

Annual Report 2019 ▶

We follow four core values
which permeate the entire
Company and its operations:

Ownership

We keep our promises and are committed to delivering results. We dare to try.
We create value for our stakeholders while respecting sustainable development.

Open Mind

We trust and empower our colleagues. We have the courage to change.
We listen, learn and share.

Added Value

We put our customers first. Speed is of the essence and we cross borders to find
the solution. Innovation and quality are part of our mindset.

Will to win

We are always one step ahead. We seek opportunities and take action.
We celebrate success.



International Finance Award-2019

In recognition of effort and commitment for developing the rural economic of the Bangladesh through improvement of the livestock sector, PHOENIX Insurance Company Ltd. has introduced the Cattle Insurance Service in 2019. Based on important contribution to the development of the Bangladesh Rural Economy, THE INTERNATIONAL FINANCE has awarded the Phoenix Insurance Company Limited for introducing "Most Innovative Product" at 2019. On behalf of the company, Md. Jamirul Islam, Managing Director & Chief Executive Officer and Md. Rafiqur Rahman, Deputy Managing Director & Company Secretary received the crest at the Jumeirah Emirates Tower, Dubai.

In this report we provide a detailed record of our financial and operational performance for 2019

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Letter of Transmittal

To
All Shareholders
Bangladesh Securities and Exchange Commission
Registrar of Joint Stock Companies and Firms
Dhaka Stock Exchange Limited
Chittagong Stock Exchange Limited

Subject: **Annual Report for the year ended December 31, 2019**

Dear Sir(s)

We are pleased to enclose a copy of the Annual Report together with the Audited Financial Statements as at December 31, 2019 and compliance audit report for kind information and record.

Yours faithfully


Md. Rafiqur Rahman
Company Secretary



Registered Office: 1/A Dilkusha C/A (1st Floor), Dhaka-1000, Bangladesh

NOTICE OF THE 34TH ANNUAL GENERAL MEETING

Notice is hereby given to all concern that the 34th Annual General Meeting (AGM) of Phoenix Insurance Company Limited will be held on Wednesday, 16th September 2020 at 2:30 p.m. virtually by using digital platform through the link stated in the notice to transact the following business and to adopt necessary resolutions:

AGENDA

1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31st December 2019 along with the Directors' Report and the Auditors' Report thereon.
2. To declare 12% Cash Dividend for the year ended on 31st December 2019.
3. To elect/re-elect of Directors.
4. To approve the appointment of Independent Directors.
5. To appoint/re-appoint Statutory Auditors for the year 2020 and to fix their remuneration.
6. To appoint Compliance Auditor for the year 2020 and to fix their remuneration.
7. To consider any other relevant business with the permission of the chair.

By order of the Board of Directors

Md. Rafiqur Rahman
Company Secretary

Dated : Dhaka
5th August 2020

Notes:

- a) The shareholders whose name appeared in the Share/Depository Register of the Company as on the "Record Date" i.e. **30th July 2020** are eligible to participate in the 34th AGM and receive the dividend.
- b) A shareholder entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote in his/her behalf. The Proxy Form, duly filled, signed and stamped of BDT-20/- must be sent through e-mail to the Company at: share@phoenixinsurance.com.bd at least 48 hours before the time fixed for the AGM.
- c) The AGM will be held virtually, which will be conducted via live webcast by using digital platform. The detailed procedures to attend in the meeting will be communicated to the shareholder's e-mail ID in due course and it will also be available in the Company's website at: www.phoenixinsurance.com.bd. The shareholders will be able to join the virtual AGM.
- d) For login to the system, the shareholders need to put their 16-digit Beneficiary Owner (BO) ID number and other credentials as proof of their identity to visiting the link: <https://bitly.com/phoenixagm2020>. The shareholders will be able to submit their questions/comments electronically 24 hours before commencement of the AGM or during the AGM.
- e) The soft copy of Annual Report 2019 will be send to the e-mail address of the shareholders and also available in the Company's website at: www.phoenixinsurance.com.bd.
- f) The shareholders may contact to the Mobile No. 01715-391503 for any IT related guidance to access in the virtual meeting and Mobile No. 01715-400333 for share related issue.
- g) Shareholders are requested to join the meeting by Laptop/PC/Mobile/Tab.

BASIS

of the Annual Report

Detail information of PHOENIX Insurance has been presented in the Annual Report-2019 to inform the entire picture of the company. The Annual Report-2019 has been prepared based on information of the period between 1st January 2019 and 31st December 2019. The Financial statement for the year ended 31st December 2019 and director's report was approved by the board of directors (Board) on 5th July 2020 which have been presented in the report respectively. The annual report reflect operations of PHOENIX Insurance and we have consistently followed the guidelines issued by the concerned authority. In explaining the Company's operations and financial performance, financial information has been extracted from the Audited Financial Statements for the year ended 31st December 2019 with relevant comparative information. The financial statements consistently comply with the requirements of:

- ▶ Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS),
- ▶ Relevant rules & regulations of IDRA and Insurance Act.;
- ▶ Companies Act 1994;
- ▶ Securities and Exchange Rules 1987 and Listing Rules 2015;
- ▶ The Income Tax Ordinance 1984;
- ▶ And other applicable laws and regulations of the land.

To report our corporate governance practices, we have followed the revised Corporate Governance Guidelines (CGG) issued by the Bangladesh Securities and Exchange Commission (BSEC).

The scope of our Annual Report comprises of activities that have been carried out within the geographical boundaries of Bangladesh, as we do not have operation or subsidiary in other countries but we do reinsurance of foreign companies of the various countries of the world.

The Management has tried to present a fair and brief analysis of our strategy, performance, governance and prospects. In determining the content to be included in this report, we considered the issues that are material to maintain the commercial viability and social relevance required to achieve our vision in the long term.

The Chief Executive Officer and Chief Financial Accountant of the PHOENIX Insurance Company Limited have ensured the integrity of the disclosure contained in the Annual Report presented herewith that comprises the discussion and analysis in this annual report has been prepared in accordance with the guidelines of the BSEC and addresses all material issues and fairly presents the company's performance.

Best of my knowledge we have been presented all necessary information of the company for our shareholders to satisfy their investment.



Secretary & Deputy Managing Director

Successful days of the Company

1986

Incorporation of the Company
27 November, 1986

Obtained Certificate for
Commencement of Business
01 December, 1986

Registered with the
Department of Insurance
04 December, 1986

Prospectus
issued for public
floatation of shares
28 July, 1994

Listing with Dhaka
Stock Exchange Ltd.
04 December, 1994

First trading of share on
Dhaka Stock Exchange Ltd.
04 December, 1994

1994

First dividend declared
21 April, 1990

Issuance of first bonus shares
01 July, 2003

2003

2004 Agreement sign with CDBL
27 December, 2004

2005 Start of de-mate settlement
15 January, 2005

2010

Obtained permission from Controller
of Insurance to increase Company's
Authorized Share Capital from Tk.50.00
crore to Tk.100.00 crore
09 December, 2010

Obtained permission from SEC regarding changes
of Company's Share Face Value & Lot Size
26 December, 2010

Share price of
first trading Taka **440.00**

2011

DSE & CSE implement the
decisions of changing the share
price value (face value) from
Tk.100/- to Tk.10/- and market lot
from 20 to 200 shares
13 January, 2011

Financial Highlights 2019

Net Premium
Revenue

473.27

(Taka in million)

Cash
Dividend

48.41

(Taka in million)

Total Investment

581.55

(Taka in million)

Underwriting Result

97.50

(Taka in million)

Rating Insurer
Financial Strength

AA-

Claim
Paid

195.22

(Taka in million)

Profit
After Tax

93.00

(Taka in million)

Investment & Other Income

40.60

(Taka in million)

Shareholder Equity

1407.11

(Taka in million)

Total Assets Book Value

2157.02

(Taka in million)

Writing Premium

780.58

(Taka in million)



Chairman's Message

Bismillahir Rahmanir Rahim
Assalamu Alaikum

Dear Shareholders,

I express my profound gratitude to the Almighty Allah for being able to present before you the progress of the Company. Indeed, PHOENIX Insurance Company Ltd. has been able to maintain growth during the year 2019 for the active guidance and direction of the learned Board of Directors and for the services provided by the experienced management team. Our aim is to achieve sustainable and consistent growth, propelled by commitment to quality and enhancement of our capabilities. Our efforts in this regard, resulting from untiring hard work and dedication of our teams, enabled us to achieve a pivotal milestone of "AA-" from CRISL rating.

We are committed towards fulfilling our mission of becoming the leading insurance company in Bangladesh. This commitment is reflected through the milestones we have achieved in 2019.

Our underwritten business, profits and payouts convey the story of a strong and growing company. In 2019, your Company achieved Gross Premium Written of Tk. 780.57 million, a growth of 3% over the previous year. Your Company's profit after taxes, well supplemented by profit of Tk. 93 million, enabling it to declare 12% cash dividend.

We believe that clients' trust and satisfaction is our strength. We take pride in exceeding expectations of our clients while providing unique insurance solutions specifically tailored as per their needs and requirements. We launched web and mobile-based solutions to allow our valuable clients to obtain insurance policies, leading to increased satisfaction. As a team, we are fully committed and, with your continued support and trust, we are confident of delivering even better services in future.

The Company has continued to acquire and deepen relationships with customers who meet the company's risk criteria. This approach should enable the Company to improve its financial position. We are hopeful to deliver sustainable growth in a challenging and competitive business environment in order to maintain our position in the industry. As one of the oldest financial institution of the country, we have remained strong through the history of this nation and will remain resolute to the challenges ahead.

"I believe that Phoenix Insurance will continue its success story – thanks to our resources, financial capabilities, business network and our employees' wealth of knowledge and expertise."

Mohammed Shoeb, Chairman

The Management of the company will continuously endeavor to improve performance in the future. The Company's management team is highly motivated and working towards restricting controllable costs and expenses in challenging business and operating environments. The agent/marketing staffs have been given challenging and aggressive targets and we are continuing to strengthen the underwriting process.

Phoenix Insurance is well aware about the Corporate Social Responsibility and is spending considerable amount of money for under privileged and poor people. Phoenix Insurance does contribute for the development of the society and the country and every year we made payment the advance tax, VAT & Others Govt. demand.


In acknowledgment of the confidence and trust shown by our esteemed shareholders, your Company has been making an effort to distribute dividends regularly that saw the Company disbursed cash dividend of Tk. 48.41 million in 2018 and during the year 12% cash dividend proposed for approval in the AGM.

On governance side, performance of members of our Board remained excellent throughout the year and their collective contributions and efforts allowed the Company to not only achieve its targets but also maintain its excellent market reputation, while providing consistent returns to the shareholders.

Finally, I take this opportunity to record my sincere thanks and gratitude to the Govt. of Peoples Republic of Bangladesh, Ministry of Finance including Insurance Development & Regulatory Authority, other Regulatory Bodies, Valued Clients and members of the Board for their continued support, guidance and cooperation.

My sincere appreciation to shareholders for their patience and support to run the company successfully. I would also like to thank the Management of the Company for their dedicated services to your company.

With best regards


A handwritten signature in dark ink, appearing to read 'Mohammed Shoeb', is written over a horizontal line that extends to the right.

Mohammed Shoeb
Chairman

Message from Managing Director & CEO



Md. Jamirul Islam, Managing Director & CEO

Bismillahir Rahmanir Rahim

Assalamu Alaikum.....

Honorable Shareholders,

With the blessing of Allah, the Almighty, and the wise guidelines of the Board of Directors and convey sincere thanks for the unconditional support of our stakeholder, customers, business partners to develop the Phoenix Insurance company Ltd. (PICL) in a innovative manner. The PICL has progressed in the prevailing competitive market with initiatives focused on high quality products that meet the need of time of our customers which has laid the foundation for future growth. We have built a business model based on a competitive product proposition, quality customer service and a strong distribution network. With extensive use of technology and committed team of employees, we strive to be the preferred choice of customers seeking strong security protection for their valuable assets.

We have passed a financially challenging year, according to the instruction of the IDRA and the BIA; we have modified our business procurement system as per insurance norms or act. In this connection, premium collection growth has been dropped. However, our wise management team had taken some initiatives to develop the business and during the year, business has been increased from previous year. Despite difficult conditions, your Company's Gross Written Premium and Contribution posted a growth of 3% to close the year at Tk.780,575,102/-. The Company's performance was supported mainly by strong growth in Fire and Motor businesses.

We know that the gross premium income of non-life insurance market of Bangladesh was only Tk.41,792/- million in 2018, the penetration rate (insurance premium as % of GDP) has been stagnating at around 0.55%.

Low penetration rate in non-life insurance sector points to serious shortcomings in the industry and its inability to achieve horizontal growth. We are also taking steps to substantially strengthen our balance sheet. However, I am pleased to report the performance of Phoenix Insurance Company Limited during the year 2019. We know that investment income is the main income of insurance company but during the year FDR interest has been reduced, Due to low interest rate have affected our net income. Considering the overall position, we are trying to maintain our growth and some highlights of our performance are presented as below:-

- Gross Written Premium (GWP) stood at Tk.78.06 crores.
- Net Profit is Tk.11.53 crores.
- In the year 2019 we have settled Claims at Tk.19.52 crores.
- The Solvency ratio was at 1.22% i.e. required solvency margin is Tk.119,886,574/-. But available solvency margin of the company is Tk.146,014,162/- only.

You know, we face some unhealthy challenges that cannot manageable alone for prevailing unbalanced competition in the insurance market. All insurance companies of Bangladesh should work jointly to protect the inauspicious business for making sure overall growth & sustainability of the insurance market. Phoenix Insurance Company Ltd. has been grownup as a professional insurance company caring our customers' needs over the last 34 years. We have kept our expertise and tradition on the product development.

Our commitment is to our customers and employees remains and we shall ensure that we keep on pushing our boundaries to take it to the next level. We also believe that feedback is important to improve our service and we will be happy to listen to you and you can suggest to improvement. My mission is to reach the goal of the company as early as possible and I am trying to maintain the close engagement with all to enrich our potential. We all try our best to keep up our sustainable growth in the days to come. You know non life insurance product is limited in Bangladesh but we have opportunity to enlarge our service to the merge peoples. In this connection, we have introduced a new product- CATTLE INSURANCE for our local and commercial farmers. At present any financial institutions can easily lending their money to farmers and we

believe it will help to develop the live stock sector of Bangladesh as well as farmers.

We focus the service quality, focus on customer satisfaction, simplified underwriting, product development and efficient claims management capability have enabled us to develop a sustainable business model. During the year, we have settled record amount claims to our customers in comparison our business.

We know COVID-19 have affected our business plan of the year 2020 and we are doubt about our growth and profit of the year 2020. During the year-2020, the Company will focus on consolidating its portfolio, improving operational efficiencies and strengthening its technological infrastructure in order to capitalize on the expected macro economic resurgence FY 2020-21 onwards.

I would like to extend my sincere gratitude to the team of Phoenix family and the Chairman along with honorable board of Directors who have contributed immensely in achieving the goal of the Company and our all stakeholders for confidence and trust throughout the year. We remain committed to our mission of satisfying the need of insurance cover in the crucial hour, offer incomparable customer service, innovate products, better reach across the Bangladesh and abroad and stakeholder value creating. With the pace and the direction in which we are heading, we are sure to achieve many more significant milestones in the years to come.

Finally, I would also like to express my sincere thanks and profound gratitude to our valued clients, all regulatory bodies including the Insurance Development & Regulatory Authority (IDRA) and Bangladesh Insurance Association (BIA) for their support. I would like to take this opportunity to express my sincere thanks and gratitude to the Bangladesh Securities and Exchange Commission, DSE, CSE, overseas re-insurers, different agencies, other Regulatory Bodies, Stakeholders' for their continued support, guidance and cooperation.

Thank you all.



Md. Jamirul Islam
Managing Director

Overview

of Phoenix Insurance Co. Ltd.

HISTORY OF THE PICL

Phoenix Insurance Company Limited (PICL) is one of the leading insurance companies of Bangladesh and was incorporated as a Public Limited Company on December 1, 1986. The Company head quarters located at Purbani Annex Building (1st Floor) 1/A, Dilkusha Commercial Area, Dhaka. The Company started its business operation in most parts of the country after obtaining certificate and being registered with the department of insurance on December 1, 1986.

Mr. Deen Mohammad, the Chairman of Phoenix Group in association with Maj. Gen. (Retd) Abdul Manna Siddiqui, the founder Chairman formed the company along with some other distinguished entrepreneur's with a paid up capital of Tk.3.00 crore. Mr. Deen Mohammad, Chairman of Phoenix Group served the company as Chairman from the year 2000 to 2006 and thereafter, Mr. Mohammed Shoeb, an iconic figure was unanimously elected Chairman of the company on the 2nd of August 2006. Mr. Mohammed Shoeb played pivotal role in the developing the Insurance software system named (CIIS) in collaboration with IBCS PRIMAX using "state of the art" Oracle, Client-Server technology in Bangladesh that is being now followed by many renowned Insurance companies.

The Company offered public shares on July 28, 1994 and Company's Authorized Share Capital was raised from Tk.50.00 crore to Tk.100.00 crore on December 09, 2010. The face value of share was also changed from Tk.100.00 to Tk.10.00 and market lot size from 20 to 200 shares on January 13, 2011.

VALUES OF THE PICL

Phoenix Insurance Company Limited aims to deliver innovative customer solutions, through its wide-ranging line of products. The Management is dedicated in maintaining the highest standards of integrity and sound relationships in dealing with all stakeholders that include customer intermediaries, employees, shareholders and business partners. Our mission is to provide excellent insurance products and services to the growing needs of the national and international market. We offer a wide range of insurance services for individuals, small and medium enterprises. Furthermore, we also extend our services to global corporations.

The employees of Phoenix Insurance Co. Ltd. are dedicated to perform their best services for its valued customers and clients. They are trained with all the skills necessary for a truly outstanding customer service. The Company's focus on strengthening and expanding its global presence is reflected through the will and determination portrayed when it tapped the potential available in the Bangladeshi market. In every action, Phoenix Insurance Company Limited seeks to make a positive contribution toward community activities and is committed to perform in a socially responsible manner and ethical business etiquette. With technical expertise in the field of non-life insurance, Phoenix Insurance Company Ltd. offers unparalleled advice and personalized services in all spheres of general insurance service.

SERVICES OF THE PICL

Phoenix Insurance is broadly involved in underwriting the risk coverage of all kinds of properties or assets such as: Fire, Accident, Motor, Marine (import & export), Burglary, Cash-in safe, Cash in transit, Machinery Breakdown, Terrorism and Contractors All Risks, Erection All Risks, Aviation etc.

PICL's well-founded confidence lies in the large number of banking and financial sector clients. Some of PICL's high risk-value projects include risk-coverage provision to Power generation equipments and Industrial Risk projects and also specializes in insuring Engineering and domestic Airlines concerns. Alternatively, PICL serves Bangladesh's primary industry by providing coverage to the Textile, Chemical and other sectors.

PICL's customer-centric approach drives it forward in customer care. The Company's financial strength allows the timely remuneration and settlement of the claims. A competent team of professionals works tirelessly to ensure comprehensive customer satisfaction in every moment.

PICL dealings of the around the country

Phoenix Insurance is one of leading General Insurance Companies of Bangladesh. It has a network of 31 branches at all important places throughout Bangladesh, and it employs a full-time trusted and talented workforce of 281 employees, their service delivery ensures that this company remains a valued brand. Phoenix Insurance Company Ltd. is a stable company because of its' steady financial and operating performance, as well as its' consistent fundamentals. The Company's Claim Paying Ability Rating is --

AA-

STRENGTH OF THE PICL

Since its establishment, Phoenix Insurance has insured the Bangladeshi customers successfully for 34 years and has progressed smoothly and steadily. At the end of 2019, the paid-up capital was raised at Tk.40.34 crores and Reserves Fund stood at Tk. 100.28 crores. The Investment figure of the company was Tk. 58.16 cores, and the total assets were calculated at Tk. 215.70 crores.

Strategic Review

Important Information's (18-19)
Vision and Mission (20)
Strategic Objectives (20)
Future Strategy (20)
Our Core Values (21)
Code of Conduct (21-22)
Whistle Blowing Mechanism (22)
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Implementing Governance Practices
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Company's Product & Services (26-29)

Important Information's

Phoenix Insurance Company Limited (PICL) is one of the leading First generation insurance companies of Bangladesh and was incorporated as a Public Limited Company on November 27, 1986. It obtained registration from former Chief Controller of Insurance, Government of Bangladesh on 4th December 1986. Phoenix Insurance Company obtains renewal license from the IDRA at 2011. The Company within the stipulations laid down by Insurance Act-2010 and directives as received from time to time from IDRA provides Non life Insurance Services. The Company carries its Insurance activities through 31 branches across the country. The details information of the company is as follows:

NAME OF THE COMPANY:
Phoenix Insurance Company Limited

LEGAL SHAPE:
Public Limited Company

CERTIFICATE OF INCORPORATION:
C-17013/417 of 1986-1987
Dt. 27th November 1986

**COMPANY'S
REGISTRATION NO.:**
Controller of Insurance/
IDRA No. CR-7/86

**CERTIFICATE OF
COMMENCEMENT
OF BUSINESS:**
Issue No. 3827-29
Dt. 1st December 1986

AUTHORIZED CAPITAL:
Tk. 100.00 crore

PAID-UP CAPITAL:
Tk.40,34,15,720.00
(as on 31st December 2019)

SHAREHOLDING STRUCTURE:

Type of Shareholders	No. of shareholders	No. of shares	% of paid up capital
Sponsor/Director	19	1,86,62,257	46
General Public (Institutions)	53	96,50,299	24
General Public (Individuals)	3,255	1,20,29,016	30
Total	3,327	4,03,41,572	100

REGISTERED OFFICE:

Purbani Annex Building (1st Floor),
1/A, Dilkusha Commercial Area,
Dhaka-1000, Bangladesh.
G.P.O Box No.3647
Phone & Fax:
Phone: 9563609 (PABX)
Fax: 880-2-9563576
Mail & Web-site:
mail@Phoenixinsurance.com.bd
Web site: www.phoenixinsurance.com.bd.

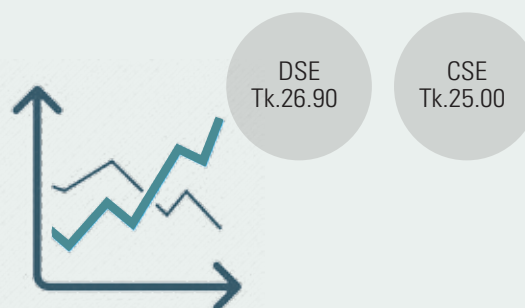
NATURE OF BUSINESS:
All kinds of Non-Life Insurance Business

LISTING STATUS:
Listing Date

DSE:
4th December 1994

CSE:
4th December 1994

CLOSING MARKET PRICE
on 31 December, 2019



MARKET CATEGORY:

A

Category

TAX PAYER'S IDENTIFICATION
NUMBER (TIN):
441630329224

BUSINESS IDENTIFICATION
NUMBER (BIN):
000000981-0006

CREDIT RATING
INFORMATION:

AA-

AUDITORS:
Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

COMPLIANCE AUDITOR:
T. Hussain & Co.
Chartered Accountants

LEGAL ADVISORS:
Barrister Margub Kabir
Barrister Anwar Ahmad Chowdhury
Advocate Rafiuddin Ahmed
Advocate Hironmay Halder
Hasan-Ur-Rashid Tutul, LL.B (RJSC matter)

TAX CONSULTANT:
Mr. Khokan Chandra Baidya

CHAIRMAN OF THE COMPANY:
Mohammed Shoeb

CHIEF EXECUTIVE OFFICER (CEO):
Md. Jamirul Islam

COMPANY SECRETARY:
Md. Rafiqur Rahman

CHIEF FINANCIAL OFFICER (CFO):
Md. Jahurul Islam

NUMBER OF EMPLOYEES:

**281**

NUMBER OF BRANCHES:

**31**

NUMBER OF SHAREHOLDERS:

**3,327**

PRINCIPAL BANKERS:

The City Bank Limited
Dutch Bangla Bank Ltd.
AB Bank Ltd.
Pubali Bank Ltd.
Shajalal Islami Bank Ltd.

MEMBERS:

Bangladesh Insurance Association
Dhaka Chamber of Commerce & Industry
Bangladesh Publicly Listed Companies

Vision

Our vision is to be an innovative, profitable; customer-oriented insurance enterprise with a national focus.

Mission

Our mission to provide unparalleled insurance service, protect our policyholders' interest and contribute to the stability of national economy

Strategic Objectives

- Retain leadership position in the market
- Explore opportunities by introducing new products and diversifying current product portfolio
- Pursue continuous improvement and technological advancement
- Enhance corporate capabilities and motivation through skill enhancement, management development and reward programs

Future Strategy

- Key challenges in 2019 include competition and thin profit margins. To effectively manage these challenges, we continue to invest in technological solutions and enhance back-end operational efficiency.
- Our strategy for 2019 is designed to deliver sustainable, profitable growth in a changing and competitive business environment in order to maintain leading position in the industry. It builds on our strengths. It places customers and their needs at the center of our business.
- To take PICL to the greater height, we are focusing more closely on the markets and customers' segments where we have competitive edge, where we can offer superior value proposition to our customers.
- The Company had successfully started its "On touch Payment" system and plans to cater wide customer base.
- We continue to invest in our people and systems and processes to better understand our customers' needs, serve them in the way they require, increase collaboration and improve efficiency.
- To act the honesty and integrity of the dealings a transparent rule is maintained in the Company.

Core Values

A principle that guides an organization's internal conduct as well as its relationship with the external world. If there are no common values, there can be no image of the future. Core values are usually summarized the mission of statement of the Company. We are committed to chase the following values to guide our decisions and our behaviors.

Teamwork

we work together to meet our common goals and support the clients of the Company for their betterment in long run.

Respect

we respect every individual; we honor the rights and beliefs of our fellow associates, our customers, our shareholders and our community. We treat others with the highest degree of dignity, equality and trust.

Accountability

we accept our individual and team responsibilities and meet our commitments. We take responsibility for our performance in all of our decisions and actions. Responsibilities of our actions usually influence the lives of our fellow customers and employees of the Company.

Integrity

we employ the highest ethical standards, demonstrating honesty and fairness in every action that we take.

Innovation

we are creative in delivering value to our fellow associates, customers, shareholders and community.

We anticipate change and capitalize on the many opportunities that arise.

Commitment

we are committed to roll great service and other initiatives that impact lives both within and outside the Company.

Efficiency

we are devoted to increase the transparency within authorities, shareholders and simplification of rules and procedures for general public and business.

Customer Oriented Focus

we continuously seek to improve each customer's experience by listening and striving to exceed our commitments. To achieve premier customer service we must also exceed our customers' expectations, delight them, and be appreciative of their business and passionate about making them successful.

Community

we believe that share of development to the society means contribution of the country. We take the responsibility and at the same time contribute to the society, which have defined our existence.

Code of Conduct

Standard of Conduct

We conduct our operations with honesty, integrity and openness, and with respect for the human rights and interests of all stake holders including employees.

Obeying the Law

Company is committed to comply with all the legal requirements, laws and regulations of Bangladesh.

Employees

- Company is committed to create the working environment where there is mutual trust and respect and everyone feels the responsibility for the improved performance and reputation of the Company.
- It recruits, employs and rewards employees purely on merit and on the basis of the qualification, experience and abilities needed for the work to be performed.
- It is committed to provide safe, healthy and pleasant working environment to all employees. Company will not use any form of forced, compulsory or child labor.

- It is committed to work with employees to develop and enhance each individual's skills and capabilities, provide training to groom them on the basis of their Training Needs Assessment analysis.
- It respects the dignity of employees and the right of individual to express freely.
- Company maintains good communication link with employees through Company based information and consultation procedures.

Insured

It is committed to provide prompt and efficient services to its clients by properly insuring their risk, doing risk assessment and by issuing insurance policies to meet various requirements of the clients. It endeavors to provide peace of mind and security to its clients pursuing ethical and professional practices.

Shareholders

Company will conduct its operations in accordance with principles of good corporate governance. It will provide timely, regular and reliable information on its activities, structure, financial situation and performance to all the shareholders.

Business Partners

- Company is committed to establish mutually beneficial relations with its insured, reinsurers and business partners.
- In the business dealings, the Company expects its partners to adhere to business principles and ethical practices consistent with its own.

Community Involvement

Company strives to be a trusted corporate citizen and, as integral part of society, to fulfill its responsibilities to society and communities where it operates.

Public Activities

- Company will promote and defend its legitimate business interests.
- It will co-operate with the government and other organizations, both directly and through bodies such as Insurance Association of Bangladesh, in the development of proposed legislation and other regulations that may affect legitimate business interests.
- Company neither supports any political group or party nor contributes to the funds of any group whose activities are aimed at, directly or indirectly, to promote party interests.

The Environment

- Company is committed to making continuous improvement in the management of environmental impact and to the long term goal of developing a sustainable business.
- Company will work in partnership with others to promote environmental care, increase understanding of environmental issues and disseminate good practice.

Competition

Company and its employees will conduct their operations in accordance with the principles of fair competition and all applicable regulations without compromising on ethical practices.

Business Integrity

- Company does not give or receive, whether directly or indirectly, bribe or other improper advantages

for business or financial gains. No employee may offer, give or receive any gift or payment, which is, or may be construed as being, a bribe. Any demand for, or offer of, a bribe must be rejected immediately and reported to the management.

- Its accounting records and supporting documents must accurately describe and reflect the nature of the underlying transactions transparently. No undisclosed or unrecorded account, fund or asset will be established or maintained.

Conflict of Interests

Company's employees are expected to avoid personal activities and financial interests that could conflict with their responsibilities to the Company. They must not seek gain for themselves or for others through misuse of their positions.

Compliance-monitoring-reporting

- Compliance with these principles is an essential element in our business success. The Company's Board of Directors (the Board) is responsible for ensuring that these principles are communicated to, and understood and observed by, all employees.
- Responsibilities are properly delegated to the senior management. They are responsible for implementing these principles, if necessary through more detailed guidance tailored to local needs.
- Assurance of compliance is given and monitored each year. Compliance with the Code is subject to review by the Board and supported by the Audit Committee of the Board.
- Any breaches of the Code must be reported in accordance with the procedure specified by the management.
- The Board of the Company expects employees to bring to their attention, or to that of senior management, any breach or suspected breach of these principles.
- Provision has been made for employees to be able to report in confidence and no employee will suffer as a consequence of doing so.

Whistle Blowing Mechanism

Phoenix Insurance is committed to the highest standards of honesty, openness and accountability. It aims to ensure that it operates in a responsible manner, taking into account ethical business standards set out in Company's Code of Conduct. The Company encourages its employees to report immediately any non-compliance/wrongdoing that can harmful for the Company.

The Company has formulated a policy outlining the procedures to be followed in this regard. The objective of the policy to create avenues and provide channels for stakeholders to report any unethical or wrongdoing activity related to the Company (if any).

PICL Principles

- To act the honesty and integrity of the dealings a transparent rule is maintained in the Company.
- Put the customer at the center of all our actions.
- Utilize consumer insights, data and technology to serve customers and generate growth and attractive economic returns.
- Execute well considered decisions with precision and speed.
- Focus relentlessly on those few things that provide the greatest impact.
- Be a learning organization that leverages successes, learns from failures and continuously improves.
- Provide employees and agencies fulfilling work, personal growth and performance based rewards.
- Take an enterprise view of our people and processes and work as a single team to advance all state rather than our individual interests.

PICL Culture

An organization's culture consists of the values, beliefs, attitudes and behaviors' that employees communicate on a daily basis in their work. The culture determines how employees describe where they work, how they understand the business and how they see themselves as part of the organization. It also comprises the interactions of the employees with the outside world and their future expectations. Every organization must have set guidelines for the employees to work accordingly.

In Phoenix Insurance, focus on mission, vision, values and strategic objective play a pivotal role to build a

healthy culture in the Company. The "Code of Conduct" of the Company provides the basic structure and guidance to the employees in order to nourish a better culture in the Company. Pre-defined policies and procedures guide the employees and give them a sense of direction at the workplace and therefore every individual is clear about his/her role and responsibilities in the organization and fully equipped to accomplish the tasks effectively and efficiently.

Above all, Phoenix Insurance Company Ltd. carries a very healthy culture and its improving day by day to become effective and efficient to meet future challenges.

PICL Ethics

Organizational ethics are the principles and standards by which businesses operate. They are best demonstrated through acts of fairness, ingenuousness, trustworthiness, compassion, integrity, honor, honesty and responsibility. It reflects how an organization responds to internal or external incentives.

In Phoenix Insurance, the ethical values are kept at high level because generally it is among core requirements for an organization working in a society and specially while working as insurer on who people trust to a great extent.

The "Code of Conduct" of the Company is considered "Rule Book" for the organizational ethics which is

adhering by all employees of the Company. Furthermore, a long working history of the organization carries certain standards which are implied in working environment of the Company and are practiced with full strength. These implied rules are as follows:

- **Trustworthiness** — Honest in conduct
- **Integrity** — Reliability and Loyalty
- **Respect** — Civility, Autonomy and Tolerance
- **Responsibility** — Accountability, Pursuit of excellence
- **Fairness** — Impartiality and Equity

Grievance Function

The Company is well prepared to handle the complaints/grievances of insured, (if any), not only to adhere the applicable requirements of the "Code of Corporate Governance for Insurer" (the code) but also for a deep association with them as their insurer and protector. By resolving their complaints/grievances effectively and efficiently within a short span of time, the Company also creates an everlasting bondage with them.

Under the "Grievance Function", complaints/grievance

of the policyholders is received by the designated staff in writing or over phone call of the Company.

Afterwards, relevant staff resolves these complaints/grievances within the stipulated time and act according to the requirements of the Code. In order to make "Grievance Function" more effective and efficient, "Underwriting department" comprising senior management, oversees its activities on regular basis and provides the guidance and assistance accordingly.

Engagement with Stakeholders

The Company has wide range of stakeholders particularly shareholders and investors, customers, suppliers and service providers including reinsurers and reinsurance brokers, financial institutions, media, regulatory bodies, analysts and employees as well. The Company believes in effective communication with all stakeholders and generally adopts following communication procedures:

Shareholders and Investors

The Company convenes annual and extra ordinary general meetings in accordance with the requirement of Companies Act 1994. The Company's interim results and reports are placed on Company's website and are also notified to the Dhaka Stock Exchange for shareholders' information. Any other price sensitive information including dates of Board of Directors' meeting is also communicated to the Stock Exchanges on timely basis. The Company's website also has an "Investor Relations" section which contains all relevant information for the use of investors which is updated on timely basis. The Company will also brief the shareholders on Company's performance in the year 2019 in Annual General Meeting to be held on 16th September, 2020.

Customers

The Company's philosophy can be summed up as customer protection, their satisfaction and trust. The Company has proper sales team which meets with corporate clients on regular basis to obtain their feedback, which helps significantly in improvement of level of services provided to them. The Company has also phone call facility to provide better services to all its clients mainly focusing on retail segment of the market. The Company has strong presence on social media to engage with customers and visitors in an efficient manner. The Company's website also has complaint form for the customers to register their complains (if any) which are addressed appropriately.

Suppliers and Service providers

The Company corresponds with its major suppliers and services providers particularly reinsurers and reinsurance brokers on a regular basis and provides them relevant feedback and updates.

Financial Institutions

The Company works with major Banks and other financial institutions in partnership to provide better services to the customers and to increase Company's financial strength. The Company interacts with all partner institutions continuously to explore avenues of

growth and investments. The collaboration with the banks is also focused on improvement in banking and insurance services provided by both the counter parties.

Media

The Company promotes its business activities by having strong presence in media. The Company ensures media presence while launching of its products, signing of major agreements with business partners and other organized promotional and social activities.

Regulatory bodies

The Company ensures compliance of all regulatory requirements and submits periodic reports to the regulators. The Company also interacts with various regulators through platform of the Insurance Association of Bangladesh and business representative bodies.

Analysts

The Company communicates with credit rating agencies on regular basis to secure the rating as required by the law. The Company also interacts with one of the oldest and most authoritative rating agency CRISEL for its rating. The Company also encourages business schools and research houses to conduct research on insurance sector and also disseminate their analysis through various publications.

Employees

Employees are prominent stakeholder of the Company and they work in the Company to earn their livelihood. The Company has extensive employee's engagement schemes in place. The employees' issues revolve around work life balance, training and development and rewards. The Company has in-house and outside training programs. The long term services of employees are acknowledged through awarding them with token of appreciation. In order to keep update the employees with respect of the Company's achievements, important events, memoriam of employees passed-away and brief on award winning employees of the Company, an in-house discussion was held on quarterly basis. All the departments were participating jointly and discuss fairly. This kind gathering keeps employees updated and connected with the Company. Furthermore, through annual employee's gatherings, the employees of the Company are keeping motivated and contended. These employees' engagements improve the level of dedication and hard work among them.

Implementing Governance Practices exceeding legal requirements

In Phoenix Insurance, the Compliance of applicable laws and regulations are aimed at not only to avoid financial losses in shape of penalties and reputation risk to the Company but It is also to give more efficient, effective and valuable performance to its stakeholders.

Being an Insurance Company, the responsibility with respect to abiding laws and regulations is become two fold as society in general and particularly being insurer put their trusts on the Company for covering their risks which threatens their valuable assets. Therefore, the Company is supposed to act with responsibility in respect of all laws and regulation so that it can play an efficient role when any loss arises to the people whose assets are under its insurance service coverage. In the Company, particularly the Compliance Officers and generally all the departmental heads are fully aware with the latest applicable laws and relevant regulations.

As best practice of good governance, the Company goes beyond the mandatory compliance with the Code of Corporate Governance in the following areas:

- A Board level Risk Committee has been established, which oversee the overall risk management of the Company.
- The compilation of the result of annual evaluation of Board's own performance is done through statutory auditors to ensure transparency and confidentiality of the process.
- The management committee has been formed to review the performance of the branch and head Operations and advise the Board accordingly.

Company's Products & Services

Service details

The record says we take a personal interest ... in what you value most

Phoenix Insurance Company Ltd., which plays the best role at general insurance sector in Bangladesh and beyond, offers you a varied list of services in accordance with the popular requirements at the insurance sector. The products and services of the Phoenix Insurance are as follows:

Fire Insurance:

A fire incident may cause severe property damage of an individual or organization. Consequently an individual may suffers serious financial hardship and an organization may become sick and could be unable to resume their business. Under this situation a Fire Insurance protection becomes meaningful to the insuring public. An insurance company ensures the property owner to protect them from the financial losses arising out of the unforeseen fire incident. A dwelling house, Shops, Offices, Wear house, Factories and various Manufacturing Industries and it' contents may be covered under Fire Insurance protection.

The following types of policies are issued under Fire department:

1. Standard Fire Insurance Policy
2. Fire and allied perils Policy
3. House hold policy
4. Industrial All Risks Policy
5. Power Plant Operational Package Insurance.



A standard Fire Insurance policy may be extended with the following allied perils on payment of additional premium.

1. Riot and Strike damage
2. Malicious damage
3. Earthquake fire and Shock damage
4. Explosion damage
5. Impact damage
6. Aircraft damage
7. Cyclone, Storm, Hurricane, Tornado, Flood and Inundation
8. Business Interruption or Profit Loss.

Marine Insurance:

The following types of Marine policies are normally issued under Marine insurance department:

Marine Cargo Policy: Marine cargo policy provides financial protection from the losses/damages of imported goods caused by maritime perils during its transportation by ocean vessel/Lorry/Aircraft. It also provides coverage for the carriage of goods by Inland transport/vessels within the territorial limit of the country.

The following coverage's are given under marine insurance policy depending upon the extent of risks and the premium rates of them are different.

1. Institute Cargo Clause "C" (ICC'C')
2. Institute Cargo Clause "B" (ICC'B')
3. Institute Cargo Clause "A" (ICC'A')

Motor Insurance:

Motor Insurance protects the insured from the cost and expenses of the damages of vehicle as well as their liability to third parties property damage, bodily injury or death due to an unexpected accident.

The following types of policies are issued under Motor department:

1. Comprehensive Risks Policy
2. Act Liability Policy

Comprehensive Risks Policy: This policy provides coverage for the vehicle's own damages and Third party's loss such as property damages and bodily injury or death

Act Liability Policy: This policy covers liability of the insured for Third party's property damages and bodily injury or death only arising out of the use of insured vehicles.



On payment of additional premium the risks War and SRCC may also be covered.

Marine Hull Policy: Marine Hull policy provides the coverage for loss and damage to the hull and machinery of the ship.

The following types of Marine Hull Policies are issued on the basis of risks coverage

1. Comprehensive Risks
2. Total Loss only (TLO)

Engineering Insurance:

- (i) Machinery Breakdown Insurance (MBD)
- (ii) Contractors All Risks Insurance (CAR)
- (iii) Erection All Risks Insurance (EAR)
- (iv) Contractors Plant & Machinery Insurance (CPM)
- (v) Deterioration of Stock Insurance (DOS)
- (vi) Electronic Equipment Insurance (EEI)
- (vii) Boiler and Pressure Vessels Insurance (BPV)

The Contractors All Risks Insurance: It covers physical loss or damage to property, as well as third party liability related to work conducted on the construction site.

Erection All Risks: It offers comprehensive coverage for plant and machinery construction risks.

Machinery breakdown Insurance: It covers damage to the sudden physical loss/damage of machineries caused various reasons as covered by the policy.

Contractor's Plant and Machinery Insurance: It covers any loss or damage occurring at work, during maintenance operations and is limited to construction plant only.

