



**PRINCIPLES  
ON  
DISCLOSURE  
OF  
MATERIAL INFORMATION (MI)  
AND  
PRICE SENSITIVE INFORMATION (PSI)**

**Islami Commercial Insurance Company Limited**  
**ইসলামী কমাশিয়াল ইন্স্যুরেন্স কোম্পানী লিমিটেড**

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# Principles of Disclosure of Material Information And Price Sensitive Information

## A. **PREFACE**

Islami Commercial Insurance Company Limited (hereinafter referred to as the “ICICL”) is committed to ensuring uniformity, transparency and to preventing the confidentiality of Unpublished Price Sensitive Information. ICICL is further committed fairness in dealing with all stakeholders and adherence to all applicable laws and regulations set forth by the Regulatory Authorities. ICICL has adopted a Policy named “Principles of Disclosure of Material Information and Price Sensitive Information”.

The Policy has been framed in line with the Bangladesh Securities and Exchange Commission (insider trading prohibition) rules, 2022 i.e. BSEC/CMRRC/2021-396/52/Admin/140, Gazette Notification Dated 30 Jan 2023.

## B. **OBJECTIVES**

The objective of Principles of Disclosure of Material Information and Price Sensitive Information is:

- to determine/define nature of Price Sensitive Information (PSI) and Material Information;
- to disclose/disseminate to the Regulators/investors;
- to provide equal access to important information and disclosures to all interested parties;
- to protect the insider trading and shareholders’ right.

## C. **DEFINITIONS**

All words or expressions used in Principles of Disclosure of Material Information and Price Sensitive Information (PSI) shall have the same meaning as assigned to them under the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.

## D. **CONTENTS OF PRICE SENSITIVE INFORMATION (PSI)**

The following event/information shall be necessarily disclosed to the exchange and commission as price Sensitive Information:

- a. Information related to the financial report, financial results and other basic information related to the financial performance;
- b. Information related to dividend and corporate declarations;
- c. Information related to the change of corporate structure (i.e., amalgamation, merger, de-merger, re- structuring, acquisition, winding up, transfer, and transformation, etc.);
- d. Information related to the change of capital structure;
- e. Information related to the business extension, change, etc.;
- f. information related to the Company’s fund management and structural change of the fund;
- g. Any other information as defined by the BSEC as PSI through various rules, regulations, circulars and directives; and Any information published by the BSEC in official gazette defining as PSI.

## **E. CONTENTS OF MATERIAL INFORMATION**

The following event/information shall be necessarily disclosed to the exchange and commission as price Sensitive information:

### **1. Factors related to changes in financial conditions, such as: -**

- a. Changes in financial statements, such as significant decrease or increase in income, expenses, cash flows, receivables, liabilities or assets etc. and revaluation of most or significant assets or any information or statement or comment regarding revaluation of significant assets or significant decrease-increase;
- b. The following comparative information in the financial statements: -
  - i. Earnings per share;
  - ii. Net operating cash flow per share;
  - iii. Net asset value per share;
- c. Material changes in the value or composition of assets of the company;
- d. Any special instructions or any modification of any special instructions previously given by the regulatory authority of the company regarding reservation of provisions; and
- e. Any change in the accounting policies of the company, etc.

### **2. Information regarding corporate announcements, such as: -**

- a. Any decision relating to dividend;
- b. Decision to declare or issue rights, bonus issues or similar benefits to security holders;
- c. Corporate declarations or other information relating to the receivables of the investors; and
- d. Any change in dividend distribution policy, etc.

### **3. Information regarding changes in corporate structure, such as: -**

- a. Acquisition or disposal of any existing assets of the company at least 05% (Five Percent) or more;
- b. Merger of the Company with another company;
- c. Any acquisition or substantial acquisition of share of any company, etc.;
- d. Demerger of any unit of the company;
- e. Conversion or winding up of any unit of the Company;
- f. Changes in corporate operations by way of capital reorganization or merger or demerger,
- g. Takeover proposal or internal service acquisition proposal of any company;
- h. Change of ownership that may affect controlling of the Company; and
- i. Change of name or address, etc.

