

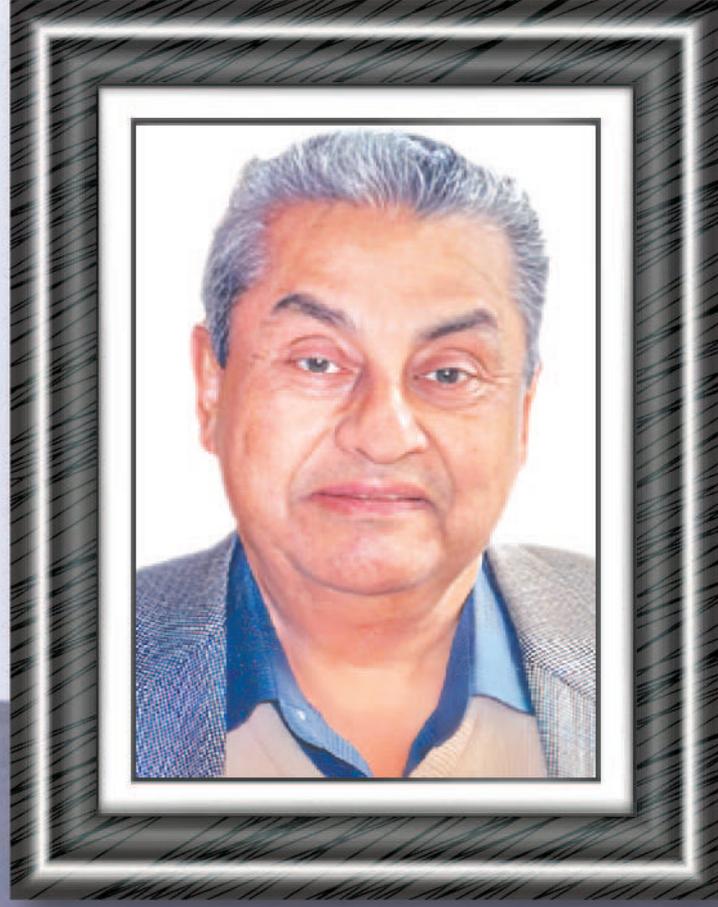
RIC

আপনার
সম্পদের
সর্বাধিক
নিরাপত্তার
প্রতীক

2024
ANNUAL REPORT



Republic Insurance Company Limited
রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড



HEDAYET HOSSAIN CHOWDHURY
(1931-2014)
Founder Chairman



রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড
Republic Insurance Company Limited



Republic Insurance Company Limited

Achieved
AAA+
*Credit
Rating*

Long Term
Rating

AA+

Short Term
Rating

ST-1

Outlook

Stable

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.



TABLE OF

CONTENS

06	LETTER OF TRANSMITTAL
07	NOTICE OF THE 25TH ANNUAL GENERAL MEETING
08	COMPANY INFORMATION
09	INSURANCE PRODUCTS
10-11	BRANCH INFORMATION
12	PHOTOGRAPHS OF VIRTUAL AGM 2024
13	CREDIT RATING
14	CERTIFICATE OF BAPLC
15	CORPORATE ORGANOGRAM
16-17	COMPOSITION OF THE BOARD & ITS COMMITTEES
18-27	PROFILE OF THE BOARD OF DIRECTORS
28	BRANCH INCHARGE
29	MANAGEMENT TEAM
30	FINANCIAL HIGHLIGHTS
31-32	FINANCIAL HIGHLIGHTS IN GRAPHS
33	KEY RATIOS PERTAINING TO INSURANCE BUSINESS
34-35	MESSAGE FROM THE CHAIRMAN
36.37	MESSAGE FROM THE CHIEF EXECUTIVE OFFICER
38-51	DIRECTORS' REPORT
52	KEY OPERATING & FINANCIAL HIGHLIGHTS 2020-2024
53	DIRECTORS' MEETING & ATTENDANCE 2024
54-55	MANAGEMENT DISCUSSION AND ANALYSIS
56	CEO & CFO DECLARATION
57	REPORT OF THE AUDIT COMMITTEE
58	REPORT OF THE NOMINATION AND REMUNERATION POLICY
59	SOLVENCY MARGIN
60-62	CODE OF CONDUCT
63-66	NOMINATION AND REMUNERATION POLICY
67-68	DIVIDEND DISTRIBUTION POLICY
69	CEO'S CERTIFICATE FOR COMPLIANCE OF THE CGG OF IDRA
70-74	INFORMATION ABOUT CORPORATE GOVERNANCE
75	COMPLIANCE CERTIFICATE
76-86	REPORT OF CORPORATE GOVERNANCE COMPLIANCE
87	COMPLIANCE CERTIFICATE OF ICGG
88-91	SELF ASSESSMENT REPORT OF THE ICGG

TABLE OF**CONTENS**

92-97	INDEPENDENT AUDITOR'S REPORT
98-99	STATEMENT OF FINANCIAL POSITION
100	PROFIT AND LOSS APPROPRIATION ACCOUNT
101	STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
102-103	CONSOLIDATED REVENUE ACCOUNT
104-105	FIRE INSURANCE REVENUE ACCOUNT
106-107	MARINE CARGO INSURANCE REVENUE ACCOUNT
108-109	MARINE HULL INSURANCE REVENUE ACCOUNT
110-111	MOTOR INSURANCE REVENUE ACCOUNT
112-113	MISCELLANEOUS INSURANCE REVENUE ACCOUNT
114	STATEMENT OF CHANGES IN EQUITY
115	STATEMENT OF CASH FLOWS
116	CLASSIFIED SUMMARY OF ASSETS (FORM "AA")
117-143	NOTES TO THE FINANCIAL STATEMENTS
144	SCHEDULE OF PROPERTY, PLANT & EQUIPMENTS
145	SCHEDULE OF INTANGIBLE ASSETS
145	SCHEDULE OF RIGHT-OF-USE ASSETS
146-147	SCHEDULE OF CASH AT BANK
148	SCHEDULE OF CASH IN HAND
149	NET ASSETS VALUE
150	SOLVENCY MARGIN (FORM-SM)
151	PROXY FORM



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, 2024.**

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, 2024 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, 2024 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 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the 25th 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 Wednesday, June 25, 2025 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, 2024 and the Auditors' Report thereon.
02. To declare Dividend for the year 2024 as recommended by the Board.
03. To elect Directors in place of retiring Directors from sponsors "Group-A", to elect Directors in place of retiring Directors from the public shareholders "Group-B" and to elect Independent Director.
04. To appoint Statutory Auditors for the year 2025 and fix their remuneration.
05. To appoint Compliance Auditor for the year 2025 and fix their remuneration.
06. To appoint ICGG Auditor for the year 2025 and fix their remuneration.

SPECIAL BUSINESS:

07. To change the name of the Company to "Republic Insurance PLC." from "Republic Insurance Company Limited".

Pursuant to the Companies (2nd Amendment) Act, 2020 to adopt the change of registered name of the Company to "Republic Insurance PLC." from "Republic Insurance Company Limited" and to amend the relevant clauses of the Memorandum of Association of the Company and other relevant clauses of the Memorandum and Articles of Association of the Company.

The draft of the Special Resolution proposed to be passed is given below:

"Resolved that, proposal of changing of registered name of the Company to "Republic Insurance PLC." from "Republic Insurance Company Limited" in accordance with the Companies (2nd Amendment) Act, 2020 and amend the relevant clauses of the Memorandum of Association and Articles of Association of the Company, be and hereby approved subject to approval of the regulatory authorities.

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

Dated: Dhaka
June 03, 2025

By Order of the Board of Directors




(Sajjan Kumar Basak)
DMD & Company Secretary

NOTES:

- (a) The members whose names appeared in the Member's Register of the Company on the Record Date i.e. May 25, 2025 are eligible to participate in the meeting and receive dividend.
- (b) Members can cast their vote through online (real time) or e-voting starting from 24 hours before the AGM and voting option will remain open till the closure of AGM.
- (c) AGM will be conducted as per BSEC Letter No. BSEC/ICAD/SRIC/2024/318/09, dated January 16, 2024.
- (d) As per BSEC notification No. BSEC/CMRRCD/2006/158/208/Admin/81, dated June 20, 2018, soft copies of the Annual Report 2024 along with the Attendance Slip, Proxy Form and the Notice will be forwarded to all Members at their respective email addresses available with us as per CDBL record. These are also available in the Company's website at: www.riclbd.com
- (e) 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 to Republic Insurance Company Limited Share Office or e-mail at share@riclbd.com no later than 48 hours before commencement of the AGM.
- (f) 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
NATURE OF BUSINESS	: Non-Life Insurance Business
LEGAL FORM	: Public Limited Company
COMPANY'S REGISTRATION NUMBER	: C-40290 (2258)/2000
CERTIFICATE OF INCORPORATION	: May 18, 2000
OBTAINED CERTIFICATE FOR COMMENCEMENT OF BUSINESS	: May 18, 2000
DATE OF LICENSE BY THE OFFICE OF THE CHIEF CONTROLLER OF INSURANCE	: May 31, 2000
DATE OF PUBLICATION OF PROSPECTUS (IPO)	: August 4, 2008
AGREEMENT SIGNED WITH CDBL	: August 10, 2008
LISTED WITH DHAKA STOCK EXCHANGE PLC	: January 14, 2009
LISTED WITH CHATTOGRAM STOCK EXCHANGE PLC	: January 7, 2009
TRADING OF SHARES ON DHAKA STOCK EXCHANGE PLC	: January 18, 2009
TRADING OF SHARES ON CHATTOGRAM STOCK EXCHANGE PLC	: January 18, 2009
ISSUANCE OF FIRST BONUS SHARE	: July 27, 2010
TAX IDENTIFICATION NUMBER (TIN)	: 1900015982557 (LTU Tax)
BIN/VAT REGISTRATION NUMBER	: 2017552-0208

STATUTORY AUDITORS:

Rahman Mostafa Alam & Co.
Chartered Accountants
Paramount Heights (7th Floor, D2 & C1)
65/2/1, Box Culvert Road, Purana Paltan, Dhaka-1000

LEGAL CONSULTANT:

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

CORPORATE GOVERNANCE COMPLIANCE AUDITOR:

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

COMPANY LAW ADVISER:

Mr. Hasan Ur Rashid Tutul, LL.B, FCGA
Goldenview Consultancy Services
Property Plaza (Suite # 05), 66 New
Circular Road, Mouchak, Dhaka-1217

ICGG COMPLIANCE AUDITOR:

Jasmin & Associates
Chartered Secretaries
55/B Noakhali Tower (10th Floor), Suite: 11-F
Purana Paltan, Dhaka-1000

INSURANCE PRODUCTS

PROPERTY INSURANCE

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

MARINE CARGO INSURANCE (EXPORT, IMPORT, AND INLAND)

- ▶ Transit by Steamer or Powered vessel
- ▶ Transit by Rail/Lorry/Truck
- ▶ Transit by Air

MARINE HULL INSURANCE

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

MOTOR COMPREHENSIVE INSURANCE

- ▶ Commercial Vehicle Insurance
- ▶ Private Vehicle Insurance
- ▶ Motor Cycle/Scooter Insurance

AVIATION INSURANCE

- ▶ Aircraft Insurance
- ▶ Hull Insurance
- ▶ Aircraft Liabilities Insurance

ENGINEERING INSURANCE

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

MISCELLANEOUS INSURANCE

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

BRANCH INFORMATION

20 Dhaka Division

Paltan Branch

Md. Shamsuddin
Additional Managing Director & Incharge
Ibrahim Mansion (4th Floor)
11, Purana Paltan Dhaka-1000
Phone: 02 223390882
Cell: 01911 385686,
E-mail: riclpaltan@gmail.com

VIP Road Branch

Md. Abdul Jabbar Mridha
Assistant Managing Director & Incharge
Ally's Center (8th Floor)
40, Bijoynagar, Dhaka
Phone: 02 48312498
Cell: 01711 221501
E-mail: riclviproad@gmail.com

Elephant Road Branch

Md. Nazim Uddin
Assistant Managing Director & Incharge
Iris Norjehan (3rd Floor, A-3)
104, Kakrail, Dhaka-1000
Phone: 48313074
Cell: 01816 048971
E-mail: nazimuddin.ele@riclbd.com

Hatkhola Branch

Md. Mobarak Hossain
Sr. Executive Vice President & Incharge
Rahman Mansion (2nd Floor)
161, Motijheel C/A, Dhaka-1000
Phone: 02 223356198
Cell: 01830 122869
E-mail: riclhkb@gmail.com

Head Office Cell

Md. Abu Kawsar Bhuiyan
Sr. Executive Vice President & Incharge
HR Bhaban (6th Floor)
26/1, Kakrail, Dhaka-1000
Phone: 02 22223331
Cell: 01552 406359
E-mail: riclkawsar@gmail.com

BB Avenue Branch

Ms. Anjana Basak
Sr. Executive Vice President & Incharge
Shamsur Rahman Bhaban (6th Floor)
18, Rajuk Avenue, Motijheel C/A, Dhaka
Cell: 01733 123998
E-mail: riclbba@gmail.com

Malibagh Branch

Ms. Ruma Akter
Sr. Executive Vice President & Incharge
Halimunnasas Court (3rd Floor)
23, Kakrail, Dhaka-1000
Phone: 02 48316073
Cell: 01716 293916
E-mail: riclmalibagh@gmail.com

Local Office

Md. Rukunuzzaman
Deputy Managing Director & Incharge
HR Bhaban (6th Floor)
26/1, Kakrail, Dhaka-1000
Phone: 02 48315153
Cell: 01913 392464
E-mail: riclocaloffice@gmail.com

Farmgate Branch

Md. Mhabubul Hoque
Sr. Executive Vice President & Incharge
Dhaka Trade Center (5th Floor)
99, Kazi Nazrul Islam Avenue
Dhaka-1000, Phone: 02 55013244
Cell: 01718 780987
E-mail: riclfarmgate@gmail.com

Motijheel Branch

Md. Moniruzzaman (Mizan)
Sr. Executive Vice President & Incharge
Rahman Mansion (2nd Floor)
161, Motijheel C/A, Dhaka-1000
Phone: 02 223356198
Cell: 01730 312752
E-mail: riclmotijheel@riclbd.com

Mahakhali Branch

Md. Haider Ali
Sr. Executive Vice President & Incharge
GA-19 (4th Floor)
Mohakhali, Dhaka
Cell: 01712 887828
E-mail: riclmohakhali@gmail.com

Savar Branch

Hamida Begum
Sr. Executive Vice President & Incharge
S.R.A Center (2nd Floor)
Dendabor, Pollibiddut
Ashulia, Savar, Dhaka
Cell: 01911758179
E-mail: riclsavr@gmail.com

Kakrail Branch

Habibur Rahman
Sr. Executive Vice President & Incharge
HR Bhaban (6th Floor)
26/1, Kakrail, Dhaka-1000
Phone: 58313334-8 (Ext. 170)
Cell: 01780128434
E-mail: ricl.kakrail@gmail.com

Motijheel Corporate Branch

Hafez Md. Nazmul Huda
Sr. Vice President & Incharge
1/B, D.I.T Avenue (5th Floor), Room #
501 Motijheel C/A, Dhaka-1000
Phone: 02 223355497
Cell: 01817 016417
E-mail: mcb@riclbd.com

Principal Branch

Md. Romen Ahammed
Sr. Executive Vice President & Incharge
HR Bhaban (6th Floor)
26/1, Kakrail, Dhaka-1000
Phone: 02 48319108
Cell: 01716 293916
E-mail: riclprincipal@riclbd.com

Imamgonj Branch

Md. Abul Hossain
Executive Vice President & Incharge
AGI. Business Center, (4th Floor)
81/B-1 Chankharpool, Dhaka-1000
Phone: 02 57300229
Cell: 01733 123998
E-mail: riclimamgonj@gmail.com

Rampura Branch

Mamun Ahmed Muqtada
Executive Vice President & Incharge
Shahjalal Bannijik Complex (4th Fl)
80/A, Siddeswari Circular Road, Dhaka
Phone: 02 48319711
Cell: 01819 299945
E-mail: riclrampura@gmail.com

Narayangonj Branch

Mr. Partha Saha
Assistant Vice President & Incharge
Hazi Plaza (2nd Floor)
53/1, S.M Maleh Road, Tan Bazar
Narayangonj
Cell: 01609 867377
E-mail: riclviproad@gmail.com

Dilkusha Branch

15, Dilkusha C/A, Zahed Ali Tower (8th Floor), Dhaka-1000
Phone: 02 23358794
Cell: 01926 779633
E-mail: ricldilkusha123@gmail.com

Gazipur Branch

Mr. Md. Maruf Raihan
Assistant Vice President & Incharge
45, Bepari Mansion (2nd Floor),
Dattapara Road, Tongi, Gazipur
Phone: 02 9294289
Cell: 01814 836720
E-mail: Gazipur@riclbd.com

BRANCH INFORMATION

07 Chattogram Division

Agrabad Branch

Md. Mosharaf Hossain
Assistant Managing Director & Incharge
K.N. Tower (3rd Fl), 18, Agrabad C/A
Badamtoli More, Chattogram
Phone: 333316543
Cell: 01819 351116
E-mail: republictg17@yahoo.com

Laldighi Branch

Mohammed Nasir Uddin
Sr. Executive Vice President & Incharge
K.N. Tower (3rd Fl), 18, Agrabad C/A
Badamtoli Mor, Chattogram
Phone: 333319319
Cell: 01815926830
E-mail: riclagra@gmail.com

Jubilee Road Branch

Md. Salim Uddin
Sr. Executive Vice President & Incharge
Well-Bing Ltd., (6th Floor)
263, Jubilee Road, Chattogram
Phone: 02 333354838
Cell: 01818 921350
E-mail: riclrbctg@yahoo.com

Chowmuhuni Branch

Md. Omar Faruque
Assistant Vice President & Incharge
Mia Bari, Singer Road, Korimpur
Begumgonj, Chowmuhuni, Noakhali
Cell: 01760 007555
E-mail: cumilla@riclbd.com

Cumilla Branch

Tohidul Islam
Vice President & Incharge
Saowdagar Market (1st Floor)
House # 0593, Paduar Bazar, Cumilla
Cell: 01718 113152
E-mail: mgr.chowmuhani.bd@gmail.com

Dewanhat Branch

Abdul Awal Zahed
Vice President & Incharge
Vander Market (5th Fl, Room-510)
SK Road, Dewanhat, Chattogram
Cell: 01310 080429
E-mail: dewanhat@riclbd.com

Khatungonj Branch

Khaled Md. Bodruddin Khan
Manager & Acting Incharge
Mitali Traders (1st Floor)
80 Kahatungonj, Chattogram
Cell: 01924 337802
E-mail: badrukhan258@gmail.com

04 Khulna Division

Kushtia Branch

Md. Robiul Islam (Dolon)
Sr. Vice President & Incharge
55/1, Lovely Tower (9th Floor)
N.S. Road, Kushtia
Phone: 477782396
Cell: 01715 211525
E-mail: kushtia22ricl@gmail.com

Satkhira Branch

S.K Aminur Rahman
Assistant Vice President & Incharge
Kaman Nagar, Itagacham
Bazar Mor, Satkhira
Phone: 02 77741557
Cell: 01713 991976
E-mail: riclsatkhira@gmail.com

Khulna Branch

10, Puraton Jashore Road, Hazi
Mahtab Chamber, (2nd Fl), Khulna
Phone: 024 4110847
E-mail: riclkhulna@gmail.com

Jashore Branch

M.S Orchid Center (6th Floor)
44, M.K. Road, Kotwali, Jashore
Phone: 02477764469
E-mail: ricljessore@gmail.com

05 Other Divisions

Mymensingh Branch

Md. Amran Ali
Sr. Vice President & Incharge
34, Chuto Bazar, Exim Bank Bhaban
(3rd Floor), Mymensingh Sadar
Mymensingh
Cell: 01724 738371
E-mail: riclmymensingh@gmail.com

Dinajpur Branch

Vill: Basuniapotti, Alam Plaza (2nd
Floor), Dinajpur Sadar, Dinajpur
E-mail: sohelimteaz@gmail.com

Barishal Branch

Talukder Mansion (5th Floor)
Sadar Road, Barisal
E-mail: barisal@riclbd.com

04 Rajshahi Division

Rajshahi Branch

Md. Khairul Islam
Manager & Incharge
House # 595, Sheroeel
Ghoramara-6100, Boalia, Rajshahi
Cell: 01793 4047505
E-mail: ziaulislam606@gmail.com

Bogura Branch

Mir Md. Mehedi Hasan
Assistant Vice President & Incharge
M.A. Khan Lane, Dr. Anisul Haque
Building (3rd Floor), Sathmatha
Bogura, Phone: 589905168
Cell: 01716 303641
E-mail: ricl.bogura.bd@gmail.com

Chapai Nawabgonj Branch

Md. Rafiqul Islam (Tutul)
Executive Vice President & Incharge
Smriti Plaza, Boro Indra Mor
Chapainawabgonj
Phone: 588892938
Cell: 01712 822038
E-mail: rafiqultutul@gmail.com

Naogaon Branch

Akhil Kumar Paul
Assistant Manager & Incharge
Shorma Shopping Center
Vill- Tula Patti, Naogaon
Phone: 0741 62901
Cell: 01788 937791

Sylhet Branch

Md. Mahbubur Rahman
Sr. Vice President & Incharge
Salim Mansion (1st Floor)
Mendibagh, Sylhet
Phone: 082126702
Cell: 0171 5860842
E-mail: riclsylhet@gmail.com

Rangpur Branch

Monzurul Islam
Assistant Vice President & Incharge
Karnaphuli Bhaban (1st Floor)
90, Station Road, Rangpur
Cell: 01719 514542
E-mail: rangpur@riclbd.com

CREDIT RATING

AlphaRating

19 August, 2024

Chief Executive Officer
Republic Insurance Company Limited
HR Bhaban (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 Rating Limited (AlphaRating), vide credit rating Agreement No: 449, has assigned the following rating to **Republic Insurance Company Limited.**

Date of Declaration	Valid From	Valid Till	Rating Action	Long Term Rating	Short Term Rating	Outlook
19 August, 2024	06 August, 2024	05 August, 2025	9th Surveillance	AA+	ST-1	Stable

The long term rating & short term rating is valid up to 05 August, 2025. 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, E-mail: info@alpharating.com.bd

CERTIFICATE PF BAPLC

BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Ref. No: **CM-2024/088**



Date of issue : **January 25, 2024**

Renewed Certificate

This is to certify that

REPUBLIC INSURANCE COMPANY LIMITED

is an Ordinary Member of Bangladesh Association of Publicly Listed Companies and is entitled to all the rights and privileges appertaining thereto.

This certificate remains current until 31st December 2024.



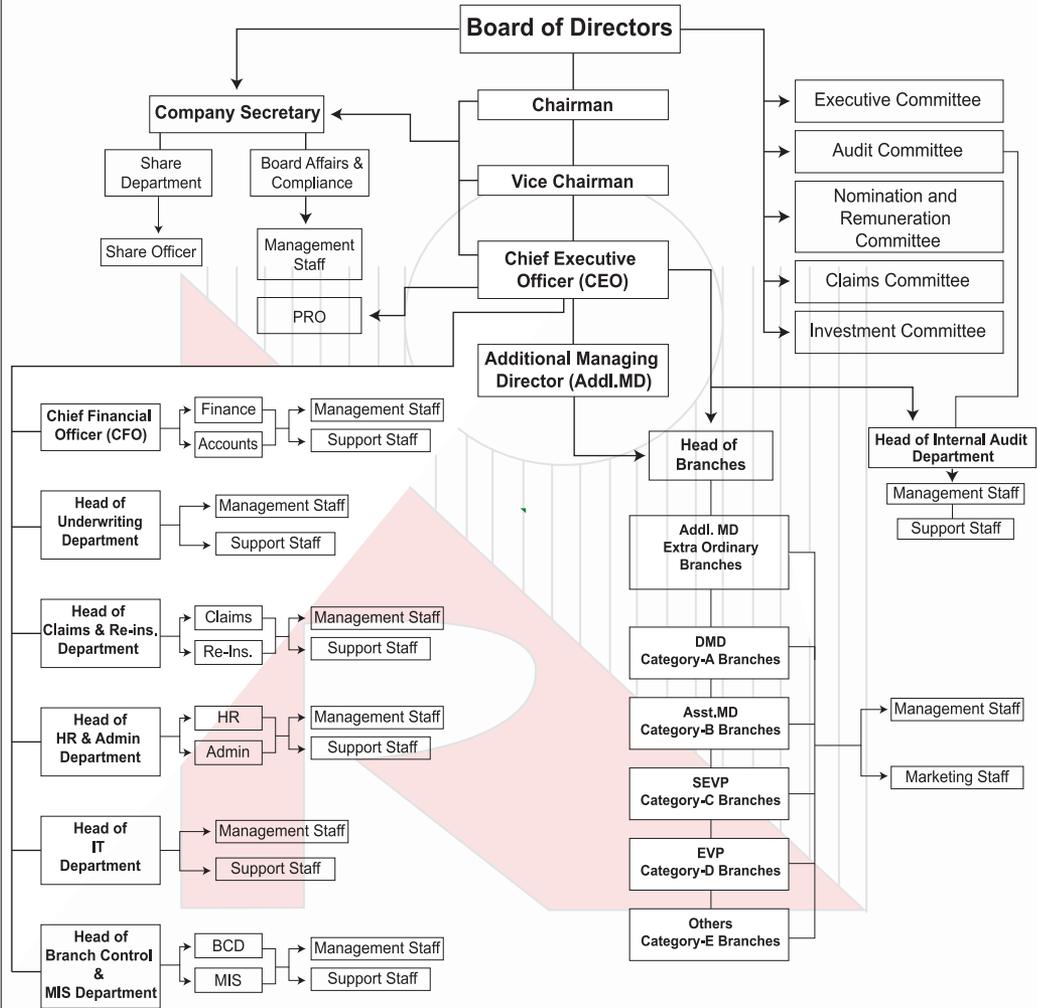

Secretary General

CORPORATE ORGANOGRAM



গণপ্রজাতন্ত্রী বাংলাদেশে
Republic Insurance Company Limited

ORGANOGRAM



Mohd. Hanif Chowdhury
 27/4/22
(Mohd. Hanif Chowdhury)
 Chairman

Md. Abdur Rouf
 27/4/2022
(Md. Abdur Rouf)
 Independent Director &
 Chairman, Nomination
 and Remuneration Committee

Dr. A K M Sarwar Jahan Zamil
 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, 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

DIRECTORS (From Public Shareholders):

Mr. Feroz U. Haider

Mr. Hamdan Hossain Chowdhury

Mr. Mohammad Arif, FCA, FCMA
(Nominated by Unitex LP Gas Ltd.)

Mrs. Shahella Rashid Chowdhury
(Nominated by Cove Investment Ltd.)

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

INDEPENDENT DIRECTORS:

Mr. Md. Shafiqul Islam, FCA

Professor Dr. Suborna Barua

Professor Dr. Shobod Deba Nath

CHIEF EXECUTIVE OFFICER

Dr. A K M Sarwar Jahan Zamil

BOARD OF DIRECTORS

as on record date May 25, 2025

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

DIRECTORS (From Public Shareholders):

Mr. Feroz U. Haider

Mr. Hamdan Hossain Chowdhury

Mr. Md. Kamrul Hassan, FCA
(Nominated by Unitex LP Gas Ltd.)

Mr. Mohammad Abul Kalam, ndc
(Nominated by Cove Investment Ltd.)

Mr. Anis Ud Dowla
(Nominated by Binning & Co. (BD) Ltd.)

INDEPENDENT DIRECTORS:

Mr. Md. Shafiqul Islam, FCA

Professor Dr. Suborna Barua

Professor Dr. Shobod Deba Nath

CHIEF EXECUTIVE OFFICER

Dr. A K M Sarwar Jahan Zamil

BOARD OF DIRECTORS

BOARD COMMITTEES

Executive Committee	Chairman Mr. Hamdan Hossain Chowdhury	Members Mr. S.M. Shafiul Hoque Mr. Mahboob Ur Rahman Mr. Mohammad Abul Kalam, ndc Professor Dr. Shobod Deba Nath Dr. A K M Sarwar Jahan Zamil
Audit Committee	Chairman Mr. Md. Shafiqul Islam, FCA	Members Mr. S.M. Shafiul Hoque Mr. Md. Kamrul Hassan, FCA Professor Dr. Shobod Deba Nath
Nomination and Remuneration Committee	Chairman Mr. Md. Shafiqul Islam, FCA	Members Mr. Feroz U. Haider Mr. Hamdan Hossain Chowdhury Mr. Mohammad Abul Kalam, ndc Mr. Anis Ud Dowla
Claims Committee	Chairman Mr. S.M. Shafiul Hoque	Members Mr. Mahboob Ur Rahman Mr. Hamdan Hossain Chowdhury Mr. Md. Kamrul Hassan, FCA Mr. Anis Ud Dowla Professor Dr. Suborna Barua Dr. A K M Sarwar Jahan Zamil
Investment Committee	Chairman Mr. S.M. Shafiul Hoque	Members Mr. Mahboob Ur Rahman Mr. Feroz U. Haider Mr. Md. Kamrul Hassan, FCA Professor Dr. Suborna Barua Dr. A K M Sarwar Jahan Zamil
Risk Management Committee	Chairman Professor Dr. Suborna Barua	Members Mr. Hamdan Hossain Chowdhury Mr. Mohammad Abul Kalam, ndc Dr. A K M Sarwar Jahan Zamil
Policyholder Protection & Compliance Committee	Chairman Mr. Md. Shafiqul Islam, FCA	Members Mr. S.M. Shafiul Hoque Mrs. Khurshida Rahman Professor Dr. Shobod Deba Nath Dr. A K M Sarwar Jahan Zamil

A quill pen with a silver holder and a small glass inkwell are positioned on a white surface. The quill is a large, brown feather with a silver holder that has intricate scrollwork. The inkwell is a small, square glass container with a dark liquid inside. The background is a light blue and white gradient with a faint grid pattern.

PROFILE 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. Mr. Chowdhury is involved in various social activities in the country. He is the founder of Al-Madrasatul Islamia Jamiatul Ulom Bhingrol.

PROFILE OF THE BOARD OF DIRECTORS



MR. S.M. SHAFIUL HOQUE
Vice Chairman

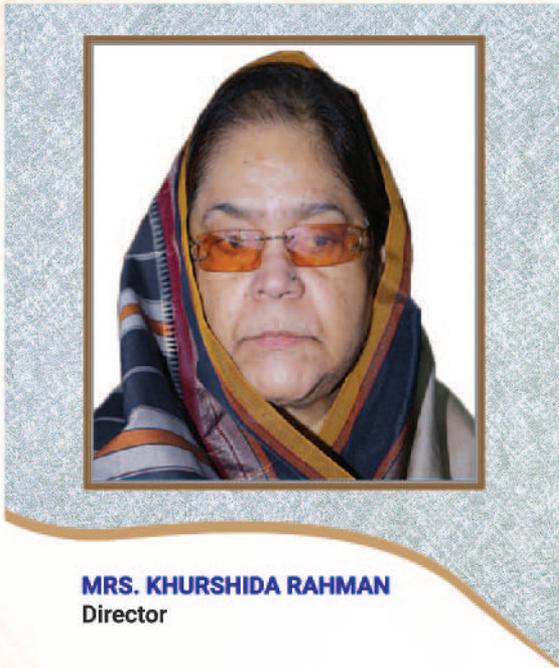
Mr. S.M. Shafiul Hoque is a Sponsor Director of Republic Insurance Company Limited since its incorporation. His father is Late S.M. Asarul Hoque Former President, Quaish Burishchar Union Parishad, Hathazari. Mr. Hoque is a renowned businessman who has obtained Bachelor degree and has been involved in 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 a member of BSCIC Shilpo Malik Samity Kalurghat, Chattogram, Bangladesh.



