INTECH







ANNUAL REPORT

2024-2025

INTECH LIMITED

www.intech.com.bd

INTECH

Annual Report
2024-2025







www.intech.com.bd

Contents



Letter Of Transmittal	03
Notice of The 25th Annual General Meeting	04
Corporate Directory	05-06
Vision, Mission & Goal	07
Message	09-10
Board of Directors Profile	11-17
Profile of the Management	19-20
Directors Report to the Shareholders	21-28
Code of Conduct for the Chairperson, Board of Directors & Chief Executive Officer	29-31
Code of Conduct of Nomination and Remuneration Committee	32-33
Audit Committee Report	34-35
Nomination and Remuneration Committee Report	36-37
Declaration by CEO & CFO	38
Auditors' Report On Compliance On the Corporate Governance Code of BSEC	39-41
Corporate Governance Compliance Report	42-48
Auditores' Report to the Shareholders	49-55
Statement of Financial Position	56
Statement of Profit or Loss & Other Comprehensive Income	57
Statement of Changes in Equity	58
Statement of Cash Flows	59
Notes to the Financial Statements	60-81
Schedule of Property Plant And Equipment & Other Schedule	82
Proxy Form	83

Letter of Transmittal

To

All esteemed shareholders

Bangladesh Securities and Exchange Commission (BSEC)

Registrar of Joint Stock Companies & Firms (RJSC)

Dhaka Stock Exchange PLC (DSE)

Chittagong Stock Exchange PLC (CSE)

Subject: Annual Report of Intech Limited for the year ended 30 June 2025.

Dear Sir(s),

We are pleased to enclose a copy of Intech Limited's (INTECH's) Annual Report containing the Directors' Report along with the Audited Financial Statements as on 30 June 2025, comprised of Statement of Financial Position, Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity, and Statement of Cash Flows for the year ended 30 June 2025, along with notes thereto of INTECH and all related statements for your kind perusal & records.

Yours Sincerely

For Intech Limited

Md. Saddam Hossain

Company Secretary

Notice of the 25th Annual General Meeting

Notice is hereby given to all the Shareholders of Intech Limited that the 25th Annual General Meeting (AGM) of the Company will be held on Thursday, 18th December 2025 at 10:00 a.m. The AGM will be held using the Hybrid Platform through the link: **https://intech.agmbdlive.com** and at YMCA International House: B-2, Jaleswar, PATC, Radio Colony, Savar, Dhaka-1343 to transact the following business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30 June 2025, together with the report of the Directors' and Auditors' thereon.
2. To approve **'No Dividend'** as recommended by the Board of Directors for the year ended 30 June 2025
3. To elect Directors as per Articles of Association of the Company..
4. To appoint the Statuary Auditors for the year 2025-2026 and fix up their remuneration.
5. To appoint the Auditors to provide the certificate on compliance on Corporate Governance Code of BSEC for the year 2025-2026 and to fix their remuneration.

By order of the Board

Dated: November 25, 2025
Dhaka.

(Md. Saddam Hossain)
Company Secretary

Note:

1. The Shareholders whose names will appear in the Depository Register of CDBL as on the Record Date i.e. November 20, 2025 will be eligible to attend the 25th Annual General Meeting (AGM) and qualify for dividend.
2. As per Condition No. 8(1) & (2) of the BSEC/CMRRCD/2006-158/208/Admin/81, dated 20 June 2018, Annual Report for the year ended 2024-2025 has been sent through the e-mail Address of the Shareholders and also available to the website of the Company: www.intech.com.bd
3. A member entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote on his/her behalf. The Proxy Form duly filled, signed and stamped with a revenue stamp of Tk. 20, must be deposited at the registered office of the Company or through e-mail at cs@intech.com.bd 48 hours before the time fixed for the meeting.
4. The 25th AGM of the Company shall be conducted through a Hybrid system in combination with the physical presence of shareholders at the venue of the general meeting and the presence or connection of shareholders by using a digital platform or online platform, pursuant to the Bangladesh Securities and Exchange Commission's (BSEC) Order No. BSEC/ICAD/SRIC/2024/318/09 dated January 16, 2024.
5. We encourage the Members to login to the system prior to the meeting starting time i.e. 10:00 a.m. Bangladesh Standard Time (BST) on December 18, 2025. The Shareholders are requested to take ample time to login and establish their connectivity. The webcast will start at 10.00 a.m. Bangladesh Standard Time (BST). The Shareholders are requested to contact +8801322894547 in case any technical difficulties arise during accessing the virtual meeting
6. No gift or benefit in cash or kinds shall be paid/ offered to the Shareholders as per Circular No. SEC/CMRRCD/2009-193/154. dated 24 October 2013 of BSEC for attending the AGM.

CORPORATE DIRECTORY

INTECH LIMITED

Date Of Incorporation	02 February, 2000
Authorized Capital	BDT 1,200,000,000
Paid-up Capital	BDT 313,212,260
Face Value (Per Share)	BDT 10

LISTING IN STOCK EXCHANGE

Dhaka Stock Exchange PLC	Chittagong Stock Exchange PLC
Listing year-2002 Trading Code-INTECH Scrip Code: 22644	Listing year-2002 Trading Code-INTECH Scrip Code: 24005

CENTRAL DEPOSITORY BANGLADESH LIMITED.

Date of Registration with CDBL
May 2005

REGISTERED & CORPORATE OFFICE

Ivory Krisnochura (1st Floor), 3/1-E, Bijoy Nagar
Purana Paltan, Dhaka-1000, Bangladesh

Telephone : +880 9666794555
Fax : +880 2 9891510
Website : www.intech.com.bd
E-mail : info@intech.com.bd

BANKERS

Al-Arafah Islami Bank PLC

STATUTORY AUDITORS

Mahamud Sabuj & Co.
Chartered Accountants.

CORPORATE GOVERNANCE CODE COMPLIANCE AUDITORS

Jasmin & Associates
Chartered Secretaries

MEMBERSHIP

Dhaka Chamber of Commerce and Industry (DCCI)
Internet Service Providers Association of Bangladesh (ISPAB)
Bangladesh Association of Software and Information Services (BASIS)
Bangladesh Association of Publicly Listed Companies (BAPLC)

CORPORATE DIRECTORY

Board of Directors

Mr. Khandaker Sakib Ahmed
Chairman

Mr. Ubaida Asadi
Director

Mr. Atiqul Alam Chowdhury
Director

Mr. Khandaker Reza-E-Raquib
Director

Ms. Shadika Mahbub
Director

Mr. Md. Anisuzzaman
Director

Mr. ATM Mahbubul Alam
Director

Mr. A.N.M. Yeahea
Director

Mr. Khalilur Rahman
Director

Mr. Ahamedul Hoque (Ahamed)
Director

Sayeda Rashida Yasmin
Director

Reza Ur Rahman, FCMA
Nominee Director-AIBL Capital Market Services Ltd.

Sk Md. Samiul Islam
Nominee Director-Dhaka Cotton Company Ltd

Md. Sajedul Islam
Nominee Director-Shyamol Equity Management Ltd

DM Majibor Rahman
Nominee Director-Solar Electro Bangladesh Ltd

Monjur Md. Shaiful Azam FCMA
Independent Director

Mohammad Nazmuzzaman
Independent Director

Ms. Rina Sultana Kibria
Independent Director

Audit Committee

Monjur Md. Shaiful Azam, FCMA
Chairman

DM Majibor Rahman
Member

Md. Rezaur Rahman, FCMA
Member

Mr. Atiqul Alam Chowdhury
Member

Md. Saddam Hossain
Member Secretary

Nomination & Remuneration Committee (NRC)

Ms. Rina Sultana Kibria
Chairman

Mr. Atiqul Alam Chowdhury
Member

DM Majibor Rahman
Member

Md. Rezaur Rahman
Member

Md. Saddam Hossain
Member Secretary

Representative of Management

Badiur Rahman
Managing Director

Md. Saddam Hossain
Company Secretary

Md Azam Ali
Chief Financial Officer

Md. Azaz Ahmmed
Head of Internal Audit & Compliance



Our Vision

To be a market leader in providing Internet Services and Comprehensive communication, Information Technology solutions through a highly motivated, creative, experienced, seasoned and talented team of professionals contributing to the success with special focus on creating values for our clients, shareholders, employees and communities. In fine, Intech looks forward to become the Technology Hub in Bangladesh within 2030.



Our Mission

To achieve corporate vision with special focus on creating values by:

1 Partnering with clients to understand fulfill their needs/ demand considering the development to technology

2 Maximizing shareholders' value through strong performance and returns Developing and rewarding employees to effectively manage client relationships

3 Providing cost-effective Data services and Unique technologies to people of Bangladesh aiming at register a formidable footprint in attainment of Govt.'s golden Vision Digital Bangladesh'



Our Goal

Understanding the clients' needs and to connect with them. By doing so, benefit would befall our Shareholders, Employees and Community where we do our business.



Chairman's Message

Khandaker Sakib Ahmed
Intech Limited

Dear Shareholders,

It is my privilege to present to you the Annual Report of Intech Limited for the financial year 2024–2025. This year has been a period of both challenges and renewed commitment as we continue our efforts to strengthen the company's operational foundation and restore sustainable growth.

Our industry continues to evolve rapidly, driven by technological advancement, increased digital adoption, and changing customer expectations. Despite the broader market slowdown and the company's internal restructuring needs, we have remained focused on stabilizing operations, improving governance, and ensuring greater financial transparency.

During the year under review, the company experienced lower revenue compared to the previous year, resulting in negative earnings per share. However, the Board and management remain committed to executing corrective actions, including improved cost control, operational realignment, and strategic diversification into promising technology-driven sectors such as FinTech, cyber security, and networking solutions.

We have strengthened our corporate governance pillars, maintained full compliance with regulatory requirements, and continued our efforts to regularize historical discrepancies through enhanced oversight. The Board appreciates the patience and trust of our valued shareholders as we work collectively to restore financial stability.

Looking ahead, we are confident that the ongoing internal reforms, together with the planned expansion of our service portfolio and renewed customer focus, will help us build a more resilient and competitive Intech Limited. Our priority remains to protect shareholder value and position the company for sustainable long-term growth.

On behalf of the Board of Directors, I extend my sincere appreciation to our shareholders, regulatory authorities, and business partners for their continued support. I also thank our employees for their dedication and commitment during this transitional period.

Sincerely,

Khandaker Sakib Ahmed
Chairman
Intech Limited



Managing Director's Message

Badiur Rahman
Intech Limited

Dear Shareholders,

I am honored to present my message for the Annual Report of Intech Limited as I step into the role of Managing Director. This year marks an important phase for the company as we continue our journey of operational reform, financial discipline, and strategic realignment.

The financial year 2024–2025 was challenging, and the company experienced reduced business activity and a negative bottom line. As a result, the Board is unable to recommend any dividend for this year. I understand the expectations of our valued shareholders, and I want to assure you that restoring stability and moving toward profitability are our highest priorities.

Since assuming office, my focus has been on strengthening internal controls, improving compliance, and ensuring greater transparency in all operational areas. At the same time, we are working to revive customer relationships, enhance service quality, and expand our presence in key revenue-generating segments, including ISP services, cyber security solutions, networking infrastructure, and emerging technology-based services.

We have also initiated steps to restructure cost areas, improve operational efficiency, and pursue sustainable new business opportunities. These actions are intended to rebuild financial health and position Intech Limited for a stronger performance in the coming years.

I express my sincere gratitude to the Board of Directors for their guidance, our employees for their efforts, and our shareholders for their continued confidence. Together, we aim to strengthen the company further and deliver meaningful value in the future.

Sincerely,

Badiur Rahman
Managing Director
Intech Limited



Board of Directors



Khandaker Sakib Ahmed
Chairman & Director, Intech Limited

Mr. Khandakar Sakib Ahmed is a distinguished business leader and corporate director with strong involvement across the banking, education, technology, and consultancy sectors in Bangladesh. He is currently serving as Chairman and Director of Intech Limited and is also a Director of Shahjalal Islami Bank PLC, one of the leading Islamic banks in the country.

In addition to his banking leadership, Mr. Ahmed is the Director of Shahjalal Islami Bank Securities Limited demonstrating his active role in capital market participation and financial services development.

He also contributes to the education sector as a Trustee Board Member of Eastern University and Al-Azhar International Grammar School, reflecting his commitment to building future leaders through quality education.

Furthermore, Mr. Ahmed serves as Chairman of Own The World Company Ltd. and Director of AQUA Consultant & Associates Ltd., strengthening the company's consultancy and business development portfolio.

With extensive business experience, strong governance capability, and diversified corporate involvement, Mr. Ahmed continues to play a vital role in strategic leadership and sustainable growth across all associated organizations.

Mr. Atiqul Alam Chowdhury
Director



Mr. Atiqul Alam Chowdhury is an Entrepreneur, Industrialist, and an Angel Investor. He was elected as Chairman of Intech Ltd. from May 27,2023 to October 27,2024. He has completed Bachelor of Commerce from McGill University, Canada. He has also earned MBA in Financial Risk Management from the University Of Toronto, Canada. He also went to Harvard Business School and did a Diploma in Management Essentials.

He is the Managing Director of several companies in Bangladesh.These are Silmoon Electrodes Limited,Universal Denim Limited,Universal Garments and Washing Limited, Universal Foils Limited.He is the Director of several companies in Bangladesh.These are Intech Limited, Crowd Reach Inc, Six Grocery Inc, Alt 5 Sigma Limited, Hydro Solution Limited, Samad Trading Agency,Galco Steel Bangladesh Limited.



Mr. Khalilur Rahman
Director

Mr. Khalilur Rahman is a seasoned and highly experienced businessman & successful entrepreneur. He has got a wide range of business involvement at home and abroad. He has business links with the USA, Canada, Europe, Japan, South Asian Subcontinent, India, China, etc. He is leading several industrial units of the KDS Group as Chairman. He got enormous experience in various sectors like Garment, Accessories, Steel, Textile, Shipping, Securi- ties, Banking, Insurance, and education.

He has been rewarded with different types of awards from home and abroad for his valuable contribution to the industrial sector of Bangladesh. These include:

(1) President Gold Trophy for Highest Export in Readymade Garments from 1985 to 2002

(2) International Supplier of the year 2004, 2005, 2009 & 2010 received from Walmart Canada; and Walmart UK George.

(3) VENDOR EXCELLENCE AWARD - 2000 from TARGET

(4) National Export Trophy 1987 to 2009

(5) Golden Award from UNESCO Academic Development Project

(6) EKUSHEY PADAK 201 5 from Chittagong City Corporation etc.



Mr. Ahamedul Hoque
Director

Ahamedul Hoque is a businessman. He is currently the chairman of AIBL Capital Management Limited. He is one of the directors of Al Arafah Islami Bank Limited and a Proprietor at A.H.SYNDICATE (authorized customs clearing & forwarding agent).

Mr. Ubaida Asadi
Director



Mr. Ubaida Asadi is the Director of Intec Ltd. He was born to a respectable Muslim family in Chattogram on March 26, 1998. Mr. Asadi is the son of renowned businessman Mr. Laikat Ali Chowdhury who is the Director of Al-Arafa Islami Bank PLC.

Mr. Asadi has completed his Graduation from Canada. Now engaged in ship breaking Business. He is the partner of Asadi Steel Enterprise and Jamuna Ship Breaking. He has traveled to different parts of the world in connection with the business. His pleasant personality and amiable disposition are commendable.



Mr. A.N.M Yeahea
Director

Mr. Abu Naser Mohammad Yeahea holds this position of managing Director at Purbachal drillers LTD, Managing Director at Purbachal Exclusive LTD, Managing Director at Beco Feed LTD, and Managing Director at Purbachal Steel Mills LTD. He is also on the board of Al-Arafah Islami Bank LTd, and AIBL Capital Market Services LTD

ATM Mahbubul Alam
Director



ATM Mahbubul Alam, also Chairman of Wintel Limited and Solquest Limited, has been continue as the Director of the Board of INTECH Limited. He was the Chairman of the company from 2017 to 2021. momen- tous leadership capacities in different nationwide/global impact-based endeavors. He was the President of Content Providers and Aggregators Association of Bangladesh (CPAAB).

He is a dynamic and versatile personality of the business community of Bangladesh, and has also been engaged in different. Currently, he is the Chairman, FBCCI Standing Committee on Information and Communication Technology (ICT).



Barrister Khandaker Reza-E-Raquib
Director

Mr. Khandaker Reza-E-Raquib Barrister-at-Law, Advocate, Supreme Court of Bangladesh. Mr. Khandaker Reza-E-Raquib started his practice in England with various leading Law Chambers namely Gadwah & Company, Amin & Welch, and Kotwala & Company in 1998 after successful completion of his law degree from the University of Wolverhampton. During his association with the above-mentioned law Chambers, he assisted senior barristers in the Royal Court of Justice, London, and various County Courts in the UK for predominantly Immigration, Employment, Business, and Family law matters.

In Bangladesh, he worked in a law Chamber Namely A Hossain & Associates as a junior of one of the leading lawyers Mr. Ajmalul Hossain QC. At A Hossain & Associates. Mr. Raquib worked predominantly in the Corporate, telecom- munication, and Financial sectors together with various other legal fields. As a Managing partner of Khandaker& Associates, Mr. Raquib advised ZTE Corporation, a Chinese Company that provides Telecommunication infrastructure equipment, on various issues.

Sayeda Rashida Yasmin
Director



Sayeda Rashida Yasmin completed her Bachelor in Science from Dhaka University. She is currently one of the directors of Ocean Trade Limited and Baidene Pvt Limited



Mr. Reza ur Rahman FCMA
Nominee Director
AIBL Capital Market Services Ltd.

Mr. Md. Reza ur Rahman is a fellow member of the ICMA Bangladesh & Institute of Public Accountants of Australia. He is also a certified management accountant of Australia. He has vast experience in the capital market for more than 25 years. He worked for Dhaka Stock Exchange Ltd. in various capacities, finally as CEO. He got training in U.S.A. Securities & Exchange Commission, Tokyo Stock Exchange & many other international Stock Exchanges. He is a widely traveled person & visited many countries. He is also a Chartered Secretary of Bangladesh.



SK Md. Samiul Islam

Nominee Director
Dhaka Cotton Company Ltd

Sk Md Samiul Islam is the Managing Director of Dhaka Cotton Company Limited. Dhaka Cotton Company Limited has been in the Raw Cotton business from 1995. It is one of the leading raw cotton company in Bangladesh.

Mr. Md. Sajedul Islam

Nominee Director
Shyamol Equity Management Ltd



Md. Sajedul Islam, Managing Director and Sponsor of Shyamol Equity Management Ltd, has been made vice-president of DSE Brokers Association (DBA). He is also the Sponsor & Chairman of Musafa Petrochemical Refinery Ltd. He is serving as a Sponsor & Managing Director of Shyamol Bangla Agro Ltd and Director of Sabuj Uddogh Ltd.



Engr. DM Majibar Rahman

Nominee Director
Solar Electro Bangladesh Ltd

He served under Bangladesh Power Development Board for 28 years. While serving Bangladesh Power Development Board he was SS AE, AE RE, XEN in charge in a different jurisdiction. He is currently the Managing Director of Solar Electro Bangladesh Ltd, Chairman of National Practical Training Program Ltd, Managing Director of Gold Apparel BD Ltd, SEBL Footwear Ltd, and Chairman of SEBL Properties Ltd.



