

# **59<sup>th</sup>**

# **ANNUAL**

# **REPORT**

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## **2022-2023**



**BANGLADESH HOTELS LIMITED**

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# BANGLADESH HOTELS LIMITED

## **LIST OF DIRECTORS:**

**MR. HABIBUR RAHMAN**  
*Chairman*

**MR. MAHBOOBUR RAHMAN**  
*Managing Director & CEO*

**MRS. HASNA KHAN**  
*Director*

**MRS. ANZUMAN AHMED**  
*Director*

**MR. HABIBUL HAQUE**  
*Independent Director*

## Corporate Management

◆◆◆ **Managing Director & CEO:**

Mr. Mahboobur Rahman

◆◆◆ **Chief Financial Officer (CFO):**

Mr. Abdul Halim

◆◆◆ **Company Secretary (CS):**

Mr. Mohsin Uddin Ahmed

◆◆◆ **Head of Internal Audit (Acting):**

Mr. Faruq Hossain

## **Top Executive**

<b>1</b>	<b>Ashiqur Rahman</b>	<b>Executive Director (Finance)</b>
<b>2</b>	<b>Anissa Rahman</b>	<b>Executive Director (HRD)</b>
<b>3</b>	<b>Arsah Rahman</b>	<b>Executive Director (Business Development)</b>
<b>4</b>	<b>Basia Rahman</b>	<b>Executive Director (MIS)</b>
<b>5</b>	<b>Bishara Rahman</b>	<b>Executive Director (Compliance)</b>
<b>6</b>	<b>Bisma Rahman</b>	<b>Executive Director (Communication)</b>

## **[Letter of Transmittal]**

All Shareholders of Bangladesh Hotels Limited.  
Bangladesh Securities and Exchange Commission.  
Registrar of Joint Stock Companies & Firms.  
Dhaka Stock Exchange Limited.  
All other Stakeholders.

**Subject: Annual Report for the year ended 2022-2023.**

Dear Sirs,

We are pleased to enclose a copy of the Annual Report together with the Audited Financial Accounts including Statement of Financial Position, Statement of Profit or Loss and other Comprehensive Income, Statement of Cash Flows and Statement of Changes in Equity for the year ended on June 30, 2023 along with notes thereon for your kind information and record.

Thanking you,



(Mahboobur Rahman)  
Managing Director

## CORPORATE DIRECTORY

### **Chairman**

Mr. Habibur Rahman

### **Managing Director**

Mr. Mahboobur Rahman

### **Director**

Mrs. Hasna Khan

Mrs. Anzuman Ahmed

### **Independent Director**

Mr. Habibul Haque.

### **Auditor**

A Wahab & Co.

Chartered Accountants

House#19, Road #13-C,

Block# E, Banani, Dhaka-1213.

Bangladesh.

### **Bankers:**

1. Janata Bank Limited, Local Office Branch, Dhaka.
2. Southeast Bank Limited, Principal Branch, Dhaka.
3. Dutch Bangla Bank Limited, Local Office, Dhaka.
4. Mutual Trust Bank Limited, Dilkusha Branch, Dhaka.

### **Registered Office**

Bangladesh Hotels Limited

1, Dilkusha C/A (4<sup>th</sup> Floor)

Dhaka-1000

### **Contact:**

Phone: +88-02-223382229

Email: [info@bangladeshhotelsltd.com](mailto:info@bangladeshhotelsltd.com)

Website: [www.bangladeshhotelsltd.com](http://www.bangladeshhotelsltd.com)

## COMPANY PROFILE

Incorporated as <b>East Pakistan Hotels Limited</b>	: 4 <sup>th</sup> October 1961.
Converted name as Bangladesh Hotels Limited	: 22 <sup>nd</sup> April 1972
Enlistment with Dhaka Stock Exchange Limited	: 1978
Authorized Capital	: 50,00,00,000.00
Paid up Capital	: 86,00,000.00
Number of Shareholders	: 48
Business	: Commercial Space Rent.



**BANGLADESH HOTELS LIMITED**  
1, Dilkusha Commercial Area  
Dhaka-1000

No. AGM/59/2023

Date: 23-11-2023

**NOTICE OF THE 59<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 59<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of Bangladesh Hotels Limited will be held on the 27<sup>th</sup> December 2023 at 11.30 A. M at the Registered Office of the Company at 1, Dilkusha Commercial Area, Dhaka - 1000 to transact the following business:

01. To confirm the minutes of the 58<sup>th</sup> Annual General Meeting.
02. To consider and adopt the Directors Report and Audited Accounts for the year ended 30-06-2023 (period 01-07-2022 to 30-06-2023) along with Auditors Report thereon.
03. To approve the declaration of Dividend for the year ended 30-06-2023 as recommended by the Board of Directors.
04. To elect Directors as per clause 124 & 126 of the Articles of Association of the Company.
05. To appoint Auditors and fix-up their remuneration for audit of accounts for the year ended 30 June 2024 & appointment for Corporate Governance code for the year ended 30 June 2024.
06. To transact any other business of the Company with the permission of the Chair.

By order of the Board

Sd/  
Company Secretary

NOTE:

1. The respective record date fixed on 20<sup>th</sup> November, 2023.
2. Annual Report comprising Directors Report, Audited Accounts and Auditors Report thereon for the period 01-07-2022 to 30-06-2023 will follow.
3. A member entitled to attend and vote at the Annual General Meeting nominate another member as his/her proxy to attend and vote on his/her behalf but such proxy must be a member of the company.
4. Stamped proxy form must be deposited at the company's Registered Office not later than 48 hours before the time appointed for the meeting.
5. No gift or benefit in cash or kind shall be paid/offered to the shareholders in 59<sup>th</sup> AGM as per BSEC Directive No. SEC/CMRRCD/2009-193/154 dated: 24/10/2013.

**Copy to: All Shareholders.**

# Statement of Chairman

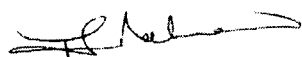
Dear shareholders,  
Assalamualaikum,

It gives me great pleasure to greet you all at the 59<sup>th</sup> Annual General Meeting of the company, and I am happy to present the Annual Report 2022-2023 of the company along with the Director's Report and Auditor's Report, together with the Audited Financial Statements for the year ended June 30, 2023, for your review and evaluation. We are greatly appreciative of the continued support of our valued shareholders and look forward to the continuation of the same.

We are applying our learning from the few years of big global economic slowdown to enhance the efficiencies of our operations and build robust supply chain to function with minimum exceptional circumstances. We also plan on reassessing our business community plan this year to come up with better synergies. We understand that we still have a long way to go. I am confident that, we are making right decisions to continue to grow the business and deliver value for our shareholders.

In closing, I would like to express my sincere appreciation to our employees and senior management team for their hard work, commitment and determination in achieving strong financial result in successive years, and the board of directors for its valuable guidance and unwavering support. I would also like to extend my gratitude to the customers, bankers, other stakeholders and government authorities for their continued confidence in the company, also I would like to thank you dear shareholders as it is your steadfast trust and support that drives us to strive for excellence.

Thanking you all a bright and peaceful future.  
Sincerely.



Habibur Rahman  
Chairman.

# Statement of Managing Director & CEO

Dear valued shareholders,  
Assalamu Alaikum,

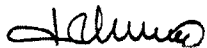
It gives me great pleasure to greet you all at the 59<sup>th</sup> Annual General Meeting of the company, and I am happy to present the Annual Report 2022-2023 of the company along with the Director's Report and Auditor's Report, together with the Audited Financial Statements for the year ended June 30, 2023, for your review and evaluation. We are greatly appreciative of the continued support of our valued shareholders and look forward to the continuation of the same.

I would like to make a reference to the financial Reports, attached to the Report of the Directors, which has been prepared for the period from 1<sup>st</sup> July 2022 to 30<sup>th</sup> June 2023. In order to make a comparative analysis, we have also provided relative position. Proceeding the reporting period for information and understanding by the shareholder, regulatory agencies and others concerned. It may be noted that henceforth our reporting period/ accounting year will continue to cover the financial year (July- June) of the Government until further change by them.

We also plan on reassessing our business community plan this year to come up with better synergies. We are determined to do what matters most for developing our company and are committed to delivering exceptional results, even with all the hurdles and challenges, our performance during the year was truly remarkable.

Thanking you all a

Allah Hafiz



Mahboobur Rahman  
Managing Director & CEO

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## **Code of Conduct for the Chairman, other Board Members and CEO/ Managing Director**

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### **Overview:**

The Board of Directors (hereinafter referred to as "Board") of the Bangladesh Hotels Limited (hereinafter referred to as "the Company") has been lay down and adopted the following Code of Conduct (hereinafter referred to as "the Code") for the Chairman, other Board members and Chief Executive Officer/Managing Director in order to enhance corporate governance in the interest of investors and the capital market. The subject Code complies with the requirements of the Bangladesh Securities and Exchange Commission (As per Condition no. 1. (7) Corporate Governance Code, 2018).

This Code is aimed to focus Board Members on areas of prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; independency and provide guidance to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, nurture a culture of honesty and accountability, deter wrongdoing and promote fair and accurate disclosure and financial reporting.

This Code is intended to establish an agreed set of ethical principles; promote and maintain confidence and trust and provide entrepreneurial leadership to the Company within a framework of prudent and effective controls which enable risk to be assessed and managed.

This Code of Conduct attempts to set forth the guiding principles on which the Company and its Board shall operate and conduct themselves with multitudinous stakeholders, government and regulatory bodies, media and anyone else with whom it is connected.

This Code is intended to serve as a source of guiding principles to ensure that Bangladesh Hotels Limited.' Board Members strive to foster Mission and Core Values in an ethical manner.

### **Definitions:**

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning as defined below:

**"Board / Directors"** shall mean the Board of Directors of the Company.

**"Company"** shall mean Bangladesh Hotels Limited (BDHOTELS)

**"Conflict of interest"** means where the interests or benefits of one person or entity conflicts with the interests or benefits of the Company.

**"Executive Directors / Whole time Directors"** shall mean and include Company's Managing Director and Directors who are in whole time employment of the Company.

**"Independent Directors"** shall mean an Independent Director as per the Condition 1 (2)(3) of the Corporate Governance Code, dated 3 June, 2018 which is issued by Bangladesh Securities

and Exchange Commission (as amended from time to time) and any other applicable laws in Bangladesh which was issued, issue, to be issued from time to time.

**"Non - Executive Directors"** shall mean the Directors who are not in whole time employment of the Company.

**Purpose of this Code:**

The purpose of this Code is to set out standards of conduct for Directors and take all reasonable steps:

- ❖ To ensure that high standards of corporate and individual behavior are observed by the Directors in the context of their roles as Directors.
- ❖ To assisting the Directors in complying with their duties to the Company.
- ❖ The purpose of this code is to recognize and emphasis determine the Company's strategic objectives, ensure that the necessary financial and human resources and review management performance and determine the Company's values and standards and ensure that its obligations to its shareholders and others.
- ❖ To focus the Board and each Director on areas of ethical risk, to provide guidance to Directors to help them recognize and deal with ethical issues; and
- ❖ To provide mechanisms to report unethical conduct and to help adoptive a culture of honesty and accountability.

The Nomination and Remuneration Committee shall oversee compliance with this Code and Director Disclosure of interests, provides advisory guidance, and investigates potential breaches. This Code is neither all-inclusive nor exhaustive.

**Applicability:**

This Code shall be applicable and obligatory to the Board of Directors of the Company.

The Directors should continue to comply with other applicable / to be applicable policies, rules and procedures of the Company other regulatory requirements as and when necessary.

**2. Principles of the Code:**

The Board of Directors of the Company shall act within the authority conferred upon them, in the best interests of the Company and observe the following:

**Prudent Conduct and Behavior:**

- ❖ The Board of Directors shall act honestly, ethically, in good faith and in the best interest of the Company and to fulfill their fiduciary obligations.
- ❖ Whilst carrying out the duties, the Board of Directors shall ensure that it is executed in terms of the authorizations granted and within the limits prescribed under the relevant policies, codes, guidelines and other directives issued by the Board of Directors or Committee of Directors of the Company, from time to time.

- ❖ The Board of Directors shall refrain from indulging in any discriminatory practice or behavior based on race, color, sex, age, religion, ethnic or national origin, disability or any other unlawful basis. The ethical conduct, performance and skills shall be the qualifying indicatives for an employee's performance.
- ❖ The Board of Directors shall conduct themselves in a professional, courteous and respectful manner and shall not take any improper advantage of their position.
- ❖ The Board of Directors shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favors for the conduct of its business except accepting a gift or entertainment if warranted by the accepted ethical customs and practices.
- ❖ The Board of Directors shall maintain confidentiality of the information that is entrusted upon them for carrying on their respective responsibilities and duties and shall not use the same for personal benefits or gains.
- ❖ The Board of Directors shall use the Company's assets, property, proprietary information and intellectual rights for business purposes of the Company and not for any personal benefits or gains.

#### **Confidentiality:**

- ❖ Directors shall maintain, at all times, the confidentiality of all confidential information and records of the Company and must not make use of or reveal such information or records except in the course of performance of their duties or unless the documents or information become a matter of general public knowledge.
- ❖ Directors shall not use confidential information obtained through their association with the Company to further their private interests or the private interests of their friends or relatives.
- ❖ Board Members should maintain the confidentiality of information entrusted to them by Bangladesh Hotels Limited and any other confidential information about Bangladesh Hotels Limited its business, customers or suppliers, which comes to them, from whatever source, except when disclosure is authorized or legally mandated.
- ❖ Directors shall maintain Bangladesh Hotels Limited's information confidentiality, both during and after their tenure, and it is the responsibility of each Director to know what information is confidential shall obtain clarification if there is any doubt.
- ❖ No Director shall use information obtained as a result of the Director's service on the Bangladesh Hotels Limited's Board for personal benefit, or for any purpose other than discharging his/her duties as a Director.
- ❖ A Director shall never advance his/her private interests, or those of any other person or entity, using confidential information, including but not limited to, in respect of the assessment of any property or other activities by Bangladesh Hotels Limited.

- ❖ Each Director shall avoid any activity that may create an appearance that the Director has benefited from confidential information received during the course of one's duties as a Director.
- ❖ The provisions of this Paragraph shall continue to apply to bind each Director without limitation, after the Director's term of service has expired Board or within BDHOTELS including information that is not available to the public, or any information that could result in harm to Bangladesh Hotels Limited or could give the person to whom it is disclosed an advantage if it were disclosed.

