

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন”

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

PUBLIC OFFER OF 26,079,000 ORDINARY SHARES OF TK.10.00 EACH AT PAR TOTALING TK. 260,790,000

Opening and Closing Date of Subscription
Opening Date: 13 April 2020
Closing Date: 20 April 2020

Issue Date of the Prospectus: 10 March 2020

PROSPECTUS OF



EXPRESS INSURANCE LIMITED

AI – Razi Complex (9th & 10th Floor), 166-167, Shahid Sayed Nazrul Islam Sharani, Bijoy Nagar, Dhaka-1000

Tel: +88-02-9554421, +88-02-9561255, +88-02-9569546, **Fax:** +88-02-9568616

E-mail: express_insurance@ymail.com, **Website:** www.eilbd.com

MANAGERS TO THE ISSUE



&



PRELIMINARY INFORMATION AND DECLARATIONS

(a)

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

Name & Address	Telephone & Fax Number E-mail, Web Address	Contact Person
ISSUER COMPANY		
Express Insurance Limited Al – Razi Complex (9th & 10th Floor), 166-167, Shahid Sayed Nazrul Islam Sharani, Bijoy Nagar, Dhaka-1000	Tel: +88-02-9554421, +88-02-9568616 Fax: +88-02-9568616 E-mail: express_insurance@ymail.com Web site: www.eilbd.com	Md. Liaquat Ali Khan Company Secretary
ISSUE MANAGERS		
AAA Finance & Investment Limited Amin Court, 4th Floor (Suite#403-405) 31, Bir Uttam Shahid Ashfaqus Samad Road (Previous 62-63, Motijheel C/A), Dhaka-1000	Tel: +88-02-9559602 Tel: +88-02-9567726 Fax: +88-02-9558330 E-mail: info@aaafinancebd.com Web site: www.aaafinancebd.com	Mohammad Obaydur Rahman FCS, FCGA Managing Director & CEO
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BLI CAPITAL LIMITED Eunoos Trade Centre (Level 18) 52-53, Dilkusha C/A, Dhaka-1000	Tel: +88-02-9559512, 9559523, 9559530 Fax: +88-02-9592500 E-mail: blicapltd@gmail.com Web site: www.blicapitaltd.com	Md. Israil Hossain ACS Managing Director
UNDERWRITERS		
AAA Finance & Investment Ltd. Amin Court, 4th Floor (Suite # 403-405) 31, Bir Uttam Shahid Ashfaqus Samad Road Dhaka-1000	Tel : +88-02-02 9559602 Fax : +88-02-9558330 E-mail : info@aaafinancebd.com Web site: www.aaafinancebd.com	Mr. Mohammad Obaydur Rahman FCS, FCGA Managing Director & CEO
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BD Finance Capital Holdings Limited 64, Motijheel C/A (2nd floor) Dhaka-1000	Tel : +88-02-9588186-7 Fax : +88-02-9588185 E-mail: info@bdcapital.com.bd Web site: www.bdcapital.com.bd	Mr. Barun Prasad Paul MD & CEO (CC)
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Roots Investment Limited Diganta Tower, Level-1 12/1 Ram Krishna Mission Dhaka-1203	Tel : +88-02-7116954, +88-02-7117914 Mobile : +88-01833148258 Fax : +88-02-7119908 E-mail: info@rootsinvestment.com Web site: www.rootsinvestment.com	Mr. Nomanur Rahman Senior Vice President
Alpha Capital Management Limited Eastern Arzoo Complex (7th floor) 61, Bijoy Nagar, Dhaka-1000	Phone: +88-02-8316519, 8316540, 8313947 Fax +88-02-8316547 E-mail: alpha.acml@gmail.com E-mail: info@acmlbd.com Web site: www.acmlbd.com	Mr. Noor Ahamed FCA CEO & Managing Director
AUDITOR		
Ahmed Zaker & Co. Chartered Accounts Green City Edge (10th Floor) 89, Kakrail, Dhaka-1000	Tel: +88-02-8300504-8, +88-02-8300501-2 Fax: +88-02-8300509 Cell No. +88-01712900886, 01711-056363 E-mail: azcbangladesh@ahmed-zaker.com Web site: www.ahmed-zaker.com	A K M Mohitul Haq, FCA Senior Partner

VALUER		
Aziz Halim Khair Choudhury, Chartered Accountants Building #2(3 rd & 4 th Floor), House 79(new)Road#12A(new) Dhanmondi, Dhaka-1209	Tel : +88-02-9137092, 9145017 Fax- +88-02-9137092 E-mail : mahalim@bdc.com.net Web site: www.ahkcbd.com	Engr. Md. Toufiqul Islam Team Leader

* Credit rating is not applicable for the issuer.

- (ii) **A person interested to get a prospectus may obtain from the issuer and the issue managers.**
- (iii) **"If you have any query about this document, you may consult the issuer, issue manager and underwriter"**

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

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

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

(VI) 'General Risk'

"Investment in securities involves a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offer. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended by the Bangladesh Securities and Exchange Commission (BSEC) nor does BSEC guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'risk factors' given on page number(s) 155 to 165.

(VII) 'Express Insurance Limited's Absolute Responsibility'

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

(b) Availability of Prospectus

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

The Prospectus and abridged version prospectus in hard and soft forms of the Company shall be obtained from the following addresses:

Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
ISSUER COMPANY		
Express Insurance Limited Al – Razi Complex (9th & 10th Floor), 166-167, Shahid Sayed Nazrul Islam Sharani, Bijoy Nagar, Dhaka-1000	Tel:+88-02-9554421 Tel:+88-02-9568616 Fax:+88-02-568616 E-mail: express_insurance@ymail.com Web site: www.eilbd.com	Mr. Md. Liaquat Ali Khan Company Secretary
ISSUE MANAGERS		
AAA Finance & Investment Ltd. Amin Court, 4th Floor (Suite#403-405) 31, Bir Uttam Shahid Ashfaqus Samad Road (Previous 62-63, Motijheel C/A), Dhaka-1000	Tel:+88-02-9559602, +88-02-9567726 Fax:+88-02-9558330 E-mail:info@aaafinancebd.com Web site: www.aaafinancebd.com	Mr. Mohammad Obaydur Rahman FCS Managing Director & CEO
IIDFC Capital Limited Eunoos Trade Centre (Level 7) 52-53, Dilkusha C/A, Dhaka-1000	Tel: +88-02-9514637-8 Fax:+88-02-9514641 E-mail:icl@iidfc.com Web site: www.iidfc.com	Mohammad Saleh Ahmad Chief Executive Officer
BLI Capital Limited Eunoos Trade Centre (Level 18) 52-53, Dilkusha C/A, Dhaka-1000	Tel: +88-02-9559512, +88-02-9559523, +88-02-9559530 Fax:+88-02-9592500 E-mail: blicaplttd@gmail.com Web site: www.blicapitaltd.com	Md. Israil Hossain ACS Managing Director
UNDERWRITERS		
AAA Finance & Investment Ltd. Amin Court, 4th Floor (Suite # 403-405) 31, Bir Uttam Shahid Ashfaqus Samad Road, Dhaka-1000	Tel : +88-02-02 9559602 Fax : +88-02-9558330 E-mail : info@aaafinancebd.com Web: www.aaafinancebd.com	Mr. Mohammad Obaydur Rahman FCS, FCGA Managing Director & CEO
Southeast Bank Capital Services limited Eunoos Trade Centre (Level-9), 52-53 Dilkusha C.A. Dhaka-1000	Tel : +88-02-9574171-75 Fax : +88-02-9574169 E-mail:sebcs@southeastbank.com.bd Web: www.southeastbank.com.bd	Mr. Hodayun Kabir, ACS Company Secretary
BD Finance Capital Holdings Limited 64, Motijheel C/A, 2nd floor, Dhaka-1000	Tel : +88-02-9588186-7 Fax : +88-02-9588185 E-mail: info@bdcapital.com.bd Web site: www.bdcapital.com.bd	Mr. Barun Prasad Paul MD & CEO (CC)
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Roots Investment Limited Diganta Tower, Level-1, 12/1 Ram Krishna Mission Dhaka-1203	Tel : +88-02-7116954, +88-02-7117914 Mobile : +880 1833148258 Fax : +88-02-7119908 E-mail:info@rootsinvestment.com Web site:www.rootsinvestment.com	Mr. Nomanur Rahman Senior Vice President
Alpha Capital Management Limited Eastern Arzoo Complex (7th floor) 61 Bijoy Nagar, Dhaka-1000.	Phone: +88-02-8316519 Fax +88-02-8316547 E-mail:alpha.acml@gmail.com, info@acmlbd.com Web site: www.acmlbd.com	Mr. Noor Ahamed FCA CEO & Managing Director

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Chittagong Stock Exchange Limited CSE Library, CSE Building, 1080, Sheikh Mujib Road Agrabad, Chittagong- 4100.	Tel: -880 31-714632-3 Fax: +880 31-714101 E-mail: habib.ullah @cse.com.bd Web site : www.cse.com.bd	Mohaammad Habib Ullah Deputy Manager

Prospectus would also be available on the web sites of BSEC (www.secbd.org) and at the Public Reference Room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and studying.

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

Names and dates of the newspapers where abridged version of prospectus was published:

Sl. No.	Name of the Newspaper	Date of Publication
1	The Financial Express	10 March 2020
2	The New Nation	10 March 2020
3	Daily Bonik Barta	10 March 2020
4	Daily Ittefaq	10 March 2020

(iii) Definitions and Acronyms/Elaborations Acronyms/Elaborations:

AAA	:	AAA Finance & Investment Limited
BB	:	Bangladesh Bank
BO A/C	:	Beneficiary Owner Account or Depository Account
BSEC	:	Bangladesh Securities and Exchange Commission
BIDA	:	Bangladesh Investment Development Authority
CD	:	Current Deposit
Commission	:	Bangladesh Securities and Exchange Commission
Companies Act	:	Companies Act, 1994 (Act. No. XVIII of 1994)
CSE	:	Chittagong Stock Exchange Limited
DI	:	Department of Insurance
DSE	:	Dhaka Stock Exchange Limited
EIL	:	Express Insurance Limited
EPZ	:	Export Processing Zone
FC Account	:	Foreign Currency Account
FI	:	Financial Institution
GOB	:	The Government of People's Republic of Bangladesh
IPO	:	Initial Public Offering
Issue Managers	:	AAA Finance & Investment Ltd., IIDFC Capital Limited and BLI Capital Limited
Issue	:	Public Issue
Issuer	:	Express Insurance Limited
JBC	:	Jiban Bima Corporation
NAV	:	Net Asset Value of the Company
NBR	:	National Board of Revenue
NIB	:	National Investment Bond
NRB	:	Non-Resident Bangladeshi
Offering Price	:	Price of the securities of Express Insurance Limited being offered
IDRA	:	Insurance Development and Regulatory Authority
PSB	:	Public Sector Business
Registered Office	:	Head Office of the Company
RJSC	:	Registrar of Joint Stock Companies & Firms
SBC	:	Shadharan Bima Corporation
Securities	:	Shares of Express Insurance Limited
Share Market	:	Market of the Securities
Sponsors	:	The sponsor shareholders of Express Insurance Limited
Stockholders	:	Shareholders
Subscription	:	Application money
The Company	:	Express Insurance Limited

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Section-I

Executive Summary

(a) ABOUT THE INDUSTRY

After the liberation the Government of the People's Republic of Bangladesh in 1971, nationalized the insurance industry along with the banks in 1972 by Presidential Order No. 95. By virtue of this order, all companies and organization transacting all types of insurance business in Bangladesh came under this nationalization order. This was followed by creation of five insurance companies in the life and non-life sector. Further changes were brought on 14 May 1973. Through the enactment of Insurance Corporation Act VI, 1973, this led to creation of two corporations namely Shadharan Bima Corporation for general insurance and, Jiban Bima Corporation for life insurance in Bangladesh. In other words, Shadharan Bima Corporation (SBC) emerged on 14 May 1973 under the Insurance Corporation Act (Act. No. VI) of 1973 as the only state-owned organization to deal with all classes of general insurance & re-insurance business emanating in Bangladesh. Thereafter SBC was acting as the sole insurer of General Insurance till 1984. Bangladesh Government allowed the private sector to conduct business in all areas of insurance for the first time in 1984. The private sector availed the opportunity promptly and came forward to establish private insurance companies through promulgation of the Insurance Corporations (Amendment) Ordinance (LI of 1984) 1984. The Insurance Market in Bangladesh now consists of two state-owned corporations, forty-six and thirty private sector general & life insurance companies respectively, 78 Insurance Companies. Growth in insurance coverage is strongly associated with rising incomes, the development of an increasingly sophisticated banking sector, and low or moderate levels of inflation. The strong contribution of rising incomes to greater insurance coverage might be attributable to demand factors (rising demand for coverage as individuals become wealthier), supply factors (it becomes more cost- effective to provide insurance as the economy expands, providing both a stronger institutional environment and greater returns relative to transactions cost), or a combination.

The overall institutional environment plays an important role, in terms of political stability and openness as well as government effectiveness, rule of law, and control of corruption. Religious factors also play a role, with insurance consumption inversely correlated to the share of the population that is Islamic. The evidence suggests there is substantial potential for insurance to make a greater contribution to economic growth and social welfare in many lower and middle-income countries. Indeed, industry experts argue that insurance lags behind other financial services in the extent of globalization, providing substantial growth opportunities.

Contribution of Insurance Industry to the Economic Development in Bangladesh the commitment of the government to promote development of the insurance sector is of enormous consequence for its promising future. In view of the pro-active policy support of the government that the sector has so far received in an unstinted manner, we certain that within the next few years we will be able to make insurance a very important component of the country's financial system. This will go a long way for eradication of poverty and promoting sustainable economic growth. Insurance serves a number of valuable functions, which are very different from those rendered by other types of financial intermediaries. The indemnification and the risk pooling properties of non-life insurance facilitate transaction and the provision of credit by mitigating losses as well as the measurement and management of risk.

Source: *The New Nation*, page # 20, dated November 20, 2016

(b) ABOUT THE ISSUER

Express Insurance Limited (EIL) was incorporated in Bangladesh on March 30, 2000 under the Companies Act, 1994 as a public company limited by shares for carrying out all kinds of general insurance activities. EIL was granted Certificate of Commencement of Business on March 30, 2000 for general insurance business. The company starts its business on May 18, 2000 after obtaining license from the then Directorate of Controller of Insurance. The Authorized capital of the Company is Tk. 75.00 crore consisting of 75,000,000 ordinary shares of Tk. 10.00each.

Since its establishment in 2000 as one of the leading general insurance companies in the private sector, the Company has within a short span of time established itself as one of the most reputed and trustworthy insurance companies in the country. Selective underwriting and prompt settlement of claims have contributed towards building up a very respectable image of the Company within the business community. The Company has 20 branches throughout the country.

A short profile of the Company is presented below:

Particulars	Status
Date of incorporation (as a Public Limited Company)	30 March 2000
Date of getting license for Commencement of Business	30 March 2000
Date of getting permission of Insurance Business & starts operation	18 May 2000
Authorized capital as on 31 December 2018	BDT 75,00,00,000
Paid up capital as on 31 December 2018	BDT 39,11,84,640
Corporate Office Address	Al – Razi Complex (9th & 10th Floor), 166-167, Shahid Sayed Nazrul Islam Sharani, Bijoy nagar, Dhaka-1000
Registered Office Address	Al – Razi Complex (9th & 10th Floor), 166-167, Shahid Sayed Nazrul Islam Sharani, Bijoy nagar, Dhaka-1000
Major services	(i) Fire Insurance Business (ii) Marine Insurance Business (iii) Motor Insurance Business (iv) Miscellaneous Insurance Business

(c) FINANCIAL INFORMATION

Major financial information of Express Insurance Limited is as follows:

Amount in Taka

Sl.No.	Particulars	31 Dec 2018	31 Dec 2017	31 Dec 2016	31 Dec 2015	31 Dec 2014
1	Revenue	408,889,052	400,656,661	385,273,598	400,291,000	420,337,026
2	Underwriting profit	55,233,465	41,012,024	57,482,512	67,017,499	96,474,148
3	Net profit before	76,807,271	70,242,874	74,264,330	86,505,360	115,789,736

	tax					
4	Net profit after tax	43,841,610	46,766,229	49,264,330	56,505,360	85,789,736
5	Total assets	1,107,884,003	1,087,247,342	1,086,965,242	1,032,439,653	974,862,558
6	No. of shares	39,118,464	39,118,464	39,118,464	39,118,464	32,598,720
7	Face value	10.00	10.00	10.00	10.00	10.00
8	NAV Per share	18.72	18.99	18.97	17.74	19.55
9	Earnings per share	1.12	1.20	1.26	1.44	2.64

**Source: As per audited financial statements from 2014 to 2018*

(d) FEATURES OF THE ISSUE AND ITS OBJECTS

Size of the Issue	Tk. 26,07,90,000
Offer Price	Tk. 10.00 each at par
Number of Share to be Issued	2,60,79,000
Purpose of Raising Fund	Please see details in the section-xxii as titled of “Use of proceeds” of this prospectus
Implementation Period	within 45 days to 9 months

(e) LEGAL AND OTHER INFORMATION

Particular	Registration /Certificate/ License No.	Issue Date	Validity Expired On
Certificate of Incorporation	C-39954 (1922)/2000	March 30, 2000	N/A
Certificate of Registration	CR-13/2000	May 18, 2000	N/A
Registration Renewal	CR-13/2000	January 17, 2019	December 31, 2020
Trade License	02032873	January 07, 2020	30 June, 2020
TIN Certificate	2141 2498 1218		N/A
VAT Reg. No.	BIN: 000251279		N/A

(f) PROMOTER'S BACKGROUND

The subscribers to the memorandum of the Company were as follows:

Sl. No.	Name of the promoter	Status
1	Mjr. General Monzur Rashid Khan (Rtd.)	Subscriber to the memorandum (Mjr. General Monzur Rashid Khan, Mjr. M. Anisur Rahman, Mrs. Ayeasha Siddique, Mr. Mohd. Fuad Latif, Mr. Abdur Rashid were sponsors, but now, they are not holding any shares of the company)
2	Mr. Md. Shamsur Rahman	
3	Mjr. M. Anisur Rahman (Rtd.)	
4	Mr. Md. Abdul Awal	
5	Mrs. Halima Akter	
6	Mr. Mohd. Fuad Latif	
7	Alhaj Mohd. Younus	
8	Mr. Khalilur Rahman Choudhury	
9	Mrs. Ayeasha Siddique	
10	Mrs. Marium Akhter	
11	Mr. Latiful Bari	
12	Mr. Amir Hamza	
13	Mr. Syed Al Farooque	
14	Mr. Abdur Rashid	

Mjr. General Monzur Rashid Khan (Rtd.)

Mjr. General Monzur Rashid Khan (Rtd.) was a high-ranking officer in Bangladesh Army. He was capable to manage Company affairs very efficiently. He had great contribution to formation of Express Insurance Limited. He was one of the sponsor Director and first Chairman of the Company.

Mr. Md. Shamsur Rahman

Md. Shamsur Rahman he is a commerce graduate. He was a member of BCS cadre (Admin) service. He left the service and started his business career in 1977. He is the Chairman of Bay Tanneries Unit-02 and the Chairman & Managing Director of Bay Tanneries Limited, Bay Rubber & Plastic Industries Limited, Bay Agro Industries Limited and Aziz Tannery Limited, Director of Golden Life Insurance Company Ltd. and Bay Economic Zone. Bay Tanneries Limited is a leading industry in leather sector of the country. He is a CIP of the country. For his valuable contribution in the economy, he was elected CIP in 1998 and still holding the dignifying status. As a part of discharging of social responsibilities, he established Shamsur Rahman Degree College and Samantasar High School at Goshairhat, Shariatpur. He is also patron and donor of a numbers of School, Madrasha, Mosque, Orphanage and other social organizations.

Mjr. M. Anisur Rahman (Rtd.)

Mjr. M. Anisur Rahman (Rtd.) is retired Army personnel. He is capable to manage situation. He is associable with Bay group and is the Chairman of Bay Agro Industries Ltd. He was one of the Sponsor Director of Express Insurance Limited. He is a dynamic entrepreneur of the country and had great contribution to formation of Express Insurance Limited.

Mr. Md. Abdul Awal

Mr. Md. Abdul Awal is one of the Directors and the Chairman of the Company. He is a Bachelor of Business Administration. He started his Business career soon after completing his education. In the year 2005, he started his share trading business house Synthia Securities Limited having a membership of Dhaka Stock Exchange. He is also a sponsor shareholder of Mercantile Bank Limited. He is the member Secretary of 'Abdur Razzak & Mohammed Selim Foundation', a foundation engaged in social welfare activities.

Mrs. Halima Akter

Mrs. Halima Harun comes from a respectable Muslim family. She is a well-educated woman. She is involved in business of different sectors of the country. She is one of the Directors of Chemiton Limited, the sole distributor of 'Clariant International AG' of Switzerland in Bangladesh. She is also sponsor shareholder of EXIM Bank Limited. She takes active part in day to day affairs of all these business houses and in this way, she has gathered experience in managing Company affairs with efficiency.

Alhaj Mohd. Younus

Alhaj Mohammed Younus is one of the Sponsor Directors of Express Insurance Limited. He had great contribution to formation of Express Insurance Limited. Mr. Younus a reputed industrialist of the Country. Presently he is managing several businesses of Younus Group of Industries and Galaxy Flying Academy Ltd. He is also one of the Directors of Shahjalal Islami Bank Ltd., Shahjalal Islami Bank Securities Ltd., Sonali Paper & Board Mills Ltd. and Sonali Dredger Ltd. Mr. Younus is reputed for contribution to the field of Education. He is a man of pleasant personality and possesses vast experience in the field of business and industrialization. He traveled many countries of the world in connection with business.

Mr. Mohd. Fuad Latif

Mr. Mohd. Fuad Latif hails from a respectable Muslim family in Sylhet. He is a well-educated person and earned educational degree from both in the country and foreign University. He was associated with his family business from very since. Thus, he has gathered experience in managing business affairs very efficiently. He was one of the sponsors Directors of the Company.

Mr. Khalilur Rahman Choudhury

Mr. Khalilur Rahman Choudhury is a commerce graduate. He also earned a diploma in Credit Management in 1962 from Institute of Credit Management, UK. In his long business career established eight Industry/business house and managing very successfully. He is the Chairman & Managing Director of Khalil Garments Limited, Khalil knitwear Limited, Khalil Fashion Limited, Khalil & Khalil Investment Limited, Ataia Trading Corporation Limited. He is the Proprietor of Al- Hera Filling Station, KRC CNG & Filling Station, KRC Filling Station and KRC Rubber Bagan. He was elected CIP for consecutive 5 time for his valuable contribution to the economy of the country. He is the founder and donor of Khalil Bidda Niketan and Khalil Choudhury Girls Academy in his locality in Sylhet.

Mrs. Ayeasha Siddiquee

Mrs. Ayeasha Siddiquee comes of a respectable and wealthy Muslim family. She was Sponsor Director of Jamuna Bank Ltd. Now she is sponsor shareholder of Jamuna Bank Ltd. She was one of sponsor promoter of the Company.

Mrs. Marium Akhter

Mrs. Marium Akhter comes of a respectable Muslim Family. Mrs. Marium Akhter is associated with Karim Leathers Limited since 1983 as a Director of Kamtex Ltd. since 2001. Karim Leathers Limited is one of the mentionable leather industries in the country.

Mr. Latiful Bari

Mr. Latiful Bari is a Graduate in Business Administration from Bradford College, United States of America. He is the Managing Directors of Rahmat Fashion Wears Limited & the Chairman of Rahmat Knit Dying & Finishing Limited. He is the one of Directors of Rahmat Textiles Limited, China Plastic (BD) Limited & Rahmat Rotors Limited. He visited many countries of the world for business purpose.

Mr. Amir Hamza

Mr. Amir Hamza Sarker earned B.B.M degree from Cambridge College, Australia. He is the Chairman of Rahmat Spinning Mills Limited, Chairman & Managing Director of Logos Wear House Limited. Managing Director of Rahmat sweaters (BD) Limited, Belkuchi Spinning Mills Ltd., Logos Apparels Ltd., & Director Rahmat Plastic & Accessories Limited and the Proprietor of Logos Printing & Design.

Mr. Syed Al Farooque

Syed Al Farooque obtained M.A. with B.A (Hon's) from Dhaka University. He started business career in 1984 in RMG Sector. He is the Managing Director of Wills Group including Wills fashion Limited, Probal Garments Limited, Wills Properties Limited, Wills Fashionwear Limited, Triple A Limited, Mizapur Resost Limited and Chalishnu Publication Limited. Apart from business activities he is a cultural personality and well-known poet in the country. He has more than 40 publications in his credit. He is also a member of the Executive Committee of Bangladesh Insurance Association and playing a vital role in Insurance Industry. He visited many countries of the world for business purpose.

Mr. Abdur Rashid

Mr. Abdur Rashid was one of the Sponsor Director of the Company. He was a dynamic entrepreneur of the Country and had great contribution to formation of the Company. He was the founder Chairman & Managing Director of Gumti Textile Ltd. & Gumti Apparels Ltd.

(g) CAPITAL STRUCTURE AND HISTORY OF CAPITAL RAISING**Authorized capital**

The Company has authorized capital of Tk. 75,00,00,000 comprises of 7,50,00,000 nos. of share @ Tk. 10.00 per share.

Paid-up capital

At present the Company has Tk. 39, 11,84,640 paid up capital which comprises of 3, 91,18,464 number of shares @ Tk. 10.00 per share. The details of capital structure are given below:

Already issued

Sl. No.	Particulars	Allotment date	No. of share	Issue price	Class of securities	Form of consideration	Nominal price BDT
1	As per memorandum		60,00,000	10	Ordinary share	Cash	6,00,00,000
2	Bonus share	22.09.2008	3,00,000	10		Bonus share	30,00,000
3	Bonus share	29.09.2009	7,56,000	10		Bonus share	75,60,000
4	Bonus share	03.07.2010	17,64,000	10		Bonus share	1,76,40,000
5	Bonus share	27.06.2011	22,05,000	10		Bonus share	2,20,50,000
6	Rights share	05.05.2011	1,32,30,000	10		Cash	13,23,00,000
7	Bonus share	25.06.2012	48,51,000	10		Bonus share	4,85,10,000
8	Bonus share	13.04.2013	34,92,720	10		Bonus share	3,49,27,200
9	Bonus share	10.08.2015	65,19,744	10			Bonus share
	Total issued & fully paid up capital as on 31 December 2018						39,11,84,640

Now, the Company is planning to issue 2,60,79,000 ordinary shares of Tk. 10 each totaling to Tk. 26,07,90,000 through IPO and Post-IPO paid up capital shall stand Tk. 65,19,74,640 consisting of 6,51,97,464 ordinary shares of Tk. 10 each subject to approval of regulatory authorities.

(h) SUMMARY OF VALUATION REPORT OF SECURITIES

The summary of valuation of share price of Express Insurance Limited is as follows:

Sl. No.	Valuation Methods	Fair Value (BDT)
Method -01	Net Asset Value (NAV) at historical or Current costs (With Revaluation Reserve)	18.72
	Net Asset Value (NAV) at historical or Current costs (Without Revaluation Reserve)	16.65
Method -02	Historical Earnings based value per share	20.24
Method-03	Yearly Average market price of Similar Stocks	21.74
Method -04	P/BV Multiple of Similar Stocks Based Valuation	24.09

(i) Others:**a) DECLARATION BY THE ISSUER THAT THERE WAS NOT MADE ANY MATERIAL CHANGE INCLUDING RAISING OF PAID-UP CAPITAL AFTER THE DATE OF AUDITED FINANCIAL STATEMENTS**

We, the Issuer, declare that we did not make any material changes including raising of paid up capital after the date of audited financial statements as included in the prospectus.

Sd/-

K.M. Saidur Rahman

Managing Director & CEO

b) ISSUE MANAGERS DECLARATION IN CONNECTION WITH ISSUER

We, the Issue Managers for IPO of Express Insurance Limited declare that we do not have any connection with the issuer company or any of our connected people is no way connected with the Issuer nor does hold any of its securities thereof.

Sd/-

MD. Israil Hossain ACS

Managing Director
BLI Capital Limited

Sd/-

Mohammad Saleh Ahmed

Chief Executive Officer
IIDFC Capital Limited

Sd/-

Mohammad Obaydur Rahman FCS

Managing Director
AAA Finance & Investment Ltd.

SECTION-II

CONDITIONS IMPOSED BY THE COMMISSION IN THE
CONSENT LETTER**DISCLOSURE IN RESPECT OF ISSUANCE OF SECURITY IN DEMAT FORM:**

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

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

1. The Company shall go for Initial Public Offer (IPO) for 2,60,79,000 ordinary shares of Tk. 10.00 each at par totaling to **Tk. 26,07,90,000.00 (Taka twenty-six crore seven lac and ninety thousand only)** following the Securities and Exchange Ordinance, 1969, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Depository Act, 1999 and rules made there under.
2. The abridged version of the prospectus, as approved by the Commission, shall be published by the issuer in 4 (Four) national daily newspapers (two in Bangla and two in English), within **02 (two) working days** from the date of issuance of this consent letter. The issuer shall post the full prospectus, vetted by Commission, in the issuer's website and shall also put on the websites of the Commission, stock exchanges, and the issue manager, within **5 (five) working days** from the date of issuance of this letter and shall remain posted till the closure of the subscription list. The issuer shall submit to the Commission, the stock exchanges and the issue manager a diskette containing the text of the vetted prospectus in "MS -Word" format.
3. The company shall submit **40 (Forty)** copies of the printed prospectus to the Commission for official record within **5 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspaper.
4. The issuer company and the issue manager shall ensure transmission of the prospectus and its abridged version for NRBs through email to the Bangladesh Embassies and Missions abroad within **5 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspaper. A compliance report shall be submitted in this respect to the Commission jointly by the issuer and the Issue Manager within **02 (Two) working days** from the date of said transmission of the prospectus.
5. The following declaration shall be made by the company in the prospectus, namely: -

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

None of the stock exchange(s), if for any reason, grants listing within **30 (thirty) days** from the closure of subscription, any allotment in terms of this prospectus shall be void and the company shall refund the subscription money within **15 (Fifteen) days** from the date of refusal for listing by the stock exchanges, or from the date of expiry of the said **30 (thirty) days**, as the case may be.

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

The issue manager, in addition to the issuer company, shall ensure due compliance of the above-mentioned conditions and shall submit compliance report thereon to the Commission within **07 (Seven) days** of expiry of the aforesaid **15 (Fifteen) days** time period allowed for refund of the subscription money."

6. All applicants shall apply for a minimum lot of 500 shares worth Taka 5,000/- (Taka five thousand only) or its multiples.

7. The IPO shall stand cancelled in case of under-subscription collectively above 35%. In such an event, the issuer and issue manger shall inform the Commission within **2 (two) working days** and release the subscription money within 10 (ten) working days after receiving verification report from CDBL and the information from exchanges regarding subscription.
8. **20% of the securities reserved for general public excluding NRB shall be reserved for ক্ষতিগ্রস্থ ক্ষুদ্র বিনিয়োগকারী.** In case of under-subscription under any of sub-categories of eligible investors category or general public category, the unsubscribed portion shall be added to other sub-category of the same category. In case of over subscription in the general public category, the issuer and the issue manager shall jointly conduct an open lottery. In case of over subscription in the eligible investors' category, securities shall be allotted on pro-rata basis. No eligible investor shall apply for more than 2% (two percent) of the total securities reserved for the eligible investors.
9. An applicant cannot submit more than two applications, one in his/her own name and the other jointly with another person. In case, an applicant submits more than two applications, all applications shall be treated as invalid and shall not be considered for allotment purpose. In addition, 15% (fifteen) of the application money shall be forfeited and deposited to the Commission. The balance amount shall be refunded to the applicant.
10. The applicants who have applied for more than two applications using same bank account, their applications shall not be considered for lottery. In addition, 15% of their subscription money shall be forfeited and deposited to the Commission. The balance amount shall be refunded to the applicants.
11. Making of any false statement in the application or supplying of incorrect information therein or suppressing any relevant information in the application shall make the application liable to rejection and subject to forfeiture of 25% of the application money and/or forfeiture of share (unit) before or after issuance of the same by the issuer. The said forfeited application money or sell proceeds of the forfeited share (unit) shall be deposited to the Commission. This is in addition to any other penalties as may be provided for by the law.
12. The company shall furnish the list of allottees to the Commission and the stock exchange(s) simultaneously in which the shares will be listed, within **24 (Twenty-Four) hours** of allotment.
13. Shares not allotted at the time of according this consent, but allotted after listing, in favor of sponsors, directors or shareholders having 10% or more shares through stock dividends, shall be subject to a lock-in period of 02 (two) years from the date of issuance of the prospectus.
14. If any share of Sponsors/Directors/Promoters is in paper format, it shall be handed over to securities custodian registered with the Commission and shall remain held till completion of lock-in period and the name of the securities custodian shall be furnished to the Commission jointly by the issuer and issue manager, along with a confirmation thereof from the custodian, within one week of listing of the shares with the stock exchange(s). Or they (shares of Sponsors/ Directors/ Promoters) can be demated and shall remain in lock-in under CDBL system and issuer shall submit a dematerialization confirmation report generated by CDBL and attested by Managing Director of the company along with the lock-in confirmation to the Commission within one week of listing of the shares with the stock exchange(s). In respect of shares other than Sponsors/Directors/Promoters the issuer will ensure their lock-in of those shares and submit a statement to this effect to the Commission.
15. The company shall not declare any dividend/bonus shares before listing of its capital with any Exchange from the date of this consent for raising of capital.
16. The company shall not engage itself into any merger/amalgamation or acquisition activities without taking "No Objection" from the Commission, on the scheme of the said merger/amalgamation or acquisition, as recommended by the Board of Directors, before approval by the shareholders in General Meeting.
17. The trading of securities in the plat form of the exchanges shall be started within 10 (ten) working days of listing approval.
18. The issuer has been granted waiver from the requirements of Rule 3(3)(c) of the Bangladesh Securities and Exchange Commission (Public Issue) Rules 2015 as amended vide Notification No. BSEC/CMRRCD/2003-

109/229/Admin/98 dated 25 July 2019 and published in the official gazette on September 03, 2019 for issuance of 2,60,79,000 Ordinary Shares of Tk. 10.00 each at par through Initial Public Offer (IPO).

19. Each Eligible Investor (EI) who intends to submit application through the Electronic Subscription System (ESS) of the exchange(s) shall maintain a minimum investment of Tk. 1,00,00,000/- (one crore only) at market price in listed securities as on the end of a working day which is immediately preceded by 5 (five) working days from the first day of starting subscription as per clause (e) of sub-rule (1) of rule 2 of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015. The Central Depository Bangladesh Limited (CDBL) shall send a report to the exchange regarding holding of EIs in listed securities and the exchange shall ensure the compliance in this regard.
20. The company shall invest at least 20% of the capital raised through IPO in the listed securities complying with the provisions of “বীমা (নন-লাইফ বীমাকারীর সম্পদ বিনিয়োগ ও সংরক্ষণ) প্রবিধানমালা, ২০১৯”.

PART-B

Application Process

Step-1 (Applicant)

1. An applicant for public issue of securities shall submit application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the **25th (twenty fifth) working day** from the date of publication of abridged version of prospectus.
2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant. At the same time:
 - (a) Other than non-resident Bangladeshi (NRB) and Foreign applicants shall make the application money and service charge available in respective customer account maintained with the Stock broker/Merchant Banker. No margin facility, advance or deferred payment is permissible for this purpose. In case the application is made through a margin account, the application money shall be deposited separately and the Stock broker/Merchant Banker shall keep the amount segregated from the margin account, which shall be refundable to the applicant, if become unsuccessful.
 - (b) Non-resident Bangladeshi (NRB) and Foreign applicants shall submit bank drafts (FDD), issued in favor of the Issuer for an amount equivalent to the application money, with their application to the concerned Stock broker/Merchant Banker. A Non-resident Bangladeshi (NRB) and Foreign applicant may also submit a single draft against 02 (two) applications made by him/her, i.e. one in his/her own name and the other jointly with another person. The draft (FDD) shall be issued by the Bank where the applicant maintains Foreign Currency account debiting the same account **and provide the customer with a certificate mentioning the FC account number which has been debited to issue the FDD. The applicant shall also submit the certificate with his/her application.** No banker shall issue more than two drafts from any Foreign Currency account for any public issue. At the same time, the applicant shall make the service charge available in respective customer account maintained with the Stock broker/Merchant Banker.
 - (c) **Eligible investors shall submit application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by the exchange(s).**

Step-2 (Intermediary)

3. The Stock broker/Merchant Banker shall maintain a separate bank account only for this purpose namely “Public Issue Application Account”. The Stock broker/Merchant Banker shall:
 - (a) post the amount separately in the customer account (other than NRB and Foreign applicants), and upon availability of fund, block the amount equivalent to the application money;
 - (b) accumulate all the applications/buy instructions received up to the cut-off date, deposit the amount in the “Public Issue Application Account” maintained with its bank within the first banking hour of **next working day** of the cut-off date;

- (c) instruct the banker to block the account for an amount equivalent to the aggregate application money and to issue a certificate in this regard.
- 4. Banker of the Stock broker/Merchant Banker shall block the account as requested for, issue a certificate confirming the same and handover it to the respective Stock broker/Merchant Banker.
- 5. For Non-resident Bangladeshi (NRB) and Foreign applicants, the Stock-broker/Merchant Banker shall prepare a list containing the bank draft (FDD) information against the respective applicant's particulars.
- 6. The Stock broker/Merchant Banker shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and Number of Securities applied for, and within 03 (three) working days from the cut-off date, send to the respective Exchange, the lists of applicants in electronic (text format with tilde separator) format, the certificate(s) issued by its banker, the drafts and certificates received from Non-resident Bangladeshi (NRB) and Foreign applicants and a copy of the list containing the bank draft (FDD) information. On the next working day, the Exchanges shall provide the Issuer with the information received from the Stock broker/Merchant Bankers, the bank drafts (FDD) **and certificates** submitted by Non-resident Bangladeshi (NRB) and Foreign applicants and the list containing the bank draft (FDD) information.
- 7. **On the next working day**, the Exchanges shall provide the Issuer with the information received from the Stock broker/Merchant Bankers, the bank drafts (FDD) and certificates submitted by Non-resident Bangladeshi (NRB) and Foreign applicants and the list containing the bank draft (FDD) information. Exchanges shall verify and preserve the bankers' certificates in their custody.
- 8. The applications/buy instructions shall be preserved by the Stock broker/Merchant Bankers up to 6 months from listing of the securities with the Exchanges.

Step-3 (Issuer)

- 9. The Issuer shall prepare consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification. The Issuer shall post the consolidated list of applicants on its website and websites of the Exchanges. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.
- 10. **On the next working day**, CDBL shall provide the Issuer with an updated database of the applicants containing BO Account Number, Name, Addresses, Parents' Name, Joint Account and Bank Account information along with the verification report.
- 11. After receiving verification report and information from CDBL, the Issuer shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications and submit report of final status of subscription to the Commission and the Exchanges within **10 (ten) working days** from the date of receiving information from the Exchanges.
- 12. The Issuer and the issue manager shall conduct category wise lottery with the valid applications **within 03 (three) working days** from the date of reporting to the Commission and the Exchanges, if they do not receive any observation from the Commission or the Exchanges.
- 13. The Issuer and issue manager shall arrange posting the lottery result on their websites **within 06 (six) hours** and on the websites of the Commission and the Exchanges within **12 (twelve) hours** of lottery.
- 14. Within **02 (two) working days** of conducting lottery, the Issuer shall:
 - (a) send category wise lists of the successful and unsuccessful applicants in electronic (text format with tilde separator) format to the respective Exchange.
 - (b) send category wise lists of unsuccessful applicants who are subject to penal provisions as per conditions of the Consent Letter issued by the Commission in electronic (text format with tilde separator) format to the Commission and the Exchanges mentioning the penalty amount against each applicant.

- (c) issue allotment letters in the names of successful applicants in electronic format with digital signatures and send those to the respective Exchange in electronic form.
- (d) send consolidated allotment data (BOIDs and number of securities) in electronic text format in a CDROM to CDBL to credit the allotted shares to the respective BO accounts.

Step-4 (Intermediary)

15. **On the next working day**, the Exchanges shall distribute the information and allotment letters to the Stock broker/Merchant Bankers concerned in electronic format and instruct them to:
 - (a) remit the amount of successful (other than NRB and Foreign) applicants to the Issuer's respective Escrow Account opened for subscription purpose, and unblock the amount of unsuccessful applicants;
 - (b) send the penalty amount of other than NRB and Foreign applicants, who are subject to penal provisions, to the Issuer's respective Escrow Accounts along with a list and unblock the balance application money;
16. **On the next working day** of receiving the documents from the Exchanges, the Stock brokers/Merchant Banker shall request its banker to:
 - (a) release the amount blocked for unsuccessful (other than NRB and foreign) applicants;
 - (b) remit the aggregate amount of successful applicants and the penalty amount of unsuccessful applicants (other than NRB and foreign), who are subject to penal provisions, to the respective 'Escrow' accounts of the Issuer opened for subscription purpose.
17. **On the next working day** of receiving request from the Stockbrokers/Merchant Bankers, their bankers shall unblock the amount blocked in the account(s) and remit the amount as requested for to the Issuer's 'Escrow' account.
18. **Simultaneously**, the stock brokers/Merchant Bankers shall release the application money blocked in the customer accounts, inform the successful applicants about allotment of securities and the unsuccessful applicants about releasing their blocked amounts and send documents to the Exchange evidencing details of the remittances made to the respective 'Escrow' accounts of the Issuer. The unblocked amounts of unsuccessful applicants shall be placed as per their instructions. The Stock broker/Merchant Banker shall be entitled to recover the withdrawal charges, if any, from the applicant who wants to withdraw the application money, up to an amount of Tk. 5.00 (five) per withdrawal.
19. All bank drafts (FDD) submitted by NRB or Foreign applicants shall be deposited in the Issuer's respective 'Escrow' accounts and refund shall be made by the Issuer by refund warrants through concerned stockbroker or merchant banker or transfer to the applicant's bank account (**FC account which has been debited to apply by NRB or foreign applicants**) through banking channel within 10 (ten) working days from the date of lottery.

Miscellaneous:

20. The Issuer, Issue Manager(s), Stock brokers, Merchant Bankers and the Exchanges shall ensure compliance of the above.
21. The bank drafts (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication of abridged version of prospectus.
22. Amount deposited and blocked in the "Public Issue Application Account" shall not be withdrawn or transferred during the blocking period. Amount deposited by the applicants shall not be used by the Stock brokers/Merchant Bankers for any purpose other than public issue application.
23. The Issuer shall pay the costs related to data transmission, if claimed by the Exchange concerned up to an amount of Tk.2,00,000.00 (taka two lac) for a public issue.

24. The Stock broker/Merchant Bankers shall be entitled to a service charge of Tk.5.00 (taka five) only per application irrespective of the amount or category. The service charge shall be paid by the applicant at the time of submitting application.
25. The Stock broker/Merchant Banker shall provide the Issuer with a statement of the remittance and bank drafts (FDD) sent.
26. The Issuer shall accumulate the penalty amount recovered and send it to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.
27. The concerned Exchange are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

PART-C

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

description and reasons for such deviation. If approved by the shareholders, the meeting resolution shall be submitted to the Commission along with reasonable explanations and the decision shall be published as price-sensitive information.

7. If any quarter or half-year of the financial year ends after publication of the abridged version of prospectus and before listing of its securities with any Exchange, the company shall disseminate/transmit/submit the said quarterly/half yearly financial statements in accordance with the Commission's Notification SEC/CMRRCD/2008-183/admin/03-34 dated September 27, 2009 and Rules 13 of the Securities and Exchange Rules, 1987.
8. In the event of arising issues concerning Price Sensitive Information as defined under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা ১৯৯৫ after publication of the abridged version of prospectus and before listing of its securities with any Exchange, the company shall disseminate/transmit/submit the information as price sensitive in accordance with the Commission's Notification No. SEC/SRMI/200-953/1950 dated October 24, 2000.

PART-D

1. As per provision of the Depository Act, 1999 & Regulations made thereunder, shares will only be issued in dematerialized condition. All transfer/transmission/splitting will take place in the depository system of Central Depository Bangladesh Limited (CDBL) and any further issuance of shares (including rights/bonus) will be made in dematerialized form only.
2. The issuer and the issue manager shall ensure due compliance of all the above conditions, the 'Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015' and the listing regulations of the Exchanges.
3. The Commission may impose further conditions/restrictions etc. from time to time as and when considered necessary which shall also be binding upon the issuer company.

SECTION-III**DECLARATION AND DUE DILIGENCE CERTIFICATES****Annexure-A****Declaration about the responsibility of the directors, including the CEO
of the issuer in respect of the Prospectus****[Rule 4 (1) (d)]**

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

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

Sd/-
(Md. Abdul Awal)
Chairman

Sd/-
(Amir Hamza)
Director

Sd/-
(Syed Al Farooque)
Director

Sd/-
(Mahfuza Yunus)
Director

Sd/-
(ABM Kaiser)
Director

Sd/-
(Farida Razzaq)
Director

Sd/-
(Marium Akhter)
Director

Sd/-
(Khalilur Rahman Choudhury)
Director

Sd/-
(Latiful Bari)
Director

Sd/-
(Halima Harun)
Director

Sd/-
(Mr. Md. Shamsur Rahman)
Director

Sd/-
(Feroz Ahmed)
Independent Director

Sd/-
**(Siddique Hossain
Choudhury)**
Independent Director

Sd/-
(K.M. Saidur Rahman)
Managing Director & Chief
Executive Officer

Annexure-B

**Due diligence certificate by Issue Manager in the prospectus
[Rule 4 (1) (d)]**

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,079,000 Ordinary Shares of Tk. 260,790,000 by Express Insurance Limited

Dear Sir,

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

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

WE CONFIRM THAT:

- (a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;
- (b) All the legal requirements relating to the issue as also in the rules, notification, guidelines, instructions, etc. framed/issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;
- (c) The disclosures made in prospectus are true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and other applicable laws;
- (d) Besides ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;
- (e) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments;
- (f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the main objects listed in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;
- (g) Necessary arrangements have been made to ensure that the moneys to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the prospectus;
- (h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well informed decision;
- (i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the

nature of current business background or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IPO for any further inspection by the Commission;

- (j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the rules has been complied with and our comments, if any;
- (k) We also declare that we have managed the public issue of following issuers in the last 05 (five) years:

Sl. No.	Name of the Issue	Issue Date	Issue Price (Tk.)	Dividend Payment History (Year Wise)				
				2014	2015	2016	2017	2018
1	Shahjibazar Power Co. Ltd.	18-02-2014	25	5% B 25% C	3% B 28% C	3%B 30%C	14%B 16%C	3%B 25%C
2	Bashundhara Paper Mills Limited	01-04-2018	80	N/A	N/A	N/A	N/A	20%C
N. B. 'B' indicates Bonus share or Stock Dividend and 'C' indicates Cash Dividend								

Place: Dhaka

Date: July 11, 2019

Sd/-

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

Annexure-B

**Due diligence certificate by Issue Manager(s) in the prospectus
(IIDFC Capital Limited)**

[Rule 4 (1) (d)]

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,079,000 Ordinary Shares of Tk. 260,790,000 by Express Insurance Limited

Dear Sir,

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

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

WE CONFIRM THAT:

- (a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;
- (b) All the legal requirements relating to the issue as also in the rules, notification, guidelines, instructions, etc. framed/issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;
- (c) The disclosures made in prospectus are true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and other applicable laws;
- (d) Besides ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;
- (e) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments;
- (f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the main objects listed in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;
- (g) Necessary arrangements have been made to ensure that the moneys to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the prospectus;

- (h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well informed decision;
- (i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IPO for any further inspection by the Commission;
- (j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the rules has been complied with and our comments, if any;
- (k) We also declare that we have managed the public issue of following issuers in the last 05 (five) years:

Sl. No.	Name of the Issue	Issue Month/Year	Issue Price (Tk.)	Dividend Payment History (Year Wise)				
				2012	2013	2014	2015	2016
Nil								

Place: Dhaka
Date: 11-07-2019

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

Annexure-B

**Due diligence certificate by Issue Manager(s) in the prospectus
(BLI Capital Limited)**

[Rule 4 (1) (d)]

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,079,000 Ordinary Shares of Tk. 260,790,000 by Express Insurance Limited

Dear Sir,

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

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

WE CONFIRM THAT:

- (a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;
- (b) All the legal requirements relating to the issue as also in the rules, notification, guidelines, instructions, etc. framed/issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;
- (c) The disclosures made in prospectus are true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and other applicable laws;
- (d) Besides ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;
- (e) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments;
- (f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the main objects listed in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;

- (g) Necessary arrangements have been made to ensure that the moneys to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the prospectus;
- (h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well informed decision;
- (i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IPO for any further inspection by the Commission;
- (j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the rules has been complied with and our comments, if any;
- (k) We also declare that we have managed no public issue in the last 05 (five) years.

Place: Dhaka

Date: July 11, 2019

Sd/-

Md. Israil Hossain ACS
Managing Director
BLI Capital Limited.

To

Annexure-C

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

AAA Finance & Investment Limited

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,079,000 Ordinary Shares of Tk. 260,790,000 by Express Insurance Limited.

Dear Sir,

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

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

WE CONFIRM THAT:

- (a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 25 Crore (Twenty five crore) and we have the capacity to underwrite a total amount of Tk. 125 Crore (One hundred twenty five crore) as per relevant legal requirements. We have committed to underwrite for up to Tk. 16,276,500 Crore (One crore sixty two lac seventy six thousand and five hundred only) for the upcoming issue.
- (b) At present, the following underwriting obligations are pending for us: (Name of issue and amount underwritten)

SL. No.	Name of the Company	Amount Underwritten (Tk.)
1.	AB Bank Limited Rights Issue	300,000,000
2.	Bashundhara Paper Mills Ltd.	50,000,000
Total:		350,000,000

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

For the Underwriter:

Sd/-

Mohammad Obaydur Rahman, FCS

Managing Director

AAA Finance & Investment Ltd.

Place: Dhaka

Date: 18-04-2017

Alpha Capital Management Limited

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,079,000 Ordinary Shares of Tk. 260,790,000 by Express Insurance Limited.

Dear Sir,

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

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

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 255,500,000 Core (Twenty five core and fifty five lac only) and we have the capacity to underwrite a total amount of Tk. 1,277,500,000 Core (One hundred twenty seven core seventy lac only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 15,000,000 Core (One core Fifty lac only) for the upcoming issue.

(b) At present, the following underwriting obligations are pending for us: (Name of issue and amount underwritten)

SL. No.	Name of the Company	Amount Underwritten (Tk.)
1.	Advent Pharma Limited	20,000,000
2.	Queen South Textile Mills Limited	52,500,000
3.	Esquire Knit Composite Limited	20,000,000
Total		92,500,000

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

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

(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-

Noor Ahmed, FCA
 CEO & Managing Director Alpha
 Capital Management Ltd.

Place: Dhaka

Date: 23-04-2017

BLI Capital Limited

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,079,000 Ordinary Shares of Tk. 260,790,000 by Express Insurance Limited

Dear Sir,

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

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

WE CONFIRM THAT:

- a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 175,00,00,000 (One Hundred Seventy Five Crore Only) and we have the capacity to underwrite a total amount of Tk. 875,00,00,000 (Eight Hundred Seventy Five Crore Only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 15,000,000 (One Crore Fifty Lac only) for the upcoming issue.
- b) At present, the following underwriting obligations are pending for us:

Sl.	Name of the company	Amount Underwritten (In Tk.)
1	Western Marine Shipyard	50,000,000
2	Lub-rref (Bangladesh) Limited	90,000,000
3	Ring Shine Textiles Limited.	43,750,000
4	Ashuganj Power Station (APSCL)	50,000,000
5	IPDC Finance Ltd.	3,8400,000
6	Dragon Sweater And Spinning Ltd.	20,000,000
7	BD Paints Limited	20,000,000
8	Orza Agro Industries Ltd.	21,875,000
9	BD Thai Food & Beverage Ltd	26,250,000
Total		360,275,000

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

For the Underwriter:

Sd/-
Md. Lutfur Rahman
Managing Director (C.C)
BLI Capital Ltd.

Place: Dhaka
Date: 23-04-2017

BD Finance Capital Holdings Limited

To

The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,079,000 Ordinary Shares of Tk. 260,790,000 by Express Insurance Limited.

Dear Sir,

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

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

WE CONFIRM THAT:

- (a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 268,750,000 (Twenty Six crore eighty seven lac fifty thousand only) and we have the capacity to underwrite a total amount of Tk. 1,343,750,000 (One hundred thirty four crore thirty seven lac fifty thousand only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 15,000,000 Crore (One crore Fifty lac only) for the upcoming issue.
- (b) At present, the following underwriting obligations are pending for us:
(Name of issue and amount underwritten)

SL. No.	Name of the Company	Amount Underwritten (Tk.)
1.	Bashundhara Paper Mills Ltd.	50,000,000
2.	AB Bank Limited	250,000,000
Total:		300,000,000

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

For the Underwriter:

Sd/-

Barun Prasad Paul

CEO & Managing Director (C.C)

BD Finance Capital Holdings Ltd.

Place: Dhaka

Date: 29-04-2017

Roots Investment Limited

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,079,000 Ordinary Shares of Tk. 260,790,000 by Express Insurance Limited.

Dear Sir,

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

(1) We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and

(2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 135,000,000 (Taka Thirteen Crore Fifty lac only) and we have the capacity to underwrite a total amount of Tk. 675,000,000 (Taka sixty seven crore fifty lac only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 15,000,000 Crore (One crore Fifty lac only) for the upcoming issue.

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

(Name of issue and amount underwritten)

SL. No.	Name of the Company	Amount Underwritten (Tk.)
1.	Fiber Shine Ltd.	10,000,000
2.	Summit Shipping Limited	52,500,000
3.	Alliance Holdings Limited	16,940,000
4.	Republic Insurance Company Ltd.	45,000,000
5.	Mohammad Elias Brothers Poly Manufacturing Co. Ltd.	10,000,000
6.	SBS Cables Limited	28,050,000
7.	Supreme Seed Company Limited	11,000,000
8.	Esquire Knit Composit Ltd.	10,000,000
9.	Energypac Power Generation Limited.	7,812,500
10.	STS Holdings Ltd.	75,000,000
11.	Aman Cotton Fiborus Ltd.	20,000,000
Total:		286,302,500

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

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

(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-

Mohammad Sarwar Hossain

Managing Director (In-Charge)

Roots Investment Ltd.

Place: Dhaka

Date: 23-04-2017

Southeast Bank Capital Services Limited

To

The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,079,000 Ordinary Shares of Tk. 260,790,000 by Express Insurance Limited.

Dear Sir,

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

(1) We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and

(2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 5,500,000,000 (Five Hundred Fifty Five Crore only) and we have the capacity to underwrite a total amount of Tk. 27,500,000,000 (Two Thousand Seven hundred fifty crore only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 15,000,000 Crore (One crore Fifty lac only) for the upcoming issue.

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

(Name of issue and amount underwritten)

SL. No.	Name of the Company	Amount Underwritten (Tk.)
1.	Amulet Pharmaceuticals Limited	15,000,000
2.	Dhaka Regency Hotel Limited	25,000,000
3.	Bashundhara Paper Mills Ltd.	50,000,000
4.	AB Bank Limited	250,000,000
5.	IFIC Bank Ltd.	250,000,000
6.	Nahee Aluminum Composite Panel Ltd.	15,000,000
7.	BBS Cable Limited	20,000,000
8.	Esquire Knit Composite Ltd.	20,000,000
Total:		645,000,000

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

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

(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/- **Muhammad Shahjahan**

Managing Director(C.C)

Southeast Bank Capital Services Ltd.

Place: Dhaka

Date: 23-04-201

SECTION-IV

ABOUT THE ISSUER

- (a) Name of the issuer, dates of incorporation and commencement of its commercial operations, its logo, addresses of its registered office, other offices and plants, telephone number, fax number, contact person, website address and e-mail address

Particulars	Description
Name of the issuer	: Express Insurance Limited
Dates of incorporation & Commencement of Business	: 30 March 2000
Commencement of commercial operations by the Company	: 18 May 2000
Logo	: 
Addresses of the registered and Corporate Head office	: Al-Razi Complex (9th & 10th floor) 166-167, Shahid Syed Nazrul Islam Sharani, Bijoy Nagar, Dhaka-1000
Telephone number	: +88-02-9554421, 9561255, 9569546, 9557196
Fax number	: +88-02-9568616
Contact person	: Md. Liaquat Ali Khan, Company Secretary
Website address	: www.eil.bd.com
E-mail address	: express_insurance@ymail.com
Branch Addresses	Local Office 28, Dilkusha C/A (16th floor), Suit # 1602, Dhaka.
	Motijheel Branch Paramount Heights (5th floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka.
	DIT Road Branch Lal Bhaban (9th floor), 18, Rajuk Avenue, Dhaka.
	Principal Branch 6, Motijheel C/A (4th floor), Dhaka
	VIP Road Branch Shatabdi Centre (8th floor), Room # 8/G292, Inner Circular Road, Dhaka.
	Malibagh Branch Manhattan Tower (3rd floor), 83, Siddeswary Circular Road, Malibagh, Dhaka.
	Bangshal Branch 92, Shahid Syed Nazrul Islam Sharani (4th Floor), Bangshal, Dhaka.
	B.B. Avenue Branch 20, B.B. Avenue (3rd floor), Dhaka.
	Kawran Bazar Branch 57/E, Kazi Nazrul Islam Avenue (1st floor), Kawran Bazar, Dhaka
	Hatkola Branch 33/1, Hatkhola Road (1st floor), Dhaka.
	Narayangonj Branch Gowsia Complex (1st floor), S.M. Maleh Road, Narayangonj.
	Jublee Road Branch Wazico Tower (4th floor), 263, Jublee Road, Enayet Bazar, Chittagong.
	Khatungonj Branch Salma Tower (3rd floor), 398/A, Khatungonj, Chittagong.
	Agrabad Branch K.M. Tower (4th Floor), 76-77, Agrabad C/A, Chittagong
	Naya Paltan Branch Navana Rahim Ardent (2nd floor), Suite # B2, 185, Shahid Syed Nazrul Islam Sharani, Dhaka.
	Paltan Branch Nurjaham Sharif Pflaza (7th floor), 34, Purana Paltan, Dhaka-1000
	Dilkusha Branch 58, Dilkusha C/A (7th floor), Dhaka.
	Topkhana Road Branch Tropicana Tower (6th floor), 218, Shahid Syed Nazrul Islam Sharni (45, Topkhana Road), Dhaka.
	Norsingdi Branch 594, Jail gate (3rd floor), Room # 1/B, Velanagar Bus stand, Norsingdi.
	Kakrail Branch Akram Tower (11 Floor), 199, Shahid Syed Nazrul Islam Sharani, Bijoy Nagar, Dhaka

(b) The names of the sponsors and directors of the issuer:

Sl. No.	Name	Status
1.	Alhaj Mohd. Yunus	Sponsor & Shareholder
2.	Mr. Md. Mazakat Harun	Sponsor & Shareholder
3.	Mr. Md. Shamsur Rahman	Sponsor & Director
4.	Mag. Gen. Monzur Rasid Khan(Rtd)	Sponsor
5.	Maj. Anisur Rahman (Rtd.)	Sponsor
6.	Mrs. Ayeasha Siddique	Sponsor
7.	Mr. Fuad Latif	Sponsor
8.	Mr. Abdur Rashid	Sponsor
9.	Mr. Md. Abdul Awal	Chairman
10.	Mrs. Halima Harun	Sponsor & Director
11.	Mrs. Farida Razzaq	Sponsor& Director
12.	Mr. Khalilur Rahman Choudhury	Sponsor &Director
13.	Mr. Syed Al Farooque	Sponsor &Director
14.	Mr. Amir Hamza Sarker	Sponsor &Director
15.	Mr. Latiful Bari	Sponsor &Director
16.	Mrs. Marium Akhter	Sponsor &Director
17.	Mr. ABM Kaiser	Director
18.	Mrs. Mahfuza Yunus	Director
19.	Mr. Siddique Hossain Choudhury	Independent Director
20.	Mr. Feroz Ahmed	Independent Director
21.	Mr. K. M. Saidur Rahman	Managing Director & Chief Executive Officer

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

Name	:	Ahmed Zaker & Co. Chartered Accounts
Logo	:	 AHMED ZAKER & Co. CHARTERED ACCOUNTANTS
Address	:	Green City Edge (10th Floor) 89, Kakrail, Dhaka-1000
Telephone number	:	Tel: 8300504-8, 8300501-2
Fax numbers	:	+880-2-8300509
Cell No.	:	01712900886, 01711-056363
Contact person	:	A K M Mohitul Haq, FCA Senior Partner
Website address	:	www.ahmed-zaker.com
E-mail address	:	azcbangladesh@ahmed-zaker.com

Registrar to the Issue is not applicable for this issue as per rule.