Monjur Md. Shaiful Azam FCMA
Independent Director

Monjur Md. Shaiful Azam FCMA is the Managing Director of Sysmark Limited & PrecisionTrading Limited and Managing Partner of Azam & Associates. He completed his Professional Degree from ICMAB. He is a Fellow Member of ICMAB. He has completed his Masters in Accounting & Management. He engaged himself in Business and Consultancy. He has been worked extensively in the management of big conglomerates like Labaid Group, Crown Group etc. He was the Chief Financial Officer (CFO) of Labaid Group.

He was the Secretary and Treasurer of Dhaka Branch Council of ICMAB. Mr.Monjur Md. Shaiful Azam FCMA has long experiences in planning, implementing and running gigantic private conglomerates especially in the Health Care sector. He has traveled and gathered advanced level of knowledge in connection with development of the business, skill development and leadership. He has visited Singapore, UAE, Malaysia,China, Thailand, Indonesia, Saudi Arabia, and India and took part in a good number of conference, symposium, and seminar, workshop in domestic and different countries of the world.

Ms. Rina Sultana Kibria
Independent director



Ms. Rina Sultana Kibria obtained B.A. (Hons), M.A in Mass Communication & Journalism from Dhaka University. She was engaged in research in order to obtain her PhD degree but left halfway.

She worked as a researcher in Bangladesh Press Institute under Ministry of Information, Public Relations Officer in Indo-Bangladesh Joint Rivers Commission under Ministry of Irrigation, Water Development and Flood Control of Bangladesh Government, Corporate Executive in Glaxo Smith & Kline, Journalist and Cultural Activist in national and multinational body for about 35 years.

She was in office as a member of the Board of Directors in Midas Financing Limited (Non-Banking Financial Institute under Bangladesh Bank) from 2007-2013 for 7 years.

She also has vast knowledge and 32 years long experience with Bangladesh financial/capital market on portfolio & fund management.

As a dual citizen of Bangladesh and Australia, while living in Australia she was selected in a competitive scheme of Australian Capital Territory Public Service and worked in policy research in the Policy and Cabinet Division of Chief Minister, Treasury and Economic Development of Australian Capital Territory Government. She obtained a few Australian Certification degrees on Government and Business, Financial Planning, Community Services Work.

She comes from a respected educated Muslim family and mother of a daughter, who is working in UN Women, United Nations, New York.



Mr. Muhammad Nazmuzzaman
Independent director

Mr. Muhammad Nazmuzzaman has completed B.Sc in computer Science & Engineering from Queens University in 2003 and also done PGD (ACMP 4.0) From IBA, Dhaka University. He is an accomplished IT specialist with a diverse background spanning over two decades,specializing in telecommunications, FinTech, ERP solutions, and AI-driven innovations. His extensive experience includes working with leading telecom operators and banksacross various countries, demonstrating a consistent ability to identify and capitalize onbusiness opportunities, streamline operations, and lead large technical teams effectively.In the realm of machine learning and computer vision, he has designed and implementedpredictive AI modules for ERP solutions and developed face recognition-basedauthentication systems using OpenCV. His proficiency extends to AWS cloudinfrastructure, where he has executed DevOps practices in microservice architectures,enhancing the scalability and efficiency of SaaS ERP solutions. His technical prowess is complemented by his strategic project management skills,including complete P&L responsibility, budget planning, cost control, andinterdepartmental collaboration. his notable achievements include a significant datamigration project for Afghan Wireless, resulting in substantial cost savings, and thedevelopment of FinTech solutions adopted by multiple banks in Bangladesh.With a solid foundation in software engineering and a keen ability to innovate andimplement AI-driven solutions, he is well-positioned for roles focusing on OpenCV andmachine learning development. His technical expertise leadership and strategic planningcapabilities make him a valuable asset for any organization looking to advance itstechnological edge in these fields.

PROFILE OF MANAGMENT











Mr. Badiur Rahman
Managing Director, Intech Limited

Mr. Badiur Rahman was appointed as the Managing Director of Intech Limited by the Board of Directors in its 226th Meeting held on 30 October 2025, effective from 01 November 2025. Prior to taking over this role, he served the Company as Finance Advisor, contributing significantly to financial planning, strategic oversight, and organizational development. Mr. Rahman is a Sponsor Director of Al-Arafah Islami Bank Limited (AIBL). He previously served as the Chairman of the Board Risk Management Committee of AIBL, having been unanimously elected in the 351st Meeting of the Board held on 23 September 2020.Born in 1953 in a remote village of Brahmanbaria District, Mr. Rahman travelled extensively during his childhood as the son of a Government employee. After graduating from Chittagong University, he pursued Chartered Accountancy courses to strengthen his expertise in finance and management. He began his professional career with a shipping company engaged in chartering, a role that shaped his future pathway in the corporate and financial sectors. In 1995, Mr. Rahman, along with other visionary business personalities, founded Al-Arafah Islami Bank Limited. Since then, he has served the Bank in various senior capacities, including Chairman of the Board of Directors in 2008.

Mr. Rahman is widely regarded as a distinguished businessman both locally and internationally. He also serves as a Director of several reputed institutions, including AIBL Capital Market Services Limited, Central Hospital Limited, Human Resources Development Company Limited, Millennium Information Solution Limited, and HURDCO International School.

Md. Saddam Hossain
Company Secretary



Mr. Md. Saddam Hossain is partly qualified from Institute of Chartered Accountants of Bangladesh (ICAB). He has completed Course Completion (CC) from UHY Syful Shamsul Alam & Co. under ICAB. He is also studying Company Secretary Professional Degree in Institute of Chartered Secretaries of Bangladesh. He has also completed his Graduation and Post-graduation in Accounting and Finance from Dhaka City College under National University.

He has joined Intech Limited (IL) on May 2024. Prior to joining Intech Limited Mr. Hossain worked at Simtex Industries Limited as an Assistant Company Secretary. He stared his career with Moonlux Knit Composit as an Accounts Officer in 2019. He also worked in Salma Group and Thermax Group as an Assistant manager in accounts department. He attended various traning facilities in ICAB, Audit Firm on VAT TAX, IAS, ISA, IFRS.



Md Azam Ali
Chief Financial Officer (CFO)

Mr. Md Azam Ali joined as a Chief Financial Officer (CFO) at Intech Limited on September 01, 2021. He leads the Accounts and Finance Team of Intech Limited and providing hands-on centralized support services and responsible for all aspects of accounting, financial reporting, business planning, analysis, payroll, procurement, costing, supply chain, external and internal audit, information technology, treasury, taxation and VAT issues.

Before that, Md Azam Ali worked as an Internal Auditor of Badshah Textile Ltd. with more than One year. He completed his MBA under the Jagannath University in 2017. After then joined UHY Saful Shamsul Alam & Co. Chartered Accountant and he is a part qualified accountant.

He is down to earth with very positive hospitality approach who always want to go in details both Finance and operational perspective. He loves to get trained as well to train people as he believes “training makes a person confi- dent. In the journey of his career, he attended various training programs and participated in seminars and workshops on different aspects of Capital Market, VAT, and Tax, IAS, IFRS, internal control.

Md. Azaz Ahmmed
Head of Internal Audit & Compliance



Mr. Md. Azaz Ahmed has completed his graduation from Govt. Saadat College, Tangail and also completed Post Graduation from Govt. Titumir College, Dhaka under National University, Gazipur. He has six years working experiences in Intech Limited.

He has joined Intech Limited (IL) on October 2017. He works in Billing & Accounts Department.In addition he has to oversee the maintaining both cash and Bank Book. He has to record accounts related information in accounting software.

DIRECTORS' REPORTS



DIRECTORS' REPORT TO THE SHAREHOLDERS
For the year ended 30 June 2025

Dear Valuable Shareholders

The Board of Directors of Intech Limited, with immense pleasure, takes this opportunity to present the Directors' Report together with the audited financial statements of the company for the year ended 30 June 2025 and it is our privilege to welcome you all to the 25th Annual General Meeting of Intech Limited. This report has been prepared in compliance with section 184 of the Companies Act,1994 and Bangladesh Securities and Exchange Commission Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018.

Principal Activities:

Intech Limited is one of the leading internets and data connectivity service providers in Bangladesh. The Company owns a diverse access network with wireless, fiber, and satellite infrastructure across the country. BTRC (Bangladesh Telecommunication Regulatory Commission) has provided us licenses and permission for the most extensive network of customer touchpoints.

Share Capital:

The Authorized Share Capital of the company is BDT 1200 million, divided into 120 million Ordinary Share of BDT 10 each. The issued and paid up capital of the company as on 30 June 2025 was BDT 313.21 million, divided into 31.32 million Ordinary Shares of BDT 10 each.

Business Overview 2024-2025:

INTECH is an IT service company that has purpose-driven partnerships with a number of the reputed companies and Government organization. INTECH has a regional presence with strong domain expertise in multiple industry verticals. The company makes the best use and application of its competence and robust background knowledge of its clients needs to articulate rewarding and high-quality control processes and standards which have resulted in a good performance track record and client satisfaction. In the financial year 2024-25, the company has less substantial growth than last year in business performance by generating BDT 10.22 million in revenue. This poor financial performance caused the earnings per share negative from BDT 0.16 IN 2023-24 to BDT (0.38) in 2024-25. The poor performance in revenue was instrumental in notable decrease in net profit after tax and in Earnings Per Share in the year review. The summary of Business performances in Financial Year 2024-2025 is outlined below:

Revenue: BDT 10,217,434

Gross profit: BDT 2,030,305

Profit/(Loss) before tax: BDT (11,327,439)

Profit/(Loss) after tax: BDT (11,880,936)

Paid-up share capital: BDT 313,212,260 (31.321,226 shares of BDT 10 each)

Total assets: BDT 104,666,767

Equity: BDT (13,977,684)

Internet User in Bangladesh

Million

Month	Mobile User	ISP & PSTN User	Total User
July 24	127.52	13.53	141.05
August 24	126.97	13.53	140.50
Sept. 24	124.88	13.74	138.62
October 24	123.44	13.74	137.18
Nov. 24	119.06	13.74	132.80
Dec. 24	117.07	14.04	131.10
January 25	116.02	14.04	130.06
February 25	116.03	14.04	130.07
March 25	116.22	14.25	130.47
April 25	116.54	14.32	130.86
May 25	117.68	14.32	132.00
June 25	119.29	14.32	133.61

Source: BTRC website

Number of ISP licenses of several categories as on 31 October 2025

Categories	Number of Licensee
Nationwide ISP	119
Divisional ISP	334
District ISP	150
Upazila/Thana	2112
VSAT User Licenses	14
VSAT Provider Licenses	1
VSAT HUB Operator	3
Telecommunication Value Added Services (TVAS) Registration Certificate	132
Call Center Registration Certificate	196

Source: BTRC website

Stock Market-List of companies in the IT sector

- AAMRANET (aamra networks limited)
- INTECH (Intech Limited)
- AAMRATECH (aamra technologies limited)
- ADNTEL (ADN Telecom Limited)
- AGNISYSL (Agni Systems Ltd.)
- BDCOM (BDCOM Online Ltd.)
- DAFODILCOM (Daffodil Computers Ltd.)
- EGEN (eGeneration Limited)
- GENEXIL (Genex Infosys Limited)
- ISNLTD (Information Services Network Ltd.)
- ITC (IT Consultants Limited)

Industry Outlook and Future Developments:

Bangladesh is an emerging economy with a population of over 160 million people. It is a land of diversity and opportunities but also one of the challenges. In recent years, the Government of Bangladesh has taken initiatives to transform the country into a IT Based Bangladesh by promoting the use of Information and Communication Technology (ICT) to improve digitization and enhance the quality of life for its citizens.

As the previous management informed last year, Intech Ltd. has diversified in other areas, i.e. resort projects and fisheries projects, while retaining the core business of internet service and software.

The current management of Intech Limited has informed the Bangladesh Securities and Exchange Commission about their future plans for the company's business, which is as follows:

Our goal is to increase business growth and enhance the service quality to provide the best services as follows:

- Increase the Use of Home Internet User, Corporate Internet User, Desktop UPS
- Enhance the area of ISP services;
- Development of a New Product line;
- Fintech Technology
- Cyber Security & Networking
- Infrastructure & others.

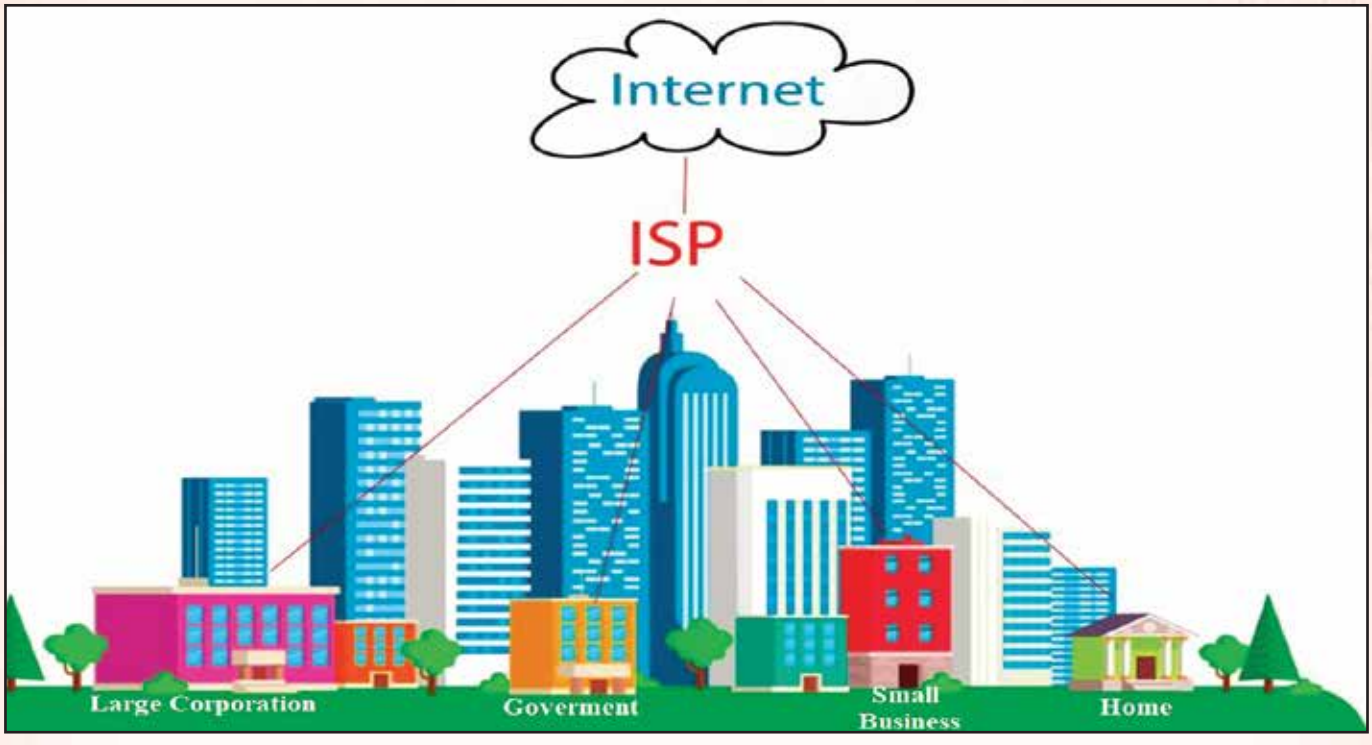
Segment-wise or product-wise performance

'Internet Service and Fisheries were the main sources of revenue for the company where Software business was held off due to investment and Fisheries businesses were suspended due to legal issues by the new management. Internet Service represents 100.00% of the revenue earned during the period. The company sold 2 Vehicles (Car) during this quarter by Taka 60,75,000.00 in the financial year 2023-2024 whose book value was zero. As per Income Tax Act 2023 Under Section 46 Subsection 1. this gain is recognized as Business income for the period. As a result, it contributes to the overall increase in income for the year.

Risks and concerns

In consideration of the risk of stiff competition and high personnel turnover in the Internet business, we have already concentrated on IT and ITeS services and trying to renew our previous Software service agreements with different giant entities. Intech has already declined its agreement with Teletalk Limited to expand its Service Delivery Platform (SDP) with Teletalk Bangladesh Limited.

Existing ISP Status of Intech Limited:



Cost of Goods and Services Sold, Gross Profit Margin, and Net Profit Margin:

The Cost of Goods and Services Sold in 2024-2025 amounted to about 80.12% of Revenue, thereby resulting in a Gross Profit Margin of 19.87%, and the cost of goods and services sold in 2023-2024 amounted to 94.82% of Revenue and Gross profit Margin 5.18% and net profit Margin 37.91%

Key operating and financial data of preceding 5 (five) years

(AmountinTaka)

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021 (Restated)
Turnover	10,217,434	13,229,678	12,811,448	5,764,116	2,275,923
Gross Profit	2,030,305	685,085	(3,893,710)	(1,352,886)	229,883
Profit Before Tax	(11,327,439)	5,653,034	(22,672,154)	(24,835,339)	(93,187,237)
Tax	(553,497)	(637,933)	(540,220)	(11,036,108)	7,080,562
Profit After Tax	(11,880,936)	5,015,101	(23,212,374)	(35,871,447)	(86,106,675)
Total Asset	104,666,767	103,894,942	115,068,767	116,439,829	201,040,078
Shareholders' Equity	(13,977,684)	(1,658,290)	(6,673,391)	16,538,983	52,410,430
Total Current Assets	28,673,204	24,097,828	32,237,116	35,961,064	120,318,285
Total Current Liabilities	70,238,451	61,653,232	35,479,819	26,736,308	96,411,785

Appointment of Statutory auditor & governance compliance:

Statutory auditor

MAHAMUD SABUJ & CO. Chartered Accountants has completed 03(two) year as the company's statutory auditors. As per BSEC's order dated July 27, 2011, and Regulation # 15(2) of the Dhaka & Chittagong Stock Exchange (Listing) Regulation 2015, a listed company can appoint any audit firm as its statutory auditors for a consecutive period of three years. As a result, MAHAMUD SABUJ & CO. Chartered Accountants has completed 3 (three) year. So, Audit Committee recommend to the Board to appoint M/S Islam Quazi Shafique & Co. as a statutory Auditor for the year 30 June 2026 and fix their remuneration of Tk. 170,000.00 (One lac seventy thousand) including VAT and TAX subject to the approval by the Shareholders.

Moreover, Statutory Auditors didn't engage with the company to perform any services which are laid down on Condition No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018.

Corporate governance certificate

JESMIN & ASSOCIATES, Chartered Secretaries was appointed by the Shareholders in the 24th AGM to provide the certificate on Compliance of conditions of Corporate Governance code of BSEC for the year 2024-25.They have Completed the assignment of certification and will retire at the 25th AGM and being qualified, have expressed their willingness to be re-appointed for the next year. M/S. JESMINE and ASSOCIATES, Chartered Secretaries also express their interest for the certificate on Compliance of conditions of Corporate Governance code of BSEC for the year 2025-26.

The Board, as per the recommendation of the Audit Committee, recommended appointed M/S. JESMINE and ASSOCIATES , Chartered Secretaries, to provide the certificate on Compliance of conditions of Corporate Governance code of BSEC for the year 2025-26 at a fee of Tk 20,000.00(Twenty Thousand) including Tax and VAT for the year 2025-2026 subject to the approval by the Shareholders.

Going concern

The financial statements are prepared on the basis of going concern assumption as per IASs 1: Presentation of Financial Statements, which contemplates the realization of assets and the satisfaction of obligations in the normal course of business. However, the Company has not generated sufficient revenues to date and has accumulated losses to date. The Company does not currently have any other revenue generating operations. These conditions, among others, raise substantial doubt about the ability of the Company to continue as a going concern.

