



# DIRECTORS' REPORT

**Bismillahir Rahmanir Rahim**

**Dear Shareholders**

**Assalamualaikum**

On behalf of the Board of Directors of Simtex Industries PLC., I welcome you all to the 17<sup>th</sup> Annual General Meeting. It is a pleasure to present you the Audited Financial Statements of the Company for the year ended June 30, 2024, Auditors' Report and the Directors' Report thereon along with Company's performance and other matters in terms of Companies Act, 1994, Listing Regulations of DSE and CSE, the guidelines issued by Bangladesh Securities and Exchange Commission (BSEC), International Financial Reporting Standards, International Accounting Standards, and other applicable rules and regulations.

## Background

Simtex Industries PLC. was incorporated with the Registrar of Joint Stock Companies and Firms (RJSC) on May 29, 2007 and was converted to a Public Limited Company on November 15, 2012 under the Companies Act, 1994. The Company floated for Initial Public Offering of shares in July 2015 which was fully subscribed and issued. The Company was listed with Dhaka Stock Exchange Limited (DSE) on November 03, 2015 and Chittagong Stock Exchanges Limited (CSE) on 29 October 2015. The Authorized capital of the company is Tk. 1,000 million and paid-up capital Tk. 795.95 million.

## Revenue

You are aware that the Company is a 100% deemed exporter, engaged solely in the business of manufacturing of Sewing Thread used in the export-oriented garments industry. The turnover of the Company saw a 11.64% rise as compared to the previous year, with its value standing at Tk. 166.55 crore and showing net profit after tax 6.81 crore for the year ended on June 30, 2024.

The operating financial results of the Company for the year 2023-2024 as compared to previous year are summarized hereunder:

Particulars	2023-2024	2022-2023
Turnover	1,665,507,318	1,491,911,950
Gross Profit	290,904,508	255,395,401
Financial Expenses	84,112,970	76,878,322
Other Income	3,461,598	1,848,644
Net Profit Before Tax (NPBT)	84,809,333	82,509,443
Provision for Taxation	16,710,933	17,246,402
Net Profit After Tax (NPAT)	68,098,400	65,263,041
Gross Margin (Turnover)	17.47%	17.12%
Net Margin Before Tax	5.09%	5.53%
Net Margin After Tax	4.09%	4.37%
Earnings Per Share (EPS) BDT.	0.86	0.82
Number of Shares used to compute EPS	79,595,381	79,595,381

The company has been operating in the market for a long time with reputation and commitment. With long experience in sewing thread manufacturing, we are confident in our belief that we can retain our reputation as a quality manufacturer and one of the market leaders in this field.



## Segment Reporting

The company operates in only one segment, which is the manufacturing of Sewing Thread through the process of Dyeing & Conning/Winding.

## Risk and concerns

Changes in the existing global or national policies can have either positive or negative impacts for the Company. Any scarcity, or price hikes of raw materials due to changes in strategies in the international market, or politics, or even fluctuations in monetary exchange rates can lead to higher manufacturing expenses, and reduction in profitability. The performance of the Company may also be affected negatively by the political and economic instability both globally and in Bangladesh.

Similarly, risk factors of the industry depend on the Government policies as well. However, Garments being the major foreign currency earner have always enjoyed special consideration from all the successive governments, and we expect that it will continue to enjoy similar care and consideration from policymakers in the future. In the same way, sewing thread industry will also enjoy this benefit.

As we navigate the ongoing economic challenges stemming from the geopolitical tensions in many western countries and global markets, particularly in the Ready-Made Garment (RMG) sector, continue to face recessionary pressures. The likelihood of these conditions persisting remains high, with little indication of immediate improvement.

In light of these challenges, our path to sustainability will hinge on two critical strategies:

**Enhancing Efficiency:** We are committed to optimizing our operational strategies to ensure maximum productivity and resource utilization.

**Cost Control:** Rigorous cost management strategies will be essential to withstand the current economic climate and maintain our competitive edge.

