

ANNUAL REPORT | 2023



ANWAR GALVANIZING LTD
(a concern of Anwar Group of Industries)



আলহাজ্ব আনোয়ার হোসেন
(১৯৩৮-২০২১)

শিল্পায়নের মহানায়ক
উন্নয়নের অগ্রদূত
ঢাকার কৃতি সন্তান
স্মৃতিতে চির অম্লান

আপনার দেখানো স্বপ্নের পথেই আমাদের ছুটে চলা অবিরাম। আপনি সবসময় আছেন, থাকবেন আমাদের প্রার্থনায়।



ANWAR GROUP

189 YEARS OF
Leadership
& Innovation



ANWAR GROUP

Table of Content

Corporate Information	02
Letter Transmittal	05
Notice of the 29 th Annual General Meeting	06
Performance at a glance	07
Chairman's Message	08
BAPLC Membership Certificate	09
Statements from the Managing Director	10
Financial Highlights of the Company	11
Independent Auditors' Report	12
Statement of Financial Position	16
Statement of Profit or Loss and Comprehensive Income	17
Statement of Changes in Equity	18
Statement of Cash Flows	19
Notes to the Financial Statements	20
Schedule of "Property, Plant & Equipment"	48
Declaration by CEO and CFO	49
Contribution to the National Exchequer	50
Certificate on Corporate Governance	53
Compliance Report on BSEC'S Notification	54
Directors' Report to the Shareholders	61
Report of the Audit Committee	68
Directors' Responsibilities to Prepare Financial Statements	69
Report of NRC	70
Directors' Appointment & Re-appointment	71
Corporate Governance Report	72
Management's Discussion and Analysis	75
NRC Policy	79
Summary of Unclaimed Dividend	82
Dividend Distribution Policy	85
Proxy Form and Attendance Slip	87

Corporate Information

Company Name	: Anwar Galvanizing Limited
Registration No.	: C-27860
Date of Incorporation	: February 14, 1995
Commencement of Business	: February 14, 1995
Legal Status	: Public Limited Company
Listed with Dhaka Stock Exchange Ltd.	: July 20, 1996
Listed with Chittagong Stock Exchange Ltd.	: July 24, 1996
Core Product	: Galvanized Iron (GI) Fittings
Nature of Business	: Manufacturing of Galvanized Iron Fittings of all specifications and grades.

Share Capital

Authorized Capital	: BDT 50,00,00,000.00
Subscribed Capital	: BDT 30,18,70,800.00
Paid-up Capital	: BDT 30,18,70,800.00

Group wise shareholding percentage as on June 30, 2023

Sponsors & Directors	: 35.32%
Institutes	: 21.08%
Government	: Nil
Foreigner (s)	: Nil
General Public	: 43.60%
No. of Shareholder	: 13,980

Contact Information

Registered & Corporate Head Office: Baitul Hossain Building (14th Floor), 27, Dilkusha C/A, Dhaka-1000.

Phone: +88 02 223 384 033-7, **Fax:** +88 02 223384020

Website: www.anwargalvanizing.com **Factory:** Morkun, Tongi, Gazipur, Bangladesh.

Board of Directors

Mr. Manwar Hossain, Chairman

Mr. Md. Moniruzzaman, Managing Director & CEO

Mr. Hossain Mehmood, Director

Mr. Hossain Khaled, Director

Mr. Md. Ataur Rahman, Nominated Director

Mr. Md. Abul Quasem, Independent Director

Secretary of the Board

Mr. Tauhidul Islam, LL.M, FCS

Audit Committee

Mr. Md. Abul Quasem

Chairman

Mr. Hossain Mehmood

Member

Mr. Hossain Khaled

Member

Mr. Tauhidul Islam LL.M, FCS

Secretary of the Committee

Nomination and Remuneration Committee (NRC)

Chairman

Mr. Abul Quasem

Member

Mr. Manwar Hossain

Mr. Hossain Mehmood

Secretary of the NRC Committee

Mr. Tauhidul Islam LL.M, FCS

Management Team

Managing Director & CEO
Mr. Md Moniruzzaman

Company Secretary
Mr. Tauhidul Islam, LL.M, FCS

Head of Finance & Account
Mr. Md. Ramim Rana, ACA

Head of Internal Audit
Mr. Md. Sayem Tanjeer, FCCA

Investors' Relation Department

Mr. Tauhidul Islam, LL.M, FCS
Company Secretary & In-charge of Share Department
Ms. Hakiba Akther Bhuiyan
Executive, Corporate Affairs

External Auditor

Mahfel Huq & Co.
Chartered Accountants
BGIC Tower (4th Floor)
34, Topkhana Road, Dhaka-1000
Bangladesh.

Compliance Auditor

Suraiya Parveen & Associates
Chartered Secretaries in Practice
Avalon Serabella, 5th Floor, 9, Dilu Road
New Eskaton, Ramna, Dhaka-1000
Bangladesh.

Human Resources

Permanent: 666
Casual: NA

Legal Advisor

Sheikh & Chowdhury
Banglar Bani Bhaban (2nd Floor)
81, Motijheel Commercial Area
Dhaka-1000.

Bankers

Agrani Bank Limited
Al-Arafah Islami Bank Limited
The City Bank Limited
Dutch-Bangla Bank Limited
First Security Islami Bank Limited
Islami Bank Bangladesh Limited
Mutual Trust Bank Limited (MTBL)
Modhumoti Bank Limited
National Bank Limited
Pubali Bank Limited
South Bangla Agriculture and Commerce Bank Limited
Shahjalal Islami Bank Limited
Standard Bank Limited
United Commercial Bank Limited
Uttara Bank Limited

Letter of Transmittal

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

Annual Report for the year ended June 30, 2023

Dear Sir(s)/Madam(s),

We are pleased to enclose a copy of the Annual Report of Anwar Galvanizing Limited containing Directors' Report and Auditors' Report along with Financial Statements as at June 30, 2023, Statement of Financial Position, Statement of Comprehensive Income, Changes in Equity and Cash Flows for the year ended June 30, 2023 along with notes thereon and all related financial reports for your kind record and necessary measures.

Yours sincerely,



Tauhidul Islam FCS
Company Secretary

Dated: 04 January, 2024
Dhaka

Notice of the Twenty-Ninth Annual General Meeting and Special Business to be transacted

Notice is hereby given that the 29th Annual General Meeting of Anwar Galvanizing Limited will be held on Sunday dated February 4, 2024 at 11:30 a.m. through virtual platform to transact the following business:

A) Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended June 30, 2023, together with reports of the Auditors and the Directors thereon.
2. To declare dividend for the year ended June 30, 2023.
3. To retire and elect directors as per the provisions of the Articles of Association of the Company.
4. To appoint auditor for the year ended June 30, 2024 and to fix their remuneration.
5. To appoint corporate compliance auditor for the year 2023-2024 and to fix their remuneration.

B) Special Business:

- 6) Pursuant to BSEC notification no. BSEC/CMRRCD/2009-193/10/Admin/118 dated 22 March 2021, to consider and approve the related party transactions between the Company and its allied company, Anwar Ispat Limited, Anwar Cement Limited, Anwar Cement Sheet Limited, A-One Polymer Limited, A-One Trading and Anwar Printex Limited, as set out in Note 28 of the Financial Statements for the Financial Year 2022-23; sale or purchase of assets in excess of 1%; and the sale or purchase of raw material, packaging material or finished goods in excess of 10% of the Company's revenue for the immediate preceding Financial Year and all other business transactions, in the normal course of business and on an arm's length basis.

By order of the Board,



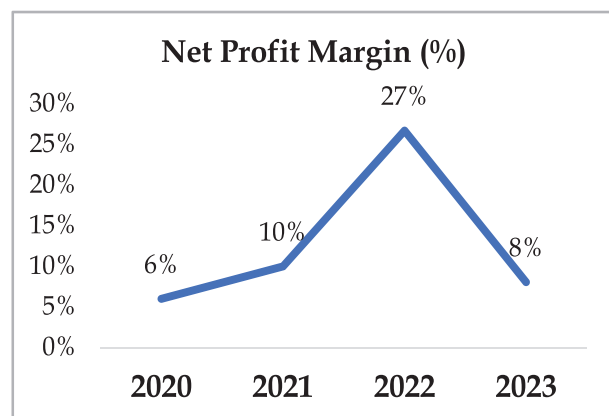
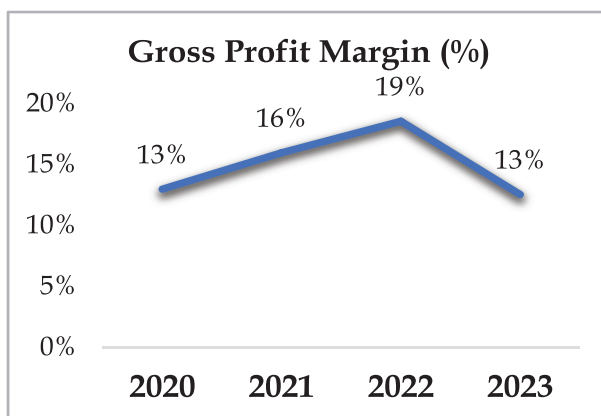
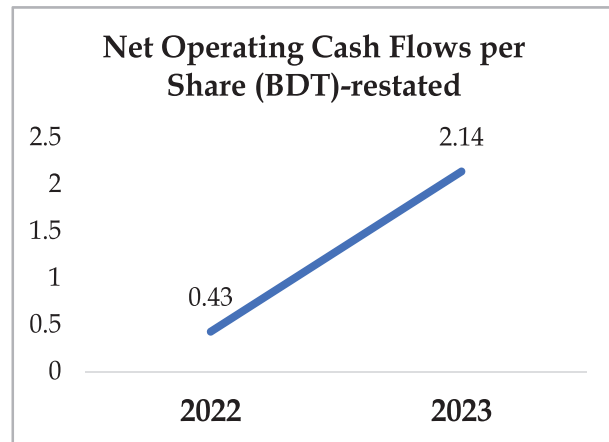
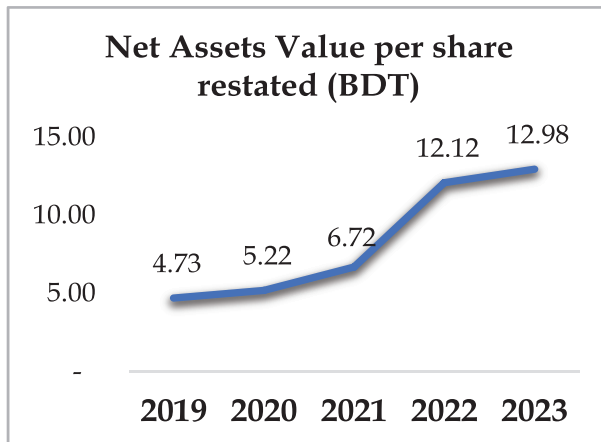
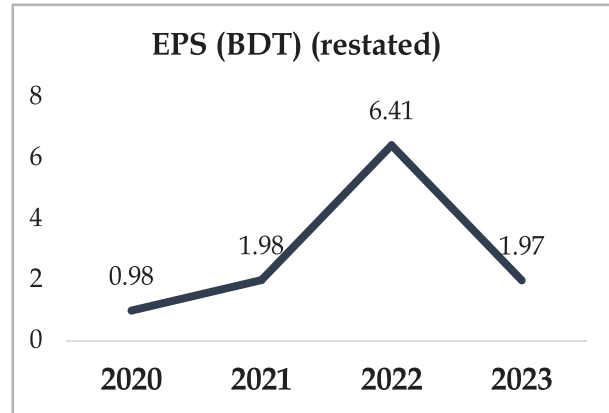
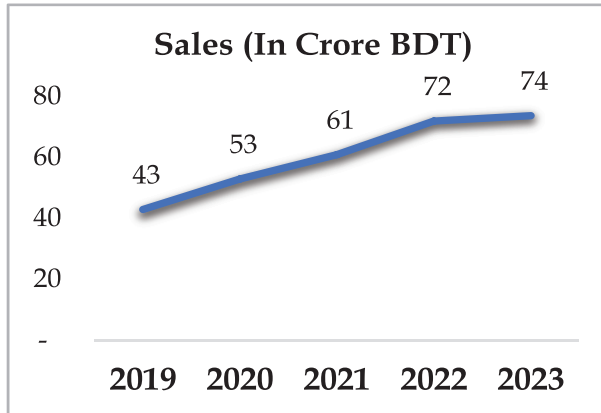
Tauhidul Islam FCS
Company Secretary

Dated: 04 January, 2024
Dhaka

Notes:

- i. The Shareholders whose names appeared in the Members Register of the Company or Depository Register on the Record Date i.e. December 4, 2023, will be eligible to attend the 29th AGM of the Company and to receive the Dividend.
- ii. A Member entitled to attend and vote at the 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 fixed for the meeting.
- iii. Annual Report for the year 2022-23 will be sent through e-mail address of the Shareholders and will be available in the Website of the Company at: www.anwargalvanizing.com.
- iv. The Shareholders will be able to submit their questions/comments and vote electronically 1 (one) hour before commencement of the AGM and also during the AGM.
- v. We encourage the Shareholders to login into the system prior to the meeting.

PERFORMANCE AT A GLANCE



Chairman's Message

Dear Shareholders,

Assalamualaikum,

I am pleased to welcome you to the 29th Annual General Meeting of Anwar Galvanizing Limited (AGL). On behalf of the Board of Directors, I express our sincere gratitude to all shareholders once again for their confidence and trust on the management of the Company and continued support for the success of the Company.

Russian-Ukraine war has added to already existing uncertainties of business. Business has been impacted adversely as a result of the war, Covid-19 pandemic and Dengu. Mostly, the significant foreign currency (Dollar) crisis war has created a new shock for the world. Supply disruptions and financial sanctions pose serious economic challenges. Consequently, the turnover for the year under review has gone down as compared to last year.

Despite hurdles and challenges, our performance during the year was truly remarkable. We recorded revenues of BDT 737,973,899 with a growth of 2% as compared to the earlier financial year and profit after tax arrived at BDT 59,518,018 which is 69% lower than previous year and finally decrease in EPS of 69% than last year. However, In financial year 2022-2023, the Board of Directors of the Company has proposed 10% cash dividend for the eligible shareholders.

Such an impressive performance in an entirely volatile situation is a manifestation of our strength to survive and ability to drive business in any difficult and uncertain condition. Our experienced, matured and expert management team took appropriate decisions and their strategies to achieve targets challenging the pandemic.

Finally, I want to thank the employees of the company for their dedication and hard work. It is their passionate and committed effort that drives the business forward delivering excellent results and strong growth. The success we have achieved was only possible due to their collective efforts. I express my gratitude to you, all stakeholders, for your trust and support which encouraged us. I wish you all good health and safe life.

With the best wishes.



Manwar Hossain
Chairman

BAPLC Membership Certificate 2023



**Statements from the
Managing Director**

Dear Shareholders,

Assalaamu-Alaikum,

It is a pleasure to welcome you at the 29th Annual General Meeting of Anwar Galvanizing Limited for the year ended June 30, 2023 which will be held on February 04, 2024. The annual report containing directors' report and other statutory statements as the requirements of laws and the regulatory authorities concerned has been sent to you in advance as usual.

Business has been impacted adversely as a result of the war and the significant foreign currency (Dollar) crisis. Now, we are passing through a hard time. Following the other parts of the world, Bangladesh is also going through the troughs of supply crisis, forex volatility and blown remittance. Considering the above situation, AGL completed perhaps one of the tough years in the history.

However, I would like to note that Company has succeeded in improving performance of production and turnover and maintaining all profit centers including other income heads through skilful financial planning. As the operational results would be scanned, it would be clear that the Company's position reflects positive growth in revenue of 2% and decline in Gross Profit of 31%, Operating Profit of 50%, Profit after Tax of 69% and finally EPS of 69%; Though, we have maintained consistent growth in terms of market share.

I believe the Shareholders have had the satisfaction despite the operational hazards faced by the industrial, commercial, economic as well as social disorder created by the corona virus pandemic that spared most of the countries of the World.

While, concluding, I would like to appreciate the Government authorities, Private Sectors and the Civil Society for continued promotion of good governance and to take a wider and more active role in promoting shareholders rights. Finally, I would like to express our sincerest gratitude and appreciation to all of our Shareholders and other Stakeholders for continued support and encouragements.

With best wishes for you all.

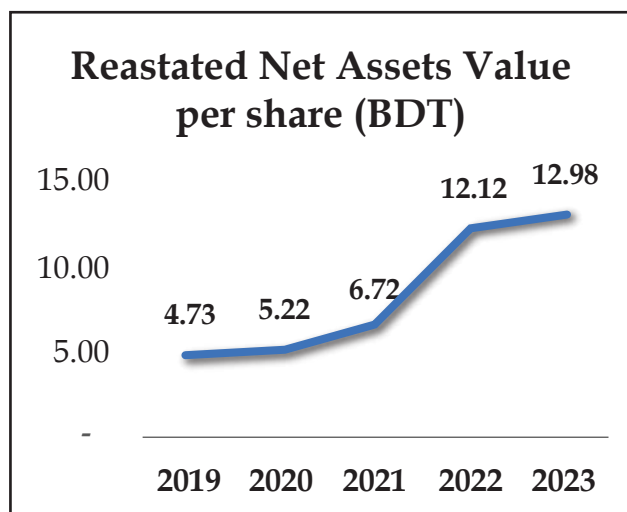
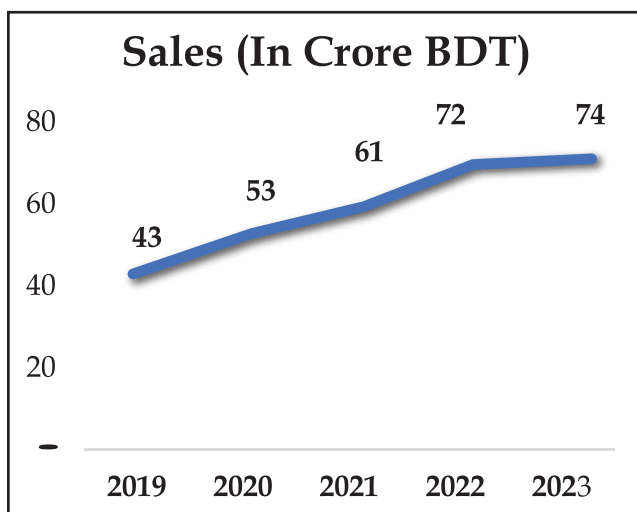


Md. Moniruzzaman
Managing Director & CEO

FINANCIAL HIGHLIGHTS

in BDT millions, unless otherwise stated

Particulars	2023	2022	2021	2020	2019
Revenue	737.97	724.38	609.99	534.25	433.44
Operating Profit	44.11	87.88	68.44	41.79	29.99
Profit Before Tax	68.82	221.55	73.86	39.00	27.98
Net Profit After Tax	59.52	193.48	59.73	29.49	21.89
Current Assets	538.82	562.92	300.98	191.38	180.56
Non-Current Assets	260.90	166.43	135.45	91.79	88.03
Shareholders' Equity	391.77	365.79	202.87	157.59	142.91
Current Ratio (X)	1.43	1.65	1.34	1.65	1.57
EPS Restated (BDT)	1.97	6.41	1.98	0.98	0.73
NAV per share Restated (BDT)	12.98	12.12	6.72	5.22	4.73
Cash Dividend (%)	10%	20%	20%	10%	10%



Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Anwar Galvanizing Limited (the "Company"), which comprise the Statement of Financial Position as at 30 June 2023, and the Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 30 June 2023, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

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

Key Audit Matters

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

Revenue

The Company reported a total revenue of Tk. 737,973,899.02 for the year ended June 30, 2023 (i.e. BDT 724,383,291.23 for 30th June 2022).

