

PROSPECTUS

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on the application form, notwithstanding that the share have been allotted to the joint applicants. Where joint application is accepted in part the balance of any amount paid on application will be refunded without interest to the person named first in the application form. Successful applicants will be notified by despatch of an allotment letter by registered post. Letter of allotment will be issued within 40 (forty) days of the closing of subscription list and share certificate will be issued within ninety days of the date of letter of allotment. In case of failure to refund the subscription money to the unsuccessful application within 40 days, the directors, in addition to the company, shall be responsible collectively and severally to refund the money with interest at 5% above the bank rate.

**PART - V
MANAGEMENT OF THE COMPANY**

01. The business of the Company shall be managed by the Board of Directors who may pay all expenses of getting the Company registered and may exercise all such powers and do all such acts and things as the Company by these presents or otherwise authorised to exercise and do and are not by these presents or by the Act directed or required to be exercised or done by the Company in General Meeting subject nevertheless to the provisions of the Act and of these presents and to any regulations not being inconsistent with the Act or these presents from time to time made by the Company in General Meeting, provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

02. The board of Directors is presently constituted as under :-

Sl. No.	Name	Address	Particulars of Other Directorship
SHARE HOLDER DIRECTORS			
01.	Mr. Ahmed Ali	144, Hazaribagh Dhaka.	Managing Director Bengal Leather Inds. Dhaka.
02.	Mr. Abdul Monem	17/1, Lake Circus Kalabagan, Dhaka.	Chairman Pragati Insurance Co. Ltd. Managing Director Abdul Monem Ltd.
03.	Mrs. Mohsen-Ara Rahman	18, Jugi Nagar, Wari Dhaka.	Housewife
04.	Mrs. Farzana Rahman	66, Indira Road West Rajabazar Dhaka.	Housewife
05.	Mrs. S.F. Rowshan Akhter	House # 1, Rd. # 117 Gulshan, Dhaka.	Housewife
06.	Mr. Mehdadur Rahman Durand	39, Dilkusha C/A Dhaka.	Director Uttara Motors Ltd.
07.	Mr. Mahmudul Haq Taher	128/2, New Circular Road, Dhaka.	Proprietor Sandhani Clinic.
08.	Al-Haj S.I. Chowdhury	4258, Kulgaon Hathazari Road Chittagong.	
09.	Mrs. Shirina Akhter	House # 9, Road #20 Sector # 7, Uttara Model Town, Dhaka.	Director Crown Apparel Ltd. Ctg. Bloom Garments (Pvt) Ltd. Chittagong. Dragoni Fashions Ltd. Ctg. East Asia Fashions Ltd. Chittagong. Big Boys Apparels Ltd. Dhaka.
10.	Mr. Kazi Badrul Haq	50/D, Inner Circular Road, Monsur Bhaban, Dhaka.	Managing Director Eastern Consulting Engineers (Pvt.) Ltd.
11.	Al-Haj K.M. Habib Zaman	43 (Old), 26 (New) Purana Paltan Line Dhaka.	
12.	Mrs. Gazi Zohara Akhter	43 (Old), 26 (New) Purana Paltan Line Dhaka.	Housewife
13.	Mr. Imran Khan	Vill, Dowlatpur P.O. Nazir Hat P.S. Fatikchhari Dist. Chittagong.	
14.	Dr. F.A. Reza Sukrana	735, Mehedibagh Flat # 2, Chittagong.	Managing Director Arrow Fashion (Pvt) Ltd. Khaleque Cold Storage. Director National Credit & Commerce Bank Ltd. Chairman Neox Garments Ltd. Link Wear Ltd. Kashmir Garments Ltd. Practicing Physician.
15.	Mr. Sheikh Abdul Momen	Arrow Fashion Ltd. Sadarghat Road Chittagong.	
16.	Dr. Humayun Kabir	226, Dilu Road Moghbazar, Dhaka.	
17.	Mrs. Tasmin Amberen	280, Momin Road Chittagong.	Housewife
18.	Mrs. Razia Hossain Hira	334, Elephant Road Dhaka.	Housewife
19.	Mr. Morshed Alam	95/A, Tejoan, Dhaka.	Managing Director Bengal Plastic Inds. Bengal Chemical & Synthetic Products Ltd. Bengal Marbles Ltd. Bengal Overseas Corp.
20.	Mrs. Latifa Akhter Rana	House # 20, Road # 3 Baridhara Res. Area Dhaka.	Housewife

