

Towards a Better Tomorrow



• STABILITY



DELIVERY •

VISION •

• CONTROL

STRENGTH •

• STRATEGY



CREATING Award

—

The Managing Director & CEO,
Mr. Md. Jamirul Islam receiving the
3rd ICC Emerging Asia Insurance Award-2021,
in category of "Best Innovation & Diversification
Introduced by a Company JURY AWARD"
organized by Indian Chamber
of Commerce.

—



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

2021

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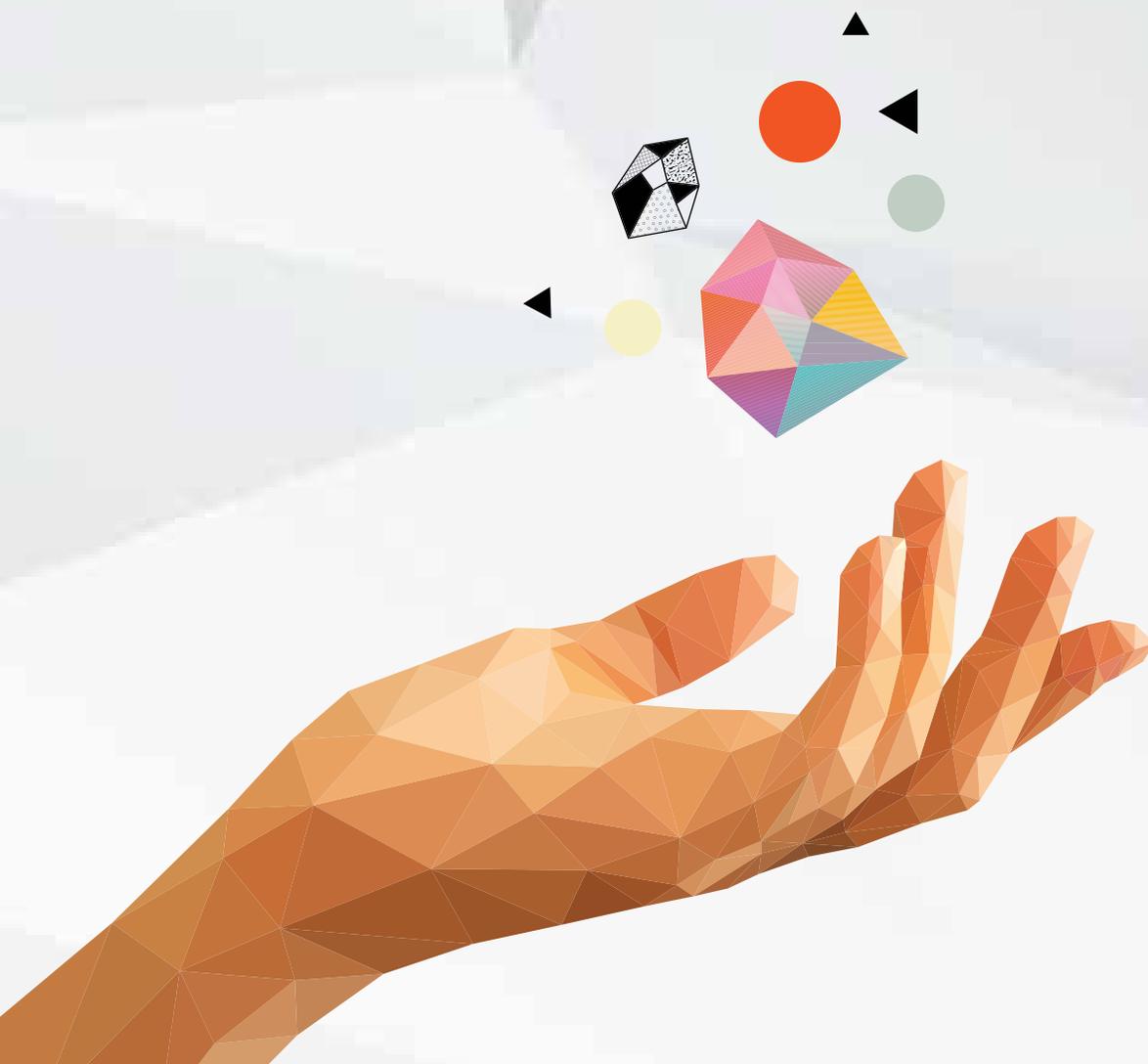
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INTRODUCTION

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A Memorable year of the **Bangladesh** And **Phoenix Insurance** present position



The year 2021 was very memorable for the Bangladesh. Recently, we have celebrated 50 years' anniversary of the Independence of our great country. During these 50 years, we have tackled lot of challenges including economic disaster but we keep maintain the development and progress all over the country especially we reduced the poverty of the peoples. We have built the image of Industrial countries and extend financial service such as Insurance, Bank and etc. for smooth functioning and protect the risk from all kinds of hazards. In February 2021, Bangladesh has fulfilled all three criteria to graduate from the least developed country (LDC) to a developing country for the second time since 2018. The United Nations has recommended Bangladesh's graduation by 2026.

The World Bank report says the pandemic, and the emergence of the Omicron variant, could hinder economic activity by requiring additional mobility restrictions and undermining external demand. The rapid spread of the Omicron variant indicates that the pandemic will likely continue to disrupt economic activity in the near term. Climate risks are also becoming more prevalent in South Asia as cyclones, floods, and droughts have become more frequent and as the costs of such events have been increased. The region is one of the most vulnerable to climate-induced increases in poverty, disease, child mortality and food prices.

The economy of the country is entering slowdown amid fresh threats from COVID-19 variants and a rise in inflation, debt, and income inequality that could endanger the recovery in emerging and developing position of the country. It will also affect the GDP of the country although Global growth is expected to decelerate markedly from 5.5 percent in 2021 to 4.1 percent in 2022 and 3.2 percent in 2023. Last couples of years our GDP was better comparing others and we have built our strength to manage any kind of pandemic or disaster. The GDP is expected to reach 6.4 percent in FY2021/22 ending June 2022, and 6.9 percent in FY2022/23, due to growing services activity and firming exports of readymade garments.

Phoenix Insurance Company Ltd. is operating their service with good reputation. We are trying to maintain growth on this tough competition market with comply all requirements. But economy of the country especially private sector or small entrepreneurs not yet to overcome the waves of pandemic crises. Besides, undue expenses for collecting insurance business are knocking the door. As a result, as an insurance Company, we also faced some turmoil position although during the year-2021 we have tackled lawfully and increased the interest of the Shareholders of the Company.

Basis of Annual Report-2021

Basis of the Annual Report

Detail information of PHOENIX Insurance has been presented in the Annual Report-2021 and we proudly present the entire picture of the company for the year 2021. The Company always strives for best practices reporting for all stakeholders and general public. Our Commitment towards adoption of International Integrated Reporting Framework by applying fundamental concepts and guiding principles. In addition to content elements into our reporting is a forward step to give an overview of the Company's philosophy to explain connection between its financial and non- financial information.

Coverage & Contents

The Annual Report 2021 covers the twelve-month period from 1st January 2021 to 31st December 2021. Significant events, if any, that took place to the date of authorization of the financial statements and date of the directors report i.e., 27th April 2022 have also been explained in relevant contents of the report. The annual report reflect operations of PHOENIX Insurance and we have consistently followed the guidelines issued by the concerned authority. In explaining the Company's operations and financial performance, financial information has been extracted from the Audited Financial Statements for the year ended 31st December 2021 with relevant comparative information. The most recent previous report of the Company was date 31st December 2020.

Scope and boundaries

The scope of our Annual Report comprises of activities that have been carried out within the geographical boundaries of Bangladesh, as we do not have operation or subsidiary in other countries but we do reinsurance of foreign companies of the various countries of the world. The scope and boundaries of this report have been derived from following laws, rules, regulations and frameworks:

- Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS),
- Relevant rules & regulations of IDRA and Insurance Act.;
- Companies Act 1994;
- Securities and Exchange Rules 1987 and Listing Rules 2015;

- The Income Tax Ordinance 1984;
- Guidelines for best practices on corporate reporting prescribed by the Institute of Chartered Accountants of Bangladesh (ICAB).

We also comply the Insurance Ordinance, the Insurance Rules, the Insurance Accounting Regulations and have been followed:

- Listed Companies Regulations
- Code of Corporate Governance of the BSEC
- International Integrated Reporting Framework and
- And other applicable laws and regulations of the land.

Our integrated reporting processes

Our integrated operations and emphasis on reporting the performance across each major segment of our value chain- that span from risk coverage negotiation to customer satisfaction- facilitates our integrated reporting process and expands our ability to communicate our value creation plans, strategies and outcomes. Further, our integrated reporting process is monitored and evaluated under the direction of the Board Audit Committee, while internal and external audit teams cover key controls and accounting matters in the course of their audits, thus ensuring the best interests of the Company and its shareholders. Other levels of external assurance are obtained as and when required from the relevant Government authorities, regulators and professional bodies.

This report also highlights the Company's well-established governance framework, which represents the commitment of our employees to achieve business results with integrity through faster, stronger and simpler decision-making process and effective management systems, under the guidance of our Board of Directors

Responsibility of the report

The Board of Directors of the company acknowledges its responsibility to ensure integrity of this annual report and assesses that the presentation of this report in accordance with the International Integrated Reporting Framework is still at the preliminary stage. However, the company will continue to hone the Information produced to make it even easier to understand, while considering the interests of stakeholders reading this report.

External Assurances

Independent Auditors, Review Report to the Members of compliance with best practices of Code of Corporate Governance of the BSEC	M/s. T Hussain & Co. Chartered Accountants
Independent Auditors Report on Audit of Consolidated Financial Statements	M/s. Zoha Zaman Kabir Rashid & Co. Chartered Accountants
Independent Auditors Report on Audit of unconsolidated Financial Statements	M/s. Zoha Zaman Kabir Rashid & Co. Chartered Accountants
Independent Scrutinizer Report on Annual General Meeting Performance of the Company	M/s. Mowla Mohammad & Co. Chartered Accountants

Basis of Preparation and presentation

The information in this report has been included in accordance with requirements of applicable laws, rules, regulation and frameworks as explained in Scope and boundaries section above. In addition to that the company has benchmarked the materiality principle to gauge as to what information is to be disclosed in this report. Hence, this report contains only those matters which have implications on the company and its ability to create value over the short, medium and long term.

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

Our material matters

Our material matters are those issues that could substantially affect our ability to create value over the short, medium and long-term, and represent a key part of our integrated reporting process. Responding to the economic effects of COVID-19 and managing the long-term sustainability of our business have become our primary focus areas and will remain a part of our key material matters.

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

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



Secretary &
Deputy Managing Director



“ We would also like to request our valued stakeholders to go through the online version of this Annual Report published on our website www.phoenixinsurance.com.bd as we promote paperless workplace to conserve the environment. “

Financial Indication



ESTABLISHED 1986

As a public listed Company, Phoenix Insurance is aware of the importance of standard integrity, along with maintaining community responsibilities.

Keep up with the latest developments:



mail@phoenixinsurance.com



www.phoenixinsurance.com



Annual Report by scanning this QR code on your smart device



(Taka in million)

Gross Premium
670.93

Earning per Share
2.20

Investment Income
47.83

Investment
753.00

Total Equity
1609.77

Claims Paid
68.69

Total Asset
2393.81

Profit after Tax
88.79





Letter of Transmittal

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

Subject: **Annual Report for the year ended December 31, 2021**

Dear Sir(s)

We are pleased to enclose a copy of the Annual Report together with the Audited Financial Statements as at December 31, 2021 and compliance audit report for kind information and record.

Yours faithfully



Md. Rafiqur Rahman
DMD & Company Secretary



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

NOTICE OF THE 36TH ANNUAL GENERAL MEETING

Notice is hereby given to all concern that the 36th Annual General Meeting (AGM) of Phoenix Insurance Company Limited will be held on **Wednesday, 29th June 2022 at 2:30 p.m.** virtually by using **digital platform** through the link stated in the notice to transact the following business and to adopt necessary resolutions:

AGENDA

1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31st December 2021 along with the Directors' Report and the Auditors' Report thereon.
2. To declare 15% Cash Dividend for the year ended on 31st December 2021.
3. To elect/re-elect of Directors.
4. To appoint/re-appoint of Statutory Auditors for the year 2022 and to fix their remuneration.
5. To appoint of Compliance Auditor for the year 2022 and to fix their remuneration.
6. To consider any other relevant business with the permission of the chair.

By order of the Board of Directors

Md. Rafiqur Rahman
Company Secretary

Dated : Dhaka
24th May 2022

Notes:

- a) **Book closer/Record date:** Wednesday, 25th May 2022 is the "Record Date" for entitlement of dividend. The Shareholders whose name will appear in the Depository Register on that date, shall be entitled to participate in the 36th AGM.
- b) **Attendance and voting facility:** A Shareholder is entitled to participate and vote at this virtual AGM may appoint a proxy to participate and vote. The Proxy Form, duly filled, signed and stamped at Tk.20/- must be sent through e-mail to: share@phoenixinsurance.com.bd on or before 48 hours of commencement the AGM.
- c) **E-voting:** The Shareholders can cast their vote through online (real time) or e-voting starting from 24 hours before the AGM and voting option will remain open till the closure of AGM.
- d) **For login the AGM:** The Shareholders will join the virtual AGM through the link: <https://phoenixins36.digitalagmbd.net> by using Laptop/PC/Mobile/Tab. The Shareholders will be able to submit their questions/comments electronically before 24 hours of commencement the AGM through this link or during the AGM. For login into the system, the Shareholders need to put their 16-digit Beneficiary Owner (BO) ID.
- e) **Submission of Annual Report:** The soft copy of Annual Report 2021 will be sent to the e-mail address in the BO ID of Shareholder and also be available in the Company's website at: www.phoenixinsurance.com.bd. The Shareholders, who have not provided the e-mail address in their BO ID, requested to print the Annual Report from Companies' website, if required.
- f) **Notice to Shareholders who have not yet to demat their shares:** The Shareholders who have not yet demat their shares are once again advised to complete the demat immediately under the guideline of Bangladesh Securities and Exchange Commission (BSEC)
- g) **Video-Link Facility for the AGM:** To ensure the safety and well-being of the Shareholders and general public from Covid 19, the Company is holding this meeting through video link as allowed by the Bangladesh Securities and Exchange Commission.
- h) **Quarries on the Directors' Report:** The Shareholders to submit their any queries on the Directors' Report and the Audited Financial Statements for the year ended on 31st December 2021 through e-mail to: rafiqur.rahman@gmail.com or in writing at least 5 (five) working days before of AGM.
- i) **Tax Facility:** The Shareholders who have updated their BO ID and submitted their 12-digit e-TIN to concerned DP house and share department (in case of folio) before Record Date, their tax will be deducted 10% from his cash dividend otherwise 15% (in case of individual).
- j) **Margin Client:** Merchant Banks and Depository Participant (DPs) are requested to e-mail the soft copy of their margin clients based on said Record Date (in MS Excel format) within June 23, 2022 to the e-mail: share@phoenixinsurance.com.bd for facilitating payment of cash dividend.
- k) **Contact any other quarry:** The Shareholders may contact to the Mobile No. 01715-391503 for any IT related guidance in accessing the virtual meeting and Mobile No. 01715-400333 for share related issue.

Overview of Phoenix Insurance Co. Ltd.

HISTORY OF THE PICL

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

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

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

VALUES OF THE PICL

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

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

FOCUSED ON VALUE SUSTAINMENT

We believe that sustainable growth for a company is important to achieve the target. To

achieve the target a deep-rooted commitment and dedicated-proactive actions required where positive actions, choice freedom and fairness is expected. Our sustained focus on transformation has enabled us to reinforce our techno commercial capabilities, thus enabling us to contribute enhanced value in the hands of our stakeholders. We are confident that we will continue our growth in the future.

Phoenix Insurance is incorporated and listed in the Stock Exchanges with capable management team. We make best quality and regulatory-compliant service that meet the diverse choices of our customers through our integrated spans from 'risk coverage negotiation to customer satisfaction'. Since our inception 35 years ago, Phoenix Insurance is committed to the stakeholders in its sustainable journey. Our intention is to develop world-class leadership in the company.

SERVICES OF THE PICL

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

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

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

comprehensive customer satisfaction in every moment.

ATTITUDE OF THE PICL

As a public listed Company, Phoenix Insurance is aware of the importance of standard integrity, along with maintaining community responsibilities. Responsibility is integral to our strategy, and we try to meet-up necessity where required around the country.

AA

PICL DEALINGS OF THE AROUND THE COUNTRY

Phoenix Insurance is one of leading General Insurance Companies of Bangladesh. It has a network of 31 branches at all important places throughout Bangladesh, and it employs a full-time trusted and talented workforce of 272 employees, their service delivery ensures that this company remains a valued brand. Phoenix Insurance Company Ltd. is a stable company because of its' steady financial and operating performance, as well as its' consistent fundamentals. The Company's Claim Paying Ability Rating is AA.

STRENGTH OF THE PICL

Since its establishment, Phoenix Insurance has insured the Bangladeshi customers successfully for 35 years and has progressed smoothly and steadily. At the end of 2021, the paid-up capital was raised at Tk.40.34 crores and Reserves Fund stood at Tk. 120.54 crores. The Investment figure of the company was Tk. 75.30 cores, and the total assets were calculated at Tk. 239.38 crores.

Company's Information's

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

NAME OF THE COMPANY:
Phoenix Insurance Company Limited

LEGAL SHAPE:
Public Limited Company

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

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

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

AUTHORIZED CAPITAL:
Tk. 100.00 crore

PAID-UP CAPITAL:
Tk.40,34,15,720.00
(31st December 2021)

SHAREHOLDING STRUCTURE:

Type of Shareholders	No. of shareholders	No. of shares	% of paid up capital
Sponsor/Director	15	1,45,34,860	36.02
General Public (Institutions)	130	25,34,354	6.29
General Public (Individuals)	5000	2,32,72,358	57.69
Total	5145	4,03,41,572	100

REGISTERED OFFICE:

Purbani Annex Building (1st Floor),
1/A, Dilkusha Commercial Area,
Dhaka-1000, Bangladesh.
G.P.O Box No.3647

Phone & Fax:

Phone: 880-2-223383609-12 (PABX)
Fax: 880-2-223383576
Hotline: 01798-543613

Mail & Web-site:

mail@phoenixinsurance.com.bd
Web site: www.phoenixinsurance.com.bd.

NATURE OF BUSINESS:

All kinds of Non-Life Insurance Business

LISTING STATUS: Listing Date

DSE: 4th December 1994

CSE: 4th December 1994

CLOSING MARKET PRICE on 31 December, 2021



MARKET CATEGORY:

A

Category

TAX PAYER'S IDENTIFICATION
NUMBER (TIN):
441630329224

VAT REGISTRATION
NUMBER:
000000981-0202

CREDIT RATING
INFORMATION:

AA

AUDITORS:
Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

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

TAX CONSULTANT:
Mr. Khokan Chandra Baidya

CHAIRMAN OF THE COMPANY:
Mohammed Shoeb

CHIEF EXECUTIVE OFFICER (CEO):
Md. Jamirul Islam

COMPANY SECRETARY:
Md. Rafiqur Rahman

CHIEF FINANCIAL OFFICER (CFO):
Md. Jahurul Islam

NUMBER OF EMPLOYEES:

**272**

NUMBER OF BRANCHES:

**31**

NUMBER OF SHAREHOLDERS:

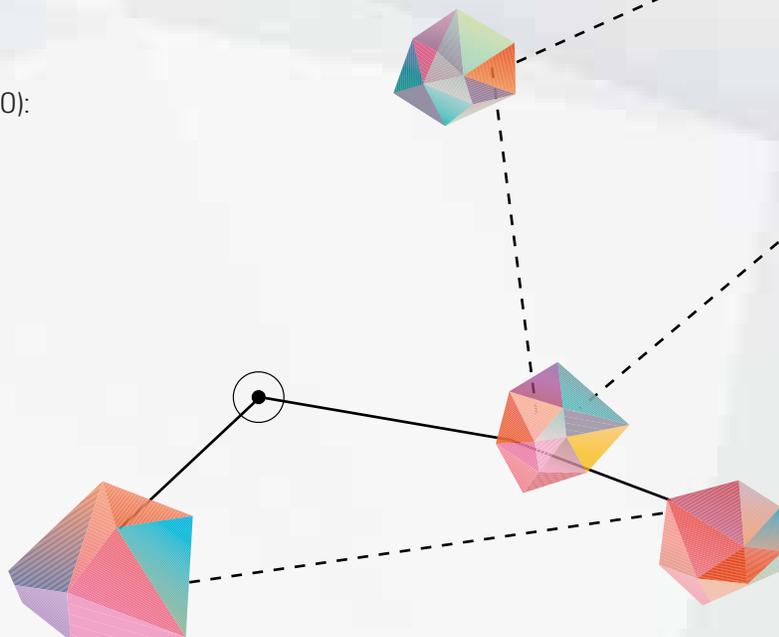
**5,145**

PRINCIPAL BANKERS:

The City Bank Limited
Dutch Bangla Bank Ltd.
Mercantile Bank Ltd.

MEMBERS:

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



Successful days of the Company

1986

Incorporation of the Company
27 November, 1986

Obtained Certificate for
Commencement of Business
01 December, 1986

Registered with the
Department of Insurance
04 December, 1986

Prospectus
issued for public
floatation of shares
28 July, 1994

Listing with Dhaka
Stock Exchange Ltd.
04 December, 1994

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

1994

First dividend declared
21 April, 1990

1990

Issuance of first bonus shares
01 July, 2003

2003

2004 Agreement sign with CDBL
27 December, 2004

2005 Start of demat settlement
15 January, 2005

TOP
INSURANCE
BROKERS

2010

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

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

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

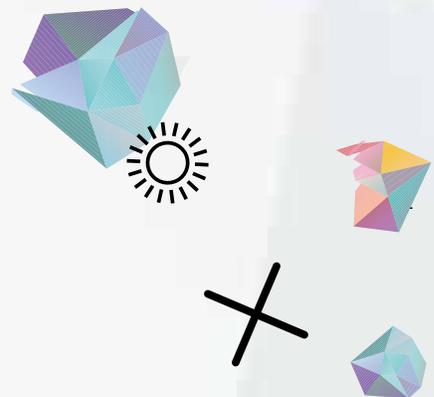
Share price of
first trading

Taka **440.00**

Message

22-24 Chairman Message

25-27 Managing Director & CEO Message





Chairman's Message

“We will continue to strive for sustainable growth while providing exceptional services to our clients”

Dear Fellow Shareholders,

I sincerely and warmly welcome the shareholders and others to this 36th Annual General Meeting on behalf of the Board of Directors of Phoenix Insurance Company Limited. Marked by historic upheaval and tragedy, devastating loss and suffering, economic volatility and turmoil for pandemic COVID-19 presented uncountable challenges. Actually, the pandemic was started from 2020 and was continued throughout the year 2021. Phoenix family around the country faces the challenges of our customers, the communities and maintained the service properly.

I feel proud to present the Annual Report and financial statements of your company for the year ended 31st December 2021. With the guidance of the valued shareholders and cooperation of the Board of Directors, the experienced management team has been able to maintain the growth of the Company during the year 2021 and I express my gratitude to the Almighty Allah for being able to present the success of the Company.

Our journey began in 1986, continues today with the same enthusiasm and determination. Throughout the past period, the Company has adhered to the policy established by the Board of Directors in conducting the business with integrity, transparency, and commitment to achieve the Company's goals under the vision “is to be an innovative, profitable customer-oriented insurance enterprise with a national focus.”

Mohammed Shoeb, Chairman

Performance and activities

During 2021 our business performance has slightly improved by a significant decline in the last year for the pandemic. We maintained our financial strength during the year thanks to our management framework. The Gross Premium figure have increased almost 4% and underwriting profit also increased 17%. The Reserve Fund build up at Tk.120,54,56,626/- registering 3% growth over the last year's position and the Investment figure of the company stood at Tk.75,30,01,939/-. It is surely indicated that your Company is a sustainable financial growth to cope with the challenges in days to come.

During this year, we took decisive action to evolve our business. We look after the development of the manpower and service for the customers. We became closer to our customers to ensure the coverage of risk more efficiently. As a result, customers are feeling confident to work with comfortably.

We remain focused on addressing the needs of our shareholders and investors. We have continued to improve the transparency and clarity of our financial reporting and disclosures, making it easier to understand our performance, strategy and progress. We reviewed the investment policy regularly to ensure the financial strength of the company for maintaining good ratings.

Responsibility and contribution

The Board do believe that Shareholders guidance, advice and client's satisfaction plays a key role to success of the Company. We are aware about our responsibility and make sure the returns to the interest of the shareholders. During the year, the Board has decided to allocate 15% cash dividend of your investment in the company.

Phoenix Insurance Company Ltd. also careful about the development of the country. To ensure responsibility during the year, we made payment of Tk. 2,72,36,712/- as an advance tax, VAT & Others and made tax provision of Tk. 94,75,015/-, which represents our partnership to the economic development of the country.

Ensuring our strength and sustainability

Phoenix Insurance; last 35th successful years in business, we remain focused on the long-term future and sustainability of the company. At the heart of our forward planning is a determination to deliver on our promises to our stakeholders, including employees, customers, shareholders, and the communities in which we live and work.

You know that Phoenix Insurance is always aware about the corporate governance. We believe the good governance has built up the Company's Core Values and Code of Conducts of Insurance business. The rules and practices governed by the managers and shareholders as well as stakeholders in order to ensure the transparency, fairness, and accountability. We endeavor to strike and to deliver the highest governing standards for the benefit of its stakeholders and In-Sha-Allah we will continue our effort.

Looking ahead with confidence

Just as we have in previous times of crisis, Phoenix Insurance withstood many challenges that came our way in 2021. We did this while identifying and embracing new opportunities. We took new and meaningful steps to support our employees, customers and the communities in which we live and work around the country. Moreover, we reaffirmed and reinvigorated our long-standing commitment to drive social progress and help more people achieve financial security.

As we look ahead, we're excited to build upon the initiatives we have already taken to significantly transform the company into a higher growth, less market sensitive, more business. In addition, we will strengthen our commitment to enhance our customers' experience, to support communities around the country and to advance our work on racial equity.

Thanks, with gratitude

Finally, I would like to take this opportunity to express my sincere thanks and gratitude to the Govt. of Bangladesh, Insurance Development & Regulatory Authority, Bangladesh Securities and Exchange Commission, DSE, CSE, overseas re-insurers, different agencies, other Regulatory Bodies, Shareholders, Valued Clients and members of the Board for their continued support, guidance and cooperation. I would also like to record my thanks to the employees of the Insurance for their services.

We look forward to continuing our progress and our ongoing dialogue with you, together with all of Phoenix Insurance valued stakeholders.

Thanks, and best regards



Mohammad Shoeb
Chairman



Managing Director & CEO Message

COVID has had a major impact on societies and economies around the world, greatly accelerating changes to our values and the way we work and live, and has had a great impact on the business of the Company. This year has seen the company face many new risks and opportunities due to such changes to society and human behavior. In order for the Company to achieve sustainable growth and enhanced corporate value, we must make sure to implement business structure reforms from the perspective of these risks and opportunities.

Md. Jamirul Islam, MD & CEO

BismillahirRahmanir Rahim

AssalamuAlaikum

Dear Shareholders,

With the blessing of Allah, the Almighty, and the wise guidelines of the Board of Directors and convey sincere thanks for the unconditional support of our stakeholder, customers, business partners to develop the Phoenix Insurance company Ltd. (PICL) in this untraditional situation of the worldwide pandemic covid crises. During the year 2021, the Company has met many of the strategic targets it had set for itself, many of which have to do with business growth, process improvements and ensuring seamless customer experience. The Company has progressed in the prevailing competitive market with initiatives focused on high quality products that meet the need of time of our customers which has laid the foundation for future growth.

The year ahead unfolds new challenges and avenues to explore which we are looking forward to embrace as the trusted partner of choice. It has been a financially challenging year for achieving the business as well as minimizes the business procurement cost of the company. Business management cost is increasing due to various reasons which have affected the earning of the company. We have built a business model based on a competitive product proposition, quality customer service and a strong distribution network. With extensive use of technology and committed team of employees, we strive to be the preferred choice of customers seeking strong security protection for their valuable assets.

Due to the onset of the Covid Pandemic and with the enforced lockdowns worldwide, the

year 2020 was full of challenges and unprecedented pressures, locally as well as in the global economy. Thankfully, the year 2021 has been the road to recovery from these setbacks of the previous year. While the pandemic period has brought great loss, it has also shone a bright light on our resilience as a community. As we close out this financial year, we are proud of our Company for responding to all challenges head on and with a 'can-do' spirit, strongly focusing on the well-being of our stakeholders. With the grace of Allah Almighty, the Company has achieved a net revenue of BDT 38,03,17,206 (2020: BDT. 33,78,72,934) and net profitability of BDT. 11,69,26,825 during the year 2021. We continue to be upbeat about similarly positive results in the year 2022. Some of our key performance indicators for the year under review are:

1. The Gross Written Premium is Tk. 67,09,32,040/-.
2. The company continues to be one of the most profitable insurers in the industry with a Profit after Tax of Tk. 8,87,88,843/-.
3. The Management expenses ratio is 62% for our prudent underwriting model and risk-based pricing.
4. The company maintained its credit rating is AA awarded by CRISL for the year-2021, which signifies the good claims paying ability.

Our growth strategy is predominantly based on our commitment to our stakeholders and in maximizing value for the shareholders. The Company has always strived for and has maintained high corporate standards and has maintained strict compliance with laws and regulations. We boast an ethical and diverse culture because we have leaders

who set a clear and compelling direction and engage employees who go the extra mile for the organization. We strive to build an inclusive organization, addressing gender disparities and ensuring equal opportunities to all employees alike to fulfill their career aspirations and professional goals. All of this is achieved with the help of a systematic hierarchy that enables two-way communications, programs that recognize high performance, and extensive trainings to develop and turn workers into champions and in turn, these champions into leaders. This continuous development coupled with compensation and benefits, comprising almost half of all operating expenses, show that we highly value our employees. The Company has comprehensively promoted its talent development strategy, enhanced the skills of employees through continuous training and development, stimulated the potential and creativity of all employees, and thereby realized the mutual growth and progress of its staff.

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

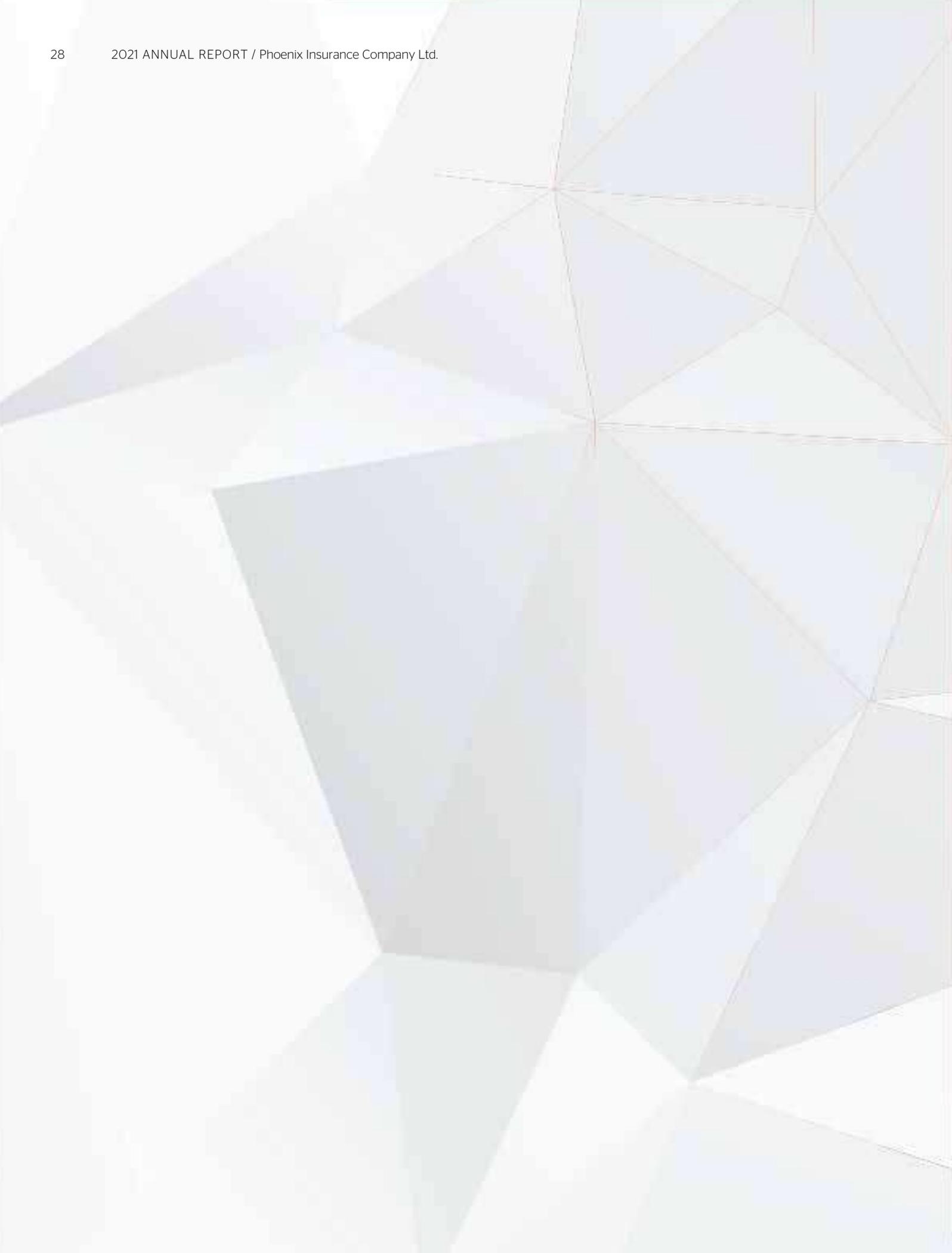
Technology and digitalization continue to be instrumental in changing the way of the industry functions with all the players in the ecosystem working towards digitization not only the processes or distribution networks, but also aspects like product and service offerings. What remains a major challenge is the price war that continues to have an adverse impact on the industry's profitability and combined ratio.

I would like to express my sincere thanks and profound gratitude to stakeholders, our valued shareholders, clients, all regulatory bodies including the Insurance Development & Regulatory Authority (IDRA), Local & abroad Reinsurers, Bangladesh Insurance Association, Bangladesh Insurance Academy, Bankers and the team of Phoenix family and the Chairman along with his honorable board of Directors who have contributed immensely in achieving the goal of the Company.

Thank you all.

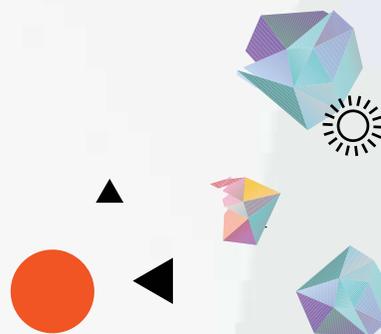


Md. Jamirul Islam
Managing Director &
Chief Executive Officer



Organization Overview & External Environment

30	Vision and Mission
31	Our Core Values
32-33	Code of Conduct
34-35	Our Principles, Culture & Ethics



Vision

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

Mission

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



Core Values

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

Teamwork

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

Respect

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

Accountability

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

Integrity

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

Innovation

We are creative in delivering value to our fellow associates, customers, shareholders and community. We anticipate change and capitalize on the many opportunities that arise.

Commitment

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

Efficiency

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

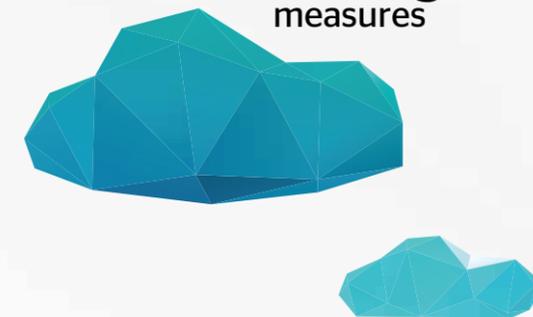
Customer oriented focus

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

Community

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

Strategic measures



- 1. Business model optimisation**
- 2. Ensuring future viability**
- 3. Organisation and co-operation**

Code of Conduct



Standard of Conduct

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

Obeying the Law

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

Employees

- Company is committed to create the working environment where there is mutual trust and respect and everyone feels the responsibility for the improved performance and reputation of the Company.
- It recruits, employs and rewards employees purely on merit and on the basis of the qualification, experience and abilities needed for the work to be performed
- It is committed to provide safe, healthy and pleasant working environment to all employees. Company will not use any form of forced, compulsory or child labor.
- It is committed to work with employees to develop and enhance each individual's skills and capabilities, provide training to groom them on the basis of their Training Needs Assessment analysis.
- It respects the dignity of employees and the right of individual to express freely.
- Company maintains good communication link with employees through Company based information and consultation procedures.

Insured

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

Shareholders

Company will conduct its operations in accordance with principles of good corporate governance. It will provide

timely, regular and reliable information on its activities, structure, financial situation and performance to all the shareholders.

Business Partners

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

Community Involvement

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

Public Activities

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

The Environment

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

Competition

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

Business Integrity

- Company does not give or receive, whether directly or indirectly, bribe or other improper advantages for business or financial gains. No employee may offer, give or receive any gift or payment, which is, or may be construed as being, a bribe. Any demand for, or offer of, a bribe must be rejected immediately and reported to the management.
- Its accounting records and supporting documents must accurately describe and reflect the nature of the underlying transactions transparently. No undisclosed or unrecorded account, fund or asset will be established or maintained.

Use of Company assets

All employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation.

Confidentiality

Employees must maintain the confidentiality of the business information entrusted to them, except when disclosure is authorized. Business information includes information that might be harmful to the Company or its customers if disclosed. It also includes information that suppliers and customers have entrusted to the Company. The obligation to preserve confidential information continues even after employment ends.

Equal Employment opportunity

At Phoenix Insurance equal opportunities are given to all employees without any discrimination of the basis of age, race, ethnicity, religion and gender and these characteristics are not the bases of any employment decision.

Conflict of Interest

A conflict can arise when an employee takes actions or has interests that may make it difficult to perform his or her work for the Company, objectively and effectively. Conflicts of interest may also arise when an employee or members of his or her family, receives personal benefits as a result of his or her position at the Company.

- An employee has a prime responsibility to the company and is expected to avoid any activity that could interfere with that responsibility.
- The Company purchases equipment, material and service for various aspects of its operations. The employees are forbidden from holding any personal financial interest, directly or indirectly in any deal of supplying goods or services to the Company.
- Employees should not engage in any outside business or activity that might interfere with their duties and responsibilities to the Company.
- Any conflict of interest should be reported to the respective line manager.

External Communication & Media Relations

At PICL all employees should report to the Marketing Department and take written approval for any contact with media or writing any type of article which represent or misrepresent the company position in any mean, Chairman, CEO, CFO and Company Secretary or employee nominated by CEO are authorized contact media.

Use of Personal Devices at Work

Employees are only allowed to use their personal devices such as cell phones and laptops for business purposes such as attending business call. Personal should only be attended when it's unavoidable.

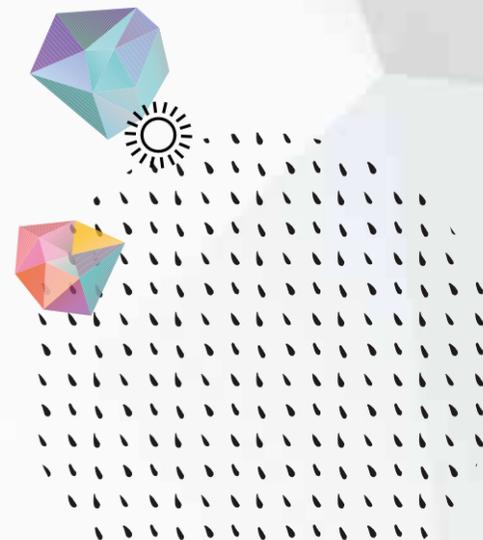
Compliance-Monitoring-Reporting

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



Our principles

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



Our Culture

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

In Phoenix Insurance, focus on mission, vision, values and strategic objective play a pivotal role to build a healthy culture in the Company. The "Code of Conduct" of the Company provides the basic structure and guidance to the employees in order to nourish a better culture in the Company. Pre-defined policies and procedures guide the employees and give them a sense of direction at the workplace and therefore every individual is clear about his/her role and responsibilities in the organization and fully equipped to accomplish the tasks effectively and efficiently.