**Conflict of Interest:**

- ❖ The Director shall, at all times, and under all circumstances, seek to avoid, and shall be seen to be free of, any interest or any business or other relationship that could be seen to undermine the Director's ability to fulfill the foregoing fiduciary duty.
- ❖ The Board of Directors shall not enter into any transaction which is or may likely to have a conflict with the interest of the Company and shall not engage any of its relative(s), or any other person or entity, for the purposes of circumventing the personal interest involved.
- ❖ The Board of Directors shall not take up any position or engagement that may be prejudicial to the interest of the Company.
- ❖ A material conflict of interest may arise for a Director of Bangladesh Hotels Limited in a variety of circumstances. The following examples are non-exhaustive and are provided for illustrative purposes.
  - a. There is a significant divergence of interests among Directors and stakeholders associated with their appointment, or their interests are not completely aligned;
  - b. An arrangement, assessment, contract, decision, investment, procurement, program, project, situation or transaction involving Bangladesh Hotels Limited and a stakeholder with which the Director is associated;
  - c. A Director cannot be considered impartial in connection with an arrangement, assessment, contract, decision, investment, procurement, program, project, situation or transaction of BDHOTELS.
  - d. A personal, political, religious or moral belief or activity of the Director that conflicts with the interests of Company or the Director's ability to discharge his or her duties;

❖ **Directors shall at all times:**

- a. Seek to avoid, and if this is not possible, promptly disclose and report fully, any real or perceived conflict of interest of the above nature, without limitation to the nomination and remuneration committee.
- b. Not seek to influence the foregoing conflict of interest;

- c. Absent themselves from the discussion pertaining to the foregoing conflict of interest; and
  - d. Cooperate fully in the information pertaining to and the management of the foregoing conflict of interest in accordance with the Corporate By-law with respect to conflict of interest and the provisions within this Code.
- ❖ Each Director must immediately take steps to resolve a real or perceived conflict of interest both prior to serving on the Board, and annually during the director's term of office. Each Director shall disclose to the Nomination and Remuneration Committee financial interests and any potential or actual conflict of interest as soon as it arises or appears likely to arise.

**Compliance with laws, rules and regulations:**

- ❖ The Board of Directors shall ensure compliance of various legal/regulatory requirements as applicable to the business of the Company and endeavor that before any directions are given or decisions taken, relevant legal/regulatory requirements are taken into account.
- ❖ The Board of Directors shall report concerns about unethical behavior, actual or suspected instances of fraud, misconduct or irregularity or failure of internal control system, likely to impact the business interest of the Company or any other information that may be perceived to be violating any legal/regulatory requirements as per the Whistle-blower Policy of the Company.
- ❖ The Board of Directors shall comply with all laws, rules, and regulations governing trading in the shares of the Company and the Company's Code of Conduct for Prohibition of Insider Trading in dealing with the securities of the Company which, inter-alia, prohibits buying or selling of the Company's securities on the basis of any unpublished price sensitive information and prohibits disclosure of such information to any other person (including relatives) where such information may be used by such person for his or her personal benefit or gain.
- ❖ **Each Director shall:**
  - a. Comply with the letter and spirit of all laws, rules and regulations;
  - b. Comply with all governance policies and procedures concerning the personal and professional conduct of the Directors of Bangladesh Hotels Limited And
  - c. Display the highest ethical standards in the Directors' business, personal and Professional dealings and reputation.

**Prohibition of Insider Trading:**

- ❖ Directors shall comply with the code of conduct from prevention of insider trading of the Company.
- ❖ Directors shall not derive benefit or assist others to derive benefit by giving investment advice on the basis of the access to and possession of insider/ Price sensitive information about the company which is not publicly domain.



- ❖ A Director shall be fiduciary towards the company. This means that he/she is in a position of trust and must at all times act honestly and in good faith for the company as a whole.
- ❖ Any transaction falling under the definition of related party transactions as per the provision of the Companies Act, 1994 (as amended time to time) and other applicable Laws and as detailed in the Related Party Transaction Policy of the Company must be entered into by the Director only after obtaining prior approval of the Board or any committee thereof.
- ❖ Transportation, accommodation, hospitality and Director Education and training session fees and expenses incurred by Directors in the attendance at Bangladesh Hotels Limited Board, Committee, Annual and Special meetings shall be paid by BDHOTELS, on the basis of the Board Remuneration and Expense Policy approved by the Board in this respect.

#### **Relation with environment, employees, customers and suppliers:**

##### **Relation with Environment:**

- ❖ The Directors of the company shall be responsible for maintaining an ecologically friendly environment for the sustainability development.
- ❖ The Directors shall be take steps to wastage reduce carbon emissions and responsible for waste management and monitor that are discharged in proper place.
- ❖ Directors of the company comply with rules and regulations regarding environment imposed by Government.

##### **Relation with Employees:**

- ❖ Directors shall not discriminate against or exert authority or undue influence over to Bangladesh Hotels Limited Staffs due to their position as a director.
- ❖ Each Director shall refrain from exerting any pressure on any BDHOTELS staffs that might result in any infringement, favored or unequal application of rules, regulations, policies or procedure particularly management in respect of the Bangladesh Hotels Limited's assets, property assessment, human resources, or financial transactions. Requests for corporate staff involvement made by any Bangladesh Hotels Limited Stakeholder, inadvertently or inappropriately made to a Director, shall be promptly referred to members of the remuneration and nomination committee and the stakeholders shall be communicated to accordingly with a copy to nomination and remuneration committee.
- ❖ Directors shall refer any question or issue raised by member or other stakeholders to the Nomination and Remuneration Committee. A Director shall never intervene personally or express a position that might limit BDHOTELS staffs. However, the Chairman of the Nomination and Remuneration Committee may task one or more Directors to respond directly to certain political inquiries; this would be done in consultation with the Chairman and Managing Director.

## **Relation with Tenants or Customers:**

Each Director shall work hard to provide his/her best possible service to customer. They shall be committed to Tenants/ customer satisfaction through comprehensive strategies and efforts that aim to improve customer relations process. The core principals regarding relationship with customers are given below:

### **❖ Accessibility:**

Variety of communication means provided by the Company, customers are able to access us easily in order to share their complaints, information, demands, suggestions or satisfaction levels with us.

### **❖ Availability of information:**

Customers are also able to receive any information they request in the shortest time and in the fastest manner possible.

### **❖ Fast Feedback:**

Responding promptly to all customer requests is of great importance to in favor of Company.

### **❖ Solution emphasis:**

Fast and effective solutions are tailored to customer needs.

### **❖ Objectivity:**

In addition to assessing and handling all customer requests objectively, we also believe that, Objectivity is essential when seeking solutions.

### **❖ Confidentiality:**

Use of any personal information obtained through customer requests are restricted by law and bound to the principle of confidentiality.

### **❖ customer Focus:**

A customer-oriented policy is used to provide customers with the best service and to ensure that customer expectations are fully satisfied.

### **❖ Initiative Taking:**

Employees are encouraged to take initiative and to make necessary decisions when required in order to meet customer needs in the shortest possible time and to maintain maximum levels of customer satisfaction.

### **❖ Customer engagement:**

Customers are kept informed of the assessment and solution- seeking efforts in the management of their requests and are able to be actively engaged in the process.

### **❖ Accountability:**

Assessment, solution-seeking efforts, status codes, and results of customer requests are reported and monitored.

❖ **Internal information exchange:**

Customer relations activities are shared and monitored within the Company.

❖ **Continuous improvement:**

Customer suggestions and ideas are carefully assessed and used as a source for continuous improvement efforts.

❖ **Competence:**

Customer demands are answered by our qualified employees in a professional manner.

**Relation with Suppliers:**

Each Director shall never accept cash payments, gifts, gratuities, honors, awards, privileges or other personal rewards from nor offer the forgoing to any third party, including but not limited to potential or actual customers and suppliers or any representative or any other person or entity outside of BDHOTELS that may be or may appear in any way to be connected with the Directors responsibilities to BDHOTELS.

**Independency of Directors:**

The Board of Directors shall be always independent regarding their opinion in formal and informal meeting. When an issue arises, the Board of Directors will discuss all the pros and cons of the issue. But a Director cannot take decision by his own will. The Board will determine collectively how much power will be delegated to a Director. No Director or anyone shall not force any independent Director regarding any undue issues. Directors of the company cannot take decisions alone.

**3. Duties of the Directors of the Company:**

Specifies certain duties and responsibilities of the Directors of the Company outlined below:

- ❖ The Directors shall devote sufficient time and attention to professional obligations for informed and balanced decision making.
- ❖ The Directors shall act in accordance with the Articles of Association of the company and in good faith in order to promote the objects of the company for the benefit of its members as a whole and in the best interests of the company, its employees, the shareholders, and the community and for the protection of environment.
- ❖ The Directors shall have a clear understanding of the aims and objectives, capabilities and capacity and various policies of the Company.
- ❖ The Directors shall exercise their duties with due and reasonable care, skill and diligence.
- ❖ The Directors shall be required to intimate the change in the directorships held within specific time.
- ❖ The Directors shall bring an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key

appointments and standard of conduct and an objective view in the evaluation of the performance of the Board and the Management.

- ❖ The Directors shall ensure that the integrity of financial information and that financial control and the systems of risk management are robust and defensible.
- ❖ The Directors shall seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice.
- ❖ The Directors shall strive to attend and participate constructively & actively, in all general meetings, meetings of the Board and its committees of which they are Chairman or member.
- ❖ The Directors shall not assign his office of director of the company to another person.
- ❖ The Directors shall ensure that adequate deliberations are held before approving related party transactions and shall assure themselves that the same are in the best interest of the company.

#### **4. Expectations of Directors.**

- ❖ Each Director shall vote on all motions put before the Board unless a conflict of interest has been declared.
- ❖ Each Director is expected to: attend all scheduled meetings; be fully prepared to participate; listen to the opinions of others with respect encourage robust discussion and constructive dissent; and share the workload.
- ❖ Directors shall act with professional integrity and honesty in their dealings with BDHOTELS including proper use and treatment of BDHOTELS resources and information and shall comply with the provisions of the Board Remuneration and Expense Policy.
- ❖ The Nomination and Remuneration committee will review and make recommendation respecting any changes of Board of director's code of conduct as and when required.

#### **5. Compliance officer:**

The Company Secretary will be the Compliance officer for the purposes of the Code, who will be available to Directors to answer questions arising out of the Code.

#### **6. Review:**

Directors shall affirm compliance with the Code as and when required as may be determined in this regard.

#### **7. Amendment to the Code:**

The provisions of this Code can be amended or modified by the Board of Directors from time to time and any waiver of any provision of this Code for a Director must be placed for approval before the Company's Committee and as suggested by Nomination and Remuneration Committee.

#### **8. Violations of the Code:**

It is ethical responsibility of Directors to abide by and enforce the Code. Any perceived violation of the Code by any Director should be reported in writing (by any employee / party affected adversely) to the Chairman of the Nomination and Remuneration Committee in a closed cover addressed to the Compliance Officer. The Board shall take appropriate action against Directors and the Nomination and Remuneration Committee of the Board shall take appropriate disciplinary action against Senior Management, who is found to have violated the Code. The Board / Nomination and Remuneration Committee shall consider various factors such as nature and gravity of the violation and take appropriate action against individuals who violate the provisions of Code of Conduct of the Company.

#### **9. Publication of the Code:**

This Code and any amendments thereto shall be published / posted on the website of the Company i.e. [www.bangladeshhotelsltd.com](http://www.bangladeshhotelsltd.com)

# DIRECTORS REPORT

## For the period from 1<sup>st</sup> July 2022 to 30<sup>th</sup> June 2023

Bismillahir Rahmanir Rahim

To the valued shareholders,  
Assalamu alaikum.

The Board of Directors of your company welcome you at this 59<sup>th</sup> Annual General Meeting (AGM) of Bangladesh Hotels Limited and have great pleasure in presenting the Annual Report and Audited Accounts together with auditors report on the audited accounts for the period from 1<sup>st</sup> July 2022 to 30<sup>th</sup> June 2023.

We feel it necessary to present before you the performance of the company in a nutshell while presenting the Audited Accounts and the Annual report thereon for the period from 1<sup>st</sup> July 2022 to 30<sup>th</sup> June 2023.

### FIVE YEAR FINANCIAL RESULT ARE SUMMARIZED AS UNDER:

Particulars	(AMOUNT IN TAKA)				
	2022-23 (Tk)	2021-22 (Tk)	2020-21 (Tk)	2019-20 (Tk)	2018-19 (Tk)
Revenue	175,350,364	156,300,339	147,364,426	148,247,998	139,631,973
Expenses	(148,348,313)	(125,901,925)	(115,660,952)	(125,187,578)	(122,818,232)
<b>Operating Profit (A - B)</b>	<b>27,002,051</b>	<b>30,398,414</b>	<b>31,703,474</b>	<b>23,060,420</b>	<b>16,813,741</b>
Other Income	2,427,924	1,003,520	367,115	2,026,780	2,975,489
<b>Provision for loss on fluctuation of Share</b>	<b>(762,962)</b>	<b>(255,277)</b>	<b>1,485</b>	<b>(935)</b>	<b>(2,955)</b>
<b>Net Profit before Tax (C + D)</b>	<b>28,667,013</b>	<b>31,146,657</b>	<b>25,086,265</b>	<b>25,086,265</b>	<b>19,786,275</b>
Provision for current year Income Tax	(10,035,699)	(90,81,407)	(8,767,231)	(6,271,566)	(4,946,569)
Provision for Deferred Tax	(1,133,242)	763,218	577,446	(276,537)	219,192
Workers Profit Participation Fund	(1,433,351)	(1,557,333)	(1,594,194)	(1,254,313)	-
<b>Net Profit After Tax (E - F)</b>	<b>16,064,721</b>	<b>21,271,135</b>	<b>22,289,580</b>	<b>17,283,849</b>	<b>15,058,899</b>
Surplus brought from previous year	123,821,354	109,790,219	89,792,124	74,575,005	58,038,017
<b>Current Year's Profit</b>	<b>16,064,721</b>	<b>21,271,135</b>	<b>22,288,095</b>	<b>17,283,849</b>	<b>15,058,899</b>
Last Year's Cash Dividend	(6,520,000)	(7,240,000)	(22,90,000)	(2,065,000)	(1,840,000)
Provision & Prior adjustment-Deferred tax	-	-	-	(1,730)	3,865,750
Short Provision of Tax	-	-	-	-	(547,661)
<b>Profit Carried Forward</b>	<b>133,366,075</b>	<b>123,821,354</b>	<b>109,790,219</b>	<b>89,792,124</b>	<b>74,575,005</b>
<b>Earnings Per Share (EPS)</b>	<b>19.78</b>	<b>26.21</b>	<b>27.47 (Restated)</b>	<b>38.32</b>	<b>33.38</b>
<b>Net Assets Value Per Share (NAV)</b>	<b>227.36</b>	<b>215.57</b>	<b>193.81 (Restated)</b>	<b>304.41</b>	<b>270.59</b>
<b>Net Operating Cash Flow Per Share (NCFOAPS)</b>	<b>51.39</b>	<b>29.55</b>	<b>(5.40) (Restated)</b>	<b>6.47</b>	<b>54.34</b>

**DEVELOPMENT HIGHLIGHTS:**

In continuation of our previous report, we are happy to inform you that in spite of financial constraints, the board of directors is pleased to give fund for development and renovation work. It is mentionable that, hotel area Atrium, Restaurant & Automatic Electric substation modernization work continues.

The board of directors approved the installation of fire extinguishers in the company, and selected the registered supplier company. In this case, we have gone one step further regarding the security of our company.

The board of directors have also decided that the paid up capital of the company will be increased as soon as possible, a new business plan will be adopted and the company will bring its shares to the main market (SME). Now our companies 85% (Approx.) shares already demated.

