

Annual Report
2022-2023

SUPER CNG

বাংলাদেশ অটোকারস্ লিমিটেড
BANGLADESH AUTOCARS LIMITED

BANGLADESH AUTOCARS LIMITED

NOTICE FOR THE 44th ANNUAL GENERAL MEETING

Notice is hereby given to the shareholders of Bangladesh Autocars Ltd. that the 44th ANNUAL GENERAL MEETING of the Company to be held on 24th December 2023 at 12.30 pm on the Digital Platform. All shareholders are requested to attend the meeting in time. The following business shall be transacted in the meeting.

AGENDA

1. To read and confirm the minutes of the 43rd Annual General Meeting of the Company which was held on December 28, 2022.
2. To accept and adopt the Audited Balance Sheet and Accounts of the Company for the year ended 30th June, 2023 along with the detail Directors report and Auditors report thereon.
3. To approve the @ 2% cash dividend general public holder for each share of Tk 10/- as recommended by the Board of Director for the year ended 30th June 2023.
4. To retire and reelect Directors, by rotation, in terms of Articles of Association of the Company and appoint the Independent Directors as per Corporate Governance Code of BSEC Notification for next one year.
5. To appoint the Statutory Auditors of the Company for the year 2023-2024 and fix their remuneration.
6. To appoint the Compliance Auditors of the Company for the year 2023-2024 and fix their remuneration.
7. Miscellaneous (if any required)

Dated: November 25, 2023.

On behalf and by order of the
Board of Directors of the company
Sd/-
Md. Shariful Islam
Acting Company Secretary.

NOTES:

1. The Record date of the Company was on November 20, 2023 and the name of shareholders in the Register of the Company or CDBL on the Record date will be eligible to attend and vote in the AGM through Digital Platform and to receive dividend
2. A shareholder entitled to attend and vote in the AGM, may appoint a proxy in his stead. Scanned copy of the proxy form, duly stamped should be emailed at info@bdautocars110.com at least 48 hours before the meeting.
3. As per BSEC Notification No. BSEC/CMRRCD/2006 158/208/Admin/81 dated 20 June 2018, soft copies of the Annual Report 2022-23 along with the Proxy Form will also be sent to the shareholder's respective email address available with us through CDBL record. The Annual Report will also be available in the Company's website at: www.bdautocars.com
4. Please follow <http://bdautocars.agm.watch> for joining in the Digital Platform of the 44th Annual General Meeting of Bangladesh Autocars Ltd.

CORPORATE DIRECTORY

Board of Directors

1. Mr. Mohammad Murad	Chairman
2. Mrs. Rina Momtaz	Managing Director
3. Mrs. Rehmat Banu	Director
4. Mr. Rahim Murad	Director
5. Mr. Kazi Khairul Alam	Independent Director

Management Team

1. Mrs. Rina Momtaz	Managing Director and CEO
2. Mrs. Rehmat Banu	Director
3. Mr. Md. Mostaque Ahmed	Chief Financial Officer
4. Mr. Md. Shariful Islam	Acting Company Secretary
5. Mr. Mahmud Hasan Amanoth	Head of Internal Auditor

Other Information

Auditors

FAMES & R

Chartered Accountants,
Hossain Tower (11th Floor) 116 Naya Paltan, Dhaka-1000

Compliance Auditors

Malek Siddiqui Wali

Chartered Accountants,
9-G, Motijheel C/A, Dhaka-1000

Company Lawyers

The Lawyers & Jurists

Barristers, Advocates & Legal Consultants
Aligarh House (5th Floor), 146, Motijheel C/A, Dhaka-1000

Main Banker

Southeast Bank Ltd.
Bangladesh

Registered Office

110 Tejgaon I/A, Dhaka-1208
Phone : 880 2 8870467 / 8870468
Fax : 880 2 887069 web: www.bdautocars.com
Email: info@bdautocars110.com

REPORT OF THE BOARD OF DIRECTORS

Dear Shareholders,

It is my proud privilege to welcome you all, once again, to the 44th Annual General Meeting of your Company and to present before you my statement on affairs of the Company along with Auditors report & Audited Accounts for the year ended on 30th June 2023 and its future plan.

Industry outlook and prospect:

In the recent years, Bangladesh had experienced for considerable economic growth (GDP more than 7 percent) with the stable unemployment rate and a rise in foreign investments. As a result, the purchasing power of individuals has risen along with the demand for cars, motorbikes and commercial vehicles. However, due to price hike, inflation, depreciation of taka against USD, the economic condition of all over the country was very much tight. Despite the tough economic condition in last year, the directors are very much confident for good economic condition in upcoming year as a result of the huge demand ranges from luxury inter-district buses to small sedans. To meet these demands, Bangladesh has to depend on imported vehicles as they are not manufactured in Bangladesh. A huge number of vehicles are imported every year. It is desired by the most of the imported car owner for conversion into CNG driven fuel car due to low cost and environment friendly fuel.

Compressed natural gas (CNG) as a vehicle fuel was first introduced to Bangladesh in 1982 through a World Bank pilot project. In 1999, four private companies obtained permission to set up about CNG refilling stations. Since the inception, the demand for CNG fuel is increasing. The major concern of this sector (CNG refuelling station) is uninterrupted gas supply from government. The increased cost of natural gas may make people be reluctant to vehicle conversation to CNG driven fuel.

Segment wise Business Performance:

Currently, the company has two segment of product line. During the year, by the grace of Almighty Allah, the performance of the company was better than the previous year. We, board of directors of the company, present the summary of performance over the year below:

S L	Segment name	Sales performance	Gross Profit	Profit after tax	(%)
		In Value (BDT)			
01	CNG conversion Service	2,772,800	414,838	243,997	10.91%
02	CNG Sale	62,005,871	4,987,962	1,991,768	89.09%
Total		64,778,671	5,402,800	2,235,766	

Business Risks and concerns:**Risk management:**

The Board of Directors has overall responsibility for the establishment and oversight of the Company's financial risk management. The responsibility also includes developing and monitoring the Company's risk management policies. To assist the Board in discharging its oversight responsibility, management has been made responsible for identifying, monitoring and managing the Company's financial risk exposures. The Company's exposure to the risks and the risk management policies and procedures are summarized as follows:

Credit risk:

Credit risk is the risk that when one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss, without taking into account the fair value of any collateral. Concentrations of credit risk indicate the relative sensitivity of the Company's performance to development affecting a particular industry. Credit risk of the Company arises principally from trade debts, loans and advances, and bank balances. The carrying amount of financial assets represents the maximum credit exposure.

Management assesses the credit quality of the customers, taking into account their financial position, past experience and other factors before allowing them (customer) credit facility. As at the balance sheet date, there are no past due Accounts Receivable balances. Advances are made to statutory authority and hence secured. For bank balances, financial institutions with strong credit ratings are accepted. Credit risk on bank balances is limited as these are placed with banks having good credit ratings.

Liquidity risk:

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. This arises because of the possibility that the Company could be required to pay its liabilities earlier than expected or would have difficulty in raising funds to meet commitments associated with financial liabilities as they fall due.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company manages liquidity risk by maintaining sufficient cash and bank balances according to the treasury plan and availability of financing through banking arrangements like overdraft facility.

Market risk:

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

Price risk:

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The company does have not any financial instrument that exposes the price risk.

Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Majority of the interest rate risk arises from long and short-term borrowings from financial institutions.

Currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Currency risk arises mainly where receivables and payables exist due to transactions entered in foreign currencies. The Company is exposed to foreign currency risk on sales, purchases and Foreign Currency loan, which, are entered in a currency other than BDT. The company's currency risk is limited to very few import spare parts or capital machinery. Moreover, the transaction is settled by USD which does not fluctuate significantly, hence the company is facing very low risk in this respect.

Industry risk:

The Company's refueling station is totally depends on regular gas supply from Titas Gas Transmission & Distributing Co. Ltd. Without supply of natural gas from Titas Gas Transmission & Distributing Co. Ltd. the company will not be able to run its operation. Moreover, the increased trend of price of natural gas will pose further risk. However, none of the condition is under the control of the company.

Political risk:

Political risk refers to the risk that an entity's returns could suffer as a result of political unrest, sudden change of government, changes in governance procedure. However, the political risk is extremely difficult to quantify or control.

Discussion on cost of sales and profitability margin:

S L	Item	CNG Refueling			CNG conversion service		
		2023	2022	Change (%)	2023	2022	Change (%)
1	Sales Revenue	62,005,871	47,481,847	30.59	2,772,800	4,296,900	(35.47)
2	Cost of sales	57,017,909	43,127,371	32.21	2,357,962	3,308,725	(28.73)
3	Gross profit	4,987,962	4,353,476	14.57	414,838	988,176	(58.02)
4	Profit after tax	1,991,768	2,074,202	(3.97)	243,997	47,067	418.40
5	Other comprehensive income	0	0	nil	Nil	Nil	nil
6	Gross profit margin	8.04%	9.17%	(12.32)	14.96%	23.00%	(34.96)
7	Net profit margin	3.21%	4.37%	(26.54)	8.80%	1.10%	700.00

During the year, the overall profitability of the company has been increased as a result of increasing CNG sales materially. The GP margin has been reduced during the year due to increase of overhead cost. However, the CNG conversion service income was affected due to reduction of number of CNG conversion service is given by the company during the year.

Extra ordinary activity:

As per resolution in the company's 41st AGM (agenda no-7) the company has decided to write off the excess Advance Income Tax and Advance VAT balance of Tk. 21,95,974 and Tk. 10,70,772 respectively. Considering this fact, during the year, Tk. 6,90,000/- has been written off and cumulative written-off balance is Tk. 1,680,000/- and the remaining amount will be adjusted in the upcoming years.

Transaction with related party:

During the year, the company, in normal course of business, has carried out following transactions with other entities that fall within the definition of related party contained in International Accounting Standard 24: "Related Party Disclosures". All transactions involving related parties arising in normal course of business are conducted on an arm's length basis at commercial rates on the same terms and conditions as applicable to the third parties. The detail of related transaction during the year is given below:

Name of the party	Nature of relationship	Nature of transaction	Transaction during the year		Balance	
			Dr.	Cr.	Dr./ Asset	Cr./ Liability
Mr. Mohammad Murad	Chairman	Rent	132,000	132,000		

IPO Proceeds utilisation:

During the year, the company did not raise any capital through IPO or RPO or Right share offering or Direct listing. So, further discussion is not required in this respect.

Performance after utilisation of IPO or RPO or Right share offering or Direct listing:

During the year, the company did not raise any capital through IPO or RPO or Right share offering or Direct listing. So, further discussion is not required in this respect.

Analysing the quarterly performance:

Report based on analysis of quarterly performance.

S L	Name of the directors	1st Quarter	2nd Quarter	3rd Quarter	Total
1	Sales Revenue	14,184,043	16,370,916	15,956,922	46,511,881
2	Cost of sales	11,939,083	14,600,073	15,533,499	42,072,663
3	Gross profit	2,244,960	1,770,833	423,423	4,439,218
4	Profit after tax	1,259,569	627,606	133,657	2,020,834
5	Other comprehensive income	nil	Nil	nil	nil

The result of 2nd, 3rd and 4th quarter was reduced due to charging of some one-off cost, e.g. written-off the unadjusted advance income tax, and increase of some operating overhead.

Remuneration paid to the directors:

No remuneration and board meeting fees is paid to the directors, during the year. Appropriate tax and VAT deduction has been made and deposited to the government authority accordingly. The details of board meeting fees is given below:

S L	Name of the directors	No. of meeting held by the company	Present in meeting by concerned director	Fee per meeting	Total
1	Mr. Mohammad Murad	4	4	Nil	
2	Mrs. Rina Momtaz	4	4	Nil	
3	Mrs. Rehmat Banu	4	2	Nil	
4	Mr. Rahim Murad	4	2	Nil	
5	Mr. Kazi Khairul Alam	4	4	5,000/-	48,000/-
Total					48,000/-

Preparation of the financial statements fairly and in accordance with International Accounting Standards and other applicable laws and regulations:

The financial statements of the company have been prepared in accordance with International Accounting Standards (IASs)/ International Financial Reporting Standards (IFRSs) and complying with the requirement of relevant schedule of the Companies Act 1994 and other applicable laws and regulations. We further assure you, to the best of our knowledge, that the financial statements are present fairly in the state of the company's affairs, the result of its operations, cash flows and the changes in equity.

