

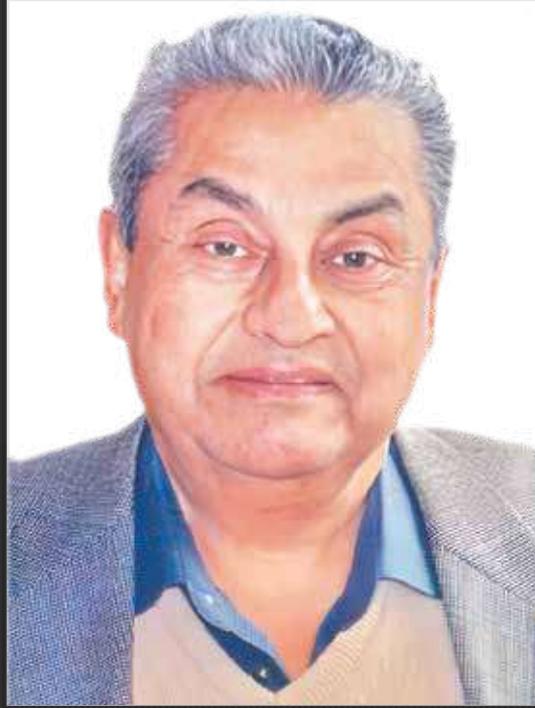
annual report

2023



Republic Insurance Company Limited

রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড



HEDAYET HOSSAIN CHOWDHURY
(1931-2014)
Founder Chairman



Republic Insurance Company Limited

রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড



আপনার অসম্পদের অর্বার্থিক নিরাপত্তার প্রতীক

VISION & MISSION



Our Vision

Our vision is to create a meaningful organization with sustainable growth. We aim to achieve new heights in the world of competitiveness in insurance. We believe in qualitative growth balanced with market profitability. Our constant endeavour is to achieve customer satisfaction with consistent quality service and with exemplary responsibility.



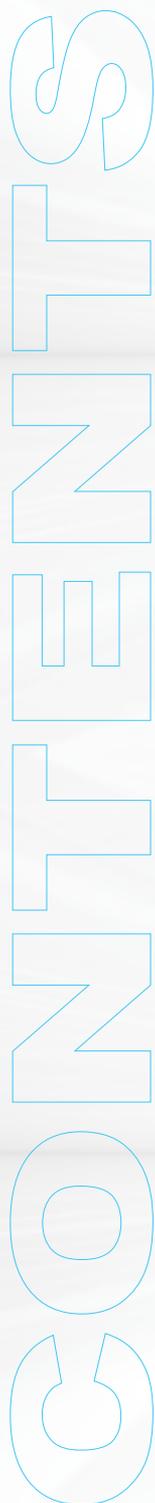
Our Mission

Our mission is to maximize long term shareholders' value, through clients' contentment and employees' commitment to excellence.

VISION
& MISSION

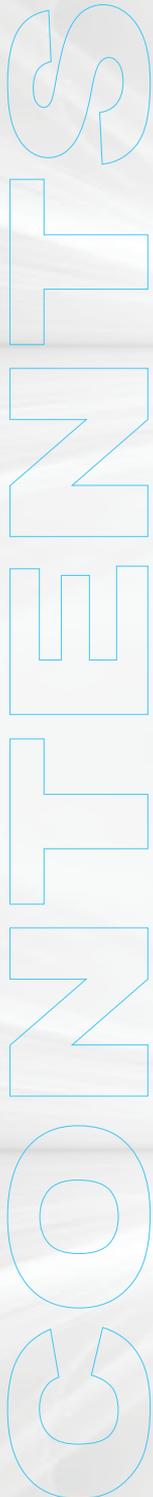


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LETTER OF TRANSMITTAL



রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড
Republic Insurance Company Limited

HR BHABAN (6th & 9th FLOOR), 26/1, KAKRAIL, DHAKA-1000, BANGLADESH, PABX : +88 02 58313334-8, FaX : +88 02 48318060

All Shareholders,
Bangladesh Securities and Exchange Commission (BSEC),
Insurance Development and Regulatory Authority (IDRA),
Registrar of Joint Stock Companies & Firms (RJSC),
Dhaka Stock Exchange PLC., and
Chattogram Stock Exchange PLC.

Subject: **Annual Report for the year ended December 31, 2023.**

Dear Sir(s):

Enclosed please find a copy of the Annual Report along with Directors' Report, Audited Financial Statements which comprises of Statement of Financial Position as at December 31, 2023 and the related Fire, Marine Cargo, Marine Hull, Motor and Miscellaneous Insurance Revenue Accounts as well as Statement of Profit or Loss and other Comprehensive Income, Profit and Loss Appropriation Account, Statement of Cash Flows and Statement of Changes in Equity for the year ended December 31, 2023 along with notes thereon of Republic Insurance Company Limited for kind information and record.

Best regards,

Yours sincerely,

(Sajan Kumar Basak)
DMD & Company Secretary

NOTICE OF THE 24TH ANNUAL GENERAL MEETING



রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড
Republic Insurance Company Limited

HR BHABAN (6th & 9th FLOOR), 26/1, KAKRAIL, DHAKA-1000, BANGLADESH, PABX : +88 02 58313334-8, FaX : +88 02 48318060

NOTICE

Notice is hereby given that the 24th Annual General Meeting (AGM) of Republic Insurance Company Limited will be held virtually by using digital platform through the following link <https://republicinsurance.bdvirtualagm.com> on Thursday, June 27, 2024 at 11:00 A.M. to transact the following business:

01. To receive, consider and adopt the Directors' Report, the Audited Accounts for the year ended December 31, 2023 and the Auditors' Report thereon.
02. To declare Dividend for the year 2023 as recommended by the Board.
03. To elect Directors in place of retiring Directors from sponsors "Group-A" and to elect Directors in place of retiring Directors from the public shareholders "Group-B".
04. To appoint Statutory Auditors for the year 2024 and fix their remuneration.
05. To appoint Compliance Auditor for the year 2024 and fix their remuneration.
06. To appoint ICGG Auditor for the year 2024 and fix their remuneration.

Dated: Dhaka
June 05, 2024

By Order of the Board of Directors

(Sajan Kumar Basak)
DMD & Company Secretary

NOTES:

- (a) The "Record Date" is fixed on May 26, 2024. The Shareholders, whose names will appear in the Share register of the Company at the close of business on the record date, will be eligible to attend the meeting and dividend.
- (b) Pursuant to the Bangladesh Securities & Exchange Commission's Order No. SEC/SRMIC/04-231/932 dated: March 24, 2020, the AGM will be virtual meeting of the Members, which will be conducted via live webcast by using zoom digital platform. The detailed procedures to attend the meeting will be communicated to the shareholder's E-mail ID in due course and it will also be available on the Company's website at www.ricld.com.
- (c) For login to the system, the Members need to put their 16-digit Beneficial Owners (BO) ID Number and other credentials as proof of their identity by visiting the link <https://republicinsurance.bdvirtualagm.com>. The Members will be able to submit their questions/comments electronically 24 hours before commencement of the AGM and during the AGM.
- (d) The Members are encouraged to login to the system prior to the meeting at 11:00 A.M. on Thursday, June 27, 2024. The webcast will start at 11:00 AM and Members may contact Mobile no. +8801721047904 for any IT related guidance in accessing the virtual meeting and/or share related issue.
- (e) Pursuant to the Bangladesh Securities and Exchange Commission (BSEC) Notification No. BSEC/CMRRCD /2006-158/208/Admin/81 dated June 20, 2018, the soft copy of the Annual Report-2023 has already been sent to the E-mail addresses of the Members available in their Beneficial Owners (BO) accounts maintained with the depository. These are also available in the Company's website at www.ricld.com.
- (f) A member eligible to attend the Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. No person shall act as proxy unless he/she is entitled to be present and vote in his/her own right. The "Proxy Form" duly filled, signed and stamped at BDT 20/- must be sent through E-mail to Republic Insurance Company Limited share department at share@ricld.com no later than 48 hours before commencement of the AGM.
- (g) Members are requested to notify their changes of address, if any.

COMPANY INFORMATION

Republic Insurance Company Limited is a third generation private sector in non-life insurance company. It is a well known, trusted and leading name in the general insurance sector of the country. Republic Insurance Company Limited was incorporated as a public limited company on May 18, 2000 under Companies Act, 1994. It obtained registration from Insurance Development & Regulatory Authority (IDRA) (The then Chief Controller of Insurance, Government of the People's Republic of Bangladesh) on May 31, 2000.

The Company is listed with Dhaka Stock Exchange PLC. and Chattogram Stock Exchange PLC. as a publicly traded company. The Company carries its insurance activities through 39 (Thirty nine) online branches spread across the country.

Registered Name of the Company: Republic Insurance Company Limited	Agreement Signed with CDBL: August 10, 2008
Nature of Business: Non-Life Insurance Business	Listed with Chattogram Stock Exchange PLC.: January 7, 2009
Legal Form: Public Limited Company	Listed with Dhaka Stock Exchange PLC.: January 14, 2009
Company's Registration Number: C-40290 (2258)/2000	Trading of shares on DSE: January 18, 2009
Certificate of Incorporation: May 18, 2000	Trading of shares on CSE: January 18, 2009
Obtained Certificate for Commencement of Business: May 18, 2000	Issuance of First Bonus Share: July 27, 2010
Date of License Issued by the office of the Chief Controller of Insurance: May 31, 2000	Tax Identification Number (TIN): 1900015982557 (LTU Tax)
Date of Publication of Prospectus (IPO): August 4, 2008	BIN/VAT Registration Number: 2017552-0208

HEAD OFFICE:

HR Bhaban (6th & 9th Floor), 26/1, Kakrail,
Dhaka-1000, Bangladesh
PABX : +88 02 58313334-8
Hotline : +88 09606 101101
Fax : +88 02 48318060
E-mail : info@riclbd.com
Web : www.riclbd.com

AUDITORS:

Malek Siddiqui Wali
Chartered Accountants
9-G, Motijheel C/A (2nd Floor), Dhaka-1000

CORPORATE GOVERNANCE COMPLIANCE AUDITOR:

T. Hussain & Co., Chartered Accountants
HB Tower (1st Floor), 23/G/1, Free School Street,
Pahthapath, Dhaka, Bangladesh

LEGAL CONSULTANT:

Barrister Tanjibul Alam
Advocate, Bangladesh Supreme Court
BSEC Bhaban (Level 11), 102 Kazi Nazrul Islam
Avenue, Karwan Bazar, Dhaka-1205, Bangladesh

LEGAL ADVISER:

Mr. Hasan Ur Rashid Tutul
P & H Associates
Property Plaza (Suite # 05), 66 New
Circular Road, Mouchak, Dhaka-1217

INSURANCE PRODUCTS



PROPERTY INSURANCE

- Fire and Allied Perils Insurance
- Industrial All Risks Insurance (IAR)
- Business Interruption/Loss of Profit/Consequential Loss Insurance
- Power Plant Operational Package Insurance
- Hotel Owner's All Risks Insurance (HOAR)



MARINE CARGO INSURANCE (EXPORT, IMPORT, AND INLAND)

- Transit by Steamer or Powered vessel
- Transit by Road/Rail
- Transit by Air



MARINE HULL INSURANCE

- Inland Marine Hull Insurance (TC Hull)
- Inland Marine Hull Insurance (Total Loss only)
- Machinery & Hull Insurance



MOTOR COMPREHENSIVE INSURANCE

- Commercial Vehicle
- Private Vehicle
- Motor Cycle/Scooter



AVIATION INSURANCE

- Aircraft Insurance
- Hull Insurance
- Aircraft Liabilities Insurance



ENGINEERING INSURANCE

- Machinery Breakdown (MBD)
- Contractor's All Risks (CAR)
- Electronic Equipment Insurance (EEI)
- Deterioration of Stock in Cold Storage (D.O.S)
- Erection All Risks (EAR)
- Boiler and Pressure Vessel (BPV) Insurance



MISCELLANEOUS INSURANCE

- Burglary Insurance
- Lift Insurance
- Cash-in-Transit Insurance
- Cattle and Livestock Insurance
- Employer's Liability Insurance
- Professional Indemnity Liability Insurance
- Commercial General Liability (CGL)
- Goods in Transit Insurance (GTI)
- Automobile Liability Insurance
- Money Insurance
- Rubber Plantation Insurance
- Bangbandhu Suraksha Bima
- Agent Banking Insurance Policy
- Bangabandhu Sportsmen's Comprehensive Insurance Policy
- Householder's All Risks Insurance
- Cash on Counter & Cash in Safe Insurance
- Fidelity Guarantee Insurance
- Workmen's Compensation Insurance
- Plate Glass Insurance
- Peoples Personal Accident Insurance (PPA)
- Personal Accident Insurance
- Product & Public Liability Insurance
- Safe Deposit Box (Bank Lockers) All Risk Insurance
- Hajj and Umrah Insurance
- Overseas Mediclaim Insurance (OMP)
- All Risks Insurance

BRANCH INFORMATION

DHAKA DIVISION

PRINCIPAL BRANCH

Mr. Md. Ziaur Rahman (Miron)
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PALTON BRANCH

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LOCAL OFFICE

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VIP ROAD BRANCH

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Assistant Managing Director
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MOTIJHEEL BRANCH

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BB AVENUE BRANCH

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FARMGATE BRANCH

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IMAMGONJ BRANCH

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DHAKA DIVISION

BRANCH INFORMATION

CHATTOGRAM DIVISION

KHATUNGOJ BRANCH

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JUBILEE ROAD BRANCH

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Well-Bing Ltd., (6th Floor),
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AGRABAD BRANCH

Mr. Mohammed Nasir Uddin
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LALDIGHI BRANCH

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DEWANHAT BRANCH

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CHOWMUHUNI BRANCH

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CUMILLA BRANCH

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RAJSHAHI DIVISION

CHAPAI NAWABGONJ BRANCH

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BOGURA BRANCH

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NAOGAON BRANCH

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RANGPUR DIVISION

DINAJPUR BRANCH

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RANGPUR BRANCH

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KHULNA DIVISION

KUSHTIA BRANCH

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JASHORE BRANCH

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SATKHIRA BRANCH

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OTHER DIVISION

SYLHET BRANCH

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MYMENSINGH BRANCH

Mr. Md. Amran Ali
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34, Chuto Bazar, Exim Bank Bhaban
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BARISHAL BRANCH

Talukder Mansion (5th Floor),
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CREDIT RATING

AlphaRating

06 August, 2023

**Chief Executive Officer
Republic Insurance Company Limited
HR Bhaban (6th & 9th Floor), 26/1, Kakrail, Dhaka-1000**

Subject: Credit Rating of Republic Insurance Company Limited.

Dear Sir,

We are pleased to inform you that Alpha Credit Rating Limited (AlphaRating), vide credit rating Agreement No: 449 has assigned the following rating to **Republic Insurance Company Limited**.

Date of Declaration	Valid Till	Rating Action	Long Term Rating	Short Term Rating	Outlook
06 August, 2023	05 August, 2024	8 th Surveillance	AA	ST-2	Stable

The long term rating & short term rating is valid up to the earlier of 05 August, 2024 or the limit expiry date of respective credit facility. The rating may be changed or revised prior to expiry, if warranted by extraordinary circumstances in the management, operations and/or performance of the entity rated.

We, Alpha Credit Rating Limited, while assigning this rating to **Republic Insurance Company Limited**, hereby solemnly declare that:

- (i) We, Alpha Credit Rating Limited as well as the analysts of the rating have examined, prepared, finalized and issued this report without compromising with the matters of our conflict of interest, if there be any; and
- (ii) We have complied with all the requirements, policy and procedures of these rules as prescribed by the Bangladesh Securities and Exchange Commission in respect of this rating.

We hope the rating will serve the intended purpose of your organization.

With kind regards,


**Abdul Mannan
Chief Executive Officer**

This letter is integral part of the credit rating report

Alpha Credit Rating Limited, Sadharan Bima Bhaban-2 (2nd & 8th Floor), 139 Motijheel C/A, Dhaka-1000.
Tel: +880-2223353025, 2223353026, 2223353027, 2223353028, www.alpharating.com.bd, E-mail: info@alpharating.com.bd

PHOTOGRAPHS OF VIRTUAL AGM 2023

Digital Platform

The screenshots show the virtual AGM 2023 interface for Republic Insurance Company Limited. Each screenshot displays a grid of participants, a Zoom meeting window, and an agenda with voting results.

Screenshot 1: 23rd Annual General Meeting (Virtual Platform)

- Participants:** A grid of 12 participants including Mohd. Hanif Chowdhury, Dr. A.K.M Sarwar Jahan, Sajid Khatun, and others.
- Zoom Meeting:** A Zoom window showing a participant's video feed.
- Agenda:**
 - Agenda Item 01:** ৩৩শে ডিসেম্বর ২০২২ইং সমাপ্ত বছরের পরিচালকবৃন্দের প্রতিবেদন এবং নির্বাচিত হিসাব প্রত্যয়, বিবেচনা ও অনুমোদন।
 - Agenda Item 02:** ৩৩শে ডিসেম্বর ২০২২ইং সমাপ্ত বছরের লোকপরিচালকবৃন্দের সুপারিশ কার্যক্রম।
 - Agenda Item 03:** ৩৩শে ডিসেম্বর ২০২২ইং সমাপ্ত বছরের লোকপরিচালকবৃন্দের অবসরপ্রাপ্ত জটিল পূর্ণ পদে পরিচালক নিয়োগের সুপারিশক্রমের বিবেচনা ও অনুমোদন।
- Attendance:** Total Attendance : 191 | Total Shares of Attendee : 1,17,50,100
- Buttons:** Web Link, Annual Report

Screenshot 2: 23rd Annual General Meeting (Virtual Platform)

- Participants:** A grid of 12 participants including Md. Shafiqul Islam, Dr. Shafiqul Hoque, and Dr. Saborna Barua.
- Zoom Meeting:** A Zoom window showing a participant's video feed.
- Agenda:**
 - Agenda Item 01:** ৩৩শে ডিসেম্বর ২০২২ইং সমাপ্ত বছরের পরিচালকবৃন্দের প্রতিবেদন এবং নির্বাচিত হিসাব প্রত্যয়, বিবেচনা ও অনুমোদন।
 - Agenda Item 02:** ৩৩শে ডিসেম্বর ২০২২ইং সমাপ্ত বছরের লোকপরিচালকবৃন্দের সুপারিশ কার্যক্রম।
 - Agenda Item 03:** ৩৩শে ডিসেম্বর ২০২২ইং সমাপ্ত বছরের লোকপরিচালকবৃন্দের অবসরপ্রাপ্ত জটিল পূর্ণ পদে পরিচালক নিয়োগের সুপারিশক্রমের বিবেচনা ও অনুমোদন।
- Attendance:** Total Attendance : 193 | Total Shares of Attendee : 1,17,94,441
- Buttons:** Web Link, Annual Report

Screenshot 3: 23rd Annual General Meeting (Virtual Platform)

- Participants:** A grid of 12 participants including Dr. A.K.M Sarwar Jahan Zaid, CEO, RCL.
- Zoom Meeting:** A Zoom window showing a participant's video feed.
- Agenda:**
 - Agenda Item 01:** ৩৩শে ডিসেম্বর ২০২২ইং সমাপ্ত বছরের পরিচালকবৃন্দের প্রতিবেদন এবং নির্বাচিত হিসাব প্রত্যয়, বিবেচনা ও অনুমোদন।
 - Agenda Item 02:** ৩৩শে ডিসেম্বর ২০২২ইং সমাপ্ত বছরের লোকপরিচালকবৃন্দের সুপারিশ কার্যক্রম।
 - Agenda Item 03:** ৩৩শে ডিসেম্বর ২০২২ইং সমাপ্ত বছরের লোকপরিচালকবৃন্দের অবসরপ্রাপ্ত জটিল পূর্ণ পদে পরিচালক নিয়োগের সুপারিশক্রমের বিবেচনা ও অনুমোদন।
- Attendance:** Total Attendance : 195 | Total Shares of Attendee : 1,18,00,209
- Buttons:** Web Link, Annual Report

CERTIFICATE OF BAPLC

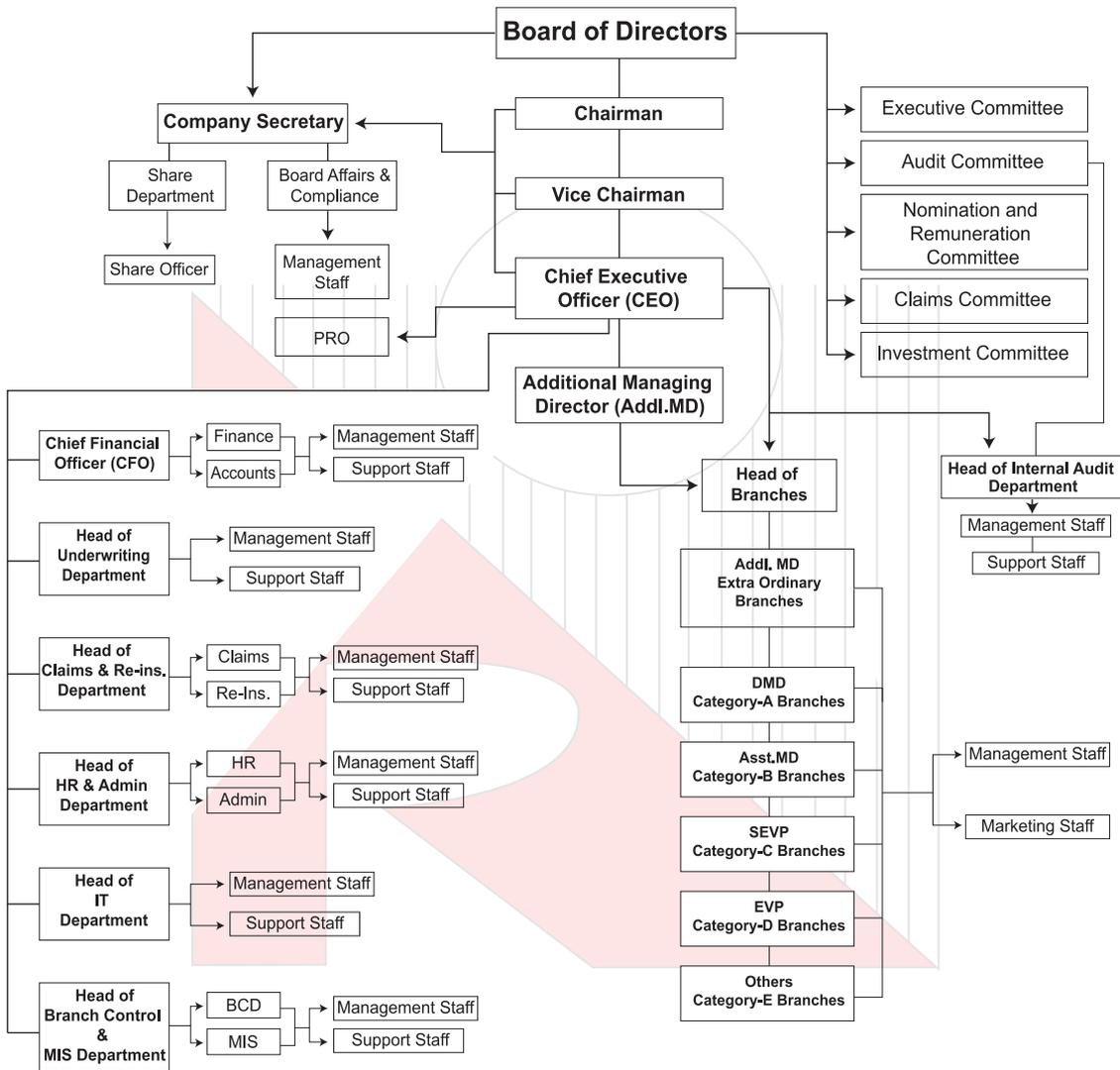


CORPORATE ORGANOGRAM



রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড
Republic Insurance Company Limited

ORGANOGRAM



(Signature)
27/4/22

(Mohd. Hanif Chowdhury)
Chairman

(Signature)
27/4/2022

(Md. Abdur Rouf)
Independent Director &
Chairman, Nomination
and Remuneration Committee

(Signature)
27/4/22

(Dr. A K M Sarwar Jahan Zamil)
Chief Executive Officer

COMPOSITION OF THE BOARD & ITS COMMITTEES

BOARD OF DIRECTORS

As on December 31, 2023

SPONSOR DIRECTORS

Mr. Mohd. Hanif Chowdhury
Chairman

Mr. S.M. Shafiul Hoque
Vice Chairman

Mrs. Hasina Gazi

Mrs. Khurshida Rahman

Mr. Sadeque Hossain Chowdhury

Mr. Saber Hossain Chowdhury, MP

Mrs. Shahin Haider

Mr. Mahboob Ur Rahman, MP

DIRECTORS (From Public Shareholders)

Mr. Feroz U. Haider

Mrs. Shahella Rashid Chowdhury
[Nominated by Cove Investment Ltd.]

Mr. Mohammad Arif, FCA, FCMA
[Nominated by Unitex LP Gas Ltd.]

Mr. Hamdan Hossain Chowdhury

INDEPENDENT DIRECTORS

Mr. Md. Abdur Rouf

Mr. Md. Shafiqul Islam, FCA
Professor Dr. Suborna Barua

CHIEF EXECUTIVE OFFICER

Dr. A K M Sarwar Jahan Zamil

As on record date May 26, 2024

SPONSOR DIRECTORS

Mr. Mohd. Hanif Chowdhury
Chairman

Mr. S.M. Shafiul Hoque
Vice Chairman

Mrs. Hasina Gazi

Mrs. Khurshida Rahman

Mr. Sadeque Hossain Chowdhury

Mrs. Shahin Haider

Mr. Mahboob Ur Rahman, MP

DIRECTORS (From Public Shareholders)

Mr. Feroz U. Haider

Mrs. Shahella Rashid Chowdhury
[Nominated by Cove Investment Ltd.]

Mr. Mohammad Arif, FCA, FCMA
[Nominated by Unitex LP Gas Ltd.]

Mr. Hamdan Hossain Chowdhury

Ms. Raimah Chowdhury
[Nominated by Binning & Co. (BD) Ltd.]

INDEPENDENT DIRECTORS

Mr. Md. Abdur Rouf

Mr. Md. Shafiqul Islam, FCA
Professor Dr. Suborna Barua

CHIEF EXECUTIVE OFFICER

Dr. A K M Sarwar Jahan Zamil

COMPOSITION OF THE BOARD & ITS COMMITTEES

BOARD COMMITTEES

EXECUTIVE COMMITTEE

Mr. Hamdan Hossain Chowdhury	Chairman
Mr. S.M. Shafiul Hoque	Member
Mr. Mahboob Ur Rahman, MP	Member
Mr. Mohammad Arif, FCA, FCMA	Member
Mr. Md. Abdur Rouf	Member
Dr. A K M Sarwar Jahan Zamil	Member

AUDIT COMMITTEE

Mr. Md. Shafiqul Islam, FCA	Chairman
Mr. S.M. Shafiul Hoque	Member
Mr. Mahboob Ur Rahman, MP	Member
Mr. Mohammad Arif, FCA, FCMA	Member
Mr. Md. Abdur Rouf	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Md. Abdur Rouf	Chairman
Mr. Mahboob Ur Rahman, MP	Member
Mrs. Khurshida Rahman	Member
Mr. Feroz U. Haider	Member
Mrs. Shahella Rashid Chowdhury	Member

CLAIMS COMMITTEE

Mr. S.M. Shafiul Hoque	Chairman
Mr. Mahboob Ur Rahman, MP	Member
Mr. Mohammad Arif, FCA, FCMA	Member
Mrs. Shahella Rashid Chowdhury	Member
Mr. Hamdan Hossain Chowdhury	Member
Dr. A K M Sarwar Jahan Zamil	Member

INVESTMENT COMMITTEE

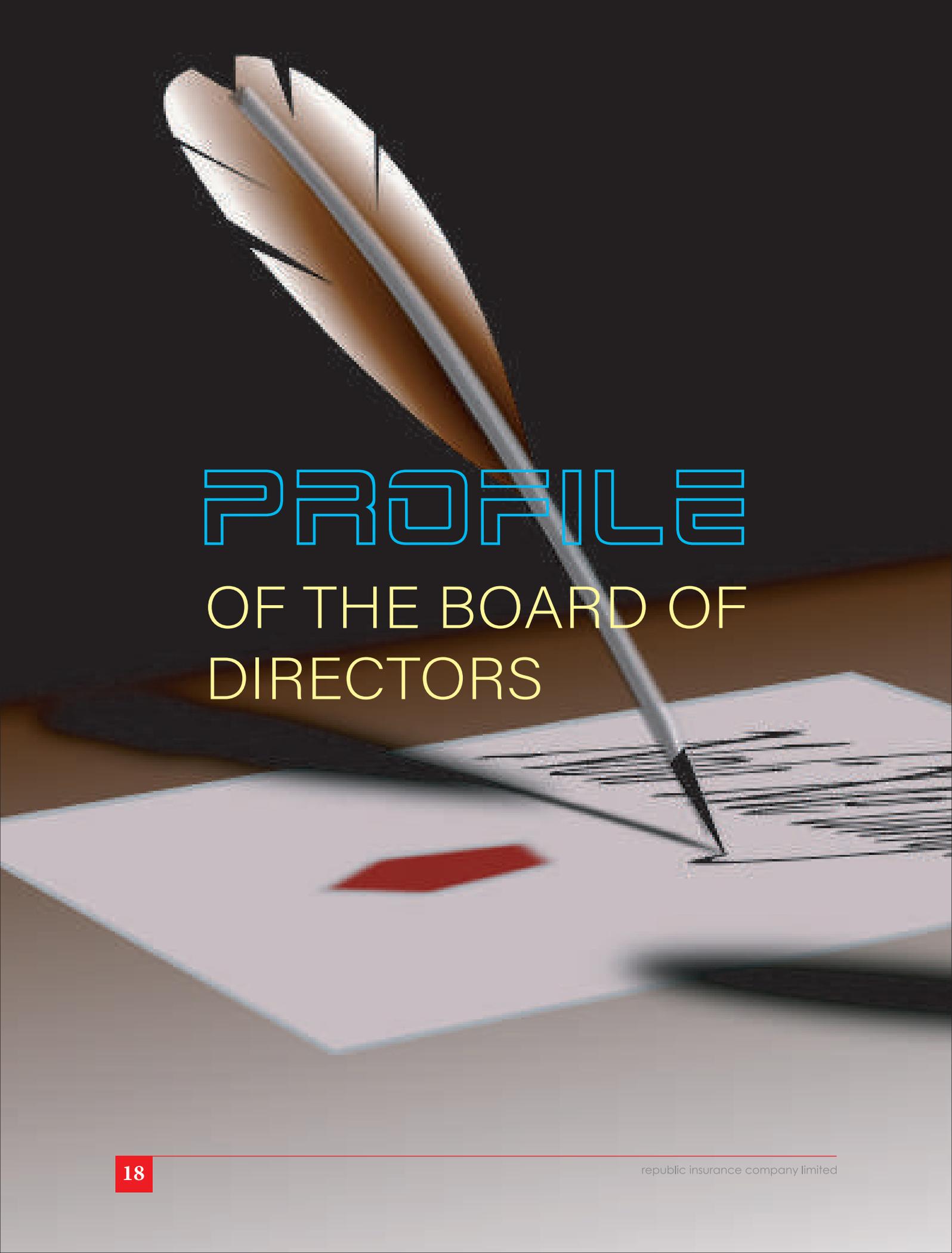
Mr. S.M. Shafiul Hoque	Chairman
Mr. Mahboob Ur Rahman, MP	Member
Mr. Feroz U. Haider	Member
Mrs. Shahella Rashid Chowdhury	Member
Professor Dr. Suborna Barua	Member
Dr. A K M Sarwar Jahan Zamil	Member

RISK MANAGEMENT COMMITTEE

Professor Dr. Suborna Barua	Chairman
Mr. Hamdan Hossain Chowdhury	Member
Mr. Mohammad Arif, FCA, FCMA	Member
Dr. A K M Sarwar Jahan Zamil	Member

POLICYHOLDER PROTECTION & COMPLIANCE COMMITTEE

Mr. Md. Shafiqul Islam, FCA	Chairman
Mr. S.M. Shafiul Hoque	Member
Mrs. Khurshida Rahman	Member
Dr. A K M Sarwar Jahan Zamil	Member

A quill pen with a white feather and a silver nib is positioned diagonally across the page. The nib is resting on a document that has a red rectangular stamp and some handwritten text. The background is dark and out of focus.

PROFILE

OF THE BOARD OF DIRECTORS

PROFIELE OF THE BOARD OF DIRECTORS



MR. MOHD. HANIF CHOWDHURY
Chairman

Mr. Mohd. Hanif Chowdhury is a renowned businessman of the country. He obtained his B.Sc degree under Chattogram University in 1976. He started his business career in 1980 in Garments sector. Then he explored his business in Textile sector. Presently he is the Group Chairman of Unitex Group. He is the Chairman of Unitex Spinning Ltd. (Unit-1, Unit-2 & Unit-3), Unitex Composite Mills Ltd., HS Composite Textile Ltd., Unitex LPG Ltd., Unitex Synthetic Ltd. Unitex Steel Mills Ltd., Unitex Petroleum Ltd., Unitex Pvt. Ltd. and Unitex Lubricant Ltd. He was the Director of Bangladesh Commerce Bank Ltd. He was the Vice Chairman of NRB Global Bank Ltd. Mr. Chowdhury is involved in various social activities in the country. He is the founder of Al-Madrasatul Islamia Jamiatul Ulom Bhingrol.



MR. S.M. SHAFIUL HOQUE
Vice Chairman

Mr. S.M. Shafiul Hoque is a Sponsor Director of Republic Insurance Company Limited since its incorporation. His father is Late S.M. Asarul Hoque Former President, Quaish Burishchar Union Parishad, Hathazari. Mr. Hoque is a renowned businessman who has obtained Bachelor degree and has been involved in the export oriented garments sector since 1985. He is the Chairman of Integral Apparels Ltd & director of Choice Group of Industries. He is the former Vice President of Chattogram Chamber of Commerce and Industries (CCCI). He is carrying out duties as a Vice Chairman for Projonmo Chattogram Regional Board as well as being an active member of BSCIC Shilpo Malik Samity Kalurghat, Chattogram, Bangladesh.



MRS. HASINA GAZI
Director

Mrs. Hasina Gazi is one of the Sponsors of the Company. She completed graduation from the University of Dhaka. She is a successful entrepreneur who on completion of her education started business. She is also the Director of Gazi Rim, Gazi Fan, Gazi Plastic, Gazi Rubber Industries and Gazi Kitchenware. She is the proprietor of Pappa Traders. She is also Director of Gazi Group of Industries and wife of Mr. Golam Dastagir Gazi (Bir Protik) MP, Managing Director of Gazi Group of Industries. She is the President and donor member of different Schools and Colleges in Rupgonj, Narayangonj and Jamalpur. She is actively involved in social welfare of working women in different zones in Rupgonj, Narayangonj. She is the Mayor at Tarabo Pourasava, Rupgonj Narayangonj.

PROFIELE OF THE BOARD OF DIRECTORS



MRS. KHURSHIDA RAHMAN
Director

Mrs. Khurshida Rahman is a renowned entrepreneur who after completion of her education started business. She has been engaged in business since long. She is the Director of Business King Limited and owner of Kashfia Plaza. She is one of the Sponsors of the Company. She is involved in various social activities in the Country.



MR. SADEQUE HOSSAIN CHOWDHURY
Director

Mr. Sadeque Hossain Chowdhury is a successful businessman of the country. He obtained his B.Sc (Engineering) Degree from the University of London, UK and MBA Degree from the University of Aston, Birmingham, UK. He has been engaged in business in different sectors. He is the Managing Director of Multidrive Ltd., Multidrive Electronics Ltd., Multidrive Industries Ltd., Motodrive Ltd., Motodrive Industries Ltd., Medidrive Ltd., Travelscene Ltd. and he is also the Director of K & T Logistics Ltd., Regensea Lines Ltd., Container & Terminal Services Ltd., Finvest Services Ltd., Smart Ltd. and British Motors Bangladesh Ltd. He is the member of the Institute of Electrical Engineers (IEE), UK, American Management Association (AMA) and Kurmitola Golf Club, Dhaka.

PROFILE OF THE BOARD OF DIRECTORS



MRS. SHAHIN HAIDER
Director

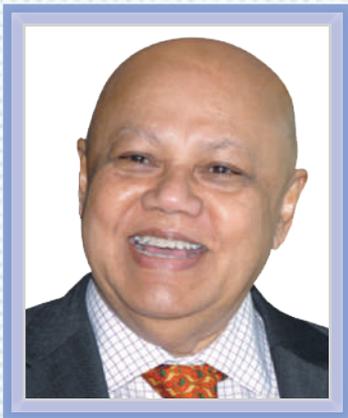
Mrs. Shahin Haider obtained Degree in Home Economics from Croydon Technical College, Croydon, London, UK and is engaged in business in different sectors. She is a Director of S.F. Haider Foundation Ltd. She is the wife of Mr. Feroz U. Haider, Chairman of GSP Finance Company (Bangladesh) Limited.



MR. MAHBOOB UR RAHMAN, MP
Director

Mr. Mahboob Ur Rahman, MP is an innovative entrepreneur running four leading companies in entertainment, hospitality, construction and information technology sector in Bangladesh. Educated in the United States of America in Information Technology and trained as an Executive MBA from Helsinki School of Economics in Finland. He is elected as Member of 12th Jatio Sangsad (National Assembly). Mr. Rahman is leading changes and creating values with innovative business ideas and technologies in Bangladesh. Mr. Rahman is the Founder Chairman of Show Motions Limited, the first modern multiplex cinema theater in Bangladesh under the STAR Cineplex brand. He is a founder Member of BASE Ltd., a leading ITES firm render service to information technology solutions, consulting services in management and finance and technical training to enterprises and government in Bangladesh. In Finland Mr. Rahman co-founded IT Services Company and assisted the Finnish companies to set up an offshore development center in Bangladesh. Since 1999, in the capacity of Managing Director, Mr. Rahman has been leading GasMin Limited, one of the largest Gas Pipeline Construction firm in the country completing many large projects in Gas Pipeline, Drill Pad Development and Civil Structures. Mr. Rahman is the founder of Sayeman Holding Limited with a vision to build, operate and own several destination resorts in Bangladesh. He is also the Managing Director of Sayeman Beach Resort Limited the most remarkable beachfront hotel in Cox's Bazar, Bangladesh.

PROFIELE OF THE BOARD OF DIRECTORS



MR. FERUZ U. HAIDER
Director

Mr. Feroz U. Haider is a renowned international banker with experience in very senior positions in financial institutions in South East Asia. He started his banking career in 1967 with United Bank Limited (now Janata Bank) after his graduation from University of Dhaka and worked till 1975. From 1976 to 1978 he was the General Manager of Gulf Finance Company Limited, Hong Kong. He was the Managing Director of GSP Finance Company Limited, Hong Kong and GSP International Bank Limited, Vanuatu. From 1989 to 1996 he was the Chairman of GSP International Bank Limited, Vanuatu, and President of Thai Prasit Insurance Company Limited, Hong Kong (now Mittare Insurance Co. Ltd.). From the date of incorporation (October 29, 1995) of GSP Finance Company (Bangladesh) Limited, he served as Chairman and Managing Director of the Company, since 2008 he has elected as Chairman of the Board of Directors of the Company.



MRS. SHAHELLA RASHID CHOWDHURY
Director

Mrs. Shahella Rashid Chowdhury is the Director of Republic Insurance Company Limited nominated by Cove Investment Limited. She was born in a respected Muslim family in 1964 at Chattogram. She completed graduate degree from Chattogram Govt. Women College in 1984. She is the wife of Mr. Mohd. Hanif Chowdhury, Chairman of Unitex Group and Republic Insurance Company Limited. She was the Director of Jaansco Garments Industries Ltd. from 1984 to 2001. She was also the Director of Jaansco Canada Incorporation in 2001. At present Mrs. Shahella Rashid Chowdhury is the Managing Director of HS Composite Textiles Ltd. She is involved in various social activities in the country.

PROFILE OF THE BOARD OF DIRECTORS



MR. MOHAMMAD ARIF, FCA, FCMA
Director

Mr. Mohammad Arif FCA, FCMA is the Director of Republic Insurance Company Limited nominated by Unitex LP Gas Limited. He was born in a respected Muslim Family in 1981 at Chattogram. He completed M.Com degree in 2004 under National University. He is the Group CFO (Chief Financial Officer) of Unitex Group which is one of the best industries in Bangladesh. He completed CA from Hoda Vasi Chowdhury & Co., Chartered Accounts, Chattogram. He is the fellow Member of the Institute of Chartered Accountants of Bangladesh (ICAB) and the Institute of Cost & Management Accounts of Bangladesh (ICMAB). Mr. Arif was the Chief Financial Officer of BSRM Steels Limited. He was also the Senior Manager-Group Accounts & Finance and Company Secretary of Mostafa Group of Industries. He was the Chairman of Chattogram Branch Council of ICMAB for 2021 and he also Chairman of Chattogram Regional Committee of ICAB for 2023. Mr. Arif is involved in various social activities in the Country.



MR. HAMDAN HOSSAIN CHOWDHURY
Director

Mr. Hamdan Hossain Chowdhury is the Director of Republic Insurance Company Limited. He is the son of Mr. Saber Hossain Chowdhury, MP. He is the Managing Director of Karnaphuli Limited. He had been grown up and gone to school in Bangladesh, Mr. Chowdhury completed his higher education in 2012, graduating with honors from University of Toronto, Canada. After graduating, Mr. Chowdhury became a certified freight forwarder, specializing in Supply Chain Management and International Trade & Transportation. His expertise and knowledge in the Logistics sector and innovating with creative end to end solutions for the trade, has blended well with Karnaphuli's established and extensive footprint in the Bangladesh shipping scene. This has in turn led to Karnaphuli expanding into the air cargo airline business as well being the only owner of a containerized fleet of Bangladesh Flag Vessels. Currently he runs the largest south Asian container shipping company in the world, ranking 71st in the distinguished Alphaliner ratings of the world's largest shipping companies. Other than developing synergies and enhanced coordination amongst the various verticals within Karnaphuli, Mr. Chowdhury is also responsible for identifying new business opportunities and segments for the Group to venture into. He is an active member of Bangladesh Ocean Going Ship Owners Association (BOGSOA), promoting and safeguarding the interests of Bangladesh's Shipping Community, and at the same time realizing the potential of Bangladesh as a maritime nation. Mr. Chowdhury is very passionate about the marine world and environmental issues. His additional responsibilities outside of the corporate world include being the Policy Aide to the Special Envoy on Climate and Environment to the Honourable Prime Minister of Bangladesh.