(d) The name(s) of the stock exchanges where the specified securities are proposed to be listed:

STOCK EXCHANGES	CONTACT ADDRESSES
DHAKA STOCK EXCHANGE LIMITED	9/F, Motijheel C/A, Dhaka 1000 Tel: +88-02-9564601, 9576210-18 Fax: +88-02-9564727, +88-02-9569755 Web. www.dsebd.org
CHITTAGONG STOCK EXCHANGE LTD.	CSE Building, 1080, Sheikh Mujib Road, Chittagong-4100 Tel: +880-2-9513911-15 Fax: +880-2-9513906 Web. www.cse.com.bd

SECTION-V

CORPORATE DIRECTORY OF THE ISSUER

Name of the Company	Express Insurance Limited
Legal Status	Public Limited Company
Date of incorporation	30 March 2000
Commencement of Insurance Business	18 May 2000
Authorized capital	Tk.75,00,00,000
Issued, subscribed & paid up capital	Tk.39,11,84,640
Registered & Corporate office	Al-Razi Complex (9 th & 10 th floor) 166-167, Shahid Syed Nazrul Islam Sharani, Bijoy Nagar, Dhaka-1000. Tel : +88-02-9554421, 9561255, 9569546 Fax : +88-02-9568616 E-mail : express_insurance@ymail.com Web : www.eilbd.com
Issue Managers	AAA Finance and Investment Ltd. Amin Court, 4 th Floor (Suit # 403-405), 31, Bir Uttam Shahid Ashfaqus Samad Road (Previous 62-63, Motijheel C/A), Dhaka-1000 Tel : +88-02-9559602, 9567726 Fax : +88-02-9558330 E-mail : info@aaafinancebd.com Web : www.aaafinancebd.com
	IIDFC Capital Limited Eunoos Trade Centre (Level 7) 52-53, Dilkusha C/A, Dhaka-1000 Tel: +88-02-9514637-8 Fax: +88-02-9514641 E-mail: icl@iidfc.com www: iidfc.com
	BLI Capital Limited Eunoos Trade Centre (Level 18) 52-53, Dilkusha C/A, Dhaka-1000 Tel: +88-02-9559512, 9559523, 9559530 Fax: +88-02-9592500 E-mail: blicaplttd@gmail.com www: blicapitaltd.com
Auditors	Ahmed Zaker & Co. Green City Edge (10th Floor) 89 Kakrail, Dhaka-1000. Tel: +880-2-8300504-8, 8300501-2 Fax: +880-2-8300509 Cell No. 01712900886, 01711-056363 E-mail: azcbangladesh@ahmed-zaker.com Web Web-site: www.ahmed-zaker.com
Legal Advisor	Dr. Md. Elias Hossain Advocate, Supreme Court of Bangladesh Room No. 4028 (Annex) Supreme Court Bar Association Building, Dhaka Mobile No. 01712002603 E-mail: elias77hossain@gmail.com
Lead Banker for the IPO	Shahjalal Islami Bank Limited Uttara Branch, Dhaka
Company's Compliance Officer	Mr. Md. Obaidul Akbar, DGM & CFO

SECTION-VI DESCRIPTION OF THE ISSUER

a) Summary:

(i) The summary of the industry and business environment of the issuer:

After the liberation in 1971 the Government of the People's Republic of Bangladesh nationalized the insurance industry along with the banks in 1972 by Presidential Order No. 95. By virtue of this order, all companies and organization transacting all types of insurance business in Bangladesh came under this nationalization order. This was followed by creation of five insurance companies in the life and non-life sector. Further changes were brought on 14th May, 1973. Through the enactment of Insurance Corporation Act VI, 1973 which led to creation of two corporations namely Shadharan Bima Corporation for general insurance and, Jiban Bima Corporation for life insurance in Bangladesh. In other words, Shadharan Bima Corporation (SBC) emerged on 14th May, 1973 under the Insurance Corporation Act (Act. No. VI) of 1973 as the only state-owned organization to deal with all classes of general insurance & re-insurance business emanating in Bangladesh. Thereafter SBC was acting as the sole insurer of General Insurance till 1984. Bangladesh Government allowed the private sector to conduct business in all areas of insurance for the first time in 1984. The private sector availed the opportunity promptly and came forward to establish private insurance companies through promulgation of the Insurance Corporations (Amendment) Ordinance (LI of 1984) 1984. The Insurance Market in Bangladesh now consists of two state-owned corporations, forty-Six and thirty private sector general & life insurance companies respectively, a total of 78 Insurance Companies. Growth in insurance coverage is strongly associated with rising incomes, the development of an increasingly sophisticated banking sector, and low or moderate levels of inflation. The strong contribution of rising incomes to greater insurance coverage might be attributable to demand factors (rising demand for coverage as individuals become wealthier), supply factors (it becomes more cost-effective to provide insurance as the economy expands, providing both a stronger institutional environment and greater returns relative to transactions cost), or a combination.

The overall institutional environment plays an important role, in terms of political stability and openness as well as government effectiveness, rule of law, and control of corruption. Religious factors also play a role, with insurance consumption inversely correlated to the share of the population that is Islamic. The evidence suggests there is substantial potential for insurance to make a greater contribution to economic growth and social welfare in many lower- and middle-income countries. Indeed, industry experts argue that insurance lags behind other financial services in the extent of globalization, providing substantial growth opportunities.

Contribution of Insurance Industry to the Economic Development in Bangladesh the commitment of the government to promote development of the insurance sector is of enormous consequence for its promising future. In view of the pro-active policy support of the government that the sector has so far received in an unstinted manner, we certain that within the next few years we will be able to make insurance a very important component of the country's financial system. This will go a long way for eradication of poverty and promoting sustainable economic growth. Insurance serves a number of valuable functions which are very different from those rendered by other types of financial intermediaries.

Overview of business environment of the Issuer:

Business environment is the sum total of all external and internal factors that influence a business. As an insurance service provider, it provides quality service to its policy holders with skilled manpower. The clients are friendly and paid on time, the management is friendly and responsive to employee needs. The Government has given more attention to the development of this sector and has taken **National Insurance Policy 2014** to expand insurance business by bring the life and property of people of all stages under insurance coverage and establish contribution of this sector significantly (4%) in the GDP of the country by 2021. So, the overall business environment of EIL is auxiliary to operation of business.

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

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

GENERAL INFORMATION

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

Particulars	Details
Registered Office	Al-Razi Complex (9 th & 10 th floor) 166-167, Shahid Syed Nazrul Islam Sharani, Bijoy Nagar, Dhaka-1000
Corporate Head Office	Al-Razi Complex (9 th & 10 th floor) 166-167, Shahid Syed Nazrul Islam Sharani, Bijoy Nagar, Dhaka-1000
Telephone & Fax Number of Head Office	Tel : +88-02-9554421, 9561255, 9569546 Fax : +88-02-9568616 E-mail : express_insurance@ymail.com Web : www.eilbd.com
Outlet/Branch Offices	The Company has 15 Branches in Dhaka, 3 Branches at Chittagong, 1 at Narayanganj and 1 at Norsingdi

(ii) Board of Directors of the Company

Sl. No.	Name of Directors	Position in the Company
1	Mr. Mr. Md. Abdul Awal	Chairman
2	Mrs. Halima Harun	Director
3	Mr. Syed Al Farooque	Director
4	Mrs. Mahfuza Younus	Director
5	Mrs. Farida Razzaq	Director
6	Mrs. Marium Akhter	Director
7	Mr. Khalilur Rahman Choudhury	Director
8	Mr. Latiful Bari	Director
9	Mr. Amir Hamza Sarker	Director
10	ABM Kaiser	Director
11	Mr. Siddique Hossain Choudhury	Independent Director
12	Mr. Feroz Ahmed	Independent Director
13	Mr. K. M. Saidur Rahman	Managing Director & Chief Executive Officer
14	Mr. Md. Shamsur Rahman	Director

(iii) Name, addresses, telephone numbers, fax numbers and e-mail addresses of the Chairman, Managing Director, whole time Directors of the Issuer

Sl. No.	Name	Position	Address	Telephone & fax number	E-mail address
1	Mr. Md. Abdul Awal	Chairman	Flat-6/12, Priyo Prangon, 2, Poribag, Ramna, Dhaka-1205	+88-02-9572253	synthiascuritieslimited@gmail.com
2	Mrs. Halima Harun	Director	H # 42/A, R#16(new), 27(old), Dhanmondi, Dhaka	+88-02-9668431	mazakat@gmail.com
3	Mr. Syed Al Farooque	Director	H# 38/B, R# 12, Baridhara, Dhaka.	+88-02-096-11691111	syedalfarooque@yahoo.co.uk
4	Mrs. Mahfuza Younus	Director	H #8, R# 8, Baridhara, Dhaka	+88-02-58610056-9	information@younusgroup.com
5	Mrs. Farida Razzaq	Director	House-8 (1 st floor), Road-76, Gulshan-2, Dhaka	02-9896999	Farida-raz17@gmail.com
6	Mrs. Marium Akhter	Director	H#82,R#11/A (New), Dhanmondi R/A, Dhaka	+88-02-5861119	ransari@bol-online.com
7	Mr. Khalilur Rahman Choudhury	Director	H#5, R#9, Baridhara, Dhaka	+88-02-8311142	Khalilgroup3@gmail.com
8	Mr. Latiful Bari	Director	H# 23A, R# 13A, Dhanmondi R/A, Dhaka.	+88-02-9553298	rkdf@rahmat-group.com
9	Mr. Amir Hamza Sarker	Director	19/2, Kakrail, Ramna, Dhaka	+88-02-9553298	hamza@logosbd.net
10	ABM Kaiser	Director	Plot-49, Road-35/A, Gulshan-2, Dhaka.	+88-02-8117355	a.b.m.12@gmail.com gumtite@global-bd.net
11.	Md. Shamsur Rahman	Director	70, Gulshan Avenue, Dhaka	+88-02-8189442	srahman@baygroupco.com

12	Mr. Siddique Hossain Choudhury	Independent Director	Flat- 6/A, H # 25, R # 7, Dhanmondi R/A, Dhaka-1205	01930645991	Sihoch71@gmail.com
13	Mr. Feroz Ahmed	Independent Director	Apptt. # 4M, Kamini Diganta Complex, 3 Paribag, Dhaka	+88-02-58154550	Feroz.ahmed674@gmail.com
14	Mr. K. M. Saidur Rahman	Managing Director & CEO	106, South Basabo (3 rd floor) Dhaka-1214	+88-02-9557430	express_insurance@ymail.com

(iv) Name, addresses, telephone numbers, fax numbers and e-mail addresses of CFO, Company Secretary, Legal Advisor, Auditors and Compliance Officer

CFO	
Name	Mr. Md. Obaidul Akbar
Address	Al-Razi Complex (9 th & 10 th floor) 166-167, Shahid Syed Nazrul Islam Sharani, Bijoy Nagar, Dhaka-1000
Telephone number	01912-108567
Fax number	+88-02-9568616
E-mail address	express.accounts@yahoo.com
Company Secretary	
Name	Mr. Liaquat Ali Khan
Address	Al-Razi Complex (9 th & 10 th floor) 166-167, Shahid Syed Nazrul Islam Sharani, Bijoy Nagar, Dhaka-1000
Telephone number	01620-232850
Fax number	88-02-9568616
E-mail address	express_insurance@ymail.com
Legal Advisor	
Name	Dr. Md. Elias Hossain Adocate, Supreme Court of Bangladesh
Address	Room No. 4028(Annex) Supreme Court Bar Association Building, Dhaka
Telephone number	Mobile No. 01712002603
Fax number	N/A
E-mail address	elias77hossain@gmail.com
Auditors	
Name	Ahmed Zaker & Co.
Address	BSEC Bhaban (Level-10) 102, Kazi Nazrul Islam Avenue, Kawran Bazar, Dhaka
Telephone number	+88-02-8189883-7, 8180183-6
Fax number	88-02-8180187
E-mail address	azcbangladesh@ahmed-zaker.com
Web Address	www.ahmed-zaker.com
Compliance Officer	
Name	Mr. Md. Obaidul Akbar
Address	Al-Razi Complex (9 th & 10 th floor) 166-167, Shahid Syed Nazrul Islam Sharani, Bijoy Nagar, Dhaka-1000.
Telephone number	01912-108567
Fax number	88-02-9568616
E-mail address	express.accounts@yahoo.com

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

AAA Finance & Investment Limited Amin Court, 4 th Floor (Suite # 403-405) 31, Bir Uttam Shahid Ashfaqueus Samad Road (Previous 62-63, Motijheel C/A), Dhaka-1000	Tel:+88-02-9559602 Tel:+88-02-9567726 Fax:+88-02-9558330 E-mail: info@aaafinancebd.com www.aaafinancebd.com	Mohammad Obaydur Rahman FCS, FCGA Managing Director & CEO
IIDFC CAPITAL LIMITED Eunoos Trade Centre (Level 7) 52-53, Dilkusha C/A, Dhaka-1000	Tel: +88-02-9514637-8 Fax: +88-02-9514641 E-mail: icl@iidfc.com www: iidfc.com	Mohammad Saleh Ahmad Chief Executive Officer
BLI CAPITAL LIMITED Eunoos Trade Centre (Level 18) 52-53, Dilkusha C/A, Dhaka-1000	Tel: +88-02-9559512, 9559523, 9559530 Fax: +88-02-9592500 E-mail: blicapltld@gmail.com www: blicapitaltld.com	Md. Israil Hossain ACS Managing Director

(vi) The names of all the credit rating agencies from which credit rating has been obtained; The details of all the credit rating obtained for the issue and the issuer; The rationale or description of the rating (s) so obtained, as furnished by the credit rating agency(s); Observations and risk factors as stated in the credit rating report.

Not Applicable for this Company

(vii) Following details of underwriting:

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

Name & Address	Contact Person	Contact Details	Amount Underwritten (BDT)
AAA Finance & Investment Limited Amin Court, 4th Floor (Suite # 403-405) 31, Bir Uttam Shahid Ashfaqueus Samad Road, Dhaka-1000	Mr. Mohammad Obaydur Rahman FCS, FCGA Managing Director & CEO	Tel : +88-02-02 9559602 Fax : +88-02-9558330 E-mail: info@aaafinancebd.com www.aaafinancebd.com	16,276,000
Southeast Bank Capital Services limited Eunoos Trade Centre (Level-9), 52-53 Dilkusha C.A. Dhaka-1000	Mr. Homayun Kabir , ACS Company Secretary	Tel : +88-02-9574171-75 Fax : +88-02-9574169 Email: sebcsl@southeastbank.com.bd www.southeastbank.com.bd	15,000,000
BD Finance Capital Holdings Limited 64, Motijheel C/A, 2nd floor, Dhaka-1000	Mr. Barun Prasad Paul MD & CEO (CC)	Tel : +88-02-9588186-7 Fax : +88-02-9588185 E-mail: info@bdcapital.com.bd www.bdcapital.com.bd	15,000,000
BLI Capital Limited Eunoos Trade Centre (Level-18), 52-53 Dilkusha C.A., Dhaka-1000	Md. Israil Hossain ACS Managing Director	Tel: +88-02-9559512, 9559523 Fax: +88-02-9592500 E-mail: debabrata@blicapitaltld.com www.blicapitaltld.com	15,000,000
Roots Investment Limited Diganta Tower, Level-1, 12/1 Ram Krishna Mission Dhaka-1203	Mr. Nomanur Rahman Senior Vice President	Tel : +88-02-7116954, 7117914 Mobile : 01833148258 Fax : +88-02-7119908 www.rootsinvestment.com	15,000,000
Alpha Capital Management Limited Eastern Arzoo Complex (7th floor) 61 Bijoy Nagar, Dhaka-1000.	Mr. Noor Ahamed FCA, CEO & Managing Director	Phone: 8316519, 8316540, 8313947 Fax -02 8316547 Email: alpha.acml@gmail.com, info@acmlbd.com www.acmlbd.com	15,000,000
Total			91,276,500

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

Declaration by the Underwriter

We are one of the underwriters of the initial Public Offering (IPO) of Express Insurance Limited. We will underwrite **1,500,000** no. of shares of Tk. 10.00 each at par amounting **BDT. 15,000,000.00** for the upcoming issue on a firm commitment basis. In this connection we hereby declare that;

We have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For the Underwriter

Sd/-

Managing Director & CEO (CC)

Baru Prasad Paul

BD Finance Capital Holdings Limited

Declaration by the Underwriter

We are one of the underwriters of the initial Public Offering (IPO) of Express Insurance Limited. We will underwrite **1,500,000** no. of shares of Tk. 10.00 each at par amounting **BDT. 15,000,000.00** for the upcoming issue on a firm commitment basis. In this connection we hereby declare that;

We have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For the Underwriter

Sd/-

Md. Abu Bakar, FCA

Managing Director (CC)

Southeast Bank Capital Services Limited

Declaration by the Underwriter

We are one of the underwriters of the initial Public Offering (IPO) of Express Insurance Limited. We will underwrite **1,500,000** no. of shares of Tk. 10.00 each at par amounting **BDT. 15,000,000.00** for the upcoming issue on a firm commitment basis. In this connection we hereby declare that;

We have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For the Underwriter

Sd/-

Md. Lutfar Rahman

Managing Director

BLI Capital Limited

Declaration by the Underwriter

We are one of the underwriters of the initial Public Offering (IPO) of Express Insurance Limited. We will underwrite **1,500,000** no. of shares of Tk. 10.00 each at par amounting **BDT. 15,000,000.00** for the upcoming issue on a firm commitment basis. In this connection we hereby declare that;

We have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For the Underwriter

Sd/-

Md. Sarwer Hussain

CEO/ Managing Director

Roots Investment Ltd

Declaration by the Underwriter

We are one of the underwriters of the initial Public Offering (IPO) of Express Insurance Limited. We will underwrite **1,500,000** no. of shares of Tk. 10.00 each at par amounting **BDT. 15,000,000.00** for the upcoming issue on a firm commitment basis. In this connection we hereby declare that;

We have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For the Underwriter

Sd/-

Noor Ahmed, FCA

CEO & Managing Director

Alpha Capital Management Ltd

Declaration by the Underwriter

We are one of the underwriters of the initial Public Offering (IPO) of Express Insurance Limited. We will underwrite **1,627,650** no. of shares of Tk. 10.00 each at par amounting **BDT. 16,276,500.00** for the upcoming issue on a firm commitment basis. In this connection we hereby declare that;

We have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For the Underwriter

Sd/-

Mohammad Obaydur Rahman, FCS

Managing Director

AAA Finance & Investment Limited

c) Major terms and conditions of the underwriting agreements

- (i) The IPO shall stand cancelled if at least 65% in any category of the IPO is not subscribed.
- (ii) In case of under subscription in any category by up to 35% of the IPO the under-subscribed securities shall be taken up by the underwriters.
- (iii) Notwithstanding anything contained in the agreement in case of inconsistency between the provision of the agreement and the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Public Issue Rules shall prevail.
- (iv) Prior to publication of the prospectus, the Company shall have obtained consent from the Bangladesh Securities and Exchange Commission permitting the issue as described in Article 2.01 and providing for payment of underwriting commission 0.50% (zero point five zero percent) on the amount underwritten.
- (v) The issuer, in the event of under subscription, shall send notice to the underwriter(s) within ten days of closure of subscription calling upon them to subscribe the securities and pay for this in cash in full within fifteen days of the date of said notice and the said amount shall be credited into securities subscription account within the said period.
- (vi) In any case **within 7 (seven) days** after the expiry of the aforesaid **15 (fifteen) days**, the Company shall send to the Commission the proof of subscription and deposit of the money by the underwriter(s).

(c) Capital Structure

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

At present the Company has the authorized capital of Tk. 750,000,000 and the paid-up capital is Tk. 391,184,640 which is comprised of 39,118,464 shares @Tk. 10 per share. The detail capital structure is given below:

Sl. No.	Particulars	Allotment date	No. of share	Nominal price	Issue price	Amount in Tk.	Class of securities	Form of consideration
1	As per memorandum		60,00,000	6,00,00,000	10	10	Ordinary share	Cash
2	Bonus share	22.09.2008	3,00,000	30,00,000	10	10		Bonus share
3	Bonus share	29.09.2009	7,56,000	75,60,000	10	10		Bonus share
4	Bonus share	03.07.2010	17,64,000	1,76,40,000	10	10		Bonus share
5	Bonus share	27.06.2011	22,05,000	2,20,50,000	10	10		Bonus share
6	Right share	05.05.2011	1,32,30,000	13,23,00,000	10	10		Cash
7	Bonus share	25.06.2012	48,51,000	4,85,10,000	10	10		Bonus share
8	Bonus share	13.04.2013	34,92,720	3,49,27,200	10	10		Bonus share
9	Bonus share	10.08.2015	65,19,744	6,51,97,440	10	10		Bonus share
Total				391,184,640				

Notes: The face value of ordinary share has been split up from Tk. 100.00 to Tk. 10.00 through passing a special resolution in its extraordinary general meeting held on October 25, 2010 and necessary amendments in capital clause of the Memorandum and Articles of Association were made accordingly.

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

	Particulars		Percentage	No. of Ordinary Shares	Nominal Value	Issue price	Issue Amount (Taka)
Initial Public Offering through Fixed	Eligible investors (EI)	Mutual Funds & CIS	10%	2,607,900	10.00	10.00	26,079,000
		EI Excluding Mutual Funds & CIS	30%	7,823,700			78,237,000
Price Method	General public (GP)	GP excluding NRB	50%	13,039,500			26,079,000
		NRB	10%	2,607,900			130,395,000
	Total		100%	26,079,000			260,790,000

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

Convertible instrument and Share Premium:

The Company has no outstanding convertible instruments and share premium account as on the issue date of this prospectus.

Proposed capital structure after IPO (subject to approval of regulatory authority):

Particulars		No. of shares	Price per share	Amount in Taka
Paid up capital	Before the present issue	3,91,18,464	10	39,11,84,640
	After the issue	6,51,97,464	10	65,19,74,640

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

The paid-up capital of the Company is Tk.39,11,84,640. The Company intends to issue 26,079,000 ordinary shares of Tk. 10.00 each at an issue price of Tk. 10.00 through Initial Public Offering (IPO) totaling to Tk.260,790,000 under Fixed Price Method subject to regulatory approvals. The Company has no convertible instrument.

Category wise shareholding structure with percentage before and after the present issue is as follows:

Sl. No.	Category of Shareholders	No. of Ordinary Shares Hold		Percentage of holding	
		Pre-IPO	Post-IPO	Pre-IPO	Post-IPO
1	Director & Sponsor	39,118,464	39,118,464	100.00%	60.00%
2	Eligible Investor Excluding Mutual Funds & CIS	-	7,823,700	-	12.00%
3	Mutual fund & CIS	-	2,607,900	-	4.00%
4	GP excluding NRB	-	13,039,500	-	20.00%
5	Non-Resident Bangladeshi (NRB)	-	2,607,900	-	4.00%
	Total	39,118,464	65,197,464	100.00%	100.00%

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

Shares issued for consideration other than cash:

Sl. No.	Date of issue	Persons to Whom those are issued	Relationship with the issue	Issue price Tk.	Consideration and valuation	Reasons for the issue	Benefits Accrued to the issue
1	22 Sep 2008	Existing shareholders	Sponsor Directors, Sponsors Shareholders	10.00	Bonus share	Enhancement of Capital base	Capital base of the Company increased
2	29 Sep 2009						
3	03 July 2010						
4	27 June 2011						
5	25 June 2012						
6	13 April 2013						
7	10 Aug 2015						

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

The Company has not allotted any shares in terms of any merger, amalgamation or acquisition scheme.

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

The issuer has not issued equity shares under one or more employee stock option schemes.

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

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

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

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

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

Name & Position	Nature of issue	Date of Allotment/ Date when the share were made fully paid up	Number of equity Shares	Face value	Issue Price/ Acquisition price/ Transfer price	Consideration	% of the total Capital		Lock in Period
							Pre-issue	Post-issue	
Mrs. Farida Razzaq Position: Director	Ordinary	16.07.2003	450,000	10	4,500,000	cash	10.0376%	6.0226%	3 years
		16.07.2003	27,270	10	272,700	cash			
		21.08.2004	125,000	10	1,250,000	cash			
		22.09.2008	30,110	10	301,100	Bonus Share			
		29.09.2009	75,880	10	758,800	Bonus Share			
		03.07.2010	177,060	10	1,770,600	Bonus Share			
		27.06.2011	221,330	10	2,213,300	Bonus Share			
		05.05.2011	1,327,980	10	13,279,800	Cash (Right Share)			
		25.06.2012	486,926	10	4,869,260	Bonus Share			
		13.04.2013	350,587	10	3,505,870	Bonus Share			
10.08.2015	654,429	10	6,544,290	Bonus Share					
Total			3,926,572		39,265,720				
Mr. Md. Mazakat Harun position: Sponsor	Ordinary	20.08.2003	450,000	10	4,500,000	cash	3.5044%	2.1026%	3 Years
		20.08.2003	27,270	10	272,700	cash			
		22.09.2008	23,870	10	238,700	Bonus Share			
		29.09.2009	60,140	10	601,400	Bonus Share			
		03.07.2010	140,320	10	1,403,200	Bonus Share			
		27.06.2011	175,400	10	1,754,000	Bonus Share			
		05.05.2011	1,052,400	10	10,524,000	Cash (Right Share)			
		20.02.2012	(1,079,400)	10	(10,794,000)	Cash			
		25.06.2012	170,000	10	1,700,000	Bonus Share			
		13.04.2013	122,400	10	1,224,000	Bonus Share			
		30.06.2014	2,438,875	10	24,388,750	Cash			
		25.05.2015	(1,607,395)	10	(16,073,950)	Cash			
		25.05.2015	(831,480)	10	(8,314,800)	Cash			
10.08.2015	228,480	10	2,284,800	Bonus Share					
Total			1,370,880		13,708,800				

Mr. Syed Al Farooque Position: Director	Ordinary	30.03.2000	500,000	10	5,000,000	cash	11.0605%	6.6363%	3 years
		20.03.2001	27,270	10	272,700	cash			
		15.07.2002	109,090	10	1,090,900	cash			
		15.07.2002	27,270	10	272,700	cash			
		22.09.2008	33,180	10	331,800	Bonus Share			
		29.09.2009	83,620	10	836,200	Bonus Share			
		03.07.2010	195,110	10	1,951,100	Bonus Share			
		27.06.2011	243,885	10	2,438,850	Bonus Share			
		05.05.2011	1,463,310	10	14,633,100	Right Share			
		25.06.2012	536,547	10	5,365,470	Bonus Share			
		13.04.2013	386,314	10	3,863,140	Bonus Share			
10.08.2015	721,119	10	7,211,190	Bonus Share					
Total			4,326,715		43,267,150				
Mrs. Mahfuza Younus Position: Director	Ordinary	20.02.2012	850,000	10	8,500,000	cash	3.5044%	2.1026%	3 years
		25.06.2012	170,000	10	1,700,000	Bonus Share			
		13.04.2014	122,400	10	1,224,000	Bonus Share			
		10.08.2015	228,480	10	2,284,800	Bonus Share			
Total			1,370,880		13,708,800				
Mr. Md. Shamsur Rahman Position: Director	Ordinary	30.03.2000	450,000	10	4,500,000	cash	7.9546%	4.7728%	3 years
		20.03.2001	27,270	10	272,700	cash			
		22.09.2008	23,870	10	238,700	Bonus Share			
		29.09.2009	60,140	10	601,400	Bonus Share			
		03.07.2010	140,320	10	1,403,200	Bonus Share			
		27.06.2011	175,400	10	1,754,000	Bonus Share			
		05.05.2011	1,052,400	10	10,524,000	Right Share			
		25.06.2012	385,880	10	3,858,800	Bonus Share			
		13.04.2013	277,833	10	2,778,330	Bonus Share			
10.08.2015	518,623	10	5,186,230	Bonus Share					
Total			3,111,736		31,117,360				
Mr. Md. Abdul Awal Position: Chairman	Ordinary	30.03.2000	400000	10	4,000,000	cash	9.2044%	5.5226%	3 years
		20.03.2001	27270	10	272,700	cash			
		21.08.2004	125000	10	1,250,000	cash			
		22.09.2008	27610	10	276,100	Bonus Share			
		29.09.2009	69580	10	695,800	Bonus Share			
		03.07.2010	162370	10	1,623,700	Bonus Share			
		27.06.2011	202958	10	2,029,580	Bonus Share			
		05.05.2011	1217745	10	12,177,450	Right Share			

		25.06.2012	446507	10	4,465,070	Bonus Share			
		13.04.2013	321485	10	3,214,850	Bonus Share			
		10.08.2015	600105	10	6,001,050	Bonus Share			
Total			3,600,630		36,006,300				
Mrs. Marium Akhter Position: Director	Ordinary	20.02.2012	850,000	10	8,500,000	cash	7.1213%	4.2728%	3 years
		25.06.2012	170,000	10	1,700,000	Bonus Share			
		13.04.2013	122,400	10	1,224,000	Bonus Share			
		25.05.2015	1,179,057	10	11,790,570	cash			
		10.08.2015	464,291	10	4,642,910	Bonus Share			
Total			2,785,748		27,857,480				
Mr. Khalilur Rahman Choudhury Position: Director	Ordinary	30.03.2000	500,000	10	5,000,000	cash	9.9246%	5.9547%	3 years
		20.03.2001	27,300	10	273,000	cash			
		15.07.2002	68,180	10	681,800	cash			
		22.09.2008	29,770	10	297,700	Bonus Share			
		29.09.2009	75,030	10	750,300	Bonus Share			
		03.07.2010	175,070	10	1,750,700	Bonus Share			
		27.06.2011	218,837	10	2,188,370	Bonus Share			
		05.05.2011	1,313,025	10	13,130,250	Right Share			
		25.06.2012	481,442	10	4,814,420	Bonus Share			
		13.04.2013	346,638	10	3,466,380	Bonus Share			
Total			3,882,350		38,823,500				
Mr. Latiful Bari Position: Director	Ordinary	20.02.2012	850,000	10	8,500,000	cash	3.5044%	2.1027%	3 years
		25.06.2012	170,000	10	1,700,000	Bonus Share			
		13.04.2013	122,400	10	1,224,000	Bonus Share			
		10.08.2015	228,480	10	2,284,800	Bonus Share			
Total			1,370,880		13,708,800				
Mr. Amir Hamza Sarker Position: Director	Ordinary	30.03.2000	350,000	10	3,500,000	cash	7.4240%	4.4544%	3 years
		20.03.2001	27,270	10	272,700	cash			
		15.07.2002	68,180	10	681,800	cash			
		22.09.2008	22,270	10	222,700	Bonus Share			
		29.09.2009	56,120	10	561,200	Bonus Share			
		03.07.2010	130,960	10	1,309,600	Bonus Share			
		27.06.2011	163,700	10	1,637,000	Bonus Share			
		05.05.2011	982,200	10	9,822,000	Right Share			
		25.06.2012	360,140	10	3,601,400	Bonus Share			
		13.04.2013	259,301	10	2,593,010	Bonus Share			
		10.08.2015	484,028	10	4,840,280	Bonus Share			
Total			2,904,169		29,041,690				

Mr. Mohammad Younus Position: Sponsor	Ordinary	30.03.2000	650,000	10	6,500,000	cash	7.3289%	4.3973%	3 years
		22.09.2008	32,500	10	325,000	Bonus Share			
		29.09.2009	81,900	10	819,000	Bonus Share			
		03.07.2010	191,100	10	1,911,000	Bonus Share			
		27.06.2011	238,875	10	2,388,750	Bonus Share			
		05.05.2011	1,433,250	10	14,332,500	Right Share			
		20.02.2012	(850,000)	10	(8,500,000)	Cash			
		25.06.2012	355,525	10	3,555,250	Bonus Share			
		13.04.2013	255,978	10	2,559,780	Bonus Share			
		10.08.2015	477,826	10	4,778,260	Bonus Share			
Total			2,866,954		28,669,540				
Mr. ABM. Kaiser Position: Director	Ordinary	26.08.2007	500,000	10	5,000,000	cash	8.5100%	5.106%	3 years
		26.08.2007	27,270	10	272,700	cash			
		26.08.2007	136,370	10	1,363,700	cash			
		22.09.2008	33,180	10	331,800	Bonus Share			
		29.09.2009	83,620	10	836,200	Bonus Share			
		03.07.2010	195,110	10	1,951,100	Bonus Share			
		27.06.2011	243,887	10	2,438,870	Bonus Share			
		05.05.2011	1,463,325	10	14,633,250	Cash (Right Share)			
		25.06.2012	536,552	10	5,365,520	Bonus Share			
		13.04.2013	386,318	10	3,863,180	Bonus Share			
		30.06.2014	(2,438,875)	10	(24,388,750)	Cash			
		25.05.2015	1,607,395	10	16,073,950	Cash			
		10.08.2015	554,830	10	5,548,300	Bonus Share			
Total			3,328,982		33,289,820				
Mrs. Halima Harun Position: Director	Ordinary	20.02.2012	1,079,400	10	10,794,000	cash	4.4502%	2.6701%	3 years
		25.06.2012	215,880	10	2,158,800	Bonus Share			
		13.04.2013	155,434	10	1,554,340	Bonus Share			
		10.08.2015	290,143	10	2,901,430	Bonus Share			
Total			1,740,857		17,408,570				

Maj. Gen. Monzur Rashid Khan (Rtd.) Position: Sponsor	Ordinary	30.03.2000	2,50,000	10	25,00,000	Cash			
		21.08.2004	(2,50,000)	10	(25,00,000)	Cash			
		Total	-						
Mrs. Ayeasha Siddique Position: Sponsor	Ordinary	30.03.2000	4,50,000	10	45,00,000	Cash			
		23.09.2000	27,270	10	2,72,700	Cash			
		15.07.2002	(4,77,270)	10	(47,72,700)	Cash			
Total			-						
Maj. Anisur Rahman (Rtd.) Position: Sponsor	Ordinary	30.03.2000	3,00,000	10	30,00,000	Cash			
		23.09.2000	(3,00,000)	10	(30,00,000)	Cash			
Total		Total							
Mr. Fuad Latif Position: Sponsor	Ordinary	30.03.2000	4,50,000	10	45,00,000	Cash			
		23.09.2000	27,270	10	2,72,700	Cash			
		16.07.2003	(4,77,270)	10	(47,72,700)	Cash			
		Total	-		-				
Mr. Abdur Rashid Position: Sponsor	Ordinary	30.03.2000	5,00,000	10	50,00,000	Cash			
		23.09.2000	27,270	10	2,72,700	Cash			
		15.07.2002	1,36,370	10	13,63,700	Cash			
		26.08.2007	(6,63,640)	10	(66,36,400)	Cash			

The Company split up its share from Tk.100.00 to Tk.10.00 on December 30, 2010 which has been reflected in the Memorandum and Articles of Association of the Company.

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

Aggregate shareholding of the Sponsors & Directors:

Sl. No	Name of sponsor & director	Status	Number of ordinary shares held	Face value & issue price	Latest shareholding percentage
1	Mr. Md. Abdul Awal	Chairman	3,600,630	10.00	9.2044%
2	Mrs. Halima Harun	Sponsor & Director	1,740,857	10.00	4.4502%
3	Mrs. Farida Razzaq	Sponsor & Director	3,926,572	10.00	10.0376%
4	Mr. Khalilur Rahman Choudhury	Sponsor & Director	3,882,350	10.00	9.9246%
5	Mr. Syed Al Farooque	Sponsor & Director	4,326,715	10.00	11.0605%
6	Mr. Amir Hamza Sarker	Sponsor & Director	2,904,169	10.00	7.4240%
7	Mr. Latiful Bari	Sponsor & Director	1,370,880	10.00	3.5044%
8	Mrs. Marium Akhter	Sponsor & Director	2,785,748	10.00	7.1213%
9	Mr. ABM Kaiser	Director	3,328,982	10.00	8.5100%
10	Mrs. Mahfuza Younus	Director	1,370,880	10.00	3.5044%
11	Alhaj Mohd. Younus	Sponsor & Shareholder	2,866,954	10.00	7.3289%
12	Mr. Md. Shamsur Rahman	Sponsor & Director	3,111,736	10.00	7.9546%
13	Mr. Siddique Hossain Choudhury	Independent Director	-	-	-
14	Mr. Feroz Ahmed	Independent Director	-	-	-
15	Mr. K. M. Saidur Rahman	Managing Director & Chief Executive Officer	-	-	-

There was no transaction in Ordinary shares or Specified Securities during immediate preceding the date of filing of prospectus within six months, which have been purchased or sold or otherwise transferred by the sponsors, directors and their related parties of the Company.

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

Sl. No.	Name of the Shareholders	Address	No. of shares owner	% of securities owned	Types of ownership
1	Mr. Md. Abdul Awal	20/8 East Madartek Sabujbag, Dhaka	3,600,630	9.2044%	Chairman
2	Mr. Syed Al Farooque	House-2, Road-3, Baridhara R/A, Dhaka	4,326,715	11.0605%	Sponsor Director
3	Mrs. Farida Razzaq	House-8, Road-76, Dhanmondi R/A Dhaka	3,926,572	10.0376%	Sponsor Director
4	Mr. Khalilur Rahman Choudhury	Janata Bhaban, 1/1 North Kamalapur, Dhaka	3,882,350	9.9245%	Sponsor Director
5	Mr. ABM Kaiser	Plot-49, Road-35/A, Gulshan-2, Dhaka.	3,328,982	8.5100%	Sponsor Director
6	Mr. Md. Shamsur Rahman	70 Gulshan Avenue, Dhaka	3,111,736	7.9546%	Sponsor Director
7	Alhaj Mohd. Younus	51, Central Road, Dhanmondi, Dhaka-1205.	2,866,954	7.3289%	Sponsor share holder
8	Mrs. Marium Akhter	House-82, Road-11,/A Dhanmondi R/A, Dhaka	2,785,748	7.1213%	Sponsor Director
9	Mr. Amir Hamza Sarker	19/2, Kakrail, Ramna, Dhaka	2,904,169	7.4240%	Sponsor Director

There is no entitlement of ordinary shares upon exercise of warrant, option or right to convert any convertible instrument till finalization or Prospectus.

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

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

(d) Description of Business:

(i) The date on which the issuer company was incorporated and the date on which it commenced operations and the nature of the business which the company and its subsidiaries are engaged in or propose to engage in:

Express Insurance Limited (EIL) was incorporated in Bangladesh on March 30, 2000 under the Companies Act, 1994 as a public company limited by shares for carrying out all kinds of general insurance activities. EIL was granted Certificate of Commencement of Business on March 30, 2000 for general insurance business. There is no subsidiary company of EIL.

The company is carrying out mainly following types of insurance/reinsurance businesses:

i) Fire Insurance Business-

Fire & Lightning, riot & strike damages, Malicious Damage, flood, Cyclone, Earthquake, DECA & Allied Perils Insurance, Industrial All risk Insurance, Power Plant operational package Insurance.

ii) Marine Insurance Business-

Marine Cargo Export Insurance, Marine Cargo Import Insurance, Marine Inland Transit Insurance, Marine Hull Insurance.

iii) Motor Insurance Business-

Motor Private Vehicle Act Liability Insurance, Motor Private Vehicle Comprehensive Insurance, Motor Commercial Act Liability Insurance, Motor Commercial Comprehensive Insurance, Motor Cycle Act liability Insurance, Motor Cycle Comprehensive Insurance.

iv) Eng. Insurance Business -

Machinery Breakdown Insurance, Boiler Pressure Vessel Insurance, Erection All Risk Insurance, Contractors All Risk Insurance.

v) Miscellaneous Insurance Business-

Burglary insurance, Personal Accident Insurance, Fidelity Guarantee Insurance, Cash-in-safe Insurance, Cash-on-counter Insurance, Cash-in-Transit Insurance, Workmen Compensation Insurance.

(ii) Location of the project:

The Company operates through the Head Office which is situated at Al–Razi Complex, 166-167, Shahid Sayed Nazrul Islam Shorani, Bijoy Nagar, Dhaka-1000 and 20 branches throughout the country with the professional staff/executives.

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

Not applicable to this type of business

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

History of the issuer	On March 30, 2000 incorporated as a Public Limited Company.
	On May 18, 2000 commenced commercial operation
Capital raise (Last)	Tk. 65,19,744 (Stock dividend) on 07.05.2015.
Service/product	General insurance services-Fire, Marine, Motor and Miscellaneous
Change in ownership/key management personnel	✓ Mr. Mizanur Rahman CFO of the company resigned on 28.02.2017 ✓ Mr. Obaidul Akber joined as Senior AGM and CFO on 06.03.2017

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

Principal Product /Services:

Fire Insurance Business-

Fire & Lightning, riot & strike damages, Malicious Damage, flood, Cyclone, Earthquake, DECA & Allied Perils Insurance, Industrial All risk Insurance, Power Plant operational package Insurance.

Marine Insurance Business -

Marine Cargo Export Insurance, Marine Cargo Import Insurance, Marine Inland Transit Insurance, Marine Hull Insurance.

Motor Insurance Business -

Motor Private Vehicle Act Liability Insurance, Motor Private Vehicle Comprehensive Insurance, Motor Commercial Act Liability Insurance, Motor Commercial Comprehensive Insurance, Motor Cycle Act liability Insurance, Motor Cycle Comprehensive Insurance.

Eng. Insurance Business

Machinery Breakdown Insurance, Boiler Pressure Vessel Insurance, Erection All Risk Insurance, Contractors All Risk Insurance.

Miscellaneous Insurance Business -

Burglary insurance, Personal Accident Insurance, Fidelity Guarantee Insurance, Cash-in-safe Insurance, Cash-on-counter Insurance, Cash-in-Transit Insurance, Workmen Compensation Insurance.

Market for such Products:

The Company's services are rendered through the Head Office and 20 branches around the country. EIL provides non-life Insurance service only in Bangladesh and it has no plan to provide insurance service globally in near future.

Past trends:

Last 5 years sales of EIL are as under:

(Amount in BDT)

Particular	31.12.2018	31.12.2017	31.12.2016	31.12.2015	31.12.2014
Premium(Revenue)	408,889,052	400,656,661	385,273,598	400,291,000	420,337,026

Future prospects:

After liberation of Bangladesh in 1971, for the reformation of war-damaged economy the then government took control of all existing insurance companies at that time and nationalized them on August 8, 1972. In the year 1973 the government two insurance institutions Jibon Bima Corporation (JBC) and Shadharan Bima Corporation (SBC) breaking all those insurance companies. Later with the objective of the development and expansion of insurance industry government gave opportunity to establish insurance companies in private sector. As a result, there are 77 insurance companies including JBC and SBC (46 general and 31 life insurance companies) are operating insurance business in the country at present. If we consider the insurable life and property of huge population most of their life and property have not come under insurance coverage. So, the sector is huge potentiality for the expansion with the awareness of mass people, development of industrialization, trade and commerce, import- export etc. The government has given more attention to this sector and working to bring this sector from traditional trend to modernization through taking different reformative programs and rules-regulation to regularize this sector of the economy. As a part of that Insurance Development and Regulatory Authority (IDRA) was formed and it has been strengthening more at present by the Government. So, there is good prospect of this sector. (Source: National Insurance Policy 2014). EIL provides non-life Insurance service only in Bangladesh and it has no plan to provide insurance service globally in near future.

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

The Company provides following insurance services contributing more than 10% of total revenue are as below:

Sl. No.	Description	December 31, 2018	Percentage (%)
1.	Fire Insurance Revenue	128,743,409	31.49%
2.	Marine Insurance Revenue	106,596,424	26.07%
3.	Motor Insurance Revenue	120,933,246	29.58%

N.B. As described in note no. 24.01 in the audited accounts of December 31, 2018 total amount of premium collected is Tk. 408,889,052.

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

The company neither has any associate or subsidiary company nor is operated under any holding company.

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

The Company conducts the business operations under the supervision of Board of Directors and the legal frame work of the Insurance Act 2010 and Insurance Rules 1958, as amended from time to time. The Company operates through the Head Office at Dhaka and 20 branches throughout the country with the professional staff/executives. The Company also engages the services of research, experts and surveyors for professional assistance wherever necessary. Accounting and technical staffs provide the back-office support in issuance of "Policy-Covers" and "Claim-Settlements".

The Company's services are rendered through the Head Office and following 20 branches:

Sl. No.	Name of the Office/Branch and Address
1	Local Office 28, Dilkusha C/A (16th floor), Suit # 1602, Dhaka.
2	Motijheel Branch Paramount Heights (5th floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka.
3	DIT Road Branch Lal Bhaban (9th floor), 18, Rajuk Avenue, Dhaka.
4	Principal Branch 6, Motijheel C/A.(4th floor), Dhaka
5	VIP Road Branch Shatabdi Centre (8th floor), Room # 8/G292, Inner Circular Road, Dhaka.
6	Malibagh Branch Manhattan Tower (3rd floor), 83, Siddeswary Circular Road, Malibagh, Dhaka.
7	Bangshal Branch 92, Shahid Syed Nazrul Islam Sharani (4th Floor), Bangshal, Dhaka.
8	B.B.Avenue Branch 20, B.B. Avenue (3rd floor), Dhaka.
9	Kawran Bazar Branch 57/E, Kazi Nazrul Islam Avenue (1st floor), Kawran Bazar, Dhaka
10	Hatkola Branch

	33/1, Hatkhola Road (1st floor), Dhaka.
11	Narayangonj Branch Gowsia Complex (1st floor), S.M.Maleh Road, Narayangonj
12	Jublee Road Branch Wazico Tower (4th floor), 263, Jublee Road, Enayet Bazar, Chittagng.
13	Khatungonj Branch Salma Tower (3rd floor), 398/A, Khatungonj, Chittagong.
14	Agrabad Branch K.M. Tower(4 th Floor), 76-77, Agrabad C/A, Chittagong
15	Naya Paltan Branch Navana Rahim Ardent (2nd floor), Suite # B2, 185, Shahid Syed Nazrul Islam Sharani, Dhaka.
16	Paltan Branch Nurjaham Sharif Pflaza (7th floor), 34, Purana Paltan,Dhaka-1000
17	Dilkusha Branch 58, Dilkusha C/A (7th floor), Dhaka.
18	Topkhana Road Br. Tropicana Tower (6th floor), 218, Shahid Syed Nazrul Islam Sharni (45, Topkhana Road), Dhaka.
19	Norshigdi Branch 594, Jail gate (3rd floor), Room # 1/B, Velanagar Bus stand, Nonshingdi.
20	Kakrail Branch Akram Tower (11th Floor), 199, Shahid Syed Nazrul Islam Sharani, Bijoy Nagar, Dhaka

Export possibilities and export obligations:

EIL doesn't have any export obligation.

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

In Bangladesh a number of listed companies are engaged in insurance sector. Major competitors are:

1. Pragati Insurance Ltd	6. Dhaka Insurance Limited
2. Prime Insurance Company Ltd.	7. Continental Insurance Ltd.
3. Global Insurance Company Ltd.	8. City General Insurance Co. Ltd.
4. Paramount Insurance Company Ltd.	9. Bangladesh National Insurance Company Limited
5. Bangladesh General Insurance Company Ltd.	10. Reliance Insurance Ltd etc.

Apart from this, as per annual report of the listed securities and audited financial statements of Express Insurance Limited, the revenue are presented below:

Figure in Million

Name of the Company	Revenue(TK) (Gross Premium)	Percentage
1. Express Insurance Ltd	400.66	1.52
2. Rupali Insurance Ltd	844.71	3.33
3. Global Insurance Company Ltd.	226.27	0.89
4. Paramount Insurance Company Ltd.	168.58	0.66
5. Bangladesh General Insurance Company Ltd.	683.75	2.69

Total Revenue of Insurance Sector: TK. 25392.00 million during year of 2017

Source: Bangladesh Insurance Association

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

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

Contingency Plan in case of any disruption:

Its product is a service and its raw materials are human resources. In our country there is huge supply of educated manpower and different institutions including BIA and Dhaka University have been providing higher degree in insurance at present days. Therefore, there is no possibility of disruption of service

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

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

Contingency Plan in case of any disruption:

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

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

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

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

Not applicable in this type of business.

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

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

Declaration Regarding Contract with Principal Suppliers or Customers

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

Sd/-
Md. Obaidul Akbar
Sr. AGM & CFO

Sd/-
K. M. Saidur Rahman
Managing Director & CEO

Sd/-
Md. Abdul Awal
Chairman

Dated: July 11, 2019
Dhaka

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

EIL has several regulatory licenses and certificates in order to continue its operations. The table shows list of licenses:

SL No.	Particulars	License Issuer/Issuing Authority	Certificate/ License No.	Issue Date	Validity Expired On
01	Insurance Business License	Department of Insurance (Now Insurance Development and Regulatory Authority)	No.CR-13/2000	May 18, 2000	31 December 2020
02	Trade License	Dhaka South City Corporation, Revenue Division	275564/2019	January 07, 2020	30 June, 2020
03	TIN Certificate	National Board of Revenue	214124981218	May 12, 2014	N/A
04	VAT Reg. No.	Customs, Excise & VAT Commissionerate, Dhaka (south)	BIN.000251279	6 June 2017	N/A
05	NOC	Insurance Development and Regulatory Authority	বীঃউঃনিঃক/নন- লাইফ/২৩৬৪/২০১৩.১ ৩৭৮	২৪ এপ্রিল, ২০১৭	প্রযোজ্য নয়

EIL has 20 branches and their license No., Validity, address is described as below:

Name of Br.	Address	Trade License No. & Issuing Authority	Validity Expired/ To be Expired on
Local Office Branch	28, Dilkusha C/A (16th floor), Suit # 1602, Dhaka	263755/2019 Dhaka South City Corporation	30 June, 2020
Motijheel Branch	Paramount Heights (5th floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka	256058/2019 Dhaka South City Corporation	30 June, 2020
Dilkusha Branch	58, Dilkusha C/A (7 th floor), Dhaka	322585/2019 Dhaka South City Corporation	30 June, 2020
Naya Paltan Branch	Navana Rahim Ardent, Suite # B2 (2 nd Floor), 185, Shahid Syed Nazrul Islam Sharani, Dhaka	233958/2019 Dhaka South City Corporation	30 June, 2020
DIT Avenue Branch	Lal Bhaban (9 th floor), 18, Rajuk Avenue, Dhaka-1000	263733/2019 Dhaka South City Corporation	30 June, 2020
B.B Avenue Branch	20, B.B. Avenue (3rd floor), Dhaka	232350/2019 Dhaka South City Corporation	30 June, 2020
Principal Branch	6, Motijheel C/A, (4 th floor), Dhaka.	322575/2019 Dhaka South City Corporation	30 June, 2020
Paltan Branch	Nurjaham Sharif Plaza (7th floor), 34, Purana Paltan, Dhaka-1000	256054/2019 Dhaka South City Corporation	30 June, 2020
Malibag Branch	Manhattan Tower (3rd floor), 83, Siddeswary Circular Road, Malibagh, Dhaka	253815/2019 Dhaka South City Corporation	30 June, 2020
Topkhana Branch	Tropicana Tower (6th floor), 218, Shahid Syed Nazrul Islam Sharani (45, Topkhana Road), Dhaka	232336/2019 Dhaka South City Corporation	30 June, 2020
VIP Road Branch	Shatabdi Centre (8th floor), Room # 8/G292, Inner Circular Road, Dhaka	263690/2019 Dhaka South City Corporation	30 June, 2020
Hatkhole Branch	33/1, Hatkhola Road (1st floor), Dhaka	231317/2019 Dhaka South City Corporation	30 June, 2020
Narayangonj Branch	Narayangonj Branch Gowsia Complex (1st floor), S.M.Maleh Road, Narayangonj	23553 Narayangonj City Corporation	30 June, 2020
Bangshal Branch	2, Shahid Syed Nazrul Islam Sharani(4th Floor), Bangshal, Dhaka	236942/2019 Dhaka South City Corporation	30 June, 2020
Kawran Bazar Branch	57/E, Kazi Nazrul Islam Avenue (1st floor), Kawran Bazar, Dhaka	022963 Dhaka North City Corporation	30 June, 2020
Khatungonj Branch	Salma Tower (3rd floor), 398/A, Khatungonj, Chittagong	064405 Chittagong City Corporation	30 June, 2020
Narsingdi Branch	594, Jail gate (3rd floor), Room # 1/B, Velanagar Bus stand, Narsingdi	92/2019-2020 Cinishpur Union Porishod, Narsingdi	30 June, 2020
Jubilee Road Branch	Wazico Tower (4th floor), 263, Jubilee Road, Enayet Bazar, Chittagong	23256 Chittagong City Corporation	30 June, 2020
Agrabad Branch	76/77, K.M. Tower Agrabad, Chittagong	153597 Chittagong City Corporation	30 June, 2020
Kakrail Branch	Akram Tower (11th Floor), 199 Shahid Syed Nazrul Islam Sharani, Bijoynagar, Dhaka	232320/2019 Dhaka South City Corporation	30 June, 2020
Head Office	Al-Razi Complex (9 th & 10 th floor), 166-167, Shahid Syed Nazru Islam Sharani, Bijoynagar, Dhaka.	275564/2019 Dhaka South City Corporation	30 June, 2020

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

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

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

As per audited accounts

Monthly Salary Range	No. of Employees		No. of Part Time/Full Time Employee
	31.12.2018	31.12.2017	
Below Taka 72,000 per year		-	All the employees are full time employees
Taka 72,000 and above	585	580	
Total	585	580	

(xviii) A brief description of business strategy;

- ✓ Emphasizing on creating a quality administrative, organizational and operational platform to practice good insurance business;
- ✓ Everyone has a good idea of the decisions and actions for which he or she is responsible;
- ✓ Important information about the competitive environment gets to head office quickly;
- ✓ Continuing regular business operation through complying regulator's guidelines and compliances;
- ✓ Information flows freely across organizational boundaries;
- ✓ Striving for making clients(policy holders permanent);
- ✓ Setting up of work program for sustainable development of the Company

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

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

Sl. No.	Description
1	Fire Insurance Revenue
2	Marine Insurance Revenue
3	Motor Insurance Revenue
4	Misc. Insurance Revenue

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

(e) Description of Property

The Company possesses the following fixed assets at written down value as per audited accounts

(Annexure-A):

(Amount in BDT)	
PARTICULARS	Written down value as on 31.12.2018
Land & Building	130,138,851
Furniture and Fixture	2,561,994
Office Decoration	7,225,334
Office Equipment	311,057
Computer with printer	2,016,332
Crockeries and Cutleries	30,308
Motor Vehicles	10,971,295
Telephone Installation	87,121
Electric Equipment	484,865
Air Condition	2,622,247
Total	156,449,403

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

The company has its own floor space of 10,700 Sqft at 9th and 10th floor of Al – Razi Complex, 166-167, Shahid Sayed Nazrul Islam Sharani, Bijoy Nagar, Dhaka-1000 and 20 number of Branch Offices at different districts / city areas of Bangladesh. It is to be noted here that all the branch offices are situated in rented premises under operating lease agreement. Most of the assets as mentioned above are located at its head office i.e. at 9th and 10th floor of Al – Razi Complex, 166-167, Shahid Sayed Nazrul Islam Sharani, Bijoy Nagar, Dhaka-1000, Bangladesh. Some other assets are located its twenty branch offices around the country. All properties as mentioned in fixed assets schedule are owned by the company.

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

All properties as mentioned in Fixed Assets Schedule are owned by the Company.

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

Deed No.	Date of purchase	Mutation date	Last date of current rent (খাজনা)	C.S. Dag No.	Deed Value	Registration & Other Cost in Tk.	Area of land (Decimal)	Current use
2685	22.06.2011	20.10.2013	10.12.2018 for Bangla year up to 1428	44,52, 53,54	3,53,45,200	47,18,308	10,700 sqft floor space	Corporate Head office

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

Name of the persons from whom the lands has been acquired	Cost of acquisition	Relations
Abed Holdings Ltd.	Tk. 40,063,508	No relation.

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

The Company has received all the approvals pertaining to use of the land.

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

There is no mortgage or any type of charge on the property of EIL.

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

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

Sl. No.	Name of the Office/Branch and Address	Area (sft)	Rent per sft.(Tk.)	Period of Lease	Monthly Amount (Tk.)
1	Local Office 28, Dilkusha C/A (16th floor), Suit # 1602, Dhaka.	1,350	35.00	01.05.2019 to 30.04.2022	47,250.00
2	Motijheel Branch Paramount Heights (5th floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka.	1,182	46.00	01.06.2019 to 31.05.2022	54,372.00
3	DIT Road Branch Lal Bhaban (9th floor), 18, Rajuk Avenue, Dhaka	795	50.00	3Years 01.08.2018 to 31.07.2021	39,750.00
4	Principal Branch 6, Motijheel C/A.(4th floor), Dhaka	600	-	02 years 01.09.2018 to 31.08.2020	23,100.00
5	VIP Road Branch Shatabdi Centre (8th floor), Room # 8/G292, Inner Circular Road, Dhaka	612	35.00	03 years 01.08.2019 to 31.07.2022	21,420.00

6	Malibagh Branch Manhattan Tower (3rd floor), 83, Siddeswary Circular Road, Malibagh, Dhaka.	1,400	27.00	03 years 01.02.2018 to 31.01.2021	37,800.00
7	Bangshal Branch 92, Shahid Syed Nazrul Islam Sharani (4th Floor), Bangshal, Dhaka.	680	25.00	01 year 01.01.2020 to 31.12.2020 (Renewal is under process)	17,000.00
8	B.B.Avenue Branch 20, B.B. Avenue (3rd floor), Dhaka.	1,000	44.00	03 years 01.02.2018 to 31.01.2021	44,000.00
9	Kawran Bazar Branch 57/E, Kazi Nazrul Islam Avenue (1st floor), Kawran Bazar, Dhaka	688	-	03 years 01.08.2018 to 31.07.2021	38,000.00
10	Hatkola Branch 33/1, Hatkhola Road (1st floor), Dhaka.	600	38.00	03 years 01.03.2018 to 28.02.2021	22,800.00
11	Narayangonj Branch Gowsia Complex (1st floor), S.M.Maleh Road, Narayangonj	550	38.00	03 years 01.03.2020 to 28.02.2023	20,900.00
12	Jublee Road Branch Wazico Tower (4th floor), 263, Jublee Road, Enayet Bazar, Chittagong.	860	25.00	03 years 01.12.2019 to 30.11.2022 (Renewal is under process)	21,500.00
13	Khatungonj Branch Salma Tower (3rd floor), 398/A, Khatungonj, Chittagong.	900	30.00	01.04.2019 to 31.03.2022	27,000.00
14	Agrabad Branch K.M. Tower(4 th Floor), 76-77, Agrabad C/A, Chittagong	1109	40.00	3years 01.10.2017 to 30.09.2020	44,360.00
15	Naya Paltan Branch Navana Rahim Ardent (2nd floor), Suite # B2, 185, Shahid Syed Nazrul Islam Sharani, Dhaka.	837	52.50	03 years 01.08.2018 to 31.07.2021	43,942.00
16	Paltan Branch Nurjaham Sharif Pflaza (7th floor), 34, Purana Paltan, Dhaka-1000	815	30.00	06 years 01.04.2014 to 31.03.2020	24,450.00
17	Dilkusha Branch 58, Dilkusha C/A (7th floor), Dhaka.	1,100	35.00	03 years 01.04.2018 to 31.03.2021	38,500.00
18	Topkhana Road Br. Tropicana Tower (6th floor), 218, Shahid Syed Nazrul Islam Sharni (45, Topkhana Road), Dhaka.	660	38.00	03 years 01.03.2017 to 28.02.2020	25,080.00
19	Norsingdi Branch 594, Jail gate (3rd floor), Room # 1/B, Velanagar Bus stand, Nonsingdi.	700	12.15	03 years 01.01.2018 to 31.12.2021	9000.00
20	Kakrail Branch Akram Tower 11 th Floor 199 Shahid Syed Nazrulk Islam Sharoni, Bijor Nagor Dhaka	1045	-	05 Years 01.03.2018 to 28.02.2023	50,000.00

(viii) Dates of purchase of plant and machineries along with sellers name, address, years of sale, condition when purchased, country of origin, useful economic life at purchase and remaining economic life, purchase price and written down value

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

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

There are no machineries required to be bought by EIL.

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

There is no such machineries which is yet to be delivered to EIL.

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

EIL has no plant and hence this information is applicable here.