**DIVIDEND:**

According to our internal dividend policy after considering the fund requirements for investment and other commitments and with due consideration of the surplus available for distribution, the Directors of your Company have the pleasure to recommend of 85% Cash & 85% Stock dividend on Ordinary Shares and 8% on the Preference Shares for the period 1<sup>st</sup> July 2022 to 30<sup>th</sup> June 2023. It is mentionable that, Stock dividend (Subject to BSEC consent).

**INVESTMENT IN SHARE AND SECURITIES:**

Bangladesh Hotels Limited has a diversified portfolio for investment in listed securities. The company made some investment in non-listed securities as well. The company always tries to minimize the portfolio risk through diversification and putting more emphasis on fundamental strength of individual stock.

**RISK AND CONCERNS:**

Bangladesh Hotels Limited has different committees for risk management. Asset and liability Committee (ALCO), Consists of Bangladesh Hotels Limited's senior management and Internal Control and Compliance (ICC) Department are responsible for assessing operational risks across the company as a whole and ensuring an appropriate framework to identify, assess and manage operational risks.

**INTERNAL CONTROL:**

The internal control system is designed to manage rather than eliminate the risk of failure achieving business objectives. Internal controls aims at providing reasonable and not absolute assurance material misstatements or loss. The internal Audit Division of the company as well as the board reviews the internal control system and its effectiveness. There are policies and procedures in place to ensure compliance with internal control and prescribed laws and regulations. These policies and procedures are updated from time to time in tandem with changes to the business environment or regulatory guidelines.

**GOING CONCERN:**

The financial statements are prepared on the assumption that the entity is a going concern and will continue operation in the foreseeable future. Management of the company has neither the intention nor the need to liquidate or curtail materially the scale of its operation.

**CORPORATE AND FINANCIAL REPOTING FRAMEWORK:**

The Directors of Bangladesh Hotels Limited, in conformance to BSEC Notification No.BSEC/CMRRCD/2006-158/207/admin/80 dated 3, June, 2018 confirms compliance with the financial reporting framework for the following:

- The financial statements prepared by the management of Bangladesh Hotels Limited, present fairly its state of affairs, the result of its operations, cash flows and changes in equity;
- Proper books and accounts of the company have been maintained;
- Appropriate Accounting policies have been consistently applied in preparation of the financial statements except those referred to in the financial statements and that the accounting estimates are based on reasonable and prudent judgment;
- International Accounting Standards (IAS) / Bangladesh Accounting Standard (BAS) / International Financial Reporting Standards (IFRS) / Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been consistently applied in preparation of the financial statements and any departure there from has been adequately disclosed;
- Internal control system is sound and has been effectively implemented and monitored; and
- There are no significant doubts about the ability of the company to continue as going concern.

#### **CORPORATE GOVERNANCE:**

The Board of Directors of Bangladesh Hotels Limited has adopted effective corporate governance practices as one of its priorities to conduct its business and operational activities. When conducting the business activities, all efforts of Bangladesh Hotels Limited are to ensure adequate protection of its shareholders at all times and ensure the Bangladesh Secretarial Standard (BSS). The detail of corporate governance has been presented i.. page no. 54 to 62 of this Annual Report.

#### **RELATED PARTY TRANSACTIONS:**

Disclosure of all Related Party Transactions, including basis for such transactions, has been provided in note 29.00 page no. 48 of this Annual Report.

#### **DIRECTORS MEETING, ATTENDANCE & REMUNARATION:**

During the period from 01 July 2022 to 30 June 2023 Board Meetings were held. The attendance in the Board meetings by the directors is given in annexure “T” of this report in page no. 25 of this Annual Report. The total amount of remuneration has been paid to Directors including Independent Directors.

#### **DIRECTORS, RESPONSIBILITIES OF PREPARATION OF FINANCIAL STATEMENTS:**

The Directors are responsible for preparing the Company’s financial statements in accordance with applicable laws and regulations. The Board confirms that the financial statements have been prepared under the applicable laws and regulations and as per requirements of regulatory authorities.

#### **COMPLIANCE OF CORPORATE GOVERNANCE:**

Pursuant to notification no. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June, 2018 of the Bangladesh Securities and Exchange Commission (BSEC), the Corporate Governance Report and



Auditors' Certificate regarding compliance of conditions of corporate Governance are made part of the Annual Report and attach in Annexure-C, page No. 54 respectively.

#### **AUDIT INFORMATION:**

The Directors who held office at the date of this Director's Report confirm that:

- So far as the Directors are aware,
- There is no relevant audit information of which the company's auditors are unaware; and
- The Directors have taken all the steps that they themselves ought to have taken as Directors in order to make themselves aware of any relevant information and to establish that the company's Auditors are aware of that information.

#### **APPOINTMENT OF AUDITORS:**

M/S. M. Z. Islam & Co. have expressed their interest to perform the audit of the Company's financial statement and M/S. Salahuddin & Associates, Chartered secretaries have expressed their interest to perform the compliance of audit of the company for the year 2023-2024.

#### **NOMINATION & REMUNERATION COMMITTEE (NRC):**

The Board has formed a Nomination & Remuneration Committee of the Board consisting of Three (3) members to assist the Board in formulation measures policy for determining qualifications, positive attributes, experiences and independence of director and top level executives.

The Nomination and Remuneration Committee shall assist the Board in formulation of the nomination criteria for a policy for formal process of considering remuneration of directors and top level executives.

#### **MEMBERS OF NOMINATION & REMUNERATION COMMITTEE:**

The Board has established a committee of the Board known as the Nomination & Remuneration Committee.

#### **CONSISTING OF THREE (3) MEMBERS TO ASSIST THE BOARD:**

Name	Designation	Position
Mr. Habibul Haque	Independent Director	Chairperson & Member
Mr. Habibur Rahman	Director	Member
Mrs. Hasna Khan	Director	Member
Mr. Mohsin Uddin Ahmed	Company Secretary	Secretary

#### **COMPANY SECRETARY, CHIEF FINANCIAL OFFICER, HEAD OF INTERNAL AUDIT**

As per corporate governance code of BSEC, the company has allocated the responsibilities of the officials as follows:

Managing Director	: Mr. Mahboobur Rahman
Company Secretary	: Mr. Mohsin Uddin Ahmed
Chief Financial Officer	: Mr. Abdul Halim
Head of Internal Audit and compliance (Acting)	: Mr. Faruq Hossain

**AUDIT COMMITTEE:**

The Board has constituted the Audit Committee as follows:

Name	Designation	Position
Mr. Habibul Haque	Independent Director	Chairperson
Mrs. Anzuman Ahmed	Director	Member
Mr. Mahboobur Rahman	Director	Member
Mr. Mohsin Uddin Ahmed	Company Secretary	Secretary

**PLAN FOR UTILIZATION OF UNDISTRIBUTED PROFIT:**

The undistributed profit will be utilized to meet contingencies under section 100 of the schedule 1 of the companies Act, 1994 and to disburse funds for additional financing.

**BOARD OF DIRECTORS:**

On 1<sup>st</sup> July 2022 to 30<sup>th</sup> June 2023, there were 5 members on the board of the company. The Board comprises Chairman, Managing Director & CEO, Two Director and One Independent Director.

**BOARD MEETING AND ATTENDANCE:**

The attendance record of the Directors is as follows:

Annexure-“I”

Name of Directors	Nominated By	Number of meeting held	Number of meeting attended	%
Mr. Mahboobur Rahman		7	7	100
Mr. Habibur Rahman		7	5	71
Mrs. Hasna Khan		7	7	100
Mrs. Anzuman Ahmed		7	7	100
Mr. Habibul Haque	Independent Director	7	7	100

**RETIREMENT OF DIRECTORS:**

As per Clause 124 of the Articles of Association of the Company **Mr. Habibur Rahman** and **Mrs. Hasna Khan** retire under rotation from the office of Directors of the Company. The retiring Directors being eligible offer themselves for re-election as per clause 126 of Article of Association.

**EXECUTIVES (TOP FIVE SALARIED EMPLOYEES OTHER THAN DIRECTOR, CEO, CFO, CS, HIA):**

PARTICULARS	No. of Share Holding	Percentage (%)
1. Ashiqur Rahman	9540	1.18%
2. Anissa Rahman	5400	.67%
3. Arsah Rahman	Nil	
4. Basia Rahman	27000	3.33%
5. Bishara Rahman	27000	3.33%

**SHAREHOLDERS HOLDING 10% OR MORE VOTING RIGHT:**

<b>PARTICULARS</b>	<b>No. of Share Holding</b>	<b>Percentage (%)</b>
Mr. Azizur Rahman	1,59,123	19.64
Mr. Mahboobur Rahman	1,58,220	19.53
<b>Total</b>	<b><u>176,302</u></b>	<b><u>39.17</u></b>

**APPRECIATION:**

We thank our tenants, vendors, Investors, business associates and bankers for their continued support during the year. We place on record our appreciation of the contribution made by workers and employees at all levels. Our resilience to meet challenges was made possible by their hard work, solidarity, co-operation and support.

We would like to express our sincere thanks and gratitude to all shareholders and well-wishers for their continuous support. We also express our gratitude to the Bangladesh Securities & Exchange Commission & Dhaka Stock Exchange, Banks and Financial Institutions, Tenants and others for the co-operation extended to us.

The Board also appreciates the dedication, commitment and hard work of all executives and members of the staff. The Board is also confident that their co-operation and efforts in the days ahead will help us to attain greater success for the Company under the guidance of the Directors.

Mr. Habibur Rahman  
Mr. Mahboobur Rahman  
Mrs. Hasna Khan  
Mrs. Anzuman Ahmed  
Mr. Habibul Haque

Chairman  
Managing Director & CEO  
Director  
Director  
Independent Director

Thanking you all  
On behalf of Board



(Habibur Rahman)  
Chairman

**Independent Auditor's Report  
To the Shareholders of Bangladesh Hotels Limited**

**Report on the Audit of the Financial Statements**

**Qualified Opinion**

We have audited the Financial Statements of Bangladesh Hotels Limited, which comprise the Statement of Financial Position as at June 30, 2023 and the Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a summary of significant accounting policies.

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the accompanying Financial Statements present fairly, in all material respects, the financial position of the Company as at June 30, 2023 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

**Basis for Qualified Opinion**

As disclosed in note # 14.00, the company has shown an amount of Tk. 5,703,483 as Unclaimed Dividend. As per BSEC directive No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021 If any cash dividend remain unpaid or unclaimed or unsettled including accrued interest (after adjustment of bank charge, if any) thereon for a period of 3 (three) years from the date of declaration or approval or record date, as the case may be, shall be transferred to the Capital Market Stabilization Fund (CMSF). But the company has not transferred unclaimed dividend of Tk. 2,733,786 which is unpaid for more than 3 (three) years.

**Emphasis of Matter**

In forming our opinion on the Financial Statements, we considered that in most of the cases payment has been made in cash to different vendors or service holders.

Our opinion is not modified in this regard.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the Financial Statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with these ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for Qualified Opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Risk	Our response to the risk
<p><b>Revenue recognition</b></p> <p>At year end the Company reported total revenue of BDT 175,350,364.</p> <p>Rent from commercial block made during the year is material and consider being complex and judgmental. Therefore, there is a risk of revenue being misstated as a result of faulty estimation.</p> <p>There is a risk that revenue may be overstated due to fraud through manipulation of the discounts, incentives and rebates recognized resulting from the pressure local management may feel to achieve performance targets.</p> <p>See note no. <b>20.00</b> to the Financial Statements</p>	<p>We have tested the design and operating effectiveness of key controls focusing on the following:</p> <ul style="list-style-type: none"> <li>• Segregation of duties in invoice creation and modification and</li> <li>• Timing of revenue recognition.</li> </ul> <p>Our substantive procedures in relation to the revenue recognition comprises the following:</p> <ul style="list-style-type: none"> <li>• Obtaining supporting documentation for sales transactions recorded either side of year end as well as credit notes issued after the year end date to determine whether revenue was recognized in the correct period and</li> <li>• Finally assess the appropriateness and presentation of disclosures against relevant accounting standards.</li> </ul>
<p><b>Measurement of Deferred Tax Liability</b></p> <p>Company reported net deferred tax liability totaling BDT 2,734,173 as at 30 June 2023.</p> <p>Significant judgment is required in relation to deferred tax liability as their adjustability is dependent on forecasts of future.</p> <p>See note no. <b>18.00</b> to the Financial Statements</p>	<p>We obtained an understanding, evaluated the design and tested the operational effectiveness of the Company's key controls over the recognition and measurement of deferred tax liability and the assumptions used in estimating the Company's future taxable income.</p> <p>We also assessed the completeness and accuracy of the data used for the estimations of future taxable income.</p> <p>We also assessed the appropriateness of presentation of disclosures against IAS 12 Income Tax.</p> <p>We also use the 3<sup>rd</sup> schedule of the Income Tax Ordinance (ITO 1984) for the calculation of deferred tax.</p>
<p><b>Legal and regulatory matters</b></p> <p>We focused on this area because the company operates in a legal and regulatory environment that is exposed to significant litigation and similar risks arising from disputes and regulatory proceedings. Such matters are subject to many uncertainties and the outcome may be difficult to predict.</p>	<p>We obtained an understanding, evaluated the design and tested the operational effectiveness of the company's key controls over the legal provision and contingencies process.</p> <p>We enquired to those charged with governance to obtain their view on the status of all significant litigation and regulatory matters. We enquired of the company's internal legal counsel for all significant litigation and regulatory matters and inspected internal notes and reports. We also received formal confirmations from external counsel.</p>

<p>These uncertainties inherently affect the amount and timing of potential outflows with respect to the provisions which have been established and other contingent liabilities.</p> <p>Overall, the legal provision represents the company's best estimate for existing legal matters that have a probable and estimable impact on the company's financial position.</p>	<p>We assessed the methodologies on which the provision amounts are based, recalculated the provisions, and tested the completeness and accuracy of the underlying information.</p> <p>We also assessed the company's provisions and contingent liabilities disclosure.</p>
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### Reporting to other information

Directors as well as management is responsible for other information. Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the Financial Statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error. In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those charged with governance are responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Company' Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

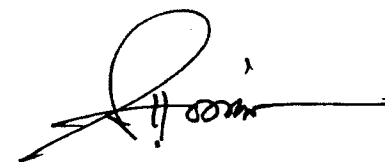
From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on other Legal and Regulatory Requirements**

In accordance with the Companies Act, 1994 and the Securities and Exchange Rules, 2020, we also report the following:

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b. In our opinion, proper books of accounts as required by law have been kept by the Bangladesh Hotels Limited so far as it appeared from our examination of these books;
- c. The Statements of Financial Position and Statements of Profit or Loss and Other Comprehensive Income dealt with by the report are in agreement with the books of accounts and returns; and
- d. The expenditure incurred was for the purposes of the Company's business.

