

“পুঁজি বাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন।”

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

“পুঁজি বাজারে বিনিয়োগ ঝুঁকিপূর্ণ। বিনিয়োগকারীগণ প্রোসপেক্টাস পড়ে এবং ঝুঁকির বিষয় গুলি সতর্কতার সাথে অনুধাবন করে নিজ নিজ আর্থিক অবস্থা ও ঝুঁকি গ্রহণ করার সক্ষমতা বিবেচনা করে বিনিয়োগ সিদ্ধান্ত গ্রহণ করবেন।”

Public offer of 19,360,904 Ordinary shares

Issue date of the Prospectus: 17th November 2021

Offer price Tk. 10.00 each (at par), total size of fund to be raised Tk. 193,609,040

Opening and closing date of subscription

Opening date of subscription: : 15th December 2021

Closing date of subscription: : 22nd December 2021

PROSPECTUS

Name of the Issuer



Union Insurance Co. Ltd.

Manager to the Issue



Sonar Bangla Capital Management Limited

Credit Rating Status	
Long Term: AA2	Short Term: ST-2
Credit Rating Company:	WASO Credit Rating Company (BD) Ltd.

(a) Preliminary Information and Declarations:

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

Name & Address	Contact Person	Telephone, Fax, Email & Web address
Issuer		
Union Insurance Co. Ltd. DR Tower, (15 th floor) 65/2/2, Box Culvert Road, Purana Paltan, Dhaka-1000	Talukder Md. Zakaria Hossain-CEO	Tel: +88-02-55112914-19 Fax: +88-02-55112913 Email: info@unioninsurancebd.com Web: www.unioninsurancebd.com
Issue Manager		
Sonar Bangla Capital Management Limited Paramount Heights (8 th Floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka-1000	Emam Hossain Managing Director/CEO (In-charge)	Tel: +88-02-9511799 Fax: +88-02-9515447 Email: sbcmgtltd@gmail.com Web: www.sbcmibd.com
Underwriters		
Sonar Bangla Capital Management Limited Paramount Heights (8 th Floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka-1000	Emam Hossain Managing Director/CEO (In-charge)	Tel: +88-02-9511799 Fax: +88-02-9515447 Email: sbcmgtltd@gmail.com Web: www.sbcmibd.com
MTB Capital Ltd. MTB Tower (Level-03), 111 Kazi Nazrul Islam Avenue, Bangla Motor, Dhaka 1000	Khairul Bashar A.T. Mohammed CEO & SEVP	MTB Tower (Level-3), 111 Kazi Nazrul Islam Avenue, Bangla Motor, Dhaka-1000 Phone: +88 02 9339586, 9337961, 9339568, 9347695 Direct: +88 02 8321760, Fax: + 88 02 8321543, Cell: 01813770888
Auditor		
FAMES & R Sharaqa Mac, Flat-2A, House-3/1 & 3/2 Bijoynagar, Dhaka-1000	Fouzia Haque- FCA	Tel: +88-02-9884049 Email: fames1622@gmail.com Web: https://www.primeglobal.net/firms/fames-r-chartered-accountants
Credit Rating Company		
Waso Credit Rating Company (BD Ltd.) Managing Director Pantha Plaza (Level – 4), 68, West Panthapath, Kalabagan, Dhaka-1205	Mr. Abdul Wadud (MD)	Tel: +88-02- 8126452 +88-02-9111330 Email: wcrcl@wasocreditrating.com Web: www.wasocreditrating.com

(ii) A person interested to get a prospectus may obtain from the Issuer, and the Issue Manager(s);

(iii) “If you have any query about this document, you may consult the Issuer, Issue Manager and underwriter”;

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

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

(vi) "Investment in securities involves a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offer. For taking an investment decision, investors must rely on their own examination of the Issuer and the offer including the risks involved. The securities have not been recommended by the Bangladesh Securities and Exchange Commission (BSEC) nor does BSEC guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of ‘risk factors’ given on page number(s) “from 203 to 214”.

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

(b) Availability of Prospectus:

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

Name & Address	Contact Person	Telephone, Fax, Email & Web address
Issuer		
Union Insurance Co. Ltd. DR Tower, (15 th floor) 65/2/2, Box Culvert Road, Purana Paltan, Dhaka-1000	Talukder Md. Zakaria Hossain- CEO	Tel: +88-02-55112914-19 Fax: +88-02-55112913 Email: info@unioninsurancebd.com Web: www.unioninsurancebd.com
Issue Manager		
Sonar Bangla Capital Management Limited Paramount Heights (8 th Floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka-1000	Emam Hossain Managing Director/CEO (In-charge)	Tel: +88-02-9511799 Fax: +88-02-9515447 Email: sbcmgtltd@gmail.com Web: www.sbcmld.com
Stock Exchanges		
Dhaka Stock Exchange Limited 9/F, Motijheel C/A, Dhaka-1000	DSE Library	Tel: +88-02-9564601 Fax: +88-02-9564727, 9569755 Email: reasearch@dsebd.org Web: www.dsebd.org
Chittagong Stock Exchange Ltd. CSE Building, 1080 Sk. Mujib Road Agrabad C/A, Chittagong-4100, Dhaka liaison Office: 52-53, Dilkusha C/A, Dhaka-1000	CSE Library	Tel: +88-031-714632-3 Fax: +88-031-714101 Email: jabed@cse.com.bd Web: http://www.cse.com.bd

Prospectus would also be available on the web sites of the Issuer and Issue Manager's websites, BSEC (www.sec.gov.bd) and at the Public Reference Room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and studying.

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

Sl No.	Name of newspapers	Date of publication
01	Daily Jugantor	17/11/2021
02	Daily Prothom Alo	17/11/2021
03	The New Nation	17/11/2021
04	The Financial Express	17/11/2021

(iii) Definitions and Acronyms or Elaborations:

A

AGM	Annual General Meeting
Allotment	Letter of allotment for shares

B

BO A/C	Beneficial Owner account or Depository account
BAS	Bangladesh Accounting Standard
BDT	Bangladeshi Taka
BSEC	Bangladesh Securities and Exchange Commission
BFRS	Bangladesh Financial Reporting Standard

C

CDBL	Central Depository Bangladesh Limited
Commission	Bangladesh Securities and Exchange Commission
Companies Act	Companies Act, 1994 (Act No. XVIII of 1994)
CSE	Chittagong Stock Exchange Limited
CIB	Credit Information Bureau

D

DSE	Dhaka Stock Exchange Limited
-----	------------------------------

E

EPS	Earnings per share
Exchanges	Stock Exchanges

F

FC Account	Foreign Currency Account
------------	--------------------------

G

GC	Going Concern
----	---------------

I

IPO	Initial Public Offering
Issue	Public Issue
Issuer	Union Insurance Co. Ltd.
Issue Manager	Sonar Bangla Capital Management Limited

N

NAV	Net Asset Value
NRB	Non-resident Bangladeshi

O

Offering Price	Price of the Securities of Union Insurance Co. Ltd. being offered
----------------	-------------------------------------------------------------------

P

P/E	Price Earnings ratio
Pound	United Kingdom Pound

R

Registered Office	Head Office of the Company
RJSC	Registrar of Joint Stock Companies & Firms

S

SBCML	Sonar Bangla Capital Management Limited
Securities	Shares of Union Insurance Co. Ltd.
Sponsors	The Sponsor Shareholders of Union Insurance Co. Ltd.

T

The Company	Union Insurance Co. Ltd.
-------------	--------------------------

U

UICL	Union Insurance Co. Ltd.
------	--------------------------

V

VAT	Value Added Tax
-----	-----------------

Table of Contents

Section I	14
Executive Summary	15
(a) About the Industry	15
(b) About the Issuer	16
(c) Financial Information	17
(d) Features of the issue and its objects	18
(e) Legal and other Information	19
(f) Promoters' Background	19
(g) Capital Structure and History of Capital Raising	21
(h) Summary of Valuation Report of Securities	22
Section II	23
Conditions Imposed by the Commission in the consent letter	24
Conditions under 2CC of the securities and exchange ordinance, 1969	25
Disclosure in respect of issuance of security in demat form	29
Section III	30
Declaration and Due Diligence Certificates	30
Declaration about the responsibility of the directors, including the ceo of the issuer in respect of the prospectus	31
Due diligence certificate by issue manager	32
Due diligence certificate by the underwriter	33
Due diligence certificate by the underwriter	34
Section IV	35
About the Issuer	35

a)Name of the Issuer, dates of incorporation and commencement of its commercial operations, its logo, addresses of its Registered Office, other offices and plants, telephone number, fax number, contact person, website address and e-mail address	36
(b)The names of sponsors and directors of the issuer	37
(c)The name, logo and address of the auditors along with their telephone numbers, fax numbers,contactpersons, website and e-mail addresses	37
(d) The name(s) of the stock exchanges where the specified securities are proposed to be listed	38
Section V	39
Corporate Directory of the Issuer	39
Section VI	42
Description of the Issuer	42
(a) Summary:	43
(b) General Information:	46
(c) Capital Structure	59
5	
(e) Description of Property	87
(f) Plan of Operation and Discussion of Financial Condition	94
Section VII	115
Management’s Discussion and Analysis of Financial Condition	115
(a) Overview of Business and strategies	116
(b) SWOT ANALYSIS	117
(c) Analysis of the financial statements of last five years with reason(s) of fluctuating revenue or sales, other income, total income, cost of material, finance cost, depreciation and amortization expense, other expense; changes of inventories, net profit before and after tax, EPS etc.	118
(d) Known trends demands, commitments, events or uncertainties that are likely to have an effect on the company’s business	119
(e) Trends or expected fluctuations in liquidity	119
(f) Off-balance sheet arrangements those have or likely to have a current or future effect on financial condition.	119
Section VIII	120
Directors and Officers	120

- (a) Name, Father's name, age, residential address, educational qualification, experience and position of each of the directors of the company and any person nominated or represented to be a director, showing the period for which the nomination has been made and the name of the organization which has nominated him; 121
- (b) The date on which he first became a director and the date on which his current term of office shall expire 122
- (c) If any director has any type of interest in other businesses, names and types of business of such organizations. If any director is also a director of another company or owner or partner of any other concern, the names of such organizations 123
- (d) Statement of if any of the directors of the Issuer are associated with the securities market in any manner. If any director of the Issuer company is also a director of any Issuer of other listed securities during last three years then dividend payment history and market performance of that Issuer 124
- (e) Any family relationship (father, mother, spouse, brother, sister, son, daughter, spouse's father, spouse's mother, spouse's brother, spouse's sister) among the directors and top five officers 124
- (f) A very brief description of other businesses of the directors 124
- (g) Short bio-data of each director 125
- (h) Loan status of the Issuer, its directors and shareholders who hold 10% or more shares in the paid-up capital of the Issuer in terms of the CIB Report of Bangladesh Bank 126
- (i) Name with position, educational qualification, age, date of joining in the company, overall experience (in year), previous employment, salary paid for the financial year of the Chief Executive Officer, Managing Director, Chief Financial Officer, Company Secretary, Advisers, Consultants and all Departmental Heads. If the Chairman, any director or any shareholder received any monthly salary than this information should also be included 127
- (j) Changes in the key management persons during the last three years. Any change otherwise than by way of retirement in the normal course in the senior key management personnel particularly in charge of production, planning, finance and marketing during the last three years prior to the date of filing the information memorandum. If the turnover of key management personnel is high compared to the industry, reasons should be discussed 127
- (k) A profile of the sponsors including their names, father's names, age, personal addresses, educational qualifications, and experiences in the business, positions or posts held in the past, directorship held, other ventures of each sponsor and present position 128
- (l) If the present directors are not the sponsors and control of the Issuer was acquired within five years immediately preceding the date of filing prospectus details regarding the acquisition of control, date of acquisition, terms of acquisition, consideration paid for such acquisition etc. 129
- (m) If the sponsors or directors do not have experience in the proposed line of business, the fact explaining how the proposed activities would be carried out or managed 129
- (n) Interest of the key management persons 129
- (o) All interests and facilities enjoyed by a director, whether pecuniary or non-pecuniary 130
- (p) Number of shares held and percentage of shareholding (pre issue) 131
- (q) Change in board of directors during last three years 131
- (r) Director's engagement with similar business. 132

Section IX

133

Certain Relationships and Related Transactions	133
Section X	136
Executive Compensation	136
(a) The total amount of remuneration or salary or perquisites paid to the top five salaried officers of the Issuer in the last accounting year and the name and designation of each such officer	137
(b) Aggregate amount of remuneration paid to all directors and officers as a group during the last accounting year	137
(c) If any shareholder director received any monthly salary or perquisite or benefit it must be mentioned along with date of approval in AGM or EGM, terms thereof and payments made during the last accounting year	137
(d) The board meeting attendance fees received by the director including the managing director along with date of approval in AGM or EGM	138
(e) Any contract with any director or officer providing for the payment of future compensation	138
(f) If the Issuer intends to substantially increase the remuneration paid to its directors and officers in the current year, appropriate information regarding thereto	138
(g) Any other benefit or facility provided to the above persons during the last accounting year.	138
Section XI	139
Options granted to Directors, Officers and Employees	139
Section XII	141
Transaction with the Directors and Subscribers to the Memorandum	141
(a) Benefits from the Company during last five years	143
(b) Directors and Subscribers' Assets to the Company	156
Section XIII	157
Ownership of the Company's Securities	157
a) The names, addresses, BO ID Number of all shareholders of the company before IPO, indicating the amount of securities owned and the percentage of the securities represented by such owners	158
b) There shall also be a table showing the name and address, age, experience, BO ID Number, TIN number, numbers of shares held including percentage, position held in other companies of all the directors before the public issue	159
c) The average cost of acquisition of equity shares by the directors certified by the auditors	161
d) A detail description of capital built up in respect of shareholding (name-wise) of the issuer's sponsors/ directors. In this connection, a statement to be included	164
e) Detail of shares issued by the company at a price lower than the issue price	169
f) History of significant (5% or more) changes in ownership of securities from inception	169
Section XIV	171

Corporate Governance	171
a) Management disclosure regarding compliance with the requirements of Corporate Governance Guidelines of the Bangladesh Securities and Exchange Commission (BSEC)	172
b) A compliance report of Corporate Governance requirements certified by competent authority	172
c) Details relating to the issuer's audit committee and remuneration committee, including the names of committee members and a summary of the terms of reference under which the committees operate	185
Section XV	187
Valuation Report of securities prepared by the Issue Manager	188
Section XVI	192
Debt Securities	192
Section XVII	194
Parties involved and their responsibilities	194
Section XVIII	196
Material contracts	196
Section XIX	199
Outstanding Litigations, Fine or Penalty	199
Section XX	202
Risk Factors and Management's Perceptions about the Risks	202
(i) Internal risk factors may include, among others	203
(ii) External risk factors may include among others	211
Section XXI	214
Description of the Issue	214
(a) Issue Size: Tk.193,609,040.00	215
(b) Number of securities to be issued	215
(c) Authorized capital and paid-up capital	215
(d) Face value, premium and offer price per unit of securities	215
(e) Number of securities to be entitled for each category of applicants	215
(f) Holding structure of different classes of securities before and after the issue	216
(g) Objective of the issue including financing requirements and feasibility in respect of enhanced paid-up capital	216

Section XXII	217
Use of Proceeds	217
(a) Use of net proceeds of the offer indicating the amount to be used for each purpose with head-wise break-up	218
(b) Where the sponsors' contribution or privately placed fund has been brought prior to the public issue and has already been deployed by the issuer, indication of use of such funds in the cash flow statement	218
(c) If one of the objects is an investment in a joint venture, a subsidiary, an associate or any acquisition, details of the form of investment, nature of benefit expected to accrue to the issuer as a result of the investment, brief description of business and financials of such venture	218
(d) If IPO proceeds are not sufficient to complete the project, then source of additional fund must be mentioned. In this connection, copies of contract to meet the additional funds are required to be submitted to the Commission. The means and source of financing, including details of bridge loan or other financial arrangement, which may be repaid from the proceeds of the issue along with utilization of such funds.	218
(e) A schedule mentioning the stages of implementation and utilization of funds received through public offer in a tabular form, progress made so far, giving details of land acquisition, civil works, installation of plant and machinery, the approximate date of completion of the project and the projected date of full commercial operation etc. The schedule shall be signed by the Chief Executive Officer or Managing Director, Chief Financial Officer and Chairman behalf of Board of Directors of the issuer	219
(f) If there are contracts covering any of the activities of the issuer for which the proceeds of sale of securities are to be used, such as contracts for the purchase of land or contracts for the construction of buildings, the issuer shall disclose the terms of such contracts, and copies of the contracts shall be closed as annexure to the prospectus	219
(g) If one of the objects of the issue is utilization of the issue proceeds for working capital, basis of estimation of working capital requirement along with the relevant assumptions, reasons for raising additional working capital substantiating the same with relevant facts and figures and also the reasons for financing short with long term investments and an item wise break-up of last three years working capital and next two years projection.	219
(h) Where the issuer proposes to undertake one or more activities like diversification, modernization, expansion, etc., the total project cost activity-wise or project wise, as the case may be	219
(i) Where the issuer is implementing the project in a phased manner, the cost of each phase, including the phases, if any, which have already been implemented	219
(j) The details of all existing or anticipated material transactions in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies	219
(k) Summary of the project appraisal or feasibility report by the relevant professionals not connected with the issuer, issue manager and registrar to the issue with cost of the project and means of finance, weaknesses and threats, if any, as given in the appraisal or feasibility report	219
Section XXIII	220
Lock-in	220
Section XXIV	225

Markets for the Securities Being Offered	225
Section XXV	227
Description of securities outstanding or being offered	227
Section XXVI	229
Financial Statements	229
(a) The latest financial statements prepared and audited by the Commission's panel auditors in adherence to the provisions of the Securities and Exchange Rules, 1987, the কোম্পানি আইন, 1994, International financial Reporting and Auditing Standards as adopted in Bangladesh from time to time and Financial Reporting Act	230
(b) Information as is required under section 186 of the কোম্পানি আইন, ১৯৯৪ relating to holding company	273
(c) Selected ratios as specified in Annexure-D	274
(d) Auditors report under Section 135(1), Para 24(1) of PartII of Schedule III of the কোম্পানি আইন, ১৯৯৪. The report shall include comparative income statements and balance sheet and afore mentioned ratios for immediate preceding five accounting years of the issuer. If the issuer has been in commercial operation for less than five years, the above mentioned inclusion and submission will have to be made for the period since commercial operation	277
(e) Financial spread sheet analysis for the latest audited financial statements	287
(f) Earnings Per Share (EPS) on fully diluted basis (with the total existing number of shares) in addition to the weighted average number of shares basis. Future projected Net Income should not be considered while calculating the weighted average EPS2	289
(g) All extra-ordinary income or non-recurring income coming from other than core operations should be shown separately while showing the Net Profit as well as the Earnings Per Share	289
(h) Quarterly or half-yearly EPS should not be annualized while calculating the EPS	290
(i) Net asset value (with and without considering revaluation surplus or reserve) per unit of the securities being offered at the date of the latest audited statement of financial position	290
(j) The Commission may require the issuer to re-audit the audited financial statements, if any deficiency or anomaly is found in the financial statements. In such a case, cost of audit should be borne by the concerned issuer	290
(k) Following statements for the last five years or any shorter period of commercial operation certified by the auditors	290
(i) Statement of long term and short term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued	290
(ii) Statement of principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, re-payment schedule and status	291
(iii) Statement of unsecured loans with terms & conditions	292
(iv) Statement of inventories showing amount of raw material, packing material, stock-in-process and finished goods, consumable items, store & spare parts, inventory of trading goods etc	292
(v) Statement of trade receivables showing receivable from related party and connected person	293
(vi) Statement of any loan given by the issuer including loans to related party or connected persons with rate of interest and interest realized or accrued	293

(vii) Statement of other income showing interest income, dividend income, discount received, other non operating income	293
(viii) Statement of turnover showing separately in cash and through banking channel	293
(ix) Statement of related party transaction	294
(x) Reconciliation of business income shown in tax return with net income shown in audited financial statements	295
(xi) Confirmation that all receipts and payments of the issuer above Tk. 5,00,000/- (five lac) were made through banking channel	295
(xii) Confirmation that Bank Statements of the issuer are in conformity with its books of accounts	295
(xiii) Statement of payment status of TAX, VAT and other taxes or duties	295
(xiv) Any other statement as may be required by the Commission.	295
Section XXVII	296
Credit Rating Report	296
Section XXVIII	301
Public Issue Application Procedure	301
Section XXIX	306
Others	306
(a) Disclosure regarding material change	307
(b) Disclosure regarding no way connection with the Issue Manager	307
(c) Disclosure regarding cost audit by professional accountant as per the Company Act, 1994	307
(d) Disclosure regarding holding of regular AGM	308
(e) Declaration regarding Consolidated financial, operating and other information	308
(f) Disclosure regarding compliance of all the requirements of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 in preparing Prospectus	308
(g) Declaration regarding Consent of the Directors to Serve	309
(h) Auditors certificate regarding paid-up capital of the company	310
(i) Auditors certificate regarding summarized status of lands of Union Insurance Co. Ltd.	311
(j) Auditors certificate regarding deposit of an amount equivalent to the paid up capital of Union Insurance	312
(k) Declaration by Board of Director that 10% or more shareholder & Director are free from loan default.	312
(l) Additional Disclosure	313

Section I Executive Summary

(a) About the Industry

Insurance serves a number of valuable functions which are very different from those rendered by other types of financial intermediaries. The indemnification and the risk pooling properties of non-life insurance facilitate transaction and the provision of credit by mitigating losses as well as the measurement and management of risk.

Initially, the Insurance Industry of Bangladesh was governed by The Insurance Act 1938 which subsequently has been replaced by the Act of 2010. The Office of the Controller of Insurance under the Ministry of Commerce was abolished by the Insurance Development and Regulatory Authority Act 2010; and Insurance Development and Regulatory Authority (IDRA) created under the act, is functioning under the of the Ministry of Finance (previously it was under the Ministry of Commerce).

Through the enactment of Insurance Corporation Act VI, 1973 two corporations, namely the SadharanBima Corporation (SBC) for general insurance and the Jiban Bima Corporation (JBC) for life insurance in Bangladesh were established on 14th May, 1973. The government allowed the private sector to conduct business in all areas of insurance for the first time in 1984. The insurance market now consists of 78 companies as per record in Insurance Development Regulatory Authority (IDRA), which is:

- 02 (Two) state owned companies (Jiban Bima Corporation for life insurance, and SadharanBima Corporation for general insurance in the public sector), and
- 45 general insurance & 31 life insurance companies in the private sector.

Out of which, 51 insurance companies are listed in the capital market of which 11 (eleven) are life insurance providers and rest 40 are general insurance providers [source: www.dsebd.org]. In addition, government has issued license to India's state Owned-Life Insurance Corporation (LIC).

The regulatory reforms started with the introduction of the Insurance Act 2010. It is obligatory for insurance companies to charge premium rates as determined by the Regulatory Authority. However, the tariff rates have not been reviewed for a long time in light of updated loss experience obtaining over the years and as such many clients do feel that they are being overcharged. Further short term and mid-term objective of national insurance policy and guideline were not implemented. This has further negatively impacted the public perception of the insurance industry at large thereby hindering its growth.

Sectorial share of insurance industry to the GDP at current prices is 0.38% in 2016 whereas 4.1% in 2015 found in the Bureau of Statistics, Bangladesh. Insurance penetration rate in Bangladesh is less than 1% since last consecutive years.

The further progress of Bangladesh Insurance Industry predominantly depends on how the consumers' perception of insurance as a useful and efficient vehicle of risk transfer can be bolstered. This can be achieved through sustained efforts of the industry as well as regulators by holding public conference, by providing efficient services, honoring insurance policy obligations, introducing new products, aware the public by using technology and social mechanism and by rationalizing the pricing mechanism. Union Insurance Co.Ltd is operating general insurance business. There is only one Company in public sector namely ShadharonBima Corporation and in private sector, there are 45 general insurance companies are operating in Bangladesh. There is immense competition amongst the companies as number of general insurance companies is large. Since Bangladesh economy is growing and GDP growth rate is up trending and steady which is favorable for the development of insurance sector of Bangladesh. Alongside newly promulgated the Insurance Act 2010 has also brought structural and legislative development for doing insurance business in the country.

Due to volume of business in Bangladesh is increasing day by day and business risk such as accident, hazard, peril, fire, theft etc. shall also increase simultaneously. The issuer is doing business in such an industry where demand for insurance coverage to reduce business risk is highly required. Currently the economy of Bangladesh has been emerged and demand for insurance coverage has been substantially increased. The last five years business performance of the issuer has been revealed that current business environment is favorable for the Company.

b) About the Issuer

Company at a glance

Union Insurance Co. Ltd. (UICL) was incorporated in Bangladesh as a public limited company on August 24, 2000 under the Companies Act, 1994 and licensed under the Insurance Act, 1938 in order to run all types of General Insurance Business other than Life Insurance Business. It obtained certificate of commencement of business on August 24, 2000. It got registration from Controller of Insurance on September 27, 2000. Presently the Company has been operating its business through 44 branches including the Local Office. The branches are located in different strategically important areas of the country.

Important dates

Incorporation of the Company	August 24, 2000
Date of Certificate of Commencement of Business	August 24, 2000
Registration from Controller of Insurance	September 27, 2000
Date of changing of face value of share to Tk. 10.00	June 04, 2012

Nature of Business

Union Insurance Co. Ltd. is licensed under Insurance Act, 1938 to run all types of General Insurance Business other than Life Insurance Business. Like most of the general insurance companies in the industry, UICL underwrites risks in fire, marine, motor and miscellaneous business areas.

Principal Products and Services

Union Insurance Co. Ltd. is carrying out the following types of insurance/re-insurance business:

- Fire Accidental Damage on Property Insurance
- Marine Cargo Insurance
- Motor Insurance
- Miscellaneous Insurance
- Liability Insurance
- Engineering Insurance

(c) Financial Information

Major financial information of Union Insurance Co. Ltd. is as follows:

Particulars	30-Sep-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
	Taka	Taka	Taka	Taka	Taka	Taka
Net Premium	431,054,267	401,996,778	316,079,373	281,724,674	229,995,368	220,098,225
Net Claim	86,846,792	85,575,017	78,757,268	98,690,736	48,078,975	23,585,248
Underwriting Profit	50,669,939	123,773,567	74,269,912	122,484,965	78,024,437	77,672,581
Net Profit Before Tax	32,899,799	103,323,812	42,994,339	91,679,597	51,056,989	54,418,743
Net Profit After Tax	27,011,939	61,595,406	28,600,094	53,275,841	37,573,237	36,914,617
Total Asset	865,173,156	844,962,350	710,850,495	661,945,353	595,256,698	470,054,608
Share capital	290,413,560	252,533,530	240,508,120	192,406,500	174,915,000	152,100,000
Total Reserve & Surplus	174,872,284	198,367,053	159,439,958	178,941,485	143,157,144	73,075,484
Retained earnings	41,941,017	76,348,499	35,333,922	66,016,334	24,568,435	34,121,893
No. of shares	29,041,356	25,253,353	24,050,812	19,240,650	17,491,500	15,210,000
Face value	10	10	10	10	10	10
NAV per share (With Revaluation)	16.02	17.86	16.63	19.30	18.18	14.80
NAV per share (Without Revaluation)	14.71	16.22	14.72	16.65	14.95	14.80
EPS	0.93	2.44	1.19	2.77	2.15	2.43
**EPS (Adjusted)	0.93	2.12	0.98	1.83	1.29	1.27

**Adjusted EPS calculated in considering 29,041,356 number of share issued from 2015 to 2019.

(d) Features of the issue and its objects

Particulars	Description
Offer price	BDT 10.00
Number of shares	19,360,904 Ordinary shares
Offer size	BDT 193,609,040.00
<i>Of which</i>	
25% of total public offer shall be reserved for the Eligible Investors (EIs) <i>(After private offer to its employees maximum 15% (fifteen percent) of its initial public offer (IPO))</i>	4,114,192 Ordinary shares of Tk. 10 each at par totaling Tk. 41,141,920
75% of total public offer shall be reserved for the General public <i>(After private offer to its employees maximum 15% (fifteen percent) of its initial public offer (IPO))</i>	12,342,577 Ordinary shares of Tk. 10 each at par totaling Tk. 123,425,770
Private offer to its employees maximum 15% (fifteen percent) of its initial public offer (IPO)	2,904,135 Ordinary shares of Tk. 10 each at par totaling Tk. 29,041,350
Ordinary shares outstanding prior to the issue [nos. of share]	29,041,356 Ordinary shares
Ordinary shares outstanding after the issue [48,402,260. of share]	48,402,260 Ordinary shares
Issue Manager	Sonar Bangla Capital Management Limited
Register to the Issue	N/A
Underwriter(s)	(i) Sonar Bangla Capital Management Limited (ii) MTB Capital Ltd
NAV per share	BDT 16.02
NAV per share (without Revaluation)	BDT 14.71
EPS (Basic)	BDT .93
Objects of the issue	The public issue is for compliance of statutory requirement of the Company. The Company offers its shares to the public as required by the Insurance Act, 2010. The net proceeds of the present issue of 19,360,904 shares of Tk. 10 each at par totaling Tk. 193,609,040 will strengthen the capital base of the company. The fund thus raised through public issue will be used for purchase of floor space, investment in FDR, Capital Market and to meet up IPO expenses.

(e) Legal and other Information

Union Insurance Co. Ltd. is a General Insurance Company was incorporated and registered in Bangladesh with the Registrar of Joint Stock Companies and Firms (RJSC) on November 11, 1999 vide Certificate no.C-41114(473)/2000 as a public limited company under the Companies Act, 1994. The Chief Controller of Insurance, Government of the People's Republic of Bangladesh issued the Registration certificate no. CR-21/2000 with effect from 27thSeptember, 2000 for carrying out business under the Insurance Act 1938 (replaced by Insurance Act 2010).

Name of the Company	Union Insurance Co. Ltd.
Private/ Public Company	Public Limited Company
Date of Incorporation	24 th August, 2000
Date of Commencement of Business	24 th August, 2000
Registration number of IDRA	CR-21/2000 (Directorate of Insurance)

The Company obtained all licenses from the respective regulatory bodies, particulars of which are as below:

List of licenses	Certificate/License No	Validity
Certificate of incorporation	C-41114(473)2000	N/A
TIN certificate	132728556768	N/A
BIN	002127894-0208	N/A
E-Trade license	TRAD/DSCC/268556/2019	30 th June, 2021

(f) Promoters' Background

The following persons are the promoters of Union Insurance Co. Ltd.

Sl.	Name	Status
1	Mr. Mohammad Golam Kibria	Subscribers to the MoA & AoA
2	Mr. Mozaffar Hossain Paltu	
3	Mr. Md. Belayet Hossain	
4	Mr. Md. Aminuzzaman Bhuiyan	
5	Prof. M.M. Kamaluddin Chowdhury	
6	Mr. Syed Serajul Huq	
7	Mr. Md. Asheek Bhuiyan	
8	Mr. Syed Ahsanul Huq	
9	Mrs. Mahjabeen Murshed	
10	Mr. Farid Ahmed Chowdhury	
11	Mr. Md. Ayub Khan	
12	Mr. Kafiluddin	
13	Mr. Sabbir Chowdhury	
14	Mr. Md. Shahjahan	

1. **Mr. Md. Aminuzzaman Bhuiyan**, son of Afazuddin Ahmed was born in a respectable Muslim family. Mr. Bhuiyan obtained M.A. degree and then after education he started his business career. He is the Vice-Chairman of UICL. Mr. Bhuiyan is the Chairman of UNI Group of Companies. He is a Successful Businessman. He is the Founder Director of Chittagong Metropolitan Chamber of Commerce & Industries, Trustee, Independent University of Bangladesh, member of Bhatiary Golf & Country Club, Chittagong Club Ltd, Chittagong Board Club, Uttara Club Ltd. He was the Director of BGMEA. He is Associated many business and Socio-Cultural organization. He is widely traveled and visited different Countries of Europe, USA, Asia, Africa and Australia.
2. **Mr. Mozaffar Hossain Paltu**, Mr. Mozaffar Hossain Paltu, son of late Md. Monower Hossain was born in a respectable Muslim family in Comilla. He Completed B.A (Hons) in General History from Dhaka University. He is the Chairman of UICL, since its inception. He is a member of Dhaka Club Ltd & National Press Club. He is associated with many business and Socio-Cultural organization. He was joint G.S of Bangladesh Awami League, President Dhaka City Awami League and General Secretary Bangladesh Cricket Board. Mr. Paltu is the Chairman of Goodman Pharmaceuticals Ltd. Board of Editor Dainik Provat, Vice-President NATAB, and Advisor Bangladesh Bharat Moitry Samity. He is widely traveled and different Countries of Europe, USA, Asia, Africa and Australia.
3. **Mr. Md. Belayet Hossain**, Mr. Md. Belayet Hossain, son of Haji Md. Yakub Ali was born in a respectable Muslim family. Mr. Hossain is a successfully business man in Bangladesh. He is sponsor Director of UICL. He is the Proprietor of B.H. International, Bari Trade International, Joy trading and managing Director of Moon Star Marketing (PVT) Ltd, Belview properties Ltd. He is associated with many business and socio-Cultural organization. He has traveled different Countries of Europe, USA, Asia, Africa and Australia.
4. **Prof. M.M. Kamaluddin Chowdhury**, son of late Alhaj Bazlus Sobahan Chowdhury was born in a respectable Muslim family in Chittagong. He obtained M.A. degree from Chittagong University. Mr. Chowdhury is a successful business man who after completion his education engaged in different business in Bangladesh. He is a Sponsor Director of UICL, Chairman of Clifton Group, Chattogram. He is associated with many business and Socio-Cultural organization. He has traveled different Countries of Europe, USA, Asia, Africa and Australia.
5. **Mr. Md. Shahjahan**, son of Alhaj Golam Rahman was born in a respectable Muslim family in Chittogram. He is a Sponsor Director of UICL, Managing Director of Dress well Ltd., Shoel Securities Ltd. He is associated in many business and socio-Cultural organization. He has traveled different Countries of Europe, USA, Asia, Africa and Australia.
6. **Mr. Farid Ahmed Chowdhury**, Mr. Farid Ahmed Chowdhury, son of late Ahmedul Huq Chowdhury was born in a respectable Muslim family in Chittagong. Mr. Chowdhury is a Successful Business man. He started his family business (Stevedoring) in 1967. He is the Sponsor director of UICL. He is Chairman of Frank Group of Companies. He is the managing Director of A. Huq Chowdhury & Sons. He was commercially important person (CIP) for several years. Mr. Chowdhury was president of Chittagong Chamber of Commerce & Industries, Bangladesh Shipping Agents Association, Bangladesh port user's forum, Advisor BGMEA, Director Chittagong Stock Exchange, Member of Advisory committee of CPA. Mr. Farid Ahmed Chowdhury is associated with many business and Socio-Cultural organization. He has traveled different Countries of Europe, USA, Africa and Australia.
7. **Dr. Syed Serajul Huq**,
Dr. Syed Serajul Huq, son of late Syed Fozlul Huq was born in an illustrious Muslim family having background of 300 years old tradition in Barisal district. He is the Chairman, Executive Committee of Union Insurance Company Limited, Chairman of Beaul Monde group of Industries. He is successful Industrialist. He has been running Industries like, Steel Re-Rolling Mills, C.I. Sheet Industries, Ship Breaking and also Owning Ocean going Ship. He is in this line of business since 1967. He has obtained Honorary Ph.D. degree from Open International University, California, USA. He is the trustee & member of the Governing Council, Independent University, Bangladesh. He is the life and Permanent member of Bhatiary Golf and Country Club, Chittagong. Permanent Member of Chittagong Club Ltd. He is happily married having one son & Two Daughters, besides Seven Grandchildren. He has traveled various Countries Such as Singapore, Thailand, America, Malaysia, India, Canada, UK, China, Brüssel, Denmark and other Countries in the world.
8. **Mohammad Golam Kibria**, is sponsor Director of UICL. he was born in a respectable Muslim family in Noakhali. He Completed B.A (Hons) from Dhaka University. He has travelled many countries including USA, UK, Canada and many more. He is actively involved in various social and charitable Organizations.

- 9. Syed Ahsanul Huq**, Son of Dr. Syed Serajul Huq, was born in an illustrious Muslim family having background of 300 years old tradition in Barisal district. He is the sponsor Director of UICL at the same time, he is the Managing Director of Beaufort Monde group of Industries. He is a successful Industrialist. He has been running Industries like, Steel Re-Rolling Mills, C.I. Sheet Industries, Ship Breaking and also Owning Ocean going Ship. He is in this line of business since 1980. He has completed M.Com from Chittagong University. He travelled Thailand, America, Malaysia, India, Canada, UK, China, and other Countries in the world.
- 10. Mr. Md. Asheek Bhuiyan**, son of Mr. Aminuzzaman Bhuiyan was born in a respectable Muslim family. Mr. Bhuiyan obtained M.Sc from Chattogram University. He is the sponsor director of UICL. He is a Successful Businessman. He is associated with many business and Socio-Cultural organization. He is widely traveled and visited different Countries of Europe, USA, Asia, Africa and Australia.
- 11. Mr. Kafil Uddin**, Son of Alhaj Mustafizur Rahman is the sponsor director of UICL. He was born in a respectable Muslim family of Chattogram. He became graduate from Chattogram University. He is a famous businessman in Chattogram and engages many charitable and social organizations.
- 12. Mrs. Mahjabeen Murshed**, W/O Mr. Murshed Murad Ibrahim, She is the sponsor director of UICL. She was born in a respectable Muslim family in Chattogram. He obtained B.Com degree from Chattogram University. She was the honorable member of National Parliament of Bangladesh. He is associated with many business and Socio-Cultural organization. He has traveled different Countries of Europe, USA, Asia, Africa and Australia.
- 13. Mr. Md. Ayub Khan**, Son of Late Alhaj Mohammad Doulat Khan was born in a respectable Muslim family of Chattogram. He is the sponsor director of UICL. He has completed his B.A from Chattogram University. He is a renowned business man in Chattogram.
- 14. Mr. Sabbir Chowdhury**, He was born in a respectable Muslim family in Chattogram. He is the sponsor of UICL. Mr. Chowdhury has completed his M.Com degree. He is an actively engaged in many social and cultural organizations.

(g) Capital Structure and History of Capital Raising.

The present capital structure of the company is as under:

Particulars	No. of shares	Face value in BDT	Amount in BDT
Authorized capital	100,000,000	10.00	1,000,000,000
Paid-up capital	29,041,356	10.00	290,413,560
Total paid-up capital before IPO (A)	29,041,356	10.00	290,413,560
Initial public offering (IPO) (B)	19,360,904	10.00	193,609,040
Paid-up capital after IPO (A+B)	48,402,260	10.00	484,022,600

The history of capital rising of Union Insurance Co. Ltd. (UICL) is as follows:

Allotments	No. of Shares	Face value	Consideration		Amount in BDT
			In cash	Other than cash	
September 26, 2001 (As per Memorandum)	6,000,000	10.00	60,000,000		60,000,000
December 31, 2011 (Bonus)	1,200,000	10.00	-	12,000,000	12,000,000
December 29, 2012 (Bonus)	1,800,000	10.00	-	18,000,000	18,000,000
December 25, 2013 (Bonus)	2,700,000	10.00	-	27,000,000	27,000,000
December 06, 2014 (Bonus)	3,510,000	10.00	-	35,100,000	35,100,000
December 29, 2016 (Bonus)	2,281,500	10.00	-	2,281,500	2,281,500
December 14, 2017 (Bonus)	1,749,150	10.00	-	17,491,500	17,491,500
August 19, 2018 (Bonus)	4,810,162	10.00	-	48,101,620	48,101,620
November 24, 2019 (Bonus)	1,202,541	10.00	-	12,025,410	12,025,410
August 24, 2020 (Bonus)	3,788,003	10	-	37,880,030	37,880,030
Total	29,041,356		60,000,000		290,413,560

The face value of shares was denominated from Tk. 100 per share to Tk. 10 per share vide special resolution passed on 27 December 2011 in the Extraordinary General Meeting by the shareholders of the Company and subsequently which was passed by RJSC on 4 June 2012.

(h) Summary of Valuation Report of Securities

Methods followed		Amount
Method-1:	NAV per share (without Revaluation)	14.71
	NAV per share (with Revaluation)	16.02
Method-2:	Historical earning-based value per share	34.61
Method-3:	Average market price per share of similar stocks	36.10
Average Cost		25.36

Details of the valuation report of securities are available in the Valuation Report of securities prepared by the Issue Manager.

Section II

Conditions Imposed by the Commission

Conditions imposed by the Commission in the Consent Letter:**PART-A**

1. The Company shall go for Initial Public Offer (IPO) for **1,93,60,904 Ordinary shares** of Tk. 10.00 each at par **from which 15% of securities will be reserved for the employees of the issuer and others and remaining 85% securities will be reserved for Eligible Investors (EIs) and General Public including NRB** totaling Tk. 19,36,09,040/- (Taka Nineteen crore thirty six lac nine thousand forty only) approximately following the Securities and Exchange Ordinance, 1969, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Depository Act, 1999 and rules made there under.
2. **The company shall comply with the Commission's Notification No. BSEC/CMRRCD/2009-193/27/Admin/127, dated 19 July, 2021;**
3. The abridged version of the prospectus, as approved and vetted by the Commission, shall be published by the issuer in 4 (Four) national daily newspapers (two in Bangla and two in English), within **05(five) working days** from the date of issuance of this consent letter. The issuer shall post the full prospectus, vetted by Commission, in the issuer's website and shall also put on the websites of the Commission, stock exchanges, and the issue manager, within **2 (two) working days** of publication of abridged version of prospectus in the newspaper and shall remain posted till the closure of the subscription list. The issuer shall submit to the Commission, the stock exchanges and the issue manager a diskette containing the text of the vetted prospectus in "MS - Word" format.
4. The company shall submit **40 (Forty)** copies of the printed prospectus to the Commission for official record within **05 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspapers.
5. The issuer company and the issue manager shall ensure transmission of the prospectus and its abridged version for NRBs through email to the Bangladesh Embassies and Missions abroad within **05 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspapers. A compliance report shall be submitted in this respect to the Commission jointly by the Issuer and the Issue Manager within **02 (Two) working days** from the date of publication of the abridged version of the prospectus in the newspapers.
6. The following declaration shall be made by the company in the prospectus, namely:-

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

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

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

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

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

7. Each General Applicant (General Public and Non-resident Bangladeshi applicants) who intends to submit application through the Electronic Subscription System (ESS) of the exchange(s) shall maintain a minimum investment of Tk.20,000/- (Taka twenty thousand only) in the listed securities (matured securities) at market price (the close price of both Exchanges whichever is higher) as on the end of a working day which is immediately preceded by 5 (five) working days from the first day of starting the subscription. **The application amount shall be Tk.10,000/- (Taka ten thousand only).** Exchanges shall send the list of BO Accounts who have applied in the IPO to the Central Depository Bangladesh Limited (CDBL). CDBL shall verify the list of BO

Accounts provided by the Exchanges regarding investment of general applicants in listed securities.

8. The IPO shall stand cancelled in case of under-subscription collectively above 35%. In such an event, the issuer and issue manager shall inform the Commission **within 02 (two) working days** and release the subscription money within 07 (seven) working days after receiving verification report from CDBL and the information from exchanges regarding subscription.
9. In case of under-subscription under any of sub-categories of eligible investors' category or general public category, the unsubscribed portion shall be added to other sub-category of the same category. In case of over subscription in the general public category, the securities shall be allotted on pro-rata basis, any fraction shall be considered to the nearest integer and accumulated fractional securities shall be allotted on random basis.
10. **An applicant cannot submit more than two applications, one in his/ her own name and the other jointly with another person. In case, an applicant submits more than two applications, all applications shall be treated as invalid and shall not be considered for allotment purpose. In addition, 15% (fifteen) of the application money shall be forfeited and deposited to the Commission by the exchange(s) and the balance amount shall be refunded to the applicant.**
11. **The applicants who have applied for more than two applications using same bank account, their applications shall not be considered for allotment purpose. In addition, 15% of their subscription money shall be forfeited and deposited to the Commission by the exchange(s). The balance amount shall be refunded to the applicants.**
12. Making of any false statement in the application or supplying of incorrect information therein or suppressing any relevant information in the application shall make the application liable to rejection and subject to forfeiture of 25% of the application money and/or forfeiture of share (unit) before or after issuance of the same by the issuer. The said forfeited application money or sale proceeds of forfeited shares (unit) shall be deposited to the Commission by the exchange(s). This is in addition to any other penalties as may be provided for by the law.
13. The company shall furnish the list of allottees to the Commission and the stock exchange(s) simultaneously in which the shares will be listed, within **24 (Twenty Four) hours** of allotment.
14. Shares are not allotted at the time of according this consent, but allotted after listing, in favor of sponsors, directors or shareholders having 10% or more shares, other than alternative investment funds, through stock dividends, shall be subject to a lock-in period of 02(two) years from the date of issuance of the prospectus.
15. If any share of Sponsors/Directors/Promoters is in paper format, it shall be handed over to securities custodian registered with the Commission and shall remain held till completion of lock-in period and the name of the securities custodian shall be furnished to the Commission jointly by the issuer and issue manager, along with a confirmation thereof from the custodian, within one week of listing of the shares with the stock exchange(s). Otherwise, those shares (shares of Sponsors/ Directors/ Promoters) can be dematerialized and shall remain in lock-in under CDBL system and the issuer shall submit a dematerialization confirmation report generated by CDBL system and attested by Managing Director of the company along with the lock-in confirmation to the Commission within one week of listing of the shares with the stock exchange(s). In respect of shares other than Sponsors/ Directors/Promoters, the issuer will ensure their lock-in of those shares and submit a statement to this effect to the Commission.
16. **The company shall not declare, approve or distribute any dividend/ bonus shares before listing with any Exchange from the date of this letter.**
17. The company shall not engage itself into any merger/amalgamation or acquisition activities without taking “No Objection” from the Commission, on the scheme of the said merger/amalgamation or acquisition, as recommended by the Board of Directors, before approval by the shareholders in General Meeting.
18. Each Eligible Investor (EI) who intends to submit application through the Electronic Subscription System (ESS) of the exchange(s) shall maintain a minimum investment of Tk. 5,000,000/- (Taka fifty lac) for approved pension funds, recognized provident funds and approved gratuity fund and other EIs of Tk.10,000,000/- (Taka one crore) in the listed securities (matured securities) at market price (the close price of both Exchanges whichever is higher) as on the end of a working day which is immediately preceded by 5 (five) working days from the first day of starting the bidding as per clause (e) of sub-rule (1) of rule 2 of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015. Exchanges shall send the list of BO Accounts who have applied in the IPO to the Central Depository Bangladesh Limited (CDBL). CDBL shall send a report to the Exchanges on the basis of the list of BO Accounts provided by the Exchanges regarding holding of EIs in listed securities and the Exchange shall ensure the compliance in this regard.
19. The company shall not increase its paid up capital through issuance of bonus shares for next four (4) years from the first trading day at the exchange(s).
20. **"The Company shall invest at least 20% of the capital raised through IPO in the listed securities complying with the provisions of “বীমা (নন-লাইফ বীমাকারীর সম্পদ বিনিয়োগ ও সংরক্ষণ) প্রবিধানমালা, ২০১৯”**

PART-B

Application Process

Step-1 (Applicant):

1. An applicant for public issue of securities shall submit an application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the **25th (twenty fifth) working day** from the date of publication of an abridged version of the prospectus.
2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Total Amount and Category of the Applicant.
 - a) Eligible investors shall submit an application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by exchange(s).
 - b) The General Public and Non-resident Bangladeshi (NRB) applicants shall submit the application in the electronic subscription system of the exchange(s) through the Stockbrokers/Merchant Bankers where the applicant maintains customer account.

Step-2 (Intermediary):

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

Step-3 (Issuer):

10. The Issuer and issue manager shall post the final status of subscription on their **websites within 6 (six) hours** and on the websites of the Commission and Exchanges **within 12 (twelve) hours** of receiving information by the Commission and the Exchanges.
11. **Within 3 (three) working days** of receipt of the subscription result, the Issuer and Exchanges shall:
 - a) Process pro-rata allotment of securities to the General Public and Non-Resident Bangladeshi (NRB) applicants;
 - b) Prepare category wise lists of invalid applicants who are subject to penal provisions as per conditions of the consent letter issued by the Commission in electronic (text format with tilde '~' separator) format mentioning the penalty amount against each applicant;
 - c) Issuer shall issue allotment letters in the names of allottees in electronic format and

- d) Issuer shall credit the allotted shares to the respective BO accounts on the basis of allotment data (BOID and number of securities) via their CDBL VeDAS Terminal.

12. 15% Private Offer to employees of the Issuer:

According to the compliance with the provisions of the Commission's Notification No. BSEC/CMRRCD/2009-193/27/Admin/127 dated 19 July 2021, application process of the 'employees & others' category of the issuer in the initial public offering (IPO) through ESS of the Exchanges shall be conducted as follows:

- The issuer shall upload the list of the existing employees in the electronic subscription system of the exchange(s) in electronic (text format with tilde '~' separator) format containing Customer ID, Name (as per BO ID), BO ID, Total Quantity, Total Amount, Category of the Applicant, NID, Employee ID, Service Start Date and Designation.
- The existing employees of the issuer shall submit application in the electronic subscription system of the exchange(s) through the Stockbrokers/Merchant Bankers where the applicant maintains customer account.
- The registered Stockbroker/Merchant Banker in the ESS shall upload the lists of existing employees of the issuer in electronic (text format with tilde '~' separator) format.
- The Exchanges shall verify (name, BO ID, amount, duplicate, etc) the applications of existing employees and send the valid BOIDs in electronic (text) format to CDBL for verification. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.
- CDBL shall provide the Exchanges with an updated database of the applicants containing BO Account Number, Name, Addresses, Parent's Name and Joint Account information along with the verification report.
- The Existing employees of the issuer whose applications are valid and active will be allotted securities as per their applied quantities, **subject to a lock-in period of 2 (two) years from the first trading day at the exchanges.**

Step-4 (Intermediary):

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

Miscellaneous:

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

20. The concerned Exchanges are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

PART-C

1. The issue manager(s) shall carefully examine and compare the published prospectus and its abridged version on the date of publication with the copies vetted by the Commission. If any discrepancy is found, both the issuer and the issue manager shall jointly publish a corrigendum immediately in the same newspapers concerned, simultaneously endorsing copies thereof to the Commission and the Exchanges concerned. In this regard, the issue manager(s) shall submit a compliance report to the Commission within 5 working days from the date of such publications.
2. The fund collected through Initial Public Offer shall not be utilized prior to listing with the Exchange(s) and that utilization of the said fund shall be effected through banking channel, i.e. through account payee cheque, pay order or bank drafts etc.
3. The company shall furnish status report on utilization of Public Offering proceeds audited by foreign affiliated auditors and authenticated by the board of directors to the Commission and the Exchanges within 15 (Fifteen) days of the closing of each quarter until such fund is fully utilized, as mentioned in the schedule contained in the prospectus. The issuer shall simultaneously post the status report in its website and Exchanges shall also post the same in company information contained in websites of the Exchanges. In the event of any irregularity or inconsistency, the Commission may employ or engage any person to examine whether the issuer has utilized the proceeds for the purpose disclosed in the prospectus.
4. While auditing the utilization of IPO proceeds, the auditors will perform their jobs under the following terms of reference (TOR) and confirm the same in their report/certificate:
 - (a) Whether IPO proceeds have been utilized for the purposes/heads as specified in the prospectus;
 - (b) Whether IPO proceeds have been utilized in line with the condition (if any) of the Commission's consent letter;
 - (c) Whether utilization of IPO proceeds have been completed within the time schedule/implementation schedule as specified in the published prospectus;
 - (d) Whether utilization of IPO proceeds is accurate and for the purpose of the company as mentioned/specified in the published prospectus; and
 - (e) The auditors should also confirm that: (i) assets have been procured/imported/constructed maintaining proper/required procedure as well as at reasonable price; and (ii) auditors' report has been made on verification of all necessary documents/papers/vouchers in support of IPO proceeds making reconciliation with Bank Statement.
5. All transactions, excluding petty cash expenses, shall be effected by crossed cheques or bank transfers.
6. Proceeds of the Initial Public offer shall not be transferred to any other bank account before listing with the Exchange(s). The proceeds shall not be used for any purpose other than those specified in the prospectus without any valid ground. Any deviation in this respect of purpose and time must have prior approval of at least 51% of the public shareholders, other than sponsors and directors, in a general meeting through a Board approved agenda thereon and due notification to the shareholders. Before the said general meeting, such deviation as recommended by the Board of Directors shall be published as price-sensitive information with detailed description and reasons for such deviation. If approved by the shareholders, the meeting resolution shall be submitted to the Commission along with reasonable explanations and the decision shall be published as price-sensitive information.
7. If any quarter of the financial year-end after publication of the abridged version of prospectus and before listing of its securities with any exchange, the company shall disseminate/transmit/submit the said quarterly financial statements in accordance with the Commission's Notification BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018 and Rules 15 of the Securities and Exchange Rules, 2020.
8. In the event of arising issues concerning Price Sensitive Information as defined under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা 1995 after publication of the abridged version of prospectus and before listing of its securities with any exchange, the company shall disseminate/transmit/submit the information as price sensitive in accordance with the Commission's Notification No. SEC/SRMI/200-953/1950 dated October 24, 2000.

PART-D

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

2. The issuer and the issue manager shall ensure due compliance of all the above conditions, the ‘Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015’ and the listing regulations of the Exchanges;

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

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

Disclosure in respect of issuance of security in Dematerialized Form:

As per provisions of the Depository Act, 1999 and regulations made there under, shares of the Company will be issued in dematerialized form only and for this purpose Union Insurance Co. Ltd. will sign an agreement with the Central Depository Bangladesh Limited (CDBL). Therefore, all transfers, transmissions, splitting or conversions will take place on the CDBL system and any further issuance of shares (including rights and bonus) will also be issued in dematerialized form only.

Section III

Declaration and Due Diligence Certificates

Annexure- A

Declaration about the responsibility of the Directors, including the CEO of the Issuer in respect of the prospectus

[Rule 4 (1)(d)]

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

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

Sd/- (Mr. Mozaffar Hossain Paltu) Chairman	Sd/- (Mohammed Hasmot Ali) Director	Sd/- (Md. Azizur Rahman) Director
Sd/- (Mr. Junayad Khan Asfar) Director	Sd/- (Md. Shahjahan) Director	Sd/- (Prof. M.M. Kamaluddin Chowdhury) Director
Sd/- (Md. Belayet Hossain) Director	Sd/- (Barrister Mashfiqur Rahman) Director	Sd/- (Mr. Mohammad Mubashair Rahman) Director
Sd/- (Mrs. Bibi Wazeda) Director	Sd/- (Mr. Jahangir Alam) Director	Sd/- (Ms. Nasrin Sultana) Director
Sd/- Mr. Anjon Mozumder Director	Sd/- (Alhaj Nur Uddin Ahmed) Director	Sd/- (Mohammad Faiz) Independent Director
Sd/- (Mr. Sayed Alamgir Farrouk Chowdhury) Independent Director	Sd/- (Mr. M.U.A. Quader) Independent Director	Sd/- (Mr. Talukder Md. Zakaria Hossain) Managing Director & CEO

Date: 16th May, 2021

Due Diligence Certificate by Issue Manager
[Rule 4 (1)(d)]

To

The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 19,360,904 Ordinary Shares of Tk. 193,609,040 by Union Insurance Co. Ltd.

Dear Sir,

We, the Issue Manager to the above-mentioned forthcoming issue, state and confirm as follows:

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

WE CONFIRM THAT:

- a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;
- b) All the legal requirements relating to the issue as also in the rules, notification, guidelines, instructions, etc. framed/issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;
- c) The disclosures made in prospectus are true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and other applicable laws;
- d) Besides ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;
- e) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments;
- f) The proposed activities of the Issuer for which the funds are being raised in the present issue fall within the 'main objects' listed in the object clause of the Memorandum of Association or other charter of the Issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;
- g) Necessary arrangements have been made to ensure that the moneys to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the prospectus;
- h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well informed decision;
- i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background or the Issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IPO for any further inspection by the Commission;
- j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the rules has been complied with and our comments, if any;
- k) We also declare that we have managed the public issue of following Issuers in the last 05 (five) years:

Serial No	Issue Month/Year	Issue Price	Dividend Payment History
1.	Crystal Insurance Ltd. (Year-2020)	10	10c

Place: Dhaka

Date: 29.04.2021

For Manager to the issue:

Sd/-

Emam Hossain

Chief Executive officer (C.C)

Sonar Bangla Capital Management Limited

**Due Diligence Certificate by the Underwriter
[Rule 4 (1)(d)]**

To

The Bangladesh Securities and Exchange Commission

Sub: Public Offer of 19,360,904 Ordinary Shares of Tk. 193,609,040 (Nineteen Crore Thirty-SixLac Nine Thousand Forty) of Union Insurance Co. Ltd.

Dear Sir,

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

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

WE CONFIRM THAT:

We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 153,999,300 (Taka Fifteen crore nine lacs ninety nine thousand three hundred) only and we have the capacity to underwrite a total amount of Tk. 769,996,500 (Taka Seventy six crore ninety nine lacs six thousand five hundred) only as per relevant legal requirements. . We have committed to underwrite for up to BDT. 33,881,582 (BDT- Three crore thirty eight lac eighty one thousand five hundred eighty two) only for the upcoming issue.

3. At present, the following underwriting obligations are pending for us:

Sl. No.	Name of The Company	Amount Underwritten (Taka)
1	SBS Cables Limited	21,600,000
2	Summit Uttaranchal Power Company Limited	51,000,000
3	GQ Ball Pen Industries Limited	19,500,000
4	The Dacca Dying & Manufacturing Co. Ltd.	40,000,500
5	Nialco Alloys Limited	12,500,000
6	Beka Garments and Textile Limited	122,500,000
Total		267,100,500

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

For the Underwriter:

Sd/-

Emam Hossain

Managing Director / CEO (Current charge)

Sonar Bangla Capital Management Limited

Date: 29 April,2021

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

To

The Bangladesh Securities and Exchange Commission

Sub: Public Offer of 19,360,904 Ordinary Shares of Tk. 193,609,040 (Nineteen Crore Thirty-Six Lac Nine Thousand Forty) of Union Insurance Co. Ltd.

Dear Sir,

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

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

WE CONFIRM THAT:

- a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 25,25,33,531.00 (Taka Two hundred fifty-two million and five hundred thirty-three thousand five hundred thirty one) only and we have the capacity to underwrite a total amount of Tk. 33,881,582 (BDT- Three crore thirty eight lac eighty one thousand five hundred eighty two) only as per relevant legal requirements. We have committed to underwrite for
- b) At present, the following underwriting obligations are pending for us:
(Name of the issue and amount underwritten)

Sl. No.	Name of The Company	Amount Underwritten (in BDT)
1	AB Bank Limited (Rights)	90,000,000
2	Ratanpur Steel Re-Rolling Mills Ltd. (Rights)	50,000,000
3	Electro Battery Com. Ltd. (IPO)	39,375,000
4	PEB Steel Alliance Limited (IPO)	22,500,000
5	Gardenia Wears Ltd. (IPO)	45,000,000
6	Pragati Life Insurance Ltd. (Rights)	90,000,000
7	Taufika Foods and Agro Industries Limited (IPO)	30,000,000
9	Nialco Alloys Limited	50,000,000
	Total	416,875,000

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

For MTB Capital Ltd.

Sd/-

Khairul Bashar A. T. Mohammed

Chief Executive Officer & SEVP


Date: 29 April, 2021

Section IV About the Issuer

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

Particulars of the Company:


Union Insurance Co. Ltd. (UICL) was incorporated in Bangladesh as a Public Limited Company on 24, August 2000 under the Companies Act, 1994 and licensed under the Insurance Act, 1938 in order to run all types of general insurance business other than life insurance business. UICL obtained certificate of commencement of business on 11 November 1999. UICL got registration from Controller of Insurance on 27th September 2000. Presently the company has been operating the business through 40 branches including one Local Office at Dhaka. The branches are located in different strategically important areas of the country.

Particulars	Description
Name of the Issuer	: Union Insurance Co. Ltd.
Date of incorporation	: August 24, 2000
Date of commencement of commercial operations	: August 24, 2000
Issuer's logo	:  ইউনিয়ন ইন্স্যুরেন্স কোঃ লিঃ UNION INSURANCE CO. LTD.
Address of the Registered Office	: DR Tower, (15 th floor), Union Insurance Co. Ltd., 65/2/2, Box Culvert Road, Purana Paltan, Dhaka-1000
Telephone number	: +88-02- 55112914-19
Fax number	: +880-2-55112913
Contact person	: Mr. Talukder Md. Zakaria Hossain- CEO
Website address	: www.unioninsurancebd.com
Email address	: info@unioninsurancebd.com



(b) The names of the sponsors and directors of the Issuer

Particulars	Name	Designation
Sponsor of the Issuer	1. Mr. Mozaffar Hossain Paltu	Chairman
	2. Mr. Md. Belayet Hossain	Director
	3. Mr. Md. Shahjahan	Director
	4. Prof. M.M. Kamaluddin Chowdhury	Director
Directors of the Issuer	5. Mr. Md. Azizur Rahman	Director
	6. Mr. Mohammed Hasmot Ali	Director
	7. Barrister Mashfiqur Rahman	Director
	8. Mr. Mohammad Mubashair Rahman	Director
	9. Mrs. Bibi Wazeda	Director
	10. Mr. Jahangir Alam	Director
	11. Ms. Nasrin Sultana	Director
	12. Mr. Junayad Khan Asfar	Director
	13. Alhaj Nur Uddin Ahmed	Director
	14. Mr. Anjan Mozumder	Director
	15. Mohammad Faiz	Independent Director
	16. Syed Alamgir Farrouk	Independent Director
	17. M.U.A.Quader	Independent Director

(c) The name, logo and address of the auditors along with their telephone numbers, fax numbers, contactpersons, website and e-mail addresses


Particulars	Description
Name of the auditor	: FAMES & R
Logo	: 
Addresses of the Auditor	: SharaqMac, Flat-2A, House-3/1 & 3/2 Bijoy Nagar, Dhaka-1000
Telephone number	: 9587531, 958 7531
Fax number	: +88-02-9884049
Contact person	: Fouzia Haque- FCA
Website address	: https://www.primeglobal.net/firms/fames-r-chartered-accountants
Email address	: fames1622@gmail.com

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

	Dhaka Stock Exchange Limited (DSE) 9/F, Motijheel C/A, Dhaka-1000	Tel: +88-02-9564601 Fax: +88-02-9564727 Web: www.dsebd.org
	Chittagong Stock Exchange Limited (CSE) CSE Building, 1080 Sk. Mujib Road Agrabad C/A, Chittagong	Tel: +88-031-714632 Fax: +88-031-714101 Web: www.cse.com.bd

Section V

Corporate Directory of the Issuer

Name of the Company	UNION INSURANCE CO. LTD.
Logo	 ইউনিয়ন ইন্স্যুরেন্স কোঃ লিঃ UNION INSURANCE CO. LTD.
Date of incorporation	August 24, 2000
Date of Certificate for Commencement of Business	August 24, 2000
Date of commercial operation	24 th August 2000
Changes in denomination of face value of shares	The face value of shares was denominated from Tk. 100 per share to Tk. 10 per share vide special resolution passed on 27 December, 2011 in the Extraordinary General Meeting by the shareholders of the Company and subsequently which was passed in RJSC on 4 June 2012.
Authorized Capital as on 30 September 2020	Tk. 1,000,000,000 comprising of 100,000,000 ordinary shares of Tk.10/- each.
Issued, subscribed & paid up capital as on 30 September 2020	Tk. 290,413,560 paid up capital comprising of 29,041,356 ordinary shares of Tk. 10/- each
Registered Office	DR Tower, (15 th floor), Union Insurance Co. Ltd., 65/2/2, Box Culvert Road, Purana Paltan, Dhaka-1000 Email: info@unioninsurancebd.com Web: www.unioninsurancebd.com
Head Office	DR Tower, (15 th floor), Union Insurance Co. Ltd., 65/2/2, Box Culvert Road, Purana Paltan, Dhaka-1000 Email: info@unioninsurancebd.com Web: www.unioninsurancebd.com
Board of Directors	17 directors (including Independent Director)
Auditors	FAMES & R Chartered Accountants SharaqMac, Flat-2A, House-3/1 & 3/2 Bijoy Nagar, Dhaka-1000 Phone: +88-02-9884049, 9587531, e-mail : fames1622@gmail.com Web: https://www.primeglobal.net/firms/fames-r-chartered-accountants
Legal Advisor	Md. Shagrir Anwar Advocate, Supreme Court of Bangladesh Maksud & Associates Chamber: Annex Bhaban, Room no: 3032 Flat 3/A, House: 46, Road: 11, Shekhertech Adobor, Dhaka-1207. Tel- +88-02-9570323 Cell- +880-1711-267812
Tax Consultant	Mr. Shah Zikrul Ahmed Chamber: 21 Purana Paltan, Dhaka Cell- +880-1711-020592
Manager to the Issue	Sonar Bangla Capital Management Limited Paramount Heights (8 th Floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka-1000 Tel 88-02-9511799 Fax 88-02-9515447 Email sbcmgtltd@gmail.com Web www.sbcmld.com
Name of Underwriters	Sonar Bangla Capital Management Limited Paramount Heights (8 th Floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka-1000

	<p>Tel 88-02-9511799 Fax 88-02-9515447 Email sbcmgtltd@gmail.com Web www.sbcmibd.com</p> <p>MTB Capital Ltd MTB Tower (Level-3), 111 Kazi Nazrul Islam Avenue, Bangla Motor, Dhaka-1000 Phone:+88 02 9339586, 9337961, 9339568, 9347695 Direct:+88 02 8321760, Fax: + 88 02 8321543, Cell: 01813770888 Web: www.mtbcap.com</p>										
Banker for the IPO	<p>SBAC Bank Limited Motijheel Branch, Dhaka</p> <table> <tr> <th>Account No.</th><th>Currency</th></tr> <tr> <td>0100150047042</td><td>BDT</td></tr> <tr> <td>0100150047051</td><td>EUR</td></tr> <tr> <td>0100150047052</td><td>USD</td></tr> <tr> <td>0100150047053</td><td>GBP</td></tr> </table>	Account No.	Currency	0100150047042	BDT	0100150047051	EUR	0100150047052	USD	0100150047053	GBP
Account No.	Currency										
0100150047042	BDT										
0100150047051	EUR										
0100150047052	USD										
0100150047053	GBP										
Compliance Officer	<p>Md. Anisul Islam Khan Chief Financial Officer (CFO) Tel: +88-02-55112907 Fax: +88-02-55112913 Email: info@unioninsurancebd.com</p>										

Section VI

Description of the Issuer

(a) Summary:

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

Insurance serves a number of valuable functions which are very different from those rendered by other types of financial intermediaries. The indemnification and the risk pooling properties of non-life insurance facilitate transaction and the provision of credit by mitigating losses as well as the measurement and management of risk.

Initially, the Insurance Industry of Bangladesh was governed by The Insurance Act 1938 which subsequently has been replaced by the Act of 2010. The office of the Controller of Insurance under the Ministry of Commerce was abolished by the Insurance Development and Regulatory Authority Act 2010; and Insurance Development and Regulatory Authority (IDRA) is functioning under the of the Ministry of Finance (previously was under the Ministry of Commerce).

Through the enactment of Insurance Corporation Act VI, 1973 two corporations, namely the SadharanBima Corporation (SBC) for general insurance and the Jiban Bima Corporation (JBC) for life insurance in Bangladesh were established on 14th May, 1973. The government allowed the private sector to conduct business in all areas of insurance for the first time in 1984. The insurance e market now consists of 78 companies as per record in Insurance Development Regulatory Authority (IDRA), which is:

- 02 (Two) state owned companies (Jiban Bima Corporation for life insurance, and SadharanBima Corporation for general insurance in the public sector), and
- 45 general insurance & 31 life insurance companies in the private sector.

Out of which, 51 insurance companies are listed in the capital market of which 11 (eleven) are life insurance providers and rest 40 are general insurance providers [source: www.dsebd.org]. Government has recently issued license to India's state owned-Life Insurance Corporation (LIC). The regulatory reforms started with the introduction of the Insurance Act 2010. It is obligatory for insurance companies to charge premium rates as determined by the Regulatory Authority. However, the tariff rates have not been reviewed for a long time in light of updated loss experience obtaining over the years and as such many clients do feel that they are being overcharged. Further short term and mid-term objective of national insurance policy and guideline were not implemented. This has further negatively impacted the public perception of the insurance industry at large thereby hindering its growth.

Sectorial share of insurance industry to the GDP at current prices is 0.38% in 2016 whereas 4.1% in 2015 found in the Bureau of Statistics, Bangladesh. Insurance penetration rate in Bangladesh is less than 1% since last consecutive years.

The further progress of Bangladesh Insurance Industry predominantly depends on how the consumers' perception of insurance as a useful and efficient vehicle of risk transfer can be bolstered. This can be achieved through sustained efforts of the industry as well as regulators by holding public conference, by providing efficient services, honoring insurance policy obligations, introducing new products, aware the public by using technology and social mechanism and by rationalizing the pricing mechanism. Union Insurance Company is operating general insurance business. There is only one Company in public sector namely ShadharonBima Corporation and in private sector, there are 45 general insurance companies are operating in Bangladesh. There is immense competition amongst the companies as number of general insurance companies is large. Since Bangladesh economy is growing and GDP growth rate is up trending and steady which is favorable for the development of insurance sector of Bangladesh. Alongside newly promulgated the Insurance Act 2010 has also brought structural and legislative development for doing insurance business in the country.

Due to volume of business in Bangladesh is increasing day by day and business risk such as accident, hazard, peril, fire, theft etc. shall also increase simultaneously. The issuer is doing business in such an industry where demand for insurance coverage to reduce business risk is highly required. Currently the economy of Bangladesh has been emerged and demand for insurance coverage has been substantially increased. The last five years business performance of the issuer has been revealed that current business environment is favorable for the Company.

Nature of business

Union Insurance Co. Ltd. (UICL) is licensed under Insurance Act, 1938 in order to run all types of general insurance business other than life insurance business. Like most of the general insurance companies in the industry, UICL underwrites risks in fire, marine, motor and miscellaneous business areas.

Principal products and services

Union Insurance Co. Ltd. is carrying out the following types of insurance/re-insurance business:

- a) Accidental Damage on Property Insurance
 - i. Fire & Allied Perils Insurance
 - ii. Industrial All Risks Insurance
- b) Marine Cargo Insurance
- c) Motor Insurance
- d) Miscellaneous Insurance
 - i. Burglary Insurance (BUG)
 - ii. Cash-in Safe Insurance (CIS)
 - iii. Cash-in Transit Insurance (CIT)
 - iv. Cash-on-Counter Insurance (COC)
 - v. Personal Accident Insurance (PA)
 - vi. Workman's Compensation Insurance (WC)
- e) Liability Insurance
 - i. Employers' Liability Insurance (EL)
 - ii. Product Liability Insurance (PDL)
 - iii. Public Liability Insurance (PL)
- f) Engineering Insurance
 - i. Contractors' All Risks Insurance (CAR)
 - ii. Erection All Risks Insurance (EAR)
 - iii. Machinery Break-down Insurance (MBD)
 - iv. Deterioration of Stock Insurance (DOS)
 - v. Boiler & Pressure Vessel Insurance (BPV)
 - vi. Contractors' Plant & Machinery Insurance (CPM)

Relative contribution to revenue

Underwriting Profit	30-Sep-20		31-Dec-19	
	Taka	(%)	Taka	(%)
Fire insurance revenue account	(40,721,609)	-80.37%	13,332,100	10.77%
Marine cargo revenue account	80,058,480	158.00%	77,287,627	62.44%
Marine Hull revenue account	(9,579,918)	-18.91%	(3,273,424)	-2.64%
Motor insurance revenue account	10,343,135	20.41%	15,460,472	12.49%
Miscellaneous insurance revenue account	10,569,851	20.86%	20,966,792	16.94%
Total	50,669,939	100%	123,773,567	100%

Distribution of products/services

The Company operates its business through the Head Office at Dhaka and the branches throughout the country. As on 30 September 2020, the Company has been operating its business through 44 branches including one local office in Dhaka.

Competitive condition in business

Over the years the insurance business has grown very competitive. Presently, 78 insurance companies are operating in the country, of which 46 are in general insurance business and the remaining 32 are in life insurance business. UICL has to face stiff competition arising from the existing 46 general insurance companies including SBC. Despite the extreme competition, UICL's business operations show satisfactory performance.

Sources and availability of raw materials and the names of the principal suppliers

The Company does not procure any raw materials and as such has no principal merchandizing supplier(s).

Sources of, and requirement for power, gas and water or any other utilities

The Company does not require such utilities except for ordinary use in office work.

Customer providing 10% or more revenues

There are no customers who provided 10% or more revenue/premium during the period January-September 2020.

Description of contract(s) with principal Suppliers/Customers

The company has no such contract.

Material patents, trademarks, licenses or royalty agreements

The Company does not have any material patents, trademarks or royalty agreement except license from Controller of Insurance.

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

Associate, subsidiary/related holding company

The company does not have any associate, subsidiary/related holding company. So the Issuer does not prepare any consolidated financial statements.

(b) General Information:

(i) Name and address, telephone and fax numbers of the Registered Office, corporate head office, other offices, factory, business premises and outlets of the Issuer

Name	Union Insurance Co. Ltd.
Registered Office	DR Tower, (15 th floor), Union Insurance Co. Ltd., 65/2/2, Box Culvert Road, Purana Paltan, Dhaka-1000
Corporate Office	DR Tower, (15 th floor), Union Insurance Co. Ltd., 65/2/2, Box Culvert Road, Purana Paltan, Dhaka-1000
Telephone	+88-02- 55112914-19
Fax	+88-02- 55112913

Branches

01	Mr. Md. Monir Uddin Addl. MD & Branch In-charge Union Insurance Co. Ltd Agrabad Branch Jiban Bima Bhaban (2 nd Floor) 56 Agrabad C/A, Chattogram. Tel: +88 031 724379, 2521517 Mob: 01819-388304, 01716-990279 email: unionagr@gmail.com	02	Mr. Moshir Rahman DMD & Branch In-charge Union Insurance Co. Ltd Arambagh Branch Ismail Chamber, (1 st Floor) 188/1 Arambagh, Motijheel Circular Road, Dhaka. Tel: +88 02 7191154 Mob: 01921-430214 email : insurance_union@yahoo.com	03	Mr. Mirza Md. Murad SVP & Branch In-charge Union Insurance Co. Ltd B.B. Avenue Branch Done Plaza (11 th floor), 9 BB Avenue, Dhaka Tel: +88 02 47114513 Mob: 01916-035870 email : unionbb15@gmail.com
04	Mr. Chitta Ronjon Das SEVP & Branch In-charge Union Insurance Co. Ltd Bangshal Branch 38 Hazi Abdullah Sarker Lane (North South Road), 4 th Floor Bangshal, Dhaka. Tel: +88 02 9588027 Mob: 01710 -378153 email : unionbangshal@gmail.com	05	Mr. Syed Aba Khaled SVP & Branch In-charge Union Insurance Co. Ltd Barisal Branch 61 Sadar Road (Medicas Pharmacy 1 st Floor), Barisal. Tel: +88 0431 2176349 Mob: 01712- 926 447 email : syedabakhaled@gmail.com	06	Mr. A.K.M. Mofiz Ullah DMD & Branch In-charge Union Insurance Co. Ltd Bijoy Nagar Branch Paramount Heights (4 th Floor) 65/2/1 Box Culvert Road, Purana Paltan, Dhaka 1000. Tel: +88 02 9587918 Mob: 01914 -223096 email : akmliton164@gmail.com
07	Mr. Md. Humayun Kabir Asst. Manager & In-charge (CC) Union Insurance Co. Ltd Bogra Branch Basiron Market (2 nd Floor) Jautola, Bogra. Tel: +88 05162369. email : humayoun204@gmail.com	08	Mr. Mohammad Ismail DMD & Branch In-charge Union Insurance Co. Ltd Dewanhat Branch Agrabad Center (5 th Floor) 2470/A Sheikh Mujib Road Chowmuhani, Chattogram. Tel: +88 031 2528709 Mob: 01819 539 356 email : uicdbctq@yahoo.com	09	Mr. MA Wadud Bari Addl. MD & Branch In-charge Union Insurance Co. Ltd Dilkusha Branch 92/1 Motijheel C/A (2 nd floor) Dhaka- 1000. Tel: +88 02 47114364 Mob: 01911 366 170 email : abdulaziz9734@yahoo.com
10	Mr. Md. Anwar Hossain DMD & Branch In-charge Union Insurance Co. Ltd Elephant Road Branch Meher Tower (7 th floor) 164 Sonargaon Road, Hatirpool, Dhaka Tel: +88 02 9613312 Mob: 01714-073506 email : uicerb39@gmail.com	11	Mr. AKM Nazrul Islam Addl MD & Branch In-charge Union Insurance Co. Ltd Fakirapool Branch Satabdhi Centre 292 Fakirapool, Dhaka. Tel : +88 02 7194136 Mob: 01727-103339 email: uic.fab@gmail.com	12	Mr. Mohammad Shahjajal EVP & Branch In-charge Union Insurance Co. Ltd Gulshan Branch House # TA-109 (1 st Floor) Gulshan Link Road Middle Badda, Dhaka-1212. Tel : +88 02 9892652 Mobile: 01716-137816 email : shahjalal366@gmail.com

13	Mr. Md. Alamgir Hossain SVP & Branch In-charge Union Insurance Co. Ltd Imamgonj Branch 204 Aziz Co-Operative Market (3 rd Fl), Room 12/B, Bijoy Nagar, Ramna, Dhaka-1000. Tel: +88 02 9583595 Mob: 01751-409637, 01915-685614 email : alamgir.uic15@gmail.com	14	Mrs. Gul Shahanara Khatun SEVP & Branch In-charge Union Insurance Co. Ltd Islampur Branch Babilon Center (4 th Floor) 26 BB Avenue, Dhaka Tel: +88 02 9559123 Mobile: 01922-389201 email : uicislampurbranch@gmail.com	15	Mr. Md. Miran Mahbub Shepu EVP & Branch In-charge Union Insurance Co. Ltd Jatrabari Branch 31/C Shaheed Faruq Sarok, Jatrabari Moor, Dhaka Tel: +88 02 7542682 Mob: 01943-335419, 01913-463920 email : miran2036@gmail.com
16	Mr. Marufan Hasan Chowdhury EVP & Branch In-charge Union Insurance Co. Ltd Jessore Branch Nazima Tower (3 rd floor) M. M. Ali Road Jessore-7400 Mob: 01716-419349 email : dgickb@gmail.com	17	Mr. Syed Abu Mohammad Noman EVP & Branch In-charge Union Insurance Co. Ltd Jubilee Road Branch Aziz Chamber (3 rd Floor) 6 Jubilee Road, Chattogram. Tel: +88 031 638793, 621981 Mob: 01746-801598 email : unionjrb@gmail.com	18	Mr. A.K.M. Ashrafur Islam VP & Branch In-charge Union Insurance Co. Ltd Joypurhat Branch BatarMor, MaroeariPotti Joypurhat. Mob: 01915-905970, 01727-363676 email : uic.joy@gmail.com
19	Mr. Sk.. Ferdous Morshed SEVP & Branch In-charge Union Insurance Co. Ltd Kakrail Branch Paramount Heights (4 th floor) 65/2/1 Box Culvert Road, Purana Paltan, Dhaka-1100. Tel: +88 02-9587916-7 Mob: 01674-178624 email : skferdous@yahoo.com	20	Mr. Bipul Krishna Roi AMD & Branch In-charge Union Insurance Co. Ltd Kawranbazar Branch 57/E Kazi Nazrul Islam Avenue(2 nd floor) Kawranbazar, Dhaka. Tel: +88 02-9121153-4 Mob: 01842-388464 email : uickawranbazar@gmail.com	21	Mr. S M Hasan Uddin SEVP & Branch In-charge Union Insurance Co. Ltd Khatungong Branch 5 KB Aman Ali Road (2 nd floor) Laldighi East, PS-Kotwali, Chottogram. Tel: +88 031-626127 Mob: 01818-816498 email : uioninsurancekhatunioni@yahoo.com
22	Mr. Sk. Masud Ahsan Siddique SEVP & Branch In-charge Union Insurance Co. Ltd Khulna Branch Khulna Chamber of Commerce & Industry, Chamber Building (4 th Floor), Khulna-9100 Tel: +88 041 813492 Mob: 01912507848 email :	23	Mr. Md. Nasir Uddin Addl MD & Branch In-charge Union Insurance Co. Ltd Laldighi Branch 5 KB Aman Ali Road (2 nd Floor) Laldighi East, PS- Kotowali, Chattogram. Tel: +031-2851666-7 Mob: 01715333366, 01787618076 email : uicldbctg@gmail.com	24	Mr. Md. Haider Ali Addl MD & Branch In-charge Union Insurance Co. Ltd Local Office Paramount Heights (9 th Floor) 65/2/1 Box Culvert Road, Purana Paltan, Dhaka-1000. Tel: +88 02 9573373 Mob: 01915905774 email : uiclocaloffice@gmail.com
25	Mr. Abul Kalam AMD & Branch In-charge Union Insurance Co. Ltd Malibag Branch 29 Chamelibag, Dhaka Tel: +88 02 9340423, 9345701 Mob: 01720912877, 01676217271 email : abulkalam346@yahoo.com	26	Mr. Md. Mehede Zaman Fuad VP & Branch In-charge Union Insurance Co. Ltd Mirpur Branch Tayaba Bhaban (3 rd floor) 8 South Kallayanpur, Dhaka 1207 Tel: +88 02 8091106 Mob: 01712369882 email : uicmirpur@gmail.com	27	Mr. Khaza Hossain AMD & Branch In-charge Union Insurance Co. Ltd Mouchak Branch 83/B Siddeshwari Circular Road, Mouchak Tower(13 th Fl), Room # 1403, Malibag More, Dhaka. Tel: +88 02 9347341 Mob: 01817540484, 01617540484 email : khazahossen1978@gmail.com

28	Mr. Md. Mesbahuddin Shofi DMD & Branch In-charge Union Insurance Co. Ltd Motijheel Branch Elite House (3 rd Floor) 54 Motijheel C/A, Dhaka-1000. Mob: 01711 112 673 Tel: +88 02 9512709, 9513128. email :insurance.union@yahoo.com	29	Mr. Shahjahan Miah DMD & Branch In-charge Union Insurance Co. Ltd Mohakhali Branch House : 39-40, Bir Uttam Ziaur Rahman Sarak Amtoli, Mohakhali, Dhaka. Tel: +88 02 48810511 Mob: 01711387547 email :shahjahanmia00@gmail.com	30	Md. Shafiur Rahman Khan EVP & Branch In-charge Union Insurance Co. Ltd Nawabpur Branch Nawabpur Tower (3 rd Floor), Suite # 409, 198-202 Nawabpur Road, Dhaka-1100. Tel: +88 02 47115640 Mob: 01711575338 email :uic_nwb@yahoo.com
31	Mr. Md. Harun or Rashid SEVP & Branch In-charge Union Insurance Co. Ltd Narayangonj Branch 33/48 A.C. Dhar Road, Kafir Bazar, Narayangonj. Mob: 01818285637 email :uicngj@gmail.com	32	Mr. Mostafizur Rahman AMD & Branch In-charge Union Insurance Co. Ltd Paltan Branch Azad Center (8 th floor-A1) 55 Purana Paltan, Dhaka. Tel: +88 02 47116875 Mob: 01871 738967 email :soheliib15@gmail.com	33	Mr. Khondoker Momammad Mainuddin Addl MD & Branch In-charge Union Insurance Co. Ltd Principal Office Paramount Heights (9 th Floor) 65/2/1 Box Culvert Road, Purana Paltan, Dhaka-1000. Tel: +88 02 9569113 Mob: email :uicprincipalbranch@gmail.com
34	Mr. Bahauddin Ahmed DMD & Branch In-charge Union Insurance Co. Ltd Ramna Branch Mezbauddin Plaza (4 th Floor) 91 New Circular Road, Ramna, Dhaka. Mob: 01715-970088, 01680-159988 Tel: +88 02 9360710 email :uicramna@gmail.com	35	Mr. Sk. Farid AMD & Branch In-charge Union Insurance Co. Ltd Rajuk Avenue Branch 1/B DIT Avenue (11 th Floor) Motijheel C/A, Dhaka-1000. Tel: +88 02 9565279, Mob: 01918-130083, 01707-078021. email: uic.rajuk@gmail.com	36	Mr. Rafiqul Islam VP & Branch In-charge Union Insurance Co. Ltd Rangpur Branch Sarif Mansion (2 nd Floor) Station Road, Rangpur. Tel: +88 0521 65813. Mob: 01740-238119, 01717-678993 email :rnpunioninsurance@gmail.com
37	Mr. Sarker Kabir Uddin Sr. Officer & Branch In-charge Union Insurance Co. Ltd Rajshahi Branch 142/159 Muripatty (1 st Floor) Shaheb Bazar, Rajshahi. Tel: +88 47 812340 Mob: email :uic.rajshahi@gmail.com	38	Mr. F.M. Shahjahan EVP & Branch In-charge Union Insurance Co. Ltd Tanbazar Branch Sawkat Super Market 15 S.M. Maleh Road (2 nd Floor), Tanbazar, Narayangonj. Tel: +88 02 7646234 Mob: 01920838885, 01915010232 email :uicngjt@gmail.com	39	Mr. Md. Nasir Uddin SEVP & Branch In-charge Union Insurance Co. Ltd Uttara Branch House # 07, Road # 02 Ward # 05, Diabari Tel: +88 47 812340 Mob: 01933 917 950 email :uic.uttara951@gmail.com
40	Mr. Md. Mizanur Rahman Addl. MD & Branch In-charge Union Insurance Co. Ltd VIP Road Branch 50/E Inner Circular Road (1 st Floor) Nayapaltan, Dhaka. Tel: +88 02 9361360. Mob: 01911 381 141 email: unionviproadbranch@gmail.com	41	Mr. Shawkat Osman EVP & Branch In-charge Union Insurance Co. Ltd Kadamtali Branch 1372 Abul Hossain Market (2 nd Flr.), D.T Road, Dhania Para, Chattogram. Tel: + 031 2528709 Mob: 01818 802258 email :uickdm@gmail.com	42	Mr. Md. Zobayer Ahmed Manager & Br. In-charge Union Insurance Co. Ltd. Cumilla Branch Eliotgonj Bazar (Purbo U turn) Mayer Thikana Supur Market Doutkandi, Cumilla Mob : +8801614449695 email :shyamolshahadat@gmail.com

43	Mr. M. Abdul Salam Manager & Br. In charge Union Insurance Co. Ltd Pabna Branch Ataikula Road Front side of Bulbul College Salgaria, Pabna Mob : 01711 883894 email: pps01@gmail.com	44	Mr. Md. Ibrahim Hossain Manager & Branch In-charge Union Insurance Co. Ltd Sirajgonj Branch Mayer Achol (Ground Floor) Thana More, Dargah Road, Sirajgonj Tel: + Mob: 01712-493895 email :		
----	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--	--

(ii) The board of directors of the Issuer

SI	Name	Position
1	Mr. Mozaffar Hossain Paltu	Chairman
2	Mr. Mohammad Hasmot Ali	Director
3	Mr. Md. Azizur Rahman	Director
4	Mr. Anjan Mozumder	Director
5	Mr. Md. Shahjahan	Director
6	Prof. M.M. Kamaluddin Chowdhury	Director
7	Mr. Md. Belayet Hossain	Director
8	Barrister Mashfiqur Rahman	Director
9	Mr. Mohammad Mubashair Rahman	Director
10	Mrs. Bibi Wazeda	Director
11	Mr. Jahangir Alam	Director
12	Ms. Nasrin Sultana	Director
13	Mr. Junayad Khan Asfar	Director
14	Alhaj Nur Uddin Ahmed	Director
15	Mohammad Faiz	Independent Director
16	Sayed Alamgir Farrauk	Independent Director
17	M.U.A. Quader Choudhury	Independent Director

iii) Names, addresses, telephone numbers, fax numbers and e-mail addresses of the chairman, managing director, wholetime directors, etc. of the Issuer

#	Name	Position	Address	Telephone & Fax numbers	Email address
1	Mr. Mozaffar Hossain Paltu	Chairman	Classic Point, Flat no-1, Road no: 118/1 Shantinagar, Dhaka, Bangladesh	Tel: 9571715 Fax: 9567205	info@unioninsurancebd.com
2	Mr. Mohammed Hasmat Ali	Director	797/2, South Shahjahanpur, Dhaka.	Tel: 9571715 Fax: 9567205	info@ntv.com
3	Mr. Md. Azizur Rahman	Director	House # 999, Chotopool, Bandar, Chottogram.	Tel: 9559219 Fax: 9561062	samata69@gmail.com
4	Mr. Anjan Mozumder	Director	As- Salam Tower, (8 th floor), 57, Agrabad C/A, Chattogram	Tel: 9559219 Fax: 9561062	samata69@gmail.com
5	Mr. Md. Shajahan	Director	House No. 150, Road No. 1/A, C.D.A, Chottogram, Bangladesh	Tel: 9559219 Fax: 9561062	sohel.securitiesltd@gmail.com
6	Prof. M.M. Kamaluddin Chowdhury	Director	NILANJAN, 1257, Sarson Road, Chottogram, Bangladesh	Tel: 9559219 Fax: 9561062	info@cliftongroupbd.com
7	Mr. Md. Belayet Hossain	Director	House No. 23/A, Road No. 5, Dhanmondi R/A, Dhaka, Bangladesh	Tel: 9559219 Fax: 9561062	moonstar1774@yahoo.com
8	Barrister Mashfiqur Rahman	Director	1102/A, Agrabad C/A, Chottogram, Bangladesh	Tel: 9559219 Fax: 9561062	mashfique32@hotmail.com
9	Mr. Mohammad Mubashair Rahman	Director	H # 68, R # 05, DOHS, Dhaka-1206	Tel: 9559219 Fax: 9561062	info@unioninsurancebd.com
10	Mrs. Bibi Wazeda	Director	958 Hossain Chamber, Mazirghat, Chottogram, Bangladesh	Tel: 9559219 Fax: 9561062	samata69@gmail.com
11	Mr. Jahangir Alam	Director	House # 999, Haji Baddasha Miya, Chotopool, Doublemooring, Chattogram	Tel: 9559219 Fax: 9561062	samata69@gmail.com
12	Ms. Nasrin Sultana	Director	House No. 23/A, Road No. 5, Dhanmondi R/A, Dhaka	Tel: 9559219 Fax: 9561062	moonstar1774@yahoo.com
13	Mr. Junayad Khan Asfar	Director	815 CDA Avenue, Dampara, Chattogram	Tel: 9559219 Fax: 9561062	alamgir9998@yahoo.com
14	Alhaj Nur Uddin Ahmed	Director	797/1, South Shahjahanpur, Dhaka, Bangladesh	Tel: 9559219 Fax: 9561062	info@ntvbd.com
15	Mohammad Faiz	Independent Director	House # 78, Road # 7/A, Dhanmondi R/A, Dhaka	Tel: 9559219 Fax: 9561062	mrfaizuic@gmail.com
16	Sayed Alamgir Farrouk Chowdhury	Independent Director	Road #101, House# 16, Apt-301, Gulshan-2, Dhaka-1212	Tel: 9559219 Fax: 9561062	ichowdhury@yahoo.com
17	M.U.A. Quader	Independent Director	Nikatan Housing Society, Green Delta Housing Ltd, Flat No. D-46(8 th floor), Road No-8, Gulshan-1, Dhaka	Tel: 9559219 Fax: 9561062	muaquader@gmail.com

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

Position	Name, address and others
CFO	Mr. Anisul Islam Khan, DR Tower, (15 th floor), Union Insurance Co. Ltd., 65/2/2, Box Culvert Road, Purana Paltan, Dhaka-1000 Tel- +88-02-55112907 Fax- +88-02-55112913 Email- info@unioninsurancebd.com
Company Secretary	Mr. Shafquat Moula DR Tower, (15 th floor), Union Insurance Co. Ltd., 65/2/2, Box Culvert Road, Purana Paltan, Dhaka-1000 Ph no: 880-2- 55112904 Fax- +88-02- 55112913
Legal advisor	Md. Shagir Anwar Advocate, nnex Bhaban, Room no: 3032 Flat 3/A, House: 46, Road: 11, Shekhertech Adobor, Dhaka-1207. Tel- +88-02-9570323 Cell- +880-1711-267812
Auditor	FAMES & R Chartered Accountants Sharaqa Mac, Flat-2A, House-3/1 & 3/2 Bijoy Nagar, Dhaka-1000 Phone: 9831170-71 e-mail : info.mmcbd@gmail.com Web: https://www.primeglobal.net/firms/fames-r-chartered-accountants
Compliance Officer	Md Anisul Islam Khan Chief Financial Officer (CFO) Tel: +88-02-55112907 Fax: +88-02-55112913 Email: info@unioninsurancebd.com

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

Name of the Issue Manager	Sonar Bangla Capital Management Limited
Addresses of Registered Office	Paramount Heights (8 th Floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka-1000.
Telephone number	+88-02-9550406, +88-02-9511799
Fax number	+88-02-9515447
Contact person	Emam Hossain Managing Director/CEO (In-charge)
Website address	www.sbcmlbd.com
Email address	sbcmgtltd@gmail.com

(vi) Details of Credit Rating

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

So far UICL has obtained 8 credit rating. Details of those rating are given below:

Name of the Credit Rating Agencies	Rating Date
WASO Credit Rating Company (BD) Ltd.	28 September, 2010
	13 April, 2011
	17 April, 2012
	30 May, 2013
	23 April, 2014
	16 November, 2015
	27 October, 2016
	24 October, 2017
	18 October, 2018
	17 September, 2019
	30 September, 2020

(b) The details of all the credit ratings obtained for the issue and the Issuer

Year	Entity Rating		Rating Date	Outlook
	Long Term	Short Term		
2010	BB1	ST-3	28 September, 2010	
2011	BB1	ST-3	13 April, 2011	
2012	BBB	ECRL-3	17 April, 2012	
2013	A3	P-3	30 May, 2013	Stable
2014	A2	P-3	23 April, 2014	Stable
2015	A2	P-3	10 November, 2015	Stable
2016	A1	P-3	18 October, 2016	Stable
2017	A1	ST-3	24 October, 2017	Stable
2018	A1	ST-3	16-October-18	Stable
2019	AA3	ST-2	17-September-19	Stable
2020	AA2	ST-2	30-September-20	Stable

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

WASO Credit Rating Company Limited (WCRCL) has assigned to AA2 (Double A Two) Claim Paying Ability (CPA) rating to Union Insurance Company Limited (hereinafter referred UIC) in the long term and ST-2 (Short Term Two) in the short term. WCRCL assigned the CPA rating based on audited financial statements up-to 31st December 2019 and other relevant management provided quantitative and qualitative data up-to the date of rating declaration. The above rating has been assigned in long term in consideration of its persistent business, sound liquidity position, improved solvency position, and establishing good governance in management along with experienced management team. The above factors are, however, constrained to some extent by volatile underwriting performance, excess management expenses, low rate of Return on assets, conservative investment stance, improved solvency position, retention ratio and loss ratio has found low position.