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

Our Ethics

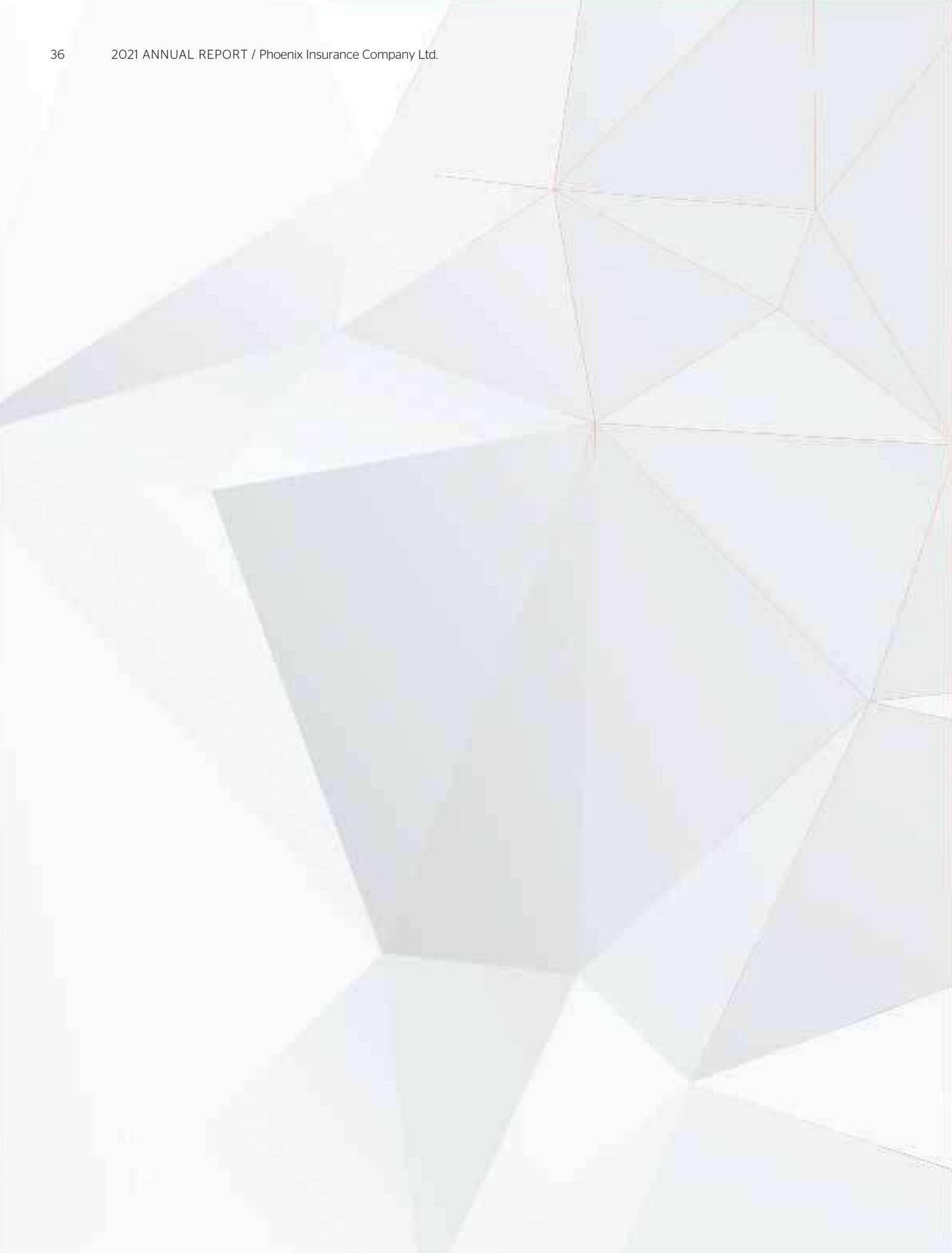
Organizational ethics are the principles and standards by which businesses operate. They are best demonstrated through acts of fairness, ingenuousness, trustworthiness, compassion, integrity, honor, honesty and responsibility. It reflects how an organization responds to internal or external incentives.

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

The "Code of Conduct" of the Company is considered "Rule Book" for the organizational ethics which is adhering by all employees of the Company. Furthermore, a long working history of the organization carries certain standards which are implied in working environment of the Company and are practiced with full strength. These implied rules are as follows:

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





Strategic Review & Stakeholders Engagement, etc.

38	Strategic Objectives
38	Strategies in place to achieve our strategic objectives
38	Strategy to Manage Liquidity and Repayment of Debts
39	Grievance Function
39	Engagement with stakeholders
40	Whistle Blowing Mechanisms
40	Implementing Governance Practices exceeding legal requirements
40	Initiatives for Promoting and Enabling Innovation
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40	Significant Changes from Last Year



Strategic Objectives

Short, medium and long-term objectives to meet the Company's vision and mission statement are as follow:

Short term	<ol style="list-style-type: none"> 1. Utilize technology to enhance productivity, reduce operational cost and ensure risk mitigation while being fully compliant with laws and regulations. 2. Focus on improving technical profits. 3. To increase our market reach through product innovation to meet the changing needs of the customers. 4. Our strategy for 2022 is designed to deliver sustainable, profitable growth in a changing and competitive business environment in order to maintain leading position in the industry. It builds on our strengths. It places customers and their needs at the center of our business.
Medium term	<ol style="list-style-type: none"> 1. Continuous technological advancement to maintain our strong market position and increase shareholders' wealth 2. Focus on developing the non-traditional products and increasing market share from Micro Insurance operations 3. Adding value to our stakeholders' relationship 4. To take PICL to the greater height, we are focusing more closely on the markets and customers' segments where we have competitive edge, where we can offer superior value proposition to our customers.
Long term	<ol style="list-style-type: none"> 1. To lead the insurance industry by providing outstanding customer service and maximizing the long-term value for the shareholders. 2. Increase our geographical presence and market share around the country. 3. We continue to invest in our people and systems and processes to better understand our customers' needs, serve them in the way they require, increase collaboration and improve efficiency. 4. To act the honesty and integrity of the dealings a transparent rule is maintained in the Company.

Strategies in place to achieve our strategic objectives:

Being one of the leading insurance companies, we have a massive responsibility towards our customers, and we strive to meet the changing needs of our customers by utilizing our digital infrastructure and capabilities to provide them seamless experience. We make sure that we evaluate the risk factors efficiently and come up with innovative solutions to mitigate risk. We have highly trained and dedicated employees who continuously work towards delivering the best value to our customers.

We believe there is always a room for improvement and we keep looking for areas to improve. We practice the highest standards of corporate governance and abide by all the laws and regulations of the country that we operate in. We will continue to build healthy relationships with all our stakeholders.

We believe in setting a high benchmark in the insurance industry and maintain our position as a market leader. We remain focused on achieving long term sustainable growth and maximize value for our shareholders. We will continue to make positive contributions to our community and strengthen our presence.

Strategy to Manage Liquidity and Repayment of Debts

Liquidity refers to the ability of an organization to fulfil its short-term liabilities when they become due. Managing liquidity is important as even the profitable organizations may find it difficult to run their operations smoothly in absence of adequate funds or liquid assets. The key element of the Company's liquidity management strategy is to maintain sufficient liquid assets to meet its claims and other liabilities. Liquidity requirements are kept into consideration while making investment decisions. Bank

balance maintained with high rated scheduled banks amounts to Tk 52,80,66,934 during the year whereas last year it was Tk 46,47,39,170.

The Company is required to make repayment of dues & other amounting to Tk 300,000 in the year 2022. The management foresees those operations and investments of the Company would generate sufficient income/funds to easily meet the repayment of the liability. Liquidity position is closely monitored on routine basis under the supervision of the Chief Financial Officer.

Grievance Function

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

Under the "Grievance Function", complaints/grievance of the policyholders are received by the designated staff in writing or over phone call of the Company. Afterwards, relevant staff resolves these complaints/grievances within the stipulated time and act according to the requirements of the Code. In order to make "Grievance Function" more effective and efficient, "Underwriting department" comprising senior management, oversees its activities on regular basis and provides the guidance and assistance accordingly.

Engagement with Stakeholders

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

» Shareholders and Investors

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

The Company will also brief the shareholders on Company's performance in the year 2021 in Annual General Meeting to be held on 29th June, 2021.

» Customers

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

» Suppliers and Service providers

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

» Financial Institutions

The Company works with major Banks and other financial institutions in partnership to provide better services to the customers and to increase Company's financial strength. The Company interacts with all partner institutions continuously to explore avenues of growth and investments. The collaboration with the banks is also focused on improvement in banking and insurance services provided by both the counter parties.

» Media

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

» Regulatory bodies

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

» Analysts

The Company communicates with credit rating agencies on regular basis to secure the rating as required by the law. The Company also interacts with one of the oldest and most authoritative rating agency CRISEL for its rating. The Company also encourages business schools and research

houses to conduct research on insurance sector and also disseminate their analysis through various publications.

» Employees

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

Whistle Blowing Mechanism

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

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

Implementing Governance Practices exceeding legal requirements

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

Being an Insurance Company, the responsibility with respect to abiding laws and regulations is become two-fold as society in general and particularly being insurer put their trusts on the Company for covering their risks which threatens their valuable assets. Therefore, the Company is

supposed to act with responsibility in respect of all laws and regulation so that it can play an efficient role when any loss arises to the people whose assets are under its insurance service coverage. In the Company, particularly the Compliance Officers and generally all the departmental heads are fully aware with the latest applicable laws and relevant regulations.

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

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

Initiatives for Promoting and Enabling Innovation

Phoenix Insurance has embedded innovation in its strategic objectives and encourages the innovation throughout the organization. The Company has developed a centralized structure for innovation and has formed a 'Insurtech and Innovation Group'. The Insurtech and Innovation Group is working under the supervision of the Management Committee and comprises of members from various functions. The objective of the Group is not only to develop Insurtech products but also develop brand new products, processes, and new ideas, or to approach existing products, processes, and ideas in new ways.

Further, new ways of thinking in order to design better solutions, services and solve the current problems is also encouraged and deliberated at the forum of our Insurtech and Innovation Group.

Significant Plans and Decisions

Significant plans that are in-line with our mission & vision include the following:

1. Expansion & Growth in our existing portfolio.
2. Focus on product market including Cattle, Motor, Travel & Agricultural products
3. Develop Micro insurance business around the country
4. Product development with the help of digital technologies

Significant Changes from Last Year

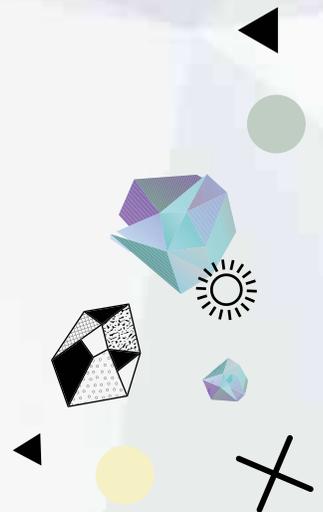
There were no significant structural changes during the year.



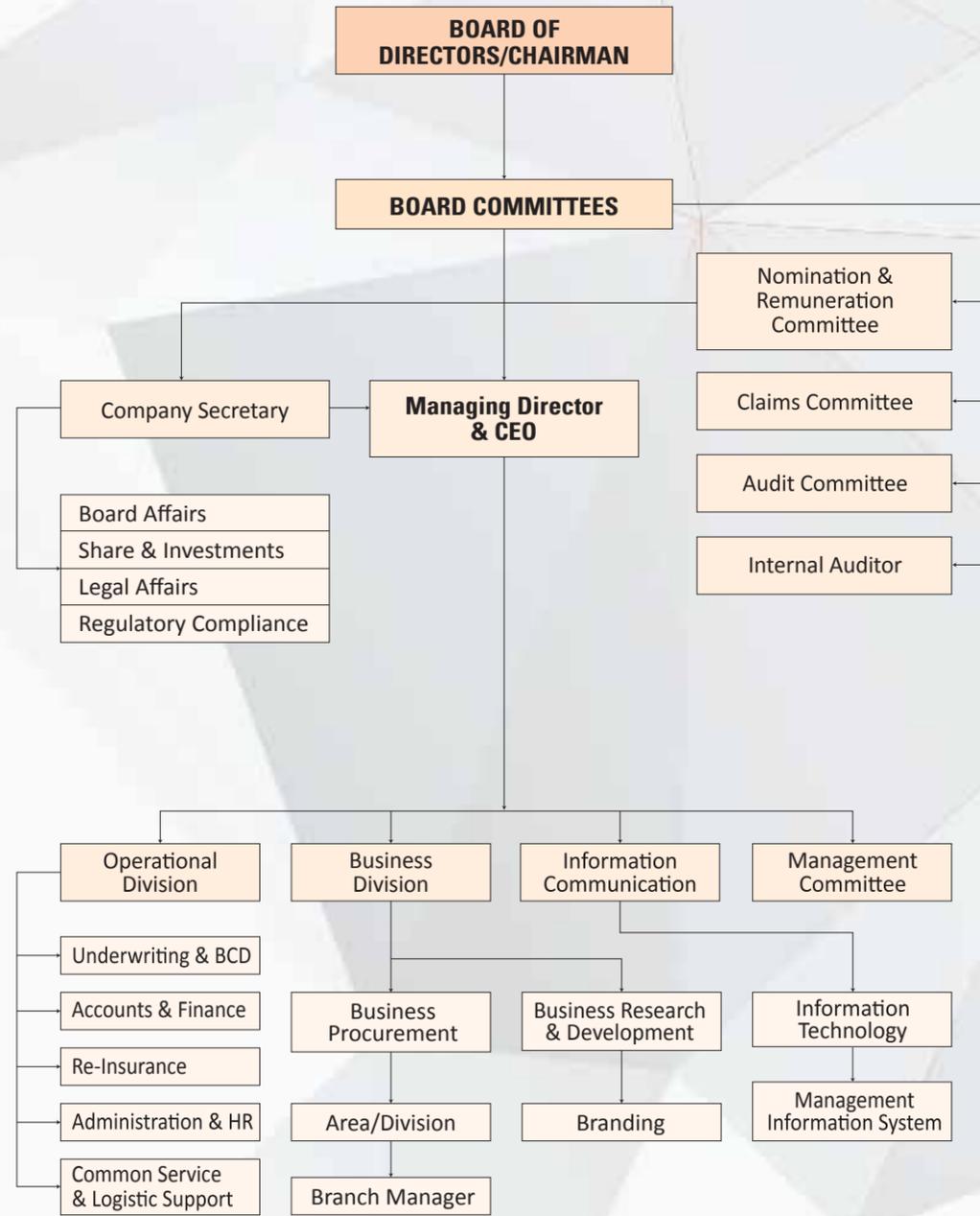
Organogram & Company's Products and Services

42 Company's Organogram

43-46 Company's Products and Services



Organogram



Company's Products & Services



Service details

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

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

Fire Insurance:

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

The following types of policies are issued under Fire department:

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

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

1. Riot and Strike damage
2. Earthquake (fire and Shock) damage
3. Explosion damage
4. Impact damage
5. Aircraft damage
6. Cyclone, Storm, Hurricane, Tornado, Flood and Land slide or Rock slide



Marine Insurance:

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

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

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

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

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

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

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

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

Motor Insurance:

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

Comprehensive Risks Policy issued under Motor department:

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

Engineering Insurance:

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

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

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

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

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

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

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

Boiler and Pressure Vessel Insurance: Boiler explosion is covered.

Miscellaneous Insurance:

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

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

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

Aviation Insurance:

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



Miscellaneous insurance also included the following insurance coverage:

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

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

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

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

Earthquake Insurance:

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

Riot and strike Damage Insurance:

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

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

Overseas Mediclaim Insurance:

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

Corporate Directory

Board of Directors'

- **Chairman**
Mohammed Shoeb
- **Directors**
Mazharul Haque
Sadia Anjum Siddiqui
Manzoorul Haque
Rokshana Begum
Sadaf Shamsad Haque
Mohammed Haider Ali
M. A. Majid
Dr. Sharmin Sultana
Nominated - Pakiza Textile Ltd.
Fabiana Aziz
Nominated - Danish Milk (BD) Ltd.
- **Independent Directors**
Nabiha Yesmeen
Md. Faizur Rahman
- **Managing Director & CEO**
Md. Jamirul Islam
- **Company Secretary**
Md. Rafiqur Rahman



←
MOHAMMED SHOEB
Chairman



→
MAZHARUL HAQUE
Director



←
SADIA ANJUM SIDDIQUI
Director



→
SADAF SHAMSAD HAQUE
Director

→
Board of Directors'



←
MANZOORUL HAQUE
Director



←
MOHAMMED HAIDER ALI
Director



←
DR. SHARMIN SULTANA
Director
Nominated Pakiza Textile Ltd.



←
FABIANA AZIZ
Director
Nominated Danish Milk (BD) Ltd.

→
Board of Directors'



↑
M. A. MAJID
Director

↓
ROKSHANA BEGUM
Director



↑
MD. FAIZUR RAHMAN
Independent Director

↓
NABIHA YESMEEN
Independent Director



↑
MD. JAMIRUL ISLAM
Managing Director &
CEO

Directors' Profile

MOHAMMED SHOEB

Chairman

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

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

Phoenix Spinning Mills, Phoenix Textiles Mills, Rangdhanu Spinning Mills and Appolloispat Complex Ltd.

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

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

MAZHARUL HAQUE

Director

Mr. Mazharul Haque is an entrepreneur and the proprietor of Eastern Foundry & Re-rolling Mills Ltd., Hotel Al-Hellal, LubabAirscape and Lubab Men's

Essentials. He is also a director of Phoenix Securities Ltd. He is the eldest son of Late Mr. Helaluddin, the famous contractor and builder of the National Mosque Baitul Mokarram in Dhaka. Mr. Haque associated with so many social and charitable institutions in the country and travelled many countries of the world.

MANZOORUL HAQUE

Director

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

MOHAMMED HAIDER ALI

Director

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

Directors'

Profile

MRS. ROKSHANA BEGUM Director

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

SADIA ANJUM SIDDIQUI Director

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

SADAF SHAMSAD HAQUE Director

Sadaf Haque is a tech entrepreneur with an MBA. Educated in the US, she has over a decade's experience serving a transnational client base in several internet technologies. She is the founder of "phyner", a web design & development startup, CEO of "hostodian", a managed Cloud and VPS hosting service provider, and is

currently ventured into developing a web application in healthcare. She joined the Company as a Director in the year 2008.

M. A. MAJID Director

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

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

DR. SHARMIN SULTANA Director

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

FABIANA AZIZ Director

Fabiana Aziz, Nominee Director of Danish Milk (BD) Ltd. and daughter of renowned businessman Mr. Aziz Al Mahmood owner of Partex Group of Industries. She completed Master of Arts (Marketing & Management) from The University of Westminster, United Kingdom (UK). She is also Director of Danish Condensed Milk (BD) Ltd., Danish Foods Ltd., Danish Milk (BD) Ltd., Danish Distribution Network Ltd., Danish Dairy Farm Ltd., Danish Multipurpose Ltd., Rubel Steel Mills Ltd., Partex Tissue Ltd., Fabiana Flower Mills Ltd., Geometric Business Development Ltd., Giovana Denim Ltd., and Nashrah Technology Ltd. She likes to travel and engaged with some social organization.

Directors’ Profile

MD. FAIZUR RAHMAN

Independent Director

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

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

In 1990, Noapara Traders purchased the raw materials of NPKS fertilizer and producing known as “Bengal MisraSar” at South Bengal Fertilizer Mills Ltd. producing international grade of NPKS fertilizers at Noapara. Mr. Rahman also designated as the 1st vice chairman of Bangladesh Fertilizer Association (BFA). Mr. Rahman also the Treasurer of Bangladesh Cement Manufacturers Association (BCMA). His also associated with pharmaceutical sector. He was awarded Business Excellence Awards - 2014, Singapore. And also received Sofol Khudro Uddyogta Somomanona

Podok – 2014. In 2017 he received the FOBANA Business power awarded Florida, North America.

NABIHA YASMEEN

Independent Director

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

MD. JAMIRUL ISLAM

Managing Director & CEO

Mr. Md. Jamirul Islam was born on December 02, 1964 in a renowned family from Gorchi in Chattogram Rowzan. Mr. Islam started his career with Phoenix Insurance Co. Ltd. as a Probationary Officer in early 1st January 1987 after obtaining Masters Degree from Dhaka University. During his 34 years’ service career he worked in various branches of Phoenix Insurance Co. Ltd. and contributed excellent support for the development of the company. Mr. Islam has been awarded several times for tremendous business performance of the company. His desire for learning combined with his intelligence has amazingly created him forward-looking. He is punctual in

his service and build up the confidence with the management and clients in the services rendered by him. In 2006, he promoted to the rank of Deputy Managing Director and became Additional Managing Director in 2010. He worked unremittingly to take the Insurance Company to its new height of excellence. In May 2011 he was elevated to the rank of Managing Director & CEO in recognition of his contribution to the Phoenix Insurance Company Ltd. by approval of the Insurance Development & Regulatory Authority (IDRA). In every aspect of his career by showing efficiency and determination he holds the most respective position in the insurance industry. His vast experience reflects on his great job that he had done all over the company, which found a prosperous future in this century of modernization. By this time Bangladesh Insurance Association selected him as a member of non-Life technical Sub-Committee to investigate into the alleged irregularities to bring discipline in the insurance market and avoid punitive action from Regulatory Authority. He is a member of the Bangladesh Insurance Executive Club. Mr. Islam has attended a good number of professional training courses, seminar, workshop etc. and also engaged with different social and cultural organizations. He likes to travel and regularly visit many countries. By this time, he visited USA, Malaysia, Thailand, India, Singapore, Bahrain, Qatar, Dubai, Nepal, Bhutan etc. for professional & personal purpose. In retrospect, the 56 years old has showed remarkable efficiency in discharging responsibilities he has shouldered from the beginning to till now.

Management Profile



LIEUTENANT GENERAL (RTD)
SAJJADUL HAQUE
Advisor



MD. MANIRUL ISLAM
Consultant



MD. RAFIQR RAHMAN
Deputy Managing Director &
Company Secretary



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



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



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



MD. MUSTAFA KAMAL
General Manager &
Head of IT Department



MD. MIZANUR RAHMAN
General Manager &
Head of Claims Department



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



MR. HABIBULLAH
Manager & Head of Internal
Audit Department

Management Profile

LIEUTENANT GENERAL (RTD) SAJJADUL HAQUE

Advisor
Born: 1964

Lieutenant General (Rtd) Sajjadul Haque joined the Phoenix Insurance Company Ltd. on 22.12.2021 as Advisor. Before joining Phoenix Insurance Company Ltd., he was in Bangladesh Army as Lieutenant General.

Mr. Sajjadul Haque was born on 1st December 1964. He was commissioned on 1st June 1984 in the infantry of Bangladesh Army. After commissioning he attended numerous professional courses, seminars, conferences, strategic dialogues etc. both at home and abroad representing Bangladesh and Bangladesh Army. He has the record of being the only officer of Bangladesh Army who stood first in both Army Staff Course and War Course.

Lt. General Sajjad Known to have been a strategist who was the first Bangladeshi Officer to be awarded with the coveted title of "Master Tactician" by the center of Army Tactics. USA.

Lt. General Sajjad is a graduate of Command and General Staff College, Leavenworth USA. He is also a graduate of Infantry School, MHOW India and Defence Services Command and Staff Collage and National defense Collage, Mirpur, Bangladesh. He also obtained different degrees from USA, India and Bangladesh.

Mr. Sajjad had a unique experience of providing leadership to run multiple business and financial enterprises as the Chairman "Sena Kalyan Sangstha" (SKS). He was also the Chairman of "Sena Kalyan Insurance Company Limited" (SKICL)

He visited several countries in connection with official duties and private visits and attended many International Seminars and Conferences. Due to his outstanding professional achievements and service to the nation, he is awarded with the medal "Oshadharon Seba Podok", "BishistoSebaPodok" and "Sena Utkorshota Podok".

MD. MANIRUL ISLAM

Consultant
Born: 1955

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

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

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

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

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

- Mutual Trust Bank Ltd. (MTBL)
- National Housing Finance &

Investment Ltd.

- IIDFC Ltd.
- IIDFC Securities Ltd.
- KAY & QUE (Bangladesh) Ltd.

Former Member:

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

Member:

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

MD. RAFIQUH RAHMAN

Deputy Managing Director
& Secretary
Born: 1969

Professional Experience

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

External Experience

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

Educational Background

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

Management Profile

MD. SHAFIKUR RAHMAN

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

Professional Experience

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

External Experience

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

Educational Background

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

S. M. JASHIM UDDIN AHAMMED

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

Professional Experience

Mr. S.M. Jashim Uddin Ahammed started his career with Grameen Bank (A Nobel prizewinner organization) as a Probationary Officer (Admn) at Head Office in 1985. He held Grameen Bank more than 13 years in different important positions as Area Manager, Program Officer, Unit Chief of Training & Special Program Unit, Evaluation & Monitory Unit, Audit Unit, Inter branch accounts unit in different area & Zonal Offices & Assistant Project Director of Southern Agricultural Project

(sister concern of Grameen Bank). In 2002 he joined Global Insurance Limited as Company Secretary & Head of Admn & HR, Common Services & PR department. During his 13 years' service in Global Insurance Ltd., he contributed excellent support for the development of the Co. Prior of this he worked with Hamko Group as Head of Admn & Secretary MD & CEO Secretariat & performed various important responsibility. Mr. Ahammed joined the Phoenix Insurance Company Ltd. in 2016 as General Manager & Head of HR & Administration Department. At present he holds the position of Senior General Manager of the Company.

External Experience

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

He awarded certificate for winning 1st United Nations General Knowledge competition, Co-ordinate 2(two) International Dialogue program in Grameen Bank where 23 countries delegates are participated, Organized & successfully completed Four Global Insurance Golf Cup Tournament at Army Golf Club, Two Global Insurance Table Tennis Tournament under Bangladesh Table Tennis Federation. Arranged two seminars on (i) "The Role of Insurance, Fire service & Public awareness, for Preventing Fire Loss". (ii) Road safety awareness: Role of Insurance & Traffic Department. Mr. Ahmed is a guest speaker of CSD Club International, Step-up foundation etc. He has edited many magazines, souvenir and periodicals. He participated in various professional training & courses namely Bangladesh Insurance Academy, DSE, BSEC, ICSB, British council, Grameen Trust, BIAC, Yoga Foundation, Tasauf Foundation, British American Language Institute Dhaka etc. He earned 37 years restless experience in HR, Admn & Secretarial dealing.

Educational Background

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

SUNIL KRISHNA SAHA

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

Professional Experience

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

External Experience

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

Educational Background

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

MD. MUSTAFA KAMAL

General Manager &
Head of IT Department
Born: 1971

Professional Experience

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

Management Profile

Now he is holding the rank of General Manager.

External Experience

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

In 2018 Mr. Kamal attended at a training program on PICT (The Program on Information and Communication Technology in Emerging Economics) in Japan arrange by AOTS (The Association for Overseas Technical Cooperation and Sustainable Partnership) funded by Japanese Government. In 2019 he has attended in a Conference held in Kolkata, India on 'Technology Senate Bangla' jointly organized by CTO Forum Bangladesh and India. He is associated with a good number of socio-cultural organizations.

Member

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

Educational Background

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

MD. MIZANUR RAHMAN

General Manager &
Head of Claims Department
Born: 1966

Professional Experience

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

External Experience

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

Educational Background

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

MD. JAHURUL ISLAM

Chief Financial Officer &
Assistant General Manager
Born: 1955

Professional Experience

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

External Experience

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

Educational background

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

MD. HABIBULLAH

Manager &
Head of Internal Audit Department
Born: 1962

Professional Experience

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

External Experience

Mr. Habibullah participated in various professional training such as "Internal Audit & Control Environment" under the Institute of Chartered Secretaries of Bangladesh (ICSB) and attend seminar of "Management of Health Insurance" under Bangladesh Insurance Academy. Mr. Habibullah has 29 years experience and successfully look after the department

Educational Background

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

Branch Management

District	Branch Name & Address	Head of Branch	Contact No.
Dhaka	Local Office 1/A, Dilkusha C/A (Ground Floor) Dhaka – 1000	Syed Shahadat Hossain Deputy Managing Director	223383609 223358841 01819- 213563
	Imamganj Branch 20, Imamganj (1st Floor), Dhaka	Abdullah Wadud Chowdhury Senior Manager	57313422, 57310163 07140-35918
	Motijheel Branch Al-Helal Building 186, Motijheel Circular Road Arambagh, Dhaka.	Syed Habibur Rahman General Manager	224401643, 224401642 01715-771414
	English Road Branch 10/3, English Road (2nd Floor), Dhaka.	Mohammad Ullah Assistant General Manager	57391111, 57392951 01819-412342
	B. B. Avenue Branch 21, B.B. Avenue (3rd Floor), Dhaka	Nahid Sultana Deputy General Manager	223385327, 223380565 01842-234474
	Mouchak Branch Rupayan Karim Tower Level-10-C,80 Kakrail, Dhaka	Syed Abdul Awal Deputy General Manager	48313636 01819-213565
	Bangshal Branch Gauchia Plaza (2nd Floor) Bangshal 219/220, Nawabpur Road, Dhaka.	Md. Shafiqul Alam Deputy Managing Director	223380522, 223384866 01819-213567
	Kawran Bazar Branch Unique Trade Centre (Level-11, Suite-4) 8, Panthapath, Kawran Bazar, Dhaka	Syed Shahed Alam Assistant General Manager	48115754 01819- 223092
	New Market Branch Shirin Mansion (2nd Floor) 34, Mirpur Road, Dhaka	Syed Akbar Ali Executive Director	58614993 01713-045536
	Islampur Branch Haji Abdul Awal Mansion 21, Haji Abdul Rashid Lane (2nd Floor) French Road, Naya Bazan, Bangshal Dhaka-1100	Md. Abdul Alim Assistant Manager	55104806 01715-282257
	Gulshan Branch Bsati Horizon, 8/B (Level-8) House-21 Road-17, Banani C/A Dhaka-1213	Md. Moktadur Rahman Assistant Manager	58811767, 58811737 01819-213568
Mirpur Branch 1/D, 9/35 (2nd Floor), Mirpur, Dhaka	Dulal Chandra Karmaker Deputy Manager	58055694 01711246686	

District	Branch Name & Address	Head of Branch	Contact No.
Dhaka	Sadarghat Branch 32/Ka, F K Bhaban (4th Floor) Johnson Road, Roy Shaheb More Sutrapur, Dhaka-1100	A.R. Mohd. Rafiqul Islam Assistant General Manager	47116599, 47122304 01819-245751, 01911-317437
	Chawk Bazar Branch 113/3, Nazim Uddin Road, (1st Floor) Chawkbazar, Dhaka	Md. Dalilur Rahman Manager	57300695 01819 213570
	Narayanganj Branch Jakir Super Market, 145 (5th Floor) Bangabandhu Road, Narayanganj	Md. Abu Taher Majumder Senior General Manager	7634656, 7630482 01819-239732
Chattogram	Agrabad Branch Makkah Madina Trade Center (4th floor), 78, Agrabad C/A Chattogram-4100	A.G.M. Showkat Hossain Executive Director	02333324931, 02333311258 02333311287, 01711-863121
	Khatunganj Branch 305, Khatunganj (1st Floor), Chattogram	Md. Omar Ferdouse General Manager	02333357836 Fax : 031 617836 01819 326680
Khulna	Khulna Branch Nizam Chamber (2nd Floor), 7, Old Jashore Road, Khulna.	Mohammad Kamrujjaman (C.C) Senior Manager	02477722714 01816419728
Jashore	Jashore Branch Dreamz Alauddin Tower 8, Gari Khana Road, Jashore	Shaikh Abdullah Al Miran Assistant Manager	0421 66087 01712-863541
Kushtia	Kushtia Branch 55/1, Lovely Housing, (5th Floor) 5F-2, N. S. Road, Kushtia	Md. Anisur Rahman Assistant General Manager	02477783586 01715 018451
Bogura	Bogura Branch Marina Complex (3rd Floor), Temple Road Satmatha, Bogura	Md. Tajul Islam Deputy Manager	051 63614-02589905492 01711-937047
Rangpur	Rangpur Branch Asir Building (1st Floor) 90, Station Road, Rangpur	Md. Abul Kashem Azad Assistant Manager	02589964612 01715-065278
Rajshahi	Rajshahi Branch Moni Chattar Shaheb Bazar, Rajshahi	S.M. Rasheduzzaman Assistant General Manager	02588854543 01715-002386
Pabna	Pabna Branch Traffic Point (2nd Floor) Abdul Hamid Road Pabna	S.M. Nurul Islam Deputy Manager	0731 65409 01712 930152

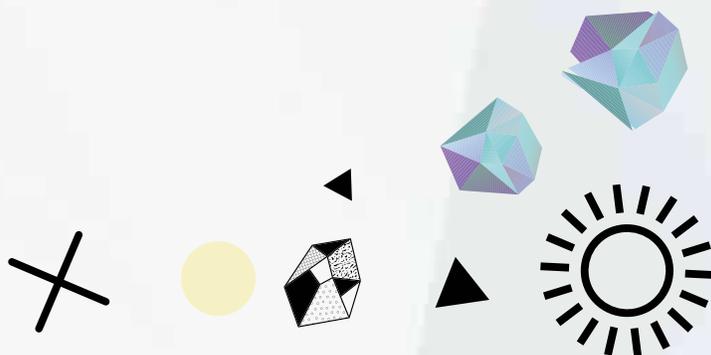
District	Branch Name & Address	Head of Branch	Contact No.
Dinajpur	Dinajpur Branch Basunia Patty, Dinajpur	Md. Asaduzzaman Deputy Manager	0531 65468 01715 672334
Madaripur	Madaripur Branch Amin Super Market (1st Floor) Puran Bazar, Madaripur	Md. Obaidur Rahman Deputy Manager	0661 55493 01720-296439
Sylhet	Sylhet Branch Modhuban Super Market (3rd Floor), Sylhet	Alok Shyam Senior Manager	02996635778 01717 019434
Cumilla	Cumilla Branch Khan Mansion, Holding No. 1/1, Chatipatty (2nd Floor), Cumilla	Md. Shah Alam Senior Manager	01765 016791
Mymensingh	Mymensingh Branch 24/1, Choto Bazar Mymensingh	Pankaj Paul Senior Principal Officer	01717785018
Barishal	Barishal Branch 45, Sadar Road Barishal	Golam Naser Chowdhury Principal Officer	02478864678 01942 540041
Chaumuhani	Chaumuhani Branch Shamsu Vila (3rd Floor), Bank Road, Chaumuhani Noakhali	Md. Monzural Hoque Bhuiyan Assistant General Manager	0321 51428 01819-184037



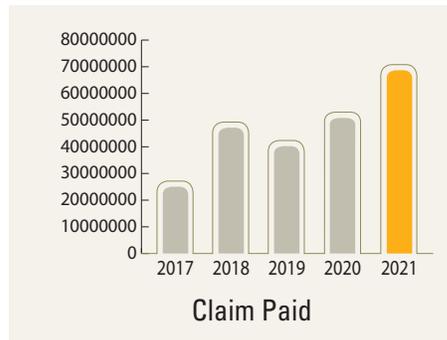
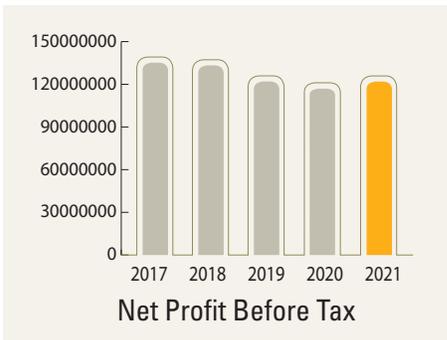
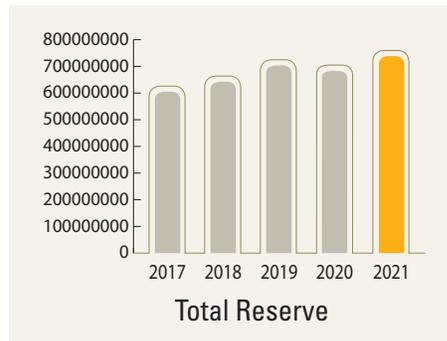
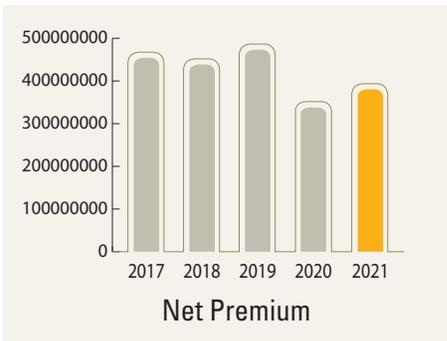
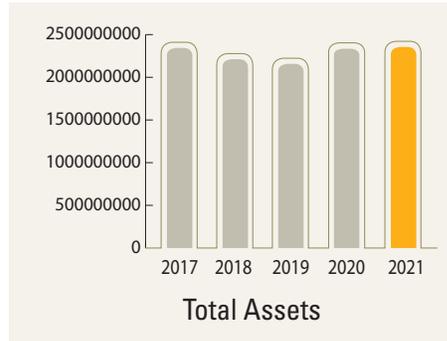
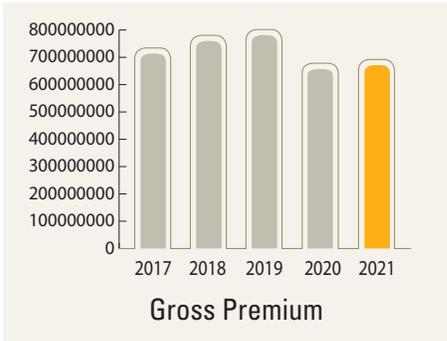
Branch Manager's along with MD & CEO of the Company.

Financial Position

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63	Five Years Financial Highlights
64	Value Added Statement
65	Contribution to the National Exchequer
66	Market Value Statement



Financial Graphs



5 Years Financial Highlights

Particulars	2017	2018	2019	2020	2021
Paid-up Capital	403,415,720	403,415,720	403,415,720	403,415,720	403,415,720
Gross Premium	713,048,761	759,346,053	780,575,102	646,130,830	670,932,040
Net Premium	454,203,546	438,545,553	473,269,540	337,872,934	380,317,206
Net Claim	25,027,314	47,156,672	40,235,243	50,788,967	68,687,352
Investment & Other Income	110,202,521	69,112,259	40,598,683	63,958,957	47,835,955
Underwriting Profit	46,504,199	81,754,998	97,496,996	87,348,438	102,447,508
Net Profit before tax	135,196,077	133,265,471	115,269,990	121,885,772	116,926,825
Total Assets	2,344,204,793	2,211,567,976	2,157,020,135	2,334,294,035	2,353,835,282
Total Reserves	604,848,910	642,495,250	703,543,526	682,660,092	738,207,922
Cash & Bank Balances	465,921,658	470,123,276	433,734,990	464,739,170	528,066,934
Investment	898,539,681	713,947,976	581,554,148	717,182,772	753,001,939
Book value per Share (Tk.10/- each)	39.85	37.01	34.88	39.10	39.90
Earning per Share (EPS) Tk.10/- each	2.78	2.56	2.31	2.33	2.20
Dividend (Cash)	16%	12%	12%	15%	15%
Shareholders' Equity (Tk.10/- each)	39.85	37.01	34.88	39.10	39.90
Number of Employees	300	290	281	276	272

Value Added Statement

For the year ended 31st December 2021

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

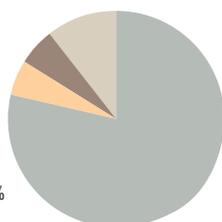
VALUE ADDED STATEMENT

For the year ended 31, December 2021

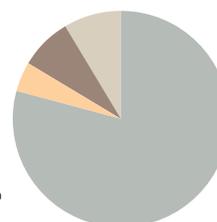
Figure in Million (BDT)

Sl. No.	Value Added Particulars	2021		2020		Increased / (Decreased) in 2021	%
		Amount	%	Amount	%		
01	Gross Premium	670.93	78.62	646.13	79.27	24.80	3.84
02	VAT, Stamp Duty & Source Taxes	46.39	5.44	36.40	4.47	9.99	27.45
03	Investment & Others Income	47.84	5.61	63.96	7.85	(16.12)	(25.20)
04	Re-Insurance Commission Earned	88.26	10.34	68.58	8.41	19.68	28.70
Total Value Added during the year		853.42	100.00	815.07	100.00	38.35	4.71

Value Added Statement 2021



Value Added Statement 2020



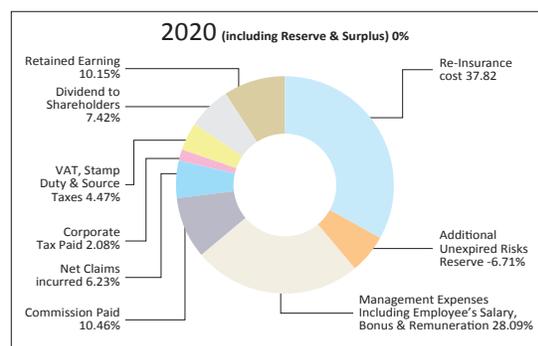
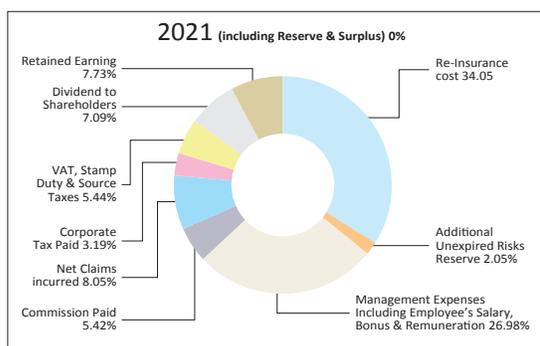
APPLICATION OF THE FUND

For the year ended 31, December 2021

Figure in Million (BDT)

Sl. No.	Value Added Contribution to / Application of the Value Added Particulars	2021		2020		Increased / (Decreased) in 2021	%
		Amount	%	Amount	%		
A. Employees & Others							
	Re- Insurance Cost	290.61	34.05	308.26	37.82	(17.65)	(5.73)
	Additional Unexpired Risks Reserve	17.52	2.05	(54.67)	(6.71)	72.19	(132.05)
	Management Expenses including Employee's Salary, Bonus & Remuneration	230.26	26.98	228.92	28.09	1.34	0.59
	Commission	46.25	5.42	85.23	10.46	(38.98)	(45.74)
	Net Claims Incurred	68.69	8.05	50.79	6.23	17.90	35.24
	Sub Total	653.33	76.55	618.53	75.89	34.80	

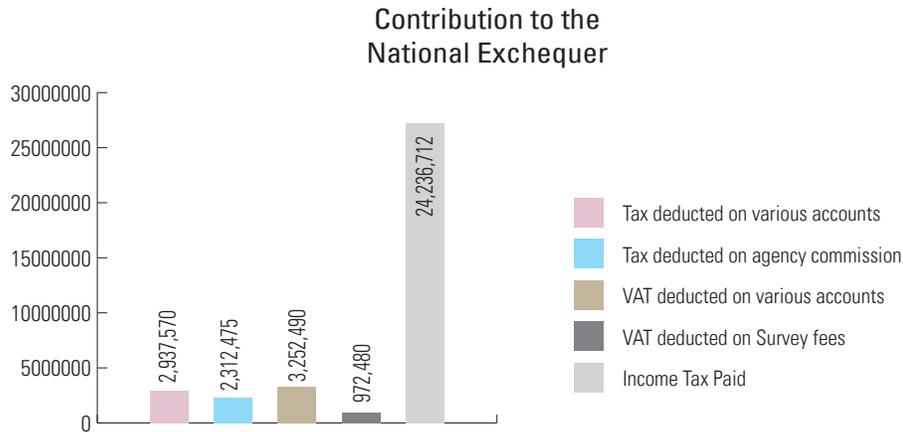
Sl. No.	Value Added Contribution to / Application of the Value Added Particulars	2021		2020		Increased / (Decreased) in 2021	%
		Amount	%	Amount	%		
B. Government							
	Corporate Tax Paid	27.24	3.19	16.92	2.08	10.32	60.99
	VAT, Stamp Duty & Source Taxes	46.39	5.44	36.40	4.47	9.99	27.45
	Sub Total	73.63	8.63	53.32	6.55	20.31	
C. Provider to Capital							
	Dividend to Shareholders	60.51	7.09	60.51	7.42	0	0
	Retained Earnings (including Reserve & Surplus)	65.95	7.73	82.71	10.15	(16.76)	(20.26)
	Sub Total	126.46	14.82	143.22	17.57	(16.76)	
D.	Total Distribution & Growth (A+B+C)	853.42	100.00	815.07	100.00	38.35	4.71



Contribution to the National Exchequer

Phoenix Insurance Company Limited is well aware about the responsibilities of the national economic development and in this connection; the management feels happy to contribute to the National Exchequer regularly. The Company pays tax and vat on its own income and also deducts income tax and vat at sources from employees, clients & suppliers and the same amount is deposited to the National Exchequer in time. For the year 2021, the company has deposited Tk.3,67,11,727/- as tax, vat and income tax deducted at source from employees, clients and suppliers whereas it was Tk.2,98,12,933/- only in 2020.