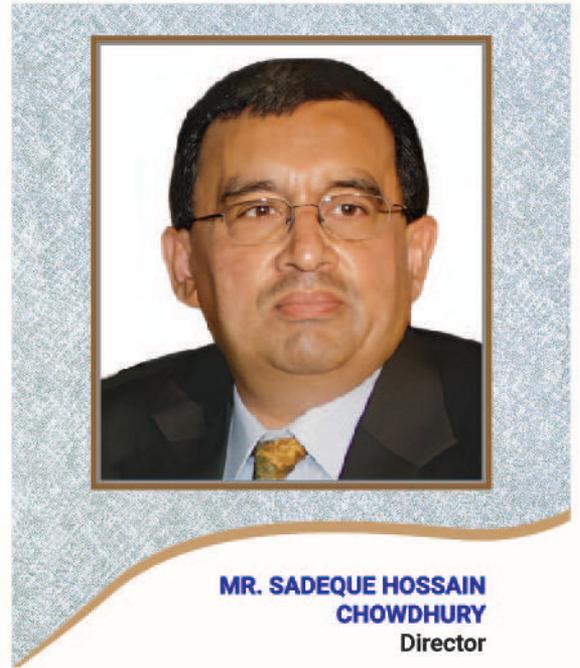
MRS. HASINA GAZI
Director

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. 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.

PROFILE OF THE BOARD OF DIRECTORS



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 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

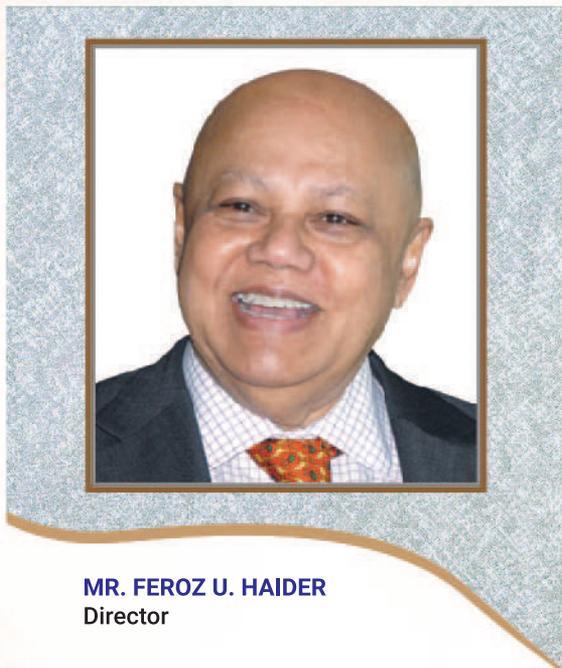
Mrs. Shahin Haider obtained Degree in Home Economics from Croydon Technical College, Croydon, London, UK and is engaged in business in different sectors. She is a Director of S.F. Haider Foundation Ltd. She is the wife of Mr. Feroz U. Haider, Chairman of GSP Finance Company (Bangladesh) Limited.



MR. MAHBOOB UR RAHMAN
Director

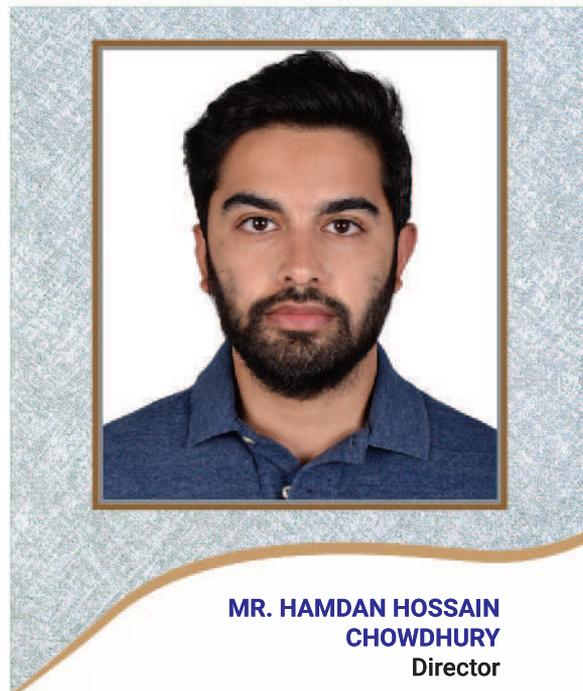
Mr. Mahboob Ur Rahman is an innovative entrepreneur running four leading companies in entertainment, hospitality, construction and information technology sector in Bangladesh. Mr. Rahman is the Chairman of the Peninsula Chittagong. He educated in the United States of America in Information Technology and trained as an Executive MBA from Helsinki School of Economics in Finland. He obtained Bachelor of Arts in Interdisciplinary Studies from University of Taxes at Arlington. Mr. Rahman is leading changes and creating values with innovative business ideas and technologies in Bangladesh. Mr. Rahman is the Founder Chairman of Show Motion 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 Brand 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.

PROFILE OF THE BOARD OF DIRECTORS



MR. FEROUZ 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.



MR. HAMDAN HOSSAIN CHOWDHURY
Director

Mr. Hamdan Hossain Chowdhury is a Director of Republic Insurance Company Limited and the Managing Director of Karnaphuli Limited. Originally from Bangladesh, he completed his higher education with honors at the University of Toronto, Canada, in 2012. After graduation, he became a certified freight forwarder, specializing in Supply Chain Management and International Trade & Transportation.

Mr. Chowdhury's expertise in logistics and innovative approach to end-to-end trade solutions have significantly contributed to Karnaphuli's long-established presence in Bangladesh's shipping industry. Under his leadership, Karnaphuli has expanded into the air cargo airline business and established itself as the sole owner of a containerized fleet of Bangladesh-flagged vessels. He also oversees the largest South Asian container shipping company globally, which is ranked 71st in the distinguished Alphaliner rankings of the world's largest shipping companies.

In addition to streamlining operations across Karnaphuli's diverse verticals, Mr. Chowdhury actively explores new business opportunities and growth segments for the Group. He is a key member of the Bangladesh Ocean Going Ship Owners Association (BOGSOA), where he advocates for the interests of Bangladesh's shipping community and promotes the country's potential as a global maritime hub.

Mr. Chowdhury is deeply passionate about marine conservation and environmental sustainability. Beyond his corporate responsibilities, he has served as the Policy Aide to the Special Envoy on Climate and Environment to the Honorable Prime Minister of Bangladesh and as the Aide to the Minister of Environment, Forest and Climate Change, contributing to initiatives that address climate change and environmental challenges.

PROFILE OF THE BOARD OF DIRECTORS



MR. MD. KAMRUL HASSAN
Director

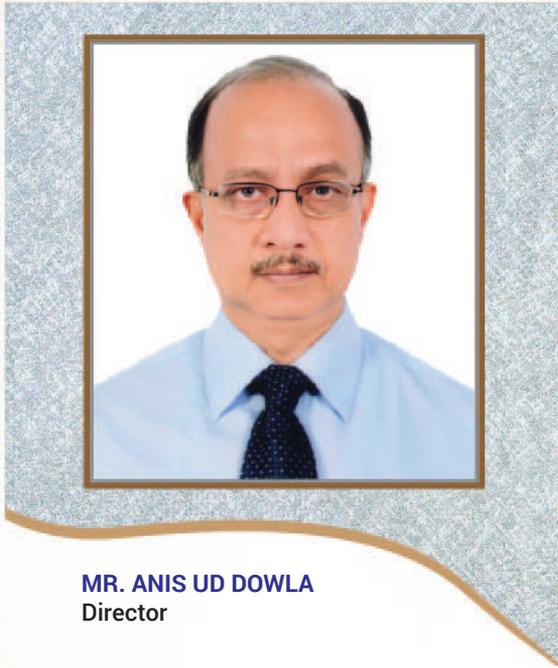
Mr. Md. Kamrul Hassan, FCA is the Director of Republic Insurance Company Limited, nominated by Unitex LP Gas Limited. He was born in 1988 in Dhaka. He completed BBS and MBS from Jagannath University. He has successfully completed Chartered Accountancy course under The Institute of Chartered Accountants of Bangladesh (ICAB) from Hoda Vasi Chowdhury & Co, Chartered Accountants and Qualified FCA. He is ITP (Income Tax Practitioner) holder of NBR, he completed L.L.B from Central Law College. He has more than 15 years of professional working experience in industries. He was Manager-Finance & Accounts of Salta Capital Ltd, He was Internal Auditor of Marks & Spencer (under Deloitte), he was Sr. Manager-Finance & Accounts (Head of Finance & Accounts-Ready-Mix, Tiles & Block Unites) of Concord Group and he was General Manager-Finance & Accounts and Board Secretary of Unitex LP Gas Ltd. Currently, Mr. Md. Kamrul Hassan, FCA is Director of Mahfel Huq & Co, Chartered Accountants (Affiliated firm of agn International, London). He is Director of DivineForce Software Limited (DFSL) and Managing Partner of Taxaafin For Accounts Management Co. L.L.C (Dubai). He is also the Advisor (Business & Finance) of Uuitex LP Gas Limited.



MR. MOHAMMAD ABUL KALAM, ndc
Director

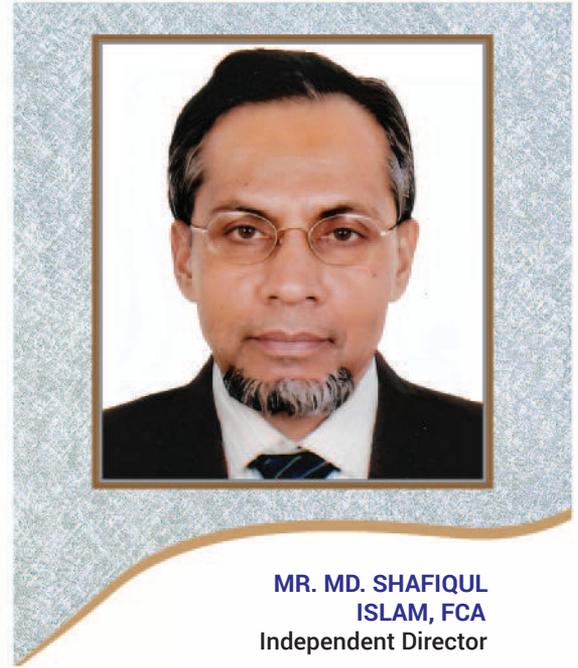
Mr. Mohammad Abul Kalam, ndc is the Director of Republic Insurance Company Limited nominated by Cove Investment Limited. He was born in 1963 in Chattogram. After graduating from the University of Chittagong with a bachelor and a master's degree in Accounting, he spent three years in the financial sector from 1988-1990 before joining the Bangladesh Civil Service (Administration) in 1991. Mr. Kalam held progressive positions in the civil service as Assistant Secretary, Senior Assistant Secretary, Deputy Secretary, Joint Secretary and Additional Secretary across diverse functional areas such as local government, finance and banking, overseas employment, commerce, education and shipping. Apart from obtaining a Postgraduate Diploma in Government Financial Management from the University of Ulster (now New University of Ulster), UK in 2000 and M. Sc. in Development Economics from the University of Birmingham, UK, in 2008, he also attended the University of Bradford, UK, Deaking University, and Queensland University of Technology, Australia, for specialised training. Along his career, he participated in various training courses at numerous prestigious institutions at home and abroad, including the IMF Institute in Washington D.C. Mr. Kalam is an alumni of National Defense College (NDC). He served as Refugee Relief and Repatriation Commission (RRRC) under the Ministry of Disaster Management and Relief during 2017-2019 and retired from government service as Additional Secretary, Ministry of Textiles and Jute.

PROFILE OF THE BOARD OF DIRECTORS



MR. ANIS UD DOWLA
Director

Mr. Anis Ud Dowla is the Director of Republic Insurance Company Limited, nominated by Binning & Company (Bangladesh) Ltd. After Completing B.Com. and M. Com. from the University of Chittagong, Anis Ud Dowla embarked on his humble journey in the shipping industry and has since become a seasoned veteran boasting an impressive 35 years of experience. Currently, he holds the pivotal role of Senior Executive Director of Karnaphuli Group, entrusted with steering its shipping, marketing, operation and strategic endeavors. Mr. Dowla's professional footprint extends globally marked by frequent international visits for agency representation, new business development, attending seminars/conference and for participating in training/ workshops. His reputation within the industry is firmly established, underpinned by a formidable network of both domestic and international industry stalwarts and clientele. In his personal life. Mr. Anis is married with two children.



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.

PROFILE OF THE BOARD OF DIRECTORS



**PROFESSOR DR. SUBORNA
BARUA**
Independent Director

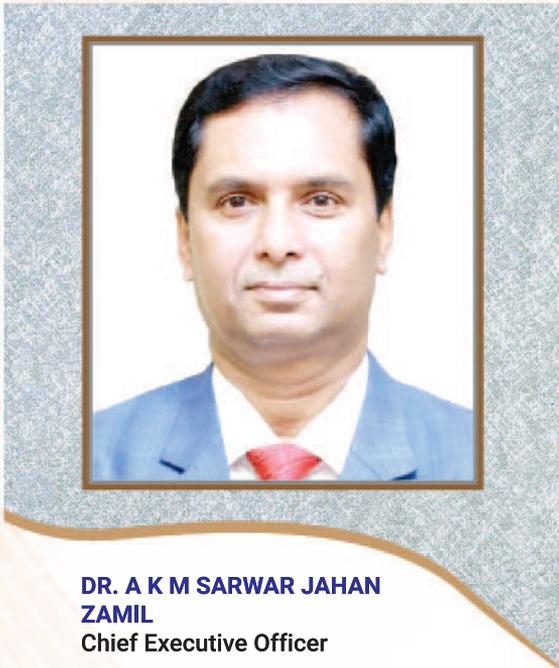
Dr. Suborna Barua is a full-time Professor at the Department of International Business, University of Dhaka. He serves as an Independent Director of Republic Insurance Company Limited. He was the Chairman of Investment Corporation of Bangladesh and ICB Asset Management Company Limited. In addition, Dr. Barua was 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 is a former managing editor of the Journal of Financial Markets and Governance, and a current Academic Editor of PLOS Climate and Associate Editor of SN Business & Economics (Springer Nature). His current research and consulting areas are financial technology (Fintech) and sustainable finance and investment.



**PROFESSOR DR. SHOBOD
DEBA NATH**
Independent Director

Dr. Shobod Deba Nath is a Professor and former Chairman of the Department of International Business at the University of Dhaka. He also serves as an Independent Director at Republic Insurance Company Limited. Dr. Nath earned his PhD in Management from Massey University, New Zealand, and an MSc (with distinction) from Durham University, United Kingdom, under the Commonwealth Scholarship. Additionally, he holds an MBA (1st position) and BBA (1st position) from the University of Dhaka. With over 13 years of experience in teaching, research, and training in Sustainability and Supply Chain Management, Dr. Nath has worked at universities in both New Zealand and Bangladesh. He was also a Visiting Research Fellow with Massey University's Sustainability and CSR Research Group. His research interests include global supply chain management and the Sustainable Development Goals (SDGs), with a particular focus on emerging economies. Dr. Nath is currently leading several research projects funded by organizations such as the British Council, the Bangladesh Institute of Capital Management, and DANIDA. He has published more than 25 research papers in high-impact journals and has presented his work at numerous international conferences in the USA, UK, Germany, Australia, and New Zealand. Dr. Nath has received multiple awards for his work, including the Chris Voss Best Paper Award at the EuroOMA Conference in 2020, the Best Paper Award at the ABEN Conference in 2018, and the Best Poster Award at the Dhaka University Research and Publication Fair in 2022. In addition to his research, Dr. Nath has served as an Associate Editor for Corporate Governance-The International Journal of Business in Society, published by Emerald.

PROFILE 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 Gasua, Sandwip, Chattogram. He completed his S.S.C from A.K Academy Gasua, Sandwip and H.S.C from Chattogram College. He also completed B.Com (Hons.), 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. He is life member and First Vice Chairman of Bangladesh Lions foundation. He is also a life member of Bangladesh Red Crescent Society and Dhaka University Alumni Association. Mr. Sarwar is the 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 Association (BIA) and Organizing Secretary, Bangladesh Insurance Forum (BIF). He is also the Member of Technical Sub-Committee, Bangladesh Insurance Association.

BRANCH INCHARGE

BRANCH INCHARGE

ADDITIONAL MANAGING DIRECTOR:

Mr. Md. Shamsuddin

Paltan Branch

DEPUTY MANAGING DIRECTOR:

Mr. Md. Rukunuzzaman

Local Office

ASSISTANT MANAGING DIRECTORS:

Mr. Md. Abdul Jabbar Mridha

VIP Road Branch

Mr. Md. Mosharaf Hossain

Agrabad Branch

Mr. Md. Nazim Uddin

Elephant Road Branch

SENIOR EXECUTIVE VICE PRESIDENTS:

Mr. Mohammed Nasir Uddin

Laldighi Branch

Mr. Md. Abu Kawsar Bhuiyan

Head Office Cell

Mr. Md. Salim Uddin

Jubilee Road Branch

Mr. Md. Romen Ahammed

Principal Branch

Mr. Md. Mobarak Hossain

Hatkhola Branch

Mrs. Hamida Begum

Savar Branch

Mr. Habibur Rahman

Kakrail Branch

Mr. Md. Mhabubul Hoque

Farmgate Branch

Mr. Md. Haider Ali

Mohakhali Branch

Ms. Ruma Akter

Malibagh Branch

Ms. Anjana Basak

BB Avenue Branch

Mr. Md. Moniruzzaman (Mizan)

Motijheel Branch

EXECUTIVE VICE PRESIDENTS:

Mr. Mamun Ahmed Muqtada

Rampura Branch

Mr. Md. Rafiqul Islam (Tutul)

Chapainawabgonj Branch

Mr. Md. Abul Hossen

Imamgonj Branch

SENIOR VICE PRESIDENTS:

Mr. Md. Mahbubur Rahman Chowdhury

Sylhet Branch

Mr. Md. Robiul Islam (Dolon)

Kushtia Branch

Mr. Hafez Md. Nazmul Huda

Motijheel Corporate Branch

Mr. Md. Amran Ali

Mymensingh Branch

VICE PRESIDENTS:

Mr. Tohidul Islam

Cumilla Branch

Mr. Abdul Awal Zahed

Dewanhat Branch

ASSISTANT VICE PRESIDENTS:

Mr. Mir Md. Mehedi Hasan

Bogura Branch

Mr. Md. Omar Faruque

Chowmuhoni Branch

Mr. Monzurul Islam

Rangpur Branch

Mr. S.K Aminur Rahman

Satkhira Branch

Mr. Partho Saha

Narayanganj Branch

Mr. Maruf Raihan

Gazipur Branch

MANAGER:

Mr. Md. Khairul Islam

Rajshahi Branch

ASSISTANT MANAGER:

Mr. Akhil Kumar Paul

Naogaon Branch

MANAGEMENT TEAM

MANAGEMENT TEAM

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

MR. MD. SIRAJUL ISLAM BHUIYAN
Additional Managing Director

MR. MD. SHAMSUDDIN
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

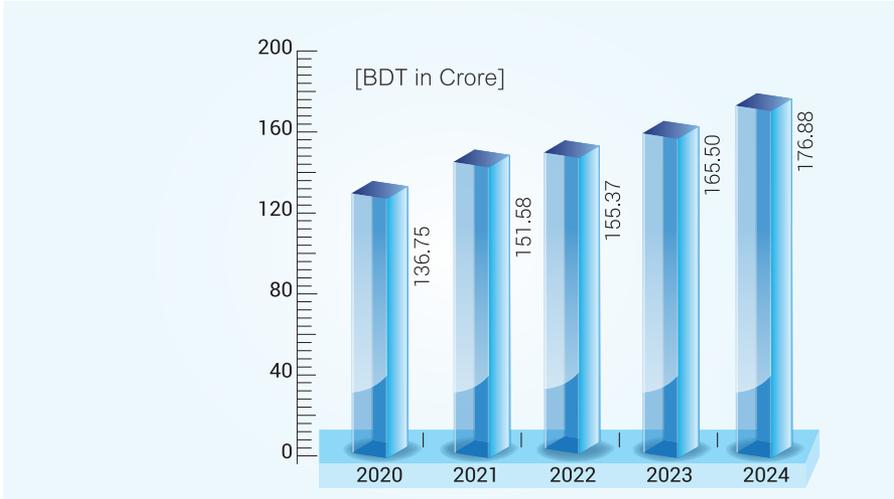
Particulars	2024	2023	2022	2021	2020
Paid-up Capital	52.10	52.10	52.10	49.62	46.37
Gross Premium Income	88.76	100.96	83.83	74.84	78.00
Net Premium Income	53.34	62.48	50.32	41.15	50.64
Net Claims Paid	2.41	5.02	2.16	1.68	4.41
Interest & Other Income	5.23	4.63	3.85	4.07	4.49
Underwriting Profit	11.38	14.01	15.85	16.05	14.24
Net Profit before Tax	13.17	15.56	16.80	16.56	15.41
Net Profit after Tax	10.89	12.05	10.21	11.82	10.95
Total Assets	176.88	165.50	155.37	151.58	136.75
Total Reserves for Contingency	48.51	43.35	36.76	34.00	28.66
Cash & Bank Balances	3.83	7.91	7.66	8.66	11.25
Investments (Money & Capital Market)	67.31	63.64	64.12	58.63	52.72
Shareholder's Equity	100.61	95.45	88.86	83.62	75.04
Net Asset Value per Share (NAVPS)	19.31	18.32	17.06	16.85	16.18
Earnings per Share	2.09	2.31	1.96	2.27	2.21
Stock Dividend	5%	-	-	5%	7%
Cash Dividend	6%	11%	10.50%	10%	7%

FINANCIAL HIGHLIGHTS IN GRAPHS



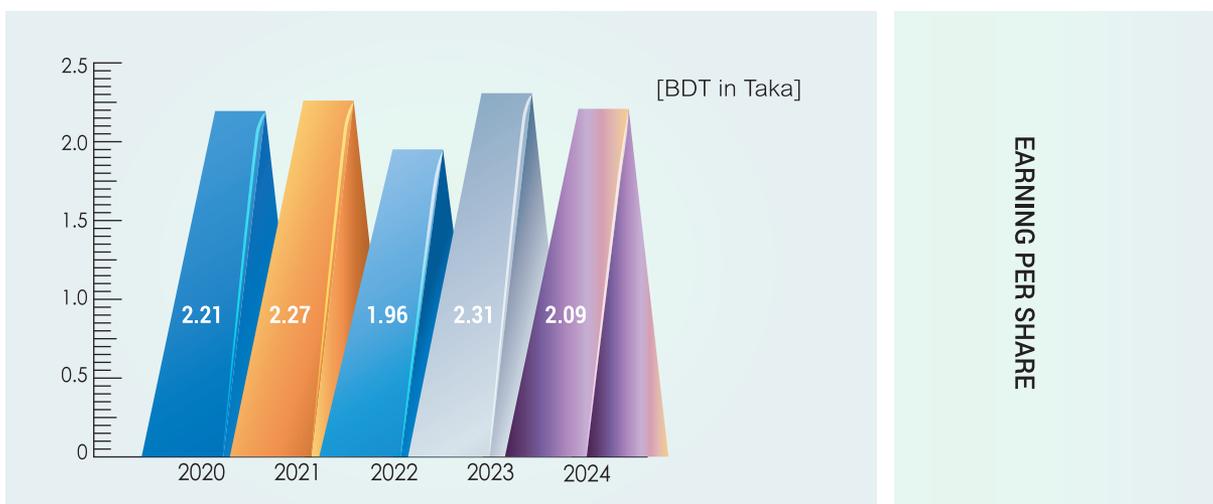
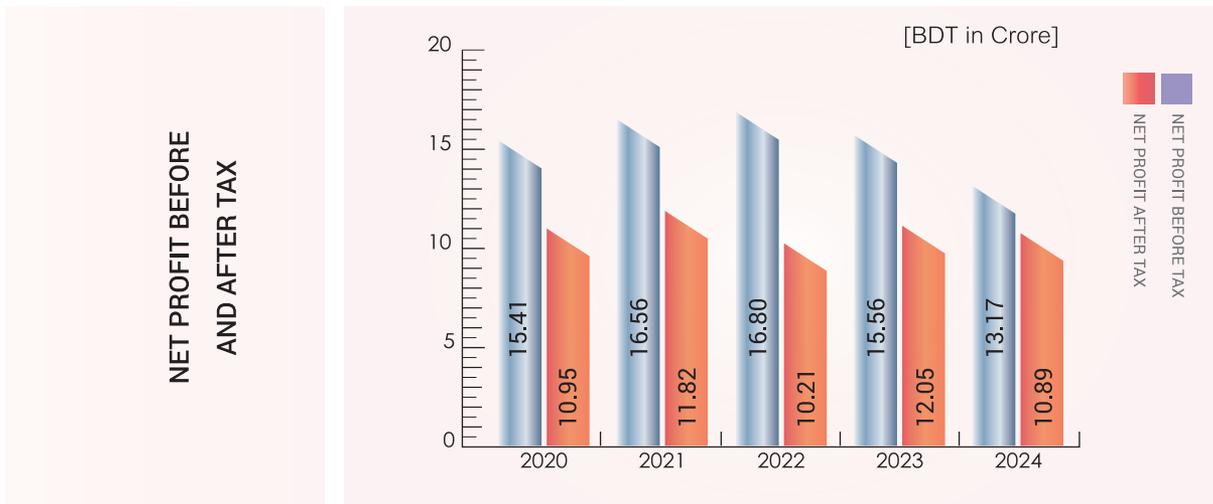
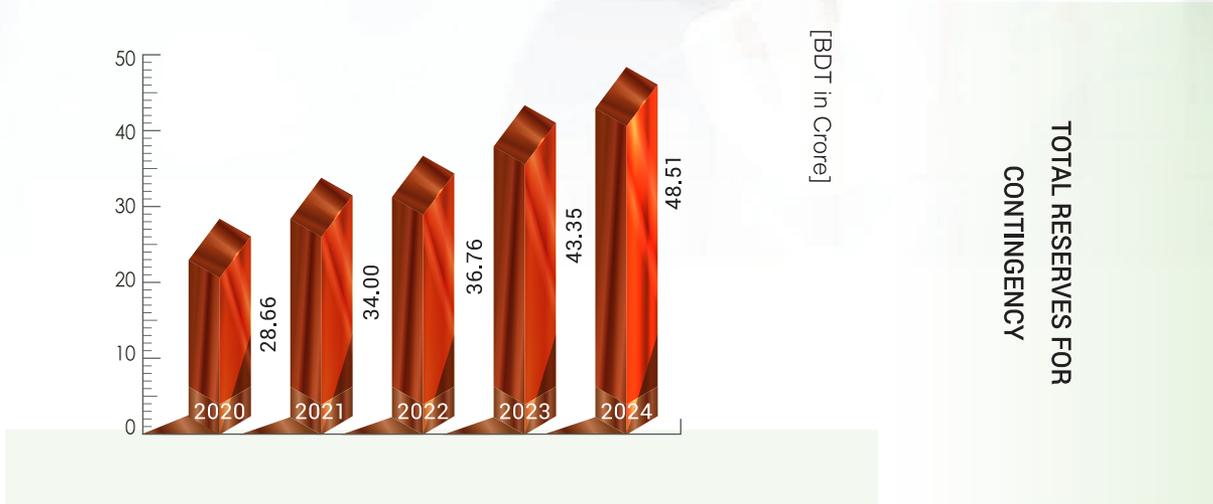
PAID-UP CAPITAL

GROSS AND NET PREMIUM INCOME



TOTAL ASSETS

FINANCIAL HIGHLIGHTS IN GRAPHS





KEY RATIOS PERTAINING TO INSURANCE BUSINESS OF REPUBLIC INSURANCE COMPANY LIMITED

NB: N/A= Not Applicable

Particulars	2024		2023		Growth (%)
	BDT Cr.	Ratio (%)	BDT Cr.	Ratio (%)	
Gross Premium Income	88.76	N/A	100.96	N/A	(12.08)
Net Premium Income	53.34	N/A	62.48	N/A	(14.63)
Re-insurance Premium Ceded as % of Gross Premium Income	35.42	39.91	38.48	38.11	(7.95)
Net Re-insurance Commission Earned as % of Gross Premium Income	5.55	6.25	6.79	6.73	(18.26)
Net Re-insurance Commission Earned as % of Net Premium Income	5.55	10.40	6.79	10.87	(18.26)
Management Expenses Allocated as % of Gross Premium Income	31.72	35.74	32.98	32.67	(3.82)
Management Expenses allocated as % of Net Premium Income	31.72	59.47	32.98	52.78	(3.82)
Gross Claims Paid as % of Gross Premium Income	5.40	6.08	9.40	9.31	(42.55)
Gross Claims Paid as % of Net Premium Income	5.40	10.12	9.40	15.04	(42.55)
Net Claims Paid as % of Gross Premium Income	2.41	2.72	5.02	4.97	(51.99)
Net Claims Paid as % of Net Premium Income	2.41	4.52	5.02	8.03	(51.99)
Operating Income as % of Gross Premium Income	11.38	12.82	14.01	13.88	(18.77)
Operating Income as % of Net Premium Income	11.38	21.33	14.01	22.42	(18.77)
Net Profit before Tax as % of Gross Premium Income	13.17	14.84	15.56	15.41	(15.36)
Net Profit after Tax as % of Gross Premium Income	10.88	12.26	12.05	11.94	(9.71)



Mr. Mohd. Hanif Chowdhury
Chairman

MESSAGE FROM THE CHAIRMAN

Bismillahhir Rahmanir Rahim

As-Salaamu-Alaikum

Dear Honorable Shareholders,

It is with great pleasure, I welcome you all to the 25th Annual General Meeting (AGM) of Republic Insurance Company Limited (RICL). Today I thank everyone for joining the AGM through the digital platform. I hope you and your family are all safe and keeping well.

Thank you all for linking us today. I am pleased to place before you the Financial Statements of 2024 of the Company together with its performance. I would like to start a brief overview of the performance and strategy of our company. Republic Insurance Company Limited has already entered 25th year of success of non-life insurance business. The Company is moving forward with the determination to maintain non-life insurance business operation and assurance to continuing good governance and maintenance of a steady growth of business with profitability.