Maintenance of books of accounts:

The company has maintained adequate records in following respect:

- All assets associated with title or acquisition documents that belongs to the company.
- Maintenance of fixed assets register.
- All liability that are obligation for the company.
- Residual interest of the shareholders.

- all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure take place;
- all sales and purchases of goods by the company;
- the assets and liabilities of the company; and
- All vouchers and ledger associated with supporting documents are kept/preserved in good order.

Accounting policy and estimation used for the preparation of the financial statements:

We have followed the International Accounting Standards (IASs)/ International Financial Reporting Standards (IFRSs) as applicable financial reporting standard and complying with the requirement of relevant schedule of the Companies Act 1994, the Bangladesh Securities and Commission Rules 1987, and other applicable laws and regulations. The accounting policies that adopted by the company are consistently applied during the year.

Compliance with IASs/IFRSs:

The preparation of financial statements in conformity with IASs/IFRSs that requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

For better understanding of the financial statements, the company provides adequate disclosure in respect of changes in accounting policy and accounting estimates, if any.

Systems of internal control:

The company has robust system of internal control to manage risk to a reasonable level of failure to achieve expected results and strategic objectives of the company. The internal control system of the company is consisted of the policies and procedures established to provide reasonable assurance that specific entity objectives will be achieved. At least once a year, the board of directors review the system of internal control whether it is sufficient to achieve the company's objectives.

Protection of the rights of interest of minority shareholders:

All material decision taken by the Board of Directors of the company are being well informed to the shareholders through the publishing the news of price sensitive information. Such information is also available to the DSE website. Moreover, the Board of Directors desires to hear the voice of each shareholder in AGM or any other means of communication by the honorable shareholders to the company. Based on their suggestion, we made our work plan accordingly.

Going concern:

It is assumed that the company is going concern and it has ability to continue its operation for foreseeable future. On the other hand, the management has no plan to discontinue its operation. The board of directors assures you that there is no material uncertainty of the company for continuity of the company as going concern.

Significant variance of financial statements:

Despite the fact of reduction of CNG conversion service income was affected due to reduction, the overall profitability of the company has been increased during the year as a result of increasing CNG sales materially. The GP margin has been reduced during the year due to increase of overhead cost.

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Performance of the company over the year:

SL	Item	Amount in BDT		
		2023	2022	Change (%)
1	Sales Revenue	64,778,671	51,778,747	20.07
2	Cost of sales	59,375,871	46,436,096	27.87
3	Net operating Cash Flows	7,495,304	6,982,161	7.34
4	Gross profit	5,402,800	5,342,651	1.13
5	Profit after tax	2,235,765	2,121,269	5.40
6	Other comprehensive income	0	0	0
7	Gross profit margin	8.34	10.31	(19.11)
8	Net profit margin	3.45	4.10	(15.85)
9	EPS	0.52	0.49	6.12

During the year, the overall profitability of the company has been increased as a result of increased CNG sales. However, the CNG conversion service income was affected due to reduction of number of CNG conversion service is given by the company during the year.

Key operating and financial data over last five years:

SL	Item	Amount in BDT ,000				
		2023	2022	2021	2020	2019
1	Sales Revenue	64,779	51,778	50,024	71,829	96,651
2	Cost of sales	59,376	46,436	45,460	65,679	83,318
3	Net operating Cash Flows	7,493	6,982	8,851	(226)	9,805
4	Gross profit	5,403	5,342	4,564	6,150	13,333
5	Profit after tax	2,236	2,121	1,580	1,491	6,606
6	Other comprehensive income	0	0	0	0	0
7	Gross profit margin	8.34	10.31	9.12	8.56	13.80%
8	Net profit margin	3.45	4.10	3.16	2.08	6.84%
9	Total asset	56,360	54,221	53,942	64,248	70,619
10	Total liability	24,773	23,659	24,291	34,880	38,416
11	Total equity	31,588	30,562	29,651	29,368	32,203

Dividend:

The Board of Directors of the company has decided to declare cash 2% dividend for the General Shareholders (Other than Sponsors and Directors) for the year ended 30th June, 2023 and it shall be effective after getting confirmation by the Shareholder of the Company at the 44th Annual General Meeting.

The details of recommended dividend by the Board of Director is as follows:

SL No.	Types of shareholder	Number		% of shareholding	Rate of Dividend	Dividend Amount
		Share owner	No. of the share			
1.	Sponsors & Directors	8	1,30,02,470	30.06%	nil	nil
2.	General Shareholders		3,025,7660	69.94%	2%	605,153/-
	Total		43,26,013	100%		605,153/-

Except that fact, no other dividend, such as interim dividend, has been declared or paid by directors during the year.

Board Meeting:

The company issues meeting notice to each director well before meeting held. The Board of Directors meets 4 (four) times during the year and the following Directors has attended those meetings as their following attendance:

Name	Title	Attended by concerned director
Mr. Mohammad Murad	Chairman	In the 4 meeting
Mrs. Rina Momtaj	Managing Director	In the 4 meeting
Mrs. Rehmat Baru	Director	In the 2 meeting
Mr. Rahim Murad	Director	In the 2 meeting
Mr. Kazi Khairul Alam	Independent Director	In the 4 meeting

Status of paid up share capital:

At the year end, the paid up capital of the company was Tk.43,260,130 and details of the shareholding is presented under:

1) Shareholdings position by directors/individual shareholders, who hold more than 10% of total share outstanding:

SL	Name	Position in the company	No. of share holding		% of shareholdings	
			2023	2022	2023	2022
	Shareholding by parent	N/A	N/A	N/A	N/A	N/A
	Shareholding by Directors, CEO, CS, CFO, HOI and their spouse:					
1	Mr. Mohammad Murad	Chairman	396,070	396,070	9.16	9.16
2	Mrs. Rina Momtaj	Managing Director/CEO	87,435	87,435	2.02	2.02
3	Mrs. Rehmat Banu	Director	246,606	246,606	5.70	5.70
4	Mr. Rahim Murad	Director	96,802	96,802	2.24	2.24
	Spouse :	N/A				
5	Mr. Kazi Khairul Alam	Independent Director	Nil	Nil	Nil	Nil
	Spouse Name:		Nil	Nil	Nil	Nil
6	Mrs. Rozina Murad Ali Lakhani	Sponsor	198,645	198,645	4.59	4.59
	Spouse Name: Karim Lakhani		Nil	Nil	Nil	Nil
7	Late. Mrs. Shirin Banu	Sponsor	45,097	45,097	1.04	1.04
8	Late. Habib Charania	Sponsor	45,097	45,097	1.04	1.04
9	Late. Murad Ali Habib	Sponsor	184,495	184,495	4.26	4.26
10	Mr. Shariful Islam	Acting Company Secretary	Nil	Nil	Nil	Nil
	Spouse Name: Aysha Begum		Nil	Nil	Nil	Nil
11	Md. Mostaque Ahmed	CFO	Nil	Nil	Nil	Nil
	Spouse Name: Nilufar Yasmin		Nil	Nil	Nil	Nil
12	Mahmud Hasan Amanoth	Head of Internal Audit	Nil	Nil	Nil	Nil
	Spouse Name: Nil	N/A	Nil	Nil	Nil	Nil
13	Any other person with 10% or more holdings	Nil	Nil	Nil	Nil	Nil
14	Others		3,025,766	3,025,766	69.94	69.94
	Total		43,26,013	43,26,013	100	100

Please note that:

1. Honorable Chairman and Managing Director of the company are the spouse of each other.
2. Honorable Director Mrs. Rehmat Banu and Sponsor Late. Murad Ali Habib of the company are the spouse of each other.
3. Honorable Sponsor Late Shirin Banu and Sponsor Late. Habib Charania of the company are the spouse of each other.

Retirement and reelection of directors and their reappointment:

During the year, Mr. Rahim Murad and Mrs. Rina Momtaj has retired from the board of directors by rotation as per Articles of Association of the company and as per requirement of the companies act, 1994 and eligible for re-appointment. The brief resume and nature of expertise of them is given page no. 13.

Re-Appointment of the Independent Director: As per BSEC Notification and for fulfilling the Compliance of Corporate Governance Policy, the Company to re-appoint Mr. Kazi Khairul Alam appointment of Mr. Pius Costa as an Independent Directors for a period of one year which is subject to confirmation from the shareholders in the next Annual General Meeting. The brief resume is given page no. 14.

Appointment of Auditors:The FAMES & R, Chartered Accountants, address: Hossain Tower (11th Floor) 116 Naya Paltan, Dhaka-1000 has retired from the position of the company's auditors and board of directors has recommended messer Malek Siddiqui Wali, Chartered Accountants, 9-G, Motijheel C/A, Dhaka-1000, for appointment as Company's auditors for the year 2023-2024. It is here by requested to shareholders to confirm the appointment Malek Siddiqui Wali, Chartered Accountants, 9-G, Motijheel C/A, Dhaka-1000 as Auditors of the Company and fixes their remuneration for the year 2023-2024.

Management Discussion:

The details of management discussion is shown in the Page # 11 in this annual report.

Adverse opinion by the Company's Auditors:

As per adverse opinion by the company's auditors, the company board of directors of the company, in accordance with the shareholders' resolution, has decided to written-off the advance income tax and advance VAT. As such, the company has already written-off Tk. 1,680,000/-. Please see the Extra Ordinary Activity paragraph of the Directors Report. Hopefully, the rest of the problem shall be addressed in near future.

Acknowledgement:

The success was only possible to achieve because of the collective effort of the valuable Shareholder, Employees of the Company, Financial Institution, Government Agencies, Regulatory Bodies, the general people-buyer of our product and every one of the company interacting in conducting the business. We are grateful to our shareholders for extending at all times the invaluable support and co-operation to bring the Company to the level it has reached today.

I avail this opportunity to express my sincere thanks to all concerned and look forward for the continued support and co-operation in the future as well.

Dhaka
November 14, 2023

On behalf of the Board


Mr. Mohammad Murad
Chairman

Management Discussion

Accounting policy adopted by the company:

Accounting policies are the rules used by an entity to ensure that transactions are recorded properly and financial statements produced correctly. These policies ensure that accounting activities are handled consistently over time.

The Institute of Chartered Accountants of Bangladesh (ICAB) has recently adopted the full IAS/IFRS. The preparation of the financial statements of the company is based on those applicable IAS/IFRS. Our accounting policy has been designed in compliance with those IAS/IFRS as well as taking into account of relevant schedule or section of the Companies Act 1994, the Bangladesh Securities and Exchanges Commission Rules, 1987 and other applicable laws and regulations, where applicable.

Consistence of Accounting policies:

The accounting policies adopted by the company are consistently used on year by year. Any changes thereon must be made in accordance with IAS 8 with adequate disclosure in the financial statements as required concerned IAS.

Comparative Analysis:

The financial statements of the company are contained with comparative information in respect of preceding period for all amounts reported in the current period's of financial statements. Such comparative information may include narrative and descriptive information if is considered relevant for understanding the current period's financial statements.

Performance analysis with peer industry:

The company's main stream income is generated from the sales of CNG. There has no available data to comparative analysis with peer industry.

Brief explain the financial and economic scenario of the country and the globe:

In the financial year 2022-2023, the country experienced with tough economic situations. Consequently, the country has suffered due to price hike, inflation, depreciation of taka against USD. The Bangladesh is suffering from the poor world economic conditions due to war between Russia and Ukraine; Palestine issue in Middle East Asia. Despite the tough economic condition in last year, the directors are very much confident to handle this situation.

Risk and concern regarding fair presentation of the financial statements:

The Board of Directors are very much concern about the fair presentation of the financial statements. As such, they have put robust system of internal control so that the financial statements, either annual or quarterly, of the company are free from material error and misstatement.