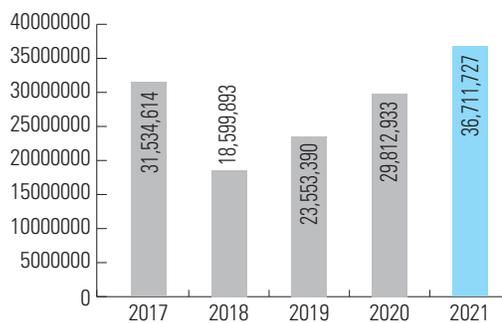
For the Year-2021	Amount in Tk
Tax deducted on various accounts	2,937,570
Tax deducted on agency commission	2,312,475
VAT deducted on various accounts	3,252,490
VAT deducted on Survey fees	972,480
Income Tax Paid	27,236,712
Total amount in Taka	36,711,727



The year wise Contribution to the National Exchequer

Amount in Taka

2017	2018	2019	2020	2021
3,15,34,614/-	1,85,99,893/-	2,35,53,390/-	2,98,12,933/-	3,67,11,727/-

Contribution to the National Exchequer

Market Value Added Statement

Market Value Added (MVA) is a measurement of external performance that indicates how the market has evaluated the company's performance in terms of market value of shares compared to book value of shares. MVA is the difference between the market value of the equity of a company and the book value of the equity invested in the company. A positive MVA indicates that the company could add the value to the shareholders wealth but at present market value of our company shares is very lowest comparing last couple of years due to share market not performed properly. The following statement indicates the MVA at the year ended on 31st December 2020 and 2021

	<i>Amount in Taka</i>	
	2021	2020
Market value of shares outstanding	241,64,60,163	108,32,68,268
Book value of shares outstanding	40,34,15,720	40,34,15,720
Market value added	201,30,44,443	139,98,52,548

Stakeholders' Information

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- 72 Pattern of Individual Shareholding
- 73-74 Access to reports & enquiries



Necessary Information for Shareholder's

Share Registrar Office	: Phoenix Bhaban (4th Floor), 12 Dilkusha C/A, Dhaka-1000.
Registrar/Head Office	: Purbani Annex Building, 1/A Dilkusha C/A (1st Floor), Dhaka-1000, Bangladesh. Tel: 880-02-223383609-12, Fax: 880-02-223383576 Email: mail@phoenixinsurance.com.bd Web site: www.phoenixinsurance.com.bd.
Listing on Stock Exchanges	: Phoenix Insurance Company Limited is listed in the Dhaka Stock Exchange
Listing Fees	: The annual listing fees for the year 2021 has been paid to the stock exchange within the prescribed time limit.
Stock Code	: The stock code for trading in equity shares of DSE at PHENIXINS and Company Scrip Code- 25707.
Statutory Compliance	: During the year the Company has complied with all applicable provisions, filed all returns/forms and furnished all relevant information as required under the Companies Act, 1994 and allied laws and rules, the Bangladesh Securities and Exchange Commission Rules and Regulations and the Listing Regulations.
Record Date	: The register of Shareholder and share transfer books of the Company shall remain closed on Wednesday, the 25 th May 2022.
36th Annual General Meeting	: Date : 29 th June 2022 Time : 2:30 PM Venue : Digital Platform
Website of the Company	: A website of your Company has been developed which allows the users to get the Company related information about its financial, history, types of insurance available with the Company. Half yearly and quarterly financial statements of the Company is available at http://www.phoenixinsurance.com.bd

- Dividend Mandate Option** : As per Notification No.SEC/CMRRCD/2009-193/Admin/03-31 dated June 1, 2009, we give the Shareholders opportunity to authorize the Company to directly credit into their bank account of the Cash dividend instead of issuing a dividend warrant. In this connection, please provide the beneficial owner (BO) account of the Shareholder.
- Investors' grievances** : As on date none of the investor or Shareholder has filled any letter of complaint against any service provided by the Company to its Shareholders'.
- Legal proceedings** : No case has ever been filed by Shareholders against the Company for non-receipt of share/refund.
- General meetings and voting rights** : Pursuant to section 81 of the Companies Act, 1994, PICL holds general meeting of Shareholders at least once a year. Every Shareholder has a right to attend the general meeting; the notice of such meeting is sent to all the Shareholders at least fourteen days before the meeting and also advertised in English and Bangla newspaper having circulation in Bangladesh.
- All shares issued by the Company carry equal voting rights. Generally, such a right is endowed to them by section 85(1). On a pool vote may be given either personally or by proxy.
- Proxies** : Pursuant to Section 85 of the Companies Act, 1994 and according to the MOA and AOA of the Company, every Shareholder who is entitled to attend and vote at a general meeting, can appoint another person as his/her proxy to attend and vote instead of himself/herself. Every notice calling a general meeting contains a statement that Shareholder entitled to attend and vote is entitled to appoint a proxy who needs not to be a member. The instrument appointing proxy, duly signed by the Shareholder appointing that proxy should be deposited with the Company not less than 48 (forty-eight) hours before the meeting.
- Share price performance** : PHOENIX Insurance opened the year at Tk.45.00 on 1st day of January 2021 and the price of the share was high on 3rd June 2021 at Tk.74.60. On 21st March 2021, the shares experienced an intra-day low at Tk. 30.50. The year-end share price was Tk. 59.90 only.

Company's

Shareholding Structure

	2021	2020
	Taka	Taka
Authorized Capital:		
100000000 ordinary shares of Tk.10 each	1,000,000,000	1,000,000,000
Issued, Subscribed and Paid up:		
40341572 ordinary shares of Tk.10 each	403,415,720	403,415,720

Composition of shareholdings as on 31st December 2021

Type of Shareholders	For the year 2021		For the year 2020	
	Face Value (Taka)	% of paid up capital	Face Value (Taka)	% of paid up capital
Group A- Sponsors/Directors 15250243 ordinary shares of Tk.10 each	145,348,600	36.02	152,502,430	37.80
Group B- Others 25091329 ordinary shares of Tk.10 each	258,067,120	63.98	250,913,290	62.20
	403,415,720	100.00	403,415,720	100.00
Break up of others (Group-B):				
1) Employees	2,936,040	0.73	2,978,130	0.74
2) Institutions	25,343,540	6.29	48,950,540	12.13
3) General Public	229,787,540	56.96	198,984,620	49.33

Shareholding Range of group basis as on 31st December 2021

Shareholding range	For the year 2021			For the year 2020		
	No. of shares	No. of share holders	% of paid up capital	No. of shares	No. of share holders	% of paid up capital
Group A						
200001-300000 shares	-	-	-	-	-	-
300001-400000 shares	302170	1	0.75	302170	1	0.75
400001-500000 shares	-	-	-	-	-	-
500001-1000000 shares	8350933	10	20.70	8347933	10	20.69
Over 1000000 shares	5881757	4	14.57	6600140	4	16.36
Sub Total	14534860	15	36.02	15250243	15	37.80
Group B						
Less than 500 shares	527211	2520	1.31	251391	1690	0.62
500-5000 shares	3599699	1902	8.92	2520087	1378	6.25
5001-10000 shares	2441790	327	6.05	1932442	250	4.79
10001-20000 shares	2656165	182	6.59	2102563	144	5.21
20001-30000 shares	1652156	66	4.10	1359490	53	3.37
30001-40000 shares	965989	28	2.40	1147616	32	2.84
40001-50000 shares	1166232	25	2.89	1442484	31	3.58
50001-100000 shares	2953274	42	7.32	3712878	50	9.20
100001-1000000 shares	8676337	37	21.50	6614573	33	16.40
Over 1000000 shares	1167859	1	2.90	4007805	3	9.94
Sub Total	25806712	5130	63.98	25091329	3664	62.20
Grand Total (A+B)	40341572	5145	100.00	40341572	3679	100.00

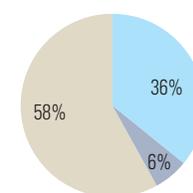
Break up of share issued since inception:

Year	As per MOA & AOA	IPO	Bonus	Right	Total
1986	3000000				3000000
1994		3000000			3000000
2002			300000		300000
2003			315000		315000
2004			1653750		1653750
2005			2067180		2067180
2006			3100770		3100770
2007			2687340		2687340
2008			3547280		3547280
2009			4917830		4917830
2010			6147287		6147287
2011			1536821		1536821
2012			8068314		8068314
Total	3000000	3000000	34341572	-	40341572

Composition of shareholdings as on 31st December 2021

Type of Shareholders	No. of shareholders	No. of shares	Face value	% of paid up capital
Sponsor/Director	15	14,534,860	145,348,600	36
General Public (Institutions)	130	2,534,354	25,343,540	6
General Public (Individuals)	5000	23,272,358	232,723,580	58
Total	5145	40,341,572	403,415,720	100

Shareholding Pattern



■ Sponsor/Director
■ General Public (Institutions)
■ General Public (Individuals)

The Pattern of Individual Shareholding of the Company

1.5 (xxiii) A report on the pattern of shareholdings of the Company as on 31st December 2021, are given below:

(A) Shareholdings of Parent/Subsidiary/Associate companies and other related parties : Nil

(B) Shareholding of Directors, Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO), Head of Internal Audit (IA) and their spouse and minor children are as below :

Sl. No.	Name of Directors	No. of shares	Spouse/ children	Total Share	Percentage of holding
1	Mrs. Rokshana Begum	2067103	2296420	4363523	10.82
2	Ms. Fabiana Aziz (Representative of Danish Milk (BD) Ltd.)	810000	1007120	1817120	4.50
3	M/s. Pakiza Textiles Ltd. (Nominated by Mrs. Sharmin Sultana)	810090	941226	1751316	4.34
4	Mr. Mazharul Haque	807792	807267	1615059	4.00
5	Mr. Mohammed Shoeb	1548058	-	1548058	3.84
6	Mr. M. A. Majid	885337	-	885337	2.19
7	Mrs. Sadia Anjum Siddiqui	812272	-	812272	2.01
8	Ms. Sadaf Shamsad Haque	808871	-	808871	2.01
9	Mr. Manzoorul Haque	807000	-	807000	2.00
10	Mr. Mohammed Haider Ali	1259476	-	1259476	3.12
CEO, CS, CFO & I/A					
1	Mr. Jamirul Islam (CEO)			287813	0.71
2	Mr. Jahurul Islam (CFO)			Nil	
3	Mr. Md. Rafiqur Rahman (C/S)			Nil	
4	Mr. Md. Habibullah (IA)			Nil	

(C) Shareholding of Executives : Nil

(D) Shareholders holding ten percent (10%) or more voting interest in the Company : Nil

Access to Reports and Enquiries

Annual Report	Annual report of the Company is available in the Share Department of the Company. Any requirements, Investors or Stakeholder can look after the annual report or printed copies obtained by writing to Company Secretary of the company or may be downloaded from the Company's website: www.phoenixinsurance.com.bd .
Quarterly reports	The Company publishes interim reports, at end of first, second and third quarters of the financial year. The interim reports can be accessed from the Company's website: www.phoenixinsurance.com.bd or printed copies obtained by writing to Company Secretary.
Shareholders' enquiries	<p>Phoenix Insurance Company Ltd. has a separate Share Department to communicate with Shareholders, Stakeholders and investors may contact at any time to Share Department for any sort of information and query. To make the Annual General Meeting more participatory, arranging AGM in well-known place & convenient time allowing shareholders to speak in the AGM freely and making their valuable proposals and suggestions. Quarries relating to shareholders holdings or interest and payment of dividends or share certificates can be sent or shareholders might be communicated to the Share Department.</p> <p>Besides, Phoenix Insurance Company Limited; we want to ensure that our Investors receive exemplary services. Investor queries and complaints constitute an important voice for us.</p> <p>Following are our guiding principles:</p> <ul style="list-style-type: none"> » Investors are treated fairly at all times; » Complaints raised by Investors are dealt in a timely manner; » Investors are informed of avenues to raise their queries and complaints. <p>MR. F. HAYDER ALI, Asstt. General Manager & In-charge, Share Department being the Registrar is primarily responsible to resolve the investor's grievances. Shareholders' enquiries about their holding, dividends, share certificates and Income tax certificates etc. can be directed to the Share department at the following address:</p>

Share Department

Phoenix Bhaban (4th Floor)

12 Dilkusha C/A, Dhaka-1000

Phone: PABX # 223383609-12

Ext. 127, Direct # 223358329

E-mail: mail@phoenixinsurance.com.bd

Or, share@phoenixinsurance.com.bd

Investors' Grievances

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

DMD & Company Secretary

Phoenix Insurance Company Limited

1st Floor, Purbani Annex Building

1/A Dilkusha, Dhaka-1000

Bangladesh.

Company has a designated email id:

mail@phoenixinsurance.com.bd for handling investor grievances

on which investor can make a complaint.



Corporate Governance

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87	Declaration by CEO & CFO to the Board
87	Shareholders
88-89	Reports on the Activities of the Nomination and Remuneration Committee



Information about Corporate Governance

Detail information of the company's Corporate Governance status under the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 issued under section 2CC of the Securities and Exchange Ordinance 1969 of the BSEC stated below:

CORPORATE GOVERNANCE STRATEGY

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

The Bangladesh Securities and Exchange Commission have issued certain further conditions, on 'comply' basis, in order to enhance corporate governance for the interest of investors and the capital market vide the Notification No. SEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018. The Board of Directors already advised the management to implement the instruction as per guidelines and the latest position of the compliances of the corporate governance structure and guidelines of the company have been presented in the annual report 2021 for the information of the Shareholders and other stakeholders.

BOARD STRUCTURE AND AFFAIRS

Composition of the Board

The Board comprises of 12 directors of which 7 are Sponsor Directors, 3 are Public Directors and 2 are Independent Directors. 12 Non-Executive Directors and 1 is Executive Director who is the Chief Executive Officer (Managing Director) of the Company. Among the 12 Non-Executive Directors one is Chairman who elected from the Board Members. The composition of the Board complies with the requirements of the Code. Directors are talents, skills and quite experience to provide prudent guidance with respect to the operation of the Insurance business. Chairman and Managing Director of the Company are different body with separate functions and responsibilities. A list of Board of Directors is presented in the page no 47 of the Annual Report 2021.

Role of the Board

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

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

Director's Freedom

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

BOARD MEETING

The Directors meet from time to time to review the activities of the company and decide the topics relating to policy and accordingly monitoring the progress of the company. The Company's Act and Articles of Association requires the Board Meeting and accordingly Phoenix Insurance conducting the Meeting in time. The aspects of Board meetings are discussed in details at the chapter for company meetings. During the year 2021, a total 8 Board Meetings were held. A detail of the Board Meeting and attendance in the meeting are given on the page no 92 of this Annual Report.

INDEPENDENT DIRECTORS

To comply the requirements of the corporate governance guidelines of the BSEC, the Board of Directors were appointed 2 (two) Independent directors in the Board. All of them were qualified and experienced personality of their departments who were matching with the condition of the corporate governance guidelines of BSEC and they were playing their responsibility according to the guidelines of the regulatory authority.

Information about Corporate Governance

CONFLICTS OF INTEREST

The Board of Directors of the Company subscribes to the highest standards of corporate governance. All directors of the Company have a duty to avoid conflicts of interest, and a responsibility to identify and disclose actual, potential or perceived conflicts between their personal, family, pecuniary or business interests along with their professional responsibilities to the Company.

Every director of the Company, if in any way, interested in any contract or arrangement to be entered by the Company, is required to disclose the nature of his/her concern or interest to the Board and bound not to take part in the discussion or vote on the matter.

The Chairman informs the Board of the existence of conflict (if any) and it is duly reflected in the minutes of the meeting. A general statement is given by each director annually disclosing the names of the companies, firms and businesses to which they are associated. The independent director also confirms every year through declaration that he fulfills the criteria of independence.

CHAIRMAN AND MANAGING DIRECTOR RESPONSIBILITY

Separate functions of the Chairman and Managing Director

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

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

Role of the Chairman

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

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

- Chairman provides leadership to the Board and preside the Board Meetings.
- Establishes a strong governance structure in which not only the effectiveness of the overall Board, but also of an individual member, increases.
- Creates an environment that promotes open communication, strong corporate relations that allow every individual member to express their view points and have constructive debates at Executive and Management level of the organization.
- To plan and manage the board and all board committee meetings;
- Exercise strict impartiality on every matter and ensures to act in accordance with the provisions of the Companies Act, Codes of the Corporate Governance and the Memorandum and Articles of Association of the Company.
- Ensures that the Company's policies and objectives set by the Board and in the best interest of the organization and encourage future development and sustainable long-term growth.
- To determine composition and organization of the board;
- Conduct meetings with the Chief Executive Officer (CEO) to ensure that the objectives and strategies set by the Board are successfully implemented by the management.
- Makes sure that all the important issues and upcoming changes are thoroughly discussed in the Board Meetings and a way forward is established.
- Ensures that shareholders' and other stakeholders' views are taken into consideration and effective communication is establish between the stakeholders and the Board.
- To clarifying the board with its management and responsibilities.

Role of the Managing Director

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

- Responsible for leading the Company's long-term strategies that maximize shareholders value.
- Provides leadership to the management to efficiently and effectively run the business processes in accordance with the plans and

Information about Corporate Governance

policies approved by the Board. Furthermore, decides the course of actions needed to achieve the objectives set by the Board.

- Be a communication bridge between the Board and the Management and convene meetings with Chairman on the critical issues that need to be discussed with the Board.
- Ensures that the Management report promptly to the Board with reliable and accurate information which helps the Board take important decisions.
- Engage in effective communication with various stakeholders and establish strong relationship.
- Undertake all necessary acts for ordinary course of business which are in the interest of the Company.
- Have the authority or terminate any employee except the appointment, remuneration and terms and conditions of employment of Chief Financial Officer, Company Secretary and Head of Internal Audit which is determined by the Board and they shall be removed only after the approval of the Board.
- To ensure that the Company maintains the highest standards in conducting the business with regard to applicable laws and regulations.
- To monitor risk management to make sure that management is able to control and mitigate risks.
- Ensure that effective and efficient internal controls and established and followed by the management.
- To ensure and uphold positive image of the Company.

Role of the Company Secretary

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

Appointment to the Board

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

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

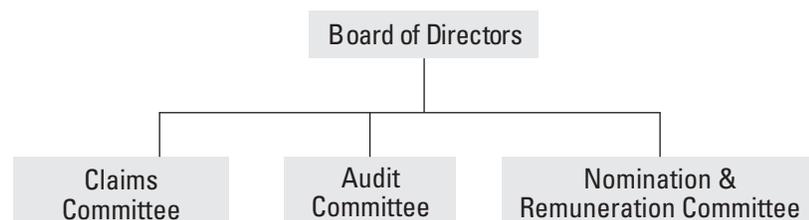
Under section 15B (3) of Insurance Rules 1958; the date, time, place and other particulars of election and the number of Director to be elected shall be circulated sixty days before such election by advertisement in at least two national daily newspapers.

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

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

BOARD COMMITTEES

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



Information about Corporate Governance

CLAIMS COMMITTEE

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

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

Members of the Claims Committee

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

Responsibility of the Claims Committee

- (i) The Board of Directors appointed all members of the Claims Committee who are directors of the company.
- (ii) All members of the Claims committee are quite knowledgeable about Claim procedures and have experienced of the company business underwriting management.
- (iii) The Board has empowered the committee to settle any amount of claim as per surveyor's recommendation.
- (iv) The Committee authorizes the Managing Director to settle the amount less than Tk.200,000/- on behalf of the Committee with the consent of the Chairman and the list of claim files including settled amount were presented in the Committee for the information as well as confirmation. The Chairman have empowered to settle claims amount within Tk.500,000/- and more than amount will be presented in the committee to speed up the settlement of Claims
- (v) During the year 2021 the Committee held 2 meeting and settled an amount of Tk.24,43,78,632/- against various class of insurer's claims

AUDIT COMMITTEE

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

Members of the Audit Committee

SL. No.	Name of the Members	Position in the Committee	Attendance
1.	Mr. Md Faizur Rahman	Chairman	2/4
2.	Mr. Mazharul Haque	Member	4/4
3.	Sadia Anjum Siddiqui	Member	4/4
4.	Mr. Mohammed Haider Ali	Member	4/4

Independent Director; Mr. Md. Faizur Rahman was appointed as Chairman on 31st October 2021 in place of Sadia Anjum Siddiqui, Director.

Constitution of the Audit Committee

- i. The Audit Committee constituted by 4 (four) members.
- ii. The Audit Chairman of the Audit Committee is an Independent Director.
- iii. The Board of Directors appointed all members of the Audit Committee who are directors of the company.
- iv. All members of the audit committee are quite knowledgeable about financially literate and have experienced of the accounting or related financial management.
- v. The members of the Committee were appointed for a period fix by the board one year and before expiry, the Board changed the members among the Directors for continuing the performance of the activities of the committee. The Board of Directors may appoint any new committee members to fill up the vacancies immediately or changed the members as and when required to ensure continuity of the performance of work of the Audit Committee.
- vi. Most of the members were present in the meeting and after ensuring the quorum; the Audit Committee completed the meeting.
- vii. The company secretary shall act as the secretary of the Committee.

Attendance at Audit Committee Meetings

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

Information about Corporate Governance

NOMINATION & REMUNERATION COMMITTEE (NRC)

Nomination and Remuneration Committee (NRC) looks after the management performance including the performance of each employee in the company. The NRC have assisted the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top-level executive as well as a policy for formal process of considering remuneration of directors, top level executive. The Committee confirms the salary package, promotion, special increments, incentive bonus and other facilities. The Service Committee also enhances the pay scale of the employee's time to time with the support of the management requirements. The Committee consists of 5 Non-executive Directors, In the last year one meeting was held and confirms the facilities based on the performance of the company.

Independent Director; Mrs. Nabiha Yasmeen was appointed as Chairman on 27th April 2022 in place of Mr. Mohammed Shoeb.

Members of the Service Committee

Sl. No.	Name of the Members	Position in the Committee	Attendance
1.	Nabiha Yasmeen	Chairman	-
2.	Mr. Mohammed Shoeb	Member	1/1
3.	Mr. Deen Mohammad	Member	1/1
4.	Mr. Mazharul Haque	Member	1/1
5.	Mr. Mohammed Haider Ali	Member	1/1
6.	Md. Jamirul Islam	Managing Director	1/1

Constitution of the NRC

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

Responsibility of the NRC

1. The Committee is independent and responsible or accountable to the Board and to the shareholders;
2. The Committee has reviewed the following matters and time to time recommend to the Board accordingly:

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

Major activities of 2021

- 1. Reviewed and approved the remuneration 2021 for the Company Management.
- 2. Reviewed the Incentive Bonus.
- 3. Approved Employment's Performance and Promotion and Employment's Recruitment & Selection Policy.
- 4. Reviewed the Company HR policies.

Management team of the Company

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

Management Committee

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

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

Information about Corporate Governance

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

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

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

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

PHOENIX'S CORPORATE GOVERNANCE FRAMEWORK

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

- 1) The number of Directors in the Board is 12 (twelve) who are experience in the management, law and business.
- 2) According to the Insurance Act and Corporate Guidelines of BSEC the Board Members set the Board of Directors team appropriately.
- 3) Board of Directors and Management of the Company is independent body.
- 4) The position of the Chairman of the Board and the Managing Director of the company are different individuals.
- 5) The Company has different Committee like as Nomination and Remuneration Committee, Claims Committee and Audit Committee to support the Board for taking decision on various important operational matters.
- 6) The Management operates within the policies, rules and delegations approved by the Board and compliance with other regulatory requirements.
- 7) The Company put priority in submitting regularly periodical statements to Insurance Development & Regularity Authority and other regulatory bodies in time to enable the shareholder to make correct assessment of the Company's affairs and profitability.
- 8) The Board also ensures the compliance of requirements of regulatory bodies such as Bangladesh Securities and Exchange Commission and Registrar of Joint Stock Companies and Firms.
- 9) The Board is responsible for establishing an adequate and effective internal control system in the Company. Management monitors its internal control policies and develops the policies whenever it feels necessary.

- 10) Phoenix Insurance welcomes the dialogue with its shareholders & stakeholders during the time of Annual Meeting. Phoenix Insurance is of the opinion that it is part of good corporate governance to have procedures in place addressing shareholder queries.

Management discussion and analysis

Detailed discussion and analysis of the Managing Director and CEO is presented in the page no 132. A management's discussion and analysis is presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements presented in the page no 132-133.

Declaration or certification by the CEO and the CFO to the Board

The Details of discussion of declaration by the CEO and CFO is appended at page no 175.

SHAREHOLDER

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

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

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

Information about Corporate Governance

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

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

REPORTS ON THE ACTIVITIES OF THE NOMINATION AND REMUNERATION COMMITTEE

The Board of Director of Phoenix Insurance Company Limited has constituted a nomination and Remuneration Committee (NRC, as per the requirements of the corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC). The NRC assists the Board in formulating the nomination criteria or policy for determining qualifications, positive attributes, experience for independence directors and other top-level executive as well as a policy for formal process of considering remuneration of Directors and top-level executive.

Nomination and Remuneration Policies

The nomination and remuneration policies and the benchmark of which pursuing the business code of conduct and standards perceptible in the market context and appropriate to meet the present and future needs of the Company, is followed by the company. The criteria in this respect for the directors and top-level executives of the company are as follows:

- a) **The Nomination Criteria;**
 - i) A prescribed selection process that is transparent in all respects.
 - ii) Following a process which is compatible to the recognized standards and the best practices.
 - iii) Distinguishing the core competencies of the respective personnel for the different level of management and employees of the company.
 - iv) Follow diversity in age, maturity, gender, experience, qualification, educational background, expertise, ethnicity.

b) **Recruitment and Selection Standards**

The recruitment and selection of Directors and top-level Executives of the Company are made according to the following core guiding principles.

Directors and top-level Executives:

- i) Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria as per company's Service Rules.

- ii) 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.
- iii) The Board of Directors appoints Directors and top-level Executive, upon nomination and recommendation of the NRC.

Independent Director:

- i) Individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws that can make meaningful contribution to the company.
- ii) The Independent director should have competence of the relevant sector in which company operates and should have the qualifications as required by the code of BSEC.
- iii) The Board of Directors appoints independent Directors based on the recommendation of the NRC, and subsequently approved by shareholders Annual General Meeting of the Company.

c) Remuneration Criteria for Executives

The Remuneration criteria recommended by the NRC are as follows: -

- i) The structure, scale and composition of remuneration/honorarium are reasonable considered based on the Company's policies and guidelines set by the Board of Directors to attract, retain and motivate the top-level executives to run the company efficiently and successfully;
- ii) The context of packages, including remuneration/benefits is categorically laid down which meets the appropriate performance benchmarks as per the company policies and guidelines.

d) Remuneration Criteria for Directors

- i) The NRC will recommend the Board meeting attendance fees based on regularities guidelines.
- ii) No member of the NRC shall be allowed to receive either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Board meetings and Boards sub-committee meetings attendance fees or honorarium from the company.

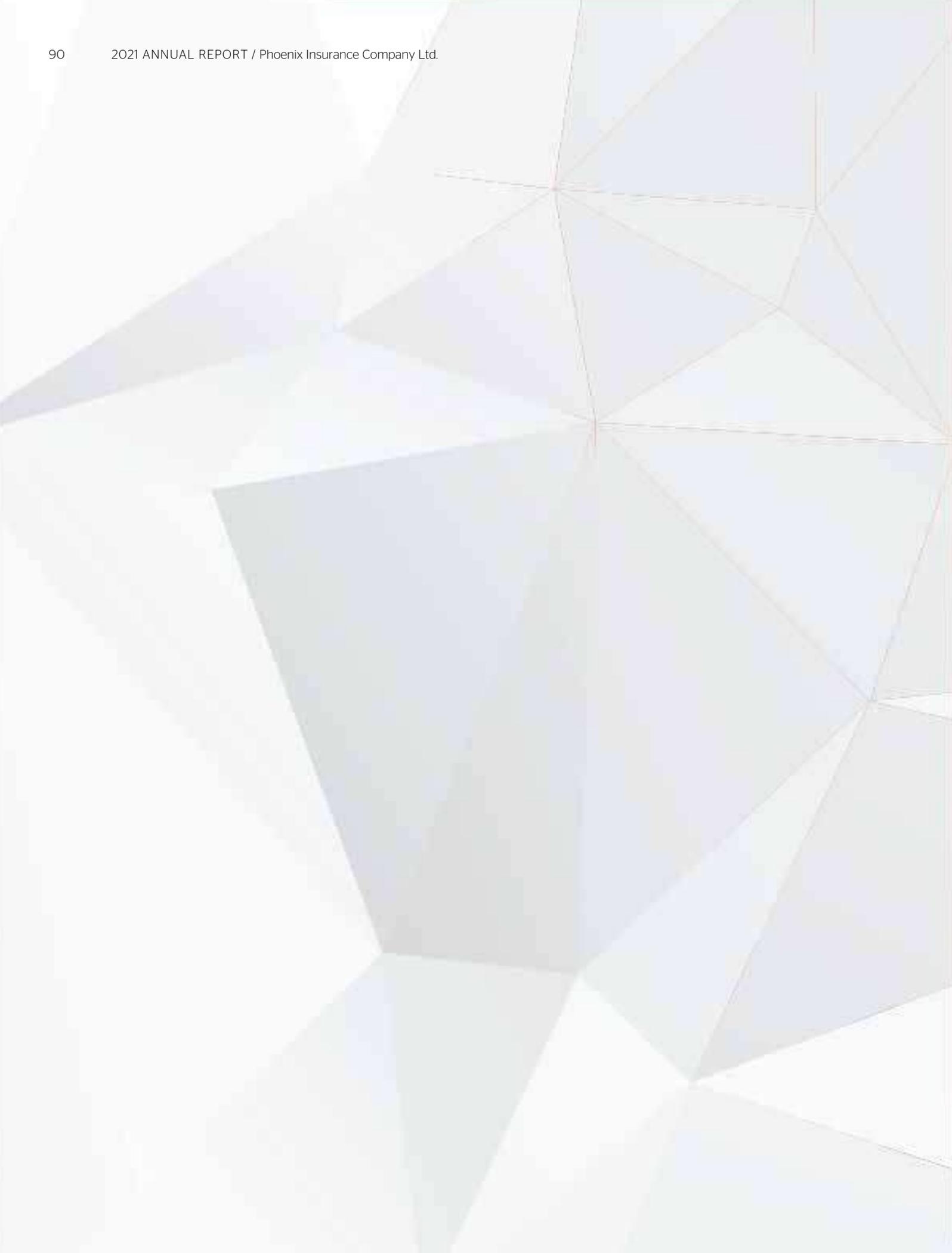
e) Evaluation Criteria:

Top level Executives

The performance of top-level executives' measurement criteria based on the respective role, profile and responsibilities through the company's annual appraisal policy at a certain time of each year.

Independent Directors

The evaluation of performance of the independent Director's is to be carried out according to the criteria of attendance and participation at the Board meetings and committee meetings. It is also evaluated contribution of Independent Directors for the improvement of the corporate governance practices of the company



Disclosure & Compliance

92	Re-election of Directors
92	Directors Meeting & Attendance
92-93	Directors Remuneration
93	Minimum Shareholding
93	Related Party Transaction
96	Solvency Margin Analysis
97	Credit Rating Report
98-107	Compliance Report of BSEC's Notification
108	Certificate of Compliance Report



Required disclosure and compliance under guidelines of the Corporate Governance Notification No. BSEC/ CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 issued under section 2CC of the Securities and Exchange Ordinance 1969 of the BSEC is presented below:

Disclosure

Re-election of Directors

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

Directors meeting & Attendance

During the year ended 31st December 2021 the total 8 (eight) meetings were held. In this year, all of the Directors serving in the Board attended more than 77% of the aggregate of the total number of meetings of the Board of Directors.

Sl. No.	Name	Attend	Total Meeting
1	Mr. Mohammed Shoeb	8	8
2	Mr. Deen Mohammad	2	8
3	Mr. Aziz Al Mahmood	3	8
4	Mr. Mazharul Haque	8	8
5	Mrs. Sadia Anjum Siddiqui	8	8
6	Mr. Manzoorul Haque	8	8
7	Ms. Sadaf Shamsad Haque	8	8
8	Mrs. Rokshana Begum	8	8
9	Mr. Mohammed Haider Ali	8	8
10	Dr. Sharmin Sultana (Nominated from Pakiza Textiles Ltd.)	8	8
11	Mr. M. A. Majid	8	8
12	Md. Faizur Rahman	5	8
13	Ms. Nabiha Yasmeen	1	8
14	Ms. Fabiana Aziz (Nominated from Danish BD Ltd.)	4	8
Total		87	112

Directors Remuneration

Board of Directors of the Company is non-executive director except Managing Director. They don't get any incentive or bonus for the performance of the Board. The non-executive directors get only meeting fees for attending the board and committee meetings at Tk.8,000/- re-fixed from 24th September 2019 according to the circular of the IDRA. Managing Director Remuneration package determine by the Board, which requires approval from the IDRA. As per corporate governance requirement we publish our non-executive director meeting fees in the annual report. During the year, the Meeting fees of the Directors were Tk.9,04,000/- and detail is presented in the page no 93 of the annual report.

Sl. No.	Name of Directors	Board Meeting	Audit Committee	NRC Committee	Claim Committee	Total Tk.
1	Mr. Mohammed Shoeb	64000	32000	8000	16000	120000
2	Mr. Deen Mohammad	16000	0	8000	0	24000
3	Mr. Aziz Al Mahmood	24000	0	0	0	24000
4	Mr. Mazharul Haque	64000	32000	8000	0	104000
6	Mrs. Sadia Anjum Siddiqui	64000	32000	0	0	96000
7	Mr. Manzoorul Haque	64000	0	0	16000	80000
8	Ms. Sadaf Shamsad Haque	64000	0	0	0	64000
9	Mrs. Rokshana Begum	64000	0	0	0	64000
10	Mr. Mohammed Haider Ali	64000	32000	8000	0	104000
11	Dr. Sharmin Sultana (Nominated from Pakiza Textiles Ltd.)	64000	0	0	0	64000
12	Mr. M. A. Majid	64000	0	0	0	64000
13	Ms. Fabiana Aziz	32000	0	0	0	32000
14	Md. Faizur Rahman	40000	16000	0	0	56000
15	Nabiha Yasmeen	8000	0	0	0	8000
Total Taka		696000	144000	32000	2000	904000

Fulfill of the minimum Share holding

According to the notification of BSEC the Directors jointly hold minimum 30% (thirty percent) shares of the paid-up capital of the company and each director other than Independent/Nominated Director(s) of the company's minimum holding should be 2% (two percent) shares. The Directors of the Company has jointly hold 36.02% paid up capital of the company and each sponsor Directors are holding more than 2% of the paid-up capital. List of holding are stated in the page no 70 of the Annual Report.

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

In accordance with the Securities and Exchange Commission's Notification No.SEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 to report on the compliance of certain conditions. The notification was issued to fulfill the good corporate governance practice in the listed companies for the interest of the investors and the capital market. The company has followed the notifications in the company and the implementation status of the corporate governance is given on page no 98-107 of the Annual Report 2021.

Related Party Transactions

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

Disclosure

on 31st December 2021 are presented below. The external auditor has checked the transaction and found that all transactions involving related parties arising in normal course of business are conducted on an arm's length basis at commercial rates on the same terms and conditions as applicable to the third parties. Transactions were as follows.

Name of related party	Relationship	Nature of Transaction	Premium Earned
Partex Group/Danish	Common Director	Insurance Business	8,13,24,291
Pakiza Cotton & Spinning Mills Ltd.	Common Director	Insurance Business	1,47,79,738
Total Amount in Taka			9,61,04,029

Removal and Appointment of the Managing Director and Chief Executive Officer

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

Disclosure on the Financial Performance of the Company

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

Disclosure of the pattern of shareholding position of the Company

As per BSEC guidelines month wise share Capital and shareholding position of Directors and Sponsors including free float holding of the company submitted to the concerned authority regularly. The pattern of shareholding position of the company has been presented to the page no 71 of annual report where in the aggregate number of shares along with name wise details of the Parent/Subsidiary/Associated Companies and other Related Parties Directors Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses with their minor children Executives and the holding of ten percent (10%) or more are stated.

Disclosure of the External/Statutory Auditors Engagement

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

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

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

Compliance

Solvency Margin Analysis

A. Calculation of Total Assets of the company based on the Accounts of the year 2021:

		<i>Amount in Taka</i>
Total Assets as per Balance Sheet		2,393,807,393
Less:		
Amount due from others	262,102,095	
Furniture & Fixture	8,383,834	
Collection Control Accounts	188,538,983	
Agents Balance	3,249,853	462,274,765
Total Assets		1,931,532,628

B. Calculation of Total Liabilities of the Company based on the accounts of the year 2021:

		<i>Amount in Taka</i>
Amount due to others		56,029,959
Reserve for unexpired Risk		152,771,533
Premium Deposit		35,454,416
Reserve for Exceptional Losses		585,436,389
Sundry Creditors		40,753,549
Provision for Income Tax		332,797,534
Claims whether due or intimated		66,013,699
Reserve for CSR		3,042,526
Dividend Recommended		60,512,358
Fair value Reserve		398,963,226
Total Liabilities		1,731,775,189

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

199,757,439

D. Calculation of Required Solvency Margin:

Sl. No	Class of Business	Gross Premium (GP)	Net Premium (NP)	Factor	GP after application of factor (GPF)	20% of NP	20% of GPF	NP & GPF which is higher
01	Fire	338,142,753	127,861,526	0.70	236,699,927	25,572,305	47,339,985	47,339,985
02	Marine Cargo	190,168,799	151,089,443	0.60	114,101,279	30,217,889	22,820,256	30,217,889
03	Marine Hull	2,173,439	1,074,417	0.60	1,304,063	214,883	260,813	260,813
04	Motor	93,014,720	92,195,195	0.75	69,761,040	18,439,039	13,952,208	18,439,039
05	Misc.	47,432,329	8,096,625	070	33,202,630	1,619,325	6,640,526	6,640,526
	Total	670,932,040	380,317,206					102,898,252

E. Solvency Margin Available (AS)

199,757,439

F. Required Solvency Margin (RS)

102,898,252

G. AS/RS (times)

1.94

H. Solvency Margin Ratio

1.94

CREDIT RATING REPORT - RATIONALE

Phoenix Insurance Company Limited
 87/5, Vengal Rao, Chokkikulam, Bangalore
 Tel: 080-26611000, Fax: 080-26611001
 E-mail: phoenix@phoenix.com



Regd. Office: 202, Central Court, Ring Road, Bangalore, Karnataka, India - 560001

Setting global standard at national level
 CRISIL/CRIS/CRISIL

PHOENIX INSURANCE COMPANY LIMITED RATING SPECIFICS

	Claim Paying Ability
CPA Rating	AA
Outlook	Stable
Date of Rating: Mar 30, 2022	Valid up to: May 31, 2023

CRISL has assigned the Claim Paying Ability (CPA) rating of Phoenix Insurance Company Limited (PICO) to 'AA' (pronounced as Double A plain) based on the audited financials up to December 31, 2021 as well as un-audited financials up to March 30, 2022 and other relevant qualitative and quantitative information up to the date of rating.

