

Notice of the 12th Annual General Meeting (Hybrid System)

Notice is hereby given that the **12th Annual General Meeting (AGM)** of Sena Insurance PLC (SIPLC) will be held on **Monday, 24 March 2025, at 11:30 AM** (Dhaka Time) by using hybrid system: i.e. combination of physical presence (Meeting Venue: Sena Gourab Hall, SKS Tower (9th Floor), 7 VIP Road, Mohakhali, Dhaka-1206) and by using digital platform (through the link <https://siplc.bdvirtualagm.com>) (in compliance with BSEC directive no. BSEC/CMRRCD/2009-193/08, dated 10 March 2021) to transact the following ordinary businesses:

AGM 2025	12-01	: To receive, consider and adopt the audited financial statements of the Company for the year ended 31 December 2024, together with the Directors' Report and the Auditors' Report thereon.
AGM 2025	12-02	: To declare 15% cash dividend for all the shareholders of the Company for the year ended 31 December 2024 as recommended by the Board.
AGM 2025	12-03	: To elect/re-elect directors under rotation and appointment of independent director.
AGM 2025	12-04	: To approve the re-appointment of statutory auditors of the Company for the year 2025 and to fix their remuneration.
AGM 2025	12-05	: To appoint a professional for issuing two certificates for CG Code of BSEC and CG Guidelines of IDRA for the year 2025 of the Company and to fix their remuneration.

By order of the Board



M. M. Sajedul Islam, FCS
Company Secretary

02 March 2025



Notes:

- The Shareholders, whose names appeared on the Shareholders/Depository Register of the Company as on the "Record Date" i.e. **27 February 2025**, will be entitled to attend/participate and vote in the 12th Annual General Meeting (AGM) and to receive the dividend.
- The members may join the virtual AGM through the link <https://siplc.bdvirtualagm.com>, which will be conducted via live webcast by using digital platform. In order to login into the system, the shareholders need to put their 16-digit Beneficial Owner (BO) Number and other credentials as a proof of their identity. The members will be able to submit their questions/comments electronically before 24(twenty-four) hours of commencement of the AGM through above link and also during the AGM. Full login/ participation process for the Digital Platform meeting will also be available in the SIPLC's website: www.senainurance.com.
- In compliance with the Clause No. 22(1) of the Listing Regulations, 2015, of the Stock Exchanges and condition No. 9(2) of gazette notification No. SEC/CMRRCD/2006-158/208/Admin/81, dated 20 June 2018, on Financial Reporting and Disclosures of Bangladesh Securities and Exchange Commission (BSEC), soft copies of the Annual Report along with the Attendance Slip, Proxy Form and the Notice of the AGM have been sent to all the Members at their respective email addresses available with us as per CDBL record.
- A member may appoint a proxy to attend the meeting and take part in the proceedings thereof on his/her behalf. The "Proxy Form" duly signed and affixed with BDT 100 revenue stamp must be sent at least 48 hours before at the Registered Office of the Company before commencement of the AGM.
- The corporate shareholders need to send the authorization letter to join the meeting of the Company at least 48 hours before the commencement of the AGM.
- For physical attendance of the shareholders/Attorney/Proxy shall be recorded at the entrance of the venue. Attendance slip duly signed has to be submitted at the registration counter. The signature must agree with the recorded one. The registration counters shall remain open from **10:30 AM to 11:30 AM**.
- The concerned brokerage houses are requested to provide us with a statement with the details (shareholders name, BO ID number, e-TIN number, gross dividend receivable, applicable tax rate, and net dividend receivable) of their margin loan holders who hold shares of the Company as on the Record Date, along with the name of the contact person in this connection. The brokerage houses are also requested to provide us with their bank account name, number, routing number etc. on or before **20 March 2025**.
- As per Bangladesh Securities and Exchange Commission's Circular No. SEC/CMRRCD/2009-193/154 dated October 24, 2013, "**no benefit in cash or kind, other than in the form of Dividend (i.e. No Food/Box/Gift Coupon etc.) to be distributed at the AGM.**"

Explanatory Notes to the Agenda for the AGM of Shareholders

Ordinary Business:

Agenda - AGM 2025 12-01

To receive, consider and adopt the audited financial statements of the Company for the year ended 31 December 2024, together with the Directors' Report and the Auditors' Report thereon.

In terms of the Companies Act-1994, the Directors are required to present the audited financial statements of the Company for the year ended 31 December 2024, together with the Directors' Report and the Auditors' Report thereon to the Shareholders at the Annual General Meeting for their approval.

Accordingly, the audited financial statements of the Company for the year ended 31 December 2024, together with the Directors' Report and the Auditors' Report thereon are given in the Annual Report-2024 from page no. 121 to 148 and page no. 330 to 376 respectively.

Agenda - AGM 2025 12-02

To declare 15% cash dividend for all the shareholders of the Company for the year ended 31 December 2024 as recommended by the Board.

The Board of Directors in its meeting-1/2025 held on Wednesday, 05 February 2025 recommended 15% cash dividend i.e. Tk. 1.50 per share from the distributable profits of the Company, which will be placed before the shareholders in the forthcoming AGM for approval.

The Shareholders, whose names appeared on the Shareholders/Depository Register of the Company as on the "Record Date" i.e. 27 February 2025, will be entitled to receive the dividend.

Agenda - AGM 2025 12-03

To elect/re-elect directors under rotation and appointment of independent director.

As per the Companies Act, any Director appointed by the Board to fill the casual vacancies since last Annual General Meeting shall retire in the next Annual General Meeting. Accordingly, the following Directors shall retire in the forthcoming Annual General Meeting and being eligible, they are seeking re-election to the Board.

(i)	Cdre Md. Shamsul Aziz (L), NGP, psc, BN
(ii)	Brig Gen Md Salahuddin Ahmed, ndc, afwc, psc, M Phil
(iii)	Brig Gen Md Mahfuzur Rahman, PBGMS
(iv)	Brig Gen Md Mahbub Hasan, BPM
(v)	Brig Gen Mohammad Azizur Rouf, BGBM, psc

As per BSEC's Corporate Governance Code-2018 and IDRA's CG Guideline, the following



independent director has been appointed by the Board as well as got consented by the Commission, which will be confirmed by the shareholders at the 12th AGM of the Company.

(i) Dr. Ireen Akhter

Agenda - AGM 2025 12-04

To approve the re-appointment of statutory auditors of the Company for the year 2025 and to fix their remuneration.

Mahfel Huq & Co., Chartered Accountants, have been serving the Company as the statutory auditors for the last one year (2024). The firm will retire at the conclusion of the 12th AGM and they have expressed their interest to be re-appointed for the next term.

Accordingly, the Board of Directors considered the EOI of Mahfel Huq & Co., Chartered Accountants, an eligible audit firm for auditing the insurance companies as well as listed companies (panel auditors of IDRA, BSEC & enlisted audit firm of BFRC) and recommended for re-appointment of Mahfel Huq & Co., Chartered Accountants, as statutory auditors of the Company for the year 2025 with a remuneration of Tk. 2,50,000/- plus VAT, subject to the approval from the shareholders in the forthcoming AGM.

Agenda - AGM 2025 12-05

To appoint a professional for issuing two certificates for CG Code of BSEC and CG Guidelines of IDRA for the year 2025 of the Company and to fix their remuneration.

Pursuant to the Corporate Governance Code-2018 of Bangladesh Securities and Exchange Commission (BSEC) and Corporate Governance Guidelines of Insurance Development and Regulatory Authority (IDRA), we need to obtain two certificates from a practicing Chartered Accountant or Chartered Secretary other than its statutory auditors on yearly basis.

Accordingly, the Board of Directors recommended for appointment of MNA Associates, Chartered Secretaries Firm, a CG Compliance Auditor to obtain two certificates for CG Code of BSEC and CG Guidelines of IDRA for the year 2025 with a remuneration of Taka 50,000/- excluding VAT & TAX subject to the approval from the shareholders in the forthcoming AGM.