Miscellaneous Insurance:

- (i) Cash in Transit Insurance
- (ii) Cash/Property in Premises
- (iii) Personal Accident Insurance
- (iv) Peoples Personal Accident Insurance
- (v) All Risks Insurance
- (vi) Public Liability Insurance
- (vii) Burglary Insurance policy
- (viii) Comprehensive General Liability Insurance
- (ix) Fidelity Guarantee Insurance
- (x) Safe Deposit Box (Bank Lockers)
- (xi) Hotel Owners All Risks Insurance
- (xii) Workmen's Compensation Insurance
- (xiii) Money Insurance Policy

Live Stock Insurance

- (i) Cattle Insurance



Electronic Equipment Insurance: This insurance provides coverage for all electrical systems.

Deterioration of Stock Insurance: Loss is covered if it occurs due to sudden physical loss of or damage to the Machinery.

Boiler and Pressure Vessel Insurance: Boiler explosion is covered.

Miscellaneous insurance also included the following insurance coverage:

Cash on Counter/in Safe: The insured gets coverage if his/her cash is looted, robbed or stolen from the counter, drawers from the locked iron safe by burglary house breaking through forcible entry and exit from the insured premises.

Personal Accident: It provides for payment of specified capital benefits following accidental death, bodily injury caused by an accident.

Peoples Personal Accident: It provides coverage for accidental death only.

Personal Air Travels: Coverage is given against accidental death at the time of travel by air.

Money Insurance Policy: This policy insures against physical loss of or physical damage to the insured property up to the amount(s) insured whilst in or upon the premises occurring during the period and for vehicle risk whilst in transit by a four wheel motorized vehicle, pavement risk and ATM risk whilst within the territorial limits.

Earthquake Insurance:

Coverage is for direct damage resulting from earthquake. Earthquake insurance coverage can be purchased with the standard fire policy by paying additional premium.

Riot and strike Damage Insurance:

Riot and damage insurance coverage for the damage of the property resulting from riot and strike damage.

Riot and strike damage is defined by most state laws as a violent disturbance involving three or more persons from the point of same intention



Besides, other insurance facilities include under different categories such as cell phones, neon sign etc.

Aviation Insurance:

Aviation insurance covers the hull and liability hazards of both commercial airlines and private aircrafts.

Overseas Mediclaim Insurance:

- (i) Business and Holiday (B&H)
- (ii) Corporate Frequent Travel (CFT)
- (iii) Employment & Studies (E&S)

Corporate Directory

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Board of Directors'

Chairman	:	Mohammed Shoeb
Former Chairman & Director	:	Deen Mohammad
Directors	:	Aziz-Al-Mahmood Mazharul Haque Badruddoza Mannan Sadia Anjum Siddiqui Manzoorul Haque Rokshana Begum Sadaf Shamsad Haque Mohammed Haider Ali Khorshed Zahan Begum Dr. Sharmin Sultana (Nominated - Pakiza Textile Ltd.) M. A. Majid
Independent Directors	:	Iram Ali Nabiha Yesmeen Md. Faizur Rahman
Managing Director & CEO	:	Md. Jamirul Islam
Company Secretary	:	Md. Rafiqur Rahman

Board of Directors'



MOHAMMED SHOEB
Chairman



DEEN MOHAMMAD
Former Chairman &
Director



MAZHARUL HAQUE
Director



AZIZ-AL-MAHMOOD
Director



SADIA ANJUM SIDDIQUI
Director



SADAF SAMSD HAQUE
Director



M. A. MAJID
Director



DR. SHARMIN SULTANA
Director (Nominated
Pakiza Textile Ltd.)



MANZOORUL HAQUE
Director



MOHAMMED HAIDER ALI
Director



BADRUDDOZA MANNAN
Director



ROKSHANA BEGUM
Director



KHORSHEED ZAHAN BEGUM
Director



IRAM ALI
Independent Director



MD. FAIZUR RAHMAN
Independent Director



NABIHA YESMEEN
Independent Director



MD. JAMIRUL ISLAM
Managing Director &
CEO

Directors' Profile

MOHAMMED SHOEBO Chairman

Mohammed Shoeb, (born on February 9, 1968) was unanimously elected Chairman of Phoenix Insurance Company Ltd. on the 2nd August 2006, a leading general insurance company with operations spanning most parts of the country. An iconic figure, Mr. Shoeb also holds several key positions on various regulatory and professional boards. In retrospect, the 54-years-old has showed remarkable efficiency in discharging responsibilities he has shouldered from the beginning till now.

Mr. Shoeb commenced was director of The City Bank Ltd from 1990 and holding the position as Chairman of the The City Bank Limited from 2016-2018. He also served as Vice-Chairman of the City Bank Ltd. for the period between 2001-2002. In the long journey with the City Bank Ltd. he was engaged in different Board committees of City Bank to share his knowledge. Prior to assuming the most desired office of the Chairman of Phoenix Insurance, he prepared himself through his hard work in the company as vice-chairman. His experiences gradually rose to an impressive level since; he has been serving as Vice-Chairman of Phoenix Finance, Phoenix Securities, Phoenix Group of Industries, and as a director of a good number of companies including Phoenix Spinning Mills, Phoenix Textiles Mills, Rangdhanu

Spinning Mills and Appollo Ispat Complex Ltd.

Mr. Shoeb has played a pivotal role in the developing of the online-three-tier, Insurance Software System named (CIIS) for Phoenix Insurance which has been developed in collaboration with IBCS Primax using "State-of-The-Art" Oracle, Client-Server technology and is being used today locally and over the Internet at many different private sector Insurance Companies of Bangladesh. Dynamic and forward-moving Mr. Shoeb is widely accredited with introducing IT-infrastructure in the companies he served. He facilitated the online banking service for the City Bank Ltd., and introduced international credit card 'Visa' for the banking industry.

Mohammed Shoeb, born and raised in the capital city of Dhaka, holds a bachelor's degree in Business Administration from University of Waterloo, UK. He obtained his earlier education from International School of Singapore and Green Herald International School in Dhaka. He is a permanent member of Dhaka Club Ltd. & Gulshan Club Ltd.

DEEN MOHAMMAD Director

Mr. Deen Mohammad, the legendary figure of Phoenix Group of Industries and Apollo Group, is a man with a mission. His mission is to inspire new generations, colleagues, people living in neighborhood to become more intimately involved in trades

and commerce that will ultimately build up an impressive, self-reliant future for us all.

Mr. Deen Mohammad started his business career in 1960 with trading business and established himself firmly in the business arena in Bangladesh. He is the founder Chairman of Phoenix Group of Industries, which is associated with Phoenix Textile Mills Ltd., Phoenix Spinning Mills Ltd., Phoenix Fabrics Ltd. and Eastern Dyeing & Calendaring Works Ltd. He served as Chairman of the PICL for the period between 2000-2006 and also the founder Chairman of The City Bank Ltd., Phoenix Finance & Investment Ltd., Phoenix Securities Limited and the Apollo Group of Industries. He was Director of The City Bank Ltd.

He has earned name and fame in Business Community for his honesty, integrity, dedication, hard work and high degree of sense of responsibility. He traveled most of the world for the purpose of promotion of his Business Enterprises. His experience expanded in time, reflects on his great job that he had done all over the country which found a prosperous future in this century of modernization.

At the time he engaged all his might in developing business enterprises, the charitable man never forgot the sufferings of the poor people. He is the honorable lifelong member of Dhaka Club Ltd, Gulshan Club Ltd, Uttara Club and Rotary Club.

Directors'

Profile

MAZHARUL HAQUE

Director

Mr. Mazharul Haque is an Entrepreneur and the proprietor of Eastern Foundry & Re-rolling Mills Ltd., Hotel Al-Hellal, Lubab Airscape and Lubab Men's Essentials. He is also a director of Phoenix Securities Ltd. He is the eldest son of Late Mr. Helaluddin, the famous contractor and builder of the National Mosque Baitul Mokarram in Dhaka. Mr. Haque associated with so many social and charitable institutions in the country and travelled many countries of the world.

AZIZ-AL-MAHMOOD

Director

Director Mr. Aziz-Al-Mahmood joined the Board at the inception of the company i.e. 1986. He completed his graduation from the US International University, London, UK. Mr. Aziz joined Partex Star Group at an early age. With his inherent quality of leadership and pragmatic outlook, he became one of the Group's directors within a short time. Mr. Mahmood's diverse leadership qualities as Managing Director of Partex Star Group's key units have made quick turnaround possible even under a competitive environment. He is Chairman of the IDLC. Mr. Aziz-Al-Mahmood is also actively engaged with number of social, philanthropic and charitable institutions.

MANZOORUL HAQUE

Director

Manzoorul Haque, Director of Phoenix Insurance Company is well educated and also sponsors director of Phoenix Securities Limited. He is a young businessman and is independently managing the family business for the last 12 years. He is also involved with social and sports activities. Mr. Manzoorul travelled extensively for the promotion of Business in many countries in the world and participated with various Socio-Economic programmes at home and abroad.

MOHAMMED HAIDER ALI

Director

Mr. Mohammed Haider Ali studied in the United States and obtained BBA in Management from the Pacific State University, Los Angeles California. He lived and worked in the United States and returned to Bangladesh in 1993 and finally joined the family business that was started by his father.

BADRUZDDOZA MANNAN

Director

Mrs. Mannan is the Managing Director of Miraro Carriers Ltd., and is the Chairman of Nautical Shipping. She is the wife of the Founder Chairman of Phoenix Insurance Company; Late Major General Abdul Mannan Siddique (Retd).

ROKSHANA BEGUM

Director

She is the most cherished woman of the entire Phoenix Family who has whole heartily supported Mr. Deen Mohammed during his good and bad times. She has the spiritual insight whose blessing is always sort for before the commencement any journey. She is a major shareholder in Phoenix Securities and Phoenix Group of Industries.

SADIA ANJUM SIDDIQUI

Director

She is the daughter of Mr. Abdul Mabood Siddiqui, Founder of Reddy Siddiqui & Company, a Chattered Accountancy Firm and Business Advisors in England. Sadia Siddiqui studied at the St. Martins School of Art & Design (in London). She holds a bachelor's degree in Textile Designing. She has worked as a Freelance graphics designer and Hand Printer of Silk Fabrics in London.

SADAF SAMSDAD HAQUE

Director

Sadaf Samsad Hoque holds a professional teaching certificate from the University of Cambridge. Sadaf Samsad studied at the Devry Engineering College in Chicago, USA. She joined the Company as a Director in the year 2008.

Directors' Profile

M. A. MAJID

Director

Mr. M.A. Majid, son of Late Abdus Sattar, born in 01-01-1940, Director of Appollo Ispat Complex Limited, is an established business personality. He started business career in 1960 with trading business. He entered into Industries in 1962 and established himself firmly in the business arena in Bangladesh and he is pioneering in Industrialization of the country. Having vast experience in the field of management of industry and finance, he became the founder Director of Phoenix Group of Industries which comprises of Phoenix Textile Mills Limited, Phoenix Spinning Mills Limited, Phoenix Fabrics Limited, Rangdhanu Spinning Mills Limited and Palash Spinning Mills Limited.

Mr. Majid actively participated in the formation of Phoenix Insurance Company Limited and also played vital role establishing Phoenix Finance & Investments Limited, one of the reputed Leasing Companies of the country, of which he was a founder Director. He is also the founder Managing Director of Phoenix Spinning Mills Limited.

DR. SHARMIN SULTANA

Director

Dr. Sharmin Sultana, Nominee Director of Pakiza Textiles Ltd. elder daughter of renowned businessman Md. Rafiqul Islam owner of Pakiza Group of Industries, She is an Eye specialist and completed her study from Bangladesh Medical College & Hospital, Dhaka. Dr. Sharmin Sultana also the Director of Pakiza Textiles Ltd.

KHORSHED ZAHAN BEGUM

Director

Mrs. Khorshed Zahan Bgum, wife of reputed businessman Mr. Mobarak Ali, she whole heartily supported her husband during his good and bad times. She joined the Company as a Director on 28th February 2012.

IRAM ALI

Independent Director

Iram Ali was appointed as Independent Director to the Phoenix Insurance Company Ltd on the 28th August 2014. She is graduated with Bachelor of Commerce from University of Guelph, Canada and obtains Honors degree in Global Business Management from Humber College, Toronto, Canada. Iram Ali completed many courses related to Sales force management, Supply chain management, Global business strategy, operations & management of the hospitality & tourism industries as well as

courses in accounting, marketing, foodservice operations, customer and organizational behavior and human resources.

Iram Ali achieved certificates and award for her professional and volunteer services. She is knowledgeable lady and visited various countries around the country.

MD. FAIZUR RAHMAN

Independent Director

Md. Faizur Rahman was appointed as Independent Director to the Phoenix Insurance Company Ltd on the 29th July 2019. He is the founder and Group Chairman of Noapara Group, Bangladesh. Noapara Group is a Bangladeshi owned company with a long history in the South East Asia realm. Right from the beginning, the company started with a strong focus on innovation under the leadership of Mr. Rahman the group has made significant progress by laying a strong foundation for ambitious growth through new ventures, alliances and acquisitions.

He contemplates his company continued the drive for innovation, finding new and unique ways to improve on existing solutions. Mr. Rahman emphasized that innovation has been integral to the success and growth for Noapara Group.

In 1990, Noapara Traders purchased the raw materials of NPKS fertilizer and producing known as "Bengal

Directors' Profile

Misra Sar” at South Bengal Fertilizer Mills Ltd. producing international grade of NPKS fertilizers at Noapara. Mr. Rahman also designated as the 1st vice chairman of Bangladesh Fertilizer Association (BFA). Mr. Rahman also the Treasurer of Bangladesh Cement Manufacturers Association (BCMA). His also associated with Pharmaceutical sector. He was awarded Business Excellence Awards - 2014, Singapore. And also received Sofol Khudro Uddyogta Somomanona Podok – 2014. In 2017 he received the FOBANA Business power award at Florida, North America.

NABIHA YASMEEN

Independent Director

Nabiha Yasmeen was appointed as Independent Director of the company on 29th July 2019. She completed Masters of Arts degree from University of Miami, Florida, USA. She associated with S.S. Steel Ltd. She has strong ability in marketing and developing products and initiating business. She also professional member BGMEA, BKMEA, BTMA and Dhaka Chamber of Commerce and Industry. She travelled extensively for the promotion of Business in many countries in the world and participated with various Socio-Economic programmes at home and abroad.

MD. JAMIRUL ISLAM

Managing Director & CEO

Mr. Md. Jamirul Islam was born on December 02, 1964 in a renowned family from Gorch in Chittagong Rowzan. Mr. Islam started his career with Phoenix Insurance Co. Ltd. as a Probationary Officer in early 1st January 1987 after obtaining Masters Degree from Dhaka University. During his 31 years service career he worked in various branches of Phoenix Insurance Co. Ltd. and contributed excellent support for the development of the company. Mr. Islam has been awarded several times for tremendous business performance of the company. His desire for learning combined with his intelligence has amazingly created him forward-looking. He is punctual in his service and build up the confidence with the management and clients in the services rendered by him. In 2006, he promoted to the rank of Deputy Managing Director and became Additional Managing Director in 2010. He worked unremittingly to take the Insurance Company to its new height of excellence. In May 2011 he was elevated to the rank of Managing Director & CEO in recognition of his contribution to the Phoenix Insurance Company Ltd. by approval of the Insurance Development & Regulatory Authority (IDRA). In every aspect of his career by showing efficiency and determination he holds the most

respective position in the insurance industry. His vast experience reflects on his great job that he had done all over the company, which found a prosperous future in this century of modernization. By this time Bangladesh Insurance Association selected him as a member of Non-Life technical Sub-Committee to investigate into the alleged irregularities to bring discipline in the insurance market and avoid punitive action from Regulatory Authority. He is a member of the Bangladesh Insurance Executive Club. Mr. Islam has attended a good number of professional training courses, seminar, workshop etc. and also engaged with different social and cultural organizations. He likes to travel and regularly visit many countries. By this time he visited USA, Malaysia, Thailand, India, Singapore, Bahrain, Qatar, Dubai, Nepal, Bhutan etc. for professional & personal purpose. In retrospect, the 56 years old has showed remarkable efficiency in discharging responsibilities he has shouldered from the beginning to till now.

Management Profile



MD. MANIRUL ISLAM
Consultant



MD. RAFIUR RAHMAN
Deputy Managing Director &
Company Secretary



MD. SHAFIKUR RAHMAN
Executive Director
Head of Branch Control & U/W



S. M. JASHIM UDDIN AHAMMED
Senior General Manager
Head of HR & Admin Department



SUNIL KRISHNA SAHA
General Manager & Head of
Re-insurance Department



MD. MUSTAFA KAMAL
General Manager &
Head of IT Department



MD. MIZANUR RAHMAN
General Manager &
Head of Claims Department



MD. JAHURUL ISLAM
CFO & Asst. General Manager
Head of Accounts Department



MR. HABIBULLAH
Manager & Head of Internal
Audit Department

Management Profile

MD. MANIRUL ISLAM

Consultant
Born: 1955

Md. Manirul Islam joined the Phoenix Insurance Company Ltd. on 25.03.2020 as Consultant of the Company. Before joining Phoenix Insurance Company Ltd. he was the Managing Director & CEO of the Pioneer Insurance Company Ltd. and Pragati Insurance Company Ltd. the second largest & fourth largest non-life insurance Company in Bangladesh in terms of Premium Income respectively. He commenced his thirty nine years of journey in the insurance industry in 1981, at Sadharan Bima Corporation (SBC), the only state owned non-life insurance company in Bangladesh.

Mr. Islam completed his B.Com (Hon's), M.Com (Accounting) from Dhaka University in 1976 and passed BIA Diploma from Bangladesh Insurance Academy in the year 1985. During his service in Sadharan Bima Corporation, he worked in various departments such as Underwriting, Claims, Accounts, Re-Insurance, Finance & Investment etc. and gathered extensive knowledge and experience. He worked as General Manager Finance, Re-Insurance, Underwriting, Claims and Dhaka Zonal Office and retired voluntarily on 30.09.2012 and joined Pragati Insurance Company Ltd. on 1st October, 2012.

During the service period he attended many insurance related seminars, symposiums and workshops. He participated in various professional training courses at home and abroad. Mr. Islam is now a renowned insurance personality in the country.

Apart from Insurance industry, Mr. Manirul Islam is well associated with various social organizations. He was a councilor of Bangladesh Football Federation (BFF). He was also a councilor and former Member of the Finance Committee of Bangladesh Cricket Board (BCB).

Mr. Islam was member (nominated) of the Board of Directors:

- Mutual Trust Bank Ltd. (MTBL)
- National Housing Finance & Investment Ltd.
- IIDFC Ltd.
- IIDFC Securities Ltd.
- KAY & QUE (Bangladesh) Ltd.

Former Member:

- Central Rating Committee- IDRA
- Fire Rating Sub-Committee- IDRA

Member:

- Misc. Rating Sub-Committee- IDRA
- PSB (Public Sector Business) Management Committee of Co-Insurance Scheme

MD. RAFIQUUR RAHMAN

Deputy Managing Director & Secretary
Born: 1969

Professional Experience

Mr. Rafiqur Rahman joined in the Phoenix Insurance Company Ltd. in 2007 as Company Secretary to the rank of DGM and at present he is holding the position of the Deputy Managing Director. Mr. Rahman looks after the responsibility of Board affairs, legal & Compliance and Common Service department of the company. Mr. Md. Rafiqur Rahman started his career with YOUNGONE Group, DEPZ, Saver, Bangladesh in 1995. Thereafter, he served with Chemical Industries (listed company of DSE), Express Insurance Ltd. and Energypac Engineering Ltd. at Accounts & Finance Department and other various important capacities.

External Experience

During his service period, Mr. Rafiqur Rahman attended a good number of training courses and seminar in relation to Accounts & Finance, Board, Company Law, Securities & Exchange Rules and etc. He also completed a training course on "International Financial Reporting Standards" from the Institute of Chartered Accountants in England and Wales (ICAEW). Mr. Rahman successfully completed Future CEO training Program from WSDA.

Educational Background

- Master of Commerce in Accounting, University of Dhaka, Bangladesh
- Chartered Accountant (Inter), ICAB
- Bachelor of Law (LL.B.)

MD. SHAFIKUR RAHMAN

Executive Director
Head of Branch Control & Underwriting Department
Born: 1975

Professional Experience

Mr. Md. Shafikur Rahman started his career with Prime Insurance Co. Ltd. as Assistant Manager in 2000. After completion of MBA Mr. Shafikur Rahman joined the Phoenix Insurance Company Ltd. in 2006 as Manager. Mr. Rahman is holding the charge of head of the Branch Control and Underwriting Department since 2007. He is now holding the rank of Executive Director.

External Experience

He has participated in various professional training, seminar and workshop in the Bangladesh Insurance Academy, Bangladesh Insurance Association and various training Institutions. Mr. Rahman successfully completed Future CEO training Program from WSDA. Mr. Rahman has been awarded several years for his tremendous business performance of the company. He is associated with a good number of socio cultural organizations.

Educational Background

- B. Sc.(Hon's) & M.Sc. in Geography & Environment, University of Dhaka, Bangladesh
- MBA in Finance University of Darul Ihsan, Dhaka

Management Profile

S. M. JASHIM UDDIN AHAMMED

Senior General Manager
Head of HR & Administration
Department
Born: 1961

Professional Experience

Mr. S.M. Jashim Uddin Ahammed started his career with Grameen Bank (A Nobel prize winner organization) as a Probationary Officer (Admn) at Head Office in 1985. He held Grameen Bank more than 13 years in different important positions as Area Manager, Program Officer, Unit Chief of Training & Special Program Unit, Evaluation & Monitoring Unit, Audit Unit, Inter branch accounts unit in different area & Zonal Offices & Assistant Project Director of Southern Agricultural Project (sister concern of Grameen Bank). In 2002 he joined Global Insurance Limited as Company Secretary & Head of Admn & HR, Common Services & PR department. During his 13 years service in Global Insurance Ltd. he contributed excellent support for the development of the Co. Prior of this he worked with Hamko Group as Head of Admn & Secretary MD & CEO Secretariat & performed various important responsibilities. Mr. Ahammed joined the Phoenix Insurance Company Ltd. in 2016 as General Manager & Head of HR & Administration Department. At present the position of Senior General Manager.

External Experience

He completed certificate course on Management & Marketing Sales Management and Salesmanship from Bangladesh Institute of Management (BIM). Quantum Graduate Mr. Ahammed successfully completed Future CEO training Program from Workplace Skills Development Academy of New Zealand (WSDA) and as a result he got the position of Senior Faculty Member of WSDA.

He awarded certificate for winning 1st United Nations General Knowledge competition, Co-ordinate 2(two) International Dialogue program in

Grameen Bank where 23 countries delegates are participated, Organized & successfully completed Four Global Insurance Golf Cup Tournament at Army Golf Club, Two Global Insurance Table Tennis Tournament under Bangladesh Table Tennis Federation. Arranged two seminars on (i) "The Role of Insurance, Fire service & Public awareness, for Preventing Fire Loss". (ii) Road safety awareness: Role of Insurance & Traffic Department. Mr. Ahmed is a guest speaker of CSD Club International, Step up foundation etc. He has edited many magazines, souvenir and periodicals. He participated in various professional training & courses namely Bangladesh Insurance Academy, DSE, BSEC, ICSB, British council, Grameen Trust, BIAC, Yoga Foundation, Tasauf Foundation, British American Language Institute Dhaka etc. He earned 33 years restless experience in HR, Admn & Secretarial dealing.

Educational Background

- B.A (Hon's), M.A (Islamic History & Culture)
Stood 6th & 1st position respectively in order of merit.
Rajshahi University, Bangladesh
- Bachelor of Law (LL.B.), PGDPM (BIM).

SUNIL KRISHNA SAHA

General Manager &
Head of Re-insurance Department
Born: 1950

Professional Experience

Mr. Sunil Krishna Saha served in Sadharan Bima Corporation about 38 years in the different capacities and retired as Assistant General Manager. During his service period in Sadharan Bima Corporation, he has participated extensive overseas Re-insurance program in U.K., Singapore and Sri Lanka. In the year 2009, Mr. Saha joined in the Phoenix Insurance Co. Ltd. as General Manager and looking after Company's Re-insurance affairs with Local and Overseas Re-Insurance Market.

External Experience

Mr. Saha obtained Insurance Diploma from Bangladesh Insurance Academy in 2004. He also completed training course on Reinsurance, Underwriting & Claims from Tysons, London.

Educational Background

- Master of Commerce in Accounting, University of Dhaka, Bangladesh

MD. MUSTAFA KAMAL

General Manager &
Head of IT Department
Born: 1971

Professional Experience

Mr. Md. Mustafa Kamal started his career with Phoenix Insurance Company Ltd. in the Underwriting Department as Junior Officer in mid 1997. Mr. Kamal holding the charge of IT Department since 2010 as Manager and promoted to the rank of the Senior Manager in 2011, AGM in 2012 there after he has been promoted to the rank of Deputy General Manager in 2016. Now he is holding the rank of General Manager.

External Experience

Mr. Kamal completed ORACLE8 with DEVELOPER2000 in 2000 and ORACLE9i DATABASE in 2005 from IBCS-PRIMAX Software (Bangladesh) Ltd. He is an OCP (Oracle certified professional) in DBA track. He has got the training on RHCE, Sun Solaris 10 & CCNA from reputed organization. He has also participated in various professional training in the Bangladesh Insurance Academy, Bangladesh Insurance Association and various training Institutions. He has also got some training from IBA (Institute of Business Administration), Dhaka University on SCP (Supply Chain Management) and HRMC (Human Resources Management Competencies). Mr. Kamal successfully completed Future CEO training Program from WSDA (Workplace Skills Development Academy), New Zealand. In 2018 Mr. Kamal attended at a training program on PICT (The Program on Information and Communication

Management Profile

Technology in Emerging Economics) in Japan arrange by AOTS (The Association for Overseas Technical Cooperation and Sustainable Partnership) funded by Japanese Government. In 2019 he has attended in a Conference held in Kolkata, India on 'Technology Senate Bangla' jointly organized by CTO Forum Bangladesh and India. He is associated with a good number of socio cultural organizations.

Member

CTO Forum Bangladesh (Fellow Member)
BAAS - Bangladesh AOTS Alumni Society
DUAA – Dhaka University Alumni Association
CLUB '89, DUZAA, DUAAAB '89

Educational Background

- Bachelor of Science (Hon's) in Zoology, Dhaka University, Bangladesh
- Master of Science in Fisheries, Dhaka University, Bangladesh

MD. MIZANUR RAHMAN

General Manager &
Head of Claims Department
Born: 1966

Professional Experience

Mr. Md. Mizanur Rahman started his career with Phoenix Insurance Company Ltd. as Junior Officer in the Claims Department in early 1991. He was promoted to the rank of Manager in the year 2007 and took the charges of Claims Department. Now he is holding the rank of General Manager.

External Experience

He completed the Insurance Diploma (ABIA) from Bangladesh Insurance Academy in 1998 having secured first position and obtained Tyser Award from Tyser & Company, London. Mr. Rahman also completed training course on Property Reinsurance Claims from Singapore College of Insurance, Singapore. He also participated insurance related various seminar, workshop and symposium.

Educational Background

- Bachelor of Science, Dhaka University, Bangladesh
- Bachelor of Law (LL.B.) Dhaka University, Bangladesh

MD. JAHURUL ISLAM

Chief Financial Officer &
Assistant General Manager
Head of Accounts Department
Born: 1955

Professional Experience

Mr. Md. Jahurul Islam started his career with Phoenix Insurance Co. Ltd. in the year of 1987 as Assistant Officer of Accounts Department. In recognition of 33 years service in the company he has got several promotion and now he is holding the rank of Assistant General Manager. Mr. Islam is holding the charge of head of the Finance and Accounts Department & CFO on 2019. He earned 32 years restless experience in the company's Finance and Accounts, Audit, Share dealing, Vat, Tax matter and Investment portfolio.

External Experience

During his service period, Mr. Jahurul Islam attended a good number of training courses, seminar & workshop in relation to Accounts & Finance. He also completed training course on "AML/CFT Focusing General Insurance Companies" from Bangladesh Bank Training Institute and "Accounting & Financial Management" course from Bangladesh Insurance Association. Also attended Orientation/Hands-on Training for "CFO" from Insurance Development & Regulatory Authority (IDRA).

Educational background

- Bachelor of Science, Dhaka University, Bangladesh
- Chartered Accountancy Course Completed (Article ship), ICAB

MD. HABIBULLAH

Manager &
Head of Internal Audit Department
Born: 1962

Professional Experience

Mr. Md. Habibullah joined Phoenix Insurance Company Ltd. in 1992 with Internal Audit Department and holds the charges of the department in 1999. He is now holding the rank of Manager.

External Experience

Mr. Habibullah participated in various professional training such as "Internal Audit & Control Environment" under the Institute of Chartered Secretary's of Bangladesh (ICSB) and attend seminar of "Management of Health Insurance" under Bangladesh Insurance Academy. Mr. Habibullah has 28 years experience and successfully look after the department'

Educational Background

- Bachelor of Commerce (Hon's) in Accounting Rajshahi University, Bangladesh
- Master of Commerce in Accounting, Rajshahi University, Bangladesh
- Chartered Accountancy Course Completed

Branch Management

District	Branch Name & Address	Head of Branch	Contact No.
Dhaka	Local Office 1/A, Dilkusha C/A (Ground Floor), Dhaka – 1000	Syed Shahadat Hossain Deputy Managing Director	9563609, 9563577 7172994, 01819- 213563
	Imamganj Branch 20, Imamganj (1st Floor), Dhaka.	Abdullah Wadud Chowdhury Manager	57313422, 57310163 017140-35918
	Motijheel Branch Al-Helal Building 186, Motijheel Circular Road, Arambagh, Dhaka.	Syed Habibur Rahman Deputy General Manager	7195313, 7195314 01715-771414
	English Road Branch 10/3, English Road (2nd Floor), Dhaka.	Mohammad Ullah Assistant General Manager	57391111, 57392951 01819-412342
	B. B. Avenue Branch 21, B.B. Avenue (3rd Floor), Dhaka.	Nahid Sultana Deputy General Manager	9558317, 9560565 01920-937275, 01819-213564
	Mouchak Branch Rupayan Karim Tower Level-10-C, 80 Kakrail, Dhaka	Syed Abdul Awal Deputy General Manager	8313636, 01819-213565
	Bangshal Branch Gauchia Plaza (2nd Floor), 219/220, Nawabpur Road, Dhaka.	Md. Shafiqul Alam Executive Director	9564866, 9550522 01819-213567
	Kawran Bazar Branch Unique Trade Centre, (Level-11, Suite-4), 8, Panthapath, Kawran Bazar, Dhaka.	Syed Shahed Alam Assistant General Manager	9129715, 01819- 223092
	New Market Branch Shirin Mansion (2nd Floor), 34, Mirpur Road, Dhaka.	Syed Akbar Ali Sr. General Manager	58614993, 01713-045536
	Islampur Branch Mona Complex (2nd Floor), 21, Armenian Street, Babu Bazar, Dhaka.	Md. Abdul Alim Assistant Manager	57392662, 01732-706616
	Gulshan Branch House No-5, (3rd Floor), Road No-28 Block-K, Banani, Dhaka.	Md. Muktaadur Rahman Senior Principal Officer	9820601, 9820602 01712-231565
	Mirpur Branch 1/D, 9/35, (2nd Floor), Mirpur, Dhaka.	Dulal Chandra Karmaker Deputy Manager	9029670, 01711-246686

District	Branch Name & Address	Head of Branch	Contact No.
Dhaka	Sadarghat Branch 32/Ka, F K Bhaban (4th Floor), Johnson Road, Roy Shaheb More, Sutrapur, Dhaka-1100.	A. R. Mohd. Rafiqul Islam Assistant General Manager	47116599, 47122304 01819-245751, 01911-317437
	Chawk Bazar Branch 113/3, Nazim Uddin Road, (2nd Floor), Chawkbazar, Dhaka.	Md. Dalilur Rahman Deputy Manager	57300695, 01819 213570
	Narayanganj Branch 207/4, Bangabandhu Road, Narayanganj	Md. Abu Taher Majumder Senior General Manager	7634656, 7630482 01819-239732
Chattogram	Agrabad Branch Zonal Office, Chattogram 69, Agrabad, C/A (1st Floor) Chattogram.	A.G.M. Showkat Hossain Executive Director	031-711287, 031- 711258 031-2524931, 01711-863121 01971- 863121
	Khatunganj Branch 305, Khatunganj (1st Floor), Chattogram	Md. Omar Ferdouse General Manager	031 630701 Fax :031 617836 01819 326680
Khulna	Khulna Branch Nizam Chamber (2nd Floor), 7, Old Jessore Road, Khulna.	Sheikh Mahbubur Rahman Manager	041 722714 01716 717190 01715 032646
Jashore	Jashore Branch Rahaman Tower, Lal Dighir Purbopar, Kotwali, Jashore	Shaikh Abdullah Al Miran Assistant Manager	0421 66087 01712-863541
Kushtia	Kushtia Branch 55/1, Lovely Housing, (5th Floor), 5F-2, N. S. Road, Kushtia	Md. Anisur Rahman Assistant General Manager	071 61904 01715 018451
Bogura	Bogura Branch Marina Complex (3rd Floor), Temple Road, Satmatha, Bogura	Md. Tajul Islam Deputy Manager	051 63614 01711-937047
Rangpur	Rangpur Branch Asir Building (1st Floor), 90, Station Road, Rangpur.	Md. Abul Kashem Azad Assistant Manager	0521 65412 01715-065278
Rajshahi	Rajshahi Branch Moni Chattar, Shaheb Bazar, Rajshahi	S. M. Rasheduzzaman Assistant General Manager	0721 774543 01715-002386
Pabna	Pabna Branch Traffic Point (2nd Floor), Abdul Hamid Road, Pabna	S. M. Nurul Islam Deputy Manager	0731 65409 01712 930152

District	Branch Name & Address	Head of Branch	Contact No.
Dinajpur	Dinajpur Branch Basunia Patty, Dinajpur	Md. Asaduzzaman Masud Deputy Manager	0531 65468 01715 672334
Madaripur	Madaripur Branch Amin Super Market (1st Floor), Puran Bazar, Madaripur	Md. Obaidur Rahman Deputy Manager	0661 55493 01552 378077 01720-296439
Sylhet	Sylhet Branch Modhuban Super Market (3rd Floor), Sylhet	Alok Shyam Manager	0821 719778 01717 019434
Cumilla	Cumilla Branch 6, Chatipatty (2nd Floor), Rajganj, Cumilla	Md. Shah Alam Manager	081 68160 01765 016791
Mymensingh	Mymensingh Branch 24/1, Choto Bazar, Mymensingh	Pankaj Paul Senior Principal Officer	091 64028 01717785018
Barisal	Barisal Branch 45, Sadar Road, Barisal	Golam Naser Chowdhury Principal Officer	043164495 01942 540041
Chaumuhani	Chaumuhani Branch Shamsu Vila, (3rd Floor), Bank Road, Chaumuhani, Noakhali	Md. Monzural Hoque Bhuiyan Assistant General Manager	0321 51428 01819-184037



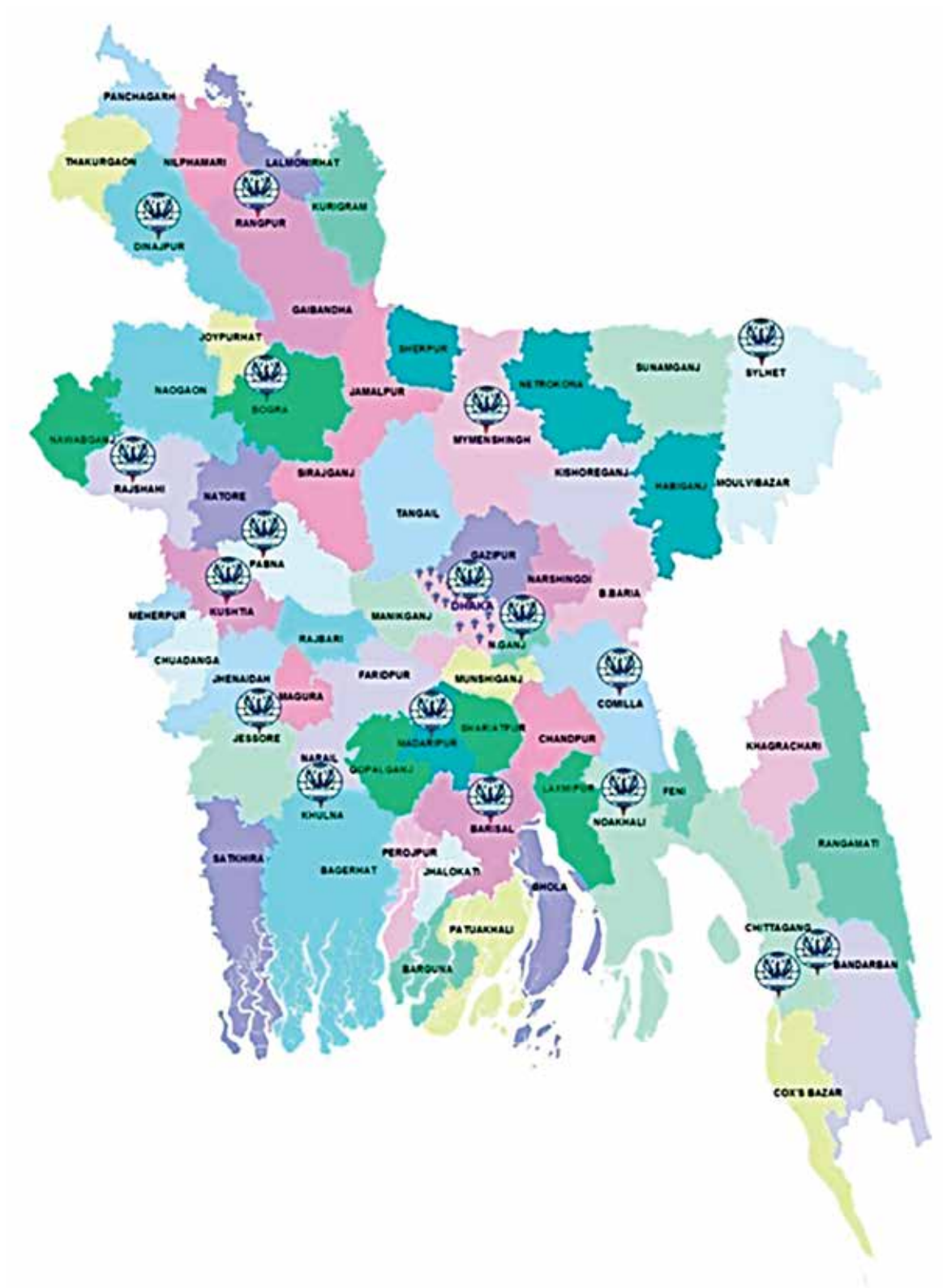
The Management has awarded the above employees for their extra ordinary performance in the year 2019 to develop the company in various categories. On this occasion the Chairman, Directors and Managing Director were present.

PARTIAL VIEW OF BRANCH MANAGERS CONFERENCE –2019



The Chairman, Directors, Branch Managers & Senior Officers of the Company attended the conference.