PROFIELE OF THE BOARD OF DIRECTORS



MS. RAIMAH CHOWDHURY
Director

Ms. Raimah Chowdhury is the Director of Republic Insurance Company Limited nominated by Binning & Company (Bangladesh) Limited. She is also the Managing Director of Binning & Company (Bangladesh) Limited, Managing Director of HR Lines Limited and Group Coordinating Director of Karnaphuli Group. She completed a double major in Political Science and Religion and graduated with Honors in 2014 from the University of Toronto, Canada. After successfully pursuing a Certification of Business Management from the University of Toronto, Continuing Studies, she joined the family-owned business, Karnaphuli Group in 2015. Ms. Chowdhury is the Founder President of the WISTA Bangladesh Chapter and the Executive Committee member responsible for Asia under WISTA International (Women's International Shipping and Trading Association) which is an international networking organization comprising of 5000+ members from over 55 countries for women in the maritime, trading and logistics sector.



MR. MD. ABDUR ROUF
Independent Director

Mr. Md. Abdur Rouf is the Independent Director a of Republic Insurance Company Limited. He was born in 1958 at Barishal. He Completed M.Com (Management) in 1983 under University of Dhaka. He had served in different Government Organizations. Mr. Rouf was the Managing Director of Karmasangsthan Bank and Chief Executive Officer (CEO) of BD Finance Securities Limited & ICB Capital Management Ltd. He was also the Deputy Managing Director of Sonali Bank Ltd. and General Manager of Investment Corporation of Bangladesh (ICB). Mr. Rouf was the Nominee Director of Standard Bank Securities Ltd., The Acme Laboratories Ltd., Golden Son Ltd., Navana CNG Ltd., Armit Ltd. and Energypac Ltd. He is the lifetime Member of the Institute of Bankers Bangladesh (IBB) and Barishal Zila Samity. He participated various seminars and training programs like Financial Management, Anti-Money Laundering and Human Behavior & Discipline at outside and inside the country. At present Mr. Rouf is the Chairman, Governing Body, Khilgaon Model College, Dhaka. Mr. Rouf is also involved in various social activities.

PROFILE OF THE BOARD OF DIRECTORS



MR. MD. SHAFIQL ISLAM, FCA
Independent Director

Mr. Md. Shafiqul Islam, FCA is the Independent Director of Republic Insurance Company Limited. He is one of the Managing Partners of Shafiq Basak & Co., Chartered Accountants Firm. He was born in January 08, 1958 at Comilla District. He passed B. Com (Hons) in Accounting in the year 1978 from Chittagong University and M. Com in Accounting in the year 1979 from the same University. He is a Professionally Qualified Chartered Accountant and Passed the course from the Institute of Chartered Accountants of Bangladesh in the year 1989. He was the past Chairman of the Chittagong Regional Committee of the Institute of Chartered Accountants of Bangladesh. He has long experience in Audit, Valuation reporting, Income Tax and VAT advisory services, Representing the assessment /Appeal of multinational, local corporate assessee, foreign national and local individual assessee, Company law Advisory and Secretarial services. Audit of accounts of large number of Public & Private Companies, NGO, Sector Corporation, Govt. & Semi Govt. Organizations. He is one of the life members of Chittagong Lions Foundation, Chittagong Ma-O Shishu Hospital and SHAHIC of Chattogram.



PROFESSOR DR. SUBORNA BARUA
Independent Director

Professor Dr. Suborna Barua is a full-time Professor at the Department of International Business, University of Dhaka. He serves as an Independent Director of Republic Insurance Company Limited. He is also the Chairman of Investment Corporation of Bangladesh and ICB Asset Management Company Limited. In addition, Dr. Barua is a part-time Research Fellow at Bangladesh Institute of Capital Market. He holds a blended experience of teaching courses in economics and finance at both local and foreign universities, delivering professional training on financial modelling, financial markets, financial management and project management, and working in cross-border research projects funded by institutions such as the World Bank, UNDP, and DFID-UK. He has so far led and managed more than twelve research projects funded by industry and the government. In addition, he has a long track of serving in financial and management consultant and advisory roles at over ten local and multinational corporations. Dr. Barua's publication portfolio includes books, book chapters, and over thirty five articles published in high-impact factor journals. He has presented at more than twelve international conferences. He is Managing Editor of the Journal of Financial Markets and Governance and an Academic Editor of PLOS Climate. His current research and consulting areas are financial technology (Fintech) and sustainable finance and investment.

PROFIELE OF THE BOARD OF DIRECTORS

PROFIELE OF THE BOARD OF DIRECTORS



DR. A K M SARWAR JAHAN ZAMIL
Chief Executive Officer

Dr. A K M Sarwar Jahan Zamil is the Chief Executive Officer (CEO) of Republic Insurance Company Limited. He was born in 1966 at Sandwip, Chattogram. He completed M.com in Accounting under University of Dhaka. He also completed LLB and LLM from Uttara University and Prime University respectively. Mr. Zamil awarded PhD Degree from California Southern University Atlanta, USA. He started his career with Karnaphuli Insurance Company Ltd. as Manager in 1988. He had served his service tenure mainly at Meghna Insurance Company Ltd. in senior positions. He was the Chief Executive Officer of Meghna Insurance Company Ltd. from July 2016 to January 2020. He obtained Insurance Diploma under Bangladesh Insurance Academy. He also participated in different training and workshops under Bangladesh Insurance Academy. He worked in various departments like Claims & Re-Insurance, Underwriting, Branch Control & Corporate Compliance, Business Development and Administrative Operations. Mr. Zamil is involved in various social activities. He is a Chartered Member of Lions Club International and life member of Bangladesh Lions foundation. He is also a life member of Bangladesh Red Crescent Society and Dhaka University Alumni Association. Recently Mr. Sarwar has been elected as 1st Vice District Governor of District 315 B1 Bangladesh for the Lionstic year 2024-25. He is a life long registered Graduate, Dhaka University. He is also a member, Chartered Insurance Institute, (U/K) and Associate Bangladesh Insurance Academy. He is one of the Member of Executive Committee, Bangladesh Insurance Forum. He is also the Member of Technical Sub-Committee, Bangladesh Insurance Association.

MANAGEMENT TEAM

MANAGEMENT TEAM

CHIEF EXECUTIVE OFFICER: Dr. A K M Sarwar Jahan Zamil

ADDITIONAL MANAGING DIRECTOR: Mr. Md. Sirajul Islam Bhuiyan

DEPUTY MANAGING DIRECTORS:

Mr. Sajan Kumar Basak	Company Secretary
Mr. Md. Anwarul Islam	Head of Claims & Re-ins.
Mr. Md. Shamsuddin	Incharge, Palton Branch
Mr. Md. Ziaur Rahman (Miron)	Incharge, Principal Branch
Mr. Md. Rukunuzzaman	Incharge, Local Office

ASSISTANT MANAGING DIRECTORS:

Mr. T.M. Mahabub Rashid	Incharge, Motijheel Branch
Mr. Md. Abdul Jabbar Mridha	Incharge, VIP Road Branch
Mr. Md. Mosharaf Hossain	Incharge, Khatungonj Branch
Mr. Md. Nazim Uddin	Incharge, Elephant Road Branch
Mr. Nurul Islam Rana	Incharge, BB Avenue Branch

SENIOR EXECUTIVE VICE PRESIDENTS:

Mr. Mohammed Nasir Uddin	Incharge, Agrabad Branch
Mr. Md. Abu Kawsar Bhuiyan	Incharge, Head Office Cell
Mr. Hafez Md. Nazmul Huda	Incharge, Motijheel Corp. Branch
Mr. Md. Salim Uddin	Incharge, Jubilee Road Branch
Mr. Md. Romen Ahammed	Incharge, Malibagh Branch
Mr. Md. Mobarak Hossain	Incharge, Hatkhola Branch
Mr. Md. Abul Hossain	Incharge, Imamgonj Branch
Mrs. Hamida Begum	Incharge, Savar Branch
Mr. Habibur Rahman	Incharge, Kakrail Branch
Mr. Md. Mhabubul Hoque	Incharge, Farmgate Branch
Mr. Md. Haider Ali	Incharge, Mahakhali Branch

EXECUTIVE VICE PRESIDENTS:

Mr. Mamun Ahmed Muqtada	Incharge, Rampura Branch
Mr. Md. Rafiqul Islam (Tutul)	Incharge, Chapainawabgonj Branch

SENIOR VICE PRESIDENTS:

Mr. Mohammad Moshfiqur Rahman	Chief Financial Officer
Mr. Md. Mahbubur Rahman Chowdhury	Incharge, Sylhet Branch
Mr. Md. Robiul Islam (Dolon)	Incharge, Kushtia Branch
Mr. Diponkar Das	Incharge, Laldighi Branch
Mr. Md. Omar Faruque	Incharge, Chowmuhoni Branch
Mr. Md. Amran Ali	Incharge, Mymensingh Branch

VICE PRESIDENTS:

Mr. Mansur Alam Sikder	Head of Underwriting
Mr. Sayed Enietul Haque	Head of Admin
Mr. Md. Numan Abedin	Head of HR & MIS
Mr. Md. Moniruzzaman Dulal	Head of Branch Control Dept.
Mr. Md. Sohel Imteaz	Incharge, Dinajpur Branch

ASSISTANT VICE PRESIDENTS:

Mr. Khan Mahfuzur Rahman	Incharge, Satkhira Branch
Mr. Mir Md. Mehedi Hasan	Incharge, Bogura Branch
Mr. Md. Ziaul Islam	Incharge, Rajshahi Branch
Mr. Tohidul Islam	Incharge, Cumilla Branch
Mr. Abdul Awal Zahed	Incharge, Dewanhat Branch

CORPORATE MANAGEMENT TEAM

CORPORATE MANAGEMENT TEAM

DR. A K M SARWAR JAHAN ZAMIL
Chief Executive Officer (CEO)

MR. MD. SIRAJUL ISLAM BHUIYAN
Additional Managing Director

MR. SAJAN KUMAR BASAK
Deputy Managing Director and Company Secretary

MR. MD. ANWARUL ISLAM
Deputy Managing Director and Head of Claims & Re-insurance

MR. MOHAMMAD MOSHFIQUR RAHMAN
Senior Vice President and CFO

MR. MANSUR ALAM SIKDER
Vice President and Head of Underwriting

MR. SAYED ENIETUL HAQUE
Vice President and Head of Admin

MR. MD. NUMAN ABEDIN
Vice President and Head of HR and MIS

MR. MD. MONIRUZZAMAN DULAL
Vice President and Head of Branch Control Department

MR. MD. JAHIDUL ISLAM
Manager and Head of Information Technology (IT)

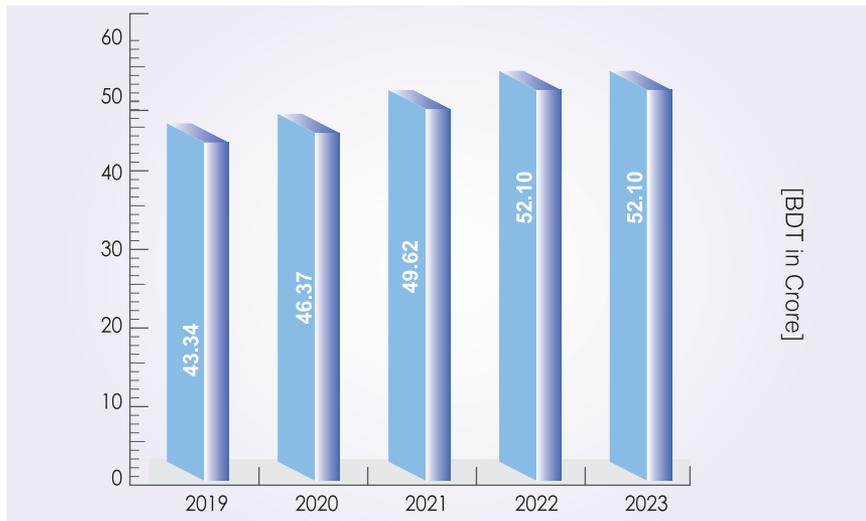
MR. MD. SAIFUL ISLAM
Deputy Manager and Head of Internal Audit

FINANCIAL HIGHLIGHTS

BDT in crore except NAVPS, EPS & Dividend items

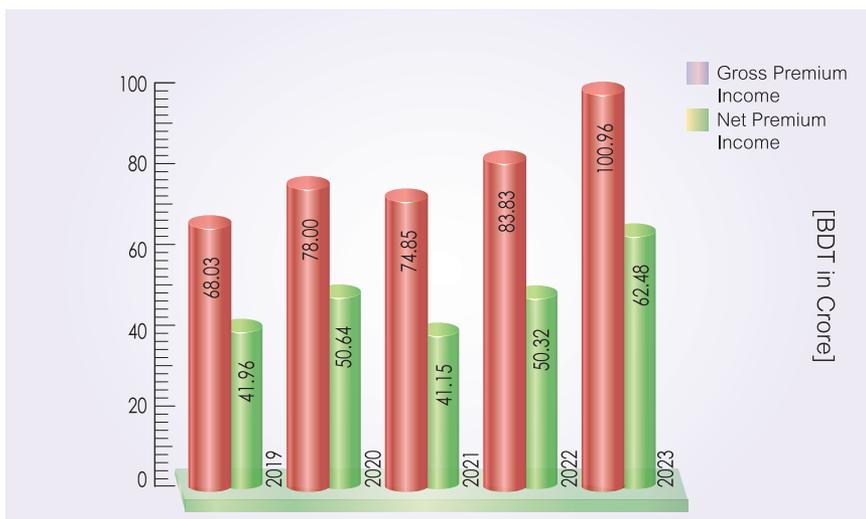
Particulars	2023	2022	2021	2020	2019
Paid-up Capital	52.10	52.10	49.62	46.37	43.34
Gross Premium Income	100.96	83.83	74.84	78.00	68.03
Net Premium Income	62.48	50.32	41.15	50.64	41.96
Net Claims Paid	5.02	2.16	1.68	4.41	4.13
Interest & Other Income	4.63	3.85	4.07	4.49	3.15
Underwriting Profit	14.01	15.85	16.05	14.24	12.81
Net Profit before Tax	15.56	16.80	16.56	15.41	12.33
Net Profit after Tax	12.05	10.21	11.82	10.95	8.75
Total Assets	165.50	155.37	151.58	136.75	119.51
Total Reserves for Contingency	43.35	36.76	34.00	28.66	23.79
Cash & Bank Balances	7.91	7.66	8.66	11.25	6.40
Investments (Money & Capital Market)	63.64	64.12	58.63	52.72	47.41
Shareholder's Equity	95.45	88.86	83.62	75.04	67.12
Net Asset Value per Share (NAVPS)	18.32	17.06	16.85	16.18	15.49
Earnings per Share	2.31	1.96	2.27	2.21	1.89
Stock Dividend	-	-	5%	7%	7%
Cash Dividend	11%	10.50%	10%	7%	7%

FINANCIAL HIGHLIGHTS IN GRAPHS



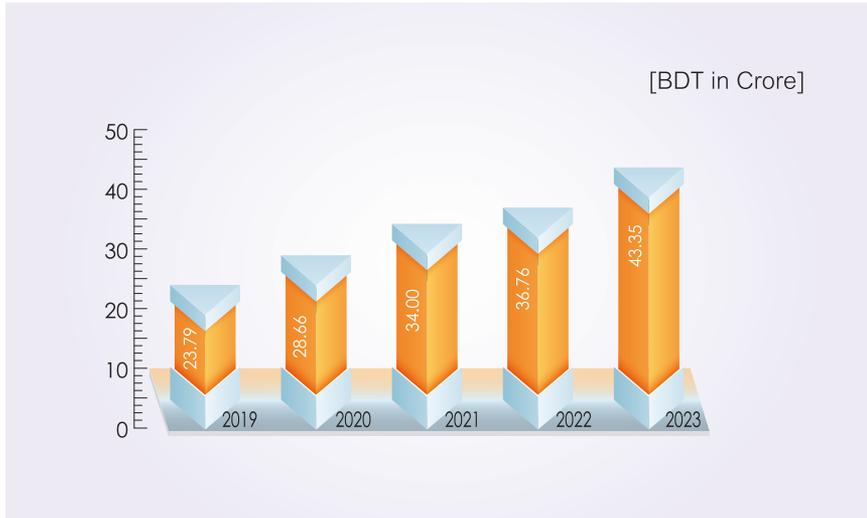
PAID-UP CAPITAL

TOTAL ASSETS



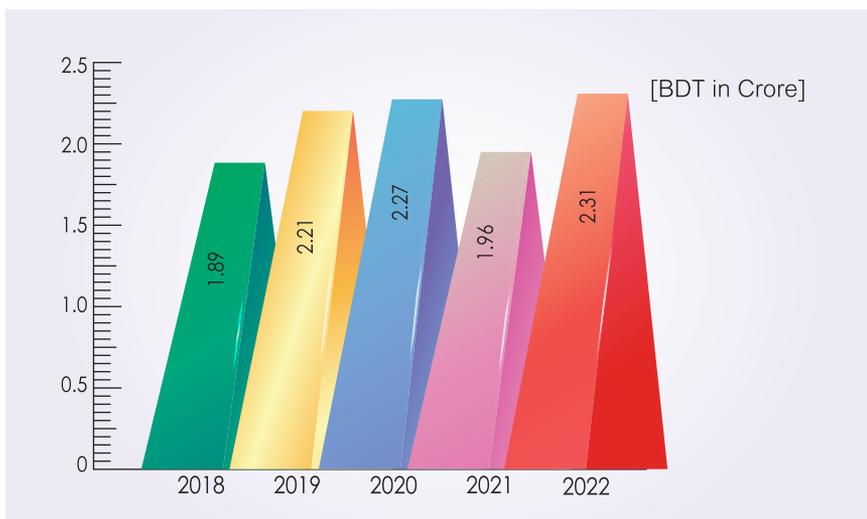
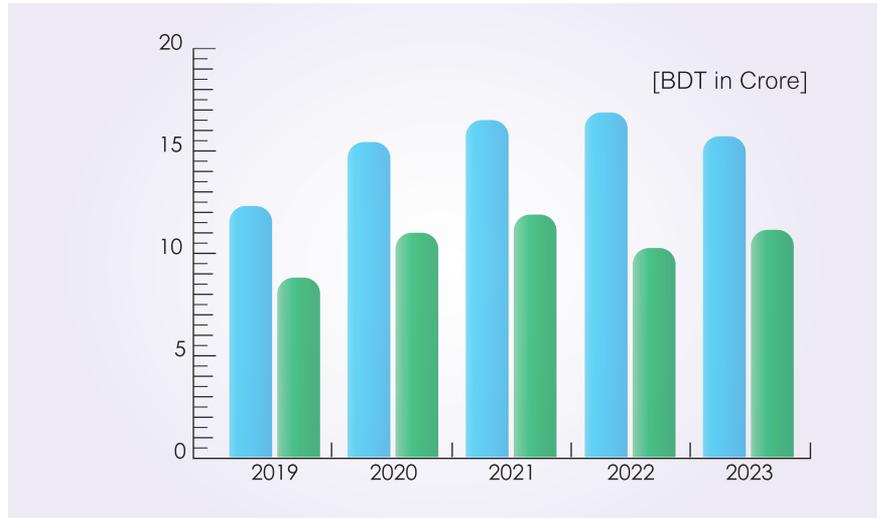
GROSS AND NET PREMIUM INCOME

FINANCIAL HIGHLIGHTS IN GRAPHS



TOTAL RESERVES FOR CONTINGENCY

NET PROFIT BEFORE AND AFTER TAX



EARNING PER SHARE

KEY RATIOS PERTAINING TO INSURANCE BUSINESS OF REPUBLIC INSURANCE COMPANY LIMITED

Particulars	2023		2022		Growth (%)
	BDT Cr.	Ratio (%)	BDT Cr.	Ratio (%)	
Gross Premium Income	100.96	N/A	83.83	N/A	20.43
Net Premium Income	62.48	N/A	50.32	N/A	24.16
Re-insurance Premium Ceded as % of Gross Premium Income	38.48	38.11	33.51	39.97	14.83
Net Re-insurance Commission Earned as % of Gross Premium Income	6.79	6.72	5.57	6.65	21.83
Net Re-insurance Commission Earned as % of Net Premium Income	6.79	10.86	5.57	11.07	21.83
Management Expenses Allocated as % of Gross Premium Income	32.98	32.67	28.83	34.39	14.41
Management Expenses allocated as % of Net Premium Income	32.98	52.79	28.83	57.29	14.41
Gross Claims Paid as % of Gross Premium Income	9.40	9.31	3.42	4.08	174.50
Gross Claims Paid as % of Net Premium Income	9.40	15.04	3.42	6.80	174.50
Net Claims Paid as % of Gross Premium Income	5.02	4.97	2.16	2.58	132.37
Net Claims Paid as % of Net Premium Income	5.02	8.03	2.16	4.29	132.37
Operating Income as % of Gross Premium Income	14.01	13.87	15.85	18.91	(11.63)
Operating Income as % of Net Premium Income	14.01	22.42	15.85	31.50	(11.63)
Net Profit before Tax as % of Gross Premium Income	15.56	15.41	16.80	20.04	(7.38)
Net Profit after Tax as % of Gross Premium Income	12.05	11.94	10.21	12.18	18.06

NB: N/A= Not Applicable

MESSAGE FROM THE CHAIRMAN



MESSAGE FROM THE CHAIRMAN

Bismillahir Rahmanir Rahim

As-Salaamu-Alaikum

Dear Honorable Shareholders,

It is with great pleasure, I welcome you all to the 24th Annual General Meeting (AGM) of Republic Insurance Company Limited (RICL). I thank everyone today for joining the AGM through the digital platform. I hope you and your family are all safe and keeping well.

It is my pleasure to place before you the Financial Statements of 2023 of the Company along with its performance. I would like to start with a brief overview of the performance and strategy of our company. In 2023 RICL stepped into the 24th years of the Company's business operation with its commitment to maintaining superior corporate governance and balancing of growth, profitability, and risk.

Dear Shareholders, the Annual Accounts of the Company for the year 2023 is being presented herewith, from which we glad to inform you that like all over the world, in spite of the economic challenges in Bangladesh, the Company has able to collect premium of Taka hundred Crore during the year 2023 which increased by 20% over the last year at Tk. 83.83 crore. The Net Profit in the year stands at Tk. 15.56 Crore. Outstanding support of the valued stakeholders, good guidance from the experienced Board of Directors and initiatives taken by the competent management team in time, the Company succeeded to maintain a sustainable and incremental growth during the year.

Dear Shareholders, in 2023, Bangladesh faced various challenges in its economy along with high inflation, a high rate of non-performing loans (NPLs) in the banks, volatility in the bourses, low balance of payments and massive depreciation of currency. However, the effort of Bangladesh Bank of keeping for-ex rates at an acceptable rate is rather praiseworthy. The Bangladesh Securities and Exchange Commission (BSEC) with a view to making the bourses stable has already withdrawn the floor prices and thus, the stock markets are becoming vibrant gradually. Republic Insurance Company Limited, with its committed prudent insurance services, will remain persistent to overcome any future challenges and will be in rhythm for a sensible business growth in 2024 as per instruction and guidelines of IDRA.

Dear Shareholders, in light of Insurance Act 2010 and directives of Insurance Development and Regulatory Authority (IDRA), non-life insurance services to be dispersed to the rural areas as well as to the social sector. And as part of its, RICL has been providing insurance coverage to the insured by underwriting small and medium enterprise (SME) business through its branch network at the remote areas of the country. The Company has also been diversifying its business portfolio by increasing segments of medium and smaller clients and thus achieving a desirable spread of business which is fundamental to insurance sector.

Dear Shareholders, the Company always gives top priority in paying insurance claims and we believe that every insured collected a policy to protect their assets. If the claims paid in stipulated time, it helped to recover losses of the insured. In view of this, we are trying to settle the insurance claims at the fastest possible time as per the instructions of IDRA. In 2023, the Company has paid net claims of Tk. 5.02 crore, which was Tk. 2.16 crore in 2022.

Dear Shareholders, you will be pleased to know that RICL sponsors started its business with Tk. 6.00 crore only and collected another Tk. 9.00 crore from market with a total paid up capital of Tk. 15.00 crore only in 2008. Having the prudent business activities and your continuous support RICL could increase its paid-up capital to a significant level of Tk. 52.10 crore gradually from its retained profit. Hitherto the Company has been continuing a very good track record in payment of cash dividend. With that intent, from the divisible profits of 2023, the Board of Directors recommended 11% cash dividend amounting to Tk. 5.73 crore for declaration to the shareholders for the year 2023.

Dear Shareholders, the BSEC constituted Capital Market Stabilization Fund (CMSF) with the unclaimed or undistributed or unsettled cash or stock dividend or non-refunded public subscription money or un-allotted rights shares from the issuer of listed securities lying

with them for more than three years, is yet to show its performance to making the bourses vibrant. RICL has been transferring the required amount of unclaimed dividend to the CMSF in compliance with the rules of the Fund on a regular basis.

Dear Shareholders, we with sincere gratitude always remember our clients and shareholders for their tremendous support and trust reposed on us. We would like to extend our sincere thanks to Banks and Financial institutions with whom we have extensive daily dealings along with the Regulators, Dhaka Stock Exchange PLC, Chattogram Stock Exchange PLC, BAPLC, NBR, FRC, BSEC, IDRA, Sadharan Bima Corporation, related Government bodies and stakeholders for their persistent co-operation and support.

I would like to extend my wholehearted thanks to the Honourable Members of the Board for their continuous support and valuable advices to administer the affairs of the Company smoothly and also to the different Sub-committees of the Board for performing their defined roles.

I also humbly seek forgiveness to the departed soul of late Hedayet Hossain Chowdhury Founder Chairman of the Company.

On behalf of the Board of Directors, I would like to take the opportunity to express our sincere thanks to the Chief Executive Officer, management team, Branch Managers and members of the staff of the Company for their commendable performance in adhering to company's vision. I am very much confident and hopeful that they will continue to be steadfast in the face of adversity and achieve better results in the years to come.

May Allah keep us in peace and bless of all.



(Mohd. Hanif Chowdhury)
Chairman



MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

Bismillahir Rahmanir Rahim

As-Salaamu-Alaikum

Dear Honorable Shareholders,

It is my great pleasure to welcome you all to the 24th Annual General Meeting (AGM) of Republic Insurance Company Limited (RICL). I convey my sincere thanks to all of you for joining in the AGM of the Company virtually through digital platform.

I would like to express my heartfelt gratitude to Almighty Allah for keeping us safe and successfully closing the year 2023 despite of all economies challenges. RICL successfully maintained a steady growth rate of 20% in 2023, exceeding industry benchmarks. Through strategic initiatives and a focus on customer service, Republic Insurance achieved consistent year-over-year growth in its key business segments. We always remember, insurance is not just a product, it's a promise. And we take that promise to heart, making sure of our contribution to our customer's value chain. Despite challenging market conditions, Republic Insurance's commitment to innovation and operational efficiency allowed it to maintain a strong growth trajectory.

Dear Shareholders, we are happy to announce that the Company was able to perform well and the gross premium of the Company has promoted to hundred in 2023. During the year the Company earned a gross premium Tk. 100.96 corresponding to Tk. 83.83 crore in 2022. Summarized position of the financial indicators is presented below:

Particulars	Amount in BDT in Crore		
	2023	2022	Growth
Gross premium	100.96	83.83	20%
Gross claims	93.97	3.42	175%
Net profit after tax	12.05	10.21	18%
Earnings per Share	2.31	1.96	18%

Furthermore underwriting income of the Company has been increasing and it is in a stable position compared to market scenario. Our most premium generating portfolios are Fire, Marine, Motor and Miscellaneous. With a view to generate significant premium, we have already introduced some new portfolios for the clients and also trying our level best making use of our underwriting capabilities.

Dear Shareholder, compliance at RICL isn't just a priority, it's our foundation for success. We rigorously adhere to regulations set by IDRA, Bangladesh Bank, and Bangladesh Securities and Exchange Commission, ensuring strong corporate governance, quality service, and sustainable growth. Beyond compliance, we embrace self-regulation, empowering us to proactively set high standards and exceed expectations. This commitment positions us as a market leader, earning trust and driving long-term value for all stakeholders.

Dear Shareholders, aiming to bring transparency to the insurance industry, IDRA launched a digital ecosystem called 'Unified Messaging Platform (UMP)' in 2020, through which small messages were initially sent to policyholders' mobiles urging them to deposit premiums and later another small message regarding confirmation of premium deposits. About 35 types of information are currently being stored through this technology including customer identity, insurance policy tenure, details of premium deposited. At present policy repository, E-receipt, E-KYC, mobile app for insurance information, insurance customer portal, Electronic Report, Business Intelligence Tools, Agent Licensing Online (ALO) module services have been added by increasing the scope of services. IDRA has taken various steps to develop business friendly in insurance sector. Among these, the Corporate Governance Guidelines, Insurers' Regulatory Sandbox Guidelines, Corporate Agent (Bancassurance) Guidelines and Insurers' Customer Protection Guidelines. We hope that if the guidelines of IDRA are fully implemented, the insurance industry will gain momentum and play an important role in the economy of the country.

Dear Shareholders, the Company has greatly appreciated the support of its customers under a very competitive environment and it continues to attach the highest importance in providing top class services to its clients aimed at ensuring long term business relationship. As per our existing practice, we will continue to create

value for our customers, clients, and partners through our insurance products and service. As a result, our insurer through our consistent focus on delivering adorable and personalized products, services and solutions our bondage with them will be stronger and services will be faster.

Dear Shareholder, since human resource is the back bone of the Company, it has been continuously striving to ensure availability of skilled and experienced manpower through proper recruitment and training of its existing staff, within the country as well as in abroad. Likewise development of information technology facilities has been given high priority in order to ensure efficient functioning of the Company.

Dear Shareholders, it is our wish that Republic Insurance will continue its endeavours to maintain its position and reputation as a sound insurance provider with adequate financial security. We are very much hopeful that, as before, you will continue to extend your support to the Company and we assure that we will make all efforts to honour your trust by running the Company with the highest regards for ethics, integrity and honesty.

Dear Shareholders, I would like to thank Honorable Chairman and Honorable Board of Directors for their wise counsel, which has been particularly valuable in these times of Financial and social stress. I would also like to thank all esteemed stakeholders, well-wishers, Ministry of Finance, Insurance Development and Regulatory Authority (IDRA), Bangladesh Bank, Bangladesh Insurance Association (BIA), Bangladesh Insurance Forum, Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange PLC., Chattogram Stock Exchange PLC., Co-insurer and re-insurer for their patronage support.

Finally, I would like to thank Management Team, Branch Managers and staff members for their sincere dedication, commitment and extreme hard work throughout the year and also thank every customer for reposing their faith in us and the regulators for their constant support.

Thank you and best wishes to you and your family.



(Dr. A K M Sarwar Jahan Zamil)
Chief Executive Officer

MESSAGE FROM THE CHIEF EXECUTIVE OFFICER



DIRECTORS' REPORT

to the Shareholders of Republic Insurance Company Limited

Bismillahir Rahmanir Rahim

Dear Shareholders,

As-salamu Alaikum,

The Board of Directors of Republic Insurance Company Limited (herein after 'the Company' or RICL) takes this opportunity to welcome you all to the 24th Annual General Meeting (AGM) of the Shareholders and present before you the Annual Report of the Company along with the Audited Financial Statements and Auditor's Report for the year ended on December 31, 2023, for consideration and approval. The Audited Financial Statements were approved by the 149th Meeting of the Board of Directors held on April 29, 2023.

We prepared this Annual Report in compliance with the Companies Act 1994, Insurance Act 2010 and guidelines issued by Bangladesh Securities and Exchange Commission (BSEC), Insurance Development & Regulatory Authority (IDRA) and other Regulatory Authorities from time to time.

GLOBAL ECONOMY

Global growth is set to slow further this year amid tight monetary policy, restrictive financial conditions, and feeble global trade and investment. Downside risks include an escalation of the recent conflict in the Middle East, financial stress, persistent inflation, trade fragmentation, and climate-related disasters. Global cooperation is needed to provide debt relief, facilitate trade integration, tackle climate change, and alleviate food insecurity. Among emerging market and developing economies (EMDEs), commodity exporters continue to grapple with fiscal policy procyclicality and volatility. Across all EMDEs, proper macroeconomic and structural policies, and well-functioning institutions, are critical to help boost investment and long-term prospects.

According to IMF report October 2023, the baseline forecast is for global growth to slow from 3.5 % in 2022 to 3.0 % in 2023 and 2.9 % in 2024, well below the histor-

ical (2000–19) average of 3.8 %. Advanced economies are expected to slow from 2.6 % in 2022 to 1.5 % in 2023 and 1.4 % in 2024 as policy tightening starts to bite. Emerging market and developing economies are projected to have a modest decline in growth from 4.1% in 2022 to 4.0% in both 2023 and 2024. Global inflation is forecast to decline steadily, from 8.7% in 2022 to 6.9% in 2023 and 5.8% in 2024, due to tighter monetary policy aided by lower international commodity prices. Core inflation is generally projected to decline more gradually, and inflation is not expected to return to target until 2025 in most cases.

As per Asian Development Outlook (ADO) December 2023, Developing Asia's outlook remains upbeat despite global challenges. The 2023 growth forecast is revised up from September's projection, to 4.9% from 4.7%, on robust domestic demand. The 2024 forecast is maintained at 4.8%.

BANGLADESH ECONOMY

Bangladesh has a strong track record of growth and development, even in times of elevated global uncertainty. A robust demographic dividend, strong ready-made garment (RMG) exports, resilient remittance inflows, and stable macroeconomic conditions have supported rapid economic growth over the past two decades.

According to Bangladesh Development Update report October 2023 by World Bank, the Real GDP growth slowed to 6.0% in FY23 from 7.1% in FY22, based on Bangladesh Bureau of Statistics (BBS) provisional estimates. On the supply side, the slowdown was driven by the industrial and services sectors. The industrial production index slowed from 11.9% in FY22 to 5.1% in FY23 as a result of import restrictions, rising raw material costs, increased energy prices, and electricity and gas disruptions. Though the construction of large mega projects continued, private sector construction activity slowed due to elevated raw material prices and the estimated industrial growth slowed from 9.9% in FY22 to 8.2% in FY23. Agricultural growth slowed modestly from 3.2% in FY22 to 3.1% in FY23, but a robust public food stock supported food security.

DIRECTORS' REPORT

GLOBAL INSURANCE MARKET

As per Sigma 3/2023 report of Swiss Re the Global economic growth has been stronger than anticipated so far this year, but a slowdown in the second half remains on the cards. Still-high inflation means today's interest rate mantra is "higher for longer", which has implications for the insurance sector also.

High interest rates sparked bank sector instabilities earlier this year but with their sound capital positions, insurers have not been shaken by the disruptions in the financial system. We forecast that global insurance (non-life and life) premiums will grow by 1.1% in 2023 and 1.7% in 2024 in real terms, after contracting by 1.1% in 2022. And, reflecting the stirrings of market growth, we see premium volumes rising to a new high this year, in nominal terms.

INSURANCE MARKET IN BANGLADESH

Bangladesh's non-life insurance industries continues to operate as one of the smallest position in the world. Just after the Liberation of Bangladesh in 1971, Sadharan Bima Corporation (SBC) and Jiban Bima Corporation (JBC) had been established under the Insurance Corporation Act 1973 as state-owned organizations to deal with non-life and life insurances respectively. SBC and JBC are state-owned reinsurance service providers. Thereafter permission was given to private insurance companies to operate in accordance with the provisions of the Insurance (Amendment) Ordinance, 1984.

The Insurance Development and Regulatory Authority (IDRA) were established in 2011 to review the insurance industry as per insurance Act, 2010. Since inception, IDRA had taken various steps to complete the legal framework and establish financial order in the insurance sector. Accordingly, they launched a digital ecosystem called 'Unified Messaging Platform (UMP)' in 2020, through which small messages were initially sent to policyholders' mobiles urging them to deposit premiums and later another small message regarding confirmation of premium deposits. IDRA has also taken various steps to develop business friendly insurance sector. Among these, the significant steps are the Insurer's Corporate Governance Guidelines Insurer's Regulatory Sandbox Guidelines, Corporate Agent (Bancassurance) Guidelines, Insurer's Customer Protection Guidelines etc.

Insurance companies assume the risk of life and property of customers against insurance premiums. An analysis of the growth in premium income shows that the insurance sector has been consistently improving since independence. Analyzing the growth of premium income, it can be seen that the insurance sector has consistently improved since independence. The total premium income in the country in 1973 was Tk 11.90 crore. In 2008, the total premium income of the

insurance sector was Tk 5,317.08 crore which in 2023 stood at Tk 17,484.08 crore. From 2008 to 2023, there has been a growth of 228.82% in premium income i.e. an annual average growth of 14.30%.

COMPANY'S BUSINESS ACTIVITIES AND PERFORMANCE REVIEW

The Insurance sector of Bangladesh in 2023, under extremely challenging conditions due to US dollar crisis and dollar rate fluctuations. As a result the exports and imports business was slowdown. In this situation Republic Insurance Company Limited (RICL) has tried to overcome and able to achieve the expected premium target. Despite all challenges the competent Management Team of the Company paid proper attention in time in professional manner and due to this attention the Company has able to earn a gross premium of Tk. 100.96 crore during the year which was increased by 20% than previous year. In 2023, the Company was able to post a average business growth in comparison to the overall performance of the insurance industry.

PRODUCT WISE PERFORMANCE OF THE COMPANY

Product-wise underwriting performance of the Company for the last five years is as under:

Year	2023	2022	2021	2020	2019
BDT Crore	100.96	83.83	74.84	78.00	68.03

The segment-wise underwriting performance of the Company for the last five years are as under:

Class of insurance	[Amount in BDT Crore]				
	2023	2022	2021	2020	2019
Fire	38.88	30.39	28.31	36.85	32.12
Marine & Hull	47.01	39.29	34.18	29.55	19.89
Motor	5.27	4.18	3.34	4.67	6.24
Miscellaneous	9.80	9.97	9.01	6.93	9.78
Total	100.96	83.83	74.84	78.00	68.03

Fire Insurance

The Fire insurance business constitutes 38.51% of the total portfolio of the Company. During the year the Company has underwritten a gross premium of Tk. 388,758,373 whereas it was Tk. 303,906,797 in 2022.

Marine and Marine Hull Insurance

The Marine and Marine Hull insurance business constitutes 46.56% of the total portfolio. The Company has underwritten a gross premium of Tk. 470,118,138 in current year as compared to Tk. 392,870,698 in the previous year.

DIRECTORS' REPORT

Motor Insurance

The Motor insurance business constitutes 5.22% of the total portfolio. The Company has underwritten a gross premium of Tk. 52,667,144 in current year as compared to Tk. 41,846,837 in the previous year. The Motor insurance business decreased due to non-obligatory decision for motor third party liability insurance has been continued by the BRTA.

Miscellaneous Insurance

The Miscellaneous class of business constitutes 9.71% of the total portfolio. During the year, the Company has underwritten a gross premium of Tk. 98,056,408 in 2023.

POSITION OF PAID-UP CAPITAL AND RESERVED

Authorized Capital

The authorized capital of the Company is Tk. 100 crore divided into 100,000,000 ordinary shares of Tk.10/- each.

Paid up Capital

RICL increases the business volume regularly. For this, it required increasing the paid up capital size and accordingly, the Board of Directors decided to enhance the paid-up capital every year to fulfill the compliance of Insurance Development and Regulatory Authority's (IDRA). The Position of Paid up Capital of the Company is as under:

Year	Description	Amount in Taka
2011	10% stock dividend	181,500,000
2012	10% stock dividend	199,650,000
2013	12% stock dividend	223,608,000
2014	12.50% stock dividend	251,559,000
2015	10% stock dividend	276,714,900
2016	13% stock dividend	312,687,830
2017	12.% stock dividend	350,210,370
2018	12.50% stock dividend	393,986,650
2019	10 % stock dividend	433,385,310
2020	7% stock dividend	463,722,280
2021	7% stock dividend	496,182,830
2022	5% stock dividend	520,991,970

Reserve Fund

To protect the risk factors of the Company, it is required to build up a reasonable amount of reserve funds for the Company. We have planned to build up a good amount as reserve funds, so that we can settle any financial requirements from the reserve fund. The position of Reserve for the last five years is as under:

Year	2023	2022	2021	2020	2019
BDT Crore	43.35	36.76	34.00	28.66	23.79

CLAIMS

RICL is always committed to settling insurance claims on time. We believe that our commitment is the satisfaction of our customers and their satisfaction is our Company's goodwill. The Board of Directors of the Company delegates the power to the Claims Committee for settling any amount of claim in the quickest time. During 2023, the Company paid a net amount of Tk. 50,166,295 against claims which helped the customer to recover their losses. The last five years breakup of net claims paid is enumerated below:

Year	2023	2022	2021	2020	2019
BDT Crore	5.02	2.16	1.68	4.41	4.13

RE-INSURANCE

The Company underwrites a large number of policies with a wide range of risks for various classes of insurance, which involves billions of taka. Every insurance company has limited capital, which is not sufficient to pay a small percentage of catastrophic loss or a single big loss. To protect the interest of the Company as well as the policyholders every company retains a small percentage of risk in their own share and shifts a major portion of risk to other re-insurer companies.

RICL has arranged adequate protection through the reinsurance arrangement with the state-owned organization of Sadharan Bima Corporation (SBC). The Company has a full coverage insurance risk and sufficient catastrophe cover to protect against any national disaster. The Board of Directors is always aware of the customer's insurance risks and ensures the protection of its liability by reinsurance arrangement. During 2023, the Company has paid re-insurance premium to the extent of Tk. 384,800,227 to protect the risk covered by the Company. Republic Insurance Company Limited is fully equipped with technical expertise. Our present reinsurance arrangement is well secured to protect the interest of the Company as well as the policyholders in the event of any consequences.

