

PROSPECTUS



Sena Kalyan Insurance Company Ltd.

সেনা কল্যাণ ইন্সুরেন্স কোম্পানি লিমিটেড

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন”

“Investment in capital market involves certain degree of risks. The investors are required to read the prospectus and risk factors carefully, assess their own financial conditions and risk taking ability before making their investment decisions.”

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। বিনিয়োগকারীগণ প্রোসপেক্টাস পড়ে এবং ঝুঁকির বিষয়গুলি সতর্কতার সাথে অনুধাবন করে নিজ নিজ আর্থিক ও ঝুঁকি গ্রহণ করার সক্ষমতা বিবেচনা করে বিনিয়োগ সিদ্ধান্ত গ্রহণ করবেন।”

INITIAL PUBLIC OFFERING (IPO) OF 16,000,000 ORDINARY SHARES OF TK. 10.00
(TEN) EACH AT PAR TOTALING TK. 160,000,000

Issue Date of Prospectus	:	02 September 2021
Opening Date of Subscription	:	03 October 2021
Closing Date of Subscription	:	07 October 2021



Prospectus of

Sena Kalyan Insurance Company Ltd.

সেনা কল্যাণ ইন্সুরেন্স কোম্পানি লিমিটেড

Your Trusted Risk Manager

SKS Tower (12th Floor), 7 VIP Road, Mohakhali
Dhaka-1206, Bangladesh

Manager to The Issue



Amin Court, 4th Floor (Suite # 403-405),
31, Bir Uttam Shahid Ashfaqus Samad Road
(Previous 62-63, Motijheel C/A), Dhaka-1000

PRELIMINARY INFORMATION AND DECLARATIONS**(B)(2)(a)**

(i) Name(s), address(s), telephone number(s), web address(s), e-mail(s), fax number(s) and contact persons of the issuer, issue manager(s), underwriter(s), auditors, credit rating company and valuer, where applicable;

ISSUER

Name & Address	Contact	Contact Person
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	E-mail: info@senakalyanicl.com	
	Website: www.senakalyanicl.com	

ISSUE MANAGER(S)

Name & Address	Contact	Contact Person
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	Fax: 88 02 2233955301	
	E-mail: info@aaafinancebd.com	
	Website: www.aaafinancebd.com	

UNDERWRITERS

Name & Address	Contact	Contact Person
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	Website: www.aaafinancebd.com	
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ICB Capital Management Limited Green City Edge (5 th & 6 th Floor) 89 Kakrail, Dhaka-1000	Tel: 88 02 8300555 88 02 8300367	Shukla Das Chief Executive Officer
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AUDITOR(S)		
Name & Address	Contact	Contact Person
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	Fax: 88 02 9571005	
	E-mail: info@mahfelhuq.com	
	Website: www.mahfelhuq.com	

CREDIT RATING COMPANY
Credit rating is not required for the issuer

(ii) Any person interested to get a prospectus may obtain from the issuer, and the issue manager(s);

(iii) If you have any query about this document, you may consult the issuer, issue manager and underwriter;

(iv) "CONSENT OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE OR OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969, AND THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION (PUBLIC ISSUE) RULES, 2015. IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS CONSENT THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE ISSUER COMPANY, ANY OF ITS PROJECTS OR THE ISSUE PRICE OF ITS SECURITIES OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINION EXPRESSED WITH REGARD TO THEM. SUCH RESPONSIBILITY LIES WITH THE ISSUER, ITS DIRECTORS, CHIEF EXECUTIVE OFFICER, MANAGING DIRECTOR, CHIEF FINANCIAL OFFICER, COMPANY SECRETARY, ISSUE MANAGER, ISSUE MANAGER'S CHIEF EXECUTIVE OFFICER, UNDERWRITERS, AUDITOR(S), VALUER AND/OR CREDIT RATING COMPANY (IF ANY)."

(V) 'Risk in relation to the first issue'

"This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the securities is Tk. 10.00 (ten) and the issue price is Tk. 10, i.e. face value. The issue price has been determined and justified by the issuer and the issue manager as stated under the paragraph on "Justification of Issue Price" should not be taken to be indicative of the market price of the securities after listing. No assurance can be given regarding an active or sustained trading of the securities or the price after listing."

(VI) 'General Risk'

"Investment in securities involves a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offer. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended by the Bangladesh Securities and Exchange Commission (BSEC) nor does BSEC guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'risk factors' given on page number(s) 188 to 201.

(VII) 'Sena Kalyan Insurance Company Ltd.'s Absolute Responsibility'

"The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this prospectus contains all material information with regard to the issuer and the issue, that the information contained in the prospectus are true, fair and correct in all material aspects and are not misleading in any respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect."

AVAILABILITY OF PROSPECTUS**(B)(2)(b)**

(i) Names, addresses, telephone numbers, fax numbers, website addresses and e-mail addresses and names of contact persons of the institutions where the prospectus and abridged version of prospectus are available in hard and soft forms;

ISSUER		
Name & Address	Contact	Contact Person
Sena Kalyan Insurance Company Ltd. SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh	Tel: 88 02 55058455-7	Brig Gen Md Shafique Shamim, psc (Retd), CII (Cert) Managing Director & CEO
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	E-mail: info@senakalyanicl.com	
	Website: www.senakalyanicl.com	

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AAA Finance & Investment Limited Amin Court, 4th Floor (Suite#403-405) 31, Bir Uttam Shahid Ashfaqueus Samad Road (Previous 62-63, Motijheel C/A), Dhaka-1000	Tel: 88 02 223389602, 88 02 223387679, 88 02 223387726	Mohammad Obaydur Rahman FCS, FCGA Managing Director & CEO
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UNDERWRITERS		
Name & Address	Contact	Contact Person
AAA Finance & Investment Limited Amin Court, 4th Floor (Suite#403-405) 31, Bir Uttam Shahid Ashfaqueus Samad Road (Previous 62-63, Motijheel C/A), Dhaka-1000	Tel: 88 02 223389602, 88 02 223387679, 88 02 223387726	Mohammad Obaydur Rahman FCS, FCGA Managing Director & CEO
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	Fax: 88 02 8300396	
	E-mail: ceo@icml.com.bd	
	Website: www.icml.com.bd	

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	E-mail: research@dsebd.org	
	Website: www.dsebd.org	
Chittagong Stock Exchange Limited CSE Building, 1080, Sheikh Mujib Road Agrabad, Chittagong- 4100	Tel: 88 031 714632-3	Mohaammad Habib Ullah Deputy Manager
	Fax: 88 031 714101	
	E-mail: habib.ullah@cse.com.bd	
	Website: www.cse.com.bd	

Prospectus is also available on the websites of Sena Kalyan Insurance Company Ltd. (www.senakalyanicl.com), AAA Finance & Investment Limited (www.aaafinancebd.com). It would also be available at the DSE (www.dsebd.org), CSE (www.csebd.com) and Public Reference room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and studying upon approval.

(ii) Names and dates of the newspapers where abridged version of prospectus was published.

BENGALI NEWSPAPERS		
Sl. No.	Name	Date
1	The Daily Jugantor	05 September 2021
2	The Daily Bonik Barta	05 September 2021

ENGLISH NEWSPAPERS		
Sl. No.	Name	Date
1	The Financial Express	05 September 2021
2	The New Age	05 September 2021

iii. Definitions and Acronyms/Elaborations of the abbreviated words and technical terms used in the prospectus:

ACRONYMS/ELABORATIONS	
A	
AAAFIL	: AAA Finance and Investment Ltd.
AGM	: Annual General Meeting
Allotment	: Allotment of Shares to respective B/O A/C
B	
BAS	: Bangladesh Accounting Standards
BB	: Bangladesh Bank
BDT	: Bangladeshi Taka
BMRE	: Balancing, Modernization, Rehabilitation & Expansion
BO Account	: Beneficial Owners Account
BSEC	: Bangladesh Securities and Exchange Commission
BSA	: Bangladesh Standards on Auditing
C	
CDBL	: Central Depository Bangladesh Limited
CIB	: Credit Information Bureau
CFO	: Chief Financial Officer
Commission	: Bangladesh Securities and Exchange Commission
Company	: Sena Kalyan Insurance Company Limited
Companies Act	: Companies Act, 1994 (Act. No. XVIII of 1994)
Corporate Office	: Head Office of the Company
CSE	: Chittagong Stock Exchange Ltd.
D	
DSE	: Dhaka Stock Exchange Ltd.
E	
EPS	: Earnings Per Share
EIs	: Eligible Investors
EGM	: Extraordinary General Meeting
F	
FC Account	: Foreign Currency Account
FY	: Financial Year
G	

GBP	:	Great Britain Pound
GDP	:	Gross Domestic Product
I		
IPO	:	Initial Public Offering
Issuer	:	Sena Kalyan Insurance Company Limited
Issue Manager	:	AAA Finance & Investment Ltd.
IFRS	:	International Financial Reporting Standards
IDRA	:	Insurance Development and Regulatory Authority
IAS	:	International Accounting Standards
N		
NAV	:	Net Asset Value
NBR	:	National Board of Revenue
NRB	:	Non-Resident Bangladeshi
NOC	:	No Objection Certificate
O		
Offering Price	:	Price of the securities of SKICL
P		
P/E	:	Price Earnings Ratio
R		
RJSC	:	Registrar of Joint Stock Companies and Firms
Registered Office	:	Head office of the Company
Rules	:	Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018
S		
STD A/C	:	Short Term Deposit Account
SKS	:	Sena Kalyan Sangstha
SKICL	:	Sena Kalyan Insurance Company Limited
Sponsor	:	The sponsor shareholders of SKICL
Subscription	:	Application Money
U		
USD	:	United States Dollar

TABLE OF CONTENTS	(B)(2)(C)
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Section	Particulars	Page No.
SECTION (I) (B)(2)(d)	EXECUTIVE SUMMARY	01-11
	(a) About the Industry	02-03
	(b) About the Issuer	04
	(c) Financial Information	05
	(d) Features of the issue and its objects	06
	(e) Legal and other information	06
	(f) Promoters' background	06-08
	(g) Capital structure and history of capital raising	09
	(h) Summary of the Valuation Report of securities	09
	(i) Others	10-11
SECTION (II) (B)(2)(e)	CONDITIONS IMPOSED BY THE COMMISSION	12-19
	Disclosure in respect of issuance of security in Demat form	13-13
	Conditions imposed by the Commission in the consent letter	13-19
SECTION (III) (B)(2)(f)	DECLARATION AND DUE DILIGENCE CERTIFICATES	20-31
	Annexure-A	21
	Annexure-B	22-23
	Annexure-C	24-31
SECTION (IV) (B)(3)	ABOUT THE ISSUER	32-36
	(a) Name of the issuer, dates of incorporation and commencement of its commercial operations, its logo, addresses of its registered office, other offices and plants, telephone number, FAX number, contact person, website address and e-mail address	33
	(b) The names of the sponsors and directors of the issuer	34-35
	(c) The name, logo and address of the auditors, along with their telephone numbers, FAX numbers, contact persons, website and e-mail addresses	35
	(d) The name(s) of the stock exchange(s) where the specified securities are proposed to be listed	36
SECTION (V) (B)(4)	CORPORATE DIRECTORY OF THE ISSUER	37-39
SECTION (VI) (B)(5)	DESCRIPTION OF THE ISSUER	40-97
	(a) Summary	41-42
	(b) General Information	43-51
	(c) Capital Structure	52-58
	(d) Description of Business	59-69
	(e) Description of Property	69-76
	(f) Plan of Operation and Discussion of Financial Condition	77-97
SECTION (VII) (B)(6)	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	98-103
	(a) Overview of business and strategies	99-100
	(b) Strengths, Weaknesses, Opportunities, and Threats (SWOT) analysis	100-103

	(c)	Analysis of the financial statements of last five years	101-102
	(d)	Known trends demands, commitments, events or uncertainties that are likely to have an effect on the company's business	102
	(e)	Trends or expected fluctuations in liquidity	103
	(f)	Off-balance sheet arrangements those have or likely to have a current or future effect on financial condition	103
SECTION (VIII) (B)(7)	DIRECTORS AND OFFICERS		101-121
	(a)	Name, father's name, age, residential address, educational qualification, experience and position of each of the directors of the company and any person nominated or represented to be a director	105-106
	(b)	The date on which he first became a director and the date on which his current term of office shall expire	107
	(c)	Directors having any type of interest in other businesses, names and types of business of such organizations	107-108
	(d)	Statement of the directors of the issuer if any of them are associated with the securities market in any manner.	108
	(e)	Family relationship (father, mother, spouse, brother, sister, son, daughter, spouse's father, spouse's mother, spouse's brother, spouse' sister) among the directors and top five officers	108
	(f)	A very brief description of other businesses of the directors	108
	(g)	Short bio-data of each director	109-113
	(h)	Loan status of the issuer, its directors and shareholders who hold 10% or more shares in the paid-up capital of the issuer in terms of the CIB Report of Bangladesh Bank;	114
	(i)	Name with position, educational qualification, age, date of joining in the company, overall experience (in year), previous employment, salary paid for the financial year of the Chief Executive Officer, Managing Director, Chief Financial Officer, Company Secretary, Advisers, Consultants and all Departmental Heads	115-116
	(j)	Changes in the key management persons during the last three years	116
	(k)	A profile of the sponsors including their names, father's names, age, personal addresses, educational qualifications, and experiences in the business, positions/posts held in the past, directorship held, other ventures of each sponsor and present position	117
	(l)	If the present directors are not the sponsors and control of the issuer was acquired within five years immediately preceding the date of filing prospectus details regarding the acquisition of control, date of acquisition, terms of acquisition, consideration paid for such acquisition etc.	118
	(m)	If the sponsors or directors do not have experience in the proposed line of business, the fact explaining how the proposed activities would be carried out or managed	118
(n)	Interest of the key management persons	118	

	(o)	All interests and facilities enjoyed by a director, whether pecuniary or non-pecuniary	119
	(p)	Number of shares held and percentage of shareholding (pre issue)	120
	(q)	Change in board of directors during last three years	120-121
	(r)	Director's engagement with similar business	121
SECTION (IX) (B)(8)	CERTAIN RELATIONSHIP AND RELATED TRANSACTIONS		122-126
	(a)	Description of any transaction during the last five years, or any proposed transactions certified by the auditors	123-125
	(b)	Any transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries or holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus	126
	(c)	Any loans either taken or given from or to any director or any person connected with the director, clearly specifying details of such loan in the prospectus, and if any loan has been taken from any such person who did not have any stake in the issuer, its holding company or its associate concerns prior to such loan, rate of interest applicable, date of loan taken, date of maturity of loan, and present outstanding of such loan.	126
SECTION (X) (B)(9)	EXECUTIVE COMPENSATION		127-129
	(a)	The total amount of remuneration/salary/perquisites paid to the top five salaried officers of the issuer in the last accounting year and the name and designation of each such officer	128
	(b)	Aggregate amount of remuneration paid to all Directors and officers as a group during the last accounting year	128
	(c)	If any shareholder Director received any monthly salary/perquisite/benefit it must be mentioned along with date of approval in AGM/EGM, terms thereof and payments made during the last accounting year	128
	(d)	The board meeting attendance fees received by the director including the managing director along with date of approval in AGM/EGM	129
	(e)	Any contract with any Director or officer providing for the payment of future compensation	129
	(f)	If the issuer intends to substantially increase the remuneration paid to its Directors and officers in the current year, appropriate information regarding thereto	129
	(g)	Any other benefit/facility provided to the above persons during the last accounting year	129
SECTION (XI) (B)(10)	OPTIONS GRANTED TO DIRECTORS, OFFICERS AND EMPLOYEES		130
SECTION (XII) (B)(11)	TRANSACTIONS WITH THE DIRECTORS AND SUBSCRIBERS TO THE MEMORANDUM		131-134

	(a)	The names of the directors and subscribers to the memorandum, the nature and amount of anything of value received or to be received by the issuer from the above persons, or by the said persons, directly or indirectly, from the issuer during the last five years along with the description of assets, services or other consideration received or to be received	132-133
	(b)	Any assets which were acquired or to be acquired from the aforesaid persons, the amount paid for such assets and the method used to determine the price	134
SECTION (XIII) (B)(12)	OWNERSHIP OF THE COMPANY'S SECURITIES		135-143
	(a)	The names, addresses, BO ID Number of all shareholders of the company before IPO, indicating the amount of securities owned and the percentage of the securities represented by such ownership, in tabular form	136
	(b)	Table showing the name and address, age, experience, BO ID Number, TIN number, numbers of shares held including percentage, position held in other companies of all the directors before the public issue	137-138
	(c)	The average cost of acquisition of equity shares by the directors certified by the auditors	139
	(d)	A detail description of capital built up in respect of shareholding (name-wise) of the issuer's sponsors/directors	140-142
	(e)	Detail of shares issued by the company at a price lower than the issue price	143
	(f)	History of significant (5% or more) changes in ownership of securities from inception.	143
SECTION (XIV) (B)(13)	CORPORATE GOVERNANCE		144-166
	(a)	A disclosure to the effect that the issuer has complied with the requirements of Corporate Governance Guidelines of the Commission	145
	(b)	A compliance report of Corporate Governance requirements certified by competent authority	146-165
	(c)	Details relating to the issuer's audit committee and remuneration committee, including the names of committee members and a summary of the terms of reference under which the committees operate	166
SECTION (XV) (B)(14)	VALUATION REPORT OF SECURITIES PREPARED BY THE ISSUE MANAGER		167-171
SECTION (XVI) (B)(15)	DEBT SECURITIES		172
SECTION (XVII) (B)(16)	PARTIES INVOLVED AND THEIR RESPONSIBILITIES		173-174
SECTION (XVIII) (B)(17)	MATERIAL CONTRACTS		175-180
SECTION (XIX) (B)(18)	OUTSTANDING LITIGATIONS, FINE OR PENALTY		181-185
SECTION (XX) (B)(19)	RISK FACTORS AND MANAGEMENT PERCEPTIONS ABOUT THE RISKS		186-201
SECTION (XXI) (B)(20)	DESCRIPTION OF THE ISSUE		202-205

Sena Kalyan Insurance Company Ltd.

SECTION (XXII) (B)(21)	USE OF PROCEEDS	205-211
SECTION (XXIII) (B)(22)	LOCK-IN	212-214
SECTION (XXIV) (B)(23)	INFORMATION REGARDING MARKETS FOR THE SECURITIES BEING OFFERED INCLUDED	215-216
SECTION (XXV) (B)(24)	DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED	217-219
SECTION (XXVI) (B)(25)	FINANCIAL STATEMENTS	220-318
SECTION (XXVII) (B)(26)	CREDIT RATING REPORT	319
SECTION (XXVIII) (B)(27)	APPLICATION PROCEDURE	320-323
SECTION (XXIX) (B)(28)	OTHERS	324
	(a) Additional Disclosure by the Auditor	
	(b) Additional Disclosure by the Management	
	(c) Miscellaneous	

SECTION (I)
(B)(2)(d)

EXECUTIVE SUMMARY

SECTION CONTENTS	
(a)	About the Industry
(b)	About the Issuer
(c)	Financial Information
(d)	Features of the issue and its objects
(e)	Legal and other information
(f)	Promoters' background
(g)	Capital structure and history of capital raising
(h)	Summary of the Valuation Report of securities
(i)	Others

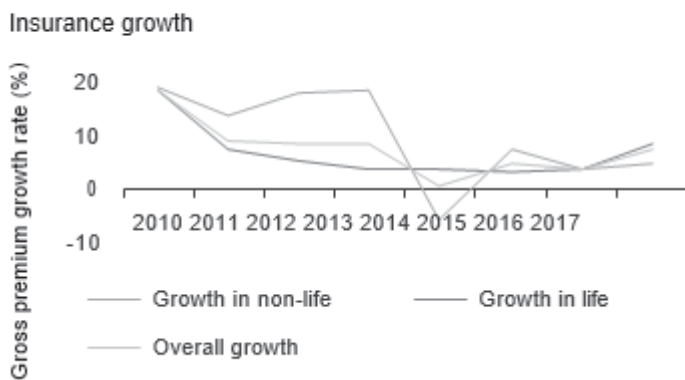
About the Industry

(B)(2)(d)(a)

The role of insurance in managing risks in an economy cannot be overstated. At a micro level, insurance safeguards households and companies from a myriad of risks. From a macro perspective, it reduces the financial burden on a government and creates a stable environment in which businesses can thrive and succeed. While Bangladesh has taken gigantic strides on the path to economic prosperity, its insurance sector is a vital area that requires considerable attention and can benefit significantly from regulatory reforms.

Currently, Bangladesh’s insurance sector comprises 46 general insurance companies and 32 life insurance companies. In addition, there are two state-owned insurance corporations—one in the general segment and the other in the life segment.

Figure 1: Growth of Bangladesh’s insurance sector



Source: Bangladesh Insurance Association 2017 Annual Report

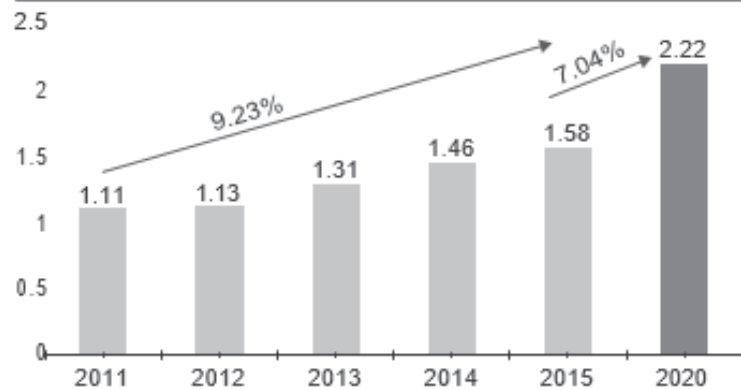
According to a sigma report of the Swiss Re Institute, as of 2017, the gross premium volume of life insurance in Bangladesh stands at USD 974 million and that of non-life stands at USD 371 million.³ Figure 1 depicts the year-on-year growth. Life insurance constitutes 73.5% of Bangladesh’s insurance market and non-life insurance, 26.5%.

Micro-insurance and Islamic insurance (takaful) are also a part of Bangladesh’s insurance sector. In

2017, 2.20 million new life and 2.36 million and new non-life insurance policies were issued. Further, the number of active life insurance policies was 10.78 million in 2017. The assets of all insurance companies in Bangladesh stood at USD 5,810.61 million by the end of 2017, with an average growth rate of 13.83% from 2009. Investments in both life and non-life insurance companies have grown at an average rate of 14.95% during 2009–2017, with returns increasing from 8% to 11.5% during the same period. The life insurance sector has a competitive landscape, with market share being closely distributed among multiple players.

In the next decade, Bangladesh will continue to witness the rise of the middle and wealthy class in major cities. This could easily translate into a higher demand for insurance products as individuals and companies become increasingly risk aware. As shown in Figure 2, insurance penetration in Bangladesh is expected to grow at 7.04% and be worth approximately USD 2.2 billion (in terms of insurance premiums) by the year 2020.

Figure 2: Bangladesh's insurance sector is projected to grow by 7.04% by 2020 (in terms of premiums)



Despite various challenges, Bangladesh's insurance sector has tremendous potential for growth, especially given the country's favorable macroeconomic picture. Regulatory reforms and the introduction of bancassurance, health, expatriate, agriculture, education, coastal, and public pension insurance products along with deep distribution channels can catalyze growth in the insurance sector.

Regulations that focus on reducing the risk of insolvency can help build trust in the market at a global level, which in turn will increase the flow of funds into the economy. With adequate capital requirements in place, insurance companies will serve as a safeguard for investments in infrastructure bonds, thereby boosting infrastructure development.

Strong regulations can also help strengthen the reinsurance market, which will ease the financial burden on the government arising from catastrophic events, thus directly contributing towards development opportunities for the country. Further, well-defined regulations can drive competition, enabling companies to provide the best solutions and offer more options to customers. Regulatory frameworks, ideally framed with reference to international standards and principles, will go a long way towards creating a resilient insurance sector.

A resilient insurance sector can, in turn, have far-reaching economic, commercial, and social benefits for Bangladesh. Thriving against odds, it could also, in the long run, encourage entrepreneurship and innovation while facilitating risk transfer.

Source: PwC | *Potential for growth: Transforming Bangladesh's insurance sector*

About the Issuer

(B)(2)(d)(b)

Sena Kalyan Insurance Company Limited (SKICL) is the most vibrant concern of Sena Kalyan Sangstha (SKS) of Bangladesh Armed Forces. It has come into existence in 2013 with a view to provide innovative products and customer friendly services through a highly motivated team of dedicated professionals. Within a short span of time, SKICL has gained the confidence of partners and been able to establish a strong foothold in Bangladesh Insurance Industry and thereby securing a considerable market share in non-life/general insurance sector.

Sena Kalyan Insurance Company Limited was incorporated as a Public Limited Company by shares under the Companies Act, 1994 having registered office in Bangladesh on 3rd September 2013 and obtained permission for commencement of insurance business from the Insurance Development & Regulatory Authority (IDRA), Government of the Peoples Republic of Bangladesh, with effect from 10th September 2013 for carrying out general insurance business. The Head office and the registered office of the Company is at SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh.

Sena Kalyan Insurance Company Limited is a subsidiary Company of Sena Kalyan Sangstha (SKS) that holds 23,999,994 shares out of 24,000,000 shares of the Company and the balance 6 (Six) shares are held by 6 (six) individuals, each holding 1 (one) share of taka 10 each fully paid up.

A short profile of the Company is presented below:

Date of Incorporation	3 rd September, 2013
Date of getting license for Commencement of Business	3 rd September, 2013
Date of getting permission of Insurance Business & starts operation	10 th September, 2013
Authorized capital	100 Crore
Paid up capital	24 Crore
Head Office Address	SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh
Registered Office Address	SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh
Major services	(i) Fire & its allied perils Business (ii) Marine Business (iii) Engineering Business (iv) Motor Business (v) Aviation Business (vi) Miscellaneous Insurance Business

Financial Information	(B)(2)(d)(c)
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Particular	31 Dec 20	31 Dec 19	31 Dec 18	31 Dec 17	31 Dec 16
Authorized Capital	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000
Paid Up Capital	240,000,000	240,000,000	240,000,000	240,000,000	240,000,000
Profit & Loss Appropriation Account	68,001,646	55,778,209	27,103,426	32,727,684	19,622,217
Total Reserve Fund	197,792,882	139,740,659	82,131,407	56,660,478	30,378,238
Investment	64,266,647	30,555,654	30,209,955	26,500,000	26,500,000
Cash & Cash Equivalents	793,496,960	631,300,820	418,233,547	386,677,267	345,913,044
Total Assets	978,292,139	747,002,325	520,578,109	479,436,789	421,760,628
Total Liabilities	472,088,716	312,587,548	171,343,276	150,048,627	131,760,173
Gross Premium	580,522,233	576,092,516	363,870,416	262,822,402	203,969,657
Reinsurance Premium	282,844,062	322,703,832	216,424,180	130,712,576	66,475,992
Net Premium	297,678,171	253,388,684	147,446,236	132,109,826	137,493,665
Interest, Dividend & Other Income	58,223,649	47,244,807	33,810,696	27,889,768	23,492,347
Net Profit/(Loss) Before Tax	114,225,641	118,578,090	39,293,487	57,574,495	44,493,336
Net Profit/(Loss) after Tax	94,275,660	98,284,035	37,846,671	51,387,907	36,406,977
Earnings per Share (EPS)	3.93	4.10	1.58	2.14	1.52
Diluted EPS	3.93	4.10	1.58	2.14	1.52
Dividend per Share	1.00	1.00	0.50	0.75	0.50
Dividend Payout Ratio	25.45%	24.39%	31.65%	35.05%	32.89%
Net Asset Value (NAV)	506,199,133	434,410,467	349,234,833	329,388,162	290,000,455
NAV per Share	21.09	18.10	14.55	13.72	12.08

Features of the Issue and its Objects**(B)(2)(d)(d)**

Public Offering Price	10
Number of Shares To be offered	16,000,000
Total Issue Size	160,000,000/-
Issue Manager	AAA Finance & Investment Limited
The objective of the Issue	<ol style="list-style-type: none"> 1. Investment in Capital Market: <ul style="list-style-type: none"> - Government Treasury Bonds/Mutule Funds - Investment in Capital Market of Bangladesh 2. Land/Real Estate Assets 3. Investment in FDR with Scheduled Commercial Banks/Corporate Bonds 4. IPO Expenses
Implementation Period	Within 45 days to 6 months

Legal and Other Information**(B)(2)(d)(e)**

Sena Kalyan Insurance Company Limited was incorporated as a Public Limited Company by shares under the Companies Act, 1994 bearing registration number C-111100/13 and having registered office in Bangladesh on 3rd September 2013 and obtained permission for commencement of insurance business from the Insurance Development & Regulatory Authority (IDRA), Government of the Peoples Republic of Bangladesh, with effect from 10th September, 2013 for carrying out general insurance business. The Head office and the registered office of the Company is at SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh.

The Company obtained all required licenses from the respective regulatory authorities. Details of licenses are given in "Description of the Issuer" under SECTION - VI of this Prospectus.

Promoters' Background**(B)(2)(d)(f)**

Sena Kalyan Sangstha (SKS)
Sponsor, Director & Shareholder

Sena Kalyan Sangstha (SKS) started its journey as Post War Services Reconstruction Fund. It is raised out of funds built up during World War-II by the Government contributing taka two for each Combatant Soldier per month. The money was to be spent on their rehabilitation in civil life when they would be demobilized after the War. After the Indo-Pak partition it was renamed as Fauji Foundation. The then East Pakistan's share amounted to Tk. 52.22 lac. Out of this amount the Government spent Tk. 3.50 lacs on a building in Motijheel Commercial Area in Dhaka and sum of Tk. 1.50 lacs was given to Headquarters 14 Division for spending on the rehabilitation of Ex-servicemen. Instead of keeping the remaining fund in banks and in

Government Securities it was decided to invest the money in industry, which promised higher returns. Fauji Foundation, East Pakistan made a modest start in the industrial field in mid-sixties. In 1967-68 its industrial investment stood at Tk. 24.00 lacs and in 1969-70 it grew to Tk. 2.40 crores. In 1971 Fauji Foundation investment was limited to Fauji Chatkal at Ghorashal, Dhaka, Fauji Flour Mill at Chittagong, a three storied building on 1.3 bigas of land in Motijheel Commercial Area where the present Sena Kalyan Bhaban has been constructed and shares in Bangladesh Lamps Limited, Bangladesh Electric Industries (Philips) and British American Tobacco (Bangladesh) Company Limited. After the independence of Bangladesh Fauji Foundation emerged as Sena Kalyan Sangstha (SKS). It was officially renamed as Sena Kalyan Sangstha on 01 July 1972. It is a trust devoted to the Welfare of released, retired and discharged personnel of Armed Forces and their dependents who are the citizen of the People's Republic of Bangladesh.

Sena Kalyan Sangstha holds 23,999,994 number of share of Sena Kalyan Insurance Company Limited since its incorporation on 3rd September, 2013 and is represented by-

- Maj Gen Mohammed Saidul Islam, ndc, psc (Chairman, Nominated by SKS)
- Air Cdre M Moyeenuddin, ndc, afwc, psc (Director, Nominated by SKS)
- Brig Gen Mirza Md Enamul Haque, ndc (Director, Nominated by SKS)
- Brig Gen M A Mohy, psc, PEng (Director, Nominated by SKS)
- Brig Gen Md Mustafa Kamal, SGP (Director, Nominated by SKS)
- Brig Gen Md Jamal Hossain, ndc, afwc, psc (Director, Nominated by SKS)
- Brig Gen Md Shaheen Iqbal, afwc, psc (Director, Nominated by SKS)

Col Abu Nayeem Md Jobair Kamal

Sponsor

Col Abu Nayeem Jobair Kamal was born on 1st July 1963. He comes from a respectable Muslim family of Chittagong. Mr Kamal completed BSC Engineering in Civil from Bangladesh University of Engineering Technology (BUET) in 1995. At present, Col Abu Nayeem Jobair Kamal is engaged in Military Services.

Col Md Zakir Hossain, psc

Sponsor

Col Md Zakir Hossain, psc was born on 16th August 1965. He comes from a respectable Muslim family of Barisal. Mr Hossain completed BSc in Bangla, English, Physics, Chemistry & Military from BMA Bhatiary (Chittagong University) in 1987. Subsequently, he cleared MSc in Defence Services from Defence Services Command and Staff College in 1999.

Wing Cdr Mostaque Helalur Rahman

Sponsor

Wing Cdr Mostaque Helalur Rahman was born on 1st October 1965. He comes from a respectable Muslim family of Gaibandha. Mr Rahman completed B. Com and M. Com from Dhaka University in 1993 and 1995, respectively. At present Wing Cdr Mostaque Helalur Rahman is engaged in Military Services.

Lt Col Sufian Murad Rabban (Retd)

Sponsor

Lt Col Sufian Murad Rabban (Retd) was born on 9th January 1961. He comes from a respectable Muslim family of Dhaka. Mr Rabban completed B.A. (Honors). He has diverse experience gained through his military career of 29 years in Bangladesh Army. Mr. Rabban retired as Lieutenant Colonel discharging all important appointments including GSO-2 (ops) and intelligence. Besides, he served as Commanding officer in Bangladesh Rifles. He travelled several countries including, Dubai, Kuwait, USA, Libya, Rwanda, Singapore, India, Ivory Coast, Saudi Arabia.

Lt Col Saeed Ahmed (Retd)

Sponsor

Lt Col Saeed Ahmed (Retd) was born on 1st October 1961. He comes from a respectable Muslim family of Dhaka. Mr Ahmed studied in renowned institutions like Notre Dame College, Bangladesh Military Academy and Northern University of Bangladesh. At present Lt Col Saeed Ahmed (Retd) is engaged in Private Services.

Lt Cp Mustafizur Rahman (Retd)

Sponsor

Lt Cp Mustafizur Rahman (Retd) was born on 23rd July 1958. He comes from a respectable Muslim family of Dhaka. Mr Rahman achieved several degrees, i.e., LLB (South East University), LLM (ASA University), MBA (Royal Road University), Diploma in Social Compliance (Bangladesh Institute of Management). He is also a Certified Supply Chain Manager (CSCM) from International Supply Chain Education Alliance, USA. At present Lt Cp Mustafizur Rahman (Retd) is engaged in Private Services.

Note: Other than Sena Kalyan Sangstha (SKS), none of the sponsors hold any shares as of today.

Capital Structure and History of Capital Raising (B)(2)(d)(g)**CAPITAL STRUCTURE**

Particulars	Types of Securities	Number of Securities	Amount in Taka
Authorized Capital	Ordinary	100,000,000	1,000,000,000
Issued, Subscribed and Paid-up Capital	Ordinary	24,000,000	240,000,000
Total Paid-Up Capital Before IPO	Ordinary	24,000,000	240,000,000
Proposed Initial Public Offering (IPO) through fixed price method	Ordinary	16,000,000	160,000,000
Total Paid-Up Capital After IPO	Ordinary	40,000,000	400,000,000

HISTORY OF CAPITAL RAISING

Particulars of Allotment	Allotment Date	Mode of Allotment (No. of Shares)			Issue Price (Tk.)	Amount of Share Capital (Tk.)
		Cash	Other Than Cash	Bonus Issue		
1 st Allotment Memorandum	03/09/2013	24,000,000	-	-	10	240,000,000
	Total	24,000,000	-	-	-	240,000,000

Note: The Company has not issued any shares in any form since its 1st allotment.

Summary of the Valuation Report of Securities (B)(2)(d)(h)

Reference	Valuation Method	Calculated Fair Value (BDT)
Method - 1 (A)	Net Asset Value (NAV) Per Share without Revaluation Reserve	21.09
Method - 1 (B)	Net Asset Value (NAV) Per Share with Revaluation Reserve	21.09
Method - 2	Earning Based Value Per Share (Considering lower of Market and Sector P/E)	35.04
Method - 3	Average market price of similar stock based valuation	32.82

Based on Audited Financial Statement for the year ended December 31, 2020

The detail valuation report is given at the chapter titled "Valuation report of securities" under chapter -XV

Others

(B)(2)(d)(i)

1. Disclosure regarding material change

Rule: 3(2)(c)

DECLARATION REGARDING MATERIAL CHANGE

This is to declare that Sena Kalyan Insurance Company Limited has not made any material change including raising of paid-up capital after the date of audited financial statements as included in the prospectus.

Sd/-
Brig Gen Md Shafique Shamim, psc (Retd), CII (Cert)
Managing Director & CEO

Place: Dhaka
Date: April 25, 2021

2. Disclosure regarding no connection between the issue manager and the issuer

Rule: 3(2)(d)

**DECLARATION ABOUT NOT HOLDING SECURITIES OF THE ISSUER BY THE
MANAGER TO THE ISSUE**

This is to declare that AAA Finance & Investment Limited, Manager to the Issue for upcoming IPO of Sena Kalyan Insurance Company Limited; is in no way connected with the issuer and does not hold any of its securities.

Sd/-
Brig Gen Md Shafique Shamim, psc (Retd), CII (Cert)
Managing Director & CEO

Place: Dhaka
Date: April 25, 2021

**DECLARATION ABOUT NOT HOLDING SECURITIES OF THE ISSUER BY THE
MANAGER TO THE ISSUE**

This is to declare that AAA Finance & Investment Limited, Manager to the Issue for upcoming IPO of Sena Kalyan Insurance Company Limited is in no way connected with the issuer and does not hold any of its securities.

Sd/-
Mohammad Obaydur Rahman FCS, FCGA
Managing Director & CEO
AAA Finance & Investment Limited

Place: Dhaka
Date: April 26, 2021

3. Disclosure regarding non-applicability of cost audit

Rule: 3(2)(f)

DECLARATION REGARDING COST AUDIT

This is to declare that Sena Kalyan Insurance Company Limited did not make any cost audit as it is not applicable for this type of company as per the latest rules/regulations/directives in this regard.

Sd/-
Brig Gen Md Shafique Shamim, psc (Retd), CII (Cert)
Managing Director & CEO

Place: Dhaka
Date: April 25, 2021

4. Disclosure regarding paid-up capital requirement for fixed price method

Rule: 3(3)(c)

DECLARATION REGARDING PAID-UP CAPITAL REQUIREMENT

The Commission has exempted Sena Kalyan Insurance Company Limited for filing applications for initial public offer under fixed price method from the provisions of clause (c) of sub-rule (3) of rule 3 of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, vide Notification No: BSEC/CMRRCD/2020-381/13/Admin/110, dated: 29 November 2020. Hence, the aforesaid provision is not applicable for SKICL.

Sd/-
Brig Gen Md Shafique Shamim, psc (Retd), CII (Cert)
Managing Director & CEO

Place: Dhaka
Date: April 25, 2021

SECTION (II)
(B)(2)(e)

CONDITIONS IMPOSED BY THE COMMISSION

Disclosure in respect of issuance of security in Demat form

Conditions imposed by the Commission in the consent letter

DISCLOSURE IN RESPECT OF ISSUANCE OF SECURITY IN DEMAT FORM

As per provision of the Depository Act, 1999 and regulation made there under, shares will be issued in dematerialized condition. All transfer/transmission/splitting will take place in the Central Depository Bangladesh Ltd. (CDBL) system and any further issuance of shares (rights/bonus) will be issued in dematerialized form only.

**CONDITIONS UNDER 2CC OF
THE SECURITIES AND EXCHANGE ORDINANCE, 1969:**

PART-A

1. The Company shall go for Initial Public Offer (IPO) for 16,000,000 ordinary shares of Tk. 10.00 each at par from which 40% of securities are reserved for Eligible Investors (EIs) including Mutual Funds and CIS and the remaining 60% of securities will be offered for General Public including NRB, totaling to Tk. 160,000,000/- (taka sixteen crore) approximately following the Securities and Exchange Ordinance, 1969, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Depository Act, 1999 and rules made there under.
2. The abridged version of the prospectus, as approved and vetted by the Commission, shall be published by the issuer in 4 (Four) national daily newspapers (two in Bangla and two in English), within **05 (five) working days** from the date of issuance of this consent letter. The issuer shall post the full prospectus, vetted by Commission, in the issuer's website and shall also put on the websites of the Commission, stock exchanges, and the issue manager, within **2 (two) working days** of publication of abridged version of prospectus in the newspaper and shall remain posted till the closure of the subscription list. The issuer shall submit to the Commission, the stock exchanges and the issue manager a diskette containing the text of the vetted prospectus in "MS -Word" format.
3. The company shall submit **40 (Forty)** copies of the printed prospectus to the Commission for official record within **05 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspapers.
4. The issuer company and the issue manager shall ensure transmission of the prospectus and its abridged version for NRBs through email to the Bangladesh Embassies and Missions abroad within **05 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspapers. A compliance report shall be submitted in this respect to the Commission jointly by the Issuer and the Issue Manager within **02 (Two) working days** from the date of publication of the abridged version of the prospectus in the newspapers.
5. The following declaration shall be made by the company in the prospectus, namely:-

"Declaration about Listing of Shares with the stock exchange (s):

None of the stock exchange(s), if for any reason, grants listing within **20 (twenty) working days** from the closure of subscription, any allotment in terms of this prospectus shall be void and the company shall refund the subscription money within **15 (Fifteen) days** from the date of refusal for listing by the stock exchanges, or from the date of expiry of the said **20 (twenty) working days**, as the case may be.

In case of non-refund of the subscription money within the aforesaid **15 (Fifteen) days**, the Directors of the company, in addition to the issuer company, shall be collectively and severally liable for refund of the subscription money, with interest at the rate of 2% (two percent) above the bank rate, to the subscribers concerned.

The issue manager, in addition to the issuer company, shall ensure due compliance of the above-mentioned conditions and shall submit compliance report thereon to the Commission within **7 (Seven) days** of expiry of the aforesaid **15 (Fifteen) days'** time period allowed for refund of the subscription money."

The stock exchanges shall complete the listing procedure and start of trading of securities within **20 (Twenty) working days** from the closure of subscription.

6. Each General Applicant (General Public and Non-resident Bangladeshi applicants) who intends to submit application through the Electronic Subscription System (ESS) of the exchange(s) shall maintain a minimum investment of Tk.20,000/- (Taka twenty thousand only) in the listed securities (matured securities) at market price (the close price of both Exchanges whichever is higher) as on the end of a working day which is immediately preceded by 5 (five) working days from the first day of starting the subscription. **The minimum application amount shall be Tk.10,000/- (Taka ten thousand only).** Exchanges shall send the list of BO Accounts who have applied in the IPO to the Central Depository Bangladesh Limited (CDBL). CDBL shall verify the list of BO Accounts provided by the Exchanges regarding investment of general applicants in listed securities.
7. The IPO shall stand cancelled in case of under-subscription collectively above 35%. In such an event, the issuer and issue manger shall inform the Commission **within 02 (two) working days** and release the subscription money within 07 (seven) working days after receiving verification report from CDBL and the information from exchanges regarding subscription.
8. In case of under-subscription under any of sub-categories of eligible investors' category or general public category, the unsubscribed portion shall be added to other sub-category of the same category. In case of over subscription in the general public category, the securities shall be allotted on pro-rata basis, any fraction shall be considered to the nearest integer and accumulated fractional securities shall be allotted on random basis.
9. **An applicant cannot submit more than two applications, one in his/ her own name and the other jointly with another person. In case, an applicant submits more than two applications, all applications shall be treated as invalid and shall not be considered for allotment purpose. In addition, 15% (fifteen) of the application money shall be forfeited and deposited to the Commission by the exchange(s) and the balance amount shall be refunded to the applicant.**
10. **The applicants who have applied for more than two applications using same bank account, their applications shall not be considered for allotment purpose. In addition, 15% of their subscription money shall be forfeited and deposited to the Commission by the exchange(s). The balance amount shall be refunded to the applicants.**
11. Making of any false statement in the application or supplying of incorrect information therein or suppressing any relevant information in the application shall make the application liable to rejection and subject to forfeiture of 25% of the application money and/or forfeiture of share (unit) before or after issuance of the same by the issuer. The said forfeited application money or sale proceeds of forfeited shares (unit) shall be deposited to the Commission by the exchange(s). This is in addition to any other penalties as may be provided for by the law.
12. The company shall furnish the list of allottees to the Commission and the stock exchange(s) simultaneously in which the shares will be listed, within **24 (Twenty Four) hours** of allotment.

13. Shares are not allotted at the time of according this consent, but allotted after listing, in favor of sponsors, directors or shareholders having 10% or more shares, other than alternative investment funds, through stock dividends, shall be subject to a lock-in period of 02(two) years from the date of issuance of the prospectus.
14. If any share of Sponsors/Directors/Promoters is in paper format, it shall be handed over to securities custodian registered with the Commission and shall remain held till completion of lock-in period and the name of the securities custodian shall be furnished to the Commission jointly by the issuer and issue manager, along with a confirmation thereof from the custodian, within one week of listing of the shares with the stock exchange(s). Otherwise, those shares (shares of Sponsors/ Directors/ Promoters) can be dematerialized and shall remain in lock-in under CDBL system and the issuer shall submit a dematerialization confirmation report generated by CDBL system and attested by Managing Director of the company along with the lock-in confirmation to the Commission within one week of listing of the shares with the stock exchange(s). In respect of shares other than Sponsors/ Directors/Promoters, the issuer will ensure their lock-in of those shares and submit a statement to this effect to the Commission.
15. **The company shall not declare, approve or distribute any dividend/ bonus shares before listing with any Exchange from the date of this letter.**
16. The company shall not engage itself into any merger/amalgamation or acquisition activities without taking “No Objection” from the Commission, on the scheme of the said merger/amalgamation or acquisition, as recommended by the Board of Directors, before approval by the shareholders in General Meeting.
17. Each Eligible Investor (EI) who intends to submit application through the Electronic Subscription System (ESS) of the exchange(s) shall maintain a minimum investment of Tk. 5,000,000/- (Taka fifty lac) for approved pension funds, recognized provident funds and approved gratuity fund and other EIs of Tk.10,000,000/- (Taka one crore) in the listed securities (matured securities) at market price (the close price of both Exchanges whichever is higher) as on the end of a working day which is immediately preceded by 5 (five) working days from the first day of starting the bidding as per clause (e) of sub-rule (1) of rule 2 of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015. Exchanges shall send the list of BO Accounts who have applied in the IPO to the Central Depository Bangladesh Limited (CDBL). CDBL shall send a report to the Exchanges on the basis of the list of BO Accounts provided by the Exchanges regarding holding of EIs in listed securities and the Exchange shall ensure the compliance in this regard.
18. The company shall not increase its paid up capital through issuance of bonus shares for next four (4) years from the first trading day at the exchange(s).
19. "The Company shall invest at least 20% of the capital raised through IPO in the listed securities complying with the provisions of “বীমা (নন-লাইফ বীমাকারীর সম্পদ বিনিয়োগ ও সংরক্ষণ) প্রবিধানমালা, ২০১৯”

PART-B

Application Process

Step-1 (Applicant):

1. An applicant for public issue of securities shall submit an application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account,

Sena Kalyan Insurance Company Ltd.

within the cut-off date (i.e. the subscription closing date), which shall be the **25th (twenty fifth) working day** from the date of publication of an abridged version of the prospectus.

2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Total Amount and Category of the Applicant.
 - a) Eligible investors shall submit an application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by exchange(s).
 - b) The General Public and Non-resident Bangladeshi (NRB) applicants shall submit the application in the electronic subscription system of the exchange(s) through the Stockbrokers/Merchant Bankers where the applicant maintains customer account.

Step-2 (Intermediary):

3. The registered Stock broker/Merchant Banker in the ESS shall:
 - a) Post the amount separately in the customer account equivalent to the application money;
 - b) Accumulate all the applications/buy instructions received up to the cut-off date and transfer the amount to their respective Consolidated Customer Account;
4. The registered Stockbroker/Merchant Banker in the ESS shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and within **3 (three) working days** from the cut-off date, upload to the ESS, the lists of applicants in electronic (text format with tilde '~' separator) format, deposit the full amount received from the General Public and Non-Resident Bangladeshi (NRB) applicants by the method as determined by exchange(s).
5. The application/buy instructions shall be preserved by the Stock broker/Merchant Bankers up to **6 (six) months** from listing of the securities with the exchange.
6. The Exchanges shall prepare a consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification on the next working day. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not, verify more than two applications by an individual; verify more than two applications using same bank account and investment criteria.
7. **On the next working day**, CDBL shall provide the Exchanges with an updated database of the applicants containing BO Account Number, Name, Addresses, Parent s' Name and Joint Account information along with the verification report.
8. After receiving verification report and information from CDBL, the Exchanges shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications **within 5 (five) working days**.
9. **Within next working day**, the Exchanges shall provide the Commission, Issuer and Issue Manager with the soft copy of subscription result.

Step-3 (Issuer):

10. The Issuer and issue manager shall post the final status of subscription on their **websites within 6 (six) hours** and on the websites of the Commission and Exchanges **within 12 (twelve) hours** of receiving information by the Commission and the Exchanges.

11. **Within 3 (three) working days** of receipt of the subscription result, the Issuer and Exchanges shall:
- Process pro-rata allotment of securities to the General Public and Non-Resident Bangladeshi (NRB) applicants;
 - Prepare category wise lists of invalid applicants who are subject to penal provisions as per conditions of the consent letter issued by the Commission in electronic (text format with tilde '~' separator) format mentioning the penalty amount against each applicant;
 - Issuer shall issue allotment letters in the names of allottees in electronic format and
 - Issuer shall credit the allotted shares to the respective BO accounts on the basis of allotment data (BOID and number of securities) via their CDBL VeDAS Terminal.

Step-4 (Intermediary):

12. **On the next working day**, Exchanges shall:
- remit the amount of allotted applicants to the Issuer's respective Escrow Account opened for subscription purpose;
 - send the penalty amount who are subject to penal provisions to the Issuer's respective Escrow Accounts along with a list; and
 - Distribute the information and allotment letters to the stock broker/Merchant Bankers concerned in electronic format with a request to refund the balance application money.
13. **On the next working day** of receiving the documents from the Exchanges, the Stockbrokers/Merchant Bankers shall refund the excess application money in the customer accounts and inform the applicants about allotment of securities.

Miscellaneous:

- The Issuer, Issue Manager(s), Stockbrokers, Merchant Bankers and the Exchanges shall ensure compliance of the above.
- The Issuer shall pay the costs related to process the Eligible Investors allotment if claimed by the Exchange concerned up to an amount of Tk. 2,00,000/- (Taka Two Lac) only and Tk. 8,00,000/- (Taka Eight Lac) only for processing the applications of General Public and Non-Resident Bangladeshi (NRB) applicants.
- The Stockbroker/Merchant Bankers shall be entitled to a service charge of Tk. 5/- (Taka five) only per application irrespective of the amount or category for the service provided till withdrawal of the money. The service charge shall be paid by the applicant at the time of submitting an application.
- The Exchanges shall provide the Issuer with a statement of the remittance.
- The Issuer shall send the penalty amount to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.
- The concerned Exchanges are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

PART-C

- The issue manager(s) shall carefully examine and compare the published prospectus and its abridged version on the date of publication with the copies vetted by the Commission.

If any discrepancy is found, both the issuer and the issue manager shall jointly publish a corrigendum immediately in the same newspapers concerned, simultaneously endorsing copies thereof to the Commission and the Exchanges concerned. In this regard, the issue manager(s) shall submit a compliance report to the Commission within 5 working days from the date of such publications.

2. The fund collected through Initial Public Offer shall not be utilized prior to listing with the Exchange(s) and that utilization of the said fund shall be effected through banking channel, i.e. through account payee cheque, pay order or bank drafts etc.
3. The company shall furnish status report on utilization of Public Offering proceeds audited by foreign affiliated auditors and authenticated by the board of directors to the Commission and the Exchanges within 15 (Fifteen) days of the closing of each quarter until such fund is fully utilized, as mentioned in the schedule contained in the prospectus. The issuer shall simultaneously post the status report in its website and Exchanges shall also post the same in company information contained in websites of the Exchanges. In the event of any irregularity or inconsistency, the Commission may employ or engage any person to examine whether the issuer has utilized the proceeds for the purpose disclosed in the prospectus.
4. While auditing the utilization of IPO proceeds, the auditors will perform their jobs under the following terms of reference (TOR) and confirm the same in their report/certificate:
 - (a) Whether IPO proceeds have been utilized for the purposes/heads as specified in the prospectus;
 - (b) Whether IPO proceeds have been utilized in line with the condition (if any) of the Commission's consent letter;
 - (c) Whether utilization of IPO proceeds have been completed within the time schedule/implementation schedule as specified in the published prospectus;
 - (d) Whether utilization of IPO proceeds is accurate and for the purpose of the company as mentioned/specified in the published prospectus; and
 - (e) The auditors should also confirm that: (i) assets have been procured/imported/constructed maintaining proper/required procedure as well as at reasonable price; and (ii) auditors' report has been made on verification of all necessary documents/papers/vouchers in support of IPO proceeds making reconciliation with Bank Statement.
5. All transactions, excluding petty cash expenses, shall be effected by crossed cheques or bank transfers.
6. Proceeds of the Initial Public offer shall not be transferred to any other bank account before listing with the Exchange(s). The proceeds shall not be used for any purpose other than those specified in the prospectus without any valid ground. Any deviation in this respect of purpose and time must have prior approval of at least 51% of the public shareholders, other than sponsors and directors, in a general meeting through a Board approved agenda thereon and due notification to the shareholders. Before the said general meeting, such deviation as recommended by the Board of Directors shall be published as price-sensitive information with detailed description and reasons for such deviation. If approved by the shareholders, the meeting resolution shall be submitted to the Commission along with reasonable explanations and the decision shall be published as price-sensitive information.
7. If any quarter of the financial year-end after publication of the abridged version of prospectus and before listing of its securities with any exchange, the company shall

disseminate/transmit/submit the said quarterly financial statements in accordance with the Commission's Notification BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018 and Rules 15 of the Securities and Exchange Rules, 2020.

8. In the event of arising issues concerning Price Sensitive Information as defined under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা ১৯৯৫ after publication of the abridged version of prospectus and before listing of its securities with any exchange, the company shall disseminate/transmit/submit the information as price sensitive in accordance with the Commission's Notification No. SEC/SRMI/200-953/1950 dated October 24, 2000.

PART-D

1. As per provision of the Depository Act, 1999 & Regulations made there under, shares will only be issued in dematerialized condition. All transfer/transmission/splitting will take place in the depository system of Central Depository Bangladesh Limited (CDBL) and any further issuance of shares (including rights/bonus) will be made in dematerialized form only.
2. The issuer and the issue manager shall ensure due compliance of all the above conditions, the 'Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015' and the listing regulations of the Exchanges;

Provided that the Board of Directors of the issuer along with the Issue Manager(s) shall conduct a quarterly meeting with the Capital Issue Department of the Commission regarding compliance status of its business plan as mentioned in the Prospectus.

3. The Commission may impose further conditions/restrictions etc. from time to time as and when considered necessary which shall also be binding upon the issuer company.

SECTION (III)
(B)(2)(f)

DECLARATION AND DUE DILIGENCE CERTIFICATES

SECTION CONTENTS
Annexure-A
Annexure-B
Annexure-C

Annexure-A

Declaration about the responsibility of the directors, including the CEO of the issuer in respect of the prospectus

[Rule 4 (1) (d)]

This prospectus has been prepared, seen and approved by us, and we, individually and collectively, accept full responsibility for the authenticity, accuracy and adequacy of the statements made, information given in the prospectus, documents, financial statements, exhibits, annexes, papers submitted to the Commission in support thereof, and confirm, after making all reasonable inquiries that all conditions concerning this public issue and prospectus have been met and that there are no other information or documents, the omission of which make any information or statements therein misleading for which the Commission may take any civil, criminal or administrative actions against any or all of us as it may deem fit.

We also confirm that full and fair disclosures have been made in this prospectus to enable the investors to make a well-informed decision for investment.

Sd/-
**Maj Gen Mohammed Saidul
Islam, ndc, psc**
Chairman
(Represented by SKS)

Sd/-
**Brig Gen Md Shafique
Shamim, psc (Retd), CII
(Cert)**
Managing Director & CEO

Sd/-
**Air Cdre M Moyeenuddin,
ndc, afwc, psc**
Director
(Represented by SKS)

Sd/-
**Brig Gen Mirza Md Enamul
Haque, ndc**
Director
(Represented by SKS)

Sd/-
**Brig Gen M A Mohy, psc,
PEng**
Director
(Represented by SKS)

Sd/-
**Brig Gen Md Mustafa Kamal,
SGP**
Director
(Represented by SKS)

Sd/-
**Brig Gen Md Jamal Hossain,
ndc, afwc, psc**
Director
(Represented by SKS)

Sd/-
**Brig Gen Md Shaheen Iqbal,
afwc, psc**
Director
(Represented by SKS)

Sd/-
M.M Mostafa Bilal
Independent Director

Sd/-
Ahamed Ihteyaz Thamid
Independent Director

Place: Dhaka
Date: April 25, 2021

Annexure-B

Due diligence certificate to be furnished by issue manager(s) in the prospectus

[Rule 4 (1) (d)]

To

The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 1,60,00,000 Ordinary Shares of Tk. 16,00,00,000 by Sena Kalyan Insurance Company Limited

Dear Sir,

We, the issue manager(s) to the above-mentioned forthcoming issue, state and confirm as follows:

- (1) We have examined all the documents submitted with the application for the above mentioned public issue, visited the premises of the issuer and interviewed the Chairperson, Directors and key management personnel of the issuer in connection with the finalization of the red-herring prospectus/ prospectus/information memorandum pertaining to the said issue;
- (2) On the basis of such examination and the discussions with the directors, officers and auditors of the issuer, other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer.

WE CONFIRM THAT:

- (a) The red-herring prospectus/ prospectus/information memorandum filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;
- (b) All the legal requirements relating to the issue as also in the rules, notification, guidelines, instructions, etc. framed/issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;
- (c) The disclosures made in red-herring prospectus/ prospectus/ information memorandum are true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and other applicable laws;
- (d) Besides ourselves, all the intermediaries named in the red-herring prospectus/ prospectus/ information memorandum are registered with the Commission and that till date such registrations are valid;
- (e) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments;

- (f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the ‘main objects’ listed in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;
- (g) Necessary arrangements have been made to ensure that the moneys to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the red-herring prospectus/prospectus/information memorandum;
- (h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well informed decision;
- (i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IPO for any further inspection by the Commission;
- (j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 containing details such as the rule number, its text, the status of compliance, page numbers of the red- herring prospectus/ prospectus/ information memorandum where the rules have been complied with and our comments, if any;
- (k) We also declare that we have managed the public issue of following issuers in the last 05 (five) years:

Sl. No.	Name of the Issue	Issue Date	Issue Price (Tk.)	Dividend Payment History (Year Wise)				
				2016	2017	2018	2019	2020
1	Bashundhara Paper Mills Ltd.	28-03-2018	80	-		20% Cash	15% Cash	10% Cash
2	Express Insurance Ltd.	10-03-2020	10	-	-	-	-	5% (Interim)
3	Walton Hi-Tech Industries	08-07-2020	252	-	-	-	-	200% Cash
NB. ‘B’ indicates Bonus share or Stock Dividend and ‘C’ indicates Cash Dividend								

Sd/-

Place : Dhaka
Date : 28 April, 2021

Mohammad Obaydur Rahman FCS, FCGA
Managing Director & CEO

Due diligence certificate by the underwriter

[See Rule 4 (1)(d)]

To
The Bangladesh Securities and Exchange Commission

Sub: Public offer of 16,000,000 Ordinary Shares of BDT. 1,60,000,000/- of SENA KALYAN INSURANCE COMPANY LIMITED

Dear Sir,

We, the under-noted Underwriter to the above-mentioned forthcoming issue, state individually and collectively as follows:

- (1) We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and
- (2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 25.00 Crore (Twenty five crore) and we have the capacity to underwrite a total amount of Tk. 125.00 Crore (One hundred twenty five crore) only as per relevant legal requirements. We have committed to underwrite for up to Tk. 14,000,000.00 (One crore forty lac) for the upcoming issue.

(b) At present, the following underwriting obligations are pending for us:

Sl.	Name of Company	Nature of Issue	Amount Underwritten (in Tk.)
1	Baraka Potenga Power Ltd.	IPO	11,885,215.00
	Total		11,885,215.00

(c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;

(d) We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the issuer; and

(e) This underwriting commitment is unequivocal and irrevocable.

For AAA Finance & Investment Ltd.

Sd/-

Mohammad Obaydur Rahman FCS, FCGA
Managing Director & CEO

Place : Dhaka

Date : April 01, 2021

Annexure-C

Due diligence certificate by the underwriter

[Rule 4 (1)(d)]

To
The Bangladesh Securities and Exchange Commission

Sub: Public Offer of 16,000,000 Ordinary Shares of Tk. 160,000,000.00 by Sena Kalyan Insurance Company Limited.

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

- (1) We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and
- (2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

- (a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 600,000,000 (Taka Sixty Crore Only) and we have the capacity to underwrite a total amount of Tk. 3,000,000,000 (Taka Three Hundred Crore Only) as per relevant legal requirements. We have committed to underwrite for up to **BDT 14,000,000 (Taka One Crore Forty Lac only)** for the upcoming issue.
- (b) At present, the following underwriting obligations are pending for us:

SI. No.	Name of The Company	Amount Underwritten (Taka)
1	Infinity Technology International Limited	35,000,000.00
2	Ratanpur Steel Re-Rolling Mills Limited. (Rights Share Offer)	11,390,880.00
3	Onetex Limited	20,000,000.00
4	MedRx Life Science Ltd.	10,000,000.00
5	Subra Systems Ltd.	50,000,000.00
Total		126,390,880.00

- (c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;
- (d) We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the issuer; and

(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-
Mohammad Saleh Ahmed
Chief Executive Officer
IIDFC Capital Limited

Place: Dhaka;
Date: April 01, 2021

**Due diligence certificate by the underwriter
[Rule 4 (1)(d)]**

To

The Bangladesh Securities and Exchange Commission

Sub: Public offer of 16,000,000 ordinary shares of BDT. 160,000,000/- of Sena Kalyan Insurance Company Limited

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

1. We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and
2. On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

- a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 550,00,00,000.00 (Taka five hundred and fifty crore) only and we have the capacity to underwrite a total amount of Tk. 2750,00,00,000.00 (Taka two thousand seven hundred and fifty crore) only as per relevant legal requirements.
- b) At present, the following underwriting obligations are pending for us:

SI No.	Name of the Company	Amount of Underwritten (in BDT)
01	Dragon Sweater and Spinning Ltd	2,00,00,000
02	Three Angle Mariner Limited	2,00,00,000
03	Mohammad Elias Brothers POY Manufacturing Plant Ltd.	35,00,000
04	Achia Sea Foods Limited	1,40,00,000
05	Onetex Limited	1,00,00,000
	Total	6,75,00,000

- c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;
- d) We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the issuer; and
- e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Air Cdre (Retd) Md Abu Bakar, FCA
Managing Director
Southeast Bank Capital Services Limited

Sd/-

Place: Dhaka

Date: April 4, 2021

Annexure-C

**Due diligence certificate by the underwriter
See rule 4 (1) (d)**

**To
The Bangladesh Securities and Exchange Commission**

Sub: Public offer of 16,000,000 Ordinary Shares of Tk. 160,000,000.00 of Sena Kalyan Insurance Company Limited.

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

- (1) We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and
- (2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

- (a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 329.65 (Three hundred twenty nine point six five) crore and we have the capacity to underwrite a total amount of Tk. 2,181.31 (Taka two thousand one hundred eighty one point three one) crore as per relevant legal requirements. We have committed to underwrite for up to Tk. 14,000,000.00 (Taka one crore forty lac only) for the upcoming issue.
- (b) At present, the following underwriting obligations are pending for us:

Sl. No.	Name of the Company	Amount Underwritten (in Tk.)
1	Ratanpur Steel Re-Rolling Mills Ltd.	37,500,000.00
2	JMI Hospital Requisite Manufacturing Limited	51,250,000.00
3	Sonali Life Insurance Company Limited	66,500,000.00
4	Omera Petroleum Limited	41,726,036.00
5	South Bangla Agriculture & Commerce Bank Ltd.	210,000,000.00
	Total=	406,976,036.00

- (c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;

- (d) We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the issuer; and
- (e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-

Shukla Das

Chief Executive Officer

ICB Capital Management Limited


Place: Dhaka

Date: 01 April 2021.