In view of these matters, continuation as a going concern is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to, meets its financial requirements, raise additional capital, and the success of its future operations. The financial statements do not include any adjustments to the amount and classification of assets and liabilities that may be necessary should the Company not continue as a going concern.

Management plans to fund operations of the Company through advances from existing shareholders, private placement of restricted securities or the issuance of stock in lieu of cash for payment of services until such a time as a business combination or other profitable investment may be achieved. There are verbal communications under processing in place for such funding or issuance of securities and there can be no assurance that such will be available in the future. Management believes that this plan provides an opportunity for the Company to continue as a going concern.

Dividend

The Board of Directors in its 226th meeting held on the 30th October 2025, approved the Annual Financial statements for the year ended 30 June 2025, audited by Mahamud Sabuj & Co. Chartered Accountants and Given accumulated losses and negative equity, the Board recommends **"No dividend"** for FY 2024–2025. No bonus share or stock dividend was declared as interim dividend as on 30 June 2025.

Protection of Interest of Minority shareholders and effective means of redress:

The Company is operated in accordance with the Articles of Association and all applicable laws and regulations to ensure the greater interest of all the shareholders of the Company. The Company is committed about sound governance practices based on integrity, openness, fairness, professionalism and accountability in building confidence among stakeholders. However, any complaint, received at AGM or throughout the year, from any shareholders, is resolved lawfully.

The pattern of shareholders is disclosed as follows:

The Company has no Parents/Subsidiaries/Associated Companies. The shareholdings of current Directors (including the newly appointed directors complying with a minimum 2% shareholding individually) have been disclosed as follows:

Shareholdings by	Designation	No. of Shares	% of shareholding
Mr. Khandaker Sakib Ahmed	Chairman	627,000	2.0018
Mr. Ubaida Asadi	Director	627,000	2.0018
Mr. Atiqul Alam Chowdhury	Director	644,424	2.0574
Mr. Md. Mostaqur Rahman	Sponsor	157,037	0.5013
Mr. Md. Shamsul Alam	Sponsor	130,862	0.4178
Mr. Md. Mostafizur Rahman	Sponsor	39,139	0.1250
Mr. M.A. Rashid Shah Shamrat	Sponsor	22,219	0.0709
Mr. Khandaker Reza-E-Raquib	Director	631,926	2.0175
Ms. Shadika Mahbub	Director	125,763	0.4015
Mr. Md. Anisuzzaman	Director	12,210	0.0389
Mr. ATM Mahbubul Alam	Director	626,638	2.0006
Mr. A.N.M. Yeahea	Director	627,000	2.0018

Shareholdings by	Designation	No. of Shares	% of shareholding
Mr. Khalilur Rahman	Director	627,000	2.0018
Mr. Ahamedul Hoque (Ahamed)	Director	627,000	2.0018
Sayeda Rashida Yasmin	Director	626,500	2.0002
AIBL Capital Market Services Ltd. (Represented by Reza Ur Rahman)	Nominee Director	1,313,823	4.1946
Dhaka Cotton Company Ltd. (Represented by Sk Md. Samiul Islam)	Nominee Director	660,000	2.1071
Shyamol Equity Management Ltd. (Represented by Md. Sajedul Islam)	Nominee Director	627,000	2.0018
Solar Electro Bangladesh Ltd. (Represented by DM Majibor Rahman)	Nominee Director	645,777	2.0617
Monjur Md. Shaiful Azam, FCMA	Independent Director	N/A	N/A
Muhammad Nazmuzzaman	Independent Director	N/A	N/A
MS. Rina Sultana Kibria	Independent Director	N/A	N/A
Total		**9,398,318**	**30.00**

Board and Sub-committee Meetings and Attendance:

During the financial year, Eight (08) meetings of the Board of Directors of the Company, four (4) meetings of the Audit Committee and Two (2) meetings of the Nomination & Remuneration Committee were held. The Directors who could not attend the meetings were granted leave of absence. The number of Board meeting held during the period (FY: 2024-2025) and attendance by each director:

Shareholdings by	Designation	Attendance
Mr. Khandaker Sakib Ahmed	Chairman	8
Mr. Ubaida Asadi	Managing Director	8
Mr. Atiqul Alam Chowdhury	Director	7
Mr. ATM MahbubulAlam	Director	-
Mrs. Shadika Mahbub	Director	-
Mr. Md. Anisuzzaman	Director	-
Mr. A.N.M Yeahea	Director	2
Mr. Khalilur Rahman	Director	4
Barrister Khandaker Reza-E-Raquib	Director	2
Mr. Ahamedul Hoque (Ahamed)	Director	7
Mrs. Syeda Rashida Yasmin	Director	6
AIBL Capital Market Services Ltd (Represented by Mr. Md. Rezaur Rahman FCMA)	Nominee Director	8
Shyamol Equity Management Ltd (represented by Mr. Md. Sajedul Islam)	Nominee Director	2
Dhaka Cotton Company Ltd. (represented by Mr. SK. Md. Samiul Islam)	Nominee Director	2
Solar Electro Bangladesh Ltd. (represented by Engr. DM Majibar Rahman)	Nominee Director	7
Monjur Md. Shaiful Azam, FCMA	Independent Director	7
Muhammad Nazmuzzaman	Independent Director	7
MS. Rina Sultana Kibria	Independent Director	6

Directors' Retire & Re-Elected

The name of the present Directors are mentioned in this report. As per section 91(2) and regulation 79 of the first schedule of the Companies Act 1994, Mr. Ubaida Asadi, Mr. DM Majibar Rahman), and Mrs. Syeda Rashida Yasmin, Director of the company shall retire in the 25th Annual General Meeting by rotation and being eligible, offer himself for re-appointment as per Article 132 of the Articles of Association of the company.

Directors Remuneration

No Remuneration is paid to the Directors of Intech Limited. Board meeting Attendance fee of Independent Director is paid by 8,000(Eight Thousand) Taka including VAT and TAX.

Corporate & Financial Reporting:

The Financial Statements together with the notes thereon have been drawn up in conformity with the Companies Act, 1994 and Securities and Exchange Rules 2020. These statements fairly present the company's state of affairs, the result of its operations, cash flows and changes in equity.

In compliance with the requirement of Bangladesh Securities and Exchange Commission's Notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018, the Managing Director and the Chief Financial Officer have given their declarations about the fairness of the Financial Statements.

Books of Accounts

Proper books of accounts of the Company have been maintained. Accounting policies Appropriate Accounting Policies have been consistently applied in the preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment.

Application of IAS and IFRS

The Company as per Para-12 of Securities & Exchange Rule-1987, with the following International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs) as adopted by The Institute of Chartered Accountants of Bangladesh (ICAB) in preparing the financial statements mentioning in Audit Report.

Internal Control

The systems of internal control are sound and have been effectively implemented and monitored.

Related Party Transaction

As per International Accounting Standards IASs 24: Related Party Disclosures, parties are considered to be related if one of the parties has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The Company carried out transactions in the ordinary course of business on an arm's length basis at commercial rates with its related parties.

Variance between Quarterly and Annual Financial Statements:

There was no significant variance between quarterly financial performance and annual financial statements during the year of reporting.

Directors' Declaration as to Financial Statements

As part of the preparation and presentation of the financial statements, the Directors also report that: We have made appropriate inquiries of members of the Board and officers of the company with the relevant knowledge and experience. Accordingly, we confirm, to the best of our knowledge and belief, the following representations:

The financial statements referred to above are presented fairly, in all material respects, in accordance with applicable International Accounting Standards (IAS) as adopted.We have made available to you all books of account and supporting documentation and all minutes of meetings of the Governing body. There has been no known actual or possible non-compliance with laws and regulations that could have a material effect on the financial statements in the event of non-compliance. All transactions have been recorded in the accounting records and are reflected in the financial statements.

Auditors' Observation / Emphasis of Matter and Management Response

1. Going Concern

The Company incurred net shareholder equity of Tk. (13,977,684), has negative retained earnings and negative EPS, raising substantial doubt about going concern. The current Board (appointed 2020) identified fabricated/overstated assets by prior management and requested a special audit (BSEC-appointed). Financials were restated under IAS 8. Directors have been injecting capital (directors' loans) since 2020. New projects and operational improvements are underway to restore profitability; management believes these plans provide a path to maintain going concern.

2. Unclaimed Dividends (Tk. 246,640)

Unclaimed dividends carried forward from 30 June 2021; may require transfer to CMSF under BSEC rules. The Board is aware and will verify and reconcile unclaimed dividends and take necessary steps to comply with BSEC regulations, including any required transfer to CMSF.

3. Paid-up Capital Documentation

Auditors could not obtain up-to-date Schedule X, share certificates or share register; annual return (Schedule X) was not submitted as required. The Company is arranging updated statutory records (Schedule X, share register) and will regularize compliance with Section 36 of Companies Act, 1994 at the earliest.

4. Withholding Tax Returns

Withholding tax returns were not submitted regularly, not complying with section 177 of Income Tax Act 2023.Operations were substantially reduced and suppliers were generally tax-exempt; material AIT deductions were minimal. Management acknowledges the requirement and undertakes to ensure timely submission of withholding tax returns going forward.

5. Receivable from Teletalk (Tk. 3,068,351)

No movement since 2023. Management has been actively following up with Teletalk, held meetings and received verbal assurance; meeting minutes and follow-up notices have been shared with auditors. Recovery efforts will continue.

6. Manual VAT Returns (Mushak-9.1)

VAT returns are submitted manually which can present compliance risks.Manual submission remains permissible and returns were submitted within statutory deadlines. Management is evaluating transition to online VAT filing to improve compliance and accuracy.

Membership with BAPLC

Being a publicly traded Company, Intech Limited has membership with the Bangladesh Association of Publicly Listed Companies (BAPLC). A certificate of BAPLC membership has been given in this annual report.

Human Resources

INTECH fully recognizes that human resources are the integral and most valuable assets for INTECH Limited in its pursuit of business excellence. We always endeavor to establish and sustain an open and enabling environment where our people can work with self-respect, dignity and spirit of team work. Our employees are also given opportunity to demonstrate their knowledge and skill which, on the one hand help INTECH's growth and on the other hand facilitate their smooth career progression. Our female employees work in a very congenial atmosphere and they receive fair and equitable treatment and recognition. We believe that our investments in Human Resource Development are key to sustainable growth and profit orientation. The total strength of the Company's employees at the end of the year stood at more than 14 employees. The Company puts great emphasis on training and provides resources and opportunities for development to its employees. We have also created a healthy and productive environment, together with a strong performance management system to encourage excellence.

Acknowledgement

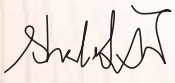
The Members of the Board of Directors of Intech Limited would like to put on record its deep appreciation to the valued Shareholders and other stakeholders of the Company for their unwavering support and guidance to the company which helped it to achieve new heights in its overall performance. The Board acknowledge with gratitude the pivotal cooperation received from the Bangladesh Telecommunication Regulatory Commission (BTRC), Bangladesh Bank, Registrar of Joint Stock Companies and Firms (RJSC), Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange (DSE), Chittagong Stock Exchange PLC (CSE), National Board of Revenue (NBR), Central Depository Bangladesh Limited (CDBL), Company's bankers, and other authorities, organizations and institutions. We recognize with thanks our shareholders' trust and confidence in the company. Finally, we take strong note of our customers, local and foreign, who continue to contribute significantly to company's prosperity. It is our belief that support and guidance of our esteemed stake holders will remain intact in the years ahead. For and on behalf of the Board of Directors of Intech Limited.

Conclusion

As such, we firmly hope to attain our planned growth of operation through the ongoing operation and business diversification initiatives with the far-reaching guidance and support of our regulatory authority as well as your valuable collaboration and continued trust.

The Board would like to thank you all for your participation in the AGM, and for your continued interest and support for the Company.

On behalf of the Board of Directors,



Khandaker Sakib Ahmed
Chairman

Code of Conduct the Chairperson, Board of Directors and Chief Executive Officer

1.00 OVERVIEW PREFACE:

This Code of Conduct for the Chairperson, other Board members and Chief Executive Officer (hereinafter referred to as "the Code") has been framed and adopted by Intech Limited (hereinafter referred to as "the Company or Intech") in compliance with the requirements of the Condition 1 (7) of Corporate Governance Code Notification BSEC/CMRRCD/2006-158 /207/Admin/80 Dated: 3 June 2018 of Bangladesh Securities and Exchange Commission. This Code is intended to provide guidance to the Chairperson, other Board members and Chief Executive Officer to manage the affairs of the Company in an ethical manner. The purpose of this code is to recognize and emphasize upon the ethical behavior and to develop a culture of honesty and accountability. This Code of Conduct attempts to set forth the guiding principles on which the Chairperson, other Board members and Chief Executive Officer shall operate and conduct themselves with the stakeholders, government and regulatory agencies, employees, customers and suppliers and anyone else with whom it is connected.

APPLICABILITY:

This Code shall be applicable and binding on the Chairperson, other Board members and Chief Executive Officer of the Company. The Chairperson, other Board members and Chief Executive Officer shall continue to comply with other applicable / to be applicable policies, rules and procedures of the Company.

2.00 DEFINITIONS & INTERPRETATION

Unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:

"Chairperson" shall mean the Chairman of the Board of Directors of the Company.

"Board" shall mean the Board of Directors of the Company.

"Directors" shall mean directors on the Board.

"Company" shall mean Intech Limited.

3.00 PRINCIPLES OF THE CODE

The Chairperson, other Board members and Chief Executive Officer of the Company shall act within the authority conferred upon them, in the best interests of the Company and observe the following:

PRUDENT CONDUCT AND BEHAVIOR:

The Chairperson, other Board members and Chief Executive Officer shall act honestly, ethically, in good faith and in the best interest of the Company.

Whilst carrying out the duties, the Chairperson, other Board members and Chief Executive Officer shall ensure that it is executed in terms of the authorizations granted and within the limits prescribed under the relevant policies, codes, guidelines and other directives issued by the Board of Directors of the Company from time to time. The Chairperson, other Board members and Chief Executive Officer shall refrain from indulging in any discriminatory practice or behavior based on race, color, sex, age, religion, ethnic or national origin, disability or any other unlawful basis. The ethical conduct, performance and skills shall be the qualifying indicatives for an employee's performance. The Chairperson, other Board members and Chief Executive Officer shall conduct themselves in a professional, courteous and respectful manner and shall not take any improper advantage of their position. The Chairperson, other Board members and Chief Executive Officer shall use the Company's assets property, proprietary information and intellectual rights for business purposes of the Company and not for any personal benefits or gains.

CONFIDENTIALITY:

The Chairperson, other Board members and Chief Executive Officer should conduct themselves so as to meet the expectations of operational transparency of the stakeholders while at the same time maintaining confidentiality of information in order to foster a culture conducive to good decision making. "Confidential information" includes, amongst others, all information of the Company not authorized by the management of the Company for public dissemination. All confidential information must be held in confidence, unless authorized by the Board o otherwise permissible in accordance with this Code; or the same is part of the public domain at the time of disclosure; or is required to be disclosed in accordance with applicable law.

CONFLICT OF INTEREST:

The Chairperson, other Board members and Chief Executive Officer shall not enter into any transaction which is or may likely to have a conflict with the interest of the Company.

The Chairperson, other Board members and Chief Executive Officer should disclose to the board whether they directly, indirectly or on behalf of third parties have a material interest in any transaction or matter directly affecting the Company. All transactions having conflict of interest should be carried out in accordance with law and be fully disclosed to the Board of Directors.

COMPWANCE WITH LAWS, RULES AND REGULATIONS:

The Chairperson, other Board members and Chief Executive Officer shall ensure compliance with the legal/regulatory requirements as applicable to the business of the Company and endeavor that before any directions are given or decisions taken, relevant legal/regulatory requirements are taken into account.

PROHIBITION OF INSIDER TRAIDING:

The Chairperson, other Board members and Chief Executive Officer shall comply with all laws, rules, and regulations governing trading in the shares of the Company and the Company's Code of Conduct for Prohibition of Insider Trading in dealing with the securities of the Company which, inter-alia, prohibits buying or selling of the Company's securities on the basis of any unpublished price sensitive information and prohibits disclosure of such information to any other person (including relatives) where such information may be used by such person for his or her personal benefit or gain.

The Chairperson, other Board members and Chief Executive Officer should comply with the provision of the Companies Act, 1994 and applicable rules and regulations issued by the Bangladesh Securities Exchange Commission, Dhaka Stock Exchange and Chittagong Stock Exchange, insofar as they relate to prohibitions on insider trading.

RELATIONSHIP WITH ENVIRONMENT:

The Chairperson, other Board members and Chief Executive Officer should cause the Company to strive to provide a safe and healthy working environment and comply, in the conduct of the business affairs of the Company, with all regulations regarding the preservation of the environment of the industry it operates in.

The Company should be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment in accordance with the applicable laws.

RELATIONSHIP WITH ENVIRONMENT:

The Chairperson, other Board members and Chief Executive Officer should strive for causing the Company to maintain cordial employee relations. The Chairperson, other Board members and Chief Executive Officer should cause the Company to build competency based human resource systems and maintain human resource policies that have been directed at managing the growth of the organization efficiently. The Chairperson, other Board members and Chief Executive Officer should assist the Company in further aligning its human resource policies, processes and initiatives to meet its business needs.

RELATIONSHIP WITH CUSTOMERS:

The Chairperson, other Board members and Chief Executive Officer should ensure that the Company is committed to supply products and services of the highest quality standards backed by efficient after-sales service consistent with the requirements

of the customers to ensure their total satisfaction. The Chairperson, other Board members and Chief Executive Officer should ensure that Company will properly engage in product advertising, publicity, and sales promotion activities to avoid misleading the customers. The Chairperson, other Board members and Chief Executive Officer should ensure that the Company will engage in free and open competition with competitors to maintain its stance as a company trusted by customers and society.

RELATIONSHIP WITH SUPPLIERS:

This Code contains general requirements applicable to all suppliers to Company. Particular supplier contracts may contain more specific provisions addressing some of these same issues. Nothing in this Code is meant to supersede any specific provision in a particular contract, and to the extent there is any inconsistency between this Code and any other provision of a particular contract, the other provision will prevail. The Chairperson, other Board members and Chief Executive Officer should act in the best interest of the Company. Accordingly, the Chairperson, other Board members and Chief Executive Officer should have no relationship, financial or otherwise, with any supplier that might conflict, or appear to conflict, with the Chairperson, other Board members and Chief Executive Officer's obligation to act in the best interest of Company.

INDEPENDENCY:

The Chairperson, other Board members and Chief Executive Officer should remain independent in all material respects. The Chairperson, other Board members and Chief Executive Officer should act impartial to the Employees, Customers, Suppliers, Shareholders and other Stakeholders.

4.00 COMPLIANCE WITH THE CODE:

This Code has not specifically addressed every potential form of unacceptable conduct and it is expected that the Chairperson, other Board members and Chief Executive Officer will exercise good judgment in compliance with the principles set out in this Code. The Chairperson, other Board members and Chief Executive Officer have a duty to avoid any circumstances that would violate the letter or spirit of the Code.

Code of Conduct of Nomination and Remuneration Committee

OBJECTIVE:

In keeping with the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission through its notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018, the Board of Directors of Intech Limited and based on the recommendation of Nomination and Remuneration Committee adopted this Policy on Nomination of Directors, Key Managerial Personnel and Senior Management of the Company.

DEFINITIONS:

"Act" means the Companies Act, 1994 as amended from time to time.

"Code" means the Corporate Governance Code issued by Bangladesh Securities and Exchange Commission through its Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018 as amended from time to time.

"Board' means Board of Directors Of the Company.

"Company" means Intech Limited.