Branch Network



Financial Position

Financial Graphs (48)

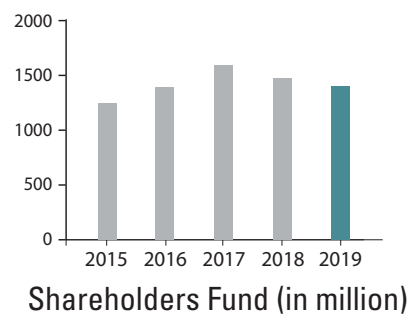
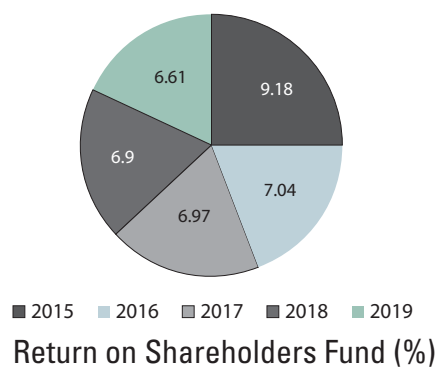
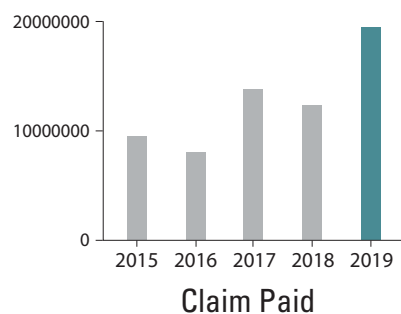
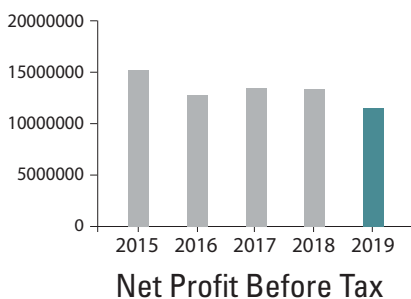
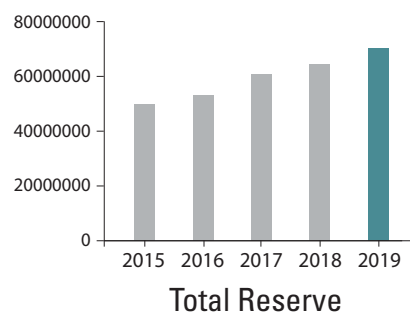
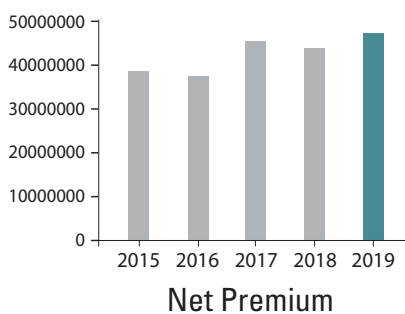
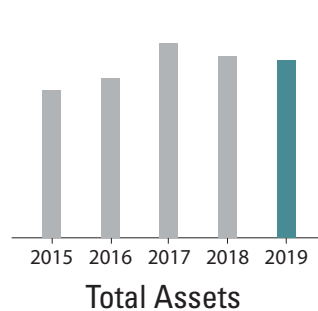
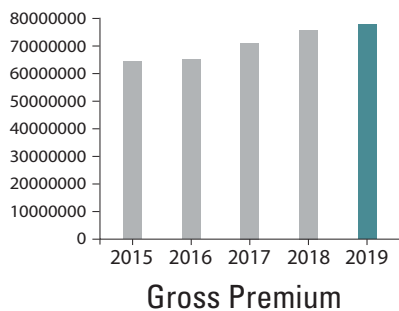
Five Years Financial Highlights (49)

Value Added Statement (50)

Market Value Statement (51)

Contribution to the National Exchequer (52)

Financial Graphs



5 Years Financial Highlights

Particulars	2015	2016	2017	2018	2019
Paid-up Capital	40,34,15,720	40,34,15,720	40,34,15,720	40,34,15,720	40,34,15,720
Gross Premium	64,46,73,914	65,21,77,275	71,30,48,761	75,93,46,053	78,05,75,102
Net Premium	38,78,20,996	7,60,02,749	45,42,03,546	43,85,45,553	47,32,69,540
Net Claim	1,92,08,006	1,14,73,082	2,50,27,314	4,71,56,672	4,02,35,243
Investment & Other Income	7,85,38,196	7,37,99,371	11,02,02,521	6,91,12,259	4,05,98,683
Underwriting Profit	9,77,84,128	7,70,99,209	4,65,04,199	8,17,54,998	9,74,96,996
Net Profit before tax	15,16,55,702	12,78,53,449	13,51,96,077	13,32,65,471	11,52,69,990
Total Assets	179,99,03,946	194,36,06,074	234,42,04,793	221,15,67,976	215,70,20,135
Total Reserves	49,90,47,813	52,97,41,011	60,48,48,910	64,24,95,250	70,35,43,526
Cash & Bank Balances	47,20,64,140	42,72,32,191	46,59,21,658	47,01,23,276	43,37,34,990
Investment	47,55,73,458	59,76,78,947	89,85,39,681	71,39,47,976	58,15,54,148
Book value per Share (Tk.10/- each)	31.27	34.64	39.85	37.01	34.88
Earning per Share (EPS) Tk.10/- each	2.84	2.44	2.78	2.56	2.31
Dividend (Cash)	18%	15%	16%	12%	12%
Shareholders' Equity (Tk.10/- each)	31.27	34.64	39.85	37.01	34.88
Number of Employees	301	307	300	290	281

Value Added

Statement: For the year ended 31st December 2019

The Value added statement provides a detailed account of total value addition and the distribution of the value created by the organization. Phoenix Insurance contributes to socio-economic developments by empowering employees through the payment of salaries and allowances and consistent dividend to the providers of capital by assisting the regulatory capacities through paying taxes and of course keeping in mind Company's continuous expansion and growth.

VALUE ADDED STATEMENT

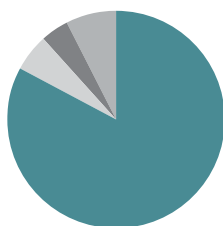
For the year ended 31, December 2019

Figure in Million (BDT)

Sl. No.	Value Added	2019		2018		Increased / (Decreased) in 2019	%
	Particulars	Amount	%	Amount	%		
01	Gross Premium	780.58	83.00	759.35	80.15	21.23	2.80
02	VAT, Stamp Duty & Source Taxes	50.71	5.39	52.09	5.50	(1.38)	(2.65)
03	Investment & Others Income	40.60	4.32	69.11	7.29	(28.51)	(41.25)
04	Re-Insurance Commission Earned	68.54	7.29	66.85	7.06	1.69	2.53
	Total Value Added during the year	940.43	100.00	947.40	100.00	(6.97)	(0.74)

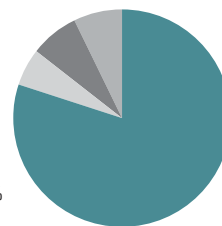
Value Added Statement 2019

Gross Premium **83.00%**
 VAT, Stamp Duty & Source Taxes **5.39%**
 Investment & Others Income **4.32%**
 Re-Insurance Commission Earned **7.29%**



Value Added Statement 2018

Gross Premium **80.15%**
 VAT, Stamp Duty & Source Taxes **5.50%**
 Investment & Others Income **7.29%**
 Re-Insurance Commission Earned **7.06%**



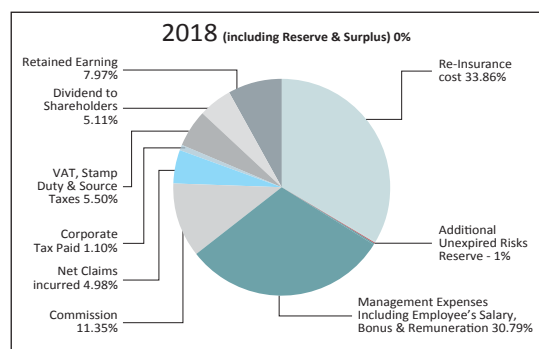
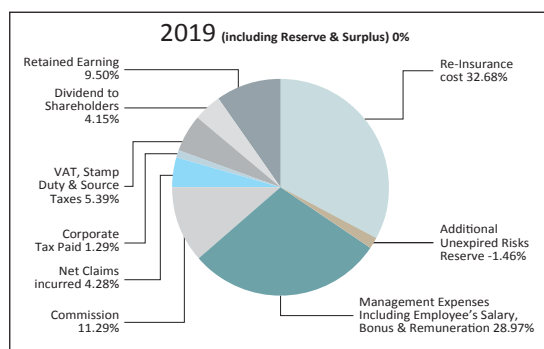
APPLICATION OF THE FUND

For the year ended 31, December 2019

Figure in Million (BDT)

Sl. No.	Value Added Contribution to / Application of the Value Added	2019		2018		Increased / (Decreased) in 2019	%
	Particulars	Amount	%	Amount	%		
A.	Employees & Others						
	Re- Insurance Cost	307.31	32.68	320.80	33.86	(13.49)	(4.21)
	Additional Unexpired Risks Reserve	13.72	1.46	(6.21)	(0.66)	19.93	(320.93)
	Management Expenses including Employee's Salary, Bonus & Remuneration	272.41	28.97	291.69	30.79	(19.28)	(6.61)
	Commission	106.14	11.29	107.49	11.35	(1.35)	(1.26)
	Net Claims Incurred	40.24	4.28	47.16	4.98	(6.92)	(14.67)
	Sub Total	739.82	78.67	760.93	80.32	(21.11)	

Sl. No.	Value Added Contribution to / Application of the Value Added	2019		2018		Increased / (Decreased) in 2019	%
		Amount	%	Amount	%		
B. Government							
	Corporate Tax Paid	12.12	1.29	10.46	1.10	1.66	15.87
	VAT, Stamp Duty & Source Taxes	50.71	5.39	52.09	5.50	(1.38)	(2.65)
	Sub Total	62.83	6.68	62.55	6.60	0.28	
C. Provider to Capital							
	Dividend to Shareholders	48.41	4.15	48.41	5.11	-	
	Retained Earnings (including Reserve & Surplus)	89.37	9.50	75.51	7.97	13.86	18.36
	Sub Total	137.78	14.65	123.92	13.08	13.86	
D. Total Distribution & Growth (A+B+C)		940.43	100	947.40	100.00	(6.97)	(0.74)



Market Value Added Statement

Market Value Added (MVA) is a measurement of external performance that indicates how the market has evaluated the company's performance in terms of market value of shares compared to book value of shares. MVA is the difference between the market value of the equity of a company and the book value of the equity invested in the company. A positive MVA indicates that the company could add the value to the shareholders wealth but at present market value of our company shares is very lowest comparing last couple of years due to share market not performed properly. The following statement indicates the MVA at the year ended on 31st December 2018 and 2019.

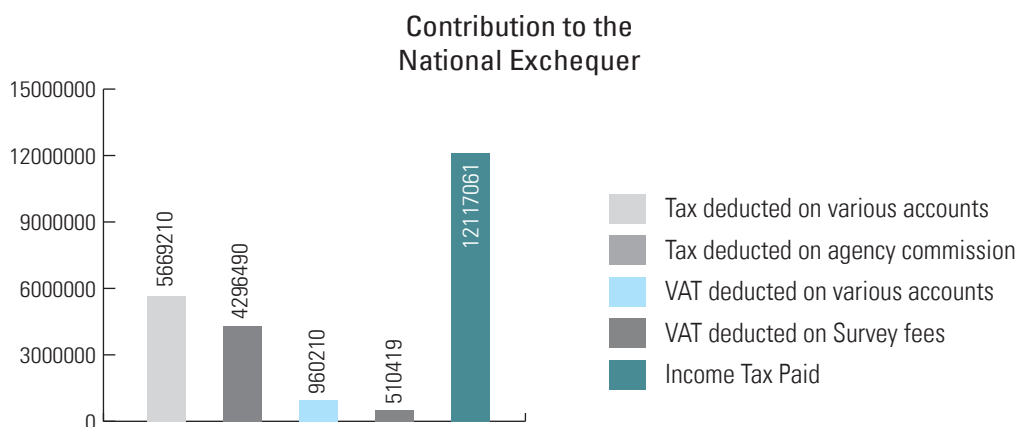
Figure in Taka

	2019	2018
Marker value of shares outstanding	108,51,88,286/-	116,58,71,431/-
Book value of shares outstanding	40,34,15,720/-	40,34,15,720/-
Market value added	68,17,72,566/-	76,24,55,711/-

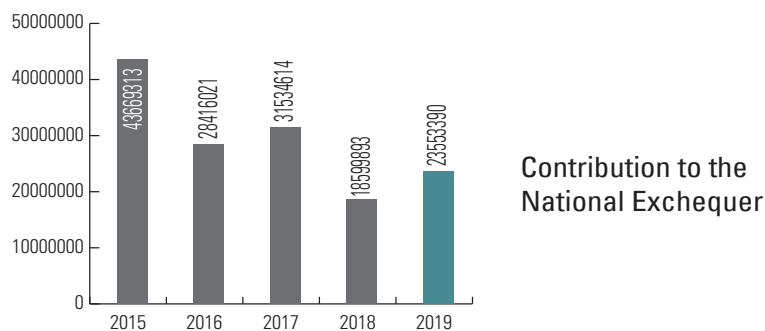
Contribution To The National Exchequer

Phoenix Insurance Company Limited is well aware about the responsibilities of the national economic development and in this connection; the management feels happy to contribute to the National Exchequer regularly. The Company pays tax and vat on its own income and also deducts income tax and vat at sources from employees, clients & suppliers and the same amount is deposited to the National Exchequer in time. For the year 2019, the company has deposited Tk.2,35,53,390/- as tax, vat and income tax deducted at source from employees, clients and suppliers whereas it was Tk. 1,85,99,893/- only in 2018.

For the Year-2019	Amount in Tk
Tax deducted on various accounts	56,69,210
Tax deducted on agency commission	42,96,490
VAT deducted on various accounts	9,60,210
VAT deducted on Survey fees	5,10,419
Income Tax Paid	1,21,17,061
Total amount in Taka	2,35,53,390



The year wise Contribution to the National Exchequer					Amount in Taka
2015	2016	2017	2018	2019	
4,36,69,313/-	2,84,16,021/-	3,15,34,614/-	1,85,99,893/-	2,35,53,390/-	



Stakeholders Information's

Necessary Information for Shareholders' (54-55)
Shareholding Structure (56)
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Access to reports & enquiries (58)

Necessary Information for Shareholder's

Share Registrar Office	:	Phoenix Bhaban (4th Floor), 12 Dilkusha C/A, Dhaka-1000.
Registrar/Head Office	:	Purbani Annex Building, 1/A Dilkusha C/A (1st Floor), Dhaka-1000, Bangladesh. Tel: 880-02-9563609, Fax: 880-02-9563576 E-mail: mail@Phoenixinsurance.com.bd Web site: www.phoenixinsurance.com.bd.
Listing on Stock Exchanges	:	Phoenix Insurance Company Limited is listed in the Dhaka Stock Exchanges
Listing Fees	:	The annual listing fee for the year 2019 has been paid to the stock exchange within the prescribed time limit.
Stock Code	:	The stock code for trading in equity shares of DSE at PHENIXINS and Company Code- 25707.
Statutory Compliance	:	During the year the Company has complied with all applicable provisions, filed all returns/forms and furnished all relevant information as required under the Companies Act, 1994 and allied laws and rules, the Bangladesh Securities and Exchange Commission Rules and Regulations and the Listing Regulations.
Record Date	:	The register of Member and share transfer books of the Company shall remain closed on Thursday, the 30th July 2020.
34th Annual General Meeting	:	Date : 16th September 2020 Time : 2:30 PM Venue : Digital Platform
Website of the Company	:	A website of your Company has been developed which allows the users to get the Company related information about its financial, history, types of insurance available with the Company. Half yearly and quarterly financial statements of the Company is available at http://www.phoenix-insurance.com.bd
Dividend Mandate Option	:	As per Notification No.SEC/CMRRCD/2009-193/Admin/03-31 dated June 1, 2009, we give the shareholders opportunity to authorize the Company to directly credit into their bank account of the Cash dividend instead of issuing a dividend warrant. In this connection, please provide the beneficial owner's BO) account of the Shareholder.

Investors' grievances	:	As on date none of the investor or shareholder has filled any letter of complaint against any service provided by the Company to its shareholders'.
Legal proceedings	:	No case has ever been filed by shareholders' against the Company for non-receipt of share/refund.
General meetings and voting rights	:	<p>Pursuant to section 81 of the Companies Act, 1994, PICL holds general meeting of shareholders at least once a year. Every shareholder has a right to attend the general meeting; the notice of such meeting is sent to all the shareholders at least fourteen days before the meeting and also advertised in English and Bangla newspaper having circulation in Bangladesh.</p> <p>All shares issued by the Company carry equal voting rights. Generally, such a right is endowed to them by section 85(1). On a pool votes may be given either personally or by proxy.</p>
Proxies	:	Pursuant to Section 85 of the Companies Act, 1994 and according to the MOA and AOA of the Company, every shareholder who is entitled to attend and vote at a general meeting, can appoint another person as his/her proxy to attend and vote instead of himself/ herself. Every notice calling a general meeting contains a statement that shareholder entitled to attend and vote is entitled to appoint a proxy who needs not to be a member. The instrument appointing proxy, duly signed by the shareholder appointing that proxy should be deposited with the Company not less than 48 (forty-eight) hours before the meeting.
Share price performance	:	PHOENIX Insurance opened the year at Tk.28.90 on 1st day of January 2019 and the price of the share was high on 15th January 2019 at Tk.42.30. On 3 September 2019, the shares experienced an intra-day low at Tk. 24.60. The year-end share price was Tk. 26.90 only.

Company's

Shareholding Structure

Share Capital : Tk. 40,34,15,720/-

	2019	2018
	Taka	Taka
Authorized Capital : 100000000 ordinary shares of Tk.10 each	100,00,00,000	100,00,00,000
Issued, Subscribed and Paid up : 40341572 ordinary shares of Tk.10 each	40,34,15,720	40,34,15,720

A distribution schedule of each class of equity / security setting out the number of holders and percentage in the following categories as on 31st December 2019.

Sponsor/Director

Shareholding range	No. of shareholders	No. of shares	% of total holding	% of paid up capital
100001-200000 shares				
200001-300000 shares	1	281250	1.51	0.70
300001-400000 shares	1	302170	1.62	0.75
400001-500000 shares	1	469731	2.52	1.16
500001-1000000 shares	10	8347933	44.73	20.69
Over 1000000 shares	6	9261173	49.62	22.96
Total	19	18662257	100.00	46.26

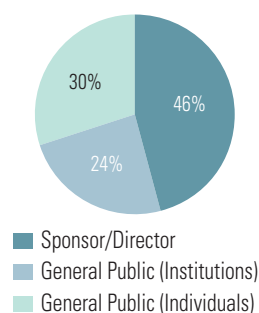
General Public

Less than 500 shares	1682	241439	1.11	0.60
500-5000 shares	1216	2108819	9.73	5.23
5001-10000 shares	174	1292021	5.96	3.20
10001-20000 shares	117	1701081	7.85	4.22
20001-30000 shares	28	716306	3.30	1.77
30001-40000 shares	25	879565	4.06	2.18
40001-50000 shares	16	697249	3.22	1.73
50001-100000 shares	20	1346236	6.21	3.34
100001-1000000 shares	28	8682664	40.05	21.52
Over 1000000 shares	2	4013935	18.51	9.95
Total	3308	21679315	100.00	53.74

Composition of shareholdings as on 31st December 2019 was under :

Type of Shareholders	No. of shareholders	No. of shares	Face value	% of paid up capital
Sponsor/Director	19	18662257	186,622,570	46
General Public (Institutions)	53	9650299	96,502,990	24
General Public (Individuals)	3255	12,029,016	120,290,160	30
Total	3327	40341572	403,415,720	100

Shareholding Pattern



The Pattern of Individual Shareholding of The Company

1.5 (xxiii) a report on the pattern of shareholdings of the Company as on 31st December 2019 are given below:

- (a) Shareholdings of Parent/Subsidiary/Associate companies and other related parties : Nil
 (b) Shareholding of Directors, Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO), Head of Internal Audit (IA) and their spouse and minor children are as below :

Sl. No.	Name of Directors	No. of shares	Spouse/ children	Total Share	Percentage of holding
1	Mr. Deen Mohammad	1167859	1128561	2296420	5.69
2	Mrs. Rokshana Begum	2067103	-	2067103	5.12
3	Mr. Aziz Al Mahmood	1817120	-	1817120	4.50
4	M/s. Pakiza Textiles Ltd. (Nominated by Dr. Sharmin Sultana)	810090	941226	1751316	4.34
5	Mr. Mazharul Haque	807792	807267	1615059	4.00
6	Mrs. Khorshed Zahan Begum	1113936	469731	1583667	3.93
7	Mr. Mohammed Shoeb	1548058	-	1548058	3.84
8	Mrs. Badruddoza Mannan	1547097	-	1547097	3.83
9	Mr. M. A. Majid	885337	-	885337	2.19
10	Mrs. Sadia Anjum Siddique	812272	-	812272	2.01
11	Ms. Sadaf Shamsad Haque	808871	-	808871	2.01
12	Mr. Manzoorul Haque	807000	-	807000	2.00
13	Mr. Mohammed Haider Ali	807000	-	807000	2.00
CEO, CS, CFO & I/A					
1	Mr. Jamirul Islam (CEO)			287813	0.71
2	Mr. Jahurul Islam (CFO)			Nil	
3	Mr. Md. Rafiqur Rahman (C/S)			Nil	
4	Mr. Md. Habibullah (IA)			Nil	
(c)	Shareholding of Executives:			Nil	
(d)	10% or above shareholding of the Company:			Nil	

Access to Reports and Enquiries

Annual Report

Annual report of the Company is available in the Share Department of the Company. Any requirements, Investors or Stakeholder can look after the annual report or printed copies obtained by writing to Company Secretary of the company or may be downloaded from the Company's website: www.phoenixinsurance.com.bd.

Quarterly reports

The Company publishes interim reports, at end of first, second and third quarters of the financial year. The interim reports can be accessed from the Company's website: www.phoenixinsurance.com.bd or printed copies obtained by writing to Company Secretary.

Investors' Grievances / Shareholders' enquiries

Phoenix Insurance Company Ltd. has a separate Share Department to communicate with Shareholders, Stakeholders and investors may contact at any time to Share Department for any sort of information and query. To make the Annual General Meeting more participatory, arranging AGM in well-known place & convenient time allowing shareholders to speak in the AGM freely and making their valuable proposals and suggestions. Quarries relating to shareholders holdings or interest and payment of dividends or share certificates can be sent or shareholders might be communicated to the Share Department.

Besides, Phoenix Insurance Company Limited; we want to ensure that our Investors receive exemplary services. Investor queries and complaints constitute an important voice for us.

Following are our guiding principles:

- » Investors are treated fairly at all times;
- » Complaints raised by Investors are dealt in a timely manner;
- » Investors are informed of avenues to raise their queries and complaints.

MR. F. HAYDER ALI, Sr. Manager & in charge, Share Department being the Registrar is primarily responsible to resolve the investor's grievances. Shareholders' enquiries about their holding, dividends, share certificates and Income tax certificates etc. can be directed to the Share department at the following address:

Share Department

Phoenix Bhaban (4th Floor)
12 Dilkusha C/A, Dhaka-1000
Phone: 9563609
E-mail: mail@phoenixinsurance.com.bd

In case, investor's grievance is not addressed up to his/her satisfaction or within reasonable time, investors may also directly write to the Company their query/complaint at,

Company Secretary

Phoenix Insurance Company Limited
1st Floor, Purbani Annex Building
1/A Dilkusha, Dhaka-1000, Bangladesh.

Company has a designated email id: mail@phoenixinsurance.com.bd for handling investor grievances on which investor can make a complaint.

Corporate Governance

Corporate Governance Strategy (60)
Board Structure and affairs (60-61)
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Information about Corporate Governance

CORPORATE GOVERNANCE STRATEGY

Corporate governance developments and trends are changing rapidly and are based on enhanced regulation and evolving political parameters representing a comprehensive topic for the Board of Directors to deal with. A company's corporate governance does not only need to incorporate legal and regulatory requirements but also has to respond to increasing stakeholder expectations. Measuring a company's corporate governance based on environmental, social and governance (ESG) criteria gains in importance. The Board of Directors regularly assesses PHOENIX's corporate governance against regulatory developments, relevant best practice standards and new stakeholder demands. The Board of Directors closely monitors the company's activities and country wide corporate governance developments and considers relevant information. The Board of Directors adapts Phoenix's corporate governance where it deems it appropriate and beneficial for Phoenix Insurance, its shareholders and further stakeholders. The Board of Directors values feedback on Phoenix's corporate governance by its stakeholders and engages in a dialogue with its shareholders, proxy advisors and corporate governance consulting firms. The Board of Directors ensures that Phoenix's corporate governance takes into account all mentioned aspects and that the company's corporate governance is ready to respond to upcoming needs.

The Bangladesh Securities and Exchange Commission have issued certain further conditions, on 'comply' basis, in order to enhance corporate governance for the interest of investors and the capital market vide the Notification No.SEC/CMRRCD/2006-158/207/ Admin/80 dated 03 June 2018. The Board of Directors already advised the management to implement the instruction as per guidelines and the latest position of the compliances of the corporate governance structure and guidelines of the company have been presented in the annual report 2019 for the information of the Shareholders and other stakeholders.

BOARD STRUCTURE AND AFFAIRS

Composition of the Board

The Board comprises of 16 directors of which 9 are Sponsor Directors, 4 are Public Directors and 3 are Independent Directors. 16 Non-Executive Directors and 1 is Executive Director who is the Chief Executive Officer (Managing Director) of the Company. Among the 16 Non-Executive Directors one is Chairman who elected from the Board Members. The composition of the Board complies with the requirements of the Code. Directors are talents, skills and quite experience to provide prudent guidance with respect to the operation of the Insurance business. Chairman and Managing Director of the Company are different body with separate functions and responsibilities. A list of Board of Directors is presented in the page no 32 of the Annual Report 2019.

Role of the Board

Generally, the Board of Director is appointed to act on behalf of the shareholders to run the day-to-day affairs of the business and must provide a report for the shareholders in the AGM about the performance of the company with the future plans and the strategy of the development of the Company.

The Board of Phoenix Insurance always takes initiative to ensure the company's prosperity by collectively directing the company's affairs regarding business and financial issues and deal with challenges relating to corporate governance, corporate social responsibility and corporate ethics. In the meeting, the directors review the company's overall situation, the strategy and policy, and to monitor the exercise of any delegated authority on the particular areas of the responsibility. The Board also reviews the goal of the company by taking in consideration the vision, mission and values. Set the strategy and structure based on present position and future opportunities, threats, weakness and risks relating to the company. The Board delegates the power of the management to monitor and evaluate the implementation of the policies, strategies and business plans. It also ensures that the internal controls are effective for the Company. The Board exercises the accountability to the shareholders and maintains the communications both to and from shareholders and relevant stakeholders are successful.

Director's freedom

All the Directors of the Company are Non-Executive Directors except Managing Director. The Board of Directors is independent about their works in the company. So, they can put their best judgment and advice relating to maintain the rules and regulations. Their vast knowledge and experience added the value of the company and to ensure to protect the risk factors of the company.

**BOARD
MEETING**

The Directors meet from time to time to review the activities of the company and decide the topics relating to policy and accordingly monitoring the progress of the company. The Company's Act and Articles of Association requires the Board Meeting and accordingly Phoenix Insurance conducting the Meeting in time. The aspects of Board meetings are discussed in details at the chapter for company meetings. During the year 2019, a total 10 Board Meetings were held. A detail of the Board Meeting and attendance in the meeting are given on the page 72 of this Annual Report.

**INDEPENDENT
DIRECTORS**

To comply the requirements of the corporate governance guidelines of the BSEC, the Board of Directors were appointed 3 (three) Independent directors in the Board. All of them were qualified and experienced personality of their departments who were matching with the condition of the corporate governance guidelines of BSEC and they were playing their responsibility according to the guidelines of the regulatory authority.

Information about Corporate Governance

CHAIRMAN AND MANAGING DIRECTOR RESPONSIBILITY

Separate functions of the Chairman and Managing Director

The positions of the Chairman of the Board and the Managing Director (Chief Executive Officer) of the companies have filled by different individuals. The duties & responsibilities of the Chairman and Managing Directors of the Company are separated as mentioned in the Articles of Association (AOA) of the Company. The Chairman of the company shall be elected from among the directors of the company.

The Chairman is the Non-Executive Director and Managing Director is Executive Director. To follow the operational activities as well as performing responsibility of the chair, the Board of Directors issues the guidelines and responsibilities of the Chairman and the Chief Executive Officer/ Managing Director. The Chairman ensures to comply the policy of the company through the Board and the Managing Director confirmed to the Board about the implementation of the policy with the support of the management team.

Role of the Chairman

The Chairman's role includes managing the business of the board and to acting as such its facilitator and guide. These can include:

- ★ To determine composition and organization of the board;
- ★ To clarifying the board with its management and responsibilities;
- ★ To plan and manage the board and all board committee meetings;
- ★ The development of the effectiveness of the board.

The Chairman has no engagement in the day-to-day affairs of the Company. The Chairman facilities the effective contribution of the non-executive Directors and ensures that constructive relations exist amongst the Directors. He signs the Board resolution and confirms the appointment of the Managing Directors including his salary and allowances with the discussion of the Board.

Role of the Managing Director

The Managing Director is Executive Director of the Board. The Articles of Association of the Company and the guidelines of the IDRA refer his duties and responsibilities in the Company. Generally, he is responsible for running the business and implementing the Board strategy and policy. He looks after the day-to-day business and accountable to the Board for the financial and operational activities of the Company.

Role of the Company Secretary

A Company Secretary is the main key to the application of the best practice in the corporate governance, which is increasingly critical to an organization's reputation and its success. The corporate Governance Guidelines issued by the BSEC also requires a full-fledged Company Secretary as distinct from other managers of the Company. The responsibility of the Company secretary is to ensure that the companies with its directors operate within the parameters of their roles, providing guidance to enable compliance with the relevant legislation. It is also his responsibility to communicate with shareholders and other third party stakeholders transacting with the company and confirm the compliance of disclosure, guideline, notification, directives or orders of BSEC/ Stock Exchanges. Under the direction of the Chairman, the Company Secretary's ensuring good information flows within the Board and its committees, between senior management and non-executive directors, as well as facilitating induction and assisting with professional development. All the directors should have access to the advice and services of the Company Secretary. He performs as the bridge between the Board, the Management and the shareholders about the strategic and statutory decisions and their directions too.

Appointment to the Board

The appointment of any new Directors is made with the consent and approval of the Board of Directors Meeting and such new Directors retires in the immediate next Annual General Meeting (AGM). It may also offer him/her-self for the re-appointment. Any new appointment to the Board requires information to the Insurance Development & Regulatory Authority, the BSEC and Stock Exchanges.

Regarding appointment of Sponsor or Public Director other than independent director, a notification was published on 21st May 2019. As per notification, eligible director holds minimum 2% shares of the company at least 6 months before the date of election under section 15A of Insurance Rules 1958.

Under section 15B(3) of Insurance Rules 1958; the date, time, place and other particulars of election and the number of Director to be elected shall be circulated sixty days before such election by advertisement in at least two national daily newspapers.

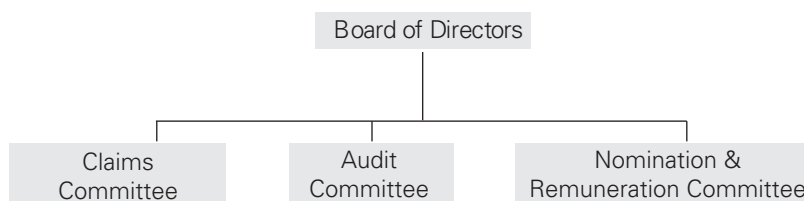
According to the notification nomination in the prescribed form was invited from the eligible shareholders expressing his/her willingness to contest the election of Director from the public shareholders in the AGM. Elected Public Directors will be appointed for next term.

Information about Corporate Governance

Under section 92 of Article of Association of the Company also refer the appointment of Public Shareholder Director. The Management of the Phoenix Insurance follows the above direction for appointing the public director in the company.

BOARD COMMITTEES

Phoenix Insurance Company has several committees under the Board. The Board appoints the members of the committees including the Chairman. After fulfillment the tenure of the committee, the members of committees have changed within the Board members. Every committee has separate scope of work and the Board must approve the terms of references. The Committees are independent and responsible to provide their expertise opinion to the Board. At present, the following Committees are performing their duties on behalf of the Board:



CLAIMS COMMITTEE

Claims or loss handling is the materialized utility of insurance; it is the actual "product" paid for. Claims filed by insured directly and the managements are classified the loss based on the documents & papers with their knowledge and experience. The surveyors of the Claim undertakes an investigation of each claim, usually in close cooperation with the insured, determines if coverage is available under the terms of the insurance contract, and if so, the reasonable monetary value of the claim, and thereafter with the advice/discussion of the Managing Director or claim committee the payment made successfully.

The Committee looks after the customer's claims settlement procedure with the support of surveyors report. The strengths of our claims settlement service lie in its promptness and efficiency. Claims settlement seeks to further enhance speed and improve customer satisfaction. In this respect, we always take initiatives to upgrade claims settlement processes and adopt the claims settlement system. Claims services' aim is to provide the best customer service experience in the industry.

Members of the Claims Committee

Sl. No.	Name of the Members	Position in the Committee	Attendance
1.	Mr. Mohammed Shoeb	Chairman	3/3
2.	Mr. Deen Mohammad	Member	3/3
3.	Mr. Manzoorul Haque	Member	3/3
4.	Md. Jamirul Islam	Managing Director	3/3

Responsibility of the Claims Committee

- (i) The Board of Directors appointed all members of the Claims Committee who are directors of the company.
- (ii) All members of the Claims committee are quite knowledgeable about Claim procedures and have experienced of the company business underwriting management.
- (iii) The Board has empowered the committee to settle any amount of claim as per surveyor's recommendation.
- (iv) The Committee authorizes the Managing Director to settle the amount less than Tk.200,000/- on behalf of the Committee with the consent of the Chairman and the list of claim files including settled amount were presented in the Committee for the information as well as confirmation. The Chairman have empowered to settle claims amount within Tk.500,000/- and more than amount will be presented in the committee to speed up the settlement of Claims
- (v) During the year 2019 the Committee held 3 meeting and settled an amount of Tk.19,52,16,456/- against various class of insurer's claims

AUDIT COMMITTEE

The board of directors hereby resolves to establish an Audit Committee of the board and continues their operation as per terms of the reference adopted by the Board as well corporate governance guidelines of BSEC. The Board appointed the members of the committee, which are non-executive directors of the company. The Board authorizes the committee to follow up or investigate any activities within its terms of reference and accordingly recommended for reporting to the Board. The Audit Committee also look after the financial statements reflect true and fair view of the state of affairs and ensuring a good monitoring system within the business of the company. The Audit Committee is responsible to the Board of Directors for the activities.

Members of the Audit Committee

SL. No.	Name of the Members	Position in the Committee	Attendance
1.	Mr. Deen Mohammad	Member	3/3
2.	Mr. Mazharul Haque	Member	3/3
3.	Khorshed Zahan Begum	Member	3/3
4.	Sadia Anjum Siddiqui	Member	3/3
5.	Mr. Mohammed Haider Ali	Member	3/3

Information about Corporate Governance

Constitution of the Audit Committee

- (i) The Audit Committee constituted by 5 (five) members.
- (ii) The Board of Directors appointed all members of the Audit Committee who are directors of the company.
- (iii) All members of the audit committee are quite knowledgeable about financially literate and have experienced of the accounting or related financial management.
- (iv) The members of the Committee were appointed for a period fix by the board one year and before expiry, the Board changed the members' among the Directors for continuing the performance of the activities of the committee. The Board of Directors may appoint any new committee members to fill up the vacancies immediately or changed the members as and when required to ensure continuity of the performance of work of the Audit Committee.
- (v) Most of the members were present in the meeting and after ensuring the quorum; the Audit Committee completed the meeting.
- (vi) The company secretary shall act as the secretary of the Committee.

Attendance at Audit Committee Meetings

The Chairman of the Board and the CEO/Managing Director may attend the meeting to the requirement of the committee. The Chief Financial Officer (CFO), head of internal audit and other concerned department head also attended the meeting at the requirements of the committee.

NOMINATION & REMUNERATION COMMITTEE (NRC)

Nomination and Remuneration Committee (NRC) looks after the management performance including the performance of each employee's in the company. The NRC have assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive. The Committee confirms the salary package, promotion, special increments, incentive bonus and other facilities. The Service Committee also enhances the pay scale of the employees time to time with the support of the management requirements. The Committee consists of 4 Non-executive Directors, one Independent Director who have appointed by the Board of the Company and the Managing Director too. At least, one meeting in a year held and confirms the facilities based on the performance of the company.

Members of the Service Committee

SL. NO.	Name of the Members	Position in the Committee
1.	Mr. Mohammed Shoeb	Chairman
2.	Mr. Deen Mohammad	Member
3.	Mr. Mazharul Haque	Member
4.	Mr. Mohammed Haider Ali	Member
5.	Iram Ali	Member
6.	Md. Jamirul Islam	Managing Director

Constitution of the NRC

1. The Committee have constituted by five members including an independent director;
2. All members of the Committee are non-executive directors;
3. Members of the Committee have been nominated and appointed by the Board;
4. The Board is the full authority to remove and appoint any member of the Committee;
5. The company secretary act as the secretary of the Committee;
6. The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;
7. No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Directors fees or honorarium from the company.

Responsibility of the NRC

1. The Committee is independent and responsible or accountable to the Board and to the shareholders;
2. The Committee has reviewed the following matters and time to time recommend to the Board accordingly:
 - (i) Recommendation the pre qualifications for appointing an Independent Director in the Board in addition of the BSEC guidelines and Insurance Act and their remuneration etc.
 - (ii) Recommendation the remuneration and job responsibility of the top level executives of the company and its goals.
 - (iii) Recommendation to the Board the age, gender, experience, ethnicity, educational background and nationality for selecting the Independent Director or top executives.
 - (iv) To fixation the criteria for evaluating the performance of independent directors.
 - (v) Recommendation the needs for employees at different levels in the company and determine their selection, transfer or replacement and promotion criteria and
 - (vi) Reviewed annually the company's human resources and training policies.
3. The Committee has reviewed the nomination or selection and remuneration policy and the evaluation criteria and activities and details policy was presented in annual report.

Information about Corporate Governance

Management team of the Company

The Company Management is supervised by the Managing Director who is responsible for the implement of the policy and procedures adopted by the Board. The Managing Director implements the internal control system, follow-up the day-to-day affairs of the management and also confirms the safety and security of the Company. The Senior Management ensures the improvement of the company with the compliance of statutory and the regulatory requirements too. With the support of management team, the Managing Director presents the Company's financial & business position in each Board Meeting for their understanding and guidance.

Management Committee

The Managing Director regularly sits with the high officials and department heads to discuss about any important issues before implementing the decisions. Besides this, the following meetings are being held under the chair of the Managing Director:

- (i) Management Committee (MANCOM)
- (ii) Quarterly/half yearly Branch Performance Evaluation Meeting
- (iii) Annually Branch Managers Meeting

Appointment of Chief Financial Officer, Head of Internal Audit and Company Secretary attended in the Board Meeting

The Company has a Chief Financial Officer, a Head of Internal Audit and a Company Secretary. Their duties & responsibilities are separated and the Board of Directors of the Company determined their job responsibility clearly. The Managing Director monitors them regularly and time to time enhance their performance to manage the requirements of the regulatory authority.

The company secretary attends the meeting regularly and note down the matter of the meeting for preparing the minutes. He performs as the bridge between the Board, the Management and the shareholders about the strategic and statutory decisions and their directions too.

The Chief Financial Officer and head of Internal Audit attend the meetings of the Board and others committee meeting as and when required and presents the agenda item relating to their departments.

PHOENIX'S CORPORATE GOVERNANCE FRAMEWORK

Phoenix Insurance Co. Ltd. has continued this practices on good corporate governance at all levels. The Board is a policy and decision-making body for all issues and implements the decision with the support of Management. The main compulsion is evidence by the following practices:

- 1) The number of Directors in the Board is 16 (sixteen) who are experience in the management, law and business.
- 2) According to the Insurance Act and Corporate Guidelines of BSEC the Board Members set the Board of Directors team appropriately.
- 3) Board of Directors and Management of the Company is independent body.
- 4) The position of the Chairman of the Board and the Managing Director of the company are different individuals.
- 5) The Company has different Committee like as Nomination and Remuneration Committee, Claims Committee and Audit Committee to support the Board for taking decision on various important operational matters.
- 6) The Management operates within the policies, rules and delegations approved by the Board and compliance with other regulatory requirements.
- 7) The Company put priority in submitting regularly periodical statements to Insurance Development & Regularity Authority and other regulatory bodies in time to enable the shareholder to make correct assessment of the Company's affairs and profitability.
- 8) The Board also ensures the compliance of requirements of regulatory bodies such as Bangladesh Securities and Exchange Commission and Registrar of Joint Stock Companies and Firms.
- 9) The Board is responsible for establishing an adequate and effective internal control system in the Company. Management monitors its internal control policies and develops the policies whenever it feels necessary.
- 10) Phoenix Insurance welcomes the dialogue with its shareholders & stakeholders during the time of Annual Meeting. Phoenix Insurance is of the opinion that it is part of good corporate governance to have procedures in place addressing shareholder queries.

Information about Corporate Governance

SHAREHOLDER

Phoenix Insurance Company Ltd. believes that the shareholders are not only the owners of the company but also real advisers of the Company. The shareholders extended their good cooperation and guidelines for the development of the company and the management ensures the interest and rights of the shareholders. The Management communicates their information through publication of various disclosures, the annual general meeting and website.

On being entered on the register of members, shareholders acquire the following specific rights on the company:

- (i) Registration as member
- (ii) Certificate of shares
- (iii) Right to transfer shares according to articles
- (iv) Right to notices, attending meetings, speak, propose and vote in person or by proxy.
- (v) To obtain copies of memorandum and articles
- (vi) To inspect registers maintained by company and to get extracts if required.
- (vii) To participate in the appointment at the General Meeting of-
 - a) Directors
 - b) Auditors and
 - c) To fix their remunerations
- viii) To associate in the declaration of dividend and have right to receive the dividend within the stipulated time
- ix) To obtain copy of the minutes of general meetings.
- x) Right to receive-
 - a) Statutory report
 - b) Directors report
 - c) Auditors report with audited Balance Sheet and Profit & Loss Account before the meeting
- xi) To call a meeting

The rights of a shareholder are many and Phoenix Insurance Company Ltd. always provided them all information and support in time.

Phoenix Insurance Company Ltd. running their operation with applying transparency and accountability and maintain good corporate governance. To fulfill the long-term strategic goal of the stakeholders, the Phoenix Insurance will consider and take care for the interest of employees and will continue to maintain an excellent relationship with the customers and to maintain a proper compliance with all the applicable legal and regulatory requirements under which the company carries out its activities.

Disclosure & Compliance

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Disclosure

Re-election of Directors

Company's Articles of Association require that one-third director shall retire from the office by rotation each year except Managing Director and Independent Director of the Company. If they are eligible for the re-appointment, they could be re-elected by the shareholders in the next Annual General Meeting. The appointment of Independent Director in the Board will be presented to Annual General Meeting to approve by the shareholders in the Annual General Meeting (AGM).

Directors meeting & Attendance

During the year ended 31st December 2019 the total 10 (Ten) meetings were held. In this year, all of the Directors serving in the Board attended more than 95% of the aggregate of the total number of meeting of the Board of Directors.