For, A. WAHAB & CO.  
CHARTERED ACCOUNTANTS



Md. Showkat Hossain, FCA  
Partner  
Enrolment No.-196

Dated, Dhaka, November 01, 2023

DVC: 2311140196AS138375



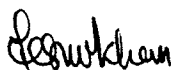
**BANGLADESH HOTELS LIMITED**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT JUNE 30, 2023**

Particulars	Notes	30-06-2023	30-06-2022
<b>ASSETS</b>			
<b>Non-Current Assets:</b>		<b>135,818,172</b>	<b>121,479,418</b>
Property, Plant & Equipment	Schedule-A	87,741,994	85,174,459
Investment	3.00	48,076,178	36,304,959
<b>Current Assets:</b>		<b>206,951,194</b>	<b>167,891,979</b>
Receivable	4.00	22,641,794	18,478,379
Advance, Deposit & Pre-payments	5.00	7,261,617	2,407,901
Advance Income Tax	6.00	108,052,654	86,636,900
Current Account with HPIL	7.00	61,739,831	61,761,981
Cash & Cash Equivalents	8.00	7,255,298	(1,393,182)
<b>TOTAL ASSETS</b>		<b>342,769,366</b>	<b>289,371,397</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>Equity:</b>		<b>184,658,122</b>	<b>175,113,401</b>
Share Capital	9.00	8,600,000	8,600,000
Revaluation Reserve	10.00	42,591,654	42,591,654
General Reserve	11.00	100,393	100,393
Retained Earnings		133,366,075	123,821,354
<b>Current Liabilities:</b>		<b>158,111,244</b>	<b>114,257,995</b>
Liabilities for Expenses	12.00	5,782,800	2,601,549
Liabilities for other Finance	13.00	71,516,542	31,797,990
Unclaimed Dividend	14.00	5,703,483	3,130,617
Loan from Bank	15.00	5,406,430	15,985,264
Provision for Workers Participation & Welfare Fund	16.00	1,433,351	4,405,840
Provision for Current Tax	17.00	63,916,594	53,880,895
Provision for Deferred Tax	18.00	2,734,173	1,600,931
Provision Against Investment	3.02 01	1,023,310	260,348
Income Tax Payable	19.00	594,561	594,561
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>342,769,366</b>	<b>289,371,397</b>
<b>Net Assets Value Per Share (NAVPS)</b>	23.00	<b>227.36</b>	<b>215.57</b>

The accompanying notes from 1 to 31 form an integral part of these financial statements.



Mahboobur Rahman  
Managing Director & CEO



Hasna Khan  
Director



Abdul Halim  
CFO

Subject to our separate report of even date.



(A. WAHAB & CO.)

Chartered Accountants

Signed By: Md. Showkat Hossain, FCA  
Enrolment No -196

Dated: Dhaka, November 01, 2023

DVC: 2311140196AS138379





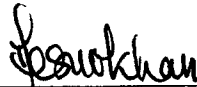
**BANGLADESH HOTELS LIMITED**  
**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED JUNE 30, 2023**

Particulars	Notes	30-06-2023	30-06-2022
Revenue	20.00	175,350,364	156,300,339
Expenses	21.00	(148,348,313)	(125,901,925)
<b>Operating Profit</b>		<b>27,002,051</b>	<b>30,398,414</b>
Other Income	22.00	2,427,924	1,003,520
<b>Profit before Tax &amp; WPWF</b>		<b>28,667,013</b>	<b>31,146,657</b>
Provision for Workers Participation & Welfare Fund	16.00	(1,433,351)	(1,557,333)
<b>Profit before Tax</b>		<b>27,233,662</b>	<b>29,589,324</b>
Provision for Current Tax	17.00	(10,035,699)	(9,081,407)
Provision for Deferred Tax Income/(Expenses)	18.00	(1,133,242)	763,218
<b>Net Profit After Tax</b>		<b>16,064,721</b>	<b>21,271,135</b>
<b>Other Comprehensive Income</b>		<b>(762,962)</b>	<b>(255,277)</b>
Gain/(Loss) from Fair Value Changes of Investment in Share	3.02.01	(762,962)	(255,277)
<b>Total Profit/(Loss) and Other Comprehensive Income</b>		<b>15,301,759</b>	<b>21,015,858</b>
<b>Earning Per Share (EPS)</b>	24.00	<b>19.78</b>	<b>26.21</b>

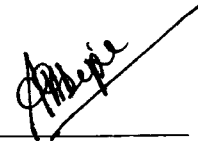
The accompanying notes from 1 to 31 form an integral part of these financial statements.



**Mahboobur Rahman**  
Managing Director & CEO



**Hasna Khan**  
Director



**Abdul Halim**  
CFO

Subject to our separate report of even date.



(A. WAHAB & CO.)  
Chartered Accountants  
Signed By: Md. Showkat Hossain, FCA  
Enrolment No.-196

Dated: Dhaka, November 01, 2023

**DVC: 2311140196AS138379**



**BANGLADESH HOTELS LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED JUNE 30, 2023**

Particulars	Share Capital	Revaluation Reserve	General Reserve	Retained Earnings	Total
Balance as on July 01, 2022	8,600,000	42,591,654	100,393	123,821,354	175,113,401
80% Cash Dividend on ordinary share for the year 2021-22	-	-	-	(6,520,000)	(6,520,000)
Net Profit after Tax for the year	-	-	-	16,064,721	16,064,721
<b>Balance as on June 30, 2023</b>	<b>8,600,000</b>	<b>42,591,654</b>	<b>100,393</b>	<b>133,366,075</b>	<b>184,658,122</b>


**FOR THE YEAR ENDED JUNE 30, 2022**

Particulars	Share Capital	Revaluation Reserve	General Reserve	Retained Earnings	Total
Balance as on July 01, 2021	5,000,000	42,591,654	100,393	109,790,219	157,482,266
80% Cash Dividend on ordinary share for the year 2020-21	-	-	-	(3,640,000)	(3,640,000)
80% Stock Dividend for the year 2020-21	3,600,000	-	-	(3,600,000)	-
Net Profit after Tax for the year	-	-	-	21,271,135	21,271,135
<b>Balance as on June 30, 2022</b>	<b>8,600,000</b>	<b>42,591,654</b>	<b>100,393</b>	<b>123,821,354</b>	<b>175,113,401</b>

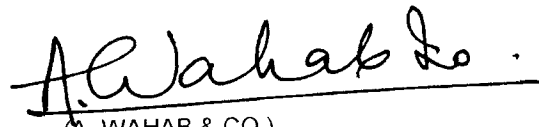
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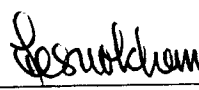


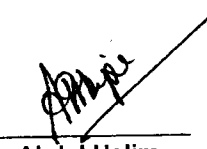
**BANGLADESH HOTELS LIMITED**  
**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED JUNE 30, 2023**

Particulars	Notes	30-06-2023	30-06-2022
<b>Cash Flows From Operating Activities</b>			
Cash Received from Customers	25.00	171,186,949	151,242,605
Cash Paid to Operating Expense, Employee and Others	26.00	(110,575,600)	(116,228,949)
Income Tax Paid	6.00	(21,415,754)	(12,081,407)
Other Income	22.00	2,427,924	1,003,520
<b>Net Cash Flows From Operating Activities</b>	28.00	<b>41,623,519</b>	<b>23,935,769</b>
<b>Cash Flows from Investing Activities:</b>			
Aquisition of Property, Plant and Equipment	Schedule-A	(6,700,000)	(16,090,906)
Increase /Decrease in Investment	3.00	(11,771,220)	(5,442,586)
<b>Net Cash Provided from Investing Activities</b>		<b>(18,471,220)</b>	<b>(21,533,492)</b>
<b>Cash Flows from Financing Activities:</b>			
Cash Dividend		(6,520,000)	(3,640,000)
Unclaimed Dividend	14.01	2,572,866	147,432
Loan from Bank	15.00	(10,578,834)	(358,823)
Inter Company Current Account	7.00	22,150	(500,000)
<b>Net Cash Flows from Financing Activities</b>		<b>(14,503,819)</b>	<b>(4,351,391)</b>
<b>Net Cash Inflow/(Outflow)</b>		<b>8,648,480</b>	<b>(1,949,114)</b>
Opening Balance Cash & Cash Equivalent		(1,393,182)	555,932
<b>Closing Balance Cash &amp; Cash Equivalent</b>	8.00	<b>7,255,298</b>	<b>(1,393,182)</b>
<b>Net Cash Flows From Operating Activities Per Share (NCFOAPS)</b>	27.00	<b>51.39</b>	<b>29.55</b>


The accompanying notes from 1 to 31 form an integral part of these financial statements.

  
Mahboobur Rahman  
Managing Director & CEO

  
Hasna Khan  
Director

  
Abdul Halim  
CFO

Subject to our separate report of even date.

  
(A. WAHAB & CO.)  
Chartered Accountants  
Signed By: Md. Showkat Hossain, FCA  
Enrolment No.-196

Dated: Dhaka, November 01, 2023

DVC: 2311140196AS138379



**BANGLADESH HOTELS LIMITED**  
**SCHEDULE OF PROPERTY, PLANT AND EQUIPMENT**  
**AS AT JUNE 30, 2023**

Particulars	COST			DEPRECIATION			Schedule-A	
	Balance as on 01-07-2022	Addition during the year	Total as on 30-06-2023	Rate	Balance as on 01-07-2022	Charged during the year	Total as on 30-06-2023	Written Down Value as on 30.06.2023
Land	11,881,378	6,700,000	18,581,378	-	-	-	-	11,881,378
Building & Property	79,368,938	-	79,368,938	10%	68,337,718	1,103,122	69,440,840	9,928,098
Furniture, Furnishing & Equipment	45,739,688	-	45,739,688	15%	36,836,218	1,335,520	38,171,738	7,567,950
Motor Car & Vehicles	12,516,646	-	12,516,646	20%	10,861,519	331,025	11,192,544	1,324,102
Plant & Machinery	65,406,464	-	65,406,464	15%	56,397,798	1,351,300	57,749,098	7,657,366
Crockeries & Cutleries	1,849,593	-	1,849,593	25%	1,848,802	198	1,849,000	593
Plant & Machinery Devaluation Adjustment	898,088	-	898,088	15%	898,016	11	898,027	61
<b>Sub Total (A)</b>	<b>217,660,795</b>	<b>6,700,000</b>	<b>224,360,795</b>		<b>175,180,072</b>	<b>4,121,176</b>	<b>179,301,248</b>	<b>42,480,723</b>
Hotel Purbani Cattle & Vegetable Farm:								
Cattle & Poultry Shed	357,573	-	357,573	10%	287,917	6,966	294,883	62,690
Ponds (Earth Work)	55,940	-	55,940	10%	45,043	1,090	46,133	9,807
Furniture & Equipment	148,885	-	148,885	15%	127,428	3,219	130,647	18,238
Vehicles	7,000	-	7,000	20%	6,929	14	6,943	57
<b>Sub Total (B)</b>	<b>569,398</b>	<b>-</b>	<b>569,398</b>		<b>467,317</b>	<b>11,289</b>	<b>478,606</b>	<b>90,792</b>
<b>Total without Revaluation C= (A+B)</b>	<b>218,230,193</b>	<b>6,700,000</b>	<b>224,930,193</b>		<b>175,647,388</b>	<b>4,132,465</b>	<b>179,779,853</b>	<b>45,150,340</b>
Additional Value Adjustment on								
Revaluation of Hotel Assets:								
Land	42,591,654	-	42,591,654	-	-	-	-	42,591,654
<b>Sub Total (D)</b>	<b>42,591,654</b>	<b>-</b>	<b>42,591,654</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>42,591,654</b>
<b>Grand Total (C+D)</b>	<b>260,821,847</b>	<b>6,700,000</b>	<b>267,521,847</b>		<b>175,647,388</b>	<b>4,132,465</b>	<b>179,779,853</b>	<b>87,741,994</b>
								<b>85,174,459</b>



**BANGLADESH HOTELS LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED JUNE 30, 2023**

**1.00 GENERAL:**

**1.01 Corporate History of the Reporting Entity:**

Bangladesh Hotels Limited was Incorporated as a Public Limited Company under the Companies Act, 1913 in the then East Pakistan as East Pakistan Hotels Ltd. on 04/10/1961 with the Register of Joint Stock Companies vide Certificate of Incorporation No. 1598-E.P/41. Subsequently it was renamed as Bangladesh Hotels Ltd. The Company went for public issue of shares in 1985 and its shares are listed with the Dhaka Stock Exchange Limited.

**1.02 Nature of Business:**

The main business of the company is commercial space rent. In addition to the above, the company also earned revenue by providing miscellaneous commercial services & others.

**2.00 Summary of Significant Accounting Policies:**

**2.01 Basis of Accounting:**

The Company has prepared its accounts on going concern basis under Generally Accepted Accounting Principles on historical cost convention. It has also followed International Accounting Standards (IAS) as long as those are relevant for the company.

**2.02 Corporate Financial Statements and Reporting:**

Financial Statements comprise of the followings:

- a) Statement of Financial Position,
- b) Statement of Profit or Loss and Other Comprehensive Income,
- c) Statement of Changes in Equity,
- d) Statement of Cash Flows, and
- e) Notes comprising a summary of significant accounting policies and explanatory information.

The Financial Statements prepared under the historical cost convention and in accordance with the requirements of the Companies Act, 1994 the Securities and Exchange Rules, 2020 the Listing Regulations of Dhaka Stock Exchange Ltd., the International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs) as applicable to the company.

The following IASs and IFRSs are complied for the Financial Statements under audit:

IAS	Title	Remarks
IAS 1	Presentation of Financial Statements	Complied
IAS 7	Statement of Cash Flows	Complied
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
IAS 10	Events after the Reporting Period	Complied
IAS 12	Income Taxes	Complied
IAS 16	Property, Plant and Equipment	Complied
IAS 24	Related Party Disclosures	Complied
IAS 32	Financial Instruments: Presentation	Complied
IAS 33	Earnings per Share	Complied
IAS 36	Impairment of Assets	Complied
IAS 37	Provisions, Contingent Liabilities and Contingent Assets	Complied

IFRS	Title	Remarks
IFRS 7	Financial Instruments : Disclosures	Complied
IFRS 9	Financial Instruments	Complied
IFRS 15	Revenue from contracts with customers	Complied

**2.03 Use of Estimates:**

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.



**2.04 Valuation of Assets:**

In the past, the company carried out valuation of Property, Plant & Equipment like land through Engineering Consultants and the resultant net appreciation in value of the said Property Plant and Equipment was shown separately in the accounts with corresponding credit to the Revaluation Reserve Account. **As revalued asset is Land that has not been amortized as detailed at Schedule - A.**

**2.05 Depreciation:**

- i) Depreciation on Property, Plant & Equipment has been charged during the year on written down value of the Assets at the following rates:

Particulars	Rate of Depreciation
Land	0%
Building & Property	10%
Furniture, Furnishing & Equipment	15%
Motor Car & Vehicles	20%
Plant & Machinery	15%
Crockeries & Cutleries	25%
Plant & Machinery Devaluation Adjustment	15%

- ii) On addition during the year, depreciation is charged from the date of acquisition.

**2.06 Provision for Income Tax & Assessment Position:**

- i) Provision for Income Tax for the current year has been made as per the Income Tax Act, 2023.
- ii) The assessment of the company has been completed upto the assessment year 2013-2014, except 2008-2009, 2010-2011, 2011-2012 and 2012-2013. The final liability upto the said year is Tk. 5,94,561 as shown on **Note-19.01**

**2.07 Taxation:**

**(a) Current Tax**

Current tax is the expected tax payable on the taxable income for the financial year, using tax rates enacted or subsequently enacted after the reporting date and any adjustment to tax payable in respect of previous years. Provision for taxation is calculated on the basis of applicable current tax rate and in compliance with Income Tax.

