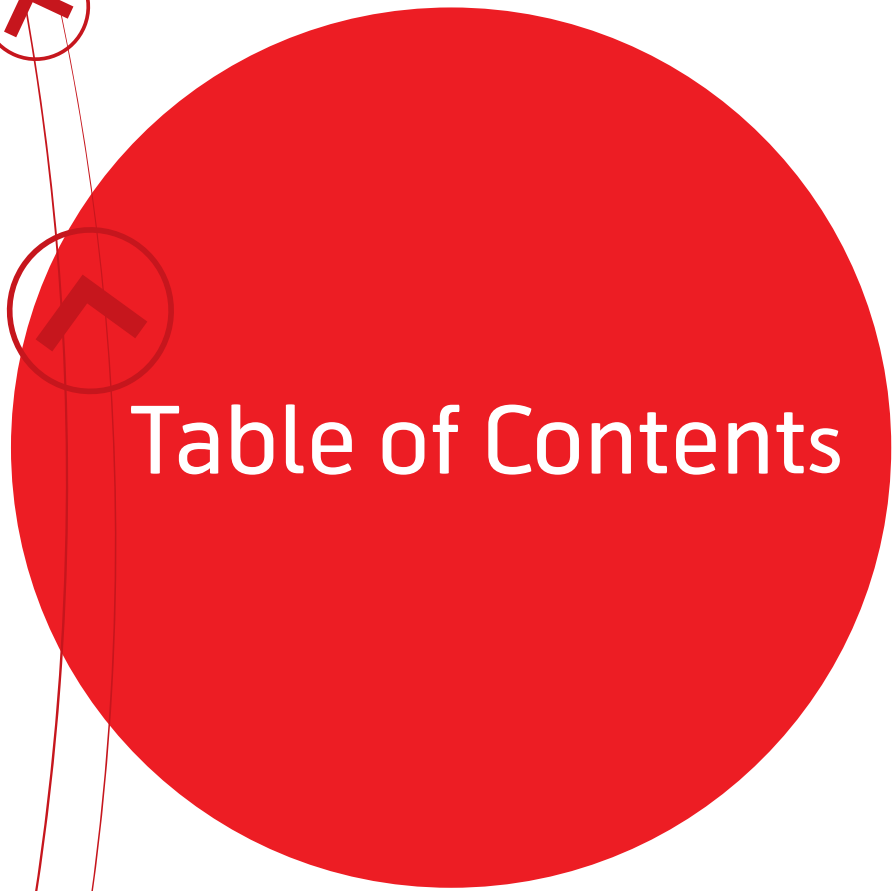






**Annual Report**  
of  
Information Technology Consultants Limited  
2018-19





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# Letter of Transmittal



# Letter of Transmittal

Date: November 20, 2019

The Shareholders  
Bangladesh Securities and Exchange Commission  
Registrar of Joint Stock Companies & Firms  
Dhaka Stock Exchange Limited  
Chittagong Stock Exchange Limited  
Other Stakeholders

**Subject: Annual Report for the year ended June 30, 2019**

Dear Sir(s),

Enclosed herewith, please find, a copy of the Annual Report 2018-2019 containing Directors' Report and Auditor's Report along with the Audited Financial Statements for the year ended June 30, 2019 with notes therein of **Information Technology Consultants Limited** for your kind information and record.

Thanking you,

Sincerely Yours,



Anindya Sarkar ACS  
Company Secretary



# Notice of the 19th Annual General Meeting

Notice is hereby given to the shareholders of Information Technology Consultants Limited that the 19th Annual General Meeting (AGM) of the Company will be held on Thursday, December 05, 2019, at 10:30 a.m. at The Raowa Convention Hall-2 (Anchor Hall), VIP Road, Mohakhali, Dhaka- 1206 to transact the following businesses:

Agenda-1: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2019 together with the Report of Directors' and Auditor's thereon.

Agenda-2: To declare dividend for the year ended June 30, 2019.

Agenda-3: To elect Directors in terms of the relevant provision of Articles of Association.

Agenda-4: To appoint Statutory Auditors for the year 2019-20 and fix their remuneration.

Agenda-5: To appoint Compliance Auditor as per Corporate Governance Code-2018 for the year 2019-20 and fix the remuneration.

Agenda-6: To approve the re-appointment of Independent Directors.

By order of the Board



Anindya Sarkar ACS  
Company Secretary

Dated: Dhaka  
November 20, 2019

## Notes:

1. The Record Date of the Company is November 12, 2019 and the Shareholders with names in the Register of Members or in the Depository Register on the Record Date will be eligible to attend the meeting and qualify for dividend.
2. A member entitled to attend and vote at the general meeting is also entitled to appoint a proxy to attend the meeting and vote on his/her behalf. The proxy form duly completed, must be affixed with a revenue stamp of TK. 20/- and deposited at the Registered Office of the Company not later than 48 hours before the meeting.
3. Admission into the meeting room will be allowed strictly on submission of the Attendance Slip sent with the Report. No children are allowed at the AGM.
4. The Annual Report 2018-2019 is available in the Website of the Company [www.itcbd.com](http://www.itcbd.com)
5. No Gift/ Gift Coupon/Food Box shall be distributed at the AGM as per Bangladesh Securities and Exchange Commission Notification No. SEC/CMRRCD/2009-193/154 dated October 24, 2013.



Vision

Mission

Strategic Objectives

Core Values, Strengths  
and Competencies

Company Profile

## Vision

Establishing Digital Infrastructure and capabilities for Financial Transactions.

## Mission

Information Technology Consultants Limited (ITC) aspires to lead the IT Platform in Bangladesh by providing technological infrastructures, electronic payment solutions and real time processing services in the banking and financial sector of the country. Fostering strong community partnerships with our clients, stakeholders and employees is an integral part of our mission.

## Strategic Objectives:

Information Technology Consultants Limited (ITC) concentrates in automation of the banking and financial-operations in the region thereby rapidly furthering the digitalization initiatives of the Government of Bangladesh. The Company has been instrumental in fostering digital awareness through the banking sector creating a financial inclusion for unbanked population. ITC has also contributed profoundly in assisting Government organizations in the implementation of their automation strategies.

## Process Focus

- To continuously improve internal processes to realize efficiencies
- Improve system accuracy and responsiveness
- Improve organizational structure
- Improve performance measurement and reporting capabilities
- Reduce administrative overheads
- Improve financial analysis, controls, and audit capabilities

## Business Focus

- Increase quality of service
- Implement innovative changes faster
- Increase and attain client loyalty
- Improve overall service and maximize market share
- Improve marketing, advertising and public relations
- Achieve and maintain excellent client service
- Increase regulatory compliances

## People Focus

- To engage, develop and maintain the right people at the right places
- Employ professionals who bring success for clients
- Develop broad set of skills useful for client support
- To continuously learn and adopt applicable best practices
- To conduct training for employees and clients towards knowledge development both ways

<b>Our Core Values</b>	<b>Our Core Strengths</b>	<b>Our Core Competencies</b>
• Integrity	• Professionally Sound and competent Board of Directors	• Knowledge
• Transparency	• Strong Capital Base	• Experience and Expertise
• Professionalism & Excellences	• Transparent and Quick Decision Making	• Transparency
• Client Focus	• Efficient Team of Performers	• Pursuit of Disciplined Growth Strategies
• Respect	• Optimum Clients Satisfaction	• Reliability
• Fairness	• Strong Internal Control	
• Harmony	• Professionally capable & highly experienced Management	
• Team Spirit	• Unique Corporate Culture	
• Courtesy		
• Sound Policy		
• Commitment		
• Compliance with laws		
• Business Ethics		
• Open Communication		

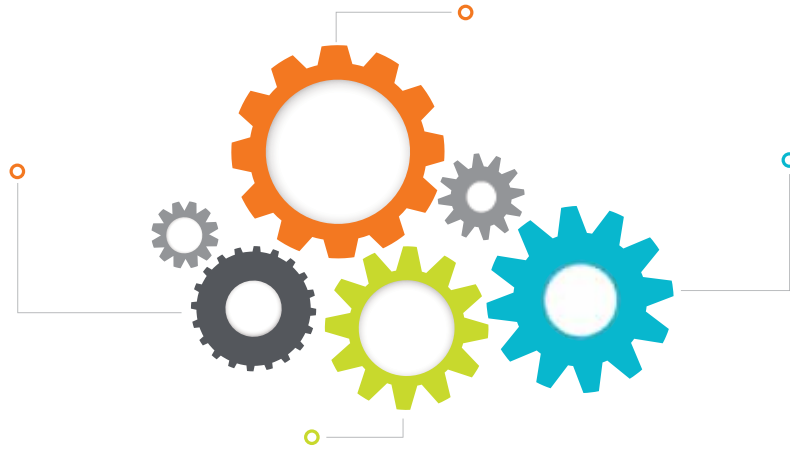
## Company Profile

Established in 2000, Information Technology Consultants Limited has since transformed to become a local leader of IT Technology in the rapidly changing arena of Electronic Payment Transaction Processing Systems. ITC is the only PSO (Payment System Operator) licensed by Bangladesh Bank to provide the end-to-end electronic payment services for banks, government organizations, retailers, billers and financial institutions. ITC currently serves 33 member banks, with its network named 'Q-Cash' which is a popular brand-name in Banking and Financial sector.

Moreover, ITC is also the technology Integration and Automation partner of Bangladesh Post Office, provides Online Tax Payment platform to NBR (National Board of Revenue) and Sonali Bank Limited, technology provider for DMP (Dhaka Metropolitan Police) and Chattogram Metropolitan Police (CMP) for its E-Prosecution system.

ITC's payment system solutions are accredited, certified & recognized by Multinational Payment brands such as Visa, MasterCard, UnionPay International and AMEX. We continue to develop partnerships with clients and associates- so that we remain dynamic and relevant- and maintain our cutting-edge advantage, even if market needs to become more sophisticated and diverse.

By providing a broad range of payment solutions, ITC today deploys its products and services to multiple clients across various segments, including Governmental institutions, telecommunications, transportation and retail, not just limited to only banking and financial services.



**Board of Directors**

## **Leadership at ITC**

### **Board of Directors**

1 Mr. Lim Kiah Meng	Chairman (Nominated Director of SiS Capital (Bangladesh) Pte Limited)
2 Mr. Salahuddin Alamgir	Vice Chairman
3 Mr. Kazi Saifuddin Munir, Ph.D	Managing Director & CEO
4 Mr. Lim Kia Hong	Nominated Director of SiS Capital (Bangladesh) Pte Limited
5 Mr. Lim Hwee Hai	Nominated Director of SiS Capital (Bangladesh) Pte Limited
6 Madam Lim Hwee Noi	Nominated Director of SiS Capital (Bangladesh) Pte Limited
7 Madam Fauzjus Tjandra	Nominated Director of Regent Pacific Limited
8 Mr. Md. Waliuzzaman FCA	Independent Director
9 Mr. Md. Haqueful Shaikh	Independent Director

### **Board Committees:**

#### **Audit Committee**

Mr. Md. Waliuzzaman FCA, Independent Director	- Chairman
Mr. Salahuddin Alamgir, Vice Chairman	- Member
Mr. Md. Haqueful Shaikh, Independent Director	- Member
Mr. Anindya Sarkar ACS, Company Secretary	- Secretary

#### **Nomination and Remuneration Committee (NRC)**

Mr. Md. Haqueful Shaikh, Independent Director	- Chairman
Mr. Mr. Lim Kiah Meng, Chairman	- Member
Mr. Md. Waliuzzaman FCA, Independent Director	- Member
Mr. Anindya Sarkar ACS, Company Secretary	- Secretary



# Profile of Directors



**Mr. Lim Kiah Meng**  
**Chairman (Nominated Director of SiS Capital (Bangladesh) Pte Limited)**

Mr. Lim Kiah Meng is a Singapore national and holds a Bachelor Degree in Commerce from Nanyang University, Singapore and Masters in International Management from the American Graduate School of International Management, USA. He has over twenty years of experience in the information technology industry and he is an Executive Director of SiS Group, which is listed on the Hong Kong Stock Exchange.



**Mr. Salahuddin Alamgir**  
**Vice Chairman**

Mr. Salahuddin Alamgir, CIP has been running all his Business Organizations with good reputation, honest credibility and satisfactory turnover for last 20 years. He is the President of BDYEA, Director of FBCCI, Executive Committee Member of BCI and Member of BGMEA, BTMA, BMPIA, BCCAMEA, GCCI. He is also an Executive Committee Member of Modhumoti Bank Ltd. and Life Member of Kurmitola Golf Club, Army Golf Club, Gulshan Club, Dhaka. Besides those, he is involved in various social and humanitarian activities like financial help to distressed humanities, educational institutions, religious institutions and social institutions.

Based on his excellent Business Records and significant Contribution to the Commerce, Industry & Economy of Bangladesh, Mr. Salahuddin Alamgir, CIP has been awarded with National & International Recognitions like '20th BATEXPO AWARD-2009', 'NOKIA BEST DISTRIBUTION AWARD-2009', '21st BATEXPO AWARD-2010', 'NATIONAL EXPORT TROPHY 2010-2011', 'MERCANTILE BANK HONOUR-2017 AS INDUSTRIALIST', APPRECIATION TROPHY FOR EXCELENT PERFORMANCE AS A NATIONAL DISTRIBUTOR OF SAMSUNG IN BANGLADESH IN 2019, RECEIVED BEST EMPLOYER BRAND AWARD 2019 AND CSR LEADERSHIP AWARD 2019 FROM EMPLOYER BRANDING INSTITUTE , INDIA.



**Mr. Kazi Saifuddin Munir, Ph.D**  
**Managing Director & CEO**

Dr. Kazi Saifuddin Munir has over 28 year's professional experience in research, project development and implementation. He obtained his Masters degree in Mechanical Engineering from Chalmers University of Technology in Sweden. He was a research fellow under Japan/ Sweden Research and Technology Exchange Program and obtained his Ph.D in Automation and Robotic Technology (Soft Artificial Intelligence) under joint collaboration of Osaka Institute of Technology, Japan and Royal Swedish Institution of Technology, Sweden. He held academic position in Department of Automation and Robot Technology at Chalmers University of Technology, Sweden. He also worked in East Africa as Project Coordinator, Adviser/Consultant in different bilateral technical program under World Bank & UNDP.

As for ITC, he is not just the founder of ITC, but the main architect of this Company. Since inception he has been in the helms of affairs as its Managing Director & CEO and also holds a sizeable equity stakes in the Company.



**Mr. Lim Kia Hong**  
**Nominated Director of SiS Capital (Bangladesh) Pte Limited.**

Mr. Lim Kia Hong is a Singapore national. He has graduated in Business Administration from the University of Washington, USA and has more than thirty years of experience in the IT industry. He is the Chairman & Chief Executive Officer of SiS Group, which is listed on Hong Kong Stock Exchange.



**Mr. Lim Hwee Hai**  
**Nominated Director of SiS Capital (Bangladesh) Pte Limited**

Mr. Lim Hwee Hai is Singapore national and holds a Bachelor Degree in Commerce from Nanyang University, Singapore with Masters in Business Administration from the National University of Singapore. He has over thirty years' exposure in the information technology industry with additional six years of experience in finance and banking. Mr. Lim is also an executive director in SiS Group, which is listed on Hong Kong Stock Exchange.



**Madam Lim Hwee Noi**  
**Nominated Director of SiS Capital (Bangladesh) Pte Limited**

Ms. Lim is a Chartered Accountant for more than thirty years in Singapore and holds a Bachelors Degree in Commerce from the Nanyang University, Singapore. She is also the Finance Director of SiS Group which is listed on the Hong Kong Stock Exchange.





**Madam Fauzjus Tjandra**  
**Nominated Director of Regent Pacific Limited**

Ms.Tjandra is a national of Indonesia. She holds a Bachelors Degree in Offices and Administration from the University of Western Ontario, Canada. She has over twenty years of experience in IT distribution business.



**Mr. Md. Waliuzzaman FCA**  
**Independent Director**

Mr. Md. Waliuzzaman FCA after qualifying as Chartered Accountant worked with M/s. A. Qasem & Co., as a Chartered Accountant till February 1981. He then served as Deputy Chief Accountant (Head of Accounts and Finance Department) of TSP Complex Limited an enterprise of Bangladesh Chemical Industries Corporation for a very short period till August 1981. In August 1981 he joined Bangladesh Jute Mills Corporation (BJMC) in the position of Deputy General Manager and served with The Crescent Jute Mills Limited, BJMC Head Office, Peoples Jute Mills Limited and Hafiz Jute Mills Limited for long ten years till December 1990. Since January 1991 he started public practice and continued as Managing Partner of M/s. Toha Khan Zaman & Co., Chartered Accountants.



**Mr. Md. Haqueful Shaikh**  
**Independent Director**

Mr. Md. Haqueful Shaikh obtained his Masters Degree from the University of Dhaka in the year 1966. After academics, he took up banking as career in the year 1967 with the erstwhile Commerce Bank Ltd., that subsequently merged with Agrani Bank in 1972. During his service with Agrani Bank he was posted as CEO of Zenj Exchange Company, an affiliated Exchange House of the bank, in Bahrain in the year 1993. Later, he also worked with Bahrain Exchange Company, a sister concern of Bahrain Financing Company in Kuwait.

During his long 45 years of banking career, he was elevated to various important senior positions in different private banks- like Prime Bank, Social Islami Bank and Jamuna Bank. In course of his exposure with the govt. and private banks he had the privilege to obtain several banking trainings especially in Foreign exchange related matters as well as International Banking both at home and abroad.

Lastly, he was elevated to the position of Managing Director and CEO of Fast Remit, a reputed Remittance House in Malaysia from mid2009 to 2011 with great success wherefrom he retired from the banking service.



# Corporate Directory

# Corporate Directory

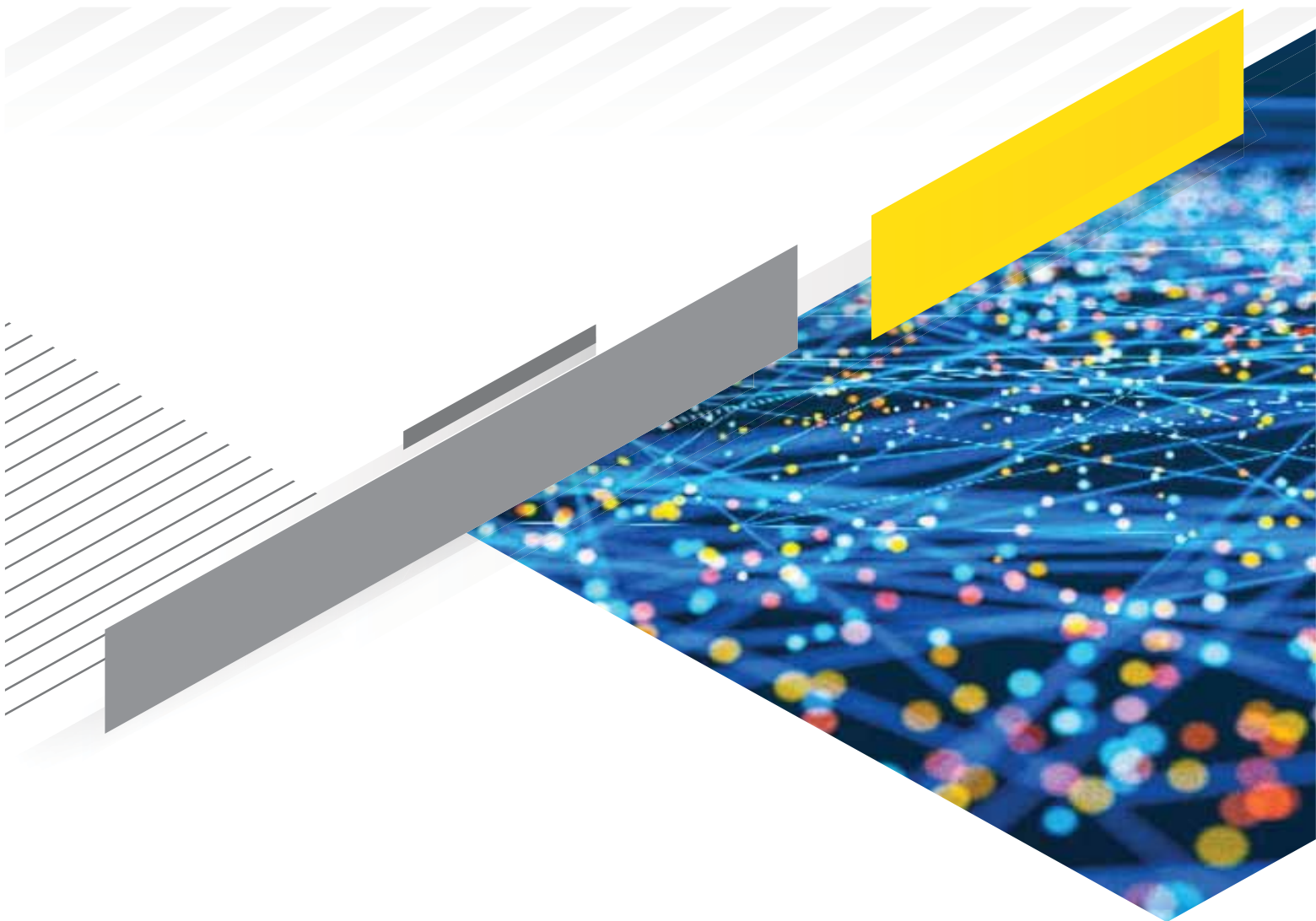
Company Name	: <b>Information Technology Consultants Limited</b>
Registered Office	: Evergreen Plaza, 260/B, Tejgaon I/A (3rd Floor), Dhaka –1208 Tel: +88 02 9830310-13, Fax: +88 02 9830309
Date of Incorporation	: 23-08-2000
Date of Commercial Operation	: 23-08-2000
Legal Status	: Public Limited Company listed with DSE & CSE
Authorized Share Capital	: Tk. 2,000,000,000
Paid-up Share Capital	: Tk. 1,144,572,000
Number of Shareholders	: 2,816
Line of Business	: The business of the company includes online Switching Solution, Software Development and Service Provider of Q-Cash member banks shared ATM network, POS and Q-Cash transactions processing. Information Technology Consultants Ltd. is committed to be the leader as Electronic Payment Solutions Provider in the Banking sector as well as the Automated Transaction processing Industry in Bangladesh.
Statutory Auditors	: M/s. ACNABIN, Chartered Accountants
Compliance Auditor	: M/s. Al-Muqtadir Associates, Chartered Secretaries
Legal Adviser	: Barrister Tanjib-ul Alam
Company Secretary	: Mr. Anindya Sarkar ACS
Number of Employees	: 356



## Key Milestones

# Significant Milestones

Incorporation of the Company	: August 23, 2000
Date of Commercial Operation	: August 23, 2000
Converted to Public Limited Company	: March 16, 2008
Awarded Bangladesh Post Office (BPO) Electronic Fund Transfer (EFT)	: 2009
Appreciation from WINCOR-NIXDORF1000 ATM installed in Bangladesh	: November, 2011
NBR- Sonali Bank e Tax payment launched	: March 26, 2012
Registered Trade Mark of Q-Cash	: August 31, 2013
DMP (Dhaka Metropolitan Police) E-Traffic Prosecution system	: June, 2014
PCI DSS Certificate of Compliance issued by Trust Wave	: August 14, 2014
License from Bangladesh Bank as Payment System Operator (PSO)	: September 09, 2014
Connected to National Payments Switch Bangladesh (NPSB) with Bangladesh Bank	: 2014
Awarded ISO-9001:2008 Certificate	: June 12, 2015
Consent of Initial Public Offering (IPO)	: October 04, 2015
Listing on Dhaka Stock Exchange	: December 24, 2015
Listing on Chittagong Stock Exchange	: December 23, 2015
Debut Trading on DSE & CSE	: January 10, 2016
Trading Code	: ITC
Membership from BAPLC	: January 17, 2016
Best ICT Solution Provider-2015 (local market focus) Award by The Daily Star	: October 28, 2016
CMP (Chattogram Metropolitan Police) E-Traffic Prosecution system	: December, 2017
Comilla District Police E-Traffic Prosecution system	: December, 2017
Apicta Awards (Global ICT Award) Runner up	: December, 2017
Awarded "A2" rating by CRAB	: February 11, 2019



# Company at a Glance



# Company at a Glance

## IT Consultants Limited (ITC-Q Cash) at a Glance

- Established in the year 2000, the first private third-party payment processing company in Bangladesh.
- Licensed Payment System Operator (PSO) in Bangladesh awarded by Bangladesh Bank.
- ITC is the owner of the largest payment platform of Bangladesh, known as 'Q-Cash'.
- 33 member banks are using different electronic payment services of Q-Cash Network.
- Being a certified service provider, ITC Host is connected with National Payment Switch Bangladesh (NPSB), VISA, MasterCard and UnionPay International Network.
- Provides more than 10,500 ATMs access for Q-Cash member banks.
- Provides the access for more than 40,000 POS all over Bangladesh.
- The total paid up capital is BDT 1,144,572,000.
- ITC has been awarded Payment Card Industry Data Security Standards (PCIDSS) certification; the first organization in Bangladesh to receive this highest standard data security certification which is mandatory for Card and Electronic Payment industry business.
- 356 employees are currently working at ITC of which 80% are IT engineers and technicians.
- ITC is also the technical partner of National Payments Switch Bangladesh (NPSB) as established and operated by Bangladesh Bank.
- Some of unique and first of its kind projects in Bangladesh like Bangladesh Post Office (BPO) automation, Online Tax Payment with NBR & Sonali Bank etc. have been handled as individual project and now been run by ITC.
- Providing services to major Government Banks for Electronic Payment Processing.
- ITC has implemented and running EGPP (Employment Generation Project for the Poorest) and CCD (Conditional Cash Transfer) project under Bangladesh Post Office (BPO) and World Banks joint initiative.
- ITC has also provided consultancy, development, deployment and maintenance of E-Traffic Prosecution system for Dhaka Metropolitan Police (DMP), Chattogram Metropolitan Police (CMP), Rajshahi Metropolitan Police (RMP), Comilla District Police and few other major areas.
- Converted as public limited company in 2008.
- IPO & Listed with Dhaka and Chittagong Stock Exchange in 2015.
- Debut Trading of shares with Dhaka and Chittagong Stock Exchange in 2016.
- Best ICT Solution Provider-2015 (local market focus) Award by The Daily Star in 2016.
- Apicta Awards (Global ICT Award) Runner up in 2017.