Additionally, we recognize the importance of expanding our reach. Our focus will include actively pursuing new customers, boosting nominations, and exploring untapped markets to diversify our revenue streams.

By adopting these strategies, we aim to navigate this turbulent period and position ourselves for future growth.

## A comparative position on cost of goods sold, gross margin and net profit margin

Profit from Operation	2023-2024		2022-2023	
	Amount	Percentage	Amount	Percentage
Turnover	1,665,507,318	100%	1,491,911,950	100%
Cost of Goods Sold	1,374,602,810	82.53%	1,236,516,549	82.88%
Gross Profit	290,904,508	17.47%	255,395,401	17.12%
Net Profit for the year	68,098,400	4.09%	65,263,041	4.37%

## Discussion on scope of extraordinary gain or loss

Extraordinary gains or losses refer to infrequent and unusual gain or loss and which is not part of the Company's ordinary/day to day operations. As for the Company, there was no such gain or loss during the year under reporting.

## Related party transactions

Related party transactions are presented in Note No. 38 of the notes to the financial statements.



### Significant variance of financial statements

During the year 01 July 2023 to 30 June 2024 there has been reasonable growth in operational revenue and other income. On the other hand, operational expenses and financial expenses have increased proportionally. However, "Net Profit After Tax and Earnings Per Share (EPS)" showed positive growth.

Sales and cash collection showed a satisfactory trend than last year, but payment to suppliers has been significantly on higher side, all these have resulted decrease in "net operating cash flows per share (NOCFPS)".

### Investment Planning

Company is pursuing with a prudent plan for investment in capital assets and working capital very cautiously in the best interest of the company only.

### Compliance of Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018:

#### Board Size

The number of members in the Board of Directors of the Company is 6 (Six) including 2 (Two) Independent Directors in line with notification given by Bangladesh Securities and Exchange Commission.

#### Independent Directors

Pursuant to receiving the consent of the Bangladesh Securities and Exchange Commission and in compliance with the Commission's regulations in this regard, the Board of Directors have appointed two Independent Directors:

#### 1. Mr. Md. Abdul Haque Sarder FCS, FCA

The Board of Directors has appointed Mr. Md. Abdul Haque Sarder FCS, FCA as an Independent Director of the company on October 28, 2024 for a period of three years from 28.10.2024 to 27.10.2027 in accordance with the BSEC Corporate Governance Guidelines, which was approved and will be ratified in our forthcoming 17<sup>th</sup> Annual General Meeting of the company.

#### 2. Mr. A. T. M. Sarrowar Kamal Chowdhury

The Board of Directors has appointed Mr. A. T. M. Sarrowar Kamal Chowdhury as an Independent Director of the company on October 28, 2024 for a period of three years from 28.10.2024 to 27.10.2027 in accordance with the BSEC Corporate Governance Guidelines, which was approved and will be ratified in our forthcoming 17<sup>th</sup> Annual General Meeting of the company.

#### Qualification of Independent Directors

##### Mr. Md. Abdul Haque Sarder FCS, FCA

Mr. Md. Abdul Haque Sarder FCS, FCA is a Fellow Member of the Institute of Chartered Secretaries of Bangladesh (ICSB). He became a qualified Chartered Secretary and became a member of the institute in 2003. Mr. Sarder is a Fellow Member of the Institute of Chartered Accountants of Bangladesh (ICAB). He qualified as a Chartered Accountant and became a member of the Institute in 2004. Mr. Md. Abdul Haque Sarder FCS, FCA is a practicing Chartered Accountant at Sarder Murshed & Co. Chartered Accountants, as one of its Managing Partners.

Mr. Sarder obtained his Bachelors of Commerce from Dhaka City College in 1983. He obtained his Masters of Commerce degree in Management from the University of Dhaka in 1989.