EARNINGS PER SHARE (EPS)

The Earnings per Share (EPS) for the year 2023 stood at Tk. 2.31 in place of Tk. 1.96 in the previous year.

INVESTMENT

Dear Shareholders, Insurance is a kind of risk management activity primarily used as a hedge against the risk of a contingent or an uncertain loss. To meet the uncertain loss, the Company keeps the amount in the form of investment. On the other hand, a good investment is

DIRECTORS' REPORT

also a major tool for sustaining and improving the Company's profitability. Republic Insurance Company earns investment profits at a large scale. Due to this, the Board expects to increase the investment figure of the Company. Our aim is to earn more profit from the Company's investment. For the greater interest of the Company as well as Shareholders, we ensure the maximum utilization of the fund and in this connection, we have invested the fund properly. The last five years' investment breakup of the Company is as under:

Year	2023	2022	2021	2020	2019
BDT Crore	63.64	64.12	58.63	52.72	47.41

DIVIDEND

Dear Shareholders, it is a great pleasure for the Board of Directors of the Company to recommend 11% cash dividend for each share @ Tk. 10 for the year ended December 31, 2023 subject to the approval of the Shareholders in the 24th Annual General Meeting. The Shareholders, whose names would be recorded in the 'Depository Register' on the record date, i.e. on the May 26, 2024, shall be entitled to the dividend.

STATEMENT OF PROFIT & LOSS AND OTHER COMPREHENSIVE INCOME

The Board of Directors is always committed to protect the interest of our valued shareholders. Under the active guidance and supervision by the Board, the Management performs its responsibility for achieving the financial goal of the Company. The Company earned a net profit before tax of Tk. 155,599,379 compared to the last year, it reflects that during the year the Company could not earn expected profit due to payment of agency commission, management expenses and prior year income tax provision which affected the profitability of the Company significantly. The breakup of the funds available for distribution is as follows:

Particulars	Amount in Taka	
	2023	2022
Net Profit Before Tax	155,599,379	168,000,252
Less: Provision for Income Tax & Deferred Tax	35,068,067	65,905,826
Net Profit After Tax	120,531,312	102,094,426
Add: Balance brought forward of previous years retained earnings	62,712,045	86,117,864
Less: Reserve for Exceptional Losses	62,479,983	50,322,822
Less: Issuance of Bonus Shares for the year 2022	-	24,809,140
Less: Cash dividend paid for the 2022	54,704,157	49,618,283
Less: General Reserve	750,000	750,000
Funds available for distribution	65,309,217	62,712,045

COST OF SERVICE AND PROFIT MARGIN

The overall cost of services increased during the year. The profit margin of the Company during the year is as under:

Particulars	Amount in Taka
Net Sales/Turnover/Receipts/Premium earned	1,009,600,063
Less: Cost of Sales/Re-insurance premium ceded	384,800,227
Gross profit/Net premium earned	624,799,836
Add: Other operating income/Balance of fund account at the beginning of the year	273,052,814
Less: Selling & Marketing expenses/Claims under policies less re-insurance/Agency commission/Expenses of management/Balance of fund account at the end of the year	752,336,285
Less: Other operating expenses/Insurance stamps consumed	5,449,731
Less: Financial expenses/Expenses of management/Expenses for WPPF	30,723,882
Add: Any other business income	46,256,627
Profit before Tax	155,599,379

DIRECTORS' REPORT

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Dear Shareholders, Republic Insurance Company Limited recognizes the importance of CSR in the social and economic development of the Country. Through the process of implementing CSR, it focuses on the quality work environment, the well-being of the workforce and their families as well as society at large. RICL has also been participating in contributing financial support to the Fund, formed by Insurance Development and Regulatory Authority (IDRA), Bangladesh Insurance Association (BIA), Bangladesh Insurance Forum (BIF), and other Regulatory Authorities for sponsoring various state programs and for the help of victims affected by natural hazards.

BOARD COMMITTEES

In adherence to the BSEC Corporate Governance Code-2018, the formation of two mandatory committees is required: the Audit Committee and the Nomination & Remuneration Committee (NRC). To align with the regulatory guidelines of BSEC's Corporate Governance Code and ensure best practices within the organization, Republic Insurance Company Limited (RICL) has established two sub-committees of the Board, namely, the Audit Committee and the Nomination & Remuneration Committee (NRC).

Further, following the directives of the Insurance Development and Regulatory Authority (IDRA), as per their letter Ref. No.53.03.0000.075.22.025.2020.230, dated October 19, 2023, regarding the "Insurer's Corporate Governance Guidelines, 2023," a total of 05 (Five) Board committees are deemed mandatory. Subsequently, the Board of Directors established the Investment Committee, Risk Management Committee, and Policyholder Protection & Compliance Committee as additional mandatory committees within the Company. These committees assume a crucial role in upholding corporate governance standards and overseeing various aspects of the insurance business.

Other than the above committees, RICL has also established two another Sub-Committees of the Board, namely, Executive Committee and Claims Committee.

PROFITABILITY OF THE COMPANY

Republic Insurance has performed with consistent profitability over the years, which is evident from the statistical figures. In the year 2023, in spite of the various macro-economic challenges, absence of usual atmosphere for motor insurance and foreign currency crises to open required number of letters of credit to enhance marine cargo insurance, we could register a business growth of 20% over 2022. As the insurance business is basically a risk taking business and hence vulnerable to fluctuations, Reliance Insurance Limited follows a conservative policy both in matter of insurance underwriting and investments to safeguard

the interests of the Company in the long run.

REMUNERATION PAID TO DIRECTORS INCLUDING INDEPENDENT DIRECTORS

The Company has paid Tk. 1,248,000 as directors' fee to the directors including Independent Directors for attending committee and Board meetings in 2023, which has been mentioned in the company's profit and loss accounts. The Company has not paid any amount as remuneration to the directors in the year 2023.

CREDIT RATING

Republic Insurance Company Limited has been awarded "AA" (pronounced AA) in the long term and "ST-2" in the short term and rated by Alpha Credit Rating (AlphaRating). The rating reflects RICL's established track record, improved underwriting performance, GPW, and net income. The rating also draws strength from the improved risk absorption capacity with an improved equity base, financial strength, and premium solvency ratio. The rating is however; constrained by a decline in ROA and reserve solvency ratio, moderate liquidity position, dependence on investment returns, and moderate systems and processes.

DIRECTORS

A. Sponsor Directors

In terms of the provisions of clauses 96 & 97 of the Articles of Association of the Company, the following Directors from the sponsor shareholders' group i.e. group "A" shareholders will retire in this AGM:

01. Mr. Sadeque Hossain Chowdhury
02. Mrs. Hasina Gazi
03. Mrs. Shahin Haider

Being eligible, all the above directors have offered themselves for re-election.

Brief Resume and other information of the Directors as per clause 1.5 (xxiv) of BSEC Corporate Governance Code on 03 June 2018 disclosed in this Annual report on page 20-22 in this report.

B. Public Shareholders Directors

Under the same provisions of the Articles of Association mentioned above, the following Directors from Group-B shareholders will retire in this AGM, and being eligible they offered themselves for re-election:

01. Mr. Feroz U. Haider
02. Mrs. Shahella Rashid Chowdhury
(Nominated by Cove Investment Ltd.)

It may be noted that During the year, Director Mrs. Rehana Chowdhury resigned from the Board and the Board accepted her resignation in its 146th Meeting of the Board of Directors and in the same meeting Mr. Hamdan Hossain Chowdhury appointed as Director from Public Shareholders group-B. His holding of 26,12,749 shares i.e 5.01% of Paid up Capital of the Company.

It may also be noted that Director Mr. Saber Hossain Chowdhury, MP resigned from the Board on January 11, 2024 and the Board accepted his resignation in its 147th Board Meeting and in the said meeting the Board appointed Ms. Raimah Chowdhury as Nominee Director from Public Shareholders group-B, nominated by Binning and Company (Bangladesh) Limited holding of 11,84,778 shares i.e 2.27% of Paid up Capital of the Company.

C. Independent Director

As per requirements of BSEC's Corporate Governance guidelines the Board is searching for another competent and qualified person for appointment as Independent Director of the Company.

AUDITORS

A. Statutory Auditors

In accordance with the notification no. 2(2), issued by BSEC on 20 June 2018, the existing statutory Auditors Malek Siddiqui Wali, Chartered Accountants have completed their consecutive third year of service as the statutory Auditors and accordingly they are not eligible for re-appointment. We would extend sincere thanks to Malek Siddique Wali, Chartered Accountants, for their professional service to the Company during consecutive year.

In accordance with the said notification the Company would appoint new statutory auditors to carry out annual audit for the year 2024. In this connection the Board of Directors recommended for appointment of Rahman Mostafa Alam & Co. Chartered Accountants as the Auditors of the Company for the year 2024 at a fee of Tk. 385,000 (including VAT & Tax) per year subject to the approval of Shareholders in the 24th Annual General Meeting.

B. Compliance Auditor

As per Corporate Governance Code No. BSEC/ CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 the Board in its 149th Board Meeting has appointed T. HUSSAIN & CO., Chartered Accountant as compliance Auditor for obtaining a certificate of compliance of Corporate Governance for the year 2024 at a fee of Tk. 50,000 (including VAT) subject to approval of shareholders in the 24th Annual General Meeting.

C. ICGG Auditors

Insurance Development and Regulatory Authority (IDRA) issued Insurers' Corporate Governance Guidelines (ICGG) to be applied to restore corporate governance in the insurance companies and in this connection the Company would be audited an auditor appointed as per guideline 19(2) of the ICGG in the Annual General meeting. In this context, the Board in its 150th Board Meeting appointed Jasmin & Associates, Chartered Secretaries as ICGG Auditor of the Company at a fee of Tk. 30, 000 (excluding VAT) subject to approval of the shareholders in the 24th Annual General Meeting.

CORPORATE GOVERNANCE

Corporate governance is the system of rules, practices and processes by which a company is operated and controlled. Corporate governance essentially involves balancing the interests of a company's many stakeholders such as Shareholders, Management, Customers, Suppliers, Financiers, Government and the community. Corporate governance facilities are the rules & regulations to work in the best interest of stakeholders. The Board of Directors firmly believes that the practice of good corporate governance is essential to ensuring a disciplined and sustainable national economy. The Management strictly adheres to two basic principles of Corporate Governance i.e. transparency and disclosure. Since the inception of the Company the Board of Directors has been fully committed to building a strong and empowered Management Team. This helped RICL to maintain Good Corporate Governance. Status of compliance with the conditions imposed by Bangladesh Securities and Exchange Commission's Notification No. SEC/CMMRRCD/2006-158/ 207/Admin/80, dated June 03, 2018, along with a certificate from a practicing Chartered Accountant have been presented on page 50-61 in this report.

LEVERAGING TECHNOLOGY

We follow, adopt, and update necessary technologies based on the latest changes in the industry. The IT department of RICL has successfully implemented a Wide Area Network (WAN) to connect all the Branch Offices in the country on a real-time basis, thereby providing seamless connectivity and prompt customer service. All Branches are working under IT software. Presently IT system generates almost 200 MIS reports which help the management to take decisions properly and timely, controlling business procurement through Computer Integrated Insurance System (CIIS) software and quickly accessing the underwriting documents through CIIS for departmental integration with Underwriting, Claims & Re-Insurance, and Accounts department. By this time, the Company has introduced a lot of IT facilities for our shareholders and customers.

We are trying to set up technology-based products such

DIRECTORS' REPORT

as Card Protection Insurance, Online Motor Insurance, etc. in a way to settle every valid claim in a shorter period, we attempt to improve our core competency in claims management because we want to reflect in our every dealing that insurers must be the ones who are in the business of indemnifying policyholders when misfortunes do strike.

INTERNAL CONTROL AND COMPLIANCE

The Board is responsible for ensuring an adequate and effective control system. Although no system of internal financial control can provide absolute assurance against material misstatement or loss. The company's internal control systems have been designed to provide the Directors with reasonable assurance that assets are safeguarded against unauthorized use by the employees or management and or third parties. Transactions are authorized and properly recorded and material errors and irregularities are either prevented or detected within a reasonable period. A Properly designed management structure, clearly defined responsibilities, delegation or authorities, establishment of accountability at each level, and a system of periodic reporting and monitoring performance are the key elements of the internal control framework employed in Republic Insurance Company Limited.

DISCLOSURE OF RISK REPORTING

The corporate disclosure of relevant information is very important for effective decision-making by investors and other stakeholders. RICL maintains informative, transparent, and consistent risk reporting for its valued clients, Stakeholders, and the industry itself. The Risk Reporting of RICL disclosed in page 79 in this annual report.

BOARD MEETING

The Board members sometimes review the activities of the Company and decide the topics relating to policy and accordingly, monitor the progress of the Company. As per the Companies Act 1994 and the Articles of Association the Board meetings are being held.

Board meetings are normally held to discuss and decide on major corporate, strategic, and operational issues as well as to evaluate major investment opportunities. At the Meetings, the Chairperson of the Board allocated sufficient time for the directors to consider each agenda prudently and allowed them to freely discuss, enquire and express opinions on the items of interest so that they can fulfill their duties to the best of their abilities. During the year 6 (six) Meetings of the Board were held wherein policies and major business and strategic decisions were taken. On invitation of the Board Members, the senior management person thereof attended Board Meetings to participate in discussions.

RELATED PARTY TRANSACTIONS

As per International Accounting Standard (IAS) 24 "Related Party Disclosures" parties are considered to be related if one of the parties can control the other party or exercise significant influence over the other party in making financial and operating decisions. The Company carried out transactions in the ordinary course of business on an arm's length basis at commercial rates with its related parties. Related party disclosures have been given in Notes: 37.00.

ENTITLEMENT OF DIVIDEND

Shareholders whose names shall appear in the Members Register of the Company or the Depository Register of CDBL on the 'Record Date' of the respective year's AGM will receive the entitled dividend.

PROCESS OF DISTRIBUTION OF CASH DIVIDEND

Cash dividend shall be paid directly to the bank account within 15 days and not more than 30 (thirty) days from the date of approval by the Shareholders in the AGM and the date of the Board's approval in case of interim Dividend subject to compliance of circulars/directives of BSEC or Bangladesh Bank or other regulatory authority from time to time.

PROCEDURE OF STOCK DIVIDEND DISTRIBUTION

The stock dividend is being credited within 30 (thirty) days of approval subject to the clearance of the regulatory requirement. Process for settling unpaid dividends unpaid or unclaimed cash dividends and stock dividends shall be settled as per instructions of the BSEC or other regulatory authority from time to time.

DECLARATION ON THE FINANCIAL STATEMENTS

The Directors are responsible for the governance of the Company and, as part of the preparation and presentation of the financial statements for the year ended December 31, 2023, of Republic Insurance Company Limited, the Directors confirm, to the best of their knowledge that:

- (i) The financial statements, prepared by the Management of the Company, which were duly scrutinized by the external auditors, present fairly its state of affairs, the result of its operations, cash flows, and changes in equity;
- (ii) Proper books of account of the Company have been maintained;
- (iii) Appropriate accounting policies have been consistently applied in the preparation of the Financial Statements and the accounting estimates are based on reasonable and prudent judgments;
- (iv) The International Accounting Standards (IAS) and/or IFRS as applicable in Bangladesh have

DIRECTORS' REPORT

- been followed in the preparation of the Financial Statements and any departure there from has been adequately disclosed;
- (v) The system of internal control is sound in design and has been effectively implemented and monitored;
 - (vi) There is no doubt, whatsoever, upon the Company's ability to continue as a going concern;
 - (vii) The CEO and CFO have certified to the Board that they have reviewed the financial statements and affirmed that these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (viii) The CEO and CFO have certified to the Board that they have reviewed the financial statements and affirmed that these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws;
 - (ix) The CEO and CFO have further certified to the Board that there are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct. The CEO and CFO have further certified to the Board that there are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct; and
 - (x) The declaration of the CEO & CFO of the Board of Directors is shown on page 64 in this report.

OTHER REGULATORY DISCLOSURES

Pursuant to the BSEC Notification on 'Code of Corporate Governance' (CGC) dated June 03, 2018, the Directors of RICL also report that:

- (a) The Company is aware of its various risks and concerns. The financial risk management has been disclosed under Note 2.20 of the financial statements;
- (b) All transactions with related parties have been made on a commercial basis and the details of related parties and transactions have been disclosed under Note No. 37 of the financial statements;
- (c) Appropriate accounting policies have been followed in the preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment;
- (d) The financial statements are prepared in accordance with IAS/IFRS and any departure there from has been adequately disclosed;
- (e) The Company's IPO was made in 2008;
- (f) From inception, the financial results of the Company have continued to grow as reflected in the yearly financial statements of the Company;

- (g) No extraordinary gain or loss has been recognized in the financial statements of the Company;
- (h) No significant variations have occurred between the quarterly and final financial results of the Company during 2023;
- (i) During the year, the Company has paid a total amount of Tk. 1,248,000 as Board meeting attendance fees;
- (j) All significant deviations from the previous year in the operating results of the Company have been highlighted and the reasons thereof have been explained;
- (k) The key operating and financial data for the last five years have been disclosed on page 49 in this report;
- (l) The Company has proposed 11% cash dividend for the year 2023;
- (m) During 2023, 6 (six) Board Meetings were held, which met the regulatory requirements. The attendance records of the Directors are shown on page 65 in this report;
- (n) Rights and interests of the minority Shareholders have been duly protected by means of transparent operations and proper disclosure of material information of the Company;
- (o) No bonus or stock dividend has been declared or an interim dividend declared during the year;
- (p) A statement of 'Management Discussion and Analysis' has been presented on page 62-63 in this report;
- (q) The Shareholding pattern of the Company as on December 31, 2023, is shown on page 60 in this report; and
- (r) Directors' profiles have been included in the Annual Report as per BSEC Guidelines.

FINANCIAL STATEMENTS

The Board of Directors of Republic Insurance Company Limited would like to inform you that the Financial Statements containing the audited accounts for the year ended December 31, 2023, conform with the requirements of the Companies Act, 1994, IAS, and IFRS as adopted and applicable, Securities & Exchange Rules-1987 and the listing regulations of the Dhaka Stock Exchange PLC and Chattogram Stock Exchanges PLC, and believes that the financial statements reflect fairly the form and substance of all transactions carried out during the year under review and reasonably accurately present the Company's financial condition and results of its operations.

CODE OF CONDUCT FOR THE CHAIRPERSON, OTHER BOARD MEMBERS, AND CHIEF EXECUTIVE OFFICER

The Company has prepared a Code of Conduct Policy for the Chairperson, other Board members, and Chief

DIRECTORS' REPORT

Executive Officer and approved by the Board. The Code of Conduct for the Chairperson, other Board Members, and Chief Executive Officer is disclosed under information about Corporate Governance in this report.

DIVIDEND DISTRIBUTION POLICY

The dividend policy outlines the amount of cash that will be distributed to the Shareholders every year as dividend out of after-tax profit of the Company. The dividend policy is based on balancing the value expectations of Shareholders and ensuring funds availability for future expansion plans. The Board of Directors of the Company has approved the Dividend Distribution Policy as per applicable Acts and regulatory directives issued by the Bangladesh Securities and Exchange Commission. The Dividend Distribution Policy of the Company is disclosed on page 80-82 in this report.

NOMINATION AND REMUNERATION POLICY

The Company has prepared a Nomination and Remuneration Policy and approved by the Board. The Nomination and Remuneration Policy is disclosed on page 83-87 in this Annual Report.

RISKS AND CONCERNS

Without risk, no business can be presumed whether it is small or large. The insurance business deals with the risks of other business organizations and also the personal properties of individuals. As a non-life insurer, RICL deals with different types and numbers of risks, i.e., underwriting risks of Fire, Marine cargo and Hull, Motor vehicle and Miscellaneous risks like burglary, personal accident policy, engineering, crop insurance, etc. High risks under different scenarios are identified, assessed, and monitored through regular analysis by our specialist risk assessment team including professionals of insurance as well as engineers. Further, the main strategic risks identified by the company and the high-valued clientele are regularly monitored by the Senior Management including any mitigating actions. Insurance risks are classified as strategic risks, underwriting risks, reinsurance risks, reserving risks, investment risks, liquidity risks, and socio-politico-economic risks. Republic Insurance monitors those risks continuously and takes appropriate measures in dealing with risks of high magnitude.

RISK ASSESSMENT AND MITIGATION

Republic Insurance Company Limited recognizes the dynamic nature of the insurance industry and the inherent risks associated with conducting business. This disclosure aims to provide stakeholders with insights into the risks faced by the company in the year 2023 and the corresponding strategies employed for mitigation. The Key Risk Identified of the company are:

Market Volatility:

The insurance industry is susceptible to market fluctuations, impacting investment returns and financial stability. Republic Insurance has diversified its investment portfolio, implemented risk management models, and regularly monitors market trends to make informed decisions.

Regulatory Changes:

Evolving regulatory landscapes can pose challenges in compliance, affecting operations and financial performance. The company maintains a dedicated regulatory compliance team to stay abreast of changes, conducts regular audits, and engages in proactive dialogue with regulatory bodies.

Cyber security Threats:

Increasing cyber threats pose risks to sensitive customer data, operational integrity, and overall business continuity. Robust cyber security measures, employee training programs, and continuous assessments of IT infrastructure help mitigate the risk of cyber-attacks. Investments in advanced security technologies are ongoing.

Underwriting Risks:

Inaccurate risk assessment and underwriting may lead to substantial financial losses. RICL's insurance's employs advanced data analytics, artificial intelligence, and machine learning algorithms to enhance underwriting accuracy. Regular training programs ensure underwriters are updated on industry trends.

Climate Change Impact:

Climate-related events can result in an increase in insurance claims and pose a threat to the company's financial stability. The company actively assesses and adjusts its risk exposure to climate-related events. Sustainable business practices are adopted, and partnerships with climate risk experts are established.

Financial Preparedness:

Republic Insurance Company Limited maintains a robust financial position to address unforeseen challenges. Adequate reserves, stress testing, and scenario analyses are conducted regularly to ensure the company's ability to weather economic downturns or unexpected events.

Continuous Monitoring and Adaptation:

Risk management is an ongoing process at Republic Insurance, with regular reviews and updates to strategies based on emerging threats and industry developments. The company remains committed to transparency and will communicate promptly with stakeholders in the event of any significant changes to the risk landscape.

INDUSTRY OUTLOOK AND FUTURE PROSPECTS

The non-life insurance sector in Bangladesh has been

undergoing significant transformations in recent years, reflecting the dynamic economic landscape of the country. In Bangladesh, the marine insurance is considered to be the lifeguard for the non-life insurance business. Marine insurance completely depends on imports which has continuously being disturbed by the political unrest and restrictions on opening L/Cs but the market is expected to improve in future.

Non-life insurance market continues to be extremely overcrowded when compared with developing countries including our neighbors. The general insurance industry has undergone significant changes during the year 2023. The pandemic has accelerated the industry's digital transformation, which has resulted in increased demand for new insurance products and services. The Insurance Development and Regulatory Authority (IDRA) has introduced several reforms during this financial year, to expand the insurance market and increase insurance penetration, such as endorsement of Bancassurance and issued Corporate Governance Guideline for Insurance companies.

It is a matter of optimism that Insurance Development and Regulatory Authority (IDRA) has rightly identified the obstacles in insurance industries and is trying to resolve those problems. Notable steps already taken are prohibition of undertaking risk with premium rate lower than tariff rate and stopping the tendency of issuing insurance documents without receiving premium. Insurance Companies and Bangladesh Insurance Association (BIA) have come forward in implementing the steps adopted by IDRA with sincerity. By this insurance companies are being benefited and THEY are advancing gradually toward prosperity. We are strengthening our marketing and other departments of the company increase our gross premium income substantially by maintaining the rules and regulations of IDRA and we hope that we would be able to generate higher return for the shareholders' investment in the years to come.

RISK MANAGEMENT FRAMEWORK

Risk Management:

An organization needs to analyze and comprehend critically the risks to which it is exposed and the possible quantum of loss associated with such risks. After obtaining a clear understanding of the risk and consequences thereof, the management of an organization can make decisions about the acceptability or otherwise in relation to those exposures. Risk management thus enables the management to effectively deal with uncertainty and its associated risks along with the opportunity for capacity building. The fundamental objective of risk management is the preservation of assets and earning power from potential loss or destruction.

The role of risk management in the operation of an insurance company, especially, in the case of non-life insurance organizations, is of immense importance. This

is because enterprises prefer to transfer their risk to the insurer as a transfer mechanism which is part of their overall risk management and the insurer has to manage the acquired risks in a competent way to operate their business with profitability even after adequately settling claims to retain customer confidence as a trusted insurer. There lies the operational challenge for risk management on the part of a non-life insurance company, like Republic Insurance Company.

Business Risk:

RICL controls its business risks arising from different types of underwriting policies through underwriting professionals at the branch level with the help of guidelines of IDRA. The Company has decentralized its underwriting functions and delegated powers to its zonal offices and branches for rendering prompt, efficient, and effective services to the clients. Risks involved with policies are assessed by underwriting officers of the respective branch for underwriting policies up to a specific limit of the sum insured, beyond which risk assessment of different policies is done by the internal Risk Inspection Team.

Insurance Risk:

RICL reduces this risk with the help of its experienced professionals who undertakes pre-insurance surveys of large and complicated risk. Risk management ensures a proper understanding of the right level of risk acceptance, risk control, and risk-related expenditure. RICL also takes reinsurance coverage from SBC.

Human Resource Risk:

We know that the insurance industry of Bangladesh needs to transform. Lack of frequent training from developed nations' results in an information gap and under development of the sector.

To retain its position as the market leader, RICL needs to recruit employees with relevant qualifications. Not only that, the company needs to arrange proper training inside and outside the country for its staff force. It will help the company to cope with the latest business trend in the industry and also enable the corporation to introduce new products. All of these are expected to boost the business of the company.

Market Risk:

The insurance sector in Bangladesh has immense potential. The sector is likely to flourish as the country is heading towards a middle-income country. Govt. is planning to bring more people under the insurance facility. For all these reasons, the industry is very lucrative. The number of insurance companies is increasing day by day. Competition amongst the insurance companies is increasing day by day which may badly affect the profitability of the company.

Despite increased competition, RICL enables it to maintain positive revenue growth. Also, high entry and exit barriers in the industry provide comfort to the

DIRECTORS' REPORT

existing companies in the market against the threat of new entrants.

Regulatory Risk:

Previously, insurance companies were regulated by the insurance act of 1938, this act was replaced by 'Insurance Act-2010'. The preceding act was introduced to regulate the insurance industry more strictly, protect the policy holders' interest and establish fair and healthy competition within the industry. The government also established Insurance Development Regulatory Authority (IDRA) as a regulatory body of the industry. IDRA closely monitors the industry and proposes draft regulations to design a more effective regulatory system. At present regulatory requirements has been introduced to make the market more reliable and uniform such as regulation on claim settlement to protect the right of policy holder and insurance companies are required to set up a special fund named as "Policyholders' Protection Fund"; For further enhancing the solvency position, paid up capital for non-life insurance companies have been raised every year. As per the circular issued by IDRA, agents will be paid a commission at a maximum rate of 15%. RICL has complied with the Rules & Regulations, Circulars and directives currently introduced by IDRA.

Interest Risk:

The Volatility of the money market has great influence over the interest rate structure of funds held by RICL. Income from FDR accounts is a significant portion of total income. Income from fixed and other deposits may fall due to reduction of interest rate of commercial banks.

To ease up interest rate exposure the company can invest in mutual funds to secure their revenue and also generate capital gains. However, this source has also its own drawback. If the overall capital market position falls, then the performance of the mutual fund will also decline. Thus, the Company should concentrate in its core business.

Internal Control Risk:

Internal control risk arises from non-compliance with rules and regulations, which ultimately puts a negative impact on overall business performance.

The internal control system of the company has been designed to provide the directors with reasonable assurance that assets are safeguarded against unauthorized use. The company has placed a rigorous internal control system. However, maintaining an effective internal control system is a continuous process. Therefore, the management should routinely check whether the internal control system is adequate and relevant to the present operational process of the company, failure to which could disrupt the operation and hamper the overall profitability.

Liquidity Risk:

Liquidity is the risk that, a firm though solvent, either

does not have sufficient financial resources available to enable it to meet its obligations as they fall due, or can secure them only at excessive cost. The major liquidity risk confronting the company is the daily calls on its available cash resources in respect of claims arising from insurance contracts and the maturity of investment securities. Liquidity risk also occurs more generally in relation to the ability to buy and sell investments. This is a function of the size of RICL holding relative to the availability of counter parties willing to buy or sell these holdings at any given time. RICL sets a limit on the minimum portion of maturing funds available to meet such calls to cover claims at unexpected levels of demand.

EMPHASIS OF MATTER

In reference to the Insurance Act 2010 sponsors & directors of non-life insurance company should hold 60% of total paid up capital. But, the sponsors & directors of the company have just hold 40.43% of total paid-up capital.

CONCLUSION

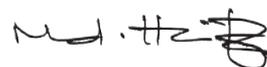
The Board of Directors of the Company takes the opportunity to express gratitude to the shareholders, valued clients, patrons, and well-wishers for their appreciation and continued support and co-operation. The Company is indebted to its clients, shareholders, the Government Authorities, particularly the Ministry of Finance, the Ministry of Commerce, the Insurance Development & Regulatory Authority, Registrar of Joint Stock Companies & Firms, Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange PLC., Chattogram Stock Exchange PLC., Central Depository Bangladesh Limited (CDBL), Sadharan Bima Corporation, Bangladesh Bank, Commercial Banks, Bangladesh Insurance Association and Bangladesh Insurance Forum for their continued support towards the growth of the Company. The Board of Directors also expresses deep appreciation to the management and all members of staff who were called upon to face some major challenges while at the same time maintaining the highest standards of service to our clients. We thank each and all of them for their performance.

We always solicit continued support, cooperation, and valuable advice all the stakeholders of the Company in the years to come.

May Allah bless us all

Allah Hafez

On behalf of the Board of Directors



(Mohd. Hanif Chowdhury)
Chairman

KEY OPERATING & FINANCIAL HIGHLIGHTS 2019-2023

[BDT in Crore except ratios]

Particulars	Terms	2023	2022	2021	2020	2019
Financial Position						
Total assets	Taka	165.50	155.37	151.58	136.75	119.51
Investments	Taka	63.64	64.12	58.63	52.72	47.41
current assets	Taka	144.36	135.97	126.20	110.96	101.45
Non- current assets	Taka	21.14	19.40	16.73	14.54	11.66
Cash & cash equivalents	Taka	7.91	7.67	8.66	11.25	6.40
Net asset	Taka	95.45	88.86	83.62	75.04	67.12
Current liabilities	Taka	70.05	66.51	67.97	61.71	52.38
Total Reserve for contingency	Taka	43.35	36.76	34.00	28.67	23.79
Operating Performance						
Gross premium	Taka	100.96	83.83	74.85	78.00	68.03
Net premium	Taka	62.48	50.32	41.15	50.64	41.96
Net claims	Taka	5.02	2.16	1.68	4.41	4.13
Underwriting profit	Taka	14.01	15.85	16.05	14.24	12.81
Profit before tax	Taka	15.56	16.80	16.56	15.41	12.33
Net profit after tax	Taka	12.05	10.21	11.82	10.95	8.75
Interest & other income	Taka	4.63	3.85	4.07	4.49	3.15
Cash flow from operating activities	Taka	5.97	8.83	8.85	13.70	9.73
Net operating cash flow per share	Taka	1.15	1.69	1.78	2.95	2.24
Financial Ratios						
Stock Dividend	%	-	-	5	7	7
Cash Dividend	%	11	10.50	10	7	7
Earnings per share	Taka	2.31	1.96	2.27	2.21	1.89
Return on shareholders' fund	%	12.63	11.49	14.14	14.59	13.03
Return on capital employed	%	16.30	18.91	19.80	20.54	18.36
Return on assets	%	7.28	6.57	7.80	8.00	7.32
Claim ratio	%	8.03	4.29	4.09	8.71	9.85
Surplus ratio	%	65.46	56.63	49.21	67.49	62.51
Solvency ratio	Times	3.30	3.86	3.97	3.50	3.62
Debt equity ratio	%	73.39	74.84	81.29	82.24	78.04
Price earnings ratio	Times	17.40	17.04	23.35	25.57	13.33
Current ratio	Taka	2.06	2.04	1.86	1.80	1.94
Underwriting/Gross profit ratio	Taka	22.42	31.50	39.01	28.12	30.53
Dividend payout ratio	Taka	47.62	53.57	44.05	31.67	37.04
Dividend yield	Taka	2.74	3.14	1.89	1.24	2.78
Equity status						
Paid-up capital	Taka	52.10	52.10	49.62	46.37	43.34
Shareholders' equity	Taka	95.45	88.86	83.62	75.04	67.12
Market value per share	Taka	40.20	33.40	53.00	56.50	25.20
Net assets value per share	Taka	18.32	17.06	16.85	16.18	15.49

REPORT OF CORPORATE GOVERNANCE COMPLIANCE [CGC]

Annexure-C
[As per condition No. 1(5)(xxvii)]

Status of compliance with the conditions of Corporate Governance Code as imposed by Bangladesh Securities and Exchange Commission (BSEC) by the Notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 issued under section 2CC of The Bangladesh Securities and Exchange Ordinance, 1969: (Report under Condition No.9.00)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.01(1)	BOARD OF DIRECTORS			
1.2	Board's Size: The number of the Board members of the company shall not be less than 5 (five) and more than 20 (twenty).	✓		The RICL Board is comprised of 16 Directors.
1(2)(a)	Independent Directors At least 2 or one fifth(1/5) of the total number of directors in the company's board shall be independent directors;		✓	Mr. Md. Rouf has been appointed as independent director on May 25, 2021 and approved in 22nd AGM. Board of Directors has been appointed D. Suborno Barua, Professor, Dhaka University and Mr. Md. Shafiqul Islam, FCA as independent director approval in 23rd AGM. Recruitment of another independent director is under process.
1(2)(b)(i)	The independent director does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	✓		The Independent directors have declared their compliances. Status of shareholding of independent directors: 1. Mr. Md. Rouf 0.0% 2. D. Suborno Barua 0.0%, 3. Md. Shafiqul Islam 0.0%
1(2)(b)(ii)	The independent director is not a sponsor of the company and is not connected with the company's any sponsor or director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship. His/her family members also should not hold above mentioned shares in the company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members.	✓		Complied
1(2)(b)(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years	✓		
1(2)(b)(iv)	The independent director does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies.	✓		
1(2)(b)(v)	Independent Directors are not the members or TREC holder, directors or officers of any stock exchange	✓		
1(2)(b)(vi)	Who is not the shareholder, directors excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market	✓		
1(2)(b)(vii)	The independent director is not a partner or an executive or was not a Partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code.	✓		

REPORT OF CORPORATE GOVERNANCE COMPLIANCE [CGC]

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(2)(b)(viii)	The independent director shall not be an independent director in more than 5(five) listed companies.	✓		Complied
1(2)(b)(ix)	The independent director has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for non-payment of any loan or advance or obligation to a bank or a financial institution;	✓		
1(2)(b)(x)	The independent director has not been convicted for a criminal offence involving moral turpitude.	✓		
1(2)(c)	The independent director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM); The Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company.	✓		Mr. D. Suborno Barua, and Mr. Md. Shafiqul Islam, FCA has been appointed by the board to fulfill the vacancy and will be approved by shareholders in 23rd AGM.
1(2)(d)	The post of independent director(s) can not remain vacant for more than 90 (ninety) days.	✓		Post of one independent director is vacated more than 90 days.
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only.	✓		Mr. Md. Abdur Rouf, D. Suborno Barua, and Mr. Md. Shafiqul Islam, FCA have been continuing their position for the first term
1.3	Qualification of Independent Director (ID)			
1(3)(a)	Independent Director shall be knowledgeable individual with integrity	✓		The qualification justify their abilities as such
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk.100.00 million or any listed company or a member of any national or international chamber of commerce or registered business association.	N/A		
1(3)(b)(ii)	Corporate leader who is or was a top-level executive not lower than CEO or MD or DMD or CFO or Head of Finance or Accounts or company secretary or head of internal audit and compliance or head of legal service or a candidate with equivalent position of an unlisted company having minimum paid up capital of 100 million or of a listed company.	✓		Mr. Md. Abdur Rouf is a corporate leader holding position of CEO/COO/ Consultant of different organizations and having experience over 12 years.
1(3)(b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law. In case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service.	N/A		
1(3)(b)(iv)	University teacher who has an educational background in economics or commerce or business studies or law.	✓		D.Suborno Barua, Professor in Business Administration, Dhaka University having more than 11 years teaching experiences.
1(3)(b)(v)	Professional or who is or was an advocate practicing at least in the high court division of supreme court or a CA or CMA or CFA or CCA or CPA or CMA or CS or equivalent position.	✓		Md. Shafiqul Islam, FCA is qualified chartered accountants having more than 34 years of auditing, accounting and valuation experiences.
1(3)(c)	The Independent Director shall have at least 10 years of experience in any field mentioned in clause (b)	✓		Independent directors are former business and corporate leader, university teacher and professional accountant having more than 12 years of experience.
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	N/A		
1.4	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer			
1(4)(a)	The Chairman of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) shall be different individuals.	✓		Chairman of Board and CEO are different individuals.

