



DIRECTORS' REPORT

DEAR SHAREHOLDERS,
ASSALAMUALAIKUM

On behalf of the Board of Directors and on my own behalf I warmly welcome all of you to the 18th Annual General Meeting of your company. The Board of Directors is pleased to take the opportunity to present you the Directors Report for the year ended 30 June 2024 according to section 184 of the Companies Act, 1994, Rule 12 (and the schedule there under) of the Securities and Exchange Rules, 1987, BSEC Order No. BSEC/CMRRCD/2006-158/207/ Admin/80 dated June 03, 2018 and IAS-1 codes as adopted by the Institute of Chartered Accountants of Bangladesh in the following paragraphs:

BANGLADESH ECONOMY

The country's Gross Domestic Product (GDP) stood a relatively healthy to 5.82 percent and the country's per capita income reaching \$2,784. The GDP growth that the country saw the last time was in FY 2001-02, which was 4.36 percent, according to data from the BBS. GDP growth was 6.03 percent in FY-23, GDP growth was 7.10 percent in FY-22, 6.94 percent in FY-21, 5.24 percent in FY-20, 8.13 percent in FY-19, 7.86 percent in FY-18 and 7.28 percent in FY-17. The country's remittance earnings increased by 10.65 percent year-on-year to \$ 23,912.22 million in the just concluded fiscal year 2023-24 with the country's foreign reserve exceeding \$ 25.37 million.

TEXTILE INDUSTRY SCENARIO:

Industrialization is a major reason for the economic development of a country. It plays a significant role in transforming the monetary structure of developing nations. Textile industry of Bangladesh is more than 500 years old. It is one of the oldest and most successful industries with its rich history.

Moreover today the developed countries are hugely dependent on the developing nations for textile and garment manufacturing. At present, Bangladesh ranks second in the world as the largest apparel producers with a \$20 billion business in which 80% is earned by exporting goods.

There are three fundamental factors which have boosted the growth of textile in Bangladesh. The country has plenty of resources, opportunities, and beneficial government policies. In Bangladesh large number of labor workers can be found. Also, natural gas and cost of energy is cheap. With huge population, labor is abundant, and Bangladesh has an advantage in producing labor intensive products.

The main reason for the development of the textile industry in Bangladesh is the hardworking labor force. They put in more working hours to complete the target. Therefore, in recent times the per capita income of the country and the standards of living of the people have improved. Secondly, the country acquired an advantageous opportunity to trade with America and the European countries in readymade garments segment.

These opportunities were supported by the government policies which sustained the growth of textile in Bangladesh. The liberal government policies promoted investments from foreign countries. The garment industry of Bangladesh is renowned and holds a major place in the world market today. The textile industry of the country has specialized textile goods, knitwear, and woven apparels. These products top in grabbing the export income for the country.

The new textile policies which have been introduced almost have no tariffs for the spinning sector. However, the imported yarns and materials have high tax rates so as to encourage the use of local fabrics and yarn production. All these factors worked together in favor of the textile development in Bangladesh. Nevertheless, in the past ten years the country has witnessed the growth of spinning industry.

PRINCIPAL ACTIVITIES:

The principal activities of the company continued to be manufacturing and marketing of yarn dyed woven fabrics to its customers. Besides that the Company also carried out yarn dyeing, solid dyeing and printing facilities business as well.

CAPACITY AND USAGE:

The company has been trying to enhance its production capacity through diversifying its investment. The comparative production capacity last three year is given below:

| Particulars | 2023-2024 | 2022-2023 | 2021-2022 | 2020-2021 | 2019-2020 |
|------------------------------------|-----------|------------|------------|-----------|-----------|
| Yarn Dyed Fabric (per day): | | | | | |
| Installed Capacity (yds) | 130,000 | 130,000 | 130,000 | 110,000 | 110,000 |
| Actual Production (yds) | 110,000 | 110,000 | 110,000 | 100,639 | 101,008 |
| Utilization | 84.62% | 84.62% | 84.62% | 91.49% | 91.82% |
| Dyed Yarn (per day): | | | | | |
| Installed Capacity | 38 ton | 38 ton | 38 ton | 32 ton | 32 ton |
| Actual Production | 28 ton | 30.80 ton | 30.00 ton | 28.63 ton | 28.50 ton |
| Utilization | 73.68% | 81.05% | 78.95% | 89.47% | 89.06% |
| Printing (per day): | | | | | |
| Installed Capacity | 27 ton | 27 ton | 24.80 ton | 12 ton | 12 ton |
| Actual Production | 23.00 | 23.00 ton | 15.00 ton | 10.87 ton | 10.80 ton |
| Utilization | 85.19% | 85.19% | 60.48% | 90.58% | 90.00% |
| Solid Dyed Fabric (per day) | | | | | |
| Installed Capacity (yds) | 80,000 | 40,000 | 40,000 | - | - |
| Actual Production per day | 62,000 | 28,000 ton | 35,000 ton | - | - |
| Utilization | 77.50% | 70.00% | 87.50% | - | - |

