



IT Consultants PLC. win the 'Gold Award' in the Information and Communication Technology Category The 11th ICSB National Award 2023 for Corporate Governance Excellence

IT Consultants PLC.













the demise of Mr. Lim Kia Hong

Chairman & CEO
SIS International Holdings Limited
& Nominated Director of IT Consultants PLC.

11/01/1957 - 12/08/ 2024



# **Inside Focus**

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# TO THE PATRONS & STAKEHOLDERS



### To the Patrons & Stakeholders

Date: November 18, 2024

The Shareholders

Bangladesh Bank

Bangladesh Securities and Exchange Commission

Registrar of Joint Stock Companies & Firms

Dhaka Stock Exchange PLC.

Chittagong Stock Exchange PLC.

Financial Reporting Council of Bangladesh

Professional Institutes (ICAB, ICSB, ICMAB etc.)

Other Stakeholders

Subject: Annual Report for the year ended June 30, 2024

Dear Sir(s),

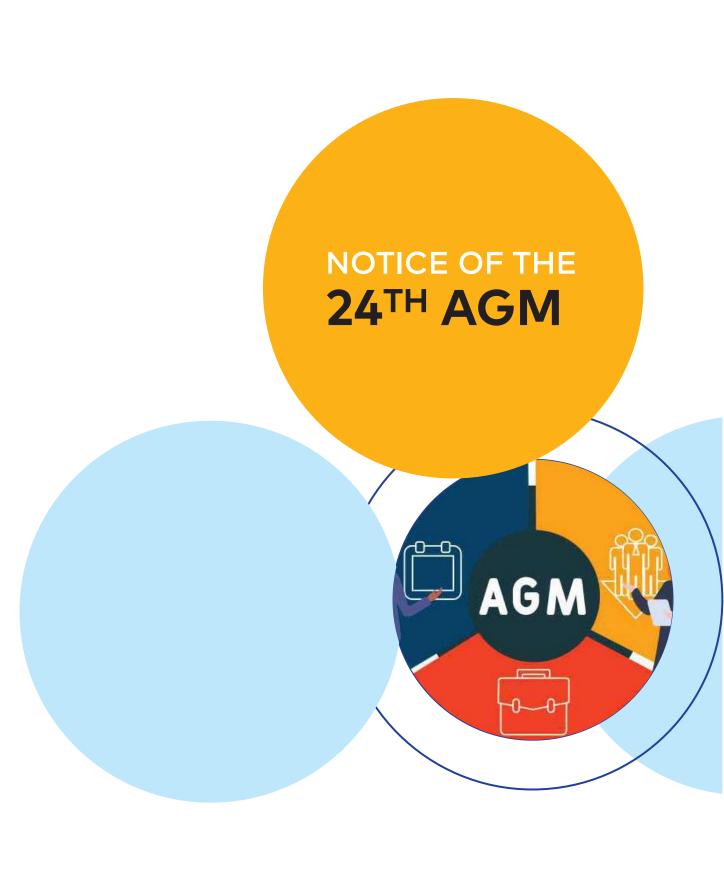
Enclosed herewith, please find a copy of the Annual Report 2023-2024 containing Directors' Report and Auditor's Report together with the Audited Financial Statements for the year ended June 30, 2024 with notes therein of IT Consultants PLC. for your kind information and record.

The Report is also available in the Company Website at : www.itcbd.com

Thanking you,

Sincerely Yours,

Anindya Sarkar FCS Company Secretary



# Notice of the 24th Annual General Meeting

#### (Hybrid and Virtual AGM through Digital Platform) (link: http://itc24thagm.digitalagmbd.net)

Notice is hereby given to all members of IT Consultants PLC. ("the Company") that the 24<sup>th</sup> Annual General Meeting (AGM) of the Company will be held on Tuesday, December 10, 2024, at 10:30 a.m. through Hybrid System in combination of both online (virtual/digital platform link https://itc24thagm.digitalagmbd.net) and physical presence at RAOWA Complex, 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, 2024 together with the Report of Directors' and Auditors' thereon.

Agenda-2: To declare dividend for the year ended June 30, 2024.

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

Agenda-4: To appoint Statutory Auditors for the year 2024-2025 and fix their remuneration.

Agenda-5: To appoint Compliance Auditor as per CG Code-2018 for the year 2024-2025 and fix their

remuneration.

By order of the Board

Anindya Sarkar FCS Company Secretary

Dated: Dhaka November 18, 2024

#### Notes:

- 1. The Record Date of the Company is November 14, 2024 and the Shareholders with names in the Register of Members or in the Depository Register on the Record Date will be eligible to join the virtual meeting and qualify for dividend.
- 2. A member entitled to attend and vote in the General Meeting is also entitled to appoint a proxy to join the meeting and vote on his/her behalf. The proxy form duly completed, must be affixed with a revenue stamp of TK. 100/- and to be deposited at the Registered Office of the Company not later than 48 hours before the meeting.
- 3. Pursuant to the BSEC notification, the soft copy of the Annual Report 2023-24 is being sent to the e-mail addresses of the shareholders available in the BO account maintained with the Depository. The Annual Report 2023-24 is also available in the Website of the Company at www.itcbd.com

# VISION MISSION STRATEGIC OBJECTIVES COMPANY PROFILE



#### **Vision**

Establishing Digital Infrastructure and Capabilities for Financial Services and Payment Frameworks.

#### **Mission**

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

#### **Corporate Objectives:**

IT Consultants PLC. (ITC) concentrates in integrating electronic payment solutions & banking automation with the ongoing socio-economic advancement of Bangladesh in its thrust for rapid digitalization. ITC has been instrumental in generating mass digital awareness through banking sector creating financial inclusions and attachments for the unbanked population. ITC has also contributed greatly in assisting Government organizations in implementing their automation strategies.

#### Strategic Focus

- · To continuously improve internal process for attaining efficiencies
- · Improve system accuracy and responsiveness
- · Ensure improvement of organizational structure
- · Ensure Improving performance measurement and reporting capability
- · Reduce administrative overhead
- · Improve financial and supervisory control systems, and audit capabilities

#### **Business Focus**

- · Increase attention to service quality
- · Implement innovative changes faster
- · Increase and attain client loyalty
- Extend market presence and maximize market share
- · Improve initiatives in marketing, advertising and public relations
- · Achieve and maintain fast and prompt client attention
- · Increase regulatory contacts and compliances

#### **People Focus**

- To engage, develop and maintain the right people at 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 inclusive knowledge development

Our Core Values	Our Core Strengths	Our Core Competencies
Integrity	Professionally Sound and competent Board of Directors	Knowledge
Transparency	Strong Capital Base	<ul> <li>Experience and Expertise</li> </ul>
Professionalism & Excellence	Transparent and Quick     Decision Making	Fairness and Objectivity
Continuous Client Focus	Efficient Team of Performers	<ul> <li>Pursuit of Sustainable Growth Strategies</li> </ul>
Respect	Optimizing Clients Satisfaction	Reliability
• Fairness	Foolproof Internal Control	Market Adaptabilities
Harmony	Professionally capable & highly experienced Management	Knowing in advance before competitors
Team Spirit	Unique Corporate Culture	Relentless up-gradation initiatives
Courtesy	Sound Policy	
Commitment	Prompt Backup Service	
Compliance with laws		
Business Ethics		
Open Communication		

#### **Company Outlines**

Established in 2000, IT Consultants PLC. has since transformed to become a local leader for Information Technology and payment service automation in the rapidly changing arena of Electronic Payment Transaction Processing Systems. ITC is one of the PSO (Payment System Operator) licensed by Bangladesh Bank to provide end-to-end electronic payment services for banks, government organizations, retailers, billers and financial institutions. ITC currently serves 36 banks, with its network named 'Q-Cash' which is a popular brand-name in Banking and Payment sector Industry.

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 Dhaka Metropolitan Police (DMP) Chattogram Metropolitan Police(CMP) and many other Metropolitan Polices for their E-Prosecution system.

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

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

# LEADERSHIP BOARD OF DIRECTORS



#### **Governance & Leadership**

#### **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 Ee Ray 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 Mr. Lim Yi, Alex Nominated Director of Regent Pacific Limited

8 Mr. Md. Kamal Uddin FCA Independent Director

9 Mr. Dasgupta Asim Kumar Independent Director

#### **Board Committees:**

#### **Audit Committee (AC)**

Mr. Md. Kamal Uddin FCA, Independent Director - Chairman

Mr. Salahuddin Alamgir, Vice Chairman - Member

Mr. Dasgupta Asim Kumar, Independent Director - Member

Mr. Anindya Sarkar FCS, Company Secretary - Secretary

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

Mr. Dasgupta Asim Kumar, Independent Director - Chairman

Mr. Lim Kiah Meng, Chairman - Member

Mr. Md. Kamal Uddin FCA, Independent Director - Member

Mr. Anindya Sarkar FCS, 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 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 was born in a respectable Muslim family in Tangail. He is a BMA Graduate and one of the most promising Entrepreneurs and committed Business Personalities. He is the Chairman & CEO of Labib Group which is involved in various Businesses in Bangladesh like RMG, Spinning, Dyeing, Electronics, IT, Banking, Leasing, Agro, etc. and he has been running all his Business Concerns with a good reputation, honest credibility and satisfactory turnover for last 24 years.

And based on his excellent Business Records and significant contribution to the Commerce, Industry & Economy of Bangladesh, Mr. Salahuddin Alamgir has been awarded different National & International Recognitions like '20th BATEXPO AWARD-2009', 'NOKIA BEST DISTRIBUTION AWARD-2009', '21st BATEXPO AWARD-2010', 'NATIONAL EXPORT TROPHY (IN SEVERAL TIMES)', 'MERCANTILE BANK HONOUR-2017 AS INDUSTRIALIST', 'SAMSUNG APPRECIATION TROPHY-2019', 'BANGLADESH BEST EMPLOYER BRAND AWARD-2019', 'SOUTH ASIAN BUSINESS EXCELLENCE AWARD-2019', 'BEST PERFORMANCE AWARD-2019' etc.

Even being a Credible and Committed Business Professional, Mr. Salahuddin Alamgir is elected, nominated and associated with different Associations & Institutions and besides his respective Businesses, Mr. Salahuddin Alamgir is involved in various Social Works & Activities. He is the former Vice-President of FBCCI and running President of BDYEA.



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

Dr. Kazi Saifuddin Munir has over 33 year's of professional experience in research, project development and implementation. He obtained his Master's 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 Robot Technology (Soft 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 only the founder, but the main architect of the company. Since inception of the organization he has been the main architect in the helms of affairs as its Managing Director & CEO and also holds a sizeable equity stakes in the Company.



Mr. Lim Ee Ray
Nominated Director of SiS Capital (Bangladesh) Pte Limited.

Mr. Lim Ee Ray, is a Singapore national and holds a Double Bachelor's Degree in Chemical Engineering and Business Administration from the National University of Singapore. Mr. Lim is an executive director of SiS International Holdings Limited which is listed on The 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 exposure in the information technology industry with additional 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 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.



Mr. Lim Yi, Alex
Nominated Director of Regent Pacific Limited

Mr. Lim Yi, Alex, is a Singapore national and holds Master's degree in International Business and Management from the University of Westminster, London. Mr. Lim is an executive director of SiS International Holdings Limited which is listed on The Hong Kong Stock Exchange.



Mr. Md. Kamal Uddin FCA Independent Director

Mr. Md Kamal Uddin FCA was born at Chittagong in the year 1948 in a respected Muslim family. He obtained bachelor of Commerce degree (B. Com) from Dhaka University in 1967. He Articled with S. F. Ahmed & Co, Chartered Accountants for Chartered Accountancy. He qualified as a chartered Accountant in the year 1978 (ACA) and became fellow Member (FCA) of the Institute of chartered Accountants of Bangladesh (ICAB) in the year 1986; Mr. Md. Kamal Uddin has vast experience in the field of accounting and finance. He started his career as audit manager of Toha Anwar Rouf & Co, Chartered Accountants, Chittagong in the year 1976 and continued till 1979;

After that Mr. Md. Kamal Uddin FCA has joined Bangladesh Jute Mills Corporation (BJMC) as Deputy General Manager (DGM) and worked in the Head Office & in Industrial Units of the Corporation for more than 28 years in different positions in the field of accounts, Audits, Costs, Budget and finance. In his long career of services, he served as CFO in UMC Jute Mills, Amin Jute Mills Ltd, Adamjee Jute Mills Ltd & in Head Office in different senior management positions from May 1979 to 2005. He retired from Corporation's regular service in march 2005 as a Director Finance and then he served in the same position under a contract with Government of Bangladesh (GOB) two terms till end of 2006; From January 2007 he started professional practice as "Public Accountant" or as a partner of Toha Khan Zaman & Co, Chartered Accountants, an Audit Firm and continued as of now.



Mr. Dasgupta Asim Kumar Independent Director

Dasgupta Asim Kumar is a Bangladeshi National by birth. Mr. Dasgupta completed his Masters and MBA Degrees from Dhaka University and opted for central banking career. He joined Bangladesh Bank in 1981 as Class One Officer and after passing a long successful career, retired from Bangladesh Bank as Executive Director in 2014. During the tenure he had been assigned various important tasks like modernization of Bangladesh Clearing and Settlement Systems by establishing Bangladesh Automated Check Processing System (BACPS), Electronic Fund Transfer Network (EFTN) and Real Time Gross Settlement (RTGS). He had significant contribution in preparing Guidelines and Regulations for Mobile Financial Services (MFS), Agent Banking, Bangladesh Payment and Settlement Systems Regulations (BPSSR) 2014 and introducing those services in Bangladesh. Mr. Dasgupta represented Bangladesh Bank as a member of SAARC Payment Council during 2010 to 2014. He had significant contribution to establish Bangladesh Taka Jadughar (Currency Museum) as the member secretary of the implementation committee. He travelled widely home and abroad with important official assignments ranging from combating money laundering and terrorist financing to modernization of country's payment and settlement systems. After retying from Bangladesh Bank he joined bKash, the largest MFS provider in Bangladesh as its Advisor in 2014 and continued till 2020.



# Corporate Highlights

□ Company Name : IT Consultants PLC.

□ 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

: Public Limited Company listed with DSE & CSE □ Legal Status

: Tk. 2,000,000,000/-Authorized Share Capital

□ Paid-up Share Capital : Tk. 1,285,926,640/-

□ Number of Shareholders : 5,657

☐ Line of Business : The business of the company includes online Switching Solutions

> Software Development and Service Provider of Q-Cash member banks shared ATM network, POS and Q-Cash transactions

processing.

: M/s. Hussain Farhad & Co., Chartered Accountants Statutory Auditors

□ Compliance Auditor : M/s. Al-Muqtadir Associates, Chartered Secretaries

□ Independent Scrutinizer : M/s. SA Rashid & Associates, Chartered Secretaries

□ Legal Adviser : Tanjib Alam & Associates

: Mr. Anindya Sarkar FCS □ Company Secretary

■ Number of Employees : 346

# ITC CHRONICLES & MILESTONES



### ITC Chronicles & 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 Cumilla District Police E-Traffic Prosecution system : December, 2017 Apicta Awards (Global ICT Award) Runner up : December, 2017 ❖ Bronze Award' in the IT and Telecom category at the 7<sup>th</sup> ICSB National : January 23, 2021 Award for Corporate Governance Excellence for the year 2019 Silver Award' in the Trading and Assembly category at the ICMAB Best : February 25, 2021 Corporate Award for the year 2019 Prestigious President's Industrial Development Award 2019 in High-Tech category : November 04, 2021 Dr. Kazi Saifuddin Munir, MD and CEO of the company received The Daily Star ICT : October 13, 2023 Business Person of the Year - 2022 Award ❖ Bronze Award' in the ICT category at the 10<sup>th</sup> ICSB National : October 14, 2023 Award for Corporate Governance Excellence for the year 2022 ❖ Bronze Award' in the IT and Telecommunication category at the ICMAB Best : November 07, 2023 Corporate Award for the year 2022 Awarded "AA2 and ST-2" rating by CRAB : December 20, 2023 ❖ Gold Award' in the IT and Telecom category at the 11th ICSB National : October 05, 2024 Award for Corporate Governance Excellence for the year 2023



# COMPANY AT A GLANCE

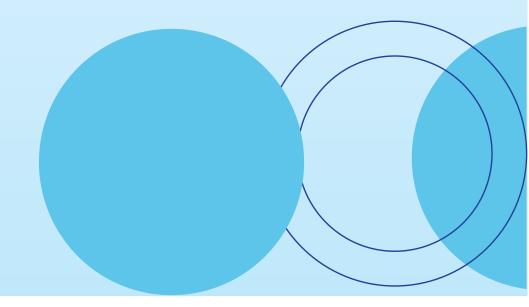
# Company at a Glance

#### IT Consultants PLC. (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 in Bangladesh, known as 'Q-Cash'.
- 36 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 Union Pay International Network.
- Provides more than 11,000 ATMs access for Q-Cash member banks.
- Provides the access for more than 60,000 POS all over Bangladesh.
- The total paid up capital is BDT 1,285,926,640.
- ITC has been awarded Payment Card Industry Data Security Standards (PCI DSS) certification; the first organization in Bangladesh to receive this highest standard data security certification which is mandatory for Card and Electronic Payment industry business.
- 346 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 being managed by ITC.
- Technology partner of 'Blaze' inward remittance platform (Bangladesh's first instant, 24×7, 365 days cross-border payment network)to provide any bank account/MFS deposit service in less than five seconds which is established in partnership with HomePay LLC and Sonali Bank Limited
- 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 some other major districts.
- Converted as public limited company in 2008.
- 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.

- 'Bronze Award' in the IT and Telecom category in the 7th ICSB National Award for Corporate Governance Excellence for the year 2019.
- 'Silver Award' in the Trading and Assembly category in the ICMAB Best Corporate Award for the year 2019.
- Prestigious President's Industrial Development Award 2019 in High-Tech category, declared in June 2021 and Awarded on November 04, 2021.
- Dr. Kazi Saifuddin Munir, MD and CEO of the company received The Daily Star ICT Business Person of the Year - 2022 Award.
- Bronze Award' in the ICT category at the 10<sup>th</sup> ICSB National Award for Corporate Governance Excellence for the year 2022.
- Bronze Award' in the IT and Telecommunication category at the ICMAB Best Corporate Award for the year
- 'Gold Award' in the ICT category in the 11th ICSB National Award for Corporate Governance Excellence for the year 2023.





# **Products and Services**

Transaction Processing and Maintenance Services	Sales and Support Services
<ul> <li>Transaction Switching with automated settlement and reconciliation (Real time)</li> </ul>	■ POS machine
■ ATM & POS Transaction Processing	■ POS application
Online Payment Gateway	■ Core Banking Solution
■ Real-time Remittance Transaction Processing	■ Switching & CMS Solution
Card Personalization and Card Data Management	■ Tailor-made Software
■ VISA, MasterCard, UnionPay Certification support	■ IT Infrastructure -Security
■ SMS Solution	Solution
<ul> <li>Interfacing/Integration and development of switching solutions/ middleware</li> </ul>	
■ E-Commerce Solution	
Mobile Financial Services Integration and real-time fund transfer	
<ul> <li>Access Control Server (ACS) service for e-commerce issuing transactions</li> </ul>	
New service incorporation for ATM, POS, Internet Banking, MFS and others	
■ Payment Card Industry Data Security System (PCIDSS) certification	
Electronic Case Management Solution for Traffic Police	
Green PIN services for banks' card	
Virtual card issuance	
■ E-KYC solution and maintenance	
■ Bangla QR code based transaction processing	
■ VISA QR-code based transaction processing	
■ Introduction of "TakaPay" card - a domestic payment scheme	



Q-CASH
MEMBER BANKS
(CLIENTELE)



# **Q-Cash Clientele**

	Name of the Members Banks							
01	Agrani Bank PLC.	19	Mercantile Bank PLC.					
02	BASIC Bank Limited	20	Modhumoti Bank PLC.					
03	Bank Asia PLC.	21	National Bank Limited					
04	Bangladesh Commerce Bank Limited	22	NRB Commercial Bank PLC.					
05	Bangladesh Krishi Bank	23	NCC Bank PLC.					
06	Bank Al Falah Limited	24	ONE Bank PLC. (Network Sharing)					
07	Bengal Commercial Bank PLC.	25	Padma Bank PLC. (Network Sharing)					
80	Bangladesh Development Bank PLC.	26	Rupali Bank PLC.					
09	Community Bank Bangladesh PLC.	27	Shimanto Bank PLC.					
10	Citizens Bank PLC	28	Sonali Bank PLC.					
11	EXIM Bank PLC.	29	Shahjalal Islami Bank PLC.					
12	First Security Islami Bank PLC.	30	Social Islami Bank PLC.					
13	Global Islami Bank PLC.	31	South Bangla Agriculture Bank PLC.					
14	ICB Islamic Bank Limited	32	Standard Bank PLC.					
15	Janata Bank PLC.	33	Trust Bank PLC.					
16	Jamuna Bank PLC.	34	Union Bank PLC.					
17	Midland Bank Limited	35	Uttara Bank PLC.					
18	Meghna Bank PLC.	36	Woori Bank, Bangladesh					

	Other Financial Institution							
01	Lanka Bangla Finance PLC.							
	Other Client Banks							
01	BRAC Bank PLC.	05	Mutual Trust Bank PLC.					
02	Commercial Bank of Ceylon PLC.	06	NRB Bank PLC.					
03	Dhaka Bank PLC.	07	Premier Bank Limited					
04	The City Bank PLC.	80	United Commercial Bank PLC.					

	Government Entities							
01.	Bangladesh Bank	43	Bandarban District Police					
02.	Bangladesh Post Office	44	Rajshahi District Police					
03.	Bangladesh National Board of Revenue	45	Chapai Nababgonj District Police					
04.	Telephone Shilpa Sangstha Limited	46	Naogaon District Police					
05.	Road Transport and Highways Division	47	Nator District Police					
06	United Nations Development Program (UNDP)	48	Pabna District Police					
07	Dhaka Metropolitan Police (DMP)	49	Sirajgonj District Police					
80	Chottogram Metropolitan Police (CMP)	50	Bogra District Police					
09	Rajshahi Metropolitan Police (RMP)	51	Joypurhat District Police					
10	Khulna Metropolitan Police (kMP)	52	Khulna District Police					
11	Sylhet Metropolitan Police (SMP)	53	Bagerhat District Police					
12	Barishal Metropolitan Police (BMP)	54	Satkhira District Police					
13	Rangpur Metropolitan Police (RPMP)	55	Jessore District Police					
14	Gazipur Metropolitan Police (GMP)	56	Magura District Police					
15	Bogura Highway Police	57	Jhenaidah District Police					
16	Madaripur Highway Police	58	Naril District Police					
17	Cumilla Highway Police	59	Kustia District Police					
18	Sylhet Highway Police	60	Chuadnga District Police					
19	Gazipur Highway Police	61	Meherpur District Police					
20	Dhaka District Police	62	Sylhet District Police					
21	Narayanganj District Police	63	Habiganj District Police					
22	Gazipur District Police	64	Sunamganj District Police					
23	Manikganj District Police	65	Moulovibazar District Police					
24	Munshiganj District Police	66	Barishal District Police					
25	Narshingdi District Police	67	Jhalokathi District Police					
26	Tangail District Police	68	Bhola District Police					
27	Kishoreganj District Police	69	Patuakhali District Police					
28	Faridpur District Police	70	Pirojpur District Police					
29	Gopalganj District Police	71	Barguna District Police					
30	Madaripur District Police	72	Rangpur District Police					
31	Rajbari District Police	73	Gaibandha District Police					
32	Shariatpur District Police	74	Nilphamari District Police					
33	Chottogram District Police	75	Kurigram District Police					
34	Cox's Bazar District Police	76	Lalmonirhat District Police					
35	Rangamati District Police	77	Dinajpur District Police					
36	Khagrachori District Police	78	Thakurgaon District Police					
37	Cumilla District Police	79	Panchogar District Police					
38	Chandpur District Police	80	Mymensingh District Police					
39	Brahmanbaria District Police	81	Netrakona District Police					
40	Noakhali District Police	82	Sherpur District Police					
41	Lakshmipur District Police	83	Jamalpur District Police					
42	Feni District Police							



# FIVE YEARS REVIEWS & PERFORMANCE AT A GLANCE

### Five-Year Reviews For the Last Five Years

#### **KEY OPERATING AND FINANCIAL INFORMATION**

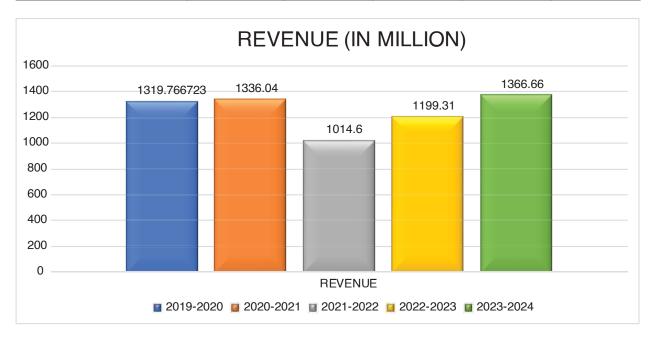
The key operating and financial information for the year- 2023-2024 along with the preceding four years are presented below:

	Y-2023- 2024	Y-2022- 2023	Y-2021- 2022	Y-2020- 2021	Y-2019- 2020		
Assets Employed							
Total Assets	3,561,741,705	3,074,820,522	2,666,041,543	2,798,931,966	2,742,242,279		
Total Current Assets	1,100,907,747	1,138,309,746	1,534,294,655	1,582,929,167	1,562,959,672		
Property, Plant & Equipment	657,293,341	1,094,767,304	243,411,201	261,734,365	241,045,075		
Intangible Assets	754,666,851	782,981,595	806,527,592	830,098,662	855,633,082		
Inventories	75,573,735	162,734,035	283,868,776	352,131,366	291,043,322		
Accounts Receivables	352,919,528	378,193,811	500,773,246	541,326,119	476,642,028		
Financed By	Financed By						
Share Capital	1,285,926,640	1,285,926,640	1,285,926,640	1,285,926,640	1,224,692,040		
Revaluation Reserve	165,072,293	172,509,157	180,265,073	188,396,337	196,969,201		
Retained Earnings	922,412,001	689,724,980	444,170,709	259,119,158	234,209,557		
Revenue and Profit							
Revenue	1,366,655,666	1,199,312,627	1,014,613,264	1,336,036,216	1,319,766,723		
Gross Profit	702,259,190	565,233,347	498,913,978	459,007,357	412,613,278		
Net Profit Before Tax	407,629,388	326,475,837	251,864,202	227,042,453	185,164,032		
Net Profit After Tax	383,478,264	315,107,958	240,227,113	198,030,308	148,764,850		
EPS	2.98	2.45	1.87	1.54	1.16		
Net Asset Value Per Share	20.75	19.00	17.15	15.77	15.17		

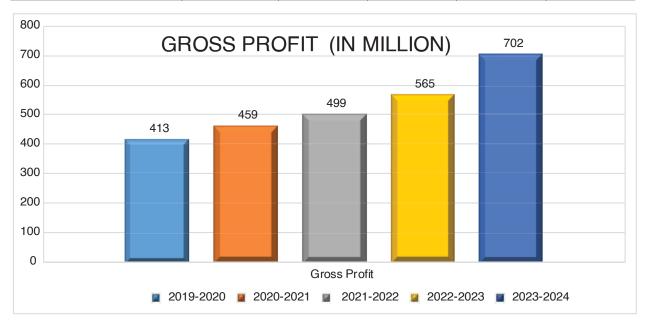
DIVIDEND:	Y-2023- 2024	Y-2022- 2023	Y-2021- 2022	Y-2020- 2021	Y-2019- 2020
Cash	11% for all Shareholders	10% for all Shareholders	6% for all Shareholders	5% for all Shareholders	5% for General Shareholders
Stock	-	-	-	-	5% for all Shareholders
Number of Shareholders	5,657	5,961	3,549	2,791	2,749
Market Price (TK)	42.10 (DSE) & 42.10 (CSE)	43.10 (DSE) & 42.80 (CSE)	33.60 (DSE) & 33.80 (CSE)	36.10 (DSE) & 35.10 (CSE)	29.40 (DSE) & 29.40 (CSE)

### Performance Focus

YEAR	2019-2020	2020-2021	2021-2022	2022-2023	2023-2024
REVENUE	1,319.77	1,336.04	1,014.60	1,199.31	1,366.66

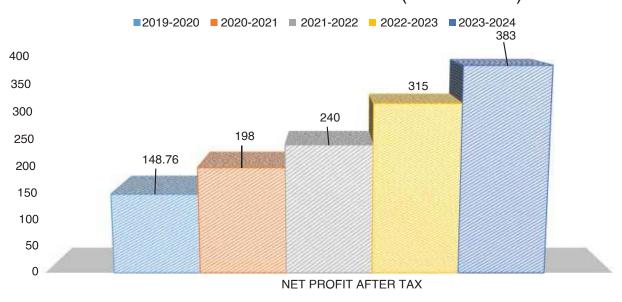


YEAR	2019-2020	2020-2021	2021-2022	2022-2023	2023-2024
Gross Profit	413	459	499	565	702



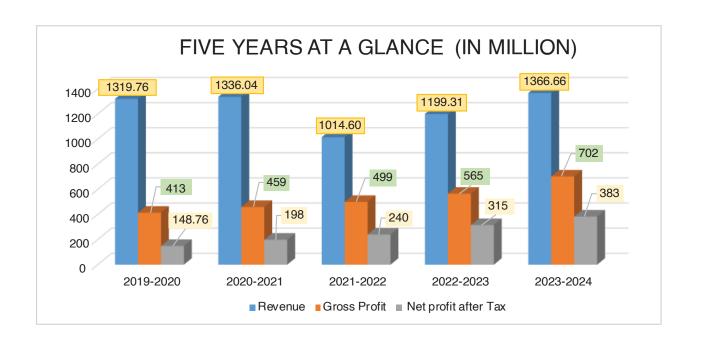
YEAR	2019-2020	2020-2021	2021-2022	2022-2023	2023-2024
NET PROFIT AFTER TAX	148.76	198.00	240.00	315.00	383.00

#### NET PROFIT AFTER TAX (IN MILLION)



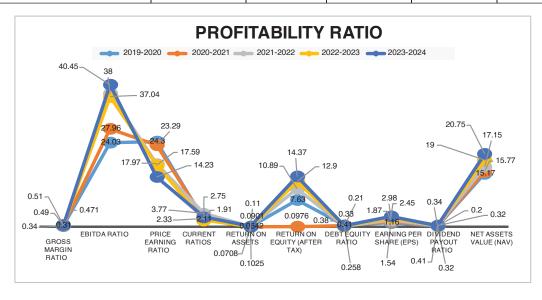
#### FIVE YEARS AT A GLANCE

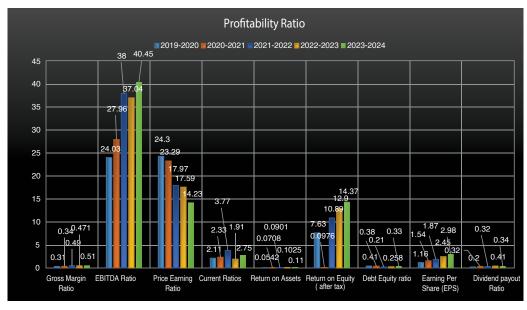
YEAR	2019-2020	2020-2021	2021-2022	2022-2023	2023-2024
Revenue	1,319.77	1,336.04	1,014.60	1,199.31	1,366.66
Gross Profit	413.00	459.00	499.00	565.00	702.00
Net profit after Tax	148.76	198.00	240.00	315.00	383.00



# **Profitability Ratio**

YEAR	2019-2020	2020-2021	2021-2022	2022-2023	2023-2024
Gross Margin Ratio	31%	34%	49%	47.10%	51.00%
EBITDA Ratio	24.03	27.96	38.00	37.04	40.45
Price Earning Ratio	24.30	23.29	17.97	17.59	14.23
Current Ratios	2.11	2.33	3.77	1.91	2.75
Return on Assets	5.42%	7.08%	9.01%	10.25%	11.00%
Return on Equity ( after tax)	7.63	9.76%	10.89	12.90	14.37
Debt Equity ratio	0.41	0.38	0.21	0.26	0.33
Earning Per Share (EPS)	1.16	1.54	1.87	2.45	2.98
Dividend payout Ratio	20%	32%	32%	41%	34%
Net Assets Value (NAV)	15.17	15.77	17.15	19.00	20.75







MESSAGE FROM THE CHAIRMAN



Respected Ladies and Gentlemen, Stakeholders, Colleagues and Shareholders.

I am delighted to present to you our Company's performance during the fiscal year of 2023-24 on this occasion of the 24<sup>th</sup> Annual General Meeting of IT Consultants PLC.

As you may be aware, we have upgraded our AGM format from an online system to a Hybrid system. This new format allows shareholder the flexibility to choose between online participation or attending in person. We believe this change will enhance engagement and ensure that all voices are heard, regardless of location.

The Bangladesh economy has faced a challenging landscape over the past few years. Factors such as rising bank rates, high inflation, currency fluctuation across Asia, and a slower economic recovery have all impacted our growth trajectory. Despite these challenges, ITC has successfully increased its net worth. Our strategic planning and timely execution have enabled us to sustain and expand our revenue streams, resulting in reasonable profitability during the year under review.

Notably, ITC has enhanced its asset base with the recent acquisition of ITC Tower, a strategic investment that promises long-term stability and growth for our Company.

On behalf of the Board, I would like to express my sincere gratitude to customers, business partners, shareholders, our dedicated staff and ITC management. Your unwavering commitment and support are indispensable as we navigate these dynamic challenges.

Thank you all for your continued partnership and support of IT Consultants PLC.

On Behalf of the Board

Lim Kiah Meng Chairman



STATEMENT FROM THE MANAGING DIRECTOR & CEO



Respected Shareholders, Directors, Honored Guests, Ladies and Gentlemen,

Please accept my Salam and Greeting on this joyous occasion!

We are delighted to announce the opening of the 24<sup>th</sup> Annual General Meeting of our shareholders, which will commence now- with your kind participation and interaction.

You may have noticed, for the last few years we were constrained hold AGM, only on the online format, but we are happy to announce that this meeting will be both online and onsite with physical presence of all participating shareholders. We are mindful to the fact that- it may be difficult for some shareholders to be present in the meeting who may wish to participate on the online format, created specially for you.

Please be assured that, we value all contributions of our shareholders, by trusting us with their investment in this unique institution. Shareholders physical presence is always welcome and allows us to interact more precisely of the challenges we face in our day to day operations.

The recent Economic slowdown and high inflation rate has placed us under new kind of challenges, i.e continuously upward Exchange rates, costly parts, difficulty in settling international payments and the ever present challenges of keeping up with new technology.

IT Consultants PLC. still enjoys continued trust & confidence from our clients & patrons, and the reported business growth of the year is a statement to that effect. Our weapons of choice have always been: Appropriate Strategy, Long Term Planning, Timely Execution and Personnel Motivation.

I am pleased to inform you that, our dynamic management has proven its worth by keeping up with the challenges and the shift in the market conditions and adjusting their performance to suit the needs of the company.

Our new products like Q-PAY mobile app, is now fully operational for customers to access- which provide state-of the-art electronic payment services with just a Click. Our R&D is busy swinging on the latest platform- eventually to create Card-less (QR) payment processing system- commensurate to other developed Economies of the world.

We most humbly salute all our clients, patrons, shareholders and well-wishers for their continued support and express our firm commitment to fulfil all your commands and aspirations in the days to come.

I, on behalf of our management- request your kind patience & understanding- in case of any inadvertent lapse and mistakes, during your presence with us.

We earnestly hope your stay with us will be pleasant and profitable.

Thanking you once again,

Mur S. 4

Kazi Saifuddin Munir, Ph.D Managing Director & CEO

# DIRECTORS' RESPONSIBILITY STATEMENT



# Directors' Responsibility Statement

This is a concise report about how our Board Governance leads to value creation for the shareholders and other numerous stakeholders of the Company.

### 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, 2024 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 -2020 by BSEC 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. HUSSAIN FARHAD & CO., 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, 2024 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 on going 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. HUSSAIN FARHAD & CO, Chartered Accountants, the external auditor of the Company has conducted the 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 the Board and Shareholders meetings and relevant policies and expressed their opinion as such.

# MANAGEMENT DISCUSSION & ANALYSIS

### **Management Discussion & Analysis**

### **Company Outlook:**

Established in 2000, IT Consultants PLC. 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 one of the 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 36 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:

We are pleased to report that during the year of report, the gross revenue of IT Consultants PLC. was recorded as BDT 1,366.66 million (BDT 136.67 crore). This gross revenue figure has an overall increase of 14% over the previous year. The main growth areas were "Transaction Processing Charges" and "Service & Maintenance Charges", which recorded an increase of @ 18% and @3% growth respectively- partially covering revenue stream. We consider this increase as a reflection of our strategic business plan based on the deteriorating economic index during the year. Client Banks's dependence on Online Real time transactions, which is currently the upward business trend despite a recessional trend in the economy.

Regrettably, the revenues from Business sales has recorded downward trend (16%) respectively due to the expected long-time effect of Russia-Ukraine war as well as scarcity and uncertainty foreign exchange & global economic recession, which resulted in a drastic devaluation of BDT against USD and creating a substantial crisis and operational disruption for the company.

The crisis stemmed in revenue down flow for ITC due to sudden reductions of demand for new business from banking customers, who had experienced long period of branch closure and as well as anticipating a financial or economic recession in the banking sector during the year.

And thus, the banking procurement of the financial sector was recording a negative growth. Resulting in a substantial drop in our Trading business, which also caused reduced demand for Service & Maintenance. Besides this, diversification of business from traditional IT sector, contemplating for future business trends in FIN TECH such as "Internet banking fund transfer transaction", "OTP transaction" & "BKash e-money transaction" etc.

Particulars	Year-2023-2024 (Tk.)	Year-2022-2023 (Tk.)	Increased/(decreased)	Growth %
REVENUE:				
Q-Cash transaction Processing charge	1,080,567,414	916,437,432	164,219,982	18%
Service & Maintenance charges	267,277,841	260,585,718	6,692,123	3%
Sales	18,720,411	22,289,477	(3,569,066)	-16%
Total Revenue	1,366,655,666	1,199,312,627	167,343,039	14%

Comparatives on the financial performance of the company for the year ended June 30, 2024 with those of the previous year are summarized hereunder:

Particulars	2023-2024 (Tk.)	2022-2023 (Tk.)	Increased/(decreased)	Growth %
Revenue	1,366,655,666	1,199,312,627	167,343,039	14%
Cost of Service	651,133,454	609,097,791	42.035.663	7%
Cost of sales	13,263,022	24,981,489	(11,718,467)	-47%
Gross Profit	702,259,190	565,233,347	137,025,843	24%
Operating Expenses	229,515,488	202,206,496	27,308,992	14%
Operating Profit	472,743,702	363,026,851	109,716,851	30%
Profit Before Tax	407,629,388	326,475,837	81,153,551	25%
Profit After Tax	383,478,264	315,107,958	68,370,305	22%

Due to factors described above, "Cost of Service" has increased @7% & whereas the Cost of Sales has decreased @ 47%, the recorded gross profit growth of 24% valuing Tk. 137,025,843/- increased during the year- compared to the last year.

Net Profit before Tax for the year has increased by Tk.81,153,551 /= over the last year and reflection growth is 25% due to increase of Q-Cash Transaction Processing and Service & Maintenance Charges. The growth in Net Profit after Tax is 22%, which is comprising of Tk.68,370,306/=.

As a trend observed during the last couple of years, the Banks have reduced the speed of procurement of new ATM & CDM- due to shift in technology in Banking sector from ATM to Cash Recyclers, and Banks are experiencing a financial crunch overall, due to various recessionary factors. Moreover, ATM & CDM spare devices/items such as ATM Pc, ATM & CDM Vault, DDU upper & Lower Part, ATM & CDM Chassis Door, Cash out Cassette & EPP, Vault Door, TMD device, TMD security device, have been disposed off, due to damage or being out of date, which were recognized under Inventory and also long time storage- have become wholly obsolete- has been written off from the inventory during this year.

Considering the previous financial years Statutory Auditors' observation against the rationality of determining the amortization rate of its Intangible Assets, Management of the Company has considered the estimated useful lives of the intangible assets to be 05-40 years based on existing and future economic benefit, consistency, and value of intellectual property, evolving business requirements and logics of the dynamic evolution with its business future. Besides this, the Company has also taken a, expert academic opinion by the consulting team of University of Dhaka, regarding the adapted amortization rate/schedule for the long term intangible assets.

Another Audit observation against Inventories, which consists of finished goods and store materials. Inventories are measured at cost, in fact those are highly exceptional Technological Items, that's why it is very difficult to determine net realizable value of those items. Further conducting IFRS 15, para-3 the use of any practical expedients against Card Renewal Charge (Customer data management software maintenance) has since been included in the Q-cash transaction processing charge and thus recognized business agreement with the member banks after every 12 months.

Accordingly the company has recognised & executed their recommendations in its financial Statement during this year.

A detailed 'key-data five year review' of the Company are presented separately in this Annual Report. Apart from routine operations, there was no extra-ordinary activity of the Company during the year.

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

As we have narrated above, our shareholders will kindly be aware that Bangladesh economy has been experiencing a contracting situation due to the multiple challenges we are facing. Inflationary pressure, continuation of ME war & Russia/Ukraine war

These multitude of challenges have seriously hampered the continuous economic growth what Bangladesh has been enjoying for last several years. This year GDP growth of 5.7% has been somehow shadowed by the high inflation, thereby increase in the value of everyday items.

We are hoping that with the kind support of the IMF, the difficulties will be carefully handled and proper measures will be in place for steering the Economy in the right direction.

### **Risk Management:**

ITC, as the industry leader in the transition processing for banking sector, has always concentrated on providing the best value to its clients & stakeholders through appropriate balancing of its Risk & Returns. ITC continued its time-tested risk management policy under persistent tuning with current market needs and a periodic monitoring system to address the challenges and uncertainties that are likely to affect business. Operational responses, liquidity & financial position and projections for future performances are the cornerstones of this policy. Further, the Company has a structured process at work to identify Financial Statement risks and the mitigating control system which are designed to address the financial reporting risks, including risks originating from changes in accounting policies or standards, if any. Each year the financial Statement risks arising from transactions, processes, conversions and people, as well as those likely from external and regulatory regimes are carefully reviewed to ensure that the financial statement assertions are meticulously met. Appropriate controls are devised and embedded in the processes to

mitigate the identified risks to an acceptable level. The Company's risk recognition system works on a real time basis based on a comprehensive framework as such. Accordingly, a well-designed and proactive risk management system is in place within the Company to address the volatilities relating to market changes, financial liquidity, effect of exchange rate changes and operational capabilities etc.

### **Future Plan & Projection**

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

- Fund transfer service from Q-Cash ATMs to MFS providers (e.g. bKash, TAP)
- · Implementation of "TakaPay" (domestic payment scheme) acquiring and issuing .
- Expansion of Bangladesh Police Projects (e-traffic prosecution system) across the country
- Facilitate QR-based payment transactions for bank accountholders along with cardholders to cater large number of transactions
- Promote QPay mobile application for Q-Cash member banks' customers to broaden the e-payment service horizon
- Enable instant payment facilities using bank card and MFS account using QR-based payment

## Comparison of performance with peer industry scenario

ITC is the only listed company of its kind in Bangladesh. Its business operations are also different. Hence, there is no alike peer industry that could expressively come under a comparable scenario.

### Accounting policies and estimations for preparation of financial statements

The financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS), the Companies Act 1994, the Securities and Exchange Rules 2020 and other applicable laws and regulations in Bangladesh. Cash flows from operating activities are prepared under direct method as prescribed by the Securities and Exchange Rules 2020.

### Changes in accounting policies and estimations

The accounting policies applied in the year under review are uniform and consistent with those applied in the previous year. In 2023-24 there was no major change in accounting policies and estimations except for some variations and interpretations applied which did not have any material impact on the financial statements.

Kazi Saifuddin Munir, Ph.D Managing Director & CEO IT Consultants PLC.

Date: October 24, 2024

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# REPORT ON HUMAN RESOURCES (HR) MANAGEMENT

### Report on Human Resource (HR) Management

A set of very committed workforce is the strongest force for the Company. It combines a skilled and talented group of employees from diverse disciplines, making them the primary asset of the Company. In this respect ITC devotes in creating professionals and developing newer opportunities and openings that lie at the pinnacle of a sound corporate HR policy. At the core of the Company, we believe that no organization could 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, accordingly, formulated its policy efficiently to cater to its future needs. The implementation thereof is based on different processes which, inter-alia, includes the following.

### Framework:

ITC considers that the devoted, motivated, loyal and committed team of employees is the core assets of the Company. Accordingly, the Company relentlessly invests to develop its prime wealth - the Human Capital. In that pursuit, employee-skill and expertise development happens to be our utmost consideration and we think that is how we could enhance the Company's strategic ambition to lead the particular sector where we operate and steadily grow to combat the future.

### Recruitment:

Priority is given to infuse fresh brains by recruiting new incumbents side by side the experienced ones. Selecting rookies and then grooming and ultimately developing them as corporate professionals is what the Company aspires in. Keeping this in mind, the process of recruiting fresh and experienced contenders is a regular feature. Accordingly, in case of new recruits, instead of conventional graduates, professionally qualified aspirants: such CA, CS, LLB, MBA or Engineers and other recognized professionals are given preference. Young and fresh brains are ideally better fitted for further nurturing and improvement. So, the Company lays importance in recruiting young & energetic personnel and grooming 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 requited. 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 management and staff members get the prospect to sharpen their existing skills or develop specialized skills which in turn, will help them to take up new roles and take the company to newer heights.

# **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 Hospitalization 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 friendlyatmosphere 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**

We value the myth of effective interaction with the stakeholders, mainly the shareowners. ITC is committed to maintaining the 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 ON AUDIT & NRC COMMITTEE AND NRC POLICY

### **Report of the Audit Committee**

Pursuant to code 5(7) of the Codes of Corporate Governance, the Report of the Audit Committee of the Company is presented hereunder as required. This report provides an overview of who are in the Committee, what are its roles and objectives, how it worked during the year under review and a work summary.

### **Objectives of the 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 committees, assists the Board in discharging its governance responsibilities. The Committee is tasked primarily to oversee the integrity of the financial statements, internal controls, regulatory compliances, business risks and continuity plans, audit and whistleblowing etc. It plays the key role in ensuring guidance and supervision of the Company's financial reporting systems, risk management and mitigation, control and assurance processes, regulatory compliance and audit. The Audit Committee, on behalf of the Board, ensures that standards of corporate reporting, control and compliance are achieved through effective implementation of the laid down procedures and policies with the aim to enhance the effectiveness of 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, engagement of auditors, their performance appraisals, remuneration 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:

### **Composition of the Audit Committee**

The Board of Directors has appointed the Audit Committee comprising the following members of the Board having adequate knowledge about finance and accounts, as required in the BSEC CG Code. The Committee, headed by an Independent Director, is quite capable in the discharge of its vested responsibilities. As required, the Company Secretary performs as the Secretary to the Audit Committee.

Name of Members Position in the committee Mr. Md. Kamal Uddin FCA, Independent Director Chairman

Mr. Salahuddin Alamgir, Vice Chairman Member Mr. Dasgupta Asim Kumar, Independent Director Member Mr. Anindya Sarkar FCS Secretary

During the year under review, the Audit Committee performed in coherence and consistency and duly ensured full compliance as required under the Codes of Corporate Governance promulgated by BSEC.

# **Meetings of the Audit Committee**

The Committee conducted a total of 4 meetings during the year under review, a sum up of which is given below:

SI. No	Name	Number of Meeting during 2023-24	Number of Attendance During 2023-24	Remarks
1	Mr. Md. Kamal Uddin FCA, Independent Director	04	04	
2	Mr. Salahuddin Alamgir, Vice Chairman	04	04	
3	Mr. Dasgupta Asim Kumar, Independent Director	04	04	

# **Principal responsibilities of the Audit Committee:**

Some of the main responsibilities of the ITC Audit Committee are as follows:

- Assess the overall integrity of the financial reporting system of the Company.
- Review the annual, half-yearly and quarterly Financial Statements and any other financial results, and upon its satisfaction of the review, recommend the same to the Board for approval.
- Ensure that the financial statements are prepared in accordance with the existing laws, standards and regulations.
- Review the adequacy and effectiveness of financial reporting process, internal control system, risk management, auditing matters, and the Company's processes for monitoring compliance with laws and regulations and the Codes of Conduct.
- Recommend appointment, termination and determination of audit fees for statutory and compliance auditors. Also to consider the scope of work, and oversee and evaluate the works performed by auditors.
- Exercise its supervision over the works of Company's Internal Audit. Review the effectiveness of internal audit functions including performance, structure, adequacy of resources, and compliance with professional standards. Examine audit findings and material weaknesses and monitor implementation of audit action
- Review the statement of compliance as required under the CG Codes and guidelines.
- Review related party transactions to ensure compliance with relevant rules and regulations.

# Main activities of the Audit Committee during the reporting period:

The Audit Committee performed the following functions during the year under review:

- a) Reviewed and recommended the quarterly, half yearly and annual financial statements of the Company for the year.
- b) Reviewed the Accounting procedure with a view to ascertaining that the international Financial Reporting Standard (IFRS) has been applied in maintaining books and records.
- c) Reviewed the Internal and External Inspection & Audit Report with a view to implementing the suggestions of Internal and External Auditors in respect of Internal Control structure and techniques.
- d) Reviewed the Management Letter from the external auditors in their presence.
- e) Reviewed the performance of the statutory/external auditors.
- f) Considered and made recommendation to the Board on the appointment and remuneration of the statutory and compliance auditors.
- g) Reviewed the adequacy of internal audit plan and functions, monitored progress and effected revisions, if and when necessary.
- h) Reviewed the draft Directors' Report of the year under report.
- i) Reviewed the Management Discussion and Analysis statement of the Company for the year.
- j) Reviewed the draft Annual Report to be tabled at the next Annual General Meeting.
- k) Reviewed related party transactions to ensure that no material 'conflict of interest' exists.
- I) Reviewed compliance of the codes of conduct of the company.
- m) Reviewed the statement of compliance prepared under the CG Codes and guidelines.
- n) Reviewed to minimize expenditures in all operational activities where possible.
- o) Reviewed the certificate of compliance form the CG compliance Auditor.
- p) Reviewed other matters of significance as per TOR of the Audit Committee.
- g) Reviewed the Report of the Audit Committee (AC) to ensure that :

- 1. The AC performed as a true sub-committee of the Board,
- 2. It had the required number of members in it with two Independent Directors,
- 3. Board appointed Independent Director was the Chairman of AC,
- 4. The members had true financial literacy in them,
- 5. The AC meetings were held with required quorum as per the CG guidelines,
- 6. Four meetings were held in the year under review to meet the requirement,
- 7. The Company Secretary performed as the secretary to the Committee, and
- 8. The Chairman of AC attended the AGM of the year as required.

The Audit Committee further ensured that the following steps were also taken for implementation of the Internal Control Plan and 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 was 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 regulations.
- 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 were no infringement of laws, rules and regulations.

## Acknowledgement

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

On behalf of the Audit Committee

Md. Kamal Uddin FCA

Chairman

**Audit Committee** 

Date: October 24, 2024

### Report of the Nomination & Remuneration Committee and NRC Policy

The Nomination & Remuneration Committee (NRC) performs as one of the Board committees of ITC. The broad role of NRC is to assist the Board in the formulation of nomination policy with regard to determining the criteria and qualification, positive attributes, experiences and candid independence of the directors, as well as a strategy and an effective process of considering remunerations/honorarium of the members of the Board and Top Executives and generally to deal with matters of the unionized employees of the Company. Propelling a sound NRC policy, ITC has always been passionate about its human resources management and endeavors to develop its employee potentials and carefully cultivating their regular growth and progression. The Company is very affectionate about its existing pool of well-organised, skilled & experienced and enthusiastic peoples who seek hard for taking ITC ahead along with them. The Company thrives with them and, accordingly, pursues a HR Policy that acknowledges 'people first' and ensures their active participation in achieving the defined corporate goals. Thus, 'plan the people' has been the cornerstone of ITC NRC Policy.

Pursuant to code 6.5(c) of the Codes of Corporate Governance, the Policy and Report of the Nomination & Remuneration Committee of ITC is presented hereunder at a glance. It covers the nomination and remuneration policies, evaluation criteria, meetings and activities of NRC during the year.

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

As required, the Nomination & Remuneration Committee was set up with explicit terms of reference. The Nomination and Remuneration Committee(NRC) 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 change necessary to the Board for approval.

### **Terms of Reference:**

The NRC has performed its duties as assigned to it by the Board of Directors, which is based on the Charter of NRC formulated mainly in accordance with the CG Codes of BSEC as well as including, as far as practicable, other prominent global best practices.

### Composition of the Committee:

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

Name of Members

Mr. Dasgupta Asim Kumar, Independent Director

Mr. Lim Kiah Meng, Chairman of the Board

Mr. Md. Kamal Uddin FCA, Independent Director

Mr. Anindya Sarkar FCS

Position in the Committee

Chairman

Member

Member

Secretary

### Roles and Responsibilities of the Committee and NRC Policies:

As mentioned, the NRC was formed with explicit terms of reference. One of the key responsibilities of NRC is to assist the Board in formulating a policy for the prescribed and continuous process of considering the remuneration/honorarium of directors and top-level executives of the Company. So, abiding by it, ITC pursues a nomination and remuneration policy, the benchmark of which relies on standards which are recognizable in the Bangladesh context and sufficient to meet the current and foreseeable future needs of the Company. The broad criteria in that respect for Directors and top-level executives, and generally for all other employees of the Company are enumerated as follows:

### a) Nomination Criteria:

- · Following the Company policies as well as guidelines and applicable country regulations,
- Following a selection process that is transparent in all respects,

- · Following a process which is compatible to international standards and local best practices,
- Recognize core competencies of the respective personnel for the different level of management and employees of the Company,
- · Follow diversity in age, maturity, qualification, expertise and gender disciplines,

# b) Recruitment and Selection Policies:

With the motto of 'plan the people' in the background, the NRC Charter draws a broad outline of the Company needs for employees at different levels, as ascertained by the Management. The recruitment and selection of Directors, top-level executives and other employees of the Company are made according to the following declared guidelines:

- Executive Director: The NRC recommends the candidate(s) for Executive Director(s), based on nomination
  by the majority shareholders. The Board of Directors appoints the Executive Director/s upon nomination
  and recommendation of the NRC.
- Non-Executive Director: The NRC recommends candidate(s) for Non-Executive Director(s), based
  on nomination by the majority shareholders. The Board of Directors appoints the Non-Executive Directors
  upon nomination and recommendation of the NRC.
- Independent Director: The Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and who can make meaningful contribution to the business. The Independent Director should have competence relevant to the sector in which the Company operates, and necessarily should have the qualifications as required by the regulations of BSEC. The Board of Directors appoints Independent Directors upon nomination and recommendation of the NRC, which is then approved by shareholders at the Annual General Meeting of the Company.
- Top-level executives: The NRC identifies and recommends candidate(s) for top-level executives upon thorough scrutiny by the Human Resources Department (HRD), Managing Director and Management Committee and considering relevant qualifications, experience, skills and leadership, as required for the respective positions based on the Company's internal selection process.
- Other Employees: The NRC sets a guideline to identify the Company needs for employees at different levels and empowers the relevant management of the Company's HRD for selection, transfer, replacement and promotion of respective employees based on the Company's internal processes.
- Compliance with regards to recruitment policies:

**Independent Directors-** The existing Independent Directors are selected and appointed based entirely on the declared policies of the Company as enumerated above. Once appointed, the roles and performances of the incumbents are also subject to yearly scrutiny of the NRC and the Board.

**Top executives-** All the top executives of the Company are selected and appointed strictly under scanning of the declared policies of the Company. The performances of the Top Executives are evaluated yearly by a thoroughly-knitted confidential report prepared by the Head of HR and Managing Director. After their perusal, it is examined by the NRC for onward placement before the Board for final approval.

## c) Remuneration Policies:

- The structure, scale and composition of remuneration/honorarium are reasonable and sufficient to attract, retain and motivate suitable Directors, top-level executives and other employees to run the Company efficiently and successfully. The outline of packages, including remuneration/ benefits monthly, yearly and in the long run for all the employees are categorically laid down and meets the appropriate performance benchmarks;
- There is a clear balance in benefits between fixed and incentive pay of Executive Directors and senior management, reflecting short and long-term performance goals and objectives of the Company;

- The remuneration, including bonuses, compensation, benefits (or in whatever form) payable to the
  Executive Directors, top-level executives and other employees are determined by the NRC based on
  the expressive Company policies and guidelines, which shall be ratified by the Board as and when
  required;
- The remuneration to be paid to the Executive Directors is in accordance with the Company's policies
  and guidelines; and increments (if any) to the existing structure of remuneration are determined by the
  NRC based on the Company policies and guidelines, which are ratified by the Board as and when
  required;
- The NRC also recommends the Board meeting attendance fees, honorarium, including incidental expenses, if any; and
- No member of the NRC receives, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the Company.
- Whatever formulated by NRC must be within the frameworks (if any)of the Articles of Association.

### The duties of NRC in ITC 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 further 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, trans fer or replacement and promotion criteria; and
- (iv) Developing, recommending and reviewing annually the company's strength of human resources and its training policies.

# **Evaluation of the Board:**

Efficacy and effectiveness of the Board, Independent Directors and Chairman is crucial for the overall success of the Company. NRC is responsible to ensure the maximum worth of the Board. To that end, and in line with the requirements of the CG Code it devices the classified courses of yearly evaluation to be carried out under the auspices of the Board. Such assessment is an important part of the Board's governance framework and it derives from the evaluation initiatives of the NRC. The process, led by the Chairman and assisted by Company Secretary, involves submission of filled out confidential questionnaires pragmatically structured to draw in core issues relevant to the Board. Those are returned by the Directors for systematic onward appraisal. The evaluation further includes total administration of the Board and its committees covering their operations, agenda items, reports, information flow to and from the Board and ultimate conducting of meetings as well as the Board's overall relationship with the Management.

# Meetings of the NRC Committee:

The Committee conducted 1 meeting during the year under review.

SI. No.	Name	Number of Meeting during 2023-2024	Number of Attendance During 2023-2024	Remarks
01	Mr. Dasgupta Asim Kumar, Independent Director	01	01	
02	Mr. Lim Kiah Meng, Chairman	01	01	
03	Mr. Md. Kamal Uddin FCA, Independent Director	01	01	

# Activities of NRC during the year under review:

- Reviewed the Terms of Reference of the Committee,
- Reviewed the background qualifications, positive attributes and level of independence of the Board members and Independent Directors,
- Reviewed the mix & composition and overall performance of the Board and Committees,
- Reviewed and recommended the induction of new Director/Independent Director in the Board,
- Reviewed the vacancy positions and/or new positions, if any,
- Reviewed the frequency of meetings of the Committee in a year.
- Reviewed the yearly report of NRC to ensure that :
- 1. The NRC performed as a true sub-committee of the Board,
- 2. It had the required number of members in it with one Independent Director,
- 3. Board selected Independent Director was the Chairman of NRC,
- 4. All members of NRC were non-executive directors.
- 5. The NRC meetings were held with required quorum as per the CG guidelines,
- 6. None received any remuneration other than their routine fees,
- 7. The Company Secretary performed as the secretary to the Committee,
- 8. Minutes were duly prepared and confirmed in the following meeting of NRC, and
- 9. The Chairman of NRC attended the AGM of the year as required.

### Disclosure obligation:

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 during the year.

On behalf of the NRC Committee

Mr. Dasgupta Asim Kumar

Chairman

Nomination & Remuneration Committee (NRC)

Date: October 24, 2024

# STATEMENT OF CORPORATE GOVERNANCE IN ITC

# Corporate Governance in ITC

This is a statement where the policies, procedures and endeavors of the Company to ensure benchmark governance in the organization, with respect in particular to the regulatory codes and guidelines, are presented. ITC believes that by integrating ethics of good governance and long term business strategies into a combined blend, a company can ensure prolonged success in operations and good results. Accordingly, what we profess and how are those devised to achieve are narrated in this CG regime.

ITC is a value driven organization and works to build trust with the shareholders, customers, suppliers, the employees and other various stakeholders through application of the tools of good governance, such as transparency, accountability, disclosures and compliance with laws and regulations. Such value is created through an effective, equitable and accommodative interaction with the mentioned stakeholders and through prompt market and customer response. The Board of Directors of the Company is committed to ensuring utmost business integrity and firm attention to its employees, supported by a comprehensive framework of policies, guidelines and internal control. The directors, being the ultimate authority in the company, are conscious of their own responsibilities in supervision and direction of affairs of the Company in conformity with the practices of sound corporate governance.

The business of the Company is a thrifty three-tier pursuit resulting from the concerted governance of the Shareowners, the Board of Directors and the Management Team all having a thoroughly and distinctly delineated areas of governance. It is a perfect stature of 'corporate democracy' as outlined below:

Shareholders: The Board is constituted by the shareholders, from amongst the shareholders and at a meeting of the shareholders. They appoint and authorise the directors, appoint the statutory and compliance auditors, approve the audited financial statements and hold the directors accountable for the conduct of business. The Board reports to the Shareholders at the AGM.

Board of Directors: The Board and its sub-committees are tasked with specific responsibilities as per law and the Articles of Association of the Company. Based on their specific charter, they delegate the authorities and control measures, set strategies of investment and business and exercise their control and supervision over the Executive Management.

Management Team: The Executive Team of Management concentrates on the actual day-to-day affairs and management of business with meticulous compliance of laws of the land and the associated rules and regulations. They perform squarely within the mandated areas of operations and answerable to their line of hierarchy - the Board of Directors, who in turn report to the Shareholders.

Thus, the undertaking in ITC is a blend of shared stewardship and governance recognised by global practices and corporate culture.

Based on the above, ITC's business initiatives are guided by the basic governing principles of high emphasis on transparency, accountability, ethical conduct and utmost regulatory compliance. The Company believes that its strategic ambitions and the national aspirations are mutually inclusive and, accordingly, pursues a governing policy that recognizes social responsibility over its commercial interests. The Board of Directors of ITC 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 gazetted 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 regular process of implementation in the Company.

### **Process and initiatives of Governance:**

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 viable and a 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, accordingly, owns that shareholders interest is the foremost concern in all governing pursuits.

The Board is of the view that throughout the reporting year the Company has complied with the then 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 function of the Board includes 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 monitors compliance of all applicable laws and regulations and gives appropriate directions wherever necessary.

### Distinctions of the ITC Board:

Some of the key contours of the Board of Directors of the Company are as follows:

- The ITC Board is a blend of diverse knowledge, culture and nationality,
- Members of the Board are non-executive directors.
- Chairman and CEO of the Company are separate individuals,
- The Independent Directors and their competencies are precisely as per the codes of governance as prescribed by BSEC,
- None of the Independent Directors is more than six years at the Board,
- The Board Committees are headed by Independent Directors,
- Roles and responsibilities of the Chairman, Directors and CEO are clearly demarcated,
- Members of Management do not indulge in Board matters,
- Roles and functions of the Board and Management are clearly delineated,
- Thus the ITC Board is capable to deliver the utmost 'collective wisdom' to the Company.

### Terms of reference of the Board:

The ITC Board is formed and functions under a precise Terms of Reference or Codes of Conduct. Such Codes of Conduct is reviewed time to time under recommendation of the Nomination and Remuneration Committee (NRC) as per BSEC requirements. The Codes of Conduct pronounces prudent conducts of the Board members, their confidentiality, conflicts of interests, relationship with the society, customers, employees, suppliers and others. It also measures true independence and potentials of the directors. Every member of the Board is expected to live up to the defined terms of the Codes of Conduct as long as one remains a Board Member of ITC.

### 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 the Managementled by the Managing Director & CEO and under the overall supervision of the Board. The Board members have collective experience in diverse fields of business. It is their 'collective wisdom' that makes the Company run on the right track.

In order to comply with the BSEC's notification dated June 03, 2018 on Corporate Governance, the Board of ITC has appointed two eminent personalities 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. All the Directors have fulfilled and completed the regulatory compliances necessary and duly qualifying for their directorship in the ITC Board. The robust requirements are meticulously fulfilled to form a competent Board, which is cohesive and has the due 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.

### Appointment and nomination to the Board:

As mentioned, the ITC Board is comprised of an appropriate blend of skills, experience and distinct personal attributes that allow them to perform individually as well as collectively as a business body. Of the members in the Board, there are non-executive directors who are nominated by the overseas shareholding bodies. Then there are also other directors who represent the local shareholders. The non-executive Independent Directors come from dignified social stratums who are seasoned professionals and who fulfil the required criteria for selection as Independent Directors under the codes of corporate governance of the regulator.

### Rotation, retirement and re-election of Directors:

Directorship on the Company Board is not a permanent or perpetual position. The directors are subject to retirement and rotation as required by the Companies Act and ITC's Articles of Association. Routinely, one-third of the Board members retire at the yearly Annual General Meeting. But they are eligible for re-election based on certain criteria. However, under the BSEC CG Code, the Independent Directors are to perform for maximum two terms of three years each.

### **Board diversity:**

The Company believes that a truly diverse Board will leverage differences in thoughts, perspective, knowledge, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will ensure that ITC retains its competitive advantage. Accordingly, the ITC Board is a blend of diverse culture and nationality. The Board recognises the importance of such diversity in interactions and deliberations in the process of decision making and has established a practice of composition of the Board with members from diverse nationhood. This ensures a rich and varied knowledge and expertise in the Board practices and for better assessment of the company needs and ultimately for optimum performance of the Board.

### 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.

### Induction and orientation of new entrants in the Company Board:

Because a newly inducted member in the Board of Directors of the Company might not be fully aware and conversant about business operations of the company or his/her role in the Board, he/she might require a bit of grooming up, adequate exposure and familiarity about the Company. Accordingly, the Company organises induction sessions for the new entrants in the Board that include attention, orientation, training and motivation for them as general aid to their roles, responsibilities and functions as members of the Board. When the Chairman shares his knowledge and gives focus about Board governance, the Managing Directors and other functional heads often provide operational outlines and priority areas of the Company. The Company Secretary might as well brief the incumbents on the regulatory requirements and outlines about the Memorandum & Articles of Association and on the codes of conducts of the Company.

# Board workouts and practices:

The Board is responsible to the shareholders. The necessary guidance for attaining business objectives within the framework of its internal controls is provided by the Board, which helps enhance the broader shareholder values. Adherence to ethical standards and compliance to laws and regulations are integral parts of wider governance framework of the Company and it seeks to achieve greater implementation of company objectives. In order to achieve those lookouts, the Company has instituted a few approaches to ensure its commitment to high standards of governance. The features of some of those are:

- 1. Instituting a code of conduct for ensuring benchmarks of behaviours and manners in discharging obligations,
- 2. Institution of a system of internal control that checks the balance in discharging duties,
- 3. Formulating Company policies and procedures to ensure that ethical considerations are paramount in the day-to-day decision making and activity processes,
- 4. Drawing out an organisational structure for clear positioning and delegation of authorities, and
- 5. Other monitoring mechanisms for check and balance in the discharge of duties.

In the process of its workouts, the ITC Board complies with the Companies Act, BSEC Codes on Corporate Governance, Listing Regulations and also the parameters of other best practices.

### **Board Meetings:**

The Company holds at least four Board meetings in a year, one in each quarter, when duly called in writing, to review inter alia the on-field investment applications, business strategies, the financial results and other matters of the Company. The gap between the two Board Meetings does not ideally exceed three months. The Board, accordingly, met five times during 2023-24. 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 the following functions in addition to supervising 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.

□ Appointment of top management and any expatriate officials.

Ensures that the processes are in place for maintaining the integrity of:
☐ The Board of Directors
□ The Board Committees
□ The Management
□ Financial statements
□ Compliance with laws
□ Relationship with customers and shareholders
□ Overall public exposures
The Board is also tasked todecide 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.

### Committees of the Board:

Constitution of the Board is not an end in itself. The CG Code of BSEC requires that there has to be at least two Board sub-committees in the governance structure. Accordingly, for better, quicker and furnished flow of information and thereby exercising effective governance, the Board has also constituted two sub-committees, viz: Audit Committee and Nomination and Remuneration Committee and has delegated certain responsibilities to the Committees to assist the Board in the discharge of its vested responsibilities. The roles of the Board Committees are to review and assess the respective areas and then to advise and make recommendations to the Board. Each Committee operates in accordance with the respective explicit Terms of Reference (ToR) approved by the Board. The Board reviews the ToR of the Committees form time to time. The Board also appoints the members and Chairman of each Committee. The committees of the ITC Board, accordingly, are:

- · Audit Committee, and
- · Nomination and Remuneration Committee

These committees are responsible for assisting the Board in some of the Board's responsibilities. The Committee firmly follows the Board approved Terms of Reference (ToR). The ToR elaborates the roles, operating devolved procedures and authorities which are reviewed very often by the Board.

### **Audit Committee:**

This is the prime sub-committee of the Board and it has jurisdiction over the entire Company. The committee is there to assist the Board in the discharge of its supervisory responsibilities. The primary role of the Audit Committee is to review the adequacy and effectiveness of financial reporting process, disclosure of financial information, internal control system, risk management, auditing matters, recommending appointment/removal of statutory and compliance auditors and fixing their remunerations and the Company's processes for monitoring compliance with laws and regulations and the Codes of Conduct. The Audit Committee is comprised of 4 members, with one Independent Director as Chairman, two nonexecutive directors and the Company Secretary as Secretary to the Committee. A separate report on activities of the Audit Committee is attached at page no. 52 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 (NRC) 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. 55 of this report pursuant to condition #6.5(c) of the Corporate Governance Code-2018.

### **Focal features of the Board Committees:**

The Committees strictly follow the Board approved Terms of References (ToR). The ToR elaborates the roles, functional procedures and authorities, which are also reviewed and retuned time to time by the Board. Both Committees of the Board owns the following main features in their usual contours, such as:

- □ CG code prescribed committees,
- Headed by Independent Directors as prescribed,
- Contains the required number of members as prescribed,
- □ The 'independence' of the Directors is precisely ensured before appointment,
- All members strictly fulfill the specific qualification criteria as prescribed,
- All meetings meet the specific 'quorum' requisites as prescribed,
- Number and frequency of committee meetings in a year meet the requirements as prescribed,
- Minutes of committee meetings are duly prepared, confirmed and preserved as per the BSS norms.
- Reports are routinely presented to the Board for review and approval, and
- The Committee Reports are duly presented in this Annual Report as prescribed.

### 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.

### Managing the Management

The Board believes that equity and balance in direction and management of business lies on appropriate delegation of authorities and not in centralism of control. The ultimate control of governance is vested on the directors. It is, however, important to draw line of limits of these governing activities by the directors and by the management staffs. The manner, in which the works of a company is to be distributed between the Board of directors and the managers and managing staff, is a business matter to be decided on business lines. The Board firmly professes that a responsible Board directs and not manages and that the longer the business carried on by the company, the more numerous and more important the matters, they must of necessity be left to the managers, executives and other members of the management staff. However, it of course, is a question of norms or discipline and part of corporate culture, that has to be established, nurtured and practiced continuously and consistently both by the directors as also by the managing staff. And that is why the ITC Board pays importance more in managing the Management.

### Informed decisioning

Decision is derived from facts and figures. The Board recognises that prudent decision results from precise information. In fact, the decision making process is absolutely dependent on the quality of information furnished. In fulfilment of that, every director enjoys full access to all relevant information within the Company. The Management Team is responsible for continually updating the directors on business, performance, risks, tax and regulatory changes and on industry specific developments that are likely to involve the Company in its day-to day functions. Such information and any updates are transmitted to the Board by means of verbal briefs, written memos, pre-meeting updates and any multimedia presentations by the senior management members as well as, where necessary, by any external sources.

# The Management Team:

Next to the Board and its Committees lie the Management Team, being the actual operational organ of the Company. The Team is responsible for execution and implementation of the strategies and decisions of the Board. The Board is backed and assisted by this executive arm of the Company. Headed by the CEO, the Management Team discharges its responsibilities for running and managing the affairs of the Company and to carry out any specific plan or order of the Board. The day-to-day operations of the Company are managed and controlled by the Management Team. All the key Managers across the Company work in close collaboration, supervised by the Managing Director and CEO. If and when necessary, the functional managers may be summoned and invited to attend and deliver at the Board meeting.

# **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 longand 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.
- As the primary spokesman, the MD also communicates to the shareholders, employees, Government authorities, other stakeholders and the public on behalf of the Company.

### **Evaluation of performances of the MD & CEO:**

The Managing Director and CEO is under direct control and supervision of the Board. Accordingly, as part of its annual evaluation of his performances, the Board caries out yearly reflection by means of a clear appraisal process. The Board evaluates both financial and non-financial achievements, primarilly through the yardsticks of quarterly performance results. The process is led by the Chairman and assisted by his Board colleagues. The assessment is evaluated from:

- a) Achievement of business goals and budget,
- b) Any acceleration in results, compared to previous year, and
- c) His overall attitude, response and relationship with the Board.

During the assessment and evaluation, the business environment during the year, any crucial hindrances or impediments and any major policy changes in the year are also taken into account. The confidential report is then thoroughly assessed, discussed and evaluated by the close door Board.

### Role of the Chief Financial Officer (CFO):

In line with the requirements of the CG Code, there is a Chief Finance Officer in place. He is tasked to Head the overall financial operations of the Company. The CFO is responsible to guide and oversee the fund, finance, fiscal, taxation and budgeting matters of the entire operations. The financial reporting and disclosures are also under his absolute management. Under direct supervision of the Audit Committee, the CFO discharges the following main functions:

- Management and allocation of funds and resources,
- Forecast, budgeting and estimates,
- Preparation and publication of quarterly an annual accounts,
- □ Financial reporting in compliance with the local and international standards,
- Arrangement of statutory and compliance audits,
- Appointment of auditors,
- Taxation & assessment,
- Internal control ,
- A host of other responsibilities.

# **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 minute decisions recorded and are duly communicated across the respective authoritylines 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 (BSS) 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 forthe 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.

### **Empowering the people:**

The employees in ITC are duly authorised in their respective fields of activities. The Board has given clear guidelines to the Managing Director to ensure that there is appropriate delegation of authorities and clear statement of accountability of the management staff all the way down to the supervisory level and that performance of the individual is judged on the basis of clearly set measurable goals and by means of objective assessment of their deliverance and achievements. There is, thus, no misgivings or hesitations among the workforce of the Company in carrying out of their devolved duties and responsibilities.

# **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. Details of related parties and related party transactions are described at note no. 42 of the Financial Statements in the page no. 148 of this Annual Report as per requirements of relevant IFRS.

# Dividend: policy, allocation and distribution:

The divisibility of dividend and its payout is an annual exercise of the Board. Being a yearly entitlement of the shareholders, the Board strives to ensure the highest pragmatic return of dividend to them. To that end, the Board has instituted an allocation strategy which forms the basis for fund provisioning, appropriation and distribution of dividend. The allocations are worked out taking into consideration the primary business performance of the year, over against its strategic initiatives, future engagements, investments, equity build-up, long and short-term obligations and the vital working capital needs. The Board believes that it is in the best interest of the Company to frame out a long term and predictable future dividend policy that is sustainable and could also be in the foremost benefit interest of the shareholders. Abiding by the requirements, the dividends once declared are transferred to a separate dividend account. Further, the unclaimed dividends are treated meticulously as per the regulatory guidelines. ITC being a listed entity, the Board always upholds full transparency for all to make informed investment in the Company. A summary of unclaimed dividend is presented at the Directors' Report and at 'notes to the annual accounts' of the Company. Detailed policy is published in the web site of the company www.itcbd.com. Also refer to 'Dividend Payout' at the Directors Report.

### Principles on Disclosure of Material Information and Price Sensitive Information:

Principles are to provide an overarching governance framework for the determination of materiality and price sensitive information in accordance with the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, and to ensure that all investors have equal access to material information that may affect their investment decisions and that such information is adequately disseminated in a fair and timely manner.

In addition to the objectives outlined above, the plan of action also includes the following:

- Assuring that the information given by the company is correct, up to date, and delivered on time frame.
- Ascertaining that the company's documents and public statements are correct and don't contain any misrepresentation.
- Making sure that the Company meets its disclosure requirements as a publicly traded company, as set out by the Listing Regulations, different securities laws, and any other laws that apply.
- Protecting the confidentiality of material/price-sensitive information within the context of the Company's
- Setting up an opportunity for the stakeholders to know that the information the company provides them is true and accurate Details principles on disclosure is published in the web site of the company www.itcbd.com

# **Financial Reporting:**

Financial reporting system is the backbone of a successful information structure. ITC has strong financial reporting procedures in place. Financial statements are prepared in accordance with International/Bangladesh Financial Reporting Standards (IFRS/BFRS), the Companies Act 1994, Securities & Exchange Rules -2020

by BSEC and other applicable financial legislations. 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.

### Reviews and monitoring:

The business activities and financial operations are subjected to regular watch and scrutiny by the Business reviews are done periodically to monitor progress of the strategic goals against set plans, while taking into consideration the market realities and constantly changing IT scenario. This allows timely adjustments that might be necessary in the business initiatives during the year. Financial reviews aim to keep the financial situations of the Company under knowledge and control and thereby taking corrective measures before it goes wayward. The business targets and financial goals are the two most sensitive issues in the Company. Therefore, apart from the Board reviews, the CEO and CFO also scan and scrutinize the business operations and financial and liquidity positions much more frequently.

### Whistle blowing policy:

The Company takes care in the fulfillment of its professed policies and procedures; such as the codes of conduct and other compliance related directives etc. and offers zero tolerance towards any breach or violation of any of those or any other laws or any frauds or irregularities. It applies to any and all the employees, suppliers, customers and all. Any incidence of violation, irregularity, deceits or dishonesty may be reported to the authority through any of the available reaching means. Any employee or person can report a concern to any officer or manager of the Company and he may even prefer to remain anonymous about that reporting. All such reports are treated confidentially and are meticulously followed up by means of appropriate investigations. Such practice of whistle blowing also applies to the Board members as per the CG directives. In the event of any such instance, the subsequent steps of reporting and corresponding actions are also meticulously followed up as per the laid down codes of governance.

# Statutory Audit & Certification:

Annual audit of the Company is governed by the Companies Act 1994 and BSEC Securities and Exchange Rules 2020. 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. The 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 professionals M/s. Al-Muqtadir Associates, Chartered Secretaries, 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 no. 92 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. 91 of this report.

# Observance of BAS, BFRS & Applicable Laws:

The Directors confirm that the financial statements have been prepared in accordance with the Bangladesh 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.

### **Bangladesh Secretarial Standards (BSS):**

The Board and General Meetings of the Company and subsequent preparation of minutes of meetings, as also other necessary pre-meeting requirements viz: serving of notices, agenda, passing of resolutions etc. are precisely done as per by the Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB). Such compliances are also reflected and mentioned in the Certificate of Compliance appended in this Report.

### **Employee Health & Safety:**

As a Company that is constantly focused to uphold standard corporate practices, ITC maintains internal health and safety policies and procedures and country's regulations to ensure a safe working environment. The issues of staff health, safety and security are paramount to the Company and 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):**

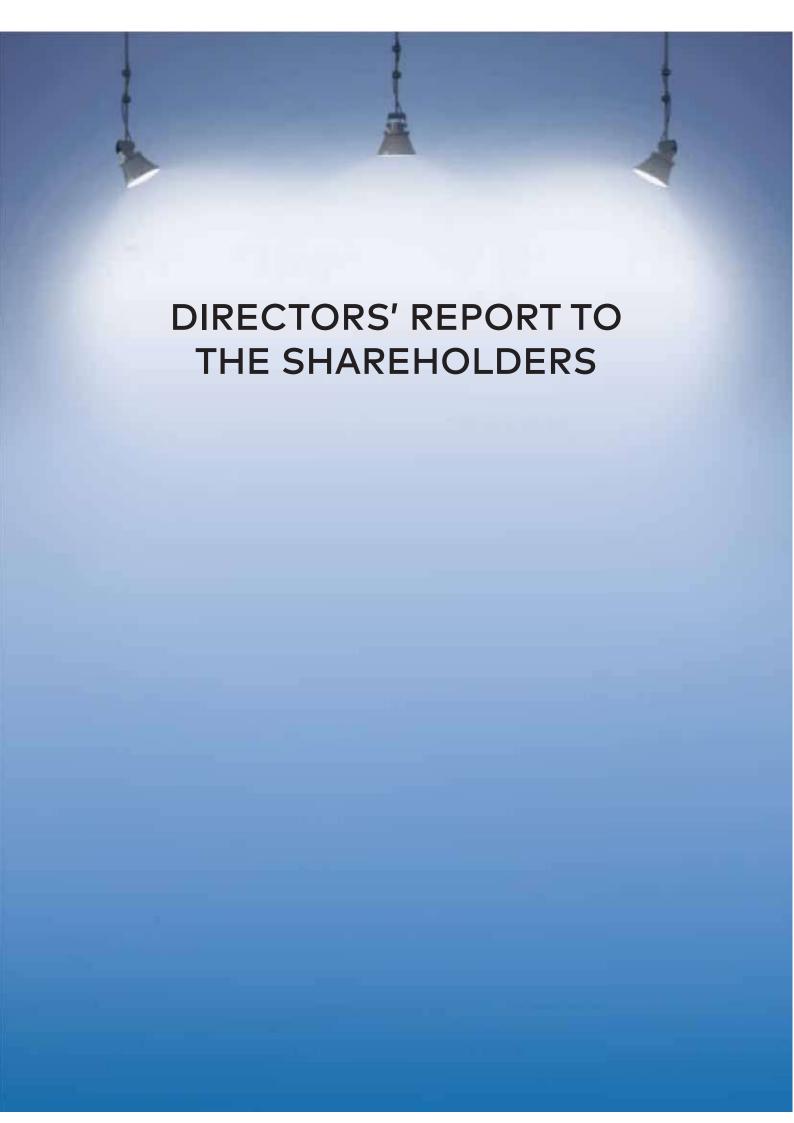
The General Meeting of Shareholders is the supreme governing forum in ITC. The Company recognizes the rights of Shareholders and the Shareholders' interests are primarily ensured through the Annual General Meeting (AGM). ITC holds Annual General Meeting of shareholders once a year and the Company ensures 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.

Thus, the CG regime in ITC is a well-knit paradigm for it to run business on international standards. The Board and all members of the management staff duly adhere to it and any breach is immediately addressed according to the laid down guidelines overall, ITC pledges its commitment to maintain good governance by applying standard best practices and to continue to work in upholding the best interests of the shareholders and all other stakeholders.



# Directors' Report to the Shareholders

#### Honorable Shareholders,

It is a great honor and privilege on the part of the Board of Directors, Management and myself to welcome you all to this 24th Annual General Meeting of IT Consultants PLC. and to place before you the audited Annual Financial Statements of the Company for the year ended June 30, 2024 for your kind consideration and adoption. This report is prepared generally to meet the requirements of the Companies Act 1994 and codes of corporate governance 2018 of BSEC. It also followed other relevant notifications of the regulators in that respect. Alongside, we have also focused on some other important aspects of the Company.

## Monetary Management and Bangladesh Economy:

Bangladesh Economy is an important developing market economy in the Region. As the second-largest economy in South Asia, after India- Bangladesh's economy was also the 35th largest in the world in nominal terms, and 25th largest by purchasing power parity during FY21-22. Bangladesh is seen by various financial institutions as one of the Next Eleven.

It has been successfully transitioning from being a frontier market into a prominent emerging market. Bangladesh is a member of the South Asian Free Trade Area and the World Trade Organization (WTO). In fiscal year 2022-2023, Bangladesh registered a GDP growth rate of approximately 6.8% after the global pandemic. Bangladesh was considered one of the fastest growing economies in the world.

During 2023-2024, however, there are signs of weaknesses in the Economy owing to the unmitigated inflation, resulting in the decline in GDP growth rate estimated to 5.7% as per governmental publications.

Bangladesh experienced robust growth after the pandemic with few years of macroeconomic stability, improvements in infrastructure, a growing digital economy, and growing trade flows. Tax collection remains very low, with tax revenues accounting for only 7.7% to 10% of GDP.

Bangladesh's banking sector has a large amount of non-performing loans or loan defaults, which have caused a lot of concern. The private sector makes up 80% of GDP. Dhaka Stock Exchange and Chittagong Stock Exchange are the two stock markets of the country. Most Bangladeshi businesses are privately owned small and medium-sized enterprises (SME) which make up-to an estimated 80% of all businesses.

Year 2023-24 has been an extra ordinary year in Bangladesh economy, which has suffered due to multiple global slowdown. Continued turmoil in Europe has shrunk its Export potential of RMG- which is the biggest Foreign Currency Earner for the country, the slowdown of ME due to Palestine Israel war has reduced the number of wage earners working Bangladeshis in the Middle East, reducing the Remittance flow- the Second biggest FX earning source. Internal political strife and continued Inflation has given the Government little room to maneuver. Falling Reserve, due repayments of foreign loans, and pressure on Balance of Payment has shrunk the opportunities further.

Moreover, unusually heavy seasonal monsoon rain and incoming flood water (from surrounding Indian states), have worsened the condition, destroying standing crops, destruction of agro Implements and livestock. Bangladesh has so far overcome these climatic challenges and resulting economic shock, hopefully, economy will be improved when the flood situation is tackled in time.

Bangladesh Economy has faced additional challenges during the Q 4 in 2024, due to intense political activity non-participation of major political groups in the election during Jan 24 and in the face of a continued global crisis, Forex reserve, Forex Exchange volatilities, unavailable Banking support to facilitate import and export, timely re-payment and collection of foreign currencies, Remittance etc. and mismatch in Imports/Exports requirements of the business community.

# Mentainance of Balance of Payment in the Economy:

Like any other developing Economy- Bangladesh Economy is mostly dependent on imports and exports activities - on import side - commodity, raw materials and capital machineries etc. On the other hand the readymade garments (RMG) sector, which accounts for around 80 per cent of total exports, has been hit hard by the reducing trade orders and economic slowdown in major markets, i.e the United States and Europe. Resulting a significant decline in export revenues and thus a slowdown in economic growth potential.

The export and import statistics during the years 2013 to 2022 shows that the amount of money Bangladesh spent each year on import is higher than that earned through export. However, it is worth noting that though the country was able to reduce the import-export gap to US\$ 2 billion in 2021, it rose to \$4 billion in 2022. This trend continued during the year of report.

# Remittances by wage Earners:

Historically Bangladesh Economy heavily dependent on the remittances sent by the Wage earners in the Middle East and Malaysia, but as discussed earlier a slowdown in remittances, a major source of foreign exchange and a key driver of the country's economy, has experienced a substantial slow down due to lower intake of the workers by the ME countries, experiencing a slower economy due to Palestine/ Israel war. Some workers are facing job losses and reduced wages due to the economic crisis, which has led to a decline in remittances to Bangladesh.

## **Banking & Financial System:**

Lower Public confidence in Capital market activities, politically linked governance, whole-sale corruption and mismanagement in the Capital Market activity, has affected the stock market negatively through the year in report. The Banking sector, which is dominated by state-owned banks, has been plagued by a lack of transparency and accountability, leading to widespread mismanagement, higher default rates and a shocking capital outflow. Non collection of export proceeds has adversely affected the national reserve situation and the Central Bank failed to implement existing corrective measures.

The Central Bank has been accused of inaction and at times overlook the corruption and mismanagement, and of not taking adequate action to stem the outflow. This culture of impunity due to political involvement in the Banking Management has affected the overall health of a sizable number of Banks in the country. Issue of cherry picking in the monitoring activity by the Central Bank and lack of proper risk management measures, has aggravated the issue further.

Access to credit to a particular group of politically involved businessmen has also affecting the country's small and medium-sized enterprises, which are considered the backbone of the economy.

## **Foreign Currency Shortage:**

The Source/access of Foreign Currency is strictly controlled by Bangladesh Bank (Central Bank). All export earnings, Wage Earner Remittances are deposited in Commercial Banks including Government owned Banks. Government Owned Banks are traditionally the main source of Foreign Currency inflow/outflow. Since 2022, Banks are facing difficulties in fulfilling their import payment obligations owing to the rapid depletion of foreign currency due to the continued Balance of payment mismatch. The foreign currency held by banks decreased by 15% to 25% in the last quarter of 2023. To open a new Letters of Credit for importing essential products, businesses have to wait a substantial period.

Businesses dealing in commodity trade and major stakeholders are unable to open LCs for essential products. The inter-bank foreign exchange market has nearly collapsed, and banks have been unable to meet their own demand in recent months during 2023-24. Central Bank's decision not to release US dollar from its strategic reserves to private commercial banks, has hugely exacerbated the crisis.

Private Commercial banks with negative balance in foreign currency holdings are currently struggling to pay their own import settlements against their issued LCs. These banks have fallen into a dollar deficit due to opening unplanned large amounts LCs without enough cover, and unable to get Export proceeds on time Banks had to delay paying of their import payment obligations. The crisis has prompted other banks to refuse to open LCs, as they do not have enough dollars to meet the high demand in the market, which has resulted in a bad reputation in the international financial system.

Inflationary pressure: The rate of gross inflation in Bangladesh increased to 12.5 per cent during the last fiscal year, up from 5.6 per cent the previous year. This uptick in inflation is primarily due to strong domestic demand and rising global prices of oil, gas, and other commodities as a result of supply disruptions caused by the Russia-Ukraine war. Additionally, the depreciation of the Bangladeshi Taka against the US dollar also contributed to trigger inflation. In the coming months, inflation in Bangladesh is expected to continue to rise due to factors such as increasing global commodity prices, increases in prices of all types of fuel, and an anticipated upward adjustment in domestic power tariffs.

Industry Outlook and Possible future Developments in the Service Industry sub-sector: Fortunatelydespite all the difficulty in the market, ITC has been able to maintain its lead as the number one, third party IT SERVICE PROVIDER in the Banking Sector.

The following have been the hallmark of our success:

- · Sharp response time
- · Accurate fix for client complaints
- · Ready available spares and
- · Installation on time

As most banks today have their own Core Banking software (CBS) and has at-least a basic online facility. ITC in its ever-expanding field of online Transaction Processing and POS Services, has been supported by 36 member banks, moreover our service and expertise in the 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), Cumillla District Police and more & more private and Public agencies are showing interest in our systems.

We firmly believe that our efforts will be valued by even bigger number of our clients and beyond and will allow us to help themselves towards providing best services to their own clients.

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

# **Contribution to the National Economy:**

ITC recognizes that the company has certain responsibilities to the society for its own development and the development of the nation. For this, the Company has been making significant contribution to the Government each year by way of payment of Income Tax, VAT, Supplementary Duty, Custom & Regulatory Duty etc. During the year 2023-2024 the Company had contributed Tk. 29,980,877/- to the national exchequer as against TK. 29,051,842/- in 2022-2023.

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

Year-wise contribution to the National Exchequer (BDT):

Particulars	Year: 2019-20 (Tk.)	Year: 2020-21 (Tk.)	Year: 2021-22 (Tk.)	Year: 2022-23 (Tk.)	Year: 2023-24 (Tk.)
Customs duty	23,521,095	11,614,824	908,597	4,266,170	3,508,528
VAT & ATV/AT	37,186,509	22,374,205	1,454,722	12,122,342	5,773,611
Advance Income Tax (AIT)	43,486,497	31,993,840	13,792,904	12,663,330	20,698,738
Total	104,194,101	65,982,869	16,156,223	29,051,842	29,980,877

#### Safety and security initiatives:

Evils often have some silver linings too. The recently gone global pandemic has forced us all to be alert, cautious and more proactive about health, safety and security of all including the working place, people and the adjoining environment. Keeping pace with that, the Company also woke up with its absolute keenness to match and combat the situation. Health safety and wellness of its workforce were paramount in the crisis drives. In that effort we started activation of the new technology tool known as 'virtual platform' which allows remote concurrent live and real time visual interactions, online communication and collaboration with each other and thus completing the assigned tasks. The practice still serves most purposes.

However, to ensure operational continuity for us as an essential frontline IT and network solution providers, there were extensive alignment, co-operation and guidance from the authorities, without which it would not have been possible. At this occasion, we thank the authorities for such support and co-operation.

#### **CSR** initiatives:

Business is conducted in the midst of nation and the society at large. ITC being a responsible corporate citizen, it is quite aware of its prospective roles for the people where it operates. We believe that every business, large or small, has an important role to play in assisting society progress, contributing to economic growth, towards nature and environmental protection and thereby attaining general social wellbeing. So, apart from its routine quests for and engagements in business, turnover, revenue and profit etc. the Company also carries out its regular studies to find out the most active ways of rendering services to the people to augment society welfare. After a careful analysis, the Company chooses the most effective avenues to deliver its potential engagements. Such overtures not only benefit the society, but it also adds to enhance the corporate aura and image of the undertaking before the public. Accordingly, ITC wishes to continue its CSR initiatives in future as well.

#### Governance and compliance in ITC:

A well-practiced governance regime is essential to success and sustainability, whereas compliance stands to be the essence of governance. The Board of Directors in ITC acknowledges that the Company, being a listed business entity, it has a role to play in upholding the interests of all its stakeholders. Improved and advanced governance practices are indispensable ingredients for an accomplished performance. The Company believes that a well-knit governance régime not only allows better control and monitoring, but also develops market trust, which is vital for sustainability. Accordingly, the Board and Management are pledge-bound to continue implementation of the highest standards of governance at the Company through a culture of accountability, transparency, ethical business conduct and well-understood policies and procedures. The Board of Directors of ITC has always played a pivotal role in meeting all stakeholders' interests and is committed to upholding the same in the future as well. It is the responsibility of the Company Secretary, being the highest governance official in the Company, to ensure effective compliance of rules and regulations and proper timely disclosures in that respect. The essential elements that define effective governance in the Company are outlined in the Corporate Governance Statement which is appended in this Annual Report.

In this respect, we have also to confirm that the Company has complied with all the necessary directives under BSEC CG Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3rd June 2018. The Compliance Report along with the necessary remarks and disclosures is appended in this Annual Report for the year 2023-24. Further, a Certificate of Compliance required under the said CG code as provided by M/s. Al-Muqtadir Associates, Chartered Secretaries, is also annexed to this report.

# Annual evaluation of the Board:

The actions and engagements of the non-executive and independent directors including that of the Chairman come under regular annual assessment system of the Company. This is done through a pre-designed exercise initiated by the Nomination and Remuneration Committee (NRC). This confidential yearly workout is undertaken based on the benchmark stipulated in the codes of corporate governance of BSEC. Based on the criterion, the performances of the ITC Board members, including their attitudes and attendances and likely conflicts of interest, if any, around the Board were assessed in the year under review. A further focus into it including the parameters involved in the process is laid out in the NRC Report of the Company.

#### **Financial Results:**

We are pleased to report that during the year of report, the gross revenue of IT Consultants PLC. was recorded as BDT 1,366.66 million (BDT 136.67 crore). This gross revenue figure has an overall increase of 14% over the previous year. The main growth areas were "Transaction Processing Charges" and "Service & Maintenance Charges", which recorded an increase of @ 18% and @3% growth respectively- partially covering revenue stream. We consider this increase as a reflection of our strategic business plan based on the deteriorating economic index during the year. Client Banks's dependence on Online Real time transactions, which is currently the upward business trend despite a recessional trend in the economy.

Regrettably, the revenues from Business sales has recorded downward trend (16%) respectively due to the expected long-time effect of Russia-Ukraine war as well as scarcity and uncertainty foreign exchange & global economic recession, which resulted in a drastic devaluation of BDT against USD and creating a substantial crisis and operational disruption for the company.

The crisis stemmed in revenue down flow for ITC due to sudden reductions of demand for new business from banking customers, who had experienced long period of branch closure and as well as anticipating a financial or economic recession in the banking sector during the year.

And thus, the banking procurement of the financial sector was recording a negative growth. Resulting in a substantial drop in our Trading business, which also caused reduced demand for Service & Maintenance. Besides this, diversification of business from traditional IT sector, contemplating for future business trends in FIN TECH such as "Internet banking fund transfer transaction", "OTP transaction" & "BKash e-money transaction" etc.

Particulars	Year-2023-2024 (Tk.)	Year-2022-2023 (Tk.)	Increased/(decreased)	Growth %
REVENUE:				
Q-Cash transaction Processing charge	1,080,567,414	916,437,432	164,219,982	18%
Service & Maintenance		<u> </u>		
charges	267,277,841	260,585,718	6,692,123	3%
Sales	18,720,411	22,289,477	(3,569,066)	-16%
Total Revenue	1,366,655,666	1,199,312,627	167,343,039	14%

Comparatives on the financial performance of the company for the year ended June 30, 2024 with those of the previous year are summarized hereunder:

Particulars	2023-2024 (Tk.)	2022-2023 (Tk.)	Increased/(decreased)	Growth %
Revenue	1,366,655,666	1,199,312,627	167,343,039	14%
Cost of Service	651,133,454	609,097,791	42.035.663	7%
Cost of sales	13,263,022	24,981,489	(11,718,467)	-47%
Gross Profit	702,259,190	565,233,347	137,025,843	24%
Operating Expenses	229,515,488	202,206,496	27,308,992	14%
Operating Profit	472,743,702	363,026,851	109,716,851	30%
Profit Before Tax	407,629,388	326,475,837	81,153,551	25%
Profit After Tax	383,478,264	315,107,958	68,370,305	22%

Due to factors described above, "Cost of Service" has increased @7% & whereas the Cost of Sales has decreased @ 47%, the recorded gross profit growth of 24% valuing Tk. 137,025,843/- increased during the year- compared to the last year.

Net Profit before Tax for the year has increased by Tk.81,153,551 /= over the last year and reflection growth is 25% due to increase of Q-Cash Transaction Processing and Service & Maintenance Charges. The growth in Net Profit after Tax is 22%, which is comprising of Tk.68,370,306/=.

As a trend observed during the last couple of years, the Banks have reduced the speed of procurement of new ATM & CDM- due to shift in technology in Banking sector from ATM to Cash Recyclers, and Banks are experiencing a financial crunch overall, due to various recessionary factors. Moreover, ATM & CDM spare devices/items such as ATM Pc, ATM & CDM Vault, DDU upper & Lower Part, ATM & CDM Chassis Door, Cash out Cassette & EPP, Vault Door, TMD device, TMD security device, have been disposed off, due to damage or being out of date, which were recognized under Inventory and also long time storage- have become wholly obsolete- has been written off from the inventory during this year.

Considering the previous financial years Statutory Auditors' observation against the rationality of determining the amortization rate of its Intangible Assets, Management of the Company has considered the estimated useful lives of the intangible assets to be 05-40 years based on existing and future economic benefit, consistency, and value of intellectual property, evolving business requirements and logics of the dynamic evolution with its business future. Besides this, the Company has also taken a, expert academic opinion by the consulting team of University of Dhaka, regarding the adapted amortization rate/schedule for the long term intangible assets.

Another Audit observation against Inventories, which consists of finished goods and store materials. Inventories are measured at cost, in fact those are highly exceptional Technological Items, that's why it is very difficult to determine net realizable value of those items. Further conducting IFRS 15, para-3 the use of any practical expedients against Card Renewal Charge (Customer data management software maintenance) has since been included in the Q-cash transaction processing charge and thus recognized business agreement with the member banks after every 12 months.

Accordingly the company has recognised & executed their recommendations in its financial Statement during this year.

#### **Revenue Growth & Products:**

The Revenue of Tk. 1,366,655,666/- which has increased by 14% during the year 2023-2024 against Tk. 1,199,312,627/- in the year 2022-2023 and the list of Products and Services are shown in the page no. 28.

# **Appropriation of Profit Proposed:**

Board of Directors in its meeeting held on October 24, 2024 has recommended the appropriation of the Net Profit earned during the year 2023-2024 in the following manner:

Net Profit After Tax during the year 2023-24	Tk. 383,478,264/-
Appropriation Recommended: Cash Dividend @11% (Tk. 1.10/- per share)	Tk. 141,451,930/-
Net Un-Appropriated Profit	Tk. 242,026,334/-

#### Cost of Sales Focus:

Constrained by the global, national and health sector impediments, the overall cost of goods sold increased during the year due to increase in business creation cost, financing and related costs plus the now lessened Corona specific costs to keep the operations on track. However, despite the cost of sales shooting up, we took several deterrent measures and cost saving drives to cut off its overall effect in profit margin.

# **Human Capital:**

A set of very committed workforce is the strongest force for the Company. It combines a skilled and talented group of employees from diverse disciplines, making them the primary asset of the Company. ITC believes that human capital is vital for the company's success and which is the prime asset of the company. It is the composition of competencies, knowledge and personality with the ability to perform jobs as to produce economic value to the Company. Human capital can be increased through education, training and experience. ITC has the following policy to enhance and empower 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:

Particulars	2023-2024	2022-2023
Beginning of the year	369	364
New recruitment	04	35
Released	27	30
Closing of the year	346	369

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.

#### **Risks and Concerns:**

Recognizing risks around the Company is an integral part of the Board and executive management and the Company has in place a thorough system to identify and combat such multifarious risks.

#### **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 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.

# (b) Liquidity Risk:

Liquidity risk is the risk that the company may 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 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-a-vis the management perception is as follows.

#### (a) Infrastructure Related Risk:

Management always puts high focus and undertake 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 any technological dynamics.

## (c) Up gradation 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 cautious about 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.

#### Financial Statements- conformity avowal:

The Board of Directors of ITC would like to inform that the Financial Statements containing the audited accounts of the Company for the year ended June 30, 2024 are in conformity with the requirements of the Companies Act, 1994, International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) as adopted and applicable, Securities & Exchange Rules -2020 by BSEC 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 all transactions carried out during the year under review and reasonably correctly present the Company's financial condition and results of its operations.

#### **Directors' declaration on the Financial Statements:**

The Directors are responsible for the governance of the Company and, as part of preparation and presentation of the financial statements for the year ended June 30, 2024 the Directors confirm, to the best of their knowledge that:

- . The financial statements, prepared by Management of the Company, which was duly scrutinised by the external auditors, present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
- . 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)/ Bangladesh Accounting Standards (BAS) International Financial Reporting Standards (IFRS)/ Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the Financial Statements and any departure therefrom 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.
- . Any deviation from the previous year in operating results has been explained.

As required under the BSEC CG Code, the Directors further confirm that:

- The CEO and CFO have certified to the Board that they have reviewed the financial statements and affirmed that these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- The CEO and CFO have certified to the Board that they have reviewed the financial statements and affirmed that these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- The CEO and CFO have further certified to the Board that there are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.

# **Emphasis of Matter:**

- 1. Note #3.02 (c) of the financial statements, the company has disclosed the rationality for determining the amortization rate of its Intangible Assets. The management of the company has considered the estimated useful lives of the intangible assets to be between 5-40 years.
- 2. Note # 3.04 in the financial statements, which discloses the valuation methods applied to IT Consultants PLC's inventories. The inventory of IT Consultants PLC. consists of exceptionally high-tech items, posing a considerable challenge to management in determining the accurate Net Realizable Value (NRV) of these items.
- 3. Note # 3.09 to the financial statements, outlining the revenue recognition method for the Card Renewal Charge. According to the agreement with the member banks, the management of IT Consultants PLC. is allowed to recognize revenue for card renewal fees only after every 12-months cycle.

#### **Internal Control System & Process:**

ITC has a competent stakes management process to ensure that the system of internal control is sound in design and has been effectively implemented and monitored. Although it is possible that all risks to the business are not fathomable, the Company takes reasonable measures to identify all material and financial risks that may hamper business operations and results. The Company then systematically reviews those latent risks considering the changing internal and external realities to assess that controls that are in place are adequate to address those risks that are likely to hit the Company's business activities, operations, liquidity and financial position for future performances. Based on experiences it could be concluded that for now the company's internal control system is commensurate with its size, stature and nature of business. 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. However, looking ahead, in view of the pandemic uncertainties, ITC might also adjust its business strategies and operations in future to adapt to the local as well as global realities.

# **Board Meetings and Attendance by the Directors:**

During the year ended June 30, 2024, a total 05 (five) Meetings of the Board of Directors were held.

Attendance of the Directors at the Board Meetings are summarized below:

SI. No	Name	Meeting during 2023-2024	Attendance During 2023-2024	Remarks
1	Mr. Lim Kiah Meng, Chairman, Nominated Director of SiS Capital (Bangladesh) Pte Limited	05	02	
2	Mr. Salahuddin Alamgir, Vice Chairman	05	05	
3	Mr. Kazi Saifuddin Munir, Ph.D, Managing Director & CEO	05	05	
4	Mr. Lim Kia Hong, Nominated Director of SiS Capital (Bangladesh) Pte Limited	05	02	Passed away on 12/08/24
5	Mr. Lim Hwee Hai, Nominated Director of SiS Capital (Bangladesh) Pte Limited	05	02	
6	Madam Lim Hwee Noi, Nominated Director of SiS Capital (Bangladesh) Pte Limited	05	02	
7	Madam Fauzijus Tjandra, Nominated Director of Regent Pacific Limited	05	02	Resigned on 24/10/24
8	Mr. Lim Ee Ray, Nominated Director of SiS Capital (Bangladesh) Pte Limited.			Appointed on 24/10/24
9	Mr. Lim Yi, Alex, Nominated Director of Regent Pacific Limited			Appointed on 24/10/24
10	Mr. Md. Kamal Uddin FCA, Independent Director	05	05	
11	Mr. Dasgupta Asim Kumar, Independent Director	05	05	

#### **Remuneration to Directors:**

No remuneration was paid to the Directors, including the Managing Director & CEO for attending the Board and its Committee meetings. Independent Directors, however received an attendance fee of Tk. 5,000 (Five Thousand) for each meeting attended.

# **Shareholding Patterns:**

The shareholding patterns of the Company as at June 30, 2024 are shown in the following table:

SI. No.	Name	Status	Number of Share held as of 30.06.2024	% of Shareholding
A)	Parent/Subsidiary/Associated Companies/Ot	hers Related Party:		
	SiS Capital (Bangladesh) Pte Limited	Nominated Director	42,139,058	32.77%
	Regent Pacific Ltd.	Nominated Director	10,863,862	8.45%
B 1)	Directors & their Spouses and Minor Childre	n:		
1	Mr. Kazi Saifuddin Munir, Ph.D	Managing Director & CEO &		
		Sponsor Director	5,794,856	4.51%
2	Mr. Salahuddin Alamgir	Vice Chairman & Director	6,890,909	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 FauzijusTjandra			
	Nominated Director of Regent Pacific Ltd	Director.	Nil	Nil
8	Mr. Md. Kamal Uddin, FCA	Independent Director	Nil	Nil
9	Mr. Dasgupta Asim Kumar	Independent Director	Nil	Nil
B 2)	CEO, CFO, CS, HOIA and their Spouses and	Minor Children:		
	Mr. Shyamal Kanti Karmakar	Chief Financial Officer	Nil	Nil
	Mr. Anindya Sarkar FCS	Company Secretary	Nil	Nil
	Mr. Md. Mehedi Hasan	Head of Internal Audit	Nil	Nil
C)	Top 5 (Five) Executives and their Spouses and	Minor Children:		
1	Mr. Osman Haidar	Director-Business	8,500	0.0066%
2	Mr. Md. Faizul Islam	Chief Information Officer	Nil	Nil
3	Mr. Muttahidur Rahman	Chief Technology Officer	Nil	Nil
4	Mr. Zubear Ahmed	Chief Strategy Officer	Nil	Nil
5	Mr. Farhad Malik	Chief Operating Officer	Nil	Nil
D)	Shareholders Holding 10% or more voting in	terest in the company:	<u>.</u>	
	SiS Capital (Bangladesh) Pte Limited	Nominated Director	42,139,058	32.77%

# Summary of shareholders and range of shareholding:

The shareholding distribution schedule of IT Consultants PLC. as on June 30, 2024 is presented as below.

Group Name	Number of Share holders	Number of Shares	Ownership (%)
Sponsors/Promoters and Directors	4	65,688,685	51.09%
Institutions	174	20,797,953	16.17%
General Public	5,476	42,105,274	32.74%
Foreign Company	3	752	0.00%
Total	5,657	128,592,664	100%

# On the Basis of Shareholding:

SL. No.	Group Name	Number of Shareholders	Number of Shares	Ownership (%)
1	1-100	992	33,797	0.03%
2	101-500	1,046	315,423	0.25%
3	501-1000	858	719,258	0.56%
4	1001-10000	2,007	7,934,088	6.17%
5	10001-20000	298	4,469,232	3.48%
6	20001-50000	269	8,867,745	6.90%
7	50001-100000	85	6,265,066	4.87%
8	100001-1000000	94	26,761,605	20.81%
9	1000001-50000000	4	7,537,583	5.86%
10	5000001-100000000	2	12,685,765	9.87%
11	10000001 and Above	2	53,002,920	41.22%
	Total :	5,657	128,592,664	100.00

### **Related Party Transactions:**

Transactions with related parties are made on arm's length basis and are in the ordinary course of business. Details of related parties and related party transactions are described at note no. 42 of the Financial Statements at page no. 148 of this Annual Report.

# **Dividend Payouts:**

The Board of Directors has recommended an amount of Tk.141,451,930/- as dividend, being 11% cash to be paid to the shareholders for the year 2023-24. This dividend is to be approved by the shareholders at the 24th 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.

The dividend once approved is paid out to the entitled shareholders within 30 days of declaration or record date as the case may be. The Company diligently transfers the amount of dividend to a dedicated separate bank account. If any cash dividend remains unpaid or unclaimed for a period of three years from the date of declaration or approval or record date, as the case may be, it is transferred by the Company to the Fund as directed by the regulator time to time. A detailed 'compliance report' is sent to the Commission and the Stock Exchanges in a prescribed format within seven days of completion of distribution of dividend and the report is also posted in the Company Website.

# Minority safeguards:

The Board of Directors of ITC is committed to ensuring the highest standards of governance designed to protect the interests of all stakeholders alike, including the rights of its minority shareholders, while promoting integrity, transparency and accountability. Accordingly, the Board shall always act in a manner that will be in the best interest of the Company. In this respect, in compliance with code 1(5)(xvi) of the codes of corporate governance, the Board hereby confirms that the interests of the minority shareholders of ITC have been duly protected in the Company by means of open and fully transparent operations and proper disclosure of material information 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 (BSEC) and stock exchanges in due time.

#### **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 24<sup>th</sup> Annual General Meeting and being eligible, they have offered themselves for re-election:

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

Mr. Salahuddin Alamgir Vice Chairman

Mr. Lim Hwee Hai

Nominated Director of SiS Capital (Bangladesh) Pte Limited

Brief profiles of the Directors being proposed for re-appointment are given at page 16 & 17 of the Annual Report, which fulfill condition no.1(5)(xxiv) of the codes of corporate governance of BSEC.

This is also informed to the shareholders that Late Director Lim Kia Hong, the Nominated Director of SiS Capital (Bangladesh) Pte Ltd., had passed away on August 12, 2024. Furthermore, Madam Fauzijus Tjandra, the Nominated Director of Regent Pacific Ltd., had submitted her resignation on October 14, 2024, as recommendation of NRC committee and approved by the Board of Directors Mr. Lim Ee Ray, Nominated Director of SiS Capital (Bangladesh) Pte Ltd. and Mr. Lim Yi, Alex, Nominated Director of Regent Pacific Ltd. (duly consented by the SiS Capital (Bangladesh) Pte Ltd. and Regent Pacific Ltd.) are hereby appointed as Directors of the company with effect from October 24, 2024.

#### **Board Committees:**

Based on codes of corporate governance of BSEC, there are at present two functional committees of the Board, namely the Audit Committee and the Nomination and Remuneration Committee (NRC). A short profile of the Committees are presented below:

# **Audit Committee**

This is the most vital committee of the Board. This committee is constituted as per code 5.1(a) of the codes of corporate governance of BSEC. The Board has appointed the Audit Committee comprising the following members of the Board having adequate knowledge about finance and accounts, as required in the CG Code. The Committee, headed by an Independent Director, is quite capable in the discharge of its vested responsibilities. As required, the Company Secretary performs as the Secretary to the Audit Committee.

Name of Members	Position in the committee
Mr. Md. Kamal Uddin FCA, Independent Director	Chairman
Mr. Salahuddin Alamgir, Vice Chairman	Member
Mr. Dasgupta Asim Kumar, Independent Director	Member
Mr. Anindya Sarkar FCS	Secretary

During the year under review, the Audit Committee performed in coherence and consistency and duly ensured full compliance as required under the Codes of Corporate Governance promulgated by BSEC. A further detailed report of the Audit Committee is presented at the appropriate place in this Annual Report to meet the regulatory requirements.

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

ITC has always been very passionate about its human resources management and thereby improving its personnel potentials. With a view to developing its total human capital for the Company, including nomination, selection, hiring, remuneration and placement for the entire segment and based on requirements of the CG code 6.1(a), the Board has established the Nomination and Remuneration Committee (NRC). The committee is comprised of the following members of the Board having adequate knowledge:

Name of Members	Position in the committee
Mr. Dasgupta Asim Kumar, Independent Director	Chairman
Mr. Lim Kiah Meng, Chairman	Member
Mr. Md. Kamal Uddin FCA, Independent Director	Member
Mr. Anindya Sarkar FCS	Secretary

During the year under review, the NRC performed in a well-knit manner ensuring full compliance as required under the Codes of Corporate Governance promulgated by BSEC. A further detailed report of the NRC is presented at the appropriate place in this Annual Report to meet the regulatory requirements.

#### Other regulatory disclosures:

Pursuant to the BSEC Notification on 'Codes of Corporate Governance' dated 3rd June 2018, the Directors of ITC also hereby report that:

- There was no extraordinary gain or loss occurred during the financial year;
- Details of related party transactions have been presented at Note: 42 in the Notes to the financial statements;
- The Company's IPO was made in the year 2015. No further issue of any instrument was made during the year;
- · The amount of total remuneration paid to Directors including Independent Directors has been presented at Note: 27.01 in the Notes to the financial statements;
- The financial statements of the Company fairly present its state of affairs, result of its operations, cash flows and changes in equity;
- · Proper books of account of the Company have been maintained;
- Appropriate accounting policies have been followed in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;
- The financial statements are prepared in accordance with IAS/IFRS and any departure there from has been adequately disclosed;
- The internal control system of the Company is sound in design and has been effectively implemented and monitored;
- There is no significant doubt about the Company's ability to continue as a going concern;
- Significant deviations from the previous year in operating results of the Company have been highlighted and reasons thereof have been explained;
- Rights and interests of the minority shareholders have been duly protected by means of transparent operations and proper disclosure of material information of the Company;
- Key operating and financial data of the preceding five years have been summarized in the page # 33 in this Annual Report;
- The Company has proposed cash dividend for the year 2023-24;
- No bonus or stock dividend has been declared as interim dividend during the year;
- The number of Board meetings and attendance of Directors during the year 2023-24 has been presented in the page # 82 in the Report;
- The patterns of shareholding as on June 30, 2024, has been presented in the page #83

- A statement of 'Management Discussion and Analysis' has been presenting on page 44 of this Annual Report.
- Declaration under the Corporate Governance Code by the Managing Director/CEO and Chief Financial Officer on the financial reporting has been presented in the page # 91 of this Annual Report.
- Status of compliance of the conditions of BSEC CG Code dated 3<sup>rd</sup> June 2018 has been presented in the page # 93 of this Annual Report.
- A 'Certificate of Compliance' of the conditions of BSEC CG Code dated 3rd June 2018 has been presented in the page # 92 of this Annual Report.

# **Appointment of Statutory Auditors:**

During the 23<sup>rd</sup> Annual General Meeting (AGM) the shareholders had appointed M/s. HUSSAIN FARHAD & Co., Chartered Accountants, as Statutory Auditors of the company for the year 2023-2024. , the Statutory Auditors of the company, M/s. Hussain Farhad & Co, Chartered Accountants, shall retire at this 24th AGM. The existing Auditors M/s. Hussain Farhad & Co, Chartered Accountants have completed their tenure of consecutive three years in office. Accordingly, they are not eligible for re-appointment as per BSEC notification. As proposed by the Audit Committee and recommended by the Board of Directors at its meeting dated October 24, 2024, the matter for appointment of M/s. Hoda Vasi Chowdhury & Co, Chartered Accountants shall be appointed as Statutory Auditors of the Company for the year 2024-2025 and to fix their remuneration of TK. 450,000 (four lac fifty thousand taka only) excluding VAT is placed before the shareholders at the 24th 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 23<sup>rd</sup> Annual General Meeting (AGM) the shareholders had appointed M/s. Al-Muqtadir Associates, Chartered Secretaries as the Compliance Auditor of the company for the year 2023-2024. The Compliance Auditor is eligible for reappointment. As proposed by the Audit Committee and recommended by the Board of Directors at its meeting dated October 24, 2024, the matter of appointment of M/s. Al-Muqtadir Associates, Chartered Secretaries for the year 2024-2025 as Compliance Auditor of the Company and fixation of their remuneration at TK. 172,000 (one lac seventy two thousand taka only) excluding VAT is placed before the shareholders at the 24<sup>th</sup> AGM for approval.

#### **Unclaimed Dividend:**

The ageing of unclaimed dividend at the reporting date was:

Dividend Disbursement Year	Openii baland
2020-21 2021-22	169,20
2022-23	394,18

Opening balance	Current year Unclaimed Dividend	Cumulative closing balance
-	169,201	169,201
169,201	224,985	394,186
394,186	359,120	753,306

## Prospect revelations for investors:

IT Consultants PLC, was established in the year 2000 as a private company. After a flourishing IPO, it was enlisted with the stock exchanges in 2015 and its present paid up capital is about Tk. 128 crores. The Company has since transformed to become a local leader for IT Consultants PLC. and payment service automation in the rapidly changing arena of Electronic Payment Transaction Processing Systems. ITC is the one of the PSO (Payment System Operator) licensed by Bangladesh Bank to provide end-to-end electronic payment services for banks, government organizations, retailers, billers and financial institutions. The Company currently serves 36 banks, with its network named 'Q-Cash' which is a popular brand-name in Banking and Payment Industry in Bangladesh. ITC has since done the necessary certification of its platform to enable Bangla QR payment transactions which will further facilitate the end customers to pay at retail outlets or pay bills at fingertips. ITC cherishes to cater substantial payment transactions with this new feature in coming years and thereby further boost its transaction processing revenues.

Thus, ever since its startup journey 24 years back, IT Consultants PLC. has achieved significant milestones and has established itself as a lead player in Information Technology and Payment Service Automation Systems in Bangladesh. The Company has expanded its market share remarkably though its flagship brand 'Q-Cash' and braces all potentials for greater growth and expansion. Further, ITC is poised to purchase sizably large commercial Plots at Tejgaon Industrial Area, Dhaka entirely from its own sources and to undertake construction of multi-commercial complexes at that place. Now, those are momentous indications that ITC sees green beckoning at the lurking horizon.

It is now up to the prospective stakeholders, home and abroad, to contemplate about IT Consultants PLC.

# **Activity Summery:**

# Amongst others, the Board performed the following core activities during the year under review :

- 1. Provided 'collective wisdom' to the Company,
- 2. Conducted 5 (five) meetings during the year,
- 3. Reviewed and approved the quarterly and annual accounts of the Company as recommended by the Audit Committee,
- 4. Appropriated profit and recommended dividend for the year,
- 5. Reviewed and approved the report of the Audit Committee,
- 6. Reviewed and approved the report of the Nomination and Remuneration Committee (NRC),
- 7. Reviewed and approved the 'Management Discussion & Analysis' statement prepared by the Management of the Company,
- 8. Reviewed the Auditors Report submitted by the statutory auditors,
- 9. Reviewed and approved the Due Diligence Declaration jointly made by the CEO and CFO,
- 10. Reviewed and approved the Status of Compliance of the CG Codes,
- 11. Reviewed the 'Certificate of Compliance' from the CG Compliance Auditor,
- 12. Reviewed and approved the Directors Report of the year,
- 13. Reviewed and approved the Annual Report of the Company to be placed before the ensuing 24th Annual General Meeting,
- 14. Reviewed and approved the yearly evaluation reports of the Directors,
- 15. Resolved to purchase commercial land for the Company.

# Acknowledgement & appreciation:

Whatever accolades and attainments the Company has earned over the years are the harvests of success achieved by the dedicated employees of the Company. The Board of Directors takes this occasion to record its utmost appreciation for them who were with the Company at all odds of pandemic fears and endemic challenges. At the same time the Board also offers its heartfelt thanks and gratitude to the success partners of ITC, its Shareowners, Customers, Financiers, Bangladesh Bank, the Bankers and Insurers of the Company, Bangladesh Securities & Exchange Commission (BSEC), Dhaka Stock Exchange (DSE), Chittagong Stock Exchange (CSE), Registrar of Joint Stock Companies and Firms (RJSC), Central Depository Bangladesh Ltd. (CDBL) and other Regulatory Authorities for their continued support and patronage to carry the Company to its cherished height. We value their continued support to fulfill our mission to improve the lives of our countless partners at large and augment its contribution to the nation to further empower the financial society of Bangladesh.

For & On behalf of the Board of Directors

LIM KIAH MENG Chairman

Date: October 24, 2024



# DECLARATION BY CEO AND CFO

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

# IT Consultants PLC. Declaration by CEO and CFO

Date: October 24, 2024
The Board of Directors
IT Consultants PLC.
Evergreen plaza, 260/B, Tejgaon I/A
Dhaka-1208, Bangladesh

Subject: Declaration on Financial Statements for the year ended on June 30, 2024

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.

- The Financial Statement of IT Consultants PLC. for the year ended on June 30, 2024 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 estalished 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, 2024 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 IT Consultants PLC.

Munit S.

Shyamal Kanti Karmakar Chief Financial Officer (CFO) IT Consultants PLC.



**Chartered Secretaries & Consultants** 

efforts umpteenth : প্রয়াস অন্তহীণ

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BIN No: 000179575-0202

# Report to the Shareholders of IT Consultants PLC. on compliance with the Corporate Governance Code

[As required under code 1(5) (xxvii) of the BSEC Code of Corporate Governance]

We have examined the compliance status to the Corporate Governance Code by IT Consultants PLC for the year ended on 30th June 2024. This code relates to the gazette notification no: BSEC/CMRRCD/2006-158/207/Admin/80 dated the 3rd June 2018 (as amended) 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 Code 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 this 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:

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

This report, however, is no endorsement about quality of contents in the Annual Report of the Company for the year 2023-24.

Al-Muqtadir Associates

Chartered Secretaries & Consultants

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

Dhaka, October 28, 2024

# **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 3rd June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

# (Report under Condition no. 9)

Condition	Title	Compliance Status		Remarks (If any)
No.		Compiled	Not Compiled	
1.00	Board of Directors			
1.(1)	Board Size (minimum - 5 and maximum - 20)	√		9 directors
1.(2)	INDEPENDENT DIRECTORS		1	
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	<b>√</b>		- 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	1		- do -
1.2 (b)(vi)	Not a Shareholder, Director of Officer of any Member of Stock Exchange.	1		- 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.	1		- 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	<b>√</b>		- do -
1.2 (c)	Appointment by the Board and approved in AGM	<b>√</b>		Awaiting approval by shareholders at next AGM
1.2 (d)	Post cannot remain vacant more than 90 days	$\checkmark$		No such case in the year
1.2 (e)	Tenure of the Independent Director	<b>√</b>		
1.3	QUALIFICATION OF INDEPENDENT DIRECTOR			
1.3(a)	Independent Director shall be a knowledge- able individual	<b>√</b>		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	1		- do -
1(3)(b)(iii)	Former official of government.	<b>√</b>		- do -
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law	-		N/A
1(3)(b)(v)	Professional Chartered Accountant/ Secretary or equivalent qualification.	<b>√</b>		-

Condition	Title	Complia	nce Status	Remarks (If any)
No.		Compiled	Not Compiled	
1 (3) ( c)	The independent director shall have at least 10(ten) years of experiences	√		As declared by IDs
1 (3) (d)	Relaxation in special cases			N/A
1(4)	Duality of Chairperson of the Board of Directive Officer	ctors and M	lanaging Dire	ctor or Chief Execu-
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)	The MD and CEO of a listed Company shall not hold the same position in another listed Company.	J		Compliance declared
1(4)(c)	The Chairperson shall be elected form among the non-executive directors of the company	1		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		Respective roles and responsibilities are clearly defined
1(4)(e)	In absence of Chairman etc.	-		No such case in year
1(5)	The Directors' Report to Shareholders :			
1(5)(i)	Industry outlook and possible future developments in the industry	1		Discussed in the Directors' Report
1(5)(ii)	Segment-wise or product-wise performance	<b>√</b>		- do -
1(5)(iii)	Risks and concerns including internal and external risk factor.	1		- do -
1(5)(iv)	A discussion on Cost of Goods sold Gross profit Margin and Net Profit Margin.	1		- do -
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or Loss)	1		- do -
1(5)(vi)	Basis for related party transactions-a statement of all related party transactions	J		- do -
1(5)(vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments	V		- 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.	<b>√</b>		- 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	J		- do -
1(5)(x)	Remuneration to Directors including Independent Director	1		- do -

Condition	Title	Complia	nce Status	Remarks (If any)
No.		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	V		- do -
1(5)(xii)	Proper books of account of the issuer company have been maintained	<b>√</b>		- 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	J		- 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	J		- do -
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored	V		- 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	J		- 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	V		- do -
1(5)(xix)	Key operating and financial data of at least preceding 5 (Five) years shall be summarized	<b>√</b>		- 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	√		Dividend declared
1(5)(xxi)	Declaration that no stock div. paid as interim div.	1		Stated in Directors Report
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)	1		- do -

Condition	Title	Compliar	nce Status	Remarks (If any)
No.		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)	V		- do -
1(5)(xxiii)(c)	Executives	1		- 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	1		- do -
1(5)(xxiv)(b)	Nature of his/her expertise in specific functional areas	1		- 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	1		- do -
1(5)(xxv)(b)	Changes in accounting policies and estimation as well as cash flows on absolute figure for such changes	J		- do -
1(5)(xxv(c)	Comparative analysis and financial position as well as cash flew for current financial year with immediate preceding five years explain- ing 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	J		No such peer company
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe	1		Discussed in the Report
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements	1		- 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	<b>√</b>		- 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)	1		Done as per BSS

Condition	Title	Compliar	nce Status	Remarks (If any)	
No.	Title	Compiled	Not Compiled	(1. 2.1.3)	
1(7)	Code of Conduct for the Chairperson, other	Board men	nbers and Chi	ief Executive Officer	
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee(NRC)	√		NRC recommended and Board approved CoC exists	
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.	V		The Codes of Conduct is duly posted on the Company Website	
2	Governance of Board of Directors of Subsic	liary Compa	ny		
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	Managing Director (MD) or Chief Executive Internal Audit and Compliance (HIAC) and C			fficer (CFO), Head of	
3.1	Appointment				
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)	J		The positions are duly replenished	
3(1)(b)	The positions of the MD,CEO,CS,CFO,HIAC shall be filled by different individuals	1		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	√		In practice	
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS	√		Those are clearly defined	

Condition	Title	Complia	nce Status	Remarks (If any)
No.		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	J		No such case during the year
3.2	Requirement to attend Board of Directors'	Meetings		
3 (2)	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board	J		In practice
3.3	<b>Duties of Managing Director (MD) or Chief Officer (CFO)</b>	Executive	Officer (CEO)	and Chief Financial
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	√		Stated 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	<b>√</b>		- do -
3(3)( c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report	1		- do -
4	Board of Directors' Committee			
4 (i)	Audit Committee	<b>√</b>		Already in practice
4 (ii)	Nomination and Remuneration Committee	√		- do -
5	Audit Committee			
5.1	Responsibility to the Board of Directors			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board	√		In practice
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	J		The AC duly discharged its responsibilities
5(1) (c)	The Audit Committee shall be responsible to the Board	√		In practice
5.2	Constitution of the Audit committee			
5(2) (a)	The Audit Committee shall be composed of at least 3 (three) members	1		AC has 3 members
5(2) (b)	Board to appoint members of the Audit Committee who shall be non-executive	1		In practice
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	V		The AC members meet the guideline

Condition	Title	Complia	nce Status	Remarks (If any)
No.		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	J		No such case in the reporting year
5(2) (e)	The Company Secretary shall act as the Secretary of the Audit Committee	1		In practice
5(2)(f)	The quorum of Audit Committee meeting shall not constitute without at least 1 (One) independent director	1		In practice
5.3	Chairperson of the Audit Committee			
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.	J		Board selected accordingly
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)	√		The AC Chairman attended the AGM
5.4	Meeting of the Audit Committee			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year	1		Four meetings held
5(4)(b)	The quorum of the Audit Committee shall be constituted in presence of eithertwo members or two third of the members of the Audit Committee whichever is higher	√		In practice
5.5	Role of Audit Committee		•	
5(5)(a)	Oversee the financial reporting process	<b>√</b>		Performed as per guidelines
5(5)(b)	Monitor choice of accounting policies and principles	1		- do -
5(5)(c)	Internal Audit and Compliance process to ensure that it is adequately resourced	√		- do -
5(5)(d)	Performance of external auditors	<b>√</b>		- do -
5(5)(e)	Hold meeting on annual financial statements before submission to the Board for approval or adoption	1		- do -
5(5)(f)	Review the annual financial statements before submission to the Board for approval	1		- 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	1		- do -
5(5)(i)	Review the management's Discussion and Analysis before disclosing in the Annual Report	1		- do -

Condition	Title	Complian	nce Status	Remarks (If any)
No.		Compiled	Not Compiled	, , , , , , , , , , , , , , , , , , ,
5(5)(j )	Review statement of all related party transactions submitted by the management	1		- do -
5(5)(k)	Review management letters or letter of Inter- nal Control weakness issued by statutory auditors	J		- do -
5(5)(I)	Oversee determination of audit fees based on scope and magnitude	1		- do -
5(5)(m)	Oversee whether IPO proceeds utilized as per the published Prospectus			N/A
5.6	Reporting of the Audit Committee			
5.6 (a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on tis activates to the Board	<b>√</b>		Performed as per guidelines
5(6)(a)(ii)(a)	Report on conflicts of interests	-		No such case in the year
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process	-		- do -
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliance including securities related laws, relies and regulation	-		- do -
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately	-		- do -
5.6 (b)	Reporting to the Authorities			
5.7	Reporting to the Shareholders and General	Investors		
5(7)	Reporting to the Shareholders and General Investors	<b>√</b>		Audit committee report given in the AR
6	Nomination and Remuneration Committee (	NRC)		
6.1	Responsibility to the Board of Directors			
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	√		The NRC Performed as per guidelines
6(1)(c)	The Terms of Reference of the NRC shall be clearly set forth in writing covering the areas stated at the condition	1		In practice
6.2	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director	V		The NRC has 3 members
6(2)(b)	All members of the Committee shall be non-executive directors	√		In practice

Condition	ondition Title Compli		nce Status	Remarks (If any)
No.		Compiled	Not Compiled	, a ( ),
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board	J		Constituted as per guidelines
6(2)(d)	The Board shall have authority to remove and appoint any member of the committee	<b>√</b>		In practice
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			No such case in the reporting year
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	J		In practice
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director	J		In practice
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	J		In practice
6.3	Chairperson of the NRC			
6(3)(a)	The Board shall select 1 (One) member of the NRC to be Chairperson of the Committee	1		Board selected the Chairman accordingly
6(3)(b)	The absence of chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting	1		No such case in the reporting year
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM)	1		Practiced as per guidelines
6.4	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year	J		One meeting held
6(4)(b)	The Chairperson of the NRC, may convene any emergency meeting	-		No such case in the year
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	√		In practice
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	J		- do -
6.5	Role of NRC			

Condition	Title	Complia	nce Status	Remarks (If any)
No.		Compiled	Not Compiled	(,
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the share-holders	1		- 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	J		- 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	V		- do -
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, experience etc.	<b>√</b>		- do -
6(5)(b)(iii)	Identifying persons who are qualified the criteria laid down and recommend their appointment and removal to the Board.	√		No such list as yet
6(5)(b)(iv)	Formulating criteria for evaluation of performance of independent directors and the Board	√		Practiced as per guidelines
6(5)(b)(v)	Identifying company's needs for employees at different levels and determine their selection, transfer or replacement	1		- 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	√		Stated in the Annual Report
7	External or Statutory Auditors			
7(1)(i)	External or Statutory Auditors shall not be engaged in Appraisal or valuation services or fairness opinions	V		As declared by the auditors
7(1)(ii)	External or Statutory Auditors 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	1		- do -
7(1)(v)	External or Statutory Auditors shall not be engaged in Actuarial services	1		- do -

Condition	Title	le Compliance Status		Remarks (If any)
No.		Compiled	Not Compiled	
7(1)(vi)	External or Statutory Auditors shall not engage Internal audit services	1		- 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	1		- do -
7(2)	No partner or employees of the Externalor 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	J		- do -
7(3)	Representative of External or Statutory Auditors shall remain present in the Shareholders Meeting (Annual General Meeting or Extraordinary General Meeting)	√		He was present in the last AGM
8	Maintaining a website by the company			
8(1)	The company shall have an official website linked with that of the stock exchange	1		Website exists
8(2)	The company shall keep the website functional from the date of listing	1		Website is functional
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchanges	J		In practice
9	Reporting and Compliance of Corporate Go	vernance		
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	J		Certificate 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	J		Duly Appointed at AGM
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	J		Duly stated in the Directors'Report



# AUDITED FINANCIAL STATEMENTS



#### **Corporate Office:**

• : House # 15, Road # 12, Block # F, Niketon Gulshan-1, Dhaka-1212, Bangladesh.

**a**: +88 (02)8836015-7 \ : +88 01681126120

■ : hfc@hfc-bd.com

# **Independent Auditor's Report** To the shareholders of IT Consultants PLC. Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of IT Consultant PLC. (the Company), which comprise the statement of financial position as at 30 June 2024, and the statement of profit or loss, statement of other comprehensive income, statement of changes in equity, 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 2024, 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 the International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's 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) and Bangladesh Securities and Exchange Commission (BSEC), 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**

- 1. We draw attention to Note #3.02 (c) of the financial statements, the company has disclosed the rationality for deter mining the amortization rate of its Intangible Assets. The management of the company has considered the estimated useful lives of the intangible assets to be between 5-40 years.
- 2. We draw attention to Note # 3.04 in the financial statements, which discloses the valuation methods applied to IT Consultant PLC's inventories. The inventory of IT Consultant PLC, consists of exceptionally high-tech items, posing a considerable challenge to management in determining the accurate Net Realizable Value (NRV) of these items.
- 3. Attention is drawn to Note # 3.09 to the financial statements, outlining the revenue recognition method for the Card Renewal Charge. According to the agreement with the member banks, the management of IT Consultant PLC. is allowed to recognize revenue for card renewal fees only after every 12-months cycle.

## **Key Audit Matters**

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



# **Key Audit Matter**

#### Our response to the risk

# Carrying value (CV) of Noncurrent Assets and their impairment

Property, Plant and Equipment (PPE) of IT Consultants PLC. comprises a major portion of the total assets, which amount to BDT. 657,293,341 as at 30 June 2024. The non-current assets comprise property, plant and equipment, intangible assets amounting to BDT 754,6666,851, right-of-use assets amounting to BDT 36,023,766 and the capital work in progress amounting to BDT 1,012,850,000. As the major operations of the Company depend on the tangible and intangible infrastructure, the measurement and valuation of the non-current assets involve significant audit risk, we considered this a key audit matter. There is also a risk that the impairment charges may not have been recognized.

We have tested the design and operating effectiveness of key controls over PPE. Our audit procedures included, among others:

- · Understood and tested relevant controls within the purchase and measurement process of the non-current assets.
- · Reviewed the basis of recognition, measurement, and valuation of assets.
- Reviewed the calculation process of the depreciation and amortization of the non- current assets.
- Checked ownership of the major assets.
- · Checked the Capital-Work-in-Progress (CWIP) and its transfer to PPE.
- · Performed physical asset verification at the year-end on sample basis.
- Critically reviewed the Company's assumptions & disclosures in relation to recoverable amounts of the major PPE to identify if there is any requirement for recognition of impairment.
- · Checked Fixed Asset Register.
- · Finally, assessed the appropriateness and presentation of disclosures related to relevant accounting standards.

Please see Notes # 3.01, 3.02, 3.03, 4.00, 5.00, 6.00, 7.00 to the financial statements

#### **Revenue Recognition**

For the year-end, the Company reported total revenue BDT 1,366,655,666 in Note 25.00 of the financial statements.

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 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 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 the proper implementation of IFRS 15.

We have tested the design and operating effectiveness of key controls focusing on the following areas:

- · Assessed whether the revenue recognition policy is appropriate, which is in line with IFRS 15 - Revenue from contracts with customers.
- · Performed walk through tests to understand the adequacy and the design of the revenue cycle.
- · Reviewed the contracts with different banks on a sample basis.
- · Obtained supporting documentation for sales transactions recorded at the beginning and end of the year to verify the revenue recognition at the cut-off
- · Obtained third-party confirmation on a sample basis for trade and other receivables.
- · Performed substantive analytical procedures to understand how revenue trends impacted over the year, among other parameters.



There is also a risk that revenue may be misstated due to fraud through misstating of price declaration, unrecorded sales, maintaining accrual concept for invoicing, recognition within the Cut-off period, and inaccurate sales figures and unauthorized sales.

· Reviewed the presentation and disclosures.

Finally, assessed the appropriateness and presentation of disclosures related to relevant accounting standards.

#### Please see Notes # 3.09 and 25.00 to the financial statements.

#### Valuation of Inventories

The Company had inventories of BDT 75,573,735 as at 30 June 2024.

Inventories are valued as per note no. 3.04. The cost is assigned following the weighted average cost formula. The measurement and valuation of the inventories are judgmental and complex. Moreover, the nature of the inventories is sophisticated and has a significant impact on the operations of the Company. Due to the high level of judgment involved and the use of some manual processes in estimating the valuation and net realizable value of inventories, we considered this to be a key audit matter.

We verified the appropriateness of the management's assumptions applied in the calculation of the value of the inventory. To mitigate the related risk, we have followed the following audit procedures

- Evaluated the design and implementation of key inventory controls.
- · Conducted inventory counts of store materials and finished goods on sample basis and reconciled the count results to the inventory listings to test the completeness of data.
- Reviewed the valuation methods for high exceptional Technological Items.
- · Assessed whether some of the inventory became slow-moving or obsolete and assessed the necessity for inventory provisioning; and
- Evaluated the adequacy of financial statement disclosure as per IAS-2.

# Please see Notes # 3.04 and 8.00 to the financial statements

# **Provision for Income Tax and Recognition of Deferred Tax**

The company reported the Income Tax Provision and net Deferred tax liability of Tk. 14,576,560 & 634,865 as at 30 June 2024.

The Company is a provider of both Information Technology Enable Service (ITES) and Non-ITES services. So, there is considerable uncertainty towards execution of tax assessment under paragraph 21 of Part- A of the 6th schedule of the Income Tax Act 2023, up to the 30th day of June 2027, 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 considering ITES-related services as non-ITES- related services. Complexities associated with the tax assessment of an ITES Company also involve audit risk. We have determined these to be a key audit matter, due to the complexity of income tax provisioning, the inherent uncertainty in forecasting the amount, the timing of future taxable profits/expenses, and the reversal of temporary differences.

We have carried out the following substantive tests to address the related risk:

- Developed an understanding, evaluated the design, and tested the operational effectiveness of the Company's key controls over the recognition and measurement of Income Tax & deferred tax liabilities and the assumptions used in estimating the future taxable income of the Company.
- Assessed the completeness and accuracy of the data used for the estimations of future taxable income.
- Tested the mathematical accuracy in the calculation of Income Tax and deferred Tax.
- Assessed key assumptions, controls, recognition, and measurement of Deferred Tax Assets.
- Assessed the adequacy of the Company's disclosures, setting out the basis of deferred tax assets balances and the level of estimation involved.
- Reviewed the tax implications, the reasonableness of estimations, and calculations determined by management.



- · Checked the exemption letter provided by NBR.
- Finally, assessed the appropriateness and presentation of disclosures against IAS 12 Income Taxes.

# Please see Note# 3.06, 19.00, 24.00, 34.00, and 35.00 to the financial statements.

# 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, information systems and controls have immense significance in the preparation of financial statements. Moreover, the operation of the Company is based on its IT infrastructure. Accordingly, we are considering this as a key audit matter.

Our audit procedures to address the risks of material misstatement relating to Information Technology Systems includes:

- · Reviewed the security policy covering physical and logical access controls.
- · Reviewed controls instituted in view of the rapid changes in technology.
- Identified and evaluated the major risk points (including points of manual intervention) together with the key controls (including reconciliation controls) for each critical application system.
- · Examined business continuity plan and updates to plan; and
- Reviewed controls ensuring the availability of systems.

### Other Information

Management is responsible for the other information. The other information comprises all of the information in the Annual Report but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRSs), the Companies Act, 1994, the Securities and Exchange Rules, 2020, and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable



assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with International Standards on Auditing (ISAs), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- > Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- > Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- > Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- > Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

### Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994 and the Securities and Exchange Rules, 2020 and relevant notification issued by the Bangladesh Securities and Exchange Commission, we also report the following:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b) in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appeared from our examination of those books.



- c) the Company's statements of financial position and statement of profit or loss and other comprehensive income along with the annexed notes 1 to 42 dealt with by the report are in agreement with the books of accounts; and
- d) the expenditure incurred was for the purposes of the Company's business.

: Hussain Farhad & Co., Chartered Accountants Firm Name

: 4/452/ICAB-84 Registration no

Signature of the auditor

Name of the auditor : Asifur Rahman, FCA, Partner/Enrollment No: 0904

DVC No : 2410270904AS972045

Place : Dhaka

Date : 24th October 2024

# IT Consultants PLC. Statement of Financial Position As at 30 June 2024

	Notes	Amounts in Taka		
	Notes	30 June 2024	30 June 2023	
<u>Assets</u>				
Non-Current Assets:				
Property, plant and equipment, net	4.00	657,293,341	654,417,304	
Intangible assets, net	5.00	754,666,851	782,981,595	
Right of use assets, net	6.00	36,023,766	54,139,247	
Capital work-in-progress	7.00	1,012,850,000	444,972,630	
		2,460,833,958	1,936,510,776	
Current Assets:				
Inventories	8.00	75,573,735	162,734,035	
Accounts receivable	9.00	352,919,528	378,193,811	
Other receivable	10.00	18,940,522	16,331,802	
Advance, deposits & prepayments	11.00	339,186,582	336,689,157	
Cash and cash equivalents	12.00	314,287,380	244,360,941	
		1,100,907,747	1,138,309,746	
Total Assets		3,561,741,705	3,074,820,522	
Equity and Liabilities				
Shareholders' Equity:				
Share capital	13.00	1,285,926,640	1,285,926,640	
Share premium	14.00	294,578,430	294,578,430	
Retained earnings	15.00	922,412,001	689,724,980	
Revaluation reserve	16.00	165,072,293	172,509,157	
		2,667,989,364	2,442,739,207	
Non-Current Liabilities:				
Term loan	17.01	476,834,304	4,058,053	
Lease liabilities	18.01	15,521,357	30,042,544	
Deferred tax liability	19.00	634,865	1,339,012	
Dolon ou tax habiney	10.00	492,990,526	35,439,609	
Current Liabilities:		10=,000,0=0		
Trade payables	20.00	141,667,292	37,238,212	
Bank overdraft	21.00	2,219,739	283,063,855	
Term loan, current portion	17.02	44,517,665	2,166,573	
Lease liabilities, current portion	18.02	21,550,683	23,259,255	
Other liabilities	22.00	175,476,570	196,668,779	
Unclaimed dividend	23.00	753,306	594,690	
Provision for income tax	24.00	14,576,560	53,650,342	
		400,761,815	596,641,706	
Total Liabilities		893,752,341	632,081,315	
Total Equity & Liabilities		3,561,741,705	3,074,820,522	
Net Asset Value (NAV) per share	37.00	20.75	19.00	
• • •				

The annexed notes from 1 to 42 form an integral part of these financial statements.

Dasgupta Asim Kumar Director Kazi Saifuddin Munir, PH.D Managing Director & CEO

Anindya Sarker, FCS
Company Secretary

Hussain Farhad & Co.
Chartered Accountants

Dated, Dhaka

Date: 24 October, 2024

DVC No. 2410270904AS972045

Asifur Rahman, FCA
Partner

ICAB Enrollment Number: 0904

# IT Consultants PLC. **Statement of Profit or Loss** For the year ended 30 June 2024

	Notes	Amounts	in Taka
	notes	2023-24	2022-23
Revenue	25.00	1,366,655,666	1,199,312,627
Cost of services and sales	26.00	(664,396,476)	(634,079,280)
Gross Profit		702,259,190	565,233,347
Operating Expenses:			
General and administrative expenses	27.00	(175,742,504)	(153,668,655)
Selling and distribution expenses	28.00	(45,287,985)	(37,000,690)
Other operating expenses	29.00	(8,484,999)	(11,537,151)
Total Operating Expenses		(229,515,488)	(202,206,496)
Operating Profit/(Loss)		472,743,702	363,026,851
		0.444.000	(40.00= 400)
Non-operating income/(expenses)	30.00	6,411,808	(10,837,499)
B 5000 N 6 B1 0 4		450 455 540	
Profit/(Loss) before Finance Costs		479,155,510	352,189,352
Finance costs	31.00	(55.700.570)	(40.005.070)
Finance costs	31.00	(55,768,570)	(19,895,972)
Finance income	32.00	4,623,917	10,506,249
Finance income	32.00	4,023,917	10,300,249
Profit/(Loss) before WPPF & WF		428,010,857	342,799,629
Tronb(Loss) before Will a Wi		420,010,007	342,733,023
Contribution to WPPF & WF	33.00	(20,381,469)	(16,323,792)
	00.00	(20,001,100)	(10,020,102)
Profit/(Loss) before Income Tax		407,629,388	326,475,837
		- ,,	2, 2,
Income Tax		(24,151,124)	(11,367,879)
			, , ,
Current tax	34.00	(24,771,242)	(11,329,940)
Deferred tax income/(expenses)	35.00	620,118	(37,939)
\ 1 /			( , == )
Net Profit/(Loss)		383,478,264	315,107,958
Earnings Per Share (EPS)	36.00	2.98	2.45

The annexed notes from 1 to 42 form an integral part of these financial statements.

Dasgupta Asim Kumar Director

Kazi Saifuddin Munir, PH.D Managing Director & CEO

Anindya Sarker, FCS Company Secretary

Dated, Dhaka Date: 24 October, 2024

DVC No. 2410270904AS972045

Hussain Farhad & Co. **Chartered Accountants** 

Asifur Rahman, FCA Partner ICAB Enrollment Number: 0904

# **IT Consultants PLC. Statement of Other Comprehensive Income** For the year ended 30 June 2024

Notes	Amounts in Taka	
Notes	2023-24	2022-23

# Other comprehensive income that will not be reclassified to profit or loss in subsequent periods, net of tax:

Net profit after tax
Deferred tax on revaluation surplus
Remeasurement on defined benefit plans
Deferred tax impact on defined benefit plans

Other comprehensive income /(loss) for the year, net of tax

Total co	mprehensive	income fo	r the vear	net of tax
i Otai Co	TIPI CITCIISI V C	IIICOIIIC IO	i tile year	, IICL OI LUX

383,478,264	315,107,958
84,029	(154,005)
-	-
-	-
84,029	(154,005)
383,562,293	314,953,953

The annexed notes from 1 to 42 form an integral part of these financial statements.

Dasgupta Asim Kumar

Director

Mulian S. Q. Kazi Saifuddin Munir, PH.D Managing Director & CEO

Anindya Sarker, FCS Company Secretary

Dated, Dhaka

Date: 24 October, 2024

DVC No. 2410270904AS972045

Hussain Farhad & Co. **Chartered Accountants** 

Asifur Rahman, FCA Partner

ICAB Enrollment Number: 0904

# IT Consultants PLC. **Statement of Changes in Equity** For the year ended 30 June 2024

Particulars	Paid-up Capital	Share Premium	Retained Earnings	Revaluation Reserve	Total Equity
	Taka	Taka	Taka	Taka	Taka
Balance as at 01 July 2023	1,285,926,640	294,578,430	689,724,980	172,509,157	2,442,739,207
Net profit for the year	-	-	383,478,264	-	383,478,264
Cash dividend (2022-23)	-	-	(128,592,664)	-	(128,592,664)
Prior year adjustment	-	-	(29,719,472)	-	(29,719,472)
Transfer from revaluation reserve	-	-	7,436,864	(7,436,864)	-
Deferred tax on revaluation reserve	-	-	84,029	-	84,029
Balance as at 30 June 2024	1,285,926,640	294,578,430	922,412,001	165,072,293	2,667,989,364

Particulars	Paid-up Capital	Share Premium	Retained Earnings	Revaluation Reserve	Total Equity
	Taka	Taka	Taka	Taka	Taka
Balance as at 01 July 2022	1,285,926,640	294,578,430	444,170,709	180,265,073	2,204,940,852
Net profit for the year	-	-	315,107,958	-	315,107,958
Cash dividend (2021-22)	-	-	(77,155,598)	-	(77,155,598)
Transfer from revaluation reserve	-	-	7,755,916	(7,755,916)	-
Deferred tax on revaluation reserve	-	-	(154,005)	-	(154,005)
Balance as at 30 June 2023	1,285,926,640	294,578,430	689,724,980	172,509,157	2,442,739,207

The annexed notes from 1 to 42 form an integral part of these financial statements.

Dasgupta Asim Kumar Director

Kazi Saifuddin Munir, PH.D Managing Director & CEO

Anindya Sarker, FCS Company Secretary

Dated, Dhaka

Date: 24 October, 2024

# IT Consultants PLC. **Statement of Cash Flows** For the year ended 30 June 2024

		Notes	Amounts	s in Taka
		notes	2023-24	2022-23
A.	Cash flows from operating activities			
	Cash receipts from customers/revenue		1,408,700,050	1,351,430,418
	Cash paid to suppliers		(340,766,859)	(285,857,442)
	Cash paid for operating activities		(120,422,239)	(91,424,306)
	Cash paid to employees		(302,829,233)	(288,194,451)
	Interest paid		(38,346,245)	(19,895,972)
	Income taxes paid		(20,698,738)	(11,329,940)
	Net cash provided by/(used in) operating activities	40.00	585,636,736	654,728,307
В.	Cash flows from investing activities			
	Purchase of property, plant & equipment		(30,965,985)	(435,550,452)
	Purchase of property, plant & equipment - Card bureau		(275,812)	(14,419,498)
	Purchase of property, plant & equipment - DR center		(2,779,792)	-
	Purchase of property, plant & equipment (W-I-P)		(500,000,000)	(444,972,630)
	Fixed deposit receipt (FDR)		(50,000,000)	(30,000,000)
	Proceed from sale of property, plant & equipment		585,000	400,000
	Proceeds from FDR encashment		-	335,605,993
	Interest received		3,644,351	14,593,058
	Net cash provided by/(used in) investing activities		(579,792,238)	(574,343,529)
C.	Cash flows from financing activities			
	Payment of lease liabilities		(24,344,913)	(23,769,003)
	Proceeds from long term loan		500,000,000	6,895,000
	Payment of long term loan		(2,227,763)	(670,374)
	Proceeds from bank overdraft		50,000,000	338,291,393
	Payment of bank overdraft		(330,911,335)	(257,508,938)
	Proceeds from dividend refund		891,755	1,600,254
	Payment of dividend		(129,325,803)	(78,745,244)
	Net cash provided by/(used in) financing activities		64,081,941	(13,906,912)
	Net changes in cash and cash equivalents (A+B+C)		69,926,439	66,477,866
	Cash and cash equivalents at beginning of the year		244,360,941	177,883,075
F.	Cash and cash equivalents at end of the year		314,287,380	244,360,941
	Net Operating Cash Flows Per Share (NOCFPS)	38.00	4.55	5.09

The annexed notes from 1 to 42 form an integral part of these financial statements.

Dasgupta Asim Kumar Director

Mulity S. (C)
Kazi Saifuddin Munir, PH.D Managing Director & CEO

Anindya Sarker, FCS Company Secretary

Dated, Dhaka

Date: 24 October, 2024

# IT Consultants PLC. **Notes to the Financial Statements** For the year ended on 30 June 2024

#### 1.00 Reporting Entity

#### 1.01 **Company Profile**

IT Consultants PLC. 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 shares through Initial Public Offering (IPO) for 12,000,000 ordinary shares of Tk.10.00 each at par totaling Tk. 120,000,000/- vide BSEC consent letter no. -SEC/CI/IPO-234/2014/485; dated - 04 October 2015. The subscription for IPO was opened on 02 November 2015 and the company became listed with Dhaka & Chittagong Stock Exchanges in 2016 and. The Company's shares were officially floated from 10 January 2016.

#### 1.02 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.

IT Consultants PLC 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**

#### **Statement of Compliance** 2.01

The financial statements have been prepared in compliance with the requirements of the Companies Act 1994, the Securities & Exchange Rules 2020, 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 Financial Reporting Council (FRC).

Notes to the financial statements marked from 3.01 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:

SL	Name of IAS/IFRS	IAS/ IFRS No.	Status
01	Presentation of Financial Statements	IAS 1	Complied
02	Inventories	IAS 2	Partially complied
03	Statements of Cash Flows	IAS 7	Complied
04	Accounting Policies, Changes in Accounting Estimates and Errors	IAS 8	Complied
05	Events after the Reporting Period	IAS 10	Complied
06	Income Taxes	IAS 12	Complied
07	Property, Plant and Equipment	IAS 16	Complied
08	Employee Benefits	IAS 19	Complied
09	Accounting for Govt. Grants and disclosures of Govt. Assistances	IAS 20	N/A
10	The Effects of Changes in Foreign Exchange Rates	IAS 21	Complied
11	Borrowing Costs	IAS 23	Complied
12	Related Party Disclosures	IAS 24	Complied

SL	Name of IAS/IFRS	IAS/ IFRS No.	Status
13	Accounting and Reporting by Retirement Benefit Plan	IAS 26	N/A
14	Consolidated and Separate Financial Statements	IAS 27	N/A
15	Investments in Associates	IAS 28	N/A
16	Financial Instruments: Presentation	IAS 32	Complied
17	Earnings Per Share	IAS 33	Complied
18	Interim Financial Reporting	IAS 34	Complied
19	Impairment of Assets	IAS 36	Complied
20	Provisions, Contingent Liabilities and Contingent Assets	IAS 37	Complied
21	Intangible Assets	IAS 38	Complied
22	Financial Instrument: Recognition and Measurement	IAS 39	N/A
23	Investment Property	IAS 40	N/A
24	Agriculture	IAS 41	N/A
25	First-time Adoption of International Financial Reporting Standards	IFRS 1	N/A
26	Share-based Payment	IFRS 2	N/A
27	Business Combinations	IFRS 3	N/A
28	Insurance Contracts	IFRS 4	N/A
29	Non-current Assets Held for Sale and Discontinued Operations	IFRS 5	*Complied
30	Exploration for and Evaluation of Mineral Resources	IFRS 6	N/A
31	Financial Instruments: Disclosures	IFRS 7	Complied
32	Operating Segments	IFRS 8	Complied
33	Financial Instruments	IFRS 9	Complied
34	Consolidated Financial Statements	IFRS 10	N/A
35	Joint Arrangements	IFRS 11	N/A
36	Disclosure of Interests in Other Entities	IFRS 12	N/A
37	Fair Value Measurement	IFRS 13	Complied
38	Regulatory Deferral Accounts	IFRS 14	N/A
39	Revenue from Contracts with Customers	IFRS 15	Partially Complied
40	Leases	IFRS 16	Complied

<sup>\*</sup>Complied but there is no application of this IAS / IFRS in current year.

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 24 October 2024.

#### 2.03 Reporting period

The financial period of the Company covers from 01 July 2023 to 30 June 2024, and the July – June year 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 Financial Reporting Council (FRC).

The Financial statements have been prepared following the 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:

- Income Tax Act 2023
- ❖ 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 & Rules 2006 & 2015
- ❖ The Securities and Exchange Ordinance, 1969; and
- The Securities and Exchange Rules, 2020.

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

According to the International Accounting Standards IAS 1: Presentation of Financial Statements, the complete set of financial statements includes the following components-

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

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

The Board of Directors/management of 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 # 2.01 to the financial statements, and for such internal control as management determines it is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

#### 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, 2020. As per the said standard and rules, the Company is required to prepare a Statement of Cash Flows following the direct method. A reconciliation of net profit or net income with cash flows from operating activities has been presented in Note-38 as per the direction of Bangladesh Securities and Exchange Commission (BSEC/CMRRCD/2006/-158/208/Admin/81; dated: 20 June 2018).

#### 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 a going concern. The management of the Company makes such an assessment every year. The company has sufficient resources to continue its operation in the foreseeable future and hence, the financial statements have

been prepared on a going concern basis. As per management assessment, there are no material uncertainties related to events or conditions 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 discounts 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 at 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 has no interest in the assets of the Company.

### (d) Depreciation

Depreciation is charged based on the reducing balance method on all tangible assets over their estimated useful economic lives. As per paragraphs 60 and 61 of IAS 16, the company selects the diminishing/reducing balance method of charging depreciation on Property, Plant & Equipment because it most closely reflects the expected pattern of consumption of the future benefits embodied in the assets.

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%
Online UPS	10%
Switching Hardware	10%
Network Solutions (CISCO)	10%

Name of Assets	Rate
Power Substation	10%
Power System	10%
Structure Cabling	10%
Call Centre	10%
Web Application Firewall	15%
Vehicles	20%

The Company has created/established a unique & robust network and gateway to bring financial institutions under a single platform. So, its technological set-up as well as its PPE is not traditional items. Besides, it is very difficult to determine the useful life i.e., the period over which an asset is expected to be available for use by the Company. However, the Company has engaged a professional valuer M/S. Howladar Yunus & Co.(HYC), Chartered Accountants affiliated with International Company "Grant Thornton", who has determined the useful lives of fixed assets, reconciled fixed assets register, revalued the assets and carried out an impairment test as per IAS 36, para 9.

# (e) Retirements and disposals

An asset is derecognized upon disposal or when no future economic benefits are expected from its use and subsequent disposal. Gain or loss 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 the 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 statements, which are 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 regarding "Impairment of Assets" as per IAS 36 have been considered.

### (g) Leases

The Company adopted IFRS 16 from 01 July 2019 for all leasing arrangements, which have been capitalized as "Right of Use" assets with a corresponding financial liability on the statement of financial position.

The Company assesses at contract inception whether a contract is, or contains, a lease. That is if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration.

# Company as a lessee

The Company applies a single recognition and measurement approach for all leases except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

# ii. Right-of-use Asset

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any measurement of lease liabilities. The Cost of right-of-use assets includes the amount of lease liabilities recognized and lease payments made at or before the commencement date, less any lease incentives received.

# iii. Short-term leases and leases of low-value assets

In compliance with IFRS 16, the Company measured and recognized the short-term leases (leases of less than 12 months maximum duration) and leases of low value as an expense on a straight-line basis over the lease term.

#### 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, 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

The Company provides advanced infrastructure for Transaction Processing Services to major Banks, Financial Institutions, Government organizations, a2i, UNDP and retailers while operating Bank driven independent Q-Cash gateway, which consists of payment brand as well as a common platform for Financial Technological aspects, which is connected with all the major international payment brands, including VISA, Master Card, Union Pay (UPI) etc. So, the 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 the ITC host and subsequently 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 asset.

The Management of the Company has considered the estimated useful lives of the intangible assets to be 05-40 years based on existing and future economic benefit, consistency, and value of intellectual property, evolving business requirements and logics of the dynamic evolution with its business arena. Besides this, the Company has taken an academic opinion by the consulting team of University of Dhaka regarding the adapted amortization schedule for the intangible assets. The management has decided to periodically (3-5 years) review the probable economic benefit of its Intangible Assets. Amortization of intangible assets is charged under the straight-line method and amortization rates applicable to the principal categories of intangible assets are: -

Name of assets	Rate per Annum
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%
Accounting Software	20%

#### 3.03 **Capital Work in Progress**

The assets procured for its infrastructure development & up-gradation from 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.

#### 3.04 **Inventories**

Inventories consist of finished goods and store materials. Inventories are measured at cost in fact those are highly exceptional Technological Items, that's why it is very difficult to determine net realizable value of those items. The cost of inventories is measured by following the weighted average cost formula and includes expenditure incurred for acquiring the inventories and other costs in bringing them to their existing location and condition.

#### 3.05 Cash and Cash equivalents

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

#### 3.06 **Taxation**

Income Tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income.

### (a) Current tax (General)

The provision for current tax is made as per the requirements of Income Tax Act 2023 and as per the applicable rates prescribed in the Finance Act, 2023 on the taxable profit made by the Company as per IAS 12: Income Taxes. But the Company has been enjoying tax exemption on revenue from IT enable services under the Finance Act, 2024 and the Income Tax Act, 2023, Para-21 (amended) of part-1 of the 6th schedule, which has extended up to 30th day of June 2027. Other than IT enabled services, the Company has also revenue from sale of hardware and other non-IT enable services for which provision for tax has been made. The tax rate has used for the reporting period is as follows:

Year	Applicable Tax rate (%)
2023-2024	22.50%
2022-2023	22.50%

## (b) Current Status:

The Company is mainly an Information Technology Enable Service (ITES) provider by nature of its business activities and also enjoying tax exemption by virtue of Tax exemption certificate no.#313, Ref#08.01.0000.034.01.118.14-688. The assessment of income tax for the income years 2020-21, 2021-22 and 2022-23 has been completed in the financial year 2023-24. Necessary adjustments have been made accordingly.

# (c) Deferred tax

Deferred 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 base used in the computation of taxable profit. Deferred tax liabilities are the income taxes payable in future periods in respect of taxable temporary differences and deferred tax assets are amounts of income taxes recoverable in future periods in respect of deductible temporary differences, the carry forward of unused tax losses and the carry forward of unused tax credits. The Company has made adequate provision for deferred tax for the period from 01 July 2023 to 30 June 2024.

#### 3.07 **Accrued Expenses and Other Payables**

Liabilities for the goods and services received are accounted for, whether paid or not, those goods and 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, and POS which are recognized following the provisions of IFRS 15: Revenue from Contracts with Customers. As, per IFRS 15, para-3 the use of any practical expedients against Card renewal charge (Customer data management software maintenance) is included in the Q-cash transaction processing charge and thus recognized business agreement with the member banks of the Company after every 12 months.

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.

Sales revenue comprises the revenue derived from the sale of the product itself (e.g. ATM, KIOSK and POS) and its related services (e.g. warranty, after-sales services and maintenance) combinedly as per the contract/work order for being the related services very immaterial in substance.

#### 3.10 Earnings per Share (EPS)

The Company calculates Earnings Per Share (EPS) in accordance with IAS 33: Earnings Per Share, which has been shown on the face of Statement of Comprehensive Income account and the computation of EPS are stated in note 36.00.

### Basic earnings per share

This has been calculated by dividing the net profit after tax 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

The Company calculates diluted earnings per share amounts for profit or loss attributable to ordinary equity holders of the company, and, if presented, profit or loss from continuing operations attributable to those equity holders. For the purpose of calculating diluted earnings per share, the company adjusts profit or loss attributable to ordinary equity holders of the company and the weighted average number of shares outstanding for the effects of all dilutive potential ordinary shares.

#### 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 the 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)**

The Company keeps provision at the rate of 5% of net profit before tax contributed by the Company as per provisions of the Bangladesh Labour (Amendments) Act 2013.

#### 3.13 Related party transactions

If the Company carries out any transaction during the period with its related parties in the normal course of business, the Company discloses those in accordance with the provisions of IAS 24 and those transactions are made on an arm's length basis. The name of related parties, the nature of transactions, their total value and closing balance are set out in accordance with the provisions of IAS 24.

#### 3.14 **Events after the Reporting Period**

The Company discloses the non-adjusting events after reporting date in the note 41.00 of the financial state-

#### 3.15 Comparative Information and Re-arrangement There of

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

Figures for during the period has been re-arranged wherever considered necessary to ensure better comparability with the current period as well as better presentation.

#### 3.16 **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.

- i) Credit Risk
- ii) Liquidity Risk
- iii) Market Risk
- i) Credit Risk

Credit Risk represents the financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. It mainly comprises 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.

# ii) 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.

# iii) 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. The 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 are as follows:

Infrastructure Related Risk - Management always puts high focus and undertakes 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 that 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; and
- Up-gradation of the Industry / Solutions: In line with the global financial market, Bangladesh is also adopt ing the upgraded solutions fast. ITCL is capable to adjust and cope up with the change in industry dynam-

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 its 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 Finance income and expenses

Finance income comprises interest on financial deposits with banks. Finance income is recognized on an accrual basis and shown in statements of profit or loss and other comprehensive income. Finance costs comprise interest expense on overdraft, Bank charges and borrowings.

#### Number of employees 3.19

As on 30 June 2024 the Company had 346 (30 June 2023, 369) 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.

			Amounts in Taka		Amounts in Taka	s in Taka
		Notes	30 June 2024	30 June 2023		
4.00	Property, plant & equipment, net					
	A. Cost					
	Opening balance		1,077,810,840	693,507,841		
	Addition during the year		39,573,361	464,347,061		
	Disposal/Adjustment during the year		(16,514,018)	(80,044,062)		
			23,059,343	384,302,999		
	Closing balance		1,100,870,183	1,077,810,840		
	B. Accumulated depreciation					
	Opening balance		423,393,536	450,096,640		
	Charged during the year		34,742,796	41,877,941		
	Disposal/Adjustment during the year		(14,559,490)	(68,581,045)		
			20,183,306	(26,703,104)		
	Closing balance		443,576,842	423,393,536		
	Net book value		657,293,341	654,417,304		
	Details are given in <b>Schedule A</b>					
5.00	Intangible assets, net					
	A. Cost					
	Opening balance		1,011,688,332	1,006,978,453		
	Addition during the year		-	4,709,879		
	Disposal/Adjustment during the year		-	- 4 700 070		
	Closing balance		1,011,688,332	4,709,879 1,011,688,332		
	•		1,011,000,002	1,011,000,002		
	B. Accumulated depreciation		000 700 707	000 450 004		
	Opening balance		228,706,737	200,450,861		
	Charged during the year		28,314,744	28,255,876		
	Disposal/Adjustment during the year		28,314,744	28,255,876		
	Closing balance		257,021,481	228,706,737		
	Net book value		754,666,851	782,981,595		
			704,000,001	702,301,030		
	Details are given in <b>Schedule B</b>					
6.00	Right of use of assets, net					
	A. Cost					
	Opening balance		124,005,044	136,067,261		
	Addition during the year		8,128,450	56,059		
	Disposal/Adjustment during the year		(3,836,083)	(12,118,276)		
			4,292,367	(12,062,217)		
	Closing balance		128,297,411	124,005,044		
	B. Accumulated depreciation					
	Opening balance		69,865,797	54,259,166		
	Charged during the year		25,796,392	27,724,907		
	Disposal/Adjustment during the year		(3,388,544)	(12,118,276)		
			22,407,848	15,606,631		
	Closing balance		92,273,645	69,865,797		
	Net book value		36,023,766	54,139,247		
	Details are given in <b>Schedule C</b>					

		·-	
	Notes	Amounts	in Taka
	Notes	30 June 2024	30 June 2023
7.00 Capital work-in-progress			
Property, plant & equipment			
Opening balance		444,972,630	-
Add: Addition during the year			
Land		320,000	394,819,750
ITC tower project*		572,500,000	440,350,000
Computer & components		-	6,664,044
		572,820,000	841,833,794
Less: Adjustments			
Land - Adjustment		(611,000)	(394,528,750)
Computer & components - Transfer to PPE		(4,331,630)	(2,332,414)
		(4,942,630)	(396,861,164)
		1,012,850,000	444,972,630

\*N.B.: A sum of Tk. 500,000,000/-, net of tax & VAT has been paid to M/S House of Sunshine Knitwear Ltd as an advance against construction of the ITC Tower based on an agreement to initiate the ITC Tower project work. Further, ITC has deducted Tk. 35,000,000/- and Tk. 37,500,000/- against tax & VAT respectively.

8.00	Inventories			
	Finished goods	8.01	32,949,985	25,216,440
	Store materials	8.02	42,623,750	137,517,595
			75,573,735	162,734,035
0 01	Finished goods			
0.01	Finished goods Opening balance		25,216,440	77,138,455
	Add: Addition during the year		24,600,376	11,130,433
	Less: Consumptions		(16,866,831)	(51,922,015)
	Less. Consumptions		32,949,985	25,216,440
	Details are given in <b>Schedule D</b>		02,545,560	20,210,440
8.02	Store materials			
	Opening balance		137,517,595	206,730,321
	Add: Addition during the year		7,942,784	15,042,263
	Less: Consumptions		(102,836,629)	(84,254,989)
			42,623,750	137,517,595
	Details are given in <b>Schedule E</b>			
9.00	Accounts receivable			
	ATM software support & maintenance receivable		18,830,762	18,112,076
	Card charge receivable	9.01	91,768,844	105,601,077
	Connectivity charge receivable	9.02	10,027,894	9,323,718
	Transaction charge receivable	9.03	113,720,458	114,445,092
	Servicing & maintenance charge receivable	9.04	25,626,920	40,749,651
	Sales receivable	9.05	92,944,650	89,962,197
			352,919,528	378,193,811
	Ageing schedule of accounts receivable <u>Duration</u>			
	1 - 30 days		69,169,164	69,774,023
	31 - 60 days		40,382,694	46,287,347
	61 - 90 days		35,506,358	47,335,533
	91 - 180 days		65,498,300	54,739,412
	181 - 365 days		25,785,574	48,119,879
	above 365 days		116,577,438	111,937,617
			352,919,528	378,193,811

		NI 4	Amounts in Taka	
		Notes	30 June 2024	30 June 2023
i١	Accounts receivable considered good in respect of wh	ich the company		
')	is fully secured:	non the company	-	-
	,			
	There is no such accounts receivable in this respect as of	on 30 June 2024.		
ii)	Accounts receivable considered good for which the c	ompany holds no	050.040.500	070.400.044
	security other than the personal security:		352,919,528	378,193,811
	Accounts receivable accrued in the ordinary course considered good as they are based on valid agreement other clientele. In this context, a significant amount of been lying as a deposit against supply of POS to (Dockyard & Engineering Works Ltd) vide the 06.02.6758.165.44.407.19.2957, dated 09.10.2019, realized after completion of the project. Note that already been delivered in due time.	nts with banks and Fk. 8.25 crore has terminal to DEW r contact no - which will be		
iii)	Accounts receivable considered doubtful or bad:		_	_
··· <i>)</i>	Accounts receivable considered doubtful of bad.		_	
	There is no such accounts receivable in this respect as o	on 30 June 2024.		
iv)	Accounts receivable from the Directors or other officers	of the company:		
			-	-
	There is no such accounts receivable in this respect as o	on 30 June 2024.		
9.01	Card charge receivable			
	Card issuance charge receivable		49,092,457	49,742,526
	Card renewal charge receivable		42,676,387	55,858,551
			91,768,844	105,601,077
0.00	Compositivity charge rescively			
9.02	Connectivity charge receivable VISA connectivity charge receivable		9,923,129	0 228 478
	ATM link connectivity charge receivable		104,765	9,228,478 95,240
	ATIVI IIIIK COTTIECTIVITY CHARGE TECETVADIE		10,027,894	9,323,718
			10,021,001	5,525,115
9.03	Transaction charge receivable			
	ATM transaction charge receivable		26,906,825	34,732,471
	POS transaction charge receivable		43,902,403	57,918,215
	OTP transaction receivable		6,678,753	3,482,477
	Card cheque transaction charge receivable		151,650	317,535
	Fund transfer transaction charge receivable		251,230	527,305
	SMS management charge receivable		418,048	317,286
	SMS service charge receivable		18,237,539	13,352,747
	Data SIM transaction charge receivable		3,000	3,000
	Internet banking fund transfer transaction charge rece	ivable	6,946,308	2,194,905
	Inward remittance transaction charge receivable		18,685	19,330
	BKash e-money transaction receivable		7,415,013	1,256,645
	E-alert transaction receivable		540,083	288,176
	E-statement transaction receivable  QR transaction receivable		35,000 2,215,921	35,000
	WIT IT ALTO A CHILD IT TECETABLE		113,720,458	114,445,092
			113,720,458	114,445,092

		Notes	Amounts	in Taka
		Notes	30 June 2024	30 June 2023
9.04	Servicing & maintenance charge receivable			
	ATM software servicing & maintenance charge received	able	5,401,820	16,016,396
	ATM switching software service charge receivable		1,448,057	1,402,828
	ATM booth servicing & maintenance charge receivable	e	4,444,833	3,865,365
	KIOSK software servicing & maintenance charge rece	ivable	-	406,203
	Tranzware retail re-installation charge receivable		177,750	59,250
	Switching software service charge receivable		6,061,220	10,606,369
	PCI DSS security compliance charge receivable		300,000	600,000
	Software customization & application development rec	eivable	7,793,240	7,793,240
			25,626,920	40,749,651
9.05	Sales receivable			
	POS sales receivable		92,944,650	89,590,104
	CDM sales receivable		-	372,093
			92,944,650	89,962,197
10.00	Other receivable			
	Inward remittance receivable (Sonali Bank PLC.)		1,852,046	222,892
	Receivable from NBR	10.01	15,768,260	15,768,260
	Interest receivable	10.02	1,320,216	340,650
			18,940,522	16,331,802

10.01 The mentioned receivable has been comprising the tax refund amount after necessary adjustment with Advance Income Tax as well as earlier refund receivables. The breakdown of the amount is given below:

Receivable from NBR		
2011-12	3,324,361	3,324,361
2012-13	3,027,967	3,027,967
2013-14	5,774,106	5,774,106
2014-15	5,625,174	5,625,174
2015-16	-	-
2016-17	666,963	666,963
2017-18	968,113	968,113
2018-19	1,187,736	1,187,736
	20,574,420	20,574,420
Adjustment of tax liability (2015-16)	(4,767,300)	(4,767,300)
Adjustment of tax liability (2019-20)	(38,860)	(38,860)
	(4,806,160)	(4,806,160)
	15,768,260	15,768,260
10.02 Interest receivable		
Jamuna Bank PLC. (FDR A/C : 80851)	126,394	113,550
Jamuna Bank PLC. (FDR A/C : 80862)	126,394	113,550
Jamuna Bank PLC. (FDR A/C: 80873)	126,394	113,550
Trust Bank Ltd (FDR A/C : 42333)	244,658	-
Trust Bank Ltd (FDR A/C : 42342)	244,658	-
Trust Bank Ltd (FDR A/C : 42351)	122,329	-
Trust Bank Ltd (FDR A/C : 31694)	41,142	-
Trust Bank Ltd (FDR A/C : 39552)	231,171	-
Jamuna Bank PLC. (FDR A/C : 65354)	57,076	_
	1,320,216	340,650

		Amount	s in Taka
	Notes	30 June 2024	30 June 2023
11.00 Advance, deposits & prepayments		30 Julie 2024	30 Julie 2023
Advance	11.01	75,088,737	120,098,870
Bank guarantee margin	11.02	8,742,302	6,360,212
Security deposit (Non interest bearing)	11.03	1,960,000	1,460,000
Fixed deposit receipt (FDR)	11.04	91,420,916	39,357,404
Prepayments	11.05	9,559,219	8,774,305
Topup	11.06	2,068,317	1,764,786
SMS aggregator project	11.07	2,877,475	2,733,333
Inward foreign remittance initiative project	11.08	147,469,616	156,140,247
inward foreign remittance initiative project	11.00	339,186,582	336,689,157
		000,100,002	000,000,107
11.01 Advance			
Advance to vendors	11.01.01	9,841,936	2,572,972
Advance against expenses		449,606	509,134
Advance to employees		7,384,500	5,109,500
Advance income tax (AIT)	11.01.02	12,696,349	55,842,635
VAT current account		11,159,965	25,283,655
Advance tax (AT)		33,556,381	30,780,974
, 1212		75,088,737	120,098,870
		10,000,101	120,000,010
11.01.01 Advance to vendors			
CIBL Technology Consultants Ltd		-	162,500
Root Square		100,000	-
Abir Enterprise		1,545,000	895,000
Ensure Support Services Ltd		-	700,000
AGS Quality Action Ltd		367,200	-
DCicon Ltd		400,000	-
Meganet ICT Ltd		7,429,736	-
Porichoy.gov.bd		-	10,000
Ashraf Siddique		-	222,222
Howladar Yunus & Co.		-	293,250
J & Y International Ltd		-	290,000
		9,841,936	2,572,972
11.01.02 Advance income tax (AIT)			
Opening balance		55,842,635	44,512,695
Add: Addition during the year	11.01.02.01	12,696,349	11,329,940
		68,538,984	55,842,635
Less: Adjustment during the year:			
Adjustment of income tax provision (2020-21	'	(31,416,797)	-
Adjustment of income tax provision (2021-22	)	(13,095,898)	-
Adjustment of income tax provision (2022-23	)	(11,329,940)	-
		(55,842,635)	-
		12,696,349	55,842,635
1.01.02.01 Addition of advance income tax (AIT)			
Advance income tax - Revenue		10,362,580	8,302,772
Advance income tax - Import		908,547	-
Advance income tax - Vehicle		585,000	592,500
Advance income tax - FDR & SND A/C		840,222	2,434,668
		12,696,349	11,329,940

	Notes	Amounts in Taka	
	Notes	30 June 2024	30 June 2023
11.02 Bank guarantee margin			
Bank guarantee		2,607,700	2,200,589
Earnest money		3,190,000	2,890,000
Advance performance guarantee		2,598,393	832,950
Performance guarantee		346,209	436,673
		8,742,302	6,360,212
11.03 Security deposit (Non interest bearing)			
Uttara office - DR center		144,000	144,000
DESCO		11,000	11,000
Security Deposit - RAJUK		600,000	600,000
Teletalk Bangladesh Ltd		100,000	100,000
Central Depository Bangladesh Ltd (CDBL)		500,000	500,000
Islami Bank Bangladesh PLC.		50,000	50,000
Shahjalal Islami Bank PLC.		40,000	40,000
Surveyor General of Bangladesh		15,000	15,000
Riead Properties Ltd		500,000	- 4 400 000
		1,960,000	1,460,000
11.04 Fixed deposit receipt (FDR)			
Trust Bank Ltd (FDR A/C : 31694)		843,934	811,956
Jamuna Bank PLC. (FDR A/C: 65354)		2,480,083	2,361,608
Trust Bank Ltd (FDR A/C : 39552)		5,595,328	5,383,008
Jamuna Bank PLC. (FDR A/C : 80851)		10,833,857	10,266,944
Jamuna Bank PLC. (FDR A/C: 80862)		10,833,857	10,266,944
Jamuna Bank PLC. (FDR A/C: 80873)		10,833,857	10,266,944
Trust Bank Ltd (FDR A/C : 42333)		20,000,000	-
Trust Bank Ltd (FDR A/C : 42342)		20,000,000	-
Trust Bank Ltd (FDR A/C : 42351)		10,000,000	-
		91,420,916	39,357,404

The company has formed FDRs at Trust Bank Ltd. and Jamuna Bank PLC. for an interim period. Another FDR of Tk. 0.84 million has a lien against Banglalink Digital Communications Ltd. for a security deposit against the i-topup service through the Q-cash network.

# 11.05 Prepayments

Insurance premium on assets	302,226	339,733
Google mail server software license fee	425,488	328,970
Oracle software license renewal fee	1,843,335	1,487,500
VMware license fee	3,407,222	2,703,136
Red Hat Linux server license fee	708,338	1,275,002
Web application firewall	2,872,610	2,508,339
Commercial license charge (JIRA)	-	131,625
	9,559,219	8,774,305
11.06 <b>Topup</b>		
Banglalink - i Top Up	478,939	407,701
Robi - Top Up	323,579	284,032
Teletalk - Telecharge	378,382	60,872
Grameenphone - Flexiload	580,248	699,777
Airtel - EasyLoad	307,169	312,404
	2,068,317	1,764,786

	Notes		s in Taka
	notes	30 June 2024	30 June 2023
11.07 SMS aggregator project			
MNP dipping service		439,632	264,605
SMS service provider	11.07.01	2,437,843	2,468,728
·		2,877,475	2,733,333
11.07.01 SMS service provider			
Banglalink		637,476	504,096
Grameenphone		621,045	751,570
Robi		1,179,322	1,145,444
Teletalk		-	67,618
		2,437,843	2,468,728
11.08 Inward foreign remittance initiative project			
Sonali Bank PLC. (CD A/C [TCSA]: 0003402001703), V	Vage Earners Br.	4,902,807	14,223,728
Trust Bank Ltd (SND A/C [TCSA] : 0017-0320001628	•	142,566,809	141,916,519
	,-	147,469,616	156,140,247

# TCSA - Trust cum Settlement Account

N.B.: Inward foreign remittance initiative project, this project consists under the business with Sonali Bank Ltd as well as Trust Bank Ltd towards processing all foreign remittance transaction through Q-cash channel for Q-cash member banks and NPSB member banks on a real time basis. So the transactional amount of those bank accounts is only used for inward remittance transaction processing, routing, and settlement purposes. Moreover, this project is being transacted under the Guidelines for Trust Fund Management in Payment and Settlement Services of Bangladesh Bank, P.S.D. Circular No. - 06/2021; dated - 06/05/2021.

12.00 Cash and cash equivalents		
Cash in hand	331,970	176,686
Cash at bank 12.01	313,955,410	244,184,255
	314,287,380	244,360,941
12.01 Cash at bank	5.054.054	0.000.500
NRB Commercial Bank PLC. (CD A/C: 010133300000685)	5,254,651	6,292,586
Bank Asia PLC. (CD A/C : 00333006503)	33,567,501	43,474,572
BRAC Bank PLC. (CD A/C : 1501201589532001)	10,161,577	19,856,863
City Bank PLC. (CD A/C : 1102041731001)	662,223	18,715,861
Dutch Bangla Bank PLC. (CD A/C : 1161100002212)	3,147,789	5,646,657
Eastern Bank PLC. (CD A/C : 1011060011178)	60,090,161	29,142,665
Eastern Bank PLC. (STD A/C : 1011360210568)	54,680	54,716
Jamuna Bank PLC. (CD A/C : 1001000117854)	9,015,107	2,908,423
Janata Bank PLC. (CD A/C : 0100000991109)	193	4,096,130
National Bank Ltd (CD A/C : 1999001787073)	136,181	4,451,131
NCC Bank PLC. (CD AC : 00500210003280)	19,975	39,730
Shahjalal Islami Bank PLC. (CD A/C : 400511100000281)	2,568,954	3,022,412
Sonali Bank PLC. (CD A/C: 0002633130481)	4,697,866	5,728,719
One Bank PLC. (CD A/C: 0121020003189)	139,783	92,714
Trust Bank Ltd (SND A/C : 0320000978)	8,050,265	8,167,986
United Commercial Bank PLC. (CD A/C: 0951101000004308)	6,419,947	20,027,351
Standard Chartered Bank (CD A/C : 01118353501)	21,436,821	4,549,368
EXIM Bank PLC. (CD A/C : 03911100100275)	2,040,975	3,263,391
IFIC Bank PLC. (CD A/C : 1203522605001)	14,560,418	13,508,938
Mutual Trust Bank PLC. (CD A/C: 00460210004114)	19,467	12,271,465
Midland Bank PLC. (CD A/C : 00021050002804)	1,640,334	377,743
Dhaka Bank PLC. (CD A/C : 02181000005561)	2,337,950	2,141,729
Jamuna Bank PLC. (SND A/C : 1201000019495)	471,386	1,727,784
Trust Bank Ltd (CD A/C : 0210001210)	28,622,795	8,905,268
ICB Islami Bank Ltd (CD A/C : 1002400011916)	1,905,276	96,428

Notes	Amounts	s in Taka	
Notes	30 June 2024	30 June 2023	
Shimanto Bank PLC. (CD A/C : 1001241000525)	3,876,685	7,126,309	
First Security Islami Bank PLC. (CD A/C: 011211100019765)	10,994,515	25,323	
Bangladesh Commerce Bank Ltd (CD A/C : 00521001112)	2,203,346	2,047,945	
Padma Bank PLC. (CD A/C : 0111100082151)	537	641,189	
Community Bank Bangladesh PLC. (CD A/C : 0010302328101)	6,588,939	4,482,951	
Community Bank Bangladesh PLC. (SND A/C : 0010302328301)	2,333,543	2,316,940	
Trust Bank Ltd (SND A/C : 0320001619)	65,323,835	479,055	
Sonali Bank PLC. (SND A/C: 0003403000014), Wage Earners Br.	3,768,314	3,452,692	
Standard Bank PLC. (CD A/C: 33013144)	1,718,206	4,925,837	
Trust Bank Ltd (IPO A/C) 12.01.01	125,215	125,384	
	313,955,410	244,184,255	
Trust Bank Ltd (IPO A/C) Currency	Taka	Taka	

# 12.01.01 Trust Bank Ltd (IPO A/C)

Trust Bank Ltd, SND A/C Trust Bank Ltd, FC A/C Trust Bank Ltd, FC A/C

Currency	Taka	Taka
BDT	69,938	70,107
USD	50,424	50,424
EURO	4,853	4,853
	125,215	125,384

# 13.00 Share capital

This is made up as follows:

### Authorized:

175,000,000 Ordinary Shares of Tk.10/= each 25,000,000 Preference Shares of Tk.10/= each

1,750,000,000	1,750,000,000
250,000,000	250,000,000
2,000,000,000	2,000,000,000
1,285,926,640	1,285,926,640
-	-
1,285,926,640	1,285,926,640

# Issued, subscribed and paid up:

Opening balance Stock dividend

The position of shareholders as on 30 June 2024 is as follows:

# Percentage of shareholdings:

# **Classification of investors**

Sponsors/Promoters and Directors Institute Foreign Company General Public

	%	No. of Shares	
30 June 2024	30 June 2023	30 June 2024	30 June 2023
51.09%	51.09%	65,688,685	65,688,685
16.17%	14.51%	20,797,953	18,659,164
0.00%	0.00%	752	747
32.74%	34.40%	42,105,274	44,244,068
100%	100%	128,592,664	128,592,664

The distribution schedule for each class of equity security sets out the number of holders and percentage as of 30 June 2024.

Notes	Amounts in Taka		
	30 June 2024	30 June 2023	

# Classification of shareholders by range of numbers held:

Sharahalding range	No. of Shareholders		No. of Shares	
Shareholding range	30 June 2024	30 June 2023	30 June 2024	30 June 2023
1-100	992	1033	33,979	40,625
101-500	1046	1307	315,423	407,936
501-1000	858	1029	719,258	848,300
1001-10000	2007	1928	7,934,088	7,431,471
10001-20000	298	275	4,469,232	4,115,395
20001-50000	269	222	8,867,745	7,143,828
50001-100000	85	79	6,265,066	6,001,087
100001-1000000	94	73	26,761,605	19,588,754
1000001-5000000	4	11	7,537,583	17,326,583
5000001-10000000	2	2	12,685,765	12,685,765
10000001 and above	2	2	53,002,920	53,002,920
	5657	5961	128,592,664	128,592,664

### 14.00 Share premium

Share premium from issue of 17,929,900 shares in 2011 294,578,430 294,578,430

# 15.00 Retained earnings

This is arrived as follows:

Opening balance

Cash dividend (2022-23)\*

Prior year adjustment\*\*

Transfer from revaluation reserve

Deferred tax on revaluation reserve Profit/(Loss) during the year

	294,578,430	294,578,430
	689,724,980	444,170,709
	(128,592,664)	(77,155,598)
	(29,719,472)	-
16.00	7,436,864	7,755,916
19.00	84,029	(154,005)
	383,478,264	315,107,958
	922,412,001	689,724,980

<sup>\*</sup> The Board of Directors of the Company has recommended 10% cash dividend for all Shareholders at the Board meeting held on 25 October 2023. Subsequently, the dividend has been approved by the Shareholders at the Annual General Meeting (AGM) of the Company dated 18 December 2023 and disbursed to the Shareholders accordingly.

# 16.00 Revaluation reserve

Opening balance Addition during the year

Less: Transfer to retained earnings

165,072,293	172,509,157
7,436,864	7,755,916
172,509,157	180,265,073
-	-
172,509,157	180,265,073

Revaluation reserve Tk. 7,436,864 (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. Details are given in Schedule - F.

# 17.00 Term loan

Term loan, non current portion Term loan, current portion

	521,351,969	6,224,626
17.02		2,166,573
17.01		4,058,053

<sup>\*\*</sup> The adjustment amount has incurred by reconciling with VAT current account and software recurring license.

		Amounts	in Taka
	Notes	30 June 2024	30 June 2023
17.01 Term loan, non current portion			
Opening balance		4,058,053	-
Add: Received during the year		500,000,000	6,895,000
		504,058,053	6,895,000
Less: Transfer to current portion		(27,223,749)	(2,836,947)
		476,834,304	4,058,053
17.02 Term loan, current portion			
Opening balance		2,166,573	_
Add: Transfer from non current portion		27,223,749	2,836,947
Interest & excise duty		43,440,196	206,662
interest & exolac duty		72,830,518	3,043,609
Less: Installment paid during the year		(28,312,853)	(877,036)
Less. Installment paid during the year		44,517,665	2,166,573
		44,017,000	2,100,010
18.00 Lease liabilities			
Lease liabilities, Non current portion	18.01	15,521,357	30,042,544
Lease liabilities, Current portion	18.02	21,550,683	23,259,255
		37,072,040	53,301,799
18.01 Lease liabilities, non current portion			
Opening balance		30,042,544	53,231,835
Add: Current year provision		8,128,450	-
7 1		38,170,994	53,231,835
Less: Transfer to current portion		(22,455,230)	(23, 189, 291)
Adjustment		(194,407)	-
•		15,521,357	30,042,544
18.02 Lease liabilities, current portion			
Opening balance		23,259,255	23,711,834
Add: Transfer from non current portion		22,455,230	23,189,291
		45,714,485	46,901,125
Less: Paid during the year		(24,163,802)	(23,641,870)
		21,550,683	23,259,255
40.00 Defermed to the billion			
19.00 Deferred tax liability  Deferred tax liability excluding revaluation rese	NT/0		
Taxable temporary difference of PPE	51 VG		
Net book value		24,721,661	28,302,628
Tax base net book value		21,394,359	24,356,584
Taxable temporary difference of PPE		3,327,302	3,946,044
raxasis temperary amerenes or rig		0,021,002	0,010,011
Taxable temporary difference of ROU asset			
Accounting base value		30,244,270	33,626,908
Tax base value		31,752,942	32,998,243
Taxable temporary difference of ROU asset		(1,508,672)	628,665
Taxable temporary difference		1,818,630	4,574,709
Applicable tax rate		22.50%	22.50%
Deferred tax liability, closing (A)	(a)	409,192	1,029,310
Deferred tax liability, opening (B)		1,029,310	991,371
Deferred tax expenses/(income) (A-B)		(620,118)	37,939

	Neter	Amounts in		s in Taka
	Notes	30 June 2024	30 June 2023	
Deferred tax liability on revaluation reserve				
Net book value		1,002,992	1,376,455	
Tax base net book value		-	-	
Taxable temporary difference		1,002,992	1,376,455	
Applicable tax rate		22.50%	22.50%	
Deferred tax liability, closing (A)	(b)	225,673	309,702	
Deferred tax liability, opening (B)		309,702	155,697	
Deferred tax, transferred to retained earnings (A-B)		(84,029)	154,005	
	(a + b)	634,865	1,339,012	

N.B.: As per the Finance Act 2023, the income tax rate is applicable @ 22.50% for the publicly traded company. Deferred tax arises due to a temporary difference in the Property, plant and equipment and Right of use asset.

20.00 Trade payables			
Payable against vendors	20.01	68,464,926	33,867,015
Payable for others	20.02	73,202,366	3,371,197
		141,667,292	37,238,212
20.01 Payable against vendors			
Link3 Technologies Ltd		25,200	53,760
Metronet (BD) Ltd		23,238	12,200
Telnet Communications Ltd		187,548	179,076
Compass Plus		50,425,364	16,750,192
BDCOM Online Ltd		26,400	26,776
Natty Com Pvt Ltd		525,000	306,250
Royal Technology & Electronics		215,600	312,050
Superior Electronics Pvt Ltd		84,526	-
Integrated Security Services Ltd		357,993	362,670
NRB Commercial Bank PLC. (VISA connectivity)		1,650,000	1,605,000
Property Care Services Bangladesh (Pvt) Ltd		352,248	142,241
Leads Corporation Ltd		-	500,000
Amber IT Ltd		-	87,766
Software Shop Ltd		745,547	517,704
Express Systems Ltd		240,379	141,379
MZ Pest Control Services		97,110	44,722
ADN Telecom Ltd		6,848	6,848
BRACNet Ltd		-	5,478
Community Bank Bangladesh PLC. (BKash)		1,856,640	1,438,612
Esquire Electronics Ltd		- 0.004.000	248,974
Trust Bank Ltd (BKash)		8,364,892	47.400
Alpine Fresh Water System Ltd Green Technology		89,966 230,850	47,109 214,050
M/S Asif Caring		34,475	36,130
M/S New Khalil Enterprise		34,473	29,839
New S.N. Motors		114,719	10,808
M/S Kajol Automobiles Workshop		76,998	76,634
Bhola Enterprise		24,000	70,004
First Security Islami Bank PLC. (Bkash)		109,560	_
Union Bank PLC. (Bkash)		91,237	208,206
New Ali Tyre		29,111	11,739
Smart Computer & Stationery		197,307	166,320
Everest Engineering & Service		-	180,694
SP Enterprise		13,385	23,162
Powerful Engineering		45,263	17,732
Advance Fire Protection		7,287	7,403

	Natas	Amounts	in Taka
	Notes	30 June 2024	30 June 2023
HNS Engineering & Services Ltd		69,162	3,615
Innovative Solutions		121,989	-
Bangladesh Communications Solution		88,001	36,473
Genuity Systems Ltd		102,638	, -
Kallol Trading Corporation		-	37,200
Compliance Control Ltd		-	2,100,000
Anika Enterprise		-	78,079
AAMIC Tech		20,368	-
DIA Ltd		84,522	-
Sadman Trade International		37,625	-
Unicol Bangladesh		672,750	-
Vivid Technology		47,527	8,201
A2Z Hi-Tech Solution Ltd		44,212	46,316
Bengal Commercial Bank PLC. (Bkash) Orange Business Development Ltd		-	19,470 4,430,632
Co-Solution Ltd		_	2,374,429
Multibrand Workshop Ltd		_	61,703
Cosmopolitan Communications Ltd		16,275	16,275
National Bank Ltd (Bkash)		608,014	883,098
Bangladesh Development Bank PLC. (Bkash)		29,292	, -
Citizens Bank PLC (Bkash)		3,257	-
Rupali Bank PLC. (Bkash)		160,603	-
A to Z Power Solution		110,000	-
		68,464,926	33,867,015
20.02 Payable for others			
TDS payable		35,000,000	132,311
VAT payable		38,202,366	3,238,886
,		73,202,366	3,371,197
21.00 Bank over draft			
Trust Bank Ltd (OD A/C)		2,117,927	260,714,060
Jamuna Bank PLC. (SOD A/C)		101,812	22,349,795
		2,219,739	283,063,855
22.00 Other liabilities			
Audit fee payable		431,250	431,250
Provision for LC (Switching software)		_	6,848,778
BTRC (Revenue sharing & social welfare fund)		124,861	269,026
Legal & professional expenses payable		86,250	57,500
Utilities payable		821,060	982,370
Salaries payable		-	86,540
Unearned revenue	22.01	3,850,000	14,980,000
IPO subscription refund	22.02	55,277	55,277
Provision for WPPF & WF	22.03	20,381,469	16,323,792
Dividend payable	22.04	-	-
Inward remittance payable		149,477,088	156,415,406
Liabilities against transaction		179,693	179,693
Topup transaction payable		69,622	39,147
		175,476,570	196,668,779

		Notes	Amounts	s in Taka
		Notes	30 June 2024	30 June 2023
22.01 Unearned revenue				
Unearned service revenue			3,850,000	14,980,000
			3,850,000	14,980,000
22.02 IPO subscription refund				
	Currency	A/C No.	30 June 2024	30 June 2023
	Currency	A/C No.	Taka	Taka
Trust Bank Ltd, FC A/C	USD	0017-580200002	50,424	50,424
Trust Bank Ltd, FC A/C	EURO	0017-580400002	4,853	4,853

The balance amount of the IPO FC account is the refundablefund of IPO subscribers, which will be refunded to the respective applicants accordingly.

22.03 Provision for WPPF & WF		
Opening balance	16,323,792	12,593,210
Add: Current year provision	20,381,469	16,323,792
	36,705,261	28,917,002
Less: Paid during the year	(16,323,792)	(12,593,210)
	20,381,469	16,323,792
22.04 Dividend payable		
Dividend payable - Opening	-	-
Add: Cash dividend (2022-23)	128,592,664	77,155,598
Returned dividend	908,220	1,600,254
	129,500,884	78,755,852
Less: Paid during the year	(129,500,884)	(78,755,852)
	-	-
23.00 Unclaimed dividend		
Unclaimed dividend - Opening	594,690	584,082
Add: Unclaimed dividend	359,120	226,005
	953,810	810,087
Less: Unclaimed dividend transfer to CMSF (2019 - 20)	(199,484)	(205,856)
Dividend claimed	(1,020)	(9,541)
	(200,504)	(215,397)
	753,306	594,690

N.B.: CMSF - Capital Market Stabilization Fund

The ageing of unclaimed dividend at the reporting date was:

		30 June 2024	
Financial Year	Opening balance	Current year unclaimed dividend	Cumulative closing balance
2020-21	-	169,201	169,201
2021-22	169,201	224,985	394,186
2022-23	394,186	359,120	753,306

The Company has given cash and a fractional dividend (from Stock Dividend) to the respective shareholders' individual Bank A/C through BEFTN and subsequently issued cheques/dividend warrants to the recipients against the returned BEFTN dividend amounts of the shareholders, which were not presented before the related banks till 30 June, 2024. Those amounts are deposited in a bank account and are payable on demand by the shareholders. An unclaimed dividend of FY 2019-20, valuing a total amount of Tk. 199,484/- has been transferred through BEFTN to the Capital Market Stabilization Fund (CMSF) as per BSEC notification No.: SEC/SRMIC/ 165-2020/part-1/182, dated: 19 July 2021.

55,277

55,277

	Notes	Amounts	in Taka
	Notes	30 June 2024	30 June 2023
24.00 Provision for income tax			
Opening balance		53,650,342	42,320,402
Add: Current year provision		13,567,513	11,329,940
Add: Provision for the FY 2020-21		9,437,874	-
Add: Provision for the FY 2021-22		756,808	-
Add: Provision for the FY 2022-23		1,009,047	-
		78,421,584	53,650,342
Less: Adjustments:			
FY 2020-21		(38,662,378)	-
FY 2021-22		(13,852,706)	-
FY 2022-23		(11,329,940)	-
		(63,845,024)	-
		14,576,560	53,650,342

Current year income tax has been provisioned under Section - 163 (6) of the Income Tax Act, 2023.

The final settlement of income tax of the income years 2020-21, 2021-22 and 2022-23 has been adjusted during the year 2023-24.

25.00   Revenue   Q-cash transaction processing charge   25.01   1,080,657,414   916,437,432   260,585,718   Sales revenue   25.02   267,277,841   220,585,718   Sales revenue   25.02   267,277,841   220,585,718   22,289,478   71,366,655,666   1,199,312,627   1,199,312,627   1,366,655,666   1,199,312,627   1,366,655,666   1,199,312,627   1,366,655,666   1,174,300,000   Q-cash fransaction processing charge   74,361,440   72,394,059   Q-cash joining & interface establishment   - 1,243,000   Q-cash joining & interface establishment   - 1,243,000   Q-cash joining & interface establishment   - 1,240,000   Q-cash joini				Amount	Amounts in Taka
Q-cash transaction processing charge         25.01         1,080,657,414         916,437,432         267,277,841         260,585,718         260,585,718         220,585,718         318,720,411         220,585,718         220,585,718         222,289,477         1,199,312,627         222,898,477         1,199,312,627         1,199,312,627         1,199,312,627         1,199,312,627         225,01         1,199,312,627         1,1743,500         22,394,059         1,743,61,440         72,394,059         1,743,650         1,743,650         1,743,650         1,743,650         2,00,000         26,531,838         89,341,440         103,069,397         202,293,842         36,531,838         89,341,440         103,069,397         202,293,842         36,531,838         89,341,440         103,069,397         202,293,842         36,593,937         202,293,842         36,593,937         202,293,842         36,615,764         276,359,702         202,293,842         36,615,764         276,359,702         202,293,842         36,615,764         276,359,702         202,293,842         36,615,764         276,359,702         202,293,842         36,515,764         276,359,702         202,293,842         36,615,764         276,359,702         202,293,842         36,515,764         276,359,702         202,293,842         36,615,764         276,359,702         202,293,842         36,615,764			Notes	-	
Service and maintenance charge   25.02   267,277,841   22.05,857,18   3else revenue   25.03   18,720,411   22.289,477   1,366,655,666   1,199,312,627   27.394,059   27.394,09   27.394,	25.00	Revenue			
Sales revenue   25.03   18,720,411   22,289,477   1,366,655,666   1,199,312,627   1,366,655,666   1,199,312,627   2,000   2,		Q-cash transaction processing charge	25.01	1,080,657,414	916,437,432
1,366,655,666   1,199,312,627		Service and maintenance charge	25.02	267,277,841	260,585,718
25.01 Q-cash transaction processing charge ATM software support & maintenance Contactless middleware card management software Q-cash joining & interface establishment NPS software support & maintenance 114,980,000 NPS software support & maintenance 114,980,000 NPS software support & maintenance 114,980,000 Ref, 531,838 Ref, 341,440 103,069,397  Card charge Card issuance charge (Customer data management software service) Card renewal charge (Customer data management software maintenance) 276,359,702 202,293,842 Software maintenance) 465,952,844 356,615,764  Connectivity charge VISA connectivity charge Link connectivity charge 285,720 285,720 36,592,902 31,120,552  Transaction processing charge ATM transaction charge ATM transaction charge 152,150,496 142,055,048 SMS management charge 187,163,729 169,997,101 SMS management charge 1,170,650 1,132,764 SMS service charge 1,189,947 15,945,720 Card cheque transaction charge 484,761 837,248 Fund transfer transaction charge 18,000 Data SIM transaction charge 18,000 Data SIM transaction charge 19,350,673,765 18,981,748 20,583,723 E-mail notification charge 19,373,670 7,227,409 Inward remittance transaction 19,373,670 7,227,409 Inward remittance transaction 19,373,670 7,227,409 Inward remittance transaction 19,374,870 7,000 7,000 Apps transaction charge 588,256 65,235 Internal fund transfer transaction 105,728 308,480 GR transaction charge 661,262,581 45,217,773		Sales revenue	25.03	18,720,411	22,289,477
ATM software support & maintenance Contactless middleware card management software Q-cash joining & interface establishment NPS software support & maintenance  14,980,000 26,531,838 89,341,440 103,069,397  Card charge Card issuance charge (Customer data management software service) Card renewal charge (Customer data management software maintenance)  189,593,142 154,321,922 202,293,842 276,359,702 202,293,842 36,615,764  Connectivity charge VISA connectivity charge Link connectivity charge ATM transaction charge ATM transaction charge ATM transaction charge ATM service charge ATM service charge ATM transaction charge ATM service service ATM service charge ATM				1,366,655,666	1,199,312,627
ATM software support & maintenance Contactless middleware card management software Q-cash joining & interface establishment NPS software support & maintenance  14,980,000 26,531,838 89,341,440 103,069,397  Card charge Card issuance charge (Customer data management software service) Card renewal charge (Customer data management software maintenance)  189,593,142 154,321,922 202,293,842 276,359,702 202,293,842 36,615,764  Connectivity charge VISA connectivity charge Link connectivity charge ATM transaction charge ATM transaction charge ATM transaction charge ATM service charge ATM service charge ATM transaction charge ATM service service ATM service charge ATM	25 01	O-cash transaction processing charge			
Contactless middleware card management software Q-cash joining & interface establishment PS software support & maintenance  Card charge Card issuance charge (Customer data management software service) Card renewal charge (Customer data management software maintenance)  Card renewal charge (Customer data management software maintenance)  Connectivity charge VISA connectivity charge VISA connectivity charge VISA connectivity charge  VISA connectivity charge  ATM transaction charge ATM transaction charge ATM transaction charge  ATM transaction charge  ATM service charge ATM transaction charge  ATM transaction charge  ATM service charge  ATM transaction charge  ATM transact	20.01			74 361 440	72 394 059
Card charge   Card issuance charge (Customer data management software maintenance)   14,980,000   26,531,838   89,341,440   103,069,397   Card charge   Card issuance charge (Customer data management software service)   Card renewal charge (Customer data management software maintenance)   276,359,702   202,293,842   465,952,844   356,615,764   Connectivity charge   36,307,182   30,834,832   285,720   285,720   285,720   36,592,902   31,120,552   Transaction processing charge   152,150,496   142,055,048   70pup transaction charge   603,461   334,137   70S transaction charge   187,163,729   169,997,101   SMS management charge   1,170,650   1,132,764   SMS service charge   484,761   837,248   Fund transfer transaction charge   694,350   630,900   Data SIM transaction charge   18,000   322,980   OTP transaction charge   18,000   322,980   OTP transaction charge   18,000   322,980   OTP transaction charge   19,373,670   7,227,409   Inward remittance transaction charge   299,065   2,191,585   E-alert transaction charge   558,525   65,235   Internal fund transfer transaction   105,728   336,480   QR transaction charge   6510,619   - 180,000   105,000   105,000   Conduction charge   558,525   65,235   Internal fund transfer transaction   105,728   336,480   QR transaction charge   6,510,619   - 180,000   105,000   Conduction charge   6,510,619   - 180,000   Conduction charge   Case,005   Case				- 1,001,110	
NPS software support & maintenance   14,980,000   26,531,838   89,341,440   103,069,397		_		_	
Card charge         189,341,440         103,069,397           Card issuance charge (Customer data management software service)         189,593,142         154,321,922           Card renewal charge (Customer data management software maintenance)         276,359,702         202,293,842           465,952,844         356,615,764           Connectivity charge         36,307,182         30,834,832           Link connectivity charge         36,592,902         31,120,552           Transaction processing charge         152,150,496         142,055,048           ATM transaction charge         603,461         334,137           POS transaction charge         187,163,729         169,997,101           SMS management charge         1,170,650         1,132,764           SMS service charge         1,189,947         15,945,720           Card cheque transaction charge         484,761         837,248           Fund transfer transaction charge         694,350         630,900           Data SIM transaction charge         18,981,748         20,583,723           E-mail notification charge         18,981,748         20,583,723           E-mail notification charge         259,065         2,191,585           E-alert transaction         100,000         70,000           Internal fund transfer				14 980 000	
Card charge         Card issuance charge (Customer data management software service)         189,593,142         154,321,922           Card renewal charge (Customer data management software maintenance)         276,359,702         202,293,842           465,952,844         356,615,764           Connectivity charge         36,307,182         30,834,832           Link connectivity charge         285,720         285,720           Link connectivity charge         285,720         36,592,902           Transaction processing charge         152,150,496         142,055,048           ATM transaction charge         603,461         334,137           POS transaction charge         187,163,729         169,997,101           SMS management charge         1,170,650         1,132,764           SMS service charge         1,170,650         1,132,764           Card cheque transaction charge         484,761         837,248           Fund transfer transaction charge         694,350         630,900           Data SIM transaction charge         18,981,748         20,583,723           E-mail notification charge         100,000         100,000           Inward remittance transaction charge         259,065         2,191,585           E-alert transaction         7,227,409           Inward remi		The Continue capport a maintenance			
Card issuance charge (Customer data management software service)       189,593,142       154,321,922         Card renewal charge (Customer data management software maintenance)       276,359,702       202,293,842         465,952,844       356,615,764         Connectivity charge         VISA connectivity charge       36,307,182       30,834,832         Link connectivity charge       285,720       285,720         36,592,902       31,120,552         Transaction processing charge         ATM transaction charge       603,461       334,137         POS transaction charge       182,150,496       142,055,048         Topup transaction charge       603,461       334,137         POS transaction charge       1,170,650       1,132,764         SMS service charge       1,170,650       1,132,764         SMS service charge       1,189,947       15,945,720         Card cheque transaction charge       484,761       837,248         Fund transaction charge       694,350       630,900         Data SIM transaction charge       18,981,748       20,583,723         E-mail notification charge       18,981,748       20,583,723         E-alert transaction       19,373,670       7,227,409 <tr< td=""><td></td><td></td><td></td><td></td><td>,,</td></tr<>					,,
software service) Card renewal charge (Customer data management software maintenance)  276,359,702 202,293,842 205,294,832 202,293,842 205,294,832 205,294 202,293,842 205,294,832 205,294 202,293,842 205,294,832 205,294 202,293,842 205,294,832 205,294 202,293,842 205,294,832 205,294 202,293,842 205,294,832 205,294 202,293,842 205,294,832 205,294 202,293,842 205,294,832 205,294 202,293,842 205,294 202,293,842 205,294 202,293,842 205,294 202,294 202,294,832 202,294,832 205,294 202,294 202,294 202,294 202,294 202,294 202,294,832 205,202 202,294 202		•			
Card renewal charge (Customer data management software maintenance)         276,359,702         202,293,842           465,952,844         356,615,764           Connectivity charge         36,307,182         30,834,832           Link connectivity charge         285,720         285,720           Link connectivity charge         285,720         36,592,902           31,120,552         31,120,552           Transaction processing charge           ATM transaction charge         152,150,496         142,055,048           Topup transaction charge         603,461         334,137           POS transaction charge         187,163,729         169,997,101           SMS service charge         1,170,650         1,132,764           SMS service charge         1,189,947         15,945,720           Card cheque transaction charge         484,761         837,248           Fund transfer transaction charge         694,350         630,900           Data SIM transaction charge         18,981,748         20,583,723           E-mail notification charge         100,000         100,000           Internet banking fund transfer transaction         19,373,670         7,227,409           Inward remittance transaction charge         259,065         2,191,585           E-		- · ·		189,593,142	154,321,922
276,359,702   202,293,842   465,952,844   356,615,764		,			
Connectivity charge         36,307,182         30,834,832           Link connectivity charge         285,720         285,720           36,592,902         31,120,552           Transaction processing charge           ATM transaction charge         152,150,496         142,055,048           Topup transaction charge         603,461         334,137           POS transaction charge         187,163,729         169,997,101           SMS management charge         1,170,650         1,132,764           SMS service charge         1,189,947         15,945,720           Card cheque transaction charge         484,761         837,248           Fund transfer transaction charge         694,350         630,900           Data SIM transaction charge         18,981,748         20,583,723           E-mail notification charge         100,000         100,000           Internet banking fund transfer transaction         19,373,670         7,227,409           Inward remittance transaction charge         259,065         2,191,585           E-statement transaction charge         558,525         65,235           Internal fund transfer transaction         105,728         336,480           QR transaction charge         6,510,619         - <td< td=""><td></td><td></td><td></td><td>276,359,702</td><td>202,293,842</td></td<>				276,359,702	202,293,842
VISA connectivity charge       36,307,182       30,834,832         Link connectivity charge       285,720       36,592,902       31,120,552         Transaction processing charge         ATM transaction charge       152,150,496       142,055,048         Topup transaction charge       603,461       334,137         POS transaction charge       187,163,729       169,997,101         SMS management charge       1,170,650       1,132,764         SMS service charge       1,189,947       15,945,720         Card cheque transaction charge       694,350       630,900         Data SIM transaction charge       18,000       322,980         OTP transaction       18,981,748       20,583,723         E-mail notification charge       100,000       100,000         Internet banking fund transfer transaction       19,373,670       7,227,409         Inward remittance transaction charge       259,065       2,191,585         E-alert transaction       70,000       70,000         Apps transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45				465,952,844	356,615,764
VISA connectivity charge       36,307,182       30,834,832         Link connectivity charge       285,720       36,592,902       31,120,552         Transaction processing charge         ATM transaction charge       152,150,496       142,055,048         Topup transaction charge       603,461       334,137         POS transaction charge       187,163,729       169,997,101         SMS management charge       1,170,650       1,132,764         SMS service charge       1,189,947       15,945,720         Card cheque transaction charge       694,350       630,900         Data SIM transaction charge       18,000       322,980         OTP transaction       18,981,748       20,583,723         E-mail notification charge       100,000       100,000         Internet banking fund transfer transaction       19,373,670       7,227,409         Inward remittance transaction charge       259,065       2,191,585         E-alert transaction       70,000       70,000         Apps transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45		Connectivity charge			
Link connectivity charge         285,720         385,720           36,592,902         31,120,552           Transaction processing charge           ATM transaction charge         152,150,496         142,055,048           Topup transaction charge         603,461         334,137           POS transaction charge         187,163,729         169,997,101           SMS management charge         1,170,650         1,132,764           SMS service charge         1,189,947         15,945,720           Card cheque transaction charge         694,350         630,900           Data SIM transaction charge         694,350         630,900           Data SIM transaction charge         18,981,748         20,583,723           E-mail notification charge         100,000         100,000           Internet banking fund transfer transaction         19,373,670         7,227,409           Inward remittance transaction charge         259,065         2,191,585           E-alert transaction         70,000         70,000           Apps transaction charge         558,525         65,235           Internal fund transfer transaction         105,728         336,480           QR transaction charge         6,510,619         -           BKash e-money trans		-		36 307 182	30 834 832
Transaction processing charge           ATM transaction charge         152,150,496         142,055,048           Topup transaction charge         603,461         334,137           POS transaction charge         187,163,729         169,997,101           SMS management charge         1,170,650         1,132,764           SMS service charge         1,189,947         15,945,720           Card cheque transaction charge         484,761         837,248           Fund transfer transaction charge         694,350         630,900           Data SIM transaction charge         18,900         322,980           OTP transaction         18,981,748         20,583,723           E-mail notification charge         100,000         100,000           Internet banking fund transfer transaction         19,373,670         7,227,409           Inward remittance transaction charge         259,065         2,191,585           E-alert transaction         70,000         70,000           Apps transaction charge         558,525         65,235           Internal fund transfer transaction         105,728         336,480           QR transaction charge         6,510,619         -           BKash e-money transaction         61,262,581         45,217,773		-			
Transaction processing charge         ATM transaction charge       152,150,496       142,055,048         Topup transaction charge       603,461       334,137         POS transaction charge       187,163,729       169,997,101         SMS management charge       1,170,650       1,132,764         SMS service charge       1,189,947       15,945,720         Card cheque transaction charge       484,761       837,248         Fund transfer transaction charge       694,350       630,900         Data SIM transaction charge       18,000       322,980         OTP transaction       18,981,748       20,583,723         E-mail notification charge       100,000       100,000         Internet banking fund transfer transaction       19,373,670       7,227,409         Inward remittance transaction charge       259,065       2,191,585         E-alert transaction       1,384,480       673,765         E-statement transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773		LIIN COMPOSITIVE CHANGE			
ATM transaction charge       152,150,496       142,055,048         Topup transaction charge       603,461       334,137         POS transaction charge       187,163,729       169,997,101         SMS management charge       1,170,650       1,132,764         SMS service charge       1,189,947       15,945,720         Card cheque transaction charge       694,350       630,900         Data SIM transaction charge       18,000       322,980         OTP transaction       18,981,748       20,583,723         E-mail notification charge       100,000       100,000         Internet banking fund transfer transaction       19,373,670       7,227,409         Inward remittance transaction charge       259,065       2,191,585         E-alert transaction       1,384,480       673,765         E-statement transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773				00,002,002	01,120,002
Topup transaction charge         603,461         334,137           POS transaction charge         187,163,729         169,997,101           SMS management charge         1,170,650         1,132,764           SMS service charge         1,189,947         15,945,720           Card cheque transaction charge         694,350         630,900           Data SIM transaction charge         18,000         322,980           OTP transaction         18,981,748         20,583,723           E-mail notification charge         100,000         100,000           Internet banking fund transfer transaction         19,373,670         7,227,409           Inward remittance transaction charge         259,065         2,191,585           E-alert transaction         1,384,480         673,765           E-statement transaction charge         558,525         65,235           Internal fund transfer transaction         105,728         336,480           QR transaction charge         6,510,619         -           BKash e-money transaction         61,262,581         45,217,773		Transaction processing charge			
POS transaction charge       187,163,729       169,997,101         SMS management charge       1,170,650       1,132,764         SMS service charge       1,189,947       15,945,720         Card cheque transaction charge       484,761       837,248         Fund transfer transaction charge       694,350       630,900         Data SIM transaction charge       18,981,748       20,583,723         E-mail notification charge       100,000       100,000         Internet banking fund transfer transaction       19,373,670       7,227,409         Inward remittance transaction charge       259,065       2,191,585         E-alert transaction       1,384,480       673,765         E-statement transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773		ATM transaction charge		152,150,496	142,055,048
SMS management charge       1,170,650       1,132,764         SMS service charge       1,189,947       15,945,720         Card cheque transaction charge       484,761       837,248         Fund transfer transaction charge       694,350       630,900         Data SIM transaction charge       18,000       322,980         OTP transaction       18,981,748       20,583,723         E-mail notification charge       100,000       100,000         Internet banking fund transfer transaction       19,373,670       7,227,409         Inward remittance transaction charge       259,065       2,191,585         E-alert transaction       1,384,480       673,765         E-statement transaction       70,000       70,000         Apps transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773		Topup transaction charge			334,137
SMS service charge       1,189,947       15,945,720         Card cheque transaction charge       484,761       837,248         Fund transfer transaction charge       694,350       630,900         Data SIM transaction charge       18,000       322,980         OTP transaction       18,981,748       20,583,723         E-mail notification charge       100,000       100,000         Internet banking fund transfer transaction       19,373,670       7,227,409         Inward remittance transaction charge       259,065       2,191,585         E-alert transaction       1,384,480       673,765         E-statement transaction       70,000       70,000         Apps transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773		POS transaction charge			
Card cheque transaction charge       484,761       837,248         Fund transfer transaction charge       694,350       630,900         Data SIM transaction charge       18,000       322,980         OTP transaction       18,981,748       20,583,723         E-mail notification charge       100,000       100,000         Internet banking fund transfer transaction       19,373,670       7,227,409         Inward remittance transaction charge       259,065       2,191,585         E-alert transaction       1,384,480       673,765         E-statement transaction       70,000       70,000         Apps transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773					
Fund transfer transaction charge       694,350       630,900         Data SIM transaction charge       18,000       322,980         OTP transaction       18,981,748       20,583,723         E-mail notification charge       100,000       100,000         Internet banking fund transfer transaction       19,373,670       7,227,409         Inward remittance transaction charge       259,065       2,191,585         E-alert transaction       1,384,480       673,765         E-statement transaction       70,000       70,000         Apps transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773		•			
Data SIM transaction charge       18,000       322,980         OTP transaction       18,981,748       20,583,723         E-mail notification charge       100,000       100,000         Internet banking fund transfer transaction       19,373,670       7,227,409         Inward remittance transaction charge       259,065       2,191,585         E-alert transaction       1,384,480       673,765         E-statement transaction       70,000       70,000         Apps transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773		·			
OTP transaction       18,981,748       20,583,723         E-mail notification charge       100,000       100,000         Internet banking fund transfer transaction       19,373,670       7,227,409         Inward remittance transaction charge       259,065       2,191,585         E-alert transaction       1,384,480       673,765         E-statement transaction       70,000       70,000         Apps transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773		•			·
E-mail notification charge       100,000       100,000         Internet banking fund transfer transaction       19,373,670       7,227,409         Inward remittance transaction charge       259,065       2,191,585         E-alert transaction       1,384,480       673,765         E-statement transaction       70,000       70,000         Apps transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773		<del>-</del>			
Internet banking fund transfer transaction       19,373,670       7,227,409         Inward remittance transaction charge       259,065       2,191,585         E-alert transaction       1,384,480       673,765         E-statement transaction       70,000       70,000         Apps transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773					
Inward remittance transaction charge       259,065       2,191,585         E-alert transaction       1,384,480       673,765         E-statement transaction       70,000       70,000         Apps transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773		•			
E-alert transaction       1,384,480       673,765         E-statement transaction       70,000       70,000         Apps transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773		_			
E-statement transaction       70,000       70,000         Apps transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773		· ·			
Apps transaction charge       558,525       65,235         Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773					
Internal fund transfer transaction       105,728       336,480         QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773					
QR transaction charge       6,510,619       -         BKash e-money transaction       61,262,581       45,217,773					
BKash e-money transaction 61,262,581 45,217,773					336,480
		_			-
		BKash e-money transaction		61,262,581 <b>452,081,810</b>	45,217,773 <b>407,721,868</b>

		Amounts	in Taka
	Notes	2023-24	2022-23
SMS aggregator project - uLKa (A2P SMS Aggre	gator -BTRC)	,	
SMS service charge	<b>J</b>	36,688,418	17,909,851
<b>g</b>		36,688,418	17,909,851
		1,080,657,414	916,437,432
25.02 Service and maintenance charge			
ATM software servicing & maintenance charge		90,374,464	102,962,928
KIOSK software servicing & maintenance charge		3,509,124	2,743,389
POS software servicing & maintenance charge		12,048,436	8,175,126
Tranzware retail re-installation charge		711,000	711,000
ATM booth servicing & maintenance charge		5,072,724	5,072,724
Switching software service charge		109,604,215	131,716,331
PCI DSS security compliance charge		1,375,000	2,625,000
NCR ATM switching software service charge		4,637,352	3,875,918
OTP service charge		_	448,750
IT support for My Gov platform		39,945,526	2,254,552
capperties my corpiane		267,277,841	260,585,718
		- , ,-	, ,
25.03 Sales revenue			
Sales of POS		18,720,411	22,289,477
		18,720,411	22,289,477
26.00 Cost of services & sales			
Cost of services	26.01	651,133,454	609,097,791
Cost of sales	26.02	13,263,022	24,981,489
		664,396,476	634,079,280
26.01 Cost of services			
Salary & allowance		211,549,852	200,504,663
ATM carrying & labour charge		496,399	805,329
Link connectivity charge		2,930,887	2,874,933
ATM software servicing & maintenance		7,736,059	9,205,385
Card printer repairs & maintenance		1,293,067	2,412,000
KIOSK software servicing & maintenance Link installation charge		60,929	7,028,101 41,298
Networking materials cost		488,006	27,703
POS software servicing & maintenance expenses		625,789	8,644,130
Ribbon for card printer		-	925,000
SMS service charge		2,589,594	15,243,485
Call center service charge	O-1- E (N.D.)	383,829	365,941
ATM spare parts VISA connectivity expenses	Sch-E (N.B.)	102,836,629 6,637,200	75,966,412 6,368,543
Short code allocation fee		55,200	170,200
Online UPS servicing & maintenance charge		1,927,573	2,029,790
Servicing & maintenance expenses for data center		958,624	3,147,237
Data connectivity & radio link charge		103,200	103,200
VISA and expenses		750,000	1,500,000
VISA 3DS security module Switching software customization charge		1,194,750	701,250 2,625,000
Commercial license charge for JIRA		650,179	3,149,412
	l	550,110	5, . 15, 112

	Notes	Amounts	in Taka
	Notes	2023-24	2022-23
Topup settlement charge		39,070	50,096
Finger vein spare parts		·	4,686,036
LINUX OS license fee		566,664	525,006
License fee		226,879	194,900
Software development expenses Software customization expenses		6,919,266	2,061,345 2,205,000
VISA bureau card production charge		-	331,643
VMware license fee		6,110,356	3,334,878
Data SIM bill expenses		15,083	28,233
Courier bill		1,177,555	1,594,785
Agent banking software service charge		812,500	487,500
Contactless middleware software expenses		2,246,458	754,688
Certification charge (VISA & Master Card)		13,396,969	8,612,050
Switching software license charge		-	58,961,119
E-mail service charge		294,750	141,000
Software maintenance charge		16,925,407	8,186,009
IT support expenses		-	1,695,751
Recurring license charge		112,650,545	50,164,228
Support & maintenance of HSM		-	370,526
Annual technical support fee (Finacle)		14,163,305	8,607,200
BKash e-money transaction charge		36,407,447	23,443,426
VISA system integrity charge		311,716	634,002
BKash ATM cash out transaction charge		359,862	413,065
Apps transaction charge		16,353	9,205
QR transaction charge		291,667	-
Post office project expenses		2,982	-
ATM booth servicing & maintenance expenses		3,400,017	3,675,000
Enlistment fee for SMS aggregator		-	38,333
PCI DSS security compliance expenses	26.01.01	6,054,557	4,606,376
SMS aggregator project - uLKa	26.01.02	28,369,233	14,293,711
Profit sharing of SMS aggregator project with BTRC		459,758	232,865
Social obligation fund (BTRC)		72,677	36,161
Depreciation expenses		28,259,868	36,628,766
Amortization expenses		28,314,744	28,255,876
		651,133,454	609,097,791

As per BTRC guidelines under clause - 19.1.4, the company will be required to share revenue on the "A2P SMS Aggregator Project" with BTRC (Bangladesh Telecommunication Regulatory Commission), being an A2P SMS aggregator enlisted company. The revenue sharing will be made at 0% for the first year from the enlistment date, and for the remaining years, it will be shared @ 5.5% of the net income of the project. Further, @ 1.00% revenue sharing will be made on the net income of the project with the Social Welfare/Liabilities Fund under clause 19.1.5, subject to a yearly audit.

ı		Amount	s in Taka
	Notes	2023-24	2022-23
26.01.01 PCI DSS security compliance expenses			
PCI DSS service		-	1,125,850
Web application firewall		2,892,626	1,433,328
PCI PIN security & ACS charge		1,644,371	-
Internal scanning application service		-	246,750
PCI 3D secure certification		1,268,560	813,448
Penetration testing		249,000	987,000
1 onotication tooting		6,054,557	4,606,376
		0,00.,001	.,000,010
26.01.02 SMS aggregator project - uLKa			
MNP dipping service		3,724,973	1,515,288
SMS service charge		24,644,260	12,778,423
		28,369,233	14,293,711
26.02 Cost of sales			
POS		13,263,022	24,981,489
		13,263,022	24,981,489
27.00 General & administrative expenses Salary & allowance		54,424,839	50,946,006
Office rent		1,780,527	1,656,912
Office maintenance		4,417,925	5,639,593
Utilities		12,025,982	11,524,550
Insurance premium		177,724	908,667
Insurance premium on assets		1,246,411	1,459,577
Gas, fuel & lubricants - Vehicle		10,772,383	8,984,125
Meeting attendance fee	27.01	90,000	100,000
Conveyance expenses		855,348	710,851
Entertainment expenses		3,626,437	3,678,236
Entertainment for foreign guest		1,166,018	677,266
Postage & courier Printing & stationery		252,108 3,323,497	135,764 3,078,336
Training & stationery  Training expenses		632,147	51,763
Sundry office expenses		8,997,500	-
Eid holiday allowance		1,061,400	1,293,000
Internship allowance		30,000	40,000
Security guard salary		4,263,288	4,462,260
Computer spare parts		1,080,473	804,059
Tax compliance and others		4,670,000	
Internet bill		424,419	455,426
Legal & professional expenses		7,775,045	678,311
Membership fee Mobile bill		197,491 6,020,370	37,479 5,777,750
Newspaper bill		11,815	11,109
Service charge		2,069,615	1,691,536
Telephone bill		194,495	324,989
Vehicle running expenses		5,783,490	4,376,590
Festival expenses		130,000	342,830
Books & periodicals		4,820	4,900
Google mail server software license fee		1,605,431	1,377,862
Oracle software license renewal fee		2,804,165	2,123,000
Antivirus software license fee		-	49,871
Advertisement expenses		656,971	824,811
AGM expenses		891,050	904,500
EGM expenses		-	799,500
Car reimbursement expenses Depreciation expenses		- 6,482,928	4,763,144 5,249,175
Depreciation expenses on ROU assets		25,796,392	27,724,907
Depression expenses on 100 assets		175,742,504	153,668,655
		.10,172,004	100,000,000

Notes	Amounts in Taka		
	2023-24	2022-23	

27.01 Independent Directors have received the following meeting attendance fees during the year ended 30 June 2024:

Name	No. of Meeting	2023-24 Taka	2022-23 Taka
Md. Kamal Uddin, FCA	9	45,000	50,000
Mr. Dasgupta Asim Kumar	9	45,000	50,000
		90,000	100,000

Wir. Dasgupta Asiiri Kurrar	9	45,000	30,000
		90,000	100,000
28.00 Selling & distribution expenses			
Salary & allowance		28,538,302	30,148,360
Advertisement expenses		198,290	209,560
Plastic card (Promotional)		5,069,487	3,302,164
Support & training expenses		2,579,593	-
Business development & promotional expenses		4,928,283	2,169,021
Enlistment fee		-	6,300
Tender expenses		229,750	48,500
Travelling & tour allowance - overseas		3,451,405	1,035,380
Travelling & tour allowance - local		79,500	81,405
Transportation expenses		213,375	-
		45,287,985	37,000,690
29.00 Other operating expenses			
Audit fees		431,250	431,250
Bank charge		402,159	412,013
Bank commission		821,751	390,912
Excise duty		735,150	775,100
Consultancy fee		127,778	50,089
Credit rating fee		53,750	53,750
Domain registration charge		82,552	66,570
Gift & donation expenses		800,850	1,469,777
Medical expenses		1,413,202	1,132,126
Miscellaneous expenses		1,333,193	4,730,361
Registration & renewals		1,024,402	847,853
Stamp, duty & fees		44,592	62,980
Renewal fees - DSE, CSE & CDBL		1,214,370	1,114,370
		8,484,999	11,537,151
30.00 Non-operating income/(expenses)			
Sale of scrap and others		712,469	225,516
Sale of scrap materials of ATM & CDM	Sch-E (N.B.)	6,239,305	-
Gain/(Loss) from sale of old equipment	, ,	40,555	-
Gain/(Loss) from sale of old car		529,999	400,000
Gain/(Loss) from disposal of ATM machinery		(1,940,082)	(9,972,815)
Gain/(Loss) from disposal of Office decoration		-	(1,490,200)
Foreign currency exchange gain/(loss)		829,562	-
		6,411,808	(10,837,499)
04.00 5			
31.00 Finance costs	ſ	42 207 400	200 000
Interest on long term loan Interest on short term loan		43,387,196	206,662
		7,940,269	13,787,309
Interest on lease from ROU assets		4,441,105 55 769 570	5,902,001
		55,768,570	19,895,972

	Notes	Amount	s in Taka
	Notes	2023-24	2022-23
32.00 Finance income			
Jamuna Bank PLC. (FDR A/C : 80851)		781,485	413,488
Jamuna Bank PLC. (FDR A/C : 80862)		781,485	413,488
Jamuna Bank PLC. (FDR A/C : 80873)		781,485	413,488
Jamuna Bank PLC. (FDR A/C : 65354)		201,569	103,546
Jamuna Bank PLC. (SND A/C : 19495)		133,787	9,222
Trust Bank Ltd (FDR A/C : 42333)		244,658	-
Trust Bank Ltd (FDR A/C : 42342)		244,658	-
Trust Bank Ltd (FDR A/C : 42351)		122,329	-
Trust Bank Ltd (FDR A/C : 31694)		81,740	31,613
Trust Bank Ltd (FDR A/C : 39552)		500,321	208,760
Trust Bank Ltd (SND [Dividend] A/C : 01619)		565,867	183,361
Trust Bank Ltd (SND A/C : 01315)		1,401	793
Eastern Bank PLC. (SND A/C : 10568)		1,110	1,108
NRB Commercial Bank PLC. (CD A/C - 00685)		49,100	30,572
Sonali Bank PLC. (SND A/C : 00014), Wage Earner		85,804	56,082
Community Bank Bangladesh PLC. (SND A/C : 283	01)	47,118	128,363
Trust Bank Ltd (FDR A/C : 21516)		-	4,392,364
Trust Bank Ltd (FDR A/C : 30060)		-	2,870,001
Trust Bank Ltd (FDR A/C : 40095)		-	750,000
Trust Bank Ltd (FDR A/C : 40102)		-	500,000
		4,623,917	10,506,249
33.00 Contribution to WPPF & WF			
Contribution to WPPF & WF for the year		20,381,469	16,323,792
·		20,381,469	16,323,792
34.00 Current tax			
Profit before income tax		404.00=.0=0	224 244 422
Non-taxable profit/(loss)		461,295,270	381,311,168
Taxable profit/(loss)		(53,665,882)	(54,835,331)
		407,629,388	326,475,837
D 511 5 1 ( ) (T 11)			
Profit before income tax (Taxable)		-	-
Provision for tax on profit of taxable services		_	_
Provision for tax of taxable services (u/s-163, minim	um tav)	11,271,127	11,329,940
•	uiii tax)		11,329,940
Provision for tax on bank interest @ 22.50%	,	1,040,381	-
Provision for tax on non-operating income @ 22.50%		1,256,005	-
Provision for tax as per assessment	24.00	,,	-
Provision for income tax for the year		24,771,242	11,329,940

### 34.01 Reconciliation of effective tax rate

	2023-24		2022-23	
	%	Taka	%	Taka
Tax using the company's tax rate	22.50%	91,716,612	22.50%	73,457,063
Less: Non-taxable for being ITES	-25.46%	(103,791,436)	-26.28%	(85,795,013)
Add: u/s-163, minimum tax	2.77%	11,271,127	3.47%	11,329,940
Add/(Less): Tax on taxable income at normal tax rate	2.96%	12,074,823	3.78%	12,337,949
Add: Bank interest	0.26%	1,040,381	0.00%	-
Add: Non-operating income	0.31%	1,256,005	0.00%	-
Add: Provision for tax as per asses	smen <u>2</u> t75%	11,203,729	0.00%	-
Effective tax rate	6.08%	24,771,242	3.47%	11,329,940

Notes	Amounts	s in Taka
Notes	2023-24	2022-23
_		
19.00	(620,118)	37,939
	(620 118)	37 939

35.00 Deferred tax

Deferred tax expenses/(income) Income tax

The provision for deferred income tax is raised due to taxable temporary differences for this year. Details of the breakup have been shown in the under Note - 19.00.

## 36.00 Earnings Per Share (EPS)

Net profit after tax Weighted average number of shares outstanding

383,478,264 315,107,958 39.00 128,592,664 128,592,664 2.98 2.45

The part of revenue, Q-Cash transaction processing charge has increased significantly compared to the previous year. Subsequently, earnings per share has increased, which refers to the upward trend in this financial year.

### 37.00 Net Assets Value (NAV)

		30 June 2024	30 June 2023
	Share capital	1,285,926,640	1,285,926,640
	Share premium	294,578,430	294,578,430
	Retained earnings	922,412,001	689,724,980
	Revaluation reserve	165,072,293	172,509,157
	Total equity with revaluation reserve	2,667,989,364	2,442,739,207
,	Weighted average number of shares outstanding 39.0	128,592,664	128,592,664
		20.75	19.00
	Net Operating Cash Flows Per Share (NOCFPS)		
	Net cash provided by/(used in) operating activities	585,636,736	654,728,307
,	Weighted average number of shares outstanding 39.0	128,592,664	128,592,664
		4.55	5.09

Net Operating Cash Flows Per Share (NOCFPS) declined this year, mainly due to higher cash payments to suppliers and increased operating expenses. However, it is notable that there was a significant improvementin the collection against bills receivable during the year.

39.00 Weighted	l average i	number of	shares	outstand	ıng
----------------	-------------	-----------	--------	----------	-----

	Weighted average number of shares outstanding as at 30 June 2024	128,592,664	128,592,664
		128,592,664	128,592,664
40.00	Reconciliation of cash flows from operating activities through indirect method		
		2023-24	2022-23
	Net Profit/(Loss) before tax	407,629,388	326,475,837
	Adjustments to reconcile profit before tax to net cash flows		
	Depreciation	60,539,188	69,602,848
	Amortization	28,314,744	28,255,876
	Sub total (a)	88,853,932	97,858,724
	Working capital adjustments:		
	Increase/decrease in inventories	87,160,300	121,134,741
	Increase/decrease in accounts receivable	25,274,283	122,579,435
	Increase/decrease in other receivable	(2,608,720)	4,174,058
	Increase/decrease in advance, deposit & prepayments 40.01	4,356,289	(79,701,512)
	Increase/decrease in trade payable	104,429,080	(20,087,432)
	Increase/decrease in other liabilities	(21,192,209)	116,170,353
	Income tax paid as AIT	(12,696,349)	(11,329,940)
	Interest income	(4,623,917)	(10,506,249)
	Sub total (b)	180,098,757	242,433,454

		Amounts	s in Taka
	Notes	2023-24	2022-23
Other adjustments and adjustments for the non-cu liabilities portion included in the current assets and			
Adjustment against property, plant & equipment		1,079,872	(7,952,899)
TDS & VAT payable of Capital W-I-P		(72,500,000)	-
Interest receivable		979,566	(4,086,809)
Adjustment of VAT current account and software recurr	ring license	(29,719,472)	-
Interest on term loan		17,217,082	-
Income tax for the FY 2020-21 & 2021-22		(8,002,389)	-
Sub total (c)		(90,945,341)	(12,039,708)
Total (a+b+c)		178,007,348	328,252,470
Cash flows from operating activities		585,636,736	654,728,307
40.01 Increase/decrease in advance, deposit & prepayme	nts		
Increase/decrease in advance, deposit & prepayments		(2,497,425)	214,574,541
Increase/decrease in advance income tax (AIT)		12,696,349	11,329,940
Adjustment of advance income tax (AIT) (FY 2020-21, 2021	-22 & 2022-23)	(55,842,635)	-
Adjustment of FDR		50,000,000	(305,605,993)
		4,356,289	(79,701,512)

## 41.00 Events after the reporting period

The Board of Directors of the Company has recommended 11% cash dividend for all Shareholders at the Board meeting held on 24 October 2024. The dividend is subject to approval by the Shareholders at the forthcoming Annual General Meeting (AGM) of the Company dated 10 December 2024. Dividend payable for the year 2023-24 will be recognized after the dividend is approved by the Shareholders at the AGM.

# 42.00 Related party transaction

# 42.01 Other related party transactions during the year

The company has entered into transactions with other entities in the normal course of business that fall within the definition of a related party as per International 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	Nature of transaction	Balance as at 30 June 2024	Balance as at 30 June 2023
	Taka	entity		Taka	Taka
Trust Bank Ltd.	66,272,390	Shareholder	Q-cash transaction	4,579,910	10,751,708
National Bank Ltd.	37,229,830	Shareholder	Q-cash transaction	10,304,149	14,115,904
Mercantile Bank PLC.	37,297,510	Shareholder	Q-cash transaction	15,124,247	16,493,384

## 42.02 Key management personnel compensation

	2023-24		2022-23	
Particulars	Managing Director	Other Managers	Managing Director	Other Managers
Directors remuneration	7,760,000	-	7,440,000	-
Salary & allowance	-	84,801,929	-	79,100,558
Short term employee benefits	-	888,303	-	719,454
Other long term benefits	-	610,740	-	494,646
Post employment benefits	-	-	-	-
Termination benefits	-	-	-	-
Share based payment	-	-	-	-
Grand total	7,760,000	86,300,972	7,440,000	80,314,658

We have no disclosure as per BSEC Notification No. BSEC/CMRRCD/2009-193/10/Admin/118 dated 22 March 2021 vide para-(1).

Property, plant and equipment, net as at 30 June 2024

Schedule - A

		Cost/R	Cost/Revaluation				Depreciation	iation		Net book value
	Asat	Addition	Disposal/	As at		As at	Charged	Disposal/	Asat	Asat
Particulars	01 July	during	Adjustment	30 June	Rate	01 July	during	Adjustment	30 June	30 June
	2023	the year	during the year	2024		2023	the year	during the year	2024	2024
	Taka	Taka	Taka	Taka	%	Taka	Taka	Taka	Taka	Taka
Land	394,528,750	-	•	394,528,750	1	1		•	•	394,528,750
ATM booth	14,026,316		•	14,026,316	15%	11,830,427	329,388	•	12, 159, 815	1,866,501
ATM machinery	113,298,717	,	16,116,017	97, 182, 700	15%	91,370,765	3,289,188	14,175,935	80,484,018	16,698,682
Computer & components	63,752,316	4,761,847	•	68,514,163	15%	47,740,523	2,601,333	•	50,341,856	18,172,307
Data center	58,432,539	26,019,055	•	84,451,594	10%	16,356,016	5,543,241	•	21,899,257	62,552,337
Generator	14,800,000	,	•	14,800,000	10%	10,620,040	417,996	•	11,038,036	3,761,964
Network solution (CISCO)	23,103,767	,	•	23,103,767	10%	9,140,317	1,396,344	1	10,536,661	12,567,106
Online UPS	14,029,867		•	14,029,867	10%	6,080,840	794,904	•	6,875,744	7,154,123
Operating equipment	8,331,926		•	8,331,926	15%	6,339,726	298,836	•	6,638,562	1,693,364
Plant & machinery	37,466,637		•	37,466,637	15%	29,329,988	1,220,496	•	30,550,484	6,916,153
POS terminal	44,314,185	,	•	44,314,185	15%	35,225,578	1,363,296	•	36,588,874	7,725,311
Power sub station	2,460,500	,	•	2,460,500	10%	1,765,580	69,492	•	1,835,072	625,428
Power system	11,921,101		•	11,921,101	10%	8,180,142	374,100	'	8,554,242	3,366,859
Structure cabling	7,276,370	1,120,350	•	8,396,720	10%	3,852,212	370,428	•	4,222,640	4,174,080
Switching hardware	33,246,661	,	•	33,246,661	10%	15,560,471	1,768,620	1	17,329,091	15,917,570
Call center	100,000		•	100,000	10%	65,148	3,480	•	68,628	31,372
Web application firewall	278,300	,	•	278,300	15%	95,341	27,444	•	122,785	155,515
Furniture & fixture	12,104,081	345,290	•	12,449,371	10%	7,620,878	465,081	•	8,085,959	4,363,412
Office decoration	35,957,792	70,019	•	36,027,811	10%	21,019,291	1,499,483	•	22,518,774	13,509,037
Office equipment	45,007,769	805,919	398,000	45,415,688	15%	33,855,506	1,733,993	383,555	35,205,944	10,209,744
Vehicles	10,765,299	3,599,076	_	14,364,374	20%	717,688	2,189,475	•	2,907,163	11,457,211
Sub total (a)	945,202,893	36,721,556	16,514,018	965,410,431		356,766,477	25,756,618	14,559,490	367,963,605	597,446,826
SMS aggregator project - uLKa	ıLKa									
Server	3,818,000	-	•	3,818,000	15%	1,335,350	372,396	•	1,707,746	2,110,254
Sub total (b)	3,818,000			3.818.000	ı	1.335,350	372,396	•	1.707.746	2,110,254

840,129 292,849 232,040 57,928 16,353,526 1,678,573 744,903 129,368 10,695,314 1,923,663 590,270 64,704 Net book value 7,067,879 1,123,428 1,255,924 548,441 1,452,757 2,026,724 42,381,523 657,841 15,354,738 657,293,341 30 June As at Taka 2024 102,336 984,876 891,453 515,334 30,489 15,861,306 51,072 367,315 828,250 376,354 1,805,764 1,328,388 315,960 22,229,505 443,576,842 39,585,029 5,291,122 51,675,986 1,040,184 1,134,087 437,988 1,958,184 As at 30 June 2024 Taka 14,559,490 during the year Adjustment Disposal/ Depreciation 356,016 93,348 6,432 117,573 60,936 25,788 32,544 104,160 134,712 2,885,916 82,764 12,224 7,188 1,603,749 161,412 73,092 108,927 34,742,796 3,011,976 186,504 7,010,033 1,152,270 Charged the year during Taka 423,393,536 693,538 823,464 18,265 ,235,040 290,172 44,640 20,625,756 249,742 315,418 704,949 3,405,206 1,854,024 95, 148 36,573,053 432,570 1,449,748 44,665,953 14,709,036 967,092 1,025,160 405,444 As at 01 July 15% Rate 10% 10% 15% 10% 10% 10% 10% 10% 15% 10% 10% 10% 10% 15% 10% 10% ł 167,040 56,652,908 1,490,743 924,795 2,437,633 2,570,026 22,644,648 1,698,025 2,168,517 548,000 3,057,750 109,000 730,837 2,548,454 2,084,174 3,832,488 94,057,509 26,556,620 37,584,243 1,100,870,183 1,260,237 159,857 As at 30 June 2024 Taka 16,514,018 during the year Taka Adjustment Disposal/ Cost/Revaluation 838,462 47,527 37,113 21,161 944,263 649,792 1,257,750 1,907,542 39,573,361 Addition the year during 1,077,810,840 109,000 22,644,648 3,795,375 25,906,828 1,698,025 2,168,517 548,000 1,800,000 2,548,454 167,040 35,676,701 652,281 2,036,647 924,795 2,437,633 2,570,026 1,260,237 138,696 93,113,246 730,837 56,652,908 As at 01 July 2023 Taka Disaster Recovery Center Computer & components Grand total (a+b+c+d) **Particulars** Switching hardware Furniture & fixture Furniture & fixture Structure cabling Office decoration Office equipment Structure cabling **Network solution** Office decoration Office equipment Network solution Firewall & router Card Bureau Sub total (c) Sub total (d) Online UPS Card printer Online UPS Generator (Cont....) Server

as at 30 June 2023

		Cost/R	Revaluation				Depreciation	iation		Net book value
	As at	Addition	Disposal/	Asat		Asat	Charged	Disposal/	As at	As at
Particulars	01 July	during	Adjustment	30 June	Rate	01 July	during	Adjustment	30 June	30 June
	2022	the year	during the year	2023		2022	the year	during the year	2023	2023
	Taka	Taka	Taka	Taka	%	Taka	Taka	Taka	Taka	Taka
2022-23	693,507,841	393, 507, 841   464, 347, 061	80,044,062	1,077,810,840	ı	450,096,640	41,877,941	68,581,045	423,393,536	654,417,304

Intangible assets, net as at 30 June 2024 Schedule - B

		Cost/F	Cost/Revaluation				Amortization	zation		Net book value
	Asat	Addition	/lesodsiQ	Asat		Asat	Charged	Disposal/	Asat	Asat
Particulars	01 July	during	Adjustment	30 June	Rate	01 July	during	Adjustment	30 June	30 June
	2023	the year	during the year	2024		2023	the year	during the year	2024	2024
	Taka	Taka	Taka	Taka	%	Taka	Taka	Taka	Taka	Taka
ATM software	248,027,789	1	-	248,027,789	2.5%	52,245,020	6,200,700	•	58,445,720	189,582,069
Mobile banking software	1,000,000	,	•	1,000,000	2%	500,032	50,004	•	550,036	449,964
Oracle software	7,646,500	1	,	7,646,500	2%	3,823,211	382,320	'	4,205,531	3,440,969
PCI DSS security compliance software	5,839,679	,	•	5,839,679	2%	741,568	291,984		1,033,552	4,806,127
POS software	77,917,045	,	•	77,917,045	2%	27,037,958	3,895,848		30,933,806	46,983,239
Q cash e portal software development	1,108,060	,	1	1,108,060	2%	554,039	55,404	'	609,443	498,617
Q cash retailer POS software	8,449,820	'	1	8,449,820	2%	4,224,951	422,496	'	4,647,447	3,802,373
Software development	168,175,800	,	•	168,175,800	2.5%	38,713,082	4,204,392		42,917,474	125,258,326
Switching software	482,600,589	,	1	482,600,589	2.5%	98,173,159	12,065,016	'	110,238,175	372,362,414
Call center	1,054,000	,	1	1,054,000	2%	527,032	52,704	•	579,736	474,264
VMware software	2,970,700	,	1	2,970,700	2%	671,824	148,536	'	820,360	2,150,340
Issue tracking software (JIRA)	1,000,000	'	1	1,000,000	2%	450,033	50,004	'	500,037	499,963
E traffic web application	1,710,000	,	•	1,710,000	2%	544,992	85,500		630,492	1,079,508
Accounting software	90,000	,	1	90,000	20%	90,000	1	'	90,000	'
Sub total (a)	1,007,589,982	-	-	1,007,589,982		228,296,901	27,904,908	-	256,201,809	751,388,173
uLKa QsMs gateway project										
uLKa QsMs gateway	4,098,350	_	-	4,098,350	10%	409,836	409,836	-	819,672	3,278,678
Sub total (b)	4,098,350	-	-	4,098,350	-	409,836	409,836	-	819,672	3,278,678
Grand total (a+b)	1,011,688,332	_	-	1,011,688,332	ı	228,706,737	28,314,744	-	257,021,481	754,666,851

as at 30 June 2023

		Cost/R	Cost/Revaluation				Amortization	zation		Net book value
	Asat	Addition	Disposal/	Asat		Asat	Charged	Disposal/	Asat	Asat
Particulars	01 July	during	Adjustment	30 June	Rate	01 July	during	Adjustment	30 June	30 June
	2022	the year	during the year	2023		2022	the year	during the year	2023	2023
	Taka	Taka	Taka	Taka	%	Taka	Taka	Taka	Taka	Taka
2022-23	1,006,978,453	4,709,879	-	1,011,688,332	-	200,450,861 28,255,876	28,255,876	-	228,706,737	782,981,595

Right of use of assets, net as at 30 June 2024

Schedule - C

The company has leases for Vehicle and Rented office premises, and been capitalized under IFRS 16: Leases. Information related to Right-of-use Asset are depicted below:

		Cost/R	Cost/Revaluation				Depreciation	ation		Net book value
	As at	Addition	Disposal/	As at		Asat	Charged	Disposal/	As at	As at
Particulars	01 July	during	Adjustment	30 June	Rate	01 July	during	Adjustment	30 June	30 June
	2023	the year	during the year	2024		2023	the year	during the year	2024	2024
	Taka	Taka	Taka	Taka	%	Taka	Taka	Taka	Taka	Taka
3rd, 4th & Ground floor - EP	66,199,172	1		66,199,172	:	31,996,280	13,239,840		45,236,120	20,963,052
2nd & Ground floor - EP	43,011,148		•	43,011,148	1	29,390,934	8,602,224	1	37,993,158	5,017,990
1st Floor - EP	5,868,593	1		5,868,593	1	3,423,350	1,173,720	•	4,597,070	1,271,523
Ground Floor - EP	3,450,360	1		3,450,360	1	1,035,108	690,072	•	1,725,180	1,725,180
Chittagong office	1,639,688			1,639,688	ŀ	1,206,996	273,276	•	1,480,272	159,416
Riead Properties Ltd	1	8,128,450	•	8,128,450	1	1	1,241,845	1	1,241,845	6,886,605
Vehicle	3,836,083		3,836,083	ı	1	2,813,129	575,415	3,388,544	,	1
Grand Total	124.005.044	8.128.450	3.836.083	128,297,411	:	69.865.797	25, 796, 392	3.388.544	92.273.645	36.023.766

as at 30 June 2023

		Cost/R	Cost/Revaluation				Depreciation	ation		Net book value
	As at	Addition	Disposal/	Asat		Asat	Charged	Disposal/	As at	As at
Particulars	01 July	during	Adjustment	30 June	Rate	01 July	during	Adjustment	30 June	30 June
	2022	the year	during the year	2023		2022	the year	during the year	2023	2023
	Taka	Taka	Taka	Taka	%	Taka	Taka	Taka	Taka	Taka
2022-23	136,067,261	650'95	12,118,276	124,005,044	1	54,259,166	27,724,907	12,118,276	69,865,797	54,139,247

Finished Goods as at 30 June 2024

Schedule - D								
	Balaı	Balance as at	Ac	Addition	Consum	Consumption / Sales	Balan	Balance as at
Inventory items	01 )	01 July 2023	during	during the year	during	during the year	30 1	30 June 2024
	Quantity	Taka	Quantity	Taka	Quantity	Taka	Quantity	Taka
Stock in trade - ATM								
PROCASH 285 KMAT	ĸ	2,596,491	1	ı	m	2,596,491	ı	1
Stock in trade - CDM	П	177,068	1	ı	1	1	П	177,068
Stock in trade - POS	1,346	22,442,881	1,122	24,600,376	820	14,270,340	1,618	32,772,917
Total		25,216,440		24,600,376		16,866,831		32,949,985

Store materials as at 30 June 2024

Schedule - E

Inventory items	Bala 01.3	Salance as at 01 July 2023	Adduring	Addition during the year	Con	Consumption during the year	Balaı 30 J	Balance as at 30 June 2024
•	Quantity	_	Quantity	Taka Quantity	Quantity	Taka	Quantity	Taka
ATM spare parts		137,437,595		7,921,490		102,836,629		42,522,456
POS spare parts	1	80,000	1	21,294	1	ı		101,294
Total		137,517,595		7,942,784		102,836,629		42,623,750

and 248 nos. of chassis parts have been damaged due to long-term use for service & support to the clientele bank, as well as ITC's own ATM network. Service & Support department has declared that those items were not of further use under ATM and CDM service & support. Considering the departmental declaration, the NB: During the period, the company has found that 227 nos. of redundant ATM and CDM vaults, 130 nos. of EPP, 189 nos. of chassis doors, 207 nos. of vault doors, management has decided to dispose of those items from the ATM spare parts, and simultaneously, and thus recognized accordingly during this period.

Statement of Revaluation Reserve on Property, Plant & Equipment and Intangible Assets as at 30 June 2024

Schedule - F

		Reva	Revaluation			Def	Depreciation/Amortization	mortization		Net book value
	Asat	Addition	Disposal	As at		Asat	Charged	Disposal	Asat	Asat
Particulars	01 July	during	during	30 June	Rate	01 July 2023	during	during	30 June	30 June
	Taka	Taka	Taka	Taka	%	Taka	Taka	Taka	Taka	Taka
Property, Plant & Equipment										
ATM machinery	69,237,574	1	1	69,237,574	15%	60,866,371	1,255,680	1	62,122,051	7,115,523
Card printer	7,334,892	1	1	7,334,892	15%	6,448,063	133,024	1	6,581,087	753,805
Plant & machinery	9,917,246	1	1	9,917,246	15%	8,718,196	179,856	1	8,898,052	1,019,194
POS terminal	13,199,873	1	1	13,199,873	15%	11,603,935	239,392	1	11,843,327	1,356,546
Sub total	585'689'66	ı	1	585'689'66	1	87,636,565	1,807,952	1	89,444,517	10,245,068
Intangible Assets										
ATM software	6,242,650	1	1	6,242,650	2.5%	1,560,668	156,068	1	1,716,736	4,525,914
POS software	4,186,345	1	1	4,186,345	2%	2,093,165	209,316	1	2,302,481	1,883,864
Q cash retailer POS software	4,224,910	1	1	4,224,910	2%	2,112,452	211,244	1	2,323,696	1,901,214
Software development	65,710,823	1	1	65,710,823	2.5%	16,427,713	1,642,772	1	18,070,485	47,640,338
Switching software	136,380,534	1	1	136,380,534	2.5%	34,095,127	3,409,512	1	37,504,639	98,875,895
Sub total	216,745,262	1	ı	216,745,262	1	56,289,125	5,628,912	1	61,918,037	154,827,225
Grand total	316,434,847	-	1	316,434,847	1	143,925,690 <b>7,436,864</b>	7,436,864	-	151,362,554	165,072,293

as at 30 June 2023

		Reval	valuation			Dep	Depreciation/Ar	nortization		Net book value
	As at	Addition	Disposal	Asat		As at	Charged	Disposal	Asat	Asat
Particulars	01 July	during	during	30 June	Rate	01 July	during	during	30 June	30 June
	2022	the year	the year	2023		2022	the year	the year	2023	2023
	Taka	Taka	Taka	Taka	%	Taka	Taka	Taka	Taka	Taka
2022-23	316,434,847	1	1	316,434,847	1	136,169,774	7,755,916	1	143,925,690	172,509,157



# Snapshots

























# **Credit Rating Agency of Bangladesh Limited**

### **PRESS RELEASE**

Date: 20 December 2023

Name of the Company: IT Consultants PLC (Surveillance)

Particular	Current Rating	Previous Rating
Entity	AA2 (Pronounced as Double A Two)	AA <sub>3</sub> (Pronounced as Double A Three)
Long Term Loan	AA <sub>2</sub> (Lr)	AA <sub>3</sub> (Lr)
Short Term Loan	ST-2	ST-2
Outlook	Stable	Stable
Date of Rating	20 December 2023	29 December 2022
Ratings based on	Audited financial statements (FYE 30/06/2023, 30/06/2022, 30/06/2021, 30/06/2020), bank liability position as on 30/11/2023, and other information up to the date of rating declaration.	Audited financial statements (FYE 30/06/2022, 30/06/2021, 30/06/2020, 30/06/2019), bank liability position as on 30/11/2022 and other information up to the date of rating declaration.
Validity	31 December 2024	31 December 2023

Lr - Loan rating; ST - Short Term

#### Meaning of the Ratings

Rating	Meaning
AA <sub>1</sub> , AA <sub>2</sub> , AA <sub>3</sub> * Double A	Companies rated in this category have very strong capacity to meet financial commitments. These companies are judged to be of very high quality, subject to very low credit risk.
AA <sub>2</sub> (Lr) High Safety	Loans/facilities rated AA <sub>2</sub> (Lr) are judged to offer a high degree of safety, with regard to timely payment of financial obligations. They differ only marginally in safety from AAA (Lr) rated facilities.
<b>ST-2</b> High Grade	This rating indicates that the degree of safety regarding timely payment on the loans/facilities is strong; however, the relative degree of safety is lower than that for issues rated higher.

\*Note: CRAB appends numerical modifiers 1, 2, and 3 to each generic rating classification from AA through CCC. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a midrange ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

### Conditions related to use of the Ratings

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THE CREDIT RATINGS AND FINANCIAL REPORTING ANALYSIS OBSERVATIONS, IF ANY, CONSTITUTING PART OF THE INFORMATION CONTAINED HEREIN ARE, AND MUST BE CONSTRUED SOLELY AS, <u>STATEMENTS OF OPINION AND NOT STATEMENTS OF FACT OR RECOMMENDATIONS TO PURCHASE, SELL OR HOLD ANY SECURITIES. NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS, MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF ANY SUCH RATING OR OTHER OPINION OR INFORMATION IS GIVEN OR MADE BY CRAB IN ANY FORM OR MANNER WHATSOEVER.</u>

Each rating or other opinion must be weighed solely as one factor in any investment decision made by or on behalf of any user of the information contained herein, and each such user must accordingly make its own study and evaluation of each security and of each issuer and guarantor of, and each provider of credit support for, each security that it may consider purchasing, holding or selling.

Mohd. Asifur Rahman

Sr. Financial Analyst

Name & Signature of Lead Analyst

# PROXY FORM

I/We																
Of											.being	g a me	ember	of IT C	Consu	Itants
<b>PLC.</b> and entitled																
ofproxy to attend an Company will be h of both online (vii RAOWA Complex	d vote eld on rtual/d	for m Tueso igital p	e/us a day, D olatfor	and or ecem m lin	n my iber k htt	//our l 10, 20 tps://i	beha 024, tc24	alf at at 10 thag	the : 0:30	24th Ar a.m. th	nual ( rough	Gener Hybri	al Me	eting ( tem in	AGM) comb	of the ination
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Dated		2024						100								
BO A/C No.																
No. of Shares:	•									•		•				
Note: 1) This Form of at the Comp																
2) Signature of t	the Sh	arehol	der mu	ıst be	in a	ccord	ance	with	Spe	cimen (	Signat	ure re	corde	d with t	he Cor	mpany.
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BO ID:																
Signature											Date					

**N.B.:** Shareholders attending the Meeting in person or by Proxy under hybrid AGM are requested to complete the Attendance Slip and deposit the same at the Registered Office of the company before the meeting.



The ITC Tower project will comprise of 14-storied state-of-the-art data center dedicated to local data hosting and local cloud services specialized for Banks and Financial Industry along with Head office of the organization which is under construction and already completed 4th floor.





# IT Consultants PLC.

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