

| | | | | |
|---------------|--|---|--|--|
| 1.5 (xvii) | Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained. | √ | | |
| 1.5 (xviii) | Key operating and financial data of at least preceding 5 (five) years shall be summarized. | √ | | |
| 1.5 (xix) | If the issuer company has not declared dividend (cash or stock) for the year, the reasons thereof shall be given. | √ | | |
| 1.5 (xx) | The number of Board meetings held during the year and attendance by each director shall be disclosed. | √ | | |
| 1.5 (xxi) a) | The pattern of shareholding shall be reported to disclose the aggregate number of shares (along with name wise details where stated below) held By : | √ | | |
| 1.5 (xxi) b) | Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (name wise details) :- | √ | | |
| 1.5 (xxi) c) | Executives ; | √ | | |
| 1.5 (xxi) d) | Shareholders holding ten percent (10%) or more voting interest in the company (name wise details). | √ | | |
| 1.5 (xxii) a) | In case of the appointment/re-appointment of a director the company shall disclosed the following information to the shareholder: A brief resume of the director; | √ | | |
| 1.5 (xxii) b) | Nature of his/her expertise in specific functional area; | √ | | |
| 1.5 (xxii) c) | Name of company's in which the person also holds the directorship and the membership of committee of the Board | √ | | |
| 2.0 | CHIEF FINANCIAL OFFICER (CFO), HEAD OF INTERNAL AUDIT AND COMPANY SECRETARY (CS): | √ | | |
| 2.1 | Appointment The company shall appointment a Chief Financial Officer (CFO), a Head of Internal Audit (Internal Control and Compliance) and Company Secretary (CS). The Board of Directors should clearly define respective rules, responsibilities and duties of the CFO, the Head of the Audit and the CS. | √ | | |

| | | | | |
|-----------|--|---|--|--|
| 2.2 | Requirement to attend the Board Meeting The CFO and The Company Secretary of the company's shall attend the meetings of the Board of Directors, provided that the CFO and /or the Company Secretary shall not attend such part of a meeting of the Board of Directors which involves consideration of an agenda item relating to their personal matters. | √ | | |
| 3.0 | Audit Committee: | √ | | |
| 3 (i) | The Company shall have an Audit Committee as a Sub – Committee of the Board of Directors. | √ | | |
| 3 (ii) | The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business. | √ | | |
| 3 (iii) | The Audit Committee shall be responsible to the Board of Directors. The duties of the Audit Committee shall be clearly set forth in writing. | √ | | |
| 3.1 | Constitution of the Audit Committee | √ | | |
| 3.1 (i) | The Audit Committee shall be composed of at least 3 (three) members. | √ | | |
| 3.1 (ii) | The Board of Directors shall appoint members of the Audit Committee who shall be directors of the company and shall include at least 1 (one) independent director. | √ | | |
| 3.1 (iii) | All members of the Audit Committee should be "Financially literate" and at least 1 (one) member shall have accounting or related financial management experience. | √ | | |
| 3.1 (iv) | When the term of service of the committee members expires or there is any circumstance causing any committee member to be unable to hold office until expiration of the term of service, those making the number of the committee members to be lower than the prescribed number of 3 (three) persons, the Board of Directors shall appoint the new committee member(s) to fill up the vacancy (ies) immediately or not later than 1 (one) month from the date of vacancy (ies) in the Committee to ensure continuity of the performance of work of the Audit Committee. | √ | | |
| 3.1 (v) | The company secretary shall act as the secretary of the committee. | √ | | |
| 3.1 (vi) | The quorum of the Audit committee meeting shall not constitute without at least 1 (one) independent director. | √ | | |
| 3.2 | Chairmen of the Audit committee | √ | | |

| | | | | |
|---------------|--|---|--|--|
| 3.2(i) | The Board of Director shall select 1 (one) member of the Audit committee to be Chairmen of the Audit committee, who shall be independent Director. | √ | | |
| 3.2(ii) | Chairmen of the audit committee shall remain present in the Annual General Meeting (AGM). | √ | | |
| 3.3 | Role of Audit Committee | √ | | |
| 3.3(i) | Oversee the financial reporting process | √ | | |
| 3.3(ii) | Monitor choice of accounting policies and principles. | √ | | |
| 3.3(iii) | Monitor Internal Control Risk management process. | √ | | |
| 3.3(iv) | Oversee hiring and performance of external auditors. | √ | | |
| 3.3(v) | Review along with the management, the annual financial statements before submission to the board for approval. | √ | | |
| 3.3(vi) | Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval. | √ | | |
| 3.3(vii) | Review the adequacy of internal audit function. | √ | | |
| 3.3(viii) | Review statement of significant related party transactions submitted by the management. | √ | | |
| 3.3(ix) | Review Management Letter/Letter of internal Control weakness issued by statutory auditors. | √ | | |
| 3.3(x) | 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/application 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 statements of fund utilized for the purpose other than those stated in the offer documents/prospectus. | √ | | |
| 3.4.1 (i) | The audit committee shall report on it's activities to the Board of Directors. | √ | | |
| 3.4.1 (ii) a) | The audit committee shall immediately report to the Board of Directors on the following findings, if any: a) Report on conflicts of interests. | √ | | |
| 3.4.1 (ii) b) | Suspected or presumed fraud or irregularly or material defect in the internal control system. | √ | | |
| 3.4.1 (ii) c) | Suspected infringement of laws, including securities related laws, rules and regulations. | √ | | |
| 3.4.1 (ii) d) | Any other matter which shall be disclosed to be Board of Directors immediately. | √ | | |

| | | | | |
|----------|---|---|--|--|
| 3.4.2 | <p>Reporting to the Authorities</p> <p>In the audit committee has reported to the Board of Directors about anything which has material impact on the financial condition and results of operation and has discussed with the Board of Directors and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board of Directors for three times or completion of a period of 6 (six) months from the date of first reporting to the Board of Directors, whichever is earlier.</p> | √ | | |
| 3.5 | <p>Reporting to the Shareholders and General Investors</p> <p>Report on activities carried out by the Audit Committee, including any report made to the Board of Directors under condition 3.4.1 (ii) above during the year shall be signed by the Chairman of the Audit Committee and disclosed in the annual report of the issuer company.</p> | √ | | |
| 4.0 | <p>EXTERNAL / STATURORY AUDITORS:</p> | √ | | |
| 4.(i) | <p>The issuer company should not engage it's external /statutory auditors to perform the following services of the company; namely:- (i) Appraisal or valuation services or fairness opinions.</p> | √ | | |
| 4.(ii) | <p>Financial information system design and implication.</p> | √ | | |
| 4.(iii) | <p>Book-keeping or other service related to the account records or financial statements.</p> | √ | | |
| 4.(iv) | <p>Broker-dealer services.</p> | √ | | |
| 4.(v) | <p>Actuarial services.</p> | √ | | |
| 4.(vi) | <p>Internal audit services.</p> | √ | | |
| 4.(vii) | <p>Any other service that the Audit Committee determines.</p> | √ | | |
| 4.(viii) | <p>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.</p> | √ | | |
| 5.0 | <p>SUBSIDIARY COMPANY:</p> | | | |
| 5 (i) | <p>Provisions relating to the composition of the Board of Directors of the holding company shall be made applicable to the composition of the Board of Directors of the subsidiary company.</p> | √ | | |

| | | | | |
|----------|---|---|--|--|
| 5 (ii) | At least 1 (one) independent director on the Board of Director of the holding company shall be a director on the Board of Directors of the subsidiary company. | | | |
| 5 (iii) | The minutes of the board meeting of the subsidiary company shall be pleased for review at the following Board meeting of the holding company. | | | |
| 5 (iv) | The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also | √ | | |
| 5 (v) | The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company. | √ | | |
| 6.0 | DUTIES OF CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) | | | |
| 6 (i) a) | The CEO and CFO shall certify to the Board that: i) They have reviewed financial statements for the year and that to the best of their knowledge and belief: a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading. | √ | | |
| 6 (i) b) | b) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws. | √ | | |
| 7.0 | PREORTING AND COMPLIENCE OF CORPORATE GOVERNANCE | | | |
| 7 (i) | The company shall obtain a certificate from a practicing Professional Accountant/Secretary (Chartered Accountant/Cost and Management Accountant/Chartered Secretary) regarding compliance of conditions of Corporate Governace Guidelines of the Commission and shall send the same to the shareholders along with the Annual Report on a yearly basis. | √ | | |
| 7 (ii) | The Directors of the company shall state, in accordance with the Annexure attached, in the directors' report whether the company has complied wth these conditions. | √ | | |

