

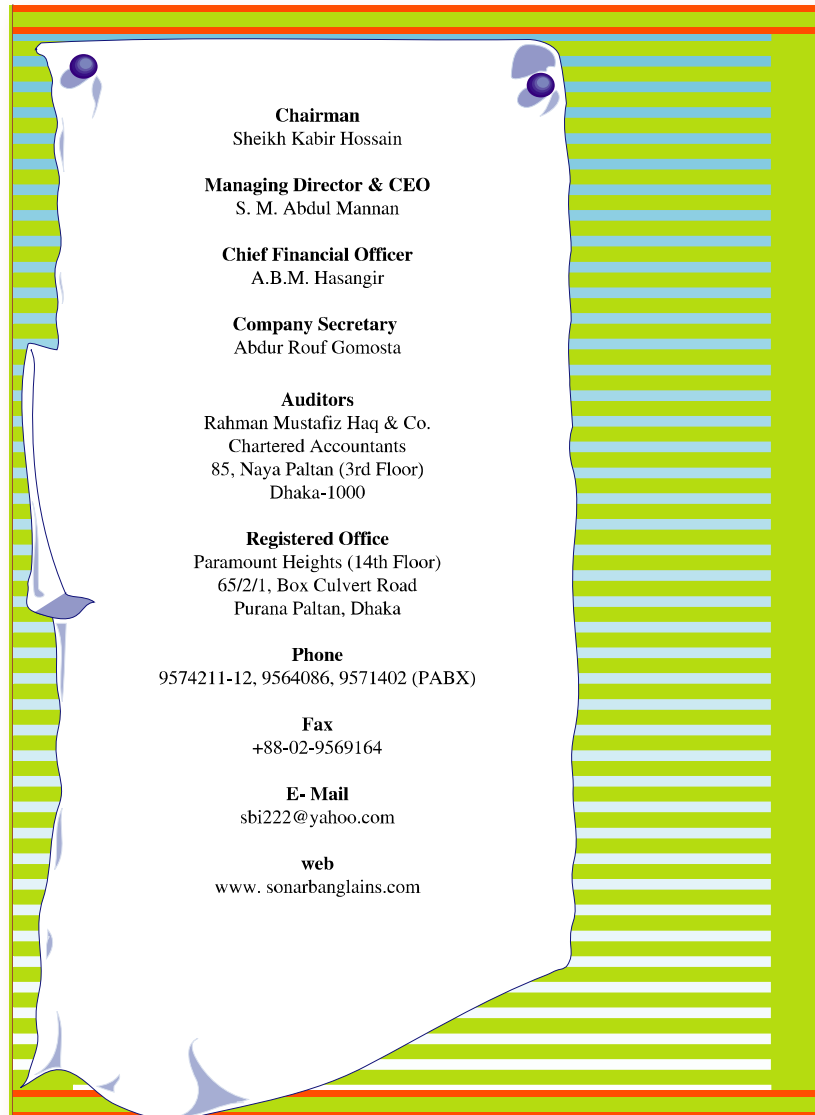
# ANNUAL REPORT 2012



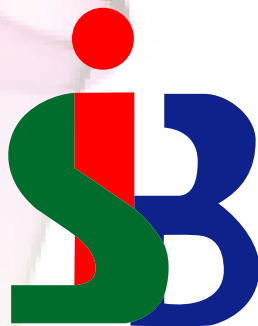
সোনার বাংলা ইন্স্যুরেন্স লিমিটেড

**SONAR BANGLA INSURANCE LIMITED**

Paramount Heights (14th Floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka  
Phone : 9574211-12, 9564086, 9571402 (PABX), Fax: +88-02-9569164  
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of  
Annual Report  
2012**



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### Speech from the Chairman

Dear Valued Shareholders,

Assala-mu-alaikum

I take this opportunity to warmly welcome you all in this 13th Annual General Meeting of the company being held at this specious and beautiful venue Bangladesh. I feel proud to present the Annual Report alongwith financial statements of your Company for the year 2012. Despite the sloth down situation of the economy your company has been able to maintain the growth of the Company which helps to increase its progress and success in 2012 with the guidance of the valued Shareholders, co-operation of the Board of Directors and with the held of the experienced Management team.

With continued economic ambiguity, new regulations and embryonic consumer expectations to run the Company, it seems the only constant is indeed change for the insurance industry. In line with this, we have passed another year your Sonar Bangla Insurance Limited has been able to establish a benchmark in the industry for its sustained business growth and strong corporate governance practices.

You will be happy to learn that during the year 2012, Sonar Bangla Insurance Ltd. has consecutive growth by achieving a record 8% increased in the gross premium to Tk. 34,53,55,471/- . The underwriting profit stands at Tk. 5,13,63,211/- with a staggering growth of 14.27% compare to last year 2011. The Underwriting profit as well as Net profit of 2012 is satisfactory inspite of having some financial hindrances and adverse indicators of the Country. The Board of Directors consistently monitor the state of affairs of the company. Your company has made sustainable progress in all areas of operation during this year where as a whole 2012 was a challenging year for the national economy including Insurance Industry of the Country.

Your company is working for the interest of its stakeholders. Our future programme is to introduce new ideas for the benefit of the industry and the investors. As always we shall give due consideration to the suggestion of our respected shareholders. In fine I have the pleasure to inform you that considering the overall situation of the industry and the company your board has recommended 12% stock dividend for the shareholders for the year-2012.

Finally, I thank you all once again for placing your trust on us and I am confident your continued support and co-operation will lead Sonar Bangla Insurance Limited to grow further with professional excellence.

May Allah shower on us his unending blessing at all times.

Yours truly,

Sheikh Kabir Hossain  
Chairman





### Managing Director & CEO's Round up

Dear Shareholders,  
Assalamualaikum,

It gives me immense pleasure to welcome you at the 13th Annual General Meeting of Sonar Bangla Insurance Ltd. I would like to express my heartfelt thanks to all of you for your active support all times. In this auspicious occasion, I would like to say a few words for the development of the Company. Since its inception Sonar Bangla Insurance Ltd. extended its continuous endeavor has increased Shareholders' interest to become the Company a financially sound organization and your Board and Management have delivered their tireless and integrated efforts for achieving the goal.

As a whole, 2012 was a challenging year for the economy, the Capital Market and Financial Service Industry including Insurance Company, the year began with some financial hindrances and broad-based insureds' deep concern and anxiety. It ended without any substantial improvement of the Country.

Despite the above sloth down situation in the economy and the imposition of some conditions by Insurance Development and Regularity Authority in the Insurance Industry, the Insurance Sector in the Country has moved ahead. Your Company also holds its progress for the year-2012 and thus Sonar Bangla Insurance Ltd. has earned a satisfactory Gross Premium Income of Tk. 34,53,55,471.00 in 2012 against Tk. 31,97,91,523.00 in 2011 where prevailing the sloth economy.

Our objective is to prove our integrity and credibility to the clients by extending sincere and meritorious services to them. It is our vow to extend expert advice on prudent Underwriting of the client's insurance requirements and make expeditious settlement of Claim.

That's why, we always consider our clients as the member of our family and extend our all our co-operations and prompt service to them in appropriate way. As a result our clients always repose their full trust on us. We always extend our technical support to our clients to cater their insurance requirements aiming at maximum benefit with appropriate cost.

We are ever grateful to all our regulatory bodies specially Insurance Development and Regularity Authority (IDRA), Securities and Exchange Commission, Register of Joint Stock Companies and Firms, Dhaka Stock Exchange, Chittagonj Stock Exchange, Bangladesh Bank, Central Depository of Bangladesh Ltd, and all Banks & Financial Institutions, Bangladesh Insurance Association (BIA), Bangladesh Insurance Academy, Sadharan Bima Corporation for their continuous support co-operation and encouragement.

We are also grateful to our employees for their dedication and thoughtful work to overcome the crucial challenges, we did face in running our business.

I sincerely thank all our respected Shareholders, Clients for reposing their unshakeable trust and confidence in making the year 2012 a success, my sincere appreciation to the honourable members of the Board for their judicious guidance round the year and look forward to receive the same in future.

With best regard,

S.M. Abdul Mannan  
Managing Director & CEO



## Profile of the Company

Sonar Bangla Insurance Limited (SBI), a third generation non-life insurance company was incorporated on March 14, 2000 as a Public Limited Company under the Companies Act, 1994 with the vision to become a premier non-life insurance Company. It obtained the certificate of registration for carrying insurance business from the Chief Controller of Insurance on April 26, 2000. The Company started its business with a paidup Capital of Tk. 6.00 crore against the authorized Capital of Tk. 20.00 crore being sponsored by group of renown business personalities and reported industrialist of the country having involvement diversified business. Presently its Authorized Capital and Paidup Capital have been enhanced to Tk. 100.00 crore and Tk. 22,36,08,000/- on July 21, 2011.

Mr. Sheikh Kabir Hossain, Chairman is an eminent social personality in Bangladesh. He is the Hon'ble Chairman of the Company as well as the President of the Bangladesh Insurance Association. He is the former Chairman of Bangladesh Red Crescent Society, Lions Club International of Bangladesh, Vice-Chairman of Islamia Eye Hospital, Member of Board of Governor-Bangladesh Open University etc. Besides, he takes part important role to take important policy making regarding different issues on financial matter of the Country with participation of Insurance Development and Regulatory Authority (IDRA), Ministry of Finance and Dhaka Stock Exchange also to bring the discipline in the financial sector.

Sonar Bangla Insurance Limited went into initial public offering (IPO) in 2005 to raise its paidup Capital from 6.00 crore to 15.00 crore and listed with the Dhaka Stock Exchange and Chittagong Stock Exchange in 2006. Sonar Bangla Insurance Limited obtained A- (single A) Surveillance Rating (Stable outlook) from CRISL based on its sound financial performance and high claim paying ability. The Company has been operating its business with a network of 19 branches in different districts of the country. The Company earned gross premium of 34,53,55,471/- in 2012 against 31,97,91,523/- in 2011. The Company made underwriting profit of Tk. 5,13,63,211/- and profit before tax is Tk. 6,86,06,237/- in 2012 against Tk. 4,49,45,431/- and Tk. 5,42,12,680/- respectively against the last year.

Our objective is to prove our integrity and credibility to the clients by extending sincere and meritorious services to them. It is our vow to extend expert advice on prudent Underwriting of the client's insurance requirements and make expeditious settlement of Claim.

That's why, we always consider our clients as the member of our family and extend our all our co-operations and prompt service to them in appropriate way. As a result our clients always repose their full trust on us. We always extend our technical support to our clients to cater their insurance requirements aiming at maximum benefit with appropriate cost.

The future plans of Sonar Bangla Insurance Limited not only development of new products and services, but also marketing activities aimed at tapping the hitherto untapped segments of the market. The Company is fully aware of its social responsibilities and would like to aim its future developments activities in the direction which bring insurance services and benefits to the reach of the common people of Bangladesh.



## Historical Background

### MAJOR EVENTS

Date of incorporation	14 March 2000
Date of Registration from the Chief Controller of Insurance	26 April 2000
Listing with Dhaka Stock Exchange (DSE)	15 January 2006
Listing with Chittagong Stock Exchange (CSE)	
First trading of shares at Dhaka Stock Exchange (DSE)	15 January 2006
Shareholding structure	Percentage (%) Taka
Sponsors	38.35%
Public Shareholders	61.65%

### CAPITAL

<b>Authorized</b>		
10,00,00,000 ordinary shares of	Tk. 10 each	Tk. 1,00,00,00,000
<b>Paid-up</b>		
2,23,60,800 ordinary shares of	Tk. 10 each	Tk. 22,36,08,000

### 5 (FIVE) YEARS POSITION AT A GLANCE

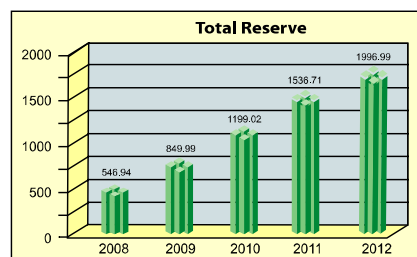
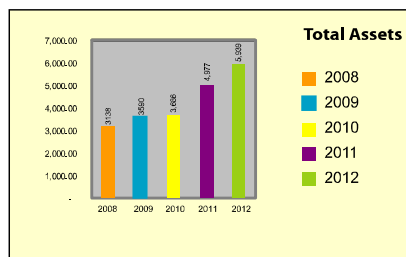
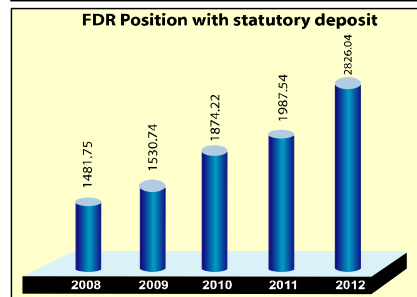
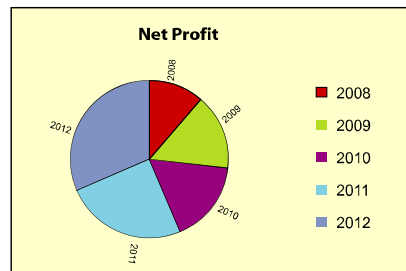
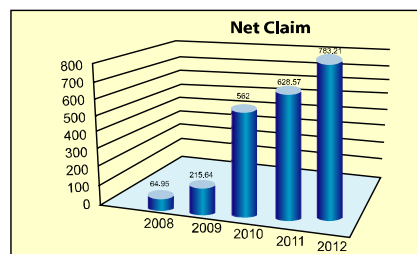
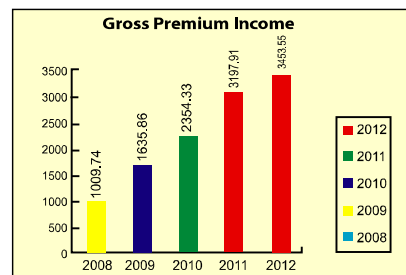
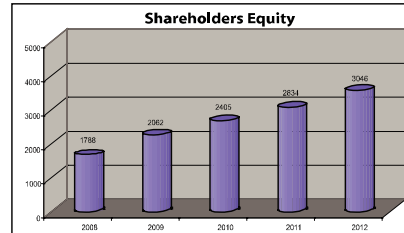
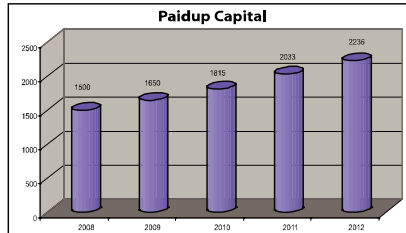
(Figure in Lac)

Particulars	Year				
	2012	2011	2010	2009	2008
Paid up Capital	2236.08	2032.80	1815	1650.00	1500.00
Gross Premium Income	3453.55	3197.91	2354	1635.86	1009.74
Net Premium Income	2213.12	1837.71	1514	1089.22	641.94
Net Claim	783.21	628.57	562.00	215.64	64.95
Net Profit	686.06	542.13	366.24	337.53	246.61
Underwriting Profit	514	449	89	171	226
Dividend (Stock)	12%	10%	12%	10%	10%
FDR Position with statutory deposit	2826.04	1987.54	1874.22	1530.74	1481.75
Reserve (Total)	1996.99	1536.71	1199.02	849.99	546.94
Assets (Total)	5939.01	4977.39	3686.25	3589.72	3138.00
<b>Others Information (Considering the face value of share Tk. 10 each)</b>					
Earning per Share (EPS)	1.88	1.57	1.48	1.40	1.16
Net Operating Cash Flow (NOCFS)	4.96	1.80	2.72	1.31	1.64
Net Asset Value (NAV)	14.98	13.95	13.26	12.49	12.21

## COMPANY'S POSITION BY GRAPHICAL REPRESENTATION



(Figure in Lac)





## Our Vision, Mission & Goal

### **Vision:**

To Make the Company an ideal institution and create value for our Shareholders and clients.

### **Mission:**

To make the Company a glorious one by becoming the most caring one with innovation dedication dynamism and client need based efficient service.

### **Goal :**

To create trust and confidence amongst the insureds  
To create value added services for our clients,  
To maximize our services for the clients.  
To maximize profit of the Company.  
To create a healthier environment for all our stakeholder.

## OVER ALL STRATEGIC OBJECTIVES

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We, at Sonar Bangla Insurance Ltd. realize that, for us to prosper, we need to be flexible and responsive, to satisfy our clients by providing them with what they want, when they want it and most importantly before other competitors can offer it. It is important to recognize the elements that make our intangible resources, such as, our ability to relate to customers regarding their needs and wants, management style, corporate culture and commitment. These elements will differentiate us from our competitors and contribute towards the development of a sustainable competitive edge. Our corporate strategy and guiding principles rest firmly on this belief.

### PROCESS FOCUS

- To have all products meet standard of excellence guidelines
- To continually improve internal process to realize efficiencies
- Improve system accuracy and responsiveness
- Improve organizational structure
- Improve performance measurement and reporting capability
- Reduce administrative overhead
- Improve financial analysis, controls, and audit capability

### BUSINESS FOCUS

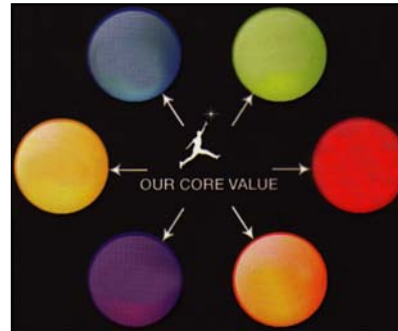
- Increase quality
- Implement changes faster
- Increase customer retention
- Increase customer loyalty
- Improve overall service and maximize market share
- Improve marketing, advertising and public relations
- Achieve and maintain outstanding customer service
- Continuously broaden customer database by obtaining new information on customer characteristics and needs

### PEOPLE/LEARNING FOCUS

- To hire, develop and maintain the right people in right place
- Employ professionals who create success for customers
- Develop broad set of skills useful for customer support
- To continually learn and adopt current best practices
- Transfer knowledge from leading-edge clients
- To align incentives and staff rewards with performance

#### OUR CORE VALUES

- Integrity
- Transparency
- Professionalism & Excellences
- Customer Focus
- Fairness
- Team Spirit
- Commitment
- Enthusiasm for work
- Business Ethics
- Quality
- Continuous self Improvement



#### OUR CORE STRENGTHS

- Professionally Strong Board of Directors
- Sound Capital Base
- Prompt Decision Making
- Efficient Team Work
- Customer Satisfaction
- Internal check & Control
- Professional & experienced Management
- Unique Corporate Culture
- Sound assets base
- Sound reserve base
- High claim paying ability

#### OUR CORE COMPETENCIES

- Knowledge
- Experience & Expertise
- Transparency
- Pursuit of Disciplined Growth Strategies
- Prompt claims settlement
- Adequate coverage from Re-Insurers from SBC.
- Reliability





## *Board of Directors*



**Al-haj Md. Ruhul Amin**  
Director  
Sonar Bangla Insurance Ltd.  
Chairman & Managing Director  
Comfort Group



**Sheikh Kabir Hossain**  
Chairman  
Sonar Bangla Insurance Ltd.  
Bangladesh Insurance Association  
Managing Director  
Cabico Limited  
Former Chairman  
Bangladesh Red Crescent Society  
Lions Club International  
Vice Chairman  
Islamia Eye Hospital  
Member, Board of Governors  
Bangladesh Open University  
Director : National Tea Company Ltd.



**Al-haj Md. Shamsul Haque**  
Director & Ex-Chairman  
Sonar Bangla Insurance Ltd.  
Chairman  
Claxton Apparels & Textiles Ltd.  
Butterfly Sewing Machine Mfg. Co. Ltd.



**Ln. Engr. Kazi M.A. Malek**  
Director  
Sonar Bangla Insurance Ltd.  
Ex-Founder Chairman  
Sonar Bangla Insurance Ltd.  
Ex-Vice-chairman  
Sonar Bangla Insurance Ltd.  
Chief Advisor to District Governor  
District B2, Lions Clubs International  
Founder President  
Tezkhal Kazi M.A. Malek Dakhil Madrasha,  
Founder  
Tezkhal Madrasha Jam-e-Mosjid  
Tezkhal Madrasha Orphanage  
Bancharampur, B-Baria  
Executive Committee Member  
Bancharampur Upazilla Kallyan Samity  
Founder Vice-Chairman  
Shahjahanpur Khilgaon Jheel Masjid & Madrasha



**Md. Rajjab Sharif**  
Director  
Sonar Bangla Insurance Ltd.  
Managing Director  
Sharif Melamine Industries Ltd.  
Sharif Housing Company Ltd.  
Sharif Pharmaceuticals Ltd.





**Ganga Charan Malakar**  
Director  
Sonar Bangla Insurance Ltd.  
Chairman  
Venus Jewellers Ltd.  
President  
Swarna Shilpi Samity  
Senior Vice President  
Bangladesh Jewellers Samity  
Vice Chairman  
Banglaesh Gold (Pvt.) Limited



**Shahida Alamin**  
Director  
Sonar Bangla Insurance Ltd.



**Nargis Akter**  
Director  
Sonar Bangla Insurance Ltd.



**Md. Haroon Kamal**  
Director  
Sonar Bangla Insurance Ltd.



**Kailash Chandra Barai**  
Director  
Sonar Bangla Insurance Ltd.  
Anuvab Bahumkhi Samabay Samity Ltd.  
Proprietor  
Kalpana Jewellers  
Member  
Bangladesh Jewellers Samity



**Sushanto Kumar Sarker**  
Director  
(Nominated by Modern Washing  
& Dying Industries Limited)  
Sonar Bangla Insurance Ltd.



**Md. Delwar Hossain Raja**  
Director  
Sonar Bangla Insurance Ltd.  
Co-Chairman  
Standing Committee on Law & Order  
Tele Communication & Cable TV Network  
Chairman  
Tritech Computers & Engineer  
Chief Advisor & Director  
Gun Bangla Television Ltd.



**Mohammad Khairul Hassan**  
Director  
Sonar Bangla Insurance Ltd.  
Managing Director  
Al-Hassan Diamond Gallery Ltd.  
New Al-Hassan Jewellers  
Al-Hassan Real Estate Ltd.  
Al-Hassan International.



**Abdullah Al-Azad**  
Director  
Sonar Bangla Insurance Ltd.

## SONAR BANGLA INSURANCE LIMITED



**Md. Belal Hossain**  
Director  
Sonar Bangla Insurance Ltd.  
Ha-Meem Group



**Sarwjit Moulick**  
Director  
Sonar Bangla Insurance Ltd.  
Proprietor  
Sharoni Jewellers  
Sharoni Bastrabitan



**Nassar Ahamed**  
Director  
Sonar Bangla Insurance Ltd.  
ATN Bangla, ATN News



**Md. Shahidul Islam Niru**  
Independent Director



**Ehsan-E-Moazzam**  
Independent Director



**S. M. Abdul Mannan**  
Managing Director

### Chief Advisor to the Board



**Quazi Sirajul Islam M.J.F**  
Managing Director  
Amin Jewellers Ltd.  
Director  
Prime Bank Ltd.  
Chairman  
City Hospital Ltd.