REPORT OF CORPORATE GOVERNANCE COMPLIANCE [CGG]

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(4)(b)	The MD and/or CEO of a listed company shall not hold the same in another listed company	✓		The CEO does not hold the same position in any other listed company
1(4)(c)	The Chairman of the board shall be elected from among the non-executive Directors of the company	✓		The chairman is elected from among non-executive directors.
1(4)(d)	The board shall clearly define respective roles & responsibilities of chairperson and MD or CEO	✓		The roles and responsibilities of the chairperson and CEO are clearly defined.
1(4)(e)	In the absence of chairperson of the board, remaining members may elect one of themselves from non-executive directors as chairperson & the reason of absence shall be duly recorded in the minutes	✓		In practice
1.5	The Director's Report to Shareholders			
1(5)(i)	Industry outlook and possible future developments in the industry	✓		The Directors report complies with the guideline.
1(5)(ii)	Segment-wise or product-wise performance	✓		
1(5)(iii)	Risk and Concern including external & internal risk factors threat to sustainability & negative impact on environment, if any	✓		
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin.	✓		
1(5)(v)	Discussion on continuity of any Extra-Ordinary gain or loss.	✓		
1(5)(vi)	Basis for related party transactions a statement of all related party transactions should be disclosed in the Annual Report.	✓		Basis of Transactions and a statement of all related party transactions are disclosed under notes to the financial statements no. 2.27 and Note 37
1(5)(vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments.	✓		No such issue made in 2023.
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Offer, Direct Listing etc.	N/A		
1(5)(ix)	If significant variance occurs between Quarterly Financial Performance and Annual Financial Statements the management shall explain about the variance on their Annual Report.	N/A		
1(5)(x)	Remuneration to directors including independent directors.	✓		Disclosed in directors report & Statement of Profit & Loss and Other Comprehensive Income
1(5)(xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.	✓		Discussed under Directors Report, CEO & CFO declaration & Notes to the Financial Statements Notes 2.00
1(5)(xii)	Proper books of accounts of the issuer company have been maintained.	✓		
1(5)(xiii)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.	✓		
1(5)(xiv)	International Accounting Standards (IAS)/ International Financial Reporting Standard (IFRS) as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed.	✓		
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	✓		
1(5)(xvi)	Minority shareholders have been protected	✓		
1(5)(xvii)	There are no significant doubts upon the issuer company's ability to continue as a going concern. If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed.	✓		
1(5)(xviii)	Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained.	✓		Discussed at Directors Report

REPORT OF CORPORATE GOVERNANCE COMPLIANCE [CGG]

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xix)	Key operating and financial data of at least preceding 5 (five) years shall be summarized.	✓		Discussed at Directors Report
1(5)(xx)	If the issuer company has not declared dividend (cash or stock) for the year, the reasons thereof shall be given.	N/A		The Board of RICL has recommended 11% cash dividend for the year 2023.
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend.	N/A		
1(5)(xxii)	The number of Board meetings held during the year and attendance by each director shall be disclosed.	✓		6 board meeting held during the year and discussed under Directors Meeting Attendance 2023
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name wise details where stated below) held by			
1(5)(xxiii)(a)	Parent/Subsidiary/Associated Companies and other related parties (name wise details).	✓		
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (name wise details).	✓		Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children do not hold any shares of the company.
1(5)(xxiii)(c)	Executives.	✓		Executives or managers do not hold any shares of the company.
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details).	✓		Stated in Notes to the Financial Statements no. 3.3
1(5)(xxiv)	In case of appointment/re-appointment of a Director the company shall disclose the following information to the shareholders			
1(5)(xxiv)(a)	a brief resume of the director;	✓		Stated in the profile of directors in the annual report
1(5)(xxiv)(b)	Nature of his/her expertise in specific functional areas;	✓		
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the board.	✓		
1(5)(xxv)	A management discussion and analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statement, among others focusing on:	✓		
1(5)(xxv)(a)	Accounting policies & estimation for preparation of financial statements	✓		Disclosed in the annual report under management discussion and analysis captioned
1(5)(xxv)(b)	Changes in accounting policies & estimation, if any clearly describing the effect on financial performance or results and financial position as well as cash flows in the absolute figures	✓		Stated in Directors Report, Management Discussion Analysis and Notes to the Financial Statements Notes 2.00
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows in the absolute figures	✓		
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario	✓		
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe	✓		
1(5)(xxv)(f)	Risks & concerns issued related to the financial statements, explaining such risk and concerns mitigation plan of the company	✓		
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, with jurisdiction thereof, i.e. actual position shall be explained to the shareholders in the next AGM	✓		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the board as required under condition No.:3(3) shall be disclosed as per Annexure-A;	✓		Stated in annual report under CEO and CFO declaration

REPORT OF CORPORATE GOVERNANCE COMPLIANCE [CGG]

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of the code as required under condition No.9 shall be disclosed as per Annexure-B & Annexure-C	✓		The Certificate regarding the compliance of conditions is disclosed in the annual report
1(5)(xxviii)	The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality	✓		Complied
1(6)	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with Bangladesh Secretarial Standards as adopted by the Institute of Chartered Secretaries of Bangladesh	✓		Company maintains a minute's book for Board Meeting Minutes as per the provision of Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB)
1.7	Code of conduct for the chairperson, other Board members and Chief Executive Officer			
1(7)(a)	The board shall lay down a code of conduct, based on the recommendation of the NRC at condition No.6 for the chairperson of the board, other board members & CEO of the company	✓		A code of conduct set for chairmen of the Board, other members of the Board and Chief Executive Officer of the company based on the recommendation of the Nomination and Remuneration Committee (NRC)
1(7)(b)	The code of conduct as determined by the NRC shall be posted in the website of the company among others prudent conduct & behavior; confidentiality; conflict of interest; compliance with laws, rules & regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency	✓		Posted in the website and not visible for all stakeholders.
2.00	GOVERNANCE OF BOARD OF DIRECTORS OF SUBSIDIARY COMPANY			
2(a)	Provisions relating to the composition of the Board of Directors of the holding company shall be made applicable to the composition of the Board of Directors of the subsidiary company.	N/A		RICL does not have any subsidiary company
2(b)	At least 1 (one) independent director on the Board of Directors of the holding company shall be a director on the Board of Directors of the subsidiary company.	N/A		
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company.	N/A		
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also.	N/A		
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	N/A		
3.0	MANAGING DIRECTOR (MD) OR CHIEF EXECUTIVE OFFICER (CEO), CHIEF FINANCIAL OFFICER (CFO), HEAD OF INTERNAL AUDIT AND COMPLIANCE (HIAC) AND COMPANY SECRETARY (CS)			
3.1	Appointment			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC)	✓		The Company has appointed MD, CFO, CS and Head of Internal Audit
3(1)(b)	The positions of the MD or CEO, CS, CFO and HIAC shall be filled by different individuals	✓		The MD, CFO, CS and Head of Internal Audit are four different individuals.
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time. Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed compa-	✓		MD or CEO, CS, CFO and HIAC not hold any executive position in any other company at the same time

REPORT OF CORPORATE GOVERNANCE COMPLIANCE [CGG]

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
	ny under the same group for reduction of cost or for technical expertise, with prior approval of the Commission: Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately	✓		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS	✓		The roles, responsibilities and duties of MD, CFO, CS and HIAC are clearly defined which have been approved by the Board as per requirement of BSEC notification
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s)	✓		In Practice
3(2)	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	✓		
3.3	Duties of Managing Director or Chief executive Officer and Chief Financial Officer	✓		
3(3)(a)	The MD or CEO and CFO shall certify to the board that they have reviewed financial statements	✓		In Practice
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading	✓		
3(3)(a)(ii)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws	✓		
3(3)(b)	The certification of the MD or CEO and CFO that no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members	✓		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the annual report	✓		Disclosed in Annual Report
4.0	BOARD OF DIRECTORS' COMMITTEE			
4(i)	The Board shall have an Audit Committee as a sub-committee of the Board	✓		In Practice
4(ii)	The Board shall have a Nomination & Remuneration Committee as a sub-committee of the Board	✓		
5.0	AUDIT COMMITTEE			
5.1	Responsibility to the Board of Directors			
5(1)(a)	Audit Committee shall be the sub-committee of the Board of Directors	✓		In Practice. TOR is available
5(1)(b)	The committee shall 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	✓		The audit committee duly discharged its responsibilities.
5(1)(c)	The Audit Committee shall be responsible to the Board of Directors. The duties of the Audit Committee shall be clearly set forth in writing	✓		In Practice
5.2	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least three members	✓		The Audit Committee is comprised of 4 (Four) members
5(2)(b)	Board shall appoint members of Audit Committee from non-executive directors except chairperson including one independent director	✓		The members of the Audit Committee are appointed by the Board who are Non-Executive

REPORT OF CORPORATE GOVERNANCE COMPLIANCE [CGG]

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
				Directors and which includes one Independent Director
5(2)(c)	All members of the audit committee should be financially literate and at least one member shall have accounting or related financial management experience and ten years of such experience.	✓		Based on the academic qualifications and professional experiences, the Board reviewed and considered that all the existing members of the Audit Committee are 'financially literate' and they have 'related financial management experience' as per codes of BSEC. The members have also given their declarations
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 60 (sixty) days from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee	✓		Such situation not arise during the year
5(2)(e)	The company secretary shall act as the secretary of the committee	✓		In Practice
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least one independent director	✓		
5.3	Chairperson of the Audit Committee			
5(3)(a)	Chairman of the Audit Committee shall be an Independent Director appointed by the Board	✓		Mr. Abdur Rouf has been appointed as Chairman of Audit Committee who is an Independent Director.
5(3)(b)	In the absence of the chairperson of the audit committee remaining members may elect one of themselves as Chairperson for that particular meeting	✓		In Practice
5(3)(c)	Presence of Chairman of the Audit Committee in the Annual General Meeting	✓		
5.4	Meeting of the Audit Committee			
5(4)(a)	Frequency of Meeting of the Audit Committee	✓		6 Audit committee meeting has been held during the year
5(4)(b)	Quorum of the Audit Committee Meeting	✓		In Practice
5.5	Role of Audit Committee shall include the following			
5(5)(a)	Oversee the financial reporting process.	✓		In Practice
5(5)(b)	Monitor choice of accounting policies and principles.	✓		
5(5)(c)	Monitor internal audit and compliance process, approval of internal audit and compliance plan and review of these reports	✓		
5(5)(d)	Oversee hiring and performance of external auditors.	✓		
5(5)(e)	Hold meeting with external auditors for review of annual financial statements before submission to the board	✓		
5(5)(f)	Review along with the management, the annual financial statements before submission to the board for approval.	✓		
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval.	✓		
5(5)(h)	Review the adequacy of internal audit function.	✓		
5(5)(i)	Review the Management's discussion and analysis before disclosing in the annual report	✓		
5(5)(j)	Review statement of all related party transactions submitted by the management.	✓		
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors.	✓		

REPORT OF CORPORATE GOVERNANCE COMPLIANCE [CGG]

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(5)(l)	Oversee the determination of audit fees and others for effective audit and evaluate performance of external auditors	✓		In Practice
5(5)(m)	When money is raised through Initial Public Offering (IPO)/Repeat Public Offering (RPO)/Rights Issue the company shall disclose to the Audit Committee about the uses/applications of funds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis and annual basis.	✓		There was no IPO/RPO/Rights Issue in 2023 or in recent past.
5.6	Reporting of the Audit Committee			
5(6)(a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board of Directors.	✓		In Practice
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board of Directors on the followings, if any			
5(6)(a)(ii)(a)	Report on conflicts of interests;	N/A		Such situation didn't occur
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect in the internal audit & compliance process or in the financial statement	N/A		There was no such issue arise during the year
5(6)(a)(ii)(c)	Suspected infringement of laws, including securities related law, rules and regulations	N/A		
5(6)(a)(ii)(d)	Any other matter which shall be disclosed to the Board of Directors immediately	N/A		
5(6)(b)	Reporting to the Authorities: If the Audit Committee has reported to the Board of Directors about anything which has material impact on the financial condition and results of operation and has discussed with the Board of Directors and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board of Directors for three times or completion of the period of 6 (six) months from the date of first reporting to the Board of Directors, whichever is earlier.	N/A		
5(7)	Reporting to the Shareholders and General Investors: Report on activities carried out by the Audit Committee, including any report made to the Board of Directors under condition 5.6.a(ii) above during the year, shall be signed by the Chairman of the Audit Committee and disclosed in the annual report of the issuer company	✓		Activity of AC has disclosed in the Annual Report
6.00	NOMINATION AND REMUNERATION COMMITTEE (NRC)			
6.1	Responsibility to the board of directors			
6(1)(a)	The company shall have an NRC as a sub-committee of the board	✓		Already in place. The TOR is available
6(1)(b)	NRC shall assist the board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors & top-level executives as well as considering remuneration of directors, top level executive	✓		The NRC duly discharged its responsibilities
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing	✓		In practice. The Terms of Reference is clearly set forth in writing covering all relevant areas as stated in the code
6.2	Constitution Of the NRC			
6(2)(a)	The committee shall comprise of at least 3 members including an independent director	✓		The Committee is comprised of 6 members including an Independent Director

REPORT OF CORPORATE GOVERNANCE COMPLIANCE [CGG]

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(2)(b)	At least 02 (two) members of the Committee shall be non-executive directors	✓		Complied
6(2)(c)	Members of the committee shall be nominated and appointed by the board	✓		The NRC members are appointed by the Board
6(2)(d)	The board shall have authority to remove and appoint any member of the committee	✓		In Practice
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the committee or any other cases of vacancies, the board shall fill the vacancy within 180 days (one hundred eighty) of occurring such vacancy	✓		Such situation not arise during the year
6(2)(f)	The chairperson of the committee may appoint or co-opt any external expert or members of staff to committee who shall be non-voting member	✓		The Committee didn't appoint or co-opt any external expert or member
6(2)(g)	Company secretary shall act as the secretary of the committee	✓		In Practice
6(2)(h)	Quorum of the NRC shall not constitute without attendance of at least an independent director	✓		
6(2)(i)	No member of the NRC shall receive any remuneration other than Directors' fees or honorarium from the company	✓		
6.3	Chairperson of the NRC			
6(3)(a)	The board shall select one member of the NRC to be chairperson of the committee who shall be an independent director	✓		In Practice
6(3)(b)	In the absence of chairperson of NRC, the remaining members may elect one of themselves as chairman of the meeting.	✓		
6(3)(c)	The chairperson of NRC shall attend the AGM and in the absence of regular chairperson, any member from the NRC shall be selected to attend in AGM	✓		
6.4	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year	✓		2 NRC meeting held in 2023
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC	✓		To be complied if needed
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must	✓		In Practice
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC	✓		
6.5	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the board and shareholders	✓		In Practice
6(5)(b)	NRC shall oversee among others, the following matters and make report with recommendation to the Board	✓		
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following-	✓		
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully	✓		
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks	✓		
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of company and its goals	✓		
6(5)(b)(ii)	A policy on boards diversity considering age, gender, experience, ethnicity, educational background & nationality	✓		

REPORT OF CORPORATE GOVERNANCE COMPLIANCE [CGG]

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(5)(b)(iii)	Identifying persons who are qualified to become directors and top-level executive in accordance with the criteria laid down and recommend their appointment and removal to the board	✓		In Practice
6(5)(b)(iv)	Formulating the criteria for evaluation of independent directors and the board	✓		
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement or promotion criteria	✓		
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies	✓		
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	✓		Disclosed in the Annual Report
7.0	EXTERNAL OR STATUTORY AUDITORS			
7(1)(i)	Non-engagement in Appraisal or valuation services or fairness opinions	✓		In Practice
7(1)(ii)	Non-engagement in designing and implementation of Financial Information System	✓		
7(1)(iii)	Non-engagement in Book-keeping or other services related to the accounting records or financial statements	✓		
7(1)(iv)	Non-engagement Broker-dealer services	✓		
7(1)(v)	Non-engagement in Actuarial services	✓		
7(1)(vi)	Non-engagement in Internal audit or special audit services	✓		
7(1)(vii)	Non-engagement in any other service determined by the Audit Committee	✓		
7(1)(viii)	Non-engagement in audit or certification services on compliance of corporate governance as required under condition: 9(1)	✓		
7(1)(ix)	Any other service that creates conflict of interest	✓		
7(2)	No partner or employees and family members of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company.	✓		
7(3)	Representative of external or statutory auditors shall remain present in the shareholders meeting (AGM or EGM) to answer the queries of the shareholders	✓		
8.0	MAINTAINING WEBSITE BY THE COMPANY			
8(1)	The company shall have an official website linked with the websites of the stock exchange	✓		In Practice
8(2)	The company shall keep the website functional from the date of listing	✓		
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s)	✓		
9.0	REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE			
9(1)	Obtaining Certificate from a professional accountant/ Secretary other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and disclose it in the Annual Report	✓		Such certificate is disclosed in the Annual Report
9(2)	The professional who will provide the certificate on compliance of the Corporate Governance Code shall be appointed by the shareholders in AGM	✓		The compliance auditor T.Hussain& Co. Chartered Accountants is duly re-appointed by the shareholders at AGM
9(3)	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	✓		Detailed status given at Annexure - C and published in the Report

REPORT OF CORPORATE GOVERNANCE COMPLIANCE [CGG]

Compliance of condition no. 1(5)(xxiii)

The pattern of shareholding as at December 31, 2023

- i) Parent/Subsidiary/Associated companies and other related parties N/A
 ii) Directors, Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO), Head of Internal Auditor (IA) and their spouses and minor children:

Sl	Name of Directors & Executives	Status	No. of Share held	Share held by the Spouse/Children	Remarks
(a)	Mr. Mohd. Hanif Chowdhury	Chairman	1071392	-	
	Mr. S.M. Shafiu Hoque	Vice Chairman	1233418	-	
	Mrs. Hasina Gazi	Director	1578760	157500	Spouse
	Mr. Sadeque Hossain Chowdhury	Director	1062189	1044316	Spouse
	Mr. Saber Hossain Chowdhury, MP	Director	1157472	1506604	Spouse
	Mrs. Shahin Haider	Director	1041983	1042370	Spouse
	Mrs. Khurshida Rahman	Director	1736635	-	
	Mr. Mahboob Ur Rahman	Director	1585933	-	
	Mr. Feroz U. Haider	Director	1042370	1041983	Spouse
	Mr. Hamdan Hossain Chowdhury	Director	2612749	-	
	Mrs. Shahella Rashid Chowdhury	Director (Nominated by Cove Investment Ltd.)	1529921	-	
	Mr. Mohammad Arif, FCA, FCMA	Director (Nominated by Unitex LP Gas Ltd.)	1816245	-	
	Mr. Md. Abdur Rouf	Independent Director	Nil	-	
	Professor Dr. Suborna Barua	Independent Director	Nil	-	
Mr. Md. Shafiqul Islam, FCA	Independent Director	Nil	-		
(b)	Dr. A K M Sarwar Jahan Zamil	CEO	Nil	-	
(c)	Mr. Sajjan Kumar Basak	DMD & CS	Nil	-	
(d)	Mr. Md. Moshfiqur Rahman	SVP & CFO	Nil	-	
(e)	Mr. Md. Saiful Islam	Dy. Manager (IA)	Nil	-	

- iii) Executive (top five Salaried Employees of the Company), other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit.

Name	Designation	Share
Mr. Md. Sirajul Islam Bhuiyan	Additional Managing Director, Head Office, Dhaka	Nil
Mr. Md. Anwarul Islam	Deputy Managing Director, Head Office, Dhaka	Nil
Mr. Md. Shamsuddin	DMD & Branch Incharge, Paltan Branch, Dhaka	Nil
Mr. Ziaur Rahman (Miron)	DMD & Branch Incharge, Principal Branch, Dhaka	Nil
Mr. Mohammed Rukunuzzaman	DMD & Branch Incharge, Local Office, Dhaka	Nil

- iv) Shareholders holding 10% or more voting interest in the Company.

Name	Designation	Share
Nil	Nil	Nil

COMPLIANCE CERTIFICATE



টি, হোসেন এন্ড কোং
T. HUSSAIN & CO.
Chartered Accountants

An Independent member firm of Clarkson Hyde Global Limited, UK

Report to the Shareholders of Republic Insurance Company Limited on Compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by **Republic Insurance Company Limited** for the year ended on December 31, 2023. This Code relates to the Notification No.BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 and amended notification no. BSEC/CMRRCD/2009-193/66/PRD/148 dated 16.10.2023 of the Bangladesh Securities and Exchange Commission.

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

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

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

- The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission;
- The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws; and
- The Governance of the company is satisfactory.

Place: Dhaka
Dated: May 19, 2024

Mohammad Abu Kawsar, FCA
Partner

T. Hussain & Co.
Chartered Accountants,

1

HB Tower (1st Floor) 23/G/1
Free School Street (Panthapath)
Dhaka-1205, Bangladesh.



Phone: 9641123
Cell : 01707 043797, 01713 043791
E-mail : mdkawsar1974@gmail.com

MANAGEMENT DISCUSSION AND ANALYSIS

As per condition no. 1(5) (xxv) of the Corporate Governance Code 2018 issued by BSEC, the Management's Discussion and Analysis are as follows:

(a) Accounting policies and estimation for preparation of financial statements:

The Company follows International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS) in preparing financial statements. Disclosure and rules as required by Insurance Act 2010 have been complied with while preparing financial statements and also in compliance with the Companies Act 1994. In addition, the Bangladesh Securities and Exchange Commission Rules 1987, Listing Regulations of Dhaka Stock Exchange Ltd. and Chattogram Stock Exchange Ltd. Detailed description of accounting policies and estimation used for preparation of the financial statements of the company are disclosed in the note 2 of the financial statements.

(b) Changes in accounting policies and estimation:

The Company has been following consistent policies and estimation in preparing its financial statements. However, IFRS 9 replaces IAS 39 previous year and any changes due to such replacement incorporated in the accounts accordingly.

(c) Comparative analysis of financial performance or results and financial position as well as cash flows for current financial year with immediately preceding five years:

The Company consistently maintained attractive earnings growth for the last five years. the key operating and financial performances and financial position as well as cash flows for immediate preceding five years are as follows:

Figures are in BDT Crore except EPS, NOCFPS & NAVPS item

Particulars	Amount in BDT Crore				
	2023	2022	2021	2020	2019
Gross premium	100.96	83.83	74.85	78.00	68.03
Net premium	62.48	50.32	41.15	50.64	41.96
Underwriting profit	15.85	16.05	14.24	12.81	8.10
Interest & other income	4.63	3.85	4.07	4.49	3.15
Net profit before tax	15.56	16.80	16.56	15.41	12.33
Net profit after tax	12.05	10.20	11.82	10.95	8.75
Paid-up capital	52.10	52.10	49.62	46.37	43.34
Shareholders' equity	95.45	88.87	83.62	75.04	67.12
Total assets	165.50	155.36	151.58	136.75	119.51
EPS	2.31	1.96	2.27	2.21	1.89
NOCFPS	1.15	1.69	1.78	2.95	2.24
NAVPS	18.32	17.06	16.85	16.18	15.49

(d) Comparison of such financial performance or results and financial position as well as cash flows with the peer industry scenario:

Major areas of financial performances and financial position as well as cash flows with peer industry scenario for the year 2022 was as follows:

Figures are in BDT Crore except NAVPS, EPS & NOCFPS item

Particulars	Republic Insurance Co. Ltd.	Rupali Insurance Co. Ltd.	Central Insurance Co. Ltd.	Peoples Insurance Ltd.	City Gen. Insurance Co. Ltd
Gross Premium	83.83	55.69	50.31	44.24	59.28
Net Premium	50.32	32.59	35.85	29.03	34.17
Underwriting profit	15.16	10.27	10.31	1.53	14.70
Investment & Other Income	3.85	5.64	7.93	4.14	7.04
Net profit before tax	16.80	8.60	14.00	10.16	20.79
Net profit after tax	10.20	7.48	10.79	8.19	14.45
Paid up Capital	52.10	76.67	53.15	46.20	68.17
Shareholder's equity	88.87	187.64	262.94	148.61	139.21
Total assets	155.36	264.37	367.34	275.51	206.19
NAVPS	17.06	21.39	49.48	32.17	20.42
Earning per Share (EPS)	1.96	0.97	2.03	1.77	2.12
NOCFPS	1.69	1.63	2.51	0.30	1.84

Source: Published Annual Report 2022 of the mentioned companies

MANAGEMENT DISCUSSION AND ANALYSIS

(e) Financial and economic scenario of the country and the globe:

Global Economy:

The global recovery from the COVID-19 pandemic and Russia's invasion of Ukraine remains slow and uneven. Despite economic resilience earlier this year, with a reopening rebound and progress in reducing inflation from last year's peaks, it is too soon to take comfort. Economic activity still falls short of its prepandemic path, especially in emerging market and developing economies, and there are widening divergences among regions. Several forces are holding back the recovery. Some reflect the long-term consequences of the pandemic, the war in Ukraine, and increasing geoeconomic fragmentation. Others are more cyclical in nature, including the effects of monetary policy tightening necessary to reduce inflation, withdrawal of fiscal support amid high debt, and extreme weather events. Global growth is forecast to slow from 3.5 percent in 2022 to 3.0 percent in 2023 and 2.9 percent in 2024. The projections remain below the historical (2000–19) average of 3.8 percent, and the forecast for 2024 is down by 0.1 percentage point from the July 2023 Update to the World Economic Outlook. For advanced economies, the expected slowdown is from 2.6 percent in 2022 to 1.5 percent in 2023 and 1.4 percent in 2024, amid stronger-than-expected US momentum but weaker-than-expected growth in the euro area. Emerging market and developing economies are projected to have growth modestly decline, from 4.1 percent in 2022 to 4.0 percent in both 2023 and 2024, with a downward revision of 0.1 percentage point in 2024, reflecting the property sector crisis in China. Forecasts for global growth over the medium term, at 3.1 percent, are at their lowest in decades, and prospects for countries to catch up to higher living standards are weak. Global inflation is forecast to decline steadily, from 8.7 percent in 2022 to 6.9 percent in 2023 and 5.8 percent in 2024. But the forecasts for 2023 and 2024 are revised up by 0.1 percentage point and 0.6 percentage point, respectively, and inflation is not expected to return to target until 2025 in most cases. (Source: IMF October 2023)

Bangladesh Economy:

Consequently, real GDP growth slowed to 6.0 percent in FY23 from 7.1 percent in FY22, based on Bangladesh Bureau of Statistics (BBS) provisional estimates. On the supply side, industrial production slowed due to disruptions in the imports of raw materials, higher energy prices, and power and gas shortages. On the demand side, private consumption and investment growth slowed as a result of high inflation and rising uncertainty. The trade deficit narrowed, supported by import compression and resilient export growth. Inflation accelerated following an increase in administered energy prices and depreciation of the currency.

Global economic growth is set to slow to 2.1 percent in CY23, amid continued monetary policy tightening to rein in high inflation, before a tepid recovery to 2.4 percent in CY24. In Bangladesh, GDP growth is projected to decelerate to 5.6 percent in FY24, before reverting to a higher long-term trend. Absent policy tightening, inflation is likely to remain elevated in the near term and gradually subside if import prices stabilize in the medium term. External pressure is expected to persist in FY24, contingent on global economic conditions and additional exchange rate flexibility. The fiscal deficit is expected to remain within the government's target of 5.5 percent of GDP, with a moderate increase in revenues. Downside risks to the outlook are significant, including rising inflation, slowing demand in major export markets, and further increases in financial sector vulnerabilities. (Bangladesh Development Update, October 2023 by the World Bank)

(f) Risks and concerns issues related to the financial statements, explaining such risk and concern mitigation plan of the company:

The Company has exposures to underwriting risk, credit risk, market risk and liquidity risk relating to the financial statements. The detail explanation along with the Risk management are disclosed in Directors' Report.

(g) Future plan or projection or forecast for company's operation, performance and financial position:

Although the year 2023 was exceedingly difficult for all of us, Republic Insurance Company Limited believe in its underlying strengths and resilience to deliver optimum service to its customers. The Company finds new pathway of providing services. It will continuously take diversified business approach and invest in building capabilities for further entrenching the leadership position in the market and continuing with the successful operations of the company for foreseeable future.



(Dr. A K M Sarwar Jahan Zamil)
Chief Executive Officer

CEO & CFO's DECLARATION

Annexure-A
As per condition No. 1(5)(xxvi) of CGC

The Board of Directors
Republic Insurance Company Limited,
HR Bhaban (6th & 9th Floor),
26/1 Kakrail, Dhaka-1000,
Bangladesh

Subject: CEO & CFO's Declaration to the Board of Directors.

Dear Sir(s),

Pursuant to the condition No. 1(5)(xxvi) imposed vide the Commission's Notification No. BSEC/ CMRRCD/2006- 158/ 207/ Admin/80, dated: June 03, 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

- (1) The Financial Statements of Republic Insurance Company Limited for the year ended December 31, 2023 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
- (2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- (6) The management's use of the going concerns basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:-

- (a) We have reviewed the financial statements for the year ended December 31, 2023 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - (ii) these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- (b) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

(Dr. A K M Sarwar Jahan Zamil)
Chief Executive Officer

(Mohammad Moshfiqur Rahman)
Chief Financial Officer (CFO)

DIRECTORS' MEETING & ATTENDANCE 2023

Name of Board Members	Board of Directors (BOD)			Executive Committee (EC) Meeting			Audit Committee (AC) Meeting			Nomination & Remuneration Committee (NRC) Meeting			Claims Committee (CC) Meeting			Investment Committee (IC) Meeting		
	Total BOD Meeting held 2023	Meeting attended	Attendance as % of total meeting held	Total EC Meeting held 2023	Meeting attended	Attendance as % of total meeting held	Total AC Meeting held 2023	Meeting attended	Attendance as % of total meeting held	Total NRC Meeting held 2023	Meeting attended	Attendance as % of total meeting held	Total CC Meeting held 2023	Meeting attended	Attendance as % of total meeting held	Total IC Meeting held 2023	Meeting attended	Attendance as % of total meeting held
Mr. Mohd. Hanif Chowdhury Chairman	6	6	100%															
Mr. S.M. Shafiul Hoque Vice Chairman	6	6	100%		1	100%	6	6	100%									
Mrs. Hasina Gazi Director	6	-	-															
Mrs. Khurshida Rahman Director	6	5	83%		5	100%	6	5	100%				4	4	100%			
Mr. Sadeque Hossain Chowdhury Director	6	6	100%															
Mr. Mahboob-ur-Rahman Director	6	4	67%							2	2	100%						
Mrs. Shahin Haider Director	6	3	50%															
Mr. Saber Hossain Chowdhury, MP, Director	6	3	50%															
Mr. Feroz U. Haider Director	6	5	83%							2	-	-						
Mrs. Rehana Chowdhury Director	6	4	67%							2	-	-						
Mrs. Shahella Rashid Chowdhury Director	6	6	100%							2	2	100%	4	4	100%			
Mr. Mohammad Arif, FCA, FCMA Director	6	6	100%		1	100%	6	1	100%				4	4	100%			
Mr. Md. Abdur Rouf Independent Director	6	6	100%		6	100%	6	6	100%	2	2	100%	4	4	100%	1	1	100%
Professor Dr. Suborna Barua Independent Director	6	5	83%		5	100%	6	5	100%	2	2	100%	4	4	100%			
Mr. Md. Shafiqul Islam, FCA Independent Director	6	6	100%		6	100%	6	6	100%							1	1	100%

NB: % of attendance of Members of Board Committees calculated on the basis of tenure of Members in the committees.

REPORT OF THE AUDIT COMMITTEE

Republic Insurance Company Limited established an audit committee as a sub-committee of the Board of Directors. The Committee supports the Board in fulfilling its oversight responsibilities.

The Audit Committee of Republic Insurance Company Limited Comprises of the following Board members:

Mr. Md. Shafiqul Islam, FCA Independent Director	Chairman
Mr. S.M. Shafiqul Hoque Vice Chairman	Member
Mr. Mahboob Ur Rahman, MP Director	Member
Mr. Mohammad Arif FCA, FCMA Director	Member
Mr. Md. Abdur Rouf Independent Director	Member

TERMS OF REFERENCE:

- The terms of reference of the Committee has been agreed upon as follows:
- To review all internal and external audit report;
- To recommend the statutory annual audited financial statements to the Board of Directors for approval;
- To review the finding of the internal and external auditors;
- To review and approve the Annual Audit Plan of the Internal Audit Department;
- To monitor the implementation of the recommendations of the Internal and External auditors;
- To review the performance of the external auditors and make recommendations to the Board regarding their appointment and fees;
- To review the quarterly, half yearly and annual financial statements before submission to the Board for approval;
- To review the company's statement on internal control systems prior to endorsement by the Board; and
- Company secretary shall be the secretary of the audit committee.

ACTIVITIES:

- The financial statements of the first quarter, half year, third quarter and the full year were reviewed by the Committee and subsequently recommended to the Board for consideration and approval;
- The Committee also reviewed the work of the internal audit department and made suggestions for improvement; and
- The Committee recognized the observation of the internal audit department regarding internal control and suggestions made to improve operational systems and procedures and their implementation.

RECOMMENDATION:

- The Financial Statements for the year ended December 31, 2023 may be approved;
- Rahman Mostafa Alam & Co., Chartered Accountants may be appointed as the statutory auditor of the Company for the year ending December 31, 2024 with a fee of Tk. 3,85,000/- (including VAT & Tax) subject to approval of the Shareholders at the 24th Annual General Meeting of the Company;
- T. Hussain & Co., Chartered Accountants may be appointed as the Compliance Auditor of the Company for the year ending December 31, 2024 at a fee of Tk. 50,000/- (including VAT) subject to approval of the Shareholders at the 24th Annual General Meeting of the Company; and
- Jasmin & Associates, Chartered Secretaries may be appointed as the Insurer Corporate Governance Guidelines (ICGG) Auditor of the Company for the year ending December 31, 2024 at a fee of Tk. 30,000/- (excluding VAT) subject to approval of the Shareholders at the 24th Annual General Meeting of the Company.

(Md. Shafiqul Islam, FCA)
Chairman
Audit Committee

REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE (NRC)

Republic Insurance Company Limited (RICL) has its Nomination and Remuneration Committee (NRC) in compliance with the Corporate Governance Code (CGC) by Bangladesh Securities and Exchange Commission (BSEC) and Insurer Corporate Governance Guidelines (ICGG) by Insurance Development and Regulatory Authority (IDRA) and the Chairman of the NRC is an Independent Director.

The Nomination and Remuneration Committee of Republic Insurance Company Limited Comprises of the following Board members:

Mr. Md. Abdur Rouf Independent Director	Chairman
Mrs. Khurshida Rahman Director	Member
Mr. Mahboob Ur Rahman, MP Director	Member
Mr. Feroz U. Haider Director	Member
Mrs. Shahella Rashid Chowdhury Director	Member

The Nomination and Remuneration Committee of RICL operates in accordance with the Terms of Reference in compliance with the Code-6 of the Bangladesh Securities and Exchange Commission's Corporate Governance Code Notification No. BSEC/CMRRC-D/2006-158/207/Admin/80 dated June 03, 2018.

During the year 2 (two) meeting of the Nomination and Remuneration Committee were held and the following recommendations were adopted and placed before the Board:

- (a) To discuss and approve yearly increments and promotion of the employees of RICL for the year 2023 and inform to the Board;

- (b) To discuss about promotion of Mr. Sajan Kumar Basak, DMD & Company Secretary and inform to the Board;
- (c) To review draft Nomination and Remuneration Policy and place before the Board for recommendation;
- (d) To discuss about the resignation of Mrs. Rehana Chowdhury, Director and place before the Board for recommendation;
- (e) To discuss about the selection of Mr. Hamdan Hossain Chowdhury for appointment as Director from public shareholders Group-B of the Company and to place before the Board for recommendation;

The Nomination and Remuneration Committee focuses on the selection of individuals with suitable skills and experience to develop the human resources pool of the Company and recommend to the Board for the appointment.

The Chairman of Nomination and Remuneration Committee, on behalf of all the members of the Committee extends gratitude to all the Stakeholders, Management Team and especially the Board of Directors of Republic Insurance Company Limited for their continued support & guidance during the year 2023 and sought cooperation in the years to come.



(Md. Abdur Rouf)
Chairman,
NRC

SOLVENCY MARGIN

Solvency margin is the amount by which the assets of an insurer exceeds its liabilities, and will form part of the insurer's shareholders fund. Methods of valuations of assets and liabilities of an insurer are prescribed in the insurance regulations. The regulations stipulate the minimum solvency margin, which an insurer must maintain at all times. The solvency of insurance company corresponds to its ability to pay claims. The solvency of insurance company or its financial strength depends chiefly on whether sufficient technical reserves have been set up for the obligations entered into and whether the Company has adequate capital as security.

Moreover solvency margin assists financial investment measures when making a decision on the risk of reward capability of a company to return dividends to stockholders. In Bangladesh regulation for solvency margin for non-life insurance Companies has been prepared by Insurance Development and Regulatory Authority (IDRA) but not yet been approved by concerned ministry thereby not yet promulgated through official gazette.

During 2023, solvency margin of the Company was above the required level. RICL's required solvency was Tk. 254,894,471 whereas the Company's available solvency margin was Tk. 212,691,131 which means the value of assets had been more than the liabilities in that particular period. Therefore, the available solvency was Tk. 3.30 times of required solvency margin.

Description	Amount in Taka except ratio	
	2023 (Amount)	2022 (Amount)
Available Solvency (ASM)	841,007,292	820,713,341
Required Solvency (RSM)	254,894,471	212,691,131
Solvency ratio ASM/ RSM (times)	3.30	3.86

INFORMATION ABOUT CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

Bangladesh Securities and Exchange Commission (BSEC) rationalized the Corporate Governance Code (CGC) and repealed the existing corporate governance guideline on June 3, 2018 in order to enhance the corporate governance in the interest of the investors and the capital market. Listed Companies shall comply in accordance with the condition stipulated in the code.

Republic Insurance Company Limited (RICL) is the 3rd generation private sector non-life Insurance Companies in Bangladesh that complying full phase corporate governance code. The company is proactive in terms of quality business that helps for better future of the insurance industry in Bangladesh. RICL believe corporate governance for all i.e. investor, customers/clients, insured's, re-insurer, employees, staffs, suppliers and other stakeholders.

Corporate Governance refers to the system by which corporations are directed and controlled. Corporate governance structure specifies the distribution of rights and responsibilities among different participants such as the Board of Directors, Managers, Shareholders, Creditors, Regulators and other Stakeholders and specifies the rules and procedures for making decisions in corporate affairs. Corporate governance provides structure through which corporations /companies set and pursue their objectives. Corporate governance is a mechanism for monitoring the actions, policies and decisions of companies. It involves alignment of interests among the Shareholders.

RICL has given the key priority over the corporate governance practice. Corporate governance is practiced in all levels of the management of the Company i.e. from Directors to the junior level employees. It is the Board of Directors' responsibilities to implement corporate governance system in the Company and the Board of Directors in RICL is doing so applying their best knowledge and expertise complying with the rules laid down by the BSEC notification no. SEC/CMRRCD/2006-158/207/Admin/ 80, dated: June 3, 2018.

AUDIT COMMITTEE

Composition of Audit Committee

Audit committee of Republic Insurance Company Limited is the Sub-Committee of the Board of Directors. Audit Committee comprises 4 (four) Directors nominated by the Board of Directors. The committee is headed by a Director who is an Independent Director of the company. The Chief internal Audit & Control officer has

direct access to the Committee and the Committee is directly reportable to the Board. It operates according to the Terms of Reference approved by the Board and in compliance with the Section 5 of the Securities and Exchange Commission's Notification NO. SEC/CMRRCD/2006-158/207/Admin/80, dated June 03, 2018.

Role of Audit Committee

According to the Terms of Reference in compliance with code 5(5) of the Bangladesh Securities and Exchange Commission Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018, the role of the Committee is as follows:

- (a) Oversee the financial reporting process;
- (b) Monitor choice of accounting policies and principles;
- (c) Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;
- (d) Oversee hiring and performance of external auditors;
- (e) Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;
- (f) Review along with the management, the annual financial statements before submission to the Board for approval;
- (g) Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;
- (h) Review the adequacy of internal audit function;
- (i) Review the Management's Discussion and Analysis before disclosing in the Annual Report;
- (j) Review statement of all related party transactions submitted by the management;
- (k) Review Management Letters or Letter of Internal Control weakness issued by statutory auditors;
- (l) Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;

INFORMATION ABOUT CORPORATE GOVERNANCE

- (m) Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission;
- (n) When money is raised through Repeat Public Offering (RPO)/Rights Issue, the Company shall disclose to the Audit Committee about the uses/applications of funds by major category (capital expenditure, sales and marketing expenses, working capital, etc), on a quarterly basis, as a part of their quarterly declaration of financial results. Further, on an annual basis, the Company shall prepare a statement of funds utilized for the purposes other than those stated in the offer document/prospectus.

Meeting and attendance of Audit Committee (AC)

6 (six) AC meeting held during the year 2023. Detail of the meeting and record of attendance of the members are as follows:

Name of the Director	AC Meeting	
	Total Meeting held	% of Meeting attended
Mr. Md. Shafiqul Islam FCA Independent Director	6/6	100%
Mr. S.M. Shafiul Hoque Vice Chairman	6/1	100%
Mrs. Khurshida Rahman Director	6/5	100%
Mr. Mohammad Arif FCA, FCMA Director	6/1	100%
Mr. Md. Abdur Rouf Independent Director	6/6	100%
Professor Dr. Suborna Barua Independent Director	6/5	100%

NB: % of attendance calculated on the basis of tenure of members of the committee.

Internal Control and Risk Management

Although the board of directors is ultimately responsible for ensuring adequate effective internal control and risk management yet the Audit committee of the Board has a vital role to play. The Audit committee examines the papers and documents which is placed before the Audit Committee and provide absolute assurance against material misstatement or financial loss. The Company's internal control system have been designed to provide the Directors with reasonable assurance that assets are safeguarded against unauthorized use by the employees /or management and/or third parties and transactions are authorized and properly recorded and material error and irregularities are either prevented or detected within a reasonable period of time.

NOMINATION AND REMUNERATION COMMITTEE

2 (two) NRC meeting held during the year 2023. Detail of the meeting and record of attendance of the members are as follows:

Name of the Director	NRC Meeting	
	Total Meeting held	% of Meeting attended
Mr. Md. Abdur Rouf Independent Director	2/2	100%
Mr. Mahboob Ur Rahman, MP Director	2/2	100%
Mr. Feroz U. Haider Director	2/0	-
Mrs. Rehana Chowdhury Director	2/0	-
Mrs. Shahela Rashid Chowdhury Director	2/2	100%
Professor Dr. Suborna Barua Independent Director	2/2	100%

NB: % of attendance calculated on the basis of tenure of members of the committee.

Terms of reference (ToR) of NRC committee in line with the corporate governance Condition no.6 (1) and other compliance as per 6(2) to 6 (5) of BSEC notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 is as follows-

Terms of Reference

- The Company has a Nomination and Remuneration Committee (NRC) as a Sub-committee of the Board;
- The NRC assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;
- The Terms of Reference (ToR) of the NRC clearly set forth in writing covering the areas stated at the condition No. 6(5).

Constitution

- The Committee comprise of five members including an independent director;
- All members of the Committee are non-executive directors;
- Members of the Committee is nominated and appointed by the Board;

INFORMATION ABOUT CORPORATE GOVERNANCE

- (iv) The Board has authority to remove and appoint any member of the Committee;
- (v) In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;
- (vi) The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff is required or valuable for the Committee;
- (vii) The Company Secretary is act as the secretary of the Committee;
- (viii) No member of the NRC receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.

Chairperson of the NRC

- (a) The Board select 1 (one) member of the NRC to be Chairperson of the Committee, who is an independent director;
- (b) In the absence of the Chairperson of the NRC, the remaining members elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;
- (c) The Chairperson of the NRC attend the annual general meeting (AGM) to answer the queries of the Shareholders.

Meeting of the NRC

- (i) The NRC was conducting 2 (two) meetings in the financial year 2023;
- (ii) The Chairperson of the NRC convene emergency meeting upon request by any member of the NRC;
- (iii) Fulfill the quorum of the meeting of the NRC under condition No. 6(2)(h);
- (iv) Meeting of the NRC duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.

Role of the NRC

- (a) NRC are independent and responsible or accountable to the Board and to the Shareholders;

- (b) NRC oversee, among others, the following matters and make report with recommendation to the Board;
- (c) formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following;
- (d) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;
- (e) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- (f) remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long- term performance objectives appropriate to the working of the company and its goals;
- (g) devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
- (h) identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;
- (i) formulating the criteria for evaluation of performance of independent directors and the Board;
- (j) identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;
- (k) developing, recommending and reviewing annually the company's human resources and training policies;
- (l) The company disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.

OTHER COMMITTEES OF THE BOARD

In addition to the Audit Committee and NRC committee of the Board, of late, Republic Insurance Company Limited dissolved 2 sub-committee and constituted new 3 Sub-committees of the Board in commensurate with the Insurers' Corporate Governance Guidelines (ICGG). The details of Sub-committees is presented below:

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01. Executive Committee

Name	Position
Mr. Hamdan Hossain Chowdhury Director	Chairman
Mr. S.M. Shafiul Hoque Vice Chairman	Member
Mr. Mahboob Ur Rahman, MP Director	Member
Mr. Mohammad Arif FCA, FCMA Director	Member
Mr. Md. Abdur Rouf Independent Director	Member
Dr. A K M Sarwar Jahan Zamil CEO	Member

02. Claims Committee

Name	Position
Mr. S.M. Shafiul Hoque Vice Chairman	Chairman
Mr. Mahboob Ur Rahman, MP Director	Member
Mrs. Shahella Rashid Chowdhury Director	Member
Mr. Mohammad Arif FCA, FCMA Director	Member
Mr. Hamdan Hossain Chowdhury Director	Member
Dr. A K M Sarwar Jahan Zamil CEO	Member

03. Investment Committee:

Name	Position
Mr. S.M. Shafiul Hoque Vice Chairman	Chairman
Mr. Feroz U. Haider Director	Member
Mr. Mahboob Ur Rahman, MP Director	Member
Mrs. Shahella Rashid Chowdhury Director	Member
Professor Dr. Suborna Barua Independent Director	Member
Dr. A K M Sarwar Jahan Zamil CEO	Member

04. Risk Management Committee:

Name	Position
Professor Dr. Suborna Barua Independent Director	Chairman
Mr. Mohammad Arif, FCA, FCMA Director	Member
Mr. Hamdan Hossain Chowdhury Director	Member

Dr. A K M Sarwar Jahan Zamil CEO	Member
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05. Policyholder protection & Compliance Committee:

Name	Position
Mr. Md. Shafiqul Islam, FCA Independent Director	Chairman
Mr. S.M Shafiul Hoque Vice Chairman	Member
Mrs. Khurshida Rahman Director	Member
Dr. A K M Sarwar Jahan Zamil CEO	Member

CODE OF CONDUCT OF THE CHAIRMAN, MEMBERS OF THE BOARD AND CHIEF EXECUTIVE OFFICER (CEO)

- 1.1.a) The Chairperson, other Board members and Chief Executive Officer of the Company shall act within the authority conferred upon them by the Board in the best interest of the Company and observe the following;
- 1.1.b) The Chairperson, other Board members and Chief Executive Officer shall act honestly, ethically, in good faith and in the best interest of the Company;
- 1.1.c) Whilst carrying out the duties, the Chairperson, other Board members and Chief Executive Officer shall ensure that it is executed in terms of the authorization granted and within the limits prescribed under the relevant policies, codes, guidelines and other directives issued by the Board of Directors of the Company from time to time;
- 1.1.d) Prudent conduct and behavior;
- 1.1.e) The Chairperson, other Board members and Chief Executive Officer shall refrain from indulging in any discriminatory practice or behavior based on race, colour, sex, age, religion, ethnic or national origin, disability or any other unlawful basis;
- 1.1.f) The Chairperson, other Board members and Chief Executive Officer shall use the Company's assets, property, proprietary information and intellectual rights for business purposes of the Company and not for any personal benefits or gains;
- 1.1.g) The Chairperson, other Board members and Chief Executive Officer shall conduct themselves in a professional, courteous and respectful manner and shall not take any improper advantage of their position.

