DIRECTORS' REPORT

FOR THE YEAR ENDED ON 31ST DECEMBER, 2023

Bismillahir Rahmanir Rahim

Dear Valued Shareholders,

Assalamu Alaikum.

On behalf of the Board of Directors, I am delighted to welcome you all to the 36th Annual General Meeting of the Central Insurance Company Limited (CICL) and have the pleasure to place before you the Annual Directors' Report together with the Audited Accounts of the Company covering the Statement of Financial Position (Balance Sheet) Statement of Comprehensive Income (Profit & Loss Account) Consolidated Insurance Revenue Accounts (Revenue Accounts) the notes thereto and the Auditors' Report for the year ended 31st December, 2023.

I have placed these documents before you to be received, considered and adopted by you as per ***AGENDA-ONE (01) OF THIS ANNUAL MEETING*** of the General Body of the Company. They are prepared in compliance with referrals stated below.

The reports of the Board of Directors of the Company be and is hereby approved vide resolution no 5 of the Board of Directors' meeting no. 249th held on May 08, 2024.

REFERRALS – *as per laws of the land*

In compliance with the provisions of Section 184 of the Companies Act 1994, including Condition no. 1(5) of the Corporate Governance Code 2018(CG Code/the Code) issued by BSEC and IAS-1 referring to section 27 & 76 of Insurance Act, 2010 and Rule 12 (and the schedule there under) of the Bangladesh Securities and Exchange (BSEC) Rules 1987 along with other related sections, subsections, rules and regulations in this purpose pursued accordingly to prepare, approve and submit the Directors' Report before the respected shareholders of the company for their consideration and adoption as a norm of Corporate Democracy.

Besides, the Audited Financial Statements in this the Annual Report of the Directors' is presented and submitted as per Presentation of Financial Statements Codes as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB).

GLOBAL ECONOMY – *aftermath of Covid and effect of Russia-Ukraine War.*

Global economy faced a new challenge after the Great Depression of the 1930s due to COVID-19 and Russia-Ukraine War impact resulting in higher inflation rate of the Globe. The ongoing war in Ukraine has dimmed prospects of a post-pandemic economic recovery for emerging and developing economies in the Globe, says the World Bank's Economic Update.

The global economy continues to be weakened by the war through significant disruptions in trade and food and fuel price shocks, all of which are contributing to high inflation and subsequent tightening in global financing conditions. The only measures should be policy instruments: income protection measures and job protection measures.

GLOBAL INSURANCE - *below 10 years' average*

Insurers have the potential to achieve even greater social good largely because they already act as society's "financial safety net," providing a backstop against financial loss for innumerable risks worldwide. However, more insurers are realizing they have a bigger role to play in helping prevent risk, mitigating loss severity, and closing life and non-life protection gaps in global markets, especially in the face of the growing number of what appear to be financially unsupportable risks.

For the third straight year, the non-life insurance sector is boosting top-line growth with higher-than-average price increases across nearly all lines of business—yet rising loss costs are making bottom-line profitability elusive for many carriers and the industry as a whole. The one-two punch of elevated inflation and catastrophic events could help fuel transformation in the way the sector interacts with consumers.

On a global basis, non-life premiums increased 1.5% in real terms year over year in 2023, far below the 10-year average of 3.5%. However, premiums are forecast to improve in 2024 to 1.8% year over year, mostly due to rate hardening in personal and some commercial lines. Non-life insurer profitability is expected to improve through 2024 as higher interest rates strengthen investment returns, premium rate hardening continues, and expectations for slowing inflation lowers claims severity.

BANGLADESH ECONOMY – *promising with number of positive indicators*

This government has shown remarkable success in keeping both the budget deficit and debt levels at sustainable and bearable levels for the past 15 years. However, we all know the risk of a negative impact on Bangladesh's balance of payments was raised due to the Covid-19 and Russia-Ukraine war, together with the sluggish global economic growth, supply chain disruptions, rising prices for fuel, gas, food, consumer goods, industrial raw materials, and freight on the international market.

Bangladesh is one of the fastest growing economies in the world. As per WTO, after the global pandemic in fiscal year 2022-23, Bangladesh registered a GDP growth rate of 6.10 %. Bangladesh will clock the sixth highest economic growth in Asia in 2024 although it will be much lower than its average in recent times. The GDP growth in Bangladesh in 2024 and 2025 is forecasted to be 5.6 % and 5.8 % respectively.