## Board Committees

### Executive Committee

01. Mrs. Shahida Alamin, Director	Chairperson
02. Al-haj Md. Ruhul Amin, Vice-Chairman	Member
03. Al-haj Md. Shamsul Haque, Director	Member
04. Engr. Kazi M.A. Malek, Director	Member
05. Mrs. Nargis Akter, Director	Member
06. Mr. Delowar Hossain Raja, Director	Member
07. Mr. Shahidul Islam Niru, Independent Director	Member
08. Mr. Ehsan-E-Moazzam, Independent Director	Member
09. Mr. S.M. Abdul Mannan, Managing Director	Member

### Claims Committee

01. Al-haj Md. Ruhul Amin, Vice-Chairman	Chairman
02. Mr. Rajjab Sharif, Director	Member
03. Mr. Haroon Kamal, Director	Member
04. Mr. Ganga Charan Malaker, Director	Member
05. Mr. Delowar Hossain Raja, Director	Member
06. Mr. Ehsan-E-Moazzam, Independent Director	Member
07. Mr. S.M. Abdul Mannan, Managing Director	Member

### Audit Committee

01. Mr. Shahidul Islam Niru, Independent Director	Chairman
02. Mr. Al-haj Md. Ruhul Amin, Vice-Chairman	Member
03. Mr. Engr. Kazi M.A. Malek, Director	Member
04. Mr. Kailas Chandra Barai, Director	Member
05. Mr. Delowar Hossain Raja, Director	Member
06. Mr. S.M. Abdul Mannan, Managing Director	Member



## Management Team

**Managing Director & CEO**  
S.M Abdul Mannan

**Additional Managing Director**  
Md. Abdul Khaleque Miah  
Md. Wahiduzzaman  
Md. Shahadat Hossain

**Deputy Managing Director**  
Sheikh Kamrul Islam Bitu  
A.B.M. Mesbahur Rahman

**Senior General Manager**  
Md. Mujibur Rahman  
A. B. M. Hasangir

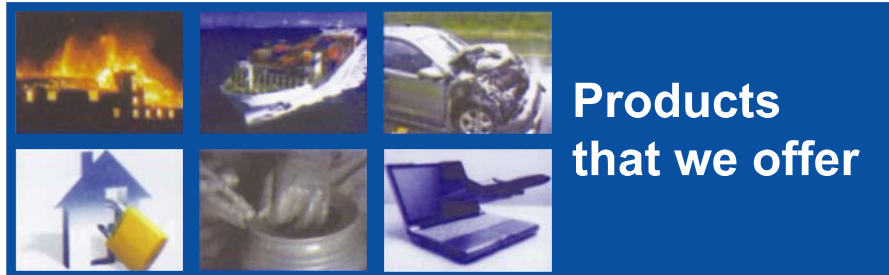
**General Manager**  
Md. Aroj Ali Miah  
Md. Hafiz Ullah  
Lala Dipak Kumar Roy.  
Md. Kamal Sikder  
Dulal Miah Munshi  
Md. Jamal Uddin Hera  
Md. Anwaruzzaman  
Md. Delowar Hossain  
K.U.M. Mehbub Elahi  
Md. Nazrul Islam  
Md. Gias Uddin

**Company Secretary**  
Abdur Rouf Gomosta

**Deputy General Manager**  
Md. Fasiuzzaman Khan  
Mrs. Yeasmeen Nahar Babli

**Asstt. General Manager**  
Md. Mustafa Kamal  
Md. Jahirul Haque

**Senior Manager**  
Pankoj Kumar Saha  
Shyamol Kanti Joydhar



The Company deals in Fire, Marine, Motor and all kinds of Miscellaneous Insurance including Health, Personal accident etc. The company underwrites risks involved in trade and properties and thus provides their security through insurance and re-insurance services. Some of our popular Insurances are as follows:

#### **Fire Insurance**

- Fire Insurance (including Allied Perils)
- Industrial All Risks (IAR)
- Fire Insurance Consequential Loss
- Fire Insurance Dwelling, House and Contents
- Fire Insurance Hotel Combined

#### **Marine Cargo Insurance**

- Marine Cargo Insurance transit by Steamer or Powered Vessel (Import/ Export)
- Marine Cargo Insurance transit by Rail/Lorry/Truck (Import/ Export)
- Marine Cargo Insurance transit by Inland Rail or Road Conveyance
- Marine Cargo Insurance transit by Inland Cargoes (water borne)
- Marine Cargo Insurance transit by Air Cargo (Import/ Export)

#### **Marine Hull Insurance (TLO & TC) Engineering Insurance**

- Machinery Insurance (Machinery Breakdown)
- Deterioration of Stock (DOS)
- Boiler and Pressure Vessel (BPV)
- Electronic Equipment Insurance (EEI)
- Erection All Risks (EAR)
- Contractor's All Risks (CAR)
- Engineering Insurance Consequential Loss

#### **Motor Insurance (Comprehensive/ Act Liability)**

- Motor Insurances for Commercial Vehicle
- Motor Insurances for Private Vehicle
- Motor Insurances for Motor Cycle/ Scooter

#### **Miscellaneous/ Accident Insurance**

- Burglary & House Breaking Insurance
- Cash in Safe (CIS)
- Cash in Transit (CIT)
- Cash on Counter (COC)
- People Personal Accident (PPA)
- Workmen's Compensation (WC)
- Business Interruption
- Overseas Medi claim and Holiday Insurance
- Study and Employment (OMI)
- Fidelity Guarantee Insurance
- Health Insurance
- Personal Accident (PA)
- Travel Insurance (All kinds)
- Public Liability (PL)
- Professional Liability
- Overseas Mediclaims Insurance

## Highlight of the Events

### *Auspicious Moments at the Annual Dinner - 2012*



*Mr. Sheikh Kabir Hossain, Honorable Chairman of the Company is seen with Honorable Minister of Finance Abul Maal Abdul Muhith and President of BTMA Mr. Jahangir Alamin in a cordial moments of Company's Annual Dinner Ceremony - 2012.*



*Mr. Sheikh Kabir Hossain, Honorable Chairman of the Company is handing over a crest to Honorable Foreign Minister Dr. Dipu Moni in the Annual Dinner Ceremony - 2012.*



*Partial view of the Annual Dinner Ceremony of the Company where special guests were present.*

## Highlight of the Events



Mr. Sheikh Kabir Hossain, Honorable Chairman is addressing the 12th Annual General Meeting.



Mr. Sheikh Kabir Hossain, Honorable Chairman of the Company presiding over the meeting of the Board of Directors.



Head Office Management and Branch Incharges of Dhaka are seen as a whole in 2012 in a get together.



An Honorable Shareholder is addressing his speech in the 12th AGM.



Partial view of the 12th Annual General Meeting.



View of Annual Business Conference - 2012.



## Highlight of the Events



Mr. Sheikh Kabir Hossain, Honorable Chairman of the Company is handing over the award to Mr. Md. Abdul Khaleque Miah, Addl MD for his outstanding performance in the Annual Business Conference.



Mr. Sheikh Kabir Hossain, Honorable Chairman of the Company is handing over the award to Mr. Md. Shahadat Hossain, Addl MD for his outstanding performance in the Annual Business Conference.



Ex-Managing Director A.K.M Iftekhar Ahmad of the Company is handing over the award to Mr. Sk. Gias Uddin, General Manager, Khulna Branch for his outstanding performance in the Annual Business Conference.



Mr. S.M. Abdul Mannan, Managing Director & CEO of the Company is handing over a cheque to Mr. Jamal Uddin Hera for Shadhin Group for Settlement of a claim.



Mr. S.M. Abdul Mannan, Managing Director & CEO of the Company is handing over a cheque to Mahmud Jeans Ltd. & Mahmud Washing Plant Ltd. for Settlement of a claim.



Mr. A.K. M Iftekhar Ahmad, Ex-Managing Director & CEO of Company is handing over a cheque to Energy Plus Ltd. for Settlement of a claim. Sr. General Manager (F&A) and Asstt. General Manager (Claim & R/Ins.) are also seen.





## Sonar Bangla Insurance Ltd.

Paramount Heights (14th Floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka -1000.

### Notice of the 13th Annual General Meeting

&

#### Price Sensitive Information

Notice is hereby given that the 13th Annual General Meeting of Sonar Bangla Insurance Ltd. will be held on Sunday the 30th day of June, 2013 at 10 am at Multipurpose Hall of Institution of Diploma Engineers Bangladesh, 160/A, Kakrail, Dhaka to transact the following business.

01. To receive, consider and adopt the Directors Report and the Audited Accounts of the Company and Auditors Report thereon for the year ended 31st December, 2012.
02. To declare Dividend for the year, 2012.
03. To appoint Auditors for the year 2013 and fix up their remuneration.
04. To elect Directors as per Articles of Association of the Company.
05. Approval for appointment of Independent Directors.

By order of the Board of Directors

sd/-

(Abdur Rouf Gomosta)

Company Secretary

Dated, Dhaka  
7th May, 2013

#### NOTES :

- i) The Board of Directors in its meeting held on 07/05/2013 has recommended 12% (twelve percent) **Stock Dividend (bonus share)** for the year, 2012.
  - ii) EPS : Tk.1.88, NAV : per share Tk. 14.98, NOCF : per share Tk. 4.96
  - iii) The Record date shall be on 21/05/2013. The Shareholders whose names would appear in the Register of members of the Company or Register of CDBL on the 'Record Date' will be eligible to attend the 13th AGM and receive dividend as approved.
  - iv) A member of the Company entitled to attend and vote at the above Annual General Meeting may appoint a proxy who shall also be a member of the Company to attend and vote on his/her behalf.
  - v) As per the above Agenda No. 04 nominations in prescribed form are invited from the eligible Shareholders expressing his/her willingness to contest the election of Directors.
- (a) Last date of submission of nomination paper is on 22/05/2013 and last date of withdrawal of candidature is on 29/05/ 2013.
- (b) Nomination papers and criteria for qualification of the Directors and other information are available on request at the Registered Office of the Company during Office hours.

REPORT OF THE BOARD OF DIRECTORS OF  
SONAR BANGLA INSURANCE LTD.  
FOR THE YEAR ENDED 31ST DECEMBER, 2012



Bismillahir Rahmanir Rahim

**Dear Shareholders,**

Assalamualaikum,

It is indeed a great pleasure for me to welcome you all, on behalf of the Board of Director of Sonar Bangla Insurance Limited, in this august gathering on the occasion of the 13th Annual General Meeting of your Company. I thank you all for making time out of your busy schedule to attend this Annual Meeting.

The Board of Directors has considered the performance of the Company for the year-2012 and I have the honour to present before you the 13th Annual Report together with the audited accounts and auditor's report thereon for your perusal and adoption.

**01. Background:**

Sonar Bangla Insurance Limited was incorporated as a Public Limited Company on 14th March, 2000 with a Paidup Capital of Tk. 6.00 (six) crore. The Company obtained its registration from the Department of Insurance, Government of the Peoples' Republic of Bangladesh, now Insurance Development and Regulatory Authority on 26th April 2000 for underwriting Fire, Marine, Motor and Miscellaneous Insurance business. Thereafter the Company started its operation.

**02. Paid up Capital:**

As per clause 5 (kha) of the Articles of Association of the Company, the Company floated shares of Tk. 9.00 (nine) crore for public subscription. The shares were subscribed and paid up capital of the Company increased to Tk. 15 (fifteen) crore in 2005. Thereafter, the Paid up Capital of the Company increased to Tk. 16.50 crore in 2009, Tk. 18.15 crore in 2010 and Tk. 20.32 crore in 2011 & Tk. 22.36 crore in 2012 by declaring stock dividend (Bonus Share) for the year 2008, 2009, 2010 & 2011 respectively. In 2011 the Company raised its authorized capital to Tk. 100.00 (one hundred) crore from 20.00 (twenty) crore.

**03. Bangladesh Economy:**

As envisaged, the Bangladesh economy has performed well in 2012, due to microeconomic stability appears back on track monetary tightening measures taken by Bangladesh Bank help tame inflation by containing domestic demand. As a result inflation rate comes down double digit to single digit. With improved fiscal discipline, defecate was possible to be constrained. The guessed growth rate in 2011-2012 fiscal was 6.32% which is lower than of previous year. Despite slow global recovery, Bangladesh export was slowly surging, but robust growth of foreign remittances has restored comfort in the economic. Besides, bumper harvests maintained the agricultural growth on and so the economy. But investment both local and foreign remained shy due to political unrest sustained at the middle end of the year.

**04. Industry out look:**

The Insurance Industry in Bangladesh continued to achieve a moderate growth in 2011-2012. Due to new Insurance Authority has started taking various steps from the beginning of the year in order to bring discipline in the industry. The IDRA tries to bring many positive changes including prohibiting credit business, streamlining agent commission & withdrawing all special premium rate in non-life insurance business.

Bangladesh Insurance Association (BIA) also takes some positive measures and formed a Task Force for investigating irregularities of the insurance Companies. The Bangladesh Insurance Association strongly feels that in conducting insurance business in the true of professionalism bringing in modern management and sales techniques and new products development are keys to the future growth and progress of the industry.

Like previous years the General Insurance sector performed well in 2012 and recorded its growth. Your company had its share. The gross premium income of your company in 2012 is Tk. 34,53,55,471.00 against Tk. 31,97,91,523.00 crore in 2011 i.e. a growth of 8%. The overall profit of the Company increased to Tk. 5,42,12,680.00 from Tk. 6,86,06,236.00 of the last year. Considering the overall scenario of the Insurance sector, the Board has recommended 12% stock dividend for the shareholders of the company. It is expected that the company will maintain its growth rate in future also.

**5. CAPITAL MARKET SCENARIO IN 2012**

As a whole the capital market scenario in 2012 was not so favourable. The company was not able to earn a satisfactory profit in 2012, though the government and the regulator took various measures to sustain the market.

**06. OPERATIONAL RESULT**

Now on behalf of the Board of Directors of the Company. I would like to submit before the distinguished shareholders the classwise business report on the activities of the Company for the year, 2012.

## COMPANY'S PERFORMANCE AT A GLANCE.

		2012	2011
Gross Premium	Tk.	34,53,55,471	31,97,91,523
Re-Insurance Premium ceded	Tk.	12,40,43,326	13,60,19,704
Investment Income	Tk.	3,52,03,592	2,15,81,059
Share Trading Profit	Tk.	4,91,926	4,044
Net Profit before Tax	Tk.	6,86,06,236	5,42,12,680
Reserve for Unexpired Risks	Tk.	8,86,93,013	7,35,91,692
Reserve for contingency	Tk.	11,10,06,068	8,00,79,613

## RELEVANT BUSINESS FIGURE FOR THE YEAR, 2012

Particulars	Fire Taka	Marine Taka	Motor & Misc. Taka	Total = 2012 Taka	Total = 2011 Taka
Total Premium Underwritten	12,62,57,007	17,28,55,912	4,62,42,552	34,53,55,471	31,97,91,523
Less : Re-Ins. ceded to SBC	6,20,30,178	3,88,62,566	2,31,50,582	12,40,43,326	13,60,19,704
Retained Premium Income	6,42,26,829	13,39,93,346	2,30,91,970	22,13,12,145	18,37,71,819
Add : Comm. earned on Re-Ins. Ceded	2,34,32,989	1,20,22,269	28,17,868	3,82,73,126	3,67,05,463
Less : Claim Less Re-Insurance	4,88,26,045	1,75,64,335	1,19,30,865	7,83,21,245	6,28,57,183
Less : Agency Com.	1,20,57,267	3,27,23,494	44,75,737	4,92,56,498	3,82,73,290
Less : Management Exp.	2,42,50,908	3,27,71,498	85,20,589	6,55,42,995	6,16,94,487
Less : Balance of Fund.	67,82,634	91,86,347	(8,67,660)	1,51,01,321	1,27,06,892
Underwriting Profit/(Loss)	(42,57,036)	5,37,69,941	18,50,307	5,13,63,212	4,49,45,431

## PROFIT &amp; LOSS ACCOUNT

The Company earned a net profit of Tk. 6,86,06,237 during the year under review as under :

	2012 Taka	2011 Taka
Income from Investment	3,56,95,518	2,15,85,102
Add : Miscellaneous Income		46,80,339
Add : Underwriting Profit/(Loss)	5,13,63,212	4,49,45,431
<b>Total</b>	<b>8,70,58,730</b>	<b>7,12,10,872</b>
Less : Management Expenses (Not applicable to any particular fund or account)	1,84,52,493	1,69,98,192
<b>Profit before taxation and appropriation.</b>	<b>6,86,06,237</b>	<b>5,42,12,680</b>

## PROFIT &amp; LOSS APPROPRIATION ACCOUNT

Current year's Net profit as above	6,86,06,237	5,42,12,680
Add : Inappropriate profit of last year	21,34,057	9,98,196
<b>Total</b>	<b>7,07,40,294</b>	<b>5,52,10,876</b>
Less : The above Profit the Company has been appropriated as under :		
Reserve for exceptional losses	2,20,00,000	1,83,77,182
Provision for Taxation	1,72,26,781	1,12,66,637
Investment fluctuation fund	30,00,000	30,00,000
Deferred Tax	1,25,000	1,05,000
Proposed Stock Dividend (Bonus Share)		2,03,28,000
Balance Carried to Balance Sheet	2,83,88,513	21,34,057
<b>Total</b>	<b>7,07,40,294</b>	<b>5,52,10,876</b>

## SONAR BANGLA INSURANCE LIMITED

### 07. ASSETS AND RESERVE:

During the year total assets of the Company is Tk. 59,39,01,389 which was Tk. 49,77,39,090 in the year-2011 that means total increased by Tk. 9,61,62,299 Compare to 2011. Further more the reserve of the Company has also increased. The reserve increased from Tk. 15,36,71,305 to Tk. 19,96,99,081 i.e. Tk. 4,60,27,776 has been increased in 2012 against the last year.

Details as under:

Particulars	2012	2011	Increase/(Decrease)
Total Assets	59,39,01,389	49,77,39,090	9,61,62,299
Total Reserve	19,96,99,081	15,36,71,305	4,60,27,776

### 08. INVESTMENT

Including NIB of Tk. 90,00,000/-, Fixed Deposit, Share investment and STD/SND Accounts with various Banks total investment of the Company in 2012 is Tk. 43,12,01,345 against Tk. 33,96,73,312 in 2011. Out of the investment, the Company has invested Tk. 5,10,00,000 to Sonar Bangla Capital Management Ltd. as Paid up Capital to its subsidiary. The position of total Investment at cost is as under :

	2012 Taka	2011 Taka	Increase/ (Decrease)
National Investment Bond	90,00,000	90,00,000	-
Fixed Deposit with various Banks	27,36,04,841	18,97,54,491	8,38,50,350
Balance in different STD & Accounts	57,38,082	40,48,480	16,89,602
Investment of Shares (at cost)	4,16,25,414	3,22,45,550	93,79,864
Investment subsidiary	5,10,00,000	5,10,00,000	-
Fixed Assets at cost less deprec.	5,02,33,008	5,36,24,791	(33,91,783)
<b>Total</b>	<b>43,12,01,345</b>	<b>33,96,73,312</b>	<b>9,15,28,033</b>

As reported in the last year, a Merchant Bank in the name and style of Sonar Bangla Capital Management Ltd. has been formed under the license of the Securities and Exchange Commission. This new Company has already started its operation. Your co-operation and support is required for the growth of this new Company.

### 09 DIVIDEND

Considering the operational result of the Company for the year, 2012 as reflected in the Balance Sheet the Board of Directors recommended stock Dividend (Bonus Share) @ 12% per share i.e. 01 shares for every 12 shares for the year, 2012.

### 10. RETIREMENT OF DIRECTORS:

In accordance with the provision of Articles of Association of the Company 04 (four) following Directors from Group-A shall retire in this Annual General Meeting. Mr. Kailas Chandra Barai, Mrs. Nargis Akhter and Mr. Sushanto Kumar Sarker as representative from Mordern Dyeing & Washing Industry Ltd. will be re-elected from Group-A. Sponsor shareholder Mr. Motaleb Hossain will be elected as Director from Group-A against the vacate position.

01. Mr. Haroon Kamal
02. Mr. Kailas Chandra Barai
03. Mrs. Nargis Akhter
04. Mr. Sushanto Kumar Sarker (Representative from Mordern Dyeing & Washing Industry Ltd.)

Also as per Articles of Association of the Company the following 02 (two) Directors from Group "B" shall retire but 01 (one) Director will be elected as per rule.

01. Mr. Md. Khairul Hasan
02. Mr. Sarowjit Moulick

**Appointment of Independent Directors:**

As per BSEC's Notifications No. SEC/CMRR/2006-158/134/Admn./44 Dated 07/08/2012 to comply with the Corporate Governance, the Board of Directors have appointed 03 (Three) persons as Independent Directors for the next 03 (Three) years which is placed before this Annual General Meeting for approval.

**11. HUMAN RESOURCES DEPARTMENT:**

The Directors of the Company firmly believe that the quality of human resources constitutes its greatest strength and to this end, our Directors are always keen and careful in recruiting well-educated, skilled and enterprising personnel who are able to project a bright image of the Company. In addition to careful selection, our Company gives special emphasis on imparting in-service training to the executives and officers by taking advantages of the courses and trainings organized by Bangladesh Insurance Academy, Bangladesh Insurance Association as well as other agencies from time to time.

**12. AUDITORS:**

The present Auditors of the Company M/s. Rahman Mustafiz Haq & Co., Chartered Accountants retires in this Annual General Meeting and being eligible the Board of Directors recommended M/s. Rahman Mustafiz Haq & Co. Chartered Accountants for appointment as Auditor at a fee of Tk. 50,000/- for the next year-2013.

**13. CREDIT RATING:**

The Company has been rated "A- " by the Credit Rating Information and Services Ltd. (CRISL) in 2012. The Board of Directors hope that the result will be improved which will help to increase the business and good image of the Company day by day.

**14. RE-INSURANCE:**

The Company has its reinsurance treaty with Sadharan Bima corporation for the interest of clients. Based on the treaty the Company can underwriting any risk of whatever dimension.

**15. COMPOSITION OF BOARD:**

As per BSEC's Notification, the Board has run the Company effectively by the following committees to establish its internal check and control.

**EXECUTIVE COMMITTEE:**

The Executive Committee is comprised of 09 Board Members and the Managing Director. The Executive Committee sits as an when required to implement the policies and guideline through the Management according to the terms of reference approved by the Board.

**CLAIMS COMMITTEE:**

The Claims Committee consisted of 07 Board Members and the Managing Director. The Committee approves any claims up Tk. 10 (Ten) lac and recommend to Board for approval of claims above Tk. 10 (Ten) lac.

**AUDIT COMMITTEE :**

The Audit Committee comprises of 06 Board members including Independent Directors and the Managing Director. The Audit committee sits from time to time and operates according to the charter of the Committee approved by the Board. The objective of the committee is to ensure that proper internal controls are in place to facilitate smooth functioning of the Company.

**16. INFORMATION TECHNOLOGY:**

Information and Communication Technology (ICT) has become indispensable for Insurance Companies in ensuring smooth operations and providing efficient service. SBIL has recognized this fact and the Board of Directors have adopted a comprehensive ICT policy for the Company.

**17. OUTLOOK FOR 2013:**

Board of Directors expect a satisfactory business performance in 2013 and further improvement in the balance sheet structure with positive effect on the result:

**18. Compliance to Company Act. 1994, under section 184 :**

We also report that :

- i) The financial statements prepared by the management of the Company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
- ii) Proper books of accounts of the Company have been maintained.
- iii) 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.
- iv) International Accounting Standards, as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed.
- v) The system of internal control is sound in design and has been effectively implemented and monitored.
- vi) There are no significant doubts upon the Company's ability to continue as a going concern.
- vii) The BSEC's compliance Report is at annexure-B.
- viii) The key operating and financial data of preceding five years performance have been presented in at a glance.
- ix) During the year ended December 31, 2012, the Board of Directors held 08 (Eight) meeting and the Directors serving on the Board attended in aggregate 78% of the total number of meetings.
- x) The pattern of shareholding as on December 31, 2012 is given at annexure-A

**19. CORPORATE GOVERNANCE:**

The Board of Directors of the Company firmly believes that practice of Good Corporate Governance and transparency is a sine qua non towards ensuring a disciplined and a sustainable organization. Sonar Bangla Insurance designed the corporate Governance systems and practices to ensure adequate internal control in operational process, transparency, and accountability. The Corporate Governance structure specifies the distribution of rights and responsibilities among different executives and spells out the rules and procedures for making decisions on corporate affairs. The role of Regulatory Authorities is very important in respect of Corporate Governance practices. Sonar Bangla Insurance is pledge-bound to comply with all the requirements of regulatory Authorities. Parties to Corporate Governance are Board of Directors, different committees of the Board, the management, different management committee, all decision making personnel, etc. All plans, programmes, Policy decisions, as initiated by the Board are implemented by the Management under the leadership of Managing Director & CEO.

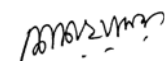
**20. CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES:**

Sonar Bangla Insurance Limited has extended its corporate, social responsibility wing-during 2012. The Company made a sizeable financial contribution to Bangladesh Cricket Board for the opening ceremony of ICC Cricket World Cup-2011 with an aim to prompt Bangladesh's image abroad and to popularize the game countrywide. Sonar Bangla Insurance Ltd. also contributed substantial some of money in distributing blanket's among the winter effected people. To strengthen the corporate social responsibility Sonar Bangla Insurance Ltd. donates substantial fund to its sick and helpless staff. Besides to help the autistics child SBI has extended the co-operation.