ABOUT THE ISSUER

SECTION CONTENTS	
(a)	Name of the issuer, dates of incorporation and commencement of its commercial operations, its logo, addresses of its registered office, other offices and plants, telephone number, FAX number, contact person, website address and e-mail address
(b)	The names of the sponsors and directors of the issuer
(c)	The name, logo and address of the auditors, along with their telephone numbers, FAX numbers, contact persons, website and e-mail addresses
(d)	The name(s) of the stock exchange(s) where the specified securities are proposed to be listed

Name of the issuer, dates of incorporation and commencement of its commercial operations, its logo, addresses of its registered office, other offices and plants, telephone number, fax number, contact person, website address and e-mail address;	(B)(3)(a)
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Name of the issuer	Sena Kalyan Insurance Company Limited
Date of Incorporation	3 rd September, 2013
Date of getting license for Commencement of Business	3 rd September, 2013
Date of getting permission of Insurance Business & starts operation	10 th September, 2013
Logo	
Registered Office Address	SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh
Other Offices Address (Branches)	<p>1. Motijheel Branch Sena Kalyan Bhaban, 195, Motijheel C/ A 20th Floor, Room No-2004, Dhaka-1000</p> <p>2. Cantonment Branch House # 413, Road # 30, DOHS, Mohakhali, Dhaka-1206</p> <p>3. Mirpur Branch Plot no: 1244, 2nd Floor (Eastern Side), Road: 9, Old 60 Feet Road, Mirpur DOHS, Dhaka Cantonment</p> <p>4. Karwan Bazar Branch 93, Kazi Nazrul Islam Avenue (4th Floor) Dhaka-1215</p> <p>5. Chattogram Branch Sena Kalyan Trade Center, Level-4 29, Agrabad Commercial Area, Chattogram</p> <p>6. Khulna Branch Tayamum Center 181/1, Jashore Road, Khulna-9100</p>
Telephone Number	88 02 55058455-7
Fax Number	88 02 55058458
Contact Person	Lasmin Akter Company Secretary
Website Address	www.senakalyanicl.com
E-mail Address	info@senakalyanicl.com

The names of the sponsors and directors of the issuer;	(B)(3)(b)
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SPONSORS		
Sl. No.	Name	Address
1	Sena Kalyan Sangstha (SKS)	SKS Tower (10th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh
2	Col Abu Nayeem Md Jobair Kamal Chowdhury	Sena kalyan Sangstha, 195 Motijheel C/A, Dhaka-1000
3	Col Md Zakir Hossain, psc	Sena kalyan Sangstha, 195 Motijheel C/A, Dhaka-1000
4	Wing Cdr Mostaque Helalur Rahman	Sena kalyan Sangstha, 195 Motijheel C/A, Dhaka-1000
5	Lt Col Sufian Murad Rabban (Retd)	Road-45, Mirpur DOHS, Dhaka-1216
6	Lt Col Saeed Ahmed (Retd)	26/C, Road-4, Dhaka Cantonment
7	Lt Col Mustafizur Rahman (Retd)	Sena kalyan Sangstha, 195 Motijheel C/A, Dhaka-1000

Note: Other than Sena Kalyan Sangstha (SKS), none of the sponsors hold any shares as of today.

DIRECTORS			
Sl. No.	Name		Address
1	Sena Kalyan Sangstha (SKS)	Chairman (Represented by Maj Gen Mohammed Saidul Islam, ndc, psc)	SKS Tower (10th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh
2	Air Cdre M Moyeenuddin, ndc, afwc, psc	Nominated director by SKS	504, Neel Abanee, BAF Officers Quarter, Old Airport Road, Tejgaon, Dhaka.
3	Brig Gen Mirza Md Enamul Haque, ndc	Nominated director by SKS	Vill : Baliadungi, P.O: Dublia, P.S: Pabna Sadar, Dist: Pabna
4	Brig Gen M A Mohy, psc, PEng	Nominated director by SKS	Vill- Kancher Kole, P.O- Kancher Kole, P.S -Shoilokupa, Dist - Jinaidha
6	Brig Gen Md Mustafa Kamal, SGP	Nominated director by SKS	Vill: Khararia West Para, Post: Khararia Bazar, Kalia, Narail
7	Brig Gen Md Jamal Hossain, ndc, afwc, psc	Nominated director by SKS	Sonaimuri, Sonaimuri Bazar, Barura, Comilla

DIRECTORS (INDEPENDENT)

Sl. No.	Name	Address
1	M.M Mostafa Bilal	Flat # NE-2, House # 1, Abbas Garden, Dhaka Cantonment, Tejgaon, Dhaka, Bangladesh.
2	Ahamed Ihteyaz Thamid	House-18, Road-3, Sector-6, Uttara Dhaka-1230, Bangladesh.

MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

Sl. No.	Name	Address
1	Brig Gen Md Shafique Shamim, psc (Retd)	SKS Tower (10th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh

The name, logo and address of the auditors and registrar to the issue, along with their telephone numbers, fax numbers, contact persons, website and e-mail addresses;

B)(3)(c)

AUDITOR

Name	Mahfel Huq & Co. Chartered Accountants
Logo	 <p>Mahfel Huq & Co. Chartered Accountants The first registered accounting firm in independent Bangladesh</p>
Address	BGIC Tower (4th Floor), 34 Topkhana Road, Dhaka-1000
Telephone	88 02 9553143, 88 02 9581786
Fax	88 02 9571005
Contact Person	Howlader Mahfel Huq FCA Managing Partner
Website	www.mahfelhuq.com
E-Mail	info@mahfelhuq.com

REGISTRAR TO THE ISSUE

Not Required for this issue as per Rule 3(3) of Bangladesh Securities & Exchange Commission (Public Issue) Rules, 2015


The name(s) of the stock exchanges where the specified securities are proposed to be listed.	B)(3)(d)
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STOCK EXCHANGES	
<p data-bbox="327 544 711 573">DHAKA STOCK EXCHANGE</p> 	<p data-bbox="833 528 1171 560">Dhaka Stock Exchange Ltd.</p> <p data-bbox="833 562 1219 593">DSE Tower, Road: 21, House: 46</p> <p data-bbox="833 595 1086 627">Nikunja, Dhaka-1229</p> <p data-bbox="833 660 1190 692">Tel: 88 02 9564601, 9576210-18</p> <p data-bbox="833 694 1227 725">Fax: 88 02 9564727, 88 02 9569755</p> <p data-bbox="833 728 1155 759">Email: research@dsebd.org</p> <p data-bbox="833 761 1094 792">Web: www.dsebd.org</p>
<p data-bbox="285 826 754 857">CHITTAGONG STOCK EXCHANGE</p> 	<p data-bbox="833 795 1276 826">Chittagong Stock Exchange Limited</p> <p data-bbox="833 828 1410 860">CSE Building, 1080, Sk. Mujib Road Agrabad,</p> <p data-bbox="833 862 1121 893">Chittagong, Bangladesh</p> <p data-bbox="833 927 1267 958">Tel: 88 031 714632-3, 88 031 720871-3</p> <p data-bbox="833 960 1051 992">Fax: 88 031 714101</p> <p data-bbox="833 994 1115 1025">Email: info@cse.com.bd</p> <p data-bbox="833 1028 1107 1059">Web: www.cse.com.bd</p>

SECTION (V)

(B)(4)

CORPORATE DIRECTORY OF THE ISSUER

Name of the issuer	Sena Kalyan Insurance Company Limited
Legal Status	Public Limited Company
Nature of Business	Non-life Insurance
Date of Incorporation	3 rd September, 2013
Date of getting license for Commencement of Business	3 rd September, 2013
Date of getting permission of Insurance Business & starts operation	10 th September, 2013
Logo	
Registration No	C-111100/13
Registered Office Address	SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh
Other Offices Address (Branches)	<p>1. Motijheel Branch Sena Kalyan Bhaban, 195, Motijheel C/ A 20th Floor, Room No-2004, Dhaka-1000</p> <p>2. Cantonment Branch House # 413, Road # 30, DOHS, Mohakhali, Dhaka-1206</p> <p>3. Mirpur Branch Plot no: 1244, 2nd Floor (Eastern Side), Road: 9, Old 60 Feet Road, Mirpur DOHS, Dhaka Cantonment</p> <p>4. Karwan Bazar Branch 93, Kazi Nazrul Islam Avenue (4th Floor) Dhaka-1215</p> <p>5. Chattogram Branch Sena Kalyan Trade Center, Level-4 29, Agrabad Commercial Area, Chattogram</p> <p>6. Khulna Branch Tayamum Center 181/1, Jashore Road, Khulna-9100</p>
Company Secretary	Lasmin Akter

Compliance Officer	Lasmin Akter
Auditors	Mahfel Huq & Co. Chartered Accountants
Manager to the Issue	AAA Finance & Investment Limited
Lead Banker for IPO	Trust Bank Limited Millennium Corporate Brach
Products	(i) Fire & its allied perils Business (ii) Marine Business (iii) Engineering Business (iv) Motor Business (v) Aviation Business (vi) Miscellaneous Insurance Business
Net Asset Value Per Share	21.09
Earnings Per Share (EPS)	3.93
Size of the Board of Directors	10 (Ten)
Telephone Number	88 02 55058455-7
Fax Number	88 02 55058458
Website Address	www.senakalyanicl.com
E-mail Address	info@senakalyanicl.com

SECTION (VI)
(B)(5)

DESCRIPTION OF THE ISSUER

(a)	Summary;
(b)	General Information;
(c)	Capital Structure;
(d)	Description of Business;
(e)	Description of Property;
(f)	Plan of Operation and Discussion of Financial Condition;

Summary;

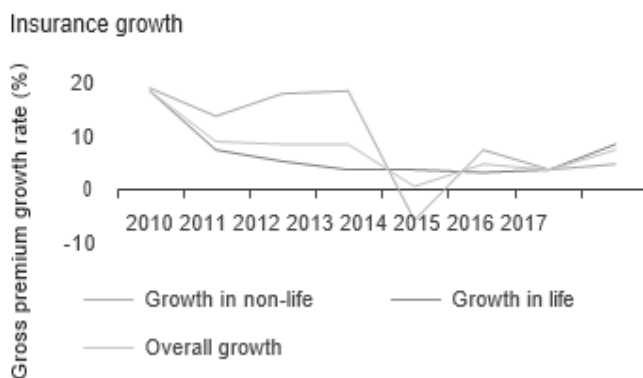
(B)(5)(a)

(i) The summary of the industry and business environment of the issuer. The summary shall not be one-sided or biased to highlight the issuer or the issue;

The role of insurance in managing risks in an economy cannot be overstated. At a micro level, insurance safeguards households and companies from a myriad of risks. From a macro perspective, it reduces the financial burden on a government and creates a stable environment in which businesses can thrive and succeed. While Bangladesh has taken gigantic strides on the path to economic prosperity, its insurance sector is a vital area that requires considerable attention and can benefit significantly from regulatory reforms.

Currently, Bangladesh's insurance sector comprises 46 general insurance companies and 32 life insurance companies. In addition, there are two state-owned insurance corporations—one in the general segment and the other in the life segment.

Figure 1: Growth of Bangladesh's insurance sector



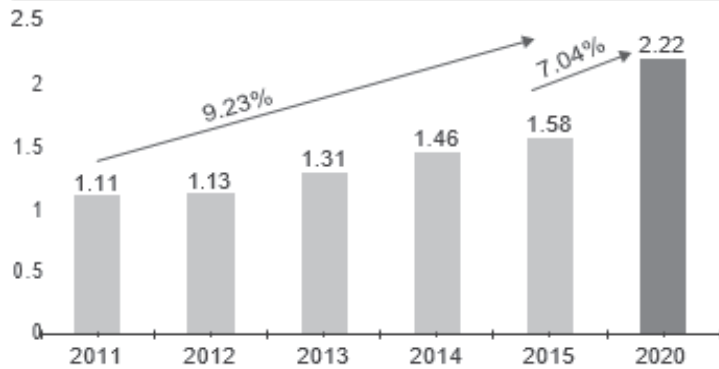
Source: Bangladesh Insurance Association 2017 Annual Report

According to a sigma report of the Swiss Re Institute, as of 2017, the gross premium volume of life insurance in Bangladesh stands at USD 974 million and that of non-life stands at USD 371 million. Figure 1 depicts the year-on-year growth. Life insurance constitutes 73.5% of Bangladesh's insurance market and non-life insurance, 26.5%.

Micro-insurance and Islamic insurance (takaful) are also a part of Bangladesh's insurance sector. In 2017, 2.20 million new life and 2.36 million and new non-life insurance policies were issued. Further, the number of active life insurance policies was 10.78 million in 2017. The assets of all insurance companies in Bangladesh stood at USD 5,810.61 million by the end of 2017, with an average growth rate of 13.83% from 2009. Investments in both life and non-life insurance companies have grown at an average rate of 14.95% during 2009–2017, with returns increasing from 8% to 11.5% during the same period. The life insurance sector has a competitive landscape, with market share being closely distributed among multiple players.

In the next decade, Bangladesh will continue to witness the rise of the middle and wealthy class in major cities. This could easily translate into a higher demand for insurance products as individuals and companies become increasingly risk aware. As shown in Figure 2, insurance penetration in Bangladesh is expected to grow at 7.04% and be worth approximately USD 2.2 billion (in terms of insurance premiums) by the year 2020.

Figure 2: Bangladesh’s insurance sector is projected to grow by 7.04% by 2020 (in terms of premiums)



Despite various challenges, Bangladesh’s insurance sector has tremendous potential for growth, especially given the country’s favorable macroeconomic picture. Regulatory reforms and the introduction of bancassurance, health, expatriate, agriculture, education, coastal, and public pension insurance products along with deep distribution channels can catalyze growth in the insurance sector.

Regulations that focus on reducing the risk of insolvency can help build trust in the market at a global level, which in turn will increase the flow of funds into the economy. With adequate capital requirements in place, insurance companies will serve as a safeguard for investments in infrastructure bonds, thereby boosting infrastructure development.

Strong regulations can also help strengthen the reinsurance market, which will ease the financial burden on the government arising from catastrophic events, thus directly contributing towards development opportunities for the country. Further, well-defined regulations can drive competition, enabling companies to provide the best solutions and offer more options to customers. Regulatory frameworks, ideally framed with reference to international standards and principles, will go a long way towards creating a resilient insurance sector.

A resilient insurance sector can, in turn, have far-reaching economic, commercial, and social benefits for Bangladesh. Thriving against odds, it could also, in the long run, encourage entrepreneurship and innovation while facilitating risk transfer.

Source: PwC | Potential for growth: Transforming Bangladesh’s insurance sector

(ii) Summary of consolidated financial, operating and other information.

SKICL has neither any subsidiary nor it is operated under any holding company. Therefore, this information is not applicable here.

General Information;**(B)(5)(b)**

(i) Name and address, telephone and fax numbers of the registered office, corporate head office, other offices, factory, business premises and outlets of the issuer;

Name of the issuer	Sena Kalyan Insurance Company Limited
Registered Office Address	SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh
Telephone Number	88 02 55058455-7
Fax Number	88 02 55058458
Other Offices Address (Branches)	<p>1. Motijheel Branch Sena Kalyan Bhaban, 195, Motijheel C/A 20th Floor, Room No-2004, Dhaka-1000</p> <p>2. Cantonment Branch House # 413, Road # 30, DOHS, Mohakhali, Dhaka-1206</p> <p>3. Mirpur Branch Plot no: 1244, 2nd Floor (Eastern Side), Road: 9, Old 60 Feet Road, Mirpur DOHS, Dhaka Cantonment</p> <p>4. Karwan Bazar Branch 93, Kazi Nazrul Islam Avenue (4th Floor) Dhaka-1215</p> <p>5. Chattogram Branch Sena Kalyan Trade Center, Level-4 29, Agrabad Commercial Area, Chattogram</p> <p>6. Khulna Branch Tayamum Center 181/1, Jashore Road, Khulna-9100</p>

(ii) The board of directors of the issuer;

	Name of the Directors	
1.	Maj Gen Mohammed Saidul Islam, ndc, psc	Chairman (Nominated by SKS)
2.	Brig Gen Md Shafique Shamim, psc (Retd)	Managing Director & CEO
3.	Air Cdre M Moyeenuddin, ndc, afwc, psc	Director (Nominated by SKS)
4.	Brig Gen Mirza Md Enamul Haque, ndc	Director (Nominated by SKS)
5.	Brig Gen M A Mohy, psc, PEng	Director (Nominated by SKS)
6.	Brig Gen Md Mustafa Kamal, SGP	Director (Nominated by SKS)
7.	Brig Gen Md Jamal Hossain, ndc, afwc, psc	Director (Nominated by SKS)
8.	Brig Gen Md Shaheen Iqbal, afwc, psc	Director (Nominated by SKS)
9.	M.M Mostafa Bilal	Independent Director
10.	Ahamed Ihteyaz Thamid	Independent Director

Sena Kalyan Insurance Company Ltd.

- iii) Names, addresses, telephone numbers, fax numbers and e-mail addresses of the chairman, managing director, whole time directors, etc. of the issuer;

Chairman	Name	:	Maj Gen Mohammed Saidul Islam, ndc, psc (Nominated by SKS)
	Addresses	:	SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh
	Telephone	:	88 02 55058455-7
	Fax	:	88 02 55058458
	E-Mail	:	info@senakalyanicl.com

Managing Director & CEO	Name	:	Brig Gen Shafique Shamim, psc (Retd), CII (Cert)
	Addresses	:	SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh
	Telephone	:	88 02 55058455-7
	Fax	:	88 02 55058458
	E-Mail	:	shamim@senakalyanicl.com

Note: SKICL does not have any whole-time directors.

- (iv) Names, addresses, telephone numbers, fax numbers and e-mail addresses of the CFO, company secretary, legal advisor, auditors and compliance officer;

CFO	Name	:	Maloy Kumar Saha
	Addresses	:	SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh
	Telephone	:	88 02 55058455-7
	Fax	:	88 02 55058458
	E-Mail	:	maloy@senakalyanicl.com


Company Secretary	Name	:	Lasmin Akter
	Addresses	:	SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh
	Telephone	:	88 02 55058455-7
	Fax	:	88 02 55058458
	E-Mail	:	info@senakalyanicl.com

Legal Advisor	Name	:	Mahfel Huq & Co.
	Addresses	:	Chartered Accountants, BGIC Tower (4 th Floor), 34 Topkhana Road, Dhaka-1000
	Telephone	:	+88 02 9553143, 9581786
	Fax	:	+88 02 9571005
	E-Mail	:	info@mahfelhuq.com

Auditor	Name	:	Mahfel Huq & Co.
	Addresses	:	Chartered Accountants, BGIC Tower (4 th Floor), 34 Topkhana Road, Dhaka-1000
	Telephone	:	+88 02 9553143, 9581786
	Fax	:	+88 02 9571005
	E-Mail	:	info@mahfelhuq.com

Compliance Officer	Name	:	Lasmin Akter
	Addresses	:	SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh
	Telephone	:	88 02 55058455-7
	Fax	:	88 02 55058458
	E-Mail	:	info@senakalyanicl.com

(v) Names, addresses, telephone numbers, fax numbers, contact person, website addresses and e-mail addresses of the issue manager(s), registrar to the issue etc.;

Issue Manager	Name	:	 AAA FINANCE & INVESTMENT LTD. <small>PARTNERSHIP OF TRUST</small>
	Addresses	:	Suite 403- 405, Amin Court (4 th floor), 62-63, Motijheel C/A, Dhaka-1000, Bangladesh.
	Telephone	:	Tel: 88 02 223389602, 88 02 223387679, 88 02 223387726
	Fax	:	Fax: 88 02 223385301
	Contact Person	:	Mohammad Obaydur Rahman FCS, FCGA Managing Director & CEO
	Website	:	www.aaafinancebd.com
	E-Mail	:	info@aaafinancebd.com

Registrar to the issue is not applicable for this issuer as per Rule 3(3) of Bangladesh Securities & Exchange Commission (Public Issue) Rules, 2015.

(vi) The following details of credit rating, where applicable:

a) The names of all the credit rating agencies from which credit rating has been obtained;

Not required for this company as per Rule 3(3) of Bangladesh Securities & Exchange Commission (Public Issue) Rules, 2015.

b) The details of all the credit ratings obtained for the issue and the issuer;

Not required for this company as per Rule 3(3) of Bangladesh Securities & Exchange Commission (Public Issue) Rules, 2015..

c) The rationale or description of the ratings (s) so obtained, as furnished by the credit rating agency(s);

Not required for this company as per Rule 3(3) of Bangladesh Securities & Exchange Commission (Public Issue) Rules, 2015.

d) Observations and risk factors as stated in the credit rating report.

Not required for this company as per Rule 3(3) of Bangladesh Securities & Exchange Commission (Public Issue) Rules, 2015.

(vii) Following details of underwriting:

a) The names, addresses, telephone numbers, fax numbers, contact persons and e-mail addresses of the underwriters and the amount underwritten by them;

Underwriter/s	Amount Underwritten (BDT)	
<p>AAA Finance & Investment Ltd. Amin Court, 4th Floor (Suite 403-405) 31, Bir Uttam Shahid Ashfaqeus Samad Road, Motijheel C/A, Dhaka-1000</p>	<p>Contact Person: Mohammad Obaydur Rahman FCS, FCGA Managing Director & CEO Tel: 88 02 223389602, 88 02 223387679, 88 02 223387726 Fax: 88 02 223385301 Email: info@aaafinancebd.com Web: www.aaafinancebd.com</p>	14,000,000
<p>IIDFC Capital Limited PFI Tower, 3rd Floor 56-57 Dilkusha C/A, Dhaka-1000 Southeast Bank Capital Services Limited Rupayan Trade Center (10th Floor) 114 Kazi Nazrul Islam Avenue Banglamotor, Dhaka-1000</p>	<p>Contact Person: Mohammad Saleh Ahmed Chief Executive Officer Tel: 88 02 9514637-9, Fax: 88 02 9514641 E-mail: icl@iidfc.com Website: www.iidfc.com</p>	14,000,000
<p>ICB Capital Management Limited Green City Edge (5th & 6th Floor) 89 Kakrail, Dhaka-1000</p>	<p>Contact Person: Shukla Das Chief Executive Officer Tel: 88 02 8300555 88 02 8300367 Fax: 88 02 8300396 E-mail: ceo@icml.com.bd Website: www.icml.com.bd</p>	14,000,000
<p>Southeast Bank Capital Services Limited PFI Tower, 3rd Floor 56-57 Dilkusha C/A, Dhaka-1000</p>	<p>Contact Person: Air Cdre (Retd) Md Abu Bakar, FCA Managing Director Tel: 88 02 41031845-6, 88 02 41032192, 41302196-7 Fax: 88 02 9558330 E-mail: bakar830@gmail.com</p>	14,000,000

- b) Declaration by the underwriters that they have sufficient resources as per the regulatory requirements to discharge their respective obligations;**

DECLARATION BY AAA FINANCE & INVESTMENT LTD.

We are one of the underwriters of the Initial Public Offering (IPO) of Sena Kalyan Insurance Company Limited, we will underwrite BDT. 14,000,000 of total public offer BDT 160,000,000 for the upcoming issue on a firm commitment basis.

In this connection, we hereby declare that: we have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For the AAA Finance & Investment Limited

Sd/-

Mohammad Obaydur Rahman FCS, FCGA
Managing Director & CEO
AAA Finance & Investment Ltd.

Place: Dhaka

Date: April 21, 2021

DECLARATION BY SOUTHEAST BANK CAPITAL SERVICES LIMITED

We are one of the underwriters of the Initial Public Offering (IPO) of Sena Kalyan Insurance Company Limited, we will underwrite BDT. 14,000,000 of total public offer BDT 160,000,000 for the upcoming issue on a firm commitment basis.

In this connection, we hereby declare that: we have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For the Underwriter

Sd/-

Air Cdre (Retd) Md. Abu Bakar FCA
Managing Director
southeast Bank Capital Services Limited

Place: Dhaka

Date: April 04, 2021

Sena Kalyan Insurance Company Ltd.

DECLARATION BY ICB CAPITAL MANAGEMENT LIMITED

We are one of the underwriters of the Initial Public Offering (IPO) of Sena Kalyan Insurance Company Limited, we will underwrite BDT 14,000,000 (One crore forty lac only) of total public offer BDT 160,000,000 (Sixteen crore) for the upcoming issue on a firm commitment basis.

In this connection, we hereby declare that: we have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For the Underwriter

Sd/-

Shukla Das

Chief Executive Officer

ICB Capital Management Limited

Place: Dhaka

Date: April 01, 2021

DECLARATION BY IIDFC CAPITAL LIMITED

We are one of the underwriters of the Initial Public Offering (IPO) of Sena Kalyan Insurance Company Limited, we will underwrite BDT 14,000,000 for the upcoming issue on a firm commitment basis.

In this connection, we hereby declare that: we have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For the Underwriter

Sd/-

Mohammad Saleh Ahmed

Chief Executive Officer

IIDFC Capital Limited

Place: Dhaka

Date: April 01, 2021

c) Major terms and conditions of the underwriting agreements.

As per guideline of the Bangladesh Securities and Exchange Commission, 35% of the IPO (i.e.- for Tk. 56,000,000.00) shall have to be underwritten by the underwriters, subject to the terms stated as follows:

The IPO shall stand cancelled and the application money shall be refunded immediately (but not later than 5 (Five) weeks from the date of subscription closer), if any of the following events occur :

- a) Upon closing of the subscription list it is found that the total number of valid applications (in case of under subscription including the number of the underwriter) is less than the minimum requirement as specified in the listing regulations of the Stock Exchange(s) concerned; or
- b) At least 65% of the IPO is not subscribed.

**ARTICLE -I
UNDERWRITING**

- 1.01 The Company shall make the Public Offering of 16,000,000 Ordinary Shares of Tk.10.00 each share as provided in this Agreement.
- 1.02 The Underwriter shall underwrite 5,6000,000 Ordinary Shares of Tk.10.00 each share amounting to Tk. 56,000,000.00 out of the Public Offering on a firm commitment basis. This commitment is irrevocable and unequivocal.

**ARTICLE-II
THE PUBLIC OFFERING**

- 2.01. The Company shall issue 16,000,000 Ordinary Shares of Tk.10.00 each share in accordance with the consent of the Bangladesh Securities and Exchange Commission and the provisions of this Agreement. The said total issue of 16,000,000 Ordinary Shares at Tk.10.00 each share shall be offered to the public for subscription through a prospectus duly approved by the Bangladesh Securities and Exchange Commission (BSEC).
- 2.02.1. Prior to publication of the prospectus the Company shall have to obtain a consent from the Bangladesh Securities and Exchange Commission permitting the issue as described in Article 2.01 and providing for payment of underwriting commission not exceeding 0.40% (zero point four zero percent) on the amount underwritten and no additional commission will be paid on the amount of shares required to be subscribed by the Underwriter.
- 2.02.2 The Company shall comply with any other formalities required under the laws of the land for raising fund through Public Offering.

- 2.02.3 If and to the extent that the shares offered to the public by a prospectus authorized hereunder shall not have been subscribed and paid for in cash in full by the closing date, the Company shall within 10 (ten) days of the closure of subscription call upon the Underwriter in writing with a copy of the said writing to the Bangladesh Securities and Exchange Commission, to subscribe or procure subscriber to subscribe the shares not so subscribed within the closing date and to pay for in cash in full, inclusive of any premium if applicable, for such unsubscribed shares within 15 (fifteen) days after being called upon to do so. The amount so received shall be credited in the share subscription account of the Company within the said period. If payment is made by Pay order/Cheque by the underwriter it will be deemed that the underwriter has not fulfilled its obligation towards its underwriting commitment under this Agreement, until such time as the Pay order/Cheque has been encashed and the Company's share subscription account credited. In any case within 7 (Seven) days after the expiry of the aforesaid 15 (fifteen) days, the Company shall send proof of subscription and payment by the underwriters, to the Commission.
- 2.02.4. In the case of failure by the Underwriter to pay for the shares under the terms mentioned above, the said underwriter will not be eligible to underwrite any issue, until such time as it fulfills its underwriting commitment under this Agreement and also other penalties as may be determined by the BSEC.
- 2.02.5. In the case of failure by the Underwriter to pay for the shares within the stipulated time, the Company /Issuer will be under no obligation to pay any underwriting commission under this Agreement.
- 2.02.6. In case of failure by the Company to call upon the underwriter for the aforementioned purpose within the stipulated time, the Company and its directors shall individually and collectively be held responsible for the consequences and/or penalties as determined by the Bangladesh Securities and Exchange Commission under the law.
- 2.02.7. That the signatories to this Agreement have duly been authorized by the Board of Directors of both the Company and the Underwriter to execute and give effect to this Agreement from the date written herein above.
- 2.02.8. The liability of the underwriter under this clause shall be in proportion to but not exceeding the shares agreed to be underwritten by it; PROVIDED that the aforementioned request of the Company shall be supported by official certificates and other documents of subscription obtained from the Bankers to the Issue and a declaration of the Company as to the final result of the Public subscription.
- 2.03. The Company shall pay to the Underwriter an underwriting commission at the rate of 0.40% (zero point four zero percent), as mentioned in Article 2.02.1 of the agreement, of the value at issue amount of the shares hereby agreed to be underwritten by it.

**ARTICLE-III
DISCLOSURE**

- 3.01. In the event the Underwriter subscribes the unsubscribed shares after the closing date in accordance with section 2.02.3, the Company shall furnish to the Underwriter :
- I. As soon as practicable, and in any event within 120 days after the close of each fiscal year of the Company two copies of the Balance Sheet of the company as of the end of such fiscal year and/or its Financial statements and Accounts for such fiscal year together with the Audit report thereon, each of the foregoing to be in reasonable detail and certified by a firm or an independent public accountant;
 - II. Copies of all such financial statements and returns as it shall be sending to its other shareholders; and
 - III. Such other data as the Underwriter may reasonably request.
- 3.02. The Company shall:
- I. Not change its financial plan or take steps to increase or decrease its paid up capital to the disadvantage of the Company;
 - II. Notify the Underwriter in respect of any material change in its management, service or financial structure and furnish information relating to its management and performance as may be requested by the Underwriter;
 - III. Promptly advise the Underwriter of all amendments and changes required to be made in the prospectus by the Bangladesh Securities and Exchange Commission and/or the Stock Exchanges and furnish amended copies of prospectus to the Underwriter and continue to inform of all materials facts relating to Public offering;
 - IV. Cause the assets of the Company to be insured against all risks.

Capital Structure; (B)(5)(c)

(i) Authorized, issued, subscribed and paid-up capital (number and class of securities, allotment dates, nominal price, issue price and form of consideration);

Particulars	Class of Securities	Number of Securities	Nominal Price	Amount in Taka
Authorized Capital	Ordinary	100,000,000	10	1,000,000,000
Issued, Subscribed and Paid-up Capital	Ordinary	24,000,000	10	240,000,000
Total Paid-Up Capital Before IPO	Ordinary	24,000,000	10	240,000,000
Proposed Initial Public Offering (IPO) through fixed price method	Ordinary	16,000,000	10	160,000,000
Total Paid-Up Capital After IPO	Ordinary	40,000,000	10	400,000,000

ALLOTMENT HISTORY OF SECURITIES

Particulars of Allotment	Allotment Date	Mode of Allotment (No. of Shares)			Issue Price (Tk.)	Amount of Share Capital (Tk.)
		Cash	Other Than Cash	Bonus Issue		
1 st Allotment Memorandum	03/09/2013	24,000,000	-	-	10	240,000,000
Total		24,000,000	-	-	-	240,000,000

Note: The Company has not issued any shares in any form since its 1st allotment.

(ii) Size of the present issue, with break-up (number of securities, description, nominal value and issue amount);

Particulars	Percentage	Number of securities	Description	Nominal Value	Issue Amount	
Eligible Investor (EI)	EI excluding Mutual Funds & CISs	30%	4,800,000	Ordinary Share	10.00	48,000,000
	Mutual Funds & CISs	10%	1,600,000	Ordinary Share	10.00	16,000,000
General Public (GP)	GP excluding NRB	50%	8,000,000	Ordinary Share	10.00	80,000,000
	NRB	10%	1,600,000	Ordinary Share	10.00	16,000,000
Total	100%	16,000,000			160,000,000	

(iii) Paid up capital before and after the present issue, after conversion of convertible instruments (if any) and share premium account (before and after the issue);

Particulars	Before the Present issue	After the Present Issue
Paid Up Capital	240,000,000	400,000,000
Convertible Instrument	N/A	N/A
Share Premium	N/A	N/A

(iv) Category wise shareholding structure with percentage before and after the present issue and after conversion of convertible instruments (if any);

SL No.	Category of Shareholders	Before Present Issue		After Present Issue	
		Ordinary Shares	Percentage	Ordinary shares	Percentage
1	Directors & Sponsors	24,000,000	100%	24,000,000	60%
2	Shareholders other than Directors & Sponsors	-	-	-	-
3	EI excluding Mutual Funds and CISs	-	-	4,800,000	12%
4	Mutual Funds and CISs	-	-	1,600,000	4%
5	GP excluding NRB	-	-	8,000,000	20%
6	NRB	-	-	1,600,000	4%

(v) Where shares have been issued for consideration in other than cash at any point of time, details in a separate table, indicating the date of issue, persons to whom those are issued, relationship with the issuer, issue price, consideration and valuation thereof, reasons for the issue and whether any benefits have been accrued to the issuer out of the issue;

No shares issued for consideration in other than cash.

(vi) Where shares have been allotted in terms of any merger, amalgamation or acquisition scheme, details of such scheme and shares allotted;

No shares have been allotted in terms of any merger, amalgamation or acquisition scheme, details of such scheme and shares allotted.

(vii) Where the issuer has issued equity shares under one or more employee stock option schemes, date-wise details of equity shares issued under the schemes, including the price at which such equity shares were issued;

Sena Kalyan Insurance Company Limited has not issued equity shares under one or more employee stock option schemes.

(viii) If the issuer has made any issue of specified securities at a price lower than the issue price during the preceding two years, specific details of the names of the persons to whom such specified securities have been issued, relation with the issuer, reasons for such issue and the price thereof;

The issuer has not made any issue of specified securities at a price lower than the issue price during the preceding two years.

(ix) The decision or intention, negotiation and consideration of the issuer to alter the capital structure by way of issue of specified securities in any manner within a period of one year from the date of listing of the present issue;

There is no such decision or intention, negotiation and consideration of the issuer to alter the capital structure by way of issue of specified securities in any manner within a period of one year from the date of listing of the present issue.

(x) The total shareholding of the sponsors and directors in a tabular form, clearly stating the names, nature of issue, date of allotment, number of shares, face value, issue price, consideration, date when the shares were made fully paid up, percentage of the total pre and post issue capital, the lock in period and the number and percentage of pledged shares, if any, held by each of them;

Name of Sponsors/Directors	Nature of Issue	Date of Allotment/ Acquisition/ Transfer	Number of Shares	Face Value (BDT)	Issue Price (BDT)	Consideration	Date when the shares were fully paid-up	Percentage		Lock-in Period from the trading date	No. of pledged share
								Pre IPO	Post-IPO		
Sena Kalyan Sangstha (SKS) <i>Sponsor/Director</i>	Ordinary Shares	Acquired on 03.09.2013 (MOA)	23,999,994	10	10	Cash	03.09.2013	99.99%	59.99%	3 years	Nil
			01	10	10	Cash	03.09.2013	Nil	Nil	Nil	Nil
			(01)				10.07.2019				
Total:			Nil								
Col Md Zakir Hossain, psc <i>Sponsor</i>	Ordinary Shares	Acquired on 03.09.2013 (MOA)	01	10	10	Cash	03.09.2013	Nil	Nil	Nil	Nil
			(01)				10.07.2019				
			Nil								
Total:			Nil								
Wing Cdr Mostaque Helatur Rahman <i>Sponsor</i>	Ordinary Shares	Acquired on 03.09.2013 (MOA)	01	10	10	Cash	03.09.2013	Nil	Nil	Nil	Nil
			(01)				23.08.2020				
			Nil								
Total:			Nil								

Lt Col Sufian Murad Rabban (Retd) <i>Sponsor</i>	Ordinary Shares	Acquired on 03.09.2013 (MOA)	01	10	10	Cash	03.09.2013	Nil	Nil	Nil	Nil	Nil
	Total:		(01)				13.06.2019					
Lt Col Saeed Ahmed (Retd) <i>Sponsor</i>	Ordinary Shares	Acquired on 03.09.2013 (MOA)	01	10	10	Cash	03.09.2013	Nil	Nil	Nil	Nil	Nil
	Total:		(01)				10.01.2016					
Lt Col Mustafizur Rahman (Retd) <i>Sponsor</i>	Ordinary Shares	Acquired on 03.09.2013 (MOA)	01	10	10	Cash	03.09.2013	Nil	Nil	Nil	Nil	Nil
	Total:		(01)				13.06.2019					
Air Cdre M Moyeenuddin, ndc, afwc, psc <i>Director (Nominated by SKS)</i>	Ordinary Shares	Acquired on 10.07.2019	1	10	10	Cash	10.07.2019	0.000004%	0.000003%	3 years	Nil	Nil
	Total:											
Brig Gen Mirza Md Enamul Haque, ndc <i>Director (Nominated by SKS)</i>	Ordinary Shares	Acquired on 15.07.2020	1	10	10	Cash	15.07.2020	0.000004%	0.000003%	3 years	Nil	Nil
	Total:											
Brig Gen M A Mohy, psc, Peng <i>Director (Nominated by SKS)</i>	Ordinary Shares	Acquired on 15.07.2020	1	10	10	Cash	15.07.2020	0.000004%	0.000003%	3 years	Nil	Nil
	Total:											
Brig Gen Md Mustafa Kamal, SGP <i>Director (Nominated by SKS)</i>	Ordinary Shares	Acquired on 15.07.2020	1	10	10	Cash	15.07.2020	0.000004%	0.000003%	3 years	Nil	Nil
	Total:											
Brig Gen Md Jamal Hossain, ndc, afwc, psc <i>Director (Nominated by SKS)</i>	Ordinary Shares	Acquired on 15.07.2020	1	10	10	Cash	15.07.2020	0.000004%	0.000003%	3 years	Nil	Nil
	Total:											

Brig Gen Md Shaheen Iqbal, afwc, psc <i>Director (Nominated by SKS)</i>	Ordinary Shares	Acquired on 15.07.2020	1	10	10	Cash	15.07.2020	0.000004%	0.000003%	3 years	Nil
Maj Gen Mohammed Saiful Islam, ndc, psc <i>Chairman (Nominated by SKS)</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Brig Gen Md Shafique Shamim, psc (Retd) <i>Managing Director & CEO</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
M.M Mostafa Bilal <i>Independent Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Ahamed Ihteyaz Thamid <i>Independent Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

- (xi) The details of the aggregate shareholding of the sponsors and directors, the aggregate number of specified securities purchased or sold or otherwise transferred by the sponsor and/or by the directors of the issuer and their related parties within six months immediate preceding the date of filing the prospectus;

Name of the Sponsor/Director	Position	Number of ordinary shares held	Face value & Issue price	Latest shareholding percentage
Sena Kalyan Sangstha (SKS)	Chairman (Represented by Maj Gen Mohammed Saidul Islam, ndc, psc)	23,999,994	10.00	99.999975%
Air Cdre M Moyeenuddin, ndc, afwc, psc	Director (Nominated by SKS)	1	10.00	0.000004%
Brig Gen Mirza Md Enamul Haque, ndc	Director (Nominated by SKS)	1	10.00	0.000004%
Brig Gen M A Mohy, psc, PEng	Director (Nominated by SKS)	1	10.00	0.000004%
Brig Gen Md Mustafa Kamal, SGP	Director (Nominated by SKS)	1	10.00	0.000004%
Brig Gen Md Jamal Hossain, ndc, afwc, psc	Director (Nominated by SKS)	1	10.00	0.000004%
Brig Gen Md Shaheen Iqbal, afwc, psc	Director (Nominated by SKS)	1	10.00	0.000004%

Note: There were no securities of SKICL which were purchased or sold or otherwise transferred by the sponsor and/or by the directors of the issuer and their related parties within six months immediate preceding the date of filing the prospectus.

- (xii) The name and address of any person who owns, beneficially or of record, 5% or more of the securities of the issuer, indicating the amount of securities owned, whether they are owned beneficially or of record, and the percentage of the securities represented by such ownership including number of equity shares which they would be entitled to upon exercise of warrant, option or right to convert any convertible instrument;

Other than Sena Kalyan Sangstha (SKS) no person or individual owns, beneficially or of record, 5% or more of the securities of the issuer. Besides, there is no convertible instrument for SKICL.

- (xiii) The number of securities of the issuer owned by each of the top ten salaried officers, and all other officers or employees as group, indicating the percentage of outstanding shares represented by the securities owned;

No share or securities of the issuer are owned by top ten salaried officers and all others officers or employee as a group.

Description of Business;	(B)(5)(d)
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- (i) The date on which the issuer company was incorporated and the date on which it commenced operations and the nature of the business which the company and its subsidiaries are engaged in or propose to engage in;

Date of Incorporation	3 rd September, 2013
Date of getting license for Commencement of Business	3 rd September, 2013
Date of getting permission of Insurance Business & starts operation	10 th September, 2013
Nature of Business	General Insurance/Non-Life Insurance Business
Major services	(i) Fire & its allied perils Business (ii) Marine Business (iii) Engineering Business (iv) Motor Business (v) Aviation Business (vi) Miscellaneous Insurance Business
Subsidiary	The company has no subsidiaries

- (ii) Location of the project;

The Company operates through the Head Office which is situated at SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh and 6 branches throughout the country with the professional staff/executives.

- (iii) Plant, machinery, technology, process, etc.

Not applicable to this type of business.

- (iv) Details of the major events in the history of the issuer, including details of capacity or facility creation, launching of plant, products, marketing, change in ownership and/or key management personnel etc.;

<p>History of the issuer</p>	<p>3rd September, 2013- Incorporation and got license for Commencement of Business 10th September, 2013- Got permission of Insurance Business & started operation</p>																								
<p>Change in ownership</p>	<table border="1"> <thead> <tr> <th data-bbox="742 611 1077 739">Name</th> <th data-bbox="1077 611 1220 739">No. of Shares</th> <th data-bbox="1220 611 1410 739">Date of acquisition</th> </tr> </thead> <tbody> <tr> <td data-bbox="742 739 1077 817">Maj Gen Mohammed Saidul Islam, ndc, psc</td> <td data-bbox="1077 739 1220 817">23999994</td> <td data-bbox="1220 739 1410 817">MOA</td> </tr> <tr> <td data-bbox="742 817 1077 918">Air Cdre M Moyeenuddin, ndc, afwc, psc</td> <td data-bbox="1077 817 1220 918">1</td> <td data-bbox="1220 817 1410 918">10-07-2019</td> </tr> <tr> <td data-bbox="742 918 1077 996">Brig Gen Mirza Md Enamul Haque, ndc</td> <td data-bbox="1077 918 1220 996">1</td> <td data-bbox="1220 918 1410 996">15-07-2020</td> </tr> <tr> <td data-bbox="742 996 1077 1075">Brig Gen M A Mohy, psc, PEng</td> <td data-bbox="1077 996 1220 1075">1</td> <td data-bbox="1220 996 1410 1075">15-07-2020</td> </tr> <tr> <td data-bbox="742 1075 1077 1153">Brig Gen Md Mustafa Kamal, SGP</td> <td data-bbox="1077 1075 1220 1153">1</td> <td data-bbox="1220 1075 1410 1153">15-07-2020</td> </tr> <tr> <td data-bbox="742 1153 1077 1232">Brig Gen Md Jamal Hossain, ndc, afwc, psc</td> <td data-bbox="1077 1153 1220 1232">1</td> <td data-bbox="1220 1153 1410 1232">23-08-2020</td> </tr> <tr> <td data-bbox="742 1232 1077 1310">Brig Gen Md Shaheen Iqbal, afwc, psc</td> <td data-bbox="1077 1232 1220 1310">1</td> <td data-bbox="1220 1232 1410 1310">15-07-2020</td> </tr> </tbody> </table>	Name	No. of Shares	Date of acquisition	Maj Gen Mohammed Saidul Islam, ndc, psc	23999994	MOA	Air Cdre M Moyeenuddin, ndc, afwc, psc	1	10-07-2019	Brig Gen Mirza Md Enamul Haque, ndc	1	15-07-2020	Brig Gen M A Mohy, psc, PEng	1	15-07-2020	Brig Gen Md Mustafa Kamal, SGP	1	15-07-2020	Brig Gen Md Jamal Hossain, ndc, afwc, psc	1	23-08-2020	Brig Gen Md Shaheen Iqbal, afwc, psc	1	15-07-2020
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<p>Change in key management personnel</p>	<table border="1"> <thead> <tr> <th data-bbox="742 1373 933 1500">Name</th> <th data-bbox="933 1373 1077 1500">Joining Date</th> <th data-bbox="1077 1373 1220 1500">Retirement Date</th> <th data-bbox="1220 1373 1410 1500">Current Position</th> </tr> </thead> <tbody> <tr> <td data-bbox="742 1500 933 1624">Maj Gen Firoz Hasan, ndu, psc</td> <td data-bbox="933 1500 1077 1624">05-04-2017</td> <td data-bbox="1077 1500 1220 1624">09-09-2020</td> <td data-bbox="1220 1500 1410 1624">-</td> </tr> <tr> <td data-bbox="742 1624 933 1803">Major General Mohammed Saidul Islam, ndc, psc</td> <td data-bbox="933 1624 1077 1803">09-09-2020</td> <td data-bbox="1077 1624 1220 1803">-</td> <td data-bbox="1220 1624 1410 1803">Chairman (SKS & SKICL)</td> </tr> <tr> <td data-bbox="742 1803 933 2000">Md. Firoz Sarker</td> <td data-bbox="933 1803 1077 2000">01-12-2020</td> <td data-bbox="1077 1803 1220 2000">-</td> <td data-bbox="1220 1803 1410 2000">Head of Internal Audit & Compliance</td> </tr> </tbody> </table>	Name	Joining Date	Retirement Date	Current Position	Maj Gen Firoz Hasan, ndu, psc	05-04-2017	09-09-2020	-	Major General Mohammed Saidul Islam, ndc, psc	09-09-2020	-	Chairman (SKS & SKICL)	Md. Firoz Sarker	01-12-2020	-	Head of Internal Audit & Compliance								
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Md. Firoz Sarker	01-12-2020	-	Head of Internal Audit & Compliance																						

- (v) Principal products or services of the issuer and markets for such products or services. Past trends and future prospects regarding exports (if applicable) and local market, demand and supply forecasts for the sector in which the product is included with source of data;

Principal products or services of the SKICL

Sl.	Insurance Products	
1	Fire & its allied perils Business	<ol style="list-style-type: none"> 1. Fire and its allied perils Insurance: Riot, Strike & Damage, Flood, Cyclone, Earthquake (Fire & Shock), Malicious Damage, Explosion, Aircraft Damage, Impact Damage and Bursting of pipes etc. 2. Industrial All Risks Insurance (IAR) 3. Property All Risks Insurance (PAR) 4. Hotel Owners' All Risks Insurance, Business Interruption, Liability & Excess Liability Insurance (HAR) 5. Power Plant Operational Package Insurance (PPOPI)
2	Marine Business	<ol style="list-style-type: none"> 1. Marine Cargo Import (Steamer/Powered Vessel, Rail/Lorry/Truck, Air) 2. Marine Cargo Export (Steamer/Powered Vessel, Rail/Lorry/Truck, Air) 3. Inland Transit Insurance (Rail/Road, Water Borne)/Goods in Transit Insurance 4. Marine Hull (Comprehensive, Total Loss Only (TLO, Sue & Labour, Salvage) 5. Shipbuilders' Insurance Policy
3	Engineering Business	<ol style="list-style-type: none"> 1. Boiler and Pressure Vessel Insurance (BPV) 2. Cold Storage Comprehensive Insurance 3. Construction/Contractors' All Risks Insurance (CAR)/Erection All Risks Insurance (EAR) 4. Machinery Breakdown Insurance (MBD) 5. Electronic Equipment Insurance (EEI) 6. Deterioration of Stock (DOS)
4	Motor Business	<ol style="list-style-type: none"> 1. Private Vehicle/(PV) 2. Commercial Vehicle/(CV) 3. Motorcycle (MC)
5	Aviation Business	<ol style="list-style-type: none"> 1. Hull, Spares & Equipment Insurance (CSL) 2. Liability/Excess Liability Insurance (TPL, PLL, CLL & CPA) 3. Hull War & Hull deductible Insurance
6	Miscellaneous Insurance Business	<ol style="list-style-type: none"> 1. Overseas Mediclaim (Business & Holidays; Studies & Employment: OMP) 2. Burglary & House Breaking Insurance (BG) 3. Money Insurance (Cash-in-Business premises in strong room vault/safe, A.T.M. Booth and/or on counter & Cash in Transit) for scheduled Banks. 4. Personal Accident Insurance (Individual & Group) (PA)

	<ol style="list-style-type: none"> 5. Peoples' Personal Accident (Individual & Group) (PPA) 6. Fidelity Guarantee Insurance (FG), Professional Indemnity Insurance (PII) 7. Commercial General Liability & Excess Liability Insurance (CGL) 8. Automobile Liability Insurance, Public & Product Liability Insurance 9. Workmen's Compensation Insurance 10. Cash in Safe, Cash on Counter & Cash in Transit for other than scheduled Banks 11. Safe Deposit Box (Bank Lockers) All Risks Insurance (SDB) 12. Directors' & Officers' liability Insurance 13. Bankers' Blanket Bond, Electronic & Computer Crime Insurance 14. Livestock/Cattle Insurance Policy
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Markets for such products or services:

The Company's services are rendered through the Head Office and 6 branches around the country. SKICL provides non-life Insurance service only in Bangladesh and it has no plan to provide insurance service globally in near future.

Past trends in local market:

Particular	31-Dec-20	31-Dec-19	31- Dec -18	31- Dec -17	31- Dec -16
Gross Premium (Revenue)	580,522,233	576,092,516	363,870,416	262,822,402	203,969,657

Future prospects in local market

Bangladesh sustained an impressive annual GDP growth rate of 5.24% in FY2020 according to the Bangladesh Bureau of Statistics (BBS). Bangladesh's GDP growth rate has been increasing steadily for the last five years, with slight deterioration due to pandemic in 2020. Strong consumption and public investment, recovery of readymade garments (RMG) exports and high remittance growth were the main propellers of economic growth, bolstering the rise in income per capita and growth of the middle-class population.

Macroeconomic trends indicate potential growth in the country's insurance sector, especially given Asia's unprecedented growth. The region is set to represent a large share of overall life insurance premiums between 2016 and 2025, rising from 11.6% to 21.7%.

Bangladesh is poised to capture some of this growth. The country's economic growth has been on an upward trend, which bodes well for the insurance sector.

Demand and Supply Forecasts

If we consider the insurable property of huge population and corporations, most of them are not under insurance coverage. So, the sector is huge potentiality for the expansion with the awareness of mass people, development of industrialization, trade and commerce, import-export etc. The government has given more attention to this sector and working to bring this sector from traditional trend to modernization through taking different reformative programs and rules-regulation to regularize this sector of the economy. As a part of that, Insurance Development and Regulatory Authority (IDRA) has been strengthening more at present by the Government. So, there is good prospect of this sector.

The outlook is highly positive as more and more individual and corporate clients are becoming interested in insurance coverage. Moreover, the government's continuous effort to develop the sector, such as reducing the commission and motivating people to get insurance will bring more revenue in this sector. Considering the number of non-life insurance companies, it is not enough for a country with 16 crore population. Clearly, the market is huge and mostly untapped. Thus, assuming intense competition among 46 non-life insurance companies, SKICL will still have a huge opportunity of business in this large market.

Source: PwC | Potential for growth: Transforming Bangladesh's insurance sector; SKICL's own research.

- (vi) **If the issuer has more than one product or service, the relative contribution to sales and income of each product or service that accounts for more than 10% of the company's total revenues;**

Sl.	Description	31- Dec -20	Percentage (%)
1	Fire	125,269,399	21.58%
2	Marine Cargo	84,097,831	14.49%
3	Marine Hull	9,969,045	1.72%
4	Motor	52,933,570	9.12%
5	Miscellaneous	308,252,388	53.10%
	Total	580,522,233	100.00%

Note: As described in XL-Form in the audited accounts of December 31, 2020 total amount of premium collected is Tk. 580,522,233.

- (vii) **Description of associates, subsidiary and holding company of the issuer and core areas of business thereof;**

SKICL has neither associate nor subsidiary company and it is not operated under any holding company.

Sena Kalyan Insurance Company Ltd.

(viii) How the products or services are distributed with details of the distribution channel. Export possibilities and export obligations, if any;

The Company conducts the business operations under the supervision of Board of Directors and the legal framework of the Insurance Act 2010 and Insurance Rules 1958, as amended from time to time. The Company operates through the Head Office at Dhaka and 7 branches throughout the country with the professional staff/executives. The Company also engages the services of research, experts and surveyors for professional assistance wherever necessary. Accounting and technical staffs provide the back-office support in issuance of “Policy-Covers” and “Claim-Settlements”.

There are no export possibilities or obligations for such type of business.

(ix) Competitive conditions in business with names, percentage and volume of market shares of major competitors;

In Bangladesh, several listed companies are engaged in insurance sector. Major competitors are:

Sl.	Competitor	Sl.	Competitor
1	Express Insurance Limited	6	Reliance Insurance Limited
2	Desh General Insurance Company Limited	7	Islami Insurance Bangladesh Limited
3	Prime Insurance Company Limited	8	Bangladesh General Insurance Company Ltd.
4	Continental Insurance Ltd.	9	Pragati Insurance Ltd.
5	Green Delta Insurance Company Limited	10	Dhaka Insurance Limited

Apart from this, the revenue amounts of some representative listed securities and Sena Kalyan Insurance Company Limited, as per annual report for the year 2019 are presented below:

Sl.	Name of the Company	Revenue (Gross Premium)	Percentage (%)
1	Sena Kalyan Insurance Company Limited	576,092,516	42.73%
2	Express Insurance Limited	73,304,575	5.44%
3	Desh General Insurance Company Limited	308,190,000	22.86%
4	Prime Insurance Company Limited	263,130,000	19.52%
5	Continental Insurance Ltd.	127,415,015	9.45%

Total Revenue of above representative companies of Non-Life Insurance Sector: TK. 1,348 million during year of 2019.

Source: Individual annual reports 2019 of above companies.

(x) Sources and availability of raw materials, names and addresses of the principal suppliers and contingency plan in case of any disruption;

The Company, being a service provider, operates based on professional expertise relevant to insurance industry. Its' product is a service, and its raw materials are human resources. The general insurance industry has since developed and expanded fast to meet the growing need of the economy. The company has procured the services of experienced professional personnel. The company has also set up training programs for training fresh graduates for development of its growing need of human resources.

Contingency Plan in case of any disruption:

In our country there is huge supply of educated manpower and different institutions have been providing higher degree in insurance at present days. Therefore, there is no possibility of disruption of service.

(xi) Sources of, and requirement for, power, gas and water; or any other utilities and contingency plan in case of any disruption;

The Company does not need any power, gas and water except for ordinary uses in office work.

Contingency Plan in case of any disruption:

There is an arrangement of high capacity generator in the office building of each branches to ensure alternative power supply to tackle any power disruptions.

(xii) Names, address(s), telephone number, web address, e-mail and fax number of the customers who account for 10% or more of the company's products /services with amount and percentage thereof;

There is no such customer of the company who provides 10% or more of its revenues.

(xiii) Names, address(s), telephone number, web address, e-mail and fax number of the suppliers from whom the issuer purchases 10% or more of its raw material or finished goods with amount and percentage thereof;

Not applicable in this type of business.

- (xiv) Description of any contract which the issuer has with its principal suppliers or customers showing the total amount and quantity of transaction for which the contract is made and the duration of the contract. If there is not any of such contract, a declaration is to be disclosed duly signed by CEO or MD, CFO and Chairman on behalf of Board of Directors;

The Company has no such contract with principal suppliers or Customers.

DECLARATION REGARDING CONTRACT WITH PRINCIPAL SUPPLIERS OR CUSTOMERS

We, on behalf of the Board of Directors certify that Sena Kalyan Insurance Company Ltd. did not enter into any contract with its principal suppliers or customers.

Sd/-
**Maj Gen Mohammed
 Saidul Islam, ndc, psc**
 Chairman

Sd/-
**Brig Gen Md Shafique
 Shamim, psc (Retd)**
 Managing Director & CEO

Sd/-
Maloy Kumar Saha
 Chief Financial Officer

Date: April 25, 2021

Place: Dhaka

- (xv) Description of licenses, registrations, NOC and permissions obtained by the issuer with issue, renewal and expiry dates;

Sl.	Certificate/License	Issuing Authority	Certificate/ License No.	Issue Date	Expiry
1	Insurance Business License	Insurance Development and Regulatory Authority	Non-life 02/2013 (Insurance Development and Regulatory Authority)	19/01/2021	31/12/2021
2	Trade License	Cantonment Board, Dhaka Cantonment	13/2019-2020	16/07/2019	30/06/2021
3	TIN Certificate	National Board of Revenue	833679619109	06/11/2013	N/A
4	VAT Registration Certificate	Customs, Excise & VAT Commissionerate, Dhaka (North)	BIN: 001108614-0101	27/03/2018	N/A
5	Membership of the Bangladesh Insurance Association	Bangladesh Insurance Association	BIA-1(34)/2019-29	26/11.2020	31/12/2021

Sl.	Name of Branch	Address	Trade License No.	Issuing Authority	Issue Date	Expiry
1	Head office	SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh	13/2019-2020	Cantonment Board, Dhaka Cantonment	16/07/2019	30/06/2021
2	Motijheel Branch	Sena Kalyan Bhaban, 195, Motijheel C/A 20th Floor, Room No-2004, Dhaka-1000	-	Dhaka North City Corporation	-	Payment is made for renewal*
3	Cantonment Branch	SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206	197/2020-2021	Cantonment Board, Dhaka Cantonment	22/11/2020	30/06/2021
4	Mirpur Branch	Plot no: 1244, 2nd Floor (Eastern Side), Road: 9, Old 60 Feet Road, Mirpur DOHS, Dhaka Cantonment	200/2020-2021	Cantonment Board, Dhaka Cantonment	22/11/2020	30/06/2021
5	Karwan Bazar Branch	93, Kazi Nazrul Islam Avenue (4th Floor) Dhaka-1215	288534	Dhaka North City Corporation	29/10/2020	30/06/2021
6	Chattogram Branch	Sena Kalyan Trade Center, Level-4 29, Agrabad Commercial Area, Chattogram	116000	Chattogram City Corporation	1/11/2020	30/06/2021
7	Khulna Branch	107/130, Sir Iqbal Road Khulna	17/1373	Khulna City Corporation	9/07/2018	30/06/2021

* The company has made payment for trade license renewal of Motijheel branch. The payment Chalan photocopy was submitted during the application. And the copy of the trade license shall be submitted upon receiving from the authority.

(xvi) Description of any material patents, trademarks, licenses or royalty agreements;

The Company neither obtained any Patent Right/Trademarks nor signed any royalty agreement with any party.

(xvii) Number of total employees and number of full-time employees;

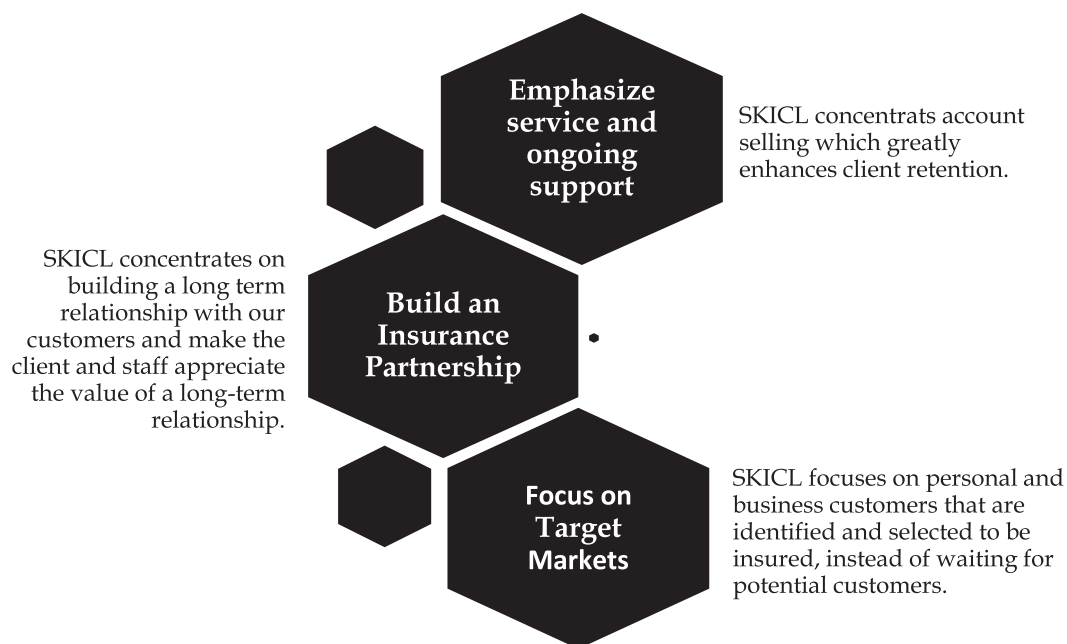
Particulars	31 st December 2020	31 st December 2019
No. of employees	108	101

*As per latest audited financial statement for the year ended 31st December 2020 (Note ref: 2.33)

*All employees are hired on full-time basis.

(xviii) A brief description of business strategy;

The company emphasizes on creating a quality administrative, organizational and operational platform to practice good insurance business. Every personnel has a good idea of the decisions and actions for which he or she is responsible. Important information about the competitive environment gets to head office quickly. Following flow-chart illustrates the company's core business strategy.



Additionally, SKICL has integrated following supplementary strategies to maximize the service delivery:

- (i) Emphasize service and support
- (ii) Build a partnership business based on account selling
- (iii) Target small, non-franchise business that does not have access to group insurance plans.

The regular business operation is done complying regulator's guidelines and compliances, Information flows freely across organizational boundaries. SKICL strives for making clients permanent.

- (xix) A table containing the existing installed capacities for each product or service, capacity utilization for these products or services in the previous years, projected capacities for existing as well as proposed products or services and the assumptions for future capacity utilization for the next three years in respect of existing as well as proposed products or services. If the projected capacity utilization is higher than the actual average capacity utilization, rationale to achieve the projected levels.

The Company is licensed to conduct all types of general insurance business and in practice they carry on following types of insurance services in their normal source of business:

Sl.	Services
1	Fire
2	Marine Cargo
3	Marine Hull
4	Motor
5	Aviation Business
6	Miscellaneous

As SKICL is a service-oriented concern, therefore, it is not possible to determine the actual capacity and its utilization like manufacturing and other concern.

Description of Property;

(B)(5)(e)

- (i) **Location and area of the land, building, principal plants and other property of the company and the condition thereof;**

The company has its own floor space of 7,069 sft. at SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh and 6 branch offices at different district/city areas of Bangladesh. It is to be noted here that all the branch offices including the head office are situated in rented premises under lease agreement. Most of the assets as mentioned above are located at its head office. Some other assets are located its six branch offices around the country. All properties as mentioned in fixed assets schedule are owned by the company.

- (ii) **Whether the property is owned by the company or taken on lease;**

All the office spaces are taken on lease as disclosed in page no. 265 & 266, all properties mentioned in fixed assets schedule in page no. 265 & 266 are owned by the company.

