

# Corporate Governance

Janashakthi Insurance is committed to effective governance for the benefit of its shareholders, customers, employees and other stakeholders based on the principles of fairness, transparency, accountability and trust.

Structures, rules and processes are designed to provide for proper organization and conduct of the business within the Company and to define the powers and responsibilities of its corporate bodies and employees.

This report describes the Company's approach to corporate governance and illustrates the main elements of corporate governance within Janashakthi. It includes the information required by the Code of Best Practice of Corporate Governance, issued by the Institute of Chartered Accountants of Sri Lanka, The Securities and Exchange Commission of Sri Lanka and the requirements of the Company's Act No. 07 of 2007.

The principles of corporate governance and the standards described above have been incorporated and are reflected in a number of documents, in particular in the Articles of Association, the Organizational Rules and the mandate of operations of the Board Committees.

The Board's Audit Committee, which oversees the organization's governance, regularly measures the governance against best practice standards and ensures compliance with corporate governance requirements.

An effective structure is in place providing for cooperation between the Board of Directors, Management and Internal Control function.

This report follows the recommended structure outlined by the Directive of the Code of Best Practice on Corporate Governance.

## Compliance with the Code of Best Practice on Corporate Governance

Principle	JIPLC's Compliance
<b>A- THE COMPANY</b>	<b>A.1 - THE BOARD</b>
Composition of the Board	<p>The Board is well balanced with seven of the nine Directors, being Non-Executive Directors, who are among the nation's most reputed business leaders and prominent corporate personalities, with broad experience across many industries.</p> <p>They are namely,                      Mr. W T Ellawala - Chairman (Non Executive)                      Mr. C T A Schaffter - Deputy Chairman (Non Executive)                      Mr. Prakash Schaffter - Managing Director                      Mr. Eardley Perera - Non Executive                      Deshamanya Dr. Nihal Jinasena - Non Executive                      Mr. L C R de C Wijetunge - Non Executive                      Mr. Ramesh Schaffter - Executive                      Ms. Anushya Coomaraswamy - Non Executive                      Ms. Manjula Mathews - Non Executive</p> <p>Detailed individual profiles of each member of the Board are provided in a separate section of this Annual Report.</p>
Frequency of Board Meetings	<p>The Board meets sufficiently regularly to discharge its duties effectively. Board meetings are held at minimum, once a quarter and at least twice more to review Budget preparation and for the Annual Performance review and at any other time deemed necessary.</p> <p>The number of Board meetings held during the year and the attendance of Directors is disclosed in the Directors Report reflected on pages 79 - 80 of this Annual Report.</p>

<p>Responsibilities of the Board</p>	<p>The Board of Directors is elected by the Shareholders to oversee management and to ensure that the long term interest of the shareholders are being served. In considering the long term interest of shareholders, the Board recognises the importance of considering and addressing the interests of the Company's other major constituents, including policyholders, employees and the communities in which the Company conducts its business.</p> <p>The Board holds at least six scheduled meetings during the year, at which it reviews and discusses reports by management on the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. In addition to its general oversight of management, the Board or its Committees also perform a number of specific functions, including:</p> <ul style="list-style-type: none"> <li>● Reviewing, advising, approving and monitoring fundamental financial and business strategies and major corporate actions;</li> <li>● Assessing major risks facing the Company, and reviewing options for their mitigation;</li> <li>● Providing advice and counsel to the CEO and senior management</li> <li>● Ensuring processes are in place for maintaining the integrity of the Company, including the integrity of the financial statements.</li> </ul>
<p>Independent Professional Advice</p>	<p>The Board and its committees have the authority, at the Company's expense, to engage independent professional advice, legal counsel, consultants or other external expert advisors.</p>
<p>Company Secretary</p>	<p>K H L Corporate Services Limited is the Company Secretary for Janashakthi. Mr Ramesh Schaffter, the Board Secretary who attends Board meetings, minutes all Board decisions, and liaises with the Directors on all matters in relation to the Board and ensures smooth coordination with the Company Secretary. The Company Secretary ensures compliance with Board procedures, Companies Act Requirements and Colombo Stock Exchange Regulations.</p> <p>Appointments and the removals of the Company Secretary are at the discretion of the Board of Directors as per Article 114 of the Articles of the Association.</p>
<p>Independent Judgement</p>	<p>All Non-Executive Directors bring independent judgment to bear on issues of strategy, performance, resources and standards of business conduct.</p> <p>Each Director has a continuing responsibility to determine whether he or she has a potential or actual conflict of interest arising from external associations, interests or personal relationships in material matters, which are considered by the Board from time to time.</p>
<p>Dedication of adequate time &amp; effort to matters of the Board &amp; Company</p>	<p>Members of the Board are expected to attend in person the Annual General Meeting of Shareholders, all Board meetings, meetings of Committees on which they serve and other meetings specifically arranged. Members generally are provided advance material before regularly scheduled meetings and they are expected to have reviewed the material and be familiar with its content to facilitate decision making at the meeting. Members are encouraged to contribute suggested topics for discussion and consideration at future Board Meetings.</p>

