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হাক্কানী পাল্প এন্ড পেপার মিলস্‌ লিঃ
HAKKANI PULP & PAPER MILLS LTD.



MOHAMMED ABDULLAH
THE FOUNDER
1947 - 2021



MOHAMMAD GOLAM HAIDER
EX. VICE CHAIRMAN
1984 - 2022



হাক্কাবী পাল্প এন্ড পেপার মিলস্ লিঃ HAKKANI PULP & PAPER MILLS LTD.

Annual Report 2023-2024

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TRANSMITTAL LETTER

Date: 20 November 2024

The Valued Shareholders of Hakkani Pulp and Paper Mills Limited,
Bangladesh Securities and Exchange Commission,
Registrar of Joint Stock Companies & Firms,
Dhaka Stock Exchange PLC,
Chittagong Stock Exchange PLC.

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

Dear Sir(s),

We are pleased to enclose the notice of 28th Annual General Meeting, a copy of the Annual Report together with the Audited Financial Statements including Statement of Financial Position, Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended June 30, 2024 along with the notes thereon of Hakkani Pulp and Paper Mills Limited for your kind information and record.

It may be mentioned here that as per notification no. BSEC/CMRRCD/2006-158/208/ Admin/81, dated 20 June, 2018 issued by Bangladesh Securities and Exchange Commission, we are sending the Notice of Annual General Meeting and Annual Report along with Annual Audited Financial Statements to the valued Shareholders through e-mail addresses available in their Beneficial Owner (BO) accounts with the Central Depository System.

Moreover, soft copy of the Annual Report will also be available in the company's website at **www.hakkanigroup.com**.

With best regards,

Mohammad Musa
Company Secretary



NOTICE OF THE 28th ANNUAL GENERAL MEETING

Notice is hereby given that the **28th ANNUAL GENERAL MEETING (AGM)** of the shareholders of **Hakkani Pulp & Paper Mills Limited** will be held on Saturday, the 21 December 2024 at 11.00 a.m through Hybrid System i.e. online video conference (<https://agmbd.live/hakkanipul2024>) as well as physical presence of honorable shareholders of the company at Grand Tasia Convention Hall, Anandipur, PC Road, Chattogram as per BSEC order BSEC/CMRRCD/2009-193/08 dated 10 March, 2021 and Further BSEC Directive No-BSEC/ICAD/SRIC/2024/318/09 dated 16 January 2024 to transact the following business:

- Agenda-1 : To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30th June 2024 together with the Reports of the Auditors' and the Directors thereon;
- Agenda-2 : To declare and approve the dividend for the year ended 30th June 2024 as recommended by the Board of Directors;
- Agenda-3 : To appoint/re-appoint Director(s) in terms of Articles 82 of Association of the Company;
- Agenda-4 : To appoint the Statutory Auditors for the year ended 30 June 2025 and fix their remuneration;
- Agenda-5 : To appoint the Corporate Governance Compliance Auditors for the year ended 30 June 2025 and fix their remuneration;
- Agenda-6 : To consider and approve of the Related Party Transactions (as disclosed in the Note 40 of the Audited Financial Statements) pursuant to the BSEC Notification No. BSEC/CMRRCD/2009-193/Admin/103 dated 5th February 2020;

Dated : Chattogram
October 26, 2024



QR code for Digital platform of AGM

By order of the Board

Mohammad Musa
Company Secretary

Notes:

1. The shareholders whose name appeared in the Share/Depository Register as on the 'Record Date' (i.e. November 14, 2024), are eligible to participate in the 28th AGM and receive the dividend.
2. In order to comply with the BSEC Directives No. BSEC/CMRRCD/2009-193/08 dated March 10, 2021 and further BSEC Directives No. BSEC/ICAD/ SRIC/2024/318/09 dated January 16, 2024; the ensuing 28th AGM of the Company will be conducted through Hybrid System in combination of Physical presence of shareholders at the venue of AGM and or connection of shareholders by using digital platform or online platform.
3. A shareholder entitled to attend and vote at the AGM may appoint a proxy to attend and vote in his/her behalf (such a proxy shall be a shareholder of the Company). The Proxy Form, duly filled, signed and stamped of BDT 20 must be sent through email to the Company at complianceppml@gmail.com not later than 48 hours before the time fixed for the meeting.
4. Shareholders bearing BO ID are requested to update the particulars of Bank A/C, e-mail address, change of address and 12 digit Tax payers' identification number (e-Tin) through their depository participant (DP) before 05 December 2024. If the shareholders failed to upload their e-Tin before December 05, 2024 income tax at source will be deducted from payable dividend @15% instead of @10% as per amendment Income Tax Act-2023. The Shareholders who are maintaining folio no. are also requested to submit their e-Tin before 05 December 2024 to the Share Department of Hakkani Pulp and Paper Mills Limited, 2/10, D.T Road, North Pahartali, Chattogram.



5. The concern stock broker, merchant banker and portfolio manager are requested to submit through mail to the Company at **compliancehppml@gmail.com** on or before December 05 the statement along with detail of their margin client or customer who has debit balance or margin loan, who are entitled to receive cash dividend of the Company for the year ended June 30, 2024. The statement should include shareholder's name, BO ID number, client-wise shareholding position, gross dividend receivable, applicable tax rate, net dividend receivable etc. along with the Consolidated Customers' Bank Account number, routing number and contact person.
6. The shareholders will be able to submit their questions/comments and vote electronically 24 hours before commencement of the AGM and during the AGM. For logging in to the system, the shareholders need to put their 16 digit Beneficial Owner (BO) ID number as User ID and Shareholding on the record date as password as proof of their identity by visiting the link **<https://agmbd.live/hakkanipul2024>**.
7. Shareholders may attend the AGM and cast his/her vote physically has to submit his/her duly filed and signed registration form to the registration counter at the AGM venue prior to the meeting start time of 11:00 am (Bangladesh Time) on 21 December 2024.
8. Shareholders are requested to log in to the system prior to the meeting start time of 11:00 a.m. on 21 December 2024. Please contact **+8801714-087518** and **+8801799-996003** for any technical difficulties in accessing the virtual meeting.
9. As per Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018; soft copy of Annual Report of the Company along with Attendance Slip, Proxy Form and the notice will be forwarded to all the shareholders of their respective email address available with us. These will also be available on the Company's website at **www.hakkanigroup.com**. The shareholders may also collect the annual report of the Company from the Company's Share Department at Registered Office in person.
10. In compliance with the BSEC circular No. SEC/CMRRCD/2009-193/154 dated 24 October 2013 "no benefit in cash or kind, other than in the form of cash dividend or stock dividend, shall be paid to the shareholders" at the 28th AGM of the Company.
11. Appointment / Re-appointment of Directors will be held in terms of Articles of Association of the Company and relevant rules/ circulars in force.
12. BSEC directives will be applicable in all respect.



২৮তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

এই মর্মে হাক্কানী পাল্প এন্ড পেপার মিলস্ লিঃ এর সম্মানিত শেয়ারহোল্ডারদের অবহিত করা হচ্ছে যে, কোম্পানির ২৮তম বার্ষিক সাধারণ সভা আগামী ২১ ডিসেম্বর ২০২৪ রোজ শনিবার সকাল ১১.০০ ঘটিকায় হাইব্রিড পদ্ধতিতে অর্থাৎ ডিজিটাল প্ল্যাটফর্ম (লিঙ্ক: <https://agmbd.live/hakkanipul2024>) এবং সম্মানিত শেয়ারহোল্ডারদের স্বশরীরে অংশগ্রহণের মাধ্যমে গ্রান্ড তাসফিয়া কনভেনশন হল, আনন্দিপুর, পিসি রোড, চট্টগ্রামে অনুষ্ঠিত হবে।

সভার আলোচ্যবিষয় নিম্নরূপ

- আলোচ্যবিষয়-০১ : কোম্পানির ৩০ জুন, ২০২৪ তারিখে সমাপ্ত বৎসরের নিরীক্ষিত আর্থিক বিবরণী, নিরীক্ষা প্রতিবেদন এবং পরিচালকমন্ডলীর প্রতিবেদন গ্রহণ, বিবেচনা ও অনুমোদন।
- আলোচ্যবিষয়-০২ : ৩০ জুন, ২০২৪ তারিখে সমাপ্ত বৎসরের জন্য পরিচালক পর্ষদের সভায় সুপারিশকৃত লভ্যাংশ ঘোষণা ও অনুমোদন।
- আলোচ্যবিষয়-০৩ : কোম্পানির সংঘবিধির ধারা ৮২ অনুযায়ী পরিচালকের নিয়োগ / পুনঃ নিয়োগ অনুমোদন।
- আলোচ্যবিষয়-০৪ : কোম্পানির ৩০ জুন, ২০২৫ তারিখে সমাপ্ত বৎসরের জন্য নিরীক্ষক নিয়োগ এবং তাদের পারিশ্রমিক নির্ধারণ।
- আলোচ্যবিষয়-০৫ : কোম্পানির ৩০ জুন, ২০২৫ তারিখে সমাপ্ত বৎসরের জন্য কর্পোরেট গভর্ন্যান্স কমপ্লাইয়েন্সের জন্য নিরীক্ষক নিয়োগ এবং তাদের পারিশ্রমিক নির্ধারণ।
- আলোচ্যবিষয়-০৬ : কোম্পানির সাথে স্বার্থ সংশ্লিষ্ট পক্ষদ্বয়ের লেনদেন সমূহ (Related Party Transactions) বিবেচনা ও অনুমোদন। (BSEC Notification No. - BSEC/CMRRCD/2009-193/Admin/103 dated 05/02/2020 এর আলোকে নিরীক্ষিত হিসাব বিবরণীর ৪০ নং নোটে প্রদর্শিত আছে)।

তারিখঃ চট্টগ্রাম
অক্টোবর ২৬, ২০২৪



QR code for Digital platform of AGM

পরিচালকমন্ডলীর আদেশক্রমে,


মোহাম্মদ মুসা
কোম্পানি সচিব

বিশেষ দৃষ্টব্য:

১. অত্র কোম্পানির “রেকর্ড ডেট / শেয়ার হস্তান্তর বই বন্ধের তারিখ” ১৪ নভেম্বর ২০২৪ তারিখ নির্ধারণ করা হয়েছে। উক্ত তারিখে যে সকল শেয়ারহোল্ডারবৃন্দের নাম কোম্পানির শেয়ার রেজিস্টার / ডিপোজিটরি রেজিস্ট্রারে অর্ন্তভুক্ত থাকবে তাঁরা অত্র কোম্পানির ২৮তম বার্ষিক সাধারণ সভায় যোগদান এবং ঘোষিত লভ্যাংশ প্রাপ্তির জন্য যোগ্য বলে বিবেচিত হবেন।
২. বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নির্দেশনা নং- BSEC/CMRRCD/2009-193/08 dated March 10, 2021 এবং BSEC/ICAD/SRIC/2024/318/09 dated January 16, 2024 পরিপালনের লক্ষ্যে কোম্পানির আসন্ন ২৮তম বার্ষিক সাধারণ সভা হাইব্রিড পদ্ধতিতে অর্থাৎ ডিজিটাল প্ল্যাটফর্ম (লিঙ্ক: <https://agmbd.live/hakkanipul2024>) এবং সম্মানিত শেয়ারহোল্ডারদের স্বশরীরে অংশগ্রহণের মাধ্যমে গ্রান্ড তাসফিয়া কনভেনশন হল, আনন্দিপুর, পিসি রোড, চট্টগ্রামে অনুষ্ঠিত হবে।
৩. কোম্পানির ২৮তম বার্ষিক সাধারণ সভায় উপস্থিত হওয়ার যোগ্য শেয়ারহোল্ডার ইচ্ছা করলে তার পক্ষে বার্ষিক সাধারণ সভায় উপস্থিত হওয়া এবং ভোট প্রদানের জন্য একজন প্রতিনিধি নিয়োগ করতে পারবেন। সেক্ষেত্রে বার্ষিক প্রতিবেদনের সাথে সংযুক্ত প্রক্সিফরম যথাযথভাবে পূরণ করে, স্বাক্ষর ও বিশ টাকার স্ট্যাম্প সহ সভা অনুষ্ঠিত হওয়ার নির্ধারিত সময়ের ৪৮ ঘন্টা পূর্বে কোম্পানির রেজিস্টার্ড অফিস ২/১০, ডি. টি. রোড, উত্তর পাহাড়তলী, চট্টগ্রামে জমা দিতে হবে অথবা ই-মেইল আইডি compliancehppml@gmail.com-এ পাঠাতে হবে।



৪. বিও হিসাবধারী শেয়ারহোল্ডারদের ব্যাংক হিসাব, ই-মেইল আইডি, ঠিকানা এবং ই-টিন যদি দরকার হয় হালনাগাদ করার অনুরোধ করা যাচ্ছে এবং উহা ৫ ডিসেম্বর ২০২৪ তারিখ অথবা তার পূর্বে কোম্পানির রেজিস্টার্ড অফিস ২/১০, ডি.টি. রোড, উত্তর পাহাড়তলী, চট্টগ্রামে জমা দিতে অথবা ই-মেইল আইডি compliancehppml@gmail.com-এ পাঠানোর অনুরোধ করা যাচ্ছে অন্যথায় আয়কর আইন ২০২৩ অনুযায়ী প্রদেয় লভ্যাংশ হতে ১০ শতাংশের পরিবর্তে ১৫ শতাংশ হারে উৎস কর কর্তন করা হবে।
৫. মার্চেন্ট ব্যাংক এবং ডিপোজিটরি পার্টিসিপেন্টদের অবগতির জন্য জানানো যাচ্ছে যে, যারা হাক্কানী পাল্প এন্ড পেপার মিলস্‌ লিমিটেড এর শেয়ার মার্জিন লোন অধিভুক্ত তাদের বিবরণী আগামী ৫ ডিসেম্বর ২০২৪ তারিখ অথবা তার পূর্বে কোম্পানির রেজিস্টার্ড অফিস ২/১০, ডি. টি. রোড, উত্তর পাহাড়তলী, চট্টগ্রামে জমা দিতে অথবা ইমেইল আইডি compliancehppml@gmail.com-এ পাঠানোর অনুরোধ করা যাচ্ছে
৬. সম্মানিত শেয়ারহোল্ডারগণ তাদের প্রশ্ন ও মতামত সভা শুরু ২৪ ঘন্টা পূর্বে ইলেকট্রনিক পদ্ধতি ব্যবহারের মাধ্যমে প্রদান করতে পারবে। ভার্চুয়াল সভায় অংশগ্রহণের জন্য এই লিঙ্কে <https://agmbd.live/hakkanipul2024> প্রবেশ করতে হবে এবং ইউজার আইডি, বিও হিসাব নম্বর এবং পাসওয়ার্ড হিসাবে রেকর্ড ডেট-এ ধারণকৃত শেয়ারের পরিমাণ প্রদান করতে হবে।
৭. শেয়ারহোল্ডারগণ স্বশরীরে ২৮তম বার্ষিক সাধারণ সভায় অংশগ্রহণ করে ভোট প্রদান করতে পারবে। সেক্ষেত্রে সাধারণ সভা অনুষ্ঠিত হওয়ার পূর্বে এজিএম অনুষ্ঠান স্থলে উপস্থিত হয়ে শেয়ারহোল্ডারগণ তাদের প্রয়োজনীয় তথ্য প্রদানের মাধ্যমে রেজিস্ট্রেশন ফরম পূরণ সহ প্রয়োজনীয় আনুষ্ঠানিকতা সম্পন্ন করতে হবে।
৮. অনলাইন প্ল্যাটফর্মের মাধ্যমে যে সকল শেয়ারহোল্ডারগণ বার্ষিক সাধারণ সভায় যুক্ত হবেন তাদেরকে মিটিং শুরু হওয়ার ১৫ মিনিট পূর্বে যুক্ত হওয়ার জন্য অনুরোধ করা যাচ্ছে। ভার্চুয়াল সভায় অংশগ্রহণের ক্ষেত্রে প্রযুক্তিগত কোন সমস্যার সৃষ্টি হলে মোবাইল নম্বর **+88-01714-087518** ও **+88-01799-996003**-এ যোগাযোগ করার জন্য অনুরোধ রইল।
৯. বার্ষিক প্রতিবেদন ২০২৩-২০২৪ শেয়ারহোল্ডারগণের ই-মেইল ঠিকানায় প্রেরণ করা হবে। এছাড়া বার্ষিক প্রতিবেদন ২০২৩-২০২৪ কোম্পানির www.hakkanigroup.com ওয়েবসাইটে পাওয়া যাবে এবং শেয়ার বিভাগ থেকে সংগ্রহ করা যাবে।
১০. বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নির্দেশনা নং- SEC/CMRRCD/2009-193/154 dated 24 October 2013 অনুযায়ী আসন্ন ২৮তম বার্ষিক সাধারণ সভায় কোন শেয়ারহোল্ডারকে নগদ লভ্যাংশ, স্টক ডিভিডেন্ট ব্যতিত কোন ধরনের সুযোগ সুবিধা প্রদান করা হবে না।
১১. পরিচালক নিয়োগ / পুনঃ নিয়োগের ক্ষেত্রে কোম্পানির সংঘবিধিতে সন্নিবেশিত নীতি অনুসরণ করা হবে।
১২. সকল ক্ষেত্রে বিএসইসি এর নির্দেশনা প্রযোজ্য হবে।



Company Profile



Company Profile

Hakkani Pulp & Paper Mills Limited is one of the pioneer, leading paper manufacturer in Bangladesh, located at Patiya, Chattogram, Bangladesh a sister concern of Hakkani Group has been established and incorporated with Registrar of Joint Stock Companies and Firms in 1996. The Company has been issued public share in 2001 and got listed with two largest Stock Exchange of the country Dhaka Stock Exchange PLC. and Chittagong Stock Exchange PLC. Authorized Capital of the company is 500 million and paid up capital is 190 million. The Company commenced commercial production at the end of 2003.

Under the guidance of seven members of Board of Directors, the company is operated by a management team headed by the Managing Director with a view to running the company efficiently. The company involved in producing the best quality of news print paper, writing printing paper and medium paper and various kinds of quality Tissue Papers.

The vision and mission of the company is to conduct transparent business operation based on market mechanism within the legal and ethical frame work and to produce best quality paper to meet the required country's demand and also to ensuring benefit to the shareholders, stakeholders and the society at large.

Company involved in the area of production of papers as well as tissue and marketing throughout the country with established agents, dealer, depot and outlet in adequate supply chain to ensure effective smooth supply in time on terms. In the view of production of best quality paper and customer strength the company recognized for edge outstanding performance of product, quality manufacturing environment along with professional services.

The company places total emphasis on maintaining and improving of quality of its products at every levels of production and handling of the company. The customers are considered as prime focus as such implemented satisfactory customer's service as deemed suitable and has been acquainted space in paper market with a lion portion of share in quality papers. Finished products are produced by composition of wastage paper both local and imported which is fully favorable for environment and it is not harmful for environment which saves the global environment.

Considering the local as well as foreign demand, the Company is running its production of various quality Tissue papers and news print paper, writing paper and media paper from the tissue project as well as paper unit.

Since commercial production, the company has been achieving profitability by utilization of maximum capacity and improvement in all phases, resulting gradually increases net asset value of shareholders simultaneously.

The company is using most dependable machineries equipment's and technology to produce compatible best quality paper and also keeping continuous effort to upgrade and adopt new technology in production, quality control, distribution and administration of its products.





MD. GOLAM RASUL MUKTADIR
Chairman

Mr. Mohammed Golam Rasul Muktadir was born in a famous Muslim family of Chattogram, Bangladesh in 1991. He is the 5th son of late Mr. Md. Abdullah. Mr. Muktadir completed his graduation in **Business Administration** and started his business career with his private transport and fuel business.

After gathering extensive knowledge and experiences in paper manufacturing and marketing, he joined with Hakkani Pulp and Paper Mills Limited. He has been acting as Director of Hakkani Pulp & Paper Mills Limited since 30 April, 2015. He is the youngest Director of the company. Subsequently, Mr. Muktadir was elected as Vice-Chairman by the board of Directors in its 155th Meeting dated on 03 November, 2022. During acting as Director and Vice-Chairman of the company, Mr. Muktadir was elected as member of Audit Committee and Nomination and Remuneration Committee and undertaken all the roles and responsibilities as the member of the above mentioned committees.

Finally, Mr. Muktadir was elected as Chairman by the board of Directors in its 163rd Meeting dated on 03 February, 2024 and undertaken responsibilities of the Chairman.



MD. GOLAM KIBRIA
Managing Director

Mr. Mohammed Golam Kibria was born in a famous Muslim family in Chattogram, Bangladesh in 1981. He is the 2nd son of late Mr. Md. Abdullah. Mr. Kibria attained Master of Arts (MA) in Hadith. He also has an International Diploma in Computer Studies from NCC Education Services Ltd., Manchester, UK. Moreover, he successfully completed NT course from a reputed institution.

He started his business career by joining their family business. He joined their family business in 2000 with a view to set high industry standards for the good performance of the company. He worked as Deputy Managing Director of the Company from 29 January, 2001 to 29 January, 2021. He had been playing important role in various aspects of management and corporate planning during the period of his Deputy Managing Director

Mr. Kibria derived vast proficiency in the trading and manufacturing in paper and tissue industries. He has also gathered extensive knowledge and immense experiences in the paper manufacturing business, trading business, packing industry, international trade, logistic management, fuel station etc. He had been playing a major role in planning, executing and controlling the financing and investing activities of the company most productively. He has established himself as one of the business leaders in Paper and Tissue Sectors. As a result, Mr. Kibria was appointed as Managing Director of the company in its 146th Board of Directors Meeting held on 30 January, 2021 and undertaken the roles and responsibilities as Managing Director. In addition to his business activities, he is also involved in various social activities.



PROFESSOR S. M. NASRUL QUADIR
Independent Director

Professor S.M. Nasrul Quadir was born on 26th November, 1964 in Chattogram. He completed his Bachelor of Commerce with Honours in Finance in 1985 and Master in Finance and Banking in 1986 from the University of Dhaka, Bangladesh. He did his PGDPM from Bangladesh Institute of Management (formerly Bangladesh Management Development Centre-BMDC) in 1992. Professor Quadir also obtained his MBA in International Business from Birmingham, United Kingdom in 2009.

Professor Quadir started his teaching career as a Lecturer in the Department of Finance and Banking, the University of Chittagong in May, 1996. He has been serving as a Professor of Department in the Finance of the same university, Bangladesh since 2012. Moreover, Professor Quadir was appointed as Dean of the faculty of Business Administration on 22 September 2024. He is also the Vice-Chairman of Chittagong University Centre for Business Administration (CUCBA).

He was the syndicate member of University of Chittagong, and also the General Secretary, Joint Secretary and Treasurer of Chittagong University Teachers' Association. Before starting his career as a teacher, Professor Quadir worked as Regional Sales Manager with ICI Bangladesh Limited, Dhaka, a subsidiary of ICI plc UK from September 1989 to February 1994 and with Linkers (Far East) pte Limited, Singapore as Manager, Bangladesh Liaison office, Chittagong from March, 1994 to April, 1996.

Professor Quadir has been involved with the corporate sectors for many years in the capacities of advisor and consultant in different reputed corporate firms in Bangladesh. In addition to his professional activities, he is also involved in various social activities. Professor Quadir is associated with many social organizations and activities. Currently, He is engaged as the-

- Member of Chittagong Club Limited, Chattogram;
- Director of Independent School and College, Chattogram;
- Member of Academy of International Business(AIB),USA;
- Member of Islamabad Town Co-operative Bank, Chattogram;
- Life Member of Maa O Shishu Hospital Limited, Chattogram;
- Member of Bangladesh Red Crescent Society, Chattogram;
- President of Baitullah Jam-e-Mosque, Bakalia, Chattogram.

Moreover, he has attended many seminars, symposiums and workshops at home and abroad.

Initially, Professor S. M. Nasrul Quadir was appointed as an Independent Director by the Board of Directors of the Company in its 138th Meeting held on 27 April, 2019 for the first tenure i.e. for the period of 3 (Three) years. After successfully completion of first tenure, he was re-appointed by the Board of Directors in its 151st meeting held on 31 March, 2022 for another tenure for the period of 3 (Three) years.

He is also the Chairperson of the Audit Committee and Nomination and Remuneration Committee. His befitting academic background, professional knowledge, polished communication skills and analytical ability are expected to contribute to the growth and development of the company.

DIRECTORS
profile



Prof. Dr. RAFIUDDIN AHMED

Independent Director

Dr. Rafiuddin Ahmed was born on November 03, 1979. He completed his BBA (Hons.) in Marketing in 2001 and MBA in 2002 from University of Dhaka, Bangladesh. He did his Masters in International Business from University of Melbourne, Melbourne Australia in 2009 funded by Melbourne University Graduate Merit Scholarship. He did his Ph. D. (Doctor of Philosophy) and got awarded with Ph.D. in 2019 from La Trobe University (LTU), Melbourne, Australia.

Dr. Rafiuddin Ahmed started his teaching career as a Lecturer in Marketing Department at University of Dhaka in December 2005. He was promoted as Assistant Professor in February 2010 and as an Associate Professor and Student advisor in 29th October 2018 at Marketing Department, University of Dhaka, Bangladesh. Finally, he was promoted as Professor since 16 July 2023 at Marketing Department, University of Dhaka, Bangladesh.

Professor Ahmed being an academic and researcher got published a good number of research-based articles at home and abroad in different areas like Marketing, Digital Marketing, Online Business, Microfinance, management, Brand management, digital transformation etc. Dr. Rafiuddin Ahmed has been working in the corporate sectors for many years in the capacities of advisor, consultant, and trainer in different reputed corporate firms in Bangladesh.

In addition to his professional activities, he is also associated in various social activities. Professor Ahmed is associated with following social organizations and activities. Currently, He is engaged as the-

- Mentor and Juror of the Bangladesh Block chain Olympiad;
- Co-founder of Marketing Watch Bangladesh (MWB);
- Founder of Brandz Hub;
- Project Member in the Business transformation committee of the Bangladesh Securities and Exchange Commission (BSEC);
- Founder and Director of DU Brac Bank funded Entrepreneurship Development Program (DUEDC);
- Lead trainer in Thriving skills on digital marketing, digital entrepreneurship and Blockchain for business;
- Edupreneur, CEO and Founder of Innokids (A Kidspreneurship Training Services for Young Kids (Tweens);
- Moderator and chief patron, Dhaka University Entrepreneurship Development Club (DUEDC);
- Chief Advisor, Extra Mile Age Care (An elderly caregiver social enterprise) based in Dhaka, Bangladesh etc.

Professor Ahmed was appointed as an Independent Director by the Board of Directors of the Company in its 153rd Meeting held on 3 August, 2022 for the first tenure i.e. for the period of 3 (Three) years .

He is also the Member of the Audit Committee and Nomination and Remuneration Committee. His befitting academic background, professional knowledge, excellent communication skills and analytical ability are expected to contribute to the growth and development of the company.

DIRECTORS
profile



MD. GOLAM MORSHED

Deputy Managing Director

Mr. Mohammed Golam Morshed was born in a famous Muslim family of Chattogram, Bangladesh in 1985. He is the 4th son of late Mr. Md. Abdullah. He is an MBA. He started his business career by joining with their family business after completing post- graduation.

Mr. Morshed took over the charge of the Deputy Managing Director of the company as per 146th Board of Directors meeting held on 30 January, 2021. Prior to this position, he served the Company as Director from 30th April, 2015.

Mr. Morshed assists to the Managing Director to make functional the day to day affairs of the Company. Moreover, Mr. Morshed has been looking after the overall engineering and technical side of the factory for uninterrupted production. He also undertakes the responsibilities of Managing Director of the Company in absence of Mr. Golam Kibria.

Mr. Morshed attained extensive knowledge and experiences in the management of industrial and trading organization. He has also gathered huge knowledge in industrial management, production technology, Energy/Resource Saving & Sustainability through working at different levels of responsibilities.

He is active in the day to day operation of the business. He has introduced modern management practices in the company and installing a team spirit to excel in the industry. He was also the member of audit committee and NRC Committee of the company while he was a non-executive director.



HOSNE ARA BEGUM

Director

Mrs. Hosne Ara Begum was born in a famous Muslim family of Chattogram, Bangladesh in 1952. She is the wife of the late Mr. Md. Abdullah, founder Chairman of the company.

Mrs. Abdullah was the Sponsor Director of Hakkani Pulp & Paper Mills Limited and one of the important fellows in planning policy maker and executer. She is actively involved with this group business for 35 years. She is regular in the Board of Directors meetings to play vital role and to make decisions and ensure transparency in all assignments related to this Business group. She provided the necessary backup to strengthen this business group. She is involved with different corporate social responsibility activities.

Due to her immeasurable contribution to the company, Mrs. Abdullah was elected as Chairman of the company and performed her duties successfully from 04 May, 2021 to 03 November, 2022. As the Chairman of the Board, she provided leadership to the Board of Directors of the Company during her leadership as Chairman. She also played the crucial and pivotal leadership role in ensuring that the Board works effectively during her leadership as Chairman in the Board of Directors. Currently, she is working as director of the Board of Directors of the Company.

DIRECTORS
profile



FARHANA FERDOUS

Director

Mrs. Farhana Ferdous was born in a famous Muslim family of Chattogram, Bangladesh in 10 November, 1973. She is the daughter of late Mr. Md. Abdullah, founder Chairman of the company. Mrs. Ferdous completed her Bachelor of Arts from Chattogram Government Women College.

Mrs. Ferdous was appointed as Director by the Board of Directors of the company in its 164th Meeting held on 30 March, 2024. Prior to this position, she was the shareholder of the Company.

Mrs. Ferdous is regular in the Board of Directors meetings to play vital role and making decisions and ensure transparency in all assignments related to this Business. She provided the necessary backup to strengthen this company. She also the member of Audit Committee and Nomination and Remuneration Committee.

Besides her business activities, she is also devoted social worker having involvement with some social organizations. Currently, she is involved with the following organizations:

- Founding member and former Chairperson, Swadesh Manob Kallyan Society;
- Former President (Chairperson) - Laxmichari Women Welfare Association, Khagrachari Hill District;
- Life Member - Lions Club Bailey Garden, Lions Club International District 315 - B 1;

She visited USA, Canada, Schengen Countries (Netherlands, Sweden, Switzerland, Italy, Belgium, France and Finland), Turkey, KSA, UAE, Jordan, India, Thailand, Malaysia, Singapore and Cambodia.

Considering her academic background, communication skills and analytical ability are expected to contribute to the growth and development of the company.

DIRECTORS
profile



CORPORATE INFORMATION

CORPORATE HISTORY

Company Name	: Hakkani Pulp and Paper Mills Limited
Certificate of Incorporation	: CHC No. 2462/1996
Date of Incorporation	: 28 December, 1996
Commencement of Business	: 28 December, 1996
Conversion to Public Limited Company	: 28 December, 1996
Listed with Stock Exchanges	: 8 July, 2001
E-TIN No.	: 210696348482
VAT Registration No.	: 000160419-0502
Trade License No.	: TRAD/CHTG/013799/2021
Factory License No.	: 3389/Chattogram
BIDA No.	: 9712385-C
Import Registration Certificate No.	: 260315120085820
Export Registration Certificate No.	: 260315210150620

SHARE CAPITAL

Authorized Capital	: Tk. 500.00 million
Issued, Subscribed and Paid-up Capital	: Tk. 190.00 million

Board of Directors:

Sl. No.	Name of the Directors	Position
01	Mr. Md. Golam Rasul Muktadir	Chairman
02.	Mr. Md. Golam Kibria	Managing Director
03.	Mr. Md. Golam Morshed	Deputy Managing Director
04.	Mr. S. M Nasrul Quadir	Independent Director
05.	Dr. Rafiuddin Ahmed	Independent Director
06.	Mrs. Hosne Ara Begum	Director
07.	Mrs. Farhana Ferdous	Director



■ **Audit Committee:**

Sl. No.	Name of the Member	Status in the Company	Status in the Committee
01.	Prof. S. M. Nasrul Quadir	Independent Director	Chairperson
02.	Prof. Dr. Rafiuddin Ahmed	Independent Director	Member
03.	Mrs. Farhana Ferdous	Non-Executive Director	Member
04.	Mr. Mohammad Musa	Company Secretary	Secretary

■ **Nomination and Remuneration Committee (NRC):**

Sl. No.	Name of the Member	Status in the Company	Status in the Committee
01.	Prof. S.M. Nasrul Quadir	Independent Director	Chairperson
02.	Prof. Dr. Rafiuddin Ahmed	Independent Director	Member
03.	Mrs. Farhana Ferdous	Non-Executive Director	Member
04.	Mr. Mohammad Musa	Company Secretary	Secretary

■ **Corporate Officials:**

Sl. No.	Name of the Directors	Position
01.	Mr. Mohammad Musa	Company Secretary (CS)
02.	Mr. Mohammad Moinul Abedin	Chief Financial Officer (CFO)
03.	Mr. Saleh Ahmed	Head of Internal Audit & Compliance (HIAC)

OTHER PARTICULARS
Bank and Other Financial Institution

Sl. No.	Name of the Bank
01	Al-Arafah Islami Bank PLC.
02	Bangladesh Krishi Bank Ltd.
03	First Security Islami Bank PLC.
04	Social Islami Bank PLC.
05	Southeast Bank PLC.
06	National Bank Ltd.
07	Premier Bank PLC.
08	Prime Bank PLC.

Sl. No.	Name of the Bank
09	Islami Bank Bangladesh PLC.
10	Mercantile Bank PLC.
11	Trust Bank Limited
12	Standard Bank PLC.
13	United Commercial Bank PLC.
14	Eastern Bank PLC.
15	Pubali Bank PLC.
16	Dutch-Bangla Bank PLC.



STATUTORY AUDITORS

Khan Wahab Shafique Rahman & Co.
Chartered Accountants
Rupali Bima Bhaban (5th & 6th Floor)
7, Rajuk Avenue, Motijheel, Dhaka-1000
Tel: 47122785, 223385136, Fax: 880-2-47122824,
E-mail: info@kwsrbd.com, kwsr@dhaka.net
Web: www.kwsrbd.com

CORPORATE GOVERNANCE COMPLIANCE AUDITORS

Shafiq Basak & Co.
Chartered Accountants
National House (First Floor), Commercial Area, Chattogram-4100
E-mail: basak_sbc@yahoo.com, basak@shafiqbasak.com

LISTING

Dhaka Stock Exchange PLC
Chittagong Stock Exchange PLC

CREDIT RATING

Credit Rating Agency of Bangladesh Limited (CRAB)

REGISTERED OFFICE

2/10, Dhaka Trunk Road, North Pahartali, Chattogram, Bangladesh
Telephone: +88-02-43151463-4 (PABX), +88-02-43150864-5 (PABX)
Fax: +88-0243152344
E-mail: info@hakkanigroup.com, hppml@hakkanigroup.com
Web: www.hakkanigroup.com

DHAKA OFFICE

Anima Vista, Flat # B-03, 3rd Floor,
30 Topkhana Road, Purana Paltan,
Dhaka-1000, Bangladesh
Mobile: 01714-087508

FACTORY

Mouza: Halim Kharchar,
Military Pool, P. S.:Patiya, Chattogram,
On Old Chattogram-Cox's Bazar Highway,
Bangladesh



DIRECTORS' REPORT TO THE SHAREHOLDERS

Dear Fellow Shareholder(s),

It is my great pleasure to welcome you all at the 28th Annual General Meeting of **Hakkani Pulp and Paper Mills Limited** and on behalf of the Board of Directors I am presenting the Annual Report of the company which includes Directors' Report along with the Audited Financial Statements and Auditors' Report for the year ended 30 June 2024 for your kind consideration, adoption and approval. This Annual Report has been prepared and presented under section 184 of the Companies Act, 1994 and in compliance with the Bangladesh Securities and Exchange Commission's (BSEC) Corporate Governance Code, notification No. BSEC /CMRRCD /2006-158 /207/ Admin/80 dated 03 June 2018.