**21. ACKNOWLEDGEMENT:**

The Board of Directors would like to record its appreciation for the general support and co-operation extended by the Government of the Peoples Republic of Bangladesh, the Ministry of Commerce, the Ministry of Finance, Insurance Development and Regulatory Authority, the Securities and Exchange Commission, Registrar of Joint Stock Companies and Firms. The Board deeply appreciates the services and support rendered by Sadharan Bima Corporation, Dhaka Stock Exchange, Chittagong Stock Exchange. The Board would also like to express its deep gratitude to esteemed shareholders of the Company for their continuing support and guidance. The Board also takes this opportunity to thank Bangladesh Bank all scheduled Banks and financial Companies, our valued clients, patrons and well-wishers who have been graciously extending their co-operation, support, patronage and encouragement all through.

For the Board of Directors,



(Sheikh Kabir Hossain)  
Chairman

## ৩১শে ডিসেম্বর, ২০১২ইং তারিখে সমাপ্ত বছরের জন্য সম্মানিত শেয়ারহোল্ডারবৃন্দের প্রতি পরিচালকমন্ডলীর প্রতিবেদন।



বিসমিল্লাহির রাহমানির রাহিম  
সম্মানিত শেয়ারহোল্ডারবৃন্দ,  
আসসালামু আলাইকুম,

সোনার বাংলা ইন্স্যুরেন্স লিমিটেড এর ১৩তম বার্ষিক সাধারণ সভায় পরিচালকমন্ডলীর পক্ষ থেকে আপনাদেরকে আন্তরিক স্বাগত জানাতে পেরে আমি অত্যন্ত আনন্দিত। আপনাদের শত ব্যস্ততার মাঝেও মূল্যবান সময় ব্যয় করে ১৩তম বার্ষিক সাধারণ সভায় উপস্থিত হয়ে সভাকে সাফল্যমণ্ডিত করার জন্য আমি আপনাদেরকে ধন্যবাদ জ্ঞাপন করছি। পরিচালনা পর্ষদ কর্তৃক ২০১২ সালের ব্যবসায়িক কার্যাবলী বিবেচনা করে ২০১২ সালের হিসাব প্রতিবেদন ও তৎসংক্রান্ত পরিচালকমন্ডলীর প্রতিবেদন এবং নিরীক্ষক এর প্রতিবেদন আপনাদের মূল্যায়ন ও গ্রহণের জন্য উপস্থাপন করছি।

### ১। পটভূমিঃ

২০০০ সালের ১৪ই মার্চ সোনার বাংলা ইন্স্যুরেন্স লিমিটেড টাঃ ৬.০০ কোটি পরিশোধিত মূলধন নিয়ে কোম্পানী আইন ১৯৯৪ অনুযায়ী নিবন্ধিত হয়। ২০০০ সালের ২৬শে এপ্রিল বীমা অধিদপ্তর থেকে রেজিস্ট্রেশন প্রাপ্ত হয়ে অগ্নি, নৌ, মটর ও বিবিধ বীমা অবলম্বনের কার্যক্রম শুরু করে।

### ২। পরিশোধিত মূলধনঃ

সোনার বাংলা ইন্স্যুরেন্স লিমিটেড ২০০৫ইং সালের শেষে কোম্পানীর সংঘবিধির ৫(খ) অনুচ্ছেদ অনুসারে ০৯ (নয়) কোটি টাকা আহরণ করার জন্য IPO বা জনগণের মাঝে শেয়ার বিক্রয়ের ব্যবস্থা করে। শেয়ার ইস্যুর পরে কোম্পানীর পরিশোধিত মূলধন ০৬ (ছয়) কোটি থেকে বেড়ে ১৫ (পনের) কোটি টাকায় উন্নীত হয়। পরবর্তীতে ২০০৮, ২০০৯, ২০১০ ও ২০১১ সালে স্টক ডিভিডেন্ড (বোনাস শেয়ার) প্রদানের ফলে কোম্পানীর পরিশোধিত মূলধন যথাক্রমে ১৬.৫০ কোটি, ১৮.১৫ কোটি, ২০.৩২ ও ২২.৩৬ কোটি টাকায় উন্নীত হয়। পরিশোধিত মূলধনের এ ক্রমবর্ধমান বৃদ্ধির কথা বিবেচনা করে ২০১১ সালে কোম্পানীর অনুমোদিত মূলধন ১০০.০০ (একশত) কোটি টাকা করা হয়।

### ৩। অর্থনৈতিক খাত পর্যালোচনাঃ

সার্বিক অবস্থা বিবেচনায় ২০১২ সালের অর্থনীতি অনুকূল অবস্থানে ছিল। কারণ সাময়িক অর্থনীতিতে স্থিতিশীলতা বজায় রাখতে বাংলাদেশ ব্যাংক সংকোচনশীল মুদ্রানীতি গ্রহণ করেছিল। ফলশ্রুতিতে মূল্যায়িত দুই অংক থেকে এক অংক নামিয়ে আনা সম্ভব হয়েছে। যা অর্থনীতির জন্য ইতিবাচক প্রভাব রেখেছে। ২০১১-২০১২ অর্থ বছরে অনুমিত প্রবৃদ্ধির হার ছিল ৬.৩২% যা পূর্ববর্তী বছরের চেয়ে কম। রপ্তানী বানিজ্যের ধীর প্রবৃদ্ধি ২০১২ সালেও বিরাজমান ছিল। তবে প্রবাসীদের প্রেরিত অর্থের পরিমাণ বৃদ্ধি পাওয়ায় এবং সেই সাথে কৃষি ক্ষেত্রে ফসলের বাম্পার ফলনও অর্থনীতির প্রবৃদ্ধি বজায় রাখতে সহায়তা করে। কিন্তু বছরের শেষ ভাগ হতে রাজনৈতিক অস্থিরতার কারণে স্থানীয় ও বৈদেশিক বিনিয়োগ বাঁধাগ্রস্ত হয়।

### ৪। বীমাখাত পর্যালোচনাঃ

২০১২ইং সালে বাংলাদেশের বীমাশিল্প মোটামুটিভাবে সন্তোষজনক প্রবৃদ্ধি ধরে রেখেছে। কারণ বছরের শুরুতেই বীমা উন্নয়ন ও নিয়ন্ত্রন কর্তৃপক্ষ বীমা শিল্পে শৃঙ্খলা আনয়নের লক্ষে বিভিন্ন পদক্ষেপ গ্রহণ করেছে। বীমা উন্নয়ন ও নিয়ন্ত্রন কর্তৃপক্ষ বাকীতে বীমাব্যবসা বন্ধ করা, যথাযথভাবে বীমা কমিশন প্রদান ও প্রিমিয়াম অবলম্বনের ক্ষেত্রে নন-লাইফ বীমা ব্যবসার জন্য সকল বিশেষ ট্যারিফরেট প্রত্যাহার করে। যাতে করে সকল কোম্পানী একই নিয়মের মধ্যে থেকে বীমা ব্যবসা পরিচালনা করতে পারে।

বাংলাদেশ ইন্স্যুরেন্স এসোসিয়েশন (বিআইএ) বীমা শিল্পে অনিয়ম তদন্তের জন্য একটি টাস্কফোর্স গঠন করেছে। বিআইএ দৃঢ়ভাবে বিশ্বাস করে, বীমা ব্যবসায় যথাযথভাবে পরিচালনার জন্য পেশাদারিত্ব জ্ঞান অপরিহার্য। এজন্য চাই আধুনিক ব্যবস্থাপনা, বিপননকৌশল ও নতুন প্রোডাক্ট উদ্ভাবন। এ শিল্পের ভবিষ্যৎ উন্নতি ও অগ্রগতির জন্য এটাই হচ্ছে চাবিকাঠি।

বিগত বছরসমূহের ন্যায় ২০১২ সালেও সাধারণ বীমা ব্যবসা (নন-লাইফ) ভাল করেছে এবং এর প্রবৃদ্ধি পূর্বের ন্যায় অব্যাহত আছে। সোনার বাংলা ইন্স্যুরেন্স লিঃ এ প্রবৃদ্ধির অংশীদার। ২০১২ সালে কোম্পানীর মোট গ্রস প্রিমিয়াম আয় হয় ৩৪,৫৩,৫৫,৪৭১.০০ টাকা, যা ২০১১ সালে ছিল ৩১,৯৭,৯১,৫২৩.০০ অর্থাৎ এক্ষেত্রে প্রবৃদ্ধির হার শতকরা ৮ ভাগ। সার্বিক ফলাফল বিবেচনায় কোম্পানীর মুনাফা বিগত বছরের চেয়ে এ বছর বৃদ্ধি পেয়ে ৫,৪২,১২,৬৮০.০০ টাকা হতে ৬,৮৬,০৬,২৩৬.০০ টাকায় উন্নীত হয়। ফলশ্রুতিতে বীমাখাতে সার্বিক অবস্থা বিবেচনা করে পরিচালনা পর্ষদ সম্মানিত শেয়ারহোল্ডারবৃন্দের জন্য ১২% স্টক ডিভিডেন্ড (বোনাস শেয়ার) প্রদানের প্রস্তাব করেন। আশা করা যায়, কোম্পানীর সাফল্যের এ ধারা ভবিষ্যতেও অব্যাহত থাকবে।

### ৫। পুঁজিবাজার দৃশ্যপট -২০১২

বাংলাদেশের পুঁজিবাজার সার্বিক অবস্থা বিবেচনায় ২০১২ইং সালে তেমন অনুকূল অবস্থানে ছিলনা। সরকার ও নিয়ন্ত্রকসংস্থা কর্তৃক পুঁজিবাজার স্থিতিশীল রাখার লক্ষ্যে বিভিন্ন পদক্ষেপ গ্রহণ করা সত্ত্বেও ২০১২ সালে কোম্পানী এ খাত হতে আশানুরূপ মুনাফা অর্জন করতে সক্ষম হয়নি।

৬। কার্যকরী ফলাফলঃ

এখন আমি সম্মানিত শেয়ারহোল্ডারবৃন্দের অবগতির জন্য ২০১২ সালের কার্যকরী ফলাফলের সংক্ষিপ্ত বিবরণী তুলে ধরিছি।

বিবরণী		২০১২	২০১১
গ্রস প্রিমিয়াম	টাকা :	৩৪,৫৩,৫৫,৪৭১	৩১,৯৭,৯১,৫২৩
পুনঃবীমাকৃত প্রিমিয়াম	টাকা :	১২,৪০,৪৩,৩২৬	১৩,৬০,১৯,৭০৪
স্থায়ী আমানত হতে আয়	টাকা :	৩,৫২,০৩,৫৯২	২,১৫,৮১,০৫৯
শেয়ার হতে মুনাফা	টাকা :	৪,৯১,৯২৬	৪,০৪৪
করপূর্ব নীট মুনাফা	টাকা :	৬,৮৬,০৬,২৩৬	৫,৪২,১২,৬৮০
অপ্রত্যাশিত ঝুঁকির উপর সঞ্চিতি	টাকা :	৮,৮৬,৯৩,০১৩	৭,৩৫,৯১,৬৯২
সম্ভাব্য দায়সঞ্চিতি/রিজার্ভ	টাকা :	১১,১০,০৬,০৬৮	৮,০০,৭৯,৬১৩

২০১২ সালের শ্রেণীভিত্তিক ব্যবসায়িক বিবরণী :

বিবরণ	ফায়ার টাকা	মেরিন টাকা	মটর ও বিবিধ টাকা	মোট-২০১২ টাকা	২০১১ টাকা
মোট প্রিমিয়াম আয়	১২,৬২,৫৭,০০৭	১৭,২৮,৫৫,৯১২	৪,৬২,৪২,৫৫২	৩৪,৫৩,৫৫,৪৭১	৩১,৯৭,৯১,৫২৩
বাদ : পুনঃবীমা বাবদ প্রদান	৬,২০,৩০,১৭৮	৩,৮৮,৬২,৫৬৬	২,৩১,৫০,৫৮২	১২,৪০,৪৩,৩২৬	১৩,৬০,১৯,৭০৪
নীট প্রিমিয়াম আয়	৬,৪২,২৬,৮২৯	১৩,৩৯,৯৩,৩৪৬	২,৩০,৯১,৯৭০	২২,১৩,১২,১৪৫	১৮,৩৭,৭১,৮১৯
যোগ : পুনঃবীমার উপর কমিশন	২,৩৪,৩২,৯৮৯	১,২০,২২,২৬৯	২৮,১৭,৮৬৮	৩,৮২,৭৩,১২৬	৩,৬৭,০৫,৪৩৩
বাদ : বীমাদারী	৪,৮৮,২৬,০৪৫	১,৭৫,৬৪,৩৩৫	১,১৯,৩০,৮৬৫	৭,৮৩,২১,২৪৫	৬,২৮,৫৭,১৮৩
বাদ : প্রত্যক্ষ প্রিমিয়ামের উপর কমিশন	১,২০,৫৭,২৬৭	৩,২৭,২৩,৪৯৪	৪৪,৭৫,৭৩৭	৪,৯২,৫৬,৪৯৮	৩,৮২,৭৩,২৯০
বাদ : ব্যবস্থাপনা ব্যয়	২,৪২,৫০,৯০৮	৩,২৭,৭১,৪৯৮	৮৫,২০,৫৮৯	৬,৫৫,৪২,৯৯৫	৬,১৬,৯৪,৪৮৭
বাদ : অপ্রত্যাশিত বীমা দাবীর জন্য স্থিতি	৬৭,৮২,৬৩৪	৯১,৮৬,৩৪৭	(৮,৬৭,৬৬০)	১,৫১,০১,৩২১	১,২৭,০৬,৮৯২
অবলিখন লাভ/(ক্ষতি)	(৪২,৫৭,০৩৬)	৫,৩৭,৬৯,৯৪১	১৮,৫০,৩০৭	৫,১৩,৬৩,২১২	৪,৪৯,৪৫,৪৩১

লাভ-ক্ষতি হিসাব :

ডিসেম্বর ২০১২ইং সমাপ্ত অর্থ বছরে কোম্পানী ৬,৮৬,০৬,২৩৭ টাকা করপূর্ব নীট মুনাফা অর্জন করে, যার হিসাব নিম্নরূপ :

	২০১২	২০১১
বিনিয়োগ খাত হতে আয়	৩,৫৬,৯৫,৫১৮	২,১৫,৮৫,১০২
যোগ : বিবিধ আয়	-	৪৬,৮০,৩৩৯
যোগ : অবলিখন/লাভ(ক্ষতি)	৫,১৩,৬৩,২১২	৪,৪৯,৪৫,৪৩১
মোট	৮,৭০,৫৮,৭৩০	৭,১২,১০,৮৭২
বাদ : ব্যবস্থাপনা ব্যয়	১,৮৪,৫২,৪৯৩	১,৬৯,৯৮,১৯২
(বীমা ব্যবসা সংক্রান্ত কোন রাজস্ব হিসাবের সহিত সংশ্লিষ্ট নয়)		
করপূর্ব নীট মুনাফা	৬,৮৬,০৬,২৩৭	৫,৪২,১২,৬৮০



লাভ/(ক্ষতি) আবন্টন হিসাবঃ

প্রারম্ভিক জের	৬,৮৬,০৬,২৩৭	৯,৯৮,১৯৬
যোগ : বর্তমান বছরের করপূর্ব নীট মুনাফা	২১,৩৪,০৫৭	৫,৪২,১২,৬৮০
মোট	৭,০৭,৪০,২৯৪	৫,৫২,১০,৮৭৬
বাদ : আবন্টনকৃত নীট মুনাফার বন্টনকৃত হিসাব যা নিম্নরূপ :		
অপ্রত্যাশিত ক্ষতির সঞ্চিতি	২,২০,০০,০০০	১,৮৩,৭৭,১৮২
কর সঞ্চিতি	১,৭২,২৬,৭৮১	১,১২,৬৬,৬৩৭
বিনিয়োগ তহবিল সঞ্চিতি	৩০,০০,০০০	১০,০০,০০০
ডেফার্ড ট্যাক্স	১,২৫,০০০	১,০৫,০০০
প্রস্তাবিত স্টক লভ্যাংশ (বোনাস শেয়ার)	-	২,০৩,২৮,০০০
সমাপনী জের-যা স্থিতিপত্রে আনীত হল	২,৮৩,৮৮,৫১৩	২১,৩৪,০৫৭
মোট	৭,০৭,৪০,২৯৪	৫,৫২,১০,৮৭৬

## ৭। সম্পত্তি ও রিজার্ভঃ

২০১২ সালে কোম্পানীর মোট সম্পদের পরিমাণ ৫৯,৩৯,০১,৩৮৯ টাকা। ২০১১ সালে ছিল ৪৯,৭৭,৩৯,০৯০ টাকা। অর্থাৎ ২০১১ সালের তুলনায় ২০১২ সালে মোট সম্পদ বৃদ্ধি পেয়েছে ৯,৬১,৬২,২৯৯ টাকা। এছাড়াও কোম্পানীর রিজার্ভ বৃদ্ধি পেয়েছে। ২০১১ সালে কোম্পানীর মোট রিজার্ভ ছিল ১৫,৩৬,৭১,৩০৫ টাকা। ২০১২ সালে তা বৃদ্ধি পেয়ে হয়েছে ১৯,৯৬,৯৯,০৮১ টাকা। অর্থাৎ ২০১১ সালের তুলনায় ২০১২ সালে মোট রিজার্ভ বৃদ্ধি পেয়েছে ৪,৬০,২৭,৭৭৬ টাকা। সম্পদ ও রিজার্ভের বিবরণ নিম্নে উপস্থাপন করা হল :

কোম্পানীর বর্তমান সম্পদ ও রিজার্ভের বিবরণ নিম্নে দেয়া হলো :

বিবরণ	২০১২	২০১১	বৃদ্ধি/(হ্রাস)
মোট সম্পদ	৫৯,৩৯,০১,৩৮৯	৪৯,৭৭,৩৯,০৯০	৯,৬১,৬২,২৯৯
মোট রিজার্ভ	১৯,৯৬,৯৯,০৮১	১৫,৩৬,৭১,৩০৫	৪,৬০,২৭,৭৭৬

## ৮। বিনিয়োগ :

বিধিবদ্ধ জমা ৯০,০০,০০০/- টাকাসহ বিভিন্ন মেয়াদী স্থায়ী আমানত (এফডিআর), শেয়ারে বিনিয়োগ ও কোম্পানীর এসটিডি ও সিডি হিসাবে জমাসহ ২০১২ সালে কোম্পানীর মোট বিনিয়োগ ৪৩,১২,০১,৩৪৫ যা ২০১১ইং সালে ছিল ৩৩,৯৬,৭৩,৩১২ টাকা। যার মধ্যে কোম্পানীর সাবসিডিয়ারী প্রতিষ্ঠান সোনার বাংলা ক্যাপিটাল ম্যানেজমেন্ট (মার্চেন্ট ব্যাংক) এ পরিশোধিত মূলধন হিসাবে ৫,১০,০০,০০০ টাকা বিনিয়োগ করা হয়। ২০১২ সালের বিনিয়োগ এক নজরে নিম্নরূপ :

বিবরণ	২০১২	২০১১	বৃদ্ধি/(হ্রাস)
৩ বছর মেয়াদী জাতীয় বিনিয়োগ বন্ড	৯০,০০,০০০	৯০,০০,০০০	-
স্থায়ী আমানত হিসাবে জমা	২৭,৩৬,০৪,৮৪১	১৮,৯৭,৫৪,৪৯১	৮,৩৮,৫০,৩৫০
এসটিডি ও সিডি ব্যাংক হিসাবে জমা	৫৭,৩৮,০৮২	৪০,৪৮,৪৮০	১৬,৮৯,৬০২
শেয়ারে বিনিয়োগ	৪,১৬,২৫,৪১৪	৩,২২,৪৫,৫৫০	৯৩,৭৯,৮৬৪
সাবসিডিয়ারী প্রতিষ্ঠানে বিনিয়োগ	৫,১০,০০,০০০	৫,১০,০০,০০০	-
অবচয় বাদ ক্রয় মূল্যে স্থায়ীসম্পদ	৫,০২,৩৩,০০৮	৫,৩৬,২৪,৭৯১	(৩৩,৯১,৭৮৩)
মোট	৪৩,১২,০১,৩৪৫	৩৩,৯৬,৭৩,৩১২	৯,১৫,২৮,০৩৩

তাছাড়াও ব্যবসা বহুমুখীকরণের লক্ষ্যে সহযোগী প্রতিষ্ঠান সোনার বাংলা ক্যাপিটাল ম্যানেজমেন্ট লিঃ নামক মার্চেন্ট ব্যাংকের সনদ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন এর নিকট হতে প্রাপ্ত হয়ে জুলাই-২০১২ইং তারিখ হতে ব্যবসায়িক কার্যক্রম শুরু করেছে।

## ৯। লভ্যাংশ :

প্রিয় শেয়ারহোল্ডারবৃন্দ,

২০১১ সালের তুলনায় ২০১২ সালে মুনাফা বেশী হওয়ায় সার্বিক দিক বিবেচনা করে পরিচালনা পর্ষদ সন্তুষ্ট হয়ে ২০১২ সালের জন্য ১২% স্টক ডিভিডেন্ড (বোনাস শেয়ার) ঘোষণার প্রস্তাব করেছেন, যা ১ঃ১২ অনুপাতে অর্থাৎ ০১ টি শেয়ার ১২টি শেয়ারের বিপরীতে প্রদান করা হবে।

**১০। পরিচালকবৃন্দের অবসর ও নির্বাচনঃ**

কোম্পানীর সংঘবিধি অনুযায়ী গ্রুপ-এ হতে ১৩তম বার্ষিক সাধারণ সভায় নিম্নোক্ত ০৪ (চার) জন সম্মানিত পরিচালক অবসর গ্রহণ করেন। গ্রুপ-এ হতে অবসরগ্রহণকারী পরিচালকদের মধ্যে থেকে ক্রমিক নং- ২, ৩ এবং ৪ এর অবসরগ্রহণকারী পরিচালক মি. কৈলাশ চন্দ্র বাউড়, মিসেস নার্গিস আক্তার এবং মি. সুশান্ত কুমার সরকার (মডার্ন ডাইং এন্ড ওয়াশিং ইন্ডাস্ট্রি লিমিটেড কর্তৃক মনোনীত প্রতিনিধি) নির্বাচিত হবেন। অপর শূন্যপদে কোম্পানীর স্পন্সর শেয়ারহোল্ডার জনাব মোঃ মোতালেব হোসেন নির্বাচিত হবেন।

- ০১। জনাব হারুন কামাল
- ০২। মি. কৈলাশ চন্দ্র বাউড়
- ০৩। মিসেস নার্গিস আক্তার
- ০৪। মি. সুশান্ত কুমার সরকার (মডার্ন ডাইং এন্ড ওয়াশিং ইন্ডাস্ট্রি লিমিটেড কর্তৃক মনোনীত)।

কোম্পানীর সংঘবিধির শর্তানুযায়ী “গ্রুপ-বি” হতে নিম্নবর্ণিত ০২ জন পরিচালক ১৩তম বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন এবং বিধি অনুযায়ী ০১ জন নির্বাচিত হবেন।

- ০১। জনাব মোহাম্মদ খায়রুল হাসান
- ০২। মি. সরোজিত মৌলিক

**ইনডিপেনডেন্ট পরিচালক নির্বাচনঃ**

BSEC এর জারীকৃত নোটিফিকেশন নং SEC/CMRRCD/2006-158/134/Admn/44 তারিখ ০৭/০৮/২০১২ইং অনুযায়ী কোম্পানীর কর্পোরেট গভার্নেন্স পরিপালনের লক্ষ্যে পর্ষদ বর্তমানে ০৩ জনকে পরবর্তী তিন বছরের জন্য ইনডিপেনডেন্ট পরিচালক হিসাবে নিয়োগ প্রদান করেন, যা ১৩তম বার্ষিক সাধারণ সভায় অনুমোদনের জন্য পেশ করেন।