COST OF PRODUCTION:

A) VOLUME OF PRODUCTION (PTL STANDALONE):

(BDT In Mil)

| Particulars | 2023-24 | 2022-23 | 2021-22 | 2020-21 | 2019-20 |
|-------------------|---------|---------|---------|---------|---------|
| Production (Yds.) | 40.09 | 49.21 | 46.85 | 32.39 | 32.50 |

B) COST OF MAJOR ITEMS (PTL STANDALONE):

(BDT In Mil)

| Particulars | 2023-24 | 2022-23 | 2021-22 | 2020-21 | 2019-20 |
|-----------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| Raw Material Consumed | 6,571.28 | 5,163.71 | 3,701.25 | 2,421.98 | 2,954.84 |
| Fuel/Power etc. | 1,344.88 | 768.27 | 451.09 | 397.98 | 330.60 |
| Spare Parts | 42.73 | 42.63 | 37.59 | 21.29 | 16.28 |
| Wages and Salaries | 1,168.51 | 761.04 | 720.92 | 663.23 | 619.14 |
| Other Overhead | 772.90 | 723.37 | 889.72 | 664.42 | 697.05 |
| Product Cost | 9,900.30 | 7,459.02 | 5,800.57 | 4,168.91 | 4,617.91 |

ALLOCATION OF COST ON SALES:

(In %)

| Particulars | 2023-24 | 2022-23 | 2021-22 | 2020-21 | 2019-20 |
|----------------------------------|---------------|---------------|---------------|---------------|---------------|
| Materials consumed | 58.81 | 54.56 | 55.95 | 48.24 | 57.33 |
| Fuel & Power etc. | 12.04 | 8.12 | 6.82 | 7.93 | 6.4 |
| Wages & Salaries | 10.46 | 8.04 | 10.90 | 13.21 | 12.01 |
| Other Factory overhead | 7.30 | 8.09 | 14.02 | 13.66 | 13.53 |
| Administration & Distribution OH | 2.61 | 3.50 | 4.24 | 4.76 | 2.40 |
| Finance Cost | 6.00 | 5.09 | 4.71 | 4.27 | 4.25 |
| Others | 2.79 | 12.58 | 3.38 | 7.93 | 4.08 |
| Total | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 |

FINANCIAL RESULTS AND APPROPRIATION OF PROFIT:

(BDT In Mil)

| Particulars | 2023-24 | 2022-23 | 2021-22 | 2020-21 | 2019-20 |
|------------------------------------|----------|----------|----------|---------|---------|
| Profit before tax | 1,348.19 | 1,485.55 | 825.33 | 754.079 | 712.58 |
| Less : Provision for tax | 125.94 | 130.09 | 65.32 | 92.19 | 53.77 |
| Profit after tax | 1,221.92 | 1,310.34 | 760.01 | 661.89 | 658.81 |
| Add: | 3,217.70 | 2,422.11 | 1,860.75 | 1359.21 | 917.19 |
| Un-appropriated profit b/d | 3,217.70 | 2,422.11 | 1,860.75 | 1359.21 | 917.19 |
| Profit available for appropriation | 4,439.62 | 3,732.45 | 2,620.76 | 2021.09 | 1,576 |
| Less : | 162.83 | 162.83 | 198.64 | 160.35 | 216.80 |
| Proposed Dividend | 162.83 | 162.83 | 198.64 | 160.35 | 216.80 |
| Tax Holiday Reserve | - | - | - | - | - |
| Un-appropriated profit | 3980.04 | 3569.62 | 2,422.12 | 860.74 | 359.20 |

MARKET EXPOSURES:

The Company's marketing operations continued to emphasis on export sales over the year as depicted below:
(BDT In Mil)

| Particulars | 2023-24 | 2022-23 | 2021-22 | 2020-21 | 2019-20 |
|----------------------|-----------|----------|----------|----------|-----------|
| Sales volume (yards) | 35.16 | 47.96 | 47.45 | 33.16 | 30.47 |
| Sales Revenue (Tk.) | 10,072.44 | 8,609.80 | 6,615.53 | 5,020.71 | 5,153.731 |

CAPITAL EXPENDITURES:

In order to continuously upgrade the production facilities, the company made additional net capital expenditures of Tk. 42.02 Crore during the year which are follows:
(BDT in Crore)

| Particulars | 2023-24 | 2022-23 | 2021-22 | 2020-21 | 2019-20 |
|---------------------|--------------|--------------|--------------|--------------|--------------|
| Civil Construction | 2.91 | 5.24 | 30.93 | 10.71 | 1.84 |
| Plant & Machinerics | 23.26 | 16.73 | 21.94 | 8.40 | 6.17 |
| Other Fixed Assets | 15.85 | 28.29 | 15.95 | 19.73 | 7.13 |
| Total | 42.02 | 50.16 | 68.82 | 28.84 | 15.14 |

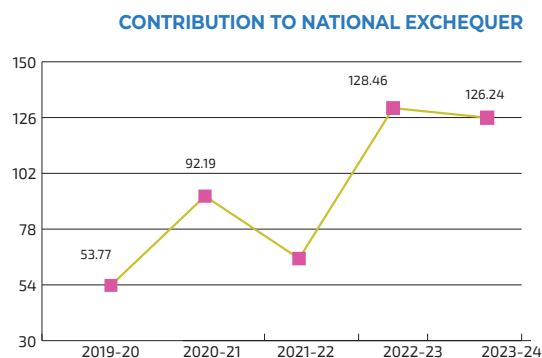
CONTRIBUTIONS:

1. CONTRIBUTION TO NATIONAL EXCHEQUER:

(BDT In Mil)

| Particulars | 2023-24 | 2022-23 | 2021-22 | 2020-21 | 2019-20 |
|------------------------------------|---------|---------|---------|---------|---------|
| Contribution to National Exchequer | 126.24 | 128.46 | 65.32 | 92.19 | 53.77 |

The contributions to the national exchequer by the company are shown graphically:



2. FOREIGN EXCHANGE EARNED/SAVED:

The company contributed substantially to the Foreign Exchange Reserve of the country from its inception through its export marketing operation. The details are given below:
(BDT in Crore)

| Particulars | 2023-24 | 2022-23 | 2021-22 | 2020-21 | 2019-20 |
|-----------------------|----------|----------|----------|----------|----------|
| Total Export Earnings | 1,007.24 | 860.98 | 661.56 | 502.07 | 515.37 |
| Import costs/expenses | (593.12) | (389.69) | (556.39) | (324.28) | (261.72) |
| Raw Materials | 503.53 | 345.78 | 454.19 | 277.58 | 252.04 |
| Capital Machinery | 89.58 | 43.94 | 102.20 | 46.70 | 9.68 |
| Net Export Earnings | 414.13 | 471.29 | 105.17 | 177.79 | 253.65 |

RESERVES:

In FY 2023-24 total reserves of the company stood at BDT 5,165.89 million where Retained earnings of the Company stood at BDT 3,980.04 million, Tax holiday reserve stood at BDT 203.62 million and holding gain reserve stood at

BDT 22.95 million against 4,249.42 million, 203.62 million and 25.95 million respectively as on the corresponding previous period.

DECLARATION OF DIVIDEND:

The board of directors has recommended 5% cash & 10% bonus i.e total 15% dividend in its meeting 28th October, 2024 for the shareholders for the year June 30, 2024 (subject to the final approval in the forthcoming AGM) whose names will be appear in depository Register of CDBL as on Record date i.e. November 19, 2024.

CREDIT RATING:

The Company promoted to AA rating in long term and ST-1 for short term with stable outlook which is rated by Alpha Credit Rating Limited (ACRL) up to 8th September, 2024.

The assigned rating indicates very strong credit quality in Long Term and strongest ability to meet short term financial commitment.

