



# DIRECTORS' REPORT

FOR THE YEAR ENDED ON 31<sup>st</sup> DECEMBER, 2025

Bismillahir Rahmanir Rahim

Dear Valued Shareholders,

Assalamu Alaikum.

On behalf of the Board of Directors, I am delighted to welcome you all to the 38<sup>th</sup> Annual General Meeting of Central Insurance PLC. 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 31<sup>st</sup> December, 2025.

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 12 of the Board of Directors' meeting no. 269<sup>th</sup> held on April 28, 2026.

## 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, Corporate Governance Guideline-2023 issued by IDRA 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

The global economy in 2025 showed unexpected resilience despite headwinds, with growth steadying around 2.7% to 3%. While inflation eased globally, activity was supported by investment and trade front-loading ahead of new tariffs. However, growth remains low by historical standards, constrained by tight financial conditions and geopolitical tension.

Global growth is stabilizing, with estimates ranging from 2.4% (UN) to 2.7–3.0% (World Bank/IMF), often characterized as a "low-growth" plateau rather than a recession. Heightened policy uncertainty, adverse trade policy shifts, and geopolitical tensions are significant risks to the outlook. Global inflation is declining, allowing for potential monetary easing, though US inflation and trade tariff pressures have kept policy rates restrictive.



## Global Insurance Industry in 2025

The global insurance industry in 2025 is demonstrating resilience with improved financial performance and positive underwriting profits, driven by strong premium growth exceeding claims. However, the sector is navigating high-frequency weather-related losses and economic volatility. Non-life Insurance of the globe Experienced strong premium growth but faces pressure from inflation-sensitive motor and property claims, particularly in regions facing severe weather. On the other hand, life Insurance aiding growth through improved investment returns and catering to an aging population, pushing for more holistic health solutions.

## Bangladesh Economy

The Bangladesh economy in 2025 is undergoing a fragile, uneven recovery following the July 2024 uprising, characterized by slow GDP growth (around 3.8–4.8%), high, persistent inflation (above 8%), and weak private investment. The interim government is focusing on financial sector reforms and stabilizing external balances, supported by strong remittances.

GDP growth remained subdued, with estimates suggesting a slight recovery in FY26, but 2025 growth remained below recent historical averages, with private sector credit growth low. Although food inflation eased slightly to around 7.36% towards the end of 2025, headline inflation remained high (approx. 8.49% in December). Stagnant wages have reduced purchasing power. Remittance inflows provided crucial stability to the external sector, alongside a slowly recovering currency.

The government experienced high debt levels and low revenue collection, leading to high domestic borrowing and public sector credit growth, which risks crowding out private investment.

Weaknesses in the banking sector, particularly high non-performing loans, remained a major concern. In 2025, the Bangladesh insurance industry is experiencing growth driven by rising insurance awareness and disposable income.

The economy is projected to slowly recover, with the IMF anticipating growth to pick up in late FY26 as reforms are implemented. However, the outlook is heavily reliant on restoring business confidence and controlling inflation.

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 80 insurance private companies – 35 life and 45 non-life – in the insurance sector of Bangladesh. Of them, 58 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. Central Insurance PLC. 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 PLC.

### **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**

Central Insurance PLC. 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***

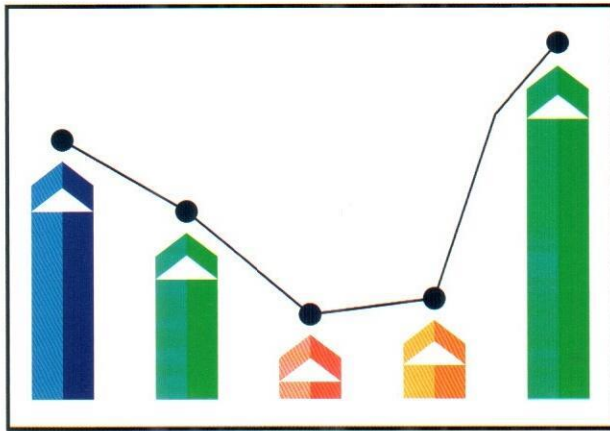
Comparative analysis of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof have been given in the interpretation of the annual accounts chapter for the better understanding of the shareholders. 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 2025, Central Insurance attained Gross Premium income of Tk. 600.56 million as against Tk. 580.77 million in 2024 an increase of 4%. The reasonable growth in Gross Premium income is attributable due to writing new business from private sector and small growth of net premium caused by low retention of larger risks. Class wise Financial Achievement in 2025 compared to 2024 is shown below:

(Tk/Million)

Class	Gross Premium		Net Premium	
	2024	2025	2024	2025
Fire	343.49	354.54	238.22	253.40
Marine	156.39	143.29	121.90	106.67
Motor	16.89	19.27	16.34	18.72
Miscellaneous	63.99	83.45	21.05	36.88
Total	580.77	600.55	397.51	415.67



Underwriting profit has been achieved in 2025 Tk. 74.64 million as against Tk. 80.35 million in 2024. Investment income was Tk. 105.45 million as against Tk. 95.30 million in 2024. Net pre-tax profit stood at Tk. 135.38 million as against Tk. 135.86 million in 2024. Net profit after tax profit amount Tk. 99.47 million as against Tk. 98.16 million in 2024. Besides, some important statistics relating to the performance of the Company in the year 2025 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*

Central Insurance PLC. disclosed quarterly financial performances for the year - 2025. 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)

Net profit after tax of the company stands at Tk 99.47 million during the year 2025. Earnings per share after tax of Tk. 1.87 compared to Tk. 1.85 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 268th Board Meeting held on 16.04.2026 recommended 12% (twelve percent) cash dividends to the shareholders from available profit during the year 2025.



**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 the 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. Year wise the unclaimed / undistributed dividend of the company is given in the following table:

#### Dividend in Taka

YEAR	TOTAL DIVIDEND	UNCLAIMED / UNDISTRIBUTED as on 31.03.2026
2022	7,03,19,889.04	4,78,374.27
2023	5,61,80,774.10	4,66,553.30
2024	5,61,48,05.64	4,87,287.90

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, 2025 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 16 (Sixteen) Directors on the Board of the company. Mr. Mohammed Masud Hossain is the Chairman and Mr. Mohammed Masud Karim 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/I04, 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 38th AGM on a seniority basis as follows:

#### GROUP - 'A'

In accordance with the provision of the Articles of Association of the Company, four (04) directors from Group-A namely **Mr. Tayabur Rahman, Mr. Ifthehar Maleque, Mr. Shahriar Jahan, Mr. Abu Mohammad** will retire from the office by rotation at the 38th 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 **Mr. Shabbir Ul Kabir and Mr. Mohammed Musa** will retire from office by rotation at the 38th 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)] and বীমাকারীর পরিচালনা নির্বাচন বিধিমালা- ২০২৪ Gazetted on June 09, 2024 by Financial Intuition Division under Finance Ministry.

The Notice was published in the Daily Bangladesh Today Page-07 and the Daily Protidiner Sangbad Page-11 and Online Portal Pujibazar Press on May 01, 2026. 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.

**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 2025	Number of meetings held in 2024
Board of Directors Meeting	09	11
Executive Committee	03	04
Audit Committee	05	06
Nomination and Remuneration Committee	01	04
Investment Committee (IC)	01	01
Risk Management Committee (RMC)	01	00
Policyholder Protection & Compliance Committee (PPCC)	01	02
<b>Total</b>	<b>21</b>	<b>28</b>

**Attendance by each Director:**

During the year 2025, Nine (09) Board of Directors Meeting Held. Directors were present as follow