He worked as a Sr. General Manager in X Index companies from November 2020 to December 2021. Prior to that, he was working as a CFO of Julphar Bangladesh Limited (a sister concern of Julphar UAE). He was in practice as a Public Accountant as a Senior Partner under MASH Haque, Chartered Accountants. He also worked at Syngenta Bangladesh Limited, a Switzerland based agriculture company, from May 1989 to June 2007 in various positions, finally serving as the company's Finance Director and Company Secretary.

##### Mr. A. T. M. Sarrowar Kamal Chowdhury

Mr. A. T. M. Sarrowar Kamal Chowdhury obtained his Masters of Commerce in Accounting from the University of Chittagong in 1993. He completed his Articleship from Aziz Halim Afzal & Co. Chartered Accountants in 1987. Currently,



he is serving as the Finance Director at M/s BizzCrop International since 2019. Previously, he was the Finance Controller at Sea Pearl Beach Resort & Spa Limited (2018-2019) and at Sena Hotel Development Limited, owner of the Radisson Hotels in Dhaka and Chittagong (2007-2017). His career began at Berger Paints Bangladesh Limited, where he gained valuable insights that contributed to his success in Finance and Management. Mr. Chowdhury's diverse experiences and leadership roles reflect his dedication to the industry.

#### **Chief Financial Officer (CC), Company Secretary, Head of Internal Audit**

As per Corporate Governance Code of BSEC, the company has allocated the responsibilities to the officials as follows:

Chief Financial Officer (CC)	: Mr. Kh. Md. Tariqul Islam
Company Secretary	: Mr. Saikh Bin Abedin
Head of Internal Audit	: Mr. Kobirul Islam (CA CC)

#### **Audit Committee**

The Audit Committee, as a sub-committee of the Board, has been constituted with two Independent Directors and one Director as members. The Chairman of Audit Committee is Mr. Mr. Md. Abdul Haque Sarder FCS, FCA who is an Independent Director. The Company Secretary acts as Secretary to the Audit Committee. This Committee assists the Board of the Company in ensuring that the financial statements reflect accurate and fair view of the affairs of the Company. The Audit Committee is responsible to the Board of Directors with its roles and responsibilities clearly set forth. The roles and functions of the Audit Committee have been stated in the Annual Audit Committee Report which is annexed herewith.

#### **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee (NRC), a sub-committee of the Board of Directors, has been constituted with one non-executive director and two independent directors, among them an independent director serving the role of chairman of the committee.

The Company Secretary acts as Secretary to the Committee. The Nomination and Remuneration Committee assists the Board in the formulation of the nomination criteria and policies for determining qualifications, positive attributes, experiences, and independence of Directors and top-level executives, as well as policies relating to the formalities in considering the remuneration of the Directors and top-level Executives of the Company. The NRC is responsible to the Board of Directors with its roles and responsibilities are clearly set forth. Since the Corporate Governance Code has been adopted on June 03, 2018, the Company has been taking the necessary steps to be under compliance of it.

#### **External Statutory Auditors**

The Bangladesh Securities and Exchange Commission guidelines are being strictly followed in engaging statutory Auditors for the Company.

#### **Maintaining a Website**

The company has been maintaining an official website ([www.simtexgroup.com](http://www.simtexgroup.com)) that is linked with the websites of the stock exchanges.

#### **Subsidiary Company**

The company has no subsidiary company whatsoever.

#### **Duties of CEO and CFO**

The provisions of Bangladesh Securities and Exchange Commission regulations have been complied as reflected in the Annual Report.

#### **Directors' Appointment and Re-Appointment**

With regard to the appointment, retirement and re-appointment of directors, the company governed by its Articles of Association, the Companies Act, 1994 and other related regulation.

- i. Accordingly, the following Director(s) of the Board will retire at the next Annual General Meeting, and they will be eligible for re-appointment through election in the AGM:

Mr. Md. Hafizur Rahman  
Director



- ii. Approval of inclusion of Mr. Md. Hafizur Rahman as Nominated Director of Simtex Industries PLC., on behalf of M/S Arcturus Limited.