Sl. No.	Name	Attend	Total Meeting
1	Mr. Mohammed Shoeb	10	10
2	Mr. Deen Mohammad	10	10
3	Mr. Aziz Al Mahmood	6	10
4	Mr. Mazharul Haque	7	10
5	Mr. Wasif Ahamed	6	10
6	Mrs. Badruddoza Mannan	10	10
7	Mrs. Sadia Anjum Siddiqui	10	10
8	Mr. Manzoorul Haque	9	10
9	Ms. Sadaf Shamsad Haque	10	10
10	Mrs. Rokshana Begum	10	10
11	Mr. Mohammed Haider Ali	10	10
12	Mrs. Khorshed Zahan Begum	10	10
13	Dr. Sharmin Sultana (Nominated from Pakiza Textiles Ltd.)	10	10
14	Mr. M. A. Majid	10	10
15	Iram Ali	6	10
16	Md. Faizur Rahman	1	2
17	Nabiha Yasmeen	2	2
Total		137	144

Directors Remuneration

Board of Directors of the Company is non-executive director except Managing Director. They don't get any incentive or bonus for the performance of the Board. The non-executive directors get only meeting fees for attending the board and committee meetings at Tk.8,000/- re-fixed from 24th September 2019 according to the circular of the IDRA. Managing Director Remuneration package determine by the Board, which requires approval from the IDRA. As per corporate governance requirement we publish our non-executive director meeting fees in the annual report. During the year, the Meeting fees of the Directors were Tk.976,000/- and detail is presented in the page no 73 of the annual report.

Sl. No.	Name of Directors	Board Meeting	Audit Committee	NRC Committee	Claim Committee	Total Tk.
1	Mr. Mohammed Shoeb	59,000	18,000	0	18,000	95,000
2	Mr. Deen Mohammad	59,000	18,000	0	18,000	95,000
3	Mr. Aziz Al Mahmood	39,000	0	0	0	39,000
4	Mr. Mazharul Haque	44,000	18,000	0	0	62,000
5	Mr. Wasif Ahamed	30,000	0	0	0	30,000
6	Mrs. Badruddoza Mannan	59,000	0	0	0	59,000
7	Mrs. Sadia Anjum Siddiqui	59,000	18,000	0	0	77,000
8	Mr. Manzoorul Haque	54,000	0	0	18,000	72,000
9	Ms. Sadaf Shamsad Haque	59,000	0	0	0	59,000
10	Mrs. Rokshana Begum	59,000	0	0	0	59,000
11	Mr. Mohammed Haider Ali	59,000	18,000	0	0	77,000
12	Mrs. Khorshed Zahan Begum	59,000	18,000	0	0	77,000
13	Dr. Sharmin Sultana (Nominated from Pakiza Textiles Ltd.)	59,000	0	0	0	59,000
14	Mr. M. A. Majid	59,000	0	0	0	59,000
15	Iram Ali	33,000	0	0	0	33,000
16	Md. Faizur Rahman	8,000	0	0	0	8,000
17	Nabiha Yasmeen	16,000	0	0	0	16,000
Total Taka		814,000	108,000	0	54,000	976,000

Fulfill of the minimum Share holding

According to the notification of BSEC the Directors jointly hold minimum 30% (thirty percent) shares of the paid-up capital of the company and each director other than Independent/Nominated Director(s) of the company's minimum holding should be 2% (two percent) shares. The Directors of the Company has jointly hold 47% paid up capital of the company and each sponsor Directors are holding more than 2% of the paid up capital. List of holding are stated in the page no 56 of the Annual Report.

Report on the compliance of the conditions of BSEC's notification

In accordance with the Securities and Exchange Commission's Notification No.SEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 to report on the compliance of certain conditions. The notification was issued to fulfill the good corporate governance practice in the listed companies for the interest of the investors' and the capital market. The company has followed the notifications in the company and the implementation status of the corporate governance is given on page no 78-87 of the Annual Report 2019.

Related Party Transactions

The Company in normal course of business carried out a number of transactions with other entities that fall within the definition of related party transaction. Under the condition no 1.5(vi) of the corporate governance guidelines of the BSEC basis for the related party transactions a statement of all related party transactions should be disclosed in the annual report. In

Disclosure

this connection detail transactions with related parties and balances of them as on 31st December 2019 presented below. The external auditor have checked the transaction and found that all transactions involving related parties arising in normal course of business are conducted on an arm's length basis at commercial rates on the same terms and conditions as applicable to the third parties. Transactions were as follows.

Name of related party	Relationship	Nature of Transaction	Premium Earned
Appollo Ispat Complex Ltd.	Common Director	Insurance Business	493,941
Partex Group/Danish	Common Director	Insurance Business	10,233,785
Pakiza Cotton & Spinning Mills Ltd.	Common Director	Insurance Business	36,045,351
Phoenix Securities Limited	Common Director	Investment income	3,600,000
Total Amount in Taka			50,373,050

Removal and Appointment of the Managing Director and Chief Executive Officer

Insurance Act-2010 defined the appointment and removal of the Managing Director from his office of the Company. With the consent of Insurance Development & Regulatory Authority (IDRA) the board of directors may remove the Managing Director from his office and accordingly with prior approval of IDRA the board may appoint any qualified persons as a new Managing Director instead of the removed Managing Director. Mr. Md. Jamirul Islam Chief Financial Officer & Managing Director appointed in the company with the approval of IDRA effective from 2nd May 2011 for next 3(three) years. Thereafter the Board has extended up to 2nd May 2021 with the consent of IDRA.

Disclosure on the Financial Performance of the Company

Phoenix Insurance Company always aware about the disclosure of the financial performance of the regulatory authority. In this connection the Company published the quarterly half yearly and annual reports in the daily newspaper or company's Website in time. The Management also informed the price sensitive information to the regulatory in time and accordingly published in the daily newspapers. The Company's Financial Statements have been prepared and published according to the International Accounting Standard (IAS)/Bangladesh Accounting Standards (BAS)/ International Financial Reporting Standards (IFRS)/ Bangladesh Financial Reporting Standards (BFRS) and Institute of Chartered Accountant of Bangladesh (ICAB) guidelines. Other operational information was also published on the basis of the related rules and regulations requirements.

Disclosure of the pattern of shareholding position of the Company

As per BSEC guidelines month wise share Capital and shareholding position of Directors and Sponsors including free float holding of the company submitted to the concerned authority regularly. The pattern of shareholding position of the company has been presented to the page no 57 of annual report where in the aggregate number of shares along with name wise details of the Parent/ Subsidiary/Associated Companies and other Related Parties Directors Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses with their minor children Executives and the holding of ten percent (10%) or more are stated.

Disclosure of the External/Statutory Auditors Engagement

M/s. Zoha Zaman Kabir Rashid & Co. Chartered Accountants the external auditors of the company was not engaged with the following services of the company:-

- (i) Appraisal or valuation services or fairness opinions.
- (ii) Financial information systems design and implementation.
- (iii) Book-keeping or other services related to the accounting records or financial statements.
- (iv) Broker-dealer services.
- (v) Actuarial services.
- (vi) Internal audit services or special audit services.
- (vii) Any other service that the Audit Committee determines.
- (viii) Audit or certification services on compliance of corporate governance code of the Commission shall be disclosed in the Annual report.
- (ix) Any other service that creates conflict of interest.
- (x) No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of the audit assignment of the company.

M/s. Zoha Zaman Kabir Rashid & Co. Chartered Accountants was engaged only external/statutory audit services of the company.

Compliance

Solvency Margin Analysis

A. Calculation of Total Assets of the company based on the Accounts of the year 2018 :

Amount in Taka

Total Assets as per Balance Sheet		2,157,020,135/-
Less:		
Amount due from others	355,549,194/-	
Furniture & Fixture	9,461,771/-	
Collection Control Accounts	142,720,170/-	
Agents Balance	3,249,853/-	510,980,988/-
Total Assets		1,646,039,147/-

B. Calculation of Total Liabilities of the Company based on the accounts of the year 2017:

Amount in Taka

Amount due to others	34,750,306/-
Reserve for unexpired Risk	189,926,151/-
Premium Deposit	16,505,575/-
Reserve for Exceptional Losses	513,617,375/-
Sundry Creditors	65,830,377/-
Provision for Income Tax	274,626,892/-
Claims whether due or intimated	82,664,325/-
Reserve for CSR	3,540,026/-
Dividend Recommended	48,409,886/-
Fair value Reserve	270,154,072/-
Total Liabilities	1,500,024,985/-

C. Solvency Margin Available (A-B) Tk.

146,014,162/-

D. Calculation of Required Solvency Margin:

Sl. No	Class of Business	Gross Premium (GP)	Net Premium (NP)	Factor	GP after application of factor (GPF)	20% of NP	20% of GPF	NP & GPF which is higher
01	Fire	327,837,928	121,281,485	0.70	229,486,550	24,256,297	45,897,310	45,897,310
02	Marine Cargo	258,721,893	202,553,423	0.60	155,233,136	40,510,685	31,046,627	40,510,685
03	Marine Hull	9,051,390	1,030,558	0.60	5,430,834	206,112	1,086,167	1,086,167
04	Motor	110,582,048	109,894,775	0.75	82,936,536	21,978,955	16,587,307	21,978,955
05	Misc	74,381,843	38,509,299	0.70	52,067,290	7,701,860	10,413,458	10,413,458
	Total	780,575,102	473,269,540					119,886,574

E. Solvency Margin Available (AS)

146,014,162/-

F. Required Solvency Margin (RS)

119,886,574/-

G. AS/RS (times)

= 1.22

H. Solvency Margin Ratio

1.22

Credit Rating

Report – 2019

Phoenix Insurance Company Limited was rated by Credit Rating and Information Services Limited (CRISL) on the basis of Financial Statements as on 31st December 2019. The summary of the rating is presented below:

CPA Rating (Claim Paying Ability)
Dated of Rating
Outlook

AA-
December 31, 2019
Stable

CRISL assigns AA- (pronounced as AA-). This has indicated very high claims paying ability. Protection factors are strong. Risk is modest but may vary slightly over time due to underwriting and/or economic condition. Good fundamentals such as good financial performance sound solvency position diversified ownership pattern with institutional shareholding experience management team diversified product line and extended branch network etc. The claim paying ability (CAP) rating in this category is adjudged to offer high claim paying ability having good protection factors.

CRISL also viewed the Company with 'stable' outlook for its steady financial and operating performance as well as its consistent fundamentals.

Last five years Claim Paying Ability Rating Status

2015	2016	2017	2018	2019
AA-	AA-	AA-	AA-	AA-

CPA Rating of the Company



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

CORPORATE GOVERNANCE COMPLIANCE REPORT

PHOENIX INSURANCE COMPANY LIMITED

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

Condition No.	Title	Compliance Status		Remarks (if any)
		(Put ✓ in the appropriate column)		
		Complied	Not Complied	
1.0	BOARD OF DIRECTORS			
1(1)	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 PICL Board is comprised of 16 Directors. Number of directors will be reduced to 15 to fraction match with number of independent directors 3.
1.2	Independent Directors			
1(2)(a)	At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors.	✓		There are three Independent Directors in the Board of PICL. Recruitment of another independent director is under process
1(2)(b)(i)	The independent director does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	✓		The Independent directors have declared their compliances.
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.	✓		Do
1(2)(b)(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years	✓		Do
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.	✓		Do
1(2)(b)(v)	Independent Directors are not the members or TREC holder, directors or officers of any stock exchange	✓		Do
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	✓		Do
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.	✓		Do
1(2)(b)(viii)	The independent director shall not be an independent director in more than 5(five) listed companies.	✓		Do

1(2)(b)(ix)	The independent director has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a Non-Bank Financial Institution (NBFI).	✓		Do
1(2)(b)(x)	The independent director has not been convicted for a criminal offence involving moral turpitude.	✓		Do
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).	✓		Ms. Iram Ali, Md. Faizur Rahman and Nabiha Yasmeen were duly approved by the Shareholders in AGM.
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days.	✓		No vacancy occurred
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.	✓		Ms. Iram Ali has been re-appointed for 2nd term and the rest 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 million or any listed company or a member of any national or international chamber of commerce or business association	✓		Md. Faizur Rahman is a business promoter of Noapara Group and Nabiha Yasmeen is also a business leader associated with S.S. Steel Ltd having paid up capital more than Tk. 100 million.
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.	✓		Ms. Iram Ali is a corporate leader holding position of CEO/COO/ Consultant of different organizations and having experience over 10 years.
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th grade of the national pay scale (at least bachelor degree in economics or commerce or business or law)	N/A		
1(3)(b)(iv)	University teacher who has an educational background in economics or commerce or business studies or law.	N/A		
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.	N/A		
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 with 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 Managing Director are different individuals.
1(4)(b)	The MD and/or CEO of a listed company shall not hold the same in another listed company	✓		The Managing Director 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 MD 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	✓		The Directors report complies with the guideline.
1(5)(iii)	Risk and Concern including external & internal risk factors threat to sustainability & negative impact on environment, if any	✓		The Directors report complies with the guideline.
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin.	✓		The Directors report complies with the guideline.
1(5)(v)	Discussion on continuity of any Extra-Ordinary gain or loss.	N/A		The Directors report complies with the guideline.
1(5)(vi)	Basis for related party transactions- a statement of all related party transactions should be disclosed in the Annual Report.	✓		Directors report compliance with guidelines. A statement of all related party transactions are disclosed under notes to the financial statements no.33
1(5)(vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments.	✓		
1(5)(viii)	An explanation if the financial results deteriorate after the company goes 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 at annual report under disclosure and compliance caption and Statement of Profit & Loss Account.
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 inequity.	✓		Discussed under Directors Report & Notes to the Financial Statements
1(5)(xii)	Proper books of accounts of the issuer company have been maintained.	✓		Do
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.	✓		Do
1(5)(xiv)	International Accounting Standards (IAS)/ Bangladesh Accounting Standards (BAS)/ International Financial Reporting Standard (IFRS)/ Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed.	✓		Do
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	✓		Do
1(5)(xvi)	Minority shareholders have been protected	✓		Do

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.	✓		Do
1(5)(xviii)	Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained.	✓		Discussed at Directors Report
1(5)(xix)	Key operating and financial data of at least preceding 5(five) years shall be summarized.	✓		Do
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 PICL has recommended 12% cash dividend for the year.
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.	✓		10 board meeting held during the year and discussed under Directors Meeting Attendance 2019
1(5)(xxiii)	A report on the pattern of share holding 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).	N/A		
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 hold shares are stated in annual report under the pattern of individual shareholding 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 votes' interest in the company (name wise details).	✓		Stated in the annual report under the pattern of individual shareholding of the company. And Notes to the Financial Statements no. 4.
1(5)(xxiv)	In case of appointment/re-appointment of a Director the company shall disclose the following information to the shareholders			
1(5)(xxiv)(a)	a brief resume of the director;	✓		Stated in the profile of directors in the annual report
1(5)(xxiv)(b)	Nature of his/her expertise in specific functional areas;	✓		Do
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the board.	✓		Do
1(5)(xxv)	A management discussion and analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statement, among others focusing on:	✓		Stated in Directors Report
1(5)(xxv)(a)	Accounting policies & estimation for preparation of financial statements	✓		Stated in Directors Report and Notes to the Financial Statements
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	✓		Do
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	✓		Do

1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario	✓		Do
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe	✓		Do
1(5)(xxv)(f)	Risks & concerns issued related to the financial statements, explaining such risk and concerns mitigation plan of the company	✓		Do
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	✓		Do
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
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(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 BSS as adopted by the Institute of Chartered Secretaries of Bangladesh	✓		Company maintains a 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		✓	Till not posted in website
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	✓		In practice
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.	✓		In Practice
	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	✓		In Practice
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	✓		In Practice
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	✓		In Practice
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	✓		In Practice
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 5 (five) 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 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 terms of service of any committee member expires or there is any circumstances causing any committee member to be unable to hold before expiration of terms of service where number of Committee members falls short than the prescribed number the board shall fill the vacancy immediately or not later than 1 one month from the date of vacancy	✓		In Practice
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			In Practice
5.3	Chairperson of the Audit Committee			
5(3)(a)	Chairman of the Audit Committee shall be an Independent Director appointed by the Board	✓		Due sudden vacation of Independent Directors, Mr. Deen Mohammad has been appointed as Chairman of Audit Committee who is more experience Director. To appoint new chairman from ID is under process.
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	✓		In practice
5.4	Meeting of the Audit Committee			
5(4)(a)	Frequency of Meeting of the Audit Committee	✓		In Practice
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.	✓		In Practice
5(5)(c)	Monitor internal audit and compliance process, approval of internal audit and compliance plan and review of these reports	✓		In Practice
5(5)(d)	Oversee hiring and performance of external auditors.	✓		In Practice
5(5)(e)	Hold meeting with external auditors for review of annual financial statements before submission to the board	✓		In Practice
5(5)(f)	Review along with the management, the annual financial statements before submission to the board for approval.	✓		In Practice
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval.	✓		In Practice
5(5)(h)	Review the adequacy of internal audit function.	✓		In Practice
5(5)(i)	Review the Management's discussion and analysis before disclosing in the annual report	✓		In Practice
5(5)(j)	Review statement of all related party transactions submitted by the management.	✓		In Practice

5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors.	✓		In Practice
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 2019 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		Do
5(6)(a)(ii)(d)	Any other matter which shall be disclosed to the Board of Directors immediately	N/A		Do
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		Do
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 3.4.1(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 a 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
6(2)(b)	All members of the committee shall be non-executive directors	✓		In Practice
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 (one hundred eighty) of occurring such vacancy	N/A		Such situation didn't occurred 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	N/A		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	✓		In Practice
6(2)(i)	No member of the NRC shall receive any remuneration other than Directors' fees or honorarium from the company	✓		In Practice
6.3	Chairperson of the NRC			
6(3)(a)	The board shall select one member of the NRC to be chairperson of the committee who shall be an independent director	In process		In process
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	✓		In Practice
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC	✓		To be complied if needed
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must	✓		In Practice
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC	✓		In Practice
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-	✓		In Practice
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	✓		In Practice
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks	✓		In Practice
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	✓		In Practice
6(5)(b)(ii)	A policy on boards diversity considering age, gender, experience, ethnicity, educational background & nationality	✓		In Practice
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	To be complied		No such list as yet
6(5)(b)(iv)	Formulating the criteria for evaluation of independent directors and the board	✓		In Practice

6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement or promotion criteria	✓		In Practice
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies	✓		In Practice
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.	✓		The criteria, policy and activities of NRC are 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	✓		In Practice
7(1)(iii)	Non-engagement in Book-keeping or other services related to the accounting records or financial statements	✓		In Practice
7(1)(iv)	Non-engagement Broker-dealer services	✓		In Practice
7(1)(v)	Non-engagement in Actuarial services	✓		In Practice
7(1)(vi)	Non-engagement in Internal audit or special audit services	✓		In Practice
7(1)(vii)	Non-engagement in any other service determined by the Audit Committee	✓		In Practice
7(1)(viii)	Non-engagement in audit or certification services on compliance of corporate governance as required under condition: 9(1)	✓		In Practice
7(1)(ix)	Any other service that creates conflict of interest	✓		In Practice
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.	✓		In Practice
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	✓		In Practice
8.0	MAINTAINING WEBSITE BY THE COMPANY			
8(1)	The company shall have an official website linked with the websites of the stock exchange	✓		Website link with stock exchange
8(2)	The company shall keep the website functional from the date of listing	✓		In Practice
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)	✓		In Practice
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	✓		The company obtained the certificate from M/s. Hussain & Co. Chartered Accountants regarding compliance of conditions of Corporate Governance of the Commission and 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 to be duly 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 to the Shareholders of
Phoenix Insurance Company Limited
on
Compliance on the Corporate Governance Code**

We have examined the compliance status to the Corporate Governance Code by **Phoenix Insurance Company Limited** for the year ended on December 31, 2019. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 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:

- (a) 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;
- (b) 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;
- (c) 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
- (d) The Governance of the company is satisfactory.

Place: Dhaka
Dated: July 15, 2020


 Mohammad Abu Kawsar, FCA
 Partner
T. Hussain & Co.
 Chartered Accountants

Internal Control & Risk Management

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Internal Control

BACK GROUND

The Board of Directors acknowledges the importance for maintaining a sound system of internal control to safeguard the interests of stakeholders (including shareholders' investments) and the Company's assets. The Internal Control system was maintained in the company according to the guidelines of Corporate Disclosure and Corporate Governance. The Board of Directors reviews the system time to time and adopted in the company based on the company's activities.

FRAMEWORK

An internal control system comprises the whole set-up of systems and procedures established to provide reasonable assurance that the organizational objectives will be achieved. The management of the Company always keen in establishing and strengthening the control to safeguard the interest of all the stakeholders. The effectiveness of internal control rooted in the design of the system itself for which profound thinking is done covering all the necessary exposures to find out any related risk. The Board of Directors and management are responsible to establish and maintain an adequate and effective system of internal controls and procedures. The main objectives of internal control are as follows:

1. Orderly, effective and efficient conduct of business
2. Safeguard the assets and resources
3. Completeness, reliability and accuracy of accounting records and financial information
4. Timely preparation and reporting of financial information
5. Compliance with the applicable laws and regulations
6. Adherence to the Company's policies and plans

STRATEGY

Phoenix Insurance Company's operating activities of the daily business under an adopted plan and all of the coordinate methods adopted within a business to safeguard its assets. The Management regularly checks the accuracy and reliability of its accounting data and takes initiative to promote the operational efficiency and to encourage the adherence by prescribing the managerial policies. A system of internal control directly relate to the functions of the accounting and financial departments. The Management is accountable for the implementation of the internal control culture and its principles.

In establishing and maintaining an effective system of internal control, Phoenix Insurance undertakes to assess regularly both the internal and external risks that it faces. The assessment also includes the identification and analysis of all the significant risks that an insurance company is exposed to and acts accordingly. An adequate Internal Control system requires the implementation of effective and efficient Control Activities at all levels of the entity. The Management of Phoenix Insurance Company Ltd makes up accordingly with the supervision and advice of the board of directors set up some strategies and recommendations too.

BOARD RESPONSIBILITY

The Board is responsible for the review of the adequacy and effectiveness of the Company's system of risk management and internal controls which includes financial operational and compliance controls. The system is designed to manage rather than eliminate the risk of failure to achieve business objectives. Accordingly it can only provide reasonable and not absolute assurance against

material misstatement or loss. The risk management and control processes are implemented by the Management led by the Managing Director and Senior Management of the Company who collectively is responsible for good business practices and governance.

MANAGEMENT RESPONSIBILITY

The Management is responsible for implementing the framework policies and procedures on risk and internal control approved by the Board. The Risk Management Committee/ MANCOM continues to play a pivotal role in overseeing the implementation of the risk management framework periodically reviewing the risk management processes and ensuring that on-going measures taken were adequate to manage address or mitigate the identified risks and reporting the status to the Audit Committee.

RISK MANAGEMENT

The Board confirms that as an integral part of the system of internal control there is an ongoing group-wide risk management process for identifying evaluating and managing the significant risks faced by the company. Risk management is practiced within the company on an interactive basis.

Management from each business or department applies a risk/control self-assessment approach to identify the risks relating to their areas of supervision and control. These include the likelihood of these risks occurring; the consequences if they do occur and the actions being and/or to be taken to manage these risks to an acceptable level. The risk profiles and risk treatment measures determined from this process are documented in risk registers with each business or operations area having its respective risk register. The overall process is facilitated by the company's risk management department which is dedicated to the role of the company and regulatory authority

INTERNAL CONTROL SYSTEM ACTIVITIES

Company's internal control system consists of all the procedures methods and measures instituted by the Board of Directors and the executive management ensures that operational activities progress in a proper way. It is a set of continuous processes to provide reasonable assurance by the board of directors of the Phoenix Insurance Company Ltd. the Management and all personnel to look after the following measures:

1. The Management has adopted a steady policy for the financial reliability and the non-financial information.
2. The management has motivated the internal auditor of the company accomplish its objectives by bringing a systematic disciplined approach to evaluate and improve the effectiveness of governance risk management and control processes.
3. The Management set a structure and delegation of authorities with a job description for the prudent approach to the business management.
4. Effectiveness and efficiency of operations is maintained
5. An adequate control of risks is adopted.
6. A prudent approach to business.
7. Compliance with the laws and regulations and internal policies and procedures.
8. Protection of business assets.
9. Consistent of the financial reporting in time.

The Board of Phoenix Insurance Company Ltd. is attentive of the internal control system and ensures that:

1. Management comply the related laws and regulations;
2. The instructions and guidelines fixed by the Board of Directors and the Executive Management applied it accordingly;
3. The Company's internal processes are functioning correctly particularly those implicating the security of its assets;
4. The financial information of the Company is reliable;
5. The internal control system plays a key role in conducting and monitoring its various activities.
6. The financial data have reviewed by the board regularly and confirm the accuracy.
7. Board of Directors follows the adequacy of the system of risks control.
8. The board recognizes and acknowledges that independent competent and qualified internal auditors as well as internal control functions including the compliance and legal functions are working to provide the information about the operations and performance of the company.

The board of directors of Phoenix Insurance Co. Ltd. monitors the company's system of internal control and management confirms the system is functioning effectively. It supervises the efficiency of operations reliability of internal and external reporting and compliance with the applicable laws and regulations. Company's internal audit department looks after at every corner and put their observation to the senior management. Under the guidance of Audit Committee senior management and internal audit team of the Company visiting the branches regularly and doing the needful as advised by the Audit Committee. To develop the system of the Company with modern concept the senior management reviewed the existing policies time to time with the support of the Board and recommends their views in respect of accounting and financial information human resources business development and others.

During the year, in order to further strengthen the internal control framework, following steps have been taken:

1. Review the Money Laundering and Counter Financing of Terrorism Policy by the Board of Directors and initiating the implementation of the same accordingly in order to adhere the requirements of the relevant regulations of Bangladesh Bank and IDRA; and also review the KYC (know your customer) form to update the records of customers of the company.
2. Approval the policy of Business collection procedure by the Board of Directors as per the requirements of the IDRA to improve the quality of customer's service.

CONCLUSION

The Board is satisfied with the adequacy and effectiveness of the Company's internal control system. The Board has received assurance from the CEO and CFO that the Company's risk management and internal control system in all material aspects is operating adequately and effectively. For the financial year under review there were no material control failures or adverse compliance events that have directly resulted in any material loss to the Company.

Role of Internal Audit

Role of Internal Audit Department of the Company is imperative to evaluate the efficiency and effectiveness of Internal Control Framework. All significant and material findings of Internal Audit are directly reported to the Board and Audit Committee. The Board and Audit Committee actively monitor implementation of control framework to ensure that the identified risks are mitigated to safeguard the interest of the Company. In that manner, the Internal Audit performs an important part in monitoring and evaluating the internal control framework.

Above all, the Company is more focused on its internal control framework and allied environment in order to safeguard its assets and resources and to provide accurate financial reporting, strong documentary compliance and system assurance for the internal and external stakeholders.

Compliance Framework

A Compliance framework outlines the regulatory compliance standard relevant to the organization and its business process. Regulatory Compliance is an organization's adherence to laws, rules, regulations, guidelines and specifications relevant to its business. Violations of these often result in penalties, and sometime may harm Company's reputation. Therefore, compliance of the relevant regulatory requirements plays a vital role in an organization and one of the pillars to build strong internal control framework.

The Company is working in a sector which is highly regulated. Insurance Development Regulatory Authority of the Bangladesh (IDRA) is the sole regulator provides the guidelines under which insurance sector is operating in Bangladesh. Along with BSEC, being listed corporate, the Company is required to adhere the regulations/rules/ guidelines of Bangladesh Stock Exchanges. In respect to the foreign exchange transactions/Investments and being a part of the financial sector of Bangladesh, the Company is also required to comply certain limited requirements of the State Bank of Bangladesh. In addition to above, compliance with the requirement of National Board of Revenue (NBR) in respect to Income Tax Ordinance and the relevant rules is also required. Compliance of all these laws and relevant rules is the foremost priority of the Company.

The Company has a well designed, implemented compliance frame work in order to adhere all the relevant laws, regulations, rules and guidelines. While formulating the policies and procedures with respect to each department/function, the specific compliance requirements have already been incorporated, therefore all the relevant compliance can be ensured while adhering departmental/ functional policies and procedures.

The authorized employee of the company is responsible for the compliance function. Policies and Procedures of each department of the Company are amended and updated not only for effective, efficient and smooth operation of the Company but also to adhere the newly promulgated compliance requirements. The Compliance framework is a part and parcel of the Internal Control Frame work of the Company which main purpose is to ensure and remain compliant while achieving its target as well as in day to day operations of the Company.

The Company is strengthening the compliance framework on regular basis. The Company is positive in implementing more robust systems and procedures for effective and efficient operations to avoid any non-compliance which may harm the Company financially or may have an impact on its reputation.

Company's

Risk Management

Risk is a multi-dimensional phenomenon and a constant feature of everyday life. Fires accidents thefts explosions natural calamities and terrorism are the more common types of risk the community faces.

The dimensions and effects of such loss events have since long assumed major significance for whole economies. The question of how to predict and prevent such risks is accordingly the subject of intensive discussion both in the political sphere and among the public at large.

The complex realities of modern economic life and the growing awareness of the public at large place increasing demand on companies to pursue appropriate and far-sighted policies about risk. The same applies to insurers in determining their underwriting policies. The rapid development of new technologies and the changing nature of production processes necessitate a constant analysis of risk profiles. Both entrepreneurs and insurers therefore face enormously increased need for analytical and advisory services.

PICL works closely with clients to identify various risk exposures and then provide specific insurance proposals. This helps in loss prevention and reducing the cost of protection. Our market-driven team of inspired and technically qualified insurance personnel comprises specialists in civil and mechanical engineering metallurgy electronics and other disciplines. They are on call for necessary professional advice at all times. Our linkages with overseas specialists are of major value to our clients.

Risk culture

PHOENIX Insurance and maintains a strong risk culture to promote risk awareness rigor and discipline across all its activities. This risk culture stands for the risk and control related values knowledge and behavior shared by all employees. Its principal components are summarized in a framework that builds on the Company Code of Conduct as well as on key risk management principles in the Company Risk Policy.

The risk culture framework serves to influence appropriate behavior in four key aspects which are assessed annually for all employees in the performance and compensation process:

- Leadership in providing clear vision and direction;
- Consideration of risk-relevant information in decision-making;
- Risk governance and accountability of risk takers as well as transparent flow of risk information;
- Embedding of risk management skills and competencies.

Phoenix Insurance risk culture provides the foundation for the efficient and effective application of its Company-wide risk management framework. Company Risk Management reinforces the risk culture by ensuring risk transparency and fostering open discussion and challenge in the Company's risk-taking and risk management processes.

Key risk takers across Phoenix Insurance are a particular focus in promoting good risk and control-related behaviors. The relevant positions are identified in a regular process and those who hold them are subject to

additional behavioral objectives and assessments. Risk culture is directly linked to Phoenix's performance management which is based not only on business results but also on behaviors. Phoenix Insurance's compensation framework aims to foster compliance and support sensible risk-taking. Phoenix Insurance also has a range of incentive program that reflect the long-term nature of its business by rewarding sustained performance rather than short-term results. This helps to align shareholder and employee interests.

Phoenix Insurance's compensation principles and framework are captured within the Company Compensation Policy. The Company's Finance and Risk Committee conducts a regular risk assessment for all changes to this policy.

In addition to insurance protection it is our practice to provide risk reduction advice to clients and assist them in developing preventive capabilities to avert mishaps and disasters.

Key risk management principles

PHOENIX Insurance risk management is based on the following fundamental principles. These apply consistently across all risk categories at company and legal entity level:

Controlled risk-taking – Financial strength and sustainable value creation are central to Phoenix Insurance's value proposition. The company thus operates within a clearly defined risk policy and risk control framework.

Clear accountability – Phoenix Insurance's operations are based on the principle of delegated and clearly defined authority. Individuals are accountable for the risks they take on and their incentives are aligned with Phoenix Insurance's overall business objectives.

Independent risk controlling – Dedicated units within Risk Management control all risk-taking activities. These are supported by Compliance and Company Internal Audit functions.

Transparency – Risk transparency knowledge sharing and responsiveness to change are integral to the risk control process. The central goal of risk transparency is to create a culture of mutual trust and reduce the likelihood of surprises in the source and potential magnitude of losses.

Risks of Insurance Operations

The insurance business principal is taking and managing the risks. The largest risks pertain to risk selection and pricing the acquisition of reinsurance cover and the adequacy of technical provisions. Within General Insurance the risk inherent in technical provisions lies mainly in insurance lines characterized by a long claims settlement period. In addition to underwriting risks a major insurance business risk consists of the investment risk related to the assets covering technical provisions.

Risk Management Plan

The management of Phoenix Insurance coordinated to set the activities and methods that are used to an organization and to control the many risks that can affect its ability to achieve the objectives. The management makes the plan that is used to manage the risk. The Company's risk management plan is the management of components the approach and the resources that will be used to manage the risk. Typical management components include procedures practices responsibilities and activities (including their sequence and timing). The Company's risk management plans applied to products processes or to an entire company or to any part of it.

Risk Concentrations

The Phoenix Insurance Company takes the risk concentration in EML (Estimated Maximum Loss) estimates for property risks and through EML break through cover included in reinsurance cover. Our operating region has no major risk of earthquakes. With respect to risks associated with other natural disasters such as storms and floods. However the company has protected against catastrophe accumulation losses through an extensive catastrophe reinsurance cover whose size has been dimensioned to correspond to the calculated size of a catastrophe loss occurring once every 200 years. The catastrophe accumulation cover applies to property damage and personal injuries.

Risk Analysis

Risk analysis is a process that is used to understand the nature sources and causes of the risks that we have identified and to estimate the level of risk. It is also used to study impacts and consequences and to examine the controls that currently exist. The Management of Phoenix Insurance always aware of the probability of the Insurable items risk factors. Before issuing any Insurance policy the concerned employee consult with the underwriting departments about the risk involvement of the insured items. If it is found reasonable and capable for the company and also have facility of reinsurance then with the consent of the Managing Director the concerned authority issued the policy for taking the risk.

Underwriting Risks

By taking out an insurance policy the policyholder transfers his insurance risk to the insurer. The underwriting risk associated with an individual general insurance contract. Our Company's portfolio comprises a very large number of general insurance contracts. Because of this large size of the insurance portfolio the expected number of claims is also great. An accumulation of loss due to natural catastrophes or large catastrophes caused by human activity constitutes a specific risk type. In such a case one catastrophic event may in practice give rise to simultaneously payable claims for a large number of insured risks at high amounts. The resulting

total claims expenditure may be extremely large. However this risk can be diversified since the company operates in the region with a perceived relatively low risk of natural catastrophes enabling the company to protect against the risk through reinsurance.

Underwriting Risk Management

The most important tasks within underwriting risk management relate to risk selection and pricing the acquisition of reinsurance cover the monitoring of claims expenditure and the analysis of technical provisions. The Underwriting Executives act as the highest decision-making body with the support of Managing Director to takes the underwriting risks. The Underwriting Executives make underwriting decisions within the framework of powers confirmed by the Management/Boards of Directors of the company and report its decisions to the Board.

The risks cost are made according to the Underwriting Guidelines governing each line of insurance in case the risk involved is below the amount set for the Underwriting Executives. Greater and more severe risks require decisions made jointly by senior underwriters or managers. For basic insurance lines decisions are made on a system-supported basis and customers and the objects of insurance are selected within the powers allowed by instructions specifically approved.

Risk Selection and Pricing

Operating models highlight the role or risk selection and pricing. The company has set limits for the size and extent of risk for each insurance line and risk concentration. The company has a centralized the data in the head office and analysis the applications in place to support of the risk selection and pricing. Insurance terms and conditions serve as a vital tool in mitigating risks. In addition risk analyses are performed on a customer or insurance line specific basis to mitigate risks.

Reinsurance Risk

The Board of Directors annually approves the reinsurance principles and the maximum risk per claim retained for own account. In practice this risk is kept lower if this is justifiable considering the price of reinsurance. Retention in risk-specific reinsurance is a maximum of BDT. 15,000,000/- for Fire loss BDT.6,500,000/- for Marine Cargo BDT.2,500,000/- for Misce & Engineering and BDT.750,000/- for Motor insurance and that in catastrophe reinsurance BDT.5,000,000/-. The capacity of risk plus cat reinsurance covering loss accumulation stood at BDT. 20,000,000/- in 2019.

The level of reinsurance protection has an impact on the need of solvency capital. Only companies with a sufficiently high insurance financial strength rating are accepted as reinsurers. Moreover maximum limits have been confirmed for the amounts of risk that can be ceded to any one reinsurer. These limits depend on the nature of the risk involved and on the company's solvency. The Phoenix Insurance Company has mainly placed its reinsurance agreements with the companies with Sadhran Bima Corporation Bangladesh National Insurance Company Ltd. India GIC-Butan Re Ins. Bhutan CICA Re Africa East Africa Re Africa Asian Reinsurance Corporation Thailand.

Comprehensive Motor Insurance Risk

Comprehensive insurance policies cover the loss or damage to insured motor vehicles. The comprehensive insurance portfolio consist mainly motor vehicle policies taken out by private individuals and companies. The rating of motor vehicle insurance employs a no-claims bonus system under which the occurrence of a loss event raises the premium. In addition the insurance company has the right to alter the premium annually. The majority of the motor vehicle insurance portfolio comprises private individuals' policies. In other respects the insurance risk in this class consists mainly the insurance taken out by companies. The Phoenix Insurance has reinsurance protection with retention of BDT.750,000/- only for comprehensive Motor Insurance loss.

Risk of Cargo Insurance

Cargo insurance applies mainly to companies' transport risks covering loss of or damage to goods in transit. This line of insurance also contains luggage and boat/yacht insurance whose policyholder is mainly a private individual. In addition weather conditions may involve accumulation risks covering a geographically large region such as storms and floods and the risk of snow and icy roads during the winter pertains to comprehensive insurance.

The Phoenix Insurance Company has taken out reinsurance cover against major loss of or damage to cargoes with the retention under reinsurance amounting to BDT.6,500,000/-.

Market Risk

Instability and disruption of overall economies of local and abroad can expose the company's business income including the financial and capital markets position and also changes the annual premium income position which may adversely impact on the company's financial condition. This risk can have a significant effect on investment returns and market values of securities positions which in turn may affect both the company's results of operations and financial condition.

The Phoenix Insurance Company Limited has trying to reduce the risk of the portfolio by relocation the service of the portfolio and as result profitability would-be increased unless there is no impact on underwriting returns.

Interest Rate Risk

We know that general insurance have huge amount of liquid investment and the investment kept in the form of FDR. The FDR interest is one of the main incomes of the company. The interest rate of fixed-income portfolios is account for the certain period. If the interest rate is fluctuating or decrease from the previous years then income portfolio may be downward. So determining the interest rate risk the company regularly monitors the FDR and if required communicate with the banks for maintaining the fixed rate to confirm the interest income properly.

Legal Compliance Risk

The Company could be subject to risks arising from alleged or actual violations of any of the foregoing and could also be subject to risks arising from potential employee misconduct including non-compliance with internal policies and procedures. Substantial legal liability could materially adversely affect the company's business financial condition or results of operations or could cause significant reputation damage which could seriously harm the business of the company.

The Management of Phoenix Insurance Company Limited has already been taken necessary steps to confirm the regulatory works based on the guidelines of the authority. The Board of Directors regularly motivated the management to maintain the rules and regulation and do the business as prescribed by the IDRA. The Management always aware about the legal compliance and ensured the Risk management to save the company.

Risk Mitigation

Underwriting risk includes the risks of inappropriate underwriting which includes inadequate pricing inappropriate terms and conditions and ineffective physical risk management. To manage this risk the Company pays particular attention to the underwriting controls and risk surveys.

The underwriting heads of Head Office and each branch are responsible for managing and controlling the underwriting operations under their respective domains. Underwriting is conducted in accordance with a number of technical controlling protocols. This includes defined underwriting authorities guidelines by class of business rate monitoring underwriting peer reviews and practice for seeking guidance on large and intricate risks from REG (Risk Exposure Group). This Group is represented by the department head of Underwriting Claims Reinsurance Branch Control and

Accounts. The Company monitors the risk of accumulation arising from catastrophic events. The exposure is protected by a comprehensive reinsurance program that has the capacity to respond to different possible catastrophic events.

The Company also has a separate Physical Risk inspection department which carries out a large number of high risk large & medium risks surveys before underwriting them. The surveys are conducted both on set schedules and on case to case basis. The department by far carries out the largest number of surveys in the market and provides an insight of the risk to the underwriters thus assisting them in making right decisions

Issuance of Insurance & Reinsurance document risk and its management:

To protect the day-to-day operational risk of the Company the management takes special care about the following areas:

- 1) Issuance of Insurance and Reinsurance policy documentation;
- 2) Coordination of Premium Collection;
- 3) Preparation of Reinsurance/Bordereaux;
- 4) Administration of Claims with payments as well as recoveries;
- 5) Run-off Administration and Related Services;
- 6) Assist in the preparation and completion of the all works in time by applying the Insurance Act and guidelines of the regulatory authority;
- 7) Protect the credit business of the Company;
- 8) Coverage the catastrophic loss of the Company;
- 9) Senior Management counseling to face the market risk or counter party risk of the company

Anti-Money Laundering and Countering Financing Terrorism Policy

Modern world, due to the use of technological innovations is becoming easier particularly with respect to conducting financial transactions such as transfer of funds from one person to another within the country as well abroad. However, risk has been increased by so many times as compared to earlier that these financial transactions and transfers of money can be misused and may help in concealment of the origins of illegally obtained money, by involving banks, non-banking financial institutions and/or through legitimate businesses. These types of transactions are not only conducted to convert the money earned from illegitimate sources into legitimate one but there is an international consensus that such type of money is also utilized to finance terrorism and criminal activities against the society, country or any nation.