Non-Life Insurance Companies rated “**AA2**” have very high financial security characteristics, differing only slightly from those rated higher.

Non-Life Insurance Companies rated “**ST – 2**” has a strong ability to repay short term obligations. It is likely to meet their obligations over the coming 12 months through internal resources but may rely on external sources of committed financing.

The gross premium of the company stood at BDT 445.59 million in 2019, whereas BDT 397.86 million of the previous year. In 2019, UIC concentrated on in Marine-Cargo (50.65% of Total Gross Premium) but in the prior year it was in Fire Business (48.08% of Total Gross Premium). A steady growth in business also evident from aggregate sum insured amount. An aggregate sum insured amount grew at 166.95% in 2019, whereas in the previous year it was only 31.91%. In 2019, Gross premium as well as Net Premium registered growth of 12% and 27.18% respectively. Moderate business operating performance last year enhanced internally generated fund by 10.86%. An improvement in current growth and relentless business performance need to focus- concentration in low risky business, settling a huge amount of claim, give attention on excess provisioning of claim outstanding in line with claim settlement etc.

Total earnings from underwriting and other investment were dominated by underwriting profit of the company because 92.12% and 88.85% of total earnings generated from this source in 2019 and 2018 respectively. In 2019, underwriting profit was increased by 66.65% and management expenses increased by 5.25%. Management expenses gradually improved during last couple of years. Claims lodged during the year at BDT 88.16 million as against 91.45% was settled (in respect of total claims) during same period. Total Claims reached at BDT 93.58 million in 2019, whereas claims outstanding stood at BDT 8.00 million, while BDT 4.09 million in 2018. Gradual decrease of total claim impacted claim settlement which indicated aptitude in claim payment.

Current assets relative to Net claim stood at 7.44 x in 2019 vs. 6.65x in 2018; Cash percentage of Total assets decreased by 2.83 percentage point in 2019, conferred the depressed liquidity position last year. Available solvency to Required Solvency stood 1.23 times in 2019. The more risk tolerance investment stance may opted the investment yield as well as improve solvency in the long run.

WCRCL also viewed the company with “Stable” outlook and CPA rating in this category is adjudged to offer very high claims paying ability with good financial security characteristics. But changes in underwriting and/or economic conditions are likely to have impact on the capacity to meet policyholder obligations than insurers in higher rated categories.

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

Risk factors

The key risks inherent in the non-life insurance industry are derived from the cyclical nature of year-to-year results, intense competition in most sectors, challenges in predicting, pricing and reserving for losses from products with long reporting and claims settlement tails, and exposures to large “low frequency, high severity” losses such as property catastrophes.

Business Risk:

A non-life insurer’s business risk arises from its business mix and competitive position within its chosen market. The key factors that are considered for business risk include:

- Underwriting expertise in each line of business.
- Policy limit and retention offered by segments.
- Management of undue risk aggregate and concentration.
- Exposures to large losses such as property catastrophes
- Claims management and expertise.

A non-life insurer's ability to manage underwriting risk is the key driver of future success.

UIC has decentralized its underwriting functions and delegated powers to its zonal offices and branches for rendering prompt, efficient and effective services to the clients. Risks involved with policies are assessed by underwriting officers of the respective branch for underwriting policies up to a specific limit of sum insured, beyond which risk assessment of different policies are done by internal Risk Inspection Team. Skill level of employees engaged in underwriting process acts vitally behind innovation of new products and services that will help companies to attract newer clients and competitiveness in the market. Thus UIC controls its business risks arising from different types of underwriting policies, underwriting professionals at branch level with the help of guideline of IDRA. The company handles its business risks arising from different types of underwriting policies, underwriting professionals at branch level by providing them specific instruction and guidelines from the Head Office over the period of time.

It has been noted that the Company earned aggregate gross premium of BDT 445.59million in FY19. Inconsistent with previous year, among the business classes 'Fire' contributed 29.33% of total gross premium whereas Fire class contributed 41.08% last year; indicated less risky business class portfolio. Gross premium of the company registered a point to point growth of 12% and CAGR of 5.98% during last six years (2019-2014). In 2019, the Company (re-insurance) ceded an amount of BDT 43.60 million which BDT 81.78 million (re-insurance ceded) in 2018. Business growth of UIC also evident from aggregate growth of sum insured. In 2019 total sum insured increased by 62.54% compare to 2018. Aggregate sum insured amount stood at BDT 129,501.91 million in 2019 which was BDT 48,512.00 million in 2018. Recovery from S.B.C also showed negative growth. The Company may focus on generating more underwriting profit to offset the business risk to some extent.

Liquidity Risk: Liquidity risk is the risk that may arise when a company unable to meet its short term financial demands. This usually occurs due to the inability to convert a security or fixed asset to cash without a loss of capital and/or income in the process. The major liquidity risk encountered by a specific Company is the daily liquid cash required on its available cash resources in respect of claims arising from insurance contracts and maturity of investment securities. Liquidity risk also occurs more generally in relation to the ability to buy and sell investments.

UIC manages its liquidity by ensuring sufficient liquidity to meet its claims and other liabilities when due under both normal & stressed conditions without incurring unacceptable losses or risking damage to the Company's reputation. Moreover, the company sets limit on the minimum portion of maturing funds available to cover claims at unexpected levels of demand. UIC's investment in govt. treasury bonds and FDR with the banks has increased significantly from previous year. During 2019, UIC's current assets reported at BDT. 72.52 million along with current liabilities of BDT. 187.24 million. Total Assets revealed 55.05% in 2019 as compare to 58.06% in 2018. Company's liquidity was increased to 2.27 times compared to 1.92 times in 2018. Current assets relative to Net claim stood at 7.44x in 2019 vs. 6.65x in 2018; Cash percentage of Total assets increased by 18.49 percentage point in 2019, conferred the improved liquidity position last year. Also current ratio revealed marginal position. UIC has supportive premium income, reserve funds and FDR kept in bank to meet the unforeseen claim or payment.

Interest Rate Risk: Interest rate risk arises out of investment decisions, variation in interest rates and acceptance of high exposures in any one type of investment instrument. There is volatility in money market which has great influence over the interest rate structure of fund hold by a Company. Interest rates are highly sensitive to inflation and other factors including Govt. fiscal and tax policies, monetary policy of Bangladesh Bank and other domestic and international economic and political condition. UIC has major investment in Govt. Treasury bond and FDR in commercial banks. There is modest investment in secondary market. UIC Interest income shared 7.88% of its total revenue in 2019. Interest income from FDR and other deposit have the risk of reduction of deposit interest rate of commercial bank. Thus the Company will be benefitted more from its core business in order to minimize any loss/reduction of income arise from the investment already made.

Internal Control Risk: UIC has a separate internal audit department which assists in maintaining financial discipline and management of the Company. Head office receives data of revenue and expenses of each branch and branch controlling person is held responsible for review and reconcile of all the account. If any inconsistency is observed, the Company ensures proper investigation which leads to compensation charge to the responsible person.

Internal control risks have impacts on the effectiveness and efficiency of internal controls and thus affect the achievement of objectives. It usually arises from non-compliance of rules and regulation which ultimately possess negative impact on overall business performance. The Company ensures formation of Management Committee that deals with operational decisions. It is observed that the UIC Board formed Audit Committee to maintain financial discipline of the Company. Internal Audit Department, headed by professional, is assigned for the purpose of regular visit the branch offices audit and investigation. Branch Control Department follow-up all the branches regarding operation and take necessary action.

Insurance Risk: Underwriting risk is the risk of loss, or of adverse changes in the value of insurance liabilities, due to inadequate pricing and provisioning assumptions. Non-life insurance underwriting risks are often divided into premium and catastrophe risks and reserve risk in order to separate the risks related to future claims of current insurance contracts and already incurred claims.

UIC reduces this risk with the help of its experienced underwriting team who undertakes pre-insurance surveys of large and complicated risk. The Company manages these risks through its underwriting strategy, adequate reinsurance arrangements & proactive claims handling. Underwriting dept. of the Company consist of 14 members, all member are well experienced and trained from both within and outside the country. Risk management ensures proper understanding of the right level of risk acceptance, risk control and risk related expenditure. UIC also takes reinsurance coverage from SBC. The Company has surplus treaty for all business classes other than motor business for which the Company has excess of loss treaty.

Market competition risk: At present, there are 45 non-life insurance companies (including SBC) in Bangladesh and all of them are active in the industry and responsible of total gross premium of BDT 33,970.00 million (ref: Insurance year book 2018). Considering the gross premium received, UIC is representing only 1.17% of market share in 2018. Whereas, other market gains like Green Delta Insurance Company Limited, Pioneer Insurance Company Limited, Reliance Insurance Limited and Progoti Insurance Limited was holding the market share of 14%, 11%, 10% and 8%, respectively.

As a result, intense competition exists between big industry players of non-life insurance companies in Bangladesh. To be competitive in the market, UIC needs to develop new products and offer excellent clientele service instead of sharing higher agency commission with the client. Moreover, the Company also needs to expand its target market otherwise the competitors may take away its business.

Socio-political-economic Risks: Socio/Political situation in Bangladesh is relatively stable in present year. Still there always probability of any socio/political turmoil incurrence while carrying out any business in Bangladesh. The risk arises out of changes in the country's political, social and economic environment which might negatively impacts on the overall employment, savings and thus investment of the country. For the instability in politics, may disruptive situations and created which have negative impact on every business. The people who operate various types of businesses in our country, often experience inconvenience in running their business. Insurance business is not an exception of this impact. Political instability may negative impact on overall policy collection of the Company and number of claim against policies. The Company has cautious approach to deal with such risks.

Human resources Risk: Human resource risk arises from absence of experienced person in place with required skills needed to complete assigned tasks. Companies with an ageing workforce are even at more risk. It is noted that, insurance industry of Bangladesh needs to transform its workforce via training. When the employees of a company lack training/knowledge it leads to information gap and technical errors.

UIC holds insignificant portion of total non-life insurance market. But the company is very proactive to develop its position. There is requirement of energetic, qualified professionals is expected to gear up future business. UIC had 302 employees of which 182 were desk employees and 84 were development employees. There are seven departments in the Head Office to administer the activities of the Company. UIC has structured service rules and pay scale. There are 17 branches in Dhaka division and 8 branches are situated outside Dhaka division. Overall 31 employee trained various course at Bangladesh Insurance Academy & and Bangladesh Insurance Association. Thus 04 employees have completed BIA diploma and 02 employees have completed Cert CII (UK) from Chartered Insurance Institute, UK.

Regulatory Risk: The increasing intensity of regulatory requirements poses a significant threat to the industry. The new Insurance Development and Regulatory Authority Act-2010 and Insurance Act-2010 replaced the old insurance laws which are likely to bring significant changes in the regulation of the industry. In order to make overall claim settlement procedure smooth and timely, insurance companies are required to set up a special fund known as 'policyholders' Protection Fund'. For further enhancing the solvency position, UIC's authorized capital and paid up capital of the companies was BDT 1,000.00 million and BDT 252.533 million respectively. As per the circular issued by IDRA, agents will be paid commission at a maximum rate of 15% of gross premium. Moreover, Credit Rating practice for the insurance companies is expected to create a positive vibration in the industry as the institutional insured expect for good credit rating to safeguard their interest. All these requirements will make the market more reliable and uniform. The same will pressurize the underperforming insurance companies to retain their market share.

The Board of Directors has raised paid up capital from BDT 192.41 million to BDT 252.53 million issuing 25,253,353.20 ordinary shares.

Technology Related Risk: Technology up gradation is a continuous process. Innovation of new and cost effective technology may obsolete existing technology which may cause obstructive impact on the business process. Insurance business is increasing day by

day as our country is developing. Peoples are realizing the need of insurance which resulted into new types of insurance product. However, UIC is well acquainted with the recent change and believes that there are low chances that recent technology may hamper the operation of the Company. UIC is now issuing its cover notes, policy, Bill, MIS reports through its IIMS software.

Financial Risk: Underwriting involves measuring risk exposure and determining the premium that needs to be charged to insure that risk. UIC underwriting dept. is responsible to classify clients into appropriate risk classes and serves to protect the company from clients who misrepresent themselves fraudulently. Underwriting profit is the core sources of income of UIC; the Company takes every step to minimize underwriting risk. Major share of profit earned during the periods from company's operating earnings or underwriting profit. Total earnings from underwriting and other investment were dominated by underwriting profit of the company because 92.12% and 88.85% of total earnings generated from this source in 2019 and 2018 respectively. All the concern years' underwriting profit was unstable and notably it was fluctuated sharply in the last 03 consecutive years. For better solvency measure, Available Solvency to Required Solvency revealed marginal, may flexible the position subject to increase in total shareholder's equity which impact adjusted liability and thus improve solvency. Solvency ratio decreased to 1.23x in 2019 compared to 1.39x in 2018. In 2019, underwriting profit plunged by 66.65% from previous year and it stood at BDT 123.77 million, while in 2018 it was BDT 74.27 million. Other income portfolio needs to enrich because high yield investment and diversified investment will generate high non-operating income which may impact positively on net profit for the UIC. Decreasing loss ratio combined with management expenses ratio impacted combine ratio to downcast by almost 15.46 percentage points which stood at 67.01% in 2019.

Claims lodged during the year stood at BDT 88.16 million as against 91.45% was settled (in respect of total claims) during same period. Total Claims reached at BDT 93.58 million in 2019 whereas claims outstanding stood at BDT 8.00 million compare to BDT 40.14 million in 2018. Gradual decrease of total claim impacted claim settlement which indicated aptitude in claim payment. Overall situation has affected the combined ratio of the Company which has been decreased to 67.01% during 2019 and thus this ratio stays below than 100% threshold. As combined ratio of less than 100% indicates an underwriting profit overall situation can bring positive feedback for the Company. The Company will be more benefitted to focus on controlling its management expense in future years having better underwriting performance.

(vii) Details of underwriting:

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

Name and address	Contact person	Telephone & fax number and e-mail address	Amount Underwritten (BDT)
Sonar Bangla Capital Management Limited	Emam Hossain	Tel- 88-02-9550406, 88-02-9511799 Fax- 88-02-9515447 Email- sbcmgtltd@gmail.com	33,881,582
MTB Capital Ltd.	Khairul Bashar A. T. Mohammed	Tel- +88(02) 8321714 Fax- +88(02) 8321543 Email: khairul.bashar@mutualtrustbank.com	33,881,582

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

Declaration by the Sonar Bangla Capital Management Limited

We are one of the underwriters of the Initial Public Offering (IPO) of Union Insurance Co. Ltd. We will underwrite BDT 33,881,582/- (Three crore thirty eight lac eighty one thousand five hundred eighty two) for the upcoming issue on a firm commitment basis. In this connection, we hereby declare that:

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

For the Underwriter:

Sd/-

(Emam Hossain)

Managing Director/CEO (In-charge)

Sonar Bangla Capital Management Limited

Place: Dhaka

Date: December 29, 2020

Declaration by the MTB Capital Ltd.

We are one of the underwriters of the Initial Public Offering (IPO) of Union Insurance Co. Ltd. We will underwrite BDT 33,881,582/- (Three crore thirty eight lac eighty one thousand five hundred eighty two) for the upcoming issue on a firm commitment basis. In this connection, we hereby declare that:

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

For the Underwriter:

Sd/-

Khairul Bashar A. T. Mohammed

Chief Executive Officer &EVP

MTB Capital Ltd.

Place: Dhaka

Date: December 29, 2020

(c) Major terms and conditions of the underwriting agreements

1. The IPO shall stand cancelled if at least 65% in any category of the IPO is not subscribed.
2. In case of under subscription in any category by up to 35% of the IPO the under-subscribed securities shall be taken up by the underwriters.
3. Notwithstanding anything contained in the agreement in case of inconsistency between the provision of the agreement and the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Public Issue Rules shall prevail.
4. As per Bangladesh Securities and Exchange Commission (Public Issue) Rule 2015 payment of underwriting commission **1% (one percent)** on the amount underwritten.
5. If and to the extent that the shares offered to the public by a Prospectus authorized hereunder shall not have been subscribed and paid for in cash in full by the Closing Date, the Company shall within **10 (ten) days** of the closure of subscription call upon the underwriters in writing with a copy of the said writing to the Bangladesh Securities and Exchange Commission, to subscribe the shares not so subscribed by the closing date and to pay for in cash in full, inclusive of any premium if applicable, for such unsubscribed shares within **15 (fifteen) days** after being called upon to do so. The amount so received shall be credited to the share subscription account of the Company within the said period. If payment is made by Cheque/ Bank Draft by the Underwriter, it will be deemed that the Underwriter has not fulfilled his obligation towards his underwriting commitment under this Agreement, until such time as the Cheque/Bank Draft has been encashed and the Company's share subscription account credited.

In any case within **7 (seven) days** after the expiry of the aforesaid **15 (fifteen) days**, the Company shall send proof of subscription and payment by the Underwriters to the Commission.

In the case of failure by the underwriter to pay for the shares within the stipulated time, the Company/Issuer will be under no obligation to pay any underwriting commission under this Agreement.

(c) Capital Structure

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

Particulars	No. of Ordinary Shares	Nominal price	Issue price	Amount in BDT
Before IPO:				
Authorized capital	100,000,000	10	10	1,000,000,000
Issued, subscribed and paid-up capital	29,041,356	10	10	290,413,560
Total paid up capital before IPO (A)	29,041,356	10	10	290,413,560
After IPO:				
To be issued as IPO (B)	19,360,904	10	10	193,609,040
Paid-up capital (Post IPO) (A+B)	48,402,260	10	10	484,022,600

The Company has raised its paid-up capital in following phases:

Sl 01	Date of Allotments	Form of Consideration	No of Shares	Amount in BDT
02	August 21, 2000 (As per Memorandum)	Cash	6,000,000	60,000,000
03	December 31, 2011	Bonus	1,200,000	12,000,000
04	December 29, 2012	Bonus	1,800,000	18,000,000
05	December 25, 2013	Bonus	2,700,000	27,000,000
06	December 06, 2014	Bonus	3,510,000	35,100,000
07	December 29, 2016	Bonus	2,281,500	2,281,500
09	December 14, 2017	Bonus	1,749,150	17,491,500
10	August 19, 2018	Bonus	4,810,162	48,101,620
11	November 24, 2019	Bonus	1,202,541	12,025,410
11	August 24, 2020	Bonus	3,788,003	37,880,030
	Total		29,041,356	290,413,560

The face value of shares was denominated from Tk. 100 per share to Tk. 10 per share vide special resolution passed on 27 December 2011 in the 2nd Extraordinary General Meeting by the shareholders of the Company and subsequently which was passed by RJSC on 4 June 2012.

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

Number of Securities to be offered	Description	Nominal value (BDT)	Issue amount (BDT)
19,360,904	Offer price BDT 10.00 each at par, total size of fund to be raised BDT 193,609,040.00	10.00	193,609,040.00

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

Particulars	Before the present issue	After the present issue
Paid-up capital	BDT. 290,413,560	BDT 484,022,600
Convertible instruments	Nil	Nil
Share premium	Nil	Nil

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

Category	Sl	Name	Position	No of Share	Percentage (%)		
					Pre IPO	Post IPO	After Conversion
Sponsor and/or Director	1	Mr. Mozaffar Hossain Paltu	Sponsor & Chairman	2,341,918	8.06%	4.84%	N/A
	2	Mr. Belayet Hossain	Sponsor & Director	2,178,102	7.50%	4.50%	N/A
	3	Mr. Md. Shajahan	Sponsor & Director	1,063,577	3.66%	2.20%	N/A
	4	Prof. M.M. Kamaluddin Chowdhury	Sponsor & Director	972,902	3.35%	2.01%	N/A
Total (a)				6,556,499	22.58%	13.55%	
Director	5	Mr. Mohammed Hasmot Ali	Director	1,936,089	6.67%	4.00%	N/A
	6	Mr. Md. Azizur Rahman	Director	3,711,441	12.78%	7.67%	N/A
	7	Mr. Junayad Khan Asfar	Director	1,054,679	3.63%	2.18%	N/A
	8	Alhaj Nur Uddin Ahmed	Director	1,226,648	4.22%	2.53%	N/A
	9	Barrister Mashfiquur Rahman	Director	1,452,068	5.00%	3.00%	N/A
	10	Mr. Mohammad Mubashair Rahman	Director	1,000,000	3.44%	2.07%	N/A
	11	Mrs. Bibi Wazeda	Director	1,215,350	4.18%	2.51%	N/A
	12	Mr. Jahangir Alam	Director	1,519,969	5.23%	3.14%	N/A
	13	Ms. Nasrin Sultana	Director	1,223,899	4.21%	2.53%	N/A
	14	Mr. Anjan Mozumder	Director	1,055,217	3.63%	2.18%	N/A
Total (b)				15,395,360	53.01%	31.81%	
Shareholder	15	Ms. Moontaha Kishwar	Shareholder	5,741	0.02%	0.01%	N/A
	16	Ms. Tasnim Kishwar	Shareholder	44,002	0.15%	0.09%	N/A
	17	Dr. Ayesha Akter	Shareholder	219,095	0.75%	0.45%	N/A
	18	Mr. Mahfuzur Rahman	Shareholder	219,095	0.75%	0.45%	N/A
	19	Mr. Mahabubur Rahman	Shareholder	219,095	0.75%	0.45%	N/A
	20	Mrs. Meherunnessa	Shareholder	447,992	1.54%	0.93%	N/A
	21	Mr. Md. Ashfaque Uddin Ahmed	Shareholder	855,808	2.95%	1.77%	N/A
	22	Mrs. Shoma Alam Rahman	Shareholder	605,930	2.09%	1.25%	N/A
	23	Mrs. Nurun Nahar Begum	Shareholder	200,000	0.69%	0.41%	N/A
	24	Mrs. Nazneen Karim	Shareholder	200,000	0.69%	0.41%	N/A
	25	Mr. Mohammad Lutfur Rahman	Shareholder	418,180	1.44%	0.86%	N/A
	26	Alhaj Mohammad Mosaddak Ali	Shareholder	3,080,120	10.61%	6.36%	N/A
	27	Mr. Md Aminuzzaman Bhuiyan	Sponsor & Shareholder	2,415	0.01%	0.00%	N/A
	28	Mr. Kafil Uddin	Sponsor & Shareholder	572,024	1.97%	1.18%	N/A
Total (c)				7,089,497	24.41%	14.65%	
Grand Total (a) + (b) + (c)				29,041,356	100.00%	60.00%	

The Company did not convert any instrument as there is none.

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

The Company issued bonus shares worth Tk 1,20,00,000.00 (Taka Twelve million) only on 31 December 2011 to the following Directors/Shareholders:

Date of Allotement	Person to Whom those are issued	No of Share Alloted	Relationship with Person	Reason for Issue	Rational for Issue Price
31.12.2011	Mr. Mozaffar Hossain Paltu	134,000	Chairman	Distribution of Accumulated Profit	Face Value
	Mr. Belayet Hossain	90,000	Director		
	Mr. Md. Shajahan	87,636	Director		
	Prof. M.M. Kamaluddin Chowdhury	57,640	Director		
	Mr.Md. Aminuzzaman Bhuiyan	89,636	Director		
	Mr. Syed Serajul Huq	20,000	Director		
	Mr. Farid Ahmed Chowdhury	23,636	Director		
	Mr. Kafil Uddin	23,636	Director		
	Mr. Md. Asheek Bhuiyan	9,636	Shareholder		
	Mr.Syed Ahsanul Huq	54,000	Shareholder		
	Mr. Murshed Murad Ibrahim	56,000	Director		
	Mr. Aziz Ahmed	49,636	Director		
	Mr. Mohammed Hasmot Ali	80,000	Director		
	Mr. Mohammed Lutfur Rahman	83,636	Director		
	Mrs. Meherunnessa	89,636	Shareholder		
	Alhaj Mohammad Mosaddak Ali	127,272	Director		
	Mr. Mashfiqur Rahman	60,000	Shareholder		
	Mrs. Khadiza Begum	24,000	Shareholder		
	Ms. MoontahaKishwar	20,000	Shareholder		
	Ms. TasnimKishwar	20,000	Shareholder		

The Company issued bonus shares worth Tk 1,80,00,000.00 (Eighteen million) only on 29 December 2012 to the following Directors/Shareholders:

Date of Allotement	Person to Whom those are issued	No of Share Alloted	Relationship with Person	Reason for Issue	Rational for Issue Price
29.12.2012	Mr. Mozaffar Hossain Paltu	163,500	Chairman	Distribution of Accumulated Profit	Face Value
	Mr. Belayet Hossain	135,000	Director		
	Mr. Md. Shajahan	131,450	Director		
	Prof. M.M. Kamaluddin Chowdhury	86,460	Director		
	Mr.Md. Aminuzzaman Bhuiyan	134,460	Director		
	Mr. Syed Serajul Huq	43,500	Director		
	Mr. Farid Ahmed Chowdhury	40,450	Director		
	Mr. Kafil Uddin	35,450	Shareholder		
	Mr. Md. Asheek Bhuiyan	14,450	Shareholder		
	Mr.Syed Ahsanul Huq	67,500	Shareholder		
	Mr. Murshed Murad Ibrahim	84,000	Director		
	Mr. Aziz Ahmed	74,450	Director		
	Mr. Mohammed Hasmot Ali	120,000	Director		
	Mr. Mohammed Lutfur Rahman	125,460	Director		
	Mrs. Meherunnessa	134,460	Shareholder		
	Alhaj Mohammad Mosaddak Ali	190,910	Director		

Mr. Mashfiqur Rahman	90,000	Director
Mrs. Khadiza Begum	31,000	Shareholder
Ms. MoontahaKishwar	30,000	Shareholder
Ms. TasnimKishwar	30,000	Shareholder
Mr. Alhaj Nur Uddin Ahmed	37,500	Shareholder

The Company issued bonus shares worth Tk 2,70,00,000.00 (Taka Twenty-Seven million) only on 25 December 2013 to the following Directors/Shareholders:

Date of Allotement	Person to Whom those are issued	No of Share Alloted	Relationship with Person	Reason for Issue	Rational for Issue Price
25.12.2013	Mr. Mozaffar Hossain Paltu	234,000	Chairman	Distribution of Accumulated Profit	Face Value
	Mr. Belayet Hossain	202,500	Director		
	Mr. Md. Shajahan	197,178	Director		
	Prof. M.M. Kamaluddin Chowdhury	129,690	Director		
	Mr.Md. Aminuzzaman Bhuiyan	201,684	Director		
	Mr. Syed Serajul Huq	65,250	Director		
	Mr. Farid Ahmed Chowdhury	60,681	Director		
	Mr. Kafil Uddin	53,181	Shareholder		
	Mr. Md. Asheek Bhuiyan	21,678	Shareholder		
	Mr.Syed Ahsanul Huq	101,250	Shareholder		
	Mr. Murshed Murad Ibrahim	126,000	Director		
	Mr. Aziz Ahmed	111,678	Director		
	Mr. Mohammed Hasmot Ali	180,000	Director		
	Mr. Mohammed Lutfor Rahman	188,184	Director		
	Mrs. Meherunnessa	201,684	Shareholder		
	Alhaj Mohammad Mosaddak Ali	286,362	Director		
	Mr. Mashfiqur Rahman	135,000	Director		
	Mrs. Khadiza Begum	46,500	Shareholder		
	Ms. MoontahaKishwar	45,000	Shareholder		
	Ms. TasnimKishwar	45,000	Shareholder		
	Mr. Alhaj Nur Uddin Ahmed	67,500	Shareholder		

The Company issued bonus shares worth Tk 3,51,00,000 (Taka Thirty Five Million one Lac) only on 06 December 2014 to the following Directors/Shareholders:

Date of Allotment	Person to Whom those are issued	No of Share Alloted	Relationship with Person	Reason for Issue	Rational for Issue Price
06.12.2014	Mr. Mozaffar Hossain Paltu	304,200	Chairman	Distribution of Accumulated Profit	Face Value
	Mr. Belayet Hossain	263,250	Director		
	Mr. Md. Shajahan	256,330	Director		
	Prof. M.M. Kamaluddin Chowdhury	168,600	Director		
	Mr.Md. Aminuzzaman Bhuiyan	262,190	Director		
	Mr. Syed Serajul Huq	84,830	Director		
	Mr. Farid Ahmed Chowdhury	78,890	Director		
	Mr. Kafil Uddin	69,140	Shareholder		
	Mr. Md. Asheek Bhuiyan	28,180	Shareholder		
	Mr.Syed Ahsanul Huq	131,620	Shareholder		
	Mr. Murshed Murad Ibrahim	163,800	Director		
	Mr. Aziz Ahmed	145,180	Director		
	Mr. Mohammed Hasmot Ali	234,000	Director		
	Mr. Mohammed Lutfur Rahman	244,640	Director		
	Mrs. Meherunnessa	262,190	Shareholder		
	Alhaj Mohammad Mosaddak Ali	372,270	Director		
	Mr. Mashfiqur Rahman	175,500	Director		
	Mrs. Khadiza Begum	60,450	Shareholder		
	Ms. MoontahaKishwar	58,500	Shareholder		
	Ms. TasnimKishwar	58,500	Shareholder		
	Mr. Alhaj Nur Uddin Ahmed	87,750	Shareholder		

The Company issued bonus shares worth Tk 2,28,15,000.00 (Taka Twenty Two Million Eight Lac Fifteen Thousand) only on 29 December 2016 to the following Directors/Shareholders:

Date of Allotment	Person to Whom those are issued	No of Share Alloted	Relationship with Person	Reason for Issue	Rational for Issue Price
29.12.2016	Mr. Mozaffar Hossain Paltu	197,730	Director	Distribution of Accumulated Profit	Face Value
	Mr. Belayet Hossain	171,110	Director		
	Mr. Md. Shajahan	162,110	Director		
	Prof. M.M. Kamaluddin Chowdhury	62,680	Director		
	Mr.Md. Aminuzzaman Bhuiyan	80,670	Chairman		
	Mr. Syed Serajul Huq	53,820	Director		
	Mr. Farid Ahmed Chowdhury	51,280	Director		
	Mr. Kafil Uddin	44,940	Shareholder		
	Mr. Md. Asheek Bhuiyan	320	Shareholder		
	Mr.Syed Ahsanul Huq	18,770	Shareholder		
	Mr. Murshed Murad Ibrahim	48,120	Shareholder		
	Mr. Mohammed Hasmot Ali	152,100	Director		
	Mrs. Meherunnessa	56,090	Shareholder		
	Alhaj Mohammad Mosaddak Ali	241,980	Director		
	Mr. Mashfiqur Rahman	114,080	Director		

Mrs. Khadiza Begum	39,290	Shareholder
Ms. Moontaha Kishwar	38,030	Shareholder
Ms. Tasnim Kishwar	38,030	Shareholder
Mr. Alhaj Nur Uddin Ahmed	96,370	Shareholder
Mr. Maher Sekander	48,030	Director
Ms. Ayesha Akter	1,500	Shareholder
Mr. Mahabubur Rahman	1,500	Shareholder
Mr. Mahfuzur Rahman	1,500	Shareholder
Mr. Md. Ferdous Khan Alamgir	75,000	Director
Mrs. Shoma Alam Rahman	159,010	Director
Mr. Azizur Rahman	327,440	Director

The Company issued bonus shares worth Tk 1,74,91,500 (Taka Seventeen Million Four Lac Ninety One Thousand Five Hundred) on 14 Dec, 2017 to the following Directors/Shareholders:

Date of Allotment	Person to Whom those are issued	No of Share Alloted	Relationship with Person	Reason for Issue	Rational for Issue Price
14.12.2017	Mr. Mozaffar Hossain Paltu	151,593	Director	Distribution of Accumulated Profit	Face Value
	Mr. Belayet Hossain	131,186	Director		
	Mr. Md. Shajahan	124,289	Director		
	Prof. M.M. Kamaluddin Chowdhury	48,057	Director		
	Mr. Md. Aminuzzaman Bhuiyan	51,849	Chairman		
	Mr. Syed Serajul Huq	41,266	Director		
	Mr. Farid Ahmed Chowdhury	39,312	Director		
	Mr. Kafil Uddin	34,453	Shareholder		
	Mr. Md. Asheek Bhuiyan	10,244	Shareholder		
	Mr. Syed Ahsanul Huq	14,389	Shareholder		
	Mr. Murshed Murad Ibrahim	36,892	Shareholder		
	Mr. Mohammed Hasmot Ali	116,610	Director		
	Mrs. Meherunnessa	33,005	Shareholder		
	Alhaj Mohammad Mosaddak Ali	185,514	Director		
	Mr. Mashfiqur Rahman	87,458	Director		
	Mrs. Khadiza Begum	3,929	Shareholder		
	Ms. Moontaha Kishwar	3,803	Shareholder		
	Ms. Tasnim Kishwar	29,153	Shareholder		
	Mr. Alhaj Nur Uddin Ahmed	73,880	Shareholder		
	Mr. Maher Sekander	36,823	Director		
	Ms. Ayesha Akter	1,150	Shareholder		
	Mr. Mahabubur Rahman	1,150	Shareholder		
	Mr. Mahfuzur Rahman	1,150	Shareholder		
	Mr. Md. Ferdous Khan Alamgir	57,500	Director		
	Mrs. Shoma Alam Rahman	121,911	Director		
	Mr. Azizur Rahman	261,039	Director		
	Md. Ashfaq Uddin Ahmed	51,545	Shareholder		

The Company issued bonus shares worth Tk 4, 81, 01,620.00 (Taka Forty Eight Million One Lac One Thousand Six Hundred Twenty) only on 19 September 2018 to the following Directors/Shareholders:

Date of Allotment	Person to Whom those are issued	No of Share Alloted	Relationship with Person	Reason for Issue	Rational for Issue Price
19.09.2018	Mr. Mozaffar Hossain Paltu	416,881	Director	Distribution of Accumulated Profit	Face Value
	Mr. Belayet Hossain	360,762	Director		
	Mr. Md. Shajahan	341,793	Director		
	Prof. M.M. Kamaluddin Chowdhury	132,158	Director		
	Mr.Md. Aminuzzaman Bhuiyan	142,586	Chairman		
	Mr. Syed Serajul Huq	113,480	Director		
	Mr. Farid Ahmed Chowdhury	9,828	Director		
	Mr. Kafil Uddin	94,745	Shareholder		
	Mr. Md. Asheek Bhuiyan	28,171	Shareholder		
	Mr.Syed Ahsanul Huq	39,569	Shareholder		
	Mr. Murshed Murad Ibrahim	101,453	Shareholder		
	Mr. Mohammed Hasmat Ali	320,677	Director		
	Mrs. Meherunnessa	90,765	Shareholder		
	Alhaj Mohammad Mosaddak Ali	510,165	Director		
	Mr. Mashfiqur Rahman	240,508	Director		
	Mrs. Khadiza Begum	982	Shareholder		
	Ms. Moontaha Kishwar	951	Shareholder		
	Ms. Tasnim Kishwar	7,288	Shareholder		
	Mr. Alhaj Nur Uddin Ahmed	203,171	Shareholder		
	Mr. Maher Sekander	101,263	Director		
	Ms. Ayesha Akter	3,163	Shareholder		
	Mr. Mahabubur Rahman	3,163	Shareholder		
	Mr. Mahfuzur Rahman	3,163	Shareholder		
	Mr. Md. Ferdous Khan Alamgir	158,125	Director		
	Mrs. Shoma Alam Rahman	335,256	Director		

Mr. Azizur Rahman	717,857	Director
Md. Ashfaque Uddin Ahmed	141,749	Shareholder
Mrs. Bibi Wazeda	190,490	Director

The Company issued bonus shares worth Tk 12,025,410.00 (Taka Twelve Million Twenty five Thousand Four Hundred Ten) only on 24 September 2019 to the following Directors/Shareholders:

Date of Allotement	Person to Whom those are issued	No of Share Alloted	Relationship with Person	Reason for Issue	Rational for Issue Price
24/09/2019	Mr. Mozaffar Hossain Paltu	104,220	Chairman	Distribution of Accumulated Profit	Face Value
	Mr. Belayet Hossain	90,191	Director		
	Mr. Md. Shajahan	85,448	Director		
	Prof. M.M. Kamaluddin Chowdhury	33,039	Director		
	Mr.Md. Aminuzzaman Bhuiyan	100	Shareholder		
	Mr. Farid Ahmed Chowdhury	2,457	Shareholder		
	Mr. Kafil Uddin	23,686	Shareholder		
	Mr. Md. Asheek Bhuiyan	7,043	Shareholder		
	Mr. Mohammed Hasmot Ali	80,169	Director		
	Mrs. Meherunnessa	22,691	Shareholder		
	Alhaj Mohammad Mosaddak Ali	127,541	Shareholder		
	Mr. Mashfiqur Rahman	60,127	Director		
	Mrs. Khadiza Begum	246	Shareholder		
	Ms. MoontahaKishwar	238	Shareholder		
	Ms. TasnimKishwar	1,822	Shareholder		
	Mr. Alhaj Nur Uddin Ahmed	50,793	Director		
	Ms. Ayesha Akter	791	Shareholder		
	Mr. Mahabubur Rahman	791	Shareholder		
	Mr. Mahfuzur Rahman	791	Shareholder		
	Mr. Md. Ferdous Khan Alamgir	39,531	Director		
	Mrs. Shoma Alam Rahman	83,814	Director		
	Mr. Azizur Rahman	161,965	Director		
	Md. Ashfaque Uddin Ahmed	35,437	Shareholder		
	Mr.Md.Mazibur Rahman Mazumder	28,370	Director		
	Mr.Jahangir Alam	62,938	Director		
	Ms.Nasrin Sultana	50,679	Director		
	Mrs. Bibi Wazeda	47,623	Director		

The Company issued bonus shares worth Tk 37,880,030.00 (Taka Thirty Seven Million Eight Lac Eighty Thousand and Thirty) only on 24 August 2020 to the following Directors/Shareholders

Date of Allotment	Person to Whom those are issued	No of Share Alloted	Relationship with Person	Reason for Issue	Rational for Issue Price
24/08/2020	Mr. Mozaffar Hossain Paltu	328,294	Chairman	Distribution of Accumulated Profit	Face Value
	Mr. Belayet Hossain	284,100	Director		
	Mr. Md. Shajahan	269,162	Director		
	Prof. M.M. Kamaluddin Chowdhury	104,074	Director		
	Mr. Mohammed Hasmat Ali	2,52,533	Director		
	Mr. Murshed Murad Ibrahim	111,550	Director		
	Mr. Mashfiqur Rahman	189,400	Director		
	Mrs. Shoma Alam Rahman	264,014	Director		
	Mr. Alhaj Nur Uddin Ahmed	159,998	Director		
	Mr. Junayad Khan Asfar	124,523	Director		
	Mr. Azizur Rahman	510,188	Director		
	Mr. Jahangir Alam	198,257	Director		
	Ms. Nasrin Sultana	159,639	Director		
	Mrs. Bibi Wazeda	150,011	Director		
	Mrs. Meherunnessa	7,1477	Shareholder		
	Ms. Ayesha Akter	2,491	Shareholder		
	Mr. Mahabubur Rahman	2,491	Shareholder		
	Mr. Mahfuzur Rahman	2,491	Shareholder		
	Mrs. Khadiza Begum	773	Shareholder		
	Mr. Farid Ahmed Chowdhury	7,740	Shareholder		
	Mr. Kafil Uddin	74,612	Shareholder		
	Md. Ashfaqur Uddin Ahmed	111,627	Shareholder		
	Ms. Moontaha Kishwar	749	Shareholder		
	Ms. Tasnim Kishwar	5739	Shareholder		
	Alhaj Mohammad Mosaddak Ali	401,755	Shareholder		
	Mr. Md Aminuzzaman Bhuiyan	315	Shareholder		

Note: Mr. Junayad Khan Asfar appointed as Director on 13-Feb-20

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

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

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

The Company has not issued any equity shares under stock option to its employees.

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

The Company has not made any issue of specified securities at a price lower than the issue price (except the bonus share issued on December 31, 2011, December 29, 2012, December 25, 2013, December 06, 2014, December 29, 2016, December 14, 2017, August 19, 2018, November 24, 2019, August 24, 2020 during the preceding years.

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

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

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

Since denomination of shares has been changed from BDT 100.00 per share to BDT 10.00 per share, we have shown all number of shares considering share value at BDT 10.00, though initially shares were issued at BDT 100.00 per share.

Name	Nature of Issue (Ordinary/ Bonus share)	Date of allotment / Transfer	Number of shares	Face value	Issue price	Consideration	Date when the shares were made fully paid up	% of the total capital		Lock in period (year)	Status of pledged shares	
								Pre-issue	Post-issue		No. of shares	%
Mr. Mozaffar Hosaaain Paltu	Ordinary	Original subscription on 24/08/2000 as per MoA&AoA	250,000	10	10	Cash	24-Aug-00	8.06%	4.84%	3	N/A	N/A
	Ordinary	Bought from Mr. Golam Kibria on 07/09/ 2004	20,000	10	10	Cash	07-Sep-04					
	Ordinary	Bought from Mr. Prof. Kalamuddin on 11/10/ 2010	200,000	10	10	Cash	11-Oct-10					
	Ordinary	Bought from Mr. Mr. Aminuzzaman 11/10/ 2010	200,000	10	10	Cash	11-Oct-10					
	Ordinary	Stock Dividend 27/12/2011	134,000	10	10	Bonus	27-Dec-11					
	Ordinary	Sold on 10/05/12 to Nuruddin Ahmed	(150,000)	10	10	Cash	10-May-12					
	Ordinary	Stock dividend 22/12/2012	163,500	10	10	Bonus	22-Dec-12					
	Ordinary	Sold on 02/06/13 to Nuruddin Ahmed	(37,500)	10	10	Cash	02-Jun-13					
	Ordinary	Stock dividend 25/12/2013	234,000	10	10	Bonus	25-Dec-13					
	Ordinary	Stock dividend 06/12/2014	304,200	10	10	Bonus	06-Dec-14					
	Ordinary	Stock dividend 29/12/2016	197,730	10	10	Bonus	29-Dec-16					
	Ordinary	Stock dividend 14/12/2017	151,593	10	10	Bonus	14-Dec-17					
	Ordinary	Stock dividend 19/09/2018	416,881	10	10	Bonus	19-Sep-18					
	Ordinary	Stock dividend 24/09/2019	104,220	10	10	Bonus	24-Sep-19					
	Ordinary	Stock dividend 24/08/2020	328,294	10	10	Bonus	24-Aug-20					
	Ordinary	Sold on 11/04/21 to Prof. M.M. Kamaluddin Chowdhury	(175,000)	10	10	Cash	11-apr-21					
			2,341,918									
Mr. Md. Belayet Hossain	Ordinary	Original subscription on 24/08/2000 as per MoA&AoA	420,000	10	10	Cash	24-Aug-00	7.50%	4.50%	3	N/A	N/A
	Ordinary	Bought from Mr. Golam Kibria on 07/09/ 2004	30,000	10	10	Cash	07-Sep-04					
	Ordinary	Stock Dividend 27/12/2011	90,000	10	10	Bonus	27-Dec-11					
	Ordinary	Stock dividend 22/12/2012	135,000	10	10	Bonus	22-Dec-12					
	Ordinary	Stock dividend 25/12/2013	202,500	10	10	Bonus	25-Dec-13					
	Ordinary	Stock dividend 06/12/2014	263,250	10	10	Bonus	06-Dec-14					
	Ordinary	Stock dividend 29/12/2016	171,113	10	10	Bonus	29-Dec-16					

	Ordinary	Stock dividend 14/12/2017	131,186	10	10	Bonus	14-Dec-17					
	Ordinary	Stock dividend 19/09/2018	360,762	10	10	Bonus	19-Sep-18					
	Ordinary	Stock dividend 24/09/2019	90,191	10	10	Bonus	24-Sep-19					
	Ordinary	Stock dividend 24/08/2020	284,100	10	10	Bonus	24-Aug-20					
Total			2,178,102									
Mr. Md.Shahjahan	Ordinary	Original subscription on 24/08/2000 as per MoA&AoA	418,180	10	10	Cash	24-Aug-00	3.66%	2.20%	3	N/A	N/A
	Ordinary	Bought from Mr. Golam Kibria on 07/09/ 2004	20,000	10	10	Cash	07-Sep-04					
	Ordinary	Stock Dividend 27/12/2011	87,630	10	10	Bonus	27-Dec-11					
	Ordinary	Stock dividend 22/12/2012	131,450	10	10	Bonus	22-Dec-12					
	Ordinary	Stock dividend 25/12/2013	197,180	10	10	Bonus	25-Dec-13					
	Ordinary	Stock dividend 06/12/2014	256,330	10	10	Bonus	06-Dec-14					
	Ordinary	Transferred to Mr. Mahfuzur Rahman on 04/11/ 2015	(10,000)	10	10	Cash	04-Nov-15					
	Ordinary	Transferred to Dr. Ayesha Akter on 04/11/ 2015	(10,000)	10	10	Cash	04-Nov-15					
	Ordinary	Transferred to Mr. Mahbubur Rahman on 04/11/ 2015	(10,000)	10	10	Cash	04-Nov-15					
	Ordinary	Stock dividend 29/12/2016	162,115	10	10	Bonus	29-Dec-16					
	Ordinary	Stock dividend 14/12/2017	124,289	10	10	Bonus	14-Dec-17					
	Ordinary	Stock dividend 19/09/2018	341,793	10	10	Bonus	19-Sep-18					
	Ordinary	Stock dividend 24/09/2019	85,448	10	10	Bonus	24-Sep-19					
	Ordinary	Stock dividend 24/08/2020	269,162	10	10	Bonus	24-Aug-20					
	Ordinary	Transferred to Mr. Mahfuzur Rahman on 24/08/ 2020	(200,000)	10	10	Bonus	24-Aug-20					
	Ordinary	Transferred to Dr. Ayesha Akter on 24/08/ 2020	(200,000)	10	10	Bonus	24-Aug-20					
	Ordinary	Transferred to Mr. Mahbubur Rahman on 24/08/ 2020	(200,000)	10	10	Bonus	24-Aug-20					
	Ordinary	Mrs. Nurun Nahar on 24/08/2020	(200,000)	10	10	Bonus	24-Aug-20					
	Ordinary	Mrs. Najnin Karim on 24/08/2020	(200,000)	10	10	Bonus	24-Aug-20					
	Total			1,063,577								
Prof. M.M. Kamaluddin Chowdhury	Ordinary	Original subscription on 28/08/2000 as per MoA&AoA	618,200	10	10	Cash	24-Aug-00	3.35%	2.01%	3	N/A	N/A
	Ordinary	Bought from Mr. Golam Kibria on 07/09/ 2004	20,000	10	10	Cash	07-Sep-04					
	Ordinary	Sold on 08/11/09 to Alhaj Mossaddak Ali	(150,000)	10	10	Cash	08-Nov-09					
	Ordinary	Sold on 11/10/10 to Mr. Mozaffar Hossain Paltu	(200,000)	10	10	Cash	11-Oct-10					
	Ordinary	Stock Dividend 27/12/2011	57,640	10	10	Bonus	27-Dec-11					
	Ordinary	Stock dividend 22/12/2012	86,460	10	10	Bonus	22-Dec-12					

	Ordinary	Stock dividend 25/12/2013	129,690	10	10	Bonus	Dec-12						
	Ordinary	Stock dividend 06/12/2014	168,600	10	10	Bonus	25-Dec-13						
	Ordinary	Sold on 30/12/15 to Mr. Azizur Rahman	(312,700)	10	10	Cash	06-Dec-14						
	Ordinary	Stock dividend 29/12/2016	62,684	10	10	Bonus	30-Dec-15						
	Ordinary	Stock dividend 14/12/2017	48,057	10	10	Bonus	29-Dec-16						
	Ordinary	Stock dividend 19/09/2018	132,158	10	10	Bonus	14-Dec-17						
	Ordinary	Stock dividend 24/09/2019	33,039	10	10	Bonus	19-Sep-18						
	Ordinary	Stock dividend 24/08/2020	104,074	10	10	Bonus	24-Sep-19						
	Ordinary	Purchase 11/04/2021 from Mr. Mozaffar Hosaain Paltu	175,000	10	10	Cash	24-Aug-20						
Total			972,902										
Mr. Mohammed Hasmot Ali	Ordinary	New allotment 15/11/2006	400,000	10	10	Cash	15-Nov-06	6.67%	4.00%	3	N/A	N/A	
	Ordinary	Stock Dividend 27/12/2011	80,000	10	10	Bonus	27-Dec-11						
	Ordinary	Stock dividend 22/12/2012	120,000	10	10	Bonus	22-Dec-12						
	Ordinary	Stock dividend 25/12/2013	180,000	10	10	Bonus	25-Dec-13						
	Ordinary	Stock dividend 06/12/2014	234,000	10	10	Bonus	06-Dec-14						
	Ordinary	Stock dividend 29/12/2016	152,100	10	10	Bonus	29-Dec-16						
	Ordinary	Stock dividend 14/12/2017	116,610	10	10	Bonus	14-Dec-17						
	Ordinary	Stock dividend 19/09/2018	320,677	10	10	Bonus	19-Sep-18						
	Ordinary	Stock dividend 24/09/2019	80,169	10	10	Bonus	24-Sep-19						
	Ordinary	Stock dividend 24/08/2020	252,533	10	10	Bonus	24-Aug-20						
Total			1,936,089										
Nuruddin Ahmed	Ordinary	New allotment 10/05/2012	150,000	10	10	Cash	10-May-12	4.22%	2.53%	3	N/A	N/A	
	Ordinary	Stock dividend 22/12/2012	37,500	10	10	Bonus	22-Dec-12						
	Ordinary	Bought from Mozaffar Hossain Paltu on 02/06/2013	37,500	10	10	Cash	02-Jun-13						
	Ordinary	Stock dividend 25/12/2013	67,500	10	10	Bonus	25-Dec-13						
	Ordinary	Stock dividend 06/12/2014	87,750	10	10	Bonus	06-Dec-14						
	Ordinary	Bought from Aminuzzaman Bhuiyan on 02/06/2016	262,190	10	10	Cash	02-Jun-16						
	Ordinary	Stock dividend 29/12/2016	96,366	10	10	Bonus	29-Dec-16						
	Ordinary	Stock dividend 14/12/2017	73,880	10	10	Bonus	14-Dec-17						
	Ordinary	Stock dividend 19/09/2018	203,171	10	10	Bonus	19-Sep-18						
	Ordinary	Stock dividend 24/09/2019	50,793	10	10	Bonus	24-Sep-19						
	Ordinary	Stock dividend 24/08/2020	159,998	10	10	Bonus	24-Aug-20						
Total			1,226,648										

Mr. Mashfiqur Rahman	Ordinary	Transferred from Mr. Kafiluddin on 17/11/2011	300,000	10	10	Cash	17-Nov-11	5.00%	3.00%	3	N/A	N/A
	Ordinary	Stock Dividend 27/12/2011	60,000	10	10	Bonus	27-Dec-11					
	Ordinary	Stock dividend 22/12/2012	90,000	10	10	Bonus	22-Dec-12					
	Ordinary	Stock dividend 25/12/2013	135,000	10	10	Bonus	25-Dec-13					
	Ordinary	Stock dividend 06/12/2014	175,500	10	10	Bonus	06-Dec-14					
	Ordinary	Stock dividend 29/12/2016	114,075	10	10	Bonus	29-Dec-16					
	Ordinary	Stock dividend 14/12/2017	87,458	10	10	Bonus	14-Dec-17					
	Ordinary	Stock dividend 19/09/2018	240,508	10	10	Bonus	19-Sep-18					
	Ordinary	Stock dividend 24/09/2019	60,127	10	10	Bonus	24-Sep-19					
	Ordinary	Stock dividend 24/08/2020	189,400	10	10	Bonus	24-Aug-20					
Total			1,452,068									
Mr. Md.Azizur Rahman	Ordinary	New allotment 19/05/2015	108,750	10	10	Cash	19-May-15	12.78%	7.67%	3	N/A	N/A
	Ordinary	Bought fron Syed Ahsanul Huq on 19/05/15	101,250	10	10	Cash	19-May-15					
	Ordinary	Bought fron Mr. Aziz Ahmed on 30/12/15	629,120	10	10	Cash	30-Dec-15					
	Ordinary	Bought fron Mr. Kamaluddin on 30/12/15	312,700	10	10	Cash	30-Dec-15					
	Ordinary	Bought fron Ms. Meherunnesa on 30/12/15	262,190	10	10	Cash	30-Dec-15					
	Ordinary	Bought fron Syed Ahsanul Huq on 30/12/15	140,000	10	10	Cash	30-Dec-15					
	Ordinary	Bought fronAsheek Bhuiyan on 30/12/15	120,000	10	10	Cash	30-Dec-15					
	Ordinary	Bought fron Mr. Aminuzzaman on 25/01/16	336,140	10	10	Cash	25-Jan-16					
	Ordinary	Bought fron Mr. Maher Sekander on 25/01/16	104,000	10	10	Cash	25-Jan-16					
	Ordinary	Bought fron Mr. Murshed Murad Ibrahim on 16/10/16	68,800	10	10	Cash	16-Oct-16					
	Ordinary	Stock dividend 29/12/2016	327,442	10	10	Bonus	29-Dec-16					
	Ordinary	Bought from Ms. Meherunnesa on 26/10/17	100,000	10	10	Cash	26-Oct-17					
	Ordinary	Stock dividend 14/12/2017	261,039	10	10	Bonus	14-Dec-17					
	Ordinary	Stock dividend 19/09/2018	717,857	10	10	Bonus	19-Sep-18					
	Ordinary	Transferred to Mr. Jahangir Alam on 19/09/2018	(350,000)	10	10	Cash	19-Sep-18					
	Ordinary	Stock dividend 24/09/2019	161,965	10	10	Bonus	24-Sep-19					
	Ordinary	Stock dividend 24/08/2020	510,188	10	10	Bonus	24-Aug-20					
	Ordinary	Sold on 11/04/21 to Mr. Anjan Mozumder	(200,000)	10	10	Cash	11-apr-21					
Total			3,711,441									
Mrs. Bibi Wazeda	Ordinary	New allotment 27/02/2018	393,116	10	10	Cash	27-Feb-18	4.18%	2.51%	3	N/A	N/A
	Ordinary	Bought fron Ms. Khadija Begum on 27/02/18	39,293	10	10	Cash	27-Feb-18					
	Ordinary	Bought fron Ms.	38,025	10	10	Cash	27-Feb-					

		MoontahaKishwar on 27/02/18					18							
	Ordinary	Bought from Ms. TasnimKishwar on 27/02/18	291,525	10	10	Cash	27-Feb-18							
	Ordinary	Stock dividend 19/09/2018	190,490	10	10	Bonus	19-Sep-18							
	Ordinary	Stock dividend 24/09/2019	47,623	10	10	Bonus	24-Sep-19							
	Ordinary	Stock dividend 24/08/2020	150,011	10	10	Bonus	24-Aug-20							
	Ordinary	Bought from Mr. Farid Ahmed Chowdhury on 24/11/20	59,337	10	10	Cash	24-Nov-20							
	Ordinary	Bought from Mrs. Khadiza Begum on 24/11/20	5,930	10	10	Cash	24-Nov-20							
Total			1,215,350											
Mr. Jahangir Alam	Ordinary	New allotment 19/09/2018	158,277	10	10	Cash	19-Sep-18	5.23%	3.14%	3	N/A	N/A		
	Ordinary	Transferred from Azizur Rahman on 19/09/18	350,000	10	10	Cash	19-Sep-18							
	Ordinary	Bought from Ahsanul Huq on 19/09/18	39,569	10	10	Cash	19-Sep-18							
	Ordinary	Bought from Aminuzzaman on 12/03/19	710,928	10	10	Cash	12-Mar-19							
	Ordinary	Stock dividend 24/09/2019	62,938	10	10	Bonus	24-Sep-19							
	Ordinary	Stock dividend 24/08/2020	198,257	10	10	Bonus	24-Aug-20							
Total			1,519,969											
Mr. Mohammad Mubashair Rahman	Ordinary	Gift 17/02/2021 from Mrs. Shoma Alam Rahman	1,000,000	10	10	Gift	17-Feb-21	3.44%	2.07%	3	N/A	N/A		
Total			1,000,000											
Ms. Nasrin Sultana	Ordinary	Transferred from Ms. Azmery Sultana Rumky on 06/05/2019	1,013,581	10	10	Cash	06-May-19	4.21%	2.53%	3	N/A	N/A		
	Ordinary	Stock dividend 24/09/2019	50,679	10	10	Bonus	24-Sep-19							
	Ordinary	Stock dividend 24/08/2020	159,639	10	10	Bonus	24-Aug-20							
Total			1,223,899											
Mr. Junayad Khan Asfar	Ordinary	Transferred from Mr. Ferdous Khan Alamgir on 13/02/2020	830,156	10	10	Cash	13-Feb-20	3.63%	2.18%	3	N/A	N/A		
	Ordinary	Stock dividend 24/08/2020	124,523	10	10	Bonus	24-Aug-20							
	Ordinary	Gift 11/04/2021 from Mrs. Meherunnessa	100,000	10	10	Gift	11-Apr-21							
Total			1,054,679											
Mr. Anjan Mazumder	Ordinary	New Allotment on 24/11/2020	855,217	10	10	Cash	24-Nov-20	3.63%	2.18%	3	N/A	N/A		
	Ordinary	Bought from Mr. Azizur Rahman on 11/04/21	200,000	10	10	Cash	24-Nov-20							
Total			1,055,217											

* Lock-in period of shares starts from the issue date of Prospectus.

* The shares were made fully paid-up within the stipulated time, and

* No shares are pledged with anybody.

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

Aggregate shareholding of the sponsors and directors:

Category	Sl	Name	Position	No of Share	Percentage (%)	
					Pre IPO	Post IPO
Sponsor and/or Director	1	Mr. Mozaffar Hossain Paltu	Sponsor & Chairman	2,341,918	8.06%	4.84%
	2	Mr. Belayet Hossain	Sponsor & Director	2,178,102	7.50%	4.50%
	3	Mr. Md. Shajahan	Sponsor & Director	1,063,577	3.66%	2.20%
	4	Prof. M.M. Kamaluddin Chowdhury	Sponsor & Director	972,902	3.35%	2.01%
Total (a)				6,556,499	22.58%	13.55%
Director	5	Mr. Mohammed Hasmot Ali	Director	1,936,089	6.67%	4.00%
	6	Mr. Md. Azizur Rahman	Director	3,711,441	12.78%	7.67%
	7	Mr. Junayad Khan Asfar	Director	1,054,679	3.63%	2.18%
	8	Alhaj Nur Uddin Ahmed	Director	1,226,648	4.22%	2.53%
	9	Barrister Mashfiqur Rahman	Director	1,452,068	5.00%	3.00%
	10	Mr. Mohammad Mubashair Rahman	Director	1,000,000	3.44%	2.07%
	11	Mrs. Bibi Wazeda	Director	1,215,350	4.18%	2.51%
	12	Mr. Jahangir Alam	Director	1,519,969	5.23%	3.14%
	13	Ms. Nasrin Sultana	Director	1,223,899	4.21%	2.53%
	14	Mr. Anjan Mozumder	Director	1,055,217	3.63%	2.18%
Total (b)				15,395,360	53.01%	31.81%
Shareholder	15	Ms. Moontaha Kishwar	Shareholder	5,741	0.02%	0.01%
	16	Ms. Tasnim Kishwar	Shareholder	44,002	0.15%	0.09%
	17	Dr. Ayesha Akter	Shareholder	219,095	0.75%	0.45%
	18	Mr. Mahfuzur Rahman	Shareholder	219,095	0.75%	0.45%
	19	Mr. Mahabubur Rahman	Shareholder	219,095	0.75%	0.45%
	20	Mrs. Meherunnessa	Shareholder	447,992	1.54%	0.93%
	21	Mr. Md. Ashfaq Uddin Ahmed	Shareholder	855,808	2.95%	1.77%
	22	Mrs. Shoma Alam Rahman	Shareholder	605,930	2.09%	1.25%
	23	Mrs. Nurun Nahar Begum	Shareholder	200,000	0.69%	0.41%
	24	Mrs. Nazneen Karim	Shareholder	200,000	0.69%	0.41%
	25	Mr. Mohammad Lutfur Rahman	Shareholder	418,180	1.44%	0.86%
	26	Alhaj Mohammad Mosaddak Ali	Shareholder	3,080,120	10.61%	6.36%
	27	Mr. Md Aminuzzaman Bhuiyan	Sponsor & Shareholder	2,415	0.01%	0.00%
	28	Mr. Kafil Uddin	Sponsor & Shareholder	572,024	1.97%	1.18%
Total (c)				7,089,497	24.41%	14.65%
Grand Total (a) + (b) + (c)				29,041,356	100.00%	60.00%

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

Sl	Name	Position	No of Share	Percentage (%)	BO-Account Number	Address
1	Mr. Mozaffar Hossain Paltu	Sponsor & Chairman	23,41,918	8.06%	1202880069510977	Eastern Baily, 146, New Baily Road, Flat # 604,
2	Mr. Belayet Hossain	Sponsor & Director	21,78,102	7.50%	1202010039947541	Sabbir Court (2 nd Floor), 6, DIT Avenue, Dhaka.
3	Mr. Mohammed Hasmat Ali	Director	19,36,089	6.67%	1204120028813157	797/2, South Shahjahanpur, Dhaka.
4	Mr. Md. Azizur Rahman	Director	37,11,441	12.78%	1301030013430517	As Salam tower, 57 Agrabad C/A (8th
5	Barrister Mashfiqur Rahman	Director	14,52,068	5.00%	12048900049273631	Mostafa Centre, 1102/A, Agrabad C/A. Chattogram.
6	Mr. Jahangir Alam	Director	15,19,969	5.23%	1301030040968320	As Salam tower, 57 Agrabad C/A (8th
7	Alhaj Mohammad Mosaddak Ali	Shareholder	30,80,120	10.61%	1204120006520577	House-68, Road-5, DOHS, Banani, Dhaka.

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

No officers of Union Insurance Co. Ltd. own its shares as on September 30, 2020.

(d) Description of Business

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

Union Insurance Co. Ltd. was incorporated in August 24, 2000 as a Public Limited Company under Registrar of Joint Stock Companies and Firms (RJSC) vide registration number C-41114(473)/2000 under the Companies Act 1994.

Corporate information:

Particulars	Description
Date of incorporation as public limited company	August 24, 2000
Commencement of commercial operation	August 24, 2000
Conversion into public limited company	August 24, 2000
Denomination of face value from Tk. 100.00 to Tk. 10.00	June 04, 2012
Authorized capital	BDT. 1,000 Million
Issued & Paid-up Capital	BDT. 29.04 Million
Nature of Business	General Insurance in the Private Insurance Sector

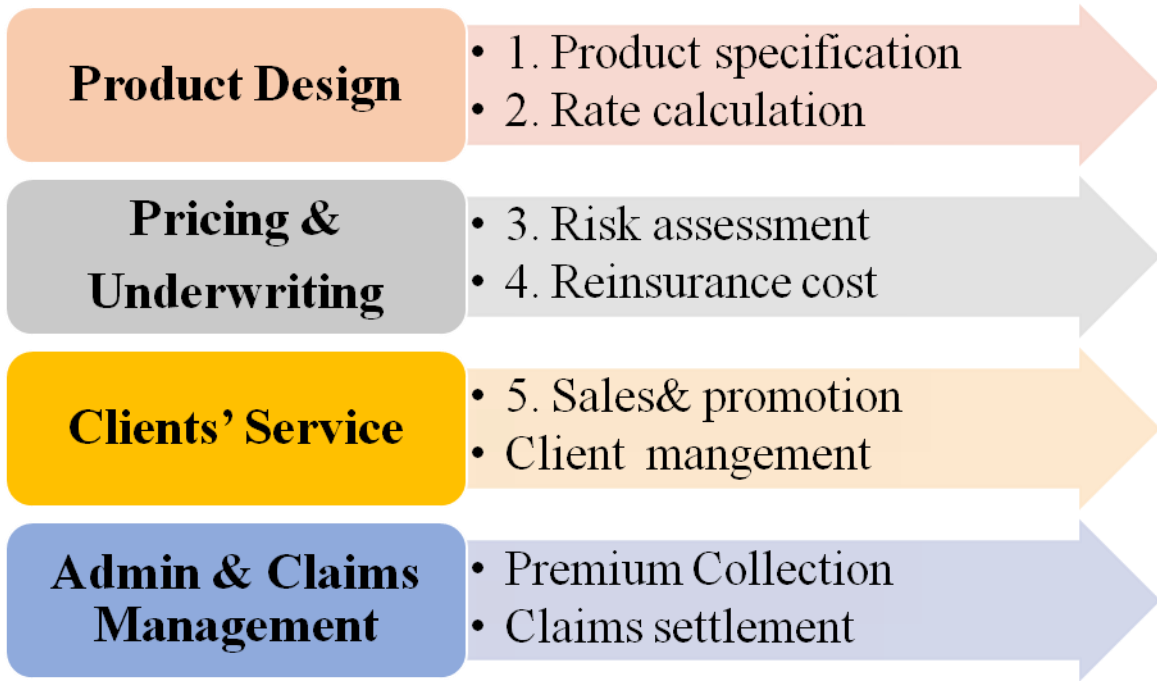
(ii) Location of the project;

Head Office of Union Insurance Co. Ltd. (UICL) is situated at Purana Paltan; Dhaka and UICL's 44 branches including the Local Office are located in different districts at strategically important points.

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

Plant & Machinery:

Union Insurance Co. Ltd. is engaged in insurance business. There is no plant, machinery & technology involved in the business process of the Issuer. However, the company has been operating with its General Insurance services going through the following processes:



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

Particulars	Status
Date of incorporation	24 August, 2000
Private to public	N/A (Incorporated as Public Limited Company)
Date of Commencement of Business	August 24, 2000
Start of Commercial Operation	August 24, 2000
Details of facility creation	Since the Company is engaged in insurance business. So, there are no capacity or facility creation and no launching of plant, products.
Principal products or services of the Issuer	a) Fire Insurance b) Marine Insurance c) Motor Insurance d) Miscellaneous Insurance e) Liability Insurance f) Engineering Insurance
Marketing	The Issuer company sells its services to individuals & corporate bodies, both directly through its officials & also through commission agents.

Changes in ownership

Name of sponsor (transferor)	No. of share transfer	Name of transferee	No. of share received	Date of transfer
Mr. Mohammad Golam Kibria	(3,30,000)	Aminuzzaman Bhuiyan	30,000	07-Dec-04
		Asheek Bhuiyan	30,000	07-Dec-04
		Belayet Hossain	30,000	07-Dec-04
		Mozaffar Hossain Paltu	20,000	07-Dec-04

		Prof. Kamal Uddin	20,000	07-Dec-04
		Md. Shahjahan	20,000	07-Dec-04
		Farid Ahmed Choudhury	20,000	07-Dec-04
		Syed SerajulHauq	20,000	07-Dec-04
		Mrs. MahjjabeenMurshed	30,000	07-Dec-04
		Mohammad Fersous Khan Alamgir	30,000	07-Dec-04
		Aminuzzaman Bhuiyan	80,000	07-Dec-04
Mr. Mozaffar Hossain Paltu	(362,500)	Al- Hajj .Nuruddin Ahmed	150,000	10-May-12
		Al- Hajj .Nuruddin Ahmed	37,500	02-Jun-13
		Prof. Kamaluddin Ahmed	175,000	11-Apr-21
Mr. Aminuzzaman Bhuiyan	(1,609,258)	Mr. Mozaffar Hossain Paltu	200,000	11-Oct-10
		Md.Azizur Rahman	336,140	25-Jan-16
		Al- Hajj .Nuruddin Ahmed	262,190	02-Jun-16
		Md.Asheek Bhuiyan	100,000	08-Aug-17
		MR. Jahangir Alam	710,928	12-Mar-19
Prof. Kamaluddin Ahmed	(312,700)	Al- Hajj. Md. Mosaddek Ali	150,000	08-Nov-09
		Mr. Mozaffar Hossain Paltu	200,000	11-Oct-10
		Mr.Md.Azizur Rahman	312,700	30-Dec-15
Mr. Syed Serajul Huq	(1,014,331)	International television chennel	198,180	15-Nov-06
		Al- Hajj. Md. Mosaddek Ali	140,000	08-Nov-09
		Md.Azizur Rahman	108,750	19-May-15
		Md.Mojibur Rahman	567,401	27-Aug-19
Md. Asheek Bhuiyan Syed Ahsanul Haque	(667,896)	Mohammad Hasmot Ali	400,000	15-Nov-06
		Md.Azizur Rahman	120,000	30-Dec-15
		Mr. Murshed Murad Ibrahim	147,896	22-July-20
	(845,096)	International television chennel	148,180	15-Nov-06
		Mr. Syed Serajul Huq	54,000	30-Nov-12
		Mr. Maher Sikender	104,000	19-May-15
		Md.Azizur Rahman	101,250	19-May-15
		Mr. Syed Serajul Huq	100,000	19-May-15
		Md.Azizur Rahman	140,000	30-Dec-15
		Mr. Jahangir Alam	158,277	19-Nov-18
		Mr. Jahangir Alam	39,569	19-Nov-18

Mrs. Mahjabeen Murshed	(448,180)	Mr. Murshed Murad Ibrahim	200,000	14-Aug-04
		Mr. Aziz Ahmed	248,180	15-Nov-06
Mr. Farid Ahmed Choudhury	(772,453)	Mrs. Khadiza Begum	120,000	17-Nov-11
		Ms. Montaha Kishwar	100,000	17-Nov-11
		Md. Tasnim Kishwar	100,000	17-Nov-11
		Mrs. Bibi Wazeda	393,116	27-Feb-18
		Mrs. Bibi Wazeda	59,337	24-Nov-20
Mr. Md. Ayub Khan	(418,180)	Mrs. Monowara Begum	52,270	27-Aug-04
		Mohammad Ferdous Khan Alamgir	104,560	27-Aug-04
		Mohammad tanvir Khan	104,540	27-Aug-04
		Mohammad Azad Khan	104,540	27-Aug-04
		Ms. Anjuman Are Begum	52,270	27-Aug-04
Mr. Kafil Uddin	(300,000)	Mr. Mashfiqur Rahman	300,000	17-Nov-11
Mr. Sabbir Choudhury	(418,180)	Mohammad Tanvir Khan	418,180	19-Jun-06
Mr. Md. Shahjahan	(1,300,000)	Mr. Mahfuzur Rahman	100,000	04-Nov-15
		Dr. Ayesha akter	100,000	04-Nov-15
		Mr. Mahbubur Rahman	100,000	04-Nov-15
		Mrs. Nurun Nahar Begum	200,000	24-Aug-20
		Mr. Mahbubur Rahman	200,000	24-Aug-20
		Mr. Mahfuzur Rahman	200,000	24-Aug-20
		Dr. Ayesha akter	200,000	24-Aug-20
		Mrs. Naznin Karim	200,000	24-Aug-20
Mr. Md. Azizur Rahman	(200,000)	Mr. Anjan Mozumder	200,000	11-Apr-21
Mrs. Meherunnessa	(100,000)	Mr. Junayad Khan Asfar	100,000	11-Apr-21
Mrs. Shoma Alam Rahman	(1,418,180)	Mr. Mohammad Mubashair Rahman	1,000,000	17-Feb-21
		Mr. Mohammad Lutfur Rahman	418,180	17-Feb-21
Mr. Anjan Mozumder (Representative of Uniocean shipping Lines Ltd.)	(855,217)	Mr. Anjan Mozumder	855,217	11-Apr-21

Changes in key management personnel

Managing Director & Chief Executive Officer			
Sl.	Name	Position	Incumbency
01	Mr. Md. Golam Kibria	Managing Director	24.08.2000 - 31.10.2003
02	Mr. Md. Syed Shahriar Hasan	Managing Director	31.10.2003 - 20.09.2006
03	Mr.Md. Abdul Hashem Sarker	Managing Director	20.09.2006- 25.10.2008
04	Mr. Md.Syed Aatur Rahman	Managing Director	25.10.2008- 30.10.2012
05	Mr.Md.Sheikh Abdur Rafiq	Managing Director	30.10.2012- 19.12.2015
06	Mr. Talukder Md. Zakaria Hossain	Chief Executive Officer	01.01.2016– Present

Company Secretary

Sl.	Name	Position	Incumbency
01	Md. Aatur Rouf	Company Secretary	24.08.2000 - 30.08.2007
02	Md. Mujibur Rahman	Company Secretary	30.08.2007 - 25.10.2008
03	Mr. Talukder Md. Zakaria Hossain	Company Secretary	25.10.2008- 15.09.2012
04	Md. Iqbal Rashidi	Company Secretary	15.09.2012-10.12.2019
05	Md. Shafquat Moula	Company Secretary	10.12.2019-Present

Accounts In-Charge/Chief financial Officer

Sl.	Name	Position	Incumbency
01	Md. Rashedul Islam	Charge of Accounts Department & CFO	24.08.2000 - 15.09.2015
02	Md. Mijanur Rahman	CFO	16.09.2015 – 10.10.2016
03	Md. Anisul Islam Khan	CFO	17.09.16-Present

Appointment of Independent Director

Mr. Mohammad Fiaz, Mr. Sayed Alamgir Farrouk Chowdhury and Mr. M.U.A. Quader were appointed as Independent Directors on the 112th Board Meeting held on Dec 18, 2019.

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

Principal products or services

The company is carrying out following types of insurance businesses:

- a) Fire Insurance
 - i. Fire & Allied Perils Insurance
 - ii. Industrial All Risks Insurance
- b) Marine Insurance
 - i. Marine Cargo Insurance

- ii. Marine Hull
- c) Motor Insurance
 - i. Motor Vehicle Insurance (Private)
 - ii. Motor Vehicle Insurance (Commercial)
- d) Miscellaneous Insurance
 - i. Burglary Insurance (BUG)
 - ii. Cash-in Safe Insurance (CIS)
 - iii. Cash-in Transit Insurance (CIT)
 - iv. Cash-on-Counter Insurance (COC)
 - v. Personal Accident Insurance (PA)
 - vi. Workman's Compensation Insurance (WC)
- e) Liability Insurance
 - i. Employers' Liability Insurance (EL)
 - ii. Product Liability Insurance (PDL)
 - iii. Public Liability Insurance (PL)
- f) Engineering Insurance
 - i. Contractors' All Risks Insurance (CAR)
 - ii. Erection All Risks Insurance (EAR)
 - iii. Machinery Break-down Insurance (MBD)
 - iv. Deterioration of Stock Insurance (DOS)
 - v. Boiler & Pressure Vessel Insurance (BPV)
 - vi. Contractors' Plant & machinery Insurance (CPM)

Markets for such products

The company is selling its products and services to the individuals, institutions directly and through its agents.

Past trend of service						
	30-Sep-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Particulars	Taka	Taka	Taka	Taka	Taka	Taka
Net Premium	431,054,267	401,996,778	316,079,373	281,724,674	229,995,368	220,098,225
Underwriting Profit	50,669,939	123,773,567	74,269,912	122,484,965	78,024,437	77,672,581
Claim paid	86,846,792	85,575,017	78,757,268	98,690,736	48,078,975	23,585,248
Deposit Premium	1,948,375	2,030,395	1,446,919	1,366,588	2,299,423	2,502,355

Since Issuer Company is engaged in doing insurance business, there lies no scope of export.

Claim settlement:

Class	Pending claim for settlement at 30/09/2020	2020		2019		2018		2017		2016		2015	
		No. of Claim	No. of settlement	No. of Claim	No. of settlement	No. of Claim	No. of settlement	No. of Claim	No. of settlement	No. of Claim	No. of settlement	No. of Claim	No. of settlement
Motor Insurance	90	123	161	229	186	240	180	123	105	89	87	52	47
Fire Insurance	4	13	26	17	15	15	9	45	40	18	16	14	12
Marine Insurance	16	34	36	44	36	33	31	26	21	19	17	9	8
Marine Hull	0	0	0	0	0	1	1	0	5	3	1	3	0
Miscellaneous	0	0	1	1	2	2	1	1	3	3	1	2	1
Total	110	170	224	291	239	291	222	195	174	132	122	80	68

Past trends and future prospects of the product or service in the local market

The company sells its products only in the local market of Bangladesh.

Future prospects:

Insurance industry, as said earlier, at the final stage of its transition. Government has taken several steps for revitalizing the sector to make it more vibrant and operationally sound. However, amendments and initiatives can't make an overnight change in the sector.

The new regulatory body should discover some mechanism to eradicate underhand commission to reduce the high procurement cost in general insurance business. Professionalism at every level of management is very crucial for overall development in the sector. The board should involve in strategic and policy aspects of the company in addition looking after into the day to day operation. All the insurance companies should have a sound HR policy that will attract the qualified people to choose the profession as a 'career' not a mere 'job'. HR development program should be a part and parcel of regular business operation for the enhancement of skills and development of professionalism. A good number of companies are still struggling for their survival, thus huge cost of IT infrastructure is an additional burden for them. However, awareness should be built for effective use of IT infrastructure in MIS that ultimately will bring positive results in future.

Last but not the least; it is not the responsibility of the regulatory body alone to make revolutionary change, rather the respective board, the management team and above all the insured should come forward to bring the sector to the global standard. The sooner it happens; the better is for the stakeholders in particular and the country in general.

The regulatory reforms started with the introduction of the Insurance Act 2010 as the important rules /regulations under the Act have not yet been put in place. The absence of important rules/regulations has created a vacuum of insurance business in Bangladesh. It is being obligatory for insurance companies to charge premium rates as determined by the Regulatory Authority. However, the tariff rates have not been reviewed for a long time in the light of updated loss experience obtaining over the years and as such many clients do feel that they are being overcharged. Further short term and midterm objective of national insurance policy and guideline were not implemented. This has further negatively impacted on the public perception of the insurance industry at large thereby hindering its growth.

Sectorial share of insurance industry to the GDP at current prices is 0.38% in 2016 whereas 4.1% in 2015 found in the Bureau of Statistics, Bangladesh. Insurance penetration rate in Bangladesh is less than 1% since last consecutive years.

The further progress of Bangladesh Insurance Industry predominantly depends on how the consumers' perception of Insurance as a useful and efficient vehicle of risk transfer. This can be achieved through sustained efforts of the industry as well as regulators by holding public conference, by providing efficient services, honoring insurance policy obligations, introducing new products, aware the public by using technology and social mechanism and by rationalizing the pricing mechanism.

Demand and Supply forecast

The demand for insurance service is correlated with the volume of business increase in the Country. It has been observed that the economy of Bangladesh is emerging and human living standard also increasing. To coverage risk, the demand for insurance service is also increasing accordingly.

Currently, there are 46 insurance companies are serving their business in our country in order to cover the risk. As business volume is increasing in our country so the demand for insurance coverage increasing day by day to the client. There is a demand and supply gap remain in our country. Accordingly, Government of Bangladesh permits year to year number of insurance companies to run their business in this sector.

