

ANNUAL REPORT

2020-2021



57th



Bangladesh Hotels Limited

BHL

BANGLADESH HOTELS LIMITED

LIST OF THE DIRECTORS

MR. AZIZUR RAHMAN
Chairman

MR. MAHBOOBUR RAHMAN
Managing Director & CEO

MR. HABIBUR RAHMAN
Director

MRS. HASNA KHAN
Director

MR. MOHSIN UDDIN AHMED
Independent Director

Auditors:

A Wahab & Co
Chartered Accountants
1, Dilkusha C/A
Dhaka -1000,

Bankers:

Janata Bank Ltd.
Southeast Bank Ltd.
Dutch Bangla Bank Ltd.
Mutual Trust Bank Ltd.

Registered Office:

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

BANGLADESH HOTELS LIMITED

1, Dilkusha Commercial Area

Dhaka-1000

No. AGM/57/2021

Date: 14-11-2021

NOTICE

Notice is hereby given that the 57th Annual General Meeting of the Shareholders of Bangladesh Hotels Limited will be held at the Registered Office of the Company at 1, Dilkusha Commercial Area, Dhaka - 1000 on Monday the 13th December 2021 at 11.30 A. M. to transact the following business:

01. To confirm the minutes of the 56th Annual General Meeting.
02. To consider and adopt the Directors Report and Audited Accounts for the year ended 30-06-2021 (period 01-07-2020 to 30-06-2021) along with Auditors Report thereon.
03. To approve the declaration of Dividend for the year ended 30-06-2021 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 2022 & appointment for Corporate Governance code for the year ended 30 June 2022.
06. To approve appointment of Independent Director.
07. To discuss and approve of increasing Authorized Share Capital TK 1 (one) Crore to 50(Fifty) Crore of Bangladesh Hotels Limited.
08. To transact any other business of the Company with the permission of the Chair.

By order of the Board

Sd/=
Director

NOTE:

1. The respective record date fixed on 25 November, 2021.
2. Annual Report comprising Directors Report, Audited Accounts and Auditors Report thereon for the period 01-07-2020 to 30-06-2021 will follow.
3. Social distance to be maintained by all for attending above mentioned AGM.

Copy to: All Shareholders.

Board of Directors

Chairman

Mr. Azizur Rahman

Managing Director & CEO

Mr. Mahboobur Rahman

Directors:

1. Mr. Habibur Rahman
2. Mrs. Hasna Khan

Independent Director:

Mr. Mohsin Uddin Ahmed

Corporate Management

◆◆◆ **Managing Director & CEO:**

Mr. Mahboobur Rahman

◆◆◆ **Company Secretary (CS):**

Mr. Abdul Mohaimen

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

Mr. Halimul Hoque

◆◆◆ **Head of Internal Audit And Compliance (HIAC):**

Mr. Abdul Halim

Statement of Chairman

Dear valued shareholders,
Assalamu Alaikum

I am highly pleased to welcome you to the 57th Annual General Meeting of the company which is being held in compliance of the existing regulations of Bangladesh Securities and Exchange Commission, requirements of the companies Act 1994 and provisions of the National Board of Revenue resulting in compilation of books of Accounts for the period of 1st July 2020 to 30th June 2021 covering for the current Annual General Meeting.

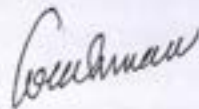
I am, however, pleased to report that due to the skilled and strategic handling of the entire affairs by the officials, we all must work in the direction of attainment of a peaceful society on needed for progress and prosperity of the mankind.

I would also like to give thanks to my fellow Directors for their immense contribution in formulating and steering the company's strategy.

I am confident that Bangladesh Hotels Limited will remain on track to achieve greater heights for years to come.

With best wishes for wellbeing of all of us.

Allah Hafiz.



Azizur Rahman
Chairman

Statement of Managing Director & CEO

Dear valued shareholders,
Assalamu Alaikum

While welcoming you all to the 57th Annual General Meeting, 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 1st July 2020 to 30th June 2021. In order to make a comparative analysis, we have also provided relative position for a period from 1st July 2020 to 30th June 2021. 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.

It is evident from the comparative result of the periods under review, the operating performance of the company.

Thanking you all a bright and peaceful future.

Allah Hafiz



Mahboobur Rahman
Managing Director & CEO

CODE OF CONDUCT

This Code of Conduct has been prepared and adopted by Bangladesh Hotels Limited in compliance with the requirements of the Condition of Corporate Governance Code vide Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 Dated 3rd June 2018 of Bangladesh Securities and Exchange Commission (BSEC) for the Chairman, other Members of the Board and Managing Director in respect to set forth the guiding principles on which the Chairman, other Members of the Board and Managing Director shall operate and conduct themselves with the Shareholders, Government, Regulatory Authorities, Stakeholders, Customers, Employees and any others else with whom Bangladesh Hotels Limited related.

Bangladesh Hotels Limited Code of Conduct provides a broad guidance on ethical standards and business conduct. All the persons joining the Company must have to receive, read and understand the guidelines of Code of Conduct and Conflict of Interest guidelines. Major issues or guidelines contain in the Code of Conduct are:

- Ethical Standards.
- Conflict of Interest.
- Confidentiality.
- Protection and Proper use of Company Property.
- Compliance with Laws, Rules and Regulations.
- Timely and Truthful Public Disclosure.
- Accountability for Violation of Code.
- Compliance Procedure.

PRINCIPLES OF THE CODE OF CONDUCT

This Code of Conduct is a guideline of the Executive Body to discharge their duties and responsibility as well as the affairs of the Bangladesh Hotels Limited, honest and in a good faith for the greater interest of the Company and to avoid all sorts of conflict of interest.

CONFIDENTIALITY

All information of the company shall be used and handled with best care and due diligence to be applied to ensure highest confidentiality and preserving sensitivity. Unpublished price sensitive information, unpublished company strategy, information received from investors or shareholders, information of employees must be considered confidential and held in confidence, unless otherwise authorized to do so and when disclosure is required under any law.

CONFLICT OF INTEREST

The Executive Body shall prevent and avoid potential conflict of interest that may arise and influence while performing at workplace. They shall refrain from availing any kind of undue or illegal benefit/facilities which may be in conflict with the interests of Bangladesh Hotels Limited. They shall not involve in any business, relationship or activity, which may also arise conflicts of interests when a Director or a member of his or her family, receives any kind of financial benefits relating to his/her personal gain.

RELATIONSHIP WITH SHAREHOLDER/INVESTOR

The Executive Body shall preserve the lawful benefits and interests of its shareholders/investors. They shall provide with accurate, relevant, truthful information on the Company's operation, shall make utmost endeavor to maximize the profit and dividend payment ethically and lawfully and do not deliberately omit any important facts or shall not be of misleading nature.

EQUALITY AND SAFEST WORKING

Bangladesh Hotels Limited is an equal opportunity employer and does not unlawfully discriminate against employees or applicants for employment on the basis of an individual's race, color, religion, creed, gender, national origin, age, disability, marital status, veteran status or any other status protected by applicable law.

This policy applies to all terms, conditions and privileges of employment, including recruitment, hiring, placement, compensation, promotion, discipline and termination. Whenever possible we make reasonable accommodations for qualified individuals with disabilities to the extent required by law.

Bangladesh Hotels Limited affirm that no employee will experience harassment physical or verbal or emotional or in a combination of these carried out by an individual or a group of people. Under the terms of this policy, it shall be considered as an act of gross misconduct for any employee to engage in harassment of another employee.

We affirm that all employees have the right to be treated with dignity and respect. Forms of harassment may include:

- Verbal or written harassment in the form of offensive language, slander, sectarian songs, letters, jokes etc.
- Unwanted physical contact, ranging from touching to serious physical assault.
- Coercion, including pressure for sexual favors, or pressure to participate in political/religious groups.
- Intrusion by pestering or stalking.
- Conduct of a racial nature or other conduct based on racial grounds affecting the dignity of men and women at work.
- Offensive or intimidating behavior (unwanted verbal, non-verbal or physical conduct) relating to a person's disability. These guidelines and code of conducts are designed to make sure that we carry out our responsibilities, ethically and honestly.