**১১। মানব সম্পদ বিভাগঃ**

কোম্পানীর পরিচালকবৃন্দ দৃঢ়ভাবে বিশ্বাস করেন যে, উৎকর্ষ জনশক্তি কোম্পানীর এক বিরাট সম্পদ। সেই কারণেই কোম্পানীর উজ্জল ভাব-মূর্তি তুলে ধরতে পারে কোম্পানীতে এমন উচ্চ শিক্ষিত, দক্ষ এবং উদ্যোগী কর্মকর্তা/কর্মচারী নিয়োগ করা হয়। এছাড়াও কর্মকর্তা/কর্মচারীদের দক্ষতা আরও বৃদ্ধির লক্ষ্যে বাংলাদেশ ইন্স্যুরেন্স একাডেমী ও বাংলাদেশ ইন্স্যুরেন্স এসোসিয়েশন কর্তৃক আয়োজিত বিভিন্ন কোর্সে প্রশিক্ষণের ব্যবস্থার উপর বিশেষ গুরুত্ব আরোপ করা হয়।

**১২। নিরীক্ষক নিয়োগঃ**

কোম্পানীর বর্তমান নিরীক্ষক মেসার্স রহমান মুস্তাফিজ হক এন্ড কোম্পানী, চার্টার্ড একাউন্ট্যান্টস অদ্যকার এই সভায় অবসর গ্রহণ করেন এবং পুনঃনির্বাচনের যোগ্য বিধায় পরিচালনা পর্ষদ ৫০,০০০/- টাকা পারিশ্রমিকে পরবর্তী ০১ (এক) বছরের জন্য নিয়োগের সুপারিশ করেন।

**১৩। ক্রেডিট রেটিং ফলাফলঃ**

মেসার্স ক্রেডিট রেটিং ইনফরমেশন এন্ড সার্ভিসেস লিঃ (CRISL) কোম্পানীর ২০১২ইং সালে (এ-) ক্রেডিট রেটিং প্রদান করেন। পরিচালনা পর্ষদ আশা পোষন করে রেটিং ফলাফল আরও উন্নততর হবে যা কোম্পানীর উত্তরোত্তর ব্যবসা ও সুনাম বৃদ্ধিতে অধিক সহায়ক হবে।

**১৪। পুনঃবীমাঃ**

কোম্পানী সাধারণ বীমা কর্পোরেশন-এর সাথে সম্পাদিত পুনঃবীমা চুক্তির অধীনে ব্যাপক বীমা বৃদ্ধি অবলিখনের ক্ষমতা রাখে।

**১৫। পরিচালনা পর্ষদের কমিটিসমূহঃ**

BSEC এর নির্দেশনা পরিপালনের লক্ষ্যে পরিচালনা পর্ষদ কোম্পানীর কার্যক্রম সুষ্ঠুভাবে পরিচালনার জন্য নিম্নে উল্লেখিত কমিটির মাধ্যমে অভ্যন্তরীণ নিয়ন্ত্রণ ও পর্যবেক্ষণ ব্যবস্থা জোরদার করেছেন।

**১৫.১। এক্সিকিউটিভ কমিটিঃ**

কোম্পানীর পরিচালনা পর্ষদ থেকে মনোনীত পরিচালকবৃন্দ এবং ব্যবস্থাপনা পরিচালকসহ এক্সিকিউটিভ কমিটির মোট সদস্য সংখ্যা ০৯ জন। এক্সিকিউটিভ কমিটি কোম্পানীর পরিচালনা পর্ষদ কর্তৃক প্রদত্ত ক্ষমতাবলে ব্যবস্থাপনার গুরুত্বপূর্ণ বিষয়ে দিক-নির্দেশনা, বাস্তবায়ন প্রক্রিয়া ও অগ্রগতি নিয়ে আলোচনা ও নিষ্পত্তি করে থাকেন।

**১৫.২। ক্রেইমস্ কমিটিঃ**

কোম্পানীর পরিচালনা পর্ষদ থেকে মনোনীত পরিচালকবৃন্দ এবং ব্যবস্থাপনা পরিচালকসহ ক্রেইমস্ কমিটির মোট সদস্য সংখ্যা ০৭ জন। ক্রেইমস্ কমিটি ১০ (দশ) লক্ষ টাকা পর্যন্ত বীমা দাবী নিষ্পত্তি করে থাকেন। ১০ (দশ) লক্ষ টাকার অধিক বীমা দাবী নিষ্পত্তির ক্ষেত্রে অনুমোদনের জন্য পরিচালনা পর্ষদে উপস্থাপন করা হয়।

**১৫.৩। অডিট কমিটিঃ**

কোম্পানীর পরিচালনা পর্ষদ থেকে মনোনীত ইনডিপেনডেন্ট পরিচালককে চেয়ারম্যান করে অডিট কমিটি গঠন করা হয়েছে। ব্যবস্থাপনা পরিচালকসহ কমিটির মোট সদস্য সংখ্যা ০৬ জন। অডিট কমিটি বিএসইসি এর নির্দেশনা অনুযায়ী কার্যক্রম পরিচালনা করে থাকেন।

**১৬। তথ্য প্রযুক্তিঃ**

নিরবচ্ছিন্ন কার্য পরিচালনা ও উপযুক্ত সেবা প্রদান নিশ্চিত করতে বীমা কোম্পানীগুলোর জন্য তথ্য ও যোগাযোগ প্রযুক্তি এখন এক অবিচ্ছেদ্য অংশ। সোনার বাংলা ইস্যুরেন্স এ বিষয়টি অনুধাবন করেছে এবং কোম্পানীর পরিচালনা পর্ষদ আইসিটি নীতি গ্রহণ করেছে।

**১৭। পূর্বাভাস-২০১২ঃ**

কোম্পানীর পরিচালনা পর্ষদ ২০১৩ সালে সন্তোষজনক ব্যবসা, ফলাফল এবং পরিসম্পদের প্রভাবসহ উদ্বৃত্তপত্রের আরও উন্নতি প্রত্যাশা করে। কোম্পানীর পুঁজি সৃষ্টি বিনিয়োগের মাধ্যমে অধিক মুনাফা অর্জনের জন্য পরিচালনা পর্ষদ যথোপযুক্ত ব্যবস্থা গ্রহণের পপাতী বিধায় ব্যবসায়িক কার্যাবলী নিবিড়ভাবে পর্যবেক্ষণ করছেন।

**১৮। কোম্পানী আইন, ১৯৯৪-এর ১৮৪ ধারার নির্দেশনা পরিপালনঃ**

- কোম্পানীর ব্যবস্থাপনা কর্তৃপক্ষ কর্তৃক তৈরী আর্থিক বিবরণী, কার্যকরী ফলাফল, নগদ প্রবাহ বিবরণী এবং ইকুইটি পরিবর্তন সংক্রান্ত তথ্যাদি কোম্পানীর আর্থিক চিত্রের প্রতিফলন।
- কোম্পানীর হিসাব বহি যথাযথভাবে সংরক্ষিত হয়েছে।
- হিসাববিবরণী প্রস্তুতের ক্ষেত্রে যথোপযুক্ত হিসাব নীতি ধারাবাহিকতার সাথে প্রয়োগ করা হয়েছে এবং হিসাব সংক্রান্ত অনুমানসমূহ সঠিক বিচার ও বিচক্ষণতার উপর ভিত্তি করে করা হয়েছে।
- আর্থিক বিবরণী প্রস্তুতের ক্ষেত্রে বাংলাদেশে প্রয়োগকৃত আন্তর্জাতিক হিসাবমান যথাযথ অনুসরণ করা হয়েছে এবং কোন ব্যতিক্রম ঘটলে প্রকাশ করা হয়েছে।
- অভ্যন্তরীণ নিয়ন্ত্রণ পদ্ধতি কার্যোপযোগীভাবে সৃষ্ট এবং যথাযথভাবে বাস্তবায়ন ও তদারক করা হয়েছে।
- কোম্পানী সচলভাবে পরিচালিত হওয়ার সক্ষমতা সম্বন্ধে সন্দেহের কোন অবকাশ নেই।
- সিকিউরিটিজ এ্যান্ড এক্সচেঞ্জ কমিশন (এসইসি)-এর নির্দেশনা বাস্তবায়নের চিত্র Annexure-B তে প্রতিফলিত হয়েছে।
- গত পাঁচ বছরের পরিচালনাগত এবং আর্থিক ডাটা ৫ (FIVE) YEARS PERFORMANCE AT A GLANCE এ উপস্থাপন করা হয়েছে।
- ৩১শে ডিসেম্বর, ২০১২ইং সমাপ্ত বছরে পরিচালনা পর্ষদের মোট ০৬ টি সভা অনুষ্ঠিত হয়েছে এবং মোট সভায় পরিচালকমন্ডলীর উপস্থিতির মোটামুটি হার ছিল শতকরা ৭৯ ভাগ।
- ৩১শে ডিসেম্বর, ২০১২ইং তারিখে শেয়ার হোল্ডিং সংক্রান্ত চিত্র Annexure-A তে উপস্থাপন করা হয়েছে।

**১৯। কর্পোরেট সূশাসনঃ**

কোম্পানীর পরিচালকমন্ডলী দৃঢ়ভাবে বিশ্বাস করেন সূশাসন ও স্বচ্ছতা সূশঙ্কল টেকসই প্রতিষ্ঠানের জন্য অপরিহার্য। সোনার বাংলা ইস্যুরেন্স লিমিটেড কর্পোরেট সূশাসন অনুশীলন করে এবং এর লক্ষ্য অভ্যন্তরীণ কার্যক্রম প্রক্রিয়া, স্বচ্ছতা ও জবাবদিহিতার ক্ষেত্রে পর্যাপ্ত নিয়ন্ত্রণ নিশ্চিত করা। কর্পোরেট সূশাসন কাঠামো বিভিন্ন পর্যায়ের নির্বাহীদের মধ্যে অধিকার ও দায়িত্ব সুনির্দিষ্ট করে দেয়। একইসঙ্গে কর্পোরেট বিষয়ে সিদ্ধান্ত গ্রহণ সহজ করার জন্য বিধিবিধান ও প্রক্রিয়া চিনহিত করা। কর্পোরেট সূশাসন প্রক্রিয়ায় নিয়ন্ত্রক সংস্থাসমূহের ভূমিকা এরমতঃপূর্ণ। সোনার বাংলা ইস্যুরেন্স লিমিটেড এর নিয়ন্ত্রক সংস্থাসমূহের যাবতীয় শর্ত পূরণে প্রতিশ্রুতিবদ্ধ। কর্পোরেট সূশাসনের সঙ্গে সংশ্লিষ্ট হচ্ছে পরিচালকমন্ডলী, বোর্ডের আওতাধীন বিভিন্ন কমিটি, ব্যবস্থাপনা পর্ষদ সিদ্ধান্ত গ্রহণকারী ব্যক্তিগণ। বোর্ড কর্তৃক নির্দেশিত সব পরিকল্পনা এবং নীতিগত সিদ্ধান্তসমূহ ব্যবস্থাপনা পরিচালকের নেতৃত্বে বাস্তবায়ন করা হয়ে থাকে।

**২০। কর্পোরেট সোশাল রেসপনসিবিলিটি (সিএসআর) কার্যক্রমঃ**

সোনার বাংলা ইস্যুরেন্স লিমিটেড আইসিটি ক্রিকেট বিশ্বকাপ-২০১১ এর অনুষ্ঠান সম্পন্নের লক্ষ্যে আর্থিক অনুদান প্রদান করেছে। এতে বহির্বিষয়ে বাংলাদেশের ইমেজ বৃদ্ধি পায় এবং দেশব্যাপী ক্রিকেট খেলা আরও জনপ্রিয় হয়। কর্পোরেট সূশাসনের অংশ হিসাবে কোম্পানী মানব সেবায় উদ্বুদ্ধ হয়ে শীতাতপের মাঝে কখনো বিরত, কিছু গরীব মেধাবী ছাত্রদের বৃত্তি প্রদানসহ কোম্পানীর অসুস্থ ও দুস্থ কর্মকর্তা/কর্মচারীদেরকে আর্থিক অনুদান প্রদান করেছে। এছাড়াও, প্রতিবন্ধী শিশুদের কল্যাণে কোম্পানী তার সহযোগীতার হাত প্রসারিত করেছে।

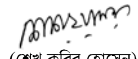
**২১। কৃতজ্ঞতাঃ**

আমরা মনে করি কোম্পানীর সফলতা ও অগ্রগতির মূলে রয়েছে আমাদের মূল্যবান গ্রাহকগণ। তাই পরিচালনা পর্ষদ এর পক্ষ থেকে আমি আমাদের মূল্যবান গ্রাহক যারা সোনার বাংলা ইস্যুরেন্স লিঃ কে অব্যাহত সমর্থন যুগিয়ে যাচ্ছেন তাদের আন্তরিক ধন্যবাদ জানাচ্ছি। সেই সাথে বীমা উন্নয়ন ও নিয়ন্ত্রণ কর্তৃপক্ষ, বাণিজ্য ও অর্থ মন্ত্রণালয়, রেজিস্ট্রার অফ জয়েন্ট স্টক কোম্পানীজ এন্ড ফার্মস, সাধারণ বীমা কর্পোরেশন, বাংলাদেশ ব্যাংকসহ সকল বাণিজ্যিক ব্যাংক ও আর্থিক সংস্থা, সিকিউরিটিজ এ্যান্ড এক্সচেঞ্জ কমিশন, ঢাকা স্টক এক্সচেঞ্জ, চট্টগ্রাম স্টক এক্সচেঞ্জ, বাংলাদেশ ইস্যুরেন্স এসোসিয়েশন, সেন্ট্রাল রেটিং কমিটি, জাতীয় রাজস্ব বোর্ড, বাংলাদেশ ইনসিওরেন্স একাডেমী এবং অন্যান্য সকল এজেন্সিকে তাদের সকল প্রকার আন্তরিক সহযোগিতা প্রদানের জন্য কৃতজ্ঞতা জ্ঞাপন করছি।

কোম্পানীর ব্যবসা বৃদ্ধি ও উন্নতিতে মূল্যবান অবদান রাখার জন্য পরিচালকমন্ডলী, কোম্পানীর ব্যবস্থাপনা পরিচালক, সকল শাখা প্রধান, সকল কর্মকর্তা ও কর্মচারীদের প্রতি গভীর কৃতজ্ঞতা প্রকাশ করছে।

সর্বশক্তিমান সৃষ্টিকর্তা আমাদের সহায় হোন।

পরিচালনা পর্ষদের পক্ষে

  
(শেখ কবির হোসেন)  
চেয়ারম্যান

## Shareholding Pattern

## Annexure-A

Sl. No.	Shares Held by	No. of Shares held	Percentage of Share holding
1	Parent/Subsidiary/Associated Companies and other related parties	Nil	Nil
2	Directors, Chief Executive Officer, Company Secretary, CFO and Head of Internal Audit and their spouses and minor children		
	<b>Sponsor Directors :</b>		
	Mr. Sheikh Kabir Hossain	4,47,700	2.00%
	Al- haj Md. Shamsul Haque	4,47,700	2.00%
	Engr. Kazi M.A. Malek	17,89,601	8.00%
	Mr. Md. Rajjab Sharif	4,48,800	2.00%
	Mr. Ganga Charan Malaker	7,45,360	3.33%
	Mrs. Shahida Alamin	4,48,800	2.00%
	Al-haj Md. Ruhul Amin	4,48,866	2.00%
	Mr. Md. Haroon Kamal	4,47,480	2.00%
	Mr. Kailas Chandra Barai	4,47,480	2.00%
	Mrs. Nargis Akter	4,47,480	2.00%
	Modern Washing and Dyeing Ind. Ltd.	11,18,680	5.00%
	Mr. Md. Motaleb Hossain	4,48,956	2.00%
	Ms. Fahmida Waliullah	1,76,699	0.79%
	Dr. Muhammad Arif Ullah	2,17,396	0.97%
	Mrs. Rokeya Khatoon	46,585	0.20%
	Estate of Late Mr. Ram Chandra Barai	4,48,400	2.00%
	<b>Public Shareholding Directors :</b>		
	Mr. Md. Delowar Hossain Raja	7,962	0.03%
	Mr. Md. Belal Hossain	33,528	0.14%
	Mr. Nesar Ahmed	23,485	0.10%
	Mr. Abdullah Al- Azad	12,320	0.05%
	Mr. Mr. Swarajit Moulick	1,485	0.006%
	Mr. Md. Khairul Hassan	1,21,500	0.54%
	<b>Chief Executive Officer</b>	Nil	Nil
	<b>Company Secretary</b>	Nil	Nil
	<b>Chief Financial Officer</b>	Nil	Nil
	<b>Head of Internal Audit</b>	Nil	Nil
3	Executives	Nil	-
4	General Public/Institutional	13584537	60.75%
5	Share holding 10% (Ten percent) or more voting interest in the Company	Nil	Nil



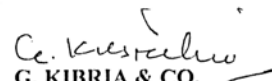
**G.KIBRIA & CO.**  
Chartered Accountants

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24-25, Dilkusha Commercial Area  
Dhaka-1000, Bangladesh.  
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E-mail : kibria03@hotmail.com

**Certificate on compliance of conditions of Corporate Governance,  
Guidelines of the Bangladesh Securities and Exchange Commission  
(BSEC) of Sonar Bangla Insurance Ltd.**

**TO WHOM IT MAY CONCERN**

This is to certify that the management of Sonar Bangla Insurance Ltd. has complied with the necessary requirements of Corporate Governance for the year ended December 31, 2012 as per compliance requirements of the conditions passed by Bangladesh Securities and Exchange Commissions Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August, 2012 issued under section 2CC of the Securities and Exchange Ordinance 1969.

  
**G. KIBRIA & CO.**  
Chartered Accountants

## Corporate Governance

Status of compliance with the conditions imposed by the Commission's Notification No.SEC/CMRRCD/2006-158/134/Admin/44 dated 07August, 2012 issued under section2CC of the Securities and Exchange Ordinance, 1969:

Condition No.	Title	Compliance Status		Remarks (if any)
		Put ✓ in the appropriate column		
		Complied	Not complied	
1.1	<b>Board's Size</b> (Shall not be less than 5 (five) and more than 20 (twenty))	✓	-	-
1.2 (i)	Independent Directors (at least 1/5 of the total number of directors in the company's board shall be independent directors)	✓	-	-
1.2 (ii) a)	Independent Director means (who either 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;)	✓	-	-
1.2 (ii) b)	who is not a sponsor of the company and 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 or 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.	✓	-	-
1.2 (ii) c)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies;	✓	-	-
1.2 (ii) d)	who is not a member, director or officer or any stock exchange;	✓	-	-
1.2 (ii) e)	who is not a shareholder, director or officer of any member of stock exchange or an intermediary of the capital market;	✓	-	-
1.2 (ii) f)	who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of any statutory audit firm	✓	-	-

Condition No.	Title	Compliance Status		Remarks (if any)
		Put ✓ in the appropriate column		
		Complied	Not complied	
1.2 (ii) g)	who shall not be an independent director in more than 3 (three) listed companies;	✓	-	-
1.2 (ii) h)	who 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 (NBF);	✓	-	-
1.2 (ii) i)	who has not been convicted for a criminal offence involving moral turpitude.	✓	-	-
1.2 (iii)	the independent director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).	✓	-	-
1.2 (iv)	the post of independent director(s) cannot remain vacant for more than 90 (ninety) days.	✓	-	-
1.2 (v)	the Board shall lay down a code of conduct of all Board members and annual compliance of the code to be recorded.	✓	-	-
1.2 (vi)	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.	✓	-	-
1.3 (i)	<b>Qualification of Independent Director (ID)</b> independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	✓	-	-
1.3 (ii)	The person should be a Business Leader/Corporate Leader/Bureaucrat/ university Teacher with Economics or business Studies or Law background/Professionals like Chartered Accountants, Cost & Management Accountants, Chartered Secretaries. The independent directors .... have at least 12 (twelve) years of corporate management/ professional experiences	✓	-	-

Condition No.	Title	Compliance Status		Remarks (if any)
		Put ✓ in the appropriate column		
		Complied	Not complied	
1.3 (iii)	In special cases the above qualifications may be relaxed subject to prior approval of the Commission.	-	-	N/A
1.4	<b>Chairman of the Board &amp; Chief Executive Officer</b> (The positions of the Chairman of the Board and the Chief Executive Officer of the companies shall be filled by different individuals. The Chairman of the company shall be elected from among the directors of the company. The Board of Directors shall clearly define respective roles and responsibilities of the Chairman and the Chief Executive Officer)	✓	-	-
1.5 (i)	<b>The Directors' Report to Shareholders</b> (The directors of the companies shall include the following additional statements in the Directors' Report prepared under section 184 of the Companies Act, 1994):- Industry outlook and possible future developments in the industry.	✓	-	-
1.5 (ii)	Segment-wise or product-wise performance.	✓	-	-
1.5 (iii)	Risk and concerns.	✓	-	-
1.5 (iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin.	✓	-	-
1.5 (v)	Discussion on continuity of any Extra Ordinary gain or loss.	✓	-	-
1.5 (vi)	Basis for related party transactions- a statement of all related party transactions should be disclosed in the annual report.	✓	-	-
1.5 (vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments.	-	-	N/A
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



Condition No.	Title	Compliance Status		Remarks (if any)
		Put ✓ in the appropriate column		
		Complied	Not complied	
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.	✓	-	-
1.5 (xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result. of its operations, cash flows and changes in equity	✓	-	-
1.5 (xii)	Proper books of account of the issuer company have been maintained	✓	-	-
1.5 (xiii)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.	✓	-	-
1.5 (xiv)	International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/International Financial Reporting Standards (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.	✓	-	-
1.5 (xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	✓	-	-
1.5 (xvi)	There are no significant doubts upon the issuer company's ability to continue as a going concern. If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed.	✓	-	-
1.5 (xvii)	Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained.	-	-	N/A

Condition No.	Title	Compliance Status		Remarks (if any)
		Put ✓ in the appropriate column		
		Complied	Not complied	
1.5 (xviii)	Key operating and financial date of at least preceding (five) years shall be summarized.	✓	-	-
1.5 (xix)	If the issuer company has not declared dividend (cash or stock) for the year, the reasons thereof shall be given.	-	-	N/A
1.5 (xx)	The number of Board meetings held during the year and attendance by each director shall be disclosed.	✓	-	08 meeting with average 78% attendance
1.5 (xxi)	The pattern of shareholding shall be reported to disclose the aggregate number of shares (along with name wise details where stated below) held by:-	✓	-	-
	(a) Parent/Subsidiary/ Associated Companies and other related parties (name wise details):	✓	-	Sonar Bangla Capital Management Ltd.
	(b) Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (namewise details)	✓	-	-
	(c) Executives;		-	-
	(d) Shareholders holding ten percent (10) or more voting interest in the company) (name wise details).	-	-	N/A
	<b>Explanation:</b> For the purpose of this clause, the expression executive means top 5 (five) salaried employees of the company, other the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit.			
1.5 (xxii)	In cash of the appointment/ re-appointment of a director the company shall disclose the following information to the shareholders:-			
1.5 (xxii) (a)	a brief resume of the director;	✓	-	-
1.5 (xxii) (b)	nature of his/her expertise in specific functional areas;	✓	-	-
1.5 (xxii) (c)	names of companies in which the person also holds the directorship and the membership of committees of the board.	✓	-	-

Condition No.	Title	Compliance Status		Remarks (if any)
		Put ✓ in the appropriate column		
		Complied	Not complied	
2.1	<b>Appointment of Chief Financial Officer (CFO), Head of Internal Audit &amp; Company Secretary (CS)</b> <b>Appointment:</b> The company shall appoint a Chief Financial Officer (CFO), a Head of Internal Audit (Internal Control and Compliance) and a Company Secretary (CS). The Board of Directors should clearly define respective roles, responsibilities and duties of the CFO, the Head of Internal Audit and the CS.	✓	-	-
2.2	<b>Requirement to attend the Board Meetings</b> The CFO and the company Secretary of the companies shall attend the meetings of the Board of Directors, provided that the CFO and/or the Company Secretary shall not attend such part of a meeting of the Board of Directors which involves consideration of an agenda item relating to their personal matters.	✓	-	-
3 (i)	<b>Audit Committee:</b> The company shall have an Audit Committee as a sub-committee of the board of Directors.	✓	-	-
3 (ii)	The audit 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.	✓	-	-
3 (iii)	The Audit Committee shall be responsible to the Board of Directors. The duties of the audit Committee shall be clearly set forth in writing.	✓	-	-
3.1 (i)	<b>Constitution of the Audit Committee:</b> The audit Committee shall be composed of at least 3 (three) members.	✓	-	-
3.1 (ii)	The Board of Directors shall appoint members of the Audit Committee who shall be directors of the company and shall include at least 1 (one) independent director.	✓	-	-