1.0 Outlook of Paper & Tissue Industry in Bangladesh Papers and allied products:

Bangladesh is now one of the emerging economies of the world. The growth of this economy has a positive trend by a digit. The last couple of years the growth rate was rooting around 6%-7.30%. This economy is 29th largest considering its purchasing ability. According to an economic outlook published recently by IMF the economy of Bangladesh is going to grow by a positive 3.8% even in the face of COVID-19 during the year.

Policy reforms, better governance, motivated human resource along with stable inflation condition and macro-economic environment helped Bangladesh to become a role model of sustainable development for the least developed countries. Bangladesh is now placed in the middle-income transitions and continuing its focus on easing infrastructure bottlenecks, improving of livelihood, set up manufacturing units, reduce the import, increase the export and containing of cost of doing business skills and resilient private sector have contributed to this positive growth trajectory. Bangladesh is expected to graduate from least developed countries (LDC) by 2024 and is now a role model for developing and least developed economies. As an important material the paper and the allied products taken a significant position worldwide. The growth of last few decades was noticeable. It was due to increases in population, literacy rates, and quality. Due to its daily usages, the global production of paper, tissue products and cardboard significantly increased.

More than half of that production was attributable to packaging paper, while almost one third was attributable to graphic paper. The world's three largest paper producing countries are China, the United States and Japan.

Papers and allied products in Bangladesh:

The paper and pulp industry is one of the largest industries in the world. The industry dominated by North American, Northern European and East Asian companies. Latin America and Australasia also have significant pulp and paper industries. Over the next few years, it is expected that both India and China will become key players in the industry. On the other hand, Paper industry in Bangladesh has been on a positive growth trajectory as the demand for paper rising on both the local and international markets.

Only a few years back, imported paper met a large portion of domestic demand, but now the market share and the capacity of local manufacturers has grown significantly. Historical data suggests that Bangladesh began its first paper production in the year of 1953 when Karnaphuli Paper Mills was established by government's initiatives.

Since then, private manufacturers have come forward and join the industry. The number of paper mills has now increased to 100 from around 55 years back, while 15 or 20 more units are under process to go into operation soon. These paper mills produce different grades of paper including writing, printing, liner, media, simplex, duplex, board, newsprint, cigarette paper, packaging products.



Tissue Paper and Allied Products:

The market size of tissue paper has more than doubled within a decade in Bangladesh courtesy of urbanization, growing per capita income and increasing health consciousness among people. The yearly tissue production capacity of the country was more than 84,000 tons in recent year, up from 30,000 tons in 2016-17. Bangladesh has not only become almost self-reliant in the segment but is also exporting the product to more than 23 countries, including the UK, Australia, Bahrain, the UAE, China, India and Bhutan. The export size around 1,238 tons yearly. Data from 2018 suggests that per capita tissue consumption is about 4.1 kg per year in Bangladesh. As part of tissue paper, the hygiene products consumption is growing up due to the increased health issues and health awareness.

Demand and Supply Gap:

With the increased of uses of papers and paper board, literacy rate, change of lifestyles as well as awareness of hygiene products the demand upward trend in is expected to reach its all-time high. Per capita income has also increased and so did the expendable income. There is shortage in supply of paper and tissue paper globally besides China, one of the largest paper producers have closed numbers of paper mills of their environment issue. Under this circumstances demand for paper products are expected to increase locally and globally. It is projected that the demand for paper products (mainly writing paper and hygiene products) will reach at about 10 lakh tone annually in the domestic market. Our nationwide awareness development program through discussion, meeting and seminar has well driven people towards increased sense of sanitation. As a result, there will be a surge in demand for our hygiene products.

Market Competition:

There are more than 100 modern paper mills out of which 41 mills are running and are producing a huge quantity of paper and paper products in our local market. The scenario has been by just for few years. And since the establishment of small numbers of paper mills in the private sector, these industries started to take lead and since then trying to make this country self-sufficient in production of paper and paper products to ensure the domestic demand.

During late 1950s the paper industry of Bangladesh went into operation and more than 100 paper mills were established meanwhile, and 41 local private paper mills were in operation producing more than 600,000 MT of paper and paper products per year. The paper industry has proved as a potential sector in Bangladesh and may become one of the foreign currency earners of this country.

In order to reduce dependency on imported items, the local producers of paper, tissue products and paper board have to increase their production. The producers of local paper mills have to utilize maximum production capacity to produce paper, tissue products and paper board to get maximum benefit. It is matter of hope that, by introducing modern technology, the paper producers adding values to this sector, and foreign buyers have started coming to import paper products because of the good quality from Bangladesh. Recently, many factories in China and some European countries were set close due to higher production costs and environmental issues, bringing up hopes for Bangladesh.

2.0 The Segment wise or product wise Performances-

For the Management purpose, the company is organized into two business units based on its products and has two reportable segments as follows:

- 1) **The Paper Unit Segment** which produces different graded paper products and sell the same to several dealers.
- 2) **The Tissue unit Segment** which produces different kinds of tissue paper like facial tissue, napkin tissue, hand towel, toilet tissue, kitchen towel etc.



Detailed product wise performance is as follows:

Products	Production (M. Ton)		Sales (M. Ton)	
	2023-2024	2022-2023	2023-2024	2022-2023
News Print Paper	3840.30	5153	3767.12	5195
Tissue Paper	2940.85	1617	2823.37	1640
Total	6781.15	6770	6590.49	6835

3.0 Risk and concerns including internal and external risk factors, threat to sustainability and negative impact on environment if any

Every business is associated with risks. Among those risks some can be averted, others are beyond control. On the other hand, risk assessment and mitigation plans are the integral part of any business. Our operating context is characterized by an environment in which the Paper and Tissue industry is subject to high level risks in availability of power, gas and raw materials. Hakkani Pulp and Paper Mills Limited aims to address all kind of risks including internal and external which threat to business sustainability and negative impact on environment by developing appropriate risk mitigation measures. Moreover, the Board of Directors and Management of the Company are regularly monitoring, assessing and identifying the possible risks and threats on portability and sustainable growth of the business. In spite of that, Investors should take the risk factors into consideration before making any investment decision. A detailed articulation of some of the major risk factors that impact our business and our adjoining strategy and response are described in the **note no 38 of the Financial Statements of the Company and Management discussion and analysis.**

4.0 A discussion on cost of Goods Sold, Gross Profit Margin and Net Profit Margin:

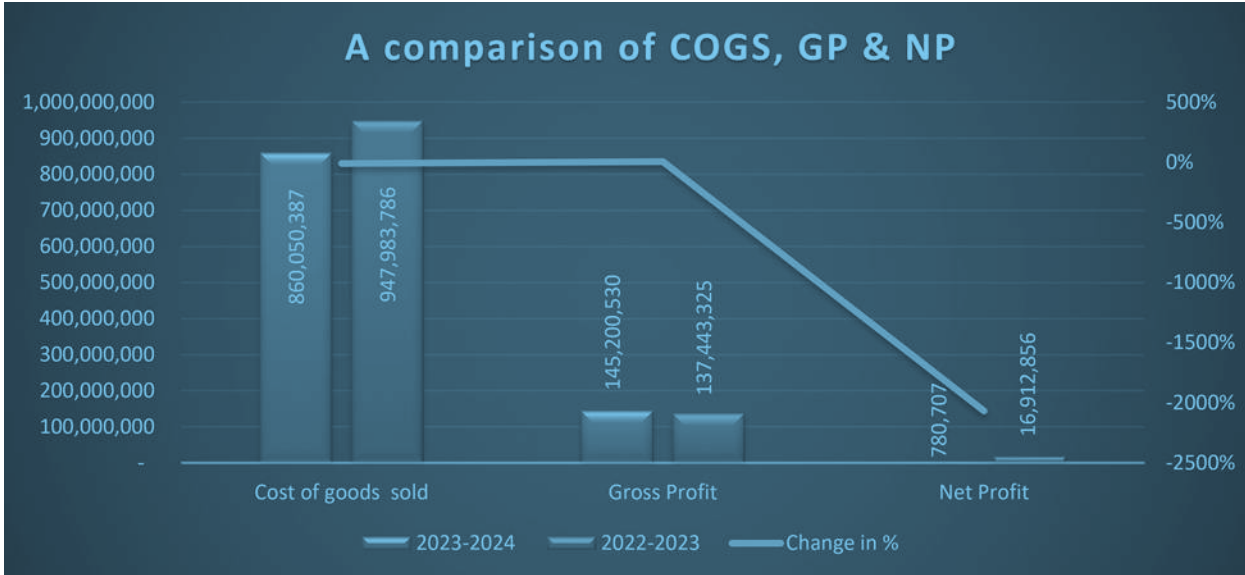
Cost of Goods Sold (COGS) refers to the direct costs of producing the goods sold by the company. This cost includes the cost of direct materials, direct labor and production overheads used to producing the goods. During the year 2023-2024, Cost of Goods Sold was Tk. 86, 00, 50,387 while Tk. 94, 79, 83,786 in 2022-2023. Gross Profit Margin is a metric analyze used to assess a company's financial health by calculating the amount of money left over from product sales after subtracting the Cost of Goods Sold (COGS). During the year under review, it has seen that the Gross Profit Margin of the company was 14.44% while it was 12.66% in the previous year. Gross Profit Margin increased due to decrease of cost of sales compared to previous year. Net Profit Margin is the ratio of net profit to revenues from the business segment. Net Income is also called the bottom line of a company. The net profit margin for the year 2023-2024 was 0.078% while it was 1.56% in the previous year. Profits after tax for the financial year 2023-2024 amounting Tk.780, 707 while it wasTk.1, 69, 12,856 in the previous year.

A summary of Cost of Goods Sold, Gross Profit Margin, and Net Profit Margin provided below:

Particulars	2023-2024	2022-2023	Change in %
Cost of goods sold	86,050,387	94,983,786	-10%
Gross Profit	145,200,530	137,443,325	5%
Net Profit	780,707	16,912,856	-2066%



A comparative graphical presentation on cost of goods sold, gross profit margin, and net profit margin and provided below:



5.0 Extra-Ordinary Activities and their Implications (Loss or Gain):

Extraordinary items are gains or losses in a company's financial statements that are infrequent and unusual. Moreover, an item is deemed extraordinary if it is not part of a company's day-to-day operations and it has a material impact on the company. The year under review, HPPML has not been engaged in any kind of extra-ordinary activities and as a result there was no extra-ordinary gain or loss.

6.0 Discussion on Related Party Transaction:

Hakkani Pulp and Paper Mills Limited carried out a number of transactions with its related parties during the year and all transactions have been made in the normal course of business. The details of related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions have been shown in the Audited Financial Statements **Note No-40**.

7.0 Utilization of Proceeds raised through Public Issues and Rights Issues:

There is no unutilized Public Issues Proceeds in Company's account as the proceeds were utilized fully during the year 2002-2003 and 2003-2004 respectively.

8.0 The Financial Results Deteriorate after the Company goes for Initial Public Offer (IPO) and Rights Share Offer:

No Financial results deteriorated or adverse situation has yet been arisen after the Company went for Initial Public Offering (IPO) Issue. Moreover, the Company was able to maintain a consistency earning consistent profitability since its inception.

9.0 Significant Variance between Quarterly Financial Performances and Annual Financial Statements:

In First Quarter (July-2023 to September-2023), the Earnings Per Share of the company was Tk. 0.02, in Second Quarter (October-2023 to December-2023), the Earnings Per Share was Tk. 0.32, in Third Quarter (January-2024 to March-2024), the Earnings Per Share was (Tk.0.31) and the Annual Earning Per Share was Tk. 0.04.

It has seen that the company has been shown a consistent financial performance during the year and there was no significant variation between quarterly financial performances and annual financial performance.



10.0 Remuneration paid to the Directors including Independent Directors:

Managing Director and Deputy Managing Director were remunerated as per the Nomination and Remuneration Policy of the company and the approval of the Board of Directors meeting. Directors including Independent Directors were received only the Board Meeting attendance fees, Audit Committee Meeting attendance fees and Nomination and Remuneration Committee meeting attendance fees which is also approved by Board of Directors meeting. A statement of the Directors' Remuneration has shown in the Audited Financial Statements **Note No. 28**.

11.0 A statement that the financial statements prepared by the management of the company present fairly its state of affairs the result of its operations, cash flows and changes in equity:

The Board is responsible to present a true and fair view of the Company's financial performance and position as a part of good governance. In compliance with the Bangladesh Securities and Exchange Commission's Corporate Governance Code, notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 the Board of Directors confirms to the best of their knowledge as follows:

- The Financial Statements prepared by the management of the Company presented fairly its state of affairs, the 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 consistently applied in preparation of the Financial Statements and that the accounting estimates are based on reasonable and prudent judgment.
- International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the Financial Statements and any departure therefrom has been adequately disclosed.

12.0 System of Internal Control:

The Board of Directors of the Company ensures that the entity has an effective internal control system which ensures that the assets of the Company are safeguarded and appropriate systems are in place to minimize and detect fraud, errors and other irregularities. The Company has adopted Standard Operating Procedures for the betterment of internal control system. The Company has established a separate internal audit department to ensure internal control and compliance in place. On the other-hand, Audit Committee regularly monitors and review the reports generated by the internal audit department and takes corrective measures.

As per the Corporate Governance Code, two sub-committees are in the Board of Directors; one is Audit Committee and another is Nomination and Remuneration Committee. Both Committees play an important role in overseeing the company's internal control processes.

During the year under review, the Audit Committee of the Company met quarterly to review the quarterly Financial Statements as well as Annual Financial Statements. They discussed all significant audit observations and ascertain their views on the Financial Statements, including the Financial Reporting System, compliance to accounting policies and procedures, the adequacy and effectiveness of the internal controls systems followed by the Company.

The Audit Committee's observations and suggestions were acted upon by the Company's Management. The Nomination and Remuneration Committee of the company met once a year to formulate the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of Directors and top level executive as well as a policy for formal process of considering remuneration of directors and top level executives.

13.0 Protection of Minority Shareholders' Interest:

The Board of Directors of the Company is always concerned about the minority Shareholders' interest. The Board ensures that the minority Shareholders' interest have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and has effective means of redress.



14.0 Ability to Continue as a Going Concern:

The company has adequate resources to continue its operation for foreseeable future. For this reason, the directors continue to adopt going concern principle in preparing the financial statements. The current revenue generations and resources of the company provide sufficient fund to meet the present requirements of its existing business and operations. So, there is no doubt upon the company's ability to continue as a going concern.

15.0 Significant Deviations from the last year's Operating Results:

The operating result arising from the statement of profit or loss and other comprehensive Income shows what the company has earned from its core business activities. HPPML was able to maintain a consistent growth and remarkable performances in operational perspective since its inception.

During the year under review, Hakkani Pulp and Paper Mills Limited (HPPML) reported Net Sales Revenues of Tk.1,00,52,50,917 for financial year 2023-2024 with 7.38% reduction and Profit/ (Loss) after taxes were Tk.7,80,707 and Earnings per share (EPS) for the year stood at Tk. 0.04. The reason for significant deviation with previous year has been set out in note no 33.00, 36.00 of the financial statements: The operating and financial review is intended to provide the Management's perspective on the financial and operating performance of the Company. During the year under review, the Company recorded a profit /(loss) after tax of Tk. 7,80,707 against previous year profit /(loss) of Tk. 16,912,856. The basic Earnings Per Share for the year ended 30 June 2024 is Tk. 0.04 against Tk. 0.89 for the same previous year. The analysis of major items of the financial statements is given below:

Revenue:

During the year under review total revenue was decreased as compared to previous year due to decrease of sales. Sales revenue is decreased by the amount of Tk.8,01,76,194 as compared to previous year.

Cost of Sales:

During the year under review Cost of sales was decreased as compared to the previous year due to decrease of unit price raw materials.

Administrative Expenses:

During the year under review, administrative expenses was decreased as compared to the previous year due to decrease of employee salaries and other related expenses.

Selling Expenses

During the year under review, selling expenses was increased significantly as compared to the previous year due to increase of carriage outward and sales commission.

Financial Expenses:

The Company's financial expenses was increased significantly as compared to previous year for increase of Bank interest on Bai-Muazzal Loan, UPAS Loan, Biam Wes Bills, LATR of Social Islami Bank Limited and CC Hypo Loan of Mercantile Bank Limited.

Earnings per Share (EPS):

During the year under review, the Company's Earnings Per Shares (EPS) was recorded Tk. 0.04 against previous year Tk.0.89. Earnings Per Share (EPS) was decreased significantly compared to the previous year due to decrease of sales revenue and increase of selling and distribution expenses and financial expenses.

Cash Flows from Operating Activities (NOCFPS):

The Company's net operating cash flows per share (NOCFPS) of the company was recorded Tk. 7.15 against Tk. 4.63 of previous year. The company's net operating cash flows per share (NOCFPS) was increased due to increase of cash collection from customers and decrease of payment to suppliers against materials and expenses.

16.0 Key Operating and Financial Data of Last Five Years:

A statement of key operating and financial data of last preceding 5 (five) year's has been tabulated below:



Key operating and financial data of preceding 5 (Five) years:

Particulars	Parameter	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Operation and Market:						
Production Capacity	MT	13,500	13,500	13,500	13,500	13,500
Actual Production	MT	6,781	6,770	4,914	3,918	5,175
Sales Quantity	MT	6,590	6,835	4,993	3,881	4,702
Financial Results:						
Sales Revenue	TK	1,005,250,917	1,085,427,111	538,238,090	389,968,195	473,084,915
Gross Profit	TK	145,200,530	137,443,325	54,955,601	72,982,633	77,352,331
	%	14.44%	12.66%	10.21%	18.72%	16.35%
Operating Profit	TK	68,642,858	68,466,812	13,464,201	32,004,346	54,527,738
	%	6.83%	6.31%	2.50%	8.21%	11.53%
Net Profit before Tax	TK	7,209,572	15,773,401	(17,802,266)	(23,034,016)	10,735,119
	%	0.72%	1.45%	-3.31%	-5.91%	2.27%
Net Profit after Tax	TK	780,707	16,912,856	(24,610,668)	(24,306,924)	1,420,266
	%	0.08%	1.56%	-4.57%	-6.23%	0.30%
Earnings Per Share (EPS)	TK	0.04	0.89	(1.30)	(1.28)	0.07
Dividend (Cash)	%	2% Cash dividend to all shareholders	2% Cash dividend to all shareholders	1% Cash dividend to only general shareholders	1% Cash dividend to only general shareholders	2% Cash dividend to only general shareholders
Financial Position:						
Paid-up Capital	TK	190,000,000	190,000,000	19,00,00,000	19,00,00,000	19,00,00,000
Current Ratio		1.74:1	1.32:1	1.31:1	1.37:1	1.26:1
Non-Current Assets with Revaluation	TK	875,669,422	861,182,096	867,751,848	828,686,944	861,537,841
Current Assets	TK	664,450,362	663,371,090	609,601,670	640,110,861	528,263,576
Current Liabilities	TK	382,629,738	501,833,284	465,532,422	467,248,409	419,212,821
Net Current Assets	TK	281,820,624	161,537,806	144,069,248	172,862,452	109,050,755
Net Assets Value with Revaluation	TK	461,487,017	464,607,789	447,546,925	474,282,768	490,646,274
Net Assets Value without Revaluation	TK	219,789,349	214,705,715	188,880,440	206,252,742	212,611,673
Net Assets Value Per Share with Revaluation	TK	24.29	24.45	23.56	24.96	25.82
Net Assets Value Per Share without Revaluation	TK	11.57	11.30	9.94	10.86	11.19
Net Operating Cash Flow Per Share	TK	7.15	4.63	(0.08)	0.21	(0.75)



17.0 Dividend:

During the year under review 2023-2024, Hakkani Pulp and Paper Mills Limited (HPPML) earned Profit after Tax **Tk.7, 80,707** and Earnings Per Share stood Tk. 0.04. The balance of retained earnings was **Tk.2,00,20,812** and Dividend Equalization Reserve **Tk.1,12,37,712** as on 30 June, 2024. The Board of Directors recommended **2% (Two Percent)** cash Dividend to all shareholders for the year ended June 30, 2024.

The Board of Directors also confirmed that no bonus share or stock dividend has been or shall be declared as interim dividend.

18.0 Number of Board Meetings held and Attendance by Directors:

During the year under review 2023-2024, the Board of Directors of the company has called upon total **8 (Eight)** board meetings to consider and discuss the various agenda related to company's operation and others.

The total numbers of Board Meeting and attendance of the Directors have been shown below:

Sl. No.	Name of Directors	Position	Total Number of Board of Directors Meeting	Attendances of Directors
1	Md. Golam Rasul Muktadir	Chairman	8	8
2	Md. Golam Kibria	Managing Director	8	8
3	Prof. S. M Nasrul Quadir	Independent Director	8	8
4	Prof. Dr. Rafiuddin Ahmed	Independent Director	8	8
5	Md. Golam Morshed	Deputy Managing Director	8	8
6	Mrs. Hosne Ara Begum	Director	8	6
7	Mrs. Farhana Ferdous	Director	8	1

19.0 Shareholding Information:

The shareholding information of the company as on June 30, 2024 has been set out in the **Annexure-ii** of the Annual Report of the company.

20.0 Directors' Appointment, Retirement & Re-appointment:

Directors' appointment, retirement and re-appointment are governed by the Articles of Association of the Company and the Companies Act 1994. Accordingly, in the forthcoming Annual General- Meeting the following Directors of the Board will retire and they will also be eligible for re-appointment-

1. Mr. Md. Golam Kibria;
2. Mr. Md. Golam Morshed;

It is mentionable here that, the Board of Directors in its 164th meeting held on 30 March, 2024 has appointed **Mrs. Farhana Ferdous** as Director to fulfill the casual vacancy of the Board of Directors. Accordingly, her appointment shall be placed before in the forthcoming AGM for approval from the shareholders.

A brief resume of the said Directors are set out in the Annual Report.

21.0 Independent Director:

According to the Bangladesh Securities and Exchange Commission's Corporate Governance Code as issued under the Notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03/06/2018- every listed company has to appoint the



Independent Directors, to be 1/5th of the Board of Directors size, as the members of the Board of Directors. It is prescribed in the said Notification that the independent directors shall be knowledgeable with integrity to ensure compliance with financial, regulatory and corporate laws and can make significant and meaningful contributions to business operations and shall have at least 12 (twelve) years of corporate management or professional experiences. The company has appointed two experienced person having proven professional experiences as its independent directors under the directives of the Corporate Governance Code of BSEC previously.

A brief resume of the said Independent Directors are set out in the Annual Report.

22.0 Credit Rating:

Credit Rating Agency of Bangladesh Limited (CRAB) has assigned our Credit Rating for the year 2023-2024 which as follows:

Long Term Rating	Short Term Rating	Out Look
BBB1	ST-3	Stable

23.0 Management's Discussion and Analysis:

A detailed analysis presenting the Company's position and operations along with a brief discussion of changes in the Financial Statements and others for the year ended June 30, 2024 is attached in separate **Annexure**.

24.0 Declaration or certification by the CEO and the CFO to the Board:

A detailed declaration or certification by the CEO and the CFO to the Board is attached in separate **Annexure as required under condition No. 3(3)**

25.0 Audit Committee:

In accordance with the directives of the Bangladesh Securities and Exchange Commission regarding the Corporate Governance Code by its Notification No.- BSEC/CMRRCD/2006-158/207/Admin/80 dated 03/06/2018, the Board of Directors of the company has an Audit Committee as subcommittee of the Board with specific Terms of Reference.

The existing Audit Committee was reconstituted by the Board of Directors in its 165th meeting held on 29 April 2024 by the following non-executive directors of the Company:

Committee Members	Board Members	Position
Prof. S. M. Nasrul Quadir	Independent Director	Chairman
Prof. Dr. Rafiuddin Ahmed	Independent Director	Member
Mrs. Farhana Ferdous	Non-Executive Director	Member
Mr. Mohammad Musa	Company Secretary	Secretary

The committee reviews the results of the audit with management and external auditors, including matters required to be communicated to the committee under generally accepted auditing standards. The Members of this committee of the Company have adequate experience and knowledge on business and trade, corporate laws, financially literacy, ability to analyze and interpret the financial statements for effective discharging of the duties and responsibilities as the members of the Audit Committee.

26.0 Nomination & Remuneration Committee:

In compliance with the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03/06/2018 regarding the Corporate Governance Code of Bangladesh Securities and Exchange Commission, Hakkani Pulp and Paper Mills Limited has Nomination and Remuneration Committee as a subcommittee of the Board.



The existing committee was reconstituted by the Board of Directors in its 165th meeting held on 29 April 2024 consisted by the following members:

Committee Members	Board Members	Position
Prof. S. M. Nasrul Quadir	Independent Director	Chairman
Prof. Dr. Rafiuddin Ahmed	Independent Director	Member
Mrs. Farhana Ferdous	Non-Executive Director	Member
Mr. Mohammad Musa	Company Secretary	Secretary

In the **SIXTH** Meeting of the committee focused on the review to the specific areas of existing status, policies and processes and addressed the following:

- The Committee reviewed the implementation schedule of the decision of the last meeting;
- The committee reviewed and recommended the appointment of Mrs. Farhana Ferdous as Director of the Board of Directors as per corporate Governance Code;
- The Committee reviewed and recommended the increment of meeting attendance fees of the Board of Directors, Members of Audit Committee and Members of NRC Committee;
- The Committee reviewed and recommended the annual increment, new appointment, promotion of the employees in the Company;
- The committee reviewed and recommended the Code of Conduct for the Chairperson, Managing Director and other Board Members;
- The committee reviewed and recommended the Terms of Reference (ToR) for the Audit Committee Members;
- The committee reviewed and recommended the Terms of Reference (ToR) and Policy for the Nomination and Remuneration Committee (NRC) Members;
- The Committee reviewed the criteria for determining qualifications and positive attributes of the top-level executives;
- The Committee reviewed and recommended the remuneration of top-level executives;
- The committee reviewed and recommended the roles and Responsibilities of Chairman, Managing Director, Company Secretary, Chief Financial Officer, Head of Internal Audit of the company;
- The committee reviewed and recommended the Criteria for evaluation of performance of Independent Director and other Board Members of the company;

27.0 Appointment of Statuary Auditors:

The existing statutory auditors - M/S. Khan Wahab Shafique Rahman & Co, Chartered Accountants who were appointed in the 27th Annual General Meeting and have completed their responsibilities during the year under review. The auditors have requested for their reappointment being they are eligible. The Board of Directors of Hakkani Pulp and Paper Mills Limited has recommended for the re-appointment of M/S. Khan Wahab Shafique Rahman & Co, Chartered Accountants for the Financial Year 2024-2025. In view of this, the Board of Directors has decided to place the matter of reappointment of Khan Wahab Shafique Rahman & Co, Chartered Accountants as Statutory Auditors of the company for the Financial Year 2024-2025 at a fees- of BDT 350,000/- (Three Lac Fifty Thousand) excluding VAT for its approval by the shareholders of this company in this 28th Annual General Meeting.



28.0 Appointment of Compliance Auditors:

The existing compliance auditors - M/S. Shafiq Basak & Co, Chartered Accountants, who were appointed in the 27th Annual General Meeting and have completed their responsibilities during the year under reviewed. Consequently, The Board of Directors of Hakkani Pulp and Paper Mills Limited has recommended for reappointment of M/S. Shafiq Basak & Co, Chartered Accountants for the Financial Year 2024-2025 for issuance the corporate governance certification. In view of this, the Board of Directors has decided to place the matter of reappointment of M/S. Shafiq Basak & Co, Chartered Accountants as Corporate Governance Compliance Auditors of the company for the Financial Year 2024-2025, with a fee of BDT 50,000/- (Fifty Thousand) excluding VAT for its approval by the shareholders of the company in this 28th Annual General Meeting.

29.0 Reporting as well as certification on Compliance of Corporate Governance:

Status of compliance with the requirements / conditions of Bangladesh Securities and Exchange Commission (BSEC) Notification No: BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June, 2018 on corporate governance has been included in the Report in **Annexure-C.31.0** .

30.0 Explanation of Auditors Observation on the Financial Statements:

30.01 Auditors Observation-01:

Significant Increase in Net Operating Cash Flow per Share (NOCFPS):

As disclosed in Note 36, the company's Net Operating Cash Flow Per Share (NOCFPS) has significantly increased to Tk. 7.15 for the year ended June 30, 2024 compared to Tk. 4.63 for the year ended June 30, 2023, This increase is primarily due to improved cash collection from customers and a reduction in payments to suppliers for materials.

Management Response:

The Company's Net Operating Cash Flow Per Share (NOCFPS) of the company was increased significantly compared to the previous year due to increase of cash collection from customers and decrease of payment to suppliers against materials and expenses

30.02 Auditors Observation-02:

Significant Deviation in Earnings per Share (EPS):

As disclosed in Note 33, the Earnings per Share (EPS) of the company has declined subsequently, standing at Tk. 0.04 for the year ended June 30, 2024, compared to Tk. 0.89 for the year ended June 30, 2023. The reduction in sales revenue, coupled with higher selling, distribution and financial expenses are the main contributors to this deviation.

Management Response:

The Company's Earnings Per Shares (EPS) has been decreased significantly compared to the previous year due to decrease of sales revenue and increase of selling & distribution expenses and financial expenses.

31.0 Subsequent Events:

There are no subsequent events after the date of Financial Position and till the date of this report which could affect the ability of the users of these financial statements to make an appropriate evaluation.



32.0 Declaration of the Board of Directors:

- The statement that the Financial Statements prepared by the management of the company present fairly its state of affairs;
- The statement that proper books of account of the issuer company have been maintained;
- The statement that 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;
- The statement that IAS or IFRS, as applicable in Bangladesh, have been followed in preparation of the FY and any departure there from has been adequately disclosed;
- The statement that the system of internal control is sound in design and has been effectively implemented and monitored;
- The statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;
- The statement that there is no significant doubt 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 there of shall be disclosed;
- The statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;
- An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;
- No bonus shares or stock dividend has been or shall be declared as interim dividend;

33.0 Acknowledgements:

The Board would like to express its humble gratitude to all the employees, all investors/shareholders, bankers, financial institutions, insurance companies and all the Departments of Government of Bangladesh, related regulatory authorities i.e. BSEC, Dhaka Stock- Exchange (DSE), Chittagong Stock Exchange (CSE), NBR, Bangladesh Bank, our customers, dealers for their continued and consistent support to the company during the year.

Allah Hafiz.

Thank you very much.

On behalf of Board of Directors,

Md. Golam Rasul Muktadir
Chairman





HAKKANI PULP AND PAPER MILLS LIMITED Declaration by CEO and CFO

Date: 26 October 2024

The Board of Directors,
Hakkani Pulp & Paper Mills Limited,
2/10, D.T Road, North Pahartali,
Chattogram, Bangladesh.

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

Dear Sir(s),

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

- (1) The Financial Statements of Hakkani Pulp & Paper Mills Limited for the year ended on 30th June 2024 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
- (2) The estimates and judgments related to the financial statements were made on prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- (6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:-

- (i) We have reviewed the financial statements for the year ended on 30th June 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 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,

Md. Golam Kibria
Chief Executive Officer (CEO)

Md. Moinul Abedin
Chief Financial Officer (CFO)





CORPORATE GOVERNANCE

Hakkani Pulp & Paper Mills Limited maintains a standard corporate governance system that stems right from the Board of Directors down to all employees. This translates into interacting with all our members with trust, confidence and transparency. The company's corporate governance is based on full compliance to the laws of the country in which it operates, adhering to the principles of integrity and openness towards the community stakeholders and employees.

The company also ensures that it works in strict compliance with the accounting and reporting standards of Bangladesh Securities and Exchange Commission and other regulatory bodies of the Government.

Board of Directors:

The Board of Directors is currently comprised of seven members. The Board is responsible of overall management and business of the company, it has entrusted the Chief Executive Officer of the company, also a director of the Board, to run the Management team. The Chief Executive Officer provides the link between the Board of Directors and the Management team of the company. It is the responsibility of the Board of Directors to see that prudent administration of business activities and effective control is maintained. The Board of Directors meets at least once in every one and half months and eight meetings of the Board were held during the year.

Accountability and Audit:

In compliance with the order of Bangladesh Securities and Exchange Commission, the Audit Committee was formed by the Board of Directors. The Audit Committee consists of Three Non-Executive Directors of the Company including two independent directors. Professor S.M Nasrul Quadir, the independent Director acted as Chairman of the Audit Committee and as per the regulatory guidelines, Mr. Mohammad Musa the company secretary acted as the Secretary to the Audit Committee.

As part of its core jobs, the Audit Committee ensures the assessment of the relevance and consistency of accounting methods adopted to prepare the Financial Statements and also reviews the Financial Statements. The report of the Audit Committee is also published in the Annual Report of the Company. The Audit Committee held four meetings during the year.

Moreover, In compliance with the order of Bangladesh Securities and Exchange Commission, the Board of Directors formed a Nomination and Remuneration Committee. The Nomination and Remuneration Committee consists of three Non-Executive Directors of the Company including two independent director. Professor S.M Nasrul Quadir, the independent Director- acted as Chairman of the Nomination and Remuneration Committee and as per the regulatory guidelines, Mr. Mohammad Musa the company secretary acted as the Secretary to the Nomination and Remuneration Committee.

Statutory Audit:

Statutory Audit of the company is governed by the Companies Act. 1994 of Bangladesh. It provides clear guidelines for the appointment, scope of work and retirement of Auditors. The Auditors are appointed in the Annual General Meeting (AGM) by the shareholders.

Legal and Compliance:

We strongly believed that compliance is the key to building shareholders' trust. The company strictly adheres to the applicable laws, rules and regulation of the country in which it operates, and this belief is core to its business. The regulatory bodies like Bangladesh Securities and Exchange Commission, Registrar of Joint Stock Companies and Firms, National Board of Revenue and Board of Investment closely monitor the company.

Throughout its year of operations, the company has been fully compliant with national laws, rules and regulation and paid all applicable taxes and duties. We scrutinize and review the legal papers and required legal permissions to conduct the business in Bangladesh.



শফিক বসাক এন্ড কোং
SHAFIQ BASAK & CO.