CONTRIBUTION TO CSR:

Social responsibility is an ethical framework and suggest that an entity, be it an organization or individual, has an obligation to act for the benefits of society at large. Social responsibility is a duty every individual has to perform so as to maintain a balance between the economy and ecosystem. Corporate Social responsibility (CSR) is tantamount with responsible business practices of a body corporate. An active CSR practice shall put emphasis and focus on social, environmental and economic sustainability of a body corporate. It is a form of corporate self-regulation which reflects the responsibility of it towards the impact on the society and its own prosperity. Since the inception of Paramount Textile, the company has taken a various activities for the betterment of the people as well as society. The details of the CSR and welfare activities are given in page No 108-109 of the Annual report.

HUMAN RESOURCES:

As a part of commitment to have a well trained work force, the Company has given more emphasis to develop management skills to suit today's business environment. We are given a comprehensive statement regarding our workforces in Page No-82-83 the report.

COMPLIANCE WITH LAWS AND REGULATIONS:

The Company was not engaged in any activities contravening the laws and regulations. All those responsible for ensuring compliance with the provision in various laws and regulations did so within the stipulated time.

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

(I) INDUSTRY OUTLOOK AND POSSIBLE FUTURE DEVELOPMENTS IN THE INDUSTRY:

The Industry outlook and possible future developments in the industry has shown in page no.113 in this annual report.

(II) SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

The Company is producing and marketing high quality yarn, solid dyed, woven fabrics & printed fabrics in diverse shade, quality, construction, recipes, colors etc. for its buyers to different countries. Beside from this the company also produces Knit yarn dyeing, Sweater yarn dyeing & printing fabrics as well.

Revenue generates from different source but core revenue of the Company are coming from deemed export through export oriented RMG against back to back LC. The detailed of the segment wise performance are given bellow:

(BDT in Mil)

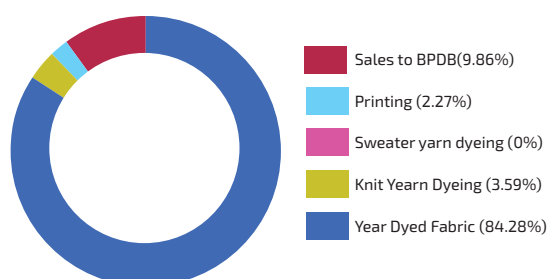
| Particulars | 2023-24 | | 2022-23 | | 2021-22 | | 2020-21 | | 2019-20 | |
|-------------------|---------|----------|---------|----------|---------|----------|---------|----------|----------|----------|
| | Growth | Tk | Growth | Tk | Growth | Tk | Growth | Tk | Growth | Tk |
| Yarn dyed fabrics | 19.08% | 9,417.59 | 32.45% | 7,908.41 | 38.92% | 5,970.66 | (3.88%) | 4,297.81 | (7.43%) | 4,471.33 |
| Knit yarn dyeing | 3.16% | 401.47 | 15.85% | 389.18 | (3.73%) | 335.92 | 6.51% | 348.94 | (21.81%) | 327.63 |

| Particulars | 2023-24 | | 2022-23 | | 2021-22 | | 2020-21 | | 2019-20 | |
|---------------------|---------------|------------------|---------------|-----------------|---------------|-----------------|----------------|-----------------|----------------|-----------------|
| Sweater yarn dyeing | - | - | - | - | - | - | - | - | - | - |
| Printing | (18.85%) | 253.38 | 1.06% | 312.23 | (17.38%) | 308.94 | 5.41% | 373.94 | (16.24%) | 354.75 |
| Sales to BPDB | 29.01% | 1,101.80 | - | 854.02 | - | - | - | - | - | - |
| Total | 18.07% | 11,174.24 | 43.05% | 9,463.81 | 31.76% | 6,615.53 | (2.58%) | 5,020.70 | (9.17%) | 5,153.73 |

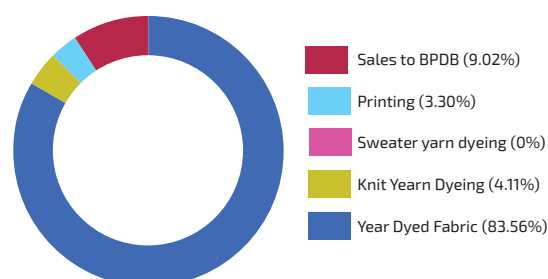
Segment wise contribution on total Revenue

| Particulars | 2023-24 | 2022-23 | 2021-22 | 2020-21 | 2019-20 |
|---------------------|----------------|----------------|----------------|----------------|----------------|
| Yarn dyed fabrics | 84.28% | 83.56% | 90.25% | 85.60% | 86.76% |
| Knit yarn dyeing | 3.59% | 4.11% | 5.08% | 6.95% | 6.36% |
| Sweater yarn dyeing | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| Printing | 2.27% | 3.30% | 4.67% | 7.45% | 6.88% |
| Sales to BPDB | 9.86% | 9.02% | - | - | - |
| Total | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% |