Revenue recognition has a significant and wide influence on financial statements. Revenue is recognized when the amounts and the related costs are reliably measured and the performance obligation is complete through the passing of control to the customers. Revenue from the sale of goods is recognized at the time when the goods are transferred to the buyer. The significant risks and rewards of ownership of the goods & the sales price are determined considering the effect of rebate of rebates, discounts & incentives.

We identified revenue recognition as a key audit matter because revenue is one of the key performance indicators of the Company and therefore there is an inherent risk of manipulation of the timing of recognition of revenue by management to meet specific targets or expectations.

We focused on the proper cut-off of sales to the Company's customers. There is a risk of differences between the timing of the invoicing of products and the dispatch of the products.

How our audit addresses the key audit matters

Our procedures in relation to recognition of revenue from sales of GI Fittings and Scrap sales:

- We read the accounting policy for revenue recognition of the Company and assess compliance with the policy in terms of principles enunciated under IFRS 15;
- We understood, evaluated and validated the key control related to the company's sales process from end to end, from contract approval and sign-off, recording of sales, all the way through cash receipts and customers' outstanding balances.

- We conducted substantive testing of revenue recorded over the year using sampling techniques, by examining the relevant supporting documents including sales invoices. In addition, we confirmed certain customer receivables at the balance sheet, date, selected on a sample basis by considering the amount outstanding with those customers.
- Performed sample tests of individual sales transactions and traced to sales invoices, sales orders and other related documents.
- We assessed the disclosures made in accordance with IFRS 15.

The associated disclosure is included in Note 17:00 to the financial statements.

Inventory

The inventory of BDT 201,738,022 on June 30, 2023, was held in Depots, warehouses and factory premises of the company (i.e. BDT 240,635,759 for 30th June 2022).

In order to carry inventory at a lower cost and net realizable value, management has identified slow-moving, obsolete and damaged inventories and made adjustments to the carrying value of these items, the calculation of which requires certain estimates and assumptions.

Inventory value is calculated In the company's accounting system using an automated process. Annual process requires interfaces and inputs, there is a risk of inappropriate management override and chances of error existing.

How our audit addresses the key audit matters

Our procedures included the following to assess inventory Valuation:

- Evaluating the design and implementation of key Inventory controls operating across the factory and warehouse.
- Attending Inventory counts and reconciling the count results to the inventory listing to test the completeness of data.
- Testing, on a sample basis, the stock aging profile and the market price used in assessing the net realizable values of inventories to the related supporting documents.
- Comparing the net realizable value obtained through a detailed review of sales subsequent to the year-end, to the cost price of a sample of inventories.
- Recalculating the arithmetical accuracy of the computations.

The associated disclosure is included in Note 4:00 to the financial statements.

Other Information

Management is responsible for the other information. The other information comprises all of the information in the Annual Report other than the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

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

When we read the annual report, if we conclude that there is a material misstatement therein of this other information, we are required to communicate the matter to those charged with governance.

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

Management is responsible for the preparation and fair presentation of the financial statements of the Company and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

Report on other Legal and Regulatory Requirements

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

- (i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books;
- (iii) The company's statement of financial position and statement of profit or loss and other comprehensive income together with the annexed notes dealt with by the report are in agreement with the books of account and returns; and
- (iv) The expenditure incurred for the purposes of the company's business.



Howlader Mahfel Huq, FCA

Partner

ICAB enrollment No. 0105

Mahfel Huq & Co.

Chartered Accountants

DVC: 2310300105AS245089

Dhaka, 26 October, 2023

Anwar Galvanizing Limited
Statement of Financial Position
As at 30 June 2023

Particulars	Notes	Amount in BDT	
		30 June 2023	30 June 2022
Assets			
Non-Current Assets			
Property, plant and equipment	3.00	260,899,724	166,433,168
		260,899,724	166,433,168
Current Assets			
Inventories	4.00	201,738,022	240,635,759
Trade receivables	5.00	24,509,026	10,891,159
Advances, deposits and pre-payments	6.00	28,430,688	44,186,312
Short term investment	7.00	281,457,588	234,879,719
Cash and cash equivalents	8.00	2,686,282	32,325,842
		538,821,606	562,918,791
Total Assets		799,721,330	729,351,959
Equity and Liabilities			
Shareholders' Equity			
Share capital	9.00	301,870,800	167,706,000
Retained earnings	10.00	89,897,237	198,085,219
		391,768,037	365,791,219
Non-Current Liabilities			
Deferred tax liabilities	11.00	6,953,807	7,686,012
Long term loan-long term portion	12.01	25,093,163	15,537,855
		32,046,970	23,223,867
Current Liabilities			
Long term loan-current portion	12.02	9,583,863	7,175,604
Trade and other liabilities	13.00	354,036,178	200,054,478
Income tax liabilities	14.00	10,032,716	29,018,849
Short term loan	15.00	-	96,970,206
Unclaimed dividend account	16.00	2,253,566	7,117,736
Total Current Liabilities		375,906,323	340,336,873
Total Equity and Liabilities		799,721,330	729,351,959
Net Asset Value Per Share (Restated 2022)	24.00	12.98	12.12


The annexed notes form an integral part of these financial statements


Tauhidul Islam FCS
Company Secretary


Hossain Mehmood
Director


Md. Moniruzzaman
Managing Director & CEO

Signed as per our annexed report on even date


Howlader Mahfel Huq, FCA
Partner
ICAB enrollment No. 0105
Mahfel Huq & Co.
Chartered Accountants
DVC: 2310300105AS245089

Dhaka. 26 October, 2023

Anwar Galvanizing Limited
Statement of Profit or Loss & Other Comprehensive Income
As at 30 June 2023

Particulars	Notes	Amount in BDT	
		30 June 2023	30 June 2022
Revenue	17.00	737,973,899	724,383,291
Cost of goods sold	18.00	(645,212,008)	(589,792,567)
Gross profit		92,761,891	134,590,724
Operating expenses			
Administrative expenses	19.00	(17,463,818)	(15,884,847)
Selling and distribution expenses	20.00	(31,186,552)	(30,825,574)
		(48,650,370)	(46,710,421)
		44,111,521	87,880,303
Operating profit			
Financial expenses		(10,503,183)	(16,440,443)
Non-operating income	21.00	38,651,118	161,182,925
Profit before distribution of WPPF	22.00	72,259,456	232,622,785
Contribution to WPPF		(3,440,927)	(11,077,276)
Profit before tax	13.01.01	68,818,529	221,545,509
Income tax expense			
Current	14.00	(10,032,716)	(29,018,849)
Deferred	11.00	732,205	953,326
		(9,300,511)	(28,065,523)
Profit after tax		59,518,018	193,479,986
Other comprehensive income		-	-
Total comprehensive income for the year		59,518,018	193,479,986
Earnings Per Share (restated 2021-2022)	25.01	1.97	6.41


The annexed notes form an integral part of these financial statements


Tauhidul Islam FCS
Company Secretary


Hossain Mehmood
Director


Md. Moniruzzaman
Managing Director & CEO

Signed as per our annexed report on even date


Howlader Mahfel Huq, FCA
Partner
ICAB enrollment No. 0105
Mahfel Huq & Co.
Chartered Accountants
DVC: 2310300105AS245089

Dhaka. 26 October, 2023

Anwar Galvanizing Limited
Statement of Changes in Equity
For the year ended 30 June 2023

Amount in BDT

Particulars	Share Capital	Retained Earnings	Total
Balance as on 30 June 2022	167,706,000	198,085,219	365,791,219
Profit after tax	-	59,518,018	59,518,018
Cash dividend	-	(33,541,200)	(33,541,200)
Stock dividend	134,164,800	(134,164,800)	-
Balance as on 30 June 2023	301,870,800	89,897,237	391,768,037

Board of directors proposed 10% Cash dividend for the year ended 30 June 2023, subject to approval of shareholders of the company in its forthcoming 29th Annual general meeting.

For the year ended 30 June 2022

Amount in BDT

Particulars		Share Capital	Retained Earnings	Total
Balance as on 30 June 2021		152,460,000	50,413,298	202,873,298
Prior period adjustment			(70,065)	(70,065)
Profit after tax		-	193,479,986	193,479,986
Cash dividend		-	(30,492,000)	(30,492,000)
Stock dividend		15,246,000	(15,246,000)	-
Balance as on 30 June 2022		167,706,000	198,085,219	365,791,219


Board of directors proposed 20% Cash dividend and 80% Stock dividend for the year ended 30 June 2022, which was approved by the shareholders in 28th Annual General Meeting.


Tauhidul Islam FCS
Company Secretary


Hossain Mehmood
Director


Md. Moniruzzaman
Managing Director & CEO

Signed as per our annexed report on even date


Howlader Mahfel Huq, FCA
Partner
ICAB enrollment No. 0105
Mahfel Huq & Co.
Chartered Accountants
DVC: 2310300105AS245089

Dhaka. 26 October, 2023

Anwar Galvanizing Limited
Statement of Cash Flows
For the year ended 30 June 2023

		Amount in BDT	
Particulars	Notes	30 June 2023	30 June 2022
Cash Flows from operating activities			
Collection from customers and others	23.00	714,930,279	711,671,781
Payment for suppliers, employees and others		(628,236,085)	(670,755,640)
Payment for WPPF		-	(3,697,812)
Income tax paid		(20,427,564)	(22,138,499)
Interest paid		(1,541,587)	(2,020,927)
Net cash inflow from operating activities		64,725,043	13,058,902
Cash flows from investing activities			
Payment for the acquisition of property, plant and equipment		(1,312,889)	(2,431,918)
Payment for the capital work-in-progress		(103,630,352)	(39,200,551)
Net Investment in securities		(17,934,823)	(54,278,772)
Dividend income		-	3,300,000
Net cash outflow from investing activities		(122,878,065)	(92,611,241)
Cash flows from financing activities			
Dividend paid		(38,405,370)	(36,479,749)
Net receipt/(payment) of loan against trust receipts (LTR)		(96,970,206)	(2,671,630)
Net long term loan received		11,963,567	22,713,459
Net loan received from different securities		27,357,842	102,639,282
Net loan received from intercompany		124,567,629	-
Net cash inflow from financing activities		28,513,462	86,201,362
Net increase/(decrease) in cash and cash equivalents		(29,639,560)	6,649,023
Cash and cash equivalents at the beginning of the year		32,325,842	25,676,820
Cash and cash equivalents at the year end		2,686,282	32,325,842
Net Operating Cash Flow Per Share (restated 2021-2022)	26.00	2.14	0.43

The annexed notes form an integral part of these financial statements


Tathidul Islam FCS
Company Secretary


Hossain Mahmood
Director


Md. Moniruzzaman
Managing Director & CEO

Dhaka. 26 October, 2023

Anwar Galvanizing Limited
Notes to the Financial Statements
 As at and for the year ended 30 June 2023

1. Reporting Entity**a) Company Profile**

Anwar Galvanizing Limited (the “Company”) was incorporated in Bangladesh on 14th February 1995, under the Companies Act, 1994 as a public company limited by shares. The Company went for Initial Public Offering (IPO) of shares in November 1995 which was fully subscribed and issued. The shares have since been listed and are being traded in Dhaka and Chittagong Stock Exchanges.

The address of the registered office and the principal place of business is Baitul Hossain Building (14th Floor), 27, Dilkusha Commercial Area, Dhaka. The manufacturing plant is located at Morkun, Tongi Industrial Area, Gazipur.

b) Nature of Business:

The Company has been involved in the manufacturing of galvanized GI fittings of all specifications and grades under the Building Material Division (BMD) of Anwar Group of Industries (AGI). The company is the first manufacturer and local market leader of galvanized iron-pipe fittings and brake drums. The company has suspended its production and distribution of Brake Drum from May 2019 to utilize the full production capacity in galvanized iron-pipe fittings which has better profit margin.

2. Summary of Significant Accounting Policies and Basis of Preparation of the Financial Statements:**2.1 Statement of Compliance:**

The preparation and presentation of the financial statements and the disclosure of information have been made in accordance and in conformity with International Financial Reporting Standards (IFRSs), International Accounting Standards (IASs), the Companies Act 1994, the Securities and Exchange Rules 2020 and other applicable laws in Bangladesh.

2.2 Going Concern:

The company has adequate resources to continue in operation for foreseeable future and hence the financial statements have been prepared on going concern basis. As per management assessment there are no material uncertainties related to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

2.3 Compliance with Financial Reporting Standards as applicable in Bangladesh:

IAS/ IFRS	Title	Remarks
IAS 1	Presentation of Financial Statements	Complied
IAS 2	Inventories	Complied
IAS 7	Statement of Cash Flows	Complied
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
IAS 10	Events after the Reporting Period	Complied
IAS 12	Income Taxes	Complied

IAS 16	Property, Plant and Equipment	Complied
IAS 19	Employee Benefits	Complied
IAS 20	Accounting for Government Grants and Disclosure of Government Assistance	N/A
IAS 21	The Effects of Changes in Foreign Exchange Rates	Complied
IAS 23	Borrowing Costs	Complied
IAS 24	Related Party Disclosures	Complied
IAS 26	Accounting and Reporting by Retirement Benefit Plans	N/A
IAS 27	Consolidated and Separate Financial Statements	N/A
IAS 28	Investments in Associates and Joint Ventures	N/A
IAS 31	Interests in Joint Ventures	N/A
IAS 32	Financial Instruments: Presentation	Complied
IAS 33	Earnings per Share	Complied
IAS 34	Interim Financial Reporting	Complied
IAS 36	Impairment of Assets	Complied
IAS 37	Provisions, Contingent Liabilities and Contingent Assets	Complied
IAS 38	Intangible Assets	Complied
IAS 40	Investment Property	N/A
IAS 41	Agriculture	N/A
IFRS-1	First-time Adoption of International Financial Reporting Standards	N/A
IFRS-2	Share Based Payment	N/A
IFRS-3	Business Combinations	N/A
IFRS-4	Insurance Contracts	N/A
IFRS-5	Non-Current Assets held for Sale and Discontinued Operations	Complied
IFRS-6	Exploration for and Evaluation of Mineral Resources	Complied
IFRS-7	Financial Instruments: Disclosures	N/A
IFRS-8	Operating Segments	N/A
IFRS-9	Financial Instruments	Complied
IFRS-10	Consolidated Financial Statements	N/A
IFRS-11	Joint Arrangements	N/A
IFRS-12	Disclosures of Interests in Other Entities	Complied
IFRS-13	Fair Value Measurement	Complied
IFRS-14	Regulatory Deferral Accounts	N/A
IFRS-15	Revenue from contracts with customers	Complied
IFRS-16	Leases	Complied

2.4 Other Regulatory Compliances:

The company is also required to comply with the following major legal provisions in addition to The Companies Act 1994 and other applicable laws and regulations but not limited to:

- The Income Tax Ordinance & Rules, 1984
- The Value Added Tax and Supplementary Duty Act & Rules, 2012
- The Security & Exchange Rules, 2020
- The Customs Act 1969
- The Bangladesh Labour Act 2006 (Amended in 2013)
- The Bangladesh Labour Rules 2015

2.5 Basis of Measurement:

The financial statements have been prepared on the historical cost basis except for the 'Short Term Investment' measured at present value using 'mark to market' concept with unrealized gain/loss presented in non-operating income. No consideration was taken for the effect of inflation.

2.6 Use of Estimates and Judgments:

The preparation of financial statements require management to make judgments, estimates and assumptions that affect the application of accounting policies and 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. Revision of accounting estimates is recognized in the period in which the estimate is revised if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

Information about assumptions, estimation and judgments uncertainties that have a significant risk of in the year ending 30 June 2023 is included in the following notes:

Note 11	: Deferred tax liabilities
Note 05.01	: Provision for trade receivables
Note 03	: Useful life and residual value of property, plant and equipment
Note 13.1	: Provision for expense
Note 14	: Current tax liabilities

2.7 Cash Flow Statement:

IAS 1 requires that a complete set of financial statement requires preparation of statement of cash flows. The statement of cash flows is prepared as it provides information about cash flows of the enterprise which is useful in providing users of financial statements with the information about ability of the enterprise to generate cash and utilization of those cash.

2.8 Statement of Changes in Equity:

The Statement of Changes in Equity reflects information about the increase or decrease in net assets or wealth. The statement also shows item-wise movement along with the description of changes from the end of last year to the end of current period.

2.9 Significant Accounting Policies:

The accounting policies set out below have been applied consistently to all periods presented in these financial statements. Certain comparative amounts in the financial statements have been reclassified and rearranged to conform to the current year's presentation.

i. Property, Plant and Equipment:

a) Recognition and measurement:

In pursuant to IAS 16: Property, Plant and Equipment, the cost of an item of property, plant and equipment is recognized as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the entity, and the cost of the item can be measured reliably.

Fixed assets have been accounted for at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs of enhancement of existing assets are recognized as a separate asset, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of such items can be measured reliably. All other expenditures are charged to the Profit or Loss account in the financial period which they are incurred.

b) Depreciation:

No depreciation is charged on land and capital work in progress (CWIP) as the land has unlimited useful life and CWIP has not yet been placed in service.

Depreciation on assets is calculated using the Reducing balance method to allocate the cost amount over their estimated useful lives. In respect of addition of fixed assets, Depreciation is charged from the date of acquisition i.e., when it is ready for use.