- (iii) **Dates of purchase, last payment date of current rent (খাজনা) and mutation date of lands, deed value and other costs including details of land development cost, if any and current use thereof;**

The company does not own any land properties.

- (iv) The names of the persons from whom the lands has been acquired or proposed to be acquired along with the cost of acquisition and relation, if any, of such persons to the issuer or any sponsor or director thereof;

The company does not own any land properties. So, this is not applicable.

- (v) Details of whether the issuer has received all the approvals pertaining to use of the land, if required;

The company does not own any land properties. So, this is not applicable.

- (vi) If the property is owned by the issuer, whether there is a mortgage or other type of charge on the property, with name of the mortgagee;

There is no mortgaged or any type of charge on the property of SKICL.

- (vii) If the property is taken on lease, the expiration dates of the lease with name of the lessor, principal terms and conditions of the lease agreements and details of payment;

No property of SKICL is taken on lease except the following operating lease commitment for its following branches:

Sl.	Name of Branch	Address	Area (Sft.)	Rent per Sft. (BDT)	Period of Lease	Monthly Amount (BDT)
1	Head office	SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh	7,069	100.00	01.03.2019 to 28.02.2024 (5 Years)	7,00,000
2	Motijheel Branch	Sena Kalyan Bhaban, 195, Motijheel C/A 20th Floor, Room No-2004, Dhaka-1000	921	80.00	01.08.2020 to 31.07.2022 (2 Years)	73,680
3	Cantonment Branch	House # 413, Road # 30, DOHS, Mohakhali, Dhaka-1206	750	100.00	01.08.2020 to 30.09.2025 (5 Years)	60,000
4	Mirpur Branch	Plot no: 1244, 2nd Floor (Eastern Side), Road: 9, Old 60 Feet Road, Mirpur DOHS, Dhaka Cantonment	1,100	18.18	01.12.2020 to 01.12.2022 (2 Years)	20,000
5	Karwan Bazar Branch	93, Kazi Nazrul Islam Avenue (4th Floor) Dhaka-1215	906	38.63	01.03.2021 to 31.03.2024 (3 Years)	35,000
6	Chattogram Branch	Sena Kalyan Trade Center, Level-4 29, Agrabad Commercial Area, Chattogram	1,074	45.00	01.04.2019 to 31.03.2021 (2 Years)	48,330

7	Khulna Branch	Tayamum Center 181/1, Jashore Road, Khulna-9100	500	27.60	01.06.2018 to 31.05.2021 (3 Years)	13,800
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(viii) Dates of purchase of plant and machineries along with sellers name, address, years of sale, condition when purchased, country of origin, useful economic life at purchase and remaining economic life, purchase price and written down value;

As SKICL is a service-oriented company, it has no plant and machineries and hence this information is not applicable here.

(ix) Details of the machineries required to be bought by the issuer, cost of the machineries, name of the suppliers, date of placement of order and the date or expected date of supply, etc.;

As SKICL is a service-oriented company, it has no requirement of buying machineries and hence this information is not applicable here.

(x) In case the machineries are yet to be delivered, the date of quotations relied upon for the cost estimates given shall also be mentioned;

As SKICL is a service-oriented company, it has no machineries which are yet to be delivered and hence this information is not applicable here.

(xi) If plant is purchased in brand new condition then it should be mentioned;

As SKICL is a service-oriented company, it has no plant and hence this information is not applicable here.

(xii) Details of the second hand or reconditioned machineries bought or proposed to be bought, if any, including the age of the machineries, balance estimated useful life, etc. as per PSI certificates of the said machineries as submitted to the Commission;

As SKICL is a service-oriented company, it has no plant and hence this information is not applicable here.

Sena Kalyan Insurance Company Ltd.

- (xiii) A physical verification report by the issue manager(s) regarding the properties as submitted to the Commission;

PHYSICAL VERIFICATION REPORT BY THE ISSUE MANAGER OF SENA KALYAN INSURANCE COMPANY LIMITED

Company Overview:

Sena Kalyan Insurance Company Limited (SKICL) is the most vibrant concern of Sena Kalyan Sangstha (SKS) of Bangladesh Armed Forces. It has come into existence in 2013 with a view to provide innovative products and customer friendly services through a highly motivated team of dedicated professionals. Within a short span of time, SKICL has gained the confidence of partners and been able to establish a strong foothold in Bangladesh Insurance Industry and thereby securing a considerable market share in non-life/general insurance sector.

Nature of Business:

Sena Kalyan Insurance Company Limited was incorporated as a Public Limited Company by shares under the Companies Act, 1994 bearing registration number C-111100/13 and having registered office in Bangladesh on 3rd September, 2013 and obtained permission for commencement of insurance business from the Insurance Development & Regulatory Authority (IDRA), Government of the Peoples Republic of Bangladesh, with effect from 10th September, 2013 for carrying out general insurance business.

Since its establishment, SKICL has been a key player in the general insurance sector. The Company has established itself as one of the most reputed and trustworthy insurance companies in the country within a short span of time. Selective underwriting and prompt settlement of claims have contributed towards building up a very respectable image of the Company within the business community. The Company has 6 branches throughout the country.

Process of the Verification:

AAA is working with Sena Kalyan Insurance Company Limited (SKICL) for about one year. During the period different teams of AAA visited the Company on several times. The process comprises of five different teams in the verification process for the IPO of SKICL as under:

Particulars	Team Profile
Strategic Management Team	Mohammad Obaydur Rahman FCS, FCGA Managing Director & CEO
	Mohammad Ferdous Mazid Chief Operating Officer
Financial Statements Analysis Team	Ahmed Ashikur Rahman, CFA Manager
	Emran Khan Janin Assistant Manager

Corporate Compliance Review Team	Md. Oliur Rahman ACS AGM & Company Secretary
	Ahmed Ashikur Rahman, CFA Manager
Prospectus Preparation and Design Team	Emran Khan Janin Assistant Manager
	Md. Al-Mamun Azad Officer
Prospectus Review Team	Md. Khalid Hossain Deputy General Manager
	Md. Oliur Rahman ACS AGM & Company Secretary

The teams examined all the necessary documents provided by Sena Kalyan Insurance Limited. This verification is related to the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015. Such compliance with the Public Issue Rules, 2015 is the responsibility of the Company. AAA's examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance with the conditions of the BSEC (Public Issue) Rules, 2015.

In the process of the verification as compliance of Public Issue Rules, 2015, AAA Finance & Investment Ltd. has visited the head office of Sena Kalyan Insurance Limited as the issue manager on 15th February 2021. The sole purpose of the visit was to verify the business of SKICL for preparing this verification report.

Visiting Team:

Particulars	Representative
Visited By: AAA Finance & Investment Ltd.	Mohammad Obaydur Rahman FCS, FCGA Managing Director & CEO
	Mohammad Ferdous Mazid Chief Operating Officer
	Md. Khalid Hossain Deputy General Manager
	Emran Khan Janin Assistant Manager
Visited By: Sena Kalyan Insurance Company Limited	Brig Gen Md Shafique Shamim, psc (Retd) Managing Director & CEO
	Pronab Kumar Saha EVP, Head of Underwriting Department
	Maloy Kumar Saha Chief Financial Officer
	Lasmin Akter Company Secretary

Registered & Corporate Office:

Visiting team has found the Registered & Corporate Office of SKICL is at SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh.

Sign Board:

The signboard of the company is well displayed at the registered office no other signboard of any other office was seen with in the said office areas.

We also verified the trade license and lease deed agreements of other branches of Sena Kalyan Insurance Company Limited which are well equipped with manpower and other logistic supports.

Description of Property:

As per the team's observation, the head office of SKICL is located at SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh. The company does not own any land and building. All SKICL's offices/branches are taken on lease.

1. Detail of Office/Branches:

Apart from physical visit of the Head Office, our team has verified the lease agreements of all the rented offices of SKICL. Detail of the offices are presented in the following table:

Sl.	Name of Branch	Address	Area (Sft.)	Rent per Sft. (BDT)	Period of Lease	Monthly Amount (BDT)
1	Head office	SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh	7,069	100.00	01.03.2019 to 28.02.2024 (5 Years)	7,00,000
2	Motijheel Branch	Sena Kalyan Bhaban, 195, Motijheel C/A 20th Floor, Room No-2004, Dhaka-1000	921	80.00	01.08.2020 to 31.07.2022 (2 Years)	73,680
3	Cantonment Branch	House # 413, Road # 30, DOHS, Mohakhali, Dhaka-1206	750	100.00	01.08.2020 to 30.09.2025 (5 Years)	60,000
4	Mirpur Branch	Plot no: 1244, 2nd Floor (Eastern Side), Road: 9, Old 60 Feet Road, Mirpur DOHS, Dhaka Cantonment	1,100	18.18	01.12.2020 to 01.12.2022 (2 Years)	20,000
5	Karwan Bazar Branch	93, Kazi Nazrul Islam Avenue (4th Floor) Dhaka-1215	906	38.63	01.03.2021 to 31.03.2024 (3 Years)	35,000
6	Chattogram Branch	Sena Kalyan Trade Center, Level-4 29, Agrabad Commercial Area, Chattogram	1,074	45.00	01.04.2019 to 31.03.2021 (2 Years)	48,330
7	Khulna Branch	Tayamum Center 181/1, Jashore Road, Khulna-9100	500	27.60	01.06.2018 to 31.05.2021 (3 Years)	13,800

2. Vehicles:

The company owns several vehicles for its employees. A list of vehicles provided as follows:

Vehicle Name & Model	Vehicle Number	Purchase Value (BDT)
Toyota Allion-2011	Veh:35-6929	2,927,000
Toyota Allion-2011	Veh:35-8519	2,927,000
Toyota Axio-2010	Veh:35-6928	2,018,000
Toyota Axio-2008	Veh:37-1325	1,733,500
Toyota Axio-2009	Veh:37-5310	1,869,000
Toyota Fielder-2009	Veh:37-5917	1,853,000
Toyota Fielder-2009	Veh:37-7637	1,853,000
Toyota Hayes-2008	Veh:53-7958	1,983,000
Toyota Hayes-2009	Veh:53-8251	1,983,000
Toyota Allion-2011	Veh:39-8355	2,475,000
Toyota Axio-2014	Veh:43-5673	1,875,000
Toyota Axio-2014	Veh:43-5674	1,825,000
Toyota Aqua-2014	Veh:43-9187	1,350,000
Toyota Aqua-2014	Veh:45-5085	1,416,148
Nissan Civilian Bus (Coaster)	Veh:11-1340	3,816,081

3. Other Assets:

Apart from the above-mentioned assets furniture & fixtures, office equipment, crockeries & cutleries, office decoration, software installation, computer and IT equipment's and many other assets.

Around 50 officers and staffs were present during our visit in the registered & head office of the Company.

Sd/-

Mohammad Obaydur Rahman FCS, FCGA
 Managing Director & CEO
 AAA Finance & Investment Ltd.

Sd/-

Md. Khalid Hossain
 Deputy General Manager
 AAA Finance & Investment Ltd.

Place: Dhaka
 Date: February 15, 2021

Sena Kalyan Insurance Company Ltd.

- (xiv) If the issuer is entitled to any intellectual property right or intangible asset, full description of the property, whether the same are legally held by the issuer and whether all formalities in this regard have been complied with;**

The Company has no intellectual property right or intangible asset.

- (xv) Full description of other properties of the issuer.**

There is no other property except those mentioned in the fixed asset schedule in page no. 265 & 266

Plan of Operation and Discussion of Financial Condition;**(B)(5)(f)**

- (i) If the issuer has not started its commercial operation, the company's plan of operations for the period which would be required to start commercial operation which shall, among others, include: -

Sena Kalyan Insurance Company Limited (SKICL) has started its commercial operation on September 03, 2013. Hence, such information would not be applicable for the company.

- (ii) If the issuer had been in operation, the issuer's revenue and results from operation, financial position and changes in financial position and cash flows for the last five years or from commercial operation, which is shorter, shall be furnished in tabular form which shall, among others, include the following information:

The revenue of the company, results from the last five years, financial position of the last five years, and cash flow of the last five years is given in the following tables:

REVENUE AND RESULTS FROM OPERATIONS					
For the period or year ended					
Particulars	31 Dec 20	31 Dec 19	31 Dec 18	31 Dec 17	31 Dec 16
Revenue (Premium Income)	580,522,233	576,092,516	363,870,416	262,822,402	203,969,657
Gross Profit (Underwriting Profit)	66,824,517	75,490,878	10,871,916	36,014,578	27,940,203
Net Profit before Tax	114,225,641	118,578,090	39,293,487	57,574,495	44,493,336
Net Profit after Tax	94,275,660	98,284,035	37,846,671	51,387,907	36,406,977
Earnings per share (Basic)	3.93	4.10	1.58	2.14	1.52
Earnings per share (Diluted)	3.93	4.10	1.58	2.14	1.52

FINANCIAL POSITION					
As at					
Particulars	31 Dec 20	31 Dec 19	31 Dec 18	31 Dec 17	31 Dec 16
Current Assets	82,322,207	62,504,387	53,599,503	42,558,920	26,351,259
Non-current Assets	102,472,972	53,197,118	48,745,059	50,200,602	49,496,325
Cash & Cash Equivalents	793,496,960	631,300,820	418,233,547	386,677,267	345,913,044
Total Assets	978,292,139	747,002,325	520,578,109	479,436,789	421,760,628
Current Liabilities	444,870,395	286,078,235	471,369,314	428,990,107	372,024,620
Total Liabilities	472,088,716	312,587,584	171,343,276	150,048,627	131,760,173
Total Shareholder's Equity	506,203,422	434,414,777	349,234,833	329,388,162	290,000,455
NAV per share	21.09	18.10	14.55	13.72	12.08

CHANGES IN EQUITY					
As at					
Particulars	31 Dec 20	31 Dec 19	31 Dec 18	31 Dec 17	31 Dec 16
Paid-up Capital	240,000,000	240,000,000	240,000,000	240,000,000	240,000,000
Reserve for Exceptional Losses	197,792,882	139,740,659	82,131,407	56,660,478	30,378,238
Investment Fluctuation Fund	408,894	(1,104,091)	-	-	-
Retained Earnings	68,001,646	55,778,209	27,103,426	32,727,684	19,622,217
Total Shareholder's Equity	506,203,422	434,414,777	349,234,833	329,388,162	290,000,455

CASH FLOWS					
As at					
Particulars	31 Dec 20	31 Dec 19	31 Dec 18	31 Dec 17	31 Dec 16
Net Cash flow from operating activities (CFO)	221,715,530	232,450,624	53,470,326	53,829,913	63,465,115
Net Cash flow from investing activities (CFI)	(36,228,399)	(7,383,351)	(3,914,046)	(317,305)	(286,279)
Net Cash flow from financing activities (CFF)	(24,000,000)	(12,000,000)	(18,000,000)	(12,748,385)	(9,065,276)
CFO per Share	9.24	9.69	2.23	2.24	2.64

(a) Internal and external sources of cash;

INTERNAL SOURCES OF CASH					
Particulars	31 Dec 20	31 Dec 19	31 Dec 18	31 Dec 17	31 Dec 16
Paid-up Capital	240,000,000	240,000,000	240,000,000	240,000,000	240,000,000
Reserve for Exceptional Losses	197,792,882	139,740,659	82,131,407	56,660,478	30,378,238
Investment Fluctuation Fund	408,894	(1,104,091)	-	-	-
Profit and Loss Appropriation Account	68,001,646	55,778,209	27,103,426	32,727,684	19,622,217
Sub-Total	506,203,422	434,414,777	349,234,833	329,388,162	290,000,455
EXTERNAL SOURCES OF CASH					
Particulars	31 Dec 20	31 Dec 19	31 Dec 18	31 Dec 17	31 Dec 16
Long term Loan	-	-	-	-	-
Current portion of Long term Loan	-	-	-	-	-
Finance lease	-	-	-	-	-
Current portion of Finance lease	-	-	-	-	-
Short term loan	-	-	-	-	-
Sub-Total	-	-	-	-	-
Grand Total	506,203,422	434,414,777	349,234,833	329,388,162	290,000,455

(b) Any material commitments for capital expenditure and expected sources of funds for such expenditure;

The company has no material commitments for capital expenditure apart from its regular business operations. However, the proceeds of Initial Public Offering (IPO) that detail information is available in the "Use of Proceeds & Implementation Schedule".

(c) Causes for any material changes from period to period in revenues, cost of goods sold, other operating expenses and net income;

Particular	31 Dec 20	31 Dec 19	31 Dec 18	31 Dec 17	31 Dec 16
Revenue (Premium Income)	580,522,233	576,092,516	363,870,416	262,822,402	203,969,657
Management/ Operating Expense	83,752,829	77,070,301	64,102,996	69,384,015	67,089,221
Net Profit after Tax	94,275,660	98,284,035	37,846,671	51,387,907	36,406,977

The company's revenue and other income as well as operating expenses and net income have continued to change or increase due to business promotion efforts of the Directors and Management staffs.

(d) Any seasonal aspects of the issuer's business;

There are no seasonal aspects of the issuer's business.

(e) Any known trends, events or uncertainties that may have material effect on the issuer's future business;

There are no such known trends, events or uncertainties that may affect company's business. However, the business may have following uncertainties- natural disaster, and political unrest, increased competition etc.

(f) Any assets of the company used to pay off any liabilities;

None of the assets of the company was used to pay off any liabilities of the company.

(g) Any loan taken from or given to any related party or connected person of the issuer with details of the same;

The company did not give or receive any loan to any related party or connected person of the issuer.

(h) Any future contractual liabilities the issuer may enter into within next one year, and the impact, if any, on the financial fundamentals of the issuer;

The Company has no plan to enter any contract creating future liabilities for the Company except for those that are created in the normal course of business activities.

(i) The estimated amount, where applicable, of future capital expenditure;

The Company has no plan for capital expenditure in near future.

(j) Any VAT, income tax, customs duty or other tax liability which is yet to be paid, including any contingent liabilities stating why the same was not paid prior to the issuance of the prospectus. Updated income tax status for the last 5 years or from commercial operation, which is shorter;

VAT: The VAT registration number of the Company is BIN No. 001108614-0101 under area Dhaka (South). Year wise VAT status of the Company is depicted below as per the audited accounts of December 31, 2020:

Year	VAT on Commission on Re-Insurance Ceded as per audit intelligence and investigation demanded	VAT on Agency Commission as per audit intelligence and investigation demanded	Total	Current Status
2020	-	-	-	Custom Excise & VAT Commissioner as per audit report of director of audit intelligence and investigation demanded BDT 10,762,320.(১).
2019	-	-	-	গণপ্রজাতন্ত্রী বাংলাদেশ সরকার, আন্তর্জাতিক সম্পদ বিভাগ, ঢাকা কর্তৃক জারিকৃত মূল্য সংযোজন কর, প্রজ্ঞাপন - তারিখ ২৮ জৈষ্ঠা, ১৪২৭ বঙ্গাব্দ/১১ জুন ২০২০ খ্রিষ্টাব্দ, এস.আর.ও.নং-১৪৪-আইন/২০২০। ১০৫-মুসক এ প্রাপ্ত ক্ষমতাবলে বীমা কোম্পানী কর্তৃক এজেন্সি কমিশন বানদ পরিশোধিত
2018	-	-	-	আইন/২০২০। ১০৫-মুসক এ প্রাপ্ত ক্ষমতাবলে বীমা কোম্পানী কর্তৃক এজেন্সি কমিশন বানদ পরিশোধিত
2017	-	-	-	আইন/২০২০। ১০৫-মুসক এ প্রাপ্ত ক্ষমতাবলে বীমা কোম্পানী কর্তৃক এজেন্সি কমিশন বানদ পরিশোধিত
2016	1,647,671	2,620,725	4,268,396	(২) - পূর্ব বীমা কমিশনের বিপরীতে ১৫% উৎসে মূল্য সংযোজন কর আদায় বা করন সম্পর্কিত আইনের একটি লিখিত বাধ্য গত জুন ২, ২০২০ ইং তারিখে বাংলাদেশ ইন্সুরেন্স এসোসিয়েশনের প্রেসিডেন্ট কর্তৃক
2015	2,031,542	1,965,332	3,996,874	সেয়ারামান, জাতীয় রাজস্ব বোর্ড বরাবর প্রদান করা হয়। However, SKICL has not settled which is pending for the decision of the Commissioner of Custom Excise & VAT (South).
2014	583,197	1,913,853	2,497,050	
Total	4,262,410	6,499,910	10,762,320	

Income Tax: The TIN number of the Company is 8336 7961 9109. Year wise income tax status of the Company is depicted below as per the audited accounts of December 31, 2020

Assessment Year	Income Year	Tax liability as per income tax return	Advance Income Tax Paid	Income Tax Paid by PO	Current Status
2021-2022	2020	-	-	-	Return submission date 15 September, 2021
2020-2021	2019	21,507,294	3,394,610	18,002,149	Return submitted as per clause 82BB. Advance Tax adjusted of tk. 1,10,535 against Income year 2018
2019-2020	2018	2,822,678	2,933,213	-	Return submitted as per clause 82BB.
2018-2019	2017	10,240,665	2,687,600	6,913,024	Return submitted as per clause 82BB. Tax provision higher in accounts due to 40% but as per return 37.50%
2017-2018	2016	8,139,467	1,602,286	6,058,389	Return submitted as per clause 82BB. Tax provision higher in accounts due to 42.5% but as per return 40%

Customs Duty: Not applicable for SKICL.

Other Tax Liability: There is no other tax liability up to December 31, 2020.

(k) Any financial commitment, including lease commitment, the company had entered into during the past five years or from commercial operation, which is shorter, giving details as to how the liquidation was or is to be effected;

Financial Commitments:

There are no such financial commitments for the company during the past five years.

Lease Commitments:

Sl.	Name of Branch	Address	Area (Sft.)	Rent per Sft. (BDT)	Period of Lease	Monthly Amount (BDT)
1	Head office	SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh	7,069	100.00	01.03.2019 to 28.02.2024 (5 Years)	7,00,000
2	Motijheel Branch	Sena Kalyan Bhaban, 195, Motijheel C/A 20th Floor, Room No-2004, Dhaka-1000	921	80.00	01.08.2020 to 31.07.2022 (2 Years)	73,680
3	Cantonment Branch	House # 413, Road # 30, DOHS, Mohakhali, Dhaka-1206	750	100.00	01.08.2020 to 30.09.2025 (5 Years)	60,000
4	Mirpur Branch	Plot no: 1244, 2nd Floor (Eastern Side), Road: 9, Old 60 Feet Road, Mirpur DOHS, Dhaka Cantonment	1,100	18.18	01.12.2020 to 01.12.2022 (2 Years)	20,000
5	Karwan Bazar Branch	93, Kazi Nazrul Islam Avenue (4th Floor) Dhaka-1215	906	38.63	01.03.2021 to 31.03.2024 (3 Years)	35,000
6	Chattogram Branch	Sena Kalyan Trade Center, Level-4 29, Agrabad Commercial Area, Chattogram	1,074	45.00	01.04.2019 to 31.03.2021 (2 Years)	48,330
7	Khulna Branch	Tayamum Center 181/1, Jashore Road, Khulna-9100	500	27.60	01.06.2018 to 31.05.2021 (3 Years)	13,800

(I) Details of all personnel related schemes for which the company has to make provision for in future years;

Sena Kalyan Insurance Company Limited considers its human resources as the most valuable assets of the company and has been continuing to train, equip and groom fresh recruits for building a strong foundation. To enhance and advance the professional ability and knowledge of the employees, regular training programs are organized at different professional institutions. SKICL provides standard monthly salary package to its employee. In addition to that there is an arrangement of following benefits for its employee:

- a. Group Insurance Benefit:** The Company has arranged a group insurance policy with Astha Life Insurance Company Limited for its permanent employees.
- b. Provident Fund & Gratuity:** The Company operates a Contributory Provident Fund for its permanent employees, provision for which are being made monthly as rules administered by a Board of Trustee in which eligible employees contribute @ 10% of Basic Salary. The company also makes equal contribution to the said Provident Fund. Gratuity Scheme is eligible for the permanent employees.
- c. Bonus:** In Each Eid, employees are given festival Bonus equivalent to one month's basic salary.
- d. Maternity Leave:** Female employees are eligible for maternity leave as per Government Rules.
- e. Annual Best Officer Prize:** For encouraging the employees to be good and efficient officers the company gives Annual Best Officer's Prize.
- f. Cash Incentives to the Successful Marketing Officers:** SKICL holds Annual Business Conference where company provides cash incentives to the successful Marketing Officers in the conference.
- g. Workers' Profit Participation & Welfare Fund:** In accordance with the section 234(1)(b) of Bangladesh Labor Act 2006 (Amendment in 2013) and Bangladesh Labor Rules (Amendment in 2015), within 9 (Nine) months of the close of every financial year, 5% of profit before tax of the financial year/period shall be transferred to Participation Fund, Welfare Fund and Workers Welfare Foundation Fund established under section 14 of the Bangladesh Workers Welfare Foundation Act 2006 at the proportion of 80: 10: 10 respectively.

To establish this fund, the Company set up a Trust by creating a Deed of Trust. It was established on 1st January 2020 under the Trust Act 1882. The management of Trustee Board prepares separate books of accounts for the Workers' Participation Fund and Workers' Welfare Fund as per requirements of the Deed of Trust and Rules.

(m) Break down of all expenses related to the public issue;

Particulars	Basis of Calculation	Amount in BDT	
A. Bangladesh Securities & Exchange Commission (BSEC) Fees:			690,000
Application Fee	Fixed	50,000	
Consent Fee	0.40% on the IPO amount	640,000	
B. Fees related to listing with the Stock Exchanges:			2,300,000
Prospectus Submission Fee to DSE & CSE	BDT 50,000 each	100,000	
Initial Listing Fee to DSE & CSE	0.25% up to BDT 10 crore Paid-up Capital	500,000	
	0.15% on the rest of Paid-up Capital (Fees will be minimum BDT 50,000 and maximum BDT 10,000,000 for each exchanges)	900,000	
Annual Listing Fee for DSE & CSE	0.05% on BDT 100 Crore	400,000	
	0.02% on the rest of Paid-up Capital (Total listing fee shall be minimum BDT 50,000 and maximum BDT 600,000 for each of the exchanges)	-	
Data Transmission Fee for DSE & CSE	Fixed	400,000	
C. CDBL Fees and Expenses:			668,500
Security Fee	Fixed	500,000	
Documentation Fee	Fixed	2,500	
Annual Fee	Fixed	100,000	
Connection Fee (1 year)	Tk. 500 Per Month	6,000	
Initial Public Offering Fee	0.015% of issue size + 0.015% of Pre-IPO paid up capital	60,000	
D. Manager to the Issue Fees:			1,150,000
Issue Management Fee	Lump-Sum	1,000,000	
VAT on Issue Management Fee	15% on the total Issue Management Fee	150,000	
E. IPO related Fees:			577,600
Underwriting Commission	Commission 0.50% on underwritten amount	224,000	
VAT on Underwriting Commission	15% on the total Underwriting Commission	33,600	
Auditor Certification Fees	Negotiable	300,000	
F. Printing & Post-IPO Expenses:			5,633,900
Publication of Prospectus	Estimated 3000+ copies (To be paid at actual)	800,000	
Publication of Abridged Version of Prospectus and Notice in 4 National dailies	(Estimated; to be paid at actual)	900,000	
Notice for prospectus, Lottery, Refund etc. in 4 National dailies	(Estimated; to be paid at actual)	300,000	
Data processing for Genarel public (RB & NRB) and Share Software Charge	(Estimated; to be paid at actual)	1,000,000	
Data Processing for EIs and Share Software Charge	(Estimated; to be paid at actual)	2,000,000	
Courier Expense	(Estimated; to be paid at actual)	300,000	
Stationery and Other Expenses	(Estimated; to be paid at actual)	333,900	
Grand Total			11,000,000
NB: Actual costs may vary if above mentioned estimates differ and will be adjusted accordingly.			

- (n) If the issuer has revalued any of its assets, the name, qualification and experiences of the valuer and the reason for the revaluation, showing the value of the assets prior to the revaluation separately for each asset revalued in a manner which shall facilitate comparison between the historical value and the amount after revaluation and giving a summary of the valuation report along with basis of pricing and certificates required under the revaluation guideline of the Commission;**

SKICL has not revalued any asset thus far. As such it is not applicable for the company.

- (o) Where the issuer is a holding/subsidiary company, full disclosure about the transactions, including its nature and amount, between the issuer and its subsidiary or holding company, including transactions which had taken place within the last five years of the issuance of the prospectus or since the date of incorporation of the issuer, whichever is later, clearly indicating whether the issuer is a debtor or a creditor;**

Not applicable in case of Sena Kalyan Insurance Company Limited, as the company is neither a holding nor a subsidiary company.

- (p) Financial Information of Group Companies under common ownership by more than 50%: following information for the last three years based on the audited financial statements, in respect of all the group companies of the issuer, wherever applicable, along with significant notes of auditors:**

The issuer company is not a concern of any Group of Companies.

- (q) Where the issuer is a banking company, insurance company, non-banking financial institution or any other company which is regulated and licensed by another primary regulator, a declaration by the board of directors shall be included in the prospectus stating that all requirements of the relevant laws and regulatory requirements of its primary regulator have been adhered to by the issuer;

Declaration for Insurance Company

We hereby declare that all requirements of the Insurance Act, 2010 as amended and all regulatory requirements by IDRA (Insurance Development and Regulatory Authority) have been adhered to by the Sena Kalyan Insurance Company Limited.

Sd/-
**Maj Gen Mohammed Saidul
Islam, ndc, psc**

Chairman
(Represented by SKS)

Sd/-
**Brig Gen Md Shafique
Shamim, psc (Retd), CII
(Cert)**

Managing Director & CEO

Sd/-
**Air Cdre M Moyeenuddin,
ndc, afwc, psc**

Director
(Represented by SKS)

Sd/-
**Brig Gen Mirza Md Enamul
Haque, ndc**

Director
(Represented by SKS)

Sd/-
**Brig Gen M A Mohy, psc,
PEng**

Director
(Represented by SKS)

Sd/-
**Brig Gen Md Mustafa Kamal,
SGP**

Director
(Represented by SKS)

Sd/-
**Brig Gen Md Jamal Hossain,
ndc, afwc, psc**

Director
(Represented by SKS)

Sd/-
**Brig Gen Md Shaheen Iqbal,
afwc, psc**

Director
(Represented by SKS)

Sd/-
M.M Mostafa Bilal

Independent Director

Sd/-
Ahamed Ihteyaz Thamid

Independent Director

Place: Dhaka

Date: April 25, 2021

Sena Kalyan Insurance Company Ltd.

- (r) A report from the auditors regarding any allotment of shares to any person for any consideration otherwise than cash along with relationship of that person with the issuer and rationale of issue price of the shares;

Auditor's certificate regarding any allotment of shares to any person for any consideration otherwise than cash along with relationship of that person with the Issuer and rationale of issue price of the shares

This is to certify that the paid-up capital of Sena Kalyan Insurance Company Limited as on 31 December 2020 was Tk. 240,000,000 divided into 24,000,000 Ordinary Shares of BDT 10.00 each. Details are as follows:

Particulars of Allotment

The Capital structure of Sena Kalyan Insurance Company Limited as on 31 December 2020 was as follows:

Particulars	Number of Shares	Face Value	Amount in BDT
Authorized Capital	100,000,000	10	1,000,000,000

Issued, Subscribed and Paid up Capital

Allotments	Date of Allotment	No. of Shares			Face Value of Share (Tk.)	Paid-up Capital
		Consideration in Cash	Consideration other than in cash	Bonus Shares		
First (As per Memorandum & Articles of Association at the time on Incorporation)	03 September 2013	24,000,000	-	-	10	240,000,000
Total						240,000,000

The above information is based on books and records provided us by the management.

Place: Dhaka
Date: 24 April 2021

Sd/-
Mahfel Huq & Co.,
Chartered Accountants

- (s) **Any material information, which is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the public;**

There is no material information, which is likely to have an impact on the offering or change the terms and conditions under which this offer has been made to the public.

- (t) **Business strategies and future plans - projected financial statements shall be required only for companies not started commercial operation yet and authenticated by Chairman, two Directors, Managing Director, CFO, and Company Secretary;**

Business Strategies: The company emphasizes on creating a quality administrative, organizational, and operational platform to practice good insurance business. Every personnel have a good idea of the decisions and actions for which he or she is responsible. Important information about the competitive environment gets to head office quickly.

Additionally, SKICL has integrated following supplementary strategies to maximize the service delivery:

- Emphasize service and support
- Build a partnership business based on account selling
- Target small, non-franchise business that does not have access to group insurance plans.

The regular business operation is done complying regulator's guidelines and compliances, Information flows freely across organizational boundaries. SKICL strives for making clients permanent.

Future Plans:

- Striving for making clients (policy holders) permanent;
- Setting up of work program for sustainable development of the Company;
- To be trusted insurer in insurance business;
- To acquire large market share in insurance business;

Projected Financial Statements: The company has started its commercial operations on September 03, 2013; therefore, such information is not applicable for Sena Kalyan Insurance Company Limited.

- (u) **Discussion on the results of operations shall inter-alia contain the following:**

- (1) **A summary of the past financial results after adjustments as given in the auditor's report containing significant items of income and expenditure;**

Particular	31 Dec 20	31 Dec 19	31 Dec 18	31 Dec 17	31 Dec 16
Current Assets	82,322,207	62,504,387	53,599,503	42,558,920	26,351,259
Current Liabilities	444,870,395	286,078,235	471,369,314	428,990,107	372,024,620
Non- Current Assets	102,472,972	53,197,118	48,745,059	50,200,602	49,496,325
Revenue (Gross Premium)	580,522,233	576,092,516	363,870,416	262,822,402	203,969,657

Gross Profit (Underwriting Profit)	66,824,517	75,490,878	10,871,916	36,014,578	27,940,203
Net Profit Before Tax	114,225,641	118,578,090	39,293,487	57,574,495	44,493,336
Net Profit after Tax	94,275,660	98,284,035	37,846,671	51,387,907	36,406,977
NAV per share	21.09	18.10	14.55	13.72	12.08
Earnings per Share	3.93	4.10	1.58	2.14	1.52

(2) A summary of major items of income and expenditure;

Major items of income:

Particular	31 Dec 20	31 Dec 19	31 Dec 18	31 Dec 17	31 Dec 16
Revenue (Gross Premium)	580,522,233	576,092,516	363,870,416	262,822,402	203,969,657
Gross Profit (Underwriting Profit)	66,824,517	75,490,878	10,871,916	36,014,578	27,940,203
Other Income	58,223,649	47,244,807	33,810,696	27,889,768	23,492,347

Major items of Expenditure:

Particular	31 Dec 20	31 Dec 19	31 Dec 18	31 Dec 17	31 Dec 16
Management/ Operating Expense	83,752,829	77,070,301	64,102,996	69,384,015	67,089,221
General & Administrative Expenses	5,111,243	4,157,595	5,389,124	6,329,851	6,939,214

(3) The income and sales on account of major products or services;

Particular	31 Dec 20	31 Dec 19	31 Dec 18	31 Dec 17	31 Dec 16
Fire	125,269,399	116,389,914	76,324,181	58,509,397	45,229,545
Marine Cargo	84,097,831	54,629,033	63,685,925	41,905,197	52,515,793
Marine Hull	9,969,045	5,187,651	6,778,182	5,637,060	3,737,868
Motor	52,933,570	56,430,973	21,871,986	21,225,131	19,210,042
Miscellaneous	308,252,388	343,454,945	195,210,142	135,545,617	83,276,409

(4) In case, other income constitutes more than 10% of the total income, the breakup of the same along with the nature of the income, i.e., recurring or non-recurring;

The other income of SKICL do not constitutes more than 10% of the total income of the company; not applicable for SKICL.

- (5) If a material part of the income is dependent upon a single customer or a few major customers, disclosure of this fact along with relevant data. Similarly if any foreign customer constitutes a significant portion of the issuer's business, disclosure of the fact along with its impact on the business considering exchange rate fluctuations;**

The material part of the income of SKICL is not dependent upon a single customer or a few major customers. Moreover, the foreign customer of SKICL do not constitute a significant portion of the company's business.

- (6) In case the issuer has followed any unorthodox procedure for recording sales and revenues, its impact shall be analyzed and disclosed.**

The issuer has not followed any unorthodox procedure for recording sales and revenues.

(v) Comparison of recent financial year with the previous financial years on the major heads of the profit and loss statement, including an analysis of reasons for the changes in significant items of income and expenditure, inter-alia, containing the following:

Particular	31 Dec 20	% Change	31 Dec 19	% Change	31 Dec 18	% Change	31 Dec 17	% Change	31 Dec 16
Revenue (Gross Premium)	580,522,233	0.77%	576,092,516	58.32%	363,870,416	38.45%	262,822,402	28.85%	203,969,657
Gross Profit (Underwriting Profit)	66,824,518	(11.48%)	75,490,878	594.37%	10,871,916	(69.81%)	36,014,578	28.90%	27,940,203
Interest, Dividend & Other Income	58,223,649	23.24%	47,244,807	39.73%	33,810,696	21.23%	27,889,768	18.72%	23,492,347
Management/ Operating Expense	83,752,829	8.67%	77,070,301	20.23%	64,102,996	(7.61%)	69,384,015	3.42%	67,089,221
Depreciation and Amortization expense	2,538,305	(6.85%)	2,724,901	(29.86%)	3,884,900	(12.88%)	4,459,176	(13.68%)	5,166,145
General & Administrative Expenses	5,111,243	22.94%	4,157,595	(22.85%)	5,389,124	(14.86%)	6,329,851	(8.78%)	6,939,214
Financial Expenses	-	-	-	-	-	-	-	-	-
Profit before Tax	114,225,641	(3.67%)	118,578,090	201.78%	39,293,487	(31.75%)	57,574,495	29.40%	44,493,336
Net Profit after Tax	94,275,660	(4.07%)	98,284,035	159.68%	37,846,671	(26.35%)	51,387,907	41.15%	36,406,977
EPS (Basic)	3.93	(3.79%)	4.10	166.21%	1.58	(22.96%)	2.14	30.20%	1.52
EPS (Diluted)	3.93	(3.79%)	4.10	166.21%	1.58	(22.96%)	2.14	30.20%	1.52

- **Causes for Changes in Revenue (Gross Premium):** As it can be observed from the above table, Premium income has increased due to better management of business and other operations during the year. Also, the company could employ efficient marketing strategy to increase its premium income.
- **Causes for Changes in Gross Profit (Underwriting Profit):** Underwriting Profit is showing a decreasing trend due to arrival of some new general insurance companies in the market and macro-economic scenario of Bangladesh.
- **Causes for Changes in Interest, Dividend & Other Income:** The trend in this segment of income is overall positive due to efficient management of investment.
- **Causes for Changes in expenses:**

Management/Operating Expense: The operating expense of the company increased in 2019 than previous years because of increase of salary & other allowances and other administrative expenses in line with the increase of sales.

Depreciation and Amortization expense: The Depreciation and Amortization expense of the company is in decreasing trend as it has not made significant capital expenditure over the years..

General & Administrative Expenses: The General & Administrative expense of the company increased in 2020 than previous years because of increase in administrative expenses in line with the increase of sales.

Financial Expenses: The company has no debt. As a result, there is no financial expenses.

- **Causes for Changes in Profit before Tax & Net Profit after Tax:** Although the insurance premium of the company has increased but the marketing and others expenditures have increased in order to cope up with the market. The market developing expenses of the company have increased as well. Moreover, there is a significant impact of the inflation on the expenses can be observed as well. However, the management has taken all steps to increase its premium income this year. New marketing peoples have been recruited and new motivation package has also been declared for increase of premium income.
- **Causes for Changes in EPS:** EPS is slightly decreased compared to previous years. Yet it is satisfactory relative to the industry benchmarks.

(1) Unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.

There is no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.

(2) Significant economic changes that materially affect or are likely to affect income from continuing operations;

There have been no significant economic changes that materially affect or are likely to affect income from continuing operations.

(3) Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations;

Other than the matters as described in the “Risk Factors” and “Plan of operation and discussion of Financial Conditions” of this prospectus; there are no known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

(4) Future changes in relationship between costs and revenues, in case of events such as future increase in labor or material costs or prices that will cause a material change are known;

Any event such as future increase in labor or material costs or prices will not cause material changes as the revenue is also expected to increase in the normal course of business.

(5) The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices;

Apart from normal course of operation in SKICL’s insurance business; there are no material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.

(6) Total turnover of each major industry segment in which the issuer operated;

SKICL conducts business in Non-life Insurance Industry. The turnover of this sector is Gross Premium income. According to Bangladesh Insurance Association the total turnover of non-life private insurance companies is as follows:

Total Turnover of Non-life Insurance Industry	
Year	Gross Premium (BDT in Billion)
2019	30.81
2018	20.33
2017	29.61
2016	27.63
2015	24.10

Source: www.bia-bd.com

(7) Status of any publicly announced new products or business segment;

There are no publicly announced new products of business segment of SKICL.

(8) The extent to which the business is seasonal.

The business of SKICL does not depend on any seasonal aspects.

(w) Defaults or rescheduling of borrowings with financial situations/ banks, conversion of loans into equity along with reasons thereof, lock out, strikes and reasons for the same etc. during the history of operation of the company;

The company neither rescheduling its borrowings with financial institutions/banks nor converted any loan into equity. Moreover, the company never experienced with any lock-out and strike, from its inception.

(x) Details regarding the changes in the activities of the issuer during the last five years which may had a material effect on the profits/loss, including discontinuance of lines of business, loss of agencies or markets and similar factors;

There were no changes in the activities of the Company during the last five years by which material effect on the profits/loss, including discontinuance of lines of business, loss of agencies or markets and similar factors.

(y) Injunction or restraining order, if any, with possible implications;

There was no injunction or restraining order.

(z) Technology, market, managerial competence and capacity built-up;

The company maintains up to date technology at their head office and branch offices. It thrives to improve the managerial competence and capacity in line with the market demand.

(aa) Changes in accounting policies in the last three years;

There were no such changes in accounting policies in the last three years for SKICL.

(bb) **Significant developments subsequent to the last financial year: A statement by the directors whether in their opinion there have arisen any circumstances since the date of the last financial statements as disclosed in the red-herring prospectus or prospectus or information memorandum and which materially and adversely affect or is likely to affect the trading or profitability of the issuer, or the value of its assets, or its ability to pay its liabilities within the next twelve months;**

There were no significant developments subsequent to the last financial year.

DECLARATION REGARDING SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR DECEMBER 31, 2020

This is to declare that there were no circumstances arisen since the date of the last financial statements as disclosed in the prospectus and which materially and adversely affect or is likely to affect the trading or profitability of the issuer or the value of its assets, or its ability to pay it liabilities within the next twelve months.

Sd/-
Maj Gen Mohammed Saidul Islam, ndc, psc
Chairman
(Represented by SKS)

Sd/-
Brig Gen Md Shafique Shamim, psc (Retd), CII (Cert)
Managing Director & CEO

Sd/-
Air Cdre M Moyeenuddin, ndc, afwc, psc
Director
(Represented by SKS)

Sd/-
Brig Gen Mirza Md Enamul Haque, ndc
Director
(Represented by SKS)

Sd/-
Brig Gen M A Mohy, psc, PEng
Director
(Represented by SKS)

Sd/-
Brig Gen Md Mustafa Kamal, SGP
Director
(Represented by SKS)

Sd/-
Brig Gen Md Jamal Hossain, ndc, afwc, psc
Director
(Represented by SKS)

Sd/-
Brig Gen Md Shaheen Iqbal, afwc, psc
Director
(Represented by SKS)

Sd/-
M.M Mostafa Bilal
Independent Director

Sd/-
Ahamed Ihteyaz Thamid
Independent Director

Place: Dhaka

Date: April 24, 2021

- (cc) If any quarter of the financial year of the issuer ends after the period ended in the audited financial statements as disclosed in the prospectus or information memorandum, unaudited financial statements for each of the said quarters duly authenticated by the CEO and CFO of the issuer or information memorandum, unaudited financial statements for each of the said quarters duly authenticated by the CEO and CFO of the issuer;**

There is no required at the moment.

- (dd) Factors that may affect the results of operations.**

There is no such factor that may affect the results of operations.

SECTION (VII)
(B)(6)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SECTION CONTENTS	
(a)	Overview of business and strategies;
(b)	Strengths, Weaknesses, Opportunities, and Threats (SWOT) analysis;
(c)	Analysis of the financial statements of last five years;
(d)	Known trends demands, commitments, events or uncertainties that are likely to have an effect on the company's business;
(e)	Trends or expected fluctuations in liquidity;
(f)	Off-balance sheet arrangements those have or likely to have a current or future effect on financial condition;

Overview of business and strategies;

(B)(6)(a)

Overview of Business:

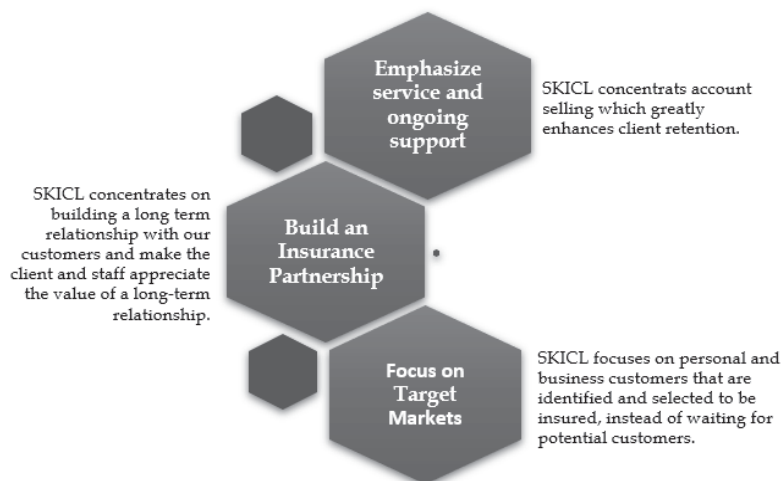
Sena Kalyan Insurance Company Limited (SKICL) is the most vibrant concern of Sena Kalyan Sangstha (SKS) of Bangladesh Armed Forces. It has come into existence in 2013 with a view to provide innovative products and customer friendly services through a highly motivated team of dedicated professionals. Within a short span of time, SKICL has gained the confidence of partners and been able to establish a strong foothold in Bangladesh Insurance Industry and thereby securing a considerable market share in non-life/general insurance sector.

Sena Kalyan Insurance Company Limited was incorporated as a Public Limited Company by shares under the Companies Act, 1994 having registered office in Bangladesh on 3rd September, 2013 and obtained permission for commencement of insurance business from the Insurance Development & Regulatory Authority (IDRA), Government of the Peoples Republic of Bangladesh, with effect from 10th September, 2013 for carrying out general insurance business. The Head office and the registered office of the Company is at SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh.

Sena Kalyan Insurance Company Limited is a subsidiary Company of Sena Kalyan Sangstha (SKS) that holds 23,999,994 shares out of 24,000,000 shares of the Company and the balance 6 (Six) shares are held by 6 (six) individuals, each holding 1 (one) share of taka 10 each fully paid up.

Overview of Strategies:

The company emphasizes on creating a quality administrative, organizational, and operational platform to practice good insurance business. Every personnel have a good idea of the decisions and actions for which he or she is responsible. Important information about the competitive environment gets to head office quickly. Following flow-chart illustrates the company’s core business strategy.



Sena Kalyan Insurance Company Ltd.

Additionally, SKICL has integrated following supplementary strategies to maximize the service delivery:

- (i) Emphasize service and support
- (ii) Build a partnership business based on account selling
- (iii) Target small, non-franchise business that does not have access to group insurance plans.

The regular business operation is done complying regulator's guidelines and compliances, Information flows freely across organizational boundaries. SKICL strives for making clients permanent.

Strengths, Weaknesses, Opportunities, and Threats (SWOT) analysis;

(B)(6)(b)

Strengths	Weaknesses
<ul style="list-style-type: none">▪ Highly efficient management team▪ Skilled and dedicated staffs▪ Various ranges of services▪ Operates business through complying regulator's guidelines and compliances properly	<ul style="list-style-type: none">▪ Weak marketing▪ Availability of public information is not sufficient▪ Low market share▪ Slim profit margin
Opportunities	Threats
<ul style="list-style-type: none">▪ Expansion and development of the market▪ Diversification of services▪ Utilizing IT-driven practices▪ Adoption of reforming measures by the regulator for the development.	<ul style="list-style-type: none">▪ Highly competitive market▪ Threats of new entrants▪ Growing competitive pressure▪ Changing of stake holders needs and demand of services▪ Lack of public confidence on this sector

Analysis of the financial statements of last five years with reason(s) of fluctuating revenue/sales, other income, total income, cost of material, finance cost, depreciation and amortization expense, other expense; changes of inventories, net profit before & after tax, EPS etc; (B)(6)(c)

Particular	31 Dec 20	% Change	31 Dec 19	% Change	31 Dec 18	% Change	31 Dec 17	% Change	31 Dec 16
Revenue (Gross Premium)	580,522,233	0.77%	576,092,516	58.32%	363,870,416	38.45%	262,822,402	28.85%	203,969,657
Gross Profit (Underwriting Profit)	66,824,518	(11.48%)	75,490,878	594.37%	10,871,916	(69.81%)	36,014,578	28.90%	27,940,203
Interest, Dividend & Other Income	58,223,649	23.24%	47,244,807	39.73%	33,810,696	21.23%	27,889,768	18.72%	23,492,347
Management/ Operating Expense	83,752,829	8.67%	77,070,301	20.23%	64,102,996	(7.61%)	69,384,015	3.42%	67,089,221
Depreciation and Amortization expense	2,538,305	(6.85%)	2,724,901	(29.86%)	3,884,900	(12.88%)	4,459,176	(13.68%)	5,166,145
General & Administrative Expenses	5,111,243	22.94%	4,157,595	(22.85%)	5,389,124	(14.86%)	6,329,851	(8.78%)	6,939,214
Financial Expenses	-	-	-	-	-	-	-	-	-
Profit before Tax	114,225,642	(3.67%)	118,578,090	201.78%	39,293,487	(31.75%)	57,574,495	29.40%	44,493,336
Net Profit after Tax	94,275,660	(4.07%)	98,279,725	159.68%	37,846,671	(26.35%)	51,387,907	41.15%	36,406,977
EPS (Basic)	3.93	(3.79%)	4.10	166.21%	1.58	(22.96%)	2.14	30.20%	1.52
EPS (Diluted)	3.93	(3.79%)	4.10	166.21%	1.58	(22.96%)	2.14	30.20%	1.52

- **Causes for Changes in Revenue (Gross Premium):** As it can be observed from the above table, Premium income has increased due to better management of business and other operations during the year. Also, the company could employ efficient marketing strategy to increase its premium income.
- **Causes for Changes in Gross Profit (Underwriting Profit):** Underwriting Profit is showing a decreasing trend due to arrival of some new general insurance companies in the market and macro-economic scenario of Bangladesh.
- **Causes for Changes in Interest, Dividend & Other Income:** The trend in this segment of income is overall positive due to efficient management of investment.
- **Causes for Changes in expenses:**
 - Management/Operating Expense:** The operating expense of the company increased in 2019 than previous years because of increase of salary & other allowances and other administrative expenses in line with the increase of sales.
 - Depreciation and Amortization expense:** The Depreciation and Amortization expense of the company is in decreasing trend as it has not made significant capital expenditure over the years..
 - General & Administrative Expenses:** The General & Administrative expense of the company increased in 2020 than previous years because of increase in administrative expenses in line with the increase of sales.
 - Financial Expenses:** The company has no debt. As a result, there is no financial expenses.
- **Causes for Changes in Profit before Tax & Net Profit after Tax:** Although the insurance premium of the company has increased but the marketing and others expenditures have increased in order to cope up with the market. The market developing expenses of the company have increased as well. Moreover, there is a significant impact of the inflation on the expenses can be observed as well. However, the management has taken all steps to increase its premium income this year. New marketing peoples have been recruited and new motivation package has also been declared for increase of premium income.
- **Causes for Changes in EPS:** EPS is slightly decreased compared to previous years. Yet it is satisfactory relative to the industry benchmarks.

Known trends, demands, commitments, events or uncertainties that are likely to have an effect on the company's business;

(B)(6)(d)

There is no such known trends, demands, commitments, events, or uncertainties that are likely to have an effect on the company's business. However, the business may have following uncertainties- natural disaster, and political unrest, increased competition etc.

Trends or expected fluctuations in liquidity;	(B)(6)(e)
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There are no such trends or expected fluctuations in liquidity for SKICL.

Off-balance sheet arrangements those have or likely to have a current or future effect on financial condition;	(B)(6)(f)
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There are no off-balance sheet arrangements those have or likely to have a current or future effect on financial condition.

DIRECTORS AND OFFICERS

SECTION CONTENTS	
(a)	Name, father's name, age, residential address, educational qualification, experience and position of each of the directors of the company and any person nominated or represented to be a director
(b)	The date on which he first became a director and the date on which his current term of office shall expire
(c)	Directors having any type of interest in other businesses, names and types of business of such organizations
(d)	Statement of the directors of the issuer if any of them are associated with the securities market in any manner.
(e)	Family relationship (father, mother, spouse, brother, sister, son, daughter, spouse's father, spouse's mother, spouse's brother, spouse's sister) among the directors and top five officers
(f)	A very brief description of other businesses of the directors
(g)	Short bio-data of each director
(h)	Loan status of the issuer, its directors and shareholders who hold 10% or more shares in the paid-up capital of the issuer in terms of the CIB Report of Bangladesh Bank;
(i)	Name with position, educational qualification, age, date of joining in the company, overall experience (in year), previous employment, salary paid for the financial year of the Chief Executive Officer, Managing Director, Chief Financial Officer, Company Secretary, Advisers, Consultants and all Departmental Heads
(j)	Changes in the key management persons during the last three years
(k)	A profile of the sponsors including their names, father's names, age, personal addresses, educational qualifications, and experiences in the business, positions/posts held in the past, directorship held, other ventures of each sponsor and present position
(l)	If the present directors are not the sponsors and control of the issuer was acquired within five years immediately preceding the date of filing prospectus details regarding the acquisition of control, date of acquisition, terms of acquisition, consideration paid for such acquisition etc.
(m)	If the sponsors or directors do not have experience in the proposed line of business, the fact explaining how the proposed activities would be carried out or managed
(n)	Interest of the key management persons
(o)	All interests and facilities enjoyed by a director, whether pecuniary or non-pecuniary
(p)	Number of shares held and percentage of share holding (pre issue)
(q)	Change in board of directors during last three years
(r)	Director's engagement with similar business

Name, father's name, age, residential address, educational qualification, experience and position of each of the directors of the company and any person nominated or represented to be a director (B)(7)(a)

Name	Father's Name	Age	Residential Address	Educational Qualification	Experience	Position
1. Maj Gen Mohammed Saitul Islam, ndc, psc	Late Harun Or Rashid	52 Years	House#30, Road#07, Block#C, Section-12, Mirpur police Complex, Mirpur, Dhaka.	Masters of Defense Studies (MDS)	31 Years	Chairman (Nominated by SKS)
2. Air Cdre M Moyeenuddin, ndc, afwc, psc	Late Rahen Ali	55 Years	504, Neel Abanee, BAF Officers Quarter, Old Airport Road, Tejgaon, Dhaka.	Masters of Defense Studies (MDS)	35 Years	Director (Nominated by SKS)
3. Brig Gen Mirza Md Enamul Haque, ndc	Mirza Md Younus Ali	53 Years	Vill : Baliadungi, P.O: Dublia, P.S: Pabna Sadar, Dist: Pabna	MBA – Major in HRM	33 Years	Director (Nominated by SKS)
4. Brig Gen M A Mohy, psc, PEng	Late M.A Chowdhury	53 Years	Vill- Kancher Kole, P.O- Kancher Kole, P.S -Shoilokupa, Dist - Jinaidha	M.Sc. Engg (Geotechnical) BUET	34 Years	Director (Nominated by SKS)
5. Brig Gen Md Mustafa Kamal, SGP	Sohrab Ahmed	50 Years	Vill: Khararia West Para, Post: Khararia Bazar, Kalia, Narail	M.Sc (ICT)	31 Years	Director (Nominated by SKS)

6. Brig Gen Md Jamal Hossain, ndc, afwc, psc	Late Md Abdul Khaleque	51 Years	Sonaimuri, Sonaimuri Bazar, Barura, Comilla	Phd (Fellow), MSS (Strategy and Development)	29 Years	Director (Nominated by SKS)
7. Brig Gen Md Shaheen Iqbal, afwc, psc	Late Anwarul Hakim	49 Years	House: 82/Ka, Janata Road, Middle Pirerbug, Mirpur, Dhaka-1216	M Phil (Part I), Masters of Defense Studies (MDS)	30 Years	Director (Nominated by SKS)
8. Brig Gen Md Shaifque Shamim, psc (Retd), CII (Cert)	Late Lutfar Rahman	55 Years	Abakash, Aladatpur, Narail, Narail Sadar, Narail, PO: 7500	Masters of Defense Studies, MBA – Major in HRM & CII (Cert) Chartered Insurance Institute	34 Years	Managing Director & CEO
9. M.M Mostafa Bilal	A. K. Fazlul Haque	52 Years	Flat # NE-2, House # 1, Abbas Garden, Dhaka Cantonment, Tejgaon, Dhaka, Bangladesh.	MBA – Major in Finance Institute of Business Administration (IBA) University of Dhaka, Dhaka, Bangladesh.	25 Years	Independent Director
10. Ahamed Inteyaz Thamid	Borhan Uddin Ahmed	27 Years	House-18, Road-3, Sector-6, Uttara Dhaka-1230, Bangladesh.	Bachelor of Laws (LL.B. Honours) University of London	7 Years	Independent Director

The date on which he first became a director and the date on which his current term of office shall expire

(B)(7)(b)

Name	Position	Date of becoming Director for the first time	Date of Expiration of Current Term
Maj Gen Mohammed Saidul Islam, ndc, psc	Chairman (Nominated by SKS)	09/09/2020	Next AGM
Brig Gen Md Shafique Shamim, psc (Retd)	Managing Director & CEO	05/04/2017	Next AGM
Air Cdre M Moyeenuddin, ndc, afwc, psc	Director (Nominated by SKS)	10/07/2019	Next AGM
Brig Gen Mirza Md Enamul Haque, ndc	Director (Nominated by SKS)	23/08/2020	Next AGM
Brig Gen M A Mohy, psc, PEng	Director (Nominated by SKS)	23/08/2020	Next AGM
Brig Gen Md Mustafa Kamal, SGP	Director (Nominated by SKS)	15/07/2020	Next AGM
Brig Gen Md Jamal Hossain, ndc, afwc, psc	Director (Nominated by SKS)	23/08/2020	Next AGM
Brig Gen Md Shaheen Iqbal, afwc, psc	Director (Nominated by SKS)	15/07/2020	Next AGM
M.M Mostafa Bilal	Independent Director	09/09/2020	Next AGM
Ahamed Ihteyaz Thamid	Independent Director	09/09/2020	Next AGM

If any Directors having any type of interest in other businesses, names and types of business of such organizations

(B)(7)(c)

Name of the Director	Businesses	Type
Maj Gen Mohammed Saidul Islam, ndc, psc	Sena Kalyan Sangstha (SKS) - Chairman	Welfare Trust
Air Cdre M Moyeenuddin, ndc, afwc, psc	Sena Kalyan Sangstha (SKS) - Vice Chairman & DG, Welfare Division	Welfare Trust
Brig Gen Mirza Md Enamul Haque, ndc	Sena Kalyan Sangstha (SKS) - Director & DG, HR Division	Welfare Trust
Brig Gen M A Mohy, psc, PEng	Sena Kalyan Sangstha (SKS) - Director & DG, Business Division, Real Estate Division	Welfare Trust
Brig Gen Md Mustafa Kamal, SGP	Sena Kalyan Sangstha (SKS) - Director & DG, Business Division-1	Welfare Trust
Brig Gen Md Jamal Hossain, ndc, afwc, psc	Sena Kalyan Sangstha (SKS) - Director & DG, Business Division-6	Welfare Trust
Brig Gen Md Shaheen Iqbal, afwc, psc	Sena Kalyan Sangstha (SKS) - Director & DG, Business Division-5	Welfare Trust

Sena Kalyan Insurance Company Ltd.

M.M Mostafa Bilal	The UAE-Bangladesh Investment Company Limited - Deputy Managing Director	Finance & Investment Company
Ahamed Ihteyaz Thamid	Legal Edge - Associate H & H Eastern Agro Fisheries Limited - Chairman and Managing Director	Law Firm Agro Business

Statement of the directors of the issuer if any of them are associated with the securities market in any manner. If any director of the Issuer Company is also a director of any issuer of other listed securities during last three years then dividend payment history and market performance of that issuer; (B)(7)(d)

No directors of SKICL are associated with the securities market in any manner.

Family relationship (father, mother, spouse, brother, sister, son, daughter, spouse's father, spouse's mother, spouse's brother, spouse' sister) among the directors and top five officers (B)(7)(e)

There are no family relationships among the directors. Likewise, there are no family relationships between the directors and top five officers.

A very brief description of other businesses of the directors (B)(7)(f)

Sl.	Name of the Directors	Name of the Concern	Nature of Business	Year of Establishment
1.	Ahamed Ihteyaz Thamid	H & H Eastern Agro Fisheries Limited - Chairman and Managing Director	Agro Business	1995
2.	M. M. Mostafa Bilal	The UAE-Bangladesh Investment Company Limited - Deputy Managing Director	Finance & Investment Company	2004

Short bio-data of each director**(B)(7)(g)**

Sena Kalyan Sangstha (SKS)
Sponsor, Director & Shareholder

Sena Kalyan Sangstha (SKS) started its journey as Post War Services Reconstruction Fund. It is raised out of funds built up during World War-II by the Government contributing taka two for each Combatant Soldier per month. The money was to be spent on their rehabilitation in civil life when they would be demobilized after the War. After the Indo-Pak partition it was renamed as Fauji Foundation. The then East Pakistan's share amounted to Tk. 52.22 lac. Out of this amount the Government spent Tk. 3.50 lacs on a building in Motijheel Commercial Area in Dhaka and sum of Tk. 1.50 lacs was given to Headquarters 14 Division for spending on the rehabilitation of Ex-servicemen. Instead of keeping the remaining fund in banks and in Government Securities it was decided to invest the money in industry, which promised higher returns. Fauji Foundation, East Pakistan made a modest start in the industrial field in mid-sixties. In 1967-68 its industrial investment stood at Tk. 24.00 lacs and in 1969-70 it grew to Tk. 2.40 crores. In 1971 Fauji Foundation investment was limited to Fauji Chatkal at Ghorashal, Dhaka, Fauji Flour Mill at Chittagong, a three storied building on 1.3 bigas of land in Motijheel Commercial Area where the present Sena Kalyan Bhaban has been constructed and shares in Bangladesh Lamps Limited, Bangladesh Electric Industries (Philips) and British American Tobacco (Bangladesh) Company Limited. After the independence of Bangladesh Fauji Foundation emerged as Sena Kalyan Sangstha (SKS). It was officially renamed as Sena Kalyan Sangstha on 01 July 1972. It is a trust devoted to the Welfare of released, retired and discharged personnel of Armed Forces and their dependents who are the citizen of the People's Republic of Bangladesh.