Mr. Md. Hafizur Rahman  
Director

- iii. Approval of the appointment of the following Independent Directors in the Board of Simtex Industries PLC.

1. Mr. Md. Abdul Haque Sarder FCS, FCA
2. A.T.M. Sarwar Kamal Chowdhury

The Bangladesh Securities And Exchange Commission (BSEC) has accorded its consent to the appointment of Mr. Md. Abdul Haque Sarder FCS, FCA and Mr. A.T.M Sarwar Kamal Chowdhury as Independent Directors, subject to the appointment by the Board and approval by the shareholders in the Annual General Meeting of the Company.

### Shareholding pattern

The shareholding of directors at the end of 30 June, 2024 is shown as below:

	Name of the shareholders	Position	Shares held	%
a.	Parent/Subsidiary/Associated companies and other related parties	Nil	Nil	Nil
b.	Directors, Managing Director, Company Secretary, Chief Financial Officer (CC), Head of Internal Audit and Compliance and their Spouse and Minor Children:			
	Mr. Neaz Rahman Shaqib	Managing Director	5,420,955	6.81%
	Excel Farmganic Limited (Represented by: Mr. Md. Ayub Ali and Mr. Md. Hafizur Rahman)	Nominated Director	3,184,000	4.00%
	Arcturus Limited (Represented by: Mr. Md. Hafizur Rahman)	Independent Director	1,601,000	2.01%
	Mr. Md. Abdul Haque Sarder FCS, FCA	Independent Director	Nil	Nil
	Mr. A. T. M. Sarwar Kamal Chowdhury	Independent Director	Nil	Nil
	Mr. Kh. Md. Tariqul Islam	Chief Financial Officer (Current Charge)	Nil	Nil
	Mr. Saikh Bin Abedin	Company Secretary	Nil	Nil
	Mr. Kobirul Islam	Head of Internal Audit	Nil	Nil
c.	Executives	-	Nil	Nil
d.	Shareholders holding 10% or more voting interest in the Company	Mr. Md. Siddiqui Rahman	14,778,996	18.57%

### Directors involved in other Companies:

Sl.	Name	Position in SIL	Involved in Other Company	Position
1	Mr. Neaz Rahman Shaqib	Managing Director	-	-
2	Mr. Md. Hafizur Rahman	Nominated Director	-	-
3	Mr. Md. Hafizur Rahman	Nominated Director	-	-
4	Mr. Md. Ayub Ali	Nominated Director	-	-
5	Mr. Md. Abdul Haque Sarder FCS, FCA	Independent Director	-	-
6	Mr. A. T. M. Sarwar Kamal Chowdhury	Independent Director	-	-

### Board Meeting and Attendance

11 (Eleven) nos. of Board of Directors Meeting were held during the year. The attendance record of the directors is as given below:



Name of Directors	Meeting Held During His/Her Duration	Attendance
Mr. Md. Hafizur Rahman	11	11
Major General (retired) Dr. Md Sarwar Hossain	11	11
Mr. Neaz Rahman Shaqib	11	11
Mr. Sharif Shahidul Islam	6	4
Mr. Md. Nazmus Sakeve Jugbhery	6	4
Mr. Shah Md. Asad Ullah	11	11
Mr. Md. Ayub Ali	5	4
Mr. Md. Hafizur Rahman	4	4
Mr. Md. Abdul Haque Sarder FCS, FCA	-	-
Mr. A. T. M. Sarwar Kamal Chowdhury	-	-

Note:

- i. The Bangladesh Securities and Exchange Commission (BSEC) has declined to provide consent in respect of appointment of Major General (retired) Dr. Md Sarwar Hossain and Mr. Shah Md. Asad Ullah as Independent Director by issuing letter under reference no. BSEC/ICA/CG/2023/137/Part-1/272 dated September 24, 2024 and the same has been duly complied by the Simtex Industries PLC.
- ii. The Bangladesh Securities and Exchange Commission (BSEC) accorded its consent to the appointment of Mr. Md. Abdul Haque Sarder FCA, FCS and Mr. A.T.M. Sarwar kamal Chowdhury as Independent Directors by issuing Letter under reference no. BSEC/ICA/CG/2023/Part-1/328 dated October 28, 2024 for which they could not join in any Board meeting during the year 2023-2024.