The above rating has been largely assigned in consideration of profitable underwriting performance, good solvency, good liquidity, good re-insurance arrangement with local and foreign re-insurers, experienced top management etc. However, the above rating is constrained to some extent for following concern areas which include moderate underwriting performance in fire & miscellaneous business segment, decline in return on asset & equity, moderate market share etc. PICO sources significant business from renowned group of companies. The company continues to deliver improved services taking due care of the compliance requirements with good re-insurance arrangement and improved IT infrastructure. Based on the financial results of 2021, PICO's underwriting profit stood at Tk.102.45 million. Total assets moved upward to Tk 2,993.81 million in 2021 from Tk 2,334.28 million in 2020. The company maintained a steady improvement in capital commensurate with its business profile. The shareholders equity stood at Tk 1,609.77 million and the paid-up capital stood at Tk 403.42 million as on December 30, 2021.

CPA rating in this category is adjudged to offer very high claim paying ability. Protection factors are strong. Risk is modest but may vary slightly over time due to underwriting and/or economic conditions.

CRISL also views the company with "Stable" outlook from the industry viewpoint for overall industry growth and policy and regulations implicated by regulatory authority. CRISL believes that the company will be able to maintain its fundamentals in foreseeable future.



Tarun Kumar
 Vice President

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

CORPORATE GOVERNANCE COMPLIANCE REPORT

PHOENIX INSURANCE COMPANY LIMITED

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

(Report under Condition No.9.00)

Condition No.	Title	Compliance Status		Remarks (if any)
		(Put ✓ in the appropriate column)		
		Complied	Not Complied	
1.0	BOARD OF DIRECTORS			
1(1)	Board's Size:			
	The number of the Board members of the company shall not be less than 5 (five) and more than 20 (twenty).	✓		The PICL Board is comprised of 12 Directors including 2 independent directors.
1.2	Independent Directors			
1(2)(a)	At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors.		✓	There are two Independent Directors in the Board of PICL. Recruitment of another independent director is under process
1(2)(b)(i)	The independent director does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	✓		The Independent directors have declared their compliances.
1(2)(b)(ii)	The independent director is not a sponsor of the company and is not connected with the company's any sponsor or director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship. His/her family members also should not hold above mentioned shares in the company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members.	✓		Do
1(2)(b)(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years	✓		Do
1(2)(b)(iv)	The independent director does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/ associated companies.	✓		Do
1(2)(b)(v)	Independent Directors are not the members or TREC holder, directors or officers of any stock exchange	✓		Do
1(2)(b)(vi)	Who is not the shareholder, directors excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market	✓		Do
1(2)(b)(vii)	The independent director is not a partner or an executive or was not a Partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code.	✓		Do
1(2)(b)(viii)	The independent director shall not be an independent director in more than 5(five) listed companies.	✓		Do

1(2)(b)(ix)	The independent director has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a Non-Bank Financial Institution (NBFI).	✓		Do
1(2)(b)(x)	The independent director has not been convicted for a criminal offence involving moral turpitude.	✓		Do
1(2)(c)	The independent director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).	✓		Md. Faizur Rahman and Nabiha Yasmeen were duly approved by the Shareholders in AGM.
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days.		✓	Post of one independent director is vacated due to death for COVID 19 pandemic for more than 90 days
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only.	✓		Independent directors have been continuing their position for the first term.
1.3	Qualification of Independent Director (ID)			
1(3)(a)	Independent Director shall be knowledgeable individual with integrity	✓		The qualification justifies their abilities as such
1(3)(b)(i)	Business leader who is or was a promoter or director of an unlisted company having minimum paid up capital of Tk. 100 million or any listed company or a member of any national or international chamber of commerce or business association	✓		Md. Faizur Rahman is a business promoter of Noapara Group and Nabiha Yasmeen is also a business leader associated with S.S. Steel Ltd having paid up capital more than Tk. 100 million.
1(3)(b)(ii)	Corporate leader who is or was a top-level executive not lower than CEO or MD or DMD or CFO or Head of Finance or Accounts or company secretary or head of internal audit and compliance or head of legal service or a candidate with equivalent position of an unlisted company having minimum paid up capital of 100 million or of a listed company.	N/A		
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th grade of the national pay scale (at least bachelor degree in economics or commerce or business or law)	N/A		
1(3)(b)(iv)	University teacher who has an educational background in economics or commerce or business studies or law.	N/A		
1(3)(b)(v)	Professional or who is or was an advocate practicing at least in the high court division of supreme court or a CA or CMA or CFA or CCA or CPA or CMA or CS or equivalent position.	N/A		
1(3)(c)	The Independent Director shall have at least 10 years of experience in any field mentioned in clause (b)	✓		Independent directors are former business and corporate leader with more than 12 years of experience.
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	N/A		
1.4	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer			
1(4)(a)	The Chairman of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) shall be different individuals.	✓		Chairman of Board and Managing Director are different individuals.
1(4)(b)	The MD and/or CEO of a listed company shall not hold the same in another listed company	✓		The Managing Director does not hold the same position in any other listed company

1(4)(c)	The Chairman of the board shall be elected from among the non-executive Directors of the company	✓		The chairman is elected from among non-executive directors.
1(4)(d)	The board shall clearly define respective roles & responsibilities of chairperson and MD or CEO	✓		The roles and responsibilities of the chairperson and MD are clearly defined.
1(4)(e)	In the absence of chairperson of the board, remaining members may elect one of themselves from non-executive directors as chairperson & the reason of absence shall be duly recorded in the minutes	✓		In practice
1.5	The Director's Report to Shareholders			
1(5)(i)	Industry outlook and possible future developments in the industry	✓		The Directors report complies with the guideline.
1(5)(ii)	Segment-wise or product-wise performance	✓		The Directors report complies with the guideline.
1(5)(iii)	Risk and Concern including external & internal risk factors threat to sustainability & negative impact on environment, if any	✓		The Directors report complies with the guideline.
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin.	✓		The Directors report complies with the guideline.
1(5)(v)	Discussion on continuity of any Extra-Ordinary gain or loss.	N/A		The Directors report complies with the guideline.
1(5)(vi)	Basis for related party transactions- a statement of all related party transactions should be disclosed in the Annual Report.	✓		Directors report compliance with guidelines. A statement of all related party transactions is disclosed under notes to the financial statements no. 34
1(5)(vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments.	✓		No such issue made in 2021.
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Offer, Direct Listing etc.	N/A		
1(5)(ix)	If significant variance occurs between Quarterly Financial Performance and Annual Financial Statements the management shall explain about the variance on their Annual Report.	N/A		
1(5)(x)	Remuneration to directors including independent directors.	✓		Disclosed at annual report under disclosure and compliance caption and Notes no. 35 & 39
1(5)(xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes inequity.	✓		Discussed under Directors Report
1(5)(xii)	Proper books of accounts of the issuer company have been maintained.	✓		Do
1(5)(xiii)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.	✓		Do
1(5)(xiv)	International Accounting Standards (IAS)/ International Financial Reporting Standard (IFRS) as applicable in Bangladesh have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed.	✓		Do
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	✓		Do

1(5)(xvii)	Minority shareholders have been protected	✓		Do
1(5)(xviii)	There are no significant doubts upon the issuer company's ability to continue as a going concern. If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed.	✓		Do
1(5)(xix)	Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained.	✓		Discussed at Directors Report
1(5)(xx)	Key operating and financial data of at least preceding 5(five) years shall be summarized.	✓		Do
1(5)(xxi)	If the issuer company has not declared dividend (cash or stock) for the year, the reasons thereof shall be given.	N/A		The Board of PICL has recommended 15% cash dividend for the year.
1(5)(xxii)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend.	N/A		
1(5)(xxiii)	The number of Board meetings held during the year and attendance by each director shall be disclosed.	✓		8 board meeting held during the year and discussed under Directors Meeting Attendance 2021
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name wise details were stated below) held by			
1(5)(xxiii)(a)	Parent/Subsidiary/Associated Companies and other related parties (name wise details).	N/A		
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (name wise details).	✓		Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children hold shares are stated in annual report under the pattern of individual shareholding of the company and Notes to the Financial Statements Note No. 4
1(5)(xxiii)(c)	Executives.	✓		Executives or managers do not hold any shares of the company.
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more votes' interest in the company (name wise details).	✓		Stated in the annual report under the pattern of individual shareholding of the company and Notes to the Financial Statements no. 4.
1(5)(xxiv)	In case of appointment/re-appointment of a Director the company shall disclose the following information to the shareholders			
1(5)(xxiv)(a)	A brief resume of the director;	✓		Stated in the profile of directors in the annual report
1(5)(xxiv)(b)	Nature of his/her expertise in specific functional areas;	✓		Do
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the board.	✓		Do
1(5)(xxv)	A management discussion and analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statement, among others focusing on:	✓		Discussed in Management Discussion & Analysis Captioned
1(5)(xxv)(a)	Accounting policies & estimation for preparation of financial statements	✓		Do
1(5)(xxv)(b)	Changes in accounting policies & estimation, if any clearly describing the effect on financial performance or results and financial position as well as cash flows in the absolute figures	✓		Do
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows in the absolute figures	✓		Do

1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario	✓		Do
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe	✓		Do
1(5)(xxv)(f)	Risks & concerns issued related to the financial statements, explaining such risk and concerns mitigation plan of the company	✓		Do
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, with jurisdiction thereof, i.e., actual position shall be explained to the shareholders in the next AGM	✓		Do
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the board as required under condition No.3(3) shall be disclosed as per Annexure-A;	✓		Stated in annual report under CEO and CFO declaration
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of the code as required under condition No.9 shall be disclosed as per Annexure-B & Annexure-C	✓		The certificate regarding the compliance of conditions is disclosed in the annual report.
1(6)	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with Bangladesh Secretarial Standards as adopted by the Institute of Chartered Secretaries of Bangladesh	✓		Company maintains a book for Board Meeting Minutes as per the provision of Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB)
1.7	Code of conduct for the chairperson, other Board members and Chief Executive Officer			
1(7)(a)	The board shall lay down a code of conduct, based on the recommendation of the NRC at condition No.6 for the chairperson of the board, other board members & CEO of the company	✓		A code of conduct set for chairmen of the Board, other members of the Board and Chief Executive Officer of the company based on the recommendation of the Nomination and Remuneration Committee (NRC)
1(7)(b)	The code of conduct as determined by the NRC shall be posted in the website of the company among others prudent conduct & behavior; confidentiality; conflict of interest; compliance with laws, rules & regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency	✓		Posted in the website and website is functional for all
2.00	GOVERNANCE OF BOARD OF DIRECTORS OF SUBSIDIARY COMPANY			
2(a)	Provisions relating to the composition of the Board of Directors of the holding company shall be made applicable to the composition of the Board of Directors of the subsidiary company.	N/A		PICL does not have any subsidiary company
2(b)	At least 1 (one) independent director on the Board of Directors of the holding company shall be a director on the Board of Directors of the subsidiary company.	N/A		
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company.	N/A		
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also.	N/A		
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	N/A		

3.0	MANAGING DIRECTOR (MD) OR CHIEF EXECUTIVE OFFICER (CEO), CHIEF FINANCIAL OFFICER (CFO), HEAD OF INTERNAL AUDIT AND COMPLIANCE (HIAC) AND COMPANY SECRETARY (CS)			
3.1	Appointment			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC)	✓		The Company has appointed MD, CFO, CS and Head of Internal Audit.
3(1)(b)	The positions of the MD or CEO, CS, CFO and HIAC shall be filled by different individuals	✓		The MD, CFO, CS and Head of Internal Audit are four different individuals.
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time	✓		In practice
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS	✓		The roles, responsibilities and duties of MD, CFO, CS and HIAC are clearly defined which have been approved by the Board as per requirement of BSEC notification
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s)	✓		In Practice
3(2)	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board. 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.	✓		In Practice
3.3	Duties of Managing Director or Chief executive Officer and Chief Financial Officer			
3(3)(a)	The MD or CEO and CFO shall certify to the board that they have reviewed financial statements	✓		In Practice
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading	✓		In Practice
3(3)(a)(ii)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws	✓		In Practice
3(3)(b)	The certification of the MD or CEO and CFO that no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members	✓		In Practice
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the annual report	✓		Disclosed in Annual Report
4.0	BOARD OF DIRECTORS' COMMITTEE			
4(i)	The Board shall have an Audit Committee as a sub-committee of the Board	✓		In Practice
4(ii)	The Board shall have a Nomination & Remuneration Committee as a sub-committee of the Board	✓		In Practice
5.0	AUDIT COMMITTEE			
5.1	Responsibility to the Board of Directors			
5(1)(a)	Audit Committee shall be the sub-committee of the Board of Directors	✓		In Practice. TOR is available
5(1)(b)	The committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business	✓		The audit committee duly discharged its responsibilities.
5(1)(c)	The Audit Committee shall be responsible to the Board of Directors. The duties of the Audit Committee shall be clearly set forth in writing	✓		In Practice

5.2	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least three members	✓		The Audit Committee is comprised of 4 (four) members
5(2)(b)	Board shall appoint members of Audit Committee from non-executive directors except chairperson including one independent director	✓		The members of the Audit Committee are appointed by the Board who are Non-Executive Directors and including independent director.
5(2)(c)	All members of the audit committee should be financially literate and at least one member shall have accounting or related financial management experience and ten years of such experience.	✓		Based on the academic qualifications and professional experiences, the Board reviewed and considered that all the existing members of the Audit Committee are 'financially literate' and they have 'related financial management experience' as per codes of BSEC. The members have also given their declarations
5(2)(d)	When the terms of service of any committee member expires or there are any circumstances causing any committee member to be unable to hold before expiration of terms of service where number of Committee members falls short than the prescribed number the board shall fill the vacancy immediately or not later than 1 one month from the date of vacancy	✓		Such situation not arise during the year
5(2)(e)	The company secretary shall act as the secretary of the committee	✓		In Practice
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least one independent director	✓		In Practice
5.3	Chairperson of the Audit Committee			
5(3)(a)	Chairman of the Audit Committee shall be an Independent Director appointed by the Board	✓		Independent Director; Mr. Md. Faizur Rahman was appointed as Chairman on 31st October 2021 in place of Sadia Anjum Siddiqui
5(3)(b)	In the absence of the chairperson of the audit committee remaining members may elect one of themselves as Chairperson for that particular meeting	✓		In Practice
5(3)(c)	Presence of Chairman of the Audit Committee in the Annual General Meeting	✓		In practice
5.4	Meeting of the Audit Committee			
5(4)(a)	Frequency of Meeting of the Audit Committee	✓		In Practice
5(4)(b)	Quorum of the Audit Committee Meeting	✓		In Practice
5.5	Role of Audit Committee shall include the following			
5(5)(a)	Oversee the financial reporting process.	✓		In Practice
5(5)(b)	Monitor choice of accounting policies and principles.	✓		In Practice
5(5)(c)	Monitor internal audit and compliance process, approval of internal audit and compliance plan and review of these reports	✓		In Practice
5(5)(d)	Oversee hiring and performance of external auditors.	✓		In Practice
5(5)(e)	Hold meeting with external auditors for review of annual financial statements before submission to the board	✓		In Practice
5(5)(f)	Review along with the management, the annual financial statements before submission to the board for approval.	✓		In Practice
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval.	✓		In Practice

5(5)(h)	Review the adequacy of internal audit function.	✓		In Practice
5(5)(i)	Review the Management's discussion and analysis before disclosing in the annual report	✓		In Practice
5(5)(j)	Review statement of all related party transactions submitted by the management.	✓		In Practice
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors.	✓		In Practice
5(5)(l)	Oversee the determination of audit fees and others for effective audit and evaluate performance of external auditors	✓		In Practice
5(5)(m)	When money is raised through Initial Public Offering (IPO)/Repeat Public Offering (RPO)/Rights Issue the company shall disclose to the Audit Committee about the uses/applications of funds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis and annual basis.	✓		There was no IPO/RPO/Rights Issue in 2021 or in recent past.
5.6	Reporting of the Audit Committee			
5(6)(a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board of Directors.	✓		In Practice
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board of Directors on the followings, if any			
5(6)(a)(ii)(a)	Report on conflicts of interests;	N/A		Such situation didn't occur.
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect in the internal audit & compliance process or in the financial statement	N/A		There was no such issue arise during the year
5(6)(a)(ii)(c)	Suspected infringement of laws, including securities related law, rules and regulations	N/A		Do
5(6)(a)(ii)(d)	Any other matter which shall be disclosed to the Board of Directors immediately	N/A		Do
5(6)(b)	Reporting to the Authorities: If the Audit Committee has reported to the Board of Directors about anything which has material impact on the financial condition and results of operation and has discussed with the Board of Directors and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board of Directors for three times or completion of the period of 6 (six) months from the date of first reporting to the Board of Directors, whichever is earlier.	N/A		Do
5(7)	Reporting to the Shareholders and General Investors: Report on activities carried out by the Audit Committee, including any report made to the Board of Directors under condition 5.6.a(ii) above during the year, shall be signed by the Chairman of the Audit Committee and disclosed in the annual report of the issuer company	✓		Activity of AC has disclosed in the Annual Report
6.00	NOMINATION AND REMUNERATION COMMITTEE (NRC)			
6.1	Responsibility to the board of directors			
6(1)(a)	The company shall have an NRC as a sub-committee of the board	✓		Already in place. The TOR is available
6(1)(b)	NRC shall assist the board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors & top-level executives as well as considering remuneration of directors, top level executive	✓		The NRC duly discharged its responsibilities
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing	✓		In practice. The Terms of Reference is clearly set forth in writing covering all relevant areas as stated in the code
6.2	Constitution Of the NRC			
6(2)(a)	The committee shall comprise of at least 3 members including an independent director		✓	The Committee is comprised of 6 members including an Independent Director

6(2)(b)	All members of the committee shall be non-executive directors	✓		In Practice
6(2)(c)	Members of the committee shall be nominated and appointed by the board	✓		The NRC members are appointed by the Board
6(2)(d)	The board shall have authority to remove and appoint any member of the committee	✓		In Practice
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the committee or any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) of occurring such vacancy	N/A		Such situation didn't occur during the year
6(2)(f)	The chairperson of the committee may appoint or co-opt any external expert or members of staff to committee who shall be non-voting member	N/A		The Committee didn't appoint or co-opt any external expert or member
6(2)(g)	Company secretary shall act as the secretary of the committee	✓		In Practice
6(2)(h)	Quorum of the NRC shall not constitute without attendance of at least an independent director	✓		In Practice
6(2)(i)	No member of the NRC shall receive any remuneration other than Directors' fees or honorarium from the company	✓		In Practice
6.3	Chairperson of the NRC			
6(3)(a)	The board shall select one member of the NRC to be chairperson of the committee who shall be an independent director		✓	The Chairman of NRC is Mr. Nabiha Yasmin who has been appointed as Chairman of NRC is an Independent Director
6(3)(b)	In the absence of chairperson of NRC, the remaining members may elect one of themselves as chairman of the meeting.	✓		In Practice
6(3)(c)	The chairperson of NRC shall attend the AGM and in the absence of regular chairperson, any member from the NRC shall be selected to attend in AGM	✓		In Practice
6.4	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year	✓		In Practice
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC	✓		To be complied if needed
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must.	✓		In Practice
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC	✓		In Practice
6.5	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the board and shareholders	✓		In Practice
6(5)(b)	NRC shall oversee among others, the following matters and make report with recommendation to the Board			
6(5)(b)(i)	formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following-	✓		In Practice
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully	✓		In Practice
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks	✓		In Practice
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of company and its goals	✓		In Practice
6(5)(b)(ii)	A policy on boards diversity considering age, gender, experience, ethnicity, educational background & nationality	✓		In Practice

6(5)(b)(iii)	Identifying persons who are qualified to become directors and top-level executive in accordance with the criteria laid down and recommend their appointment and removal to the board	To be complied		No such list as yet
6(5)(b)(iv)	Formulating the criteria for evaluation of independent directors and the board	✓		In Practice
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement or promotion criteria	✓		In Practice
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies	✓		In Practice
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	✓		The criteria, policy and activities of NRC has been developed
7.0	EXTERNAL OR STATUTORY AUDITORS			
7(1)(i)	Non-engagement in Appraisal or valuation services or fairness opinions	✓		In Practice
7(1)(ii)	Non-engagement in designing and implementation of Financial Information System	✓		In Practice
7(1)(iii)	Non-engagement in Book-keeping or other services related to the accounting records or financial statements	✓		In Practice
7(1)(iv)	Non-engagement Broker-dealer services	✓		In Practice
7(1)(v)	Non-engagement in Actuarial services	✓		In Practice
7(1)(vi)	Non-engagement in Internal audit or special audit services	✓		In Practice
7(1)(vii)	Non-engagement in any other service determined by the Audit Committee	✓		In Practice
7(1)(viii)	Non-engagement in audit or certification services on compliance of corporate governance as required under condition: 9(1)	✓		In Practice
7(1)(ix)	Any other service that creates conflict of interest	✓		In Practice
7(2)	No partner or employees and family members of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company.	✓		In Practice
7(3)	Representative of external or statutory auditors shall remain present in the shareholders meeting (AGM or EGM) to answer the queries of the shareholders	✓		In Practice
8.0	MAINTAINING WEBSITE BY THE COMPANY			
8(1)	The company shall have an official website linked with the websites of the stock exchange		✓	Website link with stock exchange is available
8(2)	The company shall keep the website functional from the date of listing	✓		In Practice
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s)	✓		In Practice
9.0	REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE			
9(1)	Obtaining Certificate from a professional accountant/ Secretary other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and disclose it in the Annual Report	✓		The company obtained the certificate from M/s. Hussain & Co. Chartered Accountants regarding compliance of conditions of Corporate Governance of the Commission and such certificate is disclosed in the Annual Report
9(2)	The professional who will provide the certificate on compliance of the Corporate Governance Code shall be appointed by the shareholders in AGM	✓		The compliance auditor T. Hussain & Co. Chartered Accountants is duly appointed by the shareholders at AGM
9(3)	The directors of the company shall state, in accordance with the annexure attached, in the directors' report whether the company has complied with these conditions	✓		Detailed status given at Annexure - C and published in the Report



Md. Rafiqur Rahman
Deputy Managing Director & Company Secretary
Phoenix Insurance Company Limited



**Report to the Shareholders of
Phoenix Insurance Company Limited
on
Compliance on the Corporate Governance Code**

We have examined the compliance status to the Corporate Governance Code by Phoenix Insurance Company Limited for the year ended on December 31, 2021. This Code relates to the Notification No.BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

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

Place: Dhaka
Dated: May 21, 2022

Mohammad Abu Kawsar, FCA
Partner
T. Hussain & Co.
Chartered Accountants,
DVC 2205211497CC185098



Internal Control & Risk Management

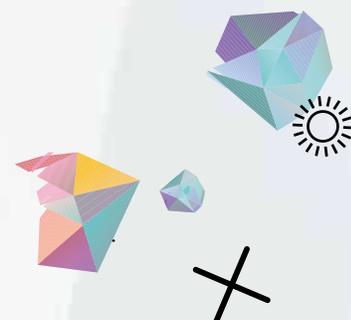
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Internal Control

BACK GROUND

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

FRAMEWORK

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

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

STRATEGY

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

In establishing and maintaining an effective system of internal control, Phoenix Insurance undertakes to assess regularly both the internal and external risks that it faces. The assessment also includes the identification and analysis of all the significant risks that an insurance company is exposed to and acts accordingly. An adequate Internal Control system requires the implementation of effective and efficient Control Activities at all levels of the entity. The

Management of Phoenix Insurance Company Ltd makes up accordingly with the supervision and advice of the board of directors set up some strategies and recommendations too.

BOARD RESPONSIBILITY

The Board is responsible for the review of the adequacy and effectiveness of the Company's system of risk management and internal controls which includes financial operational and compliance controls. The system is designed to manage rather than eliminate the risk of failure to achieve business objectives. Accordingly, it can only provide reasonable and not absolute assurance against material misstatement or loss. The risk management and control processes are implemented by the Management led by the Managing Director and Senior Management of the Company who collectively is responsible for good business practices and governance.

MANAGEMENT RESPONSIBILITY

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

RISK MANAGEMENT

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

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

INTERNAL CONTROL SYSTEM ACTIVITIES

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

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

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

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

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

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

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

CONCLUSION

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

Role of Internal Audit

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

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

Compliance Framework

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

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

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

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

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

Company's Risk Management

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

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

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

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

Risk culture

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

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

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

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

Key risk takers across Phoenix Insurance are a particular focus in promoting good risk and control-related behaviors. The relevant positions are identified in a regular process and those who hold them are subject to additional behavioral objectives and assessments. Risk culture is directly

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

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

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

Key risk management principles

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

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

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

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

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

Risks of Insurance Operations

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

Risk Management Plan

The management of Phoenix Insurance coordinated to set the activities and methods that are used to an organization and to control the many risks that can affect its ability to achieve the objectives. The management makes the

plan that is used to manage the risk. The Company's risk management plan is the management of components the approach and the resources that will be used to manage the risk. Typical management components include procedures practices responsibilities and activities (including their sequence and timing). The Company's risk management plans applied to products processes or to an entire company or to any part of it.

Risk Concentrations

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

Risk Analysis

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

Mitigation

While the pandemic's impact on all areas of the risk profile continues to be monitored through the risk appetite framework and Phoenix's remains within all risk appetites, there is considerable uncertainty over what the eventual outcomes from COVID-19 may be. A number of steps have been taken, and continue to be taken, to actively monitor and manage the key areas of uncertainty. The potential to handle the COVID crises.

Underwriting Risks

By taking out an insurance policy the policyholder transfers his insurance risk to the insurer. The underwriting risk associated with an individual general insurance contract. Our Company's portfolio comprises a very large number of general insurance contracts. Because of this large size of the insurance portfolio the expected number of claims is also great. An accumulation of loss due to natural catastrophes or large catastrophes caused by human activity constitutes a specific risk type. In such a case

one catastrophic event may in practice give rise to simultaneously payable claims for a large number of insured risks at high amounts. The resulting total claims expenditure may be extremely large. However, this risk can be diversified since the company operates in the region with a perceived relatively low risk of natural catastrophes enabling the company to protect against the risk through reinsurance.

Underwriting Risk Management

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

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

Underwriting Risk Mitigation

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

The underwriting heads of Head Office and each branch are responsible for managing and controlling the underwriting operations under their respective domains. Underwriting is conducted in accordance with a number of technical controlling protocols. This includes defined underwriting authorities' guidelines by class of business rate monitoring underwriting peer reviews and practice for seeking guidance on large and intricate risks from REG (Risk Exposure Group). This Group is represented by the department head of Underwriting Claims Reinsurance Branch Control and Accounts. The Company monitors the risk of accumulation arising from catastrophic events. The exposure is protected by a comprehensive reinsurance program that has the capacity to respond to different possible catastrophic events.

The Company also has a separate Physical Risk inspection department which carries out a large number of high risk large & medium risks surveys

before underwriting them. The surveys are conducted both on set schedules and on case-to-case basis. The department by far carries out the largest number of surveys in the market and provides an insight of the risk to the underwriters thus assisting them in making right decisions

Risk Selection and Pricing

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

Reinsurance Risk

The Board of Directors annually approves the reinsurance principles and the maximum risk per claim retained for own account. In practice this risk is kept lower if this is justifiable considering the price of reinsurance and it is calculated on the basis of total portfolio of each claim of Business. Retention in risk-specific reinsurance is a maximum of BDT.15,000,000/- for Fire loss BDT.6,500,000/- for Marine Cargo BDT.2,500,000/- for Mice & Engineering and BDT.750,000/- for Motor insurance and that in catastrophe reinsurance BDT.5,000,000/-. The capacity of risk plus cat reinsurance covering loss accumulation stood at BDT. 15,000,000/- in 2021.

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

Comprehensive Motor Insurance Risk

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

Risk of Cargo Insurance

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

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

Market Risk

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

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

Interest Rate Risk

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

Legal Compliance Risk

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

The Management of Phoenix Insurance Company Limited has already been taken necessary steps to confirm the regulatory works based on the guidelines of the authority. The Board of Directors regularly motivated the

management to maintain the rules and regulation and do the business as prescribed by the IDRA. The Management always aware about the legal compliance and ensured the Risk management to save the company.

Issuance of Insurance & Reinsurance document risk and its management:

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

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

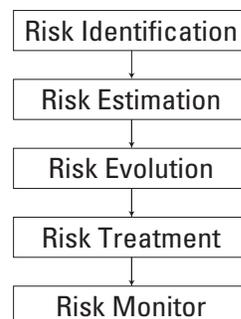
Commitment of the Board in the Enterprise Risk Management (ERM) Process

The Board of Directors of PICL oversees the risk management framework to make sure that the risks affecting PICL are identified properly and are being appropriately dealt with. In the above ERM framework, the Board's input is mostly evident in the third, fourth and fifth steps. Following are the responsibilities of the Board of Directors:

1. Approve and advise on any steps that are necessary to control risks once the residual risk assessment is complete, as highlighted in Step 4.
2. Advise on the risk appetite and tolerance regarding each risk, as highlighted in Step 3.
3. Ensure that PICL has a comprehensive ERM framework.
4. Ensure that risks are monitored appropriately, as highlighted in Step 5.
5. Meet with the Risk Management Committee on a quarterly basis and take feedback on progress and compliance.

Enterprise Risk Management (ERM) Framework

At Phoenix Insurance Company Limited (PICL), the Enterprise Risk Management (ERM) Process is broken down into the following steps:



Each step is explained in some detail below:

Risk Identification:

1. By collaborating with a variety of departments in PICL, all the possible risks affecting the Company are identified, and to build an understanding of such risks, an in-depth knowledge about them is gathered.
2. One of the primary sources of risk identification continues to be through interviews and discussions. Brainstorming sessions are conducted internally among the relevant stakeholders to identify the risks and opportunities affecting PICL. Questionnaires are also shared with the departments to get additional insights.
3. Some risks and opportunities are identified once audits or inspections are carried out, both internal and external.
4. Incident investigations and scenario analysis are also carried out which help in recording specific risks and opportunities that are relevant to PICL.
5. At this stage, immediate stakeholders are also identified. For example, in Capital Adequacy Risk, the immediate stakeholder would be Finance Department.
6. Risks are described in detail at this stage, and the source of the risk is clearly identified.

Risk Estimation:

1. Impact of the risk is estimated qualitatively, and its direct impact on the Company.
2. Impact and probability of the risks are rated at this step, which assists in making a judgment about the risk rating, which can either be Critical, High, Moderate or Low.
3. A credible worst-case scenario is built and its impact on financial statements is checked based on its likelihood of occurrence. This helps in quantifying the risk to some extent.

Risk Evaluation:

At this stage, Risk is evaluated in terms of:

1. Risk appetite of PICL, as per Board's guidance
2. Tolerance level of the risk, as per Board's guidance
3. Risk treatment stance, which is either to avoid the risk completely, or merely reduce it.

Risk Treatment:

1. Clear risk strategies are documented regarding each risk. Existing controls are also reviewed and a potential action for improvement is noted.
2. Residual risks are also established at this stage.

Risk Monitoring:

1. A Key Risk Indicator (KRI) is built for each risk, which rates the risk as Low, Medium, High, and Critical.

Based on these ratings, it is assessed what kind of actions need to be taken regarding risk mitigation.

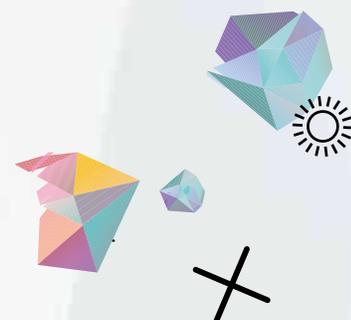


Human Resources and Information Technology and Management Discussion & Analysis

124-130 Human Resources Management

130-131 Information & Communication Technology

132-133 Management Discussion & Analysis



Human Resources Management

Human Resource Management is a management function that helps Managers plan recruit, train, develop, remunerate and maintain members for an organization. The advent of Human Resource Management has brought the linkage between employee relationship and strategic management to sharp focus.

The role of Human Resource Management is significant in the strategic management process. Particularly in formulating and implementing strategies. It may be defined as the out of procuring, developing and maintaining competent work force to achieve organizational goals efficiently.

The purpose of our Human Resource Division is to build up an environment that allows our dedicated workforce to perform at its best in service to attain our institutional goals. As a first generation public limited Company, Phoenix Insurance Company believes that people resources represent its biggest asset and its strongest competitive advantage & the success of the company depends on the proper, efficient and effective management of the Human Resource.

Employees in a Company is the most valuable resource for the success. Phoenix Insurance Company always considers human resources as the most important factor that can add distinguishable value for survival in the competitive market. Our Human Resource Division plays a lead role under the dynamic leadership of Mr. S. M. Jashim Uddin Ahammed, Senior General Manager along with his team is to address our vision & mission statement of the Company by offering different categories of excellent services to the clients through efficient & skilled Human Resource of the Company. We consider our employees as human capital, because we believe that employees are the key forces behind the success in insurance business in the face of prevailing competitive market situation. We committed to attract develop, motivate & retain a competent as well as skilled human capital.

The Human Resource Department of Phoenix Insurance Company performs all sorts of Human Resource related functions. Here some key roles are stated:

TRAINING & DEVELOPMENT

Training is an opportunity to build a skilled and knowledge based Human Resource of an organization. It has specific goals of improving capability, capacity, productivity and performance of the executives, officers and employees.

Training & development are important tools for changing and directives employee's behavior in their jobs towards better performance.

Skills, education, development, ethics attitudinal changes and decision-making skills must go into any program of training and development. Phoenix Insurance Company is working for appropriate training to maintain professional skills with a view to familiarize with the desk & market-oriented job, acquire diversified knowledge in Insurance operations.

To keep our employees well informed of all the latest enhancements in the Insurance sector, the Co. continues to organize training & workshop for the officers and executives in an effort to improve their professional adeptness. The Company is giving the highest priority on training of its employees as a continues process of human resources development. We continuously thrive to transform Human Resources to Human Capital through proper learning and development initiatives in every aspect of work area.

Besides the in house and customized training programs employees of our Co. are sent to the training programs arranged by different organizations i.e., BIA, IDRA, BIPD etc. and other reputed local training institutes.

Training Last 5 Years (2017 to 2021)

Name of Course	Level of Participants	No. of Course	No. of Participants
Securities Laws of Bangladesh & Financial Statements Analysis	Sr. Manager, Manager, Principal Officer	1	3
Comprehensive Course on Non-Life Insurance	Deputy Manager, Asstt. Manager, Sr. Principal Officer, Executive Officer, Officer, Junior Officer	11	16
How to Switchover from Existing VAT to New Online VAT and Special Emphasis on Case Study	Principal Officer	1	1
Professional English & Organizational Behavior	Manager	1	1
IPO Processes and Procedures	Sr. General Manager	1	1
Reinsurance Management International	Sr. Principal Officer, Executive Officer	1	2
Financial Statement Analysis	Principal Officer	1	1
Micro Insurance Practices	Manager, Asstt. Manager	1	2
Upgraded Depository Software	Sr. Manager, Sr. Principal Officer	1	2
Unified Messaging through SMS Notifications	Manager, Sr. Principal Officer	1	3
KPI Master Class: Design, Implement & Measure KPI	Officer	1	1
Anti-Money Laundering & Combating Financing of Terrorism	Executive Director	1	1
Legal & Practical Aspects of Financial Crime: With special reference to Bangladesh Financial Sector	Sr. General Manager	1	1
Compliance in Corporate Governance by Listed Companies	Asstt. General Manager	1	2
Different Dimensions of Liability Insurance	Asstt. General Manager	1	1
Finance & Accounting Management for Insurance Operations	Deputy Manager	1	1
Total		26	39

RECRUITMENT

Recruitment is the process of searching for and obtaining applications so as to build a pool seeker from whom the right people for the right jobs may be selected. It represents the first contract a Company makes with potential employees. Recruitment done well will result in better selection. In our recruitment & selection process, the Company places importance on equal employment opportunity for all applicants, irrespective of race, religion, ethnicity, gender, sexual orientation or political influence.

Effective recruitment is an essential part of our Human Resources Planning. Talent acquisition is done through systematic recruitment process both for fresh & lateral entrants. Phoenix Insurance Company's policy for recruiting employees for the company at various positions like regular, contractual, fresh, temporary & experienced employees within purview of Recruitment Policy of the Company.

Designation wise hierarchy as on 31st December, 2021:

Sl No.	Designation	2021		
		Male	Female	Total
1	Managing Director & CEO	1	-	1
2	Deputy Managing Director	2	-	2
3	Executive Director	4	-	4
4	Adviser	1	-	1
5	Consultant	1	-	1
6	Senior. General Manager	3	-	3
7	General Manager	5	-	5
8	Deputy. General Manager	2	1	3
9	Assistant General Manager	19	-	19
10	Senior Manager	7	-	7
11	Manager	13	3	16
12	Deputy Manager	14	4	18
13	Assistant Manager	12	6	18
14	Senior Principal Officer	18	2	20
15	Principal Officer	11	4	15
16	Executive Officer	11	2	13
17	Officer	12	6	18
18	Junior Officer	13	3	16
19	Support Staff	91	1	92
	Total Percentage (%)	240 (88%)	32 (12%)	272 (100%)

PROMOTION, MOTIVATION & REWARD

Promotion results in improvement in pay, prestige, position and responsibilities. Promotion must be based on well-established principles. The new jobs are a promotion for the employee only when it carries increased responsibilities and enhanced pay. A promotion represents the ultimate accomplishment for some employees.

Promotion has been given to officials who deserve different grades in every year, to remove the monotonous mood, to enhance social prestige motivate employees and for recognition of a job performed well by an employee. It is an effective tool for reward and motivation as well as improvement of employee's skill and increase job satisfaction.

In our policy, no employee shall be ordinarily considered eligible for promotion to a vacant post in the next higher category unless he has put in at least 3 years' continued service in the existing category. Provided that the competent authority may relax this requirement in exceptional cases. All employee will be considered for promotion on merit-cum-seniority basis having regards to his performance, efficiency, punctuality, regularity, devotion to company and report of his controlling officer as to his general conduct & behavior provided such vacancy of senior position exists.

Promotion scenario of the company in last 2 years (2020-2021):

SI No.	Designation	2021	2020
1	Deputy Managing Director	-	1
2	Executive Director	1	2
3	Senior. General Manager	1	2
4	General Manager	1	1
5	Deputy. General Manager	-	-
6	Assistant General Manager	4	7
7	Senior Manager	3	3
8	Manager	3	5
9	Deputy Manager	5	8
10	Assistant Manager	3	10
11	Senior Principal Officer	4	7
12	Principal Officer	4	6
13	Executive Officer	4	4
14	Officer	1	-
	Total	34	56

EMPLOYEE REMUNERATION & BENEFITS

Employee remuneration has different connotations for different people. For an employee, it means status and standard of living for the employer it adds to the cost, and to the Human Resource Management administration of remuneration is an important activity.

Management of Phoenix Insurance Co. Ltd. believes that attractive salary & benefits package brings competitive advantage in the industries for the organization and the employees. Therefore, the salary policy is the same in all Branches and the beginner level of the company. There is no incident discrimination in terms of remuneration provided to male & female employees.

In 2021 the Board of Directors of the Co. approved 2 incentive bonuses each equivalent to 'Basic salary' of its permanent employees. All employees shall be entitled to contributory provident fund facility, gratuity fund, group life insurance benefits, Hospitalization Insurance scheme, leave encashment, two festival bonuses etc. These facilities are designed in such a way to that employee will have a handsome number of benefits while leaving the Company to enjoy a decent life with their families.

SUCCESSION PLANNING

Human Resource planning (HRP) refers to the estimation of the number & the type of people needed during the ensuing period.

Phoenix insurance Company possesses a sound Human Resource policy covering succession planning to carefully avoid the problems of leadership vacuum under any circumstances. The Human Resource Division has formulated and implemented an efficient succession planning for professional employee management.

We believe that employees are the most valuable asset, as their professionalism and proficiency, along with their diverse backgrounds and experience contributes significantly to its success. Only the relevant skills and competencies of employees are considered the attributes which create sustainable values.

Our primary goal is to ensure that the right people will be in the right position at the right time by the virtue of the individual quality. We have already fixed the job-wise organogram and Human Resource Division determined the Human Resource requirements with support of other departments and evaluation of jobs.

EMPLOYEES' HEALTH, SAFELY & OTHERS ASSISTANCE

Health is wealth for employees' as well as for executives. Realizing this, management provide health services to their employees. Healthy protection is a legal requirement too. Employee health has several aspects: Physical health, mental health, noise control, job stress, drug abuse and violence at work place.