"Employee" means employee of the Company,

"Key Managerial Personnel" (KMP) refers to key managerial personnel includes

(i) Managing Director (MD), or Chief Executive Officer (CEO);

(ii) Head of Internal Audit & Compliance (HIAC)

(iii) Chief Financial Officer (CFO); and

(iv) Company Secretary (CS);

"Listing Regulations" means DSE and CSE Listing Regulations 2015 as amended from time to time.

"Nomination and Remuneration Committee" (NRC) means Nomination and Remuneration Committee of Board of Directors of the Company.

"Senior Management" or "Senior Management Personnel" means employees of the company, who are one level below the MD/CEO, and shall include but not limited to, Head of Internal Audit & Compliance, Company Secretary, and Chief Financial Officer.

I) GENERAL APPOINTMENT CRITERIA:

a) The NRC shall consider the ethical standards of integrity & probity, qualification, positive attributes, expertise, experience and independence of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his/her appointment.

b) The Company should ensure that the person so appointed as Director and Independent Director does not stand disqualified under the Companies Act, 1994, Listing Regulations and Corporate Governance Code of BSEC or any other enactment for the time being in force.

c) The Director and Independent Director shall be appointed as per the procedure laid down under the applicable provisions of the Companies Act, 1994, Listing Regulations and Corporate Governance Code of BSEC or any other enactment for the time being in force.

II) OTHER APPOINTMENT CRITERIA:

Enhancing the competency of the Board and attracting as well as retaining talented employees for role of KMP/ Senior Management Personnel shall be the basis for the NRC to select a candidate for his/her appointment. When recommending a candidate for appointment, the Committee shall be:

Assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits in diversifying the Board;

a) The extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing Directors/ KMP/Senior Management Personnel and enhance the efficiency of the Company;

b) The qualification, skills and experience that the appointee brings to the designated role and how an appointee will enhance the skill sets and experience of the Board/Company as a whole;

c) The nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;

d) The appointment of Independent Directors shall be subject to compliance of provisions of the Condition No. 1(2) and (3) of the Code,

III) TERM/ TENURE OF APPOINTMENT OF MANAGING DIRECTOR AND INDEPENDENT DIRECTOR:

a) Managing Director:

The Company shall appoint or re-appoint any person as its Managing Director for a term not exceeding five years at a times

b) Independent Director:

i) An Independent Director shall hold office for a period of 3 (three) years, which may be extended for I (one) tenure only

ii) A former independent director may be considered for reappointment for another tenure after a time gap of one tenure, i.e., three years from his/her completion of consecutive two tenures [i.e., six years].

iii) At the time of appointment of Independent Director, it is to be ensured that, s/he is not serving in more than 4 (four) listed companies as Independent Director.

IV) REMOVAL:

Due to any disqualification mentioned in the Companies Act, 1994, Listing Regulations and Corporate Governance Code of BSEC or under any other applicable Act, rules, and regulations there under, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations. The removal shall also be based on principles of natural justice.

AMENDMENT AND DISCLOSURES:

Subject to the approval of the Board, the Nomination and Remuneration Committee reserves its right to review and recommend for amending this Policy, as and when required, to ascertain its appropriateness as per the needs of the Company.

A summary of this Policy will be included annually in the Annual Report. This Policy will also be available on the company's website.

AUDIT COMMITTEE REPORT

The Board of Directors of Intech Limited has constituted an Audit Committee according to the conditions of Bangladesh Securities and Exchange Commission's (BSEC) guidelines as stated in the Compliance Report enclosed with the Directors' Report. The committee comprises of-

1. Mr. Monjur Md. Shaiful Azam, FCMA
2. Atiqul Alam Chowdhury
3. Mr. Rezaur Rahman, FCMA and
4. Mr. DM.Majibor Rahman
5. Mr. Md. Saddam Hossain, Company Secretary

Where, Mr. Monjur Md. Shaiful Azam, FCMA in an Independent Director and also the Chairman of the Committee. Mr. Md. Saddam Hossain, Company Secretary, functions as the Secretary of the Committee.

The Audit Committee is appointed by the Board and all the members are Non-Executive Directors. All members of the Audit Committee are financially literate and are able to analyze and interpret financial statements, and they effectively discharge their and responsibilities as members of the Audit Committee.

Purpose of Audit Committee

The role of Audit Committee is to monitor and review the integrity of the financial statements of the Company, and, when appropriate, make recommendations to the Board on business risks, internal controls and compliance. The Committee satisfies itself, by means of suitable steps and appropriate information, that proper and satisfactory internal control systems are in place to identify and contain business risks and that the company's business is conducted in a proper and economically sound manner. The key responsibilities of the Audit Committee include:

1. Monitor the integrity of the financial reporting process ensuring compliance to accounting policies, standards and principles.
2. Monitor internal control and business risk management process.
3. Monitor and review the effectiveness of internal audit function.
4. Oversee hiring and performance of external auditors.
5. Other matters as per terms of reference of Audit Committee.

Authority

The Audit Committee is authorized by the Board to review the activity within the business as per its terms of reference. It is authorized to seek any information it requires from, and require the attendance at any of its meetings of, any director or member of management, and all employees are expected to co-operate with any request made by the Committee.

The Committee is also authorized to have information and advice from the Company's Legal Advisor, Tax Consultant and Statutory Auditor if required. The terms of reference of Audit Committee may be amended from time to time as required for the business in line with BSEC notifications subject to approval by the Board.

Meeting Attendance

The Audit Committee met 4 (Four) times during the period. All the members were present in all meetings of the Committee. The details of attendance of each member at the Audit Committee meetings during 2024-2025 are as follows:

Sl#	Name of Members	Designation in committee	Meeting Held	Meeting Attended
01	Mr. Monjur Md. Shaiful Azam, FCMA (Independent Non-Executive Director)	Chairman	04	04
02	Mr. DM Majibor Rahman (Non-Executive Nominated Director)	Member	04	04
03	Atiqul Alam Chowdhury (Non-Executive Director)	Member	04	04
04	Mr. Md. Rezaur Rahman, FCMA (Non-Executive Nominated Director)	Member	04	04
05	Md. Saddam Hossain Company Secretary	Member Secretary	04	04

Summary of Activities 2024-2025

The Committee carried out its duty in accordance with terms of reference of the Audit Committee. During the period, the Audit Committee carried out the following activities:

Financial reporting:

Reviewed the quarterly and annual audited financial statements of the Company, along with the CFO and MD, focusing particularly on significant changes to accounting policies and practices, adjustments arising from the audits, compliance with accounting standards and other legal requirement before recommending them to the Board for approval.

The Committee reviewed the impact, on the financial statements, of the changes in various accounting standards and regulatory requirements which came into effect in the reporting period.

Also, the Committee recommended additional information and disclosures in the financial statement, vis-a-vis the Company's expansion and diversification in the last reporting period. In particular, more elaborate disclosures have been provided, in the financial statements, for the Company's diversified businesses in the fisheries and real estate (hospitality) sector. The Committee discussed and reviewed the appropriate accounting policies (biological assets, not-current assets held for sale etc.) to be adopted for the newly include business activities.

Internal audit:

1. Reviewed internal audit reports and corresponding actions to improve controls as agreed by management.
2. Reviewed status reports of internal audit to ensure that appropriate actions had been taken to implement the audit recommendations.

External audit

1. Reviewed with the external auditors the Company's Statement of Internal Control before recommending the same for inclusion in the Company's Annual Report 2024-2025.
2. Reviewed the findings arising from audits, particularly the qualifying points in the audit opinion, before recommending them to the Board of Directors for approval.
3. Reviewed the external auditors' audit plan including its nature and scope, audit report, evaluation of internal controls and coordination of the external auditors.
4. Recommended to the Board, the appointment of the auditor M/S Islam Quazi Shafique & Co., Chartered Accountants, for the next year.
5. Recommended to the Board, the appointment of the Compliance auditor JASMIN & ASSOCIATES, Chartered Secretaries for the next year.

Azam

Monjur Md. Shaiful Azam, FCMA
Independent Director
Chairman, Audit Committee

Nomination and Remuneration Committee (NRC):

Nomination and Remuneration Committee (NRC):

In accordance with the notification of Bangladesh Securities and Exchange Commission's (BSEC) on Corporate Governance Code No. BSEC/CMRRCD/2006-158/207/Admin/80 date 03 June 2018 and Board of Directors of Intech Limited constituted a Nomination and Remuneration Committee (NRC).

Composition of the Nomination and Remuneration Committee (NRC):

01. Ms. Rina Sultana Kibria	(Independent Director)	Chairman.
02. Mr. Atiqul Alam Chowdhury	(Non-Executive Director)	Member
03. DM Majibor Rahman	(Non-Executive Director)	Member
04. Md. Rezaur Rahman	(Non-Executive Director)	Member
05. Md. Saddam Hossain	Company Secretary	Member Secretary

Company Secretary functions as the secretary of the Nomination and Remuneration Committee.

During the Financial year 2024-2025 ended 30 June 2025 two meeting was held of Nomination and Remuneration Committee on September 05, 2024 and August 22, 2024. All the members of the company were present in the meeting. In accordance with the notification of Bangladesh Securities and Exchange Commission's (BSEC) on Corporate Governance Code No. BSEC/CMRRCD/2006-158/207/Admin/80 date 03 June 2018, Role of the Nomination and Remuneration Committee:

Nomination and Remuneration Committee (NRC).

01. Responsibility to the Board of Directors

i. The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;

ii. 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;

iii. 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).

2. Role of the NRC

i. NRC shall be independent and responsible or accountable to the Board and to the shareholders;

ii. NRC shall oversee, among others, the following matters and make report with recommendation to the Board:

iii. 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:

01. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;

02. the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

03. 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;

04. devising a policy on 8oard's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality

05. 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;

06. formulating the criteria for evaluation of performance of independent directors and the Board;

07. identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and

08. developing, recommending and reviewing annually the company's human resources and training policies;

iv. 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.

NRC Activities 2024-2025

Mr. Md. Saddam Hossain, Company Secretary informed to the board that we need to re-form NRC as per Corporate Governance Code of Bangladesh Securities and Exchange Commission as Mr. Mohammed Forkan Uddin FCA, has withdrawn from the position of chairman of NRC dated September 01, 2024. After his withdrawn the position of Chairman is vacant, the Board of Intech limited appointed **Ms. Rina Sultana Kibria (Independent Director)** as chairman of NRC committee and others members will be same as before.

After a detailed discussion in this regard, the Nomination and Remuneration (NRC) Committee is reconstituted unanimously as follows:

Sl. No	Partculars	Remarks
01.	Ms. Rina Sultana Kibria (Independent Director)	Chairman
02.	Atiqul Alam Chowdury (Non-Executive Director)	Member
03.	DM Majibor Rahman (Non-Executive Director)	Member
04.	Md. Rezaur Rahman (Non-Executive Director)	Member
05	Md. Saddam Hossain (Company Secretary)	Member Secretary

Having no other business issues, the meeting ended with a vote of thanks to and from the Chair.

On behalf of the Nomination and Remuneration Committee.



Rina Sultana Kibria
Chairman
Nomination and Remuneration Committee

INTECH LIMITED

Annexure-A

Declaration by Chief Executive Officer and Chief Financial Officer

To
The Board of Directors
Intech Limited

30 October 2025

Subject: Declaration on Financial Statement for the year ended on June 30, 2025

Dear Hon'ble Sirs,

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

(1) The Financial Statement of Intech Limited for the year ended on June 30, 2025 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:

(6) The management's use the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to continue as a going concern.

In this regard, we also certify that: -

(i) We have reviewed financial statements of Intech Limited for the period ended June 30, 2025 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 a 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 Code of Conduct for the Company's Board of Director or its members.

Sincerely yours,

DM. Majibor Rahman, Director
For, Chief Executive Officer

Md. Azam Ali
Chief Financial Officer

Auditors' Report On Compliance On the Corporate Governance Code of BSEC

www.intech.com.bd

Jasmin&Associates
Chartered Secretaries

Report to the Shareholders of
INTECH LIMITED
on compliance on the Corporate Governance Code

We have examined the Compliance status to the Corporate Governance Code by Intech Limited for the year ended on June 30, 2025. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

(a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission except condition no 1(2)(a), 1(2)(d), 3(1)(a), 3(2);

(b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;

(c) Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws; and

(d) The Governance of the company is satisfactory.

Place: Dhaka
Dated: November 25, 2025

Jasmin & Associates ★ Jasmin Akter, FCS ★ F-200 L-008 ★ Chartered Secretaries ★

For: Jasmin & Associates
Chartered Secretaries

Jasmin Akter, FCS
Managing Partner

55/B Noakhali Tower (10th Floor), Suite : 11-F, Purana Paltan, Dhaka-1000, www.jasminandassociates.com
E-mail: jasminandassociates@gmail.com, jasminmizan123@yahoo.com, Phone : 02-9574125, 01712644440, 01711-076815

INTECH LIMITED

Status of Compliance with the Corporate Governance Code (CGC)
For the year ended 30th June 2024

ANNEXURE-C
As Per condition no.1(5)(xxvii)

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

(Report under Condition No. 9.00)

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	**Board of Directors.-**			
1(1)	**Size of the Board of Directors**			
	The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not to be less than 5 (five) and more than 20 (twenty).	√		The Board is comprised of 17 Directors.
1(2)	**Independent Directors**			
1(2)(a)	At least 2 (two) directors or One-fifth (1/5) of the total number of directors in the company's board, whichever is higher, shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s):		√	There are 03(Three) Independent Directors
1(2)(a)(i)	Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company;	√	-	The company has appointed one Female Independent Director dated 07.09.2024
1(2)(b)	**Without contravention of any provision of an other laws, for the purpose of this clause,an "independent director" means a director-"**			
1(2)(b)(i)	Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	√		
1(2)(b)(ii)	Who is not a sponsor of the company and is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company:	√		
1(2)(b)(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years;	√		-
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	√		-
1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	√		-
1(2)(b)(vi)	Who is not a shareholder, director excepting independent direct or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	√		-
1(2)(b)(vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	√		-
1(2)(b)(viii)	Who is not an independent director in more than 5 (five) listed companies;	√		-
1(2)(b)(ix)	Who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh bank for non-payment of any loan or advance or obligation to a bank or a financial institution; and''	√		-
1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude;	√		-
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM) : Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company;	√		-
1(2)(c)(1)	"Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee(NRC) of the company;''	√		-
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days;		√	
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only:	√		-
1(3)	**Qualification of Independent Director.-**			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	√		-
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or registered business association;or''	-	-	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;	√		-

Jasmin & Associates
Jasmin Akter, FCS
F-200
L-008
Chartered Secretaries

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(3)(b)(iii)	Former or existing 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: Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service;or''	-	-	N/A
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;	-		
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	√	-	N/A
1(3)(c)	The independent director(s) 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.	-	-	N/A
1(4)	**Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer.-**			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	√		-
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	√		-
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	√		-
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive officer;	√		-
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from 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.	-	-	No such event arose
1(5)	**The Directors' Report to the Shareholders**			
1(5)(i)	An industry outlook and possible future developments in the industry;	√		-
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);	-	-	No such event arose
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 through any others instruments;	-	-	No such case during the year
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.;	-	-	No such case during the year
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial Performance and Annual Financial Statements;	√		-
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	√		
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	√		-
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	√		-
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	√		-
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	√		-
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	√	-	
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	√		-
1(5)(xvii)	A statement that there is no Significant doubt upon the issuer company's ability to continue as going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	√		-

Jasmin & Associates Jasmin Akter, FCS Chartered Secretaries F-200 L-008

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
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;	√	-	Poor financial performance and negative net profit after tax.
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;	-	-	N/A
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);	√		-
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance their spouses and minor children (name- wise details);	√		-
1(5)(xxiii)(c)	Executives;	-	-	NA
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details).	-	-	NA
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:-			
1(5)(xxiv)(a)	a brief resume of the director	√		-
1(5)(xxiv)(b)	nature of his/her expertise in specific functional areas;	√		-
1(5)(xxiv) (c)	Names of companies in which the person also holds the directorship and the membership of committees of the board.	√		-
1(5)(xxv)	A management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in 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;	-	-	No such changes during the year
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; and	√		-
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.	√		As the CEO position is vacant, Mr. DM. Majibor Rahman (Director) acts as the CEO's rule.
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(5)(xxviii)	The Directors' report to the Shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.''	√		-
1(6)	**Meetings of the Board of Directors**			
	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), for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	√		-
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company	√		

Jasmin & Associates Jasmin Akter, FCS F-200 L-008 Chartered Secretaries

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
2	**Governance of Board of Directors of Subsidiary Company:-**	**TDL doesn't have any subsidiary Company**		
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;			N/A
2(b)	At least 1 (one) independent director of the Board of the holding company shall be a director on the Board of the subsidiary company;			N/A
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company.			N/A
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;			N/A
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.			N/A
3.	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)(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);		√	As CEO position is vecent, Mr. DM. Majibor Rahman (Director) act as CEO's rules.
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	√		-
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	√		-
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	√		-
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	√		-
3(2)	**Requirement to attend Board of Director's Meetings**			
3(2)(a)	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board:		√	Only HIAC does not attend in Board Meeting
3(3)	**Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer(CFO)**	**Mr. DM. Majibor Rahman, Director of the Board acts as CEO position**		
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:			
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	√		-
3(3)(a)(ii)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	√		-
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent illegal or violation of the code of conduct for the company's Board or its member;	√		-
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		Mr. Majibor Rahman (Director) acts as CEO rules
3(3)(c)(i)	Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group reduction of cost or for technical expertise, with prior approval of the commission:	√		CFO & CS are different pereson
	Provided further that the remunartion and perquisites of the said CFO or CS shall be shares by appointing companies proportionately;			
4.	**Board of Director's Committee.- For ensuring good governance in the company, the Board shall have at least following sub-committees:**			
4(i)	Audit Committee;	√		-
4(ii)	Nomination and Remuneration Committee	√		-
5.	**Audit Committee.-**			
5(1)	**Responsibility to the Board of Directors**			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	√		-
5(1)(b)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	√		-
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)(a)	The Audit Committee shall be composed of at least 3 (three) members;	√		Audit Committee (AC) is comprised of 3 (Three) members with 01(One) Independent Directors
5(2)(b)	The Board shall appoint members of the audit committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1(one) independent director;	√		-
5(2)(c)	All members of the audit committee should be "financially literate" and at least I (one) member shall have accounting or related financial management background and 10(ten)years of such experience;	√		-

Jasmin & Associates Jasmin Akter F-200 L-008 Chartered Secretaries

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 60 (sixty) days from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	√		-
5(2)(e)	The company secretary shall act as the secretary of the Committee.	√		-
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√		-
5(3)(a)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an Independent director;	√		-
5(3)(b)	In the absence of the Chairperson of the audit committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No.5(4)(b) and the reason of absence of the regular chairperson shall be duly recorded in the minutes.	√		-
5(3)(c)	Chairperson of the Audit Committee shall remind present in the Annual General Meeting (AGM):	√		-
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year: Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;	√		-
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		-
5(5)	The Audit Committee shall:-			
5(5)(a)	Oversee the financial reporting process;	√		-
5(5)(b)	Monitor choice of accounting policies and principles;	√		-
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance plan and review of the Internal Audit and Compliance Report;	√		-
5(5)(d)	Oversee hiring and performance of external auditors.	√		-
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		-
5(5)(f)	Review along with the management, the annual financial statements before submission to the board for approval;	√		-
5.5(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval;	√		-
5.5(h)	Review the adequacy of internal audit function;	√		-
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		-
5(5)(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 purpose stated in relevant offer document or prospectus approved by the Commission:	-	-	N/A
5(6)	**Reporting of the Audit Committee**			
5(6)(a)	**Reporting to the Board of Directors**			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		-
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:-			
5(6)(a)(ii)(a)	report on conflicts of interests;	-	-	No such Incidence arose
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements; control system;	-	-	No such Incidence arose
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;	-	-	No such Incidence arose
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	-	-	No such Incidence arose
5(6)(b)	**Reporting to the Authorities:-**			
	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board 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 reportable incidence arose

Jasmin & Associates Jasmin Akter, F.C.S. F-200 L-008 Chartered Secretaries

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
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 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	√		-
6.	**Nomination and remuneration Committee(NRC).-**			
6(1)	**Responsibility to the Board of Directors**			
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	√	-	
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	√	-	
6(2)	**Constitution of the NRC**			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	√	-	
6(2)(b)	At least 02(two) 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 case arose
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 form such external expert and/or member(s) of staff shall be required or valuable for the Committee;	-	-	No such occurrence 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 Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	√	-	
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders:	√	-	
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;	-	-	No such case arose after formation of 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; and	√	-	
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	√	-	
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	√	-	

Jasmin & Associates Jasmin Akter FCS F-200 L-008 Chartered Secretaries

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	√	-	
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	√	-	
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;	√	-	
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies;	√	-	
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	√	-	
7.	**External or Statutory Auditors**			
7(1)	The issuer 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 system design and implementation;	√		-
7 (1) (iii)	Book-keeping or other services related to the accounting records or financial statement;	√		-
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 services 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 ant 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 regulations of the concerned stock exchange(s)	√		-
9.	**Reporting and Compliance of Corporate Governance.-**			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the Shareholders in the annual general meeting.	√		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	√		



INDEPENDENT AUDITOR'S REPORT

2024-2025

INTECH LIMITED

www.intech.com.bd

Mahamud Sabuj & Co.