Experts have been saying for a long time that Bangladesh is one of the most untapped insurance markets in terms of penetration rate. There is no reason why, in line with the country's impressive GDP growth, the insurance industry should also not grow by remedying its manifold problems and, most important, by tapping the hitherto untapped segments of the market.

It is known to all that the insurance sector plays a critical role in financial and economic development of an economy. By reducing uncertainty and the impact of large losses, the sector can encourage new investments, innovation, and competition.

MARKET SUMMARY– *government policy is needed to gain public confident*

Our non-life insurance market continues to be extremely overcrowded when compared with developing countries including our neighbors. Currently, there are 79 insurance private companies – 35 life and 45 non-life – in the insurance sector of Bangladesh. Of them, 55 companies are listed on the stock exchanges. The situation has obviously given rise to intense and unhealthy competition among the existing players. At the same time, with deteriorating standards of clients' services, public trust in insurance continues to diminish. Much needs to be done to remedy the situation.

RISK AND CONCERN – *ensure proper management of business risks*

Non-life Insurance business involves the assumption of risks of many types -Physical as well as moral risks. Physical risks are identified as those caused by natural catastrophes, accidental losses and man-made disasters. The key to proper management of insurance business risks to ensure proper management of insurance business risks is to ensure proper selection of risks as well as of the client through a vetting process known as underwriting.

Non-life insurance business also closely follows the country's economic development and any slowdown in the economic activities also has an adverse impact on the insurance industry's growth. CICL, being aware of these business risks practices, does several activities to protect its interests.

PRODUCTS AND SERVICES – *diversified product line*

The products and services of the Company are shown in a separate Chapter.

FINANCIAL STATEMENTS – *present fairly its state of affairs*

The financial statements prepared by the management of the company present fairly its state of affairs, the result of its operations, cash flows and changes in equity. Audited Financial Statements are shown at the end of the report.

BOOKS OF ACCOUNT –*maintaining Proper Books*

The financial statements prepared by the management of the company maintained proper Books of Accounts. The directors oversee whether adequate accounting records are being maintained with vouchers relevant to any entry in good order. The books of accounts are kept at the registered office of the Central Insurance Company Limited.

ACCOUNTING POLICY– *appropriate policies*

In preparation of financial statements appropriate accounting policies have been consistently applied and the accounting estimates are based on reasonable and prudent judgments by the management of the company. The directors supervise for designing, implementing and maintaining internal control relevant to the preparation and fair presentation of these Financial Statements that are free from material misstatement, whether due to fraud and error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

IAS AND IFRS – *followed accordingly*

International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in the preparation of the financial statements and any departure therefrom has been adequately disclosed.

COST OF GOODS SOLD; GROSS PROFIT MARGIN & NET PROFIT MARGIN: *N/A*

CICL is not a manufacturing company. It is a Non-Banking Financial institution dealing with non-life insurance in Bangladesh. Cost of Goods Sold, Gross Profit Margin & Net Profit Margin is not considered to prepare a Financial Statement. Therefore, comparative analysis of financial performance is elaborately discussed in the presentation on Financial Highlights on a separate page in this Annual Report.

FIVE YEARS FINANCIAL ANALYSIS – *comparative Positive Growth*

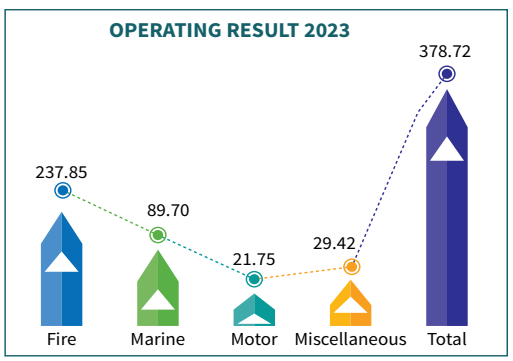
Comparative analysis of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof have been given in the interpretation of the annual accounts chapter for the better understanding of the shareholders. In view with above preceding five years key operating, financial summarized data and graphical representation are also shown in the contents under ''Key Financial Indicators'' and ''Graphical Representation'' in this Annual Report. Some are given below in the title of 'Profit'