Health, safety and wellbeing is a foremost priority in fostering a good working environment. Our Company sincerely believe in safety, health, security at work place that is a prerequisite for sound state of mind of employees for deliveries satisfactory services to the customers. That is why Phoenix Insurance Co. Ltd. takes necessary actions for ensuring healthy and safe workplace for the employees. Our company provide a Hospitalization health insurance scheme for all categories of employees for their health safely.

During the COVID-19 pandemic the Company adopted a number of initiatives to minimize the risk of infection break the chain of transmission and enhance safety for all special facilities were also provided to those who needed to care to office premises during the pandemic induced lock down period. Human Resource Division also prepared an exhaustive guideline on returning to work with the phase-wise lifting the work environment safe & secure for employees.

PERFORMANCE APPRAISAL & JOB EVALUATION

Appraisal of performance proceeds in a set pattern. The steps involved are defining appraisal objectives, establishing job expectations, designing the appraisal program, conducting performance interviews and using appraisal data for different Human Resource activities.

Performance appraisal refers to the assessment of an employee's actual performance, behavior on jobs and his or her potential for future performance. Appraisal has several objectives but the main purposes are to assess training needs to effect promotions, and to give pay increases.

Performance appraisal in Phoenix Insurance Co. Ltd. is a part of career development which consists of regular reviews of employee performance. Other aspects are considered. Such as organizational behavior, accomplishments, potential for future improvement. Strengths and weaknesses, etc. Performance appraisal has been conducted annually through obtaining Annual Confidential Report (ACR). Our Company always strives to employ the right people at the right place, develop their capacities and reward their performance.

GRIEVANCE MANAGEMENT

As part of complying with code of conduct, Phoenix Insurance Co. Ltd. is committed to equal opportunity, unbiased treatment favoring all individuals based on job related qualifications rather than any other basis on status.

Our Company knows that employee dissatisfaction is a potential source of trouble, whether it is expressed or not. In Phoenix Insurance Co. Ltd. whenever an employee is confronted with a grievance. The employee presents his problem to his immediate supervisor. If the employee is not satisfied with superior's decision, then he discusses his grievance with the departmental head. If the departmental head fails to redress the grievance, then it may be referred to chief executive as he knows the employees' feelings and opinions and about the Company's policies & practices. Employees have the right to appeal any decision. Both the employees and the customers have the right to complain at any issue they feel deprivation.

Customers' complaints are taken into serious consideration and are resolved by the authority on consultation with the respective department.

STRATEGIC FOCUS

The advent of Human Resource Management has brought the linkage between employer – employee relationship and strategic management to sharp focus. Strategic management offers several financial and non-financial benefits to the company.

Encouraging excellence in performance by rewards and recognition, maintaining a spirit of ambition to comply with the organizational goal. Motivating the employees to add value with superior services. Imparting training to the employees for acquiring skills, attracting qualified personnel for long term career with the company. Human Resource Management makes strategic management highly effective by supplying human resources who are competent and committed.

Our prime strategic focuses are to optimum utilization of Human Resource in the company. Try to avail competitive advantage and profitability, Managing the company to make positive growth & our main focus of the strategies with connect the people and the business.

We are working for grooming the professional insurance personalities in the industries. Our aim is to create an environment where employees stay motivated, empowered and feel courageous for their works.

OUR PRIORITIES FOR 2022

We have entered 2022 with a more positives outlook, we all have to contribute to the strong growth track of our company to improve the lives of all concern.

Our one of the priority plans is to appoint all good number of marketing executives/officers for the smooth functioning of all the branches.

To fill up vacant through promotion and direct recruitment, by which we can maintain our productivity & service standard. To ensure the right man in right place in right time for maximizing our profitability.

Training modules related to IDRA, BIA, BSEC, BIPD, DSE, CDBL & others Training Institutes is to get priority. To bring performance measurement and performance-based incentive related activities of Human Resource Management. Training need analysis and process development. Preparation of Training and development roadmap. Phoenix Insurance Co. Ltd. has also a Human Resource plan which aims at expanding its business area for creating more employment opportunity. To distribute the manpower in different Branches & Head Office by Human Resource Division to fulfill & increase the annual business target of the Company.

Information & Communication Technology

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

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

BUSINESS CONTINUITY PLAN (BCP)

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

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

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

IT GOVERNANCE POLICY

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

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

SAFETY OF RECORDS OF THE COMPANY

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

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

Management Discussion & Analysis

In compliance with code 1(5) (XXV) of the BSEC codes of Corporate Governance, the management discussion and analysis are presented here under.

(A) ACCOUNTING POLICIES AND ESTIMATION FOR PREPARATION OF FINANCIAL STATEMENTS:

The financial statements have been prepared in accordance with the (International Financial Reporting Standards (IFRS), the Companies Act, 1994, the Securities and Exchange Rules, 2020, and other applicable laws and regulations in Bangladesh. Cash flows from operating activities are prepared under direct method as prescribed by the Securities and Exchange Rules, 2020. The financial statements have been prepared on a historical cost basis, except for debt and equity financial assets and contingent consideration that have been measured at fair value. The financial statements provide comparative information in respect of the previous period. In January 2018, the Institute of Chartered Accountants of Bangladesh (ICAB) adopted International Financial Reporting Standards issued by the International Accounting Standards Board as IFRSs. As the ICAB previously adopted such standards as Bangladesh Financial Reporting Standards without any modification, this recent adoption will not have any impact on the financial statements of the Company, going forward. The details of the significant accounting policies are available in Note 2 of the financial statements.

(B) CHANGES IN ACCOUNTING POLICIES AND ESTIMATION

In 2021, there was no major change in accounting policies and estimations except for some amendments and interpretations applied. However, this does not have any material impact on the financial statements of the Company. The Company has not adopted early any standards, interpretations or amendments that have been issued, but even those that are not yet effective.

(C) COMPARATIVE ANALYSIS OF FINANCIAL PERFORMANCE AND OPERATIONAL PERFORMANCE

Financial Result	2021	2020	2019	2018	2017
Gross premium	670.93	646.13	780.57	759.35	713.05
Less: re-insurance ceded	290.61	308.26	307.30	320.81	258.85
Net premium earned	380.32	337.87	473.27	438.54	454.20
Commission on re-insurance	59.36	68.58	68.54	66.85	73.00
Other income	47.83	63.96	40.60	69.11	110.20
Total revenues	487.51	470.41	582.41	574.50	637.40
Management expenses	252.11	248.34	289.74	309.29	309.18
Net claims	43.20	59.62	52.04	30.66	62.33
Commission paid	46.25	85.23	106.14	107.49	100.59
Reserve for unexpired risk	17.52	(54.65)	13.71	(6.19)	30.11
Total expenses	359.08	338.53	461.63	441.25	502.21
Profit before tax	128.43	131.88	120.78	133.26	135.19
Provision for gratuity & CSR	11.50	10.00	5.50	7.00	4.50
Provision for taxation	28.14	27.90	22.28	23.17	18.57
Profit after tax	88.79	93.98	93.00	103.09	112.12
Net Income Per Share	2.20	2.33	2.31	2.56	2.78

Operational Result	2021	2020	2019	2018	2017
Share Capital (in millions)	403.42	403.42	403.42	403.42	403.42
Cash dividend (in millions)	60.51	48.41	48.41	64.55	60.51
Cash dividend per share (in BDT)	1.5	1.5	1.2	1.2	1.6
No. of Employees	272	276	281	290	300
Total Contribution to the National Exchequer (in millions)	36.71	29.81	23.55	18.60	31.53

The Company's gross revenues for the year 2021 have increased by 4%. The premium growth not increased the net profit due expenses and provision was increased as a result EPS have decreased from last year.

Higher management has carefully followed up the expenses and due to COVID 19 impact it has higher. The management has taken initiatives to increase the premium and at same time cost control measure has taken.

(D) COMPARISON OF FINANCIAL PERFORMANCE WITH THE INDUSTRY SCENARIO

Phoenix is operating in the Bangladesh market last 35 years successfully. We look after other companies' activities and hence it is difficult to compare the financial position and cash flow with companies. However, we follow the rules regulation and comply the authority guidelines and definitely performed consistently.

(E) RISKS AND CONCERNS ISSUES RELATED TO THE FINANCIAL STATEMENTS

The Company has a series of policies, practices and controls in place in relation to the financial reporting and consolidation process, which are designed to address key financial reporting risks, including risks arising from changes in the business or accounting standards. The CFO is required to confirm annually that all information relevant to the Company's audit has been provided to the Board of Directors through the Audit Committee and that reasonable steps have been taken to ensure full disclosure in response to requests for information from the external auditor.

(F) FUTURE PLAN OR FORECASTS

The Management is continually pursuing its ambition of providing the best quality service to the customers for selecting the brand of Phoenix. Looking ahead in 2022 and beyond, Phoenix aims to continue with the same passion. COVID crises and other some reason also hampers the business. A limited business in the market but huge company involve, for why undue dealing such as unlawful dealing, under cut rate apply and etc. is affected business although we serve our customers properly and we believe the year 2022 will better.

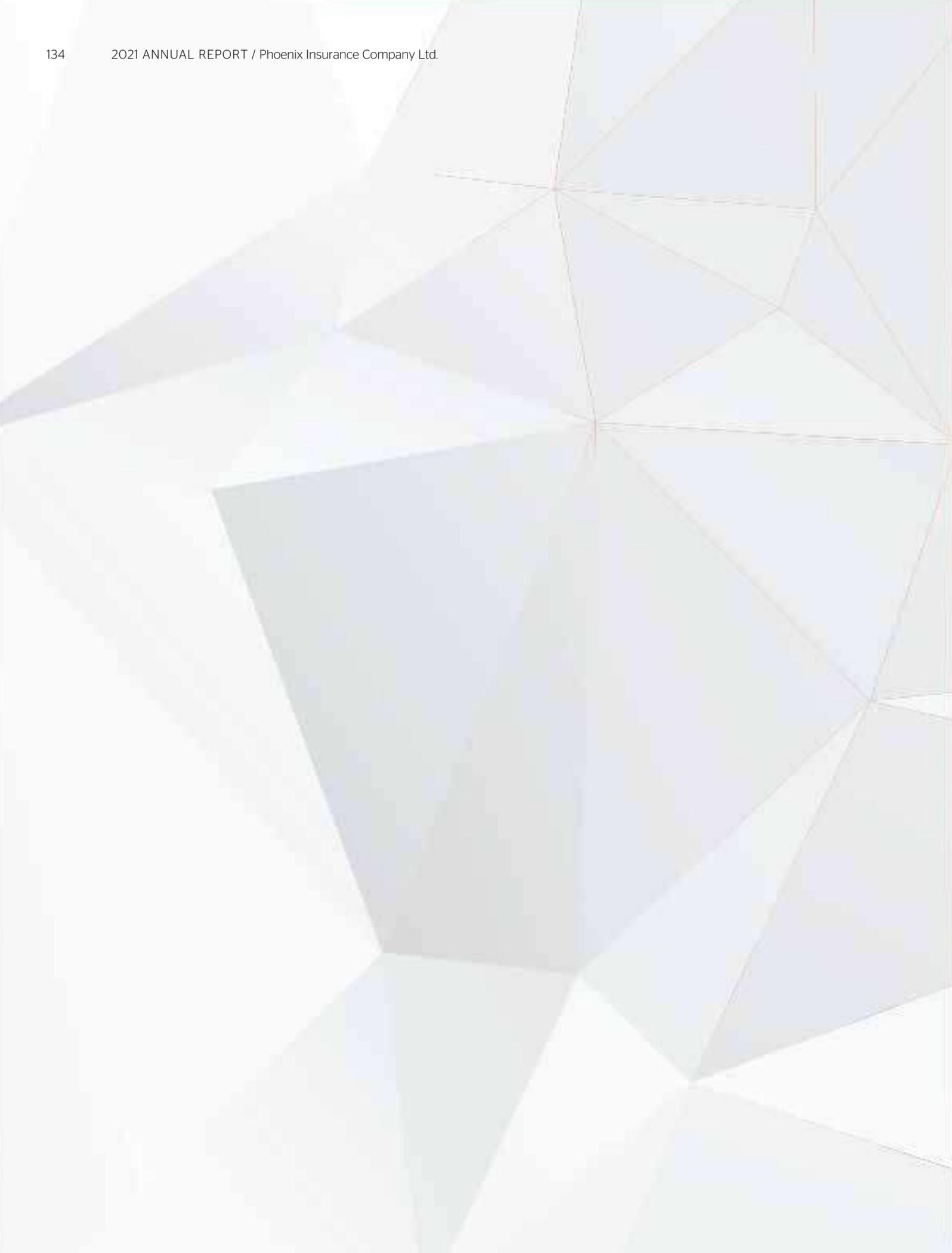
(G) RELATED PARTY TRANSACTIONS

The details of the related party transactions along with the nature of the transactions is provided in Note 34 (Related party disclosures) of the financial statements.

27th April, 2022



Md. Jamirul Islam
Managing Director &
Chief Executive Officer





Director's Report

136-163 Director's Report





Directors' Report

For the year ended 31st December 2021



Bismillahir Rahmanir Rahim

Dear Shareholders

Assalamu Alaikum

On behalf of the Board of Directors, I am delighted to welcome you all to the 36th Annual General Meeting of the Phoenix Insurance Company Limited and have the pleasure to place before you the Annual Report together with the Audited Accounts of the Company covering the Statement of Financial Position (Balance Sheet) Statement of Comprehensive Income (Profit & Loss Account) Consolidated Insurance Revenue Accounts (Revenue Accounts) the notes thereto and the Auditors' Report for the year ended 31st December 2021.

GLOBAL ECONOMY AND INSURANCE GROWTH

Global economic recovery hinges on a delicate balance amid new waves of COVID-19 infections, persistent labour market challenges, lingering supply-chain constraints and rising inflationary pressures. After a global contraction of 3.4 per cent in 2020 and following an expansion of 5.5 per cent in 2021, the highest rate of growth in more than four decades, the world economy is projected to grow by 4 per cent in 2022 and 3.5 per cent in 2023. World gross product in 2021 was 1.9 per cent higher than in 2019 but still 3.3 per cent below the level of output projected prior to the pandemic. These aggregate growth figures, however, mask marked divergences in the pace of recovery across countries and regions.

Global recovery in output in 2021 was largely driven by robust consumer spending and some uptake in investment. Trade in goods bounced back, surpassing the pre-pandemic level. But growth momentum slowed considerably by the end of 2021 including in big economies like China, the European Union and the United States of America, as the effects of fiscal and monetary stimuli dissipated and major supply-chain disruptions emerged. Growth impetus generally has been weaker in most developing countries and economies in transition. While higher commodity prices have helped commodity exporting countries at large, rising food and energy prices have triggered rapid inflation, particularly in the Commonwealth of Independent States (CIS) and Latin America and the Caribbean. Recovery has been especially slow in tourism-dependent economies, notably in the small island developing States.

International trade performance was mixed in 2021. Merchandise trade bounced back, with global trade in goods surpassing the pre-pandemic level. Our baseline scenario projects that global trade in goods and services will grow by 5.7 per cent in 2022 after an expansion of 11 per cent in 2021. Although trade in services is yet to recover, it is expected to gradually improve as external demand patterns normalize. The trade outlook remains susceptible to potential restrictions in economic activities, however, with the new Omicron variant of COVID-19 posing considerable risks and policy uncertainties.

The past two years may have been the most peculiar recession and recovery in living memory. In 2020, the human tragedy of the COVID-19 pandemic triggered a global economic downturn that was initially sharper than the Great Depression. As government support programs took shape, the recession rapidly bottomed out, leading to a strong economic recovery in 2021. The impact on the insurance industry was noticeable: in 2020, premium growth slowed to approximately 1.2 percent (compared with more than 4 percent per year between 2010 and 2020). Profits fell by about 15 percent from 2019. The decline was sharpest in Asia–Pacific (down 36 percent) and was particularly driven by falling profits in life. Preliminary data suggest that premium growth and profits rebounded in 2021, especially in regions where strong vaccine rollouts have made many activities possible again, at least periodically.

Views of the 35th Annual General Meeting of Phoenix Insurance Company Ltd. in the digital platform



The 35th Annual General Meeting (AGM) of the Phoenix Insurance was held on Wednesday, 11th August 2021 through virtual platform. Mohammed Shoeb, Chairman, Directors- Mr. M. A. Majid, Dr. Sharmin Sultana, Mr. Mohammed Haider Ali, Mr. Mazharul Haque, Ms. Sadaf Shamsad Haque, Mrs. Sadia Anjum Siddiqui, Independent Directors- Md. Faizur Rahman, Ms. Nabaha Yesmeen, Managing Director & CEO- Mr. Md. Jamirul Islam, Deputy Managing Director & Secretary- Mr. Md. Rafiqur Rahman including large number of shareholders and Company's high official are also joined the meeting



We are positive on the outlook for global insurance premiums, expecting above-trend growth of 3.3% in 2022 and 3.1% in 2023. We see rising risk awareness in both life and non-life insurance, among consumers and businesses, following the shock of COVID-19. The ongoing rate hardening in non-life insurance commercial lines will provide further support. The global market is expected to exceed USD 7 trillion in premium terms for the first time by mid-2022, sooner than we last estimated in July. It was estimated, global real insurance premiums to grow by 3.4% in 2021, taking total global direct premiums written to 8% above the 2019 level.

BANGLADESH ECONOMY AND INSURANCE BUSINESS

Bangladesh, like other countries, has been significantly affected by the COVID-19 pandemic, which has constrained economic activities and reversed some of the gains achieved in the last decade. So far, more than 75 percent of the population have been inoculated with the first dose of the vaccine in total.

Bangladesh economy has started a promising recovery in FY21, registering real GDP growth of 6.94 percent, after the fallout of the pandemic and subsequent growth slowdown to 3.45 percent in FY20.

The slower growth of FY20 was mostly concentrated in the industry sector (3.61 percent) as well as in the service sector (3.93 percent). However, the resilient agriculture sector maintained its average trend, growing by 3.42 percent in FY20. The overall growth performance of FY21 and onwards was mainly driven by the supportive monetary and fiscal policies, improved business confidence, effective COVID-19 containment measures and consequent declining infection rate, enactment of mass vaccination across the country, and efficient management of supply chain during the pandemic by the government. The industry sector strongly recovered and grew by 10.29 percent in FY21 after a sharp decline (3.61 percent) in FY20 (Chart II.1). The growth momentum in FY22 appeared to strengthen further, reflected in 16.18 percent growth of large and medium scale manufacturing output during July-October of FY22 compared to the same period of FY21, robust growth of export (28.41 percent), and strong growth in import of intermediate goods (66.21 percent) and capital goods (47.67 percent) during H1FY22.

Insurance Business

Bangladesh is now 66th largest economy in terms of the total insurance premium volume in 2020. For around one and a half years, people have been suffering from a health crisis due to the Covid-19 pandemic. At the same time, the world is struggling to recover from the pandemic with the help of swift development of vaccines and fiscal stimulus packages. As a result, the world economy is on the path to a strong recovery following the Covid-19 pandemic.

At this very time, Swiss Re Institute expects global insurance premiums will grow at 3.3% in 2021 to a total of \$6.9 trillion in line with the global economic growth of 5.8% in 2021. The report forecasts 3.9% insurance premium growth for 2022. In 2021, key market insurance premium growth is forecast at 6.3% for China, 1.7% for the US, 2.8% for Western Europe and 5.6% for emerging markets.

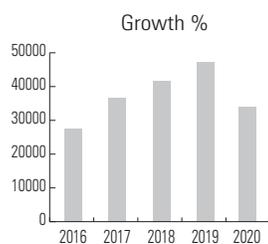
The Bangladesh insurance industry rebounded strongly in 2021 after getting hit by the coronavirus pandemic thanks to the contraction of excessive commission to agents and digitization of services. Total gross premium of life and non-life insurance grew 8.45 per cent year-on-year to Tk 14,392 crore in 2021, according to the Insurance Development and Regulatory Authority (IDRA). However, premium fell 0.89 per cent to Tk 13,271 crore in 2020 due to pandemic.

The insurance penetration in Bangladesh as GDP percentage declined to 0.40 per cent in 2020 from 0.49 per cent a year ago, according to a recent sigma report by Swiss Re Institute.

The combined premium income underwritten by public and private sectors stood at Tk. 38,054 million in 2021. GDP growth in Bangladesh has been hovering more than 7 per cent during the last few years. But the data of the year 2021 was not available. The comparative premium position during the last few years has been as follows:

Growth of Non-life Insurance Premium of the Bangladesh

Amount in Million Taka



Year	Non-life insurance	Increased decrease	Growth (%)
2016	27,627	1,246	4.72
2017	36,688	9,061	32.80
2018	41,792	5,104	13.91
2019	47,116	5,324	12.74
2020	46,869	(247)	(0.52)

COMPANY'S BUSINESS ACTIVITIES AND OPERATING PERFORMANCE REVIEW

BUSINESS RISKS AND SYSTEM OF INTERNAL CONTROL

We know that insurance business is taking the risk and Phoenix Insurance business is also exposed to diverse risks that arise both on internal and external fronts. And because there is always a degree of uncertainty in our operations, the Board of Directors assures its shareholders that the Company has a competent risk management process to ensure that the system of internal control is sound in design and has been effectively implemented and monitored. Although it is possible that all risks to the business are unknown at present, the Company takes reasonable steps to identify all material and financial risks that may hamper business results. The Company then systematically reviews those risks, considering the changing internal and external environment to assess whether the controls that are in place are adequate to address those risks that are likely to hit the Company's business activities, operations, liquidity, and financial position for future performance.

Looking ahead, in view of the pandemic uncertainties and various others challenges, Phoenix may also adjust its business strategies in the future to adopt to the global realities. The detailed is presented in the Annual Report page no 110 of the internal control and Risk management topics discussion.

PREMIUM UNDERWRITTEN

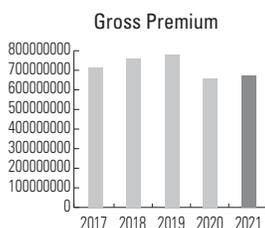
Business strategy

Gross domestic product (GDP) growth of Bangladesh economy is very lucrative last couple of years due to agriculture sector contribute much more comparing previous period. At the same time industrialization growth is increasing in private sector. Domestic insurance also grows almost 6%-8% but government sector insurance business growth has been increased significantly. But COVID crises have changed the track of the insurance business philosophy. We know that non-life business depends on Import, Export, investment in industrialization and coverage of the security of all kinds of assets. There are large number of insurance companies in Bangladesh at present are certainly not commensurate with the size of the market that has led to aggressive competition which has determine to the industry as a whole. The Company focuses on small and non-tradition business and there are huge scopes to enlarge insurance coverage which have possibility to earn insurance business. In this connection the management has prepared some guidelines to do more business on non- tradition business in addition regular business.

Business Position

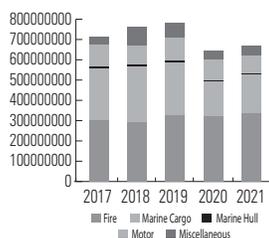
In the beginning of the year 2021 few days were totally lockdown in Bangladesh. But the wise management team of the company has taken proper attention in time with professional manner and due to this attention, we protect our business although some textile-based industry was not operated for why we lost some gross premium of the Company. In the year 2021 the Company has maintained business growth in comparison to the insurance industry. The gross premium is at Tk.670,932,040 as compared to Tk.646,130,830 in 2020.

Last five years an underwritten insurance business of the company is presented below:



Year	Amount in Taka
2021	670,932,040
2020	646,130,830
2019	780,575,102
2018	759,346,053
2017	713,048,761

Class wise business summary:



Class of Business	2017	2018	2019	2020	2021
Fire	299,343,640	292,690,486	327,837,928	320,109,583	338,142,753
Marine Cargo	257,583,159	269,855,066	258,721,893	175,771,871	190,168,799
Marine Hull	6,358,949	11,145,118	9,051,390	4,404,034	2,173,439
Motor	108,478,326	96,176,395	110,582,048	101,879,670	93,014,720
Miscellaneous	41,284,687	89,478,988	74,381,843	43,965,672	47,432,329
Total Amount	713,048,761	759,346,053	780,575,102	646,130,830	670,932,040

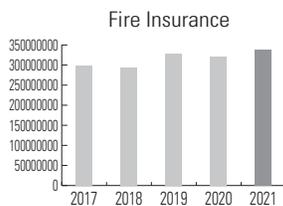
Business Outlook

Last year we informed that covid crises will down our progress and we already faced these challenges. But position is improving due to vaccination support have started by the Govt. All sectors are running and our outlook is positive than in the last years. Our ability to engage in large and tailored transactions has created a market in which few others are even able to operate. We continue to see growing demand for solutions and services that deploy our resource & development to clients. We believe that business in future will be increased and we overcome all obstacles.

BUSINESS SEGMENT PERFORMANCE

Fire Insurance

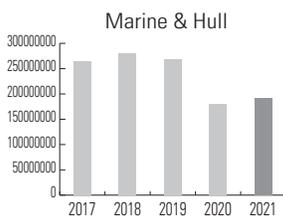
The Fire class of Insurance business constitutes 50% of the total portfolio. During the year the Company has underwritten a gross premium of Tk.338,142,753/- whereas it was in 2020 at Tk. 320,109,583/-. The company has increased 5.33% business during the year.



Year	Amount in Taka
2021	338,142,753
2020	320,109,583
2019	327,837,928
2018	292,690,486
2017	299,343,640

Marine & Hull

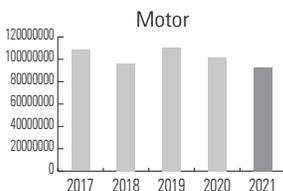
This class of business constitutes 29% of the total portfolio. The Company has underwritten a gross premium of Tk.192,342,238 in current year as compared to Tk. 180,175,905 in previous year. The Marine & Hull insurance premium was increased from previous year almost 7% only



Year	Amount in Taka
2021	192,342,238
2020	180,175,905
2019	267,773,283
2018	281,000,184
2017	263,642,108

Motor

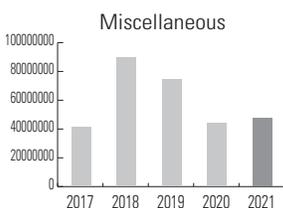
This class of business constitutes 14% of the total portfolio. During the year the Company has underwritten a gross motor premium of Tk.93,014,720 as compared to Tk. 101,879,670 in the last year due to waive of compulsory motor insurance.



Year	Amount in Taka
2021	93,014,720
2020	101,879,670
2019	110,582,048
2018	96,176,395
2017	108,478,326

Miscellaneous

The Miscellaneous class of business constitutes 7% of the total portfolio. The gross premium was at Tk.47,432,329. Last year underwritten premium was Tk. Tk.43,965,672.



Year	Amount in Taka
2021	47,432,329
2020	43,965,672
2019	74,381,843
2018	89,478,988
2017	41,284,687

OPERATIONAL ACTIVITIES

CLAIMS MANAGEMENT

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

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

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

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

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

Claims Settlement

The overall claims expense was Tk.244,378,632 during the period ended December 31st 2021 whereas Tk.174,786,972 during the period ended December 31st 2020. Phoenix Insurance Company has always committed to settle the Insurance Claims appropriately in time. We believe that our commitment is to satisfaction of our customer and their satisfactions are the goodwill of our Company's. The year wise insurance claims paid are enumerated below:



Year	Total Claims Paid (TK)
2017	138,457,603
2018	125,202,957
2019	195,216,456
2020	174,786,972
2021	244,378,632

REINSURANCE MANAGEMENT

Approach

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

Our Reinsurance unit strategy remains focused on differentiation and profitable growth through allocation of capital to both existing and new risk pools. The significant global protection gap which exists today in both lines of business is expected to continue to widen and will also contribute significantly to creating new risk pools in the future. As a result, we expect to see further business opportunities particularly in high-growth property markets. During the year 2021 we don't face any catastrophes loss and our country also safe of this type of economic loss.

Client's Satisfaction

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

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

History and Allocation

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

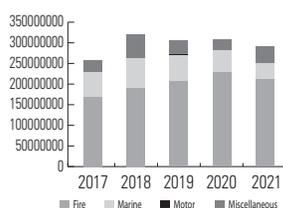
The allocation of the company's re-insurance arrangement is as follows:

- | | |
|---|----------------|
| i) Sadharan Bima Corporation (SBC) Bangladesh | - 50.00% share |
| ii) National Insurance Co. Ltd. India | - 30.00% share |
| iii) GIC Bhutan | - 11.00% Share |
| iv) CICA Africa | - 9.00% Share |

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

The Company follows a policy of optimizing retention of risk through a carefully designed high quality program of re-insurance with "A" rated and well reputed re-insurers. The focus of reinsurance treaty program has been designated to protect the value of risk by insuring timely and quality protection for individual risks and in catastrophic events. Your Company follows a high-quality low risk reinsurance strategy. Your Company's conventional reinsurance policy reduces the potential volatility of the earnings stream. Reinsurance arrangements in place include surplus Excess of loss and catastrophe coverage. The effect of such reinsurance arrangement is that the Company should not suffer total net insurance losses beyond the Company's risk appetite in any one year.

Activities-2021



The Phoenix Insurance Company Ltd. paid as re-insurance premium for 2021 was Tk.290,614,834 only. Phoenix Insurance Co. Ltd. is fully equipped with technical expertise and our present re-insurance arrangement is quite good enough to protect the interest of the company as well as the policyholders in any consequences. The year wise breakup of re insurance premium paid is enumerated below:

Sl. No.	Class of business	2017	2018	2019	2020	2021
1	Fire	168,719,826	190,896,613	206,556,443	228,550,097	210,281,227
2	Marine	58,926,020	70,550,330	64,189,302	52,127,442	40,178,378
3	Motor	128,644	2,023,181	687,273	255,249	819,525
4	Miscellaneous	31,070,725	57,330,376	35,872,544	27,325,108	39,335,704
Total amount in Tk.		256,852,918	276,174,526	307,305,562	308,257,896	290,614,834

GOING CONCERN CONCEPT

The Directors are of the opinion that the Company is a going concern. This is recognized through appropriate enquiries and analysis, which establish that the resources are adequate to support the operations and that sufficient business opportunities do exist to justify the Company as a going concern and the director's analysis of the financial statements transparently. Accordingly, the Financial Statements are prepared on a going concern basis and there is no doubt, whatsoever, upon the Company's ability to continue as a going concern.

CAPITAL, RESERVE AND INVESTMENT:

Summary Balance Sheet

BDT millions

	2021	2020	Change in %
Assets			
Statutory deposit securities	25.00	25.00	0
Equity securities	728.00	692.18	5.17
Property plant & equipment	288.46	288.15	0.11
Cash and cash equivalents	528.07	464.74	13.63
Sundry debtors	559.70	504.02	11.05
Amount due from	262.10	357.62	(26.71)
Others	2.48	2.58	(3.88)
Total Assets	2393.81	2334.29	2.55

	<i>BDT millions</i>		
	2021	2020	Change in %
Liabilities & equity			
Balance of fund & account	152.77	135.25	12.95
Premium deposit	35.45	25.09	30.01
Estimated liabilities in claims	66.01	91.49	(27.85)
Amount due to	56.03	34.93	60.41
Sundry creditors	364.96	362.05	0.80
Unclaimed Dividend	8.59	7.53	51.66
Others	100.23	100.60	(0.37)
Total liabilities	784.04	756.94	3.58
Shareholder's equity	1609.77	1577.35	2.06
Total equity	1609.77	1577.35	2.06
Total liabilities & equity	2393.81	2334.29	2.55
Total Equity Per Share	39.90	39.10	2.05

CAPITAL MANAGEMENT

Strategy

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

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

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

Authorized Capital

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

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

Paid-up Capital

Tk.403,415,720 (divided into 40,341,572 shares of Tk.10 each.)

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

Growth of Paid-up Capital

Phoenix Insurance Company has started its business journey with initial share paid up capital of Tk.30,000,000 in 1986. In 1994, the Company has received of Tk. 30,000,000 by initial Public Offering (IPO) shares and total share paid up capital stood Tk. 60,000,000. The main objectives of Phoenix Insurance Company are to provide consistently attractive return to its shareholders and buildup its strength and solvency. From the history it may be observed that company has been maintaining a stable and suitable dividend policy for its stakeholders in line with the sound underwriting profit and others Investment results. Our Company have increased the paid-up capital by way of stock dividend, the total paid up capital at present stood at Tk.40,34,15,720 in 2020. At a glance the history of increasing share paid up Capital of the company is stated below:

Year	Particulars	Value per Share	Paid up Capital		
			No. of Shares increasing	Increased Value (Taka)	Cumulative share Paid up Capital (Taka)
1986	As per MOA & AOA	100	300000	30,000,000	30,000,000
1994	Initial Public Offering	100	300000	30,000,000	60,000,000
2002	5% stock dividend	100	30000	3,000,000	63,000,000
2003	5% stock dividend	100	31500	3,150,000	66,150,000
2004	25% stock dividend	100	165375	16,537,500	82,687,500
2005	25% stock dividend	100	206718	20,671,800	103,359,300
2006	30% stock dividend	100	310077	31,007,700	134,367,000
2007	20% stock dividend	100	268734	26,873,400	161,240,400
2008	22% stock dividend	100	354728	35,472,800	196,713,200
2009	25% stock dividend	100	491783	49,178,300	245,891,500
2010	25% stock dividend	10	6147287	61,472,87	307,364,370
2011	15% Cash & 5% stock dividend	10	1536821	15,368,210	322,732,580
2012	25% stock dividend	10	8068314	80,683,140	403,415,720
2013	20% Cash dividend	10	-	-	403,415,720
2014	20% Cash dividend	10	-	-	403,415,720
2015	18% Cash dividend	10	-	-	403,415,720
2016	15% Cash dividend	10	-	-	403,415,720
2017	16% Cash dividend	10	-	-	403,415,720
2018	12% Cash dividend	10	-	-	403,415,720
2019	12% Cash dividend	10	-	-	403,415,720
2020	15%Cash dividend	10	-	-	403,415,720
2021	15%Cash dividend	10	-	-	403,415,720

Adequacy of Capital Structure

Share Capital and Reserves	2021	2020	2019
Authorized Share Capital	1,000,000,000	1,000,000,000	1,000,000,000
Issued, Subscribed and Paid-Up Capital	403,415,720	403,415,720	403,415,720
Reserves	738,207,922	682,660,092	703,543,526
Unappropriated Profit	68,824,833	77,273,150	64,107,553
Total Equity	1,609,769,467	1,577,349,909	1,407,106,640
Cash and Bank	528,066,934	464,739,170	433,734,996

The above table highlights the adequacy of capital structure of Phoenix Insurance. Moreover, the company has maintained healthy cashflows in the last 3 years and there have been no instances of default in payments, of any sort.

There is absolutely no inadequacy in the capital structure.

LIQUIDITY MANAGEMENT

Liquidity policy

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

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

Liquidity Position

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

The Company's liquidity has been increasing by controlling operating expenses. The total cash and cash equivalents as at the end of 2021 are Tk.528,066,934 against Tk.464,739,170 in 2020.

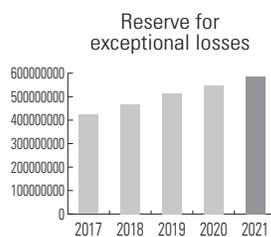
The Company prudently manages liquidity to ensure its ability to meet contractual obligations as and when they fall due.

RESERVE FUND

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

Reserve for exceptional losses:

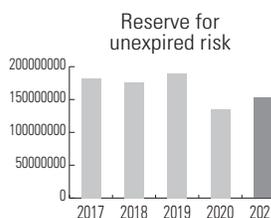
During the year 2021 Tk.585,436,389 separated as reserve fund for exceptional losses under the fourth schedule of Income Tax ordinance 1984 that a company sets aside a portion of its income profits and gains to meet the exceptional losses so much of such portion as does not exceed ten percent of the premium income of the year in which it is set aside shall be deducted from the balance of the profits. The year wise breakup of the exceptional losses is enumerated below:



Year	Amount in Taka
2017	422,435,866
2018	466,290,421
2019	513,617,375
2020	547,404,668
2021	585,436,389

Reserve for unexpired risk

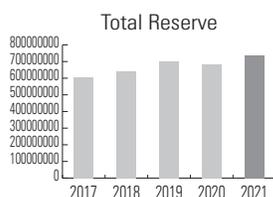
A sum of Tk.152,771,533 has built up for unexpired risk fund. The fund has separated under the section 27A of sub section 2(b) of Insurance Act 1938. Under this section forty percent of the net premium in respect of Fire Marine and Miscellaneous insurance business written in Bangladesh will be separated for unexpired risk. The year wise breakup of the reserve for unexpired risk is enumerated below:



Year	Amount in Taka
2017	182,413,044
2018	176,204,829
2019	189,926,151
2020	135,255,424
2021	152,771,533

Reserve Fund

So, during the year total amount of Tk.738,207,922 has been created as reserve funds to meet up any kinds of financial requirements for protecting the risk factors of the company. The position of total reserve funds is shown below:



Year	Amount in Taka
2017	604,848,910
2018	642,495,250
2019	703,543,526
2020	682,660,092
2021	738,207,922

INVESTMENT

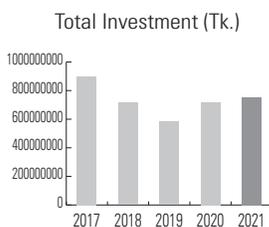
Strategy

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

PHOENIX Insurance's investment portfolio maintained its track record of sustainable performance results with another strong contribution in 2021. All asset classes contributed to the result reflecting the diversification of investment income sources as well as the quality of the investment portfolio. During 2021 Phoenix Insurance increased its overall allocation to government bonds and Fixed Deposit to Bank enhancing income with low-duration risk. The allocation to equities and alternative investments remained relatively stable. While the investment portfolio is well-positioned overall the company maintains suitable flexibility should it be presented with attractive market opportunities or a change in the investment outlook.

Investment Portfolio

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



Year	Total Investment (Tk.)
2017	898,539,681
2018	713,947,976
2019	581,554,148
2020	717,182,772
2021	753,001,939

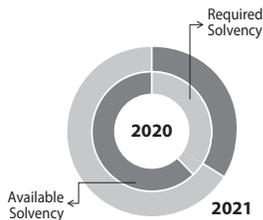
Out of the above amount Tk.224,709,466 was utilized for buying listed companies shares; The City Bank Ltd. and the Phoenix Finance & Investment Ltd. shares and rest Tk.25,000,000 was utilized for buying National Investment Bond to comply the Schedule-1 of Insurance Act 2010. The market value of shares is at Tk.668,001,939 only.

Investment Result

Your Company realized income from investment at Tk.47,835,955 in 2021 as against Tk. 63,958,957 in the previous year. Out of this amount dividend income is Tk.10,917,173 as against Tk.19,360,129 in 2020. Tk. 8,442,956 have been decreased from last year dividend income.

SOLVENCY MARGIN

Under section 45 of Insurance Act 2010 we have maintained the required solvency margin. During the year 2021 company's solvency margin remained above the required level. Phoenix Insurance Company Limited required solvency margin is Tk.102,898,252 only whereas the company's available solvency is Tk.199,757,439 which means the value of assets had been more than the liabilities in that particular period. Therefore, the available solvency is almost 1.94 times of required solvency in 2021. The detail is presented in the page no 96 on the annual report. The Comparison from previous years presented below:



Year	Required Solvency (Tk)	Available Solvency (Tk)
2020	97,398,180	159,245,640
2021	102,898,252	199,757,439

CLAIM PAYING RATING

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

PROFIT & LOSS ACCOUNT REVIEW

Review the Income Statement

	BDT millions		
	2021	2020	Change in %
Revenues			
Gross premium	670.93	646.13	3.84
Less: re-insurance ceded	290.61	308.26	(5.73)
Net premium earned	380.32	337.87	12.56
Commission on re-insurance	59.36	68.58	(13.44)
Other income - non operating business	47.83	63.96	(25.22)
Total revenues	487.51	470.41	3.64
Expenses			
Management expenses	252.11	248.34	1.52
Net claims	43.20	59.62	(27.54)
Commission paid	46.25	85.22	(45.54)
Reserve for unexpired risk	17.52	(54.65)	(132.06)
Total expenses	359.08	338.53	6.07
Profit before tax	11.50	121.88	(4.06)
Provision for gratuity & CSR	116.93	10.00	15.00
Provision for taxation	28.14	27.90	0.86
Profit after tax	88.79	93.98	(5.52)
Net Income Per Share	2.20	2.33	(5.58)

UNDERWRITING PROFIT

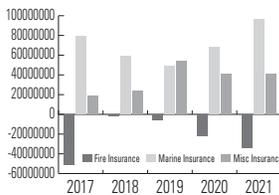
Strategy

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

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

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

Comparative Result



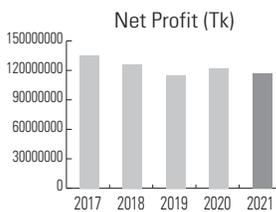
You know that underwriting profit is only the profit exactly earned from the insurance business only. It consists on the earned premium remaining after losses have been paid and administrative expenses have been deducted. It does not include any investment income. Phoenix Insurance Company Ltd. underwrites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

Name of the product	2017	2018	2019	2020	2021
Fire Insurance	(51,392,015)	(1,717,756)	(5,396,837)	(21,537,697)	(33,993,309)
Marine Insurance	79,378,759	59,394,191	49,080,633	67,647,733	95,908,686
Motor & Misc. Ins.	18,517,455	24,078,562	53,813,201	41,238,403	40,532,132
Total	46,504,199	81,754,998	97,496,996	87,348,439	102,447,508

Review of Underwritten Result

The Company has taken proper steps for maintaining the profit growth of the company specially emphasized the motor and miscellaneous insurance business. The company earned maximum profit from the marine insurance business. During the year 2021 Phoenix Insurance Company Ltd. earned an amount of TK.95,908,686 as underwriting profit. The underwriting profit has been decreased but Marine business profit have increases. Actually, huge claims have been settled during the year. Although during the year the rate of Marine Insurance Premium in the country has been decreased but we have tried to maintain the growth of the profit. We are careful about issuing any cover notes of the Insurance risk which were also more effective for collecting insurance business. The Board of Directors desires that the steady growth of underwriting profit will continue in the coming years.

