | 660,000.00                  |
| 12  | ICB Islamic Bank Ltd.              | 200         | 2,000                | 1,500.00                    |
| 13  | Khulna Power Co. Ltd.              | 99,622      | 9,981,817            | 4,961,175.60                |
| 14  | Lafarge Surma Cement               | 250,000     | 9,533,580            | 8,225,000.00                |
| 15  | M I Cement Factory Ltd.            | 3,156       | 260,921              | 261,632.40                  |
| 16  | MJL Bangladesh Ltd.                | 79          | 6,900                | 6,296.30                    |
| 17  | National Bank Ltd.                 | 610         | 11,154               | 13,481.00                   |
| 18  | National Tubes                     | 12,000      | 1,848,956            | 501,600.00                  |
| 19  | Orion Laboratories Ltd.            | 25,000      | 2,500,000            | 2,500,000.00                |
| 20  | Pragati General Insurance Ltd.     | 55          | 5,088                | 3,432.00                    |
| 21  | RAK Ceramics (BD.) Ltd.            | 141         | 5,664                | 8,008.80                    |
| 22  | Singer BD Ltd.                     | 12,250      | 5,268,018            | 2,010,225.00                |
| 23  | Sumit Power Ltd.                   | 12,500      | 1,058,517            | 666,250.00                  |
| 24  | Titas Gas                          | 150         | 13,513               | 9,795.00                    |
| 25  | United Leasing Co. Ltd.            | 42,000      | 4,002,943            | 1,310,400.00                |
|     | <b>Total :</b>                     |             | <b>52,131,933.40</b> | <b>33,609,617.30</b>        |

## History of the Company

### Corporate Information

|  |                        |
|--|------------------------|
| First Board Meeting  | : 18th March, 1988     |
| Date of incorporation  | : 12th November, 1987  |
| Obtained certificate for commencement of business                  | : 12th November, 1987  |
| Registered with the Department of Insurance                        | : 30th November, 1987  |
| Commencement of Business   | : 10th December 1987   |
| First Dividend declared  | : 1992                 |
| Listing on Dhaka Stock Exchange                                    | : 20th March, 1995     |
| Listing on Chittagong Stock Exchange                               | : 22nd October, 1995   |
| Prospectus issued for public subscription                          | : 22nd September 1994  |
| Subscription Opened  | : 19th December, 1994  |
| Subscription Closed  | : 28th December, 1994  |
| Public Subscription  | : Tk. 3.00 crore       |
| Amount over subscription   | : Tk. 32,38,24,500.00  |
| First Trading of shares on Dhaka Stock Exchange                    | : 20th March, 1995     |
| First Trading of shares on Chittagong Stock Exchange               | : 22nd October, 1995   |
| Market Price of each share as introduce in DSE                     | : Tk. 177.17           |
| 1st AGM in participation of public shareholders at Sonargaon Hotel | : 7th August, 1995     |
| Issuance of 1st Bonus Share  | : 11th September, 2004 |
| Agreement Sign with CDBL   | : 23rd July, 2005      |
| Issuance of 1st Right Share  | : 24th April 2006      |

### Capital structure & Share Value

|   |                               |
|---|-------------------------------|
| Authorised Capital                            | : Tk. 100.00 crore            |
| Issued, Subscribed & Paid-up Capital          | : Tk. 37,07,08,140.00         |
| Number of shares issued                       | : 3,70,70,814                 |
| Face Value                                    | : Tk. 10.00                   |
| Market Lot                                    | : 200                         |
| Number of shareholders as on 31 December 2012 | : 5105 nos.                   |
| First election of Public Directors            | : 26th November, 1997         |
| Book Value per share                          | : Tk. 25.36                   |
| Market Price – DSE in 2012                    | : (High) 71.8, (Low) Tk. 31.3 |
| Market Price – CSE in 2012                    | : (High) 71.8, (Low) Tk. 31.3 |