## Corporate Governance *Contd.*

<p>Training for Directors</p>	<p>The Board and management have an established orientation process for new Directors. New Directors receive a Broad array of information upon becoming a member, including information from internal and external sources. The Company also schedules on-site one-on-one meetings between the new Director and Executive Officers of the Company.</p> <p>In addition, each year various executive officers meet with the Board to review the previous year's results and focus on goals and challenges of the coming year. Management also periodically updates the Board on progress towards business unit goals.</p> <p>From time to time throughout the year, the Board invites members of management to address particular subjects of interest to the Board, to assist Board members in remaining aware of current issues, trends and concerns.</p>
<p><b>A.2 - CHAIRMAN &amp; CHIEF EXECUTIVE OFFICER</b></p>	
<p>Division of responsibilities between Chairman &amp; CEO</p>	<p>There is a clear division of responsibilities at the head of the Company between the running of the Board (Chairman) and the executive responsibility for the running of the Company's business (Managing Director). No one individual has unfettered powers of decision.</p>
<p><b>A.3 - CHAIRMAN'S ROLE</b></p>	
<p>Role of the Chairman</p>	<p>The chairman is responsible for leadership of the Board, ensuring its effectiveness on all aspects of its role and setting its agenda. The Chairman is also responsible for ensuring that the Directors receive accurate, timely and clear information and effective communication with shareholders. The Chairman should also facilitate the effective contribution of Non Executive Directors in particular and ensure constructive relations between executive and Non-Executive Directors.</p>
<p>Conducting Board proceedings in a proper manner</p>	<p>The Chairman ensures that the information available to the Board is sufficient to enable a meaningful discussion to take place amongst the Directors in order to make informed assessments and have resultant discussions thereon.</p> <p>The Chairman ensures that there is effective participation and contribution from all Directors and that objectivity is achieved when making decisions to guide the Company's progress.</p> <p>The Chairman also ensures that the Board of Directors maintains complete control over the affairs of the Company.</p>
<p><b>A.4 - FINANCIAL ACUMEN</b></p>	
<p>Availability of sufficient financial acumen and knowledge</p>	<p>The Board comprises three senior Chartered / Management Accountants. The Board collectively possess strong financial acumen and capability to assess the integrity of the Company's financial reporting systems and controls, continually review and critique these systems and make changes to them as necessary.</p>

