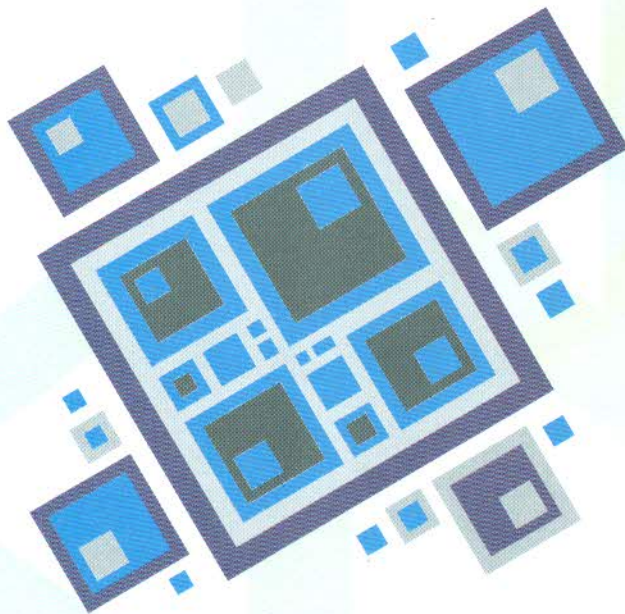




Pragati Insurance Limited



Annual Report-2012



প্রগতি ইন্স্যুরেন্স লিমিটেড
Pragati Insurance Limited



Table of Contents

Contents	Page
Company Profile	03
Vision & Mission Statement	04
Services	05-06
Notice of 27th AGM	07
Board of Directors	08
Executives	09
Company's Performance	10-11
Value Added Statement	12
Chairman's Speech	13-15
Directors' Report	16-36
Report of the Audit Committee	37-38
Compliance Certificate	39
26th AGM in Picture	40
Auditors' Report & Accounts 2012	41-69
Classified Summary of Assets (Form-AA)	70
Revenue Account	71
Directors' Certificate	72
Branch Offices	73-76
Proxy Form & Attendance Slip	77



Company Profile

Incorporation : January 27, 1986

Commencement : January 30, 1986

Listing with DSE : April 04, 1996

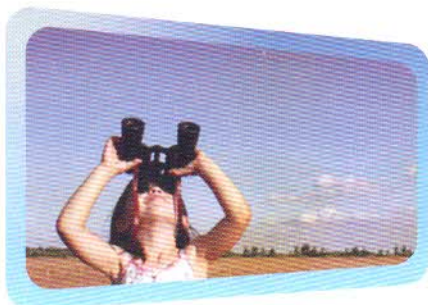
Listing with CSE : April 06, 1996

Registered Office:

Pragati Insurance Bhaban
20-21, Kawran Bazar
Dhaka-1215, Bangladesh
Phone : PABX : 88-02-9133680-2
Fax : 880-2-8122980
www.pragatiinsurance.com
E-mail : info@pragatiinsurance.com

Auditor

A. WAHAB & CO.
Chartered Accountants



Vision statement

Our vision is to be the customer's first choice when selecting insurance products and services offered by the industry and to operate by code of conduct driven by a value system that promotes performance, integrity and personal growth in all dealings with stakeholders and to maintain our leading edge in the industry by striving to enhance financial strength and profitability.



Mission statement

Our Mission is to provide innovative and cost effective general insurance solutions to our clients and an acceptable return to our shareholders through committed and professional staff.



Insurance Services

FIRE INSURANCE

- 🏠 Fire & Allied Perils Insurance



MOTOR INSURANCE

- 🏠 Comprehensive Insurance
- 🏠 Act Liability Insurance

HEALTH & ACCIDENT INSURANCE

- 🏠 Overseas Mediclaim Insurance
- 🏠 Personal Accident Insurance
- 🏠 Peoples Personal Accident Insurance
- 🏠 Health Care & Hospitalization Insurance



MARINE INSURANCE

- 🏠 Marine Cargo Insurance
- 🏠 Marine Hull Insurance



ALL RISK INSURANCE

- 🏠 Industrial All Risk Insurance
- 🏠 Erection All Risk Insurance
- 🏠 Hotel All Risk Insurance
- 🏠 Machinery Breakdown Insurance
- 🏠 Electronic Equipment Insurance
- 🏠 Boiler & Pressure Vessels Insurance
- 🏠 Power Plant Insurance
- 🏠 Deterioration of Stock Insurance
- 🏠 Contractor's All Risk Insurance



AVIATION INSURANCE

- 🏠 General Aviation Insurance
- 🏠 Airline Insurance
- 🏠 AirTravel Insurance


















MISCELLANEOUS INSURANCE

-  Fidelity Guarantee Insurance
-  Public Liability Insurance
-  Products Liability Insurance
-  Burglary & Housebreaking Insurance
-  Cash- in-Counter Insurance
-  Cash-in-Safe Insurance
-  Cash-in-Transit Insurance
-  Cash-in ATM Insurance
-  Cash-in BPM Insurance
-  Safe Deposit Box (Bank Lockers) Insurance
-  Credit Shield Insurance
-  SME Insurance
-  Tournament Insurance
-  Replacement of Lost Card/Fraud Insurance
-  Consequential Loss Insurance
-  Business Interruption Insurance
-  Workmen's Compensation Insurance



Our Re-Insurers

-  Sadharan Bima Corporation, Bangladesh (SBC)
-  General Insurance Corporation of India (GIC Re)
-  Transatlantic Re, AIG, USA
-  Trust International, Bahrain
-  Ecclesiastical Ins. Co., UK
-  Arig, Bahrain
-  Best Re Malaysia
-  Malaysian Re, Malaysia
-  ACR Re Takaful, Malaysia
-  First Capital Re, Singapore
-  Catlin, (LLOYds Syndicate)
-  Beacon, (LLOYds Syndicate)
-  ICICI Lombard



Pragati Insurance Limited

Head office: Pragati Insurance Bhaban, 20-21, Kawran Bazar, Dhaka-1215.

Tel: PABX: 9133680-2 Fax: 880-2-8122980

NOTICE OF THE 27th ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of Pragati Insurance Limited will be held on **Wednesday, the 15th May, 2013 at 12.00 noon at the Jamuna Resort Ltd., Bhuapur, Tangail** to transact the following business.

1. To receive, consider and adopt the Directors' Report for the year ended 31st December, 2012.
2. To receive, consider & adopt the Audited Accounts of the company & the Auditors' Report thereon for the year ended 31st December, 2012.
3. To declare Dividend for the year 2012 as recommended by the Board of Directors.
4. To elect Directors in place of retiring Directors from Group-A shareholders and from Group-B shareholders.
5. To appoint Auditors for the year 2013 and fix their remuneration.

By order of the Board of Directors


(Md. Akram Hossain)
Company Secretary

Dated Dhaka, the 28th April, 2013

Notes:

- (a) The record date : 24th April 2013.
- (b) Members of the Company whose name appear in the Register of members upto the record date will be entitled to dividend for the year 2012 to be approved by the shareholders in the Annual General Meeting.
- (c) A member wishing to appoint a Proxy, must deposit the Proxy Form duly stamped to the Company's Registered Office **at least 48 hours before the meeting.**
- (d) Only the shareholders or their appointed proxies can attend the meeting. **A proxy must be a member of the company.**
- (e) Entry to the Annual General Meeting is reserved only for the shareholders or his/her Proxy. **No guests & children shall be allowed entrance in the meeting.**

বিশেষ দৃষ্টব্য: সম্মানিত শেয়ারহোল্ডারবৃন্দ যাহারা যমুনা রিসোর্টে অনুষ্ঠিতব্য কোম্পানীর ২৭তম বার্ষিক সাধারণ সভায় যোগদানে ইচ্ছুক তাহাদের যাতায়াতের ব্যবস্থার জন্য আগামী ৩০শে এপ্রিল ইহতে ০৯ মে, ২০১৩ তারিখের মধ্যে তাহাদের নাম অনুগ্রহপূর্বক কোম্পানীর প্রধান কার্যালয়ের শেয়ার বিভাগে রেজিস্ট্রী করার জন্য অনুরোধ জানান যাইতেছে। অন্যথায় তাহাদের যাতায়াতের ব্যবস্থা করা সম্ভব হইবে না।



Board of Directors



Abdul Awal Mintoo
Chairman



Khan Mohd. Ameer
Vice Chairman



Mohammed A. Awwal



Abdul Monem



Al Haj Khalilur Rahman



Syed M. Altaf Hussain



Md. Syedur Rahman Mintoo



Mohammed A. Malek



Md. Sarwar Kamal



Tabith Mohd. Awal



A.S.M. Mohiuddin Monem



Tafsir Mohd. Awal



Nigar Jahan Chowdhury



Md. Mushfiqur Rahman



Mrs. Nahreen Siddiqua



Nasir Latif



Ahmedul Hoque



A.K.M. Shamsuddin
Independent Director



Md. Manirul Islam
Managing Director



Executive

Office:

Md. Manirul Islam, ABIA
Managing Director & CEO

Kaiser Rahman
Deputy Managing Director
Health Insurance

Md. Delwar Hossain, FCA
Deputy Managing Director & CFO

Ishfaqul Islam Chowdhury
Deputy Managing Director
Admin & HR

Mihir Kanti Barua
Assistant Managing Director
Internal Audit

Syed Sehab Ullah Al-Manjur
Assistant Managing Director
Underwriting

Md. Shafiqul Islam
Sr. Executive Vice President
Accounts

Kabir Ahmed
Sr. Executive Vice President
Re-Insurance

Mohammad Ibrahim, ACA
Sr. Vice President
Internal Audit

Md. Manjur Hussain
Sr. Vice President
Branch Control

Bikash Chandra Pal
Sr. Vice President
Underwriting

K. M. Mohsin
Vice President
Board, Real Estate & Transport

Mahtab-Uz-Zaman Chowdhury
Vice President
Re-Insurance

Kazi Nakibul Islam
Vice President
Accounts

Nahid Akhter Chowdhury
Vice President
Branch Control

Mustaque Ahmed
Deputy Vice President &
Head of Claims

Abu Sufian Akhand
Deputy Vice President &
Head of IT

Marketing

Deputy Managing Directors:
Khandoker Zafor Sadeque
Md. Abul Hasan

Assistant Managing Directors:
Sharif Mustaba
Md. Nazrul Islam
SMB Shameem
ASM Reazur Rahman
Mahboob Uddin Ahmed
Major Syed Obayidul Karim(Retd.)

Sr. Executive Vice Presidents:
Jamal Uddin Haider
Md. Golam Faruque
Ali Fathker Kallol
Executive Vice Presidents:
Abdus Salam
Kazi Golam Haider (Dablu)

Sr. Vice Presidents:
Md. Azizul Hoque
Ahmed Faruk
Bahauddin Ahmed

Vice Presidents:
Md. Habibur Rahman
Syed Saidul Islam
Ekramul Hoque
Murad Ahmed
Abdul Alim Khan
Abu Sarwar Hossain
Subak Kumar Barua
Humayun Kabir Majumder
Delwar Hossain
Mujtaba Ali Mahmud
Md. Shakhawath Hossain

Md. Akram Hossain
Company Secretary



Company's Performance

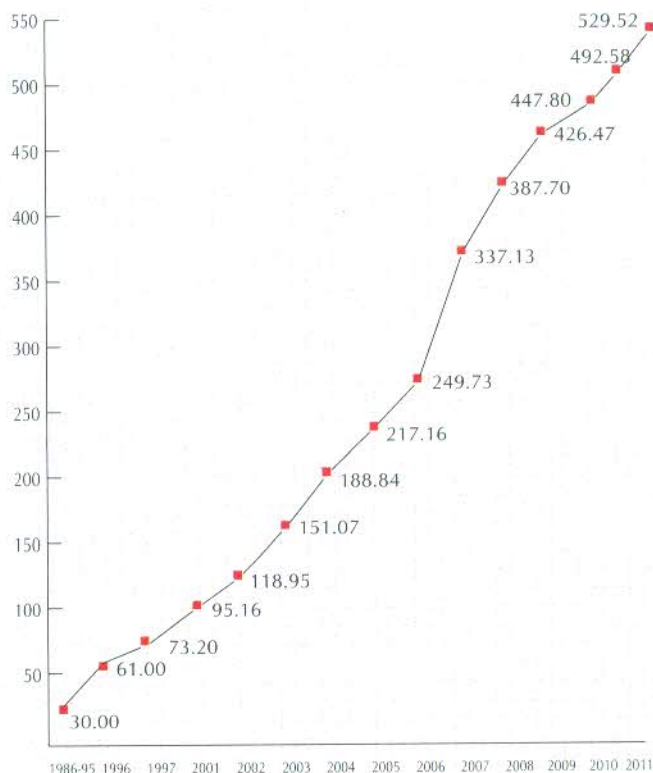
(5 years at a glance)

Particulars	2012	2011	2010	2009	2008
Financial Performance					
Gross premium	1,151.25	1,137.29	1,062.26	1,035.88	979.08
Net Premium	589.03	477.20	474.69	429.11	412.81
Net claim	102.20	60.33	110.68	92.37	48.65
Underwriting profit	156.06	89.31	63.09	62.85	99.24
Investment income	(57.88)	6.20	77.28	43.16	69.84
Income from financial service	50.37	46.30	40.97	4.50	49.46
Net profit before tax	141.22	133.38	161.52	131.38	198.82
Net profit after tax	47.37	79.82	106.95	68.54	118.07
Dividend in percent	7.5+7.5(Stock)	10+15(Stock)	15+5(Stock)	20+10(Stock)	20+15(Stock)
Share Capital and Reserve					
Paid up Capital	492.58	447.80	426.47	387.7	337.13
Total Reserves & Surplus	2,171.47	2,176.68	1,696.54	1600.29	1,568.29
Share Holders Equity	2,664.05	2,624.48	2,123.07	2,056.59	2,023.55
Assets					
Investment in Shares and Securities	340.25	397.14	389.27	391.64	361.64
Cash, FDR and Bank balance	629.54	510.46	523.23	473.03	532.12
Land and Building	2,036.43	2,014.75	1,518.30	1,496.21	1,319.03
Total Assets	3,459.61	3,461.34	3,012.47	2,900.93	2,662.46
Ratios					
EPS	2.16	2.36	3.38	2.87	4.68
P/E (Times)	28.90	33.39	46.11	52.84	20.28
Solvency Surplus	2530.61	2696.64	2126.47	2092.14	2044.48
Net Asset Value Per Share	54.07	58.6	49.8	530.44	600.21
Net Cash Flow Per Share	1.90	0.94	1.16	10.88	47.08
Credit Rating					
Long Term	AA1	AA1	AA1	AA1	AA2
Short Term	ST1	ST1	ST1	ST1	ST1



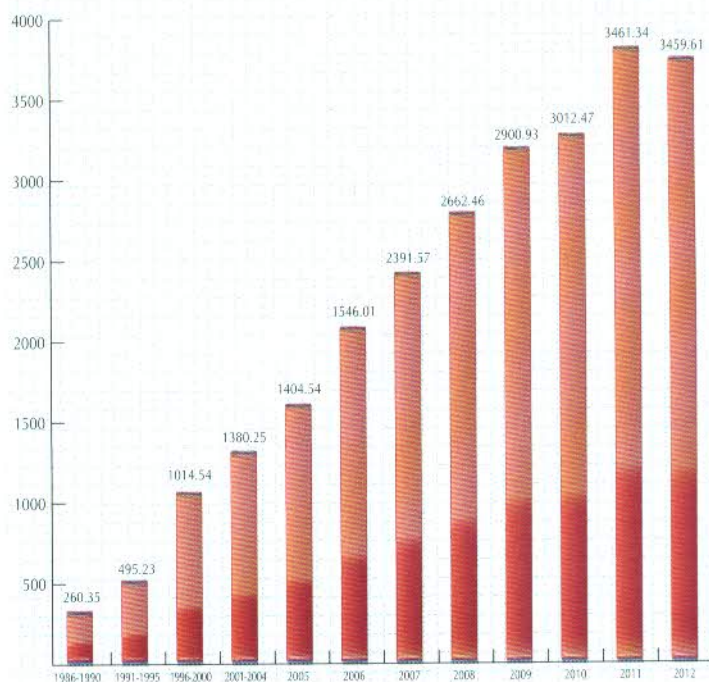
Growth of Capital (BDT Million)

1986-1995	Sponsor's capital	30.00
1996	IPO of Tk. 31 milion	61.00
1997	20% Stock dividend	73.20
2001	30% Stock dividend	95.16
2002	25% Stock dividend	118.95
2003	27% Stock dividend	151.07
2004	25% Stock dividend	188.84
2005	15% Stock dividend	217.16
2006	15% Stock dividend	249.73
2007	35% Stock dividend	337.13
2008	15% Stock dividend	387.70
2009	10% Stock dividend	426.47
2010	5% Stock dividend	447.80
2011	10% Stock dividend	492.58
2012	7.5% Stock dividend	529.52



Growth of Asset (BDT Million)

1986-1990	260.35
1991-1995	495.23
1996-2000	1014.54
2001-2004	1380.25
2005	1404.54
2006	1546.01
2007	2391.57
2008	2662.46
2009	2900.93
2010	3012.47
2011	3461.34
2012	3459.61



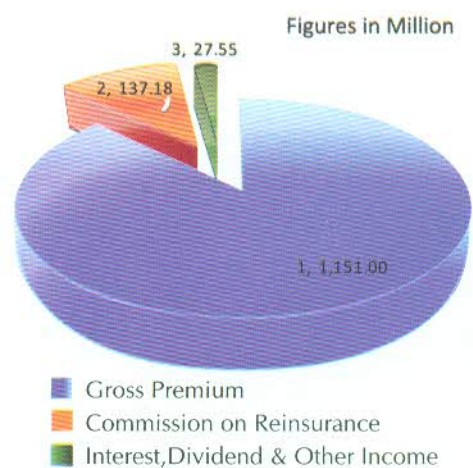


Value added Statement

for the year ended 31 December, 2012

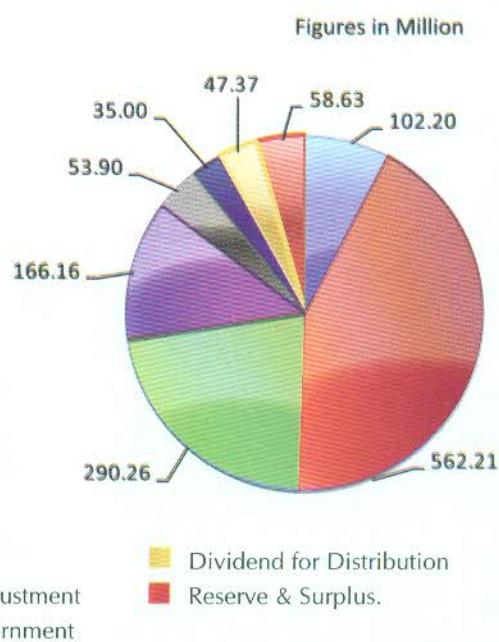
Value added

Gross Premium	1,151.00
Commission on Reinsurance	137.18
Interest, Dividend & Other Income	27.55
Total	1,315.73



Application

Net Claim	102.20
Re-Insurance Premium	562.21
Management Expenses	290.26
Commission	166.16
Unexpired Risk Adjustment	53.90
Income tax to Government	35.00
Dividend for Distribution	47.37
Reserve & Surplus.	58.63
Total	1315.73





Chairman's Speech

Bismillahir Rahmanir Rahim

Dear Shareholders

It is a matter of great pleasure for me to be here to address the 27th Annual General Meeting of the shareholders of Pragati Insurance Limited. On behalf of my fellow members of the Board, I welcome all of you to this AGM.