Chartered Accountants

Independent Auditor's Report

To the Shareholders of

INTECH LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of INTECH LIMITED which comprise the financial position as at 30th June, 2025 and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view in all material respects of the financial position of the Company as at 30th June, 2025 and 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 Opinion

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

Emphasis of Matter

We draw attention on the following matters in respect of which our opinion is not qualified:

- We draw attention to note – 2.05 "Going Concern" to the financial statements where the management had explained how to continue their future operating activities and how to meet up their present going concern threat. At present the company has faced its going concern threat because of the company incurred a net shareholder equity of Tk. (13,977,684) during the year ended June 30, 2025 and also shown Negative Retained Earnings and Negative Earnings Per Share. But the company has continuous revenue growth comparing with previous year and also subsequent period.
- We draw attention to Note 11.01 (Other Payable-Dividend Payable) in the financial statements, which outlines the company's unclaimed dividends totaling 246,640 which is carry forward from 30th June, 2021. These unclaimed dividends represent a liability that the company must manage in accordance with relevant legal and regulatory requirements. While our audit did not identify any material misstatements related to this liability, the existence of unclaimed dividends may indicate potential issues in shareholder communication and could affect the company's reputation and cash flow management. Management is currently evaluating the appropriate steps to address these unclaimed amounts, including possible outreach to affected shareholders. As per BSEC circular, Dividend remains unpaid/unclaimed or unsettled for a period of 3 years or more has been transferred to Capital Market Stabilization Fund (CMSF) on 15/09/2021 as per BSEC Notification No. BSEC/CMRRCD/2021-391/20/Admin/121, dated on 01 June 2021. Our opinion on the financial statements is not modified in respect of this matter.
- Share Capital (paid-up) was Tk. 313,212,260 of the audited financial statements as at June 30, 2025, against which auditors could not obtain up-to-date Schedule X, share certificate and share register. Accordingly, the lawful existence of the paid-up capital could not be substantiated. It is also noteworthy to mention that the company did not submit Annual Return (Schedule- X) as required by Section 36 of the Companies Act, 1994.
- The company has not submitted the Withholding Tax Returns on a regular basis, thereby failing to comply with the provisions of section 177 of the Income Tax Act, 2023.

- We draw attention to Note-7 of the financial statements, which indicate a balance of BDT 3,068,351 receivable from Teletalk. There has been no movement in this balance since 2023. and the management is in the process for recovery the aforesaid amount.
- During our audit, we noted that the Company has been submitting Value Added Tax (VAT) returns (Mushak-9.1) manually. While this practice has been historically accepted, it presents certain risks, including the potential for delays, errors in calculations, and difficulties in maintaining accurate records. These factors could adversely affect compliance with VAT regulations and timely submissions. To mitigate these risks and enhance operational efficiency, we strongly recommend transitioning to an online submission system for VAT returns.

Key Audit Matters (KAMs)

Key audit matters are those matters that, in our professional judgment, were of most significant in the audit of the financial statement for the year 2025. These matters were addressed in the context of the audit of the financial statement as a whole, and in forming the auditor's opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter in provided in that context.

We have fulfilled the responsibilities described in the auditor's responsibilities for the audit of the financial statement section of our repot, including in relation to those matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risk of material misstatement of the financial statement. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statement.

1	Appropriateness of revenue recognition and disclosures :	How our audit addresses the key audit matter
	The Company recognized revenue of BDT 10,217,434 in its statement of profit or loss and other comprehensive income, and also application of IFRS 15, "Revenue from Contracts with Customers." This material item carries inherent risk due to the complexity involved in accurate recognition, measurement, and recording, particularly regarding discounts. The estimation of these factors is judgmental and complex, posing a risk of misstatement.	We have tested the design and operating effectiveness of key controls focusing on the following: • We assessed the segregation of duties related to invoice creation, credit term authorization, and the assignment of credit limits to customers. • The approval process for the price list and the calculation of discounts, were reviewed to ensure compliance with internal controls. • The Company's processes and controls for revenue recognition were evaluated, focusing on measurement systems and procedures in accordance with IFRS 15 - Revenue from Contracts with Customers. • Key controls related to invoicing, the general ledger, and revenue recognition were tested to ensure accuracy and compliance with contractual terms. • Supporting documentation for service transactions around the year-end was obtained after the year-end were reviewed to ensure revenue was recognized in the correct period. A sample of service transactions was examined with source documents, including credit limits and VAT. • Internal controls over financial reporting were tested, including the verification of recorded revenue by inspecting relevant documents. • Substantive analytical procedures were conducted to analyze revenue trends, and detailed testing of year-end transactions ensured accurate revenue recognition. Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards

Mahamud Sabuj & Co.
Chartered Accountants

2	IAS-36 Impairment of property, Plant & Equipment	How our audit address the key audit matter
	Property, Plant & Equipment (PPE) represents about 73% of the total assets of the Company which is thus a material items to the financial statements, PPE include, Land and Land Development, Building, Pond Excavation, Dam, Dyke being parts of PPE. There is a risk whether market value of those assets could materially decline for because of non-marketability and arise risk of impairment. Management's review regarding determination of impairment involves forecasting and discounting future cash flows and estimation of recoverable amounts which are inherently uncertain. This is one of the key judgmental area that our audit has concentrated on.	Our audit procedures included among others, considering the impairment risk associated with the following different types of assets : • Review the management's assessment of impairment taking consideration of the future economic benefit of the assets ; • Review the internal control system implemented by management for safeguarding of those assets; • Tested the operating effectiveness of key controls over asset including observing the process of management's year end physical; Tested on sample basis the physical condition of the assets whether the assets become idle, obsolesces, damage and there is a plan to discontinue or restructure the operation to which the assets belong.
3	**Measurement of Deferred Tax (Note-05)**	**How our audit address the key audit matter**
	The Company has reported net deferred tax liability totaling BDT 1,833,650 as on 30th June, 2025. The Company's recognition and measurement of deferred tax assets and liabilities involve significant judgment and estimation. These balances arise from temporary differences between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. In particular, the deferred tax liabilities related to Property, Plant and Equipment the deferred tax assets for deductible temporary differences, require careful assessment. The complexity of tax regulations, the assumptions about future taxable profits, and the impact of changes in tax laws increase the risk of material misstatement in this area. Therefore, we identified the recognition and measurement of deferred tax as a key audit matter.	• We evaluated the appropriateness of the Company's deferred tax calculations by reviewing the temporary differences identified. • We have reviewed the accounting depreciation schedule for the accounting depreciated written down value (WDV) and the tax depreciation schedule with WDV to identify temporary differences for calculating deferred tax. • We assessed the assumptions made by management regarding the recoverability of deferred tax assets, including their estimates of future taxable profits. • We reviewed the deferred tax disclosures in the financial statements for compliance with applicable accounting standards. • We examined the consistency of the netting off of deferred tax assets and liabilities where applicable, ensuring that both are levied by the same tax authority. • Finally, we assessed the appropriateness and presentation disclosures as per "IAS 12 Income Tax".

Other Information

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

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

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

If, based on the work we have performed, we conclude that there is no material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Mahamud Sabuj & Co.
Chartered Accountants

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

Management is responsible for the preparation of the financial statements that give a true and fair view in accordance with IFRSs, the companies Act, 1994 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate 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’s 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 audit. We remain solely responsible for our audit opinion.

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

Mahamud Sabuj & Co.
Chartered Accountants

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

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

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, Securities and Exchange Rules 1987, we also report the following:

a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;

b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appeared from our examination of those books; and

c) The statements 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.

d) The expenditure incurred was for the purpose of the Company's business for the year.

Dated, Chattogram
03 November, 2025

Mahamud Sabuj & Co. CTG. Chartered Accountants

For and on behalf of
MAHAMUD SABUJ & CO.
Chartered Accountants

MODDASSAR AHMED SIDDIQUE, FCA
Partner
ICAB Enrollment No.: 0722
FRC Enlistment No.: FRC-CA-001-302
DVC : 2511030722AS804630

INTECH LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2025

PARTICULARS	NOTES	30 JUNE 2025	30 JUNE 2024
ASSETS:			
Non-Current Assets:			
Property, Plant and Equipment (at cost)	4.00	75,993,563	79,797,115
Deferred Tax Assets	5.00	-	-
Total Non-Current Assets		**75,993,563**	**79,797,115**
Current Assets:			
Advance, Deposit & Prepayments	6.00	15,882,015	14,794,007
Trade Receivables	7.00	12,495,496	9,025,687
Investment in Short Term Deposit	7.02	-	-
Other Receivables	7.03	-	-
Cash and Cash Equivalents	8.00	295,693	278,134
Total Current Assets		**28,673,204**	**24,097,828**
Total Assets		**104,666,767**	**103,894,942**
EQUITY AND LIABILITIES			
Shareholders' Equity :			
Share Capital	9.00	313,212,260	313,212,260
Retained Earnings	10.00	(327,189,944)	(314,870,550)
Total Shareholders' Equity		**(13,977,684)**	**(1,658,290)**
Non-Current Liability:			
Loan from Director	14.00	48,406,000	43,900,000
Term Loan from CVCFL net off Current Maturity	13.00	-	-
Total Non-Current Liability		**48,406,000**	**43,900,000**
Current Liabilities :			
Liability for Expenses	11.00	53,538,407	49,095,352
Interest Payable	15.00	11,050,125	7,380,625
Current Portion of Term Loan from CVCFL	13.00	-	-
Deferred Tax Liability	5.00	1,833,650	1,382,327
Provision for Income Tax	12.00	3,816,268	3,794,927
Total Current Liabilities		**70,238,451**	**61,653,232**
Total Equity and Liabilities		**104,666,767**	**103,894,942**
Net assets value per share	**25.00**	**(0.45)**	**(0.05)**

The annexed notes form an integral part of these financial statements. These financial statements were approved by the Board of Directors on 30th October, 2025 and were signed on its behalf by:

Chairman **Managing Director** **Director** **CFO** **Company Secretary**

Signed in terms of our separate report of even date annexed

For and on behalf of
MAHAMUD SABUJ & CO.
Chartered Accountants

Mahamud Sabuj & Co. CTG. Chartered Accountants

MODDASSAR AHMED SIDDIQUE, FCA
Partner
ICAB Enrollment No.: 0722
FRC Enlistment No.: FRC-CA-001-302
DVC : 2511030722AS804630

INTECH LIMITED

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 JUNE 2025

PARTICULARS	NOTES	30 JUNE 2025	30 JUNE 2024
Revenue from Operations	17.00	10,217,434	13,229,678
Cost of goods sold & Services	18.00	(8,187,129)	(12,544,643)
Gross Profit/(Loss)		**2,030,305**	**685,035**
Operating Expenses		**(9,688,244)**	**(10,533,007)**
Administrative Expenses	19.00	(6,059,993)	(6,635,190)
Marketing Expenses	20.00	(746,696)	(940,562)
Depreciation & Amortization		(2,881,555)	(2,957,255)
Operating Profit/(Loss)		**(7,657,939)**	**(9,847,972)**
Non-Operating Income	22.00	-	20,845,783
Financial Expenses	21.00	(3,669,500)	(5,344,777)
Loss on Investment in Shares	8.00	-	-
Net Profit/(Loss) before tax		**(11,327,439)**	**5,653,034**
Provision for tax:			
Current tax	23.00	(102,174)	(204,453)
Deferred tax Income/(Expenses)	5.00	(451,323)	(433,480)
Net Profit/(Loss) after Tax		**(11,880,936)**	**5,015,101**
Other comprehensive income		-	-
Total comprehensive income		**(11,880,936)**	**5,015,101**
Earning Per Share	**24.00**	**(0.38)**	**0.16**

The annexed notes form an integral part of these financial statements. These financial statements were approved by the Board of Directors on 30th October, 2025 and were signed on its behalf by:

Chairman | Managing Director | Director | CFO | Company Secretary

Signed in terms of our separate report of even date annexed

For and on behalf of
MAHAMUD SABUJ & CO.
Chartered Accountants

Mahamud Sabuj & Co. CTG. Chartered Accountants

MODDASSAR AHMED SIDDIQUE, FCA
Partner
ICAB Enrollment No.: 0722
FRC Enlistment No.: FRC-CA-001-302
DVC : 2511030722AS804630

INTECH LIMITED

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 JUNE 2025

Amount in BDT

PARTICULARS	SHARE CAPITAL TAKA	RETAINED EARNINGS TAKA	TOTAL TAKA
Balance as at 01 July 2024	313,212,260	(314,870,550)	(1,658,290)
Cash Dividend	-	(438,458)	-
Net Profit for the year	-	(11,880,936)	(11,880,936)
Balance as at 30 June 2025	**313,212,260**	**(327,189,944)**	**(13,539,226)**

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 JUNE 2024

Amount in BDT

PARTICULARS	SHARE CAPITAL TAKA	RETAINED EARNINGS TAKA	TOTAL TAKA
Balance as at 01 July 2023	313,212,260	(319,885,651)	(6,673,391)
Net Profit for the year	-	5,015,101	5,015,101
Balance as at 30 JUNE 2024	**313,212,260**	**(314,870,550)**	**(1,658,290)**

Chairman | Managing Director | Director | CFO | Company Secretary

Examined and found correct.

For and on behalf of
MAHAMUD SABUJ & CO.
Chartered Accountants

MODDASSAR AHMED SIDDIQUE, FCA
Partner
ICAB Enrollment No.: 0722
FRC Enlistment No.: FRC-CA-001-302
DVC : 2511030722AS804630

INTECH LIMITED

STATEMENT OF CASH FLOWS

For the year ended 30 JUNE 2025

PARTICULARS		30 JUNE 2025	30 JUNE 2024
1. Cash Flow from Operating Activities			
Collection from Customers and Others		6,747,625	12,236,900
Cash Paid For Operation Expenses		(3,403,379)	16,826,299
Paid in Advance, Deposit & Prepayments		(88,009)	1,205,206
Cash Paid to Administration Expenses		(6,059,993)	(6,635,190)
Other Receipts (payments)			
Cash Paid to suppliers and employees		-	-
Income Tax Paid		(80,834)	(324,883)
Net cash from operating activities		**(2,884,589)**	**23,308,333**
2. Cash Flow from Investing Activities			
Acquisition of Property, Plant and Equipment		(193,066)	(989,041)
Advance payment for PCB project		-	-
Advance for land purchase		(1,000,000)	(405,000)
Proceeds from the sell of Cars		-	6,075,000
Received from Rent income, FDR Interest, Dividend income		-	20,721,455
Net Cash used in Investing activities		**(1,193,066)**	**25,402,414**
3. Cash Flow from Financing Activities			
Interest and dividend received/(Paid)		(410,787)	(5,344,777)
Investment in Shares		-	-
Loan Repayment		-	(2,123,317)
Loan Received		4,506,000	(41,958,258)
Net Cash from / (used in) financing activities		**4,095,213**	**(49,426,353)**
4. Net Increase/Decrease in Cash and Cash Equivalents (1+2+3)		**17,558**	**(715,606)**
5. Cash and Cash Equivalents at the beginning of the year		278,134	993,739
6. Cash and Cash Equivalents at the end of the year (4+5)		**295,693**	**278,134**
Net Operating Cash Flow Per Share	**Note 25**	**(0.09)**	**0.74**

Chairman | Managing Director | Director | CFO | Company Secretary

Examined and found correct.

For and on behalf of
MAHAMUD SABUJ & CO.
Chartered Accountants

MODDASSAR AHMED SIDDIQUE, FCA
Partner
ICAB Enrollment No.: 0722
FRC Enlistment No.: FRC-CA-001-302
DVC : 2511030722AS804630

INTECH LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June, 2025

1.00 LEGAL STATUS AND NATURE OF THE COMPANY

1.01 Domicile, Legal Form and Country of Incorporation

Intech Limited (hereinafter referred to as the "Company") was incorporated in Bangladesh, as a Public Limited Company under the Companies Act, 1994 vide Registration No. C-39560 (1528)/2000 of the Registrar of Joint Stock Companies on 02 February, 2000.

The shares of the Company are listed with the Dhaka Stock Exchange Ltd. and the Chittagong Stock Exchange Ltd.

1.02 Address of Registered Office and Principal Place of Business

The principal place of business and registered address is 3/1-E, Purana Paltan, Dhaka-1000,

1.03 Principal Objectives /Activities and Nature of Operations

Initially, the principal activity of the Company was to provide Internet connectivity services to corporate entities and individual clients. It is also involved in software business.

2.00 BASIS OF PREPARATION

2.01 Statement on compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) and International Accounting Standards (IASs) adopted by Financial Reporting Council (FRC) based on International Financial Reporting Standards (IFRSs) and International Accounting Standards (IASs) the Companies Act, 1994, Securities and Exchange Rules, 1987 and other relevant laws applicable in Bangladesh.

2.02 Other regulatory compliances

The Company is also required to comply with the following major legal provisions in addition to the Companies Act 1994 and other applicable laws and regulations in Bangladesh:

- The Income Tax Act, 2023
- The Finance Ordinance, 2025
- The Value Added Tax Act 1991
- The Value Added Tax Rules 1991
- The Value Added Tax (Amendment) Act, 2012
- The Value Added Tax (Amendment) Rules, 2012
- The Customs Act 1969
- The Stamp Act 1899
- The Bangladesh Securities and Exchange Commission Act 1993
- The Bangladesh Securities and Exchange Commission Rules 1987
- DSE/CSE Rules
- DSE Listing Regulations,2015
- Bangladesh Labor Act, 2006(as amended to 2013)
- Bangladesh Labor Rules 2015.

2.03 Authorization for issue

The financial statements have been authorized for issue by the Board of Directors on 30th October, 2025.

2.04 Basis of measurement

These financial statements have been prepared under the 'historical cost' convention.