Name of Directors/Sponsors with shareholdings in 2015

| (i) Name of Sponsor Shareholder Director | Number of Shares held |
|---|-----------------------------|
| Prof. Rubina Hamid | 20,66,760 |
| Mrs. Fouzia Maleque | 12,00,000 |
| Mrs. Shabana Maleque | 7,01,190 |
| Dr. Kazi Aktar Hamid | 7,70,959 |
| Alhaj Mofizur Rahman | 12,98,679 |

| (ii) Name of Shareholder Director. | Number of Shares held |
|---------------------------------------|--------------------------|
| Adv. Shaila Ferdous Santaz Banu | 11,05,323 |
| Mr. Rahat Maleque | 29,90,000 |
| Mr. Ryan Hamid | 7,36,485 |

| (iii) Name of Independend Director | Number of Shares held |
|---------------------------------------|-----------------------------|
| Adv. Golam Mohiuddin | Nil |
| Mr. Md. Ramjan Ali | Nil |

| (iv) Name of Sponsor Shareholder | Number of Shares held |
|-------------------------------------|--------------------------|
| Mr. Zahid Maleque M.P. | 29,00,000 |
| Mr. Mustaque Ahmed | 7,79,091 |
| Mr. Saidur Rahman Khan | 3,87,284 |

(iii) Shareholding of the Executives :

| Name of Executives | Designation | Number of Shares held |
|--------------------------------|---|--------------------------|
| Mr. M. Solaiman Hossain | Chief Executive Officer | Nil |
| Dr. Kalyan Kr. Chakraborty FCA | Addl. Managing Director & CFO | Nil |
| Mr. Md. Rabiul Alam ACS | Deputy Managing Director (F&A) & Company Secretary | Nil |

(iv) Shareholders who hold 10% or above shares : Investment Corporation of Bangladesh (ICB)



কোম্পানীর ১৫তম বার্ষিক সাধারণ সভায় সভাপতিত্ব করছেন কোম্পানীর মাননীয় চেয়ারপার্সন প্রফেসর রুবিনা হামিদ



কোম্পানীর ১৫তম বার্ষিক সাধারণ সভায় উপস্থিত শেয়ার হোল্ডারগণ মাননীয় চেয়ারপার্সনকে ফুল দিয়ে শুভেচ্ছা জানান



কোম্পানীর ১৫তম বার্ষিক সাধারণ সভায় উপস্থিত সম্মানিত শেয়ারহোল্ডারবৃন্দের একাংশ



কোম্পানীর বোর্ড মিটিং-এ সভাপতিত্ব করছেন কোম্পানীর চেয়ারপার্সন প্রফেসর রুবিনা হামিদ



এক্সিকিউটিভ কমিটি মিটিং-এ সভাপতিত্ব করছেন এক্সিকিউটিভ কমিটির চেয়ারম্যান জনাব রাহাত মালেক



কোম্পানীর শরী'আহ্ কাউন্সিল সভায় সভাপতিত্ব করছেন কমিটির চেয়ারম্যান প্রফেসর ডঃ মোঃ আবু বক্কর সিদ্দীক



কোম্পানীর প্রশিক্ষণ কর্মশালায় বক্তব্য রাখছেন কোম্পানীর চেয়ারপার্সন প্রফেসর রুবিনা হামিদ



বগুড়া বিভাগীয় সম্মেলনে সভাপতিত্ব করছেন কোম্পানীর চেয়ারপার্সন প্রফেসর রুবিনা হামিদ



উন্নয়ন সভায় অংশগ্রহণকারী একক বীমার কর্মকর্তাদের একাংশ



উন্নয়ন সভায় অংশগ্রহণকারী ক্ষুদ্র বীমার কর্মকর্তাদের একাংশ



আদর্শ বীমার উন্নয়ন সভায় মাননীয় চেয়ারপার্সন প্রফেসর রুবিনা হামিদ কে ফ্রেস্ট উপহার দিচ্ছেন প্রকল্পের জুনিঃ এএমডি



কোম্পানীর কক্সবাজার সম্মেলন এ বক্তব্য রাখছেন কোম্পানীর চেয়ারপার্সন প্রফেসর রুবিনা হামিদ



কক্সবাজার সমুদ্র সৈকতে কোম্পানীর র্যালীতে অংশগ্রহণ করছেন মাননীয় চেয়ারপার্সন প্রফেসর রুবিনা হামিদ



কোম্পানীর সম্মানিত পলিসি হোল্ডার মিসেস সাবরিনা নুর কে সারভাইভ্যাল বেনিফিট এর চেক হস্তান্তর করছেন কোম্পানীর সিইও জনাব এম সোলায়মান হোসেন



গণপ্রজাতন্ত্রী বাংলাদেশ সরকারের মাননীয় বাণিজ্য মন্ত্রী জনাব তোফায়েল আহমেদ এম.পি-এর উপস্থিতিতে সানলাইফ ইনসিওরেন্স কোম্পানী লিঃ-এর পক্ষে কোম্পানীর সিইও ও ঢাকা রিপোর্টার্স ইউনিট-এর পক্ষে ইউনিটের সভাপতি গ্রুপ বীমা চুক্তি স্বাক্ষর করেন



সানলাইফ ইনসিওরেন্স কোম্পানী লিঃ-এর সাবসিডিয়ারী কোম্পানী বিডি সানলাইফ সিকিউরিটিজ-এর চেয়ারম্যান জনাব রাহাত মালেক ও অন্যান্য সিনিয়র কর্মকর্তা ও কর্মচারীবৃন্দ

STATEMENT OF FINANCIAL INDICATORS

&

GRAPHIC CHART OF BUSINESS STATEMENTS



SUNLIFE INSURANCE COMPANY LTD.