# Products and Services



# Products and Services

Transaction Processing and Maintenance Services	Sales and Support Services
▪ Transaction Switching with automated settlement and reconciliation (Real time)	▪ ATM and Recycling ATM
▪ ATM & POS Transaction Processing	▪ POS
▪ Online Payment Gateway	▪ Kiosk
▪ Remittance Transaction Processing	▪ Bio Metric ATM Solution
▪ Debit & Credit Card Personalization and Management	▪ Switching & CMS Solution
▪ VISA, MasterCard, UnionPay Certification support	▪ Tailor-made Software
▪ SMS Solution	▪ IT Infrastructure - Security Solution
▪ Interfacing/Integration and development of switching solutions/ middleware	▪ Biometric Reader
▪ E-Commerce Solution	
▪ Mobile Financial Services Solution	
▪ Agent Banking solution	
▪ Online Tax Payment solution with development	
▪ Online Passport fees collection through Q-Cash PG	
▪ New service incorporation for ATM, POS, Internet Banking, Wallet, KIOSK and others	
▪ Payment Card Industry Data Security System (PCIDSS) certification	
▪ Electronic Case Management Solution for Traffic Police	



# Q-Cash Member Banks (Client List)

## Q-Cash Client List

Name of the Members Banks			
01	Agrani Bank Limited	18	National Bank Limited
02	Bank Alfalah Bangladesh	19	NCC Bank Limited
03	Bangladesh Commerce Bank Limited	20	NRB Commercial Bank Limited
04	Bangladesh Krishi Bank	21	NRB Global Bank Limited
05	Bank Asia Limited	22	Rupali Bank Limited
06	BASIC Bank Limited	23	Shahjalal Islami Bank Limited
07	Community Bank Bangladesh Limited	24	Shimanto Bank Limited
08	EXIM Bank Limited	25	Social Islami Bank Limited
09	First Security Islami Bank Limited	26	Sonali Bank Limited
10	ICB Islamic Bank Limited	27	South Bangla Agriculture and Commerce Bank Ltd.
11	IFIC Bank Limited	28	Standard Bank Limited
12	Jamuna Bank Limited	29	Trust Bank Limited
13	Janata Bank Limited	30	Union Bank Limited
14	Meghna Bank Limited	31	Uttara Bank Limited
15	Mercantile Bank Limited	32	One Bank Limited
16	Midland Bank Limited	33	Woori Bank, Bangladesh
17	Modhumati Bank Limited		

Other Financial Institution			
01	Lanka Bangla Finance Limited		
Other Client Banks			
01	Standard Chartered Bank	09	Prime Bank Limited
02	Dutch Bangla Bank Limited	10	Mutual Trust Bank Limited
03	The City Bank Limited	11	Dhaka Bank Limited
04	BRAC Bank Limited	12	Premier Bank Limited
05	Islami Bank Bangladesh Limited	13	Padma Bank Limited
06	Eastern Bank Limited	14	Southeast bank Limited
07	United Commercial Bank Limited	15	NRB Bank Limited
08	Commercial Bank of Ceylon		

Government Entities			
01.	Bangladesh Bank	16.	Mymensingh District Police
02.	Bangladesh Post Office	17.	Narsingdi District Police
03.	Bangladesh National Board of Revenue	18.	Kishoreganj District Police
04.	Telephone Shilpa Sangstha Limited	19.	Manikganj District Police
05.	Road Transport and Highways Division	20.	Gazipur Metropolitan Police
06.	United Nations Development Program (UNDP)	21.	Sherpur District Police
07.	Barisal Metropolitan Police	22.	Rangpur Metropolitan Police
08.	Sylhet Metropolitan Police	23.	Gopalganj District Police
09.	Dhaka Metropolitan Police	24.	Barisal District Police
10.	Chattogram Metropolitan Police	25.	Munshiganj District Police
11.	Khulna Metropolitan Police	26.	Shariatpur District Police
12.	Rajshahi Metropolitan Police	27.	Gazipur District Police
13.	Dhaka District Police	28.	Rajbari District Police
14.	Comilla District Police	29.	Tangail District Police
15.	Faridpur District Police		



# Corporate Operational Results

# Corporate Operational Results

## For the Last Five Years

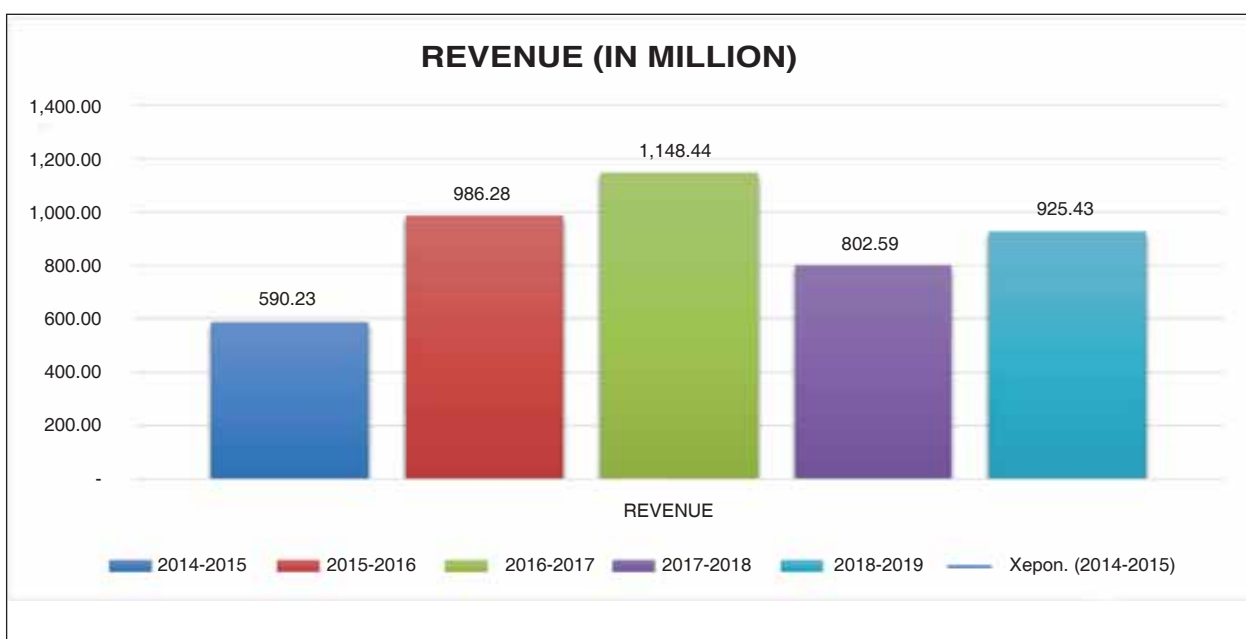
### Key Operating And Financial Information

The key operating and financial information for the year- 2018-2019 along with the preceding four years are presented below:

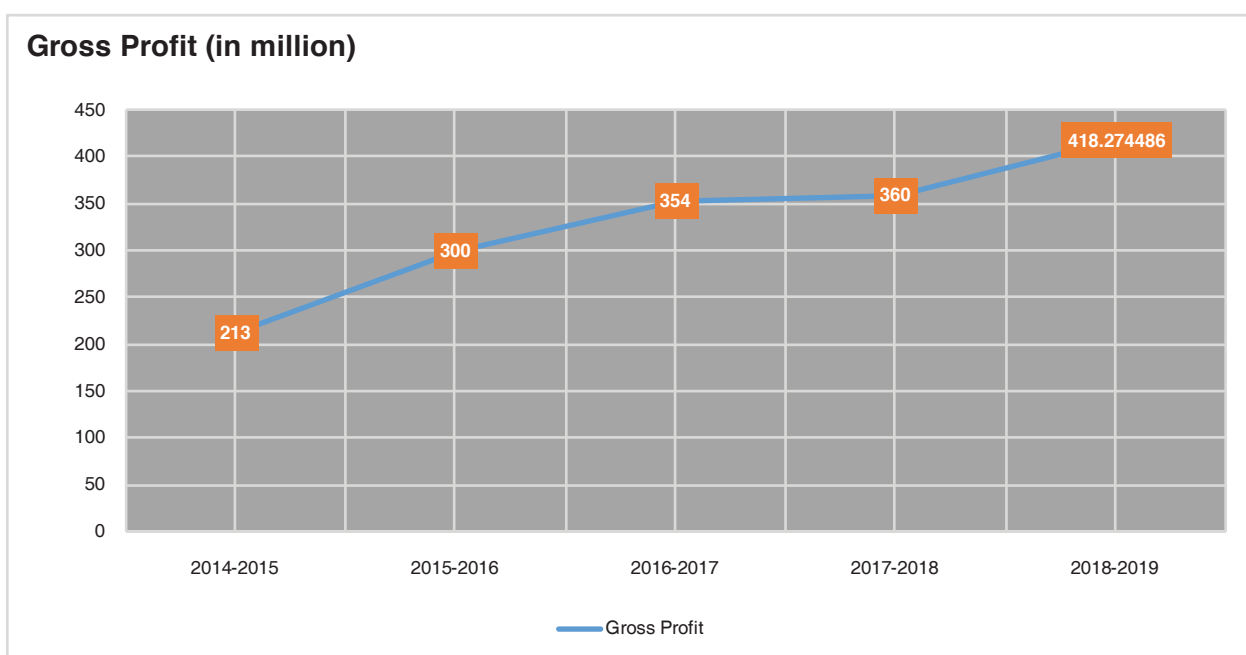
	Y-2018- 2019	Y-2017- 2018	Y-2016- 2017	Y-2015- 2016	Y-2014- 2015
<b>Assets Employed</b>					
Total Assets	2,537,413,600	2,463,191,060*	2,501,345,652*	2,346,310,224	2,011,687,763
Total Current Assets	1,459,759,620	1,374,410,026*	1,435,800,878*	1,375,037,622	1,054,747,482
Property, Plant & Equipment	244,933,913	256,141,723	248,841,236	250,077,835	241,522,145
Intangible Assets	802,451,877	797,227,643	717,522,610	649,214,807	542,758,006
Inventories	369,900,214	361,679,138	328,739,218	438,429,924	285,315,147
Accounts Receivables	452,110,539	411,061,604	404,388,824	436,391,323	374,494,839
<b>Financed By</b>					
Share Capital	1,144,572,000	1,040,520,000	1,000,500,000	870,000,000	750,000,000
Revaluation Reserve	206,061,581	215,765,163	226,187,806	237,456,401	249,720,234
Retained Earnings	217,065,593	130,662,677*	81,573,772*	118,044,308*	83,428,301
<b>Revenue and Profit</b>					
Revenue	925,430,760	802,592,068	1,148,441,568	986,281,850	590,227,256
Gross Profit	418,274,486	359,812,401	353,993,429	299,824,882	212,770,074
Net Profit Before Tax	190,323,906	141,214,820	124,744,395	85,659,348	32,318,664
Net Profit After Tax	179,944,694	136,616,573*	103,746,325	83,178,420*	31,556,565
EPS	1.57	1.19*	1.04	0.88*	0.42
Net Asset Value Per Share	16.27	14.69*	14.00*	16.01*	18.58
Note: * Re-stated					
<b>DIVIDEND:</b>					
Cash	5%	-	6%	-	-
Stock	7%	10%	4%	15%	-
Number of Shareholders	2,816	4,363	5,581	6,533	87
Market Price (TK)	44.00 (DSE) & 44.00 (CSE)	42.40 (DSE) & 42.10 (CSE)	48.70 (DSE) & 48.40 (CSE)	52.10 (DSE) & 52.10 (CSE)	N/A

# Performance at a glance

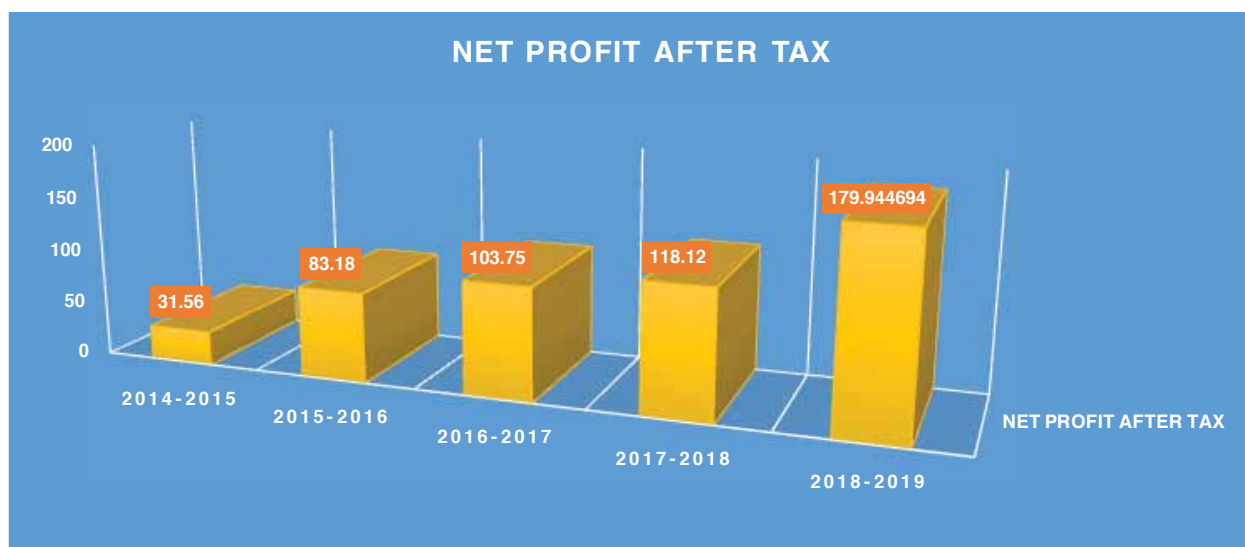
YEAR	2014-2015	2015-2016	2016-2017	2017-2018	2018-2019
REVENUE	590.23	986.28	1,148.44	802.59	925.43



YEAR	2014-2015	2015-2016	2016-2017	2017-2018	2018-2019
Gross Profit	213	300	354	360	418

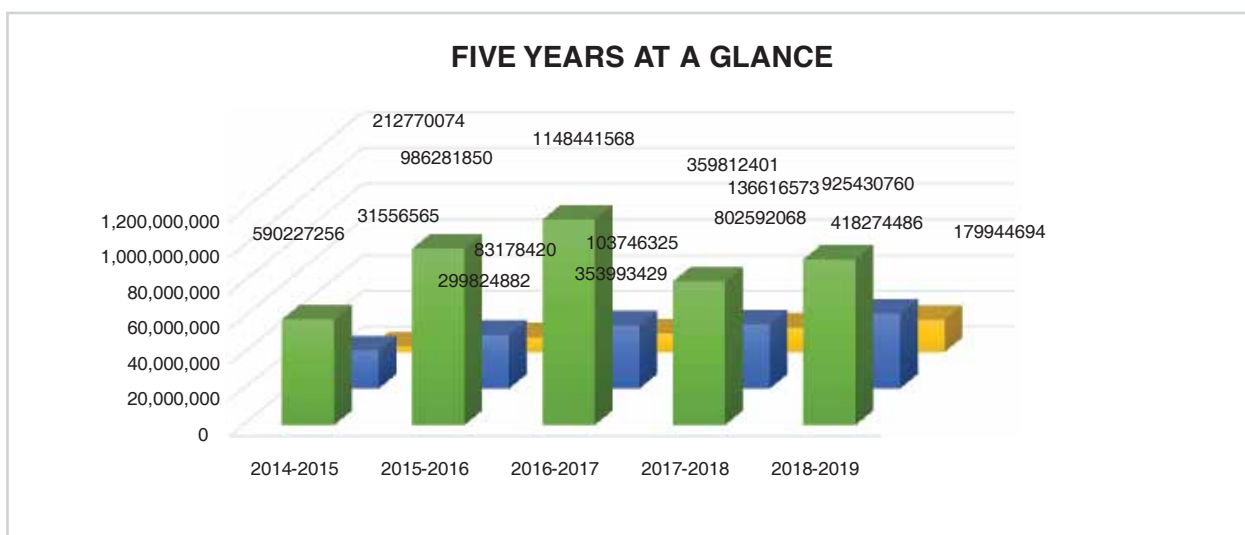


YEAR	2014-2015	2015-2016	2016-2017	2017-2018	2018-2019
NET PROFIT AFTER TAX	31.56	83.18	103.75	118.12	179.94



**FIVE YEARS AT A GLANCE**

YEAR	2014-2015	2015-2016	2016-2017	2017-2018	2018-2019
Revenue	590,227,256	986,281,850	1,148,441,568	802,592,068	925,430,760
Gross Profit	212,770,074	299,824,882	353,993,429	359,812,401	418,274,486
Net profit after Tax	31,556,565	83,178,420	103,746,325	136,616,573	179,944,694

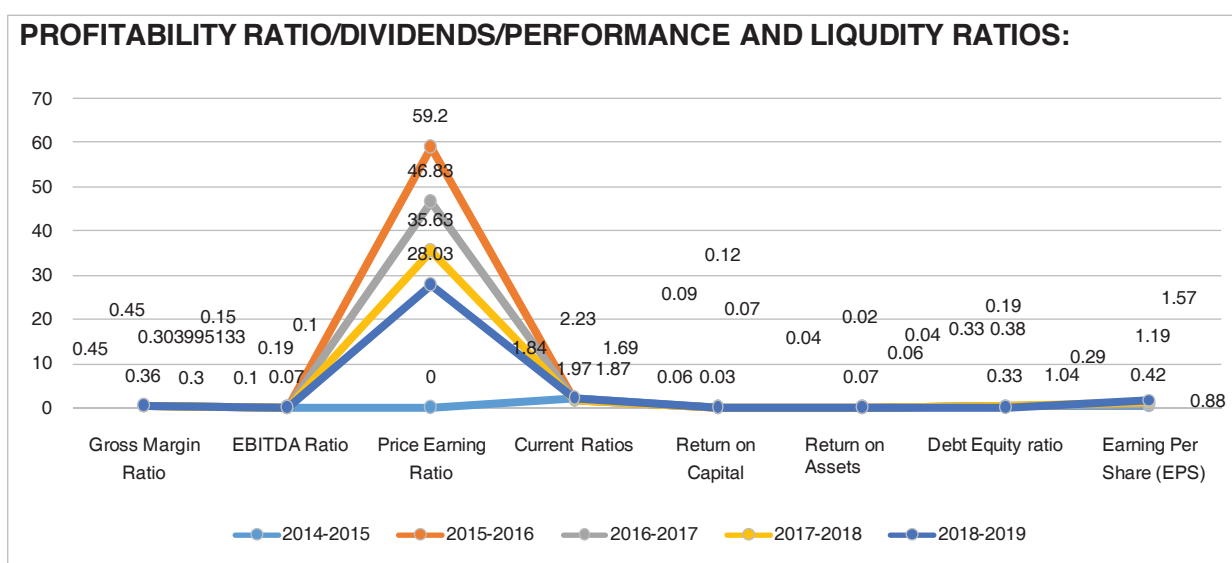




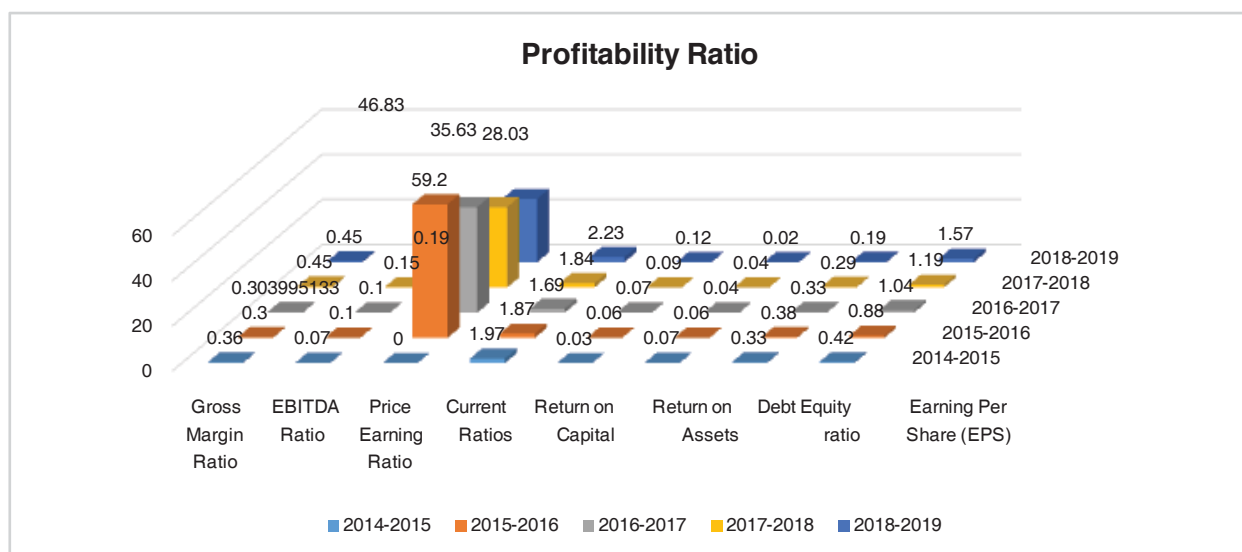
Profitability Ratio

YEAR	2014-2015	2015-2016	2016-2017	2017-2018	2018-2019
Gross Margin Ratio	36%	30%	30%	45%	45%
Operating Income Ratio	15.19	15.43	14.70	22.66	25.64
Net Income Ratio	5.35	8.43	9.03	17.02	19.44
Return on Assets(ROA)	1.57	3.55	4.15	5.55	7.09
Return on Equity ( After Tax)%	2.26	5.47	6.47	8.12	9.66
Earnings Per Share (EPS)	0.42	0.88	1.04	1.19	1.57
Net Assets Value (NAV)	18.58	16.01	14.00	14.69	16.27

PROFITABILITY RATIO/DIVIDENDS/PERFORMANCE AND LIQUIDITY RATIOS:



Profitability Ratio





# Message from the Chairman



## Message from the Chairman

Respected Shareholders, Colleagues, Media persons, Ladies and Gentlemen,

On behalf of the Board of Directors I extend my profound thanks and gratitude to you for the continued trust and confidence bestowed in our beloved Company.

With the unrelenting expansion of digital awareness in the Business and Government communities in the country combined with its challenges and opportunities, ITC has been in the forefront both in acquiring and developing its own knowledge and implementations of the same in the marketplace, thereby enriching the country overall.

Though the primary focus of ITC traditionally was in the Banking, Finance and related sectors, but we have been successful in expanding our contributions to assist more and more Government Institutions in implementing their automation and digital strategies. With these expansions came added challenges of change in technology, knowledge gap management, training needs, acquisition needs and generally the need to equip ourselves of the newest state of the art technologies.

I am happy to report that, ITC has been able to withstand these challenges and has generated sustainable long term growth strategy in maintaining and expanding shareholder values, during the year of report. You may please note some of these strategies reflected in the financial reports already available with you.

At this august occasion, we thank our shareholders and business partners for their continued good wishes and request for your uninterrupted support and patronization in all our future endeavors.

We sincerely believe that the hard work, dedication and commitment of our Executives and Employees are the backbone of our success, and thank them for their continuous commitment to the Company.

On Behalf of the Board

A handwritten signature in black ink, appearing to read 'Lim Kiah Meng'.

Lim Kiah Meng  
Chairman



# Statement from the Managing Director & CEO



## STATEMENT FROM THE MANAGING DIRECTOR & CEO

Assalamu-alaikum.

Respected Shareholders, Colleagues, Ladies and Gentlemen,

On behalf of myself and the Board of Directors, I welcome you all to this grand gathering of the 19<sup>th</sup> Annual General Meeting of ITC.

It is my humble pleasure to submit to you the Annual Report and Financial Statements, including the updated status of your investment in ITC for the year 2018-2019.

Dear Shareholders, you are aware that the period of One Year in the field of technology is a long time and lot of changes has happened during the time of this report. Fortunately, our patrons have been keenly aware of this fast changing environment in the Technology sector. ITC has been successful to adapt to the changes, upkeep challenges and opportunities to serve the market and implement some new services and added value to its existing product line to satisfy the market requirements and changes, required in this regard.

Dear Shareholders, it is the immense pleasure to report to you that, ITC has not only sustained its planned business growth pattern but in some areas surpassed its set targets.

Despite last year's challenges in the hardware business, ITC has set an example and once again proved that with keen awareness of the market, hard work and sincerity, we can overcome most challenges by adapting to changed reality and timely managing its impacts. Such experience will help us face all future challenges head on and putting forward right strategies for the continued growth and development of the Company.

Respected Shareholders and Members of the Board, in the fast changing technology sector, there will be continuous challenges of change-technology, new products & process. But I can assure you that ITC will always be ready to take on those challenges with your continued support and patronization.

I once again thank you all for spending your valuable time at this august assembly, thereby giving us the courage and adding value to our humble efforts. We will also seek for your kindness if any of our unwanted mistakes in our humble arrangements would create any inconvenience to your comfort or created any disappointment.

Thanking you once again

A handwritten signature in black ink, appearing to read 'Munir S.' with a flourish at the end.

**Kazi Saifuddin Munir, PhD.**  
Managing Director & CEO  
IT Consultants Limited



# Directors' Responsibility Statement

# Directors' Responsibility Statement

## **Responsibility to Financial Statements;**

The Board of Directors of Information Technology Consultants Limited would like to inform that the financial statements containing the audited accounts for the year ended June 30, 2019 are in conformity with the requirements of the Companies Act, 1994, International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) as adopted by ICAB, Securities & Exchange Rules -1987 and the listing Regulations of the Dhaka and Chittagong Stock Exchanges and they believe that the financial statements reflect fairly the form and substance of transactions carried out during the year under review and reasonably present the Company's financial condition and results of operations. These Financial Statements are audited by the Statutory Auditors, M/s. ACNABIN, Chartered Accountants, Dhaka.

## **In preparation of accounts, the applicable accounting standards have been followed;**

The company has selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and correct view of the state of affairs of the Company as at June 30, 2019 and of the profit of the Company for the year ended on that date;

The company has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1994 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

The company has prepared the annual accounts ongoing concern basis. There was no extraordinary gain or loss during the year and there was no significant deviation from previous year in operating results of the Company.

## **Responsibility to Internal Control System;**

The Company has taken proper steps and sufficient care in building a system of internal control, which is reviewed, evaluated and updated regularly. The internal audit department of the Company, conducts periodic audit of provides reasonable assurance that the established policies and procedures of the Company were consistently followed.

## **Opinion of the Statutory Auditors;**

M/s. ACNABIN, Chartered Accountants, the external auditor of the Company has carried our annual audit to review the system of internal controls, as they consider appropriate and necessary, for expressing their opinion on the financial statements. They have also examined the financial statements made available by the Management together with all the financial records, related data, and minutes of shareholders meeting and board meetings, relevant policies and expressed their opinion as such.



# Management Discussion & Analysis



## Management Discussion & Analysis

### Company Outlook:

Established in 2000, Information Technology Consultants Limited has evolved to become a local leader in IT Technology in the rapidly changing arena of Electronic Payment Transaction Processing Systems. So far, ITC is the only PSO (Payment System Operator) licensed by Bangladesh Bank to provide the end-to-end electronic payment services for banks, government organizations, retailers, billers and financial institutions. ITC currently serves 33 member banks, with its network named 'Q-Cash' which is a popular brand-name in the Banking and Financial sectors of Bangladesh.

### Financial Highlights & Analysis:

Comparatives on the financial performance of the Company for the year ended June 30, 2019 are summarized hereunder:

Particulars	2018-19 (Tk.)	2017-18 (Tk.)	Increased/(decreased)	Growth %
Revenue	925,430,760	802,592,068	122,838,692	15%
Cost of Service & Sales	507,156,274	442,779,667	64,376,607	15%
Gross Profit	418,274,486	359,812,401	58,462,085	16%
Operating Expenses	181,029,865	177,963,667	3,066,198	2%
Operating Profit	237,244,621	181,848,734	55,395,887	30%
Profit Before Tax	190,323,906	141,214,820	49,109,086	35%
Profit After Tax	179,944,694	136,616,573	43,328,121	32%

In the year 2018-2019 the revenue increased by 15% in compared to 2017-2018 partly due to significant increase of revenue on Q-cash transaction processing charge and Service & maintenance charge, then the previous year. But the sales revenue has dropped/decreased, Increase of USD/Taka conversion rate as well as financial or economic recession in our banking sector during the year, resulting in the procurement procedure of the banking sector is going slow. Moreover, increase of prices by the foreign principals, thereby increasing in the Landed cost of the Imported Items such as ATM, POS & others. The resulting sales price/offer price- was not conducive to us, compared to projected Cost of sales.

Beside this, some of our clientele (Banks & others) declined to review the offered price based on changed market situation despite our repeated explanation. We, therefore, were unable to take the risk of loss by execution some of such business during this period. Additionally, for the last couple of years, the Banks have also reduced the speed of new ATM rollout due to shifting of technology in Banking sector from ATM to Cash Recyclers, and also Banks are going through financial crunch overall.

Sales revenue, therefore has deteriorated during the year. We consider this as an ongoing business movement. However, the management of the Company has taken special initiative to overcome these difficulties and planning to diversify into newer business areas.

Particulars	2018-19 (Tk.)	2017-18 (Tk.)	Increased/(decreased)	Growth %
Revenue:				
Q-Cash transaction Processing charge	463,867,820	308,582,558	155,285,262	50%
Service & Maintenance charges	315,209,103	290,265,394	24,943,709	9%
Sales	146,353,837	203,744,116	(57,390,279)	-28%

Due to factors described above, Q-Cash Transaction Processing & Service and Maintenance Revenue has increased to 50% & 9% against previous year. Cost of Service & Sales and Operating expenses has increased 15% & 2% respectively during the year based on last year.

Net Profit before Tax for the year has increased by Tk. 49,109,086 /= from the last year and reflection growth is 35% due to increase of Q-Cash Transaction Processing & Service and Maintenance Revenue. The growth in Net Profit after Tax is 32%.

The Company has contributed an amount of Tk. 70,187,568/- to the National Exchequer against Tax, Customs Duties, AIT, VAT, Excise Duties etc. towards Software, Hardware imports and sales & services.

#### **Financial & Economic scenario of the country and the globe:**

The National Economy continued its upward pace and remained strong and resilient during the period 2018-2019. This report year also witnessed a number of negative events creating challenges for the economy, Rohingya influx and two major consecutive floods in the north east regions. Despite these negative events, the economy grew by 8.2% during the year 2018-2019. This consistent growth pattern has created the fastest expansion of the economy in the year of report. It was also the eighth year un-faltered GDP growth in Bangladesh surpassing all the mid-level economies in South Asia including India. Most analysts predict that this upward pace will continue for some times to come.