Future plan of the company: The Company has recommended to purchase land at Cumilla for business expansion and possibility to implement installation of LPG facilities in the existing premises or any other suitable location.

Declaration by CEO and CFO regarding the truthness and fairness of the financial statements:

The details of the certification by the CEO and CFO is exhibited as Annexure-A in the Page # 16 in this annual report.

Compliance with the code of corporate governance:

The status of the Compliance of Securities & Exchange Commission's Notification No-SEC/CMRRCD/2006-158/134/ADMIN/44 dated 07.08.2012 (subsequently amended dated June 3, 2010) is attached with annual Report for kind information of valued shareholders & other holders. An independent report on such compliance status has also been attached with the annual report of the company.

Compliance the board minutes with Bangladesh Secretarial Standards (BSS) as adopted by ICSB: Complied.

Sd/-

Managing Director/CEO



Board of Directors

Mr. Mohammad Murad Chairman

Mr. Mohammad Murad is the Chairman & Sponsor Shareholder of Bangladesh Autocars Limited, born on October 10th, 1962, the eldest son of Late Murad Ali Habib and Mrs. Rehmat Banu.

Mr. Mohammad Murad established the Company's ongoing CNG Refuelling & Conversion Centre at Tejgaon, Dhaka in 2003. He has gathered vast experience in the CNG sector.

Mr. Mohammad Murad completed his Graduation from King's, Gloucester, UK in 1982 and traveled extensively to European countries, North & South American countries, Australia and Asian countries for business purposes and dealt successfully with many reputed Companies.



Mrs. Rina Momtaj Managing Director

Mrs. Rina Momtaj is the Managing Director and Shareholder of Bangladesh Autocars Limited, eldest daughter of Late Mohammad Abdul Bari Miah and Late Amina Bari.

Mrs. Rina Momtaj, a National Bangla Newscaster on BTV, and Bangladesh Radio participated in many State level and International conferences as Master of Ceremony. She has also worked with BBC external service in London.

Mrs. Rina Momtaj completed her M.Com in Management from Dhaka University. She has travelled to many Countries and earned business experience.



Mrs. Rehmat Banu Director

Mrs Rehmat Banu, Director and Sponsor Shareholder of Bangladesh Autocars Limited, wife of Late Murad Ali Habib, daughter of Late Ibrahim Bhai and Late Gulbanu Bhai Firasta.

Mrs. Rehmat Banu has more than 50 years of business experience and traveled extensively to many Countries. She has also served as an executive member of Agakhan Supreme Council, Bangladesh.

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Mr. Rahim Murad
Director

Mr. Rahim Murad is the Director and Shareholder of Bangladesh Autocars Limited, son of Mohammad Murad and Mrs. Rina Momtaj, born on March 6th, 1988.

Mr. Rahim completed his Bachelor of Business degree from EDITH COWAN University, Perth, Australia. He has work experience with Australian Companies marketing their products online and from retail outlets. He has travelled extensively and attended many Exhibitions to earn business experience.



Mr. Kazi Khairul Alam ACMA
Independent Director

Mr. Kazi Khairul Alam ACMA has vast management and leadership experience in business sectors of Bangladesh over 18 years (including 7 years of own indenting business) in marketing, product promotions, project financing support, banking support etc. Mr. Kazi Khairul Alam is the CEO of Vertex Corporation. Vertex Corporation is an indenting company dealing with industrial product from Japan. He had been working with Marubeni Corporation, a Japan based Multinational Company as head of Marketing in Bangladesh operation about 11 years.

Mr. Kazi Khairul Alam is an Associate Member (A-1656) of the Institute of Cost & Management Accountants of Bangladesh (ICMAB). He has completed Post Graduation in Management under National University in 2002. He has also obtained MBA in International Business from University of Dhaka in 2010.

Mr. Kazi Khairul Alam well experience personality in area of Business Finance, Accounts, Auditing, Project Financing, Investment planning and operation. Well knowledge in Capital Market & Portfolio Management. He has participated many national and international seminars and workshops host by ICMAB.



Mr. Pius Costa
Independent Director (Proposed)

Mr. Pius Costa a career civil servant having excellent organizational and professional skills. Shouldered many important responsibilities in the field of administrations, management and also in the central tire of bureaucracy of the Government of the Peoples Republic of Bangladesh for more than 30 years. Negotiated many bilateral and multi-national agreements and MoUs. Excellent interpersonal skills in a variety of working environments including public service statutory body and State-owned Entity. At present working as 'Registrar' in an university.

He had been received many professional development trainings from different institutions and organizations. Some are as follows: Institute of Social Studies, Netherlands, ILO Center, Turin, Italy, JICA Training Centre, Japan, JICA (Organized in Thailand), Singapore Civil Service System and Professional Management of the Govt. - Singapore Civil Service College, Duke University, USA - Professional Development Program etc.

He had been working with Ministry of Land as Joint Secretary, Ministry of Planning as Deputy Secretary, Ministry of Public Administration as District Magistrate and Deputy Commissioner, National Board of Revenue (NBR) as First Secretary, Ministry of Food as Senior Assistant Secretary and Ministry of Finance as Senior Assistant Secretary in Government of the People's Republic of Bangladesh about 38 years.

Mr. Pius Costa is Registrar- of American International University-Bangladesh University February 2017 to till.

Compliance Report on Corporate Governance Policy

The Bangladesh Securities & Exchange Commission Vide Notification No. SEC/CMRRCD/2006-158/134 Admin/44 dated 07.08.2012 and Admin/44 dated 07.08.2012 advised to Public Limited Company and as per said notification. Our explanation is given below:

Board Size: As per above mentioned Notification the Company has been reformed its Board size and as a result the existing Board size as follows:

Sl. no	Name of Director	Designation
1	Mr. Mohammad Murad	Chairman
2	Mrs. Rina Momtaj	Managing Director
3	Mrs. Rehmat Banu	Director
4	Mr. Rahim Murad	Director
5	Mr. Kazi Khairul Alam	Independent Director

Independent Director: As per BSEC Notification and for fulfill the Compliance of Corporate Governance Policy, the Company to re-appoint Kazi Khairul Alam as a independent Director for a period of one year which is subject to confirmation from the shareholders in the next Annual General Meeting.

Chairman & CEO: Mr. Mohammad Murad and Mrs.Rina Momtaj will continued their responsibilities as Chairman and Managing Director/ CEO of the Company respectively.

CFO, Head of Internal Audit & Company Secretary: Mr. Mostaque Ahmed, Mr. Mahmud Hasan Amanoth & Mr. Md. Shariful Islam will continued their responsibilities as CFO, Head of Internal Audit & as the Company Secretary respectively.

Declaration by MD/CEO and CFO regarding truthness and fairness of the financial statements

The Board of Directors
Bangladesh Autocars Limited
110 Tejgaon I/A, Dhaka-1208.

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

Dear Sirs,

Pursuant to the condition No. 1(5) (xxvi) imposed vide the Commission's notification No. BSEC/CMRRCD/2006-158/134/Admin/44, Dated 07 August 2012 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

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

In this regard, we also certify that:

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


Mrs Rina Momtaj
Chief Executive Officer (CEO)


Md. Mostaque Ahmed
Chief Financial Officer (CFO)

Report of the Audit Committee

Dear Shareholders,

I am pleased to introduce this report, which I hope you find a useful insight into the work of the Audit Committee. The report takes into account the applicable law for the company and Corporate Governance Code (the Code) of the company. As the Audit Committee, we assist the Board in fulfilling its oversight responsibilities in areas such as the integrity of financial reporting, the effectiveness of the risk management and internal control system and related governance and compliance matters.

Composition of the Audit Committee:

As per Board of Director's Meeting of the Company on 13.09.2018 and in compliance with the BSEC Corporate Governance Code, issued at 3 June 2018, the Audit Committee has been formed by the Company. The audit committee is formed as sub-committee of the board of directors of the company and consisted by the three directors, one of them is independent director, of the company. The composition of audit committee of the Company is as follows:

SL	Name	Directorship Type	Position in the committee
01	Mr. Kazi Khairul Alam	Independent Director	Chairman
02	Mrs. Rina Momtaj	Director	Member
03	Mrs. Rehmat Banu	Sponsor Director	Member

In addition, the company secretary act as Secretary of the Audit Committee.

Role of Audit Committee:

The Audit Committee was formed, as sub-committee of the board of director, to 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. The major role and responsibility of the Audit Committee is cited below:

- Oversee the financial reporting process
- Monitor choice of accounting policies and principles
- 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;
- Oversee hiring and performance of external auditors
- Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;
- Review along with the management, the annual financial statements before submission to the board for approval
- Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval
- Review the adequacy of internal audit function
- Review the Management's Discussion and Analysis before disclosing in the Annual Report;
- Review statement of all related party transactions submitted by the management
- Review Management Letters or Letter of Internal Control weakness issued by statutory auditors
- 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;
- 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:

Activities carried out by Audit Committee:

The Committee in its meetings covers a variety of topics. These include both standing items that the Committee considers as a matter of course, typically in relation to the quarterly results announcements, control issues, accounting policies and judgments and reporting matters, as well as a range of specific topics relevant to the overall control framework of the Company. The audit committee carried out the following activities:

1.1 To review the effectiveness and adequacy of Internal Control

During the year, the Committee reviewed and discussed regular reports on risks, controls and assurance, including the annual assessment of the system of risk management and internal control, in order to monitor the effectiveness of the procedures for internal control over financial reporting.

1.2 To review the Financial Reporting and reporting system

We reviewed the financial reporting made by the management both year ending and quarter ending to ensure the reasonableness and accuracy of the financial statements before submission to the Board meeting for adoption of such financial statements. We also assessed the appropriateness and reasonableness of the accounting policy and reporting standards used by the company while preparing the financial statements. The company's internal control procedures are adequate for a true and fair presentation of the financial statements in sate of the company affairs.

1.3 Appointment of auditors

We reviewed the appointment, along with their independence, of the statutory auditors for the company. The level of remuneration for external auditors and independence of them were also reviewed by us.

1.4 Review the correspondence of the auditors

Any correspondence from the auditors including management response was reviewed by us during our audit committee meeting.

Finally, the Audit Committee would like to convey their appreciation to the members of the Board and key management personnel for the cooperation and support received from them during the year, that help us discharge our responsibilities.



Kazi Khairul Alam
Chairman
Audit Committee

Nomination and Remuneration Committee (NRC)

Nomination and Remuneration Policy:

1. Introduction:

In accordance with the BSEC corporate governance guideline, the company has formed a Nomination and Remuneration Committee as sub-committee of the Board of Directors of the company. 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.

2. Scope of this Policy:

This policy is applicable to:

- a) Directors (Executive and Non-Executive and Independent)
- b) Key Managerial Personnel
- c) Senior Management Personnel

3. Composition of the Committee:

The Committee shall comprise of at least three members including an independent director, who shall be chairman of the committee, and all shall be non-executive. The current composition of the NRC is as follows:

SL	Name	Directorship Type	Position in NRC
01	Mr. Kazi Khairul Alam	Independent Director	Chairman
02	Mrs. Rina Momtaz	Director	Member
03	Mr. Mohammad Murad	Sponsor Director	Member

4. Role of the Committee:

- To formulate the criteria for determining qualifications, positive attributes and independence of a director.
- To formulate the criteria for evaluation of Independent Director and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To devise a policy on Board diversity, composition, size.
- To develop a succession plan for the Board and to regularly review the plan
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. To develop a succession plan for the Board and to regularly review the plan.

5. Criteria for Determining:

(A) Qualifications for appointment of directors (Including independent directors)

- Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service;
- Their financial or business literacy/skills;
- Other appropriate qualification/experience to meet the objectives of the Company;
- As per the applicable provisions of Companies Act, 1994 and the company's Articles of the Association.