<b>A.5 - BOARD BALANCE</b>	
Balance of the Board	<p>The Board comprises seven Non Executive Directors, such that no individual or small group of individuals can dominate the Board's decision making.</p> <p>The Board is of the view that its present composition ensures a right balance between, executive expediency and independent judgment. Collectively, the Board brings a range of value adding domestic and international experience and expertise, in specialist functions.</p>
Declaration made on independency of Non Executive Directors	<p>The Board of Directors is satisfied that the following members are considered as Independent Directors as per the Code of Best Practice of Corporate Governance.</p> <p>Mr. C Wijetunge  Deshamanya Dr. Nihal Jinasena  Ms. Anushya Coomaraswamy  Mr. Eardley Perera</p>
<b>A.6 - SUPPLY OF INFORMATION</b>	
Provision of relevant & timely information	<p>The Board of Directors has full access to members of management. Key members of management report at Board and Committee meetings on a regular basis, providing Directors with additional insight into matters being discussed.</p> <p>The Board is provided with materials in advance of each meeting for review and study. Members of management, depending upon items to be considered at the meeting, compile most material. Additional information from other sources can be requested at the discretion of management or the Board. The Board may also call on other consultants as needed to conduct its business.</p>
<b>A.7 - APPOINTMENTS TO THE BOARD</b>	
Procedure for the appointment of new Directors	<p>The Board, excluding the Managing Director, decides on the appointment of new Directors and the nomination of professionals to the Board. In identifying suitable candidates, professional / business experience and professional qualities are taken into consideration and appointments are made purely on merit.</p> <p>All new appointments are approved by the shareholders. The terms and conditions of appointment of Non-Executive Directors are available for inspection by the shareholders at the Company's registered office and are made available on request.</p>
Assessment of Board Composition	<p>The Board reviews its own composition on a regular basis to ascertain whether its combined knowledge and experience match the strategic demands facing the company. In accordance with such review, and in keeping with regulatory changes, the composition of the Board was last changed in 2005.</p>
Disclosure of new Directors	<p>All new appointments are informed to the shareholders via the Colombo Stock Exchange.</p>

## Corporate Governance *Contd.*

A.8 - RE-ELECTION	
Directors requirement to submit themselves to re-election	<p>All Directors are subject to election by shareholders at the first Annual General Meeting after their appointment and to re-election thereafter at intervals. One third of the number of Directors commencing with the longest in office since their last election, shall retire each year by rotation.</p> <p>The Company may fill the vacated office by electing a person thereto and in default the retiring Director offering him/her self for re-election shall be deemed to have been re-elected.</p>
A.9 - APPRAISAL OF BOARD PERFORMANCE	
Appraisal of Board & Sub Committee performance	<p>Janashakthi believes that self-evaluations of the Board, the sub committees of the Board and individual Directors are important elements of Corporate Governance. Under the general oversight of the Chairman:</p> <ol style="list-style-type: none"> <li>1. the Board will conduct an annual self evaluation and evaluation of each member of the Board and</li> <li>2. each sub Committee will conduct an annual self evaluation in the manner and to the extent agreed at the Board Meetings.</li> </ol>
A.10 - DISCLOSURE OF INFORMATION IN RESPECT OF DIRECTORS	
Disclosure of details in respect of Directors	Biographical details of Directors are set out in the Board of Directors section of the Annual Report.
A.11 - APPRAISAL OF CHIEF EXECUTIVE OFFICER	
Appraisal of CEO	<p>The Board ensures that a Business Performance Plan is completed and approval obtained by the Board for each business year of operation.</p> <p>This Plan is developed to tie up with the Corporate Plan of the Company and Key Performance Indicators (KPIs) are drawn up to monitor success of operation in both the General and Life Insurance Business areas.</p> <p>These overall KPIs are used to evaluate the performance of the Managing Director / CEO against actual results achieved by the Company.</p> <p>The Remuneration Committee of the Board carries out this evaluation and submits their briefing to the Board, for any required further discussion.</p>

<b>B. DIRECTORS' REMUNERATION</b>	
<b>B.1 – REMUNERATION PROCEDURE</b>	
Formal & transparent procedure for developing policy on remuneration	The Board has implemented a formal & transparent procedure for developing policies on remuneration by setting up a Remuneration Committee. The purpose of the Committee is to assist the Board of Directors in matters relating to compensation of the Company's Directors, Executive Officers and such other employees as determined by the Committee.
Composition & Disclosure of the members of Remuneration Committee	<p>The Remuneration Committee is comprised of three Independent Directors namely;</p> <p>Deshamanya Dr. Nihal Jinasena - Chairman Ms. Anushya Coomaraswamy Mr. Eardley Perera</p> <p>In order to discharge its responsibilities, the Committee has established a schedule of meetings, which shall provide for not less than two meetings per calendar year. Additional meetings may be called by a resolution of the Board of Directors, the chairperson of the Committee or by a majority of the members of the Committee. The Committee met twice during the year under review.</p>
<b>B.2 – THE LEVEL AND MAKE UP OF REMUNERATION</b>	
Levels of remuneration	Remuneration levels have been designed to attract, retain and motivate Directors and Senior Management of quality, required to run the Company successfully, while remaining within the industry's remuneration standards.
<b>B.3 – DISCLOSURE OF REMUNERATION</b>	
Disclosure of remuneration in the Annual Report	<p>Details of the Remuneration Committee and the statement of remuneration policy are provided in the Annual Report.</p> <p>The aggregate remuneration paid to Executive and Non Executive Directors is disclosed on page 120 of this report.</p>
<b>C – RELATIONS WITH SHAREHOLDERS</b>	
<b>C.1 – CONSTRUCTIVE USE OF THE AGM</b>	
Constructive use of AGM	All steps have been taken to protect shareholders rights at all AGMs, including the receipt of notice of the AGM and related documents within the specified period, to put questions to the Board and the various other committees, voting for the election of new Directors or any other issue of materiality that requires a shareholder resolution.
Separate resolutions on each substantially separate issue	Each substantially separate issue is proposed as a separate resolution. The adoption of the report and accounts is also proposed as a separate resolution.