Condition No.	Title	Compliance Status		Remarks (if any)
		Put ✓ in the appropriate column		
		Complied	Not complied	
3.1 (iii)	All members of the audit committee should be “financially literate” and at least 1 (one) member shall have accounting or related financial management experience. <b>Explanation:</b> The term “financially literate” means the ability to read and understand the financial statements like Balance Sheet, Income Statement and Cash Flow Statement and a person will be considered to have accounting or related financial management expertise if (s) he possesses professional qualification or Accounting/Finance graduate with at least 12 (twelve) years of corporate management/professional experiences.	✓	-	-
3.1 (iv)	When the term of service of the Committee members expires or there is any circumstance causing any Committee member to be unable to hold office until expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (there) persons, the Board of Directors shall appoint the new Committee member(s) to fill up the vacancy(ies) immediately or not later than 1 (one) month from the date of vacancy(ies) in the Committee to ensure continuity of the performance of work of the Audit Committee.	✓	-	-
3.1 (v)	The company secretary shall act as the secretary of the Committee.	✓	-	-
3.1 (vi)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓	-	-
3.2 (i)	<b>Chairman of the Audit Committee:</b> The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairman of the Audit Committee, who shall be an independent director.	✓	-	-
3.2 (ii)	Chairman of the audit committee shall remain present in the Annual General Meeting (AGM).	✓	-	-

Condition No.	Title	Compliance Status		Remarks (if any)
		Put ✓ in the appropriate column		
		Complied	Not complied	
3.3 (i)	<b>Role of Audit Committee:</b> Role of audit committee shall include the following.	✓	-	-
3.3 (ii)	Monitor choice of accounting policies and principles	✓	-	-
3.3 (iii)	Monitor Internal Control Risk management process.	✓	-	-
3.3 (iv)	Oversee hiring and performance of external auditors.	✓	-	-
3.3 (v)	Review along with the management, the annual financial statements before submission to the board for approval.	✓	-	-
3.3 (vi)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval.	✓	-	-
3.3 (vii)	Review the adequacy of internal audit function.	✓	-	-
3.3 (viii)	Review statement of significant related party transactions submitted by the management.	✓	-	-
3.3 (ix)	Review Management Letters/Letter of Internal Control weakness issued by statutory auditors.	✓	-	-
3.3 (x)	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, as a part of their quarterly declaration of financial results. Further, on an annual basis, the company shall prepare a statement of funds utilized for the purposes other than those stated in the offer document/prospectus.	✓	-	-
3.4.1 (i)	<b>Reporting of the Audit Committee to the Board of Directors:</b> The Audit Committee shall report on its activities to the Board of Directors.	✓	-	-

Condition No.	Title	Compliance Status		Remarks (if any)
		Put ✓ in the appropriate column		
		Complied	Not complied	
3.4.1(ii) (a)	The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:- report on conflicts of interests;	✓	-	-
3.4.1(ii) (b)	suspected or presumed fraud or irregularity or material defect in the internal control system;	✓	-	-
3.4.1(ii) (c)	suspected infringement of laws, including securities related laws, rules and regulations;	✓	-	-
3.4.1 (ii) (d)	any other matter which shall be disclosed to the Board of Directors immediately.	✓	-	-
3.4.2	<b>Reporting to the Authorities</b> 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 rectifications 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 a period of 6 (six) months from the date of first reporting to the Board of Directors, whichever is earlier.	✓	-	-
3.5	<b>Reporting to the Shareholders and General Investors</b> Report on activities carried out by the Audit Committee, including any report made to the Board of Directors under conditions 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.	✓	-	-
4 (i)	<b>EXTERNAL/STATUTORY AUDITORS:</b> The issuer company should not engage its external/statutory auditors to perform the following services of the company; namely:-	✓	-	-

Condition No.	Title	Compliance Status		Remarks (if any)
		Put ✓ in the appropriate column		
		Complied	Not complied	
	Appraisal or valuation services or fairness opinions.			
4 (ii)	Financial information systems design and implementation.	✓	-	-
4 (iii)	Book-keeping or other services related to the accounting records or financial statements.	✓	-	-
4 (iv)	Broker-dealer services.	✓	-	-
4 (v)	Actuarial services.	✓	-	-
4 (vi)	Internal audit services.			
4 (vii)	Any other service that the Audit Committee determines.	✓	-	-
4 (viii)	No partner or employees 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.	✓	-	-
5 (i)	<b>SUBSIDIARY COMPANY:</b> 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.	✓	-	-
5 (ii)	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.	✓	-	-
5 (iii)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company.	✓	-	-
5 (iv)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also.	✓	-	-
5 (v)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	✓	-	-

Condition No.	Title	Compliance Status		Remarks (if any)
		Put ✓ in the appropriate column		
		Complied	Not complied	
6 (i) (a)	<b>DUTIES OF CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)</b> The CEO and CFO shall certify to the Board that:- They have reviewed financial statements for the year and that to the best of their knowledge and belief: these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading:	✓	-	-
6 (i) (b)	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.	✓	-	-
6 (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 violation of the company's code of conduct.	✓	-	-
7 (i)	<b>REPORTING &amp; COMPLIANCE OF CORPORATE GOVERNANCE:</b> The company shall obtain a certificate from a practicing Professional Accountant/Secretary (Chartered Account/Cost & Management Accountant/Chartered Secretary) regarding compliance of conditions of Corporate Governance Guidelines of the Commission and shall send the same to the shareholders along with the Annual Report on a yearly basis. <b>Explanation:</b> Chartered Accountant means Chartered Accountant as defined in the Chartered Accountants Act, 1949 (Act No. XXXVIII of 1949); Cost and Management Accountant means Cost and Management Account as defined in the Cost and Management Accountants Ordinance, 1977 (Ordinance No. LIII of 1977); Chartered Secretary means Chartered Secretary as defined in the চার্টার্ড সেক্রেটারীজ আইন, ২০১০ (২০১০ সনের ২৫নং আইন)	✓	-	-
7 (ii)	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.	✓	-	-



**CORPORATE GOVERNANCE:**

The Board of Directors of the Company firmly believes that practice of Good Corporate Governance and transparency is a sine qua non towards ensuring a disciplined and a sustainable organization. Sonar Bangla Insurance designed the corporate Governance systems and practices to ensure adequate internal control in operational process, transparency, and accountability. The Corporate Governance structure specifies the distribution of rights and responsibilities among different executives and spells out the rules and procedures for making decisions on corporate affairs. The role of Regulatory Authorities is very important in respect of Corporate Governance practices. Sonar Bangla Insurance is pledge-bound to comply with all the requirements of regulatory Authorities, Parties to Corporate Governance are Board of Directors, different committees of the Board, the management, different management committee, all decision making personnel, etc. All plans, programmes, Policy decisions, as initiated by the Board are implemented by the Management under the leadership of Managing Director & CEO.

**CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES:**

Sonar Bangla Insurance Limited has extended its corporate, social responsibility wing-during 2012. The Company made a sizeable financial contribution to Bangladesh Cricket Board for the opening ceremony of ICC Cricket World Cup-2011 with an aim to prompt Bangladesh's image abroad and to popularize the game countrywide. Besides Sonar Bangla Insurance Ltd. also contributed substantial some of money in distributing blanket's among the winter effected people. To strengthen the corporate social responsibility Sonar Bangla Insurance Ltd. donates substantial to help the autistics child.



The Company is distributing blankets among the winter effected peoples.



Being part of CSR, Employees of Company are enjoying annual picnic. From the event of the Picnic, Honorable Chairman of the Company is giving the prize to the winners.

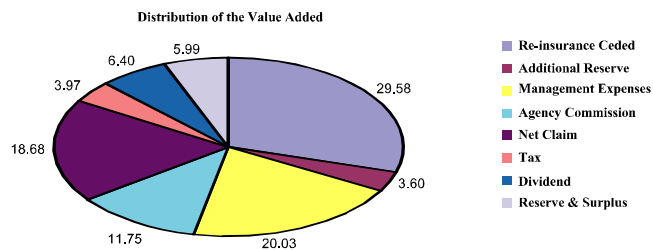
## Value Added Statement

for the year ended December 31, 2012

The Value Added statement (VAS) provides a detailed account of total value created by the Company during the year of account and its distribution for the same period. Sonar Bangla Insurance Ltd. contributed positively to the socio-economic development through payment of salaries and allowances of employees ; by paying attractive and consistent dividend to the shareholders and by paying Tax.

The Value Added Statement of Sonar Bangla Insurance Ltd. for the year 2012 mentioned below shows how the value is created and distributed among different stakeholders of the company.

Particulars	2012 Taka	2011 Taka
Premium Income	34,53,55,471	31,97,91,523
Commission on Re-Insurance Ceded	3,82,73,126	3,67,05,463
Investment & Others Income	3,56,95,519	2,62,65,443
<b>Total Value Added</b>	<b><u>41,93,24,116</u></b>	<b><u>38,27,62,429</u></b>
<b>Distribution of the Value Added</b>		
Re-insurance	12,40,43,326	13,60,19,704
Additional Reserve for Unexpired Risks	1,51,01,320	1,27,06,892
Management Expenses	8,39,95,488	7,86,92,679
Agency Commission	4,92,56,498	3,82,73,290
Net Claims Incurred	7,83,21,245	6,28,57,183
Tax	1,66,48,279	1,24,02,499
Dividend	2,68,32,960	2,03,28,000
Reserve & Surplus	2,51,25,000	2,14,82,182
<b>Total Distribution</b>	<b><u>41,93,24,116</u></b>	<b><u>38,27,62,429</u></b>



## Economic Value Added Statement

Economic Value Added (EVA) is the financial indicator of measures that show the true economic profit of an organization. It assesses a measurement of company's economic success or failure over the period of time. Such a metric is useful for investors who wish to determine how well a company has added value for its investors and it can be compared against company's peers for a quick analysis of how well the company is operating in its industry. Economic value added is calculated by taking a company's net profit after tax less cost of capital.

For the year ended 31 <sup>st</sup> December	2012 Taka	2011 Taka
Shareholders' equity at the year ended	33,46,14,068	28,33,59,613
Accumulated provision for doubtful losses	-	-
Average Shareholders' equity	33,46,14,068	28,33,59,613
* Cost of equity (%)	13.50	13.50
Economic Value Added	<b>60,81,555</b>	<b>45,87,495</b>
Net profit after tax	5,12,54,454	4,28,41,043
Less : Cost of equity	4,51,72,899	3,82,53,547

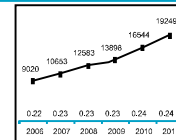
- It is the opportunity cost i.e. the expected risk free return on investments, plus a risk premium. Considering the Interest on fixed deposit /Government Sanchaya Parta plus 1% premium has been assumed to be the cost of equity.

## Market Share Information

### Bangladesh Non-life Insurance Market Composition & Share

Bangladesh Non-life Insurance Premium in 2011 was Taka 1924.88 crore.

Last 6 year's Premium growth and penetration rate (Non-life Insurance Premium as % of GDP) is shown in the chart below:



### Bangladesh Non-Life Insurance Market

The non-life market is comprised of 43 Insurance Companies and one Government Corporation. No single insurer has a large market share. The top 4 private sector insurers collectively account for a market share of 33.76%.

Average market share of each private Non-life Insurance Company is 2.33%. Out of which Sonar Bangla's market share is 1.66% in 2011. While Industry growth was 16% and Sonar Bangla's growth was 8.04%

## Accounting Ratios Pertaining to Insurance Sector

Particulars	2012	2011
Reinsurance Premium Ceded as % of Gross Premium	35.91	42.52
Commission Paid % of Gross Premium	14.24	12.00
Net R/I Commission Earned as % of Gross Premium	11.09	11.47
Net R/I Commission Earned as % of Net Premium	17.30	20.00
Management Expenses (Revenue A/C) as % of Gross Premium	18.96	19.25
Management Expenses (Revenue A/C) as % of Net Premium	29.59	32.81
Net Claims Incurred as % of Gross Premium	22.67	19.62
Net Claims Incurred as % of Net Premium	35.38	33.45
Underwriting Result as % of Gross Premium	14.85	14.03
Underwriting Result as % of Net Premium	23.18	23.92



## Redress of Clients Complaints

Insurance being a service industry, Clients' satisfaction are always our first priority. We take care of them as they are our business partners. We treat all clients with warmth and respect. We are always ready with our online service and achieve satisfactory business growth in the long run. Being fully aware of this, Sonar Bangla Insurance always attends to its clients complaints-whether related to its services or claim Settlement. Sonar Bangla encourages its clients to come forward with any complaint they may have and the top management is completely accessible to all them. Complaints can be lodged with the management in writing, over telephone, by e-mail or through the web site.

During regular meetings with its clients of various types, the management actively solicits the clients' views on the views on the Company's services, shortcomings, if any, and their suggestions. Clients views and complaints are discussed at the management committee meeting held at Head Office and also during meetings with Branch Managers. This aspect also features prominently at the Annual Branch Conference of the Company.

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## Redress of Investors Complaints

Sonar Bangla Insurance Ltd. have separate share Department headed by Mr. Abdur Rouf Gomosta, Company Secretary to communicate with shareholders and others Stakeholders. Investors and others may contact at any time to Share Department for any sort of information and query. To make the AGM more participatory, arranging AGM in a well-known place & convenient time allowing shareholders to speak in the relating to shareholders transfer of shares, changes of name and addresses and payment of dividend etc.



## Directors' Certificate

As per Regulations contained in the First Schedule of the Insurance Act, 2010, and as per Section 62(2) of the said Act, we certify that:

01. The value of investments in shares has been taken at cost and the quoted value thereof mentioned wherever available.
02. The Values of all assets as shown in the Balance Sheet and as classified Form "AA" annexed have been duly reviewed as at 31st December, 2012 and in our belief, the said assets have been set forth in the Balance Sheet at amounts not exceeding their realizable or market values under the several headings as enumerated therein.
03. All expenses of management, wherever incurred and whether incurred directly or indirectly in respect of Fire, Marine, Motor and Miscellaneous Insurance Business have been duly debited to the related Revenue Accounts and Profit & Loss Account.

S.M. Abdul Mannan  
Managing Director

Md. Shahidul Islam Niru  
Independent Director

Al-haj Md. Shamsul Haque  
Director

Sheikh Kabir Hossain  
Chairman



## Report of the Audit Committee

Audit Committee of the Sonar Bangla Insurance Ltd. comprises of five Directors nominated by Board of Directors. It operates according to the Terms of Reference approved by the Board in compliance with the Securities and Exchange Commission Notification No. SEC/CMRRCD/2009-193/104/Admin dated July 27, 2011.

During the year 2012, 04 (Four) meeting of the Audit Committee were held.

### Role of Audit Committee

- i) Review the existing risk management policies and procedures for ensuring an effective internal check and control system.
- ii) Review the annual financial statements and determine whether they are complete and consistent with the accounting standard set by the regulatory authorities.
- iii) Review the findings and recommendations made by the internal auditors for removing the irregularities detected.
- iv) Review the auditing performance of external auditors and their audit reports.

### Activities:

- i) Approved annual audit planning for the year 2013.
- ii) Reviewed quarterly and half yearly financial statement of the company to evaluate the performance.
- iii) Reviewed significant internal audit findings with a view to talking timely corrective actions.
- iv) Reviewed and examined the Annual Financial Statements 2012 audited by the external auditors and recommended to place the same the Board for consideration.

The Audit Committee is of the view that the internal control and procedure are adequate to present true and fair view of the activities and financial status of the Company. Finally the Audit Committee would like to convey their appreciation to the members of the Board, Key Management Personnel, Internal Audit Division for their generous co-operation and support.

**Md. Shadidul Islam Niru**  
Independent Director  
Chairman  
Audit Committee of the Board

## AUDITORS' REPORT TO THE SHAREHOLDERS OF SONAR BANGLA INSURANCE LIMITED

We have audited the accompanying Balance Sheet of the Sonar Bangla Insurance Limited as of December 31, 2012, the related Revenue Accounts as well as the Profit & Loss Account, Profit & Loss Appropriation Account and Statement of Cash Flows for the year then ended. The preparations of these financial statements are the responsibility of the Company's management. Our responsibility is to express an independent opinion on these financial statements based on our audit.

### SCOPE:

We conducted our audit in accordance with Bangladesh Standards on Auditing (BSA). Those standards require that we plan and perform the Audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit includes examining, on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

### OPINION:

In our opinion, financial statements read in conjunction with our remarks appended to the notes to the financial statements and subject to our above observations give a true and fair view of the financial position of the Sonar Bangla Insurance Limited as of December 31, 2012, the result of its operation and its Cash Flows for the year then ended and that they comply with the Companies Act, 1994, the Insurance Act 1938, as amended 2010 (except section 40C relating to limitation of management expenses), the Securities and Exchange Rules, 1987, the Bangladesh Accounting Standards (BSA) (except BSA 25 in relation to investment) and other applicable laws and regulations.

### We also report that:

- I) 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;
- II) In our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books and proper returns adequate for the purpose of our audit have been received from branches not visited by us;
- III) The Company's Balance Sheet and Profit and Loss Account and its cash flows dealt with by the report are in agreement with books of accounts and returns;
- IV) The expenditure incurred was for the purposes of the Company's business;
- V) As per section 40-C (2) of the Insurance Act 1938 as amended Act 2010, we certify that to the best of our knowledge and belief and according to the information and explanations 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 Profit & Loss Accounts of the Company; and
- VI) As per regulation 11 of part 1 of the third schedule of the Insurance Act, 1938 as amended Act 2010, we certify that to the best of our information and as shown by its books, during the year under report has not paid any person any commission in any form outside Bangladesh in respect of its business re-insurance abroad.

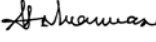
Place : Dhaka  
07 May, 2013

  
**Rahman Mustafiz Haq & Co.**  
Chartered Accountants

**SONAR BANGLA INSURANCE LIMITED**  
**BALANCE SHEET**

CAPITAL AND LIABILITIES	NOTES	AMOUNT (IN TAKA)	
		31.12.2012	31.12.2011
AUTHORIZED CAPITAL:			
10,00,00,000 Ordinary Shares of Tk. 10/-each		1,000,000,000.00	1,000,000,000.00
ISSUED, SUBSCRIBED AND PAID UP CAPITAL:			
2,23,60,800 Ordinary Shares of Tk. 10/- each	2	223,608,000.00	203,280,000.00
RESERVE FOR CONTINGENCY:			
Reserve for Exceptional Losses	3	111,006,068.46	80,079,612.77
Profit & Loss Account & Appropriation		74,117,555.44	52,117,555.44
Stock Dividend (Share)		28,388,513.02	2,134,057.33
Investment Fluctuation Fund		-	20,328,000.00
		8,500,000.00	5,500,000.00
BALANCE OF FUNDS AND ACCOUNTS:			
Fire Insurance Business	4	88,693,012.60	73,591,692.00
Marine Cargo Insurance Business		25,690,732.00	18,908,098.40
Marine Hull Insurance Business		53,485,235.60	44,440,871.20
Motor Insurance Business		280,257.00	138,274.00
Miscellaneous Insurance Business		7,835,826.00	9,052,523.20
		1,400,962.00	1,051,925.20
PREMIUM DEPOSIT			
LOANS & ADVANCE (SOD A/C)	5	8,967,529.00	2,620,133.00
ESTIMATED LIABILITIES IN RESPECT OF OUTSTANDING CLAIMS WHETHER DUE OR INTIMATED	6	68,906,133.30	67,002,713.84
	7	18,490,046.00	13,766,567.00
AMOUNT DUE TO OTHER PERSONS OR BODIES CARRYING ON INSURANCE BUSINESS			
	8	48,203,700.98	23,293,444.00
SUNDRY CREDITORS			
(Including outstanding and accruing for expenses)	9	25,595,328.18	33,798,357.10
Provision for Deferred Tax	16	431,570.00	306,570.00
Total		593,901,388.52	497,739,089.71

Place : Dhaka  
Dated : May 07, 2013

  
S.M. Abdul Mannan  
Managing Director

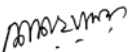
  
Md. Shahidul Islam Niru  
Director

  
Al-haj Md. Shamsul Haque  
Director



**SONAR BANGLA INSURANCE LIMITED**  
**AS AT DECEMBER 31, 2012**

PROPERTY AND ASSETS	NOTES	AMOUNT (IN TAKA)	
		31.12.2012	31.12.2011
<b>INVESTMENT : (AT COST)</b>			
Statutory Deposit	10	9,000,000.00	9,000,000.00
Investment in Shares	11	41,625,414.44	32,245,550.02
Investment to Subsidiary		51,000,000.00	51,000,000.00
<b>INTEREST, DIVIDEND AND RENT RECEIVABLES</b>	12	33,464,300.77	18,882,709.58
(accrued but not due)			
			-
Amount due from other persons or Bodies Carrying on Ins. Business		-	-
<b>SUNDRY DEBTORS:</b>	13	119,732,792.95	131,374,376.88
<b>CASH AND BANK BALANCES:</b>	14	<b>288,238,255.36</b>	<b>200,753,539.23</b>
Fixed Deposit		273,604,841.00	189,754,491.00
STD & CD A/C with Bank		5,738,082.47	4,048,480.34
Cash in Hand		7,736,463.89	6,950,567.89
Cheques in Transit		1,158,868.00	-
<b>OTHERS ACCOUNTS:</b>		<b>50,840,625.00</b>	<b>54,482,914.00</b>
Fixed assets (At cost less Dep.)	15	50,233,008.00	53,624,791.00
Stock of Stationery & Stamps (at Cost)		607,617.00	858,123.00
Share Issue Expenses		-	-
<b>Total</b>		<b>593,901,388.52</b>	<b>497,739,089.71</b>

  
**Sheikh Kabir Hossain**  
Chairman

Subject to our separate report of even date.

  
**RAHMAN MUSTAFIZ HAQ & CO.**  
Chartered Accountants

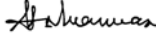
**SONAR BANGLA INSURANCE LIMITED**  
**PROFIT AND LOSS ACCOUNT**

PARTICULARS	NOTES	AMOUNT (IN TAKA)	
		31.12.2012	31.12.2011
<b>Expenses of Management:</b> (Not applicable to any particular Fund or Account)		-	-
		<b>8,202,422.00</b>	<b>6,939,490.00</b>
Meeting Expenses		3,619,171.00	1,064,861.00
Director's Fees		1,168,000.00	825,700.00
Audit Fees		181,800.00	115,750.00
Advertisement and Publicity		1,102,572.00	2,064,703.00
Renewal of Registration & Trade License		1,132,771.00	843,247.00
Fees & Charges		549,448.00	937,928.00
Professional Fee		281,660.00	305,301.00
Levy Charges		100,000.00	50,000.00
Subscription	18	67,000.00	732,000.00
<b>Other Expenses</b>		<b>10,250,071.00</b>	<b>10,058,703.00</b>
Depreciation		3,934,261.00	4,424,403.00
Lease Rental		6,315,810.00	5,634,300.00
Net Profit/(Loss) Transferred to Profit & Loss Appropriation Account		68,606,236.69	54,212,680.02
<b>Total</b>		<b>87,058,729.69</b>	<b>71,210,873.02</b>

**PROFIT AND LOSS APPROPRIATION ACCOUNT**

PARTICULARS	NOTES	AMOUNT (IN TAKA)	
		31.12.2012	31.12.2011
Balance of losses for the year brought down		-	-
Reserve for Exceptional Losses		22,000,000.00	18,377,182.00
Provision for income Tax		17,226,781.00	11,266,637.00
Proposed Dividend (Stock)		-	20,328,000.00
Investment Fluctuation Fund		3,000,000.00	3,000,000.00
Deferred Tax		125,000.00	105,000.00
Balance Transferred to Balance Sheet		<u>28,388,513.02</u>	<u>2,134,057.33</u>
<b>Total</b>		<b>70,740,294.02</b>	<b>55,210,876.33</b>

Place : Dhaka  
Dated : May 07, 2013

  
**S.M. Abdul Mannan**  
Managing Director

  
**Md. Shahidul Islam Niru**  
Director

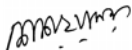
  
**Al-haj Md. Shamsul Haque**  
Director

**SONAR BANGLA INSURANCE LIMITED**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**

PARTICULARS	NOTES	AMOUNT (IN TAKA)	
		31.12.2012	31.12.2011
<b>Interest, Dividend and Rent</b> (Not applicable to any particular Fund or Accounts)			
Interest Income	17	35,203,592.21	21,581,058.60
Realized gain from share transaction		300,411.00	-
Dividend Income (Cash)		191,515.13	4,044.26
Profit from disposal of fixed assets		-	4,661,930.00
Other income		-	18,409.22
<b>Profit/Loss Account Balance</b>			
<b>from Revenue Accounts:</b>		<b>51,363,211.35</b>	<b>44,945,430.94</b>
Fire Revenue Account		(4,257,035.92)	7,782,814.87
Marine Cargo Revenue Account		53,819,502.36	27,260,896.74
Marine Hull Revenue Account		(49,561.49)	414,634.27
Motor Revenue Account		1,975,982.88	8,030,668.73
Misc. Revenue Account		(125,676.48)	1,456,416.33
<b>Total</b>		<b>87,058,729.69</b>	<b>71,210,873.02</b>

**FOR THE YEAR ENDED DECEMBER 31, 2012**

PARTICULARS	NOTES	AMOUNT (IN TAKA)	
		31.12.2012	31.12.2011
Balance brought forward from previous year		2,134,057.33	998,196.31
Net Profit for the year (Transferred from Profit & Loss Acc.)		68,606,236.69	54,212,680.02
<b>Total</b>		<b>70,740,294.02</b>	<b>55,210,876.33</b>

  
**Sheikh Kabir Hossain**  
Chairman

Subject to our separate report of even date.