Depreciation is charged using the following rates on the fixed assets:

Asset Category	Depreciation Rate	
	FY 2022-23	FY 2021-22
Land & Land Development	0%	0%
Building & Construction	2.5% -10%	2.5% -10%
Plant, Machinery & Equipment	7.5% -20%	7.5% -20%
Office Equipment	10% -25%	10% -25%
Furniture & Fixtures	10% -20%	10% -20%
Vehicles	7.5% -20%	7.5%

c) Retirement and disposals:

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized as profit or loss.

d) Impairment of Assets:

The carrying amount of Company's assets is reviewed with sufficient regularity to determine whether there is any indication of impairment. Any impairment loss is recognized in the profit and loss account if the carrying amount of an asset exceeds its recoverable amount (IAS 36: Impairment of Assets). No such impairment loss has been arisen and recognized during the year ended 30 June 2023.

e) Capital work in progress:

Capital work in progress represents the cost incurred for acquisition and/or construction of items of property, plant and equipment that are not ready for use. Capital work in progress is recorded at cost to the extent of expenditure incurred at the date of statement of financial position. The amount of capital work in progress is transferred to appropriate asset category and depreciated when the asset is completed and commissioned.

ii. Inventories:

Inventories except materials in transit are measured at the lower of cost and net realizable value. The cost of inventories is based on the weighted average method, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads based on normal operation capacity.

Allowance for inventory is periodically recognized mainly on the basis of failure in quality control testing, net realizable value, non-compliance testing, near to expiry etc. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Material in transit represents the cost incurred up to the date of the statement of financial position for the items that were not received but the relative risk has been transferred till to the date of reporting. Inventory losses and abnormal losses are recognized as expenses.

iii. Leases:

All leases other than those which meet the definition of finance lease are treated as operating lease and are recognized in the statement of profit or loss. Payments made under operating leases are recognized in profit or loss. For non-cancellable operating leases payments are recognized on a straight-line basis over the term of the lease.

iv. Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Non-derivative financial instruments comprise investments in shares and term deposit, trade receivables, other receivables, intercompany receivables, cash and cash equivalents, trade payables, other payables, intercompany payables, share capital and interest-bearing borrowings.

a) Financial Assets:

The Company initially recognizes receivables and deposits issued on the date when they are originated. All other financial assets are initially recognized on the trade date.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred, or it neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control over the transferred asset.

The classification and measurement of financial assets is based on the basis of both:

- a. the entity's business model for managing the financial assets; and
- b. the contractual cash flow characteristics of the financial assets.

Three measurement classifications for financial assets have been established: amortized cost, fair value through other comprehensive income and fair value through profit and loss. These measurement classifications align with three business models available under IFRS 9:

- Hold to Collect: Financial assets held with the objective to collect contractual cash flows
- Hold to Collect and Sell: Financial assets held with the objective to collect and sell contractual cash flows
- Other: Financial assets held for trading or assets that do not meet the criteria for either 'Hold to collect' or 'Hold to collect and sell'. Financial assets designated as trading are held with an objective to sell the assets in the short term.

For purposes of determining the measurement classification, financial assets under the 'Hold to Collect' and 'Hold to Collect and Sell' business model require an assessment to determine whether the cash flows are solely payments of principal and interest (SPPI). Basic lending arrangements with limited volatility in cash flows typically have contractual cash flows that are SPPI; however, other factors should be considered in making this determination, such as whether interest payments provide only a consideration for the passage of time associated with time value of money.

Financial assets under a Hold to collect business model, with contractual cash flows that are SPPI, are classified and measured at amortized cost. Financial assets under a Hold to Collect and Sell business model, with contractual cash flows that are SPPI, are classified and measured at fair value through other comprehensive income (FVOCI).

Financial assets that have contractual cash flows that are not SPPI, are designated as trading or do not fit the business model criteria for hold to collect and hold to collect and sell share measured at fair value through profit and loss (FVTPL). Equity instruments are always measured at FVTPL unless an irrevocable option is elected at initial recognition to present fair value changes in OCI. Fair value changes recorded in OCI for equity instruments are not recycled to profit and loss.

Based on the above the basis of recognition and measurement are as follows:

Amortized cost:

The asset is measured at the amount recognized at initial recognition minus principal repayments, plus or minus the cumulative amortization of any difference between that initial amount and the maturity amount, and any loss allowance. Interest income is calculated using the effective interest method and is recognized in profit and loss. Changes in fair value are recognized in profit and loss when the asset is derecognized or reclassified.

At fair value through profit or loss:

A financial asset is classified as at fair value through profit or loss if it is classified as held for trading or is designated as such on initial recognition. Financial assets are designated as at fair value through profit or loss if the Company manages such investment and makes purchase or sale decisions based on their fair value in accordance with the Company's documented risk management or investment strategy. Attributable transactions costs are recognized in profit and loss as incurred. Financial assets at fair value through profit or loss are measured at fair value and changes therein which take into account and dividend income are recognized in profit or loss.

At fair value through other comprehensive income

The asset is measured at fair value and changes in value are transferred through other comprehensive income. The Company's financial assets comprise trade and other receivables, investment in shares and term deposit and cash and cash equivalents.

Trade, Other and Intercompany Receivables:

Trade, other and intercompany receivables are recognized at original invoiced amount. After initial recognition these are carried at amortized cost less impairment losses due to un-collectability of any amount so recognized. Receivables are stated at netted off provision for bad and doubtful debt and written off. Provision is made in the financial statements considering the uncertainty of recovery at the date of the statement of financial position and bad debts are written off when the debts became finally irrecoverable based on assessment and judgment made by senior management of the Company.

Investment in Shares-other than the Investment in Subsidiaries, Associates and Joint Ventures:

Investment in listed securities is measured at fair value through profit or loss on portfolio basis as per IFRS 9.

Cash and Cash Equivalents:

Cash and cash equivalents comprise cash balances and all call deposits with original maturities of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the statement of cash flows. There is no bank overdraft availing by the company.

b) Financial Liabilities:

The Company initially recognizes financial liabilities on the transaction date at which the Company becomes a party to the contractual provisions of the liability. The Company recognizes such 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 entity of resources embodying benefits. The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expired.

The Company's financial liabilities comprise trade and other payables and interest-bearing borrowings.

Trade Payables

Trade payables are recognized at fair value.

Interest-bearing Borrowings

Interest-bearing borrowings are recognized initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost using the effective interest method less any impairment losses.

c) Offsetting a Financial Asset and a Financial Liability

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

d) Reclassification of financial instruments on adoption of IFRS 9

On the date of initial application, the financial assets of the Company with any reclassifications noted are as follows:

Accounts title	Measurement category		Carrying amount	
	IAS 39	IFRS 9	IAS 39	IFRS 9
Cash and cash equivalent	Loans and receivables	Amortized costs	2,686,282	2,686,282
Short term investments	Available for sale	Fair value through profit or loss	281,457,588	281,457,588
Trade and other receivables	Loans and receivables	Amortized costs	24,509,026	24,509,026

v. Share Capital:
a) Authorized Capital:

Authorized capital is the maximum amount of share capital that the Company is authorized by its Memorandum and Articles of Association to issue to shareholders.

b) Paid-up Capital:

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity, net of any tax effect.

c) Retained Earnings:

The surplus amount after appropriation of profit is kept in Retained Earnings.

vi. Taxation:
a) Current Year:

During the year, provision for income tax has been calculated in compliance with the Income Tax Act 2023.

b) Previous Years Assessment Status:

The company submitted Income Tax Returns for assessment years from 2007-08 to 2022-23 (Income Years 2006-07 to 2021-22) to the Tax Authority availing facility u/s-82BB of the I.T. Ordinance 1984. The returns so submitted to the Tax Authority are deemed to have been accepted by the Tax Authority as per Section 82 BB. There is no further tax liability in respect of these assessment years except for assessment year 2005-2006 and 2007-2008 for which revised assessments have been completed and necessary provisions have been made.

The company has preferred an appeal to the High Court Division of the Honorable Supreme Court of Bangladesh in respect of assessment year 2002-2003 and 2008-2009 against which Court award is still pending. The management, in consultation with the tax consultant is expecting that no liability will be aroused.

c) Deferred Tax:

Deferred tax is recognized in compliance with IAS-12: Income Taxes, providing for temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and amount used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the date of statement of financial position. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the deductible temporary difference can be utilized. Deferred tax assets are reviewed at each year-end and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

vii. Provisions, Contingent Liabilities and Contingent Assets:

Provisions are liabilities of uncertain timings or amount. Provisions are recognized when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be repaid to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

All provisions are recognized by making the best estimate of the amounts in accordance with IAS 37: Provisions, Contingent Liabilities and Contingent Assets.

viii. Employee Benefits:

Workers' Profit Participation Fund

The company has made a provision for Workers' Profit Participation Fund (WPPF) for the year ended 30 June 2023. The Company provides 5% of its net profit before tax after charging such expense as Workers' Profit Participation Fund in accordance with the Bangladesh Labour Act 2006 as amended 2013. The company has taken initiative to establish an Employees Gratuity Fund.

ix. Revenue Recognition, Measurement and Presentation:

The Company has adopted IFRS 15 (Revenue from Contracts with Customers) to provide a single, comprehensive revenue recognition model for all contracts with customers. Under the new guidance, an entity will recognize revenue to depict the transfer of promised goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services.

A five-step model has been introduced for an entity to apply when recognizing revenue.

IFRS 15 is effective from 01 January 2018, and was applied to contracts that were not completed at the date of initial application on a modified retrospective basis through a cumulative effect adjustment to retained earnings as of that date. The prior period comparative information has not been restated and continues to be reported under the accounting guidance in effect for those periods.

x. Finance income and expenses:

The Company's finance income and finance costs include:

- Interest income and
- Interest expense.

Interest income or expense is recognized using the effective interest method. Interest income is recognized on accrual basis. All finance expenses are recognized in profit or loss.

xi. Foreign Currency Transactions and Translations:

a) Foreign Currency Transactions:

Transactions/Day End Balances in foreign currencies are converted into respective functional currencies at the rate of exchange ruling at the date of transactions as per IAS-21: The Effects of Changes in Foreign Exchange Rates. Effects of Exchange rate differences (rates at which transactions were initially recorded and the rate prevailing on the reporting date/date of settlements) applied on the monetary assets or liabilities of the Company are recorded in the Profit or Loss Account.

b) Foreign Currency Translations:

Assets and liabilities have been presented into BDT (which is functional currency of the Company) using yearend spot rate of exchange of the Company and incomes and expenses are translated using spot rate of exchange. The foreign currency translation difference is a net result of exchange difference of year end standard mid-rate and monthly average of standard mid-rate arising from translation of functional currency to presentation currency.

xii. Proposed Dividend:

Proposed Dividend has been shown separately under the shareholders' equity in accordance with International Accounting Standards (IAS)-10: Events after the Reporting Period.

IAS-1: Presentation of Financial Statements also requires the dividend proposed after the balance sheet date but before the date when the financial statements are authorized for issue, be disclosed in the notes to the financial statement. Accordingly, the Company has disclosed the amount of proposed dividend in notes.

xiii. Earnings Per Share (EPS)

The Company calculates earnings per share (EPS) in accordance with IAS-33: Earnings Per Share, which has been shown on the face of Profit and Loss Account. Earnings per share (EPS) has been calculated by dividing the net profit after tax by the total number of ordinary shares outstanding at the end of the period.

Basic Earnings per Share

Basic earnings per share shall be calculated by dividing profit or loss attributable to ordinary equity holders of the entity (the numerator) by the weighted average number of ordinary shares outstanding (the denominator) during the period.

Diluted Earnings per Share

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the total number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

xiv. Net Asset Value (NAV) and Net Operating Cash Flow Per share (NOCFPS):

The Net Asset Value (NAV) and Net Operating Cash Flow per share have been disclosed in the financial statements in line with BSEC (Bangladesh Securities & Exchange Commission) and have been computed in line with EPS.

xv. Related Party Disclosure:

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related party transaction is a transfer of resources, services, or obligations between related parties, regardless of whether a price is charged as per IAS-24: Related Party Disclosures, BSEC guidelines.

xvi. Components of Financial Statements:

According to the International Accounting standards (IAS)-1: Presentation of Financial Statements, the complete set of Financial Statements includes the following components:

- a) Statement of Financial Position as on 30 June 2023.
- b) Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2023.
- c) Statement of Cash Flows for the year ended 30 June 2023.
- d) Statement of Changes in Equity for the year ended 30 June 2023.
- e) Accounting Policies and Explanatory Notes.

2.10 Reporting Period:

Financial Statements of the company cover one financial year from 01 July 2022 to 30 June 2023.

2.11 Comparative Information and Rearrangement thereof:

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

Figures for prior year have been re-arranged wherever considered necessary to ensure better comparability with current year.

2.12 Reporting Currency and Level Precision:

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

Figures for prior year have been re-arranged wherever considered necessary to ensure better presentation.

The financial statements are presented in Bangladesh Taka (Taka/Tk/BDT), which is the company's functional and presentation currency. Except as indicated, financial information presented in Bangladesh Taka has been rounded off to the nearest taka.

2.13 Consistency:

In accordance with IFRS framework for the presentation of financial statements together with IAS-1 and IAS-8, Anwar Galvanizing Limited discloses its information consistently from one period to the next. Where selecting and applying a new accounting policy, changes in accounting policies, correction of errors, and the amount involved are accounted for and disclosed retrospectively in accordance with the requirement of IAS-8. However, for changes in the accounting estimates the related amount is recognized prospectively in the current period and in the next period or periods.



Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

Note No	Particulars	Notes	Amount in BDT	
			30 June 2023	30 June 2022
3.00	Property, plant and equipment:			
	Property, plant and equipments	3.01	104,987,408	99,671,376
	Capital work-in-progress	3.02	155,912,316	66,761,792
			260,899,724	166,433,168
3.01	Property, plant and equipment:			
	A. Cost			
	Opening balance		167,570,205	158,908,872
	Addition during the year		15,792,718	8,777,140
	Disposal during the year		-	(115,807)
			183,362,922	167,570,204
	B. Accumulated depreciation			
	Opening balance		67,898,828	57,528,158
	Depreciation for the year		10,476,686	10,483,648
	Depreciation on disposal of assets during the year		-	(112,977)
			78,375,514	67,898,829
	Written down value (A-B)		104,987,408	99,671,376
	Details have been shown in the schedule of property, plant and equipment.			
3.02	Capital work-in-progress:			
	Opening balance		66,761,792	34,071,063
	Addition during the year		103,630,352	39,200,551
	Transfer to property, plant and equipment during the year		(14,479,828)	(6,345,222)
	Transfer to WIP fitting box		-	(164,600)
			155,912,316	66,761,792
4.00	Inventories:			
	Raw materials	4.01	56,396,686	46,603,585
	Auxiliary materials	4.02	7,301,701	8,500,171
	Spare parts and other materials	4.03	57,076,118	46,214,270
	Finished goods	4.04	55,816,397	107,735,938
	Work-in-process	4.05	25,147,120	31,581,795
			201,738,022	240,635,759

Inventories, except goods in transit are measured at lower of cost and estimated net realisable value (NRV). In view of innumerable items of inventory and diversified units of measurement, it is not feasible to disclose the comparison of NRV and cost.

Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

Note No	Particulars	Notes	Amount in BDT	
			30 June 2023	30 June 2022
4.01	Raw materials:			
	Pig Iron		4,716,433	5,757,381
	Scrap		26,105,783	2,958,739
	Carburizer Low Sulfur		2,125,371	1,281,343
	Ferro Silicon Magnesium		5,535,603	5,147,253
	Inouclin		2,757,670	1,424,858
	Ferro silicon		878,526	860,555
	Zinc ingot		14,277,300	29,173,456
			56,396,686	46,603,585
4.02	Auxiliary materials:			
	Auxiliary materials		7,301,701	8,500,171
			7,301,701	8,500,171
4.03	Spare parts and other materials:			
	Consumable materials		35,936,211	36,189,987
	Construction materials		2,989,250	2,897,802
	Spare parts and other materials		18,150,657	7,126,481
			57,076,118	46,214,270
4.04	Finished goods:			
	Finished goods		55,816,397	107,735,938
			55,816,397	107,735,938
4.05	Work-in-process:			
	Annealing		-	626,490
	Grinding		7,772,290	14,821,199
	Drilling		2,116,365	-
	Shots blasting		730,576	7,961,178
	Threading		14,527,888	8,172,928
			25,147,120	31,581,795
5.00	Trade receivables:			
	Receivable from dealers		25,216,829	11,598,962
	Provision for doubtful debt	5.01	(707,803)	(707,803)
			24,509,026	10,891,159
	Aging of trade receivables:			
	Duration:			
	1 - 30 Days		22,623,898	10,374,211
	31 - 60 Days		1,746,498	393,263
	61 - 90 Days		42,470	241,387
	91 - 180 Days		96,160	2,841
	181 - 365 Days		75,021	112,917
	Over 365 Days		632,782	474,343
			25,216,829	11,598,962

As the company deals with large number of parties, party-wise trade receivables could not be given.

Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

Note No	Particulars	Notes	Amount in BDT	
			30 June 2023	30 June 2022
5.01	Provision for doubtful debt:			
	Opening balance		707,803	812,557
	Provision made during the year		-	-
	Adjustment made/ write-off		-	(104,754)
			707,803	707,803
6.00	Advances, deposits and prepayments:			
	Advances	6.01	22,441,101	38,196,725
	Security deposits	6.02	5,989,587	5,989,587
			28,430,688	44,186,312
6.01	Advances:			
	Advance against supplier		4,757,122	8,036,631
	LC margin		2,190,169	3,152,832
	Goods in Transit		172,580	6,232,944
	Advance income tax	6.01.01	9,786,651	18,377,935
	Advance against employee		774,603	210,010
	Advance against others		2,176,875	2,186,373
	Advance to NBL and other securities		2,583,101	-
			22,441,101	38,196,725
6.01.01	Advance income tax:			
	Opening balance		18,377,935	11,202,945
	Payment made u/s 64 and 74		11,740,913	11,860,565
	Advance income tax (import)		8,235,672	9,518,370
	Withholding tax		450,979	759,565
	Tax adjustment for AY: 2022-2023		(29,018,848)	(14,963,510)
			9,786,651	18,377,935
6.02	Security deposit:			
	Security deposit -CDBL		300,000	300,000
	Security deposit-electricity		5,086,000	5,086,000
	Security deposit-gas		561,587	561,587
	Security deposit-metre		42,000	42,000
			5,989,587	5,989,587
7.00	Short term investment:			
	Name of Company	Number of shares	Cost Price as on 30 June 2023 BDT	Market Price as on 30 June 2023 BDT
	Investment in different securities	5,868,132	276,261,480	281,457,588
	Investment in different securities	4,783,701	238,259,609	-
			281,457,588	234,879,719

The investments comprise of equity investments in other entities and are held for trading. The unrealized gain/(loss) has been accounted and presented in non-operating income in accordance with IFRS 9.

Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

Note No	Particulars	Notes	Amount in BDT	
			30 June 2023	30 June 2022
8.00	Cash and cash equivalents:			
	Cash at banks	8.01	1,844,979	32,091,593
	Cash in hand	8.02	841,303	234,249
			2,686,282	32,325,842
8.01	Cash at banks:			
	AB Bank Limited		-	829
	Al-Arafah Islami Bank Limited		13,885	330,513
	Agrani Bank Limited		8,998	136,555
	Bangladesh Commerce Bank Limited		14,015	14,935
	Dutch Bangla Bank Limited		16,353	151,821
	First Security Islami Bank Limited		38,193	546,760
	Islami Bank Limited		43,231	838,864
	Modhumoti Bank Limited		4,167	6,842,933
	Mutual Trust Bank Limited		20,232	235,005
	National Bank Ltd.		110,599	572,017
	NRB Commercial Bank Limited		-	2,305
	Pubali Bank Limited		5,879	145,413
	South Bangla Agricultural and Commercial Bank Limited		329,575	437,628
	Shahjalal Islami Bank Limited		59,915	117,477
	Standard Bank Limited		41,503	49,273
	The City Bank Limited, F.Ex. Branch		4,287	16,394,048
	The City Bank Limited, Motijheel Branch		76,306	58,187
	The City Bank Limited, Principal Branch A/C- 500001		340,722	1,627,918
	The City Bank Limited, Principal Branch A/C- 60001		322,499	230,673
	United Commercial Bank Limited, Dilkusha Branch		359,145	8,672
	United Commercial Bank Limited, Tongi Branch		7,542	17,750
	Uttara Bank Limited		27,935	3,332,018
			1,844,979	32,091,593
8.02	Cash in hand:			
	Cash in head office		39,745	56,596
	Cash in factory office		791,028	163,843
	Cash in depot		10,530	13,810
			841,303	234,249

Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

Note No	Particulars	Notes	Amount in BDT	
			30 June 2023	30 June 2022

9.00 Share capital:

Authorised capital

5,00,00,000 ordinary shares of Tk. 10 each

500,000,000	500,000,000
500,000,000	500,000,000

Issued, subscribed, and paid-up-capital

16,770,600 ordinary shares of Tk.10 each

13,416,480 bonus shares of Tk.10 each

167,706,000	167,706,000
134,164,800	-
301,870,800	167,706,000

The composition of the shareholders at balance sheet date was as follows:

Categories of Shareholders	% of Shareholding		Value of Shares	
	30 June 2023	30 June 2022	30 June 2023	30 June 2022
Sponsor and Directors	35.32%	35.32%	106,631,770	59,239,890
Institutional Investors	21.07%	22.54%	63,617,600	37,807,180
Public	43.60%	42.13%	131,621,430	70,658,930
Total	100.00%	100.00%	301,870,800	167,706,000

Classifications of Shareholders by holding:

Holdings	% of Holdings		Number of Holders	
	30 June 2023	30 June 2022	30 June 2023	30 June 2022
01-20	0.053%	0.018%	1,505	484
21-49	0.140%	0.039%	1,239	215
50-50	0.059%	0.018%	357	59
51-200	1.521%	0.294%	3,797	420
201-500	3.435%	1.222%	2,824	489
501-1000	4.504%	1.572%	1,682	358
1001-5000	15.546%	4.652%	2,146	351
5001-10000	5.706%	2.287%	240	55
10001-25000	6.026%	5.245%	117	56
25001-50000	4.167%	3.103%	37	15
50001-999999999	58.842%	81.549%	36	39
Total	100.00%	100.00%	13,980	2,541

Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

Note No	Particulars	Notes	Amount in BDT	
			30 June 2023	30 June 2022
10.00	Retained earnings:			
	Profit brought forward		198,085,219	50,413,298
	Prior year adjustment		-	(70,065)
	Adjusted opening balance		198,085,219	50,343,233
	Net profit during the year		59,518,018	193,479,986
	Cash dividend		(33,541,200)	(30,492,000)
	Stock dividend		(134,164,800)	(15,246,000)
			89,897,237	198,085,219
11.00	Deferred tax liabilities:			
	Opening balance		7,686,012	8,639,338
	Deferred tax (income)/expense		(732,205)	(953,326)
			6,953,807	7,686,012
11.01	For 30 June 2023	Carrying Value	Tax Based Value	Temporary Difference
	Property, plant and equipment			
	Land	8,877,421	8,877,421	-
	Other than land	96,109,987	61,340,952	34,769,035
		104,987,408	70,218,373	34,769,035
	Applicable tax rate			
	On land			15.00%
	On other than land			20.00%
	Deferred tax liability			
	On land			-
	On other than land			6,953,807
	Deferred tax liabilities as on June 30, 2023			6,953,807
11.02	For 30 June 2022	Carrying Value	Tax Based Value	Temporary Difference
	Property, plant and equipment			
	Land	8,877,421	8,877,421	-
	Other than land	90,793,955	52,363,896	38,430,059
		99,671,376	61,241,317	38,430,059
	Applicable tax rate			
	On land			15.00%
	On other than land			20.00%
	Deferred tax liability			
	On land			-
	On other than land			7,686,012
	Deferred tax liabilities as on June 30, 2022			7,686,012

Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

Note No	Particulars	Notes	Amount in BDT	
			30 June 2023	30 June 2022
12.00	Long term loan:			
	Opening balance		22,713,459	-
	Loan term loan received from bank during the period		18,201,378	25,893,696
	Loan term loan settled during the period		(6,237,811)	(3,180,237)
			34,677,026	22,713,459
12.01	Long term loan-long term portion		25,093,163	15,537,855
			25,093,163	15,537,855
12.02	Long term loan-current portion		9,583,863	7,175,604
			9,583,863	7,175,604
13.00	Trade and other liabilities:			
	Trade payable		44,094,297	20,807,497
	Liabilities for expenses	13.01	44,199,912	54,940,491
	Advance received from customers		11,177,215	21,667,208
	Short term loan from intercompany		124,567,629	-
	Loan from Bank Asia Securities Limited (BASL)		129,997,124	102,639,282
			354,036,178	200,054,478
13.01	Liabilities for expenses:			
	Liabilities for salary,wages and others		3,761,874	10,356,537
	TDS & VDS payable		147,791	354,521
	Provision for WPPF	13.01.01	21,901,033	18,460,106
	Interest payable	13.01.02	-	-
	Liabilities for other expense		18,389,213	25,769,328
			44,199,912	54,940,491
13.01.01	Provision for Workers Profit Participation Fund (WPPF):			
	Opening balance		18,460,106	11,080,642
	Provision made during the year		3,440,927	11,077,276
	Disbursement made during the year		-	(3,697,812)
			21,901,033	18,460,106
The company is planning to disburse the due amount of WPPF within the shortest possible time to comply with the labour laws 2006 and WPPF for the financial years 2021-22 BDT 11,077,276 has paid on 27 September 2023.				
13.01.02	Interest payable:			
	Opening balance		-	293,672
	Provision made during the year		2,893,573	7,252,275
	Payment made during the year		(1,541,587)	(2,020,927)
	Interest payable transferred to LTR during the year		(1,351,986)	(5,525,020)
			-	-

Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

Note No	Particulars	Notes	Amount in BDT	
			30 June 2023	30 June 2022
14.00	Income tax liabilities:			
	Opening balance		29,018,849	14,893,440
	Accrued tax liability against demand for earlier year		-	70,065
	Tax adjustment for AY: 2022-23		(29,018,849)	(14,963,505)
	Tax provision made during the year	14.01	10,032,716	29,018,849
			10,032,716	29,018,849
14.01	Tax computation for the year:			
	Net profit before tax		68,818,529	221,545,509
	Realise (gain)/loss from share sale		(29,010,881)	(160,921,234)
	Divided income		-	(3,300,000)
	Interest income		(1,064,239)	(430,981)
	Un-realise (gain)/loss from marketable securities		(8,575,998)	3,469,290
	Add: Expenditures for separate consideration:			
	Accounting depreciation		10,476,686	10,483,648
	Entertainment		948,893	1,616,497
	Less: Admissible expense			
	Depreciation as per third schedule		(6,815,661)	(10,516,651)
	Entertainment expenses as per section 55(h)		(715,547)	(1,258,922)
	Net taxable business income		34,061,782	60,687,157
	Business income tax rate		20.00%	20.00%
	Business income tax expense charged		6,812,356	12,137,431
	Net taxable non business income		30,075,120	164,652,214
	Realise gain / (loss) from share sale		29,010,881	160,921,234
	Dividend income		-	3,300,000
	Interest income		1,064,239	430,981
	Non business income tax rate-Realised/capital gain on sale of listed company share		10%	10%
	Non business income tax rate-Dividend income		20%	20%
	Non business income tax rate-interest income		30%	30%
	Non business income tax expense charged		3,220,360	16,881,418
	Current year income tax		10,032,716	29,018,849
14.02	Reconciliation of effective tax rate:			
	Profit before income tax		68,818,529	221,545,509
	Realise gain (loss) from sales of marketable securities		(29,010,881)	(160,921,234)
	Dividend income		-	(3,300,000)
	Interest income		(1,064,239)	(430,981)
	Un-realise (gain)/loss from marketable securities		(8,575,998)	3,469,290
	Net taxable business income (A)		30,167,411	60,362,584
	Applicable tax rate		20.00%	20.00%
	Income tax (B)		6,033,482	12,072,517
	Factors effecting the tax charge for the current period (Excess)/short of fiscal depreciation over accounting depreciation		3,661,024	(33,003)
	Inadmissible expense		233,346	357,575
	Movement of temporary differences: (credit)/charge as above		3,894,371	324,572
	Tax on temporary differences (C)		778,874	64,914
	Total income tax expense (B+C)		6,812,356	12,137,431
	Effective tax rate (B+C)/A		22.58%	20.11%

Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

Note No	Particulars	Notes	Amount in BDT	
			30 June 2023	30 June 2022
15.00	Short term loan:			
	Opening balance		96,970,206	99,641,836
	Addition during the year		133,458,010	206,921,765
	Settled/payment during the year		(230,428,216)	(209,593,395)
			-	96,970,206
<p>The nature of the short term loan against Trust Receipt (LTR) and is availed by the Company from South Bangla Agricultural and Commerce Bank limited (Principal Branch). The purpose of this facility is to retire LC related shipping documents. The interest rate is 9% p.a. with quarterly rest subject to change may be made by the bank from time to time. The sanction limit amount is BDT 100 million and collateral security is 99.00 Decimal land with 40,000 sft. Factory shed.(Pubire Road), Mouza- Morkun, PS- Tongi, Dist.- Gazipur owned by the Company.</p>				
16.00	Unclaimed dividend account:			
	Opening balance		7,117,736	13,105,485
	Dividend declared during the year		33,541,200	30,492,000
	Dividend paid during the year		(38,405,370)	(36,479,749)
			2,253,566	7,117,736
17.00	Revenue:			
	Sales: GI Fittings		654,818,247	652,826,168
	Sales: Others		83,155,652	71,557,123
			737,973,899	724,383,291
<p>The sales amount is presented net of VAT.</p>				
18.00	Cost of goods sold:			
	Raw materials consumption	18.01	289,034,964	331,647,945
	Auxiliary materials consumption	18.02	37,400,136	41,346,727
	Spare parts and other material consumption	18.03	52,387,804	62,425,691
	Total consumption of materials		378,822,904	435,420,363
	Factory overheads	18.04	208,034,888	179,120,311
	Opening stock of work-in-process		31,581,795	22,529,304
	Closing stock of work-in-process		(25,147,120)	(31,581,795)
	Cost of production		593,292,467	605,488,183
	Opening stock of finished goods		107,735,938	92,040,322
	Closing stock of finished goods		(55,816,397)	(107,735,938)
	Cost of goods sold		645,212,008	589,792,567
18.01	Raw materials consumption:			
	Opening stock		46,603,585	29,805,906
	Add: Purchase		298,828,065	348,445,624
			345,431,650	378,251,530
	Less: Closing stock		56,396,686	46,603,585
			289,034,964	331,647,945

Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

Note No	Particulars	Notes	Amount in BDT	
			30 June 2023	30 June 2022
18.02	Auxiliary materials consumption:			
	Opening stock		8,500,171	9,361,877
	Add: Purchase		36,201,666	40,485,021
			44,701,837	49,846,898
	Less: Closing stock		7,301,701	8,500,171
			37,400,136	41,346,727
18.03	Spare parts and other material consumption:			
	Opening Stock		46,214,270	48,667,610
	Add: Purchase		63,249,652	59,972,351
			109,463,922	108,639,961
	Less: Closing Stock		57,076,118	46,214,270
			52,387,804	62,425,691
18.04	Factory overhead:			
	Salary, wages and allowances		128,467,059	109,041,713
	Power cost		61,847,306	52,033,844
	Entertainment expense		868,233	1,147,497
	Telephone, mobile & internet		165,000	227,437
	Workers quarter rent		437,000	680,033
	Worker welfare expenses		672,282	297,457
	Corporate development expense		442,600	373,250
	Cleaning expense		17,000	35,500
	Holding tax		175,544	175,544
	Factory running, maintenance and other expenses		4,756,607	4,600,578
	Travelling and conveyance		292,493	297,536
	Other factory expenses		45,680	355,293
	Depreciation		9,848,085	9,854,629
			208,034,888	179,120,311
19.00	Administrative expenses:			
	Salary and Allowances		8,521,488	7,718,083
	Corporate development expenses		812,402	993,084
	License, registration, consultancy and renewal fees		2,403,142	2,669,419
	Audit Fees		255,555	172,500
	Office rent		1,725,000	1,210,260
	Repair and maintenance		609,364	404,526
	Staff welfare expenses		156,720	306,167
	Utility expenses		1,474,864	1,044,237
	IT expenses		199,480	126,640
	Postage and courier expenses		13,530	20,000
	Entertainment expenses		80,660	27,070
	Telephone and mobile		47,676	46,221
	Printing, stationary and photocopy		489,616	426,374
	Travelling and conveyance		35,090	44,353
	Other expenses		10,630	44,064
	Loss on disposal of assets	19.01	-	2,830
	Bad debt expense	5.01	-	-
	Depreciation		628,601	629,019
			17,463,818	15,884,847

Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

Note No	Particulars	Notes	Amount in BDT	
			30 June 2023	30 June 2022
19.01	Loss/ (gain) on sales of fixed assets:			
	Cost of fixed assets		-	115,807
	Accumulated depreciation		-	(112,977)
	Carrying value of assets classified as held for sale		-	-
	Written down value of fixed assets		-	2,830
	Sales proceed		-	-
			-	2,830
20.00	Selling and distribution expenses:			
	Sales people incentive		3,867,905	4,099,608
	Dealer commission		11,685,344	6,900,186
	Salary and allowances		8,471,668	6,567,679
	Customer communication expenses		1,012,118	6,529,619
	Product delivery expenses		4,182,472	4,810,369
	Mobile bill		130,627	110,697
	Travelling and daily allowances		1,836,418	1,807,416
			31,186,552	30,825,574
21.00	Financial expenses:			
	Bank charges and commission		365,377	309,483
	Excise duty		175,450	203,250
	Service charges		1,725	48,875
	Credit rating report fees		32,250	34,400
	Interest expenses		9,928,382	15,844,435
			10,503,183	16,440,443
22.00	Non-operating income:			
	Realise gain/(loss) from sale of short term investments		29,010,881	160,921,234
	Un-realise gain/(loss) on short term investments		8,575,998	(3,469,290)
	Dividend income		-	3,300,000
	Interest income		1,064,239	430,981
			38,651,118	161,182,925
23.00	Collection from customers and others:			
	Opening balance of trade receivables		10,891,159	81,694
	Add: Sales during the year		737,973,899	724,383,291
			748,865,058	724,464,985
	Less: Closing balance of trade receivables		24,509,026	10,891,159
	Total collection from trade receivables		724,356,032	713,573,826
	Increase/(decrease) advance collection from customers		(10,489,992)	(2,333,026)
	Collection from other income		1,064,239	430,981
			714,930,279	711,671,781

Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

Note No	Particulars	Notes	Amount in BDT	
			30 June 2023	30 June 2022

24.00 Net Asset Value (NAV) Per Share:

The Computation of NAV per share is given below:

Total assets	799,721,330	729,351,959
Less. Liabilities	407,953,293	363,560,740
Net assets value	391,768,037	365,791,219
Number of ordinary share outstanding during the year	30,187,080	30,187,080
Net assets value (NAV) per Share (restated 2022)	12.98	12.12

Net earnings (as discussed in Note 25) during the period with distribution of cash and stock dividend to shareholders has ensured the NAV growth of 7.10%. NAV for the year ended on 30 June 2022 has been restated taking into account the increase of number of Ordinary Shares due to issuance of Bonus Shares for the year ended on 30 June 2022 as approved by the shareholders in the 28th AGM held on January 17, 2023.

24.01 Weighted average number of Ordinary Shares:

Details	Number of Days outstanding	No. of Shares in Issue	Weighted average No. of shares
Ordinary shares outstanding	365	30,187,080	30,187,080

The weighted average number of ordinary shares outstanding during the period is the number of ordinary shares outstanding at the beginning of the year, adjusted by the number of ordinary shares issued during the period multiplied by a time weighting factor. The time-weighting factor is the number of days that the shares are outstanding as a proportion of the total number of days in the year. The weighted average number of shares is calculated by assuming that the shares have always been in issue. This means that they have been issued at the start of the year presented as the comparative figures.

25.00 Earnings Per Share (EPS)
25.01 Basic Earnings Per Share :

a) Profit attributable to the ordinary shareholders	59,518,018	193,479,986
b) Weighted average number of ordinary shares	30,187,080	30,187,080
Basic Earnings Per Share (restated 2021-2022)	1.97	6.41

Basic Earnings per share of 2022-23 (BDT 1.97) has been decreased by 69.27% as compared to 2021-22 (BDT 6.41) due to decrease in non-operating income by 76.02% (BDT 122,531,807) whereas revenue has been increased by 2% (BDT 13,590,608) over the previous year. EPS for the year ended on 30 June 2022 has been restated taking into account the increase of number of Ordinary Shares due to issuance of Bonus Shares for the year ended on 30 June 2022 as approved by the shareholders in the 28th AGM held on January 17, 2023.

25.02 Diluted Earnings Per Share

No diluted EPS was required to be calculated for the year since there was no scope for dilution of shares during the year.

26.00 Net operating cash flow per share (NOCFPS)

The composition of operating cash inflow/outflow value per share is given below:

a) Operating cash inflow/ (outflow) during the year	64,725,043	13,058,902
b) Number of ordinary share outstanding during the year	30,187,080	30,187,080
	2.14	0.43

Net operating cash flow per share (NOCFPS) has been increased to BDT 2.14 from BDT 0.43 due to efficient management of working capital. NOCFPS for the year ended on 30 June 2022 has been restated taking into account the increase of number of Ordinary Shares due to issuance of Bonus Shares for the year ended on 30 June 2022 as approved by the shareholders in the 28th AGM held on January 17, 2023.

Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

Note No	Particulars	Notes	Amount in BDT	
			30 June 2023	30 June 2022

27.00 Reconciliation of net operating cash flows:

Net profit after tax	59,518,016	193,479,986
Add/(less): Item not involving movement of cash		
Depreciation on property, plant & equipment	10,476,686	10,483,648
Loss on disposal of non-current asset	-	2,830
Unrealised (gain)/loss on short term investments	(8,575,998)	3,469,290
Interest expenses on margin loan	6,360,733	8,592,161
Realise (gain)/loss from sale of short term investments	(29,010,881)	(160,921,234)
Dividend income	-	(3,300,000)
	(20,749,461)	(141,673,306)
A. Cash generated from operations before changes in working capital	38,768,555	51,806,681
(Increase) / decrease in inventory	38,897,737	(38,230,740)
(Increase) / decrease in trade receivables	(13,617,867)	(10,809,465)
(Increase)/ decrease in advance, deposit & prepayment	18,338,725	(2,950,795)
Increase / (decrease) in trade and other liabilities	(17,662,107)	13,243,220
B. Total changes in working capital	25,956,488	(38,747,779)
C. Net cash inflows from operating activities (A+B)	64,725,043	13,058,901

28.00 Related Party Disclosure

- a) Key Management Personnel of the Company were not given any compensation benefits.
- b) During the year the company carried out a number of transactions with related parties in the normal course of business on an arms' length basis. Name of those related parties , nature of those transactions and their total value have been set out in accordance with the provisions of IAS-24: Related Party Disclosure.

Name of Party/Company	Relation	Nature of Transaction	Outstanding Receivable /(Payable) as on 30 June 2023
Anwar Ispat Ltd. A One Polymer Ltd. Anwar Cement Ltd. Anwar Cement Sheet Ltd. A One Trading Anwar Printex Ltd.	Common Director	Supply of Material/Business Transactions	(66,160,434) (20,786,551) (50,813,748) (1,756,312) (100,040) 899
Name of Party/Company	Relation	Nature of Transaction	Outstanding Receivable /(Payable) as on 30 June 2022
Anwar Ispat Ltd. A One Polymer Ltd. Anwar Cement Sheet Ltd. Anwar Printex Ltd.	Common Director	Supply of Material/Business Transactions	4,505,248 (4,715,944) (320,729) 503

Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

29.00 Financial Risk Management

29.01 Risk management framework

The Company's 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 analyse these risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adhere to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

29.02 Credit Risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	30 June 2023	30 June 2022
	BDT	BDT
Trade receivables	24,509,026	10,891,159
Cash and cash equivalents	2,686,282	32,325,842
	27,195,308	43,217,001

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity (cash and cash equivalents) to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when they fall 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 for periods which the Company thinks appropriate; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted such as natural disasters. Moreover, the Company seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligation in the event that there is insufficient cash to make the required payment.

	30 June 2023	30 June 2022
	BDT	BDT
Loans and borrowings	34,677,026	119,683,666
Trade and other liabilities	354,036,178	200,054,478
	388,713,204	319,738,144

29.03 Market Risk

Market risk is the risk that any change in market conditions, such as foreign exchange rates, interest rates and commodity prices that 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 optimising the return.

Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

30.00 Capital Management

Capital management refers to implementing policies and measures to maintain sufficient capital, assessing Company's internal capital adequacy to ensure Company's operation as a going concern. Capital consists of share capital, general reserve and revaluation reserve. All major investment and operational decisions with exposure to certain amount are evaluated and approved by the board. The Board of Directors monitors the level of dividends to ordinary shareholders.

31.00 Director of the Company
a) Number of Director:

There are 07 Directors of the company during the year ended 30 June 2023.

b) Salary & Remuneration of the management team:

Aggregate amount paid to the management team for their service rendered as defined in the schedule 12(2) para 4 part-II of Securities & Exchange rules 1987 are given below:

SL.	Name	Designation	Amount Yearly	Remarks
01.	Mr Manwar Hossain	Chairman	Nil	Full Time
02.	Mr AKM Javed	Managing Director & CEO	Nil	
03.	Mr Hossain Mehmood	Director	Nil	
04.	Mr Hossain Khaled	Director	Nil	
05.	Mr. Md. Aatur Rahman	Nominated Director	Nil	
06.	Mr Md. Abul Quasem	Independent Director	Nil	
07.	Mr Naba Gopal Banik	Independent Director	Nil	

32.00 General
Remarks

- a. The Company has no aggregate amount of contract for capital expenditure to be executed and not provided for in the accounts. NIL
- b. There is no Guarantee issued by the management on behalf of Director of the company. NIL
- c. Auditors are paid only statutory audit fees approved by the share holders in the last AGM. NIL
- d. There was no foreign exchange remitted to relevant share holders during the year under audit. NIL
- e. No amount of money was expended by the company for compensating any member of the board for special service. NIL

33.00 Additional disclosure as per BSEC

Security and Exchange rules, 1987 [Rule 12(2)]

- a) Claim against the company not acknowledge as debt as on 30.06.23 NIL
- b) Uncalled liability on partly paid up shares NIL
- c) Arrears of first cumulative dividends on preference shares together with the period for which the dividend are in arrears. NIL
- d) The aggregate amount of contracts for capital expenditure remaining to be executed and not provided for. NIL
- e) Other sums for which the company is contingently liable as on 30/06/2023 except letter of credit open in the normal course of have the same amount of contingent asset. business, again we have the same amount of contingent asset. NIL
- f) The general nature of any credit facilities available to the company under any contract and not taken up at date of Statement of Financial Position. NIL
- g) Aggregate amount due by directors and officers of the company or associated undertakings:
 - Director NIL
 - Associated Undertaking NIL
 - Officers NIL
- h) Securities and Exchange Rules, 1987[Para5(a), (iii) of part-1]
 - The advances against goods, services and expenses considered good by the management and no collateral security is held against the advances. NIL

Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

34.00 Particulars of requirements as per schedule XI Part ii of the companies Act, 1994 **Remarks**

1. Para-3 (i) (b)

Commission paid to selling agents. NIL

2. Para-3 (i) (c)

Brokerage and discount on sales other than the usual trade discount. NIL

3. Para-3d (i) (ii)

i)	Value of raw materials consumed	289,034,964	TK
ii)	Opening Stock	517	MT
iii)	Production during the year	2,011	MT
iv)	Sold during the year	2,262	MT
v)	Other consumption	NIL	MT
vi)	Closing Stock	266	MT

4. Para-3, (ii)

- i) Number of employees drawing salary above Tk. 3,000 per month 756 Nos.
ii) Number of employees drawing salary below Tk. 3,000 per month NIL

30 June 2023	30 June 2022
BDT	BDT

5. Para - 4 (f)

- | | | |
|--|------------|------------|
| i) Receivables considered good and in respect of which the company is fully secured. | NIL | NIL |
| ii) Receivables considered good for which the company holds no security other than the debtors' personal security. | 24,509,026 | 10,891,159 |
| iii) Receivables due by directors or other officers of the company or any other of them either separately or jointly with any other person or receivables due by firms or private companies respectively in which any director is a partner or a director or member. | NIL | NIL |
| iv) Receivables due by companies under same management. | NIL | NIL |
| v) The maximum amount due by directors or other officers of the company at any time during the year. | NIL | NIL |

6. Para - 8 (b)

Expenses incurred in foreign currency on account of royalty technical expert & professional advisory fee, Interest etc. if any. NIL

7. Para - 8 (c)

Value of all imported raw materials, spare parts & components consumed during the financial year & the value of all indigenous raw materials, spare parts & components similarly consumed & the percentage of each to the total consumption are as under:

Local	Qty. MT	Value	%
C R Stamping/Bushing Scrap	1,311	108,660,665	29%
Ferro silicon	31	8,514,097	2%
Raw Materials	1,342	117,174,762	31%
Auxiliary materials		32,788,778	9%
Spare Parts and others		31,235,753	8%
Total Local		181,199,293	48%

Anwar Galvanizing Limited
Notes to the Financial Statement
For the year ended 30 June 2023

Local	Qty. MT	Value	%
Pig Iron	403	41,280,891	11%
Zinc Ingot	154	94,705,442	25%
Ferro Silicon Magnesium	36	18,045,162	5%
Inouclin	7	3,327,574	1%
Carburizer Low Sulfur -DI	60	13,658,206	4%
Unexp andedperlite ORG CG	10	842,927	0%
Raw Materials	669	171,860,202	45%
Auxiliary materials		4,611,358	1%
Spare Parts and others		21,152,051	6%
Total Import		197,623,611	
Total	2,011	378,822,904	100%

8. Para- 8(d)

- | | |
|---|-----|
| i) Number of Non - Resident shareholder; | NIL |
| ii) Number of shares held by the Non-Resident shareholders including foreign investors. | NIL |

9. Para - 8 (e)

Earning in foreign exchange classified under the following head, namely:

- | | |
|--|-----|
| i) export of goods calculated on F. O. B. basis; | NIL |
| ii) royalty, know-how, professional and consultation fees; | NIL |
| iii) interest and dividend; | NIL |
| iv) other income, indicating the nature thereof. | NIL |

35.00 Events after the Reporting Period:

a) Proposed Dividend:

The Board of Directors recommended 10% cash dividend for the year ended 30 June 2023 which is subject to approval by the shareholders in the Annual General Meeting (AGM). As this dividend is subject to approval by shareholders at the AGM, it has not been included as a liability in these financial statements as on 30 June 2023.


b) Approval of Financial Statements:

These financial statements were authorized for issue in accordance with a resolution of the Company's Board of Directors on 26 October 2023.

c) Significant Events After Reporting Period:

There is no other significant event that has occurred between the end of the reporting period and the date when the Financial Statements were authorised for issue.


Taunidul Islam FCS
Company Secretary


Hossain Mehmood
Director


Md. Moniruzzaman
Managing Director & CEO

Anwar Galvanizing Limited
Schedule of Property, Plant and Equipment
For the year ended 30 June 2023

Particulars	Amount in BDT					
	Land & land development	Building & construction	Plant, machinery & Equipment	Office equipment	Furniture & Fixtures	Vehicle
A. Cost						
Balance at 1 July 2022	8,877,421	17,587,502	125,974,381	10,322,249	1,895,182	2,913,470
Additions	-	4,900	12,832,395	211,609	86,340	2,657,474
Transfers	-	-	-	-	-	-
Disposal	-	-	-	-	-	-
Balance at 30 June 2023	8,877,421	17,592,402	138,806,776	10,533,858	1,981,522	5,570,944
B. Accumulated depreciation						
Balance at 1 July 2022	-	8,860,392	52,559,547	4,609,364	568,160	1,301,365
Depreciation	-	354,089	8,973,484	710,545	139,261	299,307
Disposal	-	-	-	-	-	-
Balance at 30 June 2023	-	9,214,481	61,533,032	5,319,909	707,421	1,600,671
Carrying Amounts						
At 30 June 2023 (A-B)	8,877,421	8,377,921	77,273,744	5,213,949	1,274,101	3,970,273
Allocation of depreciation						
Particulars		2022-23				
Cost of sales		9,848,085				
Administrative expenses		628,601				
Total		10,476,686				

Anwar Galvanizing Limited
Schedule of Property, Plant and Equipment
For the year ended 30 June 2022

Particulars	Amount in BDT					
	Land & land development	Building & construction	Plant, machinery & Equipment	Office equipment	Furniture & Fixtures	Vehicle
A. Cost						
Balance at 1 July 2021	8,877,421	16,373,057	119,278,655	9,801,045	1,665,224	2,913,470
Additions	-	1,214,445	6,695,726	521,204	345,765	-
Transfers	-	-	-	-	-	-
Disposal	-	-	-	-	(115,807)	-
Balance at 30 June 2022	8,877,421	17,587,502	125,974,381	10,322,249	1,895,182	2,913,470
B. Accumulated depreciation						
Balance at 1 July 2021	-	8,555,080	43,444,265	3,868,501	489,658	1,170,653
Depreciation	-	305,312	9,115,283	740,863	191,479	130,711
Disposal	-	-	-	-	(112,977)	-
Balance at 30 June 2022	-	8,860,392	52,559,548	4,609,364	568,160	1,301,365
Carrying Amounts						
At 30 June 2022 (A-B)	8,877,421	8,727,109	73,414,833	5,712,885	1,327,022	1,612,105

Allocation of depreciation

Particulars	2021-22
Cost of sales	9,854,629
Administrative expenses	629,019
Total	10,483,648

The Board of Directors
Anwar Galvanizing Limited
27, Dilkusha Commercial Area.
Motijheel, Dhaka-1000.

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

Dear Sirs,

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

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

In this regard, we also certify that

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



Managing Director & CEO



CFO/Head of Accounts

Contribution to the
National Exchequer & the Economy

In the development of industrialization, GI fittings have no alternative. This addition has contributed notably in enhancing building construction and providing job opportunities all over the country. As a shareholder you can be proud of your Company's contribution to the National economy of Bangladesh.

The Company has contributed a significant amount to the national exchequer in the form of different duties, taxes and VAT at different operation level activities. The details of such contribution to the Nation Exchequer and the Economy are as follows:

Forms of Duties, VAT & Tax Contribution	Amount (in Taka)	
	2022-2023	2021-2022
AIT on Import	8,235,672	9,518,370
Advance Income Tax U/S 64 & 74	12,191,892	12,620,130
TDS on Suppliers & Others	7,265,009	7,952,227
AIT on Dividend	4,679,678	4,135,518
Sales VAT	27,688,183	22,333,842
VDS on Suppliers & Others	3,708,927	3,239,429
Advance Tax (AT)	5,183,222	7,225,566
CD, RD & SD	8,730,011	16,865,964
Total	77,682,595	83,891,046





AG FITTINGS

রিডিউসার টি

নিখুঁত মাপ ও সঠিক পুরত্ব



১৬৬৮৫



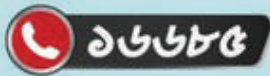
ANWAR GALVANIZING LTD.



AG FITTINGS
ইউনিয়ন



মজবুত ফিটিংস এ
আধুনিক শহর





Suraiya Parveen & Associates

(Chartered Secretaries, Financial & Management Consultants)

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

Report to the Shareholders of Anwar Galvanizing Limited On Compliance of Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by **Anwar Galvanizing Limited** for the year ended on 30 June 2023. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 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 in ensuring compliance to the conditions of the Corporate Governance Code.

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

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

- The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission;
- The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered 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.

Dhaka, Dated
November 29, 2023



For Suraiya Parveen & Associates
Chartered Secretaries


Suraiya Parveen, FCS
Chief Executive Officer

Alim Sky Castle (2nd floor), Flat-B3, 3/8 Asad Avenue, Block-A, Mohammadpur, Dhaka-1207.
Phone : 02 41023157 (Off), Mob : 01911 421998, 01713 110408
Email : suraiyaparveenfcs@gmail.com, musfiquefcs@gmail.com

COMPLIANCE REPORT ON BSEC'S NOTIFICATION

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

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1.00	Board of Directors			
1.1	Size of the Board of Directors: 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)	✓		
1.2	Independent Director			
1.2(a)	At least one-fifth (1/5) of the total number of directors in the company's Board shall be independent directors	✓		
1.2(b)(i)	Do not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company	✓		
1.2(b)(ii)	Do not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company	✓		
1.2(b)(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years	✓		
1.2(b)(iv)	Does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies	✓		
1.2(b)(v)	Independent directors are not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange	✓		
1.2(b)(vi)	Independent director 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	✓		
1.2(b)(vii)	Independent director 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	✓		
1.2(b)(viii)	They are not the Independent directors 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 (NBFI)	✓		
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	✓		No vacancy occurred
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. A former independent director may be considered for reappointment for another tenure after a time gap of one tenure. The independent director shall not be subject to retirement by rotation as the Companies Act, 1994.	✓		
1.3	Qualification of Independent Director (ID)			
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:			
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	✓		

Annexure-B
[As per condition No. 9 of CGG]

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	√		
1.3(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law	√		
1.3(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law	√		
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	√		
1.3(c)	The independent director have at least 10 (ten) years of experiences in any field mentioned in clause (b)	√		
1.3(d)	In special cases, above qualifications or experiences may be relaxed subject to prior approval of the Commission.	-		N/A
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 (CEO) 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 nonexecutive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
1.5	Directors report to shareholders			
1.5(i)	Industry outlook and possible future developments in the industry	√		
1.5(ii)	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)	Discussion on cost of goods sold, gross profit margin and net profit margin	√		
1.5(v)	Discussion on continuity of any Extra-Ordinary 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)	Utilization of proceeds from public issues, right issues and/ or through any others instruments	√		
1.5(viii)	An explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Offer, Direct Listing etc.	√		
1.5(ix)	Explanation on significant variance occurs between Quarterly Financial performance and Annual Financial Statements	√		
1.5(x)	Remuneration to directors including independent directors	√		
1.5(xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity	√		
1.5(xii)	Proper books of account of the issuer company have been maintained	√		
1.5(xiii)	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)	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)	The system of internal control is sound in design and has been effectively implemented and monitored	√		
1.5(xvi)	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	√		

Annexure-B
[As per condition No. 9 of CGG]

1.5(xvii)	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)	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)	Key operating and financial data of at least preceding 5 (five) years shall be summarized	√		
1.5(xx)	If the issuer company has not declared dividend (cash or stock) for the year	√		10% 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	√		No Interim Dividend
1.5(xxii)	The total number of Board meetings held during the year and attendance by each director	√		
1.5 (xxiii)	Report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details were stated below) held by:			
1.5(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details)	√		
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	√		
1.5(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details)	√		
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	√		
1.5(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board	√		
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	√		
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 immediately preceding five years explaining reasons thereof	√		
1.5(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario	√		
1.5(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe;	√		
1.5(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company	√		
1.5(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, with justification 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	√		
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	√		
1.6	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	√		

2.00	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	-		N/A
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	-		N/A
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	-		N/A
2 (d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also	-		N/A
2 (e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	-		N/A
3.00	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)	√		
3.2	Requirement to attend Board of Directors' Meetings			
3.2	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board:	√		
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	√		
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.	√		
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	√		
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 subcommittee 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	-		No such situation arisen

	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			
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.	√		
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.	√		
5.4	Meeting of the Audit Committee			
5.4 (a)	The Audit Committee shall conduct at least its four meetings in a financial year.	√		
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			
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	√		
5.5 (m)	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	√		
5.6	Reporting of the Audit Committee			
5.6(a)	Reporting of the Board of Directors			
5.6 (a)(i)	The Audit Committee shall report on its activities to the Board.	√		
5.6 (a)(ii)(a)	The Audit Committee shall immediately report to the Board on the following findings report on conflicts of interests	N/A		No such situation arisen
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;	N/A		No such situation arisen
5.6 (a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations	N/A		No such situation arisen
5.6 (a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately	√		
5.6 (b)	Reporting to the Authorities: 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	N/A		No such situation arisen

	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			
5.7	Reporting to the shareholders and General Investors: 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	√		
6	Nomination and Remuneration Committee (NRC)			
6.1 (a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board	√		
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 select 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;	√		
6.3 (c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders: 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 shareholders 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;	√		
6.4 (b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	√		
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	√	
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	√	
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.	√	
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;	√	
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)	√	
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.	√	
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.	√	

Directors' Report

Dear Shareholders,

The Board of Directors of the Company is delighted to present its Report for the financial year ended 30 June 2023 before the Shareholders.