In order to stop money laundering as well as the funding to the group, people and organizations involved in the criminal activities and terrorism, anti-money laundering policies have been devised by the developed nations. Furthermore various resolutions passed in United Nation Security Council (UNSC) and conventions held globally which aimed at handling Money Laundering and Terrorism financing issues across the globe. Bangladesh is also required to adhere these resolutions and particularly the recommendations of Financial Action Task Force on Money Laundering (FATF) which is an inter-governmental body whose purpose is combating money laundering, terrorist financing and other related threats to the integrity of the international financial system through recommendations and policies to be implemented nationally and internationally.

In Bangladesh, Bangladesh Bank and IDRA being regulator of the banking and insurance sector respectively have also introduced the guidelines/regulations in the line with globally acceptable anti-money laundering policies and procedures. IDRA has also issued various circulars for the implementation of Know Your Customer (KYC) Guidelines applicable on insurance companies working in Bangladesh. However, Bangladesh Bank has issued Anti Money Laundering and Countering Financing of Terrorism Regulations (AML & CTF Regulations) which are very comprehensive guidelines for AML and KYC. Although general insurance companies' nature of business does not completely attract these regulations as the estimated risk assessment is "low", however, the Company is required to implement these guidelines to an extent to cater the relevant risk and exposure.

Phoenix Insurance is also keen to implement the modern tools and techniques of anti-money laundering not only to adhere the requirements of the Bangladesh Bank and IDRA but also to contribute its due share for the safety and security of our people and beloved country. In the Company, a very comprehensive Anti-Money Laundering and Countering Financing of Terrorism Policy (AML & CTF Policy) has been formulated which is duly approved in the 266th Board Meeting held on 28th September 2011, the Anti Money Laundering (AML) & Combating Terrorist Financing (CFT) guide notes and advised the management to follow the recommendations of the Bangladesh Bank the IDRA and the Bangladesh Insurance Association regarding ML including CFT.

Phoenix Insurance Company is speedily implementing the AML & CTF Policy through the utilization of relevant modern tools, techniques and by amending the operational procedures in the Company accordingly. The Company is also conducting / arranging trainings of its staff with regards to AML and CTF. We are working to make, Phoenix Insurance Company as one of the organizations which are fully compliant with the relevant guidelines issued by the BSEC, BB, IDRA and BIA.

The Central Compliance Unit is working in the company. The Unit is 5(five) members headed by Md. Rafiqur Rahman, Deputy Managing Director & Secretary of the company as Chief Anti Money Laundering Compliance Officer (CAMLCO) under advice of the Board of Directors.

During the year 2019 the Central Anti Money Laundering Compliance Unit monitor the suspected area of money laundering of the company and regularly doing various training program and meeting with branches to implement the system appropriately. The Bangladesh Bank vigilance team visited the company to look after the Anti Money Laundering (AML) & Combating Terrorist Financing (CFT) functions as routine works and found in order.

Human Resources Management and Information Technology

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Human Resources Management

MANAGEMENT TEAM

Under the dynamic leadership of Mr. S. M. Jashim Uddin Ahammed, Senior General Manager & In-charge, HR & Administration Department following experienced and qualified personal look after the department.

1. Mr. Zanaser Ahmed, Manager
2. Mr. Md. Manuwarul Islam, Manager
3. Mr. Md. Abu Rashid, Deputy Manager
4. Mr. Fahad Ur Rahman Khan, Officer

PHILOSOPHY

The philosophy of human resource department in Phoenix Insurance Company is best achieved by continuously researching, learning, developing and delivering innovative results oriented service, policies and systems for and with administrators, staff and external stakeholders along with the Company's values, strategy and mission. Service, responsibility and policy of our HR stated below

RECRUITMENT AND HIRING POLICY

To appoint or hiring candidates, Phoenix Insurance goes through a process to replace competent employees in the required post. Every year we recruit employees to modernize the company effectively and there are lots of measures when it comes to recruiting. Some of the most important metrics to track include application completion rate, qualified candidate rate, cost of hire, time to hire, candidate response rate and many others. By measuring each of them, we can track what's going well and what can be improved in future.

PICL has its own recruitment and hiring policy. Before hiring an applicant for a job position Phoenix Insurance Company goes through a step-by-step hiring process. This process has three key phases including planning, recruitment and employee selection.

Planning: Human resource planning is when PICL settles the number of employees we are looking to hire and the skills sets are require. The company recommends the needs for employee at different level in the company and then compares the needs to the expected number of qualified candidates in the job market. HR department also recommend the age, gender, experience, ethnicity, educational background and nationality for selecting the candidates.

Recruitment: The recruitment phase of the hiring process takes place when the company tries to reach a pool of candidates through job postings, job referrals advertisements university campus recruitment etc. Candidates who respond to these measures then come in for interviews and other methods of assessment. PICL checks the background of prospective employees as well as check references.

Employee Selection: In this process PICL evaluates information about the pool of applicants generated during the recruitment phase. After assessing the candidates the company decides which applicant will be offered the position. They also determine their selection, transfer or replacement and promotion criteria and review annually the company's human resources and training policies. The Company reviews the nomination or selection and remuneration policy and the evaluation criteria and activities and details policy of the company.

TRAINING AND DEVELOPMENT

Training is a program that helps employees learn specific knowledge or skills to improve performance in their current roles. Development is more expansive and focuses on employee growth and future performance rather than an immediate job role.

We will encourage our officer executives to receive professional training in their respective field. With a view to increase efficiency level of our employees we are equipping our in-house training center for train-up our employee by our senior-level professionals and guest resource persons. Besides we are sending our senior and mid-level executive for home and abroad training programs. As well as we have in-house training facility for the Branch Manager to Probationary level employee. The classes are being by our Senior Level Highly qualified & experienced executives and outside resource persons with a view to our human resource development. In 2019 PICL sent 15 of their employ to training in deferent training organizations in home and abroad.

SALARY AND BENEFITS ADMINISTRATION

PICL has documented service rules and pay scale approved by the Board. PICL also has its own Personal Policy for the employees covering Group Insurance benefit, medical Allowance, Gratuity and Provident Fund indicating good HR Management. The company gives festival and incentive bonuses in 2019 to the eligible employees. In 2018 PICL upgraded its pay scale and a new car scheme has also been introduced in the service rules. We are recruiting and hiring human resource based on skillfulness and merit. Even we are promoting earlier for outstanding performance at all level of employee.

EMPLOYER AND EMPLOYEE RELATIONS

A balance in the relationship: In PICL the relationship between an employee and an employer is mutual and respectful. A benevolent attitude of an employer will lead to employee satisfaction which will prompt good and fruitful result. However, some employer wishes to maintain a distance with his employee in order to keep up with the hierarchy between the two. But in the PICL the top line is a strong bond between the employer and employee so that the business goals are meet.

Interdependency: In a relationship between an employer and an employee there is a reciprocated interdependency between the employee and the employer in PICL. One depends on the other for the smooth execution of work. The employer will look forward to his employees for the delivery of assignments on time and undertaking other initiatives in his absence. Likewise, in PICL an employee expects his employer to assist him in his executions and make himself accessible whenever needed.

ORGANIZATIONAL DEVELOPMENT

Organization Development can be seen as theory and practice of change in the attitudes beliefs and values of the employees in a planned way of a certain period of time. Organization Development is a process carried out through training and development programs of employees, so that PICL has a better understanding of its goal, thereby benefiting itself.

The long-term objective of organizational development (OD) is to enable in PICL in adopting-better to the fast-changing external environment. Some of the typical OD activities in PICL are:

- Team-building
- Organizational assessments
- Career development
- Training
- Leadership development
- Talent management
- Change management

INTERNSHIP

In 2019, PICL had 3 interns from different private universities of Dhaka. The employees of PICL gave full support to the interns by the help of HR & Admin Department.

HUMAN RESOURCES INFORMATION

Systems Management

PICL use software that provides a centralized repository of employee master data that the HR and Admin needs for completing core human resource processes. The department stores processes and manages employee data, such as names, addresses, national IDs, contact numbers and information about retirement, salary etc. It typically provides functionality such as recruiting, applicant tracking, time and attendance, management performance appraisals and benefits administration, logistic supplies information etc. It may also feature employee self-service functions and accounting functions and other logistic supplies record.

A human resources information system enables the HR department of PICL to spend less time on clerical tasks; helps ensure the accuracy of employee data and can enable employees to take a greater role in the management of their information.

Compliance with employment related legislation

In PICL employment laws are based on Bangladesh's constitution, legislation, administrative rules and court opinions. Our organization always strives to keep the employer and employee updated and well-informed of their obligations under the employment law and rules. We clarify the comparative understanding of changes of Bangladesh labor laws for executives and managers responsible for managing human resources and employee relations for ensuring appropriate application at the workplace.

PICL always tries to support employer and employee by providing the employment conditions and compliance and handling of disciplinary cases and grievance. Our service rules include:

- Salary and Responsibility for payment of salary
- Provident Fund and Gratuity
- Employees participation in Company's profit
- Group Term Life Insurance Policy
- Misconducts, Disciplinary actions & Domestic inquiries
- Handling of grievances
- Classification of employees and their differences
- Conditions of Service & Employment
- Working hours/ Overtime entitlements and calculations
- Annual Leave/ Other Leaves and Holidays
- Car Scheme
- Other Welfare Facilities and Benefits
- Fire & Safety provisions and accident preventive measures

Staff Strength of the Company

SL#	Manpower Strength	2019	2018
01	Senior Level Management	29	29
02	Mid Level Management	87	61
03	Junior Level Management	75	103
04	Support Stuff	90	97
	Total	281	290

Employee Turnover:

Employee turnover of 2019 is new recruited 17, promoted 61 and left 26 persons.

2020 Plans:

- The Market's workforce will have skills, capabilities and knowledge to ensure that expertise is a competitive differentiator for PICL. The hiring and retention of high caliber employees will be improved.
- Lead and support talent development activities will be increased in the Company.
- Providing need based internal and external training in both home and abroad to cope with challenges in the days to come.
- Create a strong management team to face the challenge of future market.
- Align the interest of employees with the interest of the Company.
- Hiring, developing, succession planning and maintaining the right workforce in right place.

Quality Policy

We are committed to provide best quality service to our valued policyholders to their satisfaction by assessing the risk needs tailoring product to their requirements and by consistent efforts to reduce time for settlement of claims. We believe that proper assessment of risks of our clients and prompt settlement of claims are the key to our company's growth.

To comply with and continuously improve the effectiveness of our quality Management System.

Statement of Opportunities

As a leading insurance company of the country the Company is in a position to avail and exploit a number of opportunities. Following summary of significant opportunities present to the Company:

- Expand general solutions through window operations;
- Increasing reach to all parts of the country through expanding distribution network;
- Develop micro insurance solutions for the socio economic group at the bottom of the pyramid;
- Focus on insurance awareness through continuous investments in communication channels and market education; and
- With increasing mobile penetration amongst the masses utilize such platforms for customer interaction awareness marketing and sales.

Information & Communication Technology

In 1996 an historical decision has been taken in the board meeting of Phoenix Insurance Co. Ltd. that Phoenix would go for digitalization under the leadership of Mohammed Shoeb, the then Director now the Chairman. At that time a few company used computer in their premises and there were no software available in the market for insurance. Not only insurance very few Banks used software for their daily transaction. Every company used to use type writer to prepare their insurance document and same as in Phoenix. In these surroundings it was a very innovative and courageous decision for Phoenix to deploy computer and to develop software for insurance. This decision later comes out as a blessing for insurance industries. The industries felicitated with the software for their every requirements. Now at least eight (8) Companies are using this software.

All the branches of Phoenix Insurance are inter-connected by Fiber Optic Cable with Central Server. We are working to introduce QR code in our printed copy of Money Receipt and Policy or Cover Note. So that in Future we will be able to utilize AI (Artificial Intelligence) to make insurance more movable. Our motto is to make available the insurance by introducing JIT (Just in Time) in the smart phone from every corner in the world and the Digital Format of the policy and cover note. If we able to make Digital Format of the policy in lieu of print format it will make a history again in the insurance industries. It will also reduce the use of carbon by limiting the paper uses. Thus help to maintain carbon balance in the environment. We can call it Green Insurance.

BUSINESS CONTINUITY PLAN (BCP)

The BCP is the creation of a strategy, through the recognition of threats and risks facing by an organization, to ensure that the resource of the Company are protected and it would be able to function properly in the event of any disaster. BCP also provides the means of the recovery of business tools in the event of any loss, damage or failure of facilities which is named as Disaster Recovery Plan (DRP). DRP is a documented process of the procedures to recover and protect an organization's IT infrastructure in the event of a disaster. DRP is a part of the overall BCP of any organization.

The Company, being a contemporary and progressive organization, is one step ahead in the implementation of BCP including DRP as compared to other general insurance companies in Bangladesh. The Company's BCP covers all the critical operational processes and procedures and it has been setup in accordance with the Company's need and modern business requirements. The Company, with the implementation of BCP, has developed the capabilities to continue its usual operations without any undue delay by activating its allocated Disaster Recovery Sites in case of any disaster or calamity. DRP of the Company is integrated to a large extent with BCP and designated key members are familiar with the specific actions they will need to take in the event of any disaster.

As the software is a part and parcel of everyday business so it is necessary to take care of the software and data which is the most valuable assets of the company. In this context we have setup a DR (disaster Recovery) site which is located in different location in Dhaka. Our Policy is to ensure the minimum Failover time.

IT GOVERNANCE POLICY

The Company maintains a proper documented IT policy which is also approved by the Board. The policy is aimed to implement integrated framework to achieve the Company's strategic objectives. The policy mainly covers following areas:

- Internal Organization and responsibility of IT assets;
- IT Operational Procedures;
- System planning, acceptance and data security;
- Backups and Media handling;
- E-Commerce;
- System monitoring procedures; and
- Disaster Recovery Plan.

SAFETY OF RECORDS OF THE COMPANY

The Company ensures maintenance of records as per the requirement of Companies Act and other applicable laws. For the safe custody of physical documents and files, record rooms having appropriate space and proper filing system are located at Head office and Zonal Offices.

During the year, the Company has made plan to implemented "Data Management System" (DMS) which will preserve underwriting records electronically. The safety and maintenance of soft data also governed with a comprehensive IT Backup Policy. The Company also maintains data at Disaster Recovery Sites to ensure its availability at all the time.

Director's Report

Directors' Report

For the year ended 31st December 2019

Bismillahir Rahmanir Rahim

Dear Shareholders

Assalamu Alaikum

On behalf of the Board of Directors, I am delighted to welcome you all to the 34th Annual General Meeting of the Phoenix Insurance Company Limited and have the pleasure to place before you the Annual Report together with the Audited Accounts of the Company covering the Statement of Financial Position (Balance Sheet) Statement of Comprehensive Income (Profit & Loss Account) Consolidated Insurance Revenue Accounts (Revenue Accounts) the notes thereto and the Auditors' Report for the year ended 31st December 2019.

REVIEW OF THE ECONOMY

Global Economy

After slowing sharply in the last three quarters of 2018, the pace of global economic activity remains weak. Momentum in manufacturing activity, in particular, has weakened substantially, to levels not seen since the global financial crisis. Rising trade and geopolitical tensions have increased uncertainty about the future of the global trading system and international cooperation more generally, taking a toll on business confidence, investment decisions, and global trade. A notable shift toward increased monetary policy accommodation — through both action and communication — has cushioned the impact of these tensions on financial market sentiment and activity, while a generally resilient service sector has supported employment growth. After strong growth in 2017 and early 2018, global economic activity slowed notably in the second half of 2019, reflecting a confluence of factors affecting major economies. Global growth is forecast at 3.2 percent in 2019, picking up to 3.5 percent in 2020 (0.1 percentage point lower than in the April WEO projections for both years). GDP releases so far this year, together with generally softening inflation, point to weaker-than-anticipated global activity. Investment and demand for consumer durables have been subdued across advanced and emerging market economies as firms and households continue to hold back on long-range spending. Accordingly, global trade, which is intensive in machinery and consumer durables, remains sluggish. The projected growth pickup in 2020 is precarious, presuming stabilization in currently stressed emerging market and developing economies and progress toward resolving trade policy differences. Sources from World Economic Outlook, July 2019

Bangladesh Economy

Bangladesh's economy recorded the highest GDP growth in Asia in fiscal 2018-19 of 8.2 per cent. Despite the downward projections, the country is expected to retain the position in fiscal 2019-20 among 46 economies. In fiscal 2020-21, Bangladesh's GDP growth would be the second-highest in the continent, lagging behind only the Maldives, which would grow by 13.7 per cent if the pandemic out.

As many as 33 economies in Asia would post negative growth in fiscal 2019-20. The growth recorded for FY19 is the highest growth rate ever recorded in Bangladesh's history, and has resulted in Bangladesh recording increasing GDP growth rates for 6 years running. The World Bank has projected Bangladesh to be among the world's five fastest growing major economies in 2019. Average GDP growth for the past 5 years currently stands at 7.39%. Bangladesh had strong growth before the pandemic, but corona virus has hit export earnings and remittances are likely to have fallen sharply in March and April, the Asian Development Outlook Supplement (ADOS) said.





Partial View of 33rd Annual General Meeting

REVIEW OF THE NON LIFE INSURANCE BUSINESS

GLOBAL INSURANCE GROWTH

The insurance industry remains resilient, continuing to generate growth around the world and maintaining overall profitability despite turbulence in the global economy. In the United States, the world's biggest insurance market, the property and casualty (P&C) sector is building upon a strong 2018 in which the industry saw net income soar 66 percent to US\$60 billion, thanks to a 10.8 percent boost in net premiums written and nearly breaking even on underwriting (after losing US\$23.3 billion the year before). US insurer results deteriorated a bit but were still positive in the first half of 2019, with the industry posting an underwriting gain of US\$5.4 billion (down from US\$6.1 billion for the same period in 2018) and a profitable combined ratio of 97.3 (up from 96.2).

The non-life insurance market is expected to grow by 3% each year between 2018 and 2020, driven by a growth rate of 8% in emerging markets and 2% in advanced economies. Global Insurance Market Index: First Quarter 2019 outlook, Marsh reports a sixth consecutive quarter of increasing commercial rates, with a 3% average rise in the first quarter of 2019. This trend has been mainly supported by developments in property insurance and directors' and officers' liability insurance. Prices in the non-life insurance market fluctuated within a narrow range. Property rates have consistently increased in all regions since the fourth quarter of 2017, following the extreme natural catastrophes that occurred that year.

The non-life market remains soft, although it is showing weak signs of recovery. This puts further downward pressure on its profitability, with returns barely covering the cost of capital. Natural catastrophes made 2017 and 2018 the highest consecutive two-year period of insured losses (\$219 billion) in recorded history. Increasing climate risks have led insurers and supervisors to develop tools to understand the natural catastrophe protection gap. Disasters driven by rising temperatures have a considerable impact on the global economy, with less developed regions being the most vulnerable.

BANGLADESH INSURANCE MARKET

Present position

According to Swiss Re data, a leading global re-insurer, Bangladesh's overall insurance penetration stood at a meager 0.57% in 2018, the lowest in the emerging Asian communities. In the year 2017, the penetration was 0.55. Of the penetration rate last year, 0.41% was accomplished by life and 0.19% by non-life insurance companies.

In 2018, insurance penetration in Thailand was 5.27% followed by Malaysia 4.77%, China 4.22%, India 3.70%, Vietnam 2.42%, Indonesia 1.95%, the Philippines 1.82% and Sri Lanka 1.15%.

According to Insurance Development and Regulatory Authority (IDRA) data, in the year 2018, Bangladesh's insurance premium earnings rose by 11.06% to Tk. 12,4,16.48 crore, which was Tk. 11,180 crore in the previous year. Currently, 78 insurance companies – 32 life and 46 non-life – are operating in the country. In 2018, the gross premium from non-life insurance stood at Tk. 3,397 crore, up by 13.92% from Tk. 2,981 crore.

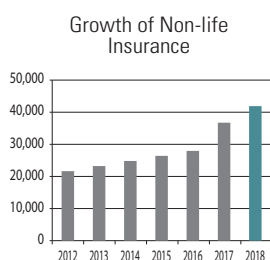
The insurance gap, which indicates assets at risk that are not covered by insurance, stands at \$5.5 billion, or 2.1 percent of the GDP. Insurance penetration in Bangladesh is expected to grow at 7.04% and be worth approximately USD 2.2 billion (in terms of insurance premiums) by the year 2020.

Insurance Business

The growth of non-life insurance premium income in 2018 was 13.91 percent which was 32.80 percentages in 2017. The combined premium income underwritten by public and private sectors stood at Tk. 41792 million in 2018. GDP growth in Bangladesh has been hovering almost 7 per cent during the last few years. IDRA have taken some initiatives and we believe in near future it will change very fast due to economic growth is very fast in the country. The comparative premium position during the last few years has been as follows:

Growth of Non-life Insurance Premium of the Bangladesh

Amount in Million Taka



Year	Non-life insurance	Increased	Growth (%)
2012	21,452	2,203	11.44
2013	22,947	1,495	6.97
2014	24,440	1,493	6.21
2015	26,381	1,941	7.94
2016	27,627	1,246	4.72
2017	36,688	9,061	32.80
2018	41,792	5,104	13.91





Partial View of 33rd Annual General Meeting

COMPANY'S BUSINESS ACTIVITIES AND OPERATING PERFORMANCE REVIEW

PREMIUM UNDERWRITTEN

Business strategy

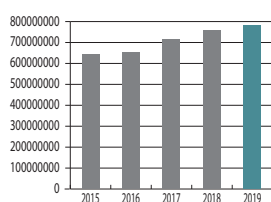
Gross domestic product (GDP) growth of Bangladesh economy is very lucrative last couple of years due to agriculture sector contribute much more comparing previous period. But industrialization growth not satisfactory private sector investment is very slow. Domestic insurance also grow almost 5%-6% although government sector insurance business growth have been increased significantly and our company also doing good business during the year 2019. Bangladesh also faces some other challenges to overcome the global crises. To overcome all varies the Govt has been trying to maintain the improvement in all sectors of the economy of Bangladesh specially import export & investment in industrialization. We know that general insurance business depends on Import, Export, investment in industrialization and coverage of the security of all kinds of assets. We know that a large number of insurance companies in Bangladesh at present are certainly not commensurate with the size of the market that has led to aggressive competition which has determine to the industry as a whole. The Company focuses on small and non tradition business and there are huge scopes to enlarge insurance coverage which have possibility to earn insurance business. In this connection the management has prepared some guidelines to do more business on non-tradition business in addition regular business.

Business Position

The wise management team of the company has taken proper attention in time with professional manner and due to this attention the gross premium of the Company has been increased significantly. In the year 2019 the Company was able to do business growth in comparison to the insurance industry. The gross premium is at Tk. 780,575,102/- as compared to Tk. 759,346,053/- in 2018.

Last five years underwritten insurance businesses of the company is presented below

Product performance Analysis



Year	Amount in Taka
2019	780,575,102
2018	759,346,053
2017	713,048,761
2016	652,177,275
2015	644,673,914

Business Outlook

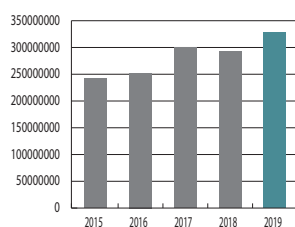
Our outlook is more positive than in the last few years but corona virus pandemic have block all trade and business of 2020. Our ability to engage in large and tailored transactions has created a market in which few others are even able to operate. We continue to see growing demand for solutions and services that deploy our resource & development to clients.

We anticipate that business in future will reduce due to historical COVID-19 crises. However, we are seeking opportunities where prices meet our hurdle rates.

BUSINESS SEGMENT PERFORMANCE

Fire Insurance

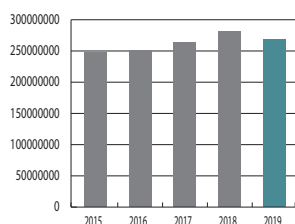
The Fire class of Insurance business constitutes 42% of the total portfolio. During the year the Company has underwritten a gross premium of Tk. 327,837,928/- whereas it was in 2018 at Tk. 292,690,486/-. The company has maintained the 12% growth of the business in Fire.



Year	Amount in Taka
2019	327,837,928
2018	292,690,486
2017	299,343,640
2016	252,402,225
2015	241,360,120

Marine & Hull

This class of business constitutes 34% of the total portfolio. The Company has underwritten a gross premium of Tk. 267,773,283/- in current year as compared to Tk. 281,000,184/- in previous year. The Marine & Hull insurance premium was increased from previous year due to overall import & export of the country was better than previous year.



Year	Amount in Taka
2019	267,773,283
2018	281,000,184
2017	263,642,108
2016	251,047,297
2015	247,199,419

Motor

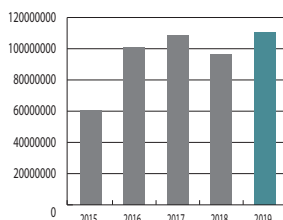
This class of business constitutes 14% of the total portfolio. During the year the Company has underwritten a gross premium of Tk.110,582,048/- as compared to Tk. 96,176,395/- in the last year. The company has maintained the 15% growth of the business in Motor due to management





Partial View of 33rd Annual General Meeting

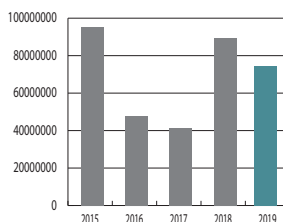
has taken some initiatives which have good impact for increasing the business during the year.



Year	Amount in Taka
2019	110,582,048
2018	96,176,395
2017	108,478,326
2016	100,859,858
2015	60,769,396

Miscellaneous

The Miscellaneous class of business constitutes 10% of the total portfolio. The gross premium was at Tk.74,381,843/-. Last year underwritten premium was Tk. 89,478,988/-only.



Year	Amount in Taka
2019	74,381,843
2018	89,478,988
2017	41,284,687
2016	47,867,895
2015	95,344,979

Product development

Phoenix Insurance continues to lead the market in innovative products and delivery of service by harnessing technology. Our on-line portal is constantly improved to make it consumer friendly and efficient. We also continue to invest in on-line retail systems not only to improve efficiency but also integration with multi-brand retail platforms. The Company has entered in multiple partnerships to expand its reach to a wider segment of customers. During the year, we have introduced a new product –CATTLE INSURANCE. The Details of the product and its launching have presented below:

PHOENIX INSURANCE COMPANY LIMITED HAS INTRODUCED NEW PRODUCT; **CATTLE INSURANCE**

Livestock and cattle are the bread and butter of millions of farmers in Bangladesh. A large number of farmers depend on their livelihood by rearing cattle such as cows, buffaloes, bullocks, sheep's and goats for commercial and personal purposes. Cattle farmers can not generally obtain large scale loan from the financial institutions as they consider investment in cattle farm is a substantial risk of loss. Cattle Insurance is the means by which this risk can be reduced and protected both the farmers and the investors. Phoenix Insurance Company Limited has foremost come forward with the design of its most innovative insurance product for livestock sector in Bangladesh by using Radio Frequency Identification (RFID) Tracking System.

The Radio Frequency Identification (RFID) Tracking System is a digital platform to improve genetic development, record keeping on cow species, information conservation, reproduction, dairy management and provision of primary treatment, track and monitor the cattle, early detection of health disorders and individual heat monitoring, early detection of heat stress, automatic heat detection, early notification and monitoring of calving, monitoring the drinking behavior, continuous temperature measurement, direct information and recommendation alert and provide insurance coverage using IoT (Internet of Things) and Mobile Apps in all type of Electric Devices. As a part of this platform, a Biosensor is installed into the stomach of animal. This Biosensor or Bolus generates and provides information in Radio Frequency Identification process from the stomach of animal.

Phoenix Insurance Company Limited had applied to the Insurance Development & Regulatory Authority (IDRA) for the approval of the Cattle Insurance Policy on 10 March 2019 and got permission to issue policy on May 07 2019. A formal inauguration was organized in publicly to launch the new product- Cattle Insurance by Radio Frequency Identification (RFID) Tracking System on 01 September 2019 at Hotel Sheraton International, Dhaka, Bangladesh where Mr. Md. Ashraf Ali Khan Khasru, the honorable State Minister of the Ministry of Fisheries Livestock, Government of People's Republic of Bangladesh was presented as the chief guest. Mr. Ashadul Islam, Senior Secretary, FID, Ministry of Finance, Dr. Abdul Jabbar Sikder, Director General & Incharge, DLS, Dr. Nathuram Sarker, Director, Bangladesh Livestock Research Institute, Mr. Raisul Alam Mondal, Secretary, Ministry of Fisheries Livestock, Mr. Gokul Chand Das, Member, IDRA Media and Agriculture personality Mr. Shykh Seraj and Mr. Mohammed Shoeb, Chairman, PICL, officials of Department of Livestock Services and many more distinguished person of the country were also present.

Cattle Insurance is an Insurance Policy by which the INSURERS agree that, subject to the terms, conditions and exclusions, in the event of the death, theft, missing of the ANIMAL caused by any accident, injury, illness or disease, the INSURERS will indemnify the INSURED in respect of the MARKET VALUE of the ANIMAL provided that such accident, injury, illness or disease and death occurs during the period of this Insurance.

Subject Matter of the Cattle Insurance:

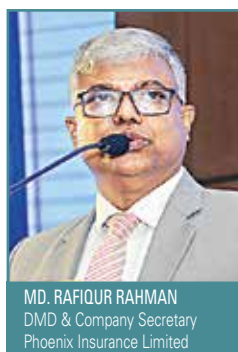
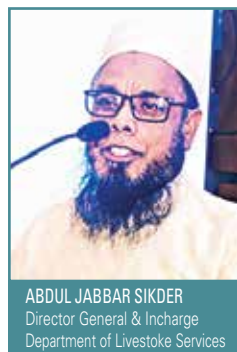
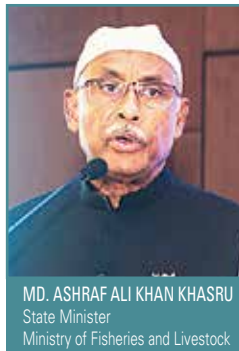
Milch-Cows, Buffaloes, Calves, Heifers, Stud Bulls & Bullocks etc.

Risk Covered by Cattle Insurance Policy:

- i) Death caused by any accident, injury, illness or disease.
- ii) Theft/Missing.
- iii) PTD (Permanent Total Disability).
- iv) HUMANE DESTRUCTION of the ANIMAL in accordance with a certificate of a VETERINARY SURGEON.



A partial view of Inauguration Ceremony of new product "Cattle Insurance" on 1st September 2019 at Hotel InterContinental, Dhaka.



PHOENIX INSURANCE COMPANY LTD. WIN VARIOUS AWARDS
TO INTRODUCED IT (RADIO FREQUENCY)
SUPPORTED CATTLE INSURANCE IN BANGLADESH



Asia Pacific ICT Award-2019 at Ha Long Bay, Quang Ninh Province, Vietnam
(Md. Jamirul Islam, Managing Director & Chief Executive Officer of the PICL received the crest).



International Finance Award-2019 at Dubai, UAE.
(Md. Jamirul Islam, Managing Director & Chief Executive Officer and Md. Rafiqur Rahman, Deputy Managing Director & Company Secretary received the crest and certificate).



BASIS International Award-2019 at Dhaka, Bangladesh. (Md. Rafiqur Rahman, Deputy Managing Director & Company Secretary and Mr. Fida Haque, CEO of Surjomukhi Ltd. jointly received the crest).

OPERATIONAL ACTIVITIES

CLAIMS MANAGEMENT

Strategy and priorities

Through our industry-leading Claims Commitment we aim to keep it simple and tailor our approach to our customers' needs and preferences. Working with our customers and agents our claims professionals promptly investigate evaluate and develop an appropriate resolution strategy. Where we have a duty to defend, we will work to determine as early as possible to our customer's preferred approach to whether the claim should be settled or defended. In the event of an insured first-party property loss we help our insured's get back to business quicker by making settlement of claims in early times.

Being there when our customer needs us is a top priority. We value a personal connection and are committed to:

- Contacting our client or their representative within one business day of receiving a loss notification when we lead the primary claim.
- Returning phone calls and emails within one business day. When out of the office we provide additional contacts should immediate assistance be needed?
- Completing initial investigations on claims immediately.
- Paying covered claims within a period framed in the policy/Insurance Act subject to complete all requirements of settlement.

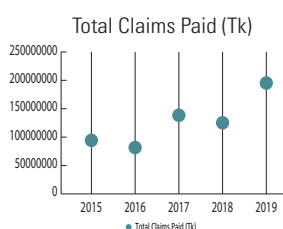
The settlement time for claims depends on various factors such as the line of business cause of loss the nature of claim etc. Typically claims which result in total or partial destruction of assets or records (such as those caused by Acts of God) those where adequate documentation to establish the claims are awaited and those which are the subject matter of judicial processes tend to have longer settlement times which are beyond the control of the Company. The Company has improved internal processes for further reduction of average claims settlement time and claims outstanding.

We believe that a claim handle is more important to complete the outcome its loss and our clients and agents tell us that they feel a difference from other company regarding settlement of claims in early times with satisfaction of the clients. Actually we depend on our service and service is only for customers to their tough times.

Claims Settlement

The overall claims expense was Tk.195,216,456/- during the period ended December 31st 2019 whereas Tk.125,202,957/- during the period ended December 31st 2018. Phoenix Insurance Company has always committed

to settle the Insurance Claims appropriately in time. We believe that our commitment is to satisfaction of our customer and their satisfactions are the goodwill of our Company's. During the claim, expenses have been increased due to fire loss have been increased. The year wise insurance claims paid are enumerated below:



Year	Total Claims Paid (Tk)
2015	94,253,838/-
2016	81,609,809/-
2017	138,457,603/-
2018	125,202,957/-
2019	195,216,456/-

REINSURANCE MANAGEMENT

Approach

Reinsurance department is the key and the most important department in any general insurance company. Reinsurance arrangements with professionally structured dependable and financially sound reinsurers are absolutely essential. The role and strong support of reinsurers for the company is vital. Reinsurance department is to ensure that first class reinsurance arrangements at minimum costs are available both locally and abroad to the Company. Professional support and comprehensive reinsurance arrangements reduce the risks of insurance company in respect of claims incurred or expected to be incurred. PICL has always been successful to have support of world known financially and professionally supported first class and excellent reinsurers in the past as well as in the current financial year.

Our Reinsurance unit strategy remains focused on differentiation and profitable growth through allocation of capital to both existing and new risk pools. The significant global protection gap which exists today in both lines of business is expected to continue to widen and will also contribute significantly to creating new risk pools in the future. As a result we expect to see further business opportunities particularly in high-growth property markets. During the year 2019 we don't face any catastrophes loss and our country also safe of this type of economic loss.

Clients Satisfaction

We differentiate ourselves by understanding the specific needs of our clients. Client segmentation is a foundational element of our differentiation approach and is built on a deep understanding of our clients facilitating delivery of tailored offerings. We interact with clients across all levels and functions enabling strategic discussions between the right people at the right time. This dedicated delivery model — serving global and national clients continues to be effective.

Clients are always looking for solutions to solve their business challenges. In parallel with our engagement approach we have established teams to manage our clients' needs which expand on traditional reinsurance with our knowledge risk bearing capacity and innovation. Taken together such tailored transactions and solutions help clients to sustainably grow their business.

History and Allocation

Phoenix Insurance Co. Ltd. has arranged sufficient protection through the re-insurance program with state own organization Sadharan Bima Corporation. As the company's portfolio growing fast the reinsurance department feels to re-organize the re-insurance program for the security and safety of the company. The Company had started placement of the re-insurance program connecting with the Overseas Market. From 2010 the company maintaining the government rules and placed the 50% share to the overseas secured Market in the major share to the A-rated re-insurance companies and the rest 50% with Sadharan Bima Corporation. The company also changed their re-insurance structure and obtained both Proportional and Non-proportional treaties with higher capacity to protect the interest of the multinational company whose total risk is a bigger size. The company also obtained Catastrophe Excess Loss Treaty in Fire business to safeguard the company as well as the shareholders interest to protect any disaster. Our key value drivers are large capacity technical expertise and the ability to develop tailored solutions to meet clients' needs for example in the area of solvency relief.

The allocation of the company's re-insurance arrangement is as follows:

- | | | |
|------|--|----------------|
| i) | Sadharan Bima Corporation (SBC) Bangladesh | - 50.00% share |
| ii) | National Insurance Co. Ltd. India | - 30.00% share |
| iii) | Asian Re Bangkok | - 5.00% share |
| iv) | GIC Bhutan | - 10.00% share |
| v) | CICA Africa | - 5.00% share |

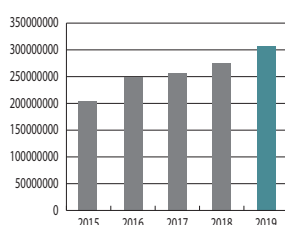
The company has also placed facultative re-insurance protection in excess of company's treaty capacity to other markets like as Sen Re Senegal Asian Re Bangkok Allco American. The company has also placed Marine Cargo facultative business to various Lloyd's syndicate and has also connection with Munich Re Germany Swiss Re Singapore and Zurich. The Board of Directors always aware about the customer's insurance risk and ensures the protection of its liability by sufficient and timely re-insurance arrangement.

The Company follows a policy of optimizing retention of risk through a carefully designed high quality program of re-insurance with "A" rated and well reputed re-insurers. The focus of reinsurance treaty program has been designated to protect the value of risk by insuring timely and quality protection for individual risks and in catastrophic events. Your Company follows a high quality low risk reinsurance strategy. Your Company's conventional reinsurance policy reduces the potential volatility of the earnings stream. Reinsurance arrangements in place include surplus

Excess of loss and catastrophe coverage. The effect of such reinsurance arrangement is that the Company should not suffer total net insurance losses beyond the Company's risk appetite in any one year.

Activities-2019

The Phoenix Insurance Company Ltd. paid as re-insurance premium for 2019 was Tk. 307,305,562/- only. Phoenix Insurance Co. Ltd. is fully equipped with technical expertise and our present re-insurance arrangement is quite good enough to protect the interest of the company as well as the policyholders in any consequences. The year wise breakup of re insurance premium paid is enumerated below:



Sl. No.	Class of business	2015	2016	2017	2018	2019
1	Fire	125,831,720	155,727,660	168,719,826	190,896,613	206,556,443
2	Marine	78,659,252	89,205,299	58,926,020	70,550,330	64,189,302
3	Motor	2,062,236	5,087,255	128,644	2,023,181	687,273
4	Miscellaneous	50,299,710	26,154,312	31,070,725	57,330,376	35,872,544
Total amount in Tk.		203,968,026	248,601,661	256,852,918	276,174,526	307,305,562

CAPITAL, RESERVE AND INVESTMENT:

Summary Balance Sheet

	BDT millions		
	2018	2019	Change in %
Assets			
Statutory deposit securities	25.00	25.00	0
Equity securities	688.95	556.56	(19.22)
Property plant & equipment	302.80	291.84	(3.62)
Cash and cash equivalents	47.12	333.73	(7.74)
Sundry debtors	460.50	491.64	6.67
Amount due from	261.46	355.55	35.99
Others	2.73	2.70	(1.10)
Total Assets	2211.56	2157.02	(2.47)
Liabilities & equity			
Balance of fund & account	176.20	189.93	7.79
Premium deposit	37.61	16.51	(56.10)
Estimated liabilities in claims	70.86	82.66	16.65
Amount due to	39.33	34.75	11.65
Sundry creditors	295.91	340.46	15.06
Others	98.51	85.60	13.11
Total liabilities	718.42	749.91	4.38
Shareholder's equity	1493.14	1407.11	(5.76)
Total equity	1493.14	1407.11	(5.76)
Total liabilities & equity	2211.56	2157.02	(2.47)
Total Equity Per Share	37.01	34.88	(5.76)

CAPITAL MANAGEMENT

Strategy

The Company has a policy to maintain a strong capital position and provide the flexibility necessary to take advantage of growth opportunities to support the risk associated with its businesses and to optimize shareholder return.

The Company's capital base is structured to meet regulatory capital targets and maintain strong credit ratings while maintaining a capital-efficient structure and desired capital ratios. The Company's risk management framework includes a number of liquidity risk management procedures including prescribed liquidity stress testing active monitoring and contingency planning. The Company maintains an overall asset liquidity profile that exceeds requirements to fund potential liabilities under adverse scenarios. The Company also actively manages and monitors the matching of asset positions against its commitments together with the diversification and credit quality of its investments against established targets.

PHOENIX's policy of ensuring superior capitalization at all times has meant that even in the face of large insurance claims of any natural catastrophe events we maintain a very strong capital position and high financial flexibility. Our financial strength enables us to respond to potential market developments in the aftermath of such severe events and to stay committed to creating long-term shareholder value.

Authorized Capital

Tk.100/- crore (divided into 100000000 shares of Tk.10/- each).

Since inception of the Company the authorized capital was taka 50.00 crore divided into 5000000 shares of Tk.100/- each. On the requirements of the operational activities as well as fulfill the Insurance Act 2010 the Board of Directors' have enhanced the Company's Authorized Capital from Tk.50.00 crore to Tk.100.00 crore divided into 100000000 shares of Tk.10/- each in the year 2010.

Paid-up Capital

Tk.403,415,720/- (divided into 40341572 shares of Tk.10/- each.)

Phoenix Insurance Company Ltd. increases the business volume regularly. In this connection it is required to increase the paid up capital size and accordingly the Board of Directors decided to enhance the paid up capital every year to meet up the future requirements and compliance too.

LIQUIDITY MANAGEMENT

Liquidity policy

Our core liquidity policy is to retain sufficient liquidity in the form of unencumbered liquid assets and cash to meet potential funding requirements arising from a range of possible stress events. To allow for regulatory restrictions on intra-Group funding liquidity is managed within groups of entities known as liquidity pools. To manage the risks we have a range of liquidity policies and measures in place. In particular we aim to ensure that:

- Sufficient liquidity is held to meet funding requirements under current conditions as well as adverse circumstances;
- Funding is maintained and credited at an appropriate market rate through our internal transfer pricing;
- Diversified sources are used to meet our residual funding needs;
- Long-term liquidity needs are taken into account both in our planning process and in our management of financial market risk.