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

Year	Revenue of the year(Taka)	Product	Income from the Product(Taka)	Percentage Contribution
2020	50,669,939	Fire insurance revenue account	(40,721,609)	-80.37%
		Marine cargo revenue account	80,058,480	158.00%
		Marine Hull revenue account	(9,579,918)	-18.91%
		Motor insurance revenue account	10,343,135	20.41%
		Miscellaneous insurance revenue account	10,569,851	20.86%
2019	123,773,567	Fire insurance revenue account	13,332,100	10.77%
		Marine cargo revenue account	77,287,627	62.44%
		Marine Hull revenue account	(3,273,424)	-2.64%
		Motor insurance revenue account	15,460,472	12.49%
		Miscellaneous insurance revenue account	20,966,792	16.94%
2018	74,269,912	Fire insurance revenue account	6,571,429	8.85%
		Marine cargo revenue account	62,407,942	84.03%
		Marine Hull revenue account	(398,834)	-0.54%
		Motor insurance revenue account	3,176,774	4.28%
		Miscellaneous insurance revenue account	2,512,601	3.38%
2017	122,484,965	Fire insurance revenue account	52,246,089	42.66%
		Marine cargo revenue account	53,782,953	43.91%
		Marine Hull revenue account	(32,889)	-0.03%
		Motor insurance revenue account	12,811,310	10.46%
		Miscellaneous insurance revenue account	3,677,502	3.00%
2016	78,024,437	Fire insurance revenue account	13,248,486	16.98%
		Marine cargo revenue account	39,097,405	50.11%
		Marine Hull revenue account	(2,275,155)	-2.92%
		Motor insurance revenue account	25,860,941	33.14%
		Miscellaneous insurance revenue account	2,092,760	2.68%
2015	77,672,581	Fire insurance revenue account	6,382,102	8.22%
		Marine cargo revenue account	53,534,893	68.92%
		Marine Hull revenue account	10,511,908	13.53%
		Motor insurance revenue account	10,661,690	13.73%
		Miscellaneous insurance revenue account	(3,418,012)	-4.40%

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

Union Insurance Co. Ltd. does not have any associate, subsidiary or holding company.

(viii) How the products or services are distributed with detailsof the distribution channel. Export possibilities and exportobligations, if any

The Company operates its business through the Head Office at Dhaka and the branches throughout the country. As on 30 September, 2020, the Company has been operating its business through 44 branches along with one local office.

Branch Name	Location
Corporate Branch	Paramount Heights (10 th Floor), 65/2/1 Box Culvert Road, Purana Paltan, Dhaka 1000.
Agrabad Branch	Jiban Bima Bhaban (2 nd Floor), 56 Agrabad C/A, Chattogram.

Arambagh Branch	Ismail Chamber, (1 st Floor), 188/1 Arambagh, Motijheel Circular Road, Dhaka.
B.B. Avenue Branch	Done Plaza (11 th floor), 9 BB Avenue, Dhaka-1000.
Bangshal Branch	38 Hazi Abdullah Sarker Lane (North South Road), 4 th Floor, Bangshal, Dhaka.
Barisal Branch	61 Sadar Road (Medicas Pharmacy 1 st Floor), Barisal.
Bijoy Nagar Branch	Paramount Heights (4 th Floor), 65/2/1 Box Culvert Road, Purana Paltan, Dhaka 1000.
Bogra Branch	Basiron Market (2 nd Floor), Jautola, Bogra.
Cumilla Branch	Eliotgonj Bazar (Purbo U turn), Mayer Thikana Super Market, Dautkandi, Cumilla
Dewanhat Branch	Agrabad Center (5 th Floor), 2470/A Sheikh Mujib Road, Chowmuhani, Chattogram.
Dilkusha Branch	92/1 Motijheel C/A (2 nd floor), Dhaka- 1000.
Elephant Road Branch	Meher Tower (7 th floor), 164 Sonargaon Road, Hatirpool, Dhaka.
Fakirapool Branch	Satabdhi Centre, 292 Fakirapool, Dhaka.
Gulshan Branch	House # TA-109 (1 st Floor), Gulshan Link Road.
Imamgonj Branch	204 Aziz Co-Operative Market (3 rd Fl), Room 12/B, Bijoy Nagar, Ramna, Dhaka-1000
Islampur Branch	Babilon Center (4 th Floor), 26 BB Avenue, Dhaka.
Jatrabari Branch	31/C Shaheed Faruq Sarok, Jatrabari Moor, Dhaka.
Jessore Branch	Nazima Tower (3 rd floor), M. M. Ali Road, Jessore-7400
Jubilee Road Branch	Aziz Chamber (3 rd Floor), 6 Jubilee Road, Chattogram.
Joypurhat Branch	Batar Mor, Maroeari Potti, Joypurhat
Kakrail Branch	Paramount Heights (4 th Floor), 65/2/1 Box Culvert Road, Purana Paltan, Dhaka 1000
Karwanbazar Branch	57/E Kazi Nazrul Islam Avenue (2 nd floor), Karwanbazar, Dhaka
Khatungong Branch	5 KB Aman Ali Road (2 nd floor), Laldighi East, PS-Kotwali, Chattogram., Chattogram.
Khulna Branch	Khulna Chamber of Commerce & Industry, Chamber Building (4 th Floor), Khulna-9100
Kadamtali Branch	1372 Abul Hossain Market (2 nd Flr.), D.T Road, Dhaniala Para, Chattogram.
Laldighi Branch	5 KB Aman Ali Road (2 nd Floor), Laldighi East, PS- Kotowali, Chattogram.
Local Office	Paramount Heights (9 th Floor), 65/2/1 Box Culvert Road, Purana Paltan, Dhaka-1000
Malibag Branch	29 Chamelibag, Dhaka.
Mirpur Branch	Tayaba Bhaban (3 rd floor), 8 South Kallayanpur, Dhaka 1207.
Mouchak Branch	83/B Siddeshwari Circular Road, Mouchak Tower (13 th Fl), Room # 1403, Malibag More, Dhaka.
Motijheel Branch	Elite House (3 rd Floor), 54 Motijheel C/A, Dhaka-1000.
Mohakhali Branch	House: 39-40, Bir Uttam Ziaur Rahman Sarak, Amtoli, Mohakhali, Dhaka.
Nawabpur Branch	Nawabpur Tower (3 rd Floor), Suite # 409, 198-202 Nawabpur Road, Dhaka-1100.
Narayangonj Branch	33/48 A.C. Dhar Road, Kafir Bazar, Narayangonj.
Paltan Branch	Azad Center (8 th floor-A1), 55 Purana Paltan, Dhaka.
Principal Branch	Paramount Heights (9 th Floor), 65/2/1 Box Culvert Road, Purana Paltan, Dhaka-1000.
Pabna Branch	Atakula Road, Front side of Bulbul College, Salgaria, Pabna.
Ramna Branch	Mezbauddin Plaza (4 th Floor), 91 New Circular Road, Ramna, Dhaka.
Rajuk Avenue Branch	1/B DIT Avenue (11 th Floor), Motijheel C/A, Dhaka-1000.
Rangpur Branch	Sarif Mansion (2 nd Floor), Station Road, Rangpur.
Rajshahi Branch	142/159 Muripatty (1 st Floor), Shaheb Bazar, Rajshahi.
Sirajgonj	Mayer Achol (Ground Floor), Thana More, Dargah Road, Sirajgonj
Tanbazar Branch	Sawkat Super Market, 15 S.M. Maleh Road (2 nd Floor), Tanbazar, Narayangonj
Uttara Branch	House # 07, Road # 02, Ward # 05, Diabari
VIP Road Branch	50/E Inner Circular Road (1 st Floor), Nayapaltan, Dhaka.

Customers' location:

Customers for Insurance companies doing General Insurance business are located throughout Bangladesh. Union Insurance Co. Ltd (UICL) has set up 44 branches throughout the country, mostly in the important places, to provide insurance service to a wider variety of customers at all over the country.

Export possibilities & obligations:

Union Insurance Co. Ltd. is a General Insurance business organization doing its business in the Private Insurance Sector of Bangladesh. Insurance business products are not exportable products, besides the company has no obligation to export.

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

Insurance market in Bangladesh remains fragmented and extremely competitive due to existence and operation of a large number of companies, incommensurate with the size of the market. There are 45 non-life insurance companies in the private sector, in addition to the one public sector

Corporations. A total of 47 non-life insurers are operating in Bangladesh. Thus insurance companies will find them in stiff competition when the new companies enter the market.

The percentage and volume of market share of major competitors based on net premium are as follows:

SI No	Name of the company	Net Premium (taka in mn)	Percentage of market share based on net premium	Period
1	Agrani Insurance Co.Ltd	173.80	1.14%	2019
2	Asia Insurance co. Ltd	339.96	2.22%	2019
3	Asia Pacific Gen. Insurance co. Ltd	279.26	1.82%	2019
4	Bangladesh Gen Insurance Co. Ltd	455.01	2.97%	2019
5	Bangladesh Co -Operative Ins. Ltd	92.24	0.60%	2019
6	Bangladesh National Insurance Ltd	373.55	2.44%	2019
7	Central Insurance Co. Ltd	243.20	1.59%	2019
8	City General Insurance Co. Ltd	299.57	1.96%	2019
9	Continental Insurance Co. Ltd	299.56	1.96%	2019
10	Crystal Insurance Co.Ltd	297.51	1.94%	2019
11	Dhaka Insurance Ltd	193.36	1.26%	2019
12	Desh General Insurance Co. Ltd	89.56	0.59%	2019
13	East Land Insurance Co Ltd	210.64	1.38%	2019
14	Eastern Insurance Co. Ltd	457.10	2.99%	2019
15	Express Insurance Ltd	252.29	1.65%	2019
16	Federal Insurance Co. Ltd	251.08	1.64%	2019
17	Green Delta Insurance Co. Ltd	1,524.36	9.96%	2019
18	Global Insurance Ltd	109.92	0.72%	2019
19	Islami Insurance Bd Ltd	268.26	1.75%	2019
20	Islami Commercial Ins.Co. Ltd	240.65	1.57%	2019
21	Janata Insurance Co.Ltd	177.29	1.16%	2019
22	Kamafuli Insurance Co. Ltd	165.58	1.08%	2019
23	Meghna Insurance Co. Ltd	240.15	1.57%	2019
24	Mercantile Insurance Co. Ltd	185.14	1.21%	2019
25	Nortem Gen Ins. Co. Ltd	247.21	1.62%	2019
26	Nitol Insurance Co. Ltd	544.04	3.55%	2019
27	Peoples Ins. Co. Ltd	409.48	2.68%	2019
28	Pragati Ins. Ltd	702.35	4.59%	2019
29	Phoenix Ins. Co. Ltd	454.20	2.97%	2019
30	Purabi Gen Ins Co Ltd	18.93	0.12%	2019
31	Provati Gen. Ins. Co. Ltd	390.69	2.55%	2019
32	Prime Ins Co. Ltd	254.53	1.66%	2019
33	Pioneer Ins. Co. Ltd	1,357.75	8.87%	2019
34	Paramount Ins. Co. Ltd	116.83	0.76%	2019
35	Reliance Ins Ltd	1,237.65	8.09%	2019

* Out of 49 non- life insurance companies, we have considered 35 listed companies based on available information.

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

The Company does not procure any raw materials and as such has no principal merchandizing supplier(s).

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

The Company does not require such utilities except for ordinary use in administrative work.

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

There is no such single customer who purchases or enjoys 10% or more of the Company's products/services.

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

The Issuer Company is a service providing company. There are no suppliers who provided 10% or more of its raw material/ finished goods.

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

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

Declaration regarding contract with principal suppliers or customers

We, on behalf of Board of Directors of the company hereby declare that Union Insurance Company did not enter into any contract with its any suppliers or customers for the year end December 31, 2020.

Sd/-
Mr. Anisul Islam Khan
Chief Financial Officer

Sd/-
Talukder Md. Zakaria Hossain
Chief Executive Officer

Sd/-
Mozaffar Hossain Paltu
Chairman

Date: May 16, 2021

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

SI	Particulars	License Issuer/ Issuing Authority	Certificate/ license No.	Certificate Issue Date	Validity Status
01	Certificate of Incorporation	Register of Joint Stock Companies & Firms (RJSC) Bangladesh	C-41114(473)/2000	24 Aug 2000	N/A
02	TIN Certificate	National Board of Revenue	132728556768	26 Nov 2013	N/A

03	BIN	Custom, Exercise & VAT Commissionerate, Dhaka	002127894-0208	14 Oct 2019	N/A
04	E-Trade License	Dhaka South City Corporation	TRAD/DSCC/268556/2019	22 Jul 2020	30 Jun 2021
05	Certificate of Registration	Controller of Insurance (Duly renewed by IDRA)	CR-21/2000 (Directorate of Insurance)	3 Mar 2020	31 Dec 2021

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

The company does not have any material patents, trademarks, licenses or royalty agreements except as mentioned in the above licenses

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

The Company had 556 employees as on December 31, 2020.

Part/ Full time	Number of employees		
	Head Office	Branches	Total
Full time employee	65	491	556
Part time employees	0	0	0
Grand Total	65	491	556

(xviii) A brief description of business strategy

Business strategies of UICL are as follows:

- (1) To improve and consolidate its position in the insurance industry with a continuous growth philosophy.
- (2) To enhance value creation through delivering insurance product to wide range of clients.
- (3) Develop and improve direct distribution capabilities and integrated multi-channel strategies.
- (4) Explore new capabilities that online strategies enable.
- (5) Guide customer-driven innovations and product speed-to-market
- (6) Define growth strategies to capture market share.
- (7) Design operating models to reduce complexity and improve effectiveness.
- (8) Create operational and technology strategies to improve market responsiveness.

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

Union Insurance Co. Ltd. (UICL) provides Insurance services to individuals or organizations where & whenever they need such services. As such measuring the services with view point of installed capacity is not possible and so capacity utilization & projected capacities could not be assigned. Business results of UICL are generally measured through budgetary controls. Budgets of Income & Expenditures for current & future years are adopted and periodically they are reviewed to ascertain how much of the budgets could be achieved and future budgets mostly based on actual performances.

(e) Description of Property

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

The Company's Registered Office is situated at DR Tower, (15th floor), Union Insurance Co. Ltd., 65/2/2, Box Culvert Road, Purana Paltan, Dhaka-1000. Buying arrangement with the owner of the floor is finalized at an agreed price of total BDT 38,487,500/- and by the end of 2016 full payment has already been made against the floor at 65/2/1 Purana Paltan, Box Culvert Road, Dhaka. The area of the floor space is 5,966sqft.

Particulars	Address
Head Office	DR Tower, (15 th floor), Union Insurance Co. Ltd., 65/2/2, Box Culvert Road, Purana Paltan, Dhaka-1000
Registered Office	DR Tower, (15 th floor), Union Insurance Co. Ltd., 65/2/2, Box Culvert Road, Purana Paltan, Dhaka-1000

Particulars	Location	Area	Condition
Building	Paramount Heights (10 th floor), 65/2/1, Purana Paltan, Box Culvert Road, Dhaka-1000	5,966 sft	Being used as Head Office

The other properties of the Company as on 30 September 2020 as per audited financial statements are follows:

Sl. No.	Particulars	Written Down Value as at 30/09/2020
1	Office Decoration	9,878,741
2	Furniture & fixture	3,248,478
3	Motor Vehicle	42,538,893
4	Electric Equipment	5,015,709
5	Office Equipment	782,509
6	Telephone Installation	84,773
7	Sundry assets	21,914
8	Building	93,988,304
9	Software	595,000
As at 30 September, 2020		156,154,320

The above-mentioned properties are in good condition

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

a) Building (Floor Space):

Union Insurance Company Limited (UICL) make payment as advance to purchase floor spaces on Chattogram and Dhaka, One is purchased in Dhaka, particulars of which are as stated below:

Location	Area (sft/Katha)	Total Agreed Costs (Taka)	Paid till 30 Sep 2021 (Tk)	Remarks
Paramount Heights (9 th &10 th floor), 65/2/1, Purana Paltan, Box Culvert Road, Dhaka-1000	5966 sft	38,487,500	Fully Paid	Being used as Branch Office.
DR. Tower, (15 th floor) 65/2/2 Box Culvert Road, purana paltan, Dhaka-1000	12,788	202,492,800	55,394,000	Being used as Head Office. Includes ownership of five car parking spaces on basement floor, and also proportionate land and Utilities on which the building is located. Position not yet hold by the company
Tower-71, (7 th floor) Agrabad, Double mooring Chattogram	2535 sft	40,635,000	38,085,000	Includes ownership of one car parking spaces on basement floor, and also proportionate land and Utilities on which the building is located. Position not yet hold by the company

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

SL	Place	Deed No.	Date of purchase	Mutation date	Last date of current rent (LvRbv)	C.S. Dag No.	Deed Value	Area of land (Decimal)	Current use
01	Agrabad, Double	Not yet	30.01.2019	Not yet registered	Floor space not yet	P.S. 1110/	40,635,000	3535 sft	Position not yet hold by the

	mooring. Chattogram	registe red			registered	18			company
02	DR. Tower, (15 th floor) 65/2/2 Box Culvert Road, purana paltan, Dhaka-1000	4666	30.10.2019	Not yet registered	Floor space noy yet registered	C.S.- 6947 La/1	202,492,800	12,788	Position the company. Being as Head office.
03	Paramount Heights (9 th &10 th floor), 65/2/1, Purana Paltan, Box Culvert Road, Dhaka- 1000	2287	06.04.2009	13.05.2009	17.07.2017	C.S.- 6947 L/1	38,487,500	5966 sft	Position the company.

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

Name(s) of the person(s) from whom the lands has been acquired	Area of Land	Cost of acquisition			Relation
		Deed Value	Registration Cost	Total Cost	
Paramount Heights (9 th &10 th floor), 65/2/1, Purana Paltan, Box Culvert Road, Dhaka- 1000 (Mr. Md. Mozaffar Hossain)	5966 sft	38,487,500			No relation
Madina Developments Ltd. (Hajj. Md. Salim)	3,535 sft	40,635,000/- (Payment not yet fully made)	Not yet registered (Payment not yet fully made)	Not yed registered (Payment not yet fully made)	No relation
Abed Holdings Ltd. (A.K.M. Barkatullah)	12,788	202,492,800 (Payment not yet fully made)	Not yet registered	Not yed registered (Payment not yet fully made)	No relation

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

The floor purchased from Madina Developments Limited by UICL is still remains vacant.

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

None of the property of the Issuer Company is mortgaged or other type of charge created to any Bank/Financial Institution.

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

#	Name of Branch	Address	Name of the Lessor	Detail	Expiry date of lease	Remarks
1	Agrabad Branch	Jiban Bima Bhavan (2 nd Floor)56 Agrabad C/A, Chattogram.	JibonBima Corporation	Advance:46306 Monthly Rent:65732 Office Size:1781	28.02.19	Operating Lease
2	Arambagh Branch	188/1 Arambagh, Motijheel Circular Road, Dhaka.	Md. Ismail	Advance:200,000 Monthly Rent:22000 Office Size:450	31.03.21	Operating Lease
3	B.B. Avenue Branch	Done Plaza (11 th floor), 9 BB Avenue, Dhaka	Beauty Shoe Supply Co. Ltd	Advance:100,000 Monthly Rent:16,000 Office Size:550	31.03.21	Operating Lease
4	Bangshal Branch	38 Hazi Abdullah Sarker Lane, (North South Road), 4 th Floor, Bangshal, Dhaka.	Md. Nurul Huq Rony	Advance:120,000 Monthly Rent:15,000 Office Size:485	31.08.20	Operating Lease
5	Barisal Branch	61 Sadar Road (Medicas Pharmacy 1 st Floor), Barisal.	Saidur Rahman Khan	Advance:0.00 Monthly Rent:14,000 Office Size:250	31.04.17	Operating Lease
6	Bijoyagar Branch	Paramount Heights (4 th Floor)65/2/1 Box Culvert Road, Purana Paltan, Dhaka 1000.	Reshmina Ashraf	Advance:250,000 Monthly Rent:61000 Office Size:678.5	31.03.20	Operating Lease
7	Bogra Branch	Basiron Market (2 nd Floor),Jautola, Bogra.	Md. Abdul Majid	Advance:295,000 Monthly Rent:7500 Office Size:992	31.07.25	Operating Lease
8	Cumilla Branch	Eliotgonj Bazar (Purbo U turn),MayerThikanaSupurMarket, Dautkandi, Cumilla	Md.Alhaj. Kamal Ahmed	Advance: Monthly Rent:2000 Office Size:220	31.07.21	Operating Lease
9	Dewanhat Branch	Agrabad Center (5 th Floor),2470/A Sheik Mujib, Road,Chowmuhani, Chattogram.	Alhaj Mohammad Shamsul Alam (GUNNU)	Advance:200,000 Monthly Rent:22,000 Office Size:9990	28.02.21	Operating Lease
10	Dilkusha Branch	92/1 Motijheel C/A (2 nd floor), Dhaka	Syed DidarulAlam	Advance:150,000 Monthly Rent:18,000 Office Size:425	30.04.20	Operating Lease
11	Elephant Road Branch	S.T. Centre, 4 th floor 235/5/B Elephant Road, Newmarket, Dhaka	Md. Abul Hashem	Advance:200000 Monthly Rent:36000 Office Size:1000	31.01.22	Operating Lease
12	Fakirapool Branch	Satabdhi Centre 292 Fakirapool, Dhaka.	Md. Delwar Hossain	Advance:200,000 Monthly Rent:25,000 Office Size:700	30.08.20	Operating Lease
13	Gulshan Branch	House # TA-109 (1 st Floor) ,Gulshan Link Road	Nasir Uddin Sikder	Advance:200,000 Monthly Rent:27500 Office Size:800	31.3.22	Operating Lease
14	Imamgonj Branch	204 Aziz Co-Operative Market (3 rd Fl), Room 12/B, Bijoy Nagar,	Md. Nazrul Islam Bhuiyan	Advance:150000 Monthly Rent:25000 Office Size:550	30.09.21	Operating Lease
15	Islampur Branch	Babilon Center (4 th Floor) ,26 BB Avenue, Dhaka	Beauty Shoe Supply Co. Ltd	Advance:100,000 Monthly Rent:20,000 Office Size:600	30.04.21	Operating Lease
16	Jatrabari Branch	31/C Shaheed Faruq Sarok,Jatrabari Moor, Dhaka	Mst. Anwara Begum	Advance:216,000 Monthly Rent:12000 Office Size:400	01.01.22	Operating Lease
17	Jessore Branch	Nazima Tower (3 rd floor) ,M. M. Ali Road Jessore-7400	Md. Shahidul Islam	Advance:0 Monthly Rent:1,000 Office Size:650	30.04.19	Operating Lease
18	Jubilee Road Branch	Aziz Chamber (3 rd Floor),6 Jubilee Road, Chattogram.	Sowdagor Agencies Ltd.	Advance:56070 Monthly Rent:19690 Office Size:890	28.02.21	Operating Lease
19	Joypurhat Branch	BatarMor, MaroeariPotti, Joypurhat.	Gopal Prasad Rungta	Advance:0.00 Monthly Rent:4000 Office Size:450	31.12.22	Operating Lease
20	Kakrail Branch	Paramount Heights (4 th floor),65/2/1 Box Culvert Road, Purana Paltan, Dhaka-1100.	Reshmina Ashraf	Advance:250,000 Monthly Rent:61000 Office Size:678.50	31.03.20	Operating Lease
21	Kawranbazar Branch	57/E Kazi Nazrul Islam Avenue(2 nd floor)	Md. Ainul Hasan	Advance:126,000 Monthly Rent:36000 Office Size:750	31.03.21	Operating Lease
22	Khatungong Branch	5 KB Aman Ali Road (2 nd floor),Laldighi East, PS-Kotwali, Chottogram.	Bijoyesh Chowdhury Bipulesh Chowdhury Somesch Chowdhury Rabindra Narayan Chowdhury Anup Kumar Chowdhury Uttam Kumar Chowdhury Kallol Chowdhury Hillol Chowdhury	Advance:0.00 Monthly Rent:18225 Office Size:450	31.08.20	Operating Lease
23	Khulna Branch	Khulna Chamber of Commerce & Industry, Chamber Building (4 th Floor),Khulna-9100	Khulna Chamber of Commerce & Industry	Advance:58080 Monthly Rent:19360	30.10.20	Operating Lease

				Office Size:1100		
24	Kadamtali	1372 Abul Hossain Market (2nd Flr.), D.T Road, Dhaniala Para, Chattogram.	Haji. Mohammad Abu Taleb Haji. Mohammad Abu Taher Mohammad Abu Naser Mohammad Abul Monsur Mohammad Abul Hashem	Advance:69,455 Monthly Rent:11,648 Office Size:728	21.01.23	Operating Lease
25	Laldighi Branch	868 Alif Aloy Building, Asadgonj Road, Chottogram	Alhaj. Nasrin Akhter	Advance:150,000 Monthly Rent:20,000 Office Size:720	10.02.25	Operating Lease
26	Local Office	Paramount Heights (9th Floor), 65/2/1 Box Culvert Road, Purana Paltan, Dhaka-1000.	Mrs. Nasrin Lovely	Advance: 33,348 Monthly Rent:45,360 Office Size:1008	31.12.20	Operating Lease
27	Malibag Branch	29 Chamelibag, Dhaka	Bodrujaman Babu	Advance: Monthly Rent:30000 Office Size:1000	31.03.21	Operating Lease
28	Mirpur Branch	Road # 03, House # 04 (3 rd Floor), North Side, Senpara, Parbota (Beside Sha Ali Plaza), Mirpur – 10, Dhaka -1216	Md.Mahbubur Rahman	Advance:50000 Monthly Rent:16,000 Office Size:430	31.03.22	Operating Lease
29	Mouchak Branch	83/B Siddeshwari Circular Road, Mouchak Tower(13 th Fl), Room # 1403, Malibag More, Dhaka.	Md. Shamsul AlamShajal	Advance:100,000 Monthly Rent:23000 Office Size:900	31.12.19	Operating Lease
30	Motijheel Branch	Elite House (3 rd Floor) 54 Motijheel C/A, Dhaka-1000.	M/S. Elite International Limited	Advance:180,000 Monthly Rent:60000 Office Size:1000	30.04.20	Operating Lease
31	Mohakhali Branch	House : 39-40, Bir UttamZiaur Rahman Sarak,Amtoli, Mohakhali, Dhaka.	Md. Azad Rahman	Advance:0.00 Monthly Rent:24000 Office Size:480	31.12.20	Operating Lease
32	Nawabpur Branch	Nawabpur Tower (3 rd Floor), Suite # 409, 198-202 Nawabpur Road, Dhaka-1100.	Mohammad Shuja Uddin Mohammad Islam Uddin	Advance:243,793 Monthly Rent:35940 Office Size:599	31.07.21	Operating Lease
33	Narayangonj Branch	33/48 A.C. Dhar Road, Kafir Bazar, Narayangonj.	Md.Nurujaman	Advance:50,000 Monthly Rent:19800 Office Size:480	31.01.21	Operating Lease
34	Paltan Branch	Azad Center (8 th floor-A1),55 Purana Paltan, Dhaka.	Dr. Md. Shohrab Hossain	Advance:100,000 Monthly Rent:35910 Office Size:800	31.01.21	Operating Lease
35	Principal Office	Paramount Heights (9 th Floor) ,65/2/1 Box Culvert Road, Puran Paltan, Dhaka-1000.	Mrs. Hasina Begum	Advance:200,000 Monthly Rent:37800 Office Size:900	31.03.21	Operating Lease
36	Pabna Branch	Ataikula Road, Front side of Bulbul College,Salgaria, Pabna.	Md. Abdus Samad Talukder	Advance:18000 Monthly Rent:6000 Office Size:650	31.08.22	Operating Lease
37	Ramna Branch	Mezbauddin Plaza (4 th Floor),91 New Circular Road, Ramna, Dhaka	Md. Gias Uddin Bhuiyan	Advance:500000 Monthly Rent:30000 Office Size:820	28.02.18	Operating Lease
38	Rajuk Avenue Branch	1/B DIT Avenue (11 th Floor),Motijheel C/A, Dhaka-1000	Abul Hossain Zakir Hossain Ahmed Hossain	Advance:250,000 Monthly Rent:11666 Office Size:700	31.12.21	Operating Lease
39	Rangpur Branch	Sarif Mansion (2 nd Floor) Station Road, Rangpur.	Sharif Mahmud	Advance:170,000 Monthly Rent:10,000 Office Size:500	30.06.23	Operating Lease
40	Rajshahi Branch	142/159 Muripatty (1 st Floor) ,Shaheb Bazar, Rajshahi.	Mst. Farida Yesmin	Advance:0.00 Monthly Rent:6600 Office Size:500	31.08.23	Operating Lease
41	Sirajgonj Branch	Mayer Achol (Ground Floor)Thana More, Dargah Road, Sirajgonj	Md. Alamin Sheikh	Advance:36,000 Monthly Rent:6000 Office Size:350	30.12.21	Operating Lease
42	Tanbazar Branch	Sawkat Super Market 15 S.M. Maleh Road (2 nd Floor), Tanbazar, Narayangonj.	Md.Saukat Ali	Advance:0.00 Monthly Rent:17100 Office Size:650	30.11.18	Operating Lease
43	Uttara Branch	House # 07, Road # 02 Woard # 05, Diabari	Haji Md.Abdul Barik	Advance:100,000 Monthly Rent:10000 Office Size:108	31.03.20	Operating Lease
44	VIP Road Branch	50/E Inner Circular Road (1 st Floor),Nayapaltan, Dhaka.	Mrs. Shahanara Begum	Advance:100,000 Monthly Rent:25000 Office Size:850	31.08.22	Operating Lease

(viii) Dates of purchase of plant and machineries along with sellersname, address, years of sale, condition when purchased, countryof origin, useful economic life at purchase and remainingeconomic life, purchase price and written down value

The company has no plant and machineries.

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

The company has no plan to purchase plant and machineries

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

No machineries are yet to be delivered.

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

No such purchase of plant & machinery.

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

The Company has no re-conditioned or second- hand plant & machinery. The Company has no plan to purchase second hand or reconditioned machinery.

(xiii) A physical verification report by the Issue Manager(s) regarding the properties as submitted to the Commission;

VISIT REPORT

Particulars		
Name of Company	Union Insurance Co. Ltd.	
Date of visit	November 25,26,27, 2020	
Registered Office & Head Office	DR Tower, (15 th floor),Union Insurance Co. Ltd., 65/2/2, Box Culvert Road, Purana Paltan, Dhaka-1000	
Visited by the officials of Sonar Bangla Capital Management Ltd	Emam Hossain Managing Director/CEO (In-charge)	Md. Hasan Deputy Manager
Accompanied by the officials of Issuer	Shafquat Moula	Company Secretary (CC)
	Mr. Md. Anisul Islam Khan	Chief Financial Officer
Purpose of Visit	The Company signed an issue management agreement on 5 September, 2020with Sonar Bangla Capital Management Limited for public issue of shares through Initial Public Offering (IPO). In this respect, the management of SBCML visited the head office as a part of due diligence of Issue Manager November 25,26,27, 2020 in order to get clear idea about all properties of the Company before the public issue of shares.	
Issuer properties details		
Properties type	Floor Space (Fully owned) <u>Floor Purchase (On process):</u> Floor Space (Only Advance being made)	<u>Floor Spaces at</u> (a) Paramount Heights (9 th & 10 th floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka-1000 (b) Tower 71, Agrabad, Doublemooring, Chottogram (c) DR. Tower, (15 th floor) 65/2/2 Box Culvert Road, purana paltan, Dhaka-1000
Properties location	Dhaka&Chottogram	<u>Floor spaces are located:</u> Purana Paltan, Dhaka Agrabad, Doublemooring, Chottogram
Other Properties	Different types of: Office Decoration Furniture & fixture Motor Vehicle Electric Equipment Office Equipment Telephone Installation Sundry assets Building Software	
Details of Visit		
Physical Existence of office equipment, furniture & fixtures, electrical equipment and others: We have visited the head office of Union Insurance Co. Ltd. situated at Paramount Heights (9 th & 10 th floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka-1000. The office is well decorated having modern facilities such as lift, reception and adequate space for the employees. During our visit a good number of employees were working there. We have found a signboard of the Company in front of entrance. During the course of the visit, we have found office equipment, furniture & fixtures, electrical equipment and other assets which were found in good condition.		

Description of property:

We have identified that the Head Office of Union Insurance Co. Ltd (UICL) is located at Paramount Heights (9 & 10th floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka and as well as other property. UICL owns the properties as mentioned below:

Properties of Union Insurance Co. Ltd.			
Property Type	Area	Location	Condition
	Sft/Katha		
a) Floor Space	3,272 Sft	Paramount Heights (9 th floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka-1000	Being used as Branch Office.
b) Floor Space	2,694 Sft	Paramount Heights (10 th floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka-1000	Being used as Branch Office.
c) Floor Space	2535 sft	Tower 71, Agrabad, Doublemooring, Chottogram	Payment Due. Registration not yet done
d) Floor Space	12,788± sft	DR. Tower, (15 th floor) 65/2/2 Box Culvert Road, Purana Paltan, Dhaka-1000	Being used as Head Office

Comments: The Issuer Company is in operation and running smoothly.

Sd/- Managing Director/CEO (In-charge) Sonar Bangla Capital Management Limited	Sd/- Company Secretary (CC) Union Insurance Co. Ltd.
Sd/- Deputy Manager Sonar Bangla Capital Management Limited	Sd/- Chief Financial Officer Union Insurance Company Limited

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

The Company has no intellectual property right or intangible asset.

(xv) Full description of other properties of the Issuer.

The description of other properties of the company has been described as follows:

Particulars	Deed Value	Description
Floor Purchase (Not fully owned): i) Tower 71, Agrabad, Doublemooring, Chottogram	40,635,000/- (Payment not yet fully made)	i) Total area of 2535 Sft with cost of total 40,635,000/- which is fully paid & not yet registered and also Includes ownership of two car parking spaces on top basement floor, Utilities and also proportionate land on which the building is located.
ii) DR. Tower, (15 th floor) 65/2/2 Box Culvert Road, Purana Paltan, Dhaka-1000	202,492,800/- (Payment not yet fully made)	iii) Total area of 12,788±Sft with cost of total 202,492,800/- which is not fully paid & not yet registered and also Includes ownership of five car parking spaces on Semi Basement floor, Utilities and also proportionate land on which the building is located.

f) Plan of Operation and Discussion of Financial Condition

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

- Projected financial statements up to the year of commercial operation
- Rationale behind the projection
- Any expected significant changes in the Issuer's policy or business strategies
- Detail plan of capital investment with break-up
- Summary of feasibility report, etc.

Union Insurance Co. Ltd. was incorporated in August 24, 2000 as a Public Limited Company under Registrar of Joint Stock Companies and Firms (RJSC) vide registration number C-41114(473)/2000 under the Companies Act 1994.

The Issuer Company started its commercial operation w.e.f August 24, 2000 after obtaining certificate of registration from Chief Controller of Insurance.

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

The Company's revenues and results from operations, statement of financial position, changes in financial position and statement of cash flows for the last five years are mentioned below:

Union Insurance Co. Ltd.						
Balance Sheet (Statement of Financial Position)						
As at September 30, 2020						
Particulars	Amount in Taka					
	September 30, 2020	December 31, 2019	December 31, 2018	December 31, 2017	December 31, 2016	December 31, 2015
Shareholders' Equity & Liabilities						
Shareholders' Equity						
Authorised Capital						
100,000,000 Ordinary shares of Tk.10 each	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000
Paidup Capital						
29,041,356 Ordinary share of Tk. 10 each fully paid	290,413,560	252,533,530	240,508,120	192,406,500	174,915,000	152,100,000
	174,872,284	198,367,053	159,439,958	178,941,485	143,157,144	73,075,484
Reserve for Exceptional Loss	94,740,480	80,731,216	78,231,216	61,953,128	61,953,128	38,953,591
Profit & Loss Appropriation Account	41,941,017	76,348,499	35,333,922	66,016,334	24,568,435	34,121,893
Revaluation Reserve	38,190,788	41,287,338	45,874,820	50,972,023	56,635,581	-
Total Shareholders' Equity	465,285,844	450,900,583	399,948,078	371,347,985	318,072,144	225,175,484
Liabilities and Provisions						
Balance of Fund and Account	191,635,507	165,042,409	126,486,287	112,692,081	92,053,581	89,864,954
Fire Insurance Revenue Account	56,907,882	44,754,728	58,067,409	48,550,342	56,901,832	34,449,054
Marine Cargo Insurance Revenue Account	76,283,138	84,747,123	36,227,688	56,399,436	8,332,591	34,272,868
Marine Hull Insurance Revenue Account	32,023,001	7,072,830	90,897	3,685	92,389	3,042,774
Motor Insurance Revenue Account	17,852,134	17,173,300	17,431,437	5,396,331	23,138,768	15,830,478
Misc. Insurance Revenue Account	8,569,352	11,294,428	14,668,856	2,342,287	3,588,001	2,269,780
Deposit Premium	1,948,375	2,030,395	1,446,919	1,366,588	2,299,423	2,502,355
Deferred Tax Liability	4,006,619	5,632,607	5,987,835	2,310,500	2,000,000	-
Estimated Liability in respect of outstanding Claim	9,500,000	8,000,000	5,418,400	5,839,000	37,244,148	11,123,555
Amount due to other persons or bodies carrying on insurance businesses	14,644,733	16,197,010	15,540,857	17,796,758	30,492,447	48,868,866
Worker's Profit Participation Fund	17,115,275	14,516,279	8,844,330	6,796,980	2,431,285	-
Provision for current Tax	143,106,027	137,158,835	99,995,383	91,325,822	57,598,262	48,545,795
Bank Loan	5,530,200	39,242,217	45,397,936	51,087,132	45,460,408	43,973,599
Account Payable	12,400,577	6,242,013	1,784,470	1,382,506	7,605,000	-
Total Liabilities and Provisions	208,251,806	229,019,357	184,416,130	177,905,287	185,130,973	155,014,171
Total Shareholders' Equity & Liabilities	865,173,156	844,962,350	710,850,495	661,945,353	595,256,698	470,054,608

Union Insurance Co. Ltd.						
Balance Sheet (Statement of Financial Position)						
As at September 30, 2020						
Particulars	Amount in Taka					
	September 30, 2020	December 31, 2019	December 31, 2018	December 31, 2017	December 31, 2016	December 31, 2015
Property and Assets						
Non-Current assets	181,154,320	189,490,167	193,852,296	198,737,570	216,209,483	173,340,386
Investment	25,000,000	25,000,000	25,000,000	25,000,000	25,000,000	25,000,000
Property, Plant and Equipment	156,154,320	164,490,167	168,852,296	173,737,570	191,209,483	148,340,386
Current assets	626,482,511	584,692,416	444,411,705	382,863,806	287,064,604	278,774,685
Sundry Debtors	218,101,999	163,081,631	149,857,718	94,068,683	74,893,771	70,687,325
Investment in FDR	97,596,538	91,096,538	87,038,171	83,398,171	70,178,171	62,378,171
Interest Receivable	1,353,557	3,176,227	2,010,455	1,946,091	2,227,642	2,227,653
Stock of printing, stationery & stamp	3,046,408	1,736,664	975,760	2,547,523	678,052	600,894
Amount due from other persons or bodies carrying on insurance businesses	306,384,009	325,601,357	204,529,601	200,903,338	139,086,968	142,880,643
Cash and Cash Equivalents	57,536,326	70,779,767	72,586,493	80,343,978	91,982,611	17,939,537
Cash in Hand	22,987,520	53,677,485	47,609,750	13,863,240	6,998,077	5,221,058
Cheque in transit	1,251,110	-	1,699,999	12,545,021	14,585,222	-
Cash at Banks-STD Accounts	32,871,667	16,341,223	22,554,511	17,454,979	14,155,512	-
Cash at Banks on-CD Accounts	426,029	761,060	722,234	36,480,738	16,243,800	12,718,479
Total Assets	865,173,156	844,962,350	710,850,495	661,945,353	595,256,698	470,054,608
Net Asset Value (NAV) Per Share	16.02	17.86	16.63	19.30	18.18	14.80

Union Insurance Co. Ltd.						
Profit and Loss Account (Statement of Profit or Loss and other Comprehensive Income)						
For the Period from January 01, 2020 to September 30, 2020						
Particulars	Amount in Taka		Amount in Taka	Amount in Taka	Amount in Taka	Amount in Taka
	from January 01 to September 30, 2020	from January 1, to December 31, 2019	from January 1, to December 31, 2018	from January 1, to December 31, 2017	from January 1, to December 31, 2016	from January 1, to December 31, 2015
Expenses of management	26,726,132	34,296,289	33,148,127	35,220,580	33,275,539	31,607,455
(Not applicable to any particular fund or account)						
Advertisement & Publicity	779,419	217,152	110,432	54,170	37,663	296,075
Audit fees	237,500	125,000	106,250	75,000	138,250	335,758
Consultancy & Rating Fee	-	100,000	-	-	-	-
Legal & Professional Fee	450,350	64,207	72,966	272,815	134,320	888,550
Financial Expenses	2,233,829	4,470,600	4,254,082	6,391,805	1,360,899	-
AGM Expenses	409,128	1,142,704	445,927	358,536	1,199,428	1,134,308
Director's meeting attendance fees	545,600	866,800	721,250	650,000	995,000	570,000
Donation & Subscription	2,146,123	1,100,000	-	100,000	394,000	1,557,550
Interest on Worker's Profit Participation Fund	1,032,338	751,768	-	-	-	-
Depreciation	17,746,002	23,999,866	24,463,547	25,215,411	27,660,106	23,628,117
Lewy charge	-	100,000	200,000	2,102,843	1,355,873	-
Group Insurance premium	824,975	426,600	351,740	-	-	-
Renewal & Registration	320,868	931,592	905,165	-	-	2,457,097
Profit transferred to profit & loss appropriation account	32,899,799	103,323,812	51,569,911	91,679,597	51,056,989	54,418,743
Total	59,625,931	137,620,101	84,718,038	126,900,177	84,332,528	86,026,198
Profit/(Loss) transferred from:	50,669,939	123,773,567	74,269,912	122,484,965	78,024,437	77,672,581
Fire	(40,721,609)	13,332,100	6,571,429	52,246,089	13,248,486	6,382,102
Marine Cargo	80,058,480	77,287,627	62,407,942	53,782,953	39,097,405	53,534,893
Marine Hull	(9,579,918)	(3,273,424)	(398,834)	(32,889)	(2,275,155)	10,511,908
Motor	10,343,135	15,460,472	3,176,774	12,811,310	25,860,941	10,661,690
Miscellaneous	10,569,851	20,966,792	2,512,601	3,677,502	2,092,760	(3,418,012)
Interest Income	8,955,992	9,599,499	9,827,540	4,415,212	6,308,091	8,353,617
Profit on sale of Fixed Assets	-	4,247,035	574,986	-	-	-
Misc. Income	-	-	45,600	-	-	-
Total	59,625,931	137,620,101	84,718,038	126,900,177	84,332,528	86,026,198

Union Insurance Co. Ltd.						
Profit and Loss Appropriation Account						
For the Period from January 01, 2020 to September 30, 2020						
Particulars	Amount in Taka				from January 1, to December 31, 2016	from January 1, to December 31, 2015
	from January 01 to September 30, 2020	from January 1, to December 31, 2019	from January 1, to December 31, 2018	from January 1, to December 31, 2017		
Opening balance of Appropriation Account	76,348,499	35,333,922	66,016,334	24,568,435	34,121,893	8,212,187
Net Profit for the year brought down	32,899,799	103,323,812	42,994,339	91,679,597	51,056,989	54,418,743
Revaluation Reserve Transfer	3,096,550	4,587,482	5,097,202	5,663,558	6,292,842	-
Total	112,344,848	143,245,216	114,107,875	121,911,590	91,471,724	62,630,930
	70,403,832	66,896,717	78,773,953	55,895,256	66,903,289	28,509,037
Reserve for Exceptional Losses	14,009,264	2,500,000	16,278,088	-	22,999,537	11,004,911
Provision for Companies Income Tax	5,947,191	37,163,452	8,669,561	33,727,561	9,052,467	17,504,126
Worker's Profit Participation Fund	1,566,657	4,920,181	2,047,349	4,365,695	2,431,285	-
Provision for deferred tax	(1,625,988)	(355,228)	3,677,335	310,500	2,000,000	-
Dividend paid from last year profit	50,506,707	22,668,311	48,101,620	17,491,500	30,420,000	-
Balance transferred to balance sheet	41,941,017	76,348,499	35,333,922	66,016,334	24,568,435	34,121,893
Total	112,344,848	143,245,216	114,107,875	121,911,590	91,471,724	62,630,930

Union Insurance Co. Ltd.							
Consolidated Revenue Account							
Particulars	Notes	Amount in Taka	Amount in Taka	Amount in Taka	Amount in Taka	Amount in Taka	Amount in Taka
		from January 01 to September 30, 2020	2019	2018	2017	2016	2015
Claims under policies less re-insurances		88,346,792	88,156,617	78,336,668	67,285,588	74,199,568	7,480,245
Claims paid during the year		86,846,792	85,575,017	78,757,268	98,690,736	48,078,975	23,585,248
Claims outstanding at the end of the year		9,500,000	8,000,000	5,418,400	5,839,000	37,244,148	11,123,555
Claims outstanding at the end of the previous year		(8,000,000)	(5,418,400)	(5,839,000)	(37,244,148)	(11,123,555)	(27,228,558)
Agent Commission	25.00	66,616,312	59,056,343	49,651,892	42,989,575	41,173,474	40,222,440
Management Expenses	26.00	164,265,753	108,027,536	110,493,366	49,203,901	54,759,106	119,338,867
Balance of account at the end of the year		191,635,507	165,042,409	126,486,287	112,692,081	92,053,581	89,864,954
As shown in the Statement of financial position being reserve for unexpired risks @ 40% of premium income of the year (Fire, Marine Cargo, Motor & Misc)		191,635,507	165,042,409	126,486,287	112,692,081	92,053,581	89,864,954
Profit transferred to Profit and Loss Account		50,669,939	123,773,567	74,269,912	122,484,965	78,024,437	77,672,581
Total		561,534,303	544,056,472	439,238,125	394,656,110	340,210,166	334,579,088
Balance of Account at the beginning of the year		123,781,808	126,486,287	112,692,081	92,053,581	89,864,954	94,307,708
Premium less reinsurances		431,054,267	401,996,778	316,079,373	281,724,674	229,995,368	220,098,225
Premium underwritten		431,054,267	401,996,778	316,079,373	281,724,674	229,995,368	220,098,225
Commission on reinsurances:		6,698,228	15,573,407	10,466,671	20,877,855	20,349,844	20,173,155
Commission earned on re-insurance ceded		6,698,228	15,573,407	10,466,671	20,877,855	20,349,844	20,173,155
Total		561,534,303	544,056,472	439,238,125	394,656,110	340,210,166	334,579,088

Union Insurance Co. Ltd						
Statement of Cash Flows						
For the Period 1st January, 2020 to September 30, 2020						
Particulars	Amount in Taka					
	from January 01 to September 30, 2020	from January 1, to December 31, 2019	January 1, to December 31, 2018	from January 1, to December 31, 2017	from January 1, to December 31, 2016	from January 1, to December 31, 2015
Cash Flow from Operating Activities						
Collection from premium	444,026,725	394,292,430	331,092,948	285,664,323	274,286,891	309,587,505
Management Expenses, Re-Insurance ,Claim & Agency Commission	(355,723,068)	(364,209,114)	(264,362,562)	(252,530,404)	(191,062,354)	(287,757,297)
Account Payable (VAT)	1,184,492	3,843,047	-	-	-	-
Advance Expenses	(121,659)	(200,000)	4,022,216	10,960,299	2,879,971	(30,155,411)
Stock of printing, stationery & stamp	(1,309,744)	(760,904)	1,571,763	(1,869,471)	(77,158)	(558,473)
Income Tax paid including TDS	(8,355,485)	(265,571)	(16,030,000)	(31,374,152)	(4,378,406)	(550,000)
Net Cash Flow from Operating Activities	79,701,261	32,699,888	56,294,365	10,850,595	81,648,943	(9,433,676)
Cash Flow from Investing Activities						
Acquisition of Fixed Assets	(9,410,155)	(20,247,451)	(21,615,057)	(7,743,497)	(7,600,769)	(31,419,863)
Sale of Fixed Assets	-	4,856,750	4,951,538	-	-	-
Advance against Office Premises	(29,685,000)	-	(52,129,000)	-	-	-
Advance against Decoration	(16,000,000)	-	-	-	-	-
Interest Income including TDS	10,778,662	8,433,727	9,763,176	4,696,763	6,308,091	8,353,628
Investment in FDR	(6,500,000)	(4,058,367)	(3,640,000)	(13,220,000)	(7,800,000)	(5,111,900)
Net Cash Used in Investing Activities	(50,816,493)	(11,015,341)	(62,669,343)	(16,266,734)	(9,092,678)	(28,178,135)
Cash Flow from Financing Activities						
Dividend Paid	(8,416,192)	(10,642,901)	(1,382,506)	(6,222,494)	-	-
Loan	(33,712,017)	(6,155,719)	(5,689,196)	5,626,724	1,486,809	43,973,599
Net Cash Used in Financing Activities	(42,128,209)	(10,642,901)	(1,382,506)	(6,222,494)	1,486,809	43,973,599
Increase in Cash and Cash Equivalents (A+B+C)	(13,243,441)	11,041,646	(7,757,484)	(11,638,633)	74,043,074	6,361,788
Add: Cash and Cash Equivalents at the beginning	70,779,767	72,586,493	80,343,978	91,982,611	17,939,537	11,577,749
Cash and Cash Equivalents at the end of the year	57,536,326	70,779,767	72,586,493	80,343,978	91,982,611	17,939,537
Net Operating Cash Flows per share (NOCFPS)	2.74	1.29	2.34	0.56	4.67	(0.62)

Statement of Changes in Shareholders' Equity

For the year ended December 31, 2019, 2018, 2017, 2016, 2015 & 30 september 2020

Particulars	Share Capital	Reserve & Surplus	Total
Balance as on December 31, 2015	152,100,000	73,075,484	225,175,484
Balance as on December 31, 2016	174,915,000	143,157,144	318,072,144
Balance as on December 31, 2017	192,406,500	178,941,485	371,347,985
Balance as on December 31, 2018	240,508,120	159,439,958	399,948,078
Balance as on December 31, 2019	252,533,530	198,367,053	450,900,583
Balance as on September 30, 2020	290,413,560	174,872,284	465,285,844

(a) Internal and external sources of cash

Particulars	30-Sep-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
	Taka	Taka	Taka	Taka	Taka	Taka
Internal source of Cash						
Share capital	290,413,560	252,533,530	240,508,120	192,406,500	174,915,000	152,100,000
Reserve for Exceptional Losses	94,740,480	80,731,216	78,231,216	61,953,128	61,953,128	38,953,591
Profit & Loss Appropriation Account*	41,941,017	76,348,499	35,333,922	66,016,334	24,568,435	34,121,893
Sub Total A	427,095,056	409,613,245	354,073,258	320,375,962	261,436,563	225,175,484
External Source of Cash						
Bank Loan	5,530,200	39,242,217	45,397,936	51,087,132	45,460,408	43,973,599
Current portion of Long term Loan	-	-	-	-	-	-
Finance lease	-	-	-	-	-	-
Current portion of Finance lease	-	-	-	-	-	-
Short term loan	-	-	-	-	-	-
Sub Total B	5,530,200	39,242,217	45,397,936	51,087,132	45,460,408	43,973,599
Grand Total (A+B)	432,625,256	448,855,462	399,471,194	371,463,094	306,896,971	269,149,083

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

The company has not entered into any material commitment for capital expenditure.

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

Particulars	30-Sep-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
	Taka	Taka	Taka	Taka	Taka	Taka
Revenue (Net Premium)	431,054,267	401,996,778	316,079,373	281,724,674	229,995,368	220,098,225
Year to year changes in revenue (%)	7.23%	27.18%	12.19%	22.49%	4.50%	1.48%
Cost of goods sold (COGS)	N/A	N/A	N/A	N/A	N/A	N/A
Year to year changes in COGS (%)	N/A	N/A	N/A	N/A	N/A	N/A
Gross profit	50,669,939	123,773,567	74,269,912	122,484,965	78,024,437	77,672,581
Year to year changes in Gross Profit (%)	-59.06%	66.65%	-39.36%	56.98%	0.45%	171.91%
Operating expenses	26,726,132	34,296,289	33,148,127	35,220,580	33,275,539	31,607,455
Year to year changes in Operating expenses (%)	-22.07%	3.46%	-5.88%	5.85%	5.28%	31.03%
Financial expenses	2,233,829	4,470,600	4,254,082	6,391,805	1,360,899	-
Year to year changes in Financial expenses (%)	-50.03%	5.09%	-33.44%	369.68%	0.00%	0
Net Profit After Tax	27,011,939	61,595,406	28,600,094	53,275,841	37,573,237	36,914,617
Year to year changes in Net Profit after tax (%)	-56.15%	115.37%	-46.32%	41.79%	1.78%	180.55%

Causes for changes in year-to-year revenue (%)

Due to changes in marketing policies and rating policy by IDRA, decrease in volume of business, premium collection was decreased which consequently decreased the volume of revenue during the year to year.

Causes for changes in COGS to revenue (%)

Not applicable

Causes for changes in GP to revenue (%)

Due to increase in management expenses and also due to effect of inflation, GP to revenue (%) varied from year to year.

Causes for changes in operating expenses to revenue (%)

Due to decrease business volume and fixed cost is constant. As a result, operating expense was also increased from year to year.

Causes for changes in financial expenses to revenue (%)

The Issuer Company paid loan liabilities and as such there is decrease in financial expenses.

Causes for changes in net profit after tax to revenue (%)

Due to change in premium collection, investment income and varied management expenses, net profit after tax to revenue (%) was also varied from year to year.

(d) Any seasonal aspects of the Issuer's business

There is no significant seasonal aspect on the company's business.

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

There are no known trends, events or uncertainties that may affect the future businesses of the Company except followings:

- 1 Policy changes
- 2 Changes in Government Policy
- 3 Political Unrest
- 4 Natural Calamities

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

No assets of the Company have been used to payoff any liabilities of the Company.

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

No loan was taken from or given to any related party or connected person of the Company.

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

The Company has no plan to enter into any future contractual liability within next one year except normal course of business.

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

The Company does not have any plan for future capital expenditure. Union Insurance Co. Ltd. (UICL) being an insurance service provider company does not need any processing machinery/equipment to carry on with its business.

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

VAT: The company had VAT outstanding amounting to Tk. 70,32,548.00 that has been subsequently paid vide Bangladesh Bank Challan in January-2021.

The Commissioner of Customs Excise & VAT Commissionerate, Dhaka (South), Dhaka vide their letter No. ৪/মুসক/৮(২৮৯)/কর ফাকি/বিচার/২০১৭/১৫৬২, তারিখ: ১২/১১/২০১৭ইং demanded an amount of VAT Tk.2,74,14,775.16 and Interest amount Taka 2,28,80,512.60 for the year 2013, 2014 and 2015. The Company has submitted necessary papers and documents vide letter NO. সিআইসিএল/সিও/হিসাব/৫৫সি/০২/২০১৮ তারিখ: ১৯/০৮/২০১৮ against such unacceptable demand of the Commissioner of Customs, Excise & VAT Commissionerate, Dhaka (South), Dhaka. Subsequently management of

UICL also appealed to the Appealed Tribunal of Customs, Excise & VAT at 19/08/2018 and the Authority has not given any decision till date.

Customs duty: Customs duty is not applicable for the company.

Income Tax: Income Tax assessment of Union Insurance Co. Ltd for the financial year ended 31 December 2020. Year wise income tax status of the company from the financial years from 2007 to 2020 is as under:

Accounting Year	Assessment Year	Status
2007	2008-2009	The Tax Authority assessed Tk. -140,259 refund as per demand notice U/S 135. 1 st appeal and 2 nd appeal completed. Further Appeal has been filed dated 22.08.2010 to the Honorable High Court Division and the decision is pending before High Court Division.
2008	2009-2010	The Tax Authority assessed tax Tk. 1,32,25,979 with simple interest tk. 17,07,327 as per demand notice U/S 135. 1 st appeal completed at 22.02.2018. Further Appeal has been filed to the Honorable appellate Tribunal and the decision is pending.
2009	2010-2011	The Tax Authority assessed tax Tk. 1,41,94,745 with simple interest tk. 18,34,524 as per demand notice U/S 135. 1 st appeal completed at 01.08.2017. Further Appeal has been filed to the Honorable appellate Tribunal dated 17.08.2017 and appeal has been rejected. Further appeal to the Honorable High Court Division is processing
2010	2011-2012	The Tax Authority assessed tax Tk. 2,48,51,443 with simple interest tk. 32,09,243 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2011	2012-2013	The Tax Authority assessed tax Tk. 4,38,96,809 with simple interest tk. 57,06,316 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2012	2013-2014	The Tax Authority assessed tax Tk. 6,07,96,638 with simple interest tk. 61,02,587 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2013	2014-2015	The Tax Authority assessed tax Tk. 7,21,46,875 with simple interest tk. 94,05,340 as per demand notice U/S 135. 1 st appeal completed at 31.07.2017 and the file appeal to tribunal 19.11.2017 the decision is pending.
2014	2015-2016	The Tax Authority assessed tax Tk. 7,07,03,521 with simple interest tk. 82,14,247 as per demand notice U/S 135. 1 st appeal completed at 31.07.2017 and the file appeal to tribunal 18.11.2017 the decision is pending.
2015	2016-2017	The Tax Authority assessed tax Tk. 4,25,91,985 with simple interest tk. 44,80,434 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2016	2017-2018	The Tax Authority assessed tax Tk. 1,30,02,060 with simple interest tk. 9,66,935 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2017	2018-2019	The Tax Authority assessed tax Tk. 41,647,730 with simple interest tk. 3,680,910 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2018	2019-2020	Submit the return and till now pending for assessed by DCT
2019	2020-2021	Submit the return and till now pending for assessed by DCT
2020	2021-2022	Return not submitted yet.

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

The Financial Commitment (Long Term)

Bank/FI	Purpose of Loan	Total Amount (Sanction)	Sanction Date	Date of Expiry	Rate of Interest (%)	Monthly Installment	Outstanding balance as on 31 December 2020
No such financial or lease commitment as at 31-12-2020							

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

There is no provision in future year for personnel related schemes

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

Detail of estimated public issue expenses are shown below:

Particulars	Nature of expenses	Amount in BDT
Manager to the issue fees:		
Manager to the issue fee	Maximum 1% (One Percent) of the public offer amount.	1,936,090
VAT against manager to the issue fee	@ 15% of the issue management fee	290,414
BSEC fees:		
Application fee	Fixed	50,000
Consent fee	@ 0.40% on the public offer amount	774,436
Fees related to listing with the stock exchanges:		
Prospectus submission fees to DSE & CSE	Fixed	100,000
Annual fee to DSE & CSE	0.05% Up to Tk. 100 crore and 0.02% up above Tk. 100 crore paid up capital	242,011
Listing fee to DSE & CSE	@ 0.25% on 10 crore and 0.15% on the rest amount of paid-up capital: (minimum Tk. 50 thousand, maximum Tk.1 crore for each exchange)	826,034
CDBL fees and expenses:		
Security fee	At actual	500,000
Documentation fee	At actual	2,500
IPO fee.	@ 0.015% of issue price + 0.015% of pre-IPO paid-up capital	72,604
Annual fee	At actual	100,000
Connection fee	At actual	6,000
Commissions & expenses:		
Underwriting commission	1% on underwriting amount	677,632
Auditor certification fee	At actual	300,000
Expenses related to printing, publication and others:		
Abridged version of prospectus and notice in 4 daily newspapers	(Estimated: to be paid at actual)	1,600,000
Printing of prospectus	(Estimated: to be paid at actual)	800,000
Notice for prospectus, lottery, refund etc. in 4 daily newspapers	(Estimated: to be paid at actual)	250,000
Currier expenses	(Estimated: to be paid at actual)	300,000
Lottery related expenses including BUET fee	(Estimated: to be paid at actual)	1,000,000
Data processing & software	(Estimated: to be paid at actual)	1,500,000
Administrative & stationary expense	(Estimated: to be paid at actual)	300,000
Total		11,627,721

Note: Actual costs may vary if above mentioned estimates differ total expenditures will be adjusted accordingly.

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

Particulars	Revaluation
Name of the Valuer Company	The Engineers Inspection
Name of the Valuer	Eng. Masiur Rahman Pathan
Qualification of Valuer Company	Licensed certified surveyor, IDRA
Qualification of Valuer	B.Sc Engg (MECH). E.S.O.P (Japan) F.I.E.B
Address of the Valuer	Alam Tower (4 th floor), Suit # 504-6, 12 DIT North Extension Avenue, Motijheel C/A, Dhaka-1000
Cut-off Date of Revaluation	31 st December, 2016

Particulars	Revaluation	
Basis of valuation	The basis of value is market value, location, Commercial Importance, Demand of the Assets, Size of the Land.	
Value of Fixed Assets before revaluation	91,939,700.00 (Carrying amount)	
Value of Fixed Assets after revaluation	15,48,68,125.00	
Revaluation Surplus	62928425	
Value of Current Assets	N/A	
before-after revaluation (same)		
Value of Liabilities before-After revaluation (Same)	N/A	
Reason for revaluation	The price of land & building has been substantially changed since its acquisition and revaluation was done due to inflationary trend and change of value of other materials. In these circumstances, the management has decided to revalue its commercial space, building & construction to ascertain the fair market value of the assets.	
Nature of Revalued Assets	Commercial Space, Building & Construction	
Methods Used	Current Market Value	
Experience and Notable Valuation work was done by the valuer	Client Name	Particulars
	Sarah's Creation	Land, Building, & Machinery
	M/S. Desh Agro Industries	Land, Bulding, & Machinery
	Doctor Feeds Ltd.	Land, Building & Flat

Shahaba Trade International Ltd.	Land & Commercial Space
M/s. Dhaka Thai Limited.	Factory shed
Deshbandhu Polymer Ltd. & Deshbandhu Packaging Ltd.	Land & Building
M/s. S.K Metal Industries	Land & Building
A.R. Trade International	Land & Building
Meghna Trading	Land
Interstoff Apparels Ltd.	Land
Konika Trading	Land
Versatile Fashions (Pvt.) Ltd.	Land & Building
S.S.A Enterprise	Land & Building
Fariha Green Mood Leathers	Land & Building
Mehnaz Styles & Craft Ltd.	Land & Building
Jadid Corporation	Land & Building
ZRB Distribution	Land
B-Trac Engineering Ltd.	Land
Asgar Engineering Works	Land & Building
Shikor Mini Mall	Land & Building
M/s. Three A Board & Paper House	Land
Falcon Energy Saving Light Industry	Land & Building
Atlanta Steel & Technologies Ltd.	Land & Building
Bangla Trac Ltd.	Factory shed
Harun Auto Mobiles	Land
Tangail Flour & Dal Mill	Land & Building
Bright Renewables Ltd.	Land & Building
Mascot Knits Ltd.	Land & Building
Reya Builders Ltd.	Land & Building
M/s. Sumon Enterprise	Land & Building & Flat
Shamser Knit Fashions Ltd.	Factory shed

Summary of revaluation report made at cut -off date as on 31st December, 2016.

A brief table is given below to show the result of the valuation report as per IVS & BSEC Guideline as on 31st December, 2016.

No.	Particulars	Book value as on 1 st January, 2016	Carrying Amount 31st December, 2016	Revaluation/ Fair Value as on 31st December, 2016	Revaluation Surplus at 31 st December, 2016
1	Commercial Space, Building & Construction	126,388,201	91,939,700	154,868,125	62,928,425
Total		126,388,201	91,939,700	154,868,125	62,928,425

Auditor Certificate Regarding Valuation of

Union Insurance Company Limited

We have examined the relevant documents and reviewed the valuation Report dated 31st December, 2016 of the Independent Valuer The Engineers Inspection, Surveyors, Dhaka, Bangladesh in respect of revaluation of assets of the company as at 31st December, 2016 under Estimated Net Realizable Value method (the market approach). We opine that, the valuation Report has been prepared by the valuer in accordance with International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS), Bangladesh Securities & Exchange Commission (BSEC) Guideline dated 18.08.2013 and other applicable laws, rules, regulations and guidelines.

Summary of Revaluation Surplus of Commercial Space, Building & Construction:

No.	Particulars	Book value as on 1 st January, 2016	Carrying Amount 31st December, 2016	Revaluation/ Fair Value as on 31st December, 2016	Revaluation Surplus at 31 st December, 2016
1	Commercial Space, Building & Construction	126,388,201	91,939,700	154,868,125	62,928,425
Total		126,388,201	91,939,700	154,868,125	62,928,425

Sd/-

Date: 29th December, 2020

Place: Dhaka

A. Matin & Co.

Chartered Accountant

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

The Company has no holding/subsidiary Company. As such no transaction was incurred in this regard.

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

(1) Date of Incorporation;

(2) Nature of Business;

(3) Equity Capital;

(4) Reserves;

(5) Sales;

(6) Profit after tax;

(7) Earnings per share and Diluted Earnings per Share;

(8) Net Asset Value;

(9) The highest and lowest market price of shares during the preceding six months with disclosures for changes in capital structure during the period, if any securities of the group are listed with any exchange;

(10) Information regarding significant adverse factors relating to the group;

(11) Any of the group companies has become sick or is under winding up;

(12) The related business transactions within the group and their significance on the financial performance of the Issuer;

(13) Sales or purchase between group companies or subsidiaries or associate companies when such sales or purchases exceed in value in the aggregate ten percent of the total sales or purchases of the Issuer and also material items of income or expenditure arising out of such transactions

Union Insurance Co. Ltd. is a single entity and it has no sister concerns nor it belongs to any Group.

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

Declaration by the Board of Directors

All requirements of the relevant laws and regulatory requirements of its primary regulator have been adhered to by the Issuer except Management Expenses under section 40C of the Insurance Act 1938 & under rule 40 of the Insurance Rule 1958.

Declared by the Board of Directors of Crystal Insurance Company Limited:

Sd/- (Mr. Mozaffar Hossain Paltu) Chairman	Sd/- (Mohammed Hasmat Ali) Director	Sd/- (Md. Azizur Rahman) Director
Sd/- (Mr. Junayad Khan Asfar) Director	Sd/- (Md. Shahjahan) Director	Sd/- (Prof. M.M. Kamaluddin Chowdhury) Director
Sd/- (Md. Belayet Hossain) Director	Sd/- (Barrister Mashfiqur Rahman) Director	Sd/- (Mr. Mohammad Mubashair Rahman) Director
Sd/- (Mrs. Bibi Wazeda) Director	Sd/- (Mr. Jahangir Alam) Director	Sd/- (Ms. Nasrin Sultana) Director
Sd/- Mr. Anjon Mozumder Director	Sd/- (Alhaj Nur Uddin Ahmed) Director	Sd/- (Mohammad Faiz) Independent Director
Sd/- (Mr. Sayed Alamgir Farrouk Chowdhury) Independent Director	Sd/- (Mr. M.U.A. Quader) Independent Director	Sd/- (Mr. Talukder Md. Zakaria Hossain) Managing Director & CEO

Date: 16th May, 2021

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

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

This is to certify that the paid-up capital of Union Insurance Co. Ltd. as on 30 September 2020 was Tk. 290,413,560 divided into 29,041,356 Ordinary Shares of BDT 10.00 each. Details are as follows:

Particulars of Allotments:

The capital structure of Union Insurance Co. Ltd. as on 30 September, 2020 is as follows:

Particulars	Number of shares	Face value (BDT)	Amount in BDT
Authorized capital	100,000,000	10.00	1,000,000,000

Issued, subscribed and paid-up capital:

Allotments	Date of Allotment	No. of Shares			Face Value of Share (Tk.)	Paid-up Capital
		Consideration in Cash	Consideration other than in cash	Bonus Shares		
First (As per Memorandum & Articles of Association at the time on Incorporation)	21.08.2000	6,000,000	-	-	10	60,000,000
Second	31.12.2011	-	-	1,200,000	10	1,200,000
Third	29.12.2012	-	-	1,800,000	10	1,800,000
Forth	25.12.2013	-	-	2,700,000	10	2,700,000
Fifth	06.12.2014	-	-	3,510,000	10	3,510,000
Sixth	29.12.2016	-	-	2,281,500	10	2,281,500
Seventh	14.12.2017	-	-	1,749,150	10	1,749,150
Eighth	19.08.2018	-	-	4,810,162	10	4,810,162
Ninth	24.11.2019	-	-	1,202,541	10	1,202,541
Tenth	24.08.2020	-	-	3,788,003	10	3,788,003
Total						29,041,356

The face value of shares was denominated from Tk. 100 per share to Tk. 10 per share vide special resolution passed on 27 December 2011 in the 2nd Extraordinary General Meeting by the shareholders of the Company and subsequently which was passed by RJSC on 4 June 2012.

Sd/-

Date: November 22, 2020

FAMES & R

Chartered Accountants

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

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

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

Business Strategies

Business strategies of UICL are as follows:

- (1) To improve and consolidate its position in the insurance industry with a continuous growth philosophy.
- (2) To enhance value creation through delivering insurance product to wide range of clients.
- (3) Develop and improve direct distribution capabilities and integrated multi-channel strategies.
- (4) Explore new capabilities that online strategies enable.
- (5) Guide customer-driven innovations and product speed-to-market
- (6) Define growth strategies to capture market share.
- (7) Design operating models to reduce complexity and improve effectiveness.
- (8) Create operational and technology strategies to improve market responsiveness.

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

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

Particulars	30-Sep-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
	Taka	Taka	Taka	Taka	Taka	Taka
Net Premium	431,054,267	401,996,778	316,079,373	281,724,674	229,995,368	220,098,225
Gross profit	50,669,939	123,773,567	74,269,912	122,484,965	78,024,437	77,672,581
Net profit before tax	32,899,799	103,323,812	42,994,339	91,679,597	51,056,989	54,418,743
Net Profit After Tax	27,011,939	61,595,406	28,600,094	53,275,841	37,573,237	36,914,617
Current assets	684,018,836	655,472,183	516,998,198	463,207,783	379,047,215	296,714,222
Current liabilities	208,251,806	229,019,357	184,416,130	177,905,287	185,130,973	155,014,171
Total assets	865,173,156	844,962,350	710,850,495	661,945,353	595,256,698	470,054,608
Shareholders' equity	465,285,844	450,900,583	399,948,078	371,347,985	318,072,144	225,175,484
No. of shares	29,041,356	25,253,353	24,050,812	19,240,650	17,491,500	15,210,000
Face value	10	10	10	10	10	10
NAV per share with revaluation	16.02	17.86	16.63	19.30	18.18	14.80
NAV per share without revaluation	14.71	16.22	14.72	16.65	14.95	14.80
Earnings Per Share (EPS)	0.93	2.44	1.19	2.77	2.15	2.43
**EPS (Adjusted)	0.93	2.12	0.98	1.83	1.29	1.27

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

Particulars		30-Sep-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
		Taka	Taka	Taka	Taka	Taka	Taka
Revenue	Fire Insurance Business	(40,721,609)	13,332,100	6,571,429	52,246,089	13,248,486	6,382,102
	Marine Cargo Business	80,058,480	77,287,627	62,407,942	53,782,953	39,097,405	53,534,893
	Marine Hull Business	(9,579,918)	(3,273,424)	(398,834)	(32,889)	(2,275,155)	10,511,908
	Motor Insurance Business	10,343,135	15,460,472	3,176,774	12,811,310	25,860,941	10,661,690
	Misc. Insurance Business	10,569,851	20,966,792	2,512,601	3,677,502	2,092,760	(3,418,012)
	Other income	8,955,992	13,846,534	10,448,126	4,415,212	6,308,091	8,353,617

Summary of major items of expenditure:

Sl	Particulars	30-Sep-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
		Taka	Taka	Taka	Taka	Taka	Taka
1	Operating expense	26,726,132	34,296,289	33,148,127	35,220,580	33,275,539	31,607,455
2	Financial expenses	2,233,829	4,470,600	4,254,082	6,391,805	1,360,899	-

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

Year	Revenue of the year(Taka)	Product	Income from the Product(Taka)	Percentage Contribution
2020	50,669,939	Fire insurance revenue account	(40,721,609)	-80.37%
		Marine cargo revenue account	80,058,480	158.00%
		Marine Hull revenue account	(9,579,918)	-18.91%
		Motor insurance revenue account	10,343,135	20.41%
		Miscellaneous insurance revenue account	10,569,851	20.86%
2019	123,773,567	Fire insurance revenue account	13,332,100	10.77%
		Marine cargo revenue account	77,287,627	62.44%
		Marine Hull revenue account	(3,273,424)	-2.64%
		Motor insurance revenue account	15,460,472	12.49%
		Miscellaneous insurance revenue account	20,966,792	16.94%
2018	74,269,912	Fire insurance revenue account	6,571,429	8.85%
		Marine cargo revenue account	62,407,942	84.03%
		Marine Hull revenue account	(398,834)	-0.54%
		Motor insurance revenue account	3,176,774	4.28%
		Miscellaneous insurance revenue account	2,512,601	3.38%
2017	122,484,965	Fire insurance revenue account	52,246,089	42.66%
		Marine cargo revenue account	53,782,953	43.91%
		Marine Hull revenue account	(32,889)	-0.03%
		Motor insurance revenue account	12,811,310	10.46%
		Miscellaneous insurance revenue account	3,677,502	3.00%
2016	78,024,437	Fire insurance revenue account	13,248,486	16.98%
		Marine cargo revenue account	39,097,405	50.11%
		Marine Hull revenue account	(2,275,155)	-2.92%
		Motor insurance revenue account	25,860,941	33.14%
		Miscellaneous insurance revenue account	2,092,760	2.68%
2015	77,672,581	Fire insurance revenue account	6,382,102	8.22%
		Marine cargo revenue account	53,534,893	68.92%
		Marine Hull revenue account	10,511,908	13.53%
		Motor insurance revenue account	10,661,690	13.73%
		Miscellaneous insurance revenue account	(3,418,012)	-4.40%

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

Particulars	30-Sep-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
	Taka	Taka	Taka	Taka	Taka	Taka
Revenue including other income	59,625,931	137,620,101	84,718,038	126,900,177	84,332,528	86,026,198
Interest Income	8,955,992	9,599,499	9,827,540	4,415,212	6,308,091	8,353,617
Gain from sale of Assets	-	4,247,035	574,986	-	-	-
Miscellaneous Income	-	-	45,600	-	-	-
Total Other Income	8,955,992	13,846,534	10,448,126	4,415,212	6,308,091	8,353,617
Other Income as % of Total Revenue	15.02%	10.06%	12.33%	3.48%	7.48%	9.71%

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

The Company's income is not dependent upon a single customer or a few major customers or foreign customer.

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

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

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

Particulars	30-Sep-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
	Taka	Taka	Taka	Taka	Taka	Taka
Revenue (Net Premium)	431,054,267	401,996,778	316,079,373	281,724,674	229,995,368	220,098,225
Year to year changes in revenue (%)	7.23%	27.18%	12.19%	22.49%	4.50%	1.48%
Cost of goods sold (COGS)	N/A	N/A	N/A	N/A	N/A	N/A
Year to year changes in COGS (%)	N/A	N/A	N/A	N/A	N/A	N/A
Gross profit	50,669,939	123,773,567	74,269,912	122,484,965	78,024,437	77,672,581
Year to year changes in Gross Profit (%)	-59.06%	66.65%	-39.36%	56.98%	0.45%	171.91%
Operating expenses	26,726,132	34,296,289	33,148,127	35,220,580	33,275,539	31,607,455
Year to year changes in Operating expenses (%)	-22.07%	3.46%	-5.88%	5.85%	5.28%	31.03%
Other Income	8,955,992	13,846,534	10,448,126	4,415,212	6,308,091	8,353,617
Year to year changes in other income (%)	-35.32%	32.53%	136.64%	-30.01%	-24.49%	-5.41%
Financial expenses	2,233,829	4,470,600	4,254,082	6,391,805	1,360,899	-
Year to year changes in Financial expenses (%)	-50.03%	5.09%	-33.44%	369.68%	0.00%	0
Depreciation	17,746,002	23,999,866	24,463,547	25,215,411	27,660,106	23,628,117
Year to year changes in depreciation (%)	-26.06%	-1.90%	-2.98%	-8.84%	17.06%	10.71%
Net Profit before tax	32,899,799	103,323,812	42,994,339	91,679,597	51,056,989	54,418,743
Year to year changes in Net Profit before tax (%)	-68.16%	140.32%	-53.10%	79.56%	-6.18%	309.94%
Net Profit After Tax	27,011,939	61,595,406	28,600,094	53,275,841	37,573,237	36,914,617
Year to year changes in Net Profit after tax (%)	-56.15%	115.37%	-46.32%	41.79%	1.78%	180.55%
EPS (Basic)	0.93	2.44	1.19	2.77	2.15	2.43
Year to year changes in Basic EPS (%)	-61.87%	105.11%	-57.05%	28.90%	-11.49%	178.97%
**EPS (Adjusted)	0.93	2.12	0.98	1.83	1.29	1.27
Year to year changes in Basic EPS (%)	-56.15%	115.37%	-46.32%	41.79%	1.78%	180.55%

Causes for changes in year to year changes in revenue (%)

Union Insurance Co. Ltd. maintains consistent business strategy to achieve a continuous growth. Besides these policies, changes in rating policies by IDRA, volume of premium collection gradually decrease.

Causes for changes in GP to revenue (%)

Changes in GP occurred due to changes in Premium collection & controlling of management costs.

Causes for changes in operating expenses to revenue (%)

With increase in premium collection agency commission also increased which caused operating expenses change.

Causes for changes in financial expenses to revenue (%)

The Issuer Company paid loan liability, there lies reduction in financial expenses.

Causes for changes in net profit after tax to revenue (%)

Due to change in premium collection, investment income and varied management expenses, net profit after tax to revenue (%) was also varied from year to year.

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

There have been no transactions or events in the past which was considered unusual or infrequent.

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

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

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

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

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

Any event such as increase in salaries & remuneration will not affect the operational result of the company, as with the passages of time, volume of net revenue is expected to increase in normal course of operation and also with introduction of new services.

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

Increases in revenues are by and large linked to increases in volume of business activity carried out as a normal course of business. There are no such material increases in net premium or revenue which are due to increased revenue volume, introduction of new products/services or increased service charges.

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

Considering the business nature of UICL, the Company is performing its business in insurance industry (non-life sector). The turnover is considered here as premium income as nature of turnover in insurance industry is different compared to other industry's turnover. According to Bangladesh Insurance Association, the total premium income (total turnover) of non-life private & public-sector insurance companies are as below:

Taka in Million	
Year	Total Premium Income
2019	29.61
2018	27.63
2017	24.10
2016	22.67

Source: www.bia-bd.com and listed insurance company annual report

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

There are no publicly announced new products or business segment of the Company.

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

The business of the company is not dependent on any seasonal aspects.

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

There is no history of defaults or rescheduling of borrowings with financial institutions/banks, conversion of loans into equity, lock out, strikes etc. in case of Union Insurance Co. Ltd.

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

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

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

The Company has no injunction or restraining order from any authority.

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

Technology:

The Company has maintained up to date technology at their head office and branch offices. All the computers are connected through LAN. There is available broadband internet connection as well as Wi-Fi connectivity with every PC. The Issuer is using appropriate operating software in their official works. The office premises are under continuous monitoring by use of closed circuit TV (CCTV) for security purpose. There are sufficient number of intercom, fax, photocopy machine, etc. to support the management for their official work.

Market:

Insurance sector of Bangladesh is not properly developed and it is fragmented also. Cost of service and competition in distribution is also high. Despite the challenges, this sector has potentiality due to rate of penetration by mass people being high. Contribution GDP by premium income is also very low and it is only 0.9%. There are 78 insurance companies are operation in this sector. Though the competition is high, but demand for insurance service is rising day by day as business scopes are increasing to minimize risk. Bangladesh is a developing country where GDP growth rate is approximately 6.5% to 7.0%. The insurance sector has huge potentiality to be developed in the country due to our economic development. The market size for insurance service has been increasing over the past one decade due to business opportunity and scope is also expanding in our country. Bangladesh has a large market for the insurance business. As industry grows, the demand for skilled professionals will rise. The rise of the industry shall also create positive impact for creating employment opportunity.

Managerial competence:

The existing management is competent enough to run the business operation. The management team has proven track record to run large organization and vast experience to minimize the operational risk. The management also appointed such personnel who are capable enough to operate the business effectively and efficiently. Even though any experienced personnel leave the organization, others have adequate expertise and skills to run the operation.

Capacity built-up:

The Company enhanced its capacity in respect of capital, business and human resources over the year since incorporation. Initially the paid-up capital was Tk 6.00 crore at the time of starting the business. Now as on September 30, 2020, the paid up capital is BDT 29.04 crore. In the same period business volume of the Company and capacity of human resources has also increased significantly. It is expected that, after raising of paid up capital business scope shall be increased.

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

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

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

Declaration regarding significant developments subsequent to the last financial year

To whom it may concern

This is to certify that in our opinion there have not arisen any circumstances since the date of the last financial statements as disclosed in the prospectus and which materially and adversely affect or is likely to affect the trading or the profitability of the Union Insurance Co. Ltd. or the value of its assets, or its ability to pay its liabilities within the next twelve months.

Sd/- (Mr. Mozaffar Hossain Paltu) Chairman	Sd/- (Mohammed Hasmot Ali) Director	Sd/- (Md. Azizur Rahman) Director
Sd/- (Mr. Junayad Khan Asfar) Director	Sd/- (Md. Shahjahan) Director	Sd/- (Prof. M.M. Kamaluddin Chowdhury) Director
Sd/- (Md. Belayet Hossain) Director	Sd/- (Barrister Mashfiqur Rahman) Director	Sd/- (Mr. Mohammad Mubashair Rahman) Director
Sd/- (Mrs. Bibi Wazeda) Director	Sd/- (Mr. Jahangir Alam) Director	Sd/- (Ms. Nasrin Sultana) Director
Sd/- Mr. Anjon Mozumder Director	Sd/- (Alhaj Nur Uddin Ahmed) Director	Sd/- (Mohammad Faiz) Independent Director
Sd/- (Mr. Sayed Alamgir Farrouk Chowdhury) Independent Director	Sd/- (Mr. M.U.A. Quader) Independent Director	Sd/- (Mr. Talukder Md. Zakaria Hossain) Managing Director & CEO

Date: 16th May 2021

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

(dd) Factors that may affect the results of operations

There are no factors that may affect the results of operations except followings:

- Changes in relevant Govt. policies
- Technological obsolescence
- Political unrest
- Natural calamities

Section VII

Management's Discussion and Analysis of Financial Condition

(a) Overview of Business and Strategies

Background of the Company

The Company was incorporated in Bangladesh as a Public Limited Company, liabilities of which are limited by Shares on the 24 day of August, 2000 under the Companies Act, 1994 and its Commencement of Business was started from the same date that is w.e.f. 24 day of August, 2000. Registration from the Controller of Insurance was received to start general insurance business on 27 day of September, 2000 which has been renewed up to 31 December, 2020 from IDRA.

Address of Registered Office:

The Registered Office of the Company is located at DR Tower, (15th floor) 65/2/2, Box Culvert Road, Purana Paltan, Dhaka-1000. The Operation of the Company are being carried out through its 40 nos. of branches located all over Bangladesh with Head Office DR Tower, (15th floor) 65/2/2, Box Culvert Road, Purana Paltan, Dhaka-1000.

Principal Activities and Nature of Operation

The main objective of the Company is to carry on all kinds of insurance, guarantee and indemnity business other than life insurance business.

UICL business model

Service

Tariff rate
Risk Factor

Client

Risk Coverage

Surveyor

Risk Analysis
Loss analysis

Agent

Marketing
Commission

Management

Operational process
Infrastructure
Business strategy
Claim settlement
Underwriter: Premium assess as per tariff rate
Re-insurance: Re insurance arrangement local and overseas market

UICL major functional department

- (1) Marketing department
- (2) Underwriting department
- (3) Accounts, Finance, Banking, Costing & Budgeting department
- (4) Corporate Affairs department

- (5) Admin and Establishment department
- (6) Re-insurance department
- (7) Claim department
- (8) Internal Audit department
- (9) IT department
- (10) Customer Service department

Strategies of the Company

Business strategies of UICL are as follows:

- (1) To improve and consolidate its position in the insurance industry with a continuous growth philosophy.
- (2) To enhance value creation through delivering insurance product to wide range of clients.
- (3) Develop and improve direct distribution capabilities and integrated multi-channel strategies.
- (4) Explore new capabilities that online strategies enable.
- (5) Guide customer-driven innovations and product speed-to-market
- (6) Define growth strategies to capture market share.
- (7) Design operating models to reduce complexity and improve effectiveness.
- (8) Create operational and technology strategies to improve market responsiveness.

(b) SWOT ANALYSIS

Particulars	Sl.	SWOT Variables
Strengths	1	Experienced Board of Directors
	2	Experienced Management
	3	Sound Financial Records
	4	Good Track Record for claim settlement
	5	Sound marketing policy
Weakness	1	Low market share
	2	Enlistment is not wide range
	3	Comparatively few advertisement & promotional activities
Opportunity	1	Increasing market share
	2	Diversifying utilization of capital
	3	Branding of the company
	4	Drive to improve future profitability
Threats	1	Government policies
	2	Political unrest
	3	Stiff Competition
	4	Unhealthy Industry Policy
	5	Tendency of avoiding
	6	Low premium rate
	7	Huge rate of re-insurance

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

Particulars	30-Sep-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
	Taka	Taka	Taka	Taka	Taka	Taka
Revenue (Net Premium)	431,054,267	401,996,778	316,079,373	281,724,674	229,995,368	220,098,225
Year to year changes in revenue (%)	7.23%	27.18%	12.19%	22.49%	4.50%	1.48%
Cost of goods sold (COGS)	N/A	N/A	N/A	N/A	N/A	N/A
Year to year changes in COGS (%)	N/A	N/A	N/A	N/A	N/A	N/A
Gross profit	50,669,939	123,773,567	74,269,912	122,484,965	78,024,437	77,672,581
Year to year changes in Gross Profit (%)	-59.06%	66.65%	-39.36%	56.98%	0.45%	171.91%
Operating expenses	26,726,132	34,296,289	33,148,127	35,220,580	33,275,539	31,607,455
Year to year changes in Operating expenses (%)	-22.07%	3.46%	-5.88%	5.85%	5.28%	31.03%
Other Income	8,955,992	13,846,534	10,448,126	4,415,212	6,308,091	8,353,617
Year to year changes in other income (%)	-35.32%	32.53%	136.64%	-30.01%	-24.49%	-5.41%
Financial expenses	2,233,829	4,470,600	4,254,082	6,391,805	1,360,899	-
Year to year changes in Financial expenses (%)	-50.03%	5.09%	-33.44%	369.68%	0.00%	0
Depreciation	17,746,002	23,999,866	24,463,547	25,215,411	27,660,106	23,628,117
Year to year changes in depreciation (%)	-26.06%	-1.90%	-2.98%	-8.84%	17.06%	10.71%
Net Profit before tax	32,899,799	103,323,812	42,994,339	91,679,597	51,056,989	54,418,743
Year to year changes in Net Profit before tax (%)	-68.16%	140.32%	-53.10%	79.56%	-6.18%	309.94%
Net Profit After Tax	27,011,939	61,595,406	28,600,094	53,275,841	37,573,237	36,914,617
Year to year changes in Net Profit after tax (%)	-56.15%	115.37%	-46.32%	41.79%	1.78%	180.55%
EPS (Basic)	0.93	2.44	1.19	2.77	2.15	2.43
Year to year changes in Basic EPS (%)	-61.87%	105.11%	-57.05%	28.90%	-11.49%	178.97%
**EPS (Adjusted)	0.93	2.12	0.98	1.83	1.29	1.27
Year to year changes in Basic EPS (%)	-56.15%	115.37%	-46.32%	41.79%	1.78%	180.55%

Revenue: Reasons of changes in revenue

Union Insurance Co. Ltd. maintains consistent business strategy to achieve a continuous growth. Besides these policies, changes in rating policies by IDRA, volume of premium collection gradually decrease.