We lay great emphasis on these guidelines and believe that these are critical in ensuring a constructive and positive work environment along with portraying a good image of Bangladesh Hotels Limited to outside world.

Each recruit shall sign the standard Code of Conduct and Conflict of Interest declaration forms and Refusal to sign shall not absolve the employee of the obligations, but shall be recorded in the employee's Personnel file, as deviation.

GRIEVANCE MANAGEMENT

Bangladesh Hotels Limited will assist the employee in raising their grievance with the facility of Grievance Box or Grievance Log, over phone or Email and also verbal Grievances will accept.

Bangladesh Hotels Limited is committed to provide the best possible working conditions for its employees and associated members. BHL strives to ensure fair and honest treatment for all employees. Head of the Divisions, Managers, Supervisors and Employees are expected to treat each other with mutual respect. Part of this commitment, BHL does encourage an open and frank atmosphere in which any grievance may be shared with management to get it resolved. BHL does believe that most of the work related problems can be resolved through mutual understanding and discussion without initiating formal grievance procedure. Nonetheless, employees do get dissatisfied with various aspects of employment at workplace that may not be resolved through informal procedure. Hence, this policy is framed to ensure that employees can seek redress for any work-related grievances from superior authority.

Hence, Bangladesh Hotels Limited Grievance policy is framed to ensure that employees can seek Redress Mechanism for any work-related grievances from superior authority which related some key principles.

The company will practice no retaliation, ensure confidentiality and protection of complainants, safeguarding personal data and submit anonymous grievances where necessary and also stakeholders can seek recourse to available mechanism including the courts.

WHISTLE BLOWING POLICY

Whistle Blower policy has been formulated with a view to provide a mechanism for employees of the company to raise concerns of suspected frauds, any violations of legal or regulatory requirements or code of conduct of the company.

The policy aims to provide an avenue for employees and directors to raise concerns and reassure them that they will be protected from reprisals or victimization for whistle blowing in good faith.

Bangladesh Hotels Limited welcomes whistle-blower reports and encourages the staff and third parties to draw its attention to the instances of corporate wrong-doing within the Bangladesh Hotels Limited; provided that any deliberate victimization shall be strictly dealt with. It will be appropriately investigated and acted upon once such disclosures are received. Provided that any deliberate victimization shall be strictly dealt with. It will be appropriately investigated and acted upon once such disclosures are received. Bangladesh Hotels Limited regards the attempts to victimize or discriminate against a Whistle-blower as potentially gross misconduct.

A nominated Director is responsible for overseeing the application and for reviewing all Disclosures and will seek appropriate internal external advice and assistance in investigating the facts set out in the disclosures. Following the completion of the review, the Responsible person will provide a short report to Bangladesh Hotels Limited Board of Directors recommending appropriate further action-if any. Then the chairman of the Audit committee or Chairman of the Board of Director will conduct the review and will report to the Board of Directors.

HEALTH AND SAFETY POLICY

Health & Safety excellence is mandatory for long-term success. Health & Safety excellence requires the commitment and personal involvement of all levels of employees. Employees have the obligation and the ability to prevent accidents. All employees are responsible and accountable for understanding and complying with all regulations, company requirements and procedures relating to their job performance.

OPEN DOOR POLICY

An open-door policy means, literally, that every manager's door is open to every employee. The purpose of an open-door policy is to encourage open communication, feedback, and discussion about any matter of importance to an employee.

Bangladesh Hotels Limited adopts an open-door policy to develop employee trust and to make certain that important information and feedback reach managers who can utilize the information to make changes in the workplace.

AMENDMENT TO THE CODE OF CONDUCT

The provision of this Code of Conduct can be amended / modified by the Board, based on the recommendation of the Nomination and Remuneration Committee, from time to time as they think fit. All such amendments/modification shall take effect from the date they approve.

COMPLIANCE WITH THE CODE OF CONDUCT

This Code of Conduct has not specifically addressed every potential form of unacceptable conduct and it is expected that Executive Body shall exercise their best possible practice and judgement in compliance with the principle set out in the Code of Conduct and shall avoid all possible circumstances that would violet the spirit of the Code of Conduct.

DIRECTORS REPORT

For the period from 1st July 2020 to 30th June 2021

Bismillahir Rahmanir Rahim

To the valued shareholders,
Assalamu alaikum,

The Board of Directors of your company welcome you at this 57th 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 1st July 2020 to 30th June 2021.

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 1st July 2020 to 30th June 2021.

FIVE YEAR FINANCIAL RESULT ARE SUMMARIZED AS UNDER:

Particulars	(AMOUNT IN TAKA)				
	2020-21 (Tk)	2019-20 (Tk)	2018-19 (Tk)	2017-18 (Tk)	2016-17 (Tk)
Revenue	147,364,426	148,247,998	139,631,973	125,636,317	122,233,290
Expenses	(115,660,952)	(125,187,578)	(122,818,232)	(123,039,790)	(112,718,463)
Operating Profit (A - B)	31,703,474	23,060,420	16,813,741	2,596,527	9,514,824
Other Income	367,115	2,026,780	2,975,489	46,515,925	975,972
Provision for loss on fluctuation of Share	1,485	(935)	(2,955)		
Net Profit before Tax (C + D)	25,086,265	25,086,265	19786275	49,112,452	10,490,799
Provision for current year Income Tax	(8,767,231)	(6,271,566)	(4,946,569)	(12,278,113)	(262,270)
Provision for Deferred Tax	577,446	(276,537)	219,192	(1,000,000)	(1,000,000)
Workers Profit Participation Fund	(1,594,194)	(1,254,313)	-	-	-
Net Profit After Tax (E - F)	22,289,580	17,283,849	15,058,899	35,834,339	6,868,099
Surplus brought from previous year	89,792,124	74,575,005	58,038,017	26,934,724	22,621,625
Current Year's Profit	22,288,095	17,283,849	15,058,899	35,834,339	6,868,099
Last Year's Cash Dividend	(22,90,000)	(2,065,000)	(1,840,000)	(1,840,000)	(2,555,000)
Provision & Prior adjustment-Deferred tax	-	(1,730)	3,865,750	-	
Short Provision of Tax	-	-	(547,661)	(2,891,046)	-
Profit Carried Forward	109,790,219	89,792,124	74,575,005	58,038,017	26,934,724
Earning Per Share (EPS)	49.44	38.32	33.38	79.54	15.17
Net Assets Value Per Share (NAV)	348.85	304.41	270.59	234.96	164
Net Operating Cash Flow Per Share(NOCFPS)	(9.73)	6.47	54.34	115.15	26.03

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.

Board of directors approved and establishing to demate all shares of our company and we will open trade in Dhaka Stock Exchange in SME platform as per BSEC requirements.

The Board of directors decided enhance to authorize capital 1(one) crore to 50(fifty) crore for business expansion of company.

DIVIDEND:

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 a cash dividend of 80% & 80% Stock dividend on Ordinary Shares (Subject to BSEC approval) and 8% on the Preference Shares for the period 1st July 2020 to 30th June 2021.

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. The detail of corporate governance has been presented in page no. 42 to 48 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. 36 of this Annual Report.

DIRECTORS MEETING, ATTENDANCE & REMUNARATION:

During the period from 01 July 2020 to 30 June 2021 Board Meetings were held. The attendance in the Board meetings by the directors is given in annexure "I" of this report in page no. 12 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-B, page No. 41 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:

The existing Auditors of the company M/S. A Wahab & Co. have expressed their interest to perform the audit of the Company's financial statement for the year 2021-2022. M/S. A Wahab & Co. Chartered Accountants to engage as Statutory Auditors subject to approval by the shareholders at the 57th Annual General Meeting (AGM) to be held on 13th December 2021 for the period from 01 July 2020 to 30 June 2021.