Net Profit Analysis

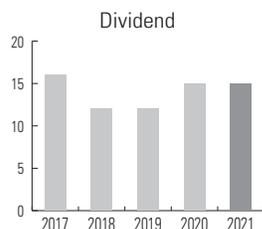


Despite difficult economic scenario, the Company has posted net profit of Tk.116,926,825 whereas it was Tk.121,885,772 in the last year. The net profit increased due to increase of other income. The year wise net profit before tax shown below:

Year	Total Profit (TK)
2017	135,196,077
2018	126,265,471
2019	115,269,990
2020	121,885,772
2021	116,926,825

Dividend

Dear Shareholders the Board of Phoenix Insurance Company Ltd. always aware about the dividend policy. Generally, Shareholders demanded maximum returns of their investment. The Company has been paying prestigious dividend consistently since the inception to fulfill the



shareholder's interest. The Board of Directors in its meeting held on 27th April 2022 recommended 15% cash dividend for the year 2021. The Board of Directors desires that shareholders of the Company will approve the recommendations of the Board in the Annual General Meeting.

Year	2017	2018	2019	2020	2021
Cash Dividend	16%	12%	12%	15%	15%

Dividend Policy

The dividend policy outlines the amount of cash that will be distributed to the shareholders every year as a dividend from the after-tax profit of the Company. The Dividend to be recommended and approved is as per applicable Acts and regulatory directives issued from time to time by the Bangladesh Securities and Exchange Commission. The details of dividend distribution policy are presented in the page no 173.

Entitlement of Dividend

Shareholders whose names shall appear in the Members Register of the Company or in the Depository Register of CDBL on the 'Record Date' of the respective year's AGM will receive entitled dividend.

Process of Distribution of Cash Dividend

Cash dividend shall be paid directly to the bank account within 15 days and not more than 30 (thirty) days from the date of approval by the Shareholders in the AGM and the date of the Board approval in case of interim Dividend subject to compliance of circulars/directives of BSEC or Bangladesh Bank or other regulatory authority from time to time.

Procedure of stock dividend distribution

The stock dividend shall be credited within 30 (thirty) days of approval subject to the clearance of the regulatory requirement.

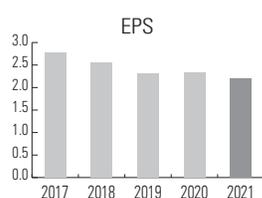
Process for settling unpaid dividends

Unpaid or unclaimed cash dividend and stock dividend shall be settled as per instructions of the BSEC or other regulatory authority from time to time.

Tax matters

Tax will be deducted at source as per applicable tax laws.

Earnings Per Share (EPS)



The portion of a company's profit allocated to each outstanding share of common stock is called generally EPS. During the year 2021 the Company's EPS is Tk.2.20 which was Tk.2.33 in the last year. EPS have been decreased due to net profit not increased during the year. Previous five years Earning per share position presented in the below:

Year	2017	2018	2019	2020	2021
EPS Per share Tk.10 each	2.78	2.56	2.31	2.33	2.20

RELATED PARTY TRANSACTIONS

Transactions with related parties are made on a commercial basis on the principle of arm's length and are done in the ordinary course of business. Details of related parties and related party transactions are described at note 34 of the Financial Statements of this Annual Report as per requirements of relevant International Financial Reporting Standards (IFRS).

DIRECTORS' DECLARATION ON THE FINANCIAL STATEMENTS

The Directors are responsible for the governance of the Company and, as part of preparation and presentation of the financial statements for the year ended 31st December 2021 of Phoenix Insurance Company Limited. The Directors confirm, to the best of their knowledge the presented information is fair and true and a declaration is present in the Page no 176 of Annual Report.

As required under the BSEC Corporate Governance Codes, the Directors further confirm that:

1. The Managing Director (MD) and Chief Financial Officer (CFO) have certified to the Board that they have reviewed the financial statements and affirmed that these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. The MD and CFO have certified to the Board that they have reviewed the financial statements and affirmed that these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
3. The MD and CFO have further certified to the Board that there are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.

DIRECTORS RETIREMENT AND RE-APPOINTMENT

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

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

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

During the year, 2(two) sponsor directors passed away from us consequently Sponsor Directors are 7 and public Directors are 3. So, total number of Directors is 12 only. One-third of the Directors will be retired for re-election.

Sponsor Directors (Group-A)

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

1. Mrs. Rokshana Begum
2. Ms. Fabiana Aziz
Nominated from Danish Milk (BD) Ltd.

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

Public Directors (Group-B)

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

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

It may be mentioned here that a public notification regarding to election of Directors of the Company from the public shareholders was published in two national dailies namely "The Daily Inqilab" and "The Bangladesh Today" on 26th April 2022.

AUDITORS APPOINTMENT

External Independent Auditor

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

- (1) The External Auditor prepare the audit report in accordance with the International Standards on Auditing applicable in Bangladesh ensuring the provisions of the কোম্পানী আইন ১৯৯৪ (১৯৯৪ সনের ১৮ নং আইন) securities laws International Standards on Auditing and other relevant laws.
- (2) The External Auditor have ensured the compliance with the provisions/professionalisms/practices/ethics of International Standards on Auditing (ISA) applicable in Bangladesh and Bangladesh Auditing Practice Statements (BAPS) as well as Bangladesh Standards on Auditing Assurance and Ethics Pronouncements in conduction of auditing and issuing audit report.
- (3) Messer's Zoha Zaman Kabir Rashid & Co. Chartered Accountants re-appointed as external Auditor in the 35th AGM held on 11th August 2021 for auditing the Accounts of the year 2021.
- (4) Messer's Zoha Zaman Kabir Rashid & Co. Chartered Accountants offered themselves to re-appointment as Statutory Auditors in the Company for the year 2021. Under section 210 of the Companies Act 1994 the matter has presented in the Annual General Meeting to consider the appointment of Auditors and fix their remuneration under the guidelines of ICAB.
- (5) M/s. Zoha Zaman Kabir Rashid & Co. Chartered Accountants have completed 3 years annual audit of the company. So, they are not eligible for conducting audit for a consecutive period exceeding 3 years under the Order dated July 08, 2015 of the BSEC.

M/s. Malek Siddique Wali & Co. Chartered Accountants and M/s. Islam Aftab Kamrul & Co. Chartered Accountants applied for appointing as external Auditor for the year 2022 Accounts.

The Board has recommended the name of M/s. Islam Aftab Kamrul & Co., Chartered Accountants as External/Independent Auditor of the Company for the year 2022 to present in the forthcoming 36th AGM for the shareholder approval.

Compliance Auditor

Messer's T. Hussain & Co. Chartered Accountants has applied for re-appointing themselves as Compliance Auditor to check and report to the shareholders about the Corporate Governance Code of the company for the year 2022. The Board has recommended for appointing Messer's T. Hussain & Co. Chartered Accountants as Compliance Auditor and fixing their remuneration in the forthcoming 36th AGM for the shareholder approval.

Independent Scrutinizer to the 36th AGM

The Board of Directors, at its meeting dated 27th April 2022 has appointed Mawla Mohammad & Co., represented by Mr. Mawla Mohammad FCA, as the Independent Scrutinizer for the 36th Annual General Meeting (AGM) of the Company, which will be held virtually on 29th June 2022 at 2:30am. The Independent Scrutinizer shall authenticate the due process of election and detailed information of voting results, and such authenticated report shall be submitted to the BSEC within 48 (forty-eight) hours of the conclusion of the 36th AGM of the Company

CORPORATE GOVERNANCE COMPLIANCE STATEMENT

The Board of Directors of Phoenix Insurance Company Ltd. acknowledges that the Company, being a listed business entity, has a role to play in upholding the interests of all its stakeholders. Improved and advanced governance practices are indispensable ingredients for an accomplished performance. The Company believes that a nurtured governance regime is essential to success and sustainability. Accordingly, the Board of Directors and Management are pledge-bound to continue the implementation of the highest standards of governance of the Company through a culture of accountability, transparency, ethical business conduct and well-understood policies and procedures. The Board of Directors of Phoenix Insurance has always played a pivotal role in meeting all stakeholders' interests and is committed to upholding the same in the future as well. It is the responsibility of the Company Secretary, being the highest governance official in the Company, to ensure effective compliance with rules and regulations and proper timely disclosures in this respect. The details of Corporate governance of the company state in the Annual Report for shareholder information.

OTHER REGULATORY DISCLOSURES

Pursuant to the BSEC Notification on 'Code of Corporate Governance' (CG) dated 3rd June 2018, the Directors of Phoenix Insurance Company Ltd. also report that:

1. The Company is aware of its various risks and concerns. The Overall risk management has been disclosed in the page no 114 of the Annual Report.
2. All transactions with related parties have been made on a commercial basis and the details of related party and transactions have been disclosed under note 34 of the financial statements and page no 94 of the Annual Report.
3. Proper books of account of the Company have been maintained;
4. Appropriate accounting policies have been followed in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;
5. The financial statements are prepared in accordance with IAS/IFRS and any departure therefrom has been adequately disclosed;
6. The Company's IPO was made during inception. No further issue of any instrument was made during the year;
7. From inception, the financial results of the Company have continued to grow as reflected in the yearly financial statements of the Company;

8. No extraordinary gain or loss has been recognized in the financial statements of the Company;
9. No significant variations have occurred between quarterly and final financial results of the Company during 2021;
10. During the year, the Company has paid a total amount of Tk. 9,04,000/- as Board meeting attendance fees. The remuneration of Directors has been mentioned in Note 35 of the Financial Statements;
11. All significant deviations from the previous year in the operating results of the Company have been highlighted and reasons thereof have been explained;
12. The key operating and financial data for the last five years have been disclosed in the Directors' Report;
13. The Company has proposed cash dividend for the year 2021;
14. During 2021, a total of eight (8) Board meetings were held, which met the regulatory requirements in this respect. The attendance records of the Directors are shown in the page no 92 to this report;
15. Rights and interests of the minority shareholders have been duly protected by means of transparent operations and proper disclosure of material information of the Company;
16. No bonus or stock dividend has been declared as interim dividend during the year;
17. Shareholding pattern of the Company as on 31st December 2021 is shown in the page no 72 to this report; and
18. Directors' profiles have been included in the Annual Report as per BSEC Guidelines

FUTURE EXPECTATION

Speedy business growth in insurance industry at the beginning of the year 2022 simultaneously the Phoenix Insurance also started excellent at the opening of this year, but Ukraine- Russia war hit the world trade and business and day by day premium earning is going to down.

However, we are very optimistic to overcome the adverse situation and rebuild our business position and show a presentable position business at the end of the year 2022.

APPRECIATION & ACKNOWLEDGMENT

The loyalty of our patron clients has enabled us to maintain and improve our market share over a period of time. We are grateful to them for reposing their confidence in us. We acknowledge the support of our shareholders which allows us to improve our leading position in the market. Thanks are due to Government Authorities particularly Ministry of Finance, Insurance Development & Regulatory Authority, Registrar of Joint Stock Companies & Firms, Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange Ltd., Chittagong Stock Exchange Ltd., Sadharan Bima Corporation, overseas Re-insurers, Bangladesh Bank, Commercial Banks, Bangladesh Insurance Association, Bangladesh Insurance Academy, Central Depository Bangladesh Limited (CDBL) for their continued support and confidence put in Phoenix Insurance Company Limited during the year.

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

Allah Hafez.
On behalf of the Board



Mohammed Shoeb
Chairman

Dated, Dhaka
April 27, 2022

Credit Rating

Report - 2021

Phoenix Insurance Company Limited was rated by **Credit Rating and Information Services Limited (CRISL)** on the basis of Financial Statements as on 31st December 2021. The summary of the rating is presented below:

CPA Rating (Claim Paying Ability)
 Dated of Rating
 Outlook

AA
 December 31, 2021
Stable

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

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

Last five years Claim Paying Ability Rating Status

2017	2018	2019	2020	2021
AA-	AA-	AA-	AA-	AA

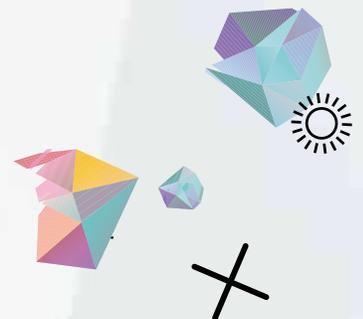
CPA Rating of the Company





Corporate Social Responsibility & Sustainability

166	Corporate Social Responsibility
167	Environment Related Initiatives
168	Environmental and Social Obligations
169	Integrated Reporting



Corporate Social Responsibility

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

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

COMPLIANCE AND ETHICS

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

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

HEALTH SAFETY & ENVIRONMENT

Health Safety and Environmental (HSE) responsibilities constitute an essential part of Phoenix Insurance's operations. These become the core of the Company's activities. Phoenix Insurance's management and employees share the belief that good HSE contributes positively and productively to business development and success.

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

COMMITTED TO EXCELLENCE

In an era of intense hectic competition PICL stays afloat with its unwavering commitment to operational and financial discipline in producing unparalleled results; keeping its promises and continually fulfilling its customers' needs. During the year, Phoenix Insurance has paid Tk.17,62,500/- as CSR in various activities with organizations.

Environment Related Initiatives

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

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

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

- The employees of Phoenix Insurance turn off equipment (computers Printers copiers and lights) when it's not being used and also main switch is put off at the end of each working day & which are strictly maintained.
- Phoenix Insurance usually prefers using email instead of sending memos and faxing documents for reducing time & papers as well.
- Phoenix Insurance is aware for preventing water taps from dripping preventing misuse of paper napkin.
- Phoenix Insurance provides environment-friendly office equipment's information and

solutions which are supported by our clients as well as our employees to preserve the ecosystem.

- Phoenix Insurance strictly complies with environment-related laws and regulations. We will further establish independent standards as we strive to protect the environment.
- Phoenix Insurance place high priority on thoroughly educating our staff on a routine basis about our environmental principles to ensure that they confirm to these principles in the performance of their work.
- Phoenix Insurance usually purchase computers monitors printers fax machines Copiers & other office equipment's keeping in mind that those are functional cost effective & ecofriendly.
- LCD monitors are used for lesser power consumption.
- To encourage others & save the world by go green Phoenix Insurance keeps a slogan on its all-sizes envelopes "LET GO GREEN TO KEEP OUR EARTH CLEAN"
- Maximum cars of the Company even vehicles of Transportation of pool for the employees are CNG converted to reduce air pollution.
- Energy saving bulbs is always used in the office premises in everywhere
- Phoenix Insurance provides environmental training and information to all of the Executives to raise their awareness about environment protection
- As a good corporate citizen, we always work with the community to protect the environment. We also disclose environmental information and work for mutual understanding with the society.

Environmental and Social Obligations

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

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

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

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

Integrated Reporting

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

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

1. Strategy:

Strategy is the direction and scope of an organization over the long-term which achieves advantage for the organization through its configuration of resources within a challenging environment to meet the needs of markets and to fulfill stakeholder expectations.

2. Governance:

Governance or more precisely corporate governance essentially involves balancing the interests of the many stakeholders in a company; these include its shareholders management customer's supplier's financier's government and the community.

3. Performance:

Business performance is the accomplishment of a given task measured against preset known standards of accuracy completeness cost and speed. In a contract performance is deemed to be the fulfillment of an obligation in a manner that releases the performer from all liabilities under the contract.

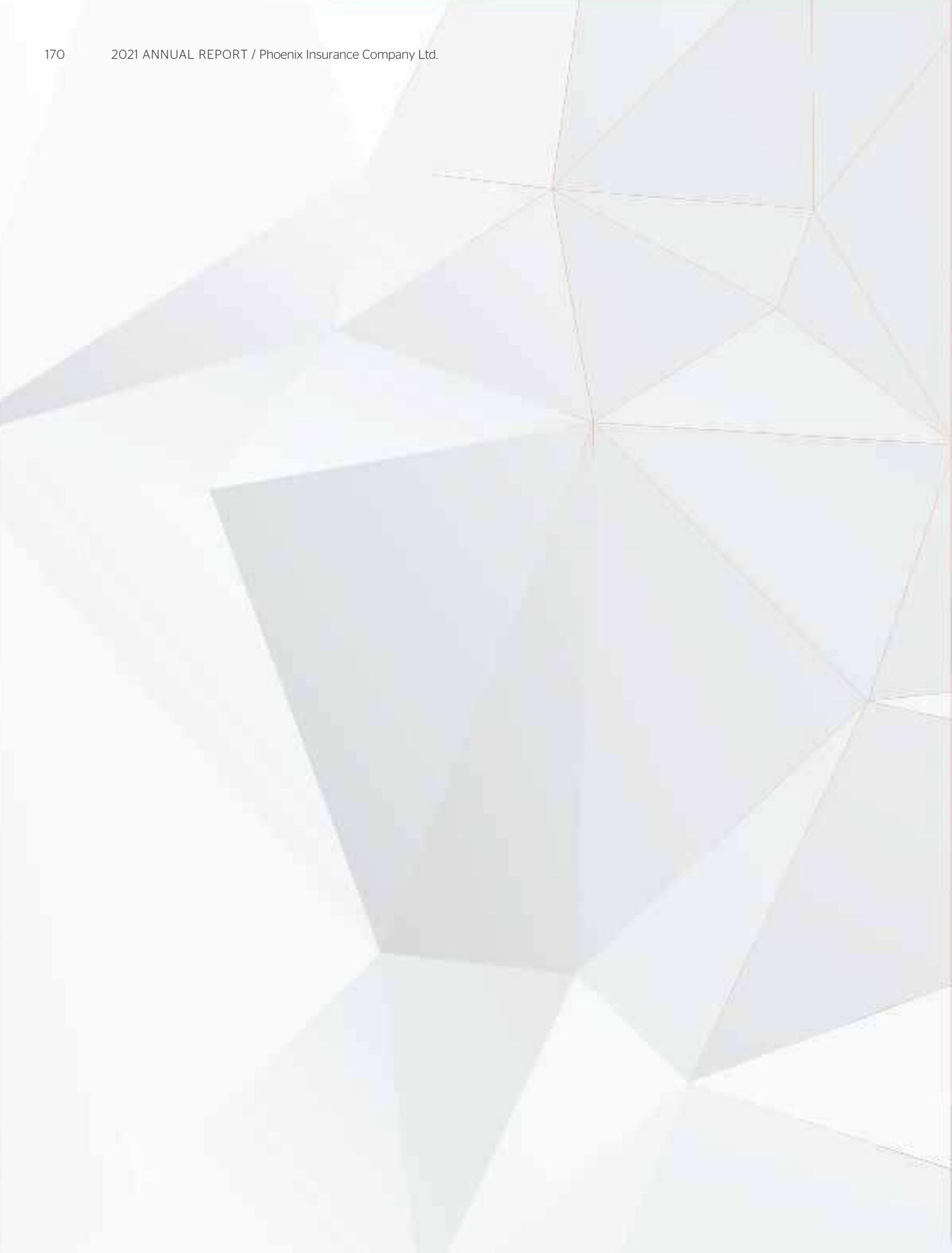
4. Prospects:

Potential customer or client qualified on the basis of his or her buying authority financial capacity and willingness to buy.

Phoenix insurance company's involvement in integrated reporting

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

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



Financial & Other Declaration's

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Accounting Ratios of 2021 & 2020

Particulars	The year-2021		The year-2020		Growth (%)
	Amount in Taka	Ratio (%)	Amount in Taka	Ratio (%)	
Gross premium Income	670,932,040	-	646,130,830	-	3.84
Net premium Income	380,317,206	-	337,872,934	-	12.64
Re-insurance Premium Ceded as % of Gross premium Income	290,614,834	43.32	308,257,896	47.71	(5.72)
Net RI commission earn as % of Gross premium Income	59,357,900	8.85	68,576,218	10.61	(13.44)
Net RI commission earn as % of Net premium Income	59,357,900	15.61	68,576,218	20.30	(13.44)
Agent Commission Paid as % of Gross premium Income	46,249,503	6.89	85,227,382	13.19	(45.73)
Management Expenses allocated as % of Gross premium Income	230,256,367	34.32	228,923,884	35.43	0.58
Gross claim Paid as% of Gross premium Income	244,378,632	36.42	174,786,972	27.05	39.82
Gross claim Paid as% of Net premium Income	244,378,632	64.26	174,786,972	51.73	39.82
Net claim Paid as% of Gross premium Income	68,687,352	10.24	50,788,967	7.86	35.24
Net claim Paid as% of Net premium Income	68,687,352	18.06	50,788,967	15.03	35.24
Operating (Under writing) Profit as Gross premium Income	102,447,508	15.27	87,348,438	13.52	17.29
Operating (Under writing) Profit as Net premium Income	102,447,508	26.43	87,348,438	25.85	17.29
Net profit before tax as% of Gross premium Income	116,926,825	17.43	121,885,772	18.86	(4.07)
Net profit after tax as% of Gross premium Income	88,788,843	13.23	93,987,074	14.55	(5.53)
Earnings per share (EPS) before tax	2.90	-	3.02	-	-
Earnings per share (EPS) after tax	2.20	-	2.33	-	-
Net Assets Value (NAV)	39.90	-	39.10	-	-
Net Cash provided by operating activities per share	4.03	-	2.07	-	-
Price Earnings Ratio (P/E)	27.22	-	19.19	-	-
Return on equity Ratio (ROE)	5.52	-	5.96	-	-

Dividend Distribution Policy

The management as well as Board of Phoenix Insurance is very careful about the stakeholder's interest specially dividend payment. We follow the guidelines of the Company's Act and regulatory body's instruction properly. The following policy will be applicable to Phoenix Insurance Company Limited for the payment of dividend to shareholders of the company:

1. The company will pay the annual dividend to the entitled shareholders, within 30 (thirty) days from the date of Annual General Meeting.
2. Cash dividend will be distributed in the following manner and procedures, namely:
 - i. The company will pay cash dividend directly to the Bank accounts of the entitled shareholders, as available in the BO (Beneficiary Owner) account maintained with the Depository participant (DP), or the Bank account as provided by the shareholder in paper form, through Bangladesh Electronic Funds Transfer Network (BEFTN), provided that the company may pay off such cash dividend through Bank transfer or any electronic payment system as recognized by the Bangladesh Bank, if not possible to pay off through BEFTN;
 - ii. The company, upon receiving the claim on cash dividend from a Stock Broker or a Merchant Banker or a Portfolio manager for the margin client or customer who has debit balance or margin loan, or as per intention of the client of Stock Broker or Merchant Banker or Portfolio manager, pay off such cash dividend to the Consolidated Customers' Bank Account (CCBA) of the Stock Broker or to the separate bank account of the Merchant Banker or Portfolio manager through BEFTN;
 - iii. The company, in case of non-availability of Bank account Information or not possible to distribute cash dividend through BEFTN or any electronic payment system, issue cash dividend warrants and send it by post to the shareholder.
 - iv. The company will pay cash dividend to sponsor, Director, shareholder, or foreign portfolio investor (FPI) through the security custodian in compliance with the rules or regulations in this regard.
 - v. The company, immediately after disbursement of cash dividend and issuance of a certificate of tax deducted at source, if applicable, intimate to the shareholder through a short message service (SMS) to the mobile number or email address as provided in the BO account or as provided by the shareholder.
 - vi. The company shall maintain detailed information of unpaid or unclaimed dividend and rationale thereof, as per BO account number wise or name-wise or folio number wise of the shareholder.

Provided that the company shall publish the year-wise summary of its unpaid or unclaimed dividend in the website:

Provided further that any unpaid or unclaimed cash dividend including accrued interest (after adjustment of bank charge, if any) thereon, if remains, shall be transferred to a separate Bank account of the company as maintained for this purpose, within 1 (one) year from the date of approval or record date, as the case may be.

3. The company shall credit stock dividend directly to the BO account or issue the bonus share certificate of the entitled shareholder, as applicable, within 30 (thirty) days of declaration or approval or record date, as the case may be, subject to clearance of the exchange(s) and the Central Depository Bangladesh Limited (CDBL);
4. The company shall submit a compliance report to the Bangladesh Securities and Exchange Commission (BSEC) in a specific format, within 7 (seven) working days of completion of dividend distribution:

Provided that the company will also publish the compliance report in its website.

5. The company shall not forfeit any unclaimed cash dividend or stock dividend till the claim becomes barred by the law of land in force.

Unclaimed Dividend

As per BSEC Directive No.: BSEC/CMRRCD/2021-386/03 dated 14 January 2021 unclaimed dividend (cash & stock) has been disclosed the following table up to 2020:

Year wise summary of unclaimed dividend

Sl. No.	Year	Particulars	Cash (Tk.)	Stock
1	1994	Cash Dividend	61,200.00	-
2	1995	Cash Dividend	63,840.00	-
3	1996	Cash Dividend	66,600.00	-
4	1997	Cash Dividend	58,800.00	-
5	1998	Cash Dividend	65,760.00	-
6	1999	Cash Dividend	53,240.00	-
7	2000	Cash Dividend	58,520.00	-
8	2001	Cash Dividend	67,804.00	-
9	2002	Cash & Stock Dividend	81,020.00	-
10	2003	Cash & Stock Dividend	78,300.00	-
11	2004	Stock Dividend	-	-
12	2005	Stock Dividend	-	-
13	2006	Stock Dividend	-	-
14	2007	Stock Dividend	-	-
15	2008	Stock Dividend	-	-
16	2009	Stock Dividend	-	-
17	2010	Stock Dividend	-	-
18	2011	Cash & Stock Dividend	338,181.25	-
19	2012	Stock Dividend	-	-
20	2013	Cash Dividend	790,042.20	-
21	2014	Cash Dividend	1,151,087.90	-
22	2015	Cash Dividend	747,207.54	-
23	2016	Cash Dividend	575,411.89	-
24	2017	Cash Dividend	676,032.40	-
B.Paid to Capital Market Stabilization Fund (CMSF).			4,933,047.18	
25	2018	Cash Dividend	996,484.02	-
26	2019	Cash Dividend	1,598,933.94	-
27	2020	Cash Dividend	1,061,925.68	-
C.Balance available in accounts as per BSEC order			3,567,343.64	
TOTAL (A+B)			85,90,390.82	

As per the BSEC's notification no. BSEC/CMRRCD/2021-391/20/Admin/121 dated 01 June 2021, we have transferred the undistributed or unsettled or unclaimed cash dividend of Tk.49,33,047/- (Taka forty-nine lac thirty-three thousand forty-seven) only from 1994 (IPO) to 2017 to Capital Market Stabilization Fund (CMSF).

Bonus shares of BO shareholders of the Company have been credited to their BO accounts and bonus shares of folio shareholders have been credited to their folio numbers.

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

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

Date: 27th April 2022

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

Subject: Declaration on Financial Statements for the year ended on 31st December 2021

Dear Sirs

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

- 1) The Financial Statements of Phoenix Insurance Company Limited for the year ended on 31st December 2021 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS) as applicable in the Bangladesh and any departure there from has been adequately disclosed;
- 2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis in order for the financial statements to reveal a true and fair view;
- 3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- 4) To ensure above the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- 5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- 6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard we also certify that:

- (i) We have reviewed the financial statements for the year ended on 31st December 2021 and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) There are to the best of knowledge and belief no transactions entered into by the Company during the year which are fraudulent illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours



(Md. Jamirul Islam)
Chief Executive Officer



(Md. Jahurul Islam)
Chief Financial Officer

Directors Declaration about Financial Statements

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

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

1. The financial statements, prepared by the Management of the Company, which was duly scrutinized by the external auditors, present fairly its state of affairs, the result of its operations, cash flows and changes in equity;
2. Proper books of account of the Company have been maintained;
3. Appropriate accounting policies have been consistently applied in preparation of the Financial Statements and that the accounting estimates are based on reasonable and prudent judgments;
4. The International Accounting Standards (IAS) and/or IFRS as applicable in Bangladesh, have been followed in preparation of the Financial Statements and any departure therefrom has been adequately disclosed;
5. The system of internal control is sound in design and has been effectively implemented and monitored; and
6. There is no doubt, whatsoever, upon the Company's ability to continue as a going concern
7. any signification deviations from the last year in operating results of the company have been highlighted and reasons thereof have been explained.
8. the key operating and financial data for the last five years are annexed.

Claims Management

Phoenix Insurance believes that prompt settlement of insurance claims is the best way to earn confidence of the insuring community. Phoenix has been giving top priority for settlement of the insurance claims in due course. Phoenix always stands beside the Insured in the event of any loss of their properties. Consequently, we have been able to create cemented relationship with the valued clients over the last 35 years of operation. As a part of best client services, the responsible officer rushes to the place of reported loss along with the reputed surveyor as soon as receive the intimation of the loss.

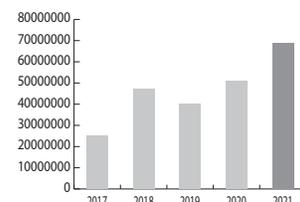
In special cases the top executives are paying visit the place of incident to ease and relax the clients at the moment. Even in case of big losses Phoenix Insurance also tries to make advance payment before official approval of a claim to enable the insured for resuming business operation very shortly.

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

In the year 2021, Phoenix Insurance has settled a net amount of claim at Tk. 68,687,352 only where as in the last year it was Tk.50,788,967 only.

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

Particulars	2017	2018	2019	2020	2021
Net Claim	25,027,314	47,156,672	40,235,243	50,788,967	68,687,352



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

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

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

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

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

Description	In Taka				
	2021	2020	2019	2018	2017
1. Claims outstanding beginning the year	535,164,854	479,290,567	448,361,396	87,352,739	50,049,113
2. Claims intimation during the year	81,065,901	197,915,833	226,145,627	793,478,833	860,747,034
3. Total Claim (1+2)	544,878,896	677,206,400	674,507,023	573,564,353	910,796,147
4. Claims paid during the year	242,452,657	174,786,972	195,216,456	125,202,957	138,457,603
Claims paid as % of total claims	41.88%	25.81%	65.73%	14.21%	15.20%
Claims outstanding the end of the year	302,426,239	502,419,428	479,290,567	448,361,396	87,352,749

Clients Complains and Consultancy

Phoenix Insurance is very much concern of the Stakeholder's interest and the professional services to the insured. Accordingly, the company has been equipped with a team of technically qualified and highly experienced professionals for rendering best possible services to its customers. Because we do believe Customers are first and Customers are last. Customers delight is our delight. Consequently, we have been able to earn the confidence of the clients from starting our journey at 1986. The company provides its clients with technical assistance consultancy and advice free of cost whenever called for. Any query and consultancy in respect of insurance service shall be addressed with due respect and pleasure. To provide 24/7 service we have Hotline No.+8801798543613 and a qualified employees is ready to serve.

Phoenix Insurance has successfully provided the risk coverage of livestock specially Cattle insurance service. Our branches around the country working on this area and we have expertise to exchange views with interest livestock insurance. Any queries please call the following employees:

Md. Zanaser Ahmed
Sr. Manager
Underwriting Department
(Livestock insurance services)
1/A Dilkusha C/A Dhaka.
Tel: +88 02 223383609-12
Mob: +88 01798543613
E-mail: uw@phoenixinsurance.com.bd

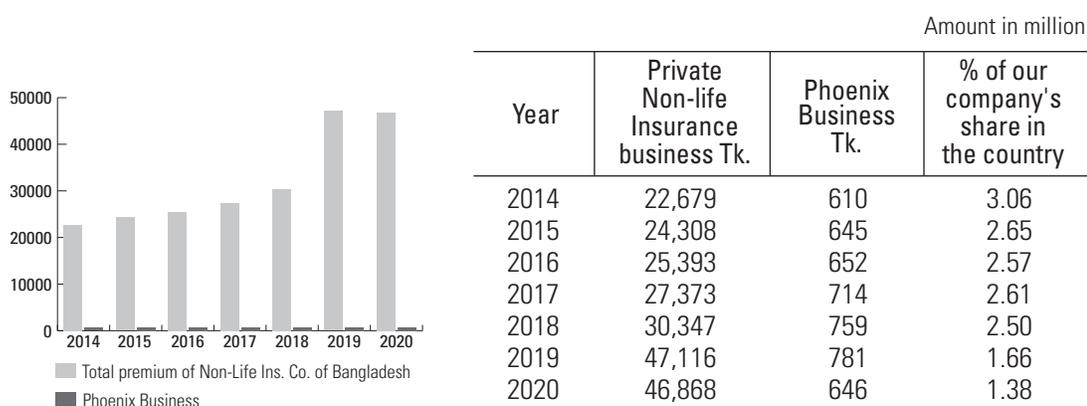
Besides any other issues, the client may contact for complains and/or consultancy especially in connection of Risk Assessment Economic price of Insurance Re-Insurance & Claims payment status or product development to the following Address:

Md. Shafikur Rahman
Executive Director
Underwriting &
Branch Control Department
1/A Dilkusha C/A Dhaka.
Tel: +88 02 223383609-12
E-mail: mail@phoenixinsurance.com.bd

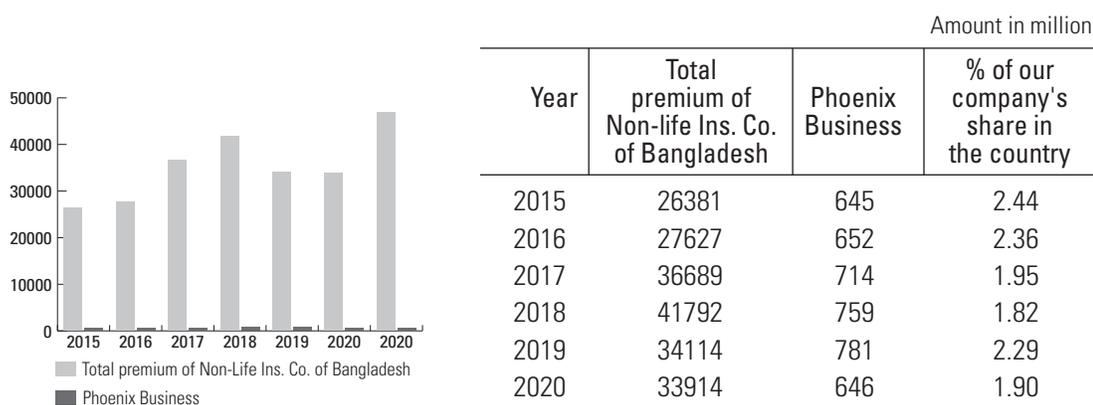
Market Share of Insurance Business of the Company

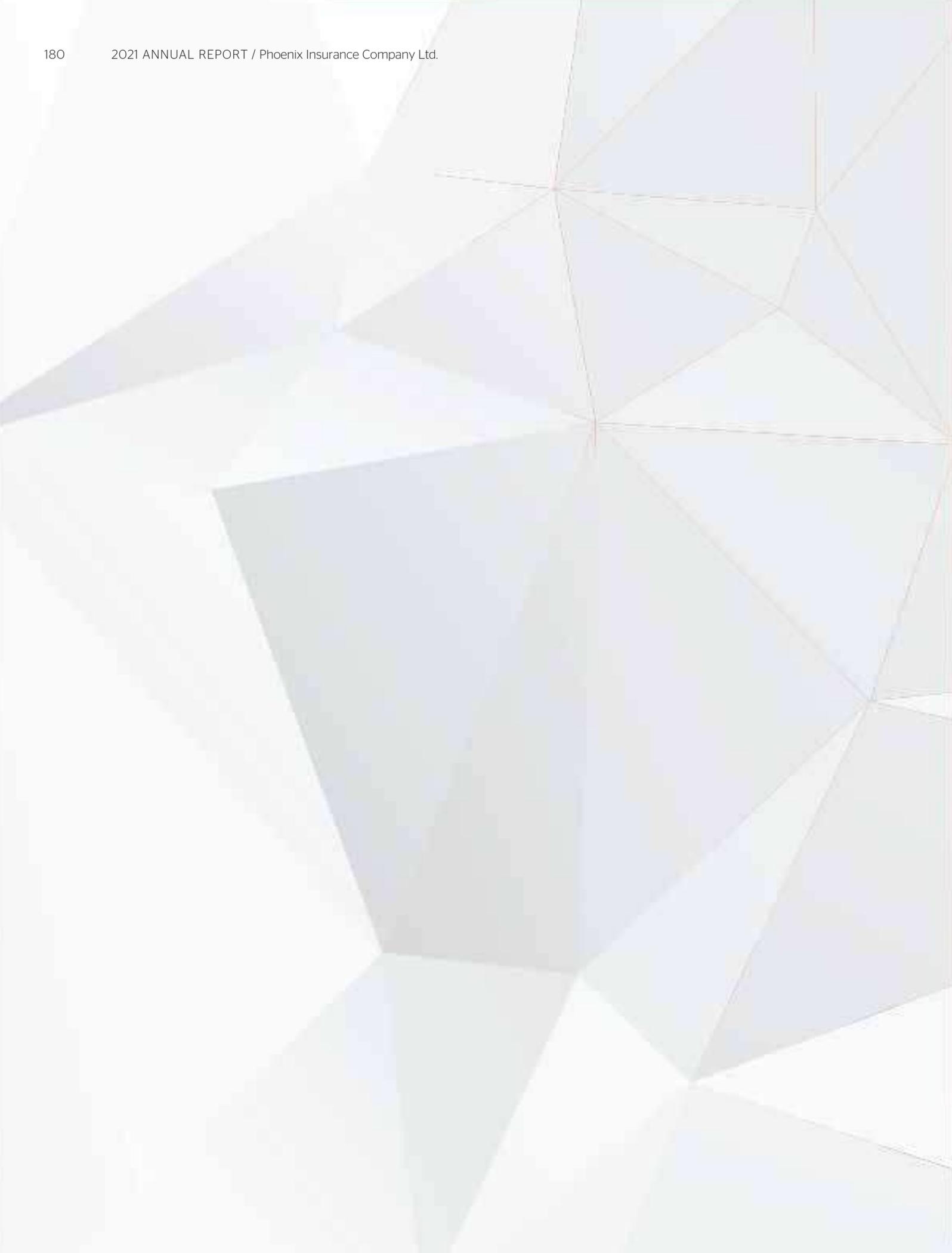
Phoenix Insurance Company Ltd. enhancing the market shares of Insurance Business in the country day by day. The high-profile management team of the company has been taken proper attention in time with professional manner and the Company's performance has been increased in respect of business collection. We have maintained the growth of our business regularly due to our discipline and talented services. The Gross premium income of private non-life insurance companies around the country stood at Tk.46,868 million in 2020 whereas in the 2019 it was Tk.47,116 million.

Our Market Share of Insurance Business in the country is slow. In the year 2020 we have contributed 1.38% business in the total market of Bangladesh private non-life insurance business and it is expecting that next year it will be increased. A chart of our market share position in comparison of the total market of Bangladesh Non-Life Insurance Business is shown below:



The total premium income of non-life insurance companies in Bangladesh stood at Tk. 33,914 million in 2020 whereas it was Tk. 34,114 million in 2019. In last five years our average contribution was 1.90% premium to the nation. The following statements show the position of our company against the total non-life insurance premium of Bangladesh.





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Report on Audit Committee

CONSTITUTION OF THE AUDIT COMMITTEE

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

1. Mr. Md. Faizur Rahman
2. Mr. Mazharul Haque
3. Mohammed Haider Ali
4. Mrs. Sadia Anjum Siddiqui

The company secretary has act as the secretary of the Committee.

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

RESPONSIBILITY TO THE BOARD OF DIRECTORS.

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

TERMS OF REFERENCE OF AUDIT COMMITTEE

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

- 1) The Committee supervises the financial reporting process of the Company.
- 2) The Committee review and monitor the accounting policies and principles.

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

REPORT OF THE AUDIT COMMITTEE

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

1. The Committee reviewed and approved the quarterly half yearly and annual financial statements of the Company and recommended them for approval of the Board of Directors.
2. The Company issued a Statement of Compliance with the Code of Corporate Governance which has also been reviewed by the external auditors of the Company.
3. The Chief Executive Officer and the Chief Financial Officer have reviewed the financial statements of the Company and the Directors' Report. They acknowledge their responsibility for true and fair presentation of the financial statements and compliance with regulations and applicable accounting standards.
4. The Management has published the necessary of disclosures of the financial statements.

5. The financial statements of the company prepared on the assumption of going concern.
6. The financial statements of the company are prepared in accordance with Bangladesh Financial Reporting Standard The Insurance Act 2010 and Security and Exchange Rules 1987 etc.
7. The Management has ensured the compliance with laws and regulations of the stock exchange and follows the related laws & regulations of BSEC the guidelines of Stock Exchanges and fulfilled the legal requirements of the Company.
8. Proper books of accounts have been maintained by the Company.