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

EIL has no machineries and hence this information is not applicable here.

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

**PHYSICAL VERIFICATION REPORT BY THE ISSUE MANAGERS
OF
EXPRESS INSURANCE LIMITED**

This is to certify that we have visited the Registered and Head office of Express Insurance Limited on 16 April 2018.

Visiting and accompanying Team:

Particulars		Representative
Visited by	AAA Finance and Investment Ltd.	Mohammad Obaydur Rahman , FCS Managing Director
		Md. Khalid Hossain Deputy General Manager
	IIDFC Capital Limited	Mohammad Saleh Ahmad Chief Executive Officer
		Mr. Md. Mushfiqur Rahman Manager
	BLI Capital Limited	Md. Israil Hossain ACS Managing Director
		Mr. Mohammad Mofizul Islam SVP & Head of Operations
Accompanied by	Express Insurance Limited	K. M. Saidur Rahman Managing Director & CEO
		Md. Liaquat Ali Khan Company Secretary

We have found the Registered & Head office as details bellow:

Registered & Head Office:

Al -Razi Complex, 166-167, Shahid Sayed Nazrul Islam Sharani, Bijoy Nagar, Dhaka-1000

Description of Business:

Express Insurance Limited (EIL) was incorporated in Bangladesh on March 30, 2000 under the Companies Act, 1994 as a public company limited by shares for carrying out all kinds of general insurance activities. EIL was granted Certificate of Commencement of Business on March 30, 2000 for general insurance business. The Authorized capital of the Company is Tk. 75.00 crore consisting of 75,000,000 ordinary shares of Tk. 10 each.

Since its establishment in 2000 as one of the leading general insurance companies in the private sector, the Company has within a short span of time established itself as one of the most reputed and trustworthy insurance companies in the country. Selective underwriting and prompt settlement of claims have contributed towards building up a very respectable image of the Company within the business community. The Company has 20 branches throughout the country.

Description of Property:

Among others, we have identified the major properties of Express Insurance Limited are as follows:

1) Office Building:

Express Insurance Limited is utilizing 10,700 Sft floor place for its Corporate Head Office owned by itself on 9th to 10th floor of 15th storied Al – Razi Complex, 166-167, Shahid Sayed Nazrul Islam Sharani, Bijoy Nagar, Dhaka- 1000. The office is well equipped with modern class of furniture and amenities.

2) Land:

The Company owns the proportionate amount of undivided and undemarked land with common spaces, common rights, common facilities and parking for 10,700 sqft floor space at Al – Razi Complex, 166-167, Shahid Sayed Nazrul Islam Sharani, Bijoy Nagar, Dhaka-1000.

3) Vehicle:

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

Vehicle Number & Name	Model	Purchase Value
DM GHA-13-3357 RAV-4	2004	2,900,000
DM GHA-13-2509 HONDA-CRV	2003	2,350,000
DM GHA-11-9946 TOYOTA-RUSH	2007	1,700,000
MD GA-33-9285 TOYOTA-ALLION	2010	3,250,000
MD GA-35-0868 TOYOTA-ALLION	2010	2,620,000
MD GA-35-5091 TOYOTA-AXIO G	2008	1,750,000
DM GA-29-3218 TOYOTA-X-COROLLA	2004	1,100,000
DM GA-21-4605 TOYOTA-X-COROLLA	2003	1,000,000
DM GA-19-9822 TOYOTA-X-COROLLA	2004	1,000,000
DM GA-19-9821 TOYOTA-X-COROLLA	2003	1,000,000
DM GA-19-5519 TOYOTA-PROBOX	2002	500,000
DM GA-32-3076 TOYOTA-ALLION	2012	2,315,000
DM GA-32-3293 TOYOTA-ALLION	2012	2,315,000
DM GA-32-3350 TOYOTA-ALLION	2012	2,315,000
DM GA-32-6374 TOYOTA-AXIO G	2013	1,900,000

Other assets:

Besides, these assets we have also found other assets like furniture and fixture, electrical installation and equipment's, computers, generators, office equipment, fire equipment, air conditions, air coolers and other assets as mentioned in the fixed assets schedule of the audited financial statements for the year ended December 31, 2018.

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

Signboard:

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

We also visited the branches of Express Insurance Limited which are well equipped with manpower and other logistic supports.

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

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

Sd/-
Md. Israil Hossain ACS
 Managing Director
 BLI Capital Limited

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

The Company has no intellectual property right or intangible asset.

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

There is no other property except the schedule of properties as mentioned in the fixed asset schedule.

(f) Plan of operation and discussion of financial conditions

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

EIL is in operation.

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

Plan of operation and discussion of financial condition

Revenues and result from operation, Statement of Financial position, changes in financial position and statement of cash flow of the company for last five years is given as under:

Revenues and results from operation

SL. No.	Particulars	2018	2017	2016	2015	2014
01	Revenue (Premium Income)	408,889,052	400,656,661	385,273,598	400,291,000	420,337,026
02	Gross Profit (U/W Profit)	55,233,465	41,012,024	57,482,512	67,017,499	96,474,148
03	Net Profit before Tax	76,807,272	70,242,874	74,264,330	86,505,360	115,789,736
04	Net Profit after Tax	43,841,610	46,766,229	49,264,330	56,505,360	85,789,736
05	Earnings per share-Basic	1.12	1.20	1.26	1.44	2.64
Statement of financial position						
01	Total Assets	1,107,884,003	1,087,247,342	1,086,965,242	1,032,439,653	974,862,558
02	Total Liabilities	375,638,418	344,235,143	344,854,716	338,515,859	337,444,124
03	Shareholder's Equity	732,245,585	743,012,199	742,110,526	693,923,794	637,418,434
04	NAV per share with revaluation reserve	18.72	18.99	18.97	17.74	19.55
05	NAV per share without revaluation reserve	16.65	16.51	16.44	15.15	16.39
Changes in financial position						
01	Share Capital	391,184,640	391,184,640	391,184,640	391,184,640	325,987,200

02	Share Premium		-	-	-	-
03	Revaluation Reserve	80,975,293	97,209,235	99,193,097	101,217,446	103,283,108
04	Retained Earnings	87,491,412	86,024,083	88,138,548	47,927,467	69,553,885
Statement of Cash flow						
01	Net Cash flow from operating activities	30,478,690	64,683,822	56,752,028	6,609,341	96,779,597
02	Net Cash flow from investing activities	4,334,557	524,904	(10,480,823)	(7,327,360)	(8,511,402)
03	Net Cash flow from financing activities	(39,118,466)	(45,864,556)	(1,077,598)	-	(65,197,440)

a) Internal and External Source of Cash

For the year ended 31st December 2018, 2017, 2016, 2015, 2014 respectively
Internal and External Source of cash

AS per Audited Accounts					
Particulars	As of Dec 31, 2018	As of Dec 31, 2017	As of Dec 31, 2016	As of Dec 31, 2015	As of Dec 31, 2014
		(Amount in BDT)	(Amount in BDT)	(Amount in BDT)	(Amount in BDT)
Internal Source of Cash:					
Share Capital	391,184,640	391,184,640	391,184,640	391,184,640	325,987,200
Share Premium	-	-	-	-	-
Retained Earnings	87,491,412	86,024,083	88,138,548	47,927,467	69,553,885
Sub-Total	478,676,052	477,208,723	479,323,188	439,112,107	395,541,085
External Source of cash:					
Term Loan	-	-	-	-	-
Lease Liability	-	-	-	-	-
Short term Borrowings	-	-	-	-	-
Sub-Total	-	-	-	-	-
GRAND TOTAL	478,676,052	477,208,723	479,323,188	439,112,107	395,541,085

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

The Company has not yet made any material commitment for capital expenditure except for those that are mentioned under the head “Use of Proceeds” from IPO fund.

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

Particulars	31.12.2018	Change (%)	31.12.2017	Change (%)	31.12.2016	Change (%)	31.12.2015	Change (%)	31.12.2014
Premium(Revenue)	408,889,052	2.05%	400,656,661	3.99%	385,273,598	-3.75%	400,291,000	-4.77%	420,337,026
Operating Expense	238,295,688	-3.30%	246,423,607	3.31%	238,534,607	-1.95%	243,284,052	7.37%	226,587,859
Net Income	76,807,272	9.35%	70,242,874	-5.42%	74,264,330	-14.15%	86,505,360	-25.29%	115,789,736

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

d) Any seasonal aspects of the issuer’s business

There is no seasonal aspect in insurance business in the country except some pressure in the post-budget import finance insurance.

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

There are not any known trends, events or uncertainties that may affect company's business. However, the business may have following uncertainties- natural disaster, and political unrest, increased competition etc.

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

No asset of the Company has been disposed to pay off any liability.

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

No loan taken from or given to any related party or connected person of the issuer

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

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

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

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

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

VAT: EIL has Business Identification Number (BIN) 000251279 under area code no. Dhaka (South). The company has no any outstanding VAT as on 31 Dec 2018.

Duty or other tax liabilities: Customs duty is not applicable for this type of business.

Income Tax: The TIN number of the Company is **2141 2498 1218** (old TIN **211-201-2523/LTU/Dhaka**). Year wise income tax status of the Company is depicted below as per the audited accounts of December 31, 2018:

Assessment Year	Income Year	Tax Paid as per Return (Tk.)	Extra Tax demand as per Assessment Order			Current Status
			Tax (Tk.)	Interest (Tk.)	Total (Tk.)	
2019-2020	2018	-	-	-	-	Income tax return has not been submitted
2018-2019	2017	16,812,741	-	-	-	Income tax return has been submitted but assessment not yet completed by income tax authority
2017-2018	2016	26,077,097	-	-	-	Income tax return has been submitted but assessment not yet completed by income tax authority
2016-2017	2015	30,389,778	-	-	-	Income tax return has been submitted but assessment not yet completed by income tax authority
2015-2016	2014	40,710,637	-	-	-	Income tax return has been submitted but assessment not yet completed by income tax authority
2014-2015	2013	39,515,056	36,208,603	4,510,416	40,719,019	The Company has appealed on 21.03.2018 against the order of Taxes Commissioner (Appeal), which is pending in the office of The Taxes Appellate Tribunal
2013-2014	2012	38,658,500	34,199,102	6,036,586	40,235,688	The Company has appealed against on 28.04.2016 the order of Taxes Commissioner (Appeal), which is pending in the office of The Taxes Appellate Tribunal
2012-2013	2011	28,593,427	13,558,723	602,137	14,160,860	The Company has appealed on 17.08.2016 against the order of Taxes Appellate Tribunal, which is pending in the Hon'ble High Court.

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

The Company does not or did not have entered into any financial commitment including lease commitment during last 5 years except following:

Name of the Lessor	Type of loan (Description of Car)	Amount of loan	Rate of interest	Sanction Date	Amount of installment (Monthly)	Outstanding Balance on 31.12.2018
IDLC Finance Limited	1. Dhaka Metro-Gha-13-2509, Honda CRV 2. Dhaka Metro-Gha-13-2510, Honda CRV 3. DhakaMetro-Gha-13-2515, Honda CRV	72,00,000	20%	25.07.2009	1,71,920	Settled on 25.07.2014

However, the company has several operating lease agreements for its following 20 branch offices:

Sl. No.	Name of the Office/Branch and Address	Area (sft.)	Rent per sft.(Tk.)	Period of Lease	Monthly Amount (Tk.)
1	Local Office 28, Dilkusha C/A (16th floor), Suit # 1602, Dhaka	1,350	35.00	01.05.2019 to 30.04.2022	47,250.00
2	Motijheel Branch Paramount Heights (5th floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka	1,182	46.00	01.06.2019 to 31.05.2022	54,372.00
3	DIT Road Branch Lal Bhaban (9th floor), 18, Rajuk Avenue, Dhaka	795	50.00	3 Years 01.08.2018 to 31.07.2021	39,750.00
4	Principal Branch 6, Motijheel C/A. (4th floor), Dhaka	600	-	02 years 01.09.2018 to 31.08.2020	23,100.00
5	VIP Road Branch Shatabdi Centre (8th floor), Room # 8/G292, Inner Circular Road, Dhaka	612	35.00	03 years 01.08.2019 to 31.07.2022	21,420.00

6	Malibagh Branch Manhattan Tower (3rd floor), 83, Siddheswary Circular Road, Malibagh, Dhaka	1,400	27.00	03 years 01.02.2018 to 31.01.2021	37,800.00
7	Bangshal Branch 92, Shahid Syed Nazrul Islam Sharani (4th Floor), Bangshal, Dhaka	680	25.00	01 years 01.01.2020 to 31.12.2020	17,000.00
8	B.B. Avenue Branch 20, B.B. Avenue (3rd floor), Dhaka	1,000	44.00	03 years 01.02.2018 to 31.01.2021	44,000.00
9	Kawran Bazar Branch 57/E, Kazi Nazrul Islam Avenue (1st floor), Kawran Bazar, Dhaka	688	-	03 years 01.08.2018 to 31.07.2021	38,000.00
10	Hatkola Branch 33/1, Hatkhola Road (1st floor), Dhaka	600	38.00	03 years 01.03.2018 to 28.02.2021	22,800.00
11	Narayangonj Branch Gowsia Complex (1st floor), S.M.Maleh Road, Narayangonj	550	38.00	03 years 01.03.2020 to 28.02.2023	20,900.00
12	Jublee Road Branch Wazico Tower (4th floor), 263, Jublee Road, Enayet Bazar, Chittagong	860	25.00	03 years 01.12.2019 to 30.11.2022	21,500.00
13	Khatungonj Branch Salma Tower (3rd floor), 398/A, Khatungonj, Chittagong	900	30.00	01.04.2019 to 31.03.2022	27,000.00
14	Agrabad Branch K.M. Tower (4 th Floor), 76-77, Agrabad C/A, Chittagong	1109	40.00	3 years 01.10.2017 to 30.09.2020	44,360.00
15	Naya Paltan Branch Navana Rahim Ardent (2nd floor), Suite # B2, 185, Shahid Syed Nazrul Islam Sharani, Dhaka	837	52.50	03 years 01.08.2018 to 31.07.2021	43,942.00
16	Paltan Branch Nurjaham Sharif Pflaza (7th floor), 34, Purana Paltan, Dhaka-1000	815	30.00	06 years 01.04.2014 to 31.03.2020	24,450.00
17	Dilkusha Branch 58, Dilkusha C/A (7th floor), Dhaka	1,100	35.00	03 years 01.04.2018 to 31.03.2021	38,500.00
18	Topkhana Road Br. Tropicana Tower (6th floor), 218, Shahid Syed Nazrul Islam Sharni (45, Topkhana Road), Dhaka	660	38.00	03 years 01.03.2017 to 28.02.2020	25,080.00
19	Norsingdi Branch 594, Jail gate (3rd floor), Room # 1/B, Velanagar Bus stand, Narsingdi	700	12.15	03 years 01.01.2018 to 31.12.2021	9000.00
20	Kakrail Branch Akram Tower 11 th Floor 199 Shahid Syed Nazrul Islam Sharoni, Bijor Nagor Dhaka	1045	-	5 Years 1.03.208 to 28.02.2023	50,000.00

l) Details of all personnel related schemes for which The Company has to make provision for in future years

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

- a) **Group Insurance Benefit:** The Company has arrangement of a group insurance with Metlife (Alico) for its permanent employees.
- b) **Provident Fund& Gratuity:** The Company operates a Contributory Provident Fund for its permanent employees, provision for which are being made monthly as rules administered by a Board of Trustee in which eligible employees contribute @ 10% of Basic Salary. The company also makes equal contribution to the said Provident Fund. Gratuity Scheme for the permanent employees is considered to be introduced very soon.
- c) **Bonus: In Each Eid Employees are given festival Bonus equivalent to one month's basic salary.**
- d) **Maternity Leave:** Female employees are eligible for maternity leave as per Govt. Rules.
- e) **Annual Best Officer Prize:** For encouraging the employees to be good and efficient officers the company gives Annual Best Officer's Prize.
- f) **Cash Incentives to the Successful Marketing Officers:** EIL holds **Annual Business Conference** where company provides cash incentives to the successful Marketing Officers in the conference.

g) Workers' Profit Participation & Welfare Fund:

The company has Introduced **Workers' Profit Participation & Welfare Fund from 29th May, 2017 under** Bangladesh Labor Law, **Workers' Profit Participation and Welfare Fund Act (Amendment) 2013** and provided 5% of its net profit before tax to this fund.

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

Particulars	Basis of Calculation	Amount in BDT
A. Bangladesh Securities & Exchange Commission (BSEC) fees:		
Application Fee	Fixed	50,000
Consent Fee	@0.40% on the IPO amount	1,043,160
B. Fees related to listing with the stock exchanges:		
Prospectus Submission fees to DSE & CSE	Tk. 50,000 each	100,000
Listing fee to DSE & CSE	@ 0.25% up to Tk. 10 crore paid-up capital	500,000
	@0.15% on the rest of paid-up capital (Fees will be minimum Tk. 50,000 and maximum Tk. 10,000,000 for each exchanges)	1,655,924
Annual Fee for DSE & CSE	0.05% on Tk. 100 Crore and 0.02% on the rest of paid-up capital (Total listing fee shall be minimum Tk. 50,000 and maximum Tk. 600,000 for each of the exchanges)	325,988
C. CDBL fees and expenses:		
Security Fee	Fixed	500,000
Documentation Fee	Fixed	2,500
Initial public offering fee	@Tk. 00015 of issue size + Tk. 0.00015 of Pre-IPO	97,797
Annual Fee	Fixed	100,000
Connection Fee (1 year)	Tk. 500 Per Month	6,000
D. Manager to the Issue fees & Underwriting Commission		
Manager to the Issue fee including VAT	Lump-Sum	1,500,000
Underwriting Commission	Commission @0.50% on underwritten amount	456,383
E. Expenses related to printing & Post IPO		
Publication of Prospectus	(Estimated; to be paid at actual)	1,000,000
Publication of Abridged Version of prospectus and notice in 4 National dailies	(Estimated; to be paid at actual)	850,000
Notice for prospectus, Lottery, Refund etc. in 4 National dailies	(Estimated; to be paid at actual)	300,000
Lottery Conduction Expenses including BUET Fee	(Estimated; to be paid at actual)	800,000
Data Processing and Share Software Charge	(Estimated; to be paid at actual)	5,000,000
Courier Expense	(Estimated; to be paid at actual)	200,000
Stationeries Expenses and Other Expenses	(Estimated; to be paid at actual)	512,248
Total		15,000,000

N.B. The above cost is estimated. Actual costs will vary if above mentioned estimates differ and will be adjusted accordingly

n) If the issuer has revalued any of its assets, the name, qualification and experiences of the valuer and the reason for the revaluation, showing the value of the assets prior to the revaluation separately for each asset revalued in a manner which shall facilitate comparison

between the historical value and the amount after revaluation and giving a summary of the valuation report along with basis of pricing and certificates required under the revaluation guideline of the Commission.

The Company made revaluation of its Land and Building as on 29.06.2011 by independent firm i.e. M/S. Aziz Halim Khair Chowdhury & Co, Chartered Accountants to arrive at a fair market value for the purpose of accounting with effect from 30.06.2011. The summary of the revaluation report is as under:

Summary of the Valuation Report:

Particulars	Description	Salient Features	Asset value before Revaluation	Asset value after revaluation	Revaluation Surplus
Land & Building	Head Office, Al- Razi Complex, 166-167, Shahid Sayed Nazrul Islam Sharani, Bijoy Nagar, Dhaka-1000	Area of Flate: 10,700 sft (9 th and 10 th floor)	Tk.40,063,508	Tk.149,800,000	Tk.109,736,492

Particulars of the valuer are as follows:

Particular	Description		
Name of valuer Company	Aziz Halim Khair Choudhury		
Qualification	Chartered Accountants		
Members in the valuation team	Name	Qualification	Position in the Team
	Engr. Md. Toufikul Islam	Engineer IEB No. 18024	Team Leader
	Arch. Rummana Jannat	Architect IEB No. CJ-018	Team Member
	Mr. Mohammed Tohidul Islam	CA Inter(P-1)	Team Member
	Mr. Faruq Ibn Hossain	CA Inter (Knowledge Level)	Team Member
	Mr. Md. Nuruzzaman	MBA (Marketing Expert)	Team Member
Major Works done	RAK Tiles Limited, United Fish Feed Mill Limited, Karnapuli Paper Mill Limited, Bangladesh Gas Field Limited, etc.		
Reasons for valuation	The price of land and building has been substantially changed since its acquisition and revaluation was done due to inflationary trend and change of value of other materials. In these circumstances, the management has decided to revalue its land & building to ascertain the fair market value of the assets.		

AUDITOR'S CERTIFICATE REGARDING VALUATION OF FIXED ASSET

We certify that revaluation of Head Office floor space of **Express Insurance Limited** as at June 29, 2011 carried out by independent valuer **M/S. Aziz Halim Khair Choudhury & Co**, Chartered Accountants have been made and report has been prepared in accordance with Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS) and other applicable laws, rules, regulations and guidelines. We also certify that proper accounting treatments, including provisions, tax and other liabilities have been made; revaluation reserve has been created in the financial statements to consider the valuation as per applicable rules and standards.

The summary of valuation report was as follows:

Particulars	Amount in Taka		
	Cost Value	Revalued Amount	Revaluation Surplus
Name of the Building : Al-Razi Complex Location of the space : 9 th & 10 th Floor Size of Commercial Space: 10700 sft. Proportion area of Land purchased : 1.69 decimal Date of Valuation : June 29, 2011	40,063,508	149,800,000	109,736,492
Total	<u>40,063,508</u>	<u>149,800,000</u>	<u>109,736,492</u>

Dated: Dhaka
30th June 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

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

EIL has no subsidiary nor it is operated under a holding company nor does it have any associate company. Hence, there is no such type of transaction that has taken place.

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

The Company is not a concern of any Group of Companies.

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

Declaration for Insurance Company

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

Sd/-
(Md. Abdul Awal)
Chairman

Sd/-
(Amir Hamza)
Director

Sd/-
(Syed Al Farooque)
Director

Sd/-
(Mahfuza Yunus)
Director

Sd/-
(ABM Kaiser)
Director

Sd/-
(Farida Razzaq)
Director

Sd/-
(Marium Akhter)
Director

Sd/-
(Khalilur Rahman Choudhury)
Director

Sd/-
(Latiful Bari)
Director

Sd/-
(Halima Harun)
Director

Sd/-
(Mr. Md. Shamsur Rahman)
Director

Sd/-
(Feroz Ahmed)
Independent Director

Sd/-
**(Siddique Hossain
Choudhury)**
Independent Director

Sd/-
(K.M. Saidur Rahman)
Managing Director & Chief
Executive Officer

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

AUDITOR'S CERTIFICATE REGARDING ANY ALLOTMENT OF SHARES TO PROMOTERS OR SPONSOR SHAREHOLDERS FOR ANY CONSIDERATION OTHER THAN IN CASH

This is to certify that the Capital structure of “Express Insurance Limited”, has not allotted any shares for consideration other than in cash to any person up to 31 December 2018 are as follows:

SL. No.	Date of Allotment	No. of share	Face Value	Total (Amount in TK.)	Consideration
01	22.09.2008	300,000	10	3,000,000	Bonus Share
02	29.09.2009	756,000	10	7,560,000	Bonus Share
03	03.07.2010	1,764,000	10	17,640,000	Bonus Share
04	27.06.2011	2,205,000	10	22,050,000	Bonus Share
05	25.06.2012	4,851,000	10	48,510,000	Bonus Share
06	13.04.2013	3,492,720	10	34,927,200	Bonus Share
07	10.08.2015	6,519,744	10	65,197,440	Bonus Share
Total		19,888,464		198,884,640	

Dated: Dhaka
30th June 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

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

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

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

Business strategies & future plan of EIL are as follows:

- ✓ Emphasizing on creating a quality administrative, organizational and operational platform to practice good insurance business;
- ✓ Everyone has a good idea of the decisions and actions for which he or she is responsible;
- ✓ Important information about the competitive environment gets to headquarters quickly;
- ✓ Continuing regular business operation through complying regulator's guidelines and compliances;
- ✓ Information flows freely across organizational boundaries;
- ✓ Striving for making clients(policy holders)permanent;
- ✓ Setting up of work program for sustainable development of the Company;
- ✓ To be trusted insurer in insurance business;
- ✓ To acquire large market share in insurance business;

Projected financial statement is not required for EIL.

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

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

There is no significant adjustment given by the auditor during the last financial years. Summary of the financial results and operation is presented below:

(Amount in BDT)

Sl. No.	Particulars	31.12.2018	31.12.2017	31.12.2016	31.12.2015	31.12.2014
1	Current Assets	951,434,600	925,179,488	923,541,760	864,701,916	800,718,803
2	Current Liabilities	277,519,653	242,646,420	246,515,884	231,753,590	225,996,711
3	Non- Current Assets	156,449,403	162,067,854	163,423,482	167,737,737	174,143,755
4	Non – Current Liabilities	-	-	-	-	-
5	Revenue	408,889,052	400,656,661	385,273,598	400,291,000	420,337,026
6	Gross Profit (Underwriting Profit)	55,233,465	41,012,024	57,482,512	67,017,499	96,474,148
7	Net Profit Before Tax	76,807,272	70,242,874	74,264,330	86,505,360	115,789,736
8	Net Profit after Tax	43,841,610	46,766,229	49,264,330	56,505,360	85,789,736
9	NAV per share	18.72	18.99	18.97	17.74	19.55
10	Earnings per Share	1.12	1.20	1.26	1.44	2.64

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

Major items of income:

Particulars	31.12.2018	31.12.2017	31.12.2016	31.12.2015	31.12.2014
Premium(Revenue)	408,889,052	400,656,661	385,273,598	400,291,000	420,337,026
Underwriting Profit	55,233,465	41,012,024	57,482,512	67,017,499	96,474,148
Other Income	43,773,821	45,692,526	34,843,908	41,701,275	45,893,907

Major items of Expenditure:

Particulars	31.12.2018	31.12.2017	31.12.2016	31.12.2015	31.12.2014
Operating Expense	238,295,688	246,423,607	238,534,607	243,284,052	226,587,859
General & Administrative Expenses	17,244,733	16,461,676	20,378,528	20,883,076	26,578,319
Financial Expenses(Interest on Lease)	-	-	-	-	307,052

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

The income and sales on account of major products or services are as follows:

Sl. No.	Description	31.12.2018	31.12.2017	31.12.2016	31.12.2015	31.12.2014
1.	Fire Insurance Revenue	128,743,409	134,301,625	109,387,376	111,505,344	137,879,285
2.	Marine (Cargo) Insurance Revenue	106,596,424	141,437,768	175,697,079	187,049,661	202,992,537
3.	Motor Insurance Revenue	120,933,246	90,522,930	71,554,238	73,503,816	53,890,447

N.B. As described in note no. 24.01 in the audited accounts of December 31, 2018 total amount of premium collected Tk 408,889,052.

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

EIL earns no other income in their normal course of business which constitutes more than 10% of the total income, i.e., recurring or non-recurring.

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

Material part of the income of EIL is not dependent upon a single customer or a few major customers.

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

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

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

Amount in BDT

Particulars	31.12.2018	% Change	31.12.2017	% Change	31.12.2016	% Change	31.12.2015	% Change	31.12.2014
Premium(Revenue)	408,889,052	2.05%	400,656,661	3.99%	385,273,598	-3.75%	400,291,000	-4.77%	420,337,026
Underwriting Profit	55,233,465	34.68%	41,012,024	-28.65%	57,482,512	-14.23%	67,017,499	-30.53%	96,474,148
Other Income	43,773,821	-4.2%	45,692,526	31.13%	34,843,908	-16.44%	41,701,275	-9.14%	45,893,907
Operating Expense	238,295,688	-3.3%	246,423,607	3.31%	238,534,607	-1.95%	243,284,052	7.37%	226,587,859
General & Administrative Expenses	17,244,733	4.76%	16,461,676	-19.22%	20,378,528	-2.42%	20,883,076	-21.43%	26,578,319
Financial Expenses(Interest on Lease rental)	-	-	-	-	-	-	-	-	307,052
Profit before Tax	76,807,272	9.35%	70,242,874	-5.42%	74,264,330	-14.15%	86,505,360	-25.29%	115,789,736
Net Profit After Tax	43,841,610	-6.25%	46,766,229	-5.07%	49,264,330	12.81%	56,505,360	-34.14%	85,789,736

Causes for Changes in revenues: As it can be observed from the above table, Premium income has increased due to better management of business and other operations during the year. Also, the company could employ efficient marketing strategy to increase its premium income.

Causes for Changes in Underwriting Profit: Underwriting Profit is showing a decreasing trend due to arrival of seven new general insurance companies in the market and macro-economic scenario of Bangladesh.

Causes for Changes in operating expenses: The operating expense of the company increased in 2017 than previous years because of increase of salary & other allowances and other administrative expenses in line with the increase of sales.

Causes for Changes in net income: Although the insurance premium of the company has increased but the marketing and others expenditures have increased in order to cope up with the market. The market developing expenses of the company have increased as well. Moreover, there is a significant impact of the inflation on the expenses can be observed as well. However, the management has taken all steps to increase its premium income this year. New marketing peoples have been recruited and new motivation package has also been declared for increase of premium income.

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

In EIL there is no unusual or infrequent event or transaction including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.

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

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

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

At present there are no known trends, events and/or uncertainties that shall have a material impact on the company's future business except for those which are naturally beyond control of human being.

There are no known trends in customer preferences that may affect company's operations. However, political unrest, hartal, and power crisis are the known events that may affect the company's business.

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

We are aware of the fact that future is always uncertain that affect business and plan as well. Hence, any change in cost will be reflected in sales price.

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

The Premium income (Sales/turnover) of EIL has not been substantially increased, new product/service has not been launched and sales price has not been increased

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

As per Insurance Year Book 2015 General Insurance industry turnover of Bangladesh including Shadharan Bima Corporation (SBC) is BDT 26,380.95 million for the year 2015.

Source: Bangladesh Insurance Association (BIA)

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

The Company did not announce new products or business segment.

8) The extent to which the business is seasonal; The business is not a seasonal business.

w) Defaults or rescheduling of borrowings with financial institutions/banks, conversion of loans into equity along with reasons thereof, lock out, strikes and reasons for the same etc.

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

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

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

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

There was no injunction or restraining order.

z) Technology, market, managerial competence and capacity built-up; EIL will keep pace with the above factors where and when requires.

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

In the last three years, the management of the Company has not change any accounting policies

bb) Significant Developments subsequent to the last financial year:

**DECLARATION REGARDING SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR
(DECEMBER 31, 2018)**

This is to declare that, there have been no circumstances arisen since the date of the last financial statements **(December 31, 2017)** as disclosed in the prospectus and which materially and adversely affect or is likely to affect the trading or profitability of the issuer, or the value of its assets, or its ability to pay its liabilities within the next twelve months.

Sd/-
(Md. Abdul Awal)
Chairman

Sd/-
(Amir Hamza)
Director

Sd/-
(Syed Al Farooque)
Director

Sd/-
(Mahfuza Younus)
Director

Sd/-
(ABM Kaiser)
Director

Sd/-
(Farida Razzaq)
Director

Sd/-
(Marium Akhter)
Director

Sd/-
(Khalilur Rahman Choudhury)
Director

Sd/-
(Latiful Bari)
Director

Sd/-
(Halima Harun)
Director

Sd/-
(Mr. Md. Shamsur Rahman)
Director

Sd/-
(Feroz Ahmed)
Independent Director

Sd/-
**(Siddique Hossain
Choudhury)**
Independent Director

Sd/-
(K.M. Saidur Rahman)
Managing Director & Chief
Executive Officer

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

Express Insurance Limited

Statement of Financial Position (Un-Audited)

As at 30 September, 2019

Particulars	30-09-2019	31-12-2018
	Taka	Taka
ASSETS :		
Investment	66,618,374	55,633,990
Interest Accrued	15,999,503	21,522,026
Amount due from other persons	80,899,997	69,945,148
Sundry Debtors	278,598,122	261,534,491
Cash & Cash equivalent	553,891,627	541,158,180
Fixed Assets	151,791,953	156,449,403
Stock of Stationery	850,403	632,995
Insurance Stamps in hand	1,213,450	1,007,770
TOTAL ASSETS	1,149,863,429	1,107,884,003
EQUITY & LIABILITIES :		
Share Capital	391,184,640	391,184,640
Reserve for Exceptional loss	177,594,241	172,594,241
Revaluation Surplus	79,546,318	80,975,293
Profit & Loss Appropriation A/C	90,895,211	87,491,412
Total Equity	739,220,410	732,245,586
Balance of Funds	105,671,711	98,118,765
Current Liabilities :		
Premium Deposit	4,940,456	1,720,256
Reserve for Worker's Profit Participation Fund	6,337,153	6,997,388
Outstanding Claims	6,787,022	3,537,278
Amount due to other persons or bodies Carrying on insurance business	67,110,438	52,708,283
Sundry Creditors	5,368,000	5,628,209
Deferred Tax Liability	22,582,898	22,582,898
Provision for Income Tax	191,845,341	184,345,341
Total Current Liabilities	304,971,308	277,519,653
TOTAL EQUITY & LIABILITIES	1,149,863,429	1,107,884,003
Net Assets Value (NAV) Per Share	18.90	18.72

Sd/-
Chairman

Sd/-
Director

Sd/-
Chief Executive Officer

Sd/-
Company Secretary

Sd/-
DGM & CFO

Dhaka.
Dated: October 28, 2019

Express Insurance Limited

Statement of Comprehensive Income (Un-Audited)

For the period ended 30 September, 2019

Particulars	30-09-2019	30-09-2018
	Taka	Taka
Interest, Dividend and Rents (not applicable to any particular fund or account):	23,411,259	14,585,679
Interest income	22,552,167	14,322,686
Dividend Income	841,092	262,993
Other Income	18,000	-
Un Realized Gain on Revaluation of Share	-	521,297
Profit on sale of Share	2,656,336	2,040,756
Profit/(loss) transferred from Revenue Account	48,982,320	48,399,417
Total	75,049,915	65,547,149
Expenses of management (not applicable to any particular fund or account):	14,104,177	11,129,565
Directors' fees	2,216,000	2,007,000
Audit fees	22,500	247,750
Donation & subscription	130,000	322,000
Legal & professional fees	170,625	194,125
Company Contribution to PF	2,376,160	1,190,135
Group Insurance	527,652	497,134
Managers Conference & Picnic	2,468,850	2,312,885
Depreciation	5,663,494	4,100,794
Registration fees	329,896	57,500
Advertisement & Publicity	199,000	200,242
Un Realized Loss on Revaluation of Share	4,672,784	
Balance for the period carried to Profit & Loss Appropriation Account	56,272,954	54,417,584
	75,049,915	65,547,149

Statement of Appropriation Account (Un-Audited)

For the period ended 30 September, 2019

Particulars	30-09-2019	30-09-2018
	Taka	Taka
Balance of Last Year	49,801,921	48,363,756
Net profit during the year	56,272,954	54,417,584
Less : Worker's Profit Participation Fund	(2,679,664)	(2,591,314)
Less : Reserve for Exceptional Losses	(5,000,000)	(10,000,000)
Less : Provision for Income Tax	(7,500,000)	(10,000,000)
Balance Transfer to Financial Position	90,895,211	90,190,026
Earning per Share (EPS)	1.18	1.07

Sd/-
Chairman

Sd/-
Director

Sd/-
Chief Executive Officer

Sd/-
Company Secretary

Sd/-
DGM& CFO

Dhaka.
Dated: October 28, 2019

Express Insurance Limited
Consolidated Insurance Revenue Account (Un-Audited)
For the period ended 30 September, 2019

Particulars	30-09-2019	30-09-2018
Balance of account at the beginning of the period :		
Reserve for unexpired risks	73,589,074	76,191,542
Premium less re-insurances	201,930,613	203,073,665
Commission on re-insurances ceded	33,142,835	37,370,463
	308,662,522	316,635,670
Claims under policies less re-insurances:		
Paid During the period	31,292,352	18,449,096
Total estimated liability in respect of outstanding claims at the end of the period whether due or	6,787,022	4,571,686
	38,079,374	23,020,782
Less: Claims outstanding at the end of the previous period	3,434,747	4,952,517
	34,644,627	18,068,265
Agency Commission	41,751,988	39,094,775
Expenses of management	102,141,566	138,745,544
Balance of account at the end of the period as shown in the Statement of Financial Position	81,142,021	72,327,669
Profit transferred to Profit & Loss Account	48,982,320	48,399,417
	308,662,522	316,635,670

Sd/-
Chairman

Sd/-
Director

Sd/-
Chief Executive Officer

Sd/-
Company Secretary

Sd/-
DGM & CFO

Dhaka.
Dated: October 28, 2019

EXPRESS INSURANCE LIMITED
STATEMENT OF CHANGES IN EQUITY (Un-Audited)
FOR THE PERIOD ENDED 30 SEPTEMBER, 2019

Particulars	Share Capital	Proposed Issue of Bonus Share	Retained Earnings	Reserve for Exceptional Losses	Revaluation Surplus	Reserve for Investment Fluctuation Fund	Total Equity
Balance as on 1st January, 2019 Total	391,184,640	-	87,491,412	172,594,241	80,975,293	-	732,245,586
Addition during the Year	-	-	41,093,290	5,000,000	-	-	46,093,290
Cash Dividend	-		(39,118,466)				(39,118,466)
Stock Dividend	-	-	-	-	-	-	-
Reserve Transfer		-	1,428,975	-	(1,428,975)	-	-
30 September, 2019 Total	391,184,640	-	90,895,211	177,594,241	79,546,318	-	739,220,410

Particulars	Share Capital	Proposed Issue of Bonus Share	Retained Earnings	Reserve for Exceptional Losses	Revaluation Surplus	Reserve for Investment Fluctuation Fund	Total Equity
Balance as on 1st January, 2018 Total	391,184,640	-	86,024,083	168,594,241	97,209,235	-	743,012,199
Addition during the Year	-	-	34,417,584	10,000,000	-	-	44,417,584
Cash Dividend	-		(39,118,466)				(39,118,466)
IPO Expenses			(1,200,000)				(1,200,000)
Stock Dividend	-	-	-	-	-	-	-
Reserve Transfer		-	1,458,139	-	(1,458,139)	-	-
30 September, 2018 Total	391,184,640	-	81,581,340	178,594,241	95,751,096	-	747,111,317

Sd/-
Chairman

Sd/-
Director

Sd/-
Chief Executive Officer

Sd/-
Company Secretary

Sd/-
DGM & CFO

Dhaka.

Dated: October 28, 2019

Express Insurance Limited
Statement Cash Flow (Un-Audited)
For the period ended 30 September, 2019

Particulars	30-09-2019	30-09-2018
A. Cash flow from operating activities		
Collection from premium and other income	292,966,756	284,245,342
Payment for management expense, re-insurance and claims	(233,497,421)	(252,241,090)
Income Tax paid	(10,144,669)	(15,299,454)
Net cash generated from operating activities (A) =	49,324,666	16,704,798
B. Cash flow from investing activities		
Fixed Assets acquired	(1,006,042)	(2,005,687)
Fixed Assets sale	-	-
Sales of Share	29,114,077	1,958,040
Purchase of Share	(21,474,259)	(1,128,505)
Security Deposit & Advances	(4,106,529)	(2,287,904)
Net cash used in investing activities (B) =	2,527,247	(3,464,056)
C. Cash flow from financing activities		
Cash Dividend paid	(39,118,466)	(39,118,466)
Net cash used in financing activities (C) =	(39,118,466)	(39,118,466)
D. Net increase in cash and cash equivalents (D =A+B+C)	12,733,447	(25,877,724)
E. Cash & cash equivalent at the begening of the year	541,158,180	545,463,399
F. Cash & cash equivalent at the end of the period (F=D+E)	553,891,627	519,585,675
G. Net cash flows from operating activites per share(NOCFPS)	1.26	0.43

Sd/-
Chairman

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Director

Sd/-
Chief Executive Officer

Sd/-
Company Secretary

Sd/-
DGM& CFO

Dhaka.
Dated: October 28, 2019

dd) Factors that may affect the results of operations

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

SECTION VII: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

(a) Overview of business and strategies:**Overview of business:**

Express Insurance Limited (EIL) was incorporated in Bangladesh on March 30, 2000 under the Companies Act, 1994 as a public company limited by shares for carrying out all kinds of general insurance activities. EIL was granted Certificate of Commencement of Business on March 30, 2000 for general insurance business. The Authorized capital of the Company is Tk. 75.00 crore consisting of 75,000,000 ordinary shares of Tk. 10 each.

Since its establishment in 2000 as one of the prominent general insurance companies in the private sector, the Company has within a short span of time established itself as one of the most reputed and trustworthy insurance companies in the country. Selective underwriting and prompt settlement of claims have contributed towards building up a very respectable image of the Company within the business community. The Company has 20 branches throughout the country.

Strategies:

Business strategies of EIL are as follows:

- ✓ Emphasizing on creating a quality administrative, organizational and operational platform to practice good insurance business;
- ✓ Everyone has a good idea of the decisions and actions for which he or she is responsible;
- ✓ Important information about the competitive environment gets to headquarters quickly;
- ✓ Continuing regular business operation through complying regulator's guidelines and compliances;
- ✓ Information flows freely across organizational boundaries;
- ✓ Striving for making clients(policy holders) permanent;
- ✓ Setting up of work program for sustainable development of the Company

(b) SWOTANALYSIS:

Strength	Weakness
✓ Highly efficient management team; ✓ Skilled and dedicated staffs; ✓ Various ranges of services; ✓ Operates business through complying regulator's guidelines and compliances properly	✓ Weak company branding; ✓ Availability of public information is not sufficient; ✓ Falling behind in R &D; ✓ poor market share ✓ Slim profit margin
Opportunity	Threats
✓ Grab the market with new innovation; ✓ Expansion and development of the market ✓ Diversification of services; ✓ Utilizing IT-driven practices; ✓ Adoption of reforming measures by the regulator for the development and maintaining regularity in the market	✓ Highly competitive market; ✓ Threats of new entrants; ✓ Growing competitive pressure; ✓ Changing of stake holders needs and demand of services ✓ Lack of public confidence on this sector

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

Particulars	31.12.2018	% Change	31.12.2017	% Change	31.12.2016	% Change	31.12.2015	% Change	31.12.2014
Premium(Revenue)	408,889,052	3.55%	400,656,661	3.99%	385,273,598	-3.75%	400,291,000	-4.77%	420,337,026
Underwriting Profit	55,233,465	34.68%	41,012,024	-28.65%	57,482,512	-14.23%	67,017,499	-30.53%	96,474,148
Other Income	43,773,821	-4.2%	45,692,526	31.13%	34,843,908	-16.44%	41,701,275	-9.14%	45,893,907
Operating Expense	238,295,688	-3.3%	246,423,607	3.31%	238,534,607	-1.95%	243,284,052	7.37%	226,587,859
General & Administrative Expenses	17,244,733	4.76%	16,461,676	19.22%	20,378,528	-2.42%	20,883,076	-21.43%	26,578,319
Financial Expenses (Interest on Lease rental)	-	-	-	-	-	-	-	-	307,052
Depreciation	7,968,481	1.30%	7,866,030	0.77%	7,805,612	-3.66%	8,102,078	-9.62%	8,964,707
Profit before Tax	76,807,272	9.35%	70,242,874	-5.42%	74,264,330	-14.15%	86,505,360	-25.29%	115,789,736
Net Profit After Tax	43,841,610	-6.25%	46,766,229	-5.07%	49,264,330	12.81%	56,505,360	-34.14%	85,789,736
EPS (Basic)	1.12	-6.67%	1.2	-4.76%	1.26	-12.50%	1.44	-45.45%	2.64
EPS (Diluted)	1.12	-6.67%	1.2	-4.76%	1.26	-12.50%	1.44	-34.25%	2.19

Causes for Changes in revenues: As it can be observed from the above table, Premium income has increased due to better management of business and other operations during the year. Also, the company could employ efficient marketing strategy to increase its premium income.

Causes for Changes in Underwriting Profit: Underwriting Profit is showing a decreasing trend due to arrival of seven new general insurance companies in the market and macro-economic scenario of Bangladesh.

Causes for Changes in operating expenses: The operating expense of the company increased in 2017 than previous years because of increase of salary & other allowances and other administrative expenses in line with the increase of sales.

Causes for Changes in net income: Although the insurance premium of the company has increased but the marketing and others expenditures have increased in order to cope up with the market. The market developing expenses of the company have increased as well. Moreover, there is a significant impact of the inflation on the expenses can be observed as well. However, the management has taken all steps to increase its premium income this year. New marketing peoples have been recruited and new motivation package has also been declared for increase of premium income.

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

There is not any known trend, event or uncertainties that may affect Company's business. However, the business may have following uncertainties- natural disaster, and political unrest, increased competition etc.

(e) Trends or expected fluctuations in liquidity:

There are no trends or expected fluctuations in liquidity.

(f) Off-balance sheet arrangements those have or likely to have a current or future effect on financial condition:

There are no off-balance sheet arrangements those have or likely to have a current or future effect condition on financial.

SECTION-VIII

DIRECTORS AND OFFICERS

(a) Name, Father's name, age, residential address, educational qualification, experience and position of each of the directors of The Company any person nominated/represented to be a director, showing the period for which, the nomination has been made and the name of the organization which has nominated him

Sl. No.	Name of Director	Father's name	Age (Year)	Residential Address	Educational qualification	Experience (Years)	Position	Period of Nomination	Name of nominated organization
1	Mrs. Farida Razzaq	Late M.A.Latif	66	House # 8, Road # 76, Gulshan-2, Dhaka	Graduate	28	Director	N/A	N/A
2	Mrs. Halima Harun	Late Hasmatullah Talukder	49	House # 42/A, Road # 16 (new), 27 (old), Dhanmondi R/A, Dhaka- 1205.	Read up to Class X	10	Director	N/A	N/A
3	Mr. Syed Al Farooque	Syed Badrul Alam	59	House # 38/B, Road # 12, Baridhara Diplomatic Zone, Gulshan, Dhaka-1212.	BA (Hons.), MA	34	Director	N/A	N/A
4	Mrs. Mahfuza Yunus	Mr. Md. Shamsul Alam	54	Flat # 3/C, House # 47, Road # 5, Dhanmondi R/A, Dhaka.	SSC	26	Director	N/A	N/A
5	Mr. Md. Abdul Awal	Alhaj Mohammad Selim	38	Flat # 6/12, Prio Prangon, 2, Poribag, Ramna, Dhaka.	BBA	13	Chairman	N/A	N/A
6	Mrs. Marium Akhter	Late Mohd. Isahaq	58	House # 82, Road # 11 (new), Dhanmondi R/A, Dhaka.	SSC	35	Director	N/A	N/A
7	Mr. Khalilur Rahman Choudhury	Late Alhaj Momtaz Ali Choudhury	81	House # 5, Road # 9, Baridhara, Dhaka	B.Com, Diploma in Credit Management from UK	34	Director	N/A	N/A
8	Mr. Latiful Bari	Mr. Altaf Hossain Sarker	42	House # 23/A, Road # 13/A, Dhanmondi R/A, Dhaka-1209.	B.A (From Bradford University, USA)	21	Director	N/A	N/A
9	Mr. Amir Hamza Sarker	Mr. Mohammad Ali Sarker	47	19/2, KAKRAIL, RAMNA, DHAKA	BBM from Cambridge Collage, Australia	21	Director	N/A	N/A
10	Mr. ABM Kaiser	Late Abdur Rashid	58	Plot-49, Road-35/A, Gulshan-2, Dhaka	SSC	13	Director	N/A	N/A
11	Mr. K. M. Saidur Rahman	Alhaj Ledu Meah	47	106, South Basabo (3rd floor) Dhaka-1214.	BBA, MBA, FCS	27	Managing Director & Chief Executive Officer	N/A	N/A
12	Siddique Hossain Choudhury	Late Basiruddin Choudhury	77	Flat NO-6/A, House No-25, Road No-7, Dhanmondi R/A, Dhaka	M.A.L.L.B	41	Independent Director	N/A	N/A
13	Mr. Feroz Ahmed	Late Hossain Ali Howlader	66	Apartment-4M, Kamini Diganta Complex-3, Paribagh, Dhaka	BA(Hons), MA	43	Independent Director	N/A	N/A
14	Mr. Md. Shamsur Rahman	Moulovi Khalilur Rahman	75	70 Gulshan Avenue, Dhaka	B.Com	42	Director	N/A	N/A

(b) The date on which he first become director & the date on which his current term of office shall expire

Sl. No.	Name of Director	First date of appointment	Date of expiry of current term
1	Mrs. Farida Razzaq	16.07.2003	21 st AGM to be held in 2021
2	Mrs. Halima Harun	30.07.2018	20 th AGM to be held in 2020
3	Mr. Syed Al Farooque	30.03.2000	20 th AGM to be held in 2020
4	Mrs. Mahfuza Yunus	20.02.2012	20 th AGM to be held in 2020
5	Mr. Md. Abdul Awal	30.03.2000	22 nd AGM to be held in 2022
6	Mrs. Marium Akhter	30.03.2000	21 st AGM to be held in 2021
7	Mr. Khalilur Rahman Choudhury	30.03.2000	22 nd AGM to be held in 2022
8	Mr. Latiful Bari	30.03.2000	21 st AGM to be held in 2021
9	Mr. Amir Hamza Sarker	30.03.2000	21 st AGM to be held in 2021
10	Mr. ABM Kaiser	25.08.2017	20 th AGM to be held in 2020
11	Mr. Siddique Hossain Choudhury	29.05.2017	20 th AGM to be held in 2020
12	Mr. Feroz Ahmed	15.10.2017	20 th AGM to be held in 2020
13	Mr. K. M. Saidur Rahman	01.03.2017	28.02.2021
14	Mr. Md. Shamsur Rahman	30.03.2000	Next AGM to be held in 2020

(c) If any director has any type of interest in other businesses, name and types of business of such organizations. If any director is also a director of another company or owner or partner of any other concern, the names of such organizations

Sl. No.	Name of the Director	Involvement			
		Name of the organization		Types of the organization	Position in the organization
1	Mrs. Farida Razzaq	1	Ideal Asset Development Ltd.	Private Limited Co.	Chairman
		2	Nandini Printing & Publications	Business Enterprise	Proprietor
		3	The Millenium International School	English Medium School	Vice-Chairman
		4	Altimete Asset Development Ltd.	Private Limited Co.	Vice-Chairman
2	Mrs. Halima Harun	1	Chemitan Ltd.	Private Limited Co.	Director
		2	Chemitan Trading House	Business Enterprise	Proprietor
3	Mr. Syed Al Farooque	1	Wills Fashion Ltd.	Private Limited Co.	Managing Director
		2	Probal Garments Ltd.	Private Limited Co.	Managing Director
		3	Wills Fashionwear (PVT.) Ltd.	Private Limited Co.	Managing Director
		4	Wills Properties Ltd.	Private Limited Co.	Managing Director
		5	Triple A Ltd.	Private Limited Co.	Managing Director
		6	Mirzapur Resort Ltd.	Private Limited Co.	Managing Director
		7	Chalishnu Publications Ltd.	Private Limited Co.	Managing Director
4	Mrs. Mahfuza Yunus	1	Yunus Plastic inds. Ltd	Private Limited Co.	Director
		2	Yunus Filament Inds. Ltd.	Private Limited Co.	Director
		3	Sobhan Ice & Cold Storage Ltd.	Private Limited Co.	Director
		4	Yunus Cold Storage Ltd.	Private Limited Co.	Director
		5	Yunus Specialized Cold Ltd	Private Limited Co.	Director
		6	Siddheswari Cold Storage Ltd.	Private Limited Co.	Director
		7	Europa Cold Storage Ltd.	Private Limited Co.	Director
		8	Yunus Spinning Mills Ltd.	Private Limited Co.	Director
		9	Nowapara Cold Storage Pvt. Ltd.	Private Limited Co.	Director
		10	Garib-E-Newaz Cold Storage Pvt. Ltd.	Private Limited Co.	Director

		11	Combined Food & Cold Storage Ltd.	Private Limited Co.	Director
		12	Ananta Paper Mills Ltd.	Private Limited Co.	Director
		13	Younus Fine Paper Mills Ltd.	Private Limited Co.	Director
		14	Younus Offset Paper Mills Ltd.	Private Limited Co.	Director
		15	Younus Paper Mills Ltd.	Private Limited Co.	Director
		16	Younus Newsprint Mills Ltd.	Private Limited Co.	Director
		17	Sharif Cold Storage Ltd.	Private Limited Co.	Director
		18	Sonali Papers & Board Mills Ltd.	Public Limited Co.	Chairman
5	Mr. Md. Abdul Awal	1	Mercantile Bank Ltd.	Public Limited Co.	Sponsor Shareholder
		2	Synthia Securities Ltd.	Private Limited Co.	Managing Director
6	Mrs. Marium Akhter		Karim Leathers Ltd.	Private Limited Co.	Director
			Kamtex Ltd.	Private Limited Co.	Director
7	Mr. Khalilur Rahman Choudhury	1	Khalil Knitwear Ltd.	Private Limited Co.	Chairman & MD
		2	Khalil Garments Ltd.	Private Limited Co.	Chairman & MD
		3	Khalil & Khalil Investment Ltd.	Private Limited Co.	Chairman & MD
		4	Ataiya Trading Corporation Ltd.	Private Limited Co.	Chairman & MD
		5	Khalil Fashion Ltd.	Private Limited Co.	Managing Director
		6	Al-Hera Filing Station	Business Enterprise	Proprietor
		7	K. R. C. Rubber Bagan	Business Enterprise	Proprietor
		8	K.R.C. CNG & Filing Station	Business Enterprise	Proprietor
8	Mr. Latiful Bari	1	Rahmat Knit-Dyeing & Finishing Ltd.	Private Limited Co.	Chairman
		2	Rahmat Fashion Wear Ltd.	Private Limited Co.	Managing Director
		3	Rahmat Textiles Ltd.	Private Limited Co.	Director
		4	China Plastic (BD) Ltd.	Private Limited Co.	Director
		5	Rahmat Rotors Ltd.	Private Limited Co.	Director
9	Mr. Amir Hamza Sarker	1	Rahmat Spinning Mills Ltd.	Private Limited Co.	Chairman
		2	Logos Wear House Ltd.	Private Limited Co.	Chairman & MD
		3	Rahmat Sweaters (BD) Ltd.	Private Limited Co.	Managing Director
		4	Belkuchi Spinning Mills Ltd.	Private Limited Co.	Managing Director
		5	Logos Apparels Ltd.	Private Limited Co.	Managing Director
		6	Rahmat Plastics & Accessories Ltd.	Private Limited Co.	Director
		7	Logos Printing & Design	Business Enterprise	Proprietor
10	ABM Kaiser		Kaiser Trading Company	Business Enterprise	Proprietor
11	Mr. K. M. Saidur Rahman	-	-	-	-
12	Mr. Siddique Hossain Choudhury	-	-	-	-
13	Mr. Feroz Ahmed	-	-	-	-
14	Mr. Md. Shamsur Rahman	-	Bay Tanneries Limited	Private Limited Co.	Chairman & Managing Director
			Bay Rubber & Plastic Industries Limited	Private Limited Co.	
			Bay Agro Industries Limited	Private Limited Co.	
			Aziz Tannery Limited	Private Limited Co.	
			Bay Economic Zone	Private Limited Co.	Director
			Golden Life Insurance Ltd.	Public Limited Co.	

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

The following director of EIL is associated with the securities market in the following manner:

Sl.No.	Name of Director of EIL	Associated in the following organization of the securities market	Types of the Company	Position in the Company
1	Mrs. Mahfuza Younus	Sonali Paper & Board Mills Ltd.	Public Limited Company	Chairperson

Market performance of the listed securities where directors of the issue Company were involved as director during last three year:

Sl. No.	Name of the Director	Name of the listed Company where current director involved as director	Market performance parameter	Status (As on 31 Dec 2016)	% of dividend		
					2016	2015	2014
1	Mrs. Mahfuza Younus	Sonali Paper & Board Mills Ltd.	Last one year average price from 01.04.2016 to 31.03.2017	Tk.25.00	10.00%	10.00%	10.00%
			Paid up Capital	Tk.13,75,12,280			
			EPS for the year ended 2015-2016	Tk.1.67			
			NAV per share for the ended June 30,2016	Tk.361.67			
			Market capitalization (Taka in million)	Tk.378.16			

Source: website of Dhaka Stock Exchange Ltd.

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

There is no family relationship among the directors.

Family relationship among the directors and top five officers

There are no family relationships between the directors and top five officers.

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

The directors of the issuer have following other businesses:

Sl. No.	Name of the Director	Name of the Company	Nature of Business
1	Mrs. Farida Razzaq	Ideal Asset Development Ltd.	Real Estate Business
		Nandini Printing & Publications	Printing & Publication
		The Millenium International School	English Medium School
		Altimete Asset Development Ltd.	Real Estate Business
2	Mrs. Halima Harun	Chemitan Ltd.	Import Export Business

		Chemitan Trading House	Import Export Business
3	Mr. Syed Al Farooque	Wills Fashion Ltd.	Garments Inds.
		Probal Garments Ltd.	Garments Inds.
		Wills Fashionwear (PVT.) Ltd.	Garments Inds.
		Wills Properties Ltd.	Real Estate Business
		Triple A Ltd.	Event Management
		Mirzapur Resort Ltd.	Resort
		Chalishnu Publications Ltd.	Printing & Publication
4	Mrs. Mahfuza Younus	Younus Plastic Inds. Ltd	Plastic Inds.
		Younus Filament Inds. Ltd.	Plastic Inds.
		Sobhan Ice & Cold Storage Ltd.	Cold Storage
		Younus Cold Storage Ltd.	Cold Storage
		Younus Specialized Cold Storage Ltd.	Cold Storage
		Siddheswari Cold Storage Ltd.	Cold Storage
		Europa Cold Storage Ltd.	Cold Storage
		Younus Spinning Mills Ltd.	Spinning Mills
		Nowpara Cold Storage Pvt. Ltd.	Cold Storage
		Garib-E-Newaz Cold Storage Pvt. Ltd.	Cold Storage
		Combined Food & Cold Storage Ltd.	Cold Storage
		Ananta Paper Mills Ltd.	Paper Mills
		Younus Fine Paper Mills Ltd.	Paper Mills
		Younus Offset Paper Mills Ltd.	Paper Mills
		Younus Paper Mills Ltd.	Paper Mills
		Younus Newsprint Mills Ltd.	Newsprint Mills
		Sharif Cold Storage Ltd.	Cold Storage
		Sonali Paper & Board Mills Ltd.	Paper Mills
5	Mr. Md. Abdul Awal	Mercantile Bank Ltd.	Banking
		Synthia Securities Ltd.	Stock Brokerage House
6	Mrs. Marium Akhter	Karim Leathers Ltd.	Tannery Inds.
		Kamtex Ltd.	Textile Inds.
7	Mr. Khalilur Rahman Choudhury	Khalil Knitwear Ltd.	Garments Inds.
		Khalil Garments Ltd.	Garments Inds.
		Khalil & Khalil Investment Ltd.	Civil Contraction
		Ataiya Trading Corporation Ltd.	Clearing Forwarding
		Khalil Fashion Ltd.	Garments Inds.
		Al-Hera Filing Station	Gasoline & CNG Filing Station
		K. R. C. Rubber Bagan	Rubber plantation
8	Mr. Latiful Bari	K.R.C. CNG & Filing Station	Gasoline & CNG Filing Station
		Rahmat Knit-Dyeing & Finishing Ltd.	Knit Garments Inds.
		Rahmat Fashion Wear Ltd.	Garments Inds.
		Rahmat Textiles Ltd.	Textile Spinning
		China Plastic (BD) Ltd.	Plastic Inds.
9	Mr. Amir Hamza Sarker	Rahmat Rotors Ltd.	Textile Spinning
		Rahmat Spinning Mills Ltd.	Textile Spinning
		Logos Wear House Ltd.	Wear House
		Rahmat Sweaters (BD) Ltd.	Garments Inds.
		Belkuchi Spinning Mills Ltd.	Textile Spinning
		Logos Apparels Ltd.	Garments Inds.
		Rahmat Plastics & Accessories Ltd.	Plastic Inds.
10	ABM Kaiser	Logos Printing & Design	Printing & Packging
		Kaiser Trading Company	Import & Export Business
11	Mr. Md. Shamsur Rahman	Bay Tanneries Limited Bay Rubber & Plastic Industries Limited Bay Agro Industries Limited Aziz Tannery Limited Bay Economic Zone Golden Life Insurance Ltd.	Leather, Rubber & Plastic, Agro, Leather, Economic Zone and Insurance.