The Annual Accounts of the Company for the year 2024 is being presented in spite of the economic challenges and unrest situation in political sector, the Company has able to collect premium at Taka 88.76 Crore during the year 2024. The Net Profit in the year stands at Tk. 15.56 Crore. Outstanding support of the valued Clients and Stakeholders, good guidance from the experienced Board of

Directors and initiatives taken by the competent management team in time, the Company able to achieve the premium.

The Insurance industry is contributing to the GDP growth by procuring businesses. The insurance industry of Bangladesh is lagging far behind in contributing to the GDP of Bangladesh. But there are ample opportunities to increase this contribution to bring it to a considerable percentage. The government may take few strong decisions for increasing the scope of insurance industry making mandatory of some insurance coverage, such as Health Insurance, Hajj and Umrah Insurance, Crop Insurance, etc. and making mandatory of taking policy from the local insurers regarding the capital machineries used in the projects under Public Private Partnership (PPP) and also obtaining Personal Accident policy for the workers working in these projects.

In 2024, Bangladesh faced various challenges in its economy along with highest inflation, an alarmingly high rate of non-performing loans (NPLs) in the banks, grounded bourses, low balance of payments and massive depreciation of taka. The interim government with its members trying to reform the different institutes to address the problems in view of a long term positive intent. If all these intended reforms works positively and if the country gets an elected government the insurance business atmosphere would also become positive.

The new Chairman of IDRA is keen to run the insurance industry with positive move and he has

already issued an important regulations for both life and non-life insurers the much awaited Solvency Margin regulations along with the relevant Gazette Notification for its implementation. IDRA has also been moving with the International Financial Reporting Standard (IFRS) 17: Insurance Contracts, the most complicated Accounting Standard issued by IASB, arranging a short training session with the CFOs of non-life insurers.

The administration of Bangladesh Insurance Association (BIA), has been reformed. The new management of BIA would take required steps to remove the obstacles of Sadharan Bima Corporation (SBC) with regard to prompt settlement of claims to the private companies.

RICL always gives top priority in paying insurance claims and we believe that every insured collected a insurance 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. The Company has paid net claims of Tk. 2.41 crore during the year.

Dear Shareholders, having the prudent business activities and best on the operation profit for 2024, Board of Directors has proposed 11% dividend (6% cash and 5% stock) to the Shareholders of the Company subject to approval by the Shareholders in the 25th AGM.

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 and accordingly RICL has transferred amount at Tk. 5,03,104.69 to CMSF as unclaimed dividend for the year 2020.

Dear Shareholders, our future plan to remain committed to our vision of sustainable growth as we build out our operations on the back of our digital and governance endeavors. The synergy between digital initiatives and operational scale will continue to be a driving force in achieving our strategic objectives. Our focus on customer-led solutions, coupled with prudent risk management, will fortify our position as a trusted partner for individuals and businesses alike.

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.

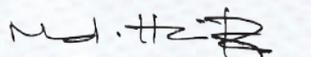
I would like to take this opportunity to express my gratitude to the Board for its guidance and vigilance, which have been instrumental in steering the Company through challenging market conditions. The Board's unwavering commitment to transparency and accountability is truly commendable. Additionally, its strategic foresight and adaptability have played a crucial role in navigating economic volatility and regulatory changes. By embracing a forward thinking approach and leveraging diverse perspectives, the Board has proactively identified risks and opportunities, highlighted areas for improvement, and ensured the organization's long-term sustainability.

My special thanks to our external auditors for their valuable insights and to the shareholders for their unwavering trust and confidence in our vision. Your support motivates us to strive for excellence and continuous improvement.

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

Finally, 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



Dr. A K M Sarwar Jahan Zamil
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 25th Annual General Meeting (AGM) of Republic Insurance Company Limited (RICL). I would like to convey my sincere thanks to all of you for joining in the AGM of the Company virtually through digital platform. For keeping us safe and successfully closing the year 2024 I would like to express my heartfelt gratitude to Almighty Allah .

I extend my sincere appreciation to our loyal clients, trusted partners, and shareholders, whose support has been vital to our progress. The dedication of our Management team, combined with their unwavering support, has enabled us to overcome our expectations that strengthen our legacy of excellence.

Having completed a 25 year journey, RICL has remained dedicated to its mission and try to achieve sustainable growth, creating long-term value for stakeholders, and delivering outstanding customer service. With a strong commitment to its core value of 'customer focus', the Company has consistently supported clients through both challenges and successes, earning a reputation as one of the most reliable non-life insurance providers in the country.

Due to the U.S. dollar austerity measures implemented by the central bank, fluctuations in exchange rates, adherence to regulatory changes, and political reformation, during the year 2024 the Company's operational journey was far from smooth. Despite the economic challenges and unstable banking sectors the Company has able to earn a premium of Tk 88.76 crore in the year 2024. To the best effort of Branch Managers cooperation to promote business and suitable planning of Management Team the Company able to reach the bright position and the summarized of the financial indicators of which presented below:

Particulars	Amount in BDT Crore
Gross Premium	88.76
Net Premium	53.34
Net profit after Tax	10.89
Interest and other income	5.23

RICL's compliance 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.

RICL remains resolute in its commitment to optimism and leadership within the non-life insurance sector. We believe that the future of insurance is bright, and we take pride in being at the forefront, leading the way forward. Our goal is to be an insurer of global standards, aligning with international benchmarks such as IFRS 17.

I am pleased to inform that RICL has achieved an outstanding AA+ credit rating assigned by Alpha Credit Rating Limited (AlphaRating), highlighting its resilience and strong financial stability amidst Bangladesh's fluctuating economic conditions. This achievement reflects our expertise in risk management and our unwavering commitment to maintaining a steady financial position, ensuring continued growth and security for our stakeholders.

Our top priority is to comply with the compliance and regulations of "Insurance Development and Regulatory Authority (IDRA). It is our strength, which facilitates good corporate governance, and adequate service bringing sustainability. We also abide the regulations made by Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange PLC (DSE), Chittagong Stock Exchange PLC (CSE) and Bangladesh Bank (BB).

In a promising development, the Insurance Development and Regulatory Authority (IDRA) has granted in-principal the approval for bancassurance in Bangladesh. This model, widely adopted globally, has proven to be a major contributor to insurance sales. By enabling banks to distribute insurance products, bancassurance fosters mutual benefits for both banks and insurers while expanding financial inclusion.

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.

Since human resource is the back bone of the Company, it has been continuously striving to ensure availability of skilled and experienced

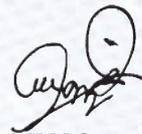
manpower through proper recruitment and training of its existing staff, within the country as well as in abroad. Likewise development of information technology facilities has been given high priority in order to ensure efficient functioning of the Company.

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.

I would like to thank Honorable Chairman and Honorable Board of Directors for their wise counsel, which has been 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

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 25th 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, 2024, for consideration and approval. The Audited Financial Statements were approved by the 156th Meeting of the Board of Directors held on April 30, 2025.

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

GLOBAL ECONOMY

According to the IMF's World Economic Outlook, October 2024, global growth is expected to remain stable yet underwhelming. At 3.2% in 2024 and 2025, the growth projection is virtually unchanged from those in both the July 2024 World Economic Outlook Update and the April 2024 World Economic Outlook. However, notable revisions have taken place beneath the surface, with upgrades to the forecast for the United States offsetting downgrades to those for other advanced economies, particularly the largest European countries. Likewise, in emerging markets and developing economies, disruptions to the production and shipping of commodities, especially oil, conflicts, civil unrest, and extreme weather events have led to downward revisions to the outlook for the Middle East and Central Asia, as well as for sub-Saharan Africa. These have been compensated for by upgrades to the forecast for emerg-

ing Asia, where surging demand for semiconductors and electronics, driven by significant investments in artificial intelligence, has bolstered growth. The latest forecast for global growth five years from now, at 3.1%, remains mediocre compared to the pre-pandemic average. Persistent structural headwinds such as population aging and weak productivity are holding back potential growth in many economies.

Cyclical imbalances have eased since the beginning of the year, resulting in a more favorable alignment of economic activity with potential output in major economies. Global headline inflation is expected to fall from an annual average of 6.7% in 2023 to 5.8% in 2024 and 4.3% in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. As global disinflation continues to progress, broadly in line with the baseline, bumps on the road to price stability are still possible. Goods prices have stabilized, but services price inflation remains elevated in many regions, highlighting the importance of understanding sectoral dynamics and calibrating monetary policy.

As cyclical imbalances in the global economy wane, near-term policy priorities should be carefully calibrated to ensure a smooth landing. In many countries, shifting gears on fiscal policy is urgently needed to ensure that public debt is on a sustainable path and to rebuild budgetary buffers; the pace of adjustment should be tailored to each country's specific circumstances. Structural reforms are necessary to boost medium-term growth prospects, but support for the most vulnerable should be maintained. Chapter 3 discusses strategies to enhance the social acceptability of these reforms, a crucial prerequisite for the successful implementation of these reforms. Multilateral cooperation is more necessary than ever to accelerate the green transition and support debt restructuring efforts. Mitigating the risks of geoeconomic fragmentation and the need to strengthen rules-based multilateral frameworks are



essential to ensure that all economies can reap the benefits of future growth.

BANGLADESH ECONOMY

According to the Asian Development Outlook (ADO) April 2025, Bangladesh's gross domestic product (GDP) is projected to grow by 3.9% in fiscal year (FY) 2025, before increasing to 5.1% in FY2026. Despite growth in Bangladesh's garment exports, the slower growth forecast reflects weaker domestic demand amid a political transition, risks of natural disasters, industrial unrest, and high inflation. Bangladesh's economic growth was 4.2% in fiscal year (FY) 2024. Despite external and domestic headwinds, Bangladesh's economy remains resilient, and this resilience can be further strengthened by implementing crucial structural reforms. Bangladesh should diversify its economy beyond the ready-made garments sector by fostering private sector development. Enhancing resilient infrastructure, improving energy security, strengthening financial sector governance, and attracting foreign investment are crucial to accelerating growth, creating jobs, and boosting competitiveness. Inflation is forecast to accelerate from 9.7% in FY2024 to 10.2% in FY2025, driven by stifled competition in wholesale markets, inadequate market information, supply chain constraints, and the depreciation of the taka. The current account deficit is expected to decrease from 1.4% of GDP in FY2024 to 0.9% of GDP in FY2025, as the trade deficit narrows and remittances rise. ADO April 2025 projects that consumption and investment will grow moderately, driven by strong remittance inflows but partly offset by contractionary monetary and fiscal policies and investor caution. Global tariff increases are also expected to impact Bangladesh's exports and economic growth over time. On the supply side, services growth is expected to be slower due to political uncertainty, financial sector vulnerability, and reduced household purchasing power. Agricultural growth is likely to moderate following repeated floods, while industry growth is expected to improve marginally with a rebound in manufacturing, aided by export growth. The growth forecasts were finalized before the 2 April announcement of new tariffs by the US administration, so the baseline projections only reflect tariffs that were in place previously. However, ADO April 2025 does feature an analysis of how higher tariffs may affect growth in Asia and the Pacific.

GLOBAL INSURANCE MARKET

According to Sigma 5/2024, the primary non-life insurance industry is improving its profitability and economic sustainability. Underwriting results benefited from easing inflation and higher premium rates this year, and we expect them to stay strong in 2025 and 2026. Coupled with improving investment results, this should support profitability. To expect a decade-high 4.3%

global non-life premium growth this year, following the repricing of risk in response to elevated claims. Premium rates are now moderating, and we forecast softer global premium growth of 2.3% annually in real terms over 2025-26, which is below the 3.1% average of the last five years. The active US hurricane season is likely to result in global natural catastrophe insured losses exceeding USD 100 billion this year, marking a fifth consecutive year, and may delay the onset of softer property insurance pricing. The global life insurance industry is buoyant. We project growth of more than twice the historical average, at 3% in real terms over 2025 and 2026, after a decade-high 5% growth in 2024. Total global life insurance premiums are expected to reach USD 4.8 trillion by 2035, up from USD 3.1 trillion in 2024, driven by higher interest rates. US individual annuity sales are expected to set a new record of over USD 400 billion this year.

INSURANCE MARKET IN BANGLADESH

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

According to the Statista Report, the Non-life insurance market in Bangladesh is expected to witness significant growth in the coming years. By 2025, the market size, measured by gross written premiums, is projected to reach US\$6.09 billion. This indicates a positive trend in the country's insurance sector. In terms of per capita spending, the average amount spent on non-life insurance in Bangladesh is estimated to be \$ 34.49 per capita in 2025. This signifies the growing importance of insurance coverage among the population.

Furthermore, the gross written premium is anticipated to exhibit an annual growth rate of 4.22% from 2025 to 2029. This steady growth is expected to result in a market volume of US\$7.18bn by 2029, reflecting the increasing demand for non-life insurance products in Bangladesh. It is worth noting that, in a global comparison, the United States is projected to generate the highest gross written premium in 2025, amounting to US\$ 2.6 trillion. This highlights the dominant position of the United States in the global non-life insurance market. Overall, the non-life insurance market in Bangladesh is poised for growth, driven by rising awareness and the need for insurance coverage.



DIRECTORS' REPORT

The projected numbers indicate a positive trajectory for the industry, presenting opportunities for both insurers and consumers in the country. Bangladesh's non-life insurance market is experiencing a surge in demand, driven by the country's increasing urbanization and economic growth.

COMPANY'S BUSINESS ACTIVITIES AND PERFORMANCE REVIEW

In 2024, the Insurance sector of Bangladesh was under highly challenging conditions. Since the July mass uprising, the insurance business has come to a standstill due to the decline in imports and exports. In this situation, Republic Insurance Company Limited has earned a gross premium of Tk. 88.76 Crore during the year.

Product-wise Performance of the Company

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

Year	2024	2023	2022	2021	2020
BDT Crore	88.76	100.96	83.83	74.84	78.00

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

Class of insurance	Amount in BDT Crore				
	2024	2023	2022	2021	2020
Fire	32.40	38.88	30.39	28.31	36.85
Marine & Hull	42.75	47.01	39.29	34.18	29.55
Motor	4.27	5.27	4.18	3.34	4.67
Miscellaneous	9.34	9.80	9.97	9.01	6.93
Total	88.76	100.96	83.83	74.84	78.00

Fire Insurance

The Fire insurance business constitutes 36.50% of the Company's total portfolio. During the year, the Company has underwritten a gross premium of Tk. 32.40 Crore.

Marine and Marine Hull Insurance

The Marine and Marine Hull insurance business constitutes 48.16% of the total portfolio. The Company has underwritten a gross premium of Tk. 42.75 Crore during the year.

Motor Insurance

The Motor insurance business constitutes 4.81% of the total portfolio. During the year, the Company has underwritten a gross premium of Tk. 4.27 Crore.

Miscellaneous Insurance

The Miscellaneous class of business constitutes 10.53% of the total portfolio. During the year, the Company has underwritten a gross premium of Tk. 9.34 Crore.

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 was necessary to increase the paid-up capital size. Accordingly, the Board of Directors decided to enhance the paid-up capital every year to comply with the Insurance Development and Regulatory Authority's (IDRA) requirements. The Position of Paid-up Capital of the Company is as under:

Year	Description	Amount in Taka
2000	Sponsor's Capital	60,000,000
2008	IPO of Tk. 9 Crore	150,000,000
2009	10% stock dividend	165,000,000
2010	10% stock dividend	181,500,000
2011	10% stock dividend	199,650,000
2012	12% stock dividend	223,608,000
2013	12.50% stock dividend	251,559,000
2014	10% stock dividend	276,714,900
2015	13% stock dividend	312,687,830
2016	12.% stock dividend	350,210,370
2017	12.50% stock dividend	393,986,650
2018	10 % stock dividend	433,385,310
2019	7% stock dividend	463,722,280
2020	7% stock dividend	496,182,830
2021	5% stock dividend	520,991,970
2024	5% stock dividend (Proposed)	547,041,569

Reserve Fund

To protect against the risk factors of the Company, it is necessary to maintain a reasonable amount of reserve funds for the Company. We plan to build up a substantial reserve fund, so that we can meet any financial requirements from it. The position of Reserve for the last five years is as under:

Year	2024	2023	2022	2021	2020
BDT Crore	48.51	43.35	36.76	34.00	28.66



CLAIMS

RICL is always committed to settling insurance claims in a timely manner. Our commitment is to the satisfaction of our customers, and their satisfaction is the foundation of our company's goodwill. The Board of Directors of the Company delegates the power to the Claims Committee for settling any claim in the quickest time. During 2024, the Company paid a net amount of Tk. 2.41 Crore against claims, which helped the customer recover their losses. The last five years' breakup of net claims paid is enumerated below:

Year	2024	2023	2022	2021	2020
BDT Crore	2.41	5.02	2.16	1.68	4.41

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 insufficient to cover a small percentage of catastrophic losses or a single large loss. To protect the interests of the Company as well as its policyholders, every company retains a small percentage of risk in its shares. It shifts a significant portion of risk to other reinsurance companies.

RICL has arranged adequate protection through a reinsurance arrangement with the state-owned Sadharan Bima Corporation (SBC). The Company has full coverage insurance and sufficient catastrophe coverage 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 through reinsurance arrangements. During 2024, the Company paid reinsurance premiums to the extent of Tk. 35.42 Crore to protect the risk covered by the Company. Republic Insurance Company Limited is fully equipped with technical expertise. Our current reinsurance arrangement is well-secured to protect the interests of the Company as well as its policyholders in the event of any consequences.

INVESTMENT

Dear Shareholders, Insurance is a risk management activity primarily used as a hedge against the risk of a contingent or uncertain loss. To mitigate uncertain losses, the Company maintains an investment amount. On the other hand, a good investment is also a significant tool for sustaining and improving the Company's profitability. Republic Insurance Company earns significant investment profits. Due to this, the Board expects to increase the company's investment figure. Our goal is to generate higher profits from the Company's investment. For the greater interest of the Company and its

Shareholders, we ensure the maximum utilization of funds, and in this connection, we have invested them appropriately. The last five years' investment breakup of the Company is as under:

Year	2024	2023	2022	2021	2020
BDT Crore	67.31	63.64	64.12	58.63	52.72

CREDIT RATING

Republic Insurance Company Limited has been awarded "AA+" (pronounced AA Plus) in the long term and "ST-1" 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, enhanced equity base, financial stability, and premium solvency ratio. The rating is, however, constrained by a decline in ROA and reserve solvency ratio, a moderate liquidity position, dependence on investment returns, and moderate systems and processes.

DIVIDEND

Dear Shareholders, it is a great pleasure for the Board of Directors of RICL to recommend a 11% dividend (6% cash and 5% stock) subject to the approval of the Shareholders in the 25th AGM for each share @ Tk. 10 for the year ended December 31, 2024. The Shareholders, whose names would be recorded in the 'Depository Register' on the record date, i.e., on May 25, 2025, shall be entitled to the dividend.

BOARD COMMITTEES

As per the Corporate Governance Code-2018 issued by the Bangladesh Securities and Exchange Commission (BSEC) and the Insurer's Corporate Governance Guidelines-2022 issued by the Insurance Development and Regulatory Authority (IDRA), the Company has five (5) mandatory Sub-Committees of the Board. Other than 5 (five) committees, the Board has also formed 2 (two) other sub-committees. The names of 7 (seven) Sub-committees of the Company are as follows:

01. Audit Committee
02. Nomination and Remuneration Committee
03. Investment Committee
04. Risk Management Committee
05. Policyholder Protection and Compliance Committee
06. Executive Committee
07. Claims Committee

PROFITABILITY OF THE COMPANY

Republic Insurance has consistently demonstrated



DIRECTORS' REPORT

profitability over the years, as evident in its statistical figures. In 2024, despite various macroeconomic challenges, the absence of a usual atmosphere for motor insurance and foreign currency crises, and the need to open the required number of letters of credit to enhance marine cargo insurance, we were able to register a business decrease of 12% compared to 2023. As the insurance business is essentially a risk-taking business and hence vulnerable to fluctuations, Republic Insurance Company Limited follows a conservative policy in both matters of insurance underwriting and investments to safeguard the interests of the Company in the long run.

STATEMENT OF PROFIT & LOSS AND OTHER COMPREHENSIVE INCOME

The Board of Directors is always committed to protecting the interests of our valued shareholders. Under the active guidance and supervision of the Board, the Management performs its responsibility for achieving the Company's financial goal. The Company earned a net profit before tax of Tk. A decrease of 13.17 Crore compared to the previous year reflects that, during the year, the Company was unable to earn the expected profit due to the payment of agency commission, management expenses, and the prior year's income tax provision, which significantly affected the Company's profitability. The breakup of the funds available for distribution is as follows:

Particulars	Amount in Taka Crore	
	2024	2023
Net Profit Before Tax	13.17	15.56
Less: Provision for Income Tax & Deferred Tax	2.28	3.51
Net Profit After Tax	10.89	12.05
Add: Balance brought forward of previous years retained earnings	6.53	6.27
Less: Reserve for Exceptional Losses	5.33	6.25
Less: Cash dividend paid for the 2023	5.73	5.47
Less: General Reserve	0.07	0.07
Funds available for distribution	6.29	6.53

EARNINGS PER SHARE (EPS)

The Earnings per Share (EPS) for the year 2024 stood at Tk. 2.09 in place of Tk. 2.31 in the previous year.

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 various stakeholders, including shareholders, Management, Customers, Suppliers, Financiers, Government, and the community. Corporate governance facilities are the rules and regulations that enable organizations to operate in the best interest of their 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 fundamental principles of Corporate Governance, i.e., transparency and disclosure. Since the company's inception, the Board of Directors has been fully committed to building a strong and empowered Management Team. This helped RICL maintain a good corporate governance status of compliance, as per the conditions imposed by the Bangladesh Securities and Exchange Commission's Notification No. SEC/CM-MRRCD/2006-158/207/ Admin/80, dated June 03, 2018, along with a certificate from a practicing Chartered Accountant, has been presented on pages 76-86 in this report.

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 follows:

Particulars	Amount in Taka Crore
Net Sales/Turnover/Receipts/ Premium earned	88.76
Less: Cost of Sales/Re-insurance premium ceded	35.42
Gross profit/Net premium earned	53.34
Add: Other operating income/ Balance of fund account at the beginning of the year	32.36
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	74.05
Less: Other operating expenses/ Insurance stamps consumed	0.26
Less: Financial expenses/Expenses of management/Expenses for WPPF	3.45
Add: Any other business income	5.23
Profit before Tax	13.17

REMUNERATION PAID TO DIRECTORS INCLUDING INDEPENDENT DIRECTORS

The Company has paid Tk. 1,232,000 as directors' fees to the directors, including Independent Directors, for



attending committee and Board meetings in 2024, which has been mentioned in the company's profit and loss accounts. The Company has not paid any remuneration to the directors in 2024.

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 Annual General Meeting (AGM):

01. Mr. S.M Shafiul Haque
02. Mr. Mahboob Ur Rahman
03. Mrs. Khurshida Rahman

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 pages 20-22.

B. Public Shareholders Directors

Under the exact provisions of the Articles of Association mentioned above, Mr. Hamdan Hossain Chowdhury, Director from group-B shareholders, will retire at this AGM, and being eligible, he offered himself for re-election:

Mr. Md. Arif, FCA, FCMA, was the nominated Director by Unitex LP Gas Ltd. The authority of Unitex LP Gas Ltd. proposed to appoint Mr. Md. Kamrul Hassan, FCA, as the nominated Director of Unitex LP Gas Ltd. in place of Mr. Md. Arif, FCA, FCMA. Accordingly, the Board accepted their proposal and appointed Mr. Md. Kamrul Hassan, FCA, as Nominee Director, nominated by Unitex LP Gas Ltd. from the public shareholder group-B, in its 154th Meeting of the Board of Directors held on February 18, 2025, Subject to approval by the shareholders at the 25th AGM.

Mrs. Shahella Rashid Chowdhury was nominated as the Director by Cove Investment Ltd. The authority of Cove Investment Ltd. proposed to appoint Mr. Mohammad Abul Kalam, ndc, as the nominated Director of Cove Investment Ltd. in place of Mrs. Shahella Rashid Chowdhury. Accordingly, the Board accepted their proposal and appointed Mr. Mohammad Abul Kalam, ndc, as Nominee Director, nominated by Cove Investment Ltd. from the public shareholder group B, at its 155th Meeting of the Board of Directors held on April 22, 2025, Subject to approval by the shareholders at the 25th Annual General Meeting.

Ms. Raimah Chowdhury was nominated as the Director by Binning & Company (BD) Ltd. The authority of Binning & Company (BD) Ltd. proposed to appoint Mr. Anis Ud Dowla as the nominated Director of Binning & Company (BD) Ltd. in place of Ms. Raimah Chowdhury. Accordingly, the Board accepted their proposal and appointed Mr. Anis Ud Dowla as Nominee Director, nominated by Binning & Company (BD) Ltd. from the public shareholder group- B in its 155th Meeting of the Board of Directors held on April 22, 2025, Subject to approval by the shareholders in the 25th AGM.

C. Independent Directors

To comply with the Corporate Governance Code notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated June 03, 2018, the Board of Republic Insurance Company Limited (RICL) appointed Professor Dr. Shobod Deba Nath as Independent Director, subject to prior consent of the Bangladesh Securities and Exchange Commission (BSEC) and approval by the Shareholders in the AGM. Accordingly, the BSEC had given its consent to the appointment of Professor Dr. Shobod Deba Nath as an Independent Director in the Board of RICL, vide letter no. BSEC/I-CA/2023/116/Part-i/493, dated: December 29, 2024.

In compliance with BSEC notification no. BSEC/CMR-RCD/2009-193/76/PRD/151 dated April 4, 2024: The Board is seeking another competent and qualified Female person for appointment as an Independent Director of the Company.

AUDITORS

A. Statutory Auditors

The Company's Statutory Auditor Rahman Mostafa Alam & Co., Chartered Accountants, will retire at the 25th Annual General Meeting. Being eligible under Section 212 of the Companies Act 1994, the Auditors have expressed their willingness to continue for the year 2025 at the existing fee. The Auditors have completed their first year of audit and are hence eligible for reappointment. The Board of Directors recommended for approval of the appointment of Rahman Mostafa Alam & Co., Chartered Accountants as Auditors of the Company for the year 2025 with a fee of Tk. 3,85,000 (Taka three lac eighty five thousand) including VAT & Tax, subject to the approval of Shareholders in the 25th Annual General Meeting (AGM).

B. Compliance Auditor

As per Corporate Governance (CGC) Code No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018, the Board of Directors recommended the approval of the appointment of T. Hussain & Co., Chartered Accountant, as the compliance Auditor for obtaining a certificate of compliance from CGC for the year 2025 at a fee of Tk. 50,000 (Taka fifty thousand) including VAT, subject to approval of shareholders in the 25th AGM.



DIRECTORS' REPORT

C. ICGG Auditors

The Insurance Development and Regulatory Authority (IDRA) issued the Insurers' Corporate Governance Guidelines (ICGG) to be applied by insurance companies to restore corporate governance. As per condition no. 19(2) of ICGG, the Board of Directors recommended the approval of the appointment of Jasmin & Associates, Chartered Secretaries, to obtain a certificate of compliance from ICGG for the year 2025 at a fee of Tk. 30,000 (Taka thirty thousand) excluding VAT, subject to approval of the shareholders in the 25th Annual General Meeting (AGM).

LEVERAGING TECHNOLOGY

We follow, adopt, and update necessary technologies in response to the latest industry changes. The IT department of RICL has successfully implemented a Wide Area Network (WAN) to connect all branch offices nationwide in real-time, thereby providing seamless connectivity and prompt customer service. All Branches are working under IT software. Currently, the IT system generates nearly 200 MIS reports, which enable management to make informed decisions promptly. This is achieved by controlling business procurement through the Computer Integrated Insurance System (CIIS) software and quickly accessing underwriting documents through CIIS for seamless departmental integration with Underwriting, Claims & Reinsurance, and Accounts. By this time, the Company has introduced numerous IT facilities for our shareholders and customers.

We are trying to set up technology-based products such 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 that an adequate and effective control system is in place. However, 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 employees, management, and/or third parties. Transactions are authorized and correctly recorded, and material errors and irregularities are either prevented or detected within a reasonable period. An adequately designed management structure, clearly defined responsibilities, delega-

tion of 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 RICL.

BOARD MEETING

The Board members sometimes review the activities of the Company and decide on topics related to policy, and accordingly, monitor the Company's progress as per the Companies Act 1994 and the Articles of Association. The Board meetings are held accordingly.

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

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 are provided in Note 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 will be credited within 30 (thirty) days of approval, subject to clearance of the regulatory requirements. 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.

CAPITAL MARKET STABILIZATION FUND (CMSF)

The BSEC has established a Capital Market Stabilization Fund (CMSF) using unclaimed or undistributed cash, stock dividends, non-refunded public subscription money, or unallotted rights shares from issuers of listed securities that they have held for more than three years. However, it has yet to demonstrate its performance in making the bourses vibrant. During the year, the Company transferred an amount of Tk. 5,03,104.69 to the CMSF as an unclaimed dividend for the year 2020, in compliance with the rules of the Fund.

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, 2024, of Republic Insurance Company Limited, the Directors confirm, to the best of their knowledge, that:

- (a) 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;
- (b) Proper books of account of the Company have been maintained.
- (c) 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.
- (d) The International Accounting Standards (IAS) and/or IFRS, as applicable in Bangladesh, have been followed in the preparation of the Financial Statements, and any departure therefrom has been adequately disclosed.

- (e) The system of internal control is sound in design and has been effectively implemented and monitored.
- (f) There is no doubt, whatsoever, upon the Company's ability to continue as a going concern;
- (g) 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;
- (h) 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;
- (i) The CEO and CFO have further certified to the Board that, to the best of their knowledge and belief, there are no transactions entered into by the Company during the year that 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
- (j) The declarations of the CEO and CFO of the Board of Directors are shown on page 56 in this report.

OTHER REGULATORY DISCLOSURES

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

- (i) The Company is aware of its various risks and concerns. Financial risk management has been disclosed in Note 2.20 of the financial statements.
- (ii) 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.
- (iii) Appropriate accounting policies have been followed in the preparation of the financial statements, and the accounting estimates are based on reasonable and prudent judgment.
- (iv) The financial statements are prepared in accordance with IAS/IFRS, and any departure therefrom has been adequately disclosed.



DIRECTORS' REPORT

- (v) The Company's IPO was made in 2008.
- (vi) From inception, the Company's financial results have continued to grow, as reflected in its yearly financial statements.
- (vii) No extraordinary gain or loss has been recognized in the financial statements of the Company.
- (viii) No significant variations have occurred between the quarterly and final financial results of the Company for 2024.
- (ix) During the year, the Company has paid a total amount of Tk. 12,32,000 as Board meeting attendance fees;
- (x) All significant deviations from the previous year in the Company's operating results have been highlighted, along with the reasons for these deviations.
- (xi) The key operating and financial data for the last five years are disclosed on page 52 of this report.
- (xii) The Company has proposed a 6% cash and 5% stock dividend for the year 2024.
- (xiii) During 2024, 6 Board Meetings were held, which met the regulatory requirements. The attendance records of the Directors are shown on page 53 in this report.
- (xiv) The rights and interests of the minority Shareholders have been duly protected using transparent operations and proper disclosure of material information of the Company.
- (xv) No bonus or stock dividend has been declared, nor has an interim dividend been declared during the year.
- (xvi) A statement of 'Management Discussion and Analysis' has been presented on pages 54-55 in this report.
- (xvii) The Shareholding pattern of the Company as on December 31, 2024, is shown on page 86 in this report; and
- (xviii) Directors' profiles have been included in the Annual Report in accordance with 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, 2024, 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 the Chief Executive Officer, which has been approved by the Board. The Code of Conduct for the Chairperson, other Board Members, and Chief Executive Officer is disclosed on pages 59-61 in this report.