SEGMENT WISE REVENUE (2023-24)



SEGMENT WISE REVENUE (2022-23)



(III) RISK AND CONCERN

Paramount Textile operates as a backward linkage to the country's export oriented woven RMG manufactures. That's why; its risk is always associated with the global supply & demand chain, investment risk, intellectual property right, WTO regulation etc. Any economic downturn in the western world has a direct impact on the business, though the demand is increasing day by day from the emerging countries, Bangladesh will become a market which is very vibrant and growing every day.

Moreover, risks and concern of the industry solely depends on the Government policy as well. However, garments being major foreign currency earner always enjoyed special consideration from all the successive Governments and expectation is that it will continue in the future.

We gave a detailed discussion regarding various types of risk & the mitigating procedures of risk and action taken in line with that in Page No 152-154 of the Annual Reports.

(IV) DISCUSSION ON COST OF GOODS SOLD, GROSS PROFIT MARGIN AND NET PROFIT MARGIN:

(In Million BDT)

| Particulars | 2023-24 | 2022-23 | 2021-22 | 2020-21 | 2019-20 |
|--------------------|----------|----------|----------|----------|----------|
| Cost of Goods Sold | 8,901.07 | 7,566.84 | 5,619.90 | 4,246.96 | 4,357.66 |
| Gross Profit | 2,273.18 | 1,896.97 | 995.63 | 773.73 | 796.08 |
| Net Profit | 1,077.70 | 1,223.58 | 760.00 | 661.88 | 658.81 |

The Costs of Goods Sold increased by 17.63% compare to last year due to increase of production. Moreover, the Gross Profit also has increased by 19.83% due to increase of sales volume as a result Net Profit after Tax has decreased by 11.92% to stood BDT 1,077.70 million

(V) DISCUSSION ON CONTINUITY OF ANY EXTRA-ORDINARY GAIN OR LOSS

Extra ordinary gain occurred during the reporting period except Income from profit from Associate Company &

House Rent which are shown in Note No. 8.01, 8.001, 8.02, 8.002 & 32 of the Notes to the Financial Statements of the Company which would require to adjustment or disclosure in the financial statements

(VI) RELATED PARTY TRANSACTION

During the year the company had carried out considerable numbers of transaction in carrying out its operation with the related parties in its normal courses of business. The name of the related parties, nature of transaction as well as information about the transaction, the amount of transaction, the amount of outstanding balance at the financial year ending have been monitored, disclosed and set out in the Notes No-42 of the Notes to the Financial Statements in accordance with the provisions of BAS-24 "Related Party Disclosures".

(VII) UTILIZATION PROCEEDS FROM SECURED ZERO COUPON BOND

No Zero-Coupon Bond was made in the financial year 2022-2023

ISSUANCE OF PREFERERANCE SHARES

As on 30 June, 2023, the company has been raised the fund BDT 1,100 (One thousand one hundred) million through the issuance of fully redeemable non-convertible cumulative Preference Shares of BDT 1,500 million (One Thousand Five Hundred million only).

INVESTMENT IN DYNAMIC SUN ENERGY PRIVATE LIMITED

Dynamic Sun Energy Private Limited, 100 MW Power (AC) Grid-tied Solar PV Power Plant Project at Bhabanipur & Ratanpur Mouza, Pabna Sadar, Pabna, Bangladesh. who already got Letter of Intent (LOI) from Bangladesh Power Development Board (BPDB) dated 31st December, 2017 and estimated Commercial date of Operation (COD) is 23th March, 2024 of the said project. As a part of portfolio diversification and option to lucrative return to the shareholders, Paramount Textile PLC. acquiring 49% of total Paid-up Capital of Dynamic Sun Energy Private Ltd.

INVESTMENT IN INTRACO SOLAR LIMITED

Intraco Solar Limited, a 30 MW Power (AC) Grid-tied Solar PV Power Plant Project at Lalmonirhat, Bangladesh. who already got Letter of Intent (LOI) from Bangladesh Power Development Board (BPDB) Commercial date of Operation (COD) already done of the said project. As a part of portfolio diversification and option to lucrative return to the shareholders, Paramount Textile PLC acquiring 80% of total Paid-up Capital of Intraco Solar Limited.