Other income: Reasons of changes in other income.

Due to changes of interest rate and changes in investments in different financial assets, other income varied from year to year.

Total income: Reasons of changes in total income.

Due to changes in total revenue and other income, total income was changed accordingly.

Reasons for Changes in Cost of Revenue

Changes in cost of revenue occurred due changes in different kinds of operating expenditures.

Reasons for Changes in Finance cost

The Issuer Company paid loan liability, there lies reduction in financial expenses.

Reasons for Changes in Depreciation and amortization expense

Due to changes in value of depreciable assets, further the company's preliminary expenses being nil, no cost retained to be amortized. Their amortization expense also stands nil.

Reasons for Changes in Other expense

Not applicable

Reasons for Changes in Inventories

No sort of inventories is involved in the process of providing insurance services

Reasons for Changes in Net profit before tax

Due to decreased business volume, increase management expenses, increased investment income net profit before tax was also change period to period

Reasons for Changes in Net profit after tax and EPS

Due to decrease in Net Profit before Tax & Income Tax rate remaining same, Net Profit after Tax decreased.

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

There are no known trends demands, commitments, events or uncertainties that are likely to have an effect on the Company's business except the followings:

- 1 Changes in relevant Govt. policies
- 2 Indigenous Technics
- 3 Political unrest
- 4 Natural calamities

(e) Trends or expected fluctuations in liquidity

There are no trends or expected fluctuations in liquidity except impact of the future expansion of operations through opening of new branches or otherwise.

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

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

Section VIII

Directors and Officers

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

Name	Father's name	Age (years)	Residential address	Qualification	Experience (years)	Position	Period of nomination	Name of nominated organization
Mr. Mozaffar Hossain Paltu	Late Mohammad Monowar Hossain	78	Classic Point, Flat no-1, Road no: 118/1 Shantinagar, Dhaka, Bangladesh	M.Com	45	Chairman	N/A	N/A
Mr. Mohammed Hasmat Ali	Abdul Mannan	65	797/2, South Shahjahanpur, Dhaka	M.Com	38	Director	N/A	N/A
Mr. Md. Azizur Rahman	Late Md. Hossain	48	House # 999, Chotopool, Bandar, Chattogram,	B.Com	25	Director	N/A	N/A
Mr. Junayad Khan Asfar	Md. Ferdous Khan Alamgir	18	Sekeander Plaza (5th Floor), 815, CDA Avenue, Dampara, Chattogram.	Hons.	1	Director	N/A	N/A
Mr. Md. Shahjahan	Late Golam Rahman	71	House No. 150, Road No. 1/A, C.D.A, Chattogram, Bangladesh	M.Com	45	Director	N/A	N/A
Prof. M.M. Kamaluddin Chowdhury	Late Md. Bojluz Sobhan Chowdhury	80	NILANJAN, 1257, Sares Road, Chattogram, Bangladesh	B.Sc., DU, M.Sc. & Ph.D. UK	50	Director	N/A	N/A
Mr. Md. Belayet Hossain	Yakub Ali	59	House No. 23/A, Road No. 5, Dhanmondi R/A, Dhaka, Bangladesh	BBA	33	Director	N/A	N/A
Barrister Mashfiqur Rahman	Mohammad Kafil Uddin	34	1102/A, Agrabad C/A, Chattogram, Bangladesh	Bar-At- Law	10	Director	N/A	N/A
Mrs. Bibi Wazeda	Hazi Abdul Hakim	40	House # 999, Chotopool, Bandar, Chattogram	BBA	15	Director	N/A	N/A
Mr. Jahangir Alam	Late. Md. Hossain	35	House # 999, Chotopool, Chattogram	M. Sc	17	Director	N/A	N/A
Ms. Nasrin Sultana	Md. Belayet Hossain	32	House No.23/A, Road No. 5, Dhanmondi R/A, Dhaka	MBA	5	Director	N/A	N/A
Anjan Mazumder	Porimal Mozumder	47	Hindu Para, South Bandar, Mohali khan bazar, Anowara, Chattogram	B.Com	15	Director	N/A	N/A
Alhaj Nur Uddin Ahmed	Abdul Mannan	63	797/1, South Shahjahanpur, Dhaka, Bangladesh	CA (CC), B. Com., DU	33	Director	N/A	N/A
Mohammad Mubashair Rahman	Mohammad Lutfar Rahman	24	H # 68, R # 05, DOHS, Dhaka-1206	BBA	-	Director	N/A	N/A
Mohammad Faiz	Late Siddique Ahmed	74	House # 78, Road # 7/A, Dhanmondi R/A, Dhaka	B.Com	45	Independent Director	N/A	N/A
Sayed Alamgir Farouk Chowdhury	Sayed Abdul Maquith Chowdhury	76	House # 16, Road # 101, Apt-301, Gulshan/2, Dhaka	M.A	35	Independent Director	N/A	N/A
M.U.A. Quader	Late Moulana Abduzzaher Siddiqui	70	Nikatan Housing Society, Green Delta Housing Ltd, Flat No. D-46(8th floor), Road No-8, Gulshan-1, Dhaka	B.A. Hons.	40	Independent Director	N/A	N/A

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

Name	Position	Date of becoming director for the first time	Expiry of current term
Mr. Mozaffar Hossain Paltu	Chairman	24 Aug 2000	23 AGM 2023
Mr. Mohammed Hasmot Ali	Director	15 Nov 2006	22 AGM 2022
Mr. Md. Azizur Rahman	Director	19 May 2015	22 AGM 2022
Mr. Junayad Khan Asfar	Director	13 Feb 2020	22 AGM 2022
Mr. Md. Shajahan	Director	24 Aug 2000	22 AGM 2022
Prof. M.M. Kamaluddin Chowdhury	Director	24 Aug 2000	23 AGM 2023
Mr. Md. Belayet Hossain	Director	24 Aug 2000	22 AGM 2022
Barrister Mashfiur Rahman	Director	17 Nov 2011	22 AGM 2022
Mrs. Bibi Wazeda	Director	27 Feb 2018	23 AGM 2023
Mr. Jahangir Alam	Director	19 Sep 2018	23 AGM 2023
Ms. Nasrin Sultana	Director	06 May 2019	22 AGM 2022
Anjan Mazumder	Director	11 Apr 2021	22 AGM 2022
Alhaj Nur Uddin Ahmed	Director	10 May 2012	23 AGM 2023
Mohammad Mubashair Rahman	Director	17 Feb 2021	24 AGM 2024
Mohammad Faiz	Independent Director	18 Dec 2019	22 AGM 2022
Sayed Alamgir Farrouk Chowdhury	Independent Director	18 Dec 2019	22 AGM 2022
M.U.A. Quader	Independent Director	18 Dec 2019	22 AGM 2022

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

Directors of Union Insurance Co. Ltd. are involved with below noted organizations in capacities mentioned against each organization.

Sl	Name of Directors	Name of the other organization where directors have been involved	Type of the Organization	Position in the organization
1	Mr. Mozaffar Hossain Paltu	Goodman Pharmaceuticals Ltd.	Pharmaceuticals	Chairman
		Daily Provat	Print Media	Editor
2	Mr. Mohammed Hasmot Ali	NTV	Electronic Media	Director
3	Mr. Md. Azizur Rahman	Samata Shipping Lines	Shipping Industry	Managing Director
4	Mr. Md. Shahjahan	Shamol Group	CNF Agent	Managing Director
5	Prof. M.M. Kamaluddin Chowdhury	Clifton Group	Manufacturing	Chairman
6	Mr. Junayad Khan Asfar	Baghdad Group	Transportation	Managing Director
7	Mr. Md. Belayet Hossain	Moonstar Group	Electronics	Managing Director
8	Alhaj Nur Uddin Ahmed	NTV	Electronic Media	Director
9	Barrister Mashfiquur Rahman	Mostafa Group of Industries	RMG	Director
10	Mrs. Bibi Wazeda	Samata Shipping Lines	Shipping	Director
11	Ms. Nasrin Sultana	Moonstar Group	Electronics	Director
12	Mr. Jahangir Alam	Samata Shipping Lines	Shipping	Director
13	Mr. Anjan Mazumder	Uniocean Shipping Lines Ltd	Shipping	Managing Director
14	Mohammad Mubashair Rahman	N/A	N/A	N/A

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

SI	Name of Directors	Name of the Company of the securities market where directors are associated	Position	Types of Company
1	Mr. Md Shahjahan	Sohel Securities	Managing Director	Broker House

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

No directors having any family relationship (father, mother, spouse, brother, sister, son, daughter, spouse's father, spouse's mother, spouse's brother, spouse's sister) among the directors and top five officers of issuer.

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

SI	Name of Directors	Name of the other organization where directors have been involved	Type of the Organization	Legal Status
1	Mr. Mozaffar Hossain Paltu	Goodman Pharmaceuticals Ltd.	Pharmaceuticals	Private Ltd. Company
		Daily Provat	Print Media	Private Ltd. Company
2	Mr. Mohammed Hasmat Ali	NTV	Electronic Media	Private Ltd. Company
3	Mr. Md. Azizur Rahman	Samata Shipping Lines	Shipping Industry	Private Ltd. Company
4	Mr. Md. Shahjahan	Shamol Group	CNF Agent	Private Ltd. Company
5	Prof. M.M. Kamaluddin Chowdhury	Clifton Group	Manufacturing	Private Ltd. Company
6	Mr. Junayad Khan Asfar	Baghdad Group	Transportation	Private Ltd. Company
7	Mr. Md. Belayet Hossain	Moonstar Group	Electronics	Private Ltd. Company
8	Alhaj Nur Uddin Ahmed	NTV	Electronic Media	Private Ltd. Company
9	Barrister Mashfiquur Rahman	Mostafa Group of Industries	RMG	Private Ltd. Company
10	Mrs. Bibi Wazeda	Samata Shipping Lines	Shipping	Private Ltd. Company
11	Ms. Nasrin Sultana	Moonstar Group	Electronics	Private Ltd. Company
12	Mr. Jahangir Alam	Samata Shipping Lines	Shipping	Private Ltd. Company
13	Mr. Anjan Mazumder	Representative (Uniocean Shipping Lines Ltd)	Shipping	Private Ltd. Company
14	Mohammad Mubashair Rahman	N/A	N/A	N/A

(g) Short bio-data of each director

Mr. Mozaffar Hossain Paltu, Chairman.

Mr. Mozaffar Hossain Paltu, son of late Md. Monower Hossain was born in a respectable Muslim family in Comilla. He Completed B.A (Hons) in General History from Dhaka University. He is the Chairman of Union Insurance Co., Ltd., since its inception. He is a member of Dhaka Club Ltd & National Press Club. He is associated with many business and Socio-Cultural organization. He was joint G.S of Bangladesh Awami League, President Dhaka City Awami League and General Secretary Bangladesh Cricket Board. Mr. Paltu is the Chairman of Goodman Pharmaceuticals Ltd. Board of Editor DainikProvat, Vice-President NATAB, and Advisor Bangladesh Bharat Moitry Samity. He is widely traveled different Countries of Europe, USA, Asia, Africa and Australia.

Mr. Mohammed Hasmot Ali, Director

Mr. Mohammed Hasmot Ali, son of late Alhaj Abdul Mannan was born in a respectable Muslim family. He is the Sponsor Director of Union Insurance Co., Ltd. He is the Director of International Television Channel Ltd (NTV). He is the Managing Director of Brotherhood Securities Ltd and Brotherhood Enterprise Ltd. He obtained M.Com. degree from Dhaka University. He is associated with many business and socio-Cultural Organization. He has traveled different Countries of Europe, USA, Africa and Australia.

Mr. Azizur Rahman, Director

Mr. Azizur Rahman, son of Late Md. Hossen was born in respectable Muslim family. He is the Sponsor Director of Union Insurance Co., Ltd. He is associated with many business and socio-Cultural organization. He is the Chairman of Samata Shipping Lines. He has traveled many countries of Europe, USA, Africa and Australia.

Mr. Junayad Khan Asfar, Director

Mr. Junayad Khan Asfar S/o Mr. Ferdous Khan Alamgir was born in a respectable Muslim family in Chattogram. He is the Director of Union Insurance Co., Ltd. He is the Director of Bagdad Group. He is associated with many socio – Cultural organization. He has traveled and visited many Countries of Europe, Asia, USA, Africa and Australia.

Mr. Md. Shahjahan, Director

Mr. Md. Shahjahan, son of Alhaj Golam Rahman was born in a respectable Muslim family in Chittagong. He is a Sponsor Director of Union Insurance Co., Ltd., Managing Director of Dress well Ltd., Shoel Securities Ltd. He is associated in many business and socio-Cultural organization. He has traveled different Countries of Europe, USA, Asia, Africa and Australia.

Prof. M.M. Kamaluddin Chowdhury, Director

Prof. M.M. Kamaluddin Chowdhury, son of late Alhaj Bazlusobahan Chowdhury was born in a respectable Muslim family in Chittagong. He obtained M.A. degree from Chittagong University. Mr. Chowdhury is a successful business man who after completion his education engaged in different business in Bangladesh. He is a Sponsor Director of UICL, Chairman of Clifton Group, Chittagong. He is associated with many business and Socio-Cultural organization. He has traveled different Countries of Europe, USA, Asia, Africa and Australia.

Mr. Md. Belayet Hossain, Director.

Mr. Md. Belayet Hossain, son of Haji Md. Yakub Ali was born in a respectable Muslim family. Mr. Hossain is a successfully business man in Bangladesh. He is a sponsor Director of UICL. He is the Proprietor of B.H. International, Bari Trade International, Joy trading and managing Director of Moon Star Marketing (PVT) Ltd, Belview properties Ltd. He is associate with many business and socio-Cultural organization. He has traveled different Countries of Europe, USA, Asia, Africa and Australia.

Mr. Mashfiqur Rahman, Director.

Mr. Mashfiqur Rahman, son of Mr. Kafil Uddin was born in a respectable Muslim family in Chittagong. He obtained L.L.B degree from College of London. He is the Director of UICL. He is the Director of Mostafa Group. He has long Business experience in Bangladesh. He is associated with many Business and socio-Cultural organization. Mr. Mashfiqur Rahman has traveled countries of Europe, USA, Asia, Africa and Australia.

Mr. Mohammad Mubashair Rahman, Director

Mr. Mohammad Mubashair Rahman, s/o of Mr. Mohammed Lutfar Rahman was born in a respectable Muslim family in Dhaka. He Completed BBA Degree. He is the Director of UICL. Mr. Mohammad Mubashair Rahman has traveled countries of Singapore, Thailand, Malaysia, Saudi Arab and Dubai.

Mrs. Bibi Wazeda, Director

Mrs. Bibi Wazeda, w/o of Mr. Md. Azizur Rahman Rahman was born in a respectable Muslim family in Chattogram. She is the Director of Union Insurance Co., Ltd.,

Mr. Jahangir Alam, Director

Mr. Jahangir Alam son of Md. Hossen was born in a respectable Muslim family in Chattogram. He is the Director of Union Insurance Co. Ltd. He is a well known businessman in the Country. He is associated with many socio-Cultural Organizations. He has traveled different Countries of Europe, USA, Asia, Africa and Australia for business purposes.

Ms. Nasrin Sultana, Director

Ms. Nasrin Sultana daughter of Md. Belayet Hossain was born in a respectable Muslim family in Dhaka. She is the Director of Union Insurance Co. Ltd. She has completed BBA. She is associated with many socio-Cultural Organizations. She has traveled different Countries of Europe, USA, Asia, Africa and Australia.

Mr. Anjan Mazumder, Director

Mr. Anjan Mazumder son of Parimal Mazumder was born in a respectable Hindu family in Chattogram. He obtained B.Com degree from Chittagong University. Mr. Anjan is a successful business man. He is a representative Director of Union Insurance Co., Ltd.

Alhaj Nur Uddin Ahmed, Director

Alhaj Nur Uddin Ahmed, son of late Alhaj Abdul Mannan was born in a respectable Muslim family. He is the Sponsor Director of UICL. He is the Director of International Television Channel Ltd (NTV). He is associated with many business and socio-Cultural Organization. He has traveled different Countries of Europe, USA, Africa and Australia.

Mr. Mohammad Faiz, Independent Director

Mr. Mohammad Faiz son of Late Siddique Rahman was born in a respectable Muslim family in Dhaka. He Completed B.com from Dhaka University. He is the Independent Director of Union Insurance Co. Ltd. During his long Career, he held various important positions in different Bank & Financial Sector.

Mr. Sayed Alamgir Farrouk Chowdhury, Independent Director

Mr. Sayed Alamgir Farrouk Chowdhury was born in a respectable Muslim family in Dhaka. He Completed Masters of Arts in Development Economics from Williams College, USA. He is the Independent Director of Union Insurance Co. Ltd. During his long Career, he held various important positions in Secretary Ministry of Health & Family welfare, Ministry of Commerce, Ministry of LGD & Commissioner Rajshahi Division.

Mr. M.U.A. Quader, Independent Director

Mr. M.U.A. Quader son of Late Moulana Abduzzaher Siddiqui was born in a respectable Muslim family in Noakhali. He Completed Masters of Arts in Public Administration from Dhaka University. He is the Independent Director of Union Insurance Co. Ltd. He is over 31 years experience in the general Insurance Sector. He is Former Chief Controller of Insurance. During his long Career, he held various important positions in Sr. Assistant Secretary ERD, Sr. Assistant Secretary Cabinet Division. Mr. M.U.A. Quader has traveled countries of U.K, India, U.S.A, KSA, and Dubai.

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

Neither the Company nor any of its directors or shareholders who hold 10% or more shares in the paid-up capital of the Company is loan defaulter in terms of the CIB report of the Bangladesh Bank

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

SI	Name	Position	Educational Qualification	Age	Joining Date	Year of Experience	Previous Employment	Nature of Interest	Salary Paid	
									2019	2020
1	Talukder Md. Zakaria Hossain	CEO	M.Sc	57	01.01.16	31	CEO, Meghna Ins Co. Ltd	Salary	6,600,000	7,140,000
2	Safquat Moula,	Company Secretary	M.B.A	37	19.12.19	15	Sr. Officer, NCC Bank	Salary	480,000	549,600
3	Md. Anisul Islam Khan	EVP, CFO & Head of Internal Audit	M.Com, M.B.A	50	31.01-16	23	SVP, Global Ins Co. Ltd	Salary	809,640	881,040
4	Md. Abdur Rahim	EVP & Head of Underwriting	B.A	54	11.05.15	32	Sr. DGM, Meghna Ins Co. Ltd	Salary	906,840	960,000
5	Mohd. Azad Hossain	EVP & Head of Claim & Re-Insurance	B.A	46	25.05.16	24	VP, Global Ins Co. Ltd	Salary	840,000	873,240
6	Mahfuz Uddin Ahmed	VP & Incharge IT	Diploma & Com. Sci. Technology	35	15.05.16	12	AGM, Meghna Ins Co. Ltd	Salary	600,000	677,760

Monthly Salary Statement of Chairman, Director and Other Shareholder

The Issuer did not pay any monthly salary to Chairman, Director and Other Shareholder

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

SI	Name	Position	Department in The Company	Remarks
1	Shafquat Moula	Company Secretary	Secretary's Department	Working as Company Secretary from December 2019

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

Sl. No.	Name of the sponsor	Father's names	Age (years)	Personal addresses	Educational qualifications	Experiences in the business (years)	Positions/posts held		Status of the Sponsor in other venture
							Past	Present	Name of the Company
1	Mr. Mozaffar Hossain Paltu	Late Mohammad Monowar Hossain	78	Classic Point, Flat no-1, Road no: 118/1 Shantinagar, Dhaka, Bangladesh	B.Com	45	Sponsor Chairman	Chairman	1. Goodman Pharmaceuticals Ltd. 2. Daily Provat
2	Mr. Md. Shajahan	Late Golam Rahman	71	House No. 150, Road No. 1/A, C.D.A, Chattogram, Bangladesh	B.Com	43	Sponsor Director	Director	1. Shamol Group
3	Prof. M.M. Kamaluddin Chowdhury	Late Md. Bojluz Sobhan Chowdhury	80	NILANJAN, 12 57, Sares Road, Chottogram, Bangladesh	Bsc & PhD	45	Sponsor Director	Director	1 Clifton Group
4	Mr. Md. Belayet Hossain	Yakub Ali	59	House No. 23/A, Road No. 5, Dhanmondi R/A, Dhaka, Bangladesh	B. Com	35	Sponsor Director	Director	1. Moonstar Group

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

Name	Acquisition of Control	Date of Acquisition	Terms of Acquisition	Consideration paid for such Acquisition
Mr. Md. Azizur Rahman	May 19, 2015	May 19, 2015	Future benefits from Investments and control over the company.	Cash
		December 28, 2016 (Bonus)		Bonus
		July 6, 2017 (Bonus)		Bonus
		November 28, 2018 (Bonus)		Bonus
		December 30, 2019 (Bonus)		Bonus
Mr. Mohammad Mubashair Rahman	February 17, 2021	February 17, 2021	Future benefits from Investments and control over the company.	Gift
Mrs. Bibi Wazeda	February 27, 2018	February 27, 2018	Future benefits from Investments and control over the company.	Cash
		November 24, 2018 (Bonus)		Bonus
		December 30, 2019 (Bonus)		Bonus
Mr. Jahangir Alam	September 19, 2018	September 19, 2018	Future benefits from Investments and control over the company.	Cash
		December 30, 2019 (Bonus)		Bonus
Ms. Nasrin Sultana	May 6, 2019	May 6, 2019	Future benefits from Investments and control over the company.	Cash
		December 30, 2019 (Bonus)		Bonus
Mr. Anjan Mozumder	April 11, 2021	April 11, 2021	Future benefits from Investments and control over the company.	Cash

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

Some of the sponsor directors were experienced in insurance in line of insurance business. The sponsor directors had intention in to carry on the insurance business through hiring highly experienced professionals of the line of business.

(n) Interest of the key management persons

Amount In Taka

Sl.	Name	Position	Nature of Interest	Salary Paid	
				2020	2019
1	Talukder Md. Zakaria Hossain	Managing Director & CEO	Salary	7,140,000	6,600,000
2	Safquat Moula	Company Secretary	Salary	549,600	480,000
3	Md. Anisul Islam Khan	EVP & CFO	Salary	881,040	809,640
4	Md. Md Azad Hossain	EVP & Claims	Salary	873,240	840,000
5	Md. Abdur Rahim	EVP & Underwriting	Salary	960,000	906,840
6	Mahfuz Uddin Ahmed	VP & IT	Salary	677,760	600,000

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

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

Name of Directors	Amount in Taka		Nature of interest
	Total Fees 31.12.2020	Total Fees 31.12.2019	
Mr. Mozaffar Hossain Paltu	56,000	72,000	The board meeting attendance fees
Mr. Belayet Hossain	32,000	40,000	The board meeting attendance fees
Mr. Md. Shajahan	40,000	32,000	The board meeting attendance fees
Prof. M.M. Kamaluddin Chowdhury	48,000	40,000	The board meeting attendance fees
Mr. Mohammed Hasmat Ali	48,000	72,000	The board meeting attendance fees
Mr. Md. Azizur Rahman	56,000	64,000	The board meeting attendance fees
Alhaj Nur Uddin Ahmed	48,000	24,000	The board meeting attendance fees
Barrister Mashfiqur Rahman	32,000	40,000	The board meeting attendance fees
Mrs. Shoma Alam Rahman	16,000	64,000	The board meeting attendance fees
Mrs. Bibi Wazeda	40,000	64,000	The board meeting attendance fees
Mr. Jahangir Alam	40,000	48,000	The board meeting attendance fees
Ms. Nasrin Sultana	32,000	8,000	The board meeting attendance fees
Mr. Junayad Khan Asfar	24,000	-	The board meeting attendance fees
Ferdous Khan Alamgir	8,000	56,000	The board meeting attendance fees
Mr. Md. Aminuzzaman Bhuiyan	-	24,000	The board meeting attendance fees
Mr. Murshed Murad Ibrahim	40,000	-	The board meeting attendance fees
Mr. Maher Sekender	-	16,000	The board meeting attendance fees
Dr. Syed Serajul Huq	-	16,000	The board meeting attendance fees
Mrs. Mazibur Rahman Mazumder	8,000	16,000	The board meeting attendance fees
Alhaj Mohammad Mosaddak Ali	-	48,000	The board meeting attendance fees
Azmery Sultana Sumky	-	16,000	The board meeting attendance fees
Mr. Mohammad Faiz	24,000	-	The board meeting attendance fees
Ms. Syed Alamgir Farrouk	32,000	-	The board meeting attendance fees
Mr. M.U.A Kuader	40,000	-	The board meeting attendance fees
Total	664,000	760,000	

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

Category	Sl	Name	Position	No of Share	Percentage (%)		Address
					Pre IPO	Post IPO	
Sponsor and/or Director	1	Mr. Mozaffar Hossain Paltu	Sponsor & Chairman	2,341,918	8.06%	4.84%	Eastern Baily, 146, New Baily Road, Flat # 604, Dhaka
	2	Mr. Belayet Hossain	Sponsor & Director	2,178,102	7.50%	4.50%	Sabbir Court (2 nd Floor), 6, DIT Avenue, Dhaka.
	3	Mr. Md. Shajahan	Sponsor & Director	1,063,577	3.66%	2.20%	Finley House (Ground Floor), 11, Agrabad C/A, Chittagong.
	4	Prof. M.M. Kamaluddin Chowdhury	Sponsor & Director	972,902	3.35%	2.01%	Clifton Group, 4, Jubilee Road (2nd Floor), Jibon Bima Bhaban, Chattogram.
Total (a)				6,556,499	22.58%	13.55%	
Director	5	Mr. Mohammed Hasmat Ali	Director	1,936,089	6.67%	4.00%	797/2, South Shahjahanpur, Dhaka.
	6	Mr. Md. Azizur Rahman	Director	3,711,441	12.78%	7.67%	As Salam tower, 57 Agrabad C/A (8th Floor), Chattogram.
	7	Mr. Junayed Khan Asfar	Director	1,054,679	3.63%	2.18%	Sekeander Plaza (5 th Floor), 815, CDA Avenue, Dampara, Chattogram.
	8	Alhaj Nur Uddin Ahmed	Director	1,226,648	4.22%	2.53%	797/1, South Shahjahanpur, Dhaka.
	9	Barrister Mashfiqur Rahman	Director	1,452,068	5.00%	3.00%	Mostafa Centre, 1102/A, Agrabad C/A, Chattogram.
	10	Mr. Mohammad Mubashair Rahman	Director	1,000,000	3.44%	2.07%	Lotas Kamal Tower-2, Level-11, Plot # 59.61, Gulshan-1, Dhaka.
	11	Mrs. Bibi Wazeda	Director	1,215,350	4.18%	2.51%	As Salam tower, 57 Agrabad C/A (8th Floor), Chattogram.
	12	Mr. Jahangir Alam	Director	1,519,969	5.23%	3.14%	As Salam tower, 57 Agrabad C/A (8th Floor), Chattogram.
	13	Ms. Nasrin Sultana	Director	1,223,899	4.21%	2.53%	Sabbir Court (2 nd Floor), 6, DIT Avenue, Dhaka.
	14	Mr. Anjan Mozumder	Director	1,055,217	3.63%	2.18%	As Salam tower, 57 Agrabad C/A (8th Floor), Chattogram.
Total (b)				15,395,360	53.01%	31.81%	
Shareholder	15	Ms. Moontaha Kishwar	Shareholder	5,741	0.02%	0.01%	1431 Hill View Society, Arefin Lane, East Nasirabad, Chattogram
	16	Ms. Tasnim Kishwar	Shareholder	44,002	0.15%	0.09%	1431 Hill View Society, Arefin Lane, East Nasirabad, Chattogram
	17	Dr. Ayesha Akter	Shareholder	219,095	0.75%	0.45%	Finley House (Ground Floor), 11, Agrabad C/A, Chittagong.
	18	Mr. Mahfuzur Rahman	Shareholder	219,095	0.75%	0.45%	Finley House (Ground Floor), 11, Agrabad C/A, Chittagong.
	19	Mr. Mahabubur Rahman	Shareholder	219,095	0.75%	0.45%	Finley House (Ground Floor), 11, Agrabad C/A, Chittagong.
	20	Mrs. Meherunnessa	Shareholder	447,992	1.54%	0.93%	Sekeander Plaza (5 th Floor), 815, CDA Avenue, Dampara, Chattogram.
	21	Mr. Md. Ashfaq Uddin Ahmed	Shareholder	855,808	2.95%	1.77%	797/3, South Shahjahanpur, Dhaka.
	22	Mrs. Shoma Alam Rahman	Shareholder	605,930	2.09%	1.25%	Lotas Kamal Tower-2, Level-11, Plot # 59.61, Gulshan-1, Dhaka.
	23	Mrs. Nurun Nahar Begum	Shareholder	200,000	0.69%	0.41%	Finley House (Ground Floor), 11, Agrabad C/A, Chittagong.
	24	Mrs. Nazneen Karim	Shareholder	200,000	0.69%	0.41%	Finley House (Ground Floor), 11, Agrabad C/A, Chittagong.
	25	Mr. Mohammad Lutfur Rahman	Shareholder	418,180	1.44%	0.86%	Lotas Kamal Tower-2, Level-11, Plot # 59.61, Gulshan-1, Dhaka.
	26	Alhaj Mohammad Mosaddak Ali	Shareholder	3,080,120	10.61%	6.36%	House-68, Road-5, DOHS, Banani, Dhaka.
	27	Mr. Md Aminuzzaman Bhuiyan	Sponsor & Shareholder	2,415	0.01%	0.00%	16 K.B Fazlul Kader Road, Chattogram.
	28	Mr. Kafil Uddin	Sponsor & Shareholder	572,024	1.97%	1.18%	Mostafa Centre, 1102/A, Agrabad C/A, Chattogram.
Total (c)				7,089,497	24.41%	14.65%	
Grand Total (a) + (b) + (c)				29,041,356	100.00%	60.00%	

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

The following changes in the board of directors were happened during last three years:

Sl	Name of the directors	Last Position held	Date of appointment	Date of retirement	Remarks
1	Mr. Mozaffar Hossain Paltu	Chairman & Director	24.08.2000	24.08.2023	Newly elected.
2	Mr. Mohammed Hasmat Ali	Director	15.11.2006	24.09.2022	Being eligible, they were re-elected as Director
3	Mr. Md. Azizur Rahman	Director	19.05.2015	24.09.2022	
4	Mr. Junayed Khan Asfar	Director	13.02.2020	13.02.2023	Newly Appointed.
5	Mr. Md. Shajahan	Director	24.08.2000	19.09.2021	Being eligible, they were re-elected as Director.
6	Prof. M.M. Kamaluddin Chowdhury	Director	24.08.2000	24.08.2023	Newly elected.
7	Mr. Md. Belayet Hossain	Director	24.08.2000	24.09.2022	Being eligible, they were re-elected as Director.
8	Barrister Mashfiqur Rahman	Director	17.11.2011	19.09.2021	Being eligible, they were re-elected as Director.
12	Ms. Nasrin Sultana	Director	06.05.2019	06.05.2022	

10	Mrs.Bibi Wazeda	Director	12.09.2015	24.08.2023	Newly elected.
11	Mr. Jahangir Alam	Director	19.09.2018	24.08.2023	
12	Mr.Mohammad Mubashair Rahman	Director	17.02.2021	17.02.2024	
13	Mr.Anjan Mazumder	Director	11.04.2021	22.11.2023	Newly Appointed
14	Alhaj Nur Uddin Ahmed	Director	10.05.2012	24.08.2023	Newly elected.
15	Mohammad Faiz	Independent Director	18.12.2019	18.12.2022	Newly appointed
16	M.U.A. Quader	Independent Director	18.12.2019	18.12.2022	
17	Syed Alamgir Farrouk Choudhury	Independent Director	18.12.2019	18.12.2022	

(r) Director's engagement with similar business.

None of the Directors are involved with similar business.

Section IX

Certain Relationships and Related Transactions

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

Certification on statement of Related Party Transaction of Union Insurance Co. Ltd.

This is to certify that, the Union Insurance Co. Ltd. does not have any transaction during the last five years, or any proposed transaction, between the Issuer and any of the following persons:

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

Name of The related party	Relationship	Nature of Transaction	Amount in Taka		2018	2017	2016
			31.12.2020	31.12.2019			
Padma Trading. Max Electro Industries Moon Star	Common Director	Insurance Premium & Claim Settlement**	596,621	814,348	691,090	1,163,133	427,467
Samota Shipping & Trading Agent H.S Corporation (Prop, Md.Azizur H.S Shipping lines H.S Corporation & M/S Sajada Tr	Common Director		5,968,484	6,354,119	2,818,136	2,024,086	5,556,149
Clifton Apparels Ltd. Clifton Cotton Mills Ltd. Clifton Garments & Accessories Clifton Garments Ltd. Clifton Paper Mills Ltd. Clifton Textile & Apparels. Clifton Apparels Ltd.(Knitting)	Common Director		7,211,953	6,428,576	10,966,976	5,706,849	5,601,768
Total			13,777,058	13,597,043	14,476,202	8,894,068	11,585,384

**Above amount present only the premium income from the director and no claim paid to them during the above period.

Particulars	December 31, 2020	December 31, 2019	December 31, 2018	December 31, 2017	December 31, 2016
	Taka	Taka	Taka	Taka	Taka
Board Fee	664,000	760,000	455,000	365,000	515,000

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

Sd/-

Place: Dhaka
Date: June 2, 2021

FAMES & R
Chartered Accountants

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

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

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

No loan was taken or given from or to any Directors or any person connected with the Directors of Union Insurance Co. Ltd.

Section X

Executive Compensation

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

Amount in Taka

Sl	Name	Designation	Paid as	December 31, 2020
1	Talukder Md. Zakaria Hossain	CEO	Remuneration	7,140,000
2	Md. Monir Uddin	Addl.MD	Salary	4,315,002
3	Md. Mesbahuddin Shofi	Addl.MD	Salary	1,950,000
4	Md. Mizanur Rahman	Addl.MD	Salary	1,875,000
5	Md. Haider Ali	Addl.MD	Salary	1,540,000

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

Amount in Taka

Sl	Particulars	Nature of Payments	31 December 2020
1	Directors	Board Meeting Fee	664,000
2	Officers	Salary & Benefits	10,797,939

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

No shareholder director received any monthly salary or perquisite or benefit.

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

The board of directors of the Company received Tk. 664,000.00 (Taka Six lac Sixty four thousand) only as board meeting attendance fees during the last accounting year.

Name of Directors	Amount in Taka		Date of approval in AGM
	Total Fees	Total Fees	
	31.12.2020	31.12.2019	
Mr. Mazaffar Hossain Paltu	56,000	72,000	Being paid according to guideline of IDRA
Mr. Belayet Hossain	32,000	40,000	
Mr. Md. Shajahan	40,000	32,000	
Prof. M.M. Kamaluddin Chowdhury	48,000	40,000	
Mr. Mohammed Hasmat Ali	48,000	72,000	
Mr. Md. Azizur Rahman	56,000	64,000	
Alhaj Nur Uddin Ahmed	48,000	24,000	
Barrister Mashfiqur Rahman	32,000	40,000	
Mrs. Shoma Alam Rahman	16,000	64,000	
Mrs. Bibi Wazeda	40,000	64,000	
Mr. Jahangir Alam	40,000	48,000	
Ms. Nasrin Sultana	32,000	8,000	
Mr. Junayad Khan Asfar	24,000	-	
Ferdous Khan Alamgir	8,000	56,000	
Mr. Md. Aminuzzaman Bhuiyan	-	24,000	
Mr. Murshed Murad Ibrahim	40,000	-	
Mr. Maher Sekender	-	16,000	
Dr. Syed Serajul Huq	-	16,000	
Mrs. Mazibur Rahman Mazumder	8,000	16,000	
Alhaj Mohammad Mosaddak Ali	-	48,000	
Azmery Sultana Sumky	-	16,000	
Mr. Mohammad Faiz	24,000	-	
Ms. Syed Alamgir Farrouk	32,000	-	
Mr. M.U.A Kuader	40,000	-	
Total	664,000	760,000	

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

There is no such contract between the company and any of its directors or officers regarding any future compensation to be paid to them.

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

Union Insurance Co. Ltd. has no plan to substantially increase the remuneration paid to its directors and officers in the current year except annual increment.

(g) Any other benefit or facility provided to the above persons during the last accounting year.

No other benefit or facility provided to the above persons during the last accounting year except those mentioned above.

Section XI

Options granted to Directors, Officers and Employees

(1) The following information in respect of any option held by each director, the salaried officers, and all other officers as a group, namely:

- (i) The date on which the option was granted;
- (ii) The exercise price of the option;
- (iii) The number of shares or stock covered by the option;
- (iv) The market price of the shares or stock on the date the option was granted;
- (v) The expiration date of the option;
- (vi) Consideration against the option.

The Company has not granted any option to any of the Directors, officers and employees.

(2) If such options are held by any person other than the directors, and the officers of the Issuer company, the following information shall be given in the prospectus, namely:-

- (i) The total number of shares or stock covered by all such outstanding options;
- (ii) The range of exercise prices;
- (iii) The range of expiration dates;
- (iv) Justification and consideration of granting such option.

No options have been held by any person other than the directors, and the officers of the Issuer Company.

Section XII

Transaction with the Directors and Subscribers to the Memorandum

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

Names of the directors and subscribers to the memorandum	Position	Nature of value received or to be received	31-Dec-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Mr. Mozaffar Hossain Paltu	Sponsor & Director	Received by the Sponsor & Director						
		Board Meeting Attendant Fee	56,000	72,000	26,000	30,000	40,000	30,000
		Dividend (Bonus Share)	328,294 Ordinary share	104220 Ordinary share	416881 Ordinary share	151593 Ordinary share	197730 Ordinary share	Nil
		Cash Dividend	984,881	Nil	187,596	750,385	Nil	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
		Received by the Issuer						
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
Mr. Belayet Hossain	Sponsor & Director	Received by the Sponsor & Director						
		Board Meeting Attendant Fee	32,000	40,000	29,000	20,000	35,000	25,000
		Dividend (Bonus Share)	284,100 Ordinary share	90,191 Ordinary share	360,762 Ordinary share	131,186 Ordinary share	171,113 Ordinary share	Nil
		Cash Dividend	852,301	Nil	162,343	649,372		Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
		Received by the Sponsor & Director						

Mr. Md. Shajahan	Sponsor & Director	Board Meeting Attendant Fee	40,000	32,000	34,000	30,000	35,000	25,000
		Dividend (Bonus Share)	269,162 Ordinary share	85,448 Ordinary share	341,793 Ordinary share	124,289 Ordinary share	162,115 Ordinary share	Nil
		Cash Dividend	807,487		153,807	615,228		Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
		Received by the Issuer						
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
Prof. M.M. Kamaluddin Chowdhury	Sponsor & Director	Received by the Sponsor & Director						
		Board Meeting Attendant Fee	48,000	40,000	34,000	25,000	35,000	25,000
		Dividend (Bonus Share)	104,074 Ordinary share	33,039 Ordinary share	132,158 Ordinary share	48,057 Ordinary share	62,684 Ordinary share	Nil
		Cash Dividend	312,223	Nil	59,471	237,883	Nil	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
		Received by the Issuer						
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
Mr. Mohammad Golam Kibria	Sponsor	Received by the Sponsor & Director						
		Board Meeting Attendant Fee	Nil	Nil	Nil	Nil	Nil	Nil
		Dividend (Bonus Share)	Nil	Nil	Nil	Nil	Nil	Nil
		Cash Dividend	Nil	Nil	Nil	Nil	Nil	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
		Received by the Issuer						
		Fund received against bonus share issue	Nil	Nil	Nil	Nil	Nil	Nil

		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
Mr. Syed Serajul Huq (Ex- Director, transferred in directorship on 27-08-19)	Sponsor	Received by the Sponsor & Director						
		Board Meeting Attendant Fee	Nil	16,000	34,000	30,000	40,000	30,000
		Dividend (Bonus Share)	Nil	Nil	113,480	41,266	53,825	N/A
		Cash Dividend	Nil	Nil	Nil	204,264	Nil	N/A
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A
		Received by the Issuer						
		Fund received against bonus share issue	Nil	Nil	Nil	Nil	Nil	N/A
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A
	Received by the Director							
Majibur Rahman Majumder	Ex-Director	Board Meeting Attendant Fee	8,000	16,000	Nil	Nil	Nil	N/A
		Dividend (Bonus Share)	Nil	28,370	Nil	Nil	Nil	N/A
		Cash Dividend	Nil	51,066	Nil	Nil	Nil	N/A
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A
		Received by the Issuer						
		Fund received against bonus share issue	Nil	Nil	Nil	Nil	Nil	N/A
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A

Md. Asheek Bhiyan	Sponsor	Received by the Sponsor & Director					
		Board Meeting Attendant Fee	Nil	Nil	Nil	Nil	Nil
		Dividend (Bonus Share)	Nil	7,043	28,171	10,244	318
		Cash Dividend	Nil	Nil	12,677	50,706	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil
		Received by the Issuer					
		Fund received against bonus share issue	Nil	Nil	Nil	Nil	Nil
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil
Syed Ahsanul Huq	Sponsor	Received by the Sponsor & Director					
		Board Meeting Attendant Fee	Nil	Nil	Nil	Nil	Nil
		Dividend (Bonus Share)	Nil	Nil	39,569	14,389	18,768
		Cash Dividend	Nil	Nil	Nil	Nil	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil
		Received by the Issuer					
		Fund received against bonus share issue	Nil	Nil	Nil	Nil	Nil
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil
Mrs. Mehjabeen Murshed	Sponsor	Received by the Director					
		Board Meeting Attendant Fee	Nil	Nil	Nil	Nil	Nil
		Dividend (Bonus Share)	Nil	Nil	Nil	Nil	Nil

		Cash Dividend	Nil	Nil	Nil	Nil	Nil	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
		Received by the Issuer						
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
Mr. Md. Ayub Khan	Sponsor	Received by the Director						
		Board Meeting Attendant Fee	Nil	Nil	Nil	Nil	Nil	Nil
		Dividend (Bonus Share)	Nil	Nil	Nil	Nil	Nil	Nil
		Cash Dividend	Nil	Nil	Nil	Nil	Nil	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
		Received by the Issuer						
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
Mr. Sabbir Chowdhury	Sponsor	Received by the Director						
		Board Meeting Attendant Fee	Nil	Nil	Nil	Nil	Nil	Nil
		Dividend (Bonus Share)	Nil	Nil	Nil	Nil	Nil	Nil
		Cash Dividend	Nil	Nil	Nil	Nil	Nil	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
		Received by the Issuer						
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
Mr. Md. Aminuzzaman Bhuiyan (Ex- Director, changes in directorship on 12-03-19)	Sponsor & Shareholder	Received by the Sponsor & Director						
		Board Meeting Attendant Fee	Nil	24,000	34,000	30,000	40,000	30,000

		Dividend (Bonus Share)	315 Ordinary share	100 Ordinary share	142,586 Ordinary share	51,849 Ordinary share	80,673 Ordinary share	Nil
		Cash Dividend	945	Nil	900	900	Nil	N/A
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A
		Received by the Issuer						
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A
Jahangir Alam	Director	Received by the Director						
		Board Meeting Attendant Fee	40,000	48,000	Nil	Nil	Nil	Nil
		Dividend (Bonus Share)	198,257 Ordinary share	62,993 Ordinary share	Nil	Nil	Nil	N/A
		Cash Dividend	594,770	Nil	Nil	Nil	Nil	N/A
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A
		Received by the Issuer						
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A
Mr. Murshed Murad Ibrahim	Ex-Director (He joined the Company on	Received by the Director						
		Board Meeting Attendant Fee	40,000	Nil	Nil	10,000	40,000	30,000
		Dividend (Bonus Share)	111,550 Ordinary Share	N/A	1,01453	36,892 Ordinary share	48,120 Ordinary share	Nil

	14-Agu-04 & gift 32,020 nos. share to his son Mr. Maher Sikender on 23-May-17) He also sold his remaining shares to Ms. Nasrin Sultana.	Cash Dividend	334,650	Nil	Nil	Nil	Nil	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	
		Received by the Issuer						
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	
Mr. Maher Sikender	Director							
	(Newly appointed as Director on 22-July-20)							
	Ex-Director							
	Ex- Director	Received by the Director						
		Board Meeting Attendant Fee	Nil	16,000	34,000	15,000	Nil	Nil
		Dividend (Bonus Share)	Nil	Nil	101,263 Ordinary share	36,823 Ordinary share	48,030 Ordinary share	N/A
		Cash Dividend	Nil	Nil	Nil	Nil	Nil	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	
		Received by the Issuer						
		Fund received against bonus share issue	Nil	Nil	Nil	Nil	Nil	N/A
		Fund received against Additional Ordinary Share						

Ms. Nasrin Sultana	Director	Received by the Director					
		Board Meeting Attendant Fee	32,000	24,000	Nil	Nil	N/A
		Dividend (Bonus Share)	159,639 Ordinary share	50,679 Ordinary share	Nil	Nil	Nil
		Cash Dividend	478,917	Nil	91,222	364,889	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil
		Received by the Issuer					
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil
Mohammed Hasmot Ali	Director	Received by the Director					
		Board Meeting Attendant Fee	48,000	72,000	34,000	30,000	40,000
		Dividen (Bonus Share)	252,533 Ordinary share	80,169 Ordinary share	320,677 Ordinary share	116,610 Ordinary share	152,100 Ordinary share
		Cash Dividend	757,600	Nil	144,305	577,219	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil
		Received by the Issuer					
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil
Mr. Md. Azizur Rahman	Director	Received by the Director					
		Board Meeting Attendant Fee	56,000	64,000	34,000	25,000	40,000
		Dividend (Bonus Share)	510,188 ordinary share	161,965 ordinary share	717,857 ordinary share	261,039 ordinary share	327,442 ordinary share
		Cash Dividend	1,530,564	Nil	165,536	1,292,143	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil
		Received by the Issuer					
		Fund received against bonus share issue	Nil	Nil	Nil	Nil	Nil
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil

Mosaddak Ali	Ex-Director(Changes in Directorship on 27-Aug-19)	Received by the Director					
		Board Meeting Attendant Fee	Nil	48,000	34,000	20,000	15,000
		Dividend (Bonus Share)	401,755 Ordinary share	127,541 Ordinary share	510,165 Ordinary share	185,514 Ordinary share	241,975 Ordinary share
		Cash Dividend	1,205,264	Nil	229,575	918,295	Nil
Al –Haj Nuruddin Ahmed	Director (Joined as Director on 27 Aug-2019) (He was share holder since 10 May 12 to 26 Aug 19))	Board Meeting Attendant Fee	48,000	24,000	Nil	Nil	Nil
		Dividend (Bonus Share)	159,998 Ordinary share	50,793 Ordinary share	203,171 Ordinary share	73,880 Ordinary share	96,366 Ordinary share
		Cash Dividend	479,993	Nil	91,427	365,708	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil
		Received by the Issuer					
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil
Mashfiqur Rahman	Director	Received by the Director					
		Board Meeting Attendant Fee	32,000	40,000	34,000	30,000	25,000
		Dividend (Bonus Share)	189,400 Ordinary share	60,127 Ordinary share	240,508 Ordinary share	87,458 Ordinary share	114,075 Ordinary share
		Cash Dividend	568,201	Nil	108,229	432,914	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil
		Received by the Issuer					

		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
Received by the Director								
Mr. Lutfor Rahman	Ex-Director	Board Meeting Attendant Fee	Nil	Nil	Nil	Nil	Nil	10,000
		Dividend (Bonus Share)	Nil	Nil	Nil	Nil	Nil	
		Cash Dividend	Nil	Nil	Nil	Nil	Nil	
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	
Received by the Issuer								
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
Received by the Director								
Mrs. Shoma Alam Rahman	Ex-Director	Board Meeting Attendant Fee	16,000	64,000	34,000	215,000	40,000	Nil
		Dividend (Bonus Share)	264,014 Ordinary share	83,814 Ordinary share	335,256 Ordinary share	121,911 Ordinary share	159,015 Ordinary share	N/A
		Cash Dividend	792,043	Nil	150,865	603,461	Nil	N/A
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A
Received by the Issuer								
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	A/A
Received by the Director								
Farid Ahmed Chowdhury	Ex-Director(Changes in Directorship on 27-Feb-18) Sold his	Board Meeting Attendant Fee	Nil	Nil	5,000	15,000	40,000	25,000
		Dividend (Bonus Share)	7,740 Ordinary share	2,457 Ordinary share	9,828 Ordinary share	39,312 Ordinary share	51,276 Ordinary share	Nil

	Directorship to to Mrs. Bibi Wazeda	Cash Dividend	23,219	Nil	4,423	17,690	Nil	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A
Mrs. Bibi Wazeda	Director	Received by the Director						
		Board Meeting Attendant Fee	40,000	64,000	29,000	Nil	Nil	Nil
		Dividend (Bonus Share)	150,011 Ordinary share	47,623 Ordinary share	190,490 Ordinary share	Nil	Nil	N/A
		Cash Dividend	450,032	Nil	85,721	342,882	Nil	N/A
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A
		Received by the Issuer						
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A
		Received by the Director						
Mr. Ferdous Khan Alamgir	(Ex-Director) He Gift his entire sharesnos. (830,156 to his Son Mr. Junayed Khan Asfar on 13- Feb-20	Board Meeting Attendant Fee	8,000	56,000	26,000	30,000	40,000	20,000
		Dividend (Bonus Share)	Nil	39,531 Ordinary share	15,825 Ordinary share	57,500 Ordinary share	75,000 Ordinary share	Nil
		Cash Dividend	Nil	Nil	71,156	284,625	Nil	N/A

		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	
		Received by the Issuer						
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
		Received by the Director						
Mr. Junayad Khan Asfar	Director (Newly appointed on 13 February 2020)	Board Meeting Attendant Fee	24,000	Nil	Nil	Nil	Nil	Nil
		Dividend (Bonus Share)	124,523 Ordinary Share	Nil	Nil	Nil	Nil	
		Cash Dividend	373,570	Nil	Nil	Nil	Nil	N/A
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	
		Received by the Issuer						
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
Mr. Aziz Ahmed		Received by the Director						
		Board Meeting Attendant Fee	Nil	Nil	Nil	Nil	Nil	25,000
		Dividend (Bonus Share)	Nil	Nil	Nil	Nil	Nil	Nil
		Cash Dividend						
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	Nil
		Received by the Issuer						
		Fund received against Additional Ordinary Share						

		Received by the Director					
		Board Meeting Attendant Fee	Nil	Nil	Nil	Nil	Nil
		Dividend (Bonus Share)	Nil	Nil	Nil	Nil	Nil
		Cash Dividend	Nil	Nil	Nil	Nil	Nil
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil
		Received by the Issuer					
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil
		Board Meeting Attendant Fee	24,000	NIL	Nil	Nil	N/A
		Dividend (Bonus Share)	NIL	NIL	Nil	Nil	N/A
		Cash Dividend	NIL	Nil	Nil	Nil	N/A
		Additional Ordinary Share	Nil	Nil	Nil	Nil	N/A
		Received by the Issuer					
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	
Anjan Mazumder	Director (Newly appointed on 11 April,2021)	Received by the Director					
		Board Meeting Attendant Fee	32,000	NIL	Nil	Nil	N/A
		Dividend (Bonus Share)	NIL	NIL	Nil	Nil	N/A
		Cash Dividend	NIL	Nil	Nil	Nil	N/A
		Additional Ordinary Share	Nil	Nil	Nil	Nil	N/A
		Received by the Issuer					
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	
Mr. Sayed Alamgir Farrouk Chowdhury	Independent Director	Received by the Director					
		Board Meeting Attendant Fee	32,000	NIL	Nil	Nil	N/A
		Dividend (Bonus Share)	NIL	NIL	Nil	Nil	N/A
		Cash Dividend	NIL	Nil	Nil	Nil	N/A
		Additional Ordinary Share	Nil	Nil	Nil	Nil	N/A
		Received by the Issuer					
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	

		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	
M.U.A.Quader	Independent Director	Received by the Director						
		Board Meeting Attendant Fee	40,000	NIL	Nil	Nil	Nil	N/A
		Dividend (Bonus Share)	NIL	NIL	NIL	Nil	Nil	N/A
		Cash Dividend	NIL	Nil	NIL	Nil	Nil	N/A
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A
		Received by the Issuer						
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A
Mohammad Faiz	Independent Director	Received by the Director						
		Board Meeting Attendant Fee	24,000	NIL	Nil	Nil	Nil	N/A
		Dividend (Bonus Share)	NIL	NIL	NIL	Nil	Nil	N/A
		Cash Dividend	NIL	Nil	NIL	Nil	Nil	N/A
		Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A
		Received by the Issuer						
		Fund received against Additional Ordinary Share	Nil	Nil	Nil	Nil	Nil	N/A

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

The Company did not acquire or have planned to acquire any asset from its directors and subscribers to the memorandum.

Section XIII

Ownership of the Company's Securities

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

Category	Sl	Name	Position	No of Share	Percentage (%)		BO-Account Number	Address
					Pre IPO	Post IPO		
Sponsor and/or Director	1	Mr. Mozaffar Hossain Paltu	Sponsor & Chairman	23,41,918	8.06%	4.84%	1202880069510977	Eastern Baily, 146, New Baily Road, Flat # 604, Dhaka
	2	Mr. Belayet Hossain	Sponsor & Director	21,78,102	7.50%	4.50%	1202010039947541	Sabbir Court (2 nd Floor), 6, DIT Avenue, Dhaka.
	3	Mr. Md. Shajahan	Sponsor & Director	10,63,577	3.66%	2.20%	1202390069626651	Finley House (Ground Floor), 11, Agrabad C/A, Chittagong.
	4	Prof. M.M. Kamaluddin Chowdhury	Sponsor & Director	9,72,902	3.35%	2.01%	1202390003953124	Clifton Group, 4, Jubilee Road (2 nd Floor), Jilbon Bima Bhaban,
Total (a)				65,56,499	22.58%	13.55%		
Director	5	Mr. Mohammed Hasmot Ali	Director	19,36,089	6.67%	4.00%	1204120028813157	797/2, South Shahjahanpur, Dhaka.
	6	Mr. Md. Azizur Rahman	Director	37,11,441	12.78%	7.67%	1301030013430517	As Salam tower .57 Agrabad C/A (8 th Floor), Chattogram.
	7	Mr. Junayed Khan Asfar	Director	10,54,679	3.63%	2.18%	1203330069574216	Sekeander Plaza (5 th Floor), 815, CDA Avenue, Dampara, Chattogram.
	8	Alhaj Nur Uddin Ahmed	Director	12,26,648	4.22%	2.53%	1204120068884678	797/1, South Shahjahanpur, Dhaka.
	9	Barrister Mashfiqur Rahman	Director	14,52,068	5.00%	3.00%	12048900049273631	Mostafa Centre, 1102/A, Agrabad C/A. Chattogram.
	10	Mr. Mohammad Mubashair Rahman	Director	10,00,000	3.44%	2.07%	1202700073762043	Lotas Kamal Tower-2, Level-11, Plot # 59.61, Gulshan-1, Dhaka.
	11	Mrs. Bibi Wazeda	Director	12,15,350	4.18%	2.51%	1205200068894675	As Salam tower .57 Agrabad C/A (8 th Floor), Chattogram.
	12	Mr. Jahangir Alam	Director	15,19,969	5.23%	3.14%	1301030040968320	As Salam tower .57 Agrabad C/A (8 th Floor), Chattogram.
	13	Ms. Nasrin Sultana	Director	12,23,899	4.21%	2.53%	1202880073707987	Sabbir Court (2 nd Floor), 6, DIT Avenue, Dhaka.
	14	Mr. Anjan Mozumder	Director	10,55,217	3.63%	2.18%	1204180073252709	As Salam tower .57 Agrabad C/A (8 th Floor), Chattogram.
Total (b)				1,53,95,360	53.01%	31.81%		
Shareholder	15	Ms. Moontaha Kishwar	Shareholder	5,741	0.02%	0.01%	1204700012737486	1431 Hill View Society, Arefin Lane, East Nasirabad, Chattogram
	16	Ms. Tasnim Kishwar	Shareholder	44,002	0.15%	0.09%	1204700064420813	1431 Hill View Society, Arefin Lane, East Nasirabad, Chattogram
	17	Dr. Ayesha Akter	Shareholder	2,19,095	0.75%	0.45%	1202390069623773	Finley House (Ground Floor), 11, Agrabad C/A, Chittagong.
	18	Mr. Mahfuzur Rahman	Shareholder	2,19,095	0.75%	0.45%	1202390069625127	Finley House (Ground Floor), 11, Agrabad C/A, Chittagong.
	19	Mr. Mahabubur Rahman	Shareholder	2,19,095	0.75%	0.45%	1202390063433242	Finley House (Ground Floor), 11, Agrabad C/A, Chittagong.
	20	Mrs. Meherunnessa	Shareholder	4,47,992	1.54%	0.93%	1202390040352466	Sekeander Plaza (5 th Floor), 815, CDA Avenue, Dampara, Chattogram.
	21	Mr. Md. Ashfaq Uddin Ahmed	Shareholder	8,55,808	2.95%	1.77%	1204120032722204	797/3, South Shahjahanpur, Dhaka.
	22	Mrs. Shoma Alam Rahman	Shareholder	6,05,930	2.09%	1.25%	1202700000070317	Lotas Kamal Tower-2, Level-11, Plot # 59.61, Gulshan-1, Dhaka.
	23	Mrs. Nurun Nahar Begum	Shareholder	2,00,000	0.69%	0.41%	1202390069625962	Finley House (Ground Floor), 11, Agrabad C/A, Chittagong.
	24	Mrs. Nazneen Karim	Shareholder	2,00,000	0.69%	0.41%	1202390045538069	Finley House (Ground Floor), 11, Agrabad C/A, Chittagong.
	25	Mr. Mohammad Lutfur Rahman	Shareholder	4,18,180	1.44%	0.86%	1202700000070293	Lotas Kamal Tower-2, Level-11, Plot # 59.61, Gulshan-1, Dhaka.
	26	Alhaj Mohammad Mosaddak Ali	Shareholder	30,80,120	10.61%	6.36%	1204120006520577	House-68, Road-5, DOHS, Banani, Dhaka.
	27	Mr. Md Aminuzzaman Bhuiyan	Sponsor & Shareholder	2,415	0.01%	0.00%	1204950003883529	16 K.B Fazlul Kader Road, Chattogram.
	28	Mr. Kafil Uddin	Sponsor & Shareholder	5,72,024	1.97%	1.18%	1301030004013978	Mostafa Centre, 1102/A, Agrabad C/A. Chattogram.
Total (c)				70,89,497	24.41%	14.65%		
Grand Total (a) + (b) + (c)				2,90,41,356	100.00%	60.00%		

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

Name and Address	Age (year s)	Exp. (year s)	BO ID	TIN	No. of shares held (Pre-IPO)		Position held in other company	
					Shares	%		
Mr. Mozaffar Hossain Paltu Classic Point, Flat no-1, Road no: 118/1 Shantinagar, Dhaka.	78	45	12028800695109 77	1587224399 12	2,341,918	8.06%	Goodman Pharmaceuticals Ltd	Chairman
							Daily Provat (Editor)	Editor
Mr. Belayet Hossain House No. 23/A, Road No. 5, Dhanmondi R/A, Dhaka.	59	35	12020100399475 41	5414591562 45	2,178,102	7.50%	Moonstar Group	Managing Director
Mr. Md. Shajahan House No. 150, Road No. 1/A, C.D.A, Chottogram.	71	41	12023900696266 51	4591308497 12	1,063,577	3.66%	Sohel Securities Ltd.	Managing Director
Prof. M.M. Kamaluddin Chowdhury NILANJAN, 1257, Sarson Road, Chottogram	80	45	12023900039531 24	1247165565 24	972,902	3.35%	Clifton Group	Chairman
Mr. Mohammed Hasmot Ali 797/2, South Shahjahanpur, Dhaka	65	38	12041200288131 57	2248776738 50	1,936,089	6.67%	NTV	Director
Mr. Md. Azizur Rahman House # 999, Chotopool, Bandar, Chottogram.	48	25	13010300134305 17	6392167482 12	3,711,441	12.78%	Samata Shipping Lines	Managing Director
Mr. Junayad Khan Asfar 815 CDA Avenue, Dampara, Chattogram	18	1	12033300695742 16	3888106994 65	1,054,679	3.63%	N/A	N/A
Alhaj Nur Uddin Ahmed 797/1, South Shahjahanpur, Dhaka	63	33	12041200688846 78	4629835582 74	1,226,648	4.22%	NTV	Director
Barrister Mashfiqur Rahman 1102/A, Agrabad C/A, Chottogram	34	10	12048900049273 631	3497794831 59	1,452,068	5.00%	Mostafa Group of Companies	Director

Mr.Mohammad Mubashair Rahman House-68, Road-05, Old DOHS, Banani, Dhaka,	24	-	12027000737620 43	7214512324 41	1,000,000	3.44%	-	-
Mrs. Bibi Wazeda House # 999, Chotopool, Bandar, Chottogram.	40	15	12052000688946 75	1833111147 23	1,215,350	4.18%	N/A	N/A
Mr. Jahangir Alam House # 999, Chotopool, Bandar, Chottogram.	35	17	13010300409683 20	5540753110 09	1,519,969	5.23%	N/A	N/A
Ms. Nasrin Sultana House No. 23/A, Road No. 5, Dhanmondi R/A, Dhaka.	30	5	12028800737079 87	5104885088 56	1,223,899	4.21%	N/A	N/A
Mr. Anjan Mazumder Hindu Para, South Bandar, 4376, Anowara, Chattogram	54	35	12041800732527 09	7357777411 12	1,055,217	3.63%	Uniocean shipping lines	Managing Director

(c) The average cost of acquisition of equity shares by the directors certified by the auditors

Certificate on average cost of acquisition of equity share by the Directors of Union Insurance Co. Ltd.

This is to certify that the average cost of acquisition of equity shares by the Directors as of 30 Sep, 2020 of Union Insurance Co. Ltd. have been allotted at face value in cash and the average cost of acquisition of equity by the directors is Tk. 10.00 each. Name-wise shareholding position, allotment date and consideration are given below:

(d)

Name	Position	Transfer / Allotment		Total Shareholding	Consid-eration	Cost per Share (Tk.)	Total Cost (Tk.)	Average Cost per Share (Tk.)
		Date	No of Shares					
Mr. Mozaffar Hossain Paltu	Chairman	24-Aug-00	250,000	2,341,918	Cash	10	2,500,000	10.00
		07-Sep-04	20,000		Cash	10	200,000	10.00
		11-Oct-10	200,000		Cash	10	2,000,000	10.00
		11-Oct-10	200,000		Cash	10	2,000,000	10.00
		27-Dec-11	134,000		Bonus	10	1,340,000	-
		10-May-12	(150,000)		Cash	10	(1,500,000)	10.00
		22-Dec-12	163,500		Bonus	10	1,635,000	-
		02-Jun-13	(37,500)		Cash	10	(375,000)	10.00
		25-Dec-13	234,000		Bonus	10	2,340,000	-
		06-Dec-14	304,200		Bonus	10	3,042,000	-
		29-Dec-16	197,730		Bonus	10	1,977,300	-
		14-Dec-17	151,593		Bonus	10	1,515,930	-
		19-Sep-18	416,881		Bonus	10	4,168,810	-
		24-Sep-19	104,220		Bonus	10	1,042,200	-
		24-Aug -20	328,294		Bonus	10	3,282,940	-
		11-Apr-21	(175,000)		Cash	10	(1,750,000)	-
Mr. Belayet Hossain	Director	24-Aug-00	420,000	2,178,102	Cash	10	4,200,000	10.00
		07-Sep-04	30,000		Cash	10	300,000	10.00
		27-Dec-11	90,000		Bonus	10	900,000	-
		22-Dec-12	135,000		Bonus	10	1,350,000	-
		25-Dec-13	202,500		Bonus	10	2,025,000	-
		06-Dec-14	263,250		Bonus	10	2,632,500	-
		29-Dec-16	171,113		Bonus	10	1,711,130	-
		14-Dec-17	131,186		Bonus	10	1,311,860	-
		19-Sep-18	360,762		Bonus	10	3,607,620	-
		24-Sep-19	90,191		Bonus	10	901,910	-
		24-Aug -20	284,100		Bonus	10	2,841,000	-
Mr. Md. Shajahan	Director	24-Aug-00	418,180	1,063,577	Cash	10	4,181,800	10.00
		07-Sep-04	20,000		Cash	10	200,000	10.00
		27-Dec-11	87,630		Bonus	10	876,300	-
		22-Dec-12	131,450		Bonus	10	1,314,500	-
		25-Dec-13	197,180		Bonus	10	1,971,800	-
		06-Dec-14	256,330		Bonus	10	2,563,300	-
		04-Nov-15	(10,000)		Cash	10	(100,000)	10.00
		04-Nov-15	(10,000)		Cash	10	(100,000)	10.00
		04-Nov-15	(10,000)		Cash	10	(100,000)	10.00
		29-Dec-16	162,115		Bonus	10	1,621,150	-
		14-Dec-17	124,289		Bonus	10	1,242,890	-
		19-Sep-18	341,793		Bonus	10	341,793	-
		24-Sep-19	85,448		Bonus	10	844,480	-
		24-Aug -20	269,162		Bonus	10	2,691,620	-
		24-Aug-20	(200,000)		Cash	10	(2,000,000)	10.00
		24-Aug-20	(200,000)		Cash	10	(2,000,000)	10.00
		24-Aug-20	(200,000)		Cash	10	(2,000,000)	10.00

		24-Aug-20	(200,000)		Cash	10	(2,000,000)	10.00
		24-Aug-20	(200,000)		Cash	10	(2,000,000)	10.00
Prof. M.M. Kamaluddin Chowdhury	Director	24-Aug-00	618,200	972,902	Cash	10	6,182,000	10.00
		07-Sep-04	20,000		Cash	10	200,000	10.00
		08-Nov-09	(150,000)		Cash	10	(1,500,000)	10.00
		11-Oct-10	(200,000)		Cash	10	(2,000,000)	10.00
		27-Dec-11	57,640		Bonus	10	576,400	-
		22-Dec-12	86,460		Bonus	10	864,600	-
		25-Dec-13	129,690		Bonus	10	1,296,900	-
		06-Dec-14	168,600		Bonus	10	1,686,000	-
		30-Dec-15	(312,700)		Cash	10	(3,127,000)	10.00
		29-Dec-16	62,684		Bonus	10	626,840	-
		14-Dec-17	48,057		Bonus	10	480,570	-
		19-Sep-18	132,158		Bonus	10	1,321,580	-
		24-Sep-19	33,039		Bonus	10	330,390	-
		24-Aug-20	104,074		Bonus	10	1,040,470	-
		11-Apr-21	175,000		Cash	10	1,750,000	-
Mr. Mohammed Hasmot Ali	Director	15-Nov-06	400,000	1,936,089	Cash	10	4,000,000	10.00
		27-Dec-11	80,000		Bonus	10	800,000	10.00
		22-Dec-12	120,000		Bonus	10	1,200,000	-
		25-Dec-13	180,000		Bonus	10	1,800,000	-
		06-Dec-14	234,000		Bonus	10	2,340,000	-
		29-Dec-16	152,100		Bonus	10	1,521,000	-
		14-Dec-17	116,610		Bonus	10	1,166,100	-
		19-Sep-18	320,677		Bonus	10	3,206,770	-
		24-Sep-19	80,169		Bonus	10	801,690	-
		24-Aug-20	252,533		Bonus	10	2,525,330	-
Nuruddin Ahmed	Director	10-May-12	150,000	1,226,648	Cash	10	1,500,000	10.00
		22-Dec-12	37,500		Bonus	10	375,000	-
		02-Jun-13	37,500		Cash	10	375,000	10.00
		25-Dec-13	67,500		Bonus	10	675,000	-
		06-Dec-14	87,750		Bonus	10	877,500	-
		02-Jun-16	262,190		Cash	10	2,621,900	10.00
		29-Dec-16	96,366		Bonus	10	963,660	-
		14-Dec-17	73,880		Bonus	10	738,800	-
		19-Sep-18	203,171		Bonus	10	2,031,710	-
		24-Sep-19	50,793		Bonus	10	507,930	-
Mr. Mashfiqur Rahman	Director	24-Aug-20	159,998	1,452,068	Bonus	10	1,599,980	-
		17-Nov-11	300,000		Cash	10	3,000,000	10.00
		27-Dec-11	60,000		Bonus	10	60,000	-
		22-Dec-12	90,000		Bonus	10	90,000	-
		25-Dec-13	135,000		Bonus	10	1,350,000	-
		06-Dec-14	175,500		Bonus	10	1,755,000	-
		29-Dec-16	114,075		Bonus	10	1,140,750	-
		14-Dec-17	87,458		Bonus	10	874,580	-
		19-Sep-18	240,508		Bonus	10	2,405,080	-
		24-Sep-19	60,127		Bonus	10	601,270	-
Mr. Md.Azizur Rahman	Director	24-Aug-20	189,400	3,711,441	Bonus	10	1,894,000	-
		19-May-15	108,750		Cash	10	1,087,500	10.00
		19-May-15	101,250		Cash	10	1,012,500	10.00
		30-Dec-15	629,120		Cash	10	6,291,200	10.00
		30-Dec-15	312,700		Cash	10	3,127,000	10.00
		30-Dec-15	262,190		Cash	10	2,621,900	-
		30-Dec-15	140,000		Cash	10	1,400,000	10.00
		30-Dec-15	120,000		Cash	10	1,200,000	10.00
		25-Jan-16	336,140		Cash	10	3,361,400	10.00
		25-Jan-16	104,000		Cash	10	1,040,000	10.00
		16-Oct-16	68,800		Cash	10	688,000	10.00

		29-Dec-16	327,442		Bonus	10	3,274,420	-
		26-Oct-17	100,000		Cash	10	1,000,000	10.00
		14-Dec-17	261,039		Bonus	10	2,610,390	-
		19-Sep-18	717,857		Bonus	10	7,178,570	-
		19-Sep-18	(350,000)		Cash	10	(3,500,000)	10.00
		24-Sep-19	161,965		Bonus	10	1,619,650	-
		24-Aug-20	510,188		Bonus	10	5,101,880	-
		11-Apr-21	(200,000)		Cash	10	(2,000,000)	-
Mrs. Bibi Wazeda	Director	27-Feb-18	393,116	1,215,350	Cash	10	393,1160	10.00
		27-Feb-18	39,293		Cash	10	39,2930	10.00
		27-Feb-18	38,025		Cash	10	38,0250	10.00
		27-Feb-18	291,525		Cash	10	291,5250	10.00
		19-Sep-18	190,490		Bonus	10	190,4900	-
		24-Sep-19	47,623		Bonus	10	47,6230	-
		24-Aug-20	150,011		Bonus	10	150,0110	-
		24-Nov-20	59,337		Cash	10	593,370	
		24-Nov-20	5,930		Cash	10	59,300	
Mr. Jahangir Alam	Director	19-Sep-18	158,277	1,519,969	Cash	10	1,582,770	10.00
		19-Sep-18	350,000		Cash	10	3,500,000	10.00
		19-Sep-18	39,569		Cash	10	395,690	10.00
		12-Mar-19	710,928		Cash	10	7,109,280	10.00
		24-Sep-19	62,938		Bonus	10	629,380	-
		24-Aug-20	198,257		Bonus	10	1,982,570	-
Mr. Mohammad Mubashair Rahman	Director	17-Feb-21	1,000,000	1,000,000	Gift	10	-	10.00
Ms. Nasrin Sultana	Director	06-May-19	1,013,581	1,223,899	Cash	10	10,135,810	10.00
		24-Sep-19	50,679		Bonus	10	506,790	-
		24-Aug-20	159,639		Bonus	10	159,390	-
Mr. Junayad Khan Asfar	Director	13-Feb-20	830,156	1,054,679	Cash	10	8,301,560	10.00
		24-Aug-20	124,523		Bonus	10	1,245,230	-
		11-Apr-21	100,000		Gift	10	-	10.00
Mr. Anjan Mazumder	Director	11-Apr-21	855,217	1,055,217	Cash	10	5,882,170	10
		11-Apr-21	200,000		Cash	10	2,000,000	10.00

The Company changed the face value of its ordinary share from Tk. 100 to Tk. 10 on 04 June, 2012 following special resolutions passed in the 2nd Extra Ordinary General Meeting held on 27 December, 2011 and necessary amendments in the capital clause of the Memorandum of Association and Articles of Association were made accordingly.

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

Sd/-

Fames & R

Chartered Accountants

Date : June 2, 2021

d) A detail description of capital built up in respect of shareholding (name-wise) of the Issuer's sponsors.

							% of the total capital		
Date of allotment/ transfer of fully paid-up shares	Consideration	Nature of issue	No. of equity shares	Face value (BDT)	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares	Pre-issue	Post-issue	Sources of fund
(i) Mr. Mozaffar Hosaain Paltu, Chairman									
24-Aug-00	Cash	Ordinary	250,000	10	10	2,341,918	8.06%	4.84%	Own source
07-Sep-04	Cash	Ordinary	20,000	10	10				
11-Oct-10	Cash	Ordinary	200,000	10	10				
11-Oct-10	Cash	Ordinary	200,000	10	10				
27-Dec-11	Bonus	Ordinary	134,000	10	10				Bonus
10-May-12	Cash	Ordinary	(150,000)	10	10				Cash
22-Dec-12	Bonus	Ordinary	163,500	10	10				Bonus
02-Jun-13	Cash	Ordinary	(37,500)	10	10				Cash
25-Dec-13	Bonus	Ordinary	234,000	10	10				Bonus
06-Dec-14	Bonus	Ordinary	304,200	10	10				
29-Dec-16	Bonus	Ordinary	197,730	10	10				
14-Dec-17	Bonus	Ordinary	151,593	10	10				
19-Sep-18	Bonus	Ordinary	416,881	10	10				
24-Sep-19	Bonus	Ordinary	104,220	10	10				
24-Aug -20	Bonus	Ordinary	328,294	10	10				
11-Apr-21	Cash	Ordinary	(175,000)	10	10				
(ii) Mr. Mohammad Golam Kibria, Sponsor									
24-Aug-00	Cash	Ordinary	330,000	10	10	0	0.00%	0.00%	Own source
07-Sep-04	Cash	Ordinary	(30,000)	10	10				
07-Sep-04	Cash	Ordinary	(30,000)	10	10				
07-Sep-04	Cash	Ordinary	(30,000)	10	10				
07-Sep-04	Cash	Ordinary	(20,000)	10	10				
07-Sep-04	Cash	Ordinary	(20,000)	10	10				
07-Sep-04	Cash	Ordinary	(20,000)	10	10				
07-Sep-04	Cash	Ordinary	(20,000)	10	10				
07-Sep-04	Cash	Ordinary	(20,000)	10	10				
07-Sep-04	Cash	Ordinary	(30,000)	10	10				
07-Sep-04	Cash	Ordinary	(30,000)	10	10				
07-Sep-04	Cash	Ordinary	(80,000)	10	10				
(iii) Mr. Md. Belayet Hossain, Director									
24-Aug-00	Cash	Ordinary	420,000	10	10	2,178,102	7.50%	4.50%	Own source
07-Sep-04	Cash	Ordinary	30,000	10	10				Bonus
27-Dec-11	Bonus	Ordinary	90,000	10	10				
22-Dec-12	Bonus	Ordinary	135,000	10	10				
22-Dec-13	Bonus	Ordinary	202,500	10	10				
06-Dec-14	Bonus	Ordinary	263,250	10	10				
29-Dec-16	Bonus	Ordinary	171,113	10	10				

14-Dec-17	Bonus	Ordinary	131,186	10	10							
19-Sep-18	Bonus	Ordinary	360,762	10	10							
24-Sep-19	Bonus	Ordinary	90,191	10	10							
24-Aug-20	Bonus	Ordinary	284,100	10	10							
(iv) Mr.Md. Asheek Bhuiyan, Sponsor												
24-Aug-00	Cash	Ordinary	418,180	10	10	0	0.00%	0.00%	Own source			
07-Sep-04	Cash	Ordinary	30,000	10	10							
15-Nov-06	Cash	Ordinary	(400,000)	10	10							
27-Dec-11	Bonus	Ordinary	9,630	10	10							
22-Dec-12	Bonus	Ordinary	14,450	10	10				Bonus			
22-Dec-13	Bonus	Ordinary	21,680	10	10							
06-Dec-14	Bonus	Ordinary	28,180	10	10							
30-Dec-15	Cash	Ordinary	(120,000)	10	10							
29-Dec-16	Bonus	Ordinary	318	10	10				Cash			
08-Aug-17	Cash	Ordinary	100,000	10	10				Bonus			
14-Dec-17	Bonus	Ordinary	10,244	10	10				Gift			
19-Sep-18	Bonus	Ordinary	28,178	10	10							
24-Sep-19	Bonus	Ordinary	7,043	10	10							
22-July-20	Cash	Ordinary	(147,896)	10	10				Bonus			
						Cash						
(v) Mr. Syed Ahsanul Hqu, Sponsor												
24-Aug-00	Cash	Ordinary	418,180	10	10	0	0.00%	0.00%	Own source			
19-Nov-06	Cash	Ordinary	(148,180)	10	10				Cash			
27-Dec-11	Cash	Ordinary	54,000	10	10				Own Source			
30-Sep-12	Cash	Ordinary	(54,000)	10	10				Cash			
22-Dec-12	Bonus	Ordinary	67,500	10	10				Bonus			
25-Dec-13	Bonus	Ordinary	101,250	10	10							
06-Dec-14	Bonus	Ordinary	131,620	10	10							
19-May-15	Cash	Ordinary	(104,000)	10	10				Cash			
19-May-15	Cash	Ordinary	(101,250)	10	10							
19-May-15	Cash	Ordinary	(100,000)	10	10							
30-Dec-15	Cash	Ordinary	(140,000)	10	10							
29-Dec-16	Bonus	Ordinary	18,768	10	10				Bonus			
14-Dec-17	Bonus	Ordinary	14,389	10	10							
19-Sep-18	Bonus	Ordinary	39,569	10	10							
19-Sep-18	Cash	Ordinary	(158,277)	10	10				Cash			
19-Sep-18	Cash	Ordinary	(39,569)	10	10							
(vi) Mr. Shabbir Chowdhury, Sponsor												
24-Aug-00	Cash	Ordinary	418,180	10	10				0	0.00%	0.00%	Own source
19-Jun-06	Cash	Ordinary	(418,180)	10	10	Cash						
(vii) Mrs. Mahjabeen Murshed, Sponsor												
24-Aug-00	Cash	Ordinary	418,180	10	10	0	0.00%	0.00%	Own source			
14-Aug-04	Cash	Ordinary	(200,000)	10	10				Cash			
07-Sep-04	Cash	Ordinary	30000	10	10							
15-Nov-06	Cash	Ordinary	(248180)									
(viii) Prof. M.M. Kamaluddin Chowdhury												
24-Aug-00	Cash	Ordinary	618,200	10	10	972,902	3.35%	2.01%	Own source			
07-Sep-04	Cash	Ordinary	20,000	10	10				Cash			
28-Nov-09	Cash	Ordinary	(150,000)	10	10							
10-Oct-10	Cash	Ordinary	(200,000)	10	10							
27-Dec-11	Bonus	Ordinary	57,640	10	10					Bonus		

22-Dec-12	Bonus	Ordinary	86,460	10	10				
22-Dec-13	Bonus	Ordinary	129,690	10	10				
06-Dec-14	Bonus	Ordinary	168,600	10	10				
30-Dec-15	Cash	Ordinary	(312,700)	10	10				
29-Dec-16	Bonus	Ordinary	62,684	10	10				
14-Dec-17	Bonus	Ordinary	48,057	10	10				
19-Sep-18	Bonus	Ordinary	132,158	10	10				
24-Sep-19	Bonus	Ordinary	33,039	10	10				
24-Aug-20	Bonus	Ordinary	104,074	10	10				
11-Apr-21	Cash	Ordinary	175,000	10	10				
(ix) Mr. Md. Ayub Khan, Sponsor									
24-Aug-00	Cash	Ordinary	418,180	10	10				Own Source
27-Aug-04	Cash	Ordinary	(52,270)	10	10	0	0.00%	0.00%	Gift
27-Aug-04	Cash	Ordinary	(104,560)	10	10				
27-Aug-04	Cash	Ordinary	(104,540)	10	10				
27-Aug-04	Cash	Ordinary	(104,540)	10	10				
27-Aug-04	Cash	Ordinary	(52,270)	10	10				
(x) Dr. Syed Serajul Huq, Sponsor									
24-Aug-00	Cash	Ordinary	418,180	10	10	0	0.00%	0.00%	Own Source
07-Sep-04	Cash	Ordinary	20,000	10	10				
15-Nov-06	Cash	Ordinary	(198,180)	10	10				Cash
08-Nov-09	Cash	Ordinary	(140,000)	10	10				Bonus
27-Dec-11	Bonus	Ordinary	20,000	10	10				Own Source
30-Sep-12	Cash	Ordinary	54,000	10	10				
22-Dec-12	Bonus	Ordinary	43,500	10	10				Bonus
25-Dec-13	Bonus	Ordinary	65,250	10	10				
06-Dec-14	Bonus	Ordinary	84,830	10	10				Cash
19-May-15	Cash	Ordinary	(108,750)	10	10				Gift
19-May-15	Cash	Ordinary	100,000	10	10				
29-Dec-16	Bonus	Ordinary	53,825	10	10				Bonus
14-Dec-17	Bonus	Ordinary	41,266	10	10				
14-Sep-18	Bonus	Ordinary	113,480	10	10				
27-Aug-19	Cash	Ordinary	(567,401)	10	10				Cash
(xi) Mr. Md Shajahan, Director									
24-Aug-00	Cash	Ordinary	418,180	10	10	1,063,577	3.66%	2.20%	Own Source
07-Sep-04	Cash	Ordinary	20,000	10	10				
27-Dec-11	Bonus	Ordinary	87,630	10	10				
22-Dec-12	Bonus	Ordinary	131,450	10	10				Bonus
25-Dec-13	Bonus	Ordinary	197,180	10	10				
06-Dec-14	Bonus	Ordinary	256,330	10	10				
04-Nov-15	Cash	Ordinary	(10,000)	10	10				
04-Nov-15	Cash	Ordinary	(10,000)	10	10				Gift
04-Nov-15	Cash	Ordinary	(10,000)	10	10				
29-Dec-16	Bonus	Ordinary	162,115	10	10				
14-Dec-17	Bonus	Ordinary	124,289	10	10				
19-Sep-18	Bonus	Ordinary	341,793	10	10				Bonus
24-Sep-19	Bonus	Ordinary	85,448	10	10				
24-Aug-20	Bonus	Ordinary	269,162	10	10				
24-Aug-20	Cash	Ordinary	(200,000)	10	10				
24-Aug-20	Cash	Ordinary	(200,000)	10	10				Gift
24-Aug-20	Cash	Ordinary	(200,000)	10	10				

24-Aug-20	Cash	Ordinary	(200,000)	10	10				
24-Aug-20	Cash	Ordinary	(200,000)	10	10				
(xii) Mr. Md. Aminuzzaman Bhuiyan, Sponsor & Shareholder									
24-Aug-00	Cash	Ordinary	618,180	10	10	2,415	0.01%	0.00%	Own source
07-Sep-04	Cash	Ordinary	30,000	10	10				
11-Oct-10	Cash	Ordinary	(200,000)	10	10				Cash
27-Dec-11	Bonus	Ordinary	89,640	10	10				Bonus
22-Dec-12	Bonus	Ordinary	134,460	10	10				
25-Dec-13	Bonus	Ordinary	201,680	10	10				
06-Dec-14	Bonus	Ordinary	262,190	10	10				Cash
25-Jan-16	Cash	Ordinary	(336,140)	10	10				
02-Jun-16	Cash	Ordinary	(262,190)	10	10				Bonus
29-Dec-16	Bonus	Ordinary	80,673	10	10				Gift
08-Aug-17	Cash	Ordinary	(100,000)	10	10				Bonus
14-Dec-17	Bonus	Ordinary	51,849	10	10				
19-Sep-18	Bonus	Ordinary	142,586	10	10				Cash
12-Mar-19	Cash	Ordinary	(710,928)	10	10				Bonus
24-Sep-19	Bonus	Ordinary	100	10	10				
24-Aug-20	Bonus	Ordinary	315	10	10				
(xiii) Mr.Farid Ahmed Chowdhury, Sponsor & Shareholder									
24-Aug-00	Cash	Ordinary	418,180	10	10	0	0.00%	0.00%	Own source
07-Sep-04	Cash	Ordinary	20,000	10	10				
17-Nov-11	Cash	Ordinary	(120,000)	10	10				Gift
17-Nov-11	Cash	Ordinary	(100,000)	10	10				
17-Nov-11	Cash	Ordinary	(100,000)	10	10				Bonus
27- Dec11	Bonus	Ordinary	23,640	10	10				Gift
30-Sep-12	Cash	Ordinary	20,000	10	10				Bonus
22-Dec-12	Bonus	Ordinary	40,450	10	10				
25-Dec-13	Bonus	Ordinary	60,680	10	10				
06-Dec-14	Bonus	Ordinary	78,890	10	10				Cash
29-Dec-16	Bonus	Ordinary	51,276	10	10				
14-Dec-17	Bonus	Ordinary	39,312	10	10				Bonus
27-Aug-18	Cash	Ordinary	(393,116)	10	10				
19-Sep-18	Bonus	Ordinary	9,828	10	10				
24-Aug-19	Bonus	Ordinary	2,457	10	10				
24-Aug-20	Bonus	Ordinary	7,740	10	10				
24-Nov-20	Cash	Ordinary	(59,337)						Cash
(xiv) Mr. Kafiluddin, Sponsor & Shareholder									
24-Aug-00	Cash	Ordinary	418,180	10	10	572,024	1.97%	1.18%	Own source
17-Nov-11	Cash	Ordinary	(300,000)	10	10				Gift
27-Dec-11	Bonus	Ordinary	23,640	10	10				Bonus
22-Dec-12	Bonus	Ordinary	35,450	10	10				
25-Dec-13	Bonus	Ordinary	53,180	10	10				
06-Dec-14	Bonus	Ordinary	69,140	10	10				
29-Dec-16	Bonus	Ordinary	44,938	10	10				
14-Dec-17	Bonus	Ordinary	34,453	10	10				
19-Sep-18	Bonus	Ordinary	94,745	10	10				
24-Sep-19	Bonus	Ordinary	23,686	10	10				
24-Aug-20	Bonus	Ordinary	74,612	10	10				

* The face value of shares was denominated from Tk. 100 per share to Tk. 10 per share vide special resolution passed on 27 December 2011 in the 2nd Extra Ordinary General Meeting by the shareholders of the Company and subsequently which was approved by the RJSC on 04th June 2012

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

No shares have been issued by the company at a price lower than the issue price.