  
**RAHMAN MUSTAFIZ HAQ & CO.**  
Chartered Accountants

**SONAR BANGLA INSURANCE LIMITED**  
**CONSOLIDATED REVENUE ACCOUNT**

Particulars	Notes	31.12.2012 Taka	31.12.2011 Taka
<b>Claims under Policies</b>			
<b>Less: Re-Ins.</b>		<b>78,321,245.39</b>	<b>62,857,183.00</b>
Paid during the year		73,597,766.39	85,280,517.00
Total estimated liabilities in respect of outstanding claims at the end of the year whether due or intimated		18,490,046.00	13,766,567.00
		<b>92,087,812.39</b>	<b>161,904,267.00</b>
Less: Outstanding claims at the end of the previous year		(13,766,567.00)	(36,189,901.00)
<b>Claim accounts</b>			
Agency Commission		49,256,498.00	38,273,290.00
Expenses of Management	20	65,542,995.46	61,694,486.66
Profit Transferred to Profit and Loss Account		51,363,211.35	44,945,430.94
<b>Balance of account at the end of the year as shown in the Balance Sheet:</b>			
Reserve for Unexpired Risks being 40% of premium income (100% Marine Hull) of the year		<b>88,693,012.60</b>	<b>73,591,692.00</b>
<b>Total</b>		<b>333,176,962.80</b>	<b>281,362,082.60</b>

Place : Dhaka  
Dated : May 07, 2013

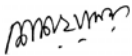
  
S.M. Abdul Mannan  
Managing Director

  
Md. Shahidul Islam Niru  
Director

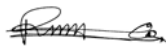
  
Al-haj Md. Shamsul Haque  
Director

**SONAR BANGLA INSURANCE LIMITED**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**

Particulars	Notes	31.12.2012 Taka	31.12.2011 Taka
<b>Balance of Account at the beginning of the year:</b>			
Reserve for Unexpired Risks		73,591,691.80	60,884,800.60
Premium Less Re-Insurance	19	221,312,145.00	183,771,819.00
Commission on Re-Insurance Ceded		38,273,126.00	36,705,463.00
<b>Total</b>		<b><u>333,176,962.80</u></b>	<b><u>281,362,082.60</u></b>

  
**Sheikh Kabir Hossain**  
Chairman

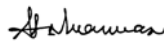
Subject to our separate report of even date.

  
**RAHMAN MUSTAFIZ HAQ & CO.**  
Chartered Accountants

**SONAR BANGLA INSURANCE LIMITED**  
**FIRE INSURANCE REVENUE ACCOUNT**

Particulars	31.12.2012 Taka	31.12.2011 Taka
<b>Claims under Policies Less Re-Ins.</b>	<b>48,826,045.00</b>	<b>39,835,060.00</b>
<b>Paid during the year</b>	46,501,983.00	59,232,684.00
Add: Total estimated liabilities in respect of outstanding claims at the end of the year whether due or intimated	8,550,945.00	6,226,883.00
	<b>55,052,928.00</b>	<b>65,459,567.00</b>
Less: Outstanding claims at the end of the previous year	(6,226,883.00)	(25,624,507.00)
Agency Commission	12,057,267.00	11,057,453.00
Expenses of Management	24,250,908.32	25,294,739.53
Profit Transferred to Profit and Loss Account	(4,257,035.92)	7,782,814.87
<b>Balance of account at the end of the year as shown in the Balance Sheet:</b>		
Reserve for Unexpired Risks being 40% of premium income of the year	25,690,732.00	18,908,098.40
<b>Total</b>	<b>106,567,916.40</b>	<b>102,878,165.80</b>

Place : Dhaka  
Dated : May 07, 2013

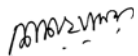
  
**S.M. Abdul Mannan**  
Managing Director

  
**Md. Shahidul Islam Niru**  
Director

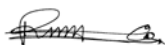
  
**Al-haj Md. Shamsul Haque**  
Director

**SONAR BANGLA INSURANCE LIMITED**  
**FOR THE YEAR ENDED DECEMBER 31,2012**

Particulars	31.12.2012 Taka	31.12.2011 Taka
<b>Balance of Account at the beginning of the year:</b>		
Reserve for Unexpired Risks	18,908,098.40	32,289,912.80
Premium Less Re-Insurance	64,226,829.00	47,270,246.00
Commission on Re-Insurance Ceded	23,432,989.00	23,318,007.00
<b>Total</b>	<b><u>106,567,916.40</u></b>	<b><u>102,878,165.80</u></b>

  
**Sheikh Kabir Hossain**  
Chairman

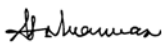
Subject to our separate report of even date.

  
**RAHMAN MUSTAFIZ HAQ & CO.**  
Chartered Accountants

**SONAR BANGLA INSURANCE LIMITED**  
**MARINE CARGO INSURANCE REVENUE ACCOUNT**

Particulars	31.12.2012 Taka	31.12.2011 Taka
<b>Claims under Policies Less Re-Ins.</b>	<b>17,564,311.00</b>	<b>16,039,247.00</b>
Paid during the year	17,577,140.00	16,239,373.00
Add: Total estimated liabilities in respect of outstanding claims at the end of the year whether due or intimated	67,600.00	80,429.00
	<b>17,644,740.00</b>	<b>16,319,802.00</b>
Less: Outstanding claims at the end of the previous year	(80,429.00)	(280,555.00)
Agency Commission	32,668,267.00	22,945,324.00
Expenses of Management	32,607,640.24	28,379,463.86
Profit Transferred to Profit and Loss Account	53,819,502.36	27,260,896.74
<b>Balance of account at the end of the year as shown in the Balance Sheet:</b>		
Reserve for Unexpired Risks being 40% of premium income of the year	53,485,235.60	44,440,871.20
<b>Total</b>	<b>190,144,956.20</b>	<b>139,065,802.80</b>

Place : Dhaka  
Dated : May 07, 2013

  
**S.M. Abdul Mannan**  
Managing Director

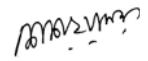
  
**Md. Shahidul Islam Niru**  
Director

  
**Al-haj Md. Shamsul Haque**  
Director

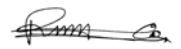


**SONAR BANGLA INSURANCE LIMITED**  
**FOR THE YEAR ENDED DECEMBER 31,2012**

Particulars	31.12.2012 Taka	31.12.2011 Taka
<b>Balance of Account at the beginning of the year :</b>		
Reserve for Unexpired Risks	44,440,871.20	17,093,686.80
Premium Less Re-Insurance	133,713,089.00	111,102,178.00
Commission on Re-Insurance Ceded	11,990,996.00	10,869,938.00
<b>Total</b>	<b>190,144,956.20</b>	<b>139,065,802.80</b>

  
**Sheikh Kabir Hossain**  
Chairman

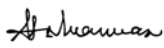
Subject to our separate report of even date.

  
**RAHMAN MUSTAFIZ HAQ & CO.**  
Chartered Accountants

**SONAR BANGLA INSURANCE LIMITED**  
**MARINE HULL INSURANCE REVENUE ACCOUNT**

Particulars	31.12.2012 Taka	31.12.2011 Taka
<b>Claims under Policies Less:Re-Ins.</b>	<b>24.00</b>	<b>-</b>
Paid during the year	24.00	-
Add: Total estimated liabilities in respect of outstanding claims at the end of the year whether due or intimated	-	-
	<b>24.00</b>	<b>-</b>
Less: Outstanding claims at the end of the previous year	-	-
		<b>-</b>
Agency Commission	55,227.00	-
Expenses of Management	163,857.49	92,541.73
Profit Transferred to Profit and loss Account	(49,561.49)	414,634.27
<b>Balance of account at the end of the year as shown in the Balance Sheet:</b>		
Reserve for Unexpired Risks being 40% of premium income (100% Marine Hull) of the year	<b>280,257.00</b>	<b>138,274.00</b>
<b>Total</b>	<b>449,804.00</b>	<b>645,450.00</b>

Place : Dhaka  
Dated : May 07, 2013

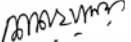
  
**S.M. Abdul Mannan**  
Managing Director

  
**Md. Shahidul Islam Niru**  
Director

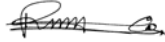
  
**Al-haj Md. Shamsul Haque**  
Director

**SONAR BANGLA INSURANCE LIMITED**  
**FOR THE YEAR ENDED DECEMBER 31,2012**

Particulars	31.12.2012 Taka	31.12.2011 Taka
<b>Balance of Account at the beginning of the year :</b>		
Reserve for Unexpired Risks	138,274.00	489,032.00
Premium Less Re-Insurance	280,257.00	138,274.00
Commission on Re-Insurance Ceded	31,273.00	18,144.00
<b>Total</b>	<b>449,804.00</b>	<b>645,450.00</b>

  
**Sheikh Kabir Hossain**  
Chairman

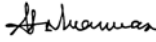
Subject to our separate report of even date.

  
**RAHMAN MUSTAFIZ HAQ & CO.**  
Chartered Accountants

**SONAR BANGLA INSURANCE LIMITED**  
**MOTOR INSURANCE REVENUE ACCOUNT**

Particulars	31.12.2012 Taka	31.12.2011 Taka
<b>Claims under Policies Less: Re-Ins.</b>	<b>11,831,624.39</b>	<b>6,978,229.00</b>
Paid during the year	9,419,377.39	9,763,667.00
Add: Total estimated liabilities in respect of outstanding claims at the end of the year whether due or intimated	5,815,786.00	3,403,539.00
	<b>15,235,163.39</b>	<b>13,167,206.00</b>
Less: Outstanding claims at the end of the previous year	(3,403,539.00)	(6,188,977.00)
Agency Commission	3,580,845.00	3,309,617.00
Expenses of Management	3,932,579.73	4,318,614.07
Profit Transferred to Profit and Loss Account	1,975,982.88	8,030,668.73
<b>Balance of account at the end of the year as shown in the Balance Sheet:</b>		
Reserve for Unexpired Risks being 40% of premium income of the year	7,835,826.00	9,052,523.20
<b>Total</b>	<b>29,156,858.00</b>	<b>31,689,652.00</b>

Place : Dhaka  
Dated : May 07, 2013

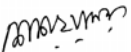
  
**S.M. Abdul Mannan**  
Managing Director

  
**Md. Shahidul Islam Niru**  
Director

  
**Al-haj Md. Shamsul Haque**  
Director

**SONAR BANGLA INSURANCE LIMITED**  
**FOR THE YEAR ENDED DECEMBER 31,2012**

Particulars	31.12.2012 Taka	31.12.2011 Taka
<b>Balance of Account at the beginning of the year :</b>		
Reserve for Unexpired Risks	9,052,523.00	8,785,703.00
Premium Less Re-Insurance	19,589,565.00	22,631,308.00
Commission on Re-Insurance Ceded	514,770.00	272,641.00
<b>Total</b>	<b>29,156,858.00</b>	<b>31,689,652.00</b>

  
**Sheikh Kabir Hossain**  
Chairman


Subject to our separate report of even date.

  
**RAHMAN MUSTAFIZ HAQ & CO.**  
Chartered Accountants

**SONAR BANGLA INSURANCE LIMITED**  
**MISC. INSURANCE REVENUE ACCOUNT**

Particulars	31.12.2012 Taka	31.12.2011 Taka
<b>Claims under Policies Less:Re-Ins.</b>	<b>99,241.00</b>	<b>4,647.00</b>
paid during the year	99,242.00	44,793.00
Add: Total estimated liabilities in respect of outstanding claims at the end of the year whether due or intimated	4,055,715.00	4,055,716.00
	<b>4,154,957.00</b>	<b>4,100,509.00</b>
Less: Outstanding claims at the end of the previous year	(4,055,716.00)	(4,095,862.00)
Agency Commission	894,892.00	960,896.00
Expenses of Management	4,588,009.68	3,609,127.47
Profit Transferred to Profit and Loss Account	(125,676.48)	1,456,416.33
<b>Balance of account at the end of the year as shown in the Balance Sheet:</b>		
Reserve for Unexpired Risks being 40% of premium income of the year	1,400,962.00	1,051,925.20
<b>Total</b>	<b>6,857,428.20</b>	<b>7,083,012.00</b>

Place : Dhaka  
Dated : May 07, 2013

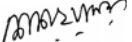
  
**S.M. Abdul Mannan**  
Managing Director

  
**Md. Shahidul Islam Niru**  
Director

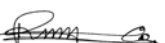
  
**Al-haj Md. Shamsul Haque**  
Director

**SONAR BANGLA INSURANCE LIMITED**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**

Particulars	31.12.2012 Taka	31.12.2011 Taka
<b>Balance of Account at the beginning of the year :</b>		
Reserve for Unexpired Risks	1,051,925.20	2,226,466.00
Premium Less Re-Insurance	3,502,405.00	2,629,813.00
Commission on Re-Insurance Ceded	2,303,098.00	2,226,733.00
<b>Total</b>	<b><u>6,857,428.20</u></b>	<b><u>7,083,012.00</u></b>

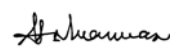
  
**Sheikh Kabir Hossain**  
Chairman

Subject to our separate report of even date.

  
**RAHMAN MUSTAFIZ HAQ & CO.**  
Chartered Accountants

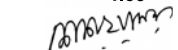
**STATEMENT OF CASH FLOW**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**

PARTICULARS	AMOUNT (IN TAKA)	
	31.12.2012	31.12.2011
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Premium Collection and other Income	324,124,356.00	194,601,766.00
Payment of Expenses, Re-Insurance, Claims	(201,799,368.00)	(151,262,513.00)
Income Tax Paid	(11,500,000.00)	(6,694,556.00)
<b>Net Cash Provided by Operating Activities</b>	<b>110,824,988.00</b>	<b>36,644,697.00</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Investment in Share	(15,000,000.00)	(22,380,273.00)
Investment in Merchant Bank	-	(51,000,000.00)
Purchase of Fixed Asset	(542,478.00)	(464,094.00)
Disposal of fixed assets	-	2,077,890.00
Sale proceeds of share and securities	-	-
<b>Net Cash used in Investing Activities</b>	<b>(15,542,478.00)</b>	<b>(71,766,477.00)</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
SOD/Loan Account	(7,768,568.00)	51,027,000.00
Issue of Share	-	-
Dividend paid	(29,226.00)	-
<b>Net Cash used in Financing Activities</b>	<b>(7,797,794.00)</b>	<b>51,027,000.00</b>
<b>D. NET INCREASED IN CASH &amp; CASH EQUIVALENT (A+B+C)</b>	<b>87,484,716.00</b>	<b>15,905,220.00</b>
<b>E. OPENING CASH AND CASH EQUIVALENT</b>	<b>200,753,539.00</b>	<b>184,848,319.00</b>
<b>F. CLOSING CASH AND CASH EQUIVALENT (D+E)</b>	<b>288,238,255.00</b>	<b>200,753,539.00</b>
Net Operating Cash Flow per Share (NOCFS)	= $\frac{\text{Net operating cash flow}}{\text{Number of shares}}$	
	= $\frac{110,824,988.00}{22,360,800}$	= $\frac{36,644,697.00}{20,328,000}$
	<b>= 4.96</b>	<b>= 1.80</b>

  
S.M. Abdul Mannan  
Managing Director

  
Md. Shahidul Islam Niru  
Director

  
Al-haj Md. Shamsul Haque  
Director

  
Sheikh Kabir Hossain  
Chairman

Subject to our separate report of even date.

  
**RAHMAN MUSTAFIZ HAQ & CO.**  
Chartered Accountants





**Statement of Changes in Equity**  
**For the year ended December 31, 2012**


Particulars	Share Capital (Tk)	Reserve for Exceptional Losses(Tk)	Retained Earnings (Tk)	Proposed Dividend (Tk)	Total (Tk)
At the beginning of the year	203,280,000.00	77,945,555.44	2,134,057.33	-	283,359,612.77
Stock Dividend	20,328,000.00	(20,328,000.00)	-	-	-
Net Profit after tax	-	-	51,254,455.69	-	51,254,455.69
Investment Fluctuation Fund	-	3,000,000.00	(3,000,000.00)	-	-
Proposed Dividend	-	-	-	-	-
Appropriation made during the year	-	22,000,000.00	(22,000,000.00)	-	-
<b>At the end of the year</b>	<b>223,608,000.00</b>	<b>82,617,555.44</b>	<b>28,388,513.02</b>	<b>-</b>	<b>334,614,068.46</b>


**Statement of Changes in Equity**  
**For the year ended December 31, 2011**

Particulars	Share Capital (Tk)	Reserve for Exceptional Losses(Tk)	Retained Earnings (Tk)	Proposed Dividend (Tk)	Total (Tk)
At the beginning of the year	181,500,000.00	36,240,373.44	998,196.31	21,780,000.00	240,518,569.75
Stock Dividend	21,780,000.00	-	-	(21,780,000.00)	-
Net Profit after tax	-	-	42,841,043.02	-	42,841,043.02
Investment Fluctuation Fund	-	3,000,000.00	(3,000,000.00)	-	-
Proposed Dividend (Stock)	-	20,328,000.00	(20,328,000.00)	-	-
Appropriation made during the year	-	18,377,182.00	(18,377,182.00)	-	-
<b>At the end of the year</b>	<b>203,280,000.00</b>	<b>77,945,555.44</b>	<b>2,134,057.33</b>	<b>-</b>	<b>283,359,612.77</b>

  
**S.M. Abdul Mannan**  
Managing Director

  
**Md. Shahidul Islam Niru**  
Director

  
**Al-haj Md. Shamsul Haque**  
Director

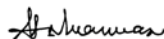
  
**Sheikh Kabir Hossain**  
Chairman

Subject to our separate report of even date.


  
**RAHMAN MUSTAFIZ HAQ & CO.**  
Chartered Accountants

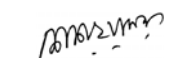
**FROM "AA"**  
**CLASSIFIED SUMMARY OF THE ASSETS**  
**AS AT 31ST DECEMBER, 2012**

Particulars	Amount (Tk.)	Remarks
Statutory Deposit	9,000,000.00	Realizable value
Investment in Share	41,625,414.44	Book value
Investment to Subsidiary	51,000,000.00	Book value
Accrued Interest	33,464,300.77	Book value
Sundry Debtors	119,732,792.95	Book value
Fixed Deposit	273,604,841.00	Realizable value
Bank Balance	6,896,950.47	Realizable value
Cash in Hand	7,736,463.89	Realizable value
Fixed Assets (at cost less dep: )	50,233,008.00	Book value
Stock of Stationery & Forms	607,617.00	Book value
<b>Total</b>	<b>593,901,388.52</b>	

  
S.M. Abdul Mannan  
Managing Director

  
Md. Shahidul Islam Niru  
Director

  
Al-haj Md. Shamsul Haque  
Director

  
Sheikh Kabir Hossain  
Chairman

Subject to our separate report of even date.

  
**RAHMAN MUSTAFIZ HAQ & CO.**  
Chartered Accountants

## Notes to the Financial Statement For the year ended December 31, 2012

### 1.00 HISTORICAL BACKGROUND

Sonar Bangla Insurance Limited was incorporated in Bangladesh on March 14, 2000 and went into operation on 1st May, 2000 as a Public Limited Company under the Companies Act, 1994 with a view to run all types of insurance business except life as per Insurance Act, 1938 in Bangladesh. The Company went into initial public offerings (IPO) on September 2005 and raised its Share Capital to Tk. 22.36 crore. Now the Company is listed with Dhaka Stock Exchange and Chittagong Stock Exchange.

The principal place of business of the Company is at Paramount Heights (Level-14) 65/2/1, Box Culvert Road, Paltan, Dhaka-1000.

The Company is engaged in Non Life Insurance Business with meaning of Insurance Act, 2010.

The Company has also formed another subsidiary Company viz. Sonar Bangla Capital Management Ltd., to run business of Merchant Bank and obtained the licence from Securities and Exchange Commission for Commercial Operation.

### 1.01 Basis of Presenting Accounts and Significant Accounting Policies:

#### 1.02 Basis of Presenting Accounts:

a) The Accounts are prepared on a going concern basis under historical cost convention on generally accepted accounting Principles and Cash Flow Statement has been prepared on direct method and accrual basis of accounting has been followed:

b) The Balance Sheet has been prepared in accordance with the regulation contained in part I of the first schedule and as per Form "A" as set forth in part II of that schedule Profit & Loss Account and Profit & Loss Appropriation Account have been prepared in accordance with the regulation contained in part I of the second schedule and as per Form "B" & "C" set forth in part II of that schedule respectively and the Revenue Accounts of each class of General Insurance Business has been prepared in accordance with the regulation as contained in part I of the third schedule and as per Form "F" as set forth in part II of that schedule of the Insurance Act.

### 1.03 Significant Accounting Policies:

#### a) Underwriting Business:

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) Segment reporting (BAS-14)

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

#### c) Balance of Fund and Accounts:

These have been arrived at after making provision for unexpired risks @ 40% of net premium income on all business except Marine Hull where provision has been made at 100% on net premium income.

#### d) Management expenses :

Management expenses of Tk. 6,55,42,995.45 have been charged into 37.00% to Fire for Tk. 2,42,50,908.32; 49.75% to Marine Cargo for Tk. 3,26,07,640.24; 0.25% to Marine Hull for Tk. 1,63,857.49; 6.00% to Motor for Tk. 39,32,579.73 and 7.00% for Tk. 45,88,009.68 to Miscellaneous revenue account respectively during the year.

#### e) Compliance of Local Laws:

The financial statements have been prepared in compliance with requirement of the Companies Act, 1994, Securities and Exchange Rules 1987, Insurance Act, 1938 and subsequently followed by Insurance Act, 2010 and other relevant Local Laws.

**f) Compliance with Bangladesh Accounting Standards (BAS):**

The financial statements have been prepared as on December 31, 2012 in compliance with requirement of the Bangladesh Accounting Standards (BAS), International Financial Reporting Standards (IFRS) approved by the International Accounting Standard Board (IASB) and as adopted by the Instituted of Chartered Accountants of Bangladesh (ICAB) as Bangladesh Accounting Standard (BAS) and regulations applicable in Bangladesh.

**g) Reporting Currency:**

The financial statements are presented in Bangladesh Currency (Taka) which have been rounded off to the nearest taka where indicated otherwise.

**h) Accounting Period:**

The financial period of the Insurance Company covers one year from January 01, 2012 to December 31, 2012.