(g) Short bio-data of each director**Mr. Md. Abdul Awal**

Mr. Md. Abdul Awal is one of the Directors and the Chairman of the Company. He is a Bachelor of Business Administration. He started his Business career soon after completing his education. In the year 2005, he started his share trading business house Synthia Securities Limited having a membership of Dhaka Stock Exchange. He is also a sponsor shareholder of Mercantile Bank Limited. He is the member Secretary of 'Abdur Razzak & Mohammed Selim Foundation', a foundation engaged in social welfare activities.

Mrs. Mahfuza Younus

Mrs. Mahfuza Younus is the Vice-Chairman of the Company. She has been running a big business house comprising more than 26 industrial units viz-Sonali Paper & Board Mills Ltd., Younus Paper Mills Ltd., Younus Fine Paper Mills Ltd., Younus Offset Paper Mills Ltd., Younus News Print Mills Ltd., Ananta Paper Mills Ltd., Universal Paper & Board Mills Ltd., Bickram Pur Potato Flakes, Younus Spinning Mills Ltd., Sobhan Ice & Cold Storage Ltd., Younus Cold Storage Ltd., Gorib E Newas Cold Storage Ltd., Sideshawari Cold Storage Ltd., Noe Para Cold Storage Ltd., Sharif Cold Storage Ltd., Younus Specialized Cold Storage Ltd., Europa Cold Storage Ltd., Akco Cold Storage Ltd., Combined Food & Cold Storage Ltd., Quality Accessories, Younus Filament Industries Ltd. Over the time she earned lot of experience and managing industries efficiently.

Mrs. Farida Razzak

Mrs. Farida Razzaq completed her graduation from Dhaka University. She is the proprietor of Nandini Printing & Publications and running her business since 1990. She is Vice-Chairman of Millennium International School Dhaka, Chairman of Ideal Asset Development Ltd. and Vice-Chairman of Ultimate Property Development Ltd.

Mrs. Halima Harun

Mrs. Halima Harun comes from a respectable Muslim family. She is a well-educated woman. She is involved in business of different sectors of the country. She is one of the Directors of Chemiton Limited, the sole distributor of 'Clariant International AG' of Switzerland in Bangladesh. She is also sponsor shareholder of EXIM Bank Limited. She takes active part in day to day affairs of all these business houses and in this way, she has gathered experience in managing Company affairs with efficiency.

Mr. Syed Al Farooque

Syed Al Farooque, obtained M.A. with B.A (Hon's) from Dhaka University. He started business career in 1984 in RMG Sector. He is the Managing Director of Wills Group including Wills fashion Limited, Probal Garments Limited, Wills Properties Limited, Wills Fashionwear Limited, Triple A Limited, Mizapur Resost Limited and Chalishnu Publications Limited. Apart from business activities he is a reputed cultural personality and well-known poet in the country. He has more than 40 publications in his credit. He was also a member of the executive Committee of Bangladesh Insurance Association and played a vital role in developing the Insurance Industry. He visited many countries of the world for business purpose.

Mrs. Marium Akhter

Mrs. Marium Akhter comes of a respectable Muslim Family. Mrs. Marium Akhter is associated with Karim Leathers Limited since 1983 as a Director of Kamtex Ltd. since 2001. Karim Leathers Limited is one of the mentionable leather industries in the country.

Mr. Khalilur Rahman Choudhury

Mr. Khalilur Rahman Choudhury is a commerce graduate. He also earned a diploma in Credit Management in 1962 from Institute of Credit Management, UK. In his long business career established eight Industry/business house and managing very successfully. He is the Chairman & Managing Director of Khalil Garments Limited, Khalil knitwear Limited, Khalil Fashion Limited, Khalil & Khalil Investment Limited, Ataia Trading Corporation Limited. He is the Proprietor of Al- Hera Filling Station, KRC CNG & Filling Station, KRC Filling Station and KRC Rubber Bagan. He was elected CIP for consecutive 5 time for his valuable contribution to the economy of the country. He is the founder and donor of Khalil Bidda Niketan and Khalil Choudhury Girls Academy in his locality in Sylhet.

Mr. Latiful Bari

Mr. Latiful Bari is a Graduate in Business Administration from Bradford College, United States of America. He is the Managing Director of Rahmat Fashion Wears Limited & the Chairman of Rahmat Knit Dying & Finishing Limited. He is one of the Directors of Rahmat Textiles Limited, China Plastic (BD) Limited & Rahmat Rotors Limited. He visited many countries of the world for business purpose.

Mr. Amir Hamza Sarker

Mr. Amir Hamza Sarker earned B.B.M degree from Cambridge College, Australia. He is the Chairman of Rahmat Spinning Mills Limited, Chairman & Managing Director of Logos Wear House Limited. Managing Director of Rahmat sweaters (BD) Limited, Belkuchi Spinning Mills Ltd., Logos Apparels Ltd., & Director Rahmat Plastic & Accessories Limited and the Proprietor of Logos Printing & Design.

Mr. ABM Kaiser

Mr. ABM Kaiser comes from a respectable Muslim family. He is very sincere and hardworking person. He has long business career and now he is operating a business house namely, Kaiser Trading Company.

Mr. Md. Shamsur Rahman

Md. Shamsur Rahman he is a commerce graduate. He was a member of BCS cadre (Admin) service. He left the service and started his business career in 1977. He is the Chairman of Bay Tanneries Unit-02 and the Chairman & Managing Director of Bay Tanneries Limited, Bay Rubber & Plastic Industries Limited, Bay Agro Industries Limited and Aziz Tannery Limited, Director of Golden Life Insurance Ltd. and Bay Economic Zone. Bay Tanneries Limited is a leading industry in leather sector of the country. He is a CIP of the country. For his valuable contribution in the economy, he was elected CIP in 1998 and still holding the dignifying status. As a part of discharging of social responsibilities, he established Shamsur Rahman Degree College and Samantasar High School at Goshairhat, Shariatpur. He is also patron and donor of a numbers of School, Madrasa, Mosque, Orphanage and other social organizations.

Mr. Siddique Hossain Choudhury

Mr. Siddique Hossain Choudhury is a retired Govt. Officer. During his service life, he held various responsible positions in Taxation Department. He also held the post of the Finance Director in Bangladesh Biman.

Mr. Feroz Ahmed

Mr. Feroz Ahmed obtained BA (Hon's) MA degree in Economics from Dhaka University. He was a member of Bangladesh Civil Service (B.C.S) cadre. During his service life, he served in various responsible, positions including Secretary, Ministry of Commerce, Govt. of the Peoples Republic of Bangladesh.

Mr. K M Saidur Rahman

K.M. Saidur Rahman has been serving the Company since July 2006 as its CEO & Managing Director. The Company has been reportedly achieved remarkable growth in all rounds during his tenure of service. He is a BBA, MBA and qualified Chartered Secretary from the Institute of Chartered Secretaries of Bangladesh and become a Fellow Member (FCS). He is also the Faculty Member of ICSB and guest lecturer of a few training institutes of Banks.

(h) LOAN STATUS OF ISSUER AND ITS DIRECTORS

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

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

Sl. No.	Name & position in the company	Educational Qualification	Age (Years)	Date of joining	Overall experience (Years)	Previous employment	Salary paid for the year 2018
1	Mr. K. M. Saidur Rahman Managing Director & Chief Executive Officer	BBA, MBA, FCS	47	26.07.2006	Mr. K.M. Saidur Rahman has been serving the Company since July 2006 as its CEO & Managing Director. The Company has been reportedly achieved remarkable growth in all rounds during his tenure of service. He is a BBA and MBA. He is a qualified Chartered Secretary from the Institute of Chartered Secretaries of Bangladesh and become a Fellow Member (FCS). He is also the Faculty Member of ICSB and guest lecturer of a few training institutes of Banks. He has completed 1 st & 2 nd part of Diploma of Insurance & Re-insurance and took part in various training in Insurance, Re-insurance and corporate Governness.	1. DMD, Meghna Insurance Company Limited 2. DMD, Northern General Company Limited	49,20,000
2	Mr. Md. Nakibur Rahman Khan AMD	B.Com (Hon's) M.Com (Management)	54	03.04.2000	Mr. Md. Nakibur Rahman Khan started his career in Insurance Industry joining Eastland Insurance Co. Ltd. in September 1987. He also served in the City General Insurance Co. Limited. He has long 30 years experiences in insurance Industry & capable to handle Under Writing Dept. efficiently.	1. Trainee Officer (U/W & R/I), Eastland Insurance Company Limited 2. Manager & In-charge (U/W), City General Insurance Company Limited	9,60,000

3	Mr. Md. Iqbal Hossain Chowdhury Sr. General Manager	Diploma in Electrical Engineering , MA	52	16.01.2007	Mr. Md. Iqbal Hossain Choudhury started his career in Insurance Industry in July, 1995. Before joining the Company, he served in Claim & Re-insurance Dept. in Northern General Insurance Co. Ltd. & Sonar Bangla Insurance Co. Ltd. He has 22 years experiences in this Industry.	1. Sr. Officer, Eastland Insurance Company Limited 2. Dy. Manager, Northern General Insurance Company Limited 3. Manager, Sonar Bangla Insurance Company Limited	9,12,000
4	Mr. Md. Liaquat Ali Khan Company Secretary & Head of HR & Admin.	BA (Hon's) MA (Economics)	66	26.02.2012	Before joining the Company in February, 2012 Mr. Md. Liaquat Ali Khan served in a Govt. owned Bank for 32 years. He was secretary to the Board for more than 6 years and also Head of Human Resource Management Dept.	BDBL (Former Bangladesh Shilpa Bank)	7,68,000
5	Mr. Md. Obidul Akbar Senior DGM & CFO	B.com & MBS in Accounting CA (CC), LLB	36	06.03.2017	Mr. Akbar worked with Shaha & Co. Chartered Accountants as Audit Manager	Islami Bank Foundation	7,80,000
6	Mr. Md. Al-Amin Gazi Sr. AGM & In-charge, Audit Deptt.	M.Com (Accounting)	41	14.09.2003	Mr. Md. Al-Amin Gazi obtained M.Com in Accounting. He joined Express Insurance Limited in September 2003. Before his joining the Company Mr. Al-Amin Gazi served in Provati Insurance Co. Ltd. for 5 years as audit and inspection officer. He has been serving the Company in various capacities; particularly he has earned knowledge in audit activities and internal control system. He has been performing in his department for smooth operation of business & accounting settlement of the Company.	Provati Insurance Co. Ltd.	6,63,600

*Mr. Md. Mizanur Rahman has resigned from the Company as on 28 February 2017 and has been released.

** Mr. Md. Obidul Akbar has joined on 06 March 2017.

Monthly salary of Chairman, Director and other shareholders

Sl. No.	Name	Position in the Company	Salary taken last one year per month basis
NIL			

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

Sl. No.	Name	Position & department in the Company	Remarks
1	Mr. Md. Mizanur Rahman	General Manager & CFO	Resigned on 28.02.2017 and released

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

Sl. No.	Name of the sponsor	Father's names	Age	Personal addresses	Educational qualifications	Experiences in the business	Positions/posts held in the past	Directorship held	Status of the sponsor in other venture	
									Name of the Company	Position
1	Mrs. Farida Razzaq	Late M.A. Latif	66	House # 8, Road # 76, Gulshan-2, Dhaka	Graduate	28	Director	Director	Ideal Asset Development Ltd.	Chairman
									Nandini Printing & Publications	Proprietor
									The Millenium International School	Vice-Chairman
									Ultimate Asset Development Ltd	Vice-Chairman
2	Mrs. Halima Harun	Late Hasmat Ullah Talukder	49	House # 42/A, Road # 16 (new), 27 (old), Dhanmondi R/A, Dhaka-1205.	S.S.C	10	Director	Director	Chemitan Ltd.	Director
									Chemitan Trading House	Proprietor
3	Mr. Syed Al Farooque	Syed Badrul Alam	58	House # 38/B, Road # 12, Baridhara Diplomatic Zone, Gulshan, Dhaka-1212	BA (Hons.), MA	33	Director	Director	Wills Fashion Ltd.	Managing Director
									Probal Garments Ltd.	Managing Director
									Wills Fashionwear (PVT.) Ltd.	Managing Director
									Wills Properties Ltd.	Managing Director
									Triple A Ltd.	Managing Director
									Mirzapur Resort Ltd.	Managing Director
									Chalishnu Publications Ltd.	Managing Director
4	Mrs. Mahfuza Yunus	Mr. Md. Shamsul Alam	53	Flat # 3/C, House #47, Road #5,	SSC	25	Director	Director	Younus Plastic inds. Ltd	Director
									Younus Filament Inds. Ltd.	Director

				Dhanmondi R/A, Dhaka					Sobhan Ice & Cold Storage Ltd.	Director
									Younus Cold Storage Ltd.	Director
									Younus Specialized Cold Storage Ltd.	Director
									Siddheswari Cold Storage Ltd.	Director
									Europa Cold Storage Ltd.	Director
									Younus Spinning Mills Ltd.	Director
									Nowpara Cold Storage Pvt. Ltd.	Director
									Garib-E-Newaz Cold Storage Pvt. Ltd.	Director
									Combined Food & Cold Storage Ltd.	Director
									Ananta Paper Mills Ltd.	Director
									Younus Fine Paper Mills Ltd.	Director
									Younus Offset Paper Mills Ltd.	Director
									Younus Paper Mills Ltd.	Director
									Younus Newsprint Mills Ltd.	Director
									Sharif Cold Storage Ltd.	Director
									Sonali Paper & Board Mills Ltd.	Chairperson
5	Mr. Md. Abdul Awal	Alhaj Mohammad Selim	37	Flat # 6/12, Prio Prangon, 2, Poribag, Ramna, Dhaka.	BBA	12	Director	Chairman	Mercantile Bank Ltd.	Sponsor Shareholder
									Synthia Securities Ltd.	Managing Director
6	Mrs. Marium Akhter	Late Mohd. Isahaq	57	House #82, Road # 11 (new), Dhanmondi R/A,Dhaka.	Read up to Class x	32	Director	Director	Karim Leathers Ltd.	Director
									Kamtex Ltd.	Director
7	Mr. Khalilur Rahman Choudhury	Late Alhaj Momtaz Ali Choudhury	80	House # 5, Road # 9, Baridhara, Dhaka	B.Com, Diploma in Credit Management from UK	33	Director	Director	Khalil Knitwear Ltd.	Chairman & MD
									Khalil Garments Ltd.	Chairman & MD
									Khalil & Khalil Investment Ltd.	Chairman & MD
									Ataiya Trading Corporation Ltd.	Chairman & MD
									Khalil Fashion Ltd.	Managing Director
									Al-Hera Filing Station	Proprietor
									K. R. C. Rubber Bagan	Proprietor
									K.R.C. CNG & Filing Station	Proprietor
8	Mr. Latiful Bari	Mr. Altaf Hossain Sarker	41	House # 23/A, Road #13/A, Dhanmondi R/A, Dhaka-1209.	B.A (Bradford University, USA)	20	Director	Director	Rahmat Knit-Dyeing & Finishing Ltd.	Chairman
									Rahmat Fashion Wear Ltd.	Managing Director
									Rahmat Textiles Ltd.	Director
									China Plastic (BD) Ltd.	Director
									Rahmat Rotors Ltd.	Director
9	Mr. Amir Hamza Sarke	Mr.Mohammad Ali Sarker	46	19/2, KAKRAIL, RAMNA, Dhaka	BBM from Cambridge Collage, Australia	20	Director	Director	Rahmat Spinning Mills Ltd.	Chairman
									Logos Wear House Ltd.	Chairman & MD
									Rahmat Sweaters (BD) Ltd.	Managing Director
									Belkuchi Spinning Mills Ltd.	Managing Director
									Logos Apparels Ltd.	Managing Director
									Rahmat Plastics & Accessories Ltd.	Director
									Logos Printing & Design	Proprietor

10	ABM Kaiser	Abdur Rashid	57	Plot-49, Road-35/A, Gulshan-2, Dhaka	SSC	12	Director	Director	Kaiser Trading Company	Proprietor
11	Mr. Shamsur Rahman	Moulovi Khalilur Rahman	75	70 Gulshan Avenue, Dhaka	B. Com	42	Director	Director	Bay Tanneries Limited	Director
									Bay Tanneries Limited	Chairman & Managing Director
									Bay Rubber & Plastic Industries Limited	
									Bay Agro Industries Limited	
									Aziz Tannery Limited	
									Bay Economic Zone	Director
									Golden Life Insurance Ltd.	

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

All existing directors except the sponsors acquired shares within 5 years immediately preceding the date of filing of Prospectus is given below:

Name of Director	Details of acquisition	Date of acquisition	Terms of acquisition	Consideration paid for such acquisition
Mrs. Sultana Jahan	8,31,480	25.05.2015	Ordinary Share	Cash
	1,66,296	10.08.2010		Bonus Share

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

All the Sponsors/Directors have adequate and relevant knowledge to carry out the business of the Company.

n) Interest of the key management persons

Name	Designation	Details of interest
Mr. K. M. Saidur Rahman	Managing Director & Chief Executive Officer	Salary
Mr. Md. Anower Hossain	Additional Managing Director	Salary
Mr. Md. Lasker	Deputy Managing Director	Salary
Mr. Md. Ahsan Habib	Asstt. Managing Director	Salary
Mr. Nejam Uddin	Asstt. Managing Director	Salary

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

There were no such interests and facilities in the form of pecuniary and non-pecuniary enjoyed by the Directors except following:

Name	Position	Interest and facilities	Amount in Taka 1 Jan 2018 to 31 Dec 2018
Mrs. Farida Razzaq	Director	Remuneration	-
		Meeting attended fee	239,000
		Dividend paid	Yet to be paid
Mrs. Halima Harun	Director	Remuneration	-
		Meeting attended fee	-
		Dividend paid	Yet to be paid

Mr. Syed Al Farooque	Director	Remuneration	-
		Meeting attended fee	239,000
		Dividend paid	Yet to be paid
Mrs. Mahfuza Yunus	Director	Remuneration	-
		Meeting attended fee	251,000
		Dividend paid	Yet to be paid
Mr. Md. Abdul Awal	Chairman	Remuneration	-
		Meeting attended fee	239,000
		Dividend paid	Yet to be paid
Mrs. Marium Akhter	Director	Remuneration	-
		Meeting attended fee	224,000
		Dividend paid	Yet to be paid
Mr. Khalilur Rahman Choudhury	Director	Remuneration	-
		Meeting attended fee	239,000
		Dividend paid	Yet to be paid
Mr. Latiful Bari	Director	Remuneration	-
		Meeting attended fee	239,000
		Dividend paid	Yet to be paid
Mr. Amir Hamza Sarker	Director	Remuneration	-
		Meeting attended fee	219,000
		Dividend paid	Yet to be paid
ABM Kaiser	Director	Remuneration	-
		Meeting attended fee	239,000
		Dividend paid	Yet to be paid
Mr. Siddique Hossain Choudhury	Independent Director	Remuneration	-
		Meeting attended fee	151,000
		Dividend paid	-
Mr. Feroz Ahmed	Independent Director	Remuneration	-
		Meeting attended fee	142,000
		Dividend paid	-
Mr. Md. Shamsur Rahman	Director	Remuneration	-
		Meeting attended fee	119,000
		Dividend paid	-

p) Number of shares held and percentage of shareholding (pre issue)

Sl.	Name of Director	Position	No.of shares	% of shareholding
1	Mrs. Farida Razzaq	Director	39,26,572	10.0376
2	Mrs. Halima Harun	Director	17,40,857	4.4502
3	Mr. Syed Al Farooque	Director	43,26,715	11.0605
4	Mrs. Mahfuza Yunus	Director	13,70,880	3.5044
5	Mr. Md. Shamsur Rahman	Director	3,111,736	7.95
6	Mr. Md. Abdul Awal	Chairman	36,00,630	9.2044
7	Mrs. Marium Akhter	Director	27,85,748	7.1213
8	Mr. Khalilur Rahman Choudhury	Director	38,82,350	9.9245
9	Mr. Latiful Bari	Director	13,70,880	3.5044
10	Mr. Amir Hamza Sarker	Director	29,04,169	7.4240
11	ABM Kaiser	Director	3,328,982	8.5100
12	Mr. Siddique Hossain Choudhury	Independent Director	-	-
13	Mr. Feroz Ahmed	Independent Director	-	-
14	Mr. K. M. Saidur Rahman	Managing Director & Chief Executive Officer	-	-
Total			32,349,519	82.70

q) Changes in the Board of Directors during the last three years

Name of the Directors	Date of joining	Date of retirement	Present status as on 31.12.2018
Mrs. Farida Razzaq	16.07.2003	Continuing	Director
Mr. Syed Al Farooque	30.03.2000	Continuing	Director
Mrs. Mahfuza Younus	20.02.2012	Continuing	Director
Mr. Md. Abdul Awal	30.03.2000	Continuing	Chairman
Mrs. Marium Akhter	20.02.2012	Continuing	Director
Mr. Khalilur Rahman Choudhury	30.03.2000	Continuing	Director
Mr. Latiful Bari	20.02.2012	Continuing	Director
Mr. Amir Hamza Sarker	30.03.2000	Continuing	Director
Mr. ABM Kaiser	25.09.2017	Continuing	Director
Mr. Siddique Hossain Choudhury	29.05.2017	Continuing	Independent Director
Mr. Feroz Ahmed	15.10.2017	Continuing	Independent Director
Mrs. Halima Harun	30.07.2018	Continuing	Director
Mrs. Sultana Jahan	25.05.2015	25.09.2017	Share Holder
Mr. Md. Mazakat Harun	20.08.2003	30.07.2018	Share Holder
Mr. Shamsur Rahman	30.03.2000	Continuing	Director
Mr. K. M. Saidur Rahman	-	-	Managing Director & Chief Executive Officer

r) Director's engagement with similar business

None of the Directors is involved in similar type of business.

SECTION: IX CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

(a) A description of any transaction during the last five years, or any proposed transactions certified by the auditors, between the issuer and any of the following persons, giving the name of the persons involved in the transaction, their relationship with the issuer, the nature of their interest in the transaction and the amount of such interest, namely:-

- (i) Any director or sponsor or executive officer of the issuer;
- (ii) Any person holding 5% or more of the outstanding shares of the issuer;
- (iii) Any related party or connected person of any of the above persons.

To whom it may concern

This is to certify that the financial statements of the Express Insurance Limited has transactions during the last five years, or any proposed transactions, between the issuer and any of the following persons:

- i) Any directors or sponsor or executive officer of the issuer
- ii) Any person holding 5% or more of the outstanding shares of issuer
- iii) Any related party or connected person of any of the above person

Except the transactions described in the following table:

SL. No	Name of person/party	Relationship with the issuer	Nature of transections	Amount in Taka				
				12/31/2018	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14
01	Mr. Md. Abdul Awal	Chairman	Meetings attendance fee	239,000	160,000	215,000	205,000	175,000
			Dividend	Yet to be declared	3,600,630	3,600,630	4,320,756	6,001,050
			Fund received against share issue					
02	Mrs. Farida Razzak	Director	Meetings attendance fee	293,000	225,000	165,000	155,000	205,000
			Dividend	Yet to be declared	3,926,572	3,926,572	4,711,886	6,544,290
			Fund received against share issue	-	-	-	-	-
03	Mr. Syed Al Farooque	Director	Meetings attendance fee	239,000	155,000	160,000	160,000	180,000
			Dividend	Yet to be declared	4,326,715	4,326,715	5,192,058	7,211,190

			Fund received against share issue	-	-	-	-	-
04	Mrs. Mahfuza Younus	Director	Meetings attendance fee	251,000	165,000	145,000	140,000	150,000
			Dividend	Yet to be declared	1,370,880	1,370,880	1,645,056	2,284,800
			Fund received against share issue	-	-	-	-	-
05	Mrs. Halima Harun	Director	Meetings attendance fee	114,000	-	-	-	-
			Dividend	Yet to be declared	1,740,857	1,740,857	2,089,028	2,901,430
			Fund received against share issue	-	-	-	-	-
06	Mr. ABM. Kaiser	Director	Meetings attendance fee	239,000	50,000	-	-	80,000
			Dividend	Yet to be declared	3,328,982	3,328,982	3,994,778	5,548,300
			Fund received against share issue	-	-	-	-	-

SL. No	Name of person/party	Relationship with the issuer	Nature of transections	Amount in Taka				
				31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14
07	Mrs. Marium Akhter	Director	Meetings attendance fee	224,000	155,000	160,000	135,000	125,000
			Dividend	Yet to be declared	2,785,748	2,785,748	3,342,898	4,642,910
			Fund received against share issue	-	-	-	-	-
08	Mr. Khalilur Rahman Choudhury	Director	Meetings attendance fee	239,000	175,000	155,000	175,000	180,000
			Dividend	Yet to be declared	3,882,350	3,882,350	4,658,820	6,470,580
			Fund received against share issue	-	-	-	-	-
09	Mr. Latiful Bari	Director	Meetings attendance fee	239,000	175,000	150,000	180,000	180,000
			Dividend	Yet to be declared	1,370,880	1,370,880	1,645,056	2,284,800
			Fund received against share issue	-	-	-	-	-
10	Mr. Amir Hamza Sarker	Director	Meetings attendance fee	219,000	85,000	110,000	115,000	50,000
			Dividend	Yet to be declared	2,904,169	2,904,169	3,485,003	4,840,280
			Fund received against share issue	-	-	-	-	-
11	Mr. Mohammad Younus	Shareholder	Meetings attendance fee	-	-	-	-	-
			Dividend	Yet to be declared	2,866,954	2,866,954	3,440,345	4,778,260
			Fund received against share issue	-	-	-	-	-
12	Mr. Altaf Hossain Sarker	Shareholder	Meetings attendance fee	-	-	-	-	-
			Dividend	Yet to be declared	1,533,335	1,533,335	1,840,002	2,555,560
			Fund received against share issue	-	-	-	-	-
13	Mr. Md. Shamsur Rahman	Shareholder	Meetings attendance fee	119,000	165,000	195,000	155,000	140,000
			Dividend	Yet to be declared	3,111,736	3,111,736	3,734,083	5,186,230
			Fund received against share issue					
14	Mr. Md. Mazakat Harun	Shareholder	Meetings attendance fee	163,000	225,000	160,000	190,000	220,000
			Dividend	Yet to be declared	1,370,880	1,370,880	1,645,056	2,284,800
			Fund received against share issue	-	-	-	-	-

15	Mrs. Sultana Jahan	Shareholder	Meetings attendance fee	-	115,000	165,000	95,000	-
			Dividend	Yet to be declared	997,776	997,776	1,197,331	-
			Fund received against share issue	-	-	-	-	-
16	Feroz Ahmed	Independent Director	Meetings attendance fee	142,000	30,000	-	-	-
			Dividend	-	-	-	-	-
			Fund received against share issue	-	-	-	-	-
17	Siddique Hossain Choudhury	Independent Director	Meetings attendance fee	151,000	55,000	-	-	-
			Dividend	-	-	-	-	-
			Fund received against share issue	-	-	-	-	-

Name of the Party	Nature of Transaction	Nature of Relationship	Transaction value (Taka)				
			2018	2017	2016	2015	2014
Chamitan Trading House	Insurance Premium	Common Directorship	40,753	35,703	35,703	31,046	35,703
MAB Spinning Ltd.			-	-	-	1,946,466	2,731,834
MAB Denim Ltd.			-	-	-	-	-
Karim Leathers Ltd.	Insurance Premium	Common Directorship	194,630	608,362	1,092,491	1,053,301	1,290,562
Kamtex Ltd.			696	43,027	67,597	181,771	181,771
K.R.C. Composite Textile Indus. Ltd.	Insurance Premium	Common Directorship	-	-	-	-	1,633
Bay Tanneries Ltd.	Insurance Premium	Common Directorship	-	244,591	552,854	3,147,476	2,910,824
Bay Rubber & Plastic Ltd.			-	697,185	976,084	929,021	706,270
Aziz Tanneries Ltd.			-	24,140	51,698	18,195	34,117
Rahmat Textiles Ltd.	Insurance Premium	Common Directorship	1,954,991	4,500,240	5,148,942	3,451,533	4,881,089
Rahmat Sweaters (BD) Ltd.			123,663	456,598	207,309	422,012	905,965
China Plastic (BD) Ltd.			-	26,923	31,456	9,011	536,652
Rahmat Knit-Dying & Finishing Ltd.			139,433	368,899	391,378	787,854	1,613,752
Rahmat Fashion Wear			60,810	-	-	-	-
Rahmat Rotors Ltd.			20,721	-	-	-	-
Logos Apparels			829,558	-	-	-	-
Belkuchi Spinning Mills Ltd.			656	88,811	294,012	656	101,916
Wills Properties Ltd.	Insurance Premium	Common Directorship	51,879	-	-	-	-
Younus Plastic Industries Ltd.	Insurance Premium	Common Directorship	20,728	20,952	21,607	21,276	21,228

Younus Fillament Industries Ltd.			31,748	31,748	31,050	31,748	31,748
Younus Paper Mills Ltd.			886,658	868,051	871,003	3,168,660	2,681,191
Sonali Papers & Board Mills Ltd.			996,861	1,094,528	774,751	6,053,195	4,558,238
Younus News Print Mills Ltd.			344,901	191,079	409,084	1,386,283	1,007,613
Younus Fine Paper Mills Ltd.			537,792	754,539	2,856,397	1,256,929	538,402
Younus Offset Paper Mills Ltd.			332,811	655,359	2,512,199	90,968	50,383
Younus Spinning Mills Ltd.			146,350	62,992	593,777	404,474	1,683,022
Ananta Paper Mills Ltd.			147,854	-	-	-	-
Younus Cold storage			457	-	-	-	-
Quality Accessories Ltd.			-	-	-	15,743	11,575
United Traders			-	-	-	77,625	98,015
Gumti Textile Ltd	Insurance Premium	Common Directorship	-	-	-	132,318	136,340
Total				10,773,727	16,919,392	24,617,561	26,749,843

Aggregate amount of remuneration paid to all Directors and Officers during the accounting year is as follows :

Sl. No.	Particulars	Nature of Payment	Amount In Taka				
			2018	2017	2016	2015	2014
01	Directors	Board meeting Fee	2,871,000	1,935,000	1,780,000	1,705,000	1,685,000
02	Directors	Dividend	-	39,118,464	39,118,464	46,942,156	63,534,480
03	Directors	Remuneration	-	-	-	-	-
04	Chief Executive Officer	Salary, Bonus & other Allowances	5,370,000	4,200,000	4,200,000	3,890,000	2,180,000
05	Officers & Executives	Salary, Bonus & other Allowances	97,555,974	99,976,827	102,377,962	94,816,350	100,350,480
Total			105,796,974	145,230,291	147,476,426	147,353,506	167,749,960

Sd/-

Dated,
Dhaka

30 June, 2019

AHMED ZAKER & CO.
Chartered Accountants

(b) Any transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries/holding company or associate, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus.

There was no transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries/holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus except mentioned in the above table. (Page #104-109)

(c) Any loans either taken or given from or to any director or any person connected with the director, clearly specifying details of such loan in the prospectus, and if any loan has been taken from any such person who did not have any stake in the issuer, its holding company or its associate concerns prior to such loan, rate of interest applicable, date of loan taken, date of maturity of loan, and present outstanding of such loan.

No loan either taken or given from or to any director or any person connected with the director and any such person who did not have any stake in the issuer, its holding Company or its associate concerns.

SECTION:X EXECUTIVE COMPENSATION

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

SI No.	Name of Employee	Short-term employee benefits	Post-employment benefits	Other long-term benefits	Termination benefits	Share based payment
01	Mr. K.M Saidur Rahman Managing Director & CEO	Salary TK. 49,20,000 Bonus TK. 4,50,000	P.F @10% of Basic salary.	No	P.F	No
02	Mr. Md. Anowar Hossain Additional Managing Director	Salary TK. 17,28,000 Bonus TK. 1,34,000 Car Allowance TK.3,60,000	P.F @10% of Basic salary.	No	P. F & WPPF	No
03	Mr. Md. Bahar Uddin Chy. Additional Managing Director	Salary TK. 30,00,000 Bonus TK. 2,50,000	P.F @10% of Basic salary.	No	P. F & WPPF	No
04	Mr. Md. Badiuzzaman Lasker Assistant Managing Director	Salary TK. 14,40,000 Bonus TK. 107,000	P.F @10% of Basic salary.	No	P. F & WPPF	No
05	Mr. Ahsan Habib Assistant Managing Director	Salary TK. 12,48,000 Bonus TK. 94,000 Car Allowance TK.3,60,000	P.F @10% of Basic salary.	No	P. F & WPPF	No

(b) Aggregate amount of remuneration paid to directors and officers as a group during the last accounting year

Particulars	Amount in Taka
	31 Dec 2018
Salaries & Allowances of Managing Director	49,20,000
Festival Bonus of Managing Director	4,50,000
Board meeting fees (Managing Director)	-
Salaries & Allowances to officers except Managing Director as mentioned above	87,403,152
Festival Bonus to officers except Managing Director as mentioned above	10,152,822
Total Salaries & Allowances & Festival Bonus	102,925,974

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

No shareholder director of the company received monthly salary/perquisite/benefit.

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

Sl. No.	Name of Directors	Position	Amount in Taka	Approval from AGM
1	Mr. Mrs. Farida Razzaq	Director	293,000	24 September 2017
2	Mrs. Halima Harun	Director	114,000	
3	Mr. Syed Al Farooque	Director	239,000	
4	Mrs. Mahfuza Younus	Director	251,000	
5	Mr. Md. Shamsur Rahman	Director	119,000	
6	Mr. Md. Abdul Awal	Chairman	239,000	
7	Mrs. Marium Akhter	Director	224,000	
8	Mr. Khalilur Rahman Choudhury	Director	239,000	
9	Mr. Latiful Bari	Director	239,000	
10	Mr. Amir Hamza Sarker	Director	219,000	
11	Mrs. Sultana Jahan	Director	-	
12	ABM Kaiser	Director	239,000	
12	Mr. Siddique Hossain Choudhury	Independent Director	151,000	
13	Mr. Feroz Ahmed	Independent Director	142,000	

** The fees of the directors for attending in the Board or Committee meeting was paid as per ceiling of the Regulatory Authority.

(e) Any contract with any director or officer providing for the payment of future compensation;

There is no this type of contract made with any director or officer providing for the payment of future compensation.

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

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

(g) Any other benefit/facility provided to the above persons during the last accounting year No

other benefit/facility provided to the above persons during the last accounting year.

SECTION: XI OPTIONS GRANTED TO DIRECTORS, OFFICERS AND EMPLOYEES

(a) Options granted to directors, officers and employees

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

**SECTION:XII TRANSACTION WITH THE DIRECTORS AND SUBSCRIBERS TO THE
MEMORANDUM**

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

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

SL. No	Name of person/party	Relationship with the issuer	Nature of transections	Amount in Taka				
				12/31/2018	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14
01	Mr. Md. Abdul Awal	Chairman	Meetings attendance fee	239,000	160,000	215,000	205,000	175,000
			Dividend	Yet to be declared	3,600,630	3,600,630	4,320,756	6,001,050
			Fund received against share issue					
02	Mrs. Farida Razzak	Director	Meetings attendance fee	293,000	225,000	165,000	155,000	205,000
			Dividend	Yet to be declared	3,926,572	3,926,572	4,711,886	6,544,290
			Fund received against share issue	-	-	-	-	-
03	Mr. Syed Al Farooque	Director	Meetings attendance fee	239,000	155,000	160,000	160,000	180,000
			Dividend	Yet to be declared	4,326,715	4,326,715	5,192,058	7,211,190
			Fund received against share issue	-	-	-	-	-
04	Mrs. Mahfuza Younus	Director	Meetings attendance fee	251,000	165,000	145,000	140,000	150,000
			Dividend	Yet to be declared	1,370,880	1,370,880	1,645,056	2,284,800
			Fund received against share issue	-	-	-	-	-
05	Mrs. Halima Harun	Director	Meetings attendance fee	114,000	-	-	-	-
			Dividend	Yet to be declared	1,740,857	1,740,857	2,089,028	2,901,430
			Fund received against share issue	-	-	-	-	-
06	Mr. ABM. Kaiser	Director	Meetings attendance fee	239,000	50,000	-	-	80,000
			Dividend	Yet to be declared	3,328,982	3,328,982	3,994,778	5,548,300
			Fund received against share issue	-	-	-	-	-
07	Mrs. Marium Akhter	Director	Meetings attendance fee	224,000	155,000	160,000	135,000	125,000
			Dividend	Yet to be declared	2,785,748	2,785,748	3,342,898	4,642,910
			Fund received against share issue	-	-	-	-	-

SL. No	Name of person/party	Relationship with the issuer	Nature of transactions	Amount in Taka				
				31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14
08	Mr. Khalilur Rahman Choudhury	Director	Meetings attendance fee	239,000	175,000	155,000	175,000	180,000
			Dividend	Yet to be declared	3,882,350	3,882,350	4,658,820	6,470,580
			Fund received against share issue	-	-	-	-	-
09	Mr. Latiful Bari	Director	Meetings attendance fee	239,000	175,000	150,000	180,000	180,000
			Dividend	Yet to be declared	1,370,880	1,370,880	1,645,056	2,284,800
			Fund received against share issue	-	-	-	-	-
10	Mr. Amir Hamza Sarker	Director	Meetings attendance fee	219,000	85,000	110,000	115,000	50,000
			Dividend	Yet to be declared	2,904,169	2,904,169	3,485,003	4,840,280
			Fund received against share issue	-	-	-	-	-
11	Mr. Mohammad Yunus	Shareholder	Meetings attendance fee	-	-	-	-	-
			Dividend	Yet to be declared	2,866,954	2,866,954	3,440,345	4,778,260
			Fund received against share issue	-	-	-	-	-
12	Mr. Altaf Hossain Sarker	Shareholder	Meetings attendance fee	-	-	-	-	-
			Dividend	Yet to be declared	1,533,335	1,533,335	1,840,002	2,555,560
			Fund received against share issue	-	-	-	-	-
13	Mr. Md. Shamsur Rahman	Director	Meetings attendance fee	119,000	165,000	195,000	155,000	140,000
			Dividend	Yet to be declared	3,111,736	3,111,736	3,734,083	5,186,230
			Fund received against share issue	-	-	-	-	-
14	Mr. Md. Mazakat Harun	Shareholder	Meetings attendance fee	163,000	225,000	160,000	190,000	220,000
			Dividend	Yet to be declared	1,370,880	1,370,880	1,645,056	2,284,800
			Fund received against share issue	-	-	-	-	-
15	Mrs. Sultana Jahan	Shareholder	Meetings attendance fee	-	115,000	165,000	95,000	-
			Dividend	Yet to be declared	997,776	997,776	1,197,331	-
			Fund received against share issue	-	-	-	-	-
16	Feroz Ahmed	Independent Director	Meetings attendance fee	142,000	30,000	-	-	-
			Dividend	-	-	-	-	-
			Fund received against share issue	-	-	-	-	-
17	Siddique Hossain Choudhury	Independent Director	Meetings attendance fee	151,000	55,000	-	-	-
			Dividend	-	-	-	-	-
			Fund received against share issue	-	-	-	-	-

Value received by the Company from the directors and subscribers to the memorandum

Name of director	Status	Date of allotment of shares	Consideration	No. of shares hold	Face value	Amount received in Taka
Mr. Mrs. Farida Razzaq	Director	05.05.2011	Cash	13,27,980	10	132,79,800
Mrs. Halima Harun	Director	30.03.2000	Cash	4,50,000	10	45,00,000
Mr. Syed Al Farooque	Director	30.03.2000	Cash	5,00,000	10	50,00,000
		05.05.2011		14,63,310	10	146,33,100
Mrs. Mahfuza Younus	Director	-	-	-	-	-
Mr. Md. Shamsur Rahman	Director	30.03.2000	Cash	4,50,000	10	45,00,000
		05.05.2011		10,52,400	10	105,24,000
Mr. Md. Abdul Awal	Chairman	30.03.2000	Cash	4,00,000	10	40,00,000
		05.05.2011		12,17,745	10	121,77,450
Mrs. Marium Akhter	Director	30.03.2000	Cash	4,00,000	10	40,00,000
Mr. Khalilur Rahman Choudhury	Director	30.03.2000	Cash	5,00,000	10	50,00,000
		05.05.2011		13,13,025	10	131,30,250
Mr. Latiful Bari	Director	30.03.2000	Cash	3,50,000	10	35,00,000
Mr. Amir Hamza Sarker	Director	30.03.2000	Cash	3,50,000	10	35,00,000
		05.05.2011		9,82,200	10	98,22,000
Mrs. Sultana Jahan	Director	-	-	-	-	-
Mr. Altaf Hossain Sarker	Sponsor Shareholder	05.05.2011	Cash	9,82,215	10	98,22,150
Alhaj Mohd. Younus	Sponsor Shareholder	30.03.2000	Cash	6,50,000	10	65,00,000
		05.05.2011		14,33,250	10	143,32,500

Mr. ABM Kaiser	Sponsor Shareholder	05.05.2011	Cash	14,63,325	10	146,33,250
Mjr. General Monzur Rashid Khan (Rtd.)	Sponsor Director, Retired on 21.08.2004	30.03.2000	Cash	2,50,000	10	25,00,000
Mjr. M. Anisur Rahman (Rtd.)	Sponsor Director, Retired on 23.09.2002	30.03.2000	Cash	3,00,000	10	30,00,000
Mr. Mohd. Fuad Latif	Sponsor Director, Retired on 16.07.2003	30.03.2000	Cash	4,50,000	10	45,00,000
Mrs. Ayeasha Siddiquee	Sponsor Director, Retired on 15.07.2002	30.03.2000	Cash	4,50,000	10	45,00,000
Mr. Abdur Rashid	Sponsor Director, Retired on 26.08.2007	30.03.2000	Cash	5,00,000	10	50,00,000

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

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

SECTION XIII: OWNERSHIP OF THE COMPANY'S SECURITIES

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

Details of all shareholders of EIL is as under:

Sl. No.	Name of Shareholders	Address	No. of share holding	% of share holding (pre issue)	% of share holding (post issue)	BO ID	Status
1	Mrs. Farida Razzaq	House # 8, Road # 76, Gulshan-2, Dhaka	39,26,572	10.0376	6.0226	1202810062840481	Director
2	Mr. Md. Mazakat Harun	House # 42/A, Road # 16 (new), 27 (old), Dhanmondi R/A, Dhaka-1205.	13,70,880	3.5044	2.1026	1201500000866680	Shareholder
3	Mr. Syed Al Farooque	House # 38/B, Road # 12, Baridhara Diplomatic Zone, Gulshan, Dhaka-1212.	43,26,715	11.0605	6.6363	1203190007661097	Director
4	Mrs. Mahfuza Younus	Flat # 3/C, House # 47, Road # 5, Dhanmondi R/A, Dhaka.	13,70,880	3.5044	2.1026	1201630006607717	Director
5	Mr. Md. Shamsur Rahman	70, Gulshan Avenue, Gulshan, Dhaka	31,11,736	7.9546	4.7728	1201930006408144	Director
6	Mr. Md. Abdul Awal	Flat # 6/12, Prio Prangon, 2, Poribag, Ramna, Dhaka.	36,00,630	9.2044	5.5226	1203190032311449	Director
7	Marium Akhter	House # 82, Road # 11 (new), Dhanmondi R/A, Dhaka.	27,85,748	7.1213	4.2728	1603660007692315	Director
8	Mr. Khalilur Rahman Choudhury	House # 5, Road # 9, Baridhara, Dhaka	38,82,350	9.9245	5.9547	1203190025863661	Director
9	Mr. Latiful Bari	House # 23/A, Road # 13/A, Dhanmondi R/A, Dhaka-1209.	13,70,880	3.5044	2.1027	1201630062846543	Director
10	Mr. Amir Hamza Sarker	19/2, Kakrail, Ramna, Dhaka.	29,04,169	7.4240	4.4544	1203370062778615	Director
11	Mr. ABM Kaiser	Plot-49, Road-35/A, Gulshan-2, Dhaka-1212.	33,28,982	8.5100	5.1060	1203000033242071	Director
12	Mrs. Sultana Jahan	Plot-49, Road-35/A, Gulshan-2, Dhaka-1212.	9,97,776	2.5506	1.5304	1203000062742300	Shareholder
13	Alhaj Mohd. Younus	Flat # 3/C, House # 47, Road # 5, Dhanmondi R/A, Dhaka.	28,66,954	7.3289	4.3973	1201630000083805	Shareholder
14	Mr. Altaf Hossain Sarker	House # 23/A, Road # 13/A, Dhanmondi R/A, Dhaka-1209.	15,33,335	3.9197	2.3518	1201630000078942	Shareholder
15	Mrs. Halima Harun	House # 42/A, Road # 16 (new), 27 (old), Dhanmondi R/A, Dhaka-1205.	17,40,857	4.4502	2.6701	1202420000632584	Director

(b) There shall also be a table showing the name and address, age, experience, BO ID Number, numbers of shares held including percentage, position held in other companies of all the directors before the public issue

Sl. No.	Name of Directors	Address	Age	Experience (Years)	BO ID No.	TIN No.	No. of shares held	Shareholding (%) (pre issue)	Position held in other Company
1	Mr. Mrs. Farida Razzaq	House # 8, Road # 76, Gulshan-2, Dhaka.	66	28	1202810062840481	740973813400	39,26,572	10.0376	This information already given in the directors' involvement in other organization under the head "Directors and Officers" in the Section-Viii
2	Mr. Syed Al Farooque	House # 38/B, Road # 12, Baridhara Diplomatic Zone, Gulshan, Dhaka-1212.	60	34	1203190007661097	851800545336	43,26,715	11.0605	
3	Mrs. Mahfuza Yunus	Flat # 3/C, House # 47, Road # 5, Dhanmondi R/A, Dhaka.	55	26	1201630006607717	894201298799	13,70,880	3.5044	
4	Mr. Md. Abdul Awal	Flat # 6/12, Prio Prangon, 2, Poribag, Ramna, Dhaka.	39	13	1203190032311449	780616102985	36,00,630	9.2044	
5	Mrs. Marium Akhter	House # 82, Road # 11 (new), Dhanmondi R/A, Dhaka.	59	35	1603660007692315	326180770547	27,85,748	7.1213	
6	Mr. Khalilur Rahman Choudhury	House # 5, Road # 9, Baridhara, Dhaka.	82	34	1203190025863661	382937940323	38,82,350	9.9245	
7	Mr. Latiful Bari	House # 23/A, Road # 13/A, Dhanmondi R/A, Dhaka-1209.	43	21	1201630062846543	218749376166	13,70,880	3.5044	
8	Mr. Amir Hamza Sarker	19/2, Kakrail, Ramna, Dhaka.	48	21	1203370062778615	842140425546	29,04,169	7.4240	
9	Mr. ABM Kaiser	Plot-49, Road-35/A, Gulshan-2, Dhaka-1212.	59	13	1203000033242071	48913510886	33,28,982	8.5100	
10	Mrs. Halima Harun	House # 42/A, Road # 16 (new), 27 (old), Dhanmondi R/A, Dhaka-1205.	49		1202420000632584	821563269972	17,40,857	4.4502	
11	Md. Shamsur Rahman	70, Gulshan Avenue, Dhaka	75	42	1201930006408144	865348271097	3,111,736	7.9546	

C) The average cost of acquisition of equity shares by the directors certified by the auditors:

Auditor's certificate regarding average cost of acquisition of equity shares by the directors

This is to certify that the equity shares of **Express Insurance Limited** have been allotted at face value of Tk. 10.00 each and the average cost of acquisition of equity shares by the directors is Tk. 10.00 each. Name wise shareholdings position, allotment date and consideration are given below:

Sl. No.	Name	Position	Allotment		Transfer/Acquire		Face Value	Net Amount TK.	Consideration	Average cost of acquisition per share
			Date	No. of shares	Date	No. of shares				
1	Mrs. Farida Razzaq	Director	16.07.2003	450,000	-	-	10.00	4,500,000	Cash	10.00
			16.07.2003	27,270	-	-	10.00	272,700	Cash	10.00
			21.08.2004	125,000	-	-	10.00	1,250,000	Cash	10.00
			22.09.2008	30,110	-	-	10.00	301,100	Bonus Share	10.00
			29.09.2009	75,880	-	-	10.00	758,800	Bonus Share	10.00
			03.07.2010	177,060	-	-	10.00	1,770,600	Bonus Share	10.00
			27.06.2011	221,330	-	-	10.00	2,213,300	Bonus Share	10.00
			05.05.2011	1,327,980	-	-	10.00	13,279,800	Cash (Right Share)	10.00
			25.06.2012	486,926	-	-	10.00	4,869,260	Bonus Share	10.00
			13.04.2013	350,587	-	-	10.00	3,505,870	Bonus Share	10.00
			10.08.2015	654,429	-	-	10.00	6,544,290	Bonus Share	10.00
Total				3,926,572				39,265,720		
Sl. No.	Name	Position	Allotment		Transfer/Acquire		Face Value	Net Amount TK.	Consideration	Average cost of acquisition per share
			Date	No. of shares	Date	No. of shares				
2	Mr. Syed Al Farooque	Director	30.03.2000	500,000	-	-	10.00	5,000,000	Cash	10.00
			20.03.2001	27,270	-	-	10.00	272,700	Cash	10.00
			15.07.2002	109,090	-	-	10.00	1,090,900	Cash	10.00
			15.07.2002	27,270	-	-	10.00	272,700	Cash	10.00
			22.09.2008	33,180	-	-	10.00	331,800	Bonus Share	10.00
			29.09.2009	83,620	-	-	10.00	836,200	Bonus Share	10.00
			03.07.2010	195,110	-	-	10.00	1,951,100	Bonus Share	10.00
			27.06.2011	243,885	-	-	10.00	2,438,850	Bonus Share	10.00
			05.05.2011	1,463,310	-	-	10.00	14,633,100	Cash (Right Share)	10.00

			25.06.2012	536,547	-	-	10.00	5,365,470	Bonus Share	10.00
			13.04.2013	386,314	-	-	10.00	3,863,140	Bonus Share	10.00
			10.08.2015	721,119	-	-	10.00	7,211,190	Bonus Share	10.00
Total				4,326,715				43,267,150		
Sl. No.	Name	Position	Allotment		Transfer/Acquire		Face Value	Net Amount TK.	Consideration	Average cost of acquisition per share
			Date	No. of shares	Date	No. of shares				
3	Mrs. Mahfuza Younus	Director	20.02.2012	850,000	-	-	10.00	8,500,000	Cash	10.00
			25.06.2012	170,000	-	-	10.00	1,700,000	Bonus Share	10.00
			13.04.2013	122,400	-	-	10.00	1,224,000	Bonus Share	10.00
			10.08.2015	228,480	-	-	10.00	2,284,800	Bonus Share	10.00
Total				1,370,880				13,708,800		

Sl. No.	Name	Position	Allotment		Transfer/Acquire		Face Value	Net Amount TK.	Consideration	Average cost of acquisition per share
			Date	No. of shares	Date	No. of shares				
4	Mr. Md. Abdul Awal	Chairman	30.03.2000	400,000	-	-	10.00	4,000,000	Cash	10.00
			20.03.2001	27,270	-	-	10.00	272,700	Cash	10.00
			21.08.2004	125,000	-	-	10.00	1,250,000	Cash	10.00
			22.09.2008	27,610	-	-	10.00	276,100	Bonus Share	10.00
			29.09.2009	69,580	-	-	10.00	695,800	Bonus Share	10.00
			03.07.2010	162,370	-	-	10.00	1,623,700	Bonus Share	10.00
			27.06.2011	202,958	-	-	10.00	2,029,580	Bonus Share	10.00
			05.05.2011	1,217,745	-	-	10.00	12,177,450	Cash (Right Share)	10.00
			25.06.2012	446,507	-	-	10.00	4,465,070	Bonus Share	10.00
			13.04.2013	321,485	-	-	10.00	3,214,850	Bonus Share	10.00
			10.08.2015	600,105	-	-	10.00	6,001,050	Bonus Share	10.00
Total				3,600,630				36,006,300		

Sl. No.	Name	Position	Allotment		Transfer/Acquire		Face Value	Net Amount TK.	Consideration	Average cost of acquisition per share
			Date	No. of shares	Date	No. of shares				

5	Mrs. Marium Akhter	Director	20.02.2012	850,000	-	-	10.00	8,500,000	Cash	10.00
			25.06.2012	170,000	-	-	10.00	1,700,000	Bonus Share	10.00
			13.04.2013	122,400	-	-	10.00	1,224,000	Bonus Share	10.00
			25.05.2015	1,179,057	-	-	10.00	11,790,570	Cash (Right Share)	10.00
			10.08.2015	464,291	-	-	10.00	4,642,910	Bonus Share	10.00
Total				2,785,748				27,857,480		
Sl. No.	Name	Position	Allotment		Transfer/Acquire		Face Value	Net Amount TK.	Consideration	Average cost of acquisition per share
			Date	No. of shares	Date	No. of shares				
6	Mr. Khalilur Rahman Choudhury	Director	30.03.2000	500,000	-	-	10.00	5,000,000	Cash	10.00
			20.03.2001	27,300	-	-	10.00	273,000	Cash	10.00
			15.07.2002	68,180	-	-	10.00	681,800	Cash	10.00
			22.09.2008	29,770	-	-	10.00	297,700	Bonus Share	10.00
			29.09.2009	75,030	-	-	10.00	750,300	Bonus Share	10.00
			03.07.2010	175,070	-	-	10.00	1,750,700	Bonus Share	10.00
			27.06.2011	218,837	-	-	10.00	2,188,370	Bonus Share	10.00
			05.05.2011	1,313,025	-	-	10.00	13,130,250	Cash (Right Share)	10.00
			25.06.2012	481,442	-	-	10.00	4,814,420	Bonus Share	10.00
			13.04.2013	346,638	-	-	10.00	3,466,380	Bonus Share	10.00
			10.08.2015	647,058	-	-	10.00	6,470,580	Bonus Share	10.00
Total				3,882,350				38,823,500		

Sl. No.	Name	Position	Allotment		Transfer/Acquire		Face Value	Net Amount TK.	Consideration	Average cost of acquisition per share
			Date	No. of shares	Date	No. of shares				
7	Mr. Latiful Bari	Director	20.02.2012	850,000	-	-	10.00	8,500,000	Cash	10.00
			25.06.2012	170,000	-	-	10.00	1,700,000	Bonus Share	10.00
			13.04.2013	122,400	-	-	10.00	1,224,000	Bonus Share	10.00
			10.08.2015	228,480	-	-	10.00	2,284,800	Bonus Share	10.00
Total				1,370,880				13,708,800		

Sl. No.	Name	Position	Allotment		Transfer/Acquire		Face Value	Net Amount TK.	Consideration	Average cost of acquisition per share
			Date	No. of shares	Date	No. of shares				
8	Mrs. Halima Harun	Director	20.02.2012	1,079,400	20.02.2012	1,079,400	10.00	10,794,000	cash	10.00
			25.06.2012	215,880	-	-	10.00	2,158,800	Bonus Share	10.00
			13.04.2013	155,434	-	-	10.00	1,554,340	Bonus Share	10.00
			10.08.2015	290,143	-	-	10.00	2,901,430	Bonus Share	10.00
Total				1,740,857				17,408,570		

Sl. No.	Name	Position	Allotment		Transfer/Acquire		Face Value	Net Amount TK.	Consideration	Average cost of acquisition per share
			Date	No. of shares	Date	No. of shares				
9	Mr. Amir Hamza Sarker	Director	30.03.2000	350,000	-	-	10.00	3,500,000	Cash	10.00
			20.03.2001	27,270	-	-	10.00	272,700	Cash	10.00
			15.07.2002	68,180	-	-	10.00	681,800	Cash	10.00
			22.09.2008	22,270	-	-	10.00	222,700	Bonus Share	10.00
			29.09.2009	56,120	-	-	10.00	561,200	Bonus Share	10.00
			03.07.2010	130,960	-	-	10.00	1,309,600	Bonus Share	10.00
			27.06.2011	163,700	-	-	10.00	1,637,000	Bonus Share	10.00
			05.05.2011	982,200	-	-	10.00	9,822,000	Cash (Right Share)	10.00
			25.06.2012	360,140	-	-	10.00	3,601,400	Bonus Share	10.00
			13.04.2013	259,301	-	-	10.00	2,593,010	Bonus Share	10.00
			10.08.2015	484,028	-	-	10.00	4,840,280	Bonus Share	10.00
Total				2,904,169				29,041,690		

Sl. No.	Name	Position	Allotment		Transfer/Acquire		Face Value	Net Amount TK.	Consideration	Average cost of acquisition per share
			Date	No. of shares	Date	No. of shares				
10	Mr. A.B.M Kaiser	Director	26.08.2007	500,000	-	-	10.00	5,000,000	Cash	10.00
			26.08.2007	27,270	-	-	10.00	272,700	Cash	10.00

			26.08.2007	136,370	-	-	10.00	1,363,700	Cash	10.00
			22.09.2008	33,180	-	-	10.00	331,800	Bonus Share	10.00
			29.09.2009	83,620	-	-	10.00	836,200	Bonus Share	10.00
			03.07.2010	195,110	-	-	10.00	1,951,100	Bonus Share	10.00
			27.06.2011	243,887	-	-	10.00	2,438,870	Bonus Share	10.00
			05.05.2011	1,463,325	-	-	10.00	14,633,250	Cash (Right Share)	10.00
			25.06.2012	536,552	-	-	10.00	5,365,520	Bonus Share	10.00
			13.04.2013	386,318	-	-	10.00	3,863,180	Bonus Share	10.00
			30.06.2014	(2,438,875)	30.06.2014	(2,438,875)	10.00	(24,388,750)	Cash	10.00
			25.05.2015	1,607,395	-	-	10.00	16,073,950	Cash	10.00
			10.08.2015	554,830	-	-	10.00	5,548,300	Bonus Share	10.00
Total				3,328,982				33,289,820		

Sd/-

Dated,
Dhaka
30 June, 2019

AHMED ZAKER & CO.
Chartered Accountants

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

Mrs. Farida Razzaq									
Date of allotment/ transfer of fully paid-up shares	Consideration	Nature of issue	No. of equity shares	Face value (BDT)	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares (Taka)	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
16.07.2003	cash	Ordinary shares	450,000	10.00	10.00	4,500,000	10.04	6.02	Own source
16.07.2003	cash		27,270			4,772,700			
21.08.2004	cash		125,000			6,022,700			
22.09.2008	Bonus Share		30,110			6,323,800			
29.09.2009	Bonus Share		75,880			7,082,600			
03.07.2010	Bonus Share		177,060			8,853,200			
27.06.2011	Bonus Share		221,330			11,066,500			
05.05.2011	Cash (Right Share)		1,327,980			24,346,300			
25.06.2012	Bonus Share		486,926			29,215,560			
13.04.2013	Bonus Share		350,587			32,721,430			
10.08.2015	Bonus Share		654,429			39,265,720			

Mr. Md. Mazakat Harun									
Date of allotment/ transfer of fully paid-up shares	Consideration	Nature of issue	No. of equity shares	Face value (BDT)	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares (Taka)	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
20.08.2003	cash	Ordinary shares	450,000	10	10	4,500,000	3.50	2.10	Own source
20.08.2003	cash		27,270			4,772,700			
22.09.2008	Bonus Share		23,870			5,011,400			
29.09.2009	Bonus Share		60,140			5,612,800			
03.07.2010	Bonus Share		140,320			7,016,000			
27.06.2011	Bonus Share		175,400			8,770,000			
05.05.2011	Cash (Right Share)		1,052,400			19,294,000			
20.02.2012	Cash		(1,079,400)			8,500,000			
25.06.2012	Bonus Share		170,000			10,200,000			
13.04.2013	Bonus Share		122,400			11,424,000			
30.06.2014	Cash		2,438,875			35,812,750			

Mr. Syed Al Farooque									
Date of allotment/ transfer of fully paid-up shares	Consideration	Nature of issue	No. of equity shares	Face value (BDT)	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares (Taka)	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
20.08.2003	cash	Ordinary	500,000	10	10	5,000,000	11.06	6.64	Own

20.08.2003	cash	shares	27,270			5,272,700			source
22.09.2008	Bonus Share		109,090			6,363,600			
29.09.2009	Bonus Share		27,270			6,636,300			
03.07.2010	Bonus Share		33,180			6,968,100			
27.06.2011	Bonus Share		83,620			7,804,300			
05.05.2011	Cash (Right Share)		195,110			9,755,400			
20.02.2012	Cash		243,885			12,194,250			
25.06.2012	Bonus Share		1,463,310			26,827,350			
13.04.2013	Bonus Share		536,547			32,192,820			
30.06.2014	Cash		386,314			36,055,960			

Mrs. Mahfuza Younus									
Date of allotment/ transfer of fully paid-up shares	Consideration	Nature of issue	No. of equity shares	Face value (BDT)	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares (Taka)	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
20.02.2012	cash	Ordinary shares	850,000	10	10	8,500,000	3.50	2.10	Own source
25.06.2012	Bonus Share		170,000			10,200,000			
13.04.2014	Bonus Share		122,400			11,424,000			
10.08.2015	Bonus Share		228,480			13,708,800			

Mr. Md. Shamsur Rahman									
Date of allotment/ transfer of fully paid-up shares	Consideration	Nature of issue	No. of equity shares	Face value (BDT)	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares (Taka)	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund

30.03.2000	cash	Ordinary shares	450,000	10	10	4,500,000	7.95	4.77	Own source
20.03.2001	cash		27,270			4,772,700			
22.09.2008	Bonus Share		23,870			5,011,400			
29.09.2009	Bonus Share		60,140			5,612,800			
03.07.2010	Bonus Share		140,320			7,016,000			
27.06.2011	Bonus Share		175,400			8,770,000			
05.05.2011	Right Share		1,052,400			19,294,000			
25.06.2012	Bonus Share		385,880			23,152,800			
13.04.2013	Bonus Share		277,833			25,931,130			
10.08.2015	Bonus Share		518,623			31,117,360			

Mr. Md. Abdul Awal									
Date of allotment/ transfer of fully paid-up shares	Consideration	Nature of issue	No. of equity shares	Face value (BDT)	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares (Taka)	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
30.03.2000	cash	Ordinary shares	400000	10	10	4,000,000	9.20	5.52	Own source
20.03.2001	cash		27270			4,272,700			
21.08.2004	Bonus Share		125000			5,522,700			
22.09.2008	Bonus Share		27610			5,798,800			
29.09.2009	Bonus Share		69580			6,494,600			
03.07.2010	Bonus Share		162370			8,118,300			
27.06.2011	Right Share		202958			10,147,880			
05.05.2011	Bonus Share		1217745			22,325,330			

25.06.2012	Bonus Share		446507			26,790,400			
13.04.2013	Bonus Share		321485			30,005,250			

Mrs. Marium Akhter									
Date of allotment/ transfer of fully paid-up shares	Consideration	Nature of issue	No. of equity shares	Face value (BDT)	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares (Taka)	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
20.02.2012	cash	Ordinary shares	850,000	10	10	8,500,000	7.12	4.27	Own source
25.06.2012	cash		170,000			10,200,000			
13.04.2013	Bonus Share		122,400			11,424,000			
25.05.2015	Bonus Share		1,179,057			23,214,570			
10.08.2015	Bonus Share		464,291			27,857,480			
Mr. Khalilur Rahman Choudhury									
Date of allotment/ transfer of fully paid-up shares	Consideration	Nature of issue	No. of equity shares	Face value (BDT)	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares (Taka)	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
30.03.2000	cash	Ordinary shares	500,000	10	10	5,000,000	9.92	5.95	Own source
20.03.2001	cash		27,300			5,273,000			
15.07.2002	cash		68,180			5,954,800			
22.09.2008	Bonus Share		29,770			6,252,500			
29.09.2009	Bonus Share		75,030			7,002,800			
03.07.2010	Bonus Share		175,070			8,753,500			
27.06.2011	Bonus Share		218,837			10,941,870			
05.05.2011	Right Share		1,313,025			24,072,120			

25.06.2012	Bonus Share		481,442			28,886,540			
13.04.2013	Bonus Share		346,638			32,352,920			
10.08.2015	Bonus Share		647,058			38,823,500			

Mr. Latiful Bari									
Date of allotment/ transfer of fully paid-up shares	Consideration	Nature of issue	No. of equity shares	Face value (BDT)	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares (Taka)	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
20.02.2012	cash	Ordinary shares	850,000	10	10	8,500,000	3.50	2.10	Own source
25.06.2012	Bonus Share		170,000			10,200,000			
13.04.2013	Bonus Share		122,400			11,424,000			
10.08.2015	Bonus Share		228,480			13,708,800			
Mr. Amir Hamza Sarker									
Date of allotment/ transfer of fully paid-up shares	Consideration	Nature of issue	No. of equity shares	Face value (BDT)	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares (Taka)	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
30.03.2000	cash	Ordinary shares	350,000	10	10	3,500,000	7.42	4.45	Own source
20.03.2001	cash		27,270			3,772,700			
15.07.2002	cash		68,180			4,454,500			
22.09.2008	Bonus Share		22,270			4,677,200			
29.09.2009	Bonus Share		56,120			5,238,400			
03.07.2010	Bonus Share		130,960			6,548,000			
27.06.2011	Bonus Share		163,700			8,185,000			
05.05.2011	Right Share		982,200			18,007,000			

25.06.2012	Bonus Share		360,140			21,608,400			
13.04.2013	Bonus Share		259,301			24,201,410			
10.08.2015	Bonus Share		484,028			29,041,690			

Mrs. Sultana Jahan									
Date of allotment/ transfer of fully paid-up shares	Consideration	Nature of issue	No. of equity shares	Face value (BDT)	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares (Taka)	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
25.05.2015	cash	Ordinary shares	831,480	10	10	8,314,800	2.55	1.53	Own source
10.08.2015	Bonus Share		166,296			9,977,760			
Mr. Mohammad Yunus									
Date of allotment/ transfer of fully paid-up shares	Consideration	Nature of issue	No. of equity shares	Face value (BDT)	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares (Taka)	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
30.03.2000	cash	Ordinary shares	650,000	10	10	6,500,000	7.33	4.40	Own source
22.09.2008	Bonus Share		32,500			6,825,000			
29.09.2009	Bonus Share		81,900			7,644,000			
03.07.2010	Bonus Share		191,100			9,555,000			
27.06.2011	Bonus Share		238,875			11,943,750			
05.05.2011	Right Share		1,433,250			26,276,250			
20.02.2012	Cash		(850,000)			17,776,250			
25.06.2012	Bonus Share		355,525			21,331,500			
13.04.2013	Bonus Share		255,978			23,891,280			
10.08.2015	Bonus Share		477,826			28,669,540			

Mr. Altaf Hossain Sarker									
Date of allotment/ transfer of fully paid-up shares	Consideration	Nature of issue	No. of equity shares	Face value (BDT)	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares (Taka)	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
14.07.2001	cash	Ordinary shares	350,000	10	10	3,500,000	3.92	2.35	Own source
14.07.2001	cash		27,270			3,772,700			
15.07.2002	cash		68,180			4,454,500			
22.09.2008	Bonus Share		22,270			4,677,200			
29.09.2009	Bonus Share		56,130			5,238,500			
03.07.2010	Bonus Share		130,960			6,548,100			
27.06.2011	Bonus Share		163,703			8,185,130			
05.05.2011	Cash (Right Share)		982,215			18,007,280			
20.02.2012	Cash		(850,000)			9,507,280			
25.06.2012	Bonus Share		190,146			11,408,740			
13.04.2013	Bonus Share		136,905			12,777,790			
10.08.2015	Bonus Share		255,556			15,333,350			

Mr. ABM. Kaiser									
Date of allotment/ transfer of fully paid-up shares	Consideration	Nature of issue	No. of equity shares	Face value (BDT)	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares (Taka)	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
26.08.2007	cash	Ordinary shares	500,000	10	10	5,000,000	8.51	5.11	Own source
26.08.2007	cash		27,270			5,272,700			
26.08.2007	cash		136,370			6,636,400			

22.09.2008	Bonus Share		33,180			6,968,200			
29.09.2009	Bonus Share		83,620			7,804,400			
03.07.2010	Bonus Share		195,110			9,755,500			
27.06.2011	Bonus Share		243,887			12,194,370			
05.05.2011	Cash (Right Share)		1,463,325			26,827,620			
25.06.2012	Bonus Share		536,552			32,193,140			
13.04.2013	Bonus Share		386,318			36,056,320			
30.06.2014	Cash		(2,438,875)			11,667,570			
25.05.2015	cash		1,607,395			27,741,520			
10.08.2015	Bonus Share		554,830			33,289,820			

Mrs. Halima Harun									
Date of allotment/ transfer of fully paid-up shares	Consideration	Nature of issue	No. of equity shares	Face value (BDT)	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares (Taka)	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
20.02.2012	cash	Ordinary shares	1,079,400	10	10	10,794,000	4.45	2.67	Own source
25.06.2012	Bonus Share		215,880			12,952,800			
13.04.2013	Bonus Share		155,434			14,507,140			
10.08.2015	Bonus Share		290,143			17,408,570			

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

All the shares are issued by the Company at face value of Tk. 10.00 each before this issue.