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

Date of allotment/ transfer of fully paid-up shares	Nature of issue	No. of equity shares	Cumulative no. of equity shares	% of the total capital	
				Pre-issue	Post-issue
Mr. Mozaffar Hosaaïn Paltu,Chairman					
24-Aug-00	Ordinary	250,000	2,341,918	8.06%	4.84%
07-Sep-04	Ordinary	20,000			
11-Oct-10	Ordinary	200,000			
11-Oct-10	Ordinary	200,000			
27-Dec-11	Ordinary	134,000			
10-May-12	Ordinary	(150,000)			
22-Dec-12	Ordinary	163,500			
02-Jun-13	Ordinary	(37,500)			
25-Dec-13	Ordinary	234,000			
06-Dec-14	Ordinary	304,200			
29-Dec-16	Ordinary	197,730			
14-Dec-17	Ordinary	151,593			
19-Sep-18	Ordinary	416,881			
24-Sep-19	Ordinary	104,220			
24-Aug -20	Ordinary	328,294			
24-Aug-00	Ordinary	250,000			
11-Apr-21	Ordinary	(175,000)			
Mr. Md. Belayet Hossain,Director					
24-Aug-00	Ordinary	420,000	2,178,102	7.50%	4.50%
07-Sep-04	Ordinary	30,000			
27-Dec-11	Ordinary	90,000			
22-Dec-12	Ordinary	135,000			
22-Dec-13	Ordinary	202,500			
06-Dec-14	Ordinary	263,250			
29-Dec-16	Ordinary	171,113			
14-Dec-17	Ordinary	131,186			
19-Sep-18	Ordinary	360,762			
24-Sep-19	Ordinary	90,191			
24-Aug-20	Ordinary	284,100			
Mr. Mohammed Hasmot Ali,Director					
15-Nov-06	Ordinary	400,000	1,932,089	6.67%	4.00%
27-Dec-11	Ordinary	80,000			
22-Dec-12	Ordinary	120,000			
25-Dec-13	Ordinary	180,000			
06-Dec-14	Ordinary	234,000			
29-Dec-16	Ordinary	152,100			
14-Dec-17	Ordinary	116,610			
19-Sep-18	Ordinary	320,677			
24-Sep-19	Ordinary	80,169			
24-Aug-20	Ordinary	252,533			
Mr. Mashfiqur Rahman,Director					
17-Nov-11	Ordinary	300,000	1,452,068	5.00%	3.22%
27-Dec-11	Ordinary	60,000			
22-Dec-12	Ordinary	90,000			
25-Dec-13	Ordinary	135,000			
06-Dec-14	Ordinary	175,500			
29-Dec-16	Ordinary	114,075			
14-Dec-17	Ordinary	87,458			
19-Sep-18	Ordinary	240,508			
24-Sep-19	Ordinary	60,127			
24-Aug-20	Ordinary	189,400			
Mr. Md.Azizur Rahman,Director					
19-May-15	Ordinary	108,750	3,711,441	12.78%	7.67%
19-Mav-15	Ordinary	101,250			

30-Dec-15	Ordinary	629,120			
30-Dec-15	Ordinary	312,700			
30-Dec-15	Ordinary	262,190			
30-Dec-15	Ordinary	140,000			
30-Dec-15	Ordinary	120,000			
25-Jan-16	Ordinary	336,140			
25-Jan-16	Ordinary	104,000			
16-Oct-16	Ordinary	68,800			
29-Dec-16	Ordinary	327,442			
26-Oct-17	Ordinary	100,000			
14-Dec-17	Ordinary	261,039			
19-Sep-18	Ordinary	717,857			
19-Sep-18	Ordinary	(350,000)			
24-Sep-19	Ordinary	161,965			
24-Aug-20	Ordinary	510,188			
11-Apr-21	Ordinary	(200,000)			
Mr. Jahangir Alam, Director					
19-Sep-18	Ordinary	158,277	1,519,969	5.23%	3.37%
19-Sep-18	Ordinary	350,000			
19-Sep-18	Ordinary	39,569			
12-Mar-19	Ordinary	710,928			
24-Sep-19	Ordinary	62,938			
24-Aug-20	Ordinary	198,257			
Al. Haj. Mosaddak Ali,Shareholder					
08- Nov-09	Ordinary	150,000	3,080,120	10.61%	6.36%
08- Nov-09	Ordinary	140,000			
08- Nov-09	Ordinary	346,360			
27-Dec-11	Ordinary	127,270			
22-Dec-12	Ordinary	190,910			
25-Dec-13	Ordinary	286,360			
06-Dec-14	Ordinary	372,270			
29-Dec-16	Ordinary	241,975			
14-Dec-17	Ordinary	185,514			
19-Sep-18	Ordinary	510,165			
27-Sep-19	Ordinary	127,541			
24-Aug-20	Ordinary	401,755			

Section XIV Corporate Governance

(a) A disclosure to the effect that the Issuer has complied with therequirements of Corporate Governance Guidelines of the Commission

This is to declare that Union Insurance Co. Ltd. has been complied with the requirements of the applicable regulations of Corporate Governance Guidelines of Bangladesh Securities and Exchange Commission (BSEC) and accordingly constituted several committees under the board for good governance. A certificate of compliance from competent authority has been incorporated accordingly.

Sd/-

Talukder Md. Zakaria Hossain
Chief Executive Officer
Union Insurance Co. Ltd.

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

Report to the Shareholders
Of

Union Insurance Co. Ltd.

On Compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by **Union Insurance Co. Ltd.** for the year ended on 31ST December 2020. This Code relates to the Notification No. BSEC/CMRRCD/2006- 158/207/Admin/80 dated 03 June 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

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

Place- Dhaka
Dated- 19 December, 2020

Sd/-
(A.K. Abdul Matin, FCA)
A. Matin & Co.
Chartered Accountants

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

Corporate Governance Compliance Report

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

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	Board of Directors			
1(1)	Size of the Board of Directors: The total number of members of a Company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	√		
1(2)	Independent Directors			
1(2)(a)	At least one-fifth (1/5) of the total number of directors in the Company's Board shall be Independent Directors; any fraction shall be considered to the next integer or whole number for calculating number of Independent Director(s);			3 independent director appointed
1(2)(b)(i)	Who either does not hold any share in the Company or holds less than one percent (1%) shares of the total paid-up shares of the Company;	√		
1(2)(b)(ii)	Who is not a sponsor of the Company or is not connected with the Company's any sponsor or director or nominated director or shareholder of the Company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the Company on the basis of family relationship and his or her family also shall not hold above mentioned shares in the Company.	√		
1(2)(b)(iii)	Who has not been an executive of the Company in immediately preceding 2 (two) financial years;	√		
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the Company or its subsidiary or associated Companies;	√		
1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock Exchange.	√		
1(2)(b)(vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of Stock Exchange or an intermediary of the capital market;	√		
1(2)(b)(vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3(three) years of the concerned company's	√		

	statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;			
1(2)(b)(viii)	Who is not independent director in more than 5(five) listed companies;	√		
1(2)(b)(ix)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non- Bank financial Institution (NBFIL); and	√		
1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude;	√		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting(AGM);	√		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days; and	√		There was no such vacancy
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1(one) tenure only;	√		
1(3)	Qualification of Independent Director			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regularity requirements and corporate laws and can make meaningful contribution to the business;	√		
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up-capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association; or	√		
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid-up-capital of Tk. 100.00 million or of a listed company; or	√		
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5 th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law; or	√		
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	√		
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	√		

1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	√		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	√		N/A
1(4)	Duality of Chairpersons of the Board of Directors and Managing Director or Chief Executive Officer:			
1(4)(a)	The positions of the Chairpersons of the Board and the Managing Director (MD) and /or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	√		
1(4)(b)	The Managing Director (MD) and / or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	√		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	√		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and / or Chief Executive Officer;	√		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
1(5)	The Directors' Report to Shareholders			
1(5)(i)	An industry outlook and possible future developments in the industry;	√		
1(5)(ii)	The segment-wise or product-wise performance;	√		
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	√		
1(5)(iv)	A discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin, where applicable;	√		
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications(gain or loss);			The Company has no such gain/loss;
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	√		
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and / or any other instruments;			N/A
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for initial Public Offering(IPO), Repeat Public Offering(RPO), Rights Share Offer, Direct Listing, etc;			N/A
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;			N/A
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	√		
1(5)(xi)	A statement that the financial statements prepared	√		

	by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;			
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	√		
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	√		
1(5)(xiv)	A statement that International Accounting Standards(IAS) or International Financial Reporting Standards(IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	√		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	√		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	√		
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	√		No doubt regarding going concern issue.
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	√		
1(5)(xix)	A statement where key operating and financial data of at least preceding 5(five) years shall be summarized;	√		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;			N/A
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;			N/A
1(5)(xxii)	The total number of Board meeting held during the year and attendance by each director;	√		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares(along with name-wise details where stated below) held by:			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties(name-wise details);	√		
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children(name-wise details);	√		
1(5)(xxiii)(c)	Executives; and	√		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);			N/A
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information			

	to the shareholders:			
1(5)(xxiv)(a)	A brief resume of the director;	√		
1(5)(xxiv)(b)	Nature of his/her expertise in specific functional areas; and	√		
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board;	√		
1(5)(xxv)	A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements;	√		
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	√		
1(5)(xxv)(c)	Comparative analysis(including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	√		
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	√		
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe;	√		
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	√		
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	√		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A; and	√		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C.	√		
1(6)	Meetings of the Board of Directors			
	The company shall conduct its Board Meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	√		
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee(NRC) at condition No. 6,	√		

	for the Chairperson of the Board, other Board members and Chief Executive Officer of the Company;			
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest, compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	√		
2	Governance of Board of Directors of Subsidiary Company:			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	√		
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;	√		
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;	√		
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	√		
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	√		
3	Managing Director(MD) or Chief Executive Officer(CEO), Chief Financial Officer(CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary.-	√		
3(1)	Appointment			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer(CEO), a Company Secretary (CS), a Chief Financial Officer(CFO), and a Head of Internal Audit and Compliance(HIAC);	√		
3(1)(b)	The position of the managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer(CFO), and Head of Internal Audit and Compliance(HIAC) shall be filed by different individuals;	√		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	√		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	√		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	√		
3(2)	Requirement to attend Board of Directors' Meetings			

3(3)(a)(i)	these statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	√		
3(3)(a)(ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	√		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	√		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		
4	Board of Directors' Committee:			
	For ensuring good governance in the company, The Board shall have at least following sub – committees:			
4(i)	Audit Committee; and	√		
4(ii)	Nomination and Remuneration Committee.	√		
5	Audit Committee:			
5(1)	Responsibility to the Board of Directors			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	√		
5(1)(b)	The Audit committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	√		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	√		
5(2)	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least 3(three) members;	√		
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairpersons of the Board and shall include at least 1(one) independent director;	√		
5(2)(c)	All members of the audit committee should be “financially literate” and at least 1(one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	√		
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any committee member to be unable to hold office before expiration of the term of service, thus making the number of the committee members to be lower than the prescribed number of 3(three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1(one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit	√		

	Committee;			
5(2)(e)	The company secretary shall act as the secretary of the Committee;	√		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1(one) independent director.	√		
5(3)	Chairperson of Audit Committee			
5(3)(a)	The Board shall select 1(one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	√		
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting(AGM);	√		
5(4)	Meeting of the Audit Committee			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year;	√		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		
5(5)	Role of Audit Committee			
	The Audit Committee shall:			
5(5)(a)	Oversee the financial reporting process;	√		
5(5)(b)	Monitor choice of accounting policies and principles;	√		
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	√		
5(5)(d)	Oversee hiring and performance of external auditors;	√		
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		
5(5)(f)	Review along with the management, the annual financial statements before submission to the Board for approval;	√		
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	√		
5(5)(h)	Review the adequacy of internal audit function;	√		
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		
5(5)(j)	Review statement of all related party transactions submitted by the management;	√		
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by the statutory auditors;	√		
5(5)(l)	Oversee the determination of audit fees based on	√		

	scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and			
5(5)(m)	Oversee whether the proceeds raised through Internal Public Offering (IPO) or Repeat Public Offering(RPO) or Rights Share Offer have been utilized as per the purpose stated in relevant offer document or prospectus approved by the Commission.			N/A
5(6)	Reporting of the Audit Committee			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		
5(6)(a)(ii)(a)	Report on conflicts of interests;			Not Found
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;			Not Found
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and			Not Found
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			Not Found
5(6)(b)	Reporting to the Authorities			
	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonable ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period 6(six) months from the date of first reporting to the Board, whichever is earlier.	√		
5(7)	Reporting to the Shareholders and General Investors			
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	√		
6	Nomination and Remuneration Committee (NRC):			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	√		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	√		

6(1)(c)	The Terms of Reference (TOR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5) (b).	√		
6(2)	Constitution of NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	√		
6(2)(b)	All members of the Committee shall be non-executive directors;	√		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	√		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	√		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180(one hundred eighty) days of occurring such vacancy in the Committee;			N/A
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/ or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and / or member(s) of staff shall be required or valuable for the Committee;			N/A
6(2)(g)	The company secretary shall act as the secretary of the Committee;			
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	√		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	√		
6(3)	Chairperson of the NRC			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	√		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	√		
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders;	√		
6(4)	Meeting of NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	√		
6(4)(b)	The Chairperson of the NRC may convey any emergency meeting upon request by any member of the NRC;	√		
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under	√		

	condition No. 6(2) (h);			
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	√		
6(5)	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	√		
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:	√		
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	√		
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	√		
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	√		
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflection short and long-term performance objectives appropriate to the working of the company and its goal;	√		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	√		
6(5)(b)(iii)	Identification persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommended their appointment and removal to the Board;	√		
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	√		
6(5)(b)(v)	Identification the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	√		
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resource and training policies;	√		
6(5)(c)	The company shall disclose the nomination and remuneration police and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	√		
7	External or Statutory Auditors:			
7(1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:			
7(1)(i)	Appraisal or valuation service or fairness opinions;	√		
7(1)(ii)	Financial information systems design and implementation;	√		
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements;	√		

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

(c) Details relating to the Issuers’ audit committee and Nomination and Remuneration Committee (NRC): including the names of the committee, members and a summary of the terms of reference under which the committees operate.

Audit Committee

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

Sl	Name of committee member & position in the Company	Designation in the Committee
1	Mr. Mohammad Faiz, Independent Director	Chairman
2	Mr. Mozaffar Hossain Paltu, Chairman	Member
3	Mr. Mohammad Hasmot Ali, Vice-Chairman	Member
4	Mr. Junayad Khan Asfar, Director	Member
5	Talukder Md. Zakaria Hossain, Chief Executive Officer	Member

Terms of reference of Audit Committee

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

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

Sd/-

(Talukder Md. Zakaria Hossain)

Chief Executive Officer

Dated: December 29, 2020

Nomination and Remuneration Committee (NRC):

Nomination and Remuneration Committee: In accordance with the currently accepted Best Practice and Corporate Governance Guidelines adopted by Bangladesh Securities and Exchange Commission (BSEC), the Board appointed Nomination and Remuneration Committee comprises of the following Non-Executive and Independent Directors of the Company:

SI	Name of committee member & position in the Company	Designation in the Committee
1	Mr.M.U.A. Quaher, Independent Director	Chairman
2	Mr. Mozaffar Hossain Paltu, Chairman	Member
3	Alhaj Nur Uddin Ahmed, Director	Member
4	Prof. M.M. Kamaluddin Chowdhury, Director	Member
5	Talukder Md. Zakaria Hossain, Chief Executive Officer	Member

Summary of terms of reference

The Remuneration Committee shall be responsible for all elements of the wages/salary/remuneration of all the employees as well as of the Board of Directors and the chairman of the Company, including pension rights and compensation (i.e., damages) payments. Major responsibilities of the committee, among others, include:

- To determine the policy for the wages/salary ("the Policy") (including benefits, compensation and termination payments) of the employees and ensure that the Report is put to Chairman for approval;
- To determine the policy for the remuneration ("the Policy") (including benefits, compensation and termination payments) of the Chairman of the Board, officer, the Board of Directors of the Company and ensure that the Directors' Remuneration Report is put to shareholders for approval at the AGM;
- When setting the Policy for directors, review and have regard to pay and employment conditions across the Company or group, especially when determining annual salary increases;
- To be aware of and oversee any major changes in Policy or employee benefit structures throughout the Company or group;

Sd/-

(Talukder Md. Zakaria Hossain)

Chief Executive Officer

Dated: December 29, 2020

Section XV

Valuation Report of securities prepared by the Issue Manager

Valuation report of securities prepared by the Issue Manager

(Rules – 5, (B) (14), Annexure - E)

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

The valuation report of securities prepared and justified by the Issue Manager on the basis of the financial and all other information pertaining to the issue. The fair value is determined under different valuation methods referred in 5(B) (14) under clause no Annexure–E, of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015.

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

The Issue Manager considered the following qualitative and quantitative factors to prepare the valuation report:

Qualitative factors

The factors that differentiate Union Insurance Co. Ltd. from their competitors and enable them to compete successfully in the industry are as follows:

- ❖ Experienced Directors
- ❖ Professional management team
- ❖ Favorable government policies for insurance sector
- ❖ No debt liability
- ❖ No default history
- ❖ Consistent Profitability record
- ❖ Good reputation for claim settlement
- ❖ Operational efficiency

Quantitative factors

Figures shown in this prospectus are from audited financial statements of Union Insurance Co. Ltd. for the year ended on 30 September, 2020, 2019, 2018, 2017, 2016, 2015, as prepared in accordance with BAS and BFRS.

Note: Here we in 2020 we have considered 9 months.

Quantitative factors are as follows:

Net Asset Value (NAV) per share as on 30 September, 2020 has been considered.(9 months)

Earnings based value per share based on last 5 years, i.e., the year ended on 30 September 2020, 2019, 2018, 2017, 2016, 2015 weighted average net profit after tax has been considered.

Overall DSE P/E (Sector) as on January 01, 2021 is considered for determining Earning based value per share.

(c) While preparing the valuation report, the Issue Manager shall avoid exaggeration and biasness and shall exercise independence and due diligence

The Issue manager avoided exaggeration and biasness and exercised independence and due diligence in preparing valuation report

The valuation report of securities shall be prepared on the basis of the financial and all other information pertaining to the issue. The fair value is determined under different valuation methods referred in 5(B)(14) under clause no Annexure–E, of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015.

(d) The Issue Manager(s) shall, among others, consider the following methods for valuation of the securities

(i) Net asset value at historical or current costs

(ii) earning-based-value calculated on the basis of weighted average of net profit after tax for immediately preceding five years or such shorter period during which the Issuer was in commercial operation

(iii) projected earnings for the next three accounting year with rationales of the projection, if not in commercial operation

(iv) average market price per share of similar stocks for the last one year immediately prior to the offer for common stocks with reference and explanation of the similarities or in case of repeat public offering, market price per share of common stock of the Issuer for the aforesaid period.

The following table illustrates the calculation of fair value of Union Insurance Co. Ltd. under different methods:

Summary of Valuation Report of Securities

Methods followed		Amount
Method-1:	NAV per share (without Revaluation)	14.71
	NAV per share (with Revaluation)	16.02
Method-2:	Historical earning-based value per share	34.61
Method-3:	Average market price per share of similar stocks	36.10
Average Cost		25.36

Method-1 Net assets value per share	
SHAREHOLDER'S EQUITY (With revaluation)	AMOUNT
Share capital	290,413,560
Retained Earnings	41,941,017
Revaluation Reserve	38,190,788
Reserve for Exceptional Losses	94,740,480
Total Share Holder's Equity	465,285,844
No. of Shares Outstanding	29,041,356
NET TANGIBLE ASSETS VALUE PER SHARE	16.02
SHAREHOLDER'S EQUITY (Without revaluation)	AMOUNT
Share capital	290,413,560
Retained Earnings	41,941,017
Reserve for Exceptional Losses	94,740,480
Total Share Holder's Equity	427,095,056
No. of Shares Outstanding	29,041,356
NET TANGIBLE ASSETS VALUE PER SHARE	14.71

METHOD 2(i): EARNING-BASED-VALUE PER SHARE (Sector P/E)				
Year	No. of Share	Net Profit After Tax	Weighted Average No. of Share	Weighted Average Net profit after tax
2020	29,041,356	36,015,918	25.24%	9,089,088
2019	25,253,353	61,630,096	21.94%	13,524,488
2018	24,050,812	37,796,626	20.90%	7,899,356
2017	19,240,650	53,356,092	16.72%	8,920,983
2016	17,491,500	33,033,437	15.20%	5,020,995
Total	115,077,671	221,832,169	100.00%	44,454,910
Total Number of Share outstanding				29,041,356
EPS Based On Weighted Average Net Profit After Tax				1.53
Sector P/E on 1/01/2021				22.61
Historical Earning Based Value Per Share (WEPS X sector P/E)				34.61

Method-3 (Average market price per share of similar stocks)

We derived the average price from the trading prices of similar listed non -life insurance companies by taking into consideration the closing prices of those listed companies during the period from January 1, 2020 to 30 September, 2020.

Average market price of similar stock-based valuation

Month end close price						
Sl	Date	Paramount Insurance Company Limited	Global Insurance Company Limited	Continental Insurance Limited	Sonar Bangla Insurance Limited	Standard Insurance Limited
1	31-Jan-20	39.1	20.5	23.5	35.4	45.3
2	27-Feb-20	35.9	19.0	21.2	35.3	44.6
3	25-Mar-20	36.3	14.1	18.3	30.1	40
4	30-Apr-20	36.3	14.1	18.3	30.1	40
5	31-May-20	36.3	14.1	18.3	30.1	40
6	30-Jun-20	41.8	14.1	18.3	30.1	40
7	30-July-20	94.5	21.5	21.3	42.1	40
8	31-Aug-20	110.1	20.5	22.7	41.4	40
9	30-Sep-20	136.7	29.4	33.9	50.3	42.6
Average Price		63	18.6	21.7	36.1	41.3
Average Price of these 5 (five) Stocks						36.1
Source: DSE Monthly Review						

Average market price of similar stock-based valuation (Assumption)

The average month end close price of the peer Company from January 2020 to September 2020 is considered.

Explanation for consideration of peer companies:

a. Similar sector (Insurance).

- b. Only General Insurance Companies are considered.
- c. 5 listed Insurance Companies out of 47 listed Insurance Companies in DSE (Website, www.dsebd.org.) has been considered for following conservative approach.
- d. Life insurance Companies are not taken into consideration.

Basis of calculation for determination of valuation of share price of Union Insurance Co. Ltd. based on average market price of similar stock listed in DSE under Insurance sector:

The average Close price of the similar listed companies during the last Nine months from January 2020 to September 2020 is considered.

Conclusion:

From the above calculations, derived values and considering all qualitative and quantitative factors of the Issuer and Insurance industry, performance history and future growth prospective of the Issuer, we may infer that the offered price of Union Insurance Co. Ltd. at BDT 10.00/share (par value) is reasonable, since all the derived values are much higher than the offer price. Therefore, the investment by the investors is justified and will be rational.

Sd/-

(Emam Hossain)

Managing Director/CEO (In-charge)

Sonar Bangla Capital Management Limited

Place: Dhaka

Date: 27 January, 2021

Section XVI

Debt Securities

(a) the terms and conditions of any debt securities that the Issuercompany may have issued or is planning to issue within next six months, including their date of redemption or conversion,conversion or redemption features and sinking fundrequirements, rate of interest payable, Yield to Maturity,encumbrance of any assets of the Issuer against such securitiesand any other rights the holders of such securities may have

Union Insurance Co. Ltd. has not issued or is planning to issue any debt securities within next six months.

(b) All other material provisions giving or limiting the rights of holders of each class of debt securities outstanding or beingoffered, for example subordination provisions, limitations on the declaration of dividends, restrictions on the issuance of additional debt or maintenance of asset ratios

Union Insurance Co. Ltd. has not issued or is planning to issue any debt securities within next six months.

(c) Name of the trustee(s) designated by the indenture for each classof debt securities outstanding or being offered and describesthecircumstances under which the trustee must act on behalf of the debt holders

Union Insurance Co. Ltd. has not issued or is planning to issue any debt securities within next six months. Therefore, there are no such trustees for this issue.

(d) Repayment or redemption or conversion status of suchsecurities.

Union Insurance Co. Ltd. has not issued or is planning to issue any debt securities within next six months. Therefore, there are no such repayments or redemption or conversion status of such securities.

Section XVII

Parties involved and their responsibilities

SI	Parties	Name of Parties	Key Responsibilities
(a)	Issue manager(s)	Sonar Bangla Capital Management Limited	The Issue Manager will assist the Issuer in managing the proposed initial public issue of shares under purview of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015
(b)	Underwriters	1. Sonar Bangla Capital Management Limited 2. MTB Capital Ltd.	In case of under-subscription in any category by up to 35% in the initial public offer, the unsubscribed portion of securities shall be taken up by the underwriter on firm commitment basis.
(c)	Statutory Auditors	FAMES & R	To express an opinion on the financial statements based on their audit. Auditor will conduct the audit in accordance with Bangladesh Standards on Auditing and related laws and regulations.
(d)	Cost Auditor	N / A	
(e)	Valuer	N / A	
(f)	Credit Rating Company	Waso Credit Rating Company (BD) Ltd.	The credit rating Company is responsible for conducting the rating regarding creditworthiness of The Company in short term and long term.

Section XVIII

Material contracts

(a) Major agreements entered into by the Issuer

The following are material contracts have been entered into by the Company:

1. Issue Management agreement between the Company and Sonar Bangla Capital Management Limited
2. Underwriting agreement between the Company and with the following underwriters:
 - a. Sonar Bangla Capital Management Limited
 - b. MTB Capital Limited

(b) Material parts of the agreements

Material part of the agreement with Issue Manager

Particulars	Issue Management Agreement
Name of Issue Manager	Sonar Bangla Capital Management Limited
Date of Agreement	September 20, 2020
Major terms and Condition	<p>Regulatory compliance</p> <ol style="list-style-type: none"> a. Filing of application of the PUBLIC ISSUE to the Bangladesh Securities and Exchange Commission (BSEC). b. Preparation of prospectus. c. Contacting and arranging underwriting for the amount as needed by rules of the proposed share issue. d. Contacting and finalizing arrangement with Securities Trading Houses to collect Public Issue subscription money in consultation with the Issuer. e. Filing of prospectus to BSEC. f. Incorporation of modification suggested by BSEC. g. Obtaining approval from BSEC. h. Preparation of all necessary papers and deeds for submission to BSEC for making the PUBLIC ISSUE effective. i. Filing of the BSEC approved prospectus with the Registrar of Joint Stock Companies and Firms (RJSC). j. Contacting and finalizing appointment of Post Issue Manager under separate terms & conditions to deal with the matters as required, upon close of subscription of the Issue. k. Advising the Issuer, Post Issue Manager to provide compliance reports to BSEC as required by law, in obtaining basis of allotment from BSEC, in arranging lottery (if required), supervising distribution of Securities & Refund Warrants. l. Advising Company in completing formalities with CDBL & Stock Exchanges for listing. <p>Underwriting Co-operation</p> <ol style="list-style-type: none"> a. Preparation of company brief for the Underwriters. b. Documentation/preparation of underwriting agreement etc. c. Placing of underwriting proposals. <p>Issue Arrangements</p> <ol style="list-style-type: none"> a. Contacting and finalizing arrangement with Securities Trading Houses to collect Public Issue subscription money in consultation with the Issuer. b. Filing of application for listing with Dhaka Stock Exchange Ltd. (DSE) and Chittagong Stock Exchange Ltd. (CSE). c. Finalizing documentation for listing. d. Listing formalities with CDBL. <p>COVENANTS OF THE ISSUER</p> <ol style="list-style-type: none"> a. Without prejudice hereby declares it agrees to comply with all statutory formalities under the Companies Act 1994, Guidelines issued by the Bangladesh Securities and Exchange Commission and other relevant Organizations to make the issue successful. b. Issuer undertakes and declares that all information would be made available to the Issue Manager as per requirement. It would not give any statement, which is likely to mislead the investor. <p>COVENANTS OF THE ISSUE MANAGER</p>

	❖ Without prejudice to other stipulations relative to the responsibility of the Manager who will remain responsible towards the strict compliance of this Agreement and to comply with all terms therein.
Termination of Agreement	This agreement may be terminated by mutual written agreement.

Material part of the agreement with underwriters

Particulars	Underwriting Agreement
Name of Issue Manager	1. Sonar Bangla Capital Management Limited 2. MTB Capital Ltd.
Date of Agreement	September 20, 2020
Major terms and Condition	<p>1. The IPO shall stand cancelled if at least 65% in any category of the IPO is not subscribed.</p> <p>2. In case of under subscription in any category by up to 35% of the IPO the under-subscribed securities shall be taken up by the underwriters.</p> <p>3. Notwithstanding anything contained in the agreement in case of inconsistency between the provision of the agreement and the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Public Issue Rules shall prevail.</p> <p>4. The Company shall have to pay underwriter 1% (One percent) on the amount underwritten by them as per Bangladesh Securities and Exchange Commission (Public Issue) Rule 2015.</p> <p>5. If and to the extent that the shares offered to the public by a Prospectus authorized hereunder shall not have been subscribed and paid for in cash in full by the Closing Date, the Company shall within 10 (ten) days of the closure of subscription call upon the underwriters in writing with a copy of the said writing to the Bangladesh Securities and Exchange Commission, to subscribe the shares not so subscribed by the closing date and to pay for in cash in full, inclusive of any premium if applicable, for such unsubscribed shares within 15 (fifteen) days after being called upon to do so. The amount so received shall be credited to the share subscription account of the Company within the said period. If payment is made by Cheque/ Bank Draft by the Underwriter, it will be deemed that the Underwriter has not fulfilled his obligation towards his underwriting commitment under this Agreement, until such time as the Cheque/Bank Draft has been encashed and the Company's share subscription account credited.</p> <p>In any case within 7 (seven) days after the expiry of the aforesaid 15 (fifteen) days, the Company shall send proof of subscription and payment by the Underwriters to the Commission.</p> <p>In the case of failure by the underwriter to pay for the shares within the stipulated time, the Company/Issuer will be under no obligation to pay any underwriting commission under this Agreement.</p>
Termination of Agreement	This agreement may be terminated by mutual written agreement.

(c) Fees payable to different parties.

Issue management fee

Sonar Bangla Capital Management Limited is the Manager to the Issue. The Issue Management fee is BDT 1,936,090 (Nineteen lac thirty-six thousand nintytaka) only.

Underwriting fee

The underwriters shall get 1% on the 35% of public offer amount as underwriting fee.

Section XIX

Outstanding Litigations, Fine or Penalty

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

The Issuer or Directors of Union Insurance Co. Ltd. was not involved in any of the following types of legal proceedings are mentioned below:

(i) Litigation involving Civil Laws	There is no conviction of the Issuer or director (s) in a civil proceeding.
(ii) Litigation involving Criminal Laws	There is no conviction of the Issuer or director (s) in a criminal proceeding.
(iii) Litigation involving Securities, Finance and Economic Laws	There is no order, Judgement or decree of any court of competent jurisdiction against the Issuer or director(s) permanently or temporarily enjoying, barring, suspending or otherwise limiting the involvement of any director(s) or officer in any type of securities, Finance and Economic Laws.
(iv) Litigation involving Labor Laws	There is no conviction of the Issuer or director (s) in connection to applicable labor Laws.
(v) Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes or duties)	There is no conviction of the Issuer or director (s) in connection to Taxation (Income tax, VAT, Customs Duty and any other taxes/duties).
(vi) Litigation involving any other Laws	There is no Litigation involving any other Laws.

(b) Cases including outstanding litigations filed by the Company or any of its directors:

There are no outstanding cases filed by the Company except taxation (in 2007) or any of its directors to any of the following types of legal proceedings mentioned below:

(i) Litigation involving Civil Laws	No cases filed by the Company or any of its Directors
(ii) Litigation involving Criminal Laws	No cases filed by the Company or any of its Directors
(iii) Litigation involving Securities, Finance and Economic Laws	No cases filed by the Company or any of its Directors
(iv) Litigation involving Labor Laws	No cases filed by the Company or any of its Directors
(v) Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes or duties)	Case filed by the Company against Commissioner of taxes (LTU) in High court division. In 2007, 2010, 2012
(vi) Litigation involving any other Laws	No cases filed by the Company or any of its Directors

Except as follows:

VAT: The company had VAT outstanding amounting to Tk. 70,32,548.00 that has been subsequently paid vide Bangladesh Bank Challan in January-2021.

The Commissioner of Customs Excise & VAT Commissionerate, Dhaka (South), Dhaka vide their letter No. 4/g-mK/8(289)/Ki dvwK/wePvi/2017/1562, ZwiL: 12/11/2017Bs demanded an amount of VAT Tk.2,74,14,775.16 and Interest amount Taka 2,28,80,512.60 for the year 2013, 2014 and 2015. The Company has submitted necessary papers and documents vide letter No. wAvBwmGj/wml/wnmve/55wm/02/2018 ZwiL: 19/08/2018 against such unacceptable demand of the Commissioner of Customs, Excise & VAT Commissionerate, Dhaka (South), Dhaka. Subsequently management of UICL also appealed to the Appealed Tribunal of Customs, Excise & VAT at 19/08/2018 and the Authority has not given any decision till date.

Customs duty: Customs duty is not applicable for the company.

Income Tax: Income Tax assessment of Union Insurance Co. Ltd for the financial year ended 31 December 2020. Year wise income tax status of the company from the financial years from 2007 to 2020 is as under:

Accounting Year	Assessment Year	Status
2007	2008-2009	The Tax Authority assessed Tk. -140,259 refund as per demand notice U/S 135. 1 st appeal and 2 nd appeal completed. Further Appeal has been filed dated 22.08.2010 to the Honorable High Court Division and the decision is pending before High Court Division.
2008	2009-2010	The Tax Authority assessed tax Tk. 1,32,25,979 with simple interest tk. 17,07,327 as per demand notice U/S 135. 1 st appeal completed at 22.02.2018. Further Appeal has been filed to the Honorable appellate Tribunal and the decision is pending.
2009	2010-2011	The Tax Authority assessed tax Tk. 1,41,94,745 with simple interest tk. 18,34,524 as per demand notice U/S 135. 1 st appeal completed at 01.08.2017. Further Appeal has been filed to the Honorable appellate Tribunal dated 17.08.2017 and appeal has been rejected. Further appeal to the Honorable High Court Division is processing
2010	2011-2012	The Tax Authority assessed tax Tk. 2,48,51,443 with simple interest tk. 32,09,243 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2011	2012-2013	The Tax Authority assessed tax Tk. 4,38,96,809 with simple interest tk. 57,06,316 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2012	2013-2014	The Tax Authority assessed tax Tk. 6,07,96,638 with simple interest tk. 61,02,587 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2013	2014-2015	The Tax Authority assessed tax Tk. 7,21,46,875 with simple interest tk. 94,05,340 as per demand notice U/S 135. 1 st appeal completed at 31.07.2017 and the file appeal to tribunal 19.11.2017 the decision is pending.
2014	2015-2016	The Tax Authority assessed tax Tk. 7,07,03,521 with simple interest tk. 82,14,247 as per demand notice U/S 135. 1 st appeal completed at 31.07.2017 and the file appeal to tribunal 18.11.2017 the decision is pending.
2015	2016-2017	The Tax Authority assessed tax Tk. 4,25,91,985 with simple interest tk. 44,80,434 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2016	2017-2018	The Tax Authority assessed tax Tk. 1,30,02,060 with simple interest tk. 9,66,935 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2017	2018-2019	The Tax Authority assessed tax Tk. 41,647,730 with simple interest tk. 3,680,910 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2018	2019-2020	Submit the return and till now pending for assessed by DCT
2019	2020-2021	Submit the return and till now pending for assessed by DCT
2020	2021-2022	Return not submitted yet.

The Issuer had to pay penalty to Insurance Development Regulatory Authority (IDRA) for delay in offering shares to general public:

Particulars	30-Sep-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
	Taka	Taka	Taka	Taka	Taka	Taka
Amount	-	-	1,000,000	-	-	740,000

Section XX

Risk Factors and Management’s Perceptions about the Risks

The disclosures of Risk factors:

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

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

(a) Credit Risk;

Credit risk refers to the risk that a borrower may not repay a loan and that the lender may lose the principal of the loan or the interest associated with it. Credit risk arises because borrowers expect to use future cash flows to pay current debts; it's almost never possible to ensure that borrowers will definitely have the funds to repay their debts. Interest payments from the borrower or Issuer of a debt obligation are a lender's or investor's reward for assuming credit risk.

Management perception

The Issuer does not provide any loans, so there is no Credit Risks for the Issuer.

(b) Liquidity Risk;

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they are due. Liquidity risk arises due to insufficient fund to meet up short and long term liability.

Management perception

Union Insurance Co. Ltd. has sufficient premium & as well as cash and cash equivalents (including FDR) is to ensure any unforeseen claim or payment. So it is expected that liquidity risk shall not impact on the Issuer to a large extent to run the day to day business operation.

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

Return of investment of the holding Company may be eroded due to conflict of interest among the group or any significant financial loss of the subsidiary and associates Company.

Management perception

The Company does not have any subsidiaries, joint venture and associates companies. So there are no such possibilities of risk in this respect.

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

The revenue of the Company exposed to hindrance due to significant portion of revenue generated from concentrated customer.

Management perception

The revenue of Union Insurance Co. Ltd. is generated from customers spread over the whole country.

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

Interruption in raw material supply may impede smooth production process.

Management perception

Union Insurance Co. Ltd. does not require any raw materials because the Company delivers insurance services to its clients.

(f) More than 20% revenue of the Issuer comes from sister concern or associate or subsidiary;

Revenue would be concentrated if it comes from sister concern or associate or subsidiary Company

Management perception

The Company does not have any associate or subsidiary or sister concern.

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

Any history of negative earnings, negative cash flows from operating activities, declining turnover or profitability may impede the confidence of the investors for future potentiality of the Company

Management perception

The Company has positive track record of earnings and cash flow from operation last five years and expected to hold this trend in future.

(h) Loss making associate or subsidiary or group companies of the Issuer;

The Company may have exposed to risk of contagion which refers that the financial problem, especially insolvency, of one member of a group will bring about deterioration in the condition of all members.

Management perception

The Company has neither any associate or subsidiary Company nor any group which are loss making. So no risk shall be arisen in this respect.

(i) Financial weakness and poor performance of the Issuer or any of its subsidiary or associates;

Financial performance has material impact on the sustainability of the Company as going concern. There are certain things that can't be foreseen and even apprehend beforehand and which are absolutely beyond one's control like natural disaster or calamities, war, strike, riot, international sanction etc. Happening of such event may cause UICL financially weak and results in poor performance

Management perception

From the financial indicators it would be evident that the company has been running profitably since last 5 years and Management does not perceive any such event that may adversely impact the operation or financial results of the company in coming years. UICL has also taken required measures to minimize certain risks through shifting the same to third parties like insurance company for its own property & 40% of the policy business is also being reinsured by ShadharanBima Corporation.

(j) Decline in value of any investment;

Investment value might rise or fall because of market conditions (market risk). Corporate decision, such as whether to expand into a new area of business or merge with another Company, can affect the value of investment.

Management perception

UICL only invest in the FDR so there is no this kind of risk.

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

The Company shall not be able to operate its business longer period due to limited life of plant and machinery

Management perception

The Company provides insurance services. There are no requirement of plants and machineries.

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

There are possibilities of a holding Company to expand through the use of debt or leverage, building an intricate corporate structure which can include unrealized values, thus creating a risk if interest rates on obligations or the evaluation of assets posted as guarantee for loans alter radically

Management perception

Union Insurance Co. Ltd. does not have any or have no plan to provide or take any interest free loan to any related parties or any of its directors.

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

Conflict of interest between the Issuer and its suppliers or major customer arise due to common management may create impediment in the day to day business operational process.

Management perception

None of the Sponsors or Directors are involved in the any other business in the same line and holds any position or own any stake in the business of its supplier or customer. So no conflict would arise in this respect.

(n) Related party transactions entered into by the Company those may adversely affect competitive edge;

In many cases related party transaction are under taken in the course of the normal business of an entity, in view of the nature of related party relationships and transactions they may carry a higher risk about the ability of the Company to continue in business as a going concern- if the entity's interest is constantly subordinated to that of related party. Sometimes related party relationships and transactions may be difficult to identify and reported by the entity and subject to increased risk of fraud due to extensive and complex network of relationship sometimes put in place to obfuscate control of the entity, making related party transactions difficult to unravel. Sometime risk arises in the related party transaction due to entity's information systems may not be effective in identifying and recording related party relationship and transaction.

Management perception

The Company provides adequate disclosures in the audited financial statements which is sufficient about its related party transaction and also have no material impact on UICL businesses & operation. So there are no such possibilities of conflict in this respect.

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

The future business process or revenue may hinder by any such restrictive covenants stipulated in the agreements with shareholders, with sponsor or any loan agreement with the bank or financial institutes.

Management perception

No such restrictive covenants persist with any shareholders, sponsor or any bank loan facility.

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

Every industry is operating mutually by workers and management mutual understanding. Owners are always concern about the worker's demand. There was precedence in past regarding workers' violence in street, huge vandalism and put fire on motor vehicle causes a serious damage of the Company properties. Sometimes workers demanded more salary and stopped work which also creates financial loss to the Company.

Management perception

Union Insurance Co. Ltd. is service oriented Company. There were no incidents for which the business operation of the Company was stopped.

(q) Seasonality of the business of the Issuer;

Revenue of the Company would be affected if the business is seasonal.

Management perception

The business of the Issuer does not depend on any season as demand for insurance service remain the same throughout the year.

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

The revenue would be squeezed if any contract for which revenue generated had expired.

Management perception

There are no such contracts that may adversely affect the future revenue.

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

The Company may expose to high degree of risk and its future cash flow from operation shall be squeezed due to financial expense.

Management perception

Union Insurance Co. Ltd. does not have any debt liability, so there no risk in this regard.

(t) Excessive dependence on any key management personnel absence of whom may have adverse effect on the Issuer's business performance;

Key management personnel have key role in the organization for smooth operation of the Company. If key management personnel turnover is high that's have adverse impact on the organizational day to day activities.

Management perception

The work responsibility is so organized that the second line of key management personnel is always existent to take over the vacant position for any key management.

(u) Enforcement of contingent liabilities which may adversely affect financial condition;

Contingent liabilities are likely to have a negative impact on a Company's stock share price because they threaten to reduce the Company's assets and net profitability. The extent of the impact on share price depends on the estimated probability of the contingent liabilities becoming actual liabilities.

Management perception

There is no possibility of enforcing contingent liabilities that may adversely affect financial condition against the Company except as follows:

VAT: The company had VAT outstanding amounting to Tk. 70,32,548.00 that has been subsequently paid vide Bangladesh Bank Challan in January-2021.

The Commissioner of Customs Excise & VAT Commissionerate, Dhaka (South), Dhaka vide their letter No. ৪/মুসক/৮(২৮৯)/কর ফাকি/বিচার/২০১৭/১৫৬২, তারিখ: ১২/১১/২০১৭ইং demanded an amount of VAT Tk.2,74,14,775.16 and Interest amount Taka 2,28,80,512.60 for the year 2013,2014 and 2015. The Company has submitted necessary papers and documents vide letter No. সিআইসিএল/সিও/হিসাব/৫৫সি/০২/২০১৮ তারিখ: ১৯/০৮/২০১৮ against such unacceptable demand of the Commissioner of Customs, Excise & VAT Commissionerate, Dhaka (South), Dhaka . Subsequently management of UICL also appealed to the Appealed Tribunal of Customs, Excise & VAT at 19/08/2018 and the Authority has not given any decision till date.

Customs duty: Customs duty is not applicable for the company.

Income Tax: Income Tax assessment of Union Insurance Co. Ltd for the financial year ended 31 December 2020. Year wise income tax status of the company from the financial years from 2007 to 2020 is as under:

Accounting Year	Assessment Year	Status
2007	2008-2009	The Tax Authority assessed Tk. -140,259 refund as per demand notice U/S 135. 1 st appeal and 2 nd appeal completed. Further Appeal has been filed dated 22.08.2010 to the Honorable High Court Division and the decision is pending before High Court Division.
2008	2009-2010	The Tax Authority assessed tax Tk. 1,32,25,979 with simple interest tk. 17,07,327 as per demand notice U/S 135. 1 st appeal completed at 22.02.2018. Further Appeal has been filed to the Honorable appellate Tribunal and the decision is pending.
2009	2010-2011	The Tax Authority assessed tax Tk. 1,41,94,745 with simple interest tk. 18,34,524 as per demand notice U/S 135. 1 st appeal completed at 01.08.2017. Further Appeal has been filed to the Honorable appellate Tribunal dated 17.08.2017 and appeal has been rejected. Further appeal to the Honorable High Court Division is processing
2010	2011-2012	The Tax Authority assessed tax Tk. 2,48,51,443 with simple interest tk. 32,09,243 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2011	2012-2013	The Tax Authority assessed tax Tk. 4,38,96,809 with simple interest tk. 57,06,316 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2012	2013-2014	The Tax Authority assessed tax Tk. 6,07,96,638 with simple interest tk. 61,02,587 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2013	2014-2015	The Tax Authority assessed tax Tk. 7,21,46,875 with simple interest tk. 94,05,340 as per demand notice U/S 135. 1 st appeal completed at 31.07.2017 and the file appeal to tribunal 19.11.2017 the decision is pending.
2014	2015-2016	The Tax Authority assessed tax Tk. 7,07,03,521 with simple interest tk. 82,14,247 as per demand notice U/S 135. 1 st appeal completed at 31.07.2017 and the file appeal to tribunal 18.11.2017 the decision is pending.
2015	2016-2017	The Tax Authority assessed tax Tk. 4,25,91,985 with simple interest tk. 44,80,434 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2016	2017-2018	The Tax Authority assessed tax Tk. 1,30,02,060 with simple interest tk. 9,66,935 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2017	2018-2019	The Tax Authority assessed tax Tk. 41,647,730 with simple interest tk. 3,680,910 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2018	2019-2020	Submit the return and till now pending for assessed by DCT
2019	2020-2021	Submit the return and till now pending for assessed by DCT
2020	2021-2022	Return not submitted yet.

If any unforeseen event occurs due to exercise of contingent liability in case of Income Tax, the Company shall be able to mitigate the demand through Liquidity.

(v) Insurance coverage not adequately protect against certain risks of damages

The Company shall expose to significant loss if its assets are not properly covered by insurance.

Management perception

Insurance coverage of all its assets are done with the company itself and reinsured with SadharanBima Corporation. In the case of high volume of insurance claim, It will be recover from SadharanBima Corporation by way of reinsurance ceded.

(w) Absence of assurance that directors will continue its engagement with Company after expiry of lock in period;

The Company may expose to certain risk to operate its day to day business operations if current directors engagement discontinue after expiry of lock in period.

Management perception

All the Directors of the Issuer Company are either Sponsor Directors or their heirs. Their belonging to the UICL is from the inception of the company. As such it may be expected that none of the directors will discontinue their relationship with UICL after lock in period.

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

Any future dividend payment depends on the future revenue generation. Any negative earnings in future shall be hindered future financial stability of the Company.

Management perception

Operational trends of UICL indicates positive growth in respect of revenue and net profit so it may be expected that this positive trend will continue in future years also and as such UICL is expected to face no difficulties in paying dividends to investors.

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

The Company may appear in disrupt of future operation if it had any non-operation history or short operational history which may repeated in future or lack of adequate background and experience of the sponsor have some operational risk due to complex nature of problem shall not be resolved without having proper knowledge.

Management perception

In previous years there is no history of discontinuation of operation. All the directors and shareholders being associated with the company since its inception 2000, no question of lack of experience in insurance business arise.

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

Entrepreneurs face many challenges when starting a new business. A depressed economy, uncertain market conditions and financial struggles all pose a legitimate threat to the successful launch of a new Company.

Management perception

The management of Union Insurance Co. Ltd. has not conceived or expected to conceive in future any new type of business under the banner of Issuer Company.

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

The Company would be exposed off potential financial distress if return on invest is low compare to alternative investment options they have.

Management perception

Analysis of operational data for last five years indicate that EPS never came below **BDT 1.00**, it indicating **10%** earnings. None of the currently recognized and investment opportunities offer this level of return on investment. So it may be said that there is less risk in investing in securities of Union Insurance Co. Ltd.

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

The Company shall have risk to expose of eroded its brand name and goodwill in case of penalty or action taken by the regulatory authority.

Management perception

The Issuer had to pay penalty to Insurance Development Regulatory Authority (IDRA) for delay in offering shares to general public.

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

Any litigation in terms of unsettled tax, VAT or any other Govt. claim that may hamper business operation of the Issuer as well as may create future potential financial losses.

Management perception

There is no possibility of enforcing contingent liabilities that may adversely affect financial condition against the Company except as follows:

VAT: The company had VAT outstanding amounting to Tk. 70,32,548.00 that has been subsequently paid vide Bangladesh Bank Challan in January-2021.

The Commissioner of Customs Excise & VAT Commissionerate, Dhaka (South), Dhaka vide their letter No. ৪/মুসক/৮(২৮৯)/কর ফাকি/বিচার/২০১৭/১৫৬২, তারিখ: ১২/১১/২০১৭ইং demanded an amount of VAT Tk.2,74,14,775.16 and Interest amount Taka 2,28,80,512.60 for the year 2013,2014 and 2015. The Company has submitted necessary papers and documents vide letter No. সিআইসিএল/সিও/হিসাব/৫৫সি/০২/২০১৮ তারিখ: ১৯/০৮/২০১৮ against such unacceptable demand of the Commissioner of Customs, Excise & VAT Commissionerate, Dhaka (South), Dhaka . Subsequently management of UICL also appealed to the Appealed Tribunal of Customs, Excise & VAT at 19/08/2018 and the Authority has not given any decision till date.

Customs duty: Customs duty is not applicable for the company.

Income Tax: Income Tax assessment of Union Insurance Co. Ltd for the financial year ended 31 December 2020. Year wise income tax status of the company from the financial years from 2007 to 2020 is as under:

Accounting Year	Assessment Year	Status
2007	2008-2009	The Tax Authority assessed Tk. -140,259 refund as per demand notice U/S 135. 1 st appeal and 2 nd appeal completed. Further Appeal has been filed dated 22.08.2010 to the Honorable High Court Division and the decision is pending before High Court Division.
2008	2009-2010	The Tax Authority assessed tax Tk. 1,32,25,979 with simple interest tk. 17,07,327 as per demand notice U/S 135. 1 st appeal completed at 22.02.2018. Further Appeal has been filed to the Honorable appellate Tribunal and the decision is pending.
2009	2010-2011	The Tax Authority assessed tax Tk. 1,41,94,745 with simple interest tk. 18,34,524 as per demand notice U/S 135. 1 st appeal completed at 01.08.2017. Further Appeal has been filed to the Honorable appellate Tribunal dated 17.08.2017 and appeal has been rejected. Further appeal to the Honorable High Court Division is processing
2010	2011-2012	The Tax Authority assessed tax Tk. 2,48,51,443 with simple interest tk. 32,09,243 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2011	2012-2013	The Tax Authority assessed tax Tk. 4,38,96,809 with simple interest tk. 57,06,316 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2012	2013-2014	The Tax Authority assessed tax Tk. 6,07,96,638 with simple interest tk. 61,02,587 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2013	2014-2015	The Tax Authority assessed tax Tk. 7,21,46,875 with simple interest tk. 94,05,340 as per demand notice U/S 135. 1 st appeal completed at 31.07.2017 and the file appeal to tribunal 19.11.2017 the decision is pending.
2014	2015-2016	The Tax Authority assessed tax Tk. 7,07,03,521 with simple interest tk. 82,14,247 as per demand notice U/S 135. 1 st appeal completed at 31.07.2017 and the file appeal to tribunal 18.11.2017 the decision is pending.
2015	2016-2017	The Tax Authority assessed tax Tk. 4,25,91,985 with simple interest tk. 44,80,434 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2016	2017-2018	The Tax Authority assessed tax Tk. 1,30,02,060 with simple interest tk. 9,66,935 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2017	2018-2019	The Tax Authority assessed tax Tk. 41,647,730 with simple interest tk. 3,680,910 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2018	2019-2020	Submit the return and till now pending for assessed by DCT
2019	2020-2021	Submit the return and till now pending for assessed by DCT
2020	2021-2022	Return not submitted yet.

If any unforeseen event occurs due to exercise of contingent liability in case of Income Tax, the Company shall be able to mitigate the demand through Liquidity.

(dd) Registered Office or factory building or place of operation is not owned by the Issuer;

If office and factory location is not owned by the Company business operation may hamper.

Management perception

There is no risk in thjis regard because the head os fully owned by the company.

(ee) Lack of renewal of existing regulatory permissions or licenses;

Non-renewal of license may hamper day to day business operation of the Company.

Management perception

All licenses are valid and up dated. The company has assigned officers to look after regulatory affairs who are always careful about renewal of all its regulatory licenses in timely manner.

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

There may have legislative impact on business operation of any group Company by any judgment of Honorable High court in case of failure of any listed Company of the group for not comply with the state laws such as The Companies Act 1994 or payment of dividend to the shareholders in due course.

Management perception

The Issuer Company regularly conducted Annual General Meeting and there is no history of failure in paying dividend. Notable here is that the Issuer has no borrowings and there is no subsidiary or associate companies.

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

If the Issuer issues share at lower than the IPO offer price within one year, there will have possibilities to arise misperception about IPO price.

Management perception

The Issuer never issued any securities lower than the proposed IPO offer price within one year.

(hh) Refusal of application for public issue of any securities of the Issuer or any of its subsidiaries or associates at any time by the Commission.

Any refusal of application for public issue of any securities of the Issuer may hinder confidence of the Company or convey negative impression about the financial status to the shareholders.

Management perception

The Company applied for raising of Capital through IPO but the file was rejected by the BSEC in minimum paid up capital requirement of 30.00 crore and now this provision is not required for insurance company.

(ii) External risk factors may include among others:

(a) Interest rate risks;

Volatility of money market may influence the overall interest rate structure of the country. So, any unfavorable change in interest rate structure may affect the Company's business adversely.

Management perception

The Issuer does not have any institutional borrowing so no negative risk is apprehended from the rise of interest rate. On the other hand, Union Insurance Co. Ltd. plans to part of the IPO proceeds to be invested in the capital market and parts to be invested in Fixed Deposit Receipts, so increase in interest will positively contribute in revenue.

(b) Exchange rate risks;

Exchange rate risk arises from currency fluctuation in international trade. If Bangladeshi Taka is devalued and/or foreign currency revalued than the price of imported raw materials will go up which will decrease the overall profit margin. Taka has been devalued significantly against dollar and it is very unlikely of any immediate appreciation of Taka.

Management perception

Union Insurance Co. Ltd. operates in insurance service area which involves no foreign currency, so there is no risk associated with the exchange rate fluctuation.

(c) Industry risks;

Industry risk arises due to risk associated with business and macro-economic factors of the industry such as labor unrest, shortage of power, rising of raw material cost or shortage of raw material supply etc. If risk factor pertaining to industry is high, the growth of the industry shall be lower or may be eroded the entire potentiality of that industry.

Management perception

Union Insurance Co. Ltd. operates in insurance service area where 45 other General Insurance company including SadharanBima Corporation also in operation. The company faces strong competition from in procuring business. Changes in government policies and Insurance Act may hamper the business in both positive and negative direction.

(d) Economic and political risks;

Economic risk arises due to some various factors such as political or regulatory policy change, including adverse impact of globalization, social disturbances due to political unrest, terrorist attacks and other acts of violence or war, natural calamities, commodity and hike commodity & energy prices and various other factors. The consequence of economic risk is that the growth of development may be eroded or hampered and any significant changes may adversely effect on business and profitability of the Company.

Management perception:

Revenue earning of insurance business is directly related to industrialization and global trade and commerce of the country. Changes in economic yardsticks and political situations cause the change of GDP. Such situation will have direct effect on revenue of insurance sector.

(e) Market and technology-related risks;

Market risk relates to the volatility of the market price of assets. It involves exposure to movements in the level of financial variables, such as stock prices, interest rates, exchange rates or commodity prices. It also includes the exposure of options to movements in the underlying asset price. Market risk also involves exposure to other unanticipated movements in financial variables or to movements in the actual or implied volatility of asset prices and options. To be competitive in the market, insurance companies need to develop new services/products and offer excellent clientele services and also to expand the market by bringing more and more items under the purview of insurance otherwise the competitors may take away Company's business.

Technology is a continuous process of development. Innovation of new and cost effective technology may obsolete existing technology, which may cause negative impact on the business. The operation of the Company is capital intensive and the quality of the products is directly related to the sophistication of the machinery in use. In case, the technology of the machineries becomes obsolete, cost advantage and quality of production of the Company may be affected adversely.

Management perception

Bangladesh economy is growing both in agricultural production and industrialization resulting in revenue generational area of insurance service. Insurance business does not involve any technological process, besides it is dependent on officials. So there lie no technology-related risks.

(f) Potential or existing government regulations;

The development of the industry is mostly depending on government support. If Government fiscal and monetary policy is unfavorable towards the Insurance industry, the growth and development of this sector would not be possible.

Management Perceptions

The Government of Bangladesh is highly concentrated on economic development of the Country through industrialization. Bangladesh has been considered the most emerging economy country which economy is growing continuously. As progress of economy is continuing the others sub sectors also improving. By this way insurance sector shall be developed as new business opportunity has been created through economic progress.

The Management of UICL perceives that these facilities shall remain in near future which shall have positively impact on development of insurance industry of our Country.

(g) Potential or existing changes in global or national policies;

The Company operates in an insurance industry. At present, government policy and global business situation is favorable for development in this sector. If any change in this condition, the profitability of the Company shall be affected.

Management perception

Insurance sector is a vital sector for the economic development of Bangladesh. The government incentives and subsidies are also vital to the sustainability of this sector. The Government of Bangladesh is aware of this fact. Hence, it is not expected that any undue tax or duty will be imposed that may adversely affect the sector's sustainability. Rather, the Government is keen to support the industry. Again any changes in the policy of international trade and may adversely affect the all global nations. So in that case the management of UICL shall reset their policy according to the global policy changes.

(h) Statutory clearances and approvals those are yet to be received by the Issuer;

To smooth running of the business operation statutory clearance is required. The Company has to comply with several specific regulations of its primary regulator i.e, Insurance Development and Regulatory Authority (IDRA). Any non-compliance of its rules and regulation may impede the Initial Public Offering Process.

Management perception

Union Insurance Co. Ltd. has obtained No Objection Certificate (NOC) from the primary regulator Insurance Development and Regulatory Authority (IDRA). Which will be materialized after obtaining permission from BSEC.

(i) Competitive condition of the business;

Management perception

Over the year insurance business has grown very competitive. Presently, 78 insurance companies are operating in Bangladesh among which 46 are in General Insurance business area. Union Insurance Co. Ltd. has to face strong competition from these 46 insurance companies including SadharanBima Corporation. Despite the competition being faced by Union Insurance Co. Ltd., its operation shows satisfactory performance.

(j) Complementary and supplementary products or services which may have an impact on business of the Issuer.

Complementary and supplementary product may have impact on sale of the existing product of the Company.

Management perception

Union Insurance Co. Ltd. is not planning to provide any complementary and supplementary products or services in near future.

Section XXI

Description of the Issue

(a) Issue size

BDT 193,609,040 (Nineteen Crore Thirty Six Lac Nine Thousand Forty) shares of BDT 10.00 (ten) each.

(b) Number of securities to be issued

19,360,904 (One Crore Ninety Three Lac Sixty Thousand Nine Hundred Four) shares of BDT 10.00 (ten) each.

(c) Authorized capital and paid-up capital

Authorized capital: BDT 1,000,000,000.00 (One hundred crores)

Paid-up capital: BDT 29,04,13,560 (Twenty-Nine crore Four lac thirteen thousand five hundred Sixty) only.

(d) Face value, premium and offer price per unit of securities

Face value: BDT 10.00

Premium: BDT 0.00

Offer price per unit of securities: BDT 10.00

(e) Number of securities to be entitled for each category of applicants

Eligible Investors (EIs) (After private offer to its employees maximum 15% (fifteen percent) of its initial public offer (IPO))		General Public (GP) (After private offer to its employees maximum 15% (fifteen percent) of its initial public offer (IPO))		Private offer to its Employees & Others (maximum 15% (fifteen percent) of its initial public offer (IPO))		Total
Other EIs (including CISs)	Mutual Funds	NRB	Others	Employees	Others	
20%	5%	5%	70%	15% (fifteen percent) of its initial public offer (IPO)	-	
3,291,355 shares	822,838 shares	822,838 shares	11,519,738 shares	2,904,135 shares	-	19,360,904 Shares

(f) Holding structure of different classes of securities before and after the issue

Category	Sl	Name	Position	No of Share	Percentage (%)	
					Pre IPO	Post IPO
Sponsor and/or Director	1	Mr. Mozaffar Hossain Paltu	Sponsor & Chairman	2,341,918	8.06%	4.84%
	2	Mr. Belayet Hossain	Sponsor & Director	2,178,102	7.50%	4.50%
	3	Mr. Md. Shajahan	Sponsor & Director	1,063,577	3.66%	2.20%
	4	Prof. M.M. Kamaluddin Chowdhury	Sponsor & Director	972,902	3.35%	2.01%
Total (a)				6,556,499	22.58%	13.55%
Director	5	Mr. Mohammed Hasmat Ali	Director	1,936,089	6.67%	4.00%
	6	Mr. Md. Azizur Rahman	Director	3,711,441	12.78%	7.67%
	7	Mr. Junayad Khan Asfar	Director	1,054,679	3.63%	2.18%
	8	Alhaj Nur Uddin Ahmed	Director	1,226,648	4.22%	2.53%
	9	Barister Mashfiqur Rahman	Director	1,452,068	5.00%	3.00%
	10	Mr. Mohammad Mubashair Rahman	Director	1,000,000	3.44%	2.07%
	11	Mrs. Bibi Wazeda	Director	1,215,350	4.18%	2.51%
	12	Mr. Jahangir Alam	Director	1,519,969	5.23%	3.14%
	13	Ms. Nasrin Sultana	Director	1,223,899	4.21%	2.53%
	14	Mr. Anjan Mozumder	Director	1,055,217	3.63%	2.18%
Total (b)				15,395,360	53.01%	31.81%
Shareholder	15	Ms. Moontaha Kishwar	Shareholder	5,741	0.02%	0.01%
	16	Ms. Tasnim Kishwar	Shareholder	44,002	0.15%	0.09%
	17	Dr. Ayesha Akter	Shareholder	219,095	0.75%	0.45%
	18	Mr. Mahfuzur Rahman	Shareholder	219,095	0.75%	0.45%
	19	Mr. Mahabubur Rahman	Shareholder	219,095	0.75%	0.45%
	20	Mrs. Meherunnessa	Shareholder	447,992	1.54%	0.93%
	21	Mr. Md. Ashfaque Uddin Ahmed	Shareholder	855,808	2.95%	1.77%
	22	Mrs. Shoma Alam Rahman	Shareholder	605,930	2.09%	1.25%
	23	Mrs. Nurun Nahar Begum	Shareholder	200,000	0.69%	0.41%
	24	Mrs. Nazneen Karim	Shareholder	200,000	0.69%	0.41%
	25	Mr. Mohammad Lutfur Rahman	Shareholder	418,180	1.44%	0.86%
	26	Alhaj Mohammad Mosaddak Ali	Shareholder	3,080,120	10.61%	6.36%
	27	Mr. Md Aminuzzaman Bhuiyan	Sponsor & Shareholder	2,415	0.01%	0.00%
	28	Mr. Kafil Uddin	Sponsor & Shareholder	572,024	1.97%	1.18%
Total (c)				7,089,497	24.41%	14.65%
Grand Total (a) + (b) + (c)				29,041,356	100.00%	60.00%

(g) Objective of the issue including financing requirements and feasibility in respect of enhanced paid-up capital.

Objective of the issue is to comply with the statutory requirement of offering shares to general public. Since the company is already in operation and no plan to establish any new business of different nature, as such feasibility report is not required.

Section XXII

Use of Proceeds

(a) Use of net proceeds of the offer indicating the amount to be used for each purpose with head-wise break-up

Sl	Area of utilization of IPO proceeds	Amount in Tk.	Remarks
1	Investment in FDR	45,000,000	
2	Investment in Capital Market	96,981,319	
3	Floor Purchase	40,000,000	
4	To meet up IPO expenses	11,627,721	Actual costs may vary if above mentioned estimates differ total expenditures will be adjusted accordingly
	Total	193,609,040	

(b) Utilization of the total amount of paid-up capital and share premium, if any, including the sponsors' contribution and capital raised of the Issuer at the time of submission of prospectus, in details with indication of use of such funds in the financial statements

The sponsors of the Company has given paid up capital through cash consideration, bonus share and rights share issue which was used in ordinary course of business. Apart from that, The Company has not received any fund through private placement from any sponsor or any other person.

The Utilization of Paid up capital of the Company is as follows:

Sl	Area of Utilization	Amount in Taka	Indication in the Financial Statements
1	Investment in Government security	25,000,000	Note:14 of Statement of financial position as at 30 September,2020
2	Property, Plant and Equipment	86,003,022	Note:15 of Statement of financial position as at 30 September,2020
3	Advance against Floor Purchase	81,814,000	Note:16 of Statement of financial position as at 30 September,2020
4	Investment in Fixed Deposit Receipt (FDR)	97,596,538	Note:17 of Statement of financial position as at 30 September,2020

(c) If one of the objects is an investment in a joint venture, a subsidiary, an associate or any acquisition, details of the form of investment, nature of benefit expected to accrue to the Issuer as a result of the investment, brief description of business and financials of such venture

The Company has no objective to invest its net proceeds of IPO in any Joint venture, a subsidiary, and associate or acquisition purpose.

(d) If IPO proceeds are not sufficient to complete the project, then source of additional fund must be mentioned. In this connection, copies of contract to meet the additional funds are required to be submitted to the Commission. The means and source of financing, including details of bridge loan or other financial arrangement, which may be repaid from the proceeds of the issue along with utilization of such funds

The Company does not require any additional fund.

(e) A schedule mentioning the stages of implementation and utilization of funds received through public offer in a tabular form, progress made so far, giving details of land acquisition, civil works, installation of plant and machinery, the approximate date of completion of the project and the projected date of full commercial operation etc. The schedule shall be signed by the Chief Executive Officer or Managing Director, Chief Financial Officer and Chairman on behalf of Board of Directors of the Issuer.

Schedule of utilization of funds received through IPO

Sl	Area of utilization of IPO proceeds	Amount in Tk.	Remarks
1	Investment in FDR	45,000,000	
2	Investment in Capital Market	96,981,319	
3	Floor Purchase	40,000,000	
4	To meet up IPO expenses	11,627,721	Actual costs may vary if above mentioned estimates differ total expenditures will be adjusted accordingly
	Total	193,609,040	

(f) If there are contracts covering any of the activities of the Issuer for which the proceeds of sale of securities are to be used, such as contracts for the purchase of land or contracts for the construction of buildings, the Issuer shall disclose the terms of such contracts, and copies of the contracts shall be enclosed as annexure to the prospectus

There is no contract covering any of the activities of the Issuer Company for which the proceeds of sale of securities from IPO are to be used.

(g) If one of the objects of the issue is utilization of the issue proceeds for working capital, basis of estimation of working capital requirement along with the relevant assumptions, reasons for raising additional working capital substantiating the same with relevant facts and figures and also the reasons for financing short with long term investments and an item-wise break-up of last three years working capital and next two years projection

IPO proceeds will not be utilized for working capital financing.

(h) Where the Issuer proposes to undertake one or more activities like diversification, modernization, expansion, etc., the total project cost activity-wise or project-wise, as the case may be

There are no such activities proposed to undertake by the Issuer.

(i) Where the Issuer is implementing the project in a phased manner, the cost of each phase, including the phases, if any, which have already been implemented

There are no such project shall be implemented in phase manner.

(j) The details of all existing or anticipated material transactions in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies

There are no such transaction occurred or shall be occurred in terms of utilization of IPO proceeds with sponsor, directors, key management personnel, associate and Group companies.

(k) Summary of the project appraisal or feasibility report by the relevant professionals not connected with the Issuer, Issue Manager and registrar to the issue with cost of the project and means of finance, weaknesses and threats, if any, as given in the appraisal or feasibility report.

The Company will invest IPO fund in government securities and capital market securities, so it is not required to do feasibility report in this respect.

Section XXIII Lock-in

(a) Provisions for lock-in as per these Rules

Lock-in.-Ordinary shares of the issuer, at the time of according consent to the public issue, shall be subject to lock-in, from the first trading day at the exchange in the following manner:

- (a) Shares held by sponsors, directors and shareholders holding 10% (ten percent) or more, for 03 (three) years;
- (b) In case, any existing sponsor or director of the issuer transfers any share to any person, those transferred shares, for 03 (three) years;
- (c) Shares allotted to any person, before 4 (four) years or more of according consent to the public issue, other than the persons mentioned in clause (a) and (b), for 01 (one) year;
- (d) Shares held by alternative investment funds, for 01 (one) year;
- (e) Shares held by any person, other than the shares mentioned in clause (a), (b), (c) and (d) above, for 02 (two) years:

Provided that ordinary shares converted from any other type of securities shall also be subject to lock-in as mentioned above.;

(b) Statement of securities to be locked in for each shareholder along with BO account number, lock-in period and number of securities to be locked in.

Category	SI	Name	Position	No of Share	Percentage (%)		BO-Account Number	Lock In (Years)
					Pre IPO	Post IPO		
Sponsor and/or Director	1	Mr. Mozaffar Hossain Paltu	Sponsor & Chairman	23,41,918	8.06%	4.84%	1202880069510977	3
	2	Mr. Belayet Hossain	Sponsor & Director	21,78,102	7.50%	4.50%	1202010039947541	3
	3	Mr. Md. Shajahan	Sponsor & Director	10,63,577	3.66%	2.20%	1202390069626651	3
	4	Prof. M.M. Kamaluddin Chowdhury	Sponsor & Director	9,72,902	3.35%	2.01%	1202390003953124	3
Total (a)				65,56,499	22.58%	13.55%		
Director	5	Mr. Mohammed Hasmot Ali	Director	19,36,089	6.67%	4.00%	1204120028813157	3
	6	Mr. Md. Azizur Rahman	Director	37,11,441	12.78%	7.67%	1301030013430517	3
	7	Mr. Junayad Khan Asfar	Director	10,54,679	3.63%	2.18%	1203330069574216	3
	8	Alhaj Nur Uddin Ahmed	Director	12,26,648	4.22%	2.53%	1204120068884678	3
	9	Barrister Mashfiqur Rahman	Director	14,52,068	5.00%	3.00%	12048900049273631	3
	10	Mr. Mohammad Mubashair Rahman	Director	10,00,000	3.44%	2.07%	1202700073762043	3
	11	Mrs. Bibi Wazeda	Director	12,15,350	4.18%	2.51%	1205200068894675	3
	12	Mr. Jahangir Alam	Director	15,19,969	5.23%	3.14%	1301030040968320	3
	13	Ms. Nasrin Sultana	Director	12,23,899	4.21%	2.53%	1202880073707987	3
	14	Mr. Anjan Mozumder	Director	10,55,217	3.63%	2.18%	1204180073252709	3
Total (b)				1,53,95,360	53.01%	31.81%		
Shareholder	15	Ms. Moontaha Kishwar	Shareholder	5,741	0.02%	0.01%	1204700012737486	3
	16	Ms. Tasnim Kishwar	Shareholder	44,002	0.15%	0.09%	1204700064420813	3
	17	Dr. Ayesha Akter	Shareholder	2,19,095	0.75%	0.45%	1202390069623773	3
	18	Mr. Mahfuzur Rahman	Shareholder	2,19,095	0.75%	0.45%	1202390069625127	3
	19	Mr. Mahabubur Rahman	Shareholder	2,19,095	0.75%	0.45%	1202390063433242	3
	20	Mrs. Meherunnessa	Shareholder	4,47,992	1.54%	0.93%	1202390040352466	3
	21	Mr. Md. Ashfaq Uddin Ahmed	Shareholder	8,55,808	2.95%	1.77%	1204120032722204	3
	22	Mrs. Shoma Alam Rahman	Shareholder	6,05,930	2.09%	1.25%	1202700000070317	3
	23	Mrs. Nurun Nahar Begum	Shareholder	2,00,000	0.69%	0.41%	1202390069625962	3
	24	Mrs. Nazneen Karim	Shareholder	2,00,000	0.69%	0.41%	1202390045538069	3
	25	Mr. Mohammad Lutfur Rahman	Shareholder	4,18,180	1.44%	0.86%	1202700000070293	3
	26	Alhaj Mohammad Mosaddak Ali	Shareholder	30,80,120	10.61%	6.36%	1204120006520577	3
	27	Mr. Md Aminuzzaman Bhuiyan	Sponsor & Shareholder	2,415	0.01%	0.00%	1204950003883529	3
	28	Mr. Kafil Uddin	Sponsor & Shareholder	5,72,024	1.97%	1.18%	1301030004013978	3
Total (c)				70,89,497	24.41%	14.65%		
Grand Total (a) + (b) + (c)				2,90,41,356	100.00%	60.00%		

(e) Shares held by any person, other than the shares mentioned in clause (a), (b), (c) and (d) above, for 02 (two) years: (Private offer to its employees of its initial public offer (IPO)):

Sl. No.	Name	Designation	BO Account No.	E-ID	Share	Amount	NID	Joining Date	Lock-in	Category
1	Talukder Md. Zakaria Hossain	CEO	1202880029830184	0400	105,500	1,055,000	4150938498	03.01.2016	2 Years	Employee
2	Md. Abdur Rahim	SEVP	1202880074290122	0402	10,000	100,000	1468095466	11.05.2015	2 Years	Employee
3	Md. Anisul Islam Khan	EVP	1202880074279188	0404	30,000	300,000	1452634705	31.01.2016	2 Years	Employee
4	Sabina yeasmin	AVP	1203060073778048	2321	40,000	400,000	1917494828682	08.06.2021	2 Years	Employee
5	Ashraful Haque	EVP	1602480073826624	0405	12,000	120,000	2695431016620	01.06.2005	2 Years	Employee
6	Mohd. Azad Hossain	EVP	1202210000551845	0403	10,000	100,000	2696828862593	25.05.2016	2 Years	Employee
7	Bilkis Khanam	VP	1202880074274134	0407	20,000	200,000	4159094566	01.06.2005	2 Years	Employee
8	Mrs. Salma Amin	SEVP	1205150005096714	2310	100,000	1,000,000	3706887068	08.06.2021	2 Years	Employee
9	Md. Jahirul Islam Sarker	A.M.	1203110068945460	2311	10,000	100,000	1912739991107	08.06.2021	2 Years	Employee
10	Mahfuz Uddin Ahmed	VP	1202880073745034	0406	10,000	100,000	7026603123505	15.05.2016	2 Years	Employee
11	Amir Hossain Talukder	VP	1201830063295801	0408	10,000	100,000	1913331438791	07.05.2001	2 Years	Employee
12	Shafquat Moulia	AVP	1202880069832981	0401	25,000	250,000	1922592181	09.01.2018	2 Years	Employee
13	Mohammed Shahedul Islam	AVP	1202880074310658	0461	93,086	930,860	8202779586	01.02.2021	2 Years	Employee
14	Farid Ahammad Bhuiyan	AVP	1203410027481061	0410	3,000	30,000	2693625648200	12.08.2014	2 Years	Employee
15	Rabindra Chandra Mazumder	Sr. Manager	1204670032133833	0412	3,400	34,000	6862104202	30.08.2018	2 Years	Employee
16	Md. Shamimur Rahman	Sr. Manager	1201600003648171	0668	3,000	30,000	6404209550	01.11.2016	2 Years	Employee
17	Md. Morshed Alam	Sr. Manager	1202210000551802	0415	3,000	30,000	1516188341117	16.11.2017	2 Years	Employee
18	Mrs Setara Yesmin	Sr. Manager	1202880074275171	0416	3,000	30,000	2383295637	02.08.2003	2 Years	Employee
19	Md. Amdadul Hoque	Sr. Manager	1202210019742515	0414	3,000	30,000	5520193789	03.03.2014	2 Years	Employee
20	Mohammad Ali Jinnah	Sr. Manager	1205200022491061	0417	3,000	30,000	3913677341492	28.02.2006	2 Years	Employee
21	Md. Hasan	AVP	1202880069154051	2313	20,000	200,000	5968794387	08.06.2021	2 Years	Employee
22	Muhammad Siraz Uddin	Manager	1202880074280275	0413	3,000	30,000	3258549488	05.04.2009	2 Years	Employee
23	Md. Zeauddin Chowdhury	Manager	1202880074274375	0420	3,400	34,000	6895003223	30.04.2018	2 Years	Employee
24	Mizanur Rahman	Manager	1204690072281897	1146	3,000	30,000	3263572319	01.10.2002	2 Years	Employee
25	Md. Razib Khan	Dy. Manager	1202880074286074	0422	2,500	25,000	3252687300	02.05.2019	2 Years	Employee
26	Jashim Uddin	Dy. Manager	1202880074274035	0419	2,900	29,000	3718060639	01.10.2014	2 Years	Employee
27	Mir. Iqbal Hossen	Dy. Manager	1202880074285813	0421	2,500	25,000	5540938130	19.08.2013	2 Years	Employee
28	Tanjina Yasmin Minu	Dy. Manager	1202880074294883	0430	2,500	25,000	2693624638688	31.12.2010	2 Years	Employee
29	Md. Soheli Rana	Dy. Manager	1202880074274466	0423	2,900	29,000	19847817640192264	01.06.2010	2 Years	Employee
30	Hasina Sultana Shaon	Dy. Manager	1204390073913180	0431	2,500	25,000	7781907519	03.06.2014	2 Years	Employee
31	Syed Al-Amin Shuvo	A.M.	1202880074274284	0425	2,300	23,000	4603823826	01.02.2011	2 Years	Employee
32	Kazi Saidul Islam	A.M.	1202880074135342	0426	2,255	22,550	8688601049	01.06.2010	2 Years	Employee
33	Md. Bilal Hossain	A.M.	1202880074311256	0432	2,000	20,000	7311647734	09.06.2002	2 Years	Employee
34	Mrs. Tahamina Akter	A.M.	1202880074289862	0427	2,000	20,000	3722749912	01.08.2001	2 Years	Employee
35	Mrs. Shahida Parvin	A.M.	1203300010528375	0428	2,000	20,000	6445257923	21.02.2001	2 Years	Employee
36	Md. Jahangir Alam	A.M.	1202600003509302	0462	2,000	20,000	8819451929268	05.07.2021	2 Years	Employee
37	Shamima Akter Salma	Sr. Officer	1202880074286165	0434	2,000	20,000	2694812055666	13.02.2012	2 Years	Employee
38	Nilufa Yasmin	Sr. Officer	1202880074283236	0443	2,000	20,000	2366924807	08.04.2018	2 Years	Employee
39	Tanjila Ahmed	Sr. Officer	1204390073913091	0438	2,000	20,000	1452655051	10.01.2018	2 Years	Employee
40	Md. Abu Zafor Siddique	Sr. Officer	1202880074280837	0437	2,000	20,000	19917621608000092	15.04.2018	2 Years	Employee
41	Md. Sabbir Khan	Sr. Officer	1202880074285674	0441	2,000	20,000	1020811764	10.10.2018	2 Years	Employee
42	Md. Habil Uddin	Officer	1203260036454102	0439	1,500	15,000	9311940794902	01.03.2010	2 Years	Employee
43	Mrs. Shammee Akter	Officer	1202890026723363	0440	1,500	15,000	1216394457952	05.05.2008	2 Years	Employee
44	Nafia Benty Ahsan	Officer	1202880074285757	0463	1,500	15,000	8202183243	05.04.2021	2 Years	Employee
45	Md. Rubel Rana	Officer	1202880074285899	0446	1,500	15,000	1488790583	09.09.2018	2 Years	Employee
46	Md. Zahidul Islam	Jr. Officer	1204070071201704	0445	1,500	15,000	5520439158	11.11.2012	2 Years	Employee
47	Abdul Alim Khan	Jr. Officer	1202880074278943	0444	1,500	15,000	7304629426	29.11.2015	2 Years	Employee
48	Md. Sherfuddin Reaz	Office Asst.	1202880074316422	0447	1,500	15,000	5508406146	19.03.2019	2 Years	Employee
49	Abdul Gofur Khan	Messenger	1203300018816224	0448	1,500	15,000	4154621561	01.07.2001	2 Years	Employee
50	Md. Basir Alam	Peon	1201580018588322	0450	1,000	10,000	5956709868	01.02.2006	2 Years	Employee
51	Farid Ahmed	Peon	1204070071200429	0452	1,000	10,000	8244398684	27.06.2013	2 Years	Employee
52	Kazi Jamal	Peon	1202880074300388	0451	1,000	10,000	7773615195	24.12.2009	2 Years	Employee
53	Md. Nasir Hossain	Peon	1202880074301655	0453	1,000	10,000	2916250815472	28.09.2011	2 Years	Employee
54	Md. Zahurul Islam	Peon	1202880074316888	0456	1,000	10,000	7618328227659	02.07.2018	2 Years	Employee
55	Md. Rasel Mia	Peon	1202880074290347	0457	1,000	10,000	9141662123	12.12.2019	2 Years	Employee
56	Md. Hasan Khondkar	Peon	1204070070497413	0460	1,000	10,000	8209442410	11.08.2013	2 Years	Employee
57	Md. Shaheen	Driver	1204430073687146	0464	2,000	20,000	4172560973	08.06.2021	2 Years	Employee
58	Mohammad Waser hossain Rifat	AVP	1204690058382008	2322	10,000	100,000	6710231547537	08.06.2021	2 Years	Employee
59	Md. Jahir Rayhen Bhuiyan	VP	1605760066260511	2314	10,000	100,000	1914023238600	08.06.2021	2 Years	Employee
60	Md. Borhan Uddin	SVP	1205000045087327	2323	10,000	100,000	3253687721	15.06.2021	2 Years	Employee
61	Md. Emrul Hasan	Sr. Officer	1202880071796751	2315	4,000	40,000	19924794509000050	15.06.2021	2 Years	Employee
62	Md. Niamul Aziz Khan	Officer	1203180007071025	2316	2,000	20,000	4621305483	15.06.2021	2 Years	Employee

63	Md. Monir Uddin	Addl. M.D	1201960008577940	2161	1,00,000	10,00,000	1919185155	29.08.2007	2 Years	Employee
64	Moshiur Rahman	DMD	1202880074289506	1152	10,000	1,00,000	7333590664	12.11.2007	2 Years	Employee
65	Mirza Md. Murad	SVP	1601880040795075	1585	8,000	80,000	9133840547	17.01.2017	2 Years	Employee
66	Mr. Md. Shahjahan Mia	SVP	1201830074340020	1102	2,000	20,000	6715831511	16.01.2017	2 Years	Employee
67	Mr. Chatta Rongong Das	SEVP	1202600074273057	2162	8,000	80,000	2699039532911	01.07.2009	2 Years	Employee
68	AK.M. Mofiz Ullah	DMD	1204390053234819	2163	10,000	1,00,000	2694811002669	01.06.2008	2 Years	Employee
69	Md. Humayoun Kabir	Dy. Manager	1202090074307173	1920	3,000	30,000	1022011096507	02.07.2005	2 Years	Employee
70	Mohammad Ismail	DMD	1201910004639010	1318	10,000	1,00,000	4615460971	01.02.2016	2 Years	Employee
71	Mr. M.A. Wadud Bari	Addl. M.D	1203110068441231	1670	7,000	70,000	6725813620094	03.04.2017	2 Years	Employee
72	AK.M. Nazrul Islam	Addl. M.D	1202880074286122	2164	20,000	2,00,000	9565571255	01.04.2008	2 Years	Employee
73	Mrs. Tanjima Sultana	VP	1202090062573010	2199	13,000	1,30,000	19828612583716058	14.01.2021	2 Years	Employee
74	Mohammad Shahjalal	EVP	1202550074267421	1614	7,000	70,000	4811185643123	02.01.2017	2 Years	Employee
75	Kazi Ashrafur Alam	SEVP	1203710072198362	2284	6,000	60,000	6896223739	14.09.2021	2 Years	Employee
76	Md. Alamgir Hossain	EVP	1203910074288065	1604	8,000	80,000	9124133423	14.12.2016	2 Years	Employee
77	Syed Abu Mohammad Noman	EVP	1202090070187284	2165	7,000	70,000	9559757316	01.12.2015	2 Years	Employee
78	Sk. Ferdous Khan Morshed	SEVP	1202200074081023	1197	8,000	80,000	9122417380	13.12.2009	2 Years	Employee
79	Mr. Bipul Roy	AMD	1201580033782424	1257	8,000	80,000	19702698879401746	04.03.2015	2 Years	Employee
80	Mr. S.M. Hasan Uddin	SEVP	1201780074309924	2166	7,000	70,000	1511266174353	02.05.2016	2 Years	Employee
81	Mr. Md. Nasir Uddin	Addl. M.D	1201600069232937	1557	15,000	1,50,000	8218388513	01.11.2016	2 Years	Employee
82	Md. Haider Ali	Addl. M.D	1203880019322864	1218	15,000	1,50,000	2696828264290	31.05.2012	2 Years	Employee
83	Ayesha Jawad	DMD	1202880074297702	2317	50,000	5,00,000	7793445995	15.06.2021	2 Years	Employee
84	Md. Mesbah Uddin Shofi	Addl. M.D	1201510074295936	2169	25,000	2,50,000	5067793512	20.03.2001	2 Years	Employee
85	Mr. Khaza Hossen	AMD	12034900027648532	2168	8,000	80,000	1919469441332	15.04.2010	2 Years	Employee
86	Mahede Zaman Fuad	VP	1201980074316414	1260	5,000	50,000	19852694812098848	28.04.2015	2 Years	Employee
87	Md. Shafiqur Rahman	EVP	1202600074314241	2170	8,000	80,000	8228936863	03.07.2008	2 Years	Employee
88	Mr. Md. Golam Rabbani	DMD	1202880074273049	2156	10,000	1,00,000	9131033731	01.10.2020	2 Years	Employee
89	Sarker Kobir Uddin	Sr. Officer	1605440061474424	1566	3,000	30,000	5951350965	13.10.2016	2 Years	Employee
90	Sheikh Farid	AMD	1201830064034070	2172	10,000	1,00,000	1919469441333	01.02.2009	2 Years	Employee
91	Md. Zamir Uddin	AMD	1602480047012921	1954	3,000	30,000	6433440754	01.04.2019	2 Years	Employee
92	Mostafa Hasan	SEVP	1205690074311941	2270	4,000	40,000	6864936593	14.07.2021	2 Years	Employee
93	Mr. Mizanur Rahman	Addl. M.D	1205030074162704	2175	25,000	2,50,000	6869096526	01.08.2005	2 Years	Employee
94	Md. Sazzad Hossain	Sr. Manager	1202880074297900	2318	10,000	1,00,000	2810321340520	15.06.2021	2 Years	Employee
95	Mr. Zaffor Hossain	DMD	1202880074301548	2208	40,000	4,00,000	2372571105	27.05.2021	2 Years	Employee
96	Mrs Hamida Shirin	SVP	1202880074298129	2324	42,127	4,21,270	5072560393	14.07.2021	2 Years	Employee
97	Mrs. Suraiya Jabeen	AVP	1202880074297365	2325	40,000	4,00,000	4644794515	02.08.2021	2 Years	Employee
98	Mr. Md. Saifur Rahman	VP	1202880074299688	2326	40,000	4,00,000	5508700472	01.07.2021	2 Years	Employee
99	Mrs. Nasrin Hossain	VP	1202880074298477	2327	40,000	4,00,000	1472561222	01.07.2021	2 Years	Employee
100	Mr. Abul Kalam Azad	EVP	1202880074299420	2299	1,94,044	19,40,440	6871508708	04.07.2021	2 Years	Employee
101	Sayed Khadija Sultana	SEVP	1204590068914935	2319	2,00,000	20,00,000	2911885259527	15.06.2021	2 Years	Employee
102	Ms. Zebaida Nasrin Sultana	VP	1204180072296897	2300	1,21,625	12,16,250	8219792531	04.07.2021	2 Years	Employee
103	Md Sohrab Hossain Sarker	Sr. Officer	1205590003731059	2320	5,000	50,000	7306805339	15.06.2021	2 Years	Employee
104	Dr. Md. Fazle Elahy Milad	AVP	1202390074331799	2301	1,27,028	12,70,280	19682696536938116	04.07.2021	2 Years	Employee
105	Mr. Md. Nasir Uddin	EVP	1201590074289225	2304	2,22,863	22,28,630	19891516124000076	14.07.2021	2 Years	Employee
106	Mr. Aktar Ali	Sr. Manager	1202400046376965	2305	72,836	7,28,360	8202613876	14.07.2021	2 Years	Employee
107	Mrs. Nigar Sultana	SVP	1201590072135282	2306	91,132	9,11,320	9112685434	02.08.2021	2 Years	Employee
108	Mrs. Mahmuda Shahed	SVP	1202700004260753	2309	1,21,451	12,14,510	2650898570400	02.08.2021	2 Years	Employee
109	Mr. Md. Shah Jamal	SVP	1203410072508594	2307	63,252	6,32,520	5995717674	02.08.2021	2 Years	Employee
110	Mahaboob Alam Mallik	SEVP	1204120017354711	2302	4,26,036	42,60,360	19682692949000027	04.07.2021	2 Years	Employee
111	Md.Khaled Salauddin (Saji)	Officer	1204140074439269	2343	500	5,000	19896125202000011	15.06.2021	2 Years	Employee
112	Rafiu Adnun	Officer	1204140074439186	2308	1,000	10,000	6434768336	15.06.2021	2 Years	Employee
113	Zubaed Al Masum	Officer	1203260071002861	2303	500	5,000	4181527146	15.06.2021	2 Years	Employee
Total :				29,04,135	2,90,41,350					

Section XXIV

Markets for the Securities Being Offered

The Issuer shall apply to all the relevant exchanges in Bangladesh within seven working days from the date of consent for public offer accorded by the Commission.