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. Mohsin Uddin Ahmed	Independent Director	Chairman
Mrs. Hasna Khan	Director	Member
Mr. Abdul Mohaimen	Company Secretary	Member 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:

Company Secretary	: Mr. Abdul Mohaimen
Chief Financial Officer	: Mr. Halimul Hoque
Head of Internal Audit and compliance	: Mr. Abdul Halim

AUDIT COMMITTEE:

The Board has constituted the Audit Committee as follows:

Name	Designation	Position
Mr. Mohsin Uddin Ahmed	Independent Director	Chairman
Mr. Azizur Rahman	Chairman	Member
Mr. Mahboobur Rahman	Managing Director	Member

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 1st July 2020 to 30th June 2021, 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-“T”

Name of Directors	Nominated By	Number of meeting held	Number of meeting attended	%
Mr. Azizur Rahman		12	11	92
Mr. Mahboobur Rahman		12	11	92
Mr. Habibur Rahman		12	4	33
Mrs. Hasna Khan		12	9	75
Mr. Mohsin Uddin Ahmed	Independent Director	12	9	75

RETIREMENT OF DIRECTORS:

As per Clause 124 of the Articles of Association of the Company **Mr. Habibur Rahman** and **Ms. 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. Md. Faruq Hossain.	Nil	-
2. Mr. Harunur Rashid	Nil	-
3. Mr. Motiur Rahman khan	Nil	-
4. Mr. Anisur Rahman	Nil	-
5. Mr. Sohag	Nil	-

SHAREHOLDERS HOLDING 10% OR MORE VOTING RIGHT:

PARTICULARS	No. of Share Holding	Percentage (%)
Mr. Azizur Rahman	88,402	19.64
Mr. Mahboobur Rahman	87,900	19.53
Total	<u>176,302</u>	<u>39.17</u>

APPRECIATION:

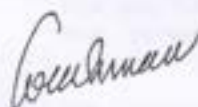
We thank our tenants, vendors, Investors, business associates and bankers for their continued support during the year. We place on record our appreciation of the contribution made by workers and employees at all levels. Our resilience to meet challenges was made possible by their hard work, solidarity, 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. Azizur Rahman	Chairman
Mr. Mahboobur Rahman	Managing Director & CEO
Mr. Habibur Rahman	Director
Mrs. Hasna Khan	Director
Mr. Mohsin Uddin Ahmed	Independent Director

Thanking you all
On behalf of Board



(Azizur 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, 2021 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, 2021 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 # 16.00, the company has shown Tk. 2,848,507 as liabilities for Workers Participation & Welfare Fund which includes prior years' amount of Tk. 1,254,313 that has not been paid by the company to the Fund. As per section 234 (b) of Labor Act, 2006 the company should pay the amount to the Fund not later than nine months from the end of the respective year. Further, the company did not make any interest provision for the utilization of fund balance as per section 240(3) of the said Act.

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 our 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
Revenue recognition	
At year end the Company reported total revenue of BDT 147,364,426.	We have tested the design and operating effectiveness of key controls focusing on the following:
Sales made during the year are material and consider to be complex and judgmental. Therefore, there is a risk of revenue being misstated as a result of faulty estimation.	<ul style="list-style-type: none"> • Segregation of duties in invoice creation and modification and • Timing of revenue recognition.
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.	Our substantive procedures in relation to the revenue recognition comprises the following: <ul style="list-style-type: none"> • 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 • Finally assess the appropriateness and presentation of disclosures against relevant accounting standards.
See note no. 20.00 to the Financial Statements	

Measurement of Deferred Tax Liability	
Company reported net deferred tax liability totaling BDT 2,364,149 as at 30 June 2021.	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.
Significant judgment is required in relation to deferred tax liability as their adjustability is dependent on forecasts of future.	We also assessed the completeness and accuracy of the data used for the estimations of future taxable income.
	We also assessed the appropriateness of presentation of disclosures against IAS 12 Income Tax.
	We also use the 3 rd schedule of the Income Tax Ordinance (ITO 1984) for the calculation of deferred tax.
See note no. 18.00 to the Financial Statements	

Legal and regulatory matters	
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.	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.
These uncertainties inherently affect the amount and timing of potential outflows with respect to the provisions which have been established and other contingent liabilities.	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.
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.	We assessed the methodologies on which the provision amounts are based, recalculated the provisions, and tested the completeness and accuracy of the underlying information.
	We also assessed the company's provisions and contingent liabilities disclosure.

Reporting to other information

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's 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.

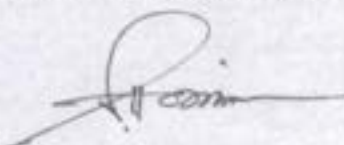
From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation 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
DVC-2111070196AS808189

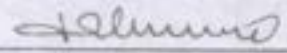
Dated, Dhaka, 07 November, 2021

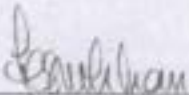


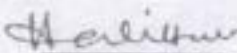
BANGLADESH HOTELS LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2021

Particulars	Notes	30-06-2021	30-06-2020
Property and Assets:			
Property, Plant & Equipment	Schedule-A	73,897,020	76,888,508
Investment	3.00	30,862,373	29,476,174
Current Assets:		160,457,398	147,151,675
Receivable	4.00	13,420,645	10,092,646
Advance, Deposit & Pre-payments	5.00	10,663,347	10,908,505
Advance Income Tax	6.00	74,555,493	62,288,262
Current Account with HPIL	7.00	61,261,981	61,916,981
Cash & Cash Equivalents	8.00	555,932	1,945,281
Total Property and Assets		265,216,791	253,516,357
Equity & Liabilities:			
Equity:		157,482,266	137,484,171
Share Capital	9.00	5,000,000	5,000,000
Revaluation Reserve	10.00	42,591,654	42,591,654
General Reserve	11.00	100,393	100,393
Retained Earnings		109,790,219	89,792,124
Current Liabilities:		107,734,525	116,032,187
Liabilities for Expenses	12.00	17,190,178	5,107,535
Liabilities for other Finance	13.00	20,605,299	57,726,028
Unclaimed Dividend	14.00	2,983,185	2,849,440
Loan from Bank	15.00	16,344,087	9,519,901
Provision for Workers Participation & Welfare Fund	16.00	2,848,507	1,254,313
Provision for Current Tax	17.00	44,799,488	36,032,257
Provision for Deferred Tax	18.00	2,364,149	2,941,595
Provision Against Investment	3.02.01	5,071	6,556
Income Tax Payable	19.00	594,561	594,561
Total Equity & Liabilities		265,216,791	253,516,357
Net Assets Value per Share (NAV)	23.00	348.85	304.41

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


Mahboobur Rahman
Managing Director & CEO


Hasna Khan
Director


Halimul Hoque
CFO

Subject to our separate report of even date.


(A. WAHAB & CO.)

Chartered Accountants
Signed By: Md. Showkat Hossain, FCA
Enrolment No. -196
DVC: 2111070196AS808189

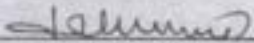
Dated: Dhaka, November 07, 2021



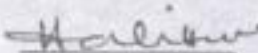
BANGLADESH HOTELS LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2021

Particulars	Notes	30-06-2021	30-06-2020
Revenue	20.00	147,364,426	148,247,998
Expenses	21.00	(115,660,952)	(125,187,578)
Operating Profit		31,703,474	23,060,420
Other Income	22.00	367,115	2,026,780
Profit before Tax & WPWF		32,072,074	25,087,200
Provision for loss on fluctuation of share		-	(935)
Provision for Workers Participation & Welfare Fund	16.00	(1,594,194)	-
Profit before Tax		30,477,880	25,086,265
Provision for current Tax	17.00	(8,767,231)	(6,271,566)
Provision for Deferred Tax Income	18.00	577,446	(276,537)
Workers Profit Participation Fund		-	(1,254,313)
Profit After Tax		22,288,095	17,283,849
Other Comprehensive Income		1,485	-
Gain/(loss) from fair value changes of investment in share	3.02.01	1,485	-
Total Profit or Loss and Other Comprehensive Income		22,289,580	17,283,849
Earning Per Share (EPS):	24.00	49.44	38.32

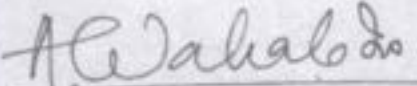
The accompanying notes from 1 to 31 form an integral part of these financial statements.