## Corporate Governance *Contd.*

Presence of the Chairmen of all the sub-committees at the AGM	The Chairman of the Company is also the Chairman of the Board Audit Committee. He ensures that the Chairman of the Board Remuneration Committee is present to provide any required clarification.
Circulation of notice and related documents to Shareholders	The Board of Directors is responsible for developing the agenda and sending it to the shareholders. The notice of meeting and related documents are circulated to the shareholders fifteen working days prior to the AGM.
Circulation of a summary of the procedures governing voting at AGM	A summary of the procedures governing voting at the AGM is provided in the proxy form, which is circulated to shareholders fifteen working days prior to the AGM.
<b>C.2 – MAJOR TRANSACTIONS</b>	
Disclosure of major transactions	The Company's strategic actions and their potential impact have been discussed in the following sections of the Annual Report. <ul style="list-style-type: none"> <li>● Chairman's Review pages 10 - 11</li> <li>● Managing Director's Review pages 12 - 13</li> <li>● Management Discussion &amp; Analysis pages 24 - 32</li> </ul>
Disclosure of major transactions which affect the net value of the Company's assets	During the year, Company has not engaged in or committed to a "Major Transaction", involving the acquisition, sale or disposition of greater than half of the net value of the Company's assets or transaction which has or is likely to have the effect of the company acquiring obligations and liabilities.
<b>D – ACCOUNTABILITY AND AUDIT</b>	
<b>D.1 – FINANCIAL REPORTING</b>	
Presentation of balanced & understandable assessment of the Company's position	The Directors have taken all reasonable steps in ensuring the accuracy and timeliness of published information and in presenting true and balanced assessment of the Company's position.
Presentation of interim and other price-sensitive public reports to regulators & statutory bodies.	All material and price sensitive information about the Company is promptly communicated to the Colombo Stock Exchange, where the shares of the Company are listed and released to the press and shareholders.
Directors' Report	The Directors' Report in relation to financial reporting is given in a separate section of the Annual Report.
Statement setting out the responsibilities of the Board for preparation of financial statements	The Board of Directors and the Management of the Company accept responsibility of the preparation of Financial Statements and the integrity and objectivity of the Financial Statements. The Statement of Directors' Responsibility is provided on page 83 which, sets out the responsibilities of the Board for preparation of financial statements.