1.2 CONFLICT OF INTEREST

- 1.2.a) The Chairperson, other Board members and Chief Executive Officer shall not enter into any transaction which is or may likely to have a conflict with the interest of the Company;

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- 1.2.b) The Chairperson, other Board members and Chief Executive Officer should disclose to the board whether they directly, indirectly or on behalf of third parties have a material interest in any transaction or matter directly affecting the Company;
- 1.2.c) All transactions having conflict of interest should be carried out in accordance with law and disclosed to the Board of Directors in advance of any such transactions.

1.3 CONFIDENTIALITY

- 1.3.a) The Chairperson, other Board members and Chief Executive Officer should conduct themselves so as to meet the expectations of operational transparency of the stakeholders while at the same time maintaining confidentiality of information in order to foster a culture conducive to good decision making. "Confidential information" includes, amongst others, all information of the Company not authorized by the management of the Company for public dissemination;
- 1.3.b) All confidential information must be held in confidence, unless authorized by the Board or otherwise permissible in accordance with this Code; or the same is part of the public domain at the time of disclosure; or is required to be disclosed in accordance with applicable laws.

1.4 COMPLIANCE WITH LAWS, RULES AND REGULATIONS

The Chairperson, other Board members and Chief Executive Officer shall ensure compliance with the various legal/regulatory requirements as applicable to the business of the Company and endeavor that before any directions are given or decisions taken, relevant legal/regulatory requirements are taken into account.

1.5 PROHIBITION OF INSIDER TRADING

- 1.5.a) The Chairperson, other Board members and Chief Executive Officer shall comply with all laws, rules, and regulations governing trading in the shares of the Company and the Company's Code of Conduct for Prohibition of Insider Trading in dealing with the securities of the Company which, inter alia, prohibits buying or selling of the Company's securities on the basis of any unpublished price sensitive information and prohibits disclosure of such information to any other person (including relatives) where such information may be used by such person for his or her personal benefit or gain;

- 1.5.b) The Chairperson, other Board members and Chief Executive Officer should comply with the provision of the Companies Act, 1994 and applicable rules and regulations issued by the Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange Ltd. and Chattogram Stock Exchange Ltd. in so far as they relate to prohibitions on insider trading.

1.6 RELATIONSHIP WITH EMPLOYEES

- 1.6.a) The Chairperson, other Board members and Chief Executive Officer should strive for causing the Company to maintain cordial employee relations;
- 1.6.b) The Chairperson, other Board members and Chief Executive Officer should cause the Company to build competency based human resource systems and maintain human resource policies that have been directed at managing the growth of the organization efficiently;
- 1.6.c) The Chairperson, other Board members and Chief Executive Officer should assist the Company in further aligning its human resource policies, processes and initiatives to meet its business needs.

1.7 RELATIONSHIP WITH ENVIRONMENT

- 1.7.a) The Chairperson, other Board members and Chief Executive Officer should cause the Company to strive to provide a safe and healthy working environment and comply, in the conduct of the business affairs of the Company, with all regulations regarding the preservation of the environment of the industry it operates in;
- 1.7.b) The Company should be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal any of its products and services on the ecological environment in accordance with the applicable laws.

1.8 RELATIONSHIP WITH CUSTOMERS

- 1.8.a) The Chairperson, other Board members and Chief Executive Officer should ensure that Company will properly engage in product advertising, publicity, and sales promotion activities to avoid misleading the customers;
- 1.8.b) The Chairperson, other Board members and Chief Executive Officer should ensure that the Company will engage in free and open competition with competitors to maintain its stance as a company trusted by customers and society.

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1.9 RELATIONSHIP WITH SUPPLIERS

- 1.9.a) This Code contains general requirements applicable to all suppliers to Company. Particular supplier contracts may contain more specific provisions addressing some of these same issues. Nothing in this Code is meant to supersede any specific provision in a particular contract, and to the extent there is any inconsistency between this Code and any other provision of a particular contract, the other provision will prevail;
- 1.9.b) The Chairperson, other Board members and Chief Executive Officer should act in the best interest of the Company. Accordingly, the Chairperson, other Board members and Chief Executive Officer should have no relationship, financial or otherwise, with any supplier that might conflict, or appear to conflict, with the Chairperson, other Board members and Chief Executive Officer's obligation to act in the best interest of Company.

1.10 INDEPENDENCY

- 1.10.a) The Chairperson, other Board members and Chief Executive Officer should remain independent in all material respects;
- 1.10.b) The Chairperson, other Board members and Chief Executive Officer should act impartial to the Employees, Customers, Suppliers, Shareholders and other Stakeholders.

2. THE ROLES AND RESPONSIBILITIES OF THE CHAIRMAN

The primary function of the Chairman of the Company is Chairing the meeting of the Board of Directors and Shareholders of the Company. In particular, he will:

- 2.a) Establish good corporate governance practices and procedures and promotes the highest standards of integrity, probity and corporate governance throughout the Company and particularly at the Board level;
- 2.b) Ensure that all Board committees are properly established, composed and operated;
- 2.c) Ensures that there is effective communication with shareholders and that each Director develops and maintains an understanding of the shareholders' views;
- 2.d) Sets, in consultation with the Chief Executive Officer, the Board meeting schedule and agenda to take full account of the important issues facing the Company and ensures that adequate time is available for through discussion of critical and strategic issues;

- 2.e) Ensures that the Board is properly briefed on issues arising at Board meetings and receives, in a timely manner, adequate information which must be accurate, clear, complete and reliable, to fulfill its duties, such as reports on the Company's performance, the issues, challenges and opportunities facing the Company, and matters reserved to it for decision;
- 2.f) Ensures that the strategies and policies agreed by the Board are effectively implemented by the Chief Executive Officer and the management of the Company;
- 2.g) Support the Chief Executive Officer in the development of strategy and, more broadly, to support and advise the Chief Executive Officer;
- 2.h) In consult with the CEO, to determine the date, time and location of the annual meeting of shareholders and to develop the agenda for the meeting;
- 2.i) Review and sign minutes of Board meetings.

3. THE ROLES AND RESPONSIBILITIES OF THE BOARD

- 3.1) The Board is committed to the company seeking to achieve superior financial performance and long term prosperity, while meeting stakeholder's expectations of sound corporate governance practice. The Board determines the corporate governance arrangements for the company. As with all its business activities, the Board is proactive in respect of corporate governance and puts in all place those arrangements which it consider are in the best interest of the company and its shareholders, and consistent with its responsibilities to other stakeholders;
- 3.2) The Board of Directors is in full control of the company's affairs and is also fully accountable to the shareholders. They firmly believe that the success of the company largely depends on the credible corporate governance practices adopted by the Company. Taking this into consideration, the Board of Directors of RICL set out its strategic focus and oversees the business and related affairs of the company. The Board also formulates the strategic objectives and policy framework for the company. In discharging the above responsibilities, the Board carries out, the following functions as per the charter of the Board:
- 3.2.a) Determine, monitor and evaluate strategies, policy, management performance criteria and business plan;
- 3.2.b) Periodic and timely reporting to the shareholders on the affairs, progress and performance of the company;

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| <p>3.2.c) Ensuring proper decision making and accountability structure throughout the Company so that the staff down the line is fully accountable to the corporate management;</p> | <p>4(vi) Leads the management in the day-to-day running of the Company's business in accordance with the business plans and within the budgets;</p> |
| <p>3.2.d) Delegation to Board Committees and management and approval of transactions in excess of delegated level;</p> | <p>4(vii) Implements, with the support of the management, the strategies and policies as approved by the Board and its committees in pursuit of the Company's objectives;</p> |
| <p>3.2.e) Approval of annual budgets including major capital expenditure proposals;</p> | <p>4(vii) Maintains regular dialogue with the Chairman on important and strategic issues facing the Company and ensures bringing these issues to the Board's attention;</p> |
| <p>3.2.f) Critical evaluation of all proposals which require Board's approval and/or directives;</p> | <p>4(viii) Ensures that the management gives appropriate priority to providing reports to the Board which contains relevant, accurate, timely and clear information necessary for the Board to fulfill its duties;</p> |
| <p>3.2.g) Regular review of financial performance and overdue situation;</p> | <p>4(ix) Leads the communication program with the shareholder;</p> |
| <p>3.2.h) Appointment and evaluation of the performance of the top management positions;</p> | <p>4(x) The CEO shall along with CFO certify the Board that:</p> |
| <p>3.2.i) Ensuring that the senior management team has the necessary skill and experience to perform their function effectively, in the best interest of the Company;</p> | <p>(i) They have reviewed financial statements for the year and that to the best of their knowledge and belief;</p> |
| <p>3.2.j) Monitoring the adequacy, appropriateness and operation of internal controls.</p> | <p>(ii) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;</p> |

4. THE ROLES AND RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER

Chief Executive Officer shall subject to direction, supervision and control of the Board of Directors, have the following roles and responsibilities in addition to the responsibilities defined in the Articles of Association of the Company:

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| <p>4(i) Develop a strategic plan to advance the company's mission and vision and to promote revenue, profitability, and growth as an organization;</p> | <p>(iii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;</p> |
| <p>4(ii) Conducts the affairs of the Company in accordance with the practices and procedures adopted by the Board and promotes the highest standards of integrity, probity and corporate governance within the Company;</p> | <p>(iv) There are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.</p> |
| <p>4(iii) Recommends yearly budget for Board approval and prudently manages organization's resources within those budget guidelines according to current laws and regulations;</p> | <p>4(xii) Evaluate performance of top executives of the Company for compliance with established policies and objectives of the company and contributions in attaining objectives;</p> |
| <p>4(iv) Ensure that the Company conducts all of its business activities in compliance with legal, regulatory and Company policy, controls and standards;</p> | <p>4(xiii) Effectively manages the human resources of the organization according to authorized personnel policies and procedures that fully conform to current laws and regulations;</p> |
| <p>4(v) Review activity reports and financial statements to determine progress and status in attaining objectives and revise objectives and plans in accordance with prevailing conditions;</p> | <p>4(xiv) Putting in place adequate operational planning and financial control systems;</p> |
| | <p>4(xv) Representing the company to major customers and professional associations;</p> |
| | <p>4(xvi) Promote the company to local and international communities;</p> |

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4(xvii) Taking remedial action where necessary and informing the board of significant changes;

4(xviii) Other roles and responsibilities as assigned by the Board of Directors.

“The Primary duty and responsibilities of the Chairman, Members of the Board and Chief Executive Officer (CEO) is to ensure the perform the activities with sincerely and transferency in favour of the Company for ensuring the interest of the Shareholders”.

COMMUNICATION WITH SHAREHOLDERS AND STAKEHOLDERS

The Company provides a balanced level of communication between the Company and its Stakeholders. The Company has Board affairs department to communicate with the stakeholders. Shareholders may communicate with this department at any time for any sort of information and query. The Company provides updated information in its website for all the Shareholders of the Company. The Company disseminates its all price sensitive information (PSI) within 30 minutes of the decision to the BSEC and the stock exchanges under the signature of CEO or Company Secretary through fax/ E-mail and by special messenger, and through courier services in special cases and immediately publishes the same in 2 widely circulated Newspapers, one in Bangla and the other in English, and also in one online news portal. The Shareholders are provided routine services by the Company Secretary in the matters of transfer of shares, replacement in case of damage of shares, payment of dividend, reissue of dividend warrant when warrants expires in the hand of shareholders, issue of certificates on tax deduction from dividend etc. The Company also publishes its quarterly reports and annual reports within the time as stipulated in the listing rules of stock exchanges and also arranges necessary publications, and dispatches those accordingly. The annual report covers all the notes for current financial year, business performance, future plan, strategy and other key corporate information and disclosures. The Board of Directors regards the annual general meeting (AGM) and other general meetings as an important opportunity for direct communication with the honorable shareholders. To make the AGM more participatory, the Company declares the date of AGM well ahead of time, circulates annual reports and other documents in time, manages AGM in a well-located place at convenient time, which allows the shareholders to attend and speak in the AGM freely. The Company values their proposals and suggestions which are certainly pertinent and for the development and progress of the Company. In the last AGM of RICL a large number of shareholders attended the meeting and participated in the discussions and made different queries and suggestions on different subjects. The Company is fully committed to protect the interest of its shareholders. The Directors and Senior Management also attend the annual general meeting (AGM)

where they are available to respond to shareholders' questions. All Shareholders have the right to vote at general meetings. The number of Shareholders is increasing gradually which shows their constant faith on the company.

The Website of the Company also contains corporate information, which is updated on a regular basis. The Website serves as a source of business, financial, and other relevant information on the company with easy access. Press releases, interim and annual reports and other information of interest of shareholders are regularly uploaded to company's Website. In addition, from time to time, the company publishes newsletters/ information brochures which set out specific aspects of the company's operations for the general public/clients.

POLICY TO PROTECT THE ENVIRONMENT

Human activities can have harmful effects on ecological system, climate and public health. Recognizing these, RICL fully supports the principles of its commitment for promoting good environmental practice and sustainability of its activities. We have the commitment to provide quality service in a manner that ensures a safe & healthy workplace for our employees protecting the environment, conserving energy and natural resources. With these policies in view, we believe that we can achieve a healthy and safe environment by taking the following measures:

- (a) Integrate the consideration of environmental concerns and impacts into our decision making and activities;
- (b) Develop and improve operations and technologies to minimize waste and other pollution, minimize health and safety risks, and dispose of waste safely and responsibly;
- (c) Minimize energy and water use within our premises and processes in order to conserve supplies and minimize the consumption of natural resources;
- (d) Try as far as possible to identify and purchase preferable products, supplies and services for all our daily operational needs that do the least damage to the environment;
- (e) Comply with all applicable environmental regulations;
- (f) Established procedures to ensure that all employees are knowledgeable in coupling with all applicable environmental laws and regulations. Train all our employees on our environmental program and empower them to contribute and participate;
- (g) Communicate our environmental commitment to our clients, contractors, suppliers and the community;
- (h) Strive to continually improve RICL environmental management system and performance & implement corrective actions.

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EVALUATION OF QUARTERLY REPORTS

As per Bangladesh Securities and Exchange Commission (BSEC) Corporate Governance Code and also practices of the Company, quarterly financial reports of Republic Insurance Company Limited (RICL), are primarily evaluated by the Audit Committee of the Board along with the Management before submitting to the Board for its final approval. While evaluating, the following events and transactions have been taken into careful consideration since disclosures of the said events and transactions are required if they are significant:

- (i) The write-down of inventories to net realizable value and the reversal of such a write-down;
- (ii) Recognition of a loss from the impairment of financial assets, property, plant and equipment, intangible assets, or other assets, and the reversal of such an impairment loss;
- (iii) Acquisitions and disposals of items of property, plant and equipment;
- (iv) Commitments for the purchase of property, plant and equipment;
- (v) Corrections of prior period errors;
- (vi) Changes in the business or economic circumstances that affect the fair value of the entity's financial assets and
- (vii) financial liabilities, whether those assets or liabilities are recognized at fair value or amortized cost;
- (viii) Any loan default or breach of a loan agreement that has not been remedied on or before the end of the reporting period;
- (ix) Related party transactions;
- (x) Transfer between levels of the fair value hierarchy used in measuring the fair value of financial instruments;
- (xi) Change in the classification of financial assets as a result of a in change in the purpose or use of those assets; and
- (xii) Change in contingent liabilities or contingent assets.

Evaluation Results

Quarterly evaluation results of the company for the year 2023 as compared with 2022 are as follows:

Particulars	2023					2022				
	Q1	Q2	Q3	Q4	Total	Q1	Q2	Q3	Q4	Total
Gross premium income	29.03	22.86	23.93	25.15	100.96	19.98	21.15	20.13	22.57	83.83
Net premium income	16.93	12.34	15.93	17.28	62.48	11.78	11.16	11.83	15.55	50.32
Add: Net R/I Commission earned	2.17	2.07	1.22	1.34	6.79	1.58	2.00	1.37	0.85	5.80
Add: Investment & other income	0.86	1.30	1.16	1.30	4.63	1.10	0.90	0.99	0.86	3.85
Total income	19.96	15.71	18.31	19.92	73.89	14.46	14.06	14.19	17.25	59.97
Total M. expenses with Claims and others	15.97	11.10	14.12	17.15	58.33	10.48	9.36	9.88	13.45	43.17
Net profit before tax	3.99	4.61	4.19	2.77	15.56	3.98	4.70	4.32	3.80	16.80
Provision for income tax	0.93	1.25	0.95	0.38	3.51	1.11	1.31	1.15	3.02	6.59
Net profit after tax	3.06	3.36	3.24	2.39	12.05	2.87	3.39	3.17	0.78	10.21
Earnings per share (EPS) in taka	0.59	0.64	0.62	0.46	2.31	0.58	0.68	0.64	0.06	1.96

ETHICS AND COMPLIANCE

Republic Insurance Company Limited (RICL) provides due importance to the moral concerns in order to make the right ethical decisions in every aspects of its operation. RICL believes that upholding the interest of the customers, employees, regulators and all others stakeholders are very crucial for economic stability of any country. Enforcing a corporate code of ethics

requires understanding and active participation by everyone in the Company since the code spells out the expected standards of behavior and sets the operating principles to be followed. Every official ensures that the Company, at all times, maintains high ethical standards and adequate internal control measures are in place to safeguard against unethical practices and irregularities. The Board of Directors of the Company has already introduced high level of Code of Conduct of the Board

members. It also monitors strict compliance of the same and record it annually. The Company follows AML & CFT program as per the Guidelines of Bangladesh Bank to prevent fraud and corruption. All tiers of employees are continually trained on the issues.

MANAGEMENT REVIEW AND RESPONSIBILITIES

The Management of the company is responsible for planning, organizing, staffing, directing, and controlling in order to accomplish the Company's strategic goals. A sound corporate management needs a range of skills and understanding to be able to deal with various business issues. It needs to be of sufficient size and have an appropriate level of commitment to fulfill its responsibilities and duties. The Management is responsible for managing and controlling the company's business and day-to-day operations with the aim of securing significant and sustained increase in the value of the company for its shareholders. The Management also has to ensure that the company's operations are in compliance with the laws and regulations.

It is the Management of who is responsible for establishing and maintaining proper internal control system, the Management having designed such control or caused such control to be designed under its supervision. The Management also has to evaluate the effectiveness of the Company's internal control system and satisfy that the internal control system were effective as of the end of the period under review.

GOING CONCERN

Financial Statements are normally prepared on the assumption that an enterprise is a going concern and will continue to remain in operation for the foreseeable future. Hence, it is assumed that the enterprise has neither the intention nor the need to liquidate or curtail materially the scale of its operations, if such an intention or need exists, the financial statement may have to be prepared on a different basis and, if so, the basis used is disclosed. On the other hand, listed companies are required by BSEC to report on its ability to continue as a going concern. The Board of Directors of Republic Insurance Company Limited has made annual assessment during the year under review about whether there exist material uncertainties which may cast significant doubt upon the company's ability to continue as a going concern. The Director's also assessment of whether the company is a going concern involves making appropriate inquiries including review of budget, forecast, assumptions and future outcome of inherent uncertainties in existence. The Directors of the Company are convinced from the following indications, which give reasonable assurance as to company's ability to continue as a going concern for the foreseeable future:

- a) Positive net current assets

- b) Positive operating cash flows
- c) Positive key financial ratios
- d) Consistent payment of dividends
- e) Credibility in payment of obligations
- f) Performance growth
- g) Positive underwriting results and trends
- h) No key management turnover
- i) Good business expansion
- j) Spread of business across diverse clientele
- k) Good market reputation and clients satisfaction
- l) Good Corporate environment and employee satisfaction
- m) Significant amount of investment in FDR and government bonds
- n) Positive operating cash flows
- o) Positive key financial ratios
- p) Consistent payment of significant amount of dividend to shareholders
- q) Credibility in payment of claims to the insured and other obligations
- r) Positive performance growth
- s) Positive underwriting results and trends
- t) Strong reinsurers to support the risk management
- u) Good market reputation and clients' satisfaction
- v) Good corporate environment and employees
- w) Satisfaction of employees and stakeholders
- x) Maintenance of sufficient capital base as required by law
- y) Strong claim paying ability (CPA)
- z) Strong credit rating by the best rating agency in the country

HUMAN CAPITAL

Despite uncertainty in the market, organizations continue to look at global growth, mergers and acquisitions, evolving technology, regulatory change, and risk management. The landscape is also being shaped by trends including an aging workforce with multiple generations and the reality of distributed work in the cloud. Republic Insurance Company Limited, believes that organizations can do better jobs at getting their human capital to drive business growth by leveraging advanced analytics to develop talent in management and business driven HR strategies to deliver results today and prepare for tomorrow. Republic Insurance Company Limited views its employees as the most valuable capital of the organization with the potential to bring superior results if inspired, led, trained and tasked with the responsibilities in the right way. To achieve the long cherished objectives by following the principle of merit based recruitment, Republic Insurance Company Limited has formulated its HR policy manual for recruitment and Development of Human Resources duly approved by the Board which is being followed up meticulously to ensure right manpower for right position and developing them.

DISCLOSURE OF RISK REPORTING

Republic Insurance Company Limited (RICL) though cannot eliminate risks of its clientele, but through its experience of efficient risk management practice, endeavours to set forth its commitment to help its clients in loss minimization or provide advisory support for loss prevention and thus makes the client to manage a better risk to insure as well. A properly customized design of risk management system for any enterprise necessitates complete disclosure of risk reporting are risk identification, risk control and, risk financing matters.

The basic risk specific information which needs to be gathered and recorded are:

- (i) disclosure of risk in respect of date and time of occurrence of the incident along with its corresponding extent of loss;
- (ii) internal enquiry report which identify the possible cause of such incident, measures taken to control the loss, regular safety compliance and maintenance records, etc. - all of which must be documented so that proactive measures for loss prevention can be prescribed.

It is also imperative for an enterprise to ensure all environmental safety compliances and the enterprise must not be responsible for any casualty due to any default/negligence in construction and maintenance of their factory / office premise.

Disclosures relating to Risk reporting ensure proper identification of physical hazards based on risk factors, analysis on appropriate measures to control risks and the last but not the least, to decide on the extent of risk financing. RICL, through their expert professionals time and again imparts awareness to the clients toward achieving the objectives of how to analyse the risk factors associated with different activities, observe how risks can affect decision making process, and how operational risks can be managed properly by arranging adequate insurance protection.

Transparency is the key to the existing risk management system that RICL always encourages its clients to maintain; Risk reporting disclosure ensures such transparency. It helps maintaining records to aid in risk inspection properly and thus arrange for proper insurance protection and provide further advisory support for better risk management.

RICL thus ensures/ encourages proper risk management of their clients that benefits them for saving resources. The clients' time, assets, property, income, and people - all are valuable resources that can be saved if fewer claims occur. Proper risk management also ensures protecting the reputation and public image of the clientele, preventing or reducing legal liability and increasing the stability of operations; it creates awareness in protecting people from harmful events, and thereby protecting the environment by enhancing competence and efficiency by reducing liabilities, and also assisting in clearly defining insurance needs. Our concerted efforts thus aid to control overall manufacturing and business environment. After all, following a loss while the economic consequences are made up through the mechanism of Insurance, we can never make up the effects of the loss on human beings, to the society, country and world at large.

DIVIDEND DISTRIBUTION POLICY OF REPUBLIC INSURANCE COMPANY LIMITED

1.00 PRELIMINARY

This policy is introduced by Board of Directors (“the Board”) of Republic Insurance Company Limited (“the Company”) in respect of distribution to the shareholders in form of dividend in return of their investment to the company. To maintain this confidence, reduce shareholders expectation gap and same with transparency, the Board of the Company, has adopted the Dividend Distribution Policy (“the Policy”). This policy will ensure the adequate balance between dividend paid and profits retained in the business for various purposes. This dividend policy is just covered dividend payment for ordinary shareholders of the company.

This Policy has been prepared under the guideline of the Bangladesh Securities and Exchange Commission (BSEC) Directive No. BSEC/CMRRCD/2021-386/03, dated: 14th January 2021, the Companies Act, 1994 & Income Tax Ordinance, 1984 and other applicable laws and regulations.

The Board may amend, abrogate, modify or revise any or all provisions of this Policy. However, amendments in the Act or in the Listing Regulations shall be binding even if not incorporated in this Policy.

2.00 DEFINITIONS

- (a) “the Act” means the Companies Act, 1994
- (b) “the Ordinance” means Income Tax Ordinance, 1984.
- (c) “the ITO, 1984” means Income Tax Ordinance, 1984.
- (d) “the BSEC Rules” means Bangladesh Securities and Exchange Commission directive no. BSEC/CMRRCD/2021-386/03, dated: January 14, 2021.
- (e) “the Policy” means dividend policy.
- (f) “the Company” means Republic Insurance Company Limited.
- (g) “AGM” means Annual General Meeting of the Company.
- (h) “Board” means Board of Directors of Republic Insurance Company Limited.
- (i) “Shareholders” means Members whose name is registered in the Member Register of the Company.
- (j) “Directors” means the Board Directors of the Company.
- (k) “Shares” means Ordinary Equity Shares.
- (l) “Dividend” represents both Cash and Bonus (stock) dividend.
- (m) “the BEFTN” means Bangladesh Electronic Funds Transfer Network.
- (n) “the BO” means Beneficiary Owners Account.
“the CDBL” means Central Depository Bangladesh Limited.

3.00 PURPOSES OF THE POLICY

The prime objective of the Company is to maximize shareholders’ wealth in the Company through various means. The Company believes that driving growth creates maximum shareholder value. Thus, the Company would first utilize its profits for working capital requirements, capital expenditure to meet expansion needs, reducing debt at optimize level from its books of accounts, earmarking reserves for inorganic growth opportunities and thereafter declare and distribute profits in the form of Dividend to the shareholders.

4.00 CONSIDERATIONS BEFORE DIVIDEND DECLARATION

The Company’s dividend will be determined based on available financial resources, investment requirements, long term growth strategies, internal and external factors and taking into account optimal shareholder return.

Dividend shall be declared on per share basis on the Ordinary shares of the Company. Presently, the Authorized Share Capital of the Company is divided into equity/ordinary shares of face value BDT 10 each. The Board also consider the internal and external factored before declaring dividend, which are describe below.

4.01 Internal Consideration

- (i) Profits earned (Net profit after tax) during the financial year by the Company;
- (ii) Availability and Liquidity of Funds;
- (iii) Working capital requirements;
- (iv) Capital Expenditure needs for the existing businesses;
- (v) Fund required for Expansion/Modernization of the business;
- (vi) Resources required to fund acquisitions/ investment in new businesses, subsidiaries/associates of the Company;
- (viii) Cost of raising funds from alternate sources for the Company;
- (viii) Cost of servicing outstanding debts;
- (ix) Cash flow required to meet contingencies;
- (x) Past Dividend Trends of the Company.

DIVIDEND DISTRIBUTION POLICY

4.02 External Consideration

- (a) Adverse Economic environment;
- (b) Market conditions and market outlook for the Company;
- (c) Expected changes in government policy and regulation;
- (d) Regulatory requirements or guidelines;
- (e) Natural digester;
- (f) Market trend for the dividend payout.

4.03 Legal Consideration

- (a) The requirement of the companies act, 1994 in respect of dividend declaration;
- (b) The requirement of the Income Tax Ordinance, 1984 to reduce the tax burden both shareholders and the Company, hence maximize the shareholders wealth;
- (c) The requirement of the BSEC rules in respect of dividend declaration and payment or transfer to the designated fund as directed by BSEC issuing directive time to time;

5.00 TYPES OF DIVIDENDS DECLARATION

In terms of timing of dividend declaration, the Company may be declared dividend (cash or bonus) in two types- Final and Interim.

5.01 Interim Dividend

The Interim Dividend is the dividend declared by the Board based on interim profit of the Company during a financial year. The Act authorizes the Board to declare interim dividend during any financial year out of the profits for the financial year in which the dividend is sought to be declared and/or out of the surplus in the profit and loss account. While declaring interim dividend, the Company must not declare any stock dividend, only cash dividend can be declared. The interim (quarterly) financial statements, on which dividend interim dividend shall be declared, shall be audited by the Company's auditor.

5.02 Final Dividend

The Final dividend is paid once in a financial year after the annual accounts are prepared and adopted by the shareholders of the Company. The Board of Directors of the Company has the power to recommend the payment of Final Dividend subject to the approval by the shareholders in the Company's Annual General Meeting. The dividend approval by the shareholders in

the company's Annual General Meeting and subsequent payment dividend shall not exceeded dividend recommended by directors in board meeting. Before declaring bonus (stock) dividend, the Company must obtain regulatory approval, where applicable.

6.00 PROCEDURE FOR DECLARATION OF DIVIDEND

In accordance with the guidelines of Bangladesh Securities and Exchange Commission, the Company shall distribute dividends in the following manner:

- (i) Pay-off interim/final dividends (cash/stock) to all shareholders within the statutory time after approval in the Annual General Meeting, subject to any additional permission of regulatory bodies as may be applicable;
- (ii) Before recommending dividend by the directors in the Company's board meeting, the board of directors shall obtain recommendation in written from Chief Executive Officer regarding maximum fund available for declaring dividend;
- (iii) The dividend recommendation, if possible, may not be less than 30% of concerned period profit and stock dividend may not exceed the cash dividend declaration;
- (iv) The recommendation of dividend by the Board can be approved by the shareholders full or amend the recommendation in the AGM. The amendment shall not be exceeded the dividend recommended by the Board.

7.00 PAYMENT/DISTRIBUTION OF DIVIDEND

The declared dividend kept in separate and designated bank account and transfer (Bank Transfer) to the shareholders within Thirty days from the record date and stock dividend are transferred to the relevant BO account.

7.01 Cash Dividend

- (i) Within 10 days of recommendation of cash dividend by the Board, an amount equivalent to the declared cash dividend payable to the designated dividend payment bank account;
- (ii) The dividend shall be pay-off directly to entitled shareholders bank account as available in the respective shareholder's BO account, or stock broker or portfolio manager or merchant banker bank account, through BEFTN;
- (iii) Applicable tax shall be deducted as per Ordinance before paying out or transferring cash dividend to the respective shareholders bank account;

DIVIDEND DISTRIBUTION POLICY

- (iv) Inform the shareholders through SMS to the mobile numbers or email regarding payment of dividend;
- (v) Issuance of withholding Tax certificate, where applicable;
- (vi) If someone couldn't get his/ her cash or stock dividend they can contract with Company's share department, they will assess the accuracy of the claim and disburse the dividend within 15 days.

7.02 Stock Dividend

The Company shall credit stock dividend directly to the beneficiary BO account within 30 days of declaration or approval or record date and CDBL.

8.00 MAINTENANCE OF RECORD

The Company must maintain detail record in respect of "to whom dividend is paid", "payment of tax deduction record", "to whom dividend is payable" and so on as applicable.

9.00 UNPAID OR UNCLAIMED DIVIDEND

Pursuant to the Directive No. BSEC/CMRRCD/2021-386/03 dated 14.01.2021, the Company shall maintain a Bank Account namely "Unclaimed Dividend Account", where unpaid or unclaimed Dividend shall be

kept for a period of 3 (three) years from the date of declaration or approval date or record date. After elapse of the afore-mentioned period, if any Dividend remains unpaid or unclaimed or unsettled, such Dividend along with accrued interest shall be transferred to a Fund maintained by Bangladesh Securities Exchange Commission.

The Company maintains a record of unpaid or unclaimed Dividend. Summary of such record shall be available in the Annual Report and in the Quarterly Financial Statements. The Company shall also publish such record in its website in accordance with the Directive No. BSEC/CMRRCD/2021-386/03 dated 14.01.2021.

10. COMPLIANCE REPORT

The Company shall submit a compliance report to the Commission and the Stock Exchanges in a specified formatted mentioned in BSEC Rules. This report shall also be published in the Company's website.

11. PUBLICATION OF INFORMATION

This policy and yearly dividend declaration and distribution compliance report shall be published in the Company's website.

NOMINATION AND REMUNERATION POLICY

PREAMBLE

This Nomination & Remuneration Policy (NRP) has been designed and formulated with a view to enhance the aspirations of Human Resources consistent with the vision, mission and goals of Republic Insurance Company Limited (RICL) and also to comply with the rules and regulations imposed by Bangladesh Securities and Exchange Commission (BSEC) through the Corporate Governance Code with consideration of Companies Act, 1994 and other regulatory requirements. This NRP provides directions and guidelines to determine attributes and qualifications for appointment as well as appropriate pay package for the Board Members and Top Executives of the Company.

RICL recognizes Human Resources as the most important asset of the Company as they ultimately take the organization forward. The Company also acknowledges that a diverse Board and Top Management with respect to experience and expertise will help us to achieve our vision and strategic objectives efficiently.

OBJECTIVE, PURPOSE AND SCOPE OF THE POLICY

RICL seeks to attract the right people who are high-performing individuals and who deliver the Company's vision and strategies in accordance with its values.

The Policy applies to all members of the Board, Key Managerial Personnel and Other Senior Executives of the Company.

Therefore, the key objectives of this NRP are to -

- (i) Frame criteria for determining qualifications, attributes, expertise, experience and independence for recommendation of appointment/removal of Directors;
- (ii) Ensure appropriate remuneration package to attract, retain and motivate Directors;
- (iii) Device Policy on performance evaluation of Directors;
- (iv) Formulate criteria for determining qualifications, expertise and experience for appointment of top management and make recommendations for their remuneration;
- (v) Identify the Company's need for human resources at different levels and determine the selection, transfer, and promotion criteria and annually develop, recommend and review Company's human resources and training Policy.

RESPONSIBILITY FOR THIS POLICY

The Board is ultimately responsible for setting this Policy with the assistance of the Nomination & Remuneration Committee. This Policy shall be reviewed and amended by the Committee as and when required and appropriate recommendations shall be made to the Board to update this Policy based on the changes that may be brought about due to any regulatory amendments or otherwise.

DEFINITIONS

- (a) "Achievement Report" means a yearly individual performance status report detailing achievements against the established goals during a given time period and also provides specific information related to how the achievements contribute to the Company's overall performance.
- (b) "Board" means the Board of Republic Insurance Company Limited. "Company" Republic Insurance Company Limited (RICL). "Corporate Governance Code" means Notification no. BSEC/CMRRC-D/2006 158/ 207/Admin/80 issued by Bangladesh Securities and Exchange Commission on June 3, 2018 and any amendment thereon by the BSEC from time to time.
- (c) "Executive Director" means a member of the Board of Directors who is appointed under Section 104 of the Companies Act, 1994, is involved to execute specific functions of management and administration consigned by the BOD and is responsible for strategic planning and working with the Board of Directors for carrying out the Board's decisions.
- (d) "Independent Director" means a Director referred to the condition no. 1.2 and 1.3 of Corporate Governance Code.
- (e) 'Incentive Pay' means a monetary or other gift(s) provided to a Director, top level Executive, employees based on performance with a view to encourage them to continue delivering positive results. Incentive may come in the form of incentive bonus, profit sharing or commission.
- (f) "Key Managerial Personnel" (KMP) means: Managing Director and/ or Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit & Compliance and Any other personnel as may be assigned by the Board or prescribed in regulatory rules and regulations from time to time.

NOMINATION AND REMUNERATION POLICY

- (g) "Managing Director and/ or Chief Executive Officer" means a Director as defined in the Insurance Act, 1994, the Corporate Governance Code and any other applicable rules and regulations.
- (h) "Non-Executive Director" means a member of the Company's Board who is not part of the executive team, does not engage in the day-to-day management of the organization but is involved in Policy making and planning exercises, monitors the executive Director and acts in the interest of the Company's stakeholders.
- (i) "Nomination and Remuneration Committee" means a sub-committee of the Board of the Company, constituted in accordance with the Condition No. 6 of Corporate Governance Code.
- (j) "Other Senior Executives" mean the members of core management team (excluding the KMP) and the Functional Heads of the Company.
- (k) "Policy" means Nomination and Remuneration Policy (NRP).
- (l) "Remuneration" means any cash or benefits in kind given to the persons under this Policy for services rendered by them and includes salary as defined under the Income-Tax Ordinance 1984 under section 2(58).
- (m) "Service Rules and HR Policy Manual" means Policy framed by Management applicable to all employees of RICL.
- (i) Assist Board in Formulation of Nomination Criteria and Determining Qualification of Directors;
- (ii) The Committee shall assist the Board in formulating the nomination criteria frame Policy for determining qualifications, positive attributes, experiences and independence of Directors, identify persons who are qualified to become Directors in accordance with the criteria laid down and recommend candidates to the Board as and when required;
- (iii) Assist Board in Formulating Nomination Criteria and Determining Qualification of KMP and Other Senior Executives;
- (iv) The Committee shall assist and recommend the Board to formulate the criteria determining qualifications and positive attributes of KMP and Other Senior Executives, identify persons who are qualified to become KMP and Other Senior Executives in accordance with the criteria laid down and recommend candidates to the Board as and when required.

FORMATION OF THE POLICY

This Nomination and Remuneration Policy consists of 3 (three) parts:

- Part I: Matters to be dealt with, pursued and recommended to the Board by the Committee;
- Part II: The criteria of nomination, appointment, performance evaluation and removal of Directors, KMP and Other Senior Executives; and
- Part III: The remuneration structure for Directors, KMP and Other Senior Executives.

PART - I

MATTERS TO BE DEALT WITH, PURSUED AND RECOMMENDED TO THE BOARD BY THE COMMITTEE

The Committee shall be responsible and make recommendations to the Board to deal with the following matters:

BOARD'S DIVERSITY

The Committee shall device a Policy on Board's diversity and make assessments along with recommendations in maintaining a proper mix of Executive, Non-executive and Independent Directors. The Committee recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance as a diverse Board helps to realize the strategic objectives and go for sustainable development. The Committee shall periodically review the balance in its composition in regards to gender, age, and educational background, ethnicity, professional experience, skills, knowledge and any other factor deemed relevant and applicable.

PERFORMANCE EVALUATION OF THE BOARD

The Committee shall oversee and make report with recommendation to the Board in evaluating performance of all Directors as well as the Board as a whole. The NRC shall be responsible for regular performance evaluation of overall as well as individual Board members towards achieving the strategic goals of the organization with a view to identifying areas of governance improvement.

HR DEVELOPMENT AND SUCCESSION PLANNING

The Committee shall identify the Company's need, as determined by the management, for KMP and Other Senior Executives as well as the employees at different level and review the succession plan so that potential individuals are ready with proper skills, experience, ownership and engagement to fill gaps when neces-

NOMINATION AND REMUNERATION POLICY

sary. The Committee shall also determine selection, transfer, replacement, promotion criteria as well as develop, recommend and review HR and training policies for future leaders.

RECOMMEND TO FORMULATE CRITERIA FOR REMUNERATION FRAMEWORK FOR BOARD

The Committee shall recommend the Board to determine appropriate remuneration payable to the Directors and recommend any revision thereof on the basis of financial condition of the Company and performance of the Director. The Committee will also periodically review the level and composition of remuneration, as well as their incentive pay, to ensure they are maintained in line with market expectations.

RECOMMEND TO FORMULATE CRITERIA FOR REMUNERATION FRAMEWORK OF KMP AND OTHER SENIOR EXECUTIVES

The Committee shall assist the Board in determining appropriate remuneration payable to the KMP and Other Senior Executives based on role, responsibility and complexity along with the need to maintain market competitiveness. The NRC shall periodically review the remuneration package to ensure it has proper balance motivating short and long term performance objectives as per Company goals.

PART - II

THE CRITERIA OF NOMINATION, APPOINTMENT, PERFORMANCE EVALUATION AND REMOVAL OF DIRECTORS, KMP AND OTHER SENIOR EXECUTIVES

NOMINATION AND APPOINTMENT CRITERIA OF DIRECTORS

The Committee shall recognize and assess whether the individual possess adequate, qualification, expertise, and experience for being appointed as the Director including Executive, Non-Executive and Independent Director and accordingly recommend the appointment to the Board. The Board shall seek approval of the appointment, where applicable, from shareholders at the General Meeting.

Apart from being qualified and experienced, the individual shall be a person who upholds ethical standards of integrity and probity, acts objectively and constructively, carry outs responsibilities to contribute to the Company's growth and in a manner for the best interest of the Company as well as the stakeholders, provides adequate time and attention to assist the Board in informed and balanced decision making and directs the Company in implementing the best corporate governance practices. The Committee shall exercise its discretion to decide whether qualification, expertise, experience and attributes possessed by

an individual are sufficient/ satisfactory for the position of Director of the Company. Along with consideration of the Committee's guidelines, the nomination and appointment of Directors shall be governed by the followings:

- (a) Executive and Non-Executive Director
Applicable laws, rules and regulations:
 - (i) Insurance Act 2010;
 - (ii) Companies Act, 1994;
 - (iii) Corporate Governance Code of BSEC;
 - (iv) Memorandum and Articles of RICL.
- (b) Independent Director
Applicable laws, rules and regulations:
 - (i) Corporate Governance Code of BSEC;
 - (ii) Insurance Act 2010.

NB: Other relevant laws, rules and regulations are applicable for all the above.

NOMINATION AND APPOINTMENT CRITERIA OF KMP

Regarding the appointment of KMP according to the Company's requirement, the Committee, in consultation with the management and with the support from HRD, shall ascertain the identified individual's integrity, qualification, expertise, experience and the ability to give insight in respective sector/ areas through the Company's internal recruitment process. The Committee shall also evaluate the adequacy of the qualitative factors and accordingly recommend the appointment of KMP to the Board.

Along with consideration of the Committee's guidelines, the nomination and appointment of KMP shall be governed by the Companies Act, 1994, Memorandum and Articles of Association of the Company, Corporate Governance Code of BSEC, Service Rules and HR Policy Manual, Other relevant laws, rules and regulations.