Mahboobur Rahman
Managing Director & CEO


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(A. WAHAB & CO.)

Chartered Accountants

Signed By: Md. Showkat Hossain, FCA

Enrolment No.-196

DVC: 2111070196AS808189

Dated: Dhaka, November 07, 2021



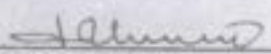
BANGLADESH HOTELS LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2021

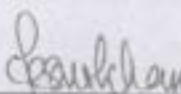
Particulars	Share Capital	Revaluation Reserve	General Reserve	Retained Earnings	Total
Balance as on July 01, 2020	5,000,000	42,591,654	100,393	89,792,124	137,484,171
Cash Dividend for the year 2019-20	-	-	-	(2,290,000)	(2,290,000)
Net Profit after Tax for the year	-	-	-	22,288,095	22,288,095
Balance as on June 30, 2021	5,000,000	42,591,654	100,393	109,790,219	157,482,266

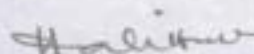
FOR THE YEAR ENDED JUNE 30, 2020

Particulars	Share Capital	Revaluation Reserve	General Reserve	Retained Earnings	Total
Balance as on July 01, 2019	5,000,000	42,591,654	100,393	74,575,005	122,267,052
Cash Dividend for the year 2018-19	-	-	-	(2,065,000)	(2,065,000)
Net Profit after Tax for the year	-	-	-	17,283,849	17,283,849
Prior year Adjustment (2018-19)	-	-	-	(1,730)	(1,730)
Balance as on June 30, 2020	5,000,000	42,591,654	100,393	89,792,124	137,484,171

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


Mahboobur Rahman
Managing Director & CEO


Hasna Khan
Director


Halimul Hoque
CFO

Subject to our separate report of even date.


(A. WAHAB & CO.)

Chartered Accountants

Signed By: Md. Showkat Hossain, FCA

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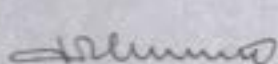
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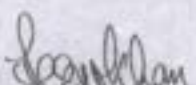


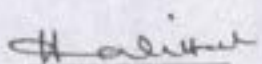
BANGLADESH HOTELS LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2021

Particulars	Notes	30-06-2021	30-06-2020
Cash Flows From Operating Activities			
Cash Received from Customers	25.00	144,034,927	145,602,998
Paid to Operating Expense, Employee and Others	26.00	(136,512,392)	(133,830,629)
Income Tax Paid	8.00	(12,267,231)	(10,886,724)
Other Income	22.00	367,115	2,026,780
Net Cash Flows From Operating Activities		(4,377,581)	2,912,425
Cash Flows from Investing Activities:			
Addition in Property, Plant and Equipment	Schedule-A	(950,000)	(3,484,210)
Increase /Decrease in Investment	3.00	(1,386,199)	3,079,113
Net Cash Provided from Investing Activities		(2,336,199)	(405,097)
Cash Flows from Financing Activities:			
Cash Dividend		(2,290,000)	(2,065,000)
Unclaimed Dividend	14.00	133,745	115,419
Loan from Bank	15.00	6,824,186	6,955,889
Inter Company Transaction	7.00	655,000	(7,023,160)
Net Cash Flows from Financing Activities		5,322,931	(2,016,852)
Net Cash Inflow/(Outflow)		(1,390,849)	490,477
Opening Balance Cash & Cash Equivalent		1,946,781	1,456,304
Closing Balance Cash & Cash Equivalent	8.00	555,932	1,946,781
Net Cash Flows From Operating Activities Per Share (NCFOA)	27.00	(9.73)	6.47

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


Mahboobur Rahman
Managing Director & CEO


Hasna Khan
Director


Halimul Hoque
CFO

Subject to our separate report of even date.


(A. WAHAB & CO.)

Chartered Accountants

Signed By: Md. Showkat Hossain, FCA

Enrolment No.-196

DVC: 2111070196AS808189

Dated: Dhaka, November 07, 2021



BANGLADESH HOTELS LIMITED
SCHEDULE OF PROPERTY, PLANT AND EQUIPMENT
AS AT JUNE 30, 2021

Schedule-A

Particulars	COST		Total as on 30-06-2021	Rate	DEPRECIATION		Total as on 30-06-2021	Written Down Value as on 30-06-2021	Written Down Value as on 30-06-2020
	Balance as on 01-07-2020	Addition during the year			Balance as on 01-07-2020	Charged during the year			
Land	5,181,378	-	5,181,378	-	-	-	-	5,181,378	5,181,378
Building & Property	79,368,938	-	79,368,938	10%	65,750,148	1,361,879	67,112,027	12,256,911	13,618,790
Furniture, Furnishing & Equipment	36,348,782	-	36,348,782	15%	35,073,765	191,253	35,265,018	1,083,764	1,275,017
Motor Car & Vehicles	12,516,646	-	12,516,646	20%	9,930,510	517,227	10,447,737	2,088,909	2,586,136
Plant & Machinery	64,456,464	950,000	65,406,464	15%	52,951,692	1,856,341	54,808,033	10,598,431	11,504,771
Crockerries & Cutleries	1,849,593	-	1,849,593	25%	1,848,188	351	1,848,539	1,054	1,406
Plant & Machinery Devaluation Adjustment	898,088	-	898,088	15%	897,989	15	898,004	84	98
Sub Total (A)	200,619,889	950,000	201,569,889		166,452,292	3,927,066	170,379,358	31,190,531	34,167,597
Hotel Purbani Cattle & Vegetable Farm:									
Cattle & Poultry Shed	357,573	-	357,573	10%	271,577	8,600	280,177	77,396	85,996
Ponds (Earth Work)	55,940	-	55,940	10%	42,487	1,345	43,832	12,108	13,453
Furniture & Equipment	148,885	-	148,885	15%	119,187	4,455	123,642	25,243	29,698
Vehicles	7,000	-	7,000	20%	6,890	22	6,912	88	110
Sub Total (B)	569,398	-	569,398		440,141	14,422	454,563	114,835	129,257
Total without Revaluation C= (A+B)	201,189,287	950,000	202,139,287		166,892,433	3,941,488	170,833,921	31,305,366	34,296,854
Additional Value Adjustment on									
Revaluation of Hotel Assets:									
Land	42,591,654	-	42,591,654	-	-	-	-	42,591,654	42,591,654
Building & Property	-	-	-	-	-	-	-	-	-
Furniture, Furnishing & Equipment	-	-	-	-	-	-	-	-	-
Plant & Machinery	-	-	-	-	-	-	-	-	-
Sub Total (D)	42,591,654	-	42,591,654		-	-	-	-	-
and Total (C+D)	243,780,941	950,000	244,730,941		166,892,433	3,941,488	170,833,921	42,591,654	42,591,654
								73,897,020	76,888,508

Plant & Machinery Depreciation Calculation:

11,504,772	15%	1,725,716	(Depreciation charged for full year.)
950,000	15%	130,625	(Depreciation charged for 11 Months.)
		1,856,341	



BANGLADESH HOTELS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED JUNE 30, 2021

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 1978 and its shares are listed with the Dhaka Stock Exchange Limited.

1.02 Nature of Business:

The main source of income of the company is rental income from its commercial blocks. 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 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.

2.03 Valuation of Assets:

In the past, the company carried out valuation of Property, Plant & Equipment like land & building, plant & machinery and furniture & furnishing 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**

2.04 Depreciation:

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

<u>Category of Assets</u>	<u>Rate of Depreciation</u>
Land	0%
Building & Property	10%
Furniture, Furnishing & Equipment	15%
Motor Car & Vehicles	20%
Plant & Machinery	15%
Crockeries & Cutleries	25%

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

2.05 Provision for Income Tax & Assessment Position:

- i) Provision for Taxation for the current year has been made with the prevailing Income Tax Ordinance-1984, Regular Income Tax, Advance Income Tax and Minimum Tax Whichever is Higher.
- ii) The assessment of the company has been completed upto the assessment year 2013-2014. The final liability upto the said year is Tk. 5,94,561 as shown on **Statement - 1**.