OPERATING RESULT OF THE COMPANY-*satisfactory*

During the year 2023, Central Insurance attained Gross Premium income of Tk. 558.58 million as against Tk. 503.19 million in 2022 an increase of 11%. The reasonable growth in Gross Premium income is attributable due to writing new business from the private sector and small growth of net premium caused by low retention of larger risks. Class wise Financial Achievement in 2023 compared to 2022 is shown below:

(Tk/Million

Class	Gross Premium		Net Premium	
	2022	2023	2022	2023
Fire	240.13	320.83	189.18	237.85
Marine	162.98	130.58	130.04	89.70
Motor	21.88	22.83	20.83	21.75
Miscellaneous	78.20	84.34	18.43	29.42
Total	503.19	558.58	358.49	378.72



Underwriting profit has been achieved in 2023 Tk. 101.77 million as against Tk. 103.10 million in 2022.Investment income was Tk. 83.62 million as against Tk. 79.34 million in 2022. Net pre-tax profit stood at Tk. 145.36 million as against Tk. 140.06 million in 2022.Net profit after tax profit amount Tk. 105.03 million as against Tk. 107.93 million in 2022.Besides, some important statistics relating to the performance of the Company in the year 2023 are shown at accounts part.

FINANCIAL RESULTS DETERIORATED – *not any*

Not any other indicators of financial results deteriorated after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing etc.

VARIANCE OF FINANCIAL PERFORMANCES– *no significant deviation*

CICL disclosed quarterly financial performances for the year - 2023. There were some variances in the financial results from quarter to quarter. But they are not very significant ones. There is NO significant variance between Quarterly Financial performances and Annual Financial Statements.

COMPARE WITH LAST YEAR'S OPERATING RESULT– *positive growth*

There were some variances in the financial results from last year. But they are not very significant ones. Besides, a Management's Discussion and Analysis signed by the CEO presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on the last year's success of the Company is shown in a separate Chapter.

EARNINGS PER SHARE (EPS) – *increasing*

Net profit after tax of the company stands at Tk 105.03 million during the year 2023. Earnings per share after tax of Tk. 1.98 compared to Tk. 2.03 per share in the previous year.

DIVIDEND

–12 % Cash Dividend is recommended ***(AGENDA- TWO (02) OF THIS AGM)***

The Company has been paying a prestigious dividend consistently since the inception to fulfill the shareholder's interest. The Board of Directors in its 248th Board Meeting held on 21.03.2024 recommended 12 (Twelve) % cash dividends to the shareholders from available profit during the year 2023.

Dividend Distribution Policy: As per the instruction of the Board of Directors of the company, the management is following a policy regarding dividends to be paid to the shareholders in a manner that shall be in line with and inconsistent with the actual income as well as the practices of the insurance industry. The 'Dividend Distribution Policy' approved by the board is shown as a separate chapter in this Annual Report.

Disclosure on Dividend Distribution: CICL pays off the dividend to the securities holder within 30 (thirty) days of declaration or approval and submits a compliance report to the Exchange and to the Commission in respect of dividend payment within 7 (seven) working days.

Interim Dividend: For your kind information, we also would like to remind you that 'NO' bonus share or stock dividend has been declared by the Board as interim dividend for the year and hence there was no effect on the company's financial position.

Disclosure on Unclaimed / Undistributed Dividend: CICL is listed with DSE on March 20, 1995 and with CSE on October 22, 1995. After being listed with the exchanges, the Company distributed its Dividend among the shareholders (as per record dates). Unfortunately, we could not send the Dividends of some of our shareholders due to several reasons. The unclaimed / undistributed dividend of the company is 52,61,134 in 2023:

The list of shareholders who did not claim for their Dividends is disclosed on the website of the Company, which we could not distribute due to their incomplete information at their respective BO Accounts. As per BSEC notification, a Company must send their unclaimed / undistributed dividends older than three (3) years to Capital Market Stabilization Fund (CMSF).

THE PATTERN OF SHAREHOLDING – *Ownership percentage Disclosed*

A report on the pattern of shareholding disclosing the aggregate number of shares along with name-wise details as on 31 December 2023 is stated in a separate page of this Annual Report.