Statement of Financial Indicators Sunlife Insurance Company Limited

Taka in Crore

| SL No | Particulars | 2011 | 2012 | 2013 | 2014 | 2015 |
|-------|---|--------|---------|--------|--------|--------|
| 1 | First Year Premium Income | 75.54 | 59.00 | 60.43 | 61.12 | 81.57 |
| 2 | Renewal Premium Income | 79.58 | 88.50 | 83.29 | 84.48 | 82.74 |
| 3 | Group & Health Insurance Premium | - | 0.08 | 0.22 | 0.11 | 0.99 |
| 4 | Gross Premium Income | 155.12 | 147.58 | 143.94 | 145.71 | 165.30 |
| 5 | Re-Insurance Premium | 0.01 | 0.04 | 0.04 | 0.05 | 0.17 |
| 6 | Net Premium (4-5) | 155.11 | 147.54 | 143.90 | 145.66 | 165.13 |
| 7 | Retention Ratio (6/4) % | 99.99% | 99.97% | 99.97% | 99.97% | 99.90% |
| 8 | First Year Premium Income Growth (%) | 13.63% | -21.90% | 2.42% | 1.14% | 33.46% |
| 9 | Renewal Premium Income Growth (%) | 24.22% | 11.21% | -5.89% | 1.43% | -2.06% |
| 10 | Gross Premium Income Growth (%) | 2.36% | -4.86% | -2.47% | 1.23% | 13.44% |
| 11 | First Year Commission paid for acquisition of life Insurance business | 41.61 | 26.25 | 22.87 | 20.44 | 33.69 |
| 12 | Second year Commission paid for acquisition of life Insurance business | 5.56 | 3.94 | 1.65 | 1.97 | 2.69 |
| 13 | Third year and Later year Commissions paid for acquisition of life Insurance business | 5.36 | 2.96 | 3.25 | 3.11 | 2.64 |
| 14 | Total Commission paid for acquisition of life Insurance business (11+12+13) | 52.53 | 33.15 | 27.77 | 25.52 | 39.02 |
| 15 | First year Commissions / First year Premium (%) | 55.08% | 44.49% | 37.85% | 33.44% | 41.30% |
| 16 | Second year Commissions / Second year Premium (%) | 18.00% | 13.50% | 9.00% | 9.00% | 9.50% |
| 17 | Third year and Later years Commissions/ Third years and later years Premium (%) | 11.00% | 5.00% | 5.00% | 5.00% | 5.00% |
| 18 | Management Expenses | 98.75 | 93.42 | 85.29 | 76.23 | 114.07 |
| 19 | Allowable Management Expenses | 79.53 | 65.97 | 66.33 | 66.79 | 85.03 |
| 20 | Excess Management Expenses (18.19) | 19.22 | 27.45 | 18.96 | 10.43 | 29.04 |
| 21 | Excess Management Expenses Ratio (%) | 24.17% | 41.61% | 28.58% | 15.62% | 34.15% |
| 22 | Overall Management Expense Ratio (%) | 63.66% | 63.30% | 59.25% | 52.32% | 69.01% |
| 23 | Renewal Expense Ratio (%) | 39.15% | 46.03% | 38.49% | 27.50% | 50.28% |
| 24 | Claims Paid | 19.70 | 33.02 | 42.77 | 53.43 | 60.99 |
| 25 | Claims Paid / Gross Premium Ratio (%) | 12.70% | 22.37% | 29.71% | 36.67% | 36.89% |
| 26 | Total Commission Expenses / Gross Premium (%) | 33.86% | 22.46% | 19.29% | 17.51% | 23.61% |
| 27 | Investments Incomes | 17.95 | 23.99 | 22.95 | 22.82 | 20.95 |
| 28 | Investment Income/Gross Premium (%) | 11.95% | 16.26% | 15.94% | 15.66% | 12.67% |
| 29 | Yield on Life Fund (%) | 8.39% | 9.71% | 8.13% | 7.27% | 6.65% |
| 30 | Conservation Ratio (%) | 52.51% | 57.05% | 56.44% | 58.69% | 56.78% |
| 31 | Second Policy Year Laps Ratio (%) by number of policies | 52.00% | 57.00% | 64.00% | 71.00% | 79.00% |
| 32 | Third Policy year Laps Ratio (%) by number of policies | 61.00% | 60.00% | 66.00% | 72.00% | 77.00% |
| 33 | Fourth Policy year Laps Ratio (%) by number of policies | 66.00% | 72.00% | 77.00% | 78.00% | 82.00% |

Statement of Financial Indicators

Sunlife Insurance Company Limited

Taka in Crore

| SL No | Particulars | 2011 | 2012 | 2013 | 2014 | 2015 |
|-------|--|--------|--------|--------|--------|--------|
| 34 | Fifth Policy year Laps Ratio (%) by number of policies | 66.00% | 72.00% | 77.00% | 78.00% | 82.00% |
| 35 | Sixth Policy year Laps Ratio (%) by number of policies | 69.00% | 72.00% | 78.00% | 82.00% | 84.00% |
| 36 | Second Policies Laps Ratio (%) by Premium amount | 55.00% | 58.00% | 67.00% | 74.00% | 82.00% |
| 37 | Third Policies Laps Ratio (%) by Premium amount | 54.00% | 51.00% | 59.00% | 73.00% | 78.00% |
| 38 | Fourth Policies Laps Ratio (%) by Premium amount | 47.00% | 64.00% | 63.00% | 69.00% | 82.00% |
| 39 | Fifth Policies Laps Ratio (%) by Premium amount | 40.00% | 57.00% | 71.00% | 70.00% | 77.00% |
| 40 | Sixth Policies Laps Ratio (%) by Premium amount | 44.00% | 52.00% | 67.00% | 78.00% | 79.00% |
| 41 | Market Price Per Share (In BDT) at year end | N.A | N.A | 57.90 | 43.30 | 27.10 |
| 42 | Dividend Yield % | N.A | N.A | 0.86% | 1.39% | N.A |
| 43 | Outstanding Premium as at 31st December | 18.94 | 30.27 | 41.83 | 32.94 | 46.68 |
| 44 | Total Investments as at 31st December (Including immovable Properties) | 183.19 | 218.71 | 266.87 | 281.96 | 294.60 |
| 45 | Life Insurance Fund as at 31st December | 239.3 | 278.64 | 309.69 | 340.24 | 344.75 |
| 46 | Total Assets as at 31st December | 273.41 | 365.82 | 370.22 | 407.25 | 428.78 |
| 47 | Paid up Capital as at 31st December | 18.00 | 30.00 | 31.50 | 33.08 | 35.06 |
| 48 | Paid up Capital / Total Assets (%) | 6.58% | 8.20% | 8.51% | 8.12% | 8.18% |
| 49 | Net Cash flow from operating activities | 35.5 | 50.53 | 1.99 | 24.70 | -13.34 |
| 50 | Net Cash flow from Investing activities | -46.08 | -20.95 | -27.94 | -4.70 | 0.29 |
| 51 | Net Cash flow from financing activities | 14.40 | 11.40 | -31.41 | 2.00 | 1.13 |
| 52 | Net change in Cash and Cash equivalent | 3.8 | 40.98 | -57.36 | 21.99 | -11.92 |

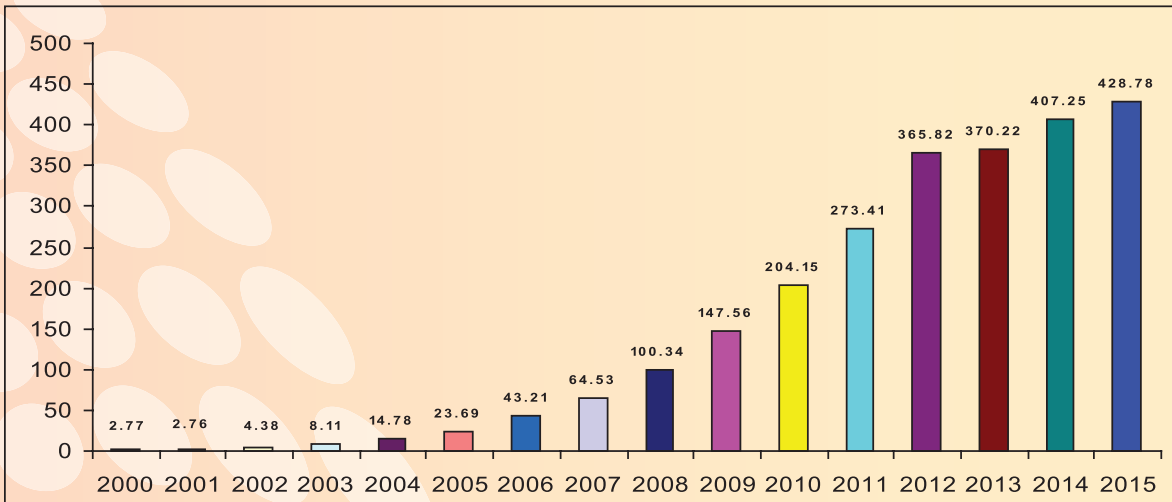
53. First Year and Renewal Premium Income:

| Year | 2011 | 2012 | 2013 | 2014 | 2015 | Description |
|------|-------|-------|-------|-------|-------|--|
| | 73.54 | 56.46 | 58.41 | 58.18 | 78.35 | First Year Premium Income |
| 2011 | N.A | 30.61 | 29.83 | 22.82 | 17.23 | Renewal Premium out of the Policies issued in 2011 |
| 2012 | N.A | N.A | 18.52 | 15.27 | 10.18 | Renewal Premium out of the Policies issued in 2012 |
| 2013 | N.A | N.A | N.A | 15.08 | 12.69 | Renewal Premium out of the Policies issued in 2013 |
| 2014 | N.A | N.A | N.A | N.A | 10.52 | Renewal Premium out of the Policies issued in 2014 |

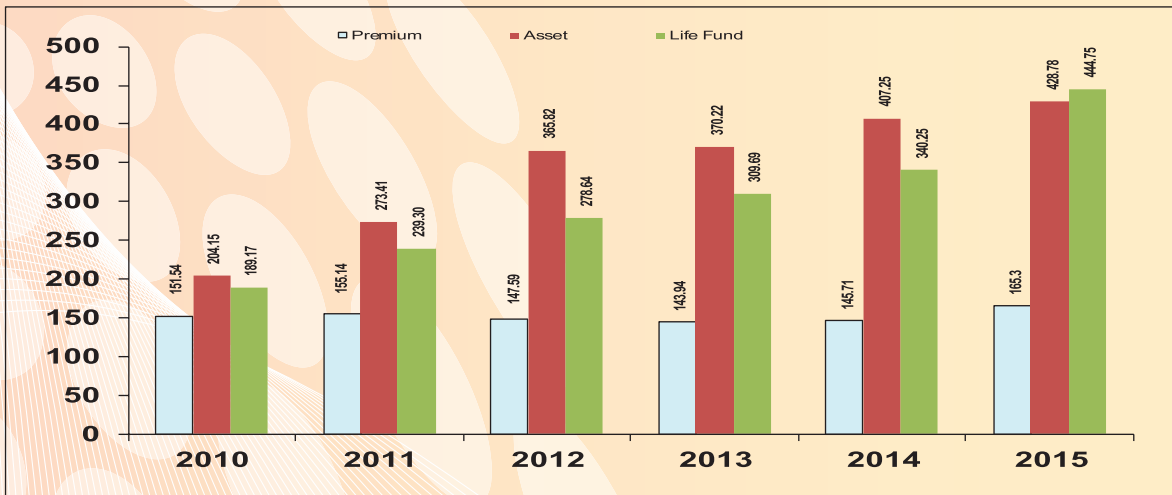
54. Number of First Year and Renewal Policies:

| Year | 2011 | 2012 | 2013 | 2014 | 2015 | Description |
|------|--------|--------|--------|--------|--------|--|
| | 58,755 | 41,879 | 41,056 | 43,306 | 85,250 | Number of new Policies issued |
| 2011 | N.A | 25,440 | 20,134 | 14,415 | 10,646 | Number of Policies renewed out of the policies issued 2011 |
| 2012 | N.A | N.A | 15,242 | 11,566 | 7,764 | Number of Policies renewed out of the policies issued 2012 |
| 2013 | N.A | N.A | N.A | 12,009 | 9,629 | Number of Policies renewed out of the policies issued 2013 |
| 2014 | N.A | N.A | N.A | N.A | 9,231 | Number of Policies renewed out of the policies issued 2014 |

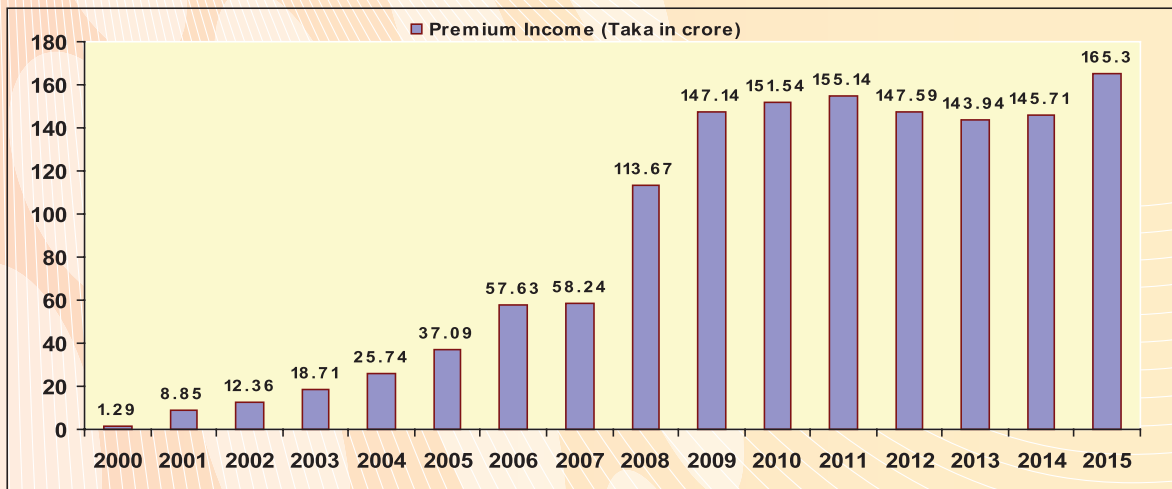
ASSETS (Tk In Crore)



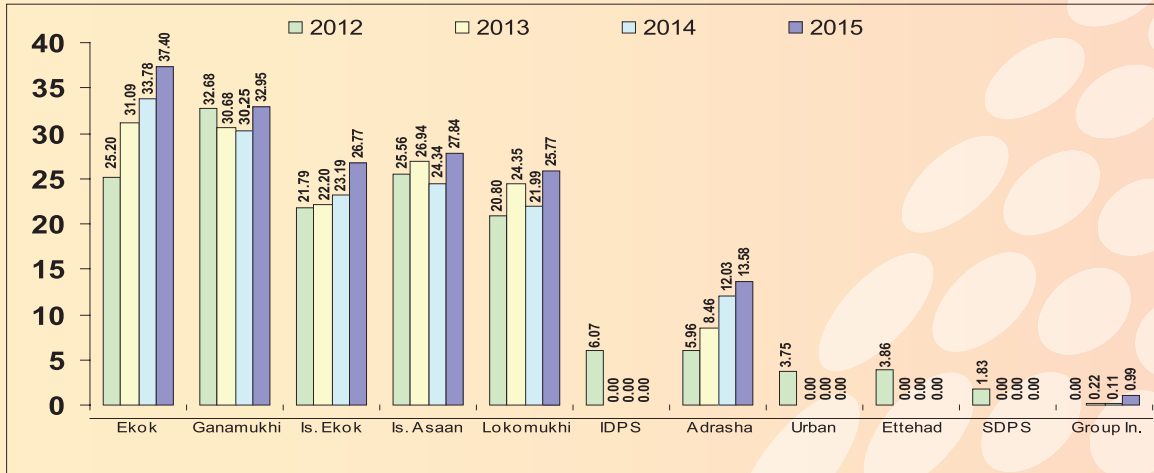
Premium, Assets & Life Fund (Tk In Crore)