Sl.	Name	BoD Meeting	
		Held	Attended
1	Mr. Mohammed Masud Hossain, Chairman	09	09
2	Mr. Mohammed Masud Karim, Vice-Chairman	09	09
3	Mrs. Shahida Newaz, Director	09	09
4	Mrs. Nurun Nahar, Director	09	09
5	Mr. Nurul Islam, Director	09	07
6	Mr. Abu Mohammad, Director	09	09
7	Mr. Tayabur Rahman, Director	09	00
8	Mr. Mohammed Musa, Director	09	08
9	Dr. Jahanara Arzu, Director	09	08
10	Mr. Zoynal Abedin Chowdhury, Director	09	00
11	Mr. Sarwar Jahan, Director	09	01
12	Mr. Shahriar Jahan, Director	09	05
13	Mr. Shabbir Ul Kabir, Director	09	06
14	Mrs. Angee Chowdhury, Director	09	09
15	Mrs. Rizwana Afroze Binte Kalam, Director	09	07
16	Mr. Ifthehar Maleque, Director	09	08
17	Mr. Md. Amirul Islam FCA, FCS, Ind. Director (Resigned-24.2.2025)	02	02
18	Mr. Abu Md. Abid Chowdhury, Ind. Director (Retired-30.6.2025)	04	04
19	Ms. Gulshan Ara Afroja, Ind. Director (Appointed-11.03.2026)	00	00
20	Mr. Abu Sayed Mojumder FCA, Ind. Director (Appointed-11.03.2026)	00	00

**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<sup>st</sup> 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 2025, a total amount of BDT 1,788,400/- 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 2025, Central Insurance PLC. 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 CIPLC 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 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 transaction with related parties as at December 31<sup>st</sup>, 2025 are shown in a Note of the financial statements.

**CAR EXPENSES – disclosed as part of Compliance.**

In compliance with IDRA circular no- GAD/09/2012 dated July 24, 2012 it is needed to disclose annual Car Expenses of the Company before the shareholders of the Company and the same also needed to be placed in the Half Yearly BoD meeting for 'information' and 'observation'.

### **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.*

Central Insurance PLC. 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 Central Insurance PLC.. The total number of shareholders of the company as of 31 December 2025 was 3014 as per record.

### **ANNUAL GENERAL MEETING:**

38th Annual General Meeting (AGM) of the company will be held on to be arranged through a Digital Platform as per permission given by the Bangladesh Securities & Exchange Commission through its Order 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,"*

Central Insurance PLC. has been taking the Credit Rating from a renowned Agency, National Credit Ratings Ltd. (NCR) 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 2025 and basis on the previous data, strength and performance, we achieved **Triple A (AAA)** 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.

Central Insurance PLC. also complied with Corporate Governance Guideline-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 tainting 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. Mahfel Huq & Co.**, Chartered Accountants was appointed as external Auditor in the 37th AGM held on 25.06.2025 for auditing the Accounts of the year 2025. There were some Qualified Opinion passed by the statutory auditors for the year ended on 31<sup>st</sup> December, 2025.

As per instructions given by DSE vide its letter no DSE-CG & RFC/161/2025/956 dated February 09, 2025 all the Companies are instructed to ensure explanation in its respective years Director Report on any Modified Opinion (Disclaimer/Adverse/Qualified/Emphasis of matter) contained in the Auditors' Report of the Company.

### Adverse Opinion of Mahfel Huq & Co., Chartered Accountants

We have audited the financial statements of Central Insurance PLC. which comprises the Balance Sheet (Statement of Financial Position) as at 31 December 2025, Profit and Loss Account (Statement of Profit or Loss and other Comprehensive Income), Statement of Profit and Loss Appropriation Account, Consolidated Revenue Account, Related Revenue Accounts, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, except for the matters described in the basis for Adverse Opinion section of the report, the accompanying financial statements present fairly, in all material respects, the financial position of the company as at 31 December, 2025, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) as described in policy note, the Companies Act 1994, the Insurance Act 2010, the Insurance Rules 1958, the Securities and Exchange Rules 2020 and other applicable laws and regulations.