Sena Kalyan Sangstha holds 23,999,994 number of share of Sena Kalyan Insurance Company Limited since its incorporation on 3rd September, 2013 and is represented by-

- Maj Gen Mohammed Saidul Islam, ndc, psc (Chairman, Nominated by SKS)
- Air Cdre M Moyeenuddin, ndc, afwc, psc (Director, Nominated by SKS)
- Brig Gen Mirza Md Enamul Haque, ndc (Director, Nominated by SKS)
- Brig Gen M A Mohy, psc, Peng (Director, Nominated by SKS)
- Brig Gen Md Mustafa Kamal, SGP (Director, Nominated by SKS)
- Brig Gen Md Jamal Hossain, ndc, afwc, psc (Director, Nominated by SKS)
- Brig Gen Md Shaheen Iqbal, afwc, psc (Director, Nominated by SKS)

Maj Gen Mohammed Saidul Islam, ndc, psc
Chairman (Nominated by SKS)

Maj Gen Mohammed Saidul Islam, nde, pse was commissioned in Bangladesh Army on 22 December 1989 in the Corps of Engineers. During his wide range of military carrier, he attended number of courses at home and abroad and achieved outstanding results. Besides military courses, he completed Turkish Language Course and possesses good command over "Turkish Language". He held various command and staff appointments both at home and abroad. Notably, Staff Officer in Military Secretariat Branch in Army Headquarters, Commanding Officer of 11 Border Guard, Project Director in Sena Kalyan Sangstha and Sena Kalyan Construction Development. He also served as Project Director of Identification System for Enhancing Access to Services (IDEA) and Director General National Identity Registration Wing (NIDW) in Bangladesh Election Commission. Presently, he is holding the appointment of Chairman, Sena Kalyan Sangstha/Sena Kalyan Insurance Co Ltd.

He is a graduate of National Defence College (NDC), Defence Service Command and Staff College (DSCSC) and graduate from Bangladesh University of Engineering and Technology (BUET) in Civil Engineering. He participated at United Nations Peace Keeping Operation as Deputy Commander of BANENGR (UNMIL) at Liberia. He also commanded OKP-1 (Operation Kuwait Punorgathon) in Kuwait. Beside Liberia and Kuwait, he also visited number of countries including Turkey, Dubai, China, Egypt, France, Italy, Switzerland, Germany, USA, Saudi Arabia, Malaysia, Thailand, India etc.

In personal life, Maj Gen Saidul Islam, nde, psc, is happily married to Shammy Akter and blessed with three daughters.

Brig Gen Md Shafique Shamim, psc (Retd), CII (Cert)
Managing Director & CEO

Brig Gen Shafique Shamim, psc (Retd), CII (cert), ABIA is the Managing Director/CEO of Sena Kalyan Insurance Co Ltd. After having 27 years of commissioned service in the Army, He retired as a Brigadier General. Brig Shamim Commanded an Infantry Brigade and an Infantry battalion and held important staff appointments at Army and Division Headquarters. He held instructional assignments in significant training and research institutions of the Army including Defence Services Command and Staff College, Mirpur, Dhaka. He has 3 years of experience with the UN in Mozambique, Liberia and West Africa including the appointment of Senior Military Advisor in West Africa. Joined Sena Kalyan Insurance Company Limited as the Deputy Managing Director and Head of Operations on 01 August 2013 and took over the responsibility of the Managing Director and CEO on 10 March 2017. Have acquired required qualifications on Non-Life Insurance including Certificate and Post Graduate Diploma from Bangladesh Insurance Academy and certificate from Chartered Insurance Institute of UK.

He has learnt the application of modern leadership methods through staff motivation and involvement in both decision-making and target-setting. He has special qualification on

Bankers and Aviation insurance from Malaysia. He has achieved success with his impressive strategies and outlook towards insurance sector. Apart from these, Brig Gen Shamim is passionate in his social and communal responsibilities. He is a member of Kurmitola Golf Club, Army Golf Club, Savar and Maynamoti Golf and country club, Dhaka Club, Cadet College Club and RAOWA club.

Air Cdre M Moyeenuddin, ndc, afwc, psc
Director (Nominated by SKS)

Air Commodore M Moyeenuddin, ndc, afwc, psc is the Vice Chairman of Sena Kalyan Insurance Company Ltd., He was commissioned in Bangladesh Air Force in 1985. He held various command and staff appointments both in the field level and at Air Headquarters. He also served as Senior Instructor in Defence Services Command and Staff College, Mirpur. Air Commodore worked as Staff Officer in United Nations Mission Headquarters at Sierra Leone. He also commanded two Air Force contingents respectively in DR Congo and Republic of Mali. Presently, he is holding the appointment of Director General and Head of Welfare Division at Sena Kallyan Sangstha. Air Commodore Moyeen is graduate from National Defence College and Defence Services Command and Staff College, Mirpur. He is a Masters of Defense Studies (MDS). He visited many countries for training and on private ground; like, Turkey, USSR, Sierra Leone, Pakistan, China, Vietnam, KSA, DR Congo, Sreelanka, Ezypt, Germany, Kuawit, Republic of Mali. In personal life, Air Commodore Moyeen is happily married to Mrs Dilruba Nazneen and blessed with two sons.

Brig Gen Mirza Md Enamul Haque, ndc
Director (Nominated by SKS)

Brig Gen Mirza Md Enamul Haque, ndc was commissioned on 26 June 1987 in Corps of Infantry. He commanded an infantry Battalion, a Mechanize Brigade and Station Headquarters. As staff, he served in Brigade Headquarter and Army Headquarter. He was Instructor at Special Warfare Wing of School of Infantry and Tactics. He also served as Additional Project Director of Machine Readable Passport and Director, BMTF. Presently he is serving as Director General, Sena Kalyan Sangstha and also one of the Directors of Sena Kalyan Insurance Company Ltd. He is a Masters of Business Administration (Major in HRM). He participated United Nations Operations in Mozambique and United Nations Iraq-Kuwait Observation Mission.

Brig Gen M A Mohy, psc, PEng
Director (Nominated by SKS)

Brigadier General M A Mohy, psc, PEng was commissioned on 29 June 1986 in Corps of Engineers from Bangladesh Military Academy. He has taken over the charge as DG Real Estate Division of SKS on 31 Jan 2021. He obtained B.Sc in Civil Engineering and M.Sc in Geotechnical Engineering both from BUET. He is also registered as Professional Engineer

Sena Kalyan Insurance Company Ltd.

(PEng) from Bangladesh Professional Engineers Registration Board (BPERB). He served as Additional Director General, Special Works Organization-West, Station Commander, Rangpur and Ramu Station and Project Director of Bangabandhu Complex BMA Bhatary and Chief Engineer of Health Engineering Department under Ministry of Health and Family Welfare. He was Project Director of Utility Shifting of Dhaka Elevated Expressway; He was also Project Director of Radisson Blu Bay View Hotel Chittagong and Radisson Blu Water Garden Hotel Extension Project Dhaka. He is happily married to Sharifa Islam and the couple is blessed with a son and a daughter.

Brig Gen Md Mustafa Kamal, SGP

Director (Nominated by SKS)

Brig Gen Md Mustafa Kalam was commissioned in Bangladesh Army on 21 December 1990 in the Corps of Signals. Being a telecommunication and cyber security expert, he has worked more than three decades in wide variety of professional capacities at home and abroad including three years at United Nations. As Director General (DG) of Bangladesh Telecommunication Regulatory Commission (BTRC), he had significant contribution in shaping telecom and ICT sector of the country. Presently he is working as director general (DG) of a business division and member of board of director at Sena Kalyan Sanstha (SKS). He is a graduate in Electrical and Electronic Engineering (EEE) from BUET and hold master's degree in ICT from BUP. He is an alumni of Harvard X and Digital Frontiers Institute on 'cyber security' and 'mobile money' respectively.

Brig Gen Md Jamal Hossain, ndc, afwc, psc

Director (Nominated by SKS)

Brigadier General Md Jamal Hossain, ndc, afwc, psc is one of the Directors of the company and also the DG, Business Division-6, SKS. He is one of the finest professional officers in Bangladesh Army, with the blend of command, instructional and staff appointments. He possesses strong academic attainments and has undergone many training courses at home and abroad. He served twice under United Nations Banner in Sudan and Congo. His basic military domain is supply chain. Apart from the military domain, he possesses special neck on education. His interests in the field of education are- Moral Education, Communication Skill, Educational Leadership and Research Methodology. He is undergoing PhD on Moral Education under BUP. He is a seasoned orator and has number of publications in his credit. He is happily married and father of two daughters.

Brig Gen Md Shaheen Iqbal, afwc, psc

Director (Nominated by SKS)

Brig Gen Md Shaheen Iqbal, afwc, psc, was commissioned in the Bangladesh Army in 1992. He held various command and staff appointments both at home and abroad. Notably, CO of ST Bn and BSD; Staff Officer as ADST and GSO-2 in AHQ, ARTDOC and DGFI. He also served as CI at ASCC&S. Presently; he is holding the appointment of DG and head of a Business Division at Sena Kalyan Sangstha and also one of the Directors of Sena Kalyan Insurance Company. He is graduate of NDC, DSCSC and Chittagong University. He participated in UN Peace Keeping Operation as Staff Officer in Force Headquarters of UNAMSIL, UNMIS and MONUSCO. He attended number of courses at home and abroad. He also visited number of countries. In personal life, Brig Gen Shaheen is happily married to Israt Zahan and blessed with two sons.

M.M Mostafa Bilal

Independent Director

M.M Mostafa Bilal is an Independent Director of the company and also the Deputy Managing Director of the UAE-Bangladesh Investment Company Ltd. He completed his Masters in Business Administration (Major in Finance) from the Institute of Business Administration from Dhaka University. He has 25 years of working experience and previously worked as Managing Director of Bangladesh Industrial Finance Co Ltd & Bengal Investments Ltd. He has completed training on Branch Management, Credit Risk Management, Venture Financing & Factoring, and Lending Risk Analysis. Apart from these, M.M Mostafa Bilal has obtained the membership of IBA Almuni Association, MBA Club, JEXCA (Jhenidah Ex-cadet's Association).

Ahamed Ihteyaz Thamid

Independent Director

Ahamed Ihteyaz Thamid is an Independent Director of the company and also an associate at the Legal Edge. He completed his Bachelor of Law LLB (Honours) from University of London. After obtaining the LLB (Honours) from the School of Oriental and African Studies (SOAS), he started Bar Professional Training course at the City University, London under Professor Stuart Sime. He was called to the Bar of England and Wales by the Honorable Society of Lincoln's Inn on the Trinity Term (2018). Thereafter he returned to Bangladesh and started working as an associate. He mainly deals with the affairs of banking, insurance, corporate legal affairs etc. He has already established himself as a specialized Corporate Law Practitioner.

Loan status of the issuer, its directors and shareholders who hold 10% or more shares in the paid-up capital of the issuer in terms of the CIB Report of Bangladesh Bank;

(B)(7)(h)

Neither the issuer nor its any of the directors or shareholders holding 10% or more share in the paid-up capital are loan defaulters.

Name with position, educational qualification, age, date of joining in the company, overall experience (in year), previous employment, salary paid for the financial year of the Chief Executive Officer, Managing Director, Chief Financial Officer, Company Secretary, Advisers, Consultants and all Departmental Heads. If the Chairman, any director or any shareholder received any monthly salary than this information should also be included;

(B)(7)(i)

Name	Position	Educational Qualification	Age	Joining Date	Previous Employment	Overall Experience	Salary (FY19-20)
Major General Mohammed Saidul Islam,ndc,psc	Chairman	Masters of Defense Studies (MDS)	52 Years	09-09-2020	DG, NID Registration Wing, Bangladesh Election Commission	31 Years	-
Brig Gen Shafique Shamim, psc (Retd)	Managing Director & CEO	Masters of Defense Studies (MDS), MBA (HRM) & CII (Cert)	55 Years	01-08-2013	Commander, 81 Infantry Brigade, Saver Cantonment.	34 Years	38,05,000/-
Mr. Maloy Kumar Saha	Chief Financial Officer	M.Com, CACC & ITP	47 Years	15-12-2013	Sr.DM & Incharge (Accounts & Finance) - South Asia Insurance Co. Ltd.	22 Years	9,33,600/-
Lasmin Akter	Company Secretary	MBA (Finance), DU	29 Years	04-05-2014	Career Development Manager - 3Di School, New Zealand	08 Years	4,15,500/-
Lt Col AKM Nazimul Islam, psc (Retd)	Head of Marketing Dept.	MBA (HR)	59 Years	01-12-2013	Director, Field Operation (Micro Finance) - Shakti Foundation	Mil - 30 Yrs Civ- 08 Yrs	12,59,400/-
Mr. Pronab Kumar Saha	Head of Underwriting Dept.	MBA,(IBA,DU) Cert CII (UK)	61 Years	22-10-2013	DMD & Incharge (UW/Claim/Re-Ins)- Crystal Ins Co Ltd.	35 Years	11,64,000/-
Squadron Leader Md Mostafa Zaman (Retd)	Head of HR & Admin Dept.	MBA (HR)	53 Years	01-03-2017	GM, Lockpur Group of Industries &	Mil - 25 Yrs Civ- 04 Yrs	10,68,500/-

							attached with Group Chairman		
Mr Tajul Islam	Head of Claims & Re-Insurance Dept.	M.SS (DU)	51 Years	01-01-2014	SPO-(Claims & R/I) Agrani Insurance Co. Ltd.	20 Years	7,95,000/-		
Md Shakhawat Hossain	Head of IT Dept.	M.Sc & Engineer-(DHNE) (CHNE)	42 Years	03-11-2013	Website & Web Application Development Coy-CEO	18 Years	6,39,600/-		
Md. Firoz Sarker	Head of Internal Audit & Compliance	MBA (Accounting), CAcc & ITP	29 Years	01-12-2020	Assistant Manager (Finance & Accounts) Islami Insurance Bangladesh Ltd.	2 Years	30,000/-		

Changes in the key management persons during the last three years. Any change otherwise than by way of retirement in the normal course in the senior key management personnel particularly in charge of production, planning, finance and marketing during the last three years prior to the date of filing the information memorandum. If the turnover of key management personnel is high compared to the industry, reasons should be discussed (B)(7)(j)

Name	Joining Date	Retirement Date	Current Position	Past Position
1. Maj Gen Firoz Hasan, ndu, psc	05-04-2017	09-09-2020	-	Chairman, (SKS & SKICL) DG, NID
2. Major General Mohammed Saidul Islam, ndc, psc	09-09-2020	-	Chairman (SKS & SKICL)	Registration Wing, Bangladesh Election Commission
3. Md. Firoz Sarker	01-12-2020	-	Head of Internal Audit & Compliance	-

Note: No other changes in the key management persons were observed during the last three years except as disclosed as above.

A profile of the sponsors including their names, father's names, age, personal addresses, educational qualifications, and experiences in the business, positions/posts held in the past, directorship held, other ventures of each sponsor and present position (B)(7)(k)

Name of sponsors including father's names, age, personal addresses, educational qualifications, and experiences in the business, positions/ posts held in the past:

Name	Father's Name	Age	Personal Address	Educational Qualification	Experience	Past Position
1. Sena Kalyan Sangstha (SKS)	N/A	N/A	SKS Tower (10th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh	N/A	N/A	N/A

Note: Other than Sena Kalyan Sangstha (SKS), none of the following sponsors namely- Col Abu Nayeem Md Jobair Kamal, Col Md Zakir Hossain, psc, Wing Cdr Mostaque Helalur Rahman, Lt Col Sufian Murad Rabban (Retd), Lt Col Saeed Ahmed (Retd), Lt Cp Mustafizur Rahman (Retd) as per MOA & AOA holds any shares as of today. Short Biodatas of each sponsor are disclosed in page no. 06 to 09.

Name of sponsors specifying other ventures of each sponsor and present position:

Name	Other Ventures	Present Position
Sena Kalyan Sangstha	SK Travels & Tours	SK Electronics
	SK Overseas Employment Services Ltd.	SKS LPG Bottling Plant
	SK Insurance Company Ltd	Sena Filling and CNG Station
	Mongla Cement Factory	SKS Trading House
	Fauji Flour Mills	Sena Kalyan Bhaban
	Chittagong Flour Mills	Amin Mohiuddin Foundation
	Sena Edible Oil Industry	SK Commercial Complex
	SK Electric Industries	Anannya Shopping Complex
	Sena Kalyan Ready Mix Concrete	SKS Tower
	Sena Tent and Textile Mills	Sena Kalyan Business Mart
	Eastern Hosiery Mills	Sena Kalyan Trade Centre
	Diamond Food Industries	

If the present directors are not the sponsors and control of the issuer was acquired within five years immediately preceding the date of filing prospectus details regarding the acquisition of control, date of acquisition, terms of acquisition, consideration paid for such acquisition etc. (B)(7)(l)

All existing directors except Sena Kalyan Sangstha acquired shares within 5 years immediately preceding the date of filling of Prospectus is given below:

Name	Details of acquisition (No. of Shares)	Date of acquisition	Terms of acquisition	Consideration paid for such acquisition
1. 2. Air Cdre M Moyeenuddin, ndc, afwc, psc	1	10-07-2019	Ordinary Share	Cash
2. 3. Brig Gen Mirza Md Enamul Haque, ndc	1	15-07-2020		
3. 4. Brig Gen M A Mohy, psc, PEng	1	15-07-2020		
4. 5. Brig Gen Md Mustafa Kamal, SGP	1	15-07-2020		
5. 6. Brig Gen Md Jamal Hossain, ndc, afwc, psc	1	23-08-2020		
6. 7. Brig Gen Md Shaheen Iqbal, afwc, psc	1	15-07-2020		

If the sponsors or directors do not have experience in the proposed line of business, the fact explaining how the proposed activities would be carried out or managed (B)(7)(m)

All the directors of the issuer are knowledgeable and skilled at running the proposed line of business.

Interest of the key management persons (B)(7)(n)

Name	Designation	Detail of Interest
Major General Mohammed Saidul Islam, ndc, psc	Chairman	-
Brig Gen Shafique Shamim, psc (Retd)	Managing Director & CEO	Salary
Mr. Maloy Kumar Saha	Chief Financial Officer	Salary
Lasmin Akter	Company Secretary	Salary
Lt Col AKM Nazimul Islam, psc (Retd)	Head of Marketing Dept.	Salary
Mr. Pronab Kumar Saha	Head of Underwriting Dept.	Salary
Squadron Leader Md Mostafa Zaman (Retd)	Head of HR & Admin Dept.	Salary
Mr Tajul Islam	Head of Claims & Re-Insurance Dept.	Salary
Md Shakhawat Hossain	Head of IT Dept.	Salary
Md. Firoz Sarker	Head of Internal Audit & Compliance	Salary

All interests and facilities enjoyed by a director, whether pecuniary or non-pecuniary**(B)(7)(o)**

Name	Designation	Interest and Facilities	31-Dec-2020 (Tk.)
Maj Gen Mohammed Saidul Islam, ndc, psc	Chairman	Remuneration	-
		Meeting attended fee	-
		Dividend Paid	-
Brig Gen Md Shafique Shamim, psc (Retd), CII (Cert)	Managing Director & CEO	Remuneration	38,05,000/-
		Meeting attended fee	-
		Dividend Paid	-
Air Cdre M Moyeenuddin, ndc, afwc, psc	Director	Remuneration	-
		Meeting attended fee	21,000/-
		Dividend Paid	-
Brig Gen Mirza Md Enamul Haque, ndc	Director	Remuneration	-
		Meeting attended fee	9,000/-
		Dividend Paid	-
Brig Gen M A Mohy, psc, PEng	Director	Remuneration	-
		Meeting attended fee	9,000/-
		Dividend Paid	-
Brig Gen Md Mustafa Kamal, SGP	Director	Remuneration	-
		Meeting attended fee	17,000/-
		Dividend Paid	-
Brig Gen Md Jamal Hossain, ndc, afwc, psc	Director	Remuneration	-
		Meeting attended fee	9,000/-
		Dividend Paid	-
Brig Gen Md Shaheen Iqbal, afwc, psc	Director	Remuneration	-
		Meeting attended fee	17,000/-
		Dividend Paid	-
M.M Mostafa Bilal	Independent Director	Remuneration	-
		Meeting attended fee	5,000/-
		Dividend Paid	-
Ahamed Ihteyaz Thamid	Independent Director	Remuneration	-
		Meeting attended fee	5,000/-
		Dividend Paid	-

Number of shares held and percentage of share holding (pre issue) (B)(7)(p)

Sl.	Name	Position	No. of Shares	Pre-IPO Percentage
1.	Sena Kalyan Sangstha	Chairman (Represented by Maj Gen Mohammed Saidul Islam, ndc, psc)	23,999,994	99.999975%
2.	Brig Gen Md Shafique Shamim, psc (Retd)	Managing Director & CEO	-	-
3.	Air Cdre M Moyeenuddin, ndc, afwc, psc	Director (Nominated by SKS)	1	0.000004%
4.	Brig Gen Mirza Md Enamul Haque, ndc	Director (Nominated by SKS)	1	0.000004%
5.	Brig Gen M A Mohy, psc, PEng	Director (Nominated by SKS)	1	0.000004%
6.	Brig Gen Md Mustafa Kamal, SGP	Director (Nominated by SKS)	1	0.000004%
7.	Brig Gen Md Jamal Hossain, ndc, afwc, psc	Director (Nominated by SKS)	1	0.000004%
8.	Brig Gen Md Shaheen Iqbal, afwc, psc	Director (Nominated by SKS)	1	0.000004%
9.	M.M Mostafa Bilal	Independent Director	-	-
10.	Ahamed Ihteyaz Thamid	Independent Director	-	-

Change in board of directors during last three years (B)(7)(q)

SL. No.	Name of Director	Date of Joining	Date of Retirement	Present Status as on 31-Dec-2020
1.	Maj Gen Firoz Hasan, ndu, psc	05-04-2017	09-09-2020	-
2.	Brig Gen Md Shafique Shamim, psc (Retd), CII (Cert)	05-04-2017	-	Managing Director & CEO
3.	Brig Gen Nurul Azim, ndc, psc	10-06-2015	23-08-2020	-
4.	Brig Gen Md Siddiquil Alam Sikder, BSP, ndc, psc	25-09-2013	10-07-2019	-
5.	Cdre S M Kamrul Haque (L), ndu, psc, BN	15-11-2015	23-08-2020	-
6.	Brig Gen Golam Faruque, psc	10-01-2016	23-08-2020	-

7.	Air Cdr S M Shahnewaz, BPP, ndc, psc	10-01-2016	10-07-2019	-
8.	Brig Gen Md Omar Faruque, afwc, psc	22-03-2017	10-07-2019	-
9.	Air Cdr M Moyeenuddin, ndc, afwc, psc	10-07-2019	-	Director (Nominated by SKS)
10.	Brig Gen Md Nurul Alam, BAM, ndc, psc	10-07-2019	15-07-2020	-
11.	Brig Gen Md Monirul Gani, SUP, G	10-07-2019	15-07-2020	-
12.	Maj Gen Mohammed Saidul Islam, ndc, psc	09/09/2020	Next AGM	Chairman (Nominated by SKS)
13.	Brig Gen Mirza Md Enamul Haque, ndc	23/08/2020	Next AGM	Director (Nominated by SKS)
14.	Brig Gen M A Mohy, psc, PEng	23/08/2020	Next AGM	Director (Nominated by SKS)
15.	Brig Gen Md Mustafa Kamal, SGP	15/07/2020	Next AGM	Director (Nominated by SKS)
16.	Brig Gen Md Jamal Hossain, ndc, afwc, psc	23/08/2020	Next AGM	Director (Nominated by SKS)
18.	Brig Gen Md Shaheen Iqbal, afwc, psc	15/07/2020	Next AGM	Director (Nominated by SKS)
19.	M.M Mostafa Bilal	09/09/2020	Next AGM	Independent Director
20.	Ahamed Ihteyaz Thamid	09/09/2020	Next AGM	Independent Director

Director's engagement with similar business

(B)(7)(r)

None of the Directors of the issuer is involved in any similar type of businesses.

SECTION (IX)
(B)(8)

**CERTAIN RELATIONSHIP AND RELATED
TRANSACTIONS**

SECTION CONTENTS

(a)	Description of any transaction during the last five years, or any proposed transactions certified by the auditors
(b)	Any transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries or holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus
(c)	Any loans either taken or given from or to any director or any person connected with the director, clearly specifying details of such loan in the prospectus, and if any loan has been taken from any such person who did not have any stake in the issuer, its holding company or its associate concerns prior to such loan, rate of interest applicable, date of loan taken, date of maturity of loan, and present outstanding of such loan.

Description of any transaction during the last five years, or any proposed transactions certified by the auditors (B)(8)(a)**(i) Certification on statement of Related Party Transaction of Sena Kalyan Insurance Company Limited**

This is to certify that, Sena Kalyan Insurance Company Limited did not enter into any transaction or proposed to enter into any transaction with related parties defined as follows:

1. Any director or sponsor or executive officer of the Issuer:
2. Any person holding 5% or more of the outstanding shares of the Issuer:
3. Any related party or connected person of any of the above persons:

Except the following transactions:

Related Party Transactions

Name of the related party	Nature of Transactions	Nature of Relationship	Amount in Taka									
			Premium 2020	Claim 2020	Premium 2019	Claim 2019	Premium 2018	Claim 2018	Premium 2017	Claim 2017	Premium 2016	Claim 2016
Sena Kalyan Sangstha	Insurance	Common Director	598,586	106,000	1,101,695	222,780	1,135,324	97,387	2,477,294	-	2,287,925	130,000
Mongla Cement Factory	Insurance	Common Director	6,097,130	-	8,222,702	175,800	13,405,664	-	12,394,412	-	8,277,863	3,364,450
Sena Hotel Developments	Insurance	Common Director	2,502,437	70,000	469,958	-	25,565	210,750	29,702	7,129,778	138,133	1,559,550
Sena Kalyan Construction and Developments	Insurance	Common Director	23,278	-	-	-	37,142	-	50,108	-	84,336	-
Annanya Shopping Complex	Insurance	Common Director	106,744	-	124,274	-	147,215	-	26,727	185,492	185,133	-
Chittagong Flour Mills	Insurance	Common Director	310,468	-	723,090	-	364,558	-	377,069	-	342,587	861,814
Sena Kalyan Electric Industry	Insurance	Common Director	67,231	-	798,381	-	901,743	-	539,419	-	605,490	-
Fauji Flour Mills	Insurance	Common Director	21,942	-	176,685	-	30,002	-	76,984	-	53,338	-

Sena Kalyan Insurance Company Ltd.

Name of the related party	Nature of Transactions	Nature of Relationship	Amount in Taka											
			Premium 2020	Claim 2020	Premium 2019	Claim 2019	Premium 2018	Claim 2018	Premium 2017	Claim 2017	Premium 2016	Claim 2016		
Diamond Food Industries	Insurance	Common Director	421,866	-	40,058	122,922	438,364	-	442,304	-	451,397	186,976		
Amin Mohiuddin Foundation	Insurance	Common Director	63,138	-	78,012	115,500	85,022	181,594	13,572	107,525	103,159	142,370		
Sena Kalyan Bhaban	Insurance	Common Director	228,715	-	142,164	-	77,248	176,915	89,185	251,975	3,496	422,117		
SKS Trading House	Insurance	Common Director	84,911	-	5,428	-	1,270,414	-	-	-	459,981	-		
Eastern Hosiery Mills	Insurance	Common Director	331,588	-	274,855	-	172,491	-	240,179	-	375,261	-		
SKS LPG	Insurance	Common Director	5,552,043	-	5,783,189	-	4,264,520	-	5,179,787	-	2,418,668	-		
SKS Ready Mix Concrete	Insurance	Common Director	1,294	-	1,294	-	656	-	-	-	-	-		
Sena Edible Oil Industries	Insurance	Common Director	9,465,448	-	680,105	-	469,619	-	-	-	-	-		
SKS Sales Promotion Office	Insurance	Common Director	7,202	-	20,428	-	17,380	-	4,596	-	37,364	13,946		
Sena Kalyan Commercial Complex	Insurance	Common Director	52,322	-	69,839	-	81,207	-	54,033	-	60,259	-		
Sena Filling Station (C.N.G)/(SKS)	Insurance	Common Director	386,106	-	403,858	-	712,727	-	405,636	-	405,636	-		
Fecto Yamagen Electronics (SKS)	Insurance	Common Director	2,746	-	2,819	-	2,905	-	2,933	-	3,050	-		
Sainik Lamps Distribution & SKS Display Centre	Insurance	Common Director	3,307	-	-	-	3,406	-	3,650	-	4,567	-		
Sena Kalyan Business Mart	Insurance	Common Director	218,310	-	-	-	-	-	-	-	-	-		
Lipico Technologies	Insurance	Common Director	-	-	-	-	2,362,100	-	-	-	-	-		
Damashi Trading	Insurance	Common Director	-	-	-	-	1,783	-	-	-	-	-		

Name of the related party	Nature of Transactions	Nature of Relationship	Amount in Taka						
			Premium 2020	Claim 2020	Premium 2019	Claim 2019	Premium 2018	Claim 2018	
Steel House	Insurance	Common Director	-	-	12,701	12,701	-	12,701	-
SK Fabrics	Insurance	Common Director	-	-	-	541	-	2,920	-
Trust Filling Station	Insurance	Common Director	-	-	-	456,566	-	445,447	-
Fauji Bread & Biscuit Factory	Insurance	Common Director	-	-	-	5,589	-	5,589	-
Savoy Confectionary	Insurance	Common Director	-	-	-	2,877	-	2,877	-
Total			26,546,812	309,623	19,118,834	1,804,422	26,019,756	22,885,864	7,674,770
								16,767,177	6,681,223

Loans taken from Related Parties

Particulars	Amount in Taka	
	2020	2019
Sena Kalyan Sangstha	709,009	-

Directors Remuneration and Board Meeting Fees:

Particulars	Amount in Taka	
	2020	2019
Board Meeting Attendance fees	200,688	179,400
		158,750
		158,750

The above balance is certified on the basis of books of accounts; records are other supporting documents for the period from 01 January 2016 to 31 December 2020.

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
Chartered Accountants

<p>Any transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries or holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus</p>	<p>(B)(8)(b)</p>
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There was no transaction or arrangement entered by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries/holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus except mentioned in the above table. (Page 126 -128)

<p>Any loans either taken or given from or to any director or any person connected with the director, clearly specifying details of such loan in the prospectus, and if any loan has been taken from any such person who did not have any stake in the issuer, its holding company or its associate concerns prior to such loan, rate of interest applicable, date of loan taken, date of maturity of loan, and present outstanding of such loan.</p>	<p>(B)(8)(c)</p>
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There are no such loans taken or given from or to any director or any person connected with the director of the company.

SECTION (X)
(B)(9)

EXECUTIVE COMPENSATION

SECTION CONTENTS	
(a)	The total amount of remuneration/salary/perquisites paid to the top five salaried officers of the issuer in the last accounting year and the name and designation of each such officer
(b)	Aggregate amount of remuneration paid to all Directors and officers as a group during the last accounting year
(c)	If any shareholder Director received any monthly salary/perquisite/benefit it must be mentioned along with date of approval in AGM/EGM, terms thereof and payments made during the last accounting year
(d)	The board meeting attendance fees received by the director including the managing director along with date of approval in AGM/EGM
(e)	Any contract with any Director or officer providing for the payment of future compensation
(f)	If the issuer intends to substantially increase the remuneration paid to its Directors and officers in the current year, appropriate information regarding thereto
(g)	Any other benefit/facility provided to the above persons during the last accounting year

The total amount of remuneration/salary/perquisites paid to the top five salaried officers of the issuer in the last accounting year and the name and designation of each such officer (B)(9)(a)

SL No.	Name	Designation	Remuneration
1	Brig Gen Shafique Shamim, psc (Retd)	Managing Director & CEO	38,05,000/-
2	Lt Col AKM Nazimul Islam, psc (Retd)	Head of Marketing Dept.	12,59,400/-
3	Mr. Pronab Kumar Saha	Head of Underwriting Dept.	11,64,000/-
4	Squadron Leader Md Mostafa Zaman (Retd)	Head of HR & Admin Dept.	10,68,500/-
5	Mr. Maloy Kumar Saha	Chief Financial Officer	9,33,600/-

Note: As per latest Audited Financial Statement for the year ended 31st December 2020

Aggregate amount of remuneration paid to all Directors and officers as a group during the last accounting year (B)(9)(b)

SL No.	Particulars	Remuneration
1	Directors Remuneration	-
2	Salary Paid to Chief Executive Officer	4,302,650/-
3	Salary Paid to Executives and Employees	53,145,369/-

Note: As per latest Audited Financial Statement for the year ended 31st December 2020

If any shareholder Director received any monthly salary/perquisite/benefit it must be mentioned along with date of approval in AGM/EGM, terms thereof and payments made during the last accounting year (B)(9)(c)

No shareholder Director of SKICL has received any monthly salary/perquisite/benefit during the last accounting year

The board meeting attendance fees received by the director including the managing director along with date of approval in AGM/EGM (B)(9)(d)

Sl No.	Name of Directors	Designation	Amount (Tk.)	Date of approval in AGM/EGM
1.	Maj Gen Mohammed Saidul Islam, ndc, psc	Chairman (Nominated by SKS)	-	24 Sept 2020
2.	Brig Gen Md Shafique Shamim, psc (Retd)	Managing Director & CEO	-	
3.	Air Cdre M Moyeenuddin, ndc, afwc, psc	Director (Nominated by SKS)	21,000/-	
4.	Brig Gen Mirza Md Enamul Haque, ndc	Director (Nominated by SKS)	9,000/-	
5.	Brig Gen M A Mohy, psc, PEng	Director (Nominated by SKS)	9,000/-	
6.	Brig Gen Md Mustafa Kamal, SGP	Director (Nominated by SKS)	17,000/-	
7.	Brig Gen Md Jamal Hossain, ndc, afwc, psc	Director (Nominated by SKS)	9,000/-	
8.	Brig Gen Md Shaheen Iqbal, afwc, psc	Director (Nominated by SKS)	17,000/-	
9.	M.M Mostafa Bilal	Independent Director	5,000/-	
10.	Ahamed Ihteyaz Thamid	Independent Director	5,000/-	

Any contract with any Director or officer providing for the payment of future compensation (B)(9)(e)

There are no contracts available between the company and any directors or officers to provide any future compensation.

If the issuer intends to substantially increase the remuneration paid to its Directors and officers in the current year, appropriate information regarding thereto (B)(9)(f)

The issuer does not have any intention to substantially increase the remuneration paid to its directors and officers in the current year, except annual increment.

Any other benefit/facility provided to the above persons during the last accounting year (B)(9)(g)

No other benefits or facility were provided to any of the directors or officers during the last accounting year except the ones that were disclosed above.

SECTION (XI)
(B)(10)

**OPTIONS GRANTED TO DIRECTORS, OFFICERS
AND EMPLOYEES**

SECTION CONTENTS

(1)	information in respect of any option held by each director, the salaried officers, and all other officers as a group
(2)	If such options are held by any person other than the directors, and the officers of the issuer company, the information shall be given in the prospectus

Sena Kalyan Insurance Company Limited did not grant any options to its director, salaried officers and all other employees as a group and any person other than directors and officers of the Company for the purpose of issuing shares.

SECTION (XII)
(B)(11)

**TRANSACTIONS WITH THE DIRECTORS AND
SUBSCRIBERS TO THE MEMORANDUM**

SECTION CONTENTS

(a)	The names of the directors and subscribers to the memorandum, the nature and amount of anything of value received or to be received by the issuer from the above persons, or by the said persons, directly or indirectly, from the issuer during the last five years along with the description of assets, services or other consideration received or to be received
(b)	Any assets which were acquired or to be acquired from the aforesaid persons, the amount paid for such assets and the method used to determine the price

The names of the directors and subscribers to the memorandum, the nature and amount of anything of value received or to be received by the issuer from the above persons, or by the said persons, directly or indirectly, from the issuer during the last five years along with the description of assets, services or other consideration received or to be received (B)(11)(a)

Benefit received from the Company by board directors and subscriber to the memorandum during last five years:

SL. No.	Name directors and subscribers to the memorandum	Relationship with the issuer	Nature of value received or to be received	Amount in Taka				
				31-Dec-2020	31-Dec-2019	31-Dec-2018	31-Dec-2017	31-Dec-2017
01	Maj Gen Mohammed Saidul Islam, ndc, psc	Chairman	Meeting Fees	-	-	-	-	-
02	Maj Gen Firoz Hasan, ndu, psc	Chairman	Meeting Fees	-	36,000	18,000	-	-
03	Maj Gen Md. Zahidur Rahman, ndu, afwc, psc	Chairman	Meeting Fees	-	-	-	-	15,000
04	Air Cdre M Moyeenuddin, ndc, afwc, psc	Vice Chairman	Meeting Fees	21,000	20,000	-	-	-
05	Brig Gen Mirza Md Enamul Haque, ndc	Director	Meeting Fees	9,000	-	-	-	-
06	Brig Gen M A Mohy, psc, PEng	Director	Meeting Fees	9,000	-	-	-	-
07	Brig Gen Md Mustafa Kamal, SGP	Director	Meeting Fees	17,000	-	-	-	-
08	Brig Gen Md Jamal Hossain, ndc, afwc, psc	Director	Meeting Fees	9,000	-	-	-	-
09	Brig Gen Md Shaheen Iqbal, afwc, psc	Director	Meeting Fees	17,000	-	-	-	-

10	M.M Mostafa Bilal	Director (Independent)	Meeting Fees	5,000	-	-	-	-	-
11	Ahamed Ihteyaz Thamid	Director (Independent)	Meeting Fees	5,000	-	-	-	-	-
12	Brig Gen Golam Faruque,psc	Director	Meeting Fees	-	20,000	20,000	10,000	15,000	15,000
13	Brig Gen Nurul Azim,ndc,psc	Director	Meeting Fees	-	20,000	20,000	10,000	15,000	15,000
14	Cdre S M Kamrul Haque (L.ndu,psc,BN)	Director	Meeting Fees	-	20,000	20,000	10,000	15,000	15,000
15	Brig Gen Md. Nurul Alam, BAM,ndc,psc	Director	Meeting Fees	-	20,000	-	-	-	-
16	Brig Gen Monirul Gani, SUP,G	Director	Meeting Fees	-	20,000	-	-	-	-
17	Brig Gen Md. Silldiquil Alam Sikder,BSP,ndc,psc	Director	Meeting Fees	-	-	20,000	10,000	15,000	15,000
18	Air Cdr SM Shahnewaz,BPP,ndc,psc	Director	Meeting Fees	-	-	20,000	10,000	15,000	15,000
19	Brig Gen Md. Omar Faruque,AFWC,psc	Director	Meeting Fees	-	-	20,000	8,000		
20	Brig Gen Md. Shafique Shamim,psc (reted)	Director	Meeting Fees	-	-	-	-	15,000	15,000

Value received by the company from the directors and subscribers to the memorandum:

Name of Subscriber/director	Status	Date of allotment	Consideration	No of shares hold	Face Value	Amount received in Taka
Sena Kalyan Sangstha	Subscriber	03 September 2013	Cash	24,000,000	10.00	240,000,000

Any assets which were acquired or to be acquired from the aforesaid persons, the amount paid for such assets and the method used to determine the price shall be mentioned in the prospectus, and if the assets were acquired by the said persons within five years prior to transfer those to the issuer, the acquisition cost thereof paid by them

(B)(11)(b)

No assets were acquired by the issuer from its director or subscribers to the memorandum.

SECTION (XIII)
(B)(12)

OWNERSHIP OF THE COMPANY'S SECURITIES

SECTION CONTENTS	
(a)	The names, addresses, BO ID Number of all shareholders of the company before IPO, indicating the amount of securities owned and the percentage of the securities represented by such ownership, in tabular form
(b)	Table showing the name and address, age, experience, BO ID Number, TIN number, numbers of shares held including percentage, position held in other companies of all the directors before the public issue
(c)	The average cost of acquisition of equity shares by the directors certified by the auditors
(d)	A detail description of capital built up in respect of shareholding (name-wise) of the issuer's sponsors/ directors
(e)	Detail of shares issued by the company at a price lower than the issue price
(f)	History of significant (5% or more) changes in ownership of securities from inception.

The names, addresses, BO ID Number of all shareholders of the company before IPO, indicating the amount of securities owned and the percentage of the securities represented by such ownership, in tabular form (B)(12)(a)

Name	Position	Address	BO ID No.	Number of Shares	% of Shareholding	
					Pre-IPO	Post-IPO
Sena Kalyan Sangstha	Sponsor, Shareholder, Director	SKS Tower (10th Floor), 7, VIP Road, Mohakhali, Dhaka- 1206, Bangladesh	1201690015293248	23,999,994	99.999975%	59.999985%
Air Cdre M Moyeenuddin, ndc, afwc, psc	Shareholder & Director (Nominated by SKS)	504, Neel Abanee, BAF Officers Quarter, Old Airport Road, Tejgaon, Dhaka.	1203490073457677	1	0.000004%	0.000003%
Brig Gen Mirza Md Enamul Haque, ndc	Shareholder & Director (Nominated by SKS)	Vill : Baliadungi, P.O: Dublia, P.S: Pabna Sadar, Dist: Pabna	1203180018216032	1	0.000004%	0.000003%
Brig Gen M A Mohy, psc, PEng	Shareholder & Director (Nominated by SKS)	Vill- Kancher Kole, P.O- Kancher Kole, P.S -Shoilokupa, Dist - Jinaidha	1205660073479365	1	0.000004%	0.000003%
Brig Gen Md Mustafa Kamal, SGP	Shareholder & Director (Nominated by SKS)	Vill: Khararia West Para, Post: Khararia Bazar, Kalia, Narail	1203180068607170	1	0.000004%	0.000003%
Brig Gen Md Jamal Hossain, ndc, afwc, psc	Shareholder & Director (Nominated by SKS)	Sonaimuri, Sonaimuri Bazar, Barura, Comilla	1205660073490998	1	0.000004%	0.000003%
Brig Gen Md Shaheen Iqbal, afwc, psc	Shareholder & Director (Nominated by SKS)	House: 82/Ka, Janata Road, Middle Pirebug, Mirpur, Dhaka-1216	1205660073479167	1	0.000004%	0.000003%

Table showing the name and address, age, experience, BO ID Number, TIN number, numbers of shares held including percentage, position held in other companies of all the directors before the public issue (B)(12)(b)

Name	Position	Address	Age	Experience	BO ID No.	TIN Number	Number of Shares	% of Shareholding	
								Pre-IPO	Post-IPO
Sena Kalyan Sangstha	Sponsor, Shareholder	SKS Tower (10th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh	-	-	1201690015293248	171774227674	23,999,994	99.999975%	59.999985%
Maj Gen Mohammed Saidul Islam, ndc, psc	Chairman (Nominated by SKS)	House#30, Road#07, Block#C, Section-12, Mirpur Police Complex, Mirpur, Dhaka.	52 Years	31 Years	1205660073489940	429448989932	-	-	-
Brig Gen Md Shafique Shamim, psc (Retd), CII (Cert)	Managing Director & CEO	Abakash, Aladatpur, Narail, Narail Sadar, Narail, PO: 7500	55 Years	34 Years	N/A	418044853564	-	-	-
Air Cdre M Moyeenuddin, ndc, afwc, psc	Shareholder & Director (Nominated by SKS)	504, Neel Abanee, BAF Officers Quarter, Old Airport Road, Tejgaon, Dhaka.	55 Years	35 Years	1203490073457677	260698212618	1	0.000004%	0.000003%
Brig Gen Mirza Md Enamul Haque, ndc	Shareholder & Director (Nominated by SKS)	Vill : Baliadungi, P.O: Dublica, P.S: Pabna Sadar, Dist: Pabna	53 Years	33 Years	1203180018216032	412770665554	1	0.000004%	0.000003%
Brig Gen M A Mohy, psc, PEng	Shareholder & Director	Vill- Kancher Kole, P.O- Kancher Kole, P.S	53 Years	34 Years	1205660073479365	743832816784	1	0.000004%	0.000003%

	(Nominated by SKS)	-Shoilokupa, Dist - Jinaidha								
Brig Gen Md Mustafa Kamal, SGP	Shareholder & Director (Nominated by SKS)	Vill: Khararia West Para, Post: Khararia Bazar, Kalia, Narail	50 Years	31 Years	1203180068607170	197542566515	1	0.000004%	0.000003%	
Brig Gen Md Jamal Hossain, ndc, afwc, psc	Shareholder & Director (Nominated by SKS)	Sonaimuri, Sonaimuri Bazar, Barura, Comilla	51 Years	29 Years	1205660073490998	557916155615	1	0.000004%	0.000003%	
Brig Gen Md Shaheen Iqbal, afwc, psc	Shareholder & Director (Nominated by SKS)	House: 82/Ka, Janata Road, Middle Pterbug, Mirpur, Dhaka-1216	49 Years	30 Years	1205660073479167	826193271979	1	0.000004%	0.000003%	
M.M Mostafa Bilal	Independent Director	504, Neel Abanee, BAF Officers Quarter, Old Airport Road, Tejgaon, Dhaka.	52 Years	25 Years	1203180004652733	348134218127	-	-	-	
Ahamed Ihteyaz Tamid	Independent Director	Vill : Baliadungi, P.O: Dublia, P.S: Pabna Sadar, Dist: Pabna	27 Years	7 Years	N/A	621929542616	-	-	-	

Position held in other companies of all the directors before the public issue:

This information already given in the directors' involvement in other organization under the head "DIRECTORS AND OFFICERS" in the Section- VIII.

Certificate on average cost of acquisition of equity share by the Directors of Sena Kalyan Insurance Company Limited

This is to certify that the average cost of acquisition of equity shares by the Directors as of 31 Dec, 2020 of Sena Kalyan Insurance Company Limited have been allotted at face value in cash and the average cost of acquisition of equity by the directors is Tk. 10.00 each. Name-wise shareholding position, allotment date and consideration are given below:

Name	Position	Transfer / Allotment		Total Shareholding	Consideration	Cost per Share (Tk.)	Total Cost (Tk.)	Average Cost per Share (Tk.)
		Date	No of Shares					
Maj Gen Mohammed Saidul Islam, ndc, psc on behalf of Sena Kalyan Sangstha	Chairman	03 Sep 2013	23,999,994	23,999,994	Cash	10	239,999,940	10
Air Cdre M Moyeenuddin, ndc, afwc, psc	Vice- Chairman	10 Jul 2019	1	1	Cash	10	10	10
Brig Gen Mirza Md Enamul Haque, ndc	Director	15 Jul 2020	1	1	Cash	10	10	10
Brig Gen M A Mohy, psc, PEng	Director	15 Jul 2020	1	1	Cash	10	10	10
Brig Gen Md Mustafa Kamal, SGP	Director	15 Jul 2020	1	1	Cash	10	10	10
Brig Gen Md Jamal Hossain, ndc, afwc, psc	Director	23 Aug 2020	1	1	Cash	10	10	10
Brig Gen Md Shaheen Iqbal, afwc, psc	Director	15 Jul 2020	1	1	Cash	10	10	10

The above information is based on books and records provided by the management.

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
Chartered Accountants

A detail description of capital built up in respect of shareholding (name-wise) of the issuer's sponsors/ directors (B)(12)(d)

Name of Sponsors/Directors	Nature of Issue	Date of Allotment/ Acquisition/ Transfer	Number of Shares	Face Value (BDT)	Issue Price (BDT)	Consideration	Date when the shares were fully paid-up	Percentage		Lock-in Period from the trading date	No. of pledged share	
								Pre IPO	Post-IPO			
Sena Kalyan Sangstha (SKS) <i>Sponsor/Director</i>	Ordinary Shares	Acquired on 03.09.2013 (MOA)	23,999,994	10	10	Cash	03.09.2013	99.99%	59.99%	3 years	Nil	
Col Abu Nayeem Md Jobair Kamal Chowdhury <i>Sponsor</i>	Ordinary Shares	Acquired on 03.09.2013 (MOA)	01	10	10	Cash	03.09.2013	Nil	Nil	Nil	Nil	
			(01)				10.07.2019					
			Nil									
Total:												
Col Md Zakir Hossain, psc <i>Sponsor</i>	Ordinary Shares	Acquired on 03.09.2013 (MOA)	01	10	10	Cash	03.09.2013	Nil	Nil	Nil	Nil	
			(01)				10.07.2019					
			Nil									
Total:												
Wing Cdr Mostaque Helalur Rahman <i>Sponsor</i>	Ordinary Shares	Acquired on 03.09.2013 (MOA)	01				03.09.2013					
			(01)	10	10	Cash	23.08.2020	Nil	Nil	Nil	Nil	
Total:			Nil									
Lt Col Sufian Murad Rabban (Retd)	Ordinary Shares	Acquired on 03.09.2013	01	10	10	Cash	03.09.2013	Nil	Nil	Nil	Nil	

Sponsor	(MOA)		Total:	Ordinary Shares	Acquired on	(01)	10	10	Cash	10.07.2019	0.000004%	0.000003%	3 years	Nil
	13.06.2019	13.06.2019												
Lt Col Saeed Ahmed (Retd) Sponsor	Acquired on 03.09.2013 (MOA)	10.01.2016	01	10	10	(01)	Nil	10	Cash	03.09.2013	Nil	Nil	Nil	Nil
Lt Col Mustafizur Rahman (Retd) Sponsor	Acquired on 03.09.2013 (MOA)	13.06.2019	01	10	10	(01)	Nil	10	Cash	03.09.2013	Nil	Nil	Nil	Nil
Air Cdre M Moyeenuddin, ndc, afwc, psc Director (Nominated by SKS)	Acquired on 10.07.2019		1	10	10	1	Nil	10	Cash	10.07.2019	0.000004%	0.000003%	3 years	Nil
Brig Gen Mirza Md Enamul Haque, ndc Director (Nominated by SKS)	Acquired on 15.07.2020		1	10	10	1	Nil	10	Cash	15.07.2020	0.000004%	0.000003%	3 years	Nil
Brig Gen M A Mohy, psc, Peng Director (Nominated by SKS)	Acquired on 15.07.2020		1	10	10	1	Nil	10	Cash	15.07.2020	0.000004%	0.000003%	3 years	Nil
Brig Gen Md Mustafa Kamal, SGP Director (Nominated by SKS)	Acquired on 15.07.2020		1	10	10	1	Nil	10	Cash	15.07.2020	0.000004%	0.000003%	3 years	Nil
Brig Gen Md Jamal Hossain, ndc, afwc, psc Director (Nominated by SKS)	Acquired on 15.07.2020		1	10	10	1	Nil	10	Cash	15.07.2020	0.000004%	0.000003%	3 years	Nil
Brig Gen Md Shaheen Iqbal, afwc, psc Director (Nominated by SKS)	Acquired on 15.07.2020		1	10	10	1	Nil	10	Cash	15.07.2020	0.000004%	0.000003%	3 years	Nil

Maj Gen Mohammed Saïdul Islam, ndc, psc <i>Chairman</i> <i>(Nominated by SKS)</i>	Nil	Nil	Nil	Nil
Brig Gen Md Shafique Shamim, psc (Retd) <i>Managing Director & CEO</i>	Nil	Nil	Nil	Nil
M.M Mostafa Bilal <i>Independent Director</i>	Nil	Nil	Nil	Nil
Ahamed Ihteyaz Thamid <i>Independent Director</i>	Nil	Nil	Nil	Nil
	Nil	Nil	Nil	Nil
	Nil	Nil	Nil	Nil
	Nil	Nil	Nil	Nil
	Nil	Nil	Nil	Nil
	Nil	Nil	Nil	Nil
	Nil	Nil	Nil	Nil
	Nil	Nil	Nil	Nil
	Nil	Nil	Nil	Nil
	Nil	Nil	Nil	Nil
	Nil	Nil	Nil	Nil
	Nil	Nil	Nil	Nil
	Nil	Nil	Nil	Nil

Detail of shares issued by the company at a price lower than the issue price (B)(12)(e)

All the shares of the company are issued at face value of Tk. 10.00 before this issue.

History of significant (5% or more) changes in ownership of securities from inception. (B)(12)(f)

There has been no significant (5% or more) changes in ownership of securities from inception of SKICL.

CORPORATE GOVERNANCE

SECTION CONTENTS	
(a)	A disclosure to the effect that the issuer has complied with the requirements of Corporate Governance Guidelines of the Commission
(b)	A compliance report of Corporate Governance requirements certified by competent authority
(c)	Details relating to the issuer's audit committee and remuneration committee, including the names of committee members and a summary of the terms of reference under which the committees operate

A disclosure to the effect that the issuer has complied with the requirements of Corporate Governance Guidelines of the Commission (B)(13)(a)

MANAGEMENT DISCLOSURE REGARDING COMPLIANCE WITH THE REQUIREMENTS OF CORPORATE GOVERNANCE CODE OF BANGLADESH SECURITIES AND EXCHANGE COMMISSION

The Company declares that it is in compliance with the requirements of the applicable regulations of Corporate Governance Code of Bangladesh Securities and Exchange Commission in respect of corporate governance including constitution of the Board and committees thereof.

Sd/-
Brig Gen Md Shafique Shamim, psc (Retd), CII (Cert)
Managing Director & CEO

Place: Dhaka
Date: April 25, 2021

A compliance report of Corporate Governance requirements certified by competent authority (B)(13)(b)

[Certificate as per condition No.1(5)(xxvii)]

**Report to the Shareholders
of
Sena Kalyan Insurance Company Limited
on compliance on the corporate governance code**

We have examined the compliance status to the Corporate Governance Code by **Sena Kalyan Insurance Company Limited** for the year ended December 31, 2020. This code relates to the notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 of the Bangladesh Securities & Exchange Commission.

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

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

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

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

Date: Dhaka
26 April, 2021

Sd/-
Ahmed Zaker & Co.
Chartered Accountants
(Z A Mirdha, FCA)
Partner

Sena Kalyan Insurance Company Limited
Status of Compliance with the Corporate Governance Code (CGC)
as on 31st December 2020

Status of compliance with the conditions imposed by the commission's Notification No. SEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under Condition No. 9)

Condition No.	Title	Compliance status (Put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
1.0	BOARD OF DIRECTORS:			
1(1)	Board's Size: The number of the board members shall not be less than 5(five) and more than 20 (twenty).	✓		
1(2)	Independent Directors:			
1(2)(a)	At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors.	✓		2 Independent Directors have been appointed as per Insurance Act,2010
1(2)(b)	For the purpose of this clause "independent director" means a director-			Does not hold any share of the company
1(2)(b)(i)	who does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	✓		The Independent directors have declared their compliances
1(2)(b)(ii)	who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares	✓		

Sena Kalyan Insurance Company Ltd.

	of the company on the basis of family relationship and his or her family members also shall 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)(b)(iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	✓		
1(2)(b)(iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓		
1(2)(b)(v)	who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	✓		
1(2)(b)(vi)	who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	✓		
1(2)(b)(vii)	who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	✓		
1(2)(b)(viii)	who is not independent director in more than 5 (five) listed companies;	✓		
1(2)(b)(ix)	who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI); and	✓		
1(2)(b)(x)	who has not been convicted for a criminal offence involving moral turpitude;	✓		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	✓		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days; and	✓		

1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only.	✓		
1(3)	<i>Qualification of Independent Director (ID)</i>			
1(3) (a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business;	✓		
1(3) (b)	Independent director shall have following qualifications:			
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association; or	✓		
1(3)(b)(ii)	Corporate Leader who is or was a top-level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid-up capital of Tk. 100.00 million or of a listed company; or	✓		
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law; or	-		
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	-		
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified	✓		

	Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;			
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);			
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	-		N/A (special cases)
1(4)	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer.-			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	✓		
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	✓		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	✓		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	✓		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from nonexecutive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓		
1(5)	The Directors' Report to Shareholders The Board of the company shall include the following additional statements or disclosures in the Directors' Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994):-			
1(5) (i)	An industry outlook and possible future developments in the industry;	✓		
1(5) (ii)	The segment-wise or product-wise performance;	✓		
1(5) (iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓		

1(5) (iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	✓		
1(5) (v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	✓		
1(5) (vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	✓		
1(5) (vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other 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 Share Offer, Direct Listing, etc.;	-		N/A
1(5) (ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	-		No Such event arose
1(5) (x)	A statement of remuneration paid to the directors including independent directors;	✓		
1(5) (xi)	A statement that 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)	A statement that proper books of account of the issuer company have been maintained;	✓		
1(5) (xiii)	A statement that 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)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		

Sena Kalyan Insurance Company Ltd.

1(5) (xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		
1(5) (xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	✓		
1(5) (xvii)	A statement that there is no significant doubt 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 there of shall be disclosed;	✓		
1(5) (xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	✓		
1(5) (xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	✓		
1(5) (xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	-		
1(5) (xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	-		
1(5) (xxii)	The total number of Board meetings held during the year and attendance by each director;	✓		
1(5) (xxiii)	The pattern of shareholding disclosing the aggregate number of shares (along with name wise details) held by-			
1(5) (xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);			
1(5) (xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	-		N/A
1(5) (xxiii)(c)	Executives; and	-		N/A
1(5) (xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	✓		

1(5) (xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:-			
1(5)(xxiv)(a)	a brief resume of the director;	✓		
1(5)(xxiv)(b)	nature of his or her expertise in specific functional areas; and	✓		
1(5)(xxiv)(c)	names of companies in which the person also holds the directorship and the membership of committees of the Board;	✓		
1(5)(xxv)	A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1(5)(xxv)(a)	accounting policies and estimation for preparation of financial statements;	✓		
1(5)(xxv)(b)	changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	✓		
1(5)(xxv)(c)	comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	✓		
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓		
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	✓		
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓		
1(5)(xxv)(g)	future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A; and	✓		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of	✓		

	this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C.			
1(6)	Meetings of the Board of Directors The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	✓		
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;		✓	Under Process
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.		✓	Under Process
2.	Governance of Board of Directors of Subsidiary Company.:- (SKICL has no such subsidiary Company)			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	-		N/A
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;	-		N/A
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;	-		N/A
2(d)	The minutes of the respective Board meeting of the holding company shall	-		N/A

	state that they have reviewed the affairs of the subsidiary company also;			
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	-		N/A
3.	<i>Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance(HIAC) and Company Secretary (CS):-</i>			
3(1)	Appointment			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	✓		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	✓		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	✓		
3(2)	Requirement to attend Board of Directors' Meetings The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	✓		
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed	✓		

Sena Kalyan Insurance Company Ltd.

	financial statements for the year and that to the best of their knowledge and belief:			
3(3)(a)(i)	these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	✓		
3(3)(a)(ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	✓		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	✓		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		
4.	<i>Board of Directors' Committee:-</i>			
	For ensuring good governance in the company, the Board shall have at least following sub-committees:			
4(i)	Audit Committee; and	✓		
4(ii)	Nomination and Remuneration Committee.	✓		
5.0	<i>Audit Committee:-</i>			
5(1)	Responsibility to the Board of Directors.			
5(1)(a)	The company shall have an Audit Committee as a subcommittee of the Board;	✓		
5(1)(b)	The Audit Committee shall assist the Board 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;	✓		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓		
5(2)	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	✓		

5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	✓		
5(2)(c)	All members of the audit committee should be “financially literate” and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	✓		
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	✓		
5(2)(e)	The company secretary shall act as the secretary of the Committee;	✓		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		
5(3)	Chairperson of the Audit Committee	✓		
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	✓		
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓		

5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM): Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	✓		
5(4)	Meeting of the Audit Committee			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year: Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;	✓		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓		
5(5)	Role of Audit Committee The Audit Committee shall:-	✓		
5(5)(a)	Oversee the financial reporting process;	✓		
5(5)(b)	monitor choice of accounting policies and principles;	✓		
5(5)(c)	monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	✓		
5(5)(d)	oversee hiring and performance of external auditors;	✓		
5(5)(e)	hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓		
5(5)(f)	review along with the management, the annual financial statements before submission to the Board for approval;	✓		
5(5)(g)	review along with the management, the quarterly and half yearly financial	✓		

	statements before submission to the Board for approval;			
5(5)(h)	review the adequacy of internal audit function;	✓		
5(5)(i)	review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		
5(5)(j)	review statement of all related party transactions submitted by the management;	✓		
5(5)(k)	review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	✓		
5(5)(l)	oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	✓		
5(5)(m)	<p>oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission:</p> <p>Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds 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:</p> <p>Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.</p>	✓		
5(6)	Reporting of the Audit Committee			
5(6)(a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	✓		
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:-	✓		

Sena Kalyan Insurance Company Ltd.

5(6)(a)(ii)(a)	report on conflicts of interests;			No such incidence arose
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;			No such incidence arose
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and			N/A
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	✓		
5(6)(b)	Reporting to the Authorities If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.			No such incidence arose
5(7)	Reporting to the Shareholders and General Investors Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	✓		
6.	<i>Nomination and Remuneration Committee (NRC).:-</i>			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	✓		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria	✓		

	or policy for determining qualifications, positive attributes, experiences and independence of directors and top-level executive as well as a policy for formal process of considering remuneration of directors, top level executive;			
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No.6(5)(b).	✓		
6(2)	Constitution of the NRC	✓		
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	✓		
6(2)(b)	All members of the Committee shall be non-executive directors;	✓		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	✓		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	✓		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	✓		
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;	✓		
6(2)(g)	The company secretary shall act as the secretary of the Committee;	✓		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	✓		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	✓		

6(3)	Chairperson of the NRC	✓		
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	✓		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	✓		
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders: Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.	✓		
6(4)	Meeting of the NRC	✓		
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	✓		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	✓		
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	✓		
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	✓		
6(5)	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	✓		
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:	✓		

6(5)(b)(i)	formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	✓		
6(5)(b)(i)(a)	the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	✓		
6(5)(b)(i)(b)	the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	✓		
6(5)(b)(i)(c)	remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	✓		
6(5)(b)(ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	✓		
6(5)(b)(iii)	identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	✓		
6(5)(b)(iv)	formulating the criteria for evaluation of performance of independent directors and the Board;	✓		
6(5)(b)(v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	✓		
6(5)(b)(vi)	developing, recommending and reviewing annually the company's human resources and training policies;	✓		
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	✓		
7.	<i>External or Statutory Auditors:-</i>			

Sena Kalyan Insurance Company Ltd.

7(1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:-	✓		
7(1)(i)	appraisal or valuation services or fairness opinions;	✓		
7(1)(ii)	financial information systems design and implementation;	✓		
7(1)(iii)	book-keeping or other services related to the accounting records or financial statements;	✓		
7(1)(iv)	broker-dealer services;	✓		
7(1)(v)	actuarial services;	✓		
7(1)(vi)	internal audit services or special audit services;	✓		
7(1)(vii)	any service that the Audit Committee determines;	✓		
7(1)(viii)	audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	✓		
7(1)(ix)	any other service that creates conflict of interest.	✓		
7(2)	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; his or her family members also shall not hold any shares in the said company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members.	✓		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	✓		
8.	<i>Maintaining a website by the Company :-</i>			
8(1)	The company shall have an official website linked with the website of the stock exchange.	✓		
8(2)	The company shall keep the website functional from the date of listing.	✓		
8(3)	The company shall make available the detailed disclosures on its website as	✓		

	required under the listing regulations of the concerned stock exchange(s).			
9.	<i>Reporting and Compliance of Corporate Governance:-</i>			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	✓		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	✓		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	✓		

Details relating to the issuer's audit committee and remuneration committee, including the names of committee members and a summary of the terms of reference under which the committees operate (B)(13)(c)

AUDIT COMMITTEE		
Name of the Members	Designation	Position in the Committee
M. M. Mostafa Bilal	Independent Director	Chairman
Air Cdre M Moyeenuddin, ndc, afwc, psc	Director	Member
Brig Gen Md Mustafa Kamal, SGP	Director	Member
Brig Gen Md Shaheen Iqbal, afwc, psc	Director	Member

NOMINATION & REMUNERATION COMMITTEE		
Name of the Members	Designation	Position in the Committee
Ahamed Ihteyaz Thamid	Independent Director	Chairman
Brig Gen M A Mohy, psc, PEng	Director	Member
Brig Gen Md Jamal Hossain, ndc, afwc, psc	Director	Member
Brig Gen Mirza Md Enamul Haque, ndc	Director	Member

The terms of reference of the audit committee are as follows:

- Oversee the financial reporting process;
- Monitor choice of accounting policies and principles;
- Monitor Internal Control Risk management process;
- Oversee hiring and performance of external auditors;
- Review along with the management, the annual financial statements before submission to the board for approval;
- Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval;
- Review the adequacy of internal audit function;
- Review statement of significant related party transactions submitted by the management;
- Review Management Letters/ Letter of Internal Control weakness issued by statutory auditors.