NOMINATION AND APPOINTMENT CRITERIA OF OTHER SENIOR EXECUTIVES

The Committee shall assess the individual's qualification, skill, experience for the position of Other Senior Executives through the Company's internal recruitment process with consultation of management and support from HRD. The Committee shall also evaluate the adequacy of the qualitative factors and accordingly recommend the appointment of Other Senior Executives to the HRD. Along with consideration of the Committee's guidelines, the nomination and appointment of Other Senior Executives shall be governed by the Service Rules and HR Policy Manual and Other relevant laws, rules and regulations.

NOMINATION AND REMUNERATION POLICY

TERM /TENURE

The term / tenure of holding office of the Managing Director/ of Chief Executive Officer (CEO)/ or Director/ or KMP/ or Other Senior Executive shall be in compliance with the Companies Act, 1994/ Corporate Governance Code of BSEC/ Regulations of IDRA/ Service Rules of the Company/ and HR Policy Manual.

(a) Term/Tenure of Managing Director (MD)/or Chief Executive Officer

In compliance with Insurance Companies (appointment and re-appointment) Regulation 2012 of Insurance Act 2010, the Company shall appoint as its MD/or CEO for a term not exceeding 3 (three) years at a time. After expiry of the 3(three) years, he / she may be re-appointed by the consent of the Insurance Development and Regulatory Authority (IDRA).

(b) Term/Tenure of Independent Director

In conformity with condition no 1.2 of Corporate Governance Code of BSEC, The tenure of office of an independent Director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only. However, the Committee may consider the reappointment of a former independent Director for another tenure after a time gap of one tenure, i.e., three years from his or her completion of consecutive two tenures (i.e. six years).

(c) Removal

The Committee may recommend to the Board the removal of a Director and /or KMP with reasons in writing for any disqualification mentioned in the Companies Act, 1994, Corporate Governance Code of BSEC, Company Memorandum and Articles of Association and any other applicable laws, rules and regulation. The Committee may also recommend the removal of Other Senior Executives to HRD as per the Service Rules and HR Policy Manual of the Company as prevalent at that time.

(d) Retirement

Other than the MD/or CEO, all the Executive and Non-Executive members of the Board shall retire by rotation as per the provision of the Companies Act 1994. Such retirement by rotation shall not be applicable for the Independent Director. However, the KMP and Other Senior Executives shall retire as per the prevailing Service Rules and HR Policy Manual of the Company.

EVALUATION CRITERIA OF DIRECTORS

The Committee shall assist and recommend the Board to set out evaluation criteria for the Directors including the Independent Directors and shall carry out evaluation of performance of every Non-Executive, Executive and

Independent Director at the end of each calendar year.

(a) Executive Director

The performance appraisal of Executive Director shall be conducted through the Company's appraisal system as per the criteria set by the Board as recommended by the Committee. The criteria are set mainly focusing on performance of duties and responsibilities, professional conduct, strategic thinking and leadership role. The Executive Director shall submit a yearly "Achievement Report" and based on this report and the evaluation criteria, the Board, on recommendation of the Committee, shall evaluate his/ her performance.

(b) Non-Executive Director

The performance evaluation of Non-Executive Director shall be carried out once in a year. The indicative criteria are as follows:

- (i) Frequency of attendance in the Board and Committee meeting;
- (ii) Competence to contribute in the decision making process of the Board and Committee meetings;
- (iii) Ability to be involved in a constructive discussion in regards to the business operations towards achieving strategic objectives;
- (iv) Contribution towards overall enhancement of corporate governance practices in the Company; and Relationship and coordination with other Board members.

(c) Independent Director

The evaluation of performance of Independent Director shall be executed yearly following the same criteria applicable for Non-Executive Director. The Committee shall also consider the conditions mentioned in the Corporate Governance Code in this regard.

(d) Evaluation Criteria of KMP and Other Senior Executives

The performance appraisal of KMP shall be carried out at the end of calendar year based on the performance measurement criteria set by the Committee. In addition, the Other Senior Executives' performance evaluation shall be conducted by HRD through the Company's yearly appraisal process.

PART - III

THE REMUNERATION STRUCTURE FOR DIRECTORS, KMP AND OTHER SENIOR EXECUTIVES

REMUNERATION CRITERIA OF DIRECTORS

Remuneration of Directors is determined by taking into

NOMINATION AND REMUNERATION POLICY

consideration of RICL's need to maintain appropriately experienced and qualified and in accordance with competitive pressures in the market place. The Committee shall assess the level and composition of remuneration which are reasonable and sufficient to attract, retain and motivate suitable and competent to run the Company successfully. The remuneration to be paid as per prescribe relevant Rules & Regulation.

(a) Executive Director

The remuneration to be paid to Executive Director i.e MD/or CEO shall be determined by the Committee and to place before the Board for recommended.

The components of remuneration package include the following:

- (i) Basic pay
- (ii) House Rent
- (iii) Medical Allowance
- (iv) Entertainment Allowance

NB: Any other perks and benefits as the Committee may consider appropriate remuneration.

(b) Non-Executive Director

Non-Executive Director shall be remunerated by way of only Board and Committee meeting attendance fees as per the Memorandum and Articles of Association of the Company in compliance with applicable laws and regulations. Non-Executive Director shall not be eligible to receive or enjoy any remuneration in order to ensure impartial decision making. Increments to the existing Board meeting attendance fees may be recommended by the Committee to the Board, if IDRA shall be re-fixed the fees.

(c) Independent Director

The remuneration Policy for the Independent Director shall be the same criteria applicable for Non-Executive Director.

REMUNERATION CRITERIA OF KMP AND OTHER SENIOR EXECUTIVES

The Committee aims to ensure that the remuneration structure i.e Pay Scale for KMP and Other Senior Executives is fair, competitive (internal and external) under transparent policies and review procedures and appropriate for the markets in which it operates.

The remuneration of KMP and Other Senior Executives may comprise of the following:

(a) Salary and Allowances:

- (i) Basic Pay
- (ii) House Rent
- (iii) Conveyance/Entertainment allowance
- (iv) Medical Allowance

Base salary plus any allowances (includes any other benefits as decided by the Committee) and Festival Bonus.

(b) Short Term Incentives:

Incentive Bonus, emergency medical service and Annual Increment (as per Service Rules of RICL).

(c) Long Term Incentives:

Workers Profit Participation Fund as per law and retirement benefit as per Service Rules of RICL.

NB: The remuneration of KMP and other Senior Executives shall be reviewed annually and the increment shall be approved by the Committee and informed to the Board based on the performance of the Company as well as individual performance /contribution.

INDEPENDENT

AUDITOR'S REPORT

**TO THE SHAREHOLDERS OF
REPUBLIC INSURANCE COMPANY LIMITED**

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion:

We have audited the financial statements of Republic Insurance Company Limited, which comprise the Statement of Financial Position as at 31 December 2023, the Statement of Profit or Loss and Other Comprehensive Income, Profit and Loss Appropriation 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, the accompanying financial statements present fairly, in all material respects, the financial position of the company as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Insurance Act 2010, the Insurance Rules 1958, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

Basis for Opinion:

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter:

In reference to the Insurance Act 2010 sponsors & directors of non-life insurance company should hold 60% of total paid up capital. But, the sponsors & directors of the company have just hold 40.43% of total paid-up capital. (Please see note number 3.03). Our report is not qualified in this respect.

Other of Matter:

During the course of our audit, we did not receive some of third party confirmation related to FDR & Bank Balances.

Key Audit Matters

Risk	Our response to the risk
<p>Premium Income</p> <p>Gross general insurance premiums comprise the total premiums received for the whole period of cover provided by contracts entered into during the accounting period.</p> <p>Given the important nature, connections to other items to the financial statements and sensitivity of the item we believe this area pose high level of audit risk.</p>	<p>With respect to Premium income in respect of various types of insurance we carried out the following procedures:</p> <ul style="list-style-type: none"> ■ The design and operating effectiveness of key controls around premium income recognition process. ■ Carried out analytical procedures and recalculated premium income for the period. ■ Carried out cut-off testing to ensure unearned premium income has not been included in the premium income. ■ On a sample basis reviewed policy to ensure appropriate policy stamp was affixed to the contract and the same has been reflected in the premium register. ■ Ensured on a sample basis that the premium income was being deposited in the designated bank account.

	<ul style="list-style-type: none"> ■ Tested on a sample basis to see that appropriate VAT was being collected and deposited to bank through Treasury Challan. ■ For a sample of insurance contracts tested to see if appropriate level of reinsurance was done and whether that re insurance premium was deducted from the gross premium. ■ Applying specialist judgment ensured if there is any impairment of the reinsurer. ■ Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.
<p>Fair value reserve on Investment of marketable securities:</p> <p>The company makes a number of investments in the listed securities in stock exchange. Income generated from the investments (realized gain and dividend received) is credited to the Profit & Loss Account. Unrealized capital gain or loss is transferred to the fair value reserve as per the policy of the company and maintain adequate deferred tax on such reserve.</p> <p>This item has impact on net asset value of the company and equity balances might be prone to misreporting as large unreported fall in the value of any holding may wipe out the value of the portfolio and hamper the distribution capability of the company.</p>	<p>We tested the design and operating effectiveness of key controls around monitoring, valuation and updating of prices of the positions held by the company from trusted sources. Additionally, we performed the following:</p> <ul style="list-style-type: none"> ■ Obtained year-end share holding positions from the company and through directional testing assessed the completeness of the report. ■ Ascertained the valuation of the holding as per IFRS 13. ■ Reviewed the assumptions used for the valuation models for any unquoted securities. ■ Recalculated unrealized gain or loss at the year end. ■ Carried out cut-off testing to ensure unrealized gain or loss was recognized in correct period. ■ Obtained the CDBL report and share portfolio and cross checked against each other to confirm unrealized gain or loss. ■ Check the subsequent positioning of this unrealized amount after the year end. ■ Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.
<p>Please see the note 16.00 in this financial statements.</p>	
<p>Estimated liability in respect of outstanding claims whether due or intimated and claim payment:</p> <p>This account represents the claim due or intimated and related balance of recoverable from reinsurer, from the insured and involves significant management judgment and risk of understatement. In extreme scenario this item</p>	<p>We tested the design and operating effectiveness of controls around the due and intimated claim recording process.</p> <ul style="list-style-type: none"> ■ We additionally carried out the following substantive testing around this item: ■ Obtained the claim register and tested for completeness of claims recorded in the register on a sample basis. ■ Obtained a sample of claimed policy copy and cross check it with claim. ■ Obtained a sample of survey reports cross checked those against respective ledger balances and in case of discrepancy carried out further investigation.

<p>may have going concern implications for the company.</p>	<ul style="list-style-type: none"> ■ Obtained and discussed with management about their basis for estimation and challenged their assumptions where appropriate. ■ Reviewed the claim committee meeting minutes about decision about impending claims. ■ Tested a sample of claims payments with intimation letter, survey report, bank statement, claim payment register and general ledger. ■ Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.
<p>Please see the note 07.00 in this financial statements.</p>	

Other information:

The other information comprises all of the information in the Annual Report other than the financial statements and our auditor’s report thereon. We have not been provided the Director’s report and other information contained within the annual report except the financial statements to the date of our auditor’s report. We expect to obtain the remaining reports of the Annual report after the date of our auditor’s report. Management is responsible for the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Our opinion on the financial statements does not cover other information and we do not express any form of assurance conclusion thereon.

Responsibilities of Management and Those Charged with Governance for the Financial Statements and Internal Controls:

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, the Companies Act 1994, the Insurance Act 2010, the Insurance Rules 1958, the Securities and Exchange Rules 1987 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Financial Statements:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit

conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements:

In accordance with the Companies Act 1994, the Insurance Act 2010, the Insurance Rules 1958, the Securities and Exchange Rules 1987 and relevant notifications issued by Bangladesh Securities and Exchange Commission, we also report that:

- (a) 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;
- (b) In our opinion, proper books of accounts, records and other statutory books as required by law have been kept by the Company so far as it appeared from our examinations of those books;
- (c) The Company management has followed relevant provisions of laws and rules in managing the affairs of the Company and proper books of accounts, records and other statutory books have been properly maintained and (where applicable) proper returns adequate for the purposes of our audit have been received from branches not visited by us;

- (d) As per section 63(2) of the Insurance Act 2010, in our opinion to the best of our knowledge and belief according to the information and explanation 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 Revenue Accounts and the Statement of Comprehensive Income of the Company;
- (e) We report that to the best of our information and as shown by its books, the company during the year under report has not paid any person any commission in any form, outside Bangladesh in respect of any its business re-insured abroad;
- (f) The Statement of Financial Position, Statement of Comprehensive Income, Profit and Loss Appropriation Account, related Revenue Accounts, Statement of Changes in Equity and Statement of Cash Flows of the Company together with the annexed notes dealt with by the report are in agreement with the books of account and returns; and
- (g) The expenditure was incurred for the purpose of the Company's business.

Dated, Dhaka
May 2, 2024

Malek Siddiqui Wali
Chartered Accountants
RJSC Firm Registration No.:
P-50041/2022



Md. Waliullah, FCA
Enrolment No: 0247
Data Verification Code (DVC) No:
2405020247AS315009

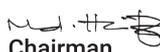
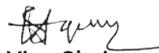
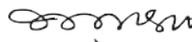


Republic Insurance Company Limited
 প্রি়াবলিক ইনসুরেন্স কোম্পানী লিমিটেড

Statement of Financial Position
 As at December 31, 2023

Particulars	Notes	Amount in Taka	
		December 31, 2023	December 31, 2022
Shareholders equity and liabilities			
Share capital			
Authorized share capital			
10,000,000 ordinary shares of Tk.10 each	3.01	1,000,000,000	1,000,000,000
Issued, subscribed and paid up capital	3.04	520,991,970	520,991,970
5,20,99,197 ordinary shares of Tk.10 each			
Reserve and contingent account	4.00	433,461,635	367,634,480
Reserve for exceptional losses	4.01	356,152,418	293,672,435
General reserve	4.02	12,000,000	11,250,000
Retained earnings	4.03	65,309,217	62,712,045
Total shareholders' equity		954,453,605	888,626,450
Balance of funds and accounts	5.00	268,063,467	205,172,320
Fire insurance revenue account		70,029,818	49,079,999
Marine cargo insurance revenue account		129,136,738	115,608,190
Marine hull insurance revenue account		30,239,220	6,468,396
Motor insurance revenue account		19,086,662	15,068,032
Misc. insurance revenue account		19,571,029	18,947,703
Premium deposits	6.00	35,998,036	59,530,978
Liabilities and provisions		396,448,355	400,344,195
Estimated liability in respect of outstanding claims whether due or intimated	7.00	42,354,702	54,838,818
Amount due to other persons or bodies carrying on insurance business	8.00	50,749,239	34,598,989
Lease liabilities (operating leases)	9.00	12,204,155	15,307,725
Payable for WPPF	10.00	56,232,113	48,452,144
Provision for taxation	11.00	188,069,844	205,538,549
Sundry creditors	12.00	44,872,674	40,183,588
Unclaimed dividend	13.00	1,965,628	1,424,382
Total liabilities		700,509,858	665,047,493
Total shareholder's equity and liabilities		1,654,963,463	1,553,673,943
Net Assets Value Per share (NAV)	34.00	18.32	17.06

The accompanying notes 1 to 37 & Annexure-A to E form an integral part of the financial statements.

 Chairman
  Vice Chairman
  Director
  Chief Executive Officer
  Company Secretary
  Chief Financial Officer

Signed in terms of our separate report of even date.

Malek Siddiqui Wali, Chartered Accountants
 RJSC Firm Registration No.: P-50041/2022

Dated: Dhaka
 May 2, 2024
 DVC : 2405020247AS315009


 Md. Waliullah, FCA
 Enrolment No.: 0247

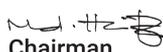
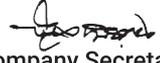


Republic Insurance Company Limited
 প্রি়াবলিক ইনসুরেন্স কোম্পানী লিমিটেড

Statement of Financial Position
 As at December 31, 2023

Particulars	Notes	Amount in Taka	
		December 31, 2023	December 31, 2022
Property and Assets			
Non-current assets		211,396,251	193,998,105
Property, plant and equipments	14.00	65,106,324	58,837,835
Intangible assets	14.01	1,775,034	1,742,539
Right-of-use assets	14.02	14,297,587	16,617,147
Investment in government treasury bond and securities	15.00	107,500,000	94,500,000
Deferred tax	27.00	2,508,979	2,215,383
Investment in shares at market value	16.00	20,208,327	20,085,201
Current assets		1,364,445,686	1,283,029,512
Stock of printing ,stationery and stamp in hand	17.00	724,864	1,987,950
Amount due from other person or bodies carrying on insurance business	18.00	378,275,937	268,882,096
Interest accrued	19.00	29,118,515	23,457,621
Sundry debtors (including advances, deposits and pre-payments)	20.00	447,590,528	462,091,286
Fixed deposit with banks	21.00	508,735,842	526,610,559
Cash and cash equivalents	22.00	79,121,526	76,646,326
Cash at bank		74,231,719	71,703,135
Cash in hand		4,889,807	4,943,191
Total assets		1,654,963,463	1,553,673,943

The accompanying notes 1 to 37 & Annexure-A to E form an integral part of the financial statements.

 Chairman
  Vice Chairman
  Director
  Chief Executive Officer
  Company Secretary
  Chief Financial Officer

Signed in terms of our separate report of even date.

Malek Siddiqui Wali, Chartered Accountants
 RJSC Firm Registration No.: P-50041/2022

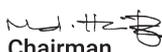
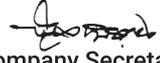
Dated: Dhaka
 May 2, 2024
 DVC : 2405020247AS315009


 Md. Waliullah, FCA
 Enrolment No.: 0247

Profit and Loss Appropriation Account
For the year ended December 31, 2023

Particulars	Notes	Amount in Taka	
		January 01, 2023 to December 31, 2023	January 01, 2022 to December 31, 2022
Balance brought forward from previous year		62,712,045	86,117,864
Profit after tax		120,531,312	102,094,426
Total profit after tax		183,243,357	188,212,290
Appropriation:			
Reserve for exceptional losses	4.01(a)	62,479,983	50,322,822
General reserve	4.02	750,000	750,000
Issuance of bonus share for the year 2022		-	24,809,140
Cash dividend paid for the year 2022		54,704,157	49,618,283
Retained earnings transferred to Statement of Financial Position		65,309,217	62,712,045
Total		183,243,357	188,212,290
Earnings per share	33.00	2.31	1.96

The accompanying notes 1 to 37 & Annexure-A to E form an integral part of the financial statements.

 Chairman
  Vice Chairman
  Director
  Chief Executive Officer
  Company Secretary
  Chief Financial Officer

Signed in terms of our separate report of even date.

Malek Siddiqui Wali, Chartered Accountants
 RJSC Firm Registration No.: P-50041/2022

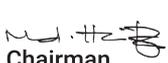
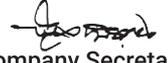
Dated: Dhaka
 May 2, 2024
 DVC : 2405020247AS315009


 Md. Waliullah, FCA
 Enrolment No.: 0247

Statement of Profit or Loss and Other Comprehensive Income
For the year ended December 31, 2023

Particulars	Notes	Amount in Taka	
		January 01, 2023 to December 31, 2023	January 01, 2022 to December 31, 2022
Operating profit / (loss) transferred from		140,066,634	158,499,649
Fire insurance revenue account		(13,702,632)	32,471,655
Marine cargo insurance revenue account		160,367,110	126,582,735
Marine hull insurance revenue account		(27,667,041)	(13,484,302)
Motor insurance revenue account		8,663,208	9,263,261
Misc. insurance revenue account		12,405,989	3,666,300
Non-operating income		46,256,627	38,464,035
Interest income	23.00	43,256,026	35,483,045
Share investment and dividend income	24.00	945,517	695,721
Other income	25.00	2,055,084	2,285,269
Total Income		186,323,261	196,963,684
"Less: Expenses of management		22,943,913	20,563,419
(not applicable to any particular fund or account)"			
Advertisement		1,538,272	1,602,799
Audit fees		458,000	933,000
Directors fees		1,248,000	1,200,000
Donation and subscriptions		552,500	1,430,750
Regulatory charges		3,564,036	2,063,218
Fees and charges		844,872	716,239
Renewal and registration fees		359,546	1,473,427
AGM expenses		210,000	210,000
Provision for gratuity expenses	12.00(a)	2,720,710	2,380,185
Write-off deposit clearing and short deposit	20.00(e & f)	1,597,944	-
Depreciation & Amortisation	Annexure-A & B	9,850,033	8,553,801
Net Profit before tax and WPPF		163,379,348	176,400,265
Expenses for WPPF		(7,779,969)	(8,400,013)
Profit before tax		155,599,379	168,000,252
Income tax expenses:			
Current tax (expenses) / income	26.01	(35,361,663)	(42,117,737)
Prior year tax made for under provision		-	(22,213,689)
Deferred tax (expenses) / income	27.00	293,596	(1,574,400)
Profit after tax		120,531,312	102,094,426
Other comprehensive income		-	-
Total comprehensive income		120,531,312	102,094,426
Earnings per share	33.00	2.31	1.96

The accompanying notes 1 to 37 & Annexure-A to E form an integral part of the financial statements.

 Chairman	 Vice Chairman	 Director	 Chief Executive Officer	 Company Secretary	 Chief Financial Officer
---	--	---	--	--	--

Signed in terms of our separate report of even date.

Malek Siddiqui Wali, Chartered Accountants
 RJSC Firm Registration No.: P-50041/2022

Dated: Dhaka
 May 2, 2024
 DVC : 2405020247AS315009

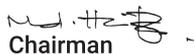

 Md. Waliullah, FCA
 Enrolment No.: 0247



Republic Insurance Company Limited
 বিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড

Consolidated Revenue Account
 For the year ended December 31, 2023

Particulars	Notes	Amount in Taka	
		January 01, 2023 to December 31, 2023	January 01, 2022 to December 31, 2022
Claims under policies less re-insurance		37,682,179	(28,476,106)
Claims paid during the year		50,166,295	21,589,326
Add: Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated		42,354,702	54,838,818
Less: Outstanding claims at the end of the previous year		54,838,818	104,904,250
Insurance stamps consumed		5,449,731	1,697,393
Agency commission		116,753,028	105,059,804
Expenses of management	31.00	329,837,611	288,302,378
Profit transferred to Statement of Profit or Loss and Other Comprehensive Income		140,066,634	158,499,649
Balance of account at the end of the year as shown in the Financial Position being reserve for unexpired risks		268,063,467	205,172,320
Total		897,852,650	730,255,438


 Chairman


 Vice Chairman


 Director

Signed in terms of our separate report of even date.

Dated: Dhaka
 May 2, 2024
 DVC : 2405020247AS315009



Republic Insurance Company Limited
 প্রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড

Consolidated Revenue Account
 For the year ended December 31, 2023

Particulars	Notes	Amount in Taka	
		January 01, 2023 to December 31, 2023	January 01, 2022 to December 31, 2022
Balance of fund account at the beginning of the year		205,172,320	169,056,357
Premium less re-insurance	28.00	624,799,836	503,228,207
Commission on re-insurance ceded	29.00	65,816,878	55,715,854
Profit commission	30.00	2,063,616	2,255,020
Total		897,852,650	730,255,438


 Chief Executive Officer


 Company Secretary


 Chief Financial Officer

Malek Siddiqui Wali, Chartered Accountants
 RJSC Firm Registration No.: P-50041/2022

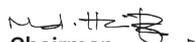

 Md. Waliullah, FCA
 Enrolment No.: 0247

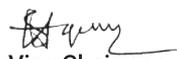


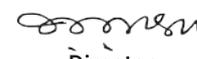
Republic Insurance Company Limited
 বিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড

Fire Insurance Revenue Account
 For the year ended December 31, 2023

Particulars	Notes	Amount in Taka	
		January 01, 2023 to December 31, 2023	January 01, 2022 to December 31, 2022
Claims under policies less re-insurance		30,909,450	(30,760,450)
Claims paid during the year		32,966,003	10,916,919
Add: Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated		35,609,206	37,665,759
Less: Outstanding claims at the end of the previous year		37,665,759	79,343,128
Insurance stamps consumed		4,818,993	1,589,982
Agency commission		53,997,113	41,324,045
Expenses of management	31.00	127,020,464	104,538,442
Profit/(loss) transferred to Statement of Profit or Loss and Other Comprehensive Income		(13,702,632)	32,471,655
Balance of account at the end of the year as shown in the Financial Position being reserve for unexpired risks @40% of premium income of the year		70,029,818	49,079,999
Total		273,073,206	198,243,673


 Chairman


 Vice Chairman


 Director

Signed in terms of our separate report of even date.

Dated: Dhaka
 May 2, 2024
 DVC : 2405020247AS315009



Republic Insurance Company Limited
 রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড

Fire Insurance Revenue Account
 For the year ended December 31, 2023

Particulars	Notes	Amount in Taka	
		January 01, 2023 to December 31, 2023	January 01, 2022 to December 31, 2022
Balance of fund account at the beginning of the year		49,079,999	36,330,802
Premium less re-insurance	28.00	175,074,544	122,699,998
Commission on re-insurance ceded	29.00	48,918,663	39,212,873
Profit commission	30.00	-	-
Total		273,073,206	198,243,673


 Chief Executive Officer


 Company Secretary


 Chief Financial Officer

Malek Siddiqui Wali, Chartered Accountants
 RJSC Firm Registration No.: P-50041/2022


 Md. Waliullah, FCA
 Enrolment No.: 0247



Republic Insurance Company Limited

রিপাবলিক ইন্স্যুরেন্স কোম্পানী লিমিটেড

**Marine Cargo Insurance Revenue Account
For the year ended December 31, 2023**

Particulars	Notes	Amount in Taka	
		January 01, 2023 to December 31, 2023	January 01, 2022 to December 31, 2022
Claims under policies less re-insurance		(4,547,900)	(4,897,254)
Claims paid during the year		8,703,753	4,323,818
Add: Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated		663,697	13,915,350
Less: Outstanding claims at the end of the previous year		13,915,350	23,136,422
Agency commission		46,437,142	50,149,648
Expenses of management	31.00	116,399,693	112,437,927
Profit transferred to Statement of Profit or Loss and Other Comprehensive Income		160,367,110	126,582,735
Balance of account at the end of the year as shown in the Financial Position being reserve for unexpired risks @40% of premium income of the year		129,136,738	115,608,190
Total		447,792,783	399,881,246


Chairman


Vice Chairman


Director

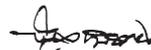
Signed in terms of our separate report of even date.

Dated: Dhaka
May 2, 2024
DVC : 2405020247AS315009

Marine Cargo Insurance Revenue Account
For the year ended December 31, 2023

Particulars	Notes	Amount in Taka	
		January 01, 2023 to December 31, 2023	January 01, 2022 to December 31, 2022
Balance of fund account at the beginning of the year		115,608,190	99,818,630
Premium less re-insurance	28.00	322,841,844	289,020,476
Commission on re-insurance ceded	29.00	7,279,133	8,787,120
Profit commission	30.00	2,063,616	2,255,020
Total		447,792,783	399,881,246


 Chief Executive Officer


 Company Secretary

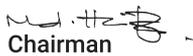

 Chief Financial Officer

Malek Siddiqui Wali, Chartered Accountants
 RJSC Firm Registration No.: P-50041/2022


 Md. Waliullah, FCA
 Enrolment No.: 0247

Marine Hull Insurance Revenue Account
For the year ended December 31, 2023

Particulars	Notes	Amount in Taka	
		January 01, 2023 to December 31, 2023	January 01, 2022 to December 31, 2022
Claims under policies less re-insurance		401,408	44
Claims paid during the year		401,408	44
Add: Total estimated liabilities in respect of outstanding claims at the end of the year whether due or intimated		-	-
Less: Outstanding claims at the end of the previous year		-	-
Agency commission		1,285,773	1,241,272
Expenses of management	31.00	37,172,699	22,660,567
Profit/(loss) transferred to Statement of Profit or Loss and Other Comprehensive Income		(27,667,041)	(13,484,302)
Balance of account at the end of the year as shown in the Financial Position being reserve for unexpired risks @100% of premium income of the year		30,239,220	6,468,396
Total		41,432,059	16,885,977


 Chairman


 Vice Chairman


 Director

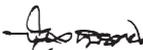
Signed in terms of our separate report of even date.

Dated: Dhaka
 May 2, 2024
 DVC : 2405020247AS315009

Marine Hull Insurance Revenue Account
 For the year ended December 31, 2023

Particulars	Notes	Amount in Taka	
		January 01, 2023 to December 31, 2023	January 01, 2022 to December 31, 2022
Balance of fund account at the beginning of the year		6,468,396	7,434,964
Premium less re-insurance	28.00	30,239,220	6,468,396
Commission on re-insurance ceded	29.00	4,724,443	2,982,617
Total		41,432,059	16,885,977


 Chief Executive Officer


 Company Secretary

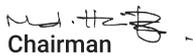

 Chief Financial Officer

Malek Siddiqui Wali, Chartered Accountants
 RJSC Firm Registration No.: P-50041/2022


 Md. Waliullah, FCA
 Enrolment No.: 0247

Motor Insurance Revenue Account
 For the year ended December 31, 2023

Particulars	Notes	Amount in Taka	
		January 01, 2023 to December 31, 2023	January 01, 2022 to December 31, 2022
Claims under policies less re-insurance		10,771,248	6,877,315
Claims paid during the year		7,907,158	6,246,306
Add: Total estimated liabilities in respect of outstanding claims at the end of the year whether due or intimated		5,919,799	3,055,709
Less: Outstanding claims at the end of they previous year		3,055,709	2,424,700
Insurance stamps consumed		396,721	64,118
Agency commission		7,641,188	5,582,708
Expenses of management	31.00	17,217,523	14,386,289
Profit transferred to Statement of Profit or		8,663,208	9,263,261
Balance of account at the end of the year as shown in the Financial Position being reserve for unexpired risks @40% of premium income of the year		19,086,662	15,068,032
Total		63,776,550	51,241,723


 Chairman


 Vice Chairman


 Director

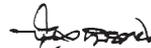
Signed in terms of our separate report of even date.

Dated: Dhaka
 May 2, 2024
 DVC : 2405020247AS315009

Motor Insurance Revenue Account
 For the year ended December 31, 2023

Particulars	Notes	Amount in Taka	
		January 01, 2023 to December 31, 2023	January 01, 2022 to December 31, 2022
Balance of fund account at the beginning of the year		15,068,032	12,657,037
Premium less re-insurance	28.00	47,716,656	37,670,080
Commission on re-insurance ceded	29.00	991,862	914,606
Total		63,776,550	51,241,723


 Chief Executive Officer


 Company Secretary


 Chief Financial Officer

Malek Siddiqui Wali, Chartered Accountants
 RJSC Firm Registration No.: P-50041/2022


 Md. Waliullah, FCA
 Enrolment No.: 0247

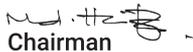


Republic Insurance Company Limited

রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড

**Miscellaneous Insurance Revenue Account
For the year ended December 31, 2023**

Particulars	Notes	Amount in Taka	
		January 01, 2023 to December 31, 2023	January 01, 2022 to December 31, 2022
Claims under policies less re-insurance		147,973	304,239
Claims paid during the year		187,973	102,239
Add: Total estimated liabilities in respect of outstanding claims at the end of the year whether due or intimated		162,000	202,000
Less: Outstanding claims at the end of the previous year		202,000	-
Insurance stamps consumed		234,017	43,293
Agency commission		7,391,812	6,762,131
Expenses of management	31.00	32,027,232	34,279,153
Profit/(loss) transferred to Statement of Profit or Loss and Other Comprehensive Income		12,405,989	3,666,300
Balance of account at the end of the year as shown in the Financial Position being reserve for unexpired risks @40% of premium income of the year		19,571,029	18,947,703
Total		71,778,052	64,002,819


Chairman


Vice Chairman


Director

Signed in terms of our separate report of even date.

Dated: Dhaka
May 2, 2024
DVC : 2405020247AS315009



Republic Insurance Company Limited

রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড

Miscellaneous Insurance Revenue Account
For the year ended December 31, 2023

Particulars	Notes	Amount in Taka	
		January 01, 2023 to December 31, 2023	January 01, 2022 to December 31, 2022
Balance of fund account at the beginning of the year		18,947,703	12,814,924
Premium less re-insurance	28.00	48,927,572	47,369,257
Commission on re-insurance ceded	29.00	3,902,777	3,818,638
Total		71,778,052	64,002,819


Chief Executive Officer


Company Secretary


Chief Financial Officer

Malek Siddiqui Wali, Chartered Accountants
RJSC Firm Registration No.: P-50041/2022


Md. Waliullah, FCA
Enrolment No.: 0247

Statement of Changes in Equity
 For the year ended December 31, 2023

Particulars	Share Capital	General Reserve	Reserve for Exceptional Losses	Retained Earnings	Total
Balance as at January 01, 2023	520,991,970	11,250,000	293,672,435	62,712,045	888,626,450
Issuance of bonus share for the year 2022	-	-	-	-	-
Cash dividend paid for the year 2022	-	-	-	(54,704,157)	(54,704,157)
Profit after tax during the year	-	-	-	120,531,312	120,531,312
Appropriation made during the year	-	750,000	62,479,983	(63,229,983)	-
Balance as at December 31, 2023	520,991,970	12,000,000	356,152,418	65,309,217	954,453,605

Statement of Changes in Equity
 For the year ended December 31, 2022

Particulars	Share Capital	General Reserve	Reserve for Exceptional Losses	Retained Earnings	Total
Balance as at January 01, 2022	496,182,830	10,500,000	243,349,613	86,117,864	836,150,307
Issuance of bonus share for the year 2021	24,809,140	-	-	(24,809,140)	-
Cash dividend paid for the year 2021	-	-	-	(49,618,283)	(49,618,283)
Profit after tax during the year	-	-	-	102,094,426	102,094,426
Appropriation made during the year	-	750,000	50,322,822	(51,072,822)	-
Balance as at December 31, 2022	520,991,970	11,250,000	293,672,435	62,712,045	888,626,450

The accompanying notes 1 to 37 & Annexure-A to E form an integral part of the financial statements.


 Chairman


 Vice Chairman


 Director


 Chief Executive Officer


 Company Secretary


 Chief Financial Officer

Signed in terms of our separate report of even date.

Malek Siddiqui Wali, Chartered Accountants
 RJS Firm Registration No.: P-50041/2022



Md. Waliullah, FCA
 Enrolment No.: 0247

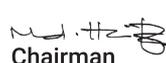
Dated: Dhaka
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Republic Insurance Company Limited
 প্রি়াবলিক ইনসুরেন্স কোম্পানী লিমিটেড

Statement of Cash Flows
 For the year ended December 31, 2023

Particulars	Notes	Amount in Taka	
		January 01, 2023 to December 31, 2023	January 01, 2022 to December 31, 2022
A. CASH FLOWS FROM OPERATING ACTIVITIES			
Collection from premium and other income		1,099,520,179	966,574,682
Payment for management expenses, re-insurance and claims		(988,405,879)	(833,265,682)
Income tax paid		(51,456,181)	(45,029,402)
Net cash generated from operating activities		59,658,119	88,279,598
B. CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of fixed assets		(8,866,113)	(16,125,798)
Acquisition of intangible assets		(19,500)	-
Disposal of fixed Assets		979,000	-
Advance against investment in shares		-	20,023,170
Investment in shares		-	(3,338,488)
Sale proceeds of investment in shares		-	4,341,693
(Increase)/Decrease of fixed deposit		17,874,717	(116,101,959)
Disposal of fixed deposit		-	77,400,000
Investment in govt. securities		(13,000,000)	(15,200,000)
Net cash used in investing activities		(3,031,896)	(49,001,382)
C. CASH FLOWS FROM FINANCING ACTIVITIES			
Dividend paid		(54,162,911)	(49,214,287)
Net cash used in financing activities		(54,162,911)	(49,214,287)
D. Net increase/(decrease) in cash and cash equivalents (A+B+C)		2,463,312	(9,936,071)
E. Cash and cash equivalents at the beginning of the year		76,646,326	86,582,397
Cash and cash equivalents at the beginning of the year before adjusting of translation gain/(loss)		79,109,638	76,563,034
Foreign currency translation gain/(loss)		11,888	83,292
F. Cash and cash equivalents at the end of the year		79,121,526	76,646,326
Net operating cash flows per share (NOCFPS)	35.00	1.15	1.69

 Chairman
  Vice Chairman
  Director
  Chief Executive Officer
  Company Secretary
  Chief Financial Officer

Signed in terms of our separate report of even date.

Malek Siddiqui Wali, Chartered Accountants
 RJSC Firm Registration No.: P-50041/2022

Dated: Dhaka
 May 2, 2024
 DVC : 2405020247AS315009


 Md. Waliullah, FCA
 Enrolment No.: 0247



Form "AA"

Classified Summary of Assets As at December 31, 2023

SL. No.	Class of assets	Book Value 2023 (Tk.)	Book Value 2022 (Tk.)	Remarks
A) Non-current assets:				
i) Property, plant and equipments		81,178,945	77,197,521	At cost less depreciation
	Computer	2,122,201	2,320,251	
	Furniture and fixtures	9,841,146	9,753,225	
	Office equipments	1,862,031	2,198,197	
	Vehicles	22,986,190	22,212,454	
	Crockeries and cutleries	86,704	65,145	
	Air conditioner	2,226,627	2,206,299	
	Telephone	219,695	232,102	
	Office decoration	19,455,219	13,597,671	
	Land and land development	6,238,556	6,238,556	
	Sundry assets	67,955	13,935	
	Computer software	1,775,034	1,742,539	
	Right-of-use assets	14,297,587	16,617,147	
ii) Investment:		127,708,327	114,585,201	
	a) Investment in government treasury bond	25,000,000	25,000,000	Not listed in Market
	b) Investment in government securities	82,500,000	69,500,000	Not listed in Market
	c) Investment in shares at market value	20,208,327	20,085,201	At Market price
Total non-current assets (i+ii)		208,887,272	191,782,722	
B) Current Assets:		1,443,567,212	1,359,675,838	
	a) Investment in fixed deposits with banks	508,735,842	526,610,559	Realizable value
	b) Cash at bank	74,231,719	71,703,135	Realizable value
	c) Cash in hand	4,889,807	4,943,191	Realizable value
	d) Interest accrued	29,118,515	23,457,621	Realizable value
	e) Sundry debtors	447,590,528	462,091,286	Realizable value
	f) Amount due from other persons or bodies carrying on insurance business	378,275,937	268,882,096	Realizable value
	g) Stock of printing , stationery and stamp in hand	724,864	1,987,950	At cost
C) Other assets				
	Deferred tax assets	2,508,979	2,215,383	Realizable value
Total assets (A+B+C)		1,654,963,463	1,553,673,943	


Chairman


Vice Chairman


Director


Chief Executive Officer


Company Secretary


Chief Financial Officer

Signed in terms of our separate report of even date.

Malek Siddiqui Wali, Chartered Accountants
RJSC Firm Registration No.: P-50041/2022

Dated: Dhaka
May 2, 2024
DVC : 2405020247AS315009


Md. Waliullah, FCA
Enrolment No.: 0247

NOTES

TO THE FINANCIAL STATEMENTS

Republic Insurance Company Limited

For the year ended December 31, 2023

1.00 Legal form of the Company:

The Company was incorporated on the 18th of May, 2000 as a Public Limited Company under the Companies Act, 1994 having registered office in Bangladesh, with the object of carrying all kinds of insurance business other than life insurance and obtained permission to commence insurance business from the Chief Controller of Insurance, Directorate of Insurance, Government of the People's Republic of Bangladesh on May 31, 2000. The Company is registered with an authorized capital of Tk. 50(Fifty) crore and had issued fully subscribed initial paid-up capital of Tk.6 (Six) crore.

The Company with the permission of Securities and Exchange Commission had issued 900,000 Ordinary Shares of Tk.100.00 each on December 1, 2008 and was listed with Dhaka Stock Exchange on 14.01.2009 & Chattogram Stock Exchange on 07.01.2009.

Pursuant to section 21 of Insurance Act-2010 (The first Schedule), and Rule 4(A) of Insurance Rules 1958 and the Memorandum and Articles of Association of the Company, The Company with the permission of Bangladesh Securities and Exchange Commission raised its Paid-up Capital from Tk.6.00 crore to Tk.15.00 crore through Initial Public Offering (IPO) of 900,000 Ordinary Shares of Tk.100 each as per in October, 2008. Company issued 10% stock dividend on 2009,2010,2011 and 12% on 2012, 12.50% stock dividend on 2013, 10% stock dividend on 2014, 13% stock dividend on 2015, 12% stock dividend on 2016, 12.50% stock dividend on 2017, 10% stock dividend on 2018, 7% cash dividend and 7% stock dividend on 2019, 7% cash dividend and 7% stock dividend on 2020, 10% cash dividend and 5% stock dividend on 2021, 10.50% cash dividend on 2022 and 11% cash dividend on 2023.

So, total Paid up Capital increased from Tk.15.00 crore to Tk.52.10 crore. In the year 2011 the Company increased its authorized capital Tk.50.00 crore to Tk.100.00 crore and changed the per share value from Tk.100.00 to Tk.10.00 in the 3rd Extra Ordinary General Meeting held on 15th November 2011. The Company also got the necessary permission from Bangladesh Securities and Exchange Commission and maintained the all formalities required by the Register of Joint Stock Companies & Firm.

1.01 Address of registered office and place of business of the Company:

The head office of the Company is located at HR Bhaban (6th & 9th floor), 26/1, Kakrail, Dhaka-1000, Bangladesh. The business operation of the Company is being carried out through 39(thirty-nine) branches located in all over Bangladesh.

1.02 Principal activities of the Company:

The principal activities of the Company are to carry on all kinds of insurance business, guarantee, and indemnity business other than life insurance business. There were no significant changes in the nature of the principal activities of the Company during the year 2023 under review.

1.03 Authorization date for issuing financial statements:

Financial statements of the Company for the year ended December 31, 2023 were authorized for issue on April 29, 2024 in accordance with a resolution of the Board of Directors of the Company.