Economic growth has also resulted in Inflation, but due to timely and appropriate monetary policy the rate was kept under check to 5.52% during 2019, compared to FY-18: 5.54% and FY-17: 5.57%.

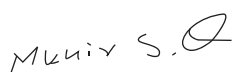
#### **Risk Management:**

The Company always concentrates on delivering high value to its stakeholders through appropriate trade-off between risk and return. ITC has a befitting risk management policy and a periodic monitoring system to address the concerns and uncertainties that are likely to hit the Company's business activities, operations, liquidity and financial position for future performances. The Company's risk recognition system works on a real time basis based on a comprehensive framework as such. Accordingly, a well-structured and proactive risk management system is in place within the Company to address the volatilities relating to market, liquidity, exchange rate and operations.

#### **Future Plan & Projection:**

The Company has taken numerous initiatives to introduce new technologies for electronic payment services and to cope up with market demand. Some of the major initiatives are:

- Integrate and interoperable with mobile financial service operators and 'Digital Wallet' service providers by following Bangladesh Bank guidelines. The Company has already made interface with bKash and particular services are in operation.
- Extend Postal Cash Card services along with Bangladesh Post Office to facilitate disbursement of G2P subsidies, pensions and grants.
- Extend transaction processing for Inter-bank fund transfer through ATM, Internet Banking, e-commerce and other channels. This service has been launched.
- Expansion of Bangladesh Police Projects (e-traffic prosecution system) across the country.
- Selling Cash Recycling Machines (CRM) – with cash deposit and withdrawal facility.
- Enable NFC/contactless technology and QR code technology for client banks. Some client banks already launched NFC/contactless cards.



Kazi Saifuddin Munir, Ph.D  
Managing Director & CEO  
Information Technology Consultants Ltd.



Report on Human Resource  
Management and  
Redress of Investors & Clients

## **Report on Human Resource (HR) Management**

Information Technology Consultants Limited believes that no organization can build a good team of working professionals without sound Human Resource Management. Any organization without a proper set up for Human Resource Management is bound to suffer while managing its regular activities. ITC is quite aware of the necessity for efficient Human Resource Management and has formulated its policy efficiently to cater to its future needs. The implementation thereof is based on different processes which, inter-alia, include the following.

### **Recruitment**

Priority is given to infuse fresh brains by recruiting new incumbents side by side the experienced ones. Keeping this in mind, process of recruiting fresh and experienced personnel is a regular feature. In case of new recruits, Bsc. Msc. in Engineering, CA, CMA, CS, Masters, BBA and MBA are given preference. The Management of ITC believes in the importance of recruiting young & energetic personnel and building them up for undertaking future leaderships.

### **Training**

To facilitate scope of training for the new recruits, changes in the schedule of In-house Training has been brought by increasing number of sessions and inviting guest speakers as and when required. The training programs of the Company are chalked out with idea to educate and develop selected personnel so that they acquire required knowledge, skill and experience needed to manage future positions.

Thus, the staff members get the opportunity to sharpen their existing skills or develop specialized skills which in turn, will help them to take up new roles.

### **Performance Appraisal**

ITC evaluates performances of its work forces according to their potentials and awards benefits and incentives according to merits. In ITC there exists various beneficiary schemes for the welfare of employees which includes Medical benefit, Festival Bonus, Cash incentive for Eid festivals, Transport Facility, Car Allowance, Training Home & Abroad etc.

### **Maintaining Work Atmosphere**

ITC believes that a safe, clean & healthy environment can bring out the best in employees. A friendly atmosphere gives the staff member's job satisfaction. ITC provides friendly atmosphere so that all the employees can enjoy working with encouragement. ITC is fully alive to its obligation and necessity to build up strong work force for its continuous growth and has formulated its Human Resource Policies keeping eyes open to satisfy all needs and requirements.

## **Redress of Investors**

ITC is committed to maintaining highest standard of conduct and professional behavior in dealing with its shareholders. Share Department of the company maintains systematic records and information relevant to the shareholders. Share Department officials are always ready to help shareholders whenever in need of share related services like share transfer, transmission, dividend warrant issue, dividend warrant re-validation, address updates etc. Shareholders get opportunity to speak on various issues relating to the operation of the Company at the Annual General Meeting which is held once a year, in which the Chairman/Managing Director of the Company with the help of Chief Financial Officer (CFO) and Company Secretary respond to all queries raised by the shareholders instantaneously. Generally, shareholders raise issues relating to utilization of Company's resources, yearly, half yearly and quarterly accounts and results, business turnover and profitability, declaration of entitlements, disbursement of benefits, share transfer and transmission, changes of shareholders address, non-receipt of Annual report, date and time of AGM minutes of meetings of all AGM/EGM, implementation of decision of the AGM & EGM and so on. It is the responsibility of the Company Secretary to oversee that necessary actions are taken expeditiously so that these issues are resolved to the satisfaction of shareholders.

## **Redress of Clients**

ITC being a service industry, clients' satisfaction is of paramount importance in maintaining existing clientele base and tapping new business, thereby to achieve satisfactory business growth in the long run. Being fully aware of this, ITC always attends to its client's complaints, whether related to its services. ITC encourages its clients to come forward with any complaint they may have, and the top management is completely accessible to all of them. Complaints can be lodged with the Help Desk over telephone or by e-mail. During regular meetings with its clients of various types, the management actively solicits the client's views on the company's services, shortcomings, if any, and their suggestions.



# Report of the Audit Committee & NRC Policy

## Report of the Audit Committee

### Role of Audit Committee

The Company has established an Audit Committee as required under the codes of corporate governance of BSEC. The Audit Committee of ITC, being one of its prime Board sub-committees, assists the Board in discharging its governance responsibilities. The Audit Committee on behalf of the Board ensures that standards of corporate reporting, control and compliance are achieved through effective implementation of the procedures and policies with the aim to enhance the effectiveness of the operations and reduce the risks of business. The Audit Committee periodically reviews the state of affairs of business and makes recommendation on the reporting, control and compliance aspects as well as provides independent monitoring and guidance to the management. A brief of the Audit Committee, its roles, responsibilities and functions are presented as under:

### The Composition of the Audit Committee

The Board of Directors has appointed the Audit Committee comprising of the following members of the Board having adequate knowledge about finance and accounts.

<u>Name of Members</u>	<u>Position in the Committee</u>
Mr. Md. Waliuzzaman FCA, Independent Director	Chairman
Mr. Salahuddin Alamgir, Vice Chairman	Member
Mr. Md. Haqueful Shaikh, Independent Director	Member
Mr. Anindya Sarkar ACS, Company Secretary	Secretary

### Meetings of the Audit Committee

The Committee conducted 4 meetings during the year as detailed below.

Sl. No	Name	Number of Meeting during 2018-19	Number of Attendance During 2018-19	Remarks
1	Mr. Md. Waliuzzaman FCA, Independent Director	04	04	
2	Mr. Salahuddin Alamgir, Vice Chairman	04	04	
3	Mr. Md. Haqueful Shaikh, Independent Director	04	04	

### Activates of the Audit Committee

The audit committee discussed the following issues during the year:

- a) Reviewed the quarterly and annual accounts of the year,
- b) Regular review of the Internal and External Inspection Report with a view to implementing the suggestion of Internal and External Auditors in respect of Internal Control structure and techniques.
- c) Review of related party transactions and codes of conduct of the Company,
- d) Minimize expenditure in all operational activities where possible.
- e) Reviewing the Accounting procedure with a view to ascertaining that the International Financial Reporting Standard (IFRS) has been applied in maintaining books and records.

The Following steps were also taken for implementation of the Internal Control Procedures of the company:

- a) Audit & Inspection division of the company carried out Internal Audit with a view to enrich the compliance culture and full control on the exertion of the ITC's operations. The division reports directly to the Board Audit Committee.
- b) Regular monitoring has been done for the effectiveness of the quality control policies and procedures with the effect to evaluate the application of internal Control System and Internal Audit Policy for financial risk, existing rules and regulation.
- c) To establish Planning, Organizing and Supervising culture and monitoring of Audit and Inspection of the Technology and different other divisions.

### **Reporting**

Pursuant to condition # 5(6).a of the Corporate Governance Code-2018 issued by BSEC, the Committee reports that it did not find any conflict of interest, any fraud, irregularity or material defect in the internal control system. There also are no infringement of laws rules and regulations.

### **Acknowledgement**

The Audit Committee expressed their sincere thanks to the members of the Board and Management of the Company for their support in carrying out its duties and responsibilities effectively.

On behalf of the Audit Committee



Md. Waliuzzaman FCA  
Chairman  
Audit Committee

Date: October 20, 2019



### **Nomination & Remuneration Committee (NRC) Policy**

Pursuant to code 6.5(c) of the codes of corporate governance, the Policy and Report of the Nomination & Remuneration Committee of the Company is presented hereunder at a glance:

### **Features of Nomination & Remuneration Committee**

The Nomination & Remuneration Committee (NRC) was set up with explicit terms of reference. The Nomination and Remuneration (NRC) Committee shall, at least once a year, consider its own performance and terms of reference to ensure that it is operating at maximum effectiveness and shall recommend any changes necessary to the Board for approval.

### **Composition of the NRC**

The Board of Directors has appointed the Nomination & Remuneration Committee comprising the following members of the Board having adequate Knowledge.

<b>Name of Members</b>	<b>Position in the committee</b>
Mr. Md. Haqueful Shaikh, Independent Director	Chairman
Mr. Mr. Lim Kiah Meng, Chairman	Member
Mr. Md. Waliuzzaman FCA, Independent Director	Member
Mr. Anindya Sarkar ACS, Company Secretary	Secretary

The duties of the NRC are:

- Review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- Identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- Assess the objectivity/independence of independent non-executive directors; and
- Make recommendations to the Board on appointment or re-appointment of directors and succession planning for directors.

The Nomination & Remuneration Committee is mainly responsible for making recommendations to the Board on the Company's policy and structure for remuneration of Directors and Senior Management, and reviewing and approving the compensations payable to the Managing Director & CEO and Senior Management. The meeting is held once in a year.

**The duties of the NRC include:**

- (i) Formulating the criteria for evaluation of performance of independent directors and the Board;
- (ii) Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality.
- (iii) Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and
- (iv) Developing, recommending and reviewing annually the company's human resources and training policies.

Activities of the NRC during the year:

- Reviewed the Terms of Reference of the Committee,
- Reviewed the mix and composition of the Committee
- Reviewed the frequency of meetings of the Committee in a year.

**Disclosure**

This disclosure is made pursuant to condition # 6.5(c) of the Corporate Governance Code-2018 issued by BSEC.

**Acknowledgement**

The NRC Committee expressed their sincere thanks to the members of the Board and Management of the company for their support in carrying out its duties and responsibilities effectively.

On behalf of the NRC



Md. Haqueful Shaikh  
Chairman  
NRC



# Statement of Corporate Governance

# Statement of Corporate Governance

The Board of Directors of ITC as the supreme authority in the Company acknowledges that the Company, being a listed business entity, it has a role to play in upholding the interests of all its stakeholders. Strong governance works as the backbone of an upright organization. Corporate Governance is about intense supervision, commitment to values, ethical business conducts and compliance to regulatory laws. It provides for a structure that works for the benefit of its stakeholders by ensuring that the enterprise adheres to accept ethical standards and best practices as well as to applicable laws, procedures and implicit rules. Being a technology-oriented business entity, ITC emphasizes on transparency, accountability and compliance, which are the essence of corporate governance. Good Governance principles encourage the Company to create value through innovations, development and exploration on the one hand and on the other to provide accountability and control systems commensurate with the risks involved. The other important part of the Corporate Governance is regular disclosure of information regarding the financial position of the Company, its performance, ownership and governance in a timely and accurate manner. The disclosures help in improving public understanding of the structure, activities and policies of the organization.

The structure of corporate governance in Bangladesh is guided by the BSEC codes of corporate governance as gazette vide no. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018. The ITC Board has given prime attention to the codes and which are in the process of implementation in the Company.

## Corporate Governance in ITC

As part of its governance pursuits, the Board of ITC is committed to ensuring the highest standards of governance designed to protect the interests of all stakeholders while promoting integrity, transparency and accountability. The Board and the Management Team also put their best efforts to comply with all the laws of the land and all internal regulations, policies and procedures to make the Company a viable and thoroughly transparent entity. In such exercises, it also recognizes the regulatory authority's emphasis that the shareholders are the ultimate beneficiaries of the Company's all economic activities.

The Board is of the view that throughout the reporting year the Company has complied with all the applicable CG conditions and continues to monitor and review the Company's governance pursuits and makes necessary changes to conform to newer codes. In addition to the primary role of monitoring corporate performance, the functions of the Board include approving business plans, reviewing and approving annual budgets and borrowing limits, fixing exposure limits and ensuring that the shareholders are kept informed about our plans, strategies and performances. To enable the Directors to discharge their responsibilities effectively, the management provides detailed reports on performance to the Board on quarterly basis. The Board also functions through its various committees, such as the Audit Committee, NRC etc.

## Ethics & Compliance

ITC's Corporate Governance philosophy encompasses not only regulatory and legal requirements, but also other best practices aimed at a high level of business ethics, effective supervision and enhancement of value for all shareholders.

We are performing perfectly fairly and efficiently to generate long-term value and wealth for all its stakeholders. The Governance principles of the Company ensure that the Board remains independent, informed and involved in the Company. At the same time there are continuous efforts to further improve the governance standards to augment the company strategies and to mitigate the "beyond business" risks. To that end, the Board periodically reviews the effectiveness of its initiatives and at the same time compliance of all applicable laws and regulations and gives appropriate directions wherever necessary.

## The Board mix and formation

The basic responsibility of the Board is to provide effective governance over the Company's affairs exercising its reasonable business judgments on behalf of the Company. The Company's business is conducted by its

employees under directions of the Managing Director & CEO and the overall supervision of the Board. The Board members have collective experience in diverse fields of business.

In order to comply with the BSEC's notification dated June 03, 2018 on Corporate Governance, the Board of ITC has appointed two eminent personality as Independent Director of the Company. Thus, the Board of ITC comprises of 09 (Nine) members of which 6 (six) are Non-Executive Directors and 2 (Two) are Non-Executive Independent Directors and a Managing Director & CEO. The goal has been to form a competent Board, which is cohesive and has the expertise for quick and informed decision making. We believe that the ITC Board has the optimum level of knowledge, composure, skills and understanding about the Company's business and stands as the perfect platform to perform and deliver.

### **Role of the Board**

The Board of Directors is in full control of the company's affairs and is also accountable to the shareholders. The Board is committed to achieve greater financial performances and long-term prosperity, while meeting stakeholder's expectations of sound Corporate Governance practices. In discharging its responsibilities, the Board is guided by the regulations contained in the Memorandum and Articles of Association of the Company, the Companies Act 1994, laws of the land, relevant applicable regulations, BSEC Codes of Corporate Governance, Listing Regulations, Company's Codes of Conduct, Business Principles, Rules of Delegated Authorities and other generally accepted corporate best practices.

### **Board Meetings**

The Company holds at least four Board meetings in a year, one in each quarter, when duly called in writing, inter alia to review the financial results and other matters of the Company. The gap between the two Board Meetings does not exceed three months. The Board, accordingly, met five times during 2018-19. Dates for Board Meetings are decided in advance and notice of each Board Meeting is served in writing well ahead of the meeting. The notice contains the detailed statement of business to be transacted at each meeting. The Board meets for both scheduled meetings and on other occasions to deal with urgent and important matters that require immediate attention. Apart from the four stipulated Board Meetings, additional Board Meetings are also convened to address any specific requirements of the Company. Urgent matters are often also approved by the Board by passing resolutions through circulation. The Board performs following functions in addition to overseeing the overall business and management:

- Formulating long-term strategies and setting the goals and direction for the Company.
- Review, monitor and approve major financial and business undertakings and corporate actions.
- Providing leadership necessary to ensure that the business objectives set out by the Board are met within the framework of internal controls.
- Assess critical risks facing by the Company and review options for their mitigations.
- Ensures that the processes are in place for maintaining the integrity of:
  - ◆ The Board of Directors
  - ◆ The Management
  - ◆ The financial statements
  - ◆ Compliance with laws
  - ◆ Relationship with customers and shareholders.
  - ◆ Overall public exposure
- The Board is also tasked to decide on the following business transactions and activities:
  - Acquisition, disposal or closure of a business unit.
  - Establishment of new businesses.
  - Capital investment and disposal of tangible assets.
  - Proposal for borrowings or credit facilities.
  - Appointment of top management and any expatriate official.

### **Audit Committee**

There is an Audit Committee established by the Board. The primary role of the Audit Committee is to oversee the financial reporting process and disclosure of financial information, to review the financial statements before submission to the Board, to review adequacy of internal control systems and to review findings of internal investigations and recommending appointment/removal of statutory auditors and fixing their remuneration. A separate report on activities of the Audit Committee is attached at page no. 46 of this report pursuant to condition # 5.7 of the Corporate Governance Code-2018.

### **Nomination & Remuneration Committee (NRC)**

The Board has also established a Nomination and Remuneration Committee as required by regulatory guidelines. The primary role of the NRC is to oversee the structure, size and composition (including the skills, knowledge and experience) of the Board Members and to make recommendations to the Board on Company's policy and structure for remuneration of Directors and Senior Management, and reviewing and approving the compensations payable to the Managing Director & CEO and Senior Management. The policy of NRC is attached at page no. 48 of this report pursuant to condition # 6.5(c) of the Corporate Governance Code-2018.

### **Role of the Chairman**

The directors and their meetings are headed by a Chairman. The Chairman of the Company is elected by the Board of Directors and the Board considers the Chairman being neutral and independent. He plays authoritative role in the selection of members of the Board and senior management. He convenes the meetings and works closely with the Managing Director & CEO and Company Secretary to set the agenda of the Board Meetings. He provides leadership to the Board and ensures that the Board works effectively and discharges its responsibilities efficiently. A brief of the roles and responsibilities of the Chairman is as follows:

- The Chairman's responsibility is defined by the Board as directed by BSEC notification on Corporate Governance.
- The Chairman ensures that the Board is functioning in accordance with the Memorandum and Articles of Association of the Company as well as other applicable laws.
- The Chairman presides over meetings of the Board and Company (AGM) and ensures that good governance prevails in the conducts of the Board and Company.
- The Chairman maintains relations with the relevant stakeholders in consultation with the Board as well as the Managing Director, representing the Company as a good/responsible corporate citizen.

The Chairman may assume any other responsibility if the Board assigns within the purview of the relevant Rules, Regulations, Acts and Articles.

### **Chairman and Managing Director/CEO of the Company are different persons**

As required under the regulatory guidelines, Chairman of the Board and Managing Director of the Company are different individuals with different roles and responsibilities as defined by the Board and thereby preventing unregulated powers of decision making by a single hand. The Chairman is a Non-Executive Director while the Managing Director is an Executive Director. The roles of the Chairman and Managing Director are clearly established, set out in writing and adopted by the Board to ensure transparency and better governance.

### **Role of the Managing Director & CEO**

The Managing Director & CEO is the key person and is responsible for running the business of the Company. He is also responsible for formulating as well as implementing Board strategy and policy. The Managing Director is responsible for establishing and execution of the Company's operating plan necessary to achieve business objectives of the Company. He has the overall control on the Company's day-to-day affairs and is accountable to the Board for the financial and operational performance of the Company. A brief of the roles and responsibilities of the Managing Director is as follows:

- The Managing Director is responsible for driving business operations, leading the development and execution of the Company's long-term strategies with a view to creating shareholders value.
- He is responsible for all day-to-day management decisions and for implementing the Company's long- and short-term plans.
- Managing Director acts as the direct liaison between the Board and Management of the Company and communicates to the Board on behalf of the Management.
- The MD also communicates to the shareholders, employees, Government authorities, other stakeholder and the public on behalf of the Company.

### **Role of the Company Secretary**

There is a qualified Company Secretary to assist the Board. The Board has appointed the Company Secretary in order to maintain the necessary link and liaison with the internal organs as well as external agencies, and also to ensure effective collection, compilation and timely flow of information to and from the Board. The Corporate Governance Codes issued by BSEC also require a listed company to appoint a full-fledged Company Secretary. Being a governance official, the Company Secretary drives for corporate compliance and provides support to the Chairman, other members of the Board and the MD to ensure effective functioning of the Board. The Company Secretary organises and attends all Board and Committee meetings and ensures that deliberations on all issues are properly minuted, decisions recorded and are duly communicated across the respective authority lines for necessary information and actions. A brief of the roles and responsibilities of the Company Secretary is as follows:

- Maintaining linkage between the Board, Management, Shareholders and other stakeholders on matters of corporate interests,
- Performing duties as per guidelines mainly for corporate secretarial matters.
- Compliance of the Acts, rules, regulations, notifications, guidelines, codes, orders/directives, etc. as issued by BSEC or Stock Exchanges applicable to the Company so as to protect the interests of the investors and other stakeholders at large.
- Disclosure of the corporate price sensitive information (PSI) and other capital market related issues,
- Ensuring that appropriate Board procedures are followed as per given guidelines/secretarial standards and best practices, and advises the Board on matters as such.
- Maintaining all statutory and other statistical registers as required under laws of the land.
- To act generally as the Public Relations Officer of the Company.

### **Role of the Head of Internal Audit & Compliance (HIAC)**

The Company's internal control system is designed to provide reasonable assurance regarding the achievement of the Company's objectives in respect of effectiveness and efficiency of operations, reliability (completeness and timeliness) of financial reporting and management information, compliance with applicable laws, regulations and the Company's policies. The Head of Internal Audit and Compliance is responsible for the internal control system and reporting to the Board Audit Committee regarding deviations from accounting and internal control system. He is also leading the internal control team of the Company.

The Company's internal control system is commensurate with its size and business nature. The system minimizes operational risks through effective control, systematic review and on-going audit. The internal auditors embark on a comprehensive audit of all functional areas and operations and their findings are referred to the Audit Committee of the Board for due appraisal.

The Company has institutionalized its legal and technical appraisal functions to ensure optimum control of the Company's multi-level authorization structures which has ensured that higher exposure levels were duly authorized by appropriate personnel and committees with required experience and authority. Training programs and guidelines have helped implement linkage between the goals and operations.



The Board has ultimate responsibility for establishing an effective system for internal control. The internal control system moderates all business risks, including financial, operational and strategic. To mitigate all the risks as well as to establish control environment, the Board holds its meeting regularly with comprehensive agenda dealing with all major aspects of business. There is an internal control and compliance department directly reporting to the Board Audit Committee which looks after compliance with the organizational policies by different departments.

ITC has made relevant mandatory disclosures in its financial statements under the regulatory framework, including compliance with the provisions of International Financial Reporting Standards (IFRS) as adopted in Bangladesh. Besides that, it submits all the reports/statements regularly which are required to be sent to the regulators as well as the other stakeholders of the Company.

### **Risk Management**

The Company always concentrates on delivering high value to its stakeholders through appropriate trade-off between risk and return. A well-structured and proactive risk management system is in place within the Company to address the risks and worries stemming from the competing markets, operational issues, legal knots, interest and exchange rate volatilities and potential changes in policies at the national or global level relating to market, liquidity and operations. The Company's risk recognition system works on a real time basis based on a comprehensive framework as such.

### **Related Party Transactions**

Transactions with related parties are made on arm's length basis and are in the ordinary course of business. Detailed transactions with related parties are described at notes 41 of the Financial Statements in the page no. 121 of this Annual Report.

### **Financial Reporting**

Financial reporting system is the backbone of a successful information structure. ITC has strong financial reporting procedures in place. The Financial statements have been prepared in compliance with the requirements of the Companies Act 1994, the Securities & Exchange Rules 1987, the listing Regulations of Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) and other relevant local laws as applicable and in accordance with the applicable International Financial Reporting Standards (IFRSs) as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB). These financial statements, once prepared, are reviewed initially by CFO and CEO and then by the Audit Committee on a regular basis. At every quarter, external auditors review the quarterly financial statements prepared in accordance with the local financial reporting policies and Company procedures. After all internal scrutiny, the financial reports are placed before the Board for final review and approval.

### **Statutory Audit & Certification**

Annual audit of the Company is governed by the Companies Act 1994 and Securities and Exchange Rules 1987. As per these regulations, auditors are appointed by Shareholders at each Annual General Meeting (AGM) and their remuneration is also fixed by the Shareholders at the same AGM. Appropriate structure is in place as per corporate governance best practices to ensure independence of statutory auditors. Statutory auditors are rotated every three years in compliance with the Codes of Bangladesh Securities and Exchange Commission (BSEC). Audit Committee meets with the statutory auditors to ensure that auditors are acting independently and reviews the financial statements before submission to the Board for approval.

Further, to ensure adequate regulatory discharge, a Compliance Certificate is obtained from licensed practicing professional M/s. Al-Muqtadir Associates, Chartered Secretaries & Consultants, who certify that the Company has duly complied with all the regulatory requirements as stipulated by the Bangladesh Securities and Exchange Commission (BSEC). The Compliance Certificate is available at page 67 in this Report.

### **Declaration of CEO and the CFO regarding Financial Statements**

A separate statement pertaining to due diligence of the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) as required under codes of corporate governance is presented at page no. 66 of this report.



### **Observance of IAS, IFRS & Applicable Laws**

The Directors confirm that the financial statements have been prepared in accordance with the International Accounting Standards and applicable rules and regulations. A statement on implementations of the different accounting standards is set out at notes to the financial statements.

### **Employee Health & Safety**

ITC maintains internal health and safety policies and procedures and country's regulations to ensure a safe working environment. We are working with our employees to ensure that health and safety standards are maintained and improved. ITC provides adequate life and hospitalization insurance coverage to all its permanent employees.

### **Annual General Meeting (AGM)**

The General Meeting of Shareholders is the supreme governing forum in ITC. The Company recognizes the rights of Shareholders and the Shareholders' interests are primarily ensured through the Annual General Meeting (AGM). ITC holds Annual General Meeting of shareholders once a year and the Company ensures effective interaction with the shareholders at the Annual General Meeting. The Directors pay special attention in answering the various queries raised by the shareholders at the AGM. The Company's General Meetings provide a transparent and open platform for the shareholders to communicate with the Board. The Board Members and Statutory and Compliance Auditors attend the AGM to respond to the Shareholders' queries on the result or any other aspects of the Company, if any.

### **Assets and Records Management**

The records, documents and assets are of prime importance to the Company. The Board of ITC recognizes its role as the Trustees of the investors' funds. And, as such, it assigns special care to protect and safeguard the records, documents and all assets of the Company. From acquisition to disposal of assets due transparency and accountability is ensured keeping in mind the interests of the investors. Implementation of adequate safety and security measures followed by periodic check and physical verification of the assets are duly ensured. Accuracy and genuineness of the inventory of assets are thoroughly checked with actual situation. The assets are properly insured with renowned insurance companies against fire and industrial risks. Records of the Company are systematically preserved to ensure adequate and timely retrieval as and when necessary.

Overall, ITC pledges its commitment to maintain good governance and to continue to work in upholding the best interests of the shareholders and all other stakeholders.

A decorative frame with a double-line border and ornate, curved corners, enclosing the text.

# Directors' Report to the Shareholders

# Directors' Report to the Shareholders

## Honorable Shareholders,

It is a great honor and privilege on the part of the Board of Directors and myself to welcome you all to this 19th Annual General Meeting of Information Technology Consultants Limited and to place before you the audited Annual Financial Statements of the Company for the year ended June 30, 2019 for your kind consideration and adoption. In the following paragraphs we review the year under report for your information and appraisal.

## Monetary Management and Bangladesh Economy

Bangladesh's economy grew by 8.13% during the year 2018-19 beating the record 7.50% in previous the year setting a consistent growth pattern accommodating the fastest expansion of the economy since recent past. It was also the eighth year that GDP growth in Bangladesh was greater than 6%. Most analysts expect this thrust to continue for some more years, unless a major calamity befalls.

Despite the pressure of the un-charted Rohingya influx of over a million refugees from Myanmar, the economy kept its upward motion due to substantial increase in export growth in RMG sector some increase in wage earners remittance. The unfortunate loss by theft from Bangladesh Bank, over a billion us dollar has also impacted the economy during this year.

With the passage of time and continued and persistent drive and implementation from the Government and private sector- Digitization is now a reality which is rapidly transforming the socio-economic realm of the country.

According to most media report in Asia, Bangladesh has outpaced India's economic growth, increasing its per capita gross income by a large margin as against a timid growth in India and a relatively low growth in Pakistan. At this rate, Bangladesh's per capita income growth-rate would exceed that of all SARC countries by the year 2020.