CHARTERED ACCOUNTANTS

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Report to the Shareholders of
Hakkani Pulp & Paper Mills Limited
on Compliance of the Corporate Governance Code

We have examined the compliance status of the Corporate Governance Code by **Hakkani Pulp & Paper Mills Limited** for the year ended on June 30, 2024. This code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3rd June 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

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

Dated: 13 November, 2024
Chattogram

Md. Ashrafal Haque FCA
Partner
Enrolment # 0976
Shafiq Basak & Co.
Chartered Accountants



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

CORPORATE GOVERNANCE COMPLIANCE STATUS REPORT

Status of compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated: 03 June 2018 and Notification No. BSEC/CMRRCD/2009-193/66/PRD/148, dated: 16 October 2023 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

Condition No.	Title	Compliance Status (Put <input checked="" type="checkbox"/> in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	2	3	4	5
1	Board of Directors:			
1(1)	Size of the Board of Directors			The Board has been consisted of 7 (Seven) Members.
	The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	<input checked="" type="checkbox"/>		
1(2)	Independent Directors			The Independent Director has declared their position in this perspective.
	All companies shall have effective representation of independent directors on their Board, so that the Board, as a group, includes core competencies considered relevant in the context of each company; for this purpose, the companies shall comply with the following:			
1(2)(a)	At least one-fifth (1/5) of the total number of directors in the company's Board shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s);	<input checked="" type="checkbox"/>		
1(2)(b)	For the purpose of this clause "independent director" means a director-			
1(2)(b)(i)	who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	<input checked="" type="checkbox"/>		
1(2)(b)(ii)	Who is not a sponsor of the company and is not connected with the company's any sponsor or director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship. His/her family members also should not hold above mentioned shares in the company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;	<input checked="" type="checkbox"/>		
1(2)(b)(iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	<input checked="" type="checkbox"/>		
1(2)(b)(iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	<input checked="" type="checkbox"/>		
1(2)(b)(v)	who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	<input checked="" type="checkbox"/>		
1(2)(b)(vi)	who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	<input checked="" type="checkbox"/>		



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	2	3	4	5
1(2)(b)(vii)	who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	✓		The Independent Director has declared their position in this perspective.
1(2)(b)(viii)	who is not an independent director in more than 5 (five) listed companies;	✓		
1(2)(b)(ix)	who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBF);	✓		
1(2)(b)(x)	who has not been convicted for a criminal offence involving moral turpitude;	✓		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	✓		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days; and	✓		Board of Director appointed 2 (Two) independent Directors were duly appoint in the AGM.
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only: Provided that a former independent director may be considered for reappointment for another tenure after a time gap of one tenure, i.e., three years from his or her competition of consecutive two tenures [i.e. six years]: Provided further that the independent director shall not be subject to retirement by rotation as per the condition No. 18 of Companies Act, 1994.	✓		
1(3)	Qualification of Independent Director:			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business;	✓		
1(3)(b)	Independent director shall have following qualifications:			



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	2	3	4	5
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association; or	-	-	Not Applicable
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk. 100.00 million or of a listed company; or	-	-	Not Applicable
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5 th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law; or	-	-	Not Applicable
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	✓		
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	-	-	Not Applicable
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	✓		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	-	-	Not Applicable
1(4)	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer:			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer of the Company shall be filled by different individuals;	✓		
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	✓		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	✓		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	✓		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in a minute.	-	-	Not Applicable as the Chairman of the Board attended in all board meeting.



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	2	3	4	5
1(5)	The Directors' Report to Shareholders			
	The Board of the company shall include the following additional statements or disclosures in the Directors' Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994):			
1(5)(i)	An industry outlook and possible future developments in the industry;	✓		
1(5)(ii)	The segment-wise or product-wise performance;	✓		
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓		
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	✓		
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	✓		
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	✓		
1(5)(vii)	A statement of utilization of proceeds raised through public issues, right issues and/or any other instruments;	✓		
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Right Share Offer, Direct Listing, etc.;	-	-	Not Applicable
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	✓		
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	✓		
1(5)(xi)	A statement that 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;	✓		
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	✓		
1(5)(xiii)	A statement that 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;	✓		
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored.	✓		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	✓		



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	2	3	4	5
1(5)(xvii)	A statement that there is no significant doubt 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 there of shall be disclosed;	✓		
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	✓		
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized.	✓		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	-	-	Not applicable as the company declared 2% cash dividend.
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	✓	-	
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	✓		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	-	-	Not applicable as the company declared that, there is no parent, subsidiary, & associates.
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	✓		
1(5)(xxiii)(c)	Executives; and	✓		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	-	-	Not applicable as any of the shareholder are not holding more than 10% shares.
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:			
1(5)(xxiv)(a)	a brief resume of the director;	✓		
1(5)(xxiv)(b)	nature of his or her expertise in specific functional areas; and	✓		
1(5)(xxiv)(c)	names of companies in which the person also holds the directorship and the membership of committees of the Board;	-	-	Not applicable as the company declared that, the directors are not holding directorship & membership in another companies.
1(5)(xxv)	A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1(5)(xxv)(a)	accounting policies and estimation for preparation of financial statements;	✓		
1(5)(xxv)(b)	changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	✓		



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	2	3	4	5
1(5)(xxv)(c)	comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	✓		
1(5)(xxv)(d)	compare each financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓		
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	✓		
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓		
1(5)(xxv)(g)	future plan or projection or forecast for company's operation, performance and financial position, with jurisdiction thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A; and	✓		
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 as per Annexure-B and Annexure-C.	✓		
	Meetings of the Board of Directors			
1(6)	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the 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 Code.	✓		
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	✓		
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; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading, relationship with environment, employees, customers and suppliers; and independency.	✓		
2	Governance of Board of Directors of Subsidiary Company:			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	-	-	Not Applicable
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;	-	-	Not Applicable
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;	-	-	Not Applicable



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	2	3	4	5
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 also;	-	-	Not Applicable
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	-	-	Not Applicable
3	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS):			
3(1)	Appointment			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC)	✓		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	✓		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		
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(s).	-	-	Not applicable as no such situation occur during the year.
3(2)	Requirement to attend Board of Directors' Meetings			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	✓		
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:	✓		
3(3)(a)(i)	these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	✓		
3(3)(a)(ii)	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;	✓		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	✓		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	2	3	4	5
4	Board of Directors' Committee:			
	For ensuring good governance in the company, the Board shall have at least following sub-committees:			
4(i)	Audit Committee; and	✓		
4(ii)	Nomination and Remuneration Committee.	✓		
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;	✓		
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓		
5(2)	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	✓		
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	✓		
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	✓		
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	-	-	Not applicable.
5(2)(e)	The company secretary shall act as the secretary of the Committee;	✓		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		
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 shall be an independent director;	✓		
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	-	-	Not applicable as the Chairman of the Audit Committee attended in all the board meeting.



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	2	3	4	5
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM): Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	✓		Mr. Md. Nasrul Quadir was present in the 27th AGM of the company held on 27th December, 2023.
5(4)	Meeting of the Audit Committee			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year: Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;	✓		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓		
5(5)	Role of Audit Committee			
	The Audit Committee shall:			
5(5)(a)	Oversee the financial reporting process;	✓		
5(5)(b)	monitor choice of accounting policies and principles;	✓		
5(5)(c)	monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	✓		
5(5)(d)	oversee hiring and performance of external auditors;	✓		
5(5)(e)	hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓		
5(5)(f)	review along with the management, the annual financial statements before submission to the Board for approval;	✓		
5(5)(g)	review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	✓		
5(5)(h)	review the adequacy of internal audit function;	✓		
5(5)(i)	review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		
5(5)(j)	review statement of all related party transactions submitted by the management;	✓		
5(5)(k)	review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	✓		
5(5)(l)	oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	✓		



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	2	3	4	5
5(5)(m)	<p>oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission:</p> <p>Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital etc.), on a quarterly basis, as a part of their quarterly declaration of financial results:</p> <p>Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.</p>	-	-	Not Applicable
5(6)	Reporting of the Audit Committee			
5(6)(a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	✓		
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:			
5(6)(a)(ii)(a)	report on conflicts of interests;	-	-	Not Applicable
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;	-	-	Not Applicable
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	-	-	Not Applicable
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	-	-	Not Applicable
5(6)(b)	<p>Reporting to the Authorities</p> <p>If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.</p>	-	-	Not Applicable
5(7)	<p>Reporting to the Shareholders and General Investors</p> <p>Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.</p>	✓		
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;	✓		



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	2	3	4	5
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	✓		
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	✓		
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	✓		
6(2)(b)	All members of the Committee shall be non-executive directors;	✓		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	✓		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	✓		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	✓		
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;	✓		
6(2)(g)	The company secretary shall act as the secretary of the Committee;	✓		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	✓		
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 from the company.	✓		
6(3)	Chairperson of the NRC			
6(3)(a)	The Board shall elect 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	✓		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	-		Not applicable as the chairperson of the NRC Committee was attended on the meeting.
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders;	✓		
	Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.	✓		
6(4)	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	✓		



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	2	3	4	5
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	-	-	Not Applicable as no such events has been occurred during 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, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	✓		
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	✓		
6(5)	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	✓		
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:			
6(5)(b)(i)	formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	✓		
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;	✓		
6(5)(b)(i)(b)	the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	✓		
6(5)(b)(i)(c)	remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	✓		
6(5)(b)(ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	✓		
6(5)(b)(iii)	identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	✓		
6(5)(b)(iv)	formulating the criteria for evaluation of performance of independent directors and the Board;	✓		
6(5)(b)(v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	✓		
6(5)(b)(vi)	developing, recommending and reviewing annually the company's human resources and training policies;	✓		
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.	✓		



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	2	3	4	5
7	External or Statutory Auditors:			
7(1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:			
7(1)(i)	appraisal or valuation services or fairness opinions;	✓		The statutory auditor M/S Khan Wahab Shafique Rahman & Co. has declared their position.
7(1)(ii)	financial information systems design and implementation;	✓		
7(1)(iii)	book-keeping or other services related to the accounting records or financial statements;	✓		
7(1)(iv)	broker-dealer services;	✓		
7(1)(v)	actuarial services;	✓		
7(1)(vi)	internal audit services or special audit services;	✓		
7(1)(vii)	any service that the Audit Committee determines;	✓		
7(1)(viii)	audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	✓		
7(1)(ix)	any other service that creates conflict of interest.	✓		
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company.	✓		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	✓		Statutory Auditor was present in 27th AGM held on 27th December, 2023.
8	Maintaining a website by the Company:			
8(1)	The company shall have an official website linked with the website of the stock exchange.	✓		
8(2)	The company shall keep the website functional from the date of listing.	✓		
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	✓		
9	Reporting and Compliance of Corporate Governance:			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	✓		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	✓		
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 or not.	✓		



MANAGEMENT DISCUSSION & ANALYSIS

The Management of this company is pleased to present the Management's Discussion and Analysis for the Financial Year 2023-2024 as per condition no. 1(5) (xxv) of the Corporate Governance Code-2018.

a) Accounting policies and estimation for preparation of financial statements:

The Financial Statements of the company have been prepared in accordance with the International Financial Reporting Standards and Companies Act, 1994 with other applicable laws and provision of Bangladesh. Cash flows from operating activities are prepared under direct method as prescribed by the Securities and Exchange Rules, 2020.

This Financial Statements have been prepared on a historical cost basis, except for debt and equity financial assets and contingent consideration that have been measured at fair value. The financial statements provide comparative information in respect of the previous year. In January 2018, the Institute of Chartered Accountants of Bangladesh (ICAB) has adopted International Financial Reporting Standards issued by the International Accounting Standards Board as IFRSs. The detail of the significant accounting policies is available in Note **3.00 of the Financial Statements**.

b) Changes in accounting policies and estimation:

The specific accounting policies selected and applied by the company management for significant transactions and events that have material effect within the framework of IAS 1 "Presentation of Financial Statements", in preparation and presentation of financial statements have been consistently applied throughout the year and were also consistent with those used in earlier years, except otherwise stated.

There were no significant changes in accounting policies and estimation during the preparation of financial statements for the year ended June 30, 2024.

c) Comparative analysis of financial performance:

The key indicators of the financial performance stated below:

Amount in BDT

Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Sales	1,005,250,917	1,085,427,111	538,238,090	389,968,195	473,084,915
Cost of Goods Sold	860,050,387	947,983,786	483,282,489	316,985,562	395,732,584
Gross Profit	145,200,530	137,443,325	54,955,601	72,982,633	77,352,331
Administrative Expenses	22,732,951	23,239,850	15,058,932	15,299,525	15,084,474
Selling Expenses	53,824,721	45,736,663	25,956,473	25,678,762	7,740,119
Financial Expenses	62,797,632	54,547,435	37,391,494	59,816,687	52,070,070
Net Profit after Tax	780,707	16,912,856	(24,610,668)	(2,43,06,924)	1,420,266
Earnings Per Share	0.04	0.89	(1.30)	(1.28)	0.07



Comparative analysis on financial position of the Company

Particulars	2023-2024 BDT	2022-2023 BDT	2021-2022 BDT	2020-2021 BDT	2019-2020 BDT
Paid Up Capital	190,000,000	190,000,000	190,000,000	190,000,000	190,000,000
Shareholders' Equity	461,487,017	464,607,789	447,546,925	474,282,767	490,646,274
Current Liabilities	382,629,738	501,833,284	465,532,422	467,248,409	419,212,821
Non-Current Liabilities	696,003,029	558,112,113	564,274,171	527,266,628	479,942,323
Net Assets Value Per Share (with revaluation)	24.29	24.45	23.56	24.96	25.82
Net Assets Value Per Share (without revaluation)	11.57	11.30	9.94	10.86	11.19

Comparative analysis on Cash Flow of the Company

Amount in BDT

Particulars	2023-2024 BDT	2022-2023 BDT	2021-2022 BDT	2020-2021 BDT	2019-2020 BDT
Cash Generated from the operating activities	1,014,411,728	1,094,026,568	522,659,156	373,331,619	448,341,735
Interest Paid	-	-	37,391,494	59,816,687	52,070,070
Income Tax Paid	3,487,958	6,059,110	1,676,271	492,834	2,412,093
Net Cash Flows from Operating activities	135,942,388	88,061,586	(1,499,752)	3,906,066	(66,255,238)
Net Cash Flows from Investing activities	(54,862,761)	(48,803,213)	(5,677,728)	(10,010,991)	(27,031,552)
Net Cash Flows from Financing activities	(89,943,048)	(41,625,352)	10,674,044	15,800,615	99,889,636
Net Increase/(Decrease in cash and cash equivalent	(8,863,421)	(2,366,979)	3,496,564	9,695,690	6,602,846

d) Compare such financial performance with the peer industry scenario:

There are some Paper and Tissue paper product manufacturing company in the Bangladesh Such as Bashundhara Paper Mills Limited, Sonali Paper and Board Mills Limited, Bangladesh Monospool Paper Manufacturing Co. Ltd and Paper Processing Packaging Limited etc. Annual production capacity, annual sales volume and other infrastructural facilities, fame and goodwill varies company to company. Therefore, the comparative analysis of peer industries is not always effective. However, a comparative analysis of peer industries has been shown below:



Financial Performance of Peer Industries:

HAKKANI PULP AND PAPER MILLS LIMITED

Operational Result	2023-2024	2022-2023	2021-2022	2020-2021
Revenue	1,005,250,917	1,085,427,111	538,238,090	389,968,195
Gross Profit	145,200,530	137,443,325	54,955,601	72,982,633
Profit after Tax	780,707	16,912,856	(24,610,668)	(24,306,924)
EPS (Tk.)	0.04	0.89	(1.30)	(1.28)
NAV (with Revaluation)	24.29	24.45	23.56	24.96
NAV (without Revaluation)	11.57	11.30	9.94	10.86
NOCFPS	7.15	4.63	(0.08)	0.21

SONALI PAPER & BOARD MILLS LIMITED

Operational Result	2023-2024	2022-2023	2021-2022	2020-2021
Revenue	278,05,08,091	2,490,642,634	2,046,087,300	1,506,938,631
Gross Profit	-	213,824,098	214,128,034	184,630,200
Profit after Tax	12,47,98,123	156,158,680	132,470,594	89,465,514
EPS (Tk.)	3.79	4.74	6.03	4.07
NAV	164.73	164.94	241.30	284.33
NOCFPS	10.39	7.47	(0.15)	11.27

e) Financial and economic scenario of the country and the globe:

Outlook of Global Economy:

Global growth is projected to be in line with the April 2024 World Economic Outlook (WEO) forecast, at 3.2 percent in 2024 and 3.3 percent in 2025. However, varied momentum in activity at the turn of the year has somewhat narrowed the output divergence across economies as cyclical factors wane and activity becomes better aligned with its potential. Services price inflation is holding up progress on disinflation, which is complicating monetary policy normalization. Upside risks to inflation have thus increased, raising the prospect of higher-for-even-longer interest rates, in the context of escalating trade tensions and increased policy uncertainty. To manage these risks and preserve growth, the policy mix should be sequenced carefully to achieve price stability and replenish diminished buffers.

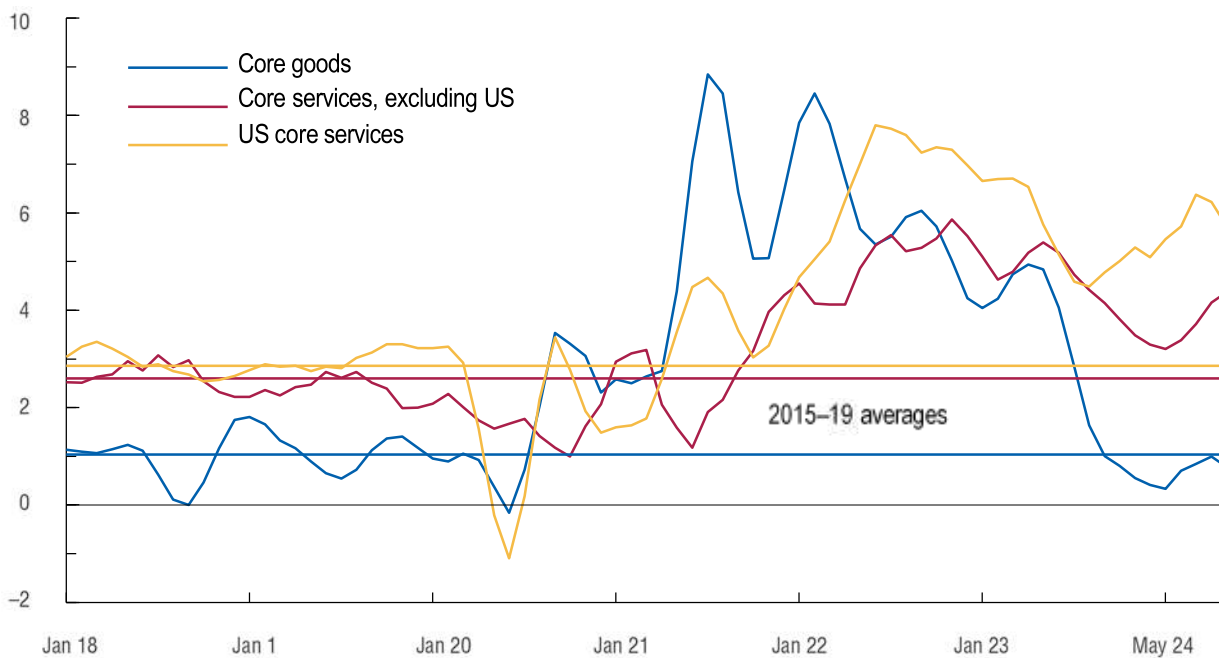
Global activity and world trade firmed up at the turn of the year, with trade spurred by strong exports from Asia, particularly in the technology sector. Relative to the April 2024 WEO, first quarter growth surprised on the upside in many countries, although downside surprises in Japan and the United States were notable. In the United States, after a sustained period of strong outperformance, a sharper-than-expected slowdown in growth reflected moderating consumption and a negative contribution from net trade. In Japan, the negative growth surprise stemmed from temporary supply disruptions linked to the shutdown of a major automobile plant in the first quarter. In contrast, shoots of economic recovery materialized in Europe, led by an improvement in services activity. In China, resurgent domestic consumption propelled the positive upside in the first quarter, aided by what looked to be a temporary surge in exports belatedly reconnecting with last year's rise in global demand. These developments have narrowed the output divergences somewhat across economies, as cyclical factors wane and activity becomes better aligned with its potential.



Meanwhile, the momentum on global disinflation is slowing, signaling bumps along the path. This reflects different sectorial dynamics: the persistence of higher-than-average inflation in services prices, tempered to some extent by stronger disinflation in the prices of goods (Figure 1). Nominal wage growth remains brisk, above price inflation in some countries, partly reflecting the outcome of wage negotiations earlier this year and short-term inflation expectations that remain above target. The uptick in sequential inflation in the United States during the first quarter has delayed policy normalization. This has put other advanced economies, such as the euro area and Canada, where underlying inflation is cooling more in line with expectations, ahead of the United States in the easing cycle. At the same time, a number of central banks in emerging market economies remain cautious in regard to cutting rates owing to external risks triggered by changes in interest rate differentials and associated depreciation of those economies' currencies against the dollar.

Figure 1. Sequential Core Inflation

(Percent; three-month-over-three-month, annualized)



Sources: Haver Analytics; and IMF staff calculations.

Note: The two aggregates are the purchasing-power parity-weighted averages. Sample includes 11 advanced economies and 9 emerging market and developing economies that account for approximately 55 percent of 2021 world output at purchasing power-parity weights.

Global financial conditions remain accommodative. Although longer-term yields have generally drifted upward, in tandem with the re-pricing of policy paths, buoyant corporate valuations have kept financial conditions accommodative, broadly at the level of the April WEO (see Box 1). The increase in yields is likely to put pressure on fiscal discipline, however, which in some countries is already strained by the inability to rein in spending or raise taxes.

A Waxing and Waning Outlook

IMF's projections are based on upward revisions to commodity prices, including a rise in nonfuel prices by 5 percent in 2024. Energy commodity prices are expected to fall by about 4.6 percent in 2024, less than projected in the April WEO, reflecting elevated oil prices from deep cuts by OPEC+ (the Organization of the Petroleum Exporting Countries, including Russia and other non-OPEC oil exporters) and reduced, but still present, price pressure from the Middle East conflict. Monetary policy rates of major central banks are still expected to decline in the second half of 2024, with divergence in the pace of normalization reflecting varied inflation circumstances.



Growth is expected to remain stable. At 3.2 percent in 2024 and 3.3 percent in 2025, the forecast for global- economic growth is broadly unchanged from that in April. Under the hood, however, offsetting growth revisions have shifted the composition. Among advanced economies, growth is expected to converge over the coming quarters. In the United States, projected growth is revised downward to 2.6 percent in 2024 (0.1 percentage point lower than projected in April), reflecting the slower-than-expected start to the year. Growth is expected to slow to 1.9 percent in 2025 as the labor market cools and consumption moderates, with fiscal policy starting to tighten gradually. By the end of 2025, growth is projected to taper to potential, closing the positive output gap.

In the euro area, activity appears to have bottomed out. In line with the April 2024 projection, a modest pickup of 0.9 percent is expected for 2024 (an upward revision of 0.1 percentage point), driven by stronger momentum in services and higher-than-expected net exports in the first half of the year; growth is projected to rise to 1.5 percent in 2025. This is underpinned by stronger consumption on the back of rising real wages, as well as higher investment from easing financing conditions amid gradual monetary policy loosening this year.

The forecast for growth in emerging market and developing economies is revised upward; the projected increase is powered by stronger activity in Asia, particularly China and India. For China, the growth forecast is revised upward to 5 percent in 2024, primarily on account of a rebound in private consumption and strong exports in the first quarter. In 2025, GDP is projected to slow to 4.5 percent, and to continue to decelerate over the medium term to 3.3 percent by 2029, because of headwinds from aging and slowing productivity growth. World trade growth is expected to recover to about 3¼ percent annually in 2024–25 (from quasi stagnation in 2023) and align with global GDP growth again. The uptick in the first quarter of this year is expected to moderate as manufacturing remains subdued. Although cross- border trade restrictions have surged, harming trade between geopolitically distant blocs, the global trade-to-GDP ratio is expected to remain stable in the projection.

Global inflation will continue to decline. In advanced economies, the revised forecast is for the pace of disinflation to slow in 2024 and 2025. That is because inflation in prices for services is now expected to be more persistent and commodity prices higher. However, the gradual cooling of labor markets, together with an expected decline in energy prices, should bring headline inflation back to target by the end of 2025. Inflation is expected to remain higher in emerging market and developing economies (and to drop more slowly) than in advanced economies. However, partly thanks to falling energy prices, inflation is already close to prepandemic levels for the median emerging market and developing economy.

In emerging market and developing economies, recent policy divergences highlight the need to manage the risks of currency and capital flow volatility. Given that economic fundamentals remain the main factor in dollar appreciation, the appropriate response is to allow the exchange rate to adjust, while using monetary policy to keep inflation close to target. Foreign reserves should be used prudently and preserved to deal with potentially worse outflows in the future, in line with the IMF's Integrated Policy Framework.

To the extent possible, macro prudential policies should mitigate vulnerabilities from large exposures to foreign-currency-denominated debt. Finally, the misuse of inward and domestically oriented policies compromises the ability to tackle global challenges such as climate change in regard to which multilateral cooperation and trade are vital. These policies are also often inadequate to address domestic issues, as they increase fiscal pressures and risk further distortions such as resource misallocation. All countries should thus scale back on use of trade-distorting measures and strive instead to strengthen the multilateral trading system.



Economic Scenario of Bangladesh:

Bangladesh has a strong track record of growth and development, even in times of elevated global uncertainty. Despite uncertainties and frequent natural disasters, Bangladesh has witnessed robust economic growth and poverty reduction since its independence in 1971. From being one of the poorest nations at birth in 1971, Bangladesh reached lower-middle income status in 2015. Stable macroeconomic conditions underpinned an average annual real GDP growth of 6.4 percent between 2010 and 2023. Poverty declined from 11.8 percent in 2010 to 5.0 percent in 2022, based on the international poverty line of \$2.15 a day (using 2017 Purchasing Power Parity and a comparable welfare series). Similarly, moderate poverty declined from 49.6 percent in 2010 to 30.0 percent in 2022, based on the international poverty line of \$3.65 a day (using 2017 PPP). Moreover, human development outcomes improved along many dimensions, like a reduction in infant mortality and stunting, and an increase in literacy rates and access to electricity. Despite these gains, inequality has slightly narrowed in rural areas and widened in urban areas.

Challenges

At a crossroads to upper middle income, Bangladesh faces intertwined challenges in the short and medium terms. Bangladesh's economic growth over the past decade has faced significant challenges in recent years. Real GDP growth is estimated to have moderated to 5.2 percent in FY24 down from 5.8 percent in FY23. Inflation has remained elevated, financial sector vulnerabilities worsened, and pressure on the external sector persisted. Growth is expected to rebound gradually over the medium-term.

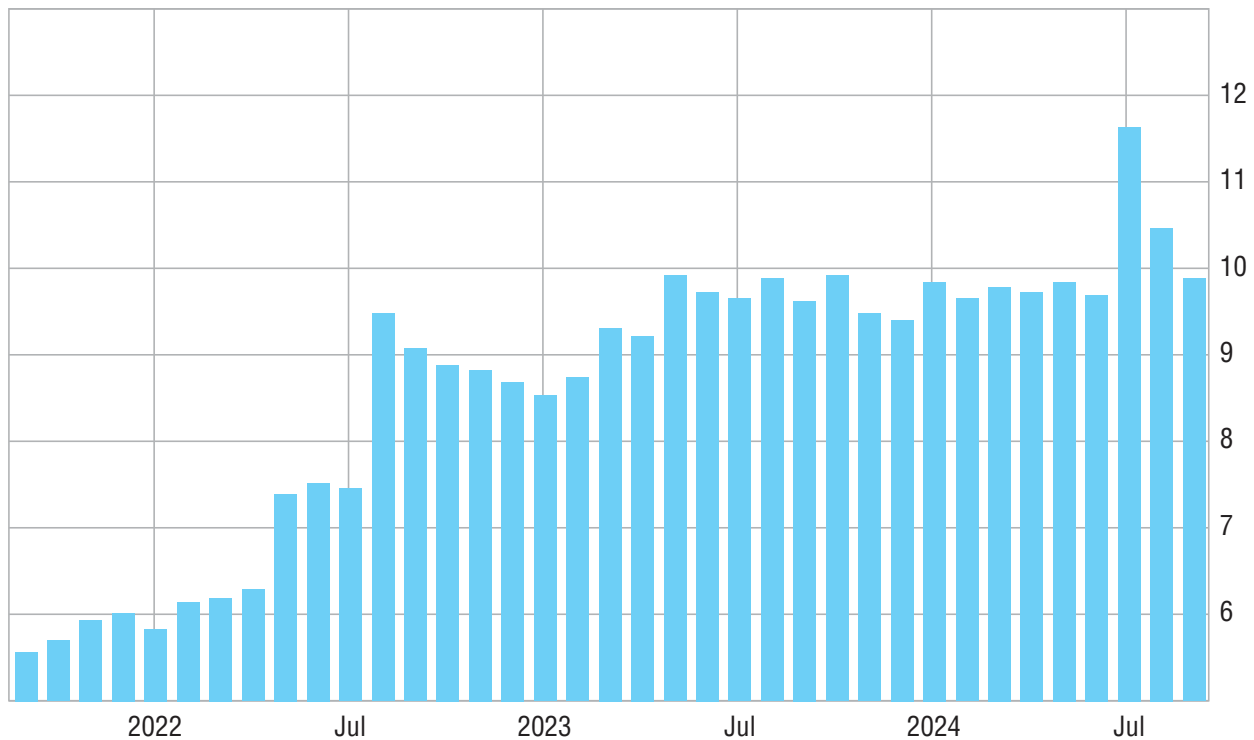
To achieve its vision of attaining upper middle-income status, Bangladesh needs to create jobs through a competitive business environment, increase human capital and build a skilled labor force, build efficient infrastructure, and establish a policy environment that attracts private investment. Development priorities include diversifying exports beyond the RMG sector; resolving financial sector vulnerabilities; making urbanization more sustainable and strengthening public institutions, including fiscal reforms to generate more domestic revenue for development. Addressing infrastructure gaps would accelerate growth. Addressing vulnerability to climate change and natural disasters will help Bangladesh to continue to build resilience to future shocks. Pivoting towards green growth would support the sustainability of development outcomes for the next generation.

Bangladesh Inflation

Bangladesh's annual inflation rate eased to 9.92% in September 2024, down from 10.49% in the previous month. It was the softest inflation rate since June, with food and non-alcoholic beverage prices rising the least in five months (10.40% vs. 11.36% in August). Also, prices moderated for housing and utilities (9.99% vs. 10.59%), alcoholic beverages and tobacco (15.15% vs. 18.13%), health (13.34% vs 13.72%), communication (8.64% vs. 9.64%), education (6.81% vs. 7.37%), clothing and footwear (8.58% vs. 8.99%), recreation and culture (7.83% vs 9.14%), and miscellaneous goods and services (13.86% vs 15.38%). Meanwhile, prices accelerated for transportation (6.17% vs 4.29%), furnishings, household equipment, and routine maintenance of the house (8.19% vs 7.85%), and restaurants and hotels (9.77% vs. 9.76%). On a monthly basis, consumer prices increased by 0.99% in September 2024, the lowest in four months, slowing from a 2.6% increase in August, which was the highest in a year.



BD Inflation Rate - Percent



Source: tradingeconomics.com | Bangladesh Bureau of Statistics

Bangladesh Economic Data

	2019	2020	2021	2022	2023
Population(million)	163	165	167	169	170
GDP(USD bn)	351	374	416	460	436
GDP per capita(USD)	2,153	2,269	2,499	2,729	2,558
GDP(BDT bn)	29,514	31,705	35,302	39,717	44,908
Economic Growth (Nominal GDP, ann. var. %)	11.8	7.4	11.3	12.5	13.1
Economic Growth (GDP, ann. var. %)	7.9	3.4	6.9	7.1	5.8
Private Consumption (ann. var. %)	4.9	3.0	8.0	7.5	2.0
Government Consumption (ann. var. %)	13.4	2.0	6.9	6.2	8.5
Total Investment (ann. var. %)	6.9	3.9	8.1	11.7	2.2
Industry (ann. var. %)	11.6	3.6	10.3	9.9	8.4
Unemployment(% of active population, aop)	4.7	5.8	5.8	5.2	5.1
Fiscal Balance(% of GDP)	-5.4	-4.8	-3.6	-4.1	-4.6



	2019	2020	2021	2022	2023
Public Debt(% of GDP)	32.0	34.5	35.6	37.9	39.8
Money (ann. var. of M2 %)	9.9	12.6	13.6	9.4	10.5
Inflation(CPI, ann. var. %, eop)	5.7	5.3	6.1	8.7	9.4
Inflation(CPI, ann. var. %, aop)	5.6	5.7	5.5	7.7	9.5
Exchange Rate(BDT per USD, eop)	84.95	84.72	84.86	103.02	109.75
Exchange Rate(BDT per USD, aop)	84.42	84.88	84.90	92.65	108.03
Current Account Balance(USD bn)	-4.5	-5.4	-4.6	-18.6	-3.3
Current Account Balance(% of GDP)	-1.3	-1.5	-1.1	-4.1	-0.8
Merchandise Trade Balance(USD bn)	-15.6	-16.4	-32.5	-28.9	-9.7
Merchandise Exports(USD bn)	39.0	32.4	42.0	51.0	51.5
Merchandise Imports(USD bn)	54.6	48.8	74.5	79.9	61.2
Merchandise Exports (ann. var. %)	1.1	-17.0	29.5	21.6	1.0
Merchandise Imports (ann. var. %)	0.1	-10.6	52.5	7.3	-23.4
Foreign Direct Investment(USD bn)	2.9	2.6	2.9	3.5	3.0
International Reserves(USD bn)	32.7	43.2	46.2	33.7	21.9
International Reserves(months of imports)	7.2	10.6	7.4	5.1	4.3
External Debt(USD bn)	62.5	73.6	91.5	97.0	-
External Debt(% of GDP)	17.8	19.7	22.0	21.1	-

Industrial production rose 5.9% year on year, and merchandise exports increased by just over 10% annually, with the latter the best performance in just under two years. Turning to FY 2025, economic activity has likely decelerated so far. The government is cutting spending and raising taxes in order to comply with an IMF program; the Central Bank has hiked rates, likely hurting domestic demand; and garment workers have begun sporadic strikes, likely crimping merchandise exports. With regard to the latter, available data is downbeat: Merchandise exports shrank the most since December 2023 in July. In other news, the country is asking the IMF for a USD 3 billion loan enlargement to bolster international reserves; the Fund will likely make a preliminary decision on this in October.

f) Risk and Mitigation Plan:

Financial Risk:

The Company has been enjoying working capital loan as well as long term loan from bank, which occupied the significant portion of the total liability. This type of dependency creates financial cost burden that grabs a significant portion of the mark up. The company is faced substantiate losses in latest financial year due high financial cost burden.

Cost Inefficiency Risk:

Since Hakkani Pulp and Paper Mills Limited depend on overseas suppliers for raw materials, it has to bear higher



procurement cost due to price volatility in the international market. Hakkani Pulp and Paper Mills Limited has been experiencing higher cost involvement in latest financial year in producing the said products. The company is faced losses in latest financial year.

Operational Risk:

Being a manager of highly flammable product and wastage paper, Paper manufacturing operation is significantly exposed to operational risk. The company has taken substantial precautionary measures against incidental occurrence having insurance coverage with Pragati Insurance Company Limited with „A+“ claim paying ability rating. Despite the fact, flammability of the product may bring such an operational loss which may not recover through insurance coverage or other proactive measures.