At the very beginning I express my sincere appreciation to each one of you for your continued encouragement and support. The steady and matchless support extended by you has been and shall continue to be a source of inspiration always.

The year 2012 brought mixed economic prospects to the insurance industry. On one hand, our national economy in spite of its resilience to the global financial crisis and recession that began at the end of last decade, continued to perform at a sluggish pace. The economy as it did during the entire last decade, grew about 6% a year. Impeding the 2012 economy were its vital determinants such as high inflation, the rise in the interest rates, the lack of liquidity in the money market and the drastic slump in the credit flow due to soaring cost of borrowing.

On the other hand of the spectrum, the industry finally seems to see the fruits of the legislative, administrative and regulatory reforms that were placed in 2010. At the very outset we welcomed the decision by the government to set up the Insurance



Development and Regulatory Authority Development (IDRA) to oversee and to regulate, promote and ensure orderly growth of the insurance industry. As a result of which, it is very heartening to see the visible changes in the industry dynamics, business conduct and the creation of a level playing field on which 43 general insurance companies compete.

Despite stiff market competition, your company's performance in 2012 has been praiseworthy. Gross premium income and Net premium income stood Tk. 1,151 Million and Tk. 589 Million respectively.

Underwriting profit stood at Tk. 156 Million in 2012 which was Tk. 89 million in 2011 registering a remarkable growth of 75.3%.

A summarized position of your company's operation in the year 2012 will help you appreciate the performance of the company during the year under review:

MillionTaka

Particulars	2012	2011	Increase (+)
Gross Premium	1,151	1137	+ 1.23%
Retained Premium (RP)	589	477	+ 23.48%
Claims- retained portion	102	60	-70.00%
Underwriting Profit	156	89	+ 75.28%
Capital	493	447	+ 10.29%

Dear Shareholders, though we are operating in challenging market conditions, I would like to assure you that your company remains well-positioned for growth and we look to the future with renewed enthusiasm. With the instilling of a new Managing Director & CEO at your company who is an insurance and reinsurance expert from Sadharan Bima Corporation, we would challenge ourselves to excel in the new operating environment in serving our customers and meeting their expectations. As you may already know, your company is fully automated from Dhaka to the most remote office in our Branch network and along-with the on-going installation of the state-of-the-art software system, we will drive our offices and personnel to deliver firm and timely service to the end user, our most valuable asset - our clients. Our logo/theme - 'Symbol of Security' is fundamental in our quest to provide strong protection and coverage to our innumerable clients, most of whom who have been with us since our inception. The loyalty of our customers is reciprocated by us with deep conviction and our firm commitment to provide the best of insurance services and solutions available to us.

Before I conclude, I would like to express my gratitude for the generous support we have received from the Ministry of Finance, IDRA, Securities and Exchange Commission, Dhaka Stock Exchange, Chittagong Stock Exchange Sadharan Bima Corporation, General Insurance Corporation of India, Bangladesh Insurance Association, Banks, Insurance Companies, other Financial Institutions and our numerous Stakeholders.



I am happy to announce that the Board has recommended **7.5% cash dividend** and **7.5% stock dividend** which I hope would get your endorsement.

We would also like to put it on record our deep sense of condolence at the sad demise of our Additional Managing Director, Shaikh Shajahan Uddin in Oct, 2012 who served the company with great devotion for 10 years. We pray to the Almighty Allah for eternal peace of his departed soul and express sympathy to the bereaved family members.

I remain grateful to the Board of Directors of the company for their support, guidance and involvement in policy planning and to the Management and staff all across the company whose resolve, dedication, sincerity and untiring efforts that has turned our goals into reality.

Finally I would like to take this opportunity to express our most sincere gratitude to our loyal and valued clients and to our most esteemed shareholders for their continued patronage and faith in us.

At the conclusion, with heavy heart I would like to convey my sincerest condolence to the families of the victims of Savar tragedy and pray for the early recovery of the injured victims.

Thank you very much

Abdul Awal Mintoo

Chairman



Directors' Report-2012

Bismillahhir Rahmanir Rahim

Assalamu Alaikum

Dear Shareholders,

On behalf of the Board of Directors of Pragati Insurance Limited, I extend a warm welcome to you to this 27th Annual General Meeting of the company. I further take the pleasure of placing to you the Annual Report, the Audited Financial Statements and the review of your company's activities for the year ended 31st of December 2012.

We would very much appreciate your patience and co-operation during this part of the deliberation and at the end of which we would welcome your valuable advice as to how you would like to see your company make further growth and success in the coming years.

Global and Bangladesh Economic Scenario

During 2012, the global economy failed to shake off the fallout from the crisis of 2008-2009 and saw the growth dropping to almost 3 percent, lower than the already poor pace of 2011. However, unlike in 2010 and 2011, emerging markets did not pick up any activity in 2012. Though many emerging market and developing economies are growing at a rate of over 5 percent, output growth in the advanced economies is likely to remain sluggish, with high unemployment rates. Emerging economies accounted for four-fifths of global GDP growth. Developed countries, weighed down by a slow recovery in U.S.A and the ongoing euro crisis, contributed little.

According to IMF's latest World Economic Outlook Update (WEO Update, October 2012) it was predicted that the average growth rate of the world economy would decelerate from 3.8 percent in 2011 to 3.3 percent in 2012. This is lower than the July 2012 WEO Update and April 2012 WEO projections of 3.5 percent. The WEO forecast was revised downwards mainly because of the worldwide economic slowness in terms of low output growth and

পরিচালক মন্ডলীর প্রতিবেদন ২০১২

বিস্মিল্লাহির রহমানির রাহিম

সম্মানিত শেয়ারহোল্ডারবৃন্দ

আসসালামু আলাইকুম

পরিচালক মন্ডলীর পক্ষ থেকে প্রগতি ইন্স্যুরেন্স লিমিটেডের ২৭তম বার্ষিক সাধারণ সভায় আপনাদেরকে স্বাগতম জানাচ্ছি। কোম্পানীর ৩১শে ডিসেম্বর, ২০১২ইং সনের বার্ষিক প্রতিবেদন, নিরীক্ষিত আর্থিক বিবরণী ও সার্বিক কার্যাবলী আপনাদের নিকট উপস্থাপন করতে পেরে আমরা আনন্দিত।

বিশ্ব ও বাংলাদেশ অর্থনীতির চিত্র

২০০৮-২০০৯ সনের আর্থিক মন্দার প্রভাব ২০১২ সনেও বিশ্ব অর্থনীতিতে কাটিয়ে উঠতে পারেনি। বরং এ সময়ে প্রবৃদ্ধির হার ৩% এ নেমে এসেছিল যা ২০১১ সনের প্রবৃদ্ধির হারের চেয়ে ও কম। যা হোক, ২০১০ ও ২০১১ সালের মত ২০১২ সালে উদীয়মান বাজারে অর্থনৈতিক উন্নয়ন পরিলক্ষিত হয়নি। যদিও উদীয়মান বাজারে উন্নয়নশীল অর্থনীতি ৫% হারে বৃদ্ধি পাচ্ছে। উন্নত দেশসমূহে উচ্চ বেকারত্বের কারণে উৎপাদনে মন্দাভাব বিরাজ করছে। বিকাশমান অর্থনীতি মোট বিশ্ব জিডিপির ৪ থেকে ৫ ভাগ। মার্কিন অর্থনীতির উত্তোরনের ক্ষেত্রে ধীরগতি এবং ইউরোজোনের চলমান সমস্যার কারণে উন্নতদেশ সমূহের অবদান বিশ্ব জিডিপিতে কম হয়েছে।

আইএমএফ এর সামপ্রতিক World Economic Outlook Update (WEO) এর ভবিষ্যৎবাণী অনুযায়ী বিশ্ব অর্থনীতির গড় প্রবৃদ্ধির হার ২০১১ সনের ৩.৮% এর স্থলে ২০১২ সনে ৩.৫% হবে। এটা ২০১২ সনের জুলাই মাসের WEO Update এবং এপ্রিল ২০১২ সনের WEO প্রজেকশনের ৩.৫% এরও কম। ২০১২ সনের প্রথম তিন কোয়ার্টারে বিশ্বব্যাপী উচ্চ বেকারত্ব, উৎপাদন হ্রাস এবং আর্থিক মন্দার কারণে WEO এর পূর্বাভাসে নিম্নমুখী প্রবৃদ্ধির হার পুনঃ নির্ধারন করা হয়। এ সময়ে বিশ্বব্যাপী উৎপাদন হ্রাস



quarters of 2012. Global manufacturing witnessed a sharp decline. The economies in the Euro zone suffered from financial crisis evident in a sharp increase in their sovereign rate spreads. These countries could not pull back from the financial crisis as was projected in the earlier WEO issues. As a result, the growth rate of the advanced economies was revised downward from 1.4 to 1.3 percent in 2012 compared to 1.6 percent in 2011. Finally, progress in the emerging market and developing economies was hampered by the spillover effect of the advanced economies and their internal economic crisis. Their growth rate was expected to go down from 6.2 percent in 2011 to 5.3 percent in 2012.

Despite the positive role adopted by the European and the US policymakers to deal with their major short and medium term economic challenges, global growth performance is projected to be lower till 2013. China and India are estimated to have growth rates of 8.8 per cent and 7.3 per cent respectively, while Bangladesh is estimated to be at the six per cent mark.

Though the six per cent growth in the Bangladesh economy in 2012 has been impressive in spite of the global crisis, prudent macroeconomic policies must be in force to strengthen continuous development in agriculture and industry in tandem with robust investment activities, improving trade prospects while striving to keep inflation under control. This policy course will reinforce the recent trends in the economy which has experienced a moderate growth in the agriculture sector, increased government revenue collection and large investments in infrastructure.

Most critical to growth in future will be energy policies that will enable better fuel mix, diversification of sources of power, providing a regulatory framework for private participation in power generation and distribution, and further exploiting untapped gas reserves while upgrading and expanding the gas distribution channels.

এর প্রবলতা লক্ষ্য করা যায়। আর্থিক সংকটের কারণে ইউরোজোনের অর্থনীতি ক্ষতিগ্রস্ত হয়েছে যা তাদের Sovereign rate spread এ ব্যাপক বৃদ্ধি থেকে স্পষ্ট হয়েছে। এ সকল দেশ আর্থিক অনটন কাটিয়ে উঠতে সক্ষম হয়নি যা পূর্বে WEO অনুমান করেছিল। ফলে ২০১২ সনে উন্নত অর্থনীতির প্রবৃদ্ধির হার ১.৪% থেকে ১.৩% এ পুনঃ নির্ধারণ করা হয় যা ২০১১ সনে ১.৬% ছিল।

পরিশেষে উন্নত বিশ্বে মন্দার প্রভাব ও আভ্যন্তরীণ আর্থিক সংকটের কারণে ক্রমবিকাশমান ও উন্নয়নশীল অর্থনীতিতে অগ্রগতি ব্যাহত হয়। তাদের প্রবৃদ্ধির হার ২০১১ সনের ৬.২ থেকে ২০১২ সনে ৫.৩% এ নেমে আসার আশংকা করা হয়েছিল।

অর্থনৈতিক চ্যালেঞ্জসমূহ মোকাবিলায় জন্য ইউরো ও মার্কিন নীতি নির্ধারকদের স্বল্প ও মধ্য মেয়াদী অনুকূল ভূমিকা গ্রহণের পরও বিশ্ব প্রবৃদ্ধি ২০১৩ সনে কম হবে বলে অনুমান করা যাচ্ছে। ২০১৩ সনে চীন ও ভারতের প্রবৃদ্ধির হার যথাক্রমে ৮.৮% ও ৭.৩%। অপর দিকে বাংলাদেশের প্রবৃদ্ধির হার ৬% হবে বলে অনুমান করা যাচ্ছে। ২০১২ সনে বিশ্ব অর্থনৈতিক মন্দা সত্ত্বেও বাংলাদেশের অর্থনৈতিক প্রবৃদ্ধির হার ৬%। বাংলাদেশের অর্থনীতিতে ইহা সন্তোষজনক বলে প্রতিয়মান। কৃষি ও শিল্প খাতের অগ্রগতি, ব্যবসা বানিজ্যের উন্নয়ন, বিনিয়োগ কার্যক্রমে সফলতা আনয়ন এবং মুদ্রাস্ফীতি নিয়ন্ত্রণ করার জন্য বাস্তবসম্মত ম্যাক্রো অর্থনীতির পলিসি সমূহ প্রয়োগ অপরিহার্য। এসব পলিসি গ্রহণের ফলে কৃষিখাতে, সরকারের বর্ধিত রাজস্ব আদায়ে ও অবকাঠামোতে ব্যাপক বিনিয়োগ কার্যক্রম গ্রহণে সাম্প্রতিক যে প্রবৃদ্ধি দেখা যাচ্ছে, তা আরো সন্তোষজনক এবং ক্রমবিকাশমান হবে বলে আশা করা যাচ্ছে।

ভবিষ্যতে প্রবৃদ্ধির জন্য সবচেয়ে জরুরী - জ্বালানী নীতি যা বিভিন্ন রকমের জ্বালানী মিশ্রণ, জ্বালানীর উৎস বৈচিত্র্যকরন, জ্বালানী উৎপাদন ও বিতরণে বেসরকারীখাতের অংশগ্রহণের জন্য নিয়ন্ত্রণ কাঠামো, অনাহরিত গ্যাস মজুদ অনুসন্ধানের সাথে গ্যাস বিতরণ ব্যবস্থা সম্প্রসারণ ও উন্নতকরন নিশ্চিত করবে।



Insurance scenario

Bangladesh Insurance Association in its Annual Report 2011 states that the gross premium income of non-life private sector insurance companies increased from Tk.14883.94 Million in 2010 to Tk.17,274.12 Million in 2011, registering a growth rate of 16.06%. It is expected that the growth rate would be the same in 2012.

The total asset of non –life insurance companies stood at Tk. 42,059.77 Million in 2011 as against Tk.33,368.62 Million as at 31 December 2010.

Insurance Development & Regulatory Authority (IDRA) was formed in January 2011 to replace the Office of the Chief Controller of Insurance set as per Insurance Act 1938. The authority has been assigned with the responsibility of development of Insurance Industry as well as to regulate the industry within the purview of the Insurance Act 2010 so as to ensure a level playing field for all Companies. Within a short span of time, the authority has succeeded in bringing about significant changes within the business regime in the insurance industry. The credit business is almost eliminated. Curbing unethical payment of premium to the insured and other agencies has resulted in immense improvement of cash flow of the non- life insurance companies. The overall discipline and development may be ensured in future too if the IDRA is allowed to work independently.

Operational Results

Operational results for the year 2012 and the comparative results of 2011 are given below:

Particulars	2012	2011	% change
Gross Premium	1151	1137	+1.23%
Net Premium	589	477	+23.48%
Underwriting Profit	156	89	+75.28%
Net Profit-gross	141	133	+6.02%

Gross Premium Income

In Bangladesh, general insurance market has reached its saturation point with 44 Companies (including SBC) in market size of Tk.17274.62 million in 2011. Up-coming investments in Power, Textile, Ship Building, Aviation and other sectors may give insurance industry a further prospect of sustainable growth. We are endeavoring to get a reasonable share of the upcoming business.

বীমা খাত

বাংলাদেশ ইন্স্যুরেন্স এ্যাসোসিয়েশনের ২০১১ সনে বার্ষিক প্রতিবেদন অনুযায়ী নন-লাইফ বেসরকারী ইন্স্যুরেন্স কোম্পানী সমূহের মোট প্রিমিয়াম আয় ২০১০ সনে ১৪,৮৮৩.৯৪ মিলিয়ন টাকার বিপরীতে ২০১১ সনে ১৭,২৭৪.১২ মিলিয়ন টাকায় বৃদ্ধি পেয়েছে, প্রবৃদ্ধির হার ১৬.০৬%। আশা করা যাচ্ছে যে ২০১২ সনের প্রবৃদ্ধির এ হার বজায় থাকবে।

নন-লাইফ ইন্স্যুরেন্স কোম্পানী সমূহের মোট সম্পদের পরিমাণ ২০১০ সনে ৩৩,৩৬৮.৬২ মিলিয়ন টাকার বিপরীতে ২০১১ সনে বৃদ্ধি পেয়ে ৪২,০৫৯.৭৭ মিলিয়ন টাকায় উন্নীত হয়েছে।

১৯৩৮ সনের বীমা আইন অনুযায়ী গঠিত অফিস অব দি চীফ কন্ট্রোলার অব ইন্স্যুরেন্স এর স্থলে ২০১১ সনে জানুয়ারী মাসে বীমা উন্নয়ন ও নিয়ন্ত্রণ কর্তৃপক্ষ (আইডিআরএ) গঠিত হয়। বীমা আইন ২০১০ অনুযায়ী কর্তৃপক্ষের উপর বীমা শিল্পের উন্নয়ন ও নিয়ন্ত্রণের দায়িত্ব অর্পিত হয়েছে, আশা করা যাচ্ছে এর ফলে বীমা ব্যবসায় সবাই সমান সুযোগ পাবে। অল্প দিনের মধ্যেই কর্তৃপক্ষ বীমা শিল্পে গুরুত্বপূর্ণ পরিবর্তনে সাধনে সক্ষম হয়েছে। বাকীতে ব্যবসা বন্ধ, বীমা গ্রহনকারী ও অন্যান্য পক্ষকে অনৈতিক কমিশন প্রদান বন্ধ করা হয়েছে। ফলে নন-লাইফ ইন্স্যুরেন্স কোম্পানীসমূহে আয় উল্লেখযোগ্য হারে বৃদ্ধি পেয়েছে। আইডিআরএ স্বাধীনভাবে কাজ করতে পারলে ভবিষ্যতে বীমা শিল্পখাতের উন্নয়ন ও শৃঙ্খলা নিশ্চিত হবে।

অর্জিত ফলাফল

২০১২ সাল এবং ২০১১ সালের আর্থিক ফলাফলের তুলনামূলক বিশ্লেষণ নিম্নরূপ

বিবরণ	২০১২	২০১১	% (তারতম্য)
গ্রস প্রিমিয়াম	১,১৫১	১,১৩৭	+১.২৩%
নেট প্রিমিয়াম	৫৮৯	৪৭৭	+২৩.৪৮%
অবলেন্স মুনাফা	১৫৬	৮৯	+৭৫.২৮%
নেট মুনাফা	১৪১	১৩৩	+৬.০২%

গ্রস প্রিমিয়াম আয়

২০১১ সনে বাংলাদেশে বর্তমানে সর্বোচ্চ বার্ষিক ১৭,২৭৪.৬২ কোটি টাকার বীমা মার্কেট যেখানে সাধারণ বীমা করপোরেশন সহ ৪৪টি বীমা কোম্পানী ব্যবসায় নিয়োজিত আছে। বিদ্যুৎ, টেক্সটাইল, জাহাজ নির্মাণ, বিমান চলাচল ও অন্যান্য খাতে আগামী দিন গুলোতে বিনিয়োগ বৃদ্ধির সাথে বীমা শিল্পের প্রবৃদ্ধি আশা করা যাচ্ছে। আমরা এই প্রবৃদ্ধি থেকে কিছু অংশ পাওয়ার জন্য সর্বাত্মক চেষ্টা চালিয়ে যাচ্ছি।



In the face of tough competition, Pragati Insurance Limited has been able to maintain a gross premium of Tk.1151 million this year compared to Tk.1137 in 2011 registering a growth of 1.23%. This was possible due to dogged persistence of existing officers and staff given the suffocative market scenario.