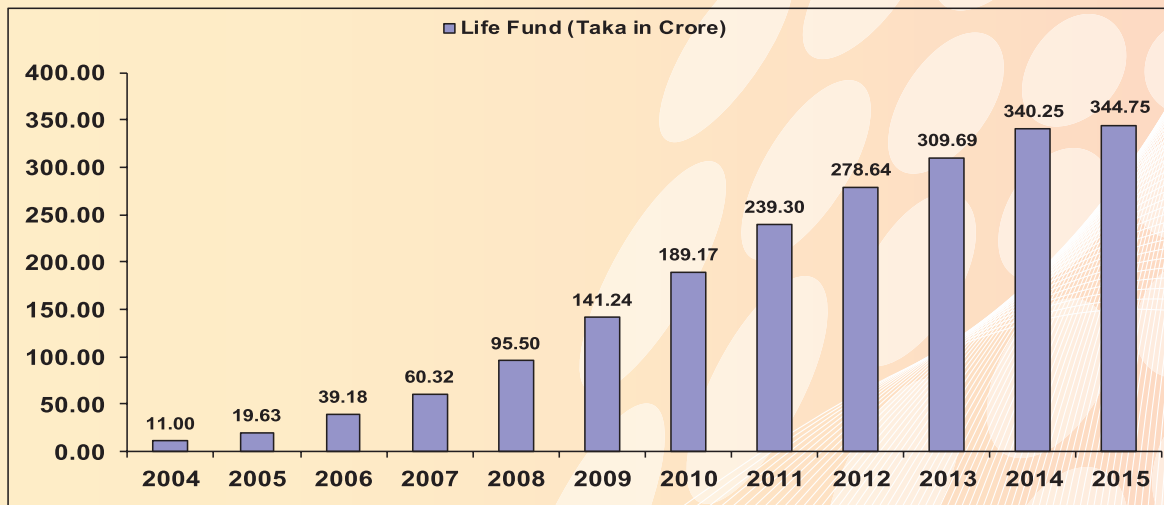
Premium Income (Tk In Crore)



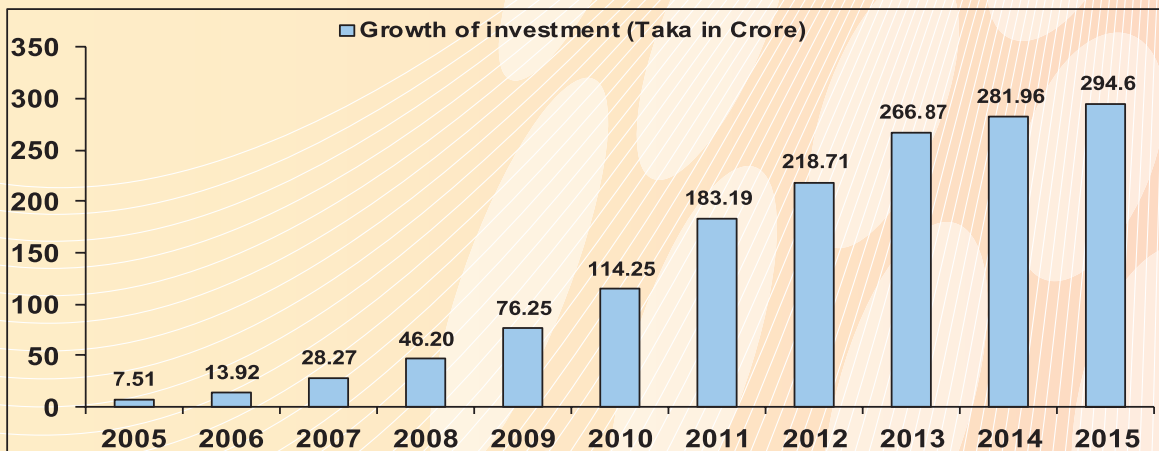
Project wise Premium Income (Taka in Crore)



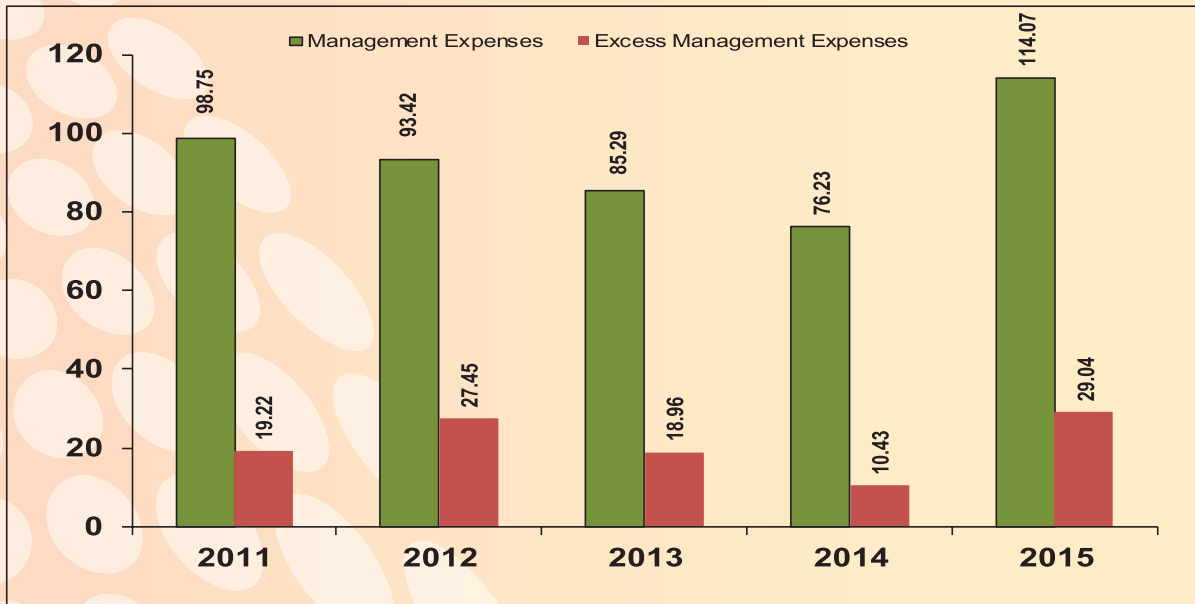
LIFE FUND (Tk In Crore)



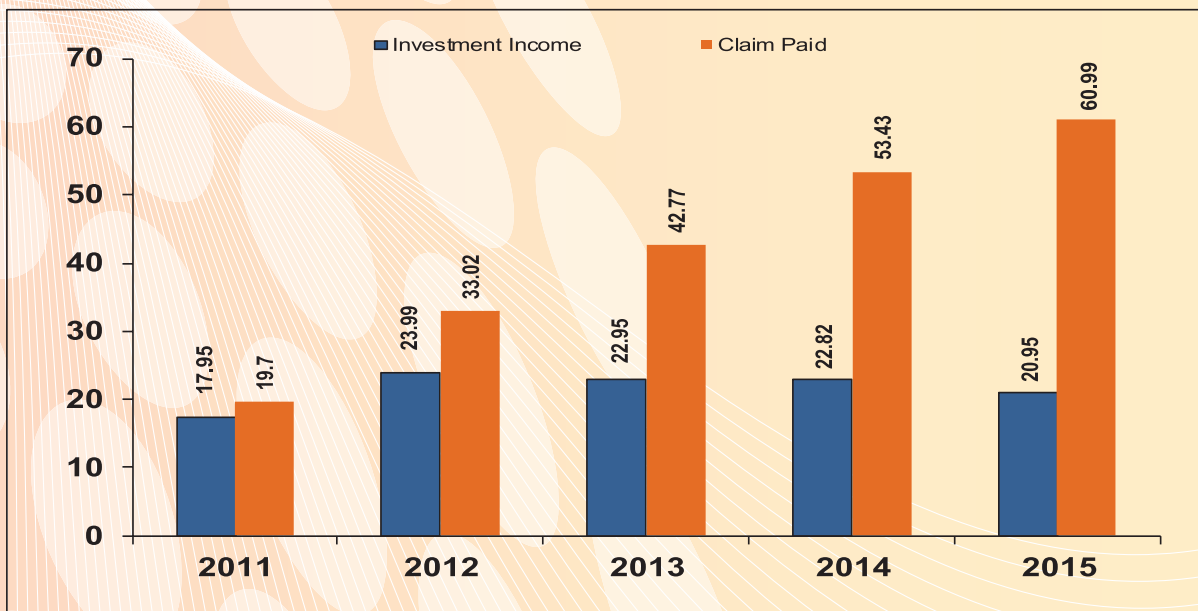
GROWTH OF INVESTMENT (Tk In Crore)