Mahamud Sabuj & Co. Chartered Accountants CTG.

2.05 Going Concern

The financial statements are prepared on the basis of going concern assumption as per IASs 1: Presentation of Financial Statements, which contemplates the realization of assets and the satisfaction of obligations in the normal course of business. However, the Company has not generated sufficient revenues to date and has accumulated losses to date. The Company does not currently have any other revenue generating operations. These conditions, among others, raise substantial doubt about the ability of the Company to continue as a going concern.

In view of these matters, continuation as a going concern is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to, meets its financial requirements, raise additional capital, and the success of its future operations. The financial statements do not include any adjustments to the amount and classification of assets and liabilities that may be necessary should the Company not continue as a going concern.

Management plans to fund operations of the Company through advances from existing shareholders, private placement of restricted securities or the issuance of stock in lieu of cash for payment of services until such a time as a business combination or other profitable investment may be achieved. There are verbal communications under processing in place for such funding or issuance of securities and there can be no assurance that such will be available in the future. Management believes that this plan provides an opportunity for the Company to continue as a going concern.

2.06 Accrual Basis

Intech Limited prepares its financial statements, except for cash flow information, using the accrual basis of accounting. Since the accrual basis of accounting is used, the company recognizes items as assets, liabilities, equity, income and expenses (the elements of financial statements) when they satisfy the definitions and recognition criteria for those elements in the IAS or IFRS conceptual Framework.

2.07 Responsibility for Preparation and Presentation of Financial Statements

The Board of Directors is responsible for the preparation and presentation of Financial Statements under Section 183 of the Companies Act, 1994 and as per the provision of "The Framework for the Preparation and Presentation of Financial Statements" issued by the International Accounting Standards Committee (IASC).

2.08 Structure, Content and Presentation of Financial Position

Being the general-purpose financial statements, the presentation of these financial statements is in accordance with the guidelines provided by IASs 1: "Presentation of Financial Statements". A complete set of financial statements comprise:

i) Statement of Financial Position as at June 30, 2025.

ii) Statement of Profit or Loss and other Comprehensive Income for the year ended June 30, 2025.

iii) Statement of Changes in Equity for the year ended June 30, 2025.

iv) Statement of Cash Flows for the year ended June 30, 2025.

v) Notes comprising a summary of significant accounting policies and other explanatory information to the financial Statements for the year ended June 30, 2025.

2.09 Functional and presentation currency

Functional and presentation currency items included in these financial statements are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). These financial statements are presented in Bangladesh Taka ("BDT") which is also the functional currency of the company. The amounts in these financial statements have been rounded off to the nearest BDT except otherwise indicated.

2.10 Use of estimates and judgments

The preparation of financial statements in conformity with International Financial Reporting Standards requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and for contingent assets and liabilities that require disclosure, during and at the date of the financial statements.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions of accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected as required by IASs 8: Accounting Policies, Changes in Accounting Estimates and Errors.

Muhammad Sabuj & Co Chartered Accountants CTG.

2.11 Materiality, aggregation and off setting

Each material item as considered by management significant has been displayed separately in the financial statements. No amount has been set off unless the Company has legal right to set off the amounts and intends to settle on net basis. Income and expenses are presented on a net basis only when permitted by the relevant accounting standards. The values of assets or liabilities as shown in the statement of financial position are not off-set by way of deduction from another liability or asset unless there exist a legal right therefore. No such incident existed during the period.

2.12 Reporting Period

The Financial year of the company under audit covers a period of 12 months effective from 01 July, 2024 to June 30, 2025.

2.13 Comparative information

Comparative information has been disclosed in respect of 2023-2024 in accordance with IASs 1: Presentation of Financial Statements for all numeric information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current periods of financial statements. Prior year figure may have been re-arranged if considered necessary to ensure comparability with the current year.

3.00 SIGNIFICANT ACCOUNTING POLICIES

3.01 Recognition of Property, Plant & Equipment and Depreciation

Initial Recognition and measurement

Property, plant and equipment are capitalized at cost of acquisition and subsequently stated at cost or valuation less accumulated depreciation in compliance with the requirements of IASs 16: Property, Plant and Equipment. The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the assets to its working condition for its intended use inclusive of inward freight, duties, non-refundable taxes and un-allocated expenditures etc.

Subsequent Costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of an item if it is probable that the future economic benefits embodied within the part will flow to the company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognized in the statement of comprehensive income as “Repair & Maintenance” when it is incurred.

Depreciation of Fixed Assets

Depreciation is charged under the straight-line method at rates determined on the basis of the useful lives of the respective assets. Depreciation is charged on addition on the basis of date of use/operation and depreciation has been charged on property plant and equipment up to the date of disposal. Rates of charging depreciation on property, plant and equipment are as under.

Particulars	Rate
Networking Equipment & Installation	15%
Telephone line cost	10%
Server	15%
Office Equipment	15%
Computer Equipment	20%
Interior Decoration	15%
Furniture & Fixtures	15%
E1 Server	15%
Optical Fiber Network	15%
Pond Excavation, Dam, Dyke	5%
Office Building & Go-down	10%
Building (Floor space)	2.5%
Pump House	20%
Hatchery Re-construction	20%
Water pump	20%

The gain or loss on disposal or retirement of assets is included statement of comprehensive income when the item is disposed off/derecognized.

The fair value of the property, plant and equipment on 30.06.2025 is not materially differing with the carrying amount.

3.02 Revenue from contracts with customers

In compliance with the requirements of IFRSs 15 "Revenue from Contracts with Customers" The Company recognizes as revenue the amount that reflects the consideration to which the Company

Expects to be entitled in exchange for goods or services when (or as) it transfers control to the customer. To achieve that core principle, this standard establishes a five-step model as follows:

- Identify the contract with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract; and
- Recognize revenue when (or as) the entity satisfies a performance obligation.

Considering the five steps model, the Company recognizes revenue when (or as) the Company satisfies a performance obligation by transferring a promised goods to a customer. Goods are considered as transferred when (or as) the customer obtains control of those goods. Revenue from sale of goods is measured at the fair value of the consideration received or receivable net of returns and allowances, trade discounts, rebates.

(i) Sale of goods and service

Revenue from the sale of goods and service is recognized when the significant risks and rewards of ownership of the goods and services have passed and deliver to the buyer when the buyer's provide assurance by giving acceptance on the delivery of goods and services. Revenue represents the invoice value of goods and services supplied to the customers measured at the fair value of the consideration received or receivable.

(ii) Interest income

Interest on bank deposits has been accounted for on accrual basis.

3.03 Finance Costs:

Finance costs comprise interest expense on bank loan and other borrowings and are recognized in the income statement using effective interest method.

3.04 Impairment

All fixed assets have been reviewed as per ISA 36 and it was confirmed that no such fixed assets have been impaired during the period and for this reason no provision has been made for impairment of assets for the year 30 June 2025

Disposal of Fixed Assets

On Disposal of Fixed Assets, the cost and accumulated depreciation are eliminated and gain or loss on such disposal is reflected in the Statement of Comprehensive Income, which is determined with reference to the book Value of the assets and net sales proceeds.

3.05 Borrowing costs

Interest and other expenses incurred by the Company in respect of borrowing of fund and recognized as expense in the year in which they are incurred as per IASs 23 Borrowing Cost.

3.06 Inventories

Inventories other than biological assets related to agriculture activity are valued at lower of cost and net realizable value, cost being determined under FIFO method. Net realizable value represents the estimated selling price for the inventories less all estimated cost of completion and cost necessary to make the sale. Inventories under biological assets related to agriculture activity are valued at its cost less any accumulated impairment losses. Inventories have been restated as per IAS-8 as disclosed in note no. 07 of this financial statements.

3.07 Accruals & Deferrals

Deferrals and accruals have been made as per the guidance in IAS- 1. Presentation of Financial Statements. In order to meet their objectives, Financial Statements, except for statement of cash flows and related information, are prepared on accrual basis of accounting. Under the basis, the effects of transactions and other events are recognized when they

occur (and not when cash or its equivalent is received or paid) and they are recorded in the accounting records and reported in the Financial Statements of the years to which they relate.

Other Payables are not interest bearing and are stated at their nominal value.

3.08 Advances, Deposits and Prepayments

Advances are initially measured at cost. After initial recognition advances are carried at cost less deductions or adjustments. Deposits are measured at payment value. Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to the statement of comprehensive income.

3.09 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and with banks on current accounts, deposit accounts and short-term investments (FDR- maturity less than 3 months) which are held and available for use by the company without any restriction. There is insignificant risk of change in value of the same.

3.10 Statement of Cash Flows

The Statement of Cash Flows has been prepared in accordance with the requirements of IASs 7: Statement of Cash Flows. The cash generating from operating activities has been reported using the Direct Method as prescribed by the Securities and Exchange Rules, 1987 and as the benchmark treatment of IASs 7 whereby major classes of gross cash receipts and gross cash payments from operating activities are disclosed.

3.11 Trade and other Receivables

These are at original invoice amount. These are unsecured but considered by management as good and collectible except provision for bad & doubtful debts. Trade and other receivables have been restated as per IAS-8 as disclosed in note no. 08 of this financial statements.

3.12 Related party disclosures

As per International Accounting Standards IASs 24: Related Party Disclosures, parties are considered to be related if one of the parties has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The Company carried out transactions in the ordinary course of business on an arm's length basis at commercial rates with its related parties.

3.13 Provisions

The Preparation of Financial Statements in conformity with International Accounting Standards requires management to make estimates and assumptions that affect the reported amounts of revenue and expenses, assets and liabilities and disclosure requirements for contingent assets and liabilities during and the date of the financial statements. Due to inherent uncertainty involved in making estimates, actual result reported could differ from those estimates.

In accordance with the guidelines in IASs – 37: "Provisions, Contingent Liabilities and Contingent Assets", provisions are recognized in the following situations: -

- When the company has an obligation as a result of past events;
- When it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- Reliable estimate can be made of the amount of the operation.

3.14 Employees Separation Plan

The Company has not yet introduced any separation plan for its employees.

3.15 Foreign Currency Translation

Transactions in foreign currencies are converted into Bangladesh Taka at the exchange rate prevailing on the date of transaction under ISAs 21.

3.16 Earning Per Share (EPS)

Basic Earning Per Share

The company calculates Earning per Share (EPS) in accordance with IASs-33 "Earning per Share" as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB).

Diluted Earning Per Share

No diluted Earnings per share is required to be calculated for the year, as there was no scope for dilution during the year.

Mahamud Sabuj & Co. Chartered Accountants CTG.

3.17 Employee benefits (ISAs 19)

The company maintains defined contribution plan for its eligible permanent employees. The eligibility is determined according to the terms and conditions set forth in the respective trust deeds and rules. The plan is funded and recognized/approved under Income Tax Ordinance 1984.

Workers' Profit Participation Fund (WPPF)

The Company recognizes a provision for workers' profit participation and welfare fund (WPPF) @ 5% of income before tax and it has been managing, disbursing and investing as per provisions of the Bangladesh Labor (Amendment) Act, 2013. The Company is making the payment within nine months at the end of the relevant financial year. 80% of the Fund is being paid to eligible employees, 10% to Government Workers Welfare Foundation and remaining 10% to INTECH Limited Employees Welfare Fund as per provision of Bangladesh Labor (Amendment) Act, 2013. No provision has been made during the year ended 30 June 2025 as the company made loss in this year.

3.18 Taxation

Provision for Taxation

The Company is a publicly traded company. Provision for current income Tax has been made as per the income Tax Act, 2023.

Deferred Tax

The company has recognized deferred tax using balance sheet method in compliance with the provision of IAS- 12: Income Taxes.

3.19 Events after the reporting period

Events after the reporting period that provide additional information about the company's position at the statement of financial position date are reflected in the financial statements as per International Accounting Standards IASs 10: Events after the Reporting Period.

All material events occurring after the statement of financial position date have been considered and where necessary, adjusted for or disclosed.

3.20 Compliance with financial reporting standards as applicable in Bangladesh:

The Company as per Para-12 of Securities & Exchange Rule-1987, with the following International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs) as adopted by The Institute of Chartered Accountants of Bangladesh (ICAB) in preparing the financial statements.

Sl. No.	IAS No.	IAS Title	Compliance Status
1	1	Presentation of Financial Statements	Complied
2	2	Inventories	Complied
3	7	Statement of Cash Flows	Complied
4	8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
5	10	Events after the Reporting Period	Complied
6	12	Income Taxes	Complied
7	16	Property, Plant & Equipment	Complied
8	17	Leases	Complied
9	19	Employee Benefits	Complied
10	20	Accounting for Government Grants and Disclosure of Government Assistance	Not Applicable
11	21	The Effects of Changes in Foreign Exchange Rates	Complied
12	23	Borrowing Cost	Complied
13	24	Related Party Disclosures	Complied

Sl. No.	IAS No.	IAS Title	Compliance Status
14	26	Accounting and Reporting by Retirement Benefit Plans	Complied
15	27	Separate Financial Statements	Not Applicable
16	28	Investments in Associates and joint ventures	Not Applicable
17	29	Financial Reporting in Hyper Inflationary Economics	Not Applicable
18	31	Interest in Joint Ventures	Not Applicable
19	32	Financial Instruments: Presentation	Complied
20	33	Earnings per Share	Complied
21	34	Interim Financial Reporting	Complied
22	36	Impairment of Assets	Complied
23	37	Provisions, Contingent Liabilities and Contingent Assets	Complied
24	38	Intangible Assets	Complied
25	39	Financial Instruments: Recognition and Measurement	Complied
26	41	Agriculture	Not Applicable

Sl. No.	IFRS No.	IFRS Title	Compliance Status
1	1	First-time adoption of International Financial Reporting Standards	Complied
2	2	Share-based Payment	Not Applicable
3	3	Business Combinations	Not Applicable
4	4	Insurance Contracts	Not Applicable
5	5	Non-current Assets Held for Sale and Discontinued Operations	Not Applicable
6	6	Exploration for and Evaluation of Mineral Resources	Not Applicable
7	7	Financial Instruments: Disclosures	Complied
8	9	Financial Instruments	Not Complied
9	8	Operating Segments	Complied
10	10	Consolidated Financial Statements	Not Applicable
11	11	Joint Arrangements	Not Applicable
12	12	Disclosure of Interests in other Entities	Not Applicable
13	13	Fair Value Measurement	Complied
14	14	Regulatory Deferral Accounts	Not Applicable
15	15	Revenue from Contracts with Customers	Complied
16	16	Leases	Complied
17	17	Insurance Contracts	Not Applicable

Mahamud Sabuj & Co. Chartered Accountants CTG.

Note No.	Particular	Amount in Taka	
		30 June 2025	30 June 2024
4.00	**Property, Plant And Equipment, Net Of Accumulated Depreciation:**		
	(A) Cost		
	Opening Balance (at cost)	116,227,216	128,213,175
	Addition during the year/period	193,066	989,041
		116,420,281	**129,202,215**
	Adjustment during the year/period	-	(12,975,000)
	Retrospective effect as per IAS-8*	-	-
		116,420,282	**116,227,215**
	(B) Accumulated depreciation		
	Opening Balance	36,430,103	45,381,526
	Charged during the year/period	3,996,618	4,023,577
		40,426,721	**49,405,103**
	Adjustment during the year/period	-	(12,975,000)
	Retrospective effect as per IAS-8*	-	-
		40,426,721	**36,430,103**
	(C) Written down value (A-B)	**75,993,563**	**79,797,115**
	(Property,Plant and Equipment is given in Schedule - A)		

Last year, the Company disposed of two vehicles in accordance with IAS 16 - Property, Plant, and Equipment. Types of assets is , 2 (Two) Vehicle (cars), The purchase value of the vehicle was Tk. 12,975,000.00, and its book value is 0.00 (Zero) from 30 June 2022 and the assets were fully depreciated., The vehicles were sold for a total consideration of Tk. 6,075,000.00 during the reporting period. The disposal of these fully depreciated assets did not affect the carrying value of Property, Plant, and Equipment on the balance sheet. However, the gain from the disposal contributed to the profit for the period. This disclosure note provides transparency regarding the disposal of the assets, ensuring that the financial statement users are informed about the transaction and its impact on the company's financial position.

5.00 Defferrred Tax Assets:

Particular	Accounting Based Asset/ (Liabilities) 30 June 2025	Tax Based Asset/ (Liabilities) 30 June 2025	(Taxable)/Deductible Temporary Difference 30 June 2025
Property, Plant and Equipment	75,993,562	67,844,006	(8,149,556)
	75,993,562	**67,844,006**	**(8,149,556)**
Deferred tax Asset/(Liability)*		**(1,833,650)**	**(1,382,327)**
(22.50% of total Deductible temporary difference)			

Deferred tax Income/(Expenses)		
Closing Deferred tax Asset/(Liability)	(1,833,650)	(1,382,327)
Opening Deferred tax Asset/(Liability)	(1,382,327)	(948,847)
Prior year adjustment	-	-
	(1,382,327)	**(948,847)**
	(451,323)	**(433,480)**
6.00 Advances, Deposits & Prepayments:		
Opening Balance	**14,794,007**	**15,594,213**
Addition during the year	1,088,009	(800,206)
	15,882,015	**14,794,007**
Adjustment during the year	-	
	15,882,015	**14,794,007**
Advances:		
Advance for land purchase	14,814,000	13,814,000
Advance for ERP implimentation	400,000	400,000
Advance to Employees	78,805	56,005
Advance Income Tax	462,710	397,501
	15,755,515	**14,667,507**

Note No.	Particular		Amount in Taka	
			30 June 2025	30 June 2024
	Deposits:			
	Security Deposit to CDBL		100,000	100,000
	Security Deposit for Dream Dhaka Project		2,500	2,500
	Security Deposit CVCFL (risk fund)		-	
	Securiy Deposit for Office Rent		24,000	24,000
			126,500	**126,500**
	Total		**15,882,015**	**14,794,007**

**Security Deposit in CVCFL (risk fund) adjusted with loan of CVC Finance Ltd

6.01 Off Balance Sheet Item:

Contingent Asset

Advance to Ex-Chairman Mr. ATM Mahbubul Alam (Note: 6.02)	6	4,123,600	4,123,600
Advance for ADC for Financial Institution (Note 6.03)	6	71,867,926	71,867,926
Total Off Balance Sheet item		**75,991,526**	**75,991,526**

6.02 Advance to Ex-Chairman Mr. ATM Mahbub*

In November 30, 2020 Intech Limited purchase a server namely Dell EMC power Edge R740 (Latest 14 Generation) by amount of Tk 4,00,000 through Cheque No. 5591159. After comprehensive scrutiny we have found that this server is using Ex- Chairman's personal business purposes not for the benefits of Intech Limited.

In December 1, 2020 The Ex-Chairman Mr. ATM Mahbub Alam withdrawal Tk. 20,00,000 from Southeast Bank Limited through Cheque No: 5591160. But we did not find any voucher against the amount.

In December 23, 2020 and January 13, 2021 the Ex-Chairman Mr. ATM Mahbub Alam paid to Md Rifatullah, Mohammad Ali Rony, Md Mobasher Azmi and Abul Mansur amounting to total Tk. 17,23,600 for adjustment of his personal Liabilities from company's bank account in Southeast Bank limited through Cheque No 8182302, 8182303, 8182304, 8182305, 8182306, 8182307, 8182308 & 8182309.

From the above total amount of Tk. 41,23,600 (4,00,000 + 20,00,000 + 17,23,600) has been considered as Advance to Ex-Chairman Mr. ATM Mahbub, as he received the economic benefit of those transactions not by the company.