### Basis for Adverse Opinion of M/s. Mahfel Huq & Co., Chartered Accountants

As disclosed in the financial statements, premium collection amounted to Tk. 600,555,897 (as per Form-XL), whereas premium collection as per VAT returns amounted to Tk. 540,995,438, resulting in an unexplained difference of Tk. 59,560,459 without any satisfactory reconciliation. Consequently, we were unable to determine whether premium income and related balances are free from material misstatement.

Additionally, as disclosed in note 17.00, Amount Due from Other Persons or Bodies Carrying on Insurance Business amounting to Tk. 325,924,680, and note 7.00, Amount Due to Other Persons or Bodies Carrying on Insurance Business amounting to Tk. 107,982,981, remain unreconciled and unconfirmed by third parties. In the absence of reconciliations and external confirmations, we were unable to verify the completeness, existence, and accuracy of these balances.

Furthermore, as disclosed in note 39.00, the Company has a subsidiary, Central Insurance Investment Limited. However, the Company did not prepare consolidated financial statements, which constitutes non-compliance with IFRS 10. Accordingly, the financial statements do not reflect the financial position, performance and cash flows of the Company and its subsidiary on a consolidated basis. The Company has recorded investment in Central Insurance Investment Limited amounting to Tk. 99,999,700 without relevant approval from the Insurance Development and Regulatory Authority (IDRA).



Furthermore, as disclosed in note 8.00 and note 15.00, no adjustment was made during the year between Provision for Income Tax and Advance Income Tax balances, resulting in overstatement of assets and liabilities.

Sufficient appropriate audit evidence was not provided in respect of Deposit Premium, Agent Balance and Bank Guarantee under note 5.00, 6.00 and 15.00.

Accordingly, we were unable to determine whether any adjustments were necessary. Contrary to IDRA Circular No. Gen-29/2011 dated 24 November 2011, the Company accepted bank guarantees as a mode of premium collection and issued insurance cover without actual realization of premium through prescribed banking channels. Such practice is inconsistent with regulatory requirements and raises concerns regarding recognition and recoverability of related premium balances.

As disclosed in note 18.00, cash and cash equivalents, appropriate bank reconciliations were not provided and complete bank statements for certain bank accounts were not made available for audit. The Company does not fully comply with IFRS 16 in accounting for lease arrangements, which may result in material misstatement of right-of-use assets, lease liabilities and related measurements and disclosures.

### Explanation of the Board Regarding above Adverse Opinion contained in the Auditors' Report for the year-2025.

As requires by section 184(3) of the Company Act 1994 the necessary explanations are given below against the adverse remark contained in the auditor's report.

Auditor's remarks	Explanations of the Board of Directors
<p>As disclosed in the financial statements, premium collection amounted to Tk. 600,555,897 (as per Form-XL), whereas premium collection as per VAT returns amounted to Tk. 540,995,438, resulting in an unexplained difference of Tk. 59,560,459 without any satisfactory reconciliation. Consequently, we were unable to determine whether premium income and related balances are free from material misstatement.</p>	<p>The premium collection as per our financial statements is Taka 600,555,897 that includes Premium from private business and Premium from Government Business (Public Sector Business). The difference arises due to Deposit Premium (Note-5), refund premium and cancellation, etc.</p>
<p>Additionally, as disclosed in note 17.00, Amount Due from Other Persons or Bodies Carrying on Insurance Business amounting to Tk. 325,924,680, and note 7.00 Amount Due to Other Persons or Bodies Carrying on Insurance Business amounting to Tk. 107,982,981, remain unreconciled and unconfirmed by third parties. In the absence of reconciliations and external confirmations, we were unable to verify the completeness, existence, and accuracy of these balances.</p>	<p>Transaction with Sadaran Bima Corporation (SBC): Amount due from SBC for insurance business amounting to Tk. 323,216,591 &amp; amount due to SBC for insurance business amounting to Tk. 106,991,400 i.e. net amount due from SBC for amounting to tk. 216,225,191 this amount arises from continuous business transaction with them.</p> <p>Transaction with Other Insurance Company (OIC): Amount due from OIC for amounting to Tk. 2,708,089 &amp; amount due to OIC for amounting to Tk. 991,581 i.e. net amount due from OIC for amounting to tk. 1,716,508 this amount also arises from continuous business transaction with them.</p> <p>However, during the course of audit period, the auditor sent balance confirmation letter to SBC and other insurance company. We have also communicated with them for confirmation and authentication of this balances.</p>