DIVIDEND DISTRIBUTION POLICY

The dividend policy outlines the amount of cash that will be distributed to shareholders every year as a dividend from the Company's after-tax profit. The dividend policy is based on balancing the value expectations of Shareholders and ensuring the availability of funds for future expansion plans. The Board of Directors of the Company has approved the Dividend Distribution Policy in accordance with applicable Laws and regulatory directives issued by the Bangladesh Securities and Exchange Commission. The Dividend Distribution Policy of the Company is disclosed on pages 67-68 in this report.

NOMINATION AND REMUNERATION POLICY

The Company has prepared a Nomination and Remuneration Policy, which has been approved by the Board. The Nomination and Remuneration Policy is disclosed on pages 63-66 of this Annual Report.

RISKS AND CONCERNS

Without risk, no business can be assumed to be successful, whether it is small or large. The insurance business deals with the risks of other companies and the personal property of individuals. As a non-life insurer, RICL deals with various types and numbers of risks, including underwriting risks such as fire, Marine cargo and Hull, Motor vehicle, and Miscellaneous risks like burglary, personal accident policies, engineering, and crop insurance. High risks under different scenarios are identified, assessed, and monitored through regular analysis by our specialist risk assessment team, which includes professionals from insurance and engineering. Furthermore, the main strategic risks identified by the company, as well as the high-value clientele, are regularly monitored by Senior Management, including any mitigating actions. Insurance risks are classified into strategic risks, underwriting risks, reinsurance risks, reserving risks, investment risks,



liquidity risks, and socio-political-economic risks. Republic Insurance continuously monitors those risks and takes appropriate measures to deal 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 2024 and the corresponding strategies employed to mitigate them. The Key risks identified for the company are:

Economic Risk:

According to the World Bank's October 2024 update report, at a crossroads to upper-middle-income status, Bangladesh faces intertwined challenges in the short and medium terms. Bangladesh's economic growth over the past decade has faced significant challenges in recent years. Real GDP growth is estimated to have moderated to 5.2 percent in FY24, down from 5.8 percent in FY23. Inflation has remained elevated, financial sector vulnerabilities worsened, and pressure on the external sector persisted. Growth is expected to rebound gradually in the medium term.

To achieve its vision of attaining upper-middle-income status, Bangladesh needs to create jobs through a competitive business environment, build a skilled labor force, develop efficient infrastructure, and establish a policy environment that attracts private investment.

Development priorities include diversifying exports beyond the RMG sector, resolving financial sector vulnerabilities, making urbanization more sustainable, and strengthening public institutions, including fiscal reforms to generate more domestic revenue for development. Addressing infrastructure gaps would accelerate growth. Addressing vulnerability to climate change and natural disasters may help Bangladesh to continue to build resilience to future shocks. Pivoting towards green growth would support the sustainability of development outcomes for future generations.

Market volatility:

The insurance industry is vulnerable to market fluctuations, which can impact 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.

Cybersecurity threats:

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

Underwriting Risks:

Inaccurate risk assessment and underwriting may lead to substantial financial losses. RICL employs advanced data analytics, artificial intelligence, and machine learning algorithms to enhance underwriting accuracy. Regular training programs ensure that 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.

RISK MANAGEMENT

An organization needs to analyze and critically comprehend the risks to which it is exposed and the potential loss associated with such risks. After obtaining a clear understanding of the risk and its consequences, management can make informed decisions about the acceptability or otherwise of those exposures. Risk management thus enables management to effectively deal with uncertainty and its associated risks, along



DIRECTORS' REPORT

with opportunities for capacity building. The fundamental objective of risk management is to preserve 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 risk management mechanism, which is part of their overall risk management strategy. The insurer must manage the acquired risks competently to operate their business profitably, even after adequately settling claims, thereby retaining customer confidence as a trusted insurer. This presents the operational challenge for risk management on the part of a non-life insurance company, such as Republic Insurance Company.

Business Risk:

RICL manages its business risks arising from various underwriting policies through underwriting professionals at the branch level, with the assistance of IDRA guidelines. The Company has decentralized its underwriting functions and delegated powers to its zonal offices and branches, enabling them to render prompt, efficient, and effective services to clients. Risks associated with policies are assessed by underwriting officers of the respective branch for underwriting policies up to a specific limit of the sum insured. Beyond this limit, risk assessment of different policies is conducted by the internal Risk Inspection Team.

Insurance Risk:

RICL mitigates this risk with the assistance of its experienced professionals, who conduct pre-insurance surveys of large and complex risks. 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 recognize that the insurance industry in Bangladesh needs to transform. Lack of frequent training from developed nations results in an information gap and underdevelopment 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 both inside and outside the country for its staff. 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 company's business.

Market Risk:

The insurance sector in Bangladesh has immense potential. The industry is likely to flourish as the country moves towards becoming a middle-income country. The government plans to expand the insurance facility to include more people. For all these reasons, the industry is very lucrative. The number of insurance companies is increasing daily. Competition among insurance companies is increasing day by day, which may significantly 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 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 the 'Insurance Act 2010'. The preceding act was introduced to regulate the insurance industry more strictly, protect the policyholders' interests, and establish fair and healthy competition within the industry. The government also established the 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 a significant influence over the interest rate structure of funds held by RICL. Income from FDR accounts is a substantial portion of total income. Income from fixed and other deposits may decrease due to a reduction in the interest rate of commercial banks.

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



Internal Control Risk:

Internal control risk arises from non-compliance with rules and regulations, which ultimately hurts overall business performance.

The Company's internal control system has been designed to provide 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, management should routinely check whether the internal control system is adequate and relevant to the company's current operational process; failure to do so could disrupt operations and hamper overall profitability.

Liquidity Risk:

Liquidity is the risk that a firm, although solvent, either does not have sufficient financial resources available to meet its obligations as they fall due or can secure them only at an 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 refers to the ability to buy and sell investments quickly and easily. This is a function of the size of RICL holdings relative to the availability of counterparties 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.

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 a risk management system for any enterprise necessitates complete disclosure of risk reporting, risk identification, risk control, and risk financing matters.

The basic risk-specific information that needs to be gathered and recorded is:

01. Disclosure of risk in respect of the date and time of occurrence of the incident, along with its corresponding extent of loss;
02. An internal enquiry report that identifies the possible cause of such an 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 casualties due to any default or negligence in the construction and maintenance of its factory or office premises.

Disclosures relating to Risk reporting ensure the proper identification of physical hazards based on risk factors, analysis of appropriate measures to control risks, and, last but not least, to decide on the extent of risk financing. RICL, through its expert professionals, imparts awareness to clients on achieving the objectives of analyzing risk factors associated with various activities, observing how risks can impact the decision-making process, and how operational risks can be managed effectively by arranging adequate insurance protection.

Transparency is key to the existing risk management system that RICL always encourages its clients to maintain; risk reporting and disclosure ensure such transparency. It helps keep records to aid in proper risk inspection and thus arrange for adequate insurance protection, providing further advisory support for better risk management.

RICL thus ensures and encourages proper risk management of its clients, which benefits them by 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 help control the overall manufacturing and business environment. After all, following a loss, the economic consequences are mitigated through the mechanism of Insurance; However, we can never fully compensate for the effects of the loss on human beings, society, the country, and the world at large.

AUDITORS OPINION

Basis for Qualified Opinion:

Opinion 01: According to the company's records, Sadharan Bima Corporation (SBC) reports a balance of Tk. 486,363,396 in receivables and Tk. 46,947,525 in payables. We have received confirmation from SBC regarding a payable amounting to BDT 587,999,899. Although the company has partially reconciled the payable balance, but it has not supplied supporting documentation to substantiate this reconciliation. As regards receivable, we did not receive any confirmation from SBC.

Explanation: The Company has been arranging reinsur-



DIRECTORS' REPORT

ance business with Sadharan Bima Corporation since 2000. According to our company's books of accounts, the payable figure to Sadharan Bima Corporation is shown as Tk. 4,69,47,525.00 only. Our external Auditors, Rahman Mostafa Alam & Co. Chartered Accountants, have carried out the Audit of our company's accounts for the year ended December 31, 2024. In the financial Accounts, they have given a qualified opinion that the payable amount to Sadharan Bima Corporation is Tk. 58,79,99,899/-, which differs from our payable amount to Sadharan Bima Corporation. In this regard, they have written a letter to SBC and requested confirmation of the said figure. SBC confirmed the figure receivable from RICL, but the amount receivable by RICL from SBC was not mentioned in their letter. A reconciliation statement with supporting documents regarding the matter was explained to our external Auditor.

Opinion 02: In accordance with Section 2(10) of the Bangladesh Labour Act, 2006, organizations are required to recognize gratuity expenses equivalent to 45 days' wages for each year of service for employees who have completed more than 10 years of service. Unfortunately, the organization has not fulfilled this obligation. While the company has provisioned for the basic salary of the most recent month within this year's gratuity calculation, it has not sufficiently addressed the shortfall in recognizing past service costs, as the current basic salary surpasses that of prior years.

Explanation: As per the approved policy regarding gratuity provision by the Board of Directors, dated January 3, 2013, the Company is making a provision/paying as employees' gratuity fund equivalent to 30 days' wages for each year of service for employees who have completed more than 10 years of service. In light of the auditors' observation, the matter shall be forwarded to the Board Meeting.

Opinion 03: According to IFRS 9, Paragraphs 5.5, the life time expected credit loss of deposit clearing and short deposits aggregating Tk. 7,989,718 should be recognized in the Profit and Loss Account as a loss immediately. However, as per the board of directors' resolution, the Company intends to write it off over the next seven years, and the financial statements reflect this approach.

Explanation: According to the Board of Directors' resolution, the said balance is being written off over 7 (seven) years. The written-off process is continuing into the current year as well. As of March 31, 2025, the balance is reduced to Tk. 75,90,231. The matter shall be resolved gradually.

Emphasis of Matter (EM):

The External Auditors draw attention to the following financial statement issue, but our opinion is not modified in respect of this issue:

EM 01: According to the Insurance Act 2010, section 21, schedule 1, a Non-Life Insurance company's sponsors and directors must hold 60% of the total paid-up capital. However, the company's sponsors and directors hold 40.48% instead of 60%. (Ref: note no. 3).

Explanation: Since the registration date (18/05/2000) of the company, the board of directors and the sponsor of the company have jointly held 100% of the company's shares. However, due to the regulatory obligation of IDRA, the company floated its shares through an IPO in 2009, and the directors' and sponsors' shareholding was reduced to 40.48% after the post-IPO issue. The requirement for a 60% shareholding by the company's directors and sponsors came into effect in 2010. We have yet to increase our directors' and sponsors' holding to 60%.

EM 02: The company has made a WPPF provision since 2014 and requires disbursing amounts to the Workers' Participation Fund, Workers' Welfare Fund, and Workers' Welfare Foundation Fund in the required 80:10:10 ratio according to Section 234 of the Bangladesh Labor Act, 2006. As per labor law, the WPPF balances must be disbursed within nine months from the year-end. Still, it has not disbursed any amounts as instructed by BIA letter ref BIA3(58)/2023, dated July 12, 2023, which has been disclosed in note no. 10

Explanation: The Company is making provision for WPPF as per Section 234 of the Bangladesh Labour Act, 2006, in accordance with the prudence approach of the ICAB/IASB Conceptual Framework. However, distribution is delayed due to a management decision, as per the Bangladesh Insurance Association, vide letter no. BIA-3(58)/2023, dated July 12, 2023, has applied, with the recommendation of IDRA, to renounce the insurance companies from the making provision of WPPF as per Section 234 of the Bangladesh Labour Act, 2006. The decision in this regard is currently being processed.

EM 03: Note No. 12(a) of the financial statements, describes the Deed of Trust of the Gratuity Fund as required by the labor law, which is in process.

Explanation: The registration of the truth deed is undetermined.

EM 04: Note 21 states that three FDRs are liens with IDRA as part of the company's paid-up capital, in line with IDRA directive (Ref: ৫৩.০৩.০০০০.০৫১.৪৮.০০২.২৪.৯৩ dated 28.07.2024).

Explanation: As part of the regulatory requirement of IDRA, the mentioned FDRs were linked with IDRA, which is the primary regulatory authority of Bangladesh to regulate insurance companies.

EM 05: Annexure A, indicates that the mutation process



DIRECTORS' REPORT

for land valued at BDT 6,238,556 is currently underway.

Explanation: The mutation of land situated at the Basundhara Baridhara Project, Dhaka, Plot # 3906/H and 4009/H, Block P, is in progress.

EM 06: Note No. 13 of the financial statements, which describes the unclaimed dividend dedicated accounts balance and payment status.

Explanation: The shortfall of dividends was subsequently deposited in the designated bank account for dividend payment.

FUTURE PROSPECTS

The non-life insurance sector in Bangladesh has undergone significant transformations in recent years, reflecting the country's dynamic economic landscape. In Bangladesh, marine insurance is considered the lifeguard for the non-life insurance business. Marine insurance is heavily dependent on imports, which have been continuously disrupted by political unrest; however, the market is expected to improve in the future.

The non-life insurance market continues to be extremely overcrowded compared to developing countries, including our neighbors. The general insurance industry underwent significant changes in 2023. The pandemic has accelerated the industry's digital transformation, leading to 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, including the endorsement of Bancassurance and the issuance of Corporate Governance Guidelines for Insurance companies.

It is a matter of optimism that the Insurance Development and Regulatory Authority (IDRA) has rightly identified the obstacles in the insurance industry and is trying to resolve those problems. Notable steps already taken include the prohibition on undertaking risk with a premium rate lower than the tariff rate and stopping the practice of issuing insurance documents without receiving a premium. Insurance Companies and the Bangladesh Insurance Association (BIA) have come forward to implement the steps adopted by IDRA with sincerity. By this, insurance companies are benefiting and advancing gradually

toward prosperity. We are strengthening our marketing and other departments within the Company to substantially increase our gross premium income by adhering to the rules and regulations of IDRA. We hope to generate higher returns for shareholders' investments in the years to come.

CONCLUSION

The Board of Directors of the Company takes this opportunity to express its gratitude to the shareholders, valued clients, patrons, and well-wishers for their appreciation and continued support and cooperation. 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 its deep appreciation to management and all staff members who were called upon to face significant challenges while maintaining the highest standards of service to our clients. We thank everyone for their performance.

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

May Allah bless us all. Allah Hafez

On behalf of the Board of Directors



(S.M Shafiul Hoque)
Vice Chairman



KEY OPERATING & FINANCIAL HIGHLIGHTS 2020-2024

[BDT in Crore except ratios]

Particulars	Terms	2024	2023	2022	2021	2020
Financial Position						
Total assets	Taka	176.88	165.50	155.37	151.58	136.75
Investments	Taka	67.31	63.64	64.12	58.63	52.72
current assets	Taka	156.21	144.36	135.97	126.20	110.96
Non- current assets	Taka	20.67	21.14	19.40	16.73	14.54
Cash & cash equivalents	Taka	3.83	7.91	7.66	8.66	11.25
Net asset	Taka	100.61	95.45	88.86	83.62	75.04
Current liabilities	Taka	76.27	70.05	66.51	67.97	61.71
Total Reserve for contingency	Taka	48.51	43.35	36.76	34.00	28.66
Operating Performance						
Gross premium	Taka	88.76	100.96	83.83	74.84	78.00
Net premium	Taka	53.34	62.48	50.32	41.15	50.64
Net claims	Taka	2.41	5.02	2.16	1.68	4.41
Underwriting profit	Taka	11.38	14.01	15.85	16.05	14.24
Profit before tax	Taka	13.17	15.56	16.80	16.56	15.41
Net profit after tax	Taka	10.89	12.05	10.21	11.82	10.95
Interest & other income	Taka	5.23	4.63	3.85	4.07	4.49
Cash flow from operating activities	Taka	5.85	5.97	8.83	8.85	13.70
Net operating cash flow per share	Taka	1.12	1.15	1.69	1.78	2.95
Financial Ratios						
Stock Dividend	%	5	-	-	5	7
Cash Dividend	%	6	11	10.50	10	7
Earnings per share	Taka	2.09	2.31	1.96	2.27	2.21
Return on shareholders' fund	%	10.82	12.63	11.49	14.14	14.59
Return on capital employed	%	13.09	16.30	18.91	19.80	20.54
Return on assets	%	6.16	7.28	6.57	7.80	8.00
Claim ratio	%	4.52	8.03	4.29	4.09	8.71
Surplus ratio	%	53.02	65.46	56.63	49.21	67.49
Solvency ratio	Times	(0.38)	3.30	3.86	3.97	3.50
Debt equity ratio	%	75.81	73.39	74.84	81.29	82.24
Price earnings ratio	Times	14.07	17.40	17.04	23.35	25.57
Current ratio	Taka	2.05	2.06	2.04	1.86	1.80
Underwriting/Gross profit ratio	Taka	21.33	22.42	31.50	39.01	28.12
Dividend payout ratio	Taka	28.71	47.62	53.57	44.05	31.67
Dividend yield	Taka	2.04	2.74	3.14	1.89	1.24
Equity status						
Paid-up capital	Taka	52.10	52.10	52.10	49.62	46.37
Shareholders' equity	Taka	100.61	95.45	88.86	83.62	75.04
Market value per share	Taka	29.40	40.20	33.40	53.00	56.50
Net assets value per share	Taka	19.31	18.32	17.06	16.85	16.18



DIRECTORS' MEETING & ATTENDANCE 2024

Name of Board Members	Board of Directors (BOD)		Audit Committee (AC) Meeting		Nomination & Remuneration Committee (NRC) Meeting		Investment Committee (IC) Meeting		Claims Committee (CC) Meeting		Executive Committee (EC) Meeting		Policyholder Protection and Compliance Committee (PPCC)		Risk Management Committee (RMC)			
	Total BOD Meeting held 2024	Meeting attended	Attendance as % of total meeting held	Total AC Meeting held 2024	Meeting attended	Attendance as % of total meeting held	Total IC Meeting held 2024	Meeting attended	Attendance as % of total meeting held	Total CC Meeting held 2024	Meeting attended	Attendance as % of total meeting held	Total EC Meeting held 2024	Meeting attended	Attendance as % of total meeting held	Total RMC Meeting held 2024	Meeting attended	Attendance as % of total meeting held
Mr. Mohd. Hanif Chowdhury Chairman	6	6	100%															
Mr. S.M. Shafiqul Hoque Vice Chairman	6	6	100%	5	5	100%	3	3	100%	5	5	100%	1	1	100%			
Mrs. Hasina Gazi Director	6	-	-															
Mrs. Khurshida Rahman Director	6	6	100%		3	2	100%							1	1	100%		
Mr. Sadeque Hossain Chowdhury, Director	6	5	83%															
Mr. Mahboob Ur Rahman Director	6	1	17%	5	2	60%	3	3	100%	-	-	-						
Mrs. Shahin Haider Director	6	5	83%															
Mr. Feroz U. Haider Director	6	5	83%				3	1	33%									
Mrs. Shahella Rashid Chowdhury, Director	6	5	83%				3	1	33%	5	4	80%						
Mr. Md. Arif, FCA, FCMA Director	6	6	100%	5	5	100%				5	5	100%						
Mr. Hamdan Hossain Chowdhury, Director	6	5	83%				3	1	100%	5	5	100%						
Ms. Raimah Chowdhury Director	6	4	80%															
Mr. Md. Abdur Rouf Independent Director	6	3	100%	5	3	100%	3	1	100%									
Mr. Md. Shafiqul Islam Independent Director	6	6	100%	5	5	100%	3	1	100%				1	1	100%			
Professor Dr. Suborna Barua Independent Director	6	6	100%				3	1	100%									

NB: % of attendance calculated on the basis of tenure of Boar Members or Committee Members.



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 REPARATION 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 the Insurance Act 2010 have been complied with while preparing the

financial statements, as well as in compliance with the Companies Act 1994. Additionally, the Bangladesh Securities and Exchange Commission Rules of 1987, the Listing Regulations of Dhaka Stock Exchange Ltd., and the Listing Regulations of Chattogram Stock Exchange Ltd. A detailed description of the accounting policies and estimates used for the preparation of the company's financial statements is disclosed in Note 2 of the financial statements.

B. COMPARATIVE ANALYSIS OF FINANCIAL PERFORMANCE OR RESULTS AND FINANCIAL POSITION AS WELL AS CASH FLOWS FOR THE CURRENT FINANCIAL YEAR WITH IMMEDIATELY PRECEDING FIVE YEARS

The Company has 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 the immediate preceding five years, are as follows:

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

Particulars	Amount in BDT Crore				
	2024	2023	2022	2021	2020
Gross premium	88.76	100.96	83.83	74.85	78.00
Net premium	53.34	62.48	50.32	41.15	50.64
Underwriting profit	11.38	14.01	15.85	16.04	14.24
Interest & other income	5.23	4.63	3.85	4.07	4.49
Net profit before tax	13.17	15.56	16.80	16.56	15.41
Net profit after tax	10.89	12.05	10.21	11.82	10.95
Paid-up capital	52.10	52.10	52.10	49.62	46.37
Shareholders' equity	100.61	95.45	88.86	83.62	75.04
Total assets	176.88	165.50	155.37	151.58	136.75
EPS	2.09	2.31	1.96	2.27	2.21
NOCFPS	1.12	1.15	1.69	1.78	2.95
NAVPS	19.31	18.32	17.06	16.85	16.18

C. COMPARISON OF SUCH FINANCIAL PERFORMANCE OR RESULTS AND FINANCIAL POSITION, AS WELL AS CASH FLOWS, WITH THE PEER INDUSTRY SCENARIO

Key areas of financial performance and financial position, as well as cash flows, with peer industry scenario for the year 2023, were as follows:

Figures are in BDT Crore, except for NAVPS, EPS, and NOCFPS items.

Particulars	Republic Insurance Co. Ltd.	Rupali Insurance Co. Ltd.	Central Insurance Co. Ltd.	Asia Insurance Ltd.	City Gen. Insurance Co. Ltd
Gross Premium	100.96	55.66	55.86	74.43	82.09
Net Premium	62.48	32.59	37.87	39.80	51.65
Underwriting profit	14.01	10.27	10.18	10.52	21.64
Investment & Other Income	4.63	3.98	9.90	7.08	9.93
Net profit before tax	15.56	8.60	13.03	13.61	30.04
Net profit after tax	12.05	7.46	10.50	9.53	20.56
Paid up Capital	52.10	76.67	53.15	47.07	68.17
Shareholder's equity	95.45	187.64	265.65	112.77	139.09
Total assets	165.50	264.67	378.95	256.59	213.59
NAVPS	18.32	17.06	49.99	27.40	20.40
EPS	2.31	0.97	1.98	2.02	3.02
NOCFPS	1.15	1.63	2.20	2.70	2.53

Source: Published Annual Report 2023 of the mentioned companies



MANAGEMENT DISCUSSION AND ANALYSIS

D. CHANGES IN ACCOUNTING POLICIES AND ESTIMATION

The Company has consistently followed policies and made estimates in preparing its financial statements. However, IFRS 9 replaces IAS 39 from the previous year, and any changes resulting from this replacement are incorporated into the accounts accordingly.

E. FINANCIAL AND ECONOMIC SCENARIO OF THE COUNTRY AND THE GLOBE

Global Economy:

According to Sigma 5/2024, the global economy is poised for further solid expansion. They forecast global real GDP growth of 2.8% in 2025 and 2.7% in 2026, roughly in line with the 2024 growth rate. However, the distribution of risks is tilted to the downside, driven by geopolitical risk, the potential for disruptive policy changes, and financial market vulnerabilities. The growing divergence between regions is likely to be accentuated by the policy direction of the next US government.

According to KPMG Global Economic Outlook - December 2024, Global growth is expected to come in at a 3.1% pace in 2024, slightly lower than 2023, and below the pre-pandemic norm of 3.6% from 2000 to 2019. In 2025, we expect growth to accelerate to 3.2% before post-election policies in the US dampen global growth to 3.0% in 2026. The pace of inflation is forecast to continue cooling between now and mid-2025. The forecast thereafter depends heavily on the pace of tariffs and whether a full-blown trade war erupts.

Bangladesh Economy:

According to the MCCI report, in FY24, Bangladesh's economy has shown some signs of improvement, with an increase in foreign exchange reserves and remittances. The country has witnessed massive mayhem in the backdrop of protests by students against the quotas in government jobs over the past few weeks, immediately after the period under review,

which dealt a blow to people's everyday life and business. After the fall of the Awami League government, the interim government took over the charges, and it would take time to normalize the business activities. In terms of US Dollars, the value of GDP in current market prices increased by 1.66 percent to US\$459,046 million in FY24 from US\$451,534 million in the previous fiscal year. Per capita GDP stood at US\$2,675 in FY24, compared to US\$2,643 in FY23, representing an increase of 1.21 percent. Per capita GNI also increased to US\$2,784 in FY24 from US\$2,749 in the previous fiscal year.

F. RISKS AND CONCERNS ISSUES RELATED TO THE FINANCIAL STATEMENTS, EXPLAINING SUCH RISKS AND CONCERNS, AND THE MITIGATION PLAN OF THE COMPANY

The Company has exposures to underwriting risk, credit risk, market risk, and liquidity risk, as reflected in the financial statements. The detailed explanation, along with the Risk management, is disclosed in the Directors' Report.

G. FUTURE PLAN, PROJECTION OR FORECAST FOR COMPANY'S OPERATION, PERFORMANCE, AND FINANCIAL POSITION

Although 2024 was exceedingly challenging for all of us, Republic Insurance Company Limited remains confident in its underlying strengths and resilience and is committed to delivering optimal service to its customers. The Company finds a new pathway for providing services. It will continuously adopt a diversified business approach and invest in building capabilities to further entrench its leadership position in the market and continue the company's successful operations for the 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:

01. The Financial Statements of Republic Insurance Company Limited for the year ended December 31, 2024 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;
02. 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;
03. The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
04. To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
05. Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
06. 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, 2024 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)



REPORT

OF THE AUDIT COMMITTEE

FOR THE YEAR 2024

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 held total 5 (five) meeting in the year 2024 and attendance of the Committee Members are given below:

Name of Members	Period	Meeting attendance		
		Meeting held	attendance	% of attendance
Mr. Md. Shafiqul Islam, FCA Independent Director	01.01.2024-31.12.2024	5	5	100
Mr. S.M Shafiqul Hoque Vice Chairman	01.01.2024-31.12.2024	5	5	100
Mr. Mahboob Ur Rahman Director	01.01.2024-31.12.2024	5	2	40
Mr. Mohammad Arif, FCA, FCMA Director	01.01.2024-31.12.2024	5	5	100
Mr. Md. Abdur Rouf Independent Director	01.01.2024-25.05.2024	3	3	100

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;

- 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, 2024 recommended for submission to the Board of Directors;
- Rahman Mostafa Alam & Co. Chartered Accountants recommended for appointment as the Statutory Auditors of the Company for the year ending December 31, 2025 at a fee of Tk. 3,85,000/- (including VAT & Tax) subject to approval of the Shareholders at the 25th Annual General Meeting;
- T. Hussain & Co., Chartered Accountants recommended as the Compliance Auditor of the Company for the year 2025 at a fee of Tk. 50,000/- (including VAT) subject to approval of the Shareholders at the 25th Annual General Meeting;
- Jasmin & Associated, Chartered Secretaries recommended as the insurer's Corporate Governance Guidelines (ICGG) Auditor of IDRA of the Company for the year 2025 a fee of Tk. 30,000/- (excluding VAT) subject to approval of the Shareholders at the 25th Annual General Meeting;



(Md. Shafiqul Islam, FCA)
Chairman
Audit Committee



REPORT

OF THE NOMINATION AND REMUNERATION COMMITTEE (NRC) FOR THE YEAR 2024

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's Corporate Governance Guidelines (ICGG) by Insurance Development & Regulatory Authority (IDRA) and the Chairman of the NRC is an Independent Director.

The Nomination and Remuneration Committee of Republic Insurance Company Limited held total 3 (three) meeting in the year 2024 and attendance of the Committee Members are given below:

Name of Members	Period	Meeting attendance		
		Meeting held	attendance	% of attendance
Mr. Md. Shafiqul Islam, FCA Independent Director	03.10.2024-31.12.2024	1	1	100
Mrs. Khurshida Rahman Director	01.01.2024-03.10.2024	2	2	100
Mr. Mahboob Ur Rahman Director	01.01.2024-31.12.2024	3	2	67
Mr. Feroz U. Haider Director	01.01.2024-31.12.2024	3	1	33
Mr. Hamdan Hossain Chowdhury, Director	03.10.2024-31.12.2024	1	1	100
Mrs. Shahella Rashid Chowdhury, Director	03.10.2024-31.12.2024	3	1	33
Professor Dr. Suborna Barua Independent Director	09.06.2024	1	1	100
Mr. Md. Abdur Rouf Independent Director	01.01.2024-25.05.2024	1	1	100

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

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/CMRRCD/2006-158/207/ Admin/80 dated June 03, 2018 and condition no. 8.00 of Insurer's Corporate Governance Guidelines (ICGG) by (IDRA).

3 (three) meeting of the Nomination and Remuneration Committee were held during the year and the following recommendations were adopted and placed before the Board:

01. To discuss about resignation of Mr. Saber Hossain Chowdhury, Director and recommend to place the matter before the Board;
02. To discuss and selection of Ms. Raimah Chowdhury for appointment as Nominated Director by Binning & Company (Bangladesh) Limited from public shareholders Group-B and recommend to place the matter before the Board;
03. To discuss and selection of Mr. Shobod Deba Nath, PhD and Ms. Fahmida Haque for appointment as Independent Director of the Company and recommend to place the matter before the Board;
04. To discuss and selection of Mr. S.M. Akramul Haque for appointment as Director from Sponsor Group-A and recommend to place the matter before the Board;

05. To discuss about renewal of contract service of Dr. A K M Sarwar Jahan Zamil as Chief Executive Officer of the Company for further 3 (three) years and recommend to place the matter before the Board;
06. To review and approved yearly increment and promotion of the desk employees of the Company for the year 2024 and recommend to place the matter before the Board.

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 2024 and sought cooperation in the years to come.



(Md. Shafiqul Islam, FCA)
Chairman
NRC



SOLVENCY MARGIN

Solvency margin is the amount by which the assets of an insurer exceed its liabilities, and will form part of the insurer's shareholders' fund. Methods for valuing 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 an insurance company corresponds to its ability to pay claims. The solvency of an 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. As per IDRA published gazette S.R.O No. 313-Act/2024 dated September 18, 2024 Non-life Insurance Solvency Provisions, 2024 the Company has been prepared Solvency Margin.