MANAGEMENT EXPENSE & EXCESS MANAGEMENT EXPENSE (Tk In Crore)



CLAIM PAID AND INVESTMENT INCOME (Tk In Crore)



AUDITORS' REPORT AND ACCOUNTS 2015



SUNLIFE INSURANCE COMPANY LTD.



ISLAM QUAZI SHAFIQUE & CO.

Chartered Accountants

AI-HAJ SHAMSUDDIN MANSION (4th Floor)

17, New Eskaton Road, Moghbazar, Dhaka-1000.

Phone: 8312349 Mobile: 01717-322693

E-mail: qsi.esk@gmail.com

PARTNERS:

Quazi Shafiqul Islam FCA, FCS.

Former Finance Director & Company
Secretary of Reckitt & Colman Bangladesh Ltd.

Mohammad Abu Taher, FCA.

Former Controller of Accounts (General
Manager) Biman Bangladesh Air Lines.

Biplab Hossain, ACA.

INDEPENDENT AUDITORS' REPORT

To the Shareholders

Of

Sunlife Insurance Company Limited and its Subsidiary

Report on the Financial Statement

We have audited the accompanying consolidated and separate financial statements of Sunlife Insurance Company Limited which comprise the Balance Sheet as at December 31, 2015 and the Life Revenue Account, Statement of Cash Flows, Statement of Changes in Equity, Statement of Life Insurance Fund, Classified Summary of the Assets in Bangladesh for the year then ended and other explanatory information disclosed in note 1 to 30. The financial statements of 1(one) subsidiary is audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report is based solely on the reports of the other auditors.

Management's Responsibility for the Financial Statement

Management of the company is responsible for the preparation and fair presentation of these financial statements in accordance with Bangladesh Financial Reporting Standards (BFRS) and the Insurance Act, 2010, Insurance rules 1958, & the Companies Act 1994, Securities and Exchange Rules, 1987 and for such internal control as management determines is necessary to enable the preparation of financial statement that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standards on Auditing (BSA). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

Scope

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Continued.....



ISLAM QUAZI SHAFIQUE & CO.

Chartered Accountants

AI-HAJ SHAMSUDDIN MANSION (4th Floor)

17, New Eskaton Road, Moghbazar, Dhaka-1000.

Phone: 8312349 Mobile: 01717-322693

E-mail: qsi.esk@gmail.com

PARTNERS:

Quazi Shafiqul Islam FCA, FCS.

Former Finance Director & Company
Secretary of Reckitt & Colman Bangladesh Ltd.

Mohammad Abu Taher, FCA.

Former Controller of Accounts (General
Manager) Biman Bangladesh Air Lines.

Biplab Hossain, ACA.

Continued Auditors' Report.....

Opinion

In our opinion, the financial statements present fairly, in all material respects, the Balance Sheet of **Sunlife Insurance Company Limited** and its Subsidiary as at December 31, 2015 and its Life Revenue Account, Statement of Cash Flows, Statement of Changes in Equity, Statement of Life Insurance Fund, Classified Summary of the Assets in Bangladesh for the year then ended in accordance with Bangladesh Financial Reporting Standards (BFRS) and comply with the applicable sections of the Insurance Act, 2010, the Companies Act, 1994, the Securities and Exchange Rules, 1987 and other applicable laws and regulations.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, we also report the following:

- a) We have obtained all the information and explanation 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 as require by law have been kept by the company so far as it appeared from our examination of those books.
- c) The Company's Balance Sheet and Life Revenue Account dealt with by the report are in agreement with the books of accounts and drawn as per Insurance Act, 2010.
- d) The expenditure incurred was for the purpose of the company's business.
- e) As per section 62(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 less recoveries from reinsurance wherever incurred whether directly or indirectly in respect of life insurance business of the company transacted in Bangladesh have been fully charged to the related Revenue Accounts as expenses and;
- f) As per regulation 11 of part 1 of the third schedule of the Insurance Act, 2010 as amended and rules 1958, we also certify that to the best of our information and as shown by its books and explanations given to us, the company during the year under report has not paid to any person any commission in any form outside Bangladesh in respect of the insurance business transacted by the company in Bangladesh and that the company has not received from any person outside Bangladesh, any commission in any form in respect of any business reinsured abroad apart from commission arising out of the reinsurance treaties.

Dated: Dhaka

July 28, 2016

Islam Quazi Shafique & Co.

Chartered Accountants

SUNLIFE INSURANCE COMPANY LIMITED AND ITS SUBSIDIARY

Consolidated Balance Sheet

As at December 31, 2015

| CAPITAL & LIABILITIES | Note | Amount in Taka | |
|---|--------------|-----------------------------|-----------------------------|
| | | 31.12.2015 | 31.12.2014 |
| <u>SHAREHOLDERS' CAPITAL</u> | | | |
| Authorised: | | | |
| 5,00,00,000 Ordinary Shares of Tk 10 each | 5 | <u>500,000,000</u> | <u>500,000,000</u> |
| Issued, Subscribed and Paid-up | | | |
| 3,50,59,500 Ordinary Shares of Tk 10 each | | 350,595,000 | 330,750,000 |
| BALANCE OF FUND & ACCOUNTS | | | |
| Life Insurance Fund | 6.a | 3,447,521,322 | 3,402,471,096 |
| AMOUNT DUE TO OTHER PERSONS OR BODIES CARRYING ON INSURANCE BUSINESS | | 644,472 | 831,186 |
| Flat Re-valuation Reserve (BTA) | 8 | 20,223,888 | 25,279,860 |
| <u>LIABILITIES & PROVISIONS</u> | | | |
| Estimated Liabilities in-respect of Outstanding Claims whether due or intimated | 9 | 11,437,639 | 10,293,368 |
| Non-controlling Interest | 9.a | 115,452,858 | 112,447,478 |
| Sundry Creditors | 10.a | 341,963,753 | 190,445,732 |
| | Total | <u>4,287,838,932</u> | <u>4,072,518,720</u> |

Continued.....