The company’s operation has been affected in the recent past due to power outages, shortage of gas supply, frequent machinery breakdown. The company has taken measures against those issues which would reduce the operational risk to a great extent.

Raw Material Supply Risk:

HPPML is mostly dependent on overseas supply of quality Recycled paper. Import based supplies are likely to be affected by any uncontrollable event or country risk to transact the product. The industry experiences substantial ups and down in the sources of raw materials which ultimately affected the company’s profitability. However, having limited alternative arrangement the company may face trouble in managing the substitute sources by a short notice.

Competition Risk:

Big numbers of corporate houses in the Bangladesh are competing in the same industry which has made the market very competitive. The growth of paper industry is dependent on growth of whole economy. Existing producers are mostly capable of meeting this demand having easy entry barrier for new penetration; consequently market may suffer from excess supply of the product. Under the above backdrop, HPPML needs firm concentration on ensuring quality in addition to extensive advertising, promotion and distribution effort to ensure profitable sustainability in the market.

Fire Risk:

It is a great threat for manufacturing rigid paper products. Hakkani Pulp and Paper Mills Limited has large warehouses for raw materials and finished goods. For proper protection, the warehouses are to be equipped with the firefighting equipment and other related arrangement. HPPML maintains contract with Pragati Insurance Company Limited (100%) to mitigate this risk.

Mitigation Plan of the Risks:

Financial risk:

In order to manage this risk and overcome it, the management of the company closely monitor its cash flows, coupled with continued strength in sales and marketing. Hakkani Pulp and Paper Mills Limited is very careful in forecasting the international price and manages its costs in an effective manner, so as to ensure that the debt repayments are met on schedule, even if the interest rates were to rise.

Raw materials supply risk:

The main raw materials of the company are various pulp, recycled paper, wastage paper which is available both in international market and local market. The company has bilateral arrangement with a group of independent suppliers of raw materials. Therefore, it is expected that the company will have smooth flow of raw materials.



Operational Risk:

The Company is equipped with power backup and security system, which reduce operational risk. Besides, the equipment has insurance coverage in order to get reasonable compensation for any damages. Apart from these, routine security check and proper maintenance of the equipment also reduce/eliminate the operational risk.

g) Future Planning:

Hakkani Pulp and Paper Mills Limited is planning to utilize @100% capacity of the production of Tissue unit as well as paper unit. The company wants to produce and supply quality products for becoming one of the leading paper and tissue products manufacturers in Bangladesh. Adopting advance and efficient technology in the production, the company wants to achieve the sustainable growth for providing long term benefit to the shareholders and other related party of the company. The company has a plan to provide quality products, ensure satisfaction of the customers, cautiousness regarding environmental issue, and ensure advance technology.

Mohammad Golam Kibria
Managing Director





Key operating and financial data of preceding 5 (Five) years:

Particulars	Parameter	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Operation and Market:						
Production Capacity	MT	13,500	13,500	13,500	13,500	13,500
Actual Production	MT	6,781	6,770	4,914	3,918	5,175
Sales Quantity	MT	6,590	6,835	4,993	3,881	4,702
Financial Results:						
Sales Revenue	TK	1,005,250,917	1,085,427,111	538,238,090	389,968,195	473,084,915
Gross Profit	TK	145,200,530	137,443,325	54,955,601	72,982,633	77,352,331
	%	14.44%	12.66%	10.21%	18.72%	16.35%
Operating Profit	TK	68,642,858	68,466,812	13,464,201	32,004,346	54,527,738
	%	6.83%	6.31%	2.50%	8.21%	11.53%
Net Profit before Tax	TK	7,209,572	15,773,401	(17,802,266)	(23,034,016)	10,735,119
	%	0.72%	1.45%	-3.31%	-5.91%	2.27%
Net Profit after Tax	TK	780,707	16,912,856	(24,610,668)	(24,306,924)	1,420,266
	%	0.08%	1.56%	-4.57%	-6.23%	0.30%
Earnings Per Share (EPS)	TK	0.04	0.89	(1.30)	(1.28)	0.07
Dividend (Cash)	%	2% Cash dividend to all shareholders	2% Cash dividend to all shareholders	1% Cash dividend to only general shareholders	1% Cash dividend to only general shareholders	2% Cash dividend to only general shareholders
Financial Position:						
Paid-up Capital	TK	190,000,000	190,000,000	19,00,00,000	19,00,00,000	19,00,00,000
Current Ratio		1.74:1	1.32:1	1.31:1	1.37:1	1.26:1
Non-Current Assets with Revaluation	TK	875,669,422	861,182,096	867,751,848	828,686,944	861,537,841
Current Assets	TK	664,450,362	663,371,090	609,601,670	640,110,861	528,263,576
Current Liabilities	TK	382,629,738	501,833,284	465,532,422	467,248,409	419,212,821
Net Current Assets	TK	281,820,624	161,537,806	144,069,248	172,862,452	109,050,755
Net Assets Value with Revaluation	TK	461,487,017	464,607,789	447,546,925	474,282,768	490,646,274
Net Assets Value without Revaluation	TK	219,789,349	214,705,715	188,880,440	206,252,742	212,611,673
Net Assets Value Per Share with Revaluation	TK	24.29	24.45	23.56	24.96	25.82
Net Assets Value Per Share without Revaluation	TK	11.57	11.30	9.94	10.86	11.19
Net Operating Cash Flow Per Share	TK	7.15	4.63	(0.08)	0.21	(0.75)



HAKKANI PULP AND PAPER MILLS LIMITED
THE PATTERN OF SHAREHOLDING AS ON 30 JUNE 2024

1) Parent/Subsidiary /Associated Companies and other related parties:

SI. No.	Name	Relation	Number of Share Holding	Percentage of Share	Remarks
01	Parent Company	N/A	Nil	Nil	The Company is not subsidiary of any Company
02	Subsidiary Company	N/A	Nil	Nil	The Company has no subsidiary Company
03	Other Related Parties	N/A	Nil	Nil	-

2) Directors:

SI. No.	Name	Position in the Company	Number of Share Holding	Percentage of Share	Remarks
01	Mr. Md. Golam Rasul Muktadir	Chairman	14,66,666	7.72%	-
02	Mr. Md. Golam Kibria	Managing Director	11,45,000	6.03%	-
03	Mr. Md. Golam Morshed	Deputy Managing Director	14,66,666	7.72%	-
04	Mrs. Hosne Ara Begum	Director	10,41,666	5.48%	-
05	Mrs. Farhana Ferdous	Director	6,42,800	3.38%	-
06	Prof. S. M. Nasrul Quadir	Independent Director	Nil	Nil	-
07	Prof. Dr. Rafiuddin Ahmed	Independent Director	Nil	Nil	-

3) CEO/CFO/Head of Internal Audit and their spouses and minor children:

SI. No.	Name	Position in the Company	Number of Share Holding	Percentage of Share	Remarks
01	Mr. Md. Golam Kibria	Chief Executive Officer	11,45,000	6.03%	Managing Director
02	Mr. Mohammad Musa	Company Secretary	Nil	Nil	-
03	Mr. Md. Moinul Abedin	Chief Financial Officer	Nil	Nil	-
04	Mr. Md. Saleh Ahmed	Head of Internal Audit	Nil	Nil	-



4) Shareholding Position of top 5 salaried employee other than CEO, CS, CFO & HIA:

Sl. No.	Name	Position in the Company	Number of Share Holding	Percentage of Share	Remarks
01	Md. Samsuzzoha Asherful Islam	National Sales Manager	Nil	Nil	-
02	Md. Hasanul Karim	Senior Mechanical Engineer	Nil	Nil	-
03	Md. Mahmudul Hasan	National Sales Manager	Nil	Nil	-
04	Md. Masud Rana	Manager, Production & Quality	Nil	Nil	-
05	Mohammed Younis Mia	Asst General Manager, Admin	Nil	Nil	-

5) Shareholders Holding 10% or more voting interest in the company:

Sl. No.	Name Shareholders Holding 10% or more voting interest in the company	Position in the Company	Number of Share Holding	Percentage of Share	Remarks
01	N/A	N/A	Nil	Nil	N/A

6) Shareholding position as on June 30, 2024:

Sl. No.	Shareholders	Percent
01	Directors/ Sponsors	47.80
02	Government	0.00
03	Institute	4.84
04	Public	47.14
05	Foreigner	0.22
Total		100.00



Report of the Audit Committee

For the year ended 30 June, 2024

Dear Shareholders,

I am pleased to present the Report of the Audit Committee for the year ended on 30 June, 2024. The Report of Audit Committee presented under the condition No. 5 (7) of the Corporate Governance Code 2018 issued by the Bangladesh Securities and Exchange Commission. The report provides an insight on the functions of the Audit Committee for the year ended on 30 June 2024.

Composition of the Audit Committee:

The Audit Committee of Hakkani Pulp and Paper Mills Limited a prime Board sub- committee, assists the Board in discharging its governance responsibilities. The Board has formed the Audit Committee, required under Code of Corporate Governance of BSEC with some specific assignments under its Terms of Reference (TOR). The existing Audit Committee was reconstituted by the Board of Directors in its 165th meeting held on 29 April, 2024 by the following non-executive directors of the Company:

Committee Members	Board Members	Position
Prof. S. M. Nasrul Quadir	Independent Director	Chairman
Prof. Dr. Rafiuddin Ahmed	Independent Director	Member
Mrs. Farhana Ferdous	Non-Executive Director	Member
Mr. Mohammad Musa	Company Secretary	Secretary

The Audit Committee is appointed by the Board of Directors and all the Members are Non-Executive Directors and the Chairman is an Independent Director. As required, all Members of the Audit Committee are 'financially literate' and are able to analysis and interpret financial statements to effectively discharge their duties and responsibilities as Members of the Audit Committee.

Meeting of the Committee:

The Audit Committee has conducted four meetings during the year 2023-2024 to perform various activities in order to meet the regulatory requirements. The Independent Director, Professor S.M. Nasrul Quadir acted as Chairman of the Committee. As per the regulatory guidelines, Mr. Mohammad Musa, the Company Secretary acted as the Secretary to the Audit Committee. The members of the Committee attended all four meetings of the Audit Committee. Moreover, Mr. Md. Moinul Abedin, Chief Financial Officer (CFO) and Saleh Ahmed, Head of Internal Audit and Compliance (HIAC) also attended all four meetings on invitation of the Chairman of Audit Committee.

The audit committee has conducted four meetings during the year 2023-2024 on the following dates:

Number of Meetings	Date of Meetings
1st Meeting	17th August, 2023
2nd Meeting	2nd November, 2023
3rd Meeting	31st January, 2024
4th Meeting	28th April, 2024



Role of Audit Committee:

The Audit Committee ensures compliance with the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC). The role of the Audit Committee is to supervise and monitor the integrity of the financial statements of the Company and review when appropriate, make recommendations to the Board on business risk, internal controls and compliance and audit. The Audit Committee assists the Board of Directors to ensure that the financial statements reflect a true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business. The Audit Committee is responsible to the Board of Directors. The duties of the Audit Committee are clearly set forth in writing.

The role and duties of the Audit Committee includes the following:

- i. Oversee the financial reporting process.
- ii. Monitor choice of accounting policies and principles.
- iii. Monitor Internal audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;
- iv. Oversee hiring and performance of external Auditors.
- v. Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;
- vi. Review along with the management, the annual financial statements before submission to the Board for approval.
- vii. Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval.
- viii. Review the adequacy of internal audit function.
- ix. Review the Management's Discussion and Analysis before disclosing in the Annual Report;
- x. Review statement of all related party transactions submitted by the management;
- xi. Review Management Letters/Letter of Internal Control

Major Activities of the Audit Committee during the Reporting Period:

As per the Corporate Governance Code, the Audit Committee carried out the following activities during the year 2023-2024:

- i. Reviewed the quarterly, half-yearly financial statements, and annual draft financial statements and audited financial statements for the year ended 30 June 2024 and recommended the same to Board for approval;
- ii. Reviewed the adequacy and effectiveness of the financial reporting process, accounting policies, and principles;
- iii. Reviewed the Internal Audit and Compliance process, monitoring system, and risk management that was adequately resourced;
- iv. Reviewed the Internal Audit and Compliance Report and the adequacy of the internal audit function;
- v. Reviewed the procedure and task of the internal audit and financial report preparation;



- vi. Reviewed and considered the report of internal auditors and statutory auditors' observations on internal control;
- vii. Reviewed the internal control system prevailing in the company to introduce the appropriate compliance culture and also to ensure that all employees have clear understanding of their respective roles and responsibilities;
- viii. Reviewed the arrangements made by the management for developing a suitable Management Information System (MIS);
- ix. Evaluated the performance of external auditors and recommended to the Board for their appointment and remuneration and fees;
- x. Recommended the appointment of statutory auditors and compliance auditor.
- xi. Reviewed the findings of external auditors and finalized the audit report and annual financial statements.
- xii. Reviewed the management discussion and analysis before disclosing it in the Annual Report;
- xiii. Reviewed the statement of all related party transactions submitted by the management for the year ended 30 June 2024;

Acknowledgement:

The Audit Committee would like to express its heartfelt thanks to the members of the Board, key management executives, internal audit division and all other employees for their utmost cooperation and dedication to discharge of responsibilities in the financial year 2023-2024.

On behalf of the Audit Committee,

Prof. S. M. Nasrul Quadir

Chairman

Date: October 26, 2024

Place: Chattogram





NOMINATION AND REMUNERATION COMMITTEE REPORT

For the year ended on June 30, 2024

Dear Shareholders,

I am pleased to present the Report of the Nomination and Remuneration Committee for the year ended on 30 June, 2024. The Report of Nomination and Remuneration Committee is prepared and presented for meeting the requirement of Condition No. 6(5) (c) of the Corporate Governance Code 2018 issued by the Bangladesh Securities and Exchange Commission. The Nomination and Remuneration Committee is responsible and accountable to the Board of Directors and the shareholders of Hakkani Pulp and Paper Mills Limited. The Committee assists the Board broadly in the formulation of policy with regard to determining the qualifications, positive attributes, experiences and remuneration for the Directors and the top-level Executives of the company.

Composition and Meeting of the NRC:

The Board has formed the Nomination and Remuneration Committee of the company required under Code of Corporate Governance of BSEC with some specific assignments under its Terms of Reference (ToR). The Nomination and Remuneration Committee of the company is a sub-committee of the Board. The Committee comprises two Independent Directors and one Non-Executive Director. The existing committee was reconstituted by the Board of Directors in its 165th meeting held on 29 April 2024 consisted by the following members:

Committee Members	Board Members	Position
Prof. S. M. Nasrul Quadir	Independent Director	Chairman
Prof. Dr. Rafiuddin Ahmed	Independent Director	Member
Mrs. Farhana Ferdous	Non-Executive Director	Member
Mr. Mohammad Musa	Company Secretary	Secretary

During the year 2023-2024, the Nomination and Remuneration Committee has conducted one meeting dated on 25th January 2024 to perform various activities in order to meet the regulatory requirements. Professor S. M. Nasrul Quadir, the Independent Director acted as Chairman of the Committee and as per the regulatory guidelines Mr. Mohammad Musa, the Company Secretary acted as the Secretary to the Nomination and Remuneration Committee.

Role of the Nomination and Remuneration Committee (NRC):

- a) The Committee shall be independent and responsible or accountable to the Board and to the Shareholders;
- b) The Committee shall oversee, among others, the following matters and make report with recommendation to the Board:
 - i. To formulate the criteria for determining qualifications, positive attributes and dependence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:
 - a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;
 - b) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c) remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals;
 - ii. To devise policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;



- iii. To identify persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;
- iv. To formulate the criteria for evaluation of performance of independent directors and the Board;
- v. To identify the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and
- vi. To develop, recommend and review annually the company's human resource and training policies;

Activities of the Nomination and Remuneration Committee (NRC) for the reporting year under Report:

In the SIXTH Meeting of the committee focused on the review to the specific areas of existing status, policies and processes and addressed the following-

- i. The committee had one (1) meeting during the year. The Committee reviewed the implementation schedule of the decision of the last meeting;
- ii. The committee reviewed and recommended the appointment of Mrs. Farhana Ferdous as Director of the Board of Directors as per corporate Governance Code;
- iii. The Committee reviewed and recommended the increment of meeting attendance fees of the Board of Directors, Members of Audit Committee and Members of NRC Committee ;
- iv. The Committee reviewed and recommended the annual increment, new appointment, promotion of the employees in the Company;
- v. The committee reviewed and recommended the Code of Conduct for the Chairperson, Managing Director and other Board Members;
- vi. The committee reviewed and recommended the Terms of Reference (ToR) for the Audit Committee Members;
- vii. The committee reviewed and recommended the Terms of Reference (ToR) and Policy for the Nomination and Remuneration Committee (NRC) Members;
- viii. The Committee reviewed the criteria for determining qualifications and positive attributes of the top-level executives;
- ix. The Committee reviewed and recommended the remuneration of top-level executives;
- x. The committee reviewed and recommended the roles and Responsibilities of Chairman, Managing Director, Company Secretary, Chief Financial Officer, Head of Internal Audit of the company;
- xi. The committee reviewed and recommended the Criteria for evaluation of performance of Independent Director and other Board Members of the company;

Acknowledgment:

The Nomination and Remuneration Committee would like to express its heartfelt thanks to the members of the committee, key management personnel and executives and all other employees for their utmost cooperation with the Committee during the reporting year.

On behalf of the NRC Committee,

Prof. S. M. Nasrui Quadir

Chairman

Date: October 26, 2024

Place: Chattogram



DIVIDEND DISTRIBUTION POLICY

This Policy was effected from the date of its adoption by the Board i.e. **03/08/2022**.

1 **Purpose, Objectives and Scope:**

- 1.1 This policy is being adopted in compliance with the Directive of the Bangladesh Securities and Exchange Commission (BSEC) No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021. The Directive requires formulating a dividend distribution policy which shall be disclosed in the annual report and official website of the company.
- 1.2 The Policy sets out the circumstances and different factors for consideration by the Board at the time of taking decisions of distribution or retention of profits, in the interest of providing transparency to the shareholders.
- 1.3 The Company shall pursue this Policy, to pay the dividend subject to the business & economic circumstances and external & internal factors enlisted, which shall be consistent with the performance of the Company over the years.

2 **Definitions:**

- 2.1 “Act” shall mean The Companies Act, 1994 including the Gazette Notification / Rules made thereunder, and as amended from time to time relating to the Act.
- 2.2 “Applicable Laws” shall mean the Companies Act, 1994 including the Gazette Notification / Rules made thereunder, as amended from time to time, and all other acts, rules, regulations, notifications, orders, circulars etc. of the Bangladesh Securities and Exchange Commission (BSEC), the Dhaka Stock Exchange Limited (DSE), the Chittagong Stock Exchange Limited (CSE) and such other act, rules or regulations which applicable to the Company.
- 2.3 “Company” shall mean HAKKANI PULP AND PAPER MILLS LIMITED
- 2.4 “Board” or “Board of Directors” shall mean Board of Directors of the Company.
- 2.5 “Dividend” shall mean Dividend as defined under the Companies Act, 1994.
- 2.6 “CS, CFO, MD” shall mean Company Secretary, Chief Financial Officer and Managing Director of the Company
- 2.7 “Policy or this Policy” shall mean the Dividend Distribution Policy.

3 **Parameters for declaration of dividend:**

The Board shall consider the following circumstances for declaration and payment of dividend.

3.1 **Financial parameters**

- (a) Availability of profits;
- (b) Financial feasibility of the Company;
- (c) Liquidity position;
- (d) Business expansions, acquisitions, etc.;
- (e) Profit growth.



3.2 External factors

- (a) Shareholders' expectations;
- (b) Uncertain or recessionary economic and business conditions;
- (c) Sectorial performance;
- (d) Future uncertainties and industrial downturn;
- (e) Government policy;

3.3 Internal factors

- (a) Growth rate of past earnings;
- (b) Growth rate of predicted profits;
- (c) Expansion and modernization of existing business;
- (d) Working capital;

3.4 Utilization of retained earnings

The decision of utilization of retained earnings of the Company shall be based on the following factors:

- (a) Acquisition/Diversification of business;
- (b) Long term strategic plan;
- (c) High cost of debt;
- (d) Market or product development/expansion plan;
- (e) Increase in production capacity;
- (f) Modernization Plan;

4 Dividend Consideration Factors:

Hakkani Pulp and Paper Mills Limited is committed to returning capital to shareholders via a sustainable dividend policy subject to consideration of factors such as the business outlook, capital requirements for growth opportunities, expansion plans, optimal leverage levels and healthy cash reserves in addition to regulatory approvals.

5 Circumstances under which the shareholders may or may not expect dividend:

- 5.1 Whenever it undertakes or proposes for a significant expansion project requiring higher allocation of capital;
- 5.2 Significantly higher working capital requirements adversely impacting free cash flow;
- 5.3 In the event of inadequacy of profits or whenever the Company has incurred losses.

The decision of dividend payout shall, majorly be based on the aforesaid factors considering the balanced interest of the shareholders and the Company.

6 Procedure of Dividend Declaration:

- 6.1 The given below is a summary of the process of declaration and payment of dividends, and is subject to applicable regulations.



6.2 In case of final dividends.

- a. The Company Secretary and Chief Financial Officer in consultation with the MD / CEO of the Company shall prepare a proposal note to the Board for recommending the percentage of dividend, if any and that proposal shall be reviewed by the Board, and shall be recommended for shareholders consideration and approval.
- b. The dividend as recommended by the Board shall be approved/declared by the shareholders at the annual general meeting of the Company.
- c. The payment of dividend shall be made within 30 days from the date of declaration to the shareholders entitled to receive the dividend on the record date/book closure period as per the applicable law.

The Company shall ensure compliance of provisions of Applicable Laws and this Policy in relation to Dividend declared by the Company.

7 Classes of Shares:

The Company has issued only equity shares. There are no other class of shares issued or proposed to be issued by the Company. In case of issue of new class of shares in the future, the policy will be reviewed accordingly.

8 Applicability of the Policy:

This policy is applicable on equity shares of the Company

9 Compliance Responsibilities:

- 9.1 The Company shall ensure compliance of provisions of Applicable Laws and this Policy in relation to Dividend declared by the Company.
- 9.2 Compliance of this Policy shall be the responsibility of the Company Secretary and Chief Financial Officer of the Company who shall act under the guidance of the management in this regard.

10 Review of the Policy:

- 10.1 This Policy would be subject to revision/amendment in accordance with the guidelines as may be issued by the National Board of Revenue, Bangladesh Securities and Exchange Commission or such other regulatory authority as may be authorized, from time to time, on the subject matter.
- 10.2 The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this Policy.
- 10.3 Such amended Policy shall be periodically placed before the Board for adoption immediately after such changes.

11 Publication of the Policy:

This Policy, as approved by the Board, shall be disclosed in the annual report and official website of the company.

12 Disclaimers:

This document does not solicit investments in the Company's securities. Nor is it an assurance of guaranteed returns (in any form), for investments in the Company's equity shares.



BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Ref. No: CM-2024/270

BAPLC

Date of issue : October 30, 2024

Renewed Certificate

This is to certify that

HAKKANI PULP & PAPER MILLS LIMITED

*is an Ordinary Member of Bangladesh Association of Publicly Listed Companies
and is entitled to all the rights and privileges appertaining thereto.*

This certificate remains current until 31st December 2024.




Secretary-General



A member of
mgiworldwide

KHAN WAHAB SHAFIQUE RAHMAN & CO.
CHARTERED ACCOUNTANTS

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INDEPENDENT AUDITORS' REPORT
To the Shareholders of Hakkani Pulp & Paper Mills Limited
Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Hakkani Pulp & Paper Mills Limited (the Company), which comprise the statement of financial position as at 30 June 2024, and statement of Profit or Loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 30 June 2024, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Securities and Exchange Rules 2020 and other applicable laws and regulations.

Basis for Opinion

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

Matters of Emphasis

1. SIGNIFICANT INCREASE IN NET OPERATING CASH FLOW PER SHARE (NOCFPS):

As disclosed in Note 36, the Company's Net Operating Cash Flow per Share (NOCFPS) has significantly increased to Tk. 7.15 for the year ended June 30, 2024, compared to Tk. 4.63 for the year ended June 30, 2023. This increase is primarily due to improved cash collections from customers and a reduction in payments to suppliers for materials.

2. SIGNIFICANT DEVIATION IN EARNINGS PER SHARE (EPS):

As disclosed in Note 33, the Earnings per Share (EPS) of the Company has declined substantially, standing at Tk. 0.04 for the year ended June 30, 2024, compared to Tk. 0.89 for the year ended June 30, 2023. The reduction in sales revenue, coupled with higher selling, distribution, and financial expenses, are the main contributors to this deviation.

In Practice since 1968



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Our audit procedures relating to these matters were designed in the context of our audit of the financial statements as a whole. Our opinion on the financial statements is not modified with respect to any of the key audit matters described below, and we do not express an opinion on these individual matters.

We have determined the following key audit matters to communicate in our report.

Revenue Recognition

The key Audit Matter

The company recognizes revenue from the sales of paper and tissue products when control over goods is transferred to a customer/dealer. The actual point in time when revenue is recognized varies depending on the specific terms and conditions of the sales contracts entered into with customers/dealers. The company has a number of customers operating in various geographies and sales contracts with customers/dealers have a different term relating to the recognition of revenue, the right of return and price adjustments. Sales arrangements in certain jurisdictions lead to material deductions to gross sales in arriving at revenue. We identified the recognition of revenue from sale of products as a key audit matter because;

- Revenue is a key performance indicator of the company and there is risk of revenue being overstated due to fraud resulting from pressure to achieve targets.

How the scope of our audit responded to the key audit matter

- Assessing the appropriateness of the policies in respect of revenue recognition by comparing with applicable accounting standards;
- Evaluating the design, testing the implementation, and operating effectiveness of the company's internal controls over recognition of revenue and measurement of rebates, discounts, returns and chargebacks;
- Assessing manual journals posted to revenue to identify unusual items not already covered by our audit testing;
- Evaluating the adequacy of the financial statement disclosures, including disclosures of key assumptions, judgments, and sensitivities.

Property, Plant & Equipment:

The key Audit Matter

The company has Tk **875,669,422** as Written-Down-Value at Property Plant & Equipment which stands **57.62%** of total assets with new acquisition of Tk **128,975,140** made during the year.

Please refer to Note 4.00 “**Property, Plant & Equipment**” of the notes to the Financial Statements for relevant details.

How the scope of our audit responded to the key audit matter:

- Our procedures in relation to property, plant and equipment included:
- Obtained an understanding of the management process for acquisition of fixed assets.
- Evaluate the appropriateness of acquisition process of non-current assets.



- Testing the key controls over the management's judgment in relation to the accounting estimates of property, plant, and equipment.

Taxation

The key Audit Matter

Given the company's exposure to complex tax issues, the high level of management judgment in estimating the amounts of reserve and provision for tax and involvement with regulatory authorities, taxation was considered to be a key audit matter.

Please refer to Note 17.00 "**Deferred Tax Liability**" and Note 22.00 "**Current Tax Liability**" to the financial statements for relevant disclosures regarding calculation and disclosure of taxation.

How the scope of our audit responded to the key audit matter:

- We particularly focused on the impact of whether the tax provision was appropriately recognized; we conducted interviews with the company's tax personnel in order to assess the taxable income of the company. We re-performed the calculations made by the management regarding tax liabilities to ensure compliance with the provisions of Income Tax Act, 2023 and checked the arithmetical accuracy of the calculations. We also carefully reviewed for any contingent liabilities to be included in the financial statements in this regard.
- We also obtained an understanding, evaluated the design, and tested the operational effectiveness of the Company's key controls over the recognition and measurement of deferred tax liabilities and the assumptions used thereon. We assessed key assumptions, controls, recognition and measurement of deferred tax assets. We also assessed the appropriateness of presentation of disclosures against "Income Tax".

Other Information

Management is responsible for the other information. The other information comprises all of the information other than the financial statements and our auditor's report thereon.

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

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

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the board of directors of the Company.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, 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 the financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

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



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, the Securities and Exchange Rules 2020 and other applicable laws and regulations, 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 these books;
- c) the statement of Financial Position and Statement of Profit or Loss and Other Comprehensive income dealt with by the report are in agreement with the books of accounts and returns; and
- d) the expenditure incurred, and payments made were for the purposes of the company's business.

Chattogram, October 27, 2024

Khan Wahab Shafique Rahman & Co.
Chartered Accountants
Signed By:
Mohammad Shaheed FCA (F-1016)
Sr. Partner
DVC: 2410271016AS478050





HAKKANI PULP & PAPER MILLS LIMITED

Statement of Financial Position

As at 30 June 2024

Particulars	Note(s)	30 June 2024 Taka	30 June 2023 Taka
ASSETS			
(A) Non Current Assets :			
Property, Plant and Equipment	4	875,669,422	788,925,523
Capital Work-In-Progress	5	-	72,256,573
		875,669,422	861,182,096
(B) Current Assets:			
Investment in Shares	6	10,656,508	12,214,729
Inventories	7	341,556,875	320,603,684
Trade Receivables	8	178,470,664	185,906,649
Advances, Deposits & Prepayments	9	120,220,322	122,236,614
Cash & Cash equivalents	10	13,545,993	22,409,414
		664,450,362	663,371,090
(C) TOTAL ASSETS (A+B)		1,540,119,784	1,524,553,186
SHARE HOLDERS EQUITY & LIABILITIES			
(D) Shareholders Equity:			
Share Capital	11	190,000,000	190,000,000
Dividend Equalization Reserve	12	11,237,712	11,237,712
Revaluation Reserve	13	241,697,668	249,902,074
Fair Value Reserve	6.01	(1,469,175)	80,141
Retained Earnings	14	20,020,812	13,387,862
		461,487,017	464,607,789
(E) Non Current Liabilities:			
Unsecured Loan	15	57,699,990	57,699,990
Long Term Loan-Non Current Portion	16	545,453,320	406,011,140
Deferred Tax Liability	17	92,849,719	94,400,983
		696,003,029	558,112,113
(F) Current Liabilities:			
Short Term Loan & Overdraft	18	39,339,098	216,354,265
Liability for Expenses	19	48,543,088	36,683,431
Workers Profit Participation and Welfare Fund	20	2,275,734	1,915,255
Long Term Loan-Current Portion	16.01	117,982,208	82,931,334
Trade Payables	21	31,025,850	29,936,889
Current Tax Liabilities	22	31,857,573	25,481,102
Liabilities for Other Finance	23	25,371,558	25,048,815
Unclaimed Dividend	24	1,532,796	3,082,193
Directors Current Account	25	84,701,833	80,400,000
		382,629,738	501,833,284
(G) Total Liabilities (E+F)		1,078,632,767	1,059,945,397
(H) TOTAL EQUITY & LIABILITIES (D+G)		1,540,119,784	1,524,553,186
Net Asset Value Per Share (with revaluation)	34	24.29	24.45
Net Asset Value Per Share (without revaluation)	35	11.57	11.30

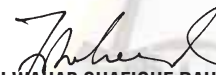
The accounting policies and annexed notes form an integral part of these financial statements.


MANAGING DIRECTOR


DEPUTY MANAGING DIRECTOR


COMPANY SECRETARY

Signed as per our annexed report of even date.


KHAN WAHAB SHAFIQUE RAHMAN & CO.
Chartered Accountants
Signed by:
Mohammad Shaheed FCA (1016)
Senior Partner
DVC No.: 2410271016AS478050

Chattogram, October 27, 2024



HAKKANI PULP & PAPER MILLS LIMITED

Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2024

Particulars	Note(s)	2023 - 2024 Taka	2022 - 2023 Taka
Revenue	26	1,005,250,917	1,085,427,111
Less: Cost of Sales	27	(860,050,387)	(947,983,786)
Gross Profit / (Loss)		145,200,530	137,443,325
Administrative Expenses	28	(22,732,951)	(23,239,850)
Selling & Distribution Expenses	29	(53,824,721)	(45,736,663)
Profit from Operation		68,642,858	68,466,812
Financial Expenses	30	(62,797,632)	(54,547,435)
Non-Operating Income	31	1,724,825	2,642,694
Profit Before WPPF & WWF		7,570,051	16,562,071
Contribution to WPPF & Welfare Funds	20	(360,479)	(788,670)
Profit before Tax		7,209,572	15,773,401
Income Tax Expenses:			
Current Tax	22.01	(6,376,471)	(7,041,101)
Deferred Tax	32	(52,394)	8,180,556
		(6,428,865)	1,139,455
Net profit after Tax		780,707	16,912,856
Other Comprehensive Income:			
Deferred Tax on Revaluation Reserve	13	1,447,836	1,546,661
Unrealized Gain/ (Loss) on Investment in Shares	6.02	(1,549,316)	(368,681)
Deferred tax on unrealized gain/(loss) on investment in shares	17.02	(155,823)	(36,868)
		(257,303)	1,141,112
Total Comprehensive Income		523,404	18,053,968
Earnings Per Share - Basic (per value of Tk. 10)	33	0.04	0.89

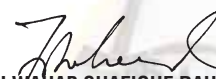
The accounting policies and annexed notes form an integral part of these financial statements.


MANAGING DIRECTOR


DEPUTY MANAGING DIRECTOR

Signed as per our annexed report of even date.


COMPANY SECRETARY


KHAN WAHAB SHAFIQUE RAHMAN & CO.
Chartered Accountants
Signed by:
Mohammad Shaheed FCA (1016)
Senior Partner
DVC No.: 2410271016AS478050

Chattogram, October 27, 2024



HAKKANI PULP & PAPER MILLS LIMITED
Statement of Changes in Equity
For the year ended 30 June 2024

(Amount in Taka)

Particulars	Share Capital	Dividend Equalization Reserve	Revaluation Reserve	Fair Value Reserve	Retained Earnings	Total
Balance as at 01 July 2023	190,000,000	11,237,712	249,902,075	80,141	13,387,862	464,607,789
Adjustment of depreciation on carrying amount of revalued assets	-	-	(9,652,243)	-	9,652,243	-
Deferred Tax on Revaluation Surplus	-	-	1,447,836	-	-	1,447,836
Unrealized Gain/(Loss) on Investment in Shares	-	-	-	(1,549,316)	-	(1,549,316)
Dividend for the year 2022-2023	-	-	-	-	(3,800,000)	(3,800,000)
Net Profit after Tax	-	-	-	-	780,707	780,707
Balance as on 30 June 2024	190,000,000	11,237,712	241,697,668	(1,469,175)	20,020,812	461,487,017

For the year ended 30 June 2023

(Amount in Taka)

Particulars	Share Capital	Dividend Equalization Reserve	Revaluation Reserve	Fair Value Reserve	Retained Earnings	Total
Balance as at 01 July 2022	190,000,000	12,258,779	258,666,486	457,727	(13,836,066)	447,546,925
Adjustment of depreciation on carrying amount of revalued assets	-	-	(10,311,072)	-	10,311,072	-
Deferred Tax on Revaluation Surplus	-	-	1,546,661	-	-	1,546,661
Unrealized Gain/(Loss) on Investment in Shares	-	-	-	(368,681)	-	(368,681)
Deferred Tax on unrealised gain/(loss)	-	-	-	(8,905)	-	(8,905)
Dividend for the year 2021-2022	-	(1,021,067)	-	-	-	(1,021,067)
Net Profit after Tax	-	-	-	-	16,912,856	16,912,856
Balance as on 30 June 2023	190,000,000	11,237,712	249,902,075	80,141	13,387,862	464,607,789


MANAGING DIRECTOR


DEPUTY MANAGING DIRECTOR


COMPANY SECRETARY

The accounting policies and annexed notes form an integral part of these financial statements.