Liquidity Position

The Company's primary source of funds is cash provided by operating activities including premiums and net investment income. These funds are used primarily to pay claims commissions operating expenses and shareholder dividends. Cash flows generated from operating activities are generally invested to support future payment requirements including the payment of dividends to shareholders.

The Company's liquidity remained poor due to expenses is very high comparing previous year. The total cash and cash equivalents as at the end of 2019 are Tk. 433,734,990/- against Tk. 470,123,276/- in 2018.

The Company prudently manages liquidity to ensure its ability to meet contractual obligations as and when they fall due.

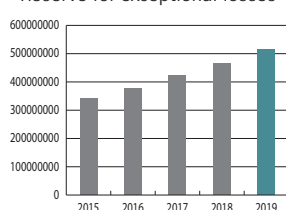
RESERVE FUND

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

Reserve for exceptional losses

During the year 2019 Tk.513,617,375/- separated as reserve fund for exceptional losses under the forth schedule of Income Tax ordinance 1984 that a company sets aside a portion of its income profits and gains to meet the exceptional losses so much of such portion as does not exceed ten percent of the premium income of the year in which it is set aside shall be deducted from the balance of the profits. The year wise breakup of the exceptional losses is enumerated below:

Reserve for exceptional losses

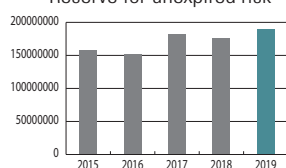


Year	Amount in Taka
2015	341,435,866/-
2016	377,435,866/-
2017	422,435,866/-
2018	466,290,421/-
2019	513,617,375/-

Reserve for unexpired risk

A sum of Tk.189,926,151/- have build up for unexpired risk fund. The fund has separated under the section 27A of sub section 2(b) of Insurance Act 1938. Under this section forty percent of the net premium in respect of Fire Marine and Miscellaneous insurance business written in Bangladesh will be separated for unexpired risk. Last year the amount was Tk. 176,204,829/- only. The year wise breakup of the reserve for unexpired risk is enumerated below:

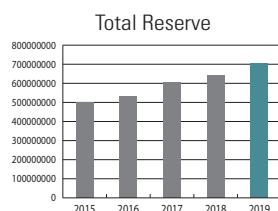
Reserve for unexpired risk



Year	Amount in Taka
2015	157,611,947/-
2016	152,305,145/-
2017	182,413,044/-
2018	176,204,829/-
2019	189,926,151/-

Reserve Fund

So, during the year total amount of Tk. 703,543,526/- has been created as reserve funds to meet up any kinds of financial requirements for protecting the risk factors of the company. The position of total reserve funds is shown below:



Year	Amount in Taka
2015	499,047,813/-
2016	529,741,011/-
2017	604,848,910/-
2018	642,495,250/-
2019	703,543,526/-

INVESTMENT

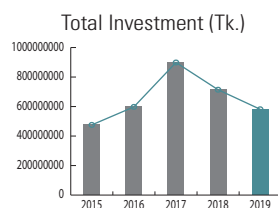
Strategy

Insurance is a form of risk management primarily used to hedge against the risk of a contingent or an uncertain loss. To meet up the uncertain loss the Company keeps the amount in the form of investment. In the other hand good investment is also main tools of the company's profit.

PHOENIX Insurance's investment portfolio maintained its track record of sustainable performance results with another strong contribution in 2019. All asset classes contributed to the result reflecting the diversification of investment income sources as well as the quality of the investment portfolio. During 2019 Phoenix Insurance increased its overall allocation to government bonds and Fixed Deposit to Bank enhancing income with low-duration risk. The allocation to equities and alternative investments remained relatively stable. While the investment portfolio is well-positioned overall the company maintains suitable flexibility should it be presented with attractive market opportunities or a change in the investment outlook.

Investment Portfolio

Phoenix Insurance Company Ltd. earns investment profits at large scale and the Board fixed a target to enlarge the investment figure of the company to increase the investment income. Our expectation is to earn more profit from the Company's investment amount. For the greater interest of the Company and also the interest of shareholders we utilized the maximum fund and in this connection we have invested our amount in the form of Shares. During the year the management has evaluated the investment at market price and presents the fair value in the accounts. The year wise investment breakup of the Company is furnished below:



Year	Total Investment (Tk.)
2015	475,573,458/-
2016	597,678,947/-
2017	898,539,681/-
2018	713,947,976/-
2019	581,554,148/-

Out of the above amount Tk.196,382,557/- was utilized for buying listed companies shares; The City Bank Ltd. Dhaka Bank Ltd. and the Phoenix Finance & Investment Ltd. shares and rest Tk.25,000,000/- was utilized for buying National Investment Bond to comply the Schedule-1 of Insurance Act 2010. The market value of shares in the book is at Tk.496,554,148/- only.

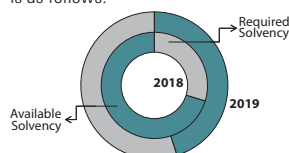
Investment Result

Your Company realized income from investment at Tk. 40,598,683/- in 2019 as against Tk. 69,112,260/- in the previous year. Out of this amount dividend income is Tk.4,423,626/- as against Tk. 36,845,605/- in 2018. Tk.32,421,979/- have been reduced from last year dividend income due to we have received stock dividend from The Phoenix Finance & Investment Limited.

SOLVENCY MARGIN

Under section 45 of Insurance Act 2010 we have maintained the required solvency margin. During the year 2019 company's solvency margin remained above the required level. Phoenix Insurance Company Limited required solvency margin is Tk. 119,886,574/- only whereas the company's available solvency is Tk. 146,014,162/- which means the value of assets had been more than the liabilities in that particular period. Therefore the available solvency is almost 1.22 times of required solvency in 2019. The detail is presented in the page no 76 on the annual report. The Comparison from previous years presented below:

The Graphical presentation is as follows:



Year	Required Solvency (Tk)	Available Solvency (Tk)
2019	119,886,574/-	146,014,162/-
2018	115,499,552/-	269,969,508/-

CLAIM PAYING RATING

The Phoenix Insurance Company limited regularly analyses the position of its claim paying ability. During the year the company achieved CPR at AA-. This rating assigns that the Company with 'stable' outlook for its steady business growth stable financial and operating performance as well as its consistent fundamentals.

PROFIT & LOSS ACCOUNT REVIEW

Review the Income Statement

BDT millions

	2018	2019	Change in %
Revenues			
Gross premium	759.35	780.57	2.79
Less: re-insurance ceded	320.80	307.31	(4.21)
Net premium earned	438.55	473.26	7.91
Commission on re-insurance	66.85	68.54	2.53
Other income - non operating business	69.11	40.60	(41.25)
Total revenues	574.51	582.40	1.37
Expenses			
Management expenses	309.29	289.74	(6.32)
Net claims	30.66	52.04	69.73
Commission paid	107.49	106.14	(1.26)
Reserve for unexpired risk	(6.19)	13.71	(321.49)
Total expenses	441.25	461.63	4.62
Profit before tax	133.26	120.77	(9.37)
Provision for gratuity & CSR	7.00	5.50	(21.43)
Provision for taxation	23.17	22.27	(3.88)
Profit after tax	103.09	93.00	(9.79)
Net Income Per Share	2.56	2.31	(9.77)

UNDERWRITING PROFIT

Strategy

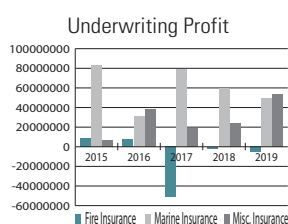
Since Insurance is knowledge based technical profession and we take the risk of couple of thousand crore taka. The assessment and management of the risk is to manage by way of prudent underwriting. The proper claim settlement is also based on prudent underwriting. The Company has now been able to underwrite any value of sum insured by charging the most economic and competitive Premium rate ensuring maximum security at minimum cost within the frame work of existing tariff and high capacity of Re-insurance treaty made with 'A' rated overseas Re-insurers. It has become possible for the equipped technically qualified and experienced management personal. We have been trying to remain with the Insuring community in the time of need for the last two decades since inceptions.

The Management is working to improvement (at least in the near future) in level of economic and business activities in the country and our strategy will therefore continue to emphasize on -

- Customer-driven business focus;
- Financial and investment strategy based on further strengthening the balance sheet;
- Conservative and sound risk management; and Operational agility by maintaining quality leadership.

Comparative Result

You know that underwriting profit is only the profit exactly earned from the insurance business only. It consists on the earned premium remaining after losses have been paid and administrative expenses have been deducted. It does not include any investment income. Phoenix Insurance Company Ltd. underwrites the business premium on the basis of insurance principles and code of business. We issue our underwriting documents for the interest of the customer's requirements after analysis the risk of the insurable items accordingly insurance premium charge on the basis of the insurance contract. The profit of the insurance product calculated separately on the basis of the Insurance Act. Previous five years underwriting profit presented in the below:



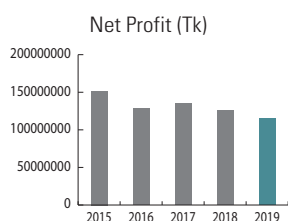
Name of the product	2015	2016	2017	2018	2019
Fire Insurance	8,527,193	7,145,638	(51,392,015)	(1,717,756)	(5,396,837)
Marine Insurance	83,138,421	31,487,302	79,378,759	59,394,191	49,080,633
Motor & Misc. Ins.	6,118,513	38,466,269	18,517,455	24,078,562	53,813,201
Total	62,235,653	77,099,209	46,504,199	81,754,998	97,496,996

Review of Underwritten Result

The Company has taken proper steps for maintaining the profit growth of the company specially emphasized the motor, marine and miscellaneous insurance business. The company earned maximum profit from the Motor, insurance business. During the year 2019 Phoenix Insurance Company Ltd. earned an amount of Tk. 97,496,996/- as underwriting profit. The underwriting profit has been increased although loss in the fire and the marine business profit has been reduced. Actually huge claims have been settled during the year. Although during the year the rate of development of Insurance Premium in the country has been decreased but we have tried to maintain the growth of the profit. We are careful about issuing any cover notes of the Insurance Premium which were also more effective for collecting insurance business. The Board of Directors desires that the steady growth of underwriting profit will continue in the coming years.

Net Profit Analysis

Despite difficult economic scenario, the Company has posted net profit of Tk. 115,269,990/- whereas it was Tk. 126,265,471/- in the last year. The net profit decreased due to decrease of other income and increase of depreciation advertisement etc. The year wise net profit before tax shown below:

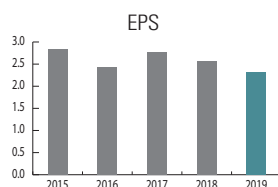


Year	Total Profit (Tk)
2015	151,655,702/-
2016	127,853,449/-
2017	135,196,077/-
2018	126,265,471/-
2019	115,269,990/-

Dividend

Dear Shareholders the Board of Phoenix Insurance Company Ltd. always aware about the dividend policy. Generally Shareholders demanded maximum returns of their investment. The Company has been paying prestigious dividend consistently since the inception to fulfill the shareholders interest. The Board of Directors in its meeting held on 5th July 2020 recommended 12% cash dividend for the year 2019. The Board of Directors desires that shareholders of the Company will approve the recommendations of the Board in the Annual General Meeting. Last five years dividend position presented in financial highlights on page 49 of this report.

Earnings Per Share (EPS)



The portion of a company's profit allocated to each outstanding share of common stock is called generally EPS. During the year 2019 the Company's EPS is Tk. 2.31 which was Tk.2.56 in the last year. EPS have been decreased due to net profit not increased during the year. Previous five years Earning per share position presented in the below:

Year	2015	2016	2017	2018	2019
EPS Per share Tk.10/- each	2.84	2.44	2.78	2.56	2.31

DIRECTORS RETIREMENT AND RE-APPOINTMENT

Under the Clauses No.100 of the Articles of Association of the Company; at the ordinary meeting in every subsequent year one-third of the Directors representing sponsor shareholders inclusive of co-opt directors from the time being and one-third of the Directors from public subscribers if their number is not three or a multiple of three then the number nearest to one-third shall retire from office.

Under the Clauses No.101 of the Articles of Association of the Company; the Director who retires in every year shall be those have been longest in office since their last election but as between persons who become Director on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election. Provided that retiring sponsor Director shall be eligible for re-election and re-elected by the sponsor shareholders while retiring Directors from public subscribers shall also be eligible for re-election and be re-elected by the public subscribers.

Under the Clauses No.102 of the Articles of Association of the Company; the Company at the General Meeting at which a Director retires in manner aforesaid may fill up the valued office by electing a person thereto.

Sponsor Directors (Group-A)

According to the above mentioned clauses of the Articles of Association of the company the following three Directors the sponsor shareholders group i.e. group "A" Directors will retire:

1. Sadia Anjum Siddique
2. Mrs. Khurshed Zahan Begum
3. Dr. Sharmin Sultana (Nominated from Pakiza Textiles Mill Ltd.)

Being eligible all the retiring Directors offered them for re-election.

Public Directors (Group-B)

In terms of the above provisions of the Articles of Association of the Company the following two Directors from among public shareholders i.e. group "B" shareholders will retire.

Due to fulfillment the tenure, Mr. Deen Mohammad, Public Director retire from the Board and being eligible for re-election he offered himself for re-appointment.

Another public director; Sadaf Shamsad Haque post had been vacant on 31st July 2020 for not fulfilling 2% shares and after fulfillment of qualify shares, she became a director of the company on 29th September 2020 with the consent of the Board.

It may be mentioned here that a public notification regarding to election of Directors of the Company from the public shareholders was published in two national dailies namely "The Daily Manab Kantha" and "The Daily Business Standard" on 13th July 2020.

Independent Director

2 (two) post of Independent Directors were vacant and the Board has appointed Nabiha Yesmeen & Md. Faizur Rahman on 29th July 2019 in the vacant post to fulfill the corporate guidelines of the BSEC. As per Listing Regulation-2015 of DSE, appointments of independent directors have been presented in the AGM for approval.

AUDITORS APPOINTMENT

Statutory Auditor

The external Auditor completed the annual audit about the accounts after the appointment by the shareholders in the Annual General Meeting. With the recommendation of the Board of Directors the shareholders confirmed the appointment of the external auditor in the Annual General Meeting with remuneration of his service.

- (1) The External Auditor prepare the audit report in accordance with the International Standards on Auditing applicable in Bangladesh ensuring the provisions of the কোম্পানী আইন ১৯৯৪ (১৯৯৪ সনের ১৮ নং আইন) securities laws International Standards on Auditing and other relevant laws.
- (2) The External Auditor have ensured the compliance with the provisions/ professionalisms/practices/ethics of International Standards on Auditing (ISA) applicable in Bangladesh and Bangladesh Auditing Practice Statements (BAPS) as well as Bangladesh Standards on Auditing Assurance and Ethics Pronouncements in conduction of auditing and issuing audit report.
- (3) Messers Zoha Zaman Kabir Rashid & Co. Chartered Accountants appointed as external Auditor in the 33rd AGM held on 19th June 2019 for auditing the Accounts of the year 2019.

- (4) Messers Zoha Zaman Kabir Rashid & Co. Chartered Accountants offered themselves to re-appointment as Statutory Auditors in the Company for the year 2020. Under section 210 of the Companies Act 1994 the matter has presented in the Annual General Meeting to consider the appointment of Auditors and fix their remuneration under the guideline

Compliance Auditor

Messers T. Hussain & Co. Chartered Accountants has applied for re-appointing themselves as Compliance Auditor to check and report to the shareholders about the Corporate Governance Code of the company for the year 2020. The Board has recommended for appointing Messers T. Hussain & Co. Chartered Accountants as Compliance Auditor and fixing their remuneration in the AGM.

FUTURE ATTITUDE:

Speedy business growth in insurance industry at the beginning of the year 2020 simultaneously the Phoenix Insurance also started excellent at the opening of this year, but pandemic COVID-19 stopped the entire world as a result the trade and business was sharply dropped.

The Government of our country has declared mandatory leave from 25th March to 30th May 2020 and lock down all offices, banks, insurance and other to maintain the health cautious for avoiding entire countries peoples protection from corona virus. After 65 days vacation, business, trade and office of the countries have opened limitedly. During the lock down period company has lost significant amount of premium. You know that COVID-19 pandemic is going on and how long it will continue no one cannot predict. Global as well as our economy is very sluggish. More over natural disaster like Ampan, current flood etc also hit the trade and business of the country which have affected the insurance business of the country. Further the competent authority presently has reduced the Tariff rate of marine and fire insurance premium which will reduce premium of the company.

However, we are very optimistic to overcome the adverse situation and rebuild our business position and show a presentable position business at the end of the year 2020.

APPRECIATION & ACKNOWLEDGMENT:


The loyalty of our patron clients has enabled us to maintain and improve our market share over a period of time. We are grateful to them for reposing their confidence in us. We acknowledge the support of our shareholders which allows us to improve our leading position in the market. Thanks are due to Government Authorities particularly Ministry of Finance, Insurance Development & Regulatory Authority, Registrar of Joint Stock Companies &

Firms, Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange Ltd., Chittagong Stock Exchange Ltd., Sadharan Bima Corporation, overseas Re-insurers, Bangladesh Bank, Commercial Banks, Bangladesh Insurance Association, Bangladesh Insurance Academy, Central Depository Bangladesh Limited (CDBL) for their continued support and confidence put in Phoenix Insurance Company Limited during the year.

We acknowledge the professionalism and hard work of our development officers' staff members and executives who helped the Company to achieve its goals.

Allah Hafez.

On behalf of the Board



Mohammed Shoeb
Chairman

Dated Dhaka
July 05, 2020

Company's Strength and Corporate Responsibility

Corporate Social Responsibility (144)
Environment Related Initiatives (145)
Environmental and Social Obligations (146)
Integrated Reporting (147)

Corporate Social Responsibility

CORPORATE SOCIAL RESPONSIBILITY

Phoenix Insurance places great emphasis on education health and community service donating generously as part of its Corporate Social Responsibility. During the year under review Phoenix Insurance donated money to education health and community service sectors. Besides cash donations Phoenix Insurance encourages its employees to participate actively in community service by donating their personal time and money.

Phoenix Insurance's Corporate Social Responsibility (CSR) Program aims to address key concerns in society such as health and education. The Company also stresses on reassuring its chief stakeholders of overall sustainability through compliance ethics and corporate citizenship. These elements combined form the basis of PICL's corporate philosophy and CSR.

COMPLIANCE AND ETHICS

Regulations are becoming increasingly complex in light of high transparency prerequisites being enforced globally. PICL has continually strived to develop its capabilities until it can be at par with international standard in the global insurance industry meeting all necessary standards and checks. PICL's edge in the market at home lies in its strict and efficient compliance of international standards.

PICL has incessantly reiterated that its Compliance Performance Standards are applied to all areas of business. PICL ensures to increase compliance and ethical understanding throughout its management hierarchy. Initiatives taken include internal awareness campaigns specific trainings in detailed regulatory areas and focused efforts on sensitive areas such as conflict of interest.

HEALTH SAFETY & ENVIRONMENT

Health Safety and Environmental (HSE) responsibilities constitute an essential part of Phoenix Insurance's operations. These become the core of the Company's activities. Phoenix Insurance's management and employees share the

belief that good HSE contributes positively and productively to business development and success.

It is this belief that urges Phoenix Insurance to increase team efforts endeavor for better HSE for employee's customers and neighbors. The Company also hopes to safeguard people's health and minimize the environmental impact of their jobs. PICL's HSE policy observes all existing laws regulations and amendments.

COMMITTED TO EXCELLENCE

In an era of intense hectic competition PICL stays a float with its unwavering commitment to operational and financial discipline in producing unparalleled results; keeping its promises and continually fulfilling its customers' needs. During the year, Phoenix Insurance has paid Tk.400,000/- as CSR in various activities with organizations.

Environment

Related Initiatives

It is observed that in recent years there has been a growing concern for various environmental issues. These issues force people to reevaluate their interests in a number of wide-ranging and complex areas thus increasing the role that Organizations must play in addressing these issues. Of these issues we strongly believe that addressing the need to preserve and restore the natural environment is of particular importance for corporations. Therefore Phoenix insurance will continue to exercise our corporate philosophy by promoting environmental preservation and working to be a good corporate citizen with the aim of creating a good society that is full of healthy smiling faces.

Phoenix Insurance tried to stimulate awareness for the protection of environment by personalizing environmental issues and to enable everyone to realize not only our responsibilities but also our power to become agents for change in support of sustainable and equitable development by ensuring a cleaner greener and brighter outlook for ourselves and for the next generations.

Phoenix Insurance focuses on the following actions along with supporting innovative conservation initiatives and inspiring our associates and guests to support these efforts:

- The employees of Phoenix Insurance turn off equipment (computers Printers copiers and lights) when it's not being used and also main switch is put off at the end of each working day & which are strictly maintained.
- Phoenix Insurance usually prefers using email instead of sending memos and faxing documents for reducing time & papers as well.
- Phoenix Insurance is aware for preventing water taps from dripping preventing misuse of paper napkin.
- Phoenix Insurance provides environment-friendly office equipments information and solutions which are supported by our clients as well as our employees to preserve the ecosystem.
- Phoenix Insurance strictly complies with environment-related laws and regulations. We will further establish independent standards as we strive to protect the environment.
- Phoenix Insurance place high priority on thoroughly educating our staff on a routine basis about our environmental principles to ensure that they confirm to these principles in the performance of their work.
- Phoenix Insurance usually purchase computers monitors printers fax machines Copiers & other office equipments keeping in mind that those are functional cost effective & eco friendly.
- LCD monitors are used for lesser power consumption.
- To encourage others & save the world by go green Phoenix Insurance keeps a slogan on its all sizes envelopes "LET GO GREEN TO KEEP OUR EARTH CLEAN"
- Maximum cars of the Company even vehicles of Transportation of pool for the employees are CNG converted to reduce air pollution.
- Energy saving bulbs is always used in the office premises in every where
- Phoenix Insurance provides environmental training and information to all of the Executives to raise their awareness about environment protection
- As a good corporate citizen we always work with the community to protect the environment. We also disclose environmental information and work for mutual understanding with the society.

Environmental and social obligations

We strongly believe social responsibility is an ethical framework and suggests that an entity be it an organization or individual has an obligation to act for the benefit of society at large. Social responsibility is a duty every individual has to perform so as to maintain a balance between the economy and the ecosystems. A trade-off may exist between economic development in the material sense and the welfare of the society and environment though this has been challenged by many reports over the past decade. Social responsibility means sustaining the equilibrium between the two. It pertains not only to business organizations but also to everyone who's any action impacts the environment. This responsibility can be passive by avoiding engaging in socially harmful acts or active by performing activities that directly advance social goals.

Every business entity has an impact on the environment and there arises legal obligations which it must fulfill. The requirements are relatively simple for business such as offices. Meeting the environmental obligations is not just a legal requirement. It is worthwhile in itself and helps minimize the likelihood of any environmental problems costs and damage of the business. Taking a responsible approach to the environment can also reduce the costs of unnecessary waste strengthen the Company image and help us to win business from less reputable competitors.

Minimize energy and water use within our premises and processes in order to conserve supplies and minimize the consumption of natural resources.

- Documents management project initiative to archive the backlog and day to day official documents which generates through daily operations and facilities express search capability for achieved materials using enadoc system.
- Remotely thirty one branches will be connected with systems and documents scanning indexing export of scanned images to the enadoc system will be done through from one of the location in a centralized environment.
- Practices reusing recycling and reprocessing materials that would otherwise be discarded as waste.
- Purchase preferable products and services for all our daily operational needs that do the least damage to the environment.
- Conserve natural resources by adopting pollution preventive practices.
- Extending the life of equipments through preventive maintenance scheduling purchasing and reworking used equipments etc.

Integrated reporting

An integrated report is a concise communication about how an organization's strategy governance performance and prospects lead to the creation of value over the short medium and long term.

Integrated reporting means the integrated representation of a company's performance in terms of both financial and other value relevant information. Integrated reporting provides greater context for performance data clarifies how value relevant information fit into a business and may help implant long truism into company decision making. While the communications that result from integrated reporting will be of benefit to arrange of stakeholders they are principally aimed at providers of financial capital allocation decisions.

1. **Strategy:** Strategy is the direction and scope of an organization over the long-term which achieves advantage for the organization through its configuration of resources within a challenging environment to meet the needs of markets and to fulfill stakeholder expectations.
2. **Governance:** Governance or more precisely corporate governance essentially involves balancing the interests of the many stakeholders in a company; these include its shareholders management customer's supplier's financier's government and the community.
3. **Performance:** Business performance is the accomplishment of a given task measured against preset known standards of accuracy completeness cost and speed. In a contract performance is deemed to be the fulfillment of an obligation in a manner that releases the performer from all liabilities under the contract.
4. **Prospects:** Potential customer or client qualified on the basis of his or her buying authority financial capacity and willingness to buy.

Phoenix insurance company's involvement in integrated reporting

Those who are in-charge of looking after the governance of Phoenix insurance Company Ltd i.e. the Audit committee a sub-Committee of the Board of Directors ensures its integrity in performing overall responsibility in the company ensuring a proper and stable internal control system through the performance of internal audit periodically and also as and when required basis. The audit committee also considers the external auditors' findings and gives highest importance to those and takes appropriate measures for further development and assurance of the internal control systems of the company.

The most exciting about integrated reporting is that this is not just a cosmetic change in communication but a deep behavioral evolution in the way all stakeholders assess value of a company and is ecosystem. And this will unquestionably lead to value creation.

Financial Indication & Other Declaration's

Accounting Ratios of 2018 & 2019 (150)
Declaration of Chief Executive Officer and Chief Financial
Officer regarding financial statements of the company (151)
Directors Responsibilities for Financial statements (152)
Claims Management (153-154)
Clients Complains and Consultancy (155)
Market Share of Insurance Business of the Company (156)

Accounting Ratios of 2018 & 2019

Particulars	The year-2018		The year-2019		Growth (%)
	Amount in Taka	Ratio (%)	Amount in Taka	Ratio (%)	
Gross premium Income	759,346,053	-	713,048,761	-	6.49
Net premium Income	438,545,553	-	454,203,546	-	(3.45)
Re-insurance Premium Ceded as % of Gross premium Income	320,800,500	42.25	258,845,215	36.30	23.94
Net RI commission earn as % of Gross premium Income	66,847,595	8.80	72,998,840	10.24	(8.43)
Net RI commission earn as % of Net premium Income	66,847,595	15.24	72,998,840	16.07	(8.43)
Agent Commission Paid as % of Gross premium Income	107,488,820	14.16	100,587,736	14.11	6.86
Management Expenses allocated as % of Gross premium Income	291,692,211	38.41	287,671,601	40.34	1.40
Gross claim Paid as % of Gross premium Income	125,202,957	16.49	138,457,603	19.42	(9.57)
Gross claim Paid as % of Net premium Income	125,202,957	28.55	138,457,603	30.48	(9.57)
Net claim Paid as % of Gross premium Income	47,156,672	6.21	25,027,314	3.51	88.42
Net claim Paid as % of Net premium Income	47,156,672	10.75	25,027,314	5.51	88.42
Operating (Under writing) Profit as Gross premium Income	81,754,998	10.77	46,504,199	6.52	75.80
Operating (Under writing) Profit as Net premium Income	81,754,998	18.64	46,504,199	10.24	75.80
Net profit before tax as % of Gross premium Income	133,265,471	17.55	135,196,077	18.96	(1.43)
Net profit after tax as % of Gross premium Income	103,091,995	13.58	112,128,197	15.73	(8.06)
Earning per share (EPS) before tax	3.30		3.35		
Earning per share (EPS) after tax	2.56	-	2.78	-	-
Net Assets Value (NAV)	37.01	-	39.85	-	-
Net Cash provided by operating activities per share	1.85	-	3.48	-	-
Price Earnings Ratio (P/E)	11.29	-	10.61	-	-
Return on equity Ratio (ROE)	25.55	-	27.79	-	-

Annexure-A
[As per condition No. 1(5)(xxvi)]

Declaration of Chief Executive Officer and Chief Financial Officer regarding financial statements of the PHOENIX INSURANCE COMPANY LIMITED

Date: 22nd July 2020

The Board of Directors
Phoenix Insurance Company Limited
1/A Dilkusha C/A Dhaka-1000

Subject: Declaration on Financial Statements for the year ended on 31st December 2019

Dear Sirs

Pursuant to the condition No.1 (5) (xxvi) imposed vide the Commissions Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 Dated 3 June 2018 under section 2CC of the Securities and Exchange Ordinance 1969 we do hereby declare that:

- 1) The Financial Statements of Phoenix Insurance Company Limited for the year ended on 31st December 2019 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS) as applicable in the Bangladesh and any departure there from has been adequately disclosed;
- 2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis in order for the financial statements to reveal a true and fair view;
- 3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- 4) To ensure above the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- 5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- 6) The management's use of the going concern 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:

- (i) We have reviewed the financial statements for the year ended on 31st December 2019 and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) 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.

Sincerely yours



(Md. Jamirul Islam)
Chief Executive Officer



(Md. Jahurul Islam)
Chief Financial Officer

Directors Responsibilities for Financial Statements

The Directors are responsible for preparing the annual report and the financial statements in accordance with the Companies Act 1994 International Accounting Standard (IAS) and International Financial Reporting Standards (IFRS) as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) Securities and Exchange Rules 1987 and listing Regulation of the Dhaka and Chittagong Stock Exchanges.

In compliance with the requirements of the BSEC's Notification the Directors are also required to declare certain matters in their report which inter alia as under:

- (a) the financial statements prepared by the Management of the Company present fairly its state of affairs the result of its operations cash flows and change in equity;
- (b) proper books of account of the company have been maintained;
- (c) 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;
- (d) the International Accounting Standards as applicable in Bangladesh have been followed in preparation of the financial statements and any departure therefore has been adequately disclosed;
- (e) the system of internal control is sound in design and has been effectively implemented and mentioned;
- (f) there are no significant doubts upon the company's ability to continue as a going concern;
- (g) any significant deviations from the last year in operating results of the company have been highlighted and reasons thereof have been explained;
- (h) the key operating and financial data for the last five years are annexed.

Claims Management

Phoenix Insurance believes that prompt settlement of insurance claims is the best way to earn confidence of the insuring community. Phoenix has been giving top priority for settlement of the insurance claims in due course. Phoenix always stands beside the Insured in the event of any loss of their properties. Consequently we have been able to create cemented relationship with the valued client's over the last 34 years of operation. As a part of best client services the responsible officer rushes to the place of reported loss along with the reputed surveyor as soon as receive the intimation of the loss.

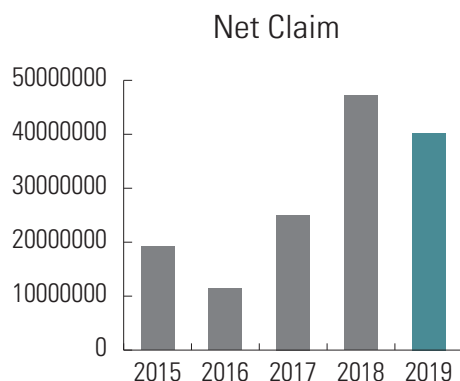
In special cases the top executives are paying visit the place of incident to ease and relax the clients at the moment. Even in case of big losses Phoenix Insurance also tries to make advance payment before official approval of a claim to enable the insured for resuming business operation very shortly.

To meet up the claim promptly there is a Claim Committee working in the company attentively. This committee devises the claims settling policy of the Company. It oversees the claims position of the Company and ensures that adequate claims reserves are made. Particular attention is paid to significant claims cases or events which give rise to a series of claims. The Claims Settlement Committee determines the circumstances under which the claims dispute to be brought to its attention and decides how to deal with such claims disputes. It also oversees the implementation of the measures for combating fraudulent claims cases.

In the year 2019, Phoenix Insurance has settled a gross amount of claim at Tk. 195,216,456/- only where as in the last year it was Tk. 125,202,957/- only.

The position of last five years Net Claims is enumerated below:

Particulars	2015	2016	2017	2018	2019
Net Claim	19,208,006/-	11,473,082/-	25,027,314/-	47,156,672/-	40,235,243/-



Details of Outstanding Claims (IBNR & IBNER) with ageing thereof

IBNR (Integrated but not report) is the provision for claims that have happened but have not reported yet. INBR (Integrated but not enter report) reserve represents the estimated amount needed to cover those unreported claims that have already happened. IBNER means incurred but not enough reported. For a loss that has occurred and been reported IBNER is the development on that known loss.

As per insurance Law Bangladesh it is not obligatory to maintain reserves for Integrated but not report (IBNR) or Integrated but not enter report (IBNER) claim. But under solvency margin regulation proposed under insurance Act 2010 such reserves will be required to maintain in the manner to be prescribed by the relevant rules.

All claims with ageing including cause of actual delay in settlement of claims are mandatory to report quarterly to insurance Development & Regulatory Authority (IDRA) as per their directives

Year wise claims settled & outstanding scenarios of Phoenix Insurance Company Limited are appended below:

Description	In Taka				
	2019	2018	2017	2016	2015
1. Claims outstanding beginning the year	70,861,411	87,352,739	50,049,113	30,160,669	53,262,406
2. Claims intimation during the year	226,145,627	793,478,833	860,747,034	215,885,000	285,150,000
3. Total Claim (1+2)	297,010,038	880,831,582	910,796,147	246,045,669	338,412,406
4. Claims paid during the year	195,216,456	125,202,957	138,457,603	81,609,809	94,253,838
Claims paid as % of total claims	65.73%	14.21%	15.20%	33.17%	27.85%
Claims outstanding the end of the year	82,664,325	70,861,411	87,352,749	50,049,113	30,160,669

Clients Complains and Consultancy

Phoenix Insurance is very much concern of the Stakeholder's interest and the professional services to the insured.

Accordingly the company has been equipped with a team of technically qualified and highly experienced professionals for rendering best possible services to its customers. Because we do believe Customers are first and Customers are last. Customers delight is our delight. Consequently we have been able to earn the confidence of the clients from starting our journey excels in 1986. This company provides its clients with technical assistance consultancy and advice free of cost whenever called for. Any query and consultancy in respect of insurance service shall be addressed with due respect and pleasure.

So clients may contact for complains and/or consultancy especially in connection of Risk Assessment Economic price of Insurance Re-Insurance & Claims payment status to the following Address:

Md. Shafiqur Rahman

Executive Director

Underwriting & Branch Control Department

1/A Dilkusha C/A Dhaka.

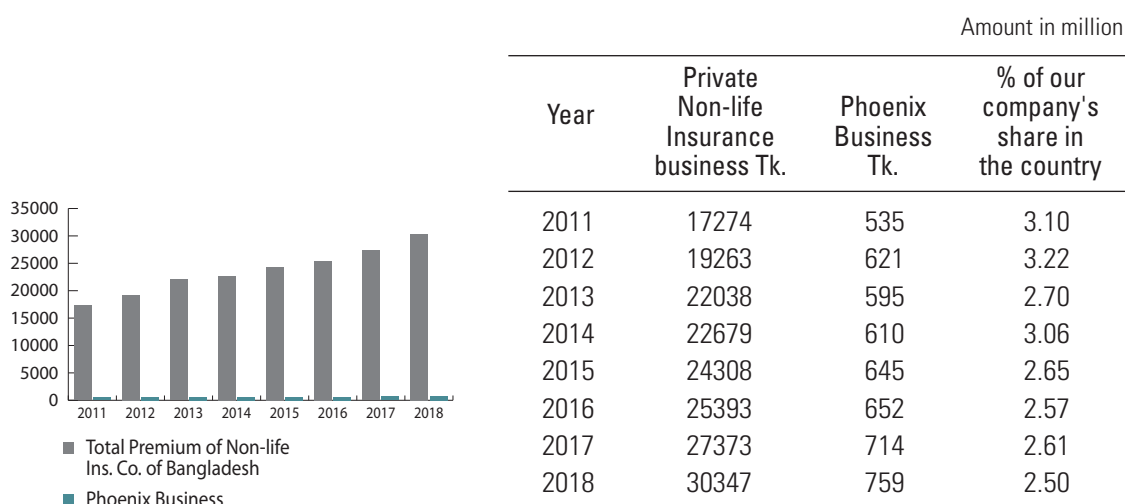
Tel: 9563609

E-mail: mail@phoenixinsurance.com.bd

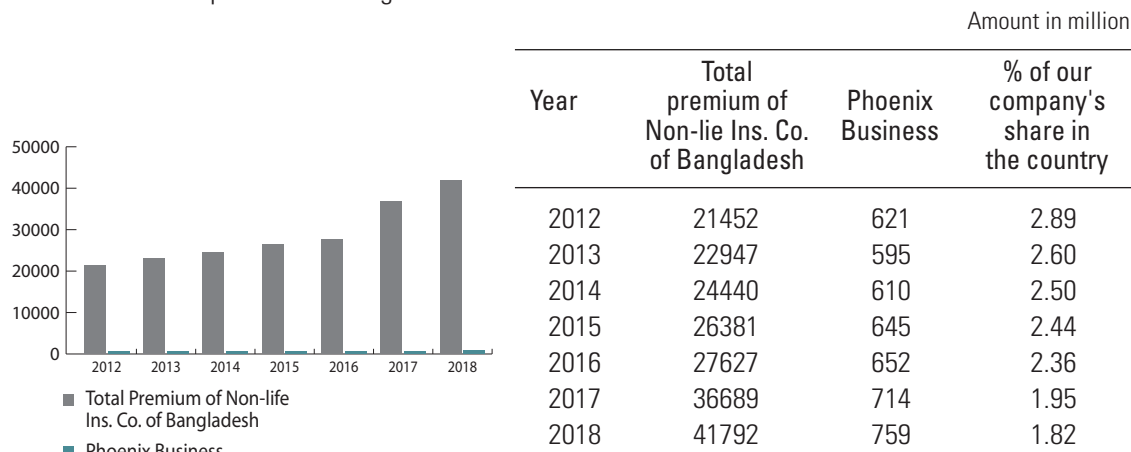
Market Share of Insurance Business of the Company

Phoenix Insurance Company Ltd. enhancing the market shares of Insurance Business in the country day by day. The high profile management team of the company has been taken proper attention in time with professional manner and the Company's performance has been increased in respect of business collection. We have maintained the growth of our business regularly due to our discipline and talented services. The Gross premium income of private non-life insurance companies around the country stood at Tk.30347 million in 2018 compared to Tk. 27373 million in 2017.

We have been increasing our Market Share of Insurance Business in the country slowly. In the year 2018 we have contributed 2.50% business in the total market of Bangladesh private non-life insurance business and it is expecting that next year it will be increased accordingly. A chart of our market share position in comparison of the total market of Bangladesh Non-Life Insurance Business is shown below:



The total premium income of non-life insurance companies in Bangladesh stood at Tk. 41792 million in 2018 whereas it was Tk. 36689 million in 2017. In last five years our average contribution was 2.21% premium to the nation. The following statements show the position of our company against the total non-life insurance premium of Bangladesh.



Report of Audit Committee and Auditor's

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Report on Audit Committee

CONSTITUTION OF THE AUDIT COMMITTEE

The Audit Committee of the Phoenix Insurance Company Limited constituted by the five Directors of the Board of Directors. According to the notification of Bangladesh Securities and Exchange Commission the Board constituted the Audit Committee. The committee performs their responsibilities as per guidelines adopted by the Board in compliance with the Corporate Governance Code of the Bangladesh Securities and Exchange Commission Notification No. SEC/ CMRRCD/ 2006-158/158/207/Admin/80 dated 3rd June 2018 which have mentioned in the Audit Committees functions. The Board has selected most senior and experienced Director; Mr. Deen Mohammad as Chairman of the Audit Committee. The Audit Committee comprises of the following members of the Board of Directors:

1. Mr. Deen Mohammad
2. Mr. Mazharul Haque
3. Mrs. Khorshed Zahan Begum
4. Mohammed Haider Ali
5. Mrs. Sadia Anjum Siddiqui

The company secretary has act as the secretary of the Committee. Sudden vacancy of Independent Director in the company the Board cannot appoint any one immediately as Independent Director of the company. The Board is processing to appointed an Independent Director as Chairman of the Audit Committee who is "financially literate" means the ability to read and understand the financial statements like statement of financial position statement of comprehensive income statement of changes in equity and cash flows statement and a person will be considered to have accounting or related financial management expertise if he or she possesses professional qualification or Accounting or Finance graduate with at least 10 (ten) years of corporate management or professional experiences.

RESPONSIBILITY TO THE BOARD OF DIRECTORS.

- 1) The Board of Directors of the company has formed an Audit Committee as a sub-committee of the Board;
- 2) The Audit Committee has given support the Board to ensured that the financial statements reflect true and fair view of the state of affairs of the company and ensured a good monitoring system within the business is cultured;
- 3) The Audit Committee has responsible to the Board; the duties or responsibility of the Audit Committee have been clearly approved from the Board.

TERMS OF REFERENCE OF AUDIT COMMITTEE

The terms of reference of the Audit Committee as framed by the Board of Directors under the guidelines of the Corporate Governance Code of the BSEC. The TORs of the audit committee are as follows:

- 1) The Committee supervises the financial reporting process of the Company.
- 2) The Committee review and monitor the accounting policies and principles.
- 3) The Committee has reviewed the Internal Audit and Compliance process to ensure that it is adequately resourced also review of the Internal Audit and Compliance Report.