During 2024, available Solvency Margin of Republic Insurance Company Limited is Tk. (8.54) Crore against Required Solvency Margin Tk. 22.61 Crore and Solvency ratio is (0.38) times.

FORM-SM
Statement of Solvency Margin
For the year ended December 31, 2024

Amount in BDT Crore except ratio

SL	Particulars	Amount	Amount
		December 31, 2024	December 31, 2023
1	Adjusted Assets(A)	111.88	127.35
2	Total Liabilities(B)	120.42	43.24
3	Available Solvency Margin (ASM) (A-B)	(8.54)	84.10
4	Required Solvency Margin (RSM)	22.61	25.49
5	Solvency Ratio (ASM) /(RSM) times	(0.38)	3.30



CODE OF CONDUCT

1.1 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;

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.

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

CODE OF CONDUCT

the affairs, progress and performance of the company;
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;

3.2.d. Delegation to Board Committees and management and approval of transactions in excess of delegated level;

3.2.e. Approval of annual budgets including major capital expenditure proposals;

3.2.f. Critical evaluation of all proposals which require Board's approval and/or directives;

3.2.g. Regular review of financial performance and overdue situation;

3.2.h. Appointment and evaluation of the performance of the top management positions;

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;

3.2.j. Monitoring the adequacy, appropriateness and operation of internal controls.

4. The Roles and Responsibilities of the Chief Executive Officer

4.01. 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.

4.02. Develop a strategic plan to advance the company's mission and vision and to promote revenue, profitability, and growth as an organization;

4.03. 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;

4.04. Recommends yearly budget for Board approval and prudently manages organization's resources within those budget guidelines according to current laws and regulations;

4.05. Ensure that the Company conducts all of its business activities in compliance with legal, regulatory and Company policy, controls and standards;

4.06. Review activity reports and financial statements to determine progress and status in attaining objectives and revise objectives and plans in accordance with prevailing conditions;

4.07. Leads the management in the day-to-day running of the Company's business in accordance with the business plans and within the budgets;

4.08. 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;

4.09. Maintains regular dialogue with the Chairman on important and strategic issues facing the Company and ensures bringing these issues to the Board's attention;

4.10. 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;

4.11. Leads the communication program with the shareholder;

4.12. The CEO shall along with CFO certify the Board that:

4.12.a. They have reviewed financial statements for the year and that to the best of their knowledge and belief;

4.12.b. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

4.12.c. 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;

4.12.d. 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.

4.13. Evaluate performance of top executives of the Company for compliance with established policies and objectives of the company and contributions in attaining objectives;

4.14. Effectively manages the human resources of the organization according to authorized personnel policies and procedures that fully conform to current laws and regulations;

4.15. Putting in place adequate operational planning and financial control systems;

4.16. Representing the company to major customers and professional associations;

4.17. Promote the company to local and international communities;

4.18. Taking remedial action where necessary and informing the board of significant changes;

4.19. 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 transference in favour of the Company for ensuring the interest of the Shareholders".



NOMINATION AND REMUNERATION POLICY

1.00 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.

2.00 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 -

2.01. Frame criteria for determining qualifications, attributes, expertise, experience and independence for recommendation of appointment/removal of Directors;

2.02. Ensure appropriate remuneration package to attract, retain and motivate Directors;

2.03. Devise Policy on performance evaluation of Directors;

2.04. Formulate criteria for determining qualifications, expertise and experience for appointment of top management and make recommendations for their remuneration;

2.05. 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.

3.00 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.

4.00 Definitions

4.01. "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.

4.02. "Board" means the Board of Republic Insurance Company Limited. "Company" Republic Insurance Company Limited (RICL) . "Corporate Governance Code" means Notification no. BSEC/CMRRCD/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.

4.03. "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.

4.04. "Independent Director" means a Director referred to the condition no. 1.2 and 1.3 of Corporate Governance Code.

4.05. '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.

4.06. "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.

4.07. "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.

4.08. "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.

4.09. "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.



NOMINATION AND REMUNERATION POLICY

4.10. "Other Senior Executives" mean the members of core management team (excluding the KMP) and the Functional Heads of the Company.

4.11. "Policy" means Nomination and Remuneration Policy (NRP).

4.12. "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).

4.13. "Service Rules and HR Policy Manual" means Policy framed by Management applicable to all employees of RICL.

5.00 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;

Part III: The remuneration structure for Directors, KMP and Other Senior Executives.

5.01.a 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:

5.01.i. Assist Board in Formulation of Nomination Criteria and Determining Qualification of Directors;

5.01.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;

5.01.iii. Assist Board in Formulating Nomination Criteria and Determining Qualification of KMP and Other Senior Executives;

5.01.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.

5.01.b Board's diversity

The Committee shall devise 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.

5.01.c 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.

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

5.01.e 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.

5.01.f 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.

5.02 PART- II: The criteria of nomination, appointment, performance evaluation and removal of Directors, KMP and other Senior Executives

5.02.a 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



NOMINATION AND REMUNERATION POLICY

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.

5.02.b 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.

5.02.c 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.

5.02.d 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.

5.02.e 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.



NOMINATION AND REMUNERATION POLICY

(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
- (v) 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.

5.03 PART- III: The remuneration structure for Firectors, KMP and other Senior Executives

5.03.a Remuneration criteria of Directors

Remuneration of Directors is determined by taking into 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.

5.03.b 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.



DIVIDEND DISTRIBUTION POLICY

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

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 DISTRIBUTION POLICY

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

- (a) 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;
- (b) 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;

- (c) Applicable tax shall be deducted as per Ordinance before paying out or transferring cash dividend to the respective shareholders bank account;
- (d) Inform the shareholders through SMS to the mobile numbers or email regarding payment of dividend;
- (e) Issuance of withholding Tax certificate, where applicable;
- (f) 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 aforementioned 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.

10.00 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.

11.00 Publication of Information

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



CEO'S CERTIFICATE

FOR COMPLIANCE OF THE CORPORATE GOVERNANCE GUIDELINES OF INSURANCE DEVELOPMENT & REGULATORY AUTHORITY (IDRA).

[As per condition no. 12.1.Gha (7)
of IDRA's CG Guidelines]

As per condition no. 12.1.Gha(7) of Insurer's Corporate Governance Guideline 2023 issued by Insurance Development & Regulatory Authority (IDRA) I, Dr. A K M Sarwar Jahan Zamil, Chief Executive Officer of Republic Insurance Company Limited, hereby certify, to the best of my ability, knowledge and belief that:

- No transactions have been made during the year 2024 by Republic Insurance Company that are fraudulent, illegal, or violation of the Company's Code of Conduct.

This declaration is made to ensure full compliance with the regulatory requirements set forth by the Insurance Development & Regulatory Authority.

Dated: April 22, 2025


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



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 persue 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.

BOARD OF DIRECTORS

Board Size

The Board comprising of 16 (sixteen) Directors out of which 15 (fifteen) are Non-Executive Directors and 1 (one) is Executive Directors who is the Chief Executive Officer (CEO) of the Company. Out of 15 (fifteen) Non- Executive Directors one is the Chairman who has been elected from the Board Members. The composition of the Board complies with the Rules of Insurance Development & Regulatory Authority (IDRA) & notification of Bangladesh Securities and Exchange Commission (BSEC). Directors of the Company have talent, required skills and well experience in providing prudent guidance in respect to the operation of the insurance business. The Chairman and the Chief Executive Officer of the Company are different bodies with separate functions and responsibilities of each.

Board Meetings

The meetings of the Board of Directors of RICL are normally held at the Registered and Corporate Head Office of the Company. The meetings are held frequently to discharge its responsibilities and functions as mentioned above. Meeting is scheduled well in advance and the notice of each Board Meeting is given, in writing, to each Director by the Company Secretary.

The Company Secretary prepares the detailed agenda for the meeting. The Board papers comprising the agenda, explanatory notes and proposed regulations are circulated to the directors in advance for their review. The Members of the Board have complete access of all information of the company enabling them to work efficiently. The Members of the Board are also free to recommend inclusion of any matter in the agenda for discussion. The Company Secretary and the Chief Financial Officer always attends the Board Meeting and other senior management is invited to attend Board Meeting to provide additional inputs to the items being discussed by the

Board and make necessary presentations. Properly designed management structure, clearly defined responsibilities, delegation or authorities, establishment of accountability at each level and system of periodic reporting and monitoring performance are the key elements of the internal control framework employed in RICL.

APPOINTMENT OF DIRECTORS

As per Articles of Association of RICL, Articles no. 107 and every subsequent year, one-third of the Directors representing sponsor shareholders, inclusive of co-opted Directors for the time being and one-third of the Directors from public subscribers, if their (be it sponsor shareholders group or public shareholders group) number is not three or a multiple of three, then the number nearest to one-third shall retire from office.

Provided that retiring sponsors Directors shall be eligible for re-election and be re-elected by the sponsor shareholders while retiring Directors from Public subscribers shall also be eligible for re-election and be re-elected for by the public subscribers.

The Company at the General Meeting at which a Director retires in manner aforesaid may fill up the vacant office by electing a person thereto.

Any new appointment to the Board requires information to the Insurance Development & Regulatory Authority, the BSEC and Stock Exchanges. As per Notification no. S.R.O 288-Law/2016, dated: 19.09.2016 of Capital and Shareholding Rules of the Insurers, Shareholders are eligible to appointment as Directors minimum holding 2% shares of total paid-up capital.

Under section 15B(3); the date, time, place and other particulars of election and the number of Directors to be



INFORMATION ABOUT CORPORATE GOVERNANCE

electd shall be circulated sixty days before such election by advertisement in at least two national daily newspapers. According to the notification nomination in the prescribed form is invited from the eligible shareholders expressing his/her willingness to contest the election of Directors from the public shareholders in the AGM. Elected Public Directors will be appointed for the next term.

INDEPENDENT DIRECTORS

To comply with the requirements of Corporate Governance as per BSEC Notification, the Board of Directors appointed 3 (three) qualified and experienced Male person as Independent Director of the Company. The name of Independent Directors along with profession are as under:

01. Mr. Md. Shafiqul Islam, FCA
Partner, Shafiq Basak & Co.
Chartered Accountants
Experience: Above 30 years
02. Professor Dr. Suborna Barua
Professor, Department of International Business
University of Dhaka
Experience: Above 12 years
03. Professor Dr. Shobod Deba Nath
Professor, Department of International Business
University of Dhaka
Experience: Above 11 years

RESPONSIBILITY OF THE COMPANY SECRETARY, CHIEF FINANCIAL OFFICER AND HEAD OF INTERNAL AUDIT

In accordance with Corporate Governance Code Notification No. SEC/CMRRCD/2006-158/207/Admin/ 80, dated: June 03, 2018 section 3(1)(d) the Roles and Responsibility the Company Secretary, Chief Financial Officer (CFO) and Head of Internal Audit are as follows:

Roles and Responsibilities of the Company Secretary:

Company Secretary is the chief administrative officer of the Company, responsible for the efficient administration of the Company, particularly with regard to ensuring compliance with statutory and regulatory requirements and for ensuring that decisions of the Board of Directors are implemented. The Corporate Governance Guidelines issued by the BSEC also requires a full-fledged Company Secretary as distinct from other managers of the Company. The Company Secretary ensures that an organization complies with relevant legislation and regulation, and keeps Board Members informed of their legal responsibilities. The Company Secretary is the Company's named representative on legal documents and it is his responsibility that the Company and its shareholders operate within the law. It is also his responsibility to register and communicate with the shareholders, to ensure that dividends are paid and to maintain company's records, such as, lists of Directors and shareholders, and annual accounts. The other major responsibilities of Company Secretary are:-

- (a) Serving the Notice, Conducting Board Meeting and Annual General Meeting (AGM) & EGM;
- (b) Serving Notice, Conducting all Board Committees Meeting;
- (c) Serving Notice, Conducting Branches conference;
- (d) Preparation of Minutes & Directors Reports;
- (e) Coordinating with Regulatory Bodies-like SEC, DSE, CSE, RJSC, etc.;
- (f) Controlling Share Department and maintaining all share related Registers;
- (g) Submission of Annual Return and other necessary Forms & Statements to the Registrar of Joint Stock Companies & Firms;
- (h) Maintaining all necessary formalities with SEC, DSE and CSE as required by Law;
- (i) Liaison with CDBL, Bangladesh Bank and Investment Corporation of Bangladesh (ICB) and etc.;
- (j) Conduct AGM, EGM and maintain the relation with Public Shareholders.

Roles and Responsibilities of the Chief Financial Officer:

- (a) To prepare Monthly, Quarterly and Annual Accounts, finalize the payroll, business analysis, various bill checking, prepare Bank reconciliation statement, fund management, developing & implement the International Accounting Standard, Companies Act, Insurance Act, Income Tax Act, VAT Act, BSEC, DSE and CSE Rules and Regulations;
- (b) To make statements for Insurance Development & Regulatory Authority (IDRA) asked by IDRA as per their requirements from time to time;
- (c) To prepare, examine, and analyze accounting records, financial statements, and other financial reports to assess accuracy, completeness, and conformance to reporting and procedural standards;
- (d) To analyze business operations, trends, costs, revenues, financial commitments, and obligations, to project future revenues and expenses or to provide advice;
- (e) To develop, maintain, and analyze budgets, preparing periodic reports that compare budgeted costs to actual costs;
- (f) To develop, implement, modify, and document record keeping and accounting systems, making use of current computer technology;
- (g) To prepare forms and manuals for accounting and book keeping personnel, and direct their work activities;
- (h) To survey operations to ascertain accounting needs and to recommend, develop, and the maintain solutions to business and financial problems;
- (i) To advise management about issues such as resource utilization, tax strategies, and the assumptions underlying Revenue budget forecasts;
- (j) To appraise, evaluate, and inventory real property and equipment, recording information such as the property's description, value, and location;
- (k) To check and control branches accounts;
- (l) To conduct the Internal, External, Special Audit, VAT Audit and Tax Audit of the Company.



INFORMATION ABOUT CORPORATE GOVERNANCE

Roles Responsibilities of the Head of Internal Audit:

- (a) To check Bill, Voucher, Petty Cash Book, Salary Statement, cancellation Cover Note & Refund premium, Bank Deposit Slip with Bank through Online Banking, Agent Commission, Stamp & Challan register, daily expenditures Vouchers, Requisition and daily transactions and to monitor day to day Business Collection;
- (b) To Conduct Internal Audit of the Branches as per guidelines of the Management and prepare Report;
- (d) To perform Audit Procedures according to ISA;
- (d) To verify fixed assets and inventory and review purchase register;
- (e) To identify control gap and opportunities for improvement;
- (f) Planning and conducting audit applying techniques tests and sampling method.

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.

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.

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;



INFORMATION ABOUT CORPORATE GOVERNANCE

- (d) Minimize energy and water use within our premises and processes in order to conserve supplies and minimize the consumption of natural resources;
- (e) 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;
- (f) Comply with all applicable environmental regulations;
- (g) 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;
- (h) Communicate our environmental commitment to our clients, contractors, suppliers and the community;
- (i) Strive to continually improve RICL environmental management system and performance & implement corrective actions.

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:

- (i) Positive net current assets
- (ii) Positive operating cash flows
- (iii) Positive key financial ratios
- (iv) Consistent payment of dividends
- (v) Credibility in payment of obligations
- (vi) Performance growth
- (vii) Positive underwriting results and trends
- (viii) No key management turnover
- (ix) Good business expansion
- (x) Spread of business across diverse clientele
- (xi) Good market reputation and clients satisfaction
- (xii) Significant amount of investment in FDR and government bonds
- (xiii) Positive operating cash flows
- (xiv) Positive key financial ratios
- (xv) Consistent payment of significant amount of dividend to shareholders
- (xvi) Credibility in payment of claims to the insured and other obligations
- (xvii) Positive performance growth
- (xviii) Positive underwriting results and trends
- (ixx) Strong reinsurers to support the risk management
- (xx) Good market reputation and clients' satisfaction
- (xxi) Good corporate environment and employees
- (xxii) Satisfaction of employees and stakeholders
- (xxiii) Maintenance of sufficient capital base as required by law
- (xxiv) Strong claim paying ability (CPA)
- (xxv) Strong credit rating by the best rating agency in the country



INFORMATION ABOUT CORPORATE GOVERNANCE

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.

Evaluation Results

Quarterly evaluation results of the company for the year 2024 as compared with 2023 are as follows:

Particulars	2024					2023				
	Q1	Q2	Q3	Q4	Total	Q1	Q2	Q3	Q4	Total
Gross premium income	25.27	23.41	20.20	19.88	88.76	29.03	22.86	23.92	25.15	100.96
Net premium income	14.66	13.74	15.42	9.52	53.34	16.93	12.34	15.93	17.28	62.48
Add: Net R/I Commission earned	1.90	1.42	0.30	1.93	5.55	2.17	2.07	1.22	1.33	6.79
Add: Investment & other income	1.92	1.67	1.46	1.18	5.23	0.86	1.30	1.16	1.30	4.63
Total income	17.48	16.83	17.18	12.63	64.12	19.96	15.71	18.31	19.92	73.89
Total M. expenses with Claims and others	13.63	12.45	13.96	10.91	50.95	15.97	11.10	14.12	17.15	58.33
Net profit before tax	3.85	4.38	3.22	1.73	13.17	3.99	4.61	4.19	2.77	15.56
Provision for income tax	0.93	1.09	0.33	(0.07)	2.28	0.93	1.25	0.95	0.38	3.51
Net profit after tax	2.92	3.29	2.89	1.79	10.89	3.06	3.36	3.24	2.39	12.05
Earnings per share (EPS)	0.56	0.63	0.56	0.34	2.09	0.59	0.64	0.62	0.46	2.31

GOOD GOVERNANCE AND RICL

Good governance is about the processes for making and implementing decisions. It's not about making 'correct' decisions, but about the best possible process

for making those decisions. It starts with a clear strategy for the organization. In good governance, accountability is a fundamental requirement and those charged with the governance have obligations to report, explain and are answerable for the consequences of decisions it has made.

In good governance, stakeholders should be able to follow and understand the decision-making process. This means that they will be able to clearly see how and why a decision was made what information, advice and consultation considered, and which legislative requirements they followed. In good governance, fairness and transparency are always prioritized.

Good governance identifies ways to improve company practices and also promotes social good by investing in the society. All men and women should have a voice in decision-making. Republic Insurance Company Limited has considered all the said characteristics of good governance and applied in its decision-making process.

Strong and ethical Board, sound decision making process, equitable men and women representation in the Board, effective management representation in the Board,

qualified and professional management, low employees' turnover, steady and stable growth, consistency return of investment, compliances of laws and regulations are the instances of good governance realization.

NO. OF NON-SHAREHOLDING DIRECTOR

Board of Directors of Republic Insurance Company Limited (RICL) is constituted with 15 Directors, out of which 12 members are shareholding and rest 3 members are Independent Directors with no shareholding.

SHAREHOLDING CONCENTRATION (PUBLIC)

Number of shares of public shareholding is 31,006,854 which is 59.52% of total number of shareholders.

AUDIT COMMITTEE LED BY INDEPENDENT DIRECTORS

The Audit Committee is chaired by Mr. Md. Shafiqul Islam, FCA Independent Director. There is another Director in the Committee to preside over the Audit Committee meeting in the absence of the regular Chairman as per BSEC code.

DIRECTORS' MINIMUM SHAREHOLDING

As per BSEC Notification dated 21 May 2019. Each director other than independent director of any listed company shall hold minimum 2% (two percent) shares of the paid-up capital.





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, 2024. 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 and BSEC/CMRRCD/2009-193/76/PRD/151 dated April 04, 2024 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 25, 2025

Mohammad Abu Kawsar, FCA

Partner

T. Hussain & Co.

Chartered Accountants,



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 and conditions amended by the Notification no. BSEC/CMRRCD/2009-193/66/PRD/148 dated October 16, 2023 and BSEC/CMRRCD/2009-193/76/PRD/151 dated April 04, 2024 issued under section 2CC of The Bangladesh Securities and Exchange Ordinance, 1969:

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.01(1)	BOARD OF DIRECTORS			
	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	Independent Directors			
1(2)(a)	At least 2 or one fifth(1/5) of the total number of directors in the company's board shall be independent directors;		✓	The Company has 3 ID. As per requirement of BSEC guideline the Board appointed a female person as ID, but due to non-compliance of condition no. 1(3)(d) she was not eligible to be consider as ID and BSEC decline her appointment. owever the Board is searching another competent female person for ppointment as ID.
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. Shafiqul Islam, FCA 0.0% 2. Dr. Suborno Barua 0.0%, 3. Dr. Shobod Deba Nath 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.	✓		



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.	N/A		
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, and D. Shobod Deba Nath is the Professor of Dhaka University having more than 12 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 CGC

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 2024
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 therefrom 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.	✓		



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% dividend (6% cash & 5 % stock) for the year 2024.
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 2024
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			
1(5)(xxiv)(a)	shareholders	✓		
1(5)(xxiv)(b)	a brief resume of the director;	✓		Stated in the profile of directors in the annual report
1(5)(xxiv)(c)	Nature of his/her expertise in specific functional areas; 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	✓		
1(5)(xxv)(a)	financial statement, among others focusing on: 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 CGC

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



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 CGC

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. Md. Shafiqul Islam, FCA 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	✓		5 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.	✓		



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 CGC

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	✓		Mr. Md. Shafiqul Islam, FCA, Chairperson of NRC
6(3)(b)	In the absence of chairperson of NRC, the remaining members may elect one of themselves as chairman of the meeting.	✓		In Practice
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	✓		In Practice
6.4	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year	✓		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC	✓		3 NRC meeting held in 2024 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	✓		



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 CGC

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

The pattern of shareholding as at December 31, 2024

- 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:

SI	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. Shafiul Hoque	Vice Chairman	1233418	-	
	Mrs. Hasina Gazi	Director	1578760	157500	Spouse
	Mr. Sadeque Hossain Chowdhury	Director	1062189	1044316	Spouse
	Mrs. Khurshida Rahman	Director	1736635	-	
	Mrs. Shahin Haider	Director	1041983	1042370	Spouse
	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	-	
	Ms. Raimah Chowdhury	Director (Nominated by Binning & Co. (BD) Ltd.)	1184778	-	
	Mr. Md. Shafiqul Islam, FCA	Independent Director	Nil	-	
	Professor Dr. Suborna Barua	Independent Director	Nil	-	
(b)	Dr. A K M Sarwar Jahan Zamil	CEO	Nil	-	
(c)	Mr. Sajan 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. Shamsuddin	Additional Managing Director & Incharge, Paltan Branch	Nil
Mr. Md. Anwarul Islam	Deputy Managing Director, Head Office, Dhaka	Nil
Mr. Mohammed Rukunuzzaman	DMD & Branch Incharge, Local Office, Dhaka	Nil
Mr. Md. Nazim Uddin	Assistant Managing Director & Incharge, Elephant Road Branch	Nil

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

Name	Designation	Share
Nil	Nil	Nil



**Certificate of Compliance with the Insurers' Corporate Governance Guidelines of
Republic Insurance Company Limited
(As required under the IDRA Corporate Governance Guidelines-2023)**

We have examined the compliance statement with the guidelines on Corporate Governance of **Republic Insurance Company Limited** for the year ended 31st December 2024. These guidelines relate to the conditions of the "Insurers' Corporate Governance Guideline-2023" on Corporate Governance issued by the Insurance Development and Regulatory Authority (IDRA) and which is circulated vide Reference No. 53.03.0000.075.22.025.2020.230 dated October 19, 2023.

Compliance with the Corporate Governance Guideline-2023 is the responsibility of the Board of Directors and Management of the Company. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance with the conditions of Corporate Governance Guidelines 2023 Condition No 19(2). This is a scrutiny and verification and an independent audit on compliance with the conditions of Corporate Governance as regulated by IDRA and to issue a Certificate.

We also state that such compliance is neither an assurance as to the future viability of the Company nor a certification of the efficiency or effectiveness with which the Management has conducted the affairs of the Company. This is also no endorsement of the quality of the contents in the Annual Report of the Company for the year 2024.

Based on our review and verification, we report that, in our opinion:

The Company has complied with most of the conditions of the Guideline issued by IDRA including the conditions related to Board Size, Board Composition, Appointment of Independent Directors and Selection of Chairperson; Constitution or Re-constitution of Audit Committee, Nomination and Remuneration Committee (NRC), Investment Committee, Risk Management Committee, and Policyholders Protection & Compliance Committee; Appointments of Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary (CS) and Head of Internal Audit & Compliance (HIAC); Laying down Roles, Duties and Responsibilities of CEO, CFO, CS, HIAC; Reporting by Audit Committee and NRC; Maintaining Website and Making Disclosures therein; Appointment of Corporate Governance Auditors, and Disclosure of Report, Related Party Information and Certification on Compliance with the Guideline in the Annual Report;

We acknowledge that, subject to the remarks and observations, the Company is expected to ensure compliance with all applicable provisions of the "Insurers' Corporate Governance Guideline-2023" and that **the Governance of the Company is satisfactory.**

For: **Jasmin & Associates**
Chartered Secretaries


(Jasmin Akter, FCS)
Managing Partner

Place : Dhaka, Bangladesh
Dated : May 8, 2025



SELF-ASSESSMENT REPORT OF INSURER'S CORPORATE GOVERNANCE GUIDELINES OF IDRA.

Compliance under SL. 19 (1)
of ICGG issued by IDRA

Republic Insurance Company Limited (RICL) has consistently adhered to all applicable laws, regulations, and policy directives issued by the relevant authorities since its inception. The Company has established a robust and effective corporate governance framework that promotes transparency, accountability, and integrity across all levels of operation.

The Company is fully committed to complying with each provision of the Corporate Governance Guidelines for Insurers, 2023, issued by the Insurance Development and Regulatory Authority (IDRA). It diligently safeguards the rights and interests of shareholders, stakeholders, and policyholders through well-defined administrative responsibilities, publicly disclosed accountability mechanisms.

The Company's corporate governance philosophy underscores the importance of Board independence as a fundamental element in ensuring objectivity, transparency, and fairness in all corporate dealings. Accordingly, the Corporate Governance Report provides disclosures that go beyond the minimum statutory and regulatory requirements, reflecting the Company's commitment to best practices.

Internal governance procedures have been structured to meet high standards of reliability, ensuring the timely availability of accurate and relevant information regarding the Company's financial performance and strategic direction.

The Board of Directors plays a pivotal role in shaping the Company's long-term vision and guiding its governance framework. The Company believes that a well-informed, active, and independent Board is essential for maintaining the highest standards of corporate governance and for ensuring ethical, transparent, and accountable management practices.

In alignment with these principles, the Company remains fully committed to upholding the core values of ethical conduct, prudent decision-making, and responsible leadership at every level of the organization.

BOARD OF DIRECTORS AND COMPOSITION OF THE BOARD

Republic Insurance Company Limited (RICL) has properly maintained the condition regarding the number of directors of the Board of Directors as per the provisions of Section- 76(1) of the Insurance Act, 2010 and the total number of members of its Board of

Directors is 15 (fifteen) of which 7 (seven) are Sponsor Directors, 5 (five) are Public Shareholders Directors and 3 (three) are Independent Directors.

Appointment and re-appointment of directors of RICL has been made in compliance with the provision of the Insurance Act-2010.

The Company has ensured compliance with the requirements of Guideline # 6.2 (Ka) relating to the fitness of the directors of the Board. The Company has also duly complied regarding presiding of Board Meetings by Chairman.

INDEPENDENT DIRECTORS

Republic Insurance Company Limited has appointed 03 (three) Independent directors in the Board of Directors and also has ensured due compliances with the requirements of Guidelines # 6.3 (Ka), 6.3 (Kha) and 6.3 (Ga) concerning the selection, appointment, and reappointment of Independent Directors of the Company.

ROLE OF THE DIRECTORS

The Board of Directors of Republic Insurance Company Limited is committed to achieving the long-term strategic goals of the Company by providing clear direction and effective supervision to ensure efficient and responsible management. In alignment with Corporate Governance Guidelines (CGG) 6.4, the Board actively promotes ethical standards and good governance practices across all levels of the organization.

CODE OF CONDUCT

The Code of Conduct for the members of the Board of Directors of the Company has been duly formulated in accordance with regulatory requirements and good governance practices. The Code of Conduct of the Company can be accessed at the following link: [https://www.riclbd.com/page/code_of_conduct].

BOARD COMMITTEES

The Company has constituted the following committees in compliance with Guideline 7.01 of the Corporate Governance Guidelines for Insurers, 2023:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Investment Committee
4. Risk Management Committee
5. Policyholder Protection & Compliance Committee



SELF-ASSESSMENT REPORT

These committees have been formed to ensure effective oversight, strategic direction, and compliance with regulatory requirements.

AUDIT COMMITTEE

The Board of Republic Insurance Company Limited (RICL) formed a Audit Committee comprise of 4 (Four) members in line with the requirement of Guideline # 7.2 (Kha) and an Independent Director is the Chairperson of the Committee in line with the requirement of Guideline # 7.2 (Ga).of the Corporate Governance Guidelines for Insurer-2023. The Audit Committee is performing the activities as per the requirements of the Corporate Governance Guidelines for Insurer-2023. During the year 5 (five) Meeting of the Audit Committee meeting were.

Composition of the Audit Committee

Sl.	Name	Position
1	Mr. Md. Shafiqul Islam, FCA Independent Director	Chairman
2	Mr. S.M. Shafiqul Hoque Vice Chairman	Member
3	Mr. Md. Kamrul Hassan, FCA Director	Member
4	Professor Dr. Shobod Deba Nath Independent Director	Member
5	Mr. Sajan Kumar Basak Company Secretary	Member Secretary

NOMINATION & REMUNERATION COMMITTEE (NRC)

The Company formed a Nomination and Remuneration Committee (NRC) which consists of 4 (four) members including Independent Directors and one is selected as the Chairperson of the NRC in line with the requirements of the Corporate Governance Guidelines for Insurer-2023. Nomination and Remuneration Committee (NRC) is playing its role in line with the requirements of the Guidelines. During the year 3 (three) Meeting of the NRC were held.

Composition of the Nomination and Remuneration Committee

Sl.	Name	Position
1	Mr. Md. Shafiqul Islam, FCA Independent Director	Chairman
2	Mr. Feroz U. Haider Director	Member
3	Mr. Hamdan Hossain Chowdhury Director	Member
4	Mr. Mohammad Abul Kalam, ndc Director	Member
5	Mr. Md. Anis Ud Dowla Director	Member

6	Mr. Sajan Kumar Basak Company Secretary	Member Secretary
---	--	---------------------

INVESTMENT COMMITTEE

Republic Insurance Company Limited has an Investment Committee which consists of 06 (six) members Including CEO as per Guideline # 9 (Kha) of the Corporate Governance Guidelines for Insurer-2023. The Investment Committee is also discharging their duties in line with the requirement of Guideline # 9 (Ga) of the Corporate Governance Guidelines for Insurer-2023. During the year 3 (three) Meeting of the Investment Committee Meeting were held.