The ever-growing Rural Urban gap has shown some signs of narrowing with the introduction of Postal Digitization, different Banks/ Fintech companies have introduced Agent Banking, e-money transfers, thus greatly reducing the need for people to visit Bank Branches. ITC has been a natural partner of most of these activities and has a substantial footprint in the progress of digitization in Bangladesh.

## Inflationary pressure

Bangladesh Bank shows that despite the significant GDP growth- inflation have been kept in check through prudent implementation of Monetary policy. The rural-urban gap in food inflation also reduced marginally, but non-food inflation increased as un-seasonal flood situation caused some supply disruptions.

## Industry Outlook and Possible future Developments in the Service Industry sub-sector

ITC has always maintained a view that digital developments are essential for a growing nation like Bangladesh and has positioned itself in the forefront, especially in the Banking and Financial digitization.

Our prudent outlook of the future has been accurate and timely and ITC has succeeded in remaining in the spot in providing development of appropriate technology for Banks including the Central Bank. Almost all banks today have some kind of software in place and has at least rudimentary online facilities. ITC in its ever-expanding field of Transaction Processing and ATM services, which presently supports 33 member banks, has also extended its service and expertise in Governmental Digitization programs i.e. National Revenue collection, the revolution Digital Post and implementation of e-Traffic Prosecution system for Dhaka Metropolitan Police (DMP), Chattogram Metropolitan Police (CMP), Rajshahi Metropolitan Police (RMP) and Comilla District Police. We are thankful that the Government Authorities have kindly recognized the potential of ICT industry and its tremendous impact on the socio-economy.

In the ever-changing field of computerization, ITC has been able to offer customized solutions to its clients, assessing their exact business needs and by providing appropriate solutions, Future Visions and Budgeting priorities. Our friendly gesture and timely response have attracted our clients to offer us the first choice for any of their IT needs- and in most times remain satisfied with our cost effective and timely response.

(Source: CPD, Bangladesh Bank, Bangladesh Bureau of Statistics and The World Fact Book Bangladesh part).

### Contributor To The National Economy

ITC recognizes that the company has certain responsibilities to the society for their development and the development of the nation. For this, the Company has been making significant contribution to the Government each year by payment of Tax, VAT, Custom & Supplementary Duty etc. During the year 2018-2019 the Company contributed Tk. 70,187,568 to the national exchequer as against TK. 57,250,907 in 2017-2018.

The Company has also made an economic impact by creating employment and trained them to serve the country.

Year-wise contribution to the National Exchequer (BDT)

Particulars	Year: 2016-17 (Tk.)	Year: 2017-18 (Tk.)	Year: 2018-19 (Tk.)
Custom duty & Others	3,941,202	8,419,244	14,154,707
VAT & ATV	15,755,166	26,632,814	35,234,206
Advance Income Tax	41,661,189	22,198,849	20,798,655
<b>Total</b>	<b>61,357,557</b>	<b>57,250,907</b>	<b>70,187,568</b>

### Financial Results:

Comparatives on the financial performance of the Company for the year ended June 30, 2019 are summarized hereunder:

Particulars	2018-19 (Tk)	2017-18 (Tk)	Increased/(decreased)	Growth %
Revenue	925,430,760	802,592,068	122,838,692	15%
Cost of Service & Sales	507,156,274	442,779,667	64,376,607	15%
Gross Profit	418,274,486	359,812,401	58,462,085	16%
Operating Expenses	181,029,865	177,963,667	3,066,198	2%
Operating Profit	237,244,621	181,848,734	55,395,887	30%
Profit Before Tax	190,323,906	141,214,820	49,109,086	35%
Profit After Tax	179,944,694	136,616,573	43,328,121	32%

In the year 2018-2019 the revenue increased by 15% in compared to 2017-2018 partly due to significant increase of revenue on Q-cash transaction processing charge and Service & maintenance charge, then the previous year. But the sales revenue has dropped/decreased, Increase of USD/Taka conversion rate as well as financial or economic recession in our banking sector during the year, resulting in the procurement procedure of the banking sector is going slow. Moreover, increase of prices by the foreign principals, thereby increasing in the Landed cost of the Imported Items such as ATM, POS & others. The resulting sales price/offer price- was not conducive to us, compared to projected Cost of sales.

Beside this, some of our clientele (Banks & others) declined to review the offered price based on changed market situation despite our repeated explanation. We, therefore, were unable to take the risk of loss by execution some of such business during this period. Additionally, for the last couple of years, the Banks have also reduced the speed of new ATM rollout due to shifting of technology in Banking sector from ATM to Cash Recyclers, and also Banks are going through financial crunch overall.

Sales revenue, therefore has deteriorated during the year. We consider this as an ongoing business movement. However, the management of the Company has taken special initiative to overcome these difficulties and planning to diversify into newer business areas.

Particulars	2018-19 (Tk.)	2017-18 (Tk.)	Increased/(decreased)	Growth %
Revenue:				
Q-Cash transaction Processing charge	463,867,820	308,582,558	155,285,262	50%
Service & Maintenance charges	315,209,103	290,265,394	24,943,709	9%
Sales	146,353,837	203,744,116	(57,390,279)	-28%

Due to factors described above, Q-Cash Transaction Processing & Service and Maintenance Revenue has increased to 50% & 9% against previous year. Cost of Service & Sales and Operating expenses has increased 15% & 2% respectively during the year based on last year.

Net Profit before Tax for the year has increased by Tk. 49,109,086 /= from the last year and reflection growth is 35% due to increase of Q-Cash Transaction Processing & Service and Maintenance Revenue. The growth in Net Profit after Tax is 32%.

### Appropriation Proposed

1	Net Profit After Tax for the year 2018-19		Tk. 179,944,694
	Add: Retained Earnings brought forward profit available for distribution		Tk. 37,120,899
2	Appropriation Proposed:		
	i) Cash Dividend @5% (Tk. 0.50 per share)	Tk. 57,228,600	
	ii) Issuance of 8,012,004 Bonus shares (Stock Dividend) @7% Face Value of Bonus Share	Tk. 80,120,040	Tk. 137,348,640
3	Net Un Appropriated Profit		Tk. 79,716,953

### Human Capital

ITC believes that human capital is intergal part for the company's success and the prime asset of the Company. Human capital is the composition of competencies, knowledge and personality in the ability to perform jobs so as to produce economic value to the Company and thus can be increased through education, training and experience. ITC has the following policy to increase its human capital:

1. Establish and administer transparent policies that enable Company to develop and implement opportunities of recruitment, promotion, remuneration, benefits, reward and recognition system, transfer and training and performance management system without any regard to age, sex, race, political belief and religion.
2. Create trust and support within the company which encourage the employees to work well together as a team and at the same time to encourage them to be innovative and creative in order to achieve Company's goals.
3. Develop an effective internal communication and involvement mechanism which encourage employees to identify them with the Company and its activities.
4. Ensure that the employment opportunities conform to the established and acceptable practices of the country.

#### HR position :

	2018-19	2017-18
Beginning of the year	357	337
New recruitment	26	40
Released	27	20
Closing of the year	356	357

There are proper manpower planning and forecasting system in place along with enough people with the right skills and talents to meet Company's current and future growths and needs.

## **Risk Management**

### **Financial Risk Management**

The management has overall responsibility for the establishment and oversight of the company's risk management framework. The company has exposure to the following risks from its use of financial instruments.

- (a) Credit Risk;
- (b) Liquidity Risk; and
- (c) Market Risk.

#### **(a) Credit Risk**

Credit Risk represents the financial loss to the company if a customer or counter party to a financial instrument fail to meet its contractual obligations. It mainly comprises of trade receivables, advances to suppliers, trade deposits and bank balances. The company's maximum exposure to credit risk at the reporting date is trade receivables which is also secured by agreement with the clients & member banks also.

#### **(b) Liquidity Risk**

Liquidity risk is the risk that the company maynot be able to meet its financial obligations as they fall due. The company maintains sufficient resources and arrangement of credit lines with the various banks for managing it's liquidly risk.

#### **(c) Market Risk**

Market risk is that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices such as foreign exchange rates, interest rates and other price risks. The objective of market risk management is to manage and control market risk exposures within an acceptable range.

### **Technological Risk Management**

Technology is a dynamic term that frequently changes its shape, trend and nature. Every capital-intensive industry has to rapidly synchronize itself with technological changes and invest in sophisticated machineries. A right technology is a crucial determinant of competitiveness that ensures better products and services to the customers while minimizing costs. Adjustment to new technologies thus involves relatively large-scale investments as well as a longer pay-back period.

The company is operating in an industry where technology is the key success factor. Some of the technological risks associated with the company vis-à-vis the management perception is as follows.

#### **(a) Infrastructure Related Risk**

Management always puts high focus and undertakes required CAPEX to keep the infrastructure updated to ensure smooth operation.

#### **(b) Efficient Technical Expertise**

The Company is the pioneer in Bangladesh in IT industry and has built up a strong team who has been involved since the evolution of the industry. So apparently, they have the most expert team in the industry to cater to any technological dynamics.

#### **(c) Upgradation of the Industry / Solutions**

In line with the global financial market, Bangladesh is also adopting the upgraded solutions fast. ITC is capable to adjust and cope up with the change in industry dynamics.

#### **(d) Product / Solution Obsolesce**

ITC management believes in continuous up-gradation and continuous improvement of their offerings. Historically,ITC is the pioneer and fast mover in terms of launching new products or ideas in the market. So it is implied that the management is well aware of their competitive edge and continuously putting efforts to assure its market leadership position.

The Board of Directors has overall responsibility for the establishment and oversight of the company's risk management framework. The Board oversees how management monitors compliance with risk management policies and procedures and reviews the adequacy of the risk management framework in relation to risks faced or is likely to be faced by the company.

### Corporate and Financial Reporting Framework

The Members of the Board, in accordance with the Bangladesh Securities & Exchange Commission Notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018; hereby confirm compliance with the financial reporting framework for the following:

- . The Financial Statements prepared by the Management of ITC, present its true state of affairs, the result of its operations, Cash Flows and Changes in Equity fairly and accurately.
- . Proper Books of Accounts of the company have been maintained.
- . Appropriate accounting policies have been consistently applied in preparation of the Financial Statements and that the accounting estimates are based on reasonable and prudent judgment.
- . International Accounting Standards (IAS)/ International Financial Reporting Standards (IFRS) as applicable in Bangladesh, have been followed in preparation of the Financial Statements and any departure there from has been adequately disclosed.
- . The system of internal control is sound in design and has been effectively implemented and monitored.
- . There is no significant doubt on the ability of the company to continue as a going concern.
- . The financial statements of the company have been prepared on a going concern basis, there are no extraordinary gain or loss or significant deviation during the financial year.

### Internal Control System

The company's internal control system is commensurate with its size and business nature. The system minimizes operational risks through effective control, systematic review and on-going audit. The internal auditors embark on a comprehensive audit of all functional areas and operations and their findings are referred to the Audit Committee of the Board for due appraisal.

### Board Meetings and Attendance by the Directors

During the year ended June 30, 2019, a total of 08 (eight) Meetings of the Board were held.

Sl. No	Name	Number of Meeting during 2018-19	Number of Attendance During 2018-19	Remarks
1	Mr. Lim Kiah Meng, Chairman (Nominated Director of SiS Capital (Bangladesh) Pte Limited	08	05	
2	Mr. Salahuddin Alamgir, Vice Chairman	08	07	
3	Mr. Kazi Saifuddin Munir, Ph.D Managing Director & CEO	08	08	
4	Mr. Lim Kia Hong, Nominated Director of SiS Capital (Bangladesh) Pte Limited	08	05	
5	Mr. Lim Hwee Hai, Nominated Director of SiS Capital (Bangladesh) Pte Limited	08	05	
6	Madam Lim Hwee Noi, Nominated Director of SiS Capital (Bangladesh) Pte Limited	08	05	
7	Madam Fauzijas Tjandra Nominated Director of Regent Pacific Limited	08	05	
8	Mr. Md. Waliuzzaman FCA, Independent Director	08	07	Re-appointed as on 10/01/2019
9	Mr. Md. Haqueful Shaikh, Independent Director	08	07	Re-appointed as on 10/01/2019



### Remuneration of Directors

No remuneration was paid to the Directors, including the Managing Director & CEO for attending Board meetings. Independent Directors are, however, receiving an attendance fee of Tk. 3,000 (Three Thousand Taka only) for each meeting attended.

### Patterns of Shareholding

The share holding patterns of the Company as at 30th June 2019 are shown in the following table :

Sl. No.	Name	Status	Number of Share held as of 30.06.2019	% of Shareholding
<b>A) Parent/Subsidiary/Associated Companies/Others Related Party:</b>				
	SiS Capital (Bangladesh) Pte Limited	Nominated Director	37,506,951	32.77%
	Regent Pacific Ltd.	Nominated Director	9,669,660	8.45%
<b>B 1) Directors &amp; their Spouses and Minor Children:</b>				
1	Mr. Kazi Saifuddin Munir, Ph.D	Managing Director & CEO & Sponsor Director	5,157,861	4.51%
2	Mr. Salahuddin Alamgir	Vice Chairman & Director	6,133,431	5.36%
3	Mr. Lim Kiah Meng Nominated Director of SiS Capital (Bangladesh) Pte Limited	Chairman & Director	Nil	Nil
4	Mr. Lim Kia Hong Nominated Director of SiS Capital (Bangladesh) Pte Limited	Director		
5	Mr. Lim Hwee Hai Nominated Director of SiS Capital (Bangladesh) Pte Limited	Director		
6	Madam Lim Hwee Noi Nominated Director of SiS Capital (Bangladesh) Pte Limited	Director		
7	Madam Fauzjuz Tjandra Nominated Director of Regent Pacific Ltd	Director	Nil	Nil
8	Mr. Md. Waliuzzaman FCA	Independent Director	Nil	Nil
9	Mr. Md. Haqueful Shaikh	Independent Director	Nil	Nil
<b>B 2) CEO, CFO, CS, HOIA and their Spouses and Minor Children:</b>				
	Mr. Shyamal Kanti Karmakar	Chief Financial Officer	Nil	Nil
	Mr. Anindya Sarkar ACS	Company Secretary	Nil	Nil
	Mr. Md. Mehedi Hasan	Head of Internal Audit & Compliance	Nil	Nil
<b>C) Top 5 (Five) Executives and their Spouses and Minor Children:</b>				
1	Mr. Osman Haidar	Director-Business	764	0.0006%
2	Mr. Md. Faizul Islam	Chief Information Officer	Nil	Nil
3	Mr. Muttahidur Rahman	Chief Technology Officer	Nil	Nil
4	Mr. Kazi Golam Sarwar Waheed	Chief Security and Compliance Officer	Nil	Nil
5	Mr. Farhad Malik	Chief Operating Officer	Nil	Nil
<b>D) Shareholders Holding 10% or more voting interest in the company:</b>				
	SiS Capital (Bangladesh) Pte Limited	Nominated Director	37,506,951	32.77%

### Summary of shareholders and range of shareholding

The share holding distribution schedule of Information Technology Consultants Limited as on June 30, 2019 is presented as below.

#### On the Basis of Shareholders Type

Group Name	Number of Share holders	Number of Shares	Ownership (%)
Sponsors/Promoters and Directors	4	58,467,903	51.09%
Institutions	138	30,159,590	26.35%
General Public	2,674	25,829,707	22.56%
Total	2,816	114,457,200	100%



**On the Basis of Shareholding**

SL. No.	Group Name	Number of Shareholders	Number of Shares	Ownership (%)
1	1-100	619	19,618	0.017
2	101-500	578	1,56,768	0.137
3	501-1000	491	3,63,247	0.317
4	1001-5000	621	16,04,847	1.402
5	5001-10000	171	13,11,257	1.146
6	10001-20000	130	18,56,335	1.622
7	20001-Above	206	10,91,45,128	95.359
<b>Total</b>		<b>2,816</b>	<b>11,44,57,200</b>	<b>100.00</b>

**Proposed Dividend**

The Board of Directors has recommended 5% cash & 7% stock (bonus) dividend to be paid to the shareholders for the year 2018-19. This dividend is to be approved by the shareholders at the 19<sup>th</sup> AGM of the Company. The Board herewith states that no stock dividend was considered during the year as interim dividend, which fulfills condition no.1 (5) (xxi) of the codes of corporate governance code of BSEC.

**Minority interests**

In compliance with code 1(5)(xvi) of the codes of corporate governance, the Board hereby confirms that the interests of the minority shareholders have been duly protected by means of open and fully transparent operations of the Company.

**Utilization of IPO Proceed**

As per BSEC consent letter no SEC/CI/IPO-234/2014/485 dated October 04, 2015 with issued & approved prospectus for IPO, the company has received a total fund of Taka 12 crores from the public for expansion of business, term loan adjustment and to meet IPO expenses. The company has used the total IPO fund as per prospectus and submitted the relevant report to the Commission and stock exchanges.

**Directors' Appointment & Re-appointment**

With regard to the appointment, retirement and re-appointment of Directors, the Company is governed by its Articles of Association, the Companies Act, 1994 and other related legislations. As per Article 125 and 126 of the Articles of Association of the Company, the following Directors retire from office by rotation at the 19<sup>th</sup> Annual General Meeting and being eligible, they have offered themselves for re-election:

Mr. Lim Hwee Hai  
Nominated Director of SiS Capital (Bangladesh) Pte Limited)

Madam Lim Hwee Noi  
Nominated Director of SiS Capital (Bangladesh) Pte Limited)

Brief profiles of the Directors being proposed for re-appointment are given at page 15 in this Annual Report, which fulfill condition no.1(5)(xxiv) of the codes of corporate governance of BSEC.

**Re-Appointment of Independent Directors**

The Board of Directors in its meeting held on January 10, 2019 had re-appointed Mr. Md. Waliuzzaman FCA and Mr. Md. Haqueful Shaikh as Independent Directors of the company subject to approval from the shareholders at the 19<sup>th</sup> Annual General Meeting (AGM).

Brief profiles of the Independent Directors being proposed for re-appointment are given at page 16 in this Annual Report, which fulfill condition no.1(5)(xxiv) of the codes of corporate governance of BSEC.

### **Appointment of Statutory Auditors**

During the 18th Annual General Meeting (AGM) the shareholders appointed M/s. ACNABIN, Chartered Accountants, as Statutory Auditors of the company for the year 2018-19. The Auditors are eligible for re-appointment as per BSEC notification. As proposed by the Audit Committee and recommended by the Board of Directors the matter for appointment of M/s. ACNABIN, Chartered Accountants for the year 2019-2020 as Statutory Auditors of the company and to fix their remuneration before the shareholders in the 19th AGM for approval.

### **Appointment of Compliance Auditor as per Corporate Governance Code**

Pursuant to code 9.2 of the codes of corporate governance issued by BSEC, during the 18th Annual General Meeting (AGM) the shareholders appointed M/s. Al-Muqtadir Associates, Chartered Secretaries as the Compliance Auditor of the company for the year 2018-19. The Compliance Auditor is eligible for re-appointment. As proposed by the Audit Committee and recommended by the Board of Directors the matter of appointment of M/s. Al-Muqtadir Associates, Chartered Secretaries as Compliance Auditor of the Company for the year 2019-2020 and fixation of their remuneration before the shareholders at the 19th AGM for approval.

### **Corporate Governance at ITC**

ITC recognizes that corporate governance is a continuous process which is to be established, nurtured and excelled by means of concerted efforts of all. That is why the Company engages all its team in the process because good governance entails managing the business professionally, effectively and responsibly and in a way, which is transparent, ethical, law abiding and ensures accountability. And in that pursuit, the Company has ventured to comply with all the relevant provisions of the codes of corporate governance as outlined in the BSEC gazette notification no. BSEC/CMRRC/2006-158/207/Admin/80 dated June 03, 2018. The Company aspires to uphold its long-acclaimed standards of good governance by standing ever alert in its management exercises.

### **Acknowledgement**

The Board of Directors of ITCL firmly believes that the Company has the necessary strengths, resources and commitments to enable the Company to grow and augment its contribution to the nation. The performance of the Company during the period under review demonstrates the resolves and determination of the Board, Management and our employees to further empower the financial society. On this august occasion, the Board expresses on record its appreciation to the partners of ITCL, its Shareowners, Customers, Financiers, Bangladesh Bank, the Bankers and Insurers of the Company, Bangladesh Securities & Exchange Commission (BSEC), Dhaka Stock Exchange (DSE), and Chittagong Stock Exchange (CSE), Registrar of Joint Stock Companies and Firms (RJSC), Central Depository Bangladesh Ltd. (CDBL) and other Regulatory Authorities for their support and patronage to bring the Company to this height and the Board shall continue to partner with them to build a speedy and conducive auto-system to accelerate Bangladesh's transformation into a digital nation.

For & On behalf of the Board of Directors



LIM KIAH MENG  
Chairman

Date: October 20, 2019

Annexure-A

[As per condition No.1 (5) (xxvi)]

**Information Technology Consultants Limited**  
**Declaration by CEO and CFO**

Date: October 20, 2019

The Board of Directors  
Information Technology Consultants Limited  
Evergreen plaza, 260/B, Tejgaon I/A  
Dhaka-1208, Bangladesh

**Subject: Declaration on Financial Statements for the year ended on June 30, 2019**

Dear Sirs,

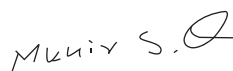
Pursuant to the condition No. 1(5) (xxvi) imposed vide the BSEC Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that.

- 1) The Financial Statement of Information Consultants Limited for the year ended on June 30, 2019 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh and any departure there from has been adequately disclosed;
- 2) The estimates and judgments related to the financial statements were 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: -

- i) We have reviewed the financial statements for the year ended on June 30, 2019 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.
- ii) There are, to the best of our 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,



Kazi Saifuddin Munir, Ph.D  
Managing Director & CEO

Information Technology Consultants Ltd.



Shyamal Kanti Karmakar  
Chief Financial Officer (CFO)

Information Technology Consultants Ltd.



Chartered Secretaries & Consultants

efforts umpteenth : প্রয়াগ অন্তহীন

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BIN No: 000179575-0202

## Report to the Shareholders of Information Technology Consultants Limited on compliance with the Corporate Governance Code

(As required under the BSEC Codes of Corporate Governance)

We have examined the compliance status to the Corporate Governance Code by **Information Technology Consultants Limited (ITCL)** for the year ended on 30th June 2019. This code relates to the gazette notification no: BSEC/CMRRCD/2006- 158/207/Admin/80 dated the 3rd June 2018 of Bangladesh Securities and Exchange Commission (BSEC).

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

We state that we have obtained all the information and explanations or representations, which we have required, and after due scrutiny and verification thereof, we report that in our opinion and subject to the remarks and observations as reported in the connected Compliance Statement :

- The Company has complied with the conditions of Corporate Governance 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 Secretaries 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 standard of governance in the Company is somewhat satisfactory.

This report, however, is no endorsement about quality of contents in the Annual Report of the Company for the year 2018-19.

**Al-Muqtadir Associates**  
Chartered Secretaries & Consultants

A.K.A. Muqtadir FCS  
CEO & Chief Consultant

Dhaka, October 23, 2019

**Annexure-C**  
**[As per condition No.1 (5) (xxvii)]**

Status of compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

**(Report under Condition NO.9)**

Condition No.	Title	Compliance Status Put ✓ in the appropriate column		Remarks (If any)
		Compiled	Not Compiled	
<b>1.00</b>	<b>Board of Directors</b>			
1.(1)	Board Size (minimum - 5 and maximum - 20)	✓		9 directors
<b>1.(2)</b>	<b>INDEPENDENT DIRECTORS</b>			
1.2.(a)	1/5th of total as Independent Director (ID)	✓		2 IDs
1.2 (b) (i)	Does not hold any share of less than 1% shares in the Company	✓		As declared by the IDs.
1.2(b) (ii)	Not a Sponsor of The Company	✓		- do -
1.2 (b)(iii)	Who has not been an executive of the company	✓		- do -
1.2 (b)(iv)	Does not have other relationship	✓		- do -
1.2 (b)(v)	Not a Member, Director or Officer of nay Stock Exchange	✓		- do -
1.2 (b)(vi)	Not a Shareholder, Director of Officer of any Member of Stock Exchange.	✓		- do -
1.2 (b)(vii)	Not a partner of an Executive or was not a partner of an Executive during the preceding 3 (Three) years of the concerned Company's statutory audit firm.	✓		- do -
1.2 (b)(viii)	Not an Independent Director in more than five listed Companies.	✓		- do -
1.2 (b)(ix)	Not Convicted by a curt of competent jurisdiction as a defaulter in payment of any loan to a Bank or a Non-Bank Financial Institution.	✓		- do -
1.2 (b)(x)	Not convicted for a Criminal Offence	✓		- do -
1.2 ( c )	Appointment by the Board and approved in AGM	✓		Appointments are duly approved
1.2 (d)	Post cannot remain vacant more than 90 days	✓		
1.2 (e)	Tenure of the Independent Director	✓		
<b>1.3</b>	<b>QUALIFICATION OF INDEPENDENT DIRECTOR</b>			
1.3(a)	Independent Director shall be a knowledgeable individual	✓		As declared by the IDs.
1.3(b)(i)	Business Leader who is or was a promoter or director of an unlisted company	✓		- do -
1.(3)(b)(ii)	Should be a Corporate Leader/Business Leader	✓		- do -
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.	✓		- do -

Condition No.	Title	Compliance Status Put ✓ in the appropriate column		Remarks (If any)
		Compiled	Not Compiled	
1 (3) ( c)	The independent director shall have at least 10(ten) years of experiences	✓		- do -
1 (3) (d)	Relaxation in special cases			N/A
<b>1(4)</b>	<b>Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer</b>			
1(4)(a)	The posts of Chairman of the board and Chief Executive Officer are filled by different individuals.	✓		They are different individuals
1(4)(b)	This Company MD and CEO of a listed Company shall not hold the same position in another listed Company.	✓		
1(4)(c)	The Chairperson shall be elected from among the non-executive directors of the company	✓		He is a non-executive director
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director.	✓		
1(4)(e)	In absence of Chairman etc.	✓		
<b>1(5)</b>	<b>The Directors' Report to Shareholders :</b>			
1(5)(i)	Industry outlook and possible future developments in the industry	✓		Discussed in the Directors' Report
1(5)(ii)	Segment-wise or product-wise performance	✓		- do -
1(5)(iii)	Risks and concerns including internal and external risk factor.	✓		- do -
1(5)(iv)	A discussion on Cost of Goods sold Gross profit Margin and Net Profit Margin.	✓		- do -
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or Loss)	✓		
1(5)(vi)	Basis for related party transactions-a statement of all related party transactions	✓		- do -
1(5)(vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments	✓		- do -
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat public Offering(RPO), Rights Offer, Direct Listing, etc.	✓		- do -
1(5)(ix)	If significant variance occurs between Quarterly Financial Performance and Annual Financial Statements the management shall explain about the variance on their Annual Report	✓		
1(5)(x)	Remuneration to Directors including Independent Director	✓		- do -

Condition No.	Title	Compliance Status Put ✓ in the appropriate column		Remarks (If any)
		Compiled	Not Compiled	
1(5)(xi)	The financial statements prepared by the management of the issuer company 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 (BFRS), 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 indirectly and have effective means of redress	✓		- do -
1(5)(xvii)	There are no significant doubts upon the issuer company's ability to continue as a going concern, If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed	✓		- 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	✓		- do -
1(5)(xx)	If the issuer company has not declared dividend (cash or stock) for the year, the reasons there of shall be given	✓		- do -
1(5)(xxi)	Declaration that no stock div. paid as interim div.	✓		- do -
1(5)(xxii)	The number of Board meetings held during the year and attendance by each Director shall be disclosed	✓		- do -
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate (name wise details)	✓		- do -



Condition No.	Title	Compliance Status Put ✓ in the appropriate column		Remarks (If any)
		Compiled	Not Compiled	
1(5)(xxiii)(a)	Parent/Subsidiary/Associated Companies and other related parties (name wise details)	✓		- do -
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children ( name wise details)	✓		- do -
1(5)(xxiii)(c)	Executives	✓		- do -
1(5)(1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details)	✓		- do -
1(5)(xxiv)(a)	A brief resume of the director	✓		- do -
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 and the memberships of committees of the Board	✓		- do -
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements	✓		- do -
1(5)(xxv)(b)	Changes in accounting policies and estimation as well as cash flows on absolute figure for such changes	✓		- do -
1(5)(xxv)(c)	Comparative analysis and financial position as well as cash flow for current financial year with immediate preceding five years explaining reasons	✓		- do -
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario	✓		
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe	✓		
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	✓		Given 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	✓		Given in the Annual Report
1(6)	Meeting of the Board of Directors			
1(6)	Compliance under Bangladesh Secretarial Standards (BSS)	✓		



