

**PRINCIPLES**  
**OF**  
**DISCLOSURE OF MATERIAL INFORMATION (MI)**  
**AND**  
**PRICE SENSITIVE INFORMATION (PSI)**



## **PRINCIPLES**

This Principles is called “Sena Kalyan Insurance Company Limited – Principles of Disclosure of Material Information & Price Sensitive Information” and have been framed by Sena Kalyan Insurance Company Limited pursuant to “বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা, ২০২২” dated December 28, 2022.

## **OBJECTIVES**

The objective of the Principles are:

- to protect the shareholder’s right;
- to protect the fluctuation of capital market;
- to protect the insider trading;
- to disclose the material information and price sensitive information.

## **CONTENTS OF PRICE SENSITIVE INFORMATION (PSI)**

1. Information related to the financial report, financial results and other basic information related to the financial performance;
2. Information related to dividend and corporate declarations;
3. Information related to the change of corporate structure (i.e. amalgamation, merger, de-merger, re-structuring, acquisition, winding up, transfer, and transformation, etc.);
4. Information related to the change of capital structure;
5. Information related to the business extension, change, etc.;
6. Information related to the Company’s fund management and structural change of the fund;
7. Any other information as defined by the BSEC as PSI through various rules, regulations, circulars and directives; and
8. Any information published by the BSEC in official gazette defining as PSI.

## **CONTENTS OF MATERIAL INFORMATION**

### **1. Factors related to changes in financial conditions, such as:-**

- (a) Changes in financial statements, such as significant decrease or increase in income, expenses, cash flows, receivables, liabilities or assets etc. and revaluation of most or significant assets or

any information or statement or comment regarding revaluation of significant assets or significant decrease-increase;

(b) The following comparative information in the financial statements:

- i). Earnings per share;
- ii). Net operating cash flow per share;
- iii). Net asset value per share;

(c) Material changes in the value or composition of assets of the Company;

(d) Any special instructions or any modification of any special instructions previously given by the regulatory authority of the company regarding reservation of provisions; and

(e) Any change in the accounting policies of the company, etc.

**2. Information regarding corporate announcements, such as:-**

(a) Any decision relating to dividend;

(b) Decision to declare or issue rights, bonus issues or similar benefits to security holders;

(c) Corporate declarations or other information relating to the receivables of the investors; and

(d) Any change in dividend distribution policy, etc.

**3. Information regarding changes in corporate structure, such as:-**

(a) Acquisition or disposal of any existing assets of the Company at least 05% (five percent) or more;

(b) Merger of the Company with another company;

(c) Any acquisition or substantial acquisition of shares of any company, etc.;

(d) Demerger of any unit of the company;

(e) Conversion or winding up of any unit of the Company;

(f) Changes in corporate operations by way of capital reorganization or merger or demerger;

(g) Takeover proposal or internal service acquisition proposal of any company;

(h) Change of ownership that may affect controlling of the Company; and

(i) Change of name or address, etc.

**4. Information regarding changes in capital structure, such as:-**

(a) Any decision regarding private or public or rights offer of securities or changes in its capital structure;

- (b) Systematic repurchase or redemption of securities of the Company;
- (c) Any decision regarding consolidation of shares, exchange of shares, conversion of any security into equity security or conversion of debentures into shares; and
- (d) Significant changes in rights of security holders, etc.

**5. Information regarding expansion, change etc. of business activities, such as:-**

- (a) Any significant development or change in the Company's technology, production or facilities;
- (b) Significant capital investment or significant change in the purpose of the organization;
- (c) Significant new contracts, product, patent, service or business changes;
- (d) Significant realization of long-term bad debts;
- (e) Any change of the Board of Directors or any resignation or termination of the Chief Executive, CEO, CFO and Company Secretary;
- (f) Change of statutory auditor or corporate governance compliance auditor and credit rating company or agency;
- (g) Initiation of legal proceedings or development of regulatory matters or any significant judgment or order by the court;
- (h) Change of category of listed security in the stock exchange(s) or company's de-listing from the exchange(s);
- (i) Any significant management contract, investor relations agreement, service agreement, or related party transaction that could materially affect the financial statements of the Company;
- (j) Information relating to decision of sale or purchase of any fixed asset or renovation or development or expansion of plant or machinery (BMRE) or setting up of new units; and
- (k) Grant or acceptance of significant advances or loans between the inter-company or subsidiary or associate companies; and
- (l) Any kinds of loan or related benefits receive and provide or exchange with any directors of the Company.

**6. Information related to loan and debt management, such as:-**

- (a) Borrowing and repayment of 25% or more of the paid-up capital or net asset value, whichever is higher;
- (b) The encumbrance or discharge of significant assets;

- (c) Failure to pay any bank or creditor or debt obligation or liability for a period exceeding 06 (six) months;
- (d) Significant new loan agreements; and
- (e) Foreign loan agreement or investment agreement, etc.

**7. Others, such as:-**

- (a) Signing of any material agreement or cancellation or substantial amendment of previously declared/signed agreement;
- (b) Loss of any substantial assets of the Company or any event affecting its reputation;
- (c) Cancellation or substantial modification of any scheme previously declared; and
- (d) Submission of qualified report of the Company by the auditor, etc.

**8. The Commission may, by order published in the Official Gazette, determine any other information to be Material Information.**

**DISCLOSURES ON THE WEBSITE**

The company shall disclose on its website all such events/information which has been disseminated to the BSEC and Stock Exchange(s) under this Principles and such disclosures shall be posted on the website of the Company for a minimum period of three years.

**MONITORING AND REPORTING**

The 'Key Managerial Personnel' (KMP) are jointly responsible to the Board for monitoring and reporting the implementation of this Policy. "Key Managerial Personnel" means the Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary, and such other officer/s as may be prescribed by the Board of Directors.

**PRINCIPLES REVIEW**

The Principles may be modified as may, in the opinion of the Board, be deemed necessary with the assistance of KMP and subsequently to be updated to the website.