BOARD OF DIRECTORS –

– *runs the Company elected by the shareholders as part of Corporate Democracy*

There are 18 (Eighteen) Directors on the Board of the company. Mr. Mohammed Masud Hossain is the Chairman and Dr. Jahanara Arzu is the Vice- Chairman of the Board.

Appointment of Directors:

Resume of Appointing Directors: As per BSEC Notification NO. BSEC/ CMRRCD/ 2009-193/ 3/Admin/l04, dated 05 February 2020 and Corporate Governance Code-2018 Condition No 1(5) xxiv (a), we have also made a disclosure to the Directors Profile at the beginning of this Annual Report in case of appointment or re-appointment of any member of the Board of Directors, about their primary employment and other engagement including directorship in other companies and their expertise fields in the resume of such member of the Board of Directors. The same is also disclosed on the website of the Company.

RETIREMENT AND RE-ELECTION OF DIRECTORS:

(AGENDA-THREE (03) OF THIS AGM)

As per the Companies Act, 1994, each year one-third of the Directors (except Independent Director) retire from office at the Annual General Meeting (AGM) and if eligible, may offer themselves for re-election by shareholders at the Annual General Meeting. In line with the requirement of the Company Act, 1994, the following Directors will retire at the ***36th AGM*** on a seniority basis as follows:

GROUP - 'A'

In accordance with the provision of the Articles of Association of the Company, four directors from Group-A namely Mr. Mohammed Masud Hossain, Mr. Nurul Islam, Mr. Abu Mohammad and Mr. Mohammed Masud Karim will retire from the office by rotation at the 36th Annual General Meeting and be eligible for reappointment. They all wish to be re-elected for the position of Director of the Company.

GROUP - 'B'

In accordance with the provision of the Articles of Association of the Company two directors from 'Group-B Directors namely Dr. Jahanara Arzu and Mr. Sarwar Jahan will retire from office by rotation at the 36th Annual General Meeting. Besides, in place of two vacant posts of Directors, No General Shareholder has offered their candidature for appointment as Director.

Election of Directors by Public Subscribers: With a view to informing all public subscribers, we have arranged to publish notification in 2 (two) national dailies for election from public shareholders at this AGM pursuant to the Articles of Association of the Company and The Insurance Rules, 1958, rules 15 (B)(3)].

The Notice was published in the *Daily Morning Observer* Page-06 and the *Daily Protidiner Sangbad* Page-02 on April 16, 2024. However, no Public Subscribers applied since no one met the primary requirement for the position. Hence none is eligible for election as Public Shareholder Director in this AGM.

RE-APPOINTMENT OF AN INDEPENDENT DIRECTOR

(AGENDA-FOUR (04) OF THIS AGM)

As per Recommendation by the NRC of the Company held on 03.09.2023, Mr. Md. Amirul Islam FCA, FCS was re-appointed as an Independent Director of the Company vide resolution no 02 of the Board of Directors' meeting no. 244th held on October 14,2023. The Re-appointment will be for the period of three years from 29.01.2024 to 28.01.2027. The matter is placed here ***at this 36th Annual General Meeting*** of the Company for Approval from Shareholders, subject to approval of the BSEC.

Board Meetings and attendance: During the year, the Board of Directors Meeting and the attendance records are shown in the chart below:

Name	Number of meetings held in 2023	Number of meetings held in 2022
Board of Directors Meeting	07	07
Executive Committee	08	07
Audit Committee	08	08
Nomination and Remuneration Committee	02	02
Total	**25**	24

Attendance by each Director: During the year 2023, Seven (07) Board of Directors Meeting Held.

Sl.	Name	BoD Meeting	
		Held	Attended
1	Mr. Mohammed Masud Hossain, Chairman	7	7
2	Dr. Jahanara Arzu, Vice- Chairman	7	7
3	Mrs. Shahida Akther, Director	7	7
4	Mrs. Nurun Nahar, Director	7	6
5	Mr. Nurul Islam, Director	7	7
6	Mr. Abu Mohammad, Director	7	7
7	Mr. Tayabur Rahman, Director	7	2
8	Mr. Mohammed Musa, Director	7	6
9	Mr. Mohammed Masud Karim, Director	7	7
10	Mr. Zoynal Abedin Chowdhury, Director	7	0
11	Mr. Sarwar Jahan, Director	7	1
12	Mr. Shahriar Jahan, Director	7	1
13	Mr. Shabbir Ul Kabir, Director	7	4