Condition No.	Title	Compliance Status Put ✓ in the appropriate column		Remarks (If any)
		Compiled	Not Compiled	
1(7)	<b>Code of Conduct for the Chairperson, other Board members and Chief Executive Officer</b>			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee(NRC)	✓		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior, rules and regulations , prohibition of insider trading, relationship with environment, employees, customers and suppliers, and independency.	✓		
2	<b>Governance of Board of Directors of Subsidiary Company</b>			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company			N/A
2(b)	One Independent Director of holding company also in the subsidiary company			N/A
2(c)	Minutes of subsidiary company to be placed in the meeting of holding company			N/A
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			N/A
2(e)	The Audit Committee of the holding company shall also review the financial statements in particular the investments made by the subsidiary company			N/A
3	<b>Managing Director (MD) or Chief Executive Officer, Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS)</b>			
3.1	<b>Appointment</b>			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer, a Company Secretary (CS), Chief Financial Officer(CFO), and Head of Internal Audit and Compliance (HIAC)	✓		Duly Appointed
3(1)(b)	The positions of the MD,CEO,CS,CFO,HIAC shall be filled by different individuals	✓		They are different persons
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	✓		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS	✓		

Condition No.	Title	Compliance Status Put ✓ in the appropriate column		Remarks (If any)
		Compiled	Not Compiled	
3(1)(e)	The MD or CEO, CS, CFO, and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the commission and stock exchange	✓		No such case during the year
3.2	<b>Requirement to attend Board of Directors' Meetings</b>			
3 (2)	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board	✓		In practice
3.3	<b>Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)</b>			
3(3)(a)(i)	The statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading	✓		Given 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 or CEO and CFO shall be disclosed in the Annual Report	✓		- do -
4	<b>Board of Directors' Committee</b>			
4 (i)	Audit Committee	✓		In Place
4 (ii)	Nomination and Remuneration Committee	✓		In Place
5	<b>Audit Committee</b>			
5.1	<b>Responsibility to the Board of Directors</b>			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board	✓		In Place
5(1) (b)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the Company and in ensuring a good monitoring system within the business	✓		The duties were duly discharged
5(1) (c)	The Audit Committee shall report on its activities to the Board of Directors	✓		- do -
5.2	<b>Constitution of the Audit committee</b>			
5(2) (a)	The Audit Committee shall be composed of at least 3 (three) members	✓		3 members
5(2) (b)	Board to appoint members of the Audit Committee who shall be non-executive	✓		Appointed accordingly
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 management experience	✓		As declared by the IDs

Condition No.	Title	Compliance Status Put ✓ in the appropriate column		Remarks (If any)
		Compiled	Not Compiled	
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 office until expiration of the term of service	✓		
5(2) (e)	The Company Secretary shall act as the Secretary of the Audit Committee	✓		In practice
5(2)(f)	The quorum of Audit Committee meeting shall not constitute without at least 1 (One) independent director	✓		- do -
5.3	<b>Chairperson of the Audit Committee</b>			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee who will be ID.	✓		- do -
5(3)(b)	In the absence of the Chairperson of the Audit Committee members to elect one			N/A
5(3) (c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM)	✓		In practice
5.4	<b>Meeting of the Audit Committee</b>			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year	✓		4 meetings held
5(4)(b)	The quorum of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee whichever is higher	✓		In practice
5.5	<b>Role of Audit Committee</b>			
5(5)(a)	Oversee the financial reporting process	✓		In practice
5(5)(b)	Monitor choice of accounting policies and principles	✓		- do -
5(5)(c)	Internal Audit and Compliance process to ensure that it is adequately resourced	✓		- do -
5(5)(d)	Performance of external auditors	✓		- do -
5(5)(e)	Hold meeting on annual financial statements before submission to the Board for approval or adoption	✓		- do -
5(5)(f)	Review the annual financial statements before submission to the Board for approval	✓		- do -
5(5)(g)	Review 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 -

Condition No.	Title	Compliance Status Put ✓ in the appropriate column		Remarks (If any)
		Compiled	Not Compiled	
5(5)(j)	Review statement of all related party transactions submitted by the management	✓		- 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			N/A
5.6	<b>Reporting of the Audit Committee</b>			
5.6 (a)	<b>Reporting to the Board of Directors</b>			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board	✓		In practice
5(6)(a)(ii)(a)	Report on conflicts of interests	✓		
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process.	✓		
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliance including securities related laws, rules and regulation	✓		
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately	✓		
5.6 (b)	<b>Reporting to the Authorities</b>			
5.7	<b>Reporting to the Shareholders and General Investors</b>			
5(7)	Reporting to the Shareholders and General Investors	✓		
6	<b>Nomination and Remuneration Committee (NRC)</b>			
6.1	<b>Responsibility to the Board of Directors</b>			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board	✓		In practice
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications	✓		- do -
6(1)(c)	The Terms of Reference of the NRC shall be clearly set forth in writing covering the areas stated at the condition	✓		- do -
6.2	<b>Constitution of the NRC</b>			
6(2)(a)	The Committee shall comprise of at least three members including an independent director	✓		3 members
6(2)(b)	All members of the Committee shall be non-executive directors	✓		In practice

Condition No.	Title	Compliance Status Put ✓ in the appropriate column		Remarks (If any)
		Compiled	Not Compiled	
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board	✓		In practice
6(2)(d)	The Board shall have authority to remove and appoint any member of the committee	✓		- do -
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any another cases of vacancies the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee			N/A
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert members			N/A
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, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium form the company	✓		- do -
6.3	<b>Chairperson of the NRC</b>			
6(3)(a)	The Board shall select 1 ( One ) member of the NRC to be Chairperson of the Committee	✓		- do -
6(3)(b)	The absence of chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting	✓		N/A
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM)	✓		In practice
6.4	<b>Meeting of the NRC</b>			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year			Meeting held
6(4)(b)	The Chairperson of the NRC, may convene any emergency meeting			In practice
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee			- do -
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such mines shall be confirmed in the next meeting			- do -
6.5	<b>Role of NRC</b>			

Condition No.	Title	Compliance Status Put ✓ in the appropriate column		Remarks (If any)
		Compiled	Not Compiled	
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders	✓		- do -
6(5)(b)(i)(a)	The 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)	The relationship of remuneration to performance is clear and meets appropriate performance	✓		- do -
6(5)(b)(i)(c)	The 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 directors and the Board	✓		- 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 during the year at a glance in its annual report	✓		Given in the Annual Report
<b>7</b>	<b>External or Statutory Auditors</b>			
7(1)(i)	External or Statutory Auditors shall not be engaged in Appraisal or valuation services or fairness opinions	✓		As declared by the auditors
7(1)(ii)	External or Statutory Auditor shall not be engaged in Financial information systems design and implementation	✓		- do -
7(1)(iii)	External or Statutory Auditors shall not be engaged in Book- keeping or other service related to the account in records	✓		- do -
7(1)(iv)	External or Statutory Auditors shall not be engaged in Broker –dealer services	✓		- do -
7(1)(v)	External or Statutory Auditors shall not be engaged in Actuarial services	✓		- do -

Condition No.	Title	Compliance Status Put ✓ in the appropriate column		Remarks (If any)
		Compiled	Not Compiled	
7(1)(vi)	External or Statutory Auditors shall not engage Internal audit services	✓		- do -
7(1)(vii)	External or Statutory Auditors shall not be engaged in any services that the Audit Committee may determine	✓		- do -
7(1)(viii)	External or Statutory Auditors shall not be engaged in Certification services on compliance of corporate governance	✓		- do -
7(1)(ix)	External or Statutory Auditors shall not be engaged in any other service that may create conflict of interest	✓		- do -
7(2)	No partner or employees of the External or Statutory Auditors audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company	✓		- do -
7(3)	Representative of External or Statutory Auditors shall remain present in the Shareholders Meeting ( Annual General Meeting or Extraordinary General Meeting)	✓		In practice
8	<b>Maintaining a website by the company</b>			
8(1)	The company shall have an official website linked with that of the stock exchange	✓		Website exists
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	<b>Reporting and Compliance of Corporate Governance</b>			
9(1)	The company shall obtain a certificate from a practicing professional firm on yearly basis regarding compliance of conditions of Corporate Governance and such certificate shall be disclosed in the Annual Report	✓		Given 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 Annual General Meeting	✓		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	✓		Given in the Annual Report



# Audited Financial Statements







BDBL Bhaban (Level-13)  
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## INDEPENDENT AUDITOR'S REPORT To the shareholders of Information Technology Consultants Limited

### Opinion

We have audited the accompanying financial statements of Information Technology Consultants Limited (the Company), which comprise the statement of financial position as at 30 June 2019, and the statement of profit or loss and other comprehensive income, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 30 June 2019, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

### Basis for Opinion

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 the IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) Bye Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Emphasis of Matters

Without qualifying our opinion, we draw attention to the following matters:

1. In Note # 3.01(c), 3.01(d) and 3.02(c) to the financial statements, the Company disclosed the reason for not conducting the revaluation of non-current assets, the methods of charging depreciation on Property, Plant & Equipment and the justification for the basis of charging amortization of intangible assets.
2. In Note# 41 to the financial statements, the Company disclosed its transaction with its related parties which were not prepared in compliance with IAS-24.
3. The Company did not conduct the assessment to identify whether there is any indication of impairment of the Company's assets. This is a noncompliance of IAS-36.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, 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. We have determined the matters described below to be the key audit matters in our report.

### 1. Non-current Asset

The non-current assets comprise of property, plant and equipment, the intangible assets and the capital work in progress, the written down value of which amounted to Tk. 244,933,913, Tk. 802,451,877 and Tk. 30,268,190, respectively. The total non-current asset amounts to Tk. 1,077,653,980, which is equivalent to 42% of the Company's total assets. As the major operations of the Company depend on the tangible and intangible infrastructure. There may remain the risk that the valuation of the assets did not reflect the actual value of the same. Moreover, there may also remain the possibility of undetected impairment indicator. Thus, the measurement and valuation of the non-current assets involve significant audit risk, we considered this as a key audit matter.

Our audit procedures to address the risks of material misstatement relating to non-current, which was considered to be a significant risk, included:

- Testing relevant controls within the purchase and measurement process of the non-current assets;
- Recalculating the depreciation and amortization of the non-current assets;
- Evaluating the basis for the rate of charging amortization and depreciation and determination of useful life;
- Identifying if there is any impairment indicator; and
- Assessing the justification of the valuation.

The Company's disclosures about non-current assets are included in Note 3.01, 3.02, 4.00, 5.00 and 6.00 to the financial statements.

### 2. Inventories

Inventories are valued at the lower of cost or net realizable value. The cost is assigned following weighted average cost formula. The measurement and valuation of the inventories are judgmental and complex. There may remain the risk that the NRV could not be determined appropriately. There may also remain any undetected indicator for obsolescence of inventory. Moreover, the nature of the inventories is sophisticated and have significant impact on the operations of the Company. Due to high level of judgment involved and use of some manual process in estimating the valuation and net realizable value of inventories, we considered this to be a key audit matter.

Our audit procedures to address the risks of material misstatement relating to inventories, which was considered to be significant audit risk, included-

- Reviewing the recording and valuation process of the inventories;
- Review the Company's process of inventory count and perform test count;
- Assessing the appropriateness of the valuation of inventory and performing the recalculation; and
- Understanding and testing relevant controls within the purchase, measurement and storing process of the inventories.

The Company's disclosures about inventories are included in Note 3.03 and 7.00 to the financial statements

### 3. Provision for Income Tax and Recognition of Deferred Tax

The Company is a provider of both Information Technology Enable Service (ITES) and Non-ITES services. So, there is considerable uncertainty towards execution tax assessment under para-33 of part-A of the 6<sup>th</sup> schedule of the Income Tax Ordinance, 1984 up to 30<sup>th</sup> day of June, 2024, i.e, the expiry of the tax exemption period. There may remain the risk of improper accounting of the tax holiday and its impact on deferred tax and also considering ITES related service as Non-ITES related services. Complexities associated with tax assessment of an ITES Company also involves audit risk. We have determined these to be a key audit matter, due to the complexity in income tax provisioning and the inherent uncertainty in forecasting the amount and timing of future taxable profits/ expenses and the reversal of temporary differences.

Our audit procedures to address the risks of material misstatement relating to Provision for Income Tax and Recognition of Deferred Tax, which was considered to be significant audit risk, included-

- Performing recalculations;
- Reviewing the current and deferred tax provision following the Income Tax Ordinance, 1984 and IAS 12;
- Identifying if there are any disallowable expenses; and
- Reviewing the presentation and disclosures.

The Company's disclosures about Provision for Income Tax are included in Note 3.05 and 25.00, and Deferred Tax are included in Note 3.05 and 16.00 to the financial statements.

#### **4. Revenue**

The revenue during the year represents revenue arising from various services of electronic transaction processing under Q-cash Shared ATM Network and from the sale of ATM, KIOSK, POS which are recognized when deliveries are made against the sales order received from the respective bank clients and after satisfying all the conditions for revenue recognition as provided in IFRS 15. We have identified the heads of revenue as a key audit matter because revenue is one of the key performance indicators of the Company and therefore there is an inherent risk of misstatement arising from the timing of recognition of revenue by management to meet specific targets or expectations. Moreover, there is a risk of differences between the timing of happening of the electronic transactions and the recognition of the same. Accordingly, there could be a potential risk that these revenue transactions are not recognized in the proper reporting period. Also, there may remain risks in proper implementation of IFRS 15.

Our audit procedures to address the risks of material misstatement relating to revenue, which was considered to be significant audit risk, included-

- Reviewing the recognition process of revenue;
- Applying analytical procedures;
- Reviewing the cut-off and classification;
- Reviewing the related contracts with customers on sample basis;
- Reviewing the transactions on sample basis;
- Reperforming the calculation; and
- Reviewing the presentation and disclosures.

The Company's disclosures about revenue are included in Note 3.09 and 26 to the financial statements.

#### **5. Information technology systems and controls**

The information required for the preparation of the financial statements of the Company is primarily generated through the Company's IT system. Thus, the information systems and controls have immense significance on the preparation of the financial statements. Moreover, the operation of the Company is based on its IT infrastructure. Accordingly, we are considering this as a KAM.

Our audit procedures to address the risks of material misstatement relating to revenue, which was considered to be significant audit risk, included-

- Review the security policy covering physical and logical access controls;
- Review controls instituted in view of the rapid changes in technology;
- For each critical application system, we will identify and evaluate the major risk points (including points of manual intervention) together with the key controls (including reconciliation controls);
- Examination of business continuity plan and updates to plan; and
- Review of controls ensuring the availability of systems.

## Other Matters

1. The financial statements of the Company for the year ended 30 June 2018 were audited by Hussain Farhad & Co. Chartered Accountants, who expressed an unmodified opinion with an emphasis of matters on those statements on 25 October 2018; and
2. The Information Technology Governance of the Company has some lacking, which will be communicated with the management through our letter to the management for their consideration and taking actions for improvement.

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

The Company is responsible for the preparation and fair presentation of these financial statements in accordance with the International Financial Reporting Standards (IFRSs), as explained in note # 2.00 to the financial statements, and for such internal control as management determines it is necessary to enable the preparation of these 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 financial statements

As part of an audit in accordance with ISAs, we exercise professional judgement 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.
- 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 Group and the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the 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.

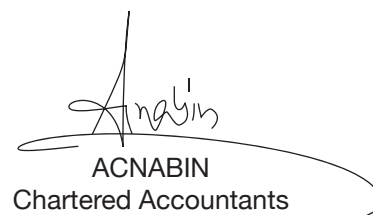
From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We described these matters in our auditors' report unless law or regulations 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 consequence of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on other Legal and Regulatory Requirements

##### We also report that:

- 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 Company so far as it appeared from our examination of these books;
- c) the Company's statements of financial position and statement of profit or loss and other comprehensive income with the note 1 to 41 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.

Place : Dhaka  
Dated: October 20, 2019

  
ACNABIN  
Chartered Accountants

**Information Technology Consultants Limited**  
**Statement of Financial Position**  
**As at 30 June 2019**

	Notes	Amounte in Taka		
		30 June 2019	30 June 2018 Restated	30 June 2018 Restated
<b>Assets</b>				
<b>Non Current Assets:</b>				
Property, plant and equipment, net	4.00	244,933,913	256,141,723	248,841,236
Intangible assets, net	5.00	802,451,877	797,227,643	717,522,610
Capital work-in-progress	6.00	30,268,190	35,411,668	99,180,928
		<b>1,077,653,980</b>	<b>1,088,781,034</b>	<b>1,065,544,774</b>
<b>Current Assets:</b>				
Inventories	7.00	369,900,214	361,679,138	328,739,218
Accounts receivable	8.00	452,110,539	411,061,604	404,388,824
Other receivable	9.00	73,419,204	6,599,130	4,833,777
Advance, deposits & prepayments (Prior year balance restated)	10.00	430,528,873	548,605,291	544,631,383
Cash and cash equivalents	11.00	133,800,790	46,464,863	153,207,676
		<b>1,459,759,620</b>	<b>1,374,410,026</b>	<b>1,435,800,878</b>
<b>Total Assets</b>		<b>2,537,413,600</b>	<b>2,463,191,060</b>	<b>2,501,345,652</b>
<b>Equity and Liabilities</b>				
<b>Shareholders' Equity:</b>				
Share capital	12.00	1,144,572,000	1,040,520,000	1,000,500,000
Share premium	13.00	294,578,430	294,578,430	294,578,430
Retained earnings (Prior year balance restated)	14.00	217,065,593	130,662,677	81,573,772
Revaluation reserve	15.00	206,061,581	215,765,163	226,187,806
		<b>1,862,277,604</b>	<b>1,681,526,270</b>	<b>1,602,840,008</b>
<b>Non Current Liabilities:</b>				
Deferred tax liability (Prior year balance restate)	16.00	6,700,970	11,029,339	22,936,306
Lease finance	17.00	3,059,598	4,653,670	3,128,002
ITC-QOOL ATM project	18.00	12,075,000	20,475,000	22,575,000
		<b>21,835,568</b>	<b>36,158,009</b>	<b>48,639,308</b>
<b>Current Liabilities:</b>				
Trade payables	19.00	24,875,551	38,465,841	40,928,357
Bank overdraft	20.00	342,520,011	449,820,572	488,001,921
IPO subscription refund	21.00	115,750	115,750	125,829
Payable for expenses	22.00	1,379,674	47,906,926	55,741,614
Other liabilities	23.00	245,197,433	118,625,261	192,213,702
Current portion of long term loan	24.00	1,618,304	12,517,763	8,121,293
Provision for income tax (Prior year balance restated)	25.00	37,593,705	78,054,668	64,733,620
		<b>653,300,428</b>	<b>745,506,781</b>	<b>849,866,336</b>
<b>Total Liabilities</b>		<b>675,135,996</b>	<b>781,664,790</b>	<b>898,505,644</b>
<b>Total Equity &amp; Liabilities</b>		<b>2,537,413,600</b>	<b>2,463,191,060</b>	<b>2,501,345,652</b>
Net Asset Value (NAV) per share (Prior year restated)	38.00	<b>16.27</b>	<b>14.69</b>	<b>14.00</b>

The annexed notes from 1 to 41 form an integral part of these financial statements.

  
Chairman

  
Managing Director & CEO

  
Company Secretary

Place : Dhaka  
Dated: October 20, 2019

As per our report of same date


  
ACNABIN  
Chartered Accountants

**Information Technology Consultants Limited**  
**Statement of Profit or Loss and Other Comprehensive Income**  
**For the year ended 30 June 2019**

	Notes	Amounts in Taka	
		2018 - 19	2017 -18 Restated
Revenue	26.00	925,430,760	802,592,068
Cost of services & sales	27.00	(507,156,274)	(442,779,667)
<b>Gross Profit</b>		<b>418,274,486</b>	<b>359,812,401</b>
<b>Operating Expenses:</b>			
General and administrative expenses	28.00	(123,852,211)	(115,295,027)
Selling & distribution expenses	29.00	(47,404,486)	(48,211,747)
Other operating expenses	30.00	(9,773,168)	(14,456,893)
<b>Total Operating Expenses</b>		<b>(181,029,865)</b>	<b>(177,963,667)</b>
<b>Operating Profit/(Loss)</b>		<b>237,244,621</b>	<b>181,848,734</b>
Non-operating income/(expenses)	31.00	(3,498,056)	603,561
<b>Profit/(Loss) before Finance Costs</b>		<b>233,746,565</b>	<b>182,452,295</b>
Finance costs	32.00	(51,424,851)	(48,217,354)
Finance income	33.00	17,518,387	14,040,620
<b>Profit/(Loss) before WPPF &amp; WF</b>		<b>199,840,101</b>	<b>148,275,561</b>
Contribution to WPPF & WF	34.00	(9,516,195)	(7,060,741)
<b>Profit/(Loss) before Income Tax</b>		<b>190,323,906</b>	<b>141,214,820</b>
<b>Income Tax</b>		<b>(10,379,212)</b>	<b>(4,598,247)</b>
Current Tax	35.00	(13,777,198)	(13,441,222)
Deferred Tax Income (Prior year balance restated)	36.00	3,397,986	8,842,975
<b>Net Profit/(Loss)</b>		<b>179,944,694</b>	<b>136,616,573</b>
Earnings Per Share (EPS) (Prior year restated)	37.00	<b>1.57</b>	<b>1.19</b>

The annexed notes from 1 to 41 form an integral part of these financial statements.

  
Chairman

  
Managing Director & CEO

  
Company Secretary

As per our report of same date

Place : Dhaka  
Dated: October 20, 2019

  
ACNABIN  
Chartered Accountants



**Information Technology Consultants Limited**  
**Statement of Changes in Equity**  
**For the year ended 30 June 2019**

Particulars	Paid-up Capital	Share Premium	Retained Earnings	Revaluation Reserve	Total Equity
	Taka	Taka	Taka	Taka	Taka
Balance as at 01 July 2018 (Prior year balance restated)	1,000,500,000	294,578,430	101,917,927	226,187,806	1,623,184,163
Net profit for the year	-	-	179,944,694	-	179,944,694
Stock dividend (2017-2018)	104,052,000	-	(104,052,000)	-	-
Prio year adjustment	-	-	(123,743)	-	(123,743)
Transfer from revaluation reserve	-	-	9,703,582	(9,703,582)	-
Deferred tax on revaluation reserve	-	-	930,383	-	930,383
<b>Balance as at 30 June 2019</b>	<b>1,144,572,000</b>	<b>294,578,430</b>	<b>217,065,593</b>	<b>206,061,581</b>	<b>1,862,277,604</b>

Particulars	Paid-up Capital	Share Premium	Retained Earnings	Revaluation Reserve	Total Equity
	Taka	Taka	Taka	Taka	Taka
Balance as at 01 July 2017 (Prior year balance restated)	1,000,500,000	294,578,430	81,573,772	226,187,806	1,602,840,008
Net profit for the year	-	-	136,616,573	-	136,616,573
Stock dividend (2016 -2017)	40,020,000	-	(40,020,000)	-	-
Cash dividend (2016 -2017)	-	-	(60,030,000)	-	(60,030,000)
Prior year adjustment	-	-	(964,303)	-	(964,303)
Transfer from revaluation reserve	-	-	10,422,643	(10,422,643)	-
Deferred tax on revaluation reserve	-	-	3,063,992	-	3,063,992
<b>Balance as at 30 June 2018</b>	<b>1,040,520,000</b>	<b>294,578,430</b>	<b>130,662,677</b>	<b>215,765,163</b>	<b>1,681,526,270</b>

The annexed notes from 1 to 41 form an integral part of these financial statements.

  
Chairman

  
Managing Director & CEO

  
Company Secretary

As per our report of same date

Place : Dhaka  
Dated: October 20, 2019

  
ACNABIN  
Chartered Accountants



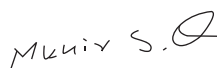
**Information Technology Consultants Limited**  
**Statement of Cash Flows**  
For the year ended 30 June 2019

	Amounts in Taka	
	2018 - 19	2017 - 18 Restated
<b>A. Cash flows from operating activities</b>		
Cash receipts from customers/sales	1,004,880,109	727,318,417
Cash generated from/(paid to) suppliers	(494,830,312)	(424,610,706)
Cash generated from/(paid for) operating activities	(213,842,480)	(167,642,292)
Interest paid	(51,424,851)	(48,217,354)
Income taxes paid	(20,798,655)	(22,198,849)
<b>Net cash provided by/(used in) operating activities</b>	<b>223,983,811</b>	<b>64,649,216</b>
<b>B. Cash flows from investing activities</b>		
Purchase of property, plant & equipment	(15,809,044)	(23,332,523)
Purchase of property, plant & equipment - DR	-	(168,000)
Purchase of intangible assets	-	(27,558,491)
Purchase of property, plant & equipment - Lease assets	-	(3,820,680)
Purchase of property, plant & equipment (WIP)	(2,270,199)	(4,889,354)
Purchase of property, plant & equipment - DR (WIP)	-	(176,500)
Purchase of intangible assets (WIP)	(7,599,603)	(30,345,814)
Proceeds from disposal of property, plant & equipment	-	250,189
Interest received	17,228,419	12,275,267
<b>Net cash provided by/(used in) investing activities</b>	<b>(8,450,427)</b>	<b>(77,765,906)</b>
<b>C. Cash flows from financing activities</b>		
Proceeds from/(Payment of) IPO subscription refund	-	(10,079)
Proceeds from secured loan	-	11,487,207
Payment of secured loan	(11,087,441)	(7,796,754)
Proceeds from lease liabilities	-	2,976,000
Payment of lease liabilities	(1,406,090)	(744,315)
Proceeds from bank overdraft	207,082,456	192,191,326
Payment of bank overdraft	(314,383,017)	(230,372,675)
Payment of dividend	(3,365)	(59,256,833)
Proceeds from/(Payment of) ITC-QOOL ATM project	(8,400,000)	(2,100,000)
<b>Net cash provided by/(used in) financing activities</b>	<b>(128,197,457)</b>	<b>(93,626,123)</b>
<b>D. Net changes in cash and cash equivalents (A+B+C)</b>	<b>87,335,927</b>	<b>(106,742,813)</b>
<b>E. Cash and cash equivalents at beginning of the year</b>	<b>46,464,863</b>	<b>153,207,676</b>
<b>F. Cash and cash equivalents at end of the year</b>	<b>133,800,790</b>	<b>46,464,863</b>
Net Operating Cash Flows Per Share (NOCFPS) (Prior year restated)	39.00	1.96
	<b>1.96</b>	<b>0.56</b>

The annexed notes from 1 to 41 form an integral part of these financial statements.



Chairman



Managing Director & CEO

As per our report of same date



Company Secretary

Place : Dhaka

Dated: October 20, 2019



Chartered Accountants

**Information Technology Consultants Limited**  
Notes to the Financial Statements  
**As at and for the year ended 30 June 2019**

**1. Reporting Entity****1.1 Company Profile**

Information Technology Consultants Ltd. was incorporated as a private company limited by shares registered under the Companies Act 1994, vide certificate of incorporation no: C-41094(453)/2000 dated 23 August, 2000 and converted to “Public” Limited Company on 16 March 2008. The registered office of the Company is located at Evergreen Plaza (3rd Floor), 260/B, Tejgaon I/A, Dhaka - 1208.

The Company has raised its paid-up capital by issuing ordinary share through Initial Public Offering (IPO) for 12,000,000 ordinary shares of Tk.10.00 each at per totaling to Tk. 120,000,000/- vide BSEC consent letter no - SEC/CI/IPO-234/2014/485; dated - 04 October, 2015. The Company became listed with Dhaka & Chittagong Stock Exchange in 2016 and subscription for IPO opened on 02 November, 2015. The Company's shares were officially floated from January 10, 2016.

**1.2 Nature of business**

The business of the Company inter-alia includes online Switching Solution, Software Development and Service Provider of Q-Cash member banks shared ATM network.

Information Technology Consultants Ltd. is committed to being the leader as Smart Card Solutions Provider in the Banking sector as well as the Automated Transaction Processing Industry in Bangladesh.

**2.00 Basis of Preparation****2.01 Statement of Compliance**

The Financial statements have been prepared in compliance with the requirements of the Companies Act 1994, the Securities & Exchange Rules 1987, the listing Regulations of Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) and other relevant local laws as applicable and in accordance with the applicable International Financial Reporting Standards (IFRSs) as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB).

Notes to the financial statements marked from 3.00 to 3.18 set out the accounting policies on all material accounting areas.

The Following IASs and IFRSs are applicable to the financial statements for the year under review:

<input type="checkbox"/> Presentation of Financial Statements	IAS 1
<input type="checkbox"/> Inventories	IAS 2
<input type="checkbox"/> Statement of Cash Flows	IAS 7
<input type="checkbox"/> Accounting Policies, Changes in Accounting Estimates and Errors	IAS 8
<input type="checkbox"/> Events after the Reporting Period	IAS 10
<input type="checkbox"/> Income Taxes	IAS 12
<input type="checkbox"/> Property, Plant and Equipment	IAS 16
<input type="checkbox"/> Leases	IAS 17
<input type="checkbox"/> Employee Benefits	IAS 19
<input type="checkbox"/> The effects of Changes in Foreign Exchange rates	IAS 21
<input type="checkbox"/> Borrowing Cost	IAS 23
<input type="checkbox"/> Related Party Transaction	IAS 24

<input type="checkbox"/> Earnings per Share	IAS 33
<input type="checkbox"/> Interim Financial Reporting	IAS 34
<input type="checkbox"/> Impairment of Assets	IAS 36
<input type="checkbox"/> Provisions, Contingent Liabilities and Contingent Assets	IAS 37
<input type="checkbox"/> Intangible Assets	IAS 38
<input type="checkbox"/> Financial instruments: Recognition & Measurement	IAS 39
<input type="checkbox"/> Financial Instruments: Disclosures	IFRS 7
<input type="checkbox"/> Financial Instruments	IFRS 9
<input type="checkbox"/> Fair Value Measurement	IFRS 13
<input type="checkbox"/> Revenue from Contracts with Customers	IFRS 15

The Statement of Compliance has been disclosed in compliance with the requirements of Notification of the Bangladesh Securities and Exchange Commission dated 04.06.2008 under ref: # SEC/CMMRPC/2008-181/53/Adm/03/28.

## 2.02 Date of authorization

The financial statements were authorized for issue by the Board of Directors on 20 October, 2019.

## 2.03 Reporting period

The financial period of the Company covers one year from 01 July 2018 to 30 June 2019 and is followed consistently.

## 2.04 Basis of measurement

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The Financial statements have been prepared following accrual basis of accounting. The accounting policies, unless otherwise stated, have been consistently applied by the Company and are consistent with those of the previous year except otherwise mentioned.

## 2.05 Functional and presentation currency

These financial statements are presented in Bangladeshi Taka (Taka/Tk./BDT) which is both functional currency and presentation currency of the Company. The amounts in these financial statements have been rounded off to the nearest Taka.

## 2.06 Regulatory Compliance:

As required by the Company, the management complies with the following major legal provisions in addition to the Companies Act 1994 and other applicable laws and regulations:

- ◆ The Income Tax Ordinance 1984
- ◆ The Income Tax Rules 1984
- ◆ The Value Added Tax Act 1991
- ◆ The Value Added Tax Rules 1991
- ◆ The Value Added Tax and Supplementary Duty Act 2012
- ◆ The Value Added Tax and Supplementary Duty Rules 2016
- ◆ The Customs Act, 1969
- ◆ Bangladesh Labour Law, 2006
- ◆ The Securities and Exchange Ordinance, 1969 and
- ◆ The Securities and Exchange Rules, 1987

**2.07 Structure, content and presentation of financial statements**

According to the International Accounting Standards (IAS)-1 as adopted by ICAB as IAS-1 "Presentation of Financial Statements" the complete set of financial statements includes the following components-

- a. Statement of Financial Position as at the end of the period
- b. Statement of Profit or Loss and Other Comprehensive Income for the period
- c. Statement of Changes in Equity for the period
- d. Statement of Cash Flows for the period
- e. Notes, comprising a summary of significant accounting policies and other explanatory information for the period
- f. Comparative information in respect of preceding period
- g. Restated financial statements for the prior years.

**2.08 Responsibility for preparation and presentation of financial statements**

The Board of Directors of the Company /management of the Company is responsible for the preparation and presentation of Financial Statements under Section 183 of the Companies Act, 1994 and as per the provision of the IFRS.

**2.09 Statement of cash flows**

Statement of Cash Flows is prepared in accordance with "IAS 7:Statement of Cash Flows" and Securities and Exchange Rules 1987. As per the said standard and rules, the Company required to prepare Statement of Cash Flows following Direct method. However, the Company calculates the cash flows (receipts and payments) by adjusting the previous year's closing balances and current year's closing balances (revenue, expenses, acquisition of assets and settlement of liabilities) with the balances during the year (if there is any).

The prior year balance was restated considering the restatement mentioned in Note 3.06, 10.1.2.01, 14.01 and 16.01. Moreover, previously the unearned revenue receipt from customers was shown adjusting with the Cash generated from/ (paid for) operating activities. Now, it has been also restated accordingly.

**2.10 Going concern**

As per IAS-1 a Company is required to assess at the end of each year its capability to continue as going concern. The management of the Company makes such an assessment every year. The Company has sufficient resources to continue its operation of foreseeable future and hence, the financial statements have been prepared on going concern basis. As per management assessment, there are no material uncertainties related to event or condition which may cast significant doubt upon the Company's ability to continue as a going concern.

**3.00 Significant accounting policies****3.01 Property, plant and equipment****(a) Recognition and measurement**

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost of an item of property, plant and equipment comprises its purchase price, import duties and non-refundable taxes, after deducting trade discount and rebates, and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in an intended manner.

**(b) Subsequent costs**

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day to day servicing of property, plant and equipment are expensed when incurred.

**(c) Revaluation of fixed assets**

The Company had revalued its fixed assets in the year 2009-10 viz, Plant & Machinery, ATM Machine, POS Terminal, Card Printers, Q- Cash retailer POS software, ATM Software, Switching Software, POS Software and Software Development by a competent consultant M/s. Ahmed & Akter, an independent Chartered Accountants firm who have no interest in the assets of the Company.

The management has assessed the fair value of the fixed asset during the year. But did not observe any material changes thereon. However, the management has decided to revalue the fixed assets by professional valuer during within the shortest possible of time.

**(d) Depreciation**

Depreciation is charged based on reducing balance method on all tangible assets over their estimated useful economic lives.

The depreciation rates applicable to the principal categories of fixed assets are: -

Name of assets	Rate
Plant & Machinery	15%
ATM Machinery	15%
POS Terminal	15%
Card Printer	15%
Data Centre	10%
Furniture & Fixture	10%
Computer & Components	15%
Office Equipment	15%
Operating Equipment	15%
Office Decoration	10%
ATM Booth	15%
Generator	10%
On Line UPS	10%
Switching Hardware	10%
Network Solutions (CISCO)	10%
Power Substation	10%
Power System	10%
Structure Cabling	10%
Call Centre	10%
Web Application Firewall	15%
Vehicles	20%

**(e) Retirements and disposals**

An asset is derecognized upon disposal or when no future economic benefits are expected from its use and subsequent disposal. Gains or losses arising from the retirement or disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized as gain or loss from disposal of asset under other income in the statement of profit or loss and other comprehensive income.

**(f) Impairment**

As all assets of the Company shown in the financial statement that is within the scope of IAS – 36 are in physical existence and valued not more than their recoverable amount following International Accounting Standards adopted in Bangladesh, disclosures with regard to “Impairment of Assets” as per IAS - 36 have not been considered necessary.

### 3.02 Intangible assets

#### (a) Recognition and measurement

The cost of intangible assets is capitalized provided they meet the recognition criteria specified by IAS-38. Capitalization costs include license fees & cost of implementation/system integration services which are capitalized during the period in which the relevant software's are installed for use. The cost of an intangible asset comprises its purchase price, import duties and non-refundable taxes and any directly attributable cost of preparing the assets for its intended use.

#### (b) Subsequent costs

Subsequent cost/expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. Cost of maintenance, upgrading and enhancements are charged off as revenue expenditure unless they bring similar significant additional long term benefits.

#### (c) Amortization

Amortization of the intangible asset is recognized on the basis of the expected pattern of consumption of the projected future economic benefits embodied in the asset and is applied during the year. To the Fact that the Technology infrastructure of the Company was in development nature, to interface new member banks with ITC host and subsequent for expanding Q-Cash boarder network and continuous development & up gradation of the intangible assets. So the amortization of intangibles is the process of expensing the cost of an intangible asset over the projected life of the assets.

The Management of the Company has considered to the estimated useful life of the intangible assets 20-40 years based on existing and future consistency of the Technological Infrastructure with its business arena and consequently the amortization rates have applied as per following manner: Amortization of intangible assets is charged under straight-line method and amortization rates applicable to the principal categories of intangible assets are: -

Name of assets	Rate
Accounting Software	20%
ATM Software	2.5%
Mobile Banking Software	5%
Oracle Software	5%
PCCI DSS Security Compliance Software License	5%
POS Software	5%
Q Cash E Portal Software Development	5%
Q Cash Retailer POS Software	5%
Software Development	2.5%
Switching Software	2.5%
Call Centre	5%
VMware Software	5%
Issue Tracking Software (JIRA)	5%
E traffic web application	5%

### 3.03 Capital Work in Progress

The assets procured for its infrastructure development & up-gradation time to time during the year, which are installed but yet to be operational due to its nature of business, are shown as capital work in progress. After being operational the value of those assets (tangible & intangible) are transferred to the respective asset arena of the Company. However, as per the decision of the management, in the case of procurement after 31 December, the Company shows the assets (tangible & intangible) as capital work in progress and transfers those assets to the respective assets on 01 July of the following year.



**3.04 Inventories**

Inventories are valued at the lower of cost or net realizable value. The cost is assigned following weighted average cost formula. As per IAS 2 “Inventories” Net realizable value is determined by deducting the estimated cost of completion and cost of sales from the estimated sales of the related items.

**3.05 Cash and Cash equivalents**

Cash and cash equivalents comprise cash in hand, bank current accounts and other bank deposit account which are held for the purpose of mitigating short term cash commitments rather than for investment or other purposes.

**3.06 Taxation****(a) Current tax (General)**

The Current tax has been made as per rates prescribed in the Finance Act, 2019 and the Income Tax Ordinance, 1984 on the taxable profit made by the Company as per IAS-12 “Income Taxes.”. Provision for income tax has been made during the year as per the Income Tax Ordinance, 1984. But the Company has been enjoying tax exemption on revenue from ITES services under para-33 of part-A of the 6th schedule of the Income Tax Ordinance, 1984 extended up to 30<sup>th</sup> day of June, 2024. The Corporate Income Tax assessment of the Company is under process for the assessment year 2018-19.

**(b) Current Tax – Restatement:**

The Company is (mainly) an Information Technology Enable Service (ITES) provider by the nature of its business activities. It also sales some equipment and provides some Non-ITES services. So, the Company has been enjoying tax exemption on revenue from ITES services by virtue of its business transaction & operation under para -33 of part –A of the 6th schedule of the Income Tax Ordinance, 1984 up to 30<sup>th</sup> day of June, 2024. However, advance tax was deducted by the suppliers over the year but the Company did not claim the same in the return. In this respect, the Company reopened or re-assessed the return by the Deputy Commissioner of Taxes, Circle-316 (Companies), Taxes Zone-15, Dhaka in the case of the Financial years 2011-12, 2012-13, 2013-14, 2014-15 and 2015-16 (the assessment years 2012-13, 2013-14, 2014-15, 2015-16 and 2016-17 respectively) for adjustment of Advance Income Tax (AIT) of Tk.135,589,211/- as at 30 June, 2016.

After reassessment it has been observed that the Company will get tax refund from the retrospective years and appealed to the learned Commissioner (Appeal), Tax Appeal Zone-03, Dhaka. The Taxes Appellate Tribunal, Division Bench-1, Dhaka has declined the appeal filed by the taxes department for the assessment years 2012-13,2013-14,2014-15,2015-16 and 2016-17as on 27.02.2019. Consequently, the ground taken by the taxes department for the above-mentioned assessment years have failed.

In this circumstance, the learned Commissioner (Appeal), Tax Appeal Zone-03, Dhaka has given an appeal order dated 12.08.2018 and instructed to the Deputy Commissioner of Taxes, Circle-316 (Companies), Taxes Zone-15, Dhaka for executing TAX refund to the Company. To accord their benevolent order the Deputy Commissioner of Taxes has issued an order in favor of the Company. Summary of Tax refunds or benefits allowed to the Company are given below:

Income Year	Assessment Year	Refund
2011-12	2012-13	3,693,937
2012-13	2013-14	3,044,480
2013-14	2014-15	5,196,023
2014-15	2015-16	22,095,384
2015-16	2016-17	22,539,229
	<b>Total</b>	<b>56,569,053</b>

In light of the above, the management of the Company has made necessary adjustments on assessed refund income tax and subsequently restate the prior year's comparatives as per IAS -8. Considering the restatement of the financial statements, there are some changes of information reported in prior year's comparatives, which has been reflected in the notes -10.01.02- Advance Income Tax (AIT), 25.00 -Provision for Income Tax & 14.00 -Retained Earnings.

**(c) Deferred tax**

Differed tax (asset)/ Liability is calculated in accordance with IAS-12. Deferred tax is made as per the balance sheet assets/liabilities method in respect of temporary differences arising from the difference between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that the taxable profits will be available against which the deductible temporary differences. The Company has made adequate provision for deferred tax for the year 2018-19.

**3.07 Accrued Expenses and Other Payables**

Liabilities for the goods and services received have been accounted for whether paid or not for those goods & services. Payables are not interest-bearing and are stated at their nominal value.

**3.08 Trade and other receivables**

Trade and other receivables are recognized at cost which is fair value of the consideration given from them.

**3.09 Revenue recognition**

The revenue during the year represents revenue arising from various services of electronic transaction processing under Q-Cash Shared ATM Network and from the sale of ATM, KIOSK, POS which are recognized when deliveries are made against the sales order received from the respective bank clients and after satisfying all the conditions for revenue recognition as provided in IFRS 15 "Revenue from Contracts with Customers."

Revenue is recognized when the goods or service is rendered, to the extent it is probable that the economic benefit from the transactions will flow to the Company and the revenue can be reliably measured. Revenue is measured based on consideration specified in a contract with a customer, i.e., bank clients, and excludes amounts collected on behalf of third parties. The Company recognizes revenue when it transfers control over a good or service to a customer. Revenue is presented net of value added tax (VAT), rebates and discounts. These taxes are regarded as collected on behalf of the authorities. Revenue comprises of the following:

- i. Q-cash transaction processing charge;
- ii. Service & maintenance charge; and
- iii. Sales revenue.

**3.10 Earnings per Share (EPS)**

The Company calculates Earning Per Share (EPS) in accordance with IAS - 33; Earning Per Share, which has been shown on the face of Statement of Comprehensive Income account and the computation of EPS is stated in note 33.00.

**Basic earnings**

This represents earnings for the period attributable to ordinary shareholders. As there was no preference dividend, minority or extraordinary items, the net profit after tax for the period has been considered as fully attributable to the Ordinary Shareholders.

**Basic earnings per share**

This has been calculated by dividing the basic earnings by the weighted average number of ordinary shares outstanding for the period.



### **Weighted average number of ordinary shares outstanding during the period**

This represents the number of ordinary shares outstanding at the beginning of the year plus the number of shares issued during the year multiplied by a time-weighting factor. The time weighting factor is the numbers of days the specific shares are outstanding as a proportion of the total number of days in the period.

### **Diluted earnings per share**

No diluted earnings per share are required to be calculated per year as there was no scope for dilution during the period.

### **3.11 Provisions**

A provision is recognized in the statement of financial position when the Company has a legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provision is ordinarily measured at the best estimate of the expenditure required to settle the present obligation at the date of the statement of financial position. Where the effect of time value of money is material, the amount of provision is measured at the present value of the expenditures expected to be required to settle the obligation.

### **3.12 Employee benefits**

#### **Workers' Profit Participation Fund (WPPF)**

This represents 5% of net profit before tax contributed by the Company as per provisions of Bangladesh Labour (Amendments) Act 2013 and is payable to employees as defined in the said law.

### **3.13 Related party transactions**

During the period the Company carried out a number of transactions with related parties in the normal course of business and on an arm's length basis. The name of related parties, nature of transactions, their total value and closing balance have been set out in accordance with the provision of IAS-24.

### **3.14 Events after Reporting period**

The Board of Directors of the Company has recommended 5% Cash and 7% Stock (Bonus) dividend for the year ended 30 June 2019 at the Board Meeting held on 20 October 2019. The dividend is subject to final approval by the Shareholders at the forthcoming Annual General Meeting (AGM) of the Company.

### **3.15 Comparative Information and Re-arrangement & Re-statement Thereof**

Comparative information has been disclosed in respect of the year for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statements.

Figures for the year have been re-arranged and restated wherever considered necessary to ensure better comparability with the current year as well as better presentation. The required notes for restatement are 3.06, 10.00, 14.00, 16.00 and 25.00.

### **3.16 Financial Risk Management**

The management has overall responsibility for the establishment and oversight of the Company's risk management frame work. The Company has exposure to the following risks from its use of financial instruments.

- \* Credit Risk
- \* Liquidity Risk
- \* Market Risk

\* Credit Risk

Credit Risk represents the Financial loss to the Company if a customer or counterparty to a financial instrument fail to meet its contractual obligations. It mainly comprises of trade receivables, advances to suppliers, trade deposits and bank balances. the Company's maximum exposure to credit risk at the reporting date is trade receivables which is also secured by agreement with the clients & member banks also.

\* Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company maintains sufficient resources and arrangement of credit lines with the various banks for managing its liquidity risk.

\* Market Risk

Market risk is that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices such as foreign exchange rates, interest rates and other price risks. The objective of market risk management is to manage and control market risk exposures within an acceptable range.

### 3.17 Technological Risk Management

Technology is a dynamic term that frequently changes its shape and nature. Every capital-intensive industry has to rapidly synchronize itself with technological changes and invest in sophisticated types of machinery. A right technology is a crucial determinant of competitiveness that ensures better products and services to the customers while minimizing costs. Adjustment to new technologies thus involves relatively large-scale investments as well as a longer pay-back period.

The Company is operating in an industry where technology is the key success factor. Some of the technological risks associated with the Company vis-à-vis the management perception is as follows.

- Infrastructure Related Risk – Management always put high focus and undertake required CAPEX to keep the infrastructure updated to ensure smooth operation
- Efficient Technical Expertise – The Company is the pioneer in Bangladesh in this industry and has built up a strong team who has been involved since the revolution of the industry. So apparently, they have the most expert team in the industry to cater any technological dynamics
- Up gradation of the Industry / Solutions: In line with the global financial market, Bangladesh is also adopting the upgraded solutions fast. ITCL is capable to adjust and cope up with the change in industry dynamics

Product / Solution Obsolesce – ITCL management believes in continuous up-gradation and continuous improvement of their offerings. Historically ITCL were pioneer and fast mover in terms of launching new products or ideas in the market. So, it's implied that the management is well cautious about their competitive edge and continuously putting effort to assure its market leader position

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board oversees how management monitors compliance with risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risk faced by the Company.

### 3.18 Number of employees

During the year ended 30 June 2019 the Company had 356 (30 June 2018 357) employees who received a salary of Tk. 36,000 and above per annum and there were no employees who received a salary less than Tk. 36,000 per annum.

4.00 Property, plant and equipment, net  
as at 30 June 2019

Particulars	Cost/Revaluation				Depreciation				Net book As at 30 June 2019	
	As at 01 July 2018	Addition during the year	Disposal during the year	As at 30 June 2019	Rate	As at 01 July 2018	Charged during the year	Disposal during the year		As at 30 June 2019
	Taka	Taka	Taka	Taka	%	Taka	Taka	Taka		Taka
ATM booth	14,026,316	-	-	14,026,316	15%	9,077,327	742,344	-	9,819,671	4,206,645
ATM machinery	169,689,485	-	-	169,689,485	15%	111,849,655	8,675,976	-	120,525,631	49,163,854
Computer & components	51,571,976	1,917,757	-	53,489,733	15%	35,377,490	2,666,214	-	38,043,704	15,446,029
Data center	18,750,769	894,650	-	19,645,419	10%	5,346,756	1,426,752	-	6,773,508	12,871,911
Furniture & fixture	10,245,802	224,229	-	10,470,031	10%	5,181,595	522,924	-	5,704,519	4,765,512
Generator	14,800,000	-	-	14,800,000	10%	7,721,200	707,880	-	8,429,080	6,370,920
Network solution (CISCO)	8,673,210	1,662,257	-	10,335,467	10%	3,670,173	666,528	-	4,336,701	5,998,766
Office decoration	38,244,861	379,850	-	38,624,711	10%	18,646,179	1,997,856	-	20,644,035	17,980,676
Office equipment	36,869,852	607,530	-	37,477,382	15%	25,871,691	1,739,760	-	27,611,451	9,865,931
Online UPS	9,109,248	-	-	9,109,248	10%	1,216,102	789,312	-	2,005,414	7,103,834
Operating equipment	7,835,952	74,189	-	7,910,141	15%	3,921,452	597,930	-	4,519,382	3,390,759
Plant & machinery	34,686,637	-	-	34,686,637	15%	20,422,746	2,139,588	-	22,562,334	12,124,303
POS terminal	44,314,185	-	-	44,314,185	15%	23,830,762	3,072,516	-	26,903,278	17,410,907
Power sub station	2,460,500	-	-	2,460,500	10%	1,283,648	117,684	-	1,401,332	1,059,168
Power system	11,921,101	-	-	11,921,101	10%	5,585,742	633,540	-	6,219,282	5,701,819
Structure cabling	4,947,172	-	-	4,947,172	10%	2,290,200	265,692	-	2,555,892	2,391,280
Switching hardware	17,873,392	-	-	17,873,392	10%	7,480,388	1,039,296	-	8,519,684	9,353,708
Call center	100,000	-	-	100,000	10%	40,956	5,904	-	46,860	53,140
Web application firewall	83,300	-	-	83,300	15%	39,816	6,528	-	46,344	36,956
Vehicles	3	-	-	3	20%	-	-	-	-	3
<b>Sub total (a)</b>	496,203,761	5,760,462	-	501,964,223	-	288,853,878	27,814,224	-	316,668,102	185,296,121
<b>Lease Assets</b>										
Vehicle	9,987,998	-	-	9,987,998	20%	2,112,254	1,997,616	-	4,109,870	5,878,128
<b>Sub total (b)</b>	9,987,998	-	-	9,987,998	-	2,112,254	1,997,616	-	4,109,870	5,878,128

(Cont.....)

(Cont.....)

Particulars	Cost/Revaluation				Depreciation				Net book Value	
	As at 01 July 2018	Addition during the year	Disposal during the year	As at 30 June 2019	Rate	As at 01 July 2018	Charged during the year	Disposal during the year	As at 30 June 2019	As at 30 June 2019
	Taka	Taka	Taka	Taka	%	Taka	Taka	Taka	Taka	Taka
<b>Card Bureau</b>										
Card printer	34,607,747	9,847,632	-	44,455,379	15%	19,393,144	2,955,186	-	22,348,330	22,107,049
Computer & components	-	519,000	-	519,000	15%	-	-	-	-	519,000
Online UPS	-	1,923,772	-	1,923,772	10%	-	-	-	-	1,923,772
Network solution	-	881,800	-	881,800	10%	-	-	-	-	881,800
Structure cabling	-	2,162,581	-	2,162,581	10%	-	-	-	-	2,162,581
Office decoration	-	1,192,201	-	1,192,201	10%	-	-	-	-	1,192,201
Office equipment	-	1,725,691	-	1,725,691	15%	-	-	-	-	1,725,691
Furniture & fixture	-	35,629	-	35,629	10%	-	-	-	-	35,629
<b>Sub total (c)</b>	<b>34,607,747</b>	<b>18,288,306</b>	<b>-</b>	<b>52,896,053</b>	<b>--</b>	<b>19,393,144</b>	<b>2,955,186</b>	<b>-</b>	<b>22,348,330</b>	<b>30,547,723</b>
<b>Disaster Recovery Centre</b>										
Switching hardware	25,906,828	-	-	25,906,828	10%	6,943,260	1,896,360	-	8,839,620	17,067,208
Network solution	-	109,000	-	109,000	10%	-	10,896	-	10,896	98,104
Generator	1,698,025	-	-	1,698,025	10%	460,164	123,792	-	583,956	1,114,069
Office decoration	663,337	67,500	-	730,837	10%	179,772	55,104	-	234,876	495,961
Office equipment	2,548,454	-	-	2,548,454	15%	983,388	234,756	-	1,218,144	1,330,310
Furniture & fixture	167,040	-	-	167,040	10%	45,276	12,180	-	57,456	109,584
Structure cabling	2,168,517	-	-	2,168,517	10%	587,664	158,088	-	745,752	1,422,765
Firewall & router	548,000	-	-	548,000	10%	111,384	43,656	-	155,040	392,960
Online UPS	1,800,000	-	-	1,800,000	10%	487,800	131,220	-	619,020	1,180,980
<b>Sub total (d)</b>	<b>35,500,201</b>	<b>176,500</b>	<b>-</b>	<b>35,676,701</b>	<b>--</b>	<b>9,798,708</b>	<b>2,666,052</b>	<b>-</b>	<b>12,464,760</b>	<b>23,211,941</b>
<b>Grand total (a+b+c+d)</b>	<b>576,299,707</b>	<b>24,225,268</b>	<b>-</b>	<b>600,524,975</b>	<b>--</b>	<b>320,157,984</b>	<b>35,433,078</b>	<b>-</b>	<b>355,591,062</b>	<b>244,933,913</b>

as at 30 June 2018

Particulars	Cost/Revaluation				Depreciation				Net book value	
	As at 01 July 2017	Addition during the year	Disposal during the year	As at 30 June 2018	Rate	As at 01 July 2017	Charged during the year	Disposal during the year	As at 30 June 2018	As at 30 June 2018
	Taka	Taka	Taka	Taka	%	Taka	Taka	Taka	Taka	Taka
<b>2017-2018</b>	<b>540,031,387</b>	<b>50,551,519</b>	<b>14,283,199</b>	<b>576,299,707</b>	<b>-</b>	<b>291,190,151</b>	<b>36,055,843</b>	<b>7,088,010</b>	<b>320,157,984</b>	<b>256,141,723</b>

5.00 Intangible assets, net  
as at 30 June 2019

Particulars	Cost/Revaluation				Amortization				Net book value	
	As at 01 July 2018	Addition during the year	Disposal during the year	As at 30 June 2019	Rate	As at 01 July 2018	Charged during the year	Disposal during the year	As at 30 June 2019	As at 30 June 2019
	Taka	Taka	Taka	Taka	%	Taka	Taka	Taka	Taka	Taka
Accounting software	90,000	-	-	90,000	20%	90,000	-	-	90,000	-
ATM software	246,262,135	-	-	246,262,135	2.5%	21,285,670	6,156,552	-	27,442,222	218,819,913
Mobile banking software	1,000,000	-	-	1,000,000	5%	250,014	50,004	-	300,018	699,982
Oracle software	7,646,500	-	-	7,646,500	5%	1,911,608	382,320	-	2,293,928	5,352,572
PCI DSS security compliance software	1,129,800	-	-	1,129,800	5%	282,471	56,496	-	338,967	790,833
POS software	60,369,192	-	-	60,369,192	5%	8,655,456	3,018,456	-	11,673,912	48,695,280
Q cash e portal software development	1,108,060	-	-	1,108,060	5%	277,019	55,404	-	332,423	775,637
Q cash retailer POS software	8,449,820	-	-	8,449,820	5%	2,112,473	422,496	-	2,534,969	5,914,851
Software development	168,175,800	-	-	168,175,800	2.5%	17,691,120	4,204,392	-	21,895,512	146,280,288
Switching software	391,402,635	30,345,814	-	421,748,449	2.5%	39,730,003	10,543,716	-	50,273,719	371,474,730
Call center	1,054,000	-	-	1,054,000	5%	263,514	52,704	-	316,218	737,782
VMware software	870,700	-	-	870,700	5%	174,144	43,536	-	217,680	653,020
Issue tracking software (JIRA)	1,000,000	-	-	1,000,000	5%	200,015	50,004	-	250,019	749,981
E traffic web application	1,710,000	-	-	1,710,000	5%	117,492	85,500	-	202,992	1,507,008
Total	890,268,642	30,345,814	-	920,614,456	--	93,040,999	25,121,580	-	118,162,579	<b>802,451,877</b>

as at 30 June 2018

Particulars	Cost/Revaluation				Amortization				Net book value	
	As at 01 July 2017	Addition during the year	Disposal during the year	As at 30 June 2018	Rate	As at 01 July 2017	Charged during the year	Disposal during the year	As at 30 June 2018	As at 30 June 2018
	Taka	Taka	Taka	Taka	%	Taka	Taka	Taka	Taka	Taka
2017-18	786,759,539	103,509,103	-	890,268,642	--	69,236,929	23,804,070	-	93,040,999	<b>797,227,643</b>

Notes	Amounts in Taka	
	30 June 2019	30 June 2018
<b>6.00 Capital work in progress</b>		
<b>Property, plant &amp; equipment:</b>		
Opening balance	4,889,354	23,230,316
Add: Addition during the year		
Computer & component	593,125	1,242,811
Data center	605,550	832,250
Furniture & fixture	118,052	105,909
Network solution (CISCO)	-	1,662,257
Office decoration	366,734	383,980
Office equipment	267,468	592,955
Operating equipment	319,270	69,192
	2,270,199	4,889,354
	7,159,553	28,119,670
Less: Transfer to property, plant & equipment	(4,889,354)	(23,230,316)
	2,270,199	4,889,354
<b>Property, plant &amp; equipment-DR:</b>		
Opening balance	176,500	-
Add: Addition during the year		
Network solution (CISCO)	-	109,000
Office decoration	-	67,500
	-	176,500
	176,500	176,500
Less: Transfer to property, plant & equipment-DR	(176,500)	-
	-	176,500
<b>Intangible assets:</b>		
Opening balance	30,345,814	75,950,612
Add: Addition during the year		
ATM software	1,765,654	-
Switching software	26,232,337	30,345,814
	27,997,991	30,345,814
	58,343,805	106,296,426
Less: Transfer to intangible assets	(30,345,814)	(75,950,612)
	27,997,991	30,345,814
	<b>30,268,190</b>	<b>35,411,668</b>

07.00 Inventories  
as at 30 June 2019

Inventory items	Balance as at 01 July 2018		Addition during the year		Consumption/Sa le Adjustment during the year		Balance as at 30 June 2019	
	Quantity	Taka	Quantity	Taka	Quantity	Taka	Quantity	Taka
<b>Finished goods</b>								
Stock in trade - ATM	3	2,596,491	-	-	-	-	3	2,596,491
PROCASH 285 KMAT	49	19,984,982	-	-	31	12,643,560	18	7,341,422
PROCASH 280 NFL KMAT	2	7,245,000	-	-	-	-	2	7,245,000
Opteva 378 Cash Recycler	19	1,154,113	80	6,063,723	23	1,676,871	76	5,540,965
Stock in trade - Anti-skimming device	1	96,491	-	-	-	-	1	96,491
Stock in trade - TMD device (Anti skimming)	15	227,353	-	-	-	-	15	227,353
Stock in trade - TMD security device (Anti skimming)	33	8,575,791	-	-	20	5,197,449	13	3,378,342
Stock in trade - KIOSK	15	132,725	-	-	-	-	15	132,725
Stock in trade - Verifone POS	2	45,969	7,500	127,440,201	7,483	127,172,692	19	313,478
Stock in trade - SAND POS	130	1,682,552	-	-	-	-	130	1,682,552
Stock in trade - Finger vein	1,105	5,382,608	-	-	-	-	1,105	5,382,608
Stock in trade - Biometric device	9	23,460	-	-	-	-	9	23,460
Stock in trade - Finger print reader	1	259,794	-	-	-	-	1	259,794
<b>Sub total (a)</b>		<b>47,407,329</b>		<b>133,503,924</b>		<b>146,690,572</b>		<b>34,220,681</b>
<b>Store materials</b>								
ATM spare parts	-	183,261,292	-	32,496,581	-	1,031,044	-	214,726,829
KIOSK/CDM spare parts	-	8,830,363	-	23,300	-	818,656	-	8,035,007
POS spare parts	-	29,132,854	-	35,029,451	-	51,690,115	-	12,472,190
Card printer spare parts	-	821,585	-	944,496	-	821,585	-	944,496
VISA card	35,615	5,342,260	-	-	15,300	2,295,000	20,315	3,047,260
Ribbon	187	824,989	-	-	187	824,989	-	-
<b>Sub total (b)</b>		<b>228,213,343</b>		<b>68,493,828</b>		<b>57,481,389</b>		<b>239,225,782</b>
<b>Stock in Transit</b>								
LC for ATM spare parts	-	-	-	18,072,844	-	18,072,844	-	-
LC for POS	-	1,735,515	-	42,133,101	-	42,871,651	-	996,965
LC for POS Software	-	-	-	65,574,866	-	65,574,866	-	-
LC for POS Spare Parts	-	-	-	38,482,171	-	38,482,171	-	-
LC for switching software	-	83,658,719	-	24,711,245	-	27,739,837	-	80,630,127
LC for Networking security device	-	-	-	2,330,022	-	-	-	2,330,022
LC for Agent banking software	-	-	-	12,019,740	-	1,090,262	-	10,929,478
LC for HSM protect server	-	-	-	1,572,257	-	5,098	-	1,567,159
LC for card printer	-	664,232	-	7,525,230	-	8,189,462	-	-
<b>Sub total (c)</b>		<b>86,058,466</b>		<b>212,421,476</b>		<b>202,026,191</b>		<b>96,453,751</b>
<b>Total inventory (a + b + c)</b>		<b>361,679,138</b>		<b>414,419,228</b>		<b>406,198,152</b>		<b>369,900,214</b>

	Notes	Amounts in Taka	
		30 June 2019	30 June 2018
<b>8.00 Accounts receivable</b>			
ATM software support & maintenance receivable		20,834,200	16,656,768
Contactless middleware card management software receivable		1,739,048	-
NPS software support & maintenance receivable		1,937,143	-
Card charge receivable	8.01	111,125,212	68,481,642
Connectivity charge receivable	8.02	5,416,284	5,147,137
Transaction charge receivable	8.03	43,895,952	29,036,036
Servicing & maintenance charge receivable	8.04	165,645,037	122,152,015
Sales receivable	8.05	101,517,663	162,639,423
Others	8.06	-	6,948,583
		<b>452,110,539</b>	<b>411,061,604</b>
Ageing schedule of accounts receivable			
Duration			
1 - 30 days		112,576,856	126,821,890
31 - 60 days		30,797,780	24,363,569
61 - 90 days		46,499,680	20,322,144
91 - 180 days		77,270,480	82,325,435
181 - 365 days		66,499,108	30,324,221
above 365 days		118,466,635	126,904,345
		<b>452,110,539</b>	<b>411,061,604</b>
i) "Accounts receivable considered good in respect of which the company is fully secured:"		452,110,539	411,061,604
Accounts receivable accrued in the ordinary course of business are considered good as those are based on valid agreement with Banks & other clientele.			
ii) Accounts receivable considered good for which the company holds no security other than the personal security:		-	-
There is no such accounts receivable in this respect as on 30 June 2019			
iii) Accounts receivable considered doubtful or bad:		-	-
There is no such accounts receivable in this respect as on 30 June 2019			
iv) Accounts receivable from the Directors or other officers of the company: -		-	-
There is no such accounts receivable in this respect as on 30 June 2019			
<b>8.01 Card charge receivable</b>			
Card annual charge receivable		50,938,347	30,351,983
Card renewal charge receivable		58,793,415	36,736,209
SEQAEP card charge receivable		1,393,450	1,393,450
		<b>111,125,212</b>	<b>68,481,642</b>



	Notes	Amounts in Taka	
		30 June 2019	30 June 2018
<b>8.02 Connectivity charge receivable</b>			
ATM link connectivity charge receivable		72,227	177,499
VISA connectivity charge receivable		5,344,057	4,969,638
		<b>5,416,284</b>	<b>5,147,137</b>
<b>8.03 Transaction charge receivable</b>			
ATM transaction charge receivable		12,921,261	9,380,497
POS transaction charge receivable		20,571,439	13,373,616
Q Pay transaction charge receivable		-	16,080
Card cheque transaction charge receivable		1,457,688	907,102
Fund transfer transaction charge receivable		303,930	53,100
Insurance premium transaction charge receivable		-	236,556
SMS management charge receivable		450,442	437,750
SMS service charge receivable		8,066,176	4,631,335
E-commerce transaction receivable		125,016	-
		<b>43,895,952</b>	<b>29,036,036</b>
<b>8.04 Servicing &amp; maintenance charge receivable</b>			
ATM software servicing & maintenance charge receivable		89,670,200	84,488,138
NCR ATM switching software service charge receivable		311,400	258,000
ATM booth servicing & maintenance charge receivable		3,582,792	3,949,439
KIOSK software servicing & maintenance charge receivable		2,622,517	4,196,333
KIOSK modification charge receivable		1,314,286	-
Agent banking software service charge receivable		2,643	-
UPS servicing & maintenance charge receivable		4,127,472	3,399,276
POS software servicing & maintenance charge receivable		4,461,058	2,308,497
VbB certified ACS service charge receivable		100,000	-
ATM booth construction charge receivable		-	4,250,000
Tranzware retail re-installation charge receivable		313,350	109,500
Switching software service charge receivable		59,139,319	19,192,832
		<b>165,645,037</b>	<b>122,152,015</b>
<b>8.05 Sales receivable</b>			
ATM sales receivable		73,947,975	145,521,827
Anti skimming device sales receivable		2,240,250	7,692,346
KIOSK sales receivable		2,875,250	3,185,250
POS sales receivable		21,614,998	75,000
UPS sales receivable		675,000	6,165,000
Finger vein sales receivable		164,190	-
		<b>101,517,663</b>	<b>162,639,423</b>
<b>8.06 Others</b>			
Superior Electronics Pvt Ltd		-	3,583
Receivable against vehicle		-	195,000
Receivable against insurance claim		-	6,750,000
		-	<b>6,948,583</b>
<b>9.00 Other receivable</b>			
TRUST Bank Limited (FDR A/C : 30060) - Interest		837,978	923,504
TRUST Bank Limited (FDR A/C : 21516) - Interest		6,051,120	5,675,626
System Engineering		9,961,053	-
Receivable from NBR	9.01	56,569,053	-
		<b>73,419,204</b>	<b>6,599,130</b>
<b>9.01</b>	The mentioned receivable has been comprising tax refund amount after necessary adjustment with Advance Income Tax. Details disclosure has given in the policy note under Taxation - 3.06 (b). The break down of the amount is given below-		

	Notes	Amounts in Taka		
		30 June 2019	30 June 2018	
<b>Receivable from NBR</b>				
	2011-12	3,693,937	-	
	2012-13	3,044,480	-	
	2013-14	5,196,023	-	
	2014-15	22,095,384	-	
	2015-16	22,539,229	-	
		<b>56,569,053</b>	-	
<b>10.00</b>	<b>Advance, deposits &amp; prepayments</b>			
	Advance	10.01	137,423,919	235,932,395
	Advance against office rent	10.02	5,758,341	7,625,737
	Bank guarantee margin	10.03	18,167,720	9,794,443
	Security deposit (Non interest bearing)	10.04	3,539,641	3,539,641
	Fixed deposit receipt (FDR)	10.05	245,375,183	229,953,503
	Prepayments	10.06	4,227,265	4,806,882
	Deferred expenses	10.07	16,036,804	56,952,690
			<b>430,528,873</b>	<b>548,605,291</b>
<b>10.01</b>	<b>Advance</b>			
	Advance to suppliers	10.01.01	25,052,412	39,072,763
	Advance against purchase		1,273,158	820,076
	Advance to employees		1,066,000	1,856,000
	Advance income tax (AIT) (*Restated)	10.01.02	84,658,694	174,667,253
	VAT deduction at source (*Restated)	10.01.03	-	-
	VAT current account		25,373,655	19,516,303
			<b>137,423,919</b>	<b>235,932,395</b>
<b>10.01.01</b>	<b>Advance to suppliers</b>			
	Move International		15,737	2,317,941
	Everest Engineering & Service		31,000	-
	Nawabpur Electric Works		34,700	-
	Eastcompeace Smart Card (BD) Ltd		150,000	-
	Appnometry Ltd		4,433,575	1,708,575
	Uptime Technologies		24,000	24,000
	Express Systems Ltd		1,500,000	500,000
	AJR Consultants (BD) Ltd		450,000	-
	Traxcon		14,700,000	-
	Asia Com		346,400	-
	MegaNet ICT Ltd		3,319,500	3,488,100
	Anika Enterprise		47,500	-
	Leads Corporation		-	2,450,000
	LOS Technology Ltd		-	18,860,000
	Ares Communications Ltd		-	628,125
	Computer Source		-	3,863,794
	Superior Electronics Pvt. Ltd		-	33,200
	JAMS Associates		-	2,300,000
	Tazmeen Traders		-	1,883,872
	Profile Tech		-	910,000
	Bangladesh General Insurance Co. Ltd		-	105,156
			<b>25,052,412</b>	<b>39,072,763</b>

	Notes	Amounts in Taka	
		30 June 2019	30 June 2018
<b>10.01.02 Advance income tax (AIT) (Restated)</b>			
Opening balance (Restated)	10.1.2.1	174,667,253	152,468,404
Add: Addition during the year	10.1.2.2	20,798,655	22,198,849
		195,465,908	174,667,253
Less: Adjustment during the year:			
Receivable from NBR	10.1.2.3	(56,569,053)	-
Adjustment of income tax	10.1.2.4	(54,238,161)	-
		(110,807,214)	-
		<b>84,658,694</b>	<b>174,667,253</b>
<b>10.1.2.1</b>	In pursuance of IAS-8 retrospective effect is required to be given to advance income tax as at 1st July 2017 for fair Presentation of opening advance income tax. Details are given below:		
	<b>Opening balance as on 01 July 2017 (Before Restatement)</b>		<b>177,250,401</b>
	Adjustments:		
	Up to 2008-09		(10,171,425)
	2009-10		(5,964,904)
	2010-11		(8,645,668)
			(24,781,997)
	<b>Opening balance as on 01 July 2017 (After Restatement)</b>		<b>152,468,404</b>
<b>10.1.2.2 Addition of advance income tax (AIT)</b>			
Advance income tax - Revenue		18,043,652	20,050,575
Advance income tax - Import		747,140	761,247
Advance income tax - Vehicle		285,000	159,500
Advance income tax - FDR & SND A/C		1,722,863	1,227,527
		<b>20,798,655</b>	<b>22,198,849</b>
<b>10.1.2.3 Receivable from NBR</b>			
2011-12		(3,693,937)	-
2012-13		(3,044,480)	-
2013-14		(5,196,023)	-
2014-15		(22,095,384)	-
2015-16		(22,539,229)	-
		<b>(56,569,053)</b>	<b>-</b>
<b>10.1.2.4 Adjustment of income tax</b>			
2011-12		(4,055,708)	-
2012-13		(12,173,588)	-
2013-14		(16,117,379)	-
2014-15		(4,794,351)	-
2015-16		(17,097,135)	-
		<b>(54,238,161)</b>	<b>-</b>
<b>10.01.03 VAT deduction at source (Restated)</b>			
Details are given in Note 3.06			
Opening balance (Restated)	14.01.02	-	-
Addition during the year		-	742,173
		-	742,173
Adjustment during the year	14.01.02	-	(742,173)
		-	-
<b>10.02 Advance against office rent</b>			
Tejgaon office		2,813,556	4,505,556
Chittagong office		184,000	20,000
Uttara office - DR center		2,289,000	1,821,600
Tejgaon warehouse		305,100	711,900
Essential Agencies (Pvt.) Ltd		166,685	566,681
		<b>5,758,341</b>	<b>7,625,737</b>

	Notes	Amounts in Taka	
		30 June 2019	30 June 2018
<b>10.03 Bank guarantee margin</b>			
Bank guarantee		890,848	734,548
Earnest money		4,437,100	7,137,100
Advance performance guarantee		8,497,800	285,000
Performance guarantee		4,341,972	1,637,795
		<b>18,167,720</b>	<b>9,794,443</b>
<b>10.04 Security deposit (Non interest bearing)</b>			
Uttara office - DR center		144,000	144,000
DESCO		11,000	11,000
Security Deposit - RAJUK		600,000	600,000
Essential Agencies (Pvt.) Ltd		2,000,000	2,000,000
Teletalk Bangladesh Ltd		100,000	100,000
Central Depository Bangladesh Ltd (CDBL)		500,000	500,000
Dhaka Bank Ltd (Lease)		94,641	94,641
Islami Bank Bangladesh Ltd		50,000	50,000
Shahjalal Islami Bank Ltd		40,000	40,000
		<b>3,539,641</b>	<b>3,539,641</b>
<b>10.05 Fixed deposit receipt (FDR)</b>			
FDR at Trust Bank Ltd (FDR A/C : 21516)		172,889,133	162,160,748
FDR at Trust Bank Ltd (FDR A/C : 30060)		71,826,605	67,163,936
FDR at Trust Bank Ltd (FDR A/C : 31694)		659,445	628,819
		<b>245,375,183</b>	<b>229,953,503</b>
The company has reserved as fixed deposit for an amount to Tk. 172.89 million & Tk. 71.83 million through Trust Bank Ltd. Another FDR of Tk. 0.659 million has lien to Banglalink Digital Communications Ltd for security deposit deposit against i-top up service through Q-cash network.			
<b>10.06 Prepayments</b>			
Insurance premium on assets		1,116,118	1,100,716
Google mail server software license fee		278,631	318,029
Oracle software license renewal fee		917,525	875,000
Commercial license charge (JIRA)		-	408,470
VMware license fee		1,339,331	2,104,667
VISA bureau card production		575,660	-
		<b>4,227,265</b>	<b>4,806,882</b>
<b>10.07 Deferred expenses</b>			
Bonus		9,310,954	8,088,579
KIOSK modification cost		1,158,091	2,171,420
IT maintenance & rollout		1,178,760	9,069,555
IT support		1,003,200	8,442,555
Software development		1,097,250	8,831,153
Integration with middleware software		877,799	9,102,615
Business process outsourcing		1,410,750	11,246,813
		<b>16,036,804</b>	<b>56,952,690</b>
<b>11.00 Cash and cash equivalents</b>			
Cash in hand		151,561	45,825
Cash at bank	11.01	131,116,181	44,873,988
Cash at Q-pay	11.02	2,533,048	1,545,050
		<b>133,800,790</b>	<b>46,464,863</b>
<b>11.01 Cash at bank</b>			
NRB Commercial Bank Ltd (CD A/C: 010133300000685)		1,025,710	287,381
Bank Asia Ltd (CD A/C : 00333006503)		2,133	2,932,514
BRAC Bank Ltd (CD A/C : 1501201589532001)		3,032,036	42,395
City Bank Ltd (CD A/C : 1102041731001)		1,063,055	2,105,800
Dutch Bangla Bank Ltd (CD A/C : 1161100002212)		3,747,097	94,306
Eastern Bank Ltd (CD A/C : 1011060011178)		8,553,036	3,889,596
Eastern Bank Ltd (STD A/C : 1011360210568)		32,553	32,411

	Notes	Amounts in Taka	
		30 June 2019	30 June 2018
Jamuna Bank Ltd (CD A/C : 00100210008907)		75,320,479	9,128,780
Janata Bank Ltd (CD A/C : 0888001013819)		1,883,596	867,724
National Bank Ltd (CD A/C : 099933143418)		457,582	425,919
NCC Bank Ltd (CD AC : 00500210003280)		61,684	12,626
Pubali Bank Ltd (CD A/C : 3677901016811)		13,098	13,098
Shahjalal Islami Bank Ltd (CD A/C : 400511100000281)		4,880	32,889
Sonali Bank Ltd (CD A/C : 0002633130481)		2,794,236	112,990
One Bank Ltd (CD A/C : 0121020003189)		14,376	15,929
Trust Bank Ltd (STD A/C : 0320000978)		3,854,787	3,327,767
United Commercial Bank Ltd (CD A/C : 0951101000004308)		81,758	415,721
Standard Chartered Bank (CD A/C : 01118353501)		1,820,759	16,406,398
EXIM Bank Ltd (CD A/C : 03911100100275)		115,271	784,455
IFIC Bank Ltd, (CD A/C : 1203522605001)		1,653,424	1,011,323
Mutual Trust Bank Ltd (CD A/C : 00460210004114)		278,432	34,012
Midland Bank Ltd (CD A/C : 00021050002804)		900,274	536,965
Farmers Bank Ltd (CD A/C : 0111100082151)		-	8,199
Dhaka Bank Ltd (CD A/C : 02181000005561)		186,478	51,026
Jamuna Bank Ltd (SND A/C : 00100320001009)		14,516,124	1,022,605
Trust Bank Ltd (CD A/C : 0210001210)		7,185,795	194,802
ICB Islami Bank Ltd (CD A/C : 1002400011916)		94,393	893,290
Shimanto Bank Ltd (CD A/C : 1001241000525)		395,271	4,425
First Security Islami Bank Ltd (CD A/C : 011211100019765)		1,803,510	-
Bangladesh Commerce Bank Ltd (CD A/C : 00521001112)		28,830	-
Padma Bank Ltd (CD A/C : 0111100082151)		7,049	-
Trust Bank Ltd (IPO A/C)	11.01.01	188,475	188,642
		<b>131,116,181</b>	<b>44,873,988</b>
<b>11.01.01 Trust Bank Ltd (IPO A/C)</b>	<b>Currency</b>	<b>Taka</b>	<b>Taka</b>
Trust Bank Ltd, SND A/C	BDT	72,725	72,892
Trust Bank Ltd, FC A/C	USD	110,897	110,897
Trust Bank Ltd, FC A/C	EURO	4,853	4,853
		<b>188,475</b>	<b>188,642</b>
<b>11.02 Cash at Q-pay</b>			
Banglalink - i Top Up		712,026	503,810
Robi - Top Up		502,208	202,654
Teletalk - Telecharge		176,066	103,742
Grameenphone - Flexiload		804,314	638,322
Airtel - EasyLoad		338,434	96,522
		<b>2,533,048</b>	<b>1,545,050</b>
<b>12.00 Share capital</b>			
This is made up as follows:			
<b>Authorized:</b>			
175,000,000 Ordinary Shares of Tk.10/= each		1,750,000,000	1,750,000,000
25,000,000 Preference Shares of Tk.10/=each		250,000,000	250,000,000
		<b>2,000,000,000</b>	<b>2,000,000,000</b>
<b>Issued, subscribed and paid up:</b>			
Opening balance		1,040,520,000	1,000,500,000
Stock dividend (2017 - 18)		104,052,000	40,020,000
		<b>1,144,572,000</b>	<b>1,040,520,000</b>

The Board of Directors of the Company had been recommended 10% (BDT 1.00 per share) Stock (Bonus) dividend for the year ended 30 June 2018 at the Board meeting held on 25 October, 2018. Subsequently, the dividend had been approved by the shareholders at the Annual General Meeting of the Company held on 06 December 2018 and disbursed to the Shareholders accordingly.

Notes	Amounts in Taka	
	30 June 2019	30 June 2018

The position of shareholders as on 30 June 2019 is as follows:

Classification of investors

	30 June 2019			30 June 2018
	No. of Shareholders	No. of Shares	Ownership (%)	Ownership (%)
Sponsors/Promoters and Directors	4	58,467,903	51.09%	51.09%
Institute	138	30,159,590	26.35%	25.07%
General Public	2674	25,829,707	22.56%	23.84%
	<b>2816</b>	<b>114,457,200</b>	<b>100%</b>	<b>100%</b>

Distribution schedule of each class of equity security setting out the number of holders and percentage as on 30 June, 2019.

Shareholding range

	No. of Shareholders	Ownership (%)	No. of Shares
1-100	619	0.017%	19,618
101-500	578	0.137%	156,768
501-1000	491	0.317%	363,247
1001-5000	621	1.402%	1,604,847
5001-10000	171	1.146%	1,311,257
10001-20000	130	1.622%	1,856,335
20001-above	206	95.359%	109,145,128
	<b>2816</b>	<b>100%</b>	<b>114,457,200</b>

#### 13.00 Share premium

Share premium from issue of 17,929,900 shares in 2011

294,578,430	294,578,430
<b>294,578,430</b>	<b>294,578,430</b>

#### 14.00 Retained earnings (Prior year balance restated)

This is arrived as follows:

Opening balance (Prior year balance restated)	14.01	130,662,677	81,573,772
Stock dividend (2017 - 18)		(104,052,000)	(40,020,000)
Cash dividend		-	(60,030,000)
Prior year adjustments	14.02	(123,743)	(964,303)
Transfer from revaluation reserve	Sch - A	9,703,582	10,422,643
Deferred tax on revaluation reserve	0	930,383	3,063,992
Profit/(Loss) during the year		179,944,694	136,616,573
		<b>217,065,593</b>	<b>130,662,677</b>

#### 14.01 Opening balance as at 01 July 2017 (Before Restatement)

<b>Adjustment of Advance income tax (AIT):</b>	14.01.01		
Up to 2008-09			(10,171,425)
2009-10			(5,964,904)
2010-11			(8,645,668)
			(24,781,997)
<b>Adjustment of VAT:</b>	14.01.02		
2016-17			(6,732,618)
			(6,732,618)
<b>Adjustment for short provision of income tax in prior years</b>	14.01.03		
2011-12			(4,250,682)
2012-13			(12,325,220)
2013-14			(15,547,757)
2014-15			(3,760,058)
2015-16			(7,244,627)
			(43,128,344)

	Notes	Amounts in Taka	
		30 June 2019	30 June 2018
<b>Adjustment of deferred tax liability:</b>	14.01.04		
Deferred tax liability before restatement			77,235,110
Deferred tax liability excluding revaluation reserve			(17,902,890)
Deferred tax liability on revaluation reserve			(5,033,416)
			54,298,804
<b>Opening balance as on 01 July 2017 (After Restatement)</b>			<b>81,573,772</b>
Details are given in Note 3.06			
14.01.01	In the earlier years tax deducted at source by various parties lapsed due to time bar. However, such TDS was not written off in earlier years. Now, retrospective restatement has been made for writing off those TDS.		
14.01.02	VAT amounting Tk. 7,474,791 (Tk. 6,732,618 up to 2016-17 and Tk. 742,173 in 2017-18) was shown as revenue, with corresponding increase in receivable. Subsequently, deducted VAT during payment by the service receivable parties shown as VAT deducted at source, which is an error. Now it has been adjusted.		
14.01.03	During the year 2018-19 adjustment for final settlement of income tax was done for the income years 2011-12, 2012-13, 2013-14, 2014-15 and 2015-16. Provision for income tax was made lower than the actual for those income years for which retrospective adjustment has been made as per IAS 8. Detail disclosure has been made in Note 3.06.		
14.01.04	The amortization and depreciation on the portion of tangible and intangible assets used for information technology enabled services had been considered while calculating the deferred tax in previous years. Moreover, revaluation reserve was considered while calculating the tax base. Retrospective restatement has been made in this regard.		
<b>14.02</b>	<b>Prior year adjustment</b>		
	Under provision against LC	14.02.01	(123,743)
	Over provision against UPS		-
	Adjustment of profit from sale of vehicle		(2)
	Value Added Tax	14.01.02	-
			<b>(123,743)</b>
			<b>(964,303)</b>
14.02.01	Under provision against LC#10018 for 118 units of ATM software has been adjusted.		
<b>15.00</b>	<b>Revaluation reserve</b>		
	Opening balance		215,765,163
	Addition during the year		-
			215,765,163
	Less: Transfer to retained earnings	Sch - A	9,703,582
			<b>206,061,581</b>
			<b>215,765,163</b>
	Revaluation reserve Tk. 9,703,582 (difference between depreciation based on the revalued carrying amount of the assets and depreciation based on the assets' original cost) had been transferred directly to retained earnings.		
<b>16.00</b>	<b>Deferred tax liability (Prior year balance restated)</b>	16.01	
	<b>Deferred tax liability excluding revaluation reserve</b>		
	Net book value		39,931,941
	Tax base net book value		17,284,222
	Taxable temporary difference		22,647,719
	Applicable tax rate		25%
	Deferred tax liability, closing (A)	(a)	5,661,929
	Deferred tax liability, opening (Before Restatement)		86,884,109
	Net adjustment	16.01 (C)	77,824,194
	Deferred tax liability, opening (After Restatement) (B)	16.01 (B)	9,059,915
	Deferred tax income (A-B)		(3,397,986)
	Deferred tax liability on revaluation reserve		
	Net book value		4,156,164
	Tax base net book value		-
	Taxable temporary difference		4,156,164
	Applicable tax rate		25%
			7,877,696
			-
			7,877,696
			25%



	Notes	Amounts in Taka	
		30 June 2019	30 June 2018
<b>Deferred tax liability, closing (A)</b>	(b)	1,039,041	1,969,424
Deferred tax liability, opening (Before Restatement)		-	-
Net adjustment	16.01 (Z)	1,969,424	5,033,416
Deferred tax liability, opening (After Restatement) (B)	16.01 (Y)	1,969,424	5,033,416
Deferred tax, transfer to retained earnings (A-B)		930,383	3,063,992
(a + b)		<b>6,700,970</b>	<b>11,029,339</b>
16.01	During the year 2016-17 and 2017-18 the Company erroneously considered revaluation reserve as cost in the case of calculation of deferred tax on PPE, 6-month depreciation on the addition of PPE instead of whole year in the case of calculation tax base and deferred tax on non ITES related assets. Now the error has been restated following the provisions of IAS-8. The detail calculation for the adjustment of the opening balance is shown below-		
	<b>Deferred tax liability excluding revaluation reserve</b>		
Deferred tax liability, Opening (Before Restatement) (A)		86,884,109	77,235,110
Net book value of property, plant and equipment other than ITES excluding revaluation reserve		66,403,405	136,636,315
Net book value of tax base other than ITES excluding revaluation reserve		30,163,743	65,024,753
Taxable temporary difference		36,239,662	71,611,562
Applicable tax rate		25%	25%
Deferred tax liability, Opening (After Restatement) (B)		9,059,915	17,902,891
Net Adjustment C=(A-B)		77,824,194	59,332,219
	<b>Deferred tax liability on revaluation reserve</b>		
Deferred tax liability, Opening (Before Restatement) (X)		-	-
Net book value of revaluation reserve other than ITES		7,877,696	20,133,664
Net book value of tax base other than ITES		-	-
Taxable temporary difference		7,877,696	20,133,664
Applicable tax rate		25%	25%
Deferred tax liability, Opening (After Restatement) (Y)		1,969,424	5,033,416
Net Adjustment Z=(X-Y)		(1,969,424)	(5,033,416)
	Total Adjustment required for the prior year restatement with retained earnings		(54,298,804)
17.00	<b>Lease finance, net of current portion</b>		
Dhaka Bank Ltd		1,438,738	2,337,436
Jamuna Bank Ltd		1,620,860	2,316,234
		<b>3,059,598</b>	<b>4,653,670</b>
	The company has availed lease finance amounting to Tk. 4,288,000/= from Dhaka Bank Limited, Baridhara branch against two no's Toyota Probox car & two no's Toyota TownAce Van and Tk. 2,976,000/= from Jamuna Bank Limited, Gulshan branch against two no's Toyota Axio car.		
18.00	<b>ITC-QOOL ATM project</b>		
QOOL Bangladesh Ltd		12,075,000	20,475,000
		<b>12,075,000</b>	<b>20,475,000</b>
	QOOL Bangladesh Ltd has financed to ITCL against ITC-QOOL ATM project for Agrani Bank Ltd towards supply of 50 units ATM considering profit sharing of the project.		
19.00	<b>Trade payables</b>		
Payable against supplier	19.01	19,924,104	33,589,253
Payable for others	19.02	4,951,447	4,876,588
		24,875,551	38,465,841
19.01	<b>Payable against supplier</b>		
Link 3 Technologies Ltd		315,000	345,000
Metronet (BD) Ltd		50,400	79,350





	Notes	Amounts in Taka	
		30 June 2019	30 June 2018
<b>23.00 Other liabilities</b>			
Unearned revenue	23.01	234,909,188	110,789,105
Provision for WPPF & WF	23.02	9,516,195	7,060,741
Dividend payable	23.03	772,050	775,415
		<b>245,197,433</b>	<b>118,625,261</b>
<b>23.01 Unearned revenue</b>			
Unearned revenue against ATM		95,000	1,295,000
Unearned revenue against KIOSK		475,000	-
Unearned revenue against POS		111,493,334	40,885,715
Unearned service revenue		-	2,359,500
Unearned switching software revenue		115,845,854	19,846,890
Unearned revenue against biometric device		-	252,000
Unearned revenue against NFC chip card		-	39,150,000
Unearned revenue against POS roll		7,000,000	7,000,000
		<b>234,909,188</b>	<b>110,789,105</b>
<b>23.02 Provision for WPPF &amp; WF.</b>			
Opening balance		7,060,741	6,237,220
Add: Current year provision		9,516,195	7,060,741
		16,576,936	13,297,961
Less: Paid during the year		(7,060,741)	(6,237,220)
		<b>9,516,195</b>	<b>7,060,741</b>
<b>23.03 Dividend payable</b>			
Unclaimed dividend		4,694	2,245
Unclaimed cash dividend		767,356	773,170
		<b>772,050</b>	<b>775,415</b>
The Company has made payment fractional dividend (from stock dividend) amount and cash dividend to the respective shareholders' individual Bank A/C through BEFTN, but the mentioned dividend amounts has returned. Though the Company has issued cheques/dividend warrants to the recipients, which were not presented before the related banks till 30 June 2019. These amounts are deposited in a bank account and are payable on demand.			
<b>24.00 Current portion of long term loan</b>			
Dhaka Bank Ltd - Lease finance		909,671	801,445
Jamuna Bank Ltd - Lease finance		708,633	628,877
Jamuna Bank Ltd - Term loan		-	11,087,441
		<b>1,618,304</b>	<b>12,517,763</b>
<b>25.00 Provision for income tax (Prior year balance restated)</b>			
Opening balance (Prior year balance restated)	25.01	78,054,668	64,733,620
Add: Current year provision		13,777,198	13,441,222
		91,831,866	78,174,842
Less: Adjustments:			
Advance income tax (AIT)	25.02	(54,238,161)	-
Income tax paid		-	(120,174)
		(54,238,161)	(120,174)
		<b>37,593,705</b>	<b>78,054,668</b>
25.01	During the year 2018-19 adjustment for final settlement of income tax was done for the income years 2011-12, 2012-13, 2013-14, 2014-15 and 2015-16. Provision for income tax was made lower than the actual for those income years for which retrospective adjustment has been made as per IAS 8. Details are given below:		
	<b>Opening balance as on 01 July 2017 (Before restatement)</b>		<b>21,605,276</b>
	Adjustments:		
	Add: Income tax provision shortfall		
	2011-12		4,250,682
	2012-13		12,325,220
	2013-14		15,547,757
	2014-15		3,760,058
	2015-16		7,244,627
			43,128,344
	<b>Opening balance as on 01 July 2017 (After restatement)</b>		<b>64,733,620</b>

	Notes	Amounts in Taka		
		2018-2019	2017-2018	
25.02	<b>Advance income tax (AIT)</b>			
	2011-12	(4,055,708)	-	
	2012-13	(12,173,588)	-	
	2013-14	(16,117,379)	-	
	2014-15	(4,794,351)	-	
	2015-16	(17,097,135)	-	
		<b>(54,238,161)</b>	<b>-</b>	
	Details are given in Note 3.06			
26.00	<b>Revenue</b>			
	Q-cash transaction processing charge	26.01	463,867,820	308,582,558
	Service & maintenance charge	26.02	315,209,103	290,265,394
	Sales revenue	26.03	146,353,837	203,744,116
			<b>925,430,760</b>	<b>802,592,068</b>
26.01	<b>Q-cash transaction processing charge</b>			
	ATM software support & maintenance		61,009,056	60,067,225
	E-traffic prosecution & fine payment system		-	1,510,500
	Development of e-challan management system		1,204,803	1,769,847
	Contactless middleware card management software		10,813,944	-
	NPS software support & maintenance		21,067,738	-
	Development of NID enabled payment system		9,017,143	4,508,572
			<b>103,112,684</b>	<b>67,856,144</b>
	<b>Card charge</b>			
	Card annual charge (Customer data management software service)		127,324,128	56,149,831
	Card renewal charge (Customer data management software maintenance)		92,122,745	75,422,965
			<b>219,446,873</b>	<b>131,572,796</b>
	<b>Connectivity charge</b>			
	Link connectivity charge		260,868	255,000
	VISA connectivity charge		19,303,727	17,199,923
			<b>19,564,595</b>	<b>17,454,923</b>
	<b>Transaction charge</b>			
	ATM transaction charge		51,325,107	40,209,573
	Q pay transaction charge		1,214,402	1,147,712
	POS transaction charge		49,546,137	36,236,249
	SMS management charge		995,000	1,001,850
	SMS service charge		14,770,050	9,958,102
	Card cheque transaction charge		1,376,940	1,029,900
	Fund transfer transaction charge		256,130	101,160
	Insurance premium transaction charge		2,207,220	2,014,149
	Data SIM transaction charge		37,260	-
	E-challan NBR tax		310	-
			<b>121,728,556</b>	<b>91,698,695</b>
	<b>E-commerce transaction charge</b>			
	E-challan VISA & MC transaction charge		8,406	-
	Topup VISA & MC transaction charge		6,706	-
			15,112	-
			<b>463,867,820</b>	<b>308,582,558</b>
26.02	<b>Service &amp; maintenance charge</b>			
	ATM software servicing & maintenance charge		147,788,790	139,652,788
	KIOSK software servicing & maintenance charge		8,220,453	7,461,571
	POS software servicing & maintenance charge		9,894,597	10,660,250
	ATM carrying & labour charge		55,000	420,222
	Tranzware retail re-installation charge		701,100	604,500

	Notes	Amounts in Taka	
		2018-2019	2017-2018
	ATM booth construction charge	-	4,250,000
	ATM booth servicing & maintenance charge	5,487,264	7,422,586
	Switching software service charge	126,423,020	109,411,422
	Windows migration charge	-	947,177
	UPS servicing & maintenance charge	8,130,436	7,127,379
	KIOSK modification charge	1,314,286	-
	Agent banking software service charge	2,857,143	-
	VbV certified ACS service charge	200,000	-
	PCI DSS security compliance charge	950,000	187,329
	Biometric finger vein service charge	857,400	496,600
	NCR ATM switching software service charge	1,186,400	770,400
	Income tax fair charge	914,379	853,170
	OTP service charge	228,835	-
		<b>315,209,103</b>	<b>290,265,394</b>
<b>26.03</b>	<b>Sales revenue</b>		
	Sales of ATM	2,656,522	83,020,002
	Sales of POS	141,949,315	16,413,619
	Sales of Biometric device	-	95,272,399
	Sales of anti-skimming device	1,748,000	9,038,096
		<b>146,353,837</b>	<b>203,744,116</b>
<b>27.00</b>	<b>Cost of services &amp; sales</b>		
	Cost of services	27.01 376,267,427	321,581,362
	Cost of sales	27.02 130,888,847	121,198,305
		<b>507,156,274</b>	<b>442,779,667</b>
<b>27.01</b>	<b>Cost of services</b>		
	Salary & allowance	151,505,127	131,580,937
	Computer components expenses	356,600	436,175
	ATM carrying & labour charge	1,986,525	3,476,550
	ATM link connectivity charge	3,624,943	3,838,535
	ATM software servicing & maintenance	8,615,014	8,701,546
	Verisign secure site pro with EV	-	119,653
	Windows migration charge	-	2,490,732
	Card printer repairs & maintenance	919,370	1,613,080
	KIOSK software servicing & maintenance	4,237,410	952,547
	KIOSK modification cost	910,778	-
	Mobile Van ATM servicing & maintenance	360,540	-
	Networking materials cost	107,180	50,000
	POS software servicing & maintenance expenses	1,515,965	473,562
	Data SIM bill expenses	1,477,989	2,971,297
	Post office project expenses	341,326	296,480
	Ribbon for card printer	2,932,309	2,856,290
	SMS service charge	8,553,831	6,592,664
	Call center service charge	205,276	204,296
	ATM spare parts	1,031,044	4,885,078
	VISA connectivity expenses	5,677,099	5,951,463
	Short code allocation fee	296,700	124,200
	MFS customization & support fee	3,225,600	3,211,520
	Online UPS servicing & maintenance charge	12,006,313	1,463,205
	Grounding/Earthing service charge	169,235	482,948
	CryPTA stick subscription renewal fee	277,273	-
	ATM currency configuration software expenses	-	190,127
	Servicing & maintenance expenses for data center	742,151	340,425

	Notes	Amounts in Taka	
		2018-2019	2017-2018
		227,340	239,220
		3,863,794	-
		1,600,000	1,785,000
		422,888	884,972
		411,000	1,053,247
		-	78,375
		1,175,147	804,708
		213,547	199,284
		93,000	-
		-	76,210
		235,725	-
		1,595,606	1,588,927
		24,506,999	282,150
		5,860,625	2,612,500
		-	522,500
		2,100,000	3,135,000
		6,414,450	6,270,000
		1,726,990	1,674,000
		765,336	191,333
		1,948,270	1,449,788
			2,359,500 -
		2,482,474	-
		638,250	-
		531,875	-
		425,500	-
		2,704,625	-
		-	3,506,055
		-	3,422,880
	27.01.01	3,981,252	4,376,029
	27.01.02	41,124,932	35,496,398
	27.01.03	-	13,911,564
	27.01.04	3,788,242	1,146,515
		28,872,882	29,767,327
		25,121,580	23,804,070
		<b>376,267,427</b>	<b>321,581,362</b>
27.01.01	<b>ATM booth expenses</b>		
	Security guard salary		
	Servicing & maintenance expenses	3,981,252	2,927,029
		<b>3,981,252</b>	<b>4,376,029</b>
27.01.02	<b>POS implementation project for BPO</b>		
	IT maintenance & rollout expenses	7,890,795	1,741,618
	IT support expenses	7,439,355	9,771,137
	Software development expenses	7,733,903	9,721,059
	Integration with middleware software expenses	8,224,816	11,946,603
	Business process outsourcing expenses	9,836,063	2,315,981
		<b>41,124,932</b>	<b>35,496,398</b>
27.01.03	<b>Finger vein deployment project for postal e-shop</b>		
	IT maintenance & rollout expenses	-	2,194,500
	IT support expenses	-	2,194,500
	Business process outsourcing expenses	-	2,926,000
	E-shop implementation expenses	-	3,298,282
	Software customization expenses	-	3,298,282
		<b>-</b>	<b>13,911,564</b>

During this year BPO did not deploy finger vein for its portal-e-shop project.

	Notes	Amounts in Taka	
		2018-2019	2017-2018
27.01.04	<b>PCI DSS security compliance expenses</b>		
	Managed security services	2,100,000	-
	PCI DSS service	1,134,000	
Web application firewall		-	700,000
	PCI PIN security module	554,242	446,515
		<b>3,788,242</b>	<b>1,146,515</b>
27.02	<b>Cost of sales</b>		
	ATM	2,039,284	71,415,060
	Verifone POS	-	5,592,327
	SAND POS	127,172,692	8,596,225
	Biometric device	-	27,576,645
	Anti-skimming device	1,676,871	8,018,048
		<b>130,888,847</b>	<b>121,198,305</b>
28.00	<b>General &amp; administrative expenses</b>		
	Salary & allowance	38,026,519	36,656,858
	Office rent	27,928,071	25,699,558
	Office maintenance	3,165,885	2,218,232
	Utilities	8,775,603	7,628,242
	Insurance premium	164,149	211,359
	Insurance premium on assets	1,782,392	1,286,308
	Group life insurance premium	-	1,478,576
	Gas, fuel & lubricants - Vehicle	4,529,550	3,571,459
	Meeting attendance fee	54,000	54,000
	Car reimbursement expenses	3,037,300	1,340,820
	Conveyance expenses	688,218	1,415,122
	Entertainment expenses	2,918,852	3,869,333
	Entertainment for foreign guest	724,637	845,765
	Postage & courier	52,390	128,059
	Printing & stationery	2,352,053	1,812,504
	Training expenses	119,445	690,196
	Eid holiday allowance	799,600	906,800
	Internship allowance	12,667	16,833
	Security guard salary	4,025,442	3,448,933
	Computer spare parts	31,473	93,368
	Internet bill	572,078	664,298
	Legal & professional expenses	2,600,060	690,897
	Membership fee	199,609	-
	Mobile bill	5,964,844	6,091,800
	Newspaper bill	53,060	47,148
	Service charge	1,732,688	1,622,715
	Telephone bill	846,457	641,253
	Vehicle running expenses	2,024,217	1,478,360
	Festival expenses	60,000	425,000
	Books & periodicals	3,520	450
	Google mail server software license fee	1,153,940	975,506
	Internet security services	9,250	-
	Oracle software license renewal fee	1,530,375	1,543,750
	Antivirus software license fee	-	334,999
	Advertisement expenses	461,348	432,724
	AGM expenses	821,932	685,286
	Bonus share distribution expenses	70,391	-
	Depreciation expenses	6,560,196	6,288,516
		<b>123,852,211</b>	<b>115,295,027</b>





	Notes	Amounts in Taka	
		2018-2019	2017-2018
<b>32.00 Finance costs</b>			
Interest on long term loan		594,789	533,647
Interest on short term loan		50,111,724	47,196,402
Interest on lease		718,338	487,305
		<b>51,424,851</b>	<b>48,217,354</b>
<b>33.00 Finance income</b>			
Trust Bank Ltd, FDR A/C NO - 21516		12,323,700	10,028,013
Trust Bank Ltd, FDR A/C NO - 30060		5,122,995	3,899,586
Trust Bank Ltd, FDR A/C NO - 31694		34,585	34,405
Trust Bank Ltd, SND A/C NO - 01315		1,093	547
Jamuna Bank Ltd, SND A/C NO - 01009		26,300	67,116
Eastern Bank Ltd, SND A/C NO - 10568		973	700
NRB Commercial Bank Ltd, CD A/C NO - 00685		8,741	10,253
		<b>17,518,387</b>	<b>14,040,620</b>
<b>34.00 Contribution to WPPF &amp; WF</b>			
Contribution to WPPF & WF for current year		9,516,195	7,060,741
		<b>9,516,195</b>	<b>7,060,741</b>
<b>35.00 Current Tax</b>			
Current Tax		13,777,198	13,441,222
		<b>13,777,198</b>	<b>13,441,222</b>
<b>36.00 Deferred Tax Income (Prior year balance restated)</b>			
Deferred Tax Income	16.00	3,397,986	8,842,975
		<b>3,397,986</b>	<b>8,842,975</b>
The provision for deferred income tax is raised due to taxable temporary differences for this year.			
<b>37.00 Earnings per share (EPS)</b>			
Before restatement:			
Net profit after tax		179,944,694	118,124,599
Weighted average number of shares outstanding		114,457,200	104,052,000
		<b>1.57</b>	<b>1.14</b>
After restatement:			
Net profit after tax		179,944,694	136,616,573
Weighted average number of shares outstanding		114,457,200	114,457,200
		<b>1.57</b>	<b>1.19</b>
<b>38.00 Net Assets Value (NAV)</b>			
Before restatement:			
Share capital		1,144,572,000	1,040,520,000
Share premium		294,578,430	294,578,430
Retained earnings		217,065,593	130,193,039
Revaluation reserve		206,061,581	215,765,163
Total equity with revaluation reserve		1,862,277,604	1,681,056,632
Weighted average number of shares outstanding		114,457,200	104,052,000
		<b>16.27</b>	<b>16.16</b>

Retrospective restatement has been made in earnings per share due to the change in net profit after tax as a result of restatement and the increase in number of share as a result of declaration of bonus share as per 26 and 64 of IAS 33

The part of revenue especially Q-cash transaction processing charge and Service & maintenance charge has been increased significantly than the previous year. In addition, there is an impact incur in the EPS due to deferred Tax calculation (tax base). Subsequently the Earnings Per Share has been increased refers to the upward trend in this financial



Notes	Amounts in Taka	
	2018-2019	2017-2018
After restatement:		
Share capital	1,144,572,000	1,040,520,000
Share premium	294,578,430	294,578,430
Retained earnings	217,065,593	130,662,677
Revaluation reserve	206,061,581	215,765,163
Total equity with revaluation reserve	1,862,277,604	1,681,526,270
Weighted average number of shares outstanding	114,457,200	114,457,200
	<b>16.27</b>	<b>14.69</b>

Retrospective restatement has been made in net asset per share due to the restatement in retained earnings as described in note 14.00 and the increase in number of share as a result of declaration of bonus share as per 26 and 64 of IAS 33

### 39.00 Net Operating Cash Flows Per Share (NOCFPS)

Before restatement:		
Net cash provided by/(used in) operating activities	223,983,811	61,338,813
Weighted average number of shares outstanding	114,457,200	104,052,000
	<b>1.96</b>	<b>0.59</b>
After restatement:		
Net cash provided by/(used in) operating activities	223,983,811	64,649,216
Weighted average number of shares outstanding	114,457,200	114,457,200
	<b>1.96</b>	<b>0.56</b>

Retrospective restatement has been made in Net Operating Cash Flows Per Share due to the restatement in Net cash provided by/(used in) operating activities and the increase in number of share as a result of declaration of bonus share as per 26 and 64 of IAS 33

NOCFPS has increased during this year due to realization of bills receivables and received advance against POS sales showing in the note - 23.01 Unearned Revenue & decreased cash paid for operating activities from the previous year.

### 40.00 Reconciliation of cash flows from operating activities through indirect method

Net Profit/(Loss) before tax	190,323,906	141,214,820
Adjustments to reconcile profit before tax to net cash flows		
Depreciation	35,433,078	36,055,843
Amortization	25,121,580	23,804,070
Income tax paid as AIT	(20,798,655)	(22,198,849)
Income tax paid as per assessment	-	(120,174)
Interest income	(17,518,387)	(14,040,620)
Prior year adjustments	(123,743)	(964,303)
Sub total (a)	22,113,873	22,535,967
<b>Working capital adjustments:</b>		
Increase in inventories	(26,508,245)	(32,939,920)
Increase in accounts receivable	(41,048,935)	272,220
Increase in other receivable	(9,961,053)	-
Decrease in advance, deposit & prepayments	24,176,235	18,224,941
Decrease in trade payable	(15,160,255)	(2,462,516)
Decrease in payable for expenses	(46,527,252)	(7,834,688)
Increase in other liabilities	126,575,537	(74,361,608)
Sub total (b)	11,546,032	(99,101,571)
Total (a + b)	33,659,905	(76,565,604)
<b>Cash flows from operating activities</b>	<b>223,983,811</b>	<b>64,649,216</b>

**41.00 Related party transaction**

The company has entered transactions with other entities in normal course of business that fall within the definition of related party as per Bangladesh Accounting Standard: 24 "Related Party Disclosures". The related party transactions are as follows:

Name of the related parties	Transaction during the year	Relationship with the entity	Nature of transaction	Balance as at 30 June 2019	Balance as at 30 June 2018
	Taka			Taka	Taka
Trust Bank Ltd	39,833,388	Shareholder	sale of equipment & service	19,722,863	17,227,637
National Bank Ltd	11,635,101	Shareholder	sale of equipment & service	2,698,481	3,480,705
Mercantile Bank Ltd	29,926,348	Shareholder	sale of equipment & service	16,272,591	10,033,959
LankaBangla Finance Ltd	36,809,441	Shareholder	Q-cash transaction	30,610,049	6,803,596
QOOL Bangladesh Ltd	8,400,000	Shareholder	ITC-QOOL ATM project - Agrani Bank Ltd	12,075,000	20,475,000
Dr. Kazi Saifuddin Munir	7,440,000	Managing Director & Shareholder	Remuneration	-	470,000

Schedule - A  
Statement of Revaluation Reserve on Property, Plant & Equipment and Intangible Assets  
as at 30 June 2019

Particulars	As at 01 July 2018		Revaluation		As at 30 June 2019		Rate %	As at 01 July 2018		Depreciation/Amortization		As at 30 June 2019		Net book value As at 30 June 2019	
	Taka	Taka	Addition during the year	Disposal during the year	Taka	Taka		Taka	Taka	Charged during the year	Disposal during the year	Taka	Taka	Taka	Taka
<b>Property, Plant &amp; Equipment</b>															
ATM machinery	69,237,574	-	-	-	69,237,574	-	15%	50,370,992	2,829,987	-	-	53,200,979	16,036,595		
Card printer	7,334,892	-	-	-	7,334,892	-	15%	5,336,204	299,803	-	-	5,636,007	1,698,885		
Plant & machinery	9,917,246	-	-	-	9,917,246	-	15%	7,214,891	405,353	-	-	7,620,244	2,297,002		
POS terminal	13,199,873	-	-	-	13,199,873	-	15%	9,603,033	539,526	-	-	10,142,559	3,057,314		
<b>Sub total</b>	<b>99,689,585</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>99,689,585</b>	<b>-</b>	<b>--</b>	<b>72,525,120</b>	<b>4,074,669</b>	<b>-</b>	<b>-</b>	<b>76,599,789</b>	<b>23,089,796</b>		
<b>Intangible Assets</b>															
ATM software	6,242,650	-	-	-	6,242,650	-	2.5%	780,330	156,066	-	-	936,396	5,306,254		
POS software	4,186,345	-	-	-	4,186,345	-	5%	1,046,584	209,317	-	-	1,255,901	2,930,444		
Q cash retailer POS software	4,224,910	-	-	-	4,224,910	-	5%	1,056,230	211,246	-	-	1,267,476	2,957,434		
Software development	65,710,823	-	-	-	65,710,823	-	2.5%	8,213,854	1,642,771	-	-	9,856,625	55,854,198		
Switching software	136,380,534	-	-	-	136,380,534	-	2.5%	17,047,566	3,409,513	-	-	20,457,079	115,923,455		
<b>Sub total</b>	<b>216,745,262</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>216,745,262</b>	<b>-</b>	<b>--</b>	<b>28,144,564</b>	<b>5,628,913</b>	<b>-</b>	<b>-</b>	<b>33,773,477</b>	<b>182,971,785</b>		
<b>Grand total</b>	<b>316,434,847</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>316,434,847</b>	<b>-</b>	<b>--</b>	<b>100,669,684</b>	<b>9,703,582</b>	<b>-</b>	<b>-</b>	<b>110,373,266</b>	<b>206,061,581</b>		

as at 30 June 2018

Particulars	As at 01 July 2017		Revaluation		As at 30 June 2018		Rate %	As at 01 July 2017		Depreciation/Amortization		As at 30 June 2018		Net book value As at 30 June 2018	
	Taka	Taka	Addition during the year	Disposal during the year	Taka	Taka		Taka	Taka	Charged during the year	Disposal during the year	Taka	Taka	Taka	Taka
2017-18	316,434,847	-	-	-	316,434,847	-	--	90,247,041	10,422,643	-	-	100,669,684	215,765,163		

## **WE Mourn**

The untimely demise of ITC family Members.



Late Md. Hasan  
Implementation Engineer  
R & D Customization & Implementation Department



Late G.M. Zailur Rahman  
Field Service Engineer  
ATM & KIOSK Operations Department

**OUR** most sincere condolence to the bereaved families.  
May Allah grant them the strength to bear the  
unbearable loss!

# Snapshots









Information Technology Consultants Limited  
Evergreen Plaza, 260/B, Tejgoan Industrial Aria, Dhaka-1208

## PROXY FORM

I/We .....  
Of.....being a member of Information Technology Consultants Ltd.  
and entitled to vote, hereby appoint Mr./Mrs./Miss.....  
.....of as my/our proxy to  
attend and vote for me/us and on my/our behalf at the 19<sup>th</sup> Annual General Meeting (AGM) of the Company  
to be held on Thursday, December 05, 2019 at 10:30 a.m. at Raowa Convention Hall-2 (Anchor Hall), VIP  
Road, Mohakhali, Dhaka- 1206 or at any adjournment there of or at any ballot to be taken in consequence  
hereof.

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

Revenue Stamp 20.00
---------------------------

\_\_\_\_\_  
Signature of proxy

Dated.....2019

BO A/C No. 

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**No. of Shares:**

**Note:**

- 1) This Form of Proxy, duly completed and signed must be deposited at least 48 hours before the meeting at the Company's registered office. Proxy is invalid if not signed and stamped as explained above.
- 2) Signature of the Shareholder must be in accordance with Specimen Signature recorded with the Company.



Information Technology Consultants Limited  
Evergreen Plaza, 260/B, Tejgoan Industrial Aria, Dhaka-1208

## ATTENDANCE SLIP

I do hereby record my/our attendance at the 19<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Thursday, December 05, 2019, at 10:30 a.m. at Raowa Convention Hall-2 (Anchor Hall), VIP Road, Mohakhali, Dhaka- 1206.

Name of the Member/Proxy \_\_\_\_\_

BO ID: 

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Signature.....

Date.....

**N.B.:** Shareholder attendance Meeting in person or by Proxy are requested to complete the attendance Slip and deposit same at the entrance of the meeting.

## Information Technology Consultants Limited

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