**i) Fixed Assets:**

All Assets of the Company shown in financial statements that are within the scope of BAS-36, are in physical existence and valued on more than their recoverable amount. Following International Accounting Standards adopted by ICAB, disclosure with regards to "Impairment of Assets" as per BAS - 36 have not been considered necessary.

These are stated at cost less accumulated depreciation. Depreciation on Fixed Assets have been charged on reducing balance method at rates varying from 2.5% to 20% depending on the estimated useful lives of the assets and are consistently applied in relation to previous year. Depreciation on additions to fixed assets is charged for full year irrespective of date of capitalization.

Category of Assets:	Rate of Dep.
Office Decoration	10%
Furniture & Fixture	10%
Telephone Installation	15%
Library Account	10%
Office Equipment	15%
Motor Vehicles	20%
Electric Equipment's	15%
Air Condition	20%
Motor Cycle	20%
Office Space	2.5%

**j) Stock of Stationery & Form:**

Stock of Stationery & Forms have been valued at cost Tk. 6,07,617.00

**k) Public Sector Business:**

Company's share of Public sector business is accounted for the year in which the statement of accounts from the Sadharan Bima Corporation are received up to 31st December, 2012. Statement of accounts for the period from 1st July, 2011 to 30th June, 2012 have been received from the Sadharan Bima Corporation and accordingly, the Company's share of public sector business for the year has been accounted for the accompanying accounts. This practice is being followed

**l) Provision for Income Tax (BAS 12):**

Provision for income tax for the year under audit has been made on the basis of Finance Act.

**m) Deferred Taxation (BAS-12): Tk. 4,31,570.00**

This has arrived as under:

Opening Balance	306,570.00
Add: Provision during the year	<u>125,000.00</u>
<b>Total :</b>	<b><u>431,570.00</u></b>

Deferred Tax has been calculated as lump sum basis to follow with BAS - 12.

**n) Revenue Recognition (BAS-18)**

The total amount of premium earned on various classes of insurance business underwritten during the year, the gross amount of premium earned against various policies, the amount of re-insurance premium due to Sadharan Bima Corporation, the amount of re-insurance commission earned and the amount of claims less re-insurance settled during the year have all been duly accounted for the books of accounts of the company and while preparing the final statements of accounts, the effect of re-insurance as well as the effect of total estimated liabilities in respect of outstanding claims at the end of the year, whether due or intimated have also been duly reflected in order to arrive at the net underwriting result for the year.

**o) Employee's Benefit Plan (BAS-19)**

The Company has introduced a Employees Service Rules-2012 where a new attractive pay-scale has all ready been executed from January, 2012 for the interest of the Employees. Besides, Group Insurance Policy will be introduced very soon as employees benefit scheme and like provident fund is in under process.

**p) Earning per Share (BAS-33)**

The Company has calculated earning per share (EPS) in accordance with the International Accounting Standards (IAS) -33 "Earning per Share" as adopted by ICAB.

**q) Investment:**

\* Investment for statutory deposit is stated at their cost of acquisition and no adjustment in respect of market value was considered necessary.

\* Income on Investment, other than shares, is accounted for on accrual concept basis.

\* Dividend Income on Investment on shares are accounted for the year of receiving of such dividend.

\* Gain on sold Fixed Assets are accounted for on a actual realization basis.

**r) Reserve for Exceptional Losses:**

Reserve for exceptional losses as appropriated out of current year's profit before tax for Tk. 2,20,00,000.00 as per 4th schedule of income Tax ordinance.

**s) Interest on FDR & STD:**

Interest received from Banks on STD Accounts and FDR Accounts have been duly credited to the Profit and Loss Account.

**t) Reserve for un-expired risks:**

Surplus of revenues accounts have been arrived at after accounting for Company's share of claims settled and estimation of outstanding claims as well as after providing for unexpired risk @40% on all business except Marine Hull on which provision for unexpired risks has been made on 100% basis.

## SONAR BANGLA INSURANCE LIMITED

### 2.00 SHARE CAPITAL

#### a) Authorized Capital Tk. 100.00.00.000.00

Divided into 10,00,00,000 ordinary shares of Tk. 10/- each.

#### b) Issued Subscribed & Paid up Capital Tk. 22.36.08.000.00

Divided into 2,23,60,800 ordinary shares of Tk. 10/- each.

This balance represents:

Category	No. of Shareholder	No. of Share	% of total Paid-up-Capital
Sponsors	16	8,575,983	38.35%
General Public Including Institutional Investors	6,194	13,784,817	61.65%
	<b>6,210</b>	<b>22,360,800</b>	<b>100%</b>

Classification of Shareholder by holding:

Class Interval	No. of Shareholders	No. of Share	Percentage
0000000001-0000000499	2679	318,142	1.42
0000000500-0000005000	3139	4,117,243	18.41
0000005001-0000010000	188	1,307,699	5.85
0000010001-0000020000	105	1,457,219	6.52
0000020001-0000030000	19	472,250	2.11
0000030001-0000040000	23	804,646	3.60
0000040001-0000050000	10	447,819	2.00
0000050001-0000100000	17	1,104,923	4.95
0000100001-0002000000	30	12,330,859	55.14
	<b>6210</b>	<b>22,360,800</b>	<b>100.00</b>

### CASH AND CASH EQUIVALENTS (BAS-07)

Cash Flow Statement" Cash comprises cash in hand and demand deposit and cash equivalents are short term, high Liquid investments that we are ready to convertible to know amount of cash and which are subject to an insignificant risk of change in value, BAS-1 "Presentation of Financial Statements" also provides that Cash equivalents are those who have no restriction.

### 3.00 RESERVE FOR CONTINGENCY ACCOUNTS: TK. 111,006,068.46

Particulars	Notes	Amount (In Taka)	
		2012	2011
Reserve for Exceptional Losses	3.01	74,117,555.44	52,117,555.44
Profit & Loss Appropriation	3.02	28,388,513.02	2,134,057.33
Investment Fluctuation Fund	-	8,500,000.00	5,500,000.00
Proposed Dividend (Stock)	3.03	-	20,328,000.00
		<b>111,006,068.46</b>	<b>80,079,612.77</b>

**3.01 Reserve for Exceptional Loss: TK. 74,117,555.44**

This is made up as follows:

	Amount (In Taka)	
	2012	2011
Opening Balance	52,117,555.44	33,740,373.44
Provision during the year	22,000,000.00	18,377,182.00
	<b>74,117,555.44</b>	<b>52,117,555.44</b>

**3.02 Profit & Loss Appropriation Accounts: Tk. 28,388,513.02**

This is made up as follows:

	Amount (In Taka)	
	2012	2011
Opening Balance	2,134,057.33	998,196.31
Net Profit during the year	68,606,236.69	54,212,680.02
<b>Total balance for the Appropriation</b>	<b>70,740,294.02</b>	<b>55,210,876.33</b>
Less : Appropriations :		
Reserve for Exceptional Loss	22,000,000.00	18,377,182.00
Provision for income tax	17,226,781.00	11,266,637.00
Provision for Deferred Tax	125,000.00	105,000.00
Proposed Dividend (Stock)	-	20,328,000.00
Investment Fluctuation Fund	3,000,000.00	3,000,000.00
	<b>42,351,781.00</b>	<b>53,076,819.00</b>
<b>Amount transfer to Balance Sheet</b>	<b>28,388,513.02</b>	<b>2,134,057.33</b>

**3.03 Proposed Stock Dividend :**

The Board of Directors recommended 12% Stock dividend (Bonus share) subject to the approval of the Hon'ble Shareholders for the year ended 31st December, 2012 in its 94th Meeting held on 07.05.2013

**4.00 BALANCE OF FUND AND ACCOUNTS :TK. 88,693,012.60**

Particular	%	Amount (Taka)	%	Amount (Taka)
		<b>2012</b>		<b>2011</b>
Fire	40%	25,690,732.00	40%	18,908,098.40
Marine Cargo	40%	53,485,235.60	40%	44,440,871.20
Marine Hull	100%	280,257.00	100%	138,274.00
Motor	40%	7,835,826.00	40%	9,052,523.20
Misc.	40%	1,400,962.00	40%	1,051,925.20
<b>Total</b>		<b>88,693,012.60</b>		<b>73,591,692.00</b>

## SONAR BANGLA INSURANCE LIMITED

### 5.00 PREMIUM DEPOSIT: TK. 8,967,529.00

The above balance represent the Amount received against cover notes for which policies were not issued with in the year 31st December, 2012.

### 6.00 LOANS AND ADVANCE (SOD ACCOUNT): TK. 68,906,133.30

Out of the above amount Tk. 5,10,00,000.00 has been used to deposit the paid up capital for Sonar Bangla Capital Management Ltd. (Merchant Bank) being parent company and the rest amount has been used to purchase shares from secondary capital market.

### 7.00 ESTIMATED LIABILITIES IN RESPECT OF OUTSTANDING CLAIMS WHETHER DUE OR INTIMATED : TK. 18,490,046.00

This is made up as follows:

	Amount (In Taka)	
	2012	2011
Fire	8,550,945.00	6,226,883.00
Marine	67,600.00	80,429.00
Marine Hull	-	-
Motor	5,815,786.00	3,403,539.00
Misc.	4,055,715.00	4,055,716.00
	<b>18,490,046.00</b>	<b>13,766,567.00</b>

### 8.00 AMOUNT DUE TO OTHER PERSONS OR BODIES CARRYING ON INSURANCE BUSINESS: TK. 48,203,700.98

This balance represents the amount payable to Sadharan Bima Corporation for re-insurance accounts after adjustment of Public sector Business.

### 9.00 SUNDRY CREDITORS: TK. 25,595,328.18

		Amount (In Taka)	
		2012	2011
Outstanding Office Rent		73,420.00	152,123.00
Outstanding Salary & Allow.		3,424,647.00	2,498,061.00
Outstanding Telephone bill		16,227.00	16,959.00
O/S. Audit Fee		405,500.00	335,500.00
O/S. Electricity		14,136.00	12,961.00
VAT payable		1,382,396.00	1,659,154.00
Outstanding Refund Warrant		85,000.00	85,000.00
Dividend Payable		845,690.43	1,085,891.64
Tax on agency commission		-	1,630,600.00
Liabilities for Company tax	9.01	19,348,311.75	26,322,107.46
<b>Total</b>		<b>25,595,328.18</b>	<b>33,798,357.10</b>



9.01 Liability for Taxation : Tk. 19,348,311.75

	Amount (In Taka)	
	2012	2011
Opening Balance	26,322,107.46	21,043,664.21
Add: Provision during the year	17,226,781.00	11,266,637.00
	<b>43,548,888.46</b>	<b>32,310,301.21</b>
Less: Paid and adjusted during the year	24,200,576.71	5,988,193.75
	<b>19,348,311.75</b>	<b>26,322,107.46</b>

An amount of Tk. 1,72,26,781.00 has been provided during the year as against tax on Profit being considered after reserve for exception all losses, dividend Income and realized gain from share investments as per provision of Income Tax Ordinance 1984.

10.00 INVESTMENT (AT COST): TK. 9,000,000.00

This represents the amount invested as statutory deposit under Insurance Act, 1938

11.00 INVESTMENT:a) INVESTMENT IN SHARES: TK. 41,625,414.44

This is made up as follows:

**BO Account: DBL Securities Ltd.**

Sl. No	Instrument	Qty	Cost Price	Total Cost	Market Price	Market Value	Unrealized Loss
1	Beximco Ltd.	9375	208.95	1,958,906.25	64.40	603,750.00	(1,355,156.25)
2	Brack Bank Ltd.	432	27.38	11,828.16	26.20	11,318.40	(509.76)
3	Exim Bank Ltd.	1554	23.08	35,866.32	20.30	31,546.20	(4,320.12)
4	Jamuna Bank	404	16.51	6,670.04	21.10	8,524.40	1,854.36
5	M. Petroleum	442	-	-	166.40	73,548.80	73,548.80
6	NBL	65175	44.06	2,871,610.50	22.50	1,466,437.50	(1,405,173.00)
7	SIBL	32100	26.54	851,934.00	14.90	478,290.00	(373,644.00)
8	UCBL	135125	65.84	8,896,630.00	23.80	3,215,975.00	(5,680,655.00)
9	KPCL	9487	128.18	1,216,043.66	45.30	429,761.10	(786,282.56)
<b>Total</b>		<b>254094</b>	<b>540.54</b>	<b>15,849,488.93</b>	<b>404.90</b>	<b>6,319,151.40</b>	<b>(9,530,337.53)</b>

## SONAR BANGLA INSURANCE LIMITED

### BO Account: E-Securities Ltd.

Sl. No	Instrument	Qty	Cost Price	Total Cost	Market Price	Market Value	Unrealized Loss
1	Al-Arafa Islami Bank Ltd.	1188	10.45	12,409.25	16.60	19,720.80	7,311.55
2	Beximco Ltd.	9375	208.95	1,958,906.25	64.40	603,750.00	(1,355,156.25)
3	Brack Bank Ltd.	180	42.67	7,679.70	26.20	4,716.00	(2,963.70)
4	KPCL	6675	-	-	45.30	302,377.50	302,377.50
5	M. Petroleum	101	175.42	17,717.42	166.40	16,806.40	(911.02)
6	NBL	9652	53.09	512,449.78	22.50	217,170.00	(295,279.78)
7	PLFSL	148269	88.63	13,141,570.76	22.20	3,291,571.80	(9,849,998.96)
8	Prime Bank	2121	21.70	46,020.40	30.10	63,842.10	17,821.70
9	RAK Ceramic	82	10.41	854.00	46.80	3,837.60	2,983.60
10	Shahjalal Islami Bank	650	15.35	9,979.97	22.60	14,690.00	4,710.03
11	SIBL	21400	30.17	645,595.20	14.90	318,860.00	(326,735.20)
12	SEBL	945	18.70	17,669.99	20.00	18,900.00	1,230.01
13	Standard Bank	288	16.15	4,650.05	14.50	4,176.00	(474.05)
14	UCBL	258	79.69	20,558.33	23.60	6,088.80	(14,469.53)
<b>Total</b>		<b>201184</b>	<b>771.3703</b>	<b>16,396,061.09</b>	<b>536.10</b>	<b>4,886,507.00</b>	<b>(11,509,554.09)</b>

### BO Account: Sonar Bangla Capital Management Ltd.

Sl. No	Instrument	Qty	Cost Price	Total Cost	Market Price	Market Value	Unrealized Loss
1	A.B. Bank Ltd.	20000	35.26	705,159.00	33.70	674,000.00	(31,159.00)
2	Beximco Ltd.	10000	72.42	724,244.50	64.40	644,000.00	(80,244.50)
3	City Gen. Ins.	5000	38.47	192,361.75	35.40	177,000.00	(15,361.75)
4	DBBL	2000	106.68	213,355.80	117.00	234,000.00	20,644.20
5	GP	10000	174.33	1,743,309.75	175.00	1,750,000.00	6,690.25
6	MJL	2000	78.52	157,036.80	79.70	159,400.00	2,363.20
7	NBL	40000	22.11	884,361.80	22.50	900,000.00	15,638.20
8	One Bank Ltd.	10000	20.19	201,904.50	22.80	228,000.00	26,095.50
9	SEBL	10000	18.08	180,810.00	20.00	200,000.00	19,190.00
10	The City Bank	20000	25.72	514,304.00	26.80	536,000.00	21,696.00
11	Titas Gas	32550	88.37	2,876,411.69	65.30	2,125,515.00	(750,896.69)
12	Trust Bank Ltd.	10000	21.74	217,373.80	25.00	250,000.00	32,626.20
13	UCBL	20000	19.99	399,791.00	23.60	472,000.00	72,209.00
14	UBL	10000	36.94	369,440.03	38.10	381,000.00	11,559.97
<b>Total</b>		<b>201550</b>	<b>758.81768</b>	<b>9,379,864.42</b>	<b>749.30</b>	<b>8,730,915.00</b>	<b>(648,949.42)</b>
<b>Grand Total</b>		<b>656828</b>	<b>2070.728</b>	<b>41,625,414.44</b>	<b>1,690.30</b>	<b>19,936,573.40</b>	<b>(21,688,841.04)</b>

Value of stock has been taken as per cost price instead of market price as on 31.12.2012. However, company also create a reserve for investment fluctuation for Tk. 30,00,000 against loss of investment during the the year and the cumulating reserve for the purpose was Tk. 85,00,000.00.

**11.b INVESTMENT TO SUBSIDIARY : TK. 51,000,000.00**

Sonar Bangla Insurance Ltd. has invested Tk. 5,10,00,000.00 to Sonar Bangla Capital Management Ltd. as 51% paid up Capital being its subsidiary organization. The Company has started its operation from July, 2012.

**12.00 INTEREST, DIVIDEND AND RENT RECEIVABLES (ACCRUED BUT NOT DUE) TK. 33,464,300.77**

This represents accrued interest on investment in national investment bond and FDR realizable on maturity of the respective investment.

**13.00 SUNDRY DEBTORS: TK. 119,732,792.95**

	Amount (In Taka)	
	2012	2011
Security Money	1,173,092.00	1,053,092.00
Advance against Salary	-	-
Advance against Office Rent	1,181,689.00	1,683,129.00
Dhaka Bank Ltd. (B.O. ID-2550)	16,487.85	17,511.45
E-Securities (B.O. ID-3475)	94,429.62	94,929.62
Advance to Sonar Bangla Capital Management Ltd.	1,111,096.00	-
Advance to SBCML	5,603,851.76	-
Advance against Company Tax	6,682,438.88	6,069,204.92
Deposit Clearing & Pre-payments	94,693,034.84	116,211,767.89
Lease Deposit	554,200.00	554,200.00
Co-Ins Premium Receivable	947,050.00	199,585.00
Advance Car Purchase	7,675,423.00	5,490,957.00
	<b>119,732,792.95</b>	<b>131,374,376.88</b>

**14.00 CASH AND BANK BALANCES: TK. 288,238,255.36**

This is made up as follows:

	Amount (In Taka)	
	2012	2011
Fixed Deposit	273,604,841.00	189,754,491.00
STD & CD Accounts with Bank	5,738,082.47	4,048,480.34
Cash in hand	7,736,463.89	6,950,567.89
Cheques in transit	1,158,868.00	-
	<b>288,238,255.36</b>	<b>200,753,539.23</b>

**15.00 FIXED ASSETS ( AT COST LESS DEP: ) TK. 50,233,008.00**

Details of the above balance have been shown in the Schedule-"A"

**16.00 PROVISION FOR DEFERED TAX: TK. 4,31,570.00**

This is made up as follows:

	Amount (In Taka)	
	2012	2011
Opening Balance	306,570.00	201,570.00
Provision during the year	125,000.00	105,000.00
	<b>431,570.00</b>	<b>306,570.00</b>

## SONAR BANGLA INSURANCE LIMITED

### 17.00 INTEREST INCOME: TK. 35,203,592.21

	Amount (In Taka)	
	2012	2011
Fixed Deposits	34,152,056.47	20,761,319.03
STD & CD Accounts	1,051,535.74	819,739.57
	<b>35,203,592.21</b>	<b>21,581,058.60</b>

### 18.00 SUBSCRIPTION : TK. 67,000.00

This represents the payment as the yearly subscription of Bangladesh Insurance Association and Central Rating Committee as proposed to their budget.

### 19.00 PREMIUM LESS RE-INSURANCE: TK. 221,312,145.00

Particulars	Gross Premium	Ceded Premium	Net Premium 2012	Net Premium 2011
Fire	126,257,007.00	62,030,178.00	64,226,829.00	49,670,246.00
Marine	172,006,747.00	38,293,658.00	133,713,089.00	108,702,178.00
Marine Hull	849,165.00	568,908.00	280,257.00	138,274.00
Motor	21,568,890.00	1,979,325.00	19,589,565.00	22,631,308.00
Miscellaneous	24,673,662.00	21,171,257.00	3,502,405.00	2,629,813.00
	<b>345,355,471.00</b>	<b>124,043,326.00</b>	<b>221,312,145.00</b>	<b>183,771,819.00</b>

### 20.00 MANAGEMENT EXPENSES (for Consolidation Revenue Account) : Tk. 65,542,995.46

a) Particulars	%	2012	%	2011
Fire insurance	37.00	24,250,908.32	41.00	25,294,739.53
Marine Insurance	50.00	32,771,497.73	46.15	28,472,005.58
Motor & Misc.	13.00	8,520,589.41	12.85	7,927,741.54
		<b>65,542,995.46</b>		<b>61,694,486.65</b>

#### b) Compliance of section 40C of Insurance Act, 1938

The Section 40C deals with the limitation of Expenses of Management of General Insurance business and in the light of the Section 40C and Rule 40 the Insurance Rule, 1958 the comparative figure of Management Expenses is given below:

Class	Level of Premium	Rate	Allowable Expenses	Actual Expenses	Variance	Remarks
<b>Income from Non Marine Business</b>						
First	10,000,000.00	30%	3,000,000.00			
Next	10,000,000.00	25%	2,500,000.00			
Next	10,000,000.00	24%	2,400,000.00			
Next	10,000,000.00	24%	2,400,000.00			
Next	10,000,000.00	23%	2,300,000.00			
Next	10,000,000.00	22%	2,200,000.00			
Next	12,500,000.00	18%	2,250,000.00			
Balance	99,999,559.00	16%	15,999,929.44			
<b>Sub-Total</b>	<b>172,499,559.00</b>		<b>33,049,929.44</b>	<b>32,771,497.73</b>	<b>278,431.71</b>	<b>Favorable</b>
<b>Income from Marine Business</b>						
First	10,000,000.00	18%	1,800,000.00			
Next	10,000,000.00	15%	1,500,000.00			
Next	10,000,000.00	15%	1,500,000.00			
Next	10,000,000.00	13%	1,300,000.00			
Next	10,000,000.00	13%	1,300,000.00			
Balance	122,855,912.00	13%	15,971,268.56			
<b>Sub-Total</b>	<b>172,855,912.00</b>		<b>23,371,268.56</b>	<b>32,771,497.72</b>	<b>(9,400,229.16)</b>	<b>Adverse</b>
<b>Total</b>	<b>345,355,471.00</b>		<b>56,421,198.00</b>	<b>65,542,995.45</b>	<b>(9,121,797.45)</b>	<b>Adverse</b>

No provision has been made in the accounts for the excess Management expenses as per 4th Schedule of Income Tax Ordinance, 1984 because the Management has applied for condonation to the Chairman of Insurance Development and Regulatory Authority (IDRA) for excess expenses.

$$\text{Basic EPS} = \frac{\text{Earnings attributable to ordinary shareholders}}{\text{Weighted average number of shares outstanding during the year-2012}}$$

	2012	2011
=	42,029,455.69 22,360,800	35,135,740.67 22,360,800
=	<b>Tk. 1.88</b>	<b>Tk. 1.57</b>

- (1) Number Of employees received upto Tk 4,500/- Per Month is 30 nos.
- (2) Number Of employees received salary above Tk 4,500/- are 545 nos. (Approx.)
- (3) The Company has no contingent liability.


Thus as per above calculation it is found that the actual investment is excess compared to its prescribed investment guide line.

- (1) During the year under review no compensation was allowed by the company to the chief executive and officers of the company except their regular remuneration.
- (2) No Amount of money was spent by the company for compensating any member of the Board for special service rendered.
- (3) During the year under review an amount of Tk. 11,68,000.00 was paid to the Directors of the company for Board meeting attendance fees as per allowable rate of the Department of the Controller of Insurance Office.
- (4) No transaction of Miscellaneous expenditure exceeded Tk. 1,000/-
- (5) There was no Bank guarantee issued by the Company on behalf of their Directors.
- (6) Auditors were paid only statutory audit fee duly approved by the shareholders in the last A.G.M.
- (7) There was no capital work in progress at the end of the accounting year.
- (8) No expenses were paid as royalty and salary to technical experts etc.
- (9) During the year Company was not entered into any agreement with the third party.
- (10) There was no Capital expenditure commitment as at December 31, 2012.
- (11) There was no claim against Company, which was not acknowledgement as debt other than normal course of business.
- (12) There was no credit facility available to the Company under any contract availed of as on December 31, 2012 other than trade credit availed in the ordinary course of business.
- (13) There was no event occurred after Balance Sheet date, which might have effected financial position of the Company as per Balance sheet date.