(B) Positive Attributes of Directors (Including Independent Directors):

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively and the willingness to address issues proactively;
- Actively update their knowledge and skills with the latest developments in the industry, market conditions and applicable legal provisions;
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities;
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company;
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees;

(C) Appointment of KMP/Senior Management:

- Ability to develop a good working relationship with Board members, where applicable;
- Ability to lead the team.
- Having very good communication skill;
- To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities;
- To practice and encourage professionalism and transparent working environment;
- To adhere strictly to code of conduct.

6. Meeting the NRC:

The NRC shall meet time to time and decision made by the Committee shall be documented and preserve it by the company secretary. However, one meeting shall be held in a year.

7. Remuneration to Directors and Key Managerial Personnel:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;
- The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; 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;

Malek Siddiqui Wali

Chartered Accountants
Since 1965
9-G, Motijheel C/A (L-2), Dhaka-1000, Bangladesh

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Website : www.msw-bd.com



**Report to the Shareholders of
Bangladesh Autocars Limited**
On compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code Bangladesh Autocars Limited for the year ended on June 30, 2023. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 under section 2CC of the Bangladesh Security 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 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 highly satisfactory.

Place: Dhaka
Date: December 7, 2023

Malek Siddiqui Wali, Chartered Accountants

Md. Waliullah, FCA
Managing Partner

REPORT ON COMPLIANCE OF BSEC'S NOTIFICATION ON CORPORATE GOVERNANCE
 Status of compliance with the conditions imposed by the Commission's Notification No. SEC/CMRRCD/2006-158/207/Admin/80 dated 03 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.	Board of Directors			
1(1)	Board 's Size shall not be less than 5 and more than 20	✓		
1(2)	Independent Directors			
1(2)(a)	Independent Director(s) - at least one fifth (1/5) of the total number of directors	✓		
1(2)(b)(i)	Independent director does not hold any share or holds less than one percent (1%) shares of total paid up capital	✓		
1(2)(b)(ii)	Independent director is 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)	Independent director has not been an executive of the company in immediately preceding 2 (two) financial years	✓		
1(2)(b)(iv)	Independent director does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies	✓		
1(2)(b)(v)	Independent director is not member or TREC 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)	Independent director is not independent director in more than 5 (five) listed companies	✓		
1(2)(b)(ix)	Independent director 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)	Independent director 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 AGM	✓		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 days	✓		
1(2)(e)	The tenure of office of an Independent Directors shall be for a period of 3 (three) years which may be extended for 1 (one) tenure only	✓		
1(3)	Qualification of Independent Director			
1(3)(a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with	✓		

BANGLADESH AUTOCARS LIMITED

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(3)(b)(i)	financial, regulatory and corporate laws and can make meaningful contribution to business 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			N/A
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			N/A
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law			N/A
1(3)(b)(v)	Professional 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			N/A
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b)	✓		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission			No such issue arose
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	✓		

BANGLADESH AUTOCARS LIMITED

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓		
1(5)	The Directors' Report to Shareholders			
1(5)(i)	An industry outlook and possible future developments in the industry	✓		
1(5)(ii)	The Segment-wise or product-wise performance	✓		
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any	✓		
1(5)(iv)	A discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin, where applicable	✓		
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss)	✓		
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	✓		
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments	✓		
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.	✓		
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements	✓		
1(5)(x)	A statement of remuneration paid to the directors including independent directors	✓		
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity	✓		
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained	✓		
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment	✓		
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed	✓		

BANGLADESH AUTOCARS LIMITED

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored	✓		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress	✓		
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed	✓		
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained	✓		
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized	✓		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year			BOD declared 2% cash dividend for general shareholders (other than sponsors & directors) for the year ended 30 June, 2023 which is subject to approval of shareholders in upcoming AGM
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend	✓		
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director	✓		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details)			N/A
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)	Shareholding pattern of Executives	✓		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details)			No one hold 10% share
1(5)(xxiv)	In case of appointment or re-appointment 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	✓		

BANGLADESH AUTOCARS LIMITED

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
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 immediate 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)	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	✓		

BANGLADESH AUTOCARS LIMITED

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	✓		
2.	Governance of Board of Directors of Subsidiary Company:			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company			N/A The company does not hold subsidiary company
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			
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			
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			
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company			
3.	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS):			
3(1)	Appointment			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC)	✓		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals	✓		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time	✓		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS	✓		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s)			No such event occurred during the year.
3(2)	Requirement to attend Board of Directors' Meetings			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board	✓		

BANGLADESH AUTOCARS LIMITED

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:	✓		
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	✓		
3(3)(a)(ii)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	✓		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	✓		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		
4.	Board of Directors' Committee			
	For ensuring good governance in the company, the Board shall have at least following subcommittees:			
4(i)	Audit Committee; and	✓		
4(ii)	Nomination and Remuneration Committee.	✓		
5.	Audit Committee			
5(1)	Responsibility to the Board of Directors			
5(1)(a)	Audit Committee as a sub-committee of the Board	✓		
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓		
5.2	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members	✓		
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be nonexecutive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	✓		

BANGLADESH AUTOCARS LIMITED

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
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)	Casual Vacancy of the Audit Committee fill up immediately or not later than 1 (one) month from the date of vacancy			No such incident was occurs.
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.			No such incident was occurs.
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (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	✓		

BANGLADESH AUTOCARS LIMITED

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
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:			N/A No such event occur during the year.
5(6)	Reporting of the Audit Committee			
5(6)(a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board	✓		
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:			
5(6)(a)(i)(a)	Report on conflicts of interest			No such incident was occurs.
5(6)(a)(i)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;			
5(6)(a)(i)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;			
5(6)(a)(i)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			No such matter arisen during the year.
5(6)(b)	Reporting to the Authorities If any report which has material impact on the financial condition and results of operation and which has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.			No such matter arisen during the year.
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.			No such matter arisen during the year.

BANGLADESH AUTOCARS LIMITED

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
6.	Nomination and Remuneration Committee (NRC)			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a subcommittee 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)				
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;			No such matter arisen during the year.
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;			No such matter arisen during the year.
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			No such matter arisen during the

BANGLADESH AUTOCARS LIMITED

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
	Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			year.
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders;	✓		
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;	✓		

BANGLADESH AUTOCARS LIMITED

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
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			

BANGLADESH AUTOCARS LIMITED

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
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-Attached, in the directors' report whether the company has complied with these conditions or not.	✓		

1.5 (xxiii) (c) List of Executive:

SL. No	Name	Designation
1	Mr. Md. Mostaque Ahmed	CFO
2	Mr. Md. Shariful Islam	Acting Company Secretary
3	Mr. Mr. Mahmud Hasan Amanoth	Internal Auditor
4	Mr. Md. Shakil Ahmed	Office Executive
5	Mr. Babul Hossain	Asst. Engineer

(d) List of 10% above Share of the Company as under:

SL. No	Name	Share position
	Nil	Nil



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**Independent Auditor's Report
To the Shareholders' of
Bangladesh Autocars Limited
Report on the Audit of the Financial Statements**

Qualified Opinion

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

In our opinion, except the effect described in the Basis for Qualified Opinion paragraph the financial statements present fairly, in all material respects, 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), the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

Basis for Qualified Opinion

- 1) The company has refund claim of Tk. 1,070,772 Dated: 28 November 2007 and 22 August 2008 to taxation authority of VAT deducted at import stage. The Government Authority did not respond the said claim since then. This long outstanding should be written off in the face of statement of profit or loss as the chance of responsibility of said claim is remote;
- 2) In view of our audit, we observed that the financial statements is excessively carrying of Tk. 9,55,974 and Tk. 183,631 in respect of Advance, Deposits and Pre-payments (Note: 7.03) and advance against capital expenditure respectively should be written off.
- 3) If the observation raised in Sl. No. 1 and 2 in Basis for Qualified Opinion Paragraph in correctly accounted for in these financial statements for the year 30 June 2023, then Net Asset Value (NAV) and profit at the year-end will be reduced by Tk. 2,210,377. Consequently, the NAV and EPS will be reduced by Tk. 0.51.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and 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 Qualified Opinion.

Other Matters Paragraphs

- a) As per Labour Act 2006, Section 234, the Company must have to pay WPPF liability within 9 (Nine Months) form the accounting year end. The balance of unpaid WPPF stood of taka 1,448,250 at the year-end, out of which taka 185,282 is the current year provision. (Notes : 14.01)
- b) According to the directive of BSEC no. BSEC/CMRRCD/2021-386/03 dated: January 2021, the company have to keep unclaimed dividend in separate Bank Account and transfer the unclaimed dividend to the Capital Market Stabilization Fund (CMSF) which is unpaid consecutive three years. In our observation, we found that the unclaimed dividend is older than three years of was not transferred to CMSF. As per guide line of said directive unclaimed dividend Taka. 3,857,363 (out of which taka 2,159,268 is belongs to the directors) should be kept in separate Bank Account, but current balance of the Bank Account (designated for the dividend) is taka 1,168,351.

- a) Individual balance and Trade Receivable is subject to confirmation. We have sent balance confirmation letter to parties but no respond from parties.
- b) Management wrote letter to the following bank branches to close the account several years ago. But Bank branch Management did not take any action in this regard.
- 1) Bank Accounts Agrani Bank Limited A/C No. 33001870,
 - 2) Mutual Trust Bank Limited A/C No. 9190;
 - 3) Prime Bank Limited A/C No. 14378;
 - 4) United Commercial bank Limited A/C No. 637; and

Key Audit Matters

Risk	Our Response
Revenue Recognition	
<p>At the year ended, the Company's reported total revenue of Tk. 64,778,671.</p> <p>Revenue is measured net of trade discount and VAT. Time of revenue recognition is matter. The revenue may overstated for the early recognition to achieve the desire result.</p>	<p>We have tested the design and operating effectiveness of key controls focusing on the following:</p> <ul style="list-style-type: none"> ➤ Policy of revenue recognition; ➤ Issuance of VAT challan ➤ Segregation of duties in invoice creation and modification; and ➤ Timing of revenue recognition. <p>Our substantive procedures in relation to the revenue recognition comprises the following:</p> <ul style="list-style-type: none"> ➤ Obtaining supporting documentation for sales transactions recorded either side of year end as well as credit notes issued after the year end date to determine whether revenue was recognized in the correct period; ➤ VAT is correctly dealt with; ➤ Critically assessing manual journals posted to revenue to identify unusual or irregular items; and ➤ Assessed the appropriateness presentation of disclosures against relevant accounting standards.
<p>Please see the notes no. 17.00 in this financial statements</p>	
Valuation of Inventories	
<p>The balance of inventory of the Company at the year-end was Tk. 4,438,041 held in the Company's warehouse.</p> <p>Inventories are carried at the lower of cost and net realizable value. As a result, the Directors apply judgement in determining the appropriate values for slow-moving or obsolete items.</p>	<p>We challenged the appropriateness of management's assumptions applied in calculation the value of the inventory and related provisions by:</p> <ul style="list-style-type: none"> ➤ Evaluating the design and implementation of key inventory controls operating across the Company in respect of inventory management;

	<ul style="list-style-type: none"> ➤ We could not attend physical counting of inventory. But during the course of our audit we have counted the inventory on test basis and reconciled the balance with the balance as on 30.06.2023; ➤ To review the inventory costing procedures and methodology; ➤ Comparing the net realization value, obtained through a detailed review of sales subsequent to the year-end, to the cost price of a sample of inventories and comparison to the associated provisions are complete; ➤ Review the historical accuracy of inventory provisioning, and the level of inventory write-off during the year; and ➤ Challenging the completeness of inventory provisions through assessing actual and forecast sales of inventory lines to assess whether provisions for slow moving/obsolete stock are valid and complete.
<p>Please see the notes: 04.00 in the financial statements</p>	
<p>Deferred Tax</p>	
<p>The balance of reported deferred tax liability of the Company was Tk. 5,452,199 as on 30 June 2023.</p> <p>The risk for the financial statements is that these provisions are not properly measured for all types of temporary deference as per IAS 12: Income Taxes.</p>	<p>We obtained an understanding, evaluated the design and tested the operational effectiveness of the Company's key controls over the recognition and measurement of Deferred Taxes.</p> <p>We have assessed the appropriateness of the carrying amounts of net asset value as per tax base and accounting base.</p> <p>Also, we examined the accounting treatment of deferred tax.</p>
<p>Please see the note 12.00 in this financial statements</p>	

Other Information

Management is responsible for the other information. The other information companies all of the information in the annual report other than the financial statements and our auditors report thereon. The directors are responsible for the other information.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appearance to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs as explained, and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error. The Companies Act 1994 require the Management to ensure effective internal audit, internal control and risk management functions of the Company.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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


Report on Other Legal and Regulatory Requirements

In accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, other applicable laws and regulations. We also report the following:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) 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;
- c) the Company's statement of financial position and statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account and return; and
- d) The expenditure incurred was for the purposes of the Company's business.