2.00 Basis of presenting accounts and significant accounting policies:

2.01 Basis of accounting preparation:

The financial statements of the Company under reporting have been prepared under historical cost convention in going concern concept and on accrual basis in accordance with Generally Accepted Accounting Principles (GAAP) and practices in Bangladesh. Disclosures of financial information as required by Insurance Act- 2010 have been complied with while preparing statement of financial position, Statement of profit or loss and other comprehensive income, and revenue accounts for specific classes of insurance business in the form set forth in the first, second and third schedule of the Insurance Act and also in compliance with the Companies Act-1994. In addition, Bangladesh Securities and Exchange

Commission Rules-1987, Listing Regulations of Dhaka Stock Exchange Ltd(DSE) and Chattogram Stock Exchange Ltd(CSE), International Accounting Standards(IAS) and International Financial Reporting Standards(IFRS) as adopted by the Institute of Chartered Accountants of Bangladesh(ICAB) and other applicable laws & regulations in Bangladesh.

2.02 Management responsibility:

The management of the Company is responsible to reporting and preparation of financial statements true and fair view of the Company's affairs in compliance with International Financial Reporting Standards (IFRS) and existing accounting standards and applicable laws.

2.03 Directors responsibility:

The Board of Directors are also responsible for the preparation and presentation of financial statements under section 183 of the Companies Act-1994, the Bangladesh Securities and Exchange Rules 1987, listing regulation of Dhaka Stock Exchange Limited and Chattogram Stock Exchange Limited and as per the provision of "The International Accounting Standards Committee" (IASC). According to the "International Accounting Standard (IAS-I)" as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB). Presentation of financial statements the complete set of financial statements includes the following components:

- (i) Statement of financial position as at December 31, 2023
- (ii) Statement of profit or loss and other comprehensive income for the year ended December 31, 2023
- (iii) Statement of consolidated revenue account for the year ended December 31, 2023
- (iv) Statement of changes in equity for the year ended December 31, 2023
- (v) Statement of cash flows for the year ended December 31, 2023
- (vi) Notes, comprising a summary of significant accounting policies and other explanatory information to the financial statements for the year ended December 31, 2023

2.04 Basis of presentation:

The financial position has been prepared in accordance with the regulations as contained in part-I of the First Schedule and as per Form "A" as set forth in part-II of that Schedule. Revenue account of each class of general insurance business has been prepared in accordance with the regulations as contained in Part-I of the Third Schedule and as per Form 'F' as set forth in Part-II of that Schedule of Insurance Act-1938 as amended and adopted Insurance Act-2010. The classified summary of the assets has been prepared in accordance with Form "AA" as set forth in Part-II of the aforesaid Act.

2.05 Regulatory compliances:

The financial statements have been prepared and disclosures of information have been made in accordance with the requirements of Insurance Act-1938 (New Act, 2010), Insurance rules-1958, the Companies Act- 1994, the Securities and Exchange Rules-1987, the listing rules of Dhaka Stock Exchange and Chattogram Stock Exchange, Income Tax Act 2023 and time to time Guidelines from Insurance Development and Regulatory Authority rules and regulations. To comply with the International Accounting Standards and International Financial Reporting Standards as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) and other applicable laws and regulations.

2.06 Comparative information:

Comparative information has been disclosed in respect of the year ended December 31, 2023 for all numerical information in the financial statements and also the narrative and descriptive information when it is relevant for understanding of the current year's financial statements. The comparative information or prior period information is restated, rearranged or revised when they necessary in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

2.07 Reporting currency and level of precision:

The figures in the financial statements represent Bangladesh currency (Taka), which have been rounded off to the nearest taka except where indicates otherwise.

2.08 Going concern basis:

The Company has adequate resources to continue in the operation for the foreseeable future. For this reason, the Compa-

ny continues to adopt going concern basis in preparing the financial statements. The current credit facilities and adequate resources for providing sufficient funds to meet the present requirements of its existing business and operations.

2.09 Reporting period:

Financial statements of the Company consistently cover one calendar year from January 01, 2023 to December 31, 2023.

2.10 Interim financial reporting:

In accordance with International Accounting Standard (IAS-34) interim financial reporting publicly traded entities encourages providing interim financial reports that confirm to the recognition, measurement and disclosure principles set out in this standard. Timely and reliable interim financial reporting improves the ability of investors, creditors, and others to understand an entity's capacity to generate earnings and cash flows and its financial condition and liquidity.

2.11 Branch accounting:

The Company has 39 (thirty-nine) branches in Bangladesh. The accounts of the branches are maintained at the head office level. Only petty cash books are maintained at the branch level for maintaining its day-to-day office expenses.

2.12 Risk and uncertainty for use of estimates in preparation of financial statements:

The preparation of financial statements is in conformity with the International Financial Reporting Standards (IFRS's) including the International Accounting Standards (IAS's) require management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets liabilities, income and for contingent assets and liabilities that require disclosure during and at the date of financial statements.

Actual results could differ from those estimates. Estimates and underlying assumptions are used for accounting of certain items such as long-term contract, provision for doubtful accounts, depreciation and amortization, taxes, reserves and contingencies.

2.13 Significant accounting policies and relevant information:

a) Revenue from contracts with customers (IFRS-15):

Revenue recognized in accordance with International Financial Reporting Standard (IFRS-15) revenue unless otherwise mentioned or otherwise guided by the separate IAS.

b) Underwriting premium income:

Premium income is recognized when insurance policies are issued and premium collected. The sum of premium income as appeared in classified revenue accounts is net of the refund made, re-insurance ceded and re-insurance premium on PSB.

c) Public sector business (PSB):

The premium in respect of Company's share of public sector insurance business (PSB) is accounted for in the year in which the relevant statement of accounts from Shadharan Bima Corporation is received. The statements of account for the period from July 2022 to June 2023 have been received from SBC and the Company's share of PSB for the aforesaid period has been recognized in these financial statements accordingly. Such method of account for the public sector insurance business (PSB) has been consistently followed.

d) Re-insurance ceded and accepted:

1) Re-insurance ceded and accepted with Sadharan Bima Corporation:

Necessary adjustment in respect of re-insurance ceded and accepted in Bangladesh has duly been made in respective revenue account as per Treaty between the Company and ShadharanBima Corporation (SBC) and Foreign re-insurer.

2) Re-insurance with Foreign re-insurer:

Fifty percent of the re-insurable general insurance business shall be re-insured with the Sadharan Bima Corporation and the remaining fifty percent of such business may be re-insured either with the Sadharan Bima Corporation and the remaining fifty percent of such business may be re-insured either with the Corporation or with any other insurer whether in or outside Bangladesh.

- e) **Cover notes converted into policy (CCP):**
Amounts received against issue of cover notes that have not converted into policy are not recognized as income. The cover note which was previously issued is converted into insurance policy at the expiry of nine months from the date of issue of such cover notes as per circular of the then Chief Controller of Insurance.
- f) **Premium deposit:**
Premium deposit represents amount of premium deposited with the Company against cover notes for which policies are yet to be issued.
- g) **Investment in shares:**
Investments are initially recognized at cost including acquisition charges with the investments. After initial recognition investments in marketable ordinary shares have been valued at market price on an aggregate portfolio basis.
- h) **Investment in Bangladesh government treasury bond and securities:**
10 (ten) and 15 (fifteen) years Bangladesh Government Treasury bond and securities are valued at cost price.
- i) **Investment income:**
- i. Interest on fixed deposit and 10 (ten) and 15(fifteen) years Bangladesh government treasury bond and securities are accounted for on accrual basis after making provision for income tax deductible at source. Interest on STD account and other income are recognized on cash basis.
 - ii. Portfolio gain /loss on investment in shares are recognized in the statement of profit or loss and other comprehensive income on realization basis.
 - iii. Dividend income on share investments if any, are recognized on cash basis and shown in statement of profit or loss and other comprehensive income account. For stock dividend, received by the Company against its investment, number of shares increased and average cost of investment decreased.
- j) **Balance of funds and accounts:**
These have been arrived at after making provision for unexpired risks @ 40% of net premium income on all business except marine hull insurance where provision has been made at 100% on net premium income.
- k) **Reserves for exceptional losses:**
As per Para 6 of 4th schedule of Income Tax Act 2023 to meet the exceptional losses, Republic Insurance Company Limited set aside ten percent of the net premium income of the year in which it is set aside from the balance of the profit to reserve for exceptional losses. Reserves for exceptional losses are maintained out of profit by the Company to meet any possible future claims on net premium income. During the year under review of the Company sets aside 10%of net premium income.
- l) **General reserve:**
The Company creates a general reserve fund from the current year profit to avoid future contingency.
- m) **Statement of cash flows:**
Statement of cash flows is prepared in accordance with IAS-7 and International Accounting Standard (IAS) -7 statements of cash flows and the cash flow from the operating activities has been presented under direct method as prescribed by the Securities and Exchange Rules-1987.Statement of cash flows in broken down into operating activities, investing activities and financing activities.
- n) **Cash and cash equivalents:**
According to IAS-7 statement of cash flows cash comprises cash in hand and demand deposits and cash equivalents are short term, highly liquid investments that are readily convertible to amounts of cash and which are subject to an insignificant risk of changes in value. IAS-1 "Presentation of Financial Statements" provides that cash and cash equivalents are not restricted in use. Considering the provisions of IAS-7 and IAS-1, cash in hand and bank balances have been considered as cash and cash equivalents.
- o) **Foreign currency transactions:**
All foreign currency transactions are converted into equivalent taka at the ruling exchange rates on the respective date of such transactions as per International Accounting Standard (IAS-21):"The Effects of Changes in Foreign Exchanges Rates". Any gain/(loss) arisen on such transaction is shown in the statement of profit or loss and other comprehensive income.

p) **Inventories:**

In Compliance with the requirement of IAS-2 Inventories are stated at the lower of cost and net realizable value. Net realizable value is based on estimated selling price less any further cost expected to be incurred to make the sale.

q) **Segment reporting:**

A business segment is a distinguishable component of the Company that is engaged in providing services that are subject to risks and returns and are different from those of other business segments. The Company accounts for segment reporting of operating results of each segment. The Company has four primary business segments for reporting purposes namely Fire, Marine, Motor and Miscellaneous.

2.14: Taxation

Current tax

The Company makes provision of current tax based on the taxable income as per the Income Tax Act 2023. Taxable profits differ from profits as reported in the statement of profit or loss and other comprehensive income because it excludes items of income or expenses that are taxable or deductible in other year or are never taxable or deductible. Company's liability for current tax is calculated using tax rates that have been enacted the statement of financial position date.

Deferred tax

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary difference. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which such differences can be utilized. Deferred tax is charged or credited to the statement of profit or loss and other comprehensive income.

2.15 Allocation of management expenses:

As per section 40 (C-2) insurance Act-1938 as amended insurance Act-2010 all relevant management expenses have been allocated amongst different revenue account in respect of fire, marine, motor and miscellaneous insurance business on pro-rata basis at their respective gross premium income. Management expenses as charged to revenue accounts amounting to tk.32,98,37,611 represents approximately 32.67% of tk.100,96,00,063 (Including public sector business of tk.10,33,91,851). The expenses have been apportioned 38.51% to fire, 35.29% to marine cargo, 11.27% to marine hull, 5.22% to motor and 9.71% to miscellaneous business as per management decision.

2.16 Employees benefit (IAS-19)

Republic Insurance Company Limited offers a number of benefit plan for all permanent employees of the company which includes contributory provident fund, gratuity fund, earn leave benefit festival bonus which have been accounted for in accordance with the provision of International Accounting standard (IAS)-19, "Employees Benefit".

i) **Contributory provident fund**

The Company operates a contributory provident fund for its permanent employees, provision for which are being made annually as per rules administered by a Board of Trustees in which eligible employees contribute @ 8% of basic salary. The Company also makes contribution of the same amount to the said provident fund.

ii) **Provision for gratuity**

The Company has made provision for employee's gratuity fund during the year as per provision of service rules of the Company under Sec 5.12. The service rules of Republic Insurance Company Limited were approved by the Board of Directors in January 03, 2013. As per the Sec 5.12 of the service rules gratuity shall be reckoned from July 01, 2004 & IAS-19 under employees' retirement benefit schemes.

2.17 Workers profit participation fund and welfare fund

As per Section 234 of Bangladesh Labor (Amendments) Act-2018 & requirement of Dhaka Stock Exchange Ltd vide letter No.DSE/CGFRC/LC-363/2014-5574 Dt.22 June 2014, Company made provision for WPPF @5% on net profit before tax during the year.

2.18 Property, plant and equipment's and Depreciation:

All fixed assets are stated at cost less accumulated depreciation as per International Accounting Standard (IAS)-16, "Property, Plant and Equipment's". The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use inclusive of inward freight, duties and non-refundable taxes.

Recognition of property, plant and equipment's:

The Company recognizes in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred if it is probable that the future economic benefits embodied with the item will flow to the company and the cost of the items can be measured reliably. Normal expenditure incurred after the assets have been put into operation such as repairs and maintenance other than major replacements, renewals and/or betterment of the assets are charged off as revenue expenditure in the period in which it is incurred.

Depreciation on property, plant and equipment's:

Property, plant and equipment's are depreciated following the reducing balance method on the basis of economic life expectancy of the assets in accordance with IAS-16. Depreciation on addition of fixed assets has been charged when it is available for use. The property, plant and equipment's are depreciated at the following rates:

Category	Rate of Depreciation
Computer	30%
Furniture and fixtures	10%
Office equipment's	20%
Vehicles	20%
Crockeries and cutleries	20%
Air conditioner	20%
Telephone	10%
Office decoration	10%
Sundry assets	20%
Computer software	20%
Lease car	10%

De-recognition

An item of property, plant and equipment is de-recognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset is included in the statement of profit or loss and other comprehensive income in the year the asset is de-recognized.

Impairment of assets

As per IAS-36 Impairment of assets: The carrying amounts of the company's non-current assets, other than deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment, if any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognized if the carrying amount of an asset or its cash generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit or loss and other comprehensive income. Considering the present conditions of the assets, management concludes that there is no such indication exists.

2.19 Leases

The Company applied IFRS-16 Leases for the first time with the date of initial application of 01 January 2019. As IFRS 16-supersedes IAS-17 Lease, the Company has made recognition, measurement and disclosure in the financial statements-2023 as per IFRS-16.

Right-of-use assets (ROU)

The Company recognizes the right-of-use assets (ROU) at the commencement date of the lease. ROU assets are measured at cost less any accumulated depreciation and impairment of losses and adjusted cost incurred, and lease payment made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term, or remaining period of the lease term. The Company assessed all lease contracts live in 2023 and recognized as ROU of assets of all leases. As leases under IFRS-16 first time adopted by the Company, the Company has followed modified retrospective approach of adoption with the date of initial application of 01 January 2019. Therefore, the Company considered a cut-off date beginning of the year 2019 and reassessed unadjust-

ed advance payment and remaining lease period of each contract, and recognized those in the financial statements for the year ended 31 December 2023 without giving retrospective impact in earlier presentation.

Lease liabilities

At the commencement of the lease, the Company recognizes lease liabilities measured at the present value of lease payments initial payment, and amount is expected to be paid under residual value of guarantees. The lease payments also include the exercise price of purchase option reasonably certain to be exercised by the Company and payment of penalties for terminating the lease to be made over the lease term. The lease payments include fixed and variable lease payment (less any adjustment for terminating the lease term).

2.20 Financial risk management (IFRS-7)

2.20.1 Introduction

The Company's activities expose it to a variety of financial risks: credit risk, market risk, and liquidity risk. The Company's risk management focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

Financial risk management is carried out by Accounts and Finance Department under policies approved by Board of Directors Accounts and Finance Department identifies, evaluates, and hedges financial risks in close co-operation with the Company's operating units.

This note presents information about the Company's exposure to each of the risks arising from financial instruments and the Company's objectives, policies, and processes for measuring and managing risk. Further quantitative disclosures are included throughout these financial statements.

2.20.2 Carrying amounts of financial instruments by category

The following table shows the carrying amounts of financial instruments by category at the end of December:

	Maturity analysis				Total
	Current	>30 days	>90 days	>1 year	
Cash and cash equivalents, receivables, and advances, deposits and prepayments					
Cash and cash equivalents	7,91,21,526	-	-	-	7,91,21,526
Trade and other receivable	-	-	15,13,10,375	22,69,65,562	37,82,75,937
Advances, deposits and prepayments	-	8,95,18,106	13,42,77,158	22,37,95,264	44,75,90,528
Non-current financial assets	-	-	-	12,77,08,327	12,77,08,327
Balance as at December 31, 2023	7,91,21,526	8,95,18,106	28,55,87,533	57,84,69,153	1,03,26,96,318
Financial liabilities measured at amortized cost					
Trade and other Payable	-	76,12,386	1,26,87,310	3,04,49,543	5,07,49,239
Liability for expenses	-	2,10,77,236	1,40,51,491	1,17,09,575	4,68,38,302
Balance as at December 31, 2023	-	2,86,89,622	2,67,38,801	4,21,59,118	9,75,87,541

2.20.3 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to financial instruments fails to meet its contractual obligations, and arises principally from cash and cash equivalents, time deposits and trade accounts receivable.

The credit risk with trade and other receivable is limited, as the Company has numerous clients located in various geographical regions. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. For risk control, the customers are as follows governmental organizations, listed public limited companies, and other customers.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset, including derivative financial instruments, in the balance sheet. There are no commitments that could increase this exposure to more than the carrying amounts.

2.20.4 Market risks

Market risk is the risk that changes in market prices, foreign exchange rates, and other prices will affect the Company's result or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimizing the return on risk.

2.20.5 Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Accounts and Finance manages the Company's liquidity to ensure sufficient liquidity to meet all liabilities when due, under both normal and stressed conditions, without facing unacceptable losses or risking damage to the Company's reputation.

The following are the contractual maturities of financial liabilities:

BDT	Carrying amount	Contractual cash flows	Between 1 and 90 days	Between 91 and 360 days	Between 1 and 2 years	Over 2 years
Non-derivative financial liabilities						
Trade and other payable	5,07,49,239	-	1,77,62,234	1,26,87,310	2,02,99,695	-
Liability for expenses	4,68,38,302	-	1,63,93,406	1,17,09,575	1,87,35,321	-
Balance as at December 31, 2023	9,75,87,541	-	3,41,55,640	2,43,96,885	3,90,35,016	-

2.21 Sale of fixed assets

Sale price of fixed assets is determined on the basis of fair value of assets, gain or loss arising on the disposal of an item of property, plant and equipment is determined as the difference between sales proceeds and carrying amount of the assets and recognized on the statement of profit or loss and other comprehensive income as per provision of IAS-16 "Property, Plant and Equipment".

2.22 Earnings per share (EPS):

The Company calculates earnings per share (EPS) in accordance with IAS-33 "Earnings Per Share" which has been shown on the statement of profit or loss and other comprehensive income in the financial statements.

2.23 Basic earnings per share (BEPS):

This has been calculated by dividing the basic earnings by the weighted average number of ordinary shares outstanding during the year (Net profit after taxation).

2.24 Basic earnings:

This represents earnings for the year attributable to ordinary shareholders. As there was no preference dividend, minority interest or extra ordinary items, the net profit after tax for the year has been considered as fully attributable to the ordinary shareholders.

2.25 Diluted earnings per share:

Diluted earnings per share reflects the potential dilution that could occur if additional ordinary shares assumed to be issued under securities or contracts that entitle their holders to obtain ordinary shares in future, to the extent such entitlement is not subject to unresolved contingencies.

At December 31, 2023 there was no scope for dilution and hence no dilution EPS is required to be calculated.

2.26 Key Management benefits:

The aggregate amount paid/provided during the year in respect of Directors and Executives of the Company is as follows:

Benefits	2023		2022	
	Directors	Executives	Directors	Executives
Salary	-	5,36,48,030	-	4,13,53,538
Festival bonus	-	39,46,300	-	31,28,659
Provident fund	-	11,10,421	-	9,80,850
Gratuity	-	-	-	-
Group insurance	-	4,61,220	-	3,66,360
Director's fee	12,48,000	-	12,00,000	-
Total	12,00,000	5,91,65,971	12,00,000	4,58,29,407

2.27 Related party disclosure:

As per International Accounting Standard (IAS) 24 "Related Party Disclosures" parties are considered to be related if one of the parties has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The Company carried out transactions in the ordinary course of business on an arm's length basis at commercial rates with its related parties. Related party disclosures have been given in Notes: 37.00.

2.28 Events after the reporting period (financial position date):

The Board of Directors has recommended 11% cash dividend on paid up capital for the year ended December 31, 2023 as per approval of Board Meeting held on April 29, 2024 as dividend on paid up capital of Tk. 52,09,91,970 subject to the approval in the Annual General Meeting (AGM) to be held on June 27, 2024. Events after the reporting period, dividend declared should not be classified as a liability in the financial statements which is in compliance with the International Accounting Standards (IAS-10) Para 12.

2.29 General:

- Number of employees received salary up to taka 10,000 per month are nil.
- Number of employees received salary above taka 10,000 per month are 884.
- The Board of Directors received no remuneration from the Company other than fees for attending the Board Meetings.
- During the year 6 (six) numbers of Board Meeting were held.
- All shares have been fully called and paid up.
- Statutory audit fee for the year ended December 31, 2023 is Tk. 385,000.
- There was no preference share issued by the Company.
- There were no bank guarantees issued by the Company on behalf of their directors or the Company itself.

**Republic Insurance Company Limited**

রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড

**Notes to the Financial Statements
For the year ended December 31, 2023**

	Amount in Taka	
	December 31, 2023	December 31, 2022
3.00 Share capital		
3.01 Authorized capital		
100,000,000 ordinary shares of Tk.10 each Issued, subscribed and paid up capital	1,000,000,000	1,000,000,000
3.02 Issued, subscribed and paid up capital consists of 5,20,99,197 ordinary shares of Tk.10 each fully paid	520,991,970 <u>520,991,970</u>	520,991,970 <u>520,991,970</u>
3.03 Shareholdings		

Pursuant to section 21 of Insurance Act, 2010 (The First Schedule), and Rule 4-A of Insurance Rules 1958 and the Memorandum and Articles of Association of the Company, The Company with the permission of Bangladesh Securities and Exchange Commission raised its Paid up Capital from Tk.6.00 Crore to Tk.15.00 Crore through Initial Public Offering (IPO) of 900,000 Ordinary Shares of Tk.100 each as per in October, 2008. Company issued 10% Stock dividend on 2009,2010,2011,12% on 2012, 12.5% on 2013, 10% on 2014, 13% on 2015, 12% on 2016, 12.50% on 2017, 10% on 2018, 7% stock and 7% cash dividend on 2019, 7% stock and 7% cash dividend on 2020, 10% cash dividend and 5% stock dividend on 2021, 10.50% cash dividend on 2022, and 11% cash dividend on 2023. So total paid capital increase from Tk.15.00 crore to Tk.52.10 crore. In the year 2011 the Company increased its authorized capital Tk.50.00 crore to Tk.100.00 crore and changed the per share value from Tk.100 to Tk.10 in the 3rd Extra Ordinary General Meeting held on 15th November 2011. The Company also got the necessary permission from Securities and Exchange Commission and maintained the all formalities required by the Register of Joint Stock Companies & Firms. The category-wise share holding position as on 31st December, 2023 is as under.

Particulars	2023		2022	
	No. of shares	% of holding	No. of shares	% of holding
1. Sponsors and Directors (Group-A)	21,065,037	40.43	19,958,892	38.31
2. General Public (Group-B)	31,034,160	59.57	32,140,305	61.69
Total	52,099,197	100.00	52,099,197	100.00

The sponsors and directors are shareholding 40.43% against 60% as required by Insurance Act 2010 section 21(3) and Schedule 1. On the other hand the sponsors and directors of the company are holding more than the 30% shares of the paid up capital required under gazette notification no. BSEC/CMRRCD/2009-193/217/Admin/90. Dated: 15 July 2019 of Bangladesh Securities and Exchange Commission.

Group "A" Shareholders (Sponsors)

Class interval	No. of shareholders	No. of share	% of Total holding	% of Total paid-up capital
1 to 500	-	-	-	-
501 to 5000	-	-	-	-
5001 to 10000	-	-	-	-
10001 to 20000	-	-	-	-
20001 to 30000	-	-	-	-
30001 to 40000	-	-	-	-
40001 to 50000	-	-	-	-
50001 to 100000	-	-	-	-
100001 to 1000000	-	-	-	-
1000001 to 10000000	15	21,065,037	100	40.43
Total	15	21,065,037	100	40.43

Amount in Taka

December 31, 2023	December 31, 2022
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Group "B" Shareholders (Public)

Class interval	No. of shareholders	No. of share	% of Total holding	% of Total paid-up capital
01 to 500	2,254	389,022	1.25	0.75
501 to 5000	2,384	4,430,723	14.28	8.50
5001 to 10000	366	2,704,851	8.72	5.19
10001 to 20000	242	3,476,106	11.20	6.67
20001 to 30000	89	2,154,175	6.94	4.13
30001 to 40000	35	1,232,660	3.97	2.37
40001 to 50000	18	817,630	2.63	1.57
50001 to 100000	41	3,110,597	10.02	5.97
100001 to 1000000	31	6,719,042	21.65	12.90
1000001 to 10000000	5	5,999,354	19.33	11.52
Total	5,465	31,034,160	100	59.57

3.04 Share capital (paid up)

Opening balance	520,991,970	496,182,830
Add: bonus share issued during the year	-	24,809,140
Total share capital (paid up)	520,991,970	520,991,970

4.00 Reserve and contingent account

The company has been made some exceptional reserves from net profit to meet any future contingencies like claims losses or any sudden future fund crisis. Details are as hereunder:

Particulars	Notes No.	Amount in Taka 31.12.2023	Amount in Taka 31.12.2022
Reserve for exceptional losses	4.01	356,152,418	293,672,435
General reserve	4.02	12,000,000	11,250,000
Retained earnings	4.03	65,309,217	62,712,045
Total reserves and surplus		433,461,635	367,634,480

4.01 Reserve for exceptional losses

As per paragraph 6 of fourth schedule of Income Tax ordinance 1984 as earlier for the year 2022, 10% of the net premium income was transferred to reserve for exceptional losses. Details of calculation as hereunder:

Opening balance	293,672,435	243,349,613
Add: reserve made during the year (tax exempted) 4.01(a)	62,479,983	50,322,822
Closing balance as on December 31, 2023	356,152,418	293,672,435

4.01(a) Class wise reserve for exceptional losses

This represents profit set aside during the year under review at 10% of net premium allowed as expenses to meet exceptional losses. The aforesaid set aside of profit has been allowed as expenses by paragraph 6 of 4th schedule of the Income Tax Act 2023.

Particulars	Net Premium	% on Net Premium	Amount in Taka	
			December 31, 2023	December 31, 2022
			31.12.2023	31.12.2022
01. Fire insurance business	175,074,544	10.00%	17,507,454	12,270,000
02. Marine cargo insurance business	322,841,844	10.00%	32,284,184	28,902,048
03. Marine hull insurance business	30,239,220	10.00%	3,023,922	646,840
04. Motor insurance business	47,716,656	10.00%	4,771,666	3,767,008
05. Miscellaneous insurance business	48,927,572	10.00%	4,892,757	4,736,926
Total	624,799,836		62,479,983	50,322,822

4.02 General reserve

The company has created a general reserve fund for avoiding any sudden fund crisis and contingency in future.

Opening balance	11,250,000	10,500,000
Add: reserve made during the year	750,000	750,000
Closing balance as on December 31, 2023	12,000,000	11,250,000

4.03 Retained earnings

Opening balance of undistributed profit	62,712,045	86,117,864
Less: issuance of bonus share for the year	-	24,809,140
Less: cash dividend paid for the year 2022	54,704,157	49,618,283
Retained earnings from previous year	8,007,888	11,690,441
Add: net profit during the year	120,531,312	102,094,426
Total undistributed profit	128,539,200	113,784,867
Appropriation		
Less: reserve for exceptional losses	62,479,983	50,322,822
Less: general reserve	750,000	750,000
Closing balance of undistributed profit	65,309,217	62,712,045

5.00 Balance of funds and accounts

As per para 27A (2)(b) Insurance Act, 1938 for the purpose of sub-section (1) the company has made necessary provision for un-expired risk reserve during the year @40% of net premium on Fire, Marine Cargo, Motor, Miscellaneous and 100% on Marine Hull business. Class wise un-expired risk reserve is as follows:

Class of business	Net Premium	Percentage	31.12.2023	31.12.2022
Fire	175,074,544	40%	70,029,818	49,079,999
Marine cargo	322,841,844	40%	129,136,738	115,608,190
Marine hull	30,239,220	100%	30,239,220	6,468,396
Motor	47,716,656	40%	19,086,662	15,068,032
Miscellaneous	48,927,572	40%	19,571,029	18,947,703
Total	624,799,836		268,063,467	205,172,320

6.00 Premium deposits

The under mentioned amount includes premium received against cover notes for which policies have not been issued within December 31,2023. While the risks against non-marine and marine hull have been assumed from the issuance of cover notes, risk against marine cargo have not been assumed until shipment advices are provided and accordingly policies are issued.

	Amount in Taka	
	December 31, 2023	December 31, 2022
Fire	108,985	-
Marine cargo	34,352,697	53,355,777
Marine hull	52,140	-
Motor	-	14,957
Miscellaneous	-	-
Stamp duty	1,158,555	4,284,914
Excess deposit	325,659	1,875,330
Total	35,998,036	59,530,978

7.00 Estimated liability in respect of outstanding claims whether due or intimated

Fire	35,609,206	37,665,759
Marine cargo	663,697	13,915,350
Marine hull	-	-
Motor	5,919,799	3,055,709
Miscellaneous	162,000	202,000
Total	42,354,702	54,838,818

All the claims of which the company received intimations within December 31, 2023 have been taken into consideration while estimating the liability in respect of outstanding claims.

8.00 Amount due to other persons or bodies carrying on insurance business

This amount is payable to Shadharan Bima Corporation on account of re-insurance arrangements with them and to other local insurance companies under co-insurance premium. Break up of the amount is as under:

Payable to SBC	50,749,239	33,915,009
Pioneer insurance company limited	-	561,000
Others insurance company	8.00(a)	122,980
Total	50,749,239	34,598,989

8.00(a) Others insurance company

Express insurance company limited	-	122,980
	-	122,980

9.00 Lease liabilities (operating leases)

Break up of the amount is as under:

Opening balance	15,307,725	11,130,066
Add: addition during the year	6,722,785	12,485,891
Add: finance cost during the year	1,260,515	1,241,442
Less: payment during the year	11,086,870	9,549,674
Closing balance	12,204,155	15,307,725

10.00 Payable for WPPF

Opening balance	48,452,144	40,052,131
Add: expenses for the year	7,779,969	8,400,013
Total	56,232,113	48,452,144

Amount in Taka

December 31, 2023	December 31, 2022
------------------------------	------------------------------

WPPF expenses made @5% on net profit before tax during the year as per Sec-234 of Bangladesh Labour (amendment) Act-2018. The Company has not yet established a Trustee Board to administer the Fund and as per Notification of Bangladesh Insurance Association (BIA-3(58)/2023- dated: July12, 2023) hence no payment was made during this year.

11.00 Provision for income tax

Opening balance		205,538,549	261,887,429
Add: current tax provision made during the year	26.01	35,361,663	42,117,737
Total tax liability		240,900,212	304,005,166
Less: adjustment made during the year for the assessment year 2013-2014		-	16,590,824
Less: adjustment made during the year for the assessment year 2014-2015		-	26,500,000
Less: adjustment made during the year for the assessment year 2015-2016		-	28,655,406
Less: adjustment made during the year for the assessment year 2016-2017		-	26,720,387
Less: adjustment made during the year for the assessment year 2017-2018		32,654,008	-
Less: adjustment made during the year for the assessment year 2019-2020		20,176,360	-
Closing balance as on December 31, 2023		188,069,844	205,538,549

12.00 Sundry creditors

Salary and allowances		17,735,349	18,612,114
Security deposit (Against open policy)		969,000	969,000
Statutory Audit fees payable (Malek Siddiqui Wali)		308,000	308,000
Compliance Audit fees payable (T. Hussain & Co.)		40,000	40,000
Gratuity fund	12.00(a)	7,371,803	5,298,468
Withholding tax deduction at source		891,382	685,790
Withholding tax against agent commission		305,684	406,098
Withholding vat deduction at source		1,145,176	1,022,068
Liability vat December, 2023		9,133,742	7,331,510
Provident fund employees contribution		288,283	270,837
Provident fund employers contribution		288,283	270,837
Provident fund loan recovery		283,242	255,135
HR Holdings Limited (Electric and wasa bill)		175,410	149,561
Lease advance realization		5,937,320	4,564,170
Total		44,872,674	40,183,588

12.00(a) Provision for gratuity fund

Opening balance		5,298,468	8,185,828
Add: provision made during the year		2,720,710	2,380,185
		8,019,178	10,566,013
Less: paid during the year		647,375	5,267,545
Total provision for gratuity fund		7,371,803	5,298,468

The company has made provision for employees gratuity fund during the year "As per provision of service rules of the company under Sec.5.12 ". The service rules of Republic insurance company limited approved by the Board of Directors on January 03, 2013 as per service rules Sec 5.12 (Note-A) gratuity shall be recognized from 1st July, 2004) & IAS-19 under employees retirement benefit scheme. Balance of Tk.73,71,803 shown on Sundry Creditors Account.

13.00 Unclaimed dividend

Unclaimed dividend amounting to tk.19,65,628 payable to the Shareholders to whom dividend warrants were issued but not placed for collection up to date of Statement of Financial Position.

	Amount in Taka	
	December 31, 2023	December 31, 2022
A) Unclaimed dividend for the year 2022	559,376	-
B) Unclaimed dividend for the year 2021	494,757	498,952
C) Unclaimed dividend for the year 2020	517,692	531,627
D) Unclaimed dividend for the year 2019	393,803	393,803
Total unclaimed dividend	1,965,628	1,424,382

14.00 Property, plant and equipments

A. Cost price:

Cost of Fixed Assets as on January 1, 2023	128,515,801	114,876,503
Add: addition during the year	16,418,988	15,263,798
Less: adjustment / disposal during the year	(1,887,281)	(1,624,500)
Cost of fixed assets as on December 31, 2023	143,047,508	128,515,801

B. Accumulated Depreciation:

Accumulated depreciation balance as on January 1, 2023	69,677,966	62,539,344
Add: depreciation during the year	9,473,028	8,279,250
Less: adjustment/ disposal during the year	(1,209,810)	(1,140,628)
Accumulated depreciation balance as on December 31, 2023	77,941,184	69,677,966
Written down value as on December 31, 2023 (A-B)	65,106,324	58,837,835

A schedule of property, plant and equipments has been given in Annexure-A.

14.01 Intangible assets

Opening balance as on January 01, 2023	3,552,230	2,690,230
Add: addition during the year	409,500	862,000
	3,961,730	3,552,230
Less: accumulated amortization	2,186,696	1,809,691
Written down value as on December 31, 2023	1,775,034	1,742,539

A schedule of intangible assets has been given in Annexure-B.

14.02 Right-of-use assets

A. Cost:

Cost as at January 01, 2023	52,704,341	38,327,450
Add: addition during the year	8,668,785	14,376,891
Cost of right-of-use assets as on December 31, 2023	61,373,126	52,704,341

B. Accumulated Depreciation:

Accumulated depreciation balance as on January 01, 2023	36,087,194	26,753,633
Add: deprecation charged during the year	10,988,345	9,333,561
Accumulated depreciation as on December 31, 2023	47,075,539	36,087,194
Written down value as on December 31, 2023 (A-B)	14,297,587	16,617,147

A schedule of right-of-use assets has been given in Annexure-C.

15.00 Investment in government treasury bond and securities

15.01 Investment in government treasury bond

A sum of Tk.25,000,000 was invested in Bangladesh bank govt. treasury bond at cost kept with Jamuna bank Limited as statutory deposit as required under section 23 and 24 of the Insurance Act. 2010 (The First schedule item 2 (B)). The details of the investment is as follows:

Amount in Taka

December 31,
2023December 31,
2022

Nature of Security	ISIN No.	Interest Rate	Issue date	Maturity date	Amount in Taka	
					31.12.2023	31.12.2022
15YBGTB	BD0937821157	7.98%	27.04.2022	27.04.2037	16,000,000	16,000,000
10YBGTB	BD0929061101	9.27%	21.08.2019	21.08.2029	9,000,000	9,000,000
TOTAL (A)					25,000,000	25,000,000

15.02 Investment in government securities

Nature of Security	ISIN No.	Interest Rate	Issue date	Maturity date	Amount in Taka	
					31.12.2023	31.12.2022
10YBGTB	BD0930261104	9.15%	22.01.2020	22.01.2030	5,000,000	5,000,000
10YBGTB	BD0929221101	9.23%	18.12.2019	18.12.2029	3,200,000	3,200,000
10YBGTB	BD0929221101	9.23%	18.12.2019	18.12.2029	2,100,000	2,100,000
10YBGTB	BD0930431103	8.66%	17.06.2020	17.06.2030	5,000,000	5,000,000
10YBGTB	BD0930031101	7.89%	22.07.2020	22.07.2030	5,000,000	5,000,000
10YBGTB	BD0930141108	5.63%	21.10.2020	21.10.2030	12,000,000	12,000,000
10YBGTB	BD0931401105	5.80%	19.05.2021	19.05.2031	22,000,000	22,000,000
15YBGTB	BD0937821157	7.98%	27.04.2022	27.04.2037	5,000,000	5,000,000
10YBGTB	BD0932111109	8.10%	21.09.2022	21.09.2032	3,200,000	3,200,000
10YBGTB	BD0932231105	8.33%	21.12.2022	21.12.2032	7,000,000	7,000,000
10YBGTB	BD0932231105	8.33%	21.12.2022	21.12.2032	8,000,000	-
10YBGTB	BD0933071104	9.20%	16.08.2023	16.08.2033	5,000,000	-
Total (b)					82,500,000	69,500,000
Grand Total (a+b)					107,500,000	94,500,000

Above mentioned amount represent investment in Bangladesh Bank Govt. securities with Jamuna bank Limited as required under section 41 and 148 of the Insurance Act. 2010 and S.R.O.No.353-Act/2019.

16.00 Investment in shares at market value

Name of the Company	No. of Shares as on 31.12.2023	Average cost as on 31.12.2023	Market price as on 31.12.2023	Value at cost as on 31.12.2023	Fair market value as on 31.12.2023	Profit/(Loss)
IFIC Bank PLC	50,235	15.42	11.20	774,590	562,632	(211,958)
Mercantile Bank PLC.	106,182	13.45	13.30	1,427,874	1,412,221	(15,653)
Mutual Trust Bank PLC.	44,302	7.55	15.50	334,500	686,681	352,181
National Bank Ltd.	45,360	6.58	8.30	298,300	376,488	78,188
NCC Bank PLC.	125,664	16.15	13.10	2,029,534	1,646,198	(383,336)
One Bank PLC	21,597	7.33	9.50	158,350	205,172	46,822
Phoenix Finance and Investments Ltd.	6,323	77.59	16.30	490,610	103,065	(387,545)
The Premier Bank PLC.	24,064	5.40	13.20	130,000	317,645	187,645
Pubali Bank PLC.	30,207	31.45	26.20	949,880	791,423	(158,457)
Southeast Bank PLC	24,957	9.82	13.30	245,089	331,928	86,839
United Commercial Bank PLC	69,498	16.08	12.40	1,117,260	861,775	(255,485)
The ACME Laboratories Ltd.	128,561	85.20	85.00	10,953,397	10,927,685	(25,712)
Jamuna Bank PLC.	82,460	21.89	20.90	1,805,393	1,723,414	(81,979)
Power Grid Company of Bangladesh Ltd.	5,000	71.08	52.40	355,416	262,000	(93,416)
Total	764,410			21,070,193	20,208,327	(861,866)

	Amount in Taka	
	December 31, 2023	December 31, 2022
Change in fair value of marketable securities:		
Fair value of investment in shares	20,208,327	20,085,201
Less: cost price of the investment	21,070,193	21,070,193
Total unrealised profit/(loss) at the end of the year	(861,866)	(984,992)
Total unrealised profit/(loss) recognized at the beginning of the year	(984,992)	343,837
Fair value profit / (loss) made during the year (recognized in profit or loss statement)	123,126	(1,328,829)

17.00 Stock of printing ,stationery and stamp in hand

Printing	656,093	732,356
Stationery	4,867	13,685
Stamp in hand	63,904	1,241,909
Total	724,864	1,987,950

18.00 Amount due from other persons or bodies carrying on insurance business

This balance represents receivable from Sadharan Bima Corporation (SBC) and other insurance companies on account of claims recoverable, Public sector business, Engineering surplus treaty and Co-insurance business. Break up of the amount is as under:

Receivable from Sadharan Bima Corporation	378,275,937	268,031,405
Receivable from others insurance company against co-insurance business	18.00(a) -	850,691
Total	378,275,937	268,882,096

18.00(a) Details of receivable against co-insurance business

Asia Pacific Insurance Company Limited	-	265,073
Green Delta Insurance Company Limited	-	375,119
Union Insurance Company Limited	-	210,499
	-	850,691

19.00 Interest accrued

Accrued interest on FDR

Opening balance	21,692,886	17,232,596
Add: accrued during the year	34,119,073	27,168,313
Less: received during the year	28,647,210	22,708,023
Total accrued interest on FDR	27,164,749	21,692,886

Accrued interest on treasury bond

Opening balance	923,224	923,224
Add: accrued during the year	2,449,073	2,754,300
Less: received during the year	2,432,700	2,754,300
Total accrued interest on treasury bond	939,597	923,224

Accrued interest on Govt. securities

Opening balance	841,511	678,809
Add: accrued during the year	5,806,148	4,087,992
Less: received during the year	5,633,490	3,925,290
Total accrued interest on Govt. securities	1,014,169	841,511

Total	29,118,515	23,457,621
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The amount represents interest earned/accrued but not received during the year.