## List of the Branches

- 01 LOCAL OFFICE  
**Mr. Md. Shamsul Karim**  
Deputy Managing Director (Dev) & Incharge.
- 02 MOULVI BAZAR BRANCH  
**Mr. S. M. Shahidullah**  
Deputy Managing Director (Dev) & Incharge.
- 03 NAYARANGANJ BRANCH  
**Al-Haj Khabir Uddin Ahmed**  
Deputy Managing Director (Dev) & Incharge
- 04 NAWABPUR BRANCH  
**Mr. Md. Badrul Amin**  
Deputy Managing Director (Dev) & Incharge
- 05 MOTIJHEEL BRANCH  
**Mr. Badrul Munir**  
Sr. Executive Vice President (Dev.) & Incharge
- 06 SK. MUJIB ROAD BRANCH  
**Mr. Nur Mohammed**  
Sr. Executive Vice President (Dev.) & Incharge
- 07 KHATUNGANJ BRANCH  
**Mr. Md. Ali Sarwar Titu**  
Executive Vice President (Dev.) & Incharge
- 08 JUBILEE ROAD BRANCH  
**Alhaj Md. Abdur Rouf**  
Sr. Vice President (Dev) & Incharge
- 09 DILKUSHA BRANCH  
**Mr. Golam Mohammad Abdul Khaleque**  
Senior Vice President (Dev) & Incharge
- 10 NEWMARKET BRANCH  
**Mr. Md. Sujjad Hossain**  
Senior Vice President (Dev) & Incharge
- 11 KAWRAN BAZAR BRANCH  
**Mr. Md. Anwar Hossain**  
Senior Vice President (Dev) & Incharge
- 12 RAJSHAHI BRANCH  
**Mr. Md. Yeasin Ali**  
Senior Vice President (Dev) & Incharge
- 13 NARSINGDI BRANCH  
**Mrs. Tangema Sultana (Ruma)**  
Senior Vice President (Dev) & Incharge
- 14 JESSORE BRANCH  
**Mr. Md. Kamal Hossain**  
Senior Vice President (Dev) & Incharge
- 15 BANGSHAL BRANCH  
**Mr. Jainal Abedin**  
Vice President (Dev.) & Incharge
- 16 KUSHTIA BRANCH  
**Mr. Ali Hossain Akhter**  
Vice President (Dev) & Incharge
- 17 RANGPUR BRANCH  
**Mr. M. A. Halim Kanoon**  
Vice President (Dev) & Incharge
- 18 BOGRA BRANCH  
**Mr. A.B.M. Siddque**  
Vice President (Dev) & Incharge
- 19 MYMENSINGH BRANCH  
**Mr. Md. Abdur Rouf**  
Assistant Vice President (Dev) & Incharge
- 20 DINAJPUR BRANCH  
**Mr. Md. Kafil wara Masud**  
Assistant Vice President (Dev) & Incharge
- 21 FARIDPUR BRANCH  
**Mr. Md. Abdul Haque**  
Assistant. Vice President (Dev) & Incharge
- 22 VIP ROAD BRANCH  
**Mr. Md. Shah Alam**  
Assistant Vice President (Dev.) & Incharge
- 23 COMILLA BRANCH  
**Mr. Md. Abul Hashem Mojumder Pervez**  
Assistant Vice President (Dev) & Incharge
- 24 Jaypurhat Branch  
**Mr. Md. Mostafizur Rahman**  
Assistant Vice President (Dev) & Incharge
- 25 BARISAL BRANCH  
**Mr. Md. Shahidul Haque**  
Senior Manager (Dev) & Incharge
- 26 SYLHET BRANCH  
**Mr. Azad Bakth Chowdhury**  
Senior Manager (Dev) & Incharge
- 27 PABNA BRANCH  
**Mr. Md. Abdul Quddus**  
Senior Manager & Incharge
- 28 AGRABAD BRANCH  
**Mr. Abdul Momen**  
Manager & Incharge
- 29 LALMONIRHAT BRANCH  
**Mr. A.K.M. Rafiqul Islam**  
Manager (Dev) & Incharge
- 30 SATKHIRA BRANCH  
**Mr. Shaikh Arifur Rahman**  
Incharge



সেন্ট্রাল ইনস্যুরেন্স কোম্পানী লিঃ

**CENTRAL INSURANCE COMPANY LTD.**

Registered Office : Uttara Bank Bhaban (13th Fl), 90-91 Motijheel C/A, Dhaka-1000

## PROXY FORM

I/We ..... of .....

in the district of .....being a Member of CENTRAL INSURANCE COMPANY LIMITED  
hereby appoint Mr/Ms. .... of (Address) .....

as my proxy to attend on my behalf at the 25th Annual General Meeting of the Company to be held  
on Thursday, the 20th day of June, 2013 at 11:00 a.m at Officers' Club, 26 Baily Road, Dhaka and at any  
adjournment thereof.

as witness i put my hand this ..... day of ..... 2013.

.....  
(Signature of Proxy)

Revenue  
Stamp  
(Tk-20.00)

.....  
(Signature of Shareholder)

Folio No./BO ID No. ....

Folio No./BO ID No. ....  
No. of Shares .....

### Important

1. The proxy form, duly filled in & stamped, must be deposited at the Registered Office of the Company at least 48 (Forty Eight) hours before the time for holding the meeting.
2. Signatures of the Shareholder and the Proxy must conform to the specimen signature registered with the Company/Depository Participant(s).



সেন্ট্রাল ইনস্যুরেন্স কোম্পানী লিঃ

**CENTRAL INSURANCE COMPANY LTD.**

Registered Office : Uttara Bank Bhaban (13th Fl), 90-91 Motijheel C/A, Dhaka-1000

## ATTENDANCE SLIP

I/We do hereby record my attendance at the 25th Annual General Meeting of the Company to be held on  
Thursday, the 20th day of June, 2013 at 11:00 a.m at Officers' Club, 26 Baily Road, Dhaka.

|   |  |
|---|--|
| Name of the member/Proxy<br>(in Block Letter) |  |
| BO ID No.                                     |  |
| Mobile Number                                 |  |
| E-mail address (if any)                       |  |

Signature Verified by

.....  
Signature of the Member/Proxy

.....  
Authorised Signatory of the Company

Note :

1. Please note that AGM can only be attended by the honourable Shareholder or properly constituted proxy. Therefore, any friend or children accompanying with honourable Shareholder or proxy cannot be allowed into the meeting.
2. Please present this slip at the reception desk.