Malek Siddiqui Wali, Chartered Accountants

Place: Dhaka
Dated: 01 November, 2023



(Md. Abdur Rashid, FCA)
Partner
FAMES & R
Chartered Accountants
DVC: 2311010474AS569455

Bangladesh Autocars Limited

Statement of Financial Position

As at 30 June 2023

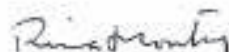
Particulars	Notes	Unit - 2	Unit - 3	Amount in Taka	
				30.06.2023	30.06.2022
ASSETS:					
A. Non-Current Assets		19,282,041	11,341,739	30,623,781	31,319,003
Property, Plant & Equipment	3.00	19,282,041	11,341,739	30,623,781	31,319,003
B. Current Assets		18,813,521	6,923,169	25,736,690	22,902,676
Inventories	4.00	1,268,420	3,169,621	4,438,041	5,406,951
Trade and Other Receivable	5.00	182,724	-	182,724	175,733
Investment on FDR	6.00	8,098,598	-	8,098,598	-
Advance, Deposits and Pre-payments	7.00	5,041,936	3,435,043	8,476,979	8,751,660
Cash and Cash equivalents	8.00	4,221,843	318,505	4,540,348	8,568,332
Total Assets (A+B)		38,095,562	18,264,908	56,360,470	54,221,678
Equity and Liabilities:					
A. Equity		23,235,687	8,351,939	31,587,626	30,562,167
Share Capital	9.00	5,596,760	37,663,370	43,260,130	43,260,130
General Reserve		-	9,944,188	9,944,188	9,944,188
Tax Holiday Reserve		5,230,968	1,353,011	6,583,979	6,583,979
Retained Earning	10.00	12,407,959	(40,608,631)	(28,200,671)	(29,226,130)
B. Non-Current Liabilities		3,096,656	3,056,544	6,153,199	6,048,342
Long Term Loan	11.00	-	701,000	701,000	701,000
Deferred Tax	12.00	3,096,656	2,355,544	5,452,199	5,347,342
C. Current Liabilities		12,572,526	6,047,118	18,619,644	17,611,169
Liabilities for expenses	13.00	9,063,178	85,650	9,148,828	5,875,099
Others liabilities	14.00	1,664,388	715,850	2,380,238	3,911,636
Unclaimed dividend	15.00	-	3,857,363	3,857,363	4,344,489
Provision for income tax	16.00	1,844,960	1,388,255	3,233,215	3,479,945
Inter Unit Balance		(809,306)	809,306	-	-
Total Equity and Liabilities (A+B+C)		38,095,562	18,264,908	56,360,470	54,221,678
Net Assets Value (NAV) per share	26.00			7.30	7.06

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

The financial statements were approved by the Board of Directors as on 26 October 2023 and were signed on its behalf by:



Director



Managing Director

Signed as per our separate report of even date annexed.



Chairman



(Md. Abdur Rashid, FCA)

Partner

FAMES & R

Chartered Accountants

DVC: 2311010474A8569455

Place: Dhaka

Date: 01 November, 2023

Bangladesh Autocars Limited
Statement of Profit or Loss and Other Comprehensive Income
For the year ended on 30 June 2023

Particulars	Notes	Unit - 2	Unit - 3	Amount in Taka	
				2022-2023	2021-2022
Sales Revenue	17.00	62,005,871	2,772,800	64,778,671	51,778,747
Cost of goods sold	18.00	(57,017,909)	(2,357,962)	(59,375,871)	(46,436,096)
Gross Profit		4,987,962	414,838	5,402,800	5,342,651
Administrative expenses	19.00	(1,242,875)	(384,137)	(1,627,012)	(1,481,196)
Other Income	20.00	-	137,248	137,248	-
Financial expenses	21.00	(16,739)	(5,580)	(22,320)	(29,851)
Net Profit / (Loss) before WPPF and Tax		3,728,348	162,368	3,890,716	3,831,604
Provision for WPPF		(177,540)	(7,732)	(185,272)	(182,457)
Net Profit/(Loss) before Tax		3,550,807	154,636	3,705,443	3,649,147
				-	-
Income Tax Expenses	22.00	(1,258,932)	(105,889)	(1,364,821)	(1,856,288)
Deferred Tax	12.00	(300,108)	195,250	(104,857)	(1,856,288)
		(1,559,039)	89,361	(1,469,678)	(1,856,288)
Net Profit/(Loss) after Tax		1,991,768	243,997	2,235,766	1,792,859
Other Comprehensive Income		-	-	-	-
Total Comprehensive Income		1,991,768	243,997	2,235,766	1,792,859
Earning Per Share (EPS)	25			0.52	0.49

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

The financial statements were approved by the Board of Directors as on 26 October 2023 and were signed on its behalf



Director



Managing Director



Chairman

Signed as per our separate report of even date annexed.



(Md. Abdur Rashid, FCA)

Partner

FAMES & R

Chartered Accountants

DVC: 2311010474AS569455

Place: Dhaka

Date: 01 November, 2023

Bangladesh Autocars Limited

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

Particulars	Share capital	General reserve	Tax holiday reserve	Retained earning	Total
Balance (01.07.2022)	43,260,130	9,944,188	6,583,979	(29,226,130)	30,562,167
Net profit/(loss) for this year	-	-	-	2,235,766	2,235,766
Cash Dividend (2021-22)				(1,210,307)	(1,210,307)
Balance (30.06.2023)	43,260,130	9,944,188	6,583,979	(28,200,671)	31,587,627

Bangladesh Autocars Limited

Statement of Changes in Equity
For the year ended 30 June 2022

Particulars	Share capital	General reserve	Tax holiday reserve	Retained earning	Total
Balance (01.07.2021)	43,260,130	9,944,188	6,583,979	(30,137,092)	29,651,205
Net profit/(loss) for this year	-	-	-	2,121,270	2,121,270
Cash Dividend (2020-21)				(1,210,307)	(1,210,307)
Balance (30.06.2022)	43,260,130	9,944,188	6,583,979	(29,226,130)	30,562,167

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

The financial statements were approved by the Board of Directors as on 26 October 2023 and were signed on its behalf by:



Director



Managing Director



Chairman

Place: Dhaka

Date: 01 November, 2023

Bangladesh Autocars Limited

Statement of Cash Flows
For the year ended on 30 June 2023

Particulars	Notes	Amount in Taka	
		30.06.2023	30.06.2022
Cash Flows From Operating Activities:			
Collection from Customers & Others		64,746,680	51,612,124
Payments against purchases, supplies, employees & others		(55,712,887)	(43,113,689)
Finance cost paid		(22,320)	(29,851)
Tax paid		(1,518,170)	(1,486,424)
Net cash generated/(used) in operation	27.1	7,493,304	6,982,161
Cash Flows From Investment Activities:			
Interest income of FDR		137,248	-
Investment in FDR		(8,098,598)	-
Acquisition of Property, Plant & Equipment		(1,862,504)	-
Net cash generated/(used) in investing activity		(9,823,855)	-
Cash flows From Financing Activities:			
Bank Overdraft		-	(1,584,496)
Dividend Paid		(1,697,433)	(1,149,500)
Loans & advance received/(Repaid)		-	-
Net cash generated/(used) financing activity		(1,697,433)	(2,733,996)
Net Cash Inflow / (Outflow) for the year		(4,027,984)	4,248,165
Opening Cash and Cash equivalents		8,568,332	4,320,167
Closing Cash and Cash equivalents		4,540,348	8,568,332
Net operating cash flow per share (NOCFPS)	27	1.73	1.61

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

The financial statements were approved by the Board of Directors as on 26 October 2023 and were signed on its behalf by:

		
_____ Director	_____ Managing Director	_____ Chairman

Place: Dhaka
Date: 01 November, 2023

Bangladesh Autocars Limited
Notes to the financial statements
For the year ended on 30 June 2023

1.00 Significant accounting policies and other material information:

1.01 Legal form of Enterprise:

The Bangladesh Autocars Ltd. was incorporated on 01 August, 1979 Registration No. C-7204 of 1978-1979 in Bangladesh as a Public Limited Company under the Companies Act, 1913 (subsequently replaced in 1994) and its shares are listed in the Dhaka Stock Exchange Ltd.

1.02 Nature of Business Activities:

The Company was engaged in producing Three Wheelers Auto Tempo (two strokes) under technical collaboration with Piaggio & C s.p.a. (manufacturer of world famous Vespa Brand). The company had to stop production of Three Wheelers Auto Tempo (two strokes) since 1999 due to imposition of ban in producing such vehicles in Bangladesh by the Government. Now, the company has been only carrying out the business of CNG Conversion and CNG Refueling of Vehicles.

2 Basis for preparation, presentation and disclosure of financial statements

2.01 Statements of Compliance

The financial statements have been prepared under historical cost convention on an going concern basis following accrual basis of accounting in accordance with the International Accounting Standards (IASs), International Financial Reporting Standards (IFRSs), the Companies Act 1994 and Securities and Exchange Rules 1987.

2.02 Other Regulatory Requirements

In addition, the Company is also required to comply with the following major legal provisions:

The Income Tax Act 2023

The Value Added Tax and Supplementary Duty Act 2012

The Value Added Tax and Supplementary Duty Rules 2016

The Customs Act 1969

The Company Act 1994

The Bangladesh Labour Act 2006; and

The Bangladesh Labour Act (Amendment) 2013.

2.03 Components of the Financial Statements:

According to the International Accounting Standard (IAS) 1 "Presentation of Financial Statement" the complete set of Financial Statement includes the following components:

- i. Statement of Financial Position as at 30 June 2023.
- ii. Statement of Profit or Loss and Other Comprehensive Income for the year end 30 June 2023.
- iii. Statement of Cash Flows for the year ended 30 June 2023.
- iv. Statement of Changes in Equity for the ended 30 June 2023.
- v. Accounting policies and Explanatory notes.

2.04 Responsibility for preparation and presentation of financial Statement of the Company

The Board of Director is responsible for the preparation and presentation of financial Statements in compliance with the Companies Act 1994, the Securities and Exchange Rules 1987, Listing Regulation of Dhaka Stock Exchange Limited (DSE), International Accounting Standard (IAS), International Financial Reporting Standard (IFRS).

Bangladesh Autocars Limited
Notes to the financial statements
For the year ended on 30 June 2023

2.05 Risk and uncertainties for use of estimates in preparation of financial statement:

The preparation of financial statements in conformity with the International Accounting Standard requires management to make estimates and assumption that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities on the date of financial statements and revenues and expenses. Actual results could differ from those estimates which are used for certain items, such as, long term contracts, depreciation, taxes, reserves, contingencies etc.

2.04 Comparative information:

Comparative information has been disclosed in respect of the year 2022- 2023 for all numerical information in the financial statements and also the narrative and descriptive information when it is relevant for understanding of the current periods financial statements.

Figures of the year 2022- 2023 have been rearranged/restated whenever considered necessary to ensure comparability with the current period.