  
S.M. Abdul Mannan  
Managing Director

  
Md. Shahidul Islam Niru  
Director

*Shamsul Haque*  
**Al-haj Md. Shamsul Haque**  
 Director

  
Sheikh Kabir Hossain  
Chairman

**22.00 Contingent Liabilities**

There was no contingent liabilities a on 31.12.2012

**23.00 Payment of Foreign Currency**

There was no foreing currency payment during the year-2012

**24.00 Foreign Exchange Earned**

There was no foreing currency earned during the year-2012

**25.00 Commission, Brokerage or Discount against sales**

Commission was incurred or paid to agents as per insurance Act. 1938 as amended Act. 2010 but no brokerage or dicount was incurred or paid against sales.

**26.00 Segment Reporting**

As there is single business and geographic segment within the company operates as such no segment reporting is felt necessary.

**27.00 Attendance Status of Borad Meeting of Directors**

During the period from 01.01.2012 to 30.12.2012 there were 8 Board Meeting were held. The attendance status of the Directors to the meeting are as follows:

Name of Directors	Position	Meeting Held	Attended
Mr. Sheikh Kabir Hossain	Chairman	8	8
Al-haj Md. Ruhul Amin	Vice-Chairman	8	8
Mr. A.K. Azad	Director	8	1
Ln. Engr. Kazi M.A. Malek	Director	8	6
Al-haj Md. Shamsul Haque	Director	8	6
Mr. Rajiab Sharif	Director	8	6
Mrs. Shahida Alamin	Director	8	6
Mr. Ram Chandra Barai	Director	8	1
Mrs. Nargis Akter	Director	8	6
Mr. Ganga Charan Malakar	Director	8	7
Mr. Md. Haroon Kamal	Director	8	5
Mr. Kailas Chandra Barai	Director	8	8
Mr. Md. Delowar Hossain Raja	Director	8	7
Mr. Md. Belal Hossain	Director	8	7
Mr. Nesar Ahamed	Director	8	8
Mr. Abdullah Al Azad	Director	8	7
Mr. Swarojit Moulick	Director	8	8
Mr. Md. Khairul Hassan	Director	8	6
Mr. Ehsan-E-Moazzem	Indep. Director	8	6
Mr. Shahidul Islam Niru	Indep. Director	8	8

For Board Meeting attendance fees were paid to the Directors of the Company.

**28.00 Disclosure as per requirement of Schedule XI, Part II of the Company Act. 1984****a. Disclosure as per requirement of Schedule XI, Part II, Note 5 of Para 3****a(i) Employee Position for Sonar Bangla Insurance Limited (As at 31st December, 2012)**

Salary Range (Monthly)	Officer & Staff			Employee	Total Employee
	Head Office		Branches		
Below Tk. 3,000/-	-		-	-	-
Above Tk. 3,000/-	65		510	575	575
<b>Total</b>	65		510	575	575

## SONAR BANGLA INSURANCE LIMITED

### b Disclosure as per requirement of Schedule XI, Part II, Para 4

Name of Directors	Designation	Remuneration	Total Payment
Mr. Sheikh Kabir Hossain	Chairman	Paid Tk. 5,000/- for Board Meeting per person and Tk. 3,000/- upto May, 2012 and Tk. 5,000/- from June, 2012 for Committee Meeting per person as per attendance of them after deduction of 15% VAT	-
Al-haj Md. Ruhul Amin	Vice-Chairman		-
Mr. A.K. Azad	Director		-
Ln. Engr. Kazi M.A. Malek	Director		-
Al-haj Md. Shamsul Haque	Director		-
Mr. Rajjab Sharif	Director		-
Mrs. Shahida Alamin	Director		-
Mr. Ram Chandra Barai	Director		-
Mrs. Nargis Akter	Director		-
Mr. Ganga Charan Malakar	Director		-
Mr. Md. Haroon Kamal	Director		-
Mr. Kailas Chandra Barai	Director		-
Mr. Md. Delowar Hossain Raja	Director		-
Mr. Md. Belal Hossain	Director		-
Mr. Nesar Ahamed	Director		-
Mr. Abdullah Al Azad	Director		-
Mr. Swarojit Moulick	Director		-
Mr. Md. Khairul Hassan	Director		-
Mr. Ehsan-E-Moazzem	Indep. Director		-
Mr. Shahidul Islam Niru	Indep. Director		-
<b>Total</b>			<b>1,168,000.00</b>

- b(i) Period of payment to Directors is from 1st January, 2012 to 31st December, 2012.
- b(ii) The above Directors of the Company did not take any benefit from the Company other than the Board Fee.
- Expense reimbursed to the Managing Agent-Nil.
  - Commission or other remuneration payable separately to a Managing Agent or his associate-Nil
  - Commission received or receivable by the Managing Agent or his associate as selling or buying agent of their concerns in respect of contracts entered into such concerns with the Company-nil.
  - The money value of the contracts for the sale of premium or services, entered into by the Company with the Managing Agent or his associate during the financial year is not applicable.
  - Any other perquisites or benefit in cash or in kind stating-nil.
  - Other allowances and commission including guarantee commission-nil
  - Pensions, etc.-
    - 1) Pensions - Nil
    - 2) Gratuities - Nil
    - 3) Payment from Provident Fund - Nil
    - 4) Compensation for loss of office - Nil.
- c Disclosure as per requirement of Schedule XI, Part II, Para-7  
Details of production capacity utilization Not Applicable

Particulars	Licence Capacity	Installed Capacity in MT	Actual Production in MT from 1st January, 2012 to 31st December, 2012	Capacity Utilization from 1st January 2012 to 31st December, 2012



## d Disclosure as per requirement of Schedule XI, Part II, Para-8

## i) Raw Materials, Spare Parts, Packing Materials and Capital Machinery

Items	Purchase in Taka			Consumption in Taka	% of Consumption of total purchase
	Import	Local	Total		
Raw Materials					
Spare Parts					
Packing Materials					
Total	-	-		-	

The value of imported raw materials is calculated on CIF basis.

Not Applicable

ii) The Company has not incurred any expenditure in foreign currency for the period from 1st January 2012 to December 2012 on account of royalty, know-how, professional fee, consultancy fees and interest.

iii) No Foreign exchange earned during the year 2012 from selling of Insurance Business.

iv) The Company has not earned any foreign exchanges for royalty, know-how, professional fees and consultancy fees.

v) There was no export as per course of business from the period from 1st January 2012 to 31st December, 2012.

## e Disclosure as per requirement of Schedule XI, Part II, Para-3

Compliance status of Disclosure of Schedule XI, Part II, Para-3			
3(i)(a) The turnover	Gross premium Income including P.S.B. is for	Tk.	345,355,471
3(i)(b) Commission paid to selling agents		Tk.	49,256,498
3(i)(c) Brokerage and discount of sales, other than the usual trade discount	Not Applicable	Tk.	-
3(i)(d)(i) The value of the raw materials consumed, giving item-wise as possible	Not Applicable	Tk.	-
3(i)(d)(ii) The opening and closing stocks of goods produced	Not Applicable	Tk.	-
3(i)(e) In the case of trading companies, the purchase made and the opening and closing stocks	Not Applicable	Tk.	-
3(i)(f) In the case of Companies rendering or supplying services, the gross income derived from services rendered or supplied	Not Applicable	Tk.	-
3(i)(g) Opening and closing stocks, purchases, sales and consumption of raw materials with value and quantity breakup for the Company, which falls under one or more categories i.e. manufacturing and/or trading	Not Applicable	Tk.	-
3(i)(h) In the case of other companies, the gross income derived under different heads	Not Applicable		
3(i)(i) Work-in-progress, which have been completed at the commencement and at the end of the accounting period	Not Applicable		

## SONAR BANGLA INSURANCE LIMITED

3(i)(i) Work-in-progress, which have been completed at the commencement and at the end of the accounting period	Not Applicable		
3(i)(j) Provision for depreciation, renewals or diminution in value of fixed assets	Was made during the year		
3(i)(k) Interest on the debenture paid or payable to the Managing Director, Managing Agent and the Manager	Not Applicable		
3(i)(l) Charge for income tax and other taxation on profits	Has been made during the year	Tk.	17,226,781
3(i)(m) Reserved for repayment of share capital and repayment of loans	Not Applicable	Tk.	-
3(i)(n)(i) Amount set aside on proposed to be set aside, to reserves, but not including provisions made to meet any specific liability, contingency or commitment, known to exist at the date as at which the balance sheet is made up.	No		
3(i)(n)(ii) Amount withdrawn from above mentioned reserve	No		
3(i)(o)(i) Amount set aside to provisions made for meeting specific liabilities, contingencies of commitments	Complied		
3(i)(p) Expenditure incurred on each of the following items,	Not Applicable		
Separately for each item; (i) Consumption of stores and spare parts	Not Applicable		
(ii) Power and Fuel (iii) Rent (iv) Repairs of Buildings (v) Repairs of	Not Applicable		
Machinery (vi)(1) Salaries, wages and bonus (2) Contribution to provident and other funds (3) Workmen and staff welfare expenses to the extent not adjusted from any previous provisions or reserve.	Not Applicable		

### 29.00 Subsequent Disclosure of Events after the Balance Sheet Date - Under IAS-10

There is no non-adjusting post balance sheet event of such importance, non disclosure of which would effect the ability to the users of the financial statements to proper evaluation and decision.

## SONAR BANGLA INSURANCE LTD.

## Schedule of Fixed Assets as on 31st December, 2012

Sl. No.	Particulars	C			Rate of dep	S			DEPRECIATION			Written down value as on 31.12.2012
		Balance as on 01.01.2012	Addition during the period	Adjustment during the period		Balance as on 31.12.2012	4= (1+2-3)	5	Balance as on 01.01.2012	Charged for the period	Adjustment for the year	Balance as on 31.12.2012
		1	2	3		4= (1+2-3)			6	7= (4-6+8)%	8	9= (6+7-8)
01	Office Decoration	22,056,181	92,000		10%	22,148,181		10%	10,484,635	1,166,355		11,650,990
02	Furniture & Fixture	8,361,371	61,560		10%	8,422,921		10%	4,449,765	397,316		4,847,081
03	Telephone Installation	1,346,320	2,150		15%	1,348,470		15%	958,191	58,542		1,016,733
04	Library Account	40,202	-		10%	40,202		10%	21,123	1,908		23,031
05	Type Writer & Office Equipment	2,760,534	386,778		15%	3,147,312		15%	1,514,799	244,877		1,759,676
06	Motor Vehicle A/C	14,112,134	-		20%	14,112,134		20%	8,658,583	1,090,710		9,749,293
07	Electric Fan & Equipment	159,945	-		15%	159,945		15%	131,694	4,238		135,932
08	Air conditioner	3,778,228	-		20%	3,778,228		20%	2,676,960	220,254		2,897,214
09	Motor Cycle A/C	96,800	-		20%	96,800		20%	82,969	2,766		85,735
10	Floor Purchase	31,444,360	-		2.50%	31,444,360		2.50%	1,552,565	747,295		2,299,860
	<b>TOTAL TAKA</b>	<b>84,156,075</b>	<b>542,478</b>	<b>-</b>		<b>84,698,553</b>			<b>30,531,284</b>	<b>3,934,261</b>	<b>-</b>	<b>34,465,545</b>
												<b>50,233,008</b>

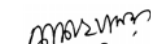
## INTRINSIC VALUE OR NET ASSETS VALUE (NAV)

Particulars	2012	2011
<b>A. ASSETS:</b>		
Investment at cost (NIB)	9,000,000.00	9,000,000.00
Investment in Shares	41,625,414.00	32,245,550.00
Investment to subsidiary	51,000,000.00	51,000,000.00
Interest Accrued but not due	33,464,301.00	18,882,710.00
Amount due from other persons or bodies carrying on Insurance Business	-	-
Sundry Debtors (Including Advances, Deposits & Prepayments)	119,732,793.00	131,374,377.00
Cash and Bank Balances	288,238,255.00	200,753,539.00
Other Accounts (Fixed Assets & Stock of Stationery, Stamps)	50,840,625.00	54,482,914.00
<b>Total</b>	<b>593,901,388.00</b>	<b>497,739,090.00</b>
<b>B. LIABILITIES:</b>		
Balance of Funds and Accounts	88,693,012.00	73,591,632.00
Other Sums Owing (Premium Deposit Account)	8,967,529.00	2,620,133.00
Estimated Liabilities in respect of outstanding claims whether due or intimated	18,490,046.00	13,766,567.00
Amount due to other persons or bodies carrying on Insurance Business	48,203,701.00	23,293,444.00
Sundry Creditors (Including Provision for expenses and Taxes)	25,595,328.00	33,798,357.00
Loans and Advance	68,906,133.00	67,002,713.84
<b>Total</b>	<b>258,855,749.00</b>	<b>214,072,846.84</b>
<b>Net Assets (A - B)</b>	<b>335,045,639.00</b>	<b>283,666,243.16</b>
<b>No. of Shares</b>	<b>22,360,800</b>	<b>20,328,000</b>
<b>Intrinsic Value / Net Assets Value per Share</b>	<b>Tk. 14.98</b>	<b>Tk. 13.95</b>

  
S.M. Abdul Mannan  
Managing Director

  
Md. Shahidul Islam Niru  
Director

  
Al-haj Md. Shamsul Haque  
Director

  
Sheikh Kabir Hossain  
Chairman

Subject to our separate report of even date.

  
**RAHMAN MUSTAFIZ HUQ & CO.**  
Chartered Accountants

## Credit Rating Information and Services Limited

CREDIT RATING REPORT  
On  
SONAR BANGLA INSURANCE LIMITED

REPORT: RR/1615/12

CRISL Report

This is a credit rating report as per the provisions of the Credit Rating Companies Rules 1996. CRISL's Claim Paying Ability Rating is valid for only one year from the date of rating. After the above period, the rating will not carry any validity unless the company goes for rating surveillance. CRISL followed Insurance Rating Methodology published in CRISL website [www.crislbd.com](http://www.crislbd.com)

**Address:**  
CRISL  
Nakshi Homes  
(4<sup>th</sup> & 5<sup>th</sup> Floor)  
6/1A, Segunbagicha,  
Dhaka-1000  
Tel: 9515807-8  
9514767-8  
Fax: 98-02-9565783  
Email:  
[crisltdk@crislbd.com](mailto:crisltdk@crislbd.com)

**Analysts:**

**Md. Asiful Haq**  
[asif@crislbd.com](mailto:asif@crislbd.com)

**Md. Miraj Hossain**  
[miraj@crislbd.com](mailto:miraj@crislbd.com)

CPA Rating: A-

Outlook: Stable

Rating Base:  
Financials up to Dec  
31, 2011

**SONAR BANGLA  
INSURANCE LIMITED**

**ACTIVITY**  
General Insurance

**DATE OF  
INCORPORATION**  
March 14, 2000

**COMMENCEMENT OF  
BUSINESS**  
March 14, 2000

**CHAIRMAN**  
Mr. Sheikh Kabir Hossain

**MANAGING DIRECTOR**  
Mr. A.K.M. Iftekhar  
Ahmed

**EQUITY**  
TK. 283.36 million

**TOTAL ASSETS**  
TK. 497.43 million

Diversified Ownership  
pattern

Page 1 of 14

Claim Paying Ability	
CPA Rating	A-
Outlook	Stable
Date of Rating	July 11, 2012

**1.0 RATIONALE**

CRISL has reaffirmed 'A-' (pronounced as single A minus) Claim Paying Ability (CPA) rating to Sonar Bangla Insurance Limited (SBIL). The above rating has been assigned on the basis of its audited financials and other relevant qualitative & quantitative information up to the date of rating. The above rating has been reassigned due to consistent maintenance of its fundamentals such as good financial performance, average technical performance, improving solvency position, diversified investment portfolio etc. The above rating is, however, constrained, to some extent, by low capital base, moderate liquidity, substantial outstanding premium, significant bank borrowing, exposure to capital market risk etc.

CPA rating in this category is adjudged to offer high claim paying ability. Protection factors are good and there is an expectation of variability in risk over time due to economic and/or underwriting conditions.

CRISL also views the company with "Stable Outlook" for its steady business growth and consistent fundamentals and believes that the company will be able to maintain its fundamentals in the same trend in foreseeable future.

**2.0 CORPORATE PROFILE****2.1 The Genesis**

Sonar Bangla Insurance Limited a third generation general insurance company, was incorporated on March 14, 2000 as a public limited company under the Companies Act 1994. SBIL obtained certificate of commencement of business on March 14, 2000 and got registration with the Department of Insurance on 26 April, 2000. Currently, the company has been operating under the legal framework of the revised Insurance Act, 2010. SBIL is aimed to become the market leader as strong and dynamic non-life insurer in providing integrated insurance service with special focus on prompt claim settlement. The company started the business with a paid-up capital of Tk. 60.00 million against an authorized capital of Tk. 200.00 million. The company went for initial public offering (IPO) in 2005 and raised capital worth of Tk.90 million. As on December 31, 2011 the company's paid up capital stood at Tk. 203.28 million against authorized capital TK. 1000.00 million. Listed with both the bourses, SBIL's shares are being traded as "A" category issue. The company earned a gross premium of Tk. 96.17 million during the period from January to March of FY 2012. SBIL earned a gross premium of Tk. 319.79 million during 2011 against underwriting profit of Tk. 44.95 million. The Board is chaired by Mr. Sheikh Kabir Hossain and management team is led by Mr. A.K.M. Iftekhar Ahmed. The company has been operating its business with a network of 18 branches and is controlling the overall operation from its Head Office located at Paramount Heights (14<sup>th</sup> Floor), 65/2/1, Box Culvert Road, Paltan, Dhaka.

**2.2 Ownership Pattern**

Shareholding pattern of SBIL is moderately diversified without having any significant change during the period under surveillance. Shareholding pattern as on December 31, 2011 reveals that total outstanding share of the company stood at 20.33 million held by 6769 shareholders consisting of sponsors and general public. Out of the above, 33.39% shares were held by the sponsors, 52.27% shares were held by the general public. While analyzing the shareholding pattern of Directors, it reveals that Engr. Kazi M. A. Malek is holding the highest 8.00% shares of the company whereas Chairman of the Board Mr. Sheikh Kabir Hossain individually holds

*Signature*  
For President & CEO  
Md. Abdul Wadud Khan  
Vice President, CRISL



## Branch Networks

The company has 19 branches/ units throughout the country and going to open some another branches for which obtaining the approval from Directorate of Insurance is under process.

### Local Office

82, Motijheel (4th Floor), Dhaka  
Mr. Md. Abdul Khaleque Miah  
Addl. Managing Director & In-charge  
Ph : 9561096, 9564452

### Motijheel Branch

Ali Bhaban (6th Floor)  
9, Rajuk Avenue  
Motijheel, Dhaka  
Mr. Md. Wahiduzzaman  
Addl. Managing Director & In-charge  
Ph : 9569023, 9554424

### Imamgonj Branch

18, Imamgonj (3rd Floor), Dhaka  
Mr. Md. Shahadat Hossain  
Addl. Managing Director & In-charge  
Ph : 7310388, Mob : 01713030621

### Bijoy Nagar Branch

Paltan Tower (5th Floor), Room No. 504  
87, Purana Paltan, Dhaka-1000.  
Mr. Sheikh Kamrul Islam (Bitu)  
Deputy Managing Director & In-charge  
Ph : 9342853

### Nayapaltan Branch

Mollik Tower (2nd Floor)  
12/1 Paltan, Dhaka  
Mr. A. B. M. Mesbahur Rahman  
Dy. Managing Director & In-charge  
Ph : 7173635

### Dilkusha Branch

BSS Bhaban (3rd Floor)  
4, Dilkusha C/A, Dhaka  
Mr. Aroj Ali Miah  
General Manager & In-charge  
Ph : 7174275

### Kawran Bazar Branch

35/2, Kazi Nazrul Islam Avenue (3rd Floor)  
Kawran Bazar, Dhaka  
Mr. Md. Hafizullah  
General Manager & In-charge  
Ph : 9145279

### Fakirapool Branch

Rahmania Int'l Complex (9th Floor)  
28/1/C, Toyenbee Circular Road  
Paltan, Dhaka  
Mr. Md. Kamal Sikder  
General Manager & In-charge  
Ph : 9560406, 9558384

### VIP Road Branch

70/C, Puranapaltan, Dhaka  
Mr. Delwar Hossain  
General Manager & In-charge  
Ph : 8333742

### New Market Branch

Mahmud Mansion (2nd Floor)  
27, Mirpur Road, Dhaka  
Mr. K. U. M. Mehbub Elahi  
General Manager & In-charge  
Ph : 9669696

### Malibag Branch

Mouchak Tower, Room No. 1301  
83/3, Malibag, Dhaka  
Mr. Dulal Mia Munshi  
General Manager & In-charge  
Ph : 9336165

### Nawabpur Branch

Babylon Centre (2nd Floor)  
26, Bangabandu Avenue, Dhaka  
Mr. Md. Anwaruzzaman  
General Manager & In-charge  
Ph : 9511143

### Hatkola Branch

2/2, R. K. Mission Road (2nd Floor), Dhaka  
Mr. Md. Nazrul Islam  
General Manager & In-charge.  
Ph : 7174573

### B. B. Avenue Branch

Don Plaza (6th Floor)  
9, B. B. Avenue, Dhaka  
Mr. Md. Jamal Uddin Hera  
General Manager & In-charge  
Ph : 7161731

### Narayangonj Branch

Sattar Tower (3rd Floor)  
Room No. 404, 50, S. M. Maleh Road  
Tanbazar, Narayangonj  
Mr. Md. Fasiuzzaman Khan  
Dy. General Manager & In-charge  
Ph : 7631702

### Agrabad Branch

Progressive Tower (2nd floor)  
1837 Sk. Mujib Road  
Badamtoli, Agrabad, Chittagong  
Mr. Md. Mujibur Rahman  
Senior General Manager & In-charge  
Ph : 031-2522722

### Khatungonj Branch

A. K. Tower  
599, Romjoy Mohajon Lane  
Khatungonj, Chittagong  
Mr. Lala Dipok Kumar Roy  
General Manager & In-charge  
Ph : 031-286208

### Khulna Branch

Noorjahan Plaza (2nd Floor)  
155, Sir Iqbal Road, Khulna  
Mr. Md. Gias Uddin  
General Manager & In-charge  
Ph : 041-729403

### Jessore Branch

Shafiullah Complex (2nd Floor)  
27, M.K. Road  
Yeasmin Nahar Babli  
Deputy General Manager & In-charge  
Phone : 01719975026



## SONAR BANGLA INSURANCE LIMITED

Paramount Heights (14<sup>th</sup> Floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka

### PROXY FORM

I/We .....  
 of .....  
 being a member of Sonar Bangla Insurance Limited do hereby appoint  
 Mr./Mrs. ....  
 of .....  
 as my /our proxy, to vote for me/ us and on my/ our behalf at the 13th Annual General Meeting of the Company  
 to be held on 30th June, 2013 at 10:00 A.M. at the Institution of Diploma Engineers Bangladesh, 160/A, Kakrail,  
 Dhaka and any adjournment thereof.  
 Signed this ..... day of .....2013.

Signature of Proxy

BO A/c No. ....

Revenue  
Stamp  
Tk. 20.00

Signature of Shareholder (s)

BO A/c No. ....

#### N.B.: IMPORTANT:

1. This form of proxy, duly completed, must be deposited at least 48 hours before the meeting at the Company's Registered Office. Proxy is invalid if not signed and stamped as explained above.
2. Signature of the Shareholder and the Proxy should agree with the Specimen Signature registered with the Company.
3. As per Articles of Association of the Company, Proxy can be given only to the person who is a member



## SONAR BANGLA INSURANCE LIMITED

Paramount Heights (14<sup>th</sup> Floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka

### ATTENDANCE SLIP

I hereby record my attendance at the 13<sup>th</sup> Annual General Meeting of the Company being held on  
 30th June, 2013 at 10:00 A.M. at the Institution of Diploma Engineers Bangladesh, 160/A,  
 Kakrail, Dhaka

Name of Shareholder (s) / Proxy .....

BO / A/C No. .... holding of ..... ordinary shares  
 of **Sonar Bangla Insurance Ltd.**

Signature of Shareholder (s) / Proxy