CLASS WISE PREMIUM

Fire Insurance

The company earned gross fire insurance premium of Tk 465 million as against Tk. 484.09 of last year. After payment/ provision for re-insurance premiums and claims the company has earned underwriting profit of Tk.76.27 million against Tk. 19.33 million of last year. Despite of decrease in premium income we were able to have a decent increase in underwriting profit

Marine Insurance

Gross premium earning in marine department including Marine Hull was Tk 421.52million against Tk. 420.03 million of the year 2011. After providing for re-insurance and claims, we have earned underwriting profit of Tk.52.70 million against last year's underwriting profit of Tk39.72million. Despite the decrease in premium income we were able to have a decent increase in underwriting profit.

Miscellaneous Insurance

Gross premium of Tk 264.77million (both in Motor and Miscellaneous departments) has been earned against Tk. 233.16 million in the year 2011. After meeting expenses for re-insurance and claims, we earned underwriting profit of Tk 27.08 million against Tk. 30.27 million in 2011. The reason for less profit in this line of business this year may be attributed to higher number of claims from our retained account.

Investment Operation

Growth of insurance company is also dependent on its investment income. It is therefore, very important to explore all possible avenues of secured investment to increase income. Following the continuing tailspin in share prices for this whole year Pragati has undergone a nightmarish experience by incurring loss of Tk.57 million on share trading against Tk.6.2 million profit in 2011 casting an unfavorable impact on the performance of the company.

তীব্র প্রতিযোগিতা সত্ত্বেও প্রগতি ইন্স্যুরেন্স লিমিটেড ২০১১ সালে ১,১৩৭ মিলিয়ন টাকা বিপরীতে ২০১২ সালে ১,১৫১ মিলিয়ন টাকার গ্রস প্রিমিয়াম আয় করেছে, যা এ যাবৎ কালের মধ্যে সর্বোচ্চ। এক্ষেত্রে প্রবৃদ্ধির হার ১.২৩%। এ অর্জন সম্ভব হয়েছে আমাদের কর্মরত কর্মকর্তা ও কর্মচারীদের আন্তরিক প্রচেষ্টার ফলে।

শ্রেণী অনুযায়ী প্রিমিয়াম

অগ্নি বীমা

২০১১ সনে কোম্পানী ৪৮৪ মিলিয়ন টাকার বিপরীতে ২০১২ সনে ৪৬৫ মিলিয়ন টাকা এ খাতে গ্রস প্রিমিয়াম আয় করেছে। রি-ইন্স্যুরেন্স প্রিমিয়াম এবং বীমা দাবী মিটিয়ে/সমন্বয় করার পর ২০১২ সালে অবলেনন মুনাফার পরিমান দাঁড়িয়েছে ৭৬.২৭ মিলিয়ন টাকা যা গত বছর ১৯.৩৩ মিলিয়ন টাকা ছিল।

নৌ বীমা

নৌ বীমা বিভাগে মেরীন হাল সহ গ্রস প্রিমিয়াম অর্জিত হয়েছে ৪২১.৫২ মিলিয়ন টাকা যা ২০১১ সালে ছিল ৪২০.০৩ মিলিয়ন টাকা। এক্ষেত্রে প্রবৃদ্ধির হার ১৬.১৮%। রি-ইন্স্যুরেন্স প্রিমিয়াম এবং বীমা দাবী মিটানোর পর ২০১২ সালে এ খাতে অবলেনন মুনাফার পরিমান ৫২.৭০ মিলিয়ন টাকা যা গত বছরে ছিল ৩৯.৭২ মিলিয়ন টাকা। প্রিমিয়াম আয় কমা সত্ত্বেও এ বছর অবলেনন মুনাফা আশাতীত ভাবে বৃদ্ধি পেয়েছে।

বিবিধ বীমা

২০১২ সালে কোম্পানী মটর ও অন্যান্য খাতে গ্রস প্রিমিয়াম আয় করে ২৬৪.৭৭ মিলিয়ন টাকা যা ২০১১ সালে ছিল ২৩৩.১৬ মিলিয়ন টাকা। রি-ইন্স্যুরেন্স প্রিমিয়াম এবং বীমা দাবী মিটানোর পর ২০১২ সালে এ খাতে অবলেনন মুনাফার পরিমান ২৭.০৮ মিলিয়ন টাকা যা গত বছরে ৩০.২৭ মিলিয়ন টাকা ছিল। এ বছর কোম্পানীর রিটেইনড প্রিমিয়াম খাতে দাবীর পরিমান বেশি হওয়ায় এ বছর এ খাতে মুনাফা কম হয়েছে।

বিনিয়োগ কার্যক্রম

ইন্স্যুরেন্স কোম্পানীর প্রবৃদ্ধি সুচিন্তিত বিনিয়োগের উপরও নির্ভরশীল। সুতরাং আয় বৃদ্ধির লক্ষে বিনিয়োগের সম্ভাব্য সকল ক্ষেত্র অনুসন্ধান করে দেখা অপরিহার্য। ২০১২ সনে শেয়ারের ক্রমাগত দরপতনের ফলে প্রগতি ইন্স্যুরেন্স লিমিটেড দুঃসহ অভিজ্ঞতার মুখামুখী হয়। ফলশ্রুতিতে প্রগতি ইন্স্যুরেন্স লিমিটেড এর ২০১১ সনে ৬.২ মিলিয়ন টাকা শেয়ার ব্যবসার লাভের স্থলে ২০১২ সনে ৫৭ মিলিয়ন টাকা লোকসান হয় এবং কোম্পানীর সামগ্রিক আর্থিক ফলাফলের উপর এর নেতিবাচক প্রভাব পড়ে।



We have already re-organized the Investment Department headed by a financial market expert who is adequately experienced and having thorough knowledge about the share market and hope to steer the company through thick and thin.

Contribution to National Exchequer

Since Company's commencement in the year 1986, Pragati Insurance Limited has been maintaining a pioneer role to contribute into the Government Exchequer. During the year under report the Company has deposited Tk.182million to the Government Exchequer as corporate income tax, withholding tax, stamp duty and VAT.

Income Distribution

Underwriting Profit of the company is not at desired level due to ever increasing operational and other expenses. After providing for all expenditures, the company's net profit before tax stood at Tk.141 million against Tk.133 million in 2011 mainly due to Tk. 57 million loss of incurred in share trading activities. The net profit before tax has been proposed for appropriation as follows:

	Million Taka
Reserve for exceptional losses	58.90
Provision for income tax	33.00
Provision for deferred tax	2.00
Balance available for distribution	47.37

Taking into consideration the financial position and capital requirement of the company with an aim to have a steady growth in per share dividend, the Board of Directors of Pragati Insurance Limited recommended 7.5% cash dividend and 7.5% stock dividend to the shareholders of the company for the year 2012 to be financed as follows:

Particulars	Taka
General reserve	62,754,349
Net Profit for the year	47,370,237
	110,124,586
Less: Cash and Stock Dividend for the year	73,887,487
Balance to be brought forward	<u>Tk.36,237,099</u>

Credit Rating

Credit Rating of Pragati Insurance Ltd. was carried out by Credit rating agency of Bangladesh Limited

এ পর্যায়ে কোম্পানীর ইনভেস্টমেন্ট বিভাগকে পুনর্গঠন করার নিমিত্তে একজন শেয়ার বাজার বিশেষজ্ঞ নিয়োগ প্রদান করা হয়েছে। আশা করা যাচ্ছে তার নেতৃত্বে সমস্ত প্রতিকূলতা কাটিয়ে ইনভেস্টমেন্ট বিভাগ সঠিক বিনিয়োগের মাধ্যমে ভবিষ্যতে সাফল্য অর্জন করতে সক্ষম হবে।

সরকারী কোষাগারে প্রগতির অবদান

১৯৮৬ সালে কোম্পানীর শুরু থেকে প্রগতি ইন্স্যুরেন্স সরকারী কোষাগারে জমার ক্ষেত্রে মূখ্য ভূমিকা পালন করে আসছে। আলোচ্য বছরে কর্পোরেট ইনকাম ট্যাক্স, স্টাম্প ডিউটি এবং ভ্যাট হিসাবে প্রগতি ইন্স্যুরেন্স সরকারী কোষাগারে মোট ১৮২ মিলিয়ন টাকা জমা দিয়েছে।

আয় বন্টন

কোম্পানীর সকল প্রকার ব্যয় মিটানোর পর ২০১২ সালে কর পূর্ববর্তী নীট মুনাফা হয়েছে ১৪১ মিলিয়ন টাকা। যা পূর্ববর্তী বছরে ছিল ১৩৩ মিলিয়ন টাকা। শেয়ার বেচা কেনায় ৫৭ মিলিয়ন টাকা লোকসানের কারণে মুনাফা কম হয়েছে। আলোচ্য বছরে কর পূর্ববর্তী মুনাফার সাথে ২০১১ সালে অবশিষ্ট মুনাফার যোগ করে নিম্নরূপ ভাবে আয় বন্টনের প্রস্তাব করা হয়েছে।

	মিলিয়ন টাকা
অস্বাভাবিক ক্ষতির জন্য সংরক্ষিত তহবিল (নীট প্রিমিয়ামের ১০%)	৫৮.৯০
আয়করের জন্য তহবিল	৩৩.০০
ডেফার্ড ট্যাক্সের জন্য তহবিল	২.০০
বিতরণযোগ্য টাকার পরিমাণ	৪৭.৩৭

প্রগতি ইন্স্যুরেন্সের পরিচালনা পর্ষদ কোম্পানীর শেয়ারহোল্ডারদের প্রতি সর্বদাই শ্রদ্ধাশীল এবং তারা যাতে তাদের বিনিয়োগের উপর সর্বোচ্চ মুনাফা লাভ করতে পারে সেদিকে অত্যন্ত সচেতন। প্রগতির ইন্স্যুরেন্স এর পরিচালনা পর্ষদ ২০১২ সালের মুনাফা থেকে শেয়ারহোল্ডারদের জন্য নগদ ৭.৫% লভ্যাংশ এবং ৭.৫% বোনাস শেয়ার প্রদানের সুপারিশ করেছেন। এর ফলে কোম্পানীর পরিশোধিত মূলধন ৫২৯,৫২৬,৯৮৮ টাকায় উন্নীত হবে।

বিবরণ	টাকা
সাধারণ রিজার্ভ	৬২,৭৫৪,৩৪৯
নীট মুনাফা ২০১২	৪৭,৩৭০,২৩৭
	১১০,১২৪,৫৮৬
বাদঃ নগদ লভ্যাংশ ও বোনাস লভ্যাংশ	৭৩,৮৮৭,৪৮৭
মোট স্থিতি	<u>৩৬,২৩৭,০৯৯</u>

ক্রেডিট রেটিং

২০১২-২০১৩ সালে প্রগতি ইন্স্যুরেন্স লিমিটেড এর ক্রেডিট রেটিং এ CRAB এর মূল্যায়ন নিম্নরূপঃ



(CRAB) for the year 2012-2013 and their assessments are as follows:

Long term	AA1
Short term	ST-1

Apart from the above, CRAB also mentioned the following salient features of pragati Insurance:

- Steady increase in Gross Premium income
- Adequate solvency margin
- Capacity to meet claim demand of policyholder
- Decrease in claim due to Quality underwriting expertise
- Strong reserve base
- Introducing corporate governance issues and guidelines for compliance with the regulations of IDRA and BSEC.

Board of Directors

In accordance with Articles 105 and 106 of the company's Articles of Association, the under-noted Directors from **Group-A** shareholders shall retire from the office by rotation.

1. Mr. Md. Syedur Rahman Mintoo
2. Mrs. Nahreen Siddiqua
3. Mr. Md. Mushfiqur Rahman
4. Mr. Tafsir Mohd. Awal

In accordance with the Article 107 the above mentioned 4(four) Directors are eligible for re-election .

But the following 3(three) Directors offered themselves for re-election among the above mentioned 4(four) Directors):-

1. Mr. Md. Syedur Rahman Mintoo
2. Mrs. Nahreen Siddiqua
3. Mr. Md. Mushfiqur Rahman

In accordance with Articles 105 and 106 of the company's Articles of Association, the under-noted Directors from **Group-B** shareholders shall retire from the office by rotation.

1. Mr. ASM Mohiuddin Monem
2. Mr. Ahamedul Hoque

The election to fill up the 2 (two) vacancies will be held on the day of the 27th AGM (i.e. 15th May, 2013) of the Company.

The 2(two) shareholders i.e. (i) Mr. ASM Mohiuddin Monem and (ii) Mrs. Tahsina Rahman submitted their nomination papers within the

Long term AA1 Short term ST-1

তা ছাড়া CRAB প্রগতি ইস্যুরেন্স লিঃ নিম্নলিখিত বৈশিষ্ট্যগুলো উল্লেখ করেছেঃ

- এস প্রিমিয়াম আয় উত্তোরত্তোর বৃদ্ধি
- প্রয়োজনের তুলনায় অধিক সলভেন্সি মার্জিন
- বীমা দাবী পরিশোধের সক্ষমতা
- Strong franchise value
- কোম্পানীর অবলিখনে গুণগত পরিবর্তনের ফলে বীমার দাবিহ্রাস
- সুদৃঢ় রিজার্ভ কাঠামো
- SEC এবং IDRA-এর বিধি অনুযায়ী কর্পোরেট গভর্নেন্স প্রবর্তন ও নিশ্চিত করন

পরিচালকমন্ডলী

কোম্পানীর আর্টিকেলস অব এসোসিয়েশনের ১০৫ এবং ১০৬ ধারা অনুযায়ী "এ" গ্রুপের নিম্নলিখিত উদ্যোক্তা পরিচালকবৃন্দ এ বছর অবসর গ্রহন করবেন ।

১. জনাব সাঈদুর রহমান মিন্টু
২. জনাবা নাহরিন সিদ্দিকা
৩. জনাব মোহাম্মদ মুশফিকুর রহমান
৪. জনাব তাফসির মোঃ আউয়াল

কোম্পানীর আর্টিকেলস অব এসোসিয়েশনের ১০৭ ধারা অনুযায়ী "এ" গ্রুপের উপরে উল্লেখিত উদ্যোক্তা পরিচালকবৃন্দ পুনঃ নির্বাচনের যোগ্য । কিন্তু উল্লেখিত ৪(চার) জনের মধ্যে নিম্নলিখিত ৩(তিন) জন পুনঃ নির্বাচনের ইচ্ছা প্রকাশ করেছেন

১. জনাব সাঈদুর রহমান মিন্টু
২. জনাবা নাহরিন সিদ্দিকা
৩. জনাব মোহাম্মদ মুশফিকুর রহমান

এতদ্ব্যতীত কোম্পানীর আর্টিকেলস অব এসোসিয়েশন এর ১০৫-১০৬ ধারা অনুযায়ী "বি" গ্রুপ শেয়ারহোল্ডারদের মধ্য থেকে (১)জনাব এ.এস.এম মহিউদ্দিন মোনেম এবং (২) জনাব আহমেদুল হক এ ২ জন পরিচালক ২৭তম বার্ষিক সাধারণ সভায় অবসর গ্রহন করবেন । অবসরকারীদের স্থান পূরনের জ্য কোম্পানীর ২৭তম বার্ষিক সাধারণ সভায় (১৫ মে, ২০১৩) নির্বাচন অনুষ্ঠিত হবে ।

নির্দিষ্ট সময়ের মধ্যে নিম্নলিখিত ২ জন শেয়ারহোল্ডার গ্রুপ "বি" এর পরিচালক নির্বাচনের জন্য নমিনেশন পত্র দাখিল করেন । তাঁরা হলেন :-

১. জনাব এ.এস.এম মহিউদ্দিন মোনেম
২. মিসেস তাহসিনা রহমান



stipulated time. No-body else has submitted any nomination papers so they will be taken as elected Director from Group-B shareholders.

Audit Committee

The Audit Committee of the company met three (3) times during the year and reviewed the followings with special emphasis on compliance of respective recommendations:

- Audit and inspection Report(s) of the Audit Team and External Auditors.
- Ensuring and effective Risk Management system of the Company through ongoing review of the company's internal control system.
- The financial statements of the company for 2012 audited by the External Auditors.
- Stressing on the importance of the Compliance Culture within the Company.

This is to confirm that the company's Audit Committee is constituted as per terms & condition of BSEC'S Circular# CMRRCD/2006-/158/Admin/4308dated 3rd July,2012.

Auditors

M/S. A Wahab & Co, Chartered Accountants was appointed External Auditors of the company for the year 2012 at the 26th Annual General Meeting. They have audited the books of account for the period covering 1st January,2012 to 31st December 2012.This is the 2nd year that A. Wahab &Co. has audited the Financial Statements of the company. They are eligible for re-appointment and expressed their willingness for the year 2013.The Board has recommended their appointment subject to the approval in the Annual General Meeting.