2.05 Principal Accounting Policies

The specific accounting policies selected and applied by the company's directors for significant transactions and events that have materials effect in preparation and presentation of financial statements within the framework of IAS-1 " Presentation of Financial Statements", have been consistently applied throughout the year and were also consistent with those used in earlier years. For a proper understanding of the financial statements, these accounting policies are set out below in one place as prescribed by the IAS-1 " Presentation of Financial Statements". The recommendations of IAS-1 relating the format of financial statements were also taken into full consideration for fair presentation:

IAS-1	Presentation of Financial Statements
IAS-2	Inventories
IAS-7	Statements of Cash Flows
IAS-8	Accounting Policies, Changes in Accounting Estimates and Errors
IAS-10	Events After the Reporting the Period
IAS-12	Income Taxes
IAS-16	Property, Plant and Equipment
IAS-19	Employees Benefits
IAS-23	Borrowing Costs
IAS-24	Related Party Disclosures
IAS-33	Earning Per Shares
IAS-37	Provisions, Contingent Liabilities and Contingent Assets
IFRS-1	First-time Adoption of International Financial Reporting Standards
IFRS-7	Financial Instrument: Disclusers
IFRS-13	Fair Value Measurement
IFRS-15	Revenue from Contracts with Customers
IFRS-17	Leases

2.06 Reporting currency and precision:

The figures in the financial statements represent Bangladesh Currency (Taka), which have been rounded off to the nearest Taka except where indicates otherwise.

2.07 Foreign Currency:

Foreign currencies are translated into Bangladesh Taka currency at the rates prevailing on the date of transaction and the balances in hand at the close of business at the rate prevailing on the cut-off date.

Bangladesh Autocars Limited
Notes to the financial statements
For the year ended on 30 June 2023

2.08 Statement of Cash Flows:

The cash flow statement has been presented under direct method following the provisions of respective IAS 7.

2.09 Recognition of Property, Plant and Equipment and Depreciation:

Property, Plant and Equipment are stated at cost less accumulated depreciation in accordance with respective IAS. Cost represents cost of acquisition of construction and include purchases price and other directly attributable costs for bringing the assets to working conditions for its intended use, but do not include any capitalized borrowing cost. No depreciation was charged on land and land development.

Expenditure for major replacements, renewals and betterment are capitalized. Depreciation has been charged on assets, where applicable, at the rates varying from 6% to 20% applying reducing balance method excepting the additions from the date of its operation which is allocated to Factory Overhead and Administrative Expenses proportionately.

Impairment losses/gains of assets are not provided, as these have been performing as per intended use of such assets assessed by the management. The annual depreciation rates are applied on principal category of assets as below:

Name of Assets	Dep. Rate
(Unit - 2)	
Office equipment's	10%
Furniture and fixtures	6%
Gas line installation	10%
Electric equipment	20%
Plant and machinery	8%
Plant and machinery	8%
Overhauling Cost (Gas generator and CNG Compressor)	20%
(Unit - 3)	
Plant and machinery	10%
Transport and vehicles	10%
Office equipment's	10%
Furniture and fixtures	6%
Plant and machinery	8%

2.10 Leases:

The company's policy is to account for lease payment in accordance the requirement of IAS 16: Asset acquired under finance lease agreement is included in non current asset of the financial statement and depreciated over the economic life of asset. Present value of minimum lease payment is recognized as finance lease liability at the inception of the lease. Financial expense is charged to the Profit or Loss statement at the lesor's interest rate charged to this finance lease agreement.

2.11 Inventories:

Inventories are valued at lower of average cost and net realizable value under the convention of IAS-2

2.11 Trade Debtors and Advance, Deposits and Prepayments:

These are recognized at original invoice amount, but remain unsecured. The amounts are considered good and collectible/adjustable.

Bangladesh Autocars Limited
Notes to the financial statements
For the year ended on 30 June 2023

2.12 Loan to/from Inter Units:

These are recognized as inter unit transaction within the company.

2.13 Cash and Cash Equivalents:

Cash in hand, bank current accounts, other bank deposits have been considered as cash and cash equivalents in accordance with the provisions of respective IAS-7.

2.14 Liabilities for Expenses:

These are recognized for the amounts to be paid in the future for goods and services received whether or not billed.

2.15 Other Liabilities:

These are recognized for the amounts to be paid or refunded in future for keeping security deposit, finance expenses and others.

2.16 Revenue Recognition:

Revenue is shown net off return in ward, discount and VAT. Sales revenue is recognized as per IFRS 15 "Revenue from Contracts with Customers" on accrual basis as and when significant risk and reward relating to the sold goods passes to buyer and it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable in the normal course of business.

2.17 Income Tax:

Current Tax:

Tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of comprehensive income, because it excludes items of income or expenses that are taxable or deductible in other years and it further excluded items that are never taxable or deductible. Current tax is usually applicable at the rate applicable for public limited company in accordance with the provisions of Income Tax Act 2023.

2.18 Deferred Tax Assets/Liabilities:

The entity is suppose to recognize the deferred tax on the differences between the carrying amount of assets and liabilities in the financial statements and the corresponding carrying amount at tax bases.

2.19 Transaction with related parties:

The company has been operating CNG plant unit-2 and unit-3 and paid Tk. 132,000 as rent (excluding VAT) to Mr. Mohammad Murad against uses his premises at 110 Tejgaon Dhaka. There has been no other transaction with related parties in the normal course of business during the year.

Cash Flow Statements

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

2.20 Earning Per Share:

Basic EPS

The Company presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS

Diluted EPS is only be calculated where the company has commitment to issue ordinary share at future date at reporting date. No such commitment is hold by the company at reporting date.

Bangladesh Autocars Limited
Notes to the financial statements for the year ended on 30 June 2023

Note No.	Particulars	Unit-2	Unit-3	Amount in Taka	
				30.06.2023	30.06.2022
3.00	Property, Plant & Equipment				
	At Cost:				
	Opening Balance 01.07.2022	61,591,995	42,335,861	103,927,856	103,927,856
	Add: Addition during the year	1,888,500	-	1,888,500	-
		63,480,495	42,335,861	105,816,356	103,927,856
	Less: Accumulated Depreciation:				
	Opening Balance 01.07.2022	42,596,731	30,012,118	72,608,849	69,779,349
	Add: Charged during the year	1,601,723	982,003	2,583,726	2,829,505
		44,198,454	30,994,122	75,192,575	72,608,854
	Written down value as on 30.06.2023	19,282,041	11,341,739	30,623,781	31,319,003
	Details are shown in Annexure- A				
4.00	Inventories				
	Spare parts and Raw Materials	1,268,420	3,169,621	4,438,041	5,406,951
		1,268,420	3,169,621	4,438,041	5,406,951
	Inventories are valued at average cost price and net realizable value whichever is less. Physical Inventory of UNIT – 2 and 3 was carried out at the reporting date of year end by the inventory verification team and found in order.				
4.01	Inventory: (Unit-2)	Qty	Amount	Qty	Amount
	Gas Generator Spare parts	129	472,321	188	837,419
	Others Spare parts	372	796,099	431	919,911
		501	1,268,420	619	1,757,330
	Inventory: (Unit-3)	321	3,169,621	358	3,649,621
	Total	822	4,438,041	977	5,406,951
5.00	Trade and Other Receivable				
	Details are shown in Note- 5.1 This is arrived at as below:				
	Opening balance			175,733	249,110
	Add: Addition during the year			915,017	2,632,029
				1,090,750	2,881,139
	Less: Received/Adjusted during the year			(908,026)	(2,705,406)
				182,724	175,733
	It is relevant to note that the balances remain unsecured, but considered good.				
5.01	Trade Receivable				
	P.W.D	-	-	-	17,614
	Continental Insurance Co. Ltd.	8,589	-	8,589	13,843
	Karnafuli Gas Dis. Company Limited	26,421	-	26,421	20,052
	WARP	97,273	-	97,273	-
	Mr. Lutfor Rahman (Buy Leasing)	7,244	-	7,244	8,542
	Uniqlo	37,512	-	37,512	35,497
	Navana	-	-	-	80,185
	Nalaha	5,685	-	5,685	-
	Total	182,724	-	182,724	175,733
6.00	Investment in FDR				
	Southeast Bank Ltd. A/C No. 001024300054013			2,049,299	-
	Southeast Bank Ltd. A/C No. 001021500041660			2,000,000	-
	Southeast Bank Ltd. A/C No. 001021500041661			2,000,000	-
	Southeast Bank Ltd. A/C No. 001024300054014			2,049,299	-
				8,098,598	-

Bangladesh Autocars Limited
Notes to the financial statements for the year ended on 30 June 2023

Note No.	Particulars	Unit-2	Unit-3	Amount in Taka	
				30.06.2023	30.06.2022
7.00	Advance, Deposits and Pre-payments				
	Advances :				
	Advance against VAT	-	1,070,772	1,070,772	1,070,772
	Advance Income Tax	3,536,256	614,313	4,150,569	4,243,950
	Advance against capital expenditure	183,631	-	183,631	183,631
	Advance against Salary	300,200	-	300,200	316,200
	Advance against raw materials purchase	-	1,502,958	1,502,958	1,668,258
	Deposit :				
	Security deposit - CDBL	50,000	50,000	100,000	100,000
	Security deposit - T&T	-	11,000	11,000	11,000
	Security deposit- Titas Gas	354,173	-	354,173	354,173
	Deposit with PDB	-	1,000	1,000	1,000
	Deposit for demand note - ISD line	-	85,000	85,000	85,000
	Bank guarantee margin - Titas Gas	517,676	-	517,676	517,676
	Security Money for office rent	100,000	100,000	200,000	200,000
		5,041,936	3,435,043	8,476,979	8,751,660
7.01	Advance against VAT				
	Opening balance	-	-	1,070,772	1,070,772
	Adjustment of outstanding VAT during the year	-	-	1,070,772	1,070,772
7.02	Advance Income Tax				
	Opening Balance	3,569,522	674,428	4,243,950	4,434,819
	Add. Addition during the year	1,449,134	69,036	1,518,170	1,486,424
		5,018,656	743,464	5,762,120	5,921,243
	Advance Income Tax write off	(600,000)	(90,000)	(690,000)	(550,000)
	Less: Adjustment during the year AY2021-22	(882,400)	(39,151)	(921,551)	-
	Less: Adjustment during the year AY20-21	-	-	-	(1,127,293)
		3,536,256	614,313	4,150,569	4,243,950
7.03	Advance Income Tax Write off				
	Opening balance	-	-	1,645,974	2,195,974
	Less. Adjustment during the year	-	-	690,000	550,000
		-	-	955,974	1,645,974

- i. Deposits are lying with the statutory authorities being security.
- ii. No amount was due by the Directors and other officers of the company or by any associated undertaking.
- iii Advance against VAT and Income Tax represents amount paid at the time of import of 3-wheeler vehicles for UNIT-1. Refund was claimed from the respective authorities vide letter dated 28.11.2007 and 22.07.2008 which is yet to be settled.

8.00	Cash and Cash equivalents				
	Cash in hand	231,436	162,835	394,271	307,992
	Cash at bank:				
	Pubali Bank Limited-1531	2,777,116	-	2,777,116	5,969,314
	Pubali Bank Limited-23089(WPPF A/C)	-	-	-	933,956
	Agrani Bank - A/c CD - 33001870	44,940	-	44,940	44,940
	Mutual Trust Bank Limited - A/c No. -9190	-	17,726	17,726	17,726
	Prime Bank Limited - A/c-14378	-	17,935	17,935	17,935
	United Commercial Bank Limited A/C-637	-	62,546	62,546	62,546
	Al-Falah Islami Bank Ltd A/c- 200891-201	-	42,512	42,512	42,512
	Southeast Bank Ltd. CD A/C - 30355	-	14,951	14,951	15,756
	Southeast Bank Ltd., Gulshan br.13532 (U/D A/C)	1,168,351	-	1,168,351	1,148,691
	Shahjalal Islami Bank Ltd. CD A/C - 1911	-	-	-	6,964
		4,221,843	318,505	4,540,348	8,568,332

- i. Physical cash in hand was counted and bank balances were reconciled at the year end and found in order.