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

SI. No	Date of Allotment	Transferor			Transferee		
		Name of Shareholder	Transferred Quantity	% Of Transferred	Name of Shareholder	Received Quantity	% of Received
01	23.09.2000	Maj. M. Anisur Rahman	30,000	5.00	01. Mr. Khalilur Rahman Choy.	2,730	0.455
					02. Mr. Syed Al-Farooque	2,727	0.454
					03. Mr. Amir Hamza Sarker	2,727	0.454
					04. Mr. Md. Latiful Bari	2,727	0.454
					05. Mrs. Marium Akter	2,727	0.454
					06. Mrs. Ayesha Siddique	2,727	0.454
					07. Mr. Fuad Latif	2,727	0.454
					08. Mrs. Halima Akter	2,727	0.454
					09. Mr. Md. Abdul Awal	2,727	0.454
					10. Mr. Md. Shamsur Rahman	2,727	0.454
					11. Mr. Abdur Rashid	2,727	0.454
02	14.07.2001	Mr. Latiful Bari	35,000	5.83	Mr. Altaf Hossain Sarker	35,000	5.83
03	14.07.2001	Mr. Latiful Bari	2,727	0.454	Mr. Altaf Hossain Sarker	2,727	0.454
04	15.07.2002	Mr. Latiful Bari	6,818	1.136	Mr. Altaf Hossain Sarker	6,818	1.136
05	15.07.2002	Ayesha Siddque	47,727	7.95	01.Mr. Abdur Rasid	13,637	2.27
					02. Mr. Khalilur Rahman Choy.	6,818	1.136
					03. Mr. Md. Latiful Bari	6,818	1.136
					04. Mr. Amir Hamza Sarker	6,818	1.136

					05. Mr. Syed Al Farooque	10,909	1.818
					06. Mr. Syed Al Farooque	2,727	0.454
06	16.07.2003	Mr. Fuad Latif	45,000	7.5	Mrs. Farida Razzaq	45,000	7.5
07	16.07.2003	Mr. Fuad Latif	2,727	0.454	Mrs. Farida Razzaq	2,727	0.454
08	20.08.2003	Mrs. Halima Akhter	45,000	7.5	Mr. Md. Mazakat Harun	45,000	7.5
09	20.08.2003	Mrs. Halima Akhter	2,727	0.454	Mr. Md. Mazakat Harun	2,727	0.454
10	21.08.2004	Maj. Gen. Monjur R. Khan	25,000	4.17	01. Mr. Md. Abdul Awal	12,500	2.083
					02. Mrs. Farida Razzaq	12,500	2.083
11	21.08.2004	Mrs. Marium Akhter	40,000	6.66	Mr. Rezaul Karim Ansary	40,000	6.66
12	21.08.2004	Mrs. Marium Akhter	2,727	0.454	Mr. Md. Rezaul Karim Ansary	2,727	0.454
13	26.08.2007	Mr. Md. Abdur Rashid	50,000	8.33	Mr. ABM Kaiser	50,000	8.33
14	26.08.2007	Mr. Md. Abdur Rashid	2,727	0.454	Mr. ABM Kaiser	2,727	0.454
15	26.08.2007	Mr. Md. Abdur Rashid	13,637	2.27	Mr. ABM Kaiser	13,637	2.27
16	30.06.2014	Mr. ABM Kaiser	2,438,875	7.48	Mr. Md. Mazakat Harun	2,438,875	7.48
17	25.05.2015	Mr. Rezaul Karim Ansary	1,179,057	3.61	Mrs. Marium Akhter	1,179,057	3.61
18	25.05.2015	Mr. Mazakat Haurun	2,438,875	7.48	a) Mr. ABMKaiser b) Mrs. Sultana Jahan	a)1,607,395 b) 831,480	4.93 2.55

SECTION: XIV**CORPORATE GOVERNANCE**

a) A disclosure to the effect that the issuer has complied with the requirements of Corporate Governance Code of the Commission:

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

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

Sd/-

Md. Anowar Hossain

Managing Director & CEO(cc)
Express Insurance limited

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

Report to the Shareholders of
Express Insurance Limited on compliance on the Corporate
Governance Code

We have examined the compliance status to the Corporate Governance Code by Express Insurance Limited as on 31st July 2019. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, Dated: 3 June 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 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.

Date: 1 August 2019
Place: Dhaka, Bangladesh

Sd/-
 For Podder & Associates
Jayanta Kumer Podder
Cost and Management Accountant

Express Insurance Limited
Status of Compliance with the Corporate Governance Code (CGC)
as on 31st July 2019

Status of compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under Condition No. 9.00)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	Board of Directors.-			
1(1)	Size of the Board of Directors			
	The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	✓		
1(2)	Independent Directors			
1(2)(a)	At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s);	✓		According to Insurance Act, 2010 Sec.76, Maximum number of ID's shall be 2 (Two) in the insurance company.
1(2)(b)	For the purpose of this clause "independent director" means a director			
1(2)(b)(i)	Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	✓		Does not hold any share of the Company
1(2)(b)(ii)	Who is not a sponsor of the company and is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company;	✓		The Independent Directors have declared their compliances.
1(2)(b)(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years;	✓		-
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓		-
1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	✓		-
1(2)(b)(vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	✓		-
1(2)(b)(vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	✓		-
1(2)(b)(viii)	Who is not an independent director in more than 5 (five) listed companies;	✓		-
1(2)(b)(ix)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI);	✓		-
1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude;	✓		-
1(2)(c)	The independent director(s) shall be appointed by the board and approved by the shareholders in the Annual General Meeting (AGM);	✓		-
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days;	✓		-
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only;	✓		-
1(3)	Qualification of Independent Director.-			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	✓		-
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association;	-	-	N/A

1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk. 100.00 million or of a listed company;			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, who has at least educational background of bachelor degree in economics or commerce or business or law;	✓		-
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;			N/A
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	-	-	N/A
1(3)(c)	The independent director(s) shall have at least 10(ten) years of experiences in any field mentioned in clause (b);	✓		-
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	-	-	No such deviation occurred
1(4)	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer.-			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	✓		-
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	✓		-
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	✓		-
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive officer;	✓		-
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓	-	No such event arose
1(5)	The Directors' Report to the Shareholders			
1(5)(i)	An industry outlook and possible future developments in the industry;	✓		-
1(5)(ii)	The Segment-wise or product-wise performance;	✓		-
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓		-
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	✓		-
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);			No such event arose
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	✓		-
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or through any others instruments;			N/A
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing etc;			N/A
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial Performance and Annual Financial Statements;			No such event arose
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	✓		-
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	✓		-
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	✓		-
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	✓		-

1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		-
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		-
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	✓		-
1(5)(xvii)	A statement that there is no Significant doubt upon the issuer company's ability to continue as going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	✓		-
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;			No such event arose
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	✓		-
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	-	-	The Company has declared 10% Cash dividend
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;			N/A
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	✓		-
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:-			
1(5)(xxiii)(a)	Parent or Subsidiary or 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 Compliance their spouses and minor children (name-wise details);	✓		-
1(5)(xxiii)(c)	Executives;	✓		-
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details).			No shareholder holding 10% or more Share of the company
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:-			
1(5)(xxiv)(a)	a brief resume of the director	✓		-
1(5)(xxiv)(b)	nature of his/her expertise in specific functional areas;	✓		-
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the board.	✓		-
1(5)(xxv)	A management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in financial statements, among others, focusing on:			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements;	✓		-
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	-	-	N/A
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	✓		-
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓		-
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	✓		-
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓		-
1(5)(xxv)(g)	future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓		-

1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A ; and	✓		-
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C .	✓		-
1(6)	Meetings of the Board of Directors			
	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	✓		-
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC), for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	✓		N/A
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company	✓		N/A
2	Governance of Board of Directors of Subsidiary Company:-	EIL does not have any Subsidiary Company		
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;			N/A
2(b)	At least 1 (one) independent director of the Board of the holding company shall be a director on the Board of the subsidiary company;			N/A
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company.			N/A
2(d)	The minutes of the respective Board meeting of the holding company shall 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.	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)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	✓		-
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓		-
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	✓		-
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		-
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	✓		-
3(2)	Requirement to attend Board of Director's Meetings			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board:	✓		-
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer(CFO)			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:			
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	✓		-
3(3)(a)(ii)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	✓		-
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent illegal or violation of the code of conduct for the company's Board or its member;	✓		-
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		-

4.	Board of Director's Committee.- For ensuring good governance in the company, the Board shall have at least following sub-committees:			
4(i)	Audit Committee;	✓		-
4(ii)	Nomination and Remuneration Committee	✓		
5.	Audit Committee.-			
5(1)	Responsibility to the Board of Directors			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	✓		-
5(1)(b)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		-
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓		-
5(2)	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	✓		-
5(2)(b)	The Board shall appoint members of the audit committee who shall benon-executive directors of the company excepting Chairperson of the Board and shall include at least 1(one) independent director;	✓		-
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10(ten)years of such experience;	✓		-
5(2)(d)	When the term of service of any Committee members expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	✓		-
5(2)(e)	The company secretary shall act as the secretary of the Committee.	✓		-
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		-
5(3)(a)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an Independent director;	✓		-
5(3)(b)	In the absence of the Chairperson of the audit committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No.5(4)(b) and the reson of absence of the regular chairperson shall be duly recorded in the minutes.	✓		-
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM):	✓		-
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year: Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;	✓		-
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓		-
5(5)	The Audit Committee shall:-			
5(5)(a)	Oversee the financial reporting process;	✓		-
5(5)(b)	Monitor choice of accounting policies and principles;	✓		-
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance plan and review of the Internal Audit and Compliance Report;	✓		-
5(5)(d)	Oversee hiring and performance of external auditors.	✓		-
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓		-
5(5)(f)	Review along with the management, the annual financial statements before submission to the board for approval;	✓		-
5.5(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval;	✓		-
5.5(h)	Review the adequacy of internal audit function;	✓		-
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		-

5(5)(j)	Review statement of all related party transactions submitted by the management;	✓		-
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors.	✓		-
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;	✓		-
5(5)(m)	Oversee whether the proceeds raised through Initial public Offering (IPO) or Repeat public Offering(RPO) or Rights Share offer have been utilized as per the purpose stated in relevant offer document or prospectus approved by the Commission:	-	-	N/A
5(6)	Reporting of the Audit Committee			
5(6)(a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	✓		-
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:-			
5(6)(a)(ii)(a)	report on conflicts of interests;	-	-	No such Incidence arose
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;control system;	-	-	No such Incidence arose
5(6)(a)(ii)(c)	suspected infringement of laws,regulatory compliances including securities related laws, rules and regulations;	-	-	No such Incidence arose
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	-	-	No such Incidence arose
5(6)(b)	Reporting to the Authorities:-			
	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.	-	-	No such reportable incidence arose
5(7)	Reporting to the Shareholders and General Investors			
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	✓		-
6.	Nomination and remuneration Committee(NRC).-			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	✓		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	✓		
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	✓		
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	✓		
6(2)(b)	All member of the Committee shall be non-executive directors;	✓		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	✓		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	✓		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	✓		
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion form such external expert and/or member(s) of staff shall be required or valuable for the Committee;	✓		
6(2)(g)	The company secretary shall act as the secretary of the Committee;	✓		

6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	✓		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	✓		
6(3)	Chairperson of the NRC			
6(3)(a)	The Board shall select 1(one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	✓		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	✓		
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders;	✓		
6(4)	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	✓		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	✓		
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	✓		
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	✓		
6(5)	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	✓		
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:	✓		
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	✓		
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	✓		
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	✓		
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	✓		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	✓		
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	✓		
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	✓		
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;	✓		
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies;	✓		
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	✓		
7.	External or Statutory Auditors			
7(1)	The issuer shall not engage its external or statutory auditors to perform the following services of the company, namely :--			
7(1) (i)	Appraisal or valuation services or fairness opinions;	✓		-
7 (1) (ii)	Financial information system design and implementation;	✓		-
7 (1) (iii)	Book-keeping or other services related to the accounting records or financial statement;	✓		-
7 (1) (iv)	Broker –dealer services;	✓		-
7 (1) (v)	Actuarial services;	✓		-
7 (1) (vi)	Internal audit services or special audit services;	✓		-
7 (1) (vii)	Any services that the Audit Committee determines.	✓		-

7 (1) (viii)	Audit or certification services on compliance of corporate governance as required under condition No.9(1);	√		-
7 (1) (ix)	Any other service that creates conflict of interest	√		-
7(2)	No Partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company;	√		-
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	√		-
8.	Maintaining a website by the Company.-			
8(1)	The Company shall have an official website linked with the website of the stock exchange.	√		-
8(2)	The company shall keep the website functional from the date of listing.	√		-
8(3)	The company shall make available the detailed disclosures on its website as required under the regulations of the concerned stock exchange(s)	√		-
9.	Reporting and Compliance of Corporate Governance.-			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the Shareholders in the annual general meeting.	-		Board recommended the Professional for due appointment by the Shareholders in Upcoming AGM
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	√		-

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

Audit Committee:

In accordance with the Corporate Governance Code adopted by Bangladesh Securities and Exchange Commission (BSEC), the Board appointed Audit Committee comprises of the following Non-Executive and Independent Directors of the Company:

1. Mr. Feroz Ahmed (Chairman of the Audit Committee);
2. Mr. Md. Abdul Awal (Member of the Audit Committee);
3. Mrs. Mahfuza Yunus (Member of the Audit Committee);
4. Mr. Siddique Hossain Choudhury, Independent Director (Member of the Audit Committee);
5. Mr. Syed Al Farooque (Member of the Audit Committee);
6. Mr. Khalilur Rahman Choudhury (Member of the Audit Committee);
7. Mr. Amir Hamza Sarker (Member of the Audit Committee);
8. Mrs. Marium Akhter (Member of the Audit Committee);
9. Mr. A. B. M. Kaiser (Member of the Audit Committee);
10. Mrs. Farida Razzaq (Member of the Audit Committee);
11. Mr. K. M. Saidur Rahman (Member of the Audit Committee)

Terms of Reference of Audit Committee:

The main objective of the Audit Committee is to assist the Board of Directors to effectively carry on its responsibilities relating to financial and other relevant affairs of the Company. The Committee is empowered to monitor, review and examine the followings:

- Oversee the financial reporting process;
- Monitor implementation/ following the accounting policies and principles;
- Monitor Internal Control Risk Management Process;
- Oversee hiring and performance of external auditors;
- Review along with the management, the Annual Financial Statements before submission to the Board for approval;
- Review along with the management, the Quarterly and Half Yearly Financial Statements before submission to the Board for approval;
- Review the adequacy of Internal Audit team performance in terms of internal audit report;
- Review statement of significant related party transactions submitted by the management;
- Review Management Letters/ Letter of Internal Control weakness issued by statutory auditors;
- When money is raised through Initial Public Offering (IPO)/Repeat Public Offering (RPO)/Rights Issue, the company shall disclose to the Audit Committee about the uses/applications of funds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis, as a part of their quarterly declaration of financial results. Further, on an annual basis, the company shall prepare a statement of funds utilized for the purposes other than those stated in the offer document/prospectus.

Remuneration Committee:

The Board appointed Remuneration Committee comprises of the following members:

1. Mr. Siddique Hossain Choudhury, Independent Director (Chairman of the Remuneration Committee);
2. Mrs. Farida Razzaq (Member of the Remuneration Committee);
3. Mr. Syed Al Farooque (Member of the Remuneration Committee);
4. Mr. Md. Abdul Awal (Member of the Remuneration Committee); and
5. Mr. K. M. Saidur Rahman (Member of the Remuneration Committee).

Terms of Reference of Remuneration Committee:

The Remuneration Committee has been established to assist the Board in developing and administering a fair and transparent procedure for setting policy on the remuneration of directors and senior management of the Company and for determining their remuneration packages and to review and oversee the Company's overall human resources strategy. The Committee is empowered to perform, monitor, review and examine the followings:

- Determine the remuneration of the Company's Chief Executive Officer, the Chairman, the Executive Directors and the Company Secretary;
- Review the ongoing appropriateness and relevance of the remuneration policy;
- Approve the design of, and determine targets for any performance related schemes and annual payments made under such schemes;
- Review the design of all new long-term schemes and significant changes to such schemes for approval, in each case, by the Board and shareholders;
- Determine the total individual remuneration package of each Executive Director, the Company Secretary and the Chairman including bonuses, incentive payments and any compensation payments;
- Monitor the level and structure of remuneration for senior management;
- Oversee any major changes in employee benefits structures throughout the Company or the Group;
- Review the policy for authorizing claims for expenses from the Chief Executive Officer and the Chairman;
- Ensure that all provisions regarding disclosure of remuneration;
- Review of the Remuneration Committee's performance;
- Review of and proposed amendment to the terms of reference;
- Approval of the Directors' remuneration report;
- Be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Remuneration Committee; and
- Obtain reliable, up-to-date information about remuneration in other companies, with a view to judging where to position the Company relative to other companies. The Remuneration Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfill its obligations.

SECTION XV: VALUATION REPORT OF SECURITIES PREPARED BY THE ISSUE MANAGERS

The valuation report of securities offered is prepared and justified by the issue managers on the basis of the financial and all other information pertinent to the Issue.

VALUATION REPORT OF SECURITIES PREPARED BY ISSUE MANAGERS

Qualitative Justification

- **Highly committed and Experienced Management team**
- **Efficient marketing team and achieve target business with significant growth**
- **Capital maintenance ratio increased**
- **Good numbers of valued client continuing business with EIL since inception**
- **Efficient Investment portfolio**
- **Visionary Board of Directors**
- **Instituting Corporate Governance**
- **Sound Track Record**
- **Earnings Growth is positive**
- **Building and maintaining good relationship with insurance companies**
- **Ability to meet its ongoing insurance policy and contract obligations**

Quantitative Justification

The justification of the offer price is presented below for users' decision-making:

Sl. No.	Valuation Methods	Fair Value (BDT)
Method -01	Net Asset Value (NAV) at historical or Current costs (With Revaluation Reserve)	18.72
	Net Asset Value (NAV) at historical or Current costs (Without Revaluation Reserve)	16.65
Method -02	Historical Earnings based value per share	20.24
Method-03	Yearly Average market price of Similar Stocks	21.74
Method -04	P/BV Multiple of Similar Stocks Based Valuation	24.09

Method -01:

With Revaluation Reserve As on 31 December 2018		
Particulars	Note	Taka
Share Capital	A	391,184,640
Retained Earnings	B	87,491,412
Revaluation Reserve	C	80,975,293
Reserve for exceptional losses	D	172,594,241
Total Shareholders' Equity as 31 December 2018 (A+B+C)	A+B+C+D = E	732,245,585
Number of Shares Outstanding	F	39,118,464
Net Asset Value (NAV) per share with revaluation		18.72

Without Revaluation Reserve As on 31 December 2018		
Particulars	Note	Taka
Share Capital	A	391,184,640
Retained Earnings	B	87,491,412
Reserve for exceptional losses	C	172,594,241
Total Shareholders' Equity as 31 December 2018 (A+B+C)	A+B+C= D	651,270,293
Number of Shares Outstanding	E	39,118,464
Net Asset Value (NAV) per share without revaluation		16.65

Method-02:**Earning Based Value per Share**

Year	No. of Shares	Net Profit After Tax	Weighted Average no. of shares	Weighted Average net profit after tax
December 31, 2018	39,118,464	43,841,610	0.206896552	9,070,678
December 31, 2017	39,118,464	46,766,229	0.206896552	9,675,772
December 31, 2016	39,118,464	49,264,330	0.206896552	10,192,620
December 31, 2015	39,118,464	56,505,360	0.206896552	11,690,764
December 31, 2014	32,598,720	85,789,736	0.172413793	14,791,334
Total	189,072,576	282,167,265	1	55,421,167
Total Number of Shares Before IPO				39,118,464
Weighted Average EPS				1.42
Average Sector P/E [Last 12 Months Sector Average]				14.29
Average Market P/E for 12 Months				15.08
Earning Based Value of the Stock				20.24

*Considering current capital market scenario and trend of market PE, we have considered sector PE which is lesser between above two factors.

Calculation Relevant Sector P/E multiple (12 month)

Month	Sector P/E	Market P/E
Dec-18	11.74	15.19
Jan-19	16.48	16.38
Feb-19	15.86	16.19
Mar-19	13.92	16.14
Apr-19	12.98	14
May-19	14.38	13.97
Average	14.285	15.075

Source: DSE Monthly Review December 2018 to May 2019

Method-03: Yearly Average market price per share of similar stocks-based valuation

As per information from Dhaka Stock Exchange Limited, there exist forty-seven listed insurance companies. We have just considered four companies among them, which are recently listed non-life insurance companies and similar paid up capital for valuation of securities of Express Insurance Ltd.

Yearly Average Market Price of Similar Stocks

Month	Islami Insurance BD Ltd.	Provati Insurance Limited	Dhaka Insurance Co. Ltd	Bangladesh National Insurance co Ltd.
Jun-18	27.40	15.40	18.40	14.10
Jul-18	24.40	15.30	18.40	14.50
Aug-18	21.10	20.10	20.50	16.20
Sep-18	22.40	18.10	24.40	16.30
Oct-18	21.22	17.80	22.00	16.00
Nov-18	20.20	15.70	18.90	15.30
Dec-18	21.70	17.10	20.30	16.40
Jan-19	27.00	39.40	30.20	24.90
Feb-19	24.00	40.40	27.10	25.00
Mar-19	20.30	34.10	23.20	19.40
Apr-19	17.70	26.60	20.20	18.10
May-19	21.20	29.00	25.40	20.90
Average	22.39	24.08	22.42	18.09
Average Market price of similar Stocks is BDT 21.74				

Source: DSE monthly Review and www.dsebd.org

Method-04:**P/BV Multiple of Similar Stocks Based Valuation**

Sl. No.	Company	Average Price of last year	NAV	P/BV
1	Islami Insurance BD Ltd	22.39	14.17	1.58
2	Provati Insurance Co. Ltd	24.08	17.59	1.37
3	Dhaka Insurance Co. Ltd	22.42	18.75	1.20
4	Bangladesh National Insurance Co. Ltd	18.09	18.02	1.00
Average P/BV of above companies				1.29

P/BV Multiple of Similar stock-based valuation	
a. Net Asset Value (NAV) per share of Express Insurance Ltd	18.72
b. Average P/BV of above companies	1.29
Fair Price (a*b) (BDT)	24.09

Note: Among forty-seven non-life insurance companies, we have considered only four companies, which are recently been listed with the Dhaka Stock Exchange.

Source: DSE Monthly Review and www.dsebd.org

SECTION: XVI DEBT SECURITIES

The Company has not issued any type of debt securities before and is not planning to issue in near future.

SECTION: XVII PARTIES INVOLVED AND THEIR RESPONSIBILITIES

Parties involved with EIL		Responsibilities
(a) Issue Manager	AAA Finance & Investment Ltd.	The Issue Manager will act as the managers to the issue for the public issue as described in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015.
	IIDFC Capital Limited	
	BLI Capital Limited	
(b) Underwriters	1. AAA Finance & Investment Limited 2. Southeast Bank Capital Services limited 3. BD Finance Capital Holdings Limited 4. BLI Capital Limited 5. Roots Investment Limited 6. Alpha Capital Management Limited	The Underwriters will act as the underwriters to the public issue as described in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015.
(c) Auditor	Ahmed Zaker & Co. Chartered Accountants	To express an opinion on these financial statements based on their audit. Auditor will conduct the audit in accordance with Bangladesh Standards on Auditing (BSA).
(d) Cost and Management Accountants	No	N/A
(e) Valuer	Aziz Halim Khair Chowdhury & Co. Chartered Accountants	To determine a fair market value of asset and liability.
(f) Credit Rating Agency	No	N/A

SECTION: XVIII

MATERIAL CONTACTS

a) Major agreements entered into by the issuer;**1. Underwriting Agreements between the Company and the Underwriters.**

Contract	Material parts of the agreements	
Underwriting agreements with 1.Southeast Bank Capital Services Limited 2. AAA Finance & Investment Ltd 3. BLI Capital Ltd 4.Roots Investment Limited 5.Alpha Capital Management Ltd 6.BD Finance Capital Holdings Limited	Signing Date	April 19, 2017
	Tenure	This Agreement shall be valid until completion of subscription of shares and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement
	Principal Terms and Condition	1. In case of under-subscription in any category by up to 35% in an Initial Public Offer, the undersubscribed portion of securities shall be taken up by the underwriter. 2. In case of failure to deposit the remaining amount by the eligible investors, the unsubscribed securities shall be taken up by the underwriter. 3. If and to the extent that the shares offered to the public by a prospectus authorized hereunder shall not have been subscribed and paid for in cash in full by the Closing Date of subscription, the Company shall within 10 (Ten) days of the closure of subscription call upon the underwriter in writing with a copy of the said writing to the Bangladesh Securities and Exchange Commission, to subscribe the shares not subscribed by the closing date and to pay for in cash in full, for such unsubscribed shares within 15 (Fifteen) days after being called upon to do so. If payment is made by Cheque/Bank Draft by the underwriter it will be deemed that the underwriter has not fulfilled his obligation towards his underwriting commitment under this Agreement, until such time as the Cheque/Bank Draft has been encashed and the Company's account credited. In any case within 7 (seven) days after the expiry of the aforesaid 15 (fifteen) days, the Company shall send proof of subscription and payment by the underwriter to the Commission.

2. Issue Management Agreement between the Company and Issue Managers

Issue Management Agreement with 1. AAA Finance & Investment Ltd 2. IIDFC Capital Limited 3. BLI Capital Limited	Signing Date:	April , 2017
	Tenure:	This Agreement shall automatically stand invalid upon completion of IPO Procedure and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement.
	Principal Terms and Condition:	1. The scope of services to be rendered by the Issue Managers to the Issuer under Fixed Price method shall be as detailed hereunder: a. Regulatory Compliance b. Underwriting CO-Operation c. Issue Arrangements d. Public Offer and Distribution of Prospectus 2. The ISSUE MANAGERS take the responsibility to take such steps as are necessary to ensure completion of allotment and dispatch of letters of allotment and refund warrants to the applicants according to the basis of allotment approved by the Bangladesh Securities and Exchange Commission. The ISSUER undertakes to bear all expenses relevant to share application processing, allotment, and dispatch of letters of allotment and refund warrant. The ISSUER shall also bear all expenses related to printing and issuance of share certificate and connected govt. stamps and hologram expenses. 3. Without prejudice ISSUER hereby declares that it agrees to comply with all statutory formalities under Companies Act, Guidelines issued by Bangladesh Securities and Exchange Commission and other relevant status to enable it to make the issue. 4. The ISSUE MANAGERS hereby undertake to keep in strict compliance all information (whether written or oral) proprietary documents and data secured in connection with or as a result of this Agreement (Confidential Information) and shall limit the availability of such information to employees, who have a need to see and use it for the express and limited purpose stated in this Agreement. 5. The Issuer and ISSUE MANAGERS shall ensure compliance of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, The Listing Regulations of Stock Exchanges, The Companies Act, 1994, the Securities and Exchange (Amendment) Act, 2012 and other relevant rules, regulations, practices, directives, guidelines etc.

(c) Fees payable to different parties

Name of the Parties	Role	Fees Payable
1. Southeast Bank Capital Services Limited 2. AAA Finance & investment Ltd. 3. BLI Capital Ltd. 4. Roots Investment Limited 5. Alpha Capital Management Ltd. 6. BD Finance Capital Holdings Limited	Underwriters	0.50% on the underwritten amount by the underwriters
1. AAA Finance & Investment Ltd 2. IIDFC Capital Limited 3. BLI Capital Limited	Issue Managers	Maximum 2.00% on the public offer amount.

SECTION XIX: LITIGATIONS, FINE OR PENALTY

(a) The following litigations including outstanding litigations against the issuer or any of its directors and fine or penalty imposed by any authority:

The Issuer or directors of Express Insurance limited was not involved in any of the following types of legal proceedings except the mentioned below:

I.	Litigation involving Civil Laws	:	There was a litigation filed by M/S. Yasmin Spinning Mills Ltd. against the Company demanding TK. 3,43,24,748 (Taka three Crore forty three lac twenty four thousand & seven hundred forty eight) regarding a fire claim in the 5 th Court of Joint District Judge Dhaka. Suit Number no.249/2010 dated 21/07/2010. The Case is pending for disposal.
II.	Litigation involving Criminal Laws	:	There is no conviction of the Issuer or any of its director(s) in a criminal proceeding
III.	Litigation involving Securities, Finance and Economic Laws	:	As on September 09, 2014 penalty of Tk.500,000 imposed on the Company and Tk.100,000 on the then M.D. by IDRA under rule 130(b) and 134 respectively of the Insurance Act, 2010. The Company paid all these amounts penalized duly and settled the issue.
IV.	Litigation involving Labor Laws	:	There is no conviction of the Issuer or any of its director(s) in connection to applicable Labor Laws
V.	Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes/duties)	:	There is no conviction of the Issuer or any of its director(s) in connection to taxation (Income tax, VAT, Customs Duty and any other taxes/duties)
VI.	Litigation involving any other Laws	:	There is no litigation involving any other Laws

(b) Outstanding cases filed by the company or any of its directors:

There are no outstanding cases filed by the issuer or any of its directors to any of the following types of legal proceedings except VAT, Income Tax and others as except the following as mentioned below:

I.	Litigation Involving Civil Laws	:	There is no litigation involving civil Laws.
II.	Litigation involving Criminal Laws	:	1. Mr. Md. Asadul Islam was in Charge of VIP Road Branch of the Company. While he was in the service, on 28.11.2012 he availed a loan of Tk.2,50,000 from the Company. He repaid only Tk.1,80,000 and Tk. 70,000 was outstanding. He also received Tk.1,03,917 from petty cash. Total outstanding was Tk.1,73,917. He was asked to repay the outstanding dues of Tk.1,73,917. Mr. Md. Asadul Islam submitted a cheque for Tk.1,73,917 (dated 12.02.2014 drawn on One Bank Ltd.) The cheque was placed in due time for encashment but the cheque was bounced due to insufficient fund. Subsequent a legal notice was served & a legal notice was also

			published on 24.04.2014 in “The Daily Janata”. But Mr. Asad did not respond and thus he committed offence U/S. 138 of NI Act., 1881. Accordingly, a CR case has been filed against Mr. Asad in the court of the Chief Metropolitan Magistrate, Dhaka realizing Company’s fund. Subsequently the case has been settled and verdict was given on company’s favour. 2. Mr. Md. Rafiq Ahmed was In-charge of Jubilee Road Branch, Chittagong, of the Company. It was revealed that while he was in the service he did not deposit in Company’s a/c, the insurance premium he collected. Thus, he defalcated Tk.7,02,515. As per understanding he agreed to repay Tk.4,18,775 and accordingly Mr. Rafiq gave Company 3 cheques of Tk.1,50,000, Tk. 1,50,000 and Tk. 1,18,775. All the three cheques were of NRB Global Bank Ltd., Jubilee Road Branch, Chittagong. In due time, all the 3 cheques were placed for collection but the cheques were bounced for insufficient fund. Mr. Rafiq Ahmed were informed of the situation, but he did not take any step for encashment of the cheques. Accordingly, legal notices were served upon him. But he did not respond and thus he committed offence U/S. 138 of NI Act., 1881. Subsequently 3 CR case has been filed against Mr. Rafiq Ahmed in the Court of the Chief Metropolitan Magistrate, Chittagong. All the cases have been shifted to 1st joint Metropolitan Session Court, Chittagong for trail and the trail is in progress.
III.	Litigation involving Securities, Finance and Economic Laws	:	There is no litigation involving Securities, Finance and Economic Laws.
IV.	Litigation involving Labor Laws	:	There is no conviction of the Issuer or any of its director(s) in connection to applicable Labor Laws
V.	Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes/duties)	:	1.A petition has been filed regarding disputed additional VAT and panel VAT demanded by Customs, Excise, VAT Authority in The Hon’ble Supreme Court of Bangladesh High Court Division. Writ petition number no.7744 dated 10/08/2006. The petition is pending for disposal. 2. A Petition has been filed in the Supreme Court of Bangladesh High Court Division regarding demand of additional Income Tax by Income Tax Authority, assessment year 2012-2013 to 2014-2015. Income Tax Reference Application no. 394 of 2016, dated 17.08.2016. The petition is pending for disposal.
VI.	Litigation involving any other Laws	:	There is no litigation involving any other Laws

SECTION XX: RISK FACTORS AND MANAGEMENT'S PERCEPTIONS ABOUT THE RISK

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

Any investment always associates with some internal/ external risk factors and among the factors some can be averted, other are beyond control. The management of Express Insurance Limited considers some risk factors involving their business which are described as under:

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

a) Credit Risk:

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

Management Perception:

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

b) Liquidity Risk:

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

Management Perception:

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

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

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

other business activity. In a joint venture (JV), each of the participants is responsible for profits, losses and costs associated with it.

Management Perception:

Express Insurance Ltd. has no subsidiary and associate.

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

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

Management Perception:

The Company is not dependent on any particular or limited number of customers to operate our business and our management is always keen to find out new customers which boost up the sales. We maintain a good relationship with our customers and take feedback about our services. There is less chance to lose customers and losing any one will not affect company's profitability for its demand, high quality and competitive service.

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

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

Management Perception:

By the nature of business Express Insurance Limited has not this type of risk.

f) More than 20% revenue of the issuer comes from sister concern or associate or subsidiary:

Having 20% revenue generation from sister concern or associate or subsidiary makes issuer dependent on others companies. Hence, there is dependency risk.

Management Perception:

We do not have any sister concerns and associate.

g) Negative earnings, negative cash flows from operating activities, declining turnover or profitability, during last five years, if any:

Negative earning and negative operating cash flow are risk under the going concern risk for the entity.

Management Perception:

The Company has no negative earnings and negative cashflow. We have been operating us business efficiently. But due some business competition lasts few years the revenue is in reducing mode. We are trying to enhance our business in diversified sector to carry the business in upward profitability.

h) Loss making associate/subsidiary/group companies of the issuer:

When associate/subsidiary/group companies of the issuer are loss making, it affects the issuer and there is negative impact on cash flow of issuer and Balance Sheet as well.

Management Perception:

We do not have any associate.

i) Financial weakness and poor performance of the issuer or any of its subsidiary or associates:

Financial weakness and poor performance of the issuer have negative impact on the company. As a result, it will be tough to pay loan interest, debt service and dividend. Future growth will be hampered.

Management Perception:

The Company is financially sound and has been operating with good performance. Besides, as the Company has no associate/subsidiary/associate company, the risk of loss arising from these types of concern due to their financial weakness and poor performance is not related to EIL as such.

j) Decline in value of any investment:

If investment value decline, it will reduce the profit and assets as well.

Management Perception:

EIL has investment in bonds and stocks which is almost.

k) Risk associated with useful economic life of plant and machinery, if purchased in second hand or reconditioned:

There is obsolescence risk relating to plant and machinery. If the machinery is purchased in second hand or reconditioned, there high risk of repair and maintenance which has impact on profitability of the company.

Management Perception:

By the nature of business EIL has no plant and machineries, therefore this type of risk will not arise.

l) Adverse effect on future cash flow if interest free loan given to related party or such loans taken from directors may recall:

It is loan given and taken from related party and directors as well. If company gives such loan without interest to related party, there is interest burden for the company if the money was taken as loan. On the other hand, if such loan is taken from directors, it will have an impact on the cash flow to pay off the loan to the Directors.

Management Perception:

There is no such loan given to related party or loan taken from directors.

m) Potential conflict of interest, if the sponsors or directors of the issuer are involved with one or more ventures which are in the same line of activity or business as that of the issuer and if any supplier of raw materials or major customer is related to the same sponsors or directors:

In these cases, there is high chance of compromise among the related companies because of conflict of Interest.

Management Perception:

There is no potential conflict of Interest as we do not have any venture which is in the same line of activity.

n) Related party transactions entered into by the company those may adversely affect competitive edge:

Related party transaction of the issuer creates conflict of interest which reduces the competitive advantage of the issuer.

Management Perception:

There is no as such transaction which may adversely affect competitive edge.

o) Any restrictive covenants in any shareholders' agreement, sponsors' agreement or any agreement for debt or preference shares or any restrictive covenants of banks in respect of the loan/ credit limit and other banking facilities:

All information must be known to the potential investor so that investor's interest may not be hampered in future. So, any restrictive covenants, if it goes against potential investors, will make investors in jeopardy.

Management Perception:

There are no restrictive covenants in any shareholders' agreement, sponsors' agreement or any agreement relating to debt or preference shares or any restrictive covenants of Banks in respect of loan or credit limit and other banking facilities.

p) Business operations may be adversely affected by strikes, work stoppages or increase in wage demands by employees:

In such case, company's business operation will be hampered.

Management Perception:

We are used to with the political unrest for long time and our business industries are used to dealing with this phenomenon. Moreover, by nature of business we have no worker than officials and we offer a competitive salary structure for our employee for their job satisfaction.

q) Seasonality of the business of the issuer:

It is the risk involving that company is not doing business round the year.

Management Perception:

By nature of business EIL has no seasonal aspect.

r) Expiry of any revenue generating contract that may adversely affect the business:

This is the risk of losing customers affecting future sales.

Management Perception:

We do not have any revenue generating contract that may adversely affect the business.

s) Excessive dependence on debt financing which may adversely affect the cash flow:

Excessive dependence on debt causes huge interest burden of the company and high risk of insolvency that may result in bankruptcy.

Management Perception:

ELL has no debt financing from the year 2012, therefore there is no possibility of risk in this respect.

- t) Excessive dependence on any key management personnel absence of whom may have adverse effect on the issuer's business performance:**

Excessive dependence on key management affects the business if the management is changed in future, which will create vacuum. Besides, if the key management personnel is of bad intention, excessive dependence will also affect the business.

Management Perception:

Corporate Governance is well practiced in our company. We have also well-placed organogram in our company. Hence, any change in the key management can be replaced with other persons.

- u) Enforcement of contingent liabilities which may adversely affect financial condition:**

It is the future burden of liabilities that the investors will take on their shoulders. Contingent liabilities reduced the assets or create obligation to pay the liabilities.

Management Perception:

We do not have any contingent liabilities which may adversely affect financial condition.

- v) Insurance coverage not adequately protect against certain risks of damages:**

Insurance ensures and protects to deal with uncertainty of future material loss/damage. So, insurance coverage is important for the business.

Management Perception:

- w) Absence of assurance that directors will continue its engagement with Company after expiry of lock in period:**

Directors run the company with the accumulated finance from public and other financing source. If directors discontinue to run the business, there will be negative impact on business and share price as well.

Management Perception:

Our directors are involved in the business for long time and they will continue the business after expiry of lock in period.

- x) Ability to pay any dividends in future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditure:**

Dividend payment is highly dependent on company's ability to generate profit. If company cannot earn good amount of profit from operation, it is unlikely to pay dividend.

Management Perception:

We are a financially sound company and every year earn good amount of profit. We are in belief that we will be able to pay dividend regularly from our earning in the years to come considering financial condition, cash flows, working capital requirements, capital expenditure as well as government's initiatives taken for the development of this sector at present.

y) History of non-operation, if any and short operational history of the issuer and lack of adequate background and experience of the sponsors:

If there is any history of non-operation of the company, it creates negative impression. Apart from this, short operation history indicates company is gathering knowledge and expertise to be competitive in the market.

Management Perception:

Such case did not happen in the history of our company.

z) Risks related to engagement in new type of business, if any:

If it is new business, there is a risk of viability of the new business.

Management Perception:

There is no as such risk as we are not engaged in any new type of business.

aa) Risk in investing the securities being offered with comparison to other available investment options:

If the issue price goes down after floating, there is investment risk for the potential investors.

Management Perception:

We are profitable entity and our business growth will continue in longer period. It is not risky in investing securities in this company with comparison to other available investment options.

bb) Any penalty or action taken by any regulatory authorities for non-compliance with provisions of any law:

An Audit team of Insurance Development and Regulatory Authority (IDRA) on 12-11-2012 inspected Jubilee Road Branch, Chittagong of our Company, for audit purpose for the period from 01-04-2012 to 31-10-2012. In their report, they mentioned that some deviation/irregularities were happened in the Branch regarding credit transaction & not deduction of tax & VAT at sources.

Management Perception:

There are no such issues except mentioned above in the history of Express Insurance Ltd. Actually, there was no credit transaction rather it was late deposit of premium only for 2 to 3 days as there were weekly holidays in between deposit of cheques & encashment of the same. As regards deduction of Tax & VAT from the payment of Agency commission, it was practiced to realize tax & VAT from the Agency Commission at Head office at the time of calculation/payment of Agency commission. In spite of our clarification IDRA imposed a penalty of tk. 5, 00,000/- on Express Insurance Limited & Tk.1,00,000 on the then M.D.& CEO. We complied with the order/decision of Insurance Development and Regulatory Authority (IDRA) and paid the whole amounts by pay order in due time and now it is a settled issue. Management is now very cautious to control and check such error in future.

cc) Litigations against the issuer for Tax and VAT related matters and other government claims, along with the disclosures of amount, period for which such demands or claims are outstanding, financial implications and the status of the case:

1. A Petition has been filed by EIL in the Supreme Court of Bangladesh High Court Division regarding demand of additional income Tax by Income Tax Authority amounting Tk. 95,115,567 for the assessment year 2012-2013 to 2014-2015. The petition is pending for disposal.
2. A petition has been filed regarding disputed additional VAT and panel VAT amounting Tk. 9,82,670 demanded by Customs, Excise and VAT Authority in The Hon'ble Supreme Court of Bangladesh High Court Division. Writ petition number no.7744 dated 10/08/2006 which is pending for disposal.

Management Perception:

Income Tax Authority does assessment of tax of insurance companies in the light of Insurance Rules, 1958 which was introduced about 60 years back where celling of allowable management expenditure is very less and not time relevant. In a case filed by an Insurance Company of the country Hon'ble High Court Passed an order to Income Tax Authority to assess tax in this regard as per Income Tax Rules. Income Tax Authority has filed an appeal against the order in the Appellate Division of the Hon'ble Supreme Court of Bangladesh and got stay order. Since the Hon'ble High Court passed order in favor of the Insurance Company, it is expected that the Hon'ble Appellate Division may up hold the verdict of the High Court. In that case tax liabilities of EIL will be reduced substantially. Besides, every year EIL makes provision for income tax regularly out of yearly income which stands BDT 184,345,341 in the statement of financial position in the financial year 2018.

dd) Registered office or factory building or place of operation is not owned by the issuer:

Factory building should be owned by the company. Otherwise, there is risk of hike in factory rent in the years to come and threat of shifting the factory as well.

Management Perception:

EIL is the owner of its registered office and the branch offices are rented for long term agreement. Therefore, no risk will be arisen in this respect.

ee) Lack of renewal of existing regulatory permissions/ licenses:

In this case company is not following the law to renew its all licenses.

Management Perception:

There is no such issue relating to lack of existing regulatory permissions/ licenses.

ff) Failure in holding AGM or declaring dividend or payment of interest by any listed securities of the issuer or any of its subsidiaries or associates:

Failure in holding AGM or declaring dividend indicates the lack of compliance to the regulatory rules. Failure of payment of interest indicate the poor cash generation to the company to pay interest and debt service. The overall impression will be negative for the company.

Management Perception:

The Company does not have any subsidiary or associate or listed securities and thus no such risk arisen.

gg) Issuances of securities at lower than the IPO offer price within one year:

The management ultimate goal is to maximize the wealth of the company. If share price goes up, it maximizes wealth of the company. On the other hand, if share price goes down, it minimizes the wealth of the company.

Management Perception:

EIL has been profitable entity. It has potentiality to grow in future. We believe that our IPO offer price will not be lower within one year.

hh) Refusal of application for public issue of any securities of the issuer or any of its subsidiaries or associates at any time by the Commission:

If any refusal happened in the above cases, it will create negative impression to the issuer.

Management Perception:

EIL applied to BSEC for permission of IPO on April 30, 2013 but in the meantime on August 30, 2015 the company raise its capital through stock dividend. For this purpose, on January 04, 2016 BSEC issued a letter to submit the further application and revised prospectus reflecting the dilution effect and updated accounts. It was a regular process for the company and there was no defamation issue regarding the matter.

(ii) External risk factors may include among others:

a) Interest Rate Risks;

Interest rate risk is associated with the fluctuations in market interest rates which cause a company's cost of debt to increase. Changes in the Government's monetary policy also tend to increase the interest rates. High rate of interest may adversely affect the operating results and financial performance of the Company with additional financial charges and squeezes the profit of the company.

Management Perception:

EIL currently doesn't enjoy any loan facility, therefore there is no interest rate risk associated with the Company.

b) Exchange Rate Risks;

Unfavorable volatility or fluctuations of foreign currency to BDT exchange rate may have an impact on the cost structure and profitability of the company.

Management Perception:

By the nature of business EIL has no opportunity to happen this because of it operates in local market and deals with local currency only.

c) Industry Risks;

i. Market demand:

Company's sales and revenues are depended on the aggregate demand of its services. Any economic recession, changes in requirements, national income and other related factors may cause to decline the market demand of The Company services.

Management perception:

Strong brand loyalty of the company's services to its customers has enabled the Company to capture significant market share in the sector. The Company is continuously penetrating into the market and upgrading the quality of the products to minimize the market risks.

ii. Raw materials and energy costs:

Instability in raw materials and energy costs may hamper the profitability of The Company significantly. A recent government decision regarding escalation of electricity prices will put a huge pressure on the product cost of the local business.

Management perception:

There are no such raw materials for this company as we operate in service sector. For power and electricity, EIL has own power generator for uninterrupted service. The electricity cost is same for all other competitors so it will be adjusted with price accordingly.

d) Economic and Political risks;**Economic risks:**

The growth of The Company could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, commodity and energy prices and various other factors. Any significant changes may adversely affect our business and financials.

Management perception:

Bangladesh economy is booming for last few years. Consistent industrial growth along with increased agricultural production has made the per capita income higher than that of recent years. In addition, favorable government policies and industry friendly policies by other regulatory bodies have proved to be congenial to the economy of the country. The management of The Company is aware of such risks.

Political risks:

Bangladesh is prone to serious unrest in the political condition which produces hartal, road-block and many other barriers to the business. This could also push the cost of the product upwards.

Management perception:

During the last forty years of post-independence period, Bangladesh has gone through a variety of political situations. But recently, a stable political atmosphere is prevailing in the country. Both the ruling and opposition parties are committed to the betterment of the country. Political parties are thinking for growth of the country.

e) Market and Technology-related Risks;**Market risks;**

EIL is operating in a free market economy regime. The company might have to face stiff competition from its competitors.

Management perception:

Last few years EIL doing its business soundly and earned a good fame in the insurance sector. Management of EIL believe that they can manage the market risk in future.

Technology-related risks;

Technology always plays a vital role for each and every type of business. Innovation of new and cost-effective technology can increase utility and reduce costs of service. On the other hand, obsolete technology may have a negative impact on the business.

Management perception:

EIL applies the latest technology in the insurance management process.

f) Potential or existing government regulations;

The Company operates under Companies Act, Insurance Development Regulatory Authority (IDRS), Taxation policy adopted by NBR, Bangladesh Securities and Exchange Commission (BSEC)'s Rules and Rules adopted by other regulatory bodies. Any abrupt changes of the policies formed by those bodies will impact the business of The Company adversely.

Management perception:

Economy of Bangladesh has been developing over the decades because of business-friendly Rules and Regulations adopted by the various regulatory bodies of the country. Unless any adverse policies are taken, which may materially affect the industry as a whole, the business of The Company will not be affected.

Government emphasizes on the growth of local industry to meet the local need. Yet the promoters and the sponsors have endeavor to convince the policy makers for adopting favorable terms and conditions, which will eventually help the industry to compete with the low-cost locations in the global arena and to save foreign currency.

g) Potential or existing changes in global or national policies;

Changes in the existing global or national policies can have either positive or negative impacts for the company. Any scarcity or price hike or global or national policy change may hamper the profitability.

Management perception:

Political turmoil and the disturbance are bad for the economy and so for the company. The Company can prosper in situation of political stability and a congenial business environment. The management of EIL is always concerned about the prevailing and upcoming future changes in the global or national policy and shall response appropriately and timely to safeguard its interest.

h) Statutory clearances and approvals those are yet to be received by the issuer;

Statutory clearance and approval is imperative for any business to start off. There are many statutory clearances and approvals need by the regulatory authority in order to be monitored, controlled and guided.

Management Perception:

We have been in the business over 16 years. We have collected all the statutory clearance to operate our business. Hence, there are no as such risk for our Company.

i) Competitive condition of the business;

EIL is operating in a free market economy regime. The Company might have to face hard competition from its competitors. Availability of different types of insurance service adds to the competition, challenging the profitability of the business.

Management perception:

Bangladesh is the prime source of cheapest labor in the world, gaining comparative advantages for its industries over their global competitors. Other overhead costs are also low in Bangladesh. As a result, The Company has been able to maintain its cost of service most competitive. Moreover, over the last few years the Company has built a trustworthy relationship with its customers and we expect in future it will help the Company to almost avoid or to lower the competition with others.

j) Complementary and supplementary products/services which may have an impact on business of the issuer.

Complementary goods are paired goods. Two goods (A and B) are complementary when using more of goods A requires the use of more of goods B. For example, the demand for one goods (printers) generates demand for the other (ink cartridges). Supplementary goods are two goods that are used together. For example, if we have a car, we also need petrol to run the car. Supplementary goods have a negative cross elasticity of demand. For instance, when price of petrol goes up, demand for petrol and cars goes down.

Management Perception:

The Company has not faced any challenges relating to supplementary and complementary products and Management are concerned with the issue. In future, if necessary, management may diversify the product to be competitive over the competitors.

(iii) Others Risk:

As per our thinking, there is no other risk associated with the business of EIL.

SECTION: XXI**DESCRIPTION OF THE ISSUE****(a) Issue Size:**

The proposed Initial public offering (IPO) of EIL is Tk. 260,790,000 under Fixed Price Method.

(b) Number of securities to be issued;

The Company intends to issue 26,079,000 ordinary shares of Tk. 10.00 each at an issue price of Tk. 10.00 through Initial public offering (IPO) totaling to Tk. 260,790,000 under Fixed Price Method subject to regulatory approvals.

(c) Authorized capital and paid-up capital;

Particulars	Capital in Taka
Authorized Capital: 75,000,000 Shares @ Taka 10.00 each	<u>750,000,000</u>
Issued & Fully Paid Up capital: 39,118,464 ordinary Shares @ Taka 10.00 each	391,184,640
Proposed IPO: 26,079,000 ordinary shares of tk.10.00 each at par totaling Tk. 260,790,000	260,790,000
Total Paid Up Capital after IPO	651,974,640

d) Face value, premium and offer price per unit of securities;

Face value per Share	Tk. 10.00 each
Premium	N/A
Offer Price per Share	Tk. 10.00 each

e) Number of securities to be entitled for each category of applicants;

	Particulars		Percentage	No. of Ordinary Shares	Nominal Value	Issue price	Issue Amount (Taka)
Initial Public Offering through Fixed Price Method	Eligible investors (EIs)	Mutual Funds and CIS	10%	2,607,900	10.00	10.00	26,079,000
		EI excluding Mutual Funds & CIS	30%	7,823,700			78,237,000
	General Public (GP)	NRB	10%	2,607,900			26,079,000
		General Public (GP) Excluding NRB	50%	13,039,500			130,395,000
		Total	100%	26,079,000			260,790,000

(f) Holding structure of different classes of securities before and after the issue

Sl. No.	Category of Shareholders	No. of Ordinary Shares Hold		Percentage of holding	
		Pre-IPO	Post-IPO	Pre-IPO	Post-IPO
1	Director & Sponsor	39,118,464	39,118,464	100.00%	60.00
2	EI excluding Mutual Funds & CIS	-	7,823,700		12.00
3	Mutual Fund & CIS	-	2,607,900		4.00
4	General Public (GP) Excluding NRB	-	13,039,500		20.00
5	Non-Resident Bangladeshis (NRBs)	-	2,607,900		4.00
	Total	39,118,464	65,197,464	100.00%	100.00%

(g) Objective of the issue including financing requirements and feasibility in respect of enhanced paid-up capital.