Dhaka Stock Exchange Limited (DSE)

9/F, Motijheel C/A, Dhaka-1000



Chittagong Stock Exchange Limited (CSE)

CSE Building, 1080 Sk. Mujib Road

Agrabad C/A, Chittagong

Declaration about listing of shares with the stock exchange(s)

None of the stock exchange(s), if for any reason, grants listing within 75 days from the closure of subscription, any allotment in terms of this prospectus shall be void and the company shall refund the subscription money within fifteen days from the date of refusal for listing by the stock exchanges, or from the date of expiry of the said 75 (seventy five) days, as the case may be.

In case of non-refund of the subscription money within the aforesaid fifteen days, the company directors, in addition to the Issuer Company, shall be collectively and severally liable for refund of the subscription money, with interest at the rate of 2% (two percent) per month above the bank rate, to the subscribers concerned.

The Issue Manager, in addition to the Issuer company, shall ensure due compliance of the above mentioned conditions and submit compliance report thereon to the Commission within seven days of expiry of the aforesaid fifteen days' time period allowed for refund of the subscription money.

Trading and settlement

Trading and settlement regulation of the stock exchanges shall apply in respect of trading and settlement of the shares of the Company.

The issue shall be placed in “N” Category.

Section XXV

Description of securities outstanding or being offered

(a) Dividend, voting and preemption rights

The Share Capital of the company is divided into Ordinary Shares, carrying equal rights to vote and receive dividend in terms of the relevant provisions of the Companies Act 1994 and the Articles of Association of the company. All shareholders shall have the usual voting right, voting right in person or by proxy in connection with, among others, election of Directors & Auditors and other usual agenda of General Meeting – Ordinary or Extra Ordinary. On a show of hand, every shareholder present in person and every duly authorized representative of a shareholder present at a General Meeting shall have one vote and on a poll every shareholder present in person or by proxy shall have one vote for every share held by him or her.

In case of any additional issue of shares for raising further capital the existing shareholders shall be entitled to Right Issue of shares of in terms of the guidelines issued by the BSEC from time to time.

(b) Conversion and liquidation rights

If the company at any time issue convertible preference shares or debenture with the consent of the BSEC or other relevant regulatory authority, such holders of securities shall be entitled to convert such securities into ordinary shares if it is so determined by the company.

Right for transfer

In terms of the provisions of the Companies Act, 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are freely transferable. The Company shall not charge any fee for registering transfer of shares. No transfer shall be made to a firm, an infant/minor or person of unsound mind.

(c) Dividend policy

1. The profit of the Company, subject to any special right relating thereto created or authorized to be created by the Memorandum of Association and subject to the provisions of the Articles of Association, shall be divisible among the members in proportion to the amount of capital paid-up on the shares held by them respectively.
2. Dividends will not be paid in any rate higher than that is recommended by the Directors, but the Company in its General Meeting may declare a dividend in a rate lower than that recommended by Board of Directors. The declaration of Directors as to the amount of Net Profit of the Company shall be conclusive.
3. No dividend shall be payable except out of the profits of the Company or any other undistributed profits. Dividend shall not carry interest as against the Company.
4. The Directors may from time to time pay the members such interim dividend as in their judgment the financial position of the Company may justify.
5. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of transfer.
6. There is no limitation on the payment dividends to the common stockholders of the Company.

(d) Other rights of the securities holders.

The Directors shall present the financial statements as required under the law & International Accounting Standard as adopted in Bangladesh. Financial statements will be prepared in accordance with the International Accounting Standards as adopted in Bangladesh, consistently applied throughout the subsequent periods and present with the objective of providing maximum disclosure as per law and International Accounting Standard as adopted in Bangladesh to the shareholders regarding the financial and operational position of the company. The shareholders shall have the right to receive all periodical statement and reports, audited as well as unaudited, published by the company from time to time.

The shareholder holding minimum of 10% shares of paid-up capital of the company shall have the right to requisition of Extra-ordinary General Meeting of the company as provided for the section 84 of the Companies Act 1994.

Section XXVI

Financial Statements

The latest financial statements prepared and audited by any of the Commission's panel of auditors in adherence to the provisions of the Securities and Exchange Rules, 1987, কোম্পানি আইন, 1994, International Financial Reporting and Auditing Standards as adopted in Bangladesh from time to time and any other law as applicable

Independent Auditor's Report To the shareholders of
Union Insurance Co. Ltd.
Report on the Audit of Financial Statements

Opinion

We have audited the financial statements of **Union Insurance Co. Ltd.**, which comprise the Statement of Financial Position as at September 30, 2020, the Statement of Profit or Loss and Other Comprehensive Income, the Statement of Profit and Loss and Other Comprehensive Income Appropriation Account, related Revenue Accounts, Statement of Changes in Equity, and Statement of Cash Flows for the period from January 01, 2020 to September 30, 2020 and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the company as at September 30, 2020, and its financial performance and its cash flows for the period from January 01, 2020 to September 30, 2020 in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Insurance Act 2010, the Insurance Rules 1958, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit matters were identified in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters except the matters of restatement of financial position presented for the year ended December 31, 2019 which described in details below. We summarized below the key audit matters in arriving at our audit opinion above, together with our key audit procedures to address those matters and, as required for public limited entities, our results from those procedures.

Risk	Our response to the risk
Premium Income	
<p>Gross general insurance premium comprises the total premium received for the whole period provided by contracts entered into during the accounting period.</p> <p>Given the important nature, connections to other items to the financial statements and sensitivity of the items we believe this area pose high-level of risk.</p>	<p>With respect to Premium income in respect of various types of insurance we carried out the following procedures:</p> <ul style="list-style-type: none"> The design and operating effectiveness of key controls around premium income recognition process. Carried out analytical procedures and recalculated premium income for the period. Carried out cut-off testing to ensure unearned premium income has not been included in the premium income. On a sample basis reviewed policy to ensure appropriate policy stamp was affixed to the contract and the same has been reflected in the premium register. Ensured on a sample basis that the premium income was being deposited in the designated bank account. Tested on a sample basis to see that appropriate VAT was being collected and deposited into bank through Treasury Challan. For a sample insurance contracts tested to see if appropriate. <p>Level of reinsurance was done and whether that re-insurance Premium was deducted from the gross premium.</p> <ul style="list-style-type: none"> Applying specialist's judgment ensured if there is any Impairment of the reinsurer. Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.
Investment Fluctuation Fund	
<p>The company made a number of investments in the listed and unlisted capital market with required regulatory permission. Income generated from the investments (realized gain and dividend received) is credited to the Profit & Loss Account. Unrealized capital gain or loss if any is transferred to the Investment Fluctuation Fund subsequently or as per the policy of the company.</p> <p>This item has significant impact on the earnings performance of the company and return to the shareholders and might be prone to misreporting as large unreported fall in the value of any holding may wipe out the value of the portfolio and hamper the distribution capability of the company.</p>	<p>We tested the design and operating effectiveness of key controls around monitoring, valuation and updating of prices of the positions held by the company from trusted sources. Additionally, we performed the following:</p> <ul style="list-style-type: none"> Obtained year-end share holding positions from the company and through directional testing assessed the completeness of the report. Recalculated unrealized gain or loss at the year end. Carried out cut-off testing to ensure unrealized gain or loss was recognized in correct period. Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.

Estimated liability in respect of outstanding claims whether due or intimated and claim payment	
<p>This account represents the claim due or intimated from the insured and involves significant management judgment and risk of understatement. In extreme scenario this item may have going concern implications for the company.</p>	<p>We tested the design and operating effectiveness of controls around the due and intimated claim recording process. We additionally carried out the following substantive testing's around the item:</p> <ul style="list-style-type: none"> • Obtained the claim register and tested for completeness of claims recorded in the register on a sample basis. • Obtained a sample of claimed policy copy and cross check it with claim. • Obtained a sample of survey reports and cross checked those against respective ledger balances and in case of discrepancy carried out further investigation. • Obtained and discussed with management about their basis for estimation and challenged their assumptions where appropriate. • Tested a sample of claims payments with intimation letter, survey report, bank statements, claim payment register and general ledger. • Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.
<p>Details of head-wise restated amounts during the period from January 01, 2019 to December 31, 2019 has been presented according to the revised Financial Statements from the year's 2015, 2016, 2017, 2018 & 2019.</p>	
<ul style="list-style-type: none"> • Balance of Profit & Loss Appropriation (PLA) Account is Taka 76,348,499 as at December 31, 2019 which has been arisen due to restatement made in the heads of Proposed Dividend, Revaluation Reserve, and Income Tax implications in last four years audited financial statements. • Balance of Revaluation Reserve is Taka 96,373,050 in the audited financial statements as at December 31, 2016 which is restated to Taka 38,190,788 by not considering revaluation of assets other than land and Building. • Balance of WPPF is Taka 14,516,279 as at December 31, 2019 which is restated due to changed of PLA amount and also charged interest on remaining balance of WPPF since 2016. • Restated balance of Provision for Current Tax and Deferred Tax Liability Taka 137,158,835 and Taka 5,632,607 respectively as at December 31, 2019. The above balances are restated by charging interest on WPPF, interest of FDR, Transfer of Revaluation Reserve to PLA, and Restatement of Revaluation Reserve. • The restated carrying value of the Property, Plant & Equipment is Tk. 	<p>We have revisited the above mentioned periodic Financial statement to assessed the restated mentioned head's and followed the following procedures:</p> <ul style="list-style-type: none"> • To justify the restated Profit & Loss Appropriation balance, we collected and reviewed revaluation report, Board Resolution regarding proposed dividend amount merged with PLA and recalculated Income Tax amount both Current & Deferred Tax. • We have confirmed the Revaluation reserve balance from Revaluation report and also collected resolution of Board Minutes to confirm the total balance of revaluated amount by segregating others assets value and land & building value. • We have recalculated the balance of WPPF as well as interest charged thereon on a yearly basis. • We have confirmed the balance of Provision for Current Tax and deferred Tax by recalculating impact of tax amount as per IAS-12. We also collected relevant supporting documents as well as Board Resolution from the management.

<p>164,490,167 as at December 31, 2019. The valuation of tangible fixed assets was identified as a key audit matter due to significant impact of revaluated amount land & building in the Financial Statements.</p> <ul style="list-style-type: none"> Sundry Debtors and Amount due from other persons or bodies carrying on Insurance business is Tk. 163,081,631 and 325,601,357 respectively as at December 31, 2019. The above balances have been restated due to transaction issues with ShadharanBima Corporation (SBC) recalculated and found the need of this restatement. 	<ul style="list-style-type: none"> We assessed whether the accounting policies in relation to the revaluation of fixed asset has been made in compliance with IAS-16 and found them to be consistent. We also obtained revaluation report from the management and checked & confirmed the balance of revaluation reserve. We assessed the restated amount with the correspondence letter of SBC and also checked the recalculation method. We have also collected board meeting resolution regarding the issues.
--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Other Information

Management is responsible for the other information. The other information comprises all of the information in the annual report other than financial statements and our auditors' report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we concluded that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements and Internal Controls.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Insurance Act 2010, the Insurance Rules 1958, the Securities and Exchange Act 1987 and other applicable Laws and Regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company's to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with the relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, the Insurance Act 2010, the Insurance Rules 1958, the Securities and Exchange Rules 1987 and the other applicable Laws and Regulations, We also report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and

belief were necessary for the purpose of our audit and made due verification thereof;

- b) In our opinion, proper books of accounts, records and other statutory books as required by law have been kept by the Company so far as it appeared from our examination of those books;
- c) The Company's management has followed relevant provisions of laws and rules in managing the affairs of the company and proper books of accounts, records and other statutory books have been properly maintained and (where applicable) proper returns of the purpose of our audit have been received adequately from branches but the branches have not been visited by us;
- d) 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 directly or indirectly, in respect of insurance business of the company transacted in Bangladesh during the year under report have been fully charged to the related Revenue Account and the statement of profit or loss & other comprehensive income of the company;
- e) As per section 54(5) of Insurance Act 2010 as amended, we report that to the best of our information and as shown by its books, the company during the year under report has not paid any person any commission in any form outside Bangladesh in respect of any of its business reinsured abroad;
- f) The Company's Statement of Financial Position, Statement of Profit & Loss and Other Comprehensive Income, Statement of, Related Revenue Accounts, Statement of Changes in Equity and Statement of Cash Flows of the Company together with the Annexed Notes dealt with by the report are in agreement with the books of accounts and returns; and
- g) The expenditure incurred was for the purpose of the Company's business.

Sd/-

Fouzia Haque FCA,

Partner,

FAMES & R,

Chartered Accountants

Place: Dhaka

Date: November 22, 2020.

Union Insurance Co. Ltd.				
Balance Sheet (Statement of Financial Position)				
As at September 30, 2020				
Particulars	Notes	Amount in Taka		
		January 1, 2020 to September 30, 2020	January 1, 2019 to December 31, 2019 <i>Restated</i>	January 1, 2019 to December 31, 2019
Shareholders' Equity & Liabilities				
Shareholders' Equity				
Authorised Capital				
100,000,000 Ordinary shares of Tk. 10 each	3.00	1,000,000,000	1,000,000,000	1,000,000,000
Paidup Capital				
29,041,356 Ordinary share of Tk. 10 each fully paid up	3.01	290,413,560	252,533,530	252,533,530
	4.00	174,872,284	198,367,053	229,439,694
Reserve for Exceptional Loss	4.01	94,740,480	80,731,216	80,731,216
Profit & Loss Appropriation Account		41,941,017	76,348,499	52,335,428
Revaluation Reserve	4.02	38,190,788	41,287,338	96,373,050
Total Shareholders Equity		465,285,844	450,900,583	481,973,224
Liabilities and Provisions				
Balance of Fund and Account	5.00	191,635,507	165,042,409	165,042,409
Fire Insurance Revenue Account		56,907,882	44,754,728	44,754,728
Marine Cargo Insurance Revenue Account		76,283,138	84,747,123	84,747,123
Marine Hull Insurance Revenue Account		32,023,001	7,072,830	7,072,830
Motor Insurance Revenue Account		17,852,134	17,173,300	17,173,300
Misc. Insurance Revenue Account		8,569,352	11,294,428	11,294,428
Deposit Premium	6.00	1,948,375	2,030,395	2,030,395
Deferred Tax Liability	7.00	4,006,619	5,632,607	3,413,569
Estimated Liability in respect of outstanding Claim	8.00	9,500,000	8,000,000	8,000,000
Amount due to other persons or bodies carrying on insurance businesses	9.00	14,644,733	16,197,010	16,197,010
Worker's Profit Participation Fund	10.00	17,115,275	14,516,279	13,769,385
Provision for current Tax	11.00	143,106,027	137,158,835	139,619,699
Bank Loan	12.00	5,530,200	39,242,217	39,242,217
Account Payable	13.00	12,400,577	6,242,013	6,242,013
Total Liabilities and Provisions		208,251,806	229,019,357	228,514,288
Total Shareholders' Equity & Liabilities		865,173,156	844,962,350	875,529,921
				cont...

Property and Assets				
Non-Current assets		181,154,320	189,490,167	219,223,375
Investment	14.00	25,000,000	25,000,000	25,000,000
Property, Plant and Equipment	15.00	156,154,320	164,490,167	194,223,375
Current assets		626,482,511	584,692,416	585,526,778
Sundry Debtors	16.00	218,101,999	163,081,631	308,857,062
Investment in FDR	17.00	97,596,538	91,096,538	91,096,538
Interest Receivable	18.00	1,353,557	3,176,227	-
Stock of printing, stationery & stamp	19.00	3,046,408	1,736,664	1,735,664
Amount due from other persons or bodies carrying on insurance businesses	20.00	306,384,009	325,601,357	183,837,514
Cash and Cash Equivalents	21.00	57,536,326	70,779,767	70,779,768
Cash in Hand		22,987,520	53,677,485	53,677,485
Cheque in transit		1,251,110	-	-
Cash at Banks-STD Accounts		32,871,667	16,341,223	16,341,223
Cash at Banks on-CD Accounts		426,029	761,060	761,060
Total Assets		865,173,156	844,962,350	875,529,921
Net Asset Value (NAV) Per Share	31.00	16.02	17.86	19.09
The accompanying notes from an integral part of these Financial Statements.				

Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain	Jahangir Alam	Md. Azizur Rahman	Mozaffar Hossain Paltu
Chief Executive Officer	Director	Director	Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner
Dated : November 22, 2020			FAMES & R
Place : Dhaka			Chartered Accountants

Union Insurance Co. Ltd.			
Profit and Loss Account (Statement of Profit or Loss and other Comprehensive Income)			
For the Period from January 01, 2020 to September 30, 2020			
Particulars	Notes	Amount in Taka	
		from January 01 to September 30, 2020	from January 1, to December 31, 2019
Expenses of management		26,726,132	34,296,289
(Not applicable to any particular fund or account)			
Advertisement & Publicity		779,419	217,152
Audit fees		237,500	125,000
Consultancy & Rating Fee		-	100,000
Legal & Professional Fee		450,350	64,207
Financial Expenses		2,233,829	4,470,600
AGM Expenses		409,128	1,142,704
Director's meeting attendance fees		545,600	866,800
Donation & Subscription		2,146,123	1,100,000
Interest on Worker's Profit Participation Fund		1,032,338	751,768
Depreciation	22.00	17,746,002	23,999,866
Levy charge		-	100,000
Group Insurance premium		824,975	426,600
Renewal & Registration		320,868	931,592
Profit transferred to profit & loss appropriation account		32,899,799	103,323,812
Total		59,625,931	137,620,101
Profit/(Loss) transferred from:		50,669,939	123,773,567
Fire		(40,721,609)	13,332,100
Marine Cargo		80,058,480	77,287,627
Marine Hull		(9,579,918)	(3,273,424)
Motor		10,343,135	15,460,472
Miscellaneous		10,569,851	20,966,792
Interest Income	23.00	8,955,992	9,599,499
Profit on sale of Fixed Assets	24.00	-	4,247,035
Total		59,625,931	137,620,101
The accompanying notes from an integral part of these Financial Statements.			
Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain Chief Executive Officer	Jahangir Alam Director	Md. Azizur Rahm Director	Mozaffar Hossain Paltu Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner
Dated : November 22, 2020			FAMES & R
Place : Dhaka			Chartered Accountants

Union Insurance Co. Ltd.			
Profit and Loss Appropriation Account			
For the Period from January 01, 2020 to September 30, 2020			
Particulars	Notes	Amount in Taka	
		from January 01 to September 30, 2020	from January 1, to December 31, 2019
Opening balance of Appropriation Account		76,348,499	35,333,922
Net Profit for the year brought down		32,899,799	103,323,812
Revaluation Reserve Transfer		3,096,550	4,587,482
Total		112,344,848	143,245,216
		70,403,832	66,896,717
Reserve for Exceptional Losses		14,009,264	2,500,000
Provision for Companies Income Tax		5,947,191	37,163,452
Worker's Profit Participation Fund	10.01	1,566,657	4,920,181
Provision for deferred tax		(1,625,988)	(355,228)
Dividend paid from last year profit		50,506,707	22,668,311
Balance transferred to balance sheet		41,941,017	76,348,499
Total		112,344,848	143,245,216
Earning Per Share (EPS) (Tk.10 each)	2.18	0.93	2.44
The accompanying notes from an integral part of these Financial Statements.			
Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain	Jahangir Alam	Md. Azizur Rahman	Mozaffar Hossain Paltu
Chief Executive Officer	Director	Director	Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner
Dated : November 22, 2020			FAMES & R
Place : Dhaka			Chartered Accountants

Union Insurance Co. Ltd.			
Consolidated Revenue Account			
For the Period from January 01, 2020 to September 30, 2020			
Particulars	Notes	Amount in Taka	
		from January 01 to September 30, 2020	from January 1, to December 31, 2019
Claims under policies less re-insurances		88,346,792	88,156,617
Claims paid during the year		86,846,792	85,575,017
Claims outstanding at the end of the year		9,500,000	8,000,000
Claims outstanding at the end of the previous year		(8,000,000)	(5,418,400)
Agent Commission	25.00	66,616,312	59,056,343
Management Expenses	26.00	164,265,753	108,027,536
Balance of account at the end of the year		191,635,507	165,042,409
As shown in the Statement of financial position being reserve for unexpired risks @ 40% of premium income of the year (Fire, Marine Cargo, Motor & Misc)		191,635,507	165,042,409
Profit transferred to Profit and Loss Account		50,669,939	123,773,567
Total		561,534,303	544,056,472
Balance of Account at the beginning of the year		123,781,808	126,486,287
Premium less reinsurances		431,054,267	401,996,778
Premium underwritten		431,054,267	401,996,778
Commission on reinsurances:		6,698,228	15,573,407
Commission earned on re-insurance ceded		6,698,228	15,573,407
Total		561,534,303	544,056,472
The accompanying notes from an integral part of these Financial Statements.			
Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain Chief Executive Officer	Jahangir Alam Director	Md. Azizur Rahman Director	Mozaffar Hossain Paltu Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner
Dated : November 22, 2020			FAMES & R
Place : Dhaka			Chartered Accountants

Union Insurance Co. Ltd
Fire Insurance Revenue Account

For the Period from January 01, 2020 to September 30, 2020

Particulars	Notes	Amount in Taka	
		from January 01 to September 30, 2020	from January 1, to December 31, 2019
Claims under policies less re-insurances		75,166,119	69,509,299
Claims paid during the year		73,601,119	71,359,699
Claims outstanding at the end of the year		4,500,000	2,935,000
Claims outstanding at the end of the previous year		(2,935,000)	(4,785,400)
Agent Commission	25.00	22,837,256	18,291,127
Management Expenses	26.00	64,951,893	31,685,641
Balance of account at the end of the year			
as shown in the Statement of Financial Position being reserve for unexpired risks @ 40% of premium income of the year		56,907,882	44,754,728
Profit/(Loss) transferred to Profit and Loss Account		(40,721,609)	13,332,100
Total		179,141,541	177,572,895
Balance of Account at the beginning of the year		33,566,046	58,067,409
Premium less reinsurances		142,269,706	111,886,819
Premium underwritten		142,269,706	111,886,819
Commission on reinsurances		3,305,789	7,618,667
Commission earned on re-insurance ceded		3,305,789	7,618,667
Total		179,141,541	177,572,895
The accompanying notes from an integral part of these Financial Statements.			
Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain	Jahangir Alam	Md. Azizur Rahman	Mozaffar Hossain Paltu
Chief Executive Officer	Director	Director	Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner
Dated : November 22, 2020			FAMES & R
Place : Dhaka			Chartered Accountants

Union Insurance Co. Ltd			
Marine Cargo Insurance Revenue Account			
For the Period from January 01, 2020 to September 30, 2020			
Particulars	Notes	Amount in Taka	
		from January 01 to September 30, 2020	from January 1, to December 31, 2019
Claims under policies less re-insurances		4,703,638	4,565,761
Claims paid during the year		4,793,638	3,089,761
Claims outstanding at the end of the year		1,500,000	1,590,000
Claims outstanding at the end of the previous year		(1,590,000)	(114,000)
Agent Commission	25.00	28,750,425	31,187,862
Management Expenses	26.00	66,459,447	54,717,125
Balance of account at the end of the year			
as shown in the Statement of financial position			
being reserve for unexpired risks @ 40% of premium income of the year (Marine Cargo)		76,283,138	84,747,123
Profit/(Loss) transferred to Profit and Loss Account		80,058,480	77,287,625
Total		256,255,128	252,505,496
Balance of Account at the beginning of the year		63,560,343	36,227,688
Premium less reinsurances		190,707,846	211,867,810
Premium underwritten		190,707,846	211,867,810
Commission on reinsurances		1,986,939	4,409,998
Commission earned on re-insurance ceded		1,986,939	4,409,998
Total		256,255,128	252,505,496
The accompanying notes from an integral part of these Financial Statements.			
Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain	Jahangir Alam	Md. Azizur Rahm	Mozaffar Hossain Paltu
Chief Executive Officer	Director	Director	Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner
Dated : November 22, 2020			FAMES & R
Place : Dhaka			Chartered Accountants

Union Insurance Co. Ltd			
Marine Hull Insurance Revenue Account			
For the Period from January 01, 2020 to September 30, 2020			
Particulars	Notes	Amount in Taka	
		from January 01 to September 30, 2020	from January 1, to December 31, 2019
Claims under policies less re-insurances		-	-
Claims paid during the year		-	-
Claims outstanding at the end of the year		-	-
Claims outstanding at the end of the previous year		-	-
Agent Commission	25.00	5,227,350	1,444,341
Management Expenses	26.00	10,118,862	2,396,277
Balance of account at the end of the year			
as shown in the Statement of financial position			
being reserve for unexpired risks @ 100% of premium		32,023,001	7,072,830
income of the year (Marine Hull)			
Profit/(Loss) transferred to Profit and Loss Account		(9,579,918)	(3,273,424)
Total		37,789,295	7,640,024
Balance of Account at the beginning of the year		5,304,623	90,897
Premium less reinsurances		32,023,001	7,072,830
Premium underwritten		32,023,001	7,072,830
Commission on reinsurances		461,671	476,297
Commission earned on re-insurance ceded		461,671	476,297
Total		37,789,295	7,640,024
The accompanying notes from an integral part of these Financial Statements.			
Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain	Jahangir Alam	Md. Azizur Rahm	Mozaffar Hossain Paltu
Chief Executive Officer	Director	Director	Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner
Dated : November 22, 2020			FAMES & R
Place : Dhaka			Chartered Accountants

Union Insurance Co. Ltd
Motor Insurance Revenue Account
For the Period from January 01, 2020 to September 30, 2020

Particulars	Notes	Amount in Taka	
		from January 01 to September 30, 2020	from January 1, to December 31, 2019
Claims under policies less re-insurances		8,421,656	14,075,798
Claims paid during the year		8,396,656	11,069,798
Claims outstanding at the end of the year		3,500,000	3,475,000
Claims outstanding at the end of the previous year		(3,475,000)	(469,000)
Agent Commission	25.00	6,534,187	6,122,589
Management Expenses	26.00	14,359,200	10,408,556
Balance of account at the end of the year			
as shown in the Statement of financial position being reserve for unexpired risks @ 40% of premium income of the year		17,852,134	17,173,300
Profit/(Loss) transferred to Profit and Loss Account		10,343,135	15,460,472
Total		57,510,312	63,240,715
Balance of Account at the beginning of the year		12,879,975	17,431,437
Premium less reinsurances		44,630,337	42,933,250
Premium underwritten		44,630,337	42,933,250
Commission on reinsurances		-	2,876,028
Commission earned on re-insurance ceded		-	2,876,028
Total		57,510,312	63,240,715

The accompanying notes from an integral part of these Financial Statements.

Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain	Jahangir Alam	Md. Azizur Rahman	Mozaffar Hossain Palto
Chief Executive Officer	Director	Director	Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner
Dated : November 22, 2020			FAMES & R
Place : Dhaka			Chartered Accountants

Union Insurance Co. Ltd
Miscellaneous Insurance Revenue Account

For the Period from January 01, 2020 to September 30, 2020

Particulars	Notes	Amount in Taka	
		from January 01 to September 30, 2020	from January 1, to December 31, 2019
Claims under policies less re-insurances		55,379	5,759
Claims paid during the year		55,379	55,759
Claims outstanding at the end of the year		-	-
Claims outstanding at the end of the previous year		-	(50,000)
Agent Commission	25.00	3,267,094	2,010,425
Management Expenses	26.00	8,376,351	8,819,938
Balance of account at the end of the year			
as shown in the Statement of financial position being reserve for unexpired risks @ 40% of premium income of the year		8,569,352	11,294,428
Profit/(Loss) transferred to Profit and Loss Account		10,569,851	20,966,792
Total		30,838,027	43,097,342
Balance of Account at the beginning of the year		8,470,821	14,668,856
Premium less reinsurances		21,423,377	28,236,069
Premium underwritten		21,423,377	28,236,069
Commission on reinsurances		943,829	192,417
Commission earned on re-insurance ceded		943,829	192,417
Total		30,838,027	43,097,342

The accompanying notes from an integral part of these Financial Statements.

Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain	Jahangir Alam	Md. Azizur Rahma	Mozaffar Hossain Paltu
Chief Executive Officer	Director	Director	Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner
Dated : November 22, 2020			FAMES & R
Place : Dhaka			Chartered Accountants

Union Insurance Co. Ltd
Statement of Changes in Shareholders' Equity
For the Period from January 01, 2020 to September 30, 2020

Particulars	Share Capital	Reserve for Exceptional Loss	Revaluation Reserve	Retained Earning	Total
Balance as at 01, January 2020	252,533,530	80,731,216	41,287,338	76,348,499	450,900,584
Net Profit during the period	-	-	-	32,899,799	32,899,799
Bonus Share Issued	37,880,030	-	-	(37,880,030)	-
Dividend paid	-	-	-	(12,626,678)	(12,626,678)
Reserve for Exceptional Losses	-	14,009,264	-	(14,009,264)	-
Provision for Income Tax	-	-	-	(5,947,191)	(5,947,191)
Provision for Deferred Tax	-	-	-	1,625,988	1,625,988
Provision for Worker's Profit Participation F	-	-	-	(1,566,657)	(1,566,657)
Revaluation Reserve Transfer	-	-	(3,096,550)	3,096,550	-
Balance as at 30th September 2020	290,413,560	94,740,480	38,190,788	41,941,017	465,285,844

Particulars	Share Capital	Reserve for Exceptional Loss	Revaluation Reserve	Retained Earning (Restated)	Total
Balance as at 01, January 2019	240,508,120	78,231,216	45,874,821	35,333,922	399,948,079
Net Profit during the period	-	-	-	103,323,812	103,323,812
Bonus Share Issued	12,025,410	-	-	(12,025,410)	-
Dividend paid	-	-	-	(10,642,901)	(10,642,901)
Reserve for Exceptional Losses	-	2,500,000	-	(2,500,000)	-
Provision for Income Tax	-	-	-	(37,163,452)	(37,163,452)
Provision for Deferred Tax	-	-	-	355,228	355,228
Provision for Worker's Profit Participation F	-	-	-	(4,920,182)	(4,920,182)
Revaluation Reserve Transfer	-	-	(4,587,482)	4,587,482	-
Balance as at 31st December 2019	252,533,530	80,731,216	41,287,338	76,348,499	450,900,584

Sd/-	Sd/-	Sd/-	Sd/-	
Talukder Md. Zakaria Hossain Chief Executive Officer	Jahangir Alam Director	Md. Azizur Rahman Director	Mozaffar Hossain Paltu Chairman	
Dated : November 22, 2020				
Place : Dhaka				

Union Insurance Co. Ltd			
Statement of Cash Flows			
For the Period 1st January, 2020 to September 30, 2020			
Particulars	Notes	Amount in Taka	
		from January 01 to September 30, 2020	from January 1, to December 31, 2019
Cash Flow from Operating Activities			
Collection from premium	35.00	444,026,725	394,292,430
Management Expenses, Re-Insurance ,Claim & Agency Commission	41.00	(355,723,068)	(364,209,114)
Account Payable (VAT)	40.00	1,184,492	3,843,047
Advance Expenses	38.00	(121,659)	(200,000)
Stock of printing, stationery & stamp	19.00	(1,309,744)	(760,904)
Income Tax paid including TDS	16.01	(8,355,485)	(265,571)
Net Cash Flow from Operating Activities		79,701,261	32,699,888
Cash Flow from Investing Activities			
Acquisition of Fixed Assets		(9,410,155)	(20,247,451)
Sale of Fixed Assets		-	4,856,750
Advance against Office Premises		(29,685,000)	-
Advance against Decoration		(16,000,000)	-
Interest Income including TDS	36.00	10,778,662	8,433,727
Investment in FDR		(6,500,000)	(4,058,367)
Net Cash Used in Investing Activities		(50,816,493)	(11,015,341)
Cash Flow from Financing Activities			
Dividend Paid		(8,416,192)	(10,642,901)
loan		(33,712,017)	(6,155,719)
Net Cash Used in Financing Activities		(42,128,209)	(10,642,901)
Increase in Cash and Cash Equivalents (A+B+C)		(13,243,441)	11,041,646
Add: Cash and Cash Equivalents at the beginning		70,779,767	72,586,493
Cash and Cash Equivalents at the end of the year		57,536,326	70,779,767
Net Operating Cash Flows per share (NOCFPS)		2.74	1.29
Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain Chief Executive Officer	Jahangir Alam Director	Md. Azizur Rahman Director	Mozaffar Hossain Paltu Chairman

Union Insurance Co. Ltd.
Notes to the Financial Statements

As at and for the period ended 30th September, 2020

1.00 General Information

1.01 Legal form of the Company

Union Insurance Co. Ltd (UICL) (the "Company") was incorporated as a Public Limited Company on 24th August, 2000 under the Companies Act, 1994 having registered office in Bangladesh. UICL obtained permission to commence Insurance business from Chief Controller of Insurance, Directorate of Insurance, and Government of the Peoples Republic of Bangladesh on 27th September, 2000. The Principal place of business of the Company is at 65/2/2 (9th & 10th Floor), Box Culvert Road, Purana Paltan, Dhaka-1000, Bangladesh. Which is also the registered office of the company. UICL is engaged in Non-Life Insurance business within the meaning of Insurance Act, 2010.

1.02 Principal Activities and Nature of Operations

The Principal activity of the company continues to be carrying on non-life insurance businesses. There was no significant change in the nature of the Principal activities of the company during the year 2020 under review.

1.03 Reporting Period

The financial statements of the Company consistently cover one calendar year starting from 1st January to 30th September, 2020.

2.00 Summary of Significant Accounting and Related Policies

2.01 Basis of Preparation

The Financial Statements have been prepared on going concern and accrual basis under the historical cost convention. The preparation and presentation of the financial statements and the disclosure of information have been made in accordance with the Insurance Act 1938 (as amended in 2010), the Insurance Rules 1958 and in conformity with International Financial Reporting Standards (IFRS), the Companies Act 1994, the Securities and Exchange Rules 1987, the listing rules of Dhaka Stock Exchange Limited and Chittagong Exchange Limited and other applicable laws & regulations in Bangladesh.

2.02 Status of compliance with IAS and IFRS

The Financial Reporting Standards that are applicable/not applicable for the financial statements for the period, include the

IAS 1 Presentation of Financial Statements	*
IAS 7 Statement of Cash Flows	Applied
IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors	Applied
IAS 10 Events after the Reporting Period	Applied
IAS 12 Income Taxes	Applied
IAS 16 Property, Plant and Equipment	Applied
IAS 19 Employee Benefits	Applied
IAS 23 Borrowing cost	Applied
IAS 24 Related Party Disclosures	Applied
IAS 26 Accounting and Reporting by Retirement Benefit Plans	Applied
IAS 32 Financial Instruments: Presentation	Applied
IAS 33 Earnings per Share	Applied
IAS 34 Interim Financial Reporting	Applied
IAS 36 Impairment of Assets	Applied
IAS 37 Provisions, Contingent Liabilities and Contingent Assets	Applied
IAS 38 Intangible Assets	Applied
IAS 40 Investment Property	Applied
IFRS 5 Non-currents assets held for sale and discontinued operation	N/A
IFRS 6 Exploration for and evaluation of mineral resources	N/A
IFRS 7 Financial instruments: disclosure	*
IFRS 8 Operating Segments	Applied
IFRS 9 Financial Instruments	*
IFRS 13 Fair Value Measurement	Applied
IFRS 16 Leases	Applied

* The management of Union Insurance Com Ltd has followed the principles of IAS and IFRS consistently in the preparation of the financial statements to that extent as applicable and possible to Insurance Company and material departures have been explained in note 2.25.

2.03 Components of the Financial Statements

Following the Insurance Act, 2010 and IAS-1 "Presentation of Financial Statements", the Company's complete set of financial statements include the following components:

- | | | |
|---------------------------------------------------------------------------------------------------------------------------------|--|--|
| a) Balance Sheet (Statement of Financial Position) as at September, 2020; | | |
| b) Profit and Loss Account (Statement of Profit or Loss and other Comprehensive Income) for the period ended September 30,2020; | | |
| c) Profit and Loss Appropriation Account for the period ended September 30,2020; | | |
| d) Statement of Changes in Equity for the period ended September 30,2020; | | |
| e) Statement of Cash Flows for the year period ended September 30,2020; | | |
| f) Consolidated Revenue Account for the period ended September 30,2020; | | |
| g) Fire Insurance Revenue Account for the period ended September 30,2020; | | |
| h) Marine Cargo Insurance Revenue Account for the period ended September 30,2020; | | |
| i) Marine Hull Insurance Revenue Account for the period ended September 30,2020; | | |
| j) Motor Insurance Revenue Account for the period ended September 30,2020; | | |
| k) Miscellaneous Insurance Revenue Account for the period ended September 30,2020; | | |
| l) Notes to the Financial Statements . | | |

2.04 Going Concern

The accompanying financial statements have been prepared on a going concern basis, which contemplated the realization of assets and the satisfaction of liabilities in the normal course of business. The accompanying financial statements do not include any actual or proposed adjustments that would result in Union Insurance Co. Ltd. being unable to continue as a going concern.

2.05 Revenue recognition

1. Premium is recognized when insurance policies are issued. The sum of premium income as appeared in classified Revenue Accounts is net of the refund made, Re-insurance ceded and Reinsurance premium on PSB.
2. The premium in respect of Company's share of Public Sector Insurance Business (PSB) is accounted for in the period in which the relevant statement is received from Shadharan Bima Corporation (SBC).
3. Amounts received against issue of Cover Notes, which have not been converted into Policy are recognized as income at the earlier of Cover Notes converted into Policy or after expiry of two years of cover Notes in accordance with SBC's circular.
4. Interest on Fixed Deposit Receipt (FDR), Account and bonds are recognized as revenue on accrual basis.
5. Income from marketable securities is accounted for at actual amount earned and received on its disposal.

2.06 Accounting Estimates

Preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amount of assets and liabilities, Income and expenses. The estimates and underlying assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstance, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. While management believes that the amount included in the financial statement reflect the company's best estimates and assumptions, actual result could differ from estimates.

Significant areas requiring the use of management estimates in these financial statements relate to the useful life of depreciable assets. However, assumptions and judgments made by management in the application of accounting policies that have significant effect on the financial statements are not expected the result in material adjustment to the carrying amount of assets and liabilities in the next year.

2.07 Functional and presentation currency

The financial Statements are presented in Bangladeshi Taka which is the company's functional currency except indicated otherwise.

2.08 Materiality and aggregation

Each material class of similar items is presented separately in the financial Statements. Item of dissimilar nature as well as function are presented separately unless they are immaterial.

2.09 Property, Plant and Equipment

i) Recognition and measurement

Property, plant and equipment are recognized if it is probable that future economic benefit associated with the asset will flow to the Company and cost of the asset can be measured reliably and the asset is available for use. Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost self-constructed assets includes the cost of material and direct labor, any other costs directly attributable to bringing the asset to a working condition for its intended use and the cost of dismantling and removing the items and restoring the site on which they are located.

Gains and losses on disposal of items of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment. When revalued assets are sold, the relevant amount included in the revaluation reserve is transferred to retained earnings.

ii) Subsequent cost

The cost of replacing a component of an items of property, plant and equipment is recognized as an addition to asset if it is probable that the future economic benefits associated with the part will flow to the company and its cost can be measured reliably. The carrying amount of the replaced component is de-recognized.

iii) Depreciation

Depreciation is charged on straight line basis. Depreciation is charged on newly acquired assets from the date when asset is available for use in the manner intended by management. In case of disposal, depreciation charged up to the date of disposal. The rates of depreciation are furnished below;

Category of Assets

Rate of Depreciation

Office Decoration	15%
Furniture & fixture	10%
Motor Vehicle	20%
Electric Equipment	20%
Office Equipment	15%
Telephone Installation	15%
Sundry assets	15%
Building	10%
Software	20%

iv) De-recognition

An item of property, plant and equipment is de-recognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset is included in the Profit and Loss Account (Statement of Profit or Loss and other Comprehensive Income in the year the asset is de-recognized.

v) Impairment of assets

The carrying amounts of the company's non financial assets other than deferred tax assets are reviewed at regular interval to determine when there is any indication.

An impairment loss is recognized if the carrying amount of an asset or its cash generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of comprehensive income. Considering the present conditions of the assets, management concludes that there is no such indication exists.

2.10 Employee Benefits

Union insurance Co. Ltd. offers a number of benefit plan for all permanent Employees of the company which includes Contributory Provident Fund, Workers Profit Participation Fund, Incentive Bonus, Gratuity, Group Life Scheme (GLS) and Car/Motor Cycle Loan Scheme which have been accounted for the accordance with the provision of international Accounting Standard IAS 19 (Employee Benefits).

(i) Provident Fund

Company operates a recognized provident fund. Permanent employees of the Company are eligible for the said provident fund. Employees of the Company contribute 10% (ten percent) of their basic salary and the employer makes a similar contribution. The provident fund is wholly administered by a Board of Trustees and no part of the fund is included in the assets of the Company.

(ii) Group Insurance Policy

The company has been operating a group insurance policy for all its permanent employees for the family assistance after death of any employee's as per Group insurance Policy terms & condition.

(iii) Workers Profit Participation Fund (WPPF)

The Board of Directors of Union Insurance Com Ltd in its decided to introduce Workers' Profit Participation and Welfare Fund (WPPF) with effect from 1st January, 2016. In addition to the above, Union Insurance Company limited providing other benefits to its employees like Incentive Bonus, Group Life Scheme (GLS), Car/Motor Cycle Loan Scheme subject to fulfillment of certain terms and conditions.

(iv) Gratuity

The Company has initiated a funded gratuity scheme. The fund is in process for approval by the National Board of Revenue (NBR), and will be administered by the Board of Trustees. Employees are entitled to benefit at a graduated scale based on the length of service that completed 5 years. When the fund is approved by NBR, UICL will start contribution to the fund and recognize it the financial statements.

2.11 Expenses and Taxes

i) Recognition of expenses

All expenses relating to running of business are charged to Profit and Loss Account (Statement of Profit or Loss and other Comprehensive Income) on accrual basis.

ii) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition and construction of a qualifying asset form part of the cost of that asset and, therefore, is capitalized. Other borrowing costs are recognized as expenses.

2.12 Income tax

Income tax expense is recognized in the Profit and Loss Account (Statement of Profit or Loss and other Comprehensive Income).

i) Current Tax

The tax currently payable is based on taxable profits for the year. Taxable profits differs from profits as reported in the Statement of Profit or Loss and other Comprehensive Income because it excludes items of income or expenses that are taxable or deductible in other year or are never taxable or deductible. Company's liability for current tax is calculated using tax rates that have been enacted the Statement of Financial Position date.

ii) Deferred tax assets / liabilities

Company recognizes deferred tax as per IAS-12 on the temporary difference between depreciation charge of assets.

2.13 Reserve or contingencies Accounts

i) Reserve for exceptional losses

In line with Para 6, 4th Schedule of the Income Tax Ordinance 1984, to meet the exceptional losses, UICL sets aside 3.25% of the Gross Premium Income of the year in which it is set aside from the balance of the profit to the reserve for exceptional losses.

2.14 Allocation of total management expenses

Total related management expenses have been allocated among the different Revenue Accounts on pro-rata basis of their respective gross premium income.

2.15 Provisions relating to collection of premium

The company has complied with the section 18 of the Insurance Act, 1938 (as amended in 2010) as applicable in regard to provision of collection of premium.

2.16 Prohibition of Loans

Company has not granted any loan or temporary advance to any firm or company in which any director, auditor, officer, manager, actuary of the company or family member of these people has any interest as proprietor, partner, director, manager or managing agent without prior approval of the board of directors.

2.17 Segment Reporting

A business segment is a distinguishable component of the company that in providing services that are subject to risks and returns that are different from those of other business segments. The company accounts for segment reporting of operating results using the classes of business. The performance of segments is evaluated on the basis of underwriting results of each segment. The company has four primary business segments for reporting purposes namely fire, marine, motor and miscellaneous.

2.18 Earnings per share (EPS)

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the number of ordinary shares outstanding during the period.

$$\text{EPS} = \frac{\text{Earnings attributable to ordinary shareholders}}{\text{Number of ordinary shares outstanding during the year}}$$

Net Profit Before Tax

Less : Provision for Income Tax

Less : Provision for Deferred Tax

Less : Worker's Profit Participation Fund

Net Profit After Tax

Number of Ordinary Shares outstanding during the year

Earnings per share (EPS)

2020	2019
32,899,799	103,323,812
(5,947,191)	(37,163,452)
1,625,988	355,228
(1,566,657)	(4,920,181)
27,011,939	61,595,406
29,041,356	25,253,353
0.93	2.44

2.19 Related party disclosure

Union Insurance Co. Ltd., in normal course of business, carried out a number of transactions with other entities that fall within the definition of related party as per "International Accounting standard 24: Related party Disclosures". All transactions involving relating parties arising in normal course of business are conducted on an arm's length basis a commercial rates on the same terms and conditions as publishable to the third parties. Details of the related party transaction have been given in Note-28.

2.20 Statement of Cash Flows

The statement of cash flows has been prepared in accordance with IAS-7 and the cash from the operating activities has been presented using direct method.

2.21 Branch Accounting

Union Insurance Co. Ltd. now has (44) Forty four branches with no overseas branch as of September 30,2020. Accounts of the branches are maintained at the head office from which these financial statements are drawn up.

2.22 Employees Details:

Upto September 30,2020, total 542 person are employed. Among them 542 employees are full-time and no employees are on contractual basis. Information of the employees is given below:

No of employees' received salary more than Tk. 3,000/= per month	542	530
No of employees' received salary less than Tk. 3,000/= per month	Nil	Nil
No part time employees are employed in the company.		

2.23 Leases: IFRS 16

"IFRS 16: Leases" effective from annual periods beginning on or after January 1, 2019 has changed how the lessee accounts for its operating lease contracts. The company leases a number of office space in addition to service sites. IFRS 16 requires all contracts that contain a lease to be recognized on the balance sheet as a right-of-use asset and lease liability by the lessee. Only certain short-term and low-value leases are exempted. In compliance with the standard, UICL has reviewed the lease agreements in place and concluded that the leased assets are either of low value or outstanding for less than 12 months. As per IFRS 16, the management has therefore elected to opt for the exemption paragraph in IFRS 16.

2.24 Disclosure of departures from few requirements of IFRS due to mandatory compliance of Insurance Act's

i) Gross general insurance premium comprise the total premium received for the whole period of cover provided by contracts entered into and reinsurance premium is deducted from gross premium to present net premium. entered into during the accounting period. They are recognized in the year on which the policy issued. Re-insurance premium are deducted from the gross premium to present the net premium income from insurance business.

ii) Insurance Act 1938 (as amended in 2010) has issued templates for financial statements which has to be followed by all general and life insurance companies. The templates neither include other comprehensive income (OCI) nor do the elements of other comprehensive income. As such the UICL does not prepare the other comprehensive income statement.

iii) General provision on insurance premium and re-insurance premium are created as per Insurance Act 1938 (as amended 2010) . However such general provision cannot satisfy the conditions as per IAS 37. At the year end the UICL has recognized provision of BDT 191,635,466/- as balance of fund and liabilities in the balance sheet under liabilities.

2.25 Deposit Premium Account

Premium deposit account represents amount of premium deposited with the company against cover notes for which policies are yet to be issued up to the end of the year.

				Amount in Taka	
				30.09.2020	31.12.2019
3.00	Share Capital				
	Authorized Capital:				
	100,000,000 Ordinary shares of Tk.10.00 each			1,000,000,000	1,000,000,000
3.01	Issued, Subscribed and Paid up Capital				
	Issued, Subscribed and Paid up Capital consist of				
	29,041,356.10 Ordinary shares of Tk.10/- each fully paid up in cash.			290,413,560	252,533,530
	Share Holdings.				
	The following table shows the shareholdings of the Company.				
	Name	Position	No. of share	Amount in Tk.	
	01. Mr. Mazaffar Hossain Paltu	Chairman	2,516,918	25,169,180	
	02. Mr. Belayet Hossain	Director	2,178,102	21,781,020	
	03. Mr. Md. Shajahan	Director	1,063,577	10,635,770	
	04. Prof. M.M. Kamaluddin Chowdhury	Director	797,902	7,979,020	
	05. Mr. Mohammed Hasmot Ali	Director	1,936,089	19,360,890	
	06. Mr. Md. Azizur Rahman	Director	3,911,441	39,114,410	
	07. Alhaj Nur Uddin Ahmed	Director	1,226,648	12,266,480	
	08. Barrister Mashfiquur Rahman	Director	1,452,068	14,520,680	
	09. Mrs. Shoma Alam Rahman	Director	2,024,110	20,241,100	
	10. Mrs. Bibi Wazeda	Director	1,215,350	12,153,500	
	11. Mr. Jahangir Alam	Director	1,519,969	15,199,690	
	12. Ms. Nasrin Sultana	Director	1,223,899	12,238,990	
	13. (Mr. Anjan Mozumder) representative of Uniocean Shipping Lines Ltd.	Director	855,217	8,552,170	
	14. Mr. Junayad Khan Asfar	Director	954,679	9,546,790	
	Mr. Md. Aminuzzaman Bhuiyan	Share Holder	2,415	24,150	
	Mr. Kafil Uddin	Share Holder	572,024	5,720,240	
	Dr. Ayesha Akter	Share Holder	219,095	2,190,950	
	Mr. Mahfuzur Rahman	Share Holder	219,095	2,190,950	
	Mr. Mahabubur Rahman	Share Holder	219,095	2,190,950	
	Mrs. Meherunnessa	Share Holder	547,992	5,479,920	
	Alhaj Mohammad Mosaddak Ali	Share Holder	3,080,120	30,801,200	
	Mr. Md. Ashfaque Uddin Ahmed	Share Holder	855,808	8,558,080	
	Ms. Moontaha Kishwar	Share Holder	5,741	57,410	
	Ms. Tasnim Kishwar	Share Holder	44,002	440,020	
	Mrs. Nurun Nahar Begum	Share Holder	200,000	2,000,000	
	Mrs. Nazneen Karim	Share Holder	200,000	2,000,000	
			29,041,356	290,413,560	

Reserve for exceptional losses made during the year@3.25% on Gross Premium Tk. 43,10,54,267/-					
	Particulars	Gross Premium	% of exceptional Loss	Amount in Taka	
				30.09.2020	31.12.2019
	Fire	142,269,706	3.25%	4,623,765	701,318
	Marine Cargo	190,707,846	3.25%	6,198,005	1,313,580
	Marine Hull	32,023,001	3.25%	1,040,748	43,852
	Motor	44,630,337	3.25%	1,450,486	266,186
	Misc	21,423,377	3.25%	696,260	175,064
	Total	431,054,267		14,009,264	2,500,000
4.02	Revaluation Reserve				
	Balance as on January 01.2020			41,287,338	41,287,338
	Less: Revaluation reserve transfer to retain earning			3,096,550	-
	Balance as on September 30,2020			38,190,788	41,287,338
5.00	Balance of fund and accounts				
	Balance of fund and accounts consists of as follows:				
	Fire Insurance Revenue Account			56,907,882	44,754,728
	Marine Insurance Revenue Account			76,283,138	84,747,123
	Marine Hull Insurance Revenue Account			32,023,001	7,072,830
	Motor Insurance Revenue Account			17,852,134	17,173,300
	Misc. Insurance Revenue Account			8,569,352	11,294,428
	Total			191,635,507	165,042,409
6.00	Deposit Premium				
	The below mentioned amount includes premium received against cover notes for which policies have not been issued within September 30, 2020. While the risks against non-marine and marine hull have been assumed from the issuance of cover notes, risks against marine cargo have not been assumed until shipment advices are provided and accordingly, policies are issued.				
	Fire			1,025,088	10,336
	Marine			745,938	2,012,941
	Marine Hull			-	-
	Motor			165,733	7,118
	Misc			11,616	-
	Total			1,948,375	2,030,395
6.01	Deposit Premium				
	Opening Balance as on 01.01.2020			2,030,395	1,446,919
	Add: Premium Deposited/Collection during the year			444,026,725	393,708,954
	Less: Premium Income as per policy during the year			(444,108,745)	(393,125,478)
	Closing Balance			1,948,375	2,030,395
7.00	Deferred Tax Liability/(Assets)				
	Depreciation as per financial statements			17,746,002	23,999,866
	Tax Base			7,729,454	9,918,348
	Taxable Temporary Difference			10,016,548	14,081,518
	Tax Rate			40%	40%
	Deferred Tax Liability			4,006,619	5,632,607
8.00	Estimated liability in respect of Outstanding claims whether due or intimated				
	Fire.			4,500,000	2,935,000
	Marine.			1,500,000	1,590,000
	Marine hull			-	-
	Motor.			3,500,000	3,475,000
	Misc.			-	-
	Total			9,500,000	8,000,000
	All claims against which the Company received intimations within 30 September 2020 have been taken into consideration while estimating the liability of outstanding claims.				

					Amount in Taka	
					30.09.2020	31.12.2019
9.00	Amounts due to other persons or bodies carrying on insurance business					
	As per the quarterly statements received from SBC amount due to other persons or bodies carrying on insurance business is as follows:					
	Opening Balance				16,197,010	15,540,857
	Add: Payable				54,676,826	104,684,492
	Less: Adjusted during the year				(19,217,348)	-
	Less: Paid During the year				(37,011,755)	(104,028,339)
	Amounts due to Saharan Bima Corporation				14,644,733	16,197,010
	This is made up of the balance due to Saharan Bima Corporation (SBC) on account of re insurance arrangement.					
10.00	WPPF					
	Opening Balance				14,516,279	8,844,330
	Current Year balance				1,566,657	4,920,182
	Interest Charge				1,032,338	751,768
	Closing Balance				17,115,275	14,516,279
10.01	Provision for WPPF					
	Profit Before Tax & WPPF				32,899,799	103,323,812
	Profit Before Tax (Profit before tax & WPPF/1.05)				31,333,142	98,403,630
	Provision for WPPF (Profit before Tax & WPPF @ 5%)				1,566,657	4,920,182
11.00	Provision for Income Tax					
	This is made up as follows:					
	Opening Balance				137,158,835	99,995,383
	Add: Provision for the year (Note 11.01) (Restated)				5,947,191	37,163,452
	Total				143,106,027	137,158,835
11.01	Provision of Income Tax for the year made up as follows					
	Profit before tax as per Profit and Loss account				32,899,799	103,323,812
	Less: Reserve for Exceptional Loss				14,009,264	2,500,000
	Less: Interest on National Investment Bond (Tax Free)				2,455,900	2,995,000
	Less: Provision for WPPF				1,566,657	4,920,181
	Less: Gain on sale of fixed Assets				-	4,247,035
	Business Income				14,867,978	88,661,596
	a) Tax on Business Income @40.00%				5,947,191	35,464,638
	b) Tax on Gain on sale of fixed Assets @ 40%				-	1,698,814
	Tax provision for the year				5,947,191	37,163,452
12.00	Bank Loan					
	Opening Balance				39,242,217	45,397,936
	Paid during the year				(33,712,017)	(6,155,719)
	Closing Balance				5,530,200	39,242,217

13.00 Sundry Creditors				Amount in Taka	
This is made up as follows :				30.09.2020	31.12.2019
A. Management Expense					
Audit fees				110,000	125,000
Office Rent				813,565	606,135
Provident Fund				302,318	-
VAT at source				219,920	77,160
Tax at source				674,755	548,677
A. Total				2,120,558	1,356,972
B. Other payables					
Dividend Payable**				4,210,486	-
VAT (September-2020) paid in October-2020				6,069,533	4,885,041
Total B				10,280,019	4,885,041
Total (A+B)				12,400,577	6,242,013
**This amount represent amount payable to three shareholders. The company has paid the dividend amount to them in cheque but all of them did not deposited the cheque in respective bank and the validity of cheque has expired. There is no further request from the above shareholder to issue further cheque in this respect.					
14.00 Investments					
The amounts have been arrived at as under:					
Held to maturity				25,000,000	25,000,000
Total				25,000,000	25,000,000
15.00 Property, Plant and Equipment					
Balance at the beginning of the year				356,036,653	344,547,202
Addition during the year (restated)				9,410,155	20,247,451
Sales/Disposal during the year				-	(8,758,000)
Balance at the year end				365,446,808	356,036,653
Accumulated Depreciation					
Balance at the beginning of the year (restated)				191,546,486	175,694,906
Addition during the year (restated)				17,746,002	23,999,866
Sales/Adjustment during the year				-	(8,148,285)
Balance at the year end				209,292,488	191,546,486
Written down value at the year end				156,154,320	164,490,167
Schedule for the detail of property, plant equipment is given in Annexure A (Fixed Assets Schedule)					
16.00 Sundry Debtors (including advances, deposits and prepayments)					
This is made up as follows :					
Advance against office rent				1,210,666	1,066,442
Advance against office salary				11,341,619	10,627,619
Advance against Security Deposit				24,673,106	24,551,447
Advance against IPO expenses				200,000	200,000
Advance deposit to VAT tribunal				2,741,478	2,741,478
Advance against Floor Decoration				16,000,000	-
Advance against Floor Purchase				81,814,000	52,129,000
Advance against Income Tax (16.01)				80,121,130	71,765,645
Total				218,101,999	163,081,631
16.01 Advance Income Tax					
Balance at the beginning of the year				71,765,645	58,651,701
Deduction against Interest on FDR's & STD A/C				52,619	265,571
Interest Tax paid				1,077,866	843,373
Advance Deposited against vehicle				225,000	505,000
Paid through Challan				7,000,000	11,500,000
Total				80,121,130	71,765,645

				Amount in Taka	
				30.09.2020	31.12.2019
17.00	Fixed Deposit Receipts (FDR) with Banks and NBFIs				
	Al-Arafah Islami Bank Ltd.			2,200,000	1,700,000
	Bangladesh Commerce Bank Ltd.			500,000	-
	Bank Asia Ltd.			5,000,000	4,000,000
	Basic Bank Ltd.			500,000	500,000
	Dhaka Bank Ltd.			500,000	500,000
	Eastern Bank Ltd.			2,000,000	2,000,000
	Exim Bank Ltd.			4,500,000	4,500,000
	The Farmers bank Ltd			1,500,000	1,500,000
	IFIC Bank Ltd.			1,300,000	1,300,000
	Islami Bank Bangladesh Ltd.			1,600,000	1,600,000
	Mercantile Bank Ltd.			3,500,000	2,000,000
	Mutual Trust Bank Ltd.			400,000	400,000
	Midland Bank Ltd			500,000	500,000
	Modomoti Bank Ltd			500,000	500,000
	NRB Commercial Bank Ltd.			500,000	500,000
	Prime Bank Ltd.			3,000,000	3,000,000
	Pubali Bank Ltd.			500,000	500,000
	Rupali Bank Ltd.			1,398,171	1,398,171
	Southeast Bank Ltd.			1,500,000	1,500,000
	Padma Bank Ltd.			500,000	500,000
	SBAC Bank Ltd.			500,000	500,000
	Shahjalal Islami Bank Ltd.			36,500,000	36,500,000
	Social Islami Bank Ltd.			7,740,000	6,740,000
	Standard Bank Ltd.			1,000,000	500,000
	Trust Bank Ltd.			500,000	-
	United Commercial bank Ltd.			19,458,367	18,458,367
	Total FDR as on 30.09.2020			97,596,538	91,096,538
Investment in FDR consists of FDR investment with Bank's and NBFIs Tk. 97.596 million as on 30 September 2020, which is readily convertible to cash at a short notice.					
18.00	Interest receivable				
	Accrued interest on Fixed deposit Receipts (FDR's)			1,105,914	2,928,584
	Accrued interest of National Investment Bond			247,643	247,643
	Total			1,353,557	3,176,227
The amount represents interest accrued but not received during the year.					
19.00	Insurance Stamps				
	Insurance Stamps			3,046,408	1,736,664
20.00	Amount due from other persons or bodies carrying on insurance businesses				
The balance is made up as follows :					
	Receivable from Sadharan Bima Corporation (SBC)			-	-
	Opening Balance			325,601,357	204,529,601
	Add: Receivable/Adjusted			-	121,071,756
	Less: Received/Adjusted during the year			(19,217,348)	-
	Amount due from Sadharan Bima Corporation			306,384,009	325,601,357
21.00	Cash and Cash Equivalents				
	Cash in Hand (21.01)			22,987,520	53,677,485
	Cheque in transit			1,251,110	-
	Cash at Banks-STD Accounts			32,871,667	16,341,223
	Cash at Banks on-CD Accounts			426,029	761,060
	Total			57,536,326	70,779,767

21.01 Cash in hand					
Cash in hand as on 30 September, 2020 was Tk. 22,987,520. We could not physically verify cash in hand position as on 30 September 2020 as our audit was post dated. However, the management has provided us a Cash Custody Certificate.					
				Amount in Taka	
				30.09.2020	31.12.2019
22.00 Depreciation					
Assets Depreciation				14,649,451	19,412,384
Revaluation Assets Depreciation				3,096,550	4,587,482
Total				17,746,002	23,999,866
23.00 Interest Income					
Interest received on:					
Opening Accrue previous year				(3,176,227)	(2,010,455)
Interest Received during the year				10,778,662	8,433,727
Closing Accrue				1,353,557	3,176,227
				8,955,992	9,599,499
24.00 Gain from sale of assets					
Sales Proceeds				-	4,856,750
Less: Written down value				-	609,715
Profit on sale of Fixed Assets				-	4,247,035
25.00 Agent Commission					
The Agent Commission have been made during the period 2020. Details are as follows:					
Basis of allocation of Agent Commission					
	Particulars	Premium Income (Direct)	Expenses Ratio	Agent Commission	Agent Commission
	Fire	152,166,352	34%	22,829,170	18,291,126
	Marine	191,669,498	43%	28,755,735	31,187,862
	Marine Hull	34,848,999	8%	5,228,315	1,444,341
	Motor	43,561,249	10%	6,535,394	6,122,589
	Misc.	21,780,627	5%	3,267,698	2,010,425
	Total-	444,026,725	100%	66,616,312	59,056,343
Net Premium deposited as per schedule during the period ended September 30,2020, was Tk.444,026,725/- and agents Commission paid on the net premium is Tk. 6,66,16312.					
26.00 Management Expenses					
The management expenses incurred during the period 2020 are as follows:					
26.01 Schedule of Management Expenses					
This consists of the following :					
	Annual Conference & Picnic			3,330,462	1,175,997
	Agent Licence			10,310	13,577
	Salary & allowances			87,241,599	62,655,653
	Bonus			25,745,951	14,719,783
	Bank charge			114,921	387,332
	Paper & Periodical Expenses			7,724	129,173
	Bima Mala			77,884	70,000
	Bima Day			8,910	-
	Cable & Internet Bill			573,133	196,641
	Car Allowance			10,744,140	-
	Car Maintenance			2,323,852	1,216,351
	Conveyance			1,919,953	1,309,599
	Entertainment			1,532,815	1,879,024
					cont...

[illegible]

	Details of transaction with related parties and balances with them were as follows:					
	Name of The related party	Relationship	Nature of Transaction	Amount in Taka		
				30.09.2020	31.12.2019	
	Padma Trading.	Common Director	Insurance Premium & Claim Settlement**	596,621	814,348	
	Max Electro Industries					
	Moon Star					
	Samota Shipping & Trading Agencies	Common Director		5,968,484	6,354,119	
	H.S Corporation (Prop, Md.Azizur Rahmar					
	H.S Shipping lines					
	H.S Corporation & M/S Sajada Trading					
	Clifton Apparels Ltd.	Common Director		7,211,953	6,428,576	
	Clifton Cotton Mills Ltd.					
	Clifton Garments & Accessories					
	Clifton Garments Ltd					
	Clifton Paper Mills Ltd.					
	Clifton Textile & Apparels.					
	Clifton Apparels Ltd.(Knitting)					
	Total					13,777,058
	**Above amount present only the premium income from the director and no claim paid to them during the above period.					
29.00	Tax Assessment Position:					
	Details have been shown in the Annexure -B.					
30.00	Key Management Personnel Compensation					
	The compensation of key management personnel of Union Insurance Com. Ltd were as follows:					
Sl. No	Name of Employee	Short Term Employee Benefit	Post Employment Benefits	Other Long Term Benefits	Retirement/ Termination Benefits	
01	Talukder Md.Zakaria Chief Executive Officer	Salary Tk. 5,50,000 pm	No	No	No	
		Driver Salary:15000/-pm				
		Garage rent:3,000/- pm				
		Car main:15,000/- pm				
		Increment 15% on basic Salary				
		Mobile Tk. 7,000/-pm				
		Car Fuel:15000/-pm				
02	Shafquat Moula Manager and Company Secretary(C.C)	Salary Tk. 4,12,200 Bonus Tk. 49,338	PF@ 10% of Basic Salary	Group Insurance	PF	
		Incentive Bonus & WPPF depends on declaration of Profit				
03	Md. Anisul Islam Khan EVP and Chief Financial Officer (CFO)	Salary Tk. 6,60,780	PF@ 10% of Basic Salary	Group Insurance	PF	
		Bonus Tk. 78,480				
		Incentive Bonus & WPPF depends on declaration of Profit				
04	Md. Razib Khan Manager (Head of Audit and Compliance)	Salary Tk. 2,92,500	PF@ 10% of Basic Salary	Group Insurance	PF	
		Bonus Tk. 32,890				
		Incentive Bonus & WPPF depends on declaration of Profit				
5	Md. Abdur Rahim EVP and In Charge (U/W)	Salary Tk.7,20,000	PF@ 10% of Basic Salary	Group Insurance	PF	
		Bonus Tk. 89,700				
		Incentive Bonus & WPPF depends on declaration of Profit				
6	Mohd Azad Hossain EVP and In charge (C & RI)	Salary Tk.6,54,930	PF@ 10% of Basic Salary	Group Insurance	PF	
		Bonus Tk. 74,750				
		Incentive Bonus & WPPF depends on declaration of Profit				

Key management personnel compensation included in management expenses and no other remuneration or special payment except as mentioned above was made to the key personnel during the period for September 30, 2020.

					Amount in Taka	
31.00	Net Asset Value (NAV) per share				30.09.2020	31.12.2019
	Assets					
	Investments (at cost)				25,000,000	25,000,000
	Property, Plants & Equipment				156,154,320	164,490,167
	Amount due from other persons or bodies carrying on Insurance Business				306,384,009	325,601,357
	Interest accrued but not due				1,353,557	3,176,227
	Sundry Debtors				218,101,999	163,081,631
	Cash in hand & Bank Balances with FDR				57,536,326	70,779,767
	Investment in FDR				97,596,538	91,096,538
	Insurance Stamp				3,046,408	1,736,664
	Total Assets (A)				865,173,156	844,962,350
	Liabilities					
	Balance of Funds & Accounts				191,635,507	165,042,409
	Deposit Premium				1,948,375	2,030,395
	Deferred Tax Liability				4,006,619	5,632,607
	Estimated Liability in respect of outstanding Claim				9,500,000	8,000,000
	Amount due to				14,644,733	16,197,010
	WPPF				17,115,275	14,516,279
	Provision for current Tax				143,106,027	137,158,835
	Long Term Loan				5,530,200	39,242,217
	Account Payable				12,400,577	6,242,013
					399,887,313	394,061,767
	Net Assets value (A-B)				465,285,843	450,900,584
	Weighted average Number of Shares				29,041,356	25,253,353
	Net Assets value per share(C/D)				16.02	17.86
32.00	Contingent Asset/Liability:					
	VAT liability:					
	<p>The Commissioner of Customs Excise & VAT Commissionerate,Dhaka (South), Dhaka vide their letter No. ৪/মু স ক/৮(২৮৯)/কর ফা কি/বিচা র/২০১৭/৫৬২, তারিখ: ১২/১১/২০১৭ ইং demanded an amount of VAT Tk.2,74,14,775.16 and Interest amount Taka 2,28,80,512.60 for the year 2013,2014 and 2015. The Company has submitted necessary papers and documents vide letter No. সি আ ই সি এল সি ডি হসা ব/৫৫সি/০২/২০১৮ তারিখ: ১৯/০৮/২০১৮ against such unacceptable demand of the Commissioner of Customs, Excise & VAT Commissionerate, Dhaka (South), Dhaka . Subsequently management of UICL also appealed to the Appealed Tribunal of Customs, Excise & VAT at 19/08/2018 and the Authority has not given any decision till date.</p>					
	Liability for Income Tax:					
	Detailed breakdown is given in Annexure-B.					

33.00	Other Relevant Information:						
33.01	The Company has paid Tk. 545,600 (including VAT) to the Directors as Board Meeting attendance fee during the year 2020.						
	Director's Attendance Fees						
		Amount in Taka					
	Name of Directors	Total Fees	Total Fees				
		30.09.2020	31.12.2019				
	Mr. Mazaffar Hossain Paltu	32,000	72,000				
	Mr. Belayet Hossain	32,000	40,000				
	Mr. Md. Shajahan	32,000	32,000				
	Prof. M.M. Kamaluddin Chowdhury	32,000	40,000				
	Mr. Mohammed Hasmat Ali	32,000	72,000				
	Mr. Md. Azizur Rahman	32,000	64,000				
	Alhaj Nur Uddin Ahmed	32,000	24,000				
	Barrister Mashfiqur Rahman	24,000	40,000				
	Mrs. Shoma Alam Rahman	16,000	64,000				
	Mrs. Bibi Wazeda	32,000	64,000				
	Mr. Jahangir Alam	32,000	48,000				
	Ms. Nasrin Sultana	32,000	8,000				
	Mr. Junayad Khan Asfar	16,000	-				
	Ferdous Khan Alamgir	8,000	56,000				
	Mr. Md. Aminuzzaman Bhuiyan	-	24,000				
	Mr. Murshed Murad Ibrahim	24,000	-				
	Mr. Maher Sekender	-	16,000				
	Dr. Syed Serajul Huq	-	16,000				
	Mrs. Mazibur Rahman Mazumder	8,000	16,000				
	Alhaj Mohammad Mosaddak Ali	-	48,000				
	Azmery Sultana Sumky	-	16,000				
	Mr. Mohammad Faiz	24,000	-				
	Ms. Syed Alamgir Farrouk	24,000	-				
	Mr. M.U.A Kuader	32,000	-				
		496,000	760,000				
	Add: VAT	49,600	101,600				
	Total	545,600	861,600				
33.02	There was no credit facility for the period ended 30.09.2020 availed by the company under any contract other than trade credit available in normal course of business.						
33.03	The Company neither incurred any expenses nor earned any income in foreign currency on account of royalty, technical expert & professional advisory fees, interest etc.						
33.04	Previous years figures have been reorganized wherever necessary to conform to current years' presentation.						
34.00	Restatements as per IAS 8: Accounting policies, changes in accounting estimates and errors						
	Property, plant and equipment & Revaluation of assets: Due to an internal error, UICL did not charge any depreciation on the revalued amount. These have now been adjusted accordingly. Additionally, depreciation on revalued property charged and also transfer to retained earning, which is restated from the time of revaluation, now this has been amended and reflected accordingly in the financial statements.						
	Reclassification: Due to an internal error and recording process of financial information, reclassification is made on the sundry debtors.						
	Interest income: Company erroneously present interest income on cash basis rather than accrual basis of accounting. A restatement made in this regard, now this has been amended and reflected accordingly in the financial statements.						

		Amount in Taka	
		30.09.2020	31.12.2019
35.00	Collection from premium		
	policy during the year	444,108,745	393,708,954
	Deposit Premium Opening	(2,030,395)	(1,446,919)
	Deposit Premium Closing	1,948,375	2,030,395
	Total	444,026,725	394,292,430
36.00	Interest Income including TDS		
	Opening	3,176,227	2,010,455
	Current Year Income	8,955,992	9,599,499
	Receivable	1,353,557	3,176,227
	Total	10,778,662	8,433,727
37.00	Salary		
	Opening Advance	10,627,619	10,623,619
	New Advance	1,400,000	648,000
	Adjustment	(686,000)	(644,000)
	Closing Balance	11,341,619	10,627,619
38.00	Sundry Debtors (including advances, deposits and prepayments)		
	This is made up as follows :		
	Advance against Security Deposit	24,673,106	24,551,447
	Advance against IPO expenses	200,000	200,000
	Advance deposit to VAT tribunal	2,741,478	2,741,478
	Total	27,614,584	27,492,925
39.00	Office Rent		
	Opening Advance	1,066,442	1,160,473
	New Advance	740,000	760,280
	Adjustment	(595,776)	(854,311)
	Closing Balance	1,210,666	1,066,442
40.00	Account Payable		
	This is made up as follows :		
	A. Management Expense		
	Audit fees	110,000	125,000
	Office Rent	813,565	606,135
	Provident Fund	302,318	-
	VAT at source	219,920	77,160
	Tax at source	674,755	548,677
	A. Total	2,120,558	1,356,972
	B. Other payables		
	Dividend Payable	4,210,486	-
	VAT (September-2020) paid in October-2020	6,069,533	4,885,041
	Total B	10,280,019	4,885,041
	Total (A+B)	12,400,577	6,242,013

41.00	Management Expenses		
	Expenses of management	26,726,132	34,296,289
	Depreciation	(17,746,002)	(23,999,866)
	WPPF Interest	(1,032,338)	(751,768)
	Agent Commission	66,616,312	59,056,343
	Management Expenses	164,265,753	108,027,536
	Office rent advance	(740,000)	(760,280)
	Salary advance	(1,400,000)	(648,000)
	Payable opening	1,356,972	742,476
	Payable Closing	2,120,558	(1,356,972)
	Claim Paid	86,846,792	85,575,017
	Paid to SBC (notes 41.01)	37,011,755	104,028,339
	Total	355,723,068	364,209,114
41.01	Paid to SBC		
	Opening balance	16,197,010	15,540,857
	Add Payable for re insurance ceded	54,676,826	104,684,492
	Adjusted during the year	(19,217,348)	-
	Paid During the year	(37,011,755)	(104,028,339)
	Closing balance	14,644,733	16,197,010

42.00	Commission, Brokerage or Discount against sales : Tk. 6,66,16,312/-			
	Commission was incurred or paid to agents as per insurance Act. 1938 as amended Act. 2010 but no brokerage or discount was incurred or paid against sales.			
43.00	Attendance Status of Board Meeting of Directors			
	During the period from 01.01.2020 to 30.09.2020 there were 4 (Four) Board Meeting were held. The attendance status of the Directors to the meeting are as follows:			
	Name of Directors	Meeting Held	Attendance	Position
	Mr. Mazaffar Hossain Paltu	4	4	Chairman
	Mr. Belayet Hossain	4	4	Director
	Mr. Md. Shajahan	4	4	Director
	Prof. M.M. Kamaluddin Chowdhury	4	4	Director
	Mr. Mohammed Hasmot Ali	4	4	Director
	Mr. Md. Azizur Rahman	4	4	Director
	Alhaj Nur Uddin Ahmed	4	4	Director
	Barrister Mashfiquur Rahman	4	3	Director
	Mrs. Shoma Alam Rahman	4	2	Director
	Mrs. Bibi Wazeda	4	4	Director
	Mr. Jahangir Alam	4	4	Director
	Ms. Nasrin Sultana	4	4	Director
	Mr. Junayad Khan Asfar	4	2	Director
	Ferdous Khan Alamgir	4	1	Director
	Mr. Md Aminuzzaman Bhuiyan	4	0	Director
	Mr. Murshed Murad Ibrahim	4	3	Director
	Mr. Maher Sekender	4	0	Director
	Dr. Syed Serajul Huq	4	0	Director
	Mrs. Mazibur Rahman Mazumder	4	1	Director
	Alhaj Mohammad Mosaddak Ali	4	0	Director
	Azmery Sultana Sumky	4	0	Director
	Mr. Mohammad Faiz	4	3	Director
	Ms. Syed Alamgir Farrouk	4	3	Director
	Mr. M.U.A Kuader	4	4	Director
44.00	Disclosure as per requirement of Schedule XI, Part II of the Company Act. 1994			
A.	Disclosure as per requirement of Schedule XI, Part II, Para-7: Details of Production Capacity: N/A			
B.	Disclosure as per requirement of Schedule XI, Part II, Para-8: Raw Materials, Spare Parts etc. : N/A			
	The value of imported raw materials is calculated on CIF basis: N/A			
	ii) The Company has not incurred any expenditure in foreign currency for the period from 1st January 2020 to 30 September 2020 on account of royalty, know-how, professional fee, consultancy fees and interest.			
	iii) No Foreign exchange earned during the period from selling of Insurance Business.			
	iv) The Company has not earned any foreign exchanges for royalty, know-how, professional fees and consultancy fees.			
	v) There was no export as per course of business from the period from 1st January 2020 to 30 September, 2020			

C. Disclosure as per requirement of Schedule XI, Part II, Para-3			
Compliance status of Disclosure of Schedule XI, Part II, Para-3			
3(i)(a) The turnover		Tk.	431,054,267
3(i)(b) Commission paid to selling agents		Tk.	66,616,312
3(i)(c) Brokerage and discount of sales, other than the usual trade discount	Not Applicable	Tk.	-
3(i)(d)(i) The value of the raw materials consumed, giving item-wise as possible	Not Applicable	Tk.	-
3(i)(d)(ii) The opening and closing stocks of goods produced	Not Applicable	Tk.	-
3(i)(e) In the case of trading companies, the purchase made and the opening and closing stocks	Not Applicable	Tk.	-
3(i)(f) In the case of Companies rendering or supplying services, the gross income derived from services rendered or supplied	Not Applicable	Tk.	-
3(i)(g) Opening and closing stocks, purchases, sales and consumption of raw materials with value and quantity breakup for the Company, which falls under one or more categories i.e. manufacturing and/or trading	Not Applicable	Tk.	-
3(i)(h) In the case of other companies, the gross income derived under different heads	Not Applicable		
3(i)(i) Work-in-progress, which have been completed at the commencement and at the end of the accounting period	Not Applicable		
3(i)(j) Provision for depreciation, renewals or diminution in value of fixed assets	Was made during the year		
3(i)(k) Interest on the debenture paid or payable to the Managing Director, Managing Agent and the Manager	Not Applicable		
3(i)(l) Charge for income tax and other taxation on profits	Has been made during the period	Tk.	5,947,191
3(i)(m) Reserved for repayment of share capital and repayment of loans	Not Applicable	Tk.	-
3(i)(n)(i) Amount set aside on proposed to be set aside, to reserves, but not including provisions made to meet any specific liability, contingency or commitment, know to exist at the date as at which the balance sheet is made up.	No		
3(i)(n)(ii) Amount withdrawn from above mentioned reserve	No		
3(i)(o)(i) Amount set aside to provisions made for meeting specific liabilities, contingencies of commitments	Complied		
3(i)(p) Expenditure incurred on each of the following items,	Not Applicable		
Separately for each item; (i) Consumption of stores and spare parts	Not Applicable		

	(ii) Power and Fuel (iii) Rent (iv) Repairs of Buildings (v) Repairs of Machinery (vi)(1) Salaries, wages and bonus (2) Contribution to provident and other funds (3) Workmen and staff welfare expenses to the extent not adjusted from any previous provisions or reserve.	Not Applicable		
45.00	Disclosure as per requirement of schedule XI, Part-I (A. Horizontal Form) of Companies Act. 1994			
	Accounts Receivable			Not Applicable
	F. In regard to sundry debtors the following particulars' shall be given separately.			
46.00	(I) Debt considered good in respect of which the company is fully secured:			Not Applicable
	The debtors occurred in the ordinary course of business are considered good and secured.			
	II) Debt considered good for which the company hold no security other than the debtors personal security.			
	There is no such debt in this respect as on 30 September, 2020			
	III) Debt considered doubtful or bad			
	The Company does not make any provision for doubtful debts as on 30 September, 2020 because of the fact			
	IV) Debt due by directors or other officers of the Company.			
	There is no such debt in this respect as on 30 September, 2020			
	V) Debt due by Common Management			
	There are no amount due form sister company under common management as on 30 September, 2020			
	VI) The maximum amount due by directors or other officers of the Company.			
	There is no such debt in this respect as on 30 September, 2020			
47.00	Internal Control			
	The following steps have been taken for implementation of an effective internal control procedure of the			
	A strong internal control and compliance division has been formed with a view to establish a well designated system of internal control. Regular review of internal audit reports with view to implement the suggestions of internal auditors in respect if internal control technique. To establish an effective management system that includes planning, organizing and supervising to establish of its internal Control.			
48.00	General Comments and Observations			
	Previous period's figure have been regrouped/reclassified wherever considered necessary to confirmed to current period's presentation. Figures have been rounded off to the nearest taka, as the currency represented in this financial statement. All shares have been fully called and paid up.			
	Auditor's are paid only statutory audit fees and provision are made for Statutory audit fees.			
	No foreign exchange remitted to the relevant shareholders during the period under audit.			
	No amount of money was expended by the company of recompensating any members of the Board for special service rendered. There was no bank guarantee issued by the Company on behalf of Directors.			