Bangladesh Autocars Limited
Notes to the financial statements for the year ended on 30 June 2023

Note No.	Particulars	Unit-2	Unit-3	Amount in Taka	
				30.06.2023	30.06.2022
9.00	Share Capital				
	Authorized: 10,000,000 ordinary shares of taka 10 each			<u>100,000,000</u>	<u>100,000,000</u>
	Issued, subscribed and paid-up				
	43,26,013 shares of Tk. 10 each			<u>43,260,130</u>	<u>43,260,130</u>
				<u>43,260,130</u>	<u>43,260,130</u>
	Composition of share holding as on 30.06.2023				
	Sponsors and Director			30.06%	30.06%
	Investment corporation of Bangladesh			7.69%	7.69%
	ICB capital management			0.05%	0.05%
	Public shareholders			62.20%	62.20%
				<u>100.00%</u>	<u>100.00%</u>

Face value of share has been converted into Tk. 10 from Tk 100 on 04 December 2011 as per SEC order no. SEC/CMRRC/2009-193/109 dated 15.09.2011.

9.01 Year wise breakup of Paid-up Capital issued

Allotment	No. of Shares	Face Value (Taka)	Amount (Taka)	Basis of allotment
1st on 01st August 1979 (during incorporation)	5,000	100	500,000	Cash (Banking channel)
2nd on 28th September 1981	6,100	100	610,000	Cash (Banking channel)
3rd on 2nd November 1981	6,900	100	690,000	Cash (Banking channel)
4th on 1st May 1982	10,945	100	1,094,500	Cash (Banking channel)
5th on 15th April 1985	23,055	100	2,305,500	Cash (Banking channel)
6th on 25th June 1985	14,000	100	1,400,000	Cash (Banking channel)
7th on 13th October 1985	9,500	100	950,000	Cash (Banking channel)
8th on 30th October 1985	11,250	100	1,125,000	Cash (Banking channel)
9th on 30th October 1986	4,800	100	480,000	Cash (Banking channel)
10th on 30th October 1989	82,950	100	8,295,000	Cash (Banking channel) IPO proceeds
11th on 30th December 1991 (Issued right Shares)	149,255	100	14,925,500	Cash (Banking channel)
12th on 19th December 2010	16,188	100	1,618,800	5% Bonus share approved on 31st AGM based on the Financial Statements June 30, 2010
13th on 29th December 2011	169,971	10	1,699,710	5% Bonus share approved on 32nd AGM based on the Financial Statements June 30, 2011
14th on 27th December 2012	71,388	10	713,880	2% Bonus share approved on 33rd AGM based on the Financial Statements June 30, 2012
15th on 15th December 2016	109,223	10	1,092,230	3% Bonus share approved on 37th AGM based on the Financial Statements June 30, 2016
16th on 10th December 2017	112,500	10	1,125,000	3% Bonus share approved on 38th AGM based on the Financial Statements June 30, 2017
17th on 29th November 2018	463,501	10	4,635,010	12% Bonus share approved on 39th AGM based on the Financial Statements June 30, 2018
Total			43,260,130	

Bangladesh Autocars Limited
Notes to the financial statements for the year ended on 30 June 2023

Note No.	Particulars	Unit-2	Unit-3	Amount in Taka	
				30.06.2023	30.06.2022
10.00	Retained Earning				
	Opening Balance	10,572,774	(39,798,904)	(29,226,130)	(30,137,092)
	Net profit/(loss) for this year	1,991,768	243,997	2,235,766	2,121,269
	Cash Dividend	(156,583)	(1,053,724)	(1,210,307)	(1,210,307)
		12,407,959	(40,608,631)	(28,200,671)	(29,226,130)
11.00	Long term loan : (Non- Current Maturity)				
	Customs Debenture:	-	701,000	701,000	701,000
		-	701,000	701,000	701,000
11.01	Maturity analysis				
	Current Maturity (within 1 year)	-	-	-	-
	Non-Current Maturity (within 2 to 5 year)	-	701,000	701,000	701,000
		-	701,000	701,000	701,000
12.00	Deferred Tax Liabilities				
	Taxable Temporary Difference:				
	Carrying Value of Depreciable Fixed Assets	19,282,041	11,341,739	30,623,781	31,319,005
	Tax base value	(5,519,128)	(872,657)	(6,391,784)	(7,553,040)
	Deductable Temporary Difference:	13,762,913	10,469,083	24,231,996	23,765,965
	Applicable Tax Rate	22.50%	22.50%	22.50%	22.50%
	Deferred Tax (Assets)/Liabilities	3,096,656	2,355,544	5,452,199	5,347,342
	Deferred Tax (Income)/Expenses is arrived at as follows:				
	Closing Deferred Tax (Assets)/Liabilities	3,096,656	2,355,544	5,452,199	5,347,342
	Opening Deferred Tax (Assets)/Liabilities	2,796,548	2,550,794	5,347,342	5,675,752
	Deferred tax income/expenses during the year	300,108	(195,250)	104,857	(328,410)
13.00	Liabilities for Expenses				
	Salaries and allowances	94,445	31,488	125,933	131,972
	CNG gas bill	7,820,725	-	7,820,725	5,350,380
	Electricity bill	118,145	-	118,145	118,447
	Generator gas bill	796,100	-	796,100	-
	Audit fees	86,250	28,750	115,000	145,000
	Audit fees (Compliance)	20,000	10,000	30,000	-
	Security bill	55,275	-	55,275	-
	Overhauling	26,000	-	26,000	-
	Scrutiniser fees	7,500	2,500	10,000	10,000
	DSE listing fees	37,500	12,500	50,000	50,000
	Office Rent	1,238	413	1,650	69,300
		9,063,178	85,650	9,148,828	5,875,099
	i. Liabilities for expenses represents the amount payable in respect of various outstanding expenses as on 30 June 2023.				
	ii. No current liabilities are due for more than 12 months.				
	iii. In the opinion of the Directors, no liabilities in the Statement of Financial Position at a value equal to the amount which are payable on the Statement of Financial Position.				
14.00	Others liabilities				
	Jumana bridge levy	-	192,909	192,909	192,909
	Development levy	-	240,169	240,169	240,169
	Income tax deduction	-	194,253	194,253	194,253
	TDS - payable	-	9,930	9,930	9,930
	WPPF (Notes : 14.01)	1,369,661	78,589	1,448,250	2,954,648
	Security for trade Debtors	294,727	-	294,727	319,727
		1,664,388	715,850	2,380,238	3,911,636

Bangladesh Autocars Limited
Notes to the financial statements for the year ended on 30 June 2023

Note No.	Particulars	Unit-2	Unit-3	Amount in Taka	
				30.06.2023	30.06.2022
14.01 WPPF					
	Opening Balance	2,036,067	918,581	2,954,648	2,778,409
	Adjustment of TDS deposit	(9,130)	-	(9,130)	(6,218)
	Transfer to WPPF	(166,164)	(170,345)	(336,509)	-
	Paid to workers	(668,652)	(677,379)	(1,346,031)	-
		1,192,121	70,857	1,262,978	2,772,191
	Addition during the year	177,540	7,732	185,272	182,457
		1,369,661	78,589	1,448,250	2,954,648
15.00 Unclaimed dividend					
	Opening Balance	-	4,344,489	4,344,489	4,283,682
	4% cash Dividend 2021-22	-	1,210,307	1,210,307	-
	4% cash Dividend 2020-21	-	-	-	1,210,307
		-	5,554,796	5,554,796	5,493,989
	Paid during the year	-	(1,615,802)	(1,615,802)	(1,082,153)
	Dividend Transfer 18-19 (Fund)	-	(81,631)	(81,631)	-
	Dividend Transfer 17-18 (Fund)	-	-	-	(67,347)
		-	3,857,363	3,857,363	4,344,489
	i. Jumana bridge levy and development levy represents the amount deducted from dividend from 1987 - 88 to 1990 - 91 and one portion deposited into Government Treasury and other portion not deposited on due time.				
	ii. Income tax deduction represents the amount deducted @ 10% from dividend of 1990 - 91 and the amount was yet to deposit to Government Treasury on due time.				
	iii. Security for trade debtors represents amount taken from customer being security against credit sale of CNG gas.				
16.00 Provision for income tax					
	Opening balance	2,126,483	1,353,462	3,479,945	3,300,950
	Less: Advance Adjustment (AY 2021-22)	(1,080,455)	-	(1,080,455)	(1,106,960)
	Add: Addition during the year(Notes:22)	798,932	34,793	833,725	1,285,955
		1,844,960	1,388,255	3,233,215	3,479,945
17.00 Sales Revenue					
	Sale of goods and services	62,005,871	2,772,800	64,778,671	51,778,747
		62,005,871	2,772,800	64,778,671	51,778,747
	Sales represent the sale of CNG refueling station and CNG materials and services.				
18.00 Cost of goods sold :					
	Opening stock	1,757,330	3,649,621	5,406,951	6,421,391
	Purchase - import and local	-	715,300	715,300	1,435,600
	Gas bill (CNG)	50,969,140	-	50,969,140	39,031,300
		52,726,470	4,364,921	57,091,391	46,888,291
	Direct Expenses (Notes: 18.01)	5,559,859	1,162,662	6,722,521	4,954,756
		58,286,329	5,527,583	63,813,912	51,843,047
	Closing stock	(1,268,420)	(3,169,621)	(4,438,041)	(5,406,951)
	Total	57,017,909	2,357,962	59,375,871	46,436,096
18.01 Direct Expenses					
	Wages and salaries	887,193	295,731	1,182,924	1,173,422
	Bonus to workers	78,187.50	26,063	104,250	-
	Electric bill	2,500,500	4,166	2,504,666	1,456,332
	Generator gas bill	796,100	-	796,100	-
	Diesel Mobile, Oil fuel, and lubricants	16,500	2,000	18,500	8,000
	Depreciation	1,281,378	834,703	2,116,081	2,317,002
		5,559,859	1,162,662	6,722,521	4,954,756

* Gas bill on CNG sales has been recognized as purchase.

Bangladesh Autocars Limited
Notes to the financial statements for the year ended on 30 June 2023

Note No.	Particulars	Unit-2	Unit-3	Amount in Taka	
				30.06.2023	30.06.2022
19.00	Administrative and selling expenses				
	Salary and allowances	294,307	98,102	392,409	391,140
	Bonus	26,062.50	8,688	34,750	-
	Traveling and conveyance	742	-	742	1,770
	Internet line Exp	19,688	6,563	26,250	15,750
	Telephone, mobile and fax charges	-	-	-	1,000
	Stamp, postage and telegram	609	203	812	1,785
	Legal fees and expenses	13,500	4,500	18,000	17,000
	Office expenses	736	245	981	-
	Advertisement	4,838	1,613	6,450	-
	Office Stationery	4,387	1,462	5,849	1,584
	CDBL annual fees	23,250	7,750	31,000	31,000
	CDBL line Charge	39,000	13,000	52,000	71,500
	License renewal fees	13,833	4,611	18,444	18,444
	Annual general meeting expenses	22,500	7,500	30,000	30,000
	Board meeting fees	48,000	-	48,000	-
	Cleaning charge	2,700	900	3,600	3,600
	Listing fees - DSE	50,000	-	50,000	50,000
	BAPLC Annual fees	5,000	5,000	10,000	10,000
	Security bill	110,550	-	110,550	-
	Electricity expenses	12,730	-	12,730	7,320
	Scrutiniser fees	7,500	2,500	10,000	20,000
	Compliance Audit Fees	22,500	7,500	30,000	30,000
	Audit fees	86,250	28,750	115,000	115,000
	Office Rent	113,850	37,950	151,800	151,800
	Depreciation	320,345	147,301	467,645	512,503
		1,242,875	384,137	1,627,012	1,481,196
20.00	Other Income				
	Interest on FDR & Others	-	137,248	137,248	-
		-	137,248	137,248	-
21.00	Financial expenses				
	Bank overdraft interest	-	-	-	8,752
	Bank charges	16,739	5,580	22,319	21,098
		16,739	5,580	22,319	29,850
22.00	Income Tax Expense				
	Current Tax Provision	798,932	34,793	833,725	1,285,955
	Advance Income Tax written off	600,000	90,000	690,000	550,000
	Prior Over/ (under) Provision	(140,000)	(18,904)	(158,904)	20,333
		1,258,932	105,889	1,364,821	1,856,288

23.00 Contingent Liability disclosure

The company does not hold any claim that meets defining of contingent liability in accordance with IAS-37 Provision Contingent Liability and Contingent Asset exists at reporting date.