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

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

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



Md. Faizur Rahman
Chairman
Audit Committee


Audit Report
of the
Accounts
of 2021



Independent Auditors' Report

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

OPINION:

We have audited the financial statements of Phoenix Insurance Company Limited, which comprise the Statement of Financial Position as at 31 December 2021, the Statement of Profit or Loss Account, Profit and Loss Appropriation Account, related Revenue Accounts, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the company as at 31 December 2021, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (FRSs), the Companies Act 1994, the Insurance Act 2010, the Insurance Rules 1958, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

BASIS FOR OPINION:

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

MATTER OF EMPHASIS:

- The entity has leased twenty eight office spaces. In relation to this, the entity has not adopted IFRS 16 Leases in accounting for these lease agreements.
- The entity has reported an amount of Tk. 559,703,191 as sundry debtor which constitutes of:
 - Agent balance of Tk. 3,249,853,
 - Advance against others Tk. 71,354,037 (including advance to Rupayan Trade Centre worth Tk. 58,520,310)
 - Collection Control Accounts (Policies and Cover note) of Tk. 188,538,983.

KEY AUDIT MATTERS:

Key audit matters are those matters that, in the auditors' professional judgment, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, 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. This is not a complete list of all risks identified by our audit.

Risk	Our response to the risk
<p>Fair Value Reserve:</p> <p>The company has made a number of investments amounting to Tk. 668,001,939 in the quoted securities in stock exchange. Income generated from the investments (realized gain and dividend received) is credited to the Profit & Loss Account. Unrealized capital gain or loss is transferred to the fair value reserve as per the policy of the company and maintain adequate deferred tax on such reserve.</p> <p>This item has significant impact on net asset value of the company and equity balances might be prone to misreporting as large unreported fall in the value of any holding may wipe out the value of the portfolio and hamper the distribution capability of the company</p>	<p>We tested the design and operating effectiveness of key control as to monitoring valuation and updating of prices of the positions held by the Company from trusted sources. Additionally, we performed the following.</p> <ul style="list-style-type: none"> • Obtained year-end share holding positions from the company and through directional testing assessed the completeness of the report; • Ascertained the valuation of the holding as per IFRS 13; • Reviewed and challenged the assumptions used for the valuation models for any unquoted securities. • Recalculated unrealized gain or loss at the yearend; • Carried out cut-off testing to ensure unrealized gain or loss was recognized in correct period; • Obtained and cross checked the CDBL report and share portfolio to confirm unrealized gain or loss; • Finally, assessed the appropriateness and presentation of disclosures against relevant accounting standards,
<p>Note no. 5.03 to the financial statements Premium Income:</p>	
<p>Premium Income:</p> <p>General insurance premiums comprise the total premiums received for the whole period of cover provided by contracts entered into during the accounting period.</p> <p>Given the important nature, connections to other items to the financial statements and sensitivity of the item we believe this area pose high level of audit risk.</p>	<p>With respect to Premium income in respect of various types of insurance we carried out the following procedures:</p> <ul style="list-style-type: none"> • Carried out analytical procedures and recalculated premium income for the period. • On a sample basis reviewed policy to ensure appropriate policy stamp was affixed to the contract and the same has been reflected in the premium register. • Ensured on a sample basis that the premium income was being deposited in the designated bank account. • Tested on a sample basis to see that appropriate VAT was being collected and deposited to bank through Treasury Challan. • Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards,

Risk	Our response to the risk
<p>Sundry Creditors: This account represents Tk. 364,960,693 the claim due or impart and related balance payable to third parties throughout the next fiscal year. Some creditors, such as banks and other lenders, have lent money to the company and some are vendors or suppliers and Accrued Liabilities. Moreover, other creditors include the company's employees who are owed PF, governments who are owed taxes, and customers who made deposits or other prepayments.</p>	<p>We have tested the design and operating effectiveness of controls around the due and payable recording process.</p> <ul style="list-style-type: none"> • Obtained the creditors register and tested for completeness of credits recorded in the register on a sample basis. • Obtained bill payable recording process and cross check it with ledger. • Obtained provision create process policy and cross checked those against respective ledger balances. • Obtained and discussed with management about their basis for provision and challenged their provision creation where appropriate. • Reviewed the govt. payable payment calculation • Tested a sample of lease payable with intimation letter, report, bank statement, register and general ledger. <p>Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.</p>
Note no.14.00 to the financial statements	
<p>Deferred liability for Gratuity: The company has been made the provision for Employee's Gratuity Fund during the year Tk. 32,204,694 as per International Accounting Standard (IAS)-19 under Employee's Retirement Benefit Scheme.</p>	<p>We tested the operating effectiveness of the fund and liability position held by the company from trusted sources. Additionally, we performed the following activities:</p> <ul style="list-style-type: none"> • Discussed with management regarding their basis for estimation and challenged their assumptions where appropriate. • Tested on a sample basis to check that appropriate employee contribution was being collected and deposited to bank. • Assessed the appropriateness and presentation of disclosures against relevant accounting standards and Income Tax Ordinance 1984.
Note no. 8.00 to the financial statements	
<p>Sundry Debtors (Advance Deposit & Others): The company has reported an amount of Tk. 504,018,525 assundry debtors.This line item is the accumulation of various items includingoffice rent, security deposits, co-insurance commission, tax and collection control accounts and agents Balance.</p>	<p>We tested the design and operatingeffectiveness of key controls around reporting, updating and adjusting of advance deposit held by the company. Additionally, we performed the following audit procedures:</p> <ul style="list-style-type: none"> • Obtained office rental agreement and scrutinized the terms and conditions of the agreement and tallied against the advance reported.

Risk	Our response to the risk
	<ul style="list-style-type: none"> • Recalculated tax deduction and obtained sample of treasury challan pertaining to rent. • Obtained and reviewed documentations related to letter of credit, invoices. • Obtained documentation related to co-insurance and re-calculated commission and corresponding premium on a sample basis. • Obtained and confirmed the list of agents and verified their balances against their enlistment. <p>Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.</p>
Note no. 17.00 to the financial statements	

Other Information

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

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

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

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

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

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

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

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

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

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

- * Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- * Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- * Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- * Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- * Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on other Legal and Regulatory Requirements:

In accordance with the Companies Act 1994, the Insurance Act 2010, the Insurance Rules 1958, the Securities and Exchange Rules 1987 and relevant notifications issues 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 an according to the information and explanation given to us, all expenses of management wherever incurred and whether incurred directly or indirectly, in respect of insurance business of the company transacted in Bangladesh during the year under report have been duly debited to the related Revenue Accounts and the Statement of Comprehensive Income of the Company;
- e) We report that to the best of our information and as shown by its books, the company during the year under report has not paid any person any commission in any form, outside Bangladesh in respect of any 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.

As per annexed report of even date.
Place: Dhaka
Dated: April 27, 2022



Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

Tarek Rashid
Partner
Enrolment No.: 1363
DVC: 2205121363AS478243

STATEMENT OF FINANCIAL POSITION (BALANCE SHEET)

AS AT 31ST DECEMBER, 2021

Figures in Taka

CAPITAL & LIABILITIES	NOTE	2021	2020
Shareholder's Equity & Liabilities			
Shareholder's Equity		1,609,769,467	1,577,349,909
Share Capital	04	403,415,720	403,415,720
Share premium		897,121	897,121
Reserve & Surplus	05	1,205,456,626	1,173,037,068
Liabilities & Provision			
		784,037,926	756,944,126
Balance Of Fund & Account	06	152,771,533	135,255,424
Premium Deposit	07	35,454,416	25,094,299
Deferred liability for Gratuity	08	31,493,917	32,204,694
Reserve for Corporate Social Responsibility (CSR)	09	3,042,526	2,777,526
Deferred liability for Tax	10	65,680,793	65,604,204
Unclaimed Dividend Account	11	8,590,390	7,528,465
Estimated liabilities in respect of outstanding			
Claims whether due or intimated	12	66,013,699	91,495,432
Amount due to other persons or bodies			
Carrying on insurance business	13	56,029,959	34,932,558
Sundry Creditors	14	364,960,693	362,051,524
Total		2,393,807,393	2,334,294,035
Net Asset Value (NAV)		39.90	39.10

Annexed notes form part of these Financial Statements


Chairman


Director


Chief Executive Officer

As per annexed report of even date.
Place: Dhaka
Dated: April 27, 2022

STATEMENT OF FINANCIAL POSITION (BALANCE SHEET)

AS AT 31ST DECEMBER, 2021

Figures in Taka

ASSETS	NOTE	2021	2020
Non-Current Assets			
Property Plant & Equipment	15	288,460,377	288,155,517
Investment	16	753,001,939	717,182,772
Current Assets			
Inventories	17	1,035,982	1,139,423
Sundry Debtors (Advance, deposit & others)	18	559,703,191	504,018,525
Amount due from other persons or bodies carrying on insurance business	19	262,102,095	357,621,753
Interest outstanding		1,436,875	1,436,875
Cash and Cash Equivalents	20	528,066,934	464,739,170
Total		<u>2,393,807,393</u>	<u>2,334,294,035</u>


Chief Financial Officer


DMD & Company Secretary


Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

STATEMENT OF PROFIT OR LOSS ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2021

Figures in Taka

PARTICULARS	NOTE	2021	2020
Expenses of Management (Not applicable to any particular fund or account)		21,856,638	19,421,623
Directors Fees		904,000	1,196,400
Audit Fees		1,337,500	250,000
Depreciation		11,936,589	10,787,181
Advertisement & Publicity		4,525,720	2,196,936
Subscription & Donation		1,608,797	2,745,899
Legal and Professional Fees		516,255	556,815
Registration Fee		1,027,777	1,688,392
Provision		11,500,000	10,000,000
Provision for Gratuity		11,000,000	9,000,000
Provision for Corporate Social Responsibility (CSR)		500,000	1,000,000
Profit before tax		116,926,825	121,885,772
Provision for taxation	21	28,137,982	27,898,698
Current Tax		28,521,735	29,648,907
Deferred Tax	22	(383,753)	(1,750,209)
Profit after tax transferred to profit & loss appropriation account		88,788,843	93,987,074
Total		150,283,463	151,307,395

STATEMENT OF OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31ST DECEMBER 2021

Figures in Taka

PARTICULARS	NOTE	2021	2020
Transfer to Retained earnings		88,788,843	93,987,074
Transfer to Fair value reserve		4,143,073	124,666,081
Total		92,931,916	218,653,155
Earnings Per Share		2.20	2.33

Annexed notes form part of these Financial Statements


Chairman


Director


Chief Executive Officer

As per annexed report of even date.
Place: Dhaka
Dated: April 27, 2022

STATEMENT OF PROFIT OR LOSS ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2021

Figures in Taka

PARTICULARS	NOTE	2021	2020
Profit / (Loss) Transferred from:		102,447,508	87,348,438
Fire Revenue Account		(33,993,309)	(21,537,698)
Marine Revenue Account		95,908,686	67,647,733
Misc. Revenue Account		40,532,132	41,238,403
Interest Income	23	22,636,965	26,389,164
Dividend Income	24	10,917,173	19,360,129
Other Income	25	14,281,817	18,209,663
Total		150,283,463	151,307,395

STATEMENT OF OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31ST DECEMBER 2021

Figures in Taka

PARTICULARS	NOTE	2021	2020
Profit after tax		88,788,843	93,987,074
Other Comprehensive income:			
Changes in fair value gain /(loss)		4,603,414	138,517,868
Deferred tax on		(460,341)	(13,851,787)
Total		92,931,916	218,653,155


Chief Financial Officer


DMD & Company Secretary


Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

PROFIT AND LOSS APPROPRIATION ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2021

PARTICULARS	Figures in Taka	
	2021	2020
Reserve for Exceptional Losses	38,031,721	33,787,293
Dividend Paid	60,512,358	48,409,886
Balance transferred to Balance Sheet	68,824,833	77,273,150
Total	167,368,911	159,470,329

Annexed notes form part of these Financial Statements


Chairman


Director


Chief Executive Officer

As per annexed report of even date.
Place: Dhaka
Dated: April 27, 2022

PROFIT AND LOSS APPROPRIATION ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2021

PARTICULARS	Figures in Taka	
	2021	2020
Balance brought forward from previous year	77,273,150	64,107,553
Net profit for the year brought down from Profit and Loss Account	88,788,843	93,987,074
Adjustment of Depreciation on revaluation reserve	1,306,918	1,375,703
Total	167,368,911	159,470,329



Chief Financial Officer



DMD & Company Secretary


Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

CONSOLIDATED INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2021

PARTICULARS	NOTE	Figures in Taka	
		2021	2020
Claims Under Policies Less: Re-Insurance	26	43,205,619	59,620,074
Commission		46,249,503	85,227,382
Expenses of Management	28	230,256,367	228,923,984
Profit/(Loss) transfer to Profit & Loss A/c.		102,447,508	87,348,439
Balance of Account at the end of the year as shown in the Balance Sheet (Reserve for unexpired risk)		152,771,533	135,255,424
Total		574,930,530	596,375,303

Annexed notes form part of these Financial Statements



Chairman



Director



Chief Executive Officer

As per annexed report of even date.

Place: Dhaka

Dated: April 27, 2022

CONSOLIDATED INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2021

PARTICULARS	NOTE	Figures in Taka	
		2021	2020
Balance of Account at the Beginning of the year		135,255,424	189,926,151
Premium Less Re-Insurance		380,317,206	337,872,934
Commission on Re-Insurance Ceded		59,357,900	68,576,218
Total		574,930,530	596,375,303


Chief Financial Officer


DMD & Company Secretary


Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

FIRE INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2021

Figures in Taka

PARTICULARS	2021	2020
Claims under policies less re-insurances	47,633,915	18,506,938
Paid during the year	40,551,123	9,864,859
Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	27,120,058	20,037,266
	67,671,181	29,902,125
Less: Outstanding at the end of the previous year	20,037,266	11,395,187
Commission	25,759,308	43,807,106
Expenses of Management	116,043,305	113,471,777
Profit/(Loss) transferred to Profit & Loss Account	(33,993,309)	(21,537,697)
Balance of account at the end of the year as shown in the Balance Sheet being reserve for unexpired risks @ 40% of premium income of the year	51,144,610	36,623,794
Total	206,587,829	190,871,918


Chairman


Director


Chief Executive Officer

As per annexed report of even date.
Place: Dhaka
Dated: April 27, 2022

FIRE INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2021

PARTICULARS	Figures in Taka	
	2021	2020
Balance of account at the beginning of the year	36,623,794	48,512,594
Premium less: re-insurances	127,861,526	91,559,486
Commission on re-insurances	42,102,509	50,799,838
Total	<u>206,587,829</u>	<u>190,871,918</u>


Chief Financial Officer


DMD & Company Secretary


Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

MARINE INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2021

Figures in Taka

PARTICULARS	2021	2020
Claims under policies less re-insurances	(22,334,439)	17,242,142
Paid during the year	5,011,128	25,533,452
Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	21,975,434	49,321,001
Less: Outstanding at the end of the previous year	26,986,562	74,854,453
	49,321,001	57,612,311
Commission	14,939,818	23,447,573
Expenses of Management	65,834,505	63,544,573
Profit transferred to Profit & Loss Account	95,908,686	67,647,733
Balance of account at the end of the year as shown in the Balance Sheet being reserve for unexpired risks @ 40% of premium income on marine cargo and 100% of premium income on marine hull of the year	61,510,194	51,325,636
Cargo	60,435,777	51,148,552
Hull	1,074,417	177,084
Total	215,858,764	223,207,657



Chairman



Director



Chief Executive Officer

As per annexed report of even date.

Place: Dhaka

Dated: April 27, 2022

MARINE INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2021

PARTICULARS	Figures in Taka	
	2021	2020
Balance of account at the beginning of the year	51,325,636	82,051,927
Premium less: re-insurances	152,163,860	128,048,463
Commission on re-insurances	12,369,268	13,107,267
Total	215,858,764	223,207,657


Chief Financial Officer


DMD & Company Secretary


Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

MISCELLANEOUS INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2021

Figures in Taka

PARTICULARS	MOTOR	MISC.	2021	2020
Claims under policies less re-insurances	18,514,135	(607,992)	17,906,143	23,870,994
Paid during the year	22,264,923	860,178	23,125,101	15,390,656
Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	15,784,075	1,134,132	16,918,207	22,137,165
	38,048,998	1,994,310	40,043,308	37,527,821
Less: Outstanding at the end of the previous year	19,534,863	2,602,302	22,137,165	13,656,827
Commission	3,871,713	1,678,664	5,550,377	17,972,703
Expenses of Management	32,119,547	16,259,010	48,378,557	51,907,634
Profit transferred to Profit & Loss Account	41,501,620	(969,488)	40,532,132	41,238,403
Balance of account at the end of the year as shown in the Balance Sheet being reserve for unexpired risks @ 40% of premium income of the year	36,878,078	3,238,650	40,116,728	47,305,994
Total	132,885,093	19,598,844	152,483,937	182,295,728



Chairman



Director



Chief Executive Officer

As per annexed report of even date.

Place: Dhaka

Dated: April 27, 2022

MISCELLANEOUS INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2021

Figures in Taka

PARTICULARS	MOTOR	MISC.	2021	2020
Balance of account at the beginning of the year	40,649,768	6,656,226	47,305,994	59,361,630
Premium less: re-insurances	92,195,195	8,096,625	100,291,820	118,264,985
Commission on re-insurances	40,130	4,845,993	4,886,123	4,669,113
Total	<u>132,885,093</u>	<u>19,598,844</u>	<u>152,483,937</u>	<u>182,295,728</u>


Chief Financial Officer


DMD & Company Secretary


Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

CASH FLOW STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 2021

Figures in Taka

PARTICULARS	2021	2020
A) Cash Flow from Operating Activities:		
Collections from premium and other income	566,279,004	476,668,119
Payments for management expenses, re-insurance and claims	(376,515,805)	(376,390,009)
Income Tax paid	(27,236,712)	(16,921,356)
Net Cash provided by operating activities	162,526,487	83,356,754
B) Cash Flow from Investing Activities :		
Purchase of fixed assets	(13,960,939)	(10,031,932)
Disposal of fixed assets	5,428,402	3,200,000
Decrease/(Increase) of investment in shares	(31,215,753)	2,889,244
Net Cash used in Investing activities	(39,748,290)	(3,942,688)
C) Cash flow from Financing Activities :		
Cash dividend paid	(59,450,433)	(48,409,886)
Net Cash used in financing activities	(59,450,433)	(48,409,886)
Net Increase/(Decrease) in cash & equivalents during the year (A+B+C)	63,327,764	31,004,180
Cash & Cash equivalents at the beginning of the year	464,739,170	433,734,990
Cash & Cash Equivalents at the end of the year	528,066,934	464,739,170
Net operating cash flow per share	4.03	2.07



Chairman



Director



Chief Executive Officer



Chief Financial Officer



DMD & Company Secretary



Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

As per annexed report of even date.

Place: Dhaka

Dated: April 27, 2022

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2021

Figures in Taka

Sl. No.	PARTICULARS	Share Capital	Reserve for Exceptional	Revaluation Reserve	Fair Value Reserve	Share Premium	Retained Earnings	Total
1	Opening Balance	403,415,720	547,404,668	155,920,174	394,820,153	897,121	74,892,073	1,577,349,909
2	Dividend Paid	-	-	-	-	-	(60,512,358)	(60,512,358)
3	Adjustment of depreciation on revaluation reserve	-	-	(816,824)	-	-	816,824	-
4	Net profit for the year after tax provision	-	-	-	-	-	88,788,843	88,788,843
5	Transfer to exceptional loss	-	38,031,721	-	-	-	(38,031,721)	-
6	Investment Reserve	-	-	-	4,143,073	-	-	4,143,073
7	Transfer to General Reserve	-	-	-	-	-	-	-
	Total	403,415,720	585,436,389	155,103,350	398,963,226	897,121	65,953,661	1,609,769,467

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2020

Figures in Taka

Sl. No.	PARTICULARS	Share Capital	Reserve for Exceptional	Revaluation Reserve	Fair Value Reserve	Share Premium	Retained Earnings	Total
1	Opening Balance	403,415,720	513,617,375	156,745,596	270,154,072	897,121	62,276,756	1,407,106,640
2	Dividend Paid	-	-	-	-	-	(48,409,886)	(48,409,886)
3	Adjustment of depreciation on revaluation reserve	-	-	(825,422)	-	-	825,422	-
4	Net profit for the year after tax provision	-	-	-	-	-	93,987,074	93,987,074
5	Transfer to exceptional loss	-	33,787,293	-	-	-	(33,787,293)	-
6	Investment Reserve	-	-	-	124,666,081	-	-	124,666,081
7	Transfer to General Reserve	-	-	-	-	-	-	-
	Total	403,415,720	547,404,668	155,920,174	394,820,153	897,121	74,892,073	1,577,349,909


Chairman

Director


Director


Chief Executive Officer


Chief Financial Officer


DMD & Company Secretary


Zofia Zaman Kabir Rashid & Co.
Chartered Accountants

As per annexed report of even date.
Place: Dhaka
Dated: April 27, 2022

FORM "AA"

Classified Summary of Assets

AS AT 31ST DECEMBER-2021

Figures in Taka

Sl. No.	PARTICULARS	2021	2020
	NON CURRENT ASSETS		
	Property Plant & Equipment		
(a)	Land	152,825,000	152,825,000
(b)	Building	94,154,464	99,109,961
(c)	Furniture & Fixture	8,383,834	9,145,807
(d)	Office Equipment	5,001,095	5,331,104
(e)	Electric installation	1,041,825	499,424
(f)	Air Cooler	1,342,407	1,579,302
(g)	Vehicle	23,335,483	17,219,293
(h)	Telephone installation	2,376,269	2,445,626
	Sub total:	288,460,377	288,155,517
	INVESTMENT		
(a)	National Investment Bond	25,000,000	25,000,000
(b)	Investment to PSL	60,000,000	60,000,000
(c)	Shares of Listed Companies	622,111,879	586,292,712
(d)	Shares of Unlisted Companies	45,890,060	45,890,060
	Sub total:	753,001,939	717,182,772
	CURRENT ASSETS		
(a)	Fixed Deposit	357,699,721	310,647,875
(b)	Short term Deposits	95,932,907	95,804,166
(c)	Current Account	13,588,168	15,993,351
(d)	Cash in hand	60,846,139	42,293,778
(e)	Interest Outstanding	1,436,875	1,436,875
(f)	Sundry Debtors	559,703,191	504,018,525
(g)	Stock of Stationery & Stamps	1,035,982	1,139,423
(h)	Amount due from other persons & bodies carrying on insurance business	262,102,095	357,621,753
	Sub total:	1,352,345,077	1,328,955,746
	TOTAL ASSETS	2,393,807,393	2,334,294,035

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

Certified that the values of all assets have been reviewed, that the said assets except the shares in listed companies, have been set forth in the balance sheet at amounts not exceeding their realizable or market value, and that the investments in shares have been valued at cost. For the purpose of comparison market value of shares shown to the financial statements have been ascertained on the basis of average rates of last transactions of 2021 of the relevant shares published in the daily newspapers



Chairman



Director



Chief Executive Officer



Chief Financial Officer



DMD & Company Secretary


Zoha Zaman Kabir Rashid & Co.
Chartered Accountants

As per annexed report of even date.

Place: Dhaka

Dated: April 27, 2022

NOTES TO THE FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

FOR THE YEAR ENDED 31ST DECEMBER, 2021

1.00 General Information:

1.01 Legal form and status of the Company:

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

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

1.02 Principal activities and nature of operations:

The principal activity of the Company continued to carry on all kinds of insurance, guarantee, and indemnity business other than life insurance business. There were no significant changes in the nature of the principal activities of the Company during the year 2021 under review.

1.03 Date of financial statements authorized for issue:

Financial Statements of the Company for the year ended December 31, 2021 were authorized for issue on April 27, 2022 in accordance with a resolution of the Board of Directors.

2.00 Summary of significant accounting related policies:

2.01 Basic of accounting:

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

2.02 Basic of preparation:

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

2.03 Branch accounting:

The Company has thirty one (31) branches under its umbrella without having any overseas branch during the year ended December 31, 2021. The accounts of the branches are maintained and consolidated at the head office level. Only petty cash books are being maintained at the respective branches for meeting day to day expenses.

2.04 Public sector business:

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

Company's share of public sector business is accounted for in the year in which the statement of accounts from the Sadharan Bima Corporation is received up to June 30, 2021. The statements of accounts for the period from July 1, 2020 to June 30, 2021 have been received from the Sadharan Bima Corporation and accordingly, the Company's share of Public Sector business for that period has been accounted for in the accompanying accounts. This practice is being followed consistently.

2.05 Reporting currency and level of precision:

The figures in the financial statements represent Bangladesh currency (Taka), which have been rounded off to the nearest Taka except where indicates otherwise.

2.06 Foreign currency transaction:

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

2.07 Property, plant and equipment:**A. Valuation of fixed assets**

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

B. Recognition of fixed assets

The Company recognizes in the carrying amount of an item of property, plant and equipment the cost replacing part of such an item when that cost is incurred if it is probable that the future economic benefits embodied with the item will flow to the company and the cost of the item can be measured reliably. Normal expenditure incurred after the assets have been put into operation such as repair and maintenance other than major replacement, renewals and or betterment of the assets are charged off as revenue expenditure in the period in which it is incurred.

C. Subsequent cost

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

D. Depreciation

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

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

Particulars	Rate
Building	5%
Furniture & Fixture	10%
Office Equipment	15%
Electric Installation	15%
Air Cooler	15%
Vehicle	20%
Telephone Installation	5%

E. De-recognition

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

F. Impairment of assets

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

G. Revaluation of assets

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

H. Office Space Rental

At present the Company is accounting for the leased office spaces as per the requirements of IAS 17. However the Company is planning to implement the IFRS 16 in respect of these lease agreements from the next financial year end December 31, 2022.

2.08 Reserve or contingencies accounts:

A. Reserve for exceptional losses

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

B. Revaluation reserve

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

2.09 Employee benefit:

A. Contributory provident fund

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

B. Gratuity scheme

The Company operates a gratuity scheme under which regular confirmed employee is entitled to benefit at graduated scale based on the length of service. The length of service for the purpose of gratuity shall be

reckoned from the date of joining in the regular service of the Company. The Company has a funded gratuity for all eligible employees who have completed minimum 8 (Eight) years of continuous service with the Company. Required amount of gratuity is calculated on the basis depending on the length of service for every completed year as well as proportionate to the fraction period of service as of the end of the respective year.

C. Incentive bonus

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

D. Group insurance policy

The Company has been operating a group insurance policy for all permanent employees for the supporting of family assistance after death of any employee's as per group insurance policy terms and condition.

2.10 Revenue recognition:

A. Underwriting premium income

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

B. Investment income recognition

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

C. Dividend income

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

2.11 Expenses and taxes:

A. Recognition of expenses

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

B. Income tax

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

C. Current tax

The tax currently payable is based on taxable profits for the year. Taxable profits differs from profits as reported in the Statement of Profit or Loss and Other Comprehensive Income because it excludes items of income or expenses that are taxable or deductible in other year or are never taxable or deductible. Company's liability for current tax is calculated using tax rates that have been enacted the balance sheet date.

D. Deferred tax

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

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

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

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

2.12 Balance of funds & accounts:

These have been arrived at after making provision for Unexpired Risks @ 40% of net premium income on all business except marine hull insurance where provision has been made at 100% on net premium income.

2.13 Management expenses:

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

2.14 Cash and cash equivalents:

According to IAS-7 "Cash Flow Statements" cash comprises cash in hand and demand deposits and cash equivalents are short term, highly liquid investments that are readily convertible to know amounts of cash and which are subject to an insignificant risk of changes in value. IAS-1 "Presentation of Financial Statements" provides that cash and cash equivalents are not restricted in use. Considering the provisions of IAS-7 and IAS-1, cash in hand and bank balances have been considered as cash and cash equivalents.

2.15 Debtors and other receivable:

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

2.16 Stock of stationery & form:

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

2.17 Collection control account:

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

2.18 Creditors and accruals:

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

2.19 Earnings per share (EPS):

The Company calculates Earning Per Share (EPS) in accordance with IAS-33, which has been shown on the face of Profit and Loss Appropriation Account.

2.20 Basic earnings per share:

This has been calculated by dividing the basic earnings by the weighted average of ordinary shares outstanding during the year in accordance with ISA-33 "Earnings Per Share" which has been shown on the face of Profit and Loss Appropriation Account.

2.21 Basic earnings:

This represents earnings for the year attributable to ordinary shareholders. As there was no preference dividend, minority interest or extra ordinary items, the net profit of the year after tax has been considered as fully attributable to the ordinary shareholders.

2.22 Cash flow statements:

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

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

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

B. Components of the financial statements

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

- (i) Statement of Financial Position (Balance Sheet) as at December 31, 2021.
- (ii) Statement of Profit & Loss Account & Other Comprehensive Income for the year ended December 31, 2021
- (iii) Related Revenue Accounts for the year ended December 31, 2021.
- (iv) Statement of Cash Flows for the year ended December 31, 2021.
- (v) Statement of Changes in Equity for the year ended December 31, 2021.
- (vi) Significant Accounting Policies and Explanatory Notes.

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

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

D. Comparative information

Comparative information have been disclosed in respect of the year 2020 for all numerical information in the financial statements and also the narrative and descriptive information when it is relevant for understanding of the current year financial statements.

Figure of the year 2020 have been rearranged whenever considered necessary to ensure comparability with the current year.

E. Reporting period

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

4.00 Share capital:

Authorized Capital:

100,000,000 Ordinary Share of Tk. 10 each Issued, Subscribed and Paid-up Capital: 40,341,572 Ordinary Share of Tk. 10 each

A distribution schedule of each class of equity / security setting out the number of holders and percentage in the following categories as on 31st December 2021:

Figures in Taka

Group "A" Shareholders (Sponsors)

Shareholding range	No. of Shareholders	No. of Share	(%) Total holding	(%) of Total paid-up capital
300001 to 400000 Shares	1	302,170	2.09	0.75
500001 to 1000000 Shares	10	8,350,933	57.45	20.70
Over 1000000 Shares	4	5,881,757	40.46	14.57
Total	15	14,534,860	100.00	36.02

General Public

Shareholding range	No. of Shareholders	No. of Share	(%) Total holding	(%) of Total paid-up capital
Less than 500 Shares	2,520	527,211	2.04	1.31
500 to 5000 Shares	1,902	3,599,699	13.95	8.92
5001 to 10000 Shares	327	2,441,790	9.46	6.05
10001 to 20000 Shares	182	2,656,165	10.29	6.59
20001 to 30000 Shares	66	1,652,156	6.40	4.10
30001 to 40000 Shares	28	965,989	3.75	2.40
40001 to 50000 Shares	25	1,166,232	4.52	2.89
50001 to 100000 Shares	42	2,953,274	11.44	7.32
100001 to 1000000 Shares	37	8,676,337	33.62	21.50
Over 1000000 Shares	1	1,167,859	4.53	2.90
Total	5,130	25,806,712	100.00	63.98

Composition of Shareholdings as on 31st December 2021 was under:

Type of Shareholders	No. of Shareholders	No. of Share	Share Face Value	%
Sponsor Group	15	14,534,860	145,348,600	36.02
General Public (Institutions)	130	2,534,354	25,343,540	6.29
General Public (Individuals)	5,000	23,272,358	232,723,580	57.69
Total	5,145	40,341,572	403,415,720	100.00

5.00 Reserves & Surplus:*Figures in Taka*

Particular	Notes	2021	2020
Reserve for exceptional losses	5.01	585,436,389	547,404,668
Retained earning		65,953,661	74,892,073
Asset revaluation reserve	5.02	155,103,350	155,920,174
Fair value reserve	5.03	398,963,226	394,820,153
Total		1,205,456,626	1,173,037,068

5.01 Reserve for exceptional losses

As per paragraph 6 of the fourth schedule of Income Tax Ordinance 1984, as earlier, for the year 2021, 10% of the net premium was transferred to reserve for exceptional losses. Details calculation as under:

Particular	2021	2020
Opening Balance	547,404,668	513,617,375
Add: Reserve during the year	38,031,721	33,787,293
Closing Balance	585,436,389	547,404,668

A sum of Tk. 38,031,721 has been provided for reserve for exceptional losses during the year, which is 10% of the net premium Tk. 380,317,206 earned during the year.

The class wise summary of reserve for exceptional loss provision is as follows:

Particulars	Fire	Marine	Motor	Miscellaneous	2021	2020
Gross Premium	338,142,753	192,342,238	93,014,720	47,432,329	670,932,040	646,130,830
Less: Reinsurance premium on ceded	(197,720,426)	(23,844,292)	-	(12,517,966)	(234,082,684)	(267,015,864)
Less: Reinsurance premium on PSB	(12,560,801)	(16,334,086)	(819,525)	(26,817,738)	(56,532,150)	(41,242,032)
Net Premium	127,861,526	152,163,860	92,195,195	8,096,625	380,317,206	337,872,934
Rate of Provision	10%	10%	10%	10%	10%	10%
Reserve for exceptional losses	12,786,153	15,216,386	9,219,520	809,663	38,031,721	33,787,293

5.02 Revaluation reserve

The Company's Land and Building were revalued as on 31st December 2010 by professional independent valuer G. K. Adjusters Ltd. using on the basis of market availability and physical condition of those fixed assets. The details value of such revalued assets is as follows:

Particulars	Cost Value of Assets as on 31.12.2010	Revalued amount as on 31.12.2010	Revaluation Surplus as on 31.12.2010	WDV Value of Revaluation Reserve as on 31.12.2021	WDV Value of Revaluation Reserve as on 31.12.2020
Land	6,474,844	152,825,000	146,350,156	140,237,156	140,237,156
Building	37,280,239	81,050,000	43,769,761	14,866,194	15,683,018
Total	43,755,083	233,875,000	190,119,917	155,103,350	155,920,174

Figures in Taka

5.02(a): Carrying value of Revaluation surplus

Particular	2021	2020
Opening Balance	155,920,174	156,745,596
Less: Adjustment of excess depreciation	(816,824)	(825,422)
Closing Balance	155,103,350	155,920,174

5.03 Fair Value Reserve

Particular	2021	2020
Opening Balance	394,820,153	270,154,072
Transfer from other comprehensive income	4,143,073	124,666,081
Closing Balance	398,963,226	394,820,153

6.00 Balance of Fund & Account:

As per para 27 A (2) (b) Insurance Act' 1938 for the purpose of sub-section (1) the Company has made necessary provision for un-expired risk reserve during the year 40% of net premium on Fire, Marine, Motor, Miscellaneous and 100% on Marine Hull business. Class wise un-expired risk reserve is as follows:

Class of Business	Net Premium	Percentage	2021	2020
Fire	127,861,526	40%	51,144,610	36,623,794
Motor	92,195,195	40%	36,878,078	40,649,768
Miscellaneous	8,096,625	40%	3,238,650	6,656,226
Marine	151,089,443	40%	60,435,777	51,148,552
Marine Hull	1,074,417	100%	1,074,417	177,084
Total	380,317,206		152,771,533	135,255,424

7.00 Premium Deposits:

The below mentioned amount includes premium received against cover notes for which policies have not been issued within 31st December 2021. While the risks against non-marine hull have been assumed from the issuance of cover notes, risks against marine cargo have not been assumed until shipment advice are provided and accordingly, policies are issued.

This represents the amount deposited with the Company against cover notes for which no policy has been issued up to 31st December 2021. The breakup is as under:

Particular	2021	2020
Marine Cargo	35,454,416	25,094,299
Total	35,454,416	25,094,299

8.00 Gratuity Fund:

The Company has been made the provision for Employee's Gratuity Fund during the year as per International Accounting Standard (IAS)-19 under employee's retirement benefit scheme.

Figures in Taka

Particulars	2021	2020
Opening Balance	32,204,694	27,792,334
Add: Provision made this year	11,000,000	9,000,000
Less: Paid during the year	(11,710,777)	(4,587,640)
Closing Balance	31,493,917	32,204,694

9.00 Reserves for Corporate Social Responsibility (CSR):

Particulars	2021	2020
Opening Balance	2,777,526	3,540,026
Add: Provision made this year	500,000	1,000,000
Less: Payment during the year	(235,000)	(1,762,500)
Closing Balance	3,042,526	2,777,526

10.00 Deferred Liability for Tax:

Particulars	2021	2020
Opening Balance	65,604,204	54,277,509
Add: Provided for the year	76,589	11,326,695
Closing Balance	65,680,793	65,604,204

Details calculation of Deferred Liability for Tax is as follows:

Particulars	2021	2020
(a) Property, Plant & Equipment at cost:		
(i) WDV of fixed asset at accounting base	117,278,775	115,666,998
(ii) WDV of fixed asset at Tax base	69,289,532	67,250,556
(iii) Taxable temporary difference (i-ii)	47,989,243	48,416,442
Tax Rate	37.50%	37.50%
(iv) Closing Deferred Tax Liability	17,995,966	18,156,166
(v) Opening Deferred Tax Liability	18,156,166	18,251,740
(vi) Provision for Deferred Tax Expenses / (Income) (iv-v)	(160,200)	(95,574)

Figures in Taka

Particulars	2021	2020
(b) Gratuity Payable:		
(i) At accounting base	(31,493,917)	(32,204,694)
(ii) At Tax base	-	-
(iii) Deductible temporary difference (i-ii)	(31,493,917)	(32,204,694)
Tax Rate	37.50%	37.50%
(iv) Closing Deferred Tax Liability	(11,810,219)	(12,076,760)
(v) Opening Deferred Tax Liability	(12,076,760)	(10,422,125)
(vi) Provision for Deferred Tax Expenses / (Income) (iv-v)	266,541	(1,654,635)
(c) Revaluation on Building:		
(i) WDV at accounting base	24,831,446	26,138,364
(ii) WDV at Tax base	-	-
(iii) Taxable temporary difference (i-ii)	24,831,446	26,138,364
Tax Rate	37.50%	37.50%
(iv) Closing Deferred Tax Liability	9,311,792	9,801,887
(v) Opening Deferred Tax Liability	9,801,887	10,317,775
(vi) Provision for Deferred Tax Expenses / (Income) (iv-v)	(490,094)	(515,889)
(d) Revaluation on Land:		
(i) WDV at accounting base	146,350,156	146,350,156
(ii) WDV at Tax base	-	-
(iii) Taxable temporary difference (i-ii)	146,350,156	146,350,156
Tax Rate	4.00%	4.00%
(iv) Closing Deferred Tax Liability	5,854,006	5,854,006
(v) Opening Deferred Tax Liability	5,854,006	6,113,000
(vi) Provision for Deferred Tax Expenses / (Income) (iv-v)	-	(258,994)
(e) Fair Value Reserve:		
(i) Carrying value at accounting base	443,292,473	438,689,059
(ii) Carrying value at Tax base	-	-
(iii) Taxable temporary difference (i-ii)	443,292,473	438,689,059
Tax Rate	10.00%	10.00%
(iv) Closing Deferred Tax Liability	44,329,247	43,868,906
(v) Opening Deferred Tax Liability	43,868,906	30,017,119
(vi) Provision for Deferred Tax Expenses / (Income) (iv-v)	460,341	13,851,787
Closing Deferred Liability for Tax in this year	76,589	11,326,695
11.00 Unclaimed Dividend Account:		
Year		
Upto 2017	4,933,047	4,933,047
2018	996,484	996,484
2019	1,598,934	1,598,934
2020	1,061,925	-
	8,590,390	7,528,465

12.00 Estimated Liability in respect of Outstanding Claims Whether Due or Intimated:*Figures in Taka*

Class of Business	2021	2020
Fire	27,120,058	20,037,266
Marine	21,975,434	49,321,001
Motor	15,784,075	19,534,863
Miscellaneous	1,134,132	2,602,302
Total	66,013,699	91,495,432

All the claims of which the company received intimation within 31st December 2021 have been taken into consideration while the estimating the liability in respect of outstanding claims.

13.00 Amount Due to Other Person or Bodies Carrying on Insurance Business :

This amount is payable to Sadharan Bima Corporation on account of re-insurance arrangements with them and to other local insurance companies under co-insurance scheme. Break up of the amount is as under:

Particulars	2021	2020
Sadharan Bima Corporation Treaty Business	54,754,290	33,756,719
Port Folio Commission on Acceptance	11,504	11,504
Port Folio Loss Withdraw	888,955	888,955
Co-Insurance Business	375,210	275,380
Total	56,029,959	34,932,558

14.00 Sundry Creditors:

Particulars	2021	2020
Bills Payable	165,219	145,270
Tax Deduction on Employee's Salaries	699,300	610,225
VAT	2,409,282	3,025,210
Commission Payable	6,885,844	784,749
Provision for Incentive Bonus	10,000,000	12,500,000
Provision for Audit Fee	772,500	250,000
Provision for Office Rent	72,088	423,897
Provision for Income Tax (Notes: 14.01)	332,797,534	304,275,799
Security Receipts	100,000	100,000
Outstanding Refund Premium	2,233,976	210,703
Insurance Stamps on Deposit Premium	570,210	425,671
Provision for Expenses & Others	8,224,740	9,300,000
Temporary Loan (Mercantile Bank Limited)	30,000	30,000,000
Total	364,960,693	362,051,524

14.01 Provision for Income Tax*Figures in Taka*

Particulars	2021	2020
Opening Balance	304,275,799	274,626,892
Add: Provision during the year	28,521,735	29,648,907
Less: Adjustment / Settlement during the year		
Closing Balance	332,797,534	304,275,799

15.00 Property, Plant & Equipment :

Details of the above have been shown in A-1. Depreciation has been charged on all fixed assets at "Reducing Balance Method".