CLOSURE OF BUSINESS OF PARAMOUNT BTRAC ENERGY LIMITED

A Power purchase agreement no. 10457 dated 15th October, 2018 was executed between Bangladesh Power Development Board (BPDB) and Paramount Btrac Energy Limited, a 200 MW HSD Power plant of which Paramount Textile PLC holds 49% equity has expired and BPDB has declined to extend the contract. Subsequently the management of Paramount Btrac Energy Limited has decided to shut down the plant.

(VIII) EXPLANATION IF THE FINANCIAL RESULT DETERIORATE AFTER THE COMPANY GOES FOR IPO

No IPO was made in the financial year 2023-2024

(IX) QUARTERLY GROWTH PERFORMANCES ARE SHOWN BELOW

(In Mil BDT):

| Particulars | Q1 | Q2 | Q3 | Q4 | Total |
|-----------------------|------------|------------|------------|------------|-----------|
| Revenue | 2,266.09 | 2,785.50 | 3,044.47 | 14,738.12 | 11,174.24 |
| Cost of Sales | (1,799.01) | (2,205.67) | (2,441.58) | (1,120.58) | (8901.07) |
| Gross Profit | 467.08 | 579.83 | 602.90 | 1957.60 | 2273.18 |
| Profit form Operation | 369.05 | 468.62 | 529.77 | 574.08 | 1,941.52 |
| Profit after tax | 235.87 | 293.79 | 345.39 | 202.65 | 1,077.70 |
| Total assets | 28,679.03 | 29,473.96 | 31,345.64 | 31,406.88 | 31,406.88 |
| Total Equity | 6,114.86 | 6,213.38 | 6,549.08 | 6,794.22 | 6,794.22 |
| EPS | 1.34 | 1.72 | 2.04 | 1.52 | 6.62 |
| NAV Per Share | 37.55 | 38.16 | 40.22 | 41.72 | 41.72 |
| NOCFPS | 1.35 | 3.87 | 5.15 | (2.65) | 7.72 |

There is no significant variance occurred between quarterly financial performances to Annual Financial Statements.

(X) REMUNERATION TO DIRECTORS

The remuneration of Directors including Independent Director has shown in notes no.44 in the Notes of Financial Statements of the Report.

(XI) FAIRNESS OF FINANCIAL STATEMENTS:

The Financial Statements together with the Notes thereon of the Company present true and fair view of the Company's state of affairs result of its operation, cash flows and changes in equity.

(XII) BOOKS OF ACCOUNTS:

The company has been maintaining proper books of accounts as required by the prevailing laws.

(XIII) APPROPRIATE ACCOUNTING POLICIES:

The company has been following appropriate accounting policies in formulating the financial statements and accounting estimates which are reasonable and prudent. Due to investment in associate company & fixed property the company has followed "BAS-28 Investment on Associates and Joint Venture" and "BAS-40 Investment Property" accordingly.

(XIV) APPLICATION OF IAS/BAS & IFRS/BFRS:

The company has been following International Accounting Standards (IAS) / Bangladesh Accounting Standards (BAS) / International Financial Reporting Standards (IFRS) / Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh in preparation of the financial statements and any departure there from has been adequately disclosed.

(XV) INTERNAL CONTROL:

The Company's internal control system is designed at Board, Management and individual level to provide reasonable assurance regarding the achievement of Company's objectives in respect of effectiveness and efficiency of operations, reliability of financial reporting, risk management, compliance with applicable laws, rules, regulations and Company's policies. The company has strong Internal Audit Department to ensure effective internal control mechanism. The Audit Committee always give their suggestion and recommendation for efficiently accomplishment of their work as and when required.

(XVI) MINORITY SHAREHOLDERS PROTECTION:

During the year Minority shareholders of the company have been protected from the abusive actions by, or in the interest of, controlling shareholders action either directly or indirectly through the efficient handling of management.

(XVII) GOING CONCERN

While approving the financial statements, the directors have made appropriate enquiries and analyzed the significant financial, operating as well as other indicators for enabling them to understand the ability of the company to continue its operations for a foreseeable period. The board of directors has convinced and had 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.