Union Insurance Co. Ltd
Fixed Assets Schedule

As at September 30, 2020

											Annexure-A
Sl. No.	Particulars	Balance as at 01.01.2020	Addition	Disposal	Balance as at 30.09.2020	Rate of Depreciation	Balance as at 01.01.2020	Charged During the Year	Disposal	Balance as at 30.09.2020	Written Down Value
1	Office Decoration	16,625,368	5,317,095		21,942,463	15%	10,811,487	1,252,235		12,063,722	9,878,741
2	Furniture & fixture	7,352,047	80,900		7,432,947	10%	3,921,078	263,390		4,184,469	3,248,478
3	Motor Vehicle	124,497,174	2,509,000		127,006,174	20%	76,960,417	7,506,864	-	84,467,281	42,538,893
4	Electric Equipment	14,315,564	742,810		15,058,374	20%	9,157,540	885,125		10,042,665	5,015,709
5	Office Equipment	3,551,390	7,700		3,559,090	15%	2,677,390	99,191		2,776,581	782,509
6	Telephone Installation	313,795	52,650		366,445	15%	270,926	10,746		281,672	84,773
7	Sundry assets	64,691	-		64,691	15%	39,999	2,778		42,777	21,914
8	Building	126,388,201	-		126,388,201	10%	66,066,563	4,524,123		70,590,685	55,797,516
9	Software	-	700,000		700,000	20%	-	105,000		105,000	595,000
	Total	293,108,230	9,410,155	-	302,518,385		169,905,401	14,649,451	-	184,554,852	117,963,533
10	Building(Revaluation)	62,928,423	-	-	62,928,423	10%	21,641,085	3,096,550		24,737,635	38,190,788
	As at 30 September, 2020	356,036,653	9,410,155	-	365,446,808		191,546,486	17,746,002	-	209,292,488	156,154,320
Sl. No.	Particulars	Balance as at 01.01.2019	Addition	Disposal	Balance as at 31.12.2019	Rate of Depreciation	Balance as at 01.01.2019	Charged During the Year	Disposal	Balance as at 31.12.2019	Written Down Value
1	Office Decoration	15,180,487	1,444,881		16,625,368	15%	9,785,508	1,025,979		10,811,487	5,813,881
2	Furniture & fixture	7,159,147	192,900		7,352,047	10%	3,539,860	381,219		3,921,078	3,430,969
3	Motor Vehicle	116,596,394	16,658,780	(8,758,000)	124,497,174	20%	75,261,584	9,847,118	(8,148,285)	76,960,417	47,536,757
4	Electric Equipment	12,443,924	1,871,640		14,315,564	20%	7,868,034	1,289,506		9,157,540	5,158,024
5	Office Equipment	3,472,140	79,250		3,551,390	15%	2,523,155	154,235		2,677,390	874,000
6	Telephone Installation	313,795	-		313,795	15%	263,361	7,565		270,926	42,869
7	Sundry assets	64,691	-		64,691	15%	35,642	4,357		39,999	24,692
8	Building	126,388,201	-		126,388,201	10%	59,364,158	6,702,404		66,066,563	60,321,638
	Total	281,618,779	20,247,451	- 8,758,000	293,108,230		158,641,303	19,412,384	- 8,148,285	169,905,401	123,202,829
9	Building(Revaluation)	62,928,423	-	-	62,928,423	10%	17,053,603	4,587,482	-	21,641,085	41,287,338
	As at 31st December, 2019	344,547,202	20,247,451	- 8,758,000	356,036,653		175,694,906	23,999,866	- 8,148,285	191,546,486	164,490,167

Union Insurance Co. Ltd

Accounting Year	Assessment Year	Status
2007	2008-2009	The Tax Authority assessed Tk. -140,259 refund as per demand notice U/S 135. 1 st appeal and 2 nd appeal completed. Further Appeal has been filed dated 22.08.2010 to the Honorable High Court Division and the decision is pending before High Court Division
2008	2009-2010	The Tax Authority assessed tax Tk. 1,32,25,979 with simple interest tk. 17,07,327 as per demand notice U/S 135. 1 st appeal completed at 22.02.2018. Further Appeal has been filed to the Honorable appellate Tribunal and the decision is pending.
2009	2010-2011	The Tax Authority assessed tax Tk. 1,41,94,745 with simple interest tk. 18,34,524 as per demand notice U/S 135. 1 st appeal completed at 01.08.2017. Further Appeal has been filed to the Honorable appellate Tribunal dated 17.08.2017 and appeal has been rejected. Further appeal to the Honorable High Court Division is processing
2010	2011-2012	The Tax Authority assessed tax Tk. 2,48,51,443 with simple interest tk. 32,09,243 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2011	2012-2013	The Tax Authority assessed tax Tk. 4,38,96,809 with simple interest tk. 57,06,316 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2012	2013-2014	The Tax Authority assessed tax Tk. 6,07,96,638 with simple interest tk. 61,02,587 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2013	2014-2015	The Tax Authority assessed tax Tk. 7,21,46,875 with simple interest tk. 94,05,340 as per demand notice U/S 135. 1 st appeal completed at 31.07.2017 and the file appeal to tribunal 19.11.2017 the decision is pending.
2014	2015-2016	The Tax Authority assessed tax Tk. 7,07,03,521 with simple interest tk. 82,14,247 as per demand notice U/S 135. 1 st appeal completed at 31.07.2017 and the file appeal to tribunal 18.11.2017 the decision is pending.
2015	2016-2017	The Tax Authority assessed tax Tk. 4,25,91,985 with simple interest tk. 44,80,434 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2016	2017-2018	The Tax Authority assessed tax Tk. 1,30,02,060 with simple interest tk. 9,66,935 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2017	2018-2019	The Tax Authority assessed tax Tk. 41,647,730 with simple interest tk. 3680910 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2018	2019-2020	Submit the return and no assessment is made by the DCT

Tax Status (Financial Year 2007-2018)

Annexure-B

Union Insurance Co. Ltd
FORM "AA"

For the Period from 1st January, 2020 to September 30, 2020

SL. NO.	Class of Assets	Amount (Tk)	Amount (Tk)	REMARKS
		2020	2019	
1	Investments (at cost)	25,000,000	25,000,000	
2	Property, Plants & Equipment	156,154,320	164,490,167	
3	Amount due from other persons or bodies carrying on Insurance Business	306,384,009	325,601,357	
4	Interest accrued but not due	1,353,557	3,176,227	
5	Sundry Debtors	218,101,999	163,081,631	
6	Cash in hand & Bank Balances with FDR	57,536,326	70,779,767	
7	Investment in FDR	97,596,538	91,096,538	
8	Insurance Stamp	3,046,408	1,736,664	
Total		865,173,156	844,962,350	

Sd/

-Sd/-

Sd/-

Sd/-

Talukder Md. Zakaria Hossain
Chief Executive Officer

Jahangir Alam
Director

Md. Azizur Rahmar
Director

Mozaffar Hossain Paltu
Chairman

Sd/-

Fouzia Haque, FCA

Partner

Dated : November 22, 2020

Place : Dhaka

FAMES & R
Chartered Accountants

(b) Information as is required under section 186 of the কোম্পানি আইন, 1994 relating to holding company

The Issuer company under consideration does not have any subsidiary company or it is not a subsidiary of any other holding company.

(c) Selected ratios as specified in Annexure-D

Name of ratio		30-Sep-20		31-Dec-19		31-Dec-18		31-Dec-17		31-Dec-16		31-Dec-15	
		Calculation	Results	Calculation	Results	Calculation	Results	Calculation	Results	Calculation	Results	Calculation	Results
Liquidity Ratio:													
Current Ratio	Current Assets	684,018,836	3.28	655,472,183	2.86	516,998,198	2.80	463,207,783	2.60	379,047,215	2.05	296,714,222	1.91
	Current Liability	208,251,806		229,019,357		184,416,130		177,905,287		185,130,973		155,014,171	
Quick Ratio	(Current Assets-Inventories)	680,972,428	3.27	653,735,519	2.85	516,022,438	2.80	460,660,260	2.59	378,369,163	2.04	296,113,328	1.91
	Current Liability	208,251,806		229,019,357		184,416,130		177,905,287		185,130,973		155,014,171	
Times Interest Earned Ratio	(Income from operation+Finance Cost)	52,903,768	23.68	128,244,167	28.69	78,523,994	18.46	128,876,770	20.16	79,385,336	58.33	N/A	N/A
	Finance Cost	2,233,829		4,470,600		4,254,082		6,391,805		1,360,899			
Debt to Equity Ratio	Long term loan	5,530,200	0.01	39,242,217	0.09	45,397,936	0.11	51,087,132	0.14	45,460,408	0.14	43,973,599	0.20
	Shareholders equity	465,285,844		450,900,583		399,948,078		371,347,985		318,072,144		225,175,484	
Operating Ratio:													
Accounts Receivable Turnover Ratio	Gross Premium	431,054,267	1.41	401,996,778	1.23	316,079,373	1.55	281,724,674	1.40	229,995,368	1.65	220,098,225	1.54
	Receivable	306,384,009		325,601,357		204,529,601		200,903,338		139,086,968		142,880,643	
Inventory Turnover Ratio	Inventory	3,046,408	0.01	1,736,664	0.00	975,760	0.00	2,547,523	0.01	678,052	0.00	600,894	0.00
	Gross Premium	431,054,267		401,996,778		316,079,373		281,724,674		229,995,368		220,098,225	
Asset Turnover Ratio	Gross Premium	431,054,267	0.50	401,996,778	0.48	316,079,373	0.44	281,724,674	0.43	229,995,368	0.39	220,098,225	0.47
	Total Assets	865,173,156		844,962,350		710,850,495		661,945,353		595,256,698		470,054,608	
Profitability Ratios:													
Gross Margin Ratio	Underwriting Profit X 100	50,669,939	11.75%	123,773,567	30.79%	74,269,912	23.50%	122,484,965	43.48%	78,024,437	33.92%	78,024,437	35.45%
	Gross Premium	431,054,267		401,996,778		316,079,373		281,724,674		229,995,368		220,098,225	
Operating profit Ratio	Operating Profit X 100	23,943,807	5.55%	89,477,278	22.26%	41,121,785	13.01%	87,264,385	30.98%	44,748,898	19.46%	46,065,126	20.93%
	Gross Premium	431,054,267		401,996,778		316,079,373		281,724,674		229,995,368		220,098,225	
Net profit Ratio	Net Profit after tax X 100	27,011,939	6.27%	61,595,406	15.32%	28,600,094	9.05%	53,275,841	18.91%	37,573,237	16.34%	36,914,617	16.77%
	Gross Premium	431,054,267		401,996,778		316,079,373		281,724,674		229,995,368		220,098,225	
Return on Asset Ratio	Net Profit after tax X 100	27,011,939	3.16%	61,595,406	7.92%	28,600,094	4.17%	53,275,841	8.48%	37,573,237	7.05%	36,914,617	7.87%
	Average Assets	855,067,753		777,906,423		686,397,924		628,601,025		532,655,653		468,900,021	
Return on Equity Ratio	Net Profit after tax X 100	27,011,939	5.90%	61,595,406	14.48%	28,600,094	7.42%	53,275,841	15.46%	37,573,237	13.83%	36,914,617	17.86%
	Average Shareholders Equity	458,093,213		425,424,330		385,648,031		344,710,064		271,623,814		206,718,175	
Earnings per share Ratio(EPS) (Basic)	Net Profit after tax	27,011,939	0.93	61,595,406	2.44	28,600,094	1.19	53,275,841	2.77	37,573,237	2.15	36,914,617	2.43
	No. of share	29,041,356		25,253,353		24,050,812		19,240,650		17,491,500		15,210,000	
Earnings per share Ratio(EPS) (Adjusted)	Net Profit after tax	27,011,939	0.93	61,595,406	2.12	28,600,094	0.98	53,275,841	1.83	37,573,237	1.29	36,914,617	1.27
	No. of outstanding share	29,041,356		29,041,356		29,041,356		29,041,356		29,041,356		29,041,356	
EBITDA Margin	EBIT DAX 100	53,911,968	12.51%	132,546,046	32.97%	80,287,540	25.40%	123,286,813	43.76%	73,769,903	32.07%	78,046,860	35.46%
	Gross Premium	431,054,267		401,996,778		316,079,373		281,724,674		229,995,368		220,098,225	
Coverage Ratios:													
Debt to total Assets Ratio	Debt	5,530,200	0.01	39,242,217	0.05	45,397,936	0.06	51,087,132	0.08	45,460,408	0.08	43,973,599	0.09
	Total Assets	865,173,156		844,962,350		710,850,495		661,945,353		595,256,698		470,054,608	
Debt Service Coverage Ratio	Operating Profit	23,943,807	4.33	89,477,278	2.28	41,121,785	0.91	87,264,385	1.71	44,748,898	0.98	46,065,126	1.05
	Total Debt Service	5,530,200		39,242,217		45,397,936		51,087,132		45,460,408		43,973,599	
Cash Flow:													
Net Operating Cash Flow per share	Net Operating Cash Flow	79,701,261	2.74	32,699,888	1.29	56,294,365	2.34	10,850,595	0.56	81,648,943	4.67	-9,433,676	-0.62
	No. of share	29,041,356		25,253,353		24,050,812		19,240,650		17,491,500		15,210,000	
Net Operating Cash Flow per share	Net Operating Cash Flow	79,701,261	2.74	32,699,888	1.13	56,294,365	1.94	10,850,595	0.37	81,648,943	2.81	-9,433,676	-0.32
	No. of outstanding share	29,041,356		29,041,356		29,041,356		29,041,356		29,041,356		29,041,356	
Net Operating Cash Flow per share/EPS	Net Operating Cash Flow per share	2.74	2.95	1.29	0.53	2.34	1.97	0.56	0.20	4.67	2.17	(0.62)	-0.26
	EPS	0.93		2.44		1.19		2.77		2.15		2.43	
Net Operating Cash Flow per share/EPS	Net Operating Cash Flow per share (Basic)	2.74	2.95	1.13	0.53	1.94	1.97	0.37	0.20	2.81	2.17	(0.32)	-0.26
	EPS	0.93		2.12		0.98		1.83		1.29		1.27	
The above balance is certified on the basis of books of accounts; records are other supporting documents for the period from 01 January 2015 to 30 September 2020.													

The above balance is certified on the basis of books of accounts; records are other supporting documents for the period from 01 January 2015 to 31 December 2020.

<p>Dated : November 22, 2020 Place : Dhaka</p>			<p>Sd/- Fouzia Haque, FCA Partner FAMES & R Chartered Accountants</p>
----------------------------------------------------	--	--	--------------------------------------------------------------------------------------------------

Industry ratio:

Sl	Name of the Ratio	2019		2018		2017		2016		2015	
		UICL	Industry Avg.	UICL	Industry Avg.	UICL	Industry Avg.	UICL	Industry Avg.	UICL	Industry Avg.
1. Liquidity Ratios											
1	Current Ratio (Times)	2.86	1.54	2.80	1.90	2.60	1.97	2.05	1.92	1.91	2.09
2	Quick Ratio (Times)	2.85	1.54	2.80	1.90	2.59	1.97	2.04	1.92	1.91	2.08
3	Times Interest Earned Ratio	28.69	-	18.46	-	20.16	0.00	58.33	0.00	-	-
4	Debt to Equity Ratio	0.09	0.01	0.11	0.01	0.14	0.02	0.14	0.02	0.20	0.02
2. Operating Efficiency Ratios											
1	Accounts Receivable Turnover Ratio (Times)	1.23	2.53	1.55	2.99	1.40	3.59	1.65	4.7	1.54	6.62
2	Inventory Turnover Ratio (Times)	0.004	0.002	0.003	0.002	0.009	0.003	0.003	0.003	0.003	0.002
3	Asset Turnover Ratio (Times)	0.48	0.42	0.44	0.40	0.43	0.39	0.39	0.44	0.47	0.45
3. Profitability Ratios											
1	Gross Margin Ratio	30.79%	12.43%	23.50%	11.53%	43.48%	11.23%	33.92%	10.21%	35.45%	9.32%
2	Operating Profit Ratio	22.26%	7.96%	13.01%	6.97%	30.98%	6.33%	19.46%	5.56%	20.93%	4.54%
3	Net Profit Ratio	15.32%	11.69%	9.05%	10.86%	18.91%	10.73%	16.34%	9.56%	16.77%	8.67%
4	Return on Assets	7.92%	4.94%	4.17%	4.33%	8.48%	4.18%	7.05%	4.22%	7.87%	3.93%
5	Return on Equity Ratio	14.48%	8.76%	7.42%	7.18%	15.46%	6.51%	13.83%	6.67%	17.86%	5.93%
6	Earning Per Share (EPS) (Tk.)	2.44	3.85	1.19	3.37	2.77	3.19	2.15	2.80	2.43	2.54
7	EBITDA margin	32.97%	16.84%	25.40%	15.73%	43.76%	15.70%	32.07%	14.36%	35.46%	13.67%
4. Solvency Ratios											
1	Debt to Total Assets Ratio	0.05	0.33	0.06	0.3	0.08	0.26	0.08	0.26	0.09	0.23
2	Debt Service Coverage Ratio	2.28	1.29	0.91	1.69	1.71	1.5	0.98	1.73	1.05	4.98
5. Cash Flow Ratios											
1	Net Operating Cash Flow per Share (NOCFPS)	1.29	2.70	2.34	2.67	0.56	1.31	4.67	0.73	-0.62	1.19
2	NOCFPS to EPS Ratio	0.53	0.75	1.97	0.87	0.20	0.53	2.17	0.40	-0.26	0.52

To compare ratio between Union Insurance Co. Ltd., and industry, we consider five companies among insurance sector. Green Delta Insurance Company Ltd., Reliance Insurance Ltd., Pioneer Insurance Company Ltd., Islami Insurance Bangladesh Ltd., and Bangladesh General Insurance Company Ltd., all are non-life homogeneous insurance companies.

(d) Auditors report under Section 135(1), Paragraph 24(1) of Part I of Schedule III of the কোম্পানি আইন, 1994. The report shall include comparative income statements and balance sheet and aforementioned ratios for immediately preceding five accounting years of the Issuer. If the Issuer has been in commercial operation for less than five years, the above mentioned inclusion and submission will have to be made for the period since commercial operation.

Auditors' report in pursuance of Section 135(1) under Para 24 & 25 of Part-II of the Third Schedule of the Companies Act – 1994

We, as the auditors, have examined the financial statement of Union Insurance Co. Ltd. for the years ended from December 31, 2015 to September 30, 2020 and the figures extracted from the said audited financial statements as certified, report in pursuance of Section 135(1) under Para 24 & 25 of Part-II of the Third Schedule of the Companies Act – 1994 and we report that:

Union Insurance Co. Ltd						
Balance Sheet (Statement of Financial Position)						
As at September 30, 2020 & December 31, 2015- December 31, 2019						
Particulars	Amount in Taka 30/09/2020	Amount in Taka 2019	Amount in Taka 2018	Amount in Taka 2017	Amount in Taka 2016	Amount in Taka 2015
Shareholders' Equity & Liabilities						
Shareholders' Equity						
Authorised Capital						
100,000,000 Ordinary shares of Tk.10 each	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000
Paidup Capital						
29,041,356 Ordinary share of Tk. 10 each fully paid up	290,413,560	252,533,530	240,508,120	192,406,500	174,915,000	152,100,000
	174,872,284	198,367,053	159,439,958	178,941,485	143,157,144	73,075,484
Reserve for Exceptional Loss	94,740,480	80,731,216	78,231,216	61,953,128	61,953,128	38,953,591
Profit & Loss Appropriation Account	41,941,017	76,348,499	35,333,922	66,016,334	24,568,435	34,121,893
Revaluation Reserve	38,190,788	41,287,338	45,874,820	50,972,023	56,635,581	-
Total Shareholders Equity	465,285,844	450,900,583	399,948,078	371,347,985	318,072,144	225,175,484
Liabilities and Provisions						
Balance of Fund and Account	191,635,507	165,042,409	126,486,287	112,692,081	92,053,581	89,864,954
Fire Insurance Revenue Account	56,907,882	44,754,728	58,067,409	48,550,342	56,901,832	34,449,054
Marine Cargo Insurance Revenue Account	76,283,138	84,747,123	36,227,688	56,399,436	8,332,591	34,272,868
Marine Hull Insurance Revenue Account	32,023,001	7,072,830	90,897	3,685	92,389	3,042,774
Motor Insurance Revenue Account	17,852,134	17,173,300	17,431,437	5,396,331	23,138,768	15,830,478
Misc. Insurance Revenue Account	8,569,352	11,294,428	14,668,856	2,342,287	3,588,001	2,269,780
Deposit Premium	1,948,375	2,030,395	1,446,919	1,366,588	2,299,423	2,502,355
Deferred Tax Liability	4,006,619	5,632,607	5,987,835	2,310,500	2,000,000	-
Estimated Liability in respect of outstanding Claim	9,500,000	8,000,000	5,418,400	5,839,000	37,244,148	11,123,555
Amount due to other persons or bodies carrying on insurance businesses	14,644,733	16,197,010	15,540,857	17,796,758	30,492,447	48,868,866
WPPF	17,115,275	14,516,279	8,844,330	6,796,980	2,431,285	-
Provision for current Tax	143,106,027	137,158,835	99,995,383	91,325,822	57,598,262	48,545,795
Bank Loan	5,530,200	39,242,217	45,397,936	51,087,132	45,460,408	43,973,599
Account Payable	12,400,577	6,242,013	1,784,470	1,382,506	7,605,000	-
Total Liabilities and Provisions	208,251,806	229,019,357	184,416,130	177,905,287	185,130,973	155,014,171
Total Shareholders' Equity & Liabilities	865,173,156	844,962,350	710,850,495	661,945,353	595,256,698	470,054,608

Union Insurance Co. Ltd						
Balance Sheet (Statement of Financial Position)						
As at September 30, 2020 & December 31, 2015- December 31, 2019						
Particulars	Amount in Taka 2020	Amount in Taka 2019	Amount in Taka 2018	Amount in Taka 2017	Amount in Taka 2016	Amount in Taka 2015
Property and Assets						
Non-Current assets	181,154,320	189,490,167	193,852,296	198,737,570	216,209,483	173,340,386
Investment	25,000,000	25,000,000	25,000,000	25,000,000	25,000,000	25,000,000
Property, Plant and Equipment	156,154,320	164,490,167	168,852,296	173,737,570	191,209,483	148,340,386
Current assets	626,482,511	584,692,416	444,411,705	382,863,806	287,064,604	278,774,685
Sundry Debtors	218,101,999	163,081,631	149,857,718	94,068,683	74,893,771	70,687,325
Investment in FDR	97,596,538	91,096,538	87,038,171	83,398,171	70,178,171	62,378,171
Interest Receivable	1,353,557	3,176,227	2,010,455	1,946,091	2,227,642	2,227,653
Stock of printing, stationery & stamp	3,046,408	1,736,664	975,760	2,547,523	678,052	600,894
Amount due from other persons or bodies carrying on insurance businesses	306,384,009	325,601,357	204,529,601	200,903,338	139,086,968	142,880,643
Cash and Cash Equivalents	57,536,326	70,779,767	72,586,493	80,343,978	91,982,611	17,939,537
Cash in Hand	22,987,520	53,677,485	47,609,750	13,863,240	6,998,077	5,221,058
Cheque in transit	1,251,110	-	1,699,999	12,545,021	14,585,222	-
Cash at Banks-STD Accounts	32,871,667	16,341,223	22,554,511	17,454,979	14,155,512	-
Cash at Banks on-CD Accounts	426,029	761,060	722,234	36,480,738	16,243,800	12,718,479
Total Assets	865,173,156	844,962,350	710,850,495	661,945,353	595,256,698	470,054,608
Net Asset Value (NAV) Per Share	16.02	17.86	16.63	19.30	18.18	14.80

Union Insurance Co. Ltd						
Profit and Loss Account (Statement of Profit or Loss and other Comprehensive Income)						
For the Period January 1, 2020 - September 30, 2020 & year ended 2015-2019						
Particulars	Amount in Taka 2020	Amount in Taka 2019	Amount in Taka 2018	Amount in Taka 2017	Amount in Taka 2016	Amount in Taka 2015
Expenses of management	26,726,132	34,296,289	33,148,127	35,220,580	33,275,539	31,607,455
(Not applicable to any particular fund or account)						
Advertisement & Publicity	779,419	217,152	110,432	54,170	37,663	296,075
Audit fees	237,500	125,000	106,250	75,000	138,250	335,758
Consultancy & Rating Fee	-	100,000	-	-	-	-
Legal & Professional Fee	450,350	64,207	72,966	272,815	134,320	888,550
Financial Expenses	2,233,829	4,470,600	4,254,082	6,391,805	1,360,899	-
IDRA Fine	-	-	1,000,000	-	-	740,000
AGM Expenses	409,128	1,142,704	445,927	358,536	1,199,428	1,134,308
Director's meeting attendance fees	545,600	866,800	721,250	650,000	995,000	570,000
Donation & Subscription	2,146,123	1,100,000	-	100,000	394,000	1,557,550
Interest on WPPF	1,032,338	751,768	-	-	-	-
Depreciation	17,746,002	23,999,866	24,463,547	25,215,411	27,660,106	23,628,117
Levy charge	-	100,000	200,000	2,102,843	1,355,873	-
Group Insurance premium	824,975	426,600	351,740	-	-	-
Loss on sale of Fixed Assets	-	-	516,768	-	-	-
Renewal & Registration	320,868	931,592	905,165	-	-	2,457,097
Profit transferred to profit & loss appropriation account	32,899,799	103,323,812	51,569,911	91,679,597	51,056,989	54,418,743
Total	59,625,931	137,620,101	84,718,038	126,900,177	84,332,528	86,026,198
Profit/(Loss) transferred from:	50,669,939	123,773,567	74,269,912	122,484,965	78,024,437	77,672,581
Fire	(40,721,609)	13,332,100	6,571,429	52,246,089	13,248,486	6,382,102
Marine Cargo	80,058,480	77,287,627	62,407,942	53,782,953	39,097,405	53,534,893
Marine Hull	(9,579,918)	(3,273,424)	(398,834)	(32,889)	(2,275,155)	10,511,908
Motor	10,343,135	15,460,472	3,176,774	12,811,310	25,860,941	10,661,690
Miscellaneous	10,569,851	20,966,792	2,512,601	3,677,502	2,092,760	(3,418,012)
Interest Income	8,955,992	9,599,499	9,827,540	4,415,212	6,308,091	8,353,617
Profit on sale of Fixed Assets	-	4,247,035	574,986	-	-	-
Misc. Income	-	-	45,600	-	-	-
Total	59,625,931	137,620,101	84,718,038	126,900,177	84,332,528	86,026,198

Union Insurance Co. Ltd						
Profit and Loss Appropriation Account						
For the Period January 1, 2020 - September 30, 2020 & year ended 2015-2019						
Particulars	Amount in Taka 2020	Amount in Taka 2019	Amount in Taka 2018	Amount in Taka 2017	Amount in Taka 2016	Amount in Taka 2015
Opening balance of Appropriation Account	76,348,499	35,333,922	66,016,334	24,568,435	34,121,893	8,212,187
Net Profit for the year brought down	32,899,799	103,323,812	42,994,339	91,679,597	51,056,989	54,418,743
Revaluation Reserve Transfer	3,096,550	4,587,482	5,097,202	5,663,558	6,292,842	-
Total	112,344,848	143,245,216	114,107,875	121,911,590	91,471,724	62,630,930
	70,403,832	66,896,717	78,773,953	55,895,256	66,903,289	28,509,037
Reserve for Exceptional Losses	14,009,264	2,500,000	16,278,088	-	22,999,537	11,004,911
Provision for Companies Income Tax	5,947,191	37,163,452	8,669,561	33,727,561	9,052,467	17,504,126
WPPF	1,566,657	4,920,181	2,047,349	4,365,695	2,431,285	-
Provision for deferred tax	(1,625,988)	(355,228)	3,677,335	310,500	2,000,000	-
Dividend paid from last year profit	50,506,707	22,668,311	48,101,620	17,491,500	30,420,000	-
Balance transferred to balance sheet	41,941,017	76,348,499	35,333,922	66,016,334	24,568,435	34,121,893
Total	112,344,848	143,245,216	114,107,875	121,911,590	91,471,724	62,630,930
Earning Per Share (EPS) (Tk.10 each)	0.93	2.44	1.19	2.77	2.15	2.43

Union Insurance Co. Ltd
Statement of Changes in Shareholders' Equity

For the Period from January 01, 2020 to September 30, 2020

Particulars	Share Capital	Reserve for Exceptional Loss	Revaluation Reserve	Retained Earning	Total
Balance as at 01, January 2020	252,533,530	80,731,216	41,287,337	76,348,499	450,900,583
Net Profit during the period	-	-	-	32,899,799	32,899,799
Bonus Share Issued	37,880,030	-	-	(37,880,030)	-
Dividend paid	-	-	-	(12,626,678)	(12,626,678)
Reserve for Exceptional Losses	-	14,009,264	-	(14,009,264)	-
Provision for Income Tax	-	-	-	(5,947,191)	(5,947,191)
Provision for Deferred Tax	-	-	-	1,625,988	1,625,988
Provision for Worker's Profit Participatio	-	-	-	(1,566,657)	(1,566,657)
Revaluation Reserve Transfer	-	-	(3,096,550)	3,096,550	-
Balance as at 30th September 2020	290,413,560	94,740,480	38,190,787	41,941,017	465,285,843

Union Insurance Co. Ltd
Statement of Changes in Shareholders' Equity

For the Period from January 01, 2019 to December 31, 2019

Particulars	Share Capital	Reserve for Exceptional Loss	Revaluation Reserve	Retained Earning (Restated)	Total
Balance as at 01, January 2019	240,508,120	78,231,216	45,874,820	35,333,922	399,948,078
Net Profit during the period	-	-	-	103,323,812	103,323,812
Bonus Share Issued	12,025,410	-	-	(12,025,410)	-
Dividend paid	-	-	-	(10,642,901)	(10,642,901)
Reserve for Exceptional Losses	-	2,500,000	-	(2,500,000)	-
Provision for Income Tax	-	-	-	(37,163,452)	(37,163,452)
Provision for Deferred Tax	-	-	-	355,228	355,228
Provision for Worker's Profit Participatio	-	-	-	(4,920,182)	(4,920,182)
Revaluation Reserve Transfer	-	-	(4,587,482)	4,587,482	-
Balance as at 31st December 2019	252,533,530	80,731,216	41,287,337	76,348,499	450,900,583

Union Insurance Co. Ltd
Statement of Changes in Shareholders' Equity

For the Period from January 01, 2018 to December 31, 2018

Particulars	Share Capital	Reserve for Exceptional Loss	Revaluation Reserve	Retained Earning	Total
Balance as at 01, January 2018	192,406,500	61,953,128	50,972,023	66,016,334	371,347,985
Net Profit during the period	-	-	-	42,994,339	42,994,339
Bonus Share Issued	48,101,620	-	-	(48,101,620)	-
Dividend paid	-	-	-	-	-
Reserve for Exceptional Losses	-	16,278,088	-	(16,278,088)	-
Provision for Income Tax	-	-	-	(8,669,561)	(8,669,561)
Provision for Deferred Tax	-	-	-	(3,677,335)	(3,677,335)
Provision for Worker's Profit Participatio	-	-	-	(2,047,349)	(2,047,349)
Revaluation Reserve Transfer	-	-	(5,097,202)	5,097,202	-
Balance as at 31st December 2018	240,508,120	78,231,216	45,874,820	35,333,922	399,948,078

Union Insurance Co. Ltd
Statement of Changes in Shareholders' Equity
For the Period from January 01, 2017 to December 31, 2017

Particulars	Share Capital	Reserve for Exceptional Loss	Revaluation Reserve	Retained Earning	Total
Balance as at 01, January 2017	17,49,15,000	6,19,53,128	5,66,35,581	2,45,68,435	31,80,72,144
Net Profit during the period				9,16,79,597	9,16,79,597
Bonus Share Issued	1,74,91,500			(1,74,91,500)	-
Dividend paid				-	-
Reserve for Exceptional Losses				-	-
Provision for Income Tax				(3,37,27,561)	(3,37,27,561)
Provision for Deferred Tax				(3,10,500)	(3,10,500)
Provision for Worker's Profit Participation Fund				(43,65,695)	(43,65,695)
Revaluation Reserve Transfer			(56,63,558)	56,63,558	(0.00)
Balance as at 31st December 2017	19,24,06,500	6,19,53,128	5,09,72,023	6,60,16,334	37,13,47,986

Union Insurance Co. Ltd
Statement of Changes in Shareholders' Equity
For the Period from January 01, 2016 to December 31, 2016

Particulars	Share Capital	Reserve for Exceptional Loss	Revaluation Reserve	Retained Earning	Total
Balance as at 01, January 2016	15,21,00,000	3,89,53,591	-	3,41,21,893	22,51,75,484
Net Profit during the period	-	-	6,29,28,423	5,10,56,989	11,39,85,412
Bonus Share Issued	2,28,15,000	-	-	(2,28,15,000)	-
Dividend paid	-	-	-	(76,05,000)	(76,05,000)
Reserve for Exceptional Losses	-	2,29,99,537	-	(2,29,99,537)	-
Provision for Income Tax	-	-	-	(90,52,467)	(90,52,467)
Provision for Deferred Tax	-	-	-	(20,00,000)	(20,00,000)
Provision for Worker's Profit Participation	-	-	-	(24,31,285)	(24,31,285)
Revaluation Reserve Transfer			(62,92,842)	62,92,842	-
Balance as at 31st December 2016	17,49,15,000	6,19,53,128	5,66,35,581	2,45,68,435	31,80,72,144

Union Insurance Co. Ltd
Statement of Changes in Shareholders' Equity
For the Period from January 01, 2015 to December 31, 2015

Particulars	Share Capital	Reserve for Exceptional Loss	Revaluation Reserve	Retained Earning	Total
Balance as at 01, January 2015	15,21,00,000	2,79,48,680	-	82,12,187	18,82,60,867
Net Profit during the period	-	-		5,44,18,744	5,44,18,744
Bonus Share Issued		-	-	-	-
Dividend paid	-	-	-	-	-
Reserve for Exceptional Losses	-	1,10,04,911	-	(1,10,04,911)	-
Provision for Income Tax	-	-	-	(1,75,04,126)	(1,75,04,126)
Provision for Deferred Tax	-	-	-	-	-
Provision for Worker's Profit Participation	-	-	-	-	-
Revaluation Reserve Transfer				-	-
Balance as at 31st December 2015	15,21,00,000	3,89,53,591	-	3,41,21,893	22,51,75,484

Union Insurance Co. Ltd.							
Consolidated Revenue Account							
Particulars	Notes	Amount in Taka from January 01 to September 30, 2020	Amount in Taka 2019	Amount in Taka 2018	Amount in Taka 2017	Amount in Taka 2016	Amount in Taka 2015
Claims under policies less re-insurances		88,346,792	88,156,617	78,336,668	67,285,588	74,199,568	7,480,245
Claims paid during the year		86,846,792	85,575,017	78,757,268	98,690,736	48,078,975	23,585,248
Claims outstanding at the end of the year		9,500,000	8,000,000	5,418,400	5,839,000	37,244,148	11,123,555
Claims outstanding at the end of the previous year		(8,000,000)	(5,418,400)	(5,839,000)	(37,244,148)	(11,123,555)	(27,228,558)
Agent Commission	25.00	66,616,312	59,056,343	49,651,892	42,989,575	41,173,474	40,222,440
Management Expenses	26.00	164,265,753	108,027,536	110,493,366	49,203,901	54,759,106	119,338,867
Balance of account at the end of the year		191,635,507	165,042,409	126,486,287	112,692,081	92,053,581	89,864,954
As shown in the Statement of financial position being reserve for unexpired risks @ 40% of premium income of the year (Fire, Marine Cargo, Motor & Misc)		191,635,507	165,042,409	126,486,287	112,692,081	92,053,581	89,864,954
Profit transferred to Profit and Loss Account		50,669,939	123,773,567	74,269,912	122,484,965	78,024,437	77,672,581
Total		561,534,303	544,056,472	439,238,125	394,656,110	340,210,166	334,579,088
Balance of Account at the beginning of the year		123,781,808	126,486,287	112,692,081	92,053,581	89,864,954	94,307,708
Premium less reinsurances		431,054,267	401,996,778	316,079,373	281,724,674	229,995,368	220,098,225
Premium underwritten		431,054,267	401,996,778	316,079,373	281,724,674	229,995,368	220,098,225
Commission on reinsurances:		6,698,228	15,573,407	10,466,671	20,877,855	20,349,844	20,173,155
Commission earned on re-insurance ceded		6,698,228	15,573,407	10,466,671	20,877,855	20,349,844	20,173,155
Total		561,534,303	544,056,472	439,238,125	394,656,110	340,210,166	334,579,088

Union Insurance Co. Ltd						
Statement of Cash Flows						
For the Period 1st January, 2020 to September 30, 2020						
Particulars	Amount in Taka					
	from January 01 to September 30, 2020	from January 1, to December 31, 2019	January 1, to December 31, 2018	from January 1, to December 31, 2017	from January 1, to December 31, 2016	from January 1, to December 31, 2015
Cash Flow from Operating Activities						
Collection from premium	444,026,725	394,292,430	331,092,948	285,664,323	274,286,891	309,587,505
Management Expenses, Re-Insurance, Claim & Agency Commission	(355,723,068)	(364,209,114)	(264,362,562)	(252,530,404)	(191,062,354)	(287,757,297)
Account Payable (VAT)	1,184,492	3,843,047	-	-	-	-
Advance Expenses	(121,659)	(200,000)	4,022,216	10,960,299	2,879,971	(30,155,411)
Stock of printing, stationery & stamp	(1,309,744)	(760,904)	1,571,763	(1,869,471)	(77,158)	(558,473)
Income Tax paid including TDS	(8,355,485)	(265,571)	(16,030,000)	(31,374,152)	(4,378,406)	(550,000)
Net Cash Flow from Operating Activities	79,701,261	32,699,888	56,294,365	10,850,595	81,648,943	(9,433,676)
Cash Flow from Investing Activities						
Acquisition of Fixed Assets	(9,410,155)	(20,247,451)	(21,615,057)	(7,743,497)	(7,600,769)	(31,419,863)
Sale of Fixed Assets	-	4,856,750	4,951,538	-	-	-
Advance against Office Premises	(29,685,000)	-	(52,129,000)	-	-	-
Advance against Decoration	(16,000,000)	-	-	-	-	-
Interest Income including TDS	10,778,662	8,433,727	9,763,176	4,696,763	6,308,091	8,353,628
Investment in FDR	(6,500,000)	(4,058,367)	(3,640,000)	(13,220,000)	(7,800,000)	(5,111,900)
Net Cash Used in Investing Activities	(50,816,493)	(11,015,341)	(62,669,343)	(16,266,734)	(9,092,678)	(28,178,135)
Cash Flow from Financing Activities						
Dividend Paid	(8,416,192)	(10,642,901)	(1,382,506)	(6,222,494)	-	-
loan	(33,712,017)	(6,155,719)	(5,689,196)	5,626,724	1,486,809	43,973,599
Net Cash Used in Financing Activities	(42,128,209)	(10,642,901)	(1,382,506)	(6,222,494)	1,486,809	43,973,599
Increase in Cash and Cash Equivalents (A+B+C)	(13,243,441)	11,041,646	(7,757,484)	(11,638,633)	74,043,074	6,361,788
Add: Cash and Cash Equivalents at the beginning	70,779,767	72,586,493	80,343,978	91,982,611	17,939,537	11,577,749
Cash and Cash Equivalents at the end of the year	57,536,326	70,779,767	72,586,493	80,343,978	91,982,611	17,939,537
Net Operating Cash Flows per share (NOCFPS)	2.74	1.29	2.34	0.56	4.67	(0.62)

AUDITOR'S ADDITIONAL DISCLOSURES RELATED TO SECTION 135

Details of head-wise restated amounts during the period from January 01, 2015 to September 30, 2020 has been presented according to the revised Financial Statements from the year's 2016, 2017, 2018, 2019 & 2020 as per IAS-8.

Contingent Liability (VAT Payable):

The Commissioner of Customs Excise & VAT Commissionerate, Dhaka (South), Dhaka vide their letter ঘড়. ৪/মুসক/৮(২৮৯)/কর ফাকি/বিচার/২০১৭/১৫৬২, তারিখ: ১২/১১/২০১৭ ইং demanded an amount of VAT Tk.2,74,14,775.16 and Interest amount Taka 2,28,80,512.60 for the year 2013,2014 and 2015. The Company has submitted necessary papers and documents vide letter No.সিআইসিএল/সিও/হিসাব/৫৫সি/০২/২০১৮ তারিখ: ১৯/০৮/২০১৮ against such unacceptable demand of the Commissioner of Customs, Excise & VAT Commissionerate, Dhaka (South), Dhaka. Subsequently management of UICL also appealed to the Appealed Tribunal of Customs, Excise & VAT at 19/08/2018 and the Authority has not given any decision till date. Subsequently management of UICL also appealed to the Appealed Tribunal of Customs, Excise & VAT and the Authority has not given any decision till date.

01. The Company was incorporated on 24th August, 2000 as a public limited company under the Companies Act – 1994 with the object of carrying all kinds of Insurance business other than Life Insurance.
02. The annexed statements of Assets and Liabilities (Balance Sheet) of the Company for the years ended December 31, 2015 to September 30, 2020 has been duly certified by us.
03. The annexed statements of operating results (profits and loss) of the Company for the years ended December 31, 2015 to September 30, 2020 has been duly certified by us.
04. The annexed Cash flow statements of the Company for the years ended December 31, 2015 to September 30, 2020 has been duly certified by us.
05. The Company has paid dividend for the years from December 31, 2015 to September 30, 2020 as follows:

Particulars	September 30, 2020	December 31, 2019	December 31, 2018	December 31, 2017	December 31, 2016
	Taka	Taka	Taka	Taka	Taka
Cash dividend	12,626,678	12,025,410	-	-	7,605,000
Stock dividend	37,880,030	12,025,410	48,101,620	17,491,500	22,815,000

06. The Company has no subsidiaries.
07. No proceeds or part of proceeds of the issue of shares were applied directly or indirectly by the Company in purchase of any other business.
08. The Company did not prepare any financial statements for any period subsequent to September, 2020
09. Figures relating to previous years have been re-arranged wherever considered necessary.
10. We have been examined the above mentioned financial statements and found correct.

Dhaka
Date: November 22, 2020

Sd/-
FAMES & R
Chartered Accountants

(e) Financial spread sheet analysis for the latest audited financial statements

Union Insurance Co. Ltd.		
Balance Sheet (Statement of Financial Position)		
As at September 30, 2020		
Particulars	Amount in Taka	%
	September 30, 2020	
Shareholders' Equity & Liabilities		
Shareholders' Equity		
Authorised Capital		
100,000,000 Ordinary shares of Tk.10 each	1,000,000,000	
Paidup Capital		
29,041,356 Ordinary share of Tk. 10 each fully paid	290,413,560	33.57%
	174,872,284	20.21%
Reserve for Exceptional Loss	94,740,480	10.95%
Profit & Loss Appropriation Account	41,941,017	4.85%
Revaluation Reserve	38,190,788	4.41%
Total Shareholders Equity	465,285,844	53.78%
Liabilities and Provisions		
Balance of Fund and Account	191,635,507	22.15%
Fire Insurance Revenue Account	56,907,882	6.58%
Marine Cargo Insurance Revenue Account	76,283,138	8.82%
Marine Hull Insurance Revenue Account	32,023,001	3.70%
Motor Insurance Revenue Account	17,852,134	2.06%
Misc. Insurance Revenue Account	8,569,352	0.99%
Deposit Premium	1,948,375	0.23%
Deferred Tax Liability	4,006,619	0.46%
Estimated Liability in nrespect of outstanding Claim	9,500,000	1.10%
Amount due to other persons or bodies carrying on insurance businesses	14,644,733	1.69%
Worker's Profit Participation Fund	17,115,275	1.98%
Provision for current Tax	143,106,027	16.54%
Bank Loan	5,530,200	0.64%
Account Payable	12,400,577	1.43%
Total Liabilities and Provisions	208,251,806	24.07%
Total Shareholders' Equity & Liabilities	865,173,156	100.00%

Union Insurance Co. Ltd		
Balance Sheet (Statement of Financial Position)		
As at September 30, 2020		
Particulars	Amount in Taka	%
	September 30, 2020	
Property and Assets		
Non-Current assets	181,154,320	20.94%
Investment	25,000,000	2.89%
Property, Plant and Equipment	156,154,320	18.05%
Current assets	626,482,511	72.41%
Sundry Debtors	218,101,999	25.21%
Investment in FDR	97,596,538	11.28%
Ineterest Receivable	1,353,557	0.16%
Stock of printing, stationery & stamp	3,046,408	0.35%
Amount due from other persons or bodies carrying on insurance businesses	306,384,009	35.41%
Cash and Cash Equivalents	57,536,326	6.65%
Cash in Hand	22,987,520	2.66%
Cheque in transit	1,251,110	0.14%
Cash at Banks-STD Accounts	32,871,667	3.80%
Cash at Banks on-CD Accounts	426,029	0.05%
Total Assets	865,173,156	100.00%

Dhaka
Date: November 22, 2020

Sd/-
FAMES & R
Chartered Accountants

(f) Earnings Per Share (EPS) on fully diluted basis (with the total existing number of shares) in addition to the weighted average number of shares basis. Future projected Net Income should not be considered while calculating the weighted average EPS

Particulars	30-Sep-20	31-Dec-19
	Taka	Taka
Net profit after Tax	27,011,939	61,595,406
No. of shares before IPO	29,041,356	25,253,353
Earnings per share (EPS) (Basic)	0.93	2.44
Earnings Per Share (EPS) On Fully Diluted Basis	0.93	2.44
Earnings per share (EPS) (Weighted)	0.93	2.12

(g) All extra-ordinary income or non-recurring income coming from other than core operations should be shown separately while showing the Net Profit as well as the Earnings Per Share

Particulars	30-Sep-20	31-Dec-19
	Taka	Taka
Net profit before Tax	32,899,799	103,323,812
Less: WPPF	(1,566,657)	(4,920,181)
Less: Income Tax Expenses	(4,321,204)	(36,808,224)
Less: Non-Operating Income (Interest & Other Income)	(8,955,992)	(13,846,534)
Net profit after Tax except other Income	18,055,946	47,748,872
No. of shares before IPO	29,041,356	25,253,353
Earnings per Share (EPS) on fully diluted basis	0.62	1.89

(h) Quarterly or half-yearly EPS should not be annualized while calculating the EPS

The Company did not annualize quarterly or half yearly EPS.

(i) Net asset value (with and without considering revaluation surplus or reserve) per unit of the securities being offered at the date of the latest audited statement of financial position.

Particulars	30-Sep-20	31-Dec-19
	Taka	Taka
(A) Total Asset	865,173,156	844,962,350
(B) Total Liabilities	399,887,313	394,061,767
(C) Revaluation Reserve	38,190,788	41,287,338
(D) Net Assets (A-B-C)	427,095,056	409,613,246
(E) Total Number of Ordinary Share	29,041,356	25,253,353
Net Asset Value Per Share (NAV)	14.71	16.22

Particulars	30-Sep-20	31-Dec-19
	Taka	Taka
(A) Total Asset	865,173,156	844,962,350
(B) Total Liabilities	399,887,313	394,061,767
(C) Net Assets (A-B)	465,285,843	450,900,584
(D) Total Number of Ordinary Share	29,041,356	25,253,353
Net Asset Value Per Share (NAV)	16.02	17.86

(j) The Commission may require the Issuer to re-audit the audited financial statements, if any deficiency or anomaly is found in the financial statements. In such a case, cost of audit should be borne by the concerned Issuer.

If BSEC decides to re-audit the audited financial statements, the Issuer Company Management is ready to accept and cooperate to finalize the matter.

(k) Following statements for the last five years or any shorter period of commercial operation certified by the auditors:

(i) Statement of long term and short-term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued

Certification on statement of long term and short term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued of Union Insurance Co. Ltd.

After due verification, we certify that there is no long term and short term borrowings including borrowing from related party or connected persons of Union Insurance Co. Ltd.

Place: Dhaka
Date: April 29, 2021

Sd/-
FAMES & R
Chartered Accountants

(ii) Certification on statement of principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, re-payment schedule and status of Union Insurance Co. Ltd.

After due verification, we certify the principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, re-payment schedule and status of Union Insurance Co. Ltd from 1st January 2015 to 31 December 2020.

Particulars	Amounts in Taka					
	31-Dec-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Names of lenders	United Commercial Bank Limited					
Purpose	To meet up Working Capital requirement.					
Collateral Asset	1.42 crore of FDR					
Sanctioned Limit	1.27 Crore					
Rate of Interest	7.75%					
Primary Security/ Collateral/ Other Security	N/A					
Re-payment schedule	N/A					
Status (Outstanding Balance)	-	15,974,879	13,903,889	13,236,814	-	-
Particulars	Amounts in Taka					
	31-Dec-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Names of lenders	Shahjalal Islami Bank Limited					
Purpose	To meet up Working Capital requirement.					
Collateral Asset	3.65 crore of FDR					
Sanctioned Limit	3.47 Crore				3.27 Crore	N/A
Rate of Interest	7.50%					
Primary Security/ Collateral/ Other Security	N/A					
Re-payment schedule	N/A					
Status (Outstanding Balance)	-	20,825,748	26,705,978	31,010,544	32,700,000	-

Place: Dhaka
Date: June 2, 2021

Sd/-
FAMES & R
Chartered Accountants

(iii) Statement of unsecured loans with terms & conditions;

After due verification, we certify the principal terms of unsecured loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, re-payment schedule and status of Union Insurance Co. Ltd from 1st January 2015 to 31st December 2020.

Particulars	Amounts in Taka					
	31-Dec-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Names of lenders	International Leasing & Financial service Limited					
Purpose	To purchase the office floor					
Collateral Asset	N/A					
Sanctioned Limit	3.50 Crore					
Rate of Interest	7.50%					
Primary Security/ Collateral/ Other Security	N/A					
Re-payment schedule	N/A					
Status (Outstanding Balance)	-	-	-	-	-	29,675,480

Particulars	Amounts in Taka					
	31-Dec-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Names of lenders	Midas financing Limited					
Purpose	To purchase Car					
Collateral Asset	N/A					
Sanctioned Limit	1.03 Crore					
Rate of Interest	14.50%					
Primary Security/ Collateral/ Other Security	N/A					
Re-payment schedule	N/A					
Status (Outstanding Balance)	-	2,441,590	4,788,069	6,839,774	12,760,408	14,298,119

Place: Dhaka
Date: June 2, 2021

Sd/-
FAMES & R
Chartered Accountants

(iv) Statement of inventories showing amount of raw material, packing material, stock-in-process and finished goods, consumable items, store and spares parts, inventory of trading goods etc.

Certification on statement of inventories of raw material, packing material, stock-in process and finished goods, consumable items, store & spare parts, inventory of trading goods etc. of Union Insurance Co. Ltd. for the last five years;

After due verification, we certify that the statement of inventories showing amount of Stock of printing, stationary & stamp of Union Insurance Co. Ltd. for the last five years were as follows:

Particulars	30-Sep-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
	Taka	Taka	Taka	Taka	Taka	Taka
Printing & Stationary	2,741,767	1,562,998	878,184	2,292,771	610,247	540,805
Total	2,741,767	1,562,998	878,184	2,292,771	610,247	540,805

Except insurance stamps there is no inventories of raw material, packing material, stock-in process and finished goods, consumable items, store & spare parts, inventory of trading goods etc. of Union Insurance Co. Ltd. for the last five years

Place: Dhaka
Date: November 22, 2021

Sd/-
FAMES & R
Chartered Accountants

(v) Statement of trade receivables showing receivable from related party and connected persons;

Certification on statement of trade receivables showing receivable from related party and connected persons of Union Insurance Co. Ltd. for the last five years.

After due verification, we certify that there is no trade receivables from related party and connected persons of Union Insurance Co. Ltd. for the last five years.

Place: Dhaka
Date: June 2, 2021

Sd/-
FAMES & R
Chartered Accountants

(vi) Statement of any loan given by the Issuer including loan to related party or connected persons with rate of interest and interest realized or accrued

Certification on statement of any loan given by the Issuer including loan to related party or connected persons with rate of interest and interest realized/ accrued by Union Insurance Co. Ltd. for the last five years.

This is to certify that Union Insurance Co. Ltd. did not give any loan to any related party or connected person from 01 January 2016 to 31 December, 2020.

Place: Dhaka
Date: June 2, 2021

Sd/-
FAMES & R
Chartered Accountants

(vii) Statement of other income showing interest income, dividend income, discount received, other non-operating income;

Certification on statement of other income showing interest income, dividend income, discount received, other non-operating income of Union Insurance Co. Ltd. for the last five years

This is to certify that the other income showing interest income, dividend income, discount received and other non-operating income of Union Insurance Co. Ltd. for the last five years were as follows:

Particulars	30-Sep-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
	Taka	Taka	Taka	Taka	Taka	Taka
Revenue including other income	59,625,931	137,620,101	84,718,038	126,900,177	84,332,528	86,026,198
Interest Income	8,955,992	9,599,499	9,827,540	4,415,212	6,308,091	8,353,617
Gain from sale of Assets	-	4,247,035	574,986	-	-	-
Miscellaneous Income	-	-	45,600	-	-	-
Total Other Income	8,955,992	13,846,534	10,448,126	4,415,212	6,308,091	8,353,617

Place: Dhaka
Date: November 22, 2021

Sd/-
FAMES & R
Chartered Accountants

(viii) Statement of turnover showing separately in cash and through banking channel;

Certification on statement of turnover showing separately in cash and through banking channel of Union Insurance Co. Ltd. for the last five years

After due verification, we certify that the turnover showing separately in cash and through banking channel of Union Insurance Co. Ltd. during last five years were as follows:

Particulars	30-Sep-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
	Taka	Taka	Taka	Taka	Taka	Taka
In Cash	Nil	Nil	Nil	Nil	Nil	Nil
Through Banking Channel	444,026,725	394,292,430	331,092,948	285,664,323	274,286,891	309,587,505
Total	444,026,725	394,292,430	331,092,948	285,664,323	274,286,891	309,587,505

Place: Dhaka
Date: November 22, 2021

Sd/-
FAMES & R
Chartered Accountants

(ix) Statement of related party transaction;

**Disclosure regarding related party transaction
TO WHOM IT MAY CONCERN**

Certification on statement of Related Party Transaction of Union Insurance Co. Ltd.

This is to certify that, the Union Insurance Co. Ltd. does not have any transaction during the last five years, or any proposed transaction, between the Issuer and any of the following persons:

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

Name of The related party	Relationship	Nature of Transaction	Amount in Taka		2018	2017	2016
			31.12.2020	31.12.2019			
Padma Trading. Max Electro Industries Moon Star	Common Director	Insurance Premium & Claim Settlement**	596,621	814,348	691,090	1,163,133	427,467
Samota Shipping & Trading Agen H.S Corporation (Prop, Md.Azizur H.S Shipping lines H.S Corporation & M/S Sajada Tr	Common Director		5,968,484	6,354,119	2,818,136	2,024,086	5,556,149
Clifton Apparels Ltd. Clifton Cotton Mills Ltd. Clifton Garments & Accessories Clifton Garments Ltd. Clifton Paper Mills Ltd. Clifton Textile & Apparels. Clifton Apparels Ltd.(Knitting)	Common Director		7,211,953	6,428,576	10,966,976	5,706,849	5,601,768
Total			13,777,058	13,597,043	14,476,202	8,894,068	11,585,384

**Above amount present only the premium income from the director and no claim paid to them during the above period.

Particulars	December 31, 2020	December 31, 2019	December 31, 2018	December 31, 2017	December 31, 2016
	Taka	Taka	Taka	Taka	Taka
Board Fee	664,000	760,000	455,000	365,000	515,000

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

Place: Dhaka
Date: June 2, 2021

Sd/-
FAMES & R
Chartered Accountants

(x) Certification regarding reconciliation of business income shown in tax return with net income shown in audited financial statements of Union Insurance Co. Ltd. for the last five years.

This is to certify that the income of Union Insurance Co. Ltd. as per audited financial statements and income shown in tax return are reconciled as follows:

Note: Due to restatement of Financial Statements profit before tax as shown in the financial Statements is different from what is presented here.

Particulars	30-Sep-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16
	Taka	Taka	Taka	Taka	Taka
Provision of Income Tax for the year made up as follows					
Profit before tax as per Profit and Loss account	32,899,799	103,323,812	42,994,339	91,679,597	51,056,989
Less: Reserve for Exceptional Loss	14,009,264	2,500,000	16,278,088	-	22,999,537
Less: Interest on National Investment Bond (Tax Free)	2,455,900	2,995,000	2,995,000	2,995,000	2,995,000
Less: Provision for WPPF	1,566,657	4,920,181	2,047,349	4,365,695	2,431,285
Less: Gain on sale of fixed Assets	-	4,247,035	574,986	-	-
Business Income	14,867,978	92,908,631	21,673,902	84,318,902	22,631,167

**Income tax return for the income year 2020 has not submitted yet.

Place: Dhaka
Date: November 22, 2021

Sd/-
FAMES & R
Chartered Accountants

(xi) Confirmation that all receipts and payments of the Issuer above Tk.5,00,000/- (five lac) were made through banking channel;

Certification on receipts and payments above Tk. 500,000 (Five lac) were made through banking channel of Union Insurance Co. Ltd.

This is to certify that all receipts and payments of Union Insurance Co. Ltd. above Tk. 5,00,000 (five lac) were made through banking channel from 01 January, 201 to 30 September, 2020.

Place: Dhaka
Date: November 22, 2021

Sd/-
FAMES & R
Chartered Accountants

(xii) Confirmation that Banks Statements of the Issuer are in conformity with its books of accounts;

Certification on books of accounts of Union Insurance Co. Ltd. are in conformity with bank statements for the last five years

This is to certify that the books of accounts of Union Insurance Co. Ltd. from 01 January, 2015 to 30 September, 2019 are in conformity with bank statements.

Place: Dhaka
Date: November 22, 2021

Sd/-
FAMES & R
Chartered Accountants

(xiii) Statement of payment status of TAX, VAT and other taxes or duties; and

Certification on status of payment of Tax, VAT and other taxes/ duties of Union Insurance Company Limited for the last five years

After due verification, we certify that the status of Tax, VAT and other taxes/ duties payment of Union Insurance Co. Ltd. for the last five years were as per rule of government.

Place: Dhaka
Date: June 2, 2021

Sd/-
FAMES & R
Chartered Accountants

(xiv) Any other statement as may be required by the Commission.

Not applicable

Section XXVII Credit Rating Report

Credit Rating Report (Surveillance) Union Insurance Co. Ltd.

COMPANY PROFILE

Union Insurance Company Limited (hereinafter referred to as 'UIC') incorporated as public limited company and started operation on 24 August 2000. The Company has accorded registration to transact all classes of General Insurance Business in Bangladesh. As on 31 December 2017, Authorized capital and Paid up capital of the Company stood at BDT 1,000.0 million and BDT 192.40 million respectively. Registered office is located at Paramount Heights (9th & 10th Floor), 65/2/1, Box Culvert Road, Purana Paltan, Dhaka-1000.

CORPORATE GOVERNANCE

Presently the Board is comprised of 15 members, each having sufficient exposure to diversified industrial sectors. Mr. Md. Aminuzzaman Bhuiyan is the Chairman of the Board, Mr. Mohammed Hasmat Ali and Mr. Md. Azizur Rahman are the Vice Chairman of the Board. The Board has formed 4 (four) Committees, each of which is headed by a Director. These Committees are: (1) Executive Committee (2) Finance Committee (3) Claim Committee and (4) Audit Committee.

Management- Senior Management

The management team is headed by Talukder Md. Zakaria Hossain, Managing Director & Chief Executive Officer (CEO), who has been in the insurance profession for long period. The Managing Director is assisted by a Senior Management Group. The management of the Company formed an Internal Audit Committee. This committee is comprised of Company Secretary, Assistant Vice President, Deputy Manager and Assistant Manager. This committee audited different branches periodically and reports about any irregularity in the business operation to the Chairman, Audit Committee through the CEO. Management delegates Senior Manager of Audit from time to time to conduct audit of various departments of HO and branches of the Company. After conducting audit and verification activities of various departments of HO and branches; Senior Manager of Audit reports to the management on his audit and verification.

OPERATIONAL OVERVIEW- CLASSES OF BUSINESS AND PERFORMANCES

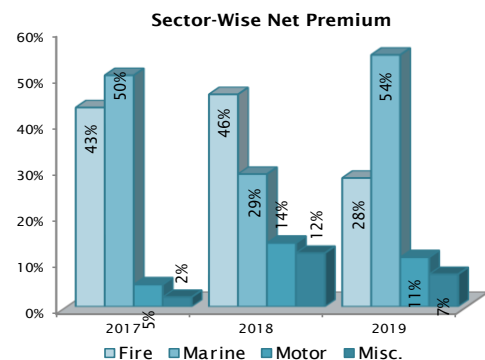
The Company earned aggregate gross premium of BDT 445.59 million in FY19. Inconsistent with previous year, among the business classes 'Fire' contributed 29.33% of total gross premium whereas Fire class contributed 41.08% last year; indicated less risky business class portfolio. Gross premium of the company registered a point to point growth of 12% and CAGR of 5.98% during last six years (2019-2014). In 2019, the Company (re-insurance) ceded an amount of BDT 43.60 million which BDT 81.78 million (re-insurance ceded) in 2017.

Business Class wise- Gross Premium

Year	2019					
Particulars	Amount(BDT Mil)	% of Total	Growth (%)	Amount(BDT Mil)	% of Total	Growth (%)
Fire	130.70	29.33	-20.03	163.44	41.08	24.67
Marine	235.58	52.87	92.64	122.29	30.74	-22.21
Motor	42.93	9.63	-5.99	45.67	11.48	236.94
Misc.	36.38	8.16	-45.26	66.46	16.70	196.51
Total	445.59	100.00	12.00	397.86	100.00	22.69

Business Class wise- Net Premium

Particulars	Amount(BDT Mil)	% of Total	Growth (%)	Amount(BDT Mil)	% of Total	Growth (%)
Fire	111.89	27.83	-22.92	145.17	45.93	19.60
Marine	218.94	54.46	141.50	90.66	28.68	-35.70
Motor	42.93	10.68	-1.49	43.58	13.79	223.02
Misc.	28.24	7.02	-22.99	36.67	11.60	526.26
Total	402.00	100.00	27.18	316.08	100.00	12.19



Business growth of UIC also evident from aggregate growth of sum insured. In 2019 total sum insured increased by 62.54% compare to 2018. Aggregate sum insured amount stood at BDT129, 501.91 million in 2019 which was BDT48, 512.00 million in 2018. Recovery from S.B.C also showed negative growth.

BDT. in million				
Business Class	Particulars	2019	2018	2017
Fire	Sum Insured	78,892.26	18,528.00	15,700.00
	Gross Premium	248.96	163.44	131.10
	Recovery from SBC	-	8.00	30.00
Marine	Sum Insured	34,555.05	12,300.00	14,210.00
	Gross Premium	185.15	122.29	157.21
	Recovery from SBC	-	1.30	0.50
Motor	Sum Insured	5,409.29	16,275.00	5,773.00
	Gross Premium	30.08	45.67	13.55
	Recovery from SBC	-	-	-
Misc	Sum Insured	10,645.31	1,409.00	1,170.00
	Gross Premium	26.19	66.46	22.41
	Recovery from SBC	-	-	-
Total	Sum Insured	129,501.91	48,512.00	36,853.00
	Recovery from SBC	490.38	9.30	30.50
	Claim net of recovery	82.49	69.46	68.19

Aggregate net Claim of the Company reported BDT88.17 million in 2019 whereas in 2018 it was BDT78.34 million.

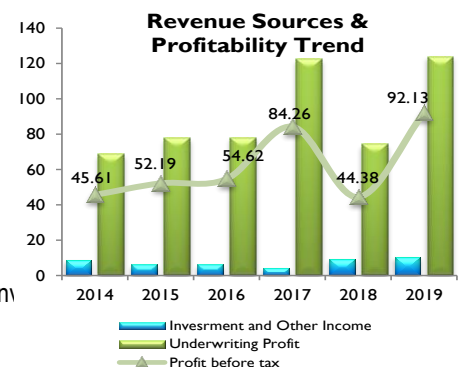
Business Class wise- Net Claim BDT in Million						
Particulars	2019			2018		
	Amount	% of Total	Growth (%)	Amount	% of Total	Growth (%)
Fire	69.51	78.84	5.53	65.87	84.08	34.33
Marine	4.57	5.18	103.99	2.24	2.86	(37.98)
Motor	14.08	15.97	41.37	9.96	12.71	(31.96)
Misc.	0.01	0.01	(98.14)	0.27	0.34	16620.70
Total	88.17	100.00	12.55	78.34	100.00	16.42

FINANCIAL REVIEW

Profitability and Underwriting Performance

Major share of profit earned during the periods from company's operating earnings or underwriting profit. Total earnings from underwriting and other investment were dominated by underwriting profit of the company because 92.12% and 88.85% of total earnings generated from this source in 2019 and 2018 respectively. All the concern years' underwriting profit was unstable and notably it was fluctuated sharply in the last 03 consecutive years. In 2019, underwriting profit plunged by 66.65% from previous year and it stood at BDT123.77 million, while in 2018 it was BDT 74.27 million.

Other income portfolio needs to enrich because high yield investment and diversified in income which may impact positively on net profit for the UIC.



Particulars	2019	2018	2017	2016	2015
Investment and Other Income (BDT in Million)	10.59	9.32	4.42	6.31	6.13
Underwriting Profit (BDT in Million)	123.77	74.27	122.48	78.02	77.67
Profit before Tax (BDT in Million)	92.13	44.38	84.26	54.62	52.19

Investment and Other Income % of Total Profit	0.08	0.11	0.03	0.07	0.07
Underwriting Profit % of Total Profit	0.92	0.89	0.97	0.93	0.93
Return on Average Equity (ROAE) (%)	20.10	10.65	22.25	18.79	24.09
Return on Average Asset (ROA) (%)	10.52	5.93	12.13	8.63	11.16
Investment income / Net premium (%)	2.63	2.95	1.57	2.74	2.78
Investment income / Avg. Investment Assets (%)	6.15	5.61	2.83	4.54	4.88

Underwriting Performance

Loss Ratio (%)	21.93	24.78	23.88	32.26	10.72
Expense Ratio (%)	45.08	54.48	37.77	45.34	76.12
Combined (Loss + Expenses) Ratio (%)	67.01	79.26	61.65	77.60	86.84

Decreasing loss ratio combined with management expenses ratio impacted combine ratio to downcast by almost 15.46 percentage points which stood at 67.01% in 2019.

Management Expenses

Insurance Act 2010 and Insurance Rule 1958 Sec.40 (1)& 40(2) allowed incurring BDT124.48 million as management expenses during 2019 but actual management expense stood at BDT181.23 million which is higher by BDT56.75 million (45.59%), compared to excess over allowed management expenses of BDT57.94 million in 2018. Excess over allowed management expenses were decreased by BDT1.19 million in 2019. Management expenses gradually improved during last 03 consecutive of years.

Particulars	2019	2018	2017	2016	2015
Allowable Management Expense					
Actual Management Expense (BDT in Million)	181.23	172.19	106.41	104.28	167.54
Allowable Management Expense (BDT in Million)	124.48	114.25	93.72	96.11	91.35
Excess Management Expenses (BDT in Million)	56.75	57.94	12.70	8.17	76.19
Excess Management Expenses as % of Allowable Expense (%)	45.59	50.71	13.55	8.50	83.41
Total	108.04	110.49	49.20	54.76	119.34
Growth (%)	5.25	61.81	2.05	(37.76)	(10.80)

Class wise Expense Ratio (Management Expenses/ Net Premium)

Fire (%)	28.32%	31.27%	16.39%	21.47%	59.68%
Marine (%)	26.09%	37.46%	16.92%	45.50%	48.18%
Motor (%)	24.25%	29.10%	15.24%	17.37%	38.60%
Miscellaneous (%)	31.23%	50.33%	58.08%	51.89%	174.72%

Class wise Commission Ratio (Agency Com./Net Premium)

Fire (%)	16.35%	15.97%	15.73%	18.15%	22.69%
Marine (%)	14.90%	18.42%	15.15%	27.31%	15.91%
Motor (%)	14.26%	13.14%	12.81%	14.40%	14.24%
Miscellaneous (%)	7.12%	11.00%	13.71%	14.53%	16.41%

Claim Settlement

Claims lodged during the year stood at BDT88.16 million as against 91.45% was settled (in respect of total claims) during same period. Total Claims reached at BDT93.58 million in 2019 whereas claims outstanding stood at BDT8.00 million compare to BDT40.14 million in 2018. Gradual decrease of total claim impacted claim settlement which indicated aptitude in claim payment.

BDT in million

Particulars	2019	2018	2017	2016	2015
Claims Outstanding at the Beginning of the Year	5.42	5.84	30.57	10.83	115.55
Claims Lodged during the Year	88.16	78.34	67.28	68.99	51.52
Total Claims	93.58	84.18	97.85	79.82	167.07
Claims Paid during the Year	85.58	78.76	92.01	48.08	44.50
Claims Paid as % of Total Claims	91.45	93.56	94.03	60.23	26.64
Claims Repudiated during the Year	0.00	1.28	0.44	0.42	0.00

Claims Repudiated as % of Total Claims	0.00	1.52	0.45	0.53	0.00
Claims Settled during the Year	85.58	80.04	92.46	48.50	44.50
Claims Settled as % of Total Claims	91.45	95.08	94.49	60.76	26.64
Claims Outstanding at the End of the Year	8.00	4.14	5.40	31.32	122.57

Capital Adequacy, Solvency and Liquidity

Paid up Capital of the Company stood at BDT252.533million. Total Shareholder's equity grew by 10.86% and stood at BDT481.97 million through its internal generation of fund. Company's Shareholder's Equity relative to Total Assets revealed 55.05% in 2019 as compare to 58.06% in 2018. Company's liquidity was increased to 2.27 times compared to 1.92 times in 2018. Current assets relative to Net claim stood at 7.44 xs in 2019 vs. 6.65x in 2018; Cash percentage of Total assets increased by 18.49 percentage point in 2019, conferred the improved liquidity position last year. Also current ratio revealed marginal position. For better solvency measure, Available Solvency to Required Solvency revealed marginal, may flexible the position subject to increase in total shareholder's equity which impact adjusted liability and thus improve solvency. Solvency ratiodecreased to 1.23 xs in 2019 compared to 1.39 xs in 2018.

Particulars	2019	2018	2017	2016	2015
Capital Adequacy					
Shareholder's Equity / Total Asset (%)	55.05	58.06	57.43	56.66	47.66
Net premium / Shareholder's Equity (%)	83.41	72.70	70.60	64.16	98.72
Solvency					
Available Solvency	198.31	176.08	102.28	90.09	74.97
Required Solvency	160.80	126.58	114.39	94.15	90.27
AS/RS (Times)	1.23	1.39	0.89	0.96	0.83
Liquidity					
Current Asset / Current Liabilities (Times)	2.27	1.92	1.88	1.60	1.29
Current asset/ Net claim (Time)	7.44	6.65	6.83	5.08	12.43
Current liabilities/ Total liabilities (%)	32.97	36.17	35.09	37.20	48.46
Cash and bank balance/ Total assets (%)	18.49	21.32	17.81	16.34	17.17

Re-insurance Operation and Reserve Adequacy

SadharanBima Corporation (SBC) has provided treaty reinsurance protection to the Company. Each year SBC revises the treaty retention capacity of all private non-life insurance companies. The retention capability for 2019-2020 was: Fire class- BDT 15.0 million; Marine class (cargo)- BDT 1.5 million; Marine class (hull-inland) BDT 3.0 million; Miscellaneous class- BDT 1.20 million, all types of Engineering BDT 3.0 million and Motor class- BDT 1.50 million.

Risk Retention Ratio					
Particulars	2019	2018	2017	2016	2015
Fire (%)	85.61	88.82	92.59	81.22	64.63
Marine (%)	93.87	74.83	90.16	39.04	80.39
Motor (%)	100.00	95.43	99.54	100.00	99.92
Misc. (%)	77.63	55.18	26.13	33.43	22.08
Risk Retention Ratio	90.22	79.45	86.88	73.30	71.14

In 2019, Union Insurance kept BDT 80.73 million as reserve for exceptional losses which is increased by 3.20% from last year. The proportion of reserve for exceptional losses was 0.20 times of net premium and 0.92 times of net claim. However, to comply with the insurance act it maintains 40% of net premium as reserve, as for unexpired risk it maintains 100% or above reserve for all business classes.

END OF THE REPORT

Information used herein was obtained from sources believed to be accurate and reliable. However, WCRCL does not guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. The Rating Committee of WCRCL is the final authority to award a rating. The Rating Committee of WCRCL is comprised of external independent persons who are not members of the Board of the Company and they ensure the independence of rating. The rating is an opinion on credit quality or claim payment ability only and is not a recommendation to buy or sell any securities or to finance in a project. All rights of this report are reserved by WCRCL. The contents may be used by the news media and researchers with due acknowledgement.

Section XXVIII

Public Issue Application Procedure

IPO Application Process

Step-1 (Applicant):

1. An applicant for public issue of securities shall submit an application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the **25th (twenty fifth) working day** from the date of publication of an abridged version of the prospectus.
2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Total Amount and Category of the Applicant.
 - a) Eligible investors shall submit an application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by exchange(s).
 - b) The General Public and Non-resident Bangladeshi (NRB) applicants shall submit the application in the electronic subscription system of the exchange(s) through the Stockbrokers/Merchant Bankers where the applicant maintains customer account.

Step-2 (Intermediary):

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

Step-3 (Issuer):

10. The Issuer and issue manager shall post the final status of subscription on their **websites within 6 (six) hours** and on the websites of the Commission and Exchanges **within 12 (twelve) hours** of receiving information by the Commission and the Exchanges.
11. **Within 3 (three) working days** of receipt of the subscription result, the Issuer and Exchanges shall:
 - e) Process pro-rata allotment of securities to the General Public and Non-Resident Bangladeshi (NRB) applicants;
 - f) Prepare category wise lists of invalid applicants who are subject to penal provisions as per conditions of the

consent letter issued by the Commission in electronic (text format with tilde '~' separator) format mentioning the penalty amount against each applicant;

- g) Issuer shall issue allotment letters in the names of allottees in electronic format and
- h) Issuer shall credit the allotted shares to the respective BO accounts on the basis of allotment data (BOID and number of securities) via their CDBL VeDAS Terminal.

12. 15% Private Offer to employees of the Issuer:

According to the compliance with the provisions of the Commission's Notification No. BSEC/CMRRCD/2009-193/27/Admin/127 dated 19 July 2021, application process of the 'employees & others' category of the issuer in the initial public offering (IPO) through ESS of the Exchanges shall be conducted as follows:

- A. The issuer shall upload the list of the existing employees in the electronic subscription system of the exchange(s) in electronic (text format with tilde '~' separator) format containing Customer ID, Name (as per BO ID), BO ID, Total Quantity, Total Amount, Category of the Applicant, NID, Employee ID, Service Start Date and Designation.
- B. The existing employees of the issuer shall submit application in the electronic subscription system of the exchange(s) through the Stockbrokers/Merchant Bankers where the applicant maintains customer account.
- C. The registered Stockbroker/Merchant Banker in the ESS shall upload the lists of existing employees of the issuer in electronic (text format with tilde '~' separator) format.
- D. The Exchanges shall verify (name, BO ID, amount, duplicate, etc) the applications of existing employees and send the valid BOIDs in electronic (text) format to CDBL for verification. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.
- E. CDBL shall provide the Exchanges with an updated database of the applicants containing BO Account Number, Name, Addresses, Parent s' Name and Joint Account information along with the verification report.
- F. The Existing employees of the issuer whose applications are valid and active will be allotted securities as per their applied quantities, subject to a lock-in period of 2 (two) years from the first trading day at the exchanges.

Step-4 (Intermediary):

13. **On the next working day**, Exchanges shall:

- a) remit the amount of allotted applicants to the Issuer's respective Escrow Account opened for subscription purpose;
- b) send the penalty amount who are subject to penal provisions to the Issuer's respective Escrow Accounts along with a list; and
- c) Distribute the information and allotment letters to the stock broker/Merchant Bankers concerned in electronic format with a request to refund the balance application money.

14. **On the next working day** of receiving the documents from the Exchanges, the Stockbrokers/Merchant Bankers shall refund the excess application money in the customer accounts and inform the applicants about allotment of securities.

Miscellaneous:

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

Application Form

“পুঁজি বাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন।”

Interested persons are entitled to a prospectus, if they desire, and that copies of prospectus may be obtained from the Issuer and the Issue Manager

Union Insurance Co. Ltd.

APPLICATION FOR PUBLIC ISSUE

Date:	:	
Name of applicant	:	
Client Code	:	
BO ID No.	:	
Category of applicant	:	
Name of the Company/Fund	:	
Number of Shares/Units	:	
Total amount	:	
Amount in word	:	
Mode of payment	:	
Cheque/Draft information	:	

Signature of Applicant(s)

Signature of Authorized Officer

Section XXIX Others

Additional Disclosure by the Management

(A). Disclosure regarding material change

Declaration regarding any material change including raising of paidup capital after the date of audited financial Statements

To whom it may concern

Date: 29 April, 2021

This is to certify that, “Union Insurance Co. Ltd.” has not made any material change including rising of paid up capital after the date of audited financial Statements as on 30 September, 2020 as included in the prospectus.

Declaration by the management of Union Insurance Co. Ltd.

Sd/-
Mr. Anisul Islam Khan
Chief Financial Officer

Sd/-
TalukderMd. Zakaria Hossain
Chief Executive Officer

Sd/-
Mozaffar Hossain Paltu
Chairman

(B). Disclosure regarding no way connection with the Issue Manager

To whom it may concern

Date: 29 April, 2021

This is to certify that neither Union Insurance Co. Ltd. nor any of its directors have any connection with Sonar Bangla Capital Management Limited (Issue Manager of Union Insurance Co. Ltd.)

Declaration by the management of Union Insurance Co. Ltd.

Sd/-
Mr. Anisul Islam Khan
Chief Financial Officer

Sd/-
TalukderMd. Zakaria Hossain
Chief Executive Officer

Sd/-
Mozaffar Hossain Paltu
Chairman

Sd/-
Emam Hossain
Chief Executive Officer (C.C)

(C).Disclosure regarding cost audit by professional accountant as per the Company Act, 1994

Declaration regarding Cost Audit

To whom it may concern

Date: 29 April, 2021

This is to certify that the Company did not conduct Cost Audit by any Professional Accountant as per Company Act, 1994 till 31 December, 2021.

Declaration by the management of Union Insurance Co. Ltd.& Sonar Bangla Capital Management Limited.

Sd/-
Mr. Anisul Islam Khan
Chief Financial Officer

Sd/-
Talukder Md.Zakaria Hossain
Chief Executive Officer

Sd/-
Mozaffar Hossain Paltu
Chairman

Sd/-
Emam Hossain
Chief Executive Officer (C.C)

(D). Disclosure regarding holding of regular AGM

Declaration regarding holding regular Annual General Meeting

To whom it may concern

Date: 29 April, 2021

This is to certify that the Company has been in regular in holding Annual General Meeting since incorporation date to financial year 2020.

Declaration by the management of Union Insurance Co. Ltd.

Sd/-
Mr. Anisul Islam Khan
Chief Financial Officer

Sd/-
Talukder Md. Zakaria Hossain
Chief Executive Officer

Sd/-
Mozaffar Hossain Paltu
Chairman

(E). Declaration regarding consolidated financial, operating and other information

To whom it may concern

Date: 29 April, 2021

This is to certify that Union Insurance Co. Ltd. has no subsidiary Company. Therefore, the Company does not prepare any consolidated financial statements.

Declaration by the management of Union Insurance Co. Ltd.

Sd/-
Mr. Anisul Islam Khan
Chief Financial Officer

Sd/-
Talukder Md. Zakaria Hossain
Chief Executive Officer

Sd/-
Mozaffar Hossain Paltu
Chairman

(F). Disclosure regarding compliance of all the requirements of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 in preparing Prospectus

Declaration regarding Compliance with all the requirements of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015

To whom it may concern

Date: 29 April, 2021

This is to certify that the Company Complied with all the requirements of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and duly amended time to time in preparing prospectus of Union Insurance Co. Ltd.

Declaration by the management of Union Insurance Co. Ltd.

Sd/-
Mr. Anisul Islam Khan
Chief Financial Officer

Sd/-
Talukder Md. Zakaria Hossain
Chief Executive Officer

Sd/-
Mozaffar Hossain Paltu
Chairman

(g) Declaration regarding Consent of the Directors to Serve

Consent of the director(s) to serve as director(s)

To whom it may concern

We hereby agree that we have been serving as Director(s) of “Union Insurance Co. Ltd.” and confirm to continue to act as Director(s) of the Company.

Sd/- (Mr. Mozaffar Hossain Paltu) Chairman	Sd/- (Mohammed Hasmot Ali) Director	Sd/- (Md. Azizur Rahman) Director
Sd/- (Mr. Junayad Khan Asfar) Director	Sd/- (Md. Shahjahan) Director	Sd/- (Prof. M.M. Kamaluddin Chowdhury) Director
Sd/- (Md. Belayet Hossain) Director	Sd/- (Barrister Mashfiqur Rahman) Director	Sd/- (Mr. Mohammad Mubashair Rahman) Director
Sd/- (Mrs. Bibi Wazeda) Director	Sd/- (Mr. Jahangir Alam) Director	Sd/- (Ms. Nasrin Sultana) Director
Sd/- Mr. Anjon Mozumder Director	Sd/- (Alhaj Nur Uddin Ahmed) Director	Sd/- (Mohammad Faiz) Independent Director
Sd/- (Mr. Sayed Alamgir Farrouk Chowdhury) Independent Director	Sd/- (Mr. M.U.A. Quader) Independent Director	Sd/- (Mr. Talukder Md. Zakaria Hossain) Managing Director & CEO

Date: 26th May ,2021

(h.)

TO WHOM IT MAY CONCERN

Union Insurance Co. Ltd.

Paid-up Capital of the Company

This is to certify that the Union Insurance Co. Ltd. has been incorporated under the Companies Act 1994 as a Public Limited Company having certificate of Incorporation C-41114(473)2000 dated August 24, 2000.

The Authorized Capital of the Company is Tk. 100, 00, 00,000.00 (Taka one hundred crore) only divided into 10,00,00,000 (Ten Crore) ordinary shares of Tk. 10.00 each.

The Paid-up Capital of the Company is Tk **290,413,560.00** only divided into **29,041,356** ordinary shares of Tk. 10.00 each as follows:

Issued, subscribed and paid-up capital:

Allotments	Date of Allotment	No. of Shares		Amount of Shares Capital (BDT)
		Consideration in Cash	Bonus Shares	
First (As per Memorandum & Articles of Association at the time on Incorporation)	21.08.2000	6,000,000	-	60,000,000
Second	31.12.2011	-	1,200,000	12,000,000
Third	29.12.2012	-	1,800,000	18,000,000
Forth	25.12.13	-	2,700,000	27,000,000
Fifth	06.12.2014	-	3,510,000	35,100,000
Sixth	29.12.2016	-	2,281,500	22,815,000
Seventh	14.12.2017	-	1,749,150	17,491,500
Eighth	19.08.2018	-	4,810,162	48,101,620
Ninth	24.11.2019	-	1,202,541	12,025,410
Tenth	24.08.2020	-	3,788,003	37,880,030
Total		6,000,000	23,041,356	29,041,356

Place: Dhaka
Date: 2 June, 2021

Sd/-
FAMES & R
Chartered Accountants

(I) Auditors' certificate regarding deposit of an amount equivalent to the Paid-up Capital of
Union Insurance Co. Ltd.

Paid up capital of Union Insurance Co. Ltd. as on December 31, 2020

Allotments	Date of Allotment	No. of Shares		Amount of Shares Capital (BDT)
		Consideration in Cash	Bonus Shares	
First (As per Memorandum & Articles of Association at the time on Incorporation)	21.08.2000	6,000,000	-	60,000,000
Second	31.12.2011	-	1,200,000	12,000,000
Third	29.12.2012	-	1,800,000	18,000,000
Forth	25.12.13	-	2,700,000	27,000,000
Fifth	06.12.2014	-	3,510,000	35,100,000
Sixth	29.12.2016	-	2,281,500	22,815,000
Seventh	14.12.2017	-	1,749,150	17,491,500
Eighth	19.08.2018	-	4,810,162	48,101,620
Ninth	24.11.2019	-	1,202,541	12,025,410
Tenth	24.08.2020	-	3,788,003	37,880,030
Total		6,000,000	23,041,356	290,413,560

The face value of shares was denominated from Tk. 100 per share to Tk. 10 per share vide special resolution passed on 27 December 2011 in the 2nd Extraordinary General Meeting by the shareholders of the Company and subsequently which was passed by RJSC on 4 June 2012.

Place: Dhaka
Date: 2 June, 2021

Sd/-
FAMES & R
Chartered Accountants

(j)

TO WHOM IT MAY CONCERN

Union Insurance Co. Ltd.

Total paid up capital has been deposited and utilize as follows:

SI	Area of Utilization	Amount in Taka	Indication in the Financial Statements
1	Investment in Government security	25,000,000	Note:15.01 of Statement of financial position as at 31 December,2020
2	Property, Plant and Equipment	63,003,022	Note:16 of Statement of financial position as at 31 December,2020
3	Advance against Floor purchase	91,314,000	Note:18 of Statement of financial position as at 31 December,2020
4	Investment in Fixed Deposit Receipt (FDR)	111,096,538	Note: 22.01 of Statement of financial position as at 31 December,2020

Place: Dhaka
Date: June 2, 2021

Sd/-
FAMES & R
Chartered Accountants

(k)

TO WHOM IT MAY CONCERN

This is to certify that Directors and shareholders of Union Insurance Co. Ltd. having 10% or more shares are free from loan default.

Sd/- (Mr. Mozaffar Hossain Paltu) Chairman	Sd/- (Mohammed Hasmot Ali) Director	Sd/- (Md. Azizur Rahman) Director
Sd/- (Mr. Junayad Khan Asfar) Director	Sd/- (Md. Shahjahan) Director	Sd/- (Prof. M.M. Kamaluddin Chowdhury) Director
Sd/- (Md. Belayet Hossain) Director	Sd/- (Barrister Mashfiquur Rahman) Director	Sd/- (Mr. Mohammad Mubashair Rahman) Director
Sd/- (Mrs. Bibi Wazeda) Director	Sd/- (Mr. Jahangir Alam) Director	Sd/- (Ms. Nasrin Sultana) Director
Sd/- Mr. AnjonMozumder Director	Sd/- (Alhaj Nur Uddin Ahmed) Director	Sd/- (Mohammad Faiz) Independent Director
Sd/- (Mr. Sayed Alamgir Farrouk Chowdhury) Independent Director	Sd/- (Mr. M.U.A. Quader) Independent Director	Sd/- (Mr. Talukder Md. Zakaria Hossain) Managing Director &CEO

Place: Dhaka

Date: 2 June, 2021

ADDITIONAL DISCLOSURE

The latest financial statements prepared and audited by any of the Commission's panel of auditors in adherence to the provisions of the Securities and Exchange Rules, 1987, the Companies Act, 1994, International Financial Reporting and Auditing Standards as adopted in Bangladesh from time to time and any other law as applicable

**Independent Auditor's Report To the shareholders of
Union Insurance Co. Ltd.
Report on the Audit of Financial Statements**

Opinion

We have audited the financial statements of **Union Insurance Co. Ltd.**, which comprise the Statement of Financial Position as at December 31, 2020, the Statement of Profit or Loss and Other Comprehensive Income, the Statement of Profit and Loss and Other Comprehensive Income Appropriation Account, related Revenue Accounts, Statement of Changes in Equity, and Statement of Cash Flows for the period from January 01, 2020 to December 31, 2020 and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the company as at December 31, 2020, and its financial performance and its cash flows for the period from January 01, 2020 to December 31, 2020 in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Insurance Act 2010, the Insurance Rules 1958, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit matters were identified in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters except the matters of restatement of financial position presented for the year ended December 31, 2019 which described in details below. We summarized below the key audit matters in arriving at our audit opinion above, together with our key audit procedures to address those matters and, as required for public limited entities, our results from those procedures.