Composition of the Investment Committee

Sl.	Name	Position
1	Mr. S.M. Shafiqul Hoque Vice Chairman	Chairman
2	Mr. Feroz U. Haider Director	Member
3	Mr. Mahboob Ur Rahman Director	Member
4	Mr. Md. Kamrul Hassan, FCA Director	Member
5	Professor Dr. Suborna Barua Independent Director	Member
6	Dr. A K M Sarwar Jahan Zamil CEO	Member
7	Mr. Sajan Kumar Basak Company Secretary	Member Secretary

RISK MANAGEMENT COMMITTEE

The Company has a Risk Management Committee which consists of 04 (Four) members including CEO. The Committee included an Independent Director and the Committee is conducting its activities in line with the Guideline #10 (Kha). The Committee is discharging its activities in line with the Guideline #10 (Ga).

Composition of the Risk Management Committee

Sl.	Name	Position
1	Professor Dr. Suborna Barua Independent Director	Chairman
2	Mr. Mohammad Abul Kalam, ndc Director	Member
3	Mr. Hamdan Hossain Chowdhury Director	Member
4	Mr. Dr. A K M Sarwar Jahan Zamil CEO	Member
5	Mr. Sajan Kumar Basak Company Secretary	Member Secretary



SELF-ASSESSMENT REPORT

POLICYHOLDER PROTECTION & COMPLIANCE COMMITTEE

Republic Insurance Company Limited has duly complied with the provisions related to the Policyholder Protection & Compliance Committee. Policyholder Protection & Compliance Committee consists of 05 (five) members including CEO and an Independent Director. The Committee is discharging its activities in line with the Corporate Governance Guidelines for Insurer-2023 condition no # 11(Ka), 11(Kha) and 11(Ga). 1(one) Meeting of the Policyholder Protection & Compliance Committee Meeting were held during the year.

Composition of the Policyholder Protection & Compliance Committee

Sl.	Name	Position
1	Mr. Md. Shafiqul Islam, FCA Independent Director	Chairman
2	Mr. S.M Shafiu Haque Vice Chairman	Member
3	Mrs. Khurshida Rahman Director	Member
4	Professor Dr. Shobod Deba Nath Independent Director	Member
5	Mr. Dr. A K M Sarwar Jahan Zamil CEO	Member
6	Mr. Sajan Kumar Basak Company Secretary	Member Secretary

OTHER COMMITTEES

In addition to the above committees of the Board ny has also another 2 (two) sub-committees which presented below:

(a) Executive Committee:

Sl.	Name	Position
1	Mr. Hamdan Hossain Chowdhury Director	Chairman
2	Mr. S.M. Shafiu Hoque Vice Chairman	Member
3	Mr. Mahboob Ur Rahman Director	Member
4	Mr. Mohammad Abul Kalam, ndc Director	Member
5	Professor Dr. Shobod Deba Nath Independent Director	Member
6	Dr. A K M Sarwar Jahan Zamil CEO	Member
7	Mr. Sajan Kumar Basak Company Secretary	Member Secretary

(b) Claims Committee:

Sl.	Name	Position
1	Mr. S.M. Shafiu Hoque Vice Chairman	Chairman
2	Mr. Mahboob Ur Rahman Director	Member
3	Mr. Hamdan Hossain Chowdhury Director	Member
4	Mr. Md. Kamrul Hassan, FCA Director	Member
5	Mr. Anis Ud Dowla Director	Member
6	Professor Dr. Suborna Barua Independent Director	Member
7	Dr. A K M Sarwar Jahan Zamil CEO	Member
8	Mr. Md. Anwarul Islam DMD (Claim & RI)	Member Secretary

SENIOR MANAGEMENT AND KEY PERSONNEL

The senior Management and Key personnel referred to in the Corporate Governance Guidelines are the CEO, CFO, CS, CIO, CRO and Head of Internal Audit and Compliance respectively, who are employed on full time basis and do not hold any other executive positions in other company. Chief Executive Officer (CEO) is appointed following the Guidelines of Insurance Development and Regulatory Authority (IDRA).

DISCLOSER INFORMATION OF MEETING OF THE BOARD OF DIRECTORS AND THE COMMITTEES

As per corporate governance guidelines, the Board Meetings and other committee meetings disclosures are published in the Newspaper and Website of the Company. The Company has complied in line with the Condition # 14(1), 14(2) and 14(3).

RELATED PARTY TRANSACTION

RICL discloses the required information in the Financial Statement as per IAS when related party transaction are made. The Company discloses the required information in the Financial Statements as per the requirements of Guideline # 15(Ka), 15(Kha), 15(Ga), 15(Gha), 15(Uma), 15(Cho) and 15(Cha) as and when related party transaction are made.

CORPORATE SOCIAL RESPONSIBILITY

Republic Insurance Company Limited has been properly following Corporate Social Responsibility as mentioned in Guideline # 16. The Company gives emphasis on corporate social responsibility and remains committed in fulfillment of those social responsibilities. The company has actively participated



SELF-ASSESSMENT REPORT

in various social activities through BIA and IDRA.

WHISTLE BLOWING POLICY

As per Guideline # 17 (1) of CG Guidelines to prepare of Whistle Blowing Policy for Insurers of Republic Insurance Company Limited is under process.

OTHER POLICIES

If any require Republic Insurance Company Limited will formed Other Policies.

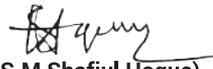
DISCLOSURE OF INFORMATION OF INSURER

According to the Guideline # 18, The Company has been published updated necessary information along with the benefits of the insurance plan on the website of Company also update those information as and when changed.

THE ANNUAL COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Republic Insurance Company Limited (RICL) has duly submitted the Annual Compliance Report 2024 to the appropriate authority and published it in the Annual Report in accordance with Corporate Governance Guideline No. 19(1). RICL has also obtained the Compliance Certificate on Corporate Governance Guidelines for Insurers and disclosed it in the Annual Report as per Guideline No. 19(2).

On behalf of the Board of Directors



(S.M Shafiul Hoque)
Vice Chairman



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 (the Company), which comprise the Statement of Financial Position as at 31 December, 2024, Profit and Loss Appropriation Account, Statement of Profit or Loss & Other Comprehensive Income, Consolidated Revenue Account, Fire Insurance Revenue Account, Marine Cargo Insurance Revenue Account, Marine Hull Insurance Revenue Account, Motor Insurance Revenue Account, Miscellaneous Insurance Revenue Account, 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 and other explanatory information disclosed in notes 1 to 37 and Annexure-A to E.

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the accompanying financial statements present fairly, in all material respects, the financial position of the company as at December 31, 2024 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 Qualified Opinion

01. According to the company's records, Sadharan Bima Corporation (SBC) reports a balance of Tk. 486,363,396 in receivables and Tk. 46,947,525 in payables. We have received confirmation from SBC regarding a payable amounting to BDT 587,999,899. Although the company has partially reconciled the payable balance, but it has not supplied supporting documentation to substantiate this reconciliation. As regards receivable, we did not receive any confirmation from SBC.
02. In accordance with Section 2(10) of the Bangladesh Labour Act, 2006, organizations are required to recognize gratuity expenses equivalent to 45 days' wages for each year of service for employees who have completed more than 10 years of service. Unfortunately, the organization has not fulfilled this obligation. While the company has provisioned for the basic salary of the most recent month within this year's gratuity calculation, it has not sufficiently addressed the shortfall in recognizing past service costs, as the current basic salary surpasses that of prior years.
03. According to IFRS 9, Paragraphs 5.5, the life time expected credit loss of deposit clearing and short deposits aggregating Tk. 7,989,718 should be recognized in the Profit and Loss Account as a loss immediately. However, as per the board of directors' resolution, the Company intends to write it off over the next seven years, and the financial statements reflect this approach.

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 qualified opinion.

Emphasis of Matter

We draw attention to the following financial statement issue, but our opinion is not modified in respect of this issue:

01. According to the Insurance Act 2010, section 21, schedule 1, a Non-Life Insurance company's sponsors and directors must hold 60% of the total paid-up capital. However, the company's sponsors and directors hold 40.48% instead of 60%. (Ref: note no. 3)
02. The company has made a WPPF provision since 2014 and requires disbursing amounts to the Workers' Participation Fund, Workers' Welfare Fund, and Workers' Welfare Foundation Fund in the required 80:10:10 ratio according to Section 234 of the Bangladesh Labor Act, 2006. As per labor law, the WPPF balances must be disbursed within nine months from the year-end. Still, it has not disbursed any amounts as instructed by BIA letter ref BIA- 3(58)/2023, dated July 12, 2023, which has been disclosed in note no. 10



03. Note No. 12(a) of the financial statements, describes the Deed of Trust of the Gratuity Fund as required by the labor law, which is in process.
04. Note 21 states that three FDRs are liens with IDRA as part of the company's paid-up capital, in line with IDRA directive (Ref: ৫৩.০৩.০০০০.০৫১.৪৮.০০২.২৪.৯৩ dated 28.07.2024)
05. Annexure A, indicates that the mutation process for land valued at BDT 6,238,556 is currently underway.
06. Note No. 13 of the financial statements, which describes the unclaimed dividend dedicated accounts balance and payment status.

Our Key Audit Matter

Risk	Our response to the risk
<p>Premium Income:</p> <p>Gross general insurance premiums represent the total premiums received for the full coverage period under contracts entered into during the financial year. Given the materiality of this item, its linkage with other financial statement elements and its inherent sensitivity, we consider premium income recognition to present a significant audit risk.</p>	<p>Our response to the risk:</p> <p>In response to the identified risk, we performed the following procedures to evaluate the appropriateness and accuracy of premium income recognition:</p> <ul style="list-style-type: none"> ➤ Assessed the design and tested the operating effectiveness of key internal controls over the premium income recognition process. ➤ Performed analytical procedures and independently recalculated premium income for the year. ➤ Conducted cut-off testing to confirm that unearned premiums were appropriately deferred and not prematurely recognized. ➤ Reviewed a sample of insurance policies to verify that valid policy stamps were affixed and that policies were duly recorded in the premium register. ➤ On a sample basis, confirmed that premium income was deposited into the designated bank account. ➤ Tested the collection and remittance of VAT on premium income to the government through Treasury Challan. ➤ Verified, on a sample basis, whether reinsurance arrangements were in place and whether corresponding reinsurance premiums were correctly deducted from gross premiums. ➤ Utilized auditor judgment and, where necessary, specialist input to assess any impairment indicators related to reinsurers. ➤ Reviewed the appropriateness of financial statement disclosures in line with applicable accounting standards and regulatory frameworks, including the Insurance Act, 1938 (as amended in 2010), Insurance Rules, 1958, and other relevant guidelines.
<p>See note no 28 to the financial statements.</p>	
<p>Estimated liability in respect of outstanding claims, whether due or intimated, and claim Payment</p> <p>The estimated liability for claims due or reported but not settled involves considerable management judgment and estimation. Misstatement of</p>	<p>Our response to the risk:</p> <p>We assessed both the control environment and undertook extensive substantive testing as follows:</p> <ul style="list-style-type: none"> ➤ Evaluated the design and tested the operating effectiveness of controls over the claim's recognition and estimation process. ➤ Obtained the claims register and tested, on a sample basis, the completeness of recorded claims.



<p>this liability could materially impact the financial statements and may, in severe cases, raise going concern considerations.</p>	<ul style="list-style-type: none"> ➤ Cross-verified a sample of claims with corresponding policy documents and claim forms. ➤ Discussed with management the methodology and assumptions used in estimating outstanding claims and challenged their reasonableness where appropriate. ➤ Reviewed minutes from claims committee meetings to assess decision-making processes related to significant or disputed claims. ➤ For a sample of paid claims, traced transactions to supporting documentation, including intimation letters, surveyor reports, payment registers, bank statements, and ledger entries. ➤ Evaluated the adequacy and appropriateness of related disclosures in accordance with the Insurance Act, 1938 (as amended in 2010), Insurance Rules, 1958, and other applicable regulations.
<p>See note no 07 to the financial statements.</p>	
<p>Investment In Shares</p>	
<p>Fair value reserve on Investment of marketable securities:</p> <p>The company maintains a significant portfolio of investments in listed and unlisted equity securities. While realized gains and dividends are recognized in profit or loss, unrealized gains or losses are transferred to a fair value reserve, in accordance with the company's policy. Due to the impact on equity, NAV and deferred tax liabilities, there is a risk of misstatement, particularly in relation to valuation, classification, and cut-off.</p>	<p>Our response to the risk:</p> <p>To address the risks related to investment valuation and reporting, we undertook the following procedures:</p> <ul style="list-style-type: none"> ➤ Evaluated the design and operating effectiveness of controls over investment monitoring, price updating, and valuation processes. ➤ Obtained year-end investment holdings and performed directional testing to verify report completeness. ➤ Assessed valuation of listed securities in accordance with IFRS 13, using quoted market prices from trusted sources. ➤ Reviewed valuation models and challenged key assumptions for any unquoted investments. ➤ Recalculated year-end unrealized gains or losses and assessed the accuracy of fair value adjustments. ➤ Performed cut-off testing to confirm recognition of gains or losses in the correct reporting period. ➤ Compared the CDDBL (Central Depository Bangladesh Limited) reports with the company's portfolio records to validate fair value adjustments. ➤ Reviewed post-year-end movements in investment values to assess whether subsequent events impacted year-end valuations. ➤ Evaluated the presentation and adequacy of related disclosures in line with applicable accounting standards, the Insurance Act, 2010, Insurance Rules, 1958, and other regulatory requirements.
<p>See note no 16 to the financial statements.</p>	

Other information

Management is responsible for the other information, which comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion.



In connection with our audit of the financial statements, our responsibility is to read the other information 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.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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 judgment and maintain professional skepticism 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 the Bangladesh Securities and Exchange Commission, we also report that:

- (a) We have obtained all the information and explanations that, 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 an 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 of its business re-insured abroad;
- (f) The statement of Financial Position, Profit and Loss Appropriation Account, Statement of Profit or Loss & Other Comprehensive Income, Consolidated Revenue Account, 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.

Firm's Name : Rahman Mostafa Alam & Co. Chartered Accountants

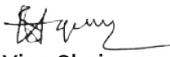
Signature : *Zamhuan*
Auditor's Name : Md. Mustafizur Rahman FCA, (Managing Partner/Enr No.: 0218)
Date : 15 May 2025
Place : Dhaka
DVC : 2505150218AS772572



Statement of Financial Position
 As at December 31, 2024

Particulars	Notes	Amount in Taka	
		December 31, 2024	December 31, 2023
Shareholders equity and liabilities			
Share capital			
Authorized share capital			
100,000,000 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
52,099,197 ordinary shares of Tk.10 each			
Reserve and contingent account	4.00	485,140,914	433,461,635
Reserve for exceptional losses	4.01	409,490,524	356,152,418
General reserve	4.02	12,750,000	12,000,000
Retained earnings	4.03	62,900,390	65,309,217
Total shareholders' equity		1,006,132,884	954,453,605
Balance of funds and accounts	5.00	218,540,529	268,063,467
Fire insurance revenue account		65,050,784	70,029,818
Marine cargo insurance revenue account		109,211,413	129,136,738
Marine hull insurance revenue account		8,646,847	30,239,220
Motor insurance revenue account		16,731,799	19,086,662
Misc. insurance revenue account		18,899,686	19,571,029
Premium deposits	6.00	40,904,536	35,998,036
Liabilities and provisions		503,239,164	396,448,355
Estimated liability in respect of outstanding claims whether due or intimated	7.00	141,270,141	42,354,702
Amount due to other persons or bodies carrying on insurance business	8.00	46,947,525	50,749,239
Lease liabilities (operating leases)	9.00	12,471,399	12,204,155
Payable for WPPF	10.00	62,816,524	56,232,113
Provision for taxation	11.00	187,729,690	188,069,844
Sundry creditors	12.00	49,928,933	44,872,674
Unclaimed dividend	13.00	2,074,952	1,965,628
Total liabilities		762,684,229	700,509,858
Total shareholder's equity and liabilities		1,768,817,113	1,654,963,463
Net Assets Value Per share (NAV)	34.00	19.31	18.32

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

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

Firm's Name : Rahman Mostafa Alam & Co. Chartered Accountants

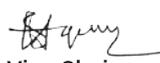
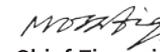
Signature : 
 Auditor's Name : Md. Mustafizur Rahman FCA, (Managing Partner/Enr No.: 0218)
 Date : 15 May 2025
 Place : Dhaka
 DVC : 2505150218AS772572



Statement of Financial Position
 As at December 31, 2024

Particulars	Notes	Amount in Taka	
		December 31, 2024	December 31, 2023
Property and Assets			
Non-current assets		206,729,664	211,396,251
Property, plant and equipment	14.00	57,422,635	65,106,324
Intangible assets	14.01	1,420,027	1,775,034
Right-of-use assets	14.02	13,856,898	14,297,587
Investment in government treasury bond and securities	15.00	112,500,000	107,500,000
Deferred tax	27.00	3,127,379	2,508,979
Investment in shares at market value	16.00	18,402,725	20,208,327
Current assets		1,523,807,230	1,364,445,686
Stock of printing ,stationery and stamp in hand	17.00	563,436	724,864
Amount due from other person or bodies carrying on insurance business	18.00	486,363,396	378,275,937
Interest accrued	19.00	41,109,930	29,118,515
Sundry debtors (including advances, deposits and pre-payments)	20.00	453,591,450	447,590,528
Fixed deposit with banks	21.00	542,179,018	508,735,842
Cash and cash equivalents	22.00	38,280,219	79,121,526
Cash at bank		36,809,172	74,231,719
Cash in hand		1,471,047	4,889,807
Total assets		1,768,817,113	1,654,963,463

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

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

Firm's Name : Rahman Mostafa Alam & Co. Chartered Accountants

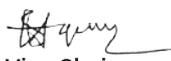
Signature : 
 Auditor's Name : Md. Mustafizur Rahman FCA, (Managing Partner/Enr No.: 0218)
 Date : 15 May 2025
 Place : Dhaka
 DVC : 2505150218AS772572



Profit and Loss Appropriation Account
 For the year ended December 31, 2024

Particulars	Notes	Amount in Taka	
		January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
Balance brought forward from previous year		65,309,217	62,712,045
Profit after tax		108,852,987	120,531,312
Total profit after tax		174,162,204	183,243,357
Appropriation:			
Reserve for exceptional losses	4.01(a)	53,338,106	62,479,983
General reserve	4.02	750,000	750,000
Cash dividend paid for the year 2023		57,309,117	54,704,157
Prior year adjustment		135,409	-
Retained earnings transferred to Statement of Financial Position		62,900,390	65,309,217
Total		174,162,204	183,243,357
Earnings per share	33.00	2.09	2.31

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

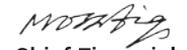

 Vice Chairman


 Director


 Director


 Chief Executive
 Officer


 Company Secretary


 Chief Financial
 Officer

Firm's Name : Rahman Mostafa Alam & Co. Chartered Accountants

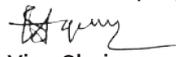
Signature : 
 Auditor's Name : Md. Mustafizur Rahman FCA, (Managing Partner/Enr No.: 0218)
 Date : 15 May 2025
 Place : Dhaka
 DVC : 2505150218AS772572



Statement of Profit or Loss and Other Comprehensive Income
 For the year ended December 31, 2024

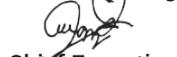
Particulars	Notes	Amount in Taka	
		January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
Operating profit /(loss) transferred from		113,818,301	140,066,634
Fire insurance revenue account		(53,808,832)	(13,702,632)
Marine cargo insurance revenue account		142,313,398	160,367,110
Marine hull insurance revenue account		(2,067,704)	(27,667,041)
Motor insurance revenue account		14,325,455	8,663,208
Misc. insurance revenue account		13,055,984	12,405,989
Add: Non-operating income		52,325,762	46,256,627
Interest income	23.00	52,921,029	43,256,026
Share investment and dividend income	24.00	(1,693,683)	945,517
Other income	25.00	1,098,416	2,055,084
Total Income		166,144,063	186,323,261
Less: Expenses of management		27,871,442	22,943,913
(not applicable to any particular fund or account)			
Advertisement		1,192,598	1,538,272
Audit fees		458,000	458,000
Directors fees		1,232,000	1,248,000
Donation and subscriptions		673,750	552,500
Regulatory charges		1,989,315	3,564,036
Fees and charges		6,548,584	844,872
Renewal and registration fees		1,528,923	359,546
AGM expenses		220,000	210,000
Provision for gratuity expenses	12.00(a)	2,895,788	2,720,710
Write-off deposit clearing and short deposit	20.00(e & f)	1,597,944	1,597,944
Depreciation & Amortization	Annexure-A & B	9,534,540	9,850,033
Net Profit before tax and WPPF		138,272,621	163,379,348
Less: Expenses for WPPF		(6,584,411)	(7,779,969)
Profit before tax		131,688,210	155,599,379
Income tax expenses:			
Current tax (expenses) / income	26.01	(26,167,355)	(35,361,663)
Prior year tax made for over provision	26.02	2,713,732	-
Deferred tax (expenses) / income	27.00	618,400	293,596
Profit after tax		108,852,987	120,531,312
Other comprehensive income		-	-
Total comprehensive income		108,852,987	120,531,312
Earnings per share	33.00	2.09	2.31
Weighted average number of outstanding shares		52,099,197	52,099,197

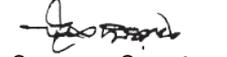
The accompanying notes 1 to 37 and Annexure-A to E form an integral part of the financial statements.

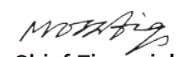

 Vice Chairman


 Director


 Director


 Chief Executive
 Officer


 Company Secretary


 Chief Financial
 Officer

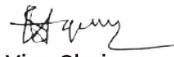
Firm's Name : Rahman Mostafa Alam & Co. Chartered Accountants

Signature : 
 Auditor's Name : Md. Mustafizur Rahman FCA, (Managing Partner/Enr No.: 0218)
 Date : 15 May 2025
 Place : Dhaka
 DVC : 2505150218AS772572



Consolidated Revenue Account
 For the year ended December 31, 2024

Particulars	Notes	Amount in Taka	
		January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
Claims under policies less re-insurance		123,053,766	37,682,179
Claims paid during the year		24,138,327	50,166,295
Add: Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated		141,270,141	42,354,702
Less: Outstanding claims at the end of the previous year		42,354,702	54,838,818
Insurance stamps consumed		2,622,566	5,449,731
Agency commission		100,066,761	116,753,028
Expenses of management	31.00	298,813,543	329,837,611
Profit transferred to Statement of Profit or Loss and Other Comprehensive Income		113,818,301	140,066,634
Balance of account at the end of the year as shown in the Financial Position being reserve for unexpired risks		218,540,529	268,063,467
Total		856,915,466	897,852,650


 Vice Chairman


 Director


 Director

Firm's Name : Rahman Mostafa Alam & Co. Chartered Accountants

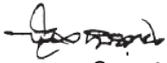
Signature : 
 Auditor's Name : Md. Mustafizur Rahman FCA, (Managing Partner/Enr No.: 0218)
 Date : 15 May 2025
 Place : Dhaka
 DVC : 2505150218AS772572

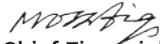


Consolidated Revenue Account
 For the year ended December 31, 2024

Particulars	Notes	Amount in Taka	
		January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
Balance of fund account at the beginning of the year		268,063,467	205,172,320
Premium less re-insurance	28.00	533,381,053	624,799,836
Commission on re-insurance ceded	29.00	54,924,152	65,816,878
Profit commission	30.00	546,794	2,063,616
Total		856,915,466	897,852,650


 Chief Executive
 Officer

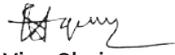

 Company Secretary


 Chief Financial
 Officer



Fire Insurance Revenue Account
 For the year ended December 31, 2024

Particulars	Notes	Amount in Taka	
		January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
Claims under policies less re-insurance		104,267,469	30,909,450
Claims paid during the year		12,202,978	32,966,003
Add: Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated		127,673,697	35,609,206
Less: Outstanding claims at the end of the previous year		35,609,206	37,665,759
Insurance stamps consumed		1,683,197	4,818,993
Agency commission		40,692,926	53,997,113
Expenses of management	31.00	109,066,943	127,020,464
Profit/(loss) transferred to Statement of Profit or Loss and Other Comprehensive Income		(53,808,832)	(13,702,632)
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		65,050,784	70,029,818
Total		266,952,487	273,073,206


 Vice Chairman


 Director


 Director

Firm's Name : Rahman Mostafa Alam & Co. Chartered Accountants

Signature : 
 Auditor's Name : Md. Mustafizur Rahman FCA, (Managing Partner/Enr No.: 0218)
 Date : 15 May 2025
 Place : Dhaka
 DVC : 2505150218AS772572



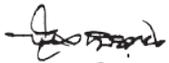


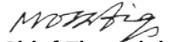
Republic Insurance Company Limited
ত্রিপুরালিক ইনশুরেন্স কোম্পানী লিমিটেড

Fire Insurance Revenue Account
For the year ended December 31, 2024

Particulars	Notes	Amount in Taka	
		January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
Balance of fund account at the beginning of the year		70,029,818	49,079,999
Premium less re-insurance	28.00	162,626,959	175,074,544
Commission on re-insurance ceded	29.00	34,295,710	48,918,663
Profit commission	30.00	-	-
Total		266,952,487	273,073,206


Chief Executive
Officer


Company Secretary


Chief Financial
Officer



Republic Insurance Company Limited
রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড

Marine Cargo Insurance Revenue Account
For the year ended December 31, 2024

Particulars	Notes	Amount in Taka	
		January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
Claims under policies less re-insurance		9,305,845	(4,547,900)
Claims paid during the year		4,742,594	8,703,753
Add: Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated		5,226,948	663,697
Less: Outstanding claims at the end of the previous year		663,697	13,915,350
Agency commission		45,026,942	46,437,142
Expenses of management	31.00	107,572,875	116,399,693
Profit transferred to Statement of Profit or Loss and Other Comprehensive Income		142,313,398	160,367,110
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		109,211,413	129,136,738
Total		413,430,473	447,792,783


Vice Chairman


Director


Director

Firm's Name : Rahman Mostafa Alam & Co. Chartered Accountants

Signature : 
Auditor's Name : Md. Mustafizur Rahman FCA, (Managing Partner/Enr No.: 0218)
Date : 15 May 2025
Place : Dhaka
DVC : 2505150218AS772572



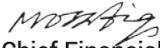
Republic Insurance Company Limited
 প্রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড

Marine Cargo Insurance Revenue Account
 For the year ended December 31, 2024

Particulars	Notes	Amount in Taka	
		January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
Balance of fund account at the beginning of the year		129,136,738	115,608,190
Premium less re-insurance	28.00	273,028,533	322,841,844
Commission on re-insurance ceded	29.00	10,718,408	7,279,133
Profit commission	30.00	546,794	2,063,616
Total		413,430,473	447,792,783


 Chief Executive
 Officer


 Company Secretary


 Chief Financial
 Officer



Republic Insurance Company Limited
রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড

Marine Hull Insurance Revenue Account
For the year ended December 31, 2024

Particulars	Notes	Amount in Taka	
		January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
Claims under policies less re-insurance		338,209	401,408
Claims paid during the year		38,209	401,408
Add: Total estimated liabilities in respect of outstanding claims at the end of the year whether due or intimated		300,000	-
Less: Outstanding claims at the end of the previous year		-	-
Agency commission		1,284,061	1,285,773
Expenses of management	31.00	36,335,727	37,172,699
Profit/(loss) transferred to Statement of Profit or Loss and Other Comprehensive Income		(2,067,704)	(27,667,041)
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		8,646,847	30,239,220
Total		44,537,140	41,432,059


Vice Chairman


Director


Director

Firm's Name : Rahman Mostafa Alam & Co. Chartered Accountants

Signature : 
Auditor's Name : Md. Mustafizur Rahman FCA, (Managing Partner/Enr No.: 0218)
Date : 15 May 2025
Place : Dhaka
DVC : 2505150218AS772572



Republic Insurance Company Limited

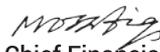
রিপাবলিক ইন্স্যুরেন্স কোম্পানী লিমিটেড

Marine Hull Insurance Revenue Account
For the year ended December 31, 2024

Particulars	Notes	Amount in Taka	
		January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
Balance of fund account at the beginning of the year		30,239,220	6,468,396
Premium less re-insurance	28.00	8,646,847	30,239,220
Commission on re-insurance ceded	29.00	5,651,073	4,724,443
Total		44,537,140	41,432,059


Chief Executive
Officer


Company Secretary


Chief Financial
Officer

Motor Insurance Revenue Account
 For the year ended December 31, 2024

Particulars	Notes	Amount in Taka	
		January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
Claims under policies less re-insurance		8,894,677	10,771,248
Claims paid during the year		6,899,980	7,907,158
Add: Total estimated liabilities in respect of outstanding claims at the end of the year whether due or intimated		7,914,496	5,919,799
Less: Outstanding claims at the end of the previous year		5,919,799	3,055,709
Insurance stamps consumed		562,865	396,721
Agency commission		6,028,433	7,641,188
Expenses of management	31.00	14,372,931	17,217,523
Profit transferred to Statement of Profit or Loss and Other Comprehensive Income		14,325,455	8,663,208
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		16,731,799	19,086,662
Total		60,916,160	63,776,550


 Vice Chairman


 Director


 Director

Firm's Name : Rahman Mostafa Alam & Co. Chartered Accountants

Signature : 
 Auditor's Name : Md. Mustafizur Rahman FCA, (Managing Partner/Enr No.: 0218)
 Date : 15 May 2025
 Place : Dhaka
 DVC : 2505150218AS772572



Republic Insurance Company Limited

রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড

Motor Insurance Revenue Account
For the year ended December 31, 2024

Particulars	Notes	Amount in Taka	
		January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
Balance of fund account at the beginning of the year		19,086,662	15,068,032
Premium less re-insurance	28.00	41,829,498	47,716,656
Commission on re-insurance ceded	29.00	-	991,862
Total		60,916,160	63,776,550


Chief Executive
Officer

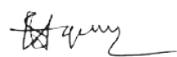

Company Secretary


Chief Financial
Officer



Miscellaneous Insurance Revenue Account
For the year ended December 31, 2024

Particulars	Notes	Amount in Taka	
		January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
Claims under policies less re-insurance		247,566	147,973
Claims paid during the year		254,566	187,973
Add: Total estimated liabilities in respect of outstanding claims at the end of the year whether due or intimated		155,000	162,000
Less: Outstanding claims at the end of the previous year		162,000	202,000
Insurance stamps consumed		376,504	234,017
Agency commission		7,034,399	7,391,812
Expenses of management	31.00	31,465,067	32,027,232
Profit/(loss) transferred to Statement of Profit or Loss and Other Comprehensive Income		13,055,984	12,405,989
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		18,899,686	19,571,029
Total		71,079,206	71,778,052


Vice Chairman


Director


Director

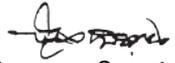
Firm's Name : Rahman Mostafa Alam & Co. Chartered Accountants