নির্দিষ্ট সময়ের মধ্যে এই ২ জন ব্যতীত অন্য কেহ নমিনেশন পত্র দাখিল না করায় তারা নির্বাচিত বলে গণ্য হবেন

অডিট কমিটি

আলোচ্য বছরে অডিট কমিটি ৩ (তিন) টি সভায় মিলিত হয়েছে এবং প্রতিটি সুপারিশ বাস্তবায়নের উপর বিশেষ গুরুত্ব আরোপ সহ নিম্ন লিখিত বিষয়াদি পুনঃ বিবেচনা করেছেনঃ

১. অডিট টিম ও বহিঃ নিরীক্ষকের অডিট ও ইন্সপেকশন রিপোর্ট।
২. কোম্পানীর আভ্যন্তরীণ নিরীক্ষা কার্যক্রমের সার্বক্ষণিক পুনঃমূল্যায়নের মাধ্যমে কোম্পানীর কার্যকরী ঝুঁকি ব্যবস্থাপনা নিশ্চিত করণ।
৩. বহিঃনিরীক্ষক দল কর্তৃক কোম্পানীর ২০১২ সালের আর্থিক বিবরণীর উপর নিরীক্ষা প্রতিবেদন।
৪. কোম্পানীতে সুপারিশ বাস্তবায়নের (Compliance) প্রয়োজনীয়তার উপর গুরুত্ব আরোপ করেন।

সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন এর সার্কুলার নং সিএমআরআরসিডি/২০০৬-/১৫৮/প্রশাসন/৪৩০৮ তারিখ ৩ই জুলাই,২০১২ এর নির্দেশনা অনুযায়ী কোম্পানীর অডিট কমিটি পুনঃগঠিত হয়েছে।

নিরীক্ষক

কোম্পানীর ২৬তম সাধারণ বার্ষিক সভায় মেসার্স এ ওহাব এন্ড কোং, চার্টার্ড এ্যাকাউন্টেন্ট কে কোম্পানীর ২০১২ সালের বহিঃনিরীক্ষক হিসাবে নিয়োগ প্রদান করা হয়েছে। তাঁরা ১লা জানুয়ারী হতে ৩১শে ডিসেম্বর, ২০১২ সময়ের হিসাব নিরীক্ষা করেছে। ২০১২ সন মেসার্স এ ওহাব এন্ড কোং এর জন্য নিরীক্ষার ২য় বছর, তাঁরা পুনঃ নিয়োগের যোগ্য এবং তারা ২০১৩ সালে নিরীক্ষক হিসাবে কাজ করার আগ্রহ প্রকাশ করেছে। পরিচালনা পর্ষদ বার্ষিক সাধারণ সভায় অনুমোদন সাপেক্ষে তাদের পুনঃ নিয়োগের সুপারিশ করেছে।



Directors' Report to the Shareholders

(Under Section 184 of the Companies Act 1994)

We report that:

- i. The financial statements prepared by the management of the company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
- ii. Proper books of account of the company have been maintained.
- iii. Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.
- iv. International Accounting Standards, as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed.
- v. The system of internal control is sound in design and has been effectively implemented and monitored.
- vi. There are no significant doubts upon the company's ability to continue as a going concern.
- vii. There are no significant deviations from last year operating result of the company.
- viii. During the year ended 31 December 2012 the Board of Directors held 11 (eleven meetings and the Directors serving on the Board attended in aggregate 57.57% of the total number of meetings.
- ix. The key operating and financial data of preceding five years have been provided.
- x. At 31 December 2012, the pattern of shareholding are given below:
 - a) Shareholding of Parent/Subsidiary/ Associate companies and other related parties- Nil.
 - b) Shareholdings of Directors, CEO, Company Secretary, CFO and Head of Internal Audit and their spouses and minor children:



Ownership status

Sl.No.	Name of Director	No. shares	Spouse	Minor Children	Total	% of share
1	Mr. Abdul Awal Mintoo	987,866	595,551	N/A	1,583,417	3.21
2	Mr. Khan Mohd. Ameer	1,211,265	-	N/A	1,211,265	2.46
3	Mr. Khalilur Rahman	2,491,071	-	N/A	2,491,071	5.06
4	Mr. A. Monem	1,297,043	35,090	N/A	1,332,133	2.70
5	Mr. Mohd. A. Awwal	1,073,545	394,095	N/A	1,467,640	2.98
6	Mr. Md. Syedur Rahman Mintoo	991,485	9,707	N/A	1,001,192	2.03
7	Syed M. Altaf Hussain	1,427,525	-	N/A	1,427,525	2.90
8	Mr. Md. Sarwar Kamal	1,024,217	274,806	N/A	1,299,023	2.64
9	Mrs. Nahreen Siddiqua	986,100	-	N/A	986,100	2.00
10	Mr. Tafsir Mohd. Awal	989,731	-	N/A	989,731	2.01
11	Mrs. N. J. Chowdhury	1,053,261	-	N/A	1,053,261	2.14
12	Mr. Mohd. A. Malek	839,531	310,860	N/A	1,150,391	2.34
13	Mr. Mushfiqur Rahman	985,226	-	N/A	985,226	2.00
14	Mr. Nasir A. Latif	586,399	-	N/A	586,399	1.19
15	Mr. Tabith Mohd. Awal	722,125	-	N/A	722,125	1.47
16	Mr. Ahamedul Hoq	11,330	-	N/A	11,330	0.02
17	Mr. ASM Mohiuddin Monem	122,089	-	N/A	122,089	0.25
18	Mr. AKM Shamsuddin	-	-	N/A	-	0.00
19	Managing Director	-	-	N/A	-	0.00
20	Company Secretary	-	-	N/A	-	0.00
21	Chief Financial Officer	-	-	N/A	-	0.00
22	Head Of Internal Audit	-	-	N/A	-	0.00



Corporate Governance

Status of compliance with the conditions imposed by the Commission's Notification No. SEC/ CMRRCD/ 2006-158/129/ Admin/43 dated 03 July, 2012 issued section 2cc of the Securities and Exchange Ordinance, 1969:

Condition No.	Title	Compliance Status		Remarks (if any)
		Put √ in the appropriate column		
		Complied	Not complied	
1.1	Board's size (Shall not be less than 5(five) and more than 20 (twenty)	√	—	—
1.2(i)	Independent Directors (at least 1/5) of the total number of Directors in the company's Board shall be independent Directors)	√	—	
1.2(ii)(a)	Independent Director means (who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;)	√	—	—
1.2(ii)(b)	who is not connected with the company's any sponsor or director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship. His/her family members also should not hold above mentioned shares in the company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members.	√	—	—
1.2(ii)(c)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies;	√	—	—
1.2(ii)(d)	who is not a member, director or officer of any stock exchange;	√	—	—
1.2(ii)(e)	who is not a shareholder, director or officer of any member of stock exchange or an intermediary of the capital market;	√	—	—
1.2(ii)(f)	who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of any statutory audit firm;	√	—	—



Condition No.	Title	Compliance Status		Remarks (if any)
		Put √ in the appropriate column		
		Complied	Not complied	
1.2(ii)(g)	who shall not be an independent director in more than 3 (three) listed companies;	√	—	—
1.2(ii)(h)	who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a Non-Bank Financial Institution (NBFI);	√	—	—
1.2(ii)(i)	who has not been convicted for a criminal offence involving moral turpitude.	√	—	—
1.2(iii)	the independent director(s) shall be nominated by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).	√	—	—
1.2(iv)	the post of independent director(s) cannot remain vacant for more than 90 (ninety) days.	√	—	—
1.2(v)	the Board shall lay down a code of conduct of all Board members and annual compliance of the code to be recorded.	√	—	—
1.2(vi)	the tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only.	√	—	—
1.3(i)	Qualification of Independent Director (ID) Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	√	—	—
1.3(ii)	The person should be a Business Leader/Corporate Leader/ Bureaucrat/ University Teacher with Economics or Business Studies or Law background/ Professionals like Chartered Accountants, Cost & Management Accountants, Chartered Secretaries. The	√	—	—



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



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



Condition No.	Title	Compliance Status		Remarks (if any)
		Put √ in the appropriate column		
		Complied	Not complied	
1.5 (xviii)	Key operating and financial data of at least preceding 5 (five) years shall be summarized .	√	—	—
1.5 (xix)	If the issuer company has not declared dividend (cash or stock) for the year, the reasons thereof shall be given.	—	—	N/A
1.5 (xx)	The number of Board meetings held during the year and attendance by each director shall be disclosed.	√	—	11 meeting with average 57.57% attendance
1.5 (xxi)	The pattern of shareholding shall be reported to disclose the aggregate number of shares (along with name wise details where stated below) held by:-.	√	—	—
	(a) Parent/Subsidiary/Associated Companies and other related parties (name wise details);	—	—	N/A
	(b) Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (namewise details);	√	—	—
	(c) Executives;	√	—	—
	(d) Shareholders holding ten percent (10%) or more voting interest in the company (name wise details).	—	—	N/A
	Explanation: For the purpose of this clause, the expression “executive” means top 5 (five) salaried employees of the company, other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit			
	1.5(xxii)	In case of the appointment/re-appointment of a director the company shall disclose the following information to the shareholders:-		
1.5 (xxii) (a)	a brief resume of the director;	√	—	—
1.5 (xxii) (b)	nature of his/her expertise in specific functional areas;	√	—	—
1.5 (xxii) (c)	names of companies in which the person also holds the directorship and the membership of committees of the board.	√	—	—



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



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



Condition No.	Title	Compliance Status		Remarks (if any)
		Put ✓ in the appropriate column		
		Complied	Not complied	
3.4.1(ii)(a)	The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:- report on conflicts of interests;	√	—	—
3.4.1. (ii)(b)	suspected or presumed fraud or irregularity or material defect in the internal control system;	√	—	—
3.4.1 (ii)(c)	suspected infringement of laws, including securities related laws, rules and regulations;	√	—	—
3.4.1 (ii)(d)	any other matter which shall be disclosed to the Board of Directors immediately.	√	—	—
3.4.2	Reporting to the Authorities If the Audit Committee has reported to the Board of Directors about anything which has material impact on the financial condition and results of operation and has discussed with the Board of Directors and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board of Directors for three times or completion of a period of 6 (six) months from the date of first reporting to the Board of Directors, whichever is earlier.	√	—	—
3.5	Reporting to the Shareholders and General Investors Report on activities carried out by the Audit Committee, including any report made to the Board of Directors under condition 3.4.1 (ii) above during the year, shall be signed by the Chairman of the Audit Committee and disclosed in the annual report of the issuer company.	√	—	—
4 (i)	EXTERNAL/STATUTORY AUDITORS: The issuer company should not engage its external/statutory auditors to perform the following services of the company; namely:-	√	—	—



Condition No.	Title	Compliance Status		Remarks (if any)
		Put √ in the appropriate column		
		Complied	Not complied	
	(i) Appraisal or valuation services or fairness opinions.			
4 (ii)	Financial information systems design and implementation.	√	–	–
4 (iii)	Book-keeping or other services related to the accounting records or financial statements.	√	–	–
4 (iv)	Broker-dealer services.	√	–	–
4 (v)	Actuarial services.	√	–	–
4 (vi)	Internal audit services.	√	–	–
4 (vii)	Any other service that the Audit Committee determines.	√	–	–
4 (viii)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company.	√	–	–
5 (i)	SUBSIDIARY COMPANY: Provisions relating to the composition of the Board of Directors of the holding company shall be made applicable to the composition of the Board of Directors of the subsidiary company.	–	–	N/A
5 (ii)	At least 1 (one) independent director on the Board of Directors of the holding company shall be a director on the Board of Directors of the subsidiary company.	–	–	N/A
5 (iii)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company	–	–	N/A
5 (iv)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also.	–	–	N/A
5 (v)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	–	–	N/A



Condition No.	Title	Compliance Status		Remarks (if any)
		Put √ in the appropriate column		
		Complied	Not complied	
6 (i) (a)	DUTIES OF CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO): The CEO and CFO shall certify to the Board that:- (i) They have reviewed financial statements for the year and that to the best of their knowledge and belief: a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	√	–	–
6 (i) (b)	these statements together present a true and fair view of the company’s affairs and are in compliance with existing accounting standards and applicable laws.	√	–	–
6 (ii)	There are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violation of the company’s code of conduct.	√	–	–
7 (i)	REPORTING & COMPLIANCE OF CORPORATE GOVERNANCE: The company shall obtain a certificate from a Professional Accountant/Secretary (Chartered Accountant/Cost & Management Accountant/Chartered Secretary) regarding compliance of conditions of Corporate Governance Guidelines of the Commission and shall send the same to the shareholders along with the Annual Report on a yearly basis.	√	–	–
7 (ii)	The directors of the company shall state, in accordance with the Annexure attached, in the directors' report whether the company has complied with these conditions.	√	–	–



Acknowledgement

We would like to put it on record our sincerest thanks and deep sense of gratitude to all of our shareholders and valued clients for their unflagging support and cooperation to the company. We are especially grateful to all Banks both in the private and public sector and the management of Multimode Group, Square Group, Beximco Group, KDS Group, Abdul Monem Ltd., Hosaf Group, Monno Group, KAFCO, Bata Shoes (Bangladesh), Novartis Bangladesh, Linde Bangladesh, Hop Lun (BD) Ltd, MI Cement, BSRM, Heidelberg Cement, Pro-Star Group, Chowdury Apparels, McDonald (BD) Pvt. Ltd, Gonoshashtiya Group, DHL Worldwide, NTV, RTV, Masranga TV, ICDDR'B, UAE Embassy, NASA Group, Pacific Jeans, HKD group, Alita Group, Apex Weaving, Dhakarea, MGH Group, Jayson Group, Aristopharma Ltd, Shams Group, NR Group, Al-haj Karim Jute Spinners Ltd, Hotel Westin Dhaka, Hotel Radisson Dhaka, Bashundhara Group, Khulna Power(KPCL), Square Air,RR Aviation, Asia Foundation, Sena Kalyan Sangthsa, DBL Group, Heychem,MJL (mobil) Bangladesh Ltd, SAAD Musa Group,Health Care, Quality Feeds, Techno Textile Ltd., Senakalyan Sangstha, Youth Group, Grameen Phone, A.K.M.Knitware, Care Bangladesh, PAXAR Bangladesh, Summit Group, Khan Jahan Ali Power Plant, Olympic Industries, Builtrade (Pvt) Ltd, Rangs Group etc. for reposing their confidence in the company.

We also extend sincere thanks to Insurance Development and Regulatory Authority, Bangladesh Securities and Exchanges Commission, Dhaka Stock Exchange, Chittagong Stock Exchange, Sadharan Bima Corporation, General Insurance Corporation of India (GIC), Best Re., Malaysia, Trust International Protection, Bahrain, Willis and other Re-Insurers for their support and assistance. The Board also expresses its appreciation to M/s. A. Wahab & Co, the Auditor of the company.

The Board conveys their deep appreciation through the Managing Director to all the Executives, Officers and Staff of the company for their excellent services without which we could not achieve this target. With their sincere, dedicated, whole hearted devotion and committed efforts to the challenging duty and responsibility, we may look forward to achieving better results in the coming days. The Board of Directors have been pleased to reward its staff including Executives, Officers and Employees with maximum 3 (three) incentive bonus based on individual performance to be decided by the management.

With our profound regards to all our valuable shareholders, we promise to continue the growth with your active support to attain our desired goal.

Thanking you all,

On behalf of the Board of Directors


Abdul Awal Mintoo
Chairman

কৃতজ্ঞতা স্বীকার


আমরা সম্মানিত শেয়ারহোল্ডার ও বীমা গ্রহিতাদের কে তাদের দৃঢ় সমর্থন ও সহযোগিতার জন্য আমাদের আন্তরিক ধন্যবাদ ও গভীর কৃতজ্ঞতা জ্ঞাপন করছি। আমরা বিশেষভাবে সরকারী ও বেসরকারী ব্যাংক সমূহ, মালটিমোড গ্রুপ, বেক্সিমকো গ্রুপ, কেডিএস গ্রুপ, আব্দুল মোনেম গ্রুপ, হোসাপ গ্রুপ, মনু গ্রুপ, স্কয়ার গ্রুপ, কর্নফুলী ফাটিলাইজার কোং লিঃ (কাফকো), রবি (এ্যাকটেল), বাটা সু (বাংলাদেশ) লিঃ, এয়ারটেল, নোভারটিস (বাংলাদেশ) লিঃ, লিনডে বাংলাদেশ লিঃ, হোপা-লুন, হাইডেলবার্গ সিমেন্ট, গ্রাকসো স্মিথক্রাইন, প্রো-স্টার গ্রুপ, চৌধুরী এ্যাপারেলস, ম্যাকডোনাল্ড (বাংলাদেশ) লিঃ, গনস্বাস্থ্য গ্রুপ, ডি.এইচ.এল ওয়ার্ল্ড-ওয়াইড, এনটিভি, আরটিভি, মাছরাঙা টিভি, আইসিডিডিআর-বি, আরব এ্যামিরাত দূতাবাস, ভারতীয় দূতাবাস, নাশা গ্রুপ, প্যাসিফিক জিনস, এইচ কে ডি গ্রুপ, আলিটা গ্রুপ, এ্যাপেল উইভিং, আনলিমা ডাইং, ঢাকারিয়া, এম.জি.এইচ গ্রুপ, জেসন গ্রুপ, এ্যারিস্টো ফার্মা লিঃ, শামস গ্রুপ, এন আর গ্রুপ, আলহাজ্ব করিম টেক্সটাইল, যমুনা গ্রুপ অব ইন্ডাস্ট্রিজ, হোটেল ওয়েস্টইন, হোটেল রেডিসন, বসুন্ধরা গ্রুপ, খুলনা পাওয়ার, স্কয়ার এয়ার, আর আর এ্যাবিয়েশন, ডিবিএল গ্রুপ, হাইচেম, এমজেএল (মবিল), সাদ মুসা গ্রুপ, এশিয়া ফাউন্ডেশন, কোয়ালিটি ফিডস, টেকনো টেক্সটাইল লিঃ, সেনা কল্যান সংস্থা, ইয়ুথ গ্রুপ, গ্রামীনফোন, এ কে এম লিঃ, কেয়ার বাংলাদেশ, পেন্সার, সামিট গ্রুপ, খানজাহান আলী পাওয়ার প্লান্ট, অলিম্পিক ইন্ডাস্ট্রিজ, বিলট্রেড (প্রাঃ) লিঃ এবং র্যাংগস গ্রুপ প্রগতি ইন্স্যুরেন্সের উপর যে আস্থা প্রদর্শন করেছেন তার জন্য পরিচালকমন্ডলী তাঁদের নিকট গভীরভাবে কৃতজ্ঞ।