- 4) The Committee reviewed the performance of external auditors and recommend hiring in the company.
- 5) To do meeting with the external or statutory auditors for reviewing the annual financial statements before submission to the Board for approval or adoption.
- 6) Review along with the management the annual financial statements before submission to the Board for approval.
- 7) Review along with the management the quarterly and half yearly financial statements before submission to the Board for approval.
- 8) Review the adequacy of internal audit function.
- 9) Review the Management's discussion and analysis before disclosing in the Annual Report.
- 10) Review statement of all related party transactions submitted by the management.
- 11) Review Management Letters or Letter of Internal Control weakness issued by statutory auditors.
- 12) Oversee the determination of audit fees based on scope and magnitude level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and
- 13) Review and confirm the compliance with relevant statutory requirements.
- 14) Monitoring compliance with the best practices of corporate governance and identification of significant violations thereof.
- 15) Consideration of any other issue or matter as may be assigned by the Board of Directors.
- 16) Monitoring compliance with the best practices of corporate governance and identification of significant violations thereof.

REPORT OF THE AUDIT COMMITTEE

According to the guidelines the Committee reviewed and examined the actions of management in relation with the interim and annual financial statements before the submission to the board and confirmed that:

1. The Committee reviewed and approved the quarterly half yearly and annual financial statements of the Company and recommended them for approval of the Board of Directors.
2. The Company issued a Statement of Compliance with the Code of Corporate Governance which has also been reviewed by the external auditors of the Company.
3. The Chief Executive Officer and the Chief Financial Officer have reviewed the financial statements of the Company and the Directors' Report. They acknowledge their responsibility for true and fair presentation of the financial statements and compliance with regulations and applicable accounting standards.
4. The Management has published the necessary of disclosures of the financial statements.
5. The financial statements of the company prepared on the assumption of going concern.
6. The financial statements of the company are prepared in accordance with Bangladesh Financial Reporting Standard The Insurance Act 2010 and Security and Exchange Rules 1987 etc.

7. The Management has ensured the compliance with laws and regulations of the stock exchange and follows the related laws & regulations of BSEC the guidelines of Stock Exchanges and fulfilled the legal requirements of the Company.
8. Proper books of accounts have been maintained by the Company.

The Chairman the Managing Director the Chief Financial Officer (CFO) and the external auditor attend Committee meetings by invitation. Three meetings of the Committee were held during the year 2019. Based on reviews and discussions in these meetings the Committee reports that:

- i) The adequacy of the internal control and risk management undertaken by the company through the appropriate Management Information are present.
- ii) The company's system of internal control and its reporting process are in place towards creation of a compliance culture in the Insurance.
- iii) The Management handling the operation and the financial activities of the company as per guidelines of the IDRA and with the advice of the Board.

The above matters are important recommendations for the improvement of the company and therefore duly noted.



Mr. Deen Mohammad
Chairman
Audit Committee

Audit Report of the Accounts of 2019

Independent Auditors' Report

To the shareholders of Phoenix Insurance Company Limited
Report on the Audit of the Financial Statements

OPINION:

We have audited the financial statements of Phoenix Insurance Company Limited, which comprise the Statement of Financial Position as at 31 December 2019, the Statement of Profit or Loss and Other Comprehensive Income, Profit and Loss Appropriation Account, related Revenue Accounts, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the company as at 31 December 2019, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (FRSs), the Companies Act 1994, the Insurance Act 2010, the Insurance Rules 1958, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

BASIS FOR OPINION:

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

KEY AUDIT MATTERS:

Risk	Our response to the risk
<p>Fair Value Reserve:</p> <p>The company makes a number of investments in the listed securities in stock exchange. Income generated from the investments (realized gain and dividend received) is credited to the Profit & Loss Account. Unrealized capital gain or loss is transferred to the fair value reserve as per the policy of the company and maintain adequate deferred tax on such reserve.</p> <p>This item has significant impact on net asset value of the company and equity balances might be prone to misreporting as large unreported fall in the value of any holding may wipe out the value of the portfolio and hamper the distribution capability of the company.</p>	<p>We tested the design and operating effectiveness of key control as to monitoring valuation and updating of prices of the positions held by the Company from trusted sources. Additionally, we performed the following.</p> <ul style="list-style-type: none"> • Obtained year-end share holding positions from the company and through directional testing assessed the completeness of the report; • Ascertained the valuation of the holding as per IFRS 13; • Reviewed and challenged the assumptions used for the valuation models for any unquoted securities. • Recalculated unrealized gain or loss at the yearend; • Carried out cut-off testing to ensure unrealized gain or loss was recognized in correct period; • Obtained the CDBL report and share portfolio and cross checked against each other to confirm unrealized gain or loss; • Finally, assessed the appropriateness and presentation of disclosures against relevant accounting standards, the Insurance Act, 1938 (as amended in 2010), the Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.

Risk	Our response to the risk
Note no. 5.03 to the financial statements	
<p>Premium Income:</p> <p>Gross general insurance premiums comprise the total premiums received for the whole period of cover provided by contracts entered into during the accounting period.</p> <p>Given the important nature, connections to other items to the financial statements and sensitivity of the item we believe this area pose high level of audit risk.</p>	<p>With respect to Premium income in respect of various types of insurance we carried out the following procedures:</p> <ul style="list-style-type: none"> • The design and operating effectiveness of key controls around premium income recognition process. • Carried out analytical procedures and recalculated premium income for the period. • Carried out cut-off testing to ensure unearned premium income has not been included in the premium income. • On a sample basis reviewed policy to ensure appropriate policy stamp was affixed to the contract and the same has been reflected in the premium register. • Ensured on a sample basis that the premium income was being deposited in the designated bank account. • Tested on a sample basis to see that appropriate VAT was being collected and deposited to bank through Treasury Challan. • Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.
Note no. 22.00 to the financial statements	
<p>Estimated liability in respect of outstanding claims whether due or intimated and claim payment:</p> <p>This account represents the claim due or intimated and related balance of recoverable from reinsurer, from the insured and involves significant management judgment and risk of understatement. In extreme scenario this item may have going concern implications for the company.</p>	<p>We tested the design and operating effectiveness of controls around the due and intimated claim recording process.</p> <p>We additionally carried out the following substantive test around this item:</p> <ul style="list-style-type: none"> • Obtained the claim register and tested for completeness of claims recorded in the register on a sample basis. • Obtained of policy copy and cross check it with claim. • Obtained survey reports cross checked those against respective ledger balances and in case of discrepancy carried out further investigation. • Obtained and discussed with management about their basis for estimation and challenged their assumptions where appropriate. • Reviewed the claim committee meeting minutes about decision about impending claims. • Tested claims payments with intimation letter, survey report, bank statement, claim payment register and general ledger. • Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.

Risk	Our response to the risk
Note no. 10.00 to the financial statements	
<p>Sundry Creditors:</p> <p>This account represents the claim due or impart and related balance payable to third parties throughout the next fiscal year. Some creditors, such as banks and other lenders, have lent money to the company and some are vendors or suppliers and Accrued Liabilities.</p> <p>Moreover, other creditors include the company's employees who are owed PF, governments who are owed taxes, and customers who made deposits or other prepayments.</p>	<p>We have tested the design and operating effectiveness of controls around the due and payable recording process.</p> <ul style="list-style-type: none"> • Obtained the creditors register and tested for completeness of credits recorded in the register on a sample basis. • Obtained bill payable recording process and cross check it with ledger. • Obtained provision create process policy and cross checked those against respective ledger balances. • Obtained and discussed with management about their basis for provision and challenged their provision creation where appropriate. • Reviewed the govt. payable payment calculation • Tested a sample of lease payable with intimation letter, report, bank statement, register and general ledger. <p>Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.</p>
Note no. 12.00 to the financial statements	
<p>Deferred liability for Gratuity:</p> <p>The company has been made the provision for Employee's Gratuity Fund during the year as per International Accounting Standard (IAS)-19 under Employee's Retirement Benefit Scheme.</p>	<p>We tested the operating effectiveness of the fund and liability position held by the Company from trusted sources. Additionally, we performed the following:</p> <ul style="list-style-type: none"> • Obtained and discussed with management about their basis for estimation and challenged their assumptions where appropriate. • Tested the required provision created by the company. • Applying specialist judgment ensured if there is any impairment of the recording, calculation and policy. <p>Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Income Tax Ordinance 1984.</p>
Note no. 8.00 to the financial statements	
<p>Sundry Debtors (Advance Deposit & Others):</p> <p>The company has a different number of advances for different heads such as office Rent, Security Deposit, Co-Insurance Commission, Tax and Collection Control Accounts and Agents Balance.</p>	<p>We have tested the maintaining effectiveness of the advance deposit and assets position held by the Company from trusted sources. Additionally, we performed the following:</p> <ul style="list-style-type: none"> • Obtain Office Rent agreement and went through the terms and conditions of the agreement and assess impley able amount for advances. • Consider Advance Income Tax rate and obtain sample of treasury challan. • Obtain Co-insurance documentation and calculate commission & premium. • Obtain and confirm Agent list and calculate their balances in against their enlistment.
Note no. 16.00 to the financial statements	

OTHER INFORMATION:

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

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

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

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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on other Legal and Regulatory Requirements:

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

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) In our opinion, proper books of accounts, records and other statutory books as required by law have been kept by the Company so far as it appeared from our examinations of those books;
- c) The Company management has followed relevant provisions of laws and rules in managing the affairs of the Company and proper books of accounts, records and other statutory books have been properly maintained and (where applicable) proper returns adequate for the purposes of our audit have been received from branches not visited by us;
- d) As per section 63(2) of the Insurance Act 2010, in our opinion to the best of our knowledge and belief according to the information and explanation given to us, all expenses of management wherever incurred and whether incurred directly or indirectly, in respect of insurance business of the company transacted in Bangladesh during the year under report have been duly debited to the related Revenue Accounts and the Statement of Comprehensive Income of the Company;

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

Dated, Dhaka.
July 05, 2020



Md. Iqbal Hossain FCA
Partner
ZohaZamanKabir Rashid & Co.
Chartered Accountants

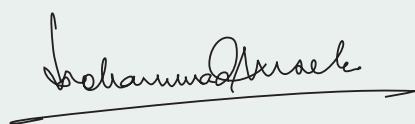
STATEMENT OF FINANCIAL POSITION (BALANCE SHEET)

AS AT 31ST DECEMBER, 2019

Figures in Taka

CAPITAL & LIABILITIES	NOTE	2019	2018
Shareholder's Equity & Liabilities			
Shareholder's Equity		1,407,106,640	1,493,146,347
Share Capital	04	403,415,720	403,415,720
Share premium		897,121	897,121
Reserve & Surplus	05	1,002,793,799	1,088,833,506
Liabilities & Provision		749,913,495	718,421,629
Balance Of Fund & Account	06	189,926,151	176,204,829
Premium Deposit	07	16,505,575	37,610,390
Deferred liability for Gratuity	08	27,792,334	23,829,640
Reserve for Corporate Social Responsibility (CSR)	09	3,540,026	3,440,026
Deferred liability for Tax	28	54,277,509	71,230,079
Estimated liabilities in respect of outstanding			
Claims whether due or intimated	10	82,664,325	70,861,411
Amount due to other persons or bodies			
Carrying on insurance business	11	34,750,306	39,329,872
Sundry Creditors	12	340,457,269	295,915,382
Total		2,157,020,135	2,211,567,976
Net Asset Value (NAV)		34.88	37.01

Annexed notes form part of these Financial Statements


Chairman


Director


Chief Executive Officer

As per annexed report of even date.
Dated, Dhaka
July 5, 2020

STATEMENT OF FINANCIAL POSITION (BALANCE SHEET)


AS AT 31ST DECEMBER, 2019

Figures in Taka

ASSETS	NOTE	2019	2018
Property Plant & Equipment	13	291,842,935	302,804,138
Investment	14	581,554,148	713,947,976
Current Assets			
Inventories	15	1,185,280	1,215,785
Sundry Debtors (Advance, deposit & others)	16	491,641,088	460,500,555
Amount due from other persons or bodies carrying on insurance business	17	355,549,194	261,463,747
Interest outstanding		1,512,500	1,512,500
Cash and Cash Equivalents	18	433,734,990	470,123,276
Total		2,157,020,135	2,211,567,976


 Chief Financial Officer


 DMD & Company Secretary


 Md. Iqbal Hossain FCA
 Partner
 Zoha Zaman Kabir Rashid & Co.
 Chartered Accountants

STATEMENT OF PROFIT OR LOSS ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2019

Figures in Taka

PARTICULARS	2019	2018
Expenses of Management (Not applicable to any particular fund or account)	17,325,689	17,601,786
Directors Fees	976,000	1,060,000
Audit Fees	250,000	200,000
Depreciation	11,726,963	12,835,061
Advertisement & Publicity	1,523,106	1,148,304
Subscription & Donation	1,110,630	1,043,000
Legal and Professional Fees	430,495	137,540
Registration Fee	1,308,495	1,177,881
Provision	5,500,000	7,000,000
Provision for Gratuity	5,000,000	6,000,000
Provision for Corporate Social Responsibility (CSR)	500,000	1,000,000
Profit before tax	115,269,990	126,265,471
Provision for taxation	22,266,722	23,173,476
Current tax	24,704,504	27,200,000
Provision for Deferred Tax Liability	(2,437,782)	(4,026,524)
Profit after tax transferred to profit & loss appropriation account	93,003,268	103,091,995
Total	138,095,679	150,867,257

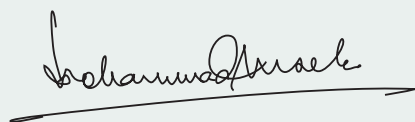
STATEMENT OF OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31ST DECEMBER 2019

Figures in Taka

PARTICULARS	2019	2018
Transfer to Retained earnings	93,003,268	103,091,995
Transfer to Fair value reserve	(130,633,089)	(152,960,930)
Total	(37,629,821)	(49,868,936)
Earnings Per Share (Note# 24)	2.31	2.56

Annexed notes form part of these Financial Statements



Chairman



Director



Chief Executive Officer

As per annexed report of even date.
Dated, Dhaka
July 5, 2020

STATEMENT OF PROFIT OR LOSS ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2019

Figures in Taka

PARTICULARS	2019	2018
Profit / (Loss) Transferred from:	97,496,996	81,754,997
Fire Revenue Account	(5,396,837)	(1,717,756)
Marine Revenue Account	49,080,633	59,394,191
Misc. Revenue Account	53,813,201	24,078,562
Interest Income (Note # 19)	20,666,853	15,634,757
Dividend Income	4,423,626	36,845,605
Other Income (Note # 20)	15,508,204	16,631,897
Total	138,095,679	150,867,257

STATEMENT OF OTHER COMPREHENSIVE INCOME


FOR THE YEAR ENDED 31ST DECEMBER 2019

Figures in Taka

PARTICULARS	2019	2018
Profit after tax	93,003,268	103,091,995
Other Comprehensive income:		
Changes in fair value gain /(loss)	(145,147,877)	(169,956,589)
Deferred tax	14,514,788	16,995,659
Total	(37,629,821)	(49,868,936)


Chief Financial Officer


DMD & Company Secretary


Md. Iqbal Hossain FCA
Partner
Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

Annexed notes form part of these Financial Statements


Chief Executive Officer

As per annexed report of even date.
Dated, Dhaka
July 5, 2020


PROFIT AND LOSS APPROPRIATION ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2019

PARTICULARS	<i>Figures in Taka</i>	
	2019	2018
Balance brought forward from previous year	65,393,015	69,177,764
Net profit for the year brought down from Profit and Loss Account	93,003,268	103,091,996
Adjustment of Depreciation on revaluation reserve	1,448,109	1,524,325
Total	159,844,393	173,794,085


Chief Financial Officer


DMD & Company Secretary

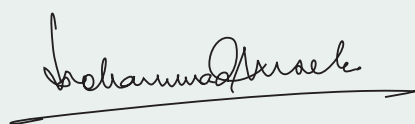

Md. Iqbal Hossain FCA
Partner
Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

CONSOLIDATED INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2019

PARTICULARS	Figures in Taka	
	2019	2018
Calims Under Policies Less: Re-Insurance (Note # 21)	52,038,157	30,665,334
Commission	106,144,059	107,488,820
Expenses of Management (Note # 23)	272,411,728	291,692,211
Profit/(Loss) transfer to Profit & Loss A/c.	97,496,996	81,754,998
Balance of Account at the end of the year as shown in the Balance Sheet (Reserve for unexpired risk)	189,926,151	176,204,829
Total	718,017,091	687,806,192

Annexed notes form part of these Financial Statements


Chairman


Director


Chief Executive Officer

As per annexed report of even date.
Dated, Dhaka
July 5, 2020


CONSOLIDATED INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2019

PARTICULARS	<i>Figures in Taka</i>	
	2019	2018
Balance of Account at the Beginning of the year	176,204,829	182,413,044
Premium Less Re-Insurance (Note # 22)	473,269,540	438,545,553
Commission on Re-Insurance Ceded	68,542,722	66,847,595
Total	718,017,091	687,806,192


Chief Financial Officer


DMD & Company Secretary

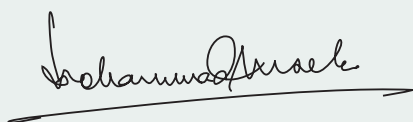

Md. Iqbal Hossain FCA
Partner
Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

FIRE INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2019

Figures in Taka

PARTICULARS	2019	2018
Claims under policies less re-insurances	1,020,632	709,691
Paid during the year	18,939,715	22,622,880
Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	11,395,187	29,314,270
	30,334,902	51,937,150
Less: Outstanding at the end of the previous year	29,314,270	51,227,459
Commission	46,253,667	42,543,196
Expenses of Management	114,534,551	112,641,076
Profit/(Loss) transferred to Profit & Loss Account	(5,396,837)	(1,717,756)
Balance of account at the end of the year as shown in the Balance Sheet being reserve for unexpired risks @ 40% of premium income of the year	48,512,594	40,717,549
Total	204,924,607	194,893,757



Chairman



Director



Chief Executive Officer

As per annexed report of even date.
Dated, Dhaka
July 5, 2020


FIRE INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2019

PARTICULARS	<i>Figures in Taka</i>	
	2019	2018
Balance of account at the beginning of the year	40,717,549	52,249,526
Premium less: re-insurances	121,281,485	101,793,873
Commission on re-insurances	42,925,573	40,850,358
Total	204,924,607	194,893,757


Chief Financial Officer


DMD & Company Secretary

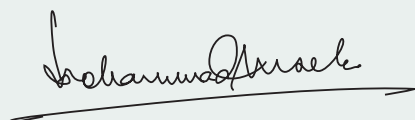

Md. Iqbal Hossain FCA
Partner
Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

MARINE INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2019

Figures in Taka

PARTICULARS	2019	2018
Claims under policies less re-insurances	43,566,714	19,896,526
Paid during the year	8,764,724	13,682,763
Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	57,612,311	22,810,321
	66,377,035	36,493,084
Less: Outstanding at the end of the previous year	22,810,321	16,596,558
Commission	36,815,874	40,571,864
Expenses of Management	93,039,451	107,455,377
Profit transferred to Profit & Loss Account	49,080,633	59,394,191
Balance of account at the end of the year as shown in the Balance Sheet being reserve for unexpired risks @ 40% of premium income on marine cargo and 100% of premium income on marine hull of the year	82,051,927	84,966,549
Cargo	81,021,369	83,655,536
Hull	1,030,558	1,311,013
Total	304,554,599	312,284,508



Chairman



Director



Chief Executive Officer

As per annexed report of even date.
Dated, Dhaka
July 5, 2020


MARINE INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2019

PARTICULARS	<i>Figures in Taka</i>	
	2019	2018
Balance of account at the beginning of the year	84,966,549	82,738,061
Premium less: re-insurances	203,583,981	210,449,854
Commission on re-insurances	16,004,069	19,096,593
Total	304,554,599	312,284,508


Chief Financial Officer


DMD & Company Secretary

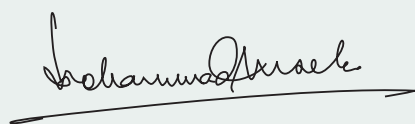

Md. Iqbal Hossain FCA
Partner
Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

MISCELLANEOUS INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2019

Figures in Taka

PARTICULARS	MOTOR	MISC.	2019	2018
Claims under policies less re-insurances	8,349,611	(898,800)	7,450,811	10,059,117
Paid during the year	12,363,638	167,166	12,530,804	10,851,029
Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	11,478,219	2,178,608	13,656,827	18,736,820
	23,841,857	2,345,774	26,187,631	29,587,849
Less: Outstanding at the end of the previous year	15,492,246	3,244,574	18,736,820	19,528,732
Commission	15,780,682	7,293,836	23,074,518	24,373,760
Expenses of Management	38,797,893	26,039,832	64,837,726	71,595,758
Profit transferred to Profit & Loss Account	40,846,527	12,966,674	53,813,201	24,078,562
Balance of account at the end of the year as shown in the Balance Sheet being reserve for unexpired risks @ 40% of premium income of the year	43,957,910	15,403,720	59,361,630	50,520,730
Total	147,732,623	60,805,262	208,537,885	180,627,928



Chairman



Director



Chief Executive Officer

As per annexed report of even date.
Dated, Dhaka
July 5, 2020


MISCELLANEOUS INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2019

PARTICULARS	MOTOR	MISC.	Figures in Taka	
			2019	2018
Balance of account at the beginning of the year	37,661,286	12,859,445	50,520,731	47,425,458
Premium less: re-insurances	109,894,775	38,509,299	148,404,074	126,301,826
Commission on re-insurances	176,562	9,436,518	9,613,080	6,900,644
Total	147,732,623	60,805,262	208,537,885	180,627,928


Chief Financial Officer


DMD & Company Secretary

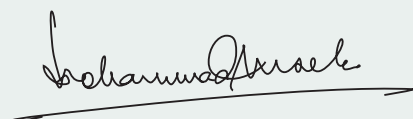

Md. Iqbal Hossain FCA
Partner
Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

CASH FLOW STATEMENT

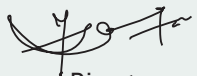
FOR THE YEAR ENDED DECEMBER 31, 2019

Figures in Taka

PARTICULARS	2019	2018
A) Cash Flow from Operating Activities:		
Collections from premium and other income	447,601,125	534,164,144
Payments for management expenses, re-insurance and claims	(409,942,654)	(448,867,595)
Income Tax paid	(12,117,061)	(10,462,984)
Net Cash provided by operating activities	25,541,410	74,833,565
B) Cash Flow from Investing Activities :		
Purchase of fixed assets	(765,760)	(3,912,548)
Disposal of fixed assets	-	3,790,000
Decrease/(Increase) of investment in shares	(12,754,049)	(5,962,884)
Net Cash used in Investing activities	(13,519,809)	(6,085,432)
C) Cash flow from Financing Activities :		
Cash dividend paid	(48,409,886)	(64,546,515)
Net Cash used in financing activities	(48,409,886)	(64,546,515)
 Net Increase/(Decrease) in cash & equivalents during the year (A+B+C)	 (36,388,285)	 4,201,618
Cash & Cash equivalents at the beginning of the year	470,123,276	465,921,658
Cash & Cash Equivalents at the end of the year	433,734,990	470,123,276
 Net operating cash flow per share	 0.63	 1.85



Chairman



Director



Chief Executive Officer



Chief Financial Officer



DMD & Company Secretary


Md. Iqbal Hossain FCA
PartnerZoha Zaman Kabir Rashid & Co.
Chartered Accountants

As per annexed report of even date.

Dated, Dhaka

July 5, 2020

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2019

Figures in Taka

Sl. No.	PARTICULARS	Share Capital	Reserve for Exceptional Losses	Revaluation Reserve	Fair Value Reserve	Share Premium	Retained Earnings	Total
1	Opening Balance	403,415,720	466,290,421	157,614,461	400,787,161	897,121	64,141,463	1,493,146,347
2	Dividend Paid	-	-	-	-	-	(48,409,886)	(48,409,886)
3	Adjustment of depreciation on revaluation reserve	-	-	(868,865)	-	-	868,865	-
4	Net profit for the year after tax provision	-	-	-	-	-	93,003,268	93,003,268
5	Transfer to exceptional loss	-	47,326,954	-	-	-	(47,326,954)	-
6	Investment Reserve	-	-	-	(130,633,089)	-	-	(130,633,089)
7	Transfer to General Reserve	-	-	-	-	-	-	-
	Total	403,415,720	513,617,375	156,745,596	270,154,072	897,121	62,276,756	1,407,106,640


STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2018

Figures in Taka

Sl. No.	PARTICULARS	Share Capital	Reserve for Exceptional Losses	Revaluation Reserve	Fair Value Reserve	Share Premium	Retained Earnings	Total
1	Opening Balance	403,415,720	422,435,866	158,529,056	553,748,091	897,121	68,535,943	1,607,561,797
2	Dividend Paid	-	-	-	-	-	(64,546,515)	(64,546,515)
3	Adjustment of depreciation on revaluation reserve	-	-	(914,595)	-	-	914,595	-
4	Net profit for the year after tax provision	-	-	-	-	-	103,091,995	103,091,995
5	Transfer to exceptional loss	-	43,854,555	-	-	-	(43,854,555)	-
6	Investment Reserve	-	-	-	(152,960,930)	-	-	(152,960,930)
7	Transfer to General Reserve	-	-	-	-	-	-	-
	Total	403,415,720	466,290,421	157,614,461	400,787,161	897,121	64,141,463	1,493,146,347


Chairman


Director


Chief Executive Officer


Chief Financial Officer


DMD & Company Secretary


Md. Iqbal Hossain FCA
Partner

As per annexed report of even date.
Dated, Dhaka
July 5, 2020

Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

FORM "AA"

Classified Summary of Assets

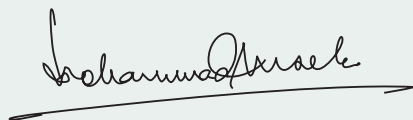
AS AT 31ST DECEMBER-2019

Figures in Taka

SL. NO.	PARTICULARS	2019	2018
	NON CURRENT ASSETS		
	Property Plant & Equipment		
(a)	Land	152,825,000	152,825,000
(b)	Building	104,326,275	109,817,132
(c)	Furniture & Fixture	9,461,771	10,355,312
(d)	Office Equipment	5,233,808	5,862,412
(e)	Electric installation	488,819	372,821
(f)	Air Cooler	946,087	1,113,043
(g)	Vehicle	15,998,453	19,769,564
(h)	Telephone installation	2,562,722	2,688,854
	Sub total:	291,842,935	302,804,138
	INVESTMENT		
(a)	National Investment Bond	25,000,000	25,000,000
(b)	Investment to PSL	60,000,000	60,000,000
(c)	Shares of Listed Companies	450,664,088	583,057,916
(d)	Shares of Unlisted Companies	45,890,060	45,890,060
	Sub total:	581,554,148	713,947,976
	CURRENT ASSETS		
(a)	Fixed Deposit	283,374,458	264,807,692
(b)	Short term Deposits	121,250,932	159,237,943
(c)	Current Account	12,272,270	25,457,832
(d)	Cash in hand	16,837,330	20,619,809
(e)	Interest Outstanding	1,512,500	1,512,500
(f)	Sundry Debtors	491,641,088	460,500,555
(g)	Stock of Stationery & Stamps	1,185,280	1,215,785
(h)	Amount due from other persons & bodies carrying on insurance business	355,549,194	261,463,747
	Sub total:	1,283,623,052	1,194,815,863
	TOTAL ASSETS	2,157,020,135	2,211,567,977

Certificate under regulation 7 (a) & (b) of part 1 of the first schedule to the Insurance Act.

Certified that the values of all assets have been reviewed, that the said assets except the shares in listed companies, have been set forth in the balance sheet at amounts not exceeding their realizable or market value, and that the investments in shares have been valued at cost. For the purpose of comparison market value of shares shown to the financial statements have been ascertained on the basis of average rates of last transactions of 2019 of the relevant shares published in the daily newspapers.



Chairman



Director



Chief Executive Officer



Chief Financial Officer



DMD & Company Secretary


Md. Iqbal Hossain FCA
Partner

As per annexed report of even date.
Dated, Dhaka
July 5, 2020

Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

NOTES TO THE FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

FOR THE YEAR ENDED 31ST DECEMBER, 2019

1.00 General information:

1.1 Legal form and status of the Company

Phoenix Insurance Company Ltd. was incorporated as a public limited company in Bangladesh on 27th November, 1986 under the Companies Act 1913 (present 1994) and obtained the certificate of commencement of business from the Registrar of Joint Stock Companies, Bangladesh with effect from the same date, however the certificate of commencement of insurance business from the Controller of Insurance, Government of Peoples Republic of Bangladesh was obtained with effect from 1st December, 1986.

With the authorization of Securities and Exchange Commission the Company issued 300,000 ordinary shares at Tk.100 each to public in 1994 and was listed with Dhaka Stock Exchange and Chittagong Stock Exchange subsequently. The Company carries its insurance activities through thirty-one branches throughout the country.

1.2 Principal activities and nature of operations

The principal activity of the company continued to carry on all kinds of insurance, 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 2019 under review.

1.3 Date of financial statements authorized for issue

Financial Statements of the company for the year ended December 31, 2019 were authorized for issue on July 05, 2020 in accordance with a resolution of the Board of Directors.

2.00 Summary of significant accounting related policies

2.1 Basis of accounting

The financial statements of the Company under reporting have been prepared under historical cost convention except Land & Building which is stated at revalued amount in a going concern concept and on accrual basis in accordance with Generally Accepted Accounting Principles (GAAP) and practice in Bangladesh in addition compliance with the Companies Act 1994, the Securities and Exchange Rules 1987, Listing Regulations of Dhaka Stock Exchange Ltd. & Chittagong Stock Exchange Ltd. These statements have also been prepared in accordance with applicable International Accounting Standards (IAS) and as were adopted in Bangladesh by the Institute of Chartered Accountants of Bangladesh (ICAB) under name & style International Accounting Standards (IAS) with reference to disclosures of accounting policies and valuation of investment both.

2.2 Basis of preparation

The Balance Sheet has been prepared in accordance with the regulation as contained in part-1 of the First Schedule and as per Form "A" as set forth in part-2 of that schedule. Revenue accounts for specific classes of non-life insurance business has been prepared in accordance with the regulation as contained in part-1 of the third Schedule and as per Form "F" as set forth in part-2 of that Schedule of the insurance Act, 1938 as amended (new insurance Act 2010). The classified summary of the assets has been prepared in accordance with Form "A" as set forth in part-2 of aforesaid Act.

2.3 Branch accounting

The Company has thirty one (31) branches under its umbrella without having any overseas branch during the year ended December 31, 2019. The accounts of the branches are maintained and consolidated at the head

office level. Only petty cash books are being maintained at the respective branches for meeting day to day expenses.

2.4 Public sector business

As per Government decision effective from April 1990, all the public Sector Insurance Business is being under written jointly by Sadharan Bima Corporation and 45 private sectors insurance Companies on Co- insurance basis 50% being underwritten by Shadharan Bima Corporation and the balance equally by 45 private sectors insurance Companies.

Company's share of public sector business is accounted for in the year in which the statement of accounts from the Sadharan Bima Corporation is received up to June 30, 2019. The statements of accounts for the period from July 1, 2018 to June 30, 2019 have been received from the Sadharan Bima Corporation and accordingly, the company's share of public sector business for that period has been accounted for in the accompanying accounts. This practice is being followed consistently.

2.5 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.

2.6 Foreign currency transaction

All foreign exchange transactions are converted to Bangladeshi Taka, which is the reporting currency, the rate of exchange were affected in the time of transaction. Insurance contracts which were underwritten in foreign currency are converted to Bangladeshi Taka at the rate of exchange prevailing the time of underwriting and revenue is recognized accordingly.

2.7 Property, plant and equipment

A. Valuation of fixed assets

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

B. Recognition of fixed assets

The Company recognizes in the carrying amount of an item of property, plant and Equipment the cost 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 item can be measured reliably. Normal expenditure incurred after the assets have been put into operation such as repair and maintenance other than major replacement, renewals and or betterment of the assets are charged off as revenue expenditure in the period in which it is incurred.

C. Subsequent cost

The Cost of replacing a component of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits associated with the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced component is de-recognized.

D. Depreciation

Property, Plant and Equipment are depreciated following the reducing balance method on the basis of life expectancy of the assets in accordance with IAS-16. Depreciation on newly acquired assets except land which is not depreciated, are charged for irrespective of the date of acquisition, and while no depreciation is

charged during the year in which assets are disposed off. Assets category wise depreciation rates are as follows:

Particulars	
Furniture and Fixture	10%
Office Equipment	15%
Vehicles	20%
Building	5%
Telephone	5%
Air collar	15%
Electrical Equipment	15%

E. De-recognition

An item of property, plant and equipment is de-recognized upon disposal or future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the assets is included in the statement of comprehensive income in the year the assets are de-recognized.

F. Impairment of assets

In each year the management assess whether there is any indication that the assets may be impaired in accordance with IAS 36: "Impairment of Assets" considering the current economic situation. Management concludes that there is no such indication exists.

G. Revaluation of assets

Fixed assets were revalued by the company as on December 31, 2010 which was conducted by professional independent valuer G. K. Adjusters Ltd. In order to reflect the fair picture of the company in the present market condition on the basis of market availability and physical condition of those fixed assets and the gain arising due to the revaluation were transferred to the revaluation reserve account as per IAS 16 "Property, Plant, and Equipment".

2.8 Reserve or contingencies accounts

A. Reserve for exceptional losses

As per Para 6 of the 4th schedule of Income Tax Ordinance 1984 to meet the exceptional losses, Company sets aside 10% of the net premium income of the year which is set aside from the balance of the profit to the Reserve for exceptional losses. Detail calculations have been given in note 5.01.

B. Revaluation reserve

Revaluation surplus is transferred to revaluation reserve after restating the asset at the revalued amount.

2.9 Employee benefit

A. Contributory provident fund

The Company operates a contributory provident fund for its permanent employees. The fund is approved by the National Board of Revenue (NBR), administered separately by a Board of Trustees and is funded by equal contribution from the company and the employees. This fund is invested separately from the company.

B. Gratuity scheme

The Company operates a Gratuity scheme under which regular confirmed employee is entitled to benefit at graduated scale based on the length of service. The length of service for the purpose of gratuity shall be reckoned from the date of joining in the regular service of the company. The Company has a funded Gratuity for all eligible employees who have completed minimum 8 (Eight) years of continuous service with the company. Required amount of gratuity is calculated on the basis depending on the length of service for

every completed year as well as proportionate to the fraction period of service as of the end of the respective year.

C. Incentive bonus

The Company have resorted a policy namely incentive Bonus Scheme for its employees who meet certain criteria based on their annual performance ascertained on net profit after tax with the approved in the Board Meeting and the paid amount are accounted for the year to which same relates.

D. Group insurance policy

The Company has been operating a Group Insurance Policy for all permanent employees for the supporting of family assistance after death of any Employee's as per Group Insurance Policy terms & condition.

2.10 Revenue recognition

A. Underwriting premium income

Gross underwriting business as well as Re-insurance thereof and claim settled etc. have been recorded separately for each class of business and the net underwriting results thereof have been reflected in the revenue accounts after due consideration of re-insurance ceded.

B. Investment income recognition

Interest on FDRs and Bangladesh Government Treasury Bond are recognized on accrual basis after making provision for income tax deductible at source. Interest on STD /SND accounts, cash dividend on investment in share and other income are recognized on cash basis for stock dividend that received by the company against its investment, number of share increased and average cost of investment decreased.

C. Dividend income

Dividend income has been accounted for only when the right to receive the dividend is established.

2.11 Expenses and taxes

A. Recognition of expenses

Expenses are recognized in the of Statement Profit or Loss and Other Comprehensive Income on the basis of direct association between the cost incurred and the earning of specific heads of income. All expenditure incurred has been charged to the Statement Profit or Loss and Other Comprehensive Income in the running of the business and in maintaining the property, plant and equipment in a state of efficiency.

B. Income tax

Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in the Statement of Profit or Loss and Other Comprehensive Income.

C. Current tax

The tax currently payable is based on taxable profits for the year. Taxable profits differs 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 balance sheet date.

D. Deferred tax

The corporation accounted for deferred tax as per IAS-12 "Income Taxes". Deferred tax is accounted for using the comprehensive tax balance sheet method. It is generated by temporary difference between the carrying amounts of assets and liability for financial reporting purposes and their tax base.

Deferred tax assets, including those related to the tax effects of income tax losses and credits available to be carried forward, are recognized only to the extent that it is probable that future taxable profits will be available against which the deductible temporary difference or unused tax losses and credits can be utilized.

Deferred tax liabilities are recognized for all taxable temporary differences. They are also recognized for taxable temporary differences arising on investments and it is probable that temporary differences will not reverse in the foreseeable future. Deferred tax assets associated with these interests are recognized only to the extent that it is probable that the temporary difference will reverse in the foreseeable future and there will be sufficient taxable profit against which to utilize the benefits of the temporary difference.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period (s) when the asset and liability giving rise to them are realized or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the reporting date. The measurement reflects the tax consequences that would follow from the manner in which the corporation at the reporting date, recovers or settles the carrying amount of its assets and liabilities.

2.12 Balance of funds & 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.

2.13 Management expenses

Total management expenses have been allocated among the different classes of business on the basis of gross premium income.

2.14 Cash and cash equivalents

According to IAS 7 "Cash Flow Statements" cash comprises cash in hand and demand deposits and cash equivalents are short term, highly liquid investments that are readily convertible to know 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.

2.15 Debtors and other receivable

These are carried at bill amount, unsecured and considered good and collectible.

2.16 Stock of stationery & form

The Company used stationery and various printed forms such as policy, cover notes, motor certificates, money receipts, petty cash voucher, envelope, cheque payments voucher, letter head pad etc. for their service purpose. These are not saleable and charged in the accounts at cost basis. Net realized value is estimated of selling price in the ordinary course of business but the stationery & forms of the Company is not held for sale.

2.17 Collection control account

Collection control account is the outstanding premium for both policy and cover note in respect of Fire and Marine class of business as at reporting date under bank guarantee which will be subsequently received and adjusted.

2.18 Creditors and accruals

Liabilities are recognized for amounts to be paid in the future for service received, whether or not billed by the suppliers.

2.19 Earnings per share (EPS)

The company calculates Earnings per Share (EPS) in accordance with IAS 33, which has been shown on the face of Profit and Loss Appropriation Account.

2.20 Basic earnings per share

This has been calculated by dividing the basic earnings by the weighted average of ordinary shares outstanding during the year. In Accordance with ISA 33 "Earnings per share" which has been shown on the face of Profit & Loss Appropriation Account.

2.21 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 of the year after tax has been considered as fully attributable to the ordinary shareholders.

2.22 Cash flow statements

Cash Flow Statement is prepared principally in accordance with IAS 7 "Cash Flow Statements" and the cash flow from the operating activities has been presented under direct method as prescribed by the Securities and Exchange Rules 1987.

3.00 Additional information of financial statement**A. Responsibility for preparation and presentation of financial statements**

The Board of Directors is responsible for the preparation and presentation of Financial Statements under section 183 of the Companies Act 1994 and as per the provision of "The International Accounting Standards Committee" (IASC).

B. Components of the financial statements

According to the International Accounting Standard (IAS) 1 "Presentation of Financial Statements" the complete set of Financial Statements includes the following components:

- (i) Statement of Financial position (Balance Sheet) as at December 31, 2019.
- (ii) Statement of Profit & Loss Account & Other Comprehensive Income for the year ended December 31, 2019.
- (iii) Related Revenue Accounts for the year ended December 31, 2019.
- (iv) Statement of Cash Flows for the year ended December 31, 2019.
- (v) Statement of Changes in Equity for the year ended December 31, 2019.
- (vi) Significant Accounting Policies and Explanatory Notes.

C. Risk and uncertainties for use of estimates in preparation of financial statements

The preparation of Financial Statements in conformity with the International Accounting Standards requires management to make estimates and assumption that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the affect financial statements and revenue and expenses during the period reported. Actual results could differ from those estimates. Estimates are used for accounting of certain items such as long-term contracts, provision for doubtful accounts, depreciation and amortization, employees benefit plans, taxes, reserves and contingencies.

D. Comparative information

Comparative information have been disclosed in respect of the year 2018 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 financial statements.

Figure of the year 2018 have been rearranged whenever considered necessary to ensure comparability with the current year.

E. Reporting period

Financial Statements of the Company is consistently one calendar year from 1st January to 31st December.