**(b) Deferred Tax (IAS-12):**

During the year an amount of Tk. 2,734,173 has been provided for deferred tax liability on actual basis. (Note-18)

**2.08 Reporting Period:**

The financial statements of the Company cover the period from July 01, 2022 to June 30, 2023.

**2.09 Cash Flow Statement:**

Cash Flow statement is prepared principally in accordance with IAS-7 "Cash Flow Statements" and the cash flows from the operating activities have been presented under direct method as required by the Securities and Exchange rules, 2020 and considering the provisions of paragraph-19 of IAS-7 which provides that "Enterprises are Encouraged to Report Cash Flow from Operating Activities using the Direct Method". Reconciliation of cash flows from operating activities between Direct and Indirect Method have been shown in notes 28.00.

**2.10 Others:**

- i) Previous year's figures have been re-arranged, wherever necessary, in order for comparison with current year.
- ii) All figures have been rounded off to the nearest Taka.



**3.00 Investment:**

The details break-up is made up as follows:

Particulars	Notes	30-06-2023	30-06-2022
FDR ( Southeast Bank Ltd.)	3.01	34,035,084	23,967,183
FDR ( Mutual Trust Bank Ltd.)	3.01	5,437,330	10,520,725
<b>Total FDR</b>		<b>39,472,414</b>	<b>34,487,908</b>
Investment in Shares	3.02	8,603,764	1,817,051
<b>Total:</b>		<b>48,076,178</b>	<b>36,304,959</b>

**3.01 Details of Investment in FDR are as follows:**

Bank Name	Date Of Original Investment	A/C No.	Next date of Maturity	30-06-2023	30-06-2022
Southeast Bank Limited	28-10-2013	000224300064983	28-07-2023	6,087,528	5,860,190
Southeast Bank Limited	01-06-2015	000224300066517	01-09-2023	5,345,255	5,145,995
Southeast Bank Limited	01-06-2015	000224300066518	01-09-2023	2,261,536	2,178,925
Southeast Bank Limited	29-05-2018	000224300068012	29-08-2023	3,896,233	3,751,786
Southeast Bank Limited	22-08-2019	000224300068549	22-08-2023	3,003,538	2,892,859
Southeast Bank Limited	29-09-2019	000224500329792	29-09-2023	1,175,375	1,137,428
Southeast Bank Limited	03-11-2021	000224500329956	29-09-2023	1,044,500	1,000,000
Southeast Bank Limited	03-11-2021	000224500329957	29-09-2023	1,044,500	1,000,000
Southeast Bank Limited	03-11-2021	000224500329958	29-09-2023	1,044,500	1,000,000
Southeast Bank Limited	05-07-2022	000224500330032	05-07-2023	3,000,000	-
Southeast Bank Limited	05-07-2022	000224300069594	05-07-2023	1,030,681	-
Southeast Bank Limited	10-08-2022	000224400036686	10-08-2023	1,531,125	-
Southeast Bank Limited	10-08-2022	000224400036687	10-08-2023	1,531,125	-
Southeast Bank Limited	21-12-2022	000224300069890	21-09-2023	2,039,188	-
<b>Sub-Total:</b>				<b>34,035,084</b>	<b>23,967,183</b>
Mutual Trust Bank Limited	01-08-2016	120330060774	04-08-2022	1,373,512	1,320,733
Mutual Trust Bank Limited	01-08-2016	120330060827	04-08-2022	-	1,320,733
Mutual Trust Bank Limited	01-08-2016	120330060818	04-08-2022	-	1,320,733
Mutual Trust Bank Limited	01-08-2016	120330060809	04-08-2022	-	664,995
Mutual Trust Bank Limited	01-08-2016	120330060792	04-08-2022	-	1,320,733
Mutual Trust Bank Limited	01-08-2016	120330060783	04-08-2022	-	664,995
Mutual Trust Bank Limited	24-11-2016	120330061942	26-08-2022	1,354,606	1,302,601
Mutual Trust Bank Limited	24-11-2016	120330061951	26-08-2022	1,354,606	1,302,601
Mutual Trust Bank Limited	24-11-2016	120330061960	26-08-2022	1,354,606	1,302,601
<b>Sub-Total:</b>				<b>5,437,330</b>	<b>10,520,725</b>
<b>Total FDR</b>				<b>39,472,414</b>	<b>34,487,908</b>

**3.02 Details of Investment in shares are as follows:**

Quoted:

Name of the Companies	No. of Shares	Cost Price Per Share 30-06-2023	Cost Value	Market Price 30-06-2023	Market Value	30-06-2023	30-06-2022
AMCL(PRAN)	500	329.52	164,759	271.30	135,650	164,759	-
BAYLEASING	30,000	27.52	825,469	23.90	717,000	825,469	862,547
EHL	1,500	113.31	169,963	104.40	156,600	169,963	-
GENEXIL	6,040	97.01	585,953	86.10	520,044	585,953	-
SANDHANINS	10,000	33.10	330,990	30.90	309,000	330,990	-
SAPORTL	20,000	37.31	746,220	28.80	576,000	746,220	-
ANWARGALV	1,000	219.66	219,657	213.30	213,300	219,657	-
QUASEMIND	35,000	61.11	2,138,777	58.40	2,044,000	2,138,777	-
RAHIMAFood	7,000	282.29	1,976,003	239.80	1,678,600	1,976,003	-
RUPALIBANK	10,200	35.63	363,448	25.20	257,040	363,448	363,448
TUNGHAJ	12,969	6.25	81,056	5.80	75,220	81,056	81,056
UNIONCAP	40,000	12.29	491,470	9.70	388,000	491,470	-
<b>Sub Total:</b>			<b>8,093,764</b>		<b>7,070,454</b>	<b>8,093,764</b>	<b>1,307,051</b>



**3.02.01 Gain/(Loss) from Fair Value Changes of Investment in Share:**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
Fair Value of the Investment	7,070,454	1,046,703
Less: Cost price of the investment	(8,093,764)	(1,307,051)
<b>Fair value reserve as at 30 June 2023</b>	<b>(1,023,310)</b>	<b>(260,348)</b>
Less: Fair value reserve as at 1 July 2022	260,348	5,071
Fair value adjustment for the year	<u>(762,962)</u>	<u>(255,277)</u>

**Unquoted:**

Name of the Companies	No. of Shares	30-06-2023	30-06-2022
Hotel Purbani International Ltd.	5,100	510,000	510,000
<b>Sub Total:</b>		<b>510,000</b>	<b>510,000</b>
<b>Grand Total:</b>		<b>8,603,764</b>	<b>1,817,051</b>

**3.02.01 Gain/(Loss) from Fair Value Changes of Investment in Share:**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
Previous year unrealized loss	260,348	5,071
Current year unrealized loss	(1,023,310)	(260,348)
<b>Total:</b>	<b>(762,962)</b>	<b>(255,277)</b>

**4.00 Receivable:**

The details break-up is made up as follows:

Particulars	Note	30-06-2023	30-06-2022
Receivable from Phoenix Securities Ltd.		36,794	273,379
Rent Receivable (Hotel Purbani International)	4.01	22,605,000	18,205,000
<b>Total:</b>		<b>22,641,794</b>	<b>18,478,379</b>

**4.01 Rent Receivable (Hotel Purbani International):**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
Opening Balance	18,205,000	13,405,000
Add: Addition during the year	4,800,000	4,800,000
	<b>23,005,000</b>	<b>18,205,000</b>
Less: Collection during the year	400,000	-
<b>Closing Balance</b>	<b>22,605,000</b>	<b>18,205,000</b>

**5.00 Advance, Deposit & Pre-payments:**

The details break-up is made up as follows:

Particulars	Notes	30-06-2023	30-06-2022
Mr. Md. Mujibur Rahman		65,876	65,876
Mr. Md. Zahidur Rahman		22,786	22,786
Mr. AR Mamun		1,837,075	2,027,729
M/S. Bacchu Enterprise-For Consultancy		1,294,100	-
M/S. Aziz Engineering Works-For WASA Line		1,091,820	-
M/S. Noor-A-Modina Electric-For Transformer		1,322,300	-
M/S. MRC Engineering Works-For Substation		1,336,150	-
Security Deposit	5.01	291,510	291,510
<b>Total:</b>		<b>7,261,617</b>	<b>2,407,901</b>

**5.01 Security Deposit:**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
Titas Gas Transmission & Distribution Company Ltd.	291,510	291,510
<b>Total:</b>	<b>291,510</b>	<b>291,510</b>





**6.00 Advance Income Tax:**

The details break-up is made up as follows:

Particulars	Notes	30-06-2023	30-06-2022
Opening Balance		86,636,900	74,555,493
<b>Add: Addition during the year-</b>		<b>21,415,754</b>	<b>12,081,407</b>
For 30-06-2017 (Assessment year 2017-2018)		-	2,000,000
For 30-06-2019 (Assessment year 2019-2020)		3,000,000	1,000,000
For 30-06-2020 (Assessment year 2020-2021)		4,539,600	-
For 30-06-2021 (Assessment year 2021-2022)		3,500,000	-
For 30-06-2022 (Assessment year 2022-2023)		340,455	9,081,407
For Current Year 30-06-2023 (Assessment year 2023-2024)		10,035,699	-
		<b>108,052,654</b>	<b>86,636,900</b>
Less: Adjustment during the year	6.01	<b>108,052,654</b>	<b>86,636,900</b>
<b>Closing Balance</b>			

**6.01 Advance Income Tax:**

The details break-up is made up as follows:

Accounting Year	Assessment Year	30-06-2023	30-06-2022
31-12-2007	2008-09	3,123,265	3,123,265
30-06-2013	2014-15	3,920,068	3,920,068
30-06-2014	2015-16	5,904,587	5,904,587
30-06-2015	2016-17	6,260,844	6,260,844
30-06-2016	2016-17	2,816,025	2,816,025
30-06-2017	2017-18	10,957,153	10,957,153
30-06-2018	2018-19	19,910,074	19,910,074
30-06-2019	2019-20	11,329,222	8,329,222
30-06-2020	2020-21	12,106,624	7,567,024
30-06-2021	2021-22	12,267,231	8,767,231
30-06-2022	2022-23	9,421,862	9,081,407
30-06-2023	2023-24	10,035,699	-
<b>Total:</b>		<b>108,052,654</b>	<b>86,636,900</b>

Amount shown above includes Advance Tax to be adjusted in the relevant assessment years against tax payable.

**7.00 Current Account with Hotel Purbani International Ltd.:**

The amount is receivable from Hotel Purbani International Ltd. against Equipment

Particulars	30-06-2023	30-06-2022
Opening Balance	61,761,981	61,261,981
Add: Addition during the year	-	500,000
Purchase of prospectus for BEZA	-	10,000
	<b>61,761,981</b>	<b>61,771,981</b>
Less: Adjustment during the year for Bill	22,150	10,000
<b>Closing Balance</b>	<b>61,739,831</b>	<b>61,761,981</b>

**8.00 Cash & Cash Equivalents:**

The details break-up is made up as follows:

Particulars	Notes	30-06-2023	30-06-2022
Cash in Hand	8.01	199,018	197,658
Cash at Bank	8.02	7,056,280	(1,590,840)
<b>Total:</b>		<b>7,255,298</b>	<b>(1,393,182)</b>

**8.01 Cash in Hand:**

The above balance of cash in hand Tk. 199,018 has been confirmed by the management.



**8.02 Cash at Bank:**

The details break-up is made up as follows:

Name of the Bank	A/C No.	Name of Branch	30-06-2023	30-06-2022
Janata Bank Ltd.	0100001331013	Local office	274,353	(4,916,434)
Dutch Bangla Bank Ltd.	1011100018315	Local office	582,593	196,492
Southeast Bank Ltd.	000211100006651	Principal	436,373	60,432
Southeast Bank Ltd.	(Dividend-0002 13100002275)	Principal	5,703,483	3,008,502
Mutual Trust Bank Ltd.	120210014676	Dilkusha	57,933	58,623
United Commercial Bank Ltd.		Dilkusha	1,545	1,545
<b>Total:</b>			<b>7,056,280</b>	<b>(1,590,840)</b>

The above balances have been reconciled with respective bank statements balance (as applicable).

**9.00 Share Capital:**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
i) 450,000 Ordinary Shares of Tk. 10/- each fully paid up including 53,030 Shares of Tk. 10/- each fully paid up for consideration other than cash.	4,500,000	4,500,000
ii) 360,000 Bonus share of Tk. 10/- each issued as per decision on 4th November 2021	3,600,000	3,600,000
<b>Total Ordinary Share Capital</b>	<b>8,100,000</b>	<b>8,100,000</b>
iii) 5,000, 8% Cumulative preference shares of Tk. 100/- each (Redeemable)	500,000	500,000
<b>Total:</b>	<b>8,600,000</b>	<b>8,600,000</b>

**9.01 Classification of Shareholders by Holding:**

Group	No. of Shares		Percentage (%)	
	2023	2022	2023	2022
i) Sponsor				
a. Local	477,191	477,191	58.91	58.91
b. Foreign	-	-	-	-
ii) General Public	332,809	332,809	41.09	41.09
iii) Institutions	-	-	-	-
<b>Total</b>	<b>810,000</b>	<b>810,000</b>	<b>100.00</b>	<b>100.00</b>

**9.02 Distribution Schedule of Shareholdings**

Shareholding Range As on June 30, 2023	No. of Shareholders		No. of Shares		Percentage (%)	
	2023	2022	2023	2022	2023	2022
1 – 499	14	14	887	887	0.11	0.11
500 – 999	-	-	-	-	-	-
1000 – 1999	2	2	2,698	2,698	0.33	0.33
2000 – 4999	4	4	17,190	17,190	2.12	2.12
5000 – 9999	10	10	61,987	61,987	7.65	7.65
10000 and above	15	15	727,238	727,238	89.78	89.78
<b>Total:</b>	<b>45</b>	<b>45</b>	<b>810,000</b>	<b>810,000</b>	<b>100.00</b>	<b>100.00</b>

**10.00 Revaluation Reserve:**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
Revaluation Reserve	42,591,654	42,591,654
<b>Total:</b>	<b>42,591,654</b>	<b>42,591,654</b>

The above balance represents appreciation in the value of Land as revalued by Engineering Consultants in the past years and has been carried forward.

**11.00 General Reserve:**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
General Reserve	100,393	100,393
<b>Total:</b>	<b>100,393</b>	<b>100,393</b>

The above amount is as per previous year and carried forward.