Sl.	Name	BoD Meeting	
		Held	Attended
14	Mrs. Angee Chowdhury, Director	7	7
15	Mrs. Rizwana Afroze Binte Kalam, Director	7	2
16	Mr. Ifthehar Maleque, Director	7	4
17	Mr. Md. Amirul Islam FCA, FCS, Independent Director	7	7
18	Mr. Abu Md. Abid Chowdhury, Independent Director	7	6

Directors' Remuneration *– as prescribed by laws of the land and NRC Policy*

As per IDRA Reference letter No. 53.03.0000.009.18.014.18.123, dated 31 May 2018, directors are eligible for remuneration of BDT 8,000 for attending each meeting. The Directors including Independent Directors, all being Non-Executive Directors, are given only Meeting Attendance Fee of BDT 8,000 (BDT eight thousand only) per head per Meeting of the Board and Committees. During the year 2023, a total amount of BDT 16,63,200/- including VAT & TAX was given to the Directors as Remuneration/Meeting Attendance Fees, Travel expenses and others.

Loan or Advance to Directors: In the year 2023, CICL has **NOT** made any loans or advances or any debit balances (including guarantee or security in connection with a loan) to any other Directors of the company and transactions with Associate/ Sister Concern of CICL under the head of Current Account with refer to the Commission's Notification no. SEC/ CMMRRCD/ 2006-159/Admin/ 02-10 Dated, 10 September 2006.

RELATED PARTY DISCLOSURE - *are conducted on an arm's length basis shown in a Note.*

The transactions with other entities that fall within the definition of related party contained in International Accounting Standards (IAS-24). All transactions involving related parties arising in the normal course of business are conducted on an arm's length basis at commercial rates on the same terms and conditions applicable to the third parties. Details of transactions with related parties as at December 31, 2023 are shown in a Note of the financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS*– shown in separate Chapter*

Management's Discussion and Analysis presents a detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on required topics suggested by the CGC-2018 condition no 1(5) (xxv) of the Code are depicted in a separate chapter signed by the CEO of the Company.

LIQUIDITY MANAGEMENT*- retain sufficient liquidity as per liquidity policies*

Our core liquidity policy is to retain sufficient liquidity in the form of unencumbered liquid assets and cash to meet potential funding requirements arising from a range of possible stress events. To manage the risks, we have a range of liquidity policies and measures in place

RESERVE FUND *- to protect the risk factors as per laws of the land*

To protect the risk factors of the company it is very essential to have a good amount of reserve fund for the Company. The Insurance Act and Income tax ordinance also recommended to build up the reserve fund for the company accordingly the company separated the following reserve funds to protect the risk of the Company's.

SOLVENCY MARGIN *– maintained as per Sec. 43 of Insurance Act-2010*

Under section 43 of Insurance Act 2010 we have maintained the required solvency margin**.** Both short-term and long-term solvency of the company has reached such a level that is needed for meeting the requirement of the new Insurance Act 2010 as well as for getting the satisfaction of the financial analysts and the rating agencies.

SHAREHOLDERS VALUE – *Committed for higher shareholders' value.*

CICL remains fully committed to the delivery of higher shareholders' value. The higher profitability underpins the value of the shareholders derived from investing in the shares of CICL. The total number of shareholders of the company as of 31 December 2023 was 4,353 as per record.

ANNUAL GENERAL MEETING:

The 36th Annual General Meeting (AGM) of the company will be held on 12. 06. 2024 (Wednesday), the Meeting to be arranged through a **Digital Platform** as per permission given by the Bangladesh Securities & Exchange Commission through its Letter No. BSEC/ICAD/SRIC/2024/318/87 dated March 27, 2024 for the Companies that remain in list of 'A Categories for last 5 Years.