আমরা গণপ্রজাতন্ত্রী বাংলাদেশ সরকার, বীমা উন্নয়ন ও নিয়ন্ত্রণ কর্তৃপক্ষ, সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন, ঢাকা স্টক এক্সচেঞ্জ, চট্টগ্রাম স্টক এক্সচেঞ্জ, সাধারণ বীমা কর্পোরেশন, জেনারেল ইন্স্যুরেন্স কর্পোরেশন(GIC) ভারত, বেস্ট রিই-মালয়েশিয়া, ট্রাস্ট ইন্টারন্যাশনাল-বাহরাইন এবং অন্যান্য রি-ইন্স্যুরার কে তাদের সমর্থন ও সহযোগিতার জন্য ধন্যবাদ জানাচ্ছি। পরিচালনা পর্ষদ কোম্পানীর নিরীক্ষক মেসার্স এ. ওহাব এন্ড কোং চার্টার্ড এ্যাকাউন্টেন্টসকে ধন্যবাদ জ্ঞাপন করছে।

পরিচালনা পর্ষদ ব্যবস্থাপনা পরিচালককে বিশেষভাবে ধন্যবাদ জানাচ্ছে এবং তাঁর মাধ্যমে কোম্পানীর সমস্ত নির্বাহী, কর্মকর্তা ও কর্মচারীদেরকে তাঁদের প্রশংসনীয় কাজের জন্য ধন্যবাদ জ্ঞাপন করছে। তাদের আন্তরিক উৎসর্গের মনোভাব, কর্মনিষ্ঠা, অক্লান্ত পরিশ্রম, ও সেবার মাধ্যমে আগামী দিনগুলোতে কোম্পানী আরো ভাল ফলাফল অর্জন করবে বলে দৃঢ় প্রত্যাশা ব্যক্ত করছে। পরিচালকমন্ডলী আন্তরিক এবং প্রশংসনীয় কর্মদির্মের জন্য সকল শ্রেণীর কর্মকর্তা ও কর্মচারীবৃন্দকে ৩টি উৎসাহ বোনাস প্রদানের সিদ্ধান্ত গ্রহণ করেছেন।

পরিশেষে, আমরা আমাদের দৃঢ় সংকল্পের প্রতি গভীর অঙ্গীকার প্রকাশ করছি যে, আমরা বীমা গ্রহিতাদেরকে সেবার দ্বারা তাদের পূর্ণ আর্থিক নিরাপত্তা প্রদানের মাধ্যমে তাঁদের সম্ভ্রষ্ট অর্জনে সदा সচেষ্ট থাকব।

ধন্যবাদ
পরিচালকমন্ডলীর পক্ষে


আব্দুল আউয়াল মিন্টু
চেয়ারম্যান।

Report of the Audit Committee

The audit committee of the Pragati Insurance Limited is a sub-committee of the Board of Directors appointed by the Board of the company. The Audit Committee comprise of the following directors.

- | | |
|------------------------------|---------------------------------|
| 1. Mr. A K M Shamsuddin | Chairman & Independent Director |
| 2. Mr. Tabith Mohd. Awal | Member and Director |
| 3. Mr. A S M Mohiuddin Monem | Member and Director |

The committee operates according to the terms of reference approved by the Board and in compliance with section 3.00 of the Bangladesh Securities and Exchange Commission's notification No. SEC/CMRRCD/2006-158/129/Admin/43 dated 3rd July 2012. The committee is accountable for all audit activities and reports to the Board of Directors of the company. The key role of the Audit Committee is to monitor, review and examine the financial statements, corporate governance practices, internal control systems and risk management activities related with the insurance.

Resolutions of the Audit Committee meeting

During the year 2012 under review 3 (three) meetings of the Audit Committee were held and the Committee focused on the following activities.

1. Reviewed the reliability and consistency of the financial statements of the company to ensure that the internal control and compliance procedures are adequate to present a true and fair view of the company's state of affairs for the year 2012.
2. Reviewed the draft annual financial statement of accounts for the year 2012 that audited by the external auditors. Ensured that proper disclosure required under Accounting Standards as adopted in Bangladesh have been made and also complied with the Companies Act and various rules and regulations applicable to insurance business.
3. Reviewed the unaudited quarterly and half yearly financial statement of accounts for their proper presentation to the shareholders and regulatory authorities.
4. Reviewed the various reports of the Internal Auditor and their recommendations to take appropriate actions to the management where needed.



5. Reviewed the audit plan 2012 and also approved the internal audit plan 2013 with appropriate directions to the Internal Auditor.
6. Reviewed the appointment of external auditors.

Approval of Financial Statement

The Audit Committee reviewed and examined the annual financial statements 2012 prepared by the management and audited by the external auditors and recommended the same before the Board for consideration.

Acknowledgement

The Audit Committee members expressed their sincere thanks to the members of the Board, management of the company and the auditors for their support to carry out its duties and responsibilities effectively.

Mr. A K M Shamsuddin
Chairman, Audit Committee

**To the shareholder of
Pragati Insurance Limited**

**Certificate on compliance of conditions of corporate governance by Pragati
Insurance Limited for the year ended December 31, 2012.**

We have reviewed the relevant documents concerning the company's compliance with the corporate governance matters.

Basis of opinion

We carried out our review in accordance with the guidelines issued by the Securities & Exchange Commission under Notification No. SEC/CMRROD/2006-158/134/Admin/44 dated 07 August 2012.

Period Covered

Our review for this certificate is confined to the aspects for the year ended December 31, 2012.

Opinion

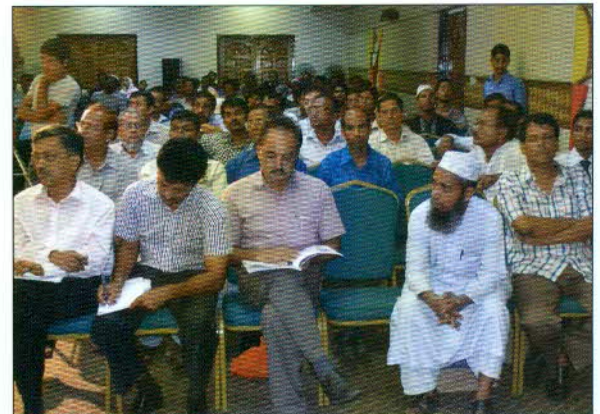
In our opinion, based on our review of relevant documents and also information made available to us by the management, the company's compliance status with corporate governance requirements as shown in Annexure reflects the company's compliance with the condition of Corporate Governance Guidelines of SEC applicable for listed companies.

Date : Dhaka
April 28.2013


(A WAHAB & CO)
Chartered Accountants



26th AGM in Picture





Audit report and Statemnet of Accounts For the year ended December 31,2012

Pragati Insurance Limited Balance Sheet As at 31 December, 2012

	2012	2011
	Amount in ₹	Amount in ₹
(CAPITAL & LIABILITIES)	2,000,000,000	2,000,000,000
Authorized capital	492,583,245	447,802,950
200,000,000 Ordinary shares of Tk. 10 each		52,272
Issued, Subscribed & Paid-up capital	2,171,002,819	2,176,680,106
49,258,325 Ordinary shares of Tk. 10 each	542,874,847	483,971,633
Share Premium	105,869,651	105,869,651
Reserve or Contingency account	1,412,133,235	1,412,133,235
Reserve for Exceptional Losses	62,754,349	94,881,353
Contingency Reserve for Insurance Guarantees		
and Tail ended Insurance Business		
Revaluation Reserve	47,370,237	79,823,734
General Reserve		
Profit & Loss Appropriation Account	296,049,194	242,139,902
	41,978,931	35,624,754
Balance of fund & account	144,638,448	110,396,753
Fire Insurance Business	109,431,816	95,918,393
Marine Insurance Business		2,354,351
Misc. Insurance Business	10,708,996	139,792,735
Premium Deposit	85,761,623	70,499,537
Liabilities & provision	77,954,049	69,293,198
Estimated liabilities in respect of outstanding		
Claims whether due or intimated,	7,807,574	
Amount due to other persons or bodies		
for carrying on insurance business.		
Loan from Bank for Building Project (Secured)	72,887,911	176,486,506
	103,625,306	84,037,130
Sundry creditors	212,104,453	179,104,453
Provision for Income Tax	14,890,000	12,890,000
Provision for Deferred Tax		
	3,459,613,547	3,461,340,405

Net Asset Value Per Share

Managing Director

Dated: Dhaka,

Director



Auditor's report to the shareholders of Pragati insurance limited

We have audited the accompanying Balance Sheet of Pragati Insurance Limited as of December 31, 2012 and the related Profit and Loss Account and Statement of Cash Flows for the year then ended. The preparation of these financial statements is the responsibility of the Company's management. Our responsibility is to express an independent opinion on these Financial Statements based on our audit.

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

In our opinion, the financial statements prepared in accordance with Bangladesh Accounting Standards (BAS) except Bangladesh Accounting Standards (BAS) 12, give a true and fair view of the state of the company's affairs as of December 31, 2012 and of the results of its operations and its Cash Flows for the year then ended and comply with the Companies Act, 1994, Insurance Act 2010 and Insurance Rules 1958, the Securities Exchange Rules 1987 and other applicable laws and regulations.

Subject to the accompanying notes and disclosures therein we also report that:

- i) We have obtained information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- ii) In our opinion, proper books of account as required by law have been kept by the company;
- iii) The company's Balance Sheet and Profit and Loss Account and its Cash Flows dealt with by the report are in agreement with the books of account and returns;
- iv) The expenditure incurred was for the purposes of the company's business;
- v) As per Section 63(2) of the Insurance Act 2010 as amended, we certify that to the best



of our knowledge and belief and according to the information and explanations given to us, all expenses of management wherever incurred and whether incurred directly or indirectly, in respect of insurance business of the company transacted in Bangladesh during the year under report have been duly debited to the related Revenue Accounts and the Profit & Loss Account of the Company; and

vi) As per Insurance Act, 2010, we certify that to the best of our information and as shown by its books, the Company during the year under report has not paid any person any commission in any form outside Bangladesh in respect of any of its business re-insured abroad.

Dated: Dhaka, April 13, 2013


(A. WAHAB & CO.)
CHARTERED ACCOUNTANTS




Balance Sheet

As at 31 December, 2012

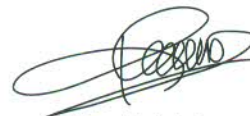
CAPITAL & LIABILITIES	Notes	2012	2011
		Amount in BDT	Amount in BDT
Authorised capital			
200,000,000 Ordinary shares of Tk.10 each		2,000,000,000	2,000,000,000
Issued, Subscribed & Paid-up capital			
49,258,325 Ordinary shares of Tk. 10 each	4	492,583,245	447,802,950
Share Premium			52,272
Reserve or Contingency account		2,171,002,819	2,176,680,106
Reserve for Exceptional Losses	5	542,874,847	483,971,633
Contingency Reserve for Insurance Guarantees and Tail ended Insurance Business	6	105,869,651	105,869,651
Revaluation Reserve	7	1,412,133,735	1,412,133,735
General Reserve	8	62,754,349	94,881,353
Profit & Loss Appropriation Account	9	47,370,237	79,823,734
Balance of fund & account		296,049,194	242,139,902
Fire Insurance Business		41,978,931	35,624,754
Marine Insurance Business		144,638,448	110,596,755
Misc. Insurance Business		109,431,816	95,918,393
Premium Deposit	10	10,708,996	2,354,351
Liabilities & provision		85,761,623	139,792,735
Estimated liabilities in respect of outstanding Claims whether due or intimated.	11	77,954,049	70,499,537
Amount due to other persons or bodies for carrying on insurance business.	12	7,807,574	69,293,198
Loan from Bank for Building Project (Secured)	13	72,887,911	176,486,506
Sundry creditors	14	103,625,306	84,037,130
Provision for Income Tax	15	212,104,453	179,104,453
Provision for Deferred Tax	16	14,890,000	12,890,000
		3,459,613,547	3,461,340,405
Net Asset Value Per Share		54.07	58.60

The annexed Notes from 1 to 35 form an integral part of these financial statements. These financial statements were approved by the Board of Directors 11-04-2013 and were signed on its behalf by:


Md. Manirul Islam
Managing Director

Dated: Dhaka, April 13, 2013


Mr. A.K.M Shamsuddin
Director


Khan Mohd. Ameer
Vice-Chairman



Balance Sheet

As at 31 December, 2012

PROPERTY & ASSETS	Notes	2012	2011
		Amount in BDT	Amount in BDT
Investment		344,836,552	397,144,840
National Investment Bond	17	4,586,755	4,586,755
Shares & debentures (at Cost)	18	340,249,797	392,558,085
Outstanding Premium	19	-	117,982,046
Amount due from other persons or bodies carrying on insurance business	20	162,580,936	128,805,602
Interest, Dividend & Rent outstanding	21	1,064,574	1,064,574
Sundry Debtors	22	36,671,431	86,558,419
Advance Payment of Tax	23	163,780,124	139,326,105
Cash and Bank Balances	24	629,549,228	510,464,310
Fixed Deposit Accounts		444,556,079	386,114,179
STD & Current Accounts		172,525,382	109,437,372
Cash, Cheque in hand & Stamp		12,467,767	14,912,759
Other accounts		2,121,130,703	2,079,994,508
Land (freehold)	25	831,282,523	829,624,403
Holiday Homes	26	4,130,090	4,130,090
Fixed Assets(at cost less accumulated depreciation)	27	84,041,716	64,210,875
Building	28	1,201,187,374	1,181,033,640
Stock of printing materials		489,000	995,500
		3,459,613,547	3,461,340,405


Abdul Awal Mintoo
Chairman


(A WAHAB & CO)
Chartered Accountants



PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2012

Particulars	Notes	2012	2011
Expenses of Management			
(not applicable to any fund or account)		24,528,959	19,777,828
Director Fees & Expenses		1,046,000	2,379,000
Registration & Renewal Fee	31	3,980,535	4,753,045
Audit Fees(including fee for special audit)	32	298,750	920,675
Depreciation		12,541,202	11,644,774
Profit for the year transferred to			
Profit & Loss Appropriation Account		141,221,186	133,388,430
		<u><u>183,616,632</u></u>	<u><u>172,863,752</u></u>

PROFIT AND LOSS APPROPRIATION ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2012

Particulars	Notes	2012	2011
Reserve for Exceptional Losses		58,903,214	47,720,583
Provision for Income Tax		33,000,000	25,000,000
Provision for Deferred Tax		2,000,000	2,500,000
Balance transferred to Balance Sheet		47,370,237	79,823,734
		<u><u>141,273,451</u></u>	<u><u>155,044,317</u></u>
Earning Per Share	33	2.16	2.36


Md. Manirul Islam
 Managing Director
 Dated: Dhaka, April 13, 2013


Mr. A.K.M Shamsuddin
 Director


Khan Mohd. Ameer
 Vice-Chairman



PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2012

Particulars	Notes	2012	2011
Interest, Dividend and Rent			
(Not applicable to any fund or account)	29	50,372,160	46,305,976
Interest received & accrued		45,848,920	41,796,442
Dividend and Debenture interest		4,523,240	4,509,534
Profit transferred from :		156,060,656	89,319,850
Fire revenue account		76,277,672	19,334,996
Marine revenue account		52,701,365	39,716,666
Misc. revenue account		27,081,619	30,268,188
Other income :	30	(22,816,183)	37,237,926
Misc. receipt		1,674,090	3,054,769
Profit on sale of investment (shares)		(57,883,517)	6,201,646
Building Rent		33,393,244	27,981,511
		183,616,632	172,863,752

PROFIT AND LOSS APPROPRIATION ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2012

Particulars	Notes	2012	2011
Net profit for the year transferred from Profit and Loss Account		141,221,186	133,388,430
Balance brought forward from previous year	9	52,265	21,655,887
		141,273,451	155,044,317

The annexed Notes from 1 to 35 form an integral part of these financial statements. These financial statements were approved by the Board of Directors 11-04-2013 and were signed on its behalf by:


Abdul Awal Mintoo
Chairman



(A WAHAB & CO)
Chartered Accountants



CONSOLIDATED REVENUE ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2012


Particulars	Fire	Marine Cargo	Marine Hull	Motor	Misc	Total 2012	Total 2011
Claim under policies less Re-insurance :							
Claim paid during the year	33,681,773	19,046,090	404,588	34,775,773	6,844,304	94,752,528	80,788,205
Total Estimated liability in respect of outstanding claims at the end of the year under due or intimated	24,422,169	26,993,150	200,037	8,358,930	17,979,763	77,954,049	70,499,537
	58,103,942	46,039,240	604,625	43,134,703	24,824,067	172,706,577	151,287,742
Less : Outstanding Claim at the end of the previous year	39,404,844	13,430,814	-	7,762,000	9,901,879	70,499,537	90,953,941
	18,699,098	32,608,426	604,625	35,372,703	14,922,188	102,207,040	60,333,801
Expenses for management	34,997,840	119,340,654	1,292,372	61,814,536	30,432,843	247,878,245	222,410,530
Commission	69,176,422	57,993,518	2,277,031	22,458,087	14,256,911	166,161,969	208,990,165
Profit transfer to Profit & Loss Account	76,277,672	47,659,478	5,041,887	13,719,270	13,362,349	156,060,656	89,319,849
Balance on Account at the end of the year as shown in Balance Sheet :							
Reserve for unexpired risks being 50% of Fire, Marine Cargo, Motor & Misc. and 100% the Marine Hull Premium income of the year.	41,978,930	141,572,201	3,066,247	73,329,747	36,102,069	296,049,194	242,139,901
Total:	241,129,962	399,174,277	12,282,162	206,694,343	109,076,360	968,357,104	823,194,246

The annexed Notes from 1 to 35 form an integral part of these financial statements. These financial statements were approved by the Board of Directors 11-04-2013 and were signed on its behalf by:


Md. Manirul Islam
Managing Director

Dated: Dhaka, April 13, 2013


Mr. A.K.M Shamsuddin
Director


Khan Mohd. Ameer
Vice-Chairman



CONSOLIDATED REVENUE ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2012

Particulars	Fire	Marine Cargo	Marine Hull	Motor	Misc.	Total 2012	Total 2011
Balance of Account at the beginning of the year : Reserve for unexpired risk	35,624,754	103,522,783	7,073,972	60,034,850	35,883,543	242,139,902	238,973,299
Premium, Less Re-insurance	83,957,861	283,144,402	3,066,247	146,659,493	72,204,138	589,032,141	477,205,830
Commission on Re-Insurance ceded	121,547,347	12,507,092	2,141,943	-	988,679	137,185,061	107,015,117
Total:	241,129,962	399,174,277	12,282,162	206,694,343	109,076,360	968,357,104	823,194,246