### **4. Information regarding changes in capital structure, such as: -**

- a. Any decision regarding private or public or rights offer of securities or changes in its capital structure;
- b. Systematic repurchase or redemption of securities of the Company;
- c. Any decision regarding consolidation of shares, exchange of shares, conversion of any security into equity security or conversion of debentures in shares; and
- d. Significant changes in rights of security holders, etc.

**5. Information regarding expansion, change etc. of business activities, such as: -**

- a. Any significant development or change in the Company's technology, production or facilities;
- b. Significant capital investment or significant change in the purpose of the organization;
- c. Significant new contracts, product, patent, service or business changes;
- d. Significant realization of long-term Bad Debts;
- e. Any change of the Board of Directors or any resignation or termination of the Chief Executive, CEO, CFO and Company Secretary;
- f. Change of statutory auditor or corporate governance compliance auditor and credit rating company or agency;
- g. Initiation of legal proceedings or development of regulatory matters or any significant judgment or order by the court;
- h. Change of category of listed security in the stock exchange(s) or company's de-listing from the exchange(s);
- i. Any significant management contract, investor relations agreement, service agreement, or related party transaction that could materially affect the financial statements of the Company;
- j. Information relating to decision of sale or purchase of any fixed asset or renovation or development or expansion of plant or machinery (BMRE) or setting up of new units;
- k. Grant or acceptance of significant advances or loans between the inter-company or subsidiary or associate companies; and
- l. Any kinds of loan or related benefits receive and provide or exchange with any directors of the Company.

**6. Information related to loan and debt management, such as: -**

- a. Borrowing and repayment of 25% or more of the paid-up capital or net asset Value, whichever is higher;
- b. The encumbrance or discharge of significant assets;
- c. Failure to pay any bank or creditor or debt obligation or liability for a period exceeding 06 (Six) months
- d. Significant new loan agreements; and
- e. Foreign loan agreement or investment agreement, etc.

**7. Others, such as: -**

- Signing of any material agreement or cancellation or substantial amendment of previously declared/signed agreement;
- Loss of any substantial assets of the Company or any event affecting its reputation;
- Cancellation or substantial modification or any scheme previously declared; and
- Submission of qualified report of the Company by the auditor, etc.

**8. Determination of Price Sensitive Information: -**

- a. The event/information shall be considered as Price Sensitive Information if it has the possibility to be impact which exceeds 10% of the total net assets or the rate imposed by the Bangladesh Security & Exchange Commission time to time. The net assets shall be considered on the basis of last/latest year/period audited consolidated financial statements.
- b. If in the opinion of the Board of Directors of Islami Commercial Insurance Company Limited, any event/information is considered Price Sensitive Information.

**9. Time of disclosure: -**

- a. Subject to provisions of the regulations, Islami Commercial Insurance Company Limited shall disclose about all Price Sensitive Information within 2 (Two) hours of the closing of Board Meeting to the Exchanges & Commission through e-mail or fax or any digital platform or special messenger or courier service and subsequently send the same as hard copy to the regulators.
- b. All material information shall disclose as soon as possible from when it's visible to the company to the Exchanges & Commission through e-mail or fax or any digital platform or special messenger or courier service and subsequently send the same as hard copy to the regulators.

**10. Authorization: -**

Price Sensitive Information and Material Information shall be signed by the Chairman, Chief Executive Officer or Company Secretary of the company.

**11. Amendments to the principles: -**

These principles would be amended in accordance with the Statutory & Regulatory Rules and Regulation time to time and Islami Commercial Insurance Company Limited also reserve its right to alter, modify, add, delete or amend any of the provision of this principles by the approval of Board of Directors.

**12. Discloses: -**

- a. Islami Commercial Insurance Company Limited shall disclose all Material Information & Price Sensitive Information in website of the company.
- b. Islami Commercial Insurance Company Limited shall publish all Material Information & Price Sensitive Information in two widely circulated national daily newspapers (one Bangla & one English) and one online newspaper.
- c. Copy of these principles shall also be posted on the website of the company.

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