Chattogram, October 27, 2024



HAKKANI PULP & PAPER MILLS LIMITED

Statement of Cash Flows

For the year ended 30 June 2024

Particulars	Note(s)	2023 - 2024 Taka	2022 - 2023 Taka
A. Cash flows from Operating Activities:			
Cash Collection from Turnover & Others		1,014,411,728	1,094,026,568
Payment for Material and Expenses		(874,981,382)	(999,905,873)
Income Tax Paid		(3,487,958)	(6,059,110)
Net Cash flows from Operating Activities	42	135,942,388	88,061,586
B. Cash flows from Investing Activities:			
Acquisition of Property, Plant & Equipment		(56,718,566)	(34,329,634)
Advance for Machinery		1,855,805	(14,473,579)
Net cash flows from Investing Activities		(54,862,761)	(48,803,213)
C. Cash flows from Financing Activities:			
Short Term Loan & Overdraft		-	5,561,170
Long Term Loan		(37,572,987)	4,202,028
Financial Expenses		(51,645,241)	(54,547,435)
Unsecured Loan Received		-	(600,000)
Directors Current Account		4,301,833	1,800,000
Liabilities for Other Finance		322,743	2,826,700
Unclaimed dividend paid to CMSF		(1,891,524)	-
Dividend Paid		(3,457,872)	(867,815)
Net Cash flows from Financing Activities		(89,943,048)	(41,625,352)
D. Net Increase/(Decrease) in Cash and Bank Balances (A+B+C)		(8,863,421)	(2,366,979)
E. Opening Cash and Bank Balances		22,409,414	24,776,393
Closing Cash and Bank Balances (D+E)		13,545,993	22,409,414
F. Net Operating Cash Flows Per Share (NOCFPS)	36	7.15	4.63

The accounting policies and annexed notes form an integral part of these financial statements.


MANAGING DIRECTOR


DEPUTY MANAGING DIRECTOR


COMPANY SECRETARY

Chattogram, October 27, 2024



HAKKANI PULP & PAPER MILLS LIMITED

Notes to the Financial Statements

For the year ended 30 June 2024

1.00 LEGAL STATUS AND NATURE OF THE BUSINESS:

1.01 Status and Legal Form of the Company

Hakkani Pulp & Paper Mills Ltd. (hereinafter referred to as the “Company”) has been incorporated in Bangladesh as a public company limited by shares under the Companies Act, 1994 vide Registration No. CHC-2462/1996 with the Registrar of Joint Stock Companies and Firms on December 28, 1996. The Company issued shares to the general public in 2001 and got listed with Dhaka Stock Exchange PLC and Chittagong Stock Exchange PLC.

The registered office of the Company is situated at 2/10, D.T. Road, North Pahartali, Chattogram. The factory is located at Mouza: Halimkhar Char, P.S: Potiya, Dist.: Chattogram on Chattogram -Cox's Bazar Highway.

1.02 Nature of Business:

The principal objects of the company is to manufacture different kinds of Pulp, Paper products & Tissue products.

2.00 BASIS OF PREPARATION, PRESENTATION AND DISCLOSURES OF FINANCIAL STATEMENTS:

2.01 Statement of compliance:

The Financial Reporting Act, 2015 (FRA) was enacted in 2015. The Financial Reporting Council (FRC) under FRA has been formed in 2017. As per the provision of FRA (section-69), the Financial Statement have been prepared in accordance with International Financial Reporting Standards (IFRSs) and the Companies Act the title and format of these financial statements follow the requirements of IFRSs which are to some different from requirement of the Companies Act 1994. However, such differences are not material and view of management, IFRSs format gives a better presentation to the Shareholders.

Moreover, these Financial Statements have been prepared on a going concern basis following accrual basis of accounting except for statement of cash flows in accordance with the International Accounting Standard (IASs) and International Financial Reporting Standard (IFRSs) as adopted in Bangladesh by the Institute of Chartered Accountants of Bangladesh.

2.02 Other Regulatory Compliances:

The entities are also required to comply with the following major laws and regulation along with the Companies Act, 1994.

- a. The Income Tax Act, 2023
- b. The Income Tax Rules, 1984
- c. The Value Added Tax and Supplementary Duty Act, 2012
- d. The Value Added Tax and Supplementary Duty Rules, 2016
- e. The Customs Act, 1969
- f. Bangladesh Labor Act, 2006 as amended in 2018
- g. The Securities and Exchange Ordinance, 1969
- h. The Securities and Exchange Rules, 2020
- i. The Corporate Governance Code 2018
- j. The Dhaka Stock Exchange & Chittagong Stock Exchange (Listing) Regulations 2015
- k. The Financial Reporting Act, 2015

2.03 Applicable Accounting Standards:

The following IASs and IFRSs are applicable for the Financial Statements for the year under review:



- a. IAS-01 Presentation of Financial Statements
- b. IAS-02 Inventories
- c. IAS-07 Statement of Cash Flows
- d. IAS-08 Accounting Policies, Changes In Accounting Estimates and Errors
- e. IAS-10 Events after the Reporting period
- f. IAS-12 Income Taxes
- g. IAS-16 Property, Plant and Equipment
- h. IAS-19 Employee Benefits
- i. IAS- 21 The Effects of Changes in Foreign Exchange Rates
- j. IAS-23 Borrowing Costs
- k. IAS-24 Related Party Disclosures
- l. IAS-32 Financial Instruments: Presentation
- m. IAS-33 Earnings per Share
- o. IAS-36 Impairment of Assets
- p. IAS- 37 Provisions, Contingent Liabilities and Contingent Assets
- q. IAS-38 Intangible Assets
- r. IFRS- 07 Financial Instruments: Disclosures
- s. IFRS- 09 Financial Instruments
- t. IFRS- 15 Revenue From Contract with Customers
- u. IFRS- 16 Leases

2.04 Basis of Reporting :

The Financial Statements have been prepared and presented for general users by the company in accordance with identified Financial reporting framework, presentation has been made in compliance with the requirements of IAS-1 "Presentation of Financial Statements".

- a. A Statement of Financial Position as at 30 June 2024.
- b. A Statement of Profit or Loss and other Comprehensive Income for the year ended 30 June 2024.
- c. A Statement of changes in equity for the year ended 30 June 2024.
- d. A Statement of Cash flows for the year ended 30 June 2024.
- e. Notes , comprising a summary of significant accounting policies and explanatory information.
- f. Comparative information prescribed by the Standard.

2.05 Authorization for Issue :

These financial statements have been authorized for issue by the Board of Directors on 26 October 2024.

2.06 Reporting Period:

The financial statements of the Company cover twelve months from 1 July 2023 to 30 June 2024.

2.07 Basis of Measurement :

The Financial Statement have been prepared on going concern basis under the historical cost convention except for revaluation of non-current assets.

2.08 Going Concern:

The Company have adequate resources to continue operation in foreseeable future (except otherwise stated). For this reason, Management continues to adopt going concern basis in preparing the financial statements. The current





revenue generations and resources of the Company provide sufficient fund to meet the present requirements of existing business and operations.

2.09 Functional and presentation currency:

These financial statements are prepared in Bangladesh Taka (Taka/Tk/BDT), which is the functional currency of the Company. All financial information presented in Taka has been rounded off to the nearest integer except when otherwise indicated.

2.10 Current versus non-current classification:

The Company presents assets and liabilities in the statement of financial position based on current/non-current classification.

An asset is current when it is:

- a. Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- b. Held primarily for the purpose of trading;
- c. Expected to be realized within twelve months after the reporting period and
- d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The Company classifies all other assets as non-current.

A liability is current when

- a. It is expected to be settled in the normal operating cycle;
- b. It is held primarily for the purpose of trading;
- c. It is due to be settled within twelve months after the reporting period and
- d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

2.11 Use of Estimates and Judgments:

In preparing financial statements, management has made judgments and estimates that affect the application of the company accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

2.11.01 Judgments, assumptions and estimation uncertainties:

Information about judgments made in applying accounting policies and assumptions and estimation uncertainties that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

- Note: 04 Property, Plant and Equipment;
- Note: 08 Trade Receivables;
- Note : 9 Advances, Deposits & Prepayments;
- Note: 17 Deferred Tax Liability;
- Note : 21 Trade Payables;
- Note: 22 Current Tax Liabilities;





3.00 SIGNIFICANT ACCOUNTING POLICIES:

The specific accounting policies selected and applied by the company management for significant transactions and events that have material effect within the framework of IAS-1 "Presentation of Financial Statements", in preparation and presentation of financial statements have been consistently applied throughout the period and were also consistent with those used in earlier periods, except otherwise stated.

For a proper understanding of the financial statements, these accounting policies are set out below in one place as prescribed by the IAS-1 "Presentation of Financial Statements". The recommendations of IAS-1 relating to the format of financial statements were also taken into full consideration for fair presentation.

Set out below is an index of the significant accounting policies, the details of which are available on the following:

- 3.01 Property, plant and equipment
- 3.02 Capital work-in-progress
- 3.03 Impairment of Assets
- 3.04 Investment in Shares
- 3.05 Inventories
- 3.06 Trade and other receivables
- 3.07 Advances, deposits and prepayments
- 3.08 Cash and cash equivalents
- 3.09 Trade and other payables
- 3.10 Other liabilities
- 3.11 Cash flows statement
- 3.12 Employee benefits scheme
- 3.13 Provisions, contingent liabilities and contingent assets
- 3.14 Finance income & finance costs
- 3.15 Non-operating income
- 3.16 Borrowing costs
- 3.17 Taxation
- 3.18 Revenue from contract with customers
- 3.19 Earnings Per Share (EPS)
- 3.20 Foreign Currency Transactions
- 3.21 Comparative Information
- 3.22 Consistency Other Operating Income
- 3.23 Events after the reporting
- 3.24 Share Capital
- 3.25 Leases
- 3.26 Accruals
- 3.27 Reallocation/Rearranged of Figures

3.01 Property, plant and equipment:

3.01.01 Recognition and measurement:

Property, plant and equipment are stated at cost less accumulated depreciation. Cost includes expenditures that are directly attributable to the acquisition of the assets. The cost of self constructed/installed assets includes the cost of materials, direct labor and any other costs directly attributable to bringing the assets to the working condition for its



intended use and the cost of dismantling and removing the items and restoring the site on which they are located. when parts of an item property, plant and equipment have different useful lives, they are accounted separate items (major components) of property, plant and equipment.

3.01.02 Subsequent costs:

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future benefit 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 recognized in profit or loss and other comprehensive income as incurred.

3.01.03 Depreciation:

Depreciation is recognized in Statement of Profit or Loss and other Comprehensive Income on diminishing balance method over the estimated useful lives of Property, Plant and Equipment. Depreciation is charged on Property, Plant and Equipment from the usable date i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management and no depreciation is charged in the month of disposal.

No depreciation is charged on land and capital work-in-progress. Depreciation is charged on all other fixed assets on a diminishing balance method. Depreciation of an assets is charged by the rates depending on the nature and estimated useful life of assets are given below:

<u>Non Current Assets</u>	<u>Rate of Depreciation</u>
1. Building & Other Civil Construction	5%
2. Plant & Machinery	7%
3. Furniture & Fixtures	10%
4. Office Equipment	10%
5. Electric Installation	10%
6. Gas Line Installation	10%
7. Telephone Line Installation	10%
8. Water Line Installation	10%
9. Fire Extinguisher	20%
10. Office Decoration	10%
11. Vehicle	20%
12. Motor Vehicle	20%
13. Factory Equipment	20%

Upon retirement of assets, the cost and related accumulated depreciation are eliminated from the accounts and resulting gain or loss is charged or credited to statement of profit or loss and other comprehensive income.

3.01.04 Non- Current asset held for Sales:

Non-current assets that are highly probable to be recovered primarily through sale rather than through continuing use are classified as held for sale. Immediately before classification as held for sale the assets are remeasured in accordance with the companies accounting policies. There after, the assets are generally measured at the lower of their carrying amount and fair value less costs to sell.

Impairment losses on initial classification as held for sale are recognized to revaluation reserve to the extent of revaluation surplus, in excess of revaluation surplus and subsequent gains or losses on remeasurement are recognized in the Statement of profit or loss. Gains are not recognized in excess of any cumulative impairment loss.

If criteria for an asset to be classified as held for sale are no longer met, then the asset or disposal company ceases to be held for sale.



In this case, the asset or disposal company should be valued at the lower of the carrying amount before the asset or disposal company was classified as held for sale (as adjusted for any subsequent depreciation, amortization, or revaluation) and its recoverable amount at the date of the decision not to sell.

3.02 Capital Work In Progress :

Property, plant and equipment under construction/acquisition is accounted for and measured at cost as capital work-in-progress until construction/acquisition is completed and it is ready for use.

The cost of capital work in progress comprises:

- 1) Purchase price includes import duties.
- 2) Any cost directly attributable to bringing the assets to be capable of operating in the manner intended by the Management.

The cost of capital working progress shall be recognized as property, plant and equipment when it is probable that the economic benefits associated with its intended use will follow to the entity as per paragraph 7 of IAS- 16 property, plant and equipment.

3.03 Impairment of Assets:

An impairment test is carried out by the Management at the end of each reporting year to ascertain whether there is any indication that an assets is impaired if any such indication exists, the impairment losses for an individual assets is measured and recognized in the financial statements in accordance with IAS-36 Impairment of asset.

3.04 Investment in Shares:

This investment in shares is initially recognized and measured at transaction costs that are directly attributable to the acquisition of the said financial asset. The management considered investment in shares as available for sale financial assets to present its subsequent changes in fair value through other comprehensive income in accordance with paragraph 5.7.5 of IFRS-9.

The cumulative gain or loss that was recognized in fair value adjustment reserve will be recognized in profit or loss when this investment will be sold.

3.05 Inventories:

3.05.01 Nature of inventories

Inventories comprise Raw Materials, Packing Materials, Consumable spares & Stores, Work-in -Process and Finished Goods etc.

3.05.02 Valuation of the inventories

Inventories are measured at lower of cost and net realizable value. The cost of inventories includes expenditure incurred in acquiring these inventories and bringing them to their existing location and condition in accordance with IAS-2

Category

Basis of Valuation

Finished Goods

Finished goods are valued at cost or NRV whichever is lower.

Raw materials

Raw materials are valued at weighted average method.

Work in Process

Work in process is valued at 100% cost of raw materials, 75% cost of labor and 50% cost of overhead.

Consumable stores

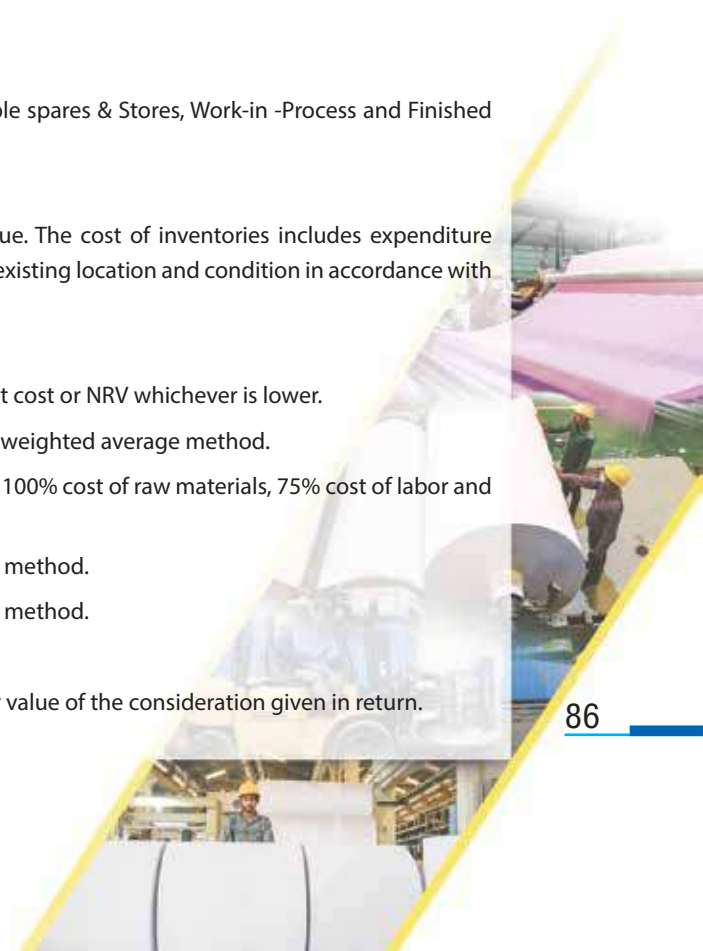
Based on weighted average method.

Packing materials

Based on weighted average method.

3.06 Trade and Other Receivables:

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





3.07 Advances, deposits and prepayments:

Advances are measured at cost. After recognition, advances are carried at cost less deductions, adjustments or charges to other account heads such as property, plant and equipment, inventory or expenses.

Deposits are measured at payment value.

Prepayments are initially measured at cost.

3.08 Cash and cash equivalents:

Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short term fixed deposits with banks.

3.09 Trade and other payable:

The company recognizes a financial liability when its contractual obligations arising from past events are certain and the settlement of which is expected to result in an outflow from the group of resources embodying economic benefits.

3.10 Other liabilities:

Other liabilities represents the amounts due to various parties for receiving services. These are initially recognize date cost which is the fair value.

3.11 Cash flows statement :

Statement of cash flows is prepared in accordance with IAS-7: Cash Flows Statement and the cash flows from operating activities have been presented under direct method.

3.12 Employee benefit schemes:

i) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus if the company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

ii) Workers' Profit Participation and Welfare Funds

The Company operates fund for workers as workers' profit participation and welfare fund ("the Fund") and provides 5% of its profit before tax as per provision of the Bangladesh Labour Act 2006. The Company recognises the contribution to the fund as short term employee benefits. The Fund is governed by Bangladesh Labour Act, 2006 as amended up 28 September 2015 and the trust deed.

3.13 Provisions, contingent liabilities and contingent assets:

i) Provisions

A provision is recognised in the statement of financial position when the Company has a legal or constructive obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate thereof can be made, Provisions are reviewed at the end of each reporting period and adjusted to reflect the Current best estimate, If it is no longer probable that an outflow of resources embodying economic benefits are required to settle the obligation, the provisions are reversed.

ii) Contingent liability

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company; or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or the amount of the obligation cannot be measured with sufficient reliability.



Contingent liabilities are not recognised in the statement of financial position of the Company. Moreover, contingencies arising from claims, litigations, assessments, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

iii) Contingent asset

Contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The company does not recognise contingent asset.

3.14 Finance income & finance costs:

3.14.01 Finance income:

Finance income comprises interest income of funds invested and is recognised as it accrues in profit or loss using the effective interest method.

3.14.02 Finance costs:

Finance costs comprise interest expense on borrowings and foreign exchange gain or loss. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

3.15 Non- Operating income:

Non- operating income includes interest income on delayed receipts from customers, gain/(loss) on sale of fixed assets and miscellaneous receipts. Other operating income is recognized as revenue income as and when realized.

3.16 Borrowing Cost:

Interest and other costs incurred by the company in connection with the borrowing of funds are recognized as expense in the period in which they are incurred, unless such borrowing cost progress that are capitalized as per IAS-23:

Other borrowing costs are recognized as an expense in the year in which its incurred as per paragraph 8 of IAS-23 Borrowing Cost.

3.17 Taxation:

3.17.01 Current Tax:

The Company are maintaining provision for taxation using rates enacted at the reporting date. The Company complies with the applicable tax laws in Bangladesh.

3.17.02 Deferred tax:

Deferred Tax liabilities are the amount of income taxes payable in future years in respect of taxable temporary differences. Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences arising between the carrying value of assets, liabilities, income and expenditure and their respective tax bases. Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantially enacted on the balance sheet date. The impact on the account of changes in the deferred tax assets or liabilities has been recognized in the Statement of Profit or Loss and Other Comprehensive Income as per IAS-12.

3.18 Revenue from contract with customers:

The Company recognises as revenue the amount that reflects the consideration to which the Company expects to be entitled in exchange for goods or services when (or as) it transfers control to the customer. To achieve that core principle follow IFRS 15 five-step model as follows:

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognise revenue when (or as) the entity satisfies a performance obligation;



Considering the five steps model, the Company recognises revenue when (or as) the Company satisfies a performance obligation by transferring a promised good to a customer. Goods are considered as transferred when (or as) the customer obtains control of that goods. Revenue from the sale of goods is measured at the fair value of consideration received or receivable, net of Value Added Tax (VAT). Gross turnover comprises local sales of Newsprint, M.G newsprint, Medium Paper and various Tissue paper and includes VAT paid to the Government of Bangladesh. Major portion of the sales revenue has been realized through banking channel except in a few cases.

The following table provides information about the nature and timing of the satisfaction of performance obligation in contracts with customers:

Types of Sale	Nature and timing of satisfaction of performance obligations, including significant payment terms	Revenue recognition under IFRS 15
Local Sales	Customers obtain control of products when goods are shipped out at factory gate. Invoices raised as per management approves price list are generated at that point in time. Invoices are usually paid in cash as advance before getting delivery of the goods.	Revenue is recognized when (or as) the entity satisfies a performance obligation by transferring the promised good or service to a customer.
Export Sales		

3.19 Earnings per share (EPS):

The company calculates its earnings per share in accordance with IAS-33: Earnings per Share which has been reported on the face of statement of profit or loss and other comprehensive income.

3.19.01 Basis of earning:

This represents Profit/(Loss) for the period attributable to ordinary shareholders. As there is no preference dividend or extra ordinary items, the net profit/(Loss) after tax for the period has been considered fully attributable to the ordinary shareholders.

3.19.02 Basic Earnings Per share:

This represents profit for the period attributable to ordinary shareholder. As there were no preference shares requiring returns or dividends, the net fully attributable to the ordinary shareholders.

3.20 Foreign Currency Transactions:

Transactions in foreign currencies are translated to Taka at the foreign exchange rates prevailing on the date of transaction. All monetary assets and liabilities denominated in foreign currencies at reporting date are translated to Taka at the rates of exchange prevailing on that date. Resulting exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognized in the statement of profit or loss and other comprehensive income as per IAS 21 The Effects of Changes in Foreign Exchange Rates.

Non-Monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of transactions.

3.21 Comparative Information:

Comparative information has been disclosed in respect of 30 June 2023 in accordance with IAS-1: Presentation of Financial Statements, for all numeric information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current periods financial statements. Prior year's figures have been rearranged wherever considered necessary to ensure comparability with the current year.

3.22 Consistency:

Unless otherwise stated, the accounting policies and methods of computation used in preparation of Financial Statements for the year are consistent with those policies and methods adopted in preparing the Financial Statements for the previous year.



3.23 Events after the reporting Period:

Events after the reporting period that provide additional information about the company's position at the date of Statement of financial position or those that indicate the going concern assumption is not appropriate are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes when material.

3.24 Share Capital:

Paid-up capital represents total amount contributed by the shareholders. Holders of ordinary shares are entitled to receive dividends as declared to time and are entitled to vote at shareholders meetings.

3.25 Leases:

The Company treated office rent as cancelable short-term leases of low-value assets. Currently the Company has short-term lease of low value assets. The company will not recognize right of use (ROU) assets and lease liabilities for short-term leases.

3.26 Accruals:

Accruals are liabilities to pay for goods or services that have been received or supplied but have not been paid, invoiced or formally agreed with the supplier, including amongst due to employees. Accruals are reported as part of trade and other payables.

3.27 Reallocation/Rearranged of Figures

The figures have been reallocated/rearranged between Liabilities for Other Finance (Note No. 23 & 40.03) and Directors' Current Account (Note No. 25 & 40.02). This adjustment follows the recent appointment of Mrs. Farhana Ferdous as a Director (Shareholder) of the Company on March 30, 2024, by the Board of Directors, with subsequent approval by the RJSC on September 10, 2024.

4.00 PROPERTY, PLANT & EQUIPMENT:

	30 June 2024	30 June 2023
	Taka	Taka
Balance as on 01 July (including revaluation)	1,333,750,909	1,299,421,275
Add: Addition during the year	128,975,140	34,329,634
Balance as on 30 June	1,462,726,049	1,333,750,909
Less: Accumulated depreciation	587,056,627	544,825,386
Written down value as on 30 June	875,669,422	788,925,523

- (a) Details of Group Wise Property, Plant & Equipment with cost, addition and adjustment during the year, depreciation and written down value are shown at Note-4.01
- (b) A Fixed Assets Register is being maintained but not with the level of detail required under IAS 16: Property, Plant, and Equipment. As the last revaluation was carried out in the financial year 2010-2011 by M/S G.K. Adjusters given the time elapsed since that revaluation, some transactions or information may be incomplete or outdated.



4.01 PROPERTY, PLANT & EQUIPMENT:

(Amount in Taka)

Particulars	C O S T			Rate of Dep.	D E P R E C I A T I O N			Written Down Value as on 30 June, 2024
	Balance as on 01 July 2023	Addition during the year	Balance as on 30 June 2024		Balance as on 01 July 2023	Charged during the year	Balance as on 30 June 2024	
At Cost								
Land & Land Development	43,933,392	96,570	44,029,962	0%	-	-	-	44,029,962
Building & Other Construction	183,233,208	15,817,394	199,050,602	5%	58,214,035	6,807,017	65,021,052	134,029,550
Plant & Machinery	567,559,955	94,095,237	661,655,192	7%	269,693,589	21,614,628	291,308,217	370,346,975
Furnitures & Fixtures	2,013,180	151,619	2,164,799	10%	808,185	132,157	940,342	1,224,457
Office Equipment	4,292,943	181,700	4,474,643	10%	2,360,592	208,588	2,569,180	1,905,463
Electric Installation	32,786,357	17,586,810	50,373,167	10%	15,326,004	2,701,067	18,027,071	32,346,096
Gas Line Installation	3,932,191	-	3,932,191	10%	3,169,433	76,276	3,245,709	686,482
Telephone Line Installation	132,263	-	132,263	10%	105,766	2,650	108,416	23,847
Water Line Installation	7,476,933	981,310	8,458,243	10%	4,915,544	317,159	5,232,703	3,225,540
Fire Extinguisher	111,870	-	111,870	20%	102,242	1,926	104,168	7,702
Office Decoration	1,967,029	-	1,967,029	10%	833,135	113,390	946,525	1,020,504
Vehicle Car	3,011,672	-	3,011,672	20%	2,596,381	83,058	2,679,439	332,233
Motor Vehicle	4,584,496	50,000	4,634,496	20%	3,020,305	312,838	3,333,143	1,301,353
Factory Equipment	1,653,900	14,500	1,668,400	20%	621,096	208,245	829,341	839,059
"A"	856,689,389	128,975,140	985,664,529		361,766,307	32,578,999	394,345,306	591,319,223
At Revaluation								
Land & Land Development	139,028,020	-	139,028,020	0%	-	-	-	139,028,020
Building & Other Construction	110,663,849	-	110,663,849	5%	50,865,522	2,989,916	53,855,438	56,808,411
Plant & Machinery	227,369,650	-	227,369,650	7%	132,193,556	6,662,327	138,855,883	88,513,767
"B"	477,061,519	-	477,061,519		183,059,078	9,652,243	192,711,321	284,350,198
Grand total as on 30 June 2024 (A+B)	1,333,750,908	128,975,140	1,462,726,048		544,825,385	42,231,242	587,056,627	875,669,422
As on 30 June 2023	1,299,421,275	34,329,634	1,333,750,909		503,926,000	40,899,386	544,825,386	788,925,523

Allocation of Depreciation :

Administrative Expenses
Factory Overhead

	30 June 2024 Taka	30 June 2023 Taka
Administrative Expenses	539,842	483,283
Factory Overhead	41,691,400	40,416,103
Taka =	42,231,242	40,899,386



	30 June 2024 Taka	30 June 2023 Taka
5.00 CAPITAL WORK-IN-PROGRESS:		
Capital Work-In-Progress	-	72,256,573
Balance as on 30 June	-	72,256,573

5.01 Capital Work-In-Progress:

Particulars	Opening Balance	Addition/ Transferred during the year	Capitalized during the year	Closing Balance
Plant & Machinery	72,256,573	-	72,256,573	-
Total	72,256,573	-	72,256,573	-

6.00 INVESTMENT IN SHARES:

6.01 Company wise investment position at market value are shown below:

Name of Company	No. of Shares	Cost Value as on 30 June 2024	Market Value as on 30 June 2024	Unrealized gain/(loss)
Beximco Pharma Ltd.	3,500	138,855	413,350	274,495
Brac Bank Ltd.	15,392	158,299	535,642	377,343
DESCO Ltd.	5,000	238,287	125,000	(113,287)
Dhaka Bank Ltd.	28,874	210,234	282,965	72,731
Exim Bank Ltd.	53,401	1,080,863	437,888	(642,975)
Grameenphone Ltd.	10,700	3,995,855	2,582,980	(1,412,875)
Islami Bank Bangladesh Ltd.	10,570	376,381	344,582	(31,799)
Jamuna Oil Company Ltd.	2,299	271,136	403,245	132,109
Lafarge Holcim Bangladesh Ltd.	10,000	805,409	634,000	(171,409)
Meghna Petroleum Ltd.	2,402	249,369	477,037	227,668
Mercantile Bank Ltd.	13,989	118,778	137,092	18,314
Mutual Trust Bank Ltd.	23,350	207,749	298,880	91,131
National Bank Ltd.	82,779	902,974	513,230	(389,744)
One Bank Ltd.	38,679	296,251	288,230	(8,021)
Premier Bank Ltd.	5,527	32,062	51,401	19,339
Shahjalal Islami Bank Ltd.	41,135	249,341	736,317	486,976
Square Pharma Ltd.	9,200	1,826,477	1,955,920	129,443
Standard Bank Ltd.	22,085	200,804	140,349	(60,455)
Titas Gas Ltd.	13,250	766,559	298,400	(468,159)
Total	392,132	12,125,683	10,656,508	(1,469,175)



	30 June 2024 Taka	30 June 2023 Taka
6.02 Gain/ (Loss) on Investment in Shares:		
Unrealized Gain/ (Loss) Closing	(1,469,175)	89,046
Less: Unrealized Gain/ (Loss) Opening	89,046	457,727
Add: Deferred tax Opening	8,905	-
Gain/ (Loss) on Investment in Shares during the year	(1,549,316)	(368,681)

7.00 INVENTORIES:

	Unit	Quantity				
		2023-2024	2022-2023			
Raw Materials	7.01	KG	1,184,149	1,236,834	93,461,252	93,594,007
Finished Goods	7.02	KG	1,418,363	1,442,226	180,664,204	176,804,879
Work-In-Process		KG	301,854	296,801	31,773,179	34,991,121
Consumable Spare & Store		PCS	15,534	21,883	8,406,277	5,141,071
Packing Materials		PCS	867,346	3,100,428	27,251,963	10,072,606
					341,556,875	320,603,684

7.01 Raw Materials

Wastage Paper	1,152,535	1,112,602	65,299,780	75,801,267
Chemicals Items	31,614	124,232	28,161,472	17,792,740
			93,461,252	93,594,007

7.02 Finished Goods

Newsprint Paper	771,552	755,773	76,103,408	64,240,730
Medium Paper	-	40,409	-	1,085,643
Khata	33,568	35,468	5,651,060	4,627,749
Tissue Papers	613,242	610,575	98,909,736	106,850,757
			180,664,204	176,804,879

- Value of raw materials, consumables spares parts and packing materials was made at weighted average method.
- Work in process is valued at 100% cost of raw materials, 75% cost of labor and 50% cost of overhead.
- Finished goods are valued at cost or NRV whichever is lower.
- Consumable store based on weighted average method.
- Packing materials based on weighted average method.
- Physical inventory was taken jointly by the representative of management and auditors at the year end.

8.00 TRADE RECEIVABLES:

Al-Madina Paper House	124,855	2,973,273
Anupam Traders	3,665,778	29,244
AR Trading	3,311,293	40,893
Absar Store	-	183,672



		30 June 2024 Taka	30 June 2023 Taka
Agrani Printing Press		1,960,122	1,740,122
Anik Traders		419,245	479,245
A. S. Enterprise		149,075	109,075
AG Paper House		300,000	481,435
Avoy Enterprise		4,879,011	2,484,038
Babul Store	8.04	41,115,949	41,615,949
Barcode Restaurant Group		514,874	47,426
Bhai Bhai Store		566,814	639,824
Bhai Bhai Traders		569,456	649,456
Bio Pharmaceutical Ltd.		-	100,968
Chandpur Paper House		436,760	159,228
CGT Tissue		630,638	645,638
Eastern Paper House		6,448,288	6,421,288
Epic Health Care		271,296	182,612
Fuluwang Limited		1,637,816	1,747,816
Garibe Newaj Traders		566,495	666,495
Habib Enterprise		269,692	2,205
Handi Restaurant		161,820	106,811
Hazarat Shahajan Shah Stationary House		130,869	430,335
Health Point Hospital		87,621	36,226
Hotel Zaman		90,000	100,412
Ibn Sina Hospital		148,457	147,029
Intimate Apparels Ltd.		540,878	76,496
Jogonnath Store		100,000	108,427
J M I Group		-	77,193
Mollah Store		-	722,272
M/S. Helal Enterprise		335,906	376,906
M/S. Nur Enterprise		-	988,271
M/S. Rafiq Library		1,050,853	1,300,853
M/S. Razzak Traders		143,667	163,667
M J Paper House		6,908,783	5,419,403
Molla Traders		996,127	199,707
New City Gold		280,011	440,153
Nur Nahar Traders		154,052	184,052
Oniruddho Trading		1,641,386	269,907
Oriental Paper House		-	111,440
Rapid Pack Limited		5,434,368	5,104,218
Robin Enterprise		597,183	533,257
Rubel & Sons		3,826,191	3,394,861



	30 June 2024 Taka	30 June 2023 Taka
Resimax Industries Ltd.	93,230	1,246,730
RM Trade International	3,221,447	3,771,947
Sajib Enterprise	2,730,226	3,380,826
Shahnaj Trading Corporation	407,052	182,793
Sikandar Para Banijik Songasta	2,054,736	924,814
S.K Traders	918,933	719,514
Sabbir Enterprise	142,342	202,342
Shapla Traders	-	111,667
Shohan Enterprise	8,264,094	1,536,800
Tanvir Enterprise	2,865,899	3,048,978
Transcom Food Ltd	-	162,862
Walton Hi-Tech Industries Ltd.	-	124,385
Other Receivables	67,307,076	88,801,193
	178,470,664	185,906,649

8.01 Ageing of Trade Receivables:

Below-30 Days	30,340,013	26,026,931
Within 31- 60 Days	35,694,133	37,181,330
Within 61 - 90 Days	24,985,893	26,026,931
Within 90 - 180 Days	21,416,480	22,308,798
Above 180 Days	66,034,145	74,362,660
	178,470,664	185,906,650

8.02 Trade Receivables are occurred in the ordinary course of business.

8.03 Trade Receivables are unsecured but considered good by the management.

8.04 Suits were filed against Babul Store to realize the outstanding balance amounting to Tk. 41,415,949 vide CR case No 172/22 to 182/22, dated on 10 January 2022 at the court of Chief metropolitan magistrate, chattogram. Now, the suits are under process for examination of witnesses against party, after completion of examination of the witnesses, the suits will be kept for argument by the Court.