The Directors' Report is presented in accordance with the provisions of Section 184 of the Companies Act 1994, Rule 12 (and the schedule there under) of the Bangladesh Securities and Exchange Rules 2020, Corporate Governance Code 2018 of Bangladesh Securities and Exchange Commission and International Accounting Standard-1 as adopted by The Financial Reporting Council, Bangladesh.

Anwar Galvanizing Limited (AGL) had another successful year in 2022-2023 with revenue earnings of Tk. 737,973,899 indexing a growth of 2%. This achievement was possible as a result of synchronized efforts from different functions working as a team who were led by AGI management.

Performance of the Economy

The economy is estimated to have expanded at a slower-than-expected pace in 2022-23, said the Bangladesh Bureau of Statistics (BBS), a figure that analysts describe as good in view of elevated inflation, slowing exports and remittances and the ongoing pressure on the country's foreign exchange reserves. The gross domestic product (GDP) grew by 6.03 per cent in the fiscal year, ending in June, said the national statistical agency based on its provisional estimate. However, our GDP growth will mostly depend on private sectors' investment. The investment in this sector is still recovering.

Although global trade has turned around in 2021 after the effects of COVID-19 pandemic, the Russia-Ukraine conflict has been showing significant negative impact on world trade. As a result, food supply chains have been disrupted and Western sanctions on Russia have led to global trade instability. At the same time, the prices of petroleum along with commodity prices are rising, which is also creating inflationary pressures on the economies.

An Industry Outlook and Possible Future Developments in the Industry

Russian-Ukraine war has added to already existing uncertainties of business. Business has been impacted adversely as a result of the war and the significant foreign currency (Dollar) crisis has created a new shock for the world. Supply disruptions and financial sanctions pose serious economic challenges.

However, in order to keep the competitive edge through technological changes and to ensure sustainable growth, the plants have been being reinforced through introduction of modern machinery. In this process, we added machinery of Taka 12,832,395 and Capital work-in-progress (CWIP) of Taka 103,630,352 in the year 2022-23. Now, AGL has a well-equipped workshop with necessary plant and machinery to produce its core products GI Fittings.

The management of AGL is working hard continuously to diversify the product portfolio of the Company in order to boost turnover with profitability and to grab the opportunity of continuously growing market potentials.

The Segment-wise or Product-wise Performance

During this year, revenue of the Company registered at Tk. 737,973,899 which was improved by 2% compared to the past year's revenue of Tk. 724,383,291. Net Profit after Tax for the year was Tk. 59,518,018 decreased by 69% over the previous year. AGL is now positioned to realize benefits from enhanced capacity, wide retail presence, strong brand image along with smooth sales services and we are confident to attain new heights in 2024.

Amount in BDT		
Particulars	30 June 2023	30 June 2022
Sales: GI Fittings	654,818,247	652,826,168
Sales: Others	83,155,652	71,557,123
Total Revenue	737,973,899	724,383,291
The sales amount is presented net of VAT.		

Procurement Information

The Company considers lead time of 30 days for material purchase and maintains optimum stock level. There are some chemical items for which the Company keeps buffer stock of about 60 days to support uninterrupted production. The main raw materials are pig iron, CRCA scraps, Zinc ingot and MS scarps. The Company has separate procurement department for all types of purchases.

Product Information

The Management of Anwar Galvanizing Limited places considerable emphasis on maintaining and improving the quality of its products by following strictly arranged criteria at every level of production and handling. As a result, the Company produces GI fitting of competitive standards. The products are classified as plain elbow, plain tee, plain socket, union, reducer elbow, reducer tee, reducer socket, plain cross, way elbow, hex nipple, bend, plug and so on. It produces fittings of different sizes as required by our customers in conformity with the international quality standards. The Company is the major local manufacturer of GI fittings and have more than 1,630 wholesalers spread over almost all the districts across the country.

Risk and Concern

The Company has a defined business risk assessment process which has been illustrated under Corporate Governance Chapter and the notes to the Financial Statements. GI fittings is a labor-intensive industry cost of which is escalating gradually. Same is in the case of Gas and Electricity prices which is gradually in raising trends.

Risks have always been an important and inherent part of doing business and GI fittings industry is no exception to it. Anwar Galvanizing Limited like any other company, is exposed to different risks systematic and unsystematic, that might affect its operating and economic performance. Managing risk thus remains key to a sustainable advancement and expansion of our business.

Anwar Galvanizing Limited is always careful to identify the key business risk and ensures the mitigation plans are in place. Continuous reviewing and adopting of the best practices enable Anwar Galvanizing to achieve its objective efficiently and effectively. Depending on the nature of the risk, strategic decisions are taken to eliminate or mitigate the impact of the risks. The disclosures of some risks and management's perception on those risks are provided in the notes to the financial statements for the year ended June 30, 2023.

Discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin

The Company continued its historic growth momentum with notable increase in sales, operating and net profit defying a difficult market condition prevailing throughout the first quarter of the fiscal period.

Note-18 of the Financial Statements contain details of the Cost of Goods Sold (COGS). COGS for the year ended June 30, 2023 was Tk. 645,212,008 which is 87% of sales as compared to 81% of last year which resulted a decrease of gross profit margin by 6% from 19% in 2021-22 to 13% in 2022-23. The Sales Revenue has been increased by 2% whereas Profit Before Tax and Profit After Tax has been decreased by 69% during the fiscal year 2022-23 over the previous year.

Particulars	Amount in BDT.		
	30 June 2023	30 June 2022	Growth (%)
Sales Revenue	737,973,899	724,383,291	2%
Gross Profit	92,761,891	134,590,724	(31%)
Operating Profit	44,111,521	87,880,303	(50%)
Profit Before Tax	68,818,529	221,545,509	(69%)
Profit After Tax	59,518,018	193,479,986	(69%)
Earnings Per Share (restated 21-22)	1.97	6.41	(69%)

Extra-Ordinary Activities

The Company did not undertake or continue any extra-ordinary activities and did not suffer or gain any loss or gain from such activities.

Related Party Disclosures

Detail on related parties with whom Anwar Galvanizing Limited had transactions during the reporting period is disclosed in Note 28 of the financial statements. These transactions are carried out on an arm's length basis. The Audit Committee periodically reviews these transactions.

Utilization of Proceeds from Public Issue

Initial Public Offering of AGL was made in 1996 and the fund raised thereby has already been utilized as reported to the regulators. No further issue of any instrument was made thereafter.

Financial Result after IPO

No IPO or Right issue was made for the year ended June 30, 2023.

Significant Variance between Quarterly Financial Performance and Annual Financial Statements

During the year 2022-2023, Basic Earnings per share of 2022-23 (BDT 1.97) has been decreased by 69.27% as compared to 2021-22 (BDT 6.41) due to decrease in non-operating income by 76.02% (BDT 122,531,807) whereas revenue has been increased by 2% (BDT 13,590,608) over the previous year.

The reason for deviation in operating results of quarters is the increase of dollar price due to the ongoing Russia-Ukraine war which caused a significant foreign currency (Dollar) crisis, volatility in rate and increase in dollar price significantly in case of LC settlement. Moreover, the price of raw materials, international shipping, and freight charges have increased due to dull economic conditions after the effect of COVID-19 and the ongoing Russia-Ukraine war. Furthermore, the cost of production has increased significantly due to price hikes and shortages of electricity and gas supply which is also an important reason for the deviation between quarterly financial performances and annual financial statements.

Remuneration to Directors

All the Directors in the Board of the Company except the Managing Director & CEO are non-executive. During the year, no remuneration or benefits were paid to the members of the Board for their services to the Company except the Board meeting attendance fees. Details information is disclosed in Note-31 to the Financial Statements.

Directors' Statement on Financial Reports for the year ended June 30, 2023

As a part of corporate good governance, the Board is accountable for providing a true and fair view of the company's financial performance and status. To that end, the Directors affirm to the best of their knowledge that :

- ✓ The financial statements together with the notes thereon have been drawn up in conformity with the Companies Act, 1994 and Securities and Exchange Rules, 2020. These statements present fairly the Company's state of affairs, the result of its operations, cash flows and changes in equity.
- ✓ Proper books of accounts of the Company have been duly maintained.
- ✓ Appropriate accounting policies have been consistently applied in the preparation of the financial statements and accounting estimates are based on reasonable and prudent judgment.
- ✓ International Financial Reporting Standards (IFRSs) and International Accounting Standards (IASs) have been followed in the preparation of the financial statements.
- ✓ Internal Control System is properly designed and has been effectively implemented and monitored.
- ✓ The minority shareholders are protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and effective means of redress.
- ✓ There is no significant doubt about the ability of the Company to continue as a going concern.

Proper books of accounts maintained to prepare financial statements

The Proper books of accounts of the Company have been duly maintained. The Financial Statements for the period ended June 30, 2023 presented a true and fair view of the affairs of the Company and are in compliance with existing accounting standards and applicable laws. There is no statement which is materially untrue or misleading and there is no omission of facts in such statements. No transaction has been entered into by the Company which are fraudulent, illegal or in violation of the Company's Code of Conduct.

Credit Rating Information

Credit Rating Information and Services Limited (CRISL) has assigned the Company as "AA-" in the long term and "ST-2" in the short term along with Stable outlook in consideration of audited financials up to June 30, 2022, unaudited financials up to December 31, 2022 and other relevant quantitative as well as qualitative information up to the date of rating declaration.

Significant Variance over the Last Year's Operating Result

We are pleased to report to the shareholders regarding the variations from last year in terms of operating results of the Company as below:

Particulars	30-Jun-23	30-Jun-22	Variance
Revenue (Turnover)	737,973,899	724,383,291	2%
Gross Profit	92,761,891	134,590,724	(31%)
Operating Profit	44,111,521	87,880,303	(50%)
Profit Before Tax	68,818,529	221,545,509	(69%)
Profit After Tax	59,518,018	193,479,986	(69%)
Comprehensive Income	59,518,018	193,479,986	(69%)

The reason for deviation from last year's operating results is the increase of dollar price due to the ongoing Russia-Ukraine war which caused a significant foreign currency (Dollar) crisis, volatility in rate and increase in dollar price significantly in case of LC settlement. Moreover, the cost of production has increased significantly due to price hikes and shortages of electricity and gas supply which is also an important reason for the deviation in operation results.

Five Year's Financial Highlights

The financial performance of the Company for the preceding 5 (Five) years as under –

Particulars	2022-2023	2021-2022	2020-2021	2019-2020	2018-2019
Revenue	737,973,899	724,383,291	609,988,495	534,251,648	433,443,776
Cost of Goods sold	645,212,008	589,792,567	510,807,033	464,269,433	379,257,017
Gross Profit	92,761,891	134,590,724	99,181,462	69,982,214	54,186,759
Profit before tax	68,818,529	221,545,509	73,856,234	38,995,189	27,975,596
Profit After Tax	59,518,018	193,479,986	59,725,897	29,490,879	21,888,967
Comprehensive Income	59,518,018	193,479,986	59,725,897	29,192,463	21,783,142
Total Assets	799,721,330	729,351,959	436,427,391	283,168,842	268,591,663
Net Assets	391,768,037	365,791,219	202,873,298	157,586,579	142,914,117
EPS*	1.97	6.41	1.98	0.98	0.73
NAV*	12.98	12.12	6.72	5.22	4.73
NOCFPS**	2.14	0.43	(0.27)	1.70	0.80

*Earning Per Share restated previous years

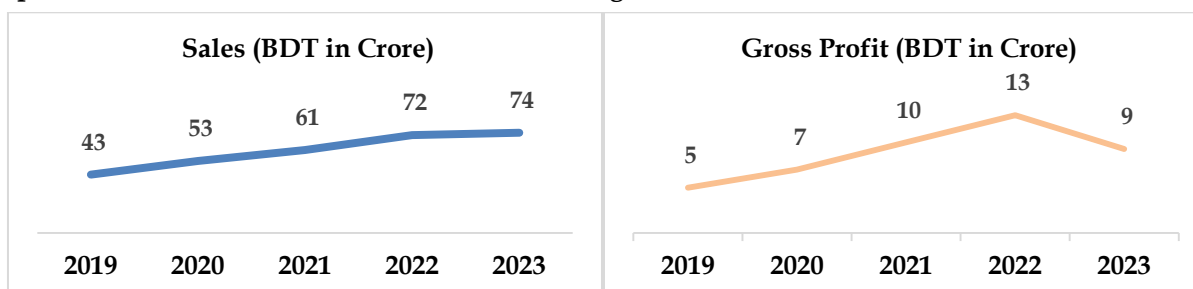
*Net Asset Value restated previous years

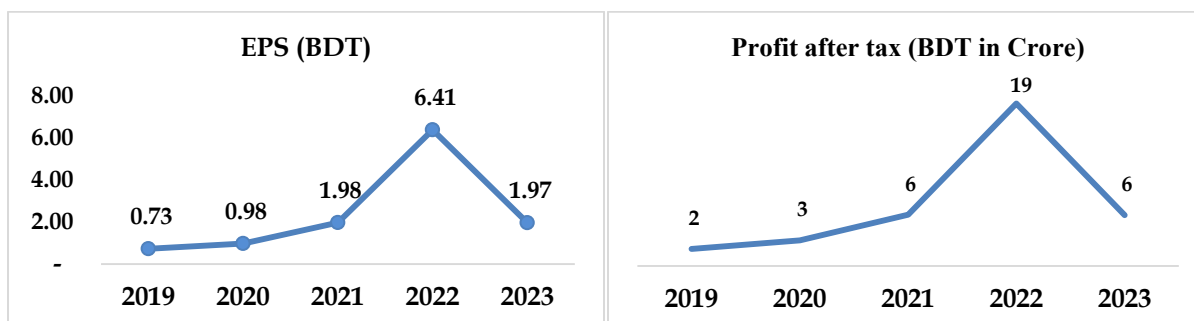
**Net Operating Cash Flow Per Share restated previous years

Minority Shareholders interest

In compliance with Condition No. 1(5) (xvi) of the Corporate Governance Code 2018 of BSEC, the Board hereby confirms that the interests of the minority shareholders have been duly protected by the Company.

In Graphical Presentation of Sales, Gross Profit, Earning Per Share and Profit After Tax





Declaration of Dividend

The Board of Directors of the Company at its 198th meeting held on October 26, 2023 proposed 10% Cash Dividend for all eligible shareholders for the year ended June 30, 2023 for onward approval in the 29th Annual General Meeting of the Company which is going to be held on February 04, 2024. During the year, no cash dividend or stock dividend was recommended or declared as interim dividend.

Unclaimed Dividends

The unclaimed dividends are taken care of according to directives of the Bangladesh Securities and Exchange Commission and other regulatory authorities from time to time. In this regards, Anwar Galvanizing Limited has transferred their unclaimed/unpaid dividend to the Capital Market Stabilization Fund (CMSF) up to the Financial Year of 2018-2019. Details of unclaimed dividends are presented in this report.

Board Meetings Held During the Year and Attendance by Each Director

Fourteen times Board of Directors meeting of the Company were held during the year under the review. The Board granted leave of absence to the members who are unable to attend the meetings. The attendance record of the Directors is shown as under.

Sl.	Name	Representation in the Board	Attendance Record
1	Mr. Manwar Hossain	Chairman	14
2	Mr. Hossain Akhtar	Managing Director/CEO*	10
3	Mr. Hossain Mehmood	Director	14
4	Mr. Hossain Khaled	Director	14
5	Mrs. Bibi Amena	Director**	10
6	Mrs. Shaheena Begum	Nominated Director***	9
7	Mrs. Hasina Begum	Nominated Director ***	3
8	Mr. Furkaan Muhammad N Hossain	Nominated Director ***	3
9	Mr. Md. Abul Quasem	Independent Director	14
10	Mr. Naba Gopal Banik	Independent Director*	8
11	Mr. Ataur Rahman	Nominated Director	5
12	Mr. AKM Javed	Managing Director/CEO*	3
13	Mr. Md. Moniruzzaman	Managing Director/CEO	3

* Tenure of the office expired

** Resigned from the Position

*** Nomination withdrawn by Anwar Steel Mills Ltd.

Pattern of Shareholding

As per Clause No. 5 (xxiii) of the Corporate Governance Code, 2018 of Bangladesh Securities Exchange Commission, the pattern of shareholding as on June 30, 2023 is noted below:

(a) Parent/ Subsidiary/ Associated Companies and their related parties: N/A

- (b) The Pattern of Shareholding of the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit & Compliance and their spouses and minor children:

Name of the Shareholder	No. of Shares held
Mr. Manwar Hossain, Chairman	1,764,896
Mr. Hossain Akhtar, Managing Director	Nil
Mr. Hossain Mehmood, Director	1,764,894
Mr. Hossain Khaled, Director	1,764,896
Mrs. Bibi Amena, Director	1,486,485
Mrs. Shaheena Begum, Director	394,488
Mrs. Hasina Begum, Director	400,206
Mrs. Shahnaz Begum, Sponsor	400,206
Mrs. Selina Begum, Sponsor	400,206
Anwar Steel Mills Ltd., Sponsor	2,286,900
Mr. Mr. Furkaan Muhammad N Hossain	Nil
Mr. Md. Abul Quasem, Independent Director	Nil
Mr. Naba Gopal Banik, Independent Director	Nil
Chief Financial Officer	Nil
Company Secretary	Nil
Head of Internal Audit	Nil
Spouses and minor children of above	Nil

(c) Executives: Nil

(d) Shareholder holding 10% or more voting interest in the Company: Nil

Distribution of Shareholdings

All shares have been fully called and paid-up. There was no preference share issued by the Company. The distribution schedule of each class of equity security and percentage as on June 30, 2023 is as under:

Share Holding Range	Number of Shareholders	No. of Shares	Ownership (%)
0000000001-0000000020	1,505	16,039	0.053%
0000000021-0000000049	1,239	42,303	0.140%
0000000050-0000000050	357	17,850	0.059%
0000000051-0000000200	3,797	459,198	1.521%
0000000201-0000000500	2,824	1,036,996	3.435%
0000000501-0000001000	1,682	1,359,557	4.504%
0000001001-0000005000	2,146	4,692,951	15.546%
0000005001-0000010000	240	1,722,413	5.706%
0000010001-0000025000	117	1,819,148	6.026%
0000025001-0000050000	37	1,257,922	4.167%
0000050001-9999999999	36	17,762,703	58.842%
Total :	13,980	30,187,080	100.00%

Directors' Rotation and their Re- appointment

According to the Companies Act, 1994 and the Articles of Association of the Company, Mr. Hossain Mehmood, Director, and Mr. Md. Ataur Rahman, Nominated Director on behalf of Anwar Steel Mills Ltd., shall retire from their office by rotation at the 29th Annual General Meeting to be held on February 04, 2024.