#### Directors' remuneration

Directors' remuneration is shown in the note no. 25 and 38 of the notes to the Financial Statements.

#### Statement of Directors on Financial Reports

In accordance with the Bangladesh Securities and Exchange Commission Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June, 2018; the Directors are pleased to confirm the following:

- a) The financial statements together with notes thereon have been drawn up in conformity with the Companies Act, 1994 and The Securities and Exchange Rules, 1987. These statements present fairly the Company's state of affairs, the result of its operations, cash flows and changes in equity.
- b) Proper books of accounts of the company have been maintained.
- c) Appropriate accounting policies have been applied consistently in preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment.
- d) International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) as applicable in Bangladesh, have been followed in the preparation of the financial statements.
- e) Minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress.
- f) The system of internal control is sound and being implemented and monitored effectively.
- g) No bonus shares or stock dividend has been or shall be declared as interim dividend.
- h) Management discussion and analysis signed by Managing Director presenting detailed analysis of the Company's position and operations along with a brief discussion on changes in the financial statements given at Page No. 30.
- i) The key operating and financial data for the last five years given at Page No. 31.

#### Going Concern

While approving the financial statements, the directors have made appropriate inquiries and analysis of the significant financial result, as well as other indicators for enabling them to understand the ability of the Company to continue its operation for a foreseeable period. Directors are convinced and have a reasonable expectation that the Company has adequate resources to continue its operation consistently for the foreseeable future. Therefore, the Company adopted the going concern basis in preparing the financial statements.



### **Significant deviation of Operating Result**

During the year 01 July 2023 to 30 June 2024 there has been reasonable growth in operational revenue and other income. On the other hand, operational expenses and financial expenses have increased proportionally. However, "Net Profit After Tax and Earnings Per Share (EPS)" showed positive growth.

Sales and cash collection showed a satisfactory trend than last year, but payment to suppliers has been significantly on higher side, all these have resulted decrease in "net operating cash flows per share (NOCFPS)".

### **Dividend Policy**

The Board of Directors has established a dividend policy, which forms the basis for the proposals on dividend payments that it makes to the Shareholders taking into consideration the business performance of the Company and its strategic initiatives. The Board believes that it is in the best interest of Simtex Industries PLC., to draw up a long-term and predictable dividend policy. The Board has approved the following dividend policy:

Important highlights of the Dividend Distribution Policy are as follows:

#### **Procedure for payment of dividends**

Dividend would be recommended by the Board of Directors based on the Audited Financial Statements of the Company. All requisite approvals and clearances, where necessary shall be obtained before the declaration of dividend. Dividend shall be approved by the Shareholders at the Annual General Meeting (AGM) on the basis of recommendation of the Board of Directors, but no dividend shall exceed the amount recommended by the Directors. No dividend shall be paid from any source outside of the Company's Retained Earnings for the year, or any other unrealized profits. No dividend shall be declared out of the capital reserve account, or the revaluation reserve account, or any unrealized gain, or out of profit earned prior to the incorporation of the company, if any, or through reducing paid-up capital or through doing anything so that the post-dividend retained earnings become negative or a debit balance.

#### **Final dividend**

The Board of Directors of the company shall recommend final dividend for the shareholders on the basis of annual audited financial statements and declare to the shareholders who shall be entitled to such dividend. The decision about recommending or not recommending final dividend and entitlement for such dividend, if recommended, shall be taken after considering the interim dividend already distributed and cannot be changed prior to holding of the AGM. In case of declaration of stock dividend for the year, the company shall explain the reason for declaring stock dividend and utilization of such retained amount as capital (stock dividend) shall be disclosed in the annual report.