POLICY HOLDER DIRECTORS

21.	Mr. M. Haider Chowdhury	7-8, Motijheel C/A, Dhaka.	Chairman National Credit & Commerce Bank Ltd. Eastern Insurance Co. Ltd.
22.	Mr. Kazi Ashrafuddin Ahmed	151, Bangshal Road Dhaka.	Managing Director Mousumi Industries Ltd. Director Standard Credit Ltd. Chairman The Brother & Brothers Limited. Plastic & Allied Inds. Ltd.
23.	Mr. Mokhlesur Rahman	39, Dilkusha C/A, Dhaka.	Chairman & Managing Director Uttara Motors Limited
24.	Mrs. Nurunnahar Chowdhury	322, Nowab Siraj-ud-dowla Road, Chittagong.	
25.	Mr. K.Z. Mahmud	12-13, Motijheel C/A, (2nd Floor), Dhaka.	Managing Director Subarna Trading Co. Ltd. Director National Credit & Commerce Bank Ltd. The Hunger Project.
26.	Mr. Tofazzal Hossain	334, Elephant Road Dhaka.	Chairman Cherry Apparels (Pvt) Ltd. Managing Director New Generation Trading Limited. TH Fashions Ltd. New Nation Garments Ltd. TH Packages Ltd. Director National Credit & Commerce Bank Ltd.
27.	Mr. Mostafizur Rahman	House # 9, Road # 20 Sector # 7, Uttara	Director National Credit &

28.	Mr. Sawkat Ali Chowdhury	Model Town, Dhaka. Commerce Bank Ltd. 28, Sursan Road North Hill Estate. Ex: BTC Hill, Ctg.
29.	Mrs. Shahana Akhter Chowdhury	735, Mehedibagh, Flat # 2, Chittagong.
30.	Mrs. Masuda Momen	Arrow Fashion Ltd. Sadarghat Road, Ctg.

CHAIRMAN
The Chairman of the Company Al-Haj M. Haider Chowdhury is an illustrious name in the field of Banking and Insurance of the country. He is also the Chairman of National Credit & Commerce Bank Ltd. and Eastern Insurance Co. Ltd.

MANAGING DIRECTOR
The Managing Director of the Company Mr. Rezaul Hakim, is a veteran insurance man of the country with more than 30 years experience in Life Insurance Management. He worked in the Karachi Head Office of the then biggest Company of Pakistan, Eastern Federal Insurance Company for a very long time and was Deputy General Manager of Jiban Bima Corporation prior to his joining National Life Insurance Company in 1985.

DIRECTORS
(a) Until otherwise determined by the General Meeting, the number of Directors of the Company shall not be less than seven nor more than thirty two including policyholder directors.
(b) The policyholders will elect not less than one third of the whole number of directors from amongst the policyholders having the requisite qualification as prescribed by the Insurance Act, 1938.
(c) Directors will elect a Chairman and a Vice-Chairman being nominated by Sponsors/Directors.

INTEREST OF DIRECTORS
No Director is interested in the promotion of the Company except to the extent of his shareholding and the remuneration payable to him according to the Articles of Association of the Company.

REMUNERATION & QUALIFICATION OF DIRECTORS
(a) Each of the Directors shall be paid out of the fund of the Company by way of remuneration for his services as prescribed by Companies Act for each meeting of the Directors attended by him. He shall also be paid travelling expenses and actual boarding charges.
(b) The qualification of every Director shall be his holding in his/her own name, ordinary shares in the company to the nominal value of Tk. 5,00,000/- (and/or as per decision of the Government for the time being in force) provided that the obligation to acquire qualifying shares shall be same in the case of Director representing any person other than an individual of the requisite value. A Director may act before acquiring his/her qualification shares but must acquire the same within two months after his/her appointment. The Chairman and Managing Director, if appointed from outside, shall not be required to hold qualification shares.

**PART-VI
RIGHTS OF SHAREHOLDERS**

VOTING RIGHT
The share capital of the Company is divided into ordinary shares carrying equal rights to vote and receive dividend. In terms of the relevant provision of the Companies Act, 1994 and the Articles of Association of the Company the shareholders shall have the usual voting rights in person or proxy in connection with among others, election of Directors & Auditors and other usual agenda of Annual General Meetings, Ordinary or Extra ordinary meeting.
No shareholders shall be entitled to be present or to vote either in person or by proxy or as proxy for another shareholder at any General Meeting or on a poll whilst any call be due and payable to the Company in respect of any of the shares held by him.

TRANSFER OF SHARES
In terms of the provision of Companies Act, 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are freely transferable. No transfer shall be made to a person of unsound mind or minor or to a Firm or Trust. The Company shall not charge any fee for registering transfer of shares.

DIVIDEND POLICY
(a) The Company shall not declare or pay any dividend to members or any bonus to policyholders except out of the surplus ascertained as the result of an actuarial Valuation of the assets and liabilities of the Company.
(b) No dividend shall be payable otherwise than out of profits of the Company and no unpaid dividend shall ever bear interest against the Company.