Statement by the Auditors about their reporting responsibilities.	The Statement of Auditors is provided on page 87 which, sets out the responsibilities of the Auditors for their reporting responsibilities.
Management Discussion & Analysis	Information in the financial statements of the Annual Report are supplemented by a detailed "Management Discussion and Analysis" which explains to shareholders the; <ul style="list-style-type: none"> <li>● industry structure &amp; developments,</li> <li>● opportunities &amp; threats</li> <li>● risks and concerns</li> <li>● internal control systems and their adequacy</li> <li>● social &amp; environmental protection activities carried out by the Company</li> <li>● financial performance</li> <li>● material developments in human resource and</li> <li>● prospects for the future.</li> </ul>
Declaration of going concern of the business	The Directors are satisfied that, having reviewed the performance of the Company and forecasts for the forthcoming year, the Company has adequate resources to enable it to continue in business for the foreseeable future. For this reason, the Directors have adopted the going concern basis for the preparation of the financial statements.
Summoning an EGM if the net assets fall below half of the shareholders funds	The Directors are satisfied that the Company has sufficient resources to continue in operation for the foreseeable future. In the unlikely event that the net assets of the Company fall below a half of shareholders funds, shareholders would be notified at a specially summoned Extra Ordinary General Meeting on the proposed way forward.
<b>D.2 – INTERNAL CONTROL</b>	
Maintenance of a sound system of internal controls	The Board has the overall responsibility for maintaining the systems of internal control of the Company and for monitoring their effectiveness, while the implementation of internal control system is the responsibility of Board Audit Committee.
Annual review of the effectiveness of internal controls	<p>The internal control system focuses on key financial, operational and compliance controls. The system encompasses the policies, processes and activities that contribute to the reliability of financial reporting, the effectiveness and efficiency of operations and the compliance with laws and regulations. In 2008, continuing progress was made to further develop and improve the Company's control framework with a focus on the effectiveness of the overall control environment.</p> <p>The Company's annual business plan includes risk management considerations, as well as strategic and business direction, financial data and key indicators. During the year, the Board and the General Management Committee receive regular reports summarizing financial conditions, financial and operating performance, as compared to plan and key risk exposures.</p>

## Corporate Governance *Contd.*

	<p>Management reviews include the effective implementation of claims, underwriting, actuarial, accounting and reporting policies and procedures, as well as control activities for significant locations and company information technology systems. The Board through the Audit Committee, receives regular and if needed special reports from the Chief Financial Officer / Chief Compliance Officer, and senior management on the adequacy of the control structure in place. In addition, the external auditors regularly report their conclusions, observations and recommendations arising from their independent audit process. The reports relate to matters such as a) significant control issues, b) management’s monitoring and control systems; and c) the effectiveness of the company’s external reporting process.</p> <p>The Board Audit Committee has reviewed the effectiveness of the system of internal control operated by the Company in relation to the calendar year 2008, up to the date of the Annual Report and has reported to the Board accordingly. Issues identified by this process have been communicated to the Board and are being addressed by the Company.</p> <p>The Company has appointed MSL Management Audit Services (Private) Ltd., to carry out the functions of the Internal Audit of the Company. The Board Audit Committee has at least a Quarterly Review Meeting to review &amp; discuss audit observations &amp; recommendations relating to the preceding quarter. In the event of a necessity, arrangements are in place for any other additional meetings to be held to discuss any other matters or reports on any other assignments required by the Board Audit Committee.</p>
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### D.3 – AUDIT COMMITTEE

Establishment of formal & transparent arrangements to consider the selection & application of accounting policies, reporting & internal controls	<p>The detailed Board Audit Committee report including the areas of the establishment, composition, duties and mandate of the committee is found in the Board Audit Committee report section of the Annual Report on pages 85-86.</p>
Composition of the Audit Committee	
Duties of the Audit Committee	
Availability of written TOR	
Disclosure of names of the Board & sub committee members	

#### D.4 – CODE OF BUSINESS CONDUCT & ETHICS

Disclosure of the availability of Code of Business Conduct & Ethics

It is the Company's belief that high standards of behaviour, ethical business conduct and good business practices are required of all employees, officers and Directors. No Director, officer, manager or employee has the authority to require conduct that is in violation of the company's Code of Conduct.

Janashakthi's Code of Conduct is designed to deter wrongdoing and among other things, requires:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely and understandable disclosure in reports and documents that Janashakthi files with, or submits to the Securities and Exchange Commission of Sri Lanka, Insurance Board of Sri Lanka and in other public communications made by the Company;
- Compliance with applicable governmental laws, rules and regulations;
- The prompt internal reporting to an appropriate person or persons of violations of Janashakthi's standards and policies; and
- Accountability for adherence to the standards and policies.

This Code of Conduct and Janashakthi's other policies and procedures are applicable to all officers (including the senior officers of the Company) and employees and to the extent appropriate, all Directors of Janashakthi.

#### D.5 – CORPORATE GOVERNANCE DISCLOSURES

This report follows the recommended structure outlined by the Directive of the Code of Best Practice on Corporate Governance issued by the Institute of Chartered Accountants of Sri Lanka.