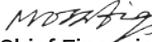
Signature : 
Auditor's Name : Md. Mustafizur Rahman FCA, (Managing Partner/Enr No.: 0218)
Date : 15 May 2025
Place : Dhaka
DVC : 2505150218AS772572

Miscellaneous Insurance Revenue Account
 For the year ended December 31, 2024

Particulars	Notes	Amount in Taka	
		January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
Balance of fund account at the beginning of the year		19,571,029	18,947,703
Premium less re-insurance	28.00	47,249,216	48,927,572
Commission on re-insurance ceded	29.00	4,258,961	3,902,777
Total		71,079,206	71,778,052


 Chief Executive
 Officer


 Company Secretary


 Chief Financial
 Officer

Statement of Changes in Equity
 For the year ended December 31, 2024

Particulars	Share Capital	General Reserve	Reserve for Exceptional Losses	Retained Earnings	Total
Balance as at January 01, 2024	520,991,970	12,000,000	356,152,418	65,309,217	954,453,605
Cash dividend paid for the year 2023	-	-	-	(57,309,117)	(57,309,117)
Profit after tax during the year	-	-	-	108,852,987	108,852,987
Prior year adjustment	-	-	-	135,409	135,409
Appropriation made during the year	-	750,000	53,338,106	(54,088,106)	-
Balance as at December 31, 2024	520,991,970	12,750,000	409,490,524	62,900,390	1,006,132,884

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
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

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


 Vice Chairman


 Director


 Director


 Chief Executive Officer


 Company Secretary


 Chief Financial Officer

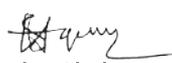
Firm's Name : Rahman Mostafa Alam & Co. Chartered Accountants

Signature : 
 Auditor's Name : Md. Mustafizur Rahman FCA, (Managing Partner/Enr No.: 0218)
 Date : 15 May 2025
 Place : Dhaka
 DVC : 2505150218AS772572



Statement of Cash Flows
 For the year ended December 31, 2024

Particulars	Notes	Amount in Taka	
		January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
A. CASH FLOWS FROM OPERATING ACTIVITIES			
Collection from premium and other income		995,117,054	1,099,520,179
Payment for management expenses, re-insurance and claims		(902,201,635)	(988,405,879)
Income tax paid		(34,444,389)	(51,456,181)
Net cash generated from operating activities		58,471,030	59,658,119
B. CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of fixed assets		(3,123,517)	(8,866,113)
Acquisition of intangible assets		-	(19,500)
Advance against vehicle purchase		(2,118,000)	-
Disposal of fixed Assets		2,495,342	979,000
Investment in shares		(2,541,663)	-
Sale proceeds of investment in shares		1,618,470	-
Investment of fixed deposit		(76,243,176)	(105,625,982)
Disposal of fixed deposit		42,800,000	123,500,699
Investment in govt. securities		(5,000,000)	(13,000,000)
Net cash used in investing activities		(42,112,544)	(3,031,896)
C. CASH FLOWS FROM FINANCING ACTIVITIES			
Dividend paid		(57,199,793)	(54,162,911)
Net cash used in financing activities		(57,199,793)	(54,162,911)
D. Net increase/(decrease) in cash and cash equivalents (A+B+C)		(40,841,307)	2,463,312
E. Cash and cash equivalents at the beginning of the year		79,121,526	76,646,326
Cash and cash equivalents at the beginning of the year before adjusting of translation gain/(loss)		-	79,109,638
Foreign currency translation gain/(loss)		-	11,888
F. Cash and cash equivalents at the end of the year		38,280,219	79,121,526
Net operating cash flows per share (NOCFPS)	35.00	1.12	1.15

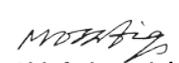

 Vice Chairman


 Director


 Director


 Chief Executive
 Officer


 Company Secretary


 Chief Financial
 Officer

Firm's Name : Rahman Mostafa Alam & Co. Chartered Accountants

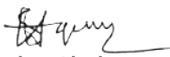
Signature : 
 Auditor's Name : Md. Mustafizur Rahman FCA, (Managing Partner/Enr No.: 0218)
 Date : 15 May 2025
 Place : Dhaka
 DVC : 2505150218AS772572

**Republic Insurance Company Limited**

রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড

Form "AA"**Classified Summary of Assets As at December 31, 2024**

SL. No.	Class of assets	Book Value 2024 (Tk.)	Book Value 2023 (Tk.)	Remarks
A) Non-current assets:				
i) Property, plant and equipments		72,699,560	81,178,945	At cost less depreciation
	Computer	1,779,057	2,122,201	
	Furniture and fixtures	8,928,513	9,841,146	
	Office equipments	1,500,858	1,862,031	
	Vehicles	19,180,856	22,986,190	
	Crockeries and cutleries	81,438	86,704	
	Air conditioner	1,854,078	2,226,627	
	Telephone	212,423	219,695	
	Office decoration	17,592,492	19,455,219	
	Land and land development	6,238,556	6,238,556	
	Sundry assets	54,364	67,955	
	Computer software	1,420,027	1,775,034	
	Right-of-use assets	13,856,898	14,297,587	
ii) Investment:		130,902,725	127,708,327	
	a) Investment in government treasury bond	25,000,000	25,000,000	Not listed in Market
	b) Investment in government securities	87,500,000	82,500,000	Not listed in Market
	c) Investment in shares at market value	18,402,725	20,208,327	At Market price
Total non-current assets (i+ii)		203,602,285	208,887,272	
B) Current Assets:		1,562,087,449	1,443,567,212	
	a) Invstment in fixed deposits with banks	542,179,018	508,735,842	Realizable value
	b) Cash at bank	36,809,172	74,231,719	Realizable value
	c) Cash in hand	1,471,047	4,889,807	Realizable value
	d) Interest accrued	41,109,930	29,118,515	Realizable value
	e) Sundry debtors	453,591,450	447,590,528	Realizable value
	f) Amount due from other persons or bodies carrying on insurance business	486,363,396	378,275,937	Realizable value
	g) Stock of printing , stationery and stamp in hand	563,436	724,864	At cost
C) Other assets				
	Deferred tax assets	3,127,379	2,508,979	Realizable value
Total assets (A+B+C)		1,768,817,113	1,654,963,463	

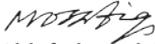

 Vice Chairman


 Director


 Director


 Chief Executive Officer


 Company Secretary


 Chief Financial Officer

Firm's Name : Rahman Mostafa Alam & Co. Chartered Accountants

 Signature : 
 Auditor's Name : Md. Mustafizur Rahman FCA, (Managing Partner/Enr No.: 0218)
 Date : 15 May 2025
 Place : Dhaka
 DVC : 2505150218AS772572

NOTES

TO THE FINANCIAL STATEMENTS

Republic Insurance Company Limited For the year ended December 31, 2024

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, 11% cash dividend on 2023, 6% cash dividend and 5% stock dividend on 2024.

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 2024 under review.

1.03 Authorization date for issuing financial statements:

Financial statements of the Company for the year ended December 31, 2024 were authorized for issue on April 30, 2025 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 actives 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 PLC (DSE) and Chattogram Stock Exchange PLC (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, 2024
- ii) Statement of profit or loss and other comprehensive income for the year ended December 31, 2024
- iii) Statement of consolidated revenue account for the year ended December 31, 2024
- iv) Statement of changes in equity for the year ended December 31, 2024
- v) Statement of cash flows for the year ended December 31, 2024
- vi) Notes, comprising a summary of significant accounting policies and other explanatory information to the financial statements for the year ended December 31, 2024.

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, 2024 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 Company 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, 2024 to December 31, 2024.

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 2023 to June 2024 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 Shadhara Bima 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 notes which were 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:**
05(five), 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 05 (five), 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. 298,813,543 represents approximately 33.67% of tk.887,597,112 (Including public sector business of tk.101,001,532). The expenses have been apportioned 36.50% to fire, 36.00% to marine cargo, 12.16% to marine hull, 4.81% to motor and 10.53% 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 Date: 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-2024 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 2024 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 unadjusted advance payment and remaining lease period of each contract and recognized those in the financial statements for the year ended 31 December 2024 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				
	Current	>30 days	>90 days	>1 year	Total
Cash and cash equivalents, receivables, and advances, deposits and prepayments					
Cash and cash equivalents	38,280,219	-	-	-	38,280,219
Trade and other receivable	-	-	-	486,363,396	486,363,396
Advances, deposits and prepayments	-	90,718,290	136,077,435	226,795,725	453,591,450
Non-current financial assets	-	-	-	130,902,725	130,902,725
Balance as at December 31, 2024	38,280,219	90,718,290	136,077,435	844,061,846	1,109,137,790
Financial liabilities measured at amortized cost					
Trade and other Payable	-	7,042,129	11,736,881	28,168,515	46,947,525
Liability for expenses	-	23,401,748	15,601,166	13,000,971	52,003,885
Balance as at December 31, 2024	-	30,443,877	27,338,047	41,169,486	98,951,410

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	46,947,525	-	16,431,634	11,736,881	18,779,010	-
Liability for expenses	52,003,885	-	18,201,360	13,000,971	20,801,554	-
Balance as at December 31, 2024	98,951,410	-	34,632,994	24,737,852	39,580,564	-

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 extents such entitlement is not subject unresolved contingencies.

As at December 31, 2024 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	2024		2023	
	Directors	Executives	Directors	Executives
Salary	-	51,179,268	-	53,648,030
Festival bonus	-	4,265,019	-	3,946,300
Provident fund	-	1,166,181	-	1,110,421
Gratuity	-	638,820	-	-
Group insurance	-	543,396	-	461,220
Director's fee	12,32,000	-	12,48,000	-
Total	12,32,000	57,792,684	12,48,000	59,165,971

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% dividend (6% cash dividend and 5% stock dividend) on paid up capital for the year ended December 31, 2024 as per approval of Board Meeting held on April 30, 2025 as dividend on paid up capital of Tk. 520,991,970 subject to the approval in the Annual General Meeting (AGM) to be held on June 25, 2025. 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 908.
- ➔ 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, 2024 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.

Notes to the Financial Statements
 For the year ended December 31, 2024

	Amount in Taka	
	December 31, 2024	December 31, 2023
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		
52,099,197 ordinary shares of Tk.10 each fully paid	520,991,970 520,991,970	520,991,970 520,991,970
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., 11% cash dividend on 2023, 6% cash & 5% stock dividend on 2024. 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, 2024 is as under.

Particulars	2024		2023	
	No. of shares	% of holding	No. of shares	% of holding
1. Sponsors and Directors (Group-A)	21,092,343	40.48	21,065,037	40.43
2. General Public (Group-B)	31,006,854	59.52	31,034,160	59.57
Total	52,099,197	100.00	52,099,197	100.00

The sponsors and directors are shareholding 40.48% 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/Ad-min/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	21,092,343	100.00	40.48
Total	15	21,092,343	100.00	40.48

Amount in Taka

December 31,
2024December 31,
2023

Group "B" Shareholders (Public)

Class interval	No. of shareholders	No. of share	% of Total holding	% of Total paid-up capital
1 to 500	1,940	324,296	1.05	0.62
501 to 5000	2,017	3,786,226	12.21	7.27
5001 to 10000	292	2,153,348	6.94	4.13
10001 to 20000	220	3,154,981	10.18	6.06
20001 to 30000	71	1,743,042	5.62	3.35
30001 to 40000	35	1,225,884	3.95	2.35
40001 to 50000	17	755,389	2.44	1.45
50001 to 100000	28	1,881,295	6.07	3.61
100001 to 1000000	32	7,311,856	23.58	14.03
1000001 to 10000000	5	8,670,537	27.96	16.64
Total	4,657	31,006,854	100.00	59.52

3.04 Share capital (paid up)

Opening balance	520,991,970	520,991,970
Add: bonus share issued during the year	-	-
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 31.12.2024	Amount in Taka 31.12.2023
Reserve for exceptional losses	4.01	409,490,524	356,152,418
General reserve	4.02	12,750,000	12,000,000
Retained earnings	4.03	62,900,390	65,309,217
Total reserves and surplus		485,140,914	433,461,635

4.01 Reserve for exceptional losses

As per paragraph 6 of fourth schedule of Income Tax Act 2023 as earlier for the year 2023, 10% of the net premium income was transferred to reserve for exceptional losses. Details of calculation as hereunder:

Opening balance		356,152,418	293,672,435
Add: reserve made during the year (tax exempted)	4.01(a)	53,338,106	62,479,983
Closing balance as on December 31, 2024		409,490,524	356,152,418

Amount in Taka

**December 31,
2024**

**December 31,
2023**

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	
			31.12.2024	31.12.2023
01. Fire insurance business	162,626,959	10.00%	16,262,696	17,507,454
02. Marine cargo insurance business	273,028,533	10.00%	27,302,853	32,284,184
03. Marine hull insurance business	8,646,847	10.00%	864,685	3,023,922
04. Motor insurance business	41,829,498	10.00%	4,182,950	4,771,666
05. Miscellaneous insurance business	47,249,216	10.00%	4,724,922	4,892,757
Total	533,381,053		53,338,106	62,479,983

4.02 General reserve

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

Opening balance	12,000,000	11,250,000
Add: reserve made during the year	750,000	750,000
Closing balance as on December 31, 2024	12,750,000	12,000,000

4.03 Retained earnings

Opening balance of undistributed profit	65,309,217	62,712,045
Less: issuance of bonus share for the year	-	-
Less: cash dividend paid for the year 2023	57,309,117	54,704,157
Retained earnings from previous year	8,000,100	8,007,888
Add: net profit during the year	108,852,987	120,531,312
Total undistributed profit	116,853,087	128,539,200

Appropriation		
Less: reserve for exceptional losses	53,338,106	62,479,983
Less: general reserve	750,000	750,000
Add: prior year adjustment	135,409	-
Closing balance of undistributed profit	62,900,390	65,309,217

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	31.12.2024	31.12.2023
Fire	162,626,959	40%	65,050,784	70,029,818
Marine cargo	273,028,533	40%	109,211,413	129,136,738
Marine hull	8,646,847	100%	8,646,847	30,239,220
Motor	41,829,498	40%	16,731,799	19,086,662
Miscellaneous	47,249,216	40%	18,899,686	19,571,029
Total	533,381,053		218,540,529	268,063,467

Amount in Taka

December 31, 2024 **December 31, 2023**

6.00 Premium deposits

The under mentioned amount includes premium received against cover notes for which policies have not been issued within December 31, 2024. 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.

Fire	14,165	108,985
Marine cargo	36,660,366	34,352,697
Marine hull	-	52,140
Motor	-	-
Miscellaneous	-	-
Stamp duty	1,350,125	1,158,555
Excess deposit	2,879,880	325,659
Total	40,904,536	35,998,036

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

Fire	127,673,697	35,609,206
Marine cargo	5,226,948	663,697
Marine hull	300,000	-
Motor	7,914,496	5,919,799
Miscellaneous	155,000	162,000
Total	141,270,141	42,354,702

All the claims of which the company received intimations within December 31, 2024 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	46,947,525	50,749,239
Total	46,947,525	50,749,239

9.00 Lease liabilities (operating leases)

Break up of the amount is as under:

Opening balance	12,204,155	15,307,725
Add: addition during the year	10,066,570	6,722,785
Add: finance cost during the year	1,172,373	1,260,515
Less: payment during the year	10,638,741	11,086,870
Less: disposal during the year (due to discontinuation of lease rental contract)	332,958	-
Closing balance	12,471,399	12,204,155

10.00 Payable for WPPF

Opening balance	56,232,113	48,452,144
Add: expenses for the year	6,584,411	7,779,969
Total	62,816,524	56,232,113

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.

		Amount in Taka	
		December 31, 2024	December 31, 2023
11.00 Provision for income tax			
Opening balance		188,069,844	205,538,549
Add: current tax provision made during the year	26.01	26,167,355	35,361,663
Total tax liability		214,237,199	240,900,212
Less: adjustment made during the year for the assessment year 2018-2019		26,507,509	-
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, 2024		187,729,690	188,069,844

12.00 Sundry creditors

Salary and allowances		16,412,166	17,735,349
Security deposit (Against open policy)		969,000	969,000
Statutory Audit fees payable(Rahman Mostafa Alam & Co.)		385,000	308,000
Compliance Audit fees payable (T.Hussain & Co.)		50,000	40,000
Gratuity fund	12.00(a)	7,939,496	7,371,803
Withholding tax deduction at source		678,308	891,382
Withholding tax against agent commission		293,049	305,684
Withholding vat deduction at source		937,360	1,145,176
Liability vat December, 2024		7,769,788	9,133,742
VAT Audit payable (2020-2022)		5,371,264	-
Insurance stamp payable		1,399,409	-
Provident fund employees contribution		410,677	288,283
Provident fund employers contribution		410,677	288,283
Provident fund loan recovery		267,765	283,242
HR Holdings Limited (Electric and wasa bill)		207,529	175,410
Lease advance realization		6,427,445	5,937,320
Total		49,928,933	44,872,674

12.00(a) Provision for gratuity fund

Opening balance		7,371,803	5,298,468
Add: provision made during the year		2,895,788	2,720,710
		10,267,591	8,019,178
Less: paid during the year		2,328,095	647,375
Total provision for gratuity fund		7,939,496	7,371,803

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.7,939,496 shown on Sundry Creditors Account. The Gratuity Trustee deed is under process as per decision of the 132th board meeting held on 24 August 2021.

13.00 Unclaimed dividend

Unclaimed dividend amounting to tk.2,074,952 payable to the Shareholders to whom dividend warrants were issued but not placed for collection up to date of Statement of Financial Position.

A) Unclaimed dividend for the year 2023		539,254	-
B) Unclaimed dividend for the year 2022		547,456	559,376
C) Unclaimed dividend for the year 2021		479,481	494,757
D) Unclaimed dividend for the year 2020		508,761	517,692
E) Unclaimed dividend for the year 2019		-	393,803
Total unclaimed dividend		2,074,952	1,965,628

Amount in Taka	
December 31, 2024	December 31, 2023

As of 31 December 2024, the Company had an unclaimed dividend balance of BDT 2,074,952, of which BDT 485,917 was already maintained in the designated account. To ensure full regulatory compliance, the Company proactively deposited BDT 2,000,000 on 24 April 2025. Furthermore, to address the transfer of BDT 508,761 in unclaimed dividends for the year 2020 that had remained outstanding for over three years, BDT 503,104 was successfully deposited to the CMSF on 30 April 2025 in line with BSEC directives.

14.00 Property, plant and equipments

A. Cost price:

Cost of Fixed Assets as on January 1, 2024	143,047,508	128,515,801
Add: addition during the year	3,123,517	16,418,988
Less: adjustment / disposal during the year	(4,664,843)	(1,887,281)
Cost of fixed assets as on December 31, 2024	141,506,182	143,047,508

B. Accumulated Depreciation:

Accumulated depreciation balance as on January 1, 2024	77,941,184	69,677,966
Add: depreciation during the year	9,179,533	9,473,028
Less: adjustment/ disposal during the year	(3,037,170)	(1,209,810)
Accumulated depreciation balance as on December 31, 2024	84,083,547	77,941,184

Written down value as on December 31, 2024 (A-B)	57,422,635	65,106,324
---	-------------------	-------------------

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

14.01 Intangible assets

Opening balance as on January 01, 2024	3,961,730	3,552,230
Add: addition during the year	-	409,500
	3,961,730	3,961,730
Less: accumulated amortization	2,541,703	2,186,696
Written down value as on December 31, 2024	1,420,027	1,775,034

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

14.02 Right-of-use assets

A. Cost :

Cost as at January 01, 2024	61,373,126	52,704,341
Add: addition during the year	10,866,570	8,668,785
Less: disposal during the year(due to discontinuation of lease rental contract)	(4,169,106)	-
Cost of right-of-use assets as on December 31, 2024	68,070,590	61,373,126

B. Accumulated Depreciation:

Accumulated depreciation balance as on January 01, 2024	47,075,539	36,087,194
Add: depreciation charged during the year	10,975,360	10,988,345
Less: disposal during the year(due to discontinuation of lease rental contract)	(3,837,207)	-
Accumulated depreciation as on December 31, 2024	54,213,692	47,075,539

Written down value as on December 31, 2024 (A-B)	13,856,898	14,297,587
---	-------------------	-------------------

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

Amount in Taka

December 31,
2024December 31,
2023**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:

Nature of Security	ISIN No.	Interest Rate	Issue date	Maturity date	Amount in Taka	
					31.12.2024	31.12.2023
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	
					31.12.2024	31.12.2023
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	8,000,000
10YBGTB	BD0933071104	9.20%	16.08.2023	16.08.2033	5,000,000	5,000,000
05YBGTB	BD0929241059	12.38%	11.12.2024	11.12.2029	5,000,000	-
Total (b)					87,500,000	82,500,000
Grand Total (a+b)					112,500,000	107,500,000

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 31.12.2024	Average cost as on 31.12.2024	Market price as on 31.12.2024	Value at cost as on 31.12.2024	Fair market value as on 31.12.2024	Profit /(Loss)
IFIC Bank PLC	52,746	14.69	7.20	774,590	379,771	(394,819)
Mercantile Bank PLC.	106,182	13.45	10.30	1,427,874	1,093,675	(334,199)
Mutual Trust Bank PLC.	44,302	7.55	12.30	334,500	544,915	210,415
National Bank Ltd.	45,360	6.58	4.90	298,300	222,264	(76,036)
NCC Bank PLC.	125,664	16.15	10.80	2,029,534	1,357,171	(672,363)
One Bank PLC	22,352	7.08	8.50	158,350	189,992	31,642
Phoenix Finance and Investments Ltd.	6,323	77.59	3.20	490,610	20,234	(470,376)
The Premier Bank PLC.	24,064	5.40	8.90	130,000	214,170	84,170
Pubali Bank PLC.	33,982	27.95	29.30	949,880	995,673	45,793
Southeast Bank PLC	25,955	9.44	9.00	245,089	233,595	(11,494)
United Commercial Bank PLC	72,972	15.31	9.20	1,117,260	671,342	(445,918)
The ACME Laboratories Ltd.	128,561	85.20	75.10	10,953,397	9,654,931	(1,298,466)
Jamuna Bank PLC.	89,469	20.18	19.60	1,805,393	1,753,592	(51,801)
Power Grid Company of Bangladesh Ltd.	5,000	71.08	41.80	355,416	209,000	(146,416)
Lafarge Surma Cement Ltd.	16,000	63.13	53.90	1,010,024	862,400	(147,624)
Total	798,932			22,080,217	18,402,725	(3,677,492)

	Amount in Taka	
	December 31, 2024	December 31, 2023
16.00(a): Change in fair value of marketable securities:		
Fair value of investment in shares	18,402,725	20,208,327
Less: cost price of the investment	22,080,217	21,070,193
Total unrealized profit/(loss) at the end of the year	(3,677,492)	(861,866)
Total unrealized profit/(loss) recognized at the beginning of the year	(861,866)	(984,992)
Fair value profit /(loss) made during the year (recognized in profit or loss statement)	(2,815,626)	123,126

17.00 Stock of printing, stationery and stamp in hand

Printing	546,569	656,093
Stationery	16,867	4,867
Stamp in hand	-	63,904
Total	563,436	724,864

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 and Engineering surplus treaty . Break up of the amount is as under:

Receivable from Sadharan Bima Corporation	486,363,396	378,275,937
Total	486,363,396	378,275,937

19.00 Interest accrued

Accrued interest on FDR

Opening balance	27,164,749	21,692,886
Add: accrued during the year	43,760,713	34,119,073
Less: received during the year	31,803,216	28,647,210
Total accrued interest on FDR	39,122,246	27,164,749

Accrued interest on treasury bond

Opening balance	939,597	923,224
Add: accrued during the year	2,111,100	2,449,073
Less: received during the year	2,111,100	2,432,700
Total accrued interest on treasury bond	939,597	939,597

Accrued interest on Govt. securities

Opening balance	1,014,169	841,511
Add: accrued during the year	6,127,408	5,806,148
Less: received during the year	6,093,490	5,633,490
Total accrued interest on Govt. securities	1,048,087	1,014,169
Total	41,109,930	29,118,515

The amount represents interest earned/accrued but not received during the year.

Amount in Taka

December 31, 2024	December 31, 2023
------------------------------	------------------------------

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)		208,903	314,875
Advance office rent (Head office)		-	-
Advance printing (procurement provider)		1,000,000	1,400,000
Advance income tax	20.00(a)	242,119,627	231,469,015
Advance for office space purchase	20.00(d)	9,422,900	9,422,900
Advance against salary		1,097,200	1,155,900
Advance against vehicle purchase		2,118,000	-
Collection control accounts		186,763,902	191,576,576
Deposit clearing	20.00(e)	3,963,308	4,755,970
Short deposit	20.00(f)	4,026,410	4,831,692
Security deposit (Telephone)		75,600	75,600
Security deposit (Office rent)		2,795,600	2,588,000
Total		453,591,450	447,590,528
20.00(a) Opening balance		231,469,015	232,843,202
Add: payment during the year	20.00(b)	6,688,689	6,000,181
Deduction at source during the year, 2024			
Advance payment against assessment year (2024-2025)		25,823,200	2,000,000
Advance payment against assessment year (2023-2024)		-	27,600,000
Advance payment against assessment year (2020-2021)		880,000	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)	1,052,500	819,000
Total advance income tax payment during the year		34,444,389	51,456,181
Less: adjustment made during the year for the assessment year 2018-2019		23,793,777	-
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 31,2024		242,119,627	231,469,015
20.00(b) Deduction at source during the year			
FDR interest		5,909,210	5,226,229
STD/SND account interest		162,559	206,632
Cash dividend income		206,690	164,010
Government treasury bond		105,555	121,635
Government securities		304,675	281,675
		6,688,689	6,000,181
20.00(c) Advance income tax (car registration)			
Advance income tax car registration-2024		1,052,500	819,000
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, 2024 Tk.9,422,900. Which is not yet handed over for use.			
20.00(e) Deposit clearing		4,755,970	5,548,632
Less: write-off during the year		792,662	792,662
Balance as at December 31, 2024		3,963,308	4,755,970
20.00(f) Short deposit		4,831,692	5,636,974
Less: write-off during the year		805,282	805,282
Balance as at December 31, 2024		4,026,410	4,831,692

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. equivalents to Tk.15,97,944 per year.

	Amount in Taka	
	December 31, 2024	December 31, 2023
21.00 Fixed deposit with banks		
Opening balance	508,735,842	526,610,559
Add: addition during the year	76,243,176	105,625,982
Less: encashment during the year	42,800,000	123,500,699
Total	542,179,018	508,735,842

Statement of bank wise fixed deposit account:

AB Bank PLC.	900,000	900,000
Al-Arafah Islami Bank PLC.	19,200,000	16,700,000
Agrani Bank PLC.	2,000,000	2,000,000
Bangladesh Commerce Bank Ltd	14,800,000	24,800,000
BRAC Bank PLC.	6,820,205	9,710,352
Bangladesh Krishi Bank	1,200,000	1,200,000
Bank Asia Ltd.	27,300,500	22,800,500
City Bank PLC.	2,700,000	700,000
Dhaka Bank PLC.	2,200,000	3,200,000
Dutch-Bangla Bank PLC.	500,000	500,000
Export Import (Exim) Bank of Bangladesh Limited	58,200,000	45,700,000
Eastern Bank PLC.	9,303,503	8,170,180
First Security Islami Bank PLC.	7,400,000	7,400,000
IFIC Bank PLC	6,500,000	6,500,000
Islami Bank Bangladesh PLC.	35,500,000	20,500,000
Jamuna Bank PLC.	30,000,000	27,000,000
Mutual Trust Bank PLC.	3,800,000	3,800,000
Mercantile Bank PLC.	12,200,000	12,200,000
National Credit and Commerce Bank PLC.	6,500,000	7,500,000
National Bank Ltd.	3,500,000	6,800,000
NRBC Bank PLC,	34,000,000	29,000,000
Global Islami Bank PLC	25,000,000	15,000,000
BASIC Bank Limited	1,000,000	1,000,000
One Bank PLC	14,000,000	14,000,000
Prime Bank PLC.	3,854,810	4,854,810
Pubali Bank PLC.	18,100,000	14,600,000
The Premier Bank PLC.	5,600,000	5,600,000
GSP Finance Company (Bangladesh) Limited	1,000,000	1,000,000
LankaBangla Finance PLC.	7,500,000	7,500,000
Social Islami Bank PLC.	108,200,000	109,200,000
Standard Bank PLC.	29,500,000	29,500,000
Shahjalal Islami Bank PLC.	3,600,000	5,600,000
Southeast Bank PLC	11,100,000	10,100,000
Trust Bank Limited	3,000,000	3,000,000
Uttara Bank PLC.	200,000	200,000
Janata Bank PLC.	500,000	500,000
Rajshahi Krishi Unnayn Bank	9,500,000	11,500,000
United Commercial Bank PLC	5,500,000	6,000,000
South Bangla Agriculture & Commerce Bank Limited	5,500,000	5,500,000
Madhumoti Bank Limited	1,000,000	3,000,000
Meghna Bank Limited	2,000,000	3,000,000
Rupali Bank PLC.	1,000,000	1,000,000
IDLC Finance PLC.	1,000,000	-
Total	542,179,018	508,735,842

The Company holds 3 Mudaraba Term Deposit Receipt (MTDR) No. 0085330016942 dated 17 January 2023, 0085330013015 dated 01 October 2018, 0085330016841 dated 13 November 2022 for BDT 15,000,000 with Social Islami Bank PLC, Gulshan Branch. As per IDRA directive (Ref: ৫৩.০৩.০০০০.০৫১.৪৮.০০২.২৪.৯৩ dated 28.07.2024) and letter accordingly SIBPLC/GUL/GB/2024/3620 to SIBPLC/GUL/GB/2024/3622 dated 09.09.2024, the MTDR is under lien with IDRA as part of the Company's paid-up capital. The bank has confirmed the lien and stated that encashment is restricted without written approval from IDRA.

		Amount in Taka		
		December 31, 2024	December 31, 2023	
22.00	Cash and cash equivalents			
	Cash at bank	Annexure-D	36,809,172	74,231,719
	Cash in hand	Annexure-E	1,471,047	4,889,807
	Total		38,280,219	79,121,526

Management identified that Bank Account No. 0161500000573 with Dhaka Bank PLC was unintentionally omitted from the prior year's financial statements due to an oversight. The account has been properly included in the current year's financial statements. The omission did not materially affect the prior year's financial position, and measures have been taken to prevent recurrence.