The terms of reference of the remuneration committee are as follows:

- To assist the Board in developing and administering a fair and transparent procedure for setting policy on the remuneration of directors and senior management of the Company;
- Determining the remuneration packages;
- Review the Annual Confidential Report (ACR) of senior management of the company;
- Review and oversee the Company's overall human resources strategy.

SECTION (XV)

(B)(14)

VALUATION REPORT OF SECURITIES PREPARED BY THE ISSUE MANAGER

(a)	The valuation report of securities to be offered shall be prepared and justified by the issue manager on the basis of the financial and all other information pertinent to the issue
(b)	To prepare the valuation report, the issue manager may consider all qualitative and quantitative factors which shall be explained in details with rationale to consider such factors, the valuation methods used, sources of information and authenticity of such information
(c)	While preparing the valuation report, the issue manager shall avoid exaggeration and biasness and shall exercise independence and due diligence
(d)	The issue manager(s) shall, among others, consider the following methods for valuation of the securities

The valuation report of securities to be offered shall be prepared and justified by the issue manager on the basis of the financial and all other information pertinent to the issue; (B)(14)(a)

The valuation report of securities to be offered by Sena Kalyan Insurance Company Limited is prepared and justified on the basis of on the Audited Financial Statement for the year ended December 31, 2020, and all other information pertinent to the issue.

To prepare the valuation report, the issue manager may consider all qualitative and quantitative factors which shall be explained in details with rationale to consider such factors, the valuation methods used, sources of information and authenticity of such information; (B)(14)(b)

While preparing the valuation report, several qualitative factors are measured to ensure the optimum fair value of the securities. Apart from that, the probable impact of these mentioned qualitative factors is reflected in the valuation.

Qualitative Factors:

- The management body of the company is highly experienced in managing the operations of the company. Additionally, financial management history reveals that the firm has an impressive track record of earnings management.
- Favorable government policies for insurance sector.
- No default history in past
- Profitability track record
- Operational efficiency

Quantitative Valuation:

In valuation of SKICL we have followed the guiding principles of clause no. (B)(14)(d) of Annexure- E of Bangladesh Securities & Exchange Commission (Public Issue) Rules, 2015. Additionally, we have also followed the BSEC Directive, vide ref. no. BSEC/CMRRCD/2021-389/04, dated 1st February 2021. The following table represents a summary of the quantitative valuation.

Reference	Valuation Method	Calculated Fair Value (BDT)
Method - 1 (A)	Net Asset Value (NAV) Per Share without Revaluation Reserve	21.09
Method - 1 (B)	Net Asset Value (NAV) Per Share with Revaluation Reserve	21.09
Method - 2	Earning Based Value Per Share (Considering lower of Market and Sector P/E)	35.04
Method - 3	Average market price of similar stock based valuation	32.82

Based on Audited Financial Statement for the year ended December 31, 2020

While preparing the valuation report, the issue manager shall avoid exaggeration and biasness and shall exercise independence and due diligence; (B)(14)(c)

The valuation report is prepared solely based on the qualitative and quantitative information of the company; and is free from exaggeration and biasness. Also, reasonable independence and due diligence were exercised during the valuation.

The issue manager(s) shall, among others, consider the following methods for valuation of the securities: (B)(14)(d)

Method - 1 (A) : Net Asset Value (NAV) Per Share without Revaluation Reserve

The Net Asset Value (NAV) is calculated using the information from the most recently published audited financial statements on December 31, 2020. To calculate the NAV the net assets of the company is divided by the total number of outstanding shares. Therefore, the NAV of the company is found 21.09 Taka per share. Detail calculation of the valuation is given in the following table:

Particulars	Note	Amount (BDT)
Paid-up Capital	A	240,000,000
Reserve for Exceptional Losses	B	197,792,882
Investment Fluctuation Fund	C	408,894
Retained Earnings	D	68,001,646
Total Equity	A+B+C+D=E	506,203,422
Number of Shares Outstanding	F	24,000,000
Net Asset Value (NAV) per share without revaluation	E/F	21.09

Based on Audited Financial Statement for the year ended December 31, 2020

Method - 1 (B) : Net Asset Value (NAV) Per Share with Revaluation Reserve

Since the company has not conducted any revaluation till date, Net Asset Value (NAV) per share with revaluation reserve will be 21.09 Taka.

Method - 2 : Earning Based Value Per Share

To calculate the fair value per share, the profit of five years' (2016 to 2020). Especially, the historical net income after tax was used along with the number of outstanding shares of the company in the respective year. Using the cumulative shares, a weighted average earning per year is calculated, which is then used to calculate the weighted average net profit after tax. The weighted average EPS is calculated to be 2.65 Taka. Monthly Market and Sector P/E from March 2020 to February 2021 are sourced from DSE Monthly review. After calculating 12-months average of both sector and market P/E, weighted average EPS of 2.65 is being multiplied by the lower of the of the sector and market P/E average, namely the Market P/E of 13.22 x to find the fair value of 35.04 Taka per share. Details are given in the following table:

Sl	Year	No. of Shares	Weight on Total Number of Shares	Net Profit after Tax (BDT)	Weighted Average Net Profit after Tax (BDT)
A	30-Dec-2020	24,000,000	0.20	94,275,660	18,855,132
B	30-Dec-2019	24,000,000	0.20	98,284,035	19,656,807
C	30-Dec-2018	24,000,000	0.20	37,846,671	7,569,334
D	30-Dec-2017	24,000,000	0.20	51,387,907	10,277,581
E	30-Dec-2016	24,000,000	0.20	36,406,977	7,281,395
F	Total	120,000,000	1.00	318,201,250	63,640,250
G		Number of Shares before IPO			24,000,000
H		Weighted Average Earning Per Share [E/G]			2.65
I		Sector P/E Multiple (12 Months Average from March 2020 to February 2021)			18.82
J		Market P/E Multiple (12 Months Average from March 2020 to February 2021)			13.22
K		Lower of Market and Sector P/E			13.22
L		Historical Earning Based Value Per Share [H*K]			35.04

Market and Sector P/E Calculation:

Sena Kalyan Insurance Company Limited is categorized as a “Insurance Company” company based on the nature of the business. The monthly market and sector P/E for last 12 months (March 2020 to February 2021) were collected from the monthly reviews of DSE, and then the average P/E of both the market and sectors are calculated. The details of the market P/E calculation are given in the following table:

Month	Sector P/E	Market P/E
Mar-20	12.08	10.58
Apr-20	12.08	10.58
May-20	12.08	10.58
Jun-20	12.23	10.78
Jul-20	16.77	11.37
Aug-20	17.63	13.06
Sep-20	21.48	13.51
Oct-20	24.30	13.21
Nov-20	26.38	12.98
Dec-20	25.96	16.53
Jan-21	22.61	18.00
Feb-21	22.23	17.41
Average	18.82	13.22

Source: DSE Monthly Review from March 2020 to February 2021.

Method - 3: Average market price of similar stock based valuation

Closing daily price data of the following 05 closest competitors of SKICL from March 2020 to February 2021 are taken to compute average market price of similar stocks. After computing the average of respective companies, average of their calculated market price, namely 32.82 is considered as fair value.

Month	Average Market Price
Crystal Insurance Company Limited*	38.70
Prime Insurance Company Ltd.	30.83
Desh General Insurance Company Limited*	32.42
Continental Insurance Ltd.	32.16
Express Insurance Limited*	29.96
Average	32.82

*These companies are not listed as of March 2020. Therefore, for these companies, market price up to April 2021 are considered.

From the above analysis, we can state that the fair value of SKICL under different method seems to be reasonable and fair. Considering all qualitative and quantitative factors along with industry and market of Insurance industry, past track record of performance and future growth prospective of the issuer, we assume that the valuation of share price of SKICL is justified and shall be reasonable to the investors.

DEBT SECURITIES

SECTION CONTENTS	
(a)	The terms and conditions of any debt securities that the issuer company may have issued or is planning to issue within next six months, including their date of redemption or conversion, conversion or redemption features and sinking fund requirements, rate of interest payable, Yield to Maturity, encumbrance of any assets of the issuer against such securities and any other rights the holders of such securities may have
(b)	All other material provisions giving or limiting the rights of holders of each class of debt securities outstanding or being offered, for example subordination provisions, limitations on the declaration of dividends, restrictions on the issuance of additional debt or maintenance of asset ratios
(c)	Name of the trustee(s) designated by the indenture for each class of debt securities outstanding or being offered and describe the circumstances under which the trustee must act on behalf of the debt holders
(d)	Repayment/ redemption/ conversion status of such securities

Sena Kalyan Insurance Company Limited did not issue any debt securities, and the company does not have any plan to issue any debt securities in the forthcoming six months of the publication of this prospectus.

SECTION (XVII)
(B)(16)

**PARTIES INVOLVED AND THEIR
RESPONSIBILITIES**

SECTION CONTENTS	
(a)	Issue manager(s)
(b)	Underwriters
(c)	Auditors
(d)	Cost and Management Accountants
(e)	Valuer
(f)	Credit rating Company

SL	Parties Involved with Sena Kalyan Insurance Company Limited		Responsibilities
(a)	Issue Manager	AAA Finance & Investment Ltd.	The issue manager will manage the public issue of SKICL securities complying the Bangladesh Securities & Exchange Commission (Public Issue) Rules, 2015.
(b)	Underwriters'	AAA Finance & Investment Ltd.	The underwriters are responsible for underwriting the mentioned amount of stocks of SKICL. Furthermore, the underwriters shall carry out all the activities specified in the Bangladesh Securities & Exchange Commission (Public Issue) Rules, 2015.
		Southeast Bank Capital Services Limited	
		ICB Capital Management Limited	
		IIDFC Capital Limited	
(c)	Statutory Auditors	Mahfel Huq & Co., Chartered Accountants	To express an opinion on the financial statements based on their audit. Auditor will conduct the audit in accordance with International Standards on Auditing (ISA).
(d)	Cost Auditor	N/A	N/A
(e)	Valuers	N/A	N/A
(f)	Credit Rating Company	N/A	N/A

SECTION (XVIII)
(B)(17)

MATERIAL CONTRACTS

(a)	Major agreements entered into by the issuer
(b)	Material parts of the agreements
(c)	Fees payable to different parties

Major agreements entered into by the issuer (B)(17)(a)

- i. Issue Management Agreement between the Company and the Managers to the Issue AAA Finance and Investment Limited.
- ii. Underwriting Agreement between the Company and the Underwriters, namely- AAA Finance and Investment Limited, Southeast Bank Capital Services Limited, ICB Capital Management Limited, IIDFC Capital Limited.

Material parts of the agreements (B)(17)(b)

Agreement	Material Parts of the Agreements	
<p>1. Issue Management Agreement with:</p> <p>AAA Finance & Investment Limited</p>	<p>Signing Date: 24th October 2019</p> <p>Tenure:</p>	<p>This Agreement shall automatically stand invalid upon completion of IPO Procedure and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement.</p>
	<p>Major Terms & Conditions</p>	<p>SCOPE OF SERVICES:</p> <p>The scope of services to be rendered by the MANAGER to the COMPANY of the PUBLIC ISSUE under Fixed Price method shall be as follows (including and not limited to the compilation and preparation of the documents, papers, studies hereunder).</p> <p>Financial Consultancy Services:</p> <ul style="list-style-type: none"> - Issue analysis - Financing strategy - Regulatory guidance <p>Issue Management Services:</p> <ul style="list-style-type: none"> - Regulatory compliance (All formalities to be done under Fixed Price Method) - Underwriting Arrangement - Issue arrangements <p>Post Issue Supervision:</p> <ul style="list-style-type: none"> - Advise and assist for Printing of Prospectus; - Advise and assist for Publication of Prospectus in national daily as prescribe by Bangladesh - Securities and Exchange Commission; - Distribution of prospectus to DSE, CSE and BSEC; - Monitoring of holding of lottery; - Monitoring for distribution mechanism of securities;

- Monitoring of post issue and subscription procedure;
- Compliances after subscription.

REPRESENTATION:

The MANAGER warrants and represents to the COMPANY that.

- The MANAGER is a valid and legally constituted company and has obtained all necessary and requisite licences, approvals and permits (as the case may be) from the Bangladesh Securities and Exchange Commission (BSEC) and any other authorities/agencies concerned to carry on the business as Manager to Issue with regard to the Issue Management.
- The MANAGER will provide all the Services in accordance to the requirement of the law, especially in strict compliance to the Bangladesh Securities and Exchange laws, regulations, notifications and directions issued from time to time prior to and on the date of the PUBLIC ISSUE, the Companies Act, the Listing Rules etc.
- The MANAGER shall issue a Due Diligence Certificate in favour of The COMPANY to execute IPO in compliance with the “Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015” only upon the MANAGER’s satisfaction on independent verification of different papers, reports, documents and other material facts and disclosures to evaluate authenticity and integrity of the Company through several discussions with the officials and Directors of the COMPANY.
- The MANAGER will take all possible precautions, care and exert the best of its expertise, skills and services for the PUBLIC ISSUE.
- The MANAGER shall keep record for next 5 (five) years after IPO approval for any inspection or queries by the Commission as per guideline of “Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015”.

		<ul style="list-style-type: none"> - The MANAGER shall have the power to engage/appoint any co-Issue Manager without any additional cost burden and with the written consent of the COMPANY. - The MANAGER shall ensure its competence for approval but extent any guarantee from the regulator which is beyond its control.
<p>2. Underwriting Agreements with:</p> <ul style="list-style-type: none"> - AAA Finance & Investment Limited - Southeast Bank Capital Services Limited - ICB Capital Management Limited - IIDFC Capital Limited 	Signing Date:	31 st March 2021
	Tenure:	This Agreement shall be valid until the completion of subscription of shares and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement.
	Major Terms & Conditions	<p>As per guideline of the Bangladesh Securities and Exchange Commission, 35% of the IPO (i.e.- for Tk. 56,000,000.00) shall have to be underwritten by the underwriters, subject to the terms stated as follows:</p> <p>The IPO shall stand cancelled and the application money shall be refunded immediately (but not later than 5 (Five) weeks from the date of subscription closer), if any of the following events occur :</p> <ul style="list-style-type: none"> - Upon closing of the subscription list it is found that the total number of valid applications (in case of under subscription including the number of the underwriter) is less than the minimum requirement as specified in the listing regulations of the Stock Exchange(s) concerned; or - At least 65% of the IPO is not subscribed. <p><u>UNDERWRITING:</u></p> <ul style="list-style-type: none"> - The Company shall make the Public Offering of 16,000,000 Ordinary Shares of Tk.10.00 each share as provided in this Agreement. - The Underwriter shall underwrite 5,600,000 Ordinary Shares of Tk.10.00 each share amounting to Tk. 56,000,000.00 out of the Public Offering on a firm commitment basis. This commitment is irrevocable and unequivocal.

THE PUBLIC OFFERING:

- The Company shall comply with any other formalities required under the laws of the land for raising fund through Public Offering.
- If and to the extent that the shares offered to the public by a prospectus authorized hereunder shall not have been subscribed and paid for in cash in full by the closing date, the Company shall within 10 (ten) days of the closure of subscription call upon the Underwriter in writing with a copy of the said writing to the Bangladesh Securities and Exchange Commission, to subscribe or procure subscriber to subscribe the shares not so subscribed within the closing date and to pay for in cash in full, inclusive of any premium if applicable, for such unsubscribed shares within 15 (fifteen) days after being called upon to do so. The amount so received shall be credited in the share subscription account of the Company within the said period. If payment is made by Pay order/Cheque by the underwriter it will be deemed that the underwriter has not fulfilled its obligation towards its underwriting commitment under this Agreement, until such time as the Pay order/Cheque has been encashed and the Company's share subscription account credited. In any case within 7 (Seven) days after the expiry of the aforesaid 15 (fifteen) days, the Company shall send proof of subscription and payment by the underwriters, to the Commission.
- In the case of failure by the Underwriter to pay for the shares under the terms mentioned above, the said underwriter will not be eligible to underwrite any issue, until such time as it fulfills its underwriting commitment under this Agreement and also other penalties as may be determined by the BSEC.
- In the case of failure by the Underwriter to pay for the shares within the stipulated time, the Company /Issuer will be under no obligation to pay any underwriting commission under this Agreement.
- In case of failure by the Company to call

	<p>upon the underwriter for the aforementioned purpose within the stipulated time, the Company and its directors shall individually and collectively be held responsible for the consequences and/or penalties as determined by the Bangladesh Securities and Exchange Commission under the law.</p> <ul style="list-style-type: none"> - That the signatories to this Agreement have duly been authorized by the Board of Directors of both the Company and the Underwriter to execute and give effect to this Agreement from the date written herein above. - The liability of the underwriter under this clause shall be in proportion to but not exceeding the shares agreed to be underwritten by it; PROVIDED that the aforementioned request of the Company shall be supported by official certificates and other documents of subscription obtained from the Bankers to the Issue and a declaration of the Company as to the final result of the Public subscription. - The Company shall pay to the Underwriter an underwriting commission at the rate of 0.40% (zero point four zero percent), as mentioned in Article 2.02.1 of the agreement, of the value at issue amount of the shares hereby agreed to be underwritten by it.
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Fees payable to different parties

(B)(17)(c)

Name of Parties	Role	Fees payable
AAA Finance & Investment Limited	Issue Manager	Lump-sum: Tk. 1,000,000/- <i>Maximum 2.00% on the public offer amount as per BSEC (Public Issue) Rules, 2015</i>
AAA Finance & Investment Limited	Underwriter	0.40% on the underwritten amount by the underwriters, i.e.- Tk. 224,000/- <i>Maximum 1.00% on the underwritten amount as per BSEC (Public Issue) Rules, 2015</i>
Southeast Bank Capital Services Limited		
ICB Capital Management Limited		
IIDFC Capital Limited		

SECTION (XIX)

(B)(18)

OUTSTANDING LITIGATIONS, FINE OR PENALTY

SECTION CONTENTS

- | | |
|-----|---|
| (a) | The outstanding litigations against the issuer or any of its directors and fine or penalty imposed by any authority |
| (b) | Outstanding cases filed by the Company or any of its directors |
-

The outstanding litigations against the issuer or any of its directors and fine or penalty imposed by any authority	(B)(18)(a)
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The issuer or directors of SKICL was not involved in any of the following types of legal proceedings except as disclosed below:

(i) Litigation involving Civil Laws;

There is no litigation involving Civil Laws.

(ii) Litigation involving Criminal Laws;

There is no litigation involving Criminal Laws.

(iii) Litigation involving Securities, Finance and Economic Laws;

There is no litigation involving Securities, Finance and Economic Laws.

(iv) Litigation involving Labor Laws;

There is no litigation involving Labor Laws.

(v) Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes or duties);

There is no conviction of the Issuer or any of its director(s) in connection to taxation (Income tax, VAT, Customs Duty and any other taxes/duties) except disclosed as below:

Income Tax: The TIN number of the Company is 8336 7961 9109. Year wise income tax status of the Company is depicted below as per the audited accounts of December 31, 2020

Assessment Year	Income Year	Tax liability as per income tax return	Advance Income Tax Paid	Income Tax Paid by PO	Current Status
2021-2022	2020	-	-	-	Return submission date 15 September, 2021
2020-2021	2019	21,507,294	3,394,610	18,002,149	Return submitted as per clause 82BB. Advance Tax adjusted of tk. 1,10,535 against Income year 2018
2019-2020	2018	2,822,678	2,933,213	-	Return submitted as per clause 82BB.

2018-2019	2017	10,240,665	2,687,600	6,913,024	Return submitted as per clause 82BB. Tax provision higher in accounts due to 40% but as per return 37.50%
2017-2018	2016	8,139,467	1,602,286	6,058,389	Return submitted as per clause 82BB. Tax provision higher in accounts due to 42.5% but as per return 40%

VAT: The VAT registration number of the Company is BIN No. 001108614-0101 under area Dhaka (South). Year wise VAT status of the Company is depicted below as per the audited accounts of December 31, 2020:

Year	VAT on Commission on Re-Insurance Ceded as per audit intelligence and investigation demanded	VAT on Agency Commission as per audit intelligence and investigation demanded	VAT on Agency Commission as per audit intelligence and investigation demanded	Current Status
2020	-	-	-	Custom Excise & VAT Commissioner as per audit report of director of audit intelligence and investigation demanded BDT 10,762,320. (১). গণপ্রজাতন্ত্রী বাংলাদেশ সরকার, আভ্যন্তরীণ সম্পদ বিভাগ, ঢাকা কর্তৃক জারিকৃত মূল্য সংযোজন কর, প্রজ্ঞাপন - তারিখ ২৮ জৈষ্ঠ্য, ১৪২৭ বঙ্গাব্দ/১১ জুন ২০২০ খ্রীষ্টাব্দ, এস.আর.ও.নং-১৪৪-আইন/২০২০/১০৫-মুসক এ প্রদত্ত ক্ষমতাবলে বীমা কোম্পানী কর্তৃক এজেন্সি কমিশন বাবদ পরিশোধিত অর্ধের বিপরীতে মূল্য সংযোজন কর কর্তন বিষয়ে অব্যাহতি দেয়া হয়েছে। যার সেবার কোড - ৯০২৭.০০। (২). পুনঃবীমা কমিশনের বিপরীতে ১৫% উৎসে মূল্য সংযোজন কর আদায় বা কর্তন সম্পর্কিত আইনের একটি লিখিত ব্যাখ্যা গত জুন ২, ২০২০ ইং তারিখে বাংলাদেশ ইন্সুরেন্স এসোসিয়েশনের প্রেসিডেন্ট কর্তৃক চেয়ারম্যান, জাতীয় রাজস্ব বোর্ড বরাবর প্রদান করা হয়। However, SKICL has not settled which is pending for the decision of the Commissioner of Custom Excise & VAT (South).
2019	-	-	-	
2018	-	-	-	
2017	-	-	-	
2016	1,647,671	2,620,725	2,620,725	
2015	2,031,542	1,965,332	1,965,332	
2014	583,197	1,913,853	1,913,853	
Total	4,262,410	6,499,910	10,762,320	

Sena Kalyan Insurance Company Ltd.

Customs Duty: Not applicable for SKICL.

Any other taxes or duties: Not applicable for SKICL.

(vi) Litigation involving any other Laws.

There is no litigation involving any other Laws.

Outstanding cases filed by the Company or any of its directors

(B)(18)(b)

There are no outstanding cases filed by the issuer or any of its directors to any of the following types of legal proceedings except as disclosed below:

(i) Litigation involving Civil Laws;

There is no litigation involving Civil Laws.

(ii) Litigation involving Criminal Laws;

There is no litigation involving Criminal Laws.

(iii) Litigation involving Securities, Finance and Economic Laws;

There is no litigation involving Securities, Finance and Economic Laws.

(iv) Litigation involving Labor Laws;

There is no litigation involving Labor Laws.

(v) Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes or duties);

There is no litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes or duties).

(vi) Litigation involving any other Laws.

There is no litigation involving any other Laws.

SECTION (XX)
(B)(19)

**RISK FACTORS AND MANAGEMENT
PERCEPTIONS ABOUT THE RISKS**

SECTION CONTENTS

(a)	All risk factors and management's perception about how to address the risks are to be clearly stated
(b)	Risk factors shall be disclosed in descending order of materiality
(c)	Perceptions to address risks shall not contain any speculative statement on the positive outcome of any litigation, etc.
(d)	The disclosures of Risk factor

<p>All risk factors and management’s perception about how to address the risks are to be clearly stated. All risk factors which are specific to the project and internal to the issuer and those which are external and beyond the control of the issuer and all qualitative or quantitative risks those may not be material at present but may have a material impact in future shall be included;</p>	<p>(B)(19)(a)</p>
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All risk factors and management’s perception of SKICL clearly stated along with internal and external risks which may not be material at present but may have a material impact in future.

<p>Risk factors shall be disclosed in descending order of materiality. Wherever risks about material impact are stated, the financial and other implications of the same shall be disclosed. If it cannot be quantified, a statement shall be furnished about the fact that the implications cannot be quantified;</p>	<p>(B)(19)(b)</p>
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All risk factors are disclosed in descending order of materiality along with material impacts, financial and other implications wherever applicable.

<p>Perceptions to address risks shall not contain any speculative statement on the positive outcome of any litigation, etc. and shall not be given for any matter that is sub-judice before any Court or Tribunal;</p>	<p>(B)(19)(c)</p>
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No management perceptions of the disclosed risks contain any speculative statement on the positive outcome of any litigation, etc. nor does it give for any matter that is sub-judice before any Court or Tribunal.

The disclosures of Risk factors shall include, where applicable, the following: (B)(19)(d)

Any investment always associates with both internal and external risk factors having both direct and indirect effect on the investments made by the investor. Among those risks some can be averted, others are beyond control, which may cause loss. Before making any investment decision, investors need to consider the associated risk factors, the risk premium and management perception. If any of the following risks happens in the business, operational results and financial conditions could suffer and investors could lose their investments partly or fully. The management of Sena Kalyan Insurance Company Limited perceives the following risk factors, both external and internal, which are enumerated hereunder:

- (i) Internal risk factors;**
- (i) External risk factors.**

(i) Internal risk factors may include, among others:

(a) Credit Risk;

This is the risk of default on a debt that may arise because of default by the borrower to pay the loan. In operating any business there is always credit risk lies in the business. As there is always lending and borrowing between parties in the form of money and goods.

Management Perception:

Credit Risk mainly lies with Financial Institutions and the manufacturing company which sells its products in credit. Since is Sena Kalyan Insurance Company Limited involved in insurance business, there is no such credit risk.

(b) Liquidity Risk;

The risk that a company may be unable to meet short term financial demands. This usually occurs due to the inability to convert its current assets to cash without a loss of capital or income. Liquidity is a common phenomenon of the business.

Management Perception:

SKICL conducts liquidity management in a manner that maintains stability and flexibility in day-to- day funding activities. The Company manages its working capital in efficient way to maintain required liquidity. It also controls regular payment of cheques, cash inflow and outflow, maturity of deposits and our access to other funding sources as and when required.

(c) Risk associated with the issuer's interest in subsidiaries, joint ventures and associates;

If the subsidiaries make loss, it affects parent company's balance sheet. In case of associate, there is chance of decline value of investment in associate company. As for joint venture, a joint venture (JV) is a business arrangement in which two or more parties agree to pool their resources for the purpose of accomplishing a specific task. This task can be a new project or any other business activity. In a joint venture (JV), each of the participants is responsible for profits, losses and costs associated with it.

Management Perception:

There are no such risks as Sena Kalyan Insurance Company Limited has no subsidiary and associate.

(d) Significant revenue generated from limited number of customers, losing any one or more of which would have a material adverse effect on the issuer;

There is risk involved in having limited number of customer and losing of that customer has negative impact on company's sales and cash flow as well.

Management Perception:

The Company is not dependent on any particular or limited number of customers to operate business and the management is always keen to find out new customers which boost up the

sales. SKICL maintain a good relationship with customers and take feedback about services. There is less chance to lose customers and losing anyone will not affect company's profitability for its demand, high quality, and competitive service.

(e) Dependency on a single or few suppliers of raw materials, failure of which may affect production adversely;

There is also risk involved in having limited number of suppliers as well. Single or few suppliers may exploit the company by price hike, untimely delivery, and low quality of product.

Management Perception:

By the nature of business, Sena Kalyan Insurance Company Limited has no such type of risk.

(f) More than 20% revenue of the issuer comes from sister concern or associate or subsidiary;

Having 20% revenue generation from sister concern or associate or subsidiary makes issuer dependent on other companies. Hence, there is dependency risk.

Management Perception:

There are no such risks as Sena Kalyan Insurance Company Limited has no sister concern or subsidiary or associate.

(g) Negative earnings, negative cash flows from operating activities, declining turnover or profitability, during last five years, if any;

Negative earning and negative operating cash flow are risk under the going concern risk for the entity.

Management Perception:

SKICL has no negative earnings and negative cashflow. The company has been operating business efficiently. As such the turnover and profitability are increasing at a steady pace over the last five years.

(h) Loss making associate or subsidiary or group companies of the issuer;

When associate, subsidiary, group companies of the issuer are loss making, it affects the issuer and there is negative impact on cash flow and the balance sheet of the issuer as well.

Management Perception:

There are no such risks as Sena Kalyan Insurance Company Limited has no associate or subsidiary or group companies.

(i) Financial weakness and poor performance of the issuer or any of its subsidiary or associates;

Financial weakness and poor performance of the issuer have negative impact on the company. As a result, it will be tough to pay loan interest, debt service and dividend. Future growth will be hampered.

Management Perception:

The Company is financially sound and has been operating with good performance. Besides, there are no such risks as Sena Kalyan Insurance Company Limited has no subsidiary or associates.

(j) Decline in value of any investment;

If investment value decline, it will reduce the profit and assets as well.

Management Perception:

SKICL has investments in the following:

- Treasury Bonds issued by Bangladesh Government
- Investment in Shares (Capital Market)
- FDR in commercial banks

Apart from investment in shares, above investments are held to maturity with fixed rate. Thus, the value shall not decline. However, value of investment in capital market may fluctuate due to normal market trend. SKICL manages the investment with caution to avoid any significant decrease in portfolio value. Besides, the fund allocated in capital market is marginal compared to investment in other segments.

(k) Risk associated with useful economic life of plant and machinery, if purchased in second hand or reconditioned;

There is obsolescence risk relating to plant and machinery. If the machinery is purchased in second hand or reconditioned, there high risk of repair and maintenance which has impact on profitability of the company.

Management Perception:

By the nature of business, Sena Kalyan Insurance Company Limited has no such type of risk.

(l) Adverse effect on future cash flow if interest free loan given to related party or such loans taken from directors may recalled;

It is loan given and taken from related party and directors as well. If company gives such loan without interest to related party, there is interest burden for the company if the money was taken as loan. On the other hand, if such loan is taken from directors, it will have an impact on the cash flow to pay off the loan to the Directors.

Management Perception:

There is no such loan given to related party or loan taken from directors.

(m) Potential conflict of interest, if the sponsors or directors of the issuer are involved with one or more ventures which are in the same line of activity or business as that of the issuer and if any supplier of raw materials or major customer is related to the same sponsors or directors;

In these cases, there is high chance of compromise among the related companies because of conflict of Interest.

Management Perception:

There is no potential conflict of Interest as we do not have any venture which is in the same line of activity.

(n) Related party transactions entered into by the company those may adversely affect competitive edge;

Related party transaction of the issuer creates conflict of interest which reduces the competitive advantage of the issuer.

Management Perception:

There is no as such transaction which may adversely affect competitive edge.

(o) Any restrictive covenants in any shareholders' agreement, sponsors' agreement or any agreement for debt or preference shares or any restrictive covenants of banks in respect of the loan or credit limit and other banking facilities;

All information must be known to the potential investor so that investor's interest may not be hampered in future. So, any restrictive covenants if it goes against potential investors, will make investors in jeopardy.

Management Perception:

The company has no debt or preference shares that may contain such restrictive covenants in its shareholders' agreement, sponsors' agreement. Also, SKICL has not taken any loan or credit limit and other banking facilities which might contain such restrictive covenants.

(p) Business operations may be adversely affected by strikes, work stoppages or increase in wage demands by employees;

In such case, company's business operation will be hampered.

Management Perception:

By the nature of business, Sena Kalyan Insurance Company Limited has no such type of risk. Moreover, SKICL offers a competitive salary structure for our employee for their job satisfaction which prevent such possibilities.

(q) Seasonality of the business of the issuer;

It is the risk involving that company is not doing business round the year.

Management Perception:

By the nature of business, Sena Kalyan Insurance Company Limited has no such type of risk.

(r) Expiry of any revenue generating contract that may adversely affect the business;

This is the risk of losing customers affecting future sales.

Management Perception:

SKICL has no such revenue generating contracts that may adversely affect the business.

- (s) **Excessive dependence on debt financing which may adversely affect the cash flow;**
Excessive dependence on debt causes huge interest burden of the company and high risk of insolvency that may result in bankruptcy.

Management Perception:

SKICL is not dependent on any debt financing. Therefore, there is no possibility of risk in this respect.

- (t) **Excessive dependence on any key management personnel absence of whom may have adverse effect on the issuer's business performance;**
Excessive dependence on key management affects the business if the management is changed in future, which will create vacuum. Besides, if the key management personnel are of bad intention, excessive dependence will also affect the business.

Management Perception:

Corporate Governance is well practiced in SKICL. The company has well-structured organogram. Hence, any change in the key management can be replaced with suitable person.

- (u) **Enforcement of contingent liabilities which may adversely affect financial condition;**
It is the future burden of liabilities that the investors will take on their shoulders. Contingent liabilities reduced the assets or create obligation to pay the liabilities.

Management Perception:

SKICL does not have any contingent liabilities which may adversely affect financial condition.

- (v) **Insurance coverage not adequately protect against certain risks of damages;**
Insurance ensures and protects to deal with uncertainty of future material loss or damage. So, insurance coverage is important for the business.

Management Perception:

The company maintain re-insurance to meet up claims. Additionally, there are no such assets of SKICL that require insurance coverage.

- (w) **Absence of assurance that directors will continue its engagement with Company after expiry of lock in period;**
Directors run the company with the accumulated fund from public and other financing source. If directors discontinue to run the business, there will be negative impact on business and share price as well.

Management Perception:

All the directors, except the independent directors of the company are nominated by Sena Kalyan Shangstha (SKS). As such, regardless of change in representative directors (if necessary); Sena Kalyan Sangstha shall continue to hold its position as Director; even after expiry of lock in period.

(x) Ability to pay any dividends in future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditure;

Dividend payment is highly dependent on company's ability to generate profit. If company cannot earn good amount of profit from operation, it is unlikely to pay dividend.

Management Perception:

SKICL is a financially sound company and every year generates sound profit. The management believes that SKICL will be able to pay dividend regularly from future earnings considering financial condition, cash flows, working capital requirements, capital expenditure as well as government's initiatives taken for the development of this sector at present.

(y) History of non-operation, if any and short operational history of the issuer and lack of adequate background and experience of the sponsors;

If there is any history of non-operation of the company, it creates negative impression. Apart from this, short operation history indicates company is gathering knowledge and expertise to be competitive in the market.

Management Perception:

There is no such case that have occurred in the history of SKICL.

(z) Risks related to engagement in new type of business, if any;

If it is new business, there is a risk of viability of the new business.

Management Perception:

There is no as such risk as SKICL has not engaged in any new type of business nor it plans to do so.

(aa) Risk in investing the securities being offered with comparison to other available investment options;

If the issue price goes down after floating, there is investment risk for the potential investors.

Management Perception:

SKICL is a profitable entity and its business growth will continue in future. Moreover, the company is issuing shares at par to the investors. Thus, it is not risky in investing securities of this company compared to other available investment options. However, like other securities, the share price of SKICL may be affected by macro-economic factors like inflation, business cycles, capital market etc.

(bb) Any penalty or action taken by any regulatory authorities for non-compliance with provisions of any law;

A company may be exposed to risk of losing brand value and substantial cash flow due to penalty or action taken by regulatory authorities.

Management Perception:

Insurance Development and Regulatory Authority (IDRA) imposed penalty on SKICL for not floating public share through IPO as non-compliance of rule 4 (a) of the Insurance Act, 2010.

It should be mentioned that the above rule requires every insurance company to raise capital through IPO within three years of incorporation. However, SKICL has failed to comply with the same within the stipulated time. As a result, IDRA has imposed penalty of (amount) for non-compliance of aforesaid condition. Subsequently, (amount) of the total penalty has been paid and the rest (amount) shall be paid in due time. The management of SKICL addresses the matter with utmost seriousness. And as per rule 3 (1) of *বীমা মূলধন ও শেয়ার ধারণ বিধিমালা ২০১৬* *স্বক* company has applied for raising capital through IPO of BDT 16 Crore, which shall be 40% of the post-IPO paid-up capital of BDT 40 Crore (subject to the approval of the Commission).

Other than above SKICL has not faced any penalty or action from any regulatory authorities.

(cc) Litigations against the issuer for Tax and VAT related matters and other government claims, along with the disclosures of amount, period for which such demands or claims are outstanding, financial implications and the status of the case;

Any litigation in terms of unsettled tax, VAT or any other Government claim may hamper business operation of the company and may create future potential financial losses.

Management Perception:

There is no such litigation against SKICL for Tax and VAT related matters and other government claim. Information regarding the matter is disclosed below:

Income Tax: The TIN number of the Company is 8336 7961 9109. Year wise income tax status of the Company is depicted below as per the audited accounts of December 31, 2020

Assessment Year	Income Year	Tax liability as per income tax return	Advance Income Tax Paid	Income Tax Paid by PO	Current Status
2021-2022	2020	-	-	-	Return submission date 15 September, 2021
2020-2021	2019	21,507,294	3,394,610	18,002,149	Return submitted as per clause 82BB. Advance Tax adjusted of tk. 1,10,535 against Income year 2018
2019-2020	2018	2,822,678	2,933,213	-	Return submitted as per clause 82BB.
2018-2019	2017	10,240,665	2,687,600	6,913,024	Return submitted as per clause 82BB. Tax provision higher in accounts due to 40% but as per return 37.50%

Sena Kalyan Insurance Company Ltd.

2017-2018	2016	8,139,467	1,602,286	6,058,389	Return submitted as per clause 82BB. Tax provision higher in accounts due to 42.5% but as per return 40%
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VAT: The VAT registration number of the Company is BIN No. 001108614-0101 under area Dhaka (South). Year wise VAT status of the Company is depicted below as per the audited accounts of December 31, 2020:

Year	VAT on Commission on Re-Insurance Ceded as per audit intelligence and investigation demanded	VAT on Agency Commission as per audit intelligence and investigation demanded	VAT on Agency Commission as per audit intelligence and investigation demanded	Current Status
2020	-	-	-	Custom Excise & VAT Commissioner as per audit report of director of audit intelligence and investigation demanded BDT 10,762,320. (১). গণপ্রজাতন্ত্রী বাংলাদেশ সরকার, আভ্যন্তরীণ সম্পদ বিভাগ, ঢাকা কর্তৃক জারিকৃত মূল্য সংযোজন কর, প্রজ্ঞাপন -তারিখ ২৮ জৈষ্ঠা, ১৪২৭ বঙ্গাব্দ/১১ জুন ২০২০ খ্রীষ্টাব্দ, এস.আর.ও.নং-১৪৪-আইন/২০২০/১০৫-মুসক এ প্রদত্ত ক্ষমতাবলে বীমা কোম্পানী কর্তৃক এজেন্সি কমিশন বাবদ পরিশোধিত অর্ধের বিপরীতে মূল্য সংযোজন কর কর্তন বিষয়ে অব্যাহতি দেয়া হয়েছে। যার সেবার কোড - ৯০২৭.০০। (২). পুনঃবীমা কমিশনের বিপরীতে ১৫% উৎসে মূল্য সংযোজন কর আদায় বা কর্তন সম্পর্কিত আইনের একটি লিখিত ব্যাখ্যা গত জুন ২, ২০২০ ইং তারিখে বাংলাদেশ ইন্সুরেন্স এসোসিয়েশনের প্রেসিডেন্ট কর্তৃক চেয়ারম্যান, জাতীয় রাজস্ব বোর্ড বরাবর প্রদান করা হয়। However, SKICL has not settled which is pending for the decision of the Commissioner of Custom Excise & VAT (South).
2019	-	-	-	
2018	-	-	-	
2017	-	-	-	
2016	1,647,671	2,620,725	2,620,725	
2015	2,031,542	1,965,332	1,965,332	
2014	583,197	1,913,853	1,913,853	
Total	4,262,410	6,499,910	10,762,320	

(dd) Registered office or factory building or place of operation is not owned by the issuer;

Factory building should be owned by the company. Otherwise, there is risk of hike in factory rent in the years to come and threat of shifting the factory as well.

Management Perception:

SKICL is operating its business through corporate head office and branch offices on a rental basis since the inception. There was no history of hamper of operation in this premise. It is also mentionable that there is reasonable time allowed to SKICL to vacate the place. So, there is no scope of arising any risk in this respect.

(ee) Lack of renewal of existing regulatory permissions or licenses;

In case whether the company is following the law to renewing its all licenses or not.

Management Perception:

All licenses of SKICL are valid and up to date. The management of the Company always takes timely steps to renew all its regulatory licenses. So, scope of arising any risk in this respect is low.

(ff) Failure in holding AGM or declaring dividend or payment of interest by any listed securities of the issuer or any of its subsidiaries or associates;

Failure in holding AGM or declaring dividend indicates the lack of compliance to the regulatory rules. Failure of payment of interest indicate the poor cash generation to the company to pay interest and debt service. The overall impression will be negative for the company.

Management Perception:

The company does not have any subsidiary or associate or listed securities and thus no such risk is applicable.

(gg) Issuances of securities at lower than the IPO offer price within one year;

If the Issuer issues share at lower than the IPO offer price within one year, there will have possibilities to arise misperception about IPO price.

Management Perception:

The company has not issued any securities at lower than the IPO offer price within the last one year or before.

(hh) Refusal of application for public issue of any securities of the issuer or any of its subsidiaries or associates at any time by the Commission.

If any refusal happened in the above cases, it would create negative impression to the issuer.

Management Perception:

SKICL has first applied for raising of Capital through IPO in the year of 2021. So, there is no material impact of past application.

(ii) External risk factors may include among others:

Investment in capital market involves exposure to several types of risks. Sena Kalyan Insurance Company Limited operates in an industry that is exposed to several external risk factors over which the Company has little or no control. The following includes some of the

significant risk factors that may affect the value of the Company's shares. Hence, a rational investor should carefully consider all the information contained in this prospectus including the risk factors elaborated below.

(a) Interest rate risks;

Interest rate risk is associated with the fluctuations in market interest rates which cause a company's cost of debt to increase. Changes in the Government's monetary policy also tend to increase the interest rates. High rate of interest may adversely affect the operating results and financial performance of the Company with additional financial charges and squeezes the profit of the company.

Management Perception:

SKICL currently does not enjoy any loan facility, therefore there is no interest rate risk associated with the Company.

(b) Exchange rate risks;

Unfavorable volatility or fluctuations of foreign currency to BDT exchange rate may have an impact on the cost structure and profitability of the company.

Management Perception:

By the nature of business SKICL has no exposure to foreign currency risk because it operates in local market and deals with local currency only.

(c) Industry risks;

Industry risk arises due to risk associated with business and macro-economic factors of the industry such as labor unrest, shortage of power, rising of raw material cost or shortage of raw material supply etc. If risk factor pertaining to industry is high, the growth of the industry shall be lower or may be eroded the entire potentiality of that industry.

Management perception:

SKICL has no exposure to several industry risks, i.e.- production, power, raw material etc. However, the company is operating in a highly competitive industry. As such the SKICL faces stiff competition arising from the existing 46 general insurance companies. Despite the extreme competition, SKICL's business operation shows satisfactory performance.

(d) Economic and political risks;

Economic risks:

The growth and profitability of The Company could be eroded by various factors such as political or regulatory action, including adverse impacts of globalization, liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, commodity and energy prices and various other factors. Any significant changes may adversely affect our business and financials.

Management perception:

Bangladesh economy is booming for last few years. Consistent industrial growth along with increased agricultural production has made the per capita income higher than that of recent

years. Even considering the recent Covid-19 pandemic, the Economy and businesses in Bangladesh has performed far better compared to other nations. In addition, favorable government policies and industry friendly policies by other regulatory bodies have proved to be congenial to the economy of the country. The management of The Company is aware of such risks.

Political risks:

The risk that an investment returns could suffer due to political changes or instability in a country. Instability affecting investment returns could stem from a change in government, legislative bodies, other foreign policy makers, or military control etc.

Management perception:

After the independence, Bangladesh has gone through a variety of political situations. But since the last decade, a stable political atmosphere is prevailing in the country. Both the ruling and opposition parties are committed to the betterment of the country. Political parties are thinking for growth of the country. Thus, the management assumes minimal risk in this regard.

(e) Market and technology-related risks;

Market risks;

Market risk relates to the volatility of the market price of assets. It involves exposure to movements in the level of financial variables, such as stock prices, interest rates, exchange rates or commodity prices.

Management perception:

Insurance business globally is increasing. Industrialization and other infrastructure of the country are remarkably developing, as such the general insurance business is increasing day by day. The market is expanding as people are realizing the importance of insurance. As SKICL has a strong presence in the corporate sector with renowned brand image, healthy fundamental indicators shall prevail in future which will create significant return to the shareholders even considering the market risks.

Technology-related risks;

Technology always plays a vital role for every business. Innovation of new and cost-effective technology can increase productivity and reduce costs of service. On the other hand, obsolete technology may have a negative impact on the business.

Management perception:

As overall insurance industry is not technology driven, the Company believes that there is very low probability that the technology change may adversely impact on the Companies Business operation. Yet, SKICL always applies the latest technology in the insurance management process.

(f) Potential or existing government regulations;

The Company operates under primary regulator Insurance Development Regulatory Authority (IDRA). Besides, it is incorporated under Registrar of Joint Stock Companies & Firms (RJSC). Thus, SKICL must comply with all applicable rules and regulation of the above regulators along with compliances adopted by NBR, Bangladesh Securities

and Exchange Commission (BSEC) and other regulatory bodies. Any abrupt changes of the policies formed by those bodies will impact the business of The Company adversely.

Management perception:

Economy of Bangladesh has been developing over the decades because of business-friendly rules and regulations adopted by the various regulatory bodies of the country. Unless any adverse policies are taken, which may materially affect the whole industry, the business of SKICL will not be affected.

Government emphasizes on the growth of local industry to meet the local need. Yet the promoters and the sponsors have endeavor to convince the policy makers for adopting favorable terms and conditions, which will eventually help the industry to compete with the low-cost locations in the global arena and to save foreign currency. The management of SKICL has been playing an active role by discussing, commenting, and recommending with IDRA to improve the Insurance sector.

(g) Potential or existing changes in global or national policies;

Changes in the existing global or national policies can have either positive or negative impacts for the company. Any scarcity or price hike or global or national policy change may hamper the profitability.

Management perception:

Political turmoil and the disturbance are bad for both the economy and company. The Company can prosper in situation of political stability and a congenial business environment. The management of SKICL is always concerned about the prevailing and upcoming future changes in the global or national policy and shall response appropriately and timely to safeguard its interest.

(h) Statutory clearances and approvals those are yet to be received by the issuer;

Statutory clearance and approval are imperative for any business to start off. There are many statutory clearances and approvals need by the regulatory authority to be monitored, controlled, and guided.

Management Perception:

SKICL has been in the business over 8 years. The company has collected all the statutory clearance to operate our business. Hence, there are no as such risk for the Company.

(i) Competitive condition of the business;

As Bangladesh has a free market economy, the Company might have to face hard competition from its competitors. Availability of different types of insurance service adds to the competition, challenging the profitability of the business.

Management perception:

Bangladesh is the prime source of cheapest labor in the world, gaining comparative advantages for its industries over their global competitors. Other overhead costs are also low in Bangladesh. As a result, The Company has been able to maintain its cost of service efficiently. Moreover,

the Company has built a trustworthy relationship with its customers which enable it to compete in the market at a sustainable pace.

(j) Complementary and supplementary products or services which may have an impact on business of the issuer

Complementary goods are paired goods. Two goods (A and B) are complementary when using more of goods A requires the use of more of goods B. For example, the demand for one good (printers) generates demand for the other (ink cartridges). Supplementary goods are two goods that are used together. For example, if we have a car, we also need petrol to run the car. Supplementary goods have a negative cross elasticity of demand. For instance, when price of petrol goes up, demand for petrol and cars goes down.

Management Perception:

Due to the nature of business, the Company has not faced any challenges relating to supplementary and complementary products.

SECTION (XXI)
(B)(20)

DESCRIPTION OF THE ISSUE

(a) Issue Size;

Total fund to be raised	:	160,000,000 (BDT Sixteen Crore)
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(b) Number of securities to be issued;

Public Issue of ordinary shares	:	16,000,000 (One Crore Sixty Lac)
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(c) Authorized capital and paid-up capital;

Authorized Capital of SKICL	:	1,000,000,000 (BDT One Hundred Crore)
Paid-up Capital of SKICL	:	240,000,000 (BDT Twenty-four Crore)

(d) Face value, premium and offer price per unit of securities;

Face Value	:	10.00 (BDT Ten)
Premium	:	0.00 (BDT Zero)
Offer Price per unit of securities for EI	:	10.00 (BDT Ten)
Offer Price per unit of securities GP & NRB	:	10.0 (BDT Ten)

(e) Number of securities to be entitled for each category of applicants;

Eligible Investors (EI) - 40%			
EI excluding Mutual Funds & CISs		Mutual Funds & CISs	
Percentage	Number of securities	Percentage	Number of securities
30%	4,800,000	10%	1,600,000

General Public (GP)- 60%			
GP excluding NRB		NRB	
Percentage	Number of securities	Percentage	Number of securities
50%	8,000,000	10%	1,600,000

(f) Holding structure of different classes of securities before and after the issue;

SL No.	Category of Shareholders	Before Present Issue		After Present Issue	
		Ordinary Shares	Percentage	Ordinary shares	Percentage
1	Directors & Sponsors	24,000,000	100%	24,000,000	60%
2	Shareholders other than Directors & Sponsors	-	-	-	-
3	EI excluding Mutual Funds and CISs	-	-	4,800,000	12%
4	Mutual Funds and CISs	-	-	1,600,000	4%
5	GP excluding NRB	-	-	8,000,000	20%
6	NRB	-	-	1,600,000	4%
	Total	24,000,000	100%	40,000,000	100%

(g) Objective of the issue including financing requirements and feasibility in respect of enhanced paid-up capital.

Objective of the issue:

The Proceeds from IPO through issuance of 16,000,000 number of ordinary shares at an issue price of Tk. 10.00 each at par totaling Tk. 160,000,000 will be used as disclosed below:

Sl.	Area of Utilization of IPO Fund	Amount in BDT	Time of Implementation
A	Investment in Capital Market		3 months from receiving IPO fund
	Government Treasury Bonds/Mutule funds	30,000,000/-	
	Investment in Capital Market of Bangladesh	32,000,000/-	
B	Land/ Real Estate Assets	25,000,000/-	6 months from receiving IPO fund
C	Investment in FDR with Scheduled Commercial Banks/ Corporate Bonds	62,000,000/-	3 months from receiving IPO fund
D	IPO Expenses	11,000,000/-	45 days from receiving IPO fund
	Total	160,000,000/-	

Feasibility:

As SKICL is not planning to expand its business or acquire any assets from IPO proceeds hence, feasibility study is not applicable.

SECTION (XXII)
(B)(21)

USE OF PROCEEDS

SECTION CONTENTS	
(a)	Use of net proceeds of the offer indicating the amount to be used for each purpose with head-wise break-up
(b)	Utilization of the total amount of paid-up capital and share premium, if any, including the sponsors' contribution and capital raised of the issuer at the time of submission of prospectus, in details with indication of use of such funds in the financial statements
(c)	If one of the objects is an investment in a joint venture, a subsidiary, an associate or any acquisition, details of the form of investment, nature of benefit expected to accrue to the issuer as a result of the investment, brief description of business and financials of such venture
(d)	If IPO proceeds are not sufficient to complete the project, then source of additional fund must be mentioned
(e)	A schedule mentioning the stages of implementation and utilization of funds received through public offer in a tabular form, progress made so far, giving details of land acquisition, civil works, installation of plant and machinery, the approximate date of completion of the project and the projected date of full commercial operation etc. The schedule shall be signed by the Chief Executive Officer or Managing Director, Chief Financial Officer and Chairman on behalf of Board of Directors of the issuer
(f)	If there are contracts covering any of the activities of the issuer for which the proceeds of sale of securities are to be used, such as contracts for the purchase of land or contracts for the construction of buildings, the issuer shall disclose the terms of such contracts, and copies of the contracts shall be enclosed as annexure to the prospectus
(g)	If one of the objects of the issue is utilization of the issue proceeds for working capital, basis of estimation of working capital requirement along with the relevant assumptions, reasons for raising additional working capital substantiating the same with relevant facts and figures and also the reasons for financing short with long term investments and an item-wise break-up of last three years working capital and next two years projection
(h)	Where the issuer proposes to undertake one or more activities like diversification, modernization, expansion, etc., the total project cost activity-wise or project-wise, as the case may be
(i)	Where the issuer is implementing the project in a phased manner, the cost of each phase, including the phases, if any, which have already been implemented
(j)	The details of all existing or anticipated material transactions in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies
(k)	Summary of the project appraisal or feasibility report by the relevant professionals not connected with the issuer, issue manager and registrar to the issue with cost of the project and means of finance, weaknesses and threats, if any, as given in the appraisal or feasibility report

Use of net proceeds of the offer indicating the amount to be used for each purpose with head-wise break-up (B)(21)(a)

Use of net proceeds:

Sl.	Area of Utilization of IPO Fund	Amount in BDT	Time of Implementation
A	Investment in Capital Market		
	Government Treasury Bonds/Mutule Funds	30,000,000/-	3 months from receiving IPO fund
	Investment in Capital Market of Bangladesh	32,000,000/-	
	62,000,000/-		
B	Land/ Real Estate Assets	25,000,000/-	6 months from receiving IPO fund
C	Investment in FDR with Scheduled Commercial Banks/ Corporate Bonds	62,000,000/-	3 months from receiving IPO fund
D	IPO Expenses	11,000,000/-	45 days from receiving IPO fund
	Total	160,000,000/-	

head-wise break-up:

A. Investment in Capital Market- 38.75% of total IPO proceed.

Government Treasury Bonds/Mutule Funds	30,000,000/-	62,000,000/-	3 months from receiving IPO fund
Investment in Capital Market of Bangladesh	32,000,000/-		

B. Investment in Capital Market- 15.63% of total IPO proceed.

Land/ Real Estate Assets	25,000,000/-	6 months from receiving IPO fund
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C. Investment in FDR with Scheduled Commercial Banks- 38.75% of total IPO proceed.

Investment in FDR with Scheduled Commercial Banks/Corporate Bonds	62,000,000/-	3 months from receiving IPO fund
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D. IPO Expenses - 06.87% of total IPO proceed.

IPO Expenses	11,000,000/-	45 days from receiving IPO fund
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Break down of IPO Expenses:

Particulars	Basis of Calculation	Amount in BDT	
A. Bangladesh Securities & Exchange Commission (BSEC) Fees:			690,000
Application Fee	Fixed	50,000	
Consent Fee	0.40% on the IPO amount	640,000	
B. Fees related to listing with the Stock Exchanges:			2,300,000
Prospectus Submission Fee to DSE & CSE	BDT 50,000 each	100,000	
Initial Listing Fee to DSE & CSE	0.25% up to BDT 10 crore Paid-up Capital	500,000	
	0.15% on the rest of Paid-up Capital (Fees will be minimum BDT 50,000 and maximum BDT 10,000,000 for each exchanges)	900,000	
Annual Listing Fee for DSE & CSE	0.05% on BDT 100 Crore	400,000	
	0.02% on the rest of Paid-up Capital (Total listing fee shall be minimum BDT 50,000 and maximum BDT 600,000 for each of the exchanges)	-	
Data Transmission Fee for DSE & CSE	Fixed	400,000	
C. CDBL Fees and Expenses:			668,500
Security Fee	Fixed	500,000	
Documentation Fee	Fixed	2,500	
Annual Fee	Fixed	100,000	
Connection Fee (1 year)	Tk. 500 Per Month	6,000	
Initial Public Offering Fee	0.015% of issue size + 0.015% of Pre-IPO paid up capital	60,000	
D. Manager to the Issue Fees:			1,150,000
Issue Management Fee	Lump-Sum	1,000,000	
VAT on Issue Management Fee	15% on the total Issue Management Fee	150,000	
E. IPO related Fees:			577,600
Underwriting Commission	Commission 0.50% on underwritten amount	224,000	
VAT on Underwriting Commission	15% on the total Underwriting Commission	33,600	
Auditor Certification Fees	Negotiable	300,000	
F. Printing & Post-IPO Expenses:			5,633,900
Publication of Prospectus	Estimated 3000+ copies (To be paid at actual)	800,000	
Publication of Abridged Version of Prospectus and Notice in 4 National dailies	(Estimated; to be paid at actual)	900,000	
Notice for prospectus, Lottery, Refund etc. in 4 National dailies	(Estimated; to be paid at actual)	300,000	
Data processing for Genarel public (RB & NRB) and Share Software Charge	(Estimated; to be paid at actual)	1,000,000	
Data Processing for EIs and Share Software Charge	(Estimated; to be paid at actual)	2,000,000	
Courier Expense	(Estimated; to be paid at actual)	300,000	
Stationery and Other Expenses	(Estimated; to be paid at actual)	333,900	
Grand Total			11,000,000
NB: Actual costs may vary if above mentioned estimates differ and will be adjusted accordingly.			

Utilization of the total amount of paid-up capital and share premium, if any, including the sponsors' contribution and capital raised of the issuer at the time of submission of prospectus, in details with indication of use of such funds in the financial statements (B)(21)(b)

Particulars of Allotment	Allotment Date	Mode of Allotment (No. of Shares)			Issue Price (Tk.)	Amount of Share Capital (Tk.)
		Cash	Other Than Cash	Bonus Issue		
1 st Allotment Memorandum	03/09/2013	24,000,000	-	-	10	240,000,000
	Total	24,000,000	-	-	-	240,000,000

Note: The Company has not issued any shares in any form since its 1st allotment.

Auditor's Certificate Regarding Utilization of Capital Raised

This is to certify that Sena Kalyan Insurance Company Limited raised their paid up capital at incorporation of the company and utilized the fund as under:

Date of Allotment	No. of Shares Issued	Consideration	Face Value	Paid up Capital (Tk)	Utilization of Fund
03 September 2013	24,000,000	Cash	10	240,000,000	To meet preliminary expenses, FDR and other statutory requirements
Total	24,000,000			240,000,000	

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
 Chartered Accountants

If one of the objects is an investment in a joint venture, a subsidiary, an associate or any acquisition, details of the form of investment, nature of benefit expected to accrue to the issuer as a result of the investment, brief description of business and financials of such venture

(B)(21)(c)

The Company has no objective to investment in such type of ventures by using the IPO proceeds.

If IPO proceeds are not sufficient to complete the project, then source of additional fund must be mentioned

(B)(21)(d)

Not applicable for SKICL.

A schedule mentioning the stages of implementation and utilization of funds received through public offer in a tabular form, progress made so far, giving details of land acquisition, civil works, installation of plant and machinery, the approximate date of completion of the project and the projected date of full commercial operation etc. The schedule shall be signed by the Chief Executive Officer or Managing Director, Chief Financial Officer and Chairman on behalf of Board of Directors of the issuer

(B)(21)(e)

USE OF PROCEEDS FROM IPO AND IMPLEMENTATION SCHEDULE

The Proceeds from IPO through issuance of 16,000,000 nos. of ordinary shares at an issue price of Tk. 10.00 each at par totaling Tk. 160,000,000 will be used as projected below:

Area of Utilization of IPO Fund	Amount (BDT)	Time of Implementation
Investment in Capital Market:	62,000,000/-	3 months from receiving IPO fund
Government Treasury Bonds/Mutule Funds	3,00,00,000/-	
Investment in Capital Market of Bangladesh	3,20,00,000/-	
Land/ Real Estate Assets	25,000,000/-	6 months from receiving IPO fund
Investment in FDR with Scheduled Commercial Banks/Corporate Bonds	62,000,000/-	3 months from receiving IPO fund
IPO Expenses	11,000,000/-	45 days from receiving IPO fund
Total	160,000,000/-	

Sd/-
Maj Gen Mohammed
Saidul Islam, ndc, psc
Chairman

Sd/-
Brig Gen Md Shafique
Shamim, psc (Retd)
Managing Director & CEO

Sd/-
Maloy Kumar Saha
Chief Financial Officer

Place: Dhaka
Date: April 25, 2021

If there are contracts covering any of the activities of the issuer for which the proceeds of sale of securities are to be used, such as contracts for the purchase of land or contracts for the construction of buildings, the issuer shall disclose the terms of such contracts, and copies of the contracts shall be enclosed as annexure to the prospectus	(B)(21)(f)
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The Company has not made any type of such contact.

If one of the objects of the issue is utilization of the issue proceeds for working capital, basis of estimation of working capital requirement along with the relevant assumptions, reasons for raising additional working capital substantiating the same with relevant facts and figures and also the reasons for financing short with long term investments and an item-wise break-up of last three years working capital and next two years projection	(B)(21)(g)
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There are no objectives of the issue to utilize the proceeds for working capital.

Where the issuer proposes to undertake one or more activities like diversification, modernization, expansion, etc., the total project cost activity-wise or project-wise, as the case may be	(B)(21)(h)
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The Company does not propose to undertake one or more activities like diversification, modernization, expansion, etc.

Where the issuer is implementing the project in a phased manner, the cost of each phase, including the phases, if any, which have already been implemented	(B)(21)(i)
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Described under the title Use of Proceeds and Implementation Schedule at page no. 213 in the prospectus.

The details of all existing or anticipated material transactions in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies	(B)(21)(j)
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There are no existing or anticipated material transactions in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies.

Summary of the project appraisal or feasibility report by the relevant professionals not connected with the issuer, issue manager and registrar to the issue with cost of the project and means of finance, weaknesses and threats, if any, as given in the appraisal or feasibility report	(B)(21)(k)
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Not applicable for SKICL.

SECTION (XXIII)
(B)(22)

LOCK-IN

SECTION CONTENTS	
(a)	Provisions for lock in as per these Rules;
(b)	Whether a statement regarding lock-in on existing shares furnished in the prospectus;

Provisions for lock in as per these Rules

(B)(22)(a)

Ordinary shares of the issuer, at the time of according consent to the public issue, shall be subject to lock-in, from the first trading day at the exchange in the following manner:

- (a) Shares held by sponsors, directors and shareholders holding 10% (ten percent) or more, for 03 (three) years;
- (b) In case, any existing sponsor or director of the issuer transfers any share to any person, those transferred shares, for 03 (three) years;
- (c) Shares allotted to any person, before 4 (four) years or more of according consent to the public issue, other than the persons mentioned in clause (a) and (b), for 01 (one) year;
- (d) Shares held by alternative investment funds, for 01 (one) year;
- (e) Shares held by any person, other than the shares mentioned in clause (a), (b), (c) and (d) above, for 02 (two) years:

Provided that ordinary shares converted from any other type of securities shall also be subject to lock-in as mentioned above.

Statement of securities to be locked in for each shareholder along with BO account number, lock-in period and number of securities to be locked in (B)(22)(b)

Sl.	Name of Shareholder	Position	BO ID	No. of Shares	Pre IPO Shareholding (%)	Post IPO Shareholding (%)	Lock-in Period (Year)
1.	Sena Kalyan Sangstha	Chairman (Represented by Maj Gen Mohammed Saidul Islam, ndc, psc)	1201690015293248	23,999,994	99.999975%	59.999985%	3
2.	Air Cdre M Moyeenuddin, ndc, afwc, psc	Director (Nominated by SKS)	1203490073457677	1	0.000004%	0.000003%	3
3.	Brig Gen Mirza Md Enamul Haque, ndc	Director (Nominated by SKS)	1203180018216032	1	0.000004%	0.000003%	3
4.	Brig Gen M A Mohy, psc, PEng	Director (Nominated by SKS)	1205660073479365	1	0.000004%	0.000003%	3
5.	Brig Gen Md Mustafa Kamal, SGP	Director (Nominated by SKS)	1203180068607170	1	0.000004%	0.000003%	3
6.	Brig Gen Md Jamal Hossain, ndc, afwc, psc	Director (Nominated by SKS)	1205660073490998	1	0.000004%	0.000003%	3
7.	Brig Gen Md Shaheen Iqbal, afwc, psc	Director (Nominated by SKS)	1205660073479167	1	0.000004%	0.000003%	3
Total				240,000,000	100.000%	60%	



SECTION (XXIV)
(B)(23)

**MARKETS FOR THE SECURITIES BEING OFFERED
INCLUDED**

Sena Kalyan Insurance Company Ltd.