The Combined Code of Corporate Governance sets out guidance in the form of principles and provisions on how companies should be directed and controlled to follow good Corporate Governance practice. Securities and Exchange Commission of Sri Lanka requires companies listed in Sri Lanka to disclose how they have applied its principles and whether they have complied with its provisions throughout the accounting year. Where the provisions have not been complied with, companies must provide an explanation for this.

It is the Board's view that the Company has been fully compliant with the provisions set down in Corporate Governance Code of Best Practices issued by the Institute of Chartered Accountants of Sri Lanka and the Rules for Corporate Governance for Listed Companies issued jointly by the Institute of Chartered Accountants of Sri Lanka and the Securities and Exchange Commission throughout the accounting period under review.

## Corporate Governance *Contd.*

### Implementation of Self Governance Initiatives to enhance overall Corporate Governance

In order to ensure a sound system of Corporate Governance throughout the Company in all of its numerous short term and long term activities, the Board has instituted and set up a series of committees at Board and at management level to monitor, review and enhance accountability and control across the range of activities of the organization.

These Board Sub-Committees oversee the following areas:

General Management  
 Technical - General & Life  
 Investment  
 Business Development  
 Strategic Planning  
 Quality Management  
 Safety  
 Branch Audit & Investigations

### General Management Committee

Members:

Mr. Prakash Schaffter - MD/CEO  
 Ms. Dayalanie Abeygunawardena - GM - Insurance  
 Mr. Ravi Liyanage - GM - Sales & Marketing  
 Mr. Bertal Pinto-Jayawardena - GM - Finance & Planning  
 Mr. Gamini Peiris - GM - HR & Administration  
 Ms. Shani Ranasinghe - DGM - General Insurance - Head Office

The Board has delegated administrative, financial and operational control of the activities of the company to the General Management Committee.

The Committee meets once every two weeks and lays down limits of authority for decision-making. Where it is required, the approval of the Board is obtained by submission of Board papers. The Board subsequently ratifies all major decisions of the committee.

### Technical Committees

The Board has appointed two separate Technical Committees to provide advice on all technical aspect of operations and ensure compliance with tariffs and industry norms. These committees keep the Board updated on the latest market information and trends, provide guidance on the pricing policies of the Company's products and keep the Company abreast of pricing reviews.

1. General Insurance - Technical Committee
2. Life Insurance - Technical Committee

### General Technical Committee

Ms. Dayalanie Abeygunawardena - GM - Insurance  
 Mr. Shelton Seneviratne - DGM - Life & Branch Servicing

Ms. Shani Ranasinghe - DGM - General Insurance - Head Office  
 Mr. S. Thananchayan - AGM - Full Option  
 Mr. Marlon Peter - DGM - Auto Centre  
 Mr. Hemanthe Dambadeniya - Senior Manager - Survey  
 Ms. Premila Thambar - Senior Manager - Non Motor Claims  
 Mr. Thusitha Nandasiri - Manager - Broker Servicing  
 Ms. Lakshmi Thenuwara - Assistant Manager - Non Motor Claims  
 Ms. K G Yamuna - Senior Manager - Branch Servicing  
 Mr. Shehan Motha - Senior Manager - Technical  
 Mr. Indrajee Goonatileke - Manager - Technical  
 Ms. Pushpakanthi Gunasekera - Manager - Reinsurance  
 Mr. Sarath Deveraja - Manager - Full Option  
 Ms. Preethie Abeyesekera - AGM - Legal  
 Mr. Umesh Jeyaramachandran - Manager - Head Office Processing  
 Mr. Udharma Dharmawimala - Assistant Manager - Insurance  
 Ms. Fathima Ahmeer - Senior Executive - Insurance

### Life Technical Committee

Ms. Dayalanie Abeygunawardena - GM - Insurance  
 Mr. Shelton Seneviratne - DGM - Life & Branch Servicing  
 Ms. Dilicia Weliwita - Manager - Life  
 Ms. Sriyonie Mendis - Manager - Life Claims & Servicing  
 Mr. Jayantha Halloluwa - Senior Assistant Manager - Life Underwriting  
 Mr. S. Dharmakeerthi - Assistant Manager - Group Underwriting  
 Mr. S. Karunachandra - Assistant Manager - Life Underwriting  
 Ms. L. Jayaratne - Assistant Manager - Life Claims

### Investment Committee

Members:

Mr. Ramesh Schaffter - Director  
 Mr. Bertal Pinto-Jayawardena - GM - Finance and Planning  
 Mr. P. Pavalachandran - Senior Manager - Finance  
 Mr. Arshad Hasanali - Senior Manager - Investments

This committee has the responsibility of setting guidelines for investment of the Company's assets and finances, ensuring that all investments earn the optimum return to the Company and comply with all statutory requirements.