2.06 Deferred Tax (IAS-12) :

During the year an amount of Tk. 2,364,149 has been provided for deferred tax liability on actual basis. (Note-18)

2.07 Reporting Period:

The financial statements of the Company cover the period from July 01, 2020 to June 30, 2021.

2.08 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	30-06-2021	30-06-2020
Defense Saving Certificate		-	1,000
FDR (Southeast Bank Ltd.)	3.01	20,105,645	19,119,982
FDR (Mutual Trust Bank Ltd.)	3.01	10,238,962	9,837,426
Investment in Shares	3.02	517,766	517,766
		30,862,373	29,476,174

3.01 Details of Investment in FDR are as follows:

Bank Name	Date Of Original Investment	A/C No	Last date of Maturity	30/06/2021	30/06/2020
Southeast Bank Limited	28-10-2013	000224300064983	28-10-2021	5,616,047	5,343,434
Southeast Bank Limited	01-06-2015	000224300066517	01-12-2021	4,940,203	4,705,975
Southeast Bank Limited	01-06-2015	000224300066518	01-12-2021	2,093,488	1,995,913
Southeast Bank Limited	29-05-2018	000224300068012	29-11-2021	3,598,539	3,432,533
Southeast Bank Limited	22-08-2019	000224300068549	22-11-2021	2,775,370	2,642,128
Southeast Bank Limited	29-09-2019	000224500329792	29-09-2021	1,082,000	1,000,000
		Sub-Total		20,105,645	19,119,982
Mutual Trust Bank Limited	01-08-2016	120330060774	02-11-2021	1,286,126	1,235,350
Mutual Trust Bank Limited	01-08-2016	120330060827	02-11-2021	1,286,126	1,235,350
Mutual Trust Bank Limited	01-08-2016	120330060818	02-11-2021	1,286,126	1,235,350
Mutual Trust Bank Limited	01-08-2016	120330060809	02-11-2021	646,579	620,074
Mutual Trust Bank Limited	01-08-2016	120330060792	02-11-2021	1,286,126	1,235,350
Mutual Trust Bank Limited	01-08-2016	120330060783	02-11-2021	646,579	620,074
Mutual Trust Bank Limited	24-11-2016	120330061942	24-11-2021	1,267,100	1,218,626
Mutual Trust Bank Limited	24-11-2016	120330061951	24-11-2021	1,267,100	1,218,626
Mutual Trust Bank Limited	24-11-2016	120330061960	24-11-2021	1,267,100	1,218,626
		Sub-Total		10,238,962	9,837,426
		Total FDR		30,344,606	28,957,408

3.02 Details of Investment in shares are as follows:

Quoted:

Name of the Companies	No. of Shares	Cost Price 30-06-2016	Market Price 30-06-2021	30-06-2021	30-06-2020
Tung Hai Knitting and Dyeing Ltd.	550	7,766	2,695	7,766	7,766
Sub Total:	550	7,766	2,695	7,766	7,766

Unquoted:

Name of the Companies	30-06-2021	30-06-2020
Hotel Purbani International Ltd.	510,000	510,000
Sub Total:	510,000	510,000
Grand Total:	517,766	517,766

3.02.01 Gain/(loss) from fair value changes of investment in share:

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Previous year unrealized loss	6,556	-
Current year unrealized loss	(5,071)	6,556
Total:	1,485	-

4.00 Receivable:

The details break-up is made up as follows:

Particulars	Notes	30-06-2021	30-06-2020
Receivable from Phoenix Securities Ltd.		15,645	16,145
Rent Receivable (Hotel Purbani International)	4.01	13,405,000	8,605,000
Rent Receivable-Others	4.02	-	1,471,501
Total:		13,420,645	10,092,646



4.01 Rent Receivable (Hotel Purbani International):

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Opening balance	8,605,000	6,025,000
Add: Addition during the year	4,800,000	3,300,000
	<u>13,405,000</u>	<u>9,325,000</u>
Less: Adjustment during the year	-	720,000
Closing balance	<u>13,405,000</u>	<u>8,605,000</u>

4.02 Rent Receivable-Others:

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Opening balance	1,471,501	1,405,001
Add: Addition during the year	-	66,500
	<u>1,471,501</u>	<u>1,471,501</u>
Less: Adjustment during the year	1,471,501	-
Closing balance	<u>-</u>	<u>1,471,501</u>

5.00 Advance, Deposit & Pre-payments:

The details break-up is made up as follows:

Particulars	Notes	30-06-2021	30-06-2020
L/C Advance		9,390,906	9,390,906
Bangladesh Economic Zone	5.01	20,000	20,000
Mr. Md. Mujibur Rahman		73,326	619,051
Mr. Md. Zahidur Rahman		537,214	382,016
Mr. AR Mamun		150,391	-
Security Deposit	5.02	291,510	291,510
Prepayments	5.03	200,000	205,022
Taka:		<u>10,663,347</u>	<u>10,908,505</u>

5.01 Bangladesh Economic Zone:

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Opening balance	20,000	20,000
Add: Addition during the year	-	-
	<u>20,000</u>	<u>20,000</u>
Less: Adjustment during the year	-	-
Closing balance	<u>20,000</u>	<u>20,000</u>

5.02 Security Deposit

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Titas Gas Transmission & Distribute Co. Ltd.	291,510	291,510
Taka:	<u>291,510</u>	<u>291,510</u>

5.03 Pre-payments:

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Mr. Nasim Sobhon	200,000	200,000
Shah Cement Industries Ltd.	-	5,022
Taka:	<u>200,000</u>	<u>205,022</u>

6.00 Advance Income Tax:

The details break-up is made up as follows:

Particulars	Notes	30-06-2021	30-06-2020
Opening balance		62,288,262	51,401,538
Add: Addition during the year-		12,267,231	10,886,724
For 30-06-2018 (Assessment year 2018-2019)		3,500,000	3,319,700
For Current Year		8,767,231	7,567,024
		74,555,493	62,288,262
Less: Adjustment during the year		-	-
Closing balance	6.01	74,555,493	62,288,262

6.01 Advance Income Tax:

The details break-up is made up as follows:

Accounting Year	Assessment Year	Assessment year	30-06-2021	30-06-2020
31-12-2007	2008-09	2008-09	3,123,265	3,123,265
31-12-2008	2009-10		-	-
31-12-2009	2010-11		-	-
31-12-2010	2011-12		-	-
31-12-2011	2012-13		-	-
31-12-2013	2014-15	2014-15	3,920,068	3,920,068
31-12-2014	2015-16		5,904,587	5,904,587
31-12-2015	2016-17		6,260,844	6,260,844
31-12-2016	2016-17		2,816,025	2,816,025
30-06-2017	2017-18		8,957,153	8,957,153
30-06-2018	2018-19		19,910,074	16,410,074
30-06-2019	2019-20		7,329,222	7,329,222
30-06-2020	2020-21		7,567,024	7,567,024
30-06-2021	2021-22		8,767,231	-
		Taka:	74,555,493	62,288,262

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

Particulars	30-06-2021	30-06-2020
Opening Balance	61,916,981	54,893,821
Add: Addition during the year	-	8,263,160
	61,916,981	63,156,981
Less: Adjustment during the year	655,000	1,240,000
Closing Balance	61,261,981	61,916,981

8.00 Cash & Cash Equivalents Balances:

The details break-up is made up as follows:

Particulars	Notes	30-06-2021	30-06-2020
Cash in Hand	8.01	33,113	769
Cash at Bank	8.02	522,819	1,944,512
		555,932	1,945,281

8.01 Cash in Hand:

The above balance of cash in hand Tk. 33,113 has been confirmed by the management at the end of days transaction on June 30, 2021.