Stock Exchanges:

The issuer shall apply to the following bourses for listing shares within 7 (seven) working days from the date of consent accorded by the Commission to issue the prospectus:

	Dhaka Stock Exchange Limited (DSE) DSE Tower, Road: 21, House: 46 Nikunja, Dhaka-1229
	Chittagong Stock Exchange Limited (CSE) CSE Building, 1080 Sk. Mojib Road, Agrabad, Chittagong

Declaration about Listing of Shares with Stock Exchanges:

None of the stock exchange(s), if for any reason, grants listing within 20 (twenty) working days from the closure of subscription, any allotment in terms of this prospectus shall be void and the company shall refund the subscription money within 15 (Fifteen) days from the date of refusal for listing by the stock exchanges, or from the date of expiry of the said 20 (twenty) working days, as the case may be.

In case of non-refund of the subscription money within the aforesaid 15 (Fifteen) days, the Directors of the company, in addition to the issuer company, shall be collectively and severally liable for refund of the subscription money, with interest at the rate of 2% (two percent) above the bank rate, to the subscribers concerned.

The issue manager, in addition to the issuer company, shall ensure due compliance of the above-mentioned conditions and shall submit compliance report thereon to the Commission within 7 (Seven) days of expiry of the aforesaid 15 (Fifteen) days' time period allowed for refund of the subscription money."

The stock exchanges shall complete the listing procedure and start of trading of securities within 20 (Twenty) working days from the closure of subscription.

Trading and Settlement:

Trading and Settlement Regulation of the stock exchanges will apply in respect of trading and settlement of the shares of the Company.

THE ISSUE SHALL BE PLACED IN "N" CATEGORY

SECTION (XXV)
(B)(24)

**DESCRIPTION OF SECURITIES OUTSTANDING
OR BEING OFFERED**

SECTION CONTENTS	
(a)	Dividend, voting and preemption rights
(b)	Conversion and liquidation rights
(c)	Dividend policy
(d)	Other rights of the securities holders

Dividend, voting and preemption rights

(B)(24)(a)

The Share Capital of the company is divided into Ordinary Shares, carrying equal rights to vote and receive dividend in terms of the relevant provisions of the Companies Act, 1994 and the Articles of Association of the company. All Shareholders shall have the usual voting rights in person or by proxy in connection with, among others, election of Directors & Auditors and other usual agenda of General Meeting – Ordinary or Extra-ordinary. On a show of hand, every shareholder presents in person and every duly authorized representative of a shareholder present at a General Meeting shall have one vote and on a poll every shareholder present or by proxy shall have one vote for every share held by him or her.

In case of any additional issue of shares for raising further capital, the existing shareholders shall be entitled to Right Issue of shares in terms of the guidelines issued by the BSEC from time to time.

Conversion and liquidation rights

(B)(24)(b)

In terms of provisions of the Companies Act, 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are freely transferable. The Company shall not charge any fee for registering transfer of shares. No transfer shall be made to a firm, an infant or person of unsound mind.

Dividend policy

(B)(24)(c)

- i. The profit of the Company, subject to any special right relating thereto created or authorized to be created by the Memorandum and subject to the provisions of the Articles of Association, shall be divisible among the members in proportion to the amount of capital paid-up on the shares held by them, respectively.
- ii. Dividend shall be recommended by the Board of Directors from time to time for distributing the accumulated profit.
- iii. No dividend shall be payable except out of the profits of the Company or any other undistributed profits. Dividend shall not carry interest as against the Company.
- iv. The Directors may from time to time pay the members such interim dividend as in their judgment, the financial position of the Company may justify.
- v. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of transfer.
- vi. No limitation in payment of dividend is stipulated in any debt instrument or otherwise.

Other rights of the securities holders

(B)(24)(d)

In terms of the provisions of the Companies Act, 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are transferable. The Company shall not charge any fee, other than Government duties for registering transfer of shares. No transfer shall be made to a minor or person of unsound mind.

The Directors shall present the financial statements as required under the law, International Financial reporting Standard International (IFRS) and International Accounting Standard (IAS). Financial statements will be prepared in accordance with the IFRS and IAS consistently applied throughout the subsequent periods and present with the objective of providing maximum disclosure as per law, IFRS and IAS to the shareholders regarding the financial and operational position of the company. The shareholders shall have the right to receive all periodical statement and reports, audited as well as un-audited, published by the company from time to time.

The shareholder holding minimum of 10% shares of paid-up capital of the company shall have the right to requisition of Extra-ordinary General Meeting (EGM) of the company as provided for the section 84 of the Companies Act, 1994.

FINANCIAL STATEMENTS

SECTION CONTENTS	
(a)	The latest financial statements prepared and audited by any of the Commission's panel of auditors in adherence to the provisions of the Securities and Exchange Rules, 1987, the Companies Act, 1994, International Financial Reporting and Auditing Standards as adopted in Bangladesh from time to time and any other law as applicable
(b)	Information as is required under section 186 of the Companies Act, 1994 relating to holding company
(c)	Selected ratios as specified in Annexure-D
(d)	Comparative income statements and balance sheet and aforementioned ratios for immediate preceding five accounting years of the issuer as per Auditors report under Section 135(1), Para 24(1) of Part II of Schedule III of the Companies Act, 1994
(e)	Financial spread sheet analysis for the latest audited financial statements
(f)	Earnings Per Share (EPS) on fully diluted basis (with the total existing number of shares) in addition to the weighted average number of shares basis. Future projected Net Income should not be considered while calculating the weighted average EPS
(g)	All extra-ordinary income or non-recurring income coming from other than core operations should be shown separately while showing the Net Profit as well as the Earnings Per Share included
(h)	Quarterly or Half yearly EPS should not be annualized while calculating the EPS
(i)	Net asset value (with and without considering revaluation surplus or reserve) per unit of the securities being offered at the date of the latest audited statement of financial position
(j)	The Commission may require the issuer to re-audit the audited financial statements, if any deficiency/anomaly is found in the financial statements. In such a case, cost of audit should be borne by the concerned issuer
(k)	Statements for the last five years or any shorter period of commercial operation certified by the auditors

The latest financial statements prepared and audited by any of the Commission's panel of auditors in adherence to the provisions of the Securities and Exchange Rules, 1987, the Companies Act, 1994, International Financial Reporting and Auditing Standards as adopted in Bangladesh from time to time and any other law as applicable

(B)(25)(a)

Independent Auditor's Report

To the Shareholders of Sena Kalyan Insurance Company Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Sena Kalyan Insurance Company Ltd. (the "Company"), which comprise the Balance Sheet(Statement of Financial Position) as at 31 December 2020 Profit and Loss Accounts(Statement of Profit or Loss and other Comprehensive Income), Statement of Profit and Loss Appropriation account, Consolidated Revenue Accounts, Related Revenue Accounts, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the company as at 31 December 2020, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Insurance Act 1938 (as amended in 2010), the Insurance Rules 1958, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Risk	Our response to the risk
Premium Income	
Gross general insurance premiums comprise the total premium received for the whole	With respect to Premium income in respect of various types of insurance we carried out

Risk	Our response to the risk
<p>period of cover provided by contracts entered into during the accounting period.</p> <p>Given the important nature, connections to other items to the financial statements and sensitivity of the item we believe this area pose high level of risk.</p> <p>At end of the year 2020, the total gross premium income was BDT 580,522,233(2019: BDT 576,092,516).</p>	<p>the following procedures:</p> <ul style="list-style-type: none"> ♦ The design and operating effectiveness of key controls around premium income recognition process. ♦ Carried out analytical procedures and recalculated premium income for the period. ♦ Carried out cut-off testing to ensure unearned premium income has not been included in the premium income. ♦ On a sample basis reviewed policy to ensure appropriate policy stamp was affixed to the contract and the same has been reflected in the premium register. ♦ Ensured on a sample basis that the premium income was being deposited in the designated bank account. ♦ Tested on a sample basis to see that appropriate VAT was being collected and deposited to bank through Treasury Challan. ♦ For a sample of insurance contracts tested to see if appropriate level of reinsurance was done and whether that re insurance premium was deducted from the gross premium. ♦ Applying specialist judgment ensured if there is any impairment of the reinsurer. ♦ Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.
<p>See note no. 2.21,Form-XLof the financial statements</p>	
<p>Investment Fluctuation Fund</p>	
<p>Insurance company makes a number of investments in the listed and unlisted capital market with required regulatory permission. Income generated from the investments (realized gain and dividend received) is credited to the Profit & Loss Account. Unrealized capital gain or loss if any is</p>	<p>We tested the design and operating effectiveness of key controls around monitoring, valuation and updating of prices of the positions held by the company from trusted sources. Additionally, we performed the following:</p> <ul style="list-style-type: none"> ♦ Obtained year-end share holding positions from the company and through directional

Risk	Our response to the risk
<p>transferred to the Investment Fluctuation Fund subsequently or as per the policy of the company.</p> <p>This item has significant impact on the earnings performance of the company and return to the shareholders and might be prone to misreporting as large unreported fall in the value of any holding may wipe out the value of the portfolio and hamper the distribution capability of the company.</p> <p>At end of the year 2020, the reported total balance under the head of investment fluctuation fund was BDT 408,894 (2019: BDT -1,104,091).</p>	<p>testing assessed the completeness of the report.</p> <ul style="list-style-type: none"> ◆ Ascertained the valuation of the holding as per IFRS 13. ◆ Reviewed and challenged the assumptions used for the valuation models for any unquoted securities. ◆ Recalculated unrealized gain or loss at the year end. ◆ Carried out cut-off testing to ensure unrealized gain or loss was recognized in correct period. ◆ Obtained the CDBL report and share portfolio and cross checked against each other to confirm unrealized gain or loss. ◆ Check the subsequent positioning of this unrealized amount after the year end. ◆ Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.
See note no.4.02to the financial statements	
Property, Plant & Equipment	
<p>This represents a significant amount in the company’s (Balance sheet) statement of financial position. There is a risk of Determining which costs meet the criteria for capitalization. Determining the date on which the assets is recognized to property, plant and equipment and depreciation commences. This estimation of economic useful lives and residual value assigned to fixed asset.</p> <p>We identified the carrying value of property, plant and equipment as a key audit matter because of the high level of management judgment involved and its significance to the financial statements.</p>	<p>Our audit procedures to assess the carrying value of property, plant and equipment, include the following controls testing and substantive procedures:</p> <ul style="list-style-type: none"> ◆ Assessing the design, implementation and operating effectiveness of key internal controls over the completeness, existence and accuracy of property, plant and equipment including the key internal controls over the estimation of useful economic lives and residual values; ◆ Assessing, on a sample basis, costs capitalized during the year by comparing the costs capitalized with the relevant

Risk	Our response to the risk
<p>At end of the year 2020, the reported carrying value of property, plant& equipment was BDT 22,316,641 (2019: BDT 20,170,446).</p>	<p>underlying documentation, which included purchase agreements and invoices, and assessing whether the costs capitalized met the relevant criteria for capitalization.</p> <ul style="list-style-type: none"> ◆ Testing the key controls over the management’s judgment in relation to the accounting estimates of the depreciable lives and residual values of property, plant and equipment. ◆ Reconcile on a sample basis the additional capitalized costs for the year to the underlying invoices and supporting documents. ◆ We reviewed minutes the company’s capitalizations policy for compliance with IAS 16 and tested the expenditure capitalized against the capitalization policy. ◆ We traced payments to supporting documents. ◆ We assessed the adequacy of the disclosures of the financial statements.
<p>See note no.2.10, 2.11,11.00 and Annexure-"A" of the financial statements</p>	
<p>Deferred tax liability</p>	
<p>Significant judgment is required in relation to deferred tax liability as their liability is dependent on forecasts of future profitability over a number of years.</p> <p>At end of the year 2020, the reported total balance under the head of Deferred tax liability was BDT 1,008,328 (2019: BDT 717,193).</p>	<p>Our audit procedures to assess the carrying value of Deferred Tax liability included the following:</p> <ul style="list-style-type: none"> ◆ We obtained an understanding, evaluated the design and tested the operational effectiveness of the Company’s key controls over the recognition and measurement of Deferred Tax Assets and Liabilities and the assumptions used in estimating the future taxable expense of the company. ◆ We also assessed the completeness and accuracy of the data used for the estimations of future taxable expense. ◆ We tested the mathematical accuracy in calculation of deferred tax. ◆ We evaluated the reasonableness of key assumptions, timing of reversal of

Risk	Our response to the risk
	<p>temporary differences and expiration of tax loss carry forwards, recognition and measurement of Deferred Tax Liability.</p> <ul style="list-style-type: none"> ◆ We assessed the adequacy of the company's disclosures setting out the basis of deferred tax liability balances and the level of estimation involved. ◆ We also assisted in evaluating the tax implications, the reasonableness of estimations and calculations determined by management. ◆ We also involved our internal experts from the tax area in the analysis of the reasonableness of the tax assumptions on the basis of the applicable legislation. ◆ Finally assessed the appropriateness and presentation of disclosures against IAS 12 Income Taxes.
See note no.9.02 to the financial statements	

Emphasis of Matter

We draw attention to note no.2.34 to the financial statements which states that the company is yet to establish workers welfare fund. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises all of the information in the Annual report other than the financial statements and our auditors' report there on. The annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identifies above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance of the company.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- ◆ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ◆ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- ◆ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ◆ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are

Sena Kalyan Insurance Company Ltd.

required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- ◆ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on other Legal and Regulatory Requirements

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

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

been duly debited to the related Revenue Accounts and the Statement of Comprehensive Income of the Company;

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

Sd/-

Howlader Mahfel Huq, FCA
ICAB Enrolment No. 105
Managing Partner
Mahfel Huq & Co.
Chartered Accountants
Firm Reg. No. : P-46323
DVC:2104240105AS245503

Dhaka, 24 April, 2021

Sena Kalyan Insurance Company Limited

Balance Sheet

(Statement of Financial Position)

As at December 31, 2020

Capital and Liabilities	Notes	Amount in Taka		
		31.12.2020	31.12.2019 (Restated)	01.01.2019 (Restated)
Authorized Capital				
100,000,000 Ordinary shares of Tk.10/- each		1,000,000,000	1,000,000,000	1,000,000,000
Issued, Subscribed and Paid-up Capital		240,000,000	240,000,000	240,000,000
24,000,000 Ordinary share of Tk. 10/- each fully paid up	3.00	240,000,000	240,000,000	240,000,000
Reserve or Contingency Accounts		266,203,422	194,414,777	109,234,833
Reserve for Exceptional Losses	4.00	197,792,882	139,740,659	82,131,407
Investment Fluctuation Fund (difference of market value and cost value)	4.02	408,894	(1,104,091)	-
Profit and Loss Appropriation Account	4.03	68,001,646	55,778,209	27,103,426
Total shareholders equity		506,203,422	434,414,777	349,234,833
Balance of Funds and Accounts	5.00	175,201,461	137,058,034	66,099,172
Fire insurance business		22,189,660	23,155,738	16,482,820
Marine insurance business		31,863,664	16,992,399	24,011,967
Motor insurance business		21,173,428	22,537,114	8,588,566
Miscellaneous insurance business		99,974,709	74,372,783	17,015,819
Premium Deposits	6.00	31,531,973	56,051,451	25,844,526
Liabilities and Provisions		265,355,282	119,478,063	79,399,578
Estimated liabilities in respect of outstanding claims whether due or in arrears	7.00	121,385,581	39,786,514	25,632,623
Amounts due to other persons or bodies carrying on insurance business	8.00	18,366,339	2,723,643	-
Provision for Income tax	9.00	63,550,084	42,712,673	21,209,689
Deferred Tax Liability	9.02	1,008,328	717,193	680,303
Lease Liability	9.04	21,057,835	-	-
Provision for WPPF		5,711,282	-	-
Sundry Creditors	10.00	34,275,835	33,538,040	31,876,963
Total liabilities		472,088,716	312,587,548	171,343,276
Total Shareholders Equity and Liabilities		978,292,139	747,002,325	520,578,109

Sena Kalyan Insurance Company Limited

Balance Sheet

(Statement of Financial Position)

As at December 31, 2020

Assets and Properties	Notes	Amount in Taka		
		31.12.2020	31.12.2019 (Restated)	01.01.2019 (Restated)
Non-Current Assets		102,472,972	53,197,118	48,745,059
Property, Plant and Equipment	11.00	22,316,641	20,170,446	16,964,206
Investment in BGTB	12.00	51,217,510	26,500,000	26,500,000
Right of Use (RoU) Assets	12.02	21,233,585	-	-
Deferred Tax Assets	12.03	7,705,236	6,526,672	5,280,853
Current Assets		82,322,207	62,504,387	53,599,503
Investment in Shares	12.01	13,049,137	4,055,654	3,709,955
Accrued Interest	13.00	19,249,869	20,581,051	13,769,797
Amount due from other persons or bodies carrying on insurance business		-	-	675,047
Sundry Debtors (Including advances, deposits and prepayments)	14.00	49,690,624	37,604,980	34,980,968
Stationary and forms in hand		206,358	234,672	317,200
Stamps in hand		126,219	28,030	146,536
Cash and Cash Equivalents		793,496,960	631,300,820	418,233,547
Fixed Deposits: (FDR's)	15.01	711,640,471	581,500,000	370,400,000
SND Accounts	15.03	66,989,559	43,587,764	21,093,004
Current Accounts	15.03	14,844,176	6,006,329	11,690,693
Cash in hand	15.04	20,252	47,418	39,587
Brokerage Balance		2,502	159,309	2,264
Cheques in hand		-	-	15,007,999
Total Assets and Properties		978,292,139	747,002,325	520,578,109
Net Asset Value (NAV) Per Share	16.00	21.09	18.10	14.55

The accompanying notes form an integral part of these financial statements.

Company Secretary

Chief Financial Officer

Chief Executive Officer

Director

Director

Chairman

Signed as per our annexed report of even date.

Dhaka, 24 April, 2021

Howlader Mahfel Huq, FCA
 ICAB Enrolment No. 105
 Managing Partner
Mahfel Huq & Co.
 Chartered Accountants
 Firm Reg. No: P-46323
 DVC: 2104240105AS245503

Sena Kalyan Insurance Company Limited
Profit and Loss Account
(Statement of Profit or Loss and other Comprehensive Income)
For the year ended December 31, 2020

Particulars	Notes	Amount in Taka	
		2020	2019 (Restated)
Profit / (loss) Transferred from		66,824,517	75,490,878
Fire Insurance Revenue Account		(12,434,358)	27,582,714
Marine Insurance Revenue Account		27,351,434	23,265,578
Motor Insurance Revenue Account		37,882,536	24,595,267
Misc. Insurance Revenue Account		14,024,905	47,320
Interest, Dividend and Rents (Not applicable to any fund or account)			
Interest received and Dividend Income	17.00	54,108,941	43,946,929
Other Income	18.00	4,114,708	3,297,878
Total		125,048,166	122,735,685
Expenses of management (Not applicable to any particular fund or account)		5,111,243	4,157,595
Advertisement and Publicity		562,547	131,293
Directors fees		101,200	179,400
Donation, Levy and Subscription		833,000	340,000
Audit fees		250,000	250,000
Legal, Professional and Rating Fees		103,500	113,550
Registration and Renewal Fees		722,691	418,451
Depreciation and Amortization		2,538,305	2,724,901
Profit Before Tax & WPPF		119,936,923	118,578,090
Provision for WPPF		5,711,282	-
Profit Before Tax		114,225,641	118,578,090
		19,949,981	20,294,055
Income Tax Expenses	9.01	20,837,411	21,502,984
Deferred Tax (Income)/Expense	9.03	(887,429)	(1,208,929)
Balance for the year carried to profit and loss appropriation account		94,275,660	98,284,035
Total		125,048,166	122,735,685
Other Comprehensive Income			
Gain/(loss) from Fair Value Changes of Investment in Shares	4.02	408,894	(1,104,091)

The accompanying notes form an integral part of these financial statements.

Company Secretary

Chief Financial Officer

Chief Executive Officer

Director

Director

Chairman

Signed as per our annexed report of even date.

Dhaka, 24 April, 2021

Howlader Mahfel Huq, FCA
ICAB Enrolment No. 105
Managing Partner
Mahfel Huq & Co.
Chartered Accountants
Firm Reg. No: P-46323
DVC: 2104240105AS245503

Sena Kalyan Insurance Company Limited**Profit and Loss Appropriation Account**

For the year ended December 31, 2020

Particulars	Notes	Amounts in Taka	
		2020	2019 (Restated)
Balance Brought Forward from previous year		55,778,209	27,103,426
Balance transferred from profit and loss account		94,275,660	98,284,035
Total		150,053,869	125,387,461
		82,052,223	69,609,252
Reserve for Exceptional losses	4.01	58,052,223	57,609,252
Cash Dividend paid		24,000,000	12,000,000
Balance transferred to balance sheet		68,001,646	55,778,209
Total		150,053,869	125,387,461
Earning Per Share (EPS)	20.00	3.93	4.10

The accompanying notes form an integral part of these financial statements.

Company Secretary

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Chief Executive Officer

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Chairman

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Dhaka, 24 April, 2021

Howlader Mahfel Huq, FCA

ICAB Enrolment No. 105

Managing Partner

Mahfel Huq & Co.

Chartered Accountants

Firm Reg. No: P-46323

DVC: 2104240105AS245503

Sena Kalyan Insurance Company Limited
Statement of Changes in Equity
For the year ended December 31, 2020

Particulars	Share Capital	Reserve for Exceptional Losses	Investment Fluctuation Fund	Retained Earnings	Total
Opening Balance	240,000,000	139,740,659	(1,104,091)	55,778,209	434,414,777
Net Profit after tax for the year	-	-		94,275,660	94,275,660
Reserve for Exceptional losses	-	58,052,223		(58,052,223)	-
Cash Dividend paid for 2019	-	-		(24,000,000)	(24,000,000)
Fluctuation Fund Adjustment			1,512,985	-	1,512,985
Closing Balance	240,000,000	197,792,882	408,894	68,001,646	506,203,422

Board of Directors proposed 10% cash dividend for the year 2020 subject to approval of shareholders of the company in its forthcoming 8th Annual General Meeting.

For the year ended December 31, 2019

Particulars	Share Capital	Reserve for Exceptional Losses	Investment Fluctuation Fund	Retained Earnings	Total
Opening Balance	240,000,000	82,131,407	-	27,103,426	349,234,833
Net Profit after tax for the year	-	-		98,284,035	98,284,035
Reserve for Exceptional losses	-	57,609,252		(57,609,252)	-
Cash Dividend paid for 2018	-	-		(12,000,000)	(12,000,000)
Investment Fluctuation Fund			(1,104,091)	-	(1,104,091)
Closing Balance	240,000,000	139,740,659	(1,104,091)	55,778,209	434,414,777

The accompanying notes form an integral part of these financial statements.

Company Secretary

Chief Financial Officer

Chief Executive Officer

Director

Director

Chairman

Dhaka, 24 April, 2021

Sena Kalyan Insurance Company Limited

Statement of Cash Flows

For the year ended December 31, 2020

Particulars	Notes	Amount in Taka	
		2020	2019 (Restated)
A. Cash flow from operating activities			
Collection from premium and other income	24.01	671,238,379	678,765,722
Payment for management expenses, Re-insurance, Claims and commission	24.02	(424,266,504)	(442,920,488)
Income Tax Paid	14.01	(25,256,345)	(3,394,610)
<i>Net cash flows from operating activities</i>		221,715,530	232,450,624
B. Cash flow from investing activities			
Acquisition of Fixed Asset	11.01	(5,670,391)	(6,348,561)
Sale of Fixed Assets	19.01	1,640,000	415,000
Investment	24.03	(32,198,008)	(1,449,790)
<i>Net cash used by investing activities</i>		(36,228,399)	(7,383,351)
C. Cash flows from financing activities			
Dividend paid		(24,000,000)	(12,000,000)
Loan from Sena Kalyan Sangstha		709,009	-
<i>Net cash used by financing activities</i>		(23,290,991)	(12,000,000)
Net increase in cash and cash equivalents during the year		162,196,140	213,067,273
Opening cash and cash equivalents during the year		631,300,820	418,233,547
Closing cash and cash equivalents at end of the year		793,496,960	631,300,820
Net operating Cash Flows Per Share	21.00	9.24	9.69

The accompanying notes form an integral part of these financial statements.

Company Secretary

Chief Financial Officer

Chief Executive Officer

Director

Director

Chairman

Sena Kalyan Insurance Company Limited

Consolidated Revenue Account

For the year ended December 31, 2020

Particulars	Notes	Amounts in Taka	
		2020	2019
Balance of account of the year:			
Reserve for Unexpired risk		137,058,034	66,099,172
Premium, Less Re insurance		297,678,171	253,388,684
Commission on Re insurance		27,697,255	27,863,440
Total		462,433,460	347,351,296
Claim under policies less Re-Insurance			
Paid during the year		21,332,839	8,892,921
Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	7.00	121,385,581	39,786,514
Less: Outstanding at the end of the previous year		(39,786,514)	(25,632,623)
		292,677,037	248,813,606
Agency Commission	22.00	33,722,747	34,685,271
Expense of management	21.00	83,752,829	77,070,301
Reserve for unexpired risk being 40% of fire, Marine Cargo, Motor & Misc. and 100% of Marine Hull & Aviation Premium Income of the year	5.00	175,201,461	137,058,034
Profit Transferred to Profit and Loss account		66,824,517	75,490,878
Total		462,433,460	347,351,296

The accompanying notes form an integral part of these financial statements.

Company Secretary

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Chief Executive Officer

Director

Director

Chairman

Signed as per our annexed report of even date.

Dhaka, 24 April, 2021

Howlader Mahfel Huq, FCA
ICAB Enrolment No. 105
Managing Partner
Mahfel Huq & Co.
Chartered Accountants
Firm Reg. No: P-46323
DVC: 2104240105AS245503

Sena Kalyan Insurance Company Limited**Fire Insurance Revenue Account**

For the year ended December 31, 2020

Particulars	Notes	Amounts in Taka	
		2020	2019
Balance of account of the year:			
Reserve for Unexpired risk		23,155,738	16,482,820
Premium, Less Re insurance		55,474,149	57,889,346
Commission on Re insurance		15,087,324	12,241,435
Total		93,717,211	86,613,601
Claim under policies less Re-Insurance		51,809,753	7,719,611
Paid during the year		2,583,827	910,895
Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	7.00	72,857,592	23,631,666
Less: Outstanding at the end of the previous year		(23,631,666)	(16,822,950)
		54,341,816	51,311,276
Agency Commission	22.00	14,079,888	12,585,294
Expense of management	21.00	18,072,268	15,570,244
Reserve for unexpired risk being 40% of fire Premium	5.00	22,189,660	23,155,738
Income of the year			
Profit Transferred to Profit and Loss account		(12,434,358)	27,582,714
Total		93,717,211	86,613,601

The accompanying notes form an integral part of these financial statements.

Company Secretary

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Chief Executive Officer

Director

Director

Chairman

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Howlader Mahfel Huq, FCA

ICAB Enrolment No. 105

Managing Partner

Mahfel Huq & Co.

Chartered Accountants

Firm Reg. No: P-46323

DVC: 2104240105AS245503

Dhaka, 24 April, 2021

Sena Kalyan Insurance Company Limited

Marine Insurance Revenue Account

For the year ended December 31, 2020

Particulars	Notes	Amounts in Taka	
		2020	2019
Balance of account of the year:			
Reserve for Unexpired risk		16,992,399	24,011,967
Premium, Less Re insurance		70,143,321	35,524,115
Commission on Re insurance		4,882,825	5,307,102
Total		92,018,545	64,843,184
Claim under policies less Re-Insurance			
		6,129,538	6,054,263
Paid during the year		779,691	1,021,759
Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	7.00	13,893,543	8,543,696
Less: Outstanding at the end of the previous year		(8,543,696)	(3,511,192)
		58,537,573	35,523,343
Agency Commission	22.00	13,103,342	10,529,044
Expense of management	21.00	13,570,567	8,001,900
Reserve for unexpired risk being 40% of Marine Cargo and 100% of Marine Hull Premium Income of the year	5.00	31,863,664	16,992,399
Profit Transferred to Profit and Loss account		27,351,434	23,265,578
Total		92,018,545	64,843,184

The accompanying notes form an integral part of these financial statements.

Company Secretary

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Chief Executive Officer

Director

Director

Chairman

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Dhaka, 24 April, 2021

Howlader Mahfel Huq, FCA
ICAB Enrolment No. 105
Managing Partner
Mahfel Huq & Co.
Chartered Accountants
Firm Reg. No: P-46323
DVC: 2104240105AS245503

Sena Kalyan Insurance Company Limited

Motor Insurance Revenue Account

For the year ended December 31, 2020

Particulars	Notes	Amounts in Taka	
		2020	2019
Balance of account of the year:			
Reserve for Unexpired risk		22,537,114	8,588,566
Premium, Less Re insurance		52,933,570	56,342,785
Commission on Re insurance		-	-
Total		75,470,684	64,931,351
Claim under policies less Re-Insurance			
		6,842,182	7,829,009
Paid during the year		2,555,657	2,536,559
Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	7.00	11,759,525	7,473,000
Less: Outstanding at the end of the previous year		(7,473,000)	(2,180,550)
		30,745,966	32,507,075
Agency Commission	22.00	1,932,926	2,418,823
Expense of management	21.00	7,639,612	7,551,138
Reserve for unexpired risk being 40% of Motor Premium Income of the year	5.00	21,173,428	22,537,114
Profit Transferred to Profit & Loss account		37,882,536	24,595,267
Total		75,470,684	64,931,351

The accompanying notes form an integral part of these financial statements.

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Chief Executive Officer

Director

Director

Chairman

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Dhaka, 24 April, 2021

Howlader Mahfel Huq, FCA

ICAB Enrolment No. 105

Managing Partner

Mahfel Huq & Co.

Chartered Accountants

Firm Reg. No: P-46323

DVC: 2104240105AS245503

Sena Kalyan Insurance Company Limited
Miscellaneous Insurance Revenue Account

For the year ended December 31, 2020

Particulars	Notes	Amounts in Taka	
		2020	2019
Balance of account of the year:			
Reserve for Unexpired risk		74,372,783	17,015,819
Premium, Less Re insurance		119,127,131	103,632,438
Commission on Re insurance		7,727,106	10,314,903
Total		201,227,020	130,963,160
Claim under policies less Re-Insurance		38,150,433	1,443,929
Paid during the year		15,413,664	4,423,708
Total estimated liability in respect of outstanding claims at the end of the year whether due or	7.00	22,874,921	138,152
Less: Outstanding at the end of the previous year		(138,152)	(3,117,931)
		149,051,683	129,471,911
Agency Commission	24.00	4,606,591	9,152,110
Expense of management	21.00	44,470,383	45,947,018
Reserve for unexpired risk being 40% of Misc. and 100% of Aviation Premium Income of the year	5.00	99,974,709	74,372,783
Profit Transferred to Profit & Loss account		14,024,905	47,320
Total		201,227,020	130,963,160

The accompanying notes form an integral part of these financial statements.

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Chief Executive Officer

Director

Director

Chairman

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Dhaka, 24 April, 2021

Howlader Mahfel Huq, FCA
ICAB Enrolment No. 105
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Mahfel Huq & Co.
Chartered Accountants
Firm Reg. No: P-46323
DVC: 2104240105AS245503

Sena Kalyan Insurance Company Limited

Form AA

Classified Summary of Assets

For the year ended December 31, 2020

Sl. No.	Class of Assets	2020		Remarks
		Book value	Market Value	
01	Statutory Deposit with Bangladesh Bank (10 years period Bangladesh Government Treasury Bonds)	51,217,510	51,217,510	Not quoted in Market
02	Fixed Deposit, SND Account and other Bank Balances	793,476,708	793,476,708	Realizable value
03	Cash in hand	20,252	20,252	Realizable value
04	Interest Accrued but not due	19,249,869	19,249,869	Realizable value
05	Property, Plant & Equipment at cost less depreciation	22,316,641	22,316,641	Cost Less depreciation
06	Investment in Shares	13,049,137	13,049,137	Market Value
07	Right of Use (RoU) Assets	21,233,585	21,233,585	Realizable value
08	Deferred Tax Assets	7,705,236	7,705,236	Realizable value
09	Sundry Debtors including advance deposit & prepayments	49,690,624	49,690,624	Realizable value
10	Stamp in Hand	126,219	126,219	Cost
11	Stationary and forms in hand	206,358	206,358	Cost
Total		978,292,139	978,292,139	

Sena Kalyan Insurance Company Limited

Notes to The Financial Statements

As at and for the year ended December 31, 2020

1.00 Background of the company

Sena Kalyan Insurance Company Limited ('the company') was incorporated as a Public Limited Company by shares under the Companies Act, 1994 on 3rd September, 2013 and obtained permission for commencement of insurance business from the Insurance Development & Regulatory Authority (IDRA), Government of the Peoples Republic of Bangladesh, with effect from 10th September, 2013 for carrying out non-life insurance business.

Sena Kalyan Insurance Company Limited is a subsidiary Company of Sena Kalyan Sangstha (SKS) that holds 23,999,994 shares out of 24,000,000 shares of the Company and the balance 6 (six) shares are held by 6 (six) individuals, each holding 1 (one) share of taka 10 each fully paid up.

1.01 Address of registered office and place of business of the company

The Head office of the Company is at SKS Tower (12th Floor), 7, VIP Road, Mohakhali, Dhaka-1206, Bangladesh which is also the registered office of the Company. The operation of the company is carried out through its 6 branches located in different divisions of Bangladesh.

1.02 Principal activities of the company

The principal activities of the Company is to offer general insurance products that include fire insurance, marine hull and cargo insurance, aviation insurance, motor insurance and miscellaneous insurance. These insurances provide protection against damage to policy holder's assets if damage occurs from risk covered by policy. Premium income is primary source of revenue for this insurance business.

1.03 Date of Financial Statements authorized for issue

Financial Statement of the company for the year ended December 31, 2020 were authorized by the Board for issue on 24 April, 2021 in accordance with a resolution of the Board of Directors of the company.

1.04 Geographical area of operation

The Company carries its insurance business activities through six branches, throughout the Bangladesh.

2.00 Basis of Presenting Financial Statements Significant Accounting Policies & Relevant Information

2.01 Basis of preparation

The Financial Statements have been prepared on going concern and accrual basis under the historical cost convention. The preparation and presentation of the financial statements and the disclosure of information have been made in accordance with International Financial Reporting Standards (IFRSs) and the requirements of the Insurance Act 1938 (as amended in 2010), the Insurance Rules 1958 and in conformity the Companies Act 1994, the Securities and Exchange Rules 1987, and other applicable laws & regulations in Bangladesh.

The Statement of financial position has been prepared in accordance with the regulations as contained in Part-I of the First Schedule and as per Form "A" as set forth in Part-II of that Schedule. Statement of Profit or Loss and other Comprehensive Income and Profit and Loss Appropriation Account has been prepared in accordance with the regulations contained in Part-I of the second schedule and as per Form "B" & "C" as set forth in Part-II of that Schedule respectively of Insurance Act, 1938. Revenue Account of each class of general insurance business has been prepared in accordance with the regulations as contained in Part-I of the Third Schedule and as per form "F" as set forth in Part-II of that Schedule of the Insurance Act, 1938 (as amended in 2010). The classified summary of the assets has been prepared in accordance with Form "AA" as set forth in Part-II of the aforesaid Act. The cash Flow Statement has been included as per requirements of the Securities and Exchange Commissions Rules 1987 as well as per guideline of IAS-7.

2.02 Reporting Period

Financial statements of the Company cover one calendar year from 01 January 2020 to December 31, 2020.

2.03 Going Concern

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business without significant fluctuation in value. The accompanying financial statements do not include any adjustments, which indicate that Sena Kalyan Insurance Company Limited be unable to continue as a going concern.

Challenges posed by COVID-19

COVID-19 pandemic posed serious challenges to the insurance business since March 2020. Sena Kalyan Insurance Company Ltd. saw a declining trend in most classes of business.

2.04 Structure, content and presentation of financial statements

Being the general purpose financial statements, the presentation of these financial statements is in accordance with the guidelines provided by Insurance Act 1938 (as amended 2010) and International Accounting Standard 1: Presentation of Financial Statements. A complete set of financial statements comprise:

- a) Balance sheet as at 31 December 2020;
- b) Profit and Loss Account for the year ended 31 December 2020;
- c) Profit and Loss Appropriation Account for the year ended 31 December 2020;
- d) Statement of Changes in Equity for the year ended 31 December 2020;
- e) Statement of cash flows for the year ended 31 December 2020;
- f) Consolidated Revenue Account for the year ended 31 December 2020;
- g) Fire Insurance Revenue Account for the year ended 31 December 2020;
- h) Marine Insurance revenue Account for the year ended 31 December 2020;
- i) Motor Insurance Revenue Account for the year ended 31 December 2020;
- j) Miscellaneous Insurance Revenue Account for the year ended 31 December 2020; and
- k) Notes comprising a summary of significant accounting policies and other explanatory information to the accounts for the year ended 31 December 2020.

The Board of Directors is responsible for preparing and presentation the financial statements, who has approved and authorized the issue of the financial statements.

2.05 Application of International Financial Reporting Standards (IAS/IFRS)

The Accounting and Financial Reporting Standards that are applicable/not applicable for the financial statements for the year under review, include the following:

IAS 1	Presentation of Financial Statements	*
IAS 7	Statement of Cash Flows	Applied
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	Applied
IAS 10	Events after the Reporting Period	Applied
IAS 12	Income Taxes	Applied
IAS 16	Property, Plant and Equipment	Applied
IAS 19	Employee Benefits	Applied
IAS 24	Related Party Disclosures	Applied
IAS 26	Accounting and Reporting by Retirement Benefit Plans	Applied
IAS 32	Financial Instruments: Presentation	*
IAS 33	Earning per Share	Applied
IAS 34	Interim Financial Reporting	Applied
IAS 36	Impairment of Assets	Applied
IAS 37	Provisions, Contingent Liabilities and Contingent Assets	Applied
IAS 38	Intangible Assets	Applied
IAS 40	Investment Property	Applied

Sena Kalyan Insurance Company Ltd.

IFRS 4 Insurance Contracts	*
IFRS 5 Non-currents assets held for sale and discontinued operation	Applied
IFRS 7 Financial Instruments: Disclosure	*
IFRS 8 Operating Segment	Applied
IFRS 9 Financial Instruments	*
IFRS 13 Fair Value Measurement	Applied
IFRS 16 Lease	Applied

* The management of Sena Kalyan Insurance Company Limited has followed the principles of IAS & IFRS consistently in the preparation of the financial statements to that extent as applicable to Insurance Company. Some of the standards have not been complied with, about which IDRA has special guideline.

2.06 Functional and presentation currency

The financial statements are expressed in Bangladesh Currency (Taka/ Tk.), which is both functional and reporting currency of the Company.

2.07 Use of estimates and judgements

Preparation of financial statement requires management to make judgement, estimates and assumptions that affect the application of accounting policies and reported amounts of asset, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future period affected.

2.08 Materiality and Aggregation

Each material item considered by management significant has been presented separately in the financial statement. No amount has been set off unless Sena Kalyan Insurance Company Ltd. has legal right to set off the amounts and intends to settle on a net basis. Income and Expenses are presented on a net basis only when permitted by relevant accounting standards.

2.09 Comparative information

Comparative information has been disclosed in respect of the period ended 31 December 2020 for all numerical data in the financial statements and also for the narrative and descriptive information when it is relevant for better understanding of the current year's financial statements. Prior year figures have been restated, reclassified and rearranged whenever considered necessary to ensure comparability with the current period.

2.10 Property, Plant and Equipment

a. Recognition and measurement

Property, Plant and Equipment are recognized if it is probable that future economic benefits associated with the asset will flow to the Company and cost of the asset can be measured reliably. Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to a working condition for its intended use and the cost of dismantling and removing the items and restoring the site on which they are located.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment. If sale of any revalued assets, the relevant amount included in the revaluation reserve will be transferred to retained earnings.

b. Subsequent cost

The cost of enhancement of an item of property, plant and equipment is recognized as separate asset if it is probable that the future economic benefits associated with the part will flow to the Company and its cost can be measured reliably. All other expenditures are charges to profit and loss account during the year in which they incur.

c. Depreciation

Depreciation has been charged on Property, Plant and Equipment of the Company on the basis of reducing balance method at rates varying from 10% to 20% depending on the estimated useful life of the assets. Depreciation on newly acquired Assets during the year has been charged for six months period only irrespective of the date of acquisition of fixed assets. The annual depreciation at different rates as under:

Category of Assets	Rate of Depreciation
1. Furniture and Fixtures	10%
2. Motor Vehicles	20%
3. Office Equipment's	15%
4. Cookeries and Cutleries	15%
5. Office Decoration	10%
6. Computer and IT Equipment	10%
7. Mobile and Telephone Set	10%
8. Air Conditioner	20%

d. Sale price of fixed assets

Sale price of fixed assets are determined on the basis of fair value of the assets. Gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and carrying amount of the asset and is recognized in profit or loss account as per provision of IAS 16.

2.11 Intangible assets

Intangible assets (Software) acquired separately are measured on initial recognition at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any. These are amortized on reducing balance method at 10%. Subsequent expenditure on software assets is capitalized only when it increases the future economic benefits in the specifications to which it relates. All other expenditure is treated as expense as incurred.

2.12 Impairment of assets

If recoverable amount is less than carrying amount, the carrying amount of asset is reduced to its recoverable amount. This reduction is an impairment loss. An impairment loss is recognized as an expense in financial statement.

2.13 Valuation of Assets

The value of all assets as at 31 December 2020 has been shown in the Balance Sheet and in the classified summary of assets on "Form AA" annexed, which has been reviewed and the said assets have been set forth in the Balance Sheet on amounts at their respective book value which in the aggregate do not exceed their aggregate market value.

2.14 Investment

Company has several financial assets such as share, FDR, Government securities etc. Initially shares are recorded at fair value plus transaction cost. A separate Fund called Investment Fluctuation fund, which consists of unrealized gain/ loss is shown in the liability side of Balance Sheet. Dividend Income on such share is recognized in Profit and Loss Account (Statement of Profit and Loss and other comprehensive income) when right to receive the dividend is established. On the other hand, securities are initially recorded at cost. Interest income on such securities is recognized using effective interest rate as per IFRS 9.

2.15 Investments of Assets

The Section 41 of Insurance Act, 2010 has been complied by the company.

2.16 Restriction on certain investment

There is no investment by Sena Kalyan insurance company limited or the company does not hold any shares or debentures of any Company, firms or other business concern in which any director or any members of the family of such directors has any interest as Proprietor, Partner, Director and Managing Director as per Section 41(1) of Insurance Act, 2010.

2.17 IFRS-16: Leases

Sena Kalyan Insurance applies IFRS 16 for rented office space. Sena Kalyan recognizes lease liabilities calculated by determining present values of remaining rent payable as per rent agreement using effective cost of capital. Same amount is recognized as right of use asset after considering advance rent. Every year throughout of agreement period right of use asset/leased asset is depreciated on straight line basis and interest expense on lease liabilities is recognized using effective interest rate.

2.18 Cash and Cash Equivalents

Cash comprises cash in hand, demand deposit, cash equivalents on short term, highly liquid investments that are readily convertible to know amounts of cash and those which are what to an insignificant risk of changes in value. Cash and cash equivalents are not restricted in use and accordingly cash in hand and bank balances have been considered as cash and cash equivalents.

2.19 Cash Flow Statements

Statement of Cash Flows has been prepared in accordance with IAS-7 and the cash flow from the operating activities has been presented under the direct method.

2.20 Provisions relating to collection of premium

The company has always complied with the Section 18 of the Insurance Act, 2010 as applicable in regard to provision of collection of premium.

2.21 Revenue Recognition

1. Premium is recognized when insurance policies are issued. The sum of premium income as appeared in classified Revenue Accounts is net of the refund made, Re-insurance ceded and Reinsurance premium on PSB. Amount received against issue of marine cover notes are not recognized as income during the year unless issuance of policy. The said amount is recognized as income as and when policy is issued or after one year from the date of expiry of the cover note.

2. The premium in respect of Company's share of Public Sector Insurance Business (PSB) is accounted for in the period in which the relevant statement is received from Shadharan Bima Corporation (SBC).The Company's share of public sector business(PSB) for the period of 3rd and 4th quarter of 2019 and 1st & 2nd quarters of 2020 received from Sadharan Bima Corporation(SEC) has been incorporated in the company's accounts for the year ended 31 December 2020.This system of accounting of public sector business is being followed consistently.

3. Amounts received against issue of Cover Notes, which have not been converted into Policy are recognized as income at the earlier of Cover Notes converted into Policy or after expiry of two years of Cover Notes in accordance with SBC's circular.

4. Interest on Fixed Deposit Receipt (FDR), SND account and bonds are recognized as revenue on accrual basis.

5. Interest Income from government securities is accounted for using effective interest rate as per IFRS-9.

2.22 Consolidation Procedure

Accounts of all branches have been consolidated (aggregated) at the Central Accounts of the Head Office at Dhaka.

2.23 Re-insurance Accounts

While preparing the Revenue Accounts necessary adjustments in respect of re-insurance ceded in Bangladesh have been duly given.

2.24 Segment Reporting

A business segment is a distinguishable component of the company that 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.

2.25 Management Expenses

The management expenses charged to Revenue Accounts amounting to 83,752,829 represents approximately 14.43% of Gross Premium of Tk. 580,522,233 (Including public sector business) and 28.14% of Net Premium of Tk 297,678,171 earned during the year. The said management expenses have been apportioned to various classes of business of the company taking into account the gross premium income.

2.26 Current Taxation

Provision for current year income tax has been made at the rate of 40% as per Finance Acts 2020. The return of company's income tax for the assessment year 2021-2022 shall be filed in due time.

2.27 Deferred Tax

Since temporary differences arise between accounting profit and tax profit, deferred tax is recognized as per IAS 12. Since depreciation rates used by the Sena Kalyan Insurance Company Limited is different from those used by tax authorities, this gives rise to temporary difference between accounting and tax profit. On the other hand, Sena Kalyan Insurance Company Limited recognizes expense when contribution is made to gratuity fund or provision is created. But tax authority recognizes gratuity as expense only when employee receives gratuity payment. So this gives rise to temporary difference between accounting and tax profit. Sena Kalyan Insurance Company Limited applies IAS 12 retrospectively, restating comparative figures for previous period as per IAS 8.

2.28 Earnings per share

Earnings per share have been calculated in accordance with International Accounting Standard 33: Earnings Per Share, and shown on the face of profit and loss account and computation shown in note no. 20.

2.29 Loans and Borrowing

Sena Kalyan Sangstha sanctioned a loan amounting of Tk. 2,72,18,321/- to Sena Kalyan Insurance Company Limited to meet up establishment cost and working capital requirements which stands as loan till 31 December 2020. This loan amount is interest free and refundable within 10 (Ten) years.

2.30 Estimated Liability in respect of outstanding claim

An amount of Tk. 3,97,86,514 (Taka, three crore ninety seven lac eighty six thousand five hundred and fourteen) only which is adjusted during the year from Estimated Liability in respect of outstanding claim in the Statement of Financial Position as at 31 December 2020.

2.31 Provision for Liabilities

According to IAS 37: "Provision, Contingent Liabilities and Contingent Assets" the Company recognizes the provision when the Company has a legal or constructive obligation as a result of past event and it is probable that an outflow of economic benefit will be required to settle the obligations.

2.32 Reserve or contingencies Accounts

a. Reserve for exceptional losses

In line with Para 6, 4th schedule of the Income Tax Ordinance 1984, to meet the exceptional losses, Sena kalyan Insurance Company Limited set aside 10% of Premium Income of the year in which it is set aside from the balance of the profit to the reserve for exceptional losses. Detail calculations have been given in note no. 4.

Sena Kalyan Insurance Company Ltd.

b. Provision for unexpired risk

Surplus/(deficit) on Revenue Accounts has been arrived after making necessary provision for un-expired risk @ 40% of net premium on all business except Marine Hull Insurance for which provision has been made @ 100% on premium income as per section 27A (2B & 2C) of Insurance Act 1938 (as ammended in 2010).

2.33 Employees Details

During the year under review 108 employees were employed full time. As per schedule-XI part-II of the Companies Act 1994 the employees remuneration slab is given below:

Slab	Number of Employees
No. of employees received salary below Tk. 3,000 per month	Nil
No. of employees received salary above Tk. 3,000 per month	108
Total no. of employees	108

Note: There is no part time employee of the Company.

2.34 Employees Benefit

Sena Kalyan Insurance Company Limited provides a number of benefits plan for it's employees which includes Contributory Provident Fund, Worker's Profit Participation Fund, Gratuity Fund, Group Insurance Scheme and Festival Bonus etc.

a. Contributory Provident Fund

The Company operates a provident fund, recognized by the income Tax Authorities. Confirmed employees of the Company are eligible for the said provident fund. Employees of the Company contribute ten percent of their basic salary and the employer make similar contribution to the fund. The provident fund is wholly administered by a Board of Trustees and no part of the fund is included with the assets of the Company.

b. Gratuity Fund

The Company operates a gratuity fund scheme under which a regular confirmed employee is entitled to benefit at a graduated scale based on the length of service. The length of service for the purpose of gratuity shall be reckoned from the date of joining in the regular service of the Company. Calculation of gratuity is made on the basis of last drawn basic salary. An employee will receive two month's basic salary for each completed year of service if he/she complete five years. Gratuity will be payable only on their separation from the company.

c. Worker's Profit Participation fund

In accordance with the section 234(1)(b) of Bangladesh Labor Act 2006 (Amendment in 2013) and Bangladesh Labor Rules (Amendment in 2015), Within 9 (Nine) months of the close of every accounting year, 5% of profit before tax of the accounting year/period shall be transferred to Worker's Profit Participation Fund established under section 14 of the Bangladesh Workers Welfare Foundation Act 2006 at the proportion of 80:10:10 respectively. Sena Kalyan has made provision for workers profit participation fund at 5% on profit before tax. Worker's welfare fund is yet to be established.

d. Other Benefits

In addition to the above, Sena Kalyan Insurance Company Limited is providing other benefits to its employees like performance based incentive bonus, Boishakhi festival allowance, Group Insurance and Car/Motor Cycle loan scheme subject to fulfillment of certain terms and conditions.

2.35 Related party disclosures

The company in normal course of business, carried out a number of transactions with other entities that fall within the definition of related party contained in International Accounting Standards 24: Related Party Disclosures. All transactions involving related parties arising in normal course of business are conducted on an arm's length basis at commercial rates on the same terms and conditions as applicable to the third parties. Details of the related party disclosures have been given in Note 23.

2.36 Prohibition of loans

As per Section 44 of Insurance Act 2010, the Company has not granted any loan to any Director or any member of their family, banking company, subsidiary company and auditor, any loan or temporary advance either and hypothecation property or personal security or otherwise.

2.37 Others

Figures have been rounded off to the nearest taka and previous year's figures have been re-arranged, wherever necessary, for the purpose of comparison.

2.38 Disclosure of departure from IFRS due to compliance with insurance act's requirements

The Sena Kalyan Insurance Company Limited management has followed the principles of IFRS in preparation of the financial statements to that extent as applicable to the Sena kalyan insurance company limited. Some requirements of Insurance Act 1938 (as amended in 2010) and Insurance Rules 1958 and regulations contradict with those of financial instruments and general provision standards of IFRS. As such the Sena Kalyan Insurance Company limited has departed from those requirements of IFRS in order to comply with the rules and regulations of IDRA which are disclosed below along with financial impact where applicable:

- a) As per Insurance Act 1938 (as amended in 2010), investments in quoted shares and unquoted shares are revalued at the year end at market price and as per book value of last audited balance sheet respectively. Provisions has been made by netting off any unrealized gain/(loss) arising at the Balance sheet date. However as per requirements of IFRS 9 investment in shares, all equity instruments are to be measured at fair value with changes reflected in either profit or loss or other comprehensive income.
- b) General provision on insurance premium and re-insurance premium are followed as per Insurance Act 1938 (as amended 2010) . However such general provision cannot satisfy the conditions of provision as per IAS 37. At the year end the Sena kalyan insurance company limited has recognized provision of BDT. 175,201,461 as balance of fund and liabilities in the balance sheet.
- c) As per IDRA guidelines, financial instruments are categorized, recognized and measured differently from those prescribed in IFRS 9. As such some disclosure and presentation requirements of IFRS 7 and IAS 32 have not been made in the accounts.
- d) Insurance Act 1938 has issued templates for financial statements which will strictly be followed by all general and life insurance company. The templates of financial statements issued by Insurance Act does not include Other Comprehensive Income (OCI) nor are the elements of other comprehensive income allowed to include in a single Comprehensive Income (OCI) Statement. As such Sena Kalyan Insurance company limited does not prepare the other comprehensive income statement. However Sena Kalyan Insurance company limited does not have any elements of OCI to be presented.

2.39 Anti- Money Laundering Committee

Maloy Kumar Saha, Senior Vice President & CFO of the Company has been appointed as a Chief Anti Money Laundering Compliance Officer (CAMLCO) in the Company. Anti-Money Laundering Committee addresses the prevention of money laundering & terrorist financing activities under the Money Laundering Prevention Act-2012 and the Anti Terrorism (Amended) Act-2013. The committee also arranges the training for employees, regularly monitors and ensures reporting to Bangladesh Bank regarding any suspicious and doubtful transaction.

2.40 Risk factors Relating to the company

(a) Credit Risks

Credit risk is measured as the potential economic loss in the value of our portfolio that would result from either changes in the credit quality of our counter parties or the inability or unwillingness of a counter party to fulfil its contractual obligations. Credit risks may arise from our inability to meet our claims payment obligations, or our inability to indemnify the loss to the policyholder. We focus on mitigating this risk through proper capital planning and allocation that enables us to meet our liabilities on time and maintain solvency. Credit risk may also arises from potential losses from non-recoverability of reinsurance receivables. We select our reinsurance partners carefully and also possess strong long term relationships with them, which enables us to mitigate exposure to reinsurance risks.

(b) Underwriting Risks

Underwriting risk consists of premium and reserve risks in the property- casualty business segments. As part of our property-casualty business operations, we receive premiums from our customers and provide insurance protection in return. Premium risk is the risk that actual claims for the business in the current year develop adversely relative to expected claims ratios. We mitigate premium risk by reinsurance, as well as by focusing on excellence in underwriting. Assessing risks as part of the underwriting process is a key element of our risk management framework, which is governed by clear underwriting limits and restrictions, as per our enterprise-wide risk management framework.

(c) Operational Risks

Operational risks represent losses resulting from inadequate or failed internal processes, human errors, system failures and other external events, and can originate from a wide variety of sources, including potential losses due to a failure to meet the professional obligations or from the design of our products or from misspelling or from non-compliance with internal / external requirements related to our products. Though these losses tend to be of a lower frequency, they have a potentially high financial impact. Other operational risks include fraud, financial risk or a cyber security incident causing business interruption or disruption. We focus on minimizing the occurrence of operational risks as much as possible through engaging in extensive employee training, through creating redundancies across our technology network and through ensuring regulatory compliance – in both letter and spirit.

(d) Liquidity Risks

Liquidity risk is defined as the risk that current or future payment obligations cannot be met or can only be met on the basis of compromised conditions. We manage our liquidity risks by balancing cash inflows and outflows, and by embracing the time-tested principles of maximizing cash inflows and optimizing cash outflows. We also maintain our capital buffers to as per regulatory requirements to prevent capital / liquidity shocks and ensure that there is enough space for us to meet our liability obligations to our policyholders.

(e) Strategic Risks

Strategic risks are risks that enforce depletion in the company's value, arising from adverse management decisions on business strategies and their implementation. Strategic risks are identified and discussed in various forums both at the executive and management levels. We also monitor market and competitive conditions, capital market requirements, regulatory alignment, etc., to decide if strategic adjustments are necessary. We also focus on mitigating strategic risks through realizing our aspirations of customer-centricity, going digital, technical excellence, spirit of innovation and inclusivity

2.41 Restatements as per IAS 8: Accounting policies, changes in accounting estimates and errors

Deferred Tax: From 2020, company has started recognizing deferred tax as per IAS-12 and the effects of that have now been reflected in the financial statements for the relevant years.

Depreciation and Written Down Value of Assets: Due to an internal error, SKICL charged depreciation on the basis of "Straight-line Method" instead of charging depreciation on the basis of "Reducing Balance Method" from 2015 to 2019, the effects of that have now been reflected in the financial statements for the relevant years.

Additionally written down value of assets was understated by Tk. 200 in the year 2017 and overstated by Tk. 83,751 in the year 2016 both figure has now been amended and reflected accordingly in the financial statements.

3.00 Share Capital**Authorized:**

10,00,00,000 ordinary shares of Tk.10 each

Amounts in Taka	
2020	2019

1,000,000,000 1,000,000,000**Issued, Subscribed and Paid up:**

2,40,00,000 ordinary shares of Tk.10 each

240,000,000 240,000,000**Shareholding Patterns**

Sl. No.	Range of share holding	No. of Shareholders	No. of Shares	Share par value	Value of Share in Taka 2020	Value of Share in Taka 2019
01	Less than 50,000	6	6	10	60	60
02	50,001-100,000	-	-	-	-	-
03	100,001-1,000,000	-	-	-	-	-
04	1,000,001 and	1	23,999,994	10	239,999,940	239,999,940
Total		7	24,000,000		240,000,000	240,000,000

Sl. No.	Name of the Shareholders	Position	No. of Shares	Amount in Taka	
				2020	2019
01	Maj Gen Mohammed Saidul Islam,	Chairman, SKS	23,999,994	239,999,940	239,999,940
02	Air Cdre M Moyeenuddin, ndc, afwc, psc	DG, Welfare Division, SKS	1	10	10
03	Brig Gen Mirza Md Enamul Haque, ndc	DG, HR Division, SKS	1	10	10
04	Brig Gen M A Mohy, psc, Peng	DG, BD-RED	1	10	10
05	Brig Gen Md Mustafa Kamal, SGP	DG, BD-1, SKS	1	10	10
06	Brig Gen Md Jamal Hossain, ndc,	DG, BD-6, SKS	1	10	10
07	Brig Gen Md Shaheed Iqbal, afwc, psc	DG, BD-5, SKS	1	10	10
Total			24,000,000	240,000,000	240,000,000

4.00 Reserve for exceptional losses

Reserve for exceptional losses for tk. 58,052,223 has been taken to be current year's profit before tax equivalent to 10% of premium earned during the year as per provision of Para 6 of 4th schedule of Income Tax Ordinance 1984.

The amount has been arrived at as under:

Balance as at January 01 2020

139,740,659 82,131,407

Addition made during the year

4.01

58,052,223 57,609,252

Total197,792,882 139,740,659**4.01 Reserve for Exceptional losses (addition during the year)**

Particulars	Gross Premium	%	Amounts in Tk	
			2020	2019
Fire	125,269,399	10%	12,526,940	11,638,991
Marine Cargo	84,097,831	10%	8,409,783	5,462,903
Marine Hull	9,969,045	10%	996,905	518,765
Motor	52,933,570	10%	5,293,357	5,643,097
Miscellaneous	308,252,388	10%	30,825,239	34,345,495
Total	580,522,233		58,052,223	57,609,252

4.02 Investment Fluctuation Fund

Market Price of Shares

13,049,137 4,055,654

Cost Price of Shares

(12,640,243) (5,159,745)

Closing Balance408,894 (1,104,091)

Sena Kalyan Insurance Company Ltd.

		Amounts in Taka	
		2020	2019
4.03 Profit and Loss Appropriation Account			
Opening Balance		55,778,209	27,103,426
Add : Profit during the year		94,275,660	98,284,035
Total		150,053,869	125,387,461
Less : Reserve for Exceptional Losses.		(58,052,223)	(57,609,252)
Less: Dividend distributed from last year profit		(24,000,000)	(12,000,000)
Closing Balance		68,001,646	55,778,209
5.00 Balance of funds and accounts			
Fire Insurance Revenue Account		22,189,660	23,155,738
Marine Insurance Revenue Account		31,863,664	16,992,399
Motor Insurance Revenue Account		21,173,428	22,537,114
Miscellaneous Insurance Revenue Account		99,974,709	74,372,783
Total		175,201,461	137,058,034
The amount represents reserve for unexpired risks @40% of net premium income on Fire, Marine Cargo, Motor and Misc. and 100% of Marine Hull and Aviation.			
6.00 Premium Deposits			
Marine Insurance Account		27,029,207	48,047,304
Stamp Collection		4,502,766	8,004,147
Total		31,531,973	56,051,451
The above amount received against cover notes for which risks have not been initiated and such amount will be adjusted upon initiation of risk and issuance of policy in due course.			
7.00 Estimated liabilities in respect of Outstanding claims whether due or intimated			
Fire		72,857,592	23,631,666
Marine		13,893,543	8,543,696
Motor		11,759,525	7,473,000
Miscellaneous		22,874,921	138,152
Total		121,385,581	39,786,514
All the claims against which the Company received intimations within 31st December 2020 have been taken into consideration while estimating the liability in respect of outstanding claims.			
8.00 Amounts due to other persons or bodies carrying on insurance business			
Sadharan Bima Corp. reinsurance ceded		15,549,826	2,723,643
Overseas		2,816,513	-
Total		18,366,339	2,723,643
The above balance refers to amount due to re-insurance by Sadharan Bima Corporation and Overseas.			
9.00 Provision for Income Tax			
Opening Balance		42,712,673	21,209,689
Add: Provision during the year (9.01)		20,837,411	21,502,984
Closing Balance		63,550,084	42,712,673
9.01 Calculation of Provision for Income Tax			
Net Profit (as per Profit and Loss Account)		114,225,641	118,578,090
Less: Exceptional Losses Reserve		(58,052,223)	(57,609,252)
		56,173,418	60,968,838
Less: Income from Bangladesh Govt. Treasury Bond (Tax Free)		(3,918,036)	(3,206,499)
Less: Dividend Income		(101,199)	(39,306)
Less: Realized Gain on Sales of Share		(178,009)	(671,176)
Business Income		51,976,174	57,051,857

	Amounts in Taka	
	2020	2019
Provision on Business Income	20,790,469	21,394,446
Provision on Dividend Income	20,240	7,861
Provision on Realized Gain on sales of Shares	26,701	100,676
Total	20,837,411	21,502,984
9.02 Deferred Tax (IAS-12)		
Company recognizes deferred tax as per IAS -12. Temporary differences arise in respect of depreciation. Company has calculated deferred tax as on 31.12.2020. Deferred tax has also been included in current year accounts.		
Deferred Tax Liability/(Assets)		
Written Down Value as per financial statements	22,316,641	20,170,446
Written Down Value as per Tax Base	19,795,822	18,257,932
Taxable Temporary Difference	2,520,819	1,912,514
Tax Rate	40%	37.50%
	1,008,328	717,193
Deferred Tax Liability		
Opening Balance	717,193	680,303
Deferred Tax (Income)/Expense	291,135	36,890
Closing Balance	1,008,328	717,193
9.03 Deferred Tax (Income)/Expense		
Deferred Tax Income - 12.03	(1,178,564)	(1,245,819)
Deferred Tax Expense - 9.02	291,135	36,890
	(887,429)	(1,208,929)
9.04 Lease Liability		
Opening Balance	-	-
Addition During the Year	28,521,246	-
Adjustment During the Year	(7,463,412)	-
Closing Balance	21,057,835	-
10.00 Sundry Creditors		
Provision for Audit Fees including VAT and Tax at Source	250,000	200,000
Provision for Office Rent	758,447	779,188
Value Added Tax (VAT) on Premium	2,032,677	2,061,496
Tax and VAT at Source Payable	590,512	565,859
Expenses for PF & GF (Audit fee)	40,000	-
Sena Kalyan Sangstha	27,218,321	26,509,312
Provision for Gratuity fund expenses	3,385,878	3,422,184
Total	34,275,835	33,538,040
Sundry creditors are liabilities and provisions that the company has to pay in due course. It also includes Company's liability for current tax which is calculated using tax rates that have been enacted at the balance sheet date.		
*VAT payable for the month of December- 2020 for Tk. 20,32,677/- only which was subsequently paid on January 13, 2021 vide Sonali Bank Limited Challan No. T- 42 & T-40 dated 13/01/2021.		
11.00 Property, Plant and Equipment		
Tangible Assets	21,912,204	19,721,072
Intangible Assets	404,437	449,374
Written down value at December 31, 2020	22,316,641	20,170,446

		Amounts in Taka	
		2020	2019
11.01 Tangible Assets			
Opening Balance at Cost		42,072,038	36,651,077
Addition during the year		5,670,391	6,348,561
		47,742,429	42,999,638
Less: Disposal during the year		(3,343,000)	(927,600)
Closing Balance		44,399,429	42,072,038
Less: Accumulated Depreciation		(22,487,225)	(22,350,966)
Written down value		21,912,204	19,721,072

11.02 Intangible Assets			
Opening Balance at Cost		863,250	863,250
Less: Accumulated Amortization		458,813	413,876
Written down value		404,437	449,374

Detail schedule of property, plant and equipment in Annexure- A

12.00 Investment

Statutory Deposit	Issue Date	Maturity Date	2020	2019
10-Years Period BGTB	8-Oct-13	7-Oct-23	26,500,000	26,500,000
05-Years Period BGTB	15-Jul-20	15-Jul-25	24,717,510	-
Investment in BGTB			51,217,510	26,500,000
Investment in Shares	Note-12.01		13,049,137	4,055,654
Total			64,266,647	30,555,654

The amount represents the investment in 10 years period Bangladesh Government Treasury Bonds which is held with Bangladesh Bank as Statutory Deposit under the Insurance Act, 2010, under section 23 & 24 and as per direction of Insurance Development Regulatory Authority (IDRA).