Given the substantial doubts regarding the potential recovery of the mentioned advance sum of Tk. 41,23,600, it was decided to write off this amount during the year. The company has initiated legal proceedings to huntable court case no 3024/23 dated 13/09/2023. The matter is currently under investigation by DUDOK and is making exhaustive efforts to retrieve the sum using all available means. Due to uncertainty regarding the recoverability of the advance, it has been categorized as an off-balance sheet item according to IAS-37 as the management anticipates a complete recovery of the amount but it was not curtained at the year end.

6.03 Advance to the Solquest Ltd:

The advance payment Tk. 7,1867,926 was made to "the Solquest Ltd" for providing Alternative Delivery Channel (ADC) as new business initiative in Financial year 2017-2018. The Solquest Ltd is controlled by The Ex-Chairman Mr. ATM Mahbubul Alam . We have not found any authentic documents regarding the assets and also not found any physical existence of such assets in the name of Intech Ltd. Hence it is cleared that the amount was taken by the Ex-Chairman as undue benefit. Therefore, the said amount has been recognised as "Advance to the Solquest Ltd" instead of Advance for ADC for Financial Institution and charged 100% Provision against the "Advance to the Solquest Ltd" as it is doubtful to recovery.

As the substantial doubts regarding the potential recovery of the mentioned advance sum of Tk. 7,1867,926, it was decided to write off this amount during the year. The company has initiated legal proceedings to huntable court case no 3024/23 dated 13/09/2023, The matter is currently under investigation by DUDOK, and is making exhaustive efforts to retrieve the sum using all available means. Due to uncertainty regarding the recoverability of the advance, it has been categorized as an off-balance sheet item according to IAS-37 as the management anticipates a complete recovery of the amount but it was not certained at the year end.

Mahamud Sabuj & Co. Chartered Accountants CTG.

Note No.	Particular	Amount in Taka	
		30 June 2025	30 June 2024
7.00	**Trade Receivable:**		
	Opening Balance	**9,025,687**	**8,032,908**
	Addition during the year	10,217,434	13,229,678
		19,243,121	**21,262,587**
	Collection during the year	(6,747,625)	(12,236,900)
		12,495,496	**9,025,687**
	Broadband Internet Service	9,427,145	5,957,336
	Software sales and Maintenances	3,068,351	3,068,351
	Total	**12,495,496**	**9,025,687**
	The sum of Accounts Receivable are unsecured but realizable. It includes no such amount which are recoverable from the Director & CEO of their company.		
7.01	The aging of above trade receivables as at the statement of financial position date was:		
	Up to 30 Days	466,650	1,247,957
	Up to 90 Days	2,401,362	488,334
	Up to 180 Days	316,108	176,051
	Up to 360 Days	1,011,262	102,862
	Over 360 Days	8,300,114	7,010,482
		12,495,496	**9,025,687**
7.02	**Investment In Short Term Deposit:**		
	Short Term Deposit in CVCFL	-	6,000,000
	Adjustment during the period	-	(6,000,000)
		-	**-**
	In 2017, Intech ltd made a Fixed Deposit Receipt (FDR) to CVC Finance Ltd amounting to Tk. 60,00,000. The FDR has reached maturity, and the funds were successfully collected with interest after deduction of AIT on December 28, 2023.The matured FDR utilized in debt repayment to CVC Finance Ltd		
7.03	**Other Receivable:**		
	Accrued Interest on short term deposit	-	1,616,256
	Addition during the period	-	124,327
		-	**1,740,583**
	Adjustment during the period	-	(1,740,583)
		-	-
	The Accrued Interest on short term deposit is collected and utilized in debt repayment to CVC Finance Ltd.		
8.00	**Cash and Cash Equivalents:**		
	Cash in Hand	21,753	44,306
	Cash at Bank	273,940	233,827
	Total	**295,693**	**278,134**
	Details of Cash at Bank		
	Current Accounts:		
	Southeast Bank Limited, Gulshan Br. A/C. No. 001011100017418	-	-
	AL-ARAFAH ISLAMI BANK LTD Gulshan Br. A/C. No. 9902	397	397
	AL-ARAFAH ISLAMI BANK LTD Gulshan Br. A/C. No. 9935	774	774
	AL-ARAFAH ISLAMI BANK LTD A/C. No. 10273	43,032	32,076
	Shahjalal Islami Bank PLC A/C No. 401811100006327	29,156	
	Prime Bank, Banani Branch A/C. No.2132119018627	664	664
		74,022	**33,910**
	STD Accounts:		
	Dhaka Bank, Local Office Branch A/C. No. 0201150000001275	143,324	143,324
	Prime Bank, Foreign Ex. Br. - A/C. No. 2126313007778	13,947	13,947
	Islami Bank BD. Ltd. - Dilkusha Br. A/C. No. 20502130900004207	27,160	27,160
		184,431	**184,430**

Note No.	Particular	Amount in Taka	
		30 June 2025	30 June 2024
	Merchant Account:		
	Shahjalal Islami Bank Securities Ltd. B.O A/c. 1204090018054821	15,487	15,487
		15,487	**15,487**

Due to appointment on post dated we enable to verify cash in hand physically as on that date and we also checked cash in hand balance with cash book and the above bank balances have been confirmed by 3rd party varification from bank and reconciliation with bank statement.

9.00 Share Capital:

(a) Authorized Share Capital :		
120,000,000 Ordinary Shares @ Tk. 10/- each	**1,200,000,000**	**1,200,000,000**
(b) Issued, Subscribed & Paid up Capital:		
31,321,226 Ordinary Shares @ Tk. 10/- each, fully paid in cash	**313,212,260**	**313,212,260**
(c) Issued, Subscribed & Paid up Capital:		
Ordinary (Bonus) Shares Issued @ Tk. 10/- each	-	-
	313,212,260	**313,212,260**

(d) Composition of Shareholdings :

Shareholdings by	30 June, 2025		30 June, 2024	
	No. of Shares	%	No. of Shares	%
Sponsors/Directors	9,397,236	30.00	9,394,318	29.99
Financial Institutions	2,571,473	8.21	2,678,605	8.55
General Public	19,352,518	61.79	19,248,303	61.46
Total	**31,321,226**	**100.00**	**31,321,226**	**100.00**

(e) Distribution Schedule - Under the Listing Regulations of Dhaka & Chittagong Stock Exchange:
The distribution schedule showing the number of shareholders and their shareholdings in percentage.

as on June 30, 2025

Range of holdings	No. of Shareholders	No. of Shares	% of share Capital
Less Than 500	3,361	3,167,408	10.11
501 to 5,000	2,403	4,583,719	14.63
5,001 to 10,000	351	2,674,875	8.54
10,001 to 20,000	201	2,886,165	9.21
20,001 to 30,000	68	1,666,560	5.32
30,001 to 40,000	38	1,368,093	4.37
40,001 to 50,000	24	1,135,713	3.63
50,001 to 1,00,000	38	2,693,605	8.60
1,00,001 to 10,00,000	29	9,831,265	31.39
Over 10,00,000 shares	1	1,313,823	4.19
Total	**6,514**	**31,321,226**	**100**

(f) Voting Rights :
The rights and privileges of the shareholders are stated in the Bye-laws (Articles of Association).

(g) Market Price:
Market price was at Tk. 18.00 Per share in the Dhaka Stock Exchange Ltd and Tk. 18.00 Per share in the Chittagong Stock Exchange Ltd on 30 June, 2025

10.00 Retained Earnings:

Opening Balance	(314,870,550)	(319,885,651)
Bonus Share Issued	-	-
Cash Dividend	(438,458)	-
Prior year adjustment	-	-
Net Profit for the year	(11,880,936)	5,015,101
	(327,189,944)	**(314,870,550)**

Mahamud Sabuj & Co. Chartered Accountants CTG.

Note No.	Particular	Amount in Taka	
		30 June 2025	30 June 2024
11.00	**Liability for Expenses:**		
	Audit Fees	279,207	242,250
	Other payable-11.01	53,259,200	48,853,102
	Total	**53,538,407**	**49,095,352**
11.01	**Other Payable:**		
	CDBL	742,000	636,000
	Contribution to WPPF & WF (Note - 11.01.1)	129,391	129,391
	Electricity Bill	308,467	159,467
	AGM/EGM	24,000	31,250
	BTRC License Fee Payable	423,834	1,228,612
	ISPAB Payable	20,000	10,000
	ITDS	681,668	681,668
	Staff Income Tax	106,851	109,728
	Link Charge	151,992	23,988
	Bandwidth bill	400,672	161,027
	Data center rent	1,015,553	1,018,803
	Listing Fee Payable	1,257,546	944,334
	BAPLC	150,000	100,000
	Rent for Optical fiber Network Payable	578,401	500,851
	Software Maintenances bill	6,350,928	6,349,343
	Office rent	300	300
	Salary, Wages & Allowances	1,628,397	1,663,246
	Laptop Allowance Payable	1,000	1,000
	Board Meeting Attendance Fees	1,488,400	1,462,800
	Legal/Consultant fees & Professional charges	236,000	219,000
	BASIS	20,000	10,000
	Telephone Bill	32,335	31,292
	Trade Creditors	3,281,441	3,264,441
	Service Charge	92,412	39,071
	Repair and Maintenance	183	183
	Advertisement bill payable	67,088	90,493
	NOC support rent	2,095	2,095
	Wasa Bill	5,680	5,680
	Dividend Payable (Note-16)	274,312	246,640
	Others *	33,788,255	29,732,400
	Total	**53,259,200**	**48,853,102**

* 'Bishawas Agro Ltd has provided an advance to our company for the Mymensingh Tarakanda Fish Projects, specifically for the purpose of selling total land associated with the project. The advance received is governed by a formal agreement between our company and Bishawas Agro Ltd, outlining the terms and conditions of the advance.The advance is specifically earmarked for the sale of land associated with the Mymensingh Tarakanda Fish Projects, and it will be recognized as revenue upon the completion of the land sale transaction.The advance cash received from Bishawas Agro Ltd will be appropriately recognized in our financial statements in accordance with the applicable accounting standards.The funds received as an advance utilized in debt repayment to CVC Finance Ltd"

11.01.1	**Contribution to WPPF & WF:**		
	Opening Balance	129,391	129,391
	Add: Provision made during the year/period	-	-
		129,391	**129,391**
	Less: Payment made during the year/period	-	-
	Closing Balance	**129,391**	**129,391**

Note No.	Particular	Amount in Taka	
		30 June 2025	30 June 2024
12.00	**Provision for Income Tax:**		
	Opening Balance	3,794,927	3,915,357
	Add: provision made during the year/period (Note-23)	102,174	204,453
		3,897,102	**4,119,810**
	Add: Adjustment for prior year	(80,834)	(324,883)
	Closing Balance	**3,816,268**	**3,794,927**
13.00	**Term Loan:**		
	Term Loam from CVCFL (Agreement No-TL18TI0323) @ Interest Rate-15.25%	-	**56,568,618**
	Add: Interest Charged	-	2,123,317
	Less: Principal Paid	-	(33,500,000)
	Less: Interest Paid	-	(10,545,481)
	Less: Interest Waiver	-	(14,646,455)
	Closing Balance	**-**	**-**
	Current Maturity	-	-
	Long term Portion	-	-
		-	**-**

"As of December 31, 2023, the Company's outstanding term loan and related interest payable is Tk. 58,691,935.00. Up to December 31, 2023, the Company has made cumulative repayments amounting to Tk. 44,045,481.00. These repayments reduce the principal and accrued interest of the term loan. During the reporting period, the lender acknowledged an interest waiver of Tk. 14,646,455.00. This interest waiver has been recognized in the income statement under "Business Income" as a reduction of interest expense As per Income Tax ordinan 1984 Under Section 19 Subsection 11.

This disclosure note provides a clear and comprehensive overview of the term loan's status, repayments, interest waiver, and its impact on the financial statements. It ensures transparency for stakeholders and compliance with accounting standards."

14.00	**Loan from Director:**		
	Opening Balance	43,900,000	36,300,000
	Add: Receive loan from Director's	5,031,000	7,600,000
	Total	**48,931,000**	**43,900,000**
	Less: Repayment to Director's	525,000	-
	Closing Balance	**48,406,000**	**43,900,000**
15.00	**Interest Payable:**		
	Opening Balance	7,380,625	4,159,165
	Add: Addition During this Period	3,669,500	3,221,460
		11,050,125	**7,380,625**
	Less: Repayment During This Period	-	-
	Closing Balance	**11,050,125**	**7,380,625**

The company received loans from directors at varying interest rates for business development purposes. The details of these loans, approved during various board meetings, are as follows:

Loans Received from Directors:

1. 185th Board Meeting – A loan was received from the directors during the 185th Board Meeting at a 9 simple interest rate. The loan was taken to support the company's strategic business development initiatives.

2. 194th Board Meeting – An additional loan was obtained from the directors during the 194th Board Meeting at a 6% simple interest rate, also aimed at funding business growth and expansion activities.

3. 201st Board Meeting – Further funding was provided by the directors during the 201st Board Meeting at a 10% simple interest rate, again designated for business development purposes.

Purpose of Loans:
The loans provided by the directors were specifically utilized for business development, including expanding operations, improving infrastructure, and supporting the company's growth strategy. The loans were necessary to fund immediate growth initiatives without impacting the company's working capital.

Note No.	Particular	Amount in Taka	
		30 June 2025	30 June 2024

Interest Terms:
Each of these loans carries simple interest, payable at the respective rates mentioned above. The terms of repayment will be in accordance with the company's cash flow capabilities and will not unduly burden the financial stability of the business.
Fairness and Transparency:
The loans from the directors were entered into on arms-length terms, ensuring fairness to all shareholders. The interest rates applied are in line with current market rates for similar borrowings, ensuring that the company and its shareholders are not disadvantaged by the terms of these loans.
This disclosure is made in the interest of transparency and to ensure that all shareholders are fully informed about significant transactions and decisions made by the board that impact the financial position of the company.
Impact on Financial Statements:
The loans have been recorded as liabilities in the company's balance sheet and the interest expense related to these loans has been recognized in the profit and loss statement under finance costs.
Risk Management:
The company has ensured that the terms of these loans, including repayment schedules and interest rates, are manageable and aligned with the company's financial strategy, mitigating any potential risks to cash flow and financial performance.
Director's Assurance:
The directors have confirmed their commitment to the long-term success of the company and have provided these loans as part of their strategic support for business development and value creation for shareholders."

16.00	**Unclaimed Dividend:**		
	Financial Year 2019-2020	246,640	246,640
	Financial Year 2023-2024	27,672	-
	Total	**274,312**	**246,640**

"In compliance with the clause 3 (vii) of BSEC /CMRRCD/2021-386/03 Dated 14 January 2021, the summary of the unclaimed dividend is as follows which includes Bank interest and others."

17.00	**Revenue from Operation:**		
	Internet Service (17.01)	9,577,434	11,219,053
	Software & Others (17.02)	640,000	2,010,625
	Total	**10,217,434**	**13,229,678**
17.01	**Internet Services:**		
	Broadband Internet	9,413,264	11,095,132
	Setup charge & Installation	164,170	123,921
	Total	**9,577,434**	**11,219,053**
17.02	**Software & Others:**		
	Software Sales & Maintenance	-	-
	Others Sales	640,000	2,010,625
		640,000	**2,010,625**
18.00	**Cost of Goods Sold & Services:**		
	Bandwidth Bill	1,919,959	3,855,799
	Infrastructure, Optical Fiber & Network Equipment cost	152,476	64,995
	POP Expenses	182,330	196,200
	Link Charge	1,714,250	3,156,392
	Equipment Repair & Maintenances	8,390	26,010
	BTRC License Fees	487,500	287,500
	Electricity Bill	133,023	152,275
	Data Center Rack	-	136,500
	IP Charge	137,877	70,757
	Salary & Allowances	1,819,500	2,648,562
	Overtime allowance	21,400	6,250
	Travelling and Conveyance	30,105	96,272
	Entertainment Expenses	1,030	-
	Festival Bonus	150,639	162,650
	Software maintenances expenses	24,353	42,798
	Optical Fiber Network	187,000	472,698
	Sales Commission	102,168	99,645
	Other Cost	66	3,018
	Depreciation	1,115,064	1,066,322
	Total	**8,187,129**	**12,544,643**

Muhammad Sabuj & Co. Chartered Accountants CTG.

Note No.	Particular	Amount in Taka	
		30 June 2025	30 June 2024
19.00	**Administrative Expenses:**		
	Salary & Allowances	2,768,455	2,755,355
	Festival Bonus	233,660	188,000
	Board Meeting Attendance Fees	112,000	111,000
	Office expenses	95,844	80,944
	Entertainment	30,108	43,969
	Telephone, mobile	81,315	92,396
	Electric Bill	259,507	298,359
	Utilities	102,145	133,496
	Carrying expenses	-	1,700
	AGM & EGM Expenses	139,594	170,250
	Audit Fee	170,000	170,000
	Conveyance & Allowance	72,873	132,242
	Employees Lunch & Canteen	18,200	30,350
	Postage and Courier Expenses	2,975	2,240
	Domain & hosting	18,328	1,213
	BAPLC fees	50,000	50,000
	ISPAB fees	10,000	10,000
	Listing fees	313,212	313,212
	CDBL fees	106,000	106,000
	BASIS fees	10,000	10,000
	General Expenses	1,013,567	244,053
	Land Development Tax	-	260,000
	Bank Charge	16,643	35,142
	CSR Expenses	-	100,000
	Repairs and Maintenance	30,550	119,330
	Printing & Stationery	138,880	401,348
	Legal/Consultant fees & Professional charges	144,500	689,030
	Trade License Fee	21,280	15,730
	Subscriptions	51,295	40,029
	Other Expense	49,062	29,802
	Total	**6,059,993**	**6,635,190**
20.00	**Marketing Expenses:**		
	Advertisement	59,696	181,062
	Business Promotion & Development Expenses	687,000	759,500
	Total	**746,696**	**940,562**
21.00	**Financial Expenses:**		
	Interest on Term Loan	-	2,123,317
	Interest on Directors Loan	3,669,500	3,221,460
	Total	**3,669,500**	**5,344,777**
22.00	**Non-Operating Income:**		
	Interest waiver on loan	-	14,646,455
	Gain on sell of Fixed asset	-	6,075,000
	Accrued Interest on short term deposit	-	124,327
	Total	**-**	**20,845,783**

"1. Gain on sell of Fixed Asset: The company sold 2 Vehicles (Car) during the last year by Taka 60,75,000.00 whose book value is zero. As per Income Tax Act 2023 Under Section 46 Subsection 1. this gain is recognized as Business income for the period. As a result it contributes to the overall increase in income for the last year.

2. Interest Waiver on Loan: The company settled a long outstanding term loan during the last year, it led to a significant reduction in liabilities and acquire of an interest waiver Taka 14,646,455.00, which is the result of negotiations with creditors. As per Income Tax Act 2023 Under Section 67 Subsection 9 the interest waiver is recognized as business Income which increased in income for that year. It's essential to note that these events are likely to be one-time occurrences and may not be reflective of the company's ongoing operational performance. The deviation in details for this year is significant because these events are not part of the company's regular, day-to-day business activities."

Mahamud Sabuj & Co. Chartered Accountants CTG.

Note No.	Particular	Amount in Taka	
		30 June 2025	30 June 2024
23.00	**Provision for Income Tax:**		
	Minimum Tax	102,174	204,453
	Regular Tax	(3,213,273)	198,683
	Higher One	**102,174**	**204,453**
24.00	**Earning Per Share (EPS):**		
	Net Profit/(Loss) attributable to the Ordinary Shareholders	(11,880,936)	5,015,101
	Weighted average number of shares during the period.	31,321,226	31,321,226
	Basic Earning Per Share	**(0.38)**	**0.16**

No diluted EPS is required to be calculated during the period as there was no scope for dilution of shares.