<p>Furthermore, as disclosed in note 39.00, the Company has a subsidiary, Central Insurance Investment Limited. However, the Company did not prepare consolidated financial statements, which constitutes non-compliance with IFRS10. Accordingly, the financial statements do not reflect the financial position, performance and cash flows of the Company and its subsidiary on a consolidated basis. The Company has recorded investment in Central Insurance Investment Limited amounting to Tk. 99,999,700 without relevant approval from the Insurance Development and Regulatory Authority (IDRA).</p>	<p>Investment in Central Insurance Investment Ltd. (CIIL) meets the definition criteria of subsidiary company and thus consolidation becomes necessary. However, the CIIL is yet to get necessary licenses from concern regulatory bodies to commence its business. It is to be mentioned here that the CIIL does not have any activities except to incur some regulatory expenses in relation to compliance issue. As a result, there would have been no impact for non-preparation of consolidated financial statement as requirement by IFRS10.</p> <p>Also please note that the Company has invested in CIIL for amounting to Tk. 99,999,700 and in parallel taken loan from CIIL for amounting to Tk.99,245,000 resulting a net investment of Tk.754,700 only.</p>
<p>Furthermore, as disclosed in note 8.00 and note 15.00 no adjustment was made during the year between Provision for Income Tax and Advance Income Tax balances, resulting in overstatement of assets and liabilities.</p>	<p>The Company has filed Appeal to Taxes Appellate Tribunal and also to High Court Division of Supreme Court Bangladesh against prior year's assessment order which are still pending for disposal. We have made appropriate amount as Provision for Income Tax and accordingly the income tax paid earlier were shown as Advance Income Tax in Financial Statement. However, we will make necessary adjustment in books of accounts after receiving the final appeal order from competent authority.</p>
<p>Sufficient appropriate audit evidence was not provided in respect of Deposit Premium, Agent Balance and Bank Guarantee under note 5.00, 6.00 and 15.00</p> <p>Accordingly, we were unable to determine whether any adjustments were necessary. Contrary to IDRA Circular No. Gen-29/2011 dated 24 November 2011, the Company accepted bank guarantees as a mode of premium collection and issued insurance cover without actual realization of premium through prescribed banking channels. Such practice is inconsistent with regulatory requirements and raises concerns regarding recognition and recoverability of related premium balances.</p>	<p>Deposit Premium: It represents the premium money received against cover-notes for which policies have yet been issued.</p> <p>Agent Balance: Agent commission is paid, in case of marine insurance business, when the premium is collected against cover note but the said commission is adjusted with revenue account after issuing the policy against respective cover note. However, this balance will adjust in full in the subsequent periods, subject to the issuance of respective policy note.</p> <p>Bank Guarantee: This is a long practice of the insurance industry. When a client takes insurance cover note from us during opening of LC with their bank, the said bank makes sure us that the premium will be realized from client's bank account by them after issuing of policy note by us and they deposit the proceeds to us accordingly as against bank guarantee.</p>
<p>As disclosed in note 18.00, cash and cash equivalents, appropriate bank reconciliations were not provided and complete bank statements for certain bank accounts were not made available for audit. The Company does not fully comply with IFRS 16 in accounting for lease arrangements, which may result in material misstatement of right-of-use assets, lease liabilities and related measurements and disclosures.</p>	<p>Cash and cash equivalent includes cash in hand, term deposit, current and fixed deposit, etc. We have provided bank reconciliation statements along with bank statements to the audit team during the course of our audit. However, we were not able to provide bank statements for two bank accounts which were already been closed and the account balances is nil.</p> <p>Central Insurance PLC. complied with the IFRS-16 except in the case of few leases agreement which are short term leases and the value of lease rent is very low which are exempted from Lease Accounting as per para 5.00 of said IFRS.</p>