**12.00 Liabilities for Expenses:**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
Dhaka WASA	292,139	279,668
DESCO/DPDC	382,253	607,751
Director Remuneration	2,220,000	-
AR Shamim-Mamun	-	966,997
M/S. Rhythm Space	297,710	372,710
Provision for Sundry Creditors	94,290	94,290
Audit & Corporate Governance Fee	241,500	241,500
Provision for Salary & Wages	2,070,413	-
M/S Gomati Advertising	73,728	-
M/S Rangdhanu Media Ad.	31,680	-
TDS Payable (Misce. Parties)	56,616	15,917
VAT Payable	22,471	22,716
<b>Total:</b>	<b>5,782,800</b>	<b>2,601,549</b>

**13.00 Liabilities for Other Finance:**

The amount represents advance rent which is as follows:

Name of the Parties	30-06-2023	30-06-2022
Janata Bank Ltd. - Advance Rent	31,333,320	-
Dutch Bangla Bank Ltd. - Advance Rent	21,790,690	764,598
Southeast Bank Ltd. - Advance Rent	12,996,664	30,325,542
M/S. Arista Interantional- Advance Rent.	457,350	707,850
Phoenix Insurance Co. Limited-Advance Rent	4,938,518	-
<b>Total:</b>	<b>71,516,542</b>	<b>31,797,990</b>

**14.00 Unclaimed Dividend:**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
Opening Balance	3,130,617	2,983,185
Add: Addition during the year	6,520,000	6,462,964
	<b>9,650,617</b>	<b>9,446,149</b>
Less: Paid during the year	3,947,134	6,315,532
<b>Closing Balance</b>	<b>5,703,483</b>	<b>3,130,617</b>



**14.01** Year-wise details of Unclaimed Dividend are as follows:

<b>Name of the Year</b>	<b>30-06-2023</b>	<b>30-06-2022</b>
31.12.2005 And before	1,243,651	1,243,651
31.12.2006	205,346	205,346
31.12.2007	100,250	100,250
31.12.2008	144,760	144,760
31.12.2009	333,601	333,601
31.12.2010	139,239	139,239
31.12.2011	90,684	90,684
31.12.2012	90,398	90,398
31.12.2013	87,495	87,495
30.06.2015	(29,361)	(29,361)
30.06.2016	161,055	161,055
30.06.2017	48,584	48,584
30.06.2018	118,084	2,615,702
<b>Sub-Total:</b>	<b>2,733,786</b>	118,084
30.06.2019	115,182	115,182
30.06.2020	133,745	133,745
30.06.2021	147,905	147,905
30.06.2022	2,572,866	-
<b>Total:</b>	<b>5,703,483</b>	<b>3,130,617</b>

**15.00** Loan from Bank:

The details break-up is made up as follows:

<b>Name of Institution</b>	<b>Notes</b>	<b>Loan No.</b>	<b>Date</b>	<b>Repayment Date</b>	<b>Amount (Tk.)</b>
Southeast Bank Ltd.	15.01	000273100002123	16-01-2014	30-11-2023	5,406,430
<b>Total:</b>					<b>5,406,430</b>

The above balance have been confirmed and reconciled with the respective bank statement balances.

**15.01** The loan with Southeast Bank Ltd. is made up as follows:

<b>Particulars</b>	<b>30-06-2023</b>	<b>30-06-2022</b>
Opening Balance	15,985,264	12,192,947
Add: Addition during the year	160,968,529	159,948,703
	<b>176,953,793</b>	<b>172,141,650</b>
Less: Repayment/Adjustment during the year	171,547,362	156,156,386
<b>Closing Balance</b>	<b>5,406,430</b>	<b>15,985,264</b>

**16.00** Provision for Workers Participation & Welfare Fund:

The details break-up is made up as follows:

<b>Particulars</b>	<b>Notes</b>	<b>30-06-2023</b>	<b>30-06-2022</b>
Opening Balance		4,405,840	2,848,507
Add: Addition during the year	16.01	1,433,351	1,557,333
		<b>5,839,191</b>	<b>4,405,840</b>
Less: Adjustment during the year		4,405,840	-
<b>Closing Balance</b>		<b>1,433,351</b>	<b>4,405,840</b>



**16.01 Workers Participation & Welfare Fund:**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
Profit Before Tax & WPWF	28,667,013	31,146,657
WPWF @ 5% of PBT	<u>1,433,351</u>	<u>1,557,333</u>

**17.00 Provision for Current Tax:**

The details break-up is made up as follows:

Particulars	Notes	30-06-2023	30-06-2022
Opening Balance		53,880,895	44,799,488
Add: Addition during the year	17.04	10,035,699	9,081,407
		<u>63,916,594</u>	<u>53,880,895</u>
Less: Adjustment during the year		-	-
Closing Balance	17.01	<u>63,916,594</u>	<u>53,880,895</u>

**17.01 Calculation of Provision during the year:**

Year-wise details are as follows:

Accounting Year	Assessment year	30-06-2023	30-06-2022
31-12-2007	2008-09	2,957,516	2,957,516
31-12-2013	2014-15	1,485,305	1,485,305
31-12-2014	2015-16	1,715,117	1,715,117
31-12-2015	2016-17	2,159,096	2,159,096
30-06-2016	2016-17	1,596,274	1,596,274
30-06-2017	2017-18	2,622,700	2,622,700
30-06-2018	2018-19	12,278,113	12,278,113
30-06-2019	2019-20	4,946,569	4,946,569
30-06-2020	2020-21	6,271,566	6,271,566
30-06-2021	2021-22	8,767,231	8,767,231
30-06-2022	2022-23	9,081,407	9,081,407
30-06-2023	2023-24	10,035,699	-
	Total:	<u>63,916,594</u>	<u>53,880,895</u>

**17.02 Calculation of Regular Income Tax:**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
Profit Before Tax	27,233,662	29,589,324
Regular Tax for the year @ 22.5%	<u>6,127,574</u>	<u>6,657,598</u>

**17.03 Calculation of Minimum Tax during the year:**

The details break-up is made up as follows:

Particulars	Note	30-06-2023	30-06-2022
Revenue		175,350,364	156,300,339
Add: Other Income		2,427,924	1,003,520
Less: Change in Receivable		(4,163,415)	(5,057,734)
Gross Receipt		<u>173,614,873</u>	<u>152,246,125</u>
Minimum Tax of Gross Receipt (0.60%)		<u>1,041,689</u>	<u>913,477</u>

**17.04 Advance Income Tax:**

6.00 10,035,699 9,081,407

Provision for income Tax is higher of 17.02, 17.03 and 17.04.



**18.00 Provision for Deferred Tax:**

The details break-up is made up as follows:

Particulars	Note	30-06-2023	30-06-2022
Opening Balance		1,600,931	2,364,149
Add: Provision during the year		1,133,242	-
		<b>2,734,173</b>	<b>2,364,149</b>
Less: Adjustment during the year		-	763,218
Closing Balance	18.02	<b>2,734,173</b>	<b>1,600,931</b>

**18.01 Deferred Tax Liability:**

The details break-up is made up as follows:

Particulars	Carrying Amount	Tax Base	Temporary Difference
Building & Property	9,928,098	7,278,499	2,649,599
Furniture, Furnishing & Equipment	7,567,950	15,313	7,552,637
Motor Car & Vehicles	1,324,102	925,349	398,753
Plant & Machinery	7,657,366	4,967,329	2,690,037
Crockeries & Cutleries	593	67,461	(66,868)
Plant & Machinery Devaluation Adjustment	61	1,072,338	(1,072,277)
<b>Property, Plant &amp; Equipment</b>	<b>26,478,170</b>	<b>14,326,289</b>	<b>12,151,881</b>

**18.02 The details break-up is made up as follows:**

Particulars	Notes	30-06-2023	30-06-2022
Carrying Value (As per Accounts)	18.01	26,478,170	22,617,075
Carrying Value (As per Tax Base)	18.01	14,326,289	15,501,824
<b>Temporary Difference</b>		<b>12,151,881</b>	<b>7,115,251</b>
Effective Tax Rate		22.5%	22.5%
<b>Deferred Tax Liability/(Assets)</b>		<b>2,734,173</b>	<b>1,600,931</b>

**19.00 Income Tax Payable:**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
Opening Balance	594,561	594,561
Add: Provision during the year	-	-
Less: Paid during the year	-	-
Closing Balance	<b>594,561</b>	<b>594,561</b>

**19.01 Year wise break-up of the amount is as follows:**

Accounting Year	Related Assessment Year	Assessed Tax as per final Assessment	Tax Provision made in the Account	Short provision for Tax	Advance Tax Paid	Income Tax Payable
1	2	3	4	5 = (3-4)	6	7 = (3-6)
1999	2000-01	1,567,719	1,567,712	7	1,761,108	(193,389)
2000	2001-02	2,433,499	1,587,284	846,215	2,705,988	(272,489)
2002	2003-04	5,977,465	1,196,720	4,780,745	4,627,191	1,350,274
2003	2004-05	2,339,141	1,510,574	828,567	2,468,300	(129,159)
2004	2005-06	2,657,096	1,438,183	1,218,913	2,894,043	(236,947)
2005	2006-07	1,859,490	1,577,327	282,163	1,977,642	(118,152)
2006	2007-08	5,705,261	1,073,592	4,631,669	3,735,257	1,970,004
	<b>Sub total:</b>	<b>22,539,671</b>	<b>9,951,392</b>	<b>12,588,279</b>	<b>20,169,529</b>	<b>2,370,142</b>
2008	2009-10	964,007	2,467,382	(1,503,375)	2,739,588	(1,775,581)
	<b>Sub total:</b>	<b>964,007</b>	<b>2,467,382</b>	<b>(1,503,375)</b>	<b>2,739,588</b>	<b>(1,775,581)</b>
2012	2013-14	4,103,511	1,212,465	2,891,046	4,103,511	-
	<b>Grand Total:</b>	<b>23,503,678</b>	<b>12,418,774</b>	<b>11,084,904</b>	<b>22,909,117</b>	<b>594,561</b>

Assessment of the above assessment years have been Finalized with different Tax Authorities and necessary adjustments in Provision for Income Tax and Advance Income Tax account will be made in due course.

**20.00 Revenue:**

The details break-up is made up as follows:

Particulars	Note	30-06-2023	30-06-2022
Rent from Commercial Block	20.01	175,350,364	156,300,339
<b>Total:</b>		<b>175,350,364</b>	<b>156,300,339</b>



**20.01 Rent from Commercial Block:**

The details break-up is made up as follows:

Name of the Parties	30-06-2023	30-06-2022
Hotel Purbani Int. Ltd.	4,800,000	4,800,000
Janata Bank Ltd.	67,126,217	54,928,800
Dutch Bangla Bank Ltd. L/O	31,057,505	27,525,528
Southeast Bank Ltd.-P/B	34,847,040	35,983,360
Southeast Bank Ltd. - H/O	17,139,600	17,698,500
Southeast Bank Ltd. - Tower	240,000	260,000
Southeast Bank Ltd. - Antena	60,000	65,000
Southeast Bank Ltd. - Generator	120,000	130,000
Phoenix Insurance Co. Ltd.	16,645,002	13,076,076
A. Wahab Co.	840,000	840,000
Arista International	860,400	993,075
Nexus Securities Ltd.	1,614,600	-
<b>Total:</b>	<b>175,350,364</b>	<b>156,300,339</b>

**21.00 Expenses:**

The details break-up is made up as follows:

Particulars	Note	30-06-2023	30-06-2022
Salaries & Wages		28,704,463	19,543,803
Daily Labour		1,900,640	1,079,415
Bonus		2,875,750	1,482,500
Meeting Allowance		219,500	-
Director's Remuneration		26,640,000	29,770,000
Gas Bill		19,440	23,610
Fuel		463,751	231,567
Electricity Charges		1,630,734	1,326,291
Electric & Lighting		2,638,101	2,319,838
Water & Sewerage Charges		3,452,731	3,680,096
Commercial Block Maintenance		14,195,785	12,849,433
Telephone		23,631	23,437
Fees & Subscription		131,473	760,458
Legal		6,570,000	3,000,000
Municipal Taxes	31.02	6,001,206	6,000,601
Business Development		3,315,000	1,750,000
Consultant		3,125,017	720,000
Stationery		758,222	508,659
Travelling & Conveyance		692,115	31,301
Postage & Revenue stamp		48,825	17,101
Audit & Corporate Governance Fee		241,500	299,000
Land Development Tax		41,400	134,550
Cleaning		1,151,480	713,500
Medical		1,814,871	1,830,194
Advertisement		897,668	471,258
Video & CC Camera		591,522	481,088
Internet		78,120	120,185
Staff Food		1,528,472	931,985
Printing & Binding		432,901	294,865
Entertainment		1,216,750	1,070,000
Transportation		464,150	296,302
Paper & Periodicals		613,864	298,750
Office Maintenance		2,858,563	2,760,985
Hotel Maintenance		3,768,459	3,741,038
Renovation		3,397,619	3,003,157
Vehicle Maintenance		1,373,967	1,843,478
Machinery Maintenance		3,674,270	3,074,660
Lift Service Exp.		1,502,550	1,136,750
Boiler Maintenance		2,207,445	1,855,694
Repair & Maintenance		8,209,520	7,578,042
Security		442,310	385,000
Miscellaneous		3,588,049	3,206,277
Fire Safety		666,222	443,589
Titas Gas(Guarantee)		47,792	-
Depreciation		4,132,465	4,813,468
<b>Total:</b>	<b>Schedule-A</b>	<b>148,348,313</b>	<b>125,901,925</b>



**22.00 Other Income:**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
Interest Income	2,129,520	1,403,327
Realised gain on sale of Shares	550,628	57,519
Dividend Income	41,240	-
Interest Expense	(142,017)	(324,668)
Bank Charge	(151,447)	(132,658)
<b>Total:</b>	<b>2,427,924</b>	<b>1,003,520</b>

**23.00 Net Assets Value Per Share:**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
Share Holder Equity	184,658,122	175,113,401
Cumulative Preference Share	(500,000)	(500,000)
	<b>184,158,122</b>	<b>174,613,401</b>
Weighted average number of ordinary shares	810,000	810,000
<b>Total:</b>	<b>227.36</b>	<b>215.57</b>

**24.00 Earning Per Share (EPS):**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
Net Profit After Tax	16,064,721	21,271,135
Less: 8% Dividend on Preference Share	40,000	40,000
<b>Net Profit After Tax and Preference Share Dividend</b>	<b>16,024,721</b>	<b>21,231,135</b>
No. of Ordinary Shares	810,000	810,000
<b>Earning Per Share (EPS)</b>	<b>19.78</b>	<b>26.21</b>

**25.00 Cash Received From Customer:**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
Revenue	175,350,364	156,300,339
Less: Change in Receivable	(4,163,415)	(5,057,734)
Others -Realise gain on share	-	-
<b>Total:</b>	<b>171,186,949</b>	<b>151,242,605</b>

**26.00 Cash Paid to Operating Expense, Employee and Others:**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
Expenses	148,348,313	125,901,925
Depreciation	(4,132,465)	(4,813,468)
Increase/Decrease Adv. Dep. and Prepayments	4,853,716	(8,255,446)
Increase/Decrease Liability for expenses	(3,181,251)	14,588,629
Payment against WPPF	4,405,840	-
Liability for other finance	(39,718,552)	(11,192,691)
<b>Total:</b>	<b>110,575,601</b>	<b>116,228,949</b>

**27.00 Net Operating Cash Flow per Share:**

The details break-up is made up as follows:

Particulars	30-06-2023	30-06-2022
Net Cash Flow from operating Activities	41,623,519	23,935,769
Weighted average number of ordinary shares	810,000	810,000
<b>Total:</b>	<b>51.39</b>	<b>29.55</b>





**28.00 Reconciliation of Cash Flows:**

The reconciliation of Net Cash Flow from operating activities between Direct and Indirect method as

Particulars	Note	30-06-2023	30-06-2022
<b>Cash flow from Operating Activities:</b>			
As per direct method statement of cash flows		<u>41,623,519</u>	<u>23,935,769</u>
<b>As per indirect method:</b>			
Net Profit after Tax for the year		16,064,721	21,271,135
<b>Adjustments for items not involving movement of cash:</b>			
Add: Depreciation on property, plant & Equipment	Schedule-A	4,132,465	4,813,468
		<u>20,197,186</u>	<u>26,084,603</u>
<b>Changing in working capital components:</b>			
(Increase)/Decrease in Receivable		(4,163,415)	(5,057,734)
(Increase)/Decrease in Advance, Deposit & Pre-payments		(4,853,716)	8,255,446
Increase/(Decrease) in Liabilities for Expenses		3,199,858	(14,365,748)
(Decrease)/Increase in Other Finance		39,118,552	11,192,691
Increase/(Decrease) in WPF		(2,972,489)	1,557,333
(Decrease)/Increase in Provision for Taxation		(10,035,699)	(9,081,407)
Increase/(Decrease) in Deferred Tax Liabilities		1,133,242	(763,218)
(Decrease)/Increase Prior year adjustment Unclaimed Dividend		-	6,113,803
		<u>21,426,332</u>	<u>(2,148,834)</u>
		<u>41,623,519</u>	<u>23,935,769</u>
<b>Net Cash Provided by Operating Activities</b>			

**29.00 Related Party Transactions:**

Parties are considered to be related if one party has the ability to control the other party or exercises significant influence over the other party in making financial and operational decision and include associated companies with or without common Directors and key management positions. The company has entered into transaction with other related entities in normal course of business that fall within the definition of related party as per International Accounting Standard (IAS) 24 "Related Party Disclosures". Transactions with related parties are executed on the same terms, including interest rate and collateral, as those prevailing at the time for comparable transactions with other customers of similar credentials do not involve more than a normal risk.