25.00	**Net Asset Valus (NAV) Per Share:**		
	Total Assets	104,666,767	103,894,942
	Less: Total Liabilities	(118,644,451)	(105,553,232)
	Net Assets	**(13,977,684) -**	**(1,658,290)**
	Number of Shares at Financial Position date	31,321,226	31,321,226
	Net Asset Value (NAV) Per Share	**(0.45)**	**(0.05)**

Reason of significant deviation

1. Gain on sell of Fixed Asset: The company sold 2 Vehicles (Car) during the last year by Taka 60,75,000.00 whose book value is zero. As per Income Tax ordinan 1984 Under Section 19 Subsection 16. this gain is recognized as Business income for the period. As a result it contributes to the overall increase in income for the last year.

2. Interest Waiver on Loan: The company settled a long outstanding term loan during the last, it led to a significant reduction in liabilities and acquire of an interest waiver Taka 14,646,455.00, which is the result of negotiations with creditors. As per Income Tax ordinan 1984 Under Section 19 Subsection 11 the interest waiver is recognized as business Income which increased in income for the last year. It's essential to note that these events are likely to be one-time occurrences and may not be reflective of the company's ongoing operational performance. The deviation in details for this quarter is significant because these events are not part of the company's regular, day-to-day business activities.

26.00	**Net Operating Cash Flow Per Share (NOCFPS):**		
	Net Cash Generated from Operating Activities	(2,884,589)	23,308,333
	Number of Shares at Financial Position date	31,321,226	31,321,226
	Net Operating Cash Flow Per Share (NOCFPS)	**(0.09)**	**0.74**

27.00 **Reconciliation of net operating cash flow:**

As required by the clause 5(2)(e) of BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81, dated 20 June 2018 the reconciliation of net profit with cash flows from operating activities under indirect method is given below:

Net Profit/(Loss) After Tax	**(11,880,936)**	**5,015,101**
Adjustment for non-cash transactions:		
Depreciation	3,996,618	4,023,576
Provision for deferred Tax	451,323	433,480
Provision for Income tax	102,174	204,453
Unrealized loss/(Gain) in investment in share	-	-
Finance Expenses	410,787	5,344,778
	4,960,902	**10,006,287**
	(6,920,034)	**15,021,388**
less: Non-operating income	-	(20,845,783)
Less: Tax Paid	(80,834)	(324,883)
	(80,834)	**(21,170,665)**
	(7,000,868)	**(6,149,277)**

Muhamud Sabuj & Co Chartered Accountants CTG.

Note No.	Particular	Amount in Taka	
		30 June 2025	30 June 2024
	(Increase)/Decrease of Advance, Deposits and prepayment	(1,088,008)	1,205,207
	(Increase)/Decrease of Trade Receivable	(3,469,809)	(992,779)
	(Increase)/Decrease of Loan	4,506,000	
	Increase/(Decrease) of Liability for expenses	4,168,095	29,245,181
	Increase/(Decrease) of doubtful debts	-	-
	Increase/(Decrease) of WPPF for expenses	-	-
		4,116,278	**29,457,610**
	Net Cash inflow from operating activities under indirect method	**(2,884,589)**	**23,308,333**
	Net Cash inflow from operating activities under direct method	**(2,884,589)**	**23,308,333**
	Difference	**-**	**-**

28.00 Related Party Transanction:

During the period under audit, the company has not executed any transactions with common director of the company. In addition to this benefit of 02 nos. key management personnel includes the officials are Md Azam Ali in the ranks of CFO and Yearly Salary Taka 10,80,000/-; Md Saddam Hossain in the ranks of Company Secretary and Yearly Salary Taka 7,20,000/-; as short term employees benefit. No post employment benefits, other long term benefits and retirement benefits were paid during the period.

29.00 Comparative Information and Restatement:

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

30.00 Events After Reporting Date:

30.01 The Board of Directors in its meeting held on 30th October, 2025 has approved the Financial Statements for the year ended 30 June ,2025 and recommended 'No Dividend' for the Shareholders which is subject to approval by the Shareholders at the forthcomming Annual General Meeting (AGM) and authorise the financial statement for issue. The decision not to pay Dividend has been made with a view to set aside fund for pursuing Company's investments in envisaged financially rewarding and Socio-economic impact-bearing projects in the graeter interests of the Company as well as for all its members/shareholders.

30.02 Except the fact stated above , no circumstances have arisen since the balance sheet date, which would required adjustment to or disclosure in the financial statement or notes thereto.

31.00 Related Party Transaction:

The Company in normal course of business carried out a number of transactions with its directors and others that fall within the definition of related party contained in International Accounting Standard 24: Related Party Disclosures. The break-up of transactions with related parties is as follows;

Name of Related Party	Relationship	Nature of transaction	Amount in Taka 2024-2025	Amount in Taka 2023-2024
Md Azam Ali	CFO	Salary	1,080,000	1,080,000
Md Saddam Hossain	Company Secretary	Salary	720,000	660,000
Total			**1,800,000**	**1,740,000**

32.00 Events after the reporting period:

Adjusting Event

In compliance with the requirements of IAS 10 "Events after the Reporting Period" which are the adjusting event that provided additional information about the company's affair's at the statement of financial position date are reflected in the financial statement.

Mahamud Sabuj & Co. Chartered Accountants CTG.

Note No.	Particular	Amount in Taka	
		30 June 2025	30 June 2024

Non-Adjusting Event: Since dividends declared after the reporting period are a non-adjusting event, they are not recognized as a liability or accounted for in the financial statements as of the reporting date. The financial position of the company at that date remains unchanged events after the statement of financial position date that are not adjusting events are disclosed hereunder:

The Board of directors recommended 0.% Cash Dividend for the financial year 2024-2025

Name of Subscribers	Bo ID Reference	No. of Share Subscribe	% of Share
Mr. ATM Mahbubul Alam	BO ID: 1202400069651578 BO ID: 1205200000605460	626,638	2.00%
Mr. Khandaker Shakib Ahmed	BO ID: 1204290007760160	627,000	2.00%
Mr. Atiqul Alam Chowdhury	BO ID: 1204290066497702	644,424	2.06%
Mr. A.N.M. Yeahea	BO ID: 1204290000039715	627,000	2.00%
Mr. Khalilur Rahman	BO ID: 1204290003496434	627,000	2.00%
Ms. Ubaida Asadi	BO ID: 12042900069693891 BO ID: 1201590069200323	292,111 334,889	2.00%
Khandaker Reza-e-Raquib	BO ID: 1204240023833441 BO ID: 1201820023833441	440,926 191,000	2.02%
Mr. Ahamedul Hoque (Ahamed)	BO ID: 1204290069711109	627,000	2.00%
Syeda Rashida yasmin	BO ID: 1201570001014130	626,500	2.00%
Shadika Mahbub	BO ID: 1205200062443340	125,763	0.40%
Md. Anisuzzaman	BO ID: 1205200062866746	12,210	0.04%
AIBL Capital Market Servies Ltd.	BO ID: 1204290019225111	1,313,823	4.19%
Dhaka Cotton Company Ltd.	BO ID: 1204290069989427	660,000	2.11%
Shyamol Equity Management Ltd.	BO ID: 120240068170950	627,000	2.00%
Solar Electro Bangladesh Ltd.	BO ID: 1204570070093892 BO ID: 1202400070156577 BO ID: 1201910070277687	274,000 132,277 239,500	2.06%
Mr. Md. Mostaqur Rahman	BO ID: 1201740000786220	157,037	0.50%
Mr. Md. Shamsul Alam	BO ID: 1201830000483530	130,862	0.42%
Mr. Md. Mostafizur Rahman	BO ID: 1201500008121410	39,139	0.12%
Mr. M. A. Rashid Shah Shamrat	BO ID: 1201500004509820	22,219	0.07%
Total		**9,398,318**	**30.00%**

Total Share Outstanding 31,321,226

Name	Design. with Intech	Entities where they have Interest	Position
Khandaker Sakib Ahmed	Chairman	SJIB Securities Limited	Director
		Shahjalal Islami Bank Limited	Director
Atiqul Alam Chowdhury	Director	Universel Denim Limited	Director
Mr. SK Md Samiul Islam	Director	Dhaka Cotton Company Ltd	Managing Director
Barrister Khandaker Reza-E-Raquib	Director	N/A	N/A
Md Badiur Rahman	Advisor	Central Hospital Ltd	Director
Mr. ATM Mahbubul Alam	Director	Wintel Limited	Chairman
		Solquest Limited	Managing Director
		Win Sources Ltd.	Managing Director
Ms. Shadika Mahbub	Director	Wintel Limited	Director
		Solquest Limited	Director
		Win Sources Ltd.	Director
Mr. Anisuzzaman	Director	n/a	n/a
A.N.M YEAHEA	Director	Purbachal Steel Mill Ltd	Chairman
Ahamedul Hoque (Ahamed)	Director	Al-Arafah Islami Bank Limited.	Director
Khalilur Rahman	Director	KDS Group	Chairman
Syeda Rashida Yasmin	Director	N/A	N/A
Eng. DM Majibor Rahman	Director	SOLAR ELECTRO BANGLADESH LTD. (SEBL)	
Ubaida Asadi	Director	N/A	N/A

No credit facility availed by the company under any contract other than bank/financial instutuion credit facility and trade credit which are in the ordinary course of the business.

Capital Expenditure Commitment

- There was material capital expenditure authorized by the Board for business development during the period 30 June, 2024.

Claim acknowledgement

There was no claim against the company not acknowledged as debt as of June 30, 2024.

Event after the Reporting Period

There was no events after reporting period of such for which accounting or disclosure is required to be adjusted.

Disclosers under para 3 of Schedule XI, Part II of the Companies Act. 1994

Salary Range (Monthly)	Officer & Staff		Workers'	Total Employee's
	Head Office	Operations		
Below Tk. 3,000/-	-	-	-	-
Above Tk. 3,000/-	5	9	16	28

Disclosure as per requirement of Schedule XI, Part II, Para 3 of the Companies Act 1994

Mahamud Sabuj & Co. Chartered Accountants CTG.

Requirements under condition No.	Compliance status of Disclosure Schedule XI, Part II, Para 3 Part II, Para 3"
3(i)(a) The turnover	Complied-Disclosed in Note No-16
3(i)(b) Commission paid to selling agents	Not Applicable
3(i)(c) Brokerage and discount of sales, other than the usual trade discount	Not Applicable
3(i)(d)(i) The value of the raw materials consumed, giving item-wise as possible	Not Applicable
3(i) (d)(ii) The opening and closing stocks of goods produced	Not Applicable
3(i)(e)In the case of trading companies, the purchase made and the opening and closing stocks	Not Applicable
3(i)(f) In the case of Companies rendering or supplying services, the gross income derived from services rendered or supplied	Complied-Disclosed in Note No-18
3(i)(g) Opening and closing stocks, purchases, sales and consumption of raw materials with value and quantity breakup for the Company, which falls under one or more categories i.e. manufacturing and/or trading	Disclosed
3(i)(h) In the case of other companies, the gross income derived under different heads	Not Applicable
3(i)(i) Work-in-progress, which have been completed at the commencement and at the end of the accounting period	Not Applicable
3(i)(j) Provision for depreciation, renewals or diminution in value of fixed assets	Disclosed
3(i)(k) Interest on the debenture paid or payable to the Managing Director, Managing Agent and the Manager	Not Applicable
3(i)(l) Charge for income tax and other taxation on profits	Complied-Disclosed in Note No-24
3(i)(m) Reserved for repayment of share capital and repayment of loans	Not Applicable
3(i)(n)(i) Amount set aside or proposed to be set aside, to reserves, but not including provisions made to meet any specific liability, contingency or commitment, know to exist at the date as at which the balance sheet is made up.	Not Applicable
3(i)(n)(ii) Amount withdrawn from above mentioned reserve	Not Applicable
3(i)(o)(i) Amount set aside to provisions made for meeting specific liabilities, contingencies of commitments.	None
3(i)(o)(ii) Amount withdrawn from above mentioned provisions, as no longer required.	Not Applicable
3(i)(p) Expenditure incurred on each of the following items, separately for each item:	
(i) Consumption of stores and spare parts (ii) Power and Fuel (iii) Rent (iv) Repairs of Buildings (v) Repairs of Machinery (vi) (1) Salaries, wages and bonus (2) Contribution to provident and other funds (3) Workmen and staff welfare expenses to the extent not adjusted from any previous provision or reserve.	Disclosed in appropriate Notes

Disclosers under para 4 of Schedule XI, Part II of the Companies Act. 1994

Name of Directors	Designation	Remuneration	Tax Deduction	Net Payment
No directors entitled/get/received any payment other than Board meeting Attendance fee.				

Disclosers under para 6 of Schedule XI, Part II of the Companies Act. 1994

● During the period amount paid to Auditor by the Company as;

Name of the Firm	Purpose	Year-2025	Year-2024
M/S Mahamud Sabuj & Co.	Audit Fee	170,000	170,000
Jesmin & Associates,	Corporate Governance Audit Fee	20,000	20,000
Jesmin & Associates,	Independent Scrutinizer's Audit	30,000	30,000

Disclosers under para 7 of Schedule XI, Part II of the Companies Act. 1994

● During the period Capacity Utilization of the Company as.

Description of Product	Installed Capacity (Unit)		Actual Production (Unit)		Capacity Utilize (In %)	
	Year-2025	Year-2024	Year-2025	Year-2024	Year-2025	Year-2024
	N/A	N/A	N/A	N/A	N/A	N/A

Disclosures for Managerial Salary:

● Managerial salaries paid to top five officials of Intech Limited in last financial year are shown below:

Name	Designation	2025 Tk	2024 Tk
Md Azam Ali (July'24 to June'25)	Chief Financial Officer	1,080,000	9,000,000
Md. Saddam Hossain (July'24 to June'25)	Company Secretary	720,000	82,500
Md. Mozahidul Islam ACA (July, 2023 to May, 2024)	Company Secretary	-	770,000

● Amount paid to all directors and all officials of in last financial year are shown below:

Particular	Nature of payment	2025 Tk	2024 Tk
Directors	Board Meeting Attendance Fees	112,000	111,000
Directors	Remuneration	-	-
Officers	Salary & Other Allowances	4,972,254	5,754,567

ii) The company did not disburse any board meeting attendance fee to the directors of the company.

Details of Lease Agreement

Product Name Particulars	Lease From	Finance /Lease Amount (Taka)	Installment/ Commencement of & Expiry of Lease	Monthly Rental (Taka)	Rental Paid (Taka)	Future Payment (Taka)
1. 16.31 acre land Lease in, Tarakanda, Mymenshing	Ingenioug Food Ltd.	Note: 06-Advance, Deposit & Prepayments Tk. 12,848,000/- which is presented for land lease from Engenious Food Ltd. This Land is gradually under processing of registration. There were out of 30 acre, the 13.69 acre land have completed registration in month of March 2022.	Apr-27	N/A	N/A	N/A

INTECH LIMITED

PROPERTY PLANT AND EQUIPMENT
AS AT 30 June 2025

Schedule-A

PARTICULARS	COST				Rate of Dep. %	DEPRECIATION				Written down value as at 30.06.2025
	Balance as at 01.07.2024	Addition during the year	Adjustment during the year	Balance as at 30.06.2025		Balance as at 01.07.2024	Charge during the year	Adjustment during the year	Balance as at 30.06.2025	
Networking Equip & Installation	1,532,663	34,000	-	1,566,663	15%	357,615	234,999	-	592,614	974,049
Telephone Line Cost	1,752,117	-	-	1,752,117	10%	1,752,117	-	-	1,752,117	-
Server	4,031,250	-		4,031,250	15%	1,005,528	604,688	-	1,610,216	2,421,034
Office Equipment	897,434	-	-	897,434	15%	576,785	134,615	-	711,400	186,034
Computer Equipment	173,750	-	-	173,750	20%	57,433	34,750	-	92,183	81,567
Furniture & Fixtures	203,792	-	-	203,792	15%	149,334	30,569	-	179,903	23,889
Interior Decoration	4,884,527	-	-	4,884,527	15%	4,713,902	24,213	-	4,738,115	146,412
E1 Server	260,000	-	-	260,000	15%	260,000	-	-	260,000	-
Optical Fiber Network	1,615,106	159,066	-	1,774,172	15%	434,823	270,992	-	705,815	1,068,357
Land & Land Development	24,691,000	-		24,691,000	0%	-	-	-	-	24,691,000
Building (Floor Space)	38,663,053	-	-	38,663,053	2.5%	8,830,768	966,576	-	9,797,345	28,865,708
Pond Excavation,Dam,Dyke	32,620,969	-	-	32,620,969	5%	13,454,408	1,631,048	-	15,085,457	17,535,512
Office Building & Godown	1,400,000	-	-	1,400,000	10%	1,335,833	64,167	-	1,400,000	-
Pump House	350,000	-	-	350,000	20%	350,000	-	-	350,000	-
Hachery Re construction	2,731,242	-	-	2,731,242	20%	2,731,242	-	-	2,731,242	-
Water Pump	420,313	-	-	420,313	20%	420,313	-	-	420,313	-
Total as on 30.06.2025	**116,227,216**	**193,066**	**-**	**116,420,281**		**36,430,103**	**3,996,618**	**-**	**40,426,721**	**75,993,562**
Total as on 30.06.2024	**128,213,175**	**989,041**	**-**	**116,227,216**		**45,381,526**	**4,023,577**	**12,975,000**	**36,430,103**	**82,831,651**

PROXY FORM

I/We. ..... of ..... being a member of Intche Limited do hereby appoint Mr./Mrs./Miss .... of .... as my/our proxy, to vote for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on Thursday, 18th December 2025 at 10:00 a.m. The AGM will be held using the Hybrid Platform through the link: **https://intech.agmbdlive.com** and at YMCA International House: B-2, Jaleswar, PATC, Radio Colony, Savar, Dhaka-1343 to transact the following business:

Revenue Stamp Tk. 20.00

Signed this ..... day of 2025

Signature of Proxy : .....

B.O A/c. No: .....

Signature of Shareholder(s) .....

B.O A/c. No: .....

N.B. : IMPORTANT:

1. This form of proxy, duly completed, must be deposited at least 3 working days before the meeting at the Company's Registered Office. Proxy is invalid if not signed and stamped as explained above.
2. Signature of the Shareholder and the Proxy should agree with the Specimen Signature registered with the Company.
3. As per Articles of Association of the Company, Proxy can be given only the person who is a member (Shareholder) of the Company.

ATTENDANCE SLIP

I hereby record my attendance at the 25th Annual General Meeting of the Company being held on Thursday, 18th December 2025 at 10:00 a.m. The AGM will be held using the Hybrid Platform through the link: **https://intech.agmbdlive.com** and at YMCA International House: B-2, Jaleswar, PATC, Radio Colony, Savar, Dhaka-1343 to transact the following business:

Name of Shareholdr(s)/ Proxy .....
B.O. A/c. No. ..... holding of ordinary shares of Islami Insurance Bangladesh Limited.

Signature of Shareholder(s)/Proxy
Date : .....

N.B. Please present this slip at the Reception Desk.

INTECH

REGISTERED & CORPORATE OFFICE

Ivory Krisnochura (1st Floor), 3/1-E, Bijoy Nagar
Purana Paltan, Dhaka-1000, Bangladesh

Telephone : +880 9666794555
Fax : +880 29891510
Website : www.intech.com.bd
E-mail : info@intech.com.bd