### Appointment of Independent Directors: (AGENDA- FOUR (4) OF THIS AGM)

Mrs Gulshan Ara Afroja and Mr Abu Sayed Mojumder FCA, Two Independent Directors of the Company, have been appointed by the Board of Directors as per permission give by the BSEC vide its letter no. BSEC/ICA/CG/2023/130/Part-i/130 Dated on 11 March, 2026. The same has been place in this Annau General Meeting for approval from General Shareholders.

### 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. Mahfel Huq & Co., Chartered Accountants, Chartered Accountants have completed a period Two years audit of the company. As per BSEC Order issued by the BSEC ref. BSEC/CAD/AAP/23/2024/Part-IV/AAP-08 dated 23 April 2026, the firm is hereby **prohibited** from auditing any listed securities of any issuer company for a period of **one (01) year** from the issuance of this Order. So, Board of Directors Recommended, MABS & J Partners as Statutory Auditors in the Company for the year 2026. 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.

MABS & J Partners Chartered Accountants is recommended by the Board to be appointed for Auditing the Accounts of the Company for the year 2026 with ruminaton of Tk. 3,00,000 (Three Lac) Taka only including AIT (excluding VAT).

### COMPLIANCE AUDITORS –

M/s. Suraiya Parveen & Associates, Chartered Secretaries & Management Consultant was appointed as Compliance Auditor in the 37th AGM of the Company held on 25.06.2025 for certification on compliance on Corporate Governance Code-2018 applicable in Bangladesh for the year 2025.

Compliance Auditors' Report: There is no adverse remark or disclaimer passed by the Compliance auditors for the year ended 31st December, 2025. 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 2026 with ruminaton of Tk. 50,000/- (Fifty thousand taka) only AIT (excluding VAT).

### Appointment of Compliance Auditors as per Corporate Governance Guideline-2023 issued by IDRA:

#### (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 2026 with ruminaton of Tk. 30,000/- (Thirty thousand taka) only excluding VAT and AIT. accordingly they were appointed by the Shareholder at 38th AGM. They provide us the same is placed in this AGM for approval. The certification as per prescribed formate since by the IDRA.

## SPECIAL BUSINESS:

## TO CHANGE THE NAME OF THE COMPANY TO "CENTRAL ISLAMI INSURANCE PLC." FROM CENTRAL INSURANCE PLC.:

## (AGENDA-EIGHT (08) OF THE AGM NOTICE)

To adopt the change of registered name of the Company to "Central Islami Insurance PLC." from "Central Insurance PLC." and to amend the relevant clauses of the Memorandum of Association and Articles of Associations of the company by adopting the following special resolution;

**"Resolved that** the proposal of changing of registered name of the company to "Central Islami Insurance PLC." from "Central Insurance PLC." to amend in the relevant clauses of the Memorandum and Articles of Associations of the company be and is hereby approved with the requisite majority subject to approval of relevant regulatory authorities.

**"Further Resolved** that the old name of the company will be replaced by the new name in all the statutory/title documents, licenses and other relevant documents."

**"It is also Resolved that,** the Chief Executive Officer of the Company be and is hereby authorized to submit among others, with the Registrar of Joint Stock Companies and Firms, Bangladesh for its acceptance and records and to insert "Central Islami Insurance PLC." in the Memorandum of Association and Articles of Associations of the Company"

**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 2025, 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 PLC. 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, SadharanBima 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