Abdul Awal Mintoo
Chairman



(A WAHAB & CO)
Chartered Accountants



FIRE INSURANCE REVENUE ACCOUNT


FOR THE YEAR ENDED 31ST DECEMBER, 2012

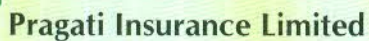
	<u>2012</u>	<u>2011</u>
Claims under policies		
Less : Re-insurance :		
Paid during the year	33,681,773	21,331,035
Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	24,422,169	39,404,844
	58,103,942	60,735,879
Less : Outstanding claims at the end of the previous year	39,404,844	56,906,811
	18,699,098	3,829,068
Expenses of management	34,997,840	35,556,492
Commission	69,176,422	105,071,086
Profit transferred to Profit & Loss Account	76,277,672	19,334,996
Balance of account at the end of the year as shown in Balance Sheet :		
Reserve for unexpired risks, being 50% of the fire premium income of the year	41,978,930	35,624,754
	241,129,962	199,416,396


Md. Manirul Islam
Managing Director

Dated: Dhaka, April 13, 2013


Mr. A.K.M Shamsuddin
Director


Khan Mohd. Ameer
Vice-Chairman



FOR THE YEAR ENDED 31ST DECEMBER, 2012


Abdul Awal Mintoo
Chairman


A. Wahab & Co.
(A WAHAB & CO)
Chartered Accountants



MARINE INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER, 2012

	<u>CARGO</u>	<u>HULL</u>	<u>2012</u>	<u>2011</u>
Claims under Policies				
Less : Re-Insurance:				
Paid during the year	19,046,090	404,588	19,450,678	16,188,700
Total estimated liability in respect of Outstanding Claims at the end of the year whether due or intimated	26,993,150	200,037	27,193,187	13,430,814
	46,039,240	604,625	46,643,865	29,619,514
Less : Outstanding Claims at the end of the previous year	13,430,814	-	13,430,814	8,047,413
	32,608,426	604,625	33,213,051	21,572,101
Expenses of Management	119,340,654	1,292,372	120,633,026	98,555,184
Commission	57,993,518	2,277,031	60,270,549	63,245,227
Profit transferred to Profit & Loss Account	47,659,478	5,041,887	52,701,365	39,716,666
Balance of Account at the end of the year as shown in Balance Sheet : Reserve for unexpired risks being 50% of the Marine Cargo Premium income 100% of the Marine Hull Premium Income of the year	141,572,201	3,066,247	144,638,448	110,596,754
	399,174,277	12,282,162	411,456,439	333,685,933


Md. Majirul Islam
Managing Director

Dated: Dhaka, April 13, 2013


Mr. A.K.M Shamsuddin
Director


Khan Mohd. Ameer
Vice-Chairman

MARINE INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER, 2012

[illegible]


Abdul Awal Mintoo
Chairman

A. Wahab & Co.
(A WAHAB & CO)
Chartered Accountants



MISCELLANEOUS INSURANCE REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER, 2012

	<u>MOTOR</u>	<u>MISC.</u>	<u>TOTAL 2012</u>	<u>TOTAL 2011</u>
Claims under policies less : Re-insurance: paid during the year	34,775,773	6,844,304	41,620,077	43,268,470
Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	8,358,930	17,979,763	26,338,693	17,663,879
	43,134,703	24,824,067	67,958,770	60,932,349
Less : Outstanding claims at the end of the previous year	7,762,000	9,901,879	17,663,879	25,999,717
	35,372,703	14,922,188	50,294,891	34,932,632
Expenses of management	61,814,536	30,432,843	92,247,379	88,298,854
Commission	22,458,087	14,256,911	36,714,998	40,673,852
Profit & Loss Account	13,719,270	13,362,349	27,081,619	30,268,188
Balance of account at the end of the year as shown in Balance Sheet : Reserve for unexpired risks being 50% of the motor and misc. premium income of the year	73,329,747	36,102,069	109,431,816	95,918,393
Tk.	206,694,343	109,076,360	315,770,703	290,091,919

Md. Majirul Islam
Managing Director

Dated: Dhaka, April 13, 2013

Mr. A.K.M Shamsuddin
Director

Khan Mohd. Ameer
Vice-Chairman

MISCELLANEOUS INSURANCE REVENUE ACCOUNT
FOR THE YEAR ENDED 31ST DECEMBER, 2012

[illegible]


Abdul Awal Mintoo
Chairman

A. Wahab & Co.
(A WAHAB & CO)
Chartered Accountants

Statement of Changes of Shareholders Equity

FOR THE YEAR ENDED 31ST DECEMBER, 2012

Particulars	Share capital	Share Premium	Reserve for exceptional losses	Contingency Reserve for Insurance Gurantees	Revaluation Reserve	General reserve	Profit & loss appropriation	Total equity
	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka
Balance at 1 January 2012	447,802,950	52,272	483,971,633	105,869,651	1,412,133,735	94,881,353	79,823,734	2,624,535,328
Dividend paid (Stock)	44,780,295	(52,272)	-	-	-	(32,127,004)	(12,601,019)	
Dividend paid (Cash)							(67,170,450)	(67,170,450)
Transferred to Reserve for exceptional losses	-	-	58,903,214	-		-	-	58,903,214
Transferred to Revaluation reserve	-	-	-	-		-		-
Transferred to profit & loss appropriation account	-	-	-	-	-	-	47,317,972	47,317,972
Balance at 31 December 2012	492,583,245	-	542,874,847	105,869,651	1,412,133,735	62,754,349	47,370,237	2,663,586,064

The annexed Notes from 1 to 35 form an integral part of these financial statements. These financial statements were approved by the Board of Directors 11-04-2013 and were signed on its behalf by:


Md. Manirul Islam
Managing Director
Dated: Dhaka, April 13, 2013


Mr. A.K.M Shamsuddin
Director


Khan Mohd. Ameer
Vice-Chairman


Abdul Awal Mintoo
Chairman


(A WAHAB & CO)
Chartered Accountants



Statement of Cash Flow

For the year ended 31st December, 2012

Particulars	2012 (Taka)	2011 (Taka)
A. Cash Flow from Operating Activities		
Collection from Premium & Other income	1,339,119,791	1,257,549,364
Less: Payment for Expenses of Management, Re-insurance, Claim and Commission etc.	1,220,959,075	1,197,833,255
Less: Tax paid/or deducted	24,454,019	17,706,789
Net Cash Flow From Operating Activities	93,706,698	42,009,320
B. Cash Flow from Investing Activities		
Interest & other Income	47,523,010	44,851,212
Dividend Income	4,523,240	4,509,534
Rental Income	33,393,244	27,981,511
Purchase of Fixed Assets	(29,814,526)	(36,075,964)
Disposal Of Fixed Assets	435,010	4,191,469
Land & Building	(2,221,000)	(32,820,402)
Net Fund adjustment with Brokers house	142,308,288	(11,818,532)
Net Cash Flow From Investing Activities	196,147,265	818,828
C. Cash Flow from Financing Activities		
Increase/Decreased of bank Overdraft	(103,598,595)	849,213
Dividend Paid	(67,170,450)	(56,447,947)
Net Cash Flow From Financing Activities	(170,769,045)	(55,598,734)
Increase/Decrease in Cash Flow(A + B + C)	119,084,918	(12,770,586)
Opening Cash In hand& Bank	510,464,310	523,234,896
Closing Cash In hand& Bank	629,549,228	510,464,310
Net operating cash flow per share	1.90	0.94


Md. Manirul Islam
 Managing Director
 Dated: Dhaka
 April 13, 2013


Mr. A.K.M Shamsuddin
 Director


Khan Mohd. Ameer
 Vice-Chairman


Abdul Awal Mintoo
 Chairman


(A WAHAB & CO)
 Chartered Accountants



Notes on accounts

For the year ended December 31, 2012

1.00 Background

Pragati Insurance Limited (the Company) was incorporated as a public company on 27 January 1986 and obtained the Certificate of Commencement of Business from the Registrar of Joint Stock Companies, Bangladesh with effect from 30 January 1986. The Company is listed with both Dhaka Stock Exchange and Chittagong Stock Exchange as a Public Limited Company. The primary objectives of the company are to carry on all kinds of insurance, guarantee and indemnity business other than life insurance business.

2.00 Basis of presenting accounts and significant accounting policies

1.01 Basis of presenting accounts

- a) These accounts have been prepared under Generally Accepted Accounting Principles (GAAP) on historical cost convention. These statements are also prepared in accordance with applicable Accounting Standards as adopted by the Institute of Chartered Accountants of Bangladesh and where relevant with presentational requirement of the law.
- b) The Balance Sheet has been prepared in accordance with the regulations contained in Part I of the First Schedule and as per Form "A" as set forth in Part II of that Schedule and the Revenue Account of each class of general insurance business has been prepared in accordance with the regulations as contained in Part I of the Third Schedule and as per Form "F" as set forth in Part II of that Schedule of the Insurance Act 2010 as amended.

1.02 Significant accounting policies

a) Premium Income:

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

b) Interest on Statutory and other Investments :

The interest received during the year from banks on STD account and FDR Accounts has been duly credited to the Profit and loss Account. Interest on statutory investment has been credited of receipt basis as per previous practice.

c) Gain and Loss on Shares and Debentures

Gain and loss on sale of shares and dividend income earned during the year have been shown in the Profit and Loss Account and the tax relief as well as the concession on the

rate of tax as availed under the existing income tax law, have been given effect in the accounts.

d) Management Expenses

Management expenses as charged to Revenue Accounts amounting to Tk. 247,878,245 represents approximately 21.53% of gross premium of Tk.1,151,251,328. The expenses have been apportioned @ 14.18% to Fire, 48.63% to Marine and 37.19% to Miscellaneous business as per Management decision.

e) Provision for Unexpired Risks

Before arriving at the surplus of each class of business, necessary provision for unexpired risks have been created at the rate of 50% on all business except on Marine Hull business for which the provision was made @ 100% of the total premium for the year 2012.

f) Reserve for Exceptional Loss

Reserve for Exceptional Losses as appropriated out of current year's profit before tax provision amounts to Tk. 58,903,214 being 10% of the net premium earned during the year.

g) Depreciation on Fixed Assets

Depreciation on Fixed Assets has been charged consistently on cost for full year as per Straight Line Method at the following rates:

Category of Assets	Rate of Depreciation
Furniture & Fixture	10%
Fixtures (Plastic Sign)	15%
Motor Vehicles	20%
Office & Electrical Equipment	15%
Miscellaneous Items	20%
Electrical Equipments (Building)	10%
Office Decoration	10%

No Depreciation has been charged on current year addition of Fixed Assets and Office Building except Electrical Equipment with building of the Company.

h) Outstanding Premium

There is no outstanding premium during the year 2012.

i) Use of Estimate

Preparation of financial Statements in conformity with International Accounting Standards requires management to make estimate and assumptions that affect the reported amounts of asset and liabilities and discloser of the contingent asset and liabilities if any at the date of the financial statements and revenues and expenses during the year reported. Actual result could differ from those estimates. Estimates are used in accounting for certain items such as depreciation, outstanding claims, taxes reserve etc.

j) Issue of Bonus Share

The company has issued 4,478,029 bonus shares from net profit of 2011, share premium & general reserve by crediting to share capital account during the year 2012.



k) Operation

During the year under audit, the gross premium earned by the company amounted to Tk. 1,151,251,328 including public sector business of Tk. 35,701,881. After ceding for re-insurance premium the net premium for the year amounted to Tk. 589,032,141 and after charging direct expenses there from the net underwriting profit stood at Tk. 156,060,656 as against Tk. 89,319,849 in the previous year.

l) Public Sector Business

Public Sector Business up to June 2012 has been accounted for on the basis of statements received from Sadharan Bima Corporation.

m) Taxation

Provision for income tax has been made @ 42.50% as per Finance Act, 2010 applicable for 2012 of the profit made by the company considering taxable add-back of income and disallowance of expenditure.

n) Deferred Tax

Provision for deferred tax has been made on lump sum basis based on best estimate and in view of temporary difference due to the carrying amount of an asset or liability and its tax base.

o) Tax Assessment Position

Management has filed appeals with the High Court Division against the order of Tax Appellate Tribunal for the assessment year 2006-2007, 2007-2008 and 2008-2009. Another appeal has been filed to the Tax Appellate Tribunal against the order of Deputy Commissioner of Taxes for the assessment year 2009-2010 and gets the order in favor of the company. Tax authority goes to High Court against Tribunal order. Appeal has been filed to the 1st Appellate Commissioner against the order of DCT for the assessment year 2010-2011 and gets decision in favor of the company and tax authority goes to Appellate Tribunal. Appeal has been filed to the 1st Appellate Commissioner against the order of DCT for the assessment year 2011-2012 and Commissioner's (Appeal) decision goes in favor of the company. Appeal has been filed to the 1st Appellate Commissioner against the order of DCT for the assessment year 2012-2013 and hearing not yet took place.

p) Basic Earnings per Share

This has been calculated by dividing the basic earning by the weighted average number of ordinary shares outstanding during the year as per BAS-33.

q) Gratuity Fund

Gratuity Fund of Pragati Insurance Limited. is registered with National Board of Revenue.

r) Others

Figures have been rounded off to the nearest Taka and previous year's figures have been re-arranged, wherever necessary, for the purpose of comparison.

3.00 Valuation of Assets

The value of all assets at 31 December 2012 as shown in the Balance Sheet and in the Classified Summary of Assets on Form 'AA' annexed have been reviewed and the said assets have been set forth in the Balance Sheet at amounts at their respective book values which do not exceed their aggregate market value.



4 Share capital

Authorized:

200,000,000 ordinary shares of Tk 10 each

<u>Taka</u>	<u>Taka</u>
<u>2,000,000,000</u>	<u>2,000,000,000</u>

Issued, subscribed and paid up:

49,258,325 ordinary Shares of Tk 10 each Fully Paid up bonus share
(10%) allotted in 2011 (Out of Net Profit)

<u>492,583,245</u>	<u>447,802,950</u>
--------------------	--------------------

6,100,000 Ordinary shares of Tk.10 each Fully paid up in cash

61,000,000	61,000,000
------------	------------

1,220,000 Ordinary shares of Tk.10 each Fully paid up as bonus
share(20%) allotted in 1997

12,200,000	12,200,000
------------	------------

2,196,000 Ordinary shares of Tk.10 each Fully paid up as bonus
share(30%) allotted in 2002(out of general reserve as at 31st december 2001)

21,960,000	21,960,000
------------	------------

2,379,000 Ordinary shares of Tk.10 each Fully paid up as bonus
share(25%) allotted in 2003(out of general reserve as at 31st december

23,790,000	23,790,000
------------	------------

3,211,650 Ordinary shares of Tk.10 each Fully paid up as bonus
share(27%) allotted in 2004(out of Share Premium)

32,116,500	32,116,500
------------	------------

3,776,650 Ordinary shares of Tk.10 each Fully paid up as bonus
share(25%) allotted in 2005(out of Share Premium)

37,766,500	37,766,500
------------	------------

2,832,500 Ordinary shares of Tk.10 each Fully paid up as bonus
share(15%) allotted in 2006(out of Share Premium & General reserve)

28,325,000	28,325,000
------------	------------

3,257,370 Ordinary shares of Tk.10 each Fully paid up as bonus
share(15%) allotted in 2007(out of Share Premium & General reserve)

32,573,700	32,573,700
------------	------------

8,740,600 Ordinary shares of Tk.10 each Fully paid up as bonus
share(35%) allotted in 2008(out of net Profit)

87,406,000	87,406,000
------------	------------

50,570,600 Ordinary shares of Tk.10 each Fully paid up as bonus
share(15%) allotted in 2008(out of net Profit)

50,570,600	50,570,600
------------	------------

38,770,830 ordinary Shares of Tk 10 each Fully Paid up bonus share
(10%) allotted in 2009 (Out of General Reserve and Dividend Equalisation

38,770,700	38,770,700
------------	------------

42,647,900 ordinary Shares of Tk 10 each Fully Paid up bonus share
(5%) allotted in 2010 (Out of Net Profit)

21,323,950	21,323,950
------------	------------

4,478,0295 ordinary Shares of Tk 10 each Fully Paid up bonus share
(10%) allotted in 2011 (Out of Net Profit & General Reserve)

<u>44,780,295</u>	<u>44,780,295</u>
<u>492,583,245</u>	<u>447,802,950</u>

5 Reserve for Exceptional Losses TK:542,874,847

Opening balance

483,971,633	436,251,050
-------------	-------------

Add: Addition during the year

<u>58,903,214</u>	<u>47,720,583</u>
<u>542,874,847</u>	<u>483,971,633</u>

6 Contingency Reserve for Insurance Gurantees & tail ended Insurance Business

Reserve for unexpired Guarantees

87,080,441	87,080,441
-------------------	-------------------

Reserve against Tailended insurance business

<u>18,789,210</u>	<u>18,789,210</u>
<u>105,869,651</u>	<u>105,869,651</u>

7 Revaluation Reserve TK:1,412,133,735

Opening balance

1,412,133,735	952,592,999
----------------------	--------------------

Add:Appreciated value of H.O Building

<u>459,540,736</u>	<u>459,540,736</u>
<u>1,412,133,735</u>	<u>1,412,133,735</u>

8 General Reserve TK:62,754,349

Opening balance

94,881,353	94,881,353
------------	------------

Less: Adjustment against Bonus share

<u>32,127,004</u>	<u>32,127,004</u>
<u>62,754,349</u>	<u>94,881,353</u>


9 Balance of Profit & Loss Appropriation Account TK:47,370,237

Underwriting Profit as per revenue Account	156,060,655	89,319,849
Interest Income & Dividend	50,372,160	46,305,977
Other Income(Including gain/(loss) on Sale of Share	(22,816,183)	37,237,926
	183,616,632	172,863,752
Less:Expenses of Management (Not related to any fund or account)	42,395,446	39,475,322
Net profit for the year	141,221,186	133,388,430
less :Reserve for Exceptional losses(10% of Net Premium) Tax free	58,903,214	47,720,583
	82,317,972	85,667,847
Add:Surplus Brought forward:	52,265	21,655,887
	82,370,237	107,323,734
Less: Distribution		
Tax provision	33,000,000	25,000,000
Deffered Tax	2,000,000	2,500,000
	35,000,000	27,500,000
Surplus Carried forward	47,370,237	79,823,734

10 Premium deposits

10,708,996 **2,354,351**

Balance on this account represents premium received against cover notes which were not converted into policy within 31 December 2012 because of the period of nine months from the dates of issue of cover notes had not elapsed

11 Estimated liability in respect of outstanding claims whether due or intimated TK.77,954,049

Fire	24,422,169	39,404,844
Marine	27,193,187	13,430,814
Motor	8,358,930	7,762,000
Miscellaneous	17,979,763	9,901,879
	77,954,049	70,499,537

All the claims of which the management is aware of as per intimation up to the year-end have been taken into consideration.