PERIODICAL INFORMATION TO SHAREHOLDERS
The Directors shall present the Financial statements as required under the law and International Accounting Standard. Financial statements will be prepared in accordance with International Accounting Standards consistently applied throughout the subsequent periods and presented with the objective of providing adequate disclosures to the shareholders regarding the financial and operational position of the Company.

**PART-VII
FINANCIAL INTRODUCTION**

AUDITORS' REPORT TO THE SHAREHOLDERS
We have examined the annexed Balance Sheet of National Life Insurance Co. Ltd. for 5 years ending as at 31st December, 1990, 1991, 1992, 1993 and 31st October, 1994 respectively and Life Revenue Account for the years ended on those date and have to report as under:

(a) We have obtained all the information and explanations we have required.
(b) In our opinion, the Balance sheet has been drawn up in conformity with the law.
(c) Such Balance Sheet exhibits a true and fair view of the state of affairs of the Company subject to our report of even date addressed to the Board of Directors, according to the best of our information and explanations given to us and as shown by the books of the Company.
(d) In our opinion, the Company maintained books of accounts as required by law.
(e) As per section 40 (b) of the Insurance Act 1938 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 directly or indirectly have been fully debited to the Revenue Account.
(f) As per regulation 11 of part 1 of the third schedule of the Insurance Act, 1938 as amended, we certify that according to the best of our information and explanations given to us and as shown by the books of the Company, the Company has not paid any person any commission in any form outside Bangladesh in respect of insurance business transacted in Bangladesh and that the Company has not received outside Bangladesh from any person any commission in any form in respect of any business re-insured abroad.

Dated, Dhaka-1000
March 27, 1995
(M. AHMED & CO.)
CHARTERED ACCOUNTANTS.