Details of transactions with related parties and balances with them as at 30 June 2023 as follows:

Name of the related party	Relationship	Details	Notes	Balance as at July 01, 2022	Addition during the year	Adjustment during the year	Balance as at June 30 2023 receivable/ (payable)
					Taka	Taka	Taka
Hotel Purbani International Ltd.	Shareholder	Current A/C	7.00	61,761,981	-	22,150	61,739,831
		Rent Receivable	4.01	18,205,000	4,800,000	400,000	22,605,000
<b>Total</b>				<b>79,966,981</b>	<b>4,800,000</b>	<b>422,150</b>	<b>84,344,831</b>

**30.00 Post Balance Sheet Events:**

There is no event between the date of Financial Statement and the date on which the financial statements were authorized for issue except the following:

**Proposed Dividend:**

The Board of Directors in its meeting held on 31st October 2023 has proposed dividend 85% cash Dividend on ordinary shares and 85% stock Dividend on Ordinary shares Subject to approval by BSEC & cash dividend @ 8% on preference shares of the company being fully paid up shares as on June 30, 2023 subject to approval in the ensuring Annual General Meeting of the company.

**31.00 OTHER RELEVANT INFORMATION:**

**31.01** Aggregate amount paid to Directors & Officers in the form of Remuneration, Bonus, Fees & other perquisites have been as under:

Particulars	Directors	Officers
Salaries & Wages	-	28,704,463
Director's Remuneration	26,640,000	-
Bonus	600,000	2,275,750
	<u>27,240,000</u>	<u>30,980,213</u>

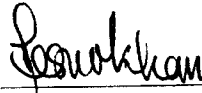
**31.02** Municipal tax paid every year as per demand of Dhaka South City Corporation based on financial year should be adjusted as per calendar year followed by the company for maintenance of its accounts so as to represent a true position of the account. This accounting year Dhaka South City Corporation renewed the municipal Tax, which is effective from 1, July 2017.



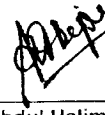
- 31.03 Out of total premises, the main Hotel Building is occupied by Hotel Purbani International Ltd. for the purpose of hotel business as well for the trading purpose of the company. Other Commercial annexed Building is occupied by Janata Bank Ltd., Southeast Bank Ltd., Dutch-Bangla Bank Ltd., Phoenix Insurance Co. Ltd., Arista International and other tenants.
- 31.04 The Company has credit facility during the year from Southeast Bank Ltd. & Mutual Trust Bank Ltd.
- 31.05 There was no contract for Capital Expenditure as on the date of Financial Statement as having not been executed.
- 31.06 During the year no compensation was paid by the Company to the Director except the remuneration and bonus paid to them for active services and charged to the Statement of Profit or Loss and Other Comprehensive Income.
- 31.07 During the year CEO Allowance has been paid.
- 31.08 There was no sum for which the company was contingently liable as on 30-06-2023.



Mahboobur Rahman  
Managing Director & CEO



Hasna Khan  
Director



Abdul Halim  
CFO

Dated: Dhaka, November 01, 2023



**BANGLADESH HOTELS LIMITED**  
**CERTIFICATE OF DUE DILIGENCE BY MD/CEO & CFO**

Date: 01 November 2023.

The Board of Directors  
 Bangladesh Hotels Limited

Subject: **Declaration on Financial Statements for the year ended on 30 June 2023.**

Dear Sirs,

Pursuant to the condition No. 1(5) (xxvi) imposed vide the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 10, June 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

1. The Financial Statements of Bangladesh Hotels Limited for the year ended on 30 June 2023 have been prepared in compliance with International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
2. The estimate and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
3. The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
4. To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
5. Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
6. The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

**In this regard, we also certify that:-**

1. We have reviewed the financial statements for the year ended on 30 June 2023 and that to the best of our knowledge and belief:
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. These statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.

There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,



(Mahboobur Rahman)  
 Managing Director & CEO



(Abdul Halim)  
 Chief Financial Officer

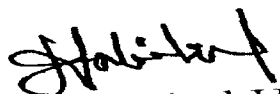
## **REPORT OF THE AUDIT COMMITTEE**

*(For the year ended June 30, 2023)*

The Audit Committee of the company has been formed as per directives of Bangladesh Securities and Exchange Commission. The Committee holds 4 meetings during the period 1<sup>st</sup> July 2022 to 30<sup>th</sup> June 2023. Audit Committee examined and reviewed the draft balance Sheet along with financial statement of the company for the period 01 July 2022 to 30 June 2023 submitted by **A Wahab & Co.** Chartered Accountants and recommended to place before the Board Meeting.

Functions and responsibilities of the Committee:

1. Review and examined the draft balance sheet, statement of financial statement and Recommended to place before the Board of Directors for their consideration and Approval.
2. Review the quarterly and half yearly financial statement of accounts for proper submission of the same to the shareholders and regulatory authorities.
3. Audit Committee reviews the integrity of financial statement of the Company to ensure that these reflect true and fair view of the Company's state of affairs for the period 01 July 2022 to 30 June 2023.
4. Review the Internal Auditors reports on various departments of the company.
5. The Audit Committee also ensures compliance of requirements of Bangladesh Securities and Exchange Commission (BSEC) and other organization i.e., Dhaka Stock Exchange Limited (DSE).



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(Habibul Haque)  
Independent Director  
&  
Chairperson  
Audit Committee

**REPORT OF THE NOMINATION & REMUNERATION COMMITTEE**  
**(NRC)**

*(For the year ended June 30, 2023)*

The Board has formed a Nomination & Remuneration Committee of the Board consisting of Three (3) members to assist the Board in formulation measures policy for determining qualifications, positive attributes, experiences and independence of director and top level executives.

The Nomination and Remuneration Committee shall assist the Board in formulation of the nomination criteria for a policy for formal process of considering remuneration of directors and top level executives.

**MEMBERS OF NOMINATION & REMUNERATION COMMITTEE:**

The Board has established a committee of the Board known as the Nomination & Remuneration Committee.

**CONSISTING OF THREE (3) MEMBERS TO ASSIST THE BOARD:**

<b>Name</b>	<b>Designation</b>	<b>Position</b>
Mr. Habibul Haque	Independent Director	Chairperson
Mrs. Hasna Khan	Director	Member
Mr. Habibur Rahman	Director	Member
Mr. Mohsin Uddin Ahmed	Company Secretary	Secretary

1(One) Meeting held in this period of 1<sup>st</sup> July 2022 to 30<sup>th</sup> June 2023.



(Habibul Haque)  
Independent Director  
&  
Chairperson  
NRC Committee



# Salahuddin & associates

Practicing Chartered Secretaries and Management Consultants

Annexure-B  
[Certificate as per condition No.1(5)(XXVII)]

Report to the Shareholders of Bangladesh Hotels Limited  
on  
Compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by Bangladesh Hotels Limited for the period from July 01, 2022 to June 30, 2023. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated June 03, 2018 of the Bangladesh Securities and Exchange Commission.

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

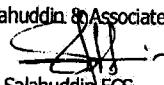
This is a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

We state that we have obtained all the information and explanations, which we have required and after due scrutiny and verification thereof, we report that, in our opinion:

- (a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above-mentioned Corporate Governance Code issued by the Commission.
- (b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- (c) Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws; and
- (d) The governance of the company is satisfactory.

Place: Dhaka  
November 25, 2023



For  
Salahuddin & Associates  
  
Md. Salahuddin FCS  
Chartered Secretary in Practice

Address: 55 Purana Paltan, 16/B Noakhali Tower, Dhaka-1000  
Cell: +880 1309000599, e-mail Id: [info@sassociatesbd.com](mailto:info@sassociatesbd.com), web: [www.sassociatesbd.com](http://www.sassociatesbd.com)

**Corporate Governance Code**

Status of compliance with the conditions imposed by the Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969 is presented below:

Condition No.	Title	Compliance Status		Remarks
		Compiled	Not Compiled	
<b>1</b>	<b>Board of Directors</b>			
1.(1)	Board Size (minimum - 5 and maximum - 20)	√		The board of Bangladesh Hotels Limited is comprised of 5(Five) Directors.
<b>1.(2)</b>	<b>Independent Director</b>			
1.2.(a)	1/5th of total as Independent Director (ID)	√		BHL Board comprised of 5(five) Directors out them 01(one) independent Director.
1.2 (b) (i)	Does not hold any share of less than 1% shares in the Company	√		Independent Director has no holding any share of the company.
1.2(b) (ii)	Not a Sponsor of the Company	√		No Independent Director has any relationship with Sponsor or Director or shareholders.
1.2 (b)(iii)	Who has not been an executive of the company	√		N/A
1.2 (b)(iv)	Does not have other relationship	√		He is non-executive Director
1.2 (b)(v)	Not a Member or TREC, Director or Officer of any Stock Exchange	√		No relation
1.2 (b)(vi)	Not a Shareholder/Director/Officer of any Member/TREC holder of Stock Exch.	√		No relation with stock exchange or capital market.
1.2 (b)(vii)	Not a partner or an Executive or was not a partner or an Executive during the preceding 3 (Three) years of the concerned Company's statutory audit firm.	√		No one was the employee of this Company ever
1.2 (b)(viii)	Not an Independent Director in more than five listed Companies.	√		Not involved as independent director in any listed Companies
1.2 (b)(ix)	Not Convicted by a court of competent jurisdiction as a defaulter in payment of any loan/advance to a Bank or a Non-Bank Financial Institution.	√		No convicted by a court
1.2 (b)(x)	Not convicted for a Criminal Offence	√		No convicted for a criminal offence
1.2 ( c )	Appointed by the Board and approved by the shareholders in AGM.	√		Appointed by the board of directors and approved by the shareholders in the AGM
1.2 (d)	Post cannot remain vacant more than 90 days.	√		There was no such vacancy has occurred during the period.
1.2 (e)	Tenure of the Independent Director.	√		Complied as per the CG Code
<b>1.3</b>	<b>Qualification of Independent Director</b>			
1.3(a)	Independent Director shall be a knowledgeable individual.	√		The qualification and background of Independent Director justify their ability as such.
1.3(b)(i)	Business Leader who is or was a promoter or director of an unlisted company.	√		Independent Director is Corporate Leader and have knowledge on Business, economics, finance etc.
1.3(b)(ii)	Should be a Corporate Leader/Business Leader.	√		In practice

1(3)(b)(iii)	Former official of government.	√		N/A
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law.	√		N/A
1(3)(b)(v)	Professional Chartered Accountant/ Secretary or equivalent qualification.			N/A
1 (3) ( c )	The independent director shall have at least 10(ten) years of experiences.	√		Independent director have more than 10 (ten) years of experience.
1 (3) ( d )	Relaxation in special cases.			N/A
<b>1(4)</b>	<b>Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer.</b>			
1(4)(a)	The posts of Chairperson of the board and CEO are different individuals.	√		Chairperson of the Board and MD / CEO are different individuals.
1(4)(b)	MD and/or CEO of a listed Company shall not hold the same position in another listed Company.	√		In Practice
1(4)(c)	The Chairperson shall be elected form among the non-executive directors.	√		In Practice
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or CEO.	√		In Practice
1(4)(e)	In absence of Chairperson of the Board etc.	√		In Practice
<b>1(5)</b>	<b>The Directors' Report to Shareholders :</b>			
1(5)(i)	Industry outlook and possible future developments in the industry	√		The Directors' Report complies with the CG code.
1(5)(ii)	Segment-wise or product-wise performance			N/A
1(5)(iii)	Risks and concerns including internal and external risk factor.	√		In Practice
1(5)(iv)	Discussion on Cost of Goods sold Gross profit Margin and Net Profit Margin.			N/A
1(5)(v)	Discussion on continuity of any extraordinary activities and implications.	√		
1(5)(vi)	Detailed discussion and statement on related party transactions.	√		Available in the Annual Report
1(5)(vii)	Utilization of proceeds from public/rights issues and/or through any others.	√		Completed the utilization Since ago.
1(5)(viii)	Explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Offer, Direct Listing, etc.	√		No Such Case in present
1(5)(ix)	Explanation by the Management if significant variance occurs between Quarterly Financial Performance and Annual Financial Statements.	√		Detailed explanation has given in the directors report
1(5)(x)	Remuneration to Directors including Independent Director.	√		Detailed has given in the Annual report
1(5)(xi)	A Statement that financial statements prepared by the management of the issuer present fairly its state of affairs, the result of its operations, cash flows and changes in equity.	√		Do
1(5)(xii)	Proper books of account of the issuer company have been maintained.	√		Do
1(5)(xiii)	Appropriate accounting policies have been consistently applied in preparation to the financial statements and that the accounting estimates are based on reasonable and prudent judgment.	√		Do