Amount in Taka

December 31, 2023	December 31, 2022
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20.00 Sundry debtors (including advances, deposits and pre-payments)

The following items are unsecured but considered as good and this consists of as follows :

Advance office rent (Branches)		314,875	655,847
Advance office rent (Head office)		-	-
Advance printing (procurement provider)		1,400,000	1,000,000
Advance income tax	20.00(a)	231,469,015	232,843,202
Advance for office space purchase	20.00(d)	9,422,900	9,422,900
Advance against legal fees		-	210,000
Advance against salary		1,155,900	1,125,250
Advance against computer software		-	390,000
Advance against air conditioner		-	200,000
Advance against office decoration		-	5,550,200
Advance against vehicle purchase		-	1,802,675
Collection control accounts		191,576,576	195,392,006
Deposit clearing	20.00(e)	4,755,970	5,548,632
Short deposit	20.00(f)	4,831,692	5,636,974
Security deposit (Telephone)		75,600	75,600
Security deposit (Office rent)		2,588,000	2,238,000
Total		447,590,528	462,091,286

20.00(a) Opening balance		232,843,202	308,494,106
Add: payment during the year			
Deduction at source during the year, 2023	20.00(b)	6,000,181	3,516,902
Advance payment against assessment year (2024-2025)		2,000,000	-
Advance payment against assessment year (2023-2024)		27,600,000	12,000,000
Advance payment against assessment year (2022-2023)		-	28,300,000
Advance payment against assessment year (2020-2021)		587,000	-
Advance payment against assessment year (2019-2020)		1,850,000	-
Advance payment against assessment year (2017-2018)		12,600,000	-
Advance income tax against car registration	20.00(c)	819,000	1,212,500
Total advance income tax payment during the year		51,456,181	45,029,402
Less: adjustment made during the year for the assessment year 2013-2014		-	38,804,513
Less: adjustment made during the year for the assessment year 2014-2015		-	26,500,000
Less: adjustment made during the year for the assessment year 2015-2016		-	28,655,406
Less: adjustment made during the year for the assessment year 2016-2017		-	26,720,387
Less: adjustment made during the year for the assessment year 2017-2018		32,654,008	-
Less: adjustment made during the year for the assessment year 2019-2020		20,176,360	-
Closing Balance		231,469,015	232,843,202

20.00(b) Deduction at source during the year			
FDR interest		5,226,229	2,855,282
STD/SND account interest		206,632	168,617
Cash dividend income		164,010	159,023
Government treasury bond		121,635	137,715
Government securities		281,675	196,265
		6,000,181	3,516,902

	Amount in Taka	
	December 31, 2023	December 31, 2022
20.00(c) Advance income tax (car registration) Advance income tax car registration-2023	819,000	1,212,500
20.00(d) The company paid as advance for purchase of 1289 sft floor space at IPL SF Tower at Agrabad C/A, Chattogram. Total advance paid up to December 31, 2023 Tk.9,422,900. Which is not yet handed over for use.		
20.00(e) Deposit clearing Less: write-off during the year Balance as at December 31, 2023	5,548,632 792,662 4,755,970	5,548,632 - 5,548,632
20.00(f) Short deposit Less: write-off during the year Balance as at December 31, 2023	5,636,974 805,282 4,831,692	5,636,974 - 5,636,974

The Board of Directors of the Company approved in its 147th Meetings of the Board of Directors held on October 26,2023 to write-off deposit clearing and short deposit Tk.5,548,632 and Tk.5,636,974 respectively within 07(seven years) i.e. equivalent to Tk.15,97,944 per year.

21.00 Fixed deposit with banks

Opening balance	526,610,559	487,908,600
Add: addition during the year	105,625,982	116,101,959
Less: encashment during the year	123,500,699	77,400,000
Total	508,735,842	526,610,559

Statement of bank wise fixed deposit account:

AB Bank PLC.	900,000	900,000
Al-Arafah Islami Bank PLC.	16,700,000	20,700,000
Agrani Bank PLC.	2,000,000	-
Bangladesh Commerce Bank Ltd	24,800,000	32,800,000
BRAC Bank PLC.	9,710,352	10,625,064
Bangladesh Krishi Bank	1,200,000	1,400,000
Bank Asia Ltd.	22,800,500	23,800,500
City Bank PLC.	700,000	700,000
Dhaka Bank PLC.	3,200,000	3,200,000
Dutch-Bangla Bank PLC.	500,000	2,000,699
Export Import (Exim) Bank of Bangladesh Limited	45,700,000	41,100,000
Eastern Bank PLC.	8,170,180	4,129,487
First Security Islami Bank PLC.	7,400,000	6,700,000
IFIC Bank PLC.	6,500,000	6,500,000
Islami Bank Bangladesh PLC.	20,500,000	19,000,000
Jamuna Bank PLC.	27,000,000	26,800,000
Mutual Trust Bank PLC.	3,800,000	5,300,000
Mercantile Bank PLC.	12,200,000	13,500,000
National Credit and Commerce Bank PLC.	7,500,000	10,500,000
National Bank Ltd.	6,800,000	5,800,000
NRBC Bank PLC.	29,000,000	22,000,000
Global Islami Bank PLC.	15,000,000	37,000,000
BASIC Bank Limited	1,000,000	-
One Bank PLC.	14,000,000	12,000,000
Prime Bank PLC.	4,854,810	4,854,809
Pubali Bank PLC.	14,600,000	13,100,000

	Amount in Taka	
	December 31, 2023	December 31, 2022
The Premier Bank PLC.	5,600,000	10,600,000
GSP Finance Company (Bangladesh) Limited	1,000,000	1,000,000
LankaBangla Finance PLC.	7,500,000	5,000,000
Social Islami Bank PLC.	109,200,000	82,200,000
Standard Bank PLC.	29,500,000	32,500,000
Shahjalal Islami Bank PLC.	5,600,000	17,600,000
Southeast Bank PLC.	10,100,000	14,100,000
Trust Bank Limited	3,000,000	3,000,000
Uttara Bank PLC.	200,000	1,200,000
Janata Bank PLC.	500,000	500,000
Rajshahi Krishi Unnayn Bank	11,500,000	11,500,000
State Bank of India	-	3,000,000
Bangladesh Development Bank Ltd (BDBL)	-	500,000
United Commercial Bank PLC.	6,000,000	7,000,000
South Bangla Agriculture & Commerce Bank Limited	5,500,000	5,500,000
Madhumoti Bank Limited	3,000,000	3,000,000
Meghna Bank Limited	3,000,000	3,000,000
Rupali Bank PLC.	1,000,000	1,000,000
Total	508,735,842	526,610,559

22.00 Cash and cash equivalents

Cash at bank	Annexure-D	74,231,719	71,703,135
Cash in hand	Annexure-E	4,889,807	4,943,191
Total		79,121,526	76,646,326

23.00 Interest income

Interest received:			
FDR interest		6,954,324	5,475,427
STD/SND account interest		881,732	1,472,440
Government treasury bond		1,509,476	1,831,076
Government securities		4,791,979	3,246,481
		14,137,511	12,025,424
Accrued interest:			
FDR interest		27,164,749	21,692,886
Government treasury bond		939,597	923,224
Government securities		1,014,169	841,511
		29,118,515	23,457,621
Total		43,256,026	35,483,045

24.00 Share investment and dividend income

Change in fair value of marketable securities	16.00(a)	123,126	(1,328,829)
Capital gain/(loss) on sale of shares		-	1,226,742
Cash dividend		822,391	797,808
Total		945,517	695,721

	Amount in Taka	
	December 31, 2023	December 31, 2022
Cost value of Meghna Insurance Company Limited	-	40,030
Cost value of Union Insurance Company Limited	-	46,440
Cost value of Union Bank Limited	-	1,978,640
Cost value of BD Thai Food & Beverage Limited	-	35,690
Cost value of SAIF Powertec Limited	-	897,576
Cost value of ICB Islamic Bank Limited	-	109,000
Cost value of EXIM Bank Limited	-	7,575
Total cost value of shares (a)	-	3,114,951
Sale value of Meghna Insurance Company Limited	-	185,863
Sale value of Union Insurance Company Limited	-	281,610
Sale value of Union Bank Limited	-	2,644,664
Sale value of BD Thai Food & Beverage Limited	-	141,332
Sale value of SAIF Powertec Limited	-	902,376
Sale value of ICB Islamic Bank Limited	-	52,111
Sale value of EXIM Bank Limited	-	48,801
Sale value of ACI Limited	-	84,936
Total sale value of shares (b)	-	4,341,693
Capital gain/(loss) on sale of shares (a-b)	-	1,226,742

25.00 Other income

Disposal gain /(loss) of fixed assets	25.00(a)	301,529	409,603
Service charges (co-insurance)		712,337	758,298
Policy cancelled charges		42,985	40,416
Foreign currency translation gain /(loss)		11,888	83,292
Discount on purchase on government treasury bond and securities		682,794	-
Other income		303,551	993,660
Total		2,055,084	2,285,269

25.00(a) Disposal gain/(loss) of fixed assets

a. Sale of vehicle:

Cost of vehicle	-	-
Accumulated depreciation	-	-
Written down value	-	-
Disposal proceeds	-	-
Gain/ (loss) on sale of vehicle	-	-

b. Disposal/(transfer) of lease vehicles

Cost of lease vehicles	1,887,281	1,624,500
Accumulated depreciation	1,209,810	1,140,628
Written down value	677,471	483,872
Disposal proceeds /Lease advance realized	979,000	893,475
Disposal gain /(loss) of lease vehicles	301,529	409,603
Total disposal gain /(loss) of fixed assets (a+b)	301,529	409,603

26.00 Income tax (expenses)/income

Current tax provision made during the year	26.01	35,361,663	42,117,737
Add: prior year tax made for under provision		-	22,213,689
Total income tax expenses made during the year		35,361,663	64,331,426

Amount in Taka

December 31, 2023	December 31, 2022
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26.01 Calculation of current tax provision made during the year

<u>Particulars</u>	<u>Amount in taka December 31,2023</u>
Net profit before tax as per statement of Profit or Loss and Other Comprehensive Income	155,599,379
Less: reserve for exceptional losses	62,479,983
Add : accounting depreciation	9,850,033
Less : tax depreciation	10,361,214
Add : provision for gratuity fund	2,720,710
Less : employees gratuity fund paid	647,375
Taxable income	94,681,550

<u>Particulars of income</u>	<u>Taxable income</u>	<u>Tax rate</u>	<u>Current tax provision</u>
Tax on dividend income	822,391	20%	164,478
Tax on capital gain on sale of shares	-	10%	-
Tax on business income and other income	93,859,159	37.50%	35,197,185
Total	94,681,550		35,361,663

27.00 Deferred tax

The impact on account of changes in the deferred tax assets/liabilities for the year ended December 31, 2023 has been recognised in the statement of profit or loss and other comprehensive income and in the statement of financial position as per "IAS-12 Income Taxes".

Property, plant and equipment at tax base(excluding land)	57,095,149	51,433,823
Property, plant and equipment at accounting base(excluding land)	60,642,802	54,341,818
Taxable temporary difference	(3,547,653)	(2,907,995)
Permanent difference of vehicles	1,930,035	2,412,544
Deductible temporary difference	(1,617,618)	(495,451)
Tax rate	37.50%	37.50%
Deferred tax assets/ (liability)	(606,607)	(185,794)
Gratuity provision at accounting base	7,371,803	5,298,468
Gratuity provision at tax base	-	-
Deductible temporary difference	7,371,803	5,298,468
Tax rate	37.50%	37.50%
Deferred tax assets/ (liability)	2,764,426	1,986,926
Lease at accounting base	15,004,182	17,459,153
Lease at tax base	14,297,587	16,617,147
Deductible temporary difference	706,595	842,006
Tax rate	37.50%	37.50%
Deferred tax assets/ (liability)	264,973	315,752
Marketable securities at tax base	21,070,193	21,070,193
Marketable securities at accounting base	20,208,327	20,085,201
Deductible temporary difference	861,866	984,992
Tax rate	10.00%	10.00%
Deferred tax assets/ (liability)	86,187	98,499
Deferred tax assets	2,508,979	2,215,383
Deferred tax (expenses)/ income for the year	293,596	(1,574,400)

Amount in Taka

December 31,
2023December 31,
2022

28.00 Premium less re-insurance

Class of business	Premium earned			Less: Re-insurance premium ceded			Amount in Taka 31.12.2023	Amount in Taka 31.12.2022
	Direct business	Public sector business	Total Premium earned	Direct business	Public sector business	Total	Net Premium earned	Net Premium earned
1	2	3	4=(2+3)	5	6	7=(5+6)	8=(4-7)	9
Fire	373,554,943	15,203,430	388,758,373	199,537,452	14,146,377	213,683,829	175,074,544	122,699,998
Marine cargo	329,830,055	26,486,587	356,316,642	12,850,511	20,624,287	33,474,798	322,841,844	289,020,476
Marine hull	104,724,327	9,077,169	113,801,496	74,744,990	8,817,286	83,562,276	30,239,220	6,468,396
Motor	50,264,580	2,402,564	52,667,144	4,842,845	107,643	4,950,488	47,716,656	37,670,080
Miscellaneous	47,834,307	50,222,101	98,056,408	-	49,128,836	49,128,836	48,927,572	47,369,257
Total	906,208,212	103,391,851	1,009,600,063	291,975,798	92,824,429	384,800,227	624,799,836	503,228,207

29.00 Commission on re-insurance ceded

Class of business	Commission on re-insurance ceded		Amount in Taka	
	Direct business	Public sector business	31.12.2023	31.12.2022
Fire	47,299,776	1,618,887	48,918,663	39,212,873
Marine cargo	3,212,629	4,066,504	7,279,133	8,787,120
Marine hull	4,239,492	484,951	4,724,443	2,982,617
Motor	991,862	-	991,862	914,606
Miscellaneous	-	3,902,777	3,902,777	3,818,638
Total	55,743,759	10,073,119	65,816,878	55,715,854

30.00 Profit commission

Class of business	Profit commission		Amount in Taka	
	Direct business	Public sector business	31.12.2023	31.12.2022
Fire	-	-	-	-
Marine cargo	2,063,616	-	2,063,616	2,255,020
Marine hull	-	-	-	-
Motor	-	-	-	-
Miscellaneous	-	-	-	-
Total	2,063,616	-	2,063,616	2,255,020

31.00 Expenses of management

Class of business

Fire	127,020,464	104,538,442
Marine cargo	116,399,693	112,437,927
Marine hull	37,172,699	22,660,567
Motor	17,217,523	14,386,289
Miscellaneous	32,027,232	34,279,153
Total	329,837,611	288,302,378

Amount in Taka

**December 31,
2023**

**December 31,
2022**

Allocation of management expenses:

Class of business	Gross premium income	Percentage (%) 2023	Amount in Taka 31.12.2023	Amount in Taka 31.12.2022
Fire	388,758,373	38.51	127,020,464	104,538,442
Marine cargo	356,316,642	35.29	116,399,693	112,437,927
Marine hull	113,801,496	11.27	37,172,699	22,660,567
Motor	52,667,144	5.22	17,217,523	14,386,289
Miscellaneous	98,056,408	9.71	32,027,232	34,279,153
Total	1,009,600,063	100.00	329,837,611	288,302,378

Expenses of management

This consists of the following:

Salary and allowances	242,215,702	206,325,234
Bonus (Eid-ul-Fitre and Eid-ul -Azha'2023)	19,530,828	18,383,870
Photocopy bill	257,360	197,484
Printing (procurement provider)	5,244,325	5,133,744
Stationery	1,138,791	910,888
Postage	399,905	240,267
Revenue stamp	335,176	271,280
Entertainment	1,221,408	1,481,332
Conveyance	1,195,431	1,025,334
Electric bill	2,403,853	2,064,049
Electric expenses	157,676	101,061
Telephone expenses	7,535	10,638
Telephone bill	406,556	315,009
Computer expenses	659,408	737,317
Currier bill	32,615	10,325
Generator fuel	114,241	159,695
Wasa bill	433,401	441,659
Paper and periodicals	108,068	88,195
Car fuel	2,128,950	2,180,042
Repairs and maintenance (car)	1,022,939	1,493,494
Office maintenance	2,892,434	3,123,408
Repairs and maintenance (others)	577,944	501,029
Gift item	31,700	58,573
Miscellaneous expenses	1,877,192	1,203,914
Travelling expenses	310,378	665,843
Service charges(co-insurance)	607,459	639,963
Uniform expenses	312,910	266,520
Internet bill	599,842	444,707
Office rent	13,386,505	13,121,553
Depreciation	10,988,345	9,333,561
Finance cost	1,260,515	1,241,442
Service charges (rent)	218,969	188,845
Bank charges	1,567,595	1,367,081
Insurance premium	1,039,871	766,506
IT expenses	779,408	730,105
Washing allowance	100,360	102,750
Service benefit	635,405	1,399,943
Discount on purchase on government treasury bond and securities	-	(32,266)

	Amount in Taka	
	December 31, 2023	December 31, 2022
Branch manager conference expenses	979,550	-
Group insurance	1,423,902	1,027,050
Management expenses (Govt. business)	7,754,389	7,211,118
Business expenses (Govt. business)	48,889	48,890
Provident fund employers contribution	3,429,881	3,320,926
Total	329,837,611	288,302,378

32.00 Schedule of vat payments: Tk.nil

Opening balance	-	-
Add:		
Vat payment to Govt. during the year 2023	68,088,073	64,733,091
Payment against outstanding vat (December, 2023)	9,133,742	7,331,510
	77,221,815	72,064,601
Less: Vat collected during the year 2023	77,221,815	72,064,601
Total	-	-

33.00 Earnings per share

33.01 Basic earnings per share

Details calculations are as follows:

Earnings attributable to ordinary shareholders (Net profit after tax)	120,531,312	102,094,426
Ordinary shares as at 1 st January	52,099,197	49,618,283
Bonus shares issued	-	2,480,914
Weighted average number of ordinary shares outstanding during the year	52,099,197	52,099,197
Basic earnings per share	2.31	1.96

34.00 Net assets value per share

Net assets per share has been calculated based on weighted average number of 5,20,99,197 shares outstanding as at December 31, 2023 . Details calculations are as follows :

Net assets	954,453,605	888,626,450
Ordinary shares as at 1 st January	52,099,197	49,618,283
Bonus shares issued	-	2,480,914
Weighted average number of ordinary shares outstanding during the year	52,099,197	52,099,197
Net assets value per share	18.32	17.06

35.00 Net operating cash flows per share

Net operating cash flows per share (NOCFPS) has been calculated based on weighted average number of 5,20,99,197 shares outstanding during the year.

Details calculations are as follows :

Net cash generated from operating activities	35.01	59,658,119	88,279,598
Weighted average number of ordinary shares		52,099,197	52,099,197
Net operating cash flows per share		1.15	1.69

Amount in Taka

December 31, 2023 **December 31, 2022**

35.01 Reconciliation of profit before tax to operating cash flows:

Profit before tax	155,599,379	168,000,252
Adjustment :		
Depreciation & Amortisation	9,850,033	8,553,801
Depreciation of right-of-use assets	10,988,345	(5,043,330)
Disposal gain (loss) of fixed assets	(301,529)	(409,603)
Capital gain on sale of shares	-	(1,226,742)
Changes of fair value gain/(loss) of investment	(123,126)	1,328,829
Finance cost	1,260,515	-
Lease Rent paid (Operating Lease)	(11,086,870)	-
Lease advance paid	(1,946,000)	-
Provision for WPPF	7,779,969	8,400,013
Foreign currency translation gain/(loss)	(11,888)	(83,292)
Changes in current assets/liabilities:		
Increase/(decrease) of lease liabilities	-	4,177,659
(Increase)/decrease of collection control accounts	3,815,430	-
(Increase)/decrease of deposit clearing	792,662	-
(Increase)/decrease of short deposit	805,282	-
(Increase)/decrease of accrued interest	(5,660,894)	(4,622,992)
Increase/(decrease) of premium deposit	(23,532,942)	36,830,383
Increase/(decrease) of sundry creditors	4,689,086	3,691,166
Increase/(decrease) of amount due to other persons or body	16,150,250	3,050,618
(Increase)/decrease of amount due from other persons or body	(109,393,841)	(12,901,283)
(Increase)/decrease of stock of stamps and others	1,263,086	1,609,585
Increase/(decrease) of estimated liability of claims	(12,484,116)	(50,065,432)
Increase/(decrease) of the balance of fund	62,891,147	36,115,963
(Increase)/decrease of sundry debtors	(229,678)	(64,096,595)
	<u>111,114,300</u>	<u>133,309,000</u>
Income tax paid	(51,456,181)	(45,029,402)
	<u>59,658,119</u>	<u>88,279,598</u>

36.00 Contingent liability

Company has the following contingent liabilities:

Contingent liability for tax :

There are some reference applications and appeals pending against income tax assessment of the Company for various years and subject to the outcome of such applications and appeals, contingent liabilities of the Company in respect of the disputed tax demands as on December 31, 2023 are as follows :

Assessment year	Accounting year	Tax Demanded (Taka)	Provision for income tax (Taka)	Advance income tax paid (Taka)	Disputed tax (Taka)	Current tax status
2014-2015	2013	57,315,837	26,500,000	33,124,473	30,815,837	Appeal to High Court
2015-2016	2014	69,785,207	28,655,406	32,036,854	41,129,801	Appeal to High Court
2016-2017	2015	74,234,475	26,720,387	29,723,628	47,514,088	Appeal to High Court
2017-2018	2016	77,323,459	32,654,008	40,513,953	44,669,451	Appeal to High Court
2019-2020	2018	29,131,342	20,176,360	23,595,699	8,954,982	Appeal to High Court
Total		307,790,320	134,706,161	158,994,607	173,084,159	

Amount in Taka

December 31, 2023	December 31, 2022
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Contingent liability for claim:

Date of Claim	Claim No.	Policy No.	Claim Amount (Taka)	Provision made (Taka)	Contingent liability (Taka)	Current claim status
27.01.2009	Marine Hull-01/01/09	RICL/DB/MH/P-01/01/2009	40,166,500	-	40,166,500	Joint District Judge Court, Dhaka
Total			40,166,500	-	40,166,500	

Contingent liability for vat on "Insurance Agent Commission and Commission on Re-insurance ":

Writ Petition No.	For the period	For what	Vat Demanded (Taka)	Provision made (Taka)	Contingent liability (Taka)	Current Vat status
1468 of 2019	January, 2012 to December, 2016	Vat on Agent Commission and Commission on Re-insurance	67,290,085	-	67,290,085	Stay order by High Court
Total			67,290,085	-	67,290,085	

37.00 Related Party Disclosure

Details transactions with related parties and balances with them as at December 31, 2023 are as follows:

Name of the Related Party	Nature of Relationship	Nature of Transaction	Premium earned during the year	Premium outstanding during the year	Claims paid during the year
Karnaphuli Group					
Karnaphuli Limited Karnaphuli Industries Limited Karnaphuli Works Limited Holy Crescent Hospital Ltd K & T Logistics	Common Director	Insurance	117,657,987	-	673,214
Unitex Group					
Unitex Spinning Ltd Unitex Composite Mills Ltd Unitex Steel Mills Ltd Unitex LPG Ltd Unitex Petroleum Ltd HS Composite Textile Ltd	Chairman	Insurance	102,662,258	-	5,582,663
Gazi Group					
Gazi Tyres Gazi Tanks Gazi Pamps & Motors Gazi International Gazi Satellite Television	Common Director	Insurance	-	-	-
Gasmin Limited Show motions Limited	Common Director	Insurance	10,958,984	-	-
Multidrive Limited	Common Director	Insurance	-	-	-

During the year the company sold its old vehicles to the following employees:

SL #	Name	Designation	WDV of vehicles	Disposal proceeds
1.	Mr. T.M. Mahabub Rashid	Asstt. MD	520,272	825,000
2.	Mr.Md. Shahjada Raihan	VP	157,199	154,000
Total			677,471	979,000

Republic Insurance Company Limited
 গণপ্রজাতন্ত্রী বাংলাদেশের কোম্পানী লিমিটেড
Schedule of Property, Plant and Equipments
 As at December 31, 2023

Annexure-A

Particulars	Cost				Depreciation				Total as at 31.12.2023 10=(7-8+9)	Written down value as at 31.12.2023 11=(5-10)
	Opening balance as at 01.01.2023 2	Addition during the year 3	Disposal during the year 4	Balance as on 31.12.2023 5	Rate of depreciation 6	Opening balance as at 01.01.2023 7	Disposal during the year 8	Charged during the year 9		
Computer	9,635,420	582,068	-	10,217,488	30.00%	7,315,169	-	780,118	8,095,287	2,122,201
Furniture and fixtures	20,258,592	1,134,258	-	21,392,850	10.00%	10,505,367	-	1,046,337	11,551,704	9,841,146
Office equipments	7,428,308	115,655	-	7,543,963	20.00%	5,230,111	-	451,821	5,681,932	1,862,031
Vehicles	45,787,851	6,464,983	(1,887,281)	50,365,553	20% & 10%	23,575,397	(1,209,810)	5,013,776	27,379,363	22,986,190
Crockeries and cutleries	345,649	37,420	-	383,069	20.00%	280,504	-	15,861	296,365	86,704
Air conditioner	10,444,389	507,455	-	10,951,844	20.00%	8,238,090	-	487,127	8,725,217	2,226,627
Telephone	598,660	11,145	-	609,805	10.00%	366,558	-	23,552	390,110	219,695
Office decoration	27,450,414	7,501,659	-	34,952,073	10.00%	13,852,743	-	1,644,111	15,496,854	19,455,219
Land and land development	6,238,556	-	-	6,238,556	-	-	-	-	-	6,238,556
Sundry assets	327,962	64,345	-	392,307	20.00%	314,027	-	10,325	324,352	67,955
Total	128,515,801	16,418,988	(1,887,281)	143,047,508		69,677,966	(1,209,810)	9,473,028	77,941,184	65,106,324

Schedule of Property, Plant and Equipments
 As at December 31, 2022

Particulars	Cost				Depreciation				Total as at 31.12.2022 10=(7-8+9)	Written down value as at 31.12.2022 11=(5-10)
	Opening balance as at 01.01.2022 2	Addition during the year 3	Disposal during the year 4	Balance as on 31.12.2022 5	Rate of depreciation 6	Opening balance as at 01.01.2022 7	Disposal during the year 8	Charged during the year 9		
Computer	8,725,075	910,345	-	9,635,420	30.00%	6,511,522	-	803,647	7,315,169	2,320,251
Furniture and fixtures	18,605,358	1,653,234	-	20,258,592	10.00%	9,552,289	-	953,078	10,505,367	9,753,225
Office equipments	6,903,439	524,869	-	7,428,308	20.00%	4,762,099	-	468,012	5,230,111	2,198,197
Vehicles	38,500,484	8,911,867	(1,624,500)	45,787,851	20% & 10%	20,584,979	(1,140,628)	4,131,046	23,575,397	22,212,454
Crockeries and cutleries	336,779	8,870	-	345,649	20.00%	265,062	-	15,442	280,504	65,145
Air conditioner	9,936,089	508,300	-	10,444,389	20.00%	7,730,026	-	508,064	8,238,090	2,206,299
Telephone	584,860	13,800	-	598,660	10.00%	341,823	-	24,735	366,558	232,102
Office decoration	24,719,301	2,731,113	-	27,450,414	10.00%	12,480,996	-	1,371,747	13,852,743	13,597,671
Land and land development	6,238,556	-	-	6,238,556	-	-	-	-	-	6,238,556
Sundry assets	326,562	1,400	-	327,962	20.00%	310,548	-	3,479	314,027	13,935
Total	114,876,503	15,263,798	(1,624,500)	128,515,801		62,539,344	(1,140,628)	8,279,250	69,677,966	58,837,835

*The lease cars with cost value of Taka 3,350,000 and WDV of taka 1,333,911 as of January 01, 2020 under property, plant and equipments is now being, as per management decision, shown as vehicle under the PPE with the effect in comparative period. It is also mentioned here that the related lease liability has already been paid off. However, as a result of this reclassification, the profit or EPS or NAV per share or NOCFPS in comparative period has not been changed in anyway.

Schedule of Intangible Assets

As at December 31, 2023

Annexure-B

Particulars	Cost			Depreciation				Written down value as at 31.12.2023		
	Opening balance as at 01.01.2023	Addition during the year	Disposal during the year	Balance as on 31.12.2023	Rate of depreciation	Opening balance as at 01.01.2023	Disposal during the year		Charged during the year	Total as at 31.12.2023
1	2	3	4	5	6	7	8	9	10=(7-8+9)	11=(5-10)
Computer software	3,552,230	409,500	-	3,961,730	20.00%	1,809,691	-	377,005	2,186,696	1,775,034
Total	3,552,230	409,500	-	3,961,730		1,809,691	-	377,005	2,186,696	1,775,034

Schedule of Intangible Assets

As at December 31, 2022

Particulars	Cost			Depreciation				Written down value as at 31.12.2022		
	Opening balance as at 01.01.2022	Addition during the year	Disposal during the year	Balance as on 31.12.2022	Rate of depreciation	Opening balance as at 01.01.2022	Disposal during the year		Charged during the year	Total as at 31.12.2022
1	2	3	4	5	6	7	8	9	10=(7-8+9)	11=(5-10)
Computer software	2,690,230	862,000	-	3,552,230	20.00%	1,535,140	-	274,551	1,809,691	1,742,539
Total	2,690,230	862,000	-	3,552,230		1,535,140	-	274,551	1,809,691	1,742,539

Schedule of Right-of-use Assets

As at December 31, 2023

Annexure-C

Particulars	Cost			Depreciation				Written down value as at 31.12.2023		
	Opening balance as at 01.01.2023	Addition during the year	Disposal during the year	Balance as on 31.12.2023	Rate of depreciation	Opening balance as at 01.01.2023	Disposal during the year		Charged during the year	Total as at 31.12.2023
1	2	3	4	5	6	7	8	9	10=(7-8+9)	11=(5-10)
Right-of-use assets	52,704,341	8,668,785	-	61,373,126	-	36,087,194	-	10,988,345	47,075,539	14,297,587
Total	52,704,341	8,668,785	-	61,373,126		36,087,194	-	10,988,345	47,075,539	14,297,587

Schedule of Right-of-use Assets

As at December 31, 2022

Particulars	Cost			Depreciation				Written down value as at 31.12.2022		
	Opening balance as at 01.01.2022	Addition during the year	Disposal during the year	Balance as on 31.12.2022	Rate of depreciation	Opening balance as at 01.01.2022	Disposal during the year		Charged during the year	Total as at 31.12.2022
1	2	3	4	5	6	7	8	9	10=(7-8+9)	11=(5-10)
Right-of-use assets	38,327,450	14,376,891	-	52,704,341	-	26,753,633	-	9,333,561	36,087,194	16,617,147
Total	38,327,450	14,376,891	-	52,704,341		26,753,633	-	9,333,561	36,087,194	16,617,147



Schedule of cash at bank
 As at December 31, 2023

Annexure-D

Sl No.	Name of Bank	Account Number	Amount in taka December 31, 2023	Amount in taka December 31, 2022
1	EXIM Bank Limited, Rajuk Avenue Branch, MSND	0113000017853	16,505,988	4,637,274
2	Standard Bank PLC., Topkhana Road Branch, SND	00536000929	4,987,261	1,414,695
3	Social Islami Bank PLC., Kakrail Branch, MND	1031360000588	4,718,884	7,042,560
4	One Bank PLC, Bijoy Nagar Branch, SND	0225180947002	(413,952)	3,861,418
5	AB Bank PLC., Kakrail Branch, CD	4009-387959-000	143,237	2,724,777
6	Sonali Bank PLC, Kakrail Branch, (Current Account General)	4412302001370	453,120	2,842,229
7	EXIM Bank Limited, Shantinagar Branch, MSND	0113000094216	307,562	238,215
8	First Security Islami Bank PLC., Dilkusha Branch, MSND	010113100001633	92,873	483,434
9	NCC Bank PLC., Bijoyagar Branch, CD	057-0210004371	31,975,480	1,058,675
10	Jamuna Bank PLC., Shantinagar Branch, SND	1201000017873	8,696,237	33,051,896
11	NCC Bank PLC., Bijoyagar Branch, SND	0057-0325000112	1,614,270	2,678,079
12	Eastern Bank PLC., English Road Branch, SND	1031220000162	181,381	167,068
13	Prime Bank PLC.,Laldighi Branch, SND	2145313003428	286,506	1,125,275
14	Jamuna Bank PLC., Shantinagar Branch, SND	1201000017782	1,337,556	178,782
15	City Bank PLC., Principal Branch (NRB)SND	3101073999001	633,634	629,284
16	City Bank PLC., Principal Branch Dollar	5121074165001	-	486,274
17	UCB PLC, Shantinagar Branch, STD	0242301000000154	1,364,534	7,797,307
18	Jamuna Bank PLC., Shantinagar Branch, CD	00090210012762	2,490	2,910
19	The Premier Bank PLC., Kakrail Branch, CD	012411100007710	977	427
20	Mutual Trust Bank PLC., Kakrail Branch, SND	00680320000011	2,100	3,250
21	Southeast Bank PLC, Kakrail Branch, CD	003411100002491	4,138	3,903
22	Standard Bank PLC., Topkhana Road Branch, CD	00533011650	339	149
23	City Bank PLC., Mouchak Branch, CD	1101073999001	535	1,197
24	Bank Asia Ltd, Shantinagar Branch STD	03536000013	7,488	8,882
25	Mercantile Bank PLC., Kawranbazar Branch, SND	110313124891225	4	164
26	EXIM Bank Limited, Rajuk Avenue Branch, AWCD	01311100124775	2,404	2,958
27	Standard Bank PLC., Principal Branch, CD	00233005798	979	1,221
28	Social Islami Bank PLC., Principal Branch, AWCD	0021330059994	3,995	5,075
29	Al-Arafah Islami Bank PLC., Motijheel Branch, AWCD	0021020053707	14,036	15,746
30	Uttara Bank PLC., B.B Avenue Branch, CD	104012200212266	1,582	1,462
31	Mutual Trust Bank PLC.,Fulbaria Branch, SND	00260320000968	280	2,695
32	Shahjalal Islami Bank PLC., Bijoy Nagar Branch, SND	4101813100001690	7,664	7,389
33	Sonali Bank PLC, Joydevpur Branch, SND	0207240000191	998	1,308
34	EXIM Bank Limited, Agrabad Branch, AWCD	00311100000747	2,366	1,034
35	Standard Bank PLC., Khatungonj Branch, CD	000333003264	14,290	12,143
36	Al-Arafah Islami Bank PLC., Jubilee Road Branch, AWCD	0181020011094	1,790	1,980
37	Agrani Bank PLC., Thana Road Br. Bogura, CD	0200000696349	591	619
38	EXIM Bank Limited, Kushtia Branch, AWCD	03711100102085	688	725
39	Mercantile Bank PLC., Naogaon Branch, SND	010813100001269	434	1
40	Jamuna Bank PLC., Chapi Nawabgoni Branch, CD	00520210010565	827	1,919
41	National Bank Ltd,Rangpur Branch, SND	1006001154879	17,867	17,734
42	Prime Bank PLC., Khulna Branch, CD	2107115021337	136	633
43	Mercantile Bank PLC., Jashore Branch, CD	114611106228697	634	302

SI No.	Name of Bank	Account Number	Amount in taka December 31, 2023	Amount in taka December 31, 2022
44	Dhaka Bank PLC., Satkhira Branch, CD	5011000005082	15	205
45	NRB Commercial Bank PLC., Sylhet Branch, SND	36000000017	10,359	5,762
46	Meghna Bank Limited, Barishal Branch, SND	51011350000051	1,960	1,840
47	IFIC Bank PLC,Rajshahi Branch, SND	0100150133041	874	452
48	Al Arafah Islami Bank PLC., Mymensingh Branch,MSND	00221220000976	879	-
49	Trust Bank Limited.Dinajpur Branch, SND	00760320000119	788	-
50	Social Islami Bank PLC., Savar Branch, MND	0301360000745	2,957	-
51	BASIC Bank Limited.Shantinagar Branch, SND	0916010000818	3,894	-
52	EXIM Bank Limited, Chowmuhani Branch Branch, MSND	0113000117403	588	-
53	Social Islami Bank PLC., Khatungonj Branch, MND	0141330021949	-	-
54	HR Securities & Investments Ltd	1204350033155748	1,044,195	1,044,645
55	HR Securities & Investments Ltd	1204350034157136	188,857	137,063
56	HR Securities & Investments Ltd	1204350033670748	2,150	100
Total			74,231,719	71,703,135



Schedule of cash in hand
As at December 31, 2023

Annexure-E

SI No.	Name of Branch	Amount in taka December 31, 2023	Amount in taka December 31, 2022
1	Head Office	4,812,687	4,580,824
2	Local Office	6,827	20,500
3	Principal Branch	3,273	99
4	Palton Branch	739	517
5	Malibagh Branch	21	4,156
6	Dilkusha Branch	949	3,733
7	Head Office Cell	935	240
8	Motijheel Branch	9,250	4,387
9	Motijheel Corporate Branch	6,426	10,287
10	Elephant Road Branch	5,431	2,980
11	Farmgate Branch	1,589	1,266
12	B.B Avenue Branch	1,351	2,686
13	Rampura Branch	39	85
14	Imamgonj Branch	1,744	2,178
15	VIP Road Branch	2,987	3,474
16	Hatkhola Branch	35	121
17	Gazipur Branch	410	-
18	Agrabad Branch	11,838	15,862
19	Khatungonj Branch	4,001	8,583
20	Jubilee Road Branch	212	835
21	Laldighi Branch	12	4
22	Dewanhat Branch	6	
23	Khulna Branch	3,143	6
24	Satkhira Branch	439	879
25	Jashore Branch	4	88
26	Kushtia Branch	260	4
27	Naogaon Branch	59	84
28	Rangpur Branch	8,972	274,971
29	Chapai Nawabgonj Branch	939	110
30	Bogura Branch	824	3,892
31	Sylhet Branch	160	45
32	Rajshahi Branch	106	4
33	Mymensingh Branch	90	220
34	Dinajpur Branch	954	71
35	Savar Branch	156	-
36	Kakrail Branch	1,070	-
37	Barishal Branch	30	-
38	Chowmuhani Branch	8	-
39	Cumilla Branch	10	-
40	Mohakhali Branch	1,821	-
Total		4,889,807	4,943,191

Net Assets Value:

The offering price of the common stock of the company has been determined on the basis of net assets value. The break-up is given below:

	Amount in Taka	
	December 31, 2023	December 31, 2022
A. Assets:		
Property, plant and equipments	65,106,324	58,837,835
Intangible assets	1,775,034	1,742,539
Right-of-use assets	14,297,587	16,617,147
Investment in government treasury bond and securities	107,500,000	94,500,000
Deferred tax	2,508,979	2,215,383
Investment in shares at market value	20,208,327	20,085,201
Total fixed assets	211,396,251	193,998,105
b. Current assets:		
Stock of printing ,stationery and stamp in hand	724,864	1,987,950
Amount due from other person or bodies carrying on insurance business	378,275,937	268,882,096
Interest accrued	29,118,515	23,457,621
Sundry debtors (including advances, deposits and pre-payments)	447,590,528	462,091,286
Fixed deposit with banks	508,735,842	526,610,559
Cash and cash equivalents	79,121,526	76,646,326
Total current assets	1,443,567,212	1,359,675,838
Total assets A= (a+b)	1,654,963,463	1,553,673,943
B. Liabilities:		
a. Non current liabilities:		
Paid up share capital	520,991,970	520,991,970
Reserve and contingent account :		
Reserve for exceptional losses	356,152,418	293,672,435
General reserve	12,000,000	11,250,000
Profit and loss appropriation account	65,309,217	62,712,045
Total non-current liabilities	954,453,605	888,626,450
b. Current liabilities:		
Balance of Funds and Accounts	268,063,467	205,172,320
Premium deposits	35,998,036	59,530,978
Estimated liability in respect of		
Outstanding claims whether due or intimated	42,354,702	54,838,818
Amount due to other persons or		
bodies carrying on insurance business	50,749,239	34,598,989
Lease liabilities(operating lease)	12,204,155	15,307,725
Provision for taxation	188,069,844	205,538,549
Provision for WPPF	56,232,113	48,452,144
Sundry creditors	44,872,674	40,183,588
Unclaimed dividend	1,965,628	1,424,382
Total current liabilities	700,509,858	665,047,493
Total liabilities B= (a+b)	1,654,963,463	1,553,673,943
Net asstes value: (A-B)	954,453,605	888,626,450
Weighted average number of ordinary shares	52,099,197	52,099,197
Net assets value per share	18.32	17.06



FORM-SM

Statement of Solvency Margin
For the year ended December 31, 2023

Sl No.	Particulars	Amount in Taka December 31, 2023	Amount in Taka December 31, 2022
1	Adjusted Assets(A)	1,273,453,683	1,280,588,514
2	Adjusted Liabilities(B)	432,446,391	459,875,173
3	Available Solvency Margin (ASM) (A-B)	841,007,292	820,713,341
4	Required Solvency Margin (RSM)	254,894,471	212,691,131
5	Solvency Ratio (ASM) /(RSM) times	3.30	3.86



Republic Insurance Company Limited
 রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড

PROXY FORM

I/We _____
 of being a member(s) of Republic Insurance Company Limited hereby appoint Mr./Mrs./Ms. _____
 _____ of _____
 as my/our proxy to attend and vote for me/us and on my/our behalf at the 24th Annual General Meeting of the
 Company to be held on Thursday, the June 27, 2024 at 11:00 AM and at any and or at any adjustment thereof.
 Signed this _____ day of _____ 2024.

Revenue
 Stamp
 20/=

Signature of Shareholder(s) _____ Signature of the Proxy: _____
 BO ID: _____
 No. of Shares held: _____

 Authorized Signature
 Republic Insurance Company Limited

 Signature verified

NB: Important

This Proxy Form, duly complete, signed and affixed with revenue stamp of Tk. 20/- must be deposited at least
 48 hours before the time fixed for the meeting at the Company's Registered Office through E-mail ID no. info@ri-
 clbd.com. Proxy will be invalid if not signed and stamped as explained above.

Signature of the Shareholder should match with the Specimen Signature registered with the Company.



Republic Insurance Company Limited
 রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড

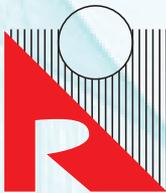
ATTENDANCE SLIP

I hereby record my attendance at the 24th Annual General Meeting of the Company being held on Thursday, the
 June 27, 2024 at 11:00 AM through digital platform.

Signature of Shareholder(s) _____ Signature of the Proxy: _____
 Name of Shareholder (s) _____ Name of Proxy: _____
 BO ID: _____
 No. of Shares held: _____

 Authorized Signature
 Republic Insurance Company Limited

Please bring this Attendance Slip with you. Admission into the meeting will not be allowed without it.



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