8.02 Cash at Bank:

The details break-up is made up as follows:

Name of the Bank	Branch Name	30-06-2021	30-06-2020
Janata Bank Ltd.	Local office	302,316	1,702,907
Dutch Bangla Bank Ltd.	Local office	167,146	399,721
Southeast Bank Ltd.	Principal	(125,422)	(168,761)
Mutual Trust Bank Ltd.	Principal	16,913	9,100
United Commercial Bank Ltd.	Dilkusha	1,545	1,545
Southeast Bank Ltd. (Dividend)	Principal	160,321	-
Taka:		522,819	1,944,512

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

9.00 Particulars	30-06-2021	30-06-2020
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
5,000, 8% Cumulative preference shares of Tk. 100/- each (Redeemable)	500,000	500,000
Taka:	5,000,000	5,000,000

10.00 Revaluation Reserve:

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Revaluation Reserve	42,591,654	42,591,654
Transfer to Retained Earnings	-	-
Taka:	42,591,654	42,591,654

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	30-06-2021	30-06-2020
General Reserve	100,393	100,393
Taka:	100,393	100,393

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	30-06-2021	30-06-2020
Dhaka WASA	239,925	184,720
DESCO/DPDC	723,214	614,943
Director Remuneration	120,000	2,530,000
Provision for Salary	-	662,482
Telephone	-	57,845
M/S. Rhythm Space	447,710	691,210
Provision for Sundry Creditors	94,290	94,290
Audit & Corporate Governance Fee	230,000	230,000
Noor-A-Modina Electric	700,795	42,045
Accounts Payable	10,854,840	-
SM Corporation	2,736,080	-
M/S G.M Enterprise	530,000	-
M/S. Bachchu Enterprise	150,000	-
M/S Nayeem & Co.	300,000	-
TDS Payable (Misce. Parties)	35,160	-
VAT Payable	28,164	-
Taka:	17,190,178	5,107,535

13.00 Liabilities for Other Finance:

The amount represents advance rent which is as follows:

Name of the Parties	30-06-2021	30-06-2020
Janata Bank Ltd. - Advance Rent	6,496,800	25,696,800
Dutch Bangla Bank Ltd. - Advance Rent	9,939,774	19,114,950
Phoenix Insurance Co. Ltd. - Advance Rent	-	1,452,896
Southeast Bank Ltd. - Advance Rent	-	11,119,832
Arista - Advance Rent	208,725	341,550
Loan from Mr. Azizur Rahman- Chairman	3,960,000	-
Taka:	20,605,299	57,726,028

14.00 Unclaimed Dividend:

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Opening balance	2,849,440	2,734,022
Add: Addition during the year	133,745	115,419
	2,983,185	2,849,440
Less: Adjustment during the year	-	-
Closing balance	2,983,185	2,849,440

Year-wise details of Unclaimed Dividend are as follows:

Name of the Year	30-06-2021	30-06-2020
30.06.2020	133,745	-
30.06.2019	115,419	115,419
30.06.2018	118,320	118,320
30.06.2017	48,584	48,584
30.06.2016	161,055	161,055
30.06.2015	(29,361)	(29,361)
31.12.2013	87,495	87,495
31.12.2012	90,398	90,398
31.12.2011	90,684	90,684
31.12.2010	139,239	139,239
31.12.2009	333,601	333,601
31.12.2008	144,760	144,760
31.12.2007	100,250	100,250
31.12.2006	205,346	205,346
31.12.2005 And before	1,243,651	1,243,651
Taka:	2,983,185	2,849,440

15.00 Loan from Bank:

The details break-up is made up as follows:

Name of Institution	Loan No.	Date	Repayment Date	Amount (Tk.)
Southeast Bank Ltd.	000273100002123	16-01-2014	30-11-2021	12,192,947
Mutual Trust Bank Ltd.	0012-133008801	12-02-2017	27-05-2021	4,151,140
Total:				16,344,087

The above balance is made up as follows: (SEBL OD Loan)

Particulars	30-06-2021	30-06-2020
Opening balance	9,528,979	3,575,590
Add: Addition during the year	77,531,326	72,176,623
	87,060,305	75,752,213
Less: Repayment/Adjustment during the year	74,867,358	66,223,234
Closing balance	12,192,947	9,528,979

The above balance is made up as follows: (MTBL SOD Loan)

Particulars	30-06-2021	30-06-2020
Opening balance	(9,078)	(1,011,578)
Add: Addition during the year (Interest)	6,181,834	1,002,500
	6,172,756	(9,078)
Less: Repayment/Adjustment during the year	2,021,616	-
Closing balance	4,151,140	(9,078)

The above balances are in agreement with the respective bank statement.

16.00 Provision for Workers Participation & Welfare Fund:

The details break-up is made up as follows:

Particulars	Notes	30-06-2021	30-06-2020
Opening balance		1,254,313	-
Add: Addition during the year	16.01	1,594,194	1,254,313
		<u>2,848,507</u>	<u>1,254,313</u>
Less: Adjustment during the year		-	-
Closing balance		<u>2,848,507</u>	<u>1,254,313</u>

16.01 Workers Participation & Welfare Fund:

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Profit Before Tax	30,477,880	25,086,265
WPWF @5% of PBT	<u>1,594,194</u>	<u>1,254,313</u>

17.00 Provision for Current Tax:

The details break-up is made up as follows:

Particulars	Notes	30-06-2021	30-06-2020
Opening balance		36,032,257	29,760,690
Add: Addition during the year of AIT		8,767,231	6,271,566
		<u>44,799,488</u>	<u>36,032,257</u>
Less: Adjustment during the year		-	-
Closing balance	17.01	<u>44,799,488</u>	<u>36,032,257</u>

17.01 Calculation of Provision during the year:

Year-wise details are as follows:

Accounting Year	Assessment year	30-06-2021	30-06-2020
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	-
	Taka:	<u>44,799,488</u>	<u>36,032,257</u>

17.02 Calculation of Regular Income Tax:

The details break-up is made up as follows:

Particulars	Notes	30-06-2021	30-06-2020
Profit Before Tax		31,883,881	25,086,265
Add: Addition during the year @22.5%		<u>7,173,873</u>	<u>5,957,988</u>

17.03 Calculation of Minimum Tax during the year:

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Revenue	147,364,426	148,247,998
Add: Other Income	367,115	2,026,780
Less: Change in Receivable	(4,733,000)	(2,645,000)
Gross Receipt	<u>142,998,541</u>	<u>147,629,778</u>
Minimum Tax of Gross Receipt (0.60%)	<u>857,991</u>	<u>885,779</u>

18.00 Provision for Deferred Tax:

The details break-up is made up as follows:

Particulars	Notes	30-06-2021	30-06-2020
Opening balance		2,941,595	2,665,058
Add: Provision during the year		-	278,537
		<u>2,941,595</u>	<u>2,941,595</u>
Less: Provision prior adjustment		577,446	-
Closing balance	18.02	<u>2,364,149</u>	<u>2,941,595</u>



18.01 Deferred Tax Liability:

The details break-up is made up as follows:

Particulars	Carrying Amount	Tax Base	Temporary
Building & Property	12256911	7,661,578	4,595,333
Furniture, Furnishing & Equipment	1063764	17,014	1,066,750
Motor Car & Vehicles	2068909	1,028,165	1,040,744
Plant & Machinery	10598431	5,519,254	5,079,177
Crockeries & Cutleries	1054	84,326	(83,272)
Plant & Machinery Devaluation Adjustment	84	1,191,487	(1,191,403)
Property, Plant & Equipment	26,009,153	15,501,824	10,507,329

18.02 Particulars

	Note	30-06-2021	30-06-2020
Carrying Value (As per Accounts)	18.01	26,009,153	29,115,476
Carrying Value (As per Tax Base)	18.01	15,501,824	17,349,096
Temporary Difference		10,507,329	11,766,380
Effective Tax Rate		22.5%	25%
Deferred Tax Liability/(Assets)		2,364,149	2,941,595

19.00 Income Tax Payable:

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Opening balance	594,561	594,561
Add: Provision during the year	-	-
Less: Paid during the year	-	-
Closing balance	594,561	594,561

The amount is payable for Assessment years 2000-01 to 2013-2014 on finalization of Assessments as detailed **Statement -1**.