		Amount in Taka	
		January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
23.00	Interest income		
	Interest received:		
	FDR interest	4,638,467	6,954,324
	STD/SND account interest	921,808	881,732
	Government treasury bond	1,171,503	1,509,476
	Government securities	5,079,321	4,791,979
		11,811,099	14,137,511
	Accrued interest:		
	FDR interest	39,122,246	27,164,749
	Government treasury bond	939,597	939,597
	Government securities	1,048,087	1,014,169
		41,109,930	29,118,515
	Total	52,921,029	43,256,026

24.00 Share investment and dividend income

	Change in fair value of marketable securities	16.00(a)	(2,815,626)	123,126
	Capital gain/(loss) on sale of shares	24.00(a)	86,831	-
	Cash dividend		1,035,112	822,391
	Total		(1,693,683)	945,517
24.00 (a)	Capital gain/(loss) on sale of shares			
	Cost value of Lafarage Surma Cement Limited		1,531,639	-
	Total cost value of Lafarage Surma Cement Limited (a)		1,531,639	-
	Sale value of Lafarage Surma Cement Limited		1,618,470	-
	Total sale value of Lafarage Surma Cement Limited (b)		1,618,470	-
	Total Capital gain/(loss) on sale of shares (b-a)		86,831	-

25.00 Other income

	Disposal/(transfer) of lease vehicles	25.00(a)	867,669	301,529
	Disposal gain/(loss) on discontinuation of lease rental contract	25.00(b)	1,060	-
	Service charges (co-insurance)		17,231	712,337
	Policy cancelled charges		36,600	42,985
	Foreign currency translation gain /(loss)		-	11,888
	Discount on purchase on government treasury bond and securities		-	682,794
	Other income		175,856	303,551
	Total		1,098,416	2,055,084

	Amount in Taka	
	January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
25.00(a) Disposal/(transfer) of lease vehicles		
Cost of lease vehicles	4,664,843	1,887,281
Less: Accumulated depreciation	3,037,170	1,209,810
Written down value (a)	1,627,673	677,471
Disposal proceeds /Lease advance realized (b)	2,495,342	979,000
Total Disposal gain /(loss) of lease vehicles (b-a)	867,669	301,529

25.00(b) Disposal gain(loss) on discontinue of lease rental contract

Cost of right-of-use assets	4,170,165	-
Less: Accumulated depreciation	3,837,207	-
Written down value of right-of-use assets (a)	332,958	-
Carrying value of lease liability at disposal date (b)	331,898	-
Disposal gain(loss) on discontinue of lease rental contract (a-b)	1,060	-

26.00 Income tax (expenses)/income

Current tax provision made during the year	26.01	26,167,355	35,361,663
Add: prior year tax made for over provision	26.02	(2,713,732)	-
Total income tax expenses made during the year		23,453,623	35,361,663

26.01 Calculation of current tax provision made during the year

<u>Particulars</u>	<u>Amount in taka</u> <u>December 31, 2024</u>
Net profit before tax as per statement of Profit or Loss and Other Comprehensive Income	131,688,210
Less: reserve for exceptional losses	53,338,106
Add : accounting depreciation	9,534,540
Less : tax depreciation	8,575,898
Add : provision for gratuity fund	2,895,788
Less : employees gratuity fund paid	2,328,095
Less : dividend income	1,035,112
Less : capital gain on sale of shares	86,831
Less : interest income	51,999,221
Add : realized interest income	40,929,614
Add : depreciation on right-of-use assets	10,975,360
Add : finance cost on right-of-use assets	1,172,373
Less : lease rental payment on right-of-use assets	10,638,741
Less :disposal gain on discontinue of lease rental contract	1,060
Taxable business income and other income	69,192,821

<u>Particulars of income</u>	<u>Taxable income</u>	<u>Tax rate</u>	<u>Current tax provision</u>
Tax on dividend income	1,035,112	20%	207,022
Tax on capital gain on sale of shares	86,831	15%	13,025
Tax on business income and other income	69,192,821	37.50%	25,947,308
Total	70,314,764		26,167,355

Amount in Taka

January 01, 2024 to December 31, 2024	January 01, 2023 to December 31, 2023
---	---

26.02 Prior year tax made for over provision

Assessment year	Accounting year	Income tax provision as per Accounts	Income tax as per Assessment	under/ (over) provision adjustment made during the year
2018-2019	2017	26,507,509	23,793,777	(2,713,732)
Total		26,507,509	23,793,777	(2,713,732)

27.00 Deferred tax

The impact on account of changes in the deferred tax assets/liabilities for the year ended December 31,2024 has been recognized 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)	49,822,369	57,095,149
Property, plant and equipment at accounting base(excluding land)	52,604,106	60,642,802
Taxable temporary difference	(2,781,737)	(3,547,653)
Permanent difference of vehicles	1,544,028	1,930,035
Deductible temporary difference	(1,237,709)	(1,617,618)
Tax rate	37.50%	37.50%
Deferred tax assets/ (liability)	(464,140)	(606,607)
Gratuity provision at accounting base	7,939,496	7,371,803
Gratuity provision at tax base	-	-
Deductible temporary difference	7,939,496	7,371,803
Tax rate	37.50%	37.50%
Deferred tax assets/ (liability)	2,977,311	2,764,426
Lease at accounting base	14,846,020	15,004,182
Lease at tax base	14,188,797	14,297,587
Deductible temporary difference	657,223	706,595
Tax rate	37.50%	37.50%
Deferred tax assets/ (liability)	246,459	264,973
Marketable securities at tax base	22,080,217	21,070,193
Marketable securities at accounting base	18,402,725	20,208,327
Deductible temporary difference	3,677,492	861,866
Tax rate	10.00%	10.00%
Deferred tax assets/ (liability)	367,749	86,187
Deferred tax assets	3,127,379	2,508,979
Deferred tax (expenses)/ income for the year	618,400	293,596

Amount in Taka

**January 01, 2024
to
December 31, 2024**

**January 01, 2023
to
December 31, 2023**

28.00 Premium less re-insurance

Class of business	Premium earned		Total Premium earned	Less: Re-insurance premium ceded			Amount in Taka 31.12.2024	Amount in Taka 31.12.2023
	Direct business	Public sector business		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	297,867,190	26,143,601	324,010,791	136,562,955	24,820,877	161,383,832	162,626,959	175,074,544
Marine cargo	296,392,543	23,155,362	319,547,905	28,290,679	18,228,693	46,519,372	273,028,533	322,841,844
Marine hull	106,052,977	1,870,142	107,923,119	97,464,066	1,812,206	99,276,272	8,646,847	30,239,220
Motor	40,653,273	2,051,225	42,704,498	875,000	-	875,000	41,829,498	47,716,656
Miscellaneous	45,629,597	47,781,202	93,410,799	122,661	46,038,922	46,161,583	47,249,216	48,927,572
Total	786,595,580	101,001,532	887,597,112	263,315,361	90,900,698	354,216,059	533,381,053	624,799,836

29.00 Commission on re-insurance ceded

Class of business	Commission on re-insurance ceded		Amount in Taka	
	Direct business	Public sector business	31.12.2024	31.12.2023
Fire	31,616,055	2,679,655	34,295,710	48,918,663
Marine cargo	7,072,670	3,645,738	10,718,408	7,279,133
Marine hull	5,551,401	99,672	5,651,073	4,724,443
Motor	-	-	-	991,862
Miscellaneous	21,466	4,237,495	4,258,961	3,902,777
Total	44,261,592	10,662,560	54,924,152	65,816,878

30.00 Profit commission

Class of business	Profit commission		Amount in Taka	
	Direct business	Public sector business	31.12.2024	31.12.2023
Fire	-	-	-	-
Marine cargo	546,794	-	546,794	2,063,616
Marine hull	-	-	-	-
Motor	-	-	-	-
Miscellaneous	-	-	-	-
Total	546,794	-	546,794	2,063,616

31.00 Expenses of management

Class of business		
Fire	109,066,943	127,020,464
Marine cargo	107,572,875	116,399,693
Marine hull	36,335,727	37,172,699
Motor	14,372,931	17,217,523
Miscellaneous	31,465,067	32,027,232
Total	298,813,543	329,837,611

Amount in Taka

**January 01, 2024
to
December 31, 2024**

**January 01, 2023
to
December 31, 2023**

Allocation of management expenses:

Class of business	Gross premium income	Percentage (%) 2024	Amount in Taka 31.12.2024	Amount in Taka 31.12.2023
Fire	324,010,791	36.50	109,066,943	127,020,464
Marine cargo	319,547,905	36.00	107,572,875	116,399,693
Marine hull	107,923,119	12.16	36,335,727	37,172,699
Motor	42,704,498	4.81	14,372,931	17,217,523
Miscellaneous	93,410,799	10.53	31,465,067	32,027,232
Total	887,597,112	100.00	298,813,543	329,837,611

Expenses of management

This consists of the following:

Salary and allowances

Bonus (Eid-ul-Fitre and Eid-ul -Azha'2024)

Photocopy bill

Printing (procurement provider)

Stationery

Postage

Revenue stamp

Entertainment

Conveyance

Electric bill

Electric expenses

Telephone expenses

Telephone bill

Computer expenses

Currier bill

Generator fuel

Wasa bill

Paper and periodicals

Car fuel

Repairs and maintenance (car)

Office maintenance

Repairs and maintenance (others)

Gift item

Miscellaneous expenses

Travelling expenses

Service charges (co-insurance)

Uniform expenses

Internet bill

Office rent

Depreciation (IFRS-16 right-of-use assets)

Finance cost (IFRS-16 right-of-use assets)

Service charges (rent)

Bank charges

Insurance premium

IT expenses

Washing allowance

Service benefit

Branch manager conference expenses

Group insurance

Management expenses (Govt. business)

Business expenses (Govt. business)

Provident fund employers contribution

Total

214,787,134

19,744,640

286,898

4,192,144

1,089,785

340,327

308,880

1,296,110

832,603

2,693,184

140,540

10,078

403,038

633,825

27,390

77,985

424,362

99,318

2,112,746

622,258

2,732,429

501,431

15,000

1,033,379

289,930

-

-

505,261

13,006,443

10,975,360

1,172,373

237,624

1,425,339

837,959

1,051,097

95,680

869,699

1,231,542

1,535,448

7,575,114

48,888

3,550,302

298,813,543

242,215,702

19,530,828

257,360

5,244,325

1,138,791

399,905

335,176

1,221,408

1,195,431

2,403,853

157,676

7,535

406,556

659,408

32,615

114,241

433,401

108,068

2,128,950

1,022,939

2,892,434

577,944

31,700

1,877,192

310,378

607,459

312,910

599,842

13,386,505

10,988,345

1,260,515

218,969

1,567,595

1,039,871

779,408

100,360

635,405

979,550

1,423,902

7,754,389

48,889

3,429,881

329,837,611

	Amount in Taka	
	December 31, 2024	December 31, 2023
32.00 Schedule of vat payments: Tk. nil		
Opening balance	-	-
Add:		
Vat payment to Govt. during the year 2024	57,457,985	68,088,073
Payment against outstanding vat (December, 2024)	7,769,788	9,133,742
	65,227,773	77,221,815
Less: Vat collected during the year 2024	65,227,773	77,221,815
	-	-

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)	108,852,987	120,531,312
Ordinary shares as at 1st January	52,099,197	52,099,197
Bonus shares issued	-	-
Weighted average number of ordinary shares outstanding during the year	52,099,197	52,099,197
Basic earnings per share	2.09	2.31

34.00 Net assets value per share

Net assets per share has been calculated based on weighted average number of 52,099,197 shares outstanding as at December 31, 2024 . Details calculations are as follows :

Net assets	1,006,132,884	954,453,605
Ordinary shares as at 1st January	52,099,197	52,099,197
Bonus shares issued	-	-
Weighted average number of ordinary shares outstanding during the year	52,099,197	52,099,197
Net assets value per share	19.31	18.32

35.00 Net operating cash flows per share

Net operating cash flows per share (NOCFPS) has been calculated based on weighted average number of 52,099,197 shares outstanding during the year. Details calculations are as follows:

Net cash generated from operating activities	35.01	58,471,030	59,658,119
Weighted average number of ordinary shares		52,099,197	52,099,197
Net operating cash flows per share		1.12	1.15

35.01 Reconciliation of profit before tax to operating cash flows:

Profit before tax	131,688,210	155,599,379
Adjustment :		
Depreciation & Amortization	9,534,540	9,850,033
Depreciation of right-of-use assets	10,975,360	10,988,345
Disposal gain (loss) of fixed assets	(867,669)	(301,529)
Disposal gain (loss) on discontinue of lease rental contract	(1,060)	-

	Amount in Taka	
	December 31, 2024	December 31, 2023
Capital gain on sale of shares	(86,831)	-
Changes of fair value gain/(loss) of investment	2,815,626	(123,126)
Finance cost	1,172,373	1,260,515
Lease Rent paid (Operating Lease)	(10,638,741)	(11,086,870)
Lease advance paid	(800,000)	(1,946,000)
Provision for WPPF	6,584,411	7,779,969
Foreign currency translation gain/(loss)	-	(11,888)
Prior year adjustment	135,409	-
Changes in current assets/liabilities:		
(Increase)/decrease of collection control accounts	4,812,674	3,815,430
(Increase)/decrease of deposit clearing	792,662	792,662
(Increase)/decrease of short deposit	805,282	805,282
(Increase)/decrease of accrued interest	(11,991,415)	(5,660,894)
Increase/(decrease) of premium deposit	4,906,500	(23,532,942)
Increase/(decrease) of sundry creditors	5,056,259	4,689,086
Increase/(decrease) of amount due to other persons or body	(3,801,714)	16,150,250
(Increase)/decrease of amount due from other persons or body	(108,087,459)	(109,393,841)
(Increase)/decrease of stock of stamps and others	161,428	1,263,086
Increase/(decrease) of estimated liability of claims	98,915,439	(12,484,116)
Increase/(decrease) of the balance of fund	(49,522,938)	62,891,147
(Increase)/decrease of sundry debtors	357,073	(229,678)
	92,915,419	111,114,300
Income tax paid	(34,444,389)	(51,456,181)
	58,471,030	59,658,119

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 31,2024 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
2020-2021	2019	41,721,209	35,736,190	37,325,966	5,985,019	Appeal to High Court
Total		349,511,529	170,442,351	196,320,573	179,069,178	

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	

Amount in Taka

December 31, 2024	December 31, 2023
------------------------------	------------------------------

37.00 Related Party Disclosure

Details transactions with related parties and balances with them as at December 31, 2024 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	120,622,232	-	116,316
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	90,469,171	-	-
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	6,635,920	-	118,990
GSP Investment Limited	Common Director	Insurance	-	-	696,245

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

SL #	Name	Designation	WDV of vehicles	Disposal proceeds
1.	Mr.Md. Ziaur Rahman	DMD	520,506	825,000
2.	Mr. Md. Mahbubur Rahman	SVP	513,968	825,000
3.	Mr.Md. Ziaul Islam	AVP	92,511	68,200
4.	Mr.Khandoker Roman	SEVP	500,688	777,142
Total			1,627,673	2,495,342

Schedule of Property, Plant and Equipments
 As at December 31, 2024

Annexure-A

Particulars	Cost				Depreciation				Written down value as at 31.12.2024	
	Opening balance as at 01.01.2024	Addition during the year	Disposal during the year	Balance as on 31.12.2024	Rate of depreciation	Opening balance as at 01.01.2024	Disposal during the year	Charged during the year		Total as at 31.12.2024
1	2	3	4	5=(2+3-4)	6	7	8	9	10=(7-8+9)	11=(5-10)
Computer	10,217,488	359,852	-	10,577,340	30.00%	8,095,287	-	702,996	8,798,283	1,779,057
Furniture and fixtures	21,392,850	74,847	-	21,467,697	10.00%	11,551,704	-	987,480	12,539,184	8,928,513
Office equipments	7,543,963	12,550	-	7,556,513	20.00%	5,681,932	-	373,723	6,055,655	1,500,858
Vehicles	50,365,553	2,474,548	(4,664,843)	48,175,258	20% & 10%	27,379,363	(3,037,170)	4,652,209	28,994,402	19,180,856
Crockeries and cutleries	383,069	13,850	-	396,919	20.00%	296,365	-	19,116	315,481	81,438
Air conditioner	10,951,844	82,875	-	11,034,719	20.00%	8,725,217	-	455,424	9,180,641	1,854,078
Telephone	609,805	14,995	-	624,800	10.00%	390,110	-	22,267	412,377	212,423
Office decoration	34,952,073	90,000	-	35,042,073	10.00%	15,496,854	-	1,952,727	17,449,581	17,592,492
Land and land development	6,238,556	-	-	6,238,556	-	-	-	-	-	6,238,556
Sundry assets	392,307	-	-	392,307	20.00%	324,352	-	13,591	337,943	54,364
Total	143,047,508	3,123,517	(4,664,843)	141,506,182		77,941,184	(3,037,170)	9,179,533	84,083,547	57,422,635

Schedule of Property, Plant and Equipments
 As at December 31, 2023

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=(2+3-4)	6	7	8	9	10=(7-8+9)	11=(5-10)
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

* 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.

In accordance with IAS 16.7, the following vehicles—DM GA-47-8507, DM GA-45-6350, DM GA-49-1217, DM GA-43-8380, DM GA-42-3980, DM GA-42-0457, DM CHA-52-3451, CM GA-14-2682, DM GA-16-5266, DM GA-32-3362, DM GA-49-2853, DM GA-43-7139, DM GA-43-0516, DM GA-16-1382, and DINAJPUR-LA-13-3958—are recognized as property, plant and equipment and depreciated over their useful life. Employees repay 55% of the cost through monthly installments. Upon full repayment, ownership is transferred and recognized per IAS 16.67-72. These vehicles are specifically assigned, non-transferable, and non-saleable to third parties before adjust of full amount. The benefit is considered in-kind under IAS 19.4 and disclosed in accordance with IAS 1.112.

*The Company purchased land through Deed Nos. 11556 (4 katha) and 11557 (4 katha), dated 21 January 2015, registered at the Badda Sub-Registry Office, Dhaka. The total book value of the land stands at BDT 6,238,556. However, the mutation (namjari) of the said land has not yet been completed.

The Management of the Company informed that, the Company has already initiated the process for mutation of the aforementioned land. The matter is currently under process with the relevant authorities.

Schedule of Intangible Assets
 As at December 31, 2024

Annexure-B

Particulars	Cost			Depreciation				Written down value as at 31.12.2024		
	Opening balance as at 01.01.2024	Addition during the year	Disposal during the year	Balance as on 31.12.2024	Rate of depreciation	Opening balance as at 01.01.2024	Disposal during the year		Charged during the year	Total as at 31.12.2024
1	2	3	4	5=(2+3-4)	6	7	8	9	10=(7-8+9)	11=(5-10)
Computer software	3,961,730	-	-	3,961,730	20.00%	2,186,696	-	355,007	2,541,703	1,420,027
Total	3,961,730	-	-	3,961,730		2,186,696	-	355,007	2,541,703	1,420,027

Schedule of Intangible Assets
 As at December 31, 2023

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=(2+3-4)	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 Right-of-use Assets
 As at December 31, 2024

Annexure-C

Particulars	Cost			Depreciation				Written down value as at 31.12.2024		
	Opening balance as at 01.01.2024	Addition during the year	Disposal during the year	Balance as on 31.12.2024	Rate of depreciation	Opening balance as at 01.01.2024	Disposal during the year		Charged during the year	Total as at 31.12.2024
1	2	3	4	5=(2+3-4)	6	7	8	9	10=(7-8+9)	11=(5-10)
Right-of-use assets	61,373,126	10,866,570	(4,169,106)	68,070,590	-	47,075,539	(3,837,207)	10,975,360	54,213,692	13,856,898
Total	61,373,126	10,866,570	(4,169,106)	68,070,590		47,075,539	(3,837,207)	10,975,360	54,213,692	13,856,898

Schedule of Right-of-use Assets
 As at December 31, 2023

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=(2+3-4)	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

During the year, the Company entered into certain lease arrangements which have not been recognized as Right-of-Use (ROU) assets and corresponding lease liabilities in accordance with the recognition criteria under IFRS 16 – Leases. Management has assessed that these lease agreements qualify for the recognition exemptions available under Paragraph 5(a) – short-term leases (lease term of 12 months or less); and Paragraph 5(b) – leases of low-value assets.

In accordance with Paragraph 53(c) of IFRS 16, lease payments for these arrangements have been recognized as an expense in Consolidated Revenue Account. The total amount recognized under “Office Rent” during the year in respect of short-term and low-value leases is Tk. 13,006,443.

Schedule of cash at bank
 As at December 31, 2024

Annexure-D

SI No.	Name of Bank	Account Number	Amount in taka December 31, 2024	Amount in taka December 31, 2023
1	EXIM Bank Limited, Rajuk Avenue Branch, MSND	0113000017853	164,974	16,505,988
2	Standard Bank PLC., Topkhana Road Branch, SND	00536000929	24,248,183	4,987,261
3	Social Islami Bank PLC., Kakrail Branch, MND	1031360000588	1,226,231	4,718,884
4	One Bank PLC, Bijoy Nagar Branch, SND	0225180947002	(3,003,679)	(413,952)
5	AB Bank PLC., Kakrail Branch, CD	4009-387959-000	(878,387)	143,237
6	Sonali Bank PLC, Kakrail Branch, (Current Account General)	4412302001370	2,325,311	453,120
7	EXIM Bank Limited, Shantinagar Branch, MSND	0113000094216	2,563,757	307,562
8	First Security Islami Bank PLC., Dilkusha Br., MSND	010113100001633	93,722	92,873
9	NCC Bank PLC., Bijoy Nagar Branch, CD	057-0210004371	488,842	31,975,480
10	Jamuna Bank PLC., Shantinagar Branch, SND	1201000017873	485,917	8,696,237
11	NCC Bank PLC., Bijoy Nagar Branch, SND	0057-0325000112	55,983	1,614,270
12	Eastern Bank PLC., English Road Branch, SND	1031220000162	478,486	181,381
13	Prime Bank PLC.,Laldighi Branch, SND	2145313003428	141,141	286,506
14	Jamuna Bank PLC., Shantinagar Branch, SND	1201000017782	634,513	1,337,556
15	City Bank PLC., Principal Branch (NRB)SND	3101073999001	7,132,038	633,634
16	UCB PLC, Shantinagar Branch, STD	0242301000000154	90,956	1,364,534
17	Jamuna Bank PLC., Shantinagar Branch, CD	00090210012762	1,725	2,490
18	The Premier Bank PLC., Kakrail Branch, CD	012411100007710	895	977
19	Mutual Trust Bank PLC., Kakrail Branch, SND	00680320000011	2,450	2,100
20	Southeast Bank PLC, Kakrail Branch, CD	003411100002491	8,893	4,138
21	Standard Bank PLC., Topkhana Road Branch, CD	00533011650	556	339
22	City Bank PLC., Mouchak Branch, CD	1101073999001	540	535
23	Bank Asia Ltd, Shantinagar Branch STD	03536000013	10,328	7,488
24	Mercantile Bank PLC., Kawranbazar Branch, SND	110313124891225	635	4
25	EXIM Bank Limited, Rajuk Avenue Branch, AWCD	01311100124775	2,685	2,404
26	Standard Bank PLC., Principal Branch, CD	00233005798	1,886	979
27	Social Islami Bank PLC., Principal Branch, AWCD	0021330059994	3,305	3,995
28	Al- Arafah Islami Bank PLC., Motijheel Br., AWCD	0021020053707	8,501	14,036
29	Uttara Bank PLC., B.B Avenue Branch, CD	104012200212266	1,417	1,582
30	Mutual Trust Bank PLC., Fulbaria Branch, SND	00260320000968	4,200	280
31	Shahjalal Islami Bank PLC., Bijoy Nagar Br., SND	4101813100001690	5,709	7,664
32	Sonali Bank PLC, Joydevpur Branch, SND	0207240000191	316	998
33	EXIM Bank Limited, Agrabad Branch, AWCD	00311100000747	12,126	2,366
34	Standard Bank PLC., Khatungonj Branch, CD	000333003264	10,140	14,290
35	Al- Arafah Islami Bank PLC., Jubilee Road Br., AWCD	0181020011094	1,370	1,790
36	Agrani Bank PLC., Thana Road Br. Bogura, CD	0200000696349	888	591
37	EXIM Bank Limited, Kushtia Branch, AWCD	03711100102085	1,798	688
38	Mercantile Bank PLC., Naogaon Branch, SND	010813100001269	369	434
39	Jamuna Bank PLC., Chapi Nawabgoni Branch, CD	00520210010565	1,022	827
40	National Bank Ltd,Rangpur Branch, SND	1006001154879	-	17,867
41	Prime Bank PLC., Khulna Branch, CD	2107115021337	946	136
42	Mercantile Bank PLC., Jashore Branch, CD	114611106228697	1,024	634
43	Dhaka Bank PLC., Satkhira Branch, CD	5011000005082	378	15

SI No.	Name of Bank	Account Number	Amount in taka December 31, 2024	Amount in taka December 31, 2023
44	NRB Commercial Bank PLC., Sylhet Branch, SND	36000000017	8,807	10,359
45	Meghna Bank Limited, Barishal Branch, SND	51011350000051	580	1,960
46	IFIC Bank PLC, Rajshahi Branch, SND	0100150133041	402	874
47	Al- Arafah Islami Bank PLC., Mymensingh Br., MSND	00221220000976	362	879
48	Trust Bank Limited, Dinajpur Branch, SND	00760320000119	1,117	788
49	Social Islami Bank PLC., Savar Branch, MND	0301360000745	2,647	2,957
50	BASIC Bank Limited, Shantinagar Branch, SND	0916010000818	2,140	3,894
51	EXIM Bank Limited, Chowmuhani Branch Br., MSND	0113000117403	908	588
52	Social Islami Bank PLC., Khatungonj Branch, MND	0141330021949	45	-
53	Uttara Bank PLC., SK.Mujib Road Br. SND	021614100004162	1,165	-
54	Pubali Bank PLC., Paduar Bazar Br. SND	3356102000733	1,926	-
55	One Bank PLC ,Mohakhali Branch, SND	1113000000072	10,915	-
56	Dhaka Bank PLC., Agrabad Branch, STD	0161500000573	135,409	-
57	HR Securities & Investments Ltd	1204350033155748	120,552	1,044,195
58	HR Securities & Investments Ltd	1204350034157136	188,407	188,857
59	HR Securities & Investments Ltd	1204350033670748	1,700	2,150
Total			36,809,172	74,231,719



Republic Insurance Company Limited
রিপাবলিক ইনস্যুরেন্স কোম্পানী লিমিটেড

Schedule of cash in hand

As at December 31, 2024

Annexure-E

Sl No.	Name of Branch	Amount in taka December 31, 2024	Amount in taka December 31, 2023
1	Head Office	1,380,783	4,812,687
2	Local Office	4,168	6,827
3	Principal Branch	5,998	3,273
4	Palton Branch	11	739
5	Malibagh Branch	165	21
6	Dilkusha Branch	6,916	949
7	Head Office Cell	70	935
8	Motijheel Branch	14,966	9,250
9	Motijheel Corporate Branch	5,853	6,426
10	Elephant Road Branch	104	5,431
11	Farmgate Branch	5,312	1,589
12	B.B Avenue Branch	2,728	1,351
13	Rampura Branch	13	39
14	Imamgonj Branch	2,424	1,744
15	VIP Road Branch	7,280	2,987
16	Hatkholra Branch	54	35
17	Gazipur Branch	1,106	410
18	Agrabad Branch	6,619	11,838
19	Khatungonj Branch	1,609	4,001
20	Jubilee Road Branch	264	212
21	Laldighi Branch	1,854	12
22	Dewanhat Branch	2	6
23	Khulna Branch	1,181	3,143
24	Satkhira Branch	2,259	439
25	Jashore Branch	473	4
26	Kushtia Branch	1,060	260
27	Naogaon Branch	258	59
28	Rangpur Branch	10,274	8,972
29	Chapai Nawabgonj Branch	28	939
30	Bogura Branch	851	824
31	Sylhet Branch	250	160
32	Rajshahi Branch	1,258	106
33	Mymensingh Branch	136	90
34	Dinajpur Branch	-	954
35	Savar Branch	4	156
36	Kakrail Branch	2,834	1,070
37	Barishal Branch	30	30
38	Chowmuhani Branch	234	8
39	Cumilla Branch	107	10
40	Mohakhali Branch	1,511	1,821
	Total	1,471,047	4,889,807

Net Assets Value:

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

	Amount in Taka	
	December 31, 2024	December 31, 2023
A. Assets:		
a. Fixed assets		
Property, plant and equipments	57,422,635	65,106,324
Intangible assets	1,420,027	1,775,034
Right-of-use assets	13,856,898	14,297,587
Investment in government treasury bond and securities	112,500,000	107,500,000
Deferred tax	3,127,379	2,508,979
Investment in shares at market value	18,402,725	20,208,327
Total fixed assets	206,729,664	211,396,251
b. Current assets:		
Stock of printing, stationery and stamp in hand	563,436	724,864
Amount due from other person or bodies carrying on insurance business	486,363,396	378,275,937
Interest accrued	41,109,930	29,118,515
Sundry debtors (including advances, deposits and pre-payments)	453,591,450	447,590,528
Fixed deposit with banks	542,179,018	508,735,842
Cash and cash equivalents	38,280,219	79,121,526
Total current assets	1,562,087,449	1,443,567,212
Total assets A= (a+b)	1,768,817,113	1,654,963,463
B. Liabilities :		
Balance of Funds and Accounts	218,540,529	268,063,467
Premium deposits	40,904,536	35,998,036
Estimated liability in respect of Outstanding claims whether due or intimated	141,270,141	42,354,702
Amount due to other persons or bodies carrying on insurance business	46,947,525	50,749,239
Lease liabilities(operating lease)	12,471,399	12,204,155
Provision for taxation	187,729,690	188,069,844
Provision for WPPF	62,816,524	56,232,113
Sundry creditors	49,928,933	44,872,674
Unclaimed dividend	2,074,952	1,965,628
Total liabilities (B)	762,684,229	700,509,858
Net assets value (C)=(A-B)	1,006,132,884	954,453,605
Weighted average number of ordinary shares	52,099,197	52,099,197
Net assets value per share	19.31	18.32

FORM-SM
Statement of Solvency Margin
For the year ended December 31, 2024

Sl No.	Particulars	Amount in Taka December 31, 2024	Amount in Taka December 31, 2023
1	Adjusted Assets(A)	1,118,795,116	1,273,453,683
2	Total Liabilities(B)	1,204,202,529	432,446,391
3	Available Solvency Margin (ASM) (A-B)	(85,407,413)	841,007,292
4	Required Solvency Margin (RSM)	226,082,150	254,894,471
5	Solvency Ratio (ASM) /(RSM) times	(0.38)	3.30


Chief Executive
Officer

Firm's Name : Rahman Mostafa Alam & Co. Chartered Accountants

Signature : *Zamkhan*
Auditor's Name : Md. Mustafizur Rahman FCA, (Managing Partner/Enr No.: 0218)
Date : 15 May 2025
Place : Dhaka
DVC : 2505150218AS772572



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 25th Annual General Meeting of the
Company to be held on Wednesday, the June 25, 2025 at 11:00 AM and at any and or at any adjustment thereof.
Signed this _____ day of _____ 2025.

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@riclbd.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.



ATTENDANCE SLIP

I hereby record my attendance at the 25th Annual General Meeting of the Company being held on Wednesday, the June 25, 2025 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.



HR Bhaban (9th Floor), 26/1, Kakrail, Dhaka-1000
PABX: +88 02 5831334-8, Fax: +88 02 48318060, Hotline: 09606101101
Web: www.riclbd.com, EMAIL: info@riclbd.com