1(5)(xiv)	International Accounting Statement (IAS) Bangladesh Accounting Standard (BAS) /International Financial Reporting standard (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed.	√		Do
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	√		Do
1(5)(xvi)	A statement that 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.	√		Do
1(5)(xviii)	Significant deviations from the last year's operation results of the issuer company shall be highlighted and the reasons there of should be explained.	√		Do
1(5)(xix)	Key operating and financial data of at least preceding 5 (Five) years shall be summarized.	√		Stated in the Annexure – I of the Directors report
1(5)(xx)	If the issuer company has not declared dividend (cash or stock) for the year, the reasons there of shall be given.	√		85% cash & 85% Stock (Subject to BSEC consent) dividend has been recommended for the Ordinary shareholders
1(5)(xxi)	Board's statement to the effect that no bonus shares or stock dividend paid as interim dividend.	√		Stated in the Directors Report
1(5)(xxii)	The number of Board meetings held during the year and attendance by each Director shall be disclosed.	√		Stated in the Annexure – I of the Directors report
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate (name wise details).	√		Disclosed in the Directors Report
1(5)(xxiii)(a)	Parent/Subsidiary/Associated Companies and other related parties (name wise details).	√		Do
1(5)(xxiii)(b)	Directors, CEO, Company Secretary, CFO, HIAC and their spouses and minor children (name wise details).	√		Do
1(5)(xxiii)(c)	Executives.	√		Do
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details).	√		Stated in the Directors Report
1(5)(xxiv)(a)	A brief resume of the director in case of appointment or reappointment.	√		Stated in the Directors Report
1(5)(xxiv)(b)	Nature of his/her expertise in specific functional areas.	√		Do
1(5)(xxiv)(c)	Names of the companies in which the person also holds the directorship an.	√		Do
1(5)(xxv)	<b>Management discussion and analysis signed by CEO/MD presenting detail analysis of the company's position and</b>			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements.	√		Stated in the Directors Report
1(5)(xxv)(b)	Changes in accounting policies and estimation as well as cash flows on absolute figure for such changes.	√		Do
1(5)(xxv)(c)	Comparative analysis and financial position as well as cash flow for current financial year with immediate preceding five years explaining reasons.	√		Do

1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario.	√		Do
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and	√		Do
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements.	√		Do
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation shall be explained to the shareholders in the next AGM.	√		Do
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(30) shall be disclosed as per Annexure-A	√		Inserted in the annual report
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed	√		Stated in the Annual Report
<b>1(6)</b>	<b>Meeting of the Board of Directors</b>			
1(6)	Compliance under Bangladesh Secretarial Standards (BSS).	√		Relevant BSSs of ICSB are being followed by the company
<b>1(7)</b>	<b>Code of Conduct for the Chairperson, other Board members and Chief Executive Officer</b>			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee(NRC)	√		Stated in the Annexure – I of the Directors report
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior.....		√	
<b>2</b>	<b>Governance of Board of Directors of Subsidiary Company</b>			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary.			Company has no subsidiary right now
2(b)	Independent Director of holding company also in the subsidiary company.			Do
2(c)	Minutes of subsidiary to be placed in the meeting of holding company.			Do
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company.			Do
2(e)	The Audit Committee of the holding company shall also review the financial statements in particular the investments made by the subsidiary company.			Do
<b>3</b>	<b>Managing Director (MD) or Chief Executive Officer, Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC).</b>			
<b>3.1</b>	<b>Appointment</b>			
3(1)(a)	Board shall appoint a MD or CEO, Company Secretary, CFO, and HIAC.	√		Complied with the condition fully
3(1)(b)	The positions of the MD,CEO,CS,CFO & HIAC shall be filled by different individuals.	√		Do
3(1)(c)	The MD or CEO, CS, CFO, and HIAC of a listed company shall not hold any executive position in any other company at the same time.	√		Do
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS.	√		Do

3(1)(e)	MD or CEO, CS, CFO, and HIAC shall not be removed from their position without approval of the Board and be disseminated to the commission and exchange.			No such incident occurred
<b>3.2</b>	<b>Requirement to attend Board of Directors' Meetings</b>			
3 (2)	MD or CEO,CS,CFO and HIAC shall attend the meetings of the Board.	√		Complied
<b>3.3</b>	<b>Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)</b>			
3(3)(a)(i)	The statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.	√		Certified by the Managing Director and CFO & disclosed in the Annual Report
3(3)(a)(ii)	The statements together present a true and fair view of the company's affairs and are in compliance.	√		Do
3(3)(b)	The MD or CEO and CFO to certify on due diligence in the Report.	√		Do
3(3)( c)	The certification of the MD/CEO and CFO shall be disclosed in the Annual Report.	√		Disclosed in the annual report
<b>4</b>	<b>Board of Directors' Committee</b>			
4 (i)	Audit Committee	√		complied
4 (ii)	Nomination and Remuneration Committee	√		Do
<b>5</b>	<b>Audit Committee</b>			
<b>5.1</b>	<b>Responsibility to the Board of Directors</b>			
5(1) (a)	Company shall have an Audit Committee as a sub-committee of the Board.	√		The sub-committee of the Board is in place
5(1) (b)	Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the Company.	√		In Practice
5(1) (c)	Audit Committee shall report on its activities to the Board of Directors.	√		Do
<b>5.2</b>	<b>Constitution of the Audit committee</b>			In Practice
5(2) (a)	The Audit Committee shall be composed of at least 3 (three) members.	√		The Audit Committee is composed with 3 (Three) members.
5(2) (b)	Board shall appoint members of the Audit Committee who shall be non-executive director.	√		The members of the Audit Committee are appointed by the Board which includes 1 (one) Independent Director.
5(2) (c )	All members of the Audit Committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial.	√		All members of the Committee has are more than 10 years' experience.
5(2) (d)	When the term of service of the Committee members expires or there is any circumstance causing any Committee member to be unable to hold.	√		In Practice
5(2) (e)	The Company Secretary shall act as the Secretary of the Audit Committee	√		Do
5(2)(f)	Quorum of Audit Committee meeting, at least One independent director.	√		Do
<b>5.3</b>	<b>Chairperson of the Audit Committee</b>			
5(3)(a)	The Board shall select Chairperson of the Audit Committee who will be ID.	√		Mr. Habibul Haque. Independent Director is the Chairperson of the Audit Committee.
5(3)(b)	Absence of the Chairperson of the Audit Committee members to elect one.			In Practice
5(3)( c)	Chairperson of the Audit Committee shall remain present in the AGM.	√		In Practice

<b>5.4</b>	<b>Meeting of the Audit Committee</b>			
5(4)(a)	The Audit Committee shall conduct at least 4 meetings in a financial year.	√		4 (Four) meetings hold in this financial year
5(4)(b)	Quorum of Audit Committee, presence of 2 or 2/3 members whichever is higher.	√		In Practice
<b>5.5</b>	<b>Role of Audit Committee</b>			
5(5)(a)	Oversee the financial reporting process.	√		In Practice
5(5)(b)	Monitor choice of accounting policies and principles.	√		Do
5(5)(c)	Internal Audit and Compliance process to ensure that it is adequately resourced.	√		Do
5(5)(d)	Performance of external auditors.	√		Do
5(5)(e)	Hold meeting with the auditors, review the annual financial statements before submission to the Board for approval or adoption.	√		Do
5(5)(f)	Review with the management, the annual financial statements before submission to the Board for approval.	√		Do
5(5)(g)	Review with the management, the Quarterly and half yearly financial statements before submission to the Board for approval.	√		Do
5(5)(h)	The review adequacy of internal audit function.	√		Do
5(5)(i)	Review the management's discussion and analysis before disclosing in the Annual Report.	√		Do
5(5)(j)	Review statement of all related party transactions submitted by the Mgt.	√		Do
5(5)(k)	Review management letters or letter of Internal Control weakness issued by statutory auditors.	√		Do
5(5)(l)	Oversee determination of audit fees based on scope and magnitude.	√		Do
5(5)(m)	Oversee whether IPO proceeds utilized as per the published Prospectus.			Complete utilization since ago.
<b>5.6</b>	<b>Reporting of the Audit Committee</b>			
<b>5.6 (a)</b>	<b>Reporting to the Board of Directors</b>			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		In Practice
5(6)(a)(ii)(a)	Report on conflicts of interests.	√		Do
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process.	√		No such event occurred
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliance including securities related laws, relies and regulation.	√		No such event occurred
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately disclosed to the Board immediately.	√		No such event occurred
<b>5.6 (b)</b>	<b>Reporting to the Authorities</b>			
				No such event occurred
<b>5.7</b>	<b>Reporting to the Shareholders and General Investors</b>			
5(7)	Reporting to the Shareholders and General Investors	√		Discussed in the AC report
<b>6</b>	<b>Nomination and Remuneration Committee (NRC)</b>			
<b>6.1</b>	<b>Responsibility to the Board of Directors</b>			
6(1)(a)	The company shall have a NRC as a sub-committee of the Board.	√		The sub-committee of the Board is in place

6(1)(b)	NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications.			In Practice
6(1)(C)	The terms of reference of the NRC shall be clearly set forth in writing.	√		Do
<b>6.2</b>	<b>Constitution of the NRC</b>			
6(2)(a)	The Committee shall comprise of at least three members including an ID.	√		The NRC composed with 3 members including an independent director.
6(2)(b)	All members of the Committee shall be non-executive directors.	√		All members of the NRC are non-executive Director.
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board.	√		In Practice
6(2)(d)	Board have authority to remove and appoint any member of the committee.	√		Do
6(2)(e)	Board shall fill the vacancy within 180 days of such vacancy in the Committee.	√		In practice (No such situation has occurred during this financial year)
6(2)(f)	The Chairperson of the Committee may appoint/co-opt any external expert.	√		In practice (No such situation has occurred)
6(2)(g)	The company secretary shall act as the secretary of the committee.	√		In Practice
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director.	√		Do
6(2)(i)	No member of the NRC shall receive any remuneration/advisory, other at least an independent director.	√		In Practice
<b>6.3</b>	<b>Chairperson of the NRC</b>			
6(3)(a)	Board shall select 1 member of the NRC to be Chairperson of the Committee	√		Mr. Habibul Haque, Independent Director is the Chairperson of the NRC Committee.
6(3)(b)	Absence of chairperson, the remaining members may elect one of them.	√		No such situation has occurred
6(3)(c)	Chairperson of the NRC shall attend the AGM.	√		In Practice
<b>6.4</b>	<b>Meeting of the NRC</b>			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year.	√		Complied
6(4)(b)	The Chairperson of the NRC, may convene any emergency meeting.	√		No such situation has occurred during this financial year
6(4)(c)	Quorum of NRC meeting, presence of 2 or 2/3 members whichever is higher.	√		In Practice
6(4)(d)	Proceedings of NRC meeting shall be recorded in the minutes and such minutes shall be confirmed in the next meeting minutes shall be confirmed in the next meeting.	√		Do
<b>6.5</b>	<b>Role of NRC</b>			
6(5)(a)	NRC shall be independent and responsible/accountable to the Board and to the shareholders.	√		In Practice
6(5)(b)(i)(a)	Level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully.	√		Do

6(5)(b)(i)(b)	Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.	√		Do
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long term performance.	√		Do
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, experience etc.	√		Do
6(5)(b)(iii)	Identifying persons who are qualified the criteria laid down and recommend their appointment and removal to the Board.	√		Do
6(5)(b)(iv)	Formulating criteria for evaluation of performance of independent	√		Do
6(5)(b)(v)	Identifying company's needs for employees at different levels and determine their selection, transfer or replacement.	√		Do
6(5)(b)(vi)	Developing recommending and reviewing annually the company's human resources and training policies.	√		Do
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC at a glance in its annual report.	√		Discussed in the NRC report
<b>7</b>	<b>External or Statutory Auditors</b>			
7(1)	Issuer company shall not engage its external auditors to perform the following:	√		No such service was undertaken by the external auditors
7(1)(i)	Appraisal or valuation services or fairness opinions.	√		In Practice
7(1)(ii)	Financial information systems design and implementation.	√		Do
7(1)(iii)	Book keeping or other service related to the account ion records.	√		Do
7(1)(iv)	Broker-dealer services	√		Do
7(1)(v)	Actuarial services	√		Do
7(1)(vi)	Internal/special audit services.	√		Do
7(1)(vii)	Any services that the Audit Committee may determine.	√		Do
7(1)(viii)	Certification services on compliance of corporate governance.	√		Do
7(1)(ix)	Any other service that may create conflict of interest.	√		Do
7(2)	No partner or employees of the External/Statutory Auditors audit firms shall possess any share of the company they audit at least during the tenure.	√		In Practice
7(3)	Representative of External Auditors shall remain present in the AGM.	√		In Practice
<b>8</b>	<b>Maintaining a website by the company</b>			
8(1)	The company shall have an official website linked with that of the stock exchange.	√		The Company's official website (www.bangladeshhotelsltd.com) linked with under process the stock exchange website.
8(2)	The company shall keep the website functional from the date of listing.	√		In Practice

8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchanges.	√		Do
<b>9</b>	<b>Reporting and Compliance of Corporate Governance</b>			
9(1)	The company shall obtain a certificate from a practicing professional firm on yearly basis regarding compliance of conditions of Corporate.	√		Certificate has been obtained from M/S. Salahuddin & Associates, Chartered Secretary in practice for the year ended on 30 June 2023 which published in the Annual Report.
9(2)	The professional who will provide the certificate on compliance of Corporate Governance shall be appointed by the Shareholders in the AGM.	√		In Practice
9(3)	The directors of the company shall state, in accordance with the Annexure- C attached, in the directors report whether the company has complied with these conditions.	√		The Directors report complied with the code

# BANGLADESH HOTELS LIMITED

1, Dilkusha Commercial Area, Dhaka-1000.

## PROXY FORM

I/we ..... Address .....  
..... Holding ..... Nos.  
Ordinary & ..... Nos. Preference Shares of Bangladesh Hotels Limited authorise Mr. /  
Mrs. .... Address .....  
In absence of above, Mr./Mrs. ....  
Address ..... To attend the 59<sup>th</sup>  
Annual General Meeting to be held on 27<sup>th</sup> December 2023 at 11.30 AM for voting with Proxy.

Signed this day .....

\_\_\_\_\_  
Signature of Shareholder

Tk. 100/-  
Revenue  
Stamp

\_\_\_\_\_  
Signature of Proxy

Number of Share Held.....

Folio No./ BO ID: .....

### **N. B.**

1. Proxy Form should be filled up properly and to be submitted at the Registered Office of the company before 48 hours of the meeting i.e. 24<sup>th</sup> December 2023 at 11:30 am.
2. The Proxy must be a member of the company. The signature of the shareholder and proxy must be similar to the signature preserved in the Registered Office of the Company.

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## BANGLADESH HOTELS LIMITED

1, Dilkusha Commercial Area, Dhaka-1000.

## ATTENDANCE SLIP

I/we hereby recorded my/our attendance at the **59<sup>th</sup> Annual General Meeting** of the company being held on 27<sup>th</sup> December 2023 at 11.30 AM at registered office 1, Dilkusha C/A, Dhaka-1000.

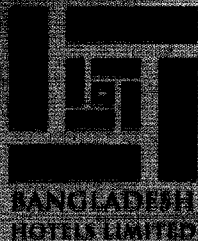
Name of the Member (IN BLOCK LETTER).....

Name of the Proxy (IN BLOCK LETTER).....

Folio No/BO ID.....

.....  
Signature of the Member/Proxy





## **Bangladesh Hotels Limited.**

● 1, Dilkusha C/A, Dhaka-1000, Bangladesh.

● +88-02-223382229 ☎ +88-02-223382314

● [info@bangladeshhotelsltd.com](mailto:info@bangladeshhotelsltd.com)

● [www.bangladeshhotelsltd.com](http://www.bangladeshhotelsltd.com)