The Proceeds from IPO through issuance of 2,60,79,000 nos. of ordinary shares at an issue price of Tk. 10.00 each at par totaling Tk. 26,07,90,000 will be used as projected below:

Area of Utilization of IPO Fund		Amount (BDT)	Time of Implementation
Investment in Capital Market:		52,158,000	3 months from receiving IPO fund
Government Treasury Bonds	20,000,000		
Mutual Funds	10,000,000		
Secondary Market (A Category Listed Securities)	22,158,000		
Investment in FDR with Nationalized Commercial Banks		193,632,000	3 months from receiving IPO fund
IPO Expenses		15,000,000	45 days from receiving IPO fund
Total		260,790,000	

Feasibility:

As EIL is not planning to expand its business or acquire any assets from IPO proceeds hence, feasibility study is not necessary here.

SECTION: XXII**USE OF PROCEEDS**

Use of net proceeds of the offer indicating the amount to be used for each purpose with head-wise break-up;

The Proceeds from IPO through issuance of 2,60,79,000 nos. of ordinary shares at an issue price of Tk. 10.00 each at par totaling Tk. 26,07,90,000 will be used as projected below:

Area of Utilization of IPO Fund		Amount (BDT)	Time of Implementation
Investment in Capital Market:		52,158,000	3 months from receiving IPO fund
Government Treasury Bonds	20,000,000		
Mutual Funds	10,000,000		
Secondary Market (A Category Listed Securities)	22,158,000		
Investment in FDR with Nationalized Commercial Banks		193,632,000	3 months from receiving IPO fund
IPO Expenses		15,000,000	45 days from receiving IPO fund
Total		260,790,000	

Sd/-
(Md. Obaidul Akbar)
DGM & CFO

Sd/-
(K.M Saidur Rahman)
Managing Director & CEO

Sd/-
(Md. Abdul Awal)
Chairman

(a) Utilization of the total amount of paid-up capital and share premium, if any, including the sponsors' contribution and capital raised of the issuer at the time of submission of prospectus, in details with indication of use of such funds in the financial statements;

EIL has raised its paid-up capital different times as per the following schedule:

Description	Date of Allotment	Numbers of Share		Consideration	Total No. of Share	Face Value	Paid up capital (Tk)
		Existing no. of share	Cum. No. of Share				
Subscribers to the memorandum and Articles of Association at the time of incorporation		6,000,000	6,000,000	Cash	6,000,000	10	60,000,000
Second	22.09.2008	300,000	6,300,000	Bonus Share	6,300,000	10	63,000,000
Third	29.09.2009	756,000	7,056,000	Bonus Share	7,056,000	10	70,560,000
Fourth	03.07.2010	1,764,000	8,820,000	Bonus Share	8,820,000	10	88,200,000
Fifth	27.06.2011	2,205,000	11,025,000	Bonus Share	11,025,000	10	110,250,000
Sixth	05.05.2011	13,230,000	24,255,000	Cash (Right Share)	24,255,000	10	242,550,000
Seventh	25.06.2012	4,851,000	29,106,000	Bonus Share	29,106,000	10	291,060,000
Eighth	13.04.2013	3,492,720	32,598,720	Bonus Share	32,598,720	10	325,987,200
Ninth	10.08.2015	6,519,744	39,118,464	Bonus Share	39,118,464	10	391,184,640
Total		39,118,464					391,184,640

Sponsors' contribution since inception brought & deployed by the issuer company prior to the public offer and indication of such funds utilization in the financial statement is as under:

Accounting Year	Amount in TK.	Fund utilized for	Reflected in financial Statements
2008	30,00,000	FDR	Increase in "Shareholders Equity"
2009	75,60,000	FDR	Increase in "Shareholders Equity"
2010	17,640,000	FDR	Increase in "Shareholders Equity"
2011	22,050,000	FDR	Increase in "Shareholders Equity"
2011	132,300,000	FDR	Increase in "Shareholders Equity"
2012	48,510,000	FDR	Increase in "Shareholders Equity"
2013	34,927,200	FDR	Increase in "Shareholders Equity"
2015	6,519,7440	FDR	Increase in "Shareholders Equity"

(b) If one of the objects is an investment in a joint venture, a subsidiary, an associate or any acquisition, details of the form of investment, nature of benefit expected to accrue to the issuer as a result of the investment, brief description of business and financials of such venture;

The Company has no object to investment in such type of ventures by using Use of IPO proceeds.

(c) If IPO proceeds are not sufficient to complete the project, then source of additional fund must be mentioned. In this connection, copies of contract to meet the additional funds are required to be submitted to the Commission. The means and source of financing, including details of bridge loan or other financial arrangement, which may be repaid from the proceeds of the issue along with utilization of such funds;

Not applicable in this case.

(d) A schedule mentioning the stages of implementation and utilization of funds received through public offer in a tabular form, progress made so far, giving details of land acquisition, civil works, installation of plant and machinery, the approximate date of completion of the project and the projected date of full commercial operation etc. The schedule shall be signed by the Chief Executive Officer or Managing Director, Chief Financial Officer and Chairman on behalf of Board of Directors of the issuer;

Use of Proceeds from IPO and Implementation Schedule

The Proceeds from IPO through issuance of 2,60,79,000 nos. of ordinary shares at an issue price of Tk. 10.00 each at par totaling Tk. 26,07,90,000 will be used as projected below:

Area of Utilization of IPO Fund	Amount (BDT)	Time of Implementation
Investment in Capital Market:		
Government Treasury Bonds	20,000,000	3 months from receiving IPO fund
Mutual Funds	10,000,000	
Secondary Market (A Category Listed Securities)	22,158,000	
Investment in FDR with Nationalized Commercial Banks	193,632,000	3 months from receiving IPO fund
IPO Expenses	15,000,000	45 days from receiving IPO fund
Total	260,790,000	

Sd/-
(Md. Obaidul Akbar)
DGM & CFO

Sd/-
(K.M Saidur Rahman)
Managing Director & CEO

Sd/-
(Md. Abdul Awal)
Chairman

(e) If there are contracts covering any of the activities of the issuer for which the proceeds of sale of securities are to be used, such as contracts for the purchase of land or contracts for the construction of buildings, the issuer shall disclose the terms of such contracts, and copies of the contracts shall be enclosed as annexure to the prospectus;

The Company has not made any type of such contact.

(f) If one of the objects of the issue is utilization of the issue proceeds for working capital, basis of estimation of working capital requirement along with the relevant assumptions, reasons for raising additional working capital substantiating the same with relevant facts and figures and also the reasons for financing short with long term investments and an item wise break-up of last three years working capital and next two years projection;

No objects of the issue are utilization of the issue proceeds for working capital.

(g) Where the issuer proposes to undertake one or more activities like diversification, modernization, expansion, etc., the total project cost activity-wise or project wise, as the case may be;

The Company does not propose to undertake one or more activities like diversification, modernization, expansion, etc.

(i) Where the issuer is implementing the project in a phased manner, the cost of each phase, including the phases, if any, which have already been implemented;

Described under the title **Use of Proceeds and Implementation Schedule** in the prospectus.

(j) The details of all existing or anticipated material transactions in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies;

There is no existing or anticipated material transaction in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies.

(k) Summary of the project appraisal/ feasibility report by the relevant professional people with cost of the project and means of finance, weaknesses and threats, if any, as given in the appraisal/ feasibility report.

Not applicable here.

SECTION: XXIII LOCK-IN

a) **Lock-in provision:** Ordinary share of the issuer shall be subject to lock-in, from the first trading date of the Exchanges in the following manner-

1. All the shares held, at the time of according consent to the public offer, by sponsors, directors and shareholders holding 10% or more shares shall be subject to lock-in for 3 (three) years.
2. If any shares are transferred by sponsors, directors and shareholders holding 10% or more shares to any person shall be subject to lock-in for 3 (three) years.
3. If the shares are distributed through the fresh allotment before 4 (four) years or more shall be subject to lock-in for 1 (one) year.
4. Any shares held by Alternative Investment Fund shall be subject to lock-in of 1 (one) year.
5. Shares allotted to any persons other than the shares mentioned in sub-condition: a, b, c, d shall be subject to lock-in of 2 (two) years.

b) **Statement of securities to be locked in for each shareholder along with BO account number, lock-in period and number of securities to be locked-in**

Sl. No.	Name of Shareholders	Address	No. of share holding	% of shareholding		BO ID	Status	Date of Acquisition	Lock in Period from the first trading date of the Exchanges
				Before IPO	After IPO				
1	Mr. Mrs. Farida Razzaq	House # 8, Road # 76, Gulshan-2, Dhaka.	39,26,572	10.0376	6.0226	1202810062840481	Director	16.07.2003 21.08.2004 22.09.2008 29.09.2009 03.07.2010 27.06.2011 05.05.2011 25.06.2012 13.04.2013 10.08.2015	3 years
2	Mr. Md. Mazakat Harun	House # 42/A, Road #16 (new),27 (old), Dhanmondi R/A, Dhaka-1205.	13,70,880	3.5044	2.1026	1201500000866680	Sponsor Shareholder	20.08.2003 22.09.2008 29.09.2009 03.07.2010 27.06.2011 05.05.2011 25.06.2012 13.04.2013 30.06.2014 10.08.2015	3 years

3	Mr. Syed Al Farooque	House # 38/B, Road # 12, Baridhara Diplomatic Zone, Gulshan, Dhaka-1212.	43,26,715	11.0605	6.6363	1203190007661097	Director	30.03.2000 20.03.2001 15.07.2002 22.09.2008 29.09.2009 03.07.2010 27.06.2011 05.05.2011 25.06.2012 13.04.2013 10.08.2015	3 years
4	Mrs. Mahfuza Yunus	Flat # 3/C, House #47, Road # 5, Dhanmondi R/A, Dhaka	13,70,880	3.5044	2.1026	1201630006607717	Director	20.02.2012 25.06.2012 13.04.2013 10.08.2015	3 years
5	Mr. Md. Shamsur Rahman	70, Gulshan Avenue, Gulshan, Dhaka	31,11,736	7.9546	4.7728	1201930006408144	Sponsor Director	30.03.2000 20.03.2001 22.09.2008 29.09.2009 03.07.2010 27.06.2011 05.05.2011 25.06.2012 13.04.2013 10.08.2015	3 years
6	Mr. Md. Abdul Awal	Flat # 6/12, Prio Prangon, 2, Poribag, Ramna, Dhaka	36,00,630	9.2044	5.5226	1203190032311449	Director	30.03.2000 20.03.2001 21.08.2004 22.09.2008 29.09.2009 03.07.2010 27.06.2011 05.05.2011 25.06.2012 13.04.2013 10.08.2015	3 years
7	Mrs. Marium Akhter	House #82, Road # 11 (new), Dhanmondi R/A, Dhaka	27,85,748	7.1213	4.2728	1603660007692315	Director	30.03.2000 20.02.2012 25.06.2012 13.04.2013 25.05.2015 10.08.2015	3 years
8	Mr. Khalilur Rahman Choudhury	House # 5, Road # 9, Baridhara, Dhaka	38,42,350	9.9245	5.9547	1203190025863661	Director	30.03.2000 20.03.2001 15.07.2002 22.09.2008 29.09.2009 03.07.2010 27.06.2011 05.05.2011 25.06.2012 13.04.2013 10.08.2015	3 years
9	Mr. Latiful Bari	House # 23/A, Road # 13/A, Dhanmondi R/A, Dhaka- 1209.	13,70,880	3.5044	2.1027	1201630062846543	Director	30.03.2000 20.02.2012 25.06.2012 13.04.2013 10.08.2015	3 years
10	Mr. Amir Hamza Sarker	19/2, Kakrail, Ramna, Dhaka	29,04,169	7.4240	4.4544	1203370062778615	Director	30.03.2000 20.03.2001 15.07.2002 22.09.2008 29.09.2009 03.07.2010 27.06.2011 05.05.2011 25.06.2012 13.04.2013 10.08.2015	3 years
11	Mrs. Sultana Jahan	Plot-49, Road- 35/A, Gulshan-2, Dhaka-1212.	9,97,776	2.5506	1.5304	1203000062742300	Shareholder	25.05.2015 10.08.2015	3 years

12	Mr. Altaf Hossain Sarker	House # 23/A, Road # 13/A, Dhanmondi R/A, Dhaka-1209.	15,33,335	3.9197	2.3518	1201630000078942	Shareholder	14.07.2001 15.07.2002 22.09.2008 29.09.2009 03.07.2010 27.06.2011 05.05.2011 25.06.2012 13.04.2013 10.08.2015	3 years
13	Alhaj Mohd. Yunus	Flat # 3/C, House #47, Road # 5, Dhanmondi R/A, Dhaka.	28,66,958	7.3289	4.3973	1201630000083805	Sponsor Shareholder	30.03.2000 22.09.2008 29.09.2009 03.07.2010 27.06.2011 05.05.2011 25.06.2012 13.04.2013 10.08.2015	3 years
14	Mr. ABM Kaiser	Plot-49, Road-35/A, Gulshan-2, Dhaka-1212.	33,28,982	8.5100	2.6701	1203000033242071	Director	26.08.2007 22.09.2008 29.09.2009 03.07.2010 27.06.2011 05.05.2011 25.06.2012 13.04.2013 25.05.2015 10.08.2015	3years
15	Mrs. Halima Harun	House # 42/A, Road #16 (new),27 (old), Dhanmondi R/A, Dhaka-1205.	17,40,857	4.4502	5.1060	102420000632584	Director	30.03.2000 20.02.2012 25.06.2012 13.04.2013 10.08.2015	3 years

SECTION-XXIV**MARKETS FOR THE SECURITIES BEING OFFERED****Stock Exchanges:**

The issuer shall apply to the following bourses for listing shares within 7 (seven) working days from the date of consent accorded by the Commission to issue the prospectus:

**Dhaka Stock Exchange Limited (DSE)**

9/F, Motijheel C/A, Dhaka, 1000; and

**Chittagong Stock Exchange Limited (CSE)**

CSE Building, 1080 Sheikh Mujib Road, Chittagong.

Declaration about Listing of Shares with Stock Exchanges:

None of the Stock Exchanges, if for any reason, grant listing within 75 days from the closure of subscription, any allotment in terms of this prospectus shall be void and the Company shall refund the subscription money within fifteen days from the date of refusal for listing by the stock exchange, or from the date of expiry of the said 75 (seventy-five) days, as the case maybe.

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

The issue managers, in addition to the issuer Company, shall ensure due compliance of the above-mentioned conditions and shall submit compliance report thereon to the Commission within seven days of expiry of the aforesaid fifteen days' time period allowed for refund of the subscription money.

Trading and Settlement;

Trading and Settlement Regulation of the stock exchanges will apply in respect of trading and settlement of the shares of the Company.

THE ISSUE SHALL BE PLACED IN "N" CATEGORY

SECTION - XXV DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED

(a) Dividend, voting and preemption rights;

The Share Capital of the company is divided into Ordinary Shares, carrying equal rights to vote and receive dividend in terms of the relevant provisions of the Companies Act 1994 and the Articles of Association of the company. All Shareholders shall have the usual voting rights in person or by proxy in connection with, among others, election of Directors & Auditors and other usual agenda of General Meeting – Ordinary or Extra-ordinary. On a show of hand, every shareholder presents in person and every duly authorized representative of a shareholder present at a General Meeting shall have one vote and on a poll every shareholder present or by proxy shall have one vote for every share held by him or her.

In case of any additional issue of shares for raising further capital, the existing shareholders shall be entitled to Right Issue of shares in terms of the guidelines issued by the BSEC from time to time.

(b) Conversion and liquidation rights;

In terms of provisions of the Companies Act 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are freely transferable. The Company shall not charge any fee for registering transfer of shares. No transfer shall be made to a firm, an infant or person of unsound mind.

(c) Dividend policy;

- i. The profit of the Company, subject to any special right relating thereto created or authorized to be created by the Memorandum and subject to the provisions of the Articles of Association, shall be divisible among the members in proportion to the amount of capital paid-up on the shares held by them respectively.
- ii. No large dividend shall be declared than is recommended by the Directors, but the Company in its General Meeting may declare a smaller dividend. The declaration of Directors as to the amount of Net profit of the Company shall be conclusive.
- iii. No dividend shall be payable except out of the profits of the Company or any other undistributed profits. Dividend shall not carry interest as against the Company.
- iv. The Directors may from time to time pay the members such interim dividend as in their judgment the financial position of the Company may justify.
- v. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of transfer.
- vi. No limitation in payment of dividend is stipulated in any debt instrument or otherwise.

(d) Other rights of the securities holders;

In terms of the provisions of the Companies Act 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are transferable. The Company

shall not charge any fee, other than Government duties for registering transfer of shares. No transfer shall be made to a minor or person of unsound mind.

The Directors shall present the financial statements as required under the law & International Accounting Standard. Financial statements will be prepared in accordance with the International Accounting Standards consistently applied throughout the subsequent periods and present with the objective of providing maximum disclosure as per law and International Accounting Standard to the shareholders regarding the financial and operational position of the company. The shareholders shall have the right to receive all periodical statement and reports, audited as well as un audited, published by the company from time to time.

The shareholder holding minimum of 10% shares of paid-up capital of the company shall have the right to requisition extra ordinary General Meeting of the company as provided for the section 84 of the Companies Act 1994.

SECTION XXVI: FINANCIAL STATEMENTS

- (a) The latest financial statements prepared and audited by any of the Commission's panel of auditors in adherence to the provisions of the Securities and Exchange Rules, 1987, the companies Act, 1994, International Financial Reporting and Auditing Standards as adopted in Bangladesh from time to time and any other law as applicable;

**Auditors' Report and Audited Financial
Statements of
Express Insurance Limited
For the year ended 31 December 2018**

AHMED ZAKER & CO., CHARTERED ACCOUNTANTS

Green City Edge (Level - 10), 89, Kakrail, Dhaka 1000,

Tel: 880-2-8300504-8, Fax: 88-2-8300509,

E-mail: azcbangladesh@gmail.com

Independent Auditor's Report

To the shareholders of Express Insurance Limited Report on the audit of the financial statements Opinion

We have audited the financial statements of Express Insurance Limited (the "Company"), which comprise the balance sheet as at 31 December 2018, profit and loss accounts, profit & loss appropriation account, statements of changes in equity and cash flow statements for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the balance sheet the Company as at 31 December 2018, and of its profit and loss accounts, profit & loss appropriation account, statements of changes in equity and cash flow statements for the year then ended in accordance with International Financial Reporting Standards (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.

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 auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements for 2018. These matters were addressed in the context of the audit of the financial statements as a whole, and in forming the auditor's opinion thereon, and we do not provide a separate opinion on these matters. For each matter below our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatements of the financial statements. These results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Risk	Our response to the risk
Premium income	
Gross general insurance premiums comprise the total premiums received for the whole period of cover provided by contracts entered into during the accounting period. Given the important nature, connections to other items to the financial statements and sensitivity of the item we believe this area pose high level of risk. At year end the 2018, the reported total gross premium income of BDT 408,889,052 (2017: BDT 400,656,661).	With respect to Premium income in respect of various types of insurance we carried out the following procedures: • The design and operating effectiveness of key controls around premium income recognition process. • Carried out analytical procedures and recalculated premium income for the period. • Carried out cut-off testing to ensure unearned premium income has not been included in the premium income. • On a sample basis reviewed policy to ensure appropriate policy stamp was affixed to the contract and the same has been reflected in the premium register. • Ensured on a sample basis that the premium income was being deposited in the designated bank account. • Tested on a sample basis to see that appropriate VAT was being collected and deposited to bank through Treasury Challan. • For a sample of insurance contracts tested to see if appropriate level of reinsurance was done and whether that re-insurance premium was deducted from the gross premium. • Applying specialist judgment ensured if there is any impairment of the reinsurer. • Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.
<i>See revenue account</i>	

Risk	Our response to the risk
Estimated liability in respect of outstanding claims whether due or intimated and claim payment	
This account represents the claim due or intimated from the insured and involves significant management judgment and risk of understatement. In extreme scenario this item may have going concern implications for the company. At year end the 2018, the reported total balance under the head of estimated liability in respect of outstanding claims whether due or intimated and claim payment of BDT 96,075,233 (2017: BDT 56,377,593).	We tested the design and operating effectiveness of controls around the due and intimated claim recording process. We additionally carried out the following substantive testing's around this item: • Obtained the claim register and tested for completeness of claims recorded in the register on a sample basis. • Obtained a sample of claimed policy copy and cross check it with claim. • Obtained a sample of survey reports cross checked those against respective ledger balances and in case of discrepancy carried out further investigation. • Obtained and discussed with management about their basis for estimation and challenged their assumptions where appropriate. • Reviewed the claim committee meeting minutes about decision about impending claims. • Tested a sample of claims payments with intimation letter, survey report, bank statement, claim payment register and general ledger. • Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.
<i>See note no 8.00 to the financial statements</i>	

Other information

Management is responsible for the other information. The other information comprises all of the information in the annual report other than the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information 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. If, based on the work we have performed on the other information obtained prior to the date of the auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated and separate 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 financial statements

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

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

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are 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.

Report on other legal and regulatory requirements

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

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) In our opinion, proper books of accounts, records and other statutory books as required by law have been kept by the Company so far as it appeared from our examinations of those books;
- c) The Company management has followed relevant provisions of laws and rules in managing the affairs of the Company and proper books of accounts, records and other statutory books have been properly maintained and (where applicable) proper returns adequate for the purposes of our audit have been received from branches not visited by us;
- d) As per section 63(2) of the Insurance Act 2010, in our opinion to the best of our knowledge and belief and 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 profit & loss account of the Company;
- e) The balance sheet, profit & loss account appropriation account, profit & loss 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
- f) The expenditure was incurred for the purpose of the Company's business.

Place: Dhaka
27 June, 2019

Sd/-
Ahmed Zaker & Co.
Chartered Accountants

EXPRESS INSURANCE LIMITED
STATEMENT OF FINANCIAL POSITION (BALANCE SHEET)
AS AT 31 DECEMBER 2018

EQUITY AND LIABILITIES	Notes	Amount in Taka		PROPERTY AND ASSETS	Notes	Amount in Taka	
		31 Dec 2018	31 Dec 2017			31 Dec 2018	31 Dec 2017
Share capital	3.0	391,184,640	391,184,640	Investment	13.0	55,633,990	65,581,496
Reserve for exceptional losses	4.0	172,594,241	168,594,241	Interest accrued	14.0	21,522,026	17,338,052
Revaluation surplus/reserve	5.0	80,975,293	97,209,235	Amount due from other persons or bodies carrying on insurance business	15.0	69,945,148	58,415,707
Profit and loss appropriation account		87,491,412	86,024,083				
Total equity		732,245,585	743,012,199				
Balance of funds and accounts:	6.0	98,118,765	101,588,723	Sundry debtors (including advances, deposits and prepayment)	16.0	261,534,491	237,073,108
Workers Profit Participation Fund (WPPF)		6,997,388	3,344,899				
Current liabilities							
Premium deposit	7.0	1,720,256	1,831,054	Cash and cash equivalent	17.0	541,158,180	545,463,399
Estimated liabilities in respect of outstanding claims whether due or intimated	8.0	3,537,278	3,699,400	Fixed assets (At cost/Revaluation less depreciation)	18.0	156,449,403	162,067,854
Amount due to other persons or bodies carrying on insurance business	9.0	52,708,283	64,479,395	Stock of stationery		632,995	341,111
Sundry creditors	10.0	5,628,209	5,410,777	Insurance stamps in hand		1,007,770	966,615
Deferred tax liability	11.0	22,582,898	7,488,233				
Provision for income tax	12.0	184,345,341	156,392,662				
Total current liabilities		270,522,265	239,301,521				
TOTAL EQUITY AND LIABILITIES		1,107,884,003	1,087,247,342	TOTAL PROPERTY AND ASSETS		1,107,884,003	1,087,247,342
				NAV Per Share		18.72	18.99

The accompanying notes and policies (1-36) form an integral part of these Financial Statements.

Sd/-
Chairman

Sd/-
Vice Chairman

Signed as per our separate report of same date.

Sd/-
Director

Sd/-
Chief Executive Officer

Dhaka
June 27, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

EXPRESS INSURANCE LIMITED
STATEMENT OF PROFIT OR LOSS & OTHER COMPREHENSIVE INCOME (PROFIT AND LOSS ACCOUNT)
FOR THE YEAR ENDED 31 DECEMBER 2018

Particulars	Notes	Amount in Taka		Particulars	Notes	Amount in Taka	
		31 Dec 2018	31 Dec 2017			31 Dec 2018	31 Dec 2017
Directors' fees	22.0	2,871,000	1,935,000	Interest, Dividend and Rents (not applicable to any particular fund and account)	19.0	38,147,518	33,929,311
Audit fees		259,250	182,000	Profit/(loss) transferred from revenue accounts	20.0	55,233,465	41,012,024
Donation and subscription		422,000	345,000	Un Realized Gain on Revaluation of Share	13.01	-	6,847,229
Company contribution to PF	28.0	1,872,041	1,954,500	Gain on sale of Old Car		-	4,915,986
Group Insurance		497,134	509,066	Gain on sale of Share		5,626,303	-
Managers Conference		2,312,885	-				
Legal & professional fees		197,500	346,375				
Depreciation		7,968,481	7,866,030				
IPO Submission Fee		-	306,625				
Registration fees		592,256	2,673,537				
Advertisement & Publicity		252,186	343,543				
Expenses of management (not applicable to any particular fund and account)		17,244,733	16,461,676				
Un Realized Loss on Revaluation of Share	13.02	4,955,281	-				
Balance for the period carried to statement of appropriation account		76,807,272	70,242,874				
Total		99,007,286	86,704,550	Total		99,007,286	86,704,550

STATEMENT OF APPROPRIATION ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER, 2018

Particulars	Notes	Amount in Taka		Particulars	Notes	Amount in Taka	
		31 Dec 2018	31 Dec 2017			31 Dec 2018	31 Dec 2017
Reserve for exceptional losses	4.0	4,000,000	5,000,000	Balance from last year	23.0	48,849,802	44,257,854
Provision for taxation including - deferred tax	21.0	29,308,173	20,131,746	Net profit for the period brought down		76,807,272	70,242,874
Worker's Profit Participation Fund (WPPF)		3,657,489	3,344,899				
Balance Transferred to Statement of Financial Position		88,691,412	86,024,083				
Total		125,657,074	114,500,728	Total		125,657,074	114,500,728
Earning Per Share (EPS)	2(B)	1.12	1.20				

The accompanying notes and policies (1-36) form an integral part of these Financial Statements.

Sd/-
Chairman

Sd/-
Vice Chairman

Sd/-
Director

Sd/-
Chief Executive Officer

Signed as per our separate report of same date.

Dhaka
June 27, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

EXPRESS INSURANCE LIMITED
CONSOLIDATED INSURANCE REVENUE ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2018

Particulars	Notes	Amount in Taka		Particulars	Notes	Amount in Taka	
		31 Dec 2018	31 Dec 2017			31 Dec 2018	31 Dec 2017
Claims under policies less re-insurances:							
Paid during the year	25.0	21,170,977	19,430,928	Balance of account at the beginning of the year :			
Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	8.0	3,537,278	3,699,400	Reserve for unexpired risks		101,588,723	98,338,832
		24,708,255	23,130,328	Premium less re-insurances	24.0	243,721,990	252,290,020
Less: Claims outstanding at the end of the previous year	8.0	3,699,400	4,574,094	Commission on re-insurances ceded		46,337,205	38,395,502
		21,008,855	18,556,234				
Agency Commission	27.0	52,322,819	56,962,767				
Expenses of management	26.0	164,964,014	170,904,606				
Balance of account at the end of the year as shown in the Balance Sheet	6.0	98,118,765	101,588,723				
Profit transferred to Profit & Loss Account	20.0	55,233,465	41,012,024				
Total		<u>391,647,918</u>	<u>389,024,354</u>	Total		<u>391,647,918</u>	<u>389,024,354</u>

The accompanying notes and policies (1-36) form an integral part of these Financial Statements.

Sd/-
Chairman

Sd/-
Vice Chairman
Signed as per our separate report of same date.

Sd/-
Director

Sd/-
Chief Executive Officer

Dhaka
June 27, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

EXPRESS INSURANCE LIMITED
FIRE INSURANCE REVENUE ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2018

Particulars	Notes	Amount in Taka		Particulars	Notes	Amount in Taka	
		31 Dec 2018	31 Dec 2017			31 Dec 2018	31 Dec 2017
Claims under policies less re-insurances:				Balance of account at the beginning of the year:			
Paid during the year	25.01	(4,455,393)	(2,290,539)	Reserve for unexpired risks		21,102,120	13,294,767
Add: Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	8.0	1,444,872	2,320,314	Premium less re-insurances	24.01	42,182,983	52,755,299
		(3,010,521)	29,775	Commission on re-insurances ceded		29,709,583	22,849,075
Less: Claims outstanding at the end of the previous year	8.0	<u>2,320,314</u>	<u>1,986,627</u>				
		(5,330,835)	(1,956,852)				
Agency Commission	27.0	17,994,905	20,010,245				
Expenses of Management	26.02	56,650,750	57,203,039				
Balance of account at the end of the year as shown in the Balance Sheet							
Reserve for unexpired risks being 40% of premium income of the year	6.0	16,873,193	21,102,120				
Profit transferred to Profit & Loss Account		<u>6,806,673</u>	<u>(7,459,411)</u>				
Total		<u>92,994,686</u>	<u>88,899,141</u>	Total		<u>92,994,686</u>	<u>88,899,141</u>

The accompanying notes and policies (1-36) form an integral part of these Financial Statements.

Sd/-
Chairman

Sd/-
Vice Chairman

Signed as per our separate report of same date.

Sd/-
Director

Sd/-
Chief Executive Officer

Dhaka
June 27, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

EXPRESS INSURANCE LIMITED
MARINE INSURANCE REVENUE ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2018

Particulars	Notes	Amount in Taka		Particulars	Notes	Amount in Taka	
		31 Dec 2018	31 Dec 2017			31 Dec 2018	31 Dec 2017
Claims under policies less re-insurances:				Balance of account at the beginning of the year:			
Paid during the year	25.01	9,254,524	6,286,419	Reserve for unexpired risks		42,204,440	53,828,361
Add: Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	8.0	668,861	444,742	Premium less re-insurances	24.01	74,281,947	103,829,314
		9,923,385	6,731,161	Commission on re-insurances ceded		9,390,818	10,938,618
Less: Claims outstanding at the end of the previous year	8.0	444,742	1,240,017				
		9,478,643	5,491,144				
Agency Commission	27.0	14,451,462	21,787,818				
Expenses of Management	26.02	44,022,026	60,713,090				
Balance of account at the end of the year as shown in the Balance Sheet							
Reserve for unexpired risks being 40% of premium income on marine cargo and 100% of premium income on Marine Hull of the year:							
Cargo	6.01	29,292,800	41,083,249				
Hull		1,049,948	1,121,191				
		30,342,748	42,204,440				
Profit transferred to Profit & Loss Account		27,582,326	38,399,801				
Total		125,877,205	168,596,293	Total		125,877,205	168,596,293

The accompanying notes and policies (1-36) form an integral part of these Financial Statements.

Sd/-
Chairman

Sd/-
Vice Chairman

Sd/-
Director

Sd/-
Chief Executive Officer

Dhaka
June 27, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

Signed as per our separate report of same date.

EXPRESS INSURANCE LIMITED
MOTOR INSURANCE REVENUE ACCOUNT
 FOR THE YEAR ENDED 31 DECEMBER 2018

Particulars	Notes	Amount in Taka		Particulars	Notes	Amount in Taka	
		31 Dec 2018	31 Dec 2017			31 Dec 2018	31 Dec 2017
Claims under policies less re-insurances:				Balance of account at the beginning of the year :			
Paid during the year	25.01	14,291,849	15,355,745	Reserve for unexpired risks		35,914,119	28,399,798
Add: Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	8.0	1,423,545	934,344	Premium less re-insurances	24.01	119,833,986	89,785,298
				Commission on re-insurances ceded		60,266	-
		15,715,394	16,290,089				
Less: Claims outstanding at the end of the previous year	8.0	934,344	1,347,450				
		14,781,050	14,942,639				
Agency Commission	27.0	18,078,699	13,635,441				
Expenses of Management	26.02	55,746,235	38,852,827				
Balance of account at the end of the year as shown in the Balance Sheet							
Reserve for unexpired risks being 40% of premium income of the year	6.0	47,933,594	35,914,119				
Profit transferred to Profit & Loss Account		19,268,793	14,840,070				
Total		155,808,371	118,185,096	Total		155,808,371	118,185,096

The accompanying notes and policies (1-36) form an integral part of these Financial Statements.

Sd/-
Chairman

Sd/-
Vice Chairman

Signed as per our separate report of same date.

Sd/-
Director

Sd/-
Chief Executive Officer

Dhaka
June 27, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

EXPRESS INSURANCE LIMITED
MISCELLANEOUS INSURANCE REVENUE ACCOUNT
 FOR THE YEAR ENDED 31 DECEMBER 2018

Particulars	Notes	Amount in Taka		Particulars	Notes	Amount in Taka	
		31 Dec 2018	31 Dec 2017			31 Dec 2018	31 Dec 2017
Claims under policies less re-insurances:				Balance of account at the beginning of the year:			
Paid during the year	25.01	2,079,997	79,303	Reserve for unexpired risks		2,368,044	2,815,906
Add: Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated		-	-	Premium less re-insurances	24.01	7,423,074	5,920,109
				Commission on re-insurances ceded		7,176,538	4,607,809
		2,079,997	79,303				
Less: Claims outstanding at the end of the previous year		-	-				
		2,079,997	79,303				
Agency Commission	27.0	1,797,753	1,529,263				
Expenses of Management	26.02	8,545,003	14,135,650				
Balance of account at the end of the year as shown in the Balance Sheet							
Reserve for unexpired risks being 40% of premium income of the year	6.0	2,969,230	2,368,044				
Profit transferred to Profit & Loss Account		1,575,673	(4,768,436)				
Total		16,967,656	13,343,824	Total		16,967,656	13,343,824

The accompanying notes and policies (1-36) form an integral part of these Financial Statements.

Sd/-
Chairman

Sd/-
Vice Chairman

Signed as per our separate report of same date.

Sd/-
Director

Sd/-
Chief Executive Officer

Dhaka
June 27, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

Express Insurance Ltd.
Statement of Cash Flows
For the year ended 31 December 2018

Particulars	Note	Amount in Taka	
		31 Dec 2018	31 Dec 2017
A. Cash Flow From Operating Activities :			
Collection from Premium and Other Received	29.0	404,266,136	410,819,905
Payment for Management Expenses, Re-insurance & Claims	30.0	(350,543,798)	(321,943,464)
Income Tax Paid	31.0	(23,243,648)	(24,192,619)
Net Cash generated from Operating Activities		30,478,690	64,683,822
B. Cash Flow Investing Activates :			
Fixed Assets Acquired		(2,350,030)	(10,304,416)
Investment in Share		(8,129,585)	(1,437,640)
Sale of Share		18,197,526	-
Investment in CMM AC.		-	(1,300,000)
Encashment of CMM AC.		-	13,884,000
Security Deposit & Advance		(3,383,354)	(317,040)
Net Cash generated/(Used) in Investing Activities		4,334,557	524,904
C. Cash Flow From Financing Activates :			
Cash dividend paid		(39,118,466)	(45,864,556)
Net Cash used from Financing Activities		(39,118,466)	(45,864,556)
D. Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)		(4,305,219)	19,344,170
E. Cash & Cash Equivalents at the beginning of the year		545,463,399	526,119,229
F. Cash & Cash Equivalents at the end of the year (D+E)		541,158,180	545,463,399
Net operating cash flow per share (NOCFPS)		0.78	1.65

The accompanying notes and policies (1-36) form an integral part of these Financial Statements.

Sd/-
Chairman

Sd/-
Vice Chairman

Sd/-
Director

Sd/-
Chief Executive Officer

Signed as per our separate report of same date.

Dhaka
June 27, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

EXPRESS INSURANCE LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018

Particulars	Share Capital	Proposed Issue of Bonus Share	Retained Earnings	Reserve for Exceptional Losses	Revaluation Surplus	Reserve for Investment Fluctuation Fund	Total Equity
Balance as on 1 st January, 2018	391,184,640	-	86,024,083	168,594,241	97,209,235	-	743,012,199
Addition during the Year		-	39,841,610	4,000,000	-	-	43,841,610
Cash Dividend	-		(39,118,466)				(39,118,466)
IPO Expenses			(1,200,000)				(1,200,000)
Deferred Tax on Revaluation					(14,289,758)		(14,289,758)
Reserve Transfer		-	1,944,185	-	(1,944,185)	-	-
31st December, 2018 Total	391,184,640	-	87,491,412	172,594,241	80,975,293	-	732,245,585
Balance as on 1 st January, 2017	391,184,640	-	88,138,548	163,594,241	99,193,097	-	742,110,526
Addition during the Year		-	41,766,229	5,000,000	-	-	46,766,229
Cash Dividend	-		(45,864,556)				(45,864,556)
Reserve Transfer		-	1,983,862	-	(1,983,862)	-	-
31st December, 2017 Total	391,184,640	-	86,024,083	168,594,241	97,209,235	-	743,012,199

Sd/-
Chairman

Sd/-
Vice Chairman

Sd/-
Director

Sd/-
Chief Executive Officer

Signed as per our separate report of same date.

Dhaka
June 27, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

EXPRESS INSURANCE LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER, 2018

1 Introduction:

Express Insurance Limited was incorporated and commenced its business as a Public Limited Company in Bangladesh on March 30, 2000 under the Companies Act, 1994 with the issuance of incorporation certificate bearing no.C-39954(1922/2000) dated 30 March, 2000 issued by the Registrar of Joint Stock Companies and Firms. However, the permission to carry on General Insurance Business was obtained from the Controller of Insurance, Government of Peoples Republic of Bangladesh on May 18, 2000.

Nature of business:

The primary objectives of the Company are to carry on all kinds of insurance, guarantee and indemnity business other than life insurance business.

2 Basis of presenting accounts and significant accounting policies:

A) Basis of presenting accounts:

i) Basis of accounting:

The financial statements have been prepared on a going concern basis under Generally Accepted Accounting Principles (GAAP) on historical cost convention. These statements have also been prepared in accordance with applicable International Financial Reporting Standards as were adopted in Bangladesh under the name of International Financial Reporting Standards (IFRSs) with reference to disclosures of accounting policies and valuation of investment.

ii) Basis of presentation:

The Statement of Financial Position has been prepared in accordance with the regulations as contained in Part – I of the First Schedule and as per Form “A” as set forth in Part – II of that Schedule, Statement of Profit or Loss and Other Comprehensive Income and Profit and Loss Appropriation Account has been prepared in accordance with the regulation contained in Part – I of the second schedule and as per Form “B” & “C” as set forth in Part – II of that Schedule respectively of the Previous Insurance Act, 1938. Revenue Account of each class of general insurance business has been prepared in accordance with the regulations as contained in Part – I of the Third Schedule and as per Form ‘F’ as set forth in Part – II of that Schedule of the Previous Insurance Act, 1938 as amended. The classified summary of the assets has been prepared in accordance with Form “AA” as set forth in Part – II of the aforesaid Act. The Cash Flow Statement has also been included as per requirement of the Securities and Exchange Commission’s Rules 1987 as well as per guideline of IAS-7.

iii) Going concern :

The Company has adequate resources to continue in the operation as a going concern for the foreseeable future. For this reason, the accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The accompanying financial statements do not include any adjustments that would not permit Express Insurance Limited be unable to continue as a going concern.

iv) Method:

The Financial statements have been drawn on accrual basis.

v) General:

a) Figures appearing in these Financial Statements have been rounded off to the nearest Taka.

b) Previous year's figures have been rearranged and adjusted wherever considered necessary to conform to the standard accounting practice.

B) Basic earnings per share:

Earning per Share (EPS) has been computed considering the earning attributable to the Ordinary Shareholders dividing by the weighted average number of shares outstanding during the year as per IAS-33. The calculation of Earning per Share as under:

	31.12.2018	31.12.2017
	Taka	Taka
Profit before tax	76,807,272	70,242,874
Less: Provision for income tax including Deferred Tax	(29,308,173)	(20,131,746)
Less: Worker's Profit Participation Fund (WPPF)	(3,657,489)	(3,344,899)
Profit after tax	43,841,610	46,766,229
Number of ordinary Shares	39,118,464	39,118,464
Earning Per share (EPS)	1.12	1.20

C) Cash flow statement:

Cash flows statement is prepared in accordance with IAS-7 under Direct Method.

D) Revenue recognition [IAS-18]:

- i) Premium is recognized when insurance policies are issued. The sum of premium income as appeared in classified Revenue Accounts is net of the refund made, Re-insurance ceded and Re-insurance premium on PSB.
- ii) The premium in respect of Company's share of Public Sector Insurance Business (PSB) is accounted for in the period in which the relevant statement of accounts is received from Shadharan Bima Corporation. The statements of account for the period from July 2017 to June 2018 have been received from SBC and the Company's share of PSB for the aforesaid period has been recognized in these financial statements accordingly.
- iii) Amounts received against issue of Cover Notes, which have not been converted into Policy are recognized as income at the earlier of Cover Notes converted into Policy or after expiry of two years of Cover Notes in accordance with SBC's Circular.
- iv) Interest on Fixed Deposit Receipts (FDR), Account and National Investment Bond (NIB) are recognized as revenue on accrual basis.
- v) Income from marketable securities has been taken into account at actual amount earned and received on its disposal.

E) Employees' retirement benefit scheme:

Express Insurance Ltd. offers a number of benefit plan for all permanent Employees of the company which includes Contributory Provident Fund, Workers Profit Participation Fund, Festival bonus, incentive bonus and group insurance policy which have been accounted for the accordance with the provision of International Accounting Standard (IAS)-19.

i) Provident fund:

Under defined contribution scheme. Company operates duly recognized Provident Fund managed by independent Board of trustees for all permanent employees. The eligible employee contributes @ 10% of their basic salary. The company's contribution to the scheme are charged to profit & loss Account in the year in which they relate.

ii) Group insurance policy:

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

iii) Workers Profit Participation Fund (WPPF):

The company has been operating a fund name worker's profit participation fund (WPPF) as per section 232 of Bangladesh labour law -2006. It was approved in the 210th board meeting held on 29 May, 2017 . Necessary provision for Worker's Profit Participation Fund (WPPF) also made for the year-2018.

F) Provision for un-expired Risk:

Surplus/(deficit) on Revenue Accounts has been arrived after making necessary provision for un-expired risk @ 40% of net premium income on all business except Marine Hull insurance for which provision has been made @ 100% on net premium income under Section 27A (2B & 2C) of Previous Insurance Act, 1938.

G) Allocation of total management expenses:

Total related management expenses have been allocated among the different Revenue Accounts on pro - rata basis of their respective gross premium income.

H) Depreciation on fixed assets

- i) Depreciation on fixed assets has been calculated on all assets using reducing balance method at varying rates depending on the class of assets. Methods and rates of depreciation are consistently applied in relation to previous period. Depreciation is charged on addition to fixed assets purchased during the period from the date when such assets is available for use and in case of disposal up to the date of disposal, Land and Building depreciation charged on revalued amount during the year. The Fixed Assets are depreciated at the following rates:

Items	Rate
Land and building	2%
Furniture and fixture	10%
Office equipments	20%
Electrical equipments	20%
Air conditioner	20%
Motor vehicle	20%
Telephone installation	20%
Office decoration	10%
Computer	30%
Crookeries and cutleries	20%

- ii) The value of all assets as shown in the statement of financial position and in the annexed Classified Summary of Assets drawn up in accordance with form "AA" of part II of the First Schedule to the Previous Insurance Act 1938, have been reviewed and set forth in the statement of financial position at a value that does not exceed their book value.

I) Related party transactions [IAS-24]:

During the year, the Company carried out a number of transactions with related parties in the normal course of business.

J) Provisions relating to collection of premium:

The company has always complied with the Section 18 of the Insurance Act, 2010 as applicable in regard to provision of collection of premium.

K) Investment of assets:

The Section 41 of Insurance Act 2010 has been complied by the Company.

L) Restriction on certain investment:

There is no investment by Express Insurance Limited or hold any shares or debentures of any Company, firms or other business concern in which any directors or any members of the family of such directors has any interest as Proprietor, Partner, Director and Managing Director as per Section 41 (1) of Insurance Act 2010.

M) Prohibition of loans:

As per Section 44 of Insurance Act 2010, The Company has never granted any loan to any Director or any member of the family, Banking Company, Subsidiary Company and Auditor, any loan or temporary advance either and hypothecation property or personal security or otherwise.

N) Additional information on financial statement:**i) 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 .

ii) Reporting period

Financial Statement of the Company covers on calendar period from 1st January 2018 to 31st December 2018.

iii) 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 indicated otherwise.

iv) Comparative Information:

Comparative information has been disclosed in respect of the year from 1st January 2018 to 31st December 2018 for all numerical information in the Financial Statements and also the narrative and descriptive information when it is relevant for understanding of the current year's financial statements.

Figures of the year from 1st January 2017 to 31st December 2017 have been rearranged whenever considered necessary to ensure comparability with the current year.

v) Components of the Financial Statements:

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

- i) Statement of financial position as at December 31, 2018.
- ii) Statement of comprehensive income and Profit and Loss appropriation account for the year ended December 31, 2018.
- iii) Related Revenue Accounts for the year ended December 31, 2018.
- iv) Statement of Changes in Equity for the year ended December 31, 2018.
- v) Cash Flow Statement for the year ended December 31, 2018.
- vi) Accounting Policies and Explanatory notes for the year ended December 31, 2018.

3.0 Share capital:**3.01 Authorized share capital**

75,000,000 ordinary shares of Tk.10 each.

750,000,000 750,000,000**3.02 Issued, subscribed and paid up capital**

60,00,000 Ordinary shares of Tk.10 each.

60,000,000 60,000,000

Bonus share issued different year, 1,98,88,464 shares of Tk.10 each.

198,884,640 198,884,640

Right share issued in different year, 1,32,30,000 shares of Tk.10 each.

132,300,000 132,300,000

391,184,640 391,184,640

During the year 2018, no shares has been issued as stock dividend.

Shareholding position of Sponsor Directors and Sponsor Share holder as on 31st December-2018 are as follows:

Sl. No.	Name of the Sponsor Share holders	Class of Share	No. of Shares subscribed	Nominal value of Shares	Amount (TK)	Percentage of Share holding
1	Md. Abdul Awal	Ordinary	3,600,630	Tk. 10 each	36,006,300	9.20
2	Md. Mazakat Harun	Ordinary	1,370,880	Tk. 10 each	13,708,800	3.50
3	Md. Shamsur Rahman	Ordinary	3,111,736	Tk. 10 each	31,117,360	7.95
4	Farida Razzaq	Ordinary	3,926,572	Tk. 10 each	39,265,720	10.04
5	Marium Akhter	Ordinary	2,785,748	Tk. 10 each	27,857,480	7.12
6	Syed Al Farooque	Ordinary	4,326,715	Tk. 10 each	43,267,150	11.06
7	Khalilur Rahman Choudhury	Ordinary	3,882,350	Tk. 10 each	38,823,500	9.92
8	Altaf Hossain Sarker	Ordinary	1,533,335	Tk. 10 each	15,333,350	3.92
9	Mahfuza younus	Ordinary	1,370,880	Tk. 10 each	13,708,800	3.50
10	A. B. M Kaiser	Ordinary	3,328,982	Tk. 10 each	33,289,820	8.51
11	Amir Hamza Sarker	Ordinary	2,904,169	Tk. 10 each	29,041,690	7.42
12	Al-haj Mohammad Yunus	Ordinary	2,866,954	Tk. 10 each	28,669,540	7.33
13	Halima Harun	ordinary	1,740,857	Tk. 10 each	17,408,570	4.45
14	Sultana Jahan	Ordinary	997,776	Tk. 10 each	9,977,760	2.55
15	Latiful Bari	Ordinary	1,370,880	Tk. 10 each	13,708,800	3.50
			39,118,464		391,184,640	100

Statement of Fixed Deposit Receipts of different banks for deposit of Paid up Capital of Tk.**391,184,640.00** is shown below:

1 AB Bank Ltd.	10,000,000	4,500,000
2 Al-Arafah Islami Bank Ltd.	30,031,600	30,000,000
3 Bank Asia Ltd.	15,000,000	35,000,000
4 BD. Commerce Bank Ltd.	3,306,800	6,090,000
5 BASIC Bank Ltd.	1,500,000	1,500,000
6 BRAC Bank Ltd.	5,000,000	2,000,000
7 Dhaka Bank Ltd.	50,000,000	25,000,000
8 Dutch-Bangla Bank Ltd.	3,000,000	8,294,640
9 Eastern Bank Ltd.	1,500,000	1,500,000
10 EXIM Bank Ltd.	4,000,000	25,000,000
11 First Security Bank Ltd.	25,000,000	9,500,000
12 I.F.I.C. Bank	6,000,000	16,000,000
13 Islami Bank(BD) Ltd.	7,000,000	17,000,000
14 Jamuna Bank Ltd.	10,000,000	12,000,000
15 Mercantile Bank Ltd.	30,000,000	12,500,000
16 Mutual Trust Bank Ltd.	5,000,000	18,000,000
17 N.C.C.B.L	15,000,000	14,000,000
18 National Bank Ltd.	5,000,000	9,000,000
19 NRB Global Bank Ltd.	10,000,000	-
20 NRB Commercial Bank Ltd.	4,546,240	-
21 One Bank Ltd.	20,000,000	10,000,000
22 Premier Bank Ltd.	15,000,000	10,000,000
23 Prime Bank Ltd	5,000,000	12,000,000
24 Rajshahi Krishi Unn. Bank	-	1,000,000
25 Shahjalal Islami Bank Ltd.	40,000,000	10,000,000

Amount in Taka	
31 Dec 2018	31 Dec 2017

26 Social Investment Bank Ltd	17,000,000	10,000,000
27 Southeast Bank Ltd.	5,000,000	30,000,000
28 Standard Bank Ltd.	10,000,000	19,000,000
29 State Bank of India	-	1,000,000
30 Trust Bank Ltd.	7,000,000	2,000,000
31 United Commercial Bank Ltd.	2,000,000	8,000,000
32 Union Bank Ltd.	2,000,000	-
33 Rupali Bank Ltd.	2,000,000	2,000,000
34 Uttara Bank Ltd.	-	4,000,000
35 Bank Al-Falah	300,000	300,000
36 National Investment Bond	25,000,000	25,000,000
Total	391,184,640	391,184,640

4.0 Reserve for Exceptional Losses:

As per Para 6 of the 4th schedule of Income Tax Ordinance, 1984 to meet the exceptional losses, the Company set aside maximum 10% (ten percent) of the net premium income of the year in which it is set aside from the balance of the profit to reserve for exceptional losses. As per Insurance law maximum 10% statutory reserve should be maintained out of profit by the company to meet any possible future claims on net premium income during the year.

Opening balance	168,594,241	163,594,241
Addition during the year	4,000,000	5,000,000
Less: Adjustment	-	-
	172,594,241	168,594,241

5.0 Revaluation Surplus [IAS-16]:

The company made revaluation of its Land & Building located at Al-Razi Complex (9th & 10th Floor), 166-167, Shahid Syed Nazrul Islam Sarani, Bijoy Nagar, Dhaka-1000 as on 29-06-2011 by an independent Professional Accountant Firm Aziz Halim Khair Choudhury & Co. Chartered Accountants, "Baitul Mesbah" Building No.2 (3rd & 4th Floor), House #79 (New) Road #12/A (New), Dhanmondi, Dhaka-1209 to arrive at a fair market value for the purpose of accounting with effect from 30.06.2011.

A transfer of Reserve is made during the year. The Reserve transfer is recorded as actual depreciation less equivalent charge based on original historical cost of Land & Building. Transfer is shown in Statement of change in Equity (Retained Earnings) as per IAS-16. The transfer is made as follows:

Particulars of revalued assets	Book value	Value after Valuation	Accumulated Depreciation	Revaluation Reserve
Opening Balance (Land & Building)	40,133,508	149,870,000	12,527,257	97,209,235
Addition during the year	-	-	-	-
Reserve transfer during the year	-	-	1,944,185	(1,944,185)
Total	40,133,508	149,870,000	14,471,442	95,265,050
Less: Deferred Tax on Revaluation Reserve 15%				14,289,758
				80,975,293

6.0 Balance of Fund Account:

Class of business

Fire	16,873,193	21,102,120
Marine (Note-6.01)	30,342,748	42,204,440
Motor	47,933,594	35,914,119
Miscellaneous	2,969,230	2,368,044
Total	98,118,765	101,588,723

6.01 Marine

Cargo	29,292,800	41,083,249
Hull	1,049,948	1,121,191
	30,342,748	42,204,440

7.0 Premium Deposit:

Premium Deposit	1,720,256	1,831,054
	1,720,256	1,831,054

The amount represents the balance of premium received against Cover Notes over the years for which Policies are not issued within 31st December 2018.

Amount in Taka	
31 Dec 2018	31 Dec 2017

8.0 Estimated liability in respect of outstanding claims whether due or intimated:

Particulars	Balance as on 01.01.2018	Claim Raised during the year	Claim paid during the year	Balance as on 31.12.2018
Fire	2,320,314	60,589,634	61,465,076	1,444,872
Marine	444,742	10,758,980	10,534,861	668,861
Motor	934,344	14,696,221	14,207,020	1,423,545
Miscellaneous	-	9,868,276	9,868,276	-
Total	3,699,400	95,913,111	96,075,233	3,537,278

9.0 Amount due to other persons or bodies carrying on insurance business:

Opening balance payable to SBC	64,479,395	81,311,234
Addition during the year	43,953,755	-
Less: Adjustment/ Paid to SBC	(55,724,867)	(16,831,839)
	52,708,283	64,479,395

10.0 Sundry Creditors:

Audit fees payable (10.01)	103,500	80,000
VAT payable	1,524,931	2,483,686
Employees income tax payable	-	189,550
Deposit premium (10.03)	550,000	550,000
Salary & Allowance payable	169,940	196,651
Bills payable	206,234	125,399
PF contribution	169,940	171,151
Car Sale Installment Received (10.02)	2,903,664	1,614,340
	5,628,209	5,410,777

10.01 Audit fees payable

Opening Balance	80,000	430,000
Add : Provision during the year	103,500	80,000
Less : Adjustment during the year	(80,000)	(430,000)
	103,500	80,000

10.02 Car sale installment:

The company has provided car facilities for its branch managers & departmental in-charge on the basis of hire purchase & installment payment systems. In the last year the company handed over 14 numbers of car to the executives as per hire purchase agreement. Sale price of the car has been shown as payment of liabilities which was already shown as car sale installment received in the accounts. The value of the cars which were not handed over due to nonpayment of installment were shown as sundry creditors.

10.3 Deposit Premium:

The amount received as security deposit against Open cover notes from the flowing insurers:

Collumbia Garments Ltd	100,000	100,000
Collumbia Apperals Ltd	50,000	50,000
Samuda Chemicals	400,000	400,000
	550,000	550,000

11.0 Deferred Tax as per IAS-12:

a) Deferred Tax Liability:

Book value of depreciable fixed assets	61,184,353	162,067,854
Less: Tax base [IAS-12 (7)]	39,075,036	144,448,483
Deductible Temporary differences	22,109,318	17,619,371
Effective Tax Rate	40.00%	42.50%
Deferred Tax Liability/ (Asset)	8,843,727	7,488,233
Add: Deferred tax on Unrealised Gain/ (Loss) on Securities available for sale (note-13.02)	(550,587)	-
Add: Deferred Tax on Revaluation Reserve (note-05)	14,289,758	-
Deferred Tax Liability/ (Asset)	22,582,898	7,488,233

b) Deferred Tax Adjustment/Expense (Income):

Closing deferred Tax liability	8,843,727	7,488,233
Opening deferred Tax liability	(7,488,233)	(4,935,673)
Total Deferred tax adjustment /expense /(Income)	1,355,494	2,552,560
Tax Rate:		

The effective income tax has been calculated @ 40 % as are applicable for this Insurance Company as per Finance Act, 2018.

12.0 Provision for Income Tax:

	Amount in Taka	
	31 Dec 2018	31 Dec 2017
Opening Balance	156,392,662	138,813,476
Addition during the year	27,952,679	17,579,186
Deferred tax liability adjustment.	-	-
	184,345,341	156,392,662

13.0 Investment:

The investment includes investment in the National Investment Bond and Investment in Share. Details of investments are as under:

Name of Investment	Issue Date	Maturity Date	Amount	Amount
A) National Investment Bond:				
01. BD0923341103	13/03/2013	13/03/2023	16,000,000	16,000,000
02. BD0924031109	16/07/2014	16/07/2024	9,000,000	9,000,000
Total			25,000,000	25,000,000
B) Investment in Share:				
	N/A	N/A	30,633,990	40,581,496
Total			30,633,990	40,581,496
Grand Total:(A+B)			55,633,990	65,581,496

a) The amount represents statutory investment in 10 (Ten) years Government Treasury Bond at cost with Mercantile Bank Ltd. as required under first schedule of the Insurance Act, 2010 Sec.23 (b).

b) Investment in share has been stated in the Statement of Financial Position at market value as on 31st December 2018. Difference between market value and cost price of such Investment must be considered as impairment loss/gain that has been charged in the Statement of profit or loss and other Comprehensive Income.

Total Investment in Shares of different Public Limited Companies are furnished below.

Sl. No	Name of the Company	MP per share	No of share	Average buying rate	Total value at cost	Market value
1	Al Arafah Islami Bank Ltd.	19.90	706	22.13	15,624	14,049
2	Aftab Auto	45.90	135,589	105.63	14,322,718	6,223,535
3	Bank Asia	17.70	23,000	16.51	379,690	407,100
4	The City Bank Ltd.	30.20	2,781	25.15	69,936	83,986
5	Dhaka Bank Ltd.	14.20	29,192	11.34	330,994	414,526
6	Eastern Housing Ltd.	46.60	14,324	51.99	744,705	667,498
7	First Security Islami Bank Ltd.	10.90	17,043	7.26	123,670	185,769
8	ICB Islamic Bank Ltd.	4.80	400	-	-	1,920
9	IFIC Bank Ltd.	10.90	43,270	19.99	864,820	471,643
10	Jumuna Bank Ltd.	17.60	71,540	7.30	521,980	1,259,104
11	Keya Cosmetics Ltd.	6.60	103,128	17.54	1,808,799	680,645
12	Lanka Bangla Finance Ltd.	22.90	150,000	26.50	3,974,775	3,435,000
13	Meghna Cement	92.60	1,650	191.66	316,240	152,790
14	Meghna Life Insurance Co. Ltd.	77.90	20,809	175.80	3,658,184	1,621,021
15	Mercantile Bank Ltd.	18.00	24,095	17.61	424,267	433,710
16	Mutual Trust Bank Ltd.	35.10	15,957	21.53	343,479	560,091
17	National Bank Ltd.	9.30	90,256	12.66	1,142,834	839,381
18	NCC Bank Ltd.	15.90	22,622	29.29	662,677	359,690
19	One Bank Ltd.	15.00	58,880	16.94	997,690	883,200
20	Premier Bank Ltd.	11.70	156,920	20.97	3,291,363	1,835,964
21	Prime Life Insurance Co. Ltd.	57.90	15,457	210.81	3,258,513	894,960
22	RAK Ceramic Ltd.	39.00	292	131.10	38,280	11,388
23	Shahjalal Islami Bank Ltd.	27.60	53,169	29.74	1,581,216	1,467,464
24	Social Islami Bank Ltd.	15.40	141,749	19.47	2,759,648	2,182,935
25	Southeast Bank Ltd.	15.60	35,259	20.93	737,971	550,040
26	Standard Bank Ltd.	10.90	182,546	20.34	3,712,564	1,989,751
27	United Commercial Bank Ltd.	17.60	5,638	58.19	328,061	99,229
28	United Leasing Company Ltd.	17.80	42,016	44.25	1,859,330	747,885
29	Uttara Bank Ltd.	28.50	17,532	62.93	1,103,363	499,662
30	Intraco Refuelling Station Ltd	26.80	266	9.53	2,534	7,129
31	SK. Trims & Industries Mills Ltd.	46.30	5,546	9.09	50,420	256,780
32	VFS Tread Dyeing Ltd.	57.80	4,222	9.09	38,385	244,032
33	Aman Cotton Fibours Ltd.	42.10	7,846	37.00	290,301	330,317
34	Silva Pharmaceuticals Ltd.	30.10	9,193	10.00	91,930	276,709
35	Kattali Textile Ltd.	25.30	12,075	9.09	109,775	305,498
36	SS Steel Ltd.	10.00	13,492	10.00	134,920	134,920
37	Genex Infosys Limited	10.00	10,467	10.00	104,670	104,670
Total					50,196,325	30,633,990

Amount in Taka	
31 Dec 2018	31 Dec 2017

13.01 Changes in fair value of the investment in shares available for sale :

Fair value (Market Value) of Share	30,633,990	40,581,496
Less: cost price of investment in share	50,196,325	54,637,962
Fair value (Market Value) Reserve at 31 December	(19,562,335)	(14,056,466)
Less : Fair value (Market Value) Reserve at 1 January	(14,056,467)	(20,903,695)
Un-Realized Gain/(Loss) during the year	(5,505,868)	6,847,229

An amount of Tk. 1,34,920 & Tk. 1,04,670 was invested in IPO of SS Steel Ltd and Genex Infosys Ltd respectively. The share of SS Steel Ltd was added with portfolio before 31st December 2018 but trade was not started before accounting period and the share of Genex Infosys Ltd was not added in portfolio nor trade was started. Differences of cost price and market price is shown for Tk. 2,39,590 (1,34,920+1,04,670) shown portfolio account.