24.00 Related Party disclosure

The company, in normal course of business, carried out following of transaction with other entities that fall within the definition of related party contained in IAS-24: Related Party Disclosures. All transactions involving related parties arising in normal course of business are conducted on an arm's length basis at commercial rates, other than. Details of transactions with related parties and balances with them as at 30 June 2023 were as follows:

Name	Nature of Relationship	Nature of Transaction	Transaction			
			Debit	Credit		
Mr. Mohammed Murad	Chairman	Rent	132,000	132,000	-	-
			132,000	132,000	-	-

Bangladesh Autocars Limited
Notes to the financial statements for the year ended on 30 June 2023

Note No.	Particulars	Unit-2	Unit-3	Amount in Taka	
				30.06.2023	30.06.2022
25.00	Earning Per Share (EPS)				
	Basic EPS				
	Earning for the year			2,235,766	2,121,269
	Weighted Average No. of share outstanding at year end			4,326,013	4,326,013
	Earning Per Share			<u>0.52</u>	<u>0.49</u>
	Earning attributable of ordinary shareholders	=	EPS		
	Weighted Average No. of share				
	i. The company's sales were increased during the year hence profit was slightly increased.				
26.00	Calculation of Net Asset Value (NAV)			<u>30.06.2021</u>	<u>30.06.2023</u>
	Total Equity for the period end			29,651,205	31,587,626
	Weighted Average No. of share outstanding at period end			4,326,013	4,326,013
	Net Asset Value (NAV)			<u>6.85</u>	<u>7.30</u>
	Total Assets - Total Liabilities	=	NAV		<u>7.06</u>
	No. of share outstanding at period end				
	The NAV was increased due to profit for the year and dividend paid.				
27.00	Calculation of Net Operating Cash Flows Per Share (NOCFPS)				
	Net cash generated/(used) in operation for the period			7,493,304	6,982,161
	No. of share outstanding at period end			4,326,013	4,326,013
	Net Operating Cash Flows Per Share (NOCFPS)			<u>1.73</u>	<u>1.61</u>
	Due to increase in the liabilities for expenses and decrease of Inventories at the year end, NOCF per share has been increased slightly.				
27.01	Reconciliation between net profit to operating cash flows				
	Profit/(loss) before tax			3,705,444	3,649,147
	Other income			(137,247)	-
	Finance cost			22,320	29,851
	Operating profit			<u>3,590,517</u>	<u>3,678,998</u>
	Adjustment:				
	Depreciation			2,583,726	2,829,505
	Non cash Interest income			-	-
	Changes in Working capital:				
	(Increase)/Decrease of Inventory			968,910	1,014,441
	(Increase)/Decrease of Trade debt			(6,991)	73,377
	(Increase)/Decrease of Advance, deposit & Prepayment except AIT			181,300	(139,800)
	Increase/(Decrease) of Liability for expenses			3,273,729	1,105,675
	Increase/(Decrease) of other Liabilities			<u>(1,557,398)</u>	<u>(63,761)</u>
				9,033,793	8,498,435
	Tax paid			(1,518,170)	(1,486,424)
	Finance cost paid			<u>(22,320)</u>	<u>(29,851)</u>
				<u>7,493,304</u>	<u>6,982,161</u>
28.00	Employees minimum pay				
	Employees earn over or equal Tk. 3,500 but less than 5,000			-	-
	Employees earn over or equal Tk. 5,000			14	14
				<u>14</u>	<u>14</u>
29.00	Remuneration from Directors & Executives				
		<u>2022-2023</u>		<u>2021-2022</u>	
		Directors	Executives	Directors	Executives
	Remuneration	-	-	-	-
	House rent	-	-	-	-
	Utilities	-	-	-	-
	Bonus	-	-	-	-
	Conveyance	-	-	-	-
	Medical	-	-	-	-
	Leave encashment	-	-	-	-
		-	-	-	-
	Number of person	<u>5</u>	<u>-</u>	<u>5</u>	<u>-</u>

Bangladesh Autocars Limited
Notes to the financial statements for the year ended on 30 June 2023

Note No.	Particulars	Unit-2	Unit-3	Amount in Taka	
				30.06.2023	30.06.2022

29.01 Tk. 48,000 has been paid to the directors during the year as Board Meeting Fee.

29.02 The directors are considered executive.

30.00 Operating Segment

30.01 All non current assets of the Company as at June 30, 2023 are located in Bangladesh.

31.00 Event after reporting period

The Board of Directors of the company has approved the financial statements as on 26.10.2023 and recommended cash 2% dividend to ordinary share holders for the financial year June 30, 2023. Except the fact above, no circumstances have arisen that to be disclosed as note or adjusted in the financial statements.

32.00 Compliance of Securities and Exchange Rule - 1987

i. All shares have been fully called up and paid up.

ii. The company did not issue preference shares.

iii No expenses was paid as royalty and salaries to technical experts etc. in foreign currencies as per para - 8 (KHA) of part - 11

iv No brokerage was paid against sales during the year under audit.

v. No amount was payable being contingent liabilities of the Company as on 30.06.2023.

vi 4 (Four) Nos. Board Meeting were held during the year under audit.

vii Auditors are paid only statutory audit fee approved by the shareholders in the last AGM.

viii The company did not earn any foreign currency during the year.

ix There are no non - resident shareholders of the company and hence no amount is required to be remitted being dividend.

x. There is no claim against the company which is being acknowledged as debt.

xi No amount was expended by the company for compensating any member of the board for special services rendered.

Bangladesh Autocars Limited
Schedule of Property, Plant & Equipment
as on 30 June 2023

Particulars	Cost			Rate	Depreciation		Written Down Value (Taka) as on 30.06.2023
	As on 30.06.2022	Addition / Adjustment	As on 30.06.2023		As on 30.06.2022	Charged during the year	
(Unit - 2)							
Office equipment's	6,495,134	-	6,495,134	10%	5,020,369	147,477	5,167,845
Furniture and fixtures	2,903,438	-	2,903,438	6%	1,715,701	71,264	1,786,965
Gas line installation	3,377,613	-	3,377,613	10%	2,673,285	70,433	2,743,718
Electric equipment	7,605,591	-	7,605,591	20%	7,086,636	103,791	7,190,427
Plant and machinery	11,453,247	-	11,453,247	8%	6,839,351	369,112	7,208,463
Plant and machinery	29,756,972	-	29,756,972	8%	19,261,389	839,647	20,101,036
Overhauling Cost (Gas generator and CNG Compressor)	1,888,500	1,888,500	1,888,500	20%	-	-	1,888,500
Unit-2 Total	61,591,995	1,888,500	63,480,495		42,596,731	1,601,723	44,198,454
(Unit - 3)							
Plant and machinery	4,346,194	-	4,346,194	10%	4,209,203	13,699	4,222,902
Transport and vehicles	1,699,680	-	1,699,680	10%	1,555,428	14,425	1,569,853
Office equipment's	3,436,040	-	3,436,040	10%	2,900,602	53,544	2,954,146
Furniture and fixtures	3,096,975	-	3,096,975	6%	2,085,496	60,689	2,146,184
Plant and machinery	29,756,972	-	29,756,972	8%	19,261,389	839,647	20,101,036
Unit-3 Total	42,335,861	-	42,335,861		30,012,118	982,003	30,994,122
Total as on 30.06.2023	103,927,856	1,888,500	105,816,356		72,608,849	2,583,726	75,192,575
Total as on 30.06.2022	103,927,856	-	103,927,856		69,779,349	2,829,505	72,608,854
Allocation of depreciation :							
Administrative expenses	320,345	Unit - 2	Unit - 3				
Factory overhead	1,281,378	147,301	834,703		467,645	512,503	
Total	1,601,723	982,003	2,829,505		2,583,726	2,829,505	31,319,003

Annexure-B

Bangladesh Autocars Limited
Schedule of Property, Plant & Equipment
as on 30 June 2022.

Particulars	Cost			Rate	Depreciation		Written Down Value (Taka) as on 30.06.2022
	As on 30.06.2021	Addition / Adjustment	As on 30.06.2021		As on 30.06.2021	Charged during the year	
(Unit - 2)							
Office equipment's	6,495,134	-	6,495,134	10%	4,856,506	163,862,80	1,474,765
Furniture and fixtures	2,903,438	-	2,903,438	6%	1,639,888	75,813,00	1,187,737
Gas line installation	3,377,613	-	3,377,613	10%	2,595,026	78,259	704,328
Electric equipment	7,605,591	-	7,605,591	20%	6,956,897	129,739	518,955
Plant and machinery	11,453,247	-	11,453,247	8%	6,438,143	401,208	4,613,896
Plant and machinery - Lease Assets	29,756,972	-	29,756,972	8%	18,348,730	912,659	10,495,583
Unit-2 Total	61,591,995	-	61,591,995		40,835,191	1,761,541	18,995,264

(Unit - 3)							
Plant and machinery	4,346,194	-	4,346,194	10%	4,193,982	15,221	136,991
Transport and vehicles	1,699,680	-	1,699,680	10%	1,539,400	16,028	144,252
Office equipment's	3,436,040	-	3,436,040	10%	2,841,109	59,493	535,438
Furniture and fixtures	3,096,975	-	3,096,975	6%	2,020,933	64,563	1,011,479
Plant and machinery - Lease Assets	29,756,972	-	29,756,972	8%	18,348,730	912,659	10,495,583
Unit-3 Total	42,335,861	-	42,335,861		28,944,155	1,067,964	12,323,741

Total as on 30.06.2022	103,927,856	-	103,927,856		69,779,346	2,829,505	31,319,003
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Total as on 30.06.2021	103,927,856	-	103,927,856		66,677,850	3,101,496	34,148,510
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Allocation of depreciation :	2022		2021	
	Unit - 2	Unit - 3	Total	Total
Administrative expenses	352,308	160,195	512,503	562,223
Factory overhead	1,409,233	907,770	2,317,002	2,539,273
Total	1,761,541	1,067,964	2,829,505	3,101,496

BANGLADESH AUTOCARS LIMITED
FORM OF PROXY

I/we
Of
Being a shareholder of Bangladesh Autocars Limited here by appointed Mr/Mrs/Miss another member of the Company as my/our proxy to attend and vote for me/us and on my/our behalf at the 44th Annual General Meeting of the Company to be held on 24th December, 2023 at 12.30pm and at any adjournment of the meeting or any poll that may be taken in consequence thereof.

As witness my/our hand this Day of 2023.

Signature of Proxy

Signature of Shareholder

Shareholder's Folio/ BO No

**Affix Revenue
Stamp Tk.10/-**

NOTES :

A member entitled to attend a General Meeting is entitled to appoint a proxy to attend and vote instead of him. No person shall act as a proxy (except for a corporation) unless he is entitled to be present and vote in his own right. The instrument appointing a proxy should be signed by the member or by his attorney duly authorized in writing.

If the member is a Corporation its common seal (if any) should be affixed to the instrument.

The instrument appointing a proxy, together with the Power of Attorney (if any) under which it is signed or a naturally certified copy thereof, should be mailed to the email at info@bdautocars110.com at least 48 hours before the meeting ..

BANGLADESH AUTOCARS LIMITED
SHAREHOLDER'S ATTENDANCE SLIP

I hereby record my presence at the 44th Annual General Meeting of Bangladesh Autocars Limited on 24th December, 2023 at 12.30pm.

Name of Shareholder

BO ID

Shareholder's Folio Signature

Name of Proxy (in block letters)

Signature of Proxy

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the registration counter on the day of the meeting.

Running Project

SUPER CNG

FILLING STATION & CONVERSION WORKSHOP