Particulars	2021	2020
Cost / Revaluation:		
Opening Balance	444,635,498	442,833,566
Addition during the year	13,960,939	10,031,932
Disposal / Adjustment during the year	(11,008,500)	(8,230,000)
Closing Balance	447,587,937	444,635,498
Accumulated Depreciation:		
Opening Balance	156,479,980	150,990,631
Addition during the year	11,936,589	10,787,181
Disposal / Adjustment during the year	(9,289,009)	(5,297,831)
Closing Balance	159,127,560	156,479,981
Written Down Value	288,460,377	288,155,517

16.00 Investment :

Break up of the amount is as under:

Particulars	Note	2021	2020
Investment at Amortized Cost	16.01	85,000,000	85,000,000
Fair Value through Other Comprehensive Income	16.02	668,001,939	632,182,772
Total		753,001,939	717,182,772

16.01 Investment at Amortized Cost

Investments with fixed maturity that the management has the intent and ability to hold to maturity are classified as held to maturity. Break up of the amount is as under:

Particulars	2021	2020
BD Govt. Treasury Bond (10yrs)	25,000,000	25,000,000
Investment to PSL	60,000,000	60,000,000
Total	85,000,000	85,000,000

16.01(a) BD Govt. Treasury Bond (BGTB)

Particulars of Investment	Cost Value
Govt. Treasury Bond (Deposit with NCC Bank Ltd. Motijheel Main Br.)	25,000,000

The amount Tk. 25,000,000 represented statutory deposit with Bangladesh Bank as required by Insurance Act' 2010.

Nature of Security	ISIN No.	Interest Rate	Issue Date	Maturity Date	Amount (Tk.)
10Y BGTB	BD 0923341103	12.10%	13-3-2013	13-3-2023	25,000,000

16.01(b) Investment to PSL

The amount deposited to Phoenix Securities Ltd. (PSL) for doing share trade on behalf of Phoenix Insurance Company Ltd. Actually, PICL give them empower to sale or buy the shares through CDBL to PSL A/c and the profit will be transfer to PICL accordingly.

Particulars of Investment	Amount (Tk.)
Investment to PSL	60,000,000

16.02 Fair Value through Other Comprehensive Income

Available for sale investments are those non-derivation investments that are designated as available for sale or are not classified in any other category. These are primarily those investments that are intended to be held for an undefined period of time or may be sold in response to the need for liquidity are classified as fair value through other comprehensive income. The company follows trade date accounting for 'regular way purchase and sales' of investments. As of December 31, 2021 company designated the following shares as available for sale. Details are as follows:

Particulars	No. of Shares 31/12/2021	Value at cost as on 31/12/2021	Fair Market value at cost as on 31/12/2021	Value at cost as on 31/12/2020	Fair Market value at cost as on 31/12/2020
Quoted Share:					
The City Bank Ltd.	7,074,564	107,820,464	193,135,597	76,604,711	139,032,693
Phoenix Finance & Investment Ltd.	17,139,153	65,790,248	425,050,994	65,790,248	444,647,858
Ekush First Unit Fund	93,284	932,840	1,374,059	932,840	1,062,219
ICBI Bank	100	1,990	520	1,990	430
ILFSL	8,820	145,864	58,212	145,864	52,920
Orion Pharma	27,360	1,368,000	2,492,496	1,368,000	1,496,592
Unquoted Share:					
Phoenix Medical Centre Ltd.	46,000	4,600,000	1,840,000	4,600,000	1,840,000
Phoenix Securities Ltd.	676,386	42,480,606	42,480,606	42,480,606	42,480,606
CDBL	571,181	1,569,454	1,569,454	1,569,454	1,569,454
Total		224,709,466	668,001,939	193,493,713	632,182,772

Investment in shares that do not have any quoted market price in the active market and whose fair value cannot be measured reliably, were recognized at cost.

16.03 Changes in Fair Value of the Shares*Figures in Taka*

Particulars	2021	2020
Fair value of the investment	668,001,939	632,182,772
Less: Cost price of the investment	224,709,466	193,493,713
Fair value reserve required at 31st December	443,292,473	438,689,059
Less: Fair value reserve at 1st January	394,820,153	270,154,072
Less: Adjustment for Deferred Tax	43,868,906	30,017,119
Fair Value Adjustment for the Year	4,603,414	138,517,868

17.00 Inventories : *Figures in Taka*

Particulars	Notes	2021	2020
Stationery & Forms		918,597	1,035,598
Insurance Stamps	17.01	117,385	103,825
Total		1,035,982	1,139,423

Stocks of stationery and forms have been valued at cost.

17.01 Insurance Stamps

Particulars	2021	2020
Opening Balance	103,825	179,035
Add: Purchase	1,500,000	3,500,000
Less: Recovery on Use	(1,486,440)	(3,575,210)
Closing Balance	117,385	103,825

18.00 Sundry Debtors (Including Advances, Deposit & Others) :

Particulars	2021	2020
Advance against Office Rent	10,978,180	26,423,365
Advance against Others	71,354,037	69,683,237
Security Deposit	1,056,040	1,056,040
Advance against Co-Insurance Commission	272,390	509,105
Advance Income Tax (18.01)	282,437,775	255,201,063
Collection Control Accounts (Policies & Cover Note)	188,538,983	143,158,576
P.F. Forfeited A/c	-	1,088,991
Advance against Co-Insurance Premium	1,815,933	3,648,295
Agents Balance	3,249,853	3,249,853
Total	559,703,191	504,018,525

18.01 Advance Income Tax

Particulars	2021	2020
Opening Balance	255,201,063	238,279,707
Add: Addition during the year	27,236,712	16,921,356
Less: Adjustment / Settlement during the year	-	-
Closing Balance	282,437,775	255,201,063

19.00 Amount Due from Other Persons or Bodies Carrying on Insurance Business :

Particulars	2021	2020
SBC (Treaty)	97,586,396	140,982,054
Co-Insurance Claim Recoverable	28,136,768	19,906,687
SBC (Facultative)	47,692,688	94,698,246
SBC (Treaty) Accepted	6,917,163	6,917,163
SBC (Facultative) Accepted	1,203,525	1,203,525
Port Folio Loss on Acceptance	842,668	842,668
SBC Co-Insurance Business	79,722,887	93,071,410
Total	262,102,095	357,621,753

20.00 Cash & Cash Equivalents:*Figures in Taka*

Particulars	Notes	2021	2020
Cash in Hand	20.01	60,846,139	42,293,778
STD / SND Account	20.02	95,932,907	95,804,166
Current Account		13,588,168	15,993,351
Fixed Deposit Receipt (FDR)	20.03	357,699,721	310,647,875
Total		528,066,934	464,739,170

20.01 Cash in Hand

Sl. No.	Name of Branches	2021	2020
01	Head Office	21,050,062	13,931,102
02	Local Office	10,325,178	8,524,125
03	Imamgonj Branch	901,409	36,556
04	Motijheel Branch	5,374,521	3,882,931
05	New Market Branch	2,802,309	1,734,085
06	B. B. Avenue Branch	158,253	19,640
07	English Road Branch	1,270,058	781,020
08	Mouchak Branch	569,211	400,339
09	Bangshal Branch	3,365,692	1,657,675
10	Sadarghat Branch	647,518	578,891
11	Kawran Bazar Branch	136,966	56,591
12	Gulshan Branch	12,429	17,553
13	Chawk Bazar Branch	180	31,156
14	Islampur Branch	1,270,403	551,810
15	Mirpur Branch	224,918	354,090
16	Narayangonj Branch	1,232,615	1,145,311
17	Agrabad Branch	4,881,074	2,082,696
18	Khatungonj Branch	1,261,631	1,132,109
19	Khulna Branch	1,725,878	1,731,519
20	Kushtia Branch	401,254	457,182
21	Jessore Branch	1,855,094	1,793,833
22	Rajshahi Branch	685,991	396,980
23	Bogura Branch	27,655	224,430
24	Pabna Branch	4,155	214
25	Dinajpur Branch	294,909	135,238
26	Rangpur Branch	167,150	270,200
27	Cumilla Branch	38,454	75,915
28	Sylhet Branch	7,233	22,328
29	Mymensingh Branch	83,270	123,260
30	Chaumuhani Branch	57,008	119,253
31	Barishal Branch	3,975	15,554
32	Madaripur Branch	9,687	10,192
	Total	60,846,139	42,293,778

20.02 STD / SND Account*Figures in Taka*

Name of Bank	Branch	Account No.	2021	2020
The City Bank Ltd.	Principal Office	3102020200001	15,426,341	6,367,166
Mercantile Bank Ltd.	Motijheel Br.	111913128670216	40,994,444	76,459,679
Dutch Bangla Bank Ltd.	Local Office	1011200000023	35,775,678	10,821,212
The City Bank Ltd.	Principal Office	3102020283001	3,736,444	2,156,109
			<u>95,932,907</u>	<u>95,804,166</u>

20.03 Fixed Deposit Receipt

Particulars	2021	2020
Opening Balance	310,647,875	283,374,458
Add: Creation during this year	32,500,000	9,000,000
Add: Interest Conversion to FDR	14,551,846	18,273,417
Less: FDR encashment	-	-
Closing Balance	<u>357,699,721</u>	<u>310,647,875</u>

21.00 Income Tax Expenses:

Particulars	Notes	2021	2020
Current Tax	14.01	28,521,735	29,648,907
Deferred Tax Expenses / (Income)	22.00	(383,753)	(1,750,209)
Total		<u>28,137,983</u>	<u>27,898,699</u>

22.00 Deferred Tax Expenses / (Income):

Particulars	Notes	2021	2020
Deferred Tax Liabilities as at 31st December	10.00	65,680,793	65,604,204
Less: Deferred Tax Liabilities as at 01st January	10.00	(65,604,204)	(54,277,509)
Deferred Tax Provided for the Year		76,589	11,326,695
Deferred Tax Income on Land & Building		-	(774,883)
Deferred Tax Expenses on Changes in Fair Value		460,341	13,851,787
Total		<u>(383,753)</u>	<u>(1,750,209)</u>

23.00 Interest Income :

Particulars	2021	2020
Interest on FDR's	16,551,673	20,730,158
Interest on BGTB	2,873,750	2,949,375
Interest on STD / SND Accounts	3,211,542	2,709,631
Total	<u>22,636,965</u>	<u>26,389,164</u>

24.00 Dividend Income :

Particulars	2021	2020
The City Bank Ltd.	9,985,775	8,259,236
Dhaka Bank Ltd.	-	520,670
Ekush First Unit Fund	74,626	-
Phoenix Finance & Investments Limited	-	9,152,272
CDBL	856,772	1,427,953
Total	<u>10,917,173</u>	<u>19,360,129</u>

25.00 Other Income :*Figures in Taka*

Particulars	2021	2020
Rental Income (Phoenix Bhaban)	10,000,000	15,000,000
Profit on Sale of Vehicles	3,708,911	267,831
Rental Income (Rupayan Tower)	572,906	758,400
Profit on Sale of Share	-	794,441
Income from Investment to Phoenix Securities Limited	-	300,000
Income from P.F Forfeited A/c	-	1,088,991
Total	14,281,817	18,209,663

26.00 Claim under Policies less Re-insurance:

Particulars	Fire	Marine Cargo	Marine Hull	Motor	Miscellaneous	Total
Claim paid during the year	40,551,123	2,386,438	2,624,690	22,264,923	860,178	68,687,352
Claim outstanding at the end of the year	27,120,058	20,390,445	1,584,989	15,784,075	1,134,132	66,013,699
Claim outstanding at the beginning of the year	20,037,266	47,555,970	1,765,031	19,534,863	2,602,302	91,495,432
Total amount-2021	47,633,915	(24,779,087)	2,444,648	18,514,135	(607,992)	43,205,619
Total amount-2020	18,506,938	(234,082)	17,476,224	22,783,002	1,087,992	59,620,074

27.00 Premium less Re-insurance:

Class of Business	On Direct Business	On Re-insurance Business	Total
Fire	338,142,753	210,281,227	127,861,526
Marine Cargo	190,168,799	39,079,356	151,089,443
Marine Hull	2,173,439	1,099,022	1,074,417
Motor	93,014,720	819,525	92,195,195
Miscellaneous	47,432,329	39,335,704	8,096,625
Total	670,932,040	290,614,834	380,317,206

28.00 Management Expenses:

As per section 40 (C-2) of Insurance Act 1938, all expenses of management excluding insurance stamps wherever incurred, whether directly or indirectly, in respect of Fire, Marine and Miscellaneous insurance business transacted in Bangladesh have been fully charged to the respective revenue accounts in the proportion of gross premium. This year total management expenses are Tk. 230,256,367 where as Tk. 228,923,984 were in 2020.

29.00 Allocation of Management Expenses:

Management expenses of the Company Tk. 230,256,367 has been allocated to the revenue accounts based on gross premium in the following ratio:

Figures in Taka

Revenue Account	Gross Premium including PSB	Ratio %	Share of Management Expenses	Stamp Expenses	Total
Fire	338,142,753	50%	115,738,805	304,500	116,043,305
Marine (Cargo)	190,168,799	28%	65,090,585	-	65,090,585
Marine (Hull)	2,173,439	0%	743,920	-	743,920
Motor	93,014,720	14%	31,836,887	282,660	32,119,547
Miscellaneous	47,432,329	7%	16,235,040	23,970	16,259,010
Total	670,932,040	100%	229,645,237	611,130	230,256,367

30.00 Earnings per Share (EPS):

The Company calculated Earnings per Share (EPS) in accordance with IAS-33 "Earnings per Share" which has been shown on the face of the income statement and this has been calculated by dividing the basic earnings by the weighted average number of ordinary shares outstanding for the year. Details calculations were as follows:

Particulars	2021	2020
a) Earnings attributable to ordinary shareholders (Net profit after taxation and provision)	88,788,843	93,987,074
b) Weighted average number of ordinary shares outstanding during the year	40,341,572	40,341,572
c) Earnings per Share (a/b)	2.20	2.33

The Company's Earnings per Share (EPS) decreased due to dividend income and other income have been decreased from last year..

31.00 Net Assets Value per Share (NAV):

The Company calculated Net Assets Value per Share (NAV) on the basis of the weighted average number of ordinary shares outstanding for the year. Details calculations were as follows:

Particulars	2021	2020
a) Net assets	1,609,769,467	1,577,349,909
b) Weighted average number of ordinary shares outstanding during the year	40,341,572	40,341,572
c) Net Assets Value per Share (a/b)	39.90	39.10

Maximum amount due from other persons or bodies carrying on insurance business during the year have been decreased as a result NAV have been decreased from last year.

32.00 Net Operating Cash Flow per Share (NOCFPS):

The Company calculated Net Operating Cash Flow per Share (NOCFPS) on the basis of the weighted average number of ordinary shares outstanding for the year. Details calculations were as follows:

Particulars	2021	2020
a) Net cash provided by operating activities	162,526,487	83,356,754
b) Weighted average number of ordinary shares outstanding during the year	40,341,572	40,341,572
c) Net Operating Cash Flow per Share (a/b)	4.03	2.07

The Company's Net Operating Cash Flow per Share (NOCFPS) is higher due to premium income has been increased from last year.

32.01 Reconciliation of Net Profit to Net Operating Cash Flows:*Figures in Taka*

Particulars	2021	2020
Net profit before Tax	116,926,825	121,885,772
Adjustment:		
Depreciation	11,936,589	10,787,181
Gain on disposal of fixed asset	3,708,911	267,831
Gain on sale of share	-	794,441
Changes in Working Capital:		
Increase / (Decrease) of the balance of fund & account	17,516,109	(56,717,933)
Increase / (Decrease) of premium deposit	10,360,117	8,588,724
Increase / (Decrease) of outstanding claims	(25,481,733)	8,831,107
Increase / (Decrease) of amount due to other persons or bodies	21,097,401	182,252
Increase / (Decrease) of gratuity fund	(710,777)	4,412,360
Increase / (Decrease) of reserve for corporate social responsibility	265,000	(762,500)
Increase / (Decrease) of sundry creditor except tax payable	(25,612,566)	(508,342)
(Increase) / Decrease of inventories (stationery, forms & insurance stamps)	103,441	45,857
(Increase) / Decrease of advance, deposit & prepayment except AIT & collection control A/c	(25,781,481)	4,982,325
(Increase) / Decrease of amount due from other persons or bodies	95,519,658	(2,072,559)
(Increase) / Decrease of collection controller/c	(10,084,295)	(438,406)
Income Tax paid	(27,236,712)	(16,921,356)
Net Cash Generated from Operating Activities	162,526,487	83,356,754

33.00 Key Management Personal Compensation:

Total amount of compensation paid key management personal (up to G.M) except Director and Chairman. We paid them fees for attending meeting of the Company. The detail of key management personal as per the paragraph 17, IAS of 24: "Related Party Disclosures" is presented below:

Particulars	2021	2020
	Senior Executives	Senior Executives
Basic Salary	16,541,796	15,122,148
House Rent	6,690,898	6,421,413
Medical	1,114,175	1,092,313
Corporate Allowance	1,236,000	1,236,000
Festival Bonus	2,706,966	2,427,678
Performance Bonus	2,230,796	2,040,821
Others	6,026,112	5,831,620
Provident Fund	2,813,616	1,727,974
Total	39,360,359	35,899,967

34.00 Related Party Disclosures:

Phoenix Insurance Company Ltd. In normal course of business carried out a number of transactions with other entities that fall within the definition of related party contained in International Accounting Standard (IAS) 24 "Related Party Disclosures" all transactions involving related parties arising in normal course of business are conducted on an arm's length basis at commercial rates on the same terms and conditions as applicable to the third parties. Details of transactions with related parties and balances thereof as at December 2021 were as follows:

Figures in Taka

Name of Related Party	Relationship	Nature of Transitions	Income
Pakiza Cotton & Spinning Mills Ltd.	Common Director	Nature of Transitions	81,324,291
Partex Group	Common Director	Nature of Transitions	14,779,738
Total			96,104,029

35.00 Director's Benefit Disclosure:

The Company pays fees to its Directors for attending the Board meeting and its Committee meetings as permitted by Insurance Development and Regulatory Authority. As per IDRA circular no- 53.03.0000.009.18.123 dated 31-05-2018, a Director may be paid fees for attending Board meeting or its Committee meetings which shall not exceed Tk. 8,000 (Eight Thousand) for attending each meeting. Details are given below:

Particulars	Attendance fee per meeting	Meeting held	Total attended	2021	2020
Board Meeting	8,000	8	87	696,000	980,400
Claims Committee	8,000	2	4	32,000	48,000
Audit Committee	8,000	4	18	144,000	136,000
N.R.C	8,000	1	4	32,000	32,000
Total				904,000	1,196,400

36.00 Auditor's Remuneration:

Zoha Zaman Kabir Rashid & Co. Chartered Accountants has been appointed as Company's Statutory Auditor for this year by the shareholders at its 34th Annual General Meeting held on 11 August, 2021 and fixed their remuneration of Tk. 250,000/- including Tax.

37.00 Contingent Liabilities:

The following claims against policy have been treated as Contingent Liability:

Name of Claimer	Type of Policy	Case Number	Claimed Amount	Remarks
M/s. Mahmood Brothers	Insurance Guarantee	1/1991	3,523,433	Pending in High Court
M/s. Euroasia Felt Industry Ltd.	Fire	143/2008	53,471,314	Pending in High Court

The issued file cases to the Lower and High Court above claims according to their demand. The Courts are yet to settle the cases. The company believed that the claims are not lawfully demandable according to the Insurance Act, will not materially affect the financial statements.

Contingent Liability for tax:*Figures in Taka*

Assessment Year	Provision for Tax	Tax Paid	Tax Demand	Remarks
2011-2012	12,000,000	11,090,121	58,247,611	Stay order by High Court
2012-2013	12,947,168	12,893,142	93,500,896	Stay order by High Court
2013-2014	37,000,000	36,903,563	87,035,976	Stay order by High Court
2014-2015	45,700,000	52,451,303	-	Self assessment U/S-82 BB
2015-2016	29,600,000	26,165,984	78,587,270	Stay order by High Court
2016-2017	37,000,000	37,506,453	68,525,390	Under appeal
2017-2018	27,600,000	13,419,042	106,499,533	Under appeal
2018-2019	20,875,220	16,029,895	-	Self assessment U/S-82 BB
2019-2020	27,200,000	17,081,113	-	Under hearing
2020-2021	24,704,504	16,767,375	-	Under hearing
2021-2022	29,648,907	29,648,907	-	Self assessment U/S-82 BB
Total	304,275,799	269,956,898	492,396,676	

38.00 Event after Balance Sheet Date:

The Board of Directors has recommended 15% cash on paid up capital for the year ended December 31, 2021 as per approval of Board meeting held on April 27, 2022 as dividend on paid up capital of Tk. 403,415,720 subject to the approval in the Annual General Meeting to be held on June 29, 2022. Proposed dividend amount of the year is Tk 60,512,358 After allowing this dividend the accumulated Profit / (loss) of the company will arrive at Tk. 8,312,475 only.

39.00 General:

1. No. of Employees received salary up to Tk. 3,000: Nil
2. No. of Employees received salary above Tk.3,000: 272.
3. The Board of Directors received no remuneration from the company other than fees for attending Board Meetings.
4. During the year 8 no. of Board Meetings were held.
5. All shares have been fully called and paid up.
6. There were no preference shares issued by the company.

SCHEDULE OF FIXED ASSETS

AS AT 31ST DECEMBER, 2021

A-1

Particulars	Cost			Rate of Dep. (%)	Depreciation			Written Down Value		
	Balance as on 01.01.21	Addition this year	Disposal this year		Balance as on 31.12.21	Charge this year	Adjustment this year	Balance as on 31.12.21	As on 31.12.21	As on 31.12.20
1 Land	6,474,844	-	-	-	-	-	-	6,474,844	6,474,844	6,474,844
2 Building	117,643,795	-	-	5%	44,672,197	3,648,580	-	48,320,777	69,323,018	72,971,598
3 Furniture & Fixture	40,650,437	160,313	-	10%	31,504,630	922,286	-	32,426,916	8,383,834	9,145,807
4 Office Equipment	28,302,120	493,177	-	15%	22,971,016	823,186	-	23,794,202	5,001,095	5,331,104
5 Electric Installation	1,902,811	641,250	-	15%	1,403,387	98,849	-	1,502,236	1,041,825	499,424
6 Air Cooler	7,290,750	-	-	15%	5,711,448	236,895	-	5,948,343	1,342,407	1,579,302
7 Vehicle	47,805,151	12,612,500	11,008,500	20%	30,585,858	4,776,819	9,289,009	26,073,668	23,335,483	17,219,293
8 Telephone Installation	4,445,673	53,699	-	5%	2,000,047	123,056	-	2,123,103	2,376,269	2,445,626
Total	254,515,581	13,960,939	11,008,500		138,848,583	10,629,671	9,289,009	140,189,245	117,278,775	115,666,998

REVALUED ASSET

Particulars	Cost			Rate of Dep. (%)	Depreciation			Written Down Value		
	Balance as on 01.01.21	Addition this year	Disposal this year		Balance as on 31.12.21	Charge this year	Adjustment this year	Balance as on 31.12.21	As on 31.12.21	As on 31.12.20
1 Land	146,350,156	-	-	-	-	-	-	146,350,156	146,350,156	146,350,156
2 Building	43,769,761	-	-	5%	17,631,397	1,306,918	-	18,938,315	24,831,446	26,138,364
Total	190,119,917	-	-		17,631,397	1,306,918	-	18,938,315	171,181,602	172,488,520
Grand Total	444,635,498	13,960,939	11,008,500		156,479,980	11,936,589	9,289,009	159,127,560	288,460,377	288,155,518

Net Assets Value (NAV)

Figures in Taka

Particulars	2021	2020
Investment	753,001,939	717,182,772
Interest outstanding	1,436,875	1,436,875
Amount Due from other Persons or Bodies Carrying on Insurance Business	262,102,095	357,621,753
Sundry Debtors	559,703,191	504,018,525
Cash in Hand and at Banks	528,066,934	464,739,170
Fixed Assets (at Cost)	288,460,377	288,155,517
Stock of Stationery and Forms	918,597	1,035,598
Stamp in Hand	117,385	103,825
Total Tangible Assets (A)	2,393,807,393	2,334,294,035
Balance of Funds and Accounts	152,771,533	135,255,424
Premium Deposits	35,454,416	25,094,299
Estimated Liabilities in respect of outstanding Claims whether due or intimated:	66,013,699	91,495,432
Amount Due to other persons or bodies carrying on Insurance Business :	56,029,959	34,932,558
Sundry Creditors	364,960,693	362,051,524
Unclaimed Dividend Account	8,590,390	7,528,465
Deferred Liability For Gratuity	31,493,917	32,204,694
Deferred Liability For Tax	65,680,793	65,604,204
Reserve for corporate social responsibility (CSR)	3,042,526	2,777,526
Total Liabilities (B)	784,037,926	756,944,126
Net Tangible Assets (A-B)	1,609,769,467	1,577,349,909
Number of Shares (C)	40,341,572	40,341,572
Tangible Assets Per Share (A-B)/C	39.90	39.10

Particulars	2021	2020
Share Capital	403,415,720	403,415,720
Reserve for Exceptional Losses	585,436,389	547,404,668
Share Premium	897,121	897,121
Revaluation Reserve	155,103,350	155,920,174
Investment Reserve	398,963,226	394,820,153
Profit & Loss Appro. Account Balance	65,953,661	74,892,073
Total Shareholders Equity	1,609,769,467	1,577,349,909
Number of Shares	40,341,572	40,341,572
Equity per Share	39.90	39.10

Compliance of International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs)

Name of the IAS	IAS No.	Status
Presentation of Financial Statements	1	Applied
Inventories	2	Applied
Cash Flow Statements	7	Applied
Accounting Policies, Changes in Accounting Estimate and Errors	8	Applied
Events after the Reporting Period	10	Applied
Income Taxes	12	Applied
Property, Plant and Equipment	16	Applied
Employee Benefits	19	Applied
Accounting Government Grants and Disclosure of Government Assistance	20	N/A
The Effects of Changes in Foreign Exchange Rates	21	Applied
Borrowing costs	23	N/A
Related Party Disclosures	24	Applied
Accounting and Reporting by Retirement Benefit Plans	26	Applied
Investment in Associates	28	N/A
Financial Reporting in Hyper Inflationary Economics	29	N/A
Financial Instruments: Presentation	32	Applied
Earning Per Shares	33	Applied
Interim Financial Reporting	34	Applied
Impairment of Assets	36	Applied
Provisions, Contingent Liabilities and contingent Assets	37	Applied
Intangible Assets	38	N/A
Financial Instruments: Recognition and Measurement	39	Applied
Investment Property	40	N/A
Agriculture	41	N/A

Name of the IFRS	IFRS No.	Status
First Time Adaption of IFRS	1	N/A
Share Based Payment	2	N/A
Business Combination	3	N/A
Insurance Contracts	4	Applied
Non-current Assets Held for Sale Discontinued Operations	5	N/A
Exploration for and Evaluation of Mineral Resources	6	N/A
Financial Instruments: Disclosures	7	Applied
Operating Segments	8	Applied
Financial Instruments	9	Applied
Consolidated Financial Statements	10	N/A
Joint Arrangements	11	N/A
Fair Value Measurement	13	Applied
Revenue from Contracts with Customers	15	Applied
Leases	16	Not Applied

Corporate Calendar

FINANCIAL

First quarter ended 31 March 2021	Announced on	June 03, 2021
Half yearly ended 30 June 2021	Announced on	August 25, 2021
Third quarter ended 30 September 2021	Announced on	October 31, 2021
Year ended 31 December 2021	Announced on	April 27, 2022

DIVIDENDS

Cash 2020	Announced on	June 03, 2021
	Entitlement date	August 11, 2021
	Statutory limit up to which payable	September 09, 2021
	Paid on	September 06, 2021
Cash 2021	Announced on	April 27, 2022
	Entitlement date	June 29, 2022
	Statutory limit up to which payable	July 28, 2022

ANNUAL GENERAL MEETING

Confirmation of Shareholder Register	Record date	May 25, 2022
Notice of the Annual General Meeting	Date on	May 24, 2022
Annual Report 2021	Date of Issuance of Annual Report	June 07, 2022

36th Annual General Meeting	Date on	June 29, 2022
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OPERATIONAL

Branch Performance Review Meeting	Held in	February 02, 2022
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For more information

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 1/A Dilkusha C/A
 Dhaka-1000
 Phone: 223383609-12 (PABX)
 Fax: 02-223383576
 E-mail: mail@phoenixinsurance.com.bd
 Website: www.phoenixinsurance.com.bd

Forward Looking Statement

The forward-looking statement made is based on our beliefs, assumptions and expectations of future performance, taking into account all information currently available to us. Actual results could differ materially from the forward-looking statements made during this presentation. Although we believe that the expectations reflected in the forward-looking statements are reasonable based on the current market conditions, we can provide no assurance that our forward-looking statements will accurately reflect actual result.

These statements generally can be identified by the use of forwards looking word such as "believe", "estimate", "anticipate", "plan", "predict", "may", "hope", "can", "will", "should", "expect", "intend", "is designed to", "with the intent", "potential", the negative of these words or such other variations thereon.

These forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the company's actual results of operations, financial condition, solvency ratios, capital or liquidity positions or prospects to be materially different from any future results of operations, financial condition, solvency ratios, capital or liquidity positions or prospects expressed or implied by such statements or cause PHOENIX Insurance to not achieve its published targets. Such factors include, among others:

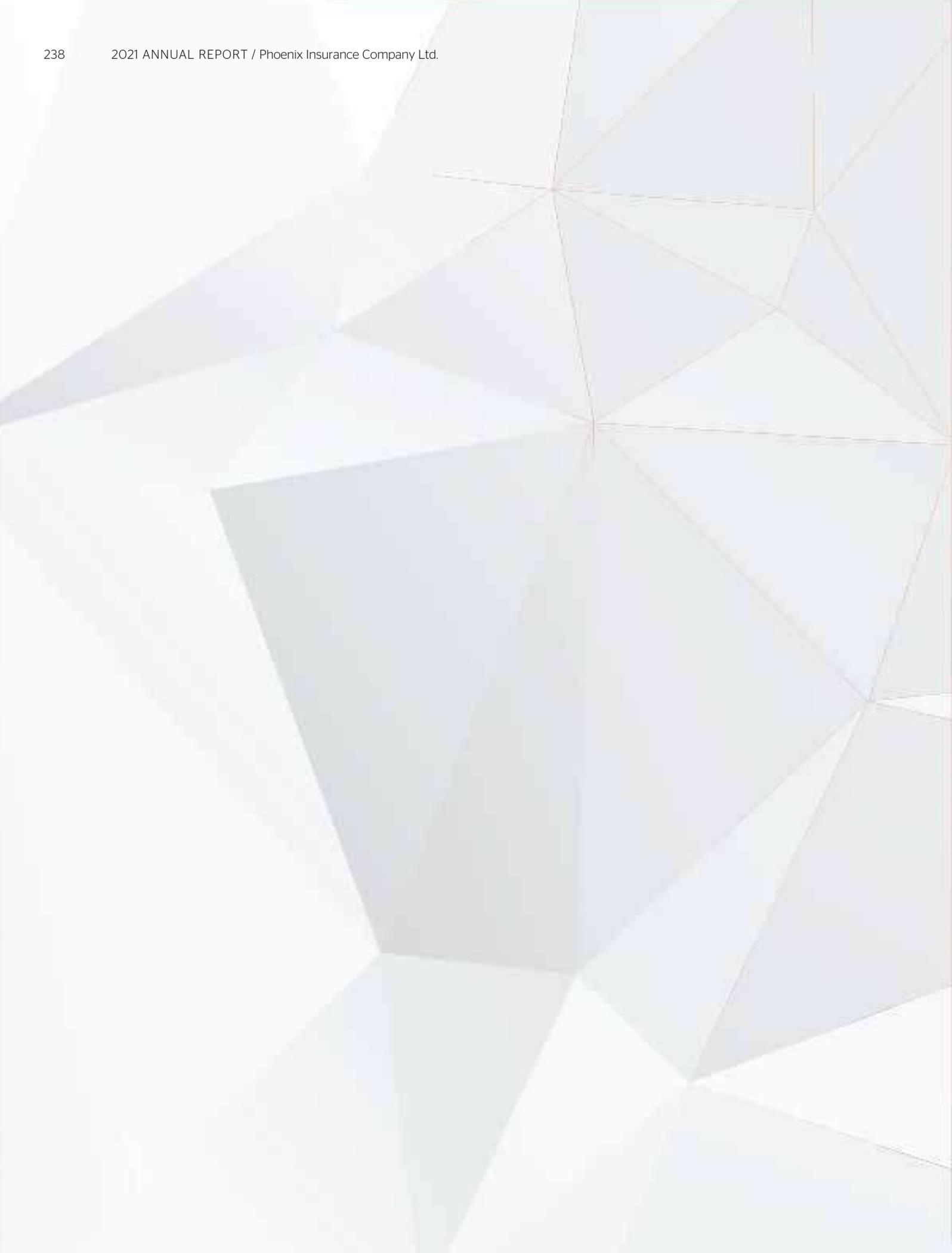
- the frequency, severity and development of insured claim events, particularly natural catastrophes, man-made disasters, pandemics, acts of terrorism and acts of war; mortality, morbidity and longevity experience;
- instability affecting the global financial system;
- deterioration in global/national economic conditions;
- the effect of market conditions, including the internal equity and credit markets, and the level and volatility of equity prices, interest rates, credit spreads, currency values and other market indices, on the company's investment assets;
- changes in legislation and regulation, and the interpretations thereof by regulators and courts, affecting us or the Company's ceding companies, including as a result of shifts away from multilateral approaches to regulation of global operations;
- the outcome of tax assessment, the ability to realize tax loss carryforwards, the ability to realize deferred tax assets (including by reason of the mix of earnings in a jurisdiction or deemed change of control), which could negatively impact future earnings, and the overall impact of changes in tax regimes on business models;
- uncertainties in estimating reserves; policy renewal and lapse rates;
- extraordinary events affecting the company's clients and other counterparties, such as bankruptcies, liquidations and other credit-related events;
- legal actions or regulatory investigations or actions, including those in respect of industry requirements or business conduct rules of general applicability;

These factors are not exhaustive. The Company operates in a continually changing environment and new risks emerge continually. Readers are cautioned not to place undue reliance on forward-looking statements. PHOENIX Insurance undertakes no obligation to publicly revise or update any forward-looking statements, whether as a result of new information, future events or otherwise.

Glossary

Authorized Share Capital	- The maximum value of share that a Company can issue.
Bonus Shares	- Free shares given to current shareholders out of profit.
Book Value	- The value of an asset as entered in a company's books.
Capital Expenditure	- The cost of long-term improvements and fixed assets.
Capital Gain	- Portion of the total gain recognized on the sale of investments.
Claims	- The amount payable under a contract of insurance arising from occurrence of an insured event.
Claims Incurred	- The aggregate of all claims paid during the accounting period together with attributable claims handling expenses, where appropriate, adjusted by the gross claims reserve at the beginning and end of the accounting period.
Commission	- Remuneration to an intermediary for services such as selling and servicing an insurer's products.
Corporate Social Responsibility	- Is a process with the aim to embrace responsibility for the company's actions and encourage a positive impact through its activities on the environment, consumers, employees, communities, and all other members of the public who may also be considered as stakeholders.
Deferred Commission	- Expenses which vary with and are primarily related to the acquisition of new insurance contracts and renewal of existing contracts, which are deferred as they relate to a period of risk subsequent to the Balance Sheet date.
Deferred Tax	- An accounting concept (also known as future income taxes), meaning a future tax liability or asset in respect of taxable temporary differences.
Depreciation	- Is the systematic allocation of the cost of an asset over its useful life.
Doubtful Debts	- Is a debt where circumstances have rendered its ultimate recovery uncertain.
Earnings per Share	- Amounts of after-tax profit or loss attributable to ordinary shareholders of the entity.
Equity Method	- Method of accounting whereby the investment is initially recognized at cost and adjusted periodically for the post-acquisition change in the investor's share of net assets of the investee.
Exchange Gain / (Loss)	- Difference resulting from translating a given number of units of one currency into another currency at different exchange rates.
Facultative Reinsurance	- The reinsurer assumes a share of selected individual risks. The primary insurer can offer an individual risk in reinsurance, which the reinsurer accepts on a case-by-case basis.
Fair Value	- The amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing business partners in an arm's length transaction.
Non-life Insurance/ General Insurance	- All kinds of non-life Insurance i.e., Fire, Marine, Motor and allOther Insurance as defined in the Insurance Act 2010.
Gross Premium	- Premium which an insurer is contractually entitled to receive from the insured in relation to contracts of insurance.
Human Resource Development	- A framework for the expansion of within an organization through the development of both the organization and the individual to achieve performance improvement.
Impairment	- The amount by which the carrying amount of an asset or a cash-generating unit exceeds its recoverable amount.
Incurred but not Reported (IBNR)	- Claim incurred but not reported to the insurer until the financial statements reporting date.
Inflation	- A general increase in prices and fall in the purchasing value of money.
Insurance Contract	- A contract under which one party (the insurer) accepts significant insurance risk from another party (the policyholder) by agreeing to compensate the policyholder for a specified uncertain future event at an agreed consideration.
Insurer Financial Strength Rating	- Provides an assessment of the financial strength of an insurance company.

Intangible	- An identifiable non-monetary asset without physical substance.
Internal Control	- An accounting procedure or system designed to promote efficiency or assure the implementation of a policy or safeguard assets or avoid fraud and error etc.
Loss Ratio	- Percentage ratio of claims expenses to premium.
Market Share	- The portion of a market controlled by a particular company or product.
Market Value	- The highest estimated price that a buyer would pay and a seller would accept for an item in an open and competitive market.
National Exchequer	- The account into which tax funds and other public funds are deposited.
Net Asset Value	- The value of all tangible and intangible assets of a company minus its liabilities.
Net Premium Revenue	- Gross earned premium less Reinsurance expense.
Outstanding Claim	- A type of technical reserve or accounting provision in the financial statements of an insurer to provide for the future liability for claims.
Paid-up Capital	- The amount paid or contributed by shareholders in exchange for shares of a company's Stock.
Premium	- The amount that has to be paid as consideration for the insurance cover provided by an insurer.
Present Value	- Future amounts that have been discounted to the present.
Proxy	- Power of attorney by which the shareholder transfers the voting rights to another shareholder.
Quoted	- Being listed on a Stock Exchange.
Registered Office	- The registered office is an address which is registered with the government registrar as the official address of a company.
Reinsurance	- A method of insurance arranged by insurers to share the exposure of risks accepted.
Reinsurance Commission	- Commission received or receivable in respect of premium paid or payable to a reinsurer.
Reinsurance Premium	- The premium payable to the reinsurer in respect of reinsurance contract.
Related Party	- Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions.
Retrocession	- Transfer of risk from a reinsurer to another reinsurer.
Revenue Reserves	- Reserve that is normally regarded as available for distribution through the profit and loss account, including general reserves and other specific reserves created out of profit and unappropriated profit.
Risk	- Condition in which there is a possibility of loss.
Risk Management	- Includes analyzing all exposures to gauge the likelihood of loss and choosing options to better manage or minimize loss.
Strategic Objective	- A broadly defined objective that an organization must achieve to make its strategy succeed.
Subsequent Event/Non-Adjusting	- Are events concerning conditions which arose after the balance sheet date, but which may be of such materiality that their disclosure is required to ensure that the financial statements are not misleading.
Tangible	- An asset whose value depends on particular physical properties.
Term Finance Certificate	- A debt instrument issued by an entity to raise funds.
Underwriting Profit	- This is the profit generated purely from the General Insurance business without taking into account the investment income and other non-technical income and expenses.
Unearned Premium	- It represents the portion of premium already entered in the accounts as due but which relates to a period of risk subsequent to the Balance Sheet date.



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Photo
Album
2021



Photo Album 2021



National Bima Dibosh, 1 March, 2021



Proxy Form

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

I/We _____

of _____

being a member of **Phoenix Insurance Company Limited** do hereby appoint

Mr./Ms. _____

of _____

(or failing him/her) Mr./Ms. _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the **36th Annual General Meeting** of the Company to be held on Wednesday, the 29th June 2022 at 2:30 p.m. and at any adjournment thereof or at any ballot to be taken in consequence thereof.

Signed this _____ day of _____ 2022.

Signature of Proxy: _____ Signature of Shareholder: _____

Folio / BO ID No.: _____

Revenue
Stamp
Tk. 20/=

Folio / BO ID No.: _____

Note:

- 1) This Proxy Form duly completed, signed and affixed with revenue stamp of Tk.20/- must be deposited at least 48 hours before the meeting at the Company's Registered Office. Proxy will be invalid if not signed and stamped as explained above.
- 2) Signature of the Shareholder should match with the Specimen Signature registered with the Company.



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

Attendance Slip

I hereby record my attendance at the **36th Annual General Meeting** of the Company being held on Wednesday, the 29th June 2022 at 2:30 p.m. at Digital Platform.

Name of Shareholder / Proxy: _____ Signature: _____

Folio / BO ID No.: _____ Date: _____

No. of Share: _____

Note:

1. Shareholders attending the meeting in person or by Proxy are requested to complete this Attendance slip.
2. Signature of Shareholder should confirm to the specimen signature recorded with the Company.

Registered Office:

Purbani Annex Building (1st Floor),1/A
Dilkusha Commercial Area, Dhaka-1000
Bangladesh, G.P.O Box No.3647

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