(XVIII) SIGNIFICANT VARIANCE OVER THE LAST YEAR'S OPERATING PROFIT

Due to increase of revenue of the company, operating profit of the company increased by 24.04% compare to last year.

(XIX) KEY OPERATING & FINANCIAL DATA

Key operating and financial data of last five years have been presented in summarized form in page no 63. to 73. in the report.

(XX) REASON FOR NOT DECLARING DIVIDEND

Not applicable

(XXI) BOARD STATEMENTS REGARDING INTERIM DIVIDEND

Company didn't declare any Bonus share or Stock dividend during the year as interim dividend.

(XXII) BOARD AND COMMITTEE MEETINGS & ATTENDANCE

During the FY-2023-24, a total of 18 (Eighteen) meetings of the board were held. Attendance by the Directors has been summarized in corporate governance report of the annual report page no. 137

(XXIII) PATTERN OF SHARE HOLDING OF DIRECTORS

The patterns of shareholdings of the Directors as on 30th June 2024 are shown in this annual report page no 60

(XXIV) DIRECTORS' APPOINTMENT, RETIREMENT & RE-APPOINTMENT

With regard to the appointment, retirement and re-appointment of Directors, the Company is governed by its Articles of Association & the Companies Act, 1994 and other related Rules & Legislations issued time to time by various Regulators. Accordingly, the following three Directors of the Board will retire from the office of the Company and Being they are eligible for re-election as per clause No: 100 of the Articles of Association of the Company, they applied for re-election in the ensuing 18th Annual General Meeting:

RESUME OF RETIRE & RE-APPOINTMENT DIRECTORS

| Name of the Director | Alock Kumar Das |
|-----------------------------|---------------------------------|
| Date of First Appointment | 12 th June, 2006 |
| Date of Last Appointment | 29 th December, 2022 |
| Date of Birth | 01 st May, 1964 |

| Name of the Director | Aparna Ghosh |
|-----------------------------|----------------------------|
| Date of First Appointment | 25 th Aug, 2010 |
| Date of Last Appointment | 20 th Mar, 2023 |
| Date of Birth | 14 th May, 1964 |

| Name of the Director | Mr. A.H.M Habibur Rahman |
|-----------------------------|---------------------------------|
| Date of First Appointment | 16 th April, 2014 |
| Date of Last Appointment | 29 th December, 2022 |
| Date of Birth | 10 th December, 1985 |

(XXV) MANAGEMENT DISSUASION AND ANALYSIS:

A detailed management's discussion and analysis is given in page no 29-32 as per condition no. 1(5)(xxv) of Bangladesh securities and Exchange Commission Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 which is signed by Managing Director of the company.

(XXVI) DECLARATION BY THE MD AND THE CFO:

The declaration by the MD and the CFO disclosed in page no. 151 of this Annual Report.

(xxvii) Reporting and Compliance of Corporate Governance:

Pursuant to the provisions of BSEC Notification No. BSEC/CMRRD/2006-158/207/Admin/80, Dated: 3rd June, 2018, the Board of Directors has appointed Suraiya Parveen & Associates, Chartered Secretaries regarding compliance of conditions of Corporate Governance Guidelines of BSEC for the financial year 2023-2024.

The Corporate Governance Compliance Audit Report is annexed herewith as Annexure-VIII The report does not contain any qualification, reservation or adverse remark. Compliance of condition under condition No. 9 is annexed herewith as Annexure-IX

MANAGEMENT APPRECIATION

I take this opportunity, on behalf of the Board of Directors, to express my heartfelt gratitude to all of our valued clients, shareholders and well-wishers home and abroad for their wholehearted co-operation and active support in discharging the responsibilities reposed on me and the Board during the year under review.

I am also giving thanks to the Registrar of Joint Stock Companies and Firms (RJSC), Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange PLC. (DSE) and Chittagong Stock Exchange PLC. (CSE), Central Depository Bangladesh Ltd. (CDBL), Government and Private Sector Organization and many others for their sincere support and whole hearted co-operation 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 workers of the company at all levels without which we could not have achieved this result.

To ensure financial security we always welcome your suggestion and opinion to improve present and future services of the company.

I now appeal to the magnanimity of valued shareholders to kindly accept and approve the Auditors' Report, Annual Audited Accounts 2023-2024 and Directors' Report placed before you.

Thanking you,

On behalf of the Board of Director



(Anita Haque Shangita)

Chairman