Mr. Hossain Mehmood, Director, and Mr. Md. Ataur Rahman, Nominated Director, are seeking re- appointment. The Board of Directors of Anwar Galvanizing Limited recommended their appointment. A brief resume and other information of the above-mentioned directors are depicted in the Annual Report.

Management's Discussion and Analysis of the Company's position and operations

Detailed discussion on the Operating and Financial performance of the Company along with other disclosures as required under Corporate Governance Code issued by Bangladesh Securities and Exchange Commission through Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 3, 2018 has been separately reported by the Managing Director in this Annual Report.

Declaration by CEO and CFO/Head of Accounts & Finance

The certification by the CEO and the CFO/ Head of Accounts & Finance has confirmed the Company's affairs as well as illustrated deliberation to the important events those occurred all over the fiscal year. These reports outlined an essential part of the Directors' Report. The declaration has been disclosed separately by Annexure-A in this Annual Report.

Appointment of Compliance Auditors

In accordance with the requirements of the BSEC's notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018, a Report on Corporate Governance Compliance has been issued within the Annual report as well as certificate on Compliance of the Corporate Governance Code for the financial year of 2022-2023 in Annexure-B and Annexure-C, respectively. The existing Compliance Auditor, Suraiya Parveen & Associates, Chartered Secretaries in Practice, retires at the end of 29th Annual General Meeting.

The Board, after due consideration of the proposal, recommended to re-appoint **Suraiya Parveen & Associates**, Chartered Secretaries in Practice, as a Compliance Auditor for the year 2023-2024, subject to the approval by the shareholders in its AGM which is scheduled to be held on February 04, 2024.

Appointment of Statutory Auditors

M/s Mahfel Haq & Co., Chartered Accountants, the first registered accounting firm in independent Bangladesh and an Independent Member Firm of AGN International, was the Statutory Auditor for the year 2022-2023 and submitted an Unqualified Report on Financial Statements of Anwar Galvanizing Limited for the year ended 30 June, 2023.

M/s Mahfel Huq & Co., Chartered Accountants, BGIC Tower, 4th Floor, 34 Topkhana, Dhaka, expressed their interest to be appointed as auditors of the Company for the year 2023-2024. The Board, after due consideration of the proposal made by the Audit Committee, recommended their appointment, subject to the approval by the shareholders in its 29th AGM which is scheduled to be held on February 04, 2024.

Compliance with Corporate Governance

Anwar Galvanizing, in accordance with the requirements of the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission has complied with the conditions. An additional statement in pursuance of Clause 1 (5), resume of the directors who shall be reappointed, Management Discussion Analysis, Certificate from the CEO and CFO to the Board, Certificate on Compliance of the Conditions of the Corporate Governance Code 2018 by the Compliance Auditors and Status of Compliance are depicted in the Annual Report.

The Audit Committee Report, the Nomination and Remuneration Policy, and the Dividend Distribution Policy are also presented in the Annual Report.

Management Appreciation

The AGL family expresses its sincere appreciation to all Officers, Staffs, Workers, Customers, Creditors for their contribution and at the same time, thanks to the Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange, Chittagong Stock Exchange, Central Depository Bangladesh Ltd. and the Government in particular and all the stakeholders for their continued support.

On behalf the Board,



Chairman

Dhaka: December 15, 2023

This report of the Audit Committee of Anwar Galvanizing Limited (AGL) is being presented in pursuance with the Corporate Governance Guidelines of BSEC dated June 03, 2018. The principal purpose of the Audit Committee is to assist the Board in effective fulfillment of its oversight responsibilities. The Committee has distinct Terms of Reference (ToR) developed conforming to the Code of Corporate Governance issued by the BSEC. During the year, the Audit Committee held 5 meetings to carry out its business under the ToRs. This report is a brief on the activities performed by the Audit Committee.

The Committee in its meeting reviewed along with management, the financial statements and the report of the auditors of the company for the year ending on June 30, 2023. During the meeting, the Head of Accounts of the Company presented the annual accounts along with the independent auditors' report to the Committee. Detailed discussions on the financial statements were held with the representatives of the management of the Company where representatives of external auditors were present. The Head of Accounts briefed the Committee that the financial statements have been prepared in compliance with IFRS. He appraised the Committee that the accounting policies applied in preparation of the financial statements are consistent with those of the previous financial years and are within the framework of international accounting standards and practices. The Committee reviewed the significant estimates and judgements made in preparation of the accounts and looked into their prudence and justification. The Committee also evaluated the compliance of the financial statements to the disclosure requirements as per IFRS and other regulatory authorities including BSEC. The Committee further discussed the financial reporting process and the adequacy of the internal control system of the Company in place, to prevent errors and fraudulent activities.

The Committee carefully reviewed the related party transactions carried out among different associated companies. The Committee was well satisfied that the related party transactions were made on an arm's length basis in the normal course of business. The transactions under related party have been appropriately disclosed in note-28 of the financial statements in accordance with the provisions of IAS 24. The independent auditors' report also did not contain any material audit observation that called for the Boards' consideration. The Committee being satisfied authorized for onward submission of the annual audited financial statements to the Board for approval.

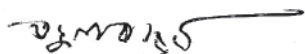
Moreover, during the year the Audit Committee met on other occasions to review among others, the quarterly unaudited financial statements issued by the Company at the end of respective periods. In each instance, the Committee held detailed discussions with senior management on different aspects of the financial statements to ensure accuracy, consistency and compliance of the reports in all material aspects. The Committee also considered the related party transactions and found that all related party transactions were made on an arm's length basis.

Based on the evaluation, the Audit Committee proposed to the Board to appoint Mahfel Huq & Co., Chartered Accountants, to conduct the statutory audit for the year ended June 30, 2024, subject to the approval by the shareholders in its 29th Annual General Meeting.

During the year, the Committee also assessed and examined risk management process, monitored internal audit and compliance process and reviewed the report thereon. The financial reporting process and the related compliance and disclosure issues also came up as matters of periodic review by the Committee. The senior management of the company on invitation attended various meetings of the Audit Committee to apprise the members on different issues. The Committee noted no material deviations or non-compliance or adverse audit findings that warrants for board or shareholders' attention during the year under review.

The Committee found adequate arrangement to present a true and fair view of the activities and the financial status of the company and didn't find any material deviation, discrepancies or any adverse finding/observation in the areas of reporting.

On behalf of the Committee



Md. Abul Quasem
Independent Director &
Chairman, Audit Committee

**Responsibilities of the
Directors to
Prepare Financial
Statements**

The law requires that the Financial Statements of the Company would follow International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS). This has been completely followed to fairly present the financial position and performance of the Company. While preparing the financial statements, the following points were considered:

- ✓ Ensuring that the financial statements have been prepared in accordance with IFRS and IAS;
- ✓ Selection of suitable accounting policies and then applying them consistently;
- ✓ Making judgments and estimates that are reasonable and prudent; and
- ✓ Make an assessment of the Company's ability to continue as a going concern entity.

Proper accounting records have been kept so that at any given point the financial position of the Company is reflected with reasonable accuracy, which will enable them to ensure that its financial statements comply with Companies Act, 1994 and other required regulatory authorities.

As per requirements of BSEC's Notification No. BSEC/CMRRCD/2006/158/207/Admin/80 dated June 03, 2018, the Directors are also pleased to make the following declarations in this report:

- 1) The financial statements prepared by the management of the Company fairly and Proper books of accounts of the Company have been maintained. Appropriate accounting policies have been consistently applied in preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment. International Accounting Standards, as applicable in Bangladesh, have been followed in preparation of the financial statements and any discrepancies have been adequately disclosed;
- 2) The system of internal control is well structured and has been effectively implemented and monitored and there are no significant doubts upon your Company's ability to continue as an ongoing concern basis;
- 3) Significant deviations from last year in operating results of the Company are disclosed in this report as applicable;
- 4) Key operating and financial data have been summarized for the preceding five years;
- 5) Significant plans and decisions, such as corporate restructuring, business expansion and future prospects, risks and uncertainties surrounding the Company has been outlined under the related captions of this report;
- 6) The number of Board meetings held during the year and attendance of each director has been disclosed;
- 7) The pattern of shareholding has been reported in the Directors' Report.



Md. Moniruzzaman
Managing Director & CEO

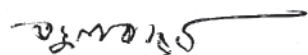
NRC's Report
Under Condition # 6(5)(c) of CGC

The Nomination and Remuneration Committee (NRC) is as a sub-Committee of the Board of Anwar Galvanizing Limited. The Board of Directors of the Company has specified the Terms of References (ToRs) in compliance with Corporate Governance Code, 2018 of Bangladesh Securities and Exchange Commission. The Committee is independent of the Company's executive management and is composed of three members including one independent director, nominated by the Board. The Chairman of the Committee is an Independent Director.

During the year, the NRC had one meeting. All members attended the meeting. The proceedings of the meeting were appropriately recorded. No member of the Committee received any meeting attendance fees.

The Company has a written policy on nomination and appointment of Directors in the Board. The policy it sets out the detail qualification and other eligibility norms for the members and the process of their nomination. The policy is fair and non-discriminative.

On behalf of the Committee



Md. Abul Quasem
Independent Director &
Chairman, Nomination and Remuneration Committee



Directors' Appointment & Re-appointment***Hossain Mehmood, Director***

Mr. Hossain Mehmood is an industrial entrepreneur and has been in the business for a long period and successfully set up and executed a good number of industrial undertakings. Currently, he is the Director of Anwar Galvanizing Limited. He is Director of a number of Companies of Anwar Group of Industries and Mr. Mehmood is the Managing Director of Hossain Dyeing & Printing Mills Limited, Mehmud Industries (Pvt.) Limited, Anwar Silk Mills Limited and Sponsor Shareholder of City General Insurance Company Limited.

Mr. Mehmood also served on the Board at Bangladesh Terry Towel & Linen Manufacturers & Exporters Association as Chairman. He is the representative Director of A-One Polymer Limited in the Board of the City Bank Limited and past Vice Chairman as well as a member of the Executive Committee of the Board of Directors of the bank.

Mr. Mehmood born in a reputed Muslim family. He also attended at the Bangladesh Textile Mills Association as a member of the standing committee. He received his Associate degree in Textile Engineering and Management from the University of New Hampshire, USA.

Md. Atatur Rahman, Nominated Director

Mr. Md. Atatur Rahman holds Masters' Degree in Accounting from the University of Dhaka. He has also completed Banking Diploma in both part-1 & part-11 (With Silver Medal in Part-1). He is a Diplomat Associate of the Institute of Bankers, Bangladesh (DAIBB). He started his career in 1981 as an Assistant Director at Bangladesh Bank. He has hold various important position in various important departments/ branches. Mr. Rahman also served as a member of Shariah Supervisory Committee of Sonali Bank PLC. He retired from Bangladesh Bank as an Executive Director in 2015. Later he served as a Principal in First Security Islami Bank Limited from 2015 to 2020. Mr. Rahman has participated in various training, workshops and Seminars on different issues relating to Commercial Bank and Central Bank at home and abroad.

The maintenance of effective corporate governance remains a key priority of the Board of Anwar Galvanizing Limited. Recognizing the importance of it, the board and other senior management remained committed to high standards of corporate governance. To exercise clarity about directors' responsibilities towards the shareholders, corporate governance must be dynamic and remain focused to the business objectives of the Company and create a culture of openness and accountability. Keeping this in mind, clear structure and accountabilities supported by well understood policies and procedures to guide the activities of Company's management, both in its day-to-day business and in the areas associated with internal control have been instituted.

Board of Directors

The Board meets periodically to oversee the Company's affairs, gives approval and take strategic direction. The Board of AGL has laid down a Code of Conduct of all board members and annual compliances of the code have recorded. The Board of Directors of the Company is the highest level of authority in the organization structure of the Company. The BODs comprise of eleven Directors including two Independent Directors and Managing Director with varied education and character in decision making process. The Board is re-constituted each year in the AGM.

The Managing Director along with the Company Secretary finalizes the agenda for the Board meeting in consultation with the other person concerned, if needed. The minutes of the Board meeting are maintained in terms of statutory provisions.

Role & Responsibilities of the Board of Directors

The Board of Directors take special care in designing and articulating productivity and compensation plans of employees and workers and rewarding them appropriately on the basis of quality and quantity of performance as an incentive. Board also remains responsible for removal of operational hazards to life and health of workers, friendly environmental work condition and social relationship as demanded of good citizen in a country.

The core role of the Board of Directors, which is the highest level of authority, is to provide general superintendence, oversee the operations and control the affairs of the company through appropriate delegation and accountability processes via the lines of command. However, the Board of Directors hold the ultimate responsibility & accountability with due diligence for conducting the activities of the Company as per provisions of law in the interest of the shareholders, the stakeholders, the Government and the society.

Sub-committee of the Board of Directors

According to the code of CGG, the Board has set up two important Committees namely, Audit Committee (AC) and Remuneration & Nomination Committee (NRC), to assist the Board in certain matters specified in the respective terms of reference of the Committees as mentioned in the CGG.

As per the CGG, AGL has an Audit Committee as a sub-committee of the Board of Directors. The Audit Committee assists the Board of Directors in ensuring a good monitoring system within the business. The Audit Committee is accountable to the Board and the duties and responsibilities to internal control, financial reporting and compliance monitoring, among others, of the Audit Committee are clearly set forth in writing by the Board in the Audit Committee Charter.

AGL has a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board of Directors. The committee comprised three members including independent director.

Chairman of the Board and Chief Executive Officer

The Chairman of the Board and the MD/CEO are different individuals. The Chairman of the Company is elected from among the directors of the Board. The Board has clearly defined respective roles & responsibilities of the Chairman and the MD/CEO in addition to their roles and responsibilities as per Articles of Association of the Company.

CFO, CS and HIAC

The following three qualified professionals have been appointed as Chief Financial Officer (CFO)/Head of Accounts, Company Secretary (CS), and Head of Internal Audit and Compliance (HIAC) of the Company as per the requirement of the Corporate Governance Code of Bangladesh Securities and Exchange Commission:

CFO/HoD Mr. Md. Ramim Rana, an Associate Chartered Accountant (ACA) is delegated to the responsibility of Chief Financial Officer.

CS Mr. Tauhidul Islam, a Fellow Chartered Secretary (FCS) is responsible for the office of the Company Secretary.

HIAC Mr. Md. Sayem Tanzeer, a Fellow Chartered Certified Accountant (FCCA) is executing the responsibility of Head of Internal Audit and Compliance.

The Board of Directors clearly defined respective roles, responsibilities and duties of the Chief Financial Officer, Company Secretary and Head of Internal Audit separately.

Statutory Auditor

During the year, Mahfel Huq & Co., Chartered Accountants, is the statutory Auditor of the Company. Statutory Auditor was appointed by the shareholders in its Annual General Meeting. The Auditor has performed his duties accordingly and did systematic examination of books and records of the Company and reported upon the facts regarding the financial operation and the results. No partner or employees of the auditors are holding any shares of AGL during the tenure of their audit assignment.

Compliance Auditor

Suraiya Parveen & Associates, Chartered Secretaries in Practice, is the compliance auditor of AGL appointed by shareholders in its general meeting. The Compliance Auditor carried out systematic scrutiny accordingly and issued a compliance certificate as incorporated in the Annual Report. The compliance auditor is responsible in certification on compliance of conditions of Corporate Governance Code, 2018 of BSEC as well as the provisions of relevant BSS of Institute of Chartered Secretaries of Bangladesh.

Internal Audit and Internal Control

The Company has an independent Internal Audit Department under control of the Audit Committee of the Board. Internal auditing of AGL assists the Company in accomplishing its objectives by bringing a systematic and disciplined approach to evaluate and improve the effectiveness of the Organization's risk management, control and governance processes.

Dividend Policy

Ethics is an important ingredient of the Good Governance and involves a determination of what is right and what is wrong and deals with things to be sought and things to be avoided with a way of life and the end of life. The corporate ethic must necessarily promote efficiency in coexisting with the environment to generate the quality of life for a current cohort and yet also provide equity that does not disadvantage a future cohort by the decisions of a current cohort.

Relations with shareholders

The annual general meeting is used as an important opportunity for communication with both institutional and general shareholders. In addition, the Company maintains relations with its shareholders through the corporate affairs secretarial department. The following information can be addressed through the secretarial department:

- ✓ Dividend payment enquires;
- ✓ Dividend mandate instruction;
- ✓ Loss of share certificate/dividend warrants;
- ✓ Notification of change of address; and
- ✓ Transfer of shares.

Secretarial Standard

AGL tries its best to maintain the Secretarial Standard on meetings of the Board of Directors, shareholders, Minutes, and Dividend issued by the Institute of Chartered Secretaries of Bangladesh (ICSB). A qualified Chartered Secretary is in charge maintaining of the Secretarial Standard prescribed by ICSB.

Going Concern

After making enquires, the directors, at the time of approving the financial statements, have determined that there is reasonable expectation that the Company have adequate resources to continue operation for the foreseeable future. For this reason, the directors have adopted the going concern basis in preparing the financial statements.

Compliances

AGL in trying their best to maintain of the Secretarial Standard on meetings of the Board of Directors, shareholders, Minutes and Dividend issued by the Institute of Chartered Secretaries of Bangladesh.

AGL ensured highest standards in corporate good governance and strict adherence to the requirements of ethical code of conduct, through close monitoring. Through the code of ethics all levels of staff have been educated and encouraged to resort to whistle blowing, when they suspect wrong doings by other employees.

Anwar Galvanizing Limited is committed to delivering accurate, high-quality and timely information to all stakeholders with the utmost integrity and efficiency.



Anwar Galvanizing Limited is leading the country's engineering industry of GI fittings with due dominance for more than 28 years. Pursuant to the Corporate Governance Code 2018, Condition-1(5)(xxv), of the BSEC, the Management's Discussion & Analysis for the year ended June 30, 2023 has been depicted hereunder:

Accounting policies and estimation

Anwar Galvanizing Limited complies with International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) as applicable in Bangladesh, as well as any relevant local norms and regulations while preparing financial statements. In the absence of applicable IFRSs to any particular transactions, other events or conditions, we have used our best judgment in developing and applying an accounting policy that results in information that is relevant to the economic decision-making needs of users and is reliable.