Figures in Taka

4.00 Share Capital	2019	2018
Authorized Capital:		
100,000,000 Ordinary Shares of Tk. 10 each	1,000,000,000	1,000,000,000
Issued Subscribed and Paid-up Capital:		
40,341,572 Ordinary share of Tk. 10 each	403,415,720	403,415,720

A distribution schedule of each class of equity security setting out the number of holders and percentage in the following categories as on 31st December 2019:

Group "A" Shareholders (Sponsors)

Class Interval	No. of Shareholders	No. of Share	(%) Total holding	% of Total paid-up capital
100001 to 200000 Shares	-	-	-	-
200001 to 300000 Shares	1	281,250	1.51	0.70
300001 to 400000 Shares	1	302,170	1.62	0.75
400001 to 500000 Shares	1	469,731	2.52	1.16
500001 to 1000000 Shares	10	8,347,933	44.73	20.69
Over 1000000 Shares	6	9,261,173	49.62	22.96
Total	19	18,662,257	100.00	46.26

Group "B" Shareholders (Public)

Class Interval	No. of Shareholders	No. of Share	(%) Total holding	% of Total paid-up capital
Less than 500 Shares	1,682	241,439	1.11	0.60
500 to 5000 Shares	1,216	2,108,819	9.73	5.23
5001 to 10000 Shares	174	1,292,021	5.96	3.20
10001 to 20000 Shares	117	1,701,081	7.85	4.22
20001 to 30000 Shares	28	716,306	3.30	1.77
30001 to 40000 Shares	25	879,565	4.06	2.18
40001 to 50000 Shares	16	697,249	3.22	1.73
50001 to 100000 Shares	20	1,346,236	6.21	3.34
100001 to 1000000 Shares	28	8,682,664	40.05	21.52
Over 1000000	2	4,013,935	18.51	9.95
Total	3,308	21,679,315	100.00	53.74

Summarized list of Shareholders as on 31st December 2019 is as below:

Type of Shareholders	No. of Shareholders	No. of Shares	Share Face Value	%
Sponsor Group	19	18,662,257	186,622,570	46.26
Foreign Investors	-	-	-	-
General Public (Institutions)	53	9,650,299	96,502,990	23.92
General Public (Individuals)	3,255	12,029,016	120,290,160	29.82
Total	3,327	40,341,572	403,415,720	100.00

5.00 Reserves & Surplus:

Particular	Notes	2019	2018
Reserve for Exceptional Losses	5.01	513,617,375	466,290,421
Retained Earning		62,276,756	64,141,463
Asset Revaluation Reserve	5.02	156,745,596	157,614,461
Fair Value Reserve	5.03	270,154,072	400,787,161
Total		1,002,793,799	1,088,833,506

5.01 Reserve for exceptional losses:

As per paragraph 6 of the fourth schedule of Income Tax Ordinance 1984, as earlier, for the year 2019, 10% of the net premium was transferred to reserve for exceptional losses. Details calculation as under:

Particular	2019	2018
Opening Balance	466,290,421	422,435,866
Add: Reserve during the year	47,326,954	43,854,555
Closing Balance	513,617,375	466,290,421

A sum of Tk. 47,326,954 has been provided for reserve for exceptional losses during the year, which is 10% of net premium income Tk. 473,269,540 earned during the year.

The class wise summary of reserve for exceptional loss provision is as follows:

Figures in Taka

Particulars	Fire	Marine	Motor	Miscellaneous	2019	2018
Gross Premium	327,837,928	267,773,283	110,582,048	74,381,843	780,575,102	759,346,053
Less: Reinsurance premium on ceded	(197,374,393)	(51,691,462)	(687,273)	(19,553,957)	(269,307,085)	(292,544,367)
Less: Reinsurance premium on PSB	(9,182,050)	(12,497,840)	-	(16,318,587)	(37,998,477)	(28,256,133)
Net Premium	121,281,485	203,583,981	109,894,775	38,509,299	473,269,540	438,545,553
Rate of provision	10%	10%	10%	10%	10%	10%
Reserve for Exceptional Losses	12,128,148	20,358,398	10,989,478	3,850,930	47,326,954	43,854,555

5.02 Revaluation Reserve:

The company's Land and Building were revalued as on 31st December 2010 by professional independent valuer G. K. Adjusters Ltd. using on the basis of market availability and physical condition of those fixed assets. The details value of such revalued assets is as follows:

Particulars	Cost Value of Assets as on 31.12.10	Revalued amount as on 31.12.10	Revaluation Surplus as on 31.12.10	WDV Value of Revaluation Reserve as on 31.12.19	WDV Value of Revaluation Reserve as on 31.12.18
Land	6,474,844	152,825,000	146,350,156	140,237,156	140,237,156
Building	37,280,239	81,050,000	43,769,761	16,508,440	17,377,305
Total	43,755,083	233,875,000	190,119,917	156,745,596	157,614,461

5.02(a): Carrying value of Revaluation surplus:*Figures in Taka*

Particular	2019	2018
Opening balance	157,614,461	158,529,056
Adjustment of excess depreciation	(868,865)	(914,595)
Closing balance	156,745,596	157,614,461

5.03 Fair Value Reserve:

Particular	2019	2018
Opening balance	400,787,161	553,748,091
Transfer from Other comprehensive income	(130,633,089)	(152,960,930)
Closing balance	270,154,072	400,787,161

6.00 Balance of Fund & Account:

As per Para 27 A (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, Motor, Miscellaneous and 100% on Marine Hull business. Class wise un-expired risk reserve is as follow:

Class of Business	Net Premium	Percentage	2019	2018
Fire	121,281,485	40%	48,512,594	40,717,549
Motor	109,894,775	40%	43,957,910	37,661,286
Miscellaneous	38,509,299	40%	15,403,720	12,859,445
Marine	202,553,423	40%	81,021,369	83,655,536
Marine Hull	1,030,558	100%	1,030,558	1,311,013
Total	473,269,540		189,926,151	176,204,829

7.00 Premium Deposits:

The below-mentioned amount includes premium received against cover notes for which policies have not been issued within 31st December 2019. While the risks against non-marine marine hull have been assumed

form the issuance of cover notes, risks against marine cargo have not been assumed until shipment advice are provided and accordingly, policies are issued.

This represents the amount deposited with the company against cover notes for which no policy has been issued up to 31st December 2019. The breakup is as under:

Figures in Taka

Sl. No.	Particulars	2019	2018
1.	Fire	-	-
2.	Marine Cargo	16,505,574	37,610,390
3.	Marine Hull	-	-
4.	Motor	-	-
5.	Miscellaneous	-	-
	Total	16,505,574	37,610,390

8.00 Gratuity Fund:

The company has been made the provision for Employee's Gratuity Fund during the year as per International Accounting Standard (IAS)-19 under Employee's Retirement Benefit Scheme.

Particulars	2019	2018
Opening Balance	23,829,640	19,443,584
Add: Provision made this year	5,000,000	6,000,000
Less: Paid during the year	1,037,306	1,613,944
Total	27,792,334	23,829,640

9.00 Reserves for Corporate Social Responsibility (CSR):

Particulars	2019	2018
Opening Balance	3,440,026	3,040,026
Add: Provision made this year	500,000	1,000,000
Less: Payment during this year	400,000	600,000
Total	3,540,026	3,440,026

10.00 Estimated liability in respect of outstanding claims weather due or intimated:

Class of business	2019	2018
Fire Insurance Business	11,395,187	29,314,270
Marine Insurance Business	57,612,311	22,810,321
Motor Insurance Business	11,478,219	15,492,246
Misc. Insurance Business	2,178,608	3,244,574
Total	82,664,325	70,861,411

All the claims of which the company received intimation within 31st December 2019 have been taken into consideration while the estimating the liability in respect of outstanding claims.

11.00 Amount due to other person or bodies carrying on insurance business:

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

Figures in Taka

Particulars	2019	2018
Sadharan Bima Corporation treaty business	33,489,567	37,857,103
Port Folio Commission on acceptance	11,504	11,504
Port Folio loss withdraw	888,955	888,955
Co-Insurance business	360,280	572,310
Total	34,750,306	39,329,872

12.00 Sundry Creditors:

Sl. No	Particulars	2019	2018
1.	Bills Payable	170,998	130,876
2.	Tax Deduction on Employee's Salaries	1,015,179	279,420
3.	VAT	4,138,912	3,108,688
4.	Commission Payable	314,374	934,344
5.	Provision For Incentive Bonus	7,500,000	7,500,000
6.	Provision For Audit Fee	250,000	200,000
7.	Companies Contribution To P.F.	783,214	6,502,071
8.	Employees Contribution To P.F.	783,214	6,502,071
9.	Provident Fund Loan & Interest Realized	472,270	3,184,131
10.	Provision For Income Tax (Note 12.01)	274,626,892	249,922,388
11.	Security Receipts	100,000	100,000
12.	Outstanding Refund Premium	726,926	4,025,512
13.	Insurance Stamps On Deposit Premium	275,290	970,370
14.	Provision for Expenses & Others	9,300,000	9,800,000
15.	Lease Payable	-	2,755,511
16.	Temporary Loan (Mercantile Bank Limited)	40,000,000	-
	Total	340,457,269	295,915,382

12.01 Provision for Income Tax:

Particular	2019	2018
Opening Balance	249,922,388	222,722,388
Add: Provision during the year	24,704,504	27,200,000
Less: Adjustment / Settlement during the year	-	-
Total	274,626,892	249,922,388

13.00 Property, Plant & Equipment:

Details of the above have been shown in A-1. Depreciation has been charged on all fixed assets at "Reducing Balance Method".

Figures in Taka

Particular	2019	2018
Cost / Revaluation :		
Opening Balance	442,067,806	446,307,426
Addition during the year	765,760	3,912,548
Disposal/Adjustment during the year	-	(8,152,168)
Closing Balance	442,833,566	442,067,806
Accumulated Depreciation:		
Opening Balance	139,263,668	133,918,672
Addition during the year	11,726,963	12,835,061
Disposal/Adjustment during the year	-	(7,490,065)
Closing Balance	150,990,631	139,263,668
Written Down Value	291,842,935	302,804,138

14.00 Investments:

Break up of the amount is as under:

Particular	2019	2018
Investment at amortized cost (14.01)	85,000,000	85,000,000
Equity investment (14.02)	496,554,148	628,947,976
Total	581,554,148	713,947,976

14.01 Investment at amortized cost:

Investments with fixed maturity that the management has the intent and ability to hold to maturity are classified as held to maturity. Break up of the amount is as under:

Particular	2019	2018
Govt. Treasury bond (10 yrs)	25,000,000	25,000,000
Investment to PSL	60,000,000	60,000,000
Total	85,000,000	85,000,000

14.01(a) Govt. Treasury bond:

Sl. No	Particulars of Investment	Cost Value
1	Govt. Treasury Bond (Deposit with NCC Bank Ltd. Motijheel Main Branch, Dhaka)	25,000,000

The amount Tk. 25,000,000 represented statutory deposit with Bangladesh Bank as required by Insurance Act'2010.

Nature of Security	ISIN No.	Interest Rate	Issue Date	Maturity Date	Amount (Tk.)
10Y BGTB	BD 0923341103	12.10%	13/03/2013	13/03/2023	25,000,000

14.01(b) Investment to PSL:

The amount deposited to Phoenix Securities Ltd. (PSL) for doing share trade on behalf of Phoenix Insurance Company Ltd. Actually, PICL give them empower to sale or buy the shares through CDBL to PSL A/c and the profit will be transfer to PICL accordingly.

Sl. No	Particulars of Investment	Amount (Tk.)
1	Investment to PSL	60,000,000

14.02 Equity Investment: Fair value through other comprehensive income:

Available for sale investments are those non-derivative investments that are designated as available for sale or are not classified in any other category. These are primarily those investments that are intended to be held for an undefined period of time or may be sold in response to the need for liquidity are classified as fair value through other comprehensive income. The company follows trade date accounting for 'regular way purchase and sales' of investments. As of December 31, 2019 Company designated the following shares as available for sale. Details are as follows:

Particulars	No. of Shares 31/12/19	Value at cost as on 31/12/19	Fair Market value as on 31/12/19	Value at cost as on 31/12/18	Fair Market value as on 31/12/18
Share :					
a) Listed Companies:					
The City Bank Ltd.	5,340,357	71,267,687	112,681,533	67,672,746	149,523,794
Phoenix Finance & Investment Ltd.	15,253,786	65,790,248	327,956,399	65,790,248	432,411,714
Dhaka Bank Ltd.	769,746	9,159,108	9,236,952	-	-
ICB Islamic Bank Ltd.	100	1,990	300	1,990	480
ILFSL	8,820	145,864	52,920	145,864	115,080
Orion Pharma	27,360	1,368,000	735,984	1,368,000	1,006,848
b) Unlisted Companies:					
Phoenix Medical Centre Ltd.	46,000	4,600,000	1,840,000	4,600,000	1,840,000
Phoenix Securities Ltd	676,386	42,480,606	42,480,606	42,480,606	42,480,606
CDBL	571,181	1,569,454	1,569,454	1,569,454	1,569,454
Total		196,382,957	496,554,148	183,628,908	628,947,976

Investment in shares that do not have any quoted market price in the active market and whose fair value cannot be measured reliably, were recognized at cost.

14.03 Changes in fair value of the shares:*Figures in Taka*

Particular	2019	2018
Fair value of the investment	496,554,148	628,947,976
Less: Cost price of the investment	196,382,957	183,628,908
Fair value reserve required at 31st December	300,171,191	445,319,068
Less: Fair Value reserve at 1st January	(445,319,068)	(615,275,657)
Fair value adjustment for the year	<u>(145,147,877)</u>	<u>(169,956,589)</u>

15.00 Inventories:*Figures in Taka*

Particular	2019	2018
Stationery & Forms	1,006,245	1,040,475
Insurance stamps (15.01)	179,035	175,310
Total	1,185,280	1,215,785

Stocks of stationery and forms have been valued at cost.

15.01 Insurance stamps:

Particular	2019	2018
Opening Balance	175,310	190,230
Add: Purchase	4,000,000	3,800,000
Sub Total	4,175,310	3,990,230
Less: Recovery on use	3,996,275	3,814,920
Closing Balance	179,035	175,310

16.00 Sundry debtors (Including advances, deposits & others):

Particular	2019	2018
Advance against Office Rent	25,447,015	24,520,545
Advance against others	68,172,781	66,552,106
Security Deposit	1,056,040	1,013,383
Advance against Co-Insurance Commission	4,946,242	4,550,907
Advance Income Tax (16.01)	238,279,707	226,162,646
Collection Control Accounts (Policies & cover notes)	142,720,170	127,680,178
Advance Co-Insurance Premium	7,769,280	6,770,937
Agents Balance	3,249,853	3,249,853
Total	491,641,088	460,500,555

16.01 Advance Income Tax:

Particular	2019	2018
Opening Balance	226,162,646	215,699,662
Add: Addition during the year	12,117,061	10,462,984
Less: Adjustment / Settlement during the year	-	-
Total	238,279,707	226,162,646

17.00 Amount due from other persons or bodies carrying on insurance business:

Particular	2019	2018
SBC (Treaty)	152,017,411	135,679,382
Co-insurance claim recoverable	20,388,499	10,568,320
SBC (Facultative)	83,477,413	47,956,279
SBC (Treaty) accepted	6,917,163	6,917,163
SBC (Facultative) accepted	1,203,525	1,203,525
Port Folio Loss on acceptance	842,668	842,668
SBC Co-insurance Business	90,702,515	58,296,410
Total	355,549,194	261,463,747

18.00 Cash & Cash Equivalents:*Figures in Taka*

Particular	2019	2018
Cash in hand (18.01)	16,837,330	20,619,809
STD / SND Account	121,250,932	159,237,943
Current Account	12,272,270	25,457,832
Fixed Deposit (18.02)	283,374,458	264,807,692
Total	433,734,990	470,123,276

18.01 Cash in hand:

SL No.	Name of Branches	2019	2018
1	Head Office	3,790,256	5,241,229
2	Local Office	519,265	301,868
3	Imamgonj Branch	25,196	185,497
4	Motijheel Branch	494,064	123,962
5	New Market Branch	245,198	444,432
6	B. B. Avenue Branch	46,050	570
7	English Road Branch	1,394,166	1,267,062
8	Mouchak Branch	118,803	1,267,579
9	Bangshal Branch	378,065	269,566
10	Sadarghat Branch	563,002	289,083
11	Kawran Bazar Branch	634,082	371,064
12	Gulshan Branch	54,270	48,942
13	Chawk Bazar Branch	170,352	95,394
14	Islampur Branch	96,663	95,098
15	Mirpur Branch	519,908	388,925
16	Narayangonj Branch	507,994	182,862
17	Agrabad Branch	716,667	1,732,254
18	Khatunganj Branch	934,701	3,047,672
19	Khulna Branch	1,701,335	3,216,984
20	Kushtia Branch	424,277	167,356
21	Jessore Branch	1,822,795	150,430
22	Rajshahi Branch	235,588	407,912
23	Bogra Branch	210,669	289,611
24	Pabna Branch	745	81,450
25	Dinajpur Branch	220,349	199,094
26	Rangpur Branch	264,245	207,100
27	Comilla Branch	231,053	40,059
28	Sylhet Branch	146,050	98,972
29	Mymensingh Branch	103,210	225,101
30	Chaumuhani Branch	256,829	103,666
31	Barishal Branch	2,930	34,585
32	Madaripur Branch	8,553	44,430
	Total:	16,837,330	20,619,809

18.02 Fixed Deposit:*Figures in Taka*

Particular	2019	2018
Opening Balance	264,807,692	253,693,541
Add: Creation during this year	3,000,000	6,000,000
Add: Interest conversion to FDR	15,566,766	12,315,687
Sub total:	283,374,458	272,009,228
Less: FDR encashment	-	7,201,536
Total	283,374,458	264,807,692

19.00 Interest Income:

Particular	2019	2018
Interest on FDR's	15,566,766	12,315,687
Interest on National Savings Bond	3,025,000	3,025,000
Interest on STD/SND Accounts	2,075,087	70,781
Interest on encashment of FDR's	-	223,289
Total	20,666,853	15,634,757

20.00 Other Income:

Particular	2019	2018
Rental Income (Phoenix Bhaban)	10,000,000	9,300,000
Profit on sale of Vehicles	-	3,127,897
Rental Income (Rupayan Tower)	845,100	604,000
Rental Income (Makka Madina Tower)	1,063,104	-
Income from Investment to Phoenix Security Limited	3,600,000	3,600,000
Total	15,508,204	16,631,897

21.00 Claim under policies less Re-insurance:

Particular	Fire	Marine Cargo	Marine Hull	Motor	Miscellaneous	Total
Claim paid during the year	18,939,715	4,339,724	4,425,000	12,363,638	167,166	40,235,243
Claim outstanding at the end of the year	11,395,187	55,548,674	2,063,637	11,478,219	2,178,608	82,664,325
Claim outstanding at the beginning of the year	(29,314,270)	(20,542,440)	(2,267,881)	(15,492,246)	(3,244,574)	(70,861,411)
Total amount-2019	1,020,632	39,345,958	4,220,756	8,349,611	(898,800)	52,038,157
Total amount-2018	709,691	18,823,086	1,073,440	13,538,147	(3,479,030)	30,665,334

22.00 Premium less Re-Insurance:

Class of Business	On Direct Business	On Re-insurance Ceded	Total
Fire	327,837,928	206,556,443	121,281,485
Marine Cargo	258,721,893	56,168,470	202,553,423
Marine Hull	9,051,390	8,020,832	1,030,558
Motor	110,582,048	687,273	109,894,775
Miscellaneous	74,381,843	35,872,544	38,509,299
Total amount	780,575,102	307,305,562	473,269,540

23.00 Management Expenses:

As per section 40 (C-2) of Insurance Act 1938, all expenses of management excluding insurance stamps wherever incurred, whether directly or indirectly, in respect of Fire, Marine and Miscellaneous insurance business transacted in Bangladesh have been fully charged to the respective revenue accounts in the proportion of gross premium. This year total management expenses are Tk. 272,411,728 where as Tk. 291,692,211 were in 2018.

24.00 Earnings per Share (EPS):

The Company calculated Earnings per Share (EPS) in accordance with IAS 33 "Earnings per share" which has been shown on the face of the income statement and this has been calculated by dividing the basic earnings by the weighted average number of ordinary shares outstanding for the year. Details calculations were as follows:

Figures in Taka

Particular	2019	2018
a) Earnings attributable to ordinary share holders (Net profit after taxation and provision)	93,003,268	103,091,995
b) Weighted average number of ordinary shares outstanding during the year	40,341,572	40,341,572
c) Basic earnings per share (a/b)	<u>2.31</u>	<u>2.56</u>

The Company's Earnings per Share (EPS) decreased due to dividend income and other income have been decreased from last year.

25.00 Net Assets Value per Share (NAV):

The Company calculated Net Assets Value per Share (NAV) on the basis of the weighted average number of ordinary shares outstanding for the year. Details calculations were as follows:

Particular	2019	2018
a) Net assets	1,407,106,640	1,493,146,347
b) Weighted average number of ordinary shares outstanding during the year	40,341,572	40,341,572
c) Net assets value per share (a/b)	<u>34.88</u>	<u>37.01</u>

Note: Maximum amount of investment in share market during the year, the market price of the company's equity investment have been reduced as a result NAV have been decreased from last year

26.00 Net Operating Cash Flow per Share (NOCFPS):

The Company calculated Net Operating Cash Flow per Share (NOCFPS) on the basis of the weighted average number of ordinary shares outstanding for the year. Details calculations were as follows:

Particulars	2019	2018
a) Net cash provided by operating activities	25,541,410	74,833,565
b) Weighted average number of ordinary shares outstanding during the year	40,341,572	40,341,572
c) Net operating cash flow per share (a/b)	<u>0.63</u>	<u>1.85</u>

The Company's Net Operating Cash Flow per Share (NOCFPS) is lower due to dividend and interest has been decreased.

26.01 Reconciliation of Net Profit to Net Operating Cash Flows:*Figures in Taka*

Particulars	2019	2018
Net profit before tax	115,269,990	126,265,471
Adjustment:		
Depreciation	11,726,963	12,835,061
Gain on disposal of fixed asset	-	(3,127,897)
Changes in Working Capital:		
Increase / (Decrease) of the balance of fund & account	13,721,322	(6,208,215)
Increase / (Decrease) of premium deposit	(21,105,315)	4,451,705
Increase / (Decrease) of outstanding claims	11,802,914	(16,491,338)
Increase / (Decrease) of amount due to other persons or bodies	(4,579,566)	(22,708,284)
Increase / (Decrease) of gratuity fund	3,962,694	4,386,056
Increase / (Decrease) of reserve for corporate social responsibility	100,000	400,000
Increase / (Decrease) of sundry creditor except tax payable	19,837,383	11,770,893
(Increase) / Decrease of inventories (stationery, forms & insurance stamps)	30,505	(68,532)
(Increase) / Decrease of advance, deposit & prepayment except AIT & Collection control A/c	(3,983,480)	(7,251,584)
(Increase) / Decrease of amount due from other persons or bodies	(94,085,447)	(551,460)
(Increase) / Decrease of collection control A/c	(15,039,992)	(18,445,327)
Income Tax paid	(12,117,061)	(10,462,984)
Net cash generated from operating activities	25,541,410	74,833,565

27.00 Key Management Personnel Compensation:

Total amount of compensation paid key management personnel (up to G.M.) except Director and Chairman. We paid them fees for attending meeting of the Company. The detail of key management personnel as per the paragraph 17 IAS of 24: "Related Party Disclosures": is presented below:

Particulars	2019	2018
	Senior Executives	Senior Executives
Basic Salary	11,717,100	9,668,736
House Rent	4,718,550	4,474,368
Medical	751,704	726,871
Corporate Allowance	900,000	1,014,000
Festival Bonus	1,952,850	1,611,456
Performance Bonus	1,462,061	1,286,985
Others	4,256,052	2,385,816
Provident Fund	2,004,408	1,530,300
Total	27,762,725	22,698,532

28.00 Deferred Liability for Tax:

Figures in Taka

Particulars	2019	2018
(a) Property, Plant & Equipment at cost:		
(i) WDV of Fixed Asset at accounting base	117,978,712	127,491,806
(ii) WDV of Fixed Asset at Tax base	69,307,405	77,730,550
(iii) Taxable temporary difference (i-ii)	48,671,307	49,761,256
Tax Rate	37.50%	37.50%
(iv) Deferred Liability for Tax in this year	18,251,740	18,660,471
(v) Deferred Liability for Tax previous year	18,660,471	20,194,530
(vi) Provision for Deferred Tax Expenses / (Income) (iv-v)	(408,731)	(1,534,059)
(b) Gratuity Payable:		
(i) At accounting base	(27,792,334)	(23,829,640)
(ii) At Tax base	-	-
(iii) Deductible temporary difference (i-ii)	(27,792,334)	(23,829,640)
Tax Rate	37.50%	37.50%
(iv) Deferred Liability for Tax in this year	(10,422,125)	(8,936,115)
(v) Deferred Liability for Tax previous year	(8,936,115)	(7,777,434)
(vi) Provision for Deferred Tax Expenses / (Income) (iv-v)	(1,486,010)	(1,158,681)
(c) Revaluation on Building:		
(i) WDV at accounting base	27,514,067	28,962,176
(ii) WDV at Tax base	-	-
(iii) Taxable temporary difference (i-ii)	27,514,067	28,962,176
Tax Rate	37.50%	37.50%
(iv) Deferred Liability for Tax in this year	10,317,775	10,860,816
(v) Deferred Liability for Tax previous year	10,860,816	12,194,600
(vi) Provision for Deferred Tax Expenses / (Income) (iv-v)	(543,041)	(1,333,784)
(d) Revaluation on Land:		
(i) WDV at accounting base	152,825,000	152,825,000
(ii) WDV at Tax base	-	-
(iii) Taxable temporary difference (i-ii)	152,825,000	152,825,000
Tax Rate	4.00%	4.00%
(iv) Deferred Liability for Tax in this year	6,113,000	6,113,000
(v) Deferred Liability for Tax previous year	6,113,000	6,113,000
(vi) Provision for Deferred Tax Expenses / (Income) (iv-v)	-	-

Figures in Taka

Particulars	2019	2018
(e) Fair value Reserve:		
(i) Carrying value at accounting base	300,171,191	445,319,068
(ii) Carrying value at Tax base	-	-
(iii) Taxable temporary difference (i-ii)	300,171,191	445,319,068
Tax Rate	10%	10%
(iv) Deferred Liability for Tax in this year	30,017,119	44,531,907
(v) Deferred Liability for Tax previous year	44,531,907	61,527,566
(vi) Provision for Deferred Tax Expenses /		
(Income) (iv-v)	(14,514,788)	16,995,659
Total Deferred Liability for Tax in this year	54,277,509	71,230,079
Total Provision for Deferred Liability	(2,437,782)	(4,026,524)

29.00 Related party Disclosure:

Phoenix Insurance Co. Ltd. in normal course of business carried out a number of transactions with other entities that fall within the definition of related party contained in Bangladesh Accounting Standard (BAS) 24 "Related Party Disclosures" all transactions involving related parties arising in normal course of business are conducted on an arm's length basis at commercial rates on the same terms and conditions as applicable to the third parties. Details of transactions with related parties and balances thereof as at 31st December 2019 were as follows:

Name of related party	Relationship	Nature of Transaction	Income
Apollo Ispat Complex Ltd.	Common Director	Insurance Business	493,914
Pakiza Cotton & Spinning Mills Ltd.	Common Director	Insurance Business	36,045,351
Partex Group	Common Director	Insurance Business	10,233,785
Phoenix Security Limited	Common Director	Investment Income	36,00,000
Total			50,373,050

30.00 Director's Benefit Disclosure:

The company pays fees to its Directors for attending the Board meeting and its Committee meetings as permitted by Insurance Development and Regulatory Authority. As per IDRA circular no- Pro: Bi: Ni: 15/01/96/Part-1 dated 26-08-2010, a Director may be paid fees for attending Board meeting or its Committee meetings which shall not exceed Tk. 5,000 (Five thousand) for attending each meeting and other circular no- 53.03.0000.009.18.014.18.123 dated 31-05-2018, a Director may be paid fees for attending Board meeting or its Committee meetings which shall not exceed Tk. 8,000 (Eight thousand) for attending each meeting. Details are as given below:

Figures in Taka

Particulars	Attendance fee per meeting	Meeting held	Total attended	2019	2018
Board Meeting	5000	7	94	470,000	880,000
Board Meeting	8000	3	43	344,000	-
Claims Committee	5000	2	6	30,000	60,000
Claims Committee	8000	1	3	24,000	-
Audit Committee	5000	2	12	60,000	100,000
Audit Committee	8000	1	6	48,000	100,000
Service Committee	5000	-	-	-	20,000
Service Committee	8000	-	-	-	-
Total			164	976,000	1,060,000

31.00 Auditor's Remuneration:

Zoha Zaman Kabir Rashid & Co., Chartered Accountants has been appointed as Company's Statutory Auditor for this year by the shareholders at its 33rd Annual General Meeting held on 19th June 2019 and fixed their remuneration of Tk. 250,000/- including Tax.

32.00 Contingent Liability:

The following claims against policy have been treated as Contingent Liability:

Name of Claimer	Policy Type	Case Number	Claimed Amount	Remarks
M/s. Mahmood Brothers	Insurance Guarantee	1/1991	35,23,433/-	Pending in High Court
M/s. Euroasia Felt Industry Ltd.	Fire	143/2008	5,34,71,314/-	Pending in Judge Court

The issued file cases to the Lower and High Court above claims according to their demand. The Courts are yet to settle the cases. The company believed that the claims are not lawfully demandable according to the Insurance Act, will not materially affect the financial statements.

Contingent Liability for Tax:

Assessment Year	Provision for Income Tax	Tax Paid	Tax Demand	Remarks
2011-2012	12,000,000	11,090,121	73,038,628	Stay order by High Court
2012-2013	12,947,168	12,893,142	93,722,953	Stay order by High Court
2013-2014	37,000,000	36,903,563	89,655,660	Under appeal
2014-2015	45,700,000	52,451,303	-	Self assessment U/S – 82 BB
2015-2016	29,600,000	26,165,984	79,579,872	Under appeal
2016-2017	37,000,000	37,506,453	-	Under hearing
2017-2018	28,164,549	13,419,042	-	Under hearing
2018-2019	19,209,701	16,029,895	-	Submitted
2019-2020	24,704,504	17,081,113	-	Submitted
Total	246,325,922	223,540,616	335,997,113	

33.00 Event after Balance Sheet Date:

The Board of Directors has recommended 12% cash on paid up capital for the year ended December 31, 2019 as per approval of Board meeting held on 05 July, 2020 as dividend on paid up capital of Tk. 403,415,720 subject to the approval in the Annual General Meeting to be held on September 16, 2020. Proposed dividend amount of the year is Tk. 48,409,886. After allowing this dividend the accumulated Profit / (loss) of the company will arrive at Tk. 15,697,667 only.

34.00 General:

1. No. of Employees received salary up to Tk. 3,000: Nil.
2. No. of Employees received salary above Tk. 3,000: 281.
3. The company has no contingent liability.
4. The Board of Directors received no remuneration from the company other than fees for attending Board Meetings.
5. During the year 10 no. of Board Meetings were held.
6. All shares have been fully called and paid up.
7. There were no preference shares issued by the company.

SCHEDULE OF FIXED ASSETS

AS AT 31ST DECEMBER, 2019

A-1

Particulars		Cost				Depreciation				Written Down Value	
		Balance as on 01.01.19	Addition this year	Disposal this year	Balance as on 31.12.19	Rate of Dep. (%)	Balance as on 01.01.19	Charge this year	Adjustment this year	Balance as on 31.12.19	As on 31.12.18
1	Land	6,474,844	-	-	6,474,844	-	-	-	-	-	6,474,844
2	Building	117,643,795	-	-	117,643,795	5%	36,788,839	4,042,748	-	40,831,587	80,854,956
3	Furniture & Fixture	39,848,298	142,335	-	39,990,633	10%	29,492,986	1,035,876	-	30,528,862	10,355,312
4	Office Equipment	27,113,045	257,551	-	27,370,596	15%	21,250,633	886,155	-	22,136,788	5,862,412
5	Electric Installation	1,638,233	174,574	-	1,812,807	15%	1,265,412	58,576	-	1,323,988	372,821
6	Air Cooler	6,476,950	-	-	6,476,950	15%	5,363,907	166,956	-	5,530,863	1,113,043
7	Vehicle	48,326,751	182,900	-	48,509,651	20%	28,557,187	3,954,011	-	32,511,198	19,769,564
8	Telephone Installation	4,425,973	8,400	-	4,434,373	5%	1,737,119	134,532	-	1,871,651	2,688,854
Total		251,947,889	765,760	-	252,713,649		124,456,083	10,278,854	-	134,734,937	127,491,806

REVALUED ASSETS

Particulars		Cost			Depreciation					Written Down Value	
		Balance as on 01.01.19	Addition this year	Disposal this year	Balance as on 31.12.19	Rate of Dep. (%)	Balance as on 01.01.19	Charge this year	Adjustment this year	Balance as on 31.12.19	As on 31.12.18
1	Land	146,350,156	-	-	146,350,156	-	-	-	-	-	146,350,156
2	Building	43,769,761	-	-	43,769,761	5%	14,807,585	1,448,109	-	16,255,694	28,962,176
	Total	190,119,917	-	-	190,119,917		14,807,585	1,448,109	-	16,255,694	175,312,332
	Grand Total	442,067,806	765,760	-	442,833,566		139,263,668	11,726,963	-	150,990,631	302,804,138

Net Assets Value (NAV)

Figures in Taka

Particulars	2019	2018
Investment	581,554,148	713,947,976
Interest outstanding	1,512,500	1,512,500
Amount Due from other Persons or Bodies Carrying on Insurance Business	355,549,194	261,463,747
Sundry Debtors	491,641,088	460,500,554
Cash in Hand and at Banks	433,734,990	470,123,276
Fixed Assets (at Cost)	291,842,935	302,804,138
Stock of Stationery and Forms	1,006,245	1,040,475
Stamp in Hand	179,035	175,310
Total Tangible Assets (A)	2,157,020,135	2,211,567,976
Balance of Funds and Accounts	189,926,151	176,204,829
Premium Deposits	16,505,575	37,610,390
Estimated Liabilities in respect of outstanding Claims whether due or intimated:	82,664,325	70,861,411
Amount Due to other persons or bodies carrying on Insurance Business :	34,750,306	39,329,872
Sundry Creditors	340,457,269	295,915,382
Deferred Liability For Gratuity	27,792,334	23,829,640
Deferred Liability For Tax	54,277,509	71,230,079
Reserve for corporate social responsibility (CSR)	3,540,026	3,440,026
Total Liabilities (B)	749,913,495	718,421,629
Net Tangible Assets (A-B)	1,407,106,640	1,493,146,347
Number of Shares (C)	40,341,572	40,341,572
Tangible Assets Per Share (A-B)/C	34.88	37.01

Particulars	2019	2018
Share Capital	403,415,720	403,415,720
Reserve for Exceptional Losses	513,617,375	466,290,421
Share Premium	897,121	897,121
Revaluation Reserve	156,745,596	157,614,461
Investment Reserve	270,154,072	400,787,161
Profit & Loss Appr. Account Balance	62,276,756	64,141,463
Total Shareholders Equity	1,407,106,640	1,493,146,347
Number of Shares	40,341,572	40,341,572
Equity per Share	34.88	37.01

Compliance of International Accounting standards (IAS) And International Financial Reporting Standards (IFRS)

Name of the IAS	IAS No.	Status
Presentation of Financial Statements	1	Applied
Inventories	2	Applied
Cash Flow Statements	7	Applied
Accounting Policies, Changes in Accounting Estimate and Errors	8	Applied
Events after the Balance Date	10	Applied
Construction Contracts	11	N/A
Income Taxes	12	Applied
Property, Plant and Equipment	16	Applied
Leases	17	N/A
Revenue	18	N/A
Employee Benefits	19	Applied
Accounting Government Grants and Disclosure of Government Assistance	20	N/A
The Effects of Changes in Foreign Exchange Rates	21	Applied
Borrowing costs	23	N/A
Related Party Disclosures	24	Applied
Accounting and Reporting by Retirement Benefit Plants	26	Applied
Consolidated and Separate Financial Statements	27	Applied
Investment in Associates and Joint Ventures	28	N/A
Financial Reporting in Hyper Inflationary Economics	29	N/A
Financial Instruments: Presentation	32	Applied
Earning Per Shares	33	Applied
Interim Financial Reporting	34	Applied
Impairment of Assets	36	Applied
Provisions, Contingent Liabilities and contingent Assets	37	Applied
Intangible Assets	38	N/A
Financial Instruments: Recognition and Measurement	39	Applied
Investment Property	40	N/A
Agriculture	41	N/A

Name of the IFRS	IFRS No.	Status
First Time Adaption of IFRS	1	N/A
Share Based Payment	2	N/A
Business Combination	3	N/A
Insurance Contracts	4	Applied
Non-current Assets Held for Sale Discontinued Operations	5	N/A
Exploration for and Evaluation of Mineral Resources	6	N/A
Financial Instruments: Disclosures	7	Applied
Operating Segments	8	Applied
Financial Instruments	9	Applied
Fair Value Measurement	13	Applied
Revenue from Contracts with Customers	15	Applied

Corporate Calendar

FINANCIAL

First quarter ended 31 March 2019	Announced on	April 24, 2019
Half yearly ended 30 June 2019	Announced on	July 29, 2019
Third quarter ended 30 September 2019	Announced on	October 24, 2019
Year ended 31 December 2019	Announced on	July 05, 2020

DIVIDENDS

Year-2018 (Cash dividend)	Announced on	April 24, 2019
	Entitlement date	June 19, 2019
	Statutory limit for paying	July 18, 2019
	Paid on	July 18, 2019
Year-2019 (Cash dividend)	Announced on	July 05, 2020
	Entitlement date	September 16, 2020
	Statutory limit up to will be paid	October 15, 2020

ANNUAL GENERAL MEETING

Confirmation of Shareholder Register	Record date	July 30, 2020
Notice of the Annual General Meeting	Date on	August 06, 2020
Annual Report 2019	Date of Issuance of Annual Report	September 01, 2020

34th Annual General Meeting	Date on	September 16, 2020
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OPERATIONAL

Annual Managers Conference	Held in	February 22, 2020
Branch Performance Review Meeting	Held in	June 20, 2019
	Held in	August 03, 2019
	Held in	October 05, 2019
New Product- Cattle Insurance Inauguration	Launched in	September 01, 2019

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Blanket distribution to poor people	Held in	January 17, 2020
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For more information

Contact: Purbani Annex Building (1st floor)
1/A Dilkusha C/A
Dhaka-1000
E-mail: mail@phoenixinsurance.com.bd

Forward Looking Statement

The forward-looking statement made is based on our beliefs, assumptions and expectations of future performance, taking into account all information currently available to us. Actual results could differ materially from the forward-looking statements made during this presentation. Although we believe that the expectations reflected in the forward-looking statements are reasonable based on the current market conditions, we can provide no assurance that our forward-looking statements will accurately reflect actual result.

These statements generally can be identified by the use of forwards looking word such as "believe", "estimate", "anticipate", "plan", "predict", "may", "hope", "can", "will", "should", "expect", "intend", "is designed to", "with the intent", "potential", the negative of these words or such other variations thereon.

These forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the company's actual results of operations, financial condition, solvency ratios, capital or liquidity positions or prospects to be materially different from any future results of operations, financial condition, solvency ratios, capital or liquidity positions or prospects expressed or implied by such statements or cause PHOENIX Insurance to not achieve its published targets. Such factors include, among others:

- the frequency, severity and development of insured claim events, particularly natural catastrophes, man-made disasters, pandemics, acts of terrorism and acts of war; mortality, morbidity and longevity experience;
- instability affecting the global financial system;
- deterioration in global/national economic conditions;
- the effect of market conditions, including the internal equity and credit markets, and the level and volatility of equity prices, interest rates, credit spreads, currency values and other market indices, on the company's investment assets;
- changes in legislation and regulation, and the interpretations thereof by regulators and courts, affecting us or the Company's ceding companies, including as a result of shifts away from multilateral approaches to regulation of global operations;
- the outcome of tax assessment, the ability to realize tax loss carry forwards, the ability to realize deferred tax assets (including by reason of the mix of earnings in a jurisdiction or deemed change of control), which could negatively impact future earnings, and the overall impact of changes in tax regimes on business models;
- uncertainties in estimating reserves; policy renewal and lapse rates;
- extraordinary events affecting the company's clients and other counterparties, such as bankruptcies, liquidations and other credit-related events;
- legal actions or regulatory investigations or actions, including those in respect of industry requirements or business conduct rules of general applicability;

These factors are not exhaustive. The Company operates in a continually changing environment and new risks emerge continually. Readers are cautioned not to place undue reliance on forward-looking statements. PHOENIX Insurance undertakes no obligation to publicly revise or update any forward-looking statements, whether as a result of new information, future events or otherwise.

Photo Album 2019

Phoenix Insurance Celebrating 33 years Anniversary



Senior Director Mr. Deen Mohammad (Former Chairman) inaugurate the ceremony with other Directors and High Official of the Company.



Mr. Deen Mohammad (Former Chairman) was awarded the LIFETIME ACHIEVEMENT AWARD by the Board of Directors and Management of the company for his active and relentless role in establishing Phoenix Insurance as a unique and customer friendly company among the private insurance companies.

Corporate Social activities



Blanket distribution to the winter effected people at Nilphamary

Partial View of ANTI-MONEY LAUNDERING



Registered Office: 1/A Dilkusha C/A (1st Floor), Dhaka-1000, Bangladesh

I/We _____
of _____
_____ being a member of Phoenix Insurance Company Limited do hereby appoint
Mr./Ms. _____
of _____
(or failing him/her) Mr./Ms. _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the **34th Annual General Meeting** of the Company to be held on Wednesday, the 16th September 2020 at 2.30 p.m. and at any adjournment thereof or at any ballot to be taken in consequence thereof.

Signed this _____ day of _____ 2020.

Signature of Proxy: _____ Signature of Shareholder: _____

Folio / BO ID No.: _____ Folio / BO ID No.: _____

Revenue
Stamp
Tk. 20/=

Note:

- 1) This Proxy Form, duly completed, signed and affixed with revenue stamp of Tk.20/- must be deposited at least 48 hours before the meeting at the Company's Registered Office. Proxy will be invalid if not signed and stamped as explained above.
- 2) Signature of the Shareholder should match with the Specimen Signature registered with the Company.

Attendance Slip

I hereby record my attendance at the **34th Annual General Meeting** of the Company being held on Wednesday, the 16th September 2020 at 2:30 p.m. at Digital Platform.

Name of Shareholder / Proxy: _____ Signature: _____

Folio / BO ID No.: _____ Date: _____

No. of Share: _____

Registered Office:

Purbani Annex Building (1st Floor)
1/A Dilkusha Commercial Area, Dhaka-1000
Bangladesh, G.P.O Box No.3647

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