12 Amounts due to other persons or bodies carrying on insurance business TK:7,807,574

The following is the breake-up of the balance due to overseas reinsurer on account of re-insurance arrangements and under co-insurance scheme for payment to other insurance companies.

Re-insurers		53,218,119
Co-insurers	7,807,574	16,075,079
	7,807,574	69,293,198

13 Loan from Bank for office Building (Secured) TK:72,887,911

Opening Balance	176,486,506	175,637,293
Loan Taken during the year	25,000,000	35,000,000
Interest charged during the year	22,148,370	23,524,219
	223,634,876	234,161,512
Less. Re-payment during the year	150,746,965	57,675,006
	72,887,911	176,486,506

14 Sundry creditors (including provision for expenses and taxes) Tk:103,625,306

Share application Money	14,000	14,000
Payable against expenses (14.1)	47,925,569	40,821,194
Providend fund deduction	349,886	275,796
Providend fund Loan	371,915	642,035
Income tax deduction(14.2)	2,153,045	1,573,093
Received against security	5,501,537	4,285,000
Tax deduction against Bill	552,599	143,233
VAT deduction against Bill	498,803	205,949
Un-paid dividend (14.3)	6,021,908	9,548,113
VAT payable (14.4)	9,372,896	9,753,948
Hospitalization Insurance Claim	1,056,554	1,055,905
Advance Rent Received	29,649,856	14,546,470
Jamuna Resort Ltd	-	1,172,394
Salary payable	78,854.00	
Group Insurance	77,884.00	-
	103,625,306	84,037,130

14.01 Payable against expenses Tk:47,925,569

Company Contribution of PF	494,473	457,939
Incentive Bonus	15,000,000	16,062,982
Honorarium	500,000	900,000
Courier Service	20,000	20,000
Payable to Gratuity Fund	4,924,290	5,000,000.00
Dividend Tax	25,086,470	17,195,773
Vendor	678,336	
Audit Fee	1,222,000	1,184,500
	47,925,569	40,821,194

14.02 Income Tax deduction TK: 2,153,045

Income Tax deduction at source amounting to Tk.2,153,045 including income tax deduction from salary during the year which has been deposited into Bangladesh Bank subsequently.

14.03 Unpaid Dividend

This represent the balance of unpaid dividend from year to year TK.6,021,908

14.04 VAT Payable TK.9,372,896

Vat payable as Tk.9,372,896 represent the Vat for the month of December 2012 which has been deposited into Bangladesh Bank subsequently.

15 Provision for Income Tax Tk. 212,104,453

The amount includes Tk.33,000,000 being Income tax provision made for the accounting year ended on 31 December.2012(Assesment Year 2013-2014) in accordance with the best estimate of the management on lump sum basis but without considering the admissible and inadmissible expenses

Opening Balance	179,104,453	154,104,453
Add. Provision made during the year	33,000,000	25,000,000
	212,104,453	179,104,453

**16 Provision for Deferred Tax Tk.14,890,000**

The amount includes TK.2,000,000 being deferred tax provision made for the accounting year ended on December 31,2012 in accordance with the best estimate of the management on lump sum basis

Opening Balance	12,890,000	10,390,000
Add. Provision made during the year	<u>2,000,000</u>	<u>2,500,000</u>
	<u>14,890,000</u>	<u>12,890,000</u>

17 National Investment Bond Tk.4,586,755

The amount represents 5-year Govt Treasury Bond with a face value of Tk.45.86 lac held with Bangladesh Bank as statutory deposit of Insurance Act,2010, under section 23 & 24 as per direction of IDRA

18 Shares and Debentures Tk.340,249,797

Shares (18.1)	326,063,593	378,371,881
Debentures (18.2)	<u>14,186,204</u>	<u>14,186,204</u>
	<u>340,249,797</u>	<u>392,558,085</u>

18.1 Shares Tk. 326,063,593

Opening balance	378,371,881	368,572,253
Add: Purchase during the year	<u>5,643,752</u>	<u>44,980,241</u>
	384,015,633	413,552,494
Less: Sale during the year	<u>57,952,040</u>	<u>35,180,613</u>
	<u>326,063,593</u>	<u>378,371,881</u>

18-1.1 Break up of Shares and Debentures for 2012

	No. of Share	At cost	Market Value
Atlas Bangladesh Ltd.	1,144	486,772	486,772
Bank Asia Ltd.	257,400	7,425,990	5,534,100
Bangladesh Finance & Investment Ltd	20,000	860,558	616,000
Bangladesh Submarine Cable Ltd	13,200	2,132,232	1,754,280
Beximco Ltd.	10,000	793,637	644,000
Beximco(BEXTEX)	6,769	89,301	89,301
Beximco Pharma Ltd.	4	334	224
Daffodil Computers Ltd.	91	420	
Delta Life Insurance Ltd.	120	142,038	91,440
Dhaka Bank Ltd	97,890	3,190,235	2,427,672
Dhaka Electric Supply Co Ltd	143	12,126	10,310
Eastland Insurance Ltd.	9,000	718,234	509,400
Eastern Cables Ltd..	1,400	95,900	95,900
Glaxcosmithkline BD. Ltd.	1,400	848,235	798,000
I.C.B	3,375	8,744,547	5,090,343
I.D.L.C	125	19,425	11,487
IFIC	150	-	
Int. Leasing and Financial service Ltd	72,450	2,746,580	1,456,245
JAMUNA BANK LTD	227,549	5,854,919	4,573,735
Jamuna Oil Co. Ltd.	26,176	5,996,922	4,672,416



Kay & Que.	80,750	4,501,005	1,938,000
Keya Cosmitcs Ltd.	682	13,909	20,869
Lafarge surma Cement Ltd.	5,000	185,500	164,500
Lanka Bangla Finance Ltd.	150,372	9,314,042	8,871,948
Mercantile Bank Ltd	105,780	2,480,541	2,020,398
Midas Finance CO. LTD	300	35,946	15,300
Mobil Jamuna Bangladesh Ltd	25	2,200	1,993
Monno Fabrics Ltd.	3,500	27,125	271,250
Meghna Petroleum Ltd.	3,925	842,501	622,113
Mutual Trust Bank Ltd.	30,000	829,365	657,000
National Bank Ltd.	929,427	36,950,506	45,802,163
NCC Bank Ltd.	587,340	13,906,082	10,689,588
National Housing Finance and Investment Ltd.	3,122,852	34,317,908	117,106,950
Olympic Industries Ltd.	60	880	5,904
One Bank Ltd.	123,175	3,752,402	2,808,390
Padma Oil Ltd	105,500	33,952,813	19,781,250
Phoenix Finance Ltd	15,533	970,987	692,772
Pioneer Insurance Ltd.	6,500	414,767	474,500
Power Grid Co. of Bangladesh Ltd	14,800	721,137	1,534,760
Prime Bank Ltd	48,000	1,719,360	1,776,000
Saiham Cotton Mills Ltd	19,000	753,831	537,700
Southeast Bank Ltd	204,750	5,153,455	4,095,000
Summit Power Ltd	21,887	1,428,215	1,166,577
Titas Gas Ltd	35,000	2,539,290	1,028,475
Trust Bank LTD.	49,500	1,523,407	1,237,500
United Insurance LTD.	2,528	56,700	116,288
Usmania glass LTD.	1,340	310,612	310,612
Tradable		196,862,888	252,609,424
Non- Tradable			
Central Depository BD. Ltd	1,142,362	3,138,890	3,138,890
Ind. & Infrastructure Dev. Finance Co.	713,050	25,942,502	25,942,502
Jamuna Resort Ltd.	392,009	43,900,895	43,900,895
United Hospital Ltd.	220,500	54,337,500	54,337,500
Non- Tradable		127,319,787	127,319,787
Brokerage Balance			
EBL Securities		808	808
LANKA BANGLA Securities Ltd.		900,892	900,892
AM Securities Ltd.		979,218	979,218
		326,063,593	381,810,129

**18.2 Debentures**

Bangladesh Export Import Company Ltd	1,660,000	1,660,000
Beximco Fisheries Ltd	709,547	709,547
Beximco Textile Ltd	1,308,317	1,308,317
Beximco Denims Ltd	6,008,340	6,008,340
Bangladesh Luggage Industries Ltd	4,500,000	4,500,000
	<u>14,186,204</u>	<u>14,186,204</u>

19 Outstanding premium

There is no outstanding premium at the end of the year 2012.

Fire		43,271,865
Marine		54,231,014
Motore		11,071,222
Miscellaneous		9,407,945
	<u>-</u>	<u>117,982,046</u>

20 Amount due from other persons or bodies carrying on insurance business Tk.162,580,936

Co-Insurance premium receivable	42,119,397	42,276,269
Co-Insurance claim receivable	15,991,978	17,457,127
Refund Co-Insurance premium receivable	3,865,538	3,865,537
Sadharan Bima Corporation	<u>100,604,023</u>	<u>65,206,669</u>
	<u>162,580,936</u>	<u>128,805,602</u>

21.00 Interest, Dividend & Rent Outstanding: Tk. 1,064,574

The above balance is made up as follows:

Dividend	21.01	51,426	51,426
Debenture Interest	21.02	<u>1,013,148</u>	<u>1,013,148</u>
		<u>1,064,574</u>	<u>1,064,574</u>

21.01 Dividend: Tk. 51,426

The above balance is made up as follows:

Metro Spinning	510	510
Beximco Fisheries	<u>50,916</u>	<u>50,916</u>
	<u>51,426</u>	<u>51,426</u>

21.02 Debenture Interest: Tk. 1,013,148

The above balance is made up as follows:

Bangladesh Export Import Company Ltd	296,658	296,658
Beximco Fisheries Ltd	191,490	191,490
Beximco Textile Ltd	-	-
Beximco Denims Ltd	-	-
Bangladesh Luggage Industries Ltd	<u>525,000</u>	<u>525,000</u>
	<u>1,013,148</u>	<u>1,013,148</u>

22.00 Sundry Debtors (including advances, deposits and prepayments and others): Tk. 36,671,431

The above balance is made up as follows:

Advance against Salary	3,777,617	2,829,652
Advance against Rent	11,326,752	9,092,371
Advance against Expenses	1,935,144	2,091,052
Advance against Claim	-	39,820,992
Rent receivable	290,493	-
House Building Loan	5,893,436	9,278,097
Jamuna Resort Ltd.	2,095,342	-
Security Deposit	1,419,447	1,419,447
Group Insurance	-	310,222
Insurance Management Software	9,933,200	8,933,200
Receivable from Others	<u>-</u>	<u>12,783,386</u>
	<u>36,671,431</u>	<u>86,558,419</u>

23 Advance Payments of Tax Tk.163,780,124

Opening balance
Add: Advance Tax paid/Deduction at source during the year (23.1)

139,326,105	121,619,316
24,454,019	17,706,789
163,780,124	139,326,105

23.1 Advance Tax paid/Deduction at source during the year

Deduction At Source from FDR Interest
Deduction At Source from STD Interest
Deduction At Source from Dividend Income
Deduction At Source from office Rent
Tax against Motor Maintenance
Advance Paid

4,023,994	3,657,536
495,157	225,752
835,986	836,905
1,885,963	1,563,258
402,500	55,544
16,810,419	11,367,794
24,454,019	17,706,789

24 Cash and bank balances Tk.629,549,228
In hand

Cash (Ho.Branch & Transit)
Stamps

11,733,927	14,427,649
733,840	485,110
12,467,767	14,912,759

At banks

Fixed deposits (FDR)
Short term deposit (STD)& Current accounts

444,556,079	386,114,179
172,525,382	109,437,372
617,081,461	495,551,551
629,549,228	510,464,310

25 Land. Tk. 831,282,523

Opening balance
Add: Rate, legal & other expenses related to land at Panthapath
Kawran Bazar, Dhaka

829,624,403	829,246,403
1,658,120	378,000
831,282,523	829,624,403

26 Holiday Homes. Tk. 4,130,090

Opening balance
Add: Current Year Payment

4,130,090	4,130,090
-	-
4,130,090	4,130,090

27 Fixed Asset. Tk. 84,041,716

Cost
Less: Accumulated depreciation

181,426,655	112,214,618
97,384,939	72,484,256
84,041,716	39,730,362

28 Office Building. Tk. 1,201,187,374

Head Office Building is yet to be registered in the name of the Company and therefore no depreciation has been charged except on electrical equipment. The value of the building is Tk.1,201,187,373 after depreciation of electrical equipment (lift, sub-station generator etc.)

Opening Balance
Add: Interest on Sonali Bank SOD-32008293
Add. Registration cost of Jubilee Road Br.
Add.Revaluation

1,181,033,640	689,050,502
22,148,371	23,522,919
562,880	11,477,000.00
-	459,540,736.00
1,203,744,891	1,183,591,157
2,557,517	2,557,517
1,201,187,374	1,181,033,640

Less: Depreciation
Closing Balance

**29 Interest and dividend income Tk. 50,372,160****Interest on:**

	2012 Taka	2011 Taka
Fixed deposit receipts (FDR)	40,059,752	36,561,241
Short term deposit (STD) accounts	5,062,329	2,477,808
National investment bond	-	1,147,500
House Building Loan Interest	726,839	1,609,894
	45,848,920	41,796,443
Dividend received during the year	4,523,240	
	50,372,160	41,796,443

30 Other income Tk. (22,816,183)

Profit on sale of Investment	(57,883,517)	77,289,546
Building Rent	33,393,244	23,723,977
Others	1,674,090	1,713,123
	(22,816,183)	102,726,646

31 Registration Renewal Fee Tk. 3,980,535

The balance represents the amount deposited to Bangladesh Bank against renewal of registration for carrying on fire, marine and miscellaneous insurance business as per Section- 3A of Insurance Act-2010. Such expense amounts to Tk. 3,980,535

32 Audit fees Tk. 298,750

Statutory audit fee (Including Vat)	298,750	250,000
	-	250,000
	298,750	500,000

33.00 Earning Per Share

Particulars		
Earnings attributable to the ordinary Shareholders	106,221,186	105,888,430
Number of Ordinary Shares	49,258,325	44,780,295
Basic Earning Per Share	2.16	2.36

34.00 Post Balance Sheet Events


There was no significant event that has occurred between the balance sheet date and the date when the financial statements are authorized for issue by the Board of Directors except that the Board of Directors of Pragati Insurance Limited in its 220th meeting held on 11-04-2013 has recommended Cash dividend @ 7.5% and Stock dividend @ 7.5% out of the surplus subject to approval of shareholders in the ensuing Annual General Meeting.

35.00 Number of employees

The number of permanent employees of the company was 511.

Board Meeting 11

Average attendance 57.57%


Md. Majirul Islam
Managing Director

Dated: Dhaka, April 13, 2013


Mr. A.K.M Shamsuddin
Director


Khan Mohd. Ameer
Vice-Chairman


Abdul Awal Mintoo
Chairman

Fixed Assets

(at cost less accumulated depreciation)

Annexure-A


Particulars	Cost				Rate	Depreciation				WDV as at 31 December 2012	WDV as at 31 December 2011
	Opening balance	Additions during the year	Disposal during the year	Closing balance		Opening balance	Charged during the year	Disposal	Closing balance		
FURNITURE & FIXTURE	28,887,157	1,140,086		30,027,243	10%	24,366,551	980,305		25,346,856	4,680,387	4,520,606
FIXTURE(PLISTIC SIGN)	1,909,298	9,880		1,919,178	15%	1,451,719	103,836		1,555,555	363,623	457,579
MOTOR VEHICLE	70,888,520	15,681,292	435,010	86,134,802	20%	33,786,135	4,962,116	435,010	38,313,241	47,821,561	37,102,385
ELECTRICAL EQUIPMENT	38,373,458	1,957,954		40,331,412	15%	23,321,891	3,152,731		26,474,622	13,856,790	15,051,567
OFFICE EQUIPMENT	3,067,065	20,700		3,087,765	15%	2,821,070	97,266		2,918,336	169,429	245,995
CURTAIN & CARPETS	679,018			679,018	20%	679,018	-		679,018	-	-
BI-CYCLE	23,175	-		23,175	20%	23,175	-		23,175	-	-
TELEPHONE(INTERCOM)	442,261			442,261	20%	442,261			442,261	-	-
OFFICE DECORATION	7,777,187	11,004,614		18,781,801	10%	944,444	687,431		1,631,875	17,149,926	6,832,743
TOTAL : TAKA	152,047,139	29,814,526	435,010	181,426,655		87,836,264	9,983,685	435,010	97,384,939	84,041,716	64,210,875
Building:											
ELECTRICAL EQUIPMENT	25,575,170			25,575,170	10%	7,672,551	2,557,517		10,230,068	15,345,102	10,230,068
TOTAL : TAKA	177,622,309	29,814,526	435,010	207,001,825		95,508,815	12,541,202	435,010	1,07,615,007	99,386,818	74,440,943



FORM "AA"

Classified Summary of Assets as at 31 December 2012

	2012 <u>Taka</u>	2011 <u>Taka</u>
3 - Year National Investment Bond	4,586,755	4,500,000
Shares - at cost	326,063,593	378,371,881
Debenture(At Cost)	14,186,204	14,186,204
Fixed deposit, STD and current A/C with Banks	617,081,461	495,551,551
Cash in hand and Stamp in hand	12,467,767	14,912,759
Amount due from other persons of bodies carrying on insurance business	162,580,936	246,787,648
Accrued interest	1,064,574	1,064,574
Debtors (including advances, deposits and prepayments)	36,671,431	86,558,419
Stock of Printing material	489,000	995,500
Land	831,282,523	829,624,403
Holiday homes	4,130,090	4,130,090
Fixed Asset	84,041,716	64,210,875
Building	1,201,187,373	1,181,033,640
	<u>3,295,833,423</u>	<u>3,322,014,300</u>


Md. Manirul Islam
Managing Director

Dated: Dhaka, April 13, 2013


Mr. A.K.M Shamsuddin
Director


Khan Mohd. Ameer
Vice-Chairman


Abdul Awal Mintoo
Chairman

Revenue Account

Classified Summary of Assets as at 31 December 2012



1) Summarized position of net underwriting profit earned during the year 2012 is as follows.