CREDIT RATING-*"Stable Outlook" which entails "High Claims Paying Ability,"*

CICL has been taking the Credit Rating from a renowned Agency, Credit Rating and Information Services Ltd. (CRISL) with prior consent and approval of the company's Board of Directors. The Board of Directors believes that Credit Rating can bring transparency; confirm the compliance of rules and regulations of both the Company and Regulatory Authorities; protect the Company and can open the door for achieving excellence. As per the Audited Financial Statement of 2023 and basis on the previous data, strength and performance, we achieved Double A (AA) with "Stable Outlook" which entails "High Claims Paying Ability," protection factors are good and there is an expectation of variability in risk over time due to economic and underwriting conditions. A certificate in this regard is shown at this Annual Report.

CORPORATE GOVERNANCE –*Sound Governance framework and policy*

The Board of Directors of the Company firmly believes that practice of Good Corporate Governance and transparency is a '***sine qua non or condicio sine qua non***' for ensuring a disciplined and a sustainable company as well as economy of the Country. Thus, there is a full-fledged Commitment of the Board, towards incorporating Corporate Governance and Transparency in all spheres of operations and management of the Company.

The corporate governance's framework of the Company is based on an effective independent Board. This includes, among others, not being limited to accountability, disclosures, transparency, justice and uprightness. We stand for all these virtues of good governance and expect the same from our competitors, customers, patrons, and regulators. The Company has complied with all the requirements of Corporate Governance as required by the Bangladesh Securities and Exchange Commission. Pursuant to the clause 5 of Corporate Governance Code (the Code) dated 3 June 2018; we attach the compliance status of the Company. A certificate, on compliance with the conditions as per clause 7(i) of the same notification, from a practicing Chartered Secretary has also been presented on a page in this annual report. The compliance status report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 are disclosed as per Annexure-B and Annexure-C.

CICL also complied with the Corporate Governance Guidline-2023 issued by IDRA. Besides, this Annual Report contains a separate Report on Corporate Governance and Compliances of the Company.

AUDIT COMMITTEE REPORT – *Effective Internal Control Framework*

Pursuant to the clause 5(7) of the Code, dated June 03, 2018 the activities of the Audit Committee, including reports (if any) as per condition no 5(6)(a) and 5(6)(b), have been shown in a separate chapter of this Annual Report.

NRC REPORTS – *Sound NRC Policy Guiding Service Rules of the Company*

Pursuant to the clause 6(5)(c) of the Code, dated June 03, 2018 the activities of the NRC, NRC Policy and Performance Evaluation Criteria thereof have been shown in separate chapters of this Annual Report.

REDRESSED OF MINORITY – *minority shareholders' friendly policies*

We would like to assure you all that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress.

We confirm that 'No' situation arose with minority shareholders since they were protected from abusive actions by, or in the interest of controlling shareholders acting either directly or indirectly and with no effective means of redress.

EFFECTIVE INTERNAL CONTROL – *reviews overall business strategies*

We would further like to ratify that the system of internal control is sound in design and has been effectively implemented and monitored. An effective internal control system also requires that an appropriate control structure is set up with control activities defined at every business level. The Board of directors has the responsibility for approving the review of overall business strategies and significant policies of the internal control system.

INFORMATION TECHNOLOGY- *effective it environment*

Central Insurance confirmed a high-quality Information Technology (IT) system to build up its capable employees by giving house training and also external training in home. With that intent the IT department was also built with IT professionals having knowledge of both software and hardware. With enthusiastic training and working experience the IT Department has become capable of making required software by them to meet up the demands of the other department. The IT professionals with their ever-changing needs are constantly innovating and producing in-house programs to meet the day-to- day business operations of the company. It has magnificently activated a Wide Area Network (WAN) to connect the entire branch office situated all over the Country.

EXTERNAL STATUTORY AUDITORS –

Statutory Auditors' Report: With the recommendation of the Board of Directors, the shareholders confirmed the appointment of the external auditor specifying remuneration of its service. In the last AGM, M/s. Shafiq Basak & Co., Chartered Accountants was appointed as external Auditor in the 35th AGM held on 28.05.2023 for auditing the Accounts of the year 2023. There is 'NO' qualification, reservation, adverse remark or disclaimer passed by the statutory auditors for the year ended 31 December , 2023.

Appointment of Statutory Auditors: (*AGENDA- FIVE (5) OF THIS AGM)*
As per provision under clause (b) of the Order No. SEC/CMRRCD/ 209-193/174/Admin/61 dated 8th July, 2015 of the Securities and Exchange Commission – The issuer of listed securities shall get its financial statements audited by any firm of chartered accountants which is in the panel of the Commission. The issuer company shall not appoint any firm of Chartered Accountants as its statutory auditors for a consecutive period exceeding three years.