13.02 Unrealized Gain / (Loss) on Investment in share during the year:

Unrealized Gain / (Loss) as per Current Year Portfolio Statement	5,505,868
Less: Deferred Tax on Unrealized Gain / (Loss) of Share	(550,587)
Unrealized Gain / (Loss) during the year	4,955,281

14.0 Interest accrued but not due:

Fixed Deposit with different banks	19,487,810	16,279,794
National Investment Bond	2,034,216	1,058,258
Corporate Money Maker AC.	-	-
	21,522,026	17,338,052

* The ranges of interest on FDR is 6.5 % to 9.5 % P.A.

15.0 Amount due from other persons or bodies carrying on insurance business:

An amount of Tk.6,99,45,148 is due from Sadharan Bima Corporation on account of re-insurance and co-insurance business done with SBC and other Non-Life Insurance Companies under the co-insurance scheme.

Opening balance	58,415,707	103,085,090
Addition during the year (From PSB)	11,529,441	9,854,567
Less: Adjustment	-	(54,523,951)
Total	69,945,148	58,415,707

16.0 Sundry Debtors (Advances, deposits and pre-payments):

Advance Salary	70,000	70,000
Advance Office Rent	3,987,611	2,769,876
Security Deposit (Telephone)	159,431	159,431
Advance Income Tax & TDS	256,802,449	233,558,801
Advance to Al- Razi Complex Association	515,000	515,000
	261,534,491	237,073,108

16.01 Sundry Debtors (including advances, deposits and pre-payments):

Particulars	Balance as on 01 Jan 2018	Addition during the year	Realized during the year	Balance as on 31 Dec. 2018
Advance Salary	70,000	-	-	70,000
Advance Office Rent	2,769,876	3,383,354	2,165,619	3,987,611
Security Deposit (Telephone)	159,431	-	-	159,431
Advance Income Tax & TDS	233,558,801	23,243,648	-	256,802,449
Advance to Al- Razi Complex Association	515,000	-	-	515,000
Total	237,073,108	26,627,002	2,165,619	261,534,491

16.02 Advance Income Tax & TDS :

Income Tax from Financial year 2011 to 2018 (Assessment Year 2012-2013 to 2019-2020) of Express Insurance Limited not yet finalized by the Income Tax Authority. Advance Tax paid U/S-64, Tax paid U/S-74, Tax (DAS) in particular years were showing Advance Tax in Assets side under the head Sundry debtors . In course of finalization of assessment by the Income Tax Authority then the Advance Tax will be adjusted. Details of Advance Tax payments are given below :

SL	Financial Year	Assessment Year	Advance Tax	Status	Remarks
01	2011	2012-2013	40,822,048	Return Submitted	Hon'ble High Court
02	2012	2013-2014	17,803,954	Return Submitted	Tribunal
03	2013	2014-2015	38,776,936	Return Submitted	Tribunal
04	2014	2015-2016	38,629,090	Return Submitted	
05	2015	2016-2017	40,014,630	Return Submitted	
06	2016	2017-2018	33,319,524	Return Submitted	
07	2017	2018-2019	24,192,619	Return Submitted	
08	2018	2019-2020	23,243,648		
Total			256,802,449		

		Amount in Taka	
		31 Dec 2018	31 Dec 2017
17.0 Cash and cash equivalent:			
Fixed deposit with banks (Note-17.01)		494,935,605	491,712,145
Balance with banks (STD & CD)		32,780,337	51,992,528
Cash in hand (including cash at branches)		2,057,825	1,758,726
Balance with sahare broker		11,384,413	-
		541,158,180	545,463,399
17.01 Fixed deposit with banks			
1 Al Arafah Islami Bank Ltd.		31,031,604	30,500,003
2 Bank Alfalah Ltd.		300,000	2,800,000
3 Arab Bangladesh Bank Ltd.		13,050,000	8,000,000
4 BD. Commerce Bank Ltd.		4,306,800	9,590,000
5 Bank Asia Ltd.		14,500,000	33,500,000
6 BASIC Bank Ltd.		3,000,000	3,500,000
7 BRAC Bank Ltd.		5,000,000	2,955,979
8 Commercial Bank of Ceylon Ltd.		-	2,000,000
9 The City Bank Ltd.		-	4,500,000
10 Dhaka Bank Ltd.		54,500,000	35,000,000
11 Dutch Bangla Bank Ltd.		3,652,816	11,652,816
12 Eastern Bank Ltd.		1,500,000	2,500,000
13 Exim Bank Ltd.		5,500,000	27,000,000
14 First Security Bank Ltd.		26,060,000	22,000,000
15 I.F.I.C Bank Ltd.		6,000,000	16,000,000
16 Islami Bank Bang. Ltd.		7,500,046	20,703,347
17 Jamuna Bank Ltd.		12,000,000	14,868,400
18 Mercantile Bank Ltd.		36,360,000	19,600,001
19 Mutual Trust Bank Ltd.		4,700,000	18,300,000
20 Midland Bank Ltd.		6,000,000	4,000,000
21 Meghna Bank Ltd		2,000,000	3,000,000
22 National Bank Ltd.		7,500,000	9,000,000
23 NCC Bank Ltd.		14,999,999	14,000,000
24 N.R.B Global		10,500,000	3,000,000
25 N.R.B Com. Bank Ltd		9,500,000	5,000,000
26 NRB Bank Ltd		5,000,000	-
27 One Bank Ltd.		21,541,600	12,041,600
28 Premier Bank Ltd.		16,500,000	10,000,000
29 Prime Bank Ltd.		5,000,000	12,000,000
30 Pubali Bank Ltd.		2,000,000	4,000,000
31 Rajshahi Krishi Unn. Bank		-	1,000,000
32 Rupali Bank Ltd.		2,000,000	3,000,000
33 Social Islami Bank Ltd.		17,500,000	13,900,000
34 Shahjalal Islami Bank Ltd.		42,800,000	11,800,000
35 Southeast Bank Ltd.		25,059,314	33,500,000
36 Standard Bank Ltd.		42,500,000	26,000,000
37 State Bank of India		573,426	1,000,000
38 South Bangla Agriculture & Commerce Bank Ltd.		8,000,000	6,000,000
39 Trust Bank Ltd.		1,000,000	4,000,000
40 The Farmers Bank Ltd		1,500,000	1,500,000
41 United Com. Bank Ltd.		2,500,000	11,000,000
42 Uttara Bank Ltd.		1,000,000	6,000,000
43 Union Bank Ltd		21,000,000	11,000,000
44 National Finance Ltd		-	1,000,000
		494,935,605	491,712,145
18.0 Fixed Assets:			
Property, plant and equipment		156,449,403	162,067,854
		156,449,403	162,067,854
Detail of Fixed Assets Schedule is shown in the Annexure – A.			
19.0 Interest, Dividend and Rents:			
Interest Income (Note-19.01)		37,878,256	32,058,780
Dividend Income (19.02)		248,262	1,870,531
Other Income (Scrap Sold)		21,000	-
Total		38,147,518	33,929,311

		Amount in Taka	
		31 Dec 2018	31 Dec 2017
19.01 Interest Income			
National Investment Bond		3,955,058	2,989,708
Fixed Deposit Receipts		33,341,941	27,890,088
STD and Savings Account		581,257	673,102
Corporate Money Maker AC (DPS)		-	505,882
		37,878,256	32,058,780
19.02 Dividend Income :			
Dividend Income represents the amount received from investment in share of Public limited company.			
20.0 Profit and loss transferred from revenue account			
Fire		6,806,673	(7,459,411)
Marine		27,582,326	38,399,801
Motor		19,268,793	14,840,070
Miscellaneous		1,575,673	(4,768,436)
		55,233,465	41,012,024
21.0 Provision for Taxation Including Deferred Tax			
Income before Tax		76,807,272	70,242,874
Less : Reserve for exceptional Loss		(4,000,000)	(5,000,000)
Less : WPPF		(3,657,489)	(3,344,899)
Less : Unrealized Loss/(Gain) on Share		4,955,281	(6,847,229)
Less : IPO Expenses		(1,200,000)	-
Less : Gain on car Sale		-	(4,915,986)
Less : Gain Sale of Share		(5,626,303)	-
Add : Accounting base Dep.		7,968,481	7,866,030
Less : Tax base Dep.		(6,772,121)	(18,373,053)
Business Income		68,475,121	39,627,737
Tax Calculation			
Business Income	40%	27,390,049	15,851,095
Gain on car Sale	15%	-	737,398
Gain on Sale of Share	10%	562,630	-
Deferred Tax (Note : 11)		1,355,494	2,552,560
		29,308,173	20,131,746
22.0 Directors attendance fees:			
Sl. No.	Name of Directors	Total fees	Total fees
1	Md. Abdul Awal	239,000	160,000
2	Mahfuza younus	251,000	165,000
3	Farida Razzaq	293,000	225,000
4	Md. Mazakat Harun	163,000	225,000
5	Mrs. Halima Harun	114,000	-
6	Md. Shamsur Rahman	119,000	165,000
7	Marium Akhter	224,000	155,000
8	Syed Al Farooque	239,000	155,000
9	Khalilur Rahman Chowdhury	239,000	175,000
10	Latiful Bari	239,000	175,000
12	Amir Hamza Sarker	219,000	85,000
13	A.B.M Kaiser	239,000	50,000
14	Feroz Ahmed	142,000	30,000
15	Siddique Hossain Choudhury	151,000	55,000
16	Sultana Jahan	-	115,000
	Total	2,871,000	1,935,000

Amount in Taka	
31 Dec 2018	31 Dec 2017

22.01 Details of directors' attendance fees:

Sl. No.	Name of Directors	Details of attendance				Total
		Board	EC	Claim	Audit	
1	Md. Abdul Awal	12	11	11	3	37
2	Mahfuza younus	12	11	11	3	37
3	Farida Razzaq	13	12	9	12	46
4	Md. Mazakat Harun	8	7	7	7	29
5	Mrs. Halima Harun	5	5	5	-	15
6	Md. Shamsur Rahman	8	7	-	7	22
7	Marium Akhter	12	11	-	11	34
8	Syed Al Farooque	13	12	-	12	37
9	Khalilur Rahman Chowdhury	13	-	12	12	37
10	Latiful Bari	13	12	12	-	37
11	Amir Hamza Sarker	12	-	10	11	33
12	A.B.M Kaiser	13	-	12	12	37
13	Feroz Ahmed	12	-	-	11	23
14	Siddique Hossain choudhury	12	-	-	11	23
Total:		158	88	89	112	447

23.0 Opening Appropriation Account Balance:

Balance B/D	86,024,083	88,138,548
Less : Dividend Paid	(39,118,466)	(45,864,556)
Add: Reserve Transferred	1,944,185	1,983,862
	48,849,802	44,257,854

24.0 Premium less Re-Insurance:

Premium less re-insurance (Note-24.01)	243,721,990	252,290,020
	243,721,990	252,290,020

24.01 Premium less Re-Insurance:

Class of Business	Gross Premium	Re-Insurance Ceded	Net Premium
Fire	128,743,409	86,560,426	42,182,983
Marine Cargo	106,596,424	33,364,425	73,231,999
Marine Hull	1,199,433	149,485	1,049,948
Motor	120,933,246	1,099,260	119,833,986
Miscellaneous	51,416,540	43,993,466	7,423,074
Total amount as on 31 December 2018	408,889,052	165,167,062	243,721,990
Total amount as on 31 December 2017	400,656,661	148,366,642	252,290,020

25.0 Claim Paid under Policies less Re-Insurance:

Claim Paid under Policies less Re-Insurance (Note-25.01)	21,170,977	19,430,928
	21,170,977	19,430,928

25.01 Claim Paid under Policies less Re-Insurance:

Class of Business	Gross Claim Paid	Re-Insurance Ceded	Net Paid
Fire	61,465,076	65,920,469	(4,455,393)
Marine Cargo	10,534,861	1,280,337	9,254,524
Motor	14,207,020	(84,829)	14,291,849
Miscellaneous	9,868,276	7,788,279	2,079,997
Total amount (31.12.2018)	96,075,233	74,904,256	21,170,977
Total amount (31.12.2017)	56,377,593	36,946,665	19,430,928

Amount in Taka	
31 Dec 2018	31 Dec 2017

26.0 Allocation of Management Expenses:

Salary & allowances	92,323,152	93,830,610
Festival Bonus	10,602,822	10,346,217
Postage & Telegram	518,036	484,597
Printing & Stationery	2,560,939	2,627,194
Conveyance	2,461,841	3,115,171
Office Cleaning	70,332	284,455
Travelling	129,377	19,000
Entertainment	2,961,292	2,986,150
Repairs and Maintenance Office	373,085	488,941
Telephone, Trunk call & Telex	2,756,386	3,102,535
Repairs and Maintenance Car	911,859	2,741,358
Repairs and Maintenance Computer	19,284	-
Tax Token & Fitness	388,468	-
Car Maintenance Fuel	1,383,381	-
Car Allowance	13,980,000	14,482,070
Internet Charge, Photocopy	1,017,017	968,935
Office Rent	9,607,752	7,874,320
Garage Rent	319,000	399,500
Gas, Water & Electricity expenses	2,190,008	2,036,250
Papers and yearicals	101,198	108,504
Rates, Taxes and Levies	211,124	110,000
Contribution, Fee and Charges	188,271	1,036,894
Bank Charge	1,645,613	963,357
Service Charge	427,781	427,777
Insurance Premium	208,171	595,202
Suppliers Bill	-	219,452
Business Dev. Expenses	12,069,916	17,552,344
Management Expenses SBC-Fire	670,467	394,488
Management Expenses SBC-Marine	1,208,430	1,351,493
Management Expenses SBC-Motor	189,678	193,781
Management Expenses SBC-Miscellaneous	2,994,082	1,768,303
Stamp Duty consumed-Fire	98,095	47,813
Stamp Duty consumed-Motor	355,197	328,658
Stamp Duty consumed-Miscellaneous	21,960	19,237
	164,964,014	170,904,606

26.01 Key Management Personnel Compensation:

The compensation of key management personnel of Express Insurance Ltd are as follows:

SI No.	Name of Employee	Short-term employee benefits	Post employment benefits	Other long-term benefits	Termination benefits	Share based payment
01	Mr. K.M Saidur Rahman Managing Director & CEO	Salary TK. 49,20,000 Bonus TK. 4,50,000	P.F @10% of Basic salary.	No	P.F	No
02	Mr. Md. Anowar Hossain Additional Managing Director	Salary TK. 17,28,000 Bonus TK. 1,34,000 Car Allowance TK.3,60,000	P.F @10% of Basic salary.	No	P. F & WPPF	No
03	Mr. Md. Bahar Uddin Chy. Additional Managing Director	Salary TK. 30,00,000 Bonus TK. 2,50,000	P.F @10% of Basic salary.	No	P. F & WPPF	No
04	Mr. Md. Badiuzzaman Lasker Assistant Managing Director	Salary TK. 14,40,000 Bonus TK. 107,000	P.F @10% of Basic salary.	No	P. F & WPPF	No
05	Mr. Ahsan Habib Assistant Managing Director	Salary TK. 12,48,000 Bonus TK. 94,000 Car Allowance TK.3,60,000	P.F @10% of Basic salary.	No	P. F & WPPF	No
07	Mr. Md. Nakibur Rahman Khan Assistant Managing Director	Salary TK. 9,60,000 Bonus TK. 80,000 Car Allowance TK.3,60,000	P.F @10% of Basic salary.	No	P. F & WPPF	No

Key Management Personnel Compensation included in management expenses and no other remuneration or special payment except as mentioned above was made to the Key Management Personnel during the year 2018.

Amount in Taka	
31 Dec 2018	31 Dec 2017

26.02 Appropriation of management expenses

Fire	56,650,750	57,203,039
Marine	44,022,026	60,713,090
Motor	55,746,235	38,852,827
Miscellaneous	8,545,003	14,135,650
	<u>164,964,014</u>	<u>170,904,606</u>

27.0 Agency Commission:

As per Insurance Development & Regulatory Authority's (IDRA) circular No. non-life - 32/2012 date: 01 April 2012, the agency commission for non-life insurance business were fixed at @15% for all classes of non-life insurance business .The agency commission for different classes of business are furnished as under:

Fire	17,994,905	20,010,245
Marine	15,351,462	21,787,818
Motor	18,078,699	13,635,441
Miscellaneous	1,797,753	1,529,263
	<u>53,222,819</u>	<u>56,962,767</u>

28.0 Provident Fund:

The Company operates Recognized Provident Fund consisted by independent Board of Trustees. The eligible employees contributes @ 10% of their basic salary. The company's contribution equal to employee's contribution to the scheme are charged to Statement of Comprehensive Income in the year which they relate. During the year the company has transferred an amount of Tk.18,72,041 to the fund .

29.0 Collection From Premium and Other Received:

Premium Income	341,928,013	350,598,192
Interest Income	33,694,282	25,647,242
Dividend Income	248,262	1,870,531
Car Installment Received	1,289,324	1,102,850
Other Income	21,000	-
VAT Collection	27,085,255	31,601,090
	<u>404,266,136</u>	<u>410,819,905</u>

30.0 Payment for Management Expenses, Re-insurance & Claims:

Management Expenses	158,273,002	168,373,703
Agency commission	52,322,819	56,962,767
Claim Paid	86,121,263	39,567,286
Paid To SBC	15,329,950	16,831,839
VAT Paid to Government	28,044,010	31,612,223
Non-Management Expenses	10,452,754	8,595,646
	<u>350,543,798</u>	<u>321,943,464</u>

31.0 Income Tax Paid :

Advance Income Tax (U/S-64 & 74)	20,071,430	21,420,277
Tax on Bank Profit (TDS)	3,172,218	2,772,342
	<u>23,243,648</u>	<u>24,192,619</u>

Amount in Taka	
31 Dec 2018	31 Dec 2017

32.0 Related Party Disclosure [IAS-24]:
A) Particulars of Directors:

Sl. No.	Name of Directors	Status with EIL	Entities where they have interests		Position in the Firms/Companies
1	Md. Abdul Awal	Chairman	1	Mercantile Bank Ltd.	Sponsorshareholder
			2	Synthia Securities Ltd.	Managing Director
2	Mahafuza Younus	Vice Chairman	1	Younus Plastic Inds. Ltd.	Director
			2	Younus Filament Inds. Ltd.	Director
			3	Sobhan Ice & Cold Storage Ltd.	Director
			4	Younus Cold Storage Ltd.	Director
			5	Younus Specialized Cold Storage Ltd.	Director
			6	Siddheswari Cold Storage Ltd.	Director
			7	Europa Cold Storage Ltd.	Director
			8	Younus Spinning Mills Ltd.	Director
			9	Nowpara Cold Storage Pvt. Ltd.	Director
			10	Garib-E-Newaz Cold Storage Pvt. Ltd.	Director
			11	Combined Food & Cold Storage Ltd.	Director
			12	Ananta Paper Mills Ltd.	Director
			13	Younus Fine Paper Mills Ltd.	Director
			14	Younus Offset Paper Mills Ltd.	Director
			15	Younus Paper Mills Ltd.	Director
			16	Sonali Paper & Board Mills Ltd.	Chairman
			17	Younus Newsprint Mills Ltd.	Director
			18	Sharif Cold Storage Ltd.	Director
3	Farida Razzaq	Director	1	Nandini Printing & Publications	Managing Director
			2	Ideal Asset Development Ltd.	Chair-person
			3	The Millenium International School	Vice-Chairman
			4	Altimete Asset Development Ltd.	Vice-Chairman
4	Halima Harun	Director	1	Chemitan Ltd.	Director
			2	Chemitan Trading Company	Proprietor
5	Syed Al Farooque	Director	1	Wills Fashion Ltd.	Managing Director
			2	Probal Garments Ltd.	Managing Director
			3	Wills Fashionwear (PVT.) Ltd.	Managing Director
			4	Wills Properties Ltd.	Managing Director
			5	Triple A Ltd.	Managing Director
			6	Mirzapur Resort Ltd.	Managing Director
			7	Chalishnu Publications Ltd.	Managing Director
6	Marium Akhter	Director	1	Karim Leathers Ltd.	Director
			2	Kamtex Ltd.	Director
7	Khalilur Rahman Choudhury	Director	1	Khalil Knitwear Ltd.	Chairman & MD
			2	Khalil Garments Ltd.	Chairman & MD
			3	Khalil & Khalil Investment Ltd.	Chairman & MD
			4	Ataiya Trading Corporation Ltd.	Chairman & MD
			5	Al-Hera Filing Station	Proprietor
			6	K. R. C. Rubber Plantation	Proprietor
			7	K.R.C. CNG & Filing Station	Proprietor
8	Latiful Bari	Director	1	Rahmat Knit-Dyeing & Finishing Ltd.	Chairman
			2	Rahmat Fashion Wear Ltd.	Managing Director
			3	Rahmat Textiles Ltd.	Director
			4	China Plastic (BD) Ltd.	Director
			5	Rahmat Rotors Ltd.	Director
9	Amir Hamza Sarker	Director	1	Logos Apparels Ltd.	Managing Director
			2	Logos Wear House Ltd.	Chairman & MD
			3	Rahmat Sweaters (BD) Ltd.	Managing Director
			4	Belkuchi Spinning Mills Ltd.	Managing Director
			5	Logos Printing & Design	Proprietor
10	Mr. ABM Kaiser	Director	1	Kaiser Trading Company	Proprietor

Amount in Taka	
31 Dec 2018	31 Dec 2017

B) Related party disclosures:

During the year, the Company carried out a number of transactions with related parties in the normal course of business and on an arms' length basis. The name of these related parties, nature of these transactions and their total value has been set out in accordance with the provision IAS-24: Related party disclosure:

Name of the Party	Nature of Transaction	Nature of Relationship	Transaction value (Taka)	
			2018	2017
Chamitan Trading Company	Insurance Premium	Common Directorship	40,753	35,703
Karim Leathers Ltd.	Insurance Premium	Common Directorship	194,630	608,362
Kamtex Ltd.			696	43,027
Rahmat Textiles Ltd.	Insurance Premium	Common Directorship	1,954,991	4,500,240
Rahmat Sweaters (BD) Ltd.			123,663	456,598
China Plastic (BD) Ltd.			-	26,923
Rahmat Knit-Dying & Finishing Ltd.			139,433	368,899
Rahmat Fashion Wear			60,810	-
Rahmat Rotors Ltd.			20,721	-
Logos Apparels Ltd.			829,558	-
Belkuchi Spinning Mills Ltd.			656	88811
Wills Properties Ltd.	Insurance Premium	Common Directorship	51,879	-
Younus Plastic Industries Ltd.	Insurance Premium	Common Directorship	20,728	20,952
Younus Fillament Industries Ltd.			31,748	31,748
Younus Paper Mills Ltd.			886,658	868,051
Sonali Papers & Board Mills Ltd.			996,861	1,094,528
Younus News Print Mills Ltd.			344,901	191,079
Younus Fine Paper Mills Ltd.			537,792	754,539
Younus Offset Paper Mills Ltd.			332,811	655,359
Ananta Paper Mills Ltd.			147,854	-
Younus Cold storage			457	-
Younus Spinning Mills Ltd.			146,350	62,992

Aggregate amount of remuneration paid to all Directors and Officers during the accounting year is as follows :

Particulars	Nature of Payment	Amount In Taka	
		2018	2017
1. Directors	Board Meeting Fee	2,871,000	1,935,000
2. Directors	Remuneration	Nil	Nil
4. Chief Executive Officer	Salary, Bonus & other Allowances	5,370,000	4,200,000
3. Officers & Executives	Salary, Bonus & other Allowances	97,555,974	99,976,827
Total		105,796,974	106,111,827

33.0 Compliance of Schedule XI part II of the Companies Act, 1994:

Particulars	No. of Employees	
	31.12.2018	31.12.2017
Below Taka.72,000 per year	-	-
Taka.72,000 and above	585	580
Total	585	580

Amount in Taka	
31 Dec 2018	31 Dec 2017

34.0 Corporate Tax Settlement Status:

The Company's Tax settlement status is as under:

Income Year	Assessment Year	Status	Remarks
2011	2012-2013	Return Submitted	Hon'ble High Court
2012	2013-2014	Return Submitted	Tribunal
2013	2014-2015	Return Submitted	Tribunal
2014	2015-2016	Return Submitted	
2015	2016-2017	Return Submitted	
2016	2017-2018	Return Submitted	
2017	2018-2019	Return Submitted	

35.0 Subsequent event after the balance sheet date

The board of Directors in its 239th meeting held on 27 June, 2019 has recommended 10% Cash dividend which will be recognized in the accounts as and when approved by the shareholders in the next annual general meeting.

36.0 General:

- a) The Board of Directors received no remuneration from the Company other than the Board Meetings attendance fees as per clause no-109 of Memorandum & Articles of Association of the Company & IDRA Circular Sharok No: 53. 03. 0000. 009. 18. 014.18. 123 Dated 31st May 2018 .
- b) There was no capital expenditure commitment as on 31st December, 2018.
- c) There was no claim against the Company as debt as on 31st December, 2018.
- d) There has been no amount paid or received as commission to or from any person in respect of the Insurance Business transacted by outside of Bangladesh.
- e) Contingent Liability:
There is a demand of Tk. 982,670 for VAT by Customs & Excise Department against which the Company has filed a writ petition number 7744 of 2006 before the Hon'ble Supreme Court of Bangladesh, High Court Division. The decision by the Hon'ble Court is awaited.

EXPRESS INSURANCE LIMITED
FIXED ASSETS SCHEDULE
As on 31st December, 2018

Cost:

Annexure-A

Particulars	COST				Rate of Dep.	DEPRECIATION						Written down value as on 31-12-2018
	As on 01-01-2018 Taka.	Addition during the year Taka.	Sold/Add. during the year Taka.	Total as on 31-12-2018 Taka.		As on 01-01-2018 Taka. (Opening)	Charge during the year Taka. (on Opening Less Sold)	Charge during the year Taka. (on Addition)	Total Charge during the year	Sold/Adj. during the year Taka.	Total as on 31-12-2018 Taka.	
	1	2	3	4	5	6	7	8	9=(7+8)	10	11=(6+9-10)	12
Land & Building	40,168,508	-	-	40,168,508	2%	4,582,997	711,710	0	711,710	-	5,294,707	34,873,801
Furniture & Fixture	5,764,036	298,395	-	6,062,431	10%	3,239,597	252,444	8,396	260,840	-	3,500,437	2,561,994
Office Decoration	16,719,835	587,841	-	17,307,676	10%	9,305,305	741,453	35,584	777,037	-	10,082,342	7,225,334
Office Equipment	1,901,074	82,650	-	1,983,724	20%	1,605,489	59,117	8,061	67,178	-	1,672,667	311,057
Computer with Printer	4,846,677	596,034	-	5,442,711	30%	2,680,857	649,746	95,776	745,522	-	3,426,379	2,016,332
Crockeries & Cutleries	115,691	3,400	-	119,091	20%	81,238	6,891	654	7,545	-	88,783	30,308
Motor Vehicles	34,412,220	-	-	34,412,220	20%	20,698,101	2,742,824	-	2,742,824	-	23,440,925	10,971,295
Telephone Installation	263,717	30,800	-	294,517	20%	191,256	14,492	1,648	16,140	-	207,396	87,121
Electric Equipment	2,341,091	26,500	-	2,367,591	20%	1,763,633	115,492	3,601	119,093	-	1,882,726	484,865
Air Condition	6,821,276	724,410	-	7,545,686	20%	4,347,032	494,849	81,558	576,407	-	4,923,439	2,622,247
Sub-total : As at 31.12.2018	113,354,125	2,350,030	-	115,704,155		48,495,505	5,789,018	235,278	6,024,296	-	54,519,802	61,184,353
Particulars	COST				Rate of Dep.	DEPRECIATION						Written down value as on 31-12-2018
	As on 01-01-2018 Taka.	Addition during the year Taka.	Sold/Add. during the year Taka.	Total as on 31-12-2018 Taka.		As on 01-01-2018 Taka. (Opening)	Charge during the year Taka.	Charge during the year Taka.	Total Charge during the year	Sold/Adj. during the year Taka.	Total as on 31-12-2018 Taka.	
Land & Building	109,736,492	-	-	109,736,492	2%	12,527,257	1,944,185	-	1,944,185	-	14,471,442	95,265,050
Sub-total : As at 31.12.2018	109,736,492	-	-	109,736,492		12,527,256	1,944,185	-	1,944,185	-	14,471,442	95,265,050
Total : As at 31.12.2018	223,090,617	2,350,030	-	225,440,647		61,022,761	7,733,203	235,278	7,968,481	-	68,991,244	156,449,403
31st December-2017	230,206,201	10,304,416	17,420,000	223,090,617		66,782,717	6,729,503	1,136,527	7,866,030	13,625,986	61,022,763	162,067,854

EXPRESS INSURANCE LIMITED
FORM "AA"
CLASSIFIED SUMMARY OF ASSETS AS AT 31 DECEMBER 2018

Amount in Taka			
CLASS OF ASSETS	BOOK VALUE AS PER BALANCE SHEET	MARKET VALUE	REMARKS
National Investment Bond	25,000,000	25,000,000	Not quoted in market
Investment in Share	50,196,325	30,633,991	Market Value
Fixed Deposit with Banks	494,935,605	494,935,605	Realizable Value
In STD A/C with Banks	44,164,750	44,164,750	Realizable Value
Cash in hand	2,057,825	2,057,825	Realizable Value
Interest on Investment accrued but not due	21,522,026	21,522,026	Realizable Value
Amount due from other persons or bodies carrying on insurance business	69,945,148	69,945,148	Realizable Value
OTHER ASSETS :			
Fixed Assets	156,449,403	156,449,403	At Cost / Revaluation less depreciation
Sundry Debtors	261,534,491	261,534,491	Realizable Value
Stock of Stationery & Stamps	1,640,765	1,640,765	Value at Cost
Total	1,127,446,338	1,107,884,003	

Sd/-
Chairman

Sd/-
Vice Chairman

Sd/-
Director

Sd/-
Chief Executive Officer

Dhaka
June 27, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

EXPRESS INSURANCE LIMITED

Head Office, Dhaka

Statement Showing the details of Class wise Premium Income, Re-Insurance Accepted & Ceded, Commission Paid & Earned, Claim Paid, Recovered & Recoverable
For the period ended 31st December, 2018

Class of Business	Premium Income				Commission			Claims			
	Gross Premium	Re-Insurance Accepted	Re-Insurance Ceded	Net Premium	Direct Business	Re-Insurance Accepted	Re-Insurance Ceded	Paid in Direct Business	Re-Insurance Accepted	Re-Insurance Ceded	Net Claim
Fire	119,891,764	-	80,001,903	39,889,861	17,994,905	-	28,957,949	60,006,460	-	64,899,208	(4,892,748)
M/Cargo	90,843,913	-	21,511,261	69,332,652	14,300,414	-	7,098,661	10,038,130	-	1,084,786	8,953,344
M/Hull	1,010,000	-	-	1,010,000	151,048	-	-	-	-	-	-
Motor	118,431,091	-	910,653	117,520,438	18,078,699	-	58,914	14,076,673	-	-	14,076,673
Misc.	11,862,043	-	5,176,743	6,685,300	1,797,753	-	1,942,204	2,000,000	-	-	2,000,000
Total	342,038,811	-	107,600,560	234,438,251	52,322,819	-	38,057,728	86,121,263	-	65,983,994	20,137,269

Government Business

Class of Business	Premium Income				Commission			Claims			
	Gross Premium	Re-Insurance Accepted	Re-Insurance Ceded	Net Premium	Direct Business	Re-Insurance Accepted	Re-Insurance Ceded	Paid in Direct Business	Re-Insurance Accepted	Re-Insurance Ceded	Net Claim
Fire	8,851,645	-	6,558,523	2,293,122	-	-	751,634	1,458,616	-	1,021,261	437,355
M/Cargo	15,752,511	-	11,853,164	3,899,347	-	-	2,285,287	323,312	-	44,241	279,071
M/Hull	189,433	-	149,485	39,948	-	-	6,870	173,419	-	151,310	22,109
Motor	2,502,155	-	188,607	2,313,548	-	-	1,352	130,347	-	(84,829)	215,176
Misc.	39,554,497	-	38,816,723	737,774	-	-	5,234,334	7,868,276	-	7,788,279	79,997
Total	66,850,241	-	57,566,502	9,283,739	-	-	8,279,477	9,953,970	-	8,920,262	1,033,708

Direct Business Plus Government Business

Class of Business	Premium Income				Commission			Claims			
	Gross Premium	Re-Insurance Accepted	Re-Insurance Ceded	Net Premium	Direct Business	Re-Insurance Accepted	Re-Insurance Ceded	Paid in Direct Business	Re-Insurance Accepted	Re-Insurance Ceded	Net Claim
Fire	128,743,409	-	86,560,426	42,182,983	17,994,905	-	29,709,583	61,465,076	-	65,920,469	(4,455,393)
M/Cargo	106,596,424	-	33,364,425	73,231,999	14,300,414	-	9,383,948	10,361,442	-	1,129,027	9,232,415
M/Hull	1,199,433	-	149,485	1,049,948	151,048	-	6,870	173,419	-	151,310	22,109
Motor	120,933,246	-	1,099,260	119,833,986	18,078,699	-	60,266	14,207,020	-	(84,829)	14,291,849
Misc.	51,416,540	-	43,993,466	7,423,074	1,797,753	-	7,176,538	9,868,276	-	7,788,279	2,079,997
Total	408,889,052	-	165,167,062	243,721,990	52,322,819	-	46,337,205	96,075,233	-	74,904,256	21,170,977

Sd/-
ChairmanSd/-
Vice ChairmanSd/-
DirectorSd/-
Chief Executive OfficerDhaka
June 27, 2019Sd/-
AHMED ZAKER & CO.
Chartered Accountants

বীমা আইনের ৩০ ও ৪১(২) এর ধারা অনুযায়ী বিনিয়োগ ও দায়ের হিসাব

বীমা কারীর নাম : এক্সপ্রেস ইন্স্যুরেন্স লিমিটেড

৩১ শে ডিসেম্বর ২০১৮ ইং সালের সমাপ্ত বছরের তথ্য

ক্রমিক নং	দায়	পরিমাণ (টাকায়)	ক্রমিক নং	সম্পদের বিনিয়োগ	পরিমাণ (টাকায়)
০১	অপোরিশোধিত দাবির পরিমাণ	৩,৫৩৭,২৭৮	০১	সরকারী সিকিউরিটি বাংলাদেশ ব্যাংকে গচ্ছিত জাতীয় বিনিয়োগ বন্ড	২৫,০০০,০০০
০২	অগ্নি বীমার নীট প্রিমিয়ামের ৪০%	১৬,৮৭৩,১৯৩	০২	শেয়ার বিনিয়োগ ও কর্পোরেট মানিমেকার হিসাব	৩০,৬৩৩,৯৯০
০৩	বিবিধ বীমার নীট প্রিমিয়ামের ৪০% (মোটর বীমা সহ)	৫০,৯০২,৮২৪	০৩	মেয়াদী হিসাবে ব্যাংক জমা (এফডিআর)	৪৯৪,৯৩৫,৬০৫
০৪	নৌ কার্গো বীমার নীট প্রিমিয়ামের ৪০%	২৯,২৯২,৮০০	০৪	ব্যাংকে অন্যান্য হিসাবে ব্যাংক জমা (শেয়ার ব্রোকার সহ)	৪৪,১৬৪,৭৫০
০৫	নৌ ও উড়োজাহাজ হাল বীমার নীট প্রিমিয়ামের ১০০%	১,০৪৯,৯৪৮	০৫	অন্য বীমার নিকট পাওনার পরিমাণ	৬৯,৯৪৫,১৪৮
০৬	আয়কর সঞ্চিতি ও বিলম্বিত আয়কর সঞ্চিতি	২০৬,৯২৮,২৩৯	০৬	লভ্যাংশ ও সম্পদ বাবদ প্রাপ্য	২১,৫২২,০২৬
০৭	অন্য বীমার নিকট দায়ের পরিমাণ	৫২,৭০৮,২৮৩	০৭	বিভিন্ন দেনাদারের নিকট পাওনা	২৬১,৫৩৪,৪৯১
০৮	অন্যান্য পাওনাদেরকে দেয়	৫,৬২৮,২০৯	০৮	কোম্পানীর নিকট নগদ অর্থের পরিমাণ	২,০৫৭,৮২৫
০৯	ডিপোজিট প্রিমিয়াম	১,৭২০,২৫৬	০৯	কোম্পানীর নিকট খরিদকৃত স্ট্যাম্প এর পরিমাণ	১,০০৭,৭৭০
১০	ব্যতিক্রমী ক্ষতিপূরণের জন্য সঞ্চিতির পরিমাণ	১৭২,৫৯৪,২৪১	১০	অন্যান্য সম্পদ	১৫৭,০৮২,৩৯৮
মোট দায়ের পরিমাণ		৫৪১,২৩৫,২৭১	মোট সম্পদের পরিমাণ		১,১০৭,৮৮৪,০০৩

স্বাক্ষরিত

অডিটরদের নাম, স্বাক্ষর ও সীল

আহমদ জাকের এন্ড কোং
চার্টার্ড একাউন্ট্যান্টস

তারিখ : ২৭ জুন ২০১৯

স্বাক্ষরিত

(কে.এম সাইদুর রহমান)
মুখ্য নির্বাহী কর্মকর্তা

b) Information as is required under section 186 of Company Act, 1994 relating to holding company. The information is not applicable for this company.

c) Selected ratios as specified in Annexure D :

Express Insurance Ltd

Statement of Ratio Analysis

For the year ended 31st December 2018, 2017, 2016, 2015 and 2014 respectively

SL No	Particulars	2018		2017		2016		2015		2014	
		Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
1) Liquidity Ratios :											
i	Current Ratio (Times) = (Current Assets / Current liability)	951,434,600	3.43	925,179,488	3.81	923,541,760	3.75	864,701,916	3.73	800,718,803	3.54
		277,519,653		242,646,420		246,515,884		231,753,590		225,996,711	
ii	Quick Ratio (Times) = (Current Assets-Inventory- Adv payment) /(Current liability-Bank O/D)	688,259,344	2.48	686,798,654	2.83	707,713,350	2.87	683,507,036	2.95	659,548,759	2.92
		277,519,653		242,646,420		246,515,884		231,753,590		225,996,711	
2) Operating Efficiency Ratios :											
i	Accounts Receivable turnover Ratio (Times) = (Gross premium/Accounts Receivable)	408,889,052	1.23	400,656,661	1.36	385,273,598	1.21	400,291,000	1.29	420,337,026	1.70
		331,479,639		295,488,815		317,984,368		311,146,903		246,811,151	
ii	Inventory Turnover Ratio	N/A		N/A		N/A		N/A		N/A	
iii	Assets turnover Ratio= (Gross premium/Total Assets)	408,889,052	0.37	400,656,661	0.37	385,273,598	0.35	400,291,000	0.39	420,337,026	0.43
		1,107,884,003		1,087,247,342		1,086,965,242		1,032,439,653		974,862,558	
3) Profitability Ratios :											
i	Gross Margin Ratio (%) = (Gross profit/Gross premium)	55,233,465	13.51%	41,012,024	10.24%	57,482,512	14.92%	67,017,499	16.74%	96,474,148	22.95%
		408,889,052		400,656,661		385,273,598		400,291,000		420,337,026	
ii	Operating Income Ratio (%) = (Operating profit/Gross premium)	37,988,732	9.29%	24,550,348	6.13%	37,103,984	9.63%	46,134,423	11.53%	70,202,881	16.70%
		408,889,052		400,656,661		385,273,598		400,291,000		420,337,026	
iii	Net Profit Ratio (%) = (Profit after tax/Gross premium)	43,841,610	10.7%	46,766,229	11.7%	49,264,330	12.8%	56,505,360	14.1%	85,789,736	20.4%
		408,889,052		400,656,661		385,273,598		400,291,000		420,337,026	
iv	Return on Assets Ratio (%) = (Profit after tax/Total Assets)	43,841,610	3.96%	46,766,229	4.30%	49,264,330	4.53%	56,505,360	5.47%	85,789,736	8.80%
		1,107,884,003		1,087,247,342		1,086,965,242		1,032,439,653		974,862,558	
v	Return on Equity Ratio (%) = (Profit after tax/Shareholders equity)	43,841,610	5.99%	46,766,229	6.29%	49,264,330	6.64%	56,505,360	8.14%	85,789,736	13.46%
		732,245,585		743,012,199		742,110,526		693,923,794		637,418,434	
vi	Earnings per share (Taka) = (Profit after tax/No of Share)	43,841,610	1.12	46,766,229	1.20	49,264,330	1.26	56,505,360	1.44	85,789,736	2.64
		39,118,464		39,118,464		39,118,464		39,118,464		32,598,720	
vii	Earnings before interest, taxes, depreciation and amortization (EBITDA) Margin = (EBITDA/Gross premium)	84,775,753	20.73%	78,108,904	19.50%	82,069,942	21.30%	94,607,438	23.63%	125,061,495	29.75%
		408,889,052		400,656,661		385,273,598		400,291,000		420,337,026	

SL No	Particulars	2018		2017		2016		2015		2014	
		Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio

4) Solvency Ratios :

i	Debt to Total Assets (Times) = (Total Debt/Total Assets)	N/A		N/A		N/A		N/A		N/A	
ii	Debt to Equity Ratio (Times) = (Total Debt/Total Shareholders' Equity)	N/A		N/A		N/A		N/A		N/A	
iii	Time Interest Earned Ratio (Times) = (Operating Profit/Net Interest Expenses)	N/A		N/A		N/A		N/A		70,202,881 307,052	228.64
iv	Debt service Coverage Ratio = (EBITDA/Total Debt Service)	N/A		N/A		N/A		N/A		125,061,495 1,049,520	119.16

5) Cash Flow Ratios :

i	Net Operating Cash Flows Per Share= (Net Operating cash flow/No. Ordinary Shares)	30,478,690 39,118,464	0.78	64,683,822 39,118,464	1.65	56,752,028 39,118,464	1.45	6,609,341 39,118,464	0.17	96,779,597 32,598,720	2.97
ii	Net Operating Cash Flows Per Share/EPS =(Net Operating cash flow per Share/EPS)	0.78 1.12	0.70	1.65 1.20	1.38	1.45 1.26	1.15	0.17 1.44	0.12	2.97 2.64	1.12

Dated: Dhaka
June 30, 2019

Sd/-
Md. Obaidul Akbar
Sr.AGM & CFO

Sd/-
K.M Saidur Rahman
Managing Director & CEO

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

Selected ratios as specified in Annexure-D(12/31/2013)			
Financial ratio	EIL Ratio	INDUSTRY AVERAGE	Remark/Explanation
Liquidity Ratio			
Current Ratio	3.87	2.25	EIL's Current Ratio is higher than the industry average current ratio because of relatively lower current liabilities
Quick Ratio	3.34	2.23	EIL's Ratio is higher than the industry average ratio as quick assets are relatively higher
Times Interest Earned Ratio	N/A	N/A	
Debt Equity Ratio (In times)	0.00	0.35	EIL's has no debt compare to industry
Operating Ratios			
Accounts Receivable Turnover Ratio(In times)	2.09	4.7	EIL's Ratio is lower as collection period is longer than the average industry
Inventory Turnover Ratio (In times)	N/A	N/A	
Asset Turnover Ratio (In times)	0.45	0.62	EIL's Ratio is lower than the industry average ratio as EIL generating revenue with a relatively much amount of fixed assets.
Profitability Ratio			
Gross Margin Ratio %	20%	12%	EIL's Ratio is better than the industry average ratio as lower overhead cost
Operating Profit Ratio %	14%	16.54%	EIL's Ratio is lower than the industry average ratio as lower operating profit
Net Profit Ratio %	20%	13.63%	EIL's Ratio is higher than the industry average ratio as higher net profit
Return on Assets Ratio (ROA) %	9%	7.33%	EIL's Ratio is higher than the industry average ratio as higher net profit.
Return on Equity Ratio (After Tax)%	13%	16.05%	EIL's Ratio is lower than the industry average ratio as lower net profit.
Earnings Per Share Ratio (EPS)	2.62	3.79	EIL's EPS is lower than the industry average EPS as lower net profit.
Coverage Ratios			
Debt to total Assets Ratio	8%	28%	EIL's Ratio is lower due to lower debt than industry average
Debt Service Coverage Ratio	N/A	N/A	
Cash Flow			
Net Operating Cash Flow Per Share	2.45	78.16	EIL's NOCFPS is lower than the industry average ratio as net operating cash flow is relatively lower
Net Operating Cash Flow Per Share/Earnings Per Share(EPS)	.93	20.62	EIL's Ratio is lower than the industry average ratio as net operating cash flow is relatively lower.

Selected ratios as specified in Annexure-D(12/31/2014)			
Financial ratio	EIL Ratio	INDUSTRY AVERAGE	Remark/Explanation
Liquidity Ratio			
Current Ratio	3.54	2.45	EIL's Current Ratio is higher than the industry average current ratio because of relatively lower current liabilities
Quick Ratio	2.92	2.44	EIL's ratio is higher than the industry average ratio as quick assets are relatively lower
Times Interest Earned Ratio	N/A	N/A	
Debt Equity Ratio (In times)	-	0.46	EIL's has no debt compare to industry
Operating Ratios			
Accounts Receivable Turnover Ratio(In times)	1.70	2.81	EIL's Ratio is lower as collection period is longer than the average industry
Inventory Turnover Ratio (In times)	N/A	N/A	
Asset Turnover Ratio (In times)	0.43	0.43	EIL's Ratio is similar with Industry
Profitability Ratio			
Gross Margin Ratio %	23%	27%	EIL's Ratio is lower than the industry average ratio as higher overhead cost.
Operating Profit Ratio %	17%	21%	EIL's Ratio is lower than the industry average ratio as lower operating profit.
Net Profit Ratio %	20%	18%	EIL's Ratio is higher than the industry average ratio as higher net profit.
Return on Assets Ratio (ROA) %	9%	8.65%	EIL's Ratio is higher than the industry average ratio as lower net profit.
Return on Equity Ratio (After Tax)%	13.46%	16.05%	EIL's Ratio is lower than the industry average ratio as lower net profit.
Earnings Per Share Ratio (EPS	2.63	4.37	EIL's EPS is lower than the industry average EPS as lower net profit.
Coverage Ratios			
Debt to total Assets Ratio	-	26.10%	EIL's has no debt compare to industry
Debt Service Coverage Ratio	N/A	N/A	
Cash Flow			
Net Operating Cash Flow Per Share	2.96	24.85	EIL's Ratio is lower than the industry average ratio as net operating cash flow is relatively lower.
Net Operating Cash Flow Per Share/Earnings Per Share(EPS)	1.12	5.68	EIL's Ratio is lower than the industry average ratio as net operating cash flow is relatively lower.

Selected ratios as specified in Annexure-D (12/31/2015)			
	Express	Industry	Remark /Explanation
Current Ratio	3.73	2.97	EIL current ratio is comparatively higher than the industry average as it seems the company has lower current liabilities and higher current assets.
Quick Ratio	2.95	2.58	The quick ratio of EIL is higher than the industry average as the firm has optimum amount of advance payments in its current ratio.
Accounts Receivable Turnover Ratio	1.29	3.99	Accounts receivable turnover seems to be significantly lower than the industry average, which has happened due to high volume of receivables.
Inventory Turnover Ratio	N/A	N/A	
Asset Turnover Ratio	.39	0.48	Asset turnover ratio of EIL is slightly lower than the industry average due to increase in assets in the recent years.
Gross Margin Ratio	16.74%	10.33%	The company seems to have significantly higher gross margin ratios compared to its peer companies.
Operating Income Ratio	11.53%	7.64%	The company seems to have significantly higher operating margin ratios compared to its peer companies.
Net Profit Ratio	14.1%	13.14%	The company seems to have significantly higher net profit ratios compared to its peer companies.
ROA	5.47%	6.23%	Return on assets seems to be bit lower than the industry average, which has happened due to increase in assets in the year as well as slight decrease in income.
ROE	8.14%	11.24%	Return on equity seems to be bit lower than the industry average, which has happened due to increase in equity capital in the year as well as slight decrease in income.
EPS	1.44	1.84	Earnings per share of the company seem to be lower than the industry average, it has happened due to the lower income in the year.
EBITDA Margin	23.63%	21.50%	EBITDA margin is higher than the industry which indicates better operating performance of the company.
Debt to Total Assets	N/A	N/A	
Debt to Equity Ratio	N/A	N/A	
TIE	N/A	N/A	
Debt Service Coverage Ration	N/A	N/A	
Net operating cash flow per share	.17	2.47	The operating cash flow per share is significantly lower, which indicates the firm might need to generate more cash flows to ensure growth.
Net operating cash flow per share/EPS	.12	1.33	The operating cash flow per share/EPS is significantly lower, which indicates the firm might need to generate more cash flows to ensure growth.

Selected ratios as specified in Annexure-D (12/31/2016)			
	EIL Ratio	2016	Remark /Explanation
Current Ratio	3.75	3.08	EIL current ratio is comparatively higher than the industry average as it seems the company has lower current liabilities and higher current assets.
Quick Ratio	2.87	2.67	The quick ratio of EIL is higher than the industry average as the firm has optimum amount of advance payments in its current ratio.
Accounts Receivable Turnover Ratio	1.21	3.09	Accounts receivable turnover seems to be significantly lower than the industry average, which has happened due to high volume of receivables.
Inventory Turnover Ratio	N/A	N/A	
Asset Turnover Ratio	.35	0.43	Asset turnover ratio of EIL is slightly lower than the industry average due to increase in assets in the recent years.
Gross Margin Ratio	14.92%	11.94%	The company seems to have significantly higher gross margin ratios compared to its peer companies.
Operating Income Ratio	9.63%	7.85%	The company seems to have significantly higher operating margin ratios compared to its peer companies.
Net Profit Ratio	12.8%	13.14%	The company seems to have significantly higher net profit ratios compared to its peer companies.
ROA	4.53%	5.59%	Return on assets seems to be bit lower than the industry average, which has happened due to increase in assets in the year as well as slight decrease in income.
ROE	6.64%	10.03%	Return on equity seems to be lower than the industry average, which has happened due to increase in equity capital in the year as well as slight decrease in income.
EPS	1.26	1.71	Earnings per share of the company seem to be lower than the industry average, it has happened due to the lower income in the year.
EBITDA Margin	21.30%	30.60%	EBITDA margin is higher than the industry which indicates better operating performance of the company.
Debt to Total Assets	N/A	N/A	
Debt to Equity Ratio	N/A	N/A	
TIE	N/A	N/A	
Debt Service Coverage Ration	N/A	N/A	
Net operating cash flow per share	1.45	1.50	The operating cash flow per share is almost at the industry level, which indicates the firm is generating adequate cash flows per share.
Net operating cash flow per share/EPS	1.15	0.90	The operating cash flow per share is above the industry level, which indicates the firm is generating better cash flows per share.

Selected ratios as specified in Annexure-D (12/31/2017)			
	EIL Ratio	2017	Remark /Explanation
Current Ratio	3.81	2.7	EIL current ratio is comparatively higher than the industry average as it seems the company has lower current liabilities and higher current assets.
Quick Ratio	2.83	2.5	The quick ratio of EIL is higher than the industry average as the firm has optimum amount of advance payments in its current ratio.
Accounts Receivable Turnover Ratio	1.36	3.71	Accounts receivable turnover seems to be significantly lower than the industry average, which as happened due to high volume of receivables.
Inventory Turnover Ratio	N/A	N/A	
Asset Turnover Ratio	0.37	0.43	Asset turnover ratio of EIL is slightly lower than the industry average due to increase in assets in the recent years.
Gross Margin Ratio	10.24%	12.32%	The company seems to have slightly lower gross margin ratios compared to its companies.
Operating Income Ratio	6.13%	8.94%	The company seems to have lower operating margin ratios compared to its companies.
Net Profit Ratio	11.7%	12.5%	The company seems to have slightly lower Net profit ratios compared to its companies.
ROA	4.30%	6.2%	Return on assets seems to be bit lower than the industry average, which has happened due to increase in assets in the year as well as slight decrease in income.
ROE	6.29%	12.3%	Return on equity seems to be lower than the industry average, which has happened due to increase in equity capital in the year as well as slight decrease in income.
EPS	1.20	2.8	Earnings per share of the company seem to be lower than the industry average, it has happened due to the lower income in the year.
EBITDA Margin	19.50%	20.6%	EBITDA margin is slightly lower than the industry .
Debt to Total Assets	N/A	N/A	
Debt to Equity Ratio	N/A	N/A	
TIE	N/A	N/A	
Debt Service Coverage Ration	N/A	N/A	
Net operating cash flow per share	1.65	1.95	The operating cash flow per share is almost at the industry level, which indicates the firm is generating adequate cash flows per share.
Net operating cash flow per share/EPS	1.38	1.28	The operating cash flow per share is above the industry level, which indicates the firm is generating better cash flows per share.

N.B. To compare ratio between Express Insurance limited and industry, we consider two companies among insurance sector. Bangladesh National Insurance Company Ltd and Provati Insurance Company Ltd both are non-life homogeneous insurance companies. We consider both of the companies for comparison which are very recently listed in the both stock Exchange in Bangladesh. Due to unavailability of financial statements and financial information, we are unable to calculate and compare the financial performance for the year 2018.

(d) Auditors report under Section 135(1), Para 24(1) of Part II of Schedule III of the কোম্পানি আইন 1994. The report shall include comparative income statements and balance sheet and aforementioned ratios for immediately preceding five accounting years of the issuer. If the issuer has been in commercial operation for less than five years, the above-mentioned inclusion and submission will have to be made for the periods in commercial operation.

**AUDITOR'S REPORT IN PURSUANCE OF SECTION 135 (1) UNDER PARA 24(1) OF PART II OF THE
THIRD SCHEDULE OF THE COMPANIES ACT, 1994
OF
EXPRESS INSURANCE LIMITED**

We have audited the financial statement of **Express Insurance Limited** for the year ended 31st December, 2018. We have also examined the financial statement of the company for the year ended 31st December, 2014 to 31st December, 2017 in pursuance of section-135 (1) paragraph 24 (1) part II of the third schedule of the companies Act, 1994 and we report that:

1. The Company was incorporated on March 30, 2000.
2. The statement of operating result of the company for the year ended 31st December 2000 to 31st December 2007 has been duly audited and certified by M.A. Malek Siddiqui Wali & Co, Chartered Accountants and for the year ended 31st December 2008 to 31st December 2013 has been duly audited and certified by Huda Hossain & Co, Chartered Accountants and for the year ended 31st December, 2014 to 31st December, 2016 has been duly audited and certified by Artisan, Chartered Accountants. We have audited and certified the financial statement of the company for the year ended 31st December, 2017 to 31st December, 2018.
3. We have also certified the statement of assets and liabilities of the company as of 31st December, 2017 to 31st December, 2018, Artisan, Chartered Accountants certified for the year ended 31st December, 2014 to 31st December, 2016. Huda Hossain & Co. Chartered Accountants certified for the year ended 31st December, 2008 to 31st December, 2013 and M.A. Malek Siddiqui Wali & Co, Chartered Accountants certified for the year ended 2000 to 31st December 2007.
4. The Company has declared dividend for the year 2014, 2015, 2016, 2017 & (proposed) 2018 are given below:

Year	2018 (Proposed)	2017	2016	2015	2014
Cash	10%	10%	10%	12%	-
Stock	-	-	-	-	20%

5. We have also certified the statement of profit or loss and other comprehensive Income & Statement of Cash Flow for the year ended 31st December 2014 to 31st December 2018.
6. The Company has no subsidiaries,
7. No proceeds or part of proceeds of the issue of shares were applied directly by the Company in the purchase of any other business.
8. Net Assets Value (NAV) per share, Earning per Share (EPS) and Net operating cash flow per Share (NOCFPS) has been calculated on the basis of year ended no. of Shares.