Detail descriptions of accounting policies and estimations used for the preparation of the financial statements are disclosed in the Notes to the Financial Statements.

Changes in accounting policies and estimation

We usually change an accounting policy only when the change is required by a IFRS or results in the financial statements providing more reliable and relevant information about the effect of transactions, other events or conditions on the financial position, financial performance or cash flows. Accounting policies used are provided in note-2 to the audited financial statements.

Comparative analysis of financial performance and financial position as well as cash flows for current year with immediately preceding five years explain the reasons thereof

During this year, revenue of the Company registered at Tk. 737,973,899 which was improved by 2% compared to the past year's revenue of Tk. 724,383,291. Net Profit after Tax for the year was Tk. 59,518,018 decreased by 69% over the previous year. The five years' comparative financial performance information are available in the directors' report.

Comparative analysis of financial performance with peer industry scenario

In the year 2022-23, few companies have started as well manufacturing and distributing in the local market. However, the financial performance and position information of the companies are not publicly available. During the year, the non-current assets (Property, plant and equipment) base of the Company is of Tk. 260,899,724, the revenue is of Tk. 737,937,899, Net Operating cash Flows is Tk 64,725,043 and the net profit is of Tk. 59,518,018.

Financial and economic scenario of the country and the world

The Russian invasion of Ukraine has happened at a time when the world just started to recover from the fallout caused by more than two years of Covid-19 pandemic. But the recovery is facing inflationary pressure due to supply shortages in the face of higher demands as countries are beginning to expand economic activities. The ongoing war has created a new shock for the world. Supply disruptions and financial sanctions pose serious economic challenges. With no signs of reconciliation between Russia and Ukraine, the global economic implications will be much more severe. In spite of the war between Russia and Ukraine, as stated in the Directors' Report, the global economy is expected to expand further at a lesser pace than earlier.

Bangladesh has undergone major socio-economic development in last few years. Some of which include rapid expansion of information technology, construction sector and manufacturing sector. These transformations have boosted Bangladesh from a 'low-income-country' to a 'lower-middle-income-country' in the last few years.

Risks and concerns related to the financial statements

AGL has maintained effective system of internal control and well-designed financial reporting process. Financial Statements of the Company are reviewed by adequate experienced professionals. Appropriate policies and procedures, as well as adequate review and control mechanisms are in place in every step of the financial reporting value chain to avoid, eliminate or reduce the risk of errors, omissions or material misstatements in the financial reports. Moreover, quarterly and annual public reports are subject to rigorous review by the Board's audit committee in addition to the annual accounts being audited by independent external auditors. The risks and concerns issues related to Company's financial statements are identified and mentioned in the annual financial statements for the year ending 30 June 2023.

Future plan for Company's operation, performance and financial position

To fulfill the emerging demand of the market, AGL has setup new expansion project to increase the production capacity and at the same time has taken steps to reduce wastage and to ensure quality of products.



Md. Moniruzzaman
Managing Director & CEO





AG FITTINGS

প্লেইন ক্রস

জংমুক্ত পানির নিশ্চয়তা



ANWAR GALVANIZING LTD.



AG FITTINGS

প্লেইন এলবো

উচ্চ চাপেও নষ্ট হয় না



ANWAR GALVANIZING LTD.

Purpose of the NRC:

The Nomination and Remuneration Committee (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 and Top-Level Executives.

Constitution of the NRC:

The nomination and remuneration committee (the "Committee") is established as a Sub-Committee of the Board of Directors (the "Board") of Anwar Galvanizing Limited (the "Company"). The committee shall time to time review its Terms of Reference (TOR) in line with the regulatory Requirement and may recommend to the Board any amendments to its Terms of Reference. These terms of reference have been drawn up by the Board of Directors Anwar Galvanizing Limited pursuant to Code-6 of the Corporate Governance Code dated 3rd June, 2018 of the Bangladesh Securities and Exchange Commission (BSEC) are as under:

Structure of the NRC:

- a) The Committee shall comprise of at least three members including an independent director;
- b) All members of the Committee shall be non-executive directors;
- c) Members of the Committee shall be nominated and appointed by the Board;
- d) The Board shall have authority to remove and appoint any member of the Committee;
- 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;
- 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;
- g) The company secretary shall act as the secretary of the Committee;
- h) The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;
- 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.

Chairperson of the NRC:

- a) The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;
- 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;
- 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.

Meeting of the NRC:

- (a) The NRC shall conduct at least one meeting in a financial year;
- (b) The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;
- (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) of the CGG;
- (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.

Role of the NRC:

- (a) NRC shall be independent and responsible or accountable to the Board and to the shareholders;
- (b) NRC shall oversee, among others, the following matters and make report with recommendation to the Board:
 - 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:
 - 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. devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
 - 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;
 - iv. formulating the criteria for evaluation of performance of independent directors and the Board;
 - v. identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and
 - vi. developing, recommending and reviewing annually the company's human resources and training policies;
- (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.

Duration of appointments of the Members of the NRC:

Unless otherwise determined by the Board, the duration of appointments of Non-executive members of the committee shall be for a period of up to three years which may be extended by the Board for an additional tenure of three years.

Conduct of Business of the Meetings of the NRC:

The Committee shall conduct its business as it thinks fit. Decisions of the committee shall be by majority decision. In the case of an equality of votes, the chairman of the committee shall have a second or casting vote. save as otherwise required by these terms of reference or agreed by the committee, all provisions relating to the conduct of business of the Board in the articles of association from time to time of the company shall equally apply to the conduct of business of the Committee.

Attendance of Meetings of the NRC:

Only members of the committee shall have the right to attend meetings of the committee. Other individuals such as the Managing Director & CEO, the Head of Human Resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

Reporting of the NRC:

- The Committee Chairman shall report formally to the Board on the Committee's proceedings after each meeting;
- The Committee shall, once a year, consider its own performance, membership and terms of reference to ensure it is operating at maximum effectiveness and shall recommend any necessary changes to the Board for its approval;
- The Committee shall make any recommendations to the Board it deems appropriate on any areas within its terms of reference where action or improvement is needed;
- The Chairman of the Committee shall work and liaise as necessary with other committees of the Board.
- The Chairman of the Committee shall attend the Company's Annual General Meeting (AGM) to answer shareholders' questions about the Committee's activities, if needed.

Meetings and Minutes of the Committee:

Meetings of the NRC Committee 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).

Annexure-A

*to agenda no-2 of the minutes of the BODs meeting
dated July 29, 2018 for TOR of NRC*



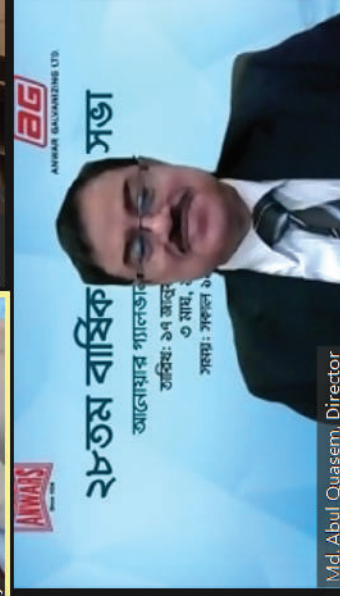
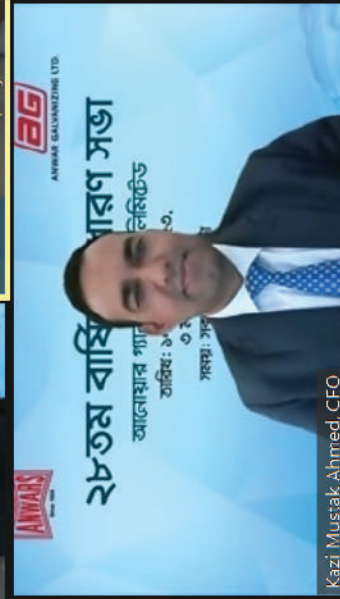
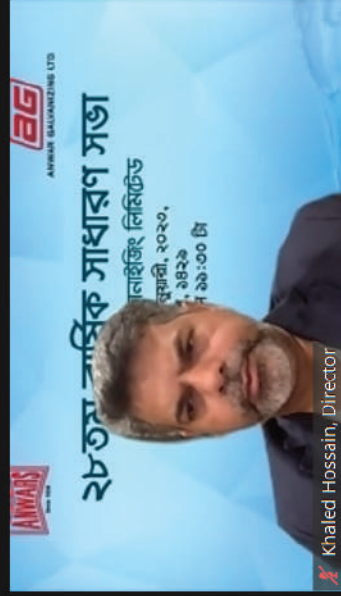
**Year-wise summary of
unclaimed/unpaid Dividend**

The unclaimed dividends are taken care of according to directives of the Bangladesh Securities (BSEC) and Exchange Commission and other regulatory authorities from time to time. Pursuant to the notification of BSEC, ref: BSEC/CMRRCD/2021-391/20/Admin/121, dated 1st June 2021, Anwar Galvanizing Limited has transferred unclaimed/unpaid dividend to the Capital Market Stabilization Fund (CMSF) up to the Financial Year of 2018-2019.

Year-wise summary of unclaimed/unpaid Dividend as on June 30, 2023.

Sl	Financial Year	Record Date	AGM Date	% of Dividend	Unpaid Amount
1	June 30, 2022	16-11-2022	17/01/2023	100% (20% Cash & 80% Stock)	9,19,000
2	June 30, 2021	18-11-2021	12/01/2022	30% (20% Cash & 10% Stock)	6,57,541
3	June 30, 2020	03-12-2020	31/01/2021	15% (10% Cash & 5% Stock)	6,77,025





PLAIN TEE



0.5 inch- 4 inch

REDUCER TEE



0.75' X 0.5' - 2' X 1.5'

PLAIN ELBOW 90°



0.5 inch- 4 inch

REDUCER ELBOW



0.75' X 0.5' - 2' X 1.5'

PLAIN CROSS



0.5 inch- 2 inch

UNION



0.5 inch- 4 inch

PLUG



0.5 inch- 2 inch

HEX NIPPLE



0.5 inch- 3 inch

REDUCER SOCKET



0.75' X 0.5' - 2' X 1.5'

PLAIN SOCKET



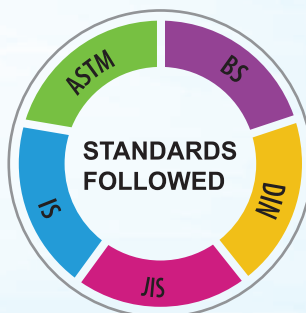
0.5 inch- 4 inch

FEATURES & SPECIALTIES OF ANWAR'S GI FITTINGS

- ▶ All fittings are hot dip galvanized.
- ▶ The zinc coating applied to the fittings is more than 610gm/m² as per ISO standard.
- ▶ Minimum 25 years guarantee in under ground condition.
- ▶ Inner and outer threading of the fittings is done accurately by CNC automatic machine.
- ▶ Accurate and even thickness throughout the product.
- ▶ The angle alignment of the fittings is done by automatic machine.
- ▶ Our GI fittings are 100% malleable, therefore the fittings do not crack or break.
- ▶ Our GI fittings are safe to use for transportation of drinking water as the zinc coating is done by 99.99% pure zinc only.

SCOPE OF OUR GI PIPE FITTINGS

Ours products cover requirement of general purpose for the transmission of fluid and gas upto limit of pressure and temperature in the supply line. These Fittings shall be suitable for working pressure of upto 1.4 M.Pa in the case of water and upto .0.7M.Pa in the case of steam, air, gas and oil at the temp of 100°C. Our product is manufactured from specified grade raw materials.



ANWAR GALVANIZING LTD.

Baitul Hossain Building (14th Floor), 27 Dilkusha C/A, Dhaka-1000, Bangladesh. Phone: +88 02 223384033-5, FAX: +88 02 9564020, E-mail: salesaop@anwargroup.com

Dividend Distribution Policy
[Pursuant to the clause (1) of BSEC Directive No. BSEC/CMRRCD/2021-386/03 dated January 14, 2021]

This Policy is called “Anwar Galvanizing Limited- Dividend Distribution Policy” (hereinafter referred to as the “Policy”) and has been framed by Anwar Galvanizing Limited (the “Company”) pursuant to Bangladesh Securities Exchange Commission (BSEC), Directive No. BSEC/CMRRCD/2021-386/03 dated January 14, 2021. The objective of the Policy is to provide guidance to stakeholders on the dividend distribution framework adopted by the Company. The Policy has been adopted by the 175th BODs meeting held on October 9, 2021 (the “Effective Date”).

Dividend Recommendation and Approval process:

Dividend to be recommended and approved as per applicable Acts and regulatory directives issued from time to time.

Entitlement of Dividend:

Shareholders whose names shall appear in the Members Register of the Company or in the Depository Register of CDBL on the ‘Record Date’ of the respective year’s AGM will receive entitled dividend.

Process of Distribution of Cash Dividend:

In case of Cash dividend, the dividend shall be paid directly to the bank account of the Shareholders within 30 (thirty) days from the date of approval by the Shareholders in the AGM subject to comply of circulars/directives of BSEC or any other regulatory authority from time to time.

- a) Through Bangladesh Electronic Funds Transfer Network (BEFTN); or
- b) Through bank transfer or any electronic payment system as recognized by the Bangladesh Bank (if not possible through BEFTN); or
- c) In case of margin loan and claim by loan provider, through the Consolidated Customer’s Bank Account (CCBA);
- d) To the separate bank account of the merchant Banker or portfolio manager through BEFTN;
- e) Through the security custodian following Foreign Exchange Regulation for non-resident sponsor, director, shareholder, unit holder or foreign portfolio investor (FPI);
- f) Through issuance of Cash Dividend warrant and send it through Courier/post to the shareholders or unit holders’ address, if non-availability of bank account information or not possible to distribute through BEFTN or any other electronic payment system.
- g) Amount of declared cash dividend payable for the concerned year/period shall be kept in a separate bank account as per circular of BSEC or other regulatory authority from time to time.

Manner and procedure of stock dividend distribution:

The stock dividend shall be credited within 30 (thirty) days of approval subject to the clearance of the exchange(s) and the Central Depository Bangladesh Limited (CDBL) or any other regulatory requirement, if needed:

- 1) To the BO account of the shareholders;
- 2) The undistributed or unclaimed stock dividend shall be credited to suspense BO Account.
- 3) The stock dividend shall be transferred to the suspense BO account if BO account is not available or BO account is inactive;
- 4) The sale proceeds of fractional stock/bonus dividend shall be paid off as per circular of BSEC or Bangladesh Bank or other regulatory authority from time to time.

Unpaid or unclaimed of unsettled cash dividend:

In case of cash dividend, unpaid or unclaimed of unsettled cash dividends shall be settled as per instructions of BSEC or other regulatory authority from time to time.

Unpaid or unclaimed of unsettled stock dividend:

In case of stock dividend, unpaid or unclaimed of unsettled stock dividends shall be settled as per instructions of BSEC or other regulatory authority from time to time.

Tax matters:

Tax shall be deducted at source as per applicable tax laws.

Submission of Dividend Distribution Compliance Report:

In-compliance with the Dhaka Stock Exchange (Listing) Regulation-2015 and Chittagong Stock Exchange (Listing) Regulation-2015 and other regulatory requirement, "Anwar Galvanizing Limited" has been submitted a Dividend Distribution Compliance Report to BSEC, DSE and CSE accordingly. This report shall be submitted to BSEC, DSE and CSE in a specified format issued by the regulator (s) within the stipulated time.

Disclosures:

In case it is proposed not to declare dividend during any financial year, the grounds thereof and the information on the manner in which the retained profits of the Company, if any, are being utilized shall be disclosed to the Shareholders in the Board's Report forming part of the Annual Report of the Company for the given financial year.

The Policy shall be disclosed in the Company's Annual Report and also be available on the Company's website: <https://www.anwargalvanizing.com>.

Policy Review:

The Board of Directors of the Company may review the policy, if the Board proposes to declare dividend on the basis of criteria in addition to those specified in the policy, or proposes to modify the criteria, it shall disclose such changes along with the rationale for the same on the Company's website and in the Annual Report.

Information of Unpaid/Unclaimed Dividend:

The Unpaid/Unclaimed Dividend amount as on June 30, 2023 is BDT 22,53,566/- as mentioned in the face of the Statement of Financial Position as well as in the note no-16 of the Financial Statements.



ANWAR GALVANIZING LTD.

Register Office: 27, Dilkusha C/A, Dhaka-1000

Revenue
Stamp of
Tk. 20.00

PROXY FORM

I/We of
..... being a Member of
Anwar Galvanizing Limited, hereby appoint Mr./Ms. of
..... as my proxy
in my/our absence to attend and vote for me/us and on my/our behalf at the **29th Annual General Meeting** of
the company to be held on February 4, 2024 at 11:30 a.m under virtual platform, and or at any adjournment
thereof.

As witness my / our hand this day of 2024.

Signature of Proxy

Signature of Member

Register Folio no./BO ID of Member

NOTE:

1. A member entitles to attend and vote at the meeting may appoint his/her proxy to attend and vote on his/her behalf.
2. The proxy form should reach the Registered Office of the company not less than 48 hours before the time fixed for the meeting.



ANWAR GALVANIZING LTD.

Register Office: 27, Dilkusha C/A, Dhaka-1000

ATTENDANCE SLIP

Name of Member

Name of Proxy

Register Folio No. / BO ID of Member

I/we hereby record my/our presence at the **29th Annual General Meeting** of the Company to be held on
February 4, 2024 at 11:30 a.m under virtual platform, and or at any adjournment thereof.

Signature of Member

Signature of Proxy

N.B: The Member attending the meeting is requested to mention the registered name and Folio no./BO ID on this slip and present the same
at the registration counter on or before 10.00 a.m of the AGM date.



“
মেহনত করো- সৎ পথে,
বুদ্ধিমানের মতো কাজ করো
পুরস্কার আসবেই
”

আলহাজ্ব আনোয়ার হোসেন
চেয়ারম্যান, আনোয়ার গ্রুপ অব ইন্ডাস্ট্রিজ



AG FITTINGS

হেড্রা তিপল
শক্তিশালী সংযোগ



BUET CERTIFIED



ANWAR GALVANIZING LTD.

ANWAR GALVANIZING LTD

(a concern of Anwar Group of Industries)

Baitul Hossain Building (14th Floor), 27 Dilkusha C/A, Dhaka-1000, Bangladesh.

Phone: +88 02 9564033-37, FAX: +88 02 223384020

www.anwargalvanizing.com