### Business Development Committee

All members of General Management Committee are also members of this Committee that meet every alternate week.

Senior management members are invited to attend this meeting as deemed necessary.

This Committee reviews inter alia the following:

- Operational performance against laid down Key Performance Indicators and Business Performance Plan monthly targets and goals.
- Presentations analyzing Key Performance areas, including in depth Product Management Reviews, Customer and Market Surveys.
- New Product Initiatives and other business development proposals.
- New Business Opportunities.

#### Strategic Plan Review & Implementation Committee

This Committee includes members of the General Management Committee and the following additional members of the Management Team;

Mr. Shelton Senevirathne - DGM - Life & Branch Servicing  
 Mr. Marlon Peter - DGM - Auto Centre  
 Mr. Thilak Vithanage - AGM - Information Technology  
 Mr. S Thananchayan - AGM - Full Option  
 Mr. Lalith Munasinghe - AGM - Human Resource Development  
 Mr. P Pavalachandran - Senior Manager - Finance  
 Mr. Shankanada Yapa Abeywardene - Manager - Finance  
 Ms. Sumithra Sivasubramaniam - Manager - MIS, Taxation & Compliance  
 Ms. Harini Alwis Mallikarachchi - Senior Assistant Manager - Budgetary Control & Strategic Planning  
 Mr. Rohan Wijesinghe - Manager - Human Resource Management  
 Mr. Sanath Senanayake - Senior Manager - Customer Relations Management

This Committee has the responsibility of ensuring that the Strategic Plan 2008 – 2012 is implemented.

Quarterly Performance Review meetings are held for this purpose, to ensure that the objectives and goals set out in the plan to enhance the success of the Company and a very high standard of Corporate Governance are achieved.

#### Quality Management Review Committee (Life & General Operations)

The Committee is appointed from the Executive grades and above of Life Operations and General operations and its other support services. The current Committee Members are as follows;

Prakash Schaffter	MD/CEO
Dayalanie Abeygunewardena	GM - Insurance
Ravi Liyanage	GM - Sales & Marketing

Gamini Peiris	GM - HR & Administration
Shani Ranasinghe	DGM - General Insurance - Head Office
Shelton Senevirathne	DGM - Life & Branch Servicing
Lalith Munasinghe	AGM - Human Resources Development
Preethie Abeyesekera	AGM - Legal
Thilak Vithanage	AGM - Information Technology
S. Thananchayan	AGM - Full Option
Shehan Motha	Senior Manager - Technical
K G Yamuna	Senior Manager - Branch Servicing
Sanath Senanayake	Senior Manager -Customer Relations Management
Hemanthe Dambadeniya	Senior Manager - Motor Surveys
Pramila Pathmanathan	Senior Manager - Non Motor Claims
Keerthi Delwatte	Senior Manager - Audit & Investigations
Rohan Wijesinghe	Manager - Human Resource Management
Dilicia Weliwita	Manager - Life Operations
Thusitha Nandasiri	Manager - Broker Servicing
Umesh Jeyaramachandran	Manager - Head office Processing
Pushpakanthi Gunsekera	Manager - Reinsurance
Hasinda Fernando	Senior Executive - Human Resource Development
Jayantha Tissera	Manager - Administration
Nilupul Chandrasena	Manager - Research
Malar Chandrasekaran	Zonal Manager - Central Zone

The Quality Management Review Committee meets every 3 months in order to;

- monitor the Company's Quality Management procedures and practice with reference to Life & General Operations
- make recommendations to Management on possible improvements to these same procedures and practice

#### Safety Committee

The Safety Committee meets on the 2nd Friday of every month to

- monitor the Company's premises, procedures and practice to ensure that adequate safety standards are being maintained for the greater protection of the Company's staff and customers.
- make recommendations to Management on possible improvements to security of premises, procedures and practice.