Risk	Our response to the risk
Premium Income	
<p>Gross general insurance premium comprises the total premium received for the whole period provided by contracts entered into during the accounting period.</p> <p>Given the important nature, connections to other items to the financial statements and sensitivity of the items we believe this area pose high-level of risk.</p>	<p>With respect to Premium income in respect of various types of insurance we carried out the following procedures:</p> <ul style="list-style-type: none"> The design and operating effectiveness of key controls around premium income recognition process. Carried out analytical procedures and recalculated premium income for the period. Carried out cut-off testing to ensure unearned premium income has not been included in the premium income. On a sample basis reviewed policy to ensure appropriate policy stamp was affixed to the contract and the same has been reflected in the premium register. Ensured on a sample basis that the premium income was being deposited in the designated bank account. Tested on a sample basis to see that appropriate VAT was being collected and deposited into bank through Treasury Challan. For a sample insurance contracts tested to see if appropriate. <p>Level of reinsurance was done and whether that re-insurance Premium was deducted from the gross premium.</p> <ul style="list-style-type: none"> Applying specialist's judgment ensured if there is any Impairment of the reinsurer. Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.
Investment Fluctuation Fund	

<p>The company made a number of investments in the listed and unlisted capital market with required regulatory permission. Income generated from the investments (realized gain and dividend received) is credited to the Profit & Loss Account. Unrealized capital gain or loss if any is transferred to the Investment Fluctuation Fund subsequently or as per the policy of the company.</p> <p>This item has significant impact on the earnings performance of the company and return to the shareholders and might be prone to misreporting as large unreported fall in the value of any holding may wipe out the value of the portfolio and hamper the distribution capability of the company.</p>	<p>We tested the design and operating effectiveness of key controls around monitoring, valuation and updating of prices of the positions held by the company from trusted sources. Additionally, we performed the following:</p> <ul style="list-style-type: none"> • Obtained year-end share holding positions from the company and through directional testing assessed the completeness of the report. • Recalculated unrealized gain or loss at the year end. • Carried out cut-off testing to ensure unrealized gain or loss was recognized in correct period. • Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.
<p>Estimated liability in respect of outstanding claims whether due or intimated and claim payment</p>	
<p>This account represents the claim due or intimated from the insured and involves significant management judgment and risk of understatement. In extreme scenario this item may have going concern implications for the company.</p>	<p>We tested the design and operating effectiveness of controls around the due and intimated claim recording process. We additionally carried out the following substantive testing's around the item:</p> <ul style="list-style-type: none"> • Obtained the claim register and tested for completeness of claims recorded in the register on a sample basis. • Obtained a sample of claimed policy copy and cross check it with claim. • Obtained a sample of survey reports and cross checked those against respective ledger balances and in case of discrepancy carried out further investigation. • Obtained and discussed with management about their basis for estimation and challenged their assumptions where appropriate. • Tested a sample of claims payments with intimation letter, survey report, bank statements, claim payment register and general ledger. • Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards, Insurance Act 1938 (as amended in 2010), Insurance Rules, 1958 and other applicable rules and regulations and regulatory guidelines.
<p>Details of head-wise restated amounts during the period from January 01, 2019 to December 31, 2019 has been presented according to the revised Financial Statements from the year's 2015, 2016, 2017, 2018 & 2019.</p>	

<ul style="list-style-type: none"> • Balance of Profit & Loss Appropriation (PLA) Account is Taka 69,411,411 as at December 31, 2020 which has been arisen due to restatement made in the heads of Proposed Dividend, Revaluation Reserve, and Income Tax implications in last four years audited financial statements. • Balance of Revaluation Reserve is Taka 37,158,604 in the audited financial statements as at December 31, 2016 which is restated to Taka 10,958,682 by not considering revaluation of assets other than land and Building. • Balance of WPPF is Taka 20,735,458 as at December 31, 2020 which is restated due to changed of PLA amount and also charged interest on remaining balance of WPPF since 2016. • Restated balance of Provision for Current Tax and Deferred Tax Liability Taka 20,354,035 and Taka 5,210,079 respectively as at December 31, 2020. The above balances are restated by charging interest on WPPF, interest of FDR, Transfer of Revaluation Reserve to PLA, and Restatement of Revaluation Reserve. • The restated carrying value of the Property, Plant & Equipment is Tk. 146,744,286 as at December 31, 2020. The valuation of tangible fixed assets was identified as a key audit matter due to significant impact of revaluated amount land & building in the Financial Statements. • Sundry Debtors and Amount due from other persons or bodies carrying on Insurance business is Tk. 246,762,033 and 335,023,146 respectively as at December 31, 2020. The above balances have been restated due to transaction issues with ShadharanBima Corporation (SBC) recalculated and found the need of this restatement. 	<p>We have revisited the above mentioned periodic Financial statement to assessed the restated mentioned head's and followed the following procedures:</p> <ul style="list-style-type: none"> • To justify the restated Profit & Loss Appropriation balance, we collected and reviewed revaluation report, Board Resolution regarding proposed dividend amount merged with PLA and recalculated Income Tax amount both Current & Deferred Tax. • We have confirmed the Revaluation reserve balance from Revaluation report and also collected resolution of Board Minutes to confirm the total balance of revaluated amount by segregating others assets value and land & building value. • We have recalculated the balance of WPPF as well as interest charged thereon on a yearly basis. • We have confirmed the balance of Provision for Current Tax and deferred Tax by recalculating impact of tax amount as per IAS-12. We also collected relevant supporting documents as well as Board Resolution from the management. • We assessed whether the accounting policies in relation to the revaluation of fixed asset has been made in compliance with IAS-16 and found them to be consistent. We also obtained revaluation report from the management and checked & confirmed the balance of revaluation reserve. • We assessed the restated amount with the correspondence letter of SBC and also checked the recalculation method. We have also collected board meeting resolution regarding the issues.
---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Other Information

Management is responsible for the other information. The other information comprises all of the information in the annual report other than financial statements and our auditors' report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we concluded that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements and Internal Controls.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Insurance Act 2010, the Insurance Rules 1958, the Securities and Exchange Act 1987 and other applicable Laws and Regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting

and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company's to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with the relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, the Insurance Act 2010, the Insurance Rules 1958, the Securities and Exchange Rules 1987 and the other applicable Laws and Regulations, We also report that:

- h) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- i) In our opinion, proper books of accounts, records and other statutory books as required by law have been kept by the Company so far as it appeared from our examination of those books;
- j) The Company's management has followed relevant provisions of laws and rules in managing the affairs of the company and proper books of accounts, records and other statutory books have been properly maintained and (where applicable) proper returns of the purpose of our audit have been received adequately from branches but the branches have not been visited by us;
- k) 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 directly or indirectly, in respect of insurance business of the company transacted in Bangladesh during the year under report have been fully charged to the related Revenue Account and the statement of profit or loss & other comprehensive income of the company;
- l) As per section 54(5) of Insurance Act 2010 as amended, we report that to the best of our information and as shown by its books, the company during the year under report has not paid any person any commission in any form outside Bangladesh in respect of any of its business reinsured abroad;
- m) The Company's Statement of Financial Position, Statement of Profit & Loss and Other Comprehensive Income, Statement of, Related Revenue Accounts, Statement of Changes in Equity and Statement of Cash Flows of the Company together with the Annexed Notes dealt with by the report are in agreement with the books of accounts and returns; and
- n) The expenditure incurred was for the purpose of the Company's business.

Sd/-

Fouzia Haque FCA,

Partner,

FAMES & R,

Chartered Accountants

DVC:2106151032AS104866

Place: Dhaka

Date: June 02,2021.

Union Insurance Co. Ltd.				
Balance Sheet (Statement of Financial Position)				
As at December 31, 2020				
Particulars	Notes	Amount in Taka		
		December 31, 2020	December 31, 2019	January 1, 2019
			Restated	Restated
Shareholders' Equity & Liabilities				
Shareholders' Equity				
Authorised Capital				
100,000,000 Ordinary shares of Tk.10 each	3.00	1,000,000,000	1,000,000,000	1,000,000,000
Paidup Capital				
29,041,356 Ordinary share of Tk. 10 each fully paid up	3.01	290,413,560	252,533,530	240,508,120
Reserve or Contingency Accounts				
Reserve for Exceptional Losses	4.01	108,145,824	80,731,216	78,231,216
Profit & Loss Appropriation Account		69,411,411	81,074,256	41,407,498
Revaluation Reserve	4.02	37,158,604	41,287,338	45,874,820
Total Shareholders Equity		505,129,400	455,626,340	406,021,654
Liabilities and Provisions				
Balance of Fund and Account	5.00	231,138,992	165,042,409	126,486,287
Fire Insurance Revenue Account		104,830,215	44,754,728	58,067,409
Marine Cargo Insurance Revenue Account		70,420,966	84,747,123	36,227,688
Marine Hull Insurance Revenue Account		19,703,540	7,072,830	90,897
Motor Insurance Revenue Account		26,973,804	17,173,300	17,431,437
Miscellaneous Insurance Revenue Account		9,210,467	11,294,428	14,668,856
Deposit Premium	6.00	2,182,604	2,030,395	1,446,919
Deferred Tax Liability	7.00	5,210,079	5,632,607	5,987,835
Estimated Liability in nrespect of outstanding Claim	8.00	12,500,000	8,000,000	5,418,400
Amount due to other persons or bodies carrying on insurance businesses	9.00	2,013,359	9,003,946	15,540,857
Worker's Profit Participation Fund	10.00	20,735,458	14,866,824	9,252,690
Provision for Income Tax	11.00	159,629,932	139,275,598	102,089,019
Bank Loan	12.00	-	39,242,217	45,397,936
Lease Liability	13.00	10,792,774	-	-
Sundry Creditor	14.00	12,294,813	6,242,013	1,784,470
Total Liabilities and Provisions		225,359,019	224,293,600	186,918,126
Total Shareholders' Equity & Liabilities		961,627,411	844,962,350	719,426,067
The accompanying notes from an integral part of these Financial Statements.				
Signed in terms of our separate report of even date.				

Union Insurance Co. Ltd
Balance Sheet (Statement of Financial Position)
As at September 30, 2020

Particulars	Notes	January 1, 2020 to	31-Dec-19	12/31/2018
Particulars	Notes	Amount in Taka		
		January 1, 2020 to September 30, 2020	January 1, 2019 to December 31, 2019	January 1, 2018 to December 31, 2018
Property and Assets				
Non-Current assets		185,374,960	189,490,167	193,852,296
Investment	15.00	27,837,900	25,000,000	25,000,000
Property, Plant and Equipment	16.00	146,744,286	164,490,167	168,852,296
Right of use Assets	16.00	10,792,774	-	-
Current assets		587,622,083	493,595,877	365,949,105
Sundry Debtors	17.00	246,762,033	162,092,633	148,868,720
Interest Receivable	19.00	3,423,870	3,176,227	2,010,455
Stock of printing, stationery & stamp	20.00	2,413,034	1,736,663	975,760
Amount due from other persons or bodies carrying on insurance businesses	21.00	335,023,146	326,590,355	214,094,170
Cash and Cash Equivalents	22.00	188,630,369	161,876,305	159,624,666
Cash in Hand		49,916,375	53,677,485	47,609,750
Broker House		23,502	-	-
Cash at Banks-STD Accounts		26,743,785	16,341,223	23,745,226
Cash at Banks on-CD Accounts		850,169	761,060	1,231,519
Investment in FDR	22.01	111,096,538	91,096,538	87,038,171
Total Assets		961,627,411	844,962,350	719,426,067
Net Asset Value (NAV) Per Share	33.00	17.39	18.04	16.88

The accompanying notes from an integral part of these Financial Statements.

Sd/-

Sd/-

Sd/-

Sd/-

Talukder Md. Zakaria Hossain
Chief Executive Officer

Jahangir Alam
Director

Md. Azizur Rahman
Director

Mozaffar Hossain Paltu
Chairman

Signed in terms of our separate report of even date.

Sd/-

Date: June 2, 2021

Place : Dhaka

Fouzia Haque, FCA
Partner

FAMES & R

Chartered Accountants

DVC # 2106151032AS104866

Union Insurance Co. Ltd.			
Profit and Loss Account (Statement of Profit or Loss and other Comprehensive Income)			
For the year ended December 31, 2020			
Particulars	Notes	Amount in Taka	
		January 1, to December 31, 2020	January 1, to December 31, 2019 (Restated)
Expenses of management		49,831,254	34,238,472
(Not applicable to any particular fund or account)			
Advertisement & Publicity		1,094,184	217,152
Audit fees		237,500	125,000
Consultancy & Rating Fee		-	100,000
Legal & Professional Fee		896,950	64,207
Financial Expenses		2,590,211	4,470,600
AGM Expenses		387,633	1,142,704
Director's meeting attendance fees	36.00	730,400	861,800
Donation & Subscription		2,261,123	1,100,000
ROU assets Finance cost		461,713	
Interest on Worker's Profit Participation Fund		1,040,678	693,952
Depreciation	23.00	38,372,588	23,999,866
Leavy charge		100,000	100,000
Group Insurance premium		824,975	426,600
Renewal & Registration		833,300	936,592
Profit transferred to profit & loss appropriation account		86,889,500	103,381,628
Total		136,720,755	137,620,101
Profit/(Loss) transferred from:		125,366,565	123,773,567
Fire		3,338,461	13,332,100
Marine Cargo		92,123,331	77,287,627
Marine Hull		(2,842,960)	(3,273,424)
Motor		18,729,606	15,460,472
Miscellaneous		14,018,126	20,966,792
Interest Income	24.00	9,968,373	9,599,499
Realise gain on share Investment		41,218	-
Unrealise gain on share Investment	15.02	724,880	
Profit on sale of Fixed Assets	25.00	619,719	4,247,035
Total		136,720,755	137,620,101
The accompanying notes form an integral part of these Financial Statements.			
Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain Chief Executive Officer	Jahangir Alan Director	Md. Azizur Rahmar Director	Mozaffar Hossain Paltu Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner

Union Insurance Co. Ltd.			
Profit and Loss Appropriation Account			
For the year ended December 31, 2020			
Particulars	Notes	Amount in Taka	
		December 31, 2020	December 31, 2019 (Restated)
Opening balance of Appropriation Account		81,074,256	41,407,498
Net Profit for the year brought down		86,889,500	103,381,628
Revaluation Reserve Transfer		4,128,734	4,587,482
Total		172,092,490	149,376,608
		102,681,079	68,302,352
Reserve for Exceptional Losses		27,414,608	2,500,000
Provision for Companies Income Tax	11.01	20,354,335	37,186,579
Worker's Profit Participation Fund	10.01	4,827,957	4,920,182
Provision for deferred tax	7.01	(422,528)	(355,228)
Dividend paid from last year profit		50,506,707	24,050,820
Balance transferred to balance sheet		69,411,411	81,074,256
Total		172,092,490	149,376,608
Earning Per Share (Basic EPS) (Tk.10 each)	2.18	2.14	2.44
Earning Per Share (Adjusted EPS) (Tk.10 each)	2.18	2.14	2.12
The accompanying notes from an integral part of these Financial Statements.			
Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain Chief Executive Officer	Jahangir Alam Director	Md. Azizur Rahman Director	Mozaffar Hossain Paltu Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner
Date: June 2, 2021			FAMES & R
Place : Dhaka			Chartered Accountants
			DVC # 2106151032AS104866

Union Insurance Co. Ltd.			
Consolidated Revenue Account			
For the year ended December 31, 2020			
Particulars	Notes	Amount in Taka	
		December 31, 2020	December 31, 2019
Claims under policies less re-insurances		123,017,167	88,156,617
Claims paid during the year		118,517,167	85,575,017
Claims outstanding at the end of the year		12,500,000	8,000,000
Claims outstanding at the end of the previous year		(8,000,000)	(5,418,400)
Agent Commission	26.00	93,155,629	59,056,343
Management Expenses	28.00	164,742,395	108,027,536
Balance of account at the end of the year		231,138,992	165,042,409
As shown in the Statement of financial position being reserve for unexpired risks @ 40% of premium income of the year (Fire, Marine Cargo, Motor & Misc)		231,138,992	165,042,409
Profit transferred to Profit and Loss Account		125,366,564	123,773,567
Total		737,420,747	544,056,472
Balance of Account at the beginning of the year		165,042,409	126,486,287
Premium less reinsurances	27.01	548,292,169	401,996,778
Premium underwritten	.	548,292,169	401,996,778
Commission on reinsurances:		24,086,169	15,573,407
Commission earned on re-insurance ceded	27.02	24,086,169	15,573,407
Total		737,420,747	544,056,472
The accompanying notes from an integral part of these Financial Statements.			
Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain Chief Executive Officer	Jahangir Alam Director	Md. Azizur Rahman Director	Mozaffar Hossain Paltu Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner
Date: June 2, 2021			FAMES & R
Place : Dhaka			Chartered Accountants
			DVC # 2106151032AS104866

Union Insurance Co. Ltd			
Fire Insurance Revenue Account			
For the year ended December 31, 2020			
Particulars	Notes	Amount in Taka	
		December 31, 2020	from January 1, to December 31, 2019
Claims under policies less re-insurances		90,839,370	69,509,299
Claims paid during the year		86,899,370	71,359,699
Claims outstanding at the end of the year		6,875,000	2,935,000
Claims outstanding at the end of the previous year		(2,935,000)	(4,785,400)
Agent Commission	26.00	40,765,701	18,291,127
Management Expenses	28.00	70,276,436	31,685,641
Balance of account at the end of the year			
as shown in the Statement of Financial Position being reserve for unexpired risks @ 40% of premium income of		104,830,215	44,754,728
Profit/(Loss) transferred to Profit and Loss Account		3,338,461	13,332,100
Total		310,050,184	177,572,895
Balance of Account at the beginning of the year		44,754,728	58,067,409
Premium less reinsurances		262,075,538	111,886,819
Premium underwritten		262,075,538	111,886,819
Commission on reinsurances		3,219,918	7,618,667
Commission earned on re-insurance ceded		3,219,918	7,618,667
Total		310,050,184	177,572,895
The accompanying notes from an integral part of these Financial Statements.			
Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain Chief Executive Officer	Jahangir Alam Director	Md. Azizur Rahman Director	Mozaffar Hossain Paltu Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner
Date: June 2, 2021			FAMES & R
Place : Dhaka			Chartered Accountants
			DVC # 2106151032AS104866

Union Insurance Co. Ltd			
Marine Cargo Insurance Revenue Account			
For the year ended December 31, 2020			
Particulars	Notes	Amount in Taka	
		December 31, 2020	from January 1, to December 31, 2019
Claims under policies less re-insurances		20,506,149	4,565,761
Claims paid during the year		20,596,149	3,089,761
Claims outstanding at the end of the year		1,500,000	1,590,000
Claims outstanding at the end of the previous year		(1,590,000)	(114,000)
Agent Commission	26.00	34,398,015	31,187,862
Management Expenses	28.00	61,030,837	54,717,125
Balance of account at the end of the year			
as shown in the Statement of financial position			
being reserve for unexpired risks @ 40% of premium income of the year (Marine Cargo)		70,420,966	84,747,123
Profit/(Loss) transferred to Profit and Loss Account		92,123,331	77,287,625
Total		278,479,298	252,505,496
Balance of Account at the beginning of the year		84,747,123	36,227,688
Premium less reinsurances		176,052,415	211,867,810
Premium underwritten		176,052,415	211,867,810
Commission on reinsurances		17,679,760	4,409,998
Commission earned on re-insurance ceded		17,679,760	4,409,998
Total		278,479,298	252,505,496
The accompanying notes from an integral part of these Financial Statements.			
Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain Chief Executive Officer	Jahangir Alam Director	Md. Azizur Rahm Director	Mozaffar Hossain Paltu Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner
Date: June 2, 2021			FAMES & R
Place : Dhaka			Chartered Accountants
			DVC # 2106151032AS104866

Union Insurance Co. Ltd			
Marine Hull Insurance Revenue Account			
For the year ended December 31, 2020			
Particulars	Notes	Amount in Taka	
		December 31, 2020	from January 1, to December 31, 2019
Claims under policies less re-insurances		-	-
Claims paid during the year		-	-
Claims outstanding at the end of the year		-	-
Claims outstanding at the end of the previous year		-	-
Agent Commission	26.00	4,380,220	1,444,341
Management Expenses	28.00	7,507,398	2,396,277
Balance of account at the end of the year			
as shown in the Statement of financial position			
being reserve for unexpired risks @ 100% of premium		19,703,540	7,072,830
Profit/(Loss) transferred to Profit and Loss Account		(2,842,960)	(3,273,424)
Total		28,748,198	7,640,024
Balance of Account at the beginning of the year		7,072,830	90,897
Premium less reinsurances		19,703,540	7,072,830
Premium underwritten		19,703,540	7,072,830
Commission on reinsurances		1,971,828	476,297
Commission earned on re-insurance ceded		1,971,828	476,297
Total		28,748,198	7,640,024
The accompanying notes from an integral part of these Financial Statements.			
Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain Chief Executive Officer	Jahangir Alam Director	Md. Azizur Rahm: Director	Mozaffar Hossain Paltu Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner
Date: June 2, 2021			FAMES & R
Place : Dhaka			Chartered Accountants
			DVC # 2106151032AS104866

Union Insurance Co. Ltd			
Motor Insurance Revenue Account			
For the year ended December 31, 2020			
Particulars	Notes	Amount in Taka	
		December 31, 2020	from January 1, to December 31,
Claims under policies less re-insurances		11,616,269	14,075,798
Claims paid during the year		10,966,269	11,069,798
Claims outstanding at the end of the year		4,125,000	3,475,000
Claims outstanding at the end of the previous year		(3,475,000)	(469,000)
Agent Commission	26.00	9,954,813	6,122,589
Management Expenses	28.00	17,333,317	10,408,556
Balance of account at the end of the year			
as shown in the Statement of financial position being reserve for unexpired risks @ 40% of premium income of the year		26,973,804	17,173,300
Profit/(Loss) transferred to Profit and Loss Account		18,729,606	15,460,472
Total		84,607,809	63,240,715
Balance of Account at the beginning of the year		17,173,300	17,431,437
Premium less reinsurances		67,434,509	42,933,250
Premium underwritten		67,434,509	42,933,250
Commission on reinsurances		-	2,876,028
Commission earned on re-insurance ceded		-	2,876,028
Total		84,607,809	63,240,715
The accompanying notes from an integral part of these Financial Statements.			
Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain Chief Executive Officer	Jahangir Alam Director	Md. Azizur Rahman Director	Mozaffar Hossain Paltu Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner
Date: June 2, 2021			FAMES & R
Place : Dhaka			Chartered Accountants
			DVC # 2106151032AS104866

Union Insurance Co. Ltd			
Miscellaneous Insurance Revenue Account			
For the year ended December 31, 2020			
Particulars	Notes	Amount in Taka	
		December 31, 2020	from January 1, to December 31, 2019
Claims under policies less re-insurances		55,379	5,759
Claims paid during the year		55,379	55,759
Claims outstanding at the end of the year		-	-
Claims outstanding at the end of the previous year		-	(50,000)
Agent Commission	26.00	3,656,880	2,010,425
Management Expenses	28.00	8,594,406	8,819,938
Balance of account at the end of the year			
as shown in the Statement of financial position being reserve for unexpired risks @ 40% of premium income of the year		9,210,467	11,294,428
Profit/(Loss) transferred to Profit and Loss Account		14,018,126	20,966,792
Total		35,535,258	43,097,342
Balance of Account at the beginning of the year		11,294,428	14,668,856
Premium less reinsurances		23,026,167	28,236,069
Premium underwritten		23,026,167	28,236,069
Commission on reinsurances		1,214,663	192,417
Commission earned on re-insurance ceded		1,214,663	192,417
Total		35,535,258	43,097,342
The accompanying notes from an integral part of these Financial Statements.			
Sd/-	Sd/-	Sd/-	Sd/-
Talukder Md. Zakaria Hossain Chief Executive Officer	Jahangir Alam Director	Md. Azizur Rahm: Director	Mozaffar Hossain Paltu Chairman
Signed in terms of our separate report of even date.			
			Sd/-
			Fouzia Haque, FCA
			Partner
Date: June 2, 2021			FAMES & R
Place : Dhaka			Chartered Accountants
			DVC # 2106151032AS104866

Union Insurance Co. Ltd
Statement of Changes in Shareholders' Equity
For the year ended December 31, 2020

Particulars	Share Capital	Reserve for Exceptional Loss	Revaluation Reserve	Retained Earning	Total
Balance as at 01, January 2020	252,533,530	80,731,216	41,287,339	81,074,254	455,626,339
Net Profit during the period	-	-	-	86,889,500	86,889,500
Bonus Share Issued	37,880,030	-	-	(37,880,030)	-
Dividend paid	-	-	-	(12,626,677)	(12,626,677)
Reserve for Exceptional Losses	-	27,414,608	-	(27,414,608)	-
Provision for Income Tax	-	-	-	(20,354,335)	(20,354,335)
Provision for Deferred Tax	-	-	-	422,528	422,528
Provision for Worker's Profit Participation Fund	-	-	-	(4,827,957)	(4,827,957)
Revaluation Reserve Transfer	-	-	(4,128,734)	4,128,734	-
Balance as at 31 December 2020	290,413,560	108,145,824	37,158,605	69,411,410	505,129,399

Particulars	Share Capital	Reserve for Exceptional Loss	Revaluation Reserve (Restated)	Retained Earning (Restated)	Total
Balance as at 01, January 2019	240,508,120	78,231,216	45,874,821	41,407,498	406,021,655
Net Profit during the period	-	-	-	103,381,628	103,381,628
Bonus Share Issued	12,025,410	-	-	(12,025,410)	-
Dividend paid	-	-	-	(12,025,410)	(12,025,410)
Reserve for Exceptional Losses	-	2,500,000	-	(2,500,000)	-
Provision for Income Tax	-	-	-	(37,186,579)	(37,186,579)
Provision for Deferred Tax	-	-	-	355,228	355,228
Provision for Worker's Profit Participation Fund	-	-	-	(4,920,183)	(4,920,183)
Revaluation Reserve Transfer	-	-	(4,587,482)	4,587,482	(0)
Balance as at 31st December 2019	252,533,530	80,731,216	41,287,339	81,074,254	455,626,339

[illegible]

Union Insurance Co. Ltd.
Notes to the Financial Statements
for the year ended December 31, 2020

1.00 General Information:

1.01 Legal form of the Company

Union Insurance Co. Ltd (UICL) (the "Company") was incorporated as a Public Limited Company on 24th August, 2000 under the Companies Act, 1994 having registered office in Bangladesh. UICL obtained permission to commence Insurance business from Chief Controller of Insurance, Directorate of Insurance, and Government of the Peoples Republic of Bangladesh on 27th September, 2000. The Principal place of business of the Company is at 65/2/2 (9th & 10th Floor), Box Culvert Road, Purana Paltan, Dhaka-1000, Bangladesh. Which is also the registered office of the company. UICL is engaged in Non-Life Insurance business within the meaning of Insurance Act, 2010.

1.02 Principal Activities and Nature of Operations

The Principal activity of the company continues to be carrying on non-life insurance businesses. There was no significant change in the nature of the Principal activities of the company during the year 2020 under review.

1.03 Reporting Period

The financial statements of the Company cover one calendar year starting from 1st January to 31st December, 2020.

2.00 Summary of Significant Accounting and related other policies:

2.01 Basis of Preparation

The Financial Statements have been prepared on going concern and accrual basis under the historical cost convention. The preparation and presentation of the financial statements and the disclosure of information have been made in accordance with the Insurance Act 1938 (as amended in 2010), the Insurance Rules 1958 and in conformity with International Financial Reporting Standards (IFRS), the Companies Act 1994, the Securities and Exchange Rules 1987, the listing rules of Dhaka Stock Exchange Limited and Chittagong Exchange Limited and other applicable laws

2.02 Status of compliance with IAS and IFRS

The Financial Reporting Standards that are applicable/not applicable for the financial statements for the period, include the following:

IAS 1	Presentation of Financial Statements	*
IAS 7	Statement of Cash Flows	Applied
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	Applied
IAS 10	Events after the Reporting Period	Applied
IAS 12	Income Taxes	Applied
IAS 16	Property, Plant and Equipment	Applied
IAS 19	Employee Benefits	Applied
IAS 23	Borrowing cost	Applied
IAS 24	Related Party Disclosures	Applied
IAS 26	Accounting and Reporting by Retirement Benefit Plans	Applied
IAS 32	Financial Instruments: Presentation	Applied
IAS 33	Earnings Per Share	Applied
IAS 34	Interim Financial Reporting	Applied
IAS 36	Impairment of Assets	Applied
IAS 37	Provisions, Contingent Liabilities and Contingent Assets	Applied
IAS 38	Intangible Assets	Applied
IAS 40	Investment Property	Applied
IFRS 5	Non-currents assets held for sale and discontinued operation	N/A
IFRS 7	Financial instruments: disclosure	Applied
IFRS 8	Operating Segments	Applied
IFRS 9	Financial Instruments	Applied
IFRS 13	Fair Value Measurement	Applied
IFRS 16	Leases	Applied

* The management of Union Insurance Com Ltd has followed the principles of IAS and IFRS consistently in the preparation of the financial statements to that extent as applicable and possible to Insurance Company and material departures have been explained in note 2.24.

2.03 Components of the Financial Statements

Following the Insurance Act, 2010 and IAS-1 "Presentation of Financial Statements", the Company's complete set of financial statements include the following components:

- | | | | |
|-----------------------------------------------------------------------------------------|--|--|--|
| a) Balance Sheet (Statement of Financial Position) | | | |
| b) Profit and Loss Account (Statement of Profit or Loss and other Comprehensive Income) | | | |
| c) Profit and Loss Appropriation Account | | | |
| d) Statement of Changes in Equity | | | |
| e) Statement of Cash Flows | | | |
| f) Consolidated Revenue Account | | | |
| g) Fire Insurance Revenue Account | | | |
| h) Marine Cargo Insurance Revenue Account | | | |
| i) Marine Hull Insurance Revenue Account | | | |
| j) Motor Insurance Revenue Account | | | |
| k) Miscellaneous Insurance Revenue Account | | | |
| l) Notes to the Financial Statements . | | | |

2.04 Going Concern

The accompanying financial statements have been prepared on a going concern basis, which contemplated the realization of assets and the satisfaction of liabilities in the normal course of business. The accompanying financial statements do not include any actual or proposed adjustments that would result in Union Insurance Co. Ltd. being unable to continue as a going concern.

2.05 Revenue recognition

1. Premium is recognized when insurance policies are issued. The sum of premium income as appeared in classified Revenue Accounts is net of the refund made, Re-insurance ceded and Reinsurance premium on PSB.
2. The premium in respect of Company's share of Public Sector Insurance Business (PSB) is accounted for in the period in which the relevant statement is received from Shadharan Bima Corporation (SBC).
3. Amounts received against issue of Cover Notes, which have not been converted into Policy are recognized as income at the earlier of Cover Notes converted into Policy or after expiry of two years of cover Notes in accordance with SBC's circular.
4. Interest on Fixed Deposit Receipt (FDR), Account and bonds are recognized as revenue on accrual basis.

2.06 Accounting Estimates

Preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amount of assets and liabilities, Income and expenses. The estimates and underlying assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstance, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. While management believes that the amount included in the financial statement reflect the company's best estimates and assumptions, actual result could differ from estimates.

Significant areas requiring the use of management estimates in these financial statements relate to the useful life of depreciable assets. However, assumptions and judgments made by management in the application of accounting policies that have significant effect on the financial statements are not expected the result in material adjustment to the carrying amount of assets and liabilities in the next year.

2.07 Functional and presentation currency

The financial Statements are presented in Bangladeshi Taka which is the company's functional currency except indicated otherwise.

2.08 Materiality and aggregation

Each material class of similar items is presented separately in the financial Statements. Item of dissimilar nature as well as function are presented separately unless they are immaterial.

2.09 Property, Plant and Equipment

i) Recognition and measurement

Property, plant and equipment are recognized if it is probable that future economic benefit associated with the asset will flow to the Company and cost of the asset can be measured reliably and the asset is available for use. Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost self-constructed assets includes the cost of material and direct labor, any other costs directly attributable to bringing the asset to a working condition for its intended use and the cost of dismantling and removing the items and restoring the site on which they are located.

Gains and losses on disposal of items of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment. When revalued assets are sold, the relevant amount included in the revaluation reserve is transferred to retained earnings.

ii) Subsequent cost

The cost of replacing a component of an items of property, plant and equipment is recognized as an addition to asset if it is probable that the future economic benefits associated with the part will flow to the company and its cost can be measured reliably. The carrying amount of the replaced component is de-recognized.

iii) Depreciation

Depreciation is charged on straight line basis. Depreciation is charged on newly acquired assets from the date when asset is available for use in the manner intended by management. In case of disposal, depreciation charged up to the date of disposal. The rates of depreciation are furnished below;

Category of Assets

Rate of Depreciation

Office Decoration	15%
Furniture & fixture	10%
Motor Vehicle	20%
Electric Equipment	20%
Office Equipment	15%
Telephone Installation	15%
Sundry assets	15%
Building	10%
Software	20%

iv) De-recognition

An item of property, plant and equipment is de-recognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset is included in the Profit and Loss Account (Statement of Profit or Loss and other Comprehensive Income in the year the asset is de-recognized).

v) Impairment of assets

The carrying amounts of the company's non financial assets other than deferred tax assets are reviewed at regular interval to determine when there is any indication.

An impairment loss is recognized if the carrying amount of an asset or its cash generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of comprehensive income. Considering the present conditions of the assets, management concludes that there is no such indication exists.

2.10 Employee Benefits

Union Insurance Co. Ltd. offers a number of benefit plan for all permanent Employees of the company which includes Contributory Provident Fund, Workers Profit Participation Fund, Incentive Bonus, Gratuity, Group Life Scheme (GLS) and Car/Motor Cycle Loan Scheme which have been accounted for in accordance with the provision of international Accounting Standard IAS 19 (Employee Benefits).

(i) Provident Fund

Company operates a recognized provident fund. Permanent employees of the Company are eligible for the said provident fund. Employees of the Company contribute 10% (ten percent) of their basic salary and the employer makes a similar contribution. The provident fund is wholly administered by a Board of Trustees and no part of the fund is included in the assets of the Company.

(ii) Group Insurance Policy

The company has been operating a group insurance policy for all its permanent employees for the family assistance after death of any employee's as per Group insurance Policy terms & condition.

(iii) Workers Profit Participation Fund (WPPF)

The Board of Directors of Union Insurance Company Ltd. in its decided to introduce Workers' Profit Participation and Welfare Fund (WPPF) with effect from 1st January, 2016. In addition to the above, Union Insurance Company limited providing other benefits to its employees like Incentive Bonus, Group Life Scheme (GLS), Car/Motor Cycle Loan Scheme subject to fulfillment of certain terms and conditions.

(iv) Gratuity

The Company has initiated a funded gratuity scheme. The fund is in process for approval by the National Board of Revenue (NBR), and will be administered by the Board of Trustees. Employees are entitled to benefit at a graduated scale based on the length of service that completed 5 years. When the fund is approved by NBR, UICL will start contribution to the fund and recognize it the financial statements.

2.11 Expenses and Taxes

i) Recognition of expenses

All expenses relating to running of business are charged to Profit and Loss Account (Statement of Profit or Loss and other Comprehensive Income) on accrual basis.

ii) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition and construction of a qualifying asset form part of the cost of that asset and, therefore, is capitalized. Other borrowing costs are recognized as expenses.

2.12 Income tax

Income tax expense is recognized in the Profit and Loss Account (Statement of Profit or Loss and other Comprehensive Income).

i) Current Tax

The tax currently payable is based on taxable profits for the year. Taxable profits differs from profits as reported in the Statement of Profit or Loss and other Comprehensive Income because it excludes items of income or expenses that are taxable or deductible in other year or are never taxable or deductible. Company's liability for current tax is calculated using tax rates that have been enacted the Statement of Financial Position date.

ii) Deferred tax assets / liabilities

Company recognizes deferred tax as per IAS-12 on the temporary difference between depreciation charge of assets.

2.13 Reserve or Contingencies Accounts

i) Reserve for exceptional losses

In line with Para 6, 4th Schedule of the Income Tax Ordinance 1984, to meet the exceptional losses, UICL sets aside 5.00% of the Gross Premium Income of the year in which it is set aside from the balance of the profit to the reserve for exceptional losses.

2.14 Allocation of total management expenses

Total related management expenses have been allocated among the different Revenue Accounts on pro-rata basis of their respective gross premium income.

2.15 Provisions relating to collection of premium

The company has complied with the section 18 of the Insurance Act, 1938 (as amended in 2010) as applicable in regard to provision of collection of premium.

2.16 Prohibition of Loans

Company has not granted any loan or temporary advance to any firm or company in which any director, auditor, officer, manager, actuary of the company or family member of these people has any interest as proprietor, partner, director, manager or managing agent without prior approval of the board of directors.

2.17 Segment Reporting

A business segment is a distinguishable component of the company that in providing services that are subject to risks and returns that are different from those of other business segments. The company accounts for segment reporting of operating results using the classes of business. The performance of segments is evaluated on the basis of underwriting results of each segment. The company has four primary business segments for reporting purposes namely fire, marine, motor and miscellaneous.

2.18 Earnings per share (EPS)

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the number of ordinary shares outstanding during the period.

$$\text{EPS} = \frac{\text{Earnings attributable to ordinary shareholders}}{\text{Number of ordinary shares outstanding during the year}}$$

	December 31, 2020	December 31, 2019 (Restated)
Net Profit Before Tax	86,889,500	103,381,628
Less : Provision for Income Tax	(20,354,335)	(37,186,579)
Provision for Deferred Tax	422,528	355,228
Worker's Profit Participation Fund	(4,827,957)	(4,920,182)
Net Profit After Tax	62,129,736	61,630,096
Number of Ordinary Shares outstanding during the year	29,041,356	25,253,353
Earnings per share (Basic EPS)	2.14	2.44
Earnings per share (Adjusted EPS)	2.14	2.12

2.19 Related party disclosure

Union Insurance Co. Ltd., in normal course of business, carried out a number of transactions with other entities that fall within the definition of related party as per "International Accounting standards 24: Related party Disclosures". All transactions involving relating parties arising in normal course of business are conducted on an arm's length basis at commercial rates on the same terms and conditions as publishable to the third parties. Details of the related party transaction have been given in Note-30.

2.20 Statement of Cash Flows

The statement of cash flows has been prepared in accordance with IAS-7 and the cash from the operating activities has been presented using direct method.

2.21 Branch Accounting

Union Insurance Co. Ltd. now has (44) Forty four branches with no overseas branch as of December 31,2020. Accounts of the branches are maintained at the head office from which these financial statements are drawn up.

2.22 Employees Details:

Up to December 31, 2020, total 556 persons are employed. Among them 556 employees are full-time and no employees are on contractual basis. Information of the employees is given below:

No of employees' received salary more than Tk. 3,000/= per month	556	530
No of employees' received salary less than Tk. 3,000/= per month	Nil	Nil
No part time employees are employed in the company.		

2.23 Leases: IFRS 16

Union Insurance Co. Ltd. as a lease recognises Right-Of-Use (ROU) asset representing its right to use underlying leased assets and corresponding lease liability representing its obligation to make lease payments for office rent agreements with effect from 01 January 2020. The ROU asset and lease liability are recognized in the financial statements considering the incremental borrowing rate.

The ROU asset is depreciated using straight line method from the beginning to the end of the useful life of the ROU asset or the end of the lease term. The lease liability is initially measured at the present value of lease payments that are adjusted for monthly payments. Lease payments are recorded to profit and loss account as depreciation and finance charges. Details of rental expenses are included in Note 13 & 16.

2.24 Disclosure of departures from few requirements of IFRS due to mandatory compliance of Insurance Act's

i) Gross general insurance premium comprise the total premium received for the entire period to cover, provided by contracts entered into and reinsurance premium is deducted from gross premium to present net premium entered into during the accounting period. They are recognized in the year on which the policy issued. Re-insurance premium are deducted from the gross premium to present the net premium income from insurance business.

ii) Insurance Act 1938 (as amended in 2010) has issued templates for financial statements which has to be followed by all general and life insurance companies. The templates neither include Other Comprehensive Income (OCI) nor do the elements of other comprehensive income. As such the UICL does not prepare the other comprehensive income statement.

iii) General provision on insurance premium and re-insurance premium are created as per Insurance Act 1938 (as amended 2010) . However such general provision cannot satisfy the conditions as per IAS 37. At the year end the UICL has recognized provision of BDT 231,138,992 as balance of fund and liabilities in the balance sheet under liabilities.

2.25 Deposits Premium Account

Premium deposits account represents amount of premium deposited with the company against cover notes for which policies are yet to be issued up to the end of the year.

					Amount in Taka	
					31.12.2020	31.12.2019
3.00	Share Capital					
	Authorized Capital:					
	100,000,000 Ordinary shares of Tk.10.00 each				1,000,000,000	1,000,000,000
3.01	Issued, Subscribed and Paid up Capital					
	Opening Paid up Capital				252,533,530	192,406,500
	Add: During the year				37,880,030	60,127,030
	Issued, Subscribed and Paid up Capital consist of 29,041,356 Ordinary shares of Tk.10/- each fully paid.				290,413,560	252,533,530
	Share Holdings.					
	The following table shows the shareholdings of the Company.					

Reserve for exceptional losses during the year@5.00% on Gross Premium Tk. 54,82,92,169/-					
Particulars	Net Premium (Premium less re-insurance)	% of exceptional Losss	Amount in Taka		
			31.12.2020	31.12.2019	
Fire	262,075,538	5.00%	13,103,777	701,318	
Marine Cargo	176,052,415	5.00%	8,802,621	1,313,580	
Marine Hull	19,703,540	5.00%	985,177	43,852	
Motor	67,434,509	5.00%	3,371,725	266,186	
Miscellaneous	23,026,167	5.00%	1,151,308	175,064	
Total	548,292,169		27,414,608	2,500,000	
				Amount in Taka	
				31.12.2020	31.12.2019
4.02 Revaluation Reserve					
Balance as on January 01,2020				41,287,338	45,874,820
Less: Revaluation reserve transfer to retain earning				4,128,734	4,587,482
Balance as on December 31,2020				37,158,604	41,287,338
5.00 Balance of fund and accounts					
Balance of fund and accounts consists as follows:					
Fire Insurance Revenue Account				104,830,215	44,754,728
Marine Insurance Revenue Account				70,420,966	84,747,123
Marine Hull Insurance Revenue Account				19,703,540	7,072,830
Motor Insurance Revenue Account				26,973,804	17,173,300
Misc. Insurance Revenue Account				9,210,467	11,294,428
Total				231,138,992	165,042,409
6.00 Deposit Premium					
The below mentioned amount includes premium received against cover notes for which policies have not been issued within December 31, 2020. While the risks against non-marine and marine hull have been assumed from the issuance of cover notes and risks against marine cargo have not been assumed until shipment advices are provided accordingly. Policies are issued:					
Fire				1,002,127	10,336
Marine				1,044,108	2,012,941
Marine Hull				1,657	-
Motor				97,287	7,118
Miscellaneous				37,425	-
Total				2,182,604	2,030,395
6.01 Deposit Premium					
Opening Balance as on 01.01.2020				2,030,395	1,446,919
Add: Premium Deposited/Collection during the year				621,189,733	393,708,954
Less: Premium Income as per policy during the year				(621,037,524)	(393,125,478)
Closing Balance				2,182,604	2,030,395
7.00 Deferred Tax Liability/(Assets)					
Depreciation as per financial statements				22,813,420	23,999,866
Tax Base				9,788,222	9,918,348
Taxable Temporary Difference				13,025,198	14,081,518
Tax Rate				40%	40%
Deferred Tax Liability				5,210,079	5,632,607
7.01 Change in Deferred Tax					
Opening Balance				5,632,607	5,987,835
Current year charge				(422,528)	(355,228)
Closing Balance				5,210,079	5,632,607

				Amount in Taka	
				31.12.2020	31.12.2019
8.00	Estimated liability in respect of outstanding claims whether due or intimated				
	Fire			6,875,000	2,935,000
	Marine			1,500,000	1,590,000
	Marine hull			-	-
	Motor			4,125,000	3,475,000
	Miscellaneous			-	-
	Total			12,500,000	8,000,000
All claims against which the Company received intimations within December 31, 2020 have been taken into consideration while estimating the liability of outstanding claims.					
9.00	Amounts due to other persons or bodies carrying on insurance business				
As per the quarterly statements received from SBC amount due to other persons or bodies carrying on insurance business is as follows:					
	Opening Balance			9,003,946	15,540,857
	Add: Payable			82,914,861	104,684,492
	Less: Adjusted during the year			(36,305,180)	(7,193,064)
	Less: Paid during the year			(53,600,268)	(104,028,339)
	Balance			2,013,359	9,003,946
Above balance is due to Saharan Bima Corporation (SBC) on account of re insurance arrangement.					
10.00	WPPF				
	Opening Balance			14,866,824	9,252,690
	Current year's balance (Note 10.01)			4,827,957	4,920,182
	Interest charge			1,040,678	693,952
	Closing Balance			20,735,458	14,866,824
10.01	Provision for Worker's Profit Participation Fund				
	Profit Before Tax & WPPF			86,889,500	103,323,812
	Unrealised gain on share Investment			(724,880)	-
	Profit before T ax (Profit before tax & WPPF/1.05)			82,061,543	98,403,630
	Provision for WPPF (Profit before Tax & WPPF @ 5%)			4,827,957	4,920,182
11.00	Provision for Companies Income Tax				
T his is made up as follows:					
	Opening Balance			139,275,598	102,089,019
	Add: Provision for the year (Note 11.01) (Restated)			20,354,335	37,186,579
	Total			159,629,932	139,275,598
11.01	Provision of Income Tax for the year presented as follows				
	Profit before tax as per Profit and Loss account			86,889,500	103,381,628
	Less: Reserve for Exceptional Loss			27,414,608	2,500,000
	Less: Interest on National Investment Bond (T ax Free)			2,995,000	2,995,000
	Less: Provision for WPPF			4,827,957	4,920,181
	Less: Gain on sale of Share Trading			41,218	-
	Less: Unrealised gain on Share			724,880	-
	Business Income			50,885,837	92,966,447
	a) Tax on Business Income @40.00%			20,354,335	37,186,579
	b) Tax on Gain on sale of fixed Assets @ 15%			-	-
	c) Tax on Gain on sale of Share @ 10%			4,122	-
	c) Interest on National Investment Bond(T ax free the Sixth Schedule Part A para 24.)			-	-
	Tax provision for the year			20,354,335	37,186,579

				Amount in Taka	
				31.12.2020	31.12.2019
12.00	Bank Loan				
	Opening Balance			39,242,217	45,397,936
	Paid during the year			(39,242,217)	(6,155,719)
	Closing Balance			-	39,242,217
13.00	Lease Liability				
	Opening Balance			-	-
	Add: Addition during the year			26,351,942	-
	Add: Interest			461,713	-
	Less: Payment payable			(889,443)	-
	Less: Paid during the year			(15,131,438)	-
	Lease Liability Closing Balance			10,792,774	-
14.00	Sundry Creditor				
	This is made up as follows :				
	A. Management Expense				
	Audit fees			110,000	125,000
	Office Rent			889,443	606,135
	Provident Fund			644,370	-
	VAT at source			177,080	77,160
	At source tax			728,206	548,677
	A. Total			2,549,099	1,356,972
	B. Other payables				
	Dividend Payable**			2,713,166	-
	VAT (December-2020) paid in January-2021			7,032,548	4,885,041
	Total B			9,745,714	4,885,041
	Total (A+B)			12,294,813	6,242,013
**This amount represent amount payable to three shareholders. The company has paid the dividend amount to them in cheque but all of them did not deposited the cheque in respective bank and the validity of cheque has expired. There is no further request from the above shareholder to issue further cheque in this respect.					
15.00	Investments				
	The amounts have been arrived at as under:				
	Held to maturity	Notes	15.01	25,000,000	25,000,000
	Investment in share	Notes	15.02-15.03	2,837,900	-
	Total			27,837,900	25,000,000
15.01	A sum of Tk. 25,000,000 was invested in Bangladesh Bank Govt. Treasury Bond at cost has been kept with National Bank Ltd. and Jamuna Bank Ltd. as statutory deposits as required under section 23 and 24 of the Insurance Act, 2010 (The First schedule item 2(B)). Mentioned both the bank is authorised by Bangladesh Bank. The details of the each investment is mention below:				
	Nature of Security	ISIN No.	Interest Rate %	Issue date	Maturity date
	20YBGTB	BD0934201205	11.98%	22-11-2014	26-11-2034
	20YBGTB	BD0934201205	11.98%	24-29-.2014	24-09-2034
	Total				25,000,000

15.02 Investment in Share at Market Value						
	Name of the Company	No. of share as on 31.12.2020	Market price as on 31.12.2020	Total cost value as on 31.12.2020	Fair market value as on 31.12.2020	Unrealise gain/(Loss)
	ACI	1000	119.50	121,197.50	119,500	(1,698)
	BEXIMCO	22000	49.10	474,190.20	1,080,200	606,010
	BGIC	16000	41.30	630,713.60	660,800	30,086
	IFIC	5000	15.00	51,204.00	75,000	23,796
	NBL	20000	7.20	145,716.00	144,000	(1,716)
	PIONEER INS	3500	74.40	274,092.00	260,400	(13,692)
	SONAR BANGLA INS	6000	56.80	272,837.00	340,800	67,963
	UNITED INS	3000	52.40	143,070.00	157,200	14,130
		76500		2,113,020.30	2,837,900	724,880
					Amount in Taka	
					31.12.2020	31.12.2019
15.03	Investment in Shares					
	Changes in the Fair value of the share:					
	Opening Balance				-	-
	Investment during the year				2,095,304	-
	Withdrawal during the year				-	-
	Realised Gain				41,218	-
	Closing Balance				(23,502)	-
	Unrealised gain/(Loss)				724,880	-
	Balance				2,837,900	-
16.00	Property, Plant and Equipment					
	Balance at the beginning of the year				356,036,653	344,547,202
	Addition during the year (restated)				5,107,820	20,247,451
	Sales/Disposal during the year				(1,056,800)	(8,758,000)
	Balance at the year end				360,087,673	356,036,653
	Accumulated Depreciation					
	Balance at the beginning of the year (restated)				191,546,486	175,694,906
	Addition during the year (restated)				22,813,420	23,999,866
	Sales/Adjustment during the year				(1,016,519)	(8,148,285)
	Balance at the year end				213,343,387	191,546,486
	Written down value at the year end				146,744,286	164,490,167
	Schedule for the detail of property, plant equipment is given in Annexure A (Fixed Assets Schedule)					
17.00	Right of use assets					
	Balance at the beginning of the year				-	-
	Addition during the year (restated)				26,351,942	-
	Sales/Disposal during the year				-	-
	Balance at the year end				26,351,942	-
	Accumulated Depreciation					
	Balance at the beginning of the year				-	-
	Addition during the year				15,559,168	-
	Sales/Adjustment during the year				-	-
	Balance at the year end				15,559,168	-
	Written down value at the year end				10,792,774	-

				Amount in Taka	
18.00	Sundry Debtors (including advances, deposits and prepayments)			31.12.2020	31.12.2019
	This is made up as follows :				
	Advance against office rent			1,007,931	1,066,442
	Advance against office salary			12,288,619	10,627,619
	Advance against Security Deposit			24,874,727	24,551,447
	Advance against IPO expenses			200,000	200,000
	Advance deposit to VAT tribunal			2,741,478	2,741,478
	Advance against Floor Decoration to ABED			31,000,000	-
	Advance against Floor Purchase (18.01)			91,314,000	52,129,000
	Advance against Income Tax (18.02)			83,335,278	70,776,647
	Total			246,762,033	162,092,633
18.01	Advance against Floor Purchase (16.01)				
	Balance at the beginning of the year			52,129,000	52,129,000
	Add: Paid to ABED Holdings Ltd.			19,000,000	-
	Add: Paid to Modina tower			20,185,000	-
	Closing Balance			91,314,000	52,129,000
18.02	Advance Income Tax				
	Balance at the beginning of the year			70,776,647	57,662,703
	Deduction against Interest on STD A/C			311,308	265,571
	Interest Tax paid on FDR's, NIB			822,323	843,373
	Advance Deposited against vehicle			1,425,000	505,000
	Paid through Challan/Cheques			10,000,000	11,500,000
	Total			83,335,278	70,776,647
19.00	Interest receivable				
	Accrued interest on Fixed deposit Receipts (FDR's)			3,176,227	2,928,584
	Accrued interest of National Investment Bond			247,643	247,643
	Total			3,423,870	3,176,227
	The amount represents interest accrued but not received during the year.				
20.00	Stock of printing, stationery & stamp				
	Printed Stationary & Stamp			2,413,034	1,736,663
21.00	Amount due from other persons or bodies carrying on insurance businesses				
	The balance is made up as follows :				
	Receivable from Sadharan Bima Corporation (SBC)				
	Opening Balance			326,590,355	204,529,601
	Add: Receivable			44,737,971	129,253,818
	Less: Adjusted during the year			(36,305,180)	(7,193,064)
				335,023,146	326,590,355
22.00	Cash and Cash Equivalents				
	Cash in Hand			49,916,375	53,677,485
	Cheque in transit			-	-
	Broker House			23,502	-
	Cash at Banks-STD Accounts			26,743,785	16,341,223
	Cash at Banks on-CD Accounts			850,169	761,060
	Investment in FDR	Notes	22.01	111,096,538	91,096,538
	Total			188,630,369	161,876,305
	Cash in hand as on 31 December, 2020 was Tk. 49,916,375. We could not physically verify cash in hand position as on 31 December 2020 as our audit was post dated. However, the management has provided us a Cash Custody Certificate.				

				Amount in Taka	
22.01 Fixed Deposit Receipts (FDR) with Banks and NBFIs				31.12.2020	31.12.2019
	Al-Arafah Islami Bank Ltd.			2,200,000	1,700,000
	AB Bank			2,000,000	-
	Bangladesh Commerce Bank Ltd.			2,000,000	-
	Bank Asia Ltd.			5,000,000	4,000,000
	Basic Bank Ltd.			500,000	500,000
	Dhaka Bank Ltd.			500,000	500,000
	Eastern Bank Ltd.			2,000,000	2,000,000
	Exim Bank Ltd.			4,500,000	4,500,000
	The Farmers bank Ltd			1,500,000	1,500,000
	IFIC Bank Ltd.			1,300,000	1,300,000
	Islami Bank Bangladesh Ltd.			2,100,000	1,600,000
	Mercantile Bank Ltd.			5,500,000	2,000,000
	Mutual Trust Bank Ltd.			400,000	400,000
	Midland Bank Ltd			500,000	500,000
	Modomoti Bank Ltd			500,000	500,000
	National bank Ltd			1,000,000	-
	NRB Commercial Bank Ltd.			2,500,000	500,000
	Prime Bank Ltd.			3,000,000	3,000,000
	Pubali Bank Ltd.			1,500,000	500,000
	Rupali Bank Ltd.			1,398,171	1,398,171
	Southeast Bank Ltd.			2,000,000	1,500,000
	Padma Bank Ltd.			500,000	500,000
	SBAC Bank Ltd.			1,500,000	500,000
	Shahjalal Islami Bank Ltd.			36,500,000	36,500,000
	Social Islami Bank Ltd.			9,740,000	6,740,000
	Standard Bank Ltd.			1,000,000	500,000
	Trust Bank Ltd.			500,000	-
	United Commercial bank Ltd.			19,458,367	18,458,367
	Total FDR as on 31.12.2020			111,096,538	91,096,538
	Investment in FDR consists of FDR investment with Bank's and NBFIs Tk. 111.096 million as on December 31, 2020, which is readily convertible to cash at a short notice.				
	23.00 Depreciation				
	Assets Depreciation			18,684,686	19,412,384
	Revaluation Assets Depreciation			4,128,734	4,587,482
	ROU Assets Depreciation/Office rent expenses			15,559,168	-
	Total			38,372,588	23,999,866
	24.00 Interest Income				
	Interest received				
	Opening Accrue previous year			(3,176,227)	(2,010,455)
	Interest Received during the year			9,287,163	8,433,727
	Closing Accrue			3,857,437	3,176,227
				9,968,373	9,599,499
	25.00 Profit on sale of Fixed Assets				
	Sales Proceeds			660,000	4,856,750
	Less: Written down value			40,281	609,715
	Profit on sale of Fixed Assets			619,719	4,247,035
	26.00 Agent Commission				
	The Agent Commission have been made during the period 2020. Details are as follows:				
	Basis of allocation of Agent Commission				
	Particulars	Direct Business	Rate		
	Fire	271,771,342	15%	40,765,701	18,291,127
	Marine	229,320,097	15%	34,398,015	31,187,862
	Marine Hull	29,201,465	15%	4,380,220	1,444,341
	Motor	66,365,421	15%	9,954,813	6,122,589
	Misc.	24,379,199	15%	3,656,880	2,010,425
	Total-	621,037,524		93,155,629	59,056,343
	Net Premium deposited as per schedule during the year ended December 31,2020, was Tk.621,037,524/- and agents Commission paid on the net premium is Tk. 9,31,55,629.				

				Amount in Taka	
				31.12.2020	31.12.2019
27.00	Revenue				
	Premium less re-insurance	27.01		548,292,169	401,996,778
	Commission on re-insurance	27.02		24,086,169	15,573,407
				572,378,338	417,570,185
27.01	Premium less re-insurance				
	Detail has been shown in Annexure-B.				
27.02	Commission on re-insurance				
	Class of Business	Commission on re-insurance Ceded		Amount in Taka	
		Direct business	Public Sector business	31.12.2020	31.12.2019
	Fire	3,035,642	184,276	3,219,918	7,618,667
	Marine Cargo	16,485,152	1,194,608	17,679,760	4,409,998
	Marine Hull	1,950,690	21,138	1,971,828	476,297
	Motor	-	-	-	2,876,028
	Miscellaneous	432,047	782,616	1,214,663	192,417
	Total Taka	21,903,531	2,182,638	24,086,169	15,573,407
28.00	Management Expenses				
	The management expenses incurred during the year 2020 are as follows:				
28.01	Schedule of Management Expenses				
	This consists of the following :				
	Annual Conference & Picnic			3,550,896	1,175,997
	Agent Licence			10,310	13,577
	Salary & allowances			81,069,297	62,655,653
	Bonus			26,128,642	14,719,783
	Bank charge			360,552	387,332
	Paper & Periodical Expenses			103,115	129,173
	Corporate allow,L.Encashment ,H.Maint Sp Allow (CEO)			4,050,000	-
	Bima Mela & National day exp			148,794	70,000
	Cable & Internet Bill			750,890	196,641
	Car Allowance			14,852,621	-
	Car Maintenance			3,284,610	1,216,351
	Conveyance			1,240,428	1,309,599
	Entertainment			2,258,986	1,879,024
	Fuel & Lubricant			1,558,630	1,576,430
	Garage Rent			24,000	24,000
	Gratuity				
	IPO Applied Expenses			-	350,000
	IDRA UMP Service Charge			721,349	-
	IDRA (Branch Opening Fees)			402,500	-
	Medical Allowance			10,700	150,000
	Misc. Expenses			71,518	-
	Office Maintenance			2,302,269	1,306,208
	Co-insurance premium & Service charge			845,779	-
	Employer's Contribution to PF			1,922,589	-
	Photocopy			151,528	-
	Postage & Revenue stamp Exp			495,768	811,704
	Stationary			1,143,685	471,329
	Printing			3,495,869	-
	Software Maintenance			293,792	-
	Repair & Maintenance			433,420	-
	Service Charge Building			912,832	-
	Telephone (Mobile & Res)			3,838,101	984,234
	Travelling Allowance			3,587,621	-
	Stamp expenses			525,089	-
	Training Fee			27,900	112,476
	Utility Bill			2,176,454	2,408,423
	Wages			459,063	515,526
	Office rent			-	11,636,154
	Management Expenses			163,209,597	104,099,614
	Management Expenses (PSB)			1,532,799	3,927,922
	Total			164,742,395	108,027,536

	Class of Business.	Management Expenses			2020	2019
		Expenses against Direct Business	Expense Ratio(%)	PSB Business as per Statements shown by SBC	Total Management Expenses	Amount (Tk)
	Fire	69,741,034	42.73%	535,402	70,276,436	31,685,641
	Marine	60,344,528	36.97%	686,309	61,030,837	54,717,125
	Marine Hull	7,437,548	4.56%	69,850	7,507,398	2,396,277
	Motor	17,172,044	10.52%	161,273	17,333,317	10,408,556
	Miscellaneous	8,514,442	5.22%	79,964	8,594,406	8,819,938
	Total	163,209,596	100%	1,532,799	164,742,395	108,027,536
29.00	Events after the reporting period					
	T here is no such event after the reporting period 31 December, 2020.					
30.00	Related party disclosures					
	Union Insurance Co. Ltd. in normal course of business, carried out of number of transactions with related parties (common directors) as per IAS 24: Related Party Disclosures. All transactions involving related parties arising in normal course of business are conducted on an arm's length basis at commercial rates on the same terms and conditions as applicable to the third parties.					
	Details of transaction with related parties and balances with them were as follows:					
	Name of The related party	Relationship	Nature of Transaction	Amount in Taka		
				31.12.2020	31.12.2019	
	Padma Trading.	Common Director	Insurance Premium & Claim Settlement**	596,621	814,348	
	Max Electro Industries					
	Moon Star					
	Samota Shipping & Trading Agen	Common Director		5,968,484	6,354,119	
	H.S Corporation (Prop, Md.Azizur					
	H.S Shipping lines					
	H.S Corporation & M/S Sajada Tr					
	Clifton Apparels Ltd.	Common Director		7,211,953	6,428,576	
	Clifton Cotton Mills Ltd.					
	Clifton Garments & Accessories					
	Clifton Garments Ltd					
	Clifton Paper Mills Ltd.					
	Clifton Textile & Apparels.					
	Clifton Apparels Ltd.(Knitting)					
	Total			13,777,058	13,597,043	
	**Above amount presented only the premium income from the director and no claim paid to them during the above period.					
31.00	Tax Assessment Position:					
	Details have been shown in the Annexure -B.					
32.00	Key Management Personnel Compensation					
	The compensation of key management personnel of Union Insurance Com. Ltd were as follows:					
Sl. No	Name of Employee	Short Term Employee Benefit	Post Employment Benefits	Other Long Term Benefits	Retirement/ Termination Benefits	
01	Talukder Md.Zakaria Chief Executive Officer	Salary Tk. 5,50,000 pm	No	No	No	
		Driver Salary :15000/-pm				
		Garage rent:3,000/- pm				
		Car main:15,000/- pm				
		Increment:15% on basic				
		Mobile Tk. 7,000/-pm				
02	Shafquat Moula Manager and Company Secretary(C.C)	Salary Tk. 4,12,200	PF@ 10% of Basic Salary	Group Insurance	PF	
		Bonus Tk. 49,338				
		Incentive Bonus & WPPF depends on declaration of Profit				

Sl. No	Name of Employee	Short Term Employee Benefit	Post Employment Benefits	Other Long Term Benefits	Retirement/ Termination Benefits
03	Md. Anisul Islam Khan EVP and Chief Financial Officer (CFO)	Salary Tk. 6,60,780	PF@ 10% of Basic Salary	Group Insurance	PF
		Bonus Tk. 78,480			
		Incentive Bonus & WPPF depends on declaration of Profit			
04	Md. Razib Khan Manager (Head of Audit and Compliance)	Salary Tk. 2,92,500	PF@ 10% of Basic Salary	Group Insurance	PF
		Bonus Tk. 32,890			
		Incentive Bonus & WPPF depends on declaration of Profit			
5	Md. Abdur Rahim EVP and In Charge (U/W)	Salary Tk. 7,20,000	PF@ 10% of Basic Salary	Group Insurance	PF
		Bonus Tk. 89,700			
		Incentive Bonus & WPPF depends on declaration of Profit			
6	Mohd Azad Hossain EVP and In charge (C & RI)	Salary Tk. 6,54,930	PF@ 10% of Basic Salary	Group Insurance	PF
		Bonus Tk. 74,750			
		Incentive Bonus & WPPF depends on declaration of Profit			

Key management personnel compensation included in management expenses and no other remuneration or special payment except as mentioned above was made to the key personnel for the year end December 31, 2020.

		Amount in Taka	
33.00	Net Asset Value (NAV) per share	31.12.2020	31.12.2019
Assets			
Investments (Fair Value)		27,837,900	25,000,000
Property, Plants & Equipment		146,744,286	164,490,167
Right of use Assets		10,792,774	-
Amount due from other persons or bodies carrying on Insurance Business		335,023,146	326,590,355
Interest accrued but not due		3,423,870	3,176,227
Sundry Debtors		246,762,033	162,092,633
Cash and Cash Equivalents		188,630,369	161,876,305
Insurance Stamp		2,413,034	1,736,663
Total Assets (A)		961,627,411	844,962,350
Liabilities			
Balance of Funds & Accounts		231,138,992	165,042,409
Deposit Premium		2,182,604	2,030,395
Deferred Tax Liability		5,210,079	5,632,607
Estimated Liability in respect of outstanding Claim		12,500,000	8,000,000
Amount due to other persons or bodies carrying		2,013,359	9,003,946
WPPF		20,735,458	14,866,824
Provision for current Tax		159,629,932	139,275,598
Long Term Loan		-	39,242,217
Lease Liability		10,792,774	-
Account Payable		12,294,813	6,242,013
		456,498,011	389,336,009
Net Assets value (A-B)		505,129,400	455,626,340
Weighted average Number of Shares		29,041,356	25,253,353
Net Assets value per share		17.39	18.04
Net Assets value per share (Adjusted)		17.39	15.69

				Amount in Taka	
Cash Flow (Indirect Method)				31.12.2020	31.12.2019
CASH FLOWS FROM OPERATING ACTIVITIES:					
Net Income Before Tax				86,889,500	103,381,628
Less: gain on sale of fixed assets				(619,719)	(4,247,035)
Less: Realise gain on Share investment				(41,218)	-
Less: Unrealized Gain in Shares				(724,880)	-
Add: Depreciation				22,813,420	23,999,866
Less: Income Tax Paid				(12,558,631)	(13,113,944)
				95,758,472	110,020,515
Change in Interest Receivable				(247,643)	(1,165,772)
Change in Amount due from Insurance				(8,432,791)	(112,496,185)
Change in Sundry Debtors (excluding AIT)				(1,925,769)	(109,969)
Change in Stock of Stationary				(676,371)	(760,903)
Change in Balance of Fund				66,096,582	38,556,122
Change in Lease Liability				10,792,774	-
Change in ROU Assets				(10,792,774)	
Change in Premium Deposit				152,209	583,476
Change in Amount due to Insurance				(6,990,587)	(6,536,911)
Change in Claim Provision				4,500,000	2,581,600
Change in Sundry Creditors				3,339,634	4,457,543
Net Cash Provided by Operating Activities				152,614,413	35,825,469
CASH FLOWS FROM INVESTING ACTIVITIES:					
34.00	Contingent Asset/Liability:				
VAT liability:					
The Commissioner of Customs Excise & VAT Commissionerate,Dhaka (South), Dhaka vide their letter No. ৪/মসক/৮(২৮২)/কর ফাকি/বিচার/২০১৭/১৫৬২, তারিখ: ১২/১১/২০১৭ ইং demanded an amount of VAT Tk.2,74,14,775.16 and Interest amount Taka 2,28,80,512.60 for the year 2013,2014 and 2015. The Company has submitted necessary papers and documents vide letter No. সিআইসিএন/সিঙ/হিসাব/৫৫সি/০২/২০১৮ তারিখ: ১৯/০৮/২০১৮ against such unacceptable demand of the Commissioner of Customs, Excise & VAT Commissionerate, Dhaka (South), Dhaka . Subsequently management of UICL also appealed to the Appealed Tribunal of Customs, Excise & VAT at 19/08/2018 and the Authority has not given any decision till date.					
Liability for Income Tax:					
Detailed breakdown has shown in Annexure-C .					
35.00	Other Relevant Information:				
36.00	Director's Attendance Fees				
The Company has paid Tk. 730,400 (including VAT) to the Directors as Board Meeting attendance fee during the year ২০১৭-১৮					
Name of Directors				Amount in Taka	
				Total Fees 31.12.2020	Total Fees 31.12.2019
Mr. Mazaffar Hossain Paltu				56,000	72,000
Mr. Belayet Hossain				32,000	40,000
Mr. Md. Shajahan				40,000	32,000
Prof. M.M. Kamaluddin Chowdhury				48,000	40,000
Mr. Mohammed Hasmot Ali				48,000	72,000
Mr. Md. Azizur Rahman				56,000	64,000
Alhaj Nur Uddin Ahmed				48,000	24,000
Barrister Mashfiqur Rahman				32,000	40,000
Mrs. Shoma Alam Rahman				16,000	64,000
Mrs. Bibi Wazeda				40,000	64,000

	Mr. Jahangir Alam	40,000	48,000
	Ms. Nasrin Sultana	32,000	8,000
	Mr. Junayad Khan Asfar	24,000	-
	Ferdous Khan Alamgir	8,000	56,000
	Mr.Md Aminuzzaman Bhuiyan	-	24,000
	Mr. Murshed Murad Ibrahim	40,000	-
	Mr. Maher Sekender	-	16,000
	Dr. Syed Serajul Huq	-	16,000
	Mrs. Mazibur Rahman Mazumder	8,000	16,000
	Alhaj Mohammad Mosaddak Ali	-	48,000
	Azmery Sultana Sumky	-	16,000
	Mr.Mohammad Faiz	24,000	-
	Ms.Syed Alamgir Farrouk	32,000	-
	Mr. M.U.A Kuader	40,000	-
		664,000	760,000
	Add: VAT	66,400	101,600
	Total	730,400	861,600
36.01	There was no credit facility for the year ended 31.12.2020 availed by the company under any contract other than trade credit available in normal course of business.		
36.02	The Company neither incurred any expenses nor earned any income in foreign currency on account of royalty, technical expert & professional advisory fees, interest etc.		
36.03	Previous years figures have been reorganized wherever necessary to conform to current years' presentation.		
37.00	Restatements as per IAS 8: Accounting policies, changes in accounting estimates and errors		
	Property, plant and equipment & Revaluation of assets: Due to an internal error, UICL did not charge any depreciation on the revalued amount. These have now been adjusted accordingly. Additionally, depreciation on revalued property charged and also transfer to retained earning, which is restated from the time of revaluation, now this has been amended and reflected accordingly in the financial statements.		
	Reclassification: Due to an internal error and recording process of financial information, reclassification is made on the sundry debtors.		
	Interest income: Company erroneously present interest income on cash basis rather than accrual basis of accounting. A restatement made in this regard, now this has been amended and reflected accordingly in the financial statements.		
		Amount in Taka	
		31.12.2020	31.12.2019
38.00	Collection from premium		
	Policy during the year	621,037,524	393,125,478
	Deposit Premium Opening	(2,030,395)	(1,446,919)
	Deposit Premium Closing	2,182,604	2,030,395
	Total	621,189,733	393,708,954
	Interest received during the year		
	Opening balance	3,176,227	2,010,455
	Current year's Income	9,968,373	9,599,499
	Receivable	3,423,870	3,176,227
	Total	9,720,730	8,433,727

39.00	Commission, Brokerage or Discount against sales : Tk. 9,31,55,629/-			
	Commission was incurred or paid to agents as per insurance Act. 1938 as amended Act. 2010 but no brokerage or discount was incurred or paid against sales.			
40.00	Attendance Status of Board Meeting of Directors			
	During the period from 01.01.2020 to 31.12.2020 there were 5 (Five) Board Meeting were held. The attendance status of the Directors to the meeting are as follows:			
	Name of Directors	Meeting Held	Attendance	Position
	Mr. Mazaffar Hossain Paltu	5	5	Chairman
	Mr. Belayet Hossain	5	4	Director
	Mr. Md. Shajahan	5	5	Director
	Prof. M.M. Kamaluddin Chowdhury	5	5	Director
	Mr. Mohammed Hasmot Ali	5	5	Director
	Mr. Md. Azizur Rahman	5	5	Director
	Alhaj Nur Uddin Ahmed	5	5	Director
	Barrister Mashfiqur Rahman	5	4	Director
	Mrs. Shoma Alam Rahman	5	2	Director
	Mrs. Bibi Wazed	5	5	Director
	Mr. Jahangir Alam	5	5	Director
	Ms. Nasrin Sultana	5	4	Director
	Mr. Junayad Khan Asfar	5	3	Director
	Ferdous Khan Alamgir	5	1	Director
	Mr.Md Aminuzzaman Bhuiyan	5	-	Director
	Mr. Murshed Murad Ibrahim	5	4	Director
	Mr. Maher Sekender	5	-	Director
	Dr. Syed Serajul Huq	5	-	Director
	Mrs. Mazibur Rahman Mazumder	5	1	Director
	Alhaj Mohammad Mosaddak Ali	5	-	Director
	Azmery Sultana Sumky	5	-	Director
	Mr.Mohammad Faiz	5	3	Director
	Ms.Syed Alamgir Farrouk	5	4	Director
	Mr. M.U.A Kuader	5	5	Director
41.00	Disclosure as per requirement of Schedule XI, Part II of the Company Act. 1994			
A.	Disclosure as per requirement of Schedule XI, Part II, Para-7 : Details of Production Capacity: N/A			
B.	Disclosure as per requirement of Schedule XI, Part II, Para-8: Raw Materials, Spare Parts etc. : N/A			
	The value of imported raw materials is calculated on CIF basis: N/A			
	ii) The Company has not incurred any expenditure in foreign currency for the period from 1st January 2020 to 31 December 2020 on account of royalty, know-how, professional fee, consultancy fees and interest.			
	iii) No Foreign exchange earned during the period from selling of Insurance Business.			
	iv) The Company has not earned any foreign exchanges for royalty, know-how, professional fees and consultancy fees.			
	v) There was no export as per course of business from the period from 1st January 2020 to 31 December, 2020			

C. Disclosure as per requirement of Schedule XI, Part II, Para-3			
Compliance status of Disclosure of Schedule XI, Part II, Para-3			
3(i)(a) The turnover		Tk.	621,037,524
3(i)(b) Commission paid to selling agents		Tk.	93,155,629
3(i)(c) Brokerage and discount of sales, other than the usual trade discount	Not Applicable	Tk.	-
3(i)(d)(i) The value of the raw materials consumed, giving item-wise as possible	Not Applicable	Tk.	-
3(i)(d)(ii) The opening and closing stocks of goods produced	Not Applicable	Tk.	-
3(i)(e) In the case of trading companies, the purchase made and the opening and closing stocks	Not Applicable	Tk.	-
3(i)(f) In the case of Companies rendering or supplying services, the gross income derived from services rendered or supplied	Not Applicable	Tk.	-
3(i)(g) Opening and closing stocks, purchases, sales and consumption of raw materials with value and quantity breakup for the Company, which falls under one or more categories i.e. manufacturing and/or trading	Not Applicable	Tk.	-
3(i)(h) In the case of other companies, the gross income derived under different heads	Not Applicable		
3(i)(i) Work-in-progress, which have been completed at the commencement and at the end of the accounting period	Not Applicable		
3(i)(j) Provision for depreciation, renewals or diminution in value of fixed assets	Was made during the year		
3(i)(k) Interest on the debenture paid or payable to the Managing Director, Managing Agent and the Manager	Not Applicable		
3(i)(l) Charge for income tax and other taxation on profits	Has been made during the period	Tk.	20,354,335
3(i)(m) Reserved for repayment of share capital and repayment of loans	Not Applicable	Tk.	
3(i)(n)(i) Amount set aside on proposed to be set aside, to reserves, but not including provisions made to meet any specific liability, contingency or commitment, know to exist at the date as at which the balance sheet is made up.	No		
3(i)(n)(ii) Amount withdrawn from above mentioned reserve	No		

	3(i)(o)(i) Amount set aside to provisions made for meeting specific liabilities, contingencies of commitments	Complied
	3(i)(p) Expenditure incurred on each of the following items,	Not Applicable
	Separately for each item; (i) Consumption of stores and spare parts	Not Applicable
	(ii) Power and Fuel (iii) Rent (iv) Repairs of Buildings (v) Repairs of	Not Applicable
	Machinery (vi)(1) Salaries, wages and bonus (2) Contribution to provident and other funds (3) Workmen and staff welfare expenses to the extent not adjusted from any previous provisions or reserve.	Not Applicable
42.00	Disclosure as per requirement of schedule XI, Part-I (A. Horizontal Form) of Companies Act. 1994	
	Accounts Receivable	Not Applicable
	F. In regard to sundry debtors the following particulars' shall be given separately.	
43.00	(I) Debt considered good in respect of which the company is fully secured	Not Applicable
	The debtors occurred in the ordinary course of business are considered good and secured.	
	II) Debt considered good for which the company hold no security other than the debtors personal security.	
	There is no such debt in this respect as on 31 December, 2020	
	III) Debt considered doubtful or bad	
	The Company does not make any provision for doubtful debts as on 31 December, 2020 because of the fact that sales/export are being made on regular basis with fixed maturity dates.	
	IV) Debt due by directors or other officers of the Company.	
	There is no such debt in this respect as on 31 December, 2020	
	V) Debt due by Common Management	
	There are no amount due form sister company under common management as on 31 December, 2020	
	VI) The maximum amount due by directors or other officers of the Company.	
	There is no such debt in this respect as on 31 December, 2020	

44.00 Internal Control			
The following steps have been taken for implementation of an effective internal control procedure			
A strong internal control and compliance division has been formed with a view to establish a well designated system of internal control. Regular review of internal audit reports with view to implement the suggestions of internal auditors in respect if internal control technique. To establish an effective management system that includes planning, organizing and supervising to establish of			
45.00 General Comments and Observations			
Previous period's figure have been regrouped/reclassified wherever considered necessary to confirmed to current period's presentation. Figures have been rounded off to the nearest taka, as the currency represented in this financial statement. All shares have been fully called and paid up.			
Auditor's are paid only statutory audit fees and provision are made for Statutory audit fees.			
No foreign exchange remitted to the relevant shareholders during the period under audit.			
No amount of money was expended by the company of recompensating any members of the Board for special service rendered. There was no bank guarantee issued by the Company on behalf of Directors.			

Union Insurance Co. Ltd											
Fixed Assets Schedule											
As at December 31, 2020											
Sl. No.	Particulars	Balance as at 01.01.2020	Addition	Disposal	Balance as at 31.12.2020	Rate of Depreciation	Balance as at 01.01.2020	Charged During the Year	Disposal	Balance as at 31.12.2020	Annexure-A Written Down Value
1	Office Decoration	16,625,368	329,695		16,955,063	15%	10,811,487	921,536		11,733,023	5,222,040
2	Furniture & fixture	7,352,047	80,900		7,432,947	10%	3,921,078	351,187		4,272,265	3,160,682
3	Motor Vehicle	124,497,174	2,783,400	(1,056,800)	126,223,774	20%	76,960,417	9,852,671	(1,016,519)	85,796,570	40,427,204
4	Electric Equipment	14,315,564	644,300		14,959,864	20%	9,157,540	1,160,465		10,318,005	4,641,859
5	Office Equipment	3,551,390	516,875		4,068,265	15%	2,677,390	208,631		2,886,021	1,182,244
6	Telephone Installation	313,795	52,650		366,445	15%	270,926	14,328		285,254	81,191
7	Sundry assets	64,691	-		64,691	15%	39,999	3,704		43,703	20,988
8	Building	126,388,201	-		126,388,201	10%	66,066,563	6,032,164		72,098,726	54,289,475
9	Software	-	700,000		700,000	20%	-	140,000		140,000	560,000
	Total	293,108,230	5,107,820	(1,056,800)	297,159,250		169,905,401	18,684,686	(1,016,519)	187,573,568	109,585,682
10	Building (Revaluation)	62,928,423	-	-	62,928,423	10%	21,641,085	4,128,734		25,769,819	37,158,604
	As at December 31, 2020	356,036,653	5,107,820	(1,056,800)	360,087,673		191,546,486	22,813,420	(1,016,519)	213,343,387	146,744,286
11	Right of use Assets		26,351,942	-	26,351,942	-	-	15,559,168	-	15,559,168	10,792,774
Sl. No.	Particulars	Balance as at 01.01.2019	Addition	Disposal	Balance as at 31.12.2019	Rate of Depreciation	Balance as at 01.01.2019	Charged During the Year	Disposal	Balance as at 31.12.2019	Written Down Value
1	Office Decoration	15,180,487	1,444,881		16,625,368	15%	9,785,508	1,025,979		10,811,487	5,813,881
2	Furniture & fixture	7,159,147	192,900		7,352,047	10%	3,539,860	381,219		3,921,078	3,430,969
3	Motor Vehicle	116,596,394	16,658,780	(8,758,000)	124,497,174	20%	75,261,584	9,847,118	(8,148,285)	76,960,417	47,536,757
4	Electric Equipment	12,443,924	1,871,640		14,315,564	20%	7,868,034	1,289,506		9,157,540	5,158,024
5	Office Equipment	3,472,140	79,250		3,551,390	15%	2,523,155	154,235		2,677,390	874,000
6	Telephone Installation	313,795	-		313,795	15%	263,361	7,565		270,926	42,869
7	Sundry assets	64,691	-		64,691	15%	35,642	4,357		39,999	24,692
8	Building	126,388,201	-		126,388,201	10%	59,364,158	6,702,404		66,066,563	60,321,638
	Total	281,618,779	20,247,451	(8,758,000)	293,108,230		158,641,303	19,412,384	-	169,905,401	123,202,829
9	Building (Revaluation)	62,928,423	-	-	62,928,423	10%	17,053,603	4,587,482	-	21,641,085	41,287,338
	As at 31st December, 2019	344,547,202	20,247,451	(8,758,000)	356,036,653		175,694,906	23,999,866	-	191,546,486	164,490,167

Union Insurance Co. Ltd
FORM "AA"
Classified Summary of Assets
As at December 31, 2020

SL. NO.	Class of Assets	Book Value	Market Value	Remarks
1	Investments (at cost)	27,837,900	27,837,900	Realizable Value
2	Property, Plants & Equipment	146,744,286	146,744,286	Cost less Depreciation
3	Right of use Assets	10,792,774	10,792,774	Fair value
4	Amount due from other persons or bodies carrying on Insurance Business	335,023,146	335,023,146	Realizable Value
5	Interest accrued but not due	3,423,870	3,423,870	Realizable Value
6	Sundry Debtors	246,762,033	246,762,033	Realizable Value
7	Cash in hand & Bank Balances with FDR	188,630,369	188,630,369	Realizable Value
8	Insurance Stamp	2,413,034	2,413,034	Realizable Value
	Total	961,627,411	961,627,411	

Sd/-

Talukder Md. Zakaria Hossain
Chief Executive Officer

Sd/-

Jahangir Alam
Director

Sd/-

Md. Azizur Rahman
Director

Sd/-

Mozaffar Hossain Paltu
Chairman

Date: June 2, 2021

Place : Dhaka

Union Insurance Co. Ltd								
Statement of Premium less re-insurance								
As at December 31, 2020								
								Annexure-B
Class of Business	Premium earned		Total Premium earned	Less: re-insurance premium ceded			Amount in (Tk) 31.12.2020	Amount in (Tk) 31.12.2019
	Direct business	Public Sector business		Direct business	Public Sector business	Total	Net Premium earned	Net Premium earned
Fire	271,771,342	2,101,266	273,872,608	10,122,181	1,674,889	11,797,070	262,075,538	111,886,819
Marine Cargo	229,320,097	7,652,490	236,972,587	54,947,133	5,973,039	60,920,172	176,052,415	211,867,810
Marine Hull	29,201,465	5,741	29,207,206	9,119,326	384,340	9,503,666	19,703,540	7,072,830
Motor	66,365,421	1,069,088	67,434,509	-	-	-	67,434,509	42,933,250
Miscellaneous	24,379,199	9,056,962	33,436,161	1,533,157	8,876,837	10,409,994	23,026,167	28,236,069
Total Taka	621,037,524	19,885,547	640,923,071	75,721,797	16,909,105	92,630,902	548,292,169	401,996,778

Union Insurance Co. Ltd		
Tax status		
Annexure-C		
Accounting Year	Assessment Year	Status
2007	2008-2009	The Tax Authority assessed Tk. -140,259 refund as per demand notice U/S 135. 1 st appeal and 2 nd appeal completed. Further Appeal has been filed dated 22.08.2010 to the Honorable High Court Division and the decision is pending before High Court Division.
2008	2009-2010	The Tax Authority assessed tax Tk. 1,32,25,979 with simple interest tk. 17,07,327 as per demand notice U/S 135. 1 st appeal completed at 22.02.2018. Further Appeal has been filed to the Honorable appellate Tribunal and the decision is pending.
2009	2010-2011	The Tax Authority assessed tax Tk. 1,41,94,745 with simple interest tk. 18,34,524 as per demand notice U/S 135. 1 st appeal completed at 01.08.2017. Further Appeal has been filed to the Honorable appellate Tribunal dated 17.08.2017 and appeal has been rejected. Further appeal to the Honorable High Court Division is processing
2010	2011-2012	The Tax Authority assessed tax Tk. 2,48,51,443 with simple interest tk. 32,09,243 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2011	2012-2013	The Tax Authority assessed tax Tk. 4,38,96,809 with simple interest tk. 57,06,316 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2012	2013-2014	The Tax Authority assessed tax Tk. 6,07,96,638 with simple interest tk. 61,02,587 as per demand notice U/S 135. 1 st appeal completed at 23.02.2016 and tribunal also completed at 03.02.2016. Further appeal has been processing to submit to the Honorable High Court Division.
2013	2014-2015	The Tax Authority assessed tax Tk. 7,21,46,875 with simple interest tk. 94,05,340 as per demand notice U/S 135. 1 st appeal completed at 31.07.2017 and the file appeal to tribunal 19.11.2017 the decision is pending.
2014	2015-2016	The Tax Authority assessed tax Tk. 7,07,03,521 with simple interest tk. 82,14,247 as per demand notice U/S 135. 1 st appeal completed at 31.07.2017 and the file appeal to tribunal 18.11.2017 the decision is pending.
2015	2016-2017	The Tax Authority assessed tax Tk. 4,25,91,985 with simple interest tk. 44,80,434 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2016	2017-2018	The Tax Authority assessed tax Tk. 1,30,02,060 with simple interest tk. 9,66,935 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2017	2018-2019	The Tax Authority assessed tax Tk. 41,647,730 with simple interest tk. 3,680,910 as per demand notice U/S 135. Till now we are not receive the certify copy from LTU. We applied to the LTU for certify copy
2018	2019-2020	Submit the return and till now pending for assessed by DCT

UNION INSURANCE CO. LTD.
Class wise Underwriting Results for the year 31 December 2020

Particulars	Amount in Taka					
	Fire	Marine Cargo	Marine Hull	Motor	Misc.	Total
Gross Premium	273,872,608	236,972,587	29,207,206	67,434,509	33,436,161	640,923,071
Less: Premium on Re-Insurance Ceded	11,797,070	60,920,172	9,503,666	-	10,409,994	92,630,902
Net Premium Income	262,075,538	176,052,415	19,703,540	67,434,509	23,026,167	548,292,169
Add: Commission on Re-Insurance Ceded	3,219,917	17,679,760	1,971,828	-	1,214,663	24,086,168
Add: Last years unexpired risks	44,754,728	84,747,123	7,072,830	17,173,300	11,294,428	165,042,409
Less: Agent Commission	32,515,701	42,648,015	4,380,220	9,954,813	3,656,880	93,155,629
Total Taka (A)	277,534,482	235,831,283	24,367,978	74,652,996	31,878,378	644,265,117
Net Claim	90,839,370	20,506,149	-	11,616,269	55,379	123,017,167
Add: Management Expenses	70,276,436	61,030,837	7,507,398	17,333,317	8,594,406	164,742,394
Add: Reserve of Unexpired risks	104,830,215	70,420,966	19,703,540	26,973,804	9,210,467	231,138,992
Total Taka (B)	265,946,021	151,957,952	27,210,938	55,923,390	17,860,252	518,898,553
Underwriting Profit / Loss (A-B)	11,588,461	83,873,331	(2,842,960)	18,729,606	14,018,126	125,366,564