Investment in 05-Years Period BGTB

Face Value of 05-Years Bangladesh Govt. Treasury Bonds	22,500,000	-
Premium value for 05 Years Bangladesh Govt. Treasury Bonds	2,217,510	-
Less: Adjustment of Premium value	-	-
Total	24,717,510	-

12.01 Investment in Shares

Sl No.	Name of Company	No. of Shares	Average rate	Cost Price	Market Price 2020	Market Price 2019
01	Ifad Autos	58,140	57.90	3,366,176	2,784,906	625,548
02	Singer BD	15,000	168.24	2,523,673	2,656,500	1,145,540
03	Square Pharma	22,050	223.74	4,933,538	4,809,105	1,626,400
04	Coopertech	-	-	-	-	99,428
05	Ring Shine	18,248	8.61	157,117	116,787	170,568
06	Confidence	10,000	118.51	1,185,139	1,187,000	-
07	Robi	43,730	10.00	437,300	1,185,083	-
08	Sea Pearl Beach	3,916	9.53	37,300	309,756	161,731
09	Silco Pharma	-	-	-	-	145,440
10	SS Steel	-	-	-	-	6,052
11	New Line	-	-	-	-	74,947
Total				12,640,243	13,049,137	4,055,654

The Company has made investment in capital market this year and unrealized gain is transferred to investment subsequently. Investment in shares that do not have any quoted market price in the active market and whose fair value cannot be measured reliably, where recognized at cost.

	Amounts in Taka	
	2020	2019
12.02 Right of Use (RoU) Assets		
Opening Balance	-	
Addition During the Year	28,734,796	-
Amortization	(7,501,212)	-
Closing Balance	21,233,585	-
12.03 Deferred Tax Assets		
Opening Balance	6,526,672	5,280,853
Add: Deferred Tax Income	1,178,564	1,245,819
Closing Balance	7,705,236	6,526,672
Gratuity Provision	3,385,878	3,324,963
Gratuity Payment	(439,468)	-
	2,946,410	3,322,184
Tax Rate	40%	37.50%
Deferred Tax Income	1,178,564	1,245,819
13.00 Accrued Interest		
Fixed Deposit Receipt (FDR's)	16,283,707	19,623,494
Interest on Bangladesh Govt. Treasury Bonds	1,405,546	957,557
Received from SKICLEPF Capital Reserve Fund	1,560,616	-
Total	19,249,869	20,581,051
14.00 Sundry Debtors (Including advance, deposits and prepayments)		
Advance against office rent	337,929	593,471
Security Deposit against telephone	19,695	19,695
Security Deposit (Others)	200,000	175,000
Advance Income Tax (Note-14.01)	48,845,467	23,589,122
Other Receivables	-	1,015,177
Advance to Office Staff	185,033	514,075
IDLC Securities Limited	-	2,000
ICDDR B	102,500	500,000
Astha Life Insurance Company Limited	-	11,196,440
Total	49,690,624	37,604,980
Astha Life Insurance Company Limited has repaid the entire outstanding amount of their loan.		
14.01 Advance Income Tax		
Income Tax from Financial year 2015 to 2020 (Assessment Year 2016-2017 to 2021-2022) of Sena Kalyan Insurance Limited not yet finalized by the Income Tax Authority. Advance Tax pays U/S-64, Tax paid U/S-74, Tax (TDS) in particular years where showing Advance Tax in assets side under the head Sundry debtors. In course of finalization or assessment by the Income Tax Authority then the Advance Tax will be adjusted. Details of Advance tax payments are given below:		
Opening Balance	23,589,122	20,194,512
Add: Paid during the year	25,256,345	3,394,610
Closing Balance	48,845,467	23,589,122

Sena Kalyan Insurance Company Ltd.

SI No.	Financial Year	Assessment Year	Advance Tax	Amounts in Taka	
				2020	2019
				Tax Payment with return	Total Tax Paid during the year
1	2013	2014-2015	45,000	-	45,000
2	2014	2015-2016	1,668,008	-	1,668,008
3	2015	2016-2017	2,284,088	1,613,000	2,284,088
4	2016	2017-2018	1,602,286	6,058,389	3,215,286
5	2017	2018-2019	2,687,600	6,913,024	8,745,989
6	2018	2019-2020	2,933,213	-	9,846,237
7	2019	2020-2021	3,394,610	18,002,149	3,394,610
8	2020	2021-2022	7,254,196	-	25,256,345

15.00 Cash and cash equivalents

Cash at banks

Fixed Deposits: (FDR's) (Note-15.01)

SND Accounts (Note-15.03)

Current Accounts (Note-15.03)

Cash in hand (Note-15.04)

Brokerage Balance

Total

711,640,471	581,500,000
66,989,559	43,587,764
14,844,176	6,006,329
793,474,206	631,094,093
20,252	47,418
2,502	159,309
793,496,960	631,300,820

15.01 Fixed Deposit Receipt (FDR)

Balance at the beginning of the year

Add: Addition during the year

Less: Encashed during the year

Balance at the end of the year

581,500,000	370,400,000
240,140,471	341,500,000
(110,000,000)	(130,400,000)
711,640,471	581,500,000

15.02 Statement of bank wise Fixed Deposit Receipt (FDR) as at December 31, 2020 & 2019

Sl. No.	Name of bank	Amounts in Tk	
		2020	2019
01	Trust Bank Ltd.	315,400,000	245,400,000
02	Pubali Bank Ltd.	10,000,000	10,000,000
03	IFIC Bank Ltd.	32,000,000	32,000,000
04	AB Bank Ltd.	43,000,000	30,000,000
05	Standard Bank Ltd.	40,000,000	40,000,000
06	Social islami Bank Ltd.	2,500,000	2,500,000
07	Mutual Trust Bank Ltd.	30,000,000	15,000,000
08	The Dhaka Mercantile Co-operative Ltd.	-	1,000,000
09	Shahjalal Islami Bank Ltd.	5,000,000	5,000,000
10	Shimanto Bank Ltd.	55,000,000	45,000,000
11	Exim Bank Ltd.	24,205,846	13,000,000
12	Eastern Bank Ltd.	-	5,000,000
13	National Bank of Pakistan	-	2,000,000
14	First Security Islami bank Ltd.	10,000,000	10,000,000
15	NRB Global Bank Ltd.	20,000,000	20,000,000
16	Southeast Bank Ltd.	-	9,000,000
17	Brac Bank Ltd.	40,434,625	15,000,000
18	United Commercial Bank Ltd.	9,500,000	8,500,000
19	One Bank Ltd.	20,000,000	42,500,000
20	Al Arafah Islami Bank Ltd.	-	20,000,000
21	Meghna Bank Ltd.	12,000,000	7,500,000

Sena Kalyan Insurance Company Ltd.

		Amounts in Taka	
		2020	2019
22	People Leasing & Financial Services Ltd.	3,100,000	3,100,000
23	Delta Brac Housing Ltd.	24,000,000	-
24	NRB Bank Ltd.	2,500,000	-
25	Islami Bank Bangladesh Ltd.	1,000,000	-
26	IPDC Finance Ltd.	1,000,000	-
27	United Finance Ltd.	500,000	-
28	Community Bank	10,000,000	-
29	ICB Islamic Bank Ltd.	500,000	-
Total		711,640,471	581,500,000

15.03 Statement of Bank wise Short Notice Deposit and Current Deposit with Banks as at December 31, 2020 & 2019

Sl. No.	Name of bank	SND Account	CD Account	Total 2020	Total 2019
01	Trust Bank Ltd. Motijheel Branch, Dhaka. A/C - 0003-0210013534		443	443	683
02	Trust Bank Ltd. Kawran Bazar Branch, Dhaka. A/C - 0030-	36,929,682		36,929,682	23,846,616
03	Trust Bank Ltd. Kawran Bazar Branch, Dhaka. A/C - 0030-		4,463,610	4,463,610	1,722,640
04	Trust Bank Ltd. SKB Branch, Dhaka. A/C - 0003-0210013123		1,088,971	1,088,971	1,078,019
05	Trust Bank Ltd. Kawran Bazar Branch, Dhaka. A/C - 0030-		7,819,643	7,819,643	3,044,288
06	Trust Bank Ltd. Kawran Bazar Branch, Dhaka. A/C - 0030-		121,609	121,609	76,885
07	Trust Bank Ltd. Kawran Bazar Branch, Dhaka. A/C - 0030-		1,340,847	1,340,847	62,326
08	Trust Bank Ltd. Millennium Branch, Dhaka. A/C - 0022-		1,729	1,729	1,663
09	Trust Bank Ltd. Agrabad Branch, Chittagong. A/C - 0012-0210009600		264	264	592
10	Trust Bank Ltd. Khulna Branch, Khulna. A/C - 00400-320000451	3,326		3,326	2,322
11	Trust Bank Ltd. Millennium Branch, Dhaka. A/C - 0022-		1,967	1,967	745
12	Trust Bank Ltd. Kawran Bazar Branch, Dhaka. A/C - 0044-		563	563	18,488
13	EXIM Bank Ltd. DOHS Branch, Dhaka. A/C - 1241-3100005298	30,055,894		30,055,894	19,738,826
14	Sonali Bank Ltd. Farmgate Branch, Dhaka. A/C - 011-4902000884		4,530	4,530	-
15	Trust Bank Ltd. Chowhatta Branch, Sylhet. A/C - 0021-0320000794	657	-	657	-
Total		66,989,559	14,844,176	81,833,735	49,594,093

15.04 Cash in hand

Head Office	16,270	45,791
Branches	3,982	1,627
Total	20,252	47,418

	Amounts in Taka	
	2020	2019
16.00 Net Asset Value per share		
Investment	64,266,647	30,555,654
Accrued Interest	19,249,869	20,581,051
Sundry Debtors	49,690,624	37,604,980
Property, Plant and Equipment's	22,316,641	20,170,446
Cash and Bank Balances	793,496,960	631,300,820
Right of Use (RoU) Assets	21,233,585	-
Deferred Tax Assets	7,705,236	6,526,672
Stationary and forms in hand	206,358	234,672
Stamp in Hand	126,219	28,030
Total Assets (A)	978,292,139	747,002,325
Balance of Funds and Accounts	175,201,461	137,058,034
Premium Deposits	31,531,973	56,051,451
Estimated liabilities in respect of outstanding claims	121,385,581	39,786,514
Amounts due to other persons	18,366,339	2,723,643
Provision For Income tax	63,550,084	42,712,673
Deferred Tax Liability	1,008,328	717,193
Lease Liability	21,057,835	-
Provision for WPPF	5,711,282	-
Sundry Creditors	34,275,835	33,538,040
Total Liabilities (B)	472,088,716	312,587,548
Net Assets(A-B)	506,203,422	434,414,777
Number of Share	24,000,000	24,000,000
Face Value Per Share	10	10
Net Assets Value Per Share(A-B)/C	21.09	18.10

17.00 Interest received and Dividend Income

Bangladesh Government Treasury Bond	3,918,036	3,206,499
Fixed Deposit Receipt (FDR)	48,944,742	40,178,562
Short Notice Deposit (SND) Accounts	1,144,964	522,562
Dividend on Share received during the year	101,199	39,306
Total	54,108,941	43,946,929

Dividend Income represents the amount received from investment in share of public limited company.

18.00 Other Income

The other income comprises of receipt during the year from co-insurance service charge sale of paper, wastage goods, service charges and trustee fees.

Trustees Fees	1,320,000	1,695,000
Sales of Paper and Wastage Goods	7,700	13,140
Service Charges (Co-Insurance)	394,274	832
Miscellaneous Income	-	917,730
Received from SKICLPF Capital Reserve Fund (PF-forfeited amount)	1,560,616	-
Profit on sale of Fixed Assets	654,109	-
Profit on sale of primary shares	178,009	671,176
Total	4,114,708	3,297,878

	Amounts in Taka	
	2020	2019
19.00 Management Expenses: Allocation of management expenses as per follows		
Salary and Allowances	45,838,234	40,430,095
Festival Bonus	3,676,179	3,716,824
Telephone, Mobile and Internet Bill	983,802	922,732
Car Fuel	1,210,494	1,595,725
Entertainment, Annual Picnic and Lunch Expenses	46,895	176,096
Conveyance and TA/DA Allowance	317,743	201,617
Utility Bill and Service Charges	2,955,790	2,650,489
Postage, Courier and Revenue Stamp	35,022	147,791
Books, Papers and Periodicals	25,199	24,868
Office Rent and Garage Rent	2,317,688	10,274,356
Amortization of RoU Assets	7,501,212	-
Finance Cost	871,148	-
Bank Charges	1,045,852	521,901
Co-Insurance Service Charges	5,277,722	5,982,462
Miscellaneous and General Expenses	139,657	193,434
Repairs and Maintenance (Office)	113,277	131,694
Fees and Charges	225,442	197,776
Incentive Bonus	2,841,609	1,990,224
Medical Expenses	30,270	896
Staff Tea and Water Bill	243,970	275,784
Staff Training fee	21,425	33,500
Trade License Renewal Fee	16,117	83,245
Printing and Office Stationary Supplier Expenses	1,075,855	700,159
Repair, Maintenance and Renewal fee (Motor)	1,006,311	1,012,451
Office Cleaning and Up-Keep-Supplier	210,938	163,991
Uniform & Liveries	8,090	-
Gratuity Expenses	3,385,878	3,422,184
Gardening Supplier	25,840	-
Contribution to Provident Fund	1,706,119	1,763,256
Insurance Premium	85,657	11,226
Bima Mela / Business Procurement Expenses	206,411	50,870
Pre-Inspection Survey fee	25,040	-
Board Meeting and AGM Expenses	120,535	12,971
Issue Manager Fees	-	375,000
Expenses for PF & GF audit fees	40,000	-
Loss on sales of assets (19.01)	-	2,420
Stamp Expense and Revenue Stamp	107,883	4,264
Co-Insurance Mgt.& Business Expense	13,525	-
Total	83,752,829	77,070,301
19.01 Profit or (Loss) on sales of assets		
Cost Price	(3,343,000)	(927,600)
Less: Accumulated Depreciation	2,357,109	510,180
Less: Sales Price	1,640,000	415,000
	654,109	(2,420)

Sena Kalyan Insurance Company Ltd.

Amounts in Taka	
2020	2019

19.02 Appropriation of management expenses

Class of Business	Gross premium	Stamp	Mgt. Exp.	2020	2019
Fire	125,269,399	266	18,072,002	18,072,268	15,570,244
Marine Cargo	84,097,831	-	12,132,382	12,132,382	7,307,929
Marine Hull	9,969,045	-	1,438,185	1,438,185	693,971
Motor	52,933,570	3,145	7,636,467	7,639,612	7,551,138
Miscellaneous	308,252,388	322	44,470,061	44,470,383	45,947,018
Total	580,522,233	3,733	83,749,096	83,752,829	77,070,301

19.03 Key Management Personnel Compensation

The Compensation of Key management personnel of Sena Kalyan Insurance Company Ltd. are as follows:

Name of employee	Short employee benefits	Post employment benefits	Other long term benefits	Termination benefits	Share based payment
Brig Gen Shafique Shamim (Retd.) Managing Director & CEO	Salary Tk. 38,05,000 Bonus Tk. 4,97,650	P.F @ 10% of Basic Salary.	NO	P.F, Gratuity & Group insurance coverage	NO
Col Md Aulad Hossain, psc, G (Retd.) Deputy Managing Director, Development Officer	Salary Tk. 18,48,000 Bonus Tk. 87,500	NO	NO	NO	NO
Gp Capt Md Atiar Rahman, psc (Retd.) Assistant Managing Director, Development Officer	Salary Tk. 16,50,000	NO	NO	NO	NO
Lt. COI AKM Nazimul Islam, Psc, (Retd.) Head of Marketing	Salary Tk. 12,59,400 Bonus Tk. 1,80,096	P.F @ 10% of Basic Salary.	NO	P.F, Gratuity & Group insurance coverage	NO
Mr. Pranab Kumar Saha Head of Underwriting	Salary Tk. 11,64,000 Bonus Tk. 1,80,096	NO	NO	NO	NO
Maloy Kumer Saha Chief Financial Officer (CFO)	Salary Tk. 9,33,600 Bonus Tk. 1,50,750	P.F @ 10% of Basic Salary.	NO	P.F, Gratuity & Group insurance coverage	NO
Squadron Leader Md. Mostafa Zaman (Retd.) Head of HR and Admin	Salary Tk. 10,68,500 Bonus Tk. 1,73,530	P.F @ 10% of Basic Salary.	NO	P.F, Gratuity & Group insurance coverage	NO
Mr. Tajul Islam Head of Claim and Reinsurance	Salary Tk. 7,95,000 Bonus Tk. 1,30,625	P.F @ 10% of Basic Salary.	NO	P.F, Gratuity & Group insurance coverage	NO
Md. Shakhawat Hossain Head of IT	Salary Tk. 6,39,600 Bonus Tk. 1,08,708	P.F @ 10% of Basic Salary.	NO	P.F, Gratuity & Group insurance coverage	NO
Lasmin Akter Company Secretary	Salary Tk. 4,15,500 Bonus Tk. 75,360	P.F @ 10% of Basic Salary.	NO	P.F, Gratuity & Group insurance coverage	NO

Key Management Personnel Compensation included in management expenses and no other remuneration or special payment except as mentioned above was made to the key Management Personnel during the year 2020.

Amounts in Taka	
2020	2019

20.00 Earnings Per Share (EPS)

The Company calculates Earnings per Share (EPS) in accordance with IAS-33: "Earnings Per Share", which has been shown on the face of the income statement and this has been calculated by dividing the basic earnings by the number of ordinary shares outstanding for the year. Details calculations

Net Profit before Tax	114,225,641	118,578,090
Less: Provision for	(19,949,981)	(20,294,055)
Net Profit after Taxation	94,275,660	98,284,035
Number of Ordinary	24,000,000	24,000,000
Earnings Per Share (EPS)	3.93	4.10

21.00 Net Operating Cash Flow Per Share

Net Operating Cash Flows Per Share (NOCFPS) has been calculated based on net cash generated from operating activities and number of shares outstanding during the period as at December 31, 2020. Details calculations are as follows:

Net Cash Generated From Operating Activities	221,715,530	232,450,624
Number of Shares	24,000,000	24,000,000
Net Operating Cash Flow Per Share (NOCFPS)	9.24	9.69

22.00 Agency Commission

As per Insurance Development & Regulatory Authority's (IDRA) circular No. non life-32/2012 date: 01 April 2012 the agency commission for non life insurance business were fixed up @ 15% for all classes of non life insurance business. The agency commission for different classes of business are

Class wise segregation of agency commission

Fire	14,079,888	12,585,294
Marine Cargo	12,427,157	10,055,171
Marine Hull	676,185	473,873
Motor	1,932,926	2,418,823
Miscellaneous	4,606,591	9,152,110
Total	33,722,747	34,685,271

23.00 Related Party disclosure

Sena Kalyan Insurance Co. Ltd. In normal course of business carried out number of transactions with other entities that fall within the definition of related party contained in International Accounting standard 24 Related Party Disclosures. All transactions involving related parties arising in normal course of business are conducted on an arm's length basis at commercial rates on the same terms and conditions as applicable to the third parties. Details of transactions with related

Name of the related party	Nature of Transactions	Nature of Relationship	Amount in Taka	
			2020	2019
Sena Kalyan Sangstha	Insurance	Common Director	598,586	1,101,695
Mongla Cement Factory	Insurance	Common Director	6,097,130	8,222,702
Sena Hotel Developments	Insurance	Common Director	2,502,437	469,958
Sena Kalyan Construction and Developments	Insurance	Common Director	23,278	-

			Amounts in Taka	
			2020	2019
Annanya Shopping Complex	Insurance	Common Director	106,744	124,274
Chittagong Flour Mills	Insurance	Common Director	310,468	723,090
Sena Kalyan Electric Industry	Insurance	Common Director	67,231	798,381
Fauji Flour Mills	Insurance	Common Director	21,942	176,685
Diamond Food Industries	Insurance	Common Director	421,866	40,058
Amin Mohiuddin Foundation	Insurance	Common Director	63,138	78,012
Sena kalyan Bhaban	Insurance	Common Director	228,715	142,164
SKS Trading House	Insurance	Common Director	84,911	5,428
Eastern Hosiery Mills	Insurance	Common Director	331,588	274,855
SKS LPG	Insurance	Common Director	5,552,043	5,783,189
SKS Ready Mix Concrete	Insurance	Common Director	1,294	1,294
Sena Edible Oil Industries	Insurance	Common Director	9,465,448	680,105
SKS Sales Promotion Office	Insurance	Common Director	7,202	20,428
Sena Kalyan Commercial Complex	Insurance	Common Director	52,322	69,839
Sena Filling Station (C.N.G)(SKS)	Insurance	Common Director	386,106	403,858
Fecto Yamagen Electronics (SKS)	Insurance	Common Director	2,746	2,819
Sainik Lamps Distribution & SKS Display Centre	Insurance	Common Director	3,307	-
Sena Kalyan Business Mart	Insurance	Common Director	218,310	-
Sena Kalyan Sangstha	Loan taken	Common Director	709,009	-
Total			27,255,821	19,118,834

23.01 Aggregate amount of remuneration paid to all Directors and officers during the accounting year is as follows

Particulars	Nature of Payment	Amounts in Taka	
		2020	2019
1. Directors	Board Meeting fee	101,200	179,400
2. Directors	Remuneration	-	-
3. Chief Executive Officer	Salary, Bonus and other Allowances	4,302,650	4,172,400
4. Officers and Executives	Salary, Bonus and other Allowances	53,145,369	47,150,183
Total		57,549,219	51,501,983

	Amounts in Taka	
	2020	2019
24.00 Disclosures on reconciliation between Net Profit & Net operating cash flows		
Net Profit after Tax	94,275,660	98,279,725
Depreciation	2,538,305	2,724,901
Changes in Current assets/liabilities		
Increase of Balance of Funds & Accounts	38,143,427	70,958,862
Increase of Premium Deposits	(24,519,478)	30,206,925
Increase of Estimated liabilities in respect of outstanding claims whether due or intimated	81,599,067	14,153,891
Increase of Amount due to other persons or bodies carrying on insurance business	15,642,696	2,723,643
Increase/ (Decrease) of Provision for Income Tax	20,837,411	21,507,294
Increase/ (Decrease) of Provision for WPPF	5,711,282	-
Increase/ (Decrease) of Deferred Tax Liability	291,135	36,890
Increase/ (Decrease) of Deferred Tax Assets	(1,178,564)	(1,245,819)
Increase/ (Decrease) of Sundry Creditors	28,786	1,661,077
Increase of Accrued Interest	1,331,182	(6,811,254)
Decrease of Amount Due from Other Persons or Bodies Carrying on Insurance Business	-	675,047
Decrease/ (Increase) of Sundry Debtors	(12,261,394)	(2,624,012)
Decrease/ (Increase) of Stationary and forms in hand	28,314	82,528
Decrease/ (Increase) of Stamps in hand	(98,189)	118,506
Loss on Sale of Assets	(654,109)	2,420
Net cash generated from operating activities	221,715,530	232,450,624
24.01 Collection from premium and other income		
Gross Premium collection	556,002,755	606,299,441
Commission on Re-Insurance	27,697,255	27,863,440
Sundry Income	3,460,599	3,297,878
Interest and Dividend Income & Rent outstanding (interest/profit accrued but not due)	55,440,124	37,135,675
Sundry Debtors	12,994,951	770,598
Amount Due from Other Persons or Bodies Carrying on Insurance Business	-	675,047
Amount due to other persons or bodies carrying on insurance business	15,642,696	2,723,643
Total	671,238,379	678,765,722
24.02 Payment for management expenses, Re-insurance, Claims and commission		
Expenses of management : (Not Applicable to any particular fund or Account)	2,572,938	1,432,694
Expenses of management (with stamp used)	83,793,918	75,205,770
Agency commission	33,722,747	34,685,271
Paid on Re- Insurance Ceded	282,844,062	322,703,832
Claim paid during the year	21,332,839	8,892,921
Total	424,266,504	442,920,488
24.03 Investment		
Investment in BGTB	24,717,510	-
Investment in Shares	7,480,498	1,449,790
Total	32,198,008	1,449,790

Sena Kalyan Insurance Company Ltd.

Amounts in Taka	
2020	2019

25.00 Directors Remuneration

The company has paid TK.101,200 to the Directors as Board meeting attendance fee during the year 2020. Other than this, no amount of money has spent by the company for compensating any member of Board for special service rendered.

Sl. No.	Name of Directors	Position	Number of	Total Fees
1	Maj Gen Mohammed Saidul Islam, ndc, psc	Chairman	1	-
2	Air Cdre M Moyeenuddin, ndc, afwc, psc	Vice Chairman	5	21,000
3	Brig Gen Mirza Md Enamul Haque, ndc	Director	2	9,000
4	Brig Gen M A Mohy, psc, PEng	Director	2	9,000
5	Brig Gen Md Mustafa Kamal, SGP	Director	4	17,000
6	Brig Gen Md Jamal Hossain, ndc, afwc, psc	Director	2	9,000
7	Brig Gen Md Shaheen Iqbal, afwc, psc	Director	4	17,000
8	M.M Mostafa Bilal	Director (Independent)	1	5,000
9	Ahamed Ihteyaz Thamid	Director (Independent)	1	5,000
			Add: VAT	9,200
			Total	101,200

26.00 Credit Rating

Year	Validity Date	Rating date	Long Term	Short Term
2019	Aug 05, 20 to Aug 04, 21	5-Aug-20	A+	ST-2
2018	May 06, 19 to May 06, 20	6-May-19	A	ST-2
2017	May 06, 18 to May 06, 19	6-May-18	A	ST-3
2016	May 04, 17 to May 04, 18	4-May-17	A-	ST-4

27.00 Capital Expenditure Commitment

There was no commitment for capital expenditure at the end the year.

28.00 Claims not acknowledged as debt

There was no claim against the company nor acknowledged as debt by the company at the end the

29.00 Credit Facility

There was no credit facility available to company under any contract and also not availed at the end of the year other than trade credit available in the ordinary course of business.

30.00 Guarantee

There was no insurance guarantee made during the period.

31.00 Contingent Liabilities

Custom Excise & VAT Commissioner as per audit report of director of audit intelligence and investigation demanded BDT 10,762,320. (1). গণপ্রজাতন্ত্রী বাংলাদেশ সরকার, আভ্যন্তরীণ সম্পদ বিভাগ, ঢাকা কর্তৃক জারিকৃত মূল্য সংযোজন কর, প্রজ্ঞাপন -তারিখ ২৮ জৈষ্ঠ্য, ১৪২৭ বঙ্গাব্দ/১১ জুন ২০২০ খ্রীষ্টাব্দ, এস.আর.ও.নং-১৪৪-আইন/২০২০/১০৫-মুসক এ প্রদত্ত ক্ষমতাবলে বীমা কোম্পানী কর্তৃক এজেন্সি কমিশন বাবদ পরিশোধিত অর্থের বিপরীতে মূল্য সংযোজন কর কর্তন বিষয়ে অব্যাহতি দেয়া হয়েছে। যার সেবার কোড - ৮০২৭.০০। (২). পুনঃবীমা কমিশনের বিপরীতে ১৫% উৎসে মূল্য সংযোজন কর আদায় বা কর্তন সম্পর্কিত আইনের একটি লিখিত ব্যাখ্যা গত জুন ২, ২০২০ ইং তারিখে বাংলাদেশ ইন্সুরেন্স এসোসিয়েশনের প্রেসিডেন্ট কর্তৃক চেয়ারম্যান, জাতীয় রাজস্ব বোর্ড বরাবর প্রদান করা হয়। However, SKICL has not settled which is pending for the decision of the Commissioner of Custom Excise & VAT (South).

32.00 Receivables to/from directors

Nothing was due to/from any of the Directors of the company as on the date of statement of

33.00 Events after the Balance Sheet

Board of Directors in its meeting held on 24 April, 2021 proposed 10% cash dividend for the year 2020 subject to approval of shareholders of the company in its forthcoming 8th Annual General Meeting.

Due to Second wave COVID-19 number of people affected rapidly from April 2021. However, Government take various steps to handle the impact. The management is constantly assessing the impact of COVID-19 on the business.

Sena Kalyan Insurance Company Limited
Schedule of Property, Plant and Equipment

As at December 31, 2020

Particulars	COST				Rate	DEPRECIATION				Written Down Value as at 31.12.2020
	Balance as at 01.01.2020	Addition during the year	Sold/Adj. during the year	Total as at 31.12.2020		Charged during the year	Sold/Adj. during the year	Total as at 31.12.2020		
									Balance as at 01.01.2020	
Furniture and Fixtures	4,338,057	221,676	-	4,559,733	10%	1,563,044	288,585	-	1,851,629	2,708,104
Motor Vehicle	21,703,500	5,147,500	3,343,000	23,508,000	20%	15,761,470	1,034,556	2,357,109	14,438,917	9,069,083
Office Equipments	141,725	60,771	-	202,496	15%	71,807	15,046	-	86,853	115,643
Cookeries and Cutleries	80,223	17,191	-	97,414	15%	28,196	9,093	-	37,289	60,125
Office Decoration	11,718,584	-	-	11,718,584	10%	2,955,613	876,297	-	3,831,910	7,886,674
Computer and IT Equipment	2,309,584	220,853	-	2,530,437	10%	857,823	156,219	-	1,014,042	1,516,395
Mobile and Telephone Set	346,074	2,400	-	348,474	10%	145,889	20,139	-	166,028	182,447
Air Conditioner	1,434,291	-	-	1,434,291	20%	967,124	93,433	-	1,060,557	373,734
Total	42,072,038	5,670,391	3,343,000	44,399,429		22,350,966	2,493,368	2,357,109	22,487,225	21,912,204

Particulars	COST				Rate	AMORTIZATION				Written Down Value as at 31.12.2020
	Balance as at 01.01.2020	Addition during the year	Sold/Adj. during the year	Total as at 31.12.2020		Charged during the year	Sold/Adj. during the year	Total as at 31.12.2020		
									Balance as at 01.01.2020	
Software	863,250	-	-	863,250	10%	413,876	44,937	-	458,813	404,437
Total	863,250	-	-	863,250		413,876	44,937	-	458,813	404,437
As at December 31, 2020	42,935,288	5,670,391	3,343,000	45,262,679		22,764,842	2,538,305	2,357,109	22,946,038	22,316,641

Sena Kalyan Insurance Company Ltd.

Sena Kalyan Insurance Company Limited
Schedule of Property, Plant and Equipment

As at December 31, 2019

A. Tangible Assets

Particulars	COST			Rate	DEPRECIATION			Written Down Value as at 31.12.2019		
	Balance as at 01.01.2019	Addition during the year	Sold/Adj. during the year		Total as at 31.12.2019	Charged during the year	Sold/Adj. during the year		Total as at 31.12.2019	
Furniture and Fixtures	3,575,557	875,000	112,500	4,338,057	10%	1,372,071	252,848	61,875	1,563,044	2,775,013
Motor Vehicle	21,703,500	-	-	21,703,500	20%	14,275,962	1,485,508	-	15,761,470	5,942,030
Office Equipments	131,995	9,730	-	141,725	15%	60,327	11,480	-	71,807	69,918
Cookeries and Cutleries	50,243	29,980	-	80,223	15%	21,660	6,536	-	28,196	52,027
Office Decoration	7,408,684	5,125,000	815,100	11,718,584	10%	2,764,788	639,130	448,305	2,955,613	8,762,971
Computer and IT Equipment	2,062,392	247,192	-	2,309,584	10%	710,249	147,574	-	857,823	1,451,761
Mobile and Telephone Set	337,896	8,178	-	346,074	10%	124,101	21,788	-	145,889	200,185
Air Conditioner	1,380,810	53,481	-	1,434,291	20%	857,017	110,107	-	967,124	467,167
Total	36,651,077	6,348,561	927,600	42,072,038		20,186,175	2,674,971	510,180	22,350,966	19,721,072

B. Intangible Assets

Particulars	COST			Rate	AMORTIZATION			Written Down Value as at 31.12.2019		
	Balance as at 01.01.2019	Addition during the year	Sold/Adj. during the year		Total as at 31.12.2019	Charged during the year	Sold/Adj. during the year		Total as at 31.12.2019	
Software	863,250	-	-	863,250	10%	363,946	49,930	-	413,876	449,374
Total	863,250	-	-	863,250		363,946	49,930	-	413,876	449,374
As at December 31, 2019	37,514,327	6,348,561	927,600	42,935,288		20,550,121	2,724,901	510,180	22,764,842	20,170,446

Sena Kalyan Insurance Company Limited

XL-Form

Statement Showing the details of Class wise Premium Income, Accepted & Ceded, Commission Earned & Paid
Claim Paid, Losses Recovered & Recoverable For the Year ended December 31, 2020

Class of Business	Premium Income			Commission			Claims		
	Gross Premium	Re-Insurance Ceded	Net Premium	Direct Business	Received on Re-Insurance Ceded	Net Commission	Paid in Direct Business	Received on Re-Insurance Ceded	Net Claim
Fire	112,296,075	58,525,652	53,770,423	14,079,888	13,826,064	253,824	4,117,906	1,615,268	2,502,638
Marine Cargo	62,578,394	3,928,852	58,649,542	12,427,157	1,080,434	11,346,723	617,956		617,956
Marine Hull	8,742,825	2,423,700	6,319,125	676,185	462,400	213,785	-		-
Motor	50,080,971	-	50,080,971	1,932,926	-	1,932,926	2,489,038		2,489,038
Miscellaneous	285,034,516	166,591,806	118,442,710	4,606,591	5,462,483	(855,892)	14,922,814		14,922,814
Sub Total	518,732,781	231,470,010	287,262,771	33,722,747	20,831,381	12,891,366	22,147,714	1,615,268	20,532,446
Public Sector Business									
Fire	12,973,324	11,269,598	1,703,726	-	1,261,260	(1,261,260)	170,846	89,657	81,189
Marine Cargo	21,519,437	16,369,550	5,149,887	-	3,273,911	(3,273,911)	758,731	596,996	161,735
Marine Hull	1,226,220	1,201,453	24,767	-	66,080	(66,080)	-	-	-
Motor	2,852,599	-	2,852,599	-	-	-	66,619	-	66,619
Miscellaneous	23,217,872	22,533,451	684,421	-	2,264,623	(2,264,623)	14,377,836	13,886,986	490,850
Sub Total	61,789,452	51,374,052	10,415,400	-	6,865,874	(6,865,874)	15,374,032	14,573,639	800,393
Grand Total-2020	580,522,233	282,844,062	297,678,171	33,722,747	27,697,255	6,025,492	37,521,746	16,188,907	21,332,839
Grand Total - 2019	576,092,516	322,703,832	253,388,684	34,685,271	27,863,440	6,821,831	15,564,157	6,671,236	8,892,921

Chief Executive Officer

Director

Director

Chairman

Howlader Mahfel Huq, FCA
ICAB Enrolment No. 105
Managing Partner

Chief Financial Officer

Company Secretary

Mahfel Huq & Co.
Chartered Accountants

Firm Reg. No: P-46323
DVC: 2104240105AS245503

Dhaka, 24 April, 2021

Sena Kalyan Insurance Company Limited

Company's Income Tax & VAT Assessment Position

Income Tax: The TIN number of the Company is 8336 7961 9109. Year wise income tax status of the Company is depicted below as per the audited accounts of December 31, 2020:

Sl. No.	Income Year	Assessment Year	Tax liability as per income tax return	Advance Income Tax Paid	Income Tax Paid by PO	Refundable Tax	Adjustment	Remarks
01	2013	2014-2015	-	45,000	-	45,000	-	Return submitted as per clause 82BB (Refundable tax adjusted with AY 2016-2017) Loss
02	2014	2015-2016	-	1,668,008	-	1,668,008	-	Return submitted as per clause 82BB (Refundable tax adjusted with AY 2016-2017) Loss
03	2015	2016-2017	5,610,096	2,284,088	1,613,000	-	-	Return submitted as per clause 82BB (Advance tax adjusted with AY 2016-2017)
04	2016	2017-2018	8,139,467	1,602,286	6,058,389	-	-	Return submitted as per clause 82BB. Tax provision higher in accounts due to 42.5% but as per return 40%
05	2017	2018-2019	10,240,665	2,687,600	6,913,024	-	-	Return submitted as per clause 82BB. Tax provision higher in accounts due to 40% but as per return 37.50%
06	2018	2019-2020	2,822,678	2,933,213	-	110,535	-	Return submitted as per clause 82BB.
07	2019	2020-2021	21,507,294	3,394,610	18,002,149	-	110,535	Return submitted as per clause 82BB. Advance Tax adjusted of tk. 1,10,535 against Income year 2018
08	2020	2021-2022	-	-	-	-	-	Return submission date 15 September, 2021

VAT: The VAT registration number of the Company is BIN No. 001108614-0101 under area code no. Year wise VAT status of the Company is depicted below as per the audited financial statements of December 31, 2020:

Sl. No.	Income Year	As per audit intelligence and investigation demanded		Total	Current Status
		VAT on Commission on Re-Insurance	VAT on Agency Commission		
01	2013	-	-	-	
02	2014	583,197	1,913,853	2,497,050	
03	2015	2,031,542	1,965,332	3,996,874	
04	2016	1,647,671	2,620,725	4,268,396	
05	2017	-	-	-	
06	2018	-	-	-	
07	2019	-	-	-	
08	2020	-	-	-	
Total		4,262,410	6,499,910	10,762,320	Custom Excise & VAT Commissioner as per audit report of director of audit intelligence and investigation demanded BDT 10,762,320. (১). গণপ্রজাতন্ত্রী বাংলাদেশ সরকার, আন্তর্জাতিক সম্পদ বিভাগ, ঢাকা কর্তৃক জারিকৃত মূল্য সংযোজন কর, প্রজ্ঞাপন -তারিখ ২৮ জেষ্ঠা, ১৪২৭ বঙ্গাব্দ/১১ জুন ২০২০ খ্রীষ্টাব্দ, এস.আর.ও.নং-১৪৪-আইন/২০২০/১০৫-মুসক এ প্রদত্ত ক্ষমতাবলে বীমা কোম্পানী কর্তৃক এজেন্সি কমিশন বাবদ পরিশোধিত অর্থের বিপরীতে মূল্য সংযোজন কর কর্তন বিষয়ে অব্যাহতি দেয়া হয়েছে। যার সেবার কোড - So২৭.০০। (২). পুনঃবীমা কমিশনের বিপরীতে ১৫% উৎসে মূল্য সংযোজন কর আদায় বা কর্তন সম্পর্কিত আইনের একটি লিখিত ব্যাখ্যা গত জুন ২, ২০২০ ইং তারিখে বাংলাদেশ ইন্সুরেন্স এসোসিয়েশনের প্রেসিডেন্ট কর্তৃক চেয়ারম্যান, জাতীয় রাজস্ব বোর্ড বরাবর প্রদান করা হয়। However, SKICL has not settled which is pending for the decision of the Commissioner of Custom Excise & VAT (South).

Customs Duty: Not applicable for SKICL.

Other Tax Liability: There was no other tax liability up to December 31, 2020.

DIRECTOR'S CERTIFICATE

As per Regulations contained in the first Schedule of the Insurance Act 2010 (previously 1938) as per Section 40-C of the said Act, we certify that:

The values of investment in shares & debentures have been taken at market price

The values of all assets as shown in the Financial Statement and as classified on Form "AA" annexed have been duly reviewed as at December 31, 2020 and in our belief, the said assets have been set forth in the Financial Statement at amounts not exceeding their realizable or market values under the several headings as enumerated in the annexed form.

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.

Company Secretary

Chief Financial Officer

Chief Executive Officer

Director

Director

Chairman

Dhaka, 24 April, 2021

Information as is required under section 186 of the Companies Act, 1994 relating to holding company	(B)(25)(b)
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Not applicable to SKICL since the company has no subsidiary.

Selected ratios as specified in Annexure-D

(B)(25)(c)

(1) Among others, the following ratios of the issuer for the last 05 (five) years or shorter period from commercial operation certified by the Auditor;

Auditors report under Section 135(1), Para 24(1) of Part II of Schedule III of the Companies Act – 1994

As required under Section-135(I), Para 24 (I), of Part -II of Schedule III to the Companies Act 1994, management of Sena Kalyan Insurance Company Limited (the "Company") has prepared the following statements of its assets and liabilities, profit and loss accounts, Profit and Loss Appropriation Account, Statement of Cash Flows and Consolidated Revenue Account as at and for the years ended 31 December 2020, 2019, 2018, 2017 and 2016 and submitted those to us for examination and issuance of our confirmation thereon.

We, as the auditors of the Company, having examined the financial statements of the Company as at and for the years ended 31 December 2020, 2019, 2018, 2017 and 2016, hereby confirm that the following information has been correctly extracted from those audited financial statements.

- 01.** The Company was incorporated on 3rd September, 2013 as a public limited company under the Companies Act – 1994 with the object of carrying all kinds of Insurance business other than Life Insurance.
- 02.** The annexed statements of Assets and Liabilities (Balance Sheet) of the Company for the years ended December 31, 2016 to 2020 has been duly certified by us.
- 03.** The annexed statements of operating results (profits and loss) of the Company for the years ended December 31, 2016 to 2020 has been duly certified by us.
- 04.** The annexed Cash flow statements of the Company for the years ended December 31, 2016 to 2020 has been duly certified by us.
- 05.** The Company has declared dividend for the years from 2016 to 2020 as follows:

Particulars	31-Dec-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16
Cash dividend	10.00%	10.00%	5.00%	7.5%	5%
Stock dividend (Bonus Share)	Nil	Nil	Nil	Nil	Nil

- 06.** The Company has no subsidiaries.
- 07.** No proceeds or part of proceeds of the issue of shares were applied directly or indirectly by the Company in purchase of any other business.
- 08.** The Company did not prepare any financial statements for any period subsequent to December 31, 2020.
- 09.** Figures appearing previous year's column have been restated / rearranged, wherever necessary to ensure comparison and better presentation.
- 10.** We examined the above mentioned financial statements and found correct.

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
Chartered Accountants

Sena Kalyan Insurance Company Limited

Balance Sheet

(Statement of Financial Position)

As at December 31, 2020, 2019, 2018, 2017, 2016

Capital and Liabilities	Notes	Amount in Taka				
		2020	2019	2018	2017	2016
Authorised Capital						
100,000,000 Ordinary shares of Tk.10/- each		1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000
Issued, Subscribed and Paid-up Capital						
24,000,000 Ordinary share of Tk. 10/- each fully paid up	3.00	240,000,000	240,000,000	240,000,000	240,000,000	240,000,000
Reserve or Contingency Accounts						
Reserve for Exceptional Losses	4.00	266,203,422	194,414,777	109,234,833	89,388,162	50,000,455
Investment Fluctuation Fund (difference of market value and cost value)	4.02	197,792,882	139,740,659	82,131,407	56,660,478	30,378,238
Profit and Loss Appropriation Account	4.03	408,894	(1,104,091)	-	-	-
		68,001,646	55,778,209	27,103,426	32,727,684	19,622,217
Total shareholders equity		506,203,422	434,414,777	349,234,833	329,388,162	290,000,455
Balance of Funds and Accounts						
Fire insurance business	5.00	175,201,461	137,058,034	66,099,172	54,779,161	56,680,274
Marine insurance business		22,189,660	23,155,738	16,482,820	12,477,958	12,747,227
Motor insurance business		31,863,664	16,992,399	24,011,967	13,276,267	17,122,240
Miscellaneous insurance business		21,173,428	22,537,114	8,588,566	8,452,894	7,650,518
Premium Deposits	6.00	99,974,709	74,372,783	17,015,819	20,572,042	19,160,289
		31,531,973	56,051,451	25,844,526	23,853,687	26,459,770
Liabilities and Provisions		265,355,282	119,478,063	79,399,578	71,415,779	48,620,129
Estimated liabilities in respect of outstanding claims whether due or intimated	7.00	121,385,581	39,786,514	25,632,623	20,406,113	10,577,690
Amounts due to other persons or bodies carrying on insurance business	8.00	18,366,339	2,723,643	-	-	-
Provision for Income tax	9.00	63,550,084	42,712,673	21,209,689	18,380,132	8,139,467
Deferred Tax	9.02	1,008,328	717,193	680,303	733,059	836,268
Lease Liability	9.04	21,057,835				
Provision for WPPF		5,711,282				
Sundry Creditors	10.00	34,275,835	33,538,040	31,876,963	31,896,475	29,066,704
Total liabilities		472,088,716	312,587,548	171,343,276	150,048,627	131,760,173
Total Shareholders Equity and Liabilities		978,292,139	747,002,325	520,578,109	479,436,789	421,760,628

Balance Sheet
(Statement of Financial Position)
As at December 31, 2020, 2019, 2018, 2017, 2016

Assets and Properties	Notes	Amount in Taka				
		2020	2019	2018	2017	2016
Non-Current Assets		102,472,972	53,197,118	48,745,059	50,200,602	49,496,325
Property, Plant and Equipment	11.00	22,316,641	20,170,446	16,964,206	19,749,734	22,996,325
Investment in BGTB	12.00	51,217,510	26,500,000	26,500,000	26,500,000	26,500,000
Right of Use (RoU) Assets	12.04	21,233,585	-	-	-	-
Deferred Tax Assets	12.05	7,705,236	6,526,672	5,280,853	3,950,868	-
Current Assets		82,322,207	62,504,387	53,599,503	42,558,920	26,351,259
Investment in Shares	12.01	13,049,137	4,055,654	3,709,955	-	-
Accrued Interest	13.00	19,249,869	20,581,051	13,769,797	10,940,303	11,943,901
Amount due from other persons or bodies carrying on insurance business	14.00	-	-	675,047	8,773,394	2,718,370
Preliminary Expenses	15.00	-	-	-	895,282	1,790,562
Sundry Debtors (including Advances, Deposits and Prepayments)	16.00	49,690,624	37,604,980	34,980,968	21,703,861	9,658,743
Stationary and forms in hand		206,358	234,672	317,200	209,740	142,678
Stamps in hand		126,219	28,030	146,536	36,340	97,005
Cash and cash equivalents		793,496,960	631,300,820	418,233,547	386,677,267	345,913,044
Fixed Deposits: (FDR's)	17.01	711,640,471	581,500,000	370,400,000	360,900,000	293,000,000
SND Accounts	17.03	66,989,559	43,587,764	21,093,004	16,023,129	16,170,946
Current Accounts	17.03	14,844,176	6,006,329	11,690,693	9,719,502	1,506,956
Cash in hand	17.04	20,252	47,418	39,587	34,636	20,285
Brokerage Balance		2,502	159,309	2,264	-	-
Cheques in hand		-	-	15,007,999	-	35,214,857
Total Assets and Properties		978,292,139	747,002,325	520,578,109	479,436,789	421,760,628
Net Asset Value (NAV) Per Share	18.00	21.09	18.10	14.55	13.72	12.08

Dhaka, 24 April 2021

Mahfel Huq & Co.
Chartered Accountants

Balance Sheet
(Statement of Financial Position)
As at December 31, 2020, 2019, 2018, 2017, 2016

Assets and Properties	Notes	Amount in Taka				
		2020	2019	2018	2017	2016
Non-Current Assets		102,472,972	53,197,118	48,745,059	50,200,602	49,496,325
Property, Plant and Equipment	11.00	22,316,641	20,170,446	16,964,206	19,749,734	22,996,325
Investment in BGTB	12.00	51,217,510	26,500,000	26,500,000	26,500,000	26,500,000
Right of Use (RoU) Assets	12.04	21,233,585	-	-	-	-
Deferred Tax Assets	12.05	7,705,236	6,526,672	5,280,853	3,950,868	-
Current Assets		82,322,207	62,504,387	53,599,503	42,558,920	26,351,259
Investment in Shares	12.01	13,049,137	4,055,654	3,709,955	-	-
Accrued Interest	13.00	19,249,869	20,581,051	13,769,797	10,940,303	11,943,901
Amount due from other persons or bodies carrying on insurance business	14.00	-	-	675,047	8,773,394	2,718,370
Preliminary Expenses	15.00	-	-	-	895,282	1,790,562
Sundry Debtors (including Advances, Deposits and Prepayments)	16.00	49,690,624	37,604,980	34,980,968	21,703,861	9,658,743
Stationary and forms in hand		206,358	234,672	317,200	209,740	142,678
Stamps in hand		126,219	28,030	146,536	36,340	97,005
Cash and cash equivalents		793,496,960	631,300,820	418,233,547	386,677,267	345,913,044
Fixed Deposits: (FDR's)	17.01	711,640,471	581,500,000	370,400,000	360,900,000	293,000,000
SND Accounts	17.03	66,989,559	43,587,764	21,093,004	16,023,129	16,170,946
Current Accounts	17.03	14,844,176	6,006,329	11,690,693	9,719,502	1,506,956
Cash in hand	17.04	20,252	47,418	39,587	34,636	20,285
Brokerage Balance		2,502	159,309	2,264	-	-
Cheques in hand		-	-	15,007,999	-	35,214,857
Total Assets and Properties		978,292,139	747,002,325	520,578,109	479,436,789	421,760,628
Net Asset Value (NAV) Per Share	18.00	21.09	18.10	14.55	13.72	12.08

Dhaka, 24 April 2021

Mahfel Huq & Co.
Chartered Accountants

Sena Kalyan Insurance Company Limited

Profit and Loss Account

(Statement of Profit or Loss and other Comprehensive Income)

For the year ended December 31, 2020, 2019, 2018, 2017, 2016

Particulars	Amount in Taka				
	2020	2019	2018	2017	2016
Profit / (loss) Transferred from	66,824,517	75,490,878	10,871,915	36,014,578	27,940,203
Fire Insurance Revenue Account	(12,434,358)	27,582,714	18,591,977	9,638,604	(4,338,239)
Marine Insurance Revenue Account	27,351,434	23,265,578	22,153,887	11,605,193	16,836,004
Motor Insurance Revenue Account	37,882,536	24,595,267	13,877,285	8,006,416	7,796,412
Misc. Insurance Revenue Account	14,024,905	47,320	(43,751,234)	6,764,365	7,646,026
Interest, Dividend and Rents (Not applicable to any fund or account)					
Interest received and Dividend Income	54,108,941	43,946,929	33,070,385	27,172,567	23,486,347
Other Income	4,114,708	3,297,878	740,311	717,201	6,000
Total	125,048,166	122,735,685	44,682,611	63,904,346	51,432,550
Expenses of management (Not applicable to any particular fund or account)	5,111,243	4,157,595	5,389,124	6,329,851	6,939,214
Advertisement and Publicity	562,547	131,293	67,617	88,300	229,376
Directors fees	101,200	179,400	158,750	67,500	120,000
Donation, Levy and Subscription	833,000	340,000	103,000	457,500	365,400
Audit fees	250,000	250,000	225,000	187,500	125,000
Legal, Professional and Rating Fees	103,500	113,550	103,500	318,500	195,500
Registration and Renewal Fees	722,691	418,451	450,540	751,375	737,793
Preliminary Expense	-	-	895,281	895,280	895,280
Loss on investment in shares	-	-	395,817	-	-
Depreciation	2,538,305	2,724,901	2,989,619	3,563,896	4,270,865
Profit Before Tax & WPPF	119,936,923	118,578,090	39,293,487	57,574,495	44,493,336
Provision for WPPF	5,711,282	-	-	-	-
Profit Before Tax	114,225,641	118,578,090	39,293,487	57,574,495	44,493,336
Income Tax Expenses	19,949,981	20,294,055	1,446,816	6,186,588	8,086,359
Deferred Tax (Income)/Expense	20,837,411	21,502,984	2,829,557	10,240,665	8,139,467
	(887,429)	(1,208,929)	(1,382,741)	(4,054,077)	(53,108)
Balance for the year carried to profit and loss appropriation account	94,275,660	98,284,035	37,846,671	51,387,907	36,406,977
Other Comprehensive Income	125,048,166	122,735,685	44,682,611	63,904,346	51,432,550
Gain/(loss) from Fair Value Changes of Investment in Shares	408,894	(1,104,091)	-	-	-

Dhaka, 24 April 2021

Mahfel Huq & Co.
Chartered Accountants

Sena Kalyan Insurance Company Limited

Profit and Loss Appropriation Account

For the year ended December 31, 2020, 2019, 2018, 2017, 2016

Particulars	Notes	Amounts in Taka				
		2020	2019	2018	2017	2016
Balance Brought Forward from previous year		55,778,209	27,103,426	32,727,684	19,622,217	10,728,454
Balance transferred from profit and loss account		94,275,660	98,284,035	37,846,671	51,387,907	36,406,977
Total		150,053,869	125,387,461	70,574,355	71,010,124	47,135,431
Reserve for Exceptional losses	4.01	82,052,223	69,609,252	43,470,929	38,282,440	27,513,214
Cash Dividend paid		58,052,223	57,609,252	25,470,929	26,282,240	20,396,965
Add : Prior year Adjustment	4.03	24,000,000	12,000,000	18,000,000	12,000,000	7,200,000
		-	-	-	200	(83,751)
Balance transferred to balance sheet		68,001,646	55,778,209	27,103,426	32,727,684	19,622,217
Total		150,053,869	125,387,461	70,574,355	71,010,124	47,135,431
Earning Per Share (EPS)	22.00	3.93	4.10	1.58	2.14	1.52

Dhaka, 24 April 2021

Mahfel Huq & Co.
Chartered Accountants

Sena Kalyan Insurance Company Limited

Statement of Cash Flows

For the year ended December 31, 2020, 2019, 2018, 2017, 2016

Particulars	Amount in Taka				
	2020	2019	2018	2017	2016
A. Cash flow from operating activities:					
Collection from premium and other income	671,238,379	678,765,722	427,020,970	296,437,057	233,744,441
Payment for management expenses, Re-insurance, Claims and Income Tax Paid	(424,266,504)	(442,920,488)	(363,704,407)	(233,861,155)	(167,064,040)
	(25,256,345)	(3,394,610)	(9,846,237)	(8,745,989)	(3,215,286)
Net cash flows from operating activities	221,715,530	232,450,624	53,470,326	53,829,913	63,465,115
B. Cash flow from investing activities					
Acquisition of Fixed Asset	(5,670,391)	(6,348,561)	(204,091)	(317,305)	(286,279)
Sale of Fixed Assets	1,640,000	415,000	-	-	-
Investment	(32,198,008)	(1,449,790)	(3,709,955)	-	-
Net cash used by investing activities	(36,228,399)	(7,383,351)	(3,914,046)	(317,305)	(286,279)
C. Cash flows from financing activities					
Dividend paid	(24,000,000)	(12,000,000)	(18,000,000)	(12,000,000)	(7,200,000)
Capital	-	-	-	-	-
Loan re-payment	-	-	-	(748,385)	(1,865,276)
Loan from Sena Kalyan Sangstha	709,009	-	-	-	-
Net cash used by financing activities	(23,290,991)	(12,000,000)	(18,000,000)	(12,748,385)	(9,065,276)
Net increase in cash and cash equivalents during the year(A+B+C)	162,196,140	213,067,273	31,556,280	40,764,223	54,113,560
Opening cash and cash equivalents during the year	631,300,820	418,233,547	386,677,267	345,913,044	291,799,484
Closing cash and cash equivalents at end of the year	793,496,960	631,300,820	418,233,547	386,677,267	345,913,044
Net operating Cash Flows Per Share (Note No. 23)	9.24	9.69	2.23	2.24	2.64

Dhaka, 24 April 2021

Mahfel Huq & Co.
Chartered Accountants

Sena Kalyan Insurance Company Limited
Consolidated Revenue Account

For the year ended December 31, 2020, 2019, 2018, 2017, 2016

Particulars	Notes	Amounts in Taka				
		2020	2019	2018	2017	2016
Balance of account at the beginning of the year Reserve for Unexpired risk						
Premium, Less Re insurance		137,058,034	66,099,172	54,779,161	56,680,274	41,004,800
Commission on Re insurance		297,678,171	253,388,684	147,446,236	132,109,826	137,493,665
		27,697,255	27,863,440	25,511,036	16,681,725	10,984,473
Total		462,433,460	347,351,296	227,736,433	205,471,825	189,482,938
Claim under policies less Re-Insurance						
Paid during the year		102,931,906	23,046,812	68,277,181	20,358,271	20,301,738
Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	7.00	21,332,839	8,892,921	63,050,671	10,529,848	14,296,433
Less: Outstanding at the end of the previous year		121,385,581	39,786,514	25,632,623	20,406,113	10,577,690
		(39,786,514)	(25,632,623)	(20,406,113)	(10,577,690)	(4,572,385)
		292,677,037	248,813,606	148,587,336	149,098,976	141,240,997
Agency Commission	24.00	33,722,747	34,685,271	18,385,168	24,935,800	17,471,502
Expense for management	21.00	83,752,829	77,070,301	64,102,996	69,384,015	67,089,221
Reserve for unexpired risk being 40% of fire, Marine Cargo, Motor & Misc. and 100% of Marine Hull & Aviation Premium Income of the year	5.00	175,201,461	137,058,034	66,099,172	54,779,161	56,680,274
Profit Transferred to Profit & Loss account		66,824,517	75,490,878	10,871,916	36,014,578	27,940,203
Total		462,433,460	347,351,296	227,736,433	205,471,825	189,482,938

Dhaka, 24 April 2021

Mahfel Huq & Co.
Chartered Accountants

Sena Kalyan Insurance Company Limited
Auditors' certificate regarding calculation of EPS and other ratios

We have examined the following ratios of Sena Kalyan Insurance Company Limited (the "Company") as at and for the years ended 31 December 2020, 2019, 2018, 2017 and 2016 Based on the review, we certify that the Company has properly prepared the following EPS and other ratios using stated principles on the basis of audited consolidated and stand alone financial statements as at and for the years ended 31 December 2020, 2019, 2018, 2017 and 2016.

Ratios pertinent to the prospectus are as specified in rule 4 (1)(d) / Annexure D of the Securities and Exchange Commission (Public Issue) Rules, 2015.

Sl. No	Particulars	2020	2019	2018	2017	2016
1	Liquidity Ratio:					
	Current Ratio=	1.97	2.43	3.26	3.47	3.54
	<u>Current Assets</u>	875,819,167	693,805,207	471,833,050	429,236,187	372,264,303
	Current Liability	444,870,395	286,078,235	144,833,964	123,539,315	105,250,861
	Quick Ratio=	1.97	2.42	3.25	3.47	3.53
	<u>(Current Assets-Inventories)</u>	875,486,589	693,542,505	471,369,314	428,990,107	372,024,620
	Current Liability	444,870,395	286,078,235	144,833,964	123,539,315	105,250,861
	Times Interest Earned Ratio=	N/A	N/A	N/A	N/A	N/A
	Debt to Equity Ratio=	0.05	0.06	0.08	0.08	0.09
	<u>Long term loan</u>	27,218,321	26,509,312	26,509,312	26,509,312	26,509,312
Shareholders equity	506,203,422	434,414,777	349,234,833	329,388,162	290,000,455	
2	Operating Ratio:					
	Accounts Receivable Turnover Ratio=	N/A	N/A	539.03	29.96	75.03
	<u>Gross Premium</u>	580,522,233	576,092,516	363,870,416	262,822,402	203,969,657
	Receivable	-	-	675,047	8,773,394	2,718,370
	Inventory Turnover Ratio=	0.001	0.0005	0.001	0.001	0.001
	<u>Inventory</u>	332,577	262,702	463,736	246,080	239,683
	Gross Premium	580,522,233	576,092,516	363,870,416	262,822,402	203,969,657
Asset Turnover Ratio=	0.59	0.77	0.70	0.55	0.48	
<u>Gross Premium</u>	580,522,233	576,092,516	363,870,416	262,822,402	203,969,657	
Total Assets	978,292,139	747,002,325	520,578,109	479,436,789	421,760,628	
3	Profitability Ratios:					
	Gross Margin Ratio=	11.51%	13.10%	2.99%	13.70%	13.70%
	<u>Gross Profit</u>	66,824,517	75,490,878	10,871,916	36,014,578	27,940,203
	Gross Premium	580,522,233	576,092,516	363,870,416	262,822,402	203,969,657
	Operating profit Ratio=	10.63%	12.38%	1.51%	11.29%	10.30%
	<u>Operating Profit</u>	61,713,274	71,333,283	5,482,792	29,684,727	21,000,989
	Gross Premium	580,522,233	576,092,516	363,870,416	262,822,402	203,969,657
	Net profit Ratio=	16.24%	17.06%	10.40%	19.55%	17.85%
	<u>Net Profit after tax</u>	94,275,660	98,284,035	37,846,671	51,387,907	36,406,977
	Gross Premium	580,522,233	576,092,516	363,870,416	262,822,402	203,969,657
Return on Asset Ratio=	9.64%	13.16%	7.27%	10.72%	8.63%	
<u>Net Profit after tax</u>	94,275,660	98,284,035	37,846,671	51,387,907	36,406,977	
Total Assets	978,292,139	747,002,325	520,578,109	479,436,789	421,760,628	

Sena Kalyan Insurance Company Ltd.

Sl. No	Particulars	2020	2019	2018	2017	2016
	Return on Equity Ratio=	18.62%	22.62%	10.84%	15.60%	12.55%
	<u>Net Profit after tax</u>	94,275,660	98,284,035	37,846,671	51,387,907	36,406,977
	Shareholders Equity	506,203,422	434,414,777	349,234,833	329,388,162	290,000,455
	Earnings per share Ratio(EPS)=	3.93	4.10	1.58	2.14	1.52
	<u>Net Profit after tax</u>	94,275,660	98,284,035	37,846,671	51,387,907	36,406,977
	No. of share	24,000,000	24,000,000	24,000,000	24,000,000	24,000,000
	EBITDA Margin (Profit before interest, depreciation & tax)=	20.11%	21.06%	11.62%	23.26%	23.91%
	<u>EBITDA</u>	116,763,946	121,302,991	42,283,106	61,138,391	48,764,201
	Gross Premium	580,522,233	576,092,516	363,870,416	262,822,402	203,969,657
4	Coverage Ratios:					
	Debt to total Assets Ratio=	0.30	0.23	0.20	0.20	0.18
	<u>Debt</u>	296,887,255	175,529,514	105,244,104	95,269,466	75,079,899
	Total Assets	978,292,139	747,002,325	520,578,109	479,436,789	421,760,628
	Debt Service Coverage Ratio=	4.29	4.58	1.60	2.31	1.84
	<u>EBITDA</u>	116,763,946	121,302,991	42,283,106	61,138,391	48,764,201
	Total Debt Service	27,218,321	26,509,312	26,509,312	26,509,312	26,509,312
5	Cash Flow:					
	Net Operating Cash Flow per share=	9.24	9.69	2.23	2.24	2.64
	<u>Net Operating Cash Flow</u>	221,715,530	232,450,624	53,470,326	53,829,913	63,465,115
	No. of share	24,000,000	24,000,000	24,000,000	24,000,000	24,000,000
	Net Operating Cash Flow per share/EPS=	2.35	2.37	1.41	1.05	1.74
	<u>Net Operating Cash Flow per share</u>	9.24	9.69	2.23	2.24	2.64
	EPS	3.93	4.10	1.58	2.14	1.52

The above balance is certified on the basis of books of accounts; records are other supporting documents for the period from 01 January 2016 to 31 December 2020.