#### **Entitlement to dividend**

The Shareholders whose names would appear in the Register of the company and/or in the Depository participant (DP) on the 'Record Date' would be entitled to receive the dividend and would be eligible to join the AGM and entitled to receive the annual/final dividend.

#### **Payment of dividend**

Simtex Industries PLC., shall pay off the final dividend to the entitled shareholders, within 30 (thirty) days from the date of approval by shareholders in AGM.

#### **Cash dividend**

Cash dividend shall be distributed in the following manner and procedures:

- Within 10 (ten) days of declaration of cash dividend by the Board of Directors, an amount equivalent to the declared cash dividend payable for the concerned year shall be kept in a separate bank account of Simtex Industries PLC.
- Simtex Industries PLC., shall pay off cash dividend directly to the bank account of the entitled shareholders as available in the BO account maintained with the depository participant (DP), or the bank account as provided by the shareholders in paper form, through Bangladesh Electronic Funds Transfer Network (BEFTN).
- Simtex Industries PLC., may pay off such cash dividend through bank transfer or any electronic payment system as recognized by the Bangladesh Bank, if not possible to pay off through BEFTN.
- Upon receiving the claim on cash dividend from a stock broker or a merchant banker or a portfolio manager for the margin client or customer who has debit balance or margin loan, or as per intention of the client of stock broker or merchant banker or portfolio manager, Simtex Industries PLC., shall pay off such cash dividend to the Consolidated Customers' Bank Account (CCBA) of the stock broker or to the separate bank account of the merchant banker or portfolio manager through BEFTN.
- In case of non-availability of bank account information or if not possible to distribute cash dividend through BEFTN or electronic payment system, SIL shall issue cash dividend warrant and shall send it by post to the shareholders.



Simtex Industries PLC., shall maintain detailed information of unpaid or unclaimed cash dividend, as per BO account (number-wise or name-wise or folio number-wise) of the shareholders, and shall also disclose the summary of afore-said information in the annual report and shall also report in the statements of financial position (Quarterly/annually) as a separate line item 'Unclaimed Dividend Account'. SIL shall publish the year-wise summary of its unpaid or unclaimed cash dividend in the website.

### Stock dividend

Simtex Industries PLC., shall credit stock dividend directly to the BO account or issue the bonus share certificate of the entitled shareholders, as applicable, within 30 (thirty) days of declaration or approval or record date, as the case may be, subject to clearance of the exchange(s) and the Central Depository Bangladesh Limited (CDBL). SIL shall follow the provisions of Regulation 46 of the Depository Regulation, 2003 for issuance of bonus shares. SIL shall maintain a Suspense BO Account for undistributed or unclaimed stock dividend or bonus shares and shall also follow the under mentioned procedures for ensuring the rightful ownership:

- Simtex Industries PLC., shall send at least 3 (three) reminders to the entitled shareholders.
- The Suspense BO Account shall be held under Block Module and such undistributed or unclaimed stock dividend or bonus shares shall not be transferred in any manner except for the purpose of allotting the bonus shares as and when the allottee approaches to the issuer.
- Any corporate benefit in terms of shares accrued on such undistributed or unclaimed stock dividend or bonus shares shall be credited to the Suspense BO Account.
- SIL shall, upon receiving application from the allottee and after proper verification of identity and his entitlement, credit the bonus shares lying with the Suspense BO Account to the BO account of the allottee, or issue bonus shares to the allottee, as applicable, within 15 (fifteen) days of receiving application with an intimation to the Bangladesh Securities and Exchange Commission (BSEC) and Dhaka Stock Exchange Limited (DSE) and Chittagong Stock Exchange Limited (CSE).
- Any voting rights on such undistributed or unclaimed stock dividend or bonus shares shall remain suspended till the rightful ownership claim of the shareholders is established.