Dhaka
June 30, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

Express Insurance Ltd
Statement of Financial Position
As at 31st December 2018, 2017, 2016, 2015 and 2014 respectively

Capital & Liabilities	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14	Assets & Properties	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14
Authorized Capital: 75,000,000 ordinary shares of Tk.10 each	750,000,000	750,000,000	750,000,000	750,000,000	750,000,000	Investment (At Cost):	55,633,990	65,581,496	67,582,517	61,366,079	58,796,417
Issued, subscribed, & paid up capital ordinary shares of Tk.10 each	391,184,640	391,184,640	391,184,640	391,184,640	325,987,200	National Investment Bond	25,000,000	25,000,000	25,000,000	25,000,000	25,000,000
Reserve for Exceptional loss	172,594,241	168,594,241	163,594,241	153,594,241	138,594,241	Investment In Share CMM Account	30,633,990	40,581,496	32,182,517	29,866,079	31,196,417
Revaluation Surplus	80,975,292	97,209,235	99,193,097	101,217,446	103,283,108	Interest accrued but not due Amount due from other persons or bodies carrying on insurance business	-	-	10,400,000	6,500,000	2,600,000
Reserve for Investment Fluctuation Fund							21,522,026	17,338,052	10,926,514	10,255,853	12,751,125
Profit & Loss Appropriation A/C	87,491,412	86,024,083	88,138,548	47,927,467	69,553,885	Sundry Debtors (including advances, deposits and pre-payments)	69,945,148	58,415,707	103,085,090	130,959,483	106,357,577
Balance of Funds Accounts:	98,118,765	101,588,723	98,338,832	106,762,269	111,447,413	Cash and cash equivalent	261,534,491	237,073,108	214,899,278	180,187,420	140,453,574
Fire Insurance Business	16,873,193	21,102,120	13,294,767	17,376,134	27,118,009		541,158,180	545,463,399	526,119,229	480,925,621	481,643,640
Marine Insurance Business	30,342,748	42,204,440	53,828,361	57,636,869	62,037,105	Fixed Deposit with Banks	494,935,605	491,712,145	460,635,392	453,191,593	447,393,140
Motor Insurance Business	47,933,594	35,914,119	28,399,798	29,276,171	21,003,770	Balance with Banks	32,780,337	51,992,528	64,334,492	24,979,694	32,896,274
Miscellaneous Insurance Business	2,969,230	2,368,044	2,815,906	2,473,095	1,288,529	Current Account with Share Broker	11,384,413	-	-	-	693
						Cash in hand	2,057,825	1,758,726	1,149,345	2,754,334	1,353,533
Reserve for WPPF	6,997,388	3,344,899	-	-	-	Other accounts	158,090,168	163,375,580	164,352,614	168,745,197	174,860,225
Premium Deposit	1,720,256	1,831,054	3,011,627	2,544,198	3,259,201	Fixed Assets	156,449,403	162,067,854	163,423,482	167,737,737	174,143,755
Liabilities and Provisions	268,802,009	237,470,467	243,504,257	229,209,392	222,737,510	(At cost less depreciation)					
Estimated liability in respect of outstanding claims whether due or intimated	3,537,278	3,699,400	4,574,094	5,991,668	3,652,323	Stock of Stationery	632,995	341,111	327,517	307,850	301,780
Amount due to other persons or bodies carrying on Insurance Business	52,708,283	64,479,395	81,311,234	94,075,012	112,392,925	Insurance Stamps in hand	1,007,770	966,615	601,615	699,610	414,690
Sundry Creditors	5,628,209	5,410,777	13,869,780	10,393,563	17,943,113						
Deferred Tax Liability	22,582,898	7,488,233	4,935,673	127,926	132,255						
Provision for Income Tax	184,345,341	156,392,662	138,813,476	118,621,223	88,616,894						
Total	1,107,884,003	1,087,247,342	1,086,965,242	1,032,439,653	974,862,558	Total	1,107,884,003	1,087,247,342	1,086,965,242	1,032,439,653	974,862,558
						Net Assets Value per Share (NAV)	18.72	18.99	18.97	17.74	19.55

Dhaka
June 30, 2019

Sd/-
Md. Obaidul Akbar
Sr. AGM & CFO

Sd/-
K.M Saidur Rahman
Managing Director & CEO

Sd/-
Ahmed Zaker & Co.
Chartered Accountants

Express Insurance Ltd
Statement of Profit or Loss and Other Comprehensive Income (Profit and Loss Account)
For the year ended 31st December 2018, 2017, 2016, 2015 and 2014 respectively

Particulars	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14	Particulars	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14
Expenses of management (not applicable to any particular fund or account):	17,244,733	16,461,676	20,378,528	20,883,076	26,578,319	Interest, Dividend and Rents (not applicable to any particular fund or account):	38,147,518	33,929,311	34,843,908	41,701,275	45,893,907
Directors' fees	2,871,000	1,935,000	1,780,000	1,705,000	1,685,000	Interest income	37,878,256	32,058,780	33,729,432	40,971,274	45,384,040
Audit fees	259,250	182,000	100,500	144,750	154,000	Dividend Income	248,262	1,870,531	1,114,476	730,001	495,210
Donation & subscription	422,000	345,000	339,700	325,000	395,500	Other income	21,000	-	-	-	14,657
Legal & professional fees	197,500	346,375	371,125	529,807	1,226,375						
Company Contribution to PF	1,872,041	1,954,500	2,021,599	1,691,908	1,546,672	Unrealized Gain on Sale of Share		6,847,229	2,316,438	-	-
Interest on lease Rental	-	-	-	-	307,052						
Incentive bonus	-	-	-	-	5,670,545	Profit/(loss) transferred from	55,233,465	41,012,024	57,482,512	67,017,499	96,474,148
IPO Submission Fee	-	306,625	-	-	-	Fire Insurance Revenue Account	6,806,673	(7,459,411)	(9,425,759)	4,913,489	13,961,980
Group Insurance	497,134	509,066	468,132	466,203	496,469	Marine Insurance Revenue Account	27,582,326	38,399,800	49,519,989	58,169,760	73,604,455
Managers Conference & Picnic	2,312,885	-	2,912,429	3,083,816	2,009,317	Motor Insurance Revenue Account	19,268,793	14,840,070	13,906,282	4,382,258	6,205,046
Depreciation	7,968,481	7,866,030	7,805,612	8,102,078	8,964,707	Misc. Insurance Revenue Account	1,575,673	(4,768,435)	3,482,000	(448,008)	2,702,667
Registration fees	592,256	2,673,537	4,156,415	4,267,814	3,389,914						
Advertisement & Publicity	252,186	343,543	423,016	566,700	732,768	Gain on Sale of Car	-	4,915,986	-	-	-
Loss on sale of share	-	-	-	-	-	Gain on Sale of Share	5626303				
Loss on Revaluation of share	4,955,281	-	-	1,330,338	-						
Deferred Tax Expenses	-	-	-	-	-						
Balance for the period carried to Profit & Loss Appropriation Account	76,807,272	70,242,874	74,264,330	86,505,360	115,789,736						
	99,007,286	86,704,550	94,642,858	108,718,774	142,368,055		99,007,286	86,704,550	94,642,858	108,718,774	142,368,055

Statement of Appropriation Account
For the year ended 31st December 2018, 2017, 2016, 2015 and 2014 respectively

Particulars	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14	Particulars	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14
Reserve for exceptional losses	4,000,000	5,000,000	10,000,000	15,000,000	20,000,000	Balance from last year	48,849,802	44,257,854	48,874,218	6,422,107	3,764,149
Provision for income tax including deferred Tax	29,308,173	20,131,746	25,000,000	30,000,000	30,000,000	Net profit for the period brought down	76,807,272	70,242,874	74,264,330	86,505,360	115,789,736
Worker's Profit Participation Fund	3,657,489	3,344,899	-	-	-						
Balance at the end of the period as shown in the Balance Sheet	88,691,412	86,024,083	88,138,548	47,927,467	69,553,885						
	125,657,074	114,500,728	123,138,548	92,927,467	119,553,885		125,657,074	114,500,728	123,138,548	92,927,467	119,553,885
Earning Per Share (EPS)	1.12	1.20	1.26	1.44	2.64						
EPS-Diluted	1.12	1.20	1.26	1.44	2.19						

Dhaka
June 30, 2019

Sd/-
Md. Obaidul Akbar
Sr. AGM & CFO

Sd/-
K.M Saidur Rahman
Managing Director & CEO

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

Express Insurance Ltd
Consolidated Insurance Revenue Account

For the year ended 31st December 2018, 2017, 2016, 2015 and 2014 respectively

Particulars	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14	Particulars	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14
Claims under policies less re-insurances:						Balance of account at the beginning of the period:					
Paid During the period	21,170,977	19,430,928	23,624,224	25,734,308	17,196,958	Reserve for unexpired risks	101,588,723	98,338,832	106,762,269	111,447,413	105,920,478
						Premium less re-insurances	243,721,990	252,290,020	244,702,637	266,424,543	278,492,468
Total estimated liability in respect of outstanding claims at the end of the period whether due or intimated	3,537,278	3,699,400	4,574,094	5,991,668	3,652,323	Commission on re-insurances ceded	46,337,205	38,395,502	42,891,045	39,191,864	50,096,474
	24,708,255	23,130,328	28,198,318	31,725,976	20,849,281						
Less: Claims outstanding at the end of the previous period	3,699,400	4,574,094	5,991,668	3,652,323	6,630,243						
	21,008,855	18,556,234	22,206,650	28,073,653	14,219,038						
Agency Commission	52,322,819	56,962,767	51,926,971	59,574,398	60,172,733						
Expenses of management	164,964,014	170,904,606	164,400,986	155,636,001	152,196,088						
Balance of account at the end of the period as shown in the Balance Sheet	98,118,765	101,588,723	98,338,832	106,762,269	111,447,413						
Profit transferred to Profit & Loss Account	55,233,465	41,012,024	57,482,512	67,017,499	96,474,148						
	391,647,918	389,024,354	394,355,951	417,063,820	434,509,420		391,647,918	389,024,354	394,355,951	417,063,820	434,509,420

Dhaka
June 30, 2019

Sd/-
Md. Obaidul Akbar
Sr. AGM & CFO

Sd/-
K.M Saidur Rahman
Managing Director & CEO

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

Express Insurance Ltd
Statement of Cash Flows
For the year ended 31st December 2018, 2017, 2016, 2015 and 2014 respectively

Particulars	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14
A. Cash flow from operating activities					
Collection from premium and other income	404,266,136	410,819,905	404,040,281	433,291,249	441,584,235
Payment for management expense, re-insurance and claims	(350,543,798)	(321,943,464)	(313,968,729)	(386,813,278)	(312,296,163)
Income Tax paid	(23,243,648)	(24,192,619)	(33,319,524)	(39,868,630)	(32,508,475)
Net cash generated from operating activities (A) =	30,478,690	64,683,822	56,752,028	6,609,341	96,779,597
B. Cash flow from investing activities					
Fixed Assets acquired	(2,350,030)	(10,304,416)	(3,517,357)	(1,696,060)	(3,978,542)
Sale Proceeds from Fixed Assets	-	-	26,000	-	-
Investment in Share	(8,129,585)	(1,437,640)	-	-	(44,720)
Sale of Share	18,197,526	-	-	-	-
Security Deposit & Advances	(3,383,354)	(317,040)	(3,089,465)	(1,731,300)	(1,888,140)
Encashment of CMM Accounts	-	13,884,000	-	-	-
Investment in CMM Accounts	-	(1,300,000)	(3,900,000)	(3,900,000)	(2,600,000)
Net cash generated/(used) in investing activities (B) =	4,334,557	524,904	(10,480,822)	(7,327,360)	(8,511,402)
C. Cash flow from financing activities					
Cash Dividend paid	(39,118,466)	(45,864,556)	(1,077,598)	-	(65,197,440)
Net cash used in financing activities (C) =	(39,118,466)	(45,864,556)	(1,077,598)	-	(65,197,440)
D. Net increase in cash and cash equivalents (D =A+B+C)	(4,305,219)	19,344,170	45,193,608	(718,019)	23,070,755
E. Cash & cash equivalent at the beginning of the year	545,463,399	526,119,229	480,925,621	481,643,640	458,572,885
F. Cash & cash equivalent at the end of the period (F=D+E)	541,158,180	545,463,399	526,119,229	480,925,621	481,643,640
G. Net cash flows from operating activities per share (NOCFPS)	0.78	1.65	1.45	0.17	2.97

Dhaka
June 30, 2019

Sd/-
Md. ObaidulAkbar
Sr. AGM & CFO

Sd/-
K.M Saidur Rahman
Managing Director & CEO

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

Express Insurance Ltd
Statement of Cash Flows

For the year ended 31st December 2018, 2017, 2016, 2015 and 2014 respectively

Particulars	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14
A. Net cash generated from operating activities	30,478,690	64,683,822	56,752,028	6,609,341	96,779,597
B. Net cash generated/(used) in investing activities	4,334,557	524,904	(10,480,822)	(7,327,360)	(8,511,402)
C. Net cash used in financing activities	(39,118,466)	(45,864,556)	(1,077,598)	-	(65,197,440)
D. Net increase in cash and cash equivalents (D =A+B+C)	(4,305,219)	19,344,170	45,193,608	(718,019)	23,070,755
E. Cash & cash equivalent at the beginning of the year	545,463,399	526,119,229	480,925,621	481,643,640	458,572,885
F. Cash & cash equivalent at the end of the period (F=D+E)	541,158,180	545,463,399	526,119,229	480,925,621	481,643,640
G. No. of Equity Shares	39,118,464	39,118,464	39,118,464	39,118,464	32,598,720
H. Net Operating Cash flows per Share (NOCFPS)	0.78	1.65	1.45	0.17	2.97
I. Net Operating Cash flows per Share/EPS	0.70	1.38	1.15	0.12	1.12

Dhaka
June 30, 2019

Sd/-
Md. Obaidul Akbar
 Sr. AGM & CFO

Sd/-
K.M Saidur Rahman
 Managing Director & CEO

Sd/-
AHMED ZAKER & CO.
 Chartered Accountants

Express Insurance Ltd
Classified summary of the Assets
For the year ended 31st December 2018, 2017, 2016, 2015 and 2014 respectively

Particulars	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14
National Investment Bond	25,000,000	25,000,000	25,000,000	25,000,000	25,000,000
Investment in share	30,633,990	40,581,496	32,182,517	29,866,079	31,196,417
Investment in CMM Accounts	-	-	10,400,000	6,500,000	2,600,000
Fixed deposit with Banks	494,935,605	491,712,145	460,635,392	453,191,593	447,393,140
Cash at Bank on STD & Current Account	32,780,337	51,992,528	64,334,492	24,979,694	32,896,274
Amount due from other person or bodies carrying on insurance business	69,945,148	58,415,707	103,085,090	130,959,483	106,357,577
Cash in Hand	2,057,825	1,758,726	1,149,345	2,754,334	1,353,533
Current account with share broker	11,384,413	-	-	-	693
Stock of stationery & stamp	1,640,765	1,307,726	929,132	1,007,460	716,470
Accrued interest	21,522,026	17,338,052	10,926,514	10,255,853	12,751,125
Sundry debtors	261,534,491	237,073,108	214,899,278	180,187,420	140,453,574
Fixed Assets	156,449,403	162,067,854	163,423,482	167,737,737	174,143,755
Total	1,107,884,003	1,087,247,342	1,086,965,242	1,032,439,653	974,862,558

Dhaka
June 30, 2019

Sd/-
Md. Obaidul Akbar
Sr. AGM & CFO

Sd/-
K.M Saidur Rahman
Managing Director & CEO

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

(e) Financial spread sheet analysis for the latest audited financial statements;

Express Insurance Ltd**Statement of Financial position****As at 31st December 2018, 2017, 2016, 2015 and 2014 respectively**

Particulars	As at 31.12.2018		As at 31.12.2017		As at 31.12.2016		As at 31.12.2015		As at 31.12.2014	
	Taka	% of Total Assets	Taka	% of Total Assets	Taka	% of Total Assets	Taka	% of Total Assets	Taka	% of Total Assets
ASSETS :										
Investment	55,633,990	5.02%	65,581,496	6.03%	67,582,517	6.22%	61,366,079	5.94%	58,796,417	6.03%
Interest Accrued	21,522,026	1.94%	17,338,052	1.59%	10,926,514	1.01%	10,255,853	0.99%	12,751,125	1.31%
Amount due from other persons	69,945,148	6.31%	58,415,707	5.37%	103,085,090	9.48%	130,959,483	12.68%	106,357,577	10.91%
Sundry Debtors	261,534,491	23.61%	237,073,108	21.80%	214,899,278	19.77%	180,187,420	17.45%	140,453,574	14.41%
Cash & Cash equivalent	541,158,180	48.85%	545,463,399	50.17%	526,119,229	48.40%	480,925,621	46.58%	481,643,640	49.41%
Fixed Assets	156,449,403	14.12%	162,067,854	14.91%	163,423,482	15.03%	167,737,737	16.25%	174,143,755	17.86%
Stock of Stationery	632,995	0.06%	341,111	0.03%	327,517	0.03%	307,850	0.03%	301,780	0.03%
Insurance Stamps in hand	1,007,770	0.09%	966,615	0.09%	601,615	0.06%	699,610	0.07%	414,690	0.04%
TOTAL ASSETS	1,107,884,003	100.00%	1,087,247,342	100.00%	1,086,965,242	100.00%	1,032,439,653	100.00%	974,862,558	100.00%
EQUITY & LIABILITIES :										
Share Capital	391,184,640	35.31%	391,184,640	35.98%	391,184,640	35.99%	391,184,640	37.89%	325,987,200	33.44%
Reserve for Exceptional loss	172,594,241	15.58%	168,594,241	15.51%	163,594,241	15.05%	153,594,241	14.88%	138,594,241	14.22%
Revaluation Surplus	80,975,292	7.31%	97,209,235	8.94%	99,193,097	9.13%	101,217,446	9.80%	103,283,108	10.59%
Profit & Loss Appropriation A/C	87,491,412	7.90%	86,024,083	7.91%	88,138,548	8.11%	47,927,467	4.64%	69,553,885	7.13%
Total Equity	732,245,585	66.09%	743,012,199	68.34%	742,110,526	68.27%	693,923,794	67.21%	637,418,434	65.39%
Balance of Funds	98,118,765	8.86%	101,588,723	9.34%	98,338,832	9.05%	106,762,269	10.34%	111,447,413	11.43%
Reserve for WPPF	6,997,388	0.63%	3,344,899	0.31%	-	-	-	-	-	-
Premium Deposit	1,720,256	0.16%	1,831,054	0.17%	3,011,627	0.28%	2,544,198	0.25%	3,259,201	0.33%
Current Liabilities and provision :	268,802,009	24.26%	237,470,467	21.84%	243,504,257	22.40%	229,209,392	22.20%	222,737,510	22.85%
Outstanding Claims	3,537,278	0.32%	3,699,400	0.34%	4,574,094	0.42%	5,991,668	0.58%	3,652,323	0.37%
Amount due to other persons or bodies Carrying on insurance business	52,708,283	4.76%	64,479,395	5.93%	81,311,234	7.48%	94,075,012	9.11%	112,392,925	11.53%
Sundry Creditors	5,628,209	0.51%	5,410,777	0.50%	13,869,780	1.28%	10,393,563	1.01%	17,943,113	1.84%
Deferred Tax Liability	22,582,898	2.04%	7,488,233	0.69%	4,935,673	0.45%	127,926	0.01%	132,255	0.01%
Provision for Income Tax	184,345,341	16.64%	156,392,662	14.38%	138,813,476	12.77%	118,621,223	11.49%	88,616,894	9.09%
Total Current Liabilities	270,522,265	24.42%	239,301,521	22.01%	246,515,884	22.68%	231,753,590	22.45%	225,996,711	23.18%
TOTAL EQUITY & LIABILITIES	1,107,884,003	100.00%	1,087,247,342	100.00%	1,086,965,242	100.00%	1,032,439,653	100.00%	974,862,558	100.00%

Express Insurance Ltd

Statement of Profit or Loss & Comprehensive Income

For the period ended 31st December 2018, 2017, 2016, 2015 and 2014 respectively

Particulars	2018		2017		2016		2015		2014	
	As at 31st December		As at 31st December		As at 31st December		As at 31st December		As at 31st December	
	Taka	% of Income	Taka	% of Income	Taka	% of Income	Taka	% of Income	Taka	% of Income
Interest, Dividend and Rents (not applicable to any particular fund or account):	38,147,518	38.53%	33,929,311	39.13%	34,843,908	36.82%	41,701,275	38.36%	45,893,907	32.24%
Interest income	37,878,256	38.26%	32,058,780	36.97%	33,729,432	35.64%	40,971,274	37.69%	45,384,040	31.88%
Dividend Income	248,262	0.25%	1,870,531	2.16%	1,114,476	1.18%	730,001	0.67%	495,210	0.35%
Other Income	21,000	0.02%	-	0.00%	-	0.00%	-	0.00%	14,657	0.01%
Unrealized Gain on Sale of Share	-	-	6,847,229	7.90%	2,316,438	2.45%	-	-	-	-
Gain on sale of Old Car	-	-	4,915,986	5.67%	-	-	-	-	-	-
Gain on sale of Share	5,626,303	5.68%	-	-	-	-	-	-	-	-
Profit/(loss) transferred from	55,233,465	55.79%	41,012,024	47.30%	57,482,512	60.74%	67,017,499	61.64%	96,474,148	67.76%
Fire Insurance Revenue Account	6,806,673	6.87%	(7,459,411)	-8.60%	(9,425,759)	-9.96%	4,913,489	4.52%	13,961,980	9.81%
Marine Insurance Revenue Account	27,582,326	27.86%	38,399,801	44.29%	49,519,989	52.32%	58,169,760	53.50%	73,604,455	51.70%
Motor Insurance Revenue Account	19,268,793	19.46%	14,840,070	17.12%	13,906,282	14.69%	4,382,258	4.03%	6,205,046	4.36%
Misc. Insurance Revenue Account	1,575,673	1.59%	(4,768,435)	-5.50%	3,482,000	3.68%	(448,008)	-0.41%	2,702,667	1.90%
Total	99,007,286	100.00%	86,704,550	100.00%	94,642,858	100.00%	108,718,774	100.00%	142,368,055	100.00%
Expenses of management (not applicable to any particular fund or account):	17,244,733	17.42%	16,461,676	18.99%	20,378,528	21.53%	20,883,076	19.21%	26,578,319	18.67%
Directors' fees	2,871,000	2.90%	1,935,000	2.23%	1,780,000	1.88%	1,705,000	1.57%	1,685,000	1.18%
Audit fees	259,250	0.26%	182,000	0.21%	100,500	0.11%	144,750	0.13%	154,000	0.11%
Donation & subscription	422,000	0.43%	345,000	0.40%	339,700	0.36%	325,000	0.30%	395,500	0.28%
Legal & professional fees	197,500	0.20%	346,375	0.40%	371,125	0.39%	529,807	0.49%	1,226,375	0.86%
Company Contribution to PF	1,872,041	1.89%	1,954,500	2.25%	2,021,599	2.14%	1,691,908	1.56%	1,546,672	1.09%
Interest on lease Rental	-	-	-	-	-	-	-	-	307,052	0.22%
Incentive bonus	-	-	-	-	-	-	-	-	5,670,545	3.98%
IPO Subscription Expenses	-	-	306,625	0.35%	-	-	-	-	-	-
Employee's special benefit	-	-	-	-	-	-	-	-	-	-
Group Insurance	497,134	0.50%	509,066	0.59%	468,132	0.49%	466,203	0.43%	496,469	0.35%
Managers Conference & Picnic	2,312,885	2.34%	-	-	2,912,429	3.08%	3,083,816	2.84%	2,009,317	1.41%
Depreciation	7,968,481	8.05%	7,866,030	9.07%	7,805,612	8.25%	8,102,078	7.45%	8,964,707	6.30%
Registration fees	592,256	0.60%	2,673,537	3.08%	4,156,415	4.39%	4,267,814	3.93%	3,389,914	2.38%
Advertisement & Publicity	252,186	0.25%	343,543	0.40%	423,016	0.45%	566,700	0.52%	732,768	0.51%
Loss on Revaluation of share	4,955,281	5.00%	-	0.00%	-	0.00%	1,330,338	1.22%	-	0.00%
Balance for the period carried to Profit & Loss Appropriation Account	76,807,272	77.58%	70,242,874	81.01%	74,264,330	78.47%	86,505,360	79.57%	115,789,736	81.33%
Total	99,007,286	100%	86,704,550	100%	94,642,858	100%	108,718,774	100%	142,368,055	100%

- (f) **Earnings per Share (EPS) on fully diluted basis (with the total existing number of shares) in addition to the weighted average number of shares basis. Future projected Net Income should not be considered while calculating the weighted average EPS;**

Particulars	Amount in BDT
Net profit after tax	43,841,610
No. of Shares	39,118,464
EPS on fully diluted basis	1.12
Weighted average no. of shares	39,118,464
EPS on weighted average method	1.12

N.B. Since, there is no declaration of stock dividend and other diluted effect for the year 2018, therefore, fully diluted no. of shares and weighted average no. shares are same.

- (g) **All extra-ordinary income or non-recurring income coming from other than core operations should be shown separately while showing the Net Profit as well as the Earnings per Share;**

EIL's has no extra-ordinary income coming from other than core operations. It has some interest income which is generated from the statutory FDR maintained with banks on regular basis.

(h) Quarterly or half-yearly EPS should not be annualized while calculating the EPS;

Quarterly or half-yearly EPS was not annualized while calculating the EPS in case of EIL.

(i) Net asset value (with and without considering revaluation surplus/reserve) per unit of the securities being offered at the date of the latest audited statement of financial position

Net asset value (with and without considering revaluation surplus/reserve) per unit of the securities being offered at the date of the latest audited statement of financial position is as under:

With Revaluation Reserve As on 31 December 2018		
Note	Particulars	Taka
A	Share Capital	391,184,640
B	Reserve For Exceptional Losses	172,594,241
C	Revaluation Reserve	80,975,293
D	Retained Earnings	87,491,412
A+B+C+D = E	Total Shareholder's Equity	732,245,585
F	Number of Shares	39,118,464
	Net Asset Value with revaluation reserve (E/F)	18.72

Without Revaluation Reserve As on 31 December 2018		
Note	Particulars	Taka
A	Share Capital	391,184,640
B	Reserve For Exceptional Losses	172,594,241
C	Retained Earnings	87,491,412
A+B+C= D	Total Shareholder's Equity	651,270,293
E	Number of Shares	39,118,464
	Net Asset Value Without revaluation reserve(D/E)	16.65

(j) The Commission may require the issuer to re-audit the audited financial statements, if any deficiency/anomaly is found in the financial statements. In such a case, cost of audit should be borne by the concerned issuer

It may not be required in case of this Company so far.

(k) Following statements for the last five years or any shorter period of commercial operation certified by the auditors (i)

Auditor's Certificate

Statement of long term and short term borrowings including borrowing from related party or connected persons with rate of interest and interest paid/accrued

After due verification, we certify that Express Insurance Limited has not received any long term and short term borrowing from related party or connected persons except the following secure loan from IDLC for the last five years made up as follows :

Amount in Taka

For the year ended 31 December 2018						
Name of the institute/Related party	Nature of relationship	Type of borrowing	Amount outstanding	Rate of interest	Interest paid (Tk.)	Interest Accrued
NIL						

Amount in Taka

For the year ended 31 December 2017						
Name of the institute/Related party	Nature of relationship	Type of borrowing	Amount outstanding	Rate of interest	Interest paid (Tk.)	Interest Accrued
NIL						

Amount in Taka

For the year ended 31 December 2016						
Name of the institute/Related party	Nature of relationship	Type of borrowing	Amount outstanding	Rate of interest	Interest paid (Tk.)	Interest Accrued
NIL						

Amount in Taka

For the year ended 31 December 2015						
Name of the institute/Related party	Nature of relationship	Type of borrowing	Amount outstanding	Rate of interest	Interest paid (Tk.)	Interest Accrued
NIL						

Amount in Taka

For the year ended 31 December 2014						
Name of the institute/Related party	Nature of relationship	Type of borrowing	Amount outstanding	Rate of interest	Interest paid (Tk.)	Interest Accrued
IDLC	-	Lease	-	15.10%	307,052	-

Dhaka
June 30, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

(ii)

Auditor's Certificate

Statement of principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral/ other security, re-payment schedule and status

This is to certify that; Express Insurance Limited has secured long term and short term borrowings during the period from 1st January 2014 to 31st December 2018.

Year	Institution	Nature Transaction	Balance as on 1 st January	Paid during the year	Balance as on 31 st December
2014	IDLC	Lease	742,468	742,468	Nil

Dhaka
June 30, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

(iii)

Auditor's Certificate

Statement of unsecured loan with Terms and Conditions of Express Insurance Limited

TO WHOM IT MAY CONCERN

This is to certify that; Express insurance Limited has not taken any unsecured loan from any person/body/related party during the period from 1st January 2014 to 31st December 2018.

Dhaka
June 30, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

(iv)

Auditor's Certificate

Statement of inventories showing amount of raw materials, packing material, stock-in-process and finished goods, consumable items, store & spares parts, inventory of trading goods etc.

TO WHOM IT MAY CONCERN

This is to certify that, Express insurance Limited is a non-life insurance company, so there are no inventories of raw materials, packing material, stock-in-process and finished goods, consumable items, store & spares parts, inventory of trading goods etc. during the period from 1st January 2014 to 31st December 2018.

Dhaka
June 30, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

(v)

Auditor's Certificate

Statement of Trade Receivables of Express Insurance Limited showing receivable from related party and connected persons.

TO WHOM IT MAY CONCERN

This is to certify that Express Insurance Limited has no trade receivable including receivable from related party and connected persons during the period from 1st January 2014 to 31st December 2018.

Dhaka
June 30, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

(vi)

Auditor's Certificate (Revised)

Statement of any loan given by the issuer including loans to related party or connected persons with rate of interest and interest realized / accrued.

TO WHOM IT MAY CONCERN

This is to certify that; Express insurance Limited has not given any loan to related party or connected persons during the period from 1st January 2014 to 31st December 2018.

Dhaka
June 30, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

(vii)

Auditor's Certificate

Statement of other income showing interest income, dividend income, discount received, other non-operating income

This is to certify that, other income showing interest income, dividend income, discount received, other non-operating income of Express insurance Limited during the period from 1st January 2014 to 31st December 2018 are as follows :

Particulars	Amount in Taka				
	2018	2017	2016	2015	2014
Interest income	37,878,256	32,058,780	33,729,432	40,971,274	45,384,040
Dividend income	248,262	1,870,531	1,114,476	730,001	495,210
Discount received	---	---	---	---	---
Other non operating income	21,000	---	---	---	14,657
Total Income	38,147,518	33,929,311	34,843,908	41,701,275	45,893,907

Dhaka
June 30, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

(viii)

Auditor's Certificate

Statement of turnover showing separately in cash and through banking channel.

Particulars	Amount in Taka				
	2018	2017	2016	2015	2014
Turnover in cash	---	---	---	---	---
Turnover through banking channel	408,889,052	400,656,661	385,273,598	400,291,000	420,337,026
Total Income	408,889,052	400,656,661	385,273,598	400,291,000	420,337,026

However, though they received small amount of premium in cash (upto Tk. 5,000/- as per IDRA Circular No. Gen-29/2011, dated : 24th November, 2011), they deposited the amount to Bank immediately.

Dhaka
June 30, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

(ix)

Auditors' Certificate

Statement of Related Party Transactions

This is to certify that the financial statements of the Express Insurance Limited do not have any transactions during the last five years, or any proposed transactions, between the issuer and any person except the following:

SL. No	Name of person/party	Relationship with the issuer	Nature of transactions	Amount in Taka				
				31-12-18	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14
01	Mr. Md. Abdul Awal	Chairman	Meetings attendance fee	239,000	160,000	215,000	205,000	175,000
			Dividend	Yet to be declared	3,600,630	3,600,630	4,320,756	6,001,050
			Fund received against share issue					
02	Mrs. Farida Razzak	Director	Meetings attendance fee	293,000	225,000	165,000	155,000	205,000
			Dividend	Yet to be declared	3,926,572	3,926,572	4,711,886	6,544,290
			Fund received against share issue	-	-	-	-	-
03	Mr. Syed Al Farooque	Director	Meetings attendance fee	239,000	155,000	160,000	160,000	180,000
			Dividend	Yet to be declared	4,326,715	4,326,715	5,192,058	7,211,190
			Fund received against share issue	-	-	-	-	-
04	Mrs. Mahfuza Yunus	Director	Meetings attendance fee	251,000	165,000	145,000	140,000	150,000
			Dividend	Yet to be declared	1,370,880	1,370,880	1,645,056	2,284,800
			Fund received against share issue	-	-	-	-	-
05	Mrs. Halima Harun	Director	Meetings attendance fee	114,000	-	-	-	-
			Dividend	Yet to be declared	1,740,857	1,740,857	2,089,028	2,901,430
			Fund received against share issue	-	-	-	-	-
06	Mr. ABM. Kaiser	Director	Meetings attendance fee	239,000	50,000	-	-	80,000
			Dividend	Yet to be declared	3,328,982	3,328,982	3,994,778	5,548,300
			Fund received against share issue	-	-	-	-	-
07	Mrs. Marium Akhter	Director	Meetings attendance fee	224,000	155,000	160,000	135,000	125,000
			Dividend	Yet to be declared	2,785,748	2,785,748	3,342,898	4,642,910
			Fund received against share issue	-	-	-	-	-

SL. No	Name of person/party	Relationship with the issuer	Nature of transactions	Amount in Taka				
				31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15	31-Dec-14
08	Mr. Khalilur Rahman Choudhury	Director	Meetings attendance fee	239,000	175,000	155,000	175,000	180,000
			Dividend	Yet to be declared	3,882,350	3,882,350	4,658,820	6,470,580
			Fund received against share issue	-	-	-	-	-
09	Mr. Latiful Bari	Director	Meetings attendance fee	239,000	175,000	150,000	180,000	180,000
			Dividend	Yet to be declared	1,370,880	1,370,880	1,645,056	2,284,800
			Fund received against share issue	-	-	-	-	-
10	Mr. Amir Hamza Sarker	Director	Meetings attendance fee	219,000	85,000	110,000	115,000	50,000
			Dividend	Yet to be declared	2,904,169	2,904,169	3,485,003	4,840,280
			Fund received against share issue	-	-	-	-	-
11	Mr. Mohammad Younus	Shareholder	Meetings attendance fee	-	-	-	-	-
			Dividend	Yet to be declared	2,866,954	2,866,954	3,440,345	4,778,260
			Fund received against share issue	-	-	-	-	-
12	Mr. Altaf Hossain Sarker	Shareholder	Meetings attendance fee	-	-	-	-	-
			Dividend	Yet to be declared	1,533,335	1,533,335	1,840,002	2,555,560
			Fund received against share issue	-	-	-	-	-
13	Mr. Md. Shamsur Rahman	Shareholder	Meetings attendance fee	119,000	165,000	195,000	155,000	140,000
			Dividend	Yet to be declared	3,111,736	3,111,736	3,734,083	5,186,230
			Fund received against share issue	-	-	-	-	-
14	Mr. Md. Mazakat Harun	Shareholder	Meetings attendance fee	163,000	225,000	160,000	190,000	220,000
			Dividend	Yet to be declared	1,370,880	1,370,880	1,645,056	2,284,800
			Fund received against share issue	-	-	-	-	-
15	Mrs. Sultana Jahan	Shareholder	Meetings attendance fee	-	115,000	165,000	95,000	-
			Dividend	Yet to be declared	997,776	997,776	1,197,331	-
			Fund received against share issue	-	-	-	-	-
16	Feroz Ahmed	Independent Director	Meetings attendance fee	142,000	30,000	-	-	-
			Dividend	-	-	-	-	-
			Fund received against share issue	-	-	-	-	-
17	Siddique Hossain Choudhury	Independent Director	Meetings attendance fee	151,000	55,000	-	-	-
			Dividend	-	-	-	-	-
			Fund received against share issue	-	-	-	-	-

Name of the Party	Nature of Transaction	Nature of Relationship	Transaction value (Taka)				
			2018	2017	2016	2015	2014
Chamitan Trading House	Insurance Premium	Common Directorship	40,753	35,703	35,703	31,046	35,703
MAB Spinning Ltd.			-	-	-	1,946,466	2,731,834
MAB Denim Ltd.			-	-	-	-	-
Karim Leathers Ltd.	Insurance Premium	Common Directorship	194,630	608,362	1,092,491	1,053,301	1,290,562
Kamtex Ltd.			696	43,027	67,597	181,771	181,771
K.R.C. Composite Textile Indus. Ltd.	Insurance Premium	Common Directorship	-	-	-	-	1,633
Bay Tanneries Ltd.	Insurance Premium	Common Directorship	-	244,591	552,854	3,147,476	2,910,824
Bay Rubber & Plastic Ltd.			-	697,185	976,084	929,021	706,270
Aziz Tanneries Ltd.			-	24,140	51,698	18,195	34,117
Rahmat Textiles Ltd.	Insurance Premium	Common Directorship	1,954,991	4,500,240	5,148,942	3,451,533	4,881,089
Rahmat Sweaters (BD) Ltd.			123,663	456,598	207,309	422,012	905,965
China Plastic (BD) Ltd.			-	26,923	31,456	9,011	536,652
Rahmat Knit-Dying & Finishing Ltd.			139,433	368,899	391,378	787,854	1,613,752
Rahmat Fashion Wear			60,810	-	-	-	-
Rahmat Rotors Ltd.			20,721	-	-	-	-
Logos Apparels			829,558	-	-	-	-
Belkuchi Spinning Mills Ltd.			656	88,811	294,012	656	101,916
Wills Properties Ltd.	Insurance Premium	Common Directorship	51,879	-	-	-	-
Younus Plastic Industries Ltd.	Insurance Premium	Common Directorship	20,728	20,952	21,607	21,276	21,228
Younus Fillament Industries Ltd.			31,748	31,748	31,050	31,748	31,748
Younus Paper Mills Ltd.			886,658	868,051	871,003	3,168,660	2,681,191
Sonali Papers & Board Mills Ltd.			996,861	1,094,528	774,751	6,053,195	4,558,238
Younus News Print Mills Ltd.			344,901	191,079	409,084	1,386,283	1,007,613
Younus Fine Paper Mills Ltd.			537,792	754,539	2,856,397	1,256,929	538,402
Younus Offset Paper Mills Ltd.			332,811	655,359	2,512,199	90,968	50,383
Younus Spinning Mills Ltd.			146,350	62,992	593,777	404,474	1,683,022
Ananta Paper Mills Ltd.			147,854	-	-	-	-
Younus Cold storage			457	-	-	-	-
Quality Accessories Ltd.			-	-	-	15,743	11,575
United Traders			-	-	-	77,625	98,015
Gumti Textile Ltd	Insurance Premium	Common Directorship	-	-	-	132,318	136,340
Total				10,773,727	16,919,392	24,617,561	26,749,843

Aggregate amount of remuneration paid to all Directors and Officers during the accounting year is as follows:

Sl. No.	Particulars	Nature of Payment	Amount In Taka				
			2018	2017	2016	2015	2014
01	Directors	Board meeting Fee	2,871,000	1,935,000	1,780,000	1,705,000	1,685,000
02	Directors	Dividend	-	39,118,464	39,118,464	46,942,156	63,534,480
03	Directors	Remuneration	-	-	-	-	-
04	Chief Executive Officer	Salary, Bonus & other Allowances	5,370,000	4,200,000	4,200,000	3,890,000	2,180,000
05	Officers & Executives	Salary, Bonus & other Allowances	97,555,974	99,976,827	102,377,962	94,816,350	100,350,480
Total			105,796,974	145,230,291	147,476,426	147,353,506	167,749,960

Dhaka
June 30, 2019

Sd/-
Ahmed Zaker & Co.
Chartered Accountants

(x)

Auditor's Certificate

Reconciliation of business income shown in tax return with net income shown in audited Financial Statements.

Sl. No.	Particulars	Amount in Taka				
		2018	2017	2016	2015	2014
01.	Net income before Tax	76,807,272	70,242,874	74,264,330	86,505,360	115,789,736
02.	Less: Reserve for exceptional losses	4,000,000	5,000,000	10,000,000	15,000,000	20,000,000
	Business income shown in tax return	72,807,272	65,242,874	64,264,330	71,505,360	95,789,736

As per Para 6(2) of the 4th schedule of Income Tax Ordinance, 1984 to meet the exceptional losses, the Company sets aside maximum 10% (ten percent) of the net premium income of the year from the balance of the profit as a reserve for exceptional losses.

Dhaka
June 30, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

(xi)

Auditor's Certificate

Confirmation that all receipts & payments of the issuer above Tk. 5,00,000/-(Five Lacs) were made through banking channel

TO WHOM IT MAY CONCERN

This is to certify that, all receipts and payments of Express insurance Limited during the period from 1st January 2014 to 31st December 2018 above Tk. 5,00,000/-(Five Lac) were made through banking channel .

Dhaka
June 30, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

(xii)

Auditor's Certificate

Confirmation that Bank Statements of Express Insurance Limited are in conformity with its books of accounts

TO WHOM IT MAY CONCERN

This is to certify that, the Bank Statements of Express Insurance Limited during the period from 1st January 2014 to 31st December 2018 are in conformity with books of accounts.

Dhaka
June 30, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

(xiii)

Auditor's Certificate

Statement of payment status of TAX, VAT and other Taxes or duties.

This is to certify that, the payment status of TAX, VAT and other Taxes or duties of Express insurance Limited during the period from 1st January 2014 to 31st December 2018 are as follows:

Particulars	Amount in Taka				
	2018	2017	2016	2015	2014
TAX	23,243,648	24,192,619	33,319,524	39,868,630	32,508,475
VAT	29,609,015	33,559,175	25,764,852	25,262,581	28,567,972
Other Taxes/Duties	----	----	----	----	----

Dhaka
June 30, 2019

Sd/-
AHMED ZAKER & CO.
Chartered Accountants

SECTION XXVII: PUBLIC ISSUE APPLICATION PROCEDURE

Step-1 (Applicant)

1. An applicant for public issue of securities shall submit application/buy instruction to the Stockbroker/Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the **25th (twenty fifth) working day** from the date of publication of abridged version of prospectus.
2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant. At the same time:
 - (a) Other than non-resident Bangladeshi (NRB) and Foreign applicants shall make the application money and service charge available in respective customer account maintained with the Stock broker/Merchant Banker. No margin facility, advance or deferred payment is permissible for this purpose. In case the application is made through a margin account, the application money shall be deposited separately and the Stock broker/Merchant Banker shall keep the amount segregated from the margin account, which shall be refundable to the applicant, if become unsuccessful.
 - (b) Non-resident Bangladeshi (NRB) and Foreign applicants shall submit bank drafts (FDD), issued in favor of the Issuer for an amount equivalent to the application money, with their application to the concerned Stock broker/Merchant Banker. A Non-resident Bangladeshi (NRB) and Foreign applicant may also submit a single draft against 02 (two) applications made by him/her, i.e. one in his/her own name and the other jointly with another person. The draft (FDD) shall be issued by the Bank where the applicant maintains Foreign Currency account debiting the same account **and provide the customer with a certificate mentioning the FC account number which has been debited to issue the FDD. The applicant shall also submit the certificate with his/her application.** No banker shall issue more than two drafts from any Foreign Currency account for any public issue. At the same time, the applicant shall make the service charge available in respective customer account maintained with the Stock broker/Merchant Banker.
 - (c) **Eligible investors shall submit application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by the exchange(s).**

Step-2 (Intermediary)

3. The Stock broker/Merchant Banker shall maintain a separate bank account only for this purpose namely "Public Issue Application Account". The Stock broker/Merchant Banker shall:
 - (a) post the amount separately in the customer account (other than NRB and Foreign applicants), and upon availability of fund, block the amount equivalent to the application money;
 - (b) accumulate all the applications/buy instructions received up to the cut-off date, deposit the amount in the "Public Issue Application Account" maintained with its bank within the first banking hour of **next working day** of the cut-off date;
 - (c) instruct the banker to block the account for an amount equivalent to the aggregate application money and to issue a certificate in this regard.
4. Banker of the Stock broker/Merchant Banker shall block the account as requested for, issue a certificate confirming the same and handover it to the respective Stock broker/Merchant Banker.
5. For Non-resident Bangladeshi (NRB) and Foreign applicants, the Stock-broker/Merchant Banker shall prepare a list containing the bank draft (FDD) information against the respective applicant's particulars.

6. The Stock broker/Merchant Banker shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and Number of Securities applied for, and within 03 (three) working days from the cut-off date, send to the respective Exchange, the lists of applicants in electronic (text format with tilde separator) format, the certificate(s) issued by its banker, the drafts and certificates received from Non-resident Bangladeshi (NRB) and Foreign applicants and a copy of the list containing the bank draft (FDD) information. On the next working day, the Exchanges shall provide the Issuer with the information received from the Stock broker/Merchant Bankers, the bank drafts (FDD) **and certificates** submitted by Non-resident Bangladeshi (NRB) and Foreign applicants and the list containing the bank draft (FDD) information.
7. **On the next working day**, the Exchanges shall provide the Issuer with the information received from the Stock broker/Merchant Bankers, the bank drafts (FDD) and certificates submitted by Non-resident Bangladeshi (NRB) and Foreign applicants and the list containing the bank draft (FDD) information. Exchanges shall verify and preserve the bankers' certificates in their custody.
8. The applications/buy instructions shall be preserved by the Stock broker/Merchant Bankers up to 6 months from listing of the securities with the Exchanges.

Step-3 (Issuer)

9. The Issuer shall prepare consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification. The Issuer shall post the consolidated list of applicants on its website and websites of the Exchanges. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.
10. **On the next working day**, CDBL shall provide the Issuer with an updated database of the applicants containing BO Account Number, Name, Addresses, Parents' Name, Joint Account and Bank Account information along with the verification report.
11. After receiving verification report and information from CDBL, the Issuer shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications and submit report of final status of subscription to the Commission and the Exchanges within **10 (ten) working days** from the date of receiving information from the Exchanges.
12. The Issuer and the issue manager shall conduct category wise lottery with the valid applications **within 03 (three) working days** from the date of reporting to the Commission and the Exchanges, if they do not receive any observation from the Commission or the Exchanges.
13. The Issuer and issue manager shall arrange posting the lottery result on their websites **within 06 (six) hours** and on the websites of the Commission and the Exchanges within **12 (twelve) hours** of lottery.
14. Within **02 (two) working days** of conducting lottery, the Issuer shall:
 - (a) send category wise lists of the successful and unsuccessful applicants in electronic (text format with tilde separator) format to the respective Exchange.
 - (b) send category wise lists of unsuccessful applicants who are subject to penal provisions as per conditions of the Consent Letter issued by the Commission in electronic (text format with tilde separator) format to the Commission and the Exchanges mentioning the penalty amount against each applicant.
 - (c) issue allotment letters in the names of successful applicants in electronic format with digital signatures and send those to the respective Exchange in electronic form.
 - (d) send consolidated allotment data (BOIDs and number of securities) in electronic text format in a CDROM to CDBL to credit the allotted shares to the respective BO accounts.

Step-4 (Intermediary)

15. **On the next working day**, the Exchanges shall distribute the information and allotment letters to the Stock broker/Merchant Bankers concerned in electronic format and instruct them to:
 - (a) remit the amount of successful (other than NRB and Foreign) applicants to the Issuer's respective Escrow Account opened for subscription purpose, and unblock the amount of unsuccessful applicants;
 - (b) send the penalty amount of other than NRB and Foreign applicants, who are subject to penal provisions, to the Issuer's respective Escrow Accounts along with a list and unblock the balance application money;
16. **On the next working day** of receiving the documents from the Exchanges, the Stock brokers/Merchant Banker shall request its banker to:
 - (a) release the amount blocked for unsuccessful (other than NRB and foreign) applicants;
 - (b) remit the aggregate amount of successful applicants and the penalty amount of unsuccessful applicants (other than NRB and foreign), who are subject to penal provisions, to the respective 'Escrow' accounts of the Issuer opened for subscription purpose.
17. **On the next working day** of receiving request from the Stockbrokers/Merchant Bankers, their bankers shall unblock the amount blocked in the account(s) and remit the amount as requested for to the Issuer's 'Escrow' account.
18. **Simultaneously**, the stock brokers/Merchant Bankers shall release the application money blocked in the customer accounts, inform the successful applicants about allotment of securities and the unsuccessful applicants about releasing their blocked amounts and send documents to the Exchange evidencing details of the remittances made to the respective 'Escrow' accounts of the Issuer. The unblocked amounts of unsuccessful applicants shall be placed as per their instructions. The Stock broker/Merchant Banker shall be entitled to recover the withdrawal charges, if any, from the applicant who wants to withdraw the application money, up to an amount of Tk. 5.00 (five) per withdrawal.
19. All bank drafts (FDD) submitted by NRB or Foreign applicants shall be deposited in the Issuer's respective 'Escrow' accounts and refund shall be made by the Issuer by refund warrants through concerned stockbroker or merchant banker or transfer to the applicant's bank account **(FC account which has been debited to apply by NRB or foreign applicants)** through banking channel within 10 (ten) working days from the date of lottery.

Miscellaneous:

20. The Issuer, Issue Manager(s), Stock brokers, Merchant Bankers and the Exchanges shall ensure compliance of the above.
21. The bank drafts (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication of abridged version of prospectus.
22. Amount deposited and blocked in the "Public Issue Application Account" shall not be withdrawn or transferred during the blocking period. Amount deposited by the applicants shall not be used by the Stock brokers/Merchant Bankers for any purpose other than public issue application.
23. The Issuer shall pay the costs related to data transmission, if claimed by the Exchange concerned up to an amount of Tk.2,00,000.00 (taka two lac) for a public issue.

24. The Stock broker/Merchant Bankers shall be entitled to a service charge of Tk.5.00 (taka five) only per application irrespective of the amount or category. The service charge shall be paid by the applicant at the time of submitting application.
25. The Stock broker/Merchant Banker shall provide the Issuer with a statement of the remittance and bank drafts (FDD) sent.
26. The Issuer shall accumulate the penalty amount recovered and send it to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.
27. The concerned Exchange are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

All eligible Stock Brokers and Merchant Bankers shall receive the IPO subscription

Others:

The IPO subscription money collected from investors will be remitted in following bank accounts with Shahjalal Islami Bank Limited:

Sl.	Account bearing number	Account title	Currency
For Resident Bangladeshis			
01	131 0000 0567	Express Insurance Limited	BDT
For Non-resident Bangladeshis			
02	165 0000 0001	Express Insurance Limited	EUR
03	161 0000 0160	Express Insurance Limited	USD
04	162 0000 0029	Express Insurance Limited	GBP

“পূঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন।”

APPLICATION FOR PUBLIC ISSUE

Date:

Name of applicant	:																			
Client Code	:																			
BO ID No.	:	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>																		
Category of applicant	:																			
Name of the Company	:																			
Number of Shares	:																			
Total amount in Tk.	:																			
Amount in word	:																			

Applicant

Authorized Officer

SECTION –XXVIII: OTHER

ADDITIONAL DISCLOSURES BY THE AUDITOR

Query No # 1 : It appears from note # 4 to the financial statements for the year ended on December 31, 2018 that there is an item namely Reserve for Exceptional Loss of TK. 172,594,241/- which is not clear to us. Please mention the nature of this reserve and give break up of this with reference to Insurance Act 2010.

Reply : As per Para 6 of the 4th schedule of Income Tax Ordinance, 1984 to meet the exceptional losses, the Company sets aside maximum 10% (ten percent) of the net premium income of the year from the balance of the profit as a reserve for exceptional losses. The company may make provision for Reserve for exceptional Losses any percent subject to maximum of 10% of Net premium income as per approval of the Board of Directors. Status of reserve for exceptional losses of the company limited are given below:

Year	Net Premium Income (Tk.)	Reserve for Exceptional Losses	
		%	Amount (Tk.)
2018	243,721,990	1.64%	4,000,000
2017	252,290,020	1.98%	5,000,000
2016	244,702,637	4.09 %	10,000,000
2015	266,424,543	5.63 %	15,000,000
2014	278,492,468	7.18 %	20,000,000
2013	264,577,731	7.56 %	20,000,000
2012	254,836,870	6.28 %	16,000,000

Query No # 2 : It appears from the audited financial statements for the year ended on December 31, 2018 that unrealized loss on revaluation of shares of Tk. 4,955,281/- has been considered to calculate net profit of the company and also transferred to retained earnings. Mention reasons and basis with reference to IAS.

Reply : Investment in stocks, shares and other securities are recognized in the financial statements at fair value considering long term investment and these are revalued at regular interval. Increases or decreases in the value of investment are recognized in the Financial Statements as per **IAS-39** “Financial instruments: Recognition and measurement”. Increase or decrease in the value of investment in listed shares are recognized in the financial statements considering average movement of market price as the capital market of Bangladesh is volatile and market price of the stocks and shares change very frequently. Increase/decreases in the market value on stocks and shares are recognized in the statement of profit or loss and other comprehensive income.

Query No # 3 : It appears from note # 16.02 to the financial statements for the year ended on December 31, 2018 that there is an item namely advance income tax and TDS of Tk. 256,802,449/- under the head sundry debtors which was Tk. 233,558,801/- as on December 31,2017. Mention when and how the company pays advance income tax and reason of huge advance income tax remains in the financials as asset without any adjustment.

Reply : Income Tax return filed before the Tax authority from Financial year 2011 to 2018 (Assessment Year 2012-2013 to 2019-2020) of the Company not yet finalized by the Income Tax Authority. So, Advance Tax paid U/S-64, Tax paid U/S-74, TDS in particular year was shown as Advance Tax in the Assets side under the head of Sundry debtors (Note no # 16.02). Once the assessment finalized by the Income Tax Authority then the Advance Tax will be adjusted. Details of Advance Tax payments are given below:

Sl. No.	Financial Year	Assessment Year	Advance Tax	Remarks
01	2011	2012-2013	40,822,048	
02	2012	2013-2014	17,803,954	
03	2013	2014-2015	38,776,936	
04	2014	2015-2016	38,629,090	
05	2015	2016-2017	40,014,630	
06	2016	2017-2018	33,319,524	
07	2017	2018-2019	24,192,619	
08	2018	2019-2020	23,243,648	
Total			256,802,449	

Query No # 4 : It is observed from note 24.01 to the financial statements for the year ended on December 31, 2018 that the company has collected gross premium amounting to Tk. 408,889,052/-. Mention whether you have checked and verified the documents (bank statements and vouchers) of this gross premium of Tk. 408,889,052/-.

Reply: The premium income has been calculated from the sum of premium against policies issued during the period with the Govt. sector business. This has been verified with the policy statements and with bank statement.

Sl. No.	Class of Business	Direct Business (Company)	Government Sector Business	Total Premium
01	Fire	119,891,764	8,851,645	128,743,409
02	Marine cargo	90,843,913	15,752,511	106,596,424
03	Marine Hull	1,010,000	189,433	1,199,433
04	Motor	118,431,091	2,502,155	120,933,246
05	Miscellaneous	11,862,043	39,554,497	51,416,540
Total		342,038,811	66,850,241	408,889,052

Query No # 5 : It is observed from the statement of ratio analysis that Return on Asset (ROA), Return on Equity (ROE), net profit and EPS of the company are declining year by year, Provide auditor's

explanation in this regard.

Reply : In the year 2018 the operating Return on Asset (ROA), Return on Equity (ROE), net profit and EPS of the Company were in decreasing trend due to decrease of premium income & investment income and fall of rate of interest on FDR's and negative trend of capital market. On the other hand, there is increasing operating expenses due to higher salaries, office rent, office maintenance & claim paid during the year. However, the management has taken some effective steps to increase the premium income with a view to enhance Premium income in the year 2018. The Management has also exerting effort to increase the investment income and diversify the investment portfolio trend.

Query No # 6 : It appears from note 11 to the financial statements for the year ended on December 31,2018 and auditors' report under Section 135(1), Para 24(1) of Part-II of Third schedule of the companies Act, 1994 that deferred tax liability is Tk. 22,582,898/-as at 31st December, 2018 which was only Tk. 7,488,233/-, 4,935,673/-, Tk. 1,27,926/-, and Tk. 1,32,255/- for the previous four years which seems very small compare to latest years. Mention the reasons of this and also mention whether deferred tax was computed rightly as per requirements of IAS/BAS for the year 2014 to 2017.

Reply: Deferred Tax has been calculated on the amount of difference between a rate of accounting depreciation and tax based depreciation. It may be mentioned here that the proportionate land value and Civil construction value is included with the price of office space purchased. Land value is out of depreciation policy. The income tax authority has not been allowing any depreciation on office space. Since the tax authority does not consider the depreciation provision made for depreciation as it was previously done. To comply with IAS-12 this year and 2014 to 2017 accordingly provision for deferred tax made this year as per IAS -12.

Query No # 7: Provide details calculation of deferred tax liability of Tk. 22,582,898/- shown in note-11 to the financial statement for the year ended 31st December 2018.

Reply:

Particulars	Amount (Taka)	Remarks
A) Deferred Tax on Assets :		
i)Book value of depreciable fixed assets	61,184,353	
ii)Less: Tax base [IAS-12 (7)]	39,075,036	
Deductible Temporary differences (i-ii)	22,109,318	
Closing Deferred Tax Liability/ (Asset) on Assets @ 40%(Note-11)	8,843,727	
B) Deferred Tax expense /(Income) :		
i)Closing deferred Tax liability	8,843,727	
ii)Less : Opening deferred Tax liability	7,488,233	
Total Deferred Tax expense /(Income)(i-ii)	1,355,494	Note-21.0
C) Deferred Tax Liability :		
i) Deferred Tax on Assets (Note-11)	8,843,727	
ii)Add: Deferred tax on Unrealized Gain/ (Loss) on Securities available for sale (note-13.02)	(550,587)	
iii)Add: Deferred Tax on Revaluation Reserve (note-05)	14,289,758	Change in Equity
Deferred Tax Liability/ (Asset) (i+ii+iii)	22,582,898	Current Liability

Query No # 8 : Whether you have made physical verification of the FDR and share certificates as show in note 17.01 and 13(c) of the accounts.

Reply: Physical verification of the FDR receipts and share certificates (Shares Portfolio statement) was carried out. The balance shown in note 17.01 and 13(c) of the accounts and those were found correct.

Query No # 9: Whether the company has complied with the requirements of the section 18,41,44,58 & 63 of the Insurance Act, 2010.

Reply:

Insurance Act, 2010 (Section-18):

The Company has complied with the provision of Section 18 of Insurance Act, 2010 as applicable.

Insurance Act, 2010 (Section-41):

There is no investment by the Company or hold any shares or debentures of any Company, firms or other business concern in which any directors or any members of the family of such directors has any interest as Proprietor, Partner, Director and Managing Director as per Section 41 (1) of Insurance Act 2010.

Insurance Act, 2010 (Section-44):

As per Section 44 of Insurance Act 2010, the Company no loan to any Director or any member of the family, Banking Company, Subsidiary Company and Auditor, any loan or temporary advance either and hypothecation property or personal security or otherwise.

Insurance Act, 2010 (Section-58):

The Company has complied with the provision of Section 58 of Insurance Act, 2010 as applicable. Agents of Express Insurance Limited has paid agency commission only.

Insurance Act, 2010 (Section-63):

Disclosure as per Section 63 of the Insurance Act, 2010:

Level of Premium	Allowable Expenses as per Insurance Rule	Actual Expenses	Variance	Remarks
1) Fire, Motor & Misc.				
a) First Tk. 150,000,000 @ 35%	52,500,000	120,941,988	(18,592,166)	
b) Next Tk. 150,000,000 @ 33%	49,500,000			
c) Next Tk. 1,093,195 @ 32%	349,822			
Total Tk. 301,093,195	102,349,822	120,923,988	(18,592,166)	
2) Marine Cargo & Marine Hull				
a) First Tk. 107,795,857 @ 26%	28,026,923	44,022,026	(15,995,103)	
Total Tk. 107,795,857	28,026,923	44,022,026	(15,995,103)	
Grand Total Tk. 408,889,052 (1+2)	130,376,745	164,964,014	(34,587,269)	

Query No # 10: Explain why you have not included case filed by M/S. Yasmin Spinning Mills Limited under the head contingent liability.

Reply: The claim was lodged by Yasmin Spinning Mills Limited do not fall as payable as per terms and condition of policy. Therefore no liability is shown as contingent liability.

Query No # 11 : Whether you have obtained balance confirmation certificate from SBC and other nonlife insurance companies regarding amount due from other persons or bodies carrying on insurance business (note 15.0).

Reply: The re-insurance accounts as approved by the re-insurer i.e Shadaran Bima Corporation (SBC) has been checked & confirmed. The re-insurance accounts of the company comprised of the quarterly accounts, facultative Re-insurance slips, Govt. sector Business and Recovery accounts have been checked and the balance is found correct. It may be mentioned here that the accounting year of the company is January to December but the period of Re-insurance treaty and accounts commence 1st April to 31st March. The Re-insurance accounts, PSB accounts and recovery accounts of the insurer and re-insurer may not be the same amount and differ.

Query No #12: Schedule of amount due from SBC and other non-life companies as stated in note 15.

Reply: Amount due from other person or bodies (Note 15 in Financial Statement) includes only SBC. The

schedule of amount due from SBC is given below:

Particular	Amount (Tk.)
Opening Balance	58,415,707/-
Less : Payable to SBC (re-insurance Purpose)	---
Add : Receivable from SBC (Public Sector Business Purpose)	11,529,441/-
Balance as on 31/12/2018	69,945,148/-

Query No # 13: Subsequent status of premium deposits as shown in note 7.0.

Reply: As a continuous process, policies have been issued against the cover notes issued in the previous year converted in the premium income of 2018. When received money against Cover Notes, that amount shown in the Head of “Premium Deposit” and transferred to “Premium Income Account” while issuing the policies against Cover Notes. So there is no payment received subsequently.

Place: Dhaka

Dated: 05 August, 2019

Sd/-

AHMED ZAKER & CO.

Chartered Accountants

Additional Disclosure by the Management

1. Justification of cash collection from premium and others:

Reply: As per direction of IDRA premium up to Tk. 5,000 only has been collected by cash and the above of Tk. 5,000 has been collected by cheque, Pay order etc. The detail break up of cash Collection from Premium and other sources in the year 2018 is as follows:

Cash Collection.	Particulars	Amount (Tk.)
Premium	Premium Income	341,928,013
Other Sources	Interest Income	33,694,282
	Dividend Income	248,262
	Car Installment Received	1,289,324
	Other Income	21,000
	VAT Collection	27,085,255
Total		404,266,136

2. Revaluation of 10,700 square feet floor space of Head Office in the same year of purchase:

Reply: EIL booked a commercial space of 10,700 square feet at Tk.4,00,63,508 for its Head Office from M/s. Abed Holdings Ltd, Al Razi Complex (9th and 10th Floor), 166-167, Shahid Sayed Nazrul Islam Sarani, Bijoy Nagar, Dhaka- 1000 in the year 2007. The Company executed an agreement on 06-04-2008 with M/s. Abed Holdings Ltd., the developer of the Building. As per agreement Company paid the price of the space in installments within October, 2009. After full and final payment and completion of other related formalities, deed of purchase was registered on 22-06-2011. Though the floor space was registered on 22-06-2011, price of the office space was negotiated and fixed in the year 2007 and deed of agreement was executed on 06.04.2008. This is why EIL revalued its property by the prominent valuer Aziz Halim Khair Chowdhury on June 29, 2011 to reach a fair market value. The valuer revalued the property on the basis of the then cost of materials, labor cost and workmanship etc. As well as they took as consideration the material used for the construction of the building and the quality of its finishing work, fixtures etc. to arrive at a fair and reasonable value for the same.

3. It is observed that your company obtained tax assessment order(s) only up to the assessment year 2014-2015. It is also observed that NBR has demand extra tax including interest total TK. 95,115,567 for the assessment year 2012-2013 to 2014-2015 and your company has appealed against those assessment order. Explain the reason as well as mention how the company will pay this huge amount if the verdict goes against the company.

Reply: If the yearly financial statements of EIL is reviewed it is seen that we always pay advance income tax and submit tax return regularly though assessment order for previous some years yet to be obtained in spite of drawing attention of the tax authority. Besides, beyond our yearly tax payment every year we make provision for income tax regularly out of yearly income which stands BDT 184,345,341 in the statement of financial position in the financial year 2018. So, it can be said that the company will be able to pay this huge amount of tax including interest BDT 95,115,567 and not fall in trouble if the verdict goes against EIL.

Sd/-

(K.M Saidur Rahman)
Managing Director & CEO