Dhaka, 24 April 2021

Mahfel Huq & Co.
Chartered Accountants

(2) If the issuer is not in commercial operation, projected ratios shall be furnished;

SKICL has been in operation since last 8 years. Hence, projected ratios are not applicable.

(3) Any other ratio as may be pertinent to the issuer and the issue or required by the Commission shall also be furnished;

There is no such requirement received from the commission yet; but SKICL understand and agree that the commission may require other ratio which shall be furnished accordingly.

(4) All the ratios shall be explained and compared with the industry or sector average ratios of the same periods along with sources of the information.

To compare ratio between Sena Kalyan Insurance Company limited and industry, we consider five companies among insurance sector. Green Delta Insurance Company ltd, Reliance Insurance Limited, Pioneer Insurance Company Ltd., Islami Insurance Bangladesh Ltd. and Bangladesh General Insurance Company Ltd. all are non-life homogeneous insurance companies. All the data for calculating ratios are collected from each company's Audited Financial Statements published on their respective websites. However, due to unavailability of Audited financial Statements for the year ended 2020, we are unable to calculate and compare the financial performance for the year 2020.

Ratios for the year 31-Dec-19			
Name of the Ratio	SKICL Ratio	Industry/Sector Average	Explanation
I. Liquidity Ratios:			
(i) Current Ratio	2.43	1.54	SKICL's Current Ratio is higher than the industry average current ratio because of relatively lower current liabilities.
(ii) Quick Ratio	2.42	1.54	SKICL's Ratio is higher than the industry average ratio as quick assets are relatively higher.
II. Operating Efficiency Ratios:			
(i) Accounts Receivables Turnover Ratio	N/A	22.09	N/A
(ii) Inventory Turnover Ratio	0.0005	0.002	SKICL's Ratio is lower than the industry inventory turnover ratio.
(iii) Asset Turnover Ratio	0.77	0.42	SKICL's Asset turnover ratio is better than industry average asset turnover ratio which indicates efficient use of fixed assets by SKICL.
III. Profitability Ratios:			
(i) Gross Margin Ratio	13.10%	12.43%	SKICL's Ratio is better than the industry average ratio as lower overhead cost.
(ii) Operating Profit Ratio	12.38%	7.96%	SKICL's Ratio is higher than the industry average ratio as lower operating profit.
(iii) Net Profit Ratio	17.06%	11.69%	SKICL's Ratio is higher than the industry average ratio as higher net profit.
(iv) Return on Assets Ratio	13.16%	4.94%	SKICL's Ratio is higher than the industry average ratio as higher return on assets.
(v) Return on Equity Ratio	22.62%	8.76%	SKICL's return on equity is higher than industry average ratio.
(vi) Earnings Per Share (EPS) Basic	4.10	3.85	SKICL's EPS is higher than the industry average EPS as higher net profit.
(vii) EBITDA Margin	21.06%	16.84%	SKICL's Ratio is better than the industry average ratio as lower overhead cost.
IV. Solvency Ratios:			
(i) Debt to Total Assets Ratio	0.23	0.33	SKICL's Ratio is lower due to lower debt than industry average.
(ii) Debt Service Coverage Ratio	4.58	1.29	SKICL's debt service coverage ratio is much better compared to the industry average which indicates ability to meet its debt obligation.

(iii)	Debt to Equity Ratio	0.06	0.01	SKICL's Ratio is higher than industry average
(iv)	Times Interest Earned Ratio	N/A	12.2	N/A
Cash Flow Ratios:				
(i)	Net Operating Cash Flow Per Share	9.69	2.70	SKICL's ratio is much higher compared to industry average ratio over the year.
(ii)	NOCFPS to EPS Ratio	2.37	0.75	SKICL's Ratio is higher than the industry average ratio as net operating cash flow is relatively higher.

Ratios for the year 31-Dec-18

Name of the Ratio		SKICL Ratio	Industry/Sector Average	Explanation
I. Liquidity Ratios:				
(i)	Current Ratio	3.26	1.90	SKICL's Current Ratio is higher than the industry average current ratio because of relatively lower current liabilities
(ii)	Quick Ratio	3.25	1.90	SKICL's Ratio is higher than the industry average ratio as quick assets are relatively higher.
II. Operating Efficiency Ratios:				
(i)	Accounts Receivables Turnover Ratio	539.03	2.99	SKICL's Ratio is lower as collection period is longer than the average industry.
(ii)	Inventory Turnover Ratio	0.0013	0.002	SKICL's Ratio is lower than the industry inventory turnover ratio.
(iii)	Asset Turnover Ratio	0.70	0.40	SKICL's Asset turnover ratio is better than industry average asset turnover ratio which indicates efficient use of fixed assets by SKICL.
III. Profitability Ratios:				
(i)	Gross Margin Ratio	2.99%	11.53%	SKICL's Ratio is lower than the industry average ratio as higher overhead cost
(ii)	Operating Profit Ratio	1.51%	6.97%	SKICL's Ratio is lower than the industry average ratio as lower operating profit
(iii)	Net Profit Ratio	10.40%	10.86%	SKICL's Ratio is higher than the industry average ratio as higher net profit

(iv)	Return on Assets Ratio	7.27%	4.33%	SKICL's Ratio is higher than the industry average ratio as higher return on assets.
(v)	Return on Equity Ratio	10.84%	7.18%	SKICL's return on equity is higher than industry average ratio.
(vi)	Earnings Per Share (EPS) Basic	1.58%	3.37%	SKICL's EPS is lower than the industry average EPS as lower net profit.
(vii)	EBITDA Margin	11.62%	15.73%	SKICL's Ratio is lower than the industry average ratio as higher overhead cost
IV	Solvency Ratios:			
(i)	Debt to Total Assets Ratio	0.20	0.30	SKICL's Ratio is lower due to lower debt than industry average
(ii)	Debt to Equity Ratio	0.08	0.01	SKICL's Ratio is higher than industry average
(iii)	Times Interest Earned Ratio	N/A	20.18	N/A
(iv)	Debt Service Coverage Ratio	1.60	1.69	SKICL's Ratio is lower than industry average ratio.
V	Cash Flow Ratios:			
(i)	Net Operating Cash Flow Per Share	2.23	2.67	SKICL's ratio is slightly lower compared to industry average ratio over the year.
(ii)	NOCFPS to EPS Ratio	1.41	0.87	SKICL's Ratio is higher than the industry average ratio as net operating cash flow is relatively higher.

Ratios for the year 31-Dec-17

Name of the Ratio		SKICL Ratio	Industry/Sector Average	Explanation
I.	Liquidity Ratios:			
(i)	Current Ratio	3.47	1.97	SKICL's Current Ratio is higher than the industry average current ratio because of relatively lower current liabilities
(ii)	Quick Ratio	3.47	1.97	SKICL's Ratio is higher than the industry average ratio as quick assets are relatively higher.
II.	Operating Efficiency Ratios:			
(i)	Accounts Receivables Turnover Ratio	29.96	3.59	SKICL's Ratio is lower as collection period is longer than the average industry.
(ii)	Inventory Turnover Ratio	0.0009	0.003	SKICL's Ratio is lower than the industry inventory turnover ratio.

(iii)	Asset Turnover Ratio	0.55	0.39	SKICL's Asset turnover ratio is better than industry average asset turnover ratio which indicates efficient use of fixed assets by SKICL.
III. Profitability Ratios:				
(i)	Gross Margin Ratio	13.70%	11.23%	SKICL's Ratio is better than the industry average ratio as lower overhead cost.
(ii)	Operating Profit Ratio	11.29%	6.33%	SKICL's Ratio is higher than the industry average ratio as lower operating profit.
(iii)	Net Profit Ratio	19.55%	10.73%	SKICL's Ratio is higher than the industry average ratio as higher net profit.
(iv)	Return on Assets Ratio	10.27%	4.18%	SKICL's Ratio is higher than the industry average ratio as higher return on assets.
(v)	Return on Equity Ratio	15.60%	6.51%	SKICL's return on equity is higher than industry average ratio.
(vi)	Earnings Per Share (EPS) Basic	2.14%	3.19	SKICL's EPS is lower than the industry average EPS as lower net profit.
(vii)	EBITDA Margin	23.26%	15.70%	SKICL's Ratio is better than the industry average ratio as lower overhead cost.
IV Solvency Ratios:				
(i)	Debt to Total Assets Ratio	0.20	0.26	SKICL's Ratio is lower due to lower debt than industry average
(ii)	Debt to Equity Ratio	0.08	0.02	SKICL's Ratio is higher than industry average
(iii)	Times Interest Earned Ratio	N/A	8.54	N/A
(iv)	Debt Service Coverage Ratio	2.31	1.50	SKICL's debt service coverage ratio is much better compared to the industry average which indicates ability to meet its debt obligation.
V Cash Flow Ratios:				
(i)	Net Operating Cash Flow Per Share	2.24	1.31	SKICL's ratio is much higher compared to industry average ratio over the year.
(ii)	NOCFPS to EPS Ratio	1.05	0.53	SKICL's Ratio is higher than the industry average ratio as net operating cash flow is relatively higher.

Ratios for the year 31-Dec-16			
Name of the Ratio	SKICL Ratio	Industry/Sector Average	Explanation
I. Liquidity Ratios:			
(i) Current Ratio	3.54	1.92	SKICL's Current Ratio is higher than the industry average current ratio because of relatively lower current liabilities
(ii) Quick Ratio	3.53	1.92	SKICL's Ratio is higher than the industry average ratio as quick assets are relatively higher.
II. Operating Efficiency Ratios:			
(i) Accounts Receivables Turnover Ratio	75.03	4.70	SKICL's Ratio is lower as collection period is longer than the average industry.
(ii) Inventory Turnover Ratio	0.0012	0.003	SKICL's Ratio is lower than the industry inventory turnover ratio.
(iii) Asset Turnover Ratio	0.48	0.44	SKICL's Asset turnover ratio is better than industry average asset turnover ratio which indicates efficient use of fixed assets by SKICL.
III. Profitability Ratios:			
(i) Gross Margin Ratio	13.70%	10.21%	SKICL's Ratio is better than the industry average ratio as lower overhead cost.
(ii) Operating Profit Ratio	10.30%	5.56%	SKICL's Ratio is higher than the industry average ratio as lower operating profit.
(iii) Net Profit Ratio	17.84%	9.56%	SKICL's Ratio is higher than the industry average ratio as higher net profit.
(iv) Return on Assets Ratio	8.63%	4.22%	SKICL's Ratio is higher than the industry average ratio as higher return on assets.
(v) Return on Equity Ratio	12.55%	6.67%	SKICL's return on equity is higher than industry average ratio.
(vi) Earnings Per Share (EPS) Basic	1.52%	2.80%	SKICL's EPS is lower than the industry average EPS as lower net profit.
(vii) EBITDA Margin	23.91%	14.36%	SKICL's Ratio is better than the industry average ratio as lower overhead cost.
IV Solvency Ratios:			
(i) Debt to Total Assets Ratio	0.18	0.26	SKICL's Ratio is lower due to lower debt than industry average
(ii) Debt to Equity Ratio	0.009	0.12	SKICL's Ratio is higher than industry average
(iii) Times Interest Earned Ratio	N/A	11.32	N/A

(iv)	Debt Service Coverage Ratio	1.84	1.73	SKICL's debt service coverage ratio is much better compared to the industry average which indicates ability to meet its debt obligation.
V	Cash Flow Ratios:			
(i)	Net Operating Cash Flow Per Share	2.64	0.73	SKICL's ratio is much higher compared to industry average ratio over the year.
(ii)	NOCFPS to EPS Ratio	1.74	0.40	SKICL's Ratio is higher than the industry average ratio as net operating cash flow is relatively higher.

Comparative income statements and balance sheet and aforementioned ratios for immediate preceding five accounting years of the issuer as per Auditors report under Section 135(1), Para 24(1) of Part II of Schedule III of the Companies Act, 1994

(B)(25)(d)

Auditors report under Section 135(1), Para 24(1) of Part II of Schedule III of the Companies Act - 1994

As required under Section-135(I), Para 24 (I), of Part -II of Schedule III to the Companies Act 1994, management of Sena Kalyan Insurance Company Limited (the "Company") has prepared the following statements of its assets and liabilities, profit and loss accounts, Profit and Loss Appropriation Account, Statement of Cash Flows and Consolidated Revenue Account as at and for the years ended 31 December 2020, 2019, 2018, 2017 and 2016 and submitted those to us for examination and issuance of our confirmation thereon.

We, as the auditors of the Company, having examined the financial statements of the Company as at and for the years ended 31 December 2020, 2019, 2018, 2017 and 2016, hereby confirm that the following information has been correctly extracted from those audited financial statements.

01. The Company was incorporated on 3rd September, 2013 as a public limited company under the Companies Act - 1994 with the object of carrying all kinds of Insurance business other than Life Insurance.
02. The annexed statements of Assets and Liabilities (Balance Sheet) of the Company for the years ended December 31, 2016 to 2020 has been duly certified by us.
03. The annexed statements of operating results (profits and loss) of the Company for the years ended December 31, 2016 to 2020 has been duly certified by us.
04. The annexed Cash flow statements of the Company for the years ended December 31, 2016 to 2020 has been duly certified by us.
05. The Company has declared dividend for the years from 2016 to 2020 as follows:

Particulars	31-Dec-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16
Cash dividend	10.00%	10.00%	5.00%	7.5%	5%
Stock dividend (Bonus Share)	Nil	Nil	Nil	Nil	Nil

06. The Company has no subsidiaries.
07. No proceeds or part of proceeds of the issue of shares were applied directly or indirectly by the Company in purchase of any other business.
08. The Company did not prepare any financial statements for any period subsequent to December 31, 2020.
09. Figures appearing previous year's column have been restated / rearranged, wherever necessary to ensure comparison and better presentation.
10. We examined the above mentioned financial statements and found correct.

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
 Chartered Accountants



Mahfel Huq & Co.

Chartered Accountants
An independent member firm of AGN International



Sena Kalyan Insurance Company Limited

Balance Sheet

(Statement of Financial Position)

As at December 31, 2020, 2019, 2018, 2017, 2016

	Notes	Amount in Taka				
		2020	2019	2018	2017	2016
Capital and Liabilities						
Authorised Capital		1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000
100,000,000 Ordinary shares of Tk. 10/- each						
Issued, Subscribed and Paid-up Capital		240,000,000	240,000,000	240,000,000	240,000,000	240,000,000
24,000,000 Ordinary share of Tk. 10/- each fully paid up	3.00					
Reserve or Contingency Accounts		266,203,422	194,414,777	109,234,833	89,388,162	50,000,455
Reserve for Exceptional Losses	4.00	197,792,882	139,740,659	82,131,407	56,660,478	30,378,238
Investment Fluctuation Fund (difference of market value and cost value)	4.02	408,894	(1,104,091)	-	-	-
Profit and Loss Appropriation Account	4.03	68,001,646	55,778,209	27,103,426	32,727,684	19,622,217
Total shareholders equity		506,203,422	434,414,777	349,234,833	329,388,162	290,000,455
Balance of Funds and Accounts		175,201,461	137,058,034	66,099,172	54,779,161	56,680,274
Fire insurance business	5.00	22,189,660	23,155,738	16,482,820	12,477,958	12,747,227
Marine insurance business		31,863,664	16,992,399	24,011,967	13,276,267	17,122,240
Motor insurance business		21,173,428	22,537,114	8,588,566	8,452,894	7,650,518
Miscellaneous insurance business		99,974,709	74,372,783	17,015,819	20,572,042	19,160,289
Premium Deposits	6.00	31,531,973	56,051,451	25,844,526	23,853,687	26,459,770
Liabilities and Provisions		265,355,282	119,478,063	79,399,578	71,415,779	48,620,129
Estimated liabilities in respect of outstanding claims whether due or intimated	7.00	121,385,581	39,786,514	25,632,623	20,406,113	10,577,690
Amounts due to other persons or bodies carrying on insurance business	8.00	18,366,339	2,723,643	-	-	-
Provision for Income tax	9.00	63,550,084	42,712,673	21,209,689	18,380,132	8,139,467
Deferred Tax	9.02	1,008,328	717,193	680,303	733,059	836,268
Lease Liability	9.04	21,057,835				
Provision for WPPF		5,711,282				
Sundry Creditors	10.00	34,275,835	33,538,040	31,876,963	31,896,475	29,066,704
Total liabilities		472,088,716	312,587,548	171,343,276	150,048,627	131,760,173
Total Shareholders Equity and Liabilities		978,292,139	747,002,325	520,578,109	479,436,789	421,760,628

Balance Sheet
(Statement of Financial Position)
As at December 31, 2020, 2019, 2018, 2017, 2016

Assets and Properties	Notes	Amount in Taka				
		2020	2019	2018	2017	2016
Non-Current Assets		102,472,972	53,197,118	48,745,059	50,200,602	49,496,325
Property, Plant and Equipment	11.00	22,316,641	20,170,446	16,964,206	19,749,734	22,996,325
Investment in BGTB	12.00	51,217,510	26,500,000	26,500,000	26,500,000	26,500,000
Right of Use (RoU) Assets	12.04	21,233,585	-	-	-	-
Deferred Tax Assets	12.05	7,705,236	6,526,672	5,280,853	3,950,868	-
Current Assets		82,322,207	62,504,387	53,599,503	42,558,920	26,351,259
Investment in Shares	12.01	13,049,137	4,055,654	3,709,955	-	-
Accrued Interest	13.00	19,249,869	20,581,051	13,769,797	10,940,303	11,943,901
Amount due from other persons or bodies carrying on insurance business	14.00	-	-	675,047	8,773,394	2,718,370
Preliminary Expenses	15.00	-	-	-	895,282	1,790,562
Sundry Debtors (including Advances, Deposits and Prepayments)	16.00	49,690,624	37,604,980	34,980,968	21,703,861	9,658,743
Stationary and forms in hand		206,358	234,672	317,200	209,740	142,678
Stamps in hand		126,219	28,030	146,536	36,340	97,005
Cash and cash equivalents		793,496,960	631,300,820	418,233,547	386,677,267	345,913,044
Fixed Deposits: (FDR's)	17.01	711,640,471	581,500,000	370,400,000	360,900,000	293,000,000
SND Accounts	17.03	66,989,559	43,587,764	21,093,004	16,023,129	16,170,946
Current Accounts	17.03	14,844,176	6,006,329	11,690,693	9,719,502	1,506,956
Cash in hand	17.04	20,252	47,418	39,587	34,636	20,285
Brokerage Balance		2,502	159,309	2,264	-	-
Cheques in hand		-	-	15,007,999	-	-
Total Assets and Properties		978,292,139	747,002,325	520,578,109	479,436,789	421,760,628
Net Asset Value (NAV) Per Share	18.00	21.09	18.10	14.55	13.72	12.08

Dhaka, 24 April 2021

Mahfel Huq & Co.
Chartered Accountants



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Balance Sheet
(Statement of Financial Position)
As at December 31, 2020, 2019, 2018, 2017, 2016

Assets and Properties	Notes	Amount in Taka				
		2020	2019	2018	2017	2016
Non-Current Assets		102,472,972	53,197,118	48,745,059	50,200,602	49,496,325
Property, Plant and Equipment	11.00	22,316,641	20,170,446	16,964,206	19,749,734	22,996,325
Investment in BGTB	12.00	51,217,510	26,500,000	26,500,000	26,500,000	26,500,000
Right of Use (RoU) Assets	12.04	21,233,585	-	-	-	-
Deferred Tax Assets	12.05	7,705,236	6,526,672	5,280,853	3,950,868	-
Current Assets		82,322,207	62,504,387	53,599,503	42,558,920	26,351,259
Investment in Shares	12.01	13,049,137	4,055,654	3,709,955	-	-
Accrued Interest	13.00	19,249,869	20,581,051	13,769,797	10,940,303	11,943,901
Amount due from other persons or bodies carrying on insurance business	14.00	-	-	675,047	8,773,394	2,718,370
Preliminary Expenses	15.00	-	-	-	895,282	1,790,562
Sundry Debtors (including Advances, Deposits and Prepayments)	16.00	49,690,624	37,604,980	34,980,968	21,703,861	9,658,743
Stationary and forms in hand		206,358	234,672	317,200	209,740	142,678
Stamps in hand		126,219	28,030	146,536	36,340	97,005
Cash and cash equivalents		793,496,960	631,300,820	418,233,547	386,677,267	345,913,044
Fixed Deposits: (FDR's)	17.01	711,640,471	581,500,000	370,400,000	360,900,000	293,000,000
SNID Accounts	17.03	66,989,559	43,587,764	21,093,004	16,023,129	16,170,946
Current Accounts	17.03	14,844,176	6,006,329	11,690,693	9,719,502	1,506,956
Cash in hand	17.04	20,252	47,418	39,587	34,636	20,285
Brokerage Balance		2,502	159,309	2,264	-	-
Cheques in hand		-	-	15,007,999	-	35,214,857
Total Assets and Properties		978,292,139	747,002,325	520,578,109	479,436,789	421,760,628
Net Asset Value (NAV) Per Share	18.00	21.09	18.10	14.55	13.72	12.08

Mahfel Huq & Co.
Chartered Accountants

Dhaka, 24 April 2021

Sena Kalyan Insurance Company Limited

Profit and Loss Account

(Statement of Profit or Loss and other Comprehensive Income)
For the year ended December 31, 2020, 2019, 2018, 2017, 2016

Particulars	Notes	Amount in Taka				
		2020	2019	2018	2017	2016
Profit / (loss) Transferred from						
Fire Insurance Revenue Account		66,824,517	75,490,878	10,871,915	36,014,578	27,940,203
Marine Insurance Revenue Account		(12,434,358)	27,582,714	18,591,977	9,638,604	(4,338,239)
Motor Insurance Revenue Account		27,351,434	23,265,578	22,153,887	11,605,193	16,836,004
Misc. Insurance Revenue Account		37,882,536	24,595,267	13,877,285	8,006,416	7,796,412
Interest, Dividend and Rents (Not applicable to any fund or account)		14,024,905	47,320	(43,751,234)	6,764,365	7,646,026
Interest received and Dividend Income	19.00	54,108,941	43,946,929	33,070,385	27,172,567	23,486,347
Other Income	20.00	4,114,708	3,297,878	740,311	717,201	6,000
Total		125,048,166	122,735,685	44,682,611	63,904,346	51,432,550
Expenses of management (Not applicable to any particular fund or account)						
Advertisement and Publicity		5,111,243	4,157,595	5,389,124	6,329,851	6,939,214
Directors fees		562,547	131,293	67,617	88,300	229,376
Donation, Levy and Subscription		101,200	179,400	158,750	67,500	120,000
Audit fees		833,000	340,000	103,000	457,500	365,400
Legal, Professional and Rating Fees		250,000	250,000	225,000	187,500	125,000
Registration and Renewal Fees		103,500	113,550	103,500	318,500	195,500
Preliminary Expense		722,691	418,451	450,540	751,375	737,793
Loss on investment in shares		-	-	895,281	895,280	895,280
Depreciation		2,538,305	2,724,901	2,989,619	3,563,896	4,270,865
Profit Before Tax & WPPF		119,936,923	118,578,090	39,293,487	57,574,495	44,493,336
Provision for WPPF		5,711,282	-	-	-	-
Profit Before Tax		114,225,641	118,578,090	39,293,487	57,574,495	44,493,336
Income Tax Expenses		19,949,981	20,294,055	1,446,816	6,186,588	8,086,359
Deferred Tax (Income)/Expense	9.00	20,837,411	21,502,984	2,829,557	10,240,665	8,139,467
Balance for the year carried to profit and loss appropriation account	9.03	(887,429)	(1,208,929)	(1,382,741)	(4,054,077)	(53,108)
Other Comprehensive Income						
Gain/(loss) from Fair Value Changes of Investment in Shares		125,048,166	122,735,685	44,682,611	63,904,346	51,432,550
Total		408,894	(1,104,091)	-	-	-

Dhaka, 24 April 2021

Mahfel Huq & Co.
Mahfel Huq & Co.
Chartered Accountants



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Sena Kalyan Insurance Company Limited
Profit and Loss Appropriation Account
For the year ended December 31, 2020, 2019, 2018, 2017, 2016

Particulars	Amounts in Taka				
	2020	2019	2018	2017	2016
Balance Brought Forward from previous year	55,778,209	27,103,426	32,727,684	19,622,217	10,728,454
Balance transferred from profit and loss account	94,275,660	98,284,035	37,846,671	51,387,907	36,406,977
Total	150,053,869	125,387,461	70,574,355	71,010,124	47,135,431
Reserve for Exceptional losses	82,052,223	69,609,252	43,470,929	38,282,440	27,513,214
Cash Dividend paid	58,052,223	57,609,252	25,470,929	26,282,240	20,396,965
Add: Prior year Adjustment	24,000,000	12,000,000	18,000,000	12,000,000	7,200,000
	-	-	-	200	(83,751)
Balance transferred to balance sheet	68,001,646	55,778,209	27,103,426	32,727,684	19,622,217
Total	150,053,869	125,387,461	70,574,355	71,010,124	47,135,431
Earning Per Share (EPS)	3.93	4.10	1.58	2.14	1.52

Notes

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Dhaka, 24 April 2021

Mahfel Huq & Co.
Chartered Accountants

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Sena Kalyan Insurance Company Limited

Statement of Cash Flows

For the year ended December 31, 2020, 2019, 2018, 2017, 2016

Particulars	Amount in Taka				
	2020	2019	2018	2017	2016
A. Cash flow from operating activities:					
Collection from premium and other income	671,238,379	678,765,722	427,020,970	296,437,057	233,744,441
Payment for management expenses, Re-insurance, Claims and commission	(424,266,504)	(442,920,488)	(363,704,407)	(233,861,155)	(167,064,040)
Income Tax Paid	(25,256,345)	(3,394,610)	(9,846,237)	(8,745,989)	(3,215,286)
Net cash flows from operating activities	221,715,530	232,450,624	53,470,326	53,829,913	63,465,115
B. Cash flow from investing activities					
Acquisition of Fixed Asset	(5,670,391)	(6,348,561)	(204,091)	(317,305)	(286,279)
Sale of Fixed Assets	1,640,000	415,000	-	-	-
Investment	(32,198,008)	(1,449,790)	(3,709,955)	-	-
Net cash used by investing activities	(36,228,399)	(7,383,351)	(3,914,046)	(317,305)	(286,279)
C. Cash flows from financing activities					
Dividend paid	(24,000,000)	(12,000,000)	(18,000,000)	(12,000,000)	(7,200,000)
Capital	-	-	-	-	-
Loan re-payment	-	-	-	(748,385)	(1,865,276)
Loan from Sena Kalyan Sangstha	709,009	-	-	-	-
Net cash used by financing activities	(23,290,991)	(12,000,000)	(18,000,000)	(12,748,385)	(9,065,276)
Net increase in cash and cash equivalents during the year(A+B+C)	162,196,140	213,067,273	31,556,280	40,764,223	54,113,560
Opening cash and cash equivalents during the year	631,300,820	418,233,547	386,677,267	345,913,044	291,799,484
Closing cash and cash equivalents at end of the year	793,496,960	631,300,820	418,233,547	386,677,267	345,913,044
Net operating Cash Flows Per Share (Note No. 23)	9.24	9.69	2.23	2.24	2.64

Dhaka, 24 April 2021

Mahfel Huq & Co.
Chartered Accountants



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Sena Kalyan Insurance Company Limited
Consolidated Revenue Account
For the year ended December 31, 2020, 2019, 2018, 2017, 2016

Particulars	Notes	Amounts in Taka				
		2020	2019	2018	2017	2016
Balance of account at the beginning of the year Reserve for Unexpired risk						
Premium, Less Re insurance		137,058,034	66,099,172	54,779,161	56,680,274	41,004,800
Commission on Re insurance		297,678,171	253,388,684	147,446,236	132,109,826	137,493,665
		27,697,255	27,863,440	25,511,036	16,681,725	10,984,473
Total		462,433,460	347,351,296	227,736,433	205,471,825	189,482,938
Claim under policies less Re-Insurance						
Paid during the year		102,931,906	23,046,812	68,277,181	20,358,271	20,301,738
Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	7.00	21,332,839	8,892,921	63,050,671	10,529,848	14,296,433
Less: Outstanding at the end of the previous year		121,385,581	39,786,514	25,632,623	20,406,113	10,577,690
		(39,786,514)	(25,632,623)	(20,406,113)	(10,577,690)	(4,572,385)
		292,677,037	248,813,606	148,587,336	149,098,976	141,240,997
Agency Commission	24.00	33,722,747	34,685,271	18,385,168	24,935,800	17,471,502
Expense for management	21.00	83,752,829	77,070,301	64,102,996	69,384,015	67,089,221
Reserve for unexpired risk being 40% of fire, Marine Cargo, Motor & Misc. and 100% of Marine Hull & Aviation Premium Income of the year	5.00	175,201,461	137,058,034	66,099,172	54,779,161	56,680,274
Profit Transferred to Profit & Loss account		66,824,517	75,490,878	10,871,916	36,014,578	27,940,203
Total		462,433,460	347,351,296	227,736,433	205,471,825	189,482,938

Mahfel Huq & Co.
Chartered Accountants

Dhaka, 24 April 2021

Financial spread sheet analysis for the latest audited financial statements (B)(25)(e)

Sena Kalyan Insurance Company Limited Statement of Financial position

As at 31st December 2020, 2019, 2018, 2017 and 2016 respectively
Financial spread sheet analysis for the latest audited financial statements

	2020		2019		2018		2017		2016	
	Amount in Taka	% of Total Assets	Amount in Taka	% of Total Assets	Amount in Taka	% of Total Assets	Amount in Taka	% of Total Assets	Amount in Taka	% of Total Assets
Capital and Liabilities										
Paid-up Capital	240,000,000	24.53%	240,000,000	32.13%	240,000,000	46.10%	240,000,000	50.06%	240,000,000	56.90%
Reserve for Exceptional Losses	197,792,882	20.22%	139,740,659	18.71%	82,131,407	15.78%	56,660,478	11.82%	30,378,238	7.20%
Investment Fluctuation Fund (difference of market value and cost value)	408,894	0.04%	(1,104,091)	-0.15%	-	0.00%	-	0.00%	-	0.00%
Profit and Loss Appropriation Account	68,001,646	6.95%	55,778,209	7.47%	27,103,426	5.21%	32,727,684	6.83%	19,622,217	4.65%
Total shareholders equity	506,203,422	51.74%	434,414,777	58.15%	349,234,833	67.09%	329,388,162	68.70%	290,000,455	68.76%
Balance of Funds and Accounts	175,201,461	17.91%	137,058,034	18.35%	66,099,172	12.70%	54,779,161	11.43%	56,680,274	13.44%
Fire insurance business	22,189,660	2.27%	25,155,738	3.10%	16,482,820	3.17%	12,477,958	2.60%	12,747,227	3.02%
Marine insurance business	31,863,664	3.26%	16,992,399	2.27%	24,011,967	4.61%	13,276,267	2.77%	17,122,240	4.06%
Motor insurance business	21,173,428	2.16%	22,537,114	3.02%	8,588,566	1.65%	8,452,894	1.76%	7,650,518	1.81%
Miscellaneous insurance business	99,974,709	10.22%	74,372,783	9.96%	17,015,819	3.27%	20,572,042	4.29%	19,160,289	4.54%
Premium Deposits	315,531,973	3.22%	56,051,451	7.50%	25,844,526	4.96%	23,853,687	4.98%	26,459,770	6.27%
Liabilities and Provisions	265,355,282	27.12%	119,478,063	15.99%	79,399,578	15.25%	71,415,779	14.90%	48,620,129	11.53%
Estimated liabilities in respect of outstanding claims whether due or intimated	121,385,581	12.41%	39,786,514	5.33%	25,632,623	4.92%	20,406,113	4.26%	10,577,690	2.51%
Amounts due to other persons or bodies carrying on insurance business	18,366,339	1.88%	2,723,643	0.36%	-	0.00%	-	0.00%	-	0.00%
Provision for Income tax	63,550,084	6.50%	42,712,673	5.72%	21,209,689	4.07%	18,380,132	3.83%	8,139,467	1.93%
Deferred Tax	1,008,328	0.10%	717,193	0.10%	680,303	0.13%	733,059	0.15%	836,268	0.20%
Lease Liability	21,057,835	2.15%	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Provision for WPPF	5,711,282	0.58%	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Sundry Creditors	34,275,835	3.50%	33,538,040	4.49%	31,876,963	6.12%	31,896,475	6.65%	29,066,704	6.89%
Total liabilities	472,088,716	48.26%	312,587,548	41.85%	171,343,276	32.91%	150,048,627	31.30%	131,760,173	31.24%
Total Shareholders Equity and Liabilities	978,292,139	100.00%	747,002,325	100.00%	520,578,109	100.00%	479,436,789	100.00%	421,760,628	100.00%

Capital and Liabilities	2020		2019		2018		2017		2016	
	Amount in Taka	% of Total Assets	Amount in Taka	% of Total Assets	Amount in Taka	% of Total Assets	Amount in Taka	% of Total Assets	Amount in Taka	% of Total Assets
Non-Current Assets	102,472,972	10.47%	53,197,118	7.12%	48,745,059	9.36%	50,200,602	10.47%	49,496,325	11.74%
Property, Plant and Equipment	22,316,641	2.28%	20,170,446	2.70%	16,964,206	3.26%	19,749,734	4.12%	22,996,325	5.45%
Investment in BGTB	51,217,510	5.24%	26,500,000	3.55%	26,500,000	5.09%	26,500,000	5.53%	26,500,000	6.28%
Right of Use (RoU) Assets	21,233,585	2.17%	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Deferred Tax Assets	7,705,236	0.79%	6,526,672	0.87%	5,280,853	1.01%	3,950,868	0.82%	-	0.00%
Current Assets	82,322,207	8.41%	62,504,387	8.37%	53,599,503	10.30%	42,558,920	8.88%	26,351,259	6.25%
Investment in Shares	13,049,137	1.33%	4,055,654	0.54%	3,709,955	0.71%	-	0.00%	-	0.00%
Accrued Interest	19,249,869	1.97%	20,581,051	2.76%	13,769,797	2.65%	10,940,303	2.28%	11,943,901	2.83%
Amount due from other persons or bodies carrying on insurance business	-	0.00%	-	0.00%	675,047	0.13%	8,773,394	1.83%	2,718,370	0.64%
Preliminary Expenses	-	0.00%	-	0.00%	-	0.00%	895,282	0.19%	1,790,562	0.42%
Sundry Debtors (including Advances, Deposits and Prepayments)	49,690,624	5.08%	37,604,980	5.03%	34,980,968	6.72%	21,703,861	4.53%	9,658,743	2.29%
Stationary and forms in hand	206,358	0.02%	234,672	0.03%	317,200	0.06%	209,740	0.04%	142,678	0.03%
Stamps in hand	126,219	0.01%	28,030	0.00%	146,536	0.03%	36,340	0.01%	97,005	0.02%
Cash and cash equivalents	793,496,960	81.11%	631,300,820	84.51%	418,233,547	80.34%	386,677,267	80.65%	345,913,044	82.02%
Fixed Deposits: (FDR's)	711,640,471	72.74%	581,500,000	77.84%	370,400,000	71.15%	360,900,000	75.28%	293,000,000	69.47%
SND Accounts	66,989,559	6.85%	43,587,764	5.84%	21,093,004	4.05%	16,023,129	3.34%	16,170,946	3.83%
Current Accounts	14,844,176	1.52%	6,006,329	0.80%	11,690,693	2.25%	9,719,502	2.03%	1,506,956	0.36%
Cash in hand	20,252	0.00%	47,418	0.01%	39,587	0.01%	34,636	0.01%	20,285	0.00%
Brokerage Balance	2,502	0.00%	159,309	0.02%	2,264	0.00%	-	0.00%	-	0.00%
Cheques in hand	-	0.00%	-	0.00%	15,007,999	2.88%	-	0.00%	35,214,857	8.35%
Total Assets and Properties	978,292,139	100.00%	747,002,325	100.00%	520,578,109	100.00%	479,436,789	100.00%	421,760,628	100.00%

Statement of Profit or Loss & Comprehensive Income
For the period ended 31st December 2020, 2019, 2018, 2017 and 2016 respectively

Capital and Liabilities	2020		2019		2018		2017		2016	
	Amount in Taka	% of Income Expenses	Amount in Taka	% of Income Expenses	Amount in Taka	% of Income Expenses	Amount in Taka	% of Income Expenses	Amount in Taka	% of Income Expenses
Profit / (loss) Transferred from	66,824,517	53.44%	75,490,878	61.51%	10,871,915	24.33%	36,014,578	56.36%	27,940,203	54.32%
Fire Insurance Revenue Account	(12,434,358)	-9.94%	27,582,714	22.47%	18,591,977	41.61%	9,638,604	15.08%	(4,338,239)	-8.43%
Marine Insurance Revenue Account	27,351,434	21.87%	23,265,578	18.96%	22,153,887	49.58%	11,605,193	18.16%	16,836,004	32.73%
Motor Insurance Revenue Account	37,882,536	30.29%	24,595,267	20.04%	13,877,285	31.06%	8,006,416	12.53%	7,796,412	15.16%
Misc. Insurance Revenue Account	14,024,905	11.22%	47,320	0.04%	(43,751,234)	-97.92%	6,764,365	10.59%	7,646,026	14.87%
Interest, Dividend and Rents (Not applicable to any fund or account)										
Interest received and Dividend Income	54,108,941	43.27%	43,946,929	35.81%	33,070,385	74.01%	27,172,567	42.52%	23,486,347	45.66%
Other Income	4,114,708	3.29%	3,297,878	2.69%	740,311	1.66%	717,201	1.12%	6,000	0.01%
Total	125,048,166	100.00%	122,735,685	100.00%	44,682,611	100.00%	63,904,346	100.00%	51,432,550	100.00%
Expenses of management (Not applicable to any particular fund or account)										
Advertisement and Publicity	562,547	0.45%	131,293	0.11%	67,617	0.15%	88,300	0.14%	229,376	0.45%
Directors fees	101,200	0.08%	179,400	0.15%	158,750	0.36%	67,500	0.11%	120,000	0.23%
Donation, Levy and Subscription	833,000	0.67%	340,000	0.28%	103,000	0.23%	457,500	0.72%	365,400	0.71%
Audit fees	250,000	0.20%	250,000	0.20%	225,000	0.50%	187,500	0.29%	125,000	0.24%
Legal, Professional and Rating Fees	103,500	0.08%	113,550	0.09%	103,500	0.23%	318,500	0.50%	195,500	0.38%
Registration and Renewal Fees	722,691	0.58%	418,451	0.34%	450,540	1.01%	751,375	1.18%	737,793	1.43%
Preliminary Expense	-	0.00%	-	0.00%	895,281	2.00%	895,280	1.40%	895,280	1.74%
Loss on investment in shares	-	0.00%	-	0.00%	395,817	0.89%	-	0.00%	-	0.00%
Depreciation	2,538,305	2.03%	2,724,901	2.22%	2,989,619	6.69%	3,563,896	5.58%	4,270,865	8.30%
	5,111,243	4.09%	4,157,595	3.39%	5,389,124	12.06%	6,329,851	9.91%	6,939,214	13.49%

Capital and Liabilities	2020		2019		2018		2017		2016	
	Amount in Taka	% of Income Expenses	Amount in Taka	% of Income Expenses	Amount in Taka	% of Income Expenses	Amount in Taka	% of Income Expenses	Amount in Taka	% of Income Expenses
Profit Before Tax & WPPF	119,936,923	95.91%	118,578,090	96.61%	39,293,487	87.94%	57,574,495	90.09%	44,493,336	86.51%
Provision for WPPF	5,711,282	4.57%	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Profit Before Tax	114,225,641	91.35%	118,578,090	96.61%	39,293,487	87.94%	57,574,495	90.09%	44,493,336	86.51%
Income Tax Expenses	19,949,981	15.95%	20,294,055	16.53%	1,446,816	3.24%	6,186,588	9.68%	8,086,359	15.72%
Deferred Tax (Income)/Expense	20,837,411 (887,429)	16.66% -0.71%	21,502,984 (1,208,929)	17.52% -0.98%	2,829,557 (1,382,741)	6.33% -3.09%	10,240,665 (4,054,077)	16.02% -6.34%	8,139,467 (53,108)	15.83% -0.10%
Balance for the year carried to profit and loss appropriation account	94,275,660	75.39%	98,284,035	80.08%	37,846,671	84.70%	51,387,907	80.41%	36,406,977	70.79%
Total	125,048,166	100.00%	122,735,685	100.00%	44,682,611	100.00%	63,904,346	100.00%	51,432,550	100.00%
Other Comprehensive Income	408,894	0.33%	(1,104,091)	-0.90%	-	0.00%	-	0.00%	-	0.00%
Gain/(loss) from Fair Value Changes of Investment in SH										

Earnings Per Share (EPS) on fully diluted basis (with the total existing number of shares) in addition to the weighted average number of shares basis. Future projected Net Income should not be considered while calculating the weighted average EPS	(B)(25)(f)
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Particulars	Note	Figure
Net profit after tax	A	94,275,660
No. of Shares	B	24,000,000
EPS on fully diluted basis	A/B	3.93
Weighted average no. of shares	C	24,000,000
EPS on weighted average method	A/C	3.93

Based on Audited Financial Statement for the year ended December 31, 2020

Note: Since there is no declaration of stock dividend and no dilutive instruments as at the end of 31 December 2020; the fully diluted number of shares and weighted average number of shares are the same.

All extra-ordinary income or non-recurring income coming from other than core operations should be shown separately while showing the Net Profit as well as the Earnings Per Share	(B)(25)(g)
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SKICL has no extra-ordinary income from other than the core operations. It has some interest income which is generated from the statutory FDR maintained with banks on regular basis.

Quarterly or Half yearly EPS should not be annualized while calculating the EPS	(B)(25)(h)
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SKICL has not annualized its quarterly or half-yearly EPS, the issuer has reported the actual EPS found from the calculation.

Net asset value (with and without considering revaluation surplus or reserve) per unit of the securities being offered at the date of the latest audited statement of financial position	(B)(25)(i)
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NAV without the Revaluation Surplus

Particulars	Note	Amount (BDT)
Paid-up Capital	A	240,000,000
Reserve for Exceptional Losses	B	197,792,882
Investment Fluctuation Fund	C	408,894
Retained Earnings	D	68,001,646
Total Equity	A+B+C+D=E	506,203,422
Number of Shares Outstanding	F	24,000,000
Net Asset Value (NAV) per share without revaluation	E/F	21.09

Based on Audited Financial Statement for the year ended December 31, 2020

NAV with the Revaluation Surplus

Particulars	Note	Amount (BDT)
Paid-up Capital	A	240,000,000
Reserve for Exceptional Losses	B	197,792,882
Investment Fluctuation Fund	C	408,894
Retained Earnings	D	68,001,646
Total Equity	A+B+C+D=E	506,203,422
Revaluation Reserve		-
Number of Shares Outstanding	F	24,000,000
Net Asset Value (NAV) per share without revaluation	E/F	21.09

Based on Audited Financial Statement for the year ended December 31, 2020

The Commission may require the issuer to re-audit the audited financial statements, if any deficiency/anomaly is found in the financial statements. In such a case, cost of audit should be borne by the concerned issuer

(B)(25)(j)

There is no such request received from the commission yet; but SKICL understand and agree that the commission may require the issuer to re-audit the audited financial statements, if any deficiency or anomaly is found in the financial statements. In that case, SKICL has no obligation for bearing the cost of such audit.

Statements for the last five years or any shorter period of commercial operation certified by the auditors

(B)(25)(k)

- (i) Statement of long term and short term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued;
- (ii) Statement of principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, re-payment schedule and status;
- (iii) Statement of unsecured loans with terms and conditions;
- (iv) Statement of inventories showing amount of raw material, packing material, stock-in-process and finished goods, consumable items, store and spares parts, inventory of trading goods etc.;
- (v) Statement of trade receivables showing receivable from related party and connected persons;
- (vi) Statement of any loan given by the issuer including loans to related party or connected persons with rate of interest and interest realized or accrued;
- (vii) Statement of other income showing interest income, dividend income, discount received, other non-operating income;
- (viii) Statement of turnover showing separately in cash and through banking channel;
- (ix) Statement of related party transaction;
- (x) Reconciliation of business income shown in tax return with net income shown in audited financial statements;
- (xi) Confirmation that all receipts and payments of the issuer above Tk.5,00,000/- (five lac) were made through banking channel;
- (xii) Confirmation that Bank Statements of the issuer are in conformity with its books of accounts;
- (xiii) Statement of payment status of TAX, VAT and other taxes or duties; and
- (xiv) Any other statement as may be required by the Commission.

Sena Kalyan Insurance Company Ltd.

(i) Certification on statement of long term and short term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued of Sena Kalyan Insurance Company Limited

After due verification, we certify that there is no long term and short term borrowings including borrowing from related party or connected persons except the following loans of Sena Kalyan Insurance Company Limited as at 31 December 2020.

Name of the Party	Relationship	Nature of the Loan	Rate of Interest	Interest Paid	Accrued Interest	Outstanding Balance as at 31 December 2020
Sena Kalyan Sangstha	Related Party (Common Director)	Long Term	-	-	-	27,218,321
Total						27,218,321

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
Chartered Accountants

- (ii) **Certification on statement of principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, repayment schedule and status of Sena Kalyan Insurance Company Limited**

After due verification, we certify that there is no secured loan and no charge have been created any of the assets of Sena Kalyan Insurance Company Limited and there is no collateral or other security as at 31 December 2020.

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
Chartered Accountants

(iii) Certificate on unsecured loans with terms & conditions of Sena Kalyan Insurance Company Limited for the last five years

This is to certify that Sena Kalyan Insurance Company Limited has following unsecured loan from January 01, 2016 to December 31, 2020.

Name of the Party	Outstanding Balance as at				
	31 December 2020	31 December 2019	31 December 2018	31 December 2017	31 December 2016
Sena Kalyan Sangstha	27,218,321	26,509,312	26,509,312	26,509,312	26,509,312

This loan amount is interest free and refundable within 03 September 2023.

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
Chartered Accountants

(iv) Certification on statement of inventories of raw material, packing material, stock-in process and finished goods, consumable items, store & spare parts, inventory of trading goods etc. of Sena Kalyan Insurance Company Limited for the last five years;

After due verification, we certify that the statement of inventories of includes Stationery and forms in hand and Stamps in hand. Statement of inventories of Sena Kalyan Insurance Company Limited For the last five years (from 01 January 2016 to 31 December 2020) were as follows:

Particulars	31-Dec-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16
Stationery and forms in hand	206,358	234,672	317,200	209,740	142,678
Stamps in hand	126,220	28,030	146,536	36,340	97,005
Total	332,578	262,702	463,736	246,080	239,683

Except Stationery and forms in hand and stamps in hand there was no inventories of raw material, packing material, stock-in process and finished goods, consumable items, store & spare parts, inventory of trading goods etc. of Sena Kalyan Insurance Company Limited for the last five years (from 01 January 2016 to 31 December 2020).

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
Chartered Accountants

Sena Kalyan Insurance Company Ltd.

- (v) **Certification on statement of trade receivables showing receivable from related party and connected persons of Sena Kalyan Insurance Company Limited for the last five years**

After due verification, we certify that there is no trade receivables from related party and connected persons of Sena Kalyan Insurance Company Limited for the last five years (from 01 January 2016 to 31 December 2020).

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
Chartered Accountants

- (vi) **Certification on statement of any loan given by the Issuer including loans to related party or connected persons with rate of interest and interest realized/ accrued by Sena Kalyan Insurance Company Limited for the last five years**

This is to certify that Sena Kalyan Insurance Company Limited did not give any loan to any related party or connected persons during the period from 01 January 2016 to 31 December 2020.

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
Chartered Accountants

(vii) **Certification on statement of other income showing interest income, dividend income, discount received, other non-operating income of Sena Kalyan Insurance Company Limited for the last five years**

This is to certify that the other income showing interest income, dividend income, trustees fees, sales of paper and wastage goods, service charges (co-insurance), miscellaneous income (others), forfeiture amount of provident fund, profit on sale of fixed assets, profit on sale of primary shares (Investment in Shares) of Sena Kalyan Insurance Company Limited for the last five years were as follows:

Particulars	31-Dec-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16
Interest Income	54,007,742	43,907,623	33,031,079	27,172,567	23,486,347
Dividend Income	101,199	39,306	39,306	-	-
Trustees Fees	1,320,000	1,695,000	697,500	-	-
Sales of Paper and Wastage Goods	7,700	13,140	12,400	717,201	6,000
Service Charges (Co-Insurance)	394,274	832	30,411	-	-
Miscellaneous Income (Others)	-	917,730	-	-	-
Received from SKICLEPF Capital Reserve Fund (forfeiture amount of Provident Fund)	1,560,616	-	-	-	-
Profit on sale of Fixed Assets	654,109	-	-	-	-
Profit on sale of primary shares	178,009	671,176	-	-	-
Total Other Income	58,223,649	47,244,807	33,810,696	27,889,768	23,492,347

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
 Chartered Accountants

(viii) Certification on statement of turnover showing separately in cash and through banking channel of Sena Kalyan Insurance Company Limited for the last five years

After due verification, we certify that the turnover showing separately in cash and through banking channel of Sena Kalyan Insurance Company Limited during last five years (from January 01, 2016 to December 31, 2020) were as follows:

Particulars	Amount in BDT				
	31-Dec-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16
In Cash	Nil	Nil	Nil	Nil	Nil
Through Banking Channel	494,213,303	529,632,381	299,011,013	211,338,423	167,743,083
Total	494,213,303	529,632,381	299,011,013	211,338,423	167,743,083

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
Chartered Accountants

(ix) **Certification on statement of Related Party Transaction of Sena Kalyan Insurance Company Limited**

This is to certify that, Sena Kalyan Insurance Company Limited did not enter into any transaction or proposed to enter into any transaction with related parties defined as follows:

4. Any director or sponsor or executive officer of the Issuer:
5. Any person holding 5% or more of the outstanding shares of the Issuer:
6. Any related party or connected person of any of the above persons:

Except the following transactions:

Related Party Transactions

Name of the related party	Nature of Transactions	Nature of Relationship	Amount in Taka											
			Premium 2020	Claim 2020	Premium 2019	Claim 2019	Premium 2018	Claim 2018	Premium 2017	Claim 2017	Premium 2016	Claim 2016		
Sena Kalyan Sangstha	Insurance	Common Director	598,586	106,000	1,101,695	222,780	1,135,324	97,387	2,477,294	-	2,287,925	130,000		
Mongla Cement Factory	Insurance	Common Director	6,097,130	-	8,222,702	175,800	13,405,664	-	12,394,412	-	8,277,863	3,364,450		
Sena Hotel Developments	Insurance	Common Director	2,502,437	70,000	469,958	-	25,565	210,750	29,702	7,129,778	138,133	1,559,550		
Sena Kalyan Construction and Developments	Insurance	Common Director	23,278	-	-	-	37,142	-	50,108	-	84,336	-		
Annanya Shopping Complex	Insurance	Common Director	106,744	-	124,274	-	147,215	-	26,727	185,492	185,133	-		
Chittagong Flour Mills	Insurance	Common Director	310,468	-	723,090	-	364,558	-	377,069	-	342,587	861,814		
Sena Kalyan Electric Industry	Insurance	Common Director	67,231	-	798,381	-	901,743	-	539,419	-	605,490	-		
Fauji Flour Mills	Insurance	Common Director	21,942	-	176,685	-	30,002	-	76,984	-	53,338	-		
Diamond Food Industries	Insurance	Common Director	421,866	-	40,058	122,922	438,364	-	442,304	-	451,397	186,976		
Amin Mohiuddin Foundation	Insurance	Common Director	63,138	-	78,012	115,500	85,022	181,594	13,572	107,525	103,159	142,370		

Name of the related party	Nature of Transactions	Nature of Relationship	Amount in Taka											
			Premium 2020	Claim 2020	Premium 2019	Claim 2019	Premium 2018	Claim 2018	Premium 2017	Claim 2017	Premium 2016	Claim 2016		
Sena kalyan Bhaban	Insurance	Common Director	228,715	-	142,164	-	77,248	176,915	89,185	251,975	3,496	422,117		
SKS Trading House	Insurance	Common Director	84,911	-	5,428	-	1,270,414	-	-	-	459,981	-		
Eastern Hosiery Mills	Insurance	Common Director	331,588	-	274,855	-	172,491	-	240,179	-	375,261	-		
SKS LPG	Insurance	Common Director	5,552,043	-	5,783,189	-	4,264,520	-	5,179,787	-	2,418,668	-		
SKS Ready Mix Concrete	Insurance	Common Director	1,294	-	1,294	-	656	-	-	-	-	-		
Sena Edible Oil Industries	Insurance	Common Director	9,465,448	-	680,105	-	469,619	-	-	-	-	-		
SKS Sales Promotion Office	Insurance	Common Director	7,202	-	20,428	-	17,380	-	4,596	-	37,364	13,946		
Sena Kalyan Commercial Complex	Insurance	Common Director	52,322	-	69,839	-	81,207	-	54,033	-	60,259	-		
Sena Filling Station (C.N.G)(SKS)	Insurance	Common Director	386,106	-	403,858	-	712,727	-	405,636	-	405,636	-		
Fecto Yamagen Electronics (SKS)	Insurance	Common Director	2,746	-	2,819	-	2,905	-	2,933	-	3,050	-		
Sainik Lamps Distribution & SKS Display Centre	Insurance	Common Director	3,307	-	-	-	3,406	-	3,650	-	4,567	-		
Sena Kalyan Business Mart	Insurance	Common Director	218,310	-	-	-	-	-	-	-	-	-		
Lipico Technologies	Insurance	Common Director	-	-	-	-	2,362,100	-	-	-	-	-		
Damashi Trading	Insurance	Common Director	-	-	-	-	1,783	-	-	-	-	-		
Steel House	Insurance	Common Director	-	-	-	-	12,701	-	12,701	-	12,701	-		
SK Fabrics	Insurance	Common Director	-	-	-	-	-	-	541	-	2,920	-		

Name of the related party	Nature of Transactions	Nature of Relationship	Amount in Taka											
			Premium 2020	Claim 2020	Premium 2019	Claim 2019	Premium 2018	Claim 2018	Premium 2017	Claim 2017	Premium 2016	Claim 2016		
Trust Filling Station	Insurance	Common Director	-	-	-	-	-	456,566	-	445,447	-			
Fauji Bread & Biscuit Factory	Insurance	Common Director	-	-	-	-	-	5,589	-	5,589	-			
Savoy Confectionary	Insurance	Common Director	-	-	-	-	-	2,877	-	2,877	-			
Total			26,546,812	309,623	19,118,834	1,804,422	26,019,756	22,885,864	7,674,770	16,767,177	6,681,223			

Loans taken from Related Parties

Particulars	Amount in Taka		
	2020	2019	2019
Sena Kalyan Sangstha	709,009	-	-

Directors Remuneration and Board Meeting Fees:

Particulars	Amount in Taka		
	2020	2019	2019
Board Meeting Attendance fees	200,688	179,400	158,750

The above balance is certified on the basis of books of accounts; records are other supporting documents for the period from 01 January 2016 to 31 December 2020.

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
Chartered Accountants

- (x) Certification regarding reconciliation of business income shown in tax return with net income shown in audited financial statements of Sena Kalyan Insurance Company Limited for the last five years

This is to certify that the income of Sena Kalyan Insurance Company Limited as per audited financial statements and income shown in tax return are reconciled as follows:

Particulars	Amount in BDT				
	Assessment Year 2020-21	2019-20	2018-19	2017-18	2016-17
Income Year	2019	2018	2017	2016	2015
Profit Before Tax *	118,679,074	36,214,130	55,090,403	42,763,937	42,722,176
Less: Reserve for Exceptional Losses	(57,609,252)	(25,470,929)	(26,282,240)	(20,396,965)	(9,981,273)
Less: Interest on National Investment Bond	(3,206,499)	(3,197,176)	(3,206,500)	(3,215,284)	(3,197,716)
Less: Realized gain on Investment in Shares	(671,176)	-	-	-	-
Less: Dividend Income	(39,306)	(39,306)	-	-	-
Less: Carry Forward Loss of Previous Years	-	-	-	-	(16,342,961)
Business Income Shown in Tax Return	57,152,841	7,506,719	25,601,663	19,151,688	13,200,226

Note: * Due to restatement of financial statements profit before tax as shown in the financial statements are different from what is presented here.

**Income tax return for the income year 2020 has not submitted yet.

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
Chartered Accountants

Sena Kalyan Insurance Company Ltd.

- (xi) **Certification on receipts and payments above Tk. 500,000 (Five lac) were made through banking channel of Sena Kalyan Insurance Company Limited**

This is to certify that all receipts and payments of Sena Kalyan Insurance Company Limited above BDT. 5,00,000 (five lac) were made through banking channel from 01 January, 2016 to 31 December, 2020.

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
Chartered Accountants

- (xii) Certification on books of accounts of Sena Kalyan Insurance Company Limited are in conformity with bank statements for the last five years**

This is to certify that the books of accounts of Sena Kalyan Insurance Company Limited from 01 January, 2016 to 31 December, 2020 are in conformity with bank statements.

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
Chartered Accountants

(xiii) Certification on status of payment of Tax, VAT and other taxes/ duties of Sena Kalyan Insurance Company Limited for the last five years

After due verification of books of account, we certify that the status of Tax, VAT and other taxes/ duties payment of Sena Kalyan Insurance Company Limited for the last five years were as follows:

Particulars	Payment Status				
	2020	2019	2018	2017	2016
Tax	25,256,345	3,394,610	9,846,237	8,745,989	3,215,286
VAT	19,794,193	25,175,757	21,913,129	17,721,478	14,440,396
Other taxes/ duties*	-	-	-	-	-

* Other tax /duties refer to customs tax.

Dhaka, 24 April 2021

Sd/-
Mahfel Huq & Co.
 Chartered Accountants

SECTION (XXVII)

(B)(26)

CREDIT RATING REPORT

Credit Rating is not required as per Rule 3. (3) of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015

APPLICATION PROCEDURE

Step-1 (Applicant):

1. An applicant for public issue of securities shall submit an application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the **25th (twenty fifth) working day** from the date of publication of an abridged version of the prospectus.
2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Total Amount and Category of the Applicant.
 - a) Eligible investors shall submit an application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by exchange(s).
 - b) The General Public and Non-resident Bangladeshi (NRB) applicants shall submit the application in the electronic subscription system of the exchange(s) through the Stockbrokers/Merchant Bankers where the applicant maintains customer account.

Step-2 (Intermediary):

3. The registered Stock broker/Merchant Banker in the ESS shall:
 - c) Post the amount separately in the customer account equivalent to the application money;
 - d) Accumulate all the applications/buy instructions received up to the cut-off date and transfer the amount to their respective Consolidated Customer Account;
4. The registered Stockbroker/Merchant Banker in the ESS shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and within **3 (three) working days** from the cut-off date, upload to the ESS, the lists of applicants in electronic (text format with tilde '~' separator) format, deposit the full amount received from the General Public and Non-Resident Bangladeshi (NRB) applicants by the method as determined by exchange(s).
5. The application/buy instructions shall be preserved by the Stock broker/Merchant Bankers up to **6 (six) months** from listing of the securities with the exchange.
6. The Exchanges shall prepare a consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification on the next working day. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not, verify more than two applications by an individual; verify more than two applications using same bank account and investment criteria.
7. **On the next working day**, CDBL shall provide the Exchanges with an updated database of the applicants containing BO Account Number, Name, Addresses, Parents' Name and Joint Account information along with the verification report.
8. After receiving verification report and information from CDBL, the Exchanges shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications **within 5 (five) working days**.
9. **Within next working day**, the Exchanges shall provide the Commission, Issuer and Issue Manager with the soft copy of subscription result.

Step-3 (Issuer):

10. The Issuer and issue manager shall post the final status of subscription on their **websites within 6 (six) hours** and on the websites of the Commission and Exchanges **within 12 (twelve) hours** of receiving information by the Commission and the Exchanges.
11. **Within 3 (three) working days** of receipt of the subscription result, the Issuer and Exchanges shall:
 - a) Process pro-rata allotment of securities to the General Public and Non-Resident Bangladeshi (NRB) applicants;
 - b) Prepare category wise lists of invalid applicants who are subject to penal provisions as per conditions of the consent letter issued by the Commission in electronic (text format with tilde '~' separator) format mentioning the penalty amount against each applicant;
 - c) Issuer shall issue allotment letters in the names of allottees in electronic format and
 - d) Issuer shall credit the allotted shares to the respective BO accounts on the basis of allotment data (BOID and number of securities) via their CDBL VeDAS Terminal.

Step-4 (Intermediary):

12. **On the next working day**, Exchanges shall:
 - d) remit the amount of allotted applicants to the Issuer's respective Escrow Account opened for subscription purpose;
 - e) send the penalty amount who are subject to penal provisions to the Issuer's respective Escrow Accounts along with a list; and
 - f) Distribute the information and allotment letters to the stock broker/Merchant Bankers concerned in electronic format with a request to refund the balance application money.
13. **On the next working day** of receiving the documents from the Exchanges, the Stockbrokers/Merchant Bankers shall refund the excess application money in the customer accounts and inform the applicants about allotment of securities.

Miscellaneous:

14. The Issuer, Issue Manager(s), Stockbrokers, Merchant Bankers and the Exchanges shall ensure compliance of the above.
15. The Issuer shall pay the costs related to process the Eligible Investors allotment if claimed by the Exchange concerned up to an amount of Tk. 2,00,000/- (Taka Two Lac) only and Tk. 8,00,000/- (Taka Eight Lac) only for processing the applications of General Public and Non-Resident Bangladeshi (NRB) applicants.
16. The Stockbroker/Merchant Bankers shall be entitled to a service charge of Tk. 5/- (Taka five) only per application irrespective of the amount or category for the service provided till withdrawal of the money. The service charge shall be paid by the applicant at the time of submitting an application.
17. The Exchanges shall provide the Issuer with a statement of the remittance.
18. The Issuer shall send the penalty amount to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.
19. The concerned Exchanges are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

All eligible Stockbrokers and Merchant Bankers shall receive the IPO subscription

Others:

The IPO subscription money collected from investors will be remitted in following bank accounts with Trust Bank Limited, Millennium Corporate Brach (Routing Number: 240262958):

For Resident Bangladeshis			
Sl.	Account bearing number	Account title	Currency
01	0022-0210021675	Sena Kalyan Insurance Company Limited (IPO)	BDT

For Non-resident Bangladeshis			
Sl.	Account bearing number	Account title	Currency
01	0022-5802000027	Sena Kalyan Insurance Company Limited (IPO)	USD
02	0022-5803000025	Sena Kalyan Insurance Company Limited (IPO)	GBP
03	0022-5804000023	Sena Kalyan Insurance Company Limited (IPO)	EUR

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ । জেনে ও বুঝে বিনিয়োগ করুন”

APPLICATION FOR PUBLIC ISSUE

Date:

Name of applicant	:	
Client Code	:	
BO ID No.	:	
Category of applicant	:	
Name of the Company	:	
Number of Shares	:	
Total amount in Tk.	:	
Amount in word	:	

Applicant

Authorized Officer

SECTION (XXIX)
(B)(28)

OTHERS

SECTION CONTENTS	
(a)	Additional Disclosure by the Auditor
(b)	Additional Disclosure by the Management
(c)	Miscellaneous



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