SUNLIFE INSURANCE COMPANY LIMITED AND ITS SUBSIDIARY

Consolidated Balance Sheet

As at December 31, 2015

| PROPERTIES & ASSETS | Note | Amount in Taka | |
|--|-------|-----------------------------|-----------------------------|
| | | 31.12.2015 | 31.12.2014 |
| LOAN | | | |
| Policy Loan | 11 | 3,825,126 | 4,093,710 |
| <u>INVESTMENTS (AT COST)</u> | | | |
| Bangladesh Govt. Treasury Bond | 12.a | 931,300,000 | 881,300,000 |
| Statutory Deposit with B.B | | 15,000,000 | 15,000,000 |
| Investment in Shares | | 686,084,448 | 692,606,434 |
| | | 1,632,384,448 | 1,588,906,434 |
| AGENTS' BALANCE | | 137,422 | 4,156,694 |
| OUTSTANDING PREMIUM | 13 | 466,760,206 | 329,350,090 |
| INTEREST & DIVIDENDS ACCRUING BUT NOT DUE | 14 | 66,254,128 | 89,490,967 |
| ADVANCES, LOANS & DEPOSITS | 15.a | 479,927,107 | 371,763,792 |
| CASH AND BANK BALANCES | 16.a | | |
| On Fixed Deposits with Bank | | 689,820,673 | 1,046,390,035 |
| On STD Account with Bank | | 49,044,998 | 167,189,453 |
| On Current Account with Bank | | 246,583,057 | 267,932,065 |
| BO Accounts Balances | | 20,310,114 | 3,796,700 |
| Cash in Hand | | 245,070 | 236,150 |
| | | 1,006,003,912 | 1,485,544,403 |
| <u>OTHER ACCOUNTS</u> | | | |
| Land & Building | 17 | 491,556,524 | 67,117,595 |
| Other Fixed Assets | | | |
| (At cost less depreciation) | 18.a | 127,038,733 | 118,235,699 |
| Deferred Expenses | 19 | 7,000,370 | 8,940,570 |
| Stamps, Printing & Stationary | | 6,950,956 | 4,918,766 |
| | Total | <u>4,287,838,932</u> | <u>4,072,518,720</u> |

The accompanying notes 1 to 30 form is an integral part of the financial statements.


COMPANY SECRETARY


DIRECTOR



ADDITIONAL MD & CFO


DIRECTOR


CHIEF EXECUTIVE OFFICER


CHAIRPERSON

Dated : Dhaka
The 28th July, 2016


Islam Quazi Shafique & Co.
Chartered Accountants

SUNLIFE INSURANCE COMPANY LIMITED AND ITS SUBSIDIARY
Consolidated Life Revenue Account
For the year ended December 31, 2015

| Particulars | Note | Amount in Taka | |
|---|--------------|----------------------|----------------------|
| | | 2015 | 2014 |
| BALANCE OF FUND AT THE BEGINNING OF THE YEAR | | 3,402,471,096 | 3,096,992,559 |
| <u>PREMIUM LESS REINSURANCE</u> | 20 | | |
| First year Premium (Ekok) | | 191,480,921 | 145,146,663 |
| First year Premium (GM) | | 148,997,085 | 139,835,407 |
| First year Premium (Is Ekok) | | 133,892,546 | 95,393,011 |
| First year Premium (Is Asaan) | | 122,221,192 | 79,353,884 |
| First year Premium (LM) | | 125,616,775 | 62,246,228 |
| First year Premium (Adarsha) | | 93,455,584 | 89,190,590 |
| | | 815,664,103 | 611,165,783 |
| Renewal Premium (Ekok) | | 182,451,507 | 192,708,292 |
| Renewal Premium (GM) | | 180,524,204 | 162,664,078 |
| Renewal Premium (Is Ekok) | | 133,835,656 | 136,537,860 |
| Renewal Premium (Is Asaan) | | 156,234,104 | 164,117,551 |
| Renewal Premium (LM) | | 132,097,480 | 157,698,294 |
| First year Premium (Adarsha) | | 42,301,651 | 31,167,859 |
| | | 827,444,602 | 844,893,934 |
| Group Insurance Premium | | 9,879,839 | 1,061,653 |
| Gross Premium | | 1,652,988,544 | 1,457,121,370 |
| Less Re-Insurance Premium | | 1,730,571 | 653,850 |
| Net Premium | | 1,651,257,973 | 1,456,467,520 |
| Interest and Dividend | 21 | 197,723,820 | 220,831,397 |
| Profit on Sale of Shares | | 9,409,495 | 5,715,664 |
| Revenue (BDSSL) | | 33,159,809 | 14,768,061 |
| Others Income | 22.a | 4,022,118 | 1,629,795 |
| | | 5,298,044,311 | 4,796,404,996 |
| Prior years Adjustment | | - - | - - |
| | Total | 5,298,044,311 | 4,796,404,996 |

First year premium, where the maximum premium paying period is

| | | |
|--|--------------------|--------------------|
| Single | - | - |
| Two Years | - | - |
| Three Years | - | - |
| Four Years | - | - |
| Five Years | - | - |
| Six Years | - | - |
| Seven Years | - | - |
| Eight Years | - | - |
| Nine Years | - | - |
| Ten Years | 62,981,595 | 59,725,467 |
| Eleven Years | 180,003 | 152,356 |
| Twelve Years or Over (Including throughout life) | 752,502,505 | 551,287,960 |
| | 815,664,103 | 611,165,783 |

Continued.....

SUNLIFE INSURANCE COMPANY LIMITED AND ITS SUBSIDIARY

Consolidated Life Revenue Account

For the year ended December 31, 2015

| Particulars | Note | Amount in Taka | |
|---|------|--------------------|--------------------|
| | | 2015 | 2014 |
| CLAIMS UNDER POLICIES (INCLUDING PROVISION FOR CLAIMS DUE OR INTIMATED), LESS RE-INSURANCE | | | |
| | 23 | | |
| By Maturity | | 402,732,310 | 305,635,302 |
| By Death | | 17,820,053 | 18,028,040 |
| By Survival | | 184,517,374 | 207,884,316 |
| By Surrender | | 1,649,513 | 1,894,243 |
| | | 3,158,775 | 890,024 |
| | | 609,878,025 | 534,331,925 |
| EXPENSES OF MANAGEMENT | | | |
| Commission : | | | |
| a) Commission to Insurance Agents (Less that on Re-Insurance) | | 296,607,878 | 193,579,217 |
| b) Allowances and Commission(Other than Commission including in Sub-item (a) Preceding) | | 93,665,646 | 61,670,058 |
| | | 390,273,524 | 255,249,275 |
| Salaries etc.(other than to agents and those contained in the allowance and commission) | | 315,928,060 | 208,147,519 |
| Travelling and conveyance | | 141,448,043 | 82,901,004 |
| Director's Fees | | 532,250 | 471,500 |
| Auditors' Fees | | 207,000 | 276,000 |
| Medical Fees | | 1,343,033 | 703,122 |
| Actuarial Fees | | 575,000 | 663,235 |
| Insurance Policy Stamps | | 5,612,975 | 3,074,865 |
| Advertisement and publicity | | 4,213,022 | 6,524,563 |
| Printing and stationery | | 9,243,738 | 12,109,456 |
| Legal & Professional Fees | | 1,369,001 | 1,449,303 |
| Office Rent | | 66,088,122 | 59,194,808 |
| Bank Charges | | 3,896,078 | 3,828,117 |
| Repairs & Maintenance on Others | | 19,023,595 | 17,689,697 |
| Car Repair & Maintenance | | 13,982,195 | 10,949,362 |
| Car Fuel Expenses | | 23,433,077 | 11,172,252 |
| Corporate Social responsibility | | 286,486 | 106,829 |
| Papers & Periodicals | | 166,553 | 258,872 |
| Telephone, Mobile, Internet and Fax etc. | | 5,499,087 | 4,916,729 |
| Training & Recruitment Exp. | | 999,389 | 655,900 |
| Fees, Subscription and Donation | | 254,554 | 279,069 |
| | | 614,101,258 | 425,372,202 |

Continued.....

SUNLIFE INSURANCE COMPANY LIMITED AND ITS SUBSIDIARY
Consolidated Life Revenue Account
For the year ended December 31, 2015

| Particulars | Note | Amount in Taka | |
|---|--------------|----------------------|----------------------|
| | | 2015 | 2014 |
| B/F | | 614,101,258 | 425,372,202 |
| Entertainment | | 6,227,137 | 6,317,377 |
| Insurance Premium (General) | | 733,653 | 337,989 |
| Postage & Telegrams | | 1,049,311 | 1,126,844 |
| Development Expenses | | 116,867,197 | 52,273,013 |
| Company Registration Fees | | 5,307,933 | 5,104,072 |
| Forms & Stamps | | 322,773 | 243,501 |
| AGM Expenses | | 862,494 | 1,612,603 |
| Deferred Expenses(written off) | | 1,940,200 | 1,940,200 |
| Agent balance(written off) | | 4,136,930 | 4,184,723 |
| Credit Rating Fee | | 143,750 | 143,750 |
| Gas Water & Electricity | | 8,550,086 | 6,798,560 |
| Cleaning & Washing | | 37,545 | 47,037 |
| Trade Licence | | 18,992 | - |
| Rates & Taxes | | - | 210,767 |
| Doubtful Receivable | | - | 1,203,500 |
| Group Insurance Premium | | 1,044,450 | 969,555 |
| Share Transfer & Listing fees (CDBL) | | 1,358,965 | 813,519 |
| Contribution to Employees P.F | | 3,980,017 | 7,753,928 |
| Bandwith Charges | | 381,000 | 279,274 |
| DSE Howla & Laga Charges | | 1,579,669 | 701,685 |
| Electrical Goods | | 403,940 | - |
| DSE Membership & Protection fund | | 4,014 | 5,681 |
| Loan Procecing charges | | 920,000 | - |
| Documentation Charges | | 2,150 | - |
| General Expenses | | - | 96,649 |
| Unrealize Loss | | 1,038,145 | 185,940 |
| Other expenses | | 828,157 | 417,971 |
| | | 771,839,766 | 518,140,340 |
| Other Expenses: | | | |
| Depreciation on Fixed Assets | | 40,256,558 | 39,780,180 |
| Income Tax | 24.a | 15,424,736 | 29,939,211 |
| | | 1,827,672,609 | 1,377,440,931 |
| Stock Dividend (2014) | | 19,845,000 | 15,750,000 |
| Non-Controlling Interest | | 3,005,380 | 742,969 |
| Balance of fund at the end of the year | | 3,447,521,322 | 3,402,471,096 |
| | Total | 5,298,044,311 | 4,796,404,996 |

The accompanying notes 1 to 30 form is an integral part of the financial statements.


COMPANY SECRETARY


DIRECTOR


ADDITIONAL MD & CFO


DIRECTOR


CHIEF EXECUTIVE OFFICER


CHAIRPERSON

Dated : Dhaka
The 28th July, 2016


Islam Quazi Shafique & Co.
Chartered Accountants

SUNLIFE INSURANCE COMPANY LIMITED AND ITS SUBSIDIARY

Consolidated Cash Flow Statement

For the year ended December 31, 2015

| Particulars | Note | Amount in Taka | |
|---|------|----------------------|---------------------|
| | | 2015 | 2014 |
| Cash Flow From Operating Activities | | | |
| Collection from Premium | | 1,517,867,129 | 1,549,621,157 |
| Other Income Received | | 4,022,118 | 1,629,795 |
| Payment for Claim | | (608,733,754) | (534,722,414) |
| Payment for Re-insurance, Management Exps. & Others | | (1,046,550,682) | (769,498,884) |
| Net Cash from Operating Activities | | (133,395,189) | 247,029,654 |
| Cash Flow From Investing Activity | | | |
| Investment Made | | 313,091,348 | (141,241,308) |
| Acquisition of Fixed Assets | | (478,554,493) | (58,435,337) |
| Loan Against Policies Paid | | 268,584 | (1,275,417) |
| Other Loan Paid | | (95,426,045) | (100,502,974) |
| Interest & Dividend Received | | 263,529,963 | 258,236,881 |
| Net Cash used in investing activities | | 2,909,357 | (43,218,155) |
| Cash Flow From Financing Activities | | | |
| Payment of Refund Warrent to the Unsuccessful Share Applicant | | (92,189) | (575,673) |
| Payment of SOD | | 11,403,592 | 20,528,537 |
| Non-Controlling Interest | | - | - |
| Net Cash from Financing Activities | | 11,311,403 | 19,952,864 |
| Net increase/decrease in cash and cash equivalents | | (119,174,429) | 223,764,363 |
| Cash and cash equivalents at the beginning of the period | | 439,154,368 | 215,390,005 |
| Cash and cash equivalents at the end of the period | | 319,979,939 | 439,154,368 |
| Note: | | | |
| Closing Cash & Bank Balance : | | | |
| Cash & Bank Balance as shown in the Balance Sheet | | 1,006,003,912 | 1,485,544,403 |
| Less: Investment as FDR with Banks | | 689,820,673 | 1,046,390,035 |
| | | 316,183,239 | 439,154,368 |

The accompanying notes 1 to 30 form is an integral part of the financial statements.


COMPANY SECRETARY


ADDITIONAL MD & CFO


CHIEF EXECUTIVE OFFICER


DIRECTOR


DIRECTOR


CHAIRPERSON

Dated : Dhaka
The 28th July, 2016


Islam Quazi Shafique & Co.
Chartered Accountants

SUNLIFE INSURANCE COMPANY LIMITED AND ITS SUBSIDIARY

Consolidated Statement of Life Insurance Fund

As at December 31, 2015

| | Amount in Taka | |
|--|----------------------|----------------------|
| | 31.12.2015 | 31.12.2014 |
| ASSETS | | |
| Loan on Insurer's Policies within their Surrender Value | 3,825,126 | 4,093,710 |
| Investments | 1,632,384,448 | 1,588,906,434 |
| Agent Balance | 137,422 | 4,156,694 |
| Outstanding Premium | 466,760,206 | 329,350,090 |
| Interest & Dividend accruing but not due | 66,254,128 | 85,694,267 |
| Advance, loan & Deposits | 479,927,107 | 375,560,492 |
| Cash & Bank Balance | 1,006,003,912 | 1,485,544,403 |
| Fixed Assets (at cost less depreciation) | 618,595,257 | 185,353,294 |
| Deferred Expenses | 7,000,370 | 8,940,570 |
| Stamps, Printing and Stationery in hand | 6,950,956 | 4,918,766 |
| | 4,287,838,932 | 4,072,518,720 |
| LIABILITIES | | |
| Estimated Liabilities in respect of outstanding claims, whether due or intimated | 11,437,639 | 10,293,368 |
| Amount due to other persons of bodies carrying on insurance business | 644,472 | 831,186 |
| Re-valuation reserve Flat (BTA) | 20,223,888 | 25,279,860 |
| Non-controlling Interest | 115,452,858 | 112,447,478 |
| Sundry Creditors | 341,963,753 | 190,445,732 |
| Total | 489,722,610 | 339,297,624 |
| Gross Fund (Assets minus Liabilities) | 3,798,116,322 | 3,733,221,096 |
| Less : Shareholders' Capital (Paid up Capital) | 350,595,000 | 330,750,000 |
| Life insurance fund at the end of the period | 3,447,521,322 | 3,402,471,096 |

The accompanying notes 1 to 30 form is an integral part of the financial statements.



COMPANY SECRETARY




ADDITIONAL MD & CFO



CHIEF EXECUTIVE OFFICER



DIRECTOR



DIRECTOR



CHAIRPERSON

Dated : Dhaka
The 28th July, 2016



Islam Quazi Shafique & Co.
Chartered Accountants