The Committee is appointed from all grades of the Company. The current Committee Members are;

Ajith Nathaniels	Manager - Administration
Jayantha Thisera	Manager - Administration
Sajeewa Rupasinghe	Senior CRO Administration

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Chamal Samarawickrama	Senior Assistant Manager - Insurance
Chamith Wadumulla	Assistant Manager - Internal Audit
Prasad Sirinayake	Manager - IT Systems Administrator
Samitha Thilakarathna	Assistant Manager - Insurance
Umesha	Manager - Head Office Processing
Jeyaramachandran	
Manjula Senadeera	Executive - HRM
K. G. T. Manohari	Senior Executive - Insurance
Manesh Perera	Assistant Manager - Portfolio
Harindrani Bowatte	Senior Executive - Legal
Randima Pathirana	Insurance Assistant
Sidoni Jackie	Secretary - Administration
Melroy Perera	Executive - Customer Relations Management

### Branch Audit and Investigations

The Company also has a dedicated team assigned to carry out inquiries and investigations into any matter that may be drawn to the Management's attention in relation to any area of operations.

In addition, this Unit also carries out regular Audits of all Branches across the Country.

An important innovation implemented since 2007, has been the allocation of a Risk Grading for each Branch Audit that is carried out. This in turn is based on a Risk – Based Audit procedure that is carried out at each Branch location.

This initiative has significantly assisted that Organization in improving the quality of operation of Systems & Controls across the Organization.

### Corporate Governance through Adherence of Compliance Requirements

Statement / Report	Regulatory Body	Relevant Act	Level of Compliance
Motor Levy	Commissioner General of Motor Traffic	Finance Act	Complied
SRCC/TC/FUND	Ministry of Finance	Cabinet Memorandum	Complied
Road Safety Fund	National Council of Road Safety	Gazette No: 1368 / 18 - 2004.11.24	Complied
Returns to IBSL (Quarterly / Annual / Further Returns/Actuarial Returns/Circular 18)	Insurance Board of Sri Lanka	Regulation of Insurance Industry	Complied
Annual Fee to IBSL	Insurance Board of Sri Lanka	Regulation of Insurance Industry	Complied
Remittance of CESS	Insurance Board of Sri Lanka	Regulation of Insurance Industry	Complied
Reinsurance Arrangements to the Controller.	Insurance Board of Sri Lanka	Regulation of Insurance Industry	Complied
Copy of Register of Insurance Agents Registered with JIPLC	Insurance Board of Sri Lanka	Regulation of Insurance Industry	Complied
VAT	Commissioner General of Inland Revenue	Value Added Tax Act	Complied
Stamp Duty	Commissioner General of Inland Revenue	Stamp Duty Act	Complied
WHT	Commissioner General of Inland Revenue	Inland Revenue Act	Complied
PAYE TAX	Commissioner General of Inland Revenue	Inland Revenue Act	Complied
E S C	Commissioner General of Inland Revenue	Economic Service Charges Act	Complied
Income Tax	Commissioner General of Inland Revenue	Inland Revenue Act	Complied
Social Responsibility Levy	Commissioner General of Inland Revenue	Inland Revenue Act	Complied
CSE Half Yearly Returns	Securities & Exchange Commission	CSE Requirement	Complied
Anti-Money Laundering Statements	Financial Intelligence Unit - Central Bank of Sri Lanka	Financial Transactions Reporting Act No 6 of 2006	Complied
EPF & ETF	Central Bank of Sri Lanka / ETF Board	EPF & ETF Act	Complied
Renewal of Insurance License with Commissioner for Workmen's Compensation	Commissioner General for Workmen's Compensation	Workmen's Compensation Ordinance	Complied
Legal Interest	Monetary Board	Civil Procedure Code	Complied
Annual Return to the Registrar of Companies	Registrar of Companies	Companies Act	Complied
Maintenance of Registers (Registers of Charges, Directors, Shareholder Minutes, Directors' Interest & Minutes of meetings held)	Registrar of Companies	Companies Act	Complied