### Payment of unclaimed or unpaid cash dividend and stock dividend

Simtex Industries PLC., shall not forfeit any unclaimed cash dividend or stock dividend till the claim becomes barred by the law of land in force. SIL shall follow the rules & regulations of the regulators issued from time to time regarding payment of unclaimed or unpaid cash dividend and stock dividend to the entitled shareholders. As per BSEC's requirements we have already transferred the unclaimed or unpaid dividend amount to the CMSF recently. A list of the shareholders by name has been uploaded to our company official website.

### Submission of dividend distribution compliance report

Simtex Industries PLC., shall submit a dividend distribution compliance report to BSEC, DSE & CSE in a specified format issued by the regulator(s) within stipulated time of completion of dividend distribution to the entitled shareholders.

### Dividend

The Board of Directors has recommended 10% cash dividend for All Ordinary Shareholders.

Particulars	2023-2024	2022-2023
Profit available for appropriation:	Amount in Taka	Amount in Taka
Profit/loss after Tax	68,098,400	65,263,041
Un-appropriated profit brought forward from previous year	514,655,592	518,910,695
Prior Adjustment	-	-
Total Amount available for appropriation	582,753,992	584,173,735
Appropriation	-	-
Closing Retained Earning at year end (Before proposed final dividend)	582,753,992	584,173,735
Proposed Dividend for the year 2024 (10% cash dividend for All Ordinary Shareholders and in 2023 (10% cash dividend for General Shareholders and 6% cash dividend for Sponsors and Directors.)	79,595,381	54,402,286 15,115,857
Retained Earnings after proposed dividend	503,158,611	514,655,592



### Statutory Auditors

The Auditors of the Company, Habib Sarwar Bhuiyan & Co., Chartered Accountants Domino Domicillo, House-121, Flat-B1, Road-10, Block-C, Niketon, Gulshan-1, Dhaka-1212 has carried out the audit of the company for the year ended June 30, 2024. They were appointed as Statutory Auditor in 16th AGM. As per regulation 15 (2) & (3) of DSE and CSE (listing) regulations, 2015 existing auditor is eligible for re-appointment. Accordingly, the Board of Directors has recommended to appoint M/S Habib Sarwar Bhuiyan & Co, Chartered Accountants as Auditor for the year 2024-2025. Accordingly, a proposal is being placed for Shareholders' approval and fixation of their fees, in the upcoming 17<sup>th</sup> AGM to be held on December 26, 2024.

### Professionals for Compliance of Corporate Governance Code

The Board of Directors has recommended for re-appointment M/S Podder and Associates, Cost and Management Accountants, 6/A/1, Segunbagicha (Ground Floor), Dhaka-1000 as professional for Reporting on Compliance of Governance Code for the year 2024-2025 on their willingness to certify the compliance of Corporate Governance Code as issued by the Bangladesh Securities and Exchange Commission, subject to the approval by the shareholders in the 17<sup>th</sup> AGM.

### Acknowledgment

The Company expresses its sincere thanks and gratitude to the respected shareholders, valued clients, banks, and well-wishers' home and abroad for their wholehearted co-operation and active support.

We are thankful to the Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange PLC (DSE), Chittagong Stock Exchange PLC (CSE), Registrar of Joint Stock Companies & Firms (RJSC), Central Depository Bangladesh Limited (CDBL), Government and private sector organizations and many others for extending co-operation and support to our Company.

I, on behalf of the Board, also put on record my deep appreciation for the services and loyalty of the executives, officers, and employees of the Company at all levels without whom the Company could not have achieved this performance and financial gains.

Thanks, are also due to all the Directors of the Company for their excellent, sincere, and dedicated efforts in achieving the Company's result.

I, on behalf of the Board of Directors, take the opportunity to inform you that we welcome any suggestions and opinion to improve our Company's performance and financial stability.

Thanking you.

On behalf of the Board of Directors



**Mr. Md. Hafizur Rahman**  
Acting Chairman