20.00 Revenue:

The details break-up is made up as follows:

Particulars	Notes	30-06-2021	30-06-2020
Rent from commercial block	20.01	147,364,426	148,247,998
Taka:		147,364,426	148,247,998

20.01 Rent from Commercial Block:

The details break-up is made up as follows:

Name of the Parties	30-06-2021	30-06-2020
Hotel Purbani Int. Ltd.	4,800,000	4,800,000
Janata Bank Ltd.	54,928,800	54,928,800
Dutch Bangla Bank Ltd. L/O	27,525,528	27,243,834
Southeast Bank Ltd.-P/B	29,740,632	30,301,776
Southeast Bank Ltd. - H/O	14,628,000	14,904,000
Southeast Bank Ltd. - Tower	220,000	240,000
Southeast Bank Ltd. - Antena	55,000	60,000
Southeast Bank Ltd. - Generator	110,000	120,000
Phoenix Insurance Co. Ltd.	13,076,076	13,076,076
Orion Travels & Tours Ltd.	909,090	1,212,112
A. Wahab Co.	840,000	840,000
Arista International	531,300	521,400
Taka:	147,364,426	148,247,998

21.00 Expenses:

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Salaries & Wages	17,441,951	10,852,635
Daily Labour	1,442,539	884,237
Bonus	657,250	860,500
Director's Remuneration	30,480,000	30,360,000
Gas Bill	-	18,200
Fuel	413,170	1,956,601
Electricity Charges	1,819,678	1,057,087
Electric & Lighting	2,348,455	1,476,246
Water & Sewerage Charges	3,312,522	2,944,902
Commercial Block Maintenance	12,294,580	14,714,099
Telephone	137,773	157,370
Fees & Subscription	113,160	112,440
Legal	1,741,320	2,691,900
Municipal Taxes	5,998,806	5,998,756
Business Development	2,371,995	2,090,000
Consultant	763,000	1,100,000
Stationery	384,707	952,947
Travelling & Conveyance	95,572	6,730
Postage & Revenue stamp	4,688	181,152
Audit & Corporate Governance Fee	402,500	230,000
Land Development Tax	82,800	-
Cleaning	680,349	815,950
Medical	754,466	1,603,182
Advertisement	377,785	981,980
Video & CC Camera	105,260	562,000
Internet	50,400	48,270
Staff Food	362,500	2,435,840
Printing & Binding	160,628	801,890
Entertainment	400,000	1,489,908
Transportation	352,000	866,085.00
Paper & Periodicals	339,343	1,129,200
Office Maintenance	2,240,033	1,475,593
Hotel Maintenance	3,313,790	2,719,330
Renovation	1,770,785	2,327,598
Vehicle Maintenance	1,806,398	2,055,407
Machinery Maintenance	2,777,566	2,023,550
Lift Service Exp.	1,099,295	1,789,815
Boiler Maintenance	1,610,025	1,745,820
Repair & Maintenance	7,424,048	9,322,174
Security	367,900	1,010,200
Miscellaneous	1,764,426	2,791,626
Fire Safety	250,000	1,046,800
Bank Charge	-	96,792
Impairment loss	21.01	1,406,001
Depreciation	Schedule-A	3,941,488
Taka:	115,660,952	125,187,578

21.01 Impairment Loss:

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Impairment loss on Investment of Pharmadesh lab Ltd.	1,406,001	3,000,000
Taka:	1,406,001	3,000,000

22.00 Other Income:

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Interest Income	1,586,952	2,273,690
Interest Expense	(1,137,689)	(246,910)
Bank Charge	(82,148)	-
Taka:	367,115	2,026,780



23.00 Net Assets Value Per Share:

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Share Holder Equity	157,482,266	137,484,171
Cumulative Preference Share	(500,000)	(500,000)
	156,982,266	136,984,171
Weighted average number of ordinary shares	450,000	450,000
Taka:	348.85	304.41

24.00 Earning Per Share (EPS):

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Net Profit After Tax	22,288,095	17,283,849
Less: 8% Dividend on Preference Share	40,000	40,000
Net Profit After Tax and Preference Share Dividend	22,248,095	17,243,849
No. of Ordinary Shares	450,000	450,000
Earning Per Share (EPS)	49.44	38.32

25.00 Cash Received From Customer:

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Revenue	147,364,426	148,247,998
Less: Change in Receivable	(3,327,999)	(2,645,000)
Less: Others	(1,500)	-
Taka:	144,034,927	145,602,998

26.00 Paid to Operating Expense, Employee and Others:

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Expenses	115,660,952	125,187,578
Depreciation	(3,941,488)	(4,402,766)
Increase/Decrease Adv. Dep. and Prepayments	(245,158)	(1,616,173)
Increase/Decrease Liability for expenses	(12,082,643)	(3,909,466)
Liability for other finance	37,120,729	18,571,225
Taka:	136,512,392	133,830,629

27.00 Net Operating Cash Flow per Share:

The details break-up is made up as follows:

Particulars	30-06-2021	30-06-2020
Net Cash Flow from operating Activities	(4,377,581)	2,912,425
Weighted average number of ordinary shares	450,000	450,000
Taka:	(9.73)	6.47

28.00 Reconciliation of Cash Flows:

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

Particulars	30-06-2021	30-06-2020
Cash flow from Operating Activities:		
As per direct method statement of cash flows	(4,377,581)	2,912,425
As per indirect method:		
Net Profit after Tax for the year	22,288,095	17,283,849
Adjustments for items not involving movement of cash:		
Add: Depreciation on property, plant & Equipment	3,941,488	4,402,766
	26,229,583	21,686,615
Changing in working capital components:		
(Increase)/Decrease in Receivable	(3,327,999)	(2,645,000)
Decrease/(Increase) in Advance, Deposit & Pre-payments	245,158	1,616,173
Increase/(Decrease) in Liabilities for Expenses	12,082,643	3,909,466
(Decrease)/Increase in Other Finance	(31,856,482)	(16,914,112)
Increase/(Decrease) in WPWF	1,594,194	1,254,313
(Decrease)/Increase in Provision for Taxation	(8,767,231)	(6,271,567)
Increase/(Decrease) in Deferred Tax Liabilities	(577,446)	276,537
(Decrease)/Increase Prior year adjustment	-	-
	(30,607,163)	(16,774,190)
Net Cash Provided by Operating Activities	(4,377,581)	2,912,425

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 2021 as follows:

Name of the related party	Relationship	Details	Notes	Balance as at July 01, 2020	Addition	Adjustment	Balance at year end receivable / (payable)
					Taka	Taka	Taka
Hotel Purbani International Ltd.	Shareholder	Current A/C	8.00	61,916,981	-	655,000	61,261,981
		Rent Receivable	4.01	8,605,000	4,800,000	-	13,405,000
Mr. Azizur Rahman	Chairman	Liabilities for Other Finance	13.00	-	6,000,000	2,040,000	3,960,000
Total				70,521,981	10,800,000	2,695,000	78,626,981

30.00 Events after the Reporting Period:

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 4th November 2021 has proposed cash dividend @ 80% and stock dividend @ 80% on ordinary shares and fixed dividend @ 8% on the preference shares of the company being fully paid up shares as on June 30, 2021 subject to approval in the ensuing Annual General Meeting of the company. However, this has not been charged to the Statement of Profit or Loss and Other Comprehensive Income in compliance with the provision of IAS # 10 "Event after the reporting period".

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	-	17,441,951
Director's Remuneration	30,480,000	-
Bonus	400,000	257,250
	30,880,000	17,699,201

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. Orion Travels Ltd., Arista International and other tenants.

31.04 The Company has credit facility during the year from Southeast Bank Ltd. & Mutual Trust Bank Ltd.

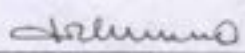
31.05 Number of employees with monthly salary below Tk. 3,000/- was nil and Tk. 3,000/- & above was 39.