M/s. Shafiq Basak & Co., Chartered Accountants have completed a period of THREE years audit of the company. So, Board of Directors Recommended, M/s. Mahfel Huq & Co. Chartered Accountants for appointment as Statutory Auditors in the Company for the year 2024. Under section 210 of the Companies Act 1994, the matter is presented in ***this Annual General Meeting*** to consider the appointment of Auditors and fix their remuneration under the guidelines of ICAB.

M/s. Mahfel Huq & Co., Chartered Accountants are recommended by the Board to be appointed for Auditing the Accounts of the Company for the year 2024 with rumination of Tk. 2,50,000 only including VAT and AIT.

COMPLIANCE AUDITORS –

M/s. Suraiya Parveen & Associates, Chartered Secretaries & Management Consultants was appointed for the year 2023 as Compliance Auditor in the 35th AGM of the Company held held on 28.05.2023 for certification on compliance on Corporate Governance Code-2018 applicable in Bangladesh.

Compliance Auditors' Report: There is no adverse remark or disclaimer passed by the Compliance auditors for the year ended 31st December, 2023. The Compliance Auditors' remarks the Corporate Governance Compliance of the Company as the satisfactory one.

Appointment of Compliance Auditors as per CGC-2018 issued by BSEC:

(AGENDA-SIX (06) OF THE AGM NOTICE)

M/s. Suraiya Parveen & Associates, Chartered Secretaries & Management Consultant is recommended by the Board for certification on compliance on Corporate Governance Code -2018 applicable in Bangladesh for the year 2024 with rumination of Tk. 40,000/- (Forty thousand taka) only excluding VAT and AIT.

Appointment of Compliance Auditors as per IDRA Corporate Governance Guideline-2023

(AGENDA-SEVEN (07) OF THE AGM NOTICE)

M/S. Uttam & Associates, Chartered Secretaries & Management Consultant is recommended by the Board for certification on compliance as per Corporate Governance Guideline-2023 issued by IDRA applicable in Bangladesh for the year 2024 with rumination of Tk. 30,000/- (Thirty thousand taka) only excluding VAT and AIT.

GOING CONCERN- *the Company has adequate resources to continue*

The Board of Directors has reviewed the Company's business plan and is satisfied that the Company has adequate resources to continue its operations in the foreseeable future. Accordingly, the Financial Statements are prepared based on the basis of going concern concept. Thus, there is no significant doubt upon the company's ability to continue as a going concern. During the year 2023, no significant and material orders were passed by the regulators, courts or tribunals, that impacted the going concern status of the Company, or which can potentially impact the Company's future operations.

Financial statements are generally prepared under the assumption that the business will remain a "going concern", that is, it is expected to continue to generate a positive return on its assets and meet its obligations in the ordinary course of business. It is the responsibility of the management of a company to determine whether the going concern assumption is appropriate in the preparation of financial statements. CICL is running well above the level of different parameters set by the respective guidelines of IDRA except for a few ratios.

ACKNOWLEDGEMENT- *thanks to all stakeholders*

The members of the Board of Directors of Central Insurance Company limited like to express gratitude to honorable shareholders, and valued business partners for their patronage and support.

The Directors also express their thanks and profound appreciation for the immense support and cooperation they received from the office of the Chairman, Insurance Development & Regulatory Authority (IDRA), and all concerned Government Offices Including the Ministry of Finance, Ministry of Commerce, Sadharan Bima Corporation, Bangladesh Bank, all Nationalized Bank, Commercial Bank and Financial Institutions, Registrar of Joint Stock Companies & Firms (RJSC), Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange PLC. (DSE), Chittagong Stock Exchange PLC. (CSE), Central Depository Bangladesh Limited (CDBL), National Board of Revenue (NBR), Bangladesh Insurance Association, and Bangladesh Association of Publicly Listed Companies (BAPLC) The Board Members also pleased to put on record their appreciation for the commitment and dedication extended by the management of the Company.

On behalf of the Board of Directors

Mohammed Masud Hossain
Chairman