9.00 ADVANCES, DEPOSITS & PREPAYMENTS:

Advance Against Income Tax (Note: 9.01)	42,335,631	38,847,674
Advance Against Salary & Wages (Note: 9.02)	450,207	196,207
Advance Against Expenditure (Note: 9.03)	23,147,788	26,446,878
Advance Against L/C (Note: 9.04)	40,179,099	38,735,814
Advance Against Purchase (Note: 9.05)	-	7,101,484
Deposits and Prepayments (Note: 9.06)	14,107,597	10,908,557
	120,220,322	122,236,614



		30 June 2024 Taka	30 June 2023 Taka
9.01	Advance Against Income Tax		
	Advance Income Tax Paid	14,780,922	11,686,440
	Advance Income Tax - Import	1,825,030	1,709,741
	Advance Income Tax - Export	465,119	482,661
	Advance Income Tax Deducted at Source	23,835,657	23,656,858
	Advance Income Tax Deducted at Source (Dividend Income)	1,428,905	1,311,974
		42,335,631	38,847,674
9.02	Advance Against Salary & Wages	450,207	196,207
9.03	Advance Against Expenditure		
	Anima Development Limited	-	7,785,549
	VAT Return	46,364	14,358
	Lanka Bangla Securities Ltd.	138,884	199
	City Brokerage Ltd.	127,169	127,619
	Bank Guarantee Margin	628,923	628,923
	Advances for spares parts and other materials	20,770,870	17,356,651
	Advance to Shah Jabed Ahmed (Ex. Executive Director)	1,435,578	533,579
		23,147,788	26,446,878
9.03.01	This represents advance to Anima Development Limited against purchase of office space for Dhaka Office which is yet to be registered.		
9.04	Advance Against L/C	40,179,099	38,735,814
9.05	Advance Against Purchase		
	Arif Traders	-	2,949,154
	Munna Enterprise	-	1,558,567
	Shah Godi Enterprise	-	2,593,763
		-	7,101,484
9.06	Deposits		
	Security Deposit (PBS-1)	3,321,100	3,321,100
	Security Deposit (BGSL) Boiler	4,875,831	3,375,831
	Security Deposit (BGSL) Generator	3,140,712	1,441,672
	Security Deposit (PDB)	25,200	25,200
	Security Deposit (GEP Holdings Ltd)	8,000	8,000
	Security Deposit (Grameenphone)	20,000	20,000



	30 June 2024 Taka	30 June 2023 Taka
Security Deposit (BTCL)	6,000	6,000
Security Deposit (CDBL)	300,000	300,000
Security Deposit- Bank Guarantee Against Gas Generator	257,040	257,040
Security Deposit- Bank Guarantee Against Boiler	1,043,250	1,043,250
Security Deposit Container Purpose	1,110,464	1,110,464
	14,107,597	10,908,557

The management considers that all the above advances, deposits and prepayments are either adjustable or recoverable in cash or in kind and that no provision against these are required at this stage.

10.00 CASH & CASH EQUIVALENTS:

Cash In Hand	1,273,644	16,466,002
Cash at Banks	5,689,894	2,054,025
Fixed Deposit With Banks	6,582,455	3,889,387
	13,545,993	22,409,414

Cash In Hand

At Head Office	1,233,644	16,426,002
At Dhaka Office	10,000	10,000
At Factory	30,000	30,000
	1,273,644	16,466,002

Cash at Banks

Bank	Br.	Account No.	TAKA	TAKA
Al Arafah Islami Bank PLC	Khulshi Br.	CD-2091020000689	-	8,323
Bangladesh Krishi Bank Ltd.	Agrabad Br.	CD-29030210014807	650	1,340
First Security Islami Bank PLC	Agrabad Br.	STD-010413100000463	57,487	57,311
Social Islami Bank PLC	Agrabad Br.	STD-41300458	350,782	81,180
Social Islami Bank PLC	Agrabad Br.	CD-0041330027978	870,109	21,074
Southeast Bank PLC	Pahartali Br.	CD-004111100007246	6,305	-
National Bank Ltd	Pahartali Br.	CD-005533008427/54103	207,058	-
Premier Bank PLC	Agrabad Br.	CD-010311100015243	281,601	222,442
Premier Bank PLC	CEPZ Br.	CD-016711100000103	-	90,001
Prime Bank PLC	Laldighi East Br.	CD-14511090025949/5816	13,253	-
Islami Bank Bangladesh PLC	Agrabad Br.	CD-20501030100588315	1,644,445	812,765
Mercantile Bank PLC	A.K Khan Br.	CD-117511121143947	3,739	-
Trust Bank Ltd.	CDA Avenue Br.	CD-00200210009922	102,708	9,653
Standard Bank PLC	Jubilee Road Br.	CD-01233005212	5,193	63,336
United Commercial Bank PLC	Pahartali Br.	CD-01000000078	137,405	140,717
Eastern Bank PLC	Agrabad Br.	CD-11071082755	183,374	787
Puballi Bank PLC	Pahartali Br.	CD-825901027548	1,436,213	371,267
Dutch Bangla Bank PLC	Agrabad Br.	CD-1021100040340	389,572	173,830
			5,689,894	2,054,025



				30 June 2024 Taka	30 June 2023 Taka
Fixed Deposit With Banks					
Particulars	Tenure	Purpose	Rate of Interest	Taka	Taka
Mercantile Bank PLC A.K Khan Branch A/C # 1410000495044	One Year	Guarantee	6%	404,915	391,884
Mercantile Bank PLC A.K Khan Branch A/C # 1410000538124	One Year	Guarantee	6%	509,924	493,515
Mercantile Bank PLC A.K Khan Branch A/C # 1410000443135	One Year	Guarantee	5%	818,950	792,597
Mercantile Bank PLC A.K Khan Branch A/C # 1410001438299	One Year	Guarantee	4.75%	2,528,000	-
Bangladesh Krishi Bank Ltd. Agrabad Branch A/C # 29030330045646	One Year	Guarantee	6%	247,853	235,401
Social Islami Bank PLC Agrabad Branch A/C # 0045330035138	One Year	Guarantee	9.5%	434,298	409,715
Puballi Bank PLC Pahartali Branch A/C # 0825104032609	One Year	Guarantee	6%	1,638,515	1,566,275
TOTAL				6,582,455	3,889,387

(a) Cash in hand balance was duly certified by the management.

(b) All bank balances were duly reconciled with bank statements of respective bank account.

11.00 SHARE CAPITAL:

11.01 Authorized:

50,000,000 Ordinary shares of Tk. 10.00 each.

500,000,000 500,000,000

11.02 Issued, Subscribed and Paid-up:

85,00,000 Ordinary shares of Tk. 10.00 each fully paid up in cash.

85,000,000 85,000,000

1,05,00,000 Ordinary shares of Tk. 10.00 each fully paid up other than cash.

105,000,000 105,000,000

190,000,000 190,000,000



30 June 2024
Taka

30 June 2023
Taka

11.03 The break up of share holdings as on 30 June 2024 :

Description	No. of Shares 30 June 2024	% of shares holding 30 June 2024	No. of Shares 30 June 2023	% of shares holding 30 June 2023
Sponsors & Directors	9,082,130	47.80	8,439,330	44.42
Institution and General Public	9,917,870	52.20	10,560,670	55.58
Total	19,000,000	100	19,000,000	100

11.04 Number of shareholders & their share holdings in percentage are as follows:

Range of Holdings	No. of Shareholders		No. of Shares		Holding %	
	30 June 2024	30 June 2023	30 June 2024	30 June 2023	30 June 2024	30 June 2023
Less than 500 shares	2,233	2,441	419,494	460,644	2.21	2.42
501 to 5,000 Shares	1,751	1,725	3,101,157	3,109,019	16.32	16.36
5,001 to 10,000 Shares	247	210	1,789,440	1,547,282	9.42	8.14
10,001 to 20,000 Shares	111	92	1,551,821	1,287,713	8.17	6.78
20,001 to 30,000 Shares	36	28	873,365	675,138	4.60	3.55
30,001 to 40,000 Shares	8	8	281,594	285,360	1.48	1.50
40,001 to 50,000 Shares	5	15	223,897	671,897	1.18	3.54
50,001 to 100,000 Shares	15	13	899,270	778,011	4.73	4.09
100,001 to 1,000,000 Shares	15	15	6,826,630	7,151,604	35.93	37.69
Over 1,000,000 Shares	2	2	3,033,332	3,033,332	15.96	15.96
Total	4,423	4,549	19,000,000	19,000,000	100	100

11.05 Market price of Shares:

The shares of the company are listed with Dhaka Stock Exchange PLC & Chittagong Stock Exchange PLC and quoted at Tk. 57.30 per share on 30 June 2024 (Face value Tk. 10.00) and Tk. 55.60 per share on 30 June 2024 (Face value Tk. 10.00) respectively.

12.00 DIVIDEND EQUALIZATION RESERVE:

Dividend Equalization Reserve is made-up as follows:

Balance as on 01 July	11,237,712	12,258,779
Less: Dividend declared for the year 2021-2022 approved in the AGM	-	1,021,067
Balance as on 30 June	11,237,712	11,237,712

Dividend equalization reserve was created in the earlier year(s) with the concurrence of Board of Directors. The objective of this reserve is to pay dividend to shareholders during bad time of the company.



	30 June 2024 Taka	30 June 2023 Taka
13.00 REVALUATION RESERVE:		
A revaluation of Land , Buildings and Plant and Machinery has been made during the financial year 2010-2011 by M/S. G. K. Adjusters, a professional valuer and the surplus amount of these assets were transferred to Revaluation Reserve Account. Breakup of such surplus is as follows:		
Land and land development	139,028,020	139,028,020
Factory Building & Other Civil Constructions	110,663,849	110,663,849
Plant & Machinery	227,369,650	227,369,650
	477,061,519	477,061,519
Less: Depreciation on Revalued Assets till 30.06.2024 (Note-4.01)	192,711,321	183,059,078
	284,350,198	294,002,440
Less : Adjustments for Deferred Tax @15%	42,652,530	44,100,366
Balance as on 30 June	241,697,668	249,902,074
Revaluation Reserve relates to the revaluation of Property, Plant & Equipment.		
i) Effective date of valuation 18 April, 2011		
ii) Initial reserve of revaluation amount of Tk. 477,061,519		
14.00 RETAINED EARNINGS:		
Balance as on 01 July	13,387,862	(13,836,066)
Less: Dividend declared for the year 2022-2023 as approved in the AGM	3,800,000	-
	9,587,862	(13,836,066)
Add: Net profit/(loss) after tax	780,707	16,912,856
	10,368,569	3,076,790
Add: Revaluation Surplus Realized (Note-4.01)	9,652,243	10,311,072
Balance as on 30 June	20,020,812	13,387,862
15.00 UNSECURED LOAN:		
Mr. Mohammed Abdullah, Ex-Chairman	19,448,060	19,448,060
Mrs. Hosne Ara Begum, Director	3,800,000	3,800,000
Mr. Md. Golam Haider, Ex-Vice Chairman	7,457,975	7,457,975
Mr. Md. Golam Kibria, Managing Director	13,114,175	13,114,175
Mr. Md. Golam Morshed, Deputy Managing Director	4,707,475	4,707,475
Mr. Md. Golam Mostofa, Ex-Managing Director	4,464,830	4,464,830
Mr. Md. Golam Rasul Muktadir, Chairman	4,707,475	4,707,475
	57,699,990	57,699,990

The above loans from directors are interest free.



	30 June 2024 Taka	30 June 2023 Taka
16.00 LONG TERM LOAN:		
Loan Under Tissue Projects	441,146,934	445,714,827
Bai Muazzal Term loan	21,518,693	34,083,000
Term Loan	6,769,901	9,144,647
	469,435,528	488,942,474
16.01 LONG TERM LOAN-MATURITY ANALYSIS:		
Due within the period- Current Portion	117,982,208	82,931,334
Due after more than the period- Non-Current Portion	545,453,320	406,011,140
	663,435,528	488,942,474

16.02 TERMS OF LONG TERM LOAN:

Lenders:

The company entered into a secured long term loan agreement with Social Islami Bank PLC, Agrabad Branch, Chattogram.

Total Long Term Loan Facilities:

Total disbursement amount was Tk. 311,176,404 against sanction amount of total long term loan Tk. 432,634,000.

Rate of Interest:

Interest rate is 15.50% per annum subject to change as per decision of the management of the Bank and variable depending on the situation of money market. The company currently enjoying the loan @ 15.50% interest.

Disbursement:

The disbursement of Hire Purchase under Shirkatul Melk (HPSM) Commercial Loan was made on November 24, 2015 for Balancing, Modernization, Replacement and Expansion (BMRE) of existing unit and Tissue Unit on January 01, 2017 and May 17, 2017 respectively.

Repayments:

This secured long term loan is repayable in 66 (Sixty Six) months.

Securities:

- i. Hypothecation of machineries and stock.
- ii. Total 697.13 decimal land has been placed as prime securities against the loan.
- iii. Creation of charge with RJSC.
- iv. Personal Guarantee of Directors

Purpose:

The loan has been taken for business expansion of existing project and establishment of Tissue Project.



	30 June 2024 Taka	30 June 2023 Taka
17.00 DEFERRED TAX LIABILITY:		
Balance as on 01 July	50,300,617	58,518,041
Deferred Tax (Income)/ Expenses for the year (Note-17.01)	52,395	(8,180,556)
Investment in shares (Note-17.02)	(155,823)	(36,868)
	50,197,189	50,300,617
Add: Deferred Tax for Revaluation Surplus (Note-13.00)	42,652,530	44,100,366
Balance as on 30 June	92,849,719	94,400,983

This represents provision made for deferred income tax to pay future income tax liability for temporary differences of Property, plant and equipment value. Calculation of Deferred Tax Liability as on 30.06.2024 has been shown at **Note-17.01 & 17.02.**

17.01 Deferred Tax Liability on Property, Plant and Equipment

(a) Carrying Amount of Property, Plant and Equipment less revaluation and land value) as on 30 June	547,289,261	450,989,690
(b) Tax Based Property, Plant and Equipment	295,568,727	199,531,128
(c) Net Taxable Temporary Differences (a-b)	251,720,534	251,458,562
(d) Deferred Tax liability at effective Tax Rate 20%	50,344,107	50,291,712
(e) Deferred Tax expense/(income) on Net Taxable Temporary differences	(52,395)	(8,180,556)

Carrying amount of Property, Plant & Equipment represents net written down value of assets as on 30.06.2024

17.02 Deferred Tax Liability on Investment in Shares

(a) Market value of Investment in Shares as on 30 June	10,656,508	12,214,729
(b) Cost value of Investment in Shares as 30 June	12,125,683	12,125,683
(c) Net Taxable Temporary Differences (a-b)	(1,469,175)	89,046
(d) Deferred Tax liability at effective Tax Rate 10%	(146,918)	8,905
(e) Deferred Tax expense/(income) on Net Taxable Temporary differences	155,823	(36,868)

18.00 SHORT TERM LOAN AND OVERDRAFT:

Social Islami Bank PLC, Agrabad Branch- Bai Muazzal Commercial	-	160,872,236
Mercantile Bank PLC. A.K Khan Branch-Cash Credit (CC) Hypo A/C:117577521729167	38,603,803	39,292,941
Biam Wes Bills, MBE & LATR Loan from Social Islami Bank PLC	-	14,648,701
National Bank Ltd, Pahartali Branch- CD A/C-005533008427/54103	-	91,207
Prime Bank PLC, Laldighi East Branch, CD A/C -14511090025949 /5816	-	67,385
Other Short Term Loan	735,295	1,381,795
	39,339,098	216,354,265

18.01 Short Term Borrowing:

Short term loan and overdraft	18.00	39,339,098	216,354,265
Long term loan-current portion	16.01	117,982,208	82,931,334
Total		157,321,306	299,285,599



- (a) Bai-Muazzal (Commercial Trading)-CC Loan was sanctioned by the Social Islami Bank PLC, Agrabad Branch on the date of 5th May, 2015. It is renewable.
- (b) Cash Credit (Hypo) was sanctioned by the Mercantile Bank PLC, A. K Khan Moor Branch on the date of 28th May 2017. It is renewable.
- (c) Limit of Bai-Muazzal (Commercial Trading)-CC A/C: 0041330027978 Loan was Tk. 13 (Thirteen) crore.
- (d) Limit of Cash Credit (CC) Hypo A/C:117577521729167 was Tk. 04 (Four) crore.
- (e) Mercantile Bank PLC Loan bears interest @ 14.50% p.a.
- (f) Land, Building and Machinery has been placed as prime securities against the Loans.
- (g) Personal Guarantee of Directors.
- (h) Total 135.55 decimal land has been placed as prime securities against Mercantile Bank PLC.

	30 June 2024 Taka	30 June 2023 Taka
19.00 LIABILITY FOR EXPENSES:		
Audit Fee	407,750	411,750
Directors Remuneration	1,484,800	1,492,800
Electricity Bill	6,624,046	6,567,971
Gas Bill	26,678,662	14,135,791
Gas Bill-Factory Canteen	17,380	19,306
Gas Bill-Head Office	2,359	1,124
Fooding Expenses-Head Office	-	120,649
Office Rent	725,000	825,000
Overtime	2,645,752	2,251,473
Salaries & Allowances-Dhaka Office	93,500	95,500
Salaries & Allowances-Head Office	713,485	951,882
Salaries & Allowances-Factory	1,307,338	977,527
Wages & Allowances	4,206,150	4,540,849
Salaries & Allowances-Sales & Marketing	3,440,401	3,371,707
Fooding Expenses	157,516	469,952
Conveyance	38,949	450,150
	48,543,088	36,683,431



	30 June 2024 Taka	30 June 2023 Taka
20.00 WORKERS PROFIT PARTICIPATION & WELFARE FUND:		
Balance as on 01 July	1,915,255	1,126,585
Add: Provision made during the year	360,479	788,670
	2,275,734	1,915,255
Less: Payment made during the year	-	-
Balance as on 30 June	2,275,734	1,915,255
21.00 TRADE PAYABLES:		
Abul Khair Steel Melting Ltd.	954,690	969,690
Al Raji Chemical	1,135,275	662,875
Anjum Traders	3,868,230	3,862,003
Azad Engineering Workshop	591,850	535,350
Baizid Newsprint Mills Ltd	-	127,726
Cartoon Nirman Ltd.	1,208,442	2,558,442
City Lub Oil Industries Ltd.	-	261,869
Emu Enterprise	295,601	433,852
Gentech Energy	-	190,197
Hossain Box Industries	2,089,888	1,882,013
International Bearing Center	183,093	314,133
Islam & Brothers	2,244,911	1,343,382
Khaja Polythene Mart	26,846	56,165
Mamun Hardware Store	832,965	854,259
M/s. Dohar Chemicals	3,946,115	3,134,615
Noor Hardware Mart	-	49,091
Organic Bangladesh Corporation	-	161,560
Sakib Enterprise	-	130,670
Shah Amanat Enterprise	-	722,224
Sion Enterprise	-	17,520
S.R Packaging	5,672,635	7,441,198
Say Automation & Engineering	-	100,000
Taslima Enterprise	2,886,412	313,543
Unimax Chemicals	2,863,300	2,484,300
United Trading Agency	2,225,597	1,330,212
	31,025,850	29,936,889



	30 June 2024 Taka	30 June 2023 Taka
22.00 CURRENT TAX LIABILITIES:		
Balance as on 01 July	25,481,102	18,440,000
Provision during the year:	6,376,471	7,041,101
Against previous year	-	-
	31,857,573	25,481,102
Less: Adjusted with advance income tax	-	-
Balance as on 30 June	31,857,573	25,481,102
22.01 Computation of Provision for Income Tax:		
22.01.1 Net Profit before Tax	7,209,572	15,773,401
Less: Other income to be considered separately		
Dividend Income	584,664	639,737
Interest on FDR	242,103	228,600
Miscellaneous Income	898,058	1,774,357
	5,484,747	13,130,707
Add: Accounting depreciation	42,231,242	40,899,386
	47,715,989	54,030,093
Add: Inadmissible expenses		
Entertainment expenses	-	681,688
	47,715,989	54,711,781
Less: Tax depreciation U/S 50 of ITA 2023	32,840,970	22,170,125
Taxable Business Income/(loss)	14,875,019	32,541,656
Add: Other income to be considered separately		
Dividend Income	584,664	639,737
Interest on FDR	242,103	228,600
Miscellaneous Income	898,058	1,774,357
Total taxable business Income/(loss)	1,724,825	2,642,694
Current tax @ 20%	3,319,969	7,036,870
22.01.2 Minimum Tax:		
Revenue	1,005,250,917 @ 0.60%	6,031,506
Non-Operating Income	1,724,825 @ 20%	344,965
Income tax provision during the year		6,376,471

Compared with tax on business income and minimum tax higher one has been provided U/S 163.



	30 June 2024 Taka	30 June 2023 Taka
23.00 LIABILITIES FOR OTHER FINANCE:		
I.T. Deducted at Source	855,200	534,821
VAT Deducted at Source	216,358	213,994
Loan From Farhana Tarannum*	24,300,000	24,300,000
	25,371,558	25,048,815
** The above loans are interest free.		
24.00 UNCLAIMED DIVIDEND:		
Balance as on 1st July	3,082,193	3,010,168
Add: Dividend declared for the year 2022-2023 approved in the AGM	3,800,000	939,840
	6,882,193	3,950,008
Less: Unclaimed dividend paid to CMSF till 2017-2018	1,891,525	-
	4,990,668	3,950,008
Less: Dividend Paid during the year	3,457,872	867,815
Balance as on 30 June	1,532,796	3,082,193
24.01 Year wise Unclaimed Dividend:		
2004-2005 to 2016-2017	-	2,490,152
2017-2018	-	305,650
2014-2015 to 2018-2019	999,979	95,700
2019-2020	82,650	82,650
2020-2021	36,016	36,016
2021-2022	72,024	72,024
2022-2023	342,128	-
	1,532,796	3,082,193
25.00 DIRECTORS CURRENT ACCOUNT:		
Mr. Mohammed Abdullah, Ex-Chairman	20,800,000	20,800,000
Mr. Md. Golam Kibria, Managing Director	10,934,787	10,050,000
Mr. Md. Golam Mostofa, Ex-Managing Director	3,500,000	3,500,000
Mr. Md Golam Haider, Ex-Vice Chairman	4,500,000	4,500,000
Mr. Md. Golam Morshed, Deputy Managing Director	8,448,066	7,300,000
Mr. Md. Golam Rasul Muktadir, Chairman	9,318,980	7,250,000
Mrs. Farhana Ferdous-Director	27,200,000	27,000,000
	84,701,833	80,400,000

Note 3.27

These balances represent short term financial arrangement availed from directors as and when required to met working capital. All transactions were made through account payee cheques. The above loan are interest free.



	2023 - 2024 Taka	2022 - 2023 Taka
26.00 REVENUE FROM CONTRACTS WITH CUSTOMERS:		
Newsprint Paper	622,437,089	643,854,038
M.G. Newsprint	292,489,636	299,585,220
M.G. Newsprint - Export	2,954,441	4,322,302
Tissue Paper	98,844,225	138,921,557
Khata	4,390,789	14,151,388
Gross Revenue	1,021,116,180	1,100,834,505
Less: Value Added Tax (VAT)	15,865,263	15,407,394
Net Revenue	1,005,250,917	1,085,427,111
27.00 COST OF SALES:		
Opening Stock of Raw Materials & Chemicals	93,594,007	60,039,218
Add: Purchased during the year	532,339,535	717,281,842
	625,933,542	777,321,060
Less: Closing Stock of Raw Materials & Chemicals	93,461,252	93,594,007
Raw Materials Consumed	532,472,290	683,727,053
Add: Factory overhead:	328,219,479	277,214,810
Add: Opening Work-in-Process	34,991,121	51,618,780
Less: Closing Work-in-Process	31,773,178	34,991,121
Cost of Production	863,909,712	977,569,522
Add: Opening Stock of Finished Goods	176,804,879	147,219,143
Less: Closing Stock of Finished Goods	180,664,204	176,804,879
Cost of Sales	860,050,387	947,983,786
27.01 Purchased of Raw Materials during the year:		
Local Raw Materials	492,874,829	651,254,230
Imported Raw Materials	39,464,706	66,027,612
	532,339,535	717,281,842



		2023 - 2024 Taka	2022 - 2023 Taka
27.02	Factory Overhead:		
	Salaries, Wages and Allowances	55,479,756	56,027,381
	Carriage Inward	3,630,250	729,440
	Gas Bill	108,683,550	83,698,369
	Electric Bill	70,069,256	52,413,041
	Consumable Spare & Store	9,370,947	8,206,748
	Packing Material Consumed	14,488,889	9,191,558
	Factory Maintenance	13,623,609	15,428,688
	Loading Unloading Charge	358,676	267,006
	Cutting Expense	7,760,502	8,235,566
	Mobile bill	151,560	60,250
	Fuel bill	560,388	504,083
	Medical & Medicine	160,609	295,486
	Gas Generator Upkeep	292,570	64,100
	Boiler Upkeep	175,000	339,500
	Insurance Premium	398,889	410,637
	Canteen Expenses	346,490	287,824
	Gas Bill- Canteen	142,817	154,234
	Tea, Tiffin Expenses	834,321	484,796
	Depreciation	41,691,400	40,416,103
	Note: 4.01	41,691,400	40,416,103
		328,219,479	277,214,810
28.00	ADMINISTRATIVE EXPENSES:		
	Director Remuneration	3,600,000	3,600,000
	Salaries & Allowances	10,694,360	11,221,373
	Office Rent	360,000	360,000
	Telephone & Mobile Bill	236,102	216,370
	Entertainment	323,275	1,017,156
	Tiffin and Refreshment	318,796	214,512
	Travelling Expenses	1,308,226	1,044,905
	Dhaka Office Expenses	109,940	91,868
	Canteen Expenses	22,840	75,950
	Postage & Courier	47,480	49,868
	Forms, Stamp & Legal Documents	15,730	21,575
	Fees, Renewal & Subscription	980,385	450,650
	Printing & Stationery	96,270	123,396



	2023 - 2024 Taka	2022 - 2023 Taka
Gas Bill-Head Office	13,866	12,938
Meeting Expenses	442,535	283,433
Meeting Attendance Fees	718,400	638,800
Office Maintenance	767,605	804,707
Internet Bill	178,300	117,450
Audit Fee	448,500	468,500
Legal & Professional Fee	56,500	547,500
Annual Subscription Fee of CDBL	56,000	56,000
Annual Subscription Fee of CSE, DSE	190,000	190,000
Electric Bill- Head Office	310,000	263,202
Electric Bill- Dhaka Office	68,311	20,072
Fuel Bill	267,310	350,860
Vehicle Upkeep	513,520	423,407
Website Expenses	47,338	20,000
Rent, Rates & Taxes	120	72,074
Share Demat, Remat & Transfer Fees	1,400	-
Depreciation	539,842	483,283
	Note: 4.01	
	22,732,951	23,239,850

28.01 Key Management Personnel Compensation:

In accordance with the Para 17 of IAS-24 related party disclosure:

Short term employee benefits	3,600,000	3,600,000
Long term employee benefits	-	-
Post employee benefits	-	-
Termination benefits	-	-
Share -based payments expenses	-	-
Total	3,600,000	3,600,000

- (a) The above short term employee benefits includes remuneration amounting to Tk. 24,00,000 paid to The Managing Director, Tk. 12,00,000 paid to The Dupty Managing Director.
- (b) No remuneration is paid to any other director of the board other than meeting attendance fees which has been separately reported.
- (c) No amount was spent by the company for compensating any other member of the Board of Directors for special services rendered.
- (d) In addition to remuneration, Managing Directors avail company vehicles for transportation purposes. These key management personnel are not entitled to any other benefits. No amount is lying as receivable from the directors.



	2023 - 2024 Taka	2022 - 2023 Taka
29.00 SELLING & DISTRIBUTION EXPENSES:		
Sales Promotion Expenses	639,610	1,361,315
Sales Commission	383,950	-
Salaries & Allowances	15,945,103	18,530,673
Conveyance	2,659,839	1,890,611
Carriage Outward	30,694,550	21,398,677
C&F Bill-Export	18,916	92,390
Mobile bill	782,434	757,170
Entertainment	1,500,067	1,309,164
Advertisement	1,200,252	396,662
	53,824,721	45,736,663
30.00 FINANCIAL EXPENSES:		
Bank Charges	489,325	499,846
Bank Guarantee Commission	184,901	530,581
Interest Expenses on Cash Credit	10,396,389	17,816,129
Interest Expenses on Short Term Loan	756,002	1,658,491
Interest Expenses on Long Term Loan	48,426,151	29,402,355
Loan Processing Fee	-	99,800
Interest Expenses on UPAS Loan	2,352,769	4,540,233
Foreign currency exchange (gain)/loss	192,095	-
	62,797,632	54,547,435
30.01 Foreign currency exchange (gain)/loss		
Realized foreign currency transaction (gain)/loss	187,025	-
Unrealized foreign currency translation (gain)/loss	5,070	-
	192,095	-
Foreign currency transaction (gain)/loss		
This represents net gain on transaction in foreign currency during the year		
Foreign currency translation (gain)/loss		
This represents net gain on translation of foreign currencies into Bangladeshi Taka at the rate prevailing on reporting date.		

Note-30.01



	2023 - 2024 Taka	2022 - 2023 Taka
31.00 NON-OPERATING INCOME:		
Dividend Income	584,664	639,737
Interest Income	242,103	228,600
Miscellaneous Income	898,058	1,774,357
	1,724,825	2,642,694
32.00 DEFERRED TAX EXPENSES:		
(a) Deferred Tax Liability on 30 June	50,353,012	50,337,486
(b) Deferred Tax Liability on 01 July	50,300,618	58,518,042
Deferred Tax Expenses for the year (a-b)	52,394.00	(8,180,556)
33.00 EARNINGS PER SHARE:		
Calculation is shown below:		
<u>Net Profit After Tax</u>	780,707	16,912,856
Number of shares outstanding	19,000,000	19,000,000
EPS (per value of Tk. 10)	0.04	0.89
Earnings Per Share (EPS) of the Company has been decreased significantly compared to the previous year due to decrease of sales revenue and increase of selling & distribution expenses and financial expenses.		
34.00 NET ASSET VALUE PER SHARE WITH REVALUATION:		
Calculation is shown below:		
<u>Net Asset with Revaluation</u>	461,487,017	464,607,790
Number of shares outstanding	19,000,000	19,000,000
Net asset value per share (per value of Tk. 10)	24.29	24.45
35.00 NET ASSET VALUE PER SHARE WITHOUT REVALUATION:		
Calculation is shown below:		
<u>Net Asset without revaluation</u>	219,789,349	214,705,715
Number of shares outstanding	19,000,000	19,000,000
Net asset value per share (per value of Tk. 10)	11.57	11.30
36.00 NET OPERATING CASH FLOWS PER SHARE:		
Calculation is shown below:		
Net cash flows from operation	135,942,388	88,061,586
Number of shares outstanding	19,000,000	19,000,000
Net operating cash flows by per share (per value of Tk. 10)	7.15	4.63

Net Operating Cash Flows Per Share (NOCFPS) of the Company has been increased significantly compared to the previous year due to increase of cash collection from customers and decrease of payment to suppliers against material and expenses.



37.00 Number of Employees:

The total employees of the company as on 30 June 2024 stood at 434 nos. comprising Head office staff 79 nos, Factory office staff 20 nos, Security 21 nos, Driver and helper 02 nos, Permanent worker 89 nos and Temporary worker 223 nos.

Number of employees whose monthly salary was below Tk. 3,000	-	-
Number of employees whose monthly salary was above Tk. 3,000	434	408

38.00 RISK MANAGERMENTS

International Financial Reporting Standard IFRS-7 Financial Instruments: Disclosures - requires of disclosure of Information relating to both recognized and unrecognized financial instruments, their significance and performance, accounting policies, terms and conditions, net fair values and risk information - the Company's policies for controlling risk and exposures.

The management has overall responsibility for the establishment and oversight of the company's risk management framework. The company's risk management policies are established to identify and analyze the risk faced by the company to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies, procedures and systems are reviewed regularly to reflect changes in market conditions and the company's activities. The company has exposure to the following risks from its use of financial instruments.

- a) **Credit Risk**
- b) **Liquidity Risk**
- c) **Market Risk**

38.01 a) Credit Risk:

Credit risk is the risk of a financial loss to the company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivable from Trade Receivables. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. In monitoring credit risk, Trade Receivables are grouped according to their risk profiles, i.e. their legal status, financial condition ageing etc. Trade receivable are related to sale of News Print Paper, M.G News print, Medium Paper and Tissues paper.

Maximum exposure to credit risk of the company at reporting date are as follows:

	2023-2024 Taka	2022-2023 Taka
a) Exposure of Credit risk:		
Trade receivables	178,470,664	185,906,649
Advance, Deposit and Prepayments (excluding Deposit & Prepayments.)	106,112,725	111,328,057
Bank Balances	13,545,993	22,409,414
	298,129,382	319,644,120
b) Ageing of Trade Receivables are as follows:		
Below-30 Days	30,340,013	26,026,931
Within 31-60 Days	35,694,133	37,181,330
Within 61-90 Days	24,985,893	26,026,931
Within 90 - 180 Days	21,416,480	22,308,798
Above 180 Days	66,034,145	74,362,660
	178,470,664	185,906,650



38.02 b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or other financial assets. The Company's approach to manage liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Typically, the Company ensures that it has sufficient cash and cash equivalents to meet expected operational expenses, including financial obligations through preparation of the cash flow forecast, based on time line of payment of financial obligations and accordingly arrange for sufficient liquidity/fund to make the expected payments within due dates. Moreover, the Company has short term credit facilities with scheduled commercial banks to ensure payment of obligation in the event that there is insufficient cash to make the required payment. The requirement is determined in advance through cash flow projections and credit lines with banks are negotiated accordingly.

38.02.01 Exposure to Liquidity risk

The followings are the contractual maturities of financial liabilities:

Non-derivative financial liabilities	Carrying amount	Within 12 month	More than 12 month	Total
Unsecured Loan	57,699,990	-	57,699,990	57,699,990
Long Term Loan	663,200,101	117,935,122	545,264,978	663,200,101
Short Term Loan & Overdraft	39,339,098	39,339,098	-	39,339,098
Liability for Expenses	48,543,088	48,543,088	-	48,543,088
Workers Profit Participation and Welfare Fund	2,275,565	2,275,565	-	2,275,565
Trade Payables	31,025,850	31,025,850	-	31,025,850
Current Tax Liabilities	21,653,273	21,653,273	-	21,653,273
Liabilities for Other Finance	52,571,558	52,571,558	-	52,571,558
Unclaimed Dividend	1,532,796	1,532,796	-	1,532,796
Directors Current Account	57,501,833	57,501,833	-	57,501,833
Total	975,343,152	372,378,183	602,964,969	975,343,152

38.03 c) Market Risk:

Market risk is the risk that changes in market prices such as foreign exchange rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

i) Currency Risk

The company is not exposed to foreign currency risk .

ii) Interest Rate Risk:

Interest Rate Risk is the risk that arises from the changes in interest rates on borrowings. The company's Local Loans are not significantly affected by fluctuations in interest rates. The company has not entered in to any type of derivative instrument in order to hedge interest rate risk as at the reporting date.