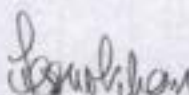
31.06 There was no contract for Capital Expenditure as on the date of Financial Statement as having not been executed.

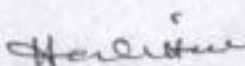
31.07 During the year no compensation was paid by the Company to the Director except the remuneration paid to them for active services and charged to the Statement of Profit or Loss and Other Comprehensive Income.

31.08 During the year CEO Allowance has been paid.

31.09 There was no sum for which the company was contingently liable as on 30-06-2021.


Mahboobur Rahman
Managing Director & CEO


Hasna Khan
Director


Halimul Hoque
CFO

BANGLADESH HOTELS LIMITED
SUMMARIZED POSITION OF TAX
AS ON JUNE 30, 2021
AS PER ASSESSMENT FINALIZED

Statement -1

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		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
	Sub total:	22,539,671	9,951,392	12,588,279	20,169,529	2,370,142
2008	2009-10	964,007	2,467,382	(1,503,375)	2,739,588	(1,775,581)
	Sub total:	964,007	2,467,382	(1,503,375)	2,739,588	(1,775,581)
2012	2013-14	4,103,511	1,212,465	2,891,046	4,103,511	-
	Grand Total:	23,503,678	12,418,774	11,084,904	22,909,117	594,561

Note: 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.



REPORT OF THE AUDIT COMMITTEE

(For the year ended June 30, 2021)

The Audit Committee of the company has been formed as per directives of Bangladesh Securities and Exchange Commission. The Committee holds 5 meetings during the period 1st July 2020 to 30th June 2021. Audit Committee examined and reviewed the balance Sheet along with financial statement of the company for the period 01 July 2020 to 30 June 2021 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 2020 to 30 June 2021.
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)



(Mohsin Uddin Ahmed)
Independent Director
&
Chairperson
Audit Committee

REPORT OF THE NOMINATION & REMUNERATION COMMITTEE (NRC)
(For the year ended June 30, 2021)

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.

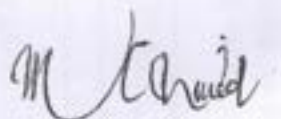
MEMBERS OF NOMINATION & REMUNERATION COMMITTEE:

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. Mohsin Uddin Ahmed	Independent Director	Chairman
Mrs. Hasna Khan	Director	Member
Mr. Abdul Mohaimen	Company Secretary	Member Secretary

The board 2(Two) Meeting held in this period of 1st July 2020 to 30th June 2021.



(Mohsin Uddin Ahmed)
Independent Director
&
Chairperson
NRC Committee

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

Date: 27 October 2021

The Board of Directors
 Bangladesh Hotels Limited

Subject: Declaration on Financial Statements for the year ended on 30 June 2021.

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:

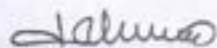
1. The Financial Statements of Bangladesh Hotels Limited for the year ended on 30 June 2021 have been prepared in compliance with International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately 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 2021 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



(Halimul Hoque)
 Chief Financial Officer



SHIRAZ KHAN BASAK & CO. CHARTERED ACCOUNTANTS

(An associate firm of D. N. Gupta & Associates)

R. K. TOWER (LEVEL-10 & 6)
86, Bir Uttam C.R. Datta Road
(312, Sonargaon Road), Dhaka-1205
Tel : 88-02-9635159, 88-02-9673597
Mobile : 01552-575775, 01711-520770
01922-117370, 01753-941837
01312-501076, 01711-555885
01645-738747, 01920-719463
E-mail : shirazkhanbasak@yahoo.com
Website : www.shirazkhanbasak.bd.com

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 year ended on June 30, 2021. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated June 03, 2018 of the Bangladesh Securities & 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:

- 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;
- The company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretary of Bangladesh (ICSB) as required by this Code;
- 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
- The Governance of the company is satisfactory



Place: Dhaka
Dated: November 25, 2021


Chaity Basak, FCA (Enroll. 1772)
Partner
Shiraz Khan Basak & Co.
Chartered Accountants
DVC: 2111251772AC762767

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
		Complied	Not Complied	
1	Board of Directors			
1.1	Board Size (minimum - 5 and maximum - 20)	√		The board of Bangladesh Hotels Limited is comprised of 5(Five) Directors.
1.2	Independent Director			
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	√		He was never employed in this Company
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.	√		Re-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
1.3	Qualification of Independent Director			
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.	√		Independent Director was corporate member of top Hotel business.
1.3(b)(iii)	Former official of government.	√		Do
1.3(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law.	√		Do
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 in hotel business
1 (3) (d)	Relaxation in special cases.			N/A
1(4)	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer.			
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 from 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
1(5)	The Directors' Report to Shareholders :			
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.			80% cash & 20% Stock 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 – 1 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)	Management discussion and analysis signed by CEO/MD presenting detail analysis of the company's position and			
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	✓		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
1(6)	Meeting of the Board of Directors			
1(6)	Compliance under Bangladesh Secretarial Standards (BSS).	✓		Relevant BSSs of ICSB are being followed by the company
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
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 – 1 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		✓	
2	Governance of Board of Directors of Subsidiary Company			
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
3	Managing Director (MD) or Chief Executive Officer, Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC).			
3.1	Appointment			
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
3.2	Requirement to attend Board of Directors' Meetings			
3 (2)	MD or CEO,CS,CFO and HIAC shall attend the meetings of the Board.	√		Complied
3.3	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
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
4	Board of Directors' Committee			
4 (i)	Audit Committee	√		complied
4 (ii)	Nomination and Remuneration Committee	√		Do
5	Audit Committee			
5.1	Responsibility to the Board of Directors			
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 affairs of the Company.	√		In Practice
5(1) (c)	Audit Committee shall report on its activities to the Board of Directors.	√		Do
5.2	Constitution of the Audit committee			
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
5.3	Chairperson of the Audit Committee			
5(3)(a)	The Board shall select Chairperson of the Audit Committee who will be ID.	√		Mr. Mohsin Uddin Ahmed, 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
5.4	Meeting of the Audit Committee			
5(4)(a)	The Audit Committee shall conduct at least 4 meetings in a financial year.	√		5 (Five) 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
5.5	Role of Audit Committee			
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.
5.6	Reporting of the Audit Committee			
5.6 (a)	Reporting to the Board of Directors			
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
5.6 (b)	Reporting to the Authorities			No such event occurred
5.7	Reporting to the Shareholders and General Investors			
5(7)	Reporting to the Shareholders and General Investors	√		Discussed in the AC report
6	Nomination and Remuneration Committee (NRC)			
6.1	Responsibility to the Board of Directors			
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
6.2	Constitution of the NRC			
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
6.3	Chairperson of the NRC			
6(3)(a)	Board shall select 1 member of the NRC to be Chairperson of the Committee	√		Mr. Mohsin Uddin Ahmed, 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
6.4	Meeting of the NRC			
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
6.5	Role of NRC			
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
7	External or Statutory Auditors			
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
8	Maintaining a website by the company			
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
9	Reporting and Compliance of Corporate Governance			
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. Shiraz Khan Basak, Chartered Accountants in practice for the year ended on 30 June 2021 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 57th
Annual General Meeting to be held on Monday the 13th December 2021 for voting with Proxy.

Signed on

Signature of Proxy

Tk. 10/-
Revenue
Stamp

Signature of Shareholder

Folio No.

Folio No.

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. 11th December 2021 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.
3. Social distancing to be maintained.

BANGLADESH HOTELS LIMITED

1, Dilkusha Commercial Area, Dhaka-1000.

ATTENDANCE SLIP

I recorded my attendance at the 57th Annual General Meeting of the company.

Name of the Member / Proxy

Folio No.

Signature.....

Date.....

N. B.

It is requested to the share-holders, who are going to attend the meeting by themselves or through proxy, fill up the form properly and submit the form to the proper place before entering the meeting with social distance.



BANGLADESH
HOTELS LIMITED

Bangladesh Hotels Limited.

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