Particular	FIRE	MARINE	MOTOR & MISC	2012	2011
Premium Income					
A) Gross Premium	464,942,367	421,529,236	264,779,725	1,151,251,328	1,137,295,798
B) Re-insurance premium	380,984,506	135,318,587	45,916,094	562,219,187	660,089,968
C) Net Premium (A-B)	83,957,861	286,210,649	218,863,631	589,032,141	477,205,830
Direct Expenses					
D) Commission (Net of Re-insurance Accepted and Ceded)	(52,370,925)	45,621,514	35,726,319	28,976,908	101,975,048
E) Claim Settled & provide	18,699,098	33,213,051	50,294,891	102,207,040	60,333,801
F) Management Expenses	34,997,840	120,633,026	92,247,379	247,878,245	222,410,530
G) Allocation Of Management Expenses	15.99%	44.31%	39.70%	100%	100%
H) Total Direct Expenses (D+E+F)	1,326,013	199,467,591	178,268,589	379,062,193	384,719,379
I) Adjustment Fund Balance for Un-expired risk (Opening Balance Less closing Balance)	(6,354,177)	(34,041,694)	(13,513,423)	(53,909,293)	(3,166,602)
Net Underwriting Profit (C-H+I)	76,277,672	52,701,365	27,081,619	156,060,655	89,319,849
Commission(Net)					
Commission paid on Direct Business	69,176,422	60,270,549	36,714,998	166,161,969	208,990,165
Commission paid on Re-insurance Accepted					
	69,176,422	60,270,549	36,714,998	166,161,969	208,990,165
Less: Commission earned on re-insurance ceded	121,547,347	14,649,035	988,679	137,185,061	107,015,117
Net Commission	(52,370,925)	45,621,514	35,726,319	28,976,908	101,975,048
Claim Settled					
Gross Claim	204,782,204	40,421,210	56,800,744	302,004,158	229,827,718
less. Salvage received		6,431,122	3,526,386	9,957,508	
	204,782,204	33,990,088	53,274,358	292,046,650	229,827,718
Less : Re-insurance claim Recovery	171,100,431	14,539,410	11,654,281	197,294,122	149,039,513
Paid During The Year	33,681,773	19,450,678	41,620,077	94,752,528	80,788,205
Add: Outstanding Claim at the end of the year whether due or Intimated(Company's Share)	24,422,169	27,193,187	26,338,693	77,954,049	70,499,537
	58,103,942	46,643,865	67,958,770	172,706,577	151,287,742
Less: Outstanding claim at the end of the previous Year	39,404,844	13,430,814	17,663,879	70,499,537	90,953,941
Net Claim	18,699,098	33,213,051	50,294,891	102,207,040	60,333,801



Directors' Certificate

As per regulations contained in the first schedule of the Insurance Act, 2010 as amended and as per section 40 of the said act we certify that:-


The value of Investment in share and debentures has been taken at cost and the quoted value thereof mentioned wherever available.

The value of all asset as shown in the Balance Sheet and as classified on Form AA annexed have been duly reviewed as at 31 December, 2012 and in our belief, the said asset have been set forth in the Balance sheet at amount not exceeding the realisable or market value under the several heading as enumerated in the annexed form.

All expenses of management, wherever incurred and whether incurred directly or indirectly in respect of Fire, Marine and Miscellaneous Insurance Business have been duly debited to the related Revenue Accounts and Profit & Loss Account



Md. Manirul Islam
Managing Director
Dated: Dhaka,
April 13, 2013



Mr. A.K.M Shamsuddin
Director



Khan Mohd. Ameer
Vice-Chairman



Abdul Awal Mintoo
Chairman

List of Branches

Dhaka Division

Sl.No.	Branch Offices	Branch Manager	Contact No.	
1.	Elephant Road Branch 299, Elephant Road, Dhaka.	Mr. Sharif Mustaba Asstt. Managing Director	Mob	: 01819238198
			Tel	: 9661349
			Fax	: 8616023
			E-mail	: er@pragatiinsurance.com
2.	Biman Bhaban Branch 100, Motijheel C/A, Dhaka-1000.	Mr. SMB Shameem Asstt. Managing Director	Mob	: 01730441936
			Tel	: 9570424, 7169618, 9573465
			Fax	: 9571870
			E-mail	: biman@pragatiinsurance.com
3.	Malibagh Branch Manhatan Tower 83, Siddeswari Circular Road, Malibagh, Dhaka.	Mr. Md. Golam Faruque Sr.Executive Vice President	Mob	: 01711566735
			Tel	: 8321844
			Fax	: 9351265
			E-mail	: malibagh@pragatiinsurance.com
4.	Motijheel Branch Senakalyan Bhaban (13 th floor) 195, Motijheel C/A, Dhaka-1000	Mr. Ali Fathker (Kallol) Sr.Executive Vice President	Mob	: 01713002414
			Tel	: 7115066, 9556415,
			Fax	: 9556415
			E-mail	: motijheel@pragatiinsurance.com
5.	Savar Branch Hashem Plaza (1 st Floor) DEPZ Gate, Ganak Bari Savar, Dhaka	Mr. Abdus Salam Executive Vice President	Mob	: 01775538552
			Tel	: 7790262
			Fax	: 7790262
			E-mail	: savar@pragatiinsurance.com
6.	Sadarghat Branch 32/Ka, Johnson Road, Dholaikhal, Dhaka.	Mr. Ahmed Faruk Senior Vice President	Mob	: 01911389736
			Tel	: 7113066
			Fax	: 7173169
			E-mail	: sb@pragatiinsurance.com
7.	Gulshan Branch House # 55, Road # 17, Kemal Ataturk Avenue, Banani C/A, Dhaka.	Mr. Bahauddin Ahmed Senior Vice President	Mob	: 01711696341
			Tel	: 9886151
			Fax	: 9886151
			E-mail	: gulshan@pragatiinsurance.com
8.	Bangabandhu Avenue Branch 13, Bangabandhu Avenue 3 rd Floor, Dhaka.	Mr. Delwar Hossain Vice President	Mob	: 01911344900
			Tel	: 9566389, 9557772
			Fax	: 9566911
			E-mail	: bangabandhu@pragatiinsurance.com
9.	Tejgaon Branch BDBL Bhaban (14 th Floor) 12, Kawran Bazar, Dhaka.	Mr. Abdul Alim Khan Vice President	Mob	: 01711696343
			Tel	: 8130173
			Fax	: 9117671
			E-mail	: tejgaon@pragatiinsurance.com
10.	Dilkusha Branch 76, Dilkusha C/A, Dhaka.	Mr. Humayun Kabir Majumder Vice President	Mob	: 01712296516
			Tel	: 9567861
			Fax	: 9551685
			E-mail	: dilkusha@pragatiinsurance.com
11.	Imamgonj Branch 31, Mitford Road, Imamgonj Dhaka.	Mr. Syed Saidul Islam Vice President	Mob	: 01552382814, 01766146660
			Tel	: 7319818
			Fax	: 7319818
			E-mail	: imamgonj@pragatiinsurance.com



Sl.No.	Branch Offices	Branch Manager	Contact No.
12.	Uttara Branch House # 18, Road # Sonargaon Janapath, Sector # 9, Uttara Model Town, Dhaka-1230.	Mr. Abu Sarwar Hossain Vice President	Mob : 01711901553, 01554344748 Tel : 7913729, 7914137 Fax : 7914137 E-mail : uttara@pragatiinsurance.com
13.	Tongi Branch Jalil Market (2 nd Floor) Tongi, Gazipur	Mr. Ekramul Hoque Vice President	Mob : 01199838694 Tel : 9802786 Fax : 9802786 E-mail : tongi@pragatiinsurance.com
14.	VIP Road Branch 69/1, Purana Paltan Lane Oriental Trade Centre, Dhaka.	Mr. A.S.M. Emdadul Haque Deputy Vice President	Mob : 01711155185 Tel : 8321796, 9341840 Fax : 8316354 E-mail : vip@pragatiinsurance.com
15.	Hatkholra Branch Mamun Plaza (2 nd Floor) 31, Shahid Nazrul Islam Sarak Dhaka-1203.	Mr. Md. Abdul Mottaleb Deputy Vice President	Mob : 01819458976 Tel : 9559410 Fax : 9560214 E-mail : hatkhola@pragatiinsurance.com
16.	Mirpur Branch Alam Plaza (3 rd Floor) 152, Shenpara, Parbata, Rokeya Sharani, Mirpur-10, Dhaka.	Mr. Md. Razzaqul Haider Chowdhury Deputy Vice President	Mob : 01711841175 Tel : 8060587 Fax : 8060587 E-mail : mirpur@pragatiinsurance.com
17.	Narsingdi Branch Bhuiyan Market (Bajeer More), Sadar Road Narsingdi-1600	Mr. Md. Jashim Uddin Manager	Mob : 01817404102 Tel : 9463009 Fax : 9463009 E-mail : narsingdi@pragatiinsurance.com
18.	Madhabdi Branch Holding # 200, Bank Road Fal patty, Madhabdi, Narsingdi.	Mrs. Farida Yasmin Assistant Vice President	Mob : 01711037419 Tel : - Fax : - E-mail : madhabdi@pragatiinsurance.com
19.	Faridpur Branch 169, Mujib Sarak, Faridpur.	Mr. Kh. Zakir Hossain Assistant Vice President	Mob : 01715477641 Tel : 0631-62691 Fax : 0631-62691 E-mail : faridpur@pragatiinsurance.com
20.	Pragati Sharani Branch S.M.Bhaban(1 st Floor) Cha-75/C, Pragati Sharani, North Badda, Dhaka-1212.	Mr. Md. Ruhul Amin (Tulu) Deputy Manager	Mob : 01552322986 Tel : 9861745 Fax : 8826805 E-mail : ps@pragatiinsurance.com
21.	Narayanganj Branch 150, B. B. Sarak, Narayanganj.	Mr. Abdul Wadud Manager	Mob : 01711561368 Tel : 763346 Fax : 763346 E-mail : narayanganj@pragatiinsurance.com
22.	Tangail Branch Holding # 212, Victoria Road Tangail.	Mr. Md. Shakhawat Hossen (Mozam) Deputy Manager	Mob : 01716780366 Tel : - Fax : - E-mail : tangail@pragatiinsurance.com
23.	Mymensingh Branch 10, Durgabari Road(1st floor) Mymensingh-2200.	Mr. Mohd. Ashraful Hoque Assistant Manager	Mob : 01712721794 Tel : 091-64062 Fax : 091-64062 E-mail : mymensingh@pragatiinsurance.com
24.	Rajbari Branch Sarupa Plaza, Khalifa Patti(4 th Floor), Rajbari.	Mr. Shamsur Rahman Senior Officer	Mob : 01715162376 Tel : 0641-65227 Fax : 0641-65227 E-mail : rajbari@pragatiinsurance.com



Chittagong Division

Sl.No.	Branch Offices	Branch Manager	Contact No.	
25.	Agrabad Branch Tayeb Trade Centre (5 th Floor) 1269/B, Sheikh Mujib Road Agrabad C/A, Chittagong.	Mr. Md. Abul Hasan Deputy Managing Director	Mob : 01711749274 Tel : 713228, 713227 Fax : 031-2511948 E-mail : agrabad@pragatiinsurance.com mahasan@pragatiinsurance.com	
26.	Jubilee Road Branch Epic Ittehad Point, 618, Noor Ahmed Sarak, Chittagong.	Mr. Md. Nazrul Islam Asstt. Managing Director	Mob : 01711749273 Tel : 031-617844 Fax : 031-616022 E-mail : jr@pragatiinsurance.com	
27.	Corporate Branch Suraiya Mansion (6 th Floor) 30, Agrabad C/A, Chittagong.	Mr. Jamal Uddin Haider Sr.Executive Vice President	Mob : 01711797755 Tel : 2510032, 2510494 Fax : 031-716922 E-mail : zonal@pragatiinsurance.com	
28.	Khatunganj Branch 410/411, Khatunganj C/A Chittagong.	Mr. Subak Kumar Barua Vice President	Mob : 01819376222 Tel : 031-637051 Fax : 031-636121 E-mail : khatunganj@pragatiinsurance.com	
29.	Feni Branch Sultan Mansion, Trunk Road Feni	Mr. Md. Azizul Hoque Senior Vice President	Mob : 01554633257, 01819638626 Tel : 0331-74313 Fax : 0331-74313 E-mail : feni@pragatiinsurance.com	
30.	Comilla Branch Comilla Co-operative Super Market, 2 nd Floor, Kandirpar, Main Road, Comilla.	Mr. M. Muzammel Hoque Deputy Vice President	Mob : 01711972062 Tel : 081-76977 Fax : 081-76977 E-mail : comilla@pragatiinsurance.com	
31.	Chowmuhanj Branch Golam Rahman Miar Building (4 th Floor), Feni Road, Chowmuhanj.	Mr. Md. Belayet Hossain Assistant Vice President	Mob : 01716390848 Tel : 0321-52030 Fax : - E-mail : chowmuhanj@pragatiinsurance.com	
32.	Chandpur Branch Alam Mansion, J.M. Shengupta Road, Chandpur.	Mr. Nema Chandra Paul Manager	Mob : 01715044556 Tel : 0841-63290 Fax : 0841-63290 E-mail : chandpur@pragatiinsurance.com	
33.	Cox's Bazar Branch Ahmadia Mansion Purba Bazarghata Main Road Cox's Bazar.	Mr. Zaber Hossain Deputy Manager	Mob : 01818449970 Tel : 0341-64101 Fax : - E-mail : cb@pragatiinsurance.com	

Rajshahi Division

Sl.No.	Branch Offices	Branch Manager	Contact No.	
34.	Bogra Branch Thana Road, Bogra.	Mr. Md. Nazrul Islam Sr. Manager	Mob : 01712196500 Tel : 051-66189 Fax : 051-66189 E-mail : bogra@pragatiinsurance.com	
35.	Rajshahi Branch Shaheb Bazar, Ghoramara, Rajshahi.	Mr. Monowar Ahmed Sr. Manager	Mob : 01710968633 Tel : 0721-775926 Fax : - E-mail : rajshahi@pragatiinsurance.com	



Sl.No.	Branch Offices	Branch Manager	Contact No.	
36.	Pabna Branch S.M. Super Market(2 nd floor) Haji Mohd. Mohsin Road,Pabna	Mr. AHM Raihan Manager	Mob	: 01712021653
			Tel	: 0731-66541
			Fax	: 0731-66541
			E-mail	: pabna@pragatiinsurance.com
37.	Dinajpur Branch Northern Plaza (2 nd Floor) Holding # 74/6, Dinajpur Town, Dinajpur.	Mr. Farid Hossain Sarker Manager	Mob	: 01712138134
			Tel	: 0531-51105
			Fax	: 0531-51105
			E-mail	: dinajpur@pragatiinsurance.com
38.	Natore Branch Kanaikhali, Dhaka Road Natore	Mr. Taposh Kumar Talukder Manager	Mob	: 01711433972
			Tel	: -
			Fax	: -
			E-mail	: natore@pragatiinsurance.com
39.	Rangpur Branch Baitus Sayed Super Market Central Road, Rangpur.	Mr. Md. A.A. Selimur Reza Talukder, Assistant Manager.	Mob	: 01819688697
			Tel	: 0521-62933
			Fax	: 0521-62933
			E-mail	: rangpur@pragatiinsurance.com

Khulna Division

Sl.No.	Branch Offices	Branch Manager	Contact No.	
40.	Khulna Branch G.M. Baksh Tower 22, Sir Iqbal Road, Khulna.	Mr. Md. Kazi Golam Haider (Dablu), Executive Vice President	Mob	: 01711574966
			Tel	: 041-720056, 723724
			Fax	: 041-720056
			E-mail	: khulna@pragatiinsurance.com
41.	Jessore Branch Jess Tower, 2 nd floor M.K. Road, Jessore.	Mr. G.M. Saidur Rahman Deputy Vice President	Mob	: 01711350349
			Tel	: 0421-68896
			Fax	: 0421-68896
			E-mail	: jessore@pragatiinsurance.com
42.	Kushtia Branch Lovely Tower (5 th Floor) 55/1, Sirajuddowla Road Kushtia.	Mr. Md. Mahbubul Alam Sr. Manager	Mob	: 01712023445
			Tel	: 071-62223
			Fax	: 071-62223
			E-mail	: kushtia@pragatiinsurance.com

Barisal Division

Sl.No.	Branch Offices	Branch Manager	Contact No.	
43.	Barisal Branch Sozrini Super Market(3 rd floor) East Bogra Road, Barisal.	Mr. Amjad Hossain Talukder Deputy Vice President	Mob	: 01711185353
			Tel	: 0431-64286
			Fax	: 0431-64286
			E-mail	: barisal@pragatiinsurance.com

Sylhet Branch

Sl.No.	Branch Offices	Branch Manager	Contact No.	
44.	Sylhet Branch Laldighir Par, Sylhet	Mr. Debasish Kumar Singha Assistant Manager.	Mob	: 01723679315
			Tel	: 0821-715008
			Fax	: 0821-715008
			E-mail	: sylhet@pragatiinsurance.com



Pragati Insurance Limited

ProgatiInsurance Bhaban,20-21, Kawran Bazar, Dhaka-1215, Bangladesh

Proxy Form

I /We

of

being a member of Pragati Insurance Ltd. and entitled to vote, hereby appoint Mr./Mrs/Miss

..... of

..... another member of the

company as my/our Proxy to attend and vote for me/us and on my/our behalf of the 27th Annual General Meeting of the Company to be held on the 15th May 2013 or at any adjournment thereof.

Signed this day of 2013

Signature of the Shareholder (S)

Signature of the Proxy

No. of Shares held

Folio No./Bo. No.

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Folio No./Bo. No.

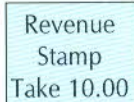
--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

N. B : A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote on his/her behalf.

A Proxy must be a member of the Company

Form of Proxy, duly stamped and signed must be deposited at the Company's Registered office not later than 48 hours before time appointed for the meeting. In default, forms of proxy will not be treated as valid.

Signature Verified



Authorised Signature



Pragati Insurance Limited

ProgatiInsurance Bhaban,20-21, Kawran Bazar, Dhaka-1215, Bangladesh

I hereby record my attendance at the 27th Annual General Meeting of Pragati Insurance Limited on the 15th of May, 2013 at 12.00 noon at Jamuna Resort Ltd., Bhuapur, Tongail.

Name of member/Proxy

Signature Verified by

Folio No./Bo. No.

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Mobile No.

Authorised Signature of the Company

N.B. Please complete the attendance slip and hand it over at the entrance of the meeting hall.