**NATIONAL LIFE INSURANCE COMPANY LIMITED
BALANCE SHEET AS AT**

	31-12-90	31-12-91	31-12-92	31-12-93	31-10-94
PROPERTY AND ASSETS :					
LOANS :					
On Insurers Policies within their Surrender Value	313,530	542,975	866,900	2,006,214	2,922,438
INVESTMENT (AT COST)					
Statutory deposit with Bangladesh Bank (Pratiraksha Sanchaya Patra) Share & Debenture Pratiraksha Sanchaya Patra	2,000,000 1,800,000 3,800,000	2,000,000 2,300,000 4,300,000	2,000,000 3,800,000 5,800,000	2,000,000 1,025,000 22,735,000	2,000,000 3,634,970 30,344,970
AGENTS BALANCE :	414,226	2,627,490	6,436,924	8,069,172	9,255,650
OUTSTANDING PREMIUM :	5,189,098	3,462,773	4,710,824	3,000,951	3,000,951
INTEREST, DIVIDENDS & RENTS ACCRUING BUT NOT DUE :	3,016,250	3,980,345	6,381,362	4,932,799	7,950,071
SUNDY DEBTORS :	921,756	1,406,394	3,848,663	5,598,360	9,108,623
CASH, BANK & OTHER BALANCE :					
On Fixed Deposit with Bankers	24,265,598	33,260,934	34,050,569	41,277,183	48,505,015
On Current Account with Banks	2,085,400	2,395,042	8,697,807	14,793,118	28,538,782
Cash - In - Hand	1,002,252	2,489,422	2,295,820	2,945,377	907,502
Cash - In - Transit				1,75,000	
Collection - In - Hand	6,769,887	15,576,710	12,254,854	22,061,397	
Forms and Stamps - In - Hand	88,144	169,852	87,268	87,842	113,333
Printing & Stationery - In - Hand	142,830	142,830	94,930	71,370	71,219
	34,354,111	54,011,740	57,481,248	81,411,287	78,135,851
OTHER ASSETS :					
Fixed Assets :	3,576,774	4,548,280	7,072,776	11,731,218	16,044,768
(At Cost Less Depreciation)					
Total Taka :	51,585,745	74,879,997	92,598,697	139,485,001	156,783,322
CAPITAL AND LIABILITIES :					
SHAREHOLDERS CAPITAL					
Authorised:					
20,00,000 Ordinary Shares of Tk. 100/= each	200,000,000	200,000,000	200,000,000	200,000,000	200,000,000
Issued, Subscribed & Paid-up :					
1,50,000 Ordinary Shares of Tk. 100/= each	15,000,000	15,000,000	15,000,000	15,000,000	15,000,000
BALANCE OF FUNDS & ACCOUNTS :					
Life Insurance Fund	26,870,240	38,061,023	50,815,964	90,525,194	114,784,513
LIABILITIES & PROVISIONS :					
Amount due to other persons or bodies carrying on insurance business	138,186	800,976	455,277	419,724	802,109
Outstanding Dividend	121,100	528,749	528,749	38,740	217,749
Premium Deposits	1,396,880	2,951,616	5,304,463	1,715,764	5,535,715
Sundry Creditors	8,059,339	17,945,282	20,694,244	31,785,570	20,423,236
	9,715,505	21,818,974	26,982,733	33,959,807	26,978,809
Total Taka :	51,585,745	74,879,997	92,598,697	139,485,001	156,783,322
LIFE REVENUE ACCOUNT FOR THE YEAR ENDED					
BALANCE FUND AT THE BEGINNING OF THE PERIOD	18,397,142	26,870,240	38,061,023	50,815,964	90,525,194
PREMIUM LESS RE-INSURANCE :					
First year Premium	19,569,176	43,067,809	55,429,252	69,031,602	39,583,288
Renewal Premium	12,923,312	16,551,886	31,008,685	43,702,466	43,702,466
Group Term Insurance Premium	1,825,106	2,679,471	2,723,815	2,861,834	5,119,278
	34,317,594	62,299,166	89,161,752	123,762,738	88,405,032
Less : Re-Insurance Premium	587,165	911,064	812,988	307,901	432,503
	33,730,429	61,388,102	88,348,764	123,454,837	87,972,529
INTEREST, DIVIDEND AND RENT OTHER INCOME :	3,174,955	4,089,904	5,624,603	6,417,006	6,930,734
Late Fee	65,094	104,488	115,572	131,850	83,721
Miscellaneous	39,867	70,785	50,999	243,167	63,094
Profit on Sale of Motor Vehicles	22,668			157,911	153,175
	127,629	175,273	166,571	532,928	299,990
Total Taka :	55,430,155	92,523,519	132,200,961	181,020,785	185,728,447
First year Premium - where the maximum Premium paying period is :					
Two Years			3,767		
Three Years					
Four Years					
Five Years					
Six Years					
Seven years					
Eight Years					
Nine Years					
Ten Years	175,304	540,577	544,594	416,088	107,842
Eleven Years	11,584	3,107		4,142	
Twelve Years or Over (Including Throughout life)	19,382,288	42,524,125	54,880,891	68,611,372	39,475,446
	19,569,176	43,067,809	55,429,252	69,031,602	39,583,288
CLAIM UNDER POLICIES (Including provision for claim due or intimated less Re-Insurance)					
By Death	2,771,710	4,984,762	12,750,187	8,696,032	6,617,185
By Maturity					
	2,771,710	4,984,762	12,750,187	8,696,032	6,617,185
Annuity Less Re-Insurance					
Surrenders (Including Sur renders of Bonus Less Re-Insurance. Bonus in cash Less Re-Insurance Bonus in reduction of premium Less Re-Insurance)	224,024	556,924	406,858	634,914	774,932
EXPENSES OF MANAGEMENT :					
COMMISSION :					
(a) Commission to Insurance agent (Less that on Re-Insurance)	6,491,082	13,854,939	17,259,384	21,201,503	11,742,697
(b) Allowance and Commission (other than Commission in sub-item (a) above)	7,225,934	17,791,153	24,995,848	28,898,051	22,048,064
	13,717,016	31,646,092	42,255,232	50,099,554	33,790,761
Salaries etc. (other than to agents & those contained in the allow. & commission)	4,037,872	4,471,438	7,094,982	9,227,076	10,099,813
Travelling & Conveyance	182,817	347,015	1,109,212	1,342,941	558,993
Directors fees	33,200	27,200	30,000	42,400	18,600
Auditors fees	40,000	40,000	40,000	40,000	25,000
Medical fees	61,794	158,004	300,962	232,490	235,987
Training Expenses	27,129			24,672	11,150
Legal & Professional charges	6,950	25,382	40,500	58,506	944,001
Advertisement & Publicity	810,880	1,554,333	2,039,700	2,068,592	
Actuarial fee	25,000	25,000	25,000	25,000	
Printing & Stationery	1,018,731	1,854,182	2,157,072	2,407,708	2,163,394
Office Rent	1,254,400	1,752,920	3,243,840	3,878,466	3,389,239
Fuel Expenses	163,640	275,997	336,545	597,386	688,172
Employees Group Insurance premium	776,979	1,249,878	891,156	927,753	824,291
Insurance Expenses on Vehicles	37,357	45,209	41,227	85,675	101,407
Registration Fee	24,293	34,809	51,476	93,449	133,743
Policy Stamp Expenses	674,095	1,468,982	2,290,087	1,707,886	647,898
Meeting Expenses	155,968	161,101	161,101	300,344	336,992
Telephone & Trunkcall	268,632	365,842	405,844	517,366	661,922
Gas, Water & Electricity charges	142,473	202,364	297,667	399,218	459,664