39.00 CAPACITY UTILIZATION:

Particulars	2023-2024	2022-2023
Installed Capacity (in M.T)	13500	13500
Actual Production (in M.T)	6781	6770
% of Capacity Utilization	50.23%	50.15%

Installed capacity could not be utilized due to following reason(s):

- (i) Load shedding and deficiency of electricity supply
- (ii) Break down of Production Machinery
- (iii) Break down of generator as well as boiler
- (iv) Schedule maintenance of running plant etc.

40.00 RELATED PARTY TRANSACTION:

Name of the Parties	Relationship	Nature of Transactions	Balance as on 01 July 2023	Transaction during the year	Outstanding as on 30 June 2024
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40.01 UNSECURED LOAN:

Mr. Mohammed Abdullah	Ex-Chairman	Loan Received	19,448,060	-	19,448,060
Mrs. Hosne Ara Begum	Director	Loan Received	3,800,000	-	3,800,000
Mr. Md. Golam Haider	Ex-Vice Chairman	Loan Received	7,457,975	-	7,457,975
Mr. Md. Golam Rasul Muktadir	Chairman	Loan Received	4,707,475	-	4,707,475
Mr. Md. Golam Kibria	Managing Director	Loan Received	13,114,175	-	13,114,175
Mr. Md. Golam Morshed	Deputy Managing Director	Loan Received	4,707,475	-	4,707,475
Mr. Md. Golam Mostofa	Ex. Managing Director	Loan Received	4,464,830	-	4,464,830
Total			57,699,990	-	57,699,990

40.02 DIRECTORS CURRENT ACCOUNT:

Mr. Mohammed Abdullah	Ex-Chairman	Loan Received	20,800,000	-	20,800,000
Mr. Md Golam Haider	Ex-Vice Chairman	Loan Received	4,500,000	-	4,500,000
Mr. Md. Golam Rasul Muktadir	Chairman	Loan Received	7,250,000	2,068,980	9,318,980
Mr. Md. Golam Kibria	Managing Director	Loan Received	10,050,000	884,787	10,934,787
Mr. Md. Golam Morshed	Deputy Managing Director	Loan Received	7,300,000	1,148,066	8,448,066
Mr. Md. Golam Mostofa	Ex. Managing Director	Loan Received	3,500,000	-	3,500,000
Mrs. Farhana Ferdous	Director	Loan Received	27,000,000	200,000	27,200,000
Total			80,400,000	4,301,833	84,701,833

40.03 LIABILITIES FOR OTHER FINANCE:

Mrs. Farhana Tarannum	Close Family Member	Loan Received	24,300,000	-	24,300,000
Total			24,300,000	-	24,300,000



41.00 CONTRIBUTION TO WORKERS PROFIT PARTICIPATION FUND:

This represents 5% (five percent) of net profit before tax after charging the contribution as per provision of the Labor Act, 2006 as amended in 2018 and is payable to workers as defined in the said Act. The interest attributable to the investment portion will be recognized and paid on a cash basis at the time of payment.

42.00 CASH FLOWS FROM OPERATING ACTIVITIES UNDER INDIRECT METHOD:

	2023-2024 Taka	2022-2023 Taka
Profit after Provision for Income Tax	780,707	16,912,856
Adjustment to Reconcile Profit before Tax provided by operating activities:		
Add : Depreciation	42,231,242	40,899,386
Add: Provision for Deferred Tax Expenses	52,394	(8,180,556)
Add: Financial Expenses	51,645,241	54,547,435
Add: Workers Profit Participation and Welfare Fund	360,479	788,670
Add: Deferred tax on unrealized gain/(loss) in investment in share	(146,918)	(8,905)
A	94,923,146	104,958,886
Changes in Working Capital		
(Increase)/Decrease in Inventories	(20,953,191)	(54,022,415)
(Increase)/Decrease in Trade Receivables	7,435,985	5,956,764
(Increase)/Decrease in Advance, Deposits & Prepayments	160,486	5,916,055
Increase/(Decrease) in Liability for Expenses	11,859,656	11,259,188
Increase/(Decrease) in Current portion of Long Term Loan	35,050,874	105,001
Increase/(Decrease) in Trade Payables	1,088,961	6,847,006
Increase/(Decrease) in Current Tax Liabilities	6,376,471	7,041,101
B	41,019,242	(16,897,300)
Net cash inflows/(out flows) from operating activities (A+B)	135,942,388	88,061,586

43.00 OTHER RELEVANT INFORMATION:

43.01 During the year 8 (Eight) Board Meetings were held.

43.02 During the year 4 (Four) Audit Committee Meetings were held.

43.03 During the year 1 (One) Nomination and Remuneration Committee (NRC) Meetings was held.

43.04 The audit fee of BDT 402,500 along with imposed VAT has been provided in the accounts as per decision taken in the 27th Annual General Meeting of the Company held on 27 December, 2023.

43.05 The compliance audit fee of Tk. 40,250 along with imposed VAT has been provided in the accounts as per decision taken in the 27th Annual General Meeting of the company held on 27 December, 2023.

43.06 There was no claim against the company not acknowledged as debt at the reporting date.

43.07 No amount of money was spent by the company for compensation to member of the board for special service rendered.



44.00 CONTINGENT LIABILITIES:

A contingent liability is a possible obligation that arises from past event and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or;

A person obligation that arise from past event but is not recognized because:

- 1) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or,
- 2) the amount of the obligation can not be measured with sufficient reliability .

Contingent Liabilities and assets as on the date of Statement of Financial Statements were as under

44.01 Bank Guarantee:

	2023-2024	2022-2023
	Taka	Taka
Social Islami Bank PLC	5,348,870	5,348,870
Bangladesh Krishi Bank Ltd.	109,200	109,200
Puballi Bank PLC	1,548,554	1,548,554
Mercantile Bank PLC	7,002,998	7,002,998
	14,009,622	14,009,622

Guarantees issued by the Company's scheduled bank to third parties on counter indemnities given by the Company.

45.00 EVENTS AFTER REPORTING PERIOD:

45.01 The Board of Directors in its meeting held on 26 October, 2024 approved the Audited Financial Statements and recommended cash dividend 2% to all shareholders for the year 2023-2024 which is subject to approval of the shareholders in the 28th AGM. Thus total involvement comes to taka 38,00,000.

45.02 Except above, no other significant event had occurred till date of signing the Financial Statements.





HAKKANI PULP & PAPER MILLS LTD.

2/10 D. T. Road, North Pahartoli, Chattogram

PROXY FORM

I/We _____ of _____ being a member of **Hakkani Pulp & Paper Mills Ltd.** hereby appoint Mr./Mrs. _____ of _____ as my proxy to attend and vote for me/us on my/our behalf at the 28th Annual General Meeting of the Company to be held on Saturday, the 21 December 2024 at 11.00 a.m through Hybrid System i.e. online video conference (<https://agmbd.live/hakkanipul2024>) as well as physical presence of honorable shareholders of the company at GRAND TASFIA CONVENTION HALL, Anandipur, PC Road, Chattogram and at any adjournment thereof.

As witness my/our hand _____ this day of _____ 2024 signed by the said in presence of _____

(Signature of the Proxy)

Revenue
Stamp

Signature of Witness

Signature of the Shareholder(s)
Register Folio No. _____
Dated _____

Note :

A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote in his / her stead. The proxy form, duly stamped, must be deposited at the Registered Office of the Company not later than 48 hours before the time appointed for the meeting.

Signature Verified

Authorised Signatory

HAKKANI PULP & PAPER MILLS LTD.

SHAREHOLDER'S ATTENDANCE SLIP

I/We hereby record my attendance the 28th Annual General Meeting of the Company to be held on Saturday, the 21 December 2024 at 11.00 a.m through Hybrid System i.e. online video conference (<https://agmbd.live/hakkanipul2024>) as well as physical presence of honorable shareholders of the company at GRAND TASFIA CONVENTION HALL, Anandipur, PC Road, Chattogram.

Name of Member(s) _____ Register Folio No. _____
holding of _____ Ordinary Shares of **Hakkani Pulp & Paper Mills Limited.**

Signature of the Shareholder(s)

N.B.

1. Please note that AGM can only be attended by the honourable shareholder or properly constituted proxy. Therefore, any friend or children accompanying with honourable shareholder or proxy cannot be allowed into the meeting.
2. No person shall be appointed proxy who is not member of the company.



২৭তম বার্ষিক সাধারণ সভার কার্যবিবরণী

তারিখঃ ২৭ ডিসেম্বর ২০২৩ খ্রিষ্টাব্দ, বুধবার, ১১ই পৌষ ১৪৩০ বঙ্গাব্দ

হাক্কানী পাল্প এন্ড পেপার মিলস্‌ লিমিটেড এর ২৭তম বার্ষিক সাধারণ সভা ২৭ ডিসেম্বর ২০২৩ তারিখ রোজ বুধবার সকাল ১১.০০ ঘটিকায় ডিজিটাল প্ল্যাটফর্ম <https://agmbd.live/hakkanipul2023> লিংকের মাধ্যমে অনুষ্ঠিত হয়।

অনলাইন প্ল্যাটফর্মের মাধ্যমে ২৭তম বার্ষিক সাধারণ সভায় নিম্নোক্ত পরিচালকবৃন্দের অংশগ্রহণ সম্পর্কে কোম্পানি সচিব সভাকে নিশ্চিত করেন।

- ১। জনাব মোঃ গোলাম রসুল মুক্তাদির - ভাইস চেয়ারম্যান
- ২। জনাব মোঃ গোলাম কিবরিয়া - ব্যবস্থাপনা পরিচালক
- ৩। জনাব এস. এম. নছরুল কদির - স্বতন্ত্র পরিচালক
- ৪। ড. রাফিউদ্দিন আহমেদ - স্বতন্ত্র পরিচালক
- ৫। জনাব মোঃ গোলাম মোরশেদ - উপ-ব্যবস্থাপনা পরিচালক
- ৬। জনাব শাহ জাবেদ আহমেদ - নির্বাহী পরিচালক

এছাড়াও কোম্পানির চীফ ফাইন্যান্সিয়াল অফিসার জনাব মোঃ মইনুল আবেদীন এবং হেড অব ইন্টারনাল অডিট জনাব সালেহ আহমেদ পলাশ সভায় উপস্থিত ছিলেন। শেয়ারহোল্ডারদের বিভিন্ন প্রশ্ন, মতামত ও সুপারিশ গ্রহণ করার জন্য মডারেটর প্যানেলবোর্ডে দায়িত্ব পালন করেন জনাব মোঃ খাদেমুল ইসলাম, জনাব নাইমুল্লাহ সারোয়ার এবং জনাব এস.এম. মঞ্জুর আলম।

২৭তম বার্ষিক সাধারণ সভায় ডিজিটাল প্ল্যাটফর্মে অংশগ্রহণকারী শেয়ারহোল্ডারবৃন্দের তালিকা এতদসঙ্গে সংযুক্ত করা হইল।

অদ্যকার সভায় অন্যান্যদের মধ্যে অংশগ্রহণ করেন ২০২২-২০২৩ অর্থ বৎসরের নিরীক্ষক মেসার্স শফিক বসাক এন্ড কোং, চার্টার্ড একাউন্ট্যান্টস এর সম্মানিত পার্টনার জনাব শফিকুল ইসলাম এফসিএ এবং জনাব এডভোকেট নুরুল আনোয়ার। সভায় আরো অংশগ্রহণ করেন ২০২২-২০২৩ অর্থ বৎসরের কমপ্লাইন্স নিরীক্ষক মেসার্স খান ওহাব শফিক রহমান এন্ড কোং, চার্টার্ড একাউন্ট্যান্টস এর সম্মানিত পার্টনার জনাব এস. এম. সাহেদ, এফসিএ, এফসিএমএ।

কোম্পানি সচিব ঘোষণা করেন যে, কোম্পানির সম্মানিত চেয়ারম্যান জনাবা হোসনে আরা বেগম তার ব্যক্তিগত অসুবিধার কারণে অনুপস্থিত থাকায় সম্মানিত ভাইস চেয়ারম্যান জনাব মোঃ গোলাম রসুল মুক্তাদির অদ্যকার সভায় সভাপতিত্ব করবেন।

এ পর্যায়ে কোম্পানি সচিব অবগত করেন যে, বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের ১০ মার্চ ২০২১ তারিখে ইস্যুকৃত নোটিফিকেশনের ধারা ৯ এর বিধান পরিপালনে ইনডিপেন্ডেন্ট স্ক্রুটিনাইজার হিসাবে হারুনুর রশিদ এন্ড এসোসিয়েটসকে নিয়োগ দেওয়া হয়েছে, জনাব হারুনুর রশিদ এফসিএস এই বিষয়ে রিপোর্ট প্রদান করবেন। এছাড়াও বিএসইসি, ডিএসই ও সিএসইকে অবজারভার হিসাবে এজিএম এর কার্যক্রম পর্যবেক্ষণ করার জন্য এজিএম লিঙ্ক প্রেরণ করা হয়েছে। তারা অদ্যকার সভা পর্যবেক্ষণ করছেন বলে তিনি সভাকে অবগত করেন। তাছাড়া বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের ১০ মার্চ ২০২১ তারিখে ইস্যুকৃত নোটিফিকেশনের ধারা ৭ এর বিধান পরিপালনে ইনডিপেন্ডেন্ট সার্ভিস প্রোভাইডার হিসাবে কম জগৎ টেকনোলজিস লিমিটেডকে নিয়োগ দেওয়া হয়েছে কম জগৎ টেকনোলজিস লিঃ অনলাইন প্ল্যাটফর্ম, ইভোটিং সহ ডিজিটাল এজিএম এর সকল ব্যবস্থা গ্রহণ করেছে বলে তিনি সভাকে জানান।

কোম্পানি সচিব সংশ্লিষ্ট সকলের অবগতির জন্য ঘোষণা করেন যে, গত ১০ মার্চ ২০২১ তারিখে বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন কর্তৃক ইস্যুকৃত নোটিফিকেশনের ধারা ৫ এর বিধান পরিপালনে অত্র কোম্পানির ২৭তম বার্ষিক সাধারণ সভার ডিজিটাল প্ল্যাট ফর্মের লিঙ্কটি ২৪ ঘন্টা পূর্বে ওপেন করে দেওয়া হয় যাতে সকল শেয়ারহোল্ডার তাদের প্রশ্ন, মতামত, সুপারিশ প্রদান করতে পারেন এবং বিভিন্ন আলোচ্য বিষয়ের উপর ভোট প্রদান করতে পারেন। সে অনুযায়ী অনেক শেয়ারহোল্ডার তাদের মূল্যবান প্রশ্ন, মতামত, সুপারিশ প্রদান করেন এবং বিভিন্ন আলোচ্যবিষয়ের উপর ভোট প্রদান করেন। এ পর্যায়ে কোম্পানি সচিব মহোদয় শেয়ারহোল্ডারদেরকে তাদের মূল্যবান ভোট প্রদান করার জন্য পুনরায় অনুরোধ করেন।

এ পর্যায়ে কোম্পানি সচিব পরিচালকবৃন্দ এবং শেয়ারহোল্ডারবৃন্দের অংশগ্রহণ এবং সভার কোরাম পূর্ণ হওয়ার বিষয়টি সভাপতি মহোদয়কে নিশ্চিত করেন এবং ২৭তম বার্ষিক সাধারণ সভার উদ্বোধন ঘোষণা করার জন্য অনুরোধ করেন।



সভাপতি মহোদয় সর্বপ্রথম মহান আল্লাহর দরবারে শুকরিয়া জ্ঞাপন করে পরিচালকবৃন্দ, শেয়ারহোল্ডারবৃন্দ, কোম্পানির নিরীক্ষক ও অংশগ্রহণকারী অতিথিবৃন্দকে আন্তরিক ধন্যবাদ জানান। তিনি সভায় অংশগ্রহণকারী সম্মানিত পরিচালক ও শেয়ারহোল্ডারবৃন্দকে কোম্পানির সার্বিক কার্যক্রমে ও অগ্রগতিতে সর্বদা সর্বাঙ্গীন সহযোগিতা করার জন্য কৃতজ্ঞতা জ্ঞাপন করে ভবিষ্যতে এই ধারা অব্যাহত রাখার আহ্বান জানান।

সভার আনুষ্ঠানিক কার্যক্রমের সূচনা হয় পবিত্র কোরআন এ পাক থেকে তেলাওয়াতের মাধ্যমে। তেলাওয়াত করেন হাফেজ মোঃ ইলিয়াছ।

সভাপতি মহোদয় সম্মানিত পরিচালকবৃন্দ, শেয়ারহোল্ডারবৃন্দকে সভার কার্যক্রমে অংশগ্রহণ করে প্রয়োজনীয় দিক নির্দেশনা ও পরামর্শ প্রদানের আহ্বান জানিয়ে কোম্পানি সচিব জনাব মোহাম্মদ মূসাকে ২৭তম বার্ষিক সাধারণ সভার নোটিশ পাঠপূর্বক সভার কার্যক্রম শুরু করার জন্য অনুরোধ করেন।

কোম্পানি সচিব সভাপতির অনুমতিক্রমে ২৭তম বার্ষিক সাধারণ সভার নোটিশ পাঠ করেন এবং সভার কার্যক্রম শুরু করেন।

এ পর্যায়ে কোম্পানি সচিব ঘোষণা করেন যে, আলোচ্যবিষয় সমূহের পক্ষে এবং বিপক্ষে শেয়ারহোল্ডারদের ভোট প্রদান করার জন্য গত ২৪ ঘন্টা পূর্বে অত্র প্ল্যাটফর্মের ই-ভোটিং অপশনটি ওপেন করে দেওয়া হয়েছিল। সে অনুযায়ী ইতোমধ্যে অনেক শেয়ারহোল্ডার তাদের মূল্যবান ভোট প্রদান করেছেন। তথাপি যারা ভোট প্রদান করেনি তাদেরকে ভোট প্রদানের জন্য অতিরিক্ত ১ মিনিট সময় প্রদান করা হয়েছে বলে তিনি সংশ্লিষ্ট সবাইকে অবগত করেন এবং উক্ত সময়ের মধ্যে ভোট প্রদান শেষ করার জন্য সকলের প্রতি অনুরোধ করেন এবং ১ মিনিট সময়ের কাউন্ট ডাউন শেষে আলোচ্য বিষয়ের উপর চূড়ান্ত ভোটের ফলাফল ঘোষণা করা হবে বলে তিনি জানান।

আলোচ্যবিষয়-০১ : কোম্পানির ৩০শে জুন ২০২৩ তারিখে সমাপ্ত বৎসরের নিরীক্ষিত আর্থিক বিবরণী, নিরীক্ষকের প্রতিবেদন এবং পরিচালকমন্ডলীর প্রতিবেদন গ্রহণ, বিবেচনা ও অনুমোদন।

কোম্পানি সচিব প্রাপ্ত ভোটের ভিত্তিতে ঘোষণা করেন যে, আলোচ্যবিষয়-১ অত্র সভায় অনুমোদনের নিমিত্তে সর্বমোট ৪৩ জন শেয়ারহোল্ডার ভোট প্রদান করেছেন। আলোচ্যবিষয়-১ এর পক্ষে ভোট পড়েছে ১,০০,৮২,৬৭৮টি এবং বিপক্ষে ভোট পড়েছে ০টি যাহা শতকরা হিসাবে পক্ষে ১০০ শতাংশ এবং বিপক্ষে ০.০০ শতাংশ।

সিদ্ধান্তঃ

“ভোটের ফলাফলের ভিত্তিতে আলোচ্যবিষয়-১ কোম্পানির ৩০শে জুন ২০২৩ তারিখে সমাপ্ত বৎসরের নিরীক্ষিত আর্থিক বিবরণী, নিরীক্ষা প্রতিবেদন এবং পরিচালকমন্ডলীর প্রতিবেদন অত্র সভায় সর্বসম্মতিক্রমে অনুমোদিত হল।”

আলোচ্যবিষয়-০২ : ৩০ জুন ২০২৩ তারিখে সমাপ্ত বৎসরের জন্য পরিচালক পর্ষদের সভায় সুপারিশকৃত লভ্যাংশ ঘোষণা ও অনুমোদন।

সভায় কোম্পানি সচিব গত ০৪/১১/২০২৩ তারিখে অনুষ্ঠিত পরিচালকমন্ডলীর সভায় সুপারিশকৃত ২০২২-২০২৩ অর্থ বৎসরের জন্য সকল শেয়ারের উপর ২ (দুই) শতাংশ হারে মোট ৩৮,০০,০০০.০০০ টাকা নগদ লভ্যাংশ অনুমোদনের জন্য উপস্থাপন করেন।

কোম্পানি সচিব প্রাপ্ত ভোটের ভিত্তিতে ঘোষণা করেন যে, আলোচ্যবিষয়-২ অত্র সভায় অনুমোদনের নিমিত্তে সর্বমোট ৪২ জন শেয়ারহোল্ডার ভোট প্রদান করেছেন। আলোচ্যবিষয়-২ এর পক্ষে ভোট পড়েছে ১,০০,৬১,০৫৬টি এবং বিপক্ষে ভোট পড়েছে ০টি যাহা শতকরা হিসাবে পক্ষে ১০০ শতাংশ এবং বিপক্ষে ০.০০ শতাংশ।

সিদ্ধান্তঃ

“ভোটের ফলাফলের ভিত্তিতে আলোচ্যবিষয়-২ গত ৪/১১/২০২৩ তারিখে অনুষ্ঠিত পরিচালকমন্ডলীর সভায় সুপারিশকৃত ২০২২-২০২৩ অর্থ বৎসরের সকল শেয়ারের উপর ২ (দুই) শতাংশ হারে মোট ৩৮,০০,০০০.০০০ টাকা নগদ ঘোষণাকৃত লভ্যাংশ অত্র সভায় অনুমোদিত হল।”

আলোচ্যবিষয়-০৩ : কোম্পানির সংঘ বিধির ধারা ৮২ অনুযায়ী পরিচালক নির্বাচন।

কোম্পানি সচিব শেয়ারহোল্ডারদের উদ্দেশ্যে ঘোষণা করেন যে, কোম্পানির সংঘ বিধি ধারা ৮২ অনুযায়ী পরিচালক জনাবা হোসনে আরা বেগম এবং মোঃ গোলাম রসুল মুক্তাদির পরিচালক পদ থেকে অবসর গ্রহণ করেছেন এবং যোগ্য বিধায় তারা পরিচালক পদে পুনঃ নির্বাচিত হওয়ার ইচ্ছা প্রকাশ করেছেন। উক্ত আলোচ্যবিষয় অত্র সভায় অনুমোদনের জন্য উপস্থাপন করা হয়।



কোম্পানি সচিব প্রাপ্ত ভোটের ভিত্তিতে ঘোষণা করেন যে, আলোচ্যবিষয় ৩ অত্র সভায় অনুমোদনের নিমিত্তে সর্বমোট ৪০ জন শেয়ারহোল্ডার ভোট প্রদান করেছেন। আলোচ্যবিষয়-৩ এর পক্ষে ভোট পড়েছে ১,০০,৮২,৩৬৮টি এবং বিপক্ষে ভোট পড়েছে ০টি যাহা শতকরা হিসাবে পক্ষে ১০০ শতাংশ এবং বিপক্ষে ০.০০ শতাংশ।

সিদ্ধান্ত :

“ভোটের ফলাফলের ভিত্তিতে আলোচ্যবিষয়-৩ কোম্পানির সংঘ বিধির ধারা ৮-২ অনুযায়ী পরিচালক জনাবা হোসনে আরা বেগম এবং জনাব মোঃ গোলাম রসুল মুক্তাদির পরিচালক পদে পুনঃ নির্বাচিত হওয়ার বিষয়টি অত্র সভায় অনুমোদিত হল।”

আলোচ্যবিষয়-০৪ : ২০২২-২০২৩ অর্থ বৎসরের জন্য নিরীক্ষক নিয়োগ এবং তাদের পারিশ্রমিক নির্ধারণ।

কোম্পানি সচিব শেয়ারহোল্ডারদের উদ্দেশ্যে বর্ণনা করেন যে, ২০২২-২০২৩ অর্থ বৎসরের সম্মানিত নিরীক্ষক মেসার্স শফিক বসাক এন্ড কোং, চার্টার্ড একাউন্ট্যান্টস তাদের দায়িত্ব ও কর্তব্য সম্পন্ন করার পর অবসর গ্রহণ করছে। কোম্পানির নিরীক্ষক হিসাবে পর পর তিন বৎসর পূর্ণ হওয়ায় অত্র প্রতিষ্ঠানে তাদের পুনঃ নিয়োগ আইনসিদ্ধ হবে না।

অন্যদিকে, বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন কর্তৃক ইস্যুকৃত নির্দেশনা অনুযায়ী মেসার্স খান ওহাব শফিক রহমান এন্ড কোং, চার্টার্ড একাউন্ট্যান্টস যোগ্য হওয়ায় ২০২৩-২০২৪ অর্থ বৎসরের নিরীক্ষাকার্য সম্পাদনের জন্য বার্ষিক ৩,৫০,০০০.০০ টাকা ফি ধার্য পূর্বক নিয়োগ প্রাপ্ত হওয়ার জন্য ইচ্ছা প্রকাশ করেছে যা ৪/১১/২০২৩ তারিখের পরিচালক পর্ষদের সভায় সুপারিশ প্রাপ্ত হয়েছে যা অত্র সভায় অনুমোদনের জন্য উপস্থাপন করা হল।

কোম্পানি সচিব প্রাপ্ত ভোটের ভিত্তিতে ঘোষণা করেন যে, আলোচ্যবিষয়-৪ অত্র সভায় অনুমোদনের নিমিত্তে সর্বমোট ৪১ জন শেয়ারহোল্ডার ভোট প্রদান করেছেন। আলোচ্যবিষয় ৪ এর পক্ষে ভোট পড়েছে ১,০০,৮২,৩৭৭ টি এবং বিপক্ষে ভোট পড়েছে ০টি যাহা শতকরা হিসাবে পক্ষে ১০০ শতাংশ এবং বিপক্ষে ০.০০ শতাংশ।

সিদ্ধান্ত :

“ভোটের ফলাফলের ভিত্তিতে আলোচ্যবিষয়-৪ আগামী ২০২৩-২০২৪ অর্থ বৎসরের জন্য মেসার্স খান ওহাব শফিক রহমান এন্ড কোং, চার্টার্ড একাউন্ট্যান্টসকে বার্ষিক ৩,৫০,০০০.০০ টাকা পারিশ্রমিকে কোম্পানির হিসাব নিরীক্ষক হিসাবে নিয়োগদান অত্র সভায় অনুমোদিত হল।”

আলোচ্যবিষয়-০৫ : ২০২৩-২০২৪ অর্থ বৎসরের জন্য কমপ্লাইন্স অডিটর নিয়োগ এবং তাদের পারিশ্রমিক নির্ধারণ।

কোম্পানি সচিব শেয়ারহোল্ডারদের উদ্দেশ্যে বর্ণনা করেন যে, মেসার্স খান ওহাব শফিক রহমান এন্ড কোং, চার্টার্ড একাউন্ট্যান্টস অত্র কোম্পানির ২০২২-২০২৩ অর্থ বৎসরের কমপ্লাইন্স অডিটর হিসাবে তাদের দায়িত্ব ও কর্তব্য সম্পন্ন করার পর অবসর গ্রহণ করেছে। কোম্পানির কমপ্লাইন্স নিরীক্ষক হিসাবে পর পর তিন বৎসর পূর্ণ হওয়ায় অত্র প্রতিষ্ঠানে তাদের পুনঃ নিয়োগ আইনসিদ্ধ হবে না।

অন্যদিকে বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন কর্তৃক ইস্যুকৃত নির্দেশনা অনুযায়ী মেসার্স শফিক বসাক এন্ড কোং, চার্টার্ড একাউন্ট্যান্টস যোগ্য হওয়ায় ২০২৩-২০২৪ অর্থ বৎসরের জন্য কমপ্লাইন্স অডিটর হিসাবে কার্য সম্পাদনের লক্ষ্যে বার্ষিক ৩৫,০০০.০০ টাকা ফি ধার্যপূর্বক নিয়োগপ্রাপ্ত হওয়ার জন্য ইচ্ছা প্রকাশ করেছে যা গত ৪/১১/২০২৩ তারিখের পরিচালক পর্ষদের সভায় সুপারিশ করা হয়েছে যা অত্র সভায় অনুমোদনের জন্য উপস্থাপন করা হল।

কোম্পানি সচিব প্রাপ্ত ভোটের ভিত্তিতে ঘোষণা করেন যে, আলোচ্যবিষয়-৪ অত্র সভায় অনুমোদনের নিমিত্তে সর্বমোট ৪১ জন শেয়ারহোল্ডার ভোট প্রদান করেছেন। আলোচ্যবিষয়-৫ এর পক্ষে ভোট পড়েছে ১,০০,৮২,৩৭৭টি এবং বিপক্ষে ভোট পড়েছে ০টি যাহা শতকরা হিসাবে পক্ষে ১০০ শতাংশ এবং বিপক্ষে ০.০০ শতাংশ।

সিদ্ধান্ত :

“ভোটের ফলাফলের ভিত্তিতে আলোচ্যবিষয়-৫ বার্ষিক ৩৫,০০০.০০ টাকা ফি ধার্যপূর্বক মেসার্স শফিক বসাক এন্ড কোং, চার্টার্ড একাউন্ট্যান্টসকে ৩০শে জুন ২০২৪ তারিখে সমাপ্ত বৎসরের জন্য কোম্পানির কমপ্লাইন্স অডিটর হিসাবে নিয়োগ দান অত্র সভায় অনুমোদিত হল।”

আলোচ্যবিষয়-০৬ : কোম্পানির সাথে স্বার্থ সংশ্লিষ্ট পক্ষদ্বয়ের লেনদেন সমূহ (Related Party Transactions) বিবেচনা ও অনুমোদন যা নিরীক্ষিত হিসাব বিবরণীর ৪১ নং নোটে প্রদর্শিত আছে। (BSEC Notification No.- BSEC/CMRRCD/2009-193/Admin/103 dated 05/02/2020 এর আলোকে)।



কোম্পানি সচিব শেয়ারহোল্ডারদের উদ্দেশ্যে বর্ণনা করেন যে, ৩০ জুন ২০২৩ তারিখে সমাপ্ত বৎসরের নিরীক্ষিত আর্থিক বিবরণীর নোট নং- ৪১.০০-তে কোম্পানির সাথে স্বার্থ সংশ্লিষ্ট পক্ষদ্বয়ের লেনদেন (Related Party Transactions) সমূহের বিস্তারিত বিবরণ প্রদর্শিত হয়েছে যা অত্র সভায় অনুমোদনের জন্য উপস্থাপন করা হল।

কোম্পানি সচিব প্রাপ্ত ভোটের ভিত্তিতে ঘোষণা করেন যে, আলোচ্যবিষয়-৬ অত্র সভায় অনুমোদনের নিমিত্তে সর্বমোট ৪০ জন শেয়ারহোল্ডার ভোট প্রদান করেছেন। আলোচ্যবিষয়-৬ এর পক্ষে ভোট পড়েছে ১,০০,৮২,৩৬৭টি এবং বিপক্ষে ভোট পড়েছে ০টি যাহা শতকরা হিসাবে পক্ষে ১০০ শতাংশ এবং বিপক্ষে ০.০০ শতাংশ।

সিদ্ধান্ত :

“ভোটের ফলাফলের ভিত্তিতে আলোচ্যবিষয়-৬ কোম্পানির সাথে স্বার্থ সংশ্লিষ্ট পক্ষদ্বয়ের লেনদেন সমূহ (Related Party Transactions) যা নিরীক্ষিত হিসাব বিবরণীর-৪১.০০ নং নোটে প্রদর্শিত আছে তা অত্র সভায় অনুমোদিত হল।”

সভার এ পর্যায়ে অত্র কোম্পানির সম্মানিত স্বতন্ত্র পরিচালক অধ্যাপক এস. এম. নছরুল কাদের তার বক্তব্য উপস্থাপন করেন। তিনি কোম্পানির বিক্রয় রাজস্ব ১০০ কোটি টাকা অতিক্রম করায় এবং কোম্পানি লাভজনক অবস্থায় ফিরে আসায় ব্যবস্থাপনা কর্তৃপক্ষকে বিশেষ ধন্যবাদ জ্ঞাপন করেন। তিনি লাভজনকতার এই ধারাবাহিকতা রক্ষার তাগিদ দেন। তিনি শেয়ারহোল্ডারদের লভ্যাংশের হার বৃদ্ধি করায় পরিচালনা পর্ষদকে ধন্যবাদ জ্ঞাপন করেন এবং ভবিষ্যতে শেয়ারহোল্ডারদেরকে আরো বেশী পরিমাণে লভ্যাংশ প্রদানের তাগিদ দিয়ে তার বক্তব্য শেষ করেন।

এ পর্যায়ে অত্র কোম্পানির অপর স্বতন্ত্র পরিচালক ড. রাফিউদ্দিন আহমেদ তার বক্তব্য উপস্থাপন করেন। তিনি কোম্পানির উৎপাদন, বিক্রয় এবং নীট মুনাফা বৃদ্ধি পাওয়ায় পরিচালনা পর্ষদকে ধন্যবাদ জ্ঞাপন করেন। তিনি ডিজিটাল মার্কেটিং এর মাধ্যমে কোম্পানির বিক্রয় প্রসারের তাগিদ দেন। তিনি কোম্পানির লাভ ক্ষতি বিবরণীর বিভিন্ন দফা পর্যালোচনা করেন। এই বৈশ্বিক অর্থনৈতিক মন্দা এবং যুদ্ধাবস্থার মত সমস্যা সমূহ বিরাজমান থাকা স্বত্বেও কোম্পানি নীট মুনাফা অর্জন করায় সন্তোষ প্রকাশ করেন। তিনি প্রত্যাশা করেন যে, বৈশ্বিক অর্থনৈতিক মন্দা এবং যুদ্ধাবস্থার মত সমস্যা সমূহ দুরীভূত হলে কোম্পানি আরো অধিক মুনাফা অর্জন করতে সক্ষম হবে এবং শেয়ারহোল্ডারগণ আরো বেশী পরিমাণ লভ্যাংশ পাবে। তিনি সংশ্লিষ্ট সকলকে ধন্যবাদ জানিয়ে তার বক্তব্য শেষ করেন।

সভার এ পর্যায়ে সম্মানিত শেয়ারহোল্ডারদের বিভিন্ন প্রশ্ন, আলোচনা, মন্তব্য ও সুপারিশমালার উপর ভিত্তি করে সভাপতি মহোদয়ের অনুমতিসাপেক্ষে কোম্পানির ব্যবস্থাপনা পরিচালক জনাব মোঃ গোলাম কিবরিয়া নিম্নোক্ত বক্তব্য উপস্থাপন করেন।

তিনি বক্তব্যের শুরুতে স্বাধীনতার ৫২ বৎসর পূর্তিতে হাক্কানী গ্রুপের পক্ষ থেকে দেশবাসী, সমস্ত শেয়ারহোল্ডার, ডিরেক্টর, কর্মকর্তা, কর্মচারীদের বিজয়ের শুভেচ্ছা জানান।

তিনি বাঙ্গালীর মুক্তির দূত, সর্বকালের সর্বশ্রেষ্ঠ বাঙ্গালী, জাতীর জনক বঙ্গবন্ধু শেখ মুজিবুর রহমানের প্রতি সশ্রদ্ধ সম্মান প্রদর্শন করে মহান মুক্তিযুদ্ধের সকল শহীদদের স্মরণ করে তাদের প্রতি কৃতজ্ঞতা জ্ঞাপন করেন।

তিনি ২৭তম বার্ষিক সাধারণ সভায় অত্র প্রতিষ্ঠানের অগ্রদূত, প্রতিষ্ঠাতা চেয়ারম্যান জনাব আলহাজ্ব মোঃ আব্দুল্লাহ এবং অত্র প্রতিষ্ঠানের প্রাক্তন ভাইস চেয়ারম্যান জনাব মোঃ গোলাম হায়দারকে শ্রদ্ধাভরে স্মরণ করেন। তিনি বলেন এই প্রতিষ্ঠানের উন্নয়নে, উৎকর্ষ সাধনে, শেয়ারহোল্ডারদের কল্যাণে সব সময় তারা বিশেষ ভূমিকা রেখে গেছেন। তিনি আল্লাহর দরবারে তাদের মাগফিরাতের জন্য দোয়া প্রার্থনা করেন এবং সকলের প্রতি দোয়ার আর্জি পেশ করেন।

তিনি শেয়ারহোল্ডারদের জ্ঞাতার্থে বলেন, বাংলাদেশ সিকিউরিটিজ এ্যান্ড এক্সচেঞ্জ কমিশনের নির্দেশনা অনুযায়ী, কোম্পানির বার্ষিক প্রতিবেদন ইতিমধ্যে কোম্পানির ওয়েব সাইটে আপলোড এবং সবার কাছে ইমেইল করা হয়েছে এবং সাথে সাথে সকল শেয়ারহোল্ডারদের মাঝে এজিএম এর নোটিফিকেশন ম্যাসেজ পাঠানো হয়েছে।

তিনি বলেন, উল্লেখযোগ্য উৎপাদন ও দেশব্যাপী সরবরাহের কাজে নিয়োজিত একটি উৎপাদনকারী ও বাণিজ্যিক প্রতিষ্ঠান হিসেবে এ বছরটি কোম্পানির জন্য খুবই আশা ব্যঞ্জক ছিল। প্রতিষ্ঠানের বিপণন টিমকে ব্যাপকভাবে পরিবর্তন, পরিবর্ধন এবং সংস্কারপূর্বক প্ল্যান মাফিক পরিচালনা করে অত্র প্রতিষ্ঠান সর্বোচ্চ বিক্রয়ের রেকর্ড গড়তে সক্ষম হয়েছে।

তিনি অত্যন্ত আনন্দের সাথে জানান যে, ২০২২-২০২৩ অর্থ বৎসরে অত্র কোম্পানি ১০০ কোটি টাকার অধিক বিক্রয়ের মাইলফলক অর্জন করেছে। মূলত দেশ ব্যাপি পণ্যের ব্যাপক চাহিদা, বিক্রয় মূল্য বৃদ্ধি, সুপারিকল্পিত ও সময়মত সঠিক সিদ্ধান্ত গ্রহণের ফলে উক্ত মাইলফলক অর্জন করতে সক্ষমত হয়েছে বলে তিনি সভাকে জানান। তিনি বলেন আলোচ্য অর্থ বৎসরে বিক্রয় বিগত বৎসরের তুলনায় প্রায় ১০২ শতাংশ বৃদ্ধি পেয়েছে।



এছাড়া তিনি প্রতিষ্ঠানের উৎপাদন, দেশীয় ও আন্তর্জাতিক অর্থনৈতিক বিভিন্ন সংকট, ভবিষ্যত পরিকল্পনা এবং আর্থিক বিবরণীর বিভিন্ন দফার উপর নিম্নোক্ত বক্তব্য পেশ করেন।

তিনি অবগত করেন যে, সঠিক ও বাস্তবিক পরিকল্পনা প্রণয়ন, দিক নির্দেশনা, যথাযথ তদারকি, ব্যবস্থাপনা ও নিয়ন্ত্রণের মাধ্যমে উৎপাদন প্রক্রিয়ায় গ্যাস এবং বিদ্যুৎ সরবরাহ সমস্যা বিরাজমান থাকা সত্ত্বেও এবং চলমান মেশিনারী সংযোজন, রক্ষণাবেক্ষণ কার্যক্রমের মাধ্যমে উৎপাদনের ধারাকে অব্যাহত রেখে বিগত বৎসরের তুলনায় ৩৭ শতাংশেরও অধিক উৎপাদন বৃদ্ধি করতে সক্ষম হয়েছে। ফলে বিগত বৎসরের ২.৬০ কোটি টাকা লোকসানের বিপরীতে চলতি বৎসরে ১.৮০ কোটি টাকা মুনাফা অর্জন সক্ষম হয়েছে বলে তিনি সভাকে জানান।

তিনি উল্লেখ করেন যে, ইতোপূর্বে বয়লারের ইউনিট প্রতি গ্যাস বিল ছিল ১১.৯৮ টাকা এবং জেনারেটরের ইউনিট প্রতি গ্যাস বিল ছিল ১৬ টাকা। কিন্তু বিগত ফেব্রুয়ারি ২০২৩ সাল থেকে সরকার উভয় ক্ষেত্রেই ইউনিট প্রতি ৩০ টাকা হারে বিল পুনঃ নির্ধারণ করেন। ফলে বয়লারে গ্যাস বিল বৃদ্ধি পায় ১৫০ শতাংশ এবং জেনারেটরের গ্যাস বিল বৃদ্ধি পেয়েছে প্রায় ৮৭ শতাংশেরও বেশী।

তাছাড়া তিনি উল্লেখ করেন যে, ইতোপূর্বে ইউনিট প্রতি বিদ্যুৎ বিল নির্ধারিত ছিল পিক আওয়ারে ৭.৭ টাকা এবং অফ পিকআওয়ারে ছিল ১০.৬৯ টাকা। কিন্তু সরকার বিগত জানুয়ারী ২০২৩ সাল থেকে ৩ দফায় বিদ্যুৎ বিল বাড়িয়ে সর্বশেষ মার্চ ২০২৩ হতে পিক আওয়ারে ৮.৯১ টাকা এবং অফ পিকআওয়ারে ১২.৩৭ টাকা পুনঃ নির্ধারণ করেন। যা ডিসেম্বর ২০২২ মাসের তুলনায় ১৫.৭১ শতাংশ বেশী।

তিনি ডলার সংকট সম্পর্কে বলেন যে, বিগত ২ বৎসর যাবৎ চলমান ডলার সংকট ও বৈশ্বিক আর্থিক মন্দা অবস্থা অব্যাহত থাকায় এলসির মাধ্যমে কাঁচামাল আমদানী পরিপূর্ণভাবে সম্ভব হচ্ছে না বিধায় উৎপাদন অব্যাহত রাখার স্বার্থে চড়া মূল্যে দেশীয় কাঁচামাল ব্যবহার করতে হচ্ছে। ফলশ্রুতিতে বিক্রিত পণ্যের উৎপাদন ব্যয় অত্যধিক বৃদ্ধি পেয়েছে। তিনি বলেন, পণ্য উৎপাদনে প্রায় ৮০ শতাংশ ব্যয় সংগঠিত হয় কাঁচামাল খাতে। ডলার সংকট কাটিয়ে স্বাভাবিক মূল্যে ডলার লেনদেন হলে এই খাতে খরচ কমিয়ে কোম্পানির আয় বৃদ্ধি করা সম্ভব হত। তিনি আশা প্রকাশ করে বলেন ২০২৩-২০২৪ অর্থ বৎসরে ডলার সংকট, বিদ্যমান বিশ্ব অর্থনৈতিক মন্দা এবং যুদ্ধাবস্থার মত সমস্যা সমূহ সমাধান হলে অতীতের তুলনায় আরো অধিক মুনাফা অর্জন সম্ভব হবে।

তিনি বলেন, কাগজের পাশাপাশি হাক্কানী টিস্যুকে ইতোমধ্যে একটি স্বনামধন্য পণ্য হিসাবে বাজারে প্রতিষ্ঠিত করা হয়েছে এবং মোট টিস্যু মার্কেটের প্রায় ৫৫-৬০ শতাংশ মার্কেট কভার করা সম্ভব হয়েছে। তিনি উক্ত মার্কেটের আওতা সম্প্রসারণের প্রচেষ্টা অব্যাহত থাকবে বলে সভাকে অবহিত করেন।

তিনি কোম্পানির ভবিষ্যত পরিকল্পনা সম্পর্কে আলোকপাত করতে গিয়ে বলেন, পণ্যের বাজার সম্প্রসারণ, পণ্যের গুণগতমান বৃদ্ধি, পণ্যের প্রচার ও প্রসার ইত্যাদি বৃদ্ধির মাধ্যমে ভবিষ্যতে বিক্রয় বৃদ্ধির ব্যাপারে সর্বোচ্চ চেষ্টা অব্যাহত থাকবে। তিনি বলেন, হাক্কানী পাল্প এন্ড পেপার মিলস্ লিমিটেড এর ম্যানেজমেন্ট সব সময় শেয়ারহোল্ডারদের মতামত অত্যন্ত গুরুত্ব সহকারে বিবেচনায় করে এবং শেয়ারহোল্ডারদের স্বার্থ রক্ষায় সর্বোচ্চ চেষ্টা করে থাকে। বিগত কয়েক বৎসরে কোম্পানির ক্ষতি হওয়া সত্ত্বেও কোম্পানি ডিভিডেন্ড ইকুইলাইজেশন ফান্ড থেকে সম্মানীত শেয়ারহোল্ডারদেরকে ডিভিডেন্ড প্রদান করেছে। চলতি বৎসরে কোম্পানির মুনাফা বৃদ্ধির সাথে সাথে লভ্যাংশের পরিমাণ বৃদ্ধি করা হয়েছে। কোম্পানির মুনাফা বৃদ্ধি সাপেক্ষে লভ্যাংশের পরিমাণ ভবিষ্যতে আরো বৃদ্ধি করার চেষ্টা অব্যাহত থাকবে বলে তিনি সভাকে অবহিত করেন।

তিনি কোম্পানির উপর অবিচল আস্থা রাখার জন্য ক্রেতা সাধারণদের প্রতি অন্তরের অন্তঃস্থল থেকে ধন্যবাদ জানান। পাশাপাশি সহযোগিতার হাত বাড়িয়ে দেওয়ার জন্য তিনি সকল শেয়ারহোল্ডারবৃন্দ, অর্থনৈতিক প্রতিষ্ঠান, বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন, ঢাকা স্টক এক্সচেঞ্জ লিমিটেড, চট্টগ্রাম স্টক এক্সচেঞ্জ লিমিটেড, জাতীয় রাজস্ব বোর্ড ও বিভিন্ন সরকারী প্রতিষ্ঠান, কোম্পানির পরিচালনা পর্ষদ, কোম্পানির কর্মকর্তা ও কর্মচারীদেরকে আন্তরিকভাবে ধন্যবাদ জানান। তিনি ভবিষ্যতে এরূপ সহযোগিতা ও অনুপ্রেরনার প্রত্যাশা রেখে তার বক্তব্য শেষ করেন।

এ পর্যায়ে কোম্পানি সচিব ২৭তম বার্ষিক সাধারণ সভার বিশেষ সিদ্ধান্ত সমূহ অত্র সভায় অনুমোদনের জন্য উপস্থাপন করেন।

বিশেষ আলোচ্যবিষয়-০১ : কোম্পানি আইন, ১৯৯৪ (দ্বিতীয় সংশোধন-২০২০) অনুযায়ী হাক্কানী পাল্প এন্ড পেপার মিলস্ লিমিটেড এর শেষে “লিমিটেড” শব্দের পরিবর্তে “পাবলিক সীমিত দ্বায় কোম্পানি” বা “PLC” শব্দ প্রতিস্থাপন এবং কোম্পানির মেমোরেণ্ডাম এন্ড আর্টিক্যালস অব এসোসিয়েশনের সংশ্লিষ্ট ধারা সমূহ সংশোধনকরণ।

যথাযথ বিবেচনা এবং যথোপযুক্ত মনে হলে নিম্নোক্ত সিদ্ধান্তটি বিশেষ সিদ্ধান্ত হিসাবে অনুমোদন করা :

এই মর্মে সিদ্ধান্ত হয় যে, সংশ্লিষ্ট নিয়ন্ত্রক সংস্থা কর্তৃক অনুমোদন এবং সংশ্লিষ্ট আইন, বিধান ও শর্ত পরিপালন সাপেক্ষে প্রস্তাবিত কোম্পানি আইন, ১৯৯৪ (দ্বিতীয় সংশোধন-২০২০) অনুযায়ী “হাক্কানী পাল্প এন্ড পেপার মিলস্ লিমিটেড” এর শেষে “লিমিটেড”



শব্দের পরিবর্তে “পাবলিক সীমিত দ্বায় কোম্পানি” বা “PLC” শব্দ প্রতিস্থাপন করা হবে এবং সে অনুযায়ী কোম্পানির মেমোরেন্ডাম এন্ড আর্টিক্যালস অব এসোসিয়েশনের সংশ্লিষ্ট ধারা সমূহ সংশোধন করা হবে।

কোম্পানি সচিব প্রাপ্ত ভোটের ভিত্তিতে ঘোষণা করেন যে, বিশেষ আলোচ্যবিষয়-১ অত্র সভায় অনুমোদনের নিমিত্তে সর্বমোট ৪০ জন শেয়ারহোল্ডার ভোট প্রদান করেছেন। বিশেষ আলোচ্যবিষয়-১ এর পক্ষে ভোট পড়েছে ১,০০,৮২,৩৬৮টি এবং বিপক্ষে ভোট পড়েছে ০টি যাহা শতকরা হিসাবে পক্ষে ১০০ শতাংশ এবং বিপক্ষে ০.০০ শতাংশ।

সিদ্ধান্ত :

“ভোটের ফলাফলের ভিত্তিতে বিশেষ আলোচ্যবিষয়-১ কোম্পানি আইন, ১৯৯৪ (দ্বিতীয় সংশোধন-২০২০) অনুযায়ী হাক্কানী পাল্প এন্ড পেপার মিলস্‌ লিমিটেড এর শেষে “লিমিটেড” শব্দের পরিবর্তে “পাবলিক সীমিত দ্বায় কোম্পানি” বা “PLC” শব্দ প্রতিস্থাপন এবং কোম্পানির মেমোরেন্ডাম এন্ড আর্টিক্যালস অব এসোসিয়েশনের সংশ্লিষ্ট ধারা সমূহের সংশোধনকরণ শেয়ারহোল্ডারদের সর্বসম্মতিক্রমে অত্র সভায় অনুমোদিত হল।”

বিশেষ আলোচ্যবিষয়-০২ : কোম্পানির অনুমোদিত মূলধন ৫০,০০,০০,০০০.০০ (পঞ্চাশ কোটি) টাকা থেকে ১০০,০০,০০,০০০.০০ (একশত কোটি) টাকায় বৃদ্ধির অনুমোদন।

যথাযথ বিবেচনা এবং যথোপযুক্ত মনে হলে নিম্নোক্ত সিদ্ধান্তটি বিশেষ সিদ্ধান্ত হিসাবে অনুমোদন করা :

- ক) হাক্কানী পাল্প এন্ড পেপার মিলস্‌ লিমিটেড এর অনুমোদিত মূলধন ৫০,০০,০০,০০০.০০ (পঞ্চাশ কোটি) টাকা থেকে ১০০,০০,০০,০০০.০০ (একশত কোটি) টাকায় বৃদ্ধি করা হোক।
- খ) হাক্কানী পাল্প এন্ড পেপার মিলস্‌ লিমিটেড এর অনুমোদিত মূলধন বিষয়ক সংঘ স্মারকে বিদ্যমান ৫ম (V) ধারার বর্ণনা এবং ৫ম (V) ধারার সংশোধনী প্রস্তাব নিম্নে উপস্থাপন করা হল :

সংঘ স্মারকের বিদ্যমান ৫ম (V) ধারা	সংঘ স্মারকের ৫ম (V) ধারার সংশোধনী প্রস্তাব
“The authorized capital of the company is Tk. 50,00,00,000 (Taka Fifty crore) divided into 5,00,00,000 (Five crore) ordinary shares of Tk. 10.00 (Ten) each with powers to increase or reduce the share capital of the company and to divide the shares in the capital of the company into different classes and to attach thereto respectively such as preferential, differed, qualified or special rights, privileges or conditions as may be determined by the company or to consolidate or sub-divide the shares and to issue shares of higher or lower denominations.”	“The authorized capital of the company is Tk. 100,00,00,000 (Taka One Hundred crore) divided into 10,00,00,000 (Ten crore) ordinary shares of Tk. 10.00 (Ten) each with powers to increase or reduce the share capital of the company and to divide the shares in the capital of the company into different classes and to attach thereto respectively such as preferential, differed, qualified or special rights, privileges or conditions as may be determined by the company or to consolidate or sub-divide the shares and to issue shares of higher or lower denominations.”

- গ) হাক্কানী পাল্প এন্ড পেপার মিলস্‌ লিমিটেড এর অনুমোদিত মূলধন বিষয়ক সংঘ বিধির বিদ্যমান ৪র্থ ধারার বর্ণনা এবং ৪র্থ ধারার সংশোধনী প্রস্তাব নিম্নে উপস্থাপন করা হল :

সংঘ বিধির বিদ্যমান ৪র্থ ধারা	সংঘ বিধির ৪র্থ ধারার সংশোধনী প্রস্তাব
The authorized capital of the Company is Tk. 50,00,00,000/- (Taka Fifty crore) divided into 5,00,00,000 (Five crore) ordinary shares of Tk. 10.00 (ten) each.	The authorized capital of the Company is Tk.100,00,00,000/- (Taka One Hundred crore) divided into 10,00,00,000 (Ten crore) ordinary shares of Tk. 10.00 (ten) each.

কোম্পানি সচিব প্রাপ্ত ভোটের ভিত্তিতে ঘোষণা করেন যে, বিশেষ আলোচ্যবিষয়-২ অত্র সভায় অনুমোদনের নিমিত্তে সর্বমোট ৩৯ জন শেয়ারহোল্ডার ভোট প্রদান করেছেন। বিশেষ আলোচ্যবিষয়-২ এর পক্ষে ভোট পড়েছে ১,০০,৭১,৩৬৭ টি এবং বিপক্ষে ভোট পড়েছে ০টি যাহা শতকরা হিসাবে পক্ষে ১০০ শতাংশ এবং বিপক্ষে ০.০০ শতাংশ।



সিদ্ধান্ত :

“ভোটের ফলাফলের ভিত্তিতে বিশেষ আলোচ্যবিষয়-২ হাক্কানী পাল্প এন্ড পেপার মিলস্‌ লিমিটেড এর অনুমোদিত মূলধন ৫০,০০,০০,০০০.০০ (পঞ্চাশ কোটি) টাকা থেকে ১০০,০০,০০,০০০.০০ (একশত কোটি) টাকায় বৃদ্ধিকরণ এবং কোম্পানির মেমোরেভাম এন্ড আর্টিক্যালস অব এসোসিয়েশনের সংশ্লিষ্ট ধারা সমূহের সংশোধনকরণ শেয়ারহোল্ডারদের সর্বসম্মতিক্রমে অত্র সভায় অনুমোদিত হল।”

বিশেষ আলোচ্যবিষয়-০৩ : কোম্পানির আর্টিক্যালস অব এসোসিয়েশনের ধারা-৪৭, ৫০, ৬৯, ৮৬ এবং ৮৭(i) এর সংশোধনী অনুমোদন।

যথাযথ বিবেচনা এবং যথোপযুক্ত মনে হলে নিম্নোক্ত সিদ্ধান্তটি বিশেষ সিদ্ধান্ত হিসাবে অনুমোদন করা :

এই মর্মে সিদ্ধান্ত হয় যে, সংশ্লিষ্ট নিয়ন্ত্রক সংস্থা কর্তৃক অনুমোদন এবং সংশ্লিষ্ট আইন, বিধান ও শর্ত পরিপালন সাপেক্ষে কোম্পানির আর্টিক্যালস অব এসোসিয়েশনের ধারা-৪৭, ৫০, ৬৯, ৮৬ এবং ৮৭(i) এর সংশোধন করা হবে।

হাক্কানী পাল্প এন্ড পেপার মিলস্‌ লিমিটেড এর আর্টিক্যালস অব এসোসিয়েশনের ধারা- ৪৭, ৫০, ৬৯, ৮৬ এবং ৮৭(i) এর বিদ্যমান বর্ণনা এবং উক্ত ধারা সমূহের সংশোধনী প্রস্তাব নিম্নে উপস্থাপন করা হল :

ধারা নং	বিদ্যমান ধারা	সংশোধনী প্রস্তাব
ধারা-৪৭	Not less than fourteen days' notice to the members specifying the place, the day and the hour of the meeting, with a statement of the business to be transacted at the meeting shall be given either by advertisement or by notice sent by post or otherwise served as hereinafter provided and with the consent in writing of all the members entitled to receive the notice of a particular meeting, the meeting may be convened by a shorter notice and in any manner they think fit, provided always that not less than twenty one days' notice be given of a meeting pass a special resolution but if all members entitled to attend and vote at any such meeting so agree, the resolution may be passed as special resolution at a meeting of which less than twenty one days' notice has been give.	Not less than twenty one days' notice to the members specifying the place, the day and the hour of the meeting, with a statement of the business to be transacted at the meeting shall be given either by advertisement or by notice sent by post or otherwise served as hereinafter provided and with the consent in writing of all the members entitled to receive the notice of a particular meeting, the meeting may be convened by a shorter notice and in any manner they think fit, provided always that not less than twenty one days' notice be given of a meeting pass a special resolution but if all members entitled to attend and vote at any such meeting so agree, the resolution may be passed as special resolution at a meeting of which less than twenty one days' notice has been given.
ধারা-৫০	The business of an Ordinary General Meeting shall be to receive and consider the Profit & Loss Account, the Balance sheet and the Reports of the Directors and of the Auditors, to elect Directors in place of those retiring and any other business which under these Articles and under the Act ought to be transacted at the Ordinary General Meeting.	The business of an Ordinary General Meeting shall be to receive and consider the Profit & Loss Account, the Balance sheet and the Reports of the Directors and of the Auditors, to elect Directors in place of those retiring and any other business which under these Articles and under the Act ought to be transacted at the Ordinary General Meeting. General meeting may be held through physically/hybrid system/online/virtually/electronically subject to proper recordings and documentations as per Section 401A of the Companies Act, 1994.



ধারা নং	বিদ্যমান ধারা	সংশোধনী প্রস্তাব
ধারা-৬৯	Until otherwise determined by the Company in General Meeting the number of Directors shall be not less than five and more than eight.	Until otherwise determined by the Company in General Meeting the number of Directors shall be not less than four and more than eight.
ধারা-৮৬	The Director may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. the quorum of the Directors meeting shall consist of the least five directors present in person . If all the Directors except one are disqualified from voting, the matter shall be decided in the General Meeting.	The Director may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. the quorum of the Directors meeting shall consist of the least three directors present in person. If all the Directors except one are disqualified from voting, the matter shall be decided in the General Meeting.
ধারা-৮৭(i)	(i) The Directors may at any time and shall upon the request of a Director convene a meeting of Directors, Question arising at any meeting of Directors, shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting votes.	(i) The Directors may at any time and shall upon the request of a Director convene a meeting of Directors, Question arising at any meeting of Directors, shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting votes. Board meeting may be held through physically/online/virtually/electronically subject to proper recordings and documentations as per Section 401A of the Companies Act, 1994.

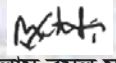
কোম্পানি সচিব প্রাপ্ত ভোটের ভিত্তিতে ঘোষণা করেন যে, বিশেষ আলোচ্যবিষয়-৩ অত্র সভায় অনুমোদনের নিমিত্তে সর্বমোট ৪০ জন শেয়ারহোল্ডার ভোট প্রদান করেছেন। বিশেষ আলোচ্যবিষয়-৩ এর পক্ষে ভোট পড়েছে ১,০০,৮২,৩৬৭টি এবং বিপক্ষে ভোট পড়েছে ০টি যাহা শতকরা হিসাবে পক্ষে ১০০ শতাংশ এবং বিপক্ষে ০.০০ শতাংশ।

সিদ্ধান্ত :

“ভোটের ফলাফলের ভিত্তিতে বিশেষ আলোচ্যবিষয়-৩ কোম্পানির আর্টিক্যালস অব এসোসিয়েশনের ধারা-৪৭, ৫০, ৬৯, ৮৬ এবং ৮৭(i) সহ সংশ্লিষ্ট ধারা সমূহের সংশোধনকরণ শেয়ারহোল্ডারদের সর্বসম্মতিক্রমে অত্র সভায় অনুমোদিত হল।”

এ পর্যায়ে অদ্যকার সভায় কোম্পানি সচিব নিশ্চিত করেন যে, সকল আলোচ্যবিষয় উপস্থাপিত ও অনুমোদিত হয়েছে। সম্মানিত শেয়ারহোল্ডারবৃন্দকে অদ্যকার সাধারণ সভায় অংশগ্রহণের মাধ্যমে সহযোগিতা করার জন্য তিনি সংশ্লিষ্ট সবাইকে আন্তরিক ধন্যবাদ জানান। সিএফও, হেড অব ইন্টারনাল অডিট, মডারেটর প্যানেলের সদস্যগণ সহ সবাইকে তিনি আন্তরিক ধন্যবাদ এবং কৃতজ্ঞতা জানান।

সভায় আর কোন আলোচ্যবিষয় না থাকায় সভাপতি মহোদয় ডিজিটাল প্ল্যাটফর্ম এর মাধ্যমে উপস্থিত সকল সম্মানিত পরিচালক, শেয়ারহোল্ডারবৃন্দ, নিরীক্ষক সহ উপস্থিত সুধীবৃন্দ এবং অত্র প্রতিষ্ঠানের সকল কর্মকর্তা, কর্মচারীবৃন্দকে ২৭তম বার্ষিক সাধারণ সভার সুন্দর আয়োজন ও পরিচালনার জন্য ধন্যবাদ জানান এবং সভা সফল হওয়ায় মহান আল্লাহর দরবারে তিনি শুকরিয়া আদায় করেন এবং ভবিষ্যতে কোম্পানির সার্বিক অগ্রগতিতে সকলের সহযোগিতা পাওয়ার প্রত্যাশা ব্যক্ত করেন। তিনি সবশেষে সকলের সুস্থতা কামনা করে ২৭তম বার্ষিক সাধারণ সভার সমাপ্তি ঘোষণা করেন।


মোঃ গোলাম রসুল মুজাদির
সভাপতি



২৭তম বার্ষিক সাধারণ সভার উপস্থিতি

ডিজিটাল প্ল্যাটফর্মে <https://agmbd.live/hakkanipul2023> এই লিংকের মাধ্যমে ২৭ ডিসেম্বর ২০২৩ তারিখ রোজ বুধবার সকাল ১১.০০ ঘটিকায় অনুষ্ঠিত হাক্কানী পাল্প এন্ড পেপার মিলস লিমিটেড এর ২৭ তম বার্ষিক সাধারণ সভায় অংশগ্রহণকারী শেয়ারহোল্ডারবৃন্দের তালিকা।

ক্রমিক নং	শেয়ারহোল্ডারদের নাম	ফলিও নং / বিও হিসাব নং	শেয়ার সংখ্যা
১	জনাবা হোসনে আরা বেগম	১২০২৯৯০০৭৩৬৬৩১৮৬	৪,৯১,৬৬৬
২	জনাবা হোসনে আরা বেগম	১২০৪৪১০০৪০৯৩৫৭৪৮	৫,৫০,০০০
৩	জনাব মোঃ গোলাম কিবরিয়া	১২০৪৫০০০৬৮৯৩৯০২২	১০,০০,০০০
৪	জনাব মোঃ গোলাম কিবরিয়া	১৩০১০৩০০০০৩৪১২৯৭	১,৪৫,০০০
৫	জনাব মোঃ গোলাম মোরশেদ	১২০৪৫০০০০১১১৬৪৮২	৯,০০,০০০
৬	জনাব মোঃ গোলাম মোরশেদ	১৩০১০৩০০০১১১৬৪৮২	৫,৬৬,৬৬৬
৭	প্রফেসর এস. এম. নছরুল কদির	স্বতন্ত্র পরিচালক	-
৮	ড. রাফিউদ্দিন আহমেদ	স্বতন্ত্র পরিচালক	-
৯	জনাব মোঃ গোলাম মোস্তফা	১২০৩৬২০০০০০৯৯০০৭	৪,৬৬,৬৬৬
১০	জনাবা ফারহানা ফেরদৌস	১২০৪৫০০০৪৬৪৮৩৭২১	৬,৪৪,৮০০
১১	জনাব মোঃ গোলাম রসুল মুক্তাদির	১২০৪৪১০০০৮৬৩৯৩৪১	১৪,৬৬,৬৬৬
১২	জনাবা ফারহানা তারান্নুম	১২০৪৫০০০৩৭৮৭১৩৭৫	৪,৬১,০০০
১৩	জনাব এম. এ. কাদের	১২০৩৩৩০০৩৮৯৬৭২৭১	৪,৫৫,৮৫০
১৪	জনাব মোঃ গোলাম সারোয়ার	১২০৩৩৩০০৩৯৪৫০২৮৪	৪,২০,০০০
১৫	জনাবা ফেরদৌস আরা বেগম	১২০৩৩৩০০৩৯০১৭৩৬৫	৪,০৯,৯৫৬
১৬	জনাব শাহ জাবেদ আহমেদ	১২০৪৫০০০৭৫৫৩২১৪৭	৩,৫০,০০০
১৭	জনাব মোঃ গোলাম হায়দার	১২০৪৪১০০০১১১৬৪৬৬	১৫,৬৬,৬৬৬
১৮	জনাবা সোনিয়া বেগম	১৩০১০৩০০২১৩৯৩৭৫৯	১০
১৯	জনাবা জিলু আকতার	১২০৪৪১০০৬৩৮৬৯৩৯৬	১৩,৪০২
২০	আলহাজ্ব মোহাম্মদ আবদুল ওয়াহাব	১২০১৫৯০০০৮০১৪৩৬৭	১০০
২১	আলহাজ্ব এস. কে তানজিরা বেগম	১২০১৫৯০০০৮০০৯২৬৩	২০০
২২	জনাব কবির আহমেদ চৌধুরী	১৬০১৮৮০০৪৫৮৪৩৫০০	৫
২৩	জনাব এম. ডি ইসমাইল হোসেন খোকন	১২০৫১৫০০৭৩৮৮৪৮৫১	২১,০৮০
২৪	জনাব এম. ডি. কামরুজ্জামান	১২০৫৬৭০০৬২৭১৬২৩২	২২,০০০
২৫	জনাব জয়নুল আবেদীন	১২০১৯৫০০৬০৫৫৩৯৪৯	১৯০০
২৬	জনাব এম. এস. তামান্না ফেরদৌস	০৪-০০০৫২০	৫০০
২৭	জনাব এম. ডি. তৌহিদুল আলম	০৪-০০০৫১৮	৫০০
২৮	জনাব এম. এস. শাহীন আকতার	০৪-০০০৫২১	৫০০
২৯	জনাবা মমতাজ বেগম	১২০৪৫০০০৬৯১৮৮১৬৯	১,১০,০০০
৩০	জনাব এম. আর সাফিউল আলম	০৪-০০০৫১৭	৫০০
৩১	জনাবা তানজিলা আলম জিনু	১২০৪৫০০০৭৫৫৮১২৮০	১৬,৭৯০
৩২	জনাবা এম. এস. তানজিলা ফেরদৌস	০৪-০০০৫১৯	৫০০
৩৩	জনাব এম. ডি. জামিল আহমেদ	১২০২৯৮০০০৪১২১৫৪৯	১০



ক্রমিক নং	শেয়ারহোল্ডারদের নাম	ফলিও নং / বিও হিসাব নং	শেয়ার সংখ্যা
৩৪	জনাবা জাকিয়া আকতার	১২০১৯৮০০৪১৭৬৭৫০২	৮,০৯০
৩৫	জনাব এম. ডি. সোরাব হোসেন লিংকন	১২০১৪৭০০০০০২১৭১১	২০০
৩৬	জনাব আজাদ আহসান	১২০২৪২০০৪৩৮৫৪২০১	২
৩৭	জনাব শাহ আলম বাবু	১২০২১৪০০০০০১৪০০৬	১০০
৩৮	জনাব আবদুল মতিন সাহিদ	১২০১৯৮০০১৬৫৩৫০৬৪	৬৭৮
৩৯	জনাব এ. বি. এম জিয়াউর রহমান সিদ্দিক	১২০৩২১০০৬২৭৯৬৬৯৬	৫০
৪০	জনাব এম. ডি. নুরনুন্না	১২০৪১৮০০৫৯২৯৮৫০৬	১
৪১	জনাব এম. ডি. জালাল আহমেদ	১২০৫৬৯০০৬১২৩২৬৯৪	১০
৪২	জনাব এম. ডি. সেলিম মিয়া	১২০২৮১০০১৫৮৭৬৪৪৭	২
৪৩	এডভোকেট এম. ডি. শাখাওয়াত উল্লাহ খান	১২০৪৪৬০০০০০৩৯৪১৮	১
৪৪	জনাব জীবন কৃষ্ণা শাহা	১২০২২৮০০৩১৯৯০১৮৮	১০
৪৫	জনাব সুমন শাহা	১২০২২৮০০৩১৯৭৭২৫১	১০
৪৬	জনাবা তাসলিমা আজিজ রুচি	১২০১৫১০০৭৩৪৪৯৫৭১	৫৫
৪৭	জনাব মোঃ নুরুল আমিন	১২০২৭৬০০০৯৮৭৩৯৮৮	৩
৪৮	জনাব মোঃ ইলিয়াছ	১২০৪৫৯০০৭৪৬০৫৩১৪	১১,০০০
৪৯	জনাবা এম. এস. টি মাকসুমা খাতুন	১৬০৫৪৪০০৪৭৬৯০৯৬৫	১,০০০
৫০	জনাব এম. ডি. আমিনুল ইসলাম	১২০৪২৮০০৩২৭৬৬২৬০	৩০০



► **Glimpse of**

27th Annual
General
Meeting
2023





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General
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হাক্কানী

টিস্যু



হাক্কানীর পণ্য .. সবার জন্য ..

জীবনের প্রতিটি মুহূর্তে সতেজ
থাকতে সবাই চায়।
প্রয়োজন জীবনের
প্রতিটি মুহূর্তে পরিচ্ছন্নতা,
তাইতো ঘরে বাইরে সবখানে
হাক্কানী টিস্যু সর্বক্ষণ সবার সঙ্গে।

কারণ

বিশ্ব সেরা ইউরোপিয়ান প্রযুক্তিতে
সর্বোৎকৃষ্ট কাঁচামাল দিয়ে সম্পূর্ণ
অটোমেশিনে তৈরি হয়

হাক্কানী টিস্যু

হাক্কানী গ্রুপের একটি পণ্য

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