

**ANNEXURE –B****M/s. ARTISAN****Chartered Accountants****[Certificate as per condition No. 1(5) (xxvii) of Corporate Governance Code]****Report to the Shareholders of Delta Life Insurance Company Limited (the Company) with compliance with Corporate Governance Code**

We have examined the compliance with Corporate Governance of Delta Life Insurance Company Limited for the year ended 31 December 2018. This code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 of Bangladesh Securities and Commission (BSEC).

Such compliance with Corporate Governance Code is the responsibility of the Company. Our examination is limited to the review of procedures and implementation thereof as adopted by the management of the Company for ensuring the compliance with the conditions of the corporate Governance Code.

This is a security and verification and an independent audit on compliance with the conditions of Corporate Governance Code as well as the provisions of Bangladesh Secretarial Standards as adopted by Institute of Chartered Secretaries of Bangladesh 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 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 as adopted by the Institute of Chartered Secretaries of Bangladesh as required by this Code;
- (c) Proper books and records have been kept by the Company as required by the Companies Act 1994, laws and regulations of Bangladesh Securities and Exchange Commission and other relevant authorities; and
- (d) The Governance of the Company is satisfactory.



Dhaka

Dated, 17 June 2019

**Md. Selim Reza FCA